

## **MİGROS TÜRK T.A.Ş.**

### **MEETING AGENDA SEPTEMBER 04, 2008**

- 1 - Opening and election of the Presiding Council of Meeting
- 2 - Reading and discussion the Board of Directors' Report, Audit Report and Independent External Audit Report concerning the time period of 01.01.2008–31.05.2008. Making resolution over the approval or rejection of the balance sheet and income table concerning the time period of 01.01.2008–31.05.2008 by Board of Directors.
- 3 - Approval of the discharge of Directors and Internal Auditors for the operations of the Company concerning the fiscal period of 01.01.2008-31.05.2008,
- 4 - Approval of the appointed members of the Board of Directors within the year in accordance with Article 315 of the Turkish Code of Commerce,
- 5 - Approval of the appointed Internal Auditors within the year in accordance with Article 351 of the Turkish Code of Commerce,
- 6 - Determination of the gross remuneration of Board of Directors and Internal Auditors,
- 7 - Taking a resolution as proposed by the Board of Directors over the amendment of Article 7 of the Articles of Association related to the composition of the board of directors, ,
- 8 - To raise the number of the members of the Board of Directors to 11 and to elect the two new members of Board of Directors, after the registration of the amendment of Article 7 of Articles of Association.
- 9 - Granting permission for Board Members to act in person or on behalf of others in the commercial transactions within the purpose of the company and to participate in the companies for the similar purpose and take other related actions in accordance with Articles 334-335 of Turkish Commercial Code,
- 10- Authorize Presiding Council to Sign Minutes of Meeting on behalf of the General Assembly,
- 11- Wishes.

**MİGROS TÜRK T.A.Ş.**

# MİGROS TÜRK T.A.Ş.

## AMENDMENT TO ARTICLES OF ASSOCIATION

### Previous Version

#### Board of Directors

##### **Article 7-**

The operations and management of the Company shall be conducted by the Board of Directors consisting of nine members to be elected among the shareholders in the General Assembly in accordance with the Turkish Commercial Code.

In case of any vacancy of a board membership, the Board of Directors shall appoint a new member to be approved in the General Assembly in accordance with Article 315 of the Turkish Commercial Code.

### New Version

#### Board of Directors

##### **Article 7-**

The operations and management of the Company shall be conducted by the Board of Directors consisting of eleven members to be elected among the shareholders in the General Assembly in accordance with the Turkish Commercial Code.

In case of any vacancy of a board membership, the Board of Directors shall appoint a new member to be approved in the General Assembly in accordance with Article 315 of the Turkish Commercial Code.