

MİGROS TİCARET A.Ş. MAY 26, 2011

GENERAL ASSEMBLY MEETING AGENDA

- 1 - Roll call and election of the Assembly Presidium,
- 2 - Informing the General Assembly regarding the approval of the merger by the Capital Markets Board and the merger report which has been prepared by the expert appointed by Kadıköy 2. Commercial Court of First Instance
- 3 - Resolution regarding the merger of our Company with Ades, Amaç and Egeden by way of acquisition of all the assets and liabilities of the balance sheet of Ades, Amaç and Egeden dated September 30, 2010, within the framework of article 451 and other relevant articles of the Turkish Commercial Code, Articles 19 and 20 of the Corporate Tax Law and the article 10/A titled "Exceptional Situations in the Merger" of the Communiqué of the Capital Markets Board regarding the Principles on the Merger Transactions, Serial: I, No: 31; and the approval of the consolidated financial statements dated September 30, 2010 which are the basis of the merger transaction, the approval of the merger agreement and the other merger documents
- 4 - Presentation and discussion of the Board of Directors Report on 2010 activities and accounts, Statutory Auditors' Report and the summary of the Independent Auditors' Report prepared by DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş, approval, amendment or rejection of the Board's proposed Balance Sheet and Income Statement for 2010,
- 5 - Individual acquittal of the members of the Board of Directors and Statutory Auditors of their fiducial responsibilities for the Company's operations during 2010,
- 6 - Approval, amendment or rejection of the Board of Directors proposal regarding the distribution and timing of the 2010 dividend,
- 7 - Presenting the Company's dividend distribution policies for 2011 and the following years pursuant to Corporate Governance Principles,
- 8 - Presenting the Company's disclosure policies in accordance with the Corporate Governance Principles,
- 9 - Determination of the monthly gross remuneration of the Chairman and the Members of the Board of Directors and the Statutory Auditors,
- 10 - Informing the General Assembly of the donations made by the Company for charitable purposes to tax-exempt foundations and associations in 2010,
- 11 - Approval of the Independent Audit Company, recommended by the Audit Committee and selected by the Board of Directors pursuant to the regulations of the Capital Markets Board of Turkey pertaining to Independent Auditing in Capital Markets,
- 12 - Informing our shareholders about the details of collaterals, mortgages and pledges given as per Capital Markets Board Resolution no 28/780 dated 09.09.2009,
- 13 - Giving consent to the members of the Board of Directors to carry out the business transactions falling under the Company's scope, personally or on behalf of others, and to become shareholders in companies pursuing businesses of such nature and to carry out other transactions in accordance with Articles 334 – 335 of the Turkish Commercial Code,
- 14 - To authorize the Presidium to sign the minutes of the General Meeting on behalf of the shareholders,
- 15 - Closing.