

**DISCLOSURE NOTE ON THE ORDINARY GENERAL ASSEMBLY OF TAT GIDA SANAYI
A.Ş. FOR YEAR 2014 HELD ON 25.03.2015.**

1. ANNOUNCEMENT FOR THE ORDINARY GENERAL ASSEMBLY DATED 25.03.2015

Ordinary General Assembly of our Company shall take place on 25.03.2015, Wednesday at 10:00 hours at the address Divan Oteli, Askerocağı Cad. No:1 Elmadağ-Şişli/Istanbul (Tel: 0212 315 55 00, Fax: 0212 315 55 15) in order to review the activities of year 2014 and to discuss and resolve the following agenda.

Disclosure Note that contains the Financial Statements of year 2014, Independent Audit Report, proposal regarding the distribution of profit and Activity Report and the Corporate Governance Principles Compliance Report attached thereto as well as these agenda items and detailed the explanations necessary for compliance to the regulations of the Capital Markets Board shall be made available for inspection by our esteemed Shareholders at the Company's Head Office, Branches, Company's website at www.tatgida.com, Public Disclosure Platform and in the Electronic General Assembly system of the Central Registry Agency for three weeks before the meeting, which is the legal period.

Our shareholders, who will not be able to attend the meeting in person, need to supply their power of attorneys according to the attached sample or to get a copy of the power of attorney form from Yapı Kredi Yatırım Menkul Değerler A.Ş. (Yapı Kredi Plaza / Levent-Istanbul) and our Company's departments and the website of our company at www.tatgida.com, provided that the rights and liabilities of the shareholders to attend through electronic means shall be reserved, and in this parallel, also to fulfill the issues stipulated in the Communiqué of the Capital Markets Board, Series: II, No. 30.1 on "Voting By Proxy and Collecting the Powers of Attorney By Call" as published in Official Gazette dated 24.12.2013 and numbered 28861, and to deliver the Company their power of attorneys with notarized signatures. It is not necessary for an attorney appointed through electronic method on the Electronic General Assembly System to submit power of attorney. The powers of attorneys, which are obligated in the abovementioned Communiqué and not conforming to the attached power of attorney sample, shall not be accepted due to our legal liability.

Our shareholders, who will vote through the Electronic General Assembly System, are kindly asked to receive information from the Central Registry Agency, our Company's website at www.tatgida.com or our Company's Head Office (Tel: 0216 430 00 00) in order to make application according to the provision of the Regulation and the Communiqué.

Under article 415, item 4 of the New Turkish Commercial Code numbered 6102 and article 30, item 1 of the Capital Markets Law, attendance to general assembly and the right to vote shall not be conditional upon depositing share certificates. Within this framework, our shareholders do not have to block their shares in case they would like to attend the General Assembly Meeting.

Provided that the provisions on voting in electronic environment shall be reserved, open voting shall take place by a raise of hands with respect to voting of the Items on the Agenda during the Ordinary General Assembly Meeting.

All the holders of rights and interests and the press-broadcasting organizations are invited to our General Assembly Meeting.

In accordance with the Capital Markets Law, the Shareholders shall not be served separate notices by registered mail for the registered shares enlisted in the stock exchange.

The Shareholders are kindly informed.

Tat Gıda Sanayi A.Ş. Board of Directors

Company Address : Taşdelen Mah.Sırrı Çelik Bulvarı No:7 Çekmeköy/Istanbul
Trade Registry Office and Number: Istanbul/96638

2. OUR ADDITIONAL DISCLOSURES UNDER CMB REGULATIONS

Out of the additional disclosures that must be made according to the "Communiqué on the Corporate Governance" No: II-17.1 of the Capital Markets Board ("CMB") that has entered into force on the 3RD of

January in 2014, the ones that are related to the agenda topics are made in the following agenda topic and other compulsory general disclosures are submitted to your information below:

2.1. Shareholding Structure and Voting Rights

Information on total number of shares and voting rights representing the shareholding structure as of the announcement of this Disclosure Document, number of shares representing each of the privileged share group if there is any in the association's capital and their voting rights as well as the nature of the privileges is given below:

Shareholder	Capital Ratio (%)	Share Amount (TL)	Voting Right Ratio (%)	Voting Right
Koç Holding A.Ş.	43,70	59.364.947,17	43,70	5.936.494.717,00
Temel Ticaret Yat.A.Ş.	3,30	4.427.888,60	3,30	442.788.860,00
Kagome Co Ltd.	3,70	5.071.168,20	3,70	507.116.820,00
Sumitomo Corp.	1,50	2.077.983,34	1,50	207.798.334,00
Other	16,40	22.381.212,69	16,40	2.238.121.269,00
Public	31,40	42.676.800,00	31,40	4.267.680.000,00
TOTAL	100,00	136.000.000,00	100,00	13.600.000.000,00

2.2. Changes in the Management and Activity, which will materially affect the Activities of Our Company or Affiliates:

Please find below information regarding the changes in management and activities of our company or affiliates actualized during the past account period or planned for the future account periods, which may effect the company's activities considerably, and the grounds for such changes:

During the meeting of our Board of Directors held on 20.06.2014, it was resolved to sell our Maret Meat Plant and to cease our activities in the meat and meat products sector following the conclusion of the transactions of sale. During the Extraordinary General Assembly held on 21.07.2014, such transaction of sale was approved by our shareholders and the transaction of sale was finalized on 04.08.2014.

As it was resolved during the meeting of the Board of Directors held on 14.10.2013 to cease activities relating to production of tomatoes and tomato paste and as it was resolved during the Extraordinary General Assembly held on 26.12.2013 to sell the assets of our Affiliate, Harranova Besi ve Tarım Ürünleri A.Ş., partially and in pieces, the transaction of sale of our Affiliate took place on 01.10.2014.

By the resolution of our Company's Board of Directors dated 01.07.2014, it was resolved to purchase 100% of the shares in Moova Gıda Sanayi ve Ticaret A.Ş. and all the shares were purchased on 20.08.2014 subject to a price adaptation.

2.3. Informations about the Requests of the Shareholders for Inclusion of Certain Items in the Agenda:

Please find below information on the demands communicated by the company's shareholders to the Investor Relations Department for inclusion of an item in the agenda, and the suggestions refused and the grounds for refusal in cases where any such suggestion for inclusion of an item in the agenda was declined:

No written demand has been delivered by any shareholder to the Investor Relations Department for the inclusion of an item in the agenda for the Ordinary General Assembly, where the activities of year 2014 will be addressed.

3. OUR DISCLOSURES ON THE AGENDA ITEMS OF THE ORDINARY GENERAL ASSEMBLY DATED 25.03.2015

1. Opening and appointment of the Chair of the Assembly,

Selection of the Meeting Chair is made within the frame of the provisions of the "Turkish Code of Commerce (TCC) with the number 6102", "Regulation on the Methods and Principles of the General Assembly Meetings of the Incorporations and the Representatives of the Ministry of Customs and Trade That Will Preside In These Meetings" ("Regulation" or "General Assembly Regulation") and Article 7 of the General Assembly Internal Directives. At least one Record Clerk is appointed by the Meeting Chairman according to the General Assembly Internal Directives. Meeting Chairman may also select sufficient number of vote collectors.

2. Presentation, negotiation and approval of 2014 Annual Activity Report issued by the Board of Directors of the Company,

Information shall be provided about the Activity Report of Year 2014 including the Corporate Governance Compliance Report, which has been made available for our shareholders to examine at the Head Office of the our Company, at Electronic General Assembly portal of Central Registry Agency and our company's website address at www.tatgida.com for three weeks preceding the General Assembly under the Turkish Commercial Code, Regulations and regulations relating to Capital Markets Board, and it shall be submitted to the opinions and approval of our shareholders.

3. Presentation of the Independent Audit Report Summary related to year 2014 accounting period,

General Assembly shall be informed about the Independent Audit Report issued according to the Turkish Commercial Code numbered 6762 and Capital Markets Board regulations, which have been made available for our shareholders to examine at the Head Office of the our Company, at Electronic General Assembly portal of Central Registry Agency and our company's website address at www.tatgida.com for three weeks preceding the General Assembly.

4. Presentation, negotiation and approval of the Financial Statements related to year 2014 accounting period,

Information shall be provided about our financial reports and legal financial statements, which has been made available for our shareholders to examine at the Head Office of the our Company, at Electronic General Assembly portal of Central Registry Agency and our company's website address at www.tatgida.com for three weeks preceding the General Assembly under the Turkish Commercial Code, Regulations and regulations relating to Capital Markets Board, and they shall be submitted to the opinions and approval of our shareholders.

5. Release of the members of the Board of Directors for the activities of the Company in year 2014,

The release of members of our Board of Directors one by one for their activities, transactions and accounts in 2014 shall be submitted to the approval of the General Assembly within the framework of the provisions of Turkish Commercial Code and the Regulations.

6. Approval, approval through amendment or refusal of the proposal of the Board of Directors about the distribution of profit and the date of distribution of the profit for year 2014, which is prepared within the framework of the Company's profit distribution policy,

According to our financial statements pertaining to the account period 01.01.2014-31.12.2014 issued by our Company in accordance with the International Financial Reporting Standards within the framework of the provisions of the Turkish Commercial Code and Capital Markets Board and audited by DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (a member of Deloitte Touche Tohmatsu), a "Consolidated Net Profit for Period" of TL 150.262.119 is obtained

and our suggestion for distribution, which is issued (attached) with due consideration of our long-term strategy, investment and financing policies, standing in terms of profitability and cash and according to the Dividend Communique No II.19.1 and the Profit Distribution Statement format included in the Dividend Guide announced under such communique, is given in ANNEX/1.

7. Determining the number of the Board of Directors and their period in office, election of the determined number of members, election of the Independent Members of the Board of Directors,

The new members of the Board of Directors shall be elected to replace the members, whose period in office expired, under the Capital Markets Board Regulations, Turkish Commercial Code and Regulations with due consideration of the principles contained in the articles of association regarding the election of the members for the Board of Directors. Moreover, independent members shall be elected to ensure compliance with the Communique on the Corporate Governance No: II-17.1 of the Capital Markets Board.

Under article 11 of our articles of association, our Company is managed by a Board of Directors with 5 to 13 members to be elected for 1 year by the General Assembly within the scope of the Turkish Commercial Code. The General Assembly may decide for the renewal of the Board of Directors even if the period in office of the Board has not expired.

2 of the Members of the Board of Directors to be elected has to qualify for the independence criteria as described in the Mandatory Principles of Corporate Governance of the Capital Markets Board.

Mr. Arif Nuri Bulut and Mr. Mansur Özgün are nominated for the position of Independent Members of the Board of Directors by a decision made by our Board of Directors upon the suggestion of our Corporate Governance Committee that duly took into consideration the candidates communicated to them.

The backgrounds of our candidates for Board of Directors are provided in ANNEX/2.

8. Informing the Shareholders about the "Remuneration Policy" for Members of the Board of Directors and Senior Managers under the Corporate Governance Principles as well as the payments made under the policy and approval of the same,

Under the Mandatory Principle numbered 4.6.2 of Corporate Governance of the Capital Markets Board, the principles for the remunerations of the members of the Board of Directors and senior managers should be laid down in writing and should be submitted to the shareholders to inform them during General Assembly as a separate item, enabling the shareholders to state their opinions in this respect. The remuneration policy issued for this purpose is provided in ANNEX/3. As also mentioned in footnote 29 of our financial reports pertaining to activity year 2014, Tat Gıda Sanayi A.Ş. provided a benefit to the members of the Board of Directors and Senior Managers in an amount of total TL 7.894.512 in year 2014.

9. Determining the monthly gross remunerations for the members of the Board of Directors,

The monthly gross remuneration payable to the members of the Board of Directors in activity year 2015 shall be determined by our shareholders within the scope of our Remuneration Policy submitted to the approval of the shareholders under the item no 8 on the agenda.

10. Approval of the Independent Audit Company elected by the Board of Directors under the Turkish Commercial Code and the regulations of the Capital Markets Board,

According to the Turkish Commercial Code and Capital Markets Board regulations, during the meeting of our Board of Directors dated 26.02.2015, a decision was made to appoint Akis Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (A member of KPMG) to audit the financial reports of our Company in account period 2015 and to engage in other activities within the scope of

the respective regulations under the applicable laws by also consulting the Audit Committee and such election shall be submitted to the approval of the General Assembly.

11. Informing the Shareholders about the donations of the Company in 2014 and determining upper limit for the donations to take place in 2015,

Under article 6 of the Dividend Communique No II-19.1 of the Capital Markets Board, the limit for donations should be set by the general assembly in cases where the same is not stipulated in the articles of association and the shareholders should be informed about the donations and payments to be made during the general assembly. Donations in year 2014 amounted to TL 326.250. Moreover, the limit for the donations for year 2015 shall also be set by the general assembly.

12. Informing the Shareholders about the guarantees, pledges and liens given in favor of the third parties, and incomes or benefits provided by the Company and its subsidiaries in 2014 as to the regulations of Capital Markets Board,

Under article 12 of the Corporate Governance Communique No II-17.1 of the Capital Markets Board, guarantees, pledges, mortgages and sureties granted by our Company and/or Affiliates to the favor of third persons and any income or benefits obtained should be included as a separate item in the agenda of the general assembly, and this matter is covered in footnote 18 of our Financial Statements dated 31.12.2014.

13. Permission for the shareholders, members of the Board of directors, and senior managers, who have control in management, and their spouses and relatives up to second generation by heritage or by marriage, within the framework of 395 and 396 of the Turkish Commercial Code and informing the shareholders about the transactions realized in 2014 in parallel with the Corporate Governance Principles of the Capital Market Code,

The Members of the Board of Directors of our Company may engage in transactions included within the scope of paragraph 1 of article 395 named "Prohibition of Engaging in Transactions with the Company and becoming Indebted to the Company" and article 396 named "Prohibition of Competition" of the Turkish Commercial Code only upon the approval of the General Assembly.

Under Corporate Governance Principle numbered 1.3.6 of the Capital Markets Board, if the shareholders, who control the management, the Members of the Board of Directors, executives with administrative responsibilities and their spouses and relatives by blood or marriage up to second generation engage in transactions that may cause a conflict of interest with the company or the affiliates and/or engage in any transaction of business type in the same field with the company or the affiliates or becomes a shareholder of another company engaging in the same type of trading activities as a partner with unlimited responsibility, then such transactions are included in the agenda of the general assembly so that the general assembly may be informed about the same in details and the matter is entered into the minutes of general assembly.

In order to act according to such regulations, the approval of our shareholders shall be sought to grant such permission during the General Assembly and our shareholders shall be informed of any such transactions that took place during the preceding year.

14. Comments and opinions.

ANNEXES :

ANNEX/1 Profit Distribution Statement Regarding the Distribution of Year 2014

ANNEX /2 Backgrounds of the Candidate Members of the Board of Directors and Independence Declarations of the Independent Members of the Board of Directors

ANNEX /3 Remuneration Policy for Senior Managers and Members of the Board of Directors

ANNEX/1

TAT GIDA SANAYI A.Ş. PROFIT DISTRIBUTION STATEMENT FOR YEAR 2014 (TL)			
1. Paid-in/Issued Capital			136.000.000,00
2. Total Legal Reserve Fund (According to Legal Records)			5.334.027,57
In case of any privileges in distribution of profit under the articles of association, information relating to such privilege			-
		According to CMB	According to Legal Records
3.	Period Profit	162.263.881,00	119.231.991,71
4.	Taxes Payable (-)	12.001.762,00	10.132.850,15
5.	Net Profit for the Period (=)	150.262.119,00	109.099.141,56
6.	Losses of the Preceding Years (-)	0,00	0,00
7.	Primary Legal Reserves (-)	5.454.957,08	5.454.957,08
8.	NET DISTRIBUTABLE PERIOD PROFIT (=)	144.807.161,92	103.644.184,48
9.	Donations within the Year (+)	326.250,00	-
10.	Net Distributable Period Profit Including the Donations, based on which First Dividend shall be calculated	145.133.411,92	-
11.	First dividend to shareholders	-	-
	-Cash	-	-
	-Bonus	-	-
	- Total	-	-
12.	Dividend distributed to preferred capital stock	-	-
13.	Dividend to the Members of the Board of Directors, Employees etc.	-	-
14.	Dividend Distributed to Holders of Dividend Shares	-	-
15.	Second Dividend to Shareholders	-	-
16.	Second Legal Reserve Fund	-	-
17.	Statutory Reserves		-
18.	Statutory Reserves (*)	69.729.523,39	69.729.523,59
19.	EXTRAORDINARY RESERVES	75.077.638,53	33.914.661,09
20.	Other Resources Stipulated for Distribution	0,00	0,00
	- Profits of the Preceding Years		
	- Extraordinary Reserves		
	- Other Reserves Distributable under the Laws and Articles of Association		

(*) The 75% exemption amount corresponding to profit from the sale of real estates of Maret enterprise. It will remain in Statutory Reserves for a period of 5 years.

ANNEX/2

BACKGROUNDS OF THE CANDIDATE MEMBERS OF THE BOARD OF DIRECTORS AND INDEPENDENCE DECLARATIONS OF THE INDEPENDENT CANDIDATES

Ibrahim Tamer Haşimođlu

After the German High School in Istanbul and Mechanical Engineering Department of Istanbul Technical University, he continued his education with the Master's Degree Program in International Business Management of the Business Economy Institute of Istanbul University. He started his career as Training Personnel in the Planning Coordination Division of Koç Holding in 1989 and then he was employed as Expert, Director and Coordinator. In January 2004, Mr. Haşimođlu was assigned as Ass. President for the Strategic Planning Group of Koç Holding and in the period May 2004-April 2011, he continued to serve for Koç Holding as the President of Strategic Planning Division. Since April 2011, he has been serving as the President of Tourism, Food and Retail Group of Koç Holding.

Semahat Sevim Arsel

After graduating from Americal Girls College, Semahat Arsel participated in German language training programs in Goethe Institute and she speaks English and German. She started her career as the Board member of Koç Holding in 1964 and now in addition to this position, she is serving as the Chairman of Board of Directors for Vehbi Koç Foundation, Chairman of Board of Directors for Tourism Group, Second President for Florance Nightingale Health-Care College and President for Semahat Arsel Nursery Training and Research Center. She is also the founder of Health-Care College of Koç University.

Mustafa Rahmi Koç

He got his higher education in the Industrial Shipment and Administration Department of in John Hopkins University (USA). He started his career in 1958 by working in Otokoç A.Ş. affiliated to Koç Group. Then he served in different senior positions within the Koç Holding. In 1980, he was elected as the Chairman of Administrative Committee and then was appointed as the Chairman of Board of Directors in Koç Holding in 1984. Starting from 2003, he continued working with the title of Honorary President for Koç Holding. Rahmi M. Koç served as President for the International Chamber of Commerce during 1995-1996 and currently he has been also serving as Deputy President for Board of Trustees of Vehbi Koç Foundation, President for Board of Trustees of Koç University, Founder and Chairman of Board of Directors for Rahmi M. Koç Museum and Culture Foundation, Chairman of Board of Directors for VKV American Hospital, Founding Member and Honorary President for TURMEPA/ Deniz Temiz Association, Honorary President for TÜSİAD Supreme Consultation Council, Member for TİSK Advisory Group, Honorary Member for Foreign Policy Association, Member of Honorary Board of Trustees of New York Metropolitan Art Museum and Founding Member for Global Relations Forum Association.

Mustafa Vehbi Koç

After completing his education in Lyceum Alpinum Zuoz in Switzerland, in 1984 he was graduated from the Department of Business Management of George Washington University in USA. He started his career in 1984 as Consultant in Tofaş and then he served in senior positions as Sales Director and Vice General Director, Sales for Ram Dış Ticaret. He was employed by Koç Holding in 1992 and served as Vice President, President, Board Member and Deputy Chairman of Board Directors respectively. Since 2003, he is the Chairman of Board of Directors of Koç Holding. Mr. Koç is currently serving as Honorary President of Supreme Consultation Board for the Turkish Association of Industrialists and Businessmen and as Member of Istanbul Chamber of Industry and Foreign Economic Relations Board and has been appointed as the Honorary Consul of Finland. He is also member to the Kuwait National Bank and Rolls-Royce International Consultation Boards. In addition to these tasks, he is serving as member of Young Presidents Organization and in the International Council of JP Morgan. In 2005, he was awarded with Cavaliere D'Industria Medal by the Italian Government. Mustafa V. Koç gives great importance to economic and social development and because of these efforts, he was awarded by reputable organizations such as World Monuments Fund, Carnegie Foundation and BNP Paribas. He made considerable contributions to the social and cultural life on behalf of Koç family. He is currently serving as Board Member of Vehbi Koç Foundation and as Member of Board of Trustees for the Turkish Education Volunteers Foundation.

Mehmet Ömer Koç

He was graduated from the Columbia College (USA) with BA degree. He worked in Kofisa Trading for one year. He got MBA degree from Columbia Business School (1989). After working for Ramerica International Inc., he joined to Koç Group in 1990 and he served as Finance Coordinator and Energy Group Vice President and President in Gazal A.Ş.. In 2004, he became the Board Member of Koç Holding. Since May 2008, he has been serving as the Deputy Chairman of Board of Directors. At the same time, he is serving as President for Turkish Education Foundation, President for Environmental Foundation, President for Yapı Kredi Cultural Activities, Arts and Publishing and Chairman of Board of Directors for Tüpraş.

Yıldırım Ali Koç

He completed his higher education in the Management Faculty of Rice University (USA) and attended to the master's degree program in Harvard University (USA). In the period 1990-1991, he participated in Manager Training Program provided by American Express Bank and worked as analyst in Morgan Stanley Investment Bank during 1992-1994. In the period 1997-2006, he served in senior positions for Koç Holding such as New Business Development Coordinator and Information Group President. During 2006-2010, he served as the President of Corporate Communication and Information Group of Koç Holding. Since 30.01.2008, he is the Board Member of Koç Holding.

Arif Nuri Bulut

Being a graduate of Machine Faculty of the Istanbul technical University, Mr. Bulut studied in Istanbul Technical University for master's degree and then he completed the Executive MBA Program in Koç University. He started his professional life in 1981 at Izocam Ticaret ve Sanayii A.Ş., one of the Koç Group companies, and he acted as a Manufacture Chief and Ass. General Technical Manager in chronological order. Since 2002, he has been the General Manager of Izocam Ticaret ve Sanayii A.Ş., and he is also the Member of the Board of Directors of the company.

Mansur Özgün

He graduated from Industrial Business Management and Finance Department of Economic and Commercial Sciences Academy in Ankara. He started his professional life in General Directorate of Foundations, and he acted as an Account Expert in the Ministry of Finance since 1970. In 1971, he joined Koç Group. In the Group, he acted as Ass. Manager of Financial Affairs of Koç Holding, Ass. General Manager of Ormak A.Ş. and Koç Holding Financial Affairs Coordinator. Mr. Özgün has been a Certified Public Accountant since 2000 and he is also a Member of the Board of Directors of the company.

Masahiro Sumitomo

He received his bachelor's degree on biochemistry in Aoyama Gakuin University. Having been employed as a General Manager in Charge of Quality - Assurance for Kagome U.S.A between 1990 and 1996, and General Manager in Charge of Business Development for Kagome Co. Ltd. between 2001 and 2008, Sumitomo was the President of Kagome Co. Ltd. Vegetalia S.p.A. between 2008 and 2013. Since April 2013, he has been the Chairman of the Executive Board of Kagome Co. Ltd. Global Tomato Company.

Arzu Aslan Kesimer

She graduated from the Department of Economics (English) of Marmara University and she completed her postgraduate studies at Boğaziçi University, Faculty of Social Sciences, Department of Economics. Having started her business life in 1992 at Marmara Bankası, Kesimer joined the Koç Group in 1995 with her position at Koçtaş Yapı Marketleri A.Ş., and she served as the Marketing Manager and Marketing and Store Planning Director, respectively, until 2010. She served as the Vice General Director in Charge of Commerce for Koçtaş Yapı Marketleri A.Ş. in 2010 and 2011. She has been the General Manager of Tat Gıda Sanayi A.Ş. since 1st November 2011. She continues to be a member of Woman Corporate Directors Turkey, Women Entrepreneurs Council of the Union of Chambers and Commodity Exchanges of Turkey and Assembly and Sectorial Committees of Istanbul Chamber of Industry.

INDEPENDENCY DECLARATION

I hereby declare that I'm a candidate for taking office as the "independent member" at Board of Directors of Tat Gıda Sanayi A.Ş. (The Company) under the criteria stipulated by the regulations, articles of association and Corporate Governance Communique of the Capital Markets Board and within this scope,

- (a) Within the last five years, there hasn't been any employment relation in executive position bearing material duties and responsibilities between me, my spouse and blood or other relatives up to the second degree and the Company, any of the affiliates, in which the Company control or materially effects the control and the partners controlling the management of the Company or the legal persons, the managements of which are controlled by the shareholders; that I neither hold, either jointly or individually, more than 5 % of the capital or voting rights or privileged shares, nor have established any material commercial relations with them,
- (b) Within the last five years, I haven't been partners (5% or more), worked at or carried out duty in executive position bearing material duties and responsibilities or as the Board Member of companies, especially in the companies which carry out the auditing (including tax audit, legal audit ad internal audit), evaluation and consultancy of the company and from which the company purchases significant quantities of services or goods under the agreements made, during the periods when such services and goods purchasing took place,
- (c) I have professional training, knowledge and experience in order to duly perform the duties that I shall undertake as an Independent Board Member.
- (d) I will not work full time at public and private institutions, excluding working as lecturer at the university according to the legislation, after I'm selected as the member.
- (e) I am deemed to reside in Turkey pursuant to the Income Tax Law (ITL) dated 31/12/1960 and with the number 193,
- (f) I have the strong ethical standards, professional prestige and experience that can make positive contribution to the company's operations, retain my objectivity in case of any interest disagreements between the company's partners and freely take resolution in consideration of the rights of the stake holders.
- (g) I can allocate time sufficient for following the progress of the company's operation and in a manner that is suitable for fully performing the duties undertaken,
- (h) I haven't carried out duty as the member of the Company. for a period of more than 6 years within the last ten years,
- (i) I am not carrying out duty as independent board member of more than three companies held by the partners controlling or holding the management control of the Company and in total, not carrying out duty as independent board member of more than five companies quoted in stock exchange,
- (j) I haven't been registered and announced on behalf of the legal entity, who has been appointed as the Board member

Mansur ÖZGÜN

INDEPENDENCY DECLARATION

I hereby declare that I'm a candidate for taking office as the "independent member" at Board of Directors of Tat Gıda Sanayi A.Ş. (The Company) under the criteria stipulated by the regulations, articles of association and Corporate Governance Communique of the Capital Markets Board and within this scope,

- (a) Within the last five years, there hasn't been any employment relation in executive position bearing material duties and responsibilities between me, my spouse and blood or other relatives up to the second degree and the Company, any of the affiliates, in which the Company control or materially effects the control and the partners controlling the management of the Company or the legal persons, the managements of which are controlled by the shareholders; that I neither hold, either jointly or individually, more than 5 % of the capital or voting rights or privileged shares, nor have established any material commercial relations with them,
- (b) Within the last five years, I haven't been partners (5% or more), worked at or carried out duty in executive position bearing material duties and responsibilities or as the Board Member of companies, especially in the companies which carry out the auditing (including tax audit, legal audit ad internal audit), evaluation and consultancy of the company and from which the company purchases significant quantities of services or goods under the agreements made, during the periods when such services and goods purchasing took place,
- (c) I have professional training, knowledge and experience in order to duly perform the duties that I shall undertake as an Independent Board Member.
- (d) I will not work full time at public and private institutions, excluding working as lecturer at the university according to the legislation, after I'm selected as the member.
- (e) I am deemed to reside in Turkey pursuant to the Income Tax Law (ITL) dated 31/12/1960 and with the number 193,
- (f) I have the strong ethical standards, professional prestige and experience that can make positive contribution to the company's operations, retain my objectivity in case of any interest disagreements between the company's partners and freely take resolution in consideration of the rights of the stake holders.
- (g) I can allocate time sufficient for following the progress of the company's operation and in a manner that is suitable for fully performing the duties undertaken,
- (h) I haven't carried out duty as the member of the Company. for a period of more than 6 years within the last ten years,
- (i) I am not carrying out duty as independent board member of more than three companies held by the partners controlling or holding the management control of the Company and in total, not carrying out duty as independent board member of more than five companies quoted in stock exchange,
- (j) I haven't been registered and announced on behalf of the legal entity, who has been appointed as the Board member

Arif Nuri BULUT

ANNEX/3

REMUNERATION POLICY FOR SENIOR MANAGERS AND MEMBERS OF THE BOARD OF DIRECTORS

This policy document defines the remuneration system and practices for our members of the Members of the Board of Directors and Senior Managers within the scope of those with an administrative responsibility within the scope of the Capital Markets Board regulations.

Each year, fixed remuneration is determined during general assembly, which shall be valid for all the members of the Board of Directors.

The executive Members of the Board of Directors shall be paid remuneration within the scope of the policy determined for Senior Managers as detailed below.

The Chairman and the Members of the Executive Committee of the Company that will effectively support the Board of in all respects relating to the operation of the Company may be granted a benefit in an amount determined within the framework of the opinion of the Corporate Governance Committee, taking into consideration their contributions, attendance to meetings and functions at the end of a year. If the Members of the Executive Committee are made any payment within this scope during the year, such payments shall be deducted from the amount determined at the end of the year.

For remuneration of the independent members of the board of directors, payment plans based on the performance of the company may not be used.

The Members of the Board of Directors are made payments on a pro rata basis with consideration of the period in office with regards to date of their appointment and leaving. The expenses of the members of the board of directors may be covered by the company due to their contribution to the company (costs of transport, telephone, insurance etc.).

The remuneration for the senior managers, on the other hand, consist of two elements, being fixed and performance-based.

The fixed remunerations for Senior Managers are determined in accordance with international standards and legal liabilities with due consideration of the macroeconomic data in the market, remuneration policies applicable in the market, company size and long-term goals and positions of the people.

Senior Manager premiums, on the other hand, are calculated based on premium basis, company performance and individual performance. The information related to the criteria is summarized below:

- **Premium Basis:** Premium Basis is updated on each New Year's Day and varies depending on the job size of the management position. While updating premium basis, the senior management premium policies in the market are taken into consideration.
- **Company Performance:** Company performance is obtained by measuring the financial and operational (market share, export, activities abroad, efficiency etc.) set for the company on each New Year's Day at the end of the period. While setting the company's goals, sustainable success and improvements as compared to the preceding years are principles that are taken into consideration with emphasis.
- **Individual Performance:** In determining the individual performance, the employee, customer, process, and technology goals and long-termed strategies are taken into consideration. In measuring the individual performance, the principle of long-term sustainable improvement is taken into consideration in parallel with the company performance and in addition to financial areas.

If Senior Managers of our company quit, then a bonus can be paid for quitting with due consideration of their period in office, their period in office as a senior manager, their respective contributions, the last target bonus at the time of quitting and the salary and bonus paid during their last year.

Total amounts determined according to the foregoing principles and paid to the Senior Managers and Members of the Board of Directors are submitted to the information and/or approval of the shareholders during the general assembly to follow in accordance with the legislation.