

MATERIAL EVENT STAMENT FORM – TANGIBLE ASSET SALE

Address	:	Tat Konserve Sanayii A.Ş.
Phone and Fax No.	:	216 430 00 00 / 216 430 80 15
Phone and Fax No. of Investor Relations Department	:	216 430 00 00 / 216 430 80 15
Is the Statement for Update?	:	No
Is the Statement for Amendment?	:	No
Is the Statement a Delayed Announcement?	:	Yes
Date of the related Previous Statement	:	-
Brief Information	:	Subsidiary's Tangible Asset Sale

Matter of Tangible Asset Subject to Sale	:	Land, Building, Machinery & Equipment
Place, Area of Tangible Asset Subject to Sale	:	Mardin Yolu Üzeri 30.Km Çamlıdere-Şanlıurfa
Date of Board Resolution about Asset Sale	:	Harranova A.Ş. Board Resolution dated January 3, 2012
Total Sales Price	:	15,5 Millions TL
The Ratio of Sales Price to Company's Paid-in Capital (%)	:	11,02%
The Ratio of Sales Price to Company's Total Assets in the Recent Financials publicly announced (%)	:	2,13%
The Ratio of Sales Price to Company's Net Tangible Assets in the Recent Financials publicly announced (%)	:	9,60%
Sales Conditions	:	Approvals of Competition Board and Harranova A.Ş. General Assembly
Completion Date of Transaction	:	-
Purpose of the Sale and Effect to the Company's Operations	:	There isn't any effect to the operations as the livestock operation was ceased that was announced with Material Statement dated 29.06.2012 .
Amount of Profit/Loss From Tangible Asset Sale	:	15,2 MillionsTL Loss
If profit , how will be the profit utilized	:	-
Date of Board Resolution regarding to the utilization of profit	:	-
Other Party	:	Namet Gıda Sanayi ve Ticaret A.Ş.
Relationship with the other Party	:	Ther isn't any relationship.
Valuation Method of Tangible Asset	:	The price was determined with deal by the base of Valuation Report.
Was the Valuation Report obtained or not	:	Obtained - Vakıf Gayrimenkul Değerleme A.Ş.
If not, what is the reason	:	-
If yes, the amount specified as to the Valuation Report	:	15,7 Millions TL
The reason if the transaction wasn't/will not execute as to the result of Valuation Report	:	-

It is resolved that the land, building, machinery and equipment is at Mardin Yolu Üzeri 30.km Çamlıdere/Şanlıurfa owned by our subsidiary Harranova Besi ve Tarım Ürünleri A.Ş was sold to Namet Gıda Sanayi ve Ticaret A.Ş. subject to the approvals of Competition Board and General Assembly of Harranova.

The valuation report mentioned in this disclosure was submitted to the Company on 27.12.2012, and not to cause negative effect to the deal during continuing sale process, the disclosure of internal information was delayed as to the regulations of Capital Market Board Serial:VIII, No:54 Comminique. This disclosure is made consequently after the removal of reasons for delay.

We herewith declare that our explanations above are in compliance with the principles set out in the communiqué of the Board with Serial : VIII and No 54 and that it fully reflects the information we have acquired in connection with the matter(s); that such information is in conformity with our books, records and documents, that we have shown all the necessary efforts to obtain information regarding this matter fully and correctly and that we are responsible for the explanation provided herein.

Sincerely yours,

N.Şenol TOLAN
Accounting Manager
03.01.2013 – 19:35

Tamer SOYUPAK
Ass. Gen. Man.-Accounting and Finance
03.01.2013 – 19:35

MATERIAL EVENT STATEMENT FORM -BOARD DECISION ABOUT ISSUING DEBT SECURITY

Address	:	Taşdelen Mah.Sırrı Çelik Bulvarı No:7 Çekmeköy/İstanbul
Phone and Fax No.	:	0216 430 00 00 / 0216 430 80 15
Phone and Fax No. of Investor Relations Department	:	0216 430 00 00 / 0216 430 80 15
Is the Statement for Update?	:	No
Is the Statement for Amendment?	:	No
Is the Statement a Delayed Announcement?	:	No
Date of the related Previous Statement	:	-
Brief Information	:	Board Decision About Issuing Debt Security

Date of Board Resolution	:	25.01.2013
Nominal Amount of Projected Issuance	:	100.000.000.-TL
Type of Debt Security Projected to be Issued	:	Debenture Bond
Maturity of Debt Security Projected to be Issued	:	24 months for the 1st trunch with the amount 50 Millions TL, the maturity of the forthcoming transactions will be determined as to the market conditions.
Interest Rate of Debt Security Projected to be Issued	:	The T.R. Treasury State Reference Bond's annual compound interest that will have convenient maturity with the Company's bond + 165 basis points for the 1st trunch with the amount 50 Millions TL, the rate of the forthcoming transactions will be determined as to the market conditions.
Coupon Payment Period of Debt Security Projected to be Issued	:	Fix coupon payment per 6-month , and principal payment at maturity date for the 1st trunch with the amount 50 Millions TL , the periods of the forthcoming transactions will be determined as to the market conditions.
Projected Form of Sale	:	Sales to the qualified investors and/or by private placement without public offering

The Board of Directors resolved at the meeting today that;

Regarding to the power of attorney in compliance with the Article 26 of the Articles of Association, the application is made to the Capital Market Board for issuance of debenture bond;

After the approval of Capital Market Board, amount of 100 Millions TL debenture bond is issued in one year to domestic market by the method of sales to qualified investors and/or private placement, with more than one issuance type with various series, maturities and fix and/or variable interest rate that will be determined at the issue dates as to the market conditions;

First part of the debenture bonds that will be issued, is 50 Million TL amount with 24-months maturity, fix coupon payment per 6-month , and pricipal payment at maturity date, the interest rate is determined with the addition of 165 basis points over the T.R. Treasury State Reference Bond's annual compound interest that will have convenient maturity with the Company's bond on the issue dates, the sales is made to the qualified investors and/or by private placement without public offering, in case of sales to qualified investors; the debenture bonds that wll be issued is sold by registering to the unlisted market of Istanbul Stock Exchange that wouldn't cause to public offering, Garanti Yatırım Menkul Kıymetler A.Ş. is the agent for the bond issuance, and transactions by the agent are made by underwriting,

We herewith declare that our explanations above are in compliance with the principles set out in the communiqué of the Board with Serial : VIII and No 54 and that it fully reflects the information we have acquired in connection with the matter(s); that such information is in conformity with our books, records and documents, that we have shown all the necessary efforts to obtain information regarding this matter fully and correctly and that we are responsible for the explanation provided herein.

Sincerely yours,

N.Şenol TOLAN	Tamer SOYUPAK
Accounting Manager	Ass. Gen. Man.-Accounting and Finance

25.01.2013 – 18:05	25.01.2012 – 18:05
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MATERIAL EVENT STATEMENT FORM -GENERAL

Address	:	Tat Konserve Sanayii A.Ş.
Phone and Fax No.	:	216 430 00 00 / 216 430 80 15
Phone and Fax No. of Investor Relations Department	:	216 430 00 00 / 216 430 80 15
Is the Statement a Delayed Announcement?	:	No
Brief Information	:	Start of Collective Labor Agreement Meetings

Disclosure:

The meetings for the collective labor agreement ended at 31.12.2012 has been started with Tekgıda-İş Union .

We herewith declare that our explanations above are in compliance with the principles set out in the communiqué of the Board with Serial : VIII and No 54 and that it fully reflects the information we have acquired in connection with the matter(s); that such information is in conformity with our books, records and documents, that we have shown all the necessary efforts to obtain information regarding this matter fully and correctly and that we are responsible for the explanation provided herein.

Sincerely yours,

N.Şenol TOLAN Tamer SOYUPAK
Accounting Manager Ass. Gen. Man.-Accounting and Finance
29.01.2013 – 12:10 29.01.2013 – 12:10

MATERIAL EVENT STATEMENT FORM -BOARD DECISION ABOUT REGISTERED CAPITAL

Address	:	Taşdelen Mah.Sırrı Çelik Bulvarı No:7 Çekmeköy/İstanbul
Phone and Fax No.	:	0216 430 00 00 / 0216 430 80 15
Phone and Fax No. of Investor Relations Department	:	0216 430 00 00 / 0216 430 80 15
Is the Statement for Update?	:	No
Is the Statement for Amendment?	:	No
Is the Statement a Delayed Announcement?	:	No
Brief Information	:	Validity of Registered Capital Ceiling and Change in Articles of Association

Date of Board Resolution	:	15.02.2013
Related Issue	:	Update for Validity Date of Registered Capital Ceiling
Current Registered Capital Ceiling (TL)	:	250.000.000,- TL
Requested Validity Date for Registered Capital Ceiling	:	31.12.2007
Article No. that will be amended in the Articles of Association	:	8

The Board of Directors resolved at the meeting on February 15, 2013 that;

The application to the Capital Market Board is made for the approval of the amendment, that is applied to the Article 8 Capital of the Articles of Association, about the continuation of 250.000.000 TL registered capital ceiling of the Company of which registered capital is 250.000.000 TL and paid-in capital is 136.000.000 TL, in accordance with the provisions of Capital Market Board Serial: IV, No:38 The Principles regarding to Registered Capital System.

In order to be in line with the provisions of 6102 no. Turkish Commercial Code, Capital Market Code and related regulations, the required approvals is taken from the Capital Market Board and T.R. Customs and Trade Ministry for the changes in the Articles "1. Foundation", "2. Trade Name", "3.Subject and Object", "4. Manners Of Operation", "5. Cooperation With Foreign Capital And Expertise", "6. Head Office And Branches", "7. Term". "8. Capital", "9. Capital Increase And Reduction", "10. Preferred Shares For The Founders", "11. Board Of Directors", "12. Period And Replacement Of The Board Of Directors", "13. Provisions Regarding The Board Of Directors", "14. The Powers Of The Board Of Directors", "15. Representation Of The Company", "16. Auditor", "17. Tasks And Liabilities Of The Auditors", "18. General Assemblies", "19. Place Of Meeting", "20. Representation By Attorney", "21. Number Of Votes", "22. The Manner Of Voting", "23. Amendment To Articles Of Association", "24. Announcements", "25. DOCUMENTATION To Be Delivered To The Ministry And The Capital Market Board", "26. Issuing Debentures And Other Securities", "27. Annual Accounts", "28. Distribution Of Profit", "29. Social Facilities", "30. Reserve Fund", "31. Winding Up And Dissolution", "32. Competent Jurisdiction", "33. Articles Of Association To Be Sent To The Ministry And The Capital Market Board", "34. Legal Provisions", "35. Compliance With The Principles Of Corporate Governance", and 1,2,3,4 numbered Provisional Articles of the Articles of Association and is submitted to the approval of the shareholders at the first General Assembly Meeting.

We herewith declare that our explanations above are in compliance with the principles set out in the communiqué of the Board with Serial : VIII and No 54 and that it fully reflects the information we have acquired in connection with the matter(s); that such information is in conformity with our books, records and documents, that we have shown all the necessary efforts to obtain information regarding this matter fully and correctly and that we are responsible for the explanation provided herein.

Sincerely yours,

N.Şenol TOLAN	Tamer SOYUPAK
Accounting Manager	Ass. Gen. Man.-Accounting and Finance

15.02.2013 – 12:21	15.02.2013 – 12:21
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OLD VERSION

Article 1 : FOUNDATION :

An incorporation is founded by and between the founders, whose names and addresses are provided below, under the provisions of the Turkish Commercial Code about the immediate foundation of the incorporations.

NAME

Koç Holding A.Ş.	:	T.C. İstiklal Cad. 347 Merkez Han, İstanbul
Türkiye Şeker Fabrikaları A.Ş.	:	T.C. Mithatpaşa Cad. Ankara
Vehbi Koç	:	T.C. Halaskargazi Cad. 266/9 Çankaya Apt. Şişli-İstanbul
Şeker Sigorta A.Ş.	:	T.C. Aşirefendi Cad. Şeker Han İstanbul
Rahmi M.Koç	:	T.C. Büyükdere Cad. 97/6 Lalezar Apt. Mecidiyeköy-İstanbul

Article 2 : TRADE NAME :

The name of the company is Tat Konserve Sanayii Anonim Şirketi.

Article 3 : PURPOSE AND SUBJECT :

The object and subject of the company consist of the following:

Production, distribution, marketing, domestic and foreign trade and brokerage of any merchandise, food, drinks, beverages, food articles and products of agricultural and animal origin, sea products, including frozen, dried and powdered types and varieties, and their raw materials and initial materials, auxiliary materials and additives, juices and cans containing sugar or not, semi-processed and finished products, especially;

A- Production, growing, marketing, import and export of cattle and small cattle and aquatic animals and winged fowls and games, edible and inedible meat and byproducts, fish, aqua products of shelled mollusk type, feed and feed materials, red and white meats, meat pieces and packed meats, meat preparations,

B) Producing any unprocessed and intense feed materials, mixed feeds, Industrial-Field and Garden feed residues, enhancing the nutritional value thereof by means of processing, silaging, drying naturally or artificially, storing and making available for use through mixing the same,

B. 1) Processing, making use of packed meat pieces, meat preparations, delicatessen and can products, ready to cook meats and meat dishes, dehydrated meats and meat extracts, skin and intestines when required, fats, fish and pharmaceutical materials and other byproducts, processing fruits and vegetables, cooking or freezing by shocking the meats and fish, drying, canning, liquefying, concentrating the same or making gravies or meals from the same. Producing, marketing, importing and exporting any ready to cook soups and concentrates, chicken broths and gravies, concentrates in bouillons, food products specific to pudding and ice cream making, food products specific to making desserts, and additives for desserts and dough (baking powder),

C) Producing any milks and milk products, engaging in cattle breeding, establishing stud farms and farms, providing training for the farmers, engaging in stock farming, importing and exporting any and all food products, engaging in wholesale and retail and domestic and international distribution and marketing of the produced or imported food products, and within this context;

D) Producing any ice creams and any mixtures thereof, producing, purchase and sale, marketing, importing and exporting ice creams and ice cream raw materials as well as any food products for infants and kids, including infant formulas, follow-on formulas and crisps for infants and kids,

- E) Producing pasta and farinaceous products as well as flour, semolina, pasta sauce, ready to cook soups, salad sauce and raw and initial materials thereof, auxiliary materials and additives, and acting as representative, commissioner, distributor, engaging in transport and agricultural activities,
- E1) Production, purchase and sale, import and export of pizzas, pastry products and cakes, ready cakes, desserts, products made from dough, swelling and dough improvement items, agricultural products and pulses such as wheat, barley, oat, rye, maize and potatoes, and chips made from these products, mashes, appetizers,
- F) Production, purchase and sale, import and export of fertilizers, veterinary and agricultural drugs and agricultural tools and machinery,
- F1) Purchasing any raw materials and auxiliary materials and articles required for the manufacture of the products above, and wholesale and retail purchase and sale, import and export thereof when required,
- G) Production, import and export, purchase and sale of any vegetable oils and animal fats, refined oil and any oils and fats and margarines, and any materials, semi-processed products and packing materials beneficial for the production and refining oils,
- H) Production, wholesale and retail purchase and sale, marketing, import and export of biscuits, chocolates, confectionery and similar articles as well as any farinaceous and sweet products and products made from sugar, fresh and dried vegetables and fruits, secondary products and goods thereof and halva, desserts, crushed sesame seeds, grape molasses, jams, honey, confectionery, Turkish delights, sweet pastes and similar products, boza (beverage made of slightly fermented millet), vinegar, must etc.,
- I) Purchasing and processing any fresh tea leaves, producing, purchasing, selling, packing, marketing, importing and exporting black tea and any other tea, coffee and coffee mixtures, drinks based on tea and coffee, drinks with tea flavor, tea concentrates, syrups and sherbets, powder drinks and drinks containing cereals, and producing their by products and auxiliary products used for the consumption of the same, engaging in trade and sale thereof domestically and abroad,
- I) Searching for any springs, rivers and well waters, mineral waters and artesian wells, acquiring easement for water sources, managing, leasing, letting on lease, purchasing, marketing and producing for these purposes, establishing facilities for this purpose, treating the waters produced in these facilities, packing and making the same available for consumption, marketing, importing and exporting the same, producing, marketing, importing and exporting any fruit and vegetable concentrates, fruit juices made therefrom and any natural concentrate juices, fruit juices and beverages with acid of pop type and beverages containing cola.
- J) Establishing facilities for producing any alcoholic mixtures and drinks made from alcohol with a view to preparing alcohols and alcoholic drinks, packing and making such products available for consumption, marketing, importing and exporting the same,
- Breeding any types of olives, establishing facilities to process the same, packing the same, making the same available for consumption, marketing, importing and exporting the same,
 - Establishing facilities with a view to producing flavors/relishes for food, ketchups, mayonnaise, mustards, tomato pastes, vegetable cans, ready to cook meals, dried and frozen food, vinegars, aromas (spices) for foods and beverages, granulated sugar, lump sugar and icing sugar, packing such products and making them ready for consumption, marketing, importing and exporting the same,

- Marketing, importing and exporting proteins, carbohydrates and mineral substances used as herbs and herbal products related to diet or otherwise, which do not have medical quality and which have the nature of supplemental food products,
- Establishing facilities in order to produce processed or unprocessed tobacco, cigarettes, cigars, snuff boxes, cigarillos, substances used to replace tobacco, chewing tobacco, tobaccos, materials exclusive to tobacco consumers that are not from valuable metals and their alloys, pipes, mouthpieces and their filters, lighters, ashtrays, tobacco boxes, cigarette cutters, pipe boxes, pipe cleaners, cigar and cigarette cases, pocket tools for rolling cigarettes, cigarette papers, cigarette holders, gas cartridges for lighters, water pipes, flints and matches, packing such products and making them ready for consumption, marketing, importing and exporting the same.
- Growing pulses, i.e., beans, peas, chickpeas, lentils, soy, cereals and unprocessed cereals, i.e. wheat, barley, rice in the husk, oat, maize, millet, rye, fresh lentils, beets, fresh fruits and vegetables, mushrooms, cultivated mushrooms, plant seeds, flower seeds, vegetable seeds, flowers, grasses, seedlings and saplings, establishing facilities to process the same, packing such products and making them ready for consumption, marketing, importing and exporting the same.

Article 4 : MANNERS OF OPERATION :

In order to fulfill the subject and object mentioned above, the Company;

- a) May participate in export companies, any companies engaging in food, stock-farming, can industry and seed trade and stud production, power generating companies in order to supply cheap power and commercial banks and may terminate any such partnership when required. The ability to participate in any companies established and to be established in relation with its subject matter depends on the authorization of the General Directorate of Incentive Implementation and Foreign Capital of the Ministry of Economy under the Prime Ministry of the Republic of Turkey.
- b) May establish and operate sampling farms, seedbeds, factories and workshops, and frigorific stores. May engage in any research, development, training and advertising activities with a view to enhancing productivity, profitability and efficiency in its own subject matter, may establish and operate labs, pilot plants and enterprises related therewith.
- c) May manufacture, procure and import and may cause the manufacture, procurement and import of agricultural products related to its efforts, which constitute the raw materials for the same.
- d) May engage in wholesale of products domestically. May open stores for this purpose and may appoint agents, representatives and vendors, may act as a commission agent or may authorize others for such purposes. May establish and cause the establishment of factories and plants related to the field of activity of the company in and out of Turkey, may extend and develop the same. May accept to act as a branch and vendor, may accept to act as the representative, general or secondary vendor of the domestic and foreign firms producing such goods. May establish wholesale and retail stores, offices, traveling sale and distribution organization, may establish storage and cool air depots. May establish packing facilities necessary to supply the food stuff to the consumers.
- e) May export its products and any relevant substances. May engage in official and private contracting relating to the subject matters of work.
- f) May engage in and exercise any commercial, industrial and financial transactions and discretion as a legal person. May enter into any agreements regarding design, purchase, manufacture, construction, operation and maintenance of the systems relating to the subject and object. May purchase machinery, spare parts, equipment and materials domestically or may import the same or supply the same through lease, may sell, export, let on lease the same. May engage in actions such

as purchase of transportation vehicles relating to the company activities, leasing and selling the same.

g) May make available in-kind and cash loans to sellers and purchasers or may attest for making available of loans.

h) May engage in all such works directly or through participation in private partnerships and public companies.

i) Provided that the arrangements under article 35 of these Articles of Association shall be reserved, may acquire, sell, use as necessary, let on lease or supply through leasing any movables and real estates related to the subject and object of the company, may create any pledges over any movables and real estates of others or may receive and cancel mortgages and may create any other in-kind rights. When necessary, may grant guarantee, surety and warranty for the Company or to the favor of third parties or may register and cancel any rights on the existing movables and real estates through pledging or mortgaging the same, provided that the principles laid down by the Capital Market Board shall be observed.

j) May provide donations and aids to the foundations, associations, universities and similar organizations established for social purposes within the principles laid down by the Capital Market Board.

k) May act as insurance agency. May purchase and sell and may acquire any rights over debentures and any securities, provided that any such action shall not have the nature of brokering and portfolio management.

l) May receive short, middle and long term loans from domestic and foreign financing markets and any guarantee loans and may create mortgage over the company's real estates if necessary for this purpose, may create mortgage and other similar in-kind rights to the favor of third parties, provided that the necessary disclosure sought by the Capital Market Board shall be made within the scope of special circumstances in order to inform the investors and also that the principles laid down by the Capital Market Board shall be observed.

m) May acquire intangible rights such as trademarks, models, special operational methods, know-how and patent rights in relation with the goals and subject matters of activity of the company and may enter into any commercial transactions over such intangible rights acquired and may exercise any discretion and may have such rights registered or canceled. May enter into agreements of license, know-how, technical cooperation and assistance and otherwise with Turkish and foreign natural and legal persons, provided that the authorizations sought in the applicable legislation shall be received. May offer knowledge and experiences to others, engaging in consulting activities.

n) May establish companies, may become partner of the companies already established or may establish any partnerships with any domestic or foreign natural or legal persons. May participate in partnerships or other companies relating to the goals and fields of activity of the company and may do all of the foregoing jointly with Turkish and foreign natural and legal persons, provided that any necessary legal requirements shall be met.

If, in future, any intention arises to engage in any works, which are considered as beneficial and necessary for the company, in addition to the transactions provided above, then the company may engage in any works after the matter is submitted to the General Assembly for approval upon the suggestion of the Board of Directors and a resolution is made in this respect.

However, for such resolutions, which have the nature of an amendment to the articles of association, to be applicable, the necessary authorizations shall be received from the Ministry of Customs and Trade, Capital Market Board and other competent authorities in cases required.

Article 5 : COOPERATION WITH FOREIGN CAPITAL AND EXPERTISE:

The company may receive foreign firms with expertise in the cultivation, procurement, production and export of the products related to the company subject as shareholder under the provisions of the act numbered 6224 and may enter into agreements of trademark, brand and technical assistance to benefit from foreign expertise and dealer agreements to benefit from the foreign sale organization. The company may also undertake the representation and distributorship of foreign firms.

Article 6 : HEAD OFFICE AND BRANCHES :

The company's head office is in Istanbul. The company may open branches in the regions of activity for the company and abroad when required, provided that the Ministry of Trade shall be informed.

Article 7 : TERM :

The term of the company is unlimited.

Article 8 : CAPITAL :

The company has adopted the registered capital system according to the provisions of the Capital Market Code numbered 2499 and has initiated this system by the permission of the Capital Market Board dated 20.8.1992 and numbered 454.

The registered capital of the company is TL 250.000.000 (two hundred and fifty million Turkish Liras) divided in 25.000.000.000 (twenty five billion) shares, each with the value of Kr 1.

The registered capital ceiling permit issued by the Capital Market Board is valid for years between 2009 and 2013 (5 years). Even if the permitted registered capital ceiling is not achieved by late 2013, the Board of the Directors needs to seek authorization from the general assembly for a new period after receiving permit from the Capital Market Board for the previously permitted or new ceiling amount in order to make a decision for capital increment after year 2013. In case such authorization is not received, the company shall be considered as excluded from the system of registered capital.

The issued capital of the company is TL 136.000.000 (one hundred and thirty six million Turkish Liras), which is totally paid-in and covered. The issued capital is divided in 13.600.000.000 (thirteen billion six hundred million) shares, all of which are registered shares and all of which have a nominal value of Kr 1.

The company capital may be incremented and reduced under the provisions of the Turkish Commercial Code, Foreign Capital Encouragement Act, Framework Decisions on Foreign Capital and the Capital Market Code.

During capital increments, the shareholders pay the prices of the shares in cash and in advance.

Announcements and communiqués in this respect are issued in accordance with the provisions of the Capital Market Board's Communiqués and article 24 of the Articles of Association.

The Board of Directors shall be authorized to increment the capital by issuing registered stocks up to the registered capital ceiling whenever deemed necessary in accordance with the provisions of the Capital Market Code between 2009 and 2013.

The shares representing the capital shall be monitored and registered within the framework of the principles for registration.

No new shares may be issued unless the issued shares are sold and paid in full.

The Board of Directors may resolve as to issuing shares above the nominal value and to restrict the rights of the shareholders to purchase new shares.

5.26% of the shares in company, which is subject to the Foreign Capital Encouragement Code numbered 6224, belong to the foreign shareholders. Foreign shareholders participate in the capital increments by the rate specified above. The distribution of the shares between the local and foreign shareholders is as follows.

PRESENT STANDING

SHAREHOLDERS	No. of Registered Shares	Total Amount of Shares (TL)	Shareholding Ratio (%)
1-Foreign Shareholders			
Kagome Co. Ltd	507.116.820	5.071.168,20	3,73
Sumitomo Corp	207.798.334	2.077.983,34	1,53
2-Domestic Shareholders	12.885.084.846	128.850.848,46	94,74
TOTAL	13.600.000.000	136.000.000,00	100,00

The “Turkish Lira” phrase contained in this contract is a phrases amended under the Decision of the Cabinet of Ministers dated 4th April 2007 and numbered 2007/11963.

Article 9 : CAPITAL INCREASE AND REDUCTION :

The company capital may be incremented and reduced under the provisions of the Turkish Commercial Code, Foreign Capital Encouragement Code and Framework Decisions on Foreign Capital as well as the Capital Market Code.

Article 10 : PREFERRED SHARES FOR THE FOUNDERS :

Considering the services and financial burdens before the company was founded, total 16 registered shares to benefit from a dividend of 5% shall be issued as mentioned in article 28 and 6 of such shares shall be issued to Koç Holding A.Ş., 6 to Mr. Vehbi Koç and 4 to Türkiye Şeker Fabrikaları A.Ş..

Article 26 : ISSUING DEBENTURES and OTHER SECURITIES

The company may issue any debentures, financing bonds, joint profit and loss papers etc. to be sold to natural and real persons domestically and abroad upon the resolution of the Board of Directors, provided that the provisions of the Turkish Commercial Code, Capital Market Code and other relevant legislation applicable shall be observed.

Article 11 : BOARD OF DIRECTORS :

The company’s management and businesses are carried out by a Board of Directors consisting of minimum 5 and maximum 13 members, who shall be elected by the General Assembly under the provisions of the Turkish Commercial Code and the provisions of Corporate Management Principles of the Capital Market Board. The number and qualifications of the number of

independent members in the Board of Directors shall be determined according to the Corporate Management regulations of the Capital Market Board.

The Board of Directors may distribute the management and representation tasks among the board members or may leave the same to executive directors, who are members of the Board of the Directors, or to managers, who do not necessarily need to be shareholders, in part or in full. The Board of Directors is authorized for distributing the management and representation tasks in the said manner.

The Board of Directors determines the powers and responsibilities of the executive directors and managers and may assign any powers and responsibilities vested in the Board of Directors to the relevant persons subject to the terms, provisions and restrictions to be determined by the Board of Directors and may amend, modify or retrieve any or all of such powers whenever deemed necessary.

The Board of Directors may create committees or subcommittees of consulting, coordination and others of similar nature in matters deemed appropriate by the Board of Directors consisting of the people who are and/or are not members of the Board of Directors for matters considered appropriate by the Board of Directors. The structure of the committees to be established shall be determined according to the regulations of the Capital Market Board regarding Corporate Management.

The principles for meeting, working and reporting activities of the Chairman and members of the committees are determined, arranged and amended by the Board of Directors.

The Members of the Board of Directors may be paid remuneration within the scope of the provisions of the Turkish Commercial Code and regulations of the Capital Market Board. The members of the Board of Directors and the above-mentioned committees may be paid any payments, bonuses or premiums in addition to the remuneration for the services they provide to the company within the framework of membership of the Board of Directors and committees. The form and amount of any payments made to the Members of the Board of Directors, including executive directors, for their membership of the Board of Directors shall be determined by the General Assembly, while the form and amount of any payments made to the committee members for their committee membership services shall be determined by the Board of Directors in accordance with the applicable legislation. A payment plan based on company performance may not be used for remuneration of the independent members of the Board of Directors.

Article 15 : REPRESENTATION OF THE COMPANY :

The company is managed and represented before third parties by the Board of Directors. All the documents to be issued and any agreements to be signed by the company should bear the signatures of the persons authorized to sign for and on behalf of the company executed under the company seal. The signatories and their levels of authorization are determined upon the resolution of the Board of Directors.

Article 12 : PERIOD AND REPLACEMENT OF THE BOARD OF DIRECTORS :

A member of the Board of Directors is appointed for maximum 3 years. When such period expires, an appointment shall take place again for all the members of the Board of Directors, provided that the provisions of article 11 shall be reserved. The member, whose period expires, may be appointed again. The General Assembly may replace any members of the Board of Directors considering the provisions of article 11 at any time deemed necessary.

Article 13 : PROVISIONS REGARDING THE BOARD OF DIRECTORS :

The rights, obligations, liabilities and responsibilities of the Board of Directors, manner and quorum of meetings, cases of withdrawal, death and excuse from performance for any member, election for the vacated positions by the Board of Directors, remunerations and other issues relating to the Board of Directors shall take place according to the provisions of the Turkish Commercial Code and the regulations of the Capital Market Board. In case any vacant position arises in the Board of Directors membership or in case an Independent Member of Board of Director ceases to be independent, then an appointment takes place under the provisions of the Turkish Commercial Code and the regulations of the Capital Market Board and shall be submitted to the first General Assembly to follow.

However, the provisions of article 35 of these Articles of Association shall be reserved for quorums for meetings and decision-making of the Board of Directors.

Article 14 : THE POWERS OF THE BOARD OF DIRECTORS :

The Board of Directors is authorized to make and implement any decisions except for the transactions, for which a general assembly decision should be made in any case under the provisions of the Turkish Commercial Code, regulations of the Capital Market Board and these articles of association.

The following may take place upon a resolution of the Board of Directors. However, if any such matter is included in the scope of a transaction that is important in nature under the regulation of the Capital Market Board on Corporate Management Principles, then the procedure shall take place within the framework as necessitated by the said regulation.

- 1- Employment of managers, vice managers and accountants and persons authorized to sign for the company or persons employed by a contract, their dismissal and determination of their manner of work and powers and execution of contracts with managers extending beyond the period of the board of directors, (which period may not exceed the period of the next board of directors.)
- 2- Opening and closing down or terminating branches and industrial facilities,
- 3- Issuing instructions to be implemented in the company,
- 4- Creation of pledge and mortgage over company's assets and real estates for loans provided to the benefit of the company,
- 5- Creation and dissolution of subsidiaries and joint partnerships,
- 6- Purchase and sale of real estates on behalf of the company, having the same constructed and leasing the same,
- 7- Election of executive directors and determination of remunerations and powers for both the executive director and the managers,
- 8- Entering into agreements regarding trademarks, brands, technical assistance and international sale with foreign firms,
- 9- Entering into distributorship agreements for domestic sales,
- 10- Annual work schedule, budget and staffing and amendments thereto,
- 11- Determination of balance sheets, profit and loss accounts and activity reports and delivering the same to the auditors and submitting the same to the general assembly,
- 12- Granting or not granting bonus for the managers, officials, employees and workers in an amount up to 5% of the profit in the balance sheet.

Article 16 : AUDITOR :

The general assembly appoints two auditors each year from among the shareholders or from without.

Article 17 : TASKS AND LIABILITIES OF THE AUDITORS :

The provisions of the Turkish Commercial Code shall be applicable for the tasks, liabilities and obligations of the auditors and other matters regarding the auditors.

The auditors are paid a monthly or annual remuneration as determined by the general assembly.

Article 18 : GENERAL ASSEMBLIES :

The general assemblies of the company are held as ordinary and extraordinary. Ordinary assemblies are held minimum once a year within the 3 months following the end of the account period. Extraordinary general assemblies meet and resolve as and whenever necessitated by the company works and in cases stipulated by the Turkish Commercial Code.

The announcements relating to the call for the General Assembly shall be made 3 weeks in advance of the date of assembly. The general assemblies are held publicly, including access by the beneficiaries and media.

At least one member of the board of directors, one auditor, at least one of the officials who are in charge of issuing the financial schedules and at least one official who is knowledgeable about the relevant matters with special importance in the agenda, whose duty is to make relevant explanations, shall attend the general assembly. The general assembly shall be informed about the reasons for failure to attend for any person who fails to attend among such people.

Article 19 : PLACE OF MEETING :

General assemblies may be held in the city where the administrative headquarters of company is located or at locations where the company branches and industrial plants are found, provided that such matter shall be specified in the relevant announcements and notices.

Article 20 : REPRESENTATION BY ATTORNEY :

The shareholders who are not present during General Assemblies may have themselves represented by attorneys to be appointed among the shareholders or from without.

Article 21 : NUMBER OF VOTES :

The shareholders or their representatives present during ordinary and extraordinary general assemblies shall have one vote per share.

Article 22 : THE MANNER OF VOTING :

During general assemblies, voting takes place by show of hands. However, secret vote shall be adopted upon the demand of the shareholders representing one tenth of the capital represented by all the shareholders present during the assembly.

Article 35 : COMPLIANCE WITH THE PRINCIPLES OF CORPORATE GOVERNANCE :

The Corporate Governance Principles made mandatory for implementation by the Capital Market Board shall be observed. Any actions taken without observing the mandatory principles and any decisions by the Board of Directors to meet the same shall be invalid and shall be considered as in violation of the articles of association.

For actions considered important in terms of implementation of the Principles of Corporate Governance and for any related party transactions involving the company and for issuing guarantees, pledges and mortgages to the favor of third parties, the regulations of the Capital Market Board regarding corporate governance shall be observed.

Article 24 : ANNOUNCEMENTS :

The announcements relating to the company shall be made in Turkish Trade Registry Gazette and on Internet websites, provided that the provision of article 37 of the Turkish Commercial Code shall be reserved and that the communiqué of the Capital Market Board shall be observed.

The announcements relating to the call for the General Assembly shall be made in accordance with the provisions of article 368 of the Turkish Commercial Code.

For announcements relating to the capital decrements, the provisions of articles 397 and 438 of the Turkish Commercial Code shall be applicable.

Article 27 : ANNUAL ACCOUNTS :

The account year of the company is a year. However, the first account year, as an exception, covers the period between the date when the company is founded finally and the last day of December of that month.

Article 28 : DISTRIBUTION OF PROFIT :

The pretax profit of the company consists of the amount remaining after the deduction of any costs paid and need to be accrued, depreciations and amounts that need to be reserved from the revenues of the company at the end of the year.

From this profit;

A provision is reserved for any taxes, fund shares and such other liabilities that are incumbent upon the legal person of the company in parallel with the decisions of the Capital Market Board and then the remaining net profit as shown in the annual balance sheet is distributed as follows in the following order after deduction of the losses of the former years.

a- A legal reserve fund of 5% is reserved under the provisions of the Turkish Commercial Code.

b- A first dividend of the rate and amount as determined by the Capital Market Board is reserved.

c- Provided that the first dividend stipulated in paragraph (b) is not prejudiced, 5% of the amount found after reserving 5% legal reserve fund and any financial liabilities incumbent upon the legal person of the company from the profit essential for distribution under the provisions of the Turkish Commercial Code and an amount that is equivalent to 5% of the paid-in capital is deducted shall be reserved for the holders of the preferred shares.

The General Assembly shall be authorized to decide for the balance to be reserved as extraordinary reserve fund or to be distributed. One tenth of the amount found after deducting the portion decided for distribution among the shareholders and persons participating in profit shall be reserved as the second order reserve fund under article 466, paragraph 2 and sub-paragraph 3 of the Turkish Commercial Code after also deducting the 5% profit share.

In cases when the dividend is provided through capital increment as shares or when the undistributed profits in the balance sheet are used for capital increment and shares are provided in

return for the same, then second order reserve fund shall not be reserved in parallel with the decisions of the Capital Market Board.

The date and manner of distributing the profits, including the first dividend, shall be resolved by the General Assembly upon the proposal of the Board of Directors with due consideration of the communiqués of the Capital Market Board.

General Assembly reserves the date and manner of distributing the dividend for preferred shares as well upon the proposal of the Board of Directors.

Unless the reserve funds that need to be reserved under the applicable laws and the first dividend specified for the holders of the preferred shares are reserved, no resolution can be made as to reserving other reserve funds and transferring profits for the subsequent year; and also no resolution can be made to distribute shares for the Members of the Board of Directors, employees, holders of the preferred/preferred founder shares, privileged shareholders, foundations created for various purposes and any other natural and/or legal persons of the same nature unless the first dividend is paid in cash and/or as shares.

The company may distribute the shareholders advance payments from dividends within the framework of the regulations given in the Capital Market Code.

Article 29 : SOCIAL FACILITIES :

The company may create foundations with the nature as stipulated in article 468 of the Turkish Commercial Code for the company's officials, servants and employees or may participate in the organized bodies of this nature.

Article 34 : LEGAL PROVISIONS :

The provisions of the Turkish Commercial Code, Capital Market Code and the relevant legislation shall be applicable for matters not contained in these articles of association.

In case of any conflicts between the provisions of the Articles of Association and Turkish Commercial Code and Capital Market Code, the provisions of the legislation shall be applicable.

Article 23 : AMENDMENT TO ARTICLES OF ASSOCIATION :

Any amendments provided to these articles of association by the resolution of the General Assembly need the approvals of the Capital Market Board first and Ministry of Industry and Trade next and any other competent authorities if required for completion and application. Any such amendments become enforceable after completion according to the due procedures and after due registration in the trade registry.

Article 25 : DOCUMENTATION TO BE DELIVERED TO THE MINISTRY AND THE CAPITAL MARKET BOARD :

Two copies of each of the annual activity report of the Board of Directors, the auditor's reports, the balance sheet and the income schedule and list of attendants and minutes of the general assembly shall be sent to the Ministry of Industry and Trade within not later than a months as of the date of the last general assembly or shall be delivered to the inspector attending the assembly. The financial schedules and reports sought by the Capital Market Board and the independent audit report, in case the company is subject to independent audit, shall be sent to the Board or shall be announced publicly under the principles and procedures set out by the Capital Market Board.

Article 30 : RESERVE FUND :

The legal reserve fund of 5% shall not be reserved any more by the company when the reserve fund reaches 5% of the company capital. However, if such rate decreases due to any reason whatsoever, such reserve fund shall continue to be reserved until it reaches to the said proportion.

Article 31 : WINDING UP AND DISSOLUTION :

The company becomes dissolved due to reasons listed in the Turkish Commercial Code or due to a court decision. Also, the company may be wound up through the resolution of the General Assembly under the provisions of the Turkish Commercial Code.

The liquidation of the company in case of winding up and dissolution of the company shall be subject to the provisions of the Turkish Commercial Court.

Article 32 : COMPETENT JURISDICTION :

The competent authorities for any disputes to arise between the company and the shareholders both during the activities and winding up of the company or only among the shareholders to arise due to company businesses shall be the competent courts and bailiff's offices located where the company's administrative headquarters is found.

Article 33 : ARTICLES OF ASSOCIATION TO BE SENT TO THE MINISTRY AND THE CAPITAL MARKET BOARD :

Two copies of Turkish Trade Registry Gazette, which publishes the articles of association of the company, shall be delivered to the Ministry of Industry and Trade and the Capital Market Board each. Articles of association shall also be distributed to the shareholders is published and 10 copies shall be delivered to the Ministry of Industry and 1 copy shall be delivered to the Capital Market Board.

Provisional Article 1. Initial Board of Directors :

The founding shareholders have resolved the initial board of directors to act until the first Ordinary General Assembly to consist of 3 members and the following persons have been appointed for the Board of Directors.

Mr. Vehbi Koç

Mr. İhsan Molbay representing (Türkiye Şeker Fabrikaları A.Ş.)

Mr. Hulki Alisbah (representing Koç Holding A.Ş.)

Provisional Article 2. Initial Auditors:

The founding shareholders have appointed Messrs. Samim Şeren and Turan Türkel as the auditors for the first period.

Provisional Article 3. :

The remuneration to be payable to the initial Members of the Board of Directors and Auditors to act under provisional articles 1 and 2 shall be determined by the General Assembly.

Provisional Article 4. Initial Formation Costs before the Foundation:

The monies spent for initial formation such as research and contacts before the foundation, studies and agricultural tests shall be payable to the founding shareholders who cover such costs upon the

unanimous resolution of the Board of Directors and shall be included in the relevant account for the initial formation costs of the company.

NEW VERSION

Article 1 : FOUNDATION

An incorporated company is established by and between the founders, whose names, last names, residences and nationalities are provided below, according to the respective provisions of the Turkish Commercial Code.

Name and Last Name of the Founder	Nationality	Residence
Koç Holding A.Ş.	T.C.	İstiklal Cad. 347 Merkez Han, İstanbul
Türkiye Şeker Fabrikaları A.Ş.	T.C.	Mithatpaşa Cad. Ankara
Vehbi Koç	T.C.	Halaskargazi Cad. 266/9 Çankaya Apt. Şişli, İstanbul
Şeker Sigorta A.Ş.	T.C.	Aşirefendi Cad. Şeker Han İstanbul
Mustafa Rahmi Koç	T.C.	Büyükdere Cad. 97/6 Lalezar Apt. Mecidiyeköy, İstanbul

Article 2 : TITLE OF THE COMPANY

The business name of the company is Tat Konserve Sanayii Anonim Şirketi and is hereinafter referred to as “the Company”.

Article 3 : PURPOSE AND SUBJECT :

The company is established for the purposes of

Production, distribution, marketing, domestic and foreign trade and brokerage of any merchandise, food, drinks, beverages, food articles and products of agricultural and animal origin, sea products including frozen, dried and powdered types and varieties, and their raw materials and initial materials, auxiliary materials and additives, juices and cans containing sugar or not, semi-processed and finished products, especially;

- A) Production, growing, marketing, import and export of cattle and small cattle and aquatic animals and winged fowls and games, edible and inedible meat and byproducts, fish, aqua products of shelled mollusk type, feed and feed materials, red and white meats, meat pieces and packed meats, meat preparations,
- B) Producing any unprocessed and intense feed materials, mixed feeds, Industrial-Field and Garden feed residues, enhancing the nutritional value thereof by means of processing, silaging, drying naturally or artificially, storing and making available for use through mixing the same,
- C) Processing, making use of packed meat pieces, meat preparations, delicatessen and can products, ready to cook meats and meat dishes, dehydrated meats and meat extracts, skin and intestines when required, fats, fish and pharmaceutical materials and other byproducts, processing fruits and vegetables, cooking or freezing by shocking the meats and fish, drying, canning, liquefying, concentrating the same or making gravies or meals from the same. Producing, marketing, importing and exporting any ready to cook soups and concentrates, chicken broths and gravies, concentrates in bouillons, food products specific to pudding and ice cream making, food products specific to making desserts, and additives for desserts and dough (baking powder),
- D) Producing any milks and milk products, engaging in cattle breeding, establishing stud farms and farms, providing training for the farmers, engaging in stock farming, importing and exporting any and all food products, engaging in wholesale and retail and domestic and international distribution and marketing of the produced or imported food products,
- E) Producing any ice creams and any mixtures thereof, producing, purchase and sale, marketing, importing and exporting ice creams and ice cream raw materials as well as any food

products for infants and kids, including infant formulas, follow-on formulas and crisps for infants and kids,

F) Producing pasta and farinaceous products as well as flour, semolina, pasta sauce, ready to cook soups, salad sauce and raw and initial materials thereof, auxiliary materials and additives, and acting as representative, commissioner, distributor, engaging in transport and agricultural activities,

G) Production, purchase and sale, import and export of pizzas, pastry products and cakes, ready cakes, desserts, products made from dough, swelling and dough improvement items, agricultural products and pulses such as wheat, barley, oat, rye, maize and potatoes, and chips made from these products, mashes, appetizers,

H) Production, purchase and sale, import and export of fertilizers, veterinary and agricultural drugs and agricultural tools and machinery,

I) Purchasing any raw materials and auxiliary materials and articles required for the manufacture of the products above, and wholesale and retail purchase and sale, import and export thereof when required,

J) Production, import and export, purchase and sale of any vegetable oils and animal fats, refined oil and any oils and fats and margarines, and any materials, semi-processed products and packing materials beneficial for the production and refining oils,

J) Production, wholesale and retail purchase and sale, marketing, import and export of biscuits, chocolates, confectionery and similar articles as well as any farinaceous and sweet products and products made from sugar, fresh and dried vegetables and fruits, secondary products and goods thereof and halva, desserts, crushed sesame seeds, grape molasses, jams, honey, confectionery, Turkish delights, sweet pastes and similar products, boza (beverage made of slightly fermented millet), vinegar, must etc.,

K) Purchasing and processing any fresh tea leaves, producing, purchasing, selling, packing, marketing, importing and exporting black tea and any other tea, coffee and coffee mixtures, drinks based on tea and coffee, drinks with tea flavor, tea concentrates, syrups and sherbets, powder drinks and drinks containing cereals, and producing their by products and auxiliary products used for the consumption of the same, engaging in trade and sale thereof domestically and abroad,

L) Searching for any springs, rivers and well waters, mineral waters and artesian wells, acquiring easement for water sources, managing, leasing, letting on lease, purchasing, marketing and producing for these purposes, establishing facilities for this purpose, treating the waters produced in these facilities, packing and making the same available for consumption, marketing, importing and exporting the same, producing, marketing, importing and exporting any fruit and vegetable concentrates, fruit juices made therefrom and any natural concentrate juices, fruit juices and beverages with acid of pop type and beverages containing cola.

M) Establishing facilities for producing any alcoholic mixtures and drinks made from alcohol with a view to preparing alcohols and alcoholic drinks, packing and making such products available for consumption, marketing, importing and exporting the same,

N) Breeding any types of olives, establishing facilities to process the same, packing the same, making the same available for consumption, marketing, importing and exporting the same,

O) Establishing facilities with a view to producing flavors/relishes for food, ketchups, mayonnaise, mustards, tomato pastes, vegetable cans, ready to cook meals, dried and frozen food, vinegars, aromas (spices) for foods and beverages, granulated sugar, lump sugar and icing sugar, packing such products and making them ready for consumption, marketing, importing and exporting the same,

P) Marketing, importing and exporting proteins, carbohydrates and mineral substances used as herbs and herbal products related to diet or otherwise, which do not have medical quality and which have the nature of supplemental food products,

R) Establishing facilities in order to produce processed or unprocessed tobacco, cigarettes, cigars, snuff boxes, cigarillos, substances used to replace tobacco, chewing tobacco, tobaccos, materials exclusive to tobacco consumers that are not from valuable metals and their alloys, pipes, mouthpieces and their filters, lighters, ashtrays, tobacco boxes, cigarette cutters, pipe boxes, pipe cleaners, cigar and cigarette cases, pocket tools for rolling cigarettes, cigarette papers, cigarette holders, gas cartridges for lighters, water pipes, flints and matches, packing such products and making them ready for consumption, marketing, importing and exporting the same.

S) Growing pulses, i.e., beans, peas, chickpeas, lentils, soy, cereals and unprocessed cereals, i.e. wheat, barley, rice in the husk, oat, maize, millet, rye, fresh lentils, beets, fresh fruits and vegetables, mushrooms, cultivated mushrooms, plant seeds, flower seeds, vegetable seeds, flowers, grasses, seedlings and saplings, establishing facilities to process the same, packing such products and making them ready for consumption, marketing, importing and exporting the same.

For this purpose, the Company may especially engage in the following:

1. The company may purchase any moveables and real estates domestically and abroad in order to fulfill the purpose of the company, may cause the same to be constructed or manufactured or may acquire any personal or in-kind rights thereon, may lease the same, may operate those acquired or leased, may lease the same, may sell the same, may create in-kind rights for the benefit of third persons, provided that the principles as determined by the Capital Market Board shall be observed and may cancel the same.

2. The company may receive loans from domestic and foreign persons, companies and banks in order to fulfill the company's object, may engage in any financial, commercial, and economic undertakings before third parties, may issue debentures and any capital market tools provided that the principles as determined by the Capital Market Code shall be observed; may invest in any securities, derivative products and capital market tools. May provide surety and guarantees to the benefit of third persons, provided that the principles determined by the Capital Market Board shall be observed. If necessary, the company may accept creation of mortgage and/or pledge over real estates and movables owned by others to the benefit of the company; may cancel mortgages created to the benefit of the company, may give up pledge rights and may accept creation of surety and guarantee by third persons to the benefit of the company.

3. The company may engage in the above-mentioned activities actually or through domestic and foreign natural and legal persons, provided that other provisions of these Articles of Association shall be reserved. For this purpose, if the company considers beneficial, the company may establish ordinary partnerships, trading companies or other legal entities domestically or abroad or may take over the ordinary partnerships or other legal entities established for the same purposes and may purchase and transfer shares of ordinary partnerships and companies established for this purpose without seeking to act as a dealer or to operate as a security portfolio operator.

4. The company may engage in any transactions to realize the matters given in the paragraphs above and may engage in import, export and any type of trade.

5. Provided that the principles as determined by the Capital Market Board shall be observed, the company may provide aids and donations to foundations, associations, universities and similar organizations established for social purposes within the specified principles.

6. The company may engage in any transaction and discretion, including registration, annotation, type classification, parceling, amalgamation, division, subdivision and relevant grant and waiver with respect to any real estates; may provide grant to green spaces and roads, and also may provide waivers and may grant and waiver from the said real estates as free of charge.

7. The company may purchase vehicles of land, sea and air transport, may lease the same, may sell those owned and may let on lease the same. Provided that the regulations of the Capital Market Code shall be observed, the company may create in-kind and personal rights over the same to the benefit of the company and/or third parties and may cancel the same.

8. The company may register, acquire, transfer any licenses, patents, know-how, trademarks and business names, operational names and any other intellectual property rights to the company in relation with the purpose of the company, may provide the same as guarantees provided that the regulations of the Capital Market Board shall be observed and may enter into license agreements relating therewith. May act as a consultant by offering information and experience to the service of others.

9. The company may engage in any industrial and commercial investments as considered appropriate domestically and abroad in order to fulfill the company's purpose; within this parallel, the company may establish factories, plants and sale offices domestically and abroad, may provide architecture, engineering, design, software, accounting recording, call center and data storage services, may enter into technical assistance agreements, and may accept to act as and may authorize others to act as a vendor, representative and distributor, may act as an insurance agent.

10. May participate in tenders domestically and abroad alone or by establishing partnerships with third parties.

Article 4 : HEAD OFFICE and BRANCHES of COMPANY

The company's head office is at Taşdelen Mahallesi Sırrı Çelik Bulvarı No:7 Çekmeköy, Istanbul. In case of a change in address, the new address is registered in the Trade Registry and announced in the Turkish Trade Registry Gazette. Any notices served to the registered and announced address shall be considered as served to the company. If the company has not registered and announced the new address within due time despite having left the announced and registered address, this case will be considered as the grounds for termination for the company. If the company opens a branch, then such branches shall be registered in the Trade Registry and announced in the Turkish Trade Registry Gazette.

Article 5 : COMPANY TERM

The company is established for an indefinite period and it ceases to exist due to legal reasons or by a decision to be made by the General Assembly under the respective provisions of the Turkish Commercial Code.

Article 6 : CAPITAL

The company has adopted the registered capital system according to the provisions of the Capital Market Code and has initiated this system by the permission of the Capital Market Board dated 20.08.1992 and numbered 454.

The registered capital of the company is TL 250.000.000 (two hundred and fifty million Turkish Liras). Such capital is divided in 25.000.000.000 (twenty five billion) shares, each with the value of Kr 1 (one Kuruş).

The registered capital ceiling permit issued by the Capital Market Board is valid for a period of 5 (five) years between 2013 and 2017. Even if the permitted registered capital ceiling is not achieved by late 2017, the Board of the Directors needs to seek authorization from the general assembly for a new period after receiving permit from the Capital Market Board for the previously permitted or new ceiling amount in order to make a decision for capital increment after year 2017. In case such authorization is not received, the company shall be considered as excluded from the system of registered capital.

The issued capital of the company is TL 136.000.000 (one hundred and thirty six million Turkish Liras). Such capital is divided into 13.600.000.000 (thirteen billion six hundred million) shares, all of which are registered shares and all of which have a nominal value of Kr 1 (one Kuruş). The entire issued capital of the company of TL 136.000.000 is subscribed and paid in full by the shareholders.

The Board of Directors may increment the capital by issuing registered shares with a nominal value of Kr 1 (one Kuruş) up to the registered capital ceiling provided above for years 2013 to 2017. In cases, where necessitated by the Capital Market Board regulations, the amount for the issued shares is received in cash and in advance. No new shares may be issued unless and until the issued shares are sold and their price is paid in full.

While making a decision to issue new shares, the Board of Directors may issue premium shares (over nominal value) and may limit the rights of the existing shareholders to purchase new shares. The shares of the company are registered. The shares representing the capital shall be monitored and registered within the framework of the principles for registration.

5.26% of the shares in company, which is subject to the Foreign Direct Investment Code numbered 4875, belong to the foreign shareholders. Foreign shareholders participate in the capital increments by the rate specified above. The distribution of the shares between the local and foreign shareholders is as follows.

SHAREHOLDERS	No. of Registered Shares	Total Amount of Shares (TL)	Shareholding Ratio (%)
1-Foreign Shareholders			
Kagome Co. Ltd	507.116.820	5.071.168,20	3,73
Sumitomo Corp	207.798.334	2.077.983,34	1,53
2-Other	12.885.084.846	128.850.848,46	94,74
TOTAL	13.600.000.000	136.000.000,00	100,00

Article 7 : PREFERRED SHARES FOR THE FOUNDERS :

Considering the services and financial burdens before the company was founded, total 16 registered shares to benefit from a dividend of 5% are issued as mentioned in article 19, paragraph (c), and 6 of such shares are issued to Koç Holding A.Ş., 6 to Mr. Vehbi Koç and 4 to Türkiye Şeker Fabrikaları A.Ş.

Article 8 : ISSUING DEBENTURES and OTHER SECURITIES

The company may issue any debentures, debentures convertible to shares, exchangeable debentures, bonds for gold, silver and platinum, participation dividend certificates, profit and loss partnership certificates, other capital market tools to be acknowledged as tools for borrowing in nature by the Capital Market Board and any other capital market tools for sale to natural and legal persons inside or outside the country in accordance with the provisions of the Capital Market Code and other applicable legislation. The Board of Directors shall be authorized under the Capital Market Code to determine issuing and maximum amounts for issuing, type, term, interest rate and other conditions and to authorize the company's management in this respect. The arrangements given in the Capital Market Code and the relevant legislation shall be observed with respect to any issuing.

Article 9 : TRANSFER OF SHARES and CREATION OF USUFRUCT OVER THE SHARES

With respect to relations with the company, only people registered in the share book are considered as shareholders or holders of benefits of the shares.

(I) Transfer of registered shares that are not enlisted in the stock exchange, which are not public in nature:

The registered shares not enlisted in the stock exchange may only be transferred upon the approval of the company. Within this framework, the company may claim one of the important reasons listed below (“Important Reason”) to deny any request for approval for transfer of shares or creation of benefits for shares:

- a) Third persons not member of the Koç Group intending to acquire shares or benefits of shares, in order to ensure that the company remains a member of the Koç Group;
- b) any other company or enterprise in competition with the company (“Competitor”) and owners, operators, shareholders of the competitors (including private or enterprise capital funds or their shareholders) or persons with position an executive or employee position therein regardless of whatever their titles may be or their spouses and ascendants and descendants in bloodline or companies directly or indirectly controlled by them;
- c) an attempt to directly or indirectly acquire shares of 5% or more in total company capital by any person or persons acting jointly in parallel with the purpose to protect economic independence of the company.

(i) however, if the shareholder, who wants to transfer shares (“Transferor”), offers the shares intended for transfer (“Shares Subject to Transfer”) to the owners of other nonpublic shares (“Offered Shareholders”) by the price and other terms of sale proposed by the potential purchaser who would like to purchase the shares subject to transfer (“Potential Purchaser”) according to the current market conditions to be sold pro rata their shareholding to the procedure below, then the Transferor shall be able to freely transfer the shares subject to transfer to the Potential Purchaser by the Offer Price and Terms without being subject to the foregoing limitations. In such a case, the transferor shall grant the offered shareholders a period of 30 (thirty) days to purchase the shares subject to transfer and if all the shares subject to transfer are not purchased within this period by the offered shareholders, then the transferor may freely transfer the shares subject to transfer to the Potential Purchaser by the price and terms of the offer following the completion of the period stipulated in article 9 (ii) below and the transfer shall be processed into the share book. If more than one offered shareholders intend to purchase the shares subject to transfer, then the offered shareholders, who would like to purchase the shares subject to transfer, may purchase shares subject to transfer pro rata the ratio of the nonpublic shares owned by such shareholder in

the company to the total nonpublic shares not enlisted in the stock exchange owned by all the Offered Shareholders intending to purchase such shares in the company. If only one of the offered shareholders wants to purchase the shares subject to transfer, then only all of the shares subject to transfer shall be sold to the offered shareholder in question.

If the Transferor offers the shares subject to transfer to the Offered Shareholders as provided above, then the company may abstain from approving the transfer of shares, claiming any of the Important Reasons listed above.

(ii) in addition to the procedure set out in article 9 (i) above (even in cases where the procedure given in the said article is applied), the company may purchase the shares subject to transfer on behalf of the company or other shareholders or third persons by the actual price at the time of application. Within this framework, the company shall notify the other owners of the nonpublic shares not enlisted in stock exchange ("Notified Shareholders") and shall grant them a period of 20 (twenty) days ("Notice Period") so that they will inform whether they would like to purchase the shares subject to transfer by the actual price at the time of application or not. If the Notified Shareholders intend to purchase all the shares subject to transfer within the Notice Period in question, then the company purchases the shares subject to transfer by the actual value as of the time of application to the company from the Transferor on behalf of the Notified Shareholders. In such a case, each Notified Shareholder that wants to purchase the shares subject to transfer may purchase pro rata the ratio of the nonpublic shares owned by such shareholder in the company to the total nonpublic shares not enlisted in the stock exchange owned by all the Notified Shareholders intending to purchase such shares in the company. If only one Notified Shareholder wants to purchase all the Shares Subject to Transfer, the company shall purchase only all of the shares subject to transfer on behalf of such Notified Shareholder.

If the Shares Subject to Transfer are not demanded or are demanded only partially by any Notified Shareholder within Notice Period, then the company may purchase (a) all of the Shares Subject to Transfer if the Shares Subject to Transfer have not been demanded by any Notified Shareholders; or (b) the entire portion not demanded by the Notified Shareholders if a portion of the Shares Subject to Transfer are demanded by the Notified Shareholders by the actual value at the date of application on behalf of the company or third parties subject to the discretion of the company within not later than 15 (fifteen) days as of the date when the Notice Period expires; otherwise, the Transferor will be able to freely transfer all the Shares Subject to Transfer to the Potential Purchaser by the Price and Terms of the Offer and the transfer shall be entered into the share book. In order to avoid any doubt, it is necessary to point out that the company should purchase all the Shares Subject to Transfer at the actual value under this article on behalf of the company, Notified Shareholders or third parties as provided for in this Article 9 (ii) in order to be able to abstain from approving transfer of the Transferor's shares to the Potential Purchaser.

Moreover, if the transferee does not clearly declare to take over the shares for and on behalf of the transferee, then the company may refuse to register the transfer in share book.

If the shares are acquired due to inheritance, sharing inheritance, provisions of the property regime between spouses or by forced collection, then the company may refuse to provide approval if the company proposes the person that has acquired the shares to take over the shares by the actual value.

Under this article, the “actual value” of the Shares Subject to Transfer at the time of application to the Company shall be determined by the Company. If the Transferor objects to the actual value determined by the company, then the actual value shall be calculated by any of the independent audit organizations with no direct or indirect capital or management relationship with the company and the transferor, consulting companies engaging in activities within the framework of licensing, know-how and similar agreements entered into with foreign companies having membership agreements for such organizations, dealer organizations having both certificates authorizing for dealing in public offers and for investment consulting or banks not accepting deposits.

(II) Transfer of the registered shares that are public in nature, which are enlisted in the stock exchange:

The regulations of the Capital Market Board shall be applicable for the transfer of registered shares of the company enlisted in the stock exchange.

Article 10 : COMPANY ACCEPTING OWN SHARES AS PLEDGE OR TAKING THEM OVER

The company may accept own shares as pledge as consideration and/or may acquire the same under the relevant articles of the Turkish Commercial Code, Capital Market Board regulations and other applicable legislation.

Article 11 : BOARD OF DIRECTORS, ELECTION OF THE MEMBERS and THE RESOLUTIONS OF THE BOARD OF DIRECTORS

All affairs and management of the company shall be performed by the Board of Directors to consist of minimum 5 (five) and maximum 13 (thirteen) people to be elected by the General Assembly within the regulations of the Turkish Commercial Code and Capital Market Board regulations under article 408 of the Turkish Commercial Code and provided that the non-transferable powers of the General Assembly shall be reserved. The number and qualifications of the independent members to be appointed at the Board of Directors shall be determined according to the regulations of the Capital Market Board on Corporate Management Principles.

The members of the Board of Directors may be elected for a period of one year. Any member, whose period in office expires, may be reelected.

The General Assembly is authorized to determine the number of members of the Board of Directors and to elect the members. With respect to independent members, the General Assembly may replace the members of the Board of Directors at any time if considered necessary, provided that the requirements introduced by the Capital Market Board’s Corporate Management Principles shall be reserved.

In cases, where a position in the Board of Directors becomes vacant for any reason whatsoever, the Board of Directors temporarily elects a person to meet the legal requirements and submits to the approval of the first General Assembly to convene. If an independent member loses independence, resigns or becomes unable to serve, then the procedures determined in the Capital Market Board regulations shall be observed.

The quorum for meetings and decision-making shall be the absolute majority of the full number of the members. The requirements introduced by the Capital Market Board’s Corporate Management Principles shall be reserved.

Unless one of the members of the Board of Directors requires negotiations, the Board of Directors may also resolve through written approvals of the members for a proposal of a member on a certain issue. The resolutions made as such may also be made by receiving written approval at least majority of the full number of members. The same suggestion being made to all the members of the Board of Directors is a condition for validity of any such decisions made in this way. The approvals do not have to be contained on the same paper; however, all the papers bearing the approving signatures should be attached to the resolution book or should be transformed into a resolution containing signatures of all parties accepting and should be included in the resolution book so that such resolution may be valid.

Article 12 : BOARD OF DIRECTORS, DISTRIBUTION OF DUTIES, REPRESENTATION and TRANSFER OF MANAGEMENT

Unless the General Assembly appoints one Chairman of the Board of Directors, then the Chairman of the Board of Directors and a deputy chairman, who will act on behalf of the chairman when the chairman is absent, shall be elected by the Board of Directors. The deputy chairman of the Board of Directors is also authorized with respect to the powers granted by the Turkish Commercial Code to the chairman of the Board of Directors with respect to call for the meeting and information requests of the members of the Board of Directors.

The Board of Directors may especially file any case, arbitration, any administrative and judicial actions, and any actions of settlement and release on behalf of the company, may propose cease of proceedings relating to bankruptcy and composition with creditors, may make donations, provided that the Capital Market Board Regulations shall be observed, may make commitments in foreign exchange, may provide guarantees, may create transfer and mortgage over real estates. If required, may authorize third parties in this respect.

The Board of Directors is authorized to partially or completely transfer management to one or more person(s) (executive director(s)), who may or may not be members of the Board of Directors, by internal regulations to be issued by the Board of Directors under article 367 of the Turkish Commercial Code. The Board of Directors determines the powers and responsibilities of the executives by such internal regulations and may transfer any powers and responsibilities granted to the Board of Directors to the relevant persons within the conditions, provisions and restrictions to be determined by the Board of Directors again and may amend or retrieve some or all of such powers in cases where considered necessary. Article 375 of the Turkish Commercial Code shall be reserved.

Within the framework of article 370 of the Turkish Commercial Code, the Board of Directors may leave the power of representation to one or more person(s), who doe(es) not have to be a shareholder or a member of the Board of Directors. However, in such a case, at least one member of the Board of Directors should be authorized to represent. Unless the Board of Directors makes a special resolution, any two members of the Board of Directors, who do not qualify as independent, may bind the company in all aspects by their joint signatures to be executed below the company's business name within the scope of the Capital Market Board regulations.

The Board of Directors is authorized to distribute the management and representation tasks as mentioned.

The Board of Directors may create committees or sub-committees of consulting, coordination, audit and of similar nature consisting of the members of the Board of Directors and/or people who are not members of the Board of Directors with respect to any matters considered as appropriate.

The principles for meetings, operations and reporting for the members and chairmen of the committees shall be determined, arranged and modified by the Board of Directors.

Article 13 : REMUNERATION FOR BOARD OF DIRECTORS and COMMITTEE MEMBERS

Within the scope of the respective provisions of the Turkish Commercial Code and the capital Market Board regulations, the members of the Board of Directors and the committee members specified in article 12 can be paid certain financial rights in return for their services to the company as a member of the Board of Directors and committee, such as attendance fees, remunerations, bonuses or premiums. The form and amount for the payments to be made to the members of the board of directors for membership of the board of directors, including executive directors, shall be determined by the General Assembly, while the form and amount for the payments to be made to the committee members for committee membership shall be determined by the Board of Directors. For remunerations of independent members of the board of directors, share options or payment schedules based on performance in the company shall not be used.

Article 14 : AUDITOR

The financial statements and annual report of the company are audited by an independent audit company according to the Audit Standards in Turkey. The General Assembly of the company is liable to elect such auditor according to the provisions of the Turkish Commercial Code and the Capital Market Board regulations by not later than the fourth month of such year for each fiscal year.

Under article 366 of the Turkish Commercial Code, the Board of Directors may also establish an audit system under the auditor.

Article 15 : GENERAL ASSEMBLY

The following principles are applied for the General Assemblies.

a) Manner of Invitation: General Assemblies convene ordinarily or extraordinarily. The provisions of the Turkish Commercial Code and the Capital Market Board regulations are applicable for invitations to such assemblies. General Assembly is held publicly with stakeholders and media included without the right for speech.

b) Time for Assembly; Ordinary General Assembly convenes at least once a year and within not later than three months following the end of the account period of the company. During such assemblies, the matters that should be negotiated under the agenda are negotiated and decided. Extraordinary General Assembly convenes in cases and at times as necessitated by the company affairs and according to the regulations of the Turkish Commercial Code, Capital Market Code and the provisions stipulated in these Articles of Association and resolves as necessary.

c) The Right to Vote; the shareholders attending the Ordinary and Extraordinary General Assemblies exercise their voting rights pro rata total nominal value of their shares. During General Assemblies, votes are cast explicitly. However, secret ballot is exercised upon application by shareholders owning at least one tenth of the shares represented at the assembly.

d) Representation; Provided that the Capital Market Board regulations shall be observed with respect to representation by proxy, the shareholders may have themselves represented by other shareholders or through an attorney that they appoint from without. The attorneys, who are also shareholders at the company, are authorized to vote for themselves as well as for the shares held

by the shareholder that they represent. Provided that the appointments of representatives through the Electronic General Assembly System shall be reserved, the power of attorney to be issued in this respect should also be in writing.

e) Place of Assembly; The General Assembly meets at the head office of the company or at a suitable location in Ankara, Istanbul or Izmir.

f) Attendance to Meetings: Executive directors and at least one member of the board of directors, auditor, at least one official responsible to issue financial schedules and at least one official who is aware of a matter, who will provide explanations about issues that are special in nature, attend the General Assemblies. Among these people, if anybody, who is excluded from the group of people who has to attend the assembly is not present during the assembly, then the reason for their absence is announced to the General Assembly by the president of the assembly.

g) Presiding over the assembly; The President of the Assembly, who is authorized to preside over the negotiations is elected among the shareholders, while at least 1 (one) member authorized to collect votes and the Minutes Clerk shall be elected among the shareholders or from without.

(h) Quorum for the Assembly and Decision-Making; The quorums for meeting and decision-making for all general assemblies of the company shall be the absolute majority of the capital, provided that the special quorums regulated in the Turkish Commercial Code and Capital Market Board regulations shall be reserved.

(i) Internal Regulations; The board of directors shall issue internal regulations in accordance with the respective provisions of the Turkish Commercial Code and regulations and communiqués issued within the framework of such Code, which regulations shall include the rules regarding the principles and procedures of the General Assembly, and shall submit the same to the General Assembly for approval. The internal regulations approved by the General Assembly shall be registered and announced in the Trade Registry.

(i) Attendance to General Assembly in electronic environment; The shareholders, who are entitled to participate in the general assemblies of the company, may also attend the same in electronic environment under article 1527 of the Turkish Commercial Code. The company may establish the general assembly system, which will enable the holders of the right to attend the general assemblies in electronic environment, to explain their views, to make suggestions and to vote under the provisions of the Regulations Regarding General Assemblies of Incorporated Companies to be Held in Electronic Environment, and may also purchase services from systems created for such purposes. Under this provision of the articles of association, it is ensured that the holders of the right and their representatives can exercise their rights specified in the provisions of the said Regulations over the established system in all general assemblies to be held.

Article 16 : COMPLIANCE WITH THE PRINCIPLES OF CORPORATE GOVERNANCE :

The Corporate Governance Principles made mandatory for implementation by the Capital Market Board shall be observed.

For actions considered important in terms of implementation of the Principles of Corporate Governance and for any related party transactions involving the company and for issuing guarantees, pledges and mortgages to the favor of third parties, the regulations of the Capital Market Board regarding corporate governance shall be observed.

Any actions taken without observing the mandatory principles and any decisions by the Board of Directors to meet the same shall be invalid and shall be considered as in violation of the articles of association.

Article 17 : ANNOUNCEMENTS

The matters that should be announced by the company under the applicable laws are announced according to the respective provisions of the Turkish Commercial Code and any regulations and communiques issued within the framework of such code and other applicable legislation. The matters not mentioned in the regulations are announced in the company's website.

Article 18 : FISCAL PERIOD

The fiscal year of the company starts as of the first day of January and ends on the last day of December.

Article 19 : DETERMINATION AND DISTRIBUTION OF PROFIT

From the amount found by subtracting the losses of the past years, if any, from the net period profit in the individual financial schedules of the company issued according to the Turkish Commercial Code and Capital Market Board regulations;

- a) First a 5% general reserve fund is reserved until the total general legal reserve reaches up to 20% of the paid in capital under article 519 of the Turkish Commercial Code,
- b) A first dividend in the amount and rate to be determined by the Capital Market Board shall be reserved with due consideration of the consolidated net period profit given in the consolidated financial schedules issued in accordance with the Turkish Commercial Code and Capital Market Board regulations and the net period profit included in the individual financial schedules.
- c) An amount that is equal to 5% of the amount on which the first dividend relies within the framework of the capital Market Board regulations is paid to the holders of the dividend shares after the regulations in paragraph (a) and (b) are duly met.
- d) The balance is distributed as determined by the General Assembly or is reserved as extraordinary reserve fund and added to the profits of the past year.
- e) Under article 519, paragraph 2, item (c) of the Turkish Commercial Code, after the shareholders are paid a dividend of five percent, ten percent of total amount to be distributed to the people, who will receive a share from the profit, will be added to the general legal reserve funds. No general legal reserve fund is reserved in case dividend and/or undistributed profit in the balance sheet is distributed as share certificates through capital increment.

Unless the reserves that should be reserved legally and the profit share determined for the shareholders under the articles of association are reserved, no decision can be made to reserve any other reserve funds, to pass profit to the next year and to reserve a share out of profit for the members of the board of directors and employees of the partnership and such persons may not be granted a share out of profit unless the determined profit share is paid.

If total legal funds exceed half the issued capital, then the General Assembly shall freely decide how the reserve funds exceeding half the issued capital shall be used or distributed.

Article 20 : ADVANCE PAYMENT ON DIVIDEND

The General Assembly may decide for the distribution of advance payment on dividend to the shareholder within the framework of the Capital Market Board regulations and the relevant legislation.

Article 22 : FOUNDATION FOR THE COMPANY'S STAFF

The company may create foundations with the nature as stipulated in article 522 of the Turkish Commercial Code to the benefit of the company's officials, servants and employees or may participate in the foundations established within this scope.

Article 23 : LEGAL PROVISIONS

The provisions of the Turkish Commercial Code, Capital Market Law and the relevant legislation shall be applicable for matters not contained in these articles of association.

MATERIAL EVENT STAMMENT FORM

Address	:	Taşdelen Mah.Sırrı Çelik Bulvarı No:7 Çekmeköy/İstanbul
Phone and Fax No.	:	0216 430 00 00 / 0216 430 80 15
Phone and Fax No. of Investor Relations Department	:	0216 430 00 00 / 0216 430 80 15
Is the Statement for Update?	:	No
Is the Statement a Delayed Announcement?	:	No

Period of Financial Statement	:	01.01.2012 – 31.12.2012
Authority that the Financial Statement is submitted	:	Büyükükellefler Tax Authority
Reason that the Financial Statement is submitted	:	Submission of Income Statement to the Tax Authority related with the Temporary Tax Disclosure
Date that the Financial Statement is submitted	:	18.02.2012

Disclosure :

The Income Statement submitted to the Tax Authority related with the Temporay Tax Disclosure for the period of 01.01.2012 – 31.12.2012 and wasn't prepared as to the CMB regulations are attached herewith.

We herewith declare that our explanations above are in compliance with the principles set out in the communiqué of the Board with Serial : VIII and No 54 and that it fully reflects the information we have acquired in connection with the matter(s); that such information is in conformity with our books, records and documents, that we have shown all the necessary efforts to obtain information regarding this matter fully and correctly and that we are responsible for the explanation provided herein.

Sincerely yours,

N.Şenol TOLAN
Accounting Manager
18.02.2013 19:10

Tamer SOYUPAK
Ass. Gen. Man.-Accounting and Finance
18.02.2013 – 19:10

Aşağıdaki tablo geçici vergi beyannamesi ekinde vergi dairesine sunulmuş olup sermaye piyasası mevzuatına göre düzenlenmemiştir.

TAT KONSERVE SANAYİİ A.Ş.'NİN		
31.12.2012 TARİHLİ AYRINTILI GELİR TABLOSU		
		TUTARI (TL)
A-BRÜT SATIŞLAR		860.867.416,80
1-Yurtiçi Satışlar	809.070.150,75	
2-Yurtdışı Satışlar	49.333.060,48	
3-Diğer Gelirler	2.464.205,57	
B-SATIŞ İNDİRLİMLERİ (-)		-85.741.920,45
1-Satıştan İndirimler (-)	-30.207.169,53	
2-Satış İskontoları (-)	-55.142.101,13	
3-Diğer İndirimler (-)	-392.649,79	
C-NET SATIŞLAR		775.125.496,35
D-SATIŞLARIN MALİYETİ (-)		-608.626.918,74
1-Satılan Menkul Maliyet (-)	-579.472.206,11	
2-Satılan Ticari Mal Maliyeti (-)	-18.820.511,30	
3-Diğer Satışların Maliyeti (-)	-10.334.201,33	
BRÜT SATIŞ KARI VEYA ZARARI		166.498.577,61
E-FAALİYET GİDERLERİ (-)		-124.056.067,66
1-Araştırma Geliştirme Giderleri (-)	-22.635,74	
2-Pazarlama, Satış ve Dağıtım Giderleri (-)	-97.884.490,50	
3-Genel Yönetim Giderleri (-)	-26.150.941,42	
FAALİYET KARI VEYA ZARARI		42.440.509,95
F-DİĞER FAALİYETLERDEN OLAĞAN GELİR VE KARLAR		4.988.737,84
1-İştiraklerden Temettü Gelirleri	14.850,00	
2-Bağlı Ortaklıklardan Temettü Gelirleri	737.398,37	
3-Faiz Gelirleri	68.919,07	
4-Konusu Kalmayan Karşılıklar	0,00	
5-Menkul Kıymet Satış Karları	0,00	
6-Kambiyo Karları	732.256,21	
7-Reeskont Faiz Gelirleri	0,00	
8-Diğer Olağan Gelir ve Karlar	3.435.314,19	
9-Enflasyon Düzeltme Karları	0,00	
G-DİĞER FAALİYETLERDEN OLAĞAN GİDER VE ZARARLAR (-)		-4.125.017,64
1-Reeskont Faiz Giderleri (-)	0,00	
2-Karşılık Giderleri (-)	-2.536.955,00	
3-Diğer Olağan Gider ve Zararları (-)	-752.708,65	
4-Kambiyo Zararları (-)	-835.353,99	
H-FİNANSMAN GİDERLERİ (-)		-24.818.449,20
1-Kısa Vadeli Borçlanma Giderleri (-)	-24.818.449,20	
2-Uzun Vadeli Borçlanma Giderleri (-)		
OLAĞAN KAR VEYA ZARAR		18.485.780,95
I-OLAĞANDIŞI GELİR VE KARLAR		482.122,60
1-Önceki Dönem Gelir ve Karları	0,00	
2-Diğer Olağandışı Gelirler ve Karlar	482.122,60	
J-OLAĞANDIŞI GİDERLER VE ZARARLAR (-)		-55.776,32
1-Çalışmayan Kısm Gider ve Zararları (-)	-36.972,24	
2-Önceki Dönem Gider ve Zararları (-)	0,00	
3-Diğer Olağandışı Gider ve Zararları (-)	-18.803,08	
DÖNEM KARI VEYA ZARARI		18.912.128,23
DÖNEM VERGİ KARŞILIĞI		
VERGİ SONRASI KAR		18.912.128,23

MATERIAL EVENT STAMENT FORM

Address	:	Taşdelen Mah.Sırrı Çelik Bulvarı No:7 Çekmeköy/İstanbul
Phone and Fax No.	:	0216 430 00 00 / 0216 430 80 15
Phone and Fax No. of Investor Relations Department	:	0216 430 00 00 / 0216 430 80 15
Is the Statement a Delayed Announcement?	:	No
Brief Information	:	Selection of Independent Audit Company

Disclosure :

Our Board of Directors unanimously resolved during the meeting dated February 18 ,2013 that; Getting the view of Audit Committee and with due consideration of the Capital Market Board's regulation about Independent Audit, that the selection of Independent Audit Company as DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Muşavirlik A.Ş for the audit of 2013 accounts, submission of this selection to the approval of General Assembly, in case of approval by General Assembly then the authorization of Company Management to set the terms and conditions of the agreement.

We herewith declare that our explanations above are in compliance with the principles set out in the communiqué of the Board with Serial : VIII and No 54 and that it fully reflects the information we have acquired in connection with the matter(s); that such information is in conformity with our books, records and documents, that we have shown all the necessary efforts to obtain information regarding this matter fully and correctly and that we are responsible for the explanation provided herein.

Sincerely yours,

N.Şenol TOLAN
Accounting Manager
18.02.2013 – 16:40

Tamer SOYUPAK
Ass. Gen. Man.-Accounting and Finance
18.02.2013 – 16:40

MATERIAL EVENT STAMENT FORM

Address	:	Taşdelen Mah.Sırrı Çelik Bulvarı No:7 Çekmeköy/İstanbul
Phone and Fax No.	:	0216 430 00 00 / 0216 430 80 15
Phone and Fax No. of Investor Relations Department	:	0216 430 00 00 / 0216 430 80 15
Is the Statement for Update?	:	Yes
Is the Statement a Delayed Announcement?	:	No
Brief Information		Application for Validity of Registered Capital Ceiling and Change in Articles of Association

Related Issue	:	Update for Validity of Registered Capital Ceiling
Current Registered Share Capital (TL)	:	250.000.000,00
Requested Registered Share Capital Validity Date	:	31.12.2017
Application Date to Capital Market Board	:	18.02.2013

Disclosure :

The applications for the validity of registered share capital and the changes in articles of Association are made to the Capital Market Board.

We herewith declare that our explanations above are in compliance with the principles set out in the communiqué of the Board with Serial : VIII and No 54 and that it fully reflects the information we have acquired in connection with the matter(s); that such information is in conformity with our books, records and documents, that we have shown all the necessary efforts to obtain information regarding this matter fully and correctly and that we are responsible for the explanation provided herein.

Sincerely yours,

N.Şenol TOLAN
Accounting Manager
18.02.2013 – 16:05

Tamer SOYUPAK
Ass. Gen. Man.-Accounting and Finance
18.02.2013 – 16:05

MATERIAL EVENT STAMENT FORM –General Shareholders Meeting Announcement

Address	:	Taşdelen Mah.Sırrı Çelik Bulvarı No:7 Çekmeköy/İstanbul
Phone and Fax No.	:	0216 430 00 00 / 0216 430 80 15
Phone and Fax No. of Investor Relations Department	:	0216 430 00 00 / 0216 430 80 15
Is the Statement for Update?	:	No
Is the Statement a Delayed Announcement?	:	No
Brief Information		Board Resolution about Ordinary General Shareholders Meeting

Date of Board Resolution	:	22.02.2013
Type of Meeting	:	Ordinary
Beginning Date of Accounting Period	:	01.01.2012
Ending Date of Accounting Period		31.12.2012
Date and Time		20.03.2013 11:00
Address	:	Divan Oteli, Askerocağı Cad.No:1 Elmadağ/İST

Disclosure :

Our Board of Directors resolved during the meeting dated February 22, 2013 that the Ordinary General Shareholders Meeting of Tat Konserve Sanayii A.Ş. are called to negotiate the attached agenda on 20.03.2013 Wednesday at 11.00 at Divan Oteli, Askerocağı Cad. No:1 Elmadağ-Şişli/İstanbul, the meeting is held in compliance with the regulations, the announcements and documents about the meeting will be published at the Turkey Trade Registry Gazette, Turkey publications of the newspaper defined in Articles of Association, Company web site www.tatkonserve.com.tr, Electronic General Shareholders Meeting and Public Disclosure Platform.

We herewith declare that our explanations above are in compliance with the principles set out in the communiqué of the Board with Serial : VIII and No 54 and that it fully reflects the information we have acquired in connection with the matter(s); that such information is in conformity with our books, records and documents, that we have shown all the necessary efforts to obtain information regarding this matter fully and correctly and that we are responsible for the explanation provided herein.

Sincerely yours,

N.Şenol TOLAN
Accounting Manager
22.02.2013 19:05

Tamer SOYUPAK
Ass. Gen. Man.-Accounting and Finance
22.02.2013 – 19:05

**AGENDA OF THE ORDINARY GENERAL SHAREHOLDERS MEETING DATED
20.03.2013 OF TAT KONSERVE SANAYİİ A.Ş.**

1. Opening and appointment of the Presidency of the Meeting,
2. Presentation, negotiation and approval of the Annual Report of 2012 issued by the Board of Directors of the Company,
3. Presentation of the Audit Report and Summary of Independent Audit Report relating to the accounting period of year 2012,
4. Presentation, negotiation and approval of the Financial Statements relating to the accounting period 2012,
5. Approval of the change to the memberships in the Board of Directors taking place within the year under article 363 of the Turkish Commercial Code,
6. Release of the members of the Board of Directors for the operations of the Company in year 2012,
7. Release of the auditors for the operations of the Company in year 2012,
8. Informing the shareholders about the "Profit Distribution Policy" of the Company for year 2012 and the succeeding years under the regulations of the Capital Market Board,
9. Approval, approval through amendment or refusal of the recommendation of the Board of Directors about the distribution of profit and the date of distribution of the profit for year 2012,
10. Provided that the necessary approval is received from the Capital Market Board and the Ministry of Customs and Trade of the Republic of Turkey, approval, approval by amendment and refusal of the recommendation of the Board of Directors regarding amendment of the Articles 1-22 of the Articles of Association and cancellation of articles 23-35 and provisional articles 1-4,
11. 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,
12. Informing the Shareholders about the "Remuneration Policy" for Members of the Board of Directors and Senior Managers under the regulations of the Capital Market Board as well as the payments made under the policy and approval of the same,
13. Determining the monthly gross remunerations for the members of the Board of Directors,
14. Approval of the Independent Audit Organization selected by the Board of Directors under the Turkish Commercial Code and the regulations of the Capital Market Board,
15. Approval, approval through amendment or refusal of the recommendation of the Board of Directors for "Internal Directives on General Shareholders Meeting", containing the rules regarding the principles and procedures of operation of the General Shareholders Meeting,

16. Informing the Shareholders about the transactions with related parties that took place in 2012 within the scope of the regulations of the Capital Market Board,
17. Informing the Shareholders about the "Disclosure Policy of the Company" under the regulations of the Capital Market Board,
18. Informing the Shareholders about the donations and grants to the associations and foundations by the Company for social aid purposes in 2012 and determining an upper limit for the grants to take place in 2013 under the Capital Market Board,
19. 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 third generation by heritage or by marriage, to enter into transactions that, in nature, may cause conflict of interests with the Company or subsidiaries, to compete, to enter into transactions with the Company on behalf of themselves or others, to do business included in the scope of operation of the Company in person or on behalf of others and to become a shareholder in companies engaging in similar kind of businesses also as unlimited partner and to enter into other transactions within the framework of 395 and 396 of the Turkish Commercial Code and the regulations of the Capital Market Code and informing the shareholders about the transactions realized in 2012 in parallel with the Corporate Governance Principles,
20. Authorizing the Presidency of the Meeting to sign the Minutes of the General Shareholders Meeting on behalf of the shareholders and resolution for such signatures to be adequate,
21. Comments and opinions.

MATERIAL EVENT STAMENT FORM –Board Decision About Profit Distribution

Address	:	Taşdelen Mah.Sırrı Çelik Bulvarı No:7 Çekmeköy/İstanbul
Phone and Fax No.	:	0216 430 00 00 / 0216 430 80 15
Phone and Fax No. of Investor Relations Department	:	0216 430 00 00 / 0216 430 80 15
Is the Statement for Update?	:	No
Is the Statement a Delayed Announcement?	:	No
Brief Information		Profit Distribution Proposal of Board of Directors for year 2012

Date of Board Resolution	:	27.02.2013
General Assembly Date that the Proposal is discussed	:	20.03.2013

Payment Method for Proposed Cash Dividend	Cash Dividend won't be paid.
-------------------------------------------	------------------------------

Share Group Information	Cash Dividend Proposed for 1 TL Nominal Valued Share - Gross (TL)	Cash Dividend Proposed for 1 TL Nominal Valued Share - Net (TL)
TATKS(Old),TRATATKS91A5	0,0000000	0,0000000

Share Group Information	Dividend Amount Proposed as Bonus Share (TL)	Dividend Amount Proposed as Bonus Share (%)
TATKS(Old),TRATATKS91A5	0,000	0,00000

Disclosure :

At the meeting of the Board of Directors dated 27.02.2013; it was resolved that the remaining balance of 1.862.009.-TL after deducting TL 833.954 from the consolidated profit of TL 2.695.963 in the consolidated balance sheet prepared according to the Communiqués of the Capital Market Board will be proposed to the approval of General Assembly to be set as reserve fund.

We herewith declare that our explanations above are in compliance with the principles set out in the communiqué of the Board with Serial : VIII and No 54 and that it fully reflects the information we have acquired in connection with the matter(s); that such information is in conformity with our books, records and documents, that we have shown all the necessary efforts to obtain information regarding this matter fully and correctly and that we are responsible for the explanation provided herein.

Sincerely yours,

N.Şenol TOLAN
Accounting Manager
22.02.2013 19:05

Tamer SOYUPAK
Ass. Gen. Man.-Accounting and Finance
22.02.2013 – 19:05

TAT KONSERVE SANAYII A.Ş. Profit Distribution Schedule for Year 2012 (TL)			
1. Paid-in/Issued Capital		136.000.000,00	
2. Total Legal Reserve Fund (According to Legal Records)		3.214.745,18	
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	4.967.896	18.911.558
4.	Taxes Payable (-)	2.271.933	2.232.488
5.	Net Profit for the Period (=) (*)	2.695.963	16.679.070
6.	Losses of the Preceding Years (-)	-	-
7.	Primary Legal Reserves (-)	833.954	833.954
8.	NET DISTRIBUTABLE PERIOD PROFIT (=)	1.862.009	15.845.117
9.	Donations within the Year (+)	111.700	
10.	Net Distributable Period Profit Including the Donations, based on which First Dividend shall be calculated	1.973.709	
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.	Special Reserves	-	
19.	EXTRAORDINARY RESERVES	1.862.009	15.845.117
20.	Other Resources Stipulated for Distribution		
	- Profits of the Preceding Years		
	- Extraordinary Reserves		
	- Other Reserves Distributable under the Laws and Articles of Association		

(*) **TL 2.695.963** Being main shareholding rate, total minority share is **TL (9.445.101)**

MATERIAL EVENT STAMENT FORM

Address	:	Taşdelen Mah.Sırrı Çelik Bulvarı No:7 Çekmeköy/İstanbul
Phone and Fax No.	:	0216 430 00 00 / 0216 430 80 15
Phone and Fax No. of Investor Relations Department	:	0216 430 00 00 / 0216 430 80 15
Is the Statement a Delayed Announcement?	:	No
Brief Information	:	Information Document Regarding The Ordinary General Assembly

Disclosure :

The information and reports regarding to the agenda items that will be discussed in General Assembly in lline with the provisions of CMB Corporate Governance Principles and CMB regulations are submitted for the information of investors on the Company website (www.tatkonserve.com) "Corporate Overview and Governance" section's "General Assembly Meeting" link.

We herewith declare that our explanations above are in compliance with the principles set out in the communiqué of the Board with Serial : VIII and No 54 and that it fully reflects the information we have acquired in connection with the matter(s); that such information is in conformity with our books, records and documents, that we have shown all the necessary efforts to obtain information regarding this matter fully and correctly and that we are responsible for the explanation provided herein.

Sincerely yours,

N.Şenol TOLAN

Accounting Manager

27.02.2013 - 17:09:17

Tamer SOYUPAK

Ass. Gen. Man.-Accounting and Finance

27.02.2013 - 17:09:17

MATERIAL EVENT STATEMENT FORM -PROGRESS ABOUT ISSUING DEBT SECURITY

Address	:	Taşdelen Mah.Sırrı Çelik Bulvarı No:7 Çekmeköy/İstanbul
Phone and Fax No.	:	0216 430 00 00 / 0216 430 80 15
Phone and Fax No. of Investor Relations Department	:	0216 430 00 00 / 0216 430 80 15
Is the Statement for Update?	:	Yes
Is the Statement for Amendment?	:	No
Is the Statement a Delayed Announcement?	:	No
Date of the related Previous Statement	:	25.01.2013
Brief Information	:	CMB Approval for Issuing Debt Security

ISIN Code of Debt Security	:	TRSTATK31516
Type of Debt Security	:	Debenture Bond
Maturity Date of Debt Security	:	24 Months
Nominal Amount of Debt Security	:	50.000.000,- TL

Disclosure:

The document regarding to the debenture bond that will be issued as 50 Million TL amount with 24-months maturity, fix coupon payment per 6-month and the sales will be made to the qualified investors and/or by private placement without public offering in domestic market which was disclosed with the Material Event Statement Form dated January 25, 2013 has been approved by Capital Market Board and attached herewith.

We herewith declare that our explanations above are in compliance with the principles set out in the communiqué of the Board with Serial : VIII and No 54 and that it fully reflects the information we have acquired in connection with the matter(s); that such information is in conformity with our books, records and documents, that we have shown all the necessary efforts to obtain information regarding this matter fully and correctly and that we are responsible for the explanation provided herein.

Sincerely yours,

N.Şenol TOLAN
Accounting Manager
08.03.2013- 17:43:47

Tamer SOYUPAK
Ass. Gen. Man.-Accounting and Finance
08.03.2013- 17:43:47

ORTAKLIK HAKKI VERMEYEN SPA-İHRAÇ BELGESİ

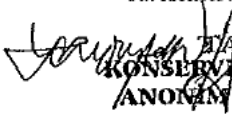
TAT KONSERVE SANAYİİ A.Ş.'NİN HALKA ARZ EDİLMEKSİZİN İHRAÇ EDECEĞİ
ORTAKLIK HAKKI VERMEYEN SERMAYE PİYASASI ARAÇLARINA İLİŞKİN
TERTİP İHRAÇ BELGESİDİR

İşbu ihraç belgesi Sermaye Piyasası Kurulu'nun 06.03.2012 tarih ve 7/2012 sayılı kararı ile onaylanmıştır. Ancak bu belgenin onaylanması ihraççının veya ihraç belgesine konu sermaye piyasası araçlarının veya bunların fiyatlarının Kurul veya kamuya tekeffülü anlamına gelmez ve bu sermaye piyasası araçlarında yapılacak işlemlere ilişkin bir tavsiye olarak da kabul edilemez. Ayrıca ihraç edilecek sermaye piyasası araçlarının fiyatı ihraççı tarafından belirlenmiş olup, fiyatın belirlenmesinde Sermaye Piyasası Kurulu'nun herhangi bir takdir ya da onay yetkisi yoktur.

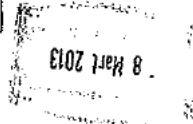
Ortaklığımıza ve işbu ihraç belgesine konu ortaklık hakkı vermeyen sermaye piyasası araçlarına ilişkin bilgiler aşağıda yer almaktadır.

İhraççının Ticaret Unvanı	:	Tat Konserve Sanayii A.Ş.
İhraççının Bağlı Bulunduğu Ticaret Sicil Memurluğu ve Ticaret Sicil Numarası	:	İstanbul / 96638
İhraç İlişkin Yetkili Organ Kararı/Karar Tarihi	:	Yönetim Kurulu Kararı / 25.01.2013
İhraç Aracılık Eden Aracı Kuruluşun Ticaret Unvanı(Varsa)	:	Garanti Yatırım Menkul Kıymetler A.Ş.
İhraç Edilecek Sermaye Piyasası Aracının Türü	:	Tahvil
Satışın Gerçekleştirileceği Yer	:	Yurtiçi
Satış Yöntemi	:	Yurtiçinde nitelikli yatırımcıya satış/yurtiçinde tabisli satış
İşbu İhraç Belgesi Kapsamında İhraç Edilecek Sermaye Piyasası Aracının Toplam Nominal Değeri(TL)	:	50.000.000,- (Elli milyon Türk Lirası)
Sermaye Piyasası Kurulu'na İhraççıya Verilmiş Limit (Toplam Nominal Değer Olarak, TL) ile Bu Limit Kapsamında Daha Önce Gerçekleştirilen İhraçların Nominal Değeri(TL)	:	100.000.000,- (Yüz milyon Türk Lirası)
İhraç Edilecek Sermaye Piyasası Aracının Vadesi	:	24 ay
Garantörün Ticaret Unvanı(Varsa)	:	Garanti Yatırım Menkul Kıymetler A.Ş.

Kanuni yetki ve sorumluluklarımız dahilinde ve göreviniz çerçevesinde bu ihraç belgesinde yer alan bilgilerin gerçeğe uygun olduğunu ve ihraç belgesinde bu bilgilerin anlamını değiştirecek nitelikte bir eksiklik bulunmadığını beyan ederiz.

İhraççı Tat Konserve Sanayii A.Ş.	
 KONSERVE SANAYİİ ANONİM ŞİRKETİ	
Tamer Soyupak Genel Müdür Yardımcısı Mali İşler ve Finans	Arzu Aslan Kesimer Genel Müdür

08 Mart 2013



MATERIAL EVENT STATEMENT FORM

Address	:	Taşdelen Mah.Sırrı Çelik Bulvarı No:7 Çekmeköy/İstanbul
Phone and Fax No.	:	0216 430 00 00 / 0216 430 80 15
Phone and Fax No. of Investor Relations Department	:	0216 430 00 00 / 0216 430 80 15
Is the Statement for Update?	:	Yes
Is the Statement a Delayed Announcement?	:	No
Brief Information	:	CMB Approval for Registered Capital Ceiling Validity Period and Change in Articles of Association

Related Issue	:	Update for Validity of Registered Capital Ceiling
Status of Application to Capital Market Board	:	Approved
Approval Date of Capital Market Board	:	11.03.2013
Current Registered Share Capital (TL)	:	250.000.000,00
Requested Registered Share Capital Validity Date	:	31.12.2017
Date of Related General Assembly Meeting	:	20.03.2013

Disclosure :

Validity of Registered Capital Ceiling and Change in Articles of Association is approved by Capital Market Board and attached herewith.

We herewith declare that our explanations above are in compliance with the principles set out in the communiqué of the Board with Serial : VIII and No 54 and that it fully reflects the information we have acquired in connection with the matter(s); that such information is in conformity with our books, records and documents, that we have shown all the necessary efforts to obtain information regarding this matter fully and correctly and that we are responsible for the explanation provided herein.

Sincerely yours,

N.Şenol TOLAN
Accounting Manager
12.03.2013 – 18:15

Tamer SOYUPAK
Ass. Gen. Man.-Accounting and Finance
12.03.2013 – 18:15

MATERIAL EVENT STATEMENT FORM -PROGRESS ABOUT ISSUING DEBT SECURITY

Address	:	Taşdelen Mah.Sırrı Çelik Bulvarı No:7 Çekmeköy/İstanbul
Phone and Fax No.	:	0216 430 00 00 / 0216 430 80 15
Phone and Fax No. of Investor Relations Department	:	0216 430 00 00 / 0216 430 80 15
Is the Statement for Update?	:	Yes
Is the Statement for Amendment?	:	No
Is the Statement a Delayed Announcement?	:	No
Date of the related Previous Statement	:	08.03.2013
Brief Information	:	Completion of Debenture Bond Sale

ISIN Code of Debt Security	:	TRSTATK31516
Type of Debt Security	:	Debenture Bond
Sales Type	:	Qualified Investors
Nominal Amount of Debt Security Issued	:	50.000.000,- TL
Nominal Amount of Debt Security Sold	:	50.000.000,- TL
Issue Price	:	-
Maturity Date of Debt Security	:	12.03.2015
Payback Schedule	:	fix coupon payment per 6-month, principal payment at maturity
Interest Rate	:	Coupon Interest: 3,6452%, Simple Interest : 7,3105%, Compounded Interest: 7,4445%

Disclosure:

The sale of 50 Mio TL nominal amounting debenture bond that has been approved by Capital Market Board on March 6, 2013 , completed at March 13, 2013 with today's value date.

We herewith declare that our explanations above are in compliance with the principles set out in the communiqué of the Board with Serial : VIII and No 54 and that it fully reflects the information we have acquired in connection with the matter(s); that such information is in conformity with our books, records and documents, that we have shown all the necessary efforts to obtain information regarding this matter fully and correctly and that we are responsible for the explanation provided herein.

Sincerely yours,

N.Şenol TOLAN
Accounting Manager
14.03.2013 - 19:15

Tamer SOYUPAK
Ass. Gen. Man.-Accounting and Finance
14.03.2013 - 19:15

MATERIAL EVENT STAMENT FORM

Address	:	Taşdelen Mah.Sırrı Çelik Bulvarı No:7 Çekmeköy/İstanbul
Phone and Fax No.	:	0216 430 00 00 / 0216 430 80 15
Phone and Fax No. of Investor Relations Department	:	0216 430 00 00 / 0216 430 80 15
Is the Statement a Delayed Announcement?	:	No
Brief Information	:	Task Assignment for Board of Directors and Committee Member Assignment

Our Board of Directors resolved during the meeting on 17.04.2013 that;

1- Mr. İbrahim Tamer Haşimoğlu is appointed as the Chairman of the Board of Directors, Ms. Semahat Sevim Arsel as the Deputy Chairman of the Board of Directors,

2- Board of Directors Committees are continue to operate with the current working principles;

a) The Committe Responsible from Audit has two members of which are among independent members of Board of Directors, Mr. Mansur Özgün is appointed as Chairmain and Mr. Arif Nuri Bulut is appointed as Member,

b) The Corporate Governance Committe has two members of whom Chairman is among independent members of Board of Directors, Mr. Mansur Özgün is appointed as Chairmain and Mr. Mehmet Ömer Koç is appointed as Member,

c) The Risk Management Committe has two members of whom Chairman is among independent members of Board of Directors, Mr. Arif Nuri Bulut is appointed as Chairmain and Mr. Yıldırım Ali Koç is appointed as Member,

d) The Executive Committe has two members, Mr. İbrahim Tamer Haşimoğlu is appointed as Chairmain and Ms. Arzu Aslan Kesimer is appointed as Member ,

We herewith declare that our explanations above are in compliance with the principles set out in the communiqué of the Board with Serial : VIII and No 54 and that it fully reflects the information we have acquired in connection with the matter(s); that such information is in conformity with our books, records and documents, that we have shown all the necessary efforts to obtain information regarding this matter fully and correctly and that we are responsible for the explanation provided herein.

Sincerely yours,

N.Şenol TOLAN
Accounting Manager
17.04.2013 - 18:45

Tamer SOYUPAK
Ass. Gen. Man.-Accounting and Finance
17.04.2013 – 18:45

MATERIAL EVENT STAMENT FORM

Address	:	Taşdelen Mah.Sırrı Çelik Bulvarı No:7 Çekmeköy/İstanbul
Phone and Fax No.	:	0216 430 00 00 / 0216 430 80 15
Phone and Fax No. of Investor Relations Department	:	0216 430 00 00 / 0216 430 80 15
Is the Statement a Delayed Announcement?	:	No
Brief Information	:	Resignation and Assignment of Board Member

Our Board of Directors resolved during the meeting on 30.05.2013 that;

The resignation of Mr. Kunihiro Sato from Board Membership was approved as of 30.05.2013, and Mr. Masahire Sumitomo was elected as Board Member subject to the approval of the 1st corresponding General Assembly and having the same conditions with the other members as to the provisions of T. Commercial Code Article 363.

We herewith declare that our explanations above are in compliance with the principles set out in the communiqué of the Board with Serial : VIII and No 54 and that it fully reflects the information we have acquired in connection with the matter(s); that such information is in conformity with our books, records and documents, that we have shown all the necessary efforts to obtain information regarding this matter fully and correctly and that we are responsible for the explanation provided herein.

Sincerely yours,

N.Şenol TOLAN	Tamer SOYUPAK
Accounting Manager	Ass. Gen. Man.-Accounting and Finance
30.05.2013 - 18:00	30.05.2013 – 18:00

MATERIAL EVENT STAMENT FORM

Address	:	Taşdelen Mah.Sırrı Çelik Bulvarı No:7 Çekmeköy/İstanbul
Phone and Fax No.	:	0216 430 00 00 / 0216 430 80 15
Phone and Fax No. of Investor Relations Department	:	0216 430 00 00 / 0216 430 80 15
Original Announcement Date	:	29.01.2013
Is the Statement a Delayed Announcement?	:	No
Brief Information	:	Signing of Collective Labor Agreement

Material Event(s) to be explained :

The Collective Contract negotiations beginning on January 29, 2013 between Tekgıda-İş Sendikası and the Company for the period between 01.01.2013 and 31.12.2014 were concluded and mutually agreed.

1- The minimum wage at the workplace is the legal minimum wage. The employers to be employed for the first time shall be paid the minimum wage.

2- Increases in permanent employee wages:

a- Increase for the First Semiannual Period of 2013 :

The employees who are union members employed at the workplace on 01.01.2013 shall be subjected to an increase of 90,- TL/month over the salary as of 31.12.2012 and be valid from 01.01.2013. After this increase applied to the gross wage, the seniority increase of 2,- TL/month will be added for over 3 years and more seniors.

b- Increase for the Second Semiannual Period of 2013:

The monthly gross wages of the employees who are union members employed at the workplace on 01.07.2013 shall be increased firstly to 1.140 TL for whom wages are under this wage. Then, the gross monthly wages of the employees who are union members employed at the workplace on 01.07.2013 shall be subjected to an increase by a rate that is equal to the rate of change in the Consumer Price Index for Turkey in General announced by the Turkey Statistics Institute for the period 01.01.2013- 30.06.2013, the wages will be valid from 01.07.2013.

c- Increase for the First Semiannual Period of 2014:

The monthly gross wages of the employees who are union members employed at the workplace on 01.01.2014 shall be subjected to an increase by a rate that is equal to the rate of change in the Consumer Price Index for Turkey in General announced by the Turkey Statistics Institute for the period 01.07.2013- 31.12.2013, as compared to the wages they were receiving on 31.12.2013 valid from January 1, 2014.

d- Increase for the Second Semiannual Period of 2014:

The monthly gross wages of the employees who are union members employed at the workplace on 01.07.2014 shall be subjected to an increase by a rate that is equal to the rate of change in the Consumer Price Index for Turkey in General announced by the Turkey Statistics Institute for the period 01.01.2014- 30.06.2014, as compared to the wages they were receiving on 30.06.2014 valid from July 1, 2014.

3- Social benefits are also increased according to the current conditions.

Please, kindly be informed.

We herewith declare that our explanations above are in compliance with the principles set out in the communiqué of the Board with Serial : VIII and No 54 and that it fully reflects the information we have acquired in connection with the matter(s); that such information is in conformity with our books, records and documents, that we have shown all the necessary efforts to obtain information regarding this matter fully and correctly and that we are responsible for the explanation provided herein.

Sincerely yours,

N.Şenol TOLAN
Accounting Manager
25.07.2013-10:30

Tamer SOYUPAK
Ass. Gen. Man.-Accounting and Finance
25.07.2013-10:30

MATERIAL EVENT STAMENT FORM

Address	:	Taşdelen Mah.Sırrı Çelik Bulvarı No:7 Çekmeköy/İstanbul
Phone and Fax No.	:	0216 430 00 00 / 0216 430 80 15
Phone and Fax No. of Investor Relations Department	:	0216 430 00 00 / 0216 430 80 15
Original Announcement Date	:	30.07.2013
Is the Statement a Delayed Announcement?	:	No
Brief Information	:	Board Decision Regarding To the Change of the Company Title

Material Event(s) to be explained :

Our Board of Directors resolved during the meeting dated 29.07.2013 that, the Article 2 “ Title of the Company” of the Articles of Association of the Company is revised as attached, the required permissions are provided from Capital Market Board and T.R. Custom and Trade Ministry, and submitted to the approval of this change by the shareholders at the first General Shareholders Meeting.

We herewith declare that our explanations above are in compliance with the principles set out in the communiqué of the Board with Serial : VIII and No 54 and that it fully reflects the information we have acquired in connection with the matter(s); that such information is in conformity with our books, records and documents, that we have shown all the necessary efforts to obtain information regarding this matter fully and correctly and that we are responsible for the explanation provided herein.

Sincerely yours,

N.Şenol TOLAN Tamer SOYUPAK
Accounting Manager Ass. Gen. Man.-Accounting and Finance
30.07.2013-08:16 30.07.2013-08:16

TAT KONSERVE SANAYİİ A.Ş. – DRAFT OF CHANGE IN THE ARTICLES OF ASSOCIATION- ARTICLE 2

OLD TEXT	NEW TEXT
Article 2 : TITLE OF THE COMPANY The business name of the company is Tat Konserve Sanayii Anonim Şirketi and is hereinafter referred to as “the Company”.	Article 2 : TITLE OF THE COMPANY The business name of the company is Tat Gıda Sanayi Anonim Şirketi and is hereinafter referred to as “the Company”.

MATERIAL EVENT STAMENT FORM

Address	:	Taşdelen Mah.Sırrı Çelik Bulvarı No:7 Çekmeköy/İstanbul
Phone and Fax No.	:	0216 430 00 00 / 0216 430 80 15
Phone and Fax No. of Investor Relations Department	:	0216 430 00 00 / 0216 430 80 15
Original Announcement Date	:	30.07.2013
Is the Statement a Delayed Announcement?	:	No
Brief Information	:	Change of the Company Title

Material Event(s) to be explained :

The change in the Articles Association of the Company regarding to the title of The Company had been approved by Capital Market Board and T.R. Custom and Trade Ministry.

We herewith declare that our explanations above are in compliance with the principles set out in the communiqué of the Board with Serial : VIII and No 54 and that it fully reflects the information we have acquired in connection with the matter(s); that such information is in conformity with our books, records and documents, that we have shown all the necessary efforts to obtain information regarding this matter fully and correctly and that we are responsible for the explanation provided herein.

Sincerely yours,

N.Şenol TOLAN Tamer SOYUPAK
Accounting Manager Ass. Gen. Man.-Accounting and Finance
01.10.2013-17:06 01.10.2013-17:06

TAT KONSERVE SANAYİİ A.Ş. – DRAFT OF CHANGE IN THE ARTICLES OF ASSOCIATION- ARTICLE 2

OLD TEXT	NEW TEXT
Article 2 : TITLE OF THE COMPANY The business name of the company is Tat Konserve Sanayii Anonim Şirketi and is hereinafter referred to as “the Company”.	Article 2 : TITLE OF THE COMPANY The business name of the company is Tat Gıda Sanayi Anonim Şirketi and is hereinafter referred to as “the Company”.

MATERIAL EVENT STATEMENT FORM –General Shareholders Meeting Announcement

Address	:	Taşdelen Mah.Sırrı Çelik Bulvarı No:7 Çekmeköy/İstanbul
Phone and Fax No.	:	0216 430 00 00 / 0216 430 80 15
Phone and Fax No. of Investor Relations Department	:	0216 430 00 00 / 0216 430 80 15
Is the Statement for Update?	:	No
Is the Statement a Delayed Announcement?	:	No
Brief Information		Board Resolution about Extraordinary General Shareholders Meeting

Date of Board Resolution	:	01.10.2013
Type of Meeting	:	Extraordinary
Date and Time		30.10.2013 14:00
Address	:	Divan Oteli, Askerocağı Cad.No:1 Elmadağ/İST
Is there any agenda item about Change in Articles of Association regarding Company Title?	:	Yes
Is there any agenda item about Change in Articles of Association regarding Company Operations?	:	No
Is there any agenda item about Change in Articles of Association regarding Company Head Office?	:	No

Disclosure :

The Agenda of Extraordinary General Shareholders Meeting and Draft of Change in Articles of Association are attached.

We herewith declare that our explanations above are in compliance with the principles set out in the communiqué of the Board with Serial : VIII and No 54 and that it fully reflects the information we have acquired in connection with the matter(s); that such information is in conformity with our books, records and documents, that we have shown all the necessary efforts to obtain information regarding this matter fully and correctly and that we are responsible for the explanation provided herein.

Sincerely yours,

N.Şenol TOLAN
Accounting Manager
01.10.2013 17:58

Tamer SOYUPAK
Ass. Gen. Man.-Accounting and Finance
01.10.2013 – 17:58

**AGENDA OF THE EXTRAORDINARY GENERAL SHAREHOLDERS MEETING
DATED 30.10.2013 OF TAT KONSERVE SANAYİİ A.Ş.**

1. Opening and appointment of the Presidency of the Meeting,
2. Regarding to the provisions of item 363 of Turkish Commercial Code, approval of change in board membership within the year,
3. Provided that the necessary approvals are received from the Capital Market Board and the Ministry of Customs and Trade of the Republic of Turkey, approval, approval by amendment and refusal of the recommendation of the Board of Directors regarding amendment of the Article 2 of the Articles of Association
4. Comments and opinions.

**TAT KONSERVE SANAYİİ A.Ş. – DRAFT OF CHANGE IN THE ARTICLES OF
ASSOCIATION- ARTICLE 2**

OLD TEXT	NEW TEXT
Article 2 : TITLE OF THE COMPANY The business name of the company is Tat K conserve Sanayii Anonim Şirketi and is hereinafter referred to as “the Company”.	Article 2 : TITLE OF THE COMPANY The business name of the company is Tat Gıda Sanayi Anonim Şirketi and is hereinafter referred to as “the Company”.

MATERIAL EVENT STATEMENT FORM

Address	Taşdelen Mahallesi Sırrı Çelik Bulvarı No:7 Çekmeköy/İstanbul
Phone and Fax No.	0216 430 00 00 / 0216 430 80 15
Phone and Fax No. of Investor Relations Department	0216 430 00 00 / 0216 430 80 15
Is the Statement a Delayed Announcement?	No
Brief Information	Evaluation of Strategic Opportunities for the subsidiary-Harranova

Disclosure :

It is resolved by the Board of Directors of Harranova that tomato and tomato paste operations are ceased and the studies for the evaluation of strategic opportunities are began due to the unsatisfactory profitability from the current operations. Harranova will hold Extraordinary Shareholders Meeting on December 26, 2013 for the submission of the provided results to the consideration of shareholders within the frame of restructuring of the operations and strategic options including material asset sales.

In this respect, the studies for the evaluation of strategic options including Harranova share or fixed asset sale is begun by our Company.

We herewith declare that our explanations above are in compliance with the principles set out in the communiqué of the Board with Serial : VIII and No 54 and that it fully reflects the information we have acquired in connection with the matter(s); that such information is in conformity with our books, records and documents, that we have shown all the necessary efforts to obtain information regarding this matter fully and correctly and that we are responsible for the explanation provided herein.

Sincerely yours,

N.Şenol TOLAN
Accounting Manager
14.10.2013 – 12:45

Tamer SOYUPAK
Ass. Gen. Man.-Accounting and Finance
14.10.2013 – 12:45

MATERIAL EVENT STATEMENT FORM

Approval of Extraordinary General Shareholders Meeting Resolutions

Address	:	Taşdelen Mahallesi Sırrı Çelik Bulvarı No:7 Çekmeköy/İstanbul
Phone and Fax No.	:	0216 430 00 00 / 0216 430 80 15
Phone and Fax No. of Investor Relations Department	:	0216 430 00 00 / 0216 430 80 15
Is the Statement for Update?	:	Yes
Is the Statement a Delayed Announcement?	:	No
Brief Information		Approval of Extraordinary General Shareholders Meeting

Type of General Shareholders Meeting	:	Extraordinary
Date and Time	:	30.10.2013 14:00
Approval Date	:	15.11.2013

Disclosure :

The Extraordinary Shareholders Meeting dated October 30, 2013 and change in the Articles of Association regarding to the Title of the Company was approved by Istanbul Trade Registry Office on November 15, 2013.

We herewith declare that our explanations above are in compliance with the principles set out in the communiqué of the Board with Serial : VIII and No 54 and that it fully reflects the information we have acquired in connection with the matter(s); that such information is in conformity with our books, records and documents, that we have shown all the necessary efforts to obtain information regarding this matter fully and correctly and that we are responsible for the explanation provided herein.

Sincerely yours,

N.Şenol TOLAN
Accounting Manager
15.11.2013 10:35

Tamer SOYUPAK
Ass. Gen. Man.-Accounting and Finance
15.11.2013 – 10:35

MATERIAL EVENT STATEMENT FORM

Change in the Title of Company

Address	:	Taşdelen Mahallesi Sırrı Çelik Bulvarı No:7 Çekmeköy/İstanbul
Phone and Fax No.	:	0216 430 00 00 / 0216 430 80 15
Phone and Fax No. of Investor Relations Department	:	0216 430 00 00 / 0216 430 80 15
Is the Statement for Update?	:	Yes
Is the Statement a Delayed Announcement?	:	No
Original Announcement Date	:	30.07.2013
Brief Information	:	Change in the Title of Company

Former Title	:	Tat Konserve Sanayii A.Ş.
New Title	:	Tat Gıda Sanayi A.Ş.
Approval Date	:	15.11.2013

Disclosure :

We herewith declare that our explanations above are in compliance with the principles set out in the communiqué of the Board with Serial : VIII and No 54 and that it fully reflects the information we have acquired in connection with the matter(s); that such information is in conformity with our books, records and documents, that we have shown all the necessary efforts to obtain information regarding this matter fully and correctly and that we are responsible for the explanation provided herein.

Sincerely yours,

N.Şenol TOLAN
Accounting Manager
15.11.2013 10:40

Tamer SOYUPAK
Ass. Gen. Man.-Accounting and Finance
15.11.2013 – 10:40

MATERIAL EVENT STAMENT FORM – FINANCIAL ASSET SALE

Address	:	Taşdelen Mah.Sırrı Çelik Bulvarı No:7 Çekmeköy/İstanbul
Phone and Fax No.	:	216 430 00 00 / 216 430 80 15
Phone and Fax No. of Investor Relations Department	:	216 430 00 00 / 216 430 80 15
Is the Statement for Update?	:	No
Is the Statement for Amendment?	:	No
Is the Statement a Delayed Announcement?	:	No
Date of the related Previous Statement	:	-
Brief Information	:	Sale of Tat Tohumculuk A.Ş. Shares

Date of Board Resolution about Sale	:	December 9, 2013
Title of Financial Asset Sold	:	Tat Tohumculuk A.Ş.
Purpose of the Financial Asset Sold	:	Production , import and export of seed
Capital of the Financial Asset Sold	:	1.300.000 TL
Completion Date of the Transaction	:	December 9,2013
Sales Condition	:	In Advance
Nominal Value of the Shares Sold	:	390.000 TL
Price of each Share	:	38,50 TL (per 1 TL Nominal Valued Share)
Total Value	:	15.000.000 TL
The Ratio of Sales to the Capital of Financial Asset Sold (%)	:	30%
The Ratio after sale in the Financial Asset Sold (%)	:	0
The Voting Rigths Ratio after sale in the Financial Asset Sold (%)	:	0
The Ratio of the Financial Asset Sold to Total Assets of the Company (%)	:	1,03%
The effect to the Company's Operations	:	There isn't any material effect.
Amount of Profit/Loss From Financial Asset's Sale	:	8.029.966 TL Proift
If profit , how will be the profit utilized	:	Not Defined yet.
Date of Board Resolution regarding to the utilization of profit	:	-
Title of the Purchaser	:	Kagome Co. Ltd.
Relationship with the Purchaser	:	3,73% share in the Company
Valuation Method of Financial Asset	:	Bargain
Was the Valuation Report obtained or not	:	Not obtained.
If not, what is the reason	:	There isn't any obligation.
If yes, the amount specified as to the Valuation Report	:	-
The reason if the transaction wasn't/will not execute as to the result of Valuation Report	:	-

It is resolved that the participated shares with the nominal value of 390.000 TL of 1.300.000 TL in total capital of the subsidiary Tat Tohumculuk A.Ş. is sold to Kagome Co. Ltd. Settled in Japan with the amount of 15.000.000 TL. After the transaction, there aren't any shares of our Company and Koç Group in Tat Tohumculuk A.Ş.

We herewith declare that our explanations above are in compliance with the principles set out in the communiqué of the Board with Serial : VIII and No 54 and that it fully reflects the information we have acquired in connection with the matter(s); that such information is in conformity with our books, records and documents, that we have shown all the necessary efforts to obtain information regarding this matter fully and correctly and that we are responsible for the explanation provided herein.

Sincerely yours,

N.Şenol TOLAN
Accounting Manager
09.12.2013 19:05

Tamer SOYUPAK
Ass. Gen. Man.-Accounting and Finance
09.12.2013 – 19:05

MATERIAL EVENT STATEMENT FORM – FINANCIAL ASSET PURCHASE

Address	:	Taşdelen Mah.Sırrı Çelik Bulvarı No:7 Çekmeköy/İstanbul
Phone and Fax No.	:	216 430 00 00 / 216 430 80 15
Phone and Fax No. of Investor Relations Department	:	216 430 00 00 / 216 430 80 15
Is the Statement for Update?	:	No
Is the Statement for Amendment?	:	No
Date of the related Previous Statement	:	-
Brief Information	:	Acquisition of Financial Asset Shares

Date of Board Resolution about Acquisition	:	10.12.2013
Title of Financial Asset Acquired	:	Tedi İçecek Sanayi ve Ticaret A.Ş.
Purpose of Financial Asset Acquired	:	Production, sales and marketing of juice for kids
Capital of Financial Asset Acquired	:	100.000 TL
Method of Acquisition	:	Share Transfer
Completion Date of the Transaction	:	Consequently after the approval of Competition Board
Conditions of Acquisition	:	Cash in advance
Nominal Value of Acquired Amount	:	50.000 TL
Purchase Price of Each Share	:	1 TL
Total Amount	:	50.000 TL
The Ratio of Acquired Share to the Capital of Financial Asset Sold (%)	:	% 50
The Participation Ratio in the Financial Asset after Acquisition (%)	:	% 50
The Voting Rights Ratio in the Financial Asset after Acquisition (%)	:	% 50
The Ratio of the Financial Asset Acquired to Total Assets of the Company (%)	:	%0,007
The effect to the Company's Operations	:	There will be positive effect to the sector that Tat Gıda also incorporated in terms of new market.
Indemnity to Call for Shares	:	No
If there is indemnity to call for shares, will there be any exemption right application	:	No
Title of Seller/Transferor	:	Maspex-Gmw SP. Z O.O. S.K.A
Relationship with the Seller/Transferor	:	No relationship in terms of management and capital.
Valuation Method of Financial Asset	:	Bargain.
Was the Valuation Report obtained or not	:	Not obtained.
If not, what is the reason	:	There isn't any obligation.
If yes, the amount specified as to the Valuation Report	:	-
The reason if the transaction wasn't/will not execute as to the result of Valuation Report	:	-

Disclosure :

Regarding to the Board resolution, in purpose of leadership to the kids juice market in Turkey, Share Purchase Agreement signed between MASPEX-GMW SP. Z O.O. S.K.A. and our Company to purchase 50.000 TL nominal valued shares with the value of 50.000 TL of Tedi İecek Sanayi ve Ticaret A.Ş. with the total capital of 100.000 TL that belongs 100% to Maspex settled in Poland and is one of the big companies in Europe. As to the provisions of Share Purchase Agreement, the completion of the transaction is subject to the approval of Competition Board, the amount will be paid on the share transfer date consequently after the approval.

Additionally, the Shareholders Agreement (SHA) signed between our Company and Maspex in order to set the managerial structure of Tedi A.Ş. to define the legal relationship, rights and liabilities of the Parties. In SHA, Maspex and our Company commits to increase the paid-in capital of Tedi A.Ş. to 27.000.000 TL in cash within 10 days after the completion of share transfer. In this context, our Company will participate into the said capital increase with the share of its own 50% and hence 13.450.000 TL in cash, and the nominal value shareholdership amount in Tedi A.Ş. will increase to 13.500.000 TL.

In line with this partnership, Licence Agreements among Tedi, our Company and Ko Holding for the utilization of Ko and Tat logos and trademarks, Technical Support Agreement between Tedi and Maspex for marketing and product developmen issuest; Distribution Agreement between Tedi and Duzey Tüketim Malları Sanayi Pazarlama ve Ticaret A.Ş. (a Ko Group Company) for the distribution of products are arranged, and Tedi will execute the operations in line with these agreements.

We herewith declare that our explanations above are in compliance with the principles set out in the communiqué of the Board with Serial : VIII and No 54 and that it fully reflects the information we have acquired in connection with the matter(s); that such information is in conformity with our books, records and documents, that we have shown all the necessary efforts to obtain information regarding this matter fully and correctly and that we are responsible for the explanation provided herein.

Sincerely yours,

N.Şenol TOLAN	Tamer SOYUPAK
Accounting Manager	Ass. Gen. Man.-Accounting and Finance
10.12.2013 - 17:53	10.12.2013 - 17:53

MATERIAL EVENT STAMENT FORM – FIXED ASSET PURCHASE

Address	:	Taşdelen Mah.Sırrı Çelik Bulvarı No:7 Çekmeköy/İstanbul
Phone and Fax No.	:	216 430 00 00 / 216 430 80 15
Phone and Fax No. of Investor Relations Department	:	216 430 00 00 / 216 430 80 15
Is the Statement for Update?	:	Yes
Is the Statement for Amendment?	:	No
Is the Statement a Delayed Announcement?	:	No
Date of the related Previous Statement	:	14.10.2013
Brief Information	:	Fixed Asset Purchase from Harranova A.Ş.

Type of Fixed Asset Subject to Purchase	:	Machinery, equipment
Place, Size of Fixed Asset Subject to Purchase	:	-
Date of Board Resolution About Purchase	:	26.12.2013
Total Purchase Price	:	6.960.500.-TL
Ratio of Purchase Price to the Paid-in Capital of The Shareholdership (%)	:	%5,11
Ratio of Purchase Price to the Total Assets Lastly Disclosed to the Public (%)	:	%1,03
Ratio of Purchase Price to the Net Fixed Assest Lastly Disclosed to the Public (%)	:	%5,21
Purchasing Conditions	:	Advance payment
Completion Date of Transaction	:	The transaction is targeted to be completed within 4 months.
Purpose of Purchase and Effects to the Operations of Shareholdership	:	The purchased machinery & equipment will be utilizaed for tomato paste production.
Seller	:	Harranova Besi ve Tarım Ürünleri A.Ş.
Relationship with the Seller	:	Subsidiary
Valuation Method of Fixed Asset's Value	:	The price indicated in the valuation report that was proived by independent asset valuation company, has been taken into account. .
Is there Valuation Report or not?	:	Yes.
If not, what is the reason?	:	-
If yes, Price Indicated in the Report?	:	6.960.500.-TL
Reason if the transaction is/will not made in line with the valuation report result.	:	-

ADDITIONAL DISCLOSURE:

As mentioned in the material disclosure dated 14.10.2013, at the Extraordinary Shareholders Meeting of Harranova Besi ve Tarım Urunleri A.Ş. (Harranova), the Company's subsidiary, dated today it is resolved that the equipments of Harranova A.S.'s tomato paste production, is sold to Tat Gıda Sanayi A.S. with the price of 6.960.500.-TL+VAT in line with the amount provided in the valuation report of Vakıf Gayrimenkul Değerleme A.Ş. and after the completion of sales transaction and in line with the power of the Board of Directors given by Code of Commerce, the Board of Directors has the power to sell the remaining of fixed assets.

At the Board Meeting of the Company, it is resolved that the Company purchases the above mentioned machinery and equipment from Harranova A.Ş. with the price of 6.960.500.-TL and the Company Management has the power to make the necessary transactions.

We herewith declare that our explanations above are in compliance with the principles set out in the communiqué of the Board with Serial : VIII and No 54 and that it fully reflects the information we have acquired in connection with the matter(s); that such information is in conformity with our books, records and documents, that we have shown all the necessary efforts to obtain information regarding this matter fully and correctly and that we are responsible for the explanation provided herein.

Sincerely yours,

N.Şenol TOLAN	Tamer SOYUPAK
Accounting Manager	Ass. Gen. Man.-Accounting and Finance
26.12.2013 - 18:45	26.12.2013 - 18:45