

**FROM PRESIDENCY OF BOARD OF DIRECTORS OF  
TAT KONSERVE SANAYİİ A.Ş.  
ANNOUNCEMENT FOR THE ORDINARY GENERAL SHAREHOLDERS MEETING  
DATED 20.03.2013**

Ordinary General Shareholders Meeting of our Company shall take place on 20.03.2013, Wednesday at 11:00 hours at the address “Divan Oteli, Askerocağı Cad. No:1 Elmadağ-Şişli/Istanbul (Tel: +90 212 315 55 00)”.

The Reports of the Board of Directors and Audit Report for the Year 2012 and Financial Statements and the Independent Audit Report, Offer Regarding Distribution of Profit and Annual Report and the attached Corporate Governance Principles Compliance Report and these items on the agenda and the detailed Disclosure Note that contains the explanations necessary for compliance with the regulations of the Capital Market Board shall be made available for inspection by our esteemed shareholders at the Company's Head Office, Company's website at [www.tatkonserve.com](http://www.tatkonserve.com), and in the Electronic General Shareholders Meeting system of the Central Registry Agency for three weeks before the meeting, which is the legal period.

Our shareholders, who will not be able to attend the assembly in person, need to supply their power of attorneys according to the attached sample or to get a copy of the power of attorney form from Yapı Kredi Yatırım Menkul Değerler A.Ş. (Yapı Kredi Plaza / Levent-Istanbul) and our Company's departments and the website of our company at [www.tatkonserve.com](http://www.tatkonserve.com), provided that the rights and liabilities of the shareholders to attend through electronic means shall be reserved, and in this parallel, also to fulfill the issues stipulated in the Communiqué of the Capital Market Board, Series: IV, No. 8 published in Official Gazette dated 09.03.1994 and numbered 21872, and to deliver the Company their power of attorneys with notarized signatures. It is not necessary for an attorney appointed through electronically on the Electronic General Assembly System to submit power of attorney.

Our shareholders, who will vote through the Electronic General Assembly System, are kindly asked to receive information from the Central Registry Agency, our Company's website at [www.tatkonserve.com](http://www.tatkonserve.com) or our Company's Head Office (Tel:0216 430 00 00) so that they can meet their liabilities within the scope of the respective Regulations and the Communiqué.

The information on the persons to represent the Shareholders as the Corporate Representative is provided below.

Under article 415, item 4 of the New Turkish Commercial Code numbered 6102 [and article 30, item 1 of the Capital Market Code], attendance to general assembly and the right to vote shall not be conditional upon depositing share certificates. Within this framework, our shareholders do not have to block their shares in case they would like to attend the General Shareholder Meeting. However, if our shareholders, who do not want their identities and information on the shares in their accounts to be notified to our Company and therefore whose information cannot be seen by our Company, intend to attend the General Assembly, they need to apply to the broker firms, where their accounts are held, and they need to make sure that the **“limitation” preventing notification to our Company** their identities and information on the shares in their accounts by not later than 16.30 hours on the day preceding the General Assembly.

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

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

Under the Capital Market Code, the Shareholders shall not be served separate notices by registered mail for the registered shares enlisted in the stock exchange.

The Shareholders are kindly asked to be informed.

**BOARD OF DIRECTORS**

**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.