

MINUTES OF THE EXTRAORDINARY GENERAL SHAREHOLDERS MEETING OF TAT GIDA SANAYI ANONİM ŞİRKETİ HELD ON 21.07.2014

Extraordinary General Shareholders Meeting of Tat Gıda Sanayi Anonim Şirketi was held on 21st July 2014 at 14:00 hours at Divan Istanbul Elmadağ Hotel, Askeroğacağı Cad.No:1 Şişli/Istanbul under the supervision of Mr. Mehmet Ali KÖSE, the Ministry Representative appointed by the letter of the Provincial Directorate in Istanbul of the Ministry Customs and Trade dated 18th July 2014 and numbered 19214.

Call for the meeting was made within due period by announcement in Turkish Trade Registry Gazette dated 26.06.2014 numbered 8599, including the agenda of the meeting, as stipulated in the applicable laws and the articles of association, and also by registered mail to the shareholders registered in share book and by announcement on our Company's website at www.tatgida.com and at Electronic General Meeting System and e-company portal of the Central Registry Agency starting from 21 days in advance.

The examination of the list of attendants revealed that, out of total 13.600.000.000 shares corresponding to the company capital of TL 136.000.000, 10.000 shares corresponding to the capital of TL 100 were represented in person and 9.266.885.610,70 shares corresponding to the capital of TL 92.668.856,107 were represented by attorneys, and thus 9.266.895.610,70 shares corresponding to the capital of TL 92.968.956,107 were represented during the meeting and the quorum stipulated by both the applicable laws and the articles of association was present. Mr. Ibrahim Tamer Haşimoğlu, a member of the Board of Directors of our Company, announced that among such shares, 1.242.072.000 shares with a nominal value of TL 12.420.720 were represented by the representatives who deposited shares under article 24 of the Regulations on General Meeting of Incorporated Companies published in Official Gazette dated 28th November 2012 and numbered 28481 and article 431 of the Turkish Commercial Code.

Under article 1527 paragraphs 5 and 6 of the Turkish Commercial Code, it was found that the Company duly made the electronic general meeting preparations according to the legal arrangements. Mr. Ibrahim Tamer Haşimoğlu, Member of the Board of Directors, appointed Mr. Hikmet İn, who is a "Certified Specialist for Central Registry Agency Electronic General Meeting System" in order to use the electronic general meeting, and the meeting was opened simultaneously both in physical and in electronic environment and the discussion of the agenda started.

Mr. Ibrahim Tamer Haşimoğlu, Member of the Board of Directors, provided explanations on the manner of voting. He has stated that, provided that the electronic vote counting arrangements included in both the Code and the Articles of Association of the Company are reserved, the esteemed shareholders attending the meeting physically will vote by open voting by a raise of hands, and that the esteemed shareholders to vote negatively, on the other hand, will declare the negative vote orally.

The following resolutions were made as a result of the negotiations that took place according to the agenda.

1. Pursuant to the 1ST article of the agenda, it was proceeded to the selection of the Meeting Chairman responsible from the management of the Extraordinary General Shareholders Meeting. Mr. Kerem Kaşitoğlu, representing the company's shareholder Mr. Mustafa Vehbi Koç, disclosed his proposal for the Meeting Presidency. As the result of the voting, Mr.

Ibrahim Tamer Haşimoğlu was elected to the Chairman of the General Shareholders Meeting with the unanimity of the votes corresponding to 92.669.956,107 TL.

Meeting Chairman indicated that he had appointed Mrs. Arzu Aslan Kesimer as the Vote Collector and Mr. Ahmet Çağaçan Yılmaz as the Clerk of Minutes.

Meeting Chairman indicated that the Articles of Association, share ledger, list of attendants issued by the Board of Directors and other relevant documents were at present at the place of meeting.

Meeting Chairman also indicated that Mr. Ibrahim Tamer Haşimoğlu and Mrs. Arzu Aslan Kesimer, from among the Board members, were also at the meeting and Mr. Yaman Polat representing the Independent Audit Company DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. had also attended to the meeting. Information was given regarding to the excuses of the Board Members who were unable to attend the meeting personally.

The Chairman thanked to the attendants and stated to proceed to the 2ND topic of the agenda.

2. Disclosure was made concerning that the shareholders or their proxies, who give negative vote to the 3RD article and have the opposition lodged in the meeting records shall have the right to withdraw from the partnership by selling their shares to our Company on the base price of TL 2,31 per share with the par value of TL 1, which has been calculated according to Article 10 of the Communiqué on Common Principles and Withdrawal Right Related to the Material Operations, since the sales operation of Maret Et Production Facility, the lot, on which the facility is located and the Maret trademark to Namet Gıda Sanayi ve Ticaret A.Ş, to be submitted to approval under the 3RD topic of the agenda, is considered as a material operation under article 23 of the Capital Markets Law, that our shareholders, who shall exercise their rights of withdrawal, can exercise their rights during the period between the 22ND of July 2014 and the 8TH of August 2014, that they have to transfer conditional virament order to the account opened to the name of our Company before the brokerage company, the details of which shall be indicated in the material event disclosure to be made at Public Disclosure Platform, for transferring all their shares represented in the meeting to our Company, to the brokerage company, where their accounts are present, until not later than 16:00 on the 8TH of August 2014, that the share prices shall be paid not later than the business days following the sales date, to the shareholders, who apply to the brokerage company for exercising their rights of withdrawal and that as stated in the 4TH topic of the agenda, in the event that total cost that may be incurred by our Company as the result of exercising the right of withdrawal as exceeds 20.000.000 (Twenty Million) USD, it will be possible to withdraw the operation.
3. The sales of Maret Et Production Facility, the lot, on which such facility is located and the Maret Trademark to Namet Gıda Sanayi ve Ticaret A.Ş, which is considered as a material operation within the frame of the regulations of Capital Markets Board, against the price of 75.000.000 (Seventy Five Million) USD excluding VAT was accepted with the majority of votes comprising of 560.980,119 TL negative votes, which were 280.979,577 TL from Mr. Aziz Torun and 280.000,542 TL from Mr. Mehmet Torun against the positive vote of 92.107.975,988 TL and the opposition of the Mr. Mehmet Haluk Yüklér, who was the proxy of Mr. Mehmet Torun and Mr. Aziz Torun, was lodged on the meeting record.
4. Under the provisions of clause 5 of article 9 of the Communiqué of the Capital Markets Law with the number II-23.1; submitting the possibility of withdrawing from the operation approved under the agenda topic No:3, even if it is approved by the general meeting, in the event that total cost that may be incurred as the result of exercising the rights of withdrawal, exceeds 20.000.000 (Twenty Million) USD, was accepted with the unanimity of the votes corresponding to 92.668.956,107 TL.

5. As there was no other item on the agenda to be discussed, the Chairman closed the meeting. The minutes were issued and signed at the place of the meeting following the meeting. 21.07.2014

MEETING CHAIRMAN
Ibrahim Tamer HAŞIMOĞLU

REPRESENTATIVE OF THE MINISTRY
Mehmet Ali KÖSE

VOTE COLLECTOR
Arzu Aslan KESIMER

CLERK OF MINUTES
Ahmet Çağışan YILMAZ