

PROXY STATEMENT

TO THE GENERAL ASSEMBLY MEETING CHAIRMANSHIP OF MİGROS TİCARET ANONİM ŞİRKETİ,

I, the undersigned, hereby appoint and empower as my proxy fully authorized to represent me / the Company, vote and make proposals and sign all the required documents on behalf of me / the Company in accordance with my / the Company's instructions written here-below at the Ordinary General Assembly Meeting of Shareholders of Migros Ticaret A.Ş. that will be held at the address of Atatürk Mahallesi Turgut Özal Bulvarı No:7 34758 Ataşehir / İstanbul at 11:00 a.m. on September 25, 2013 Wednesday.

A) SCOPE OF THE POWER OF REPRESENTATION

- a) The Proxy named above is authorized to vote on all the agenda items at his/her own discretion.
- b) The Proxy is authorized to vote on all the agenda items in accordance with the instructions given below.

Instructions: (Specific instructions can be inserted)

- c) The Proxy is authorized to vote on all the agenda items in line with the proposals of the Company's management.
- d) In respect of all other issues that may arise during the Meeting, the Proxy is authorized to vote in accordance with the following instructions. (If no instruction is given, the Proxy casts vote at his/her own discretion.)

Instructions: (Specific instructions can be inserted)

B) SHARE CERTIFICATES HELD BY THE SHAREHOLDER

- a) Quantity-Nominal Value;
b) Privileged in Voting or Not;
c) Bearer or Registered;

First name, surname or title of the shareholder:

Signature:

Address:

NB:

1. In Section (A), one of the options of (a), (b) or (c) will be selected and explanations should be given for the options (b) and (d).
2. The signature of the principal shareholder should be certified by a notary public. If the proxy is not notarized, circular of signatures certified by a notary is required as an attachment of the proxy.
3. Our foreign shareholders should submit to the headquarter of our company, the Turkish translations of their proxies which have been notarized by a notary public.