

Istanbul Trade Registry Office- 96638

**FROM PRESIDENCY OF BOARD OF DIRECTORS OF
TAT GIDA SANAYİ A.Ş.
ANNOUNCEMENT FOR THE ORDINARY GENERAL SHAREHOLDERS MEETING
DATED 25.03.2014**

Ordinary General Shareholders Meeting of our Company shall take place on 25.03.2014, Tuesday at 11:00 a.m. at the address “Divan Oteli, Askerocağı Cad. No:1 Elmadağ-Şişli/Istanbul (Tel: +90 212 315 55 00 Fax: 0212 315 55 15)” to discuss the operations executed in 2013 and agenda stated below.

Financial Statements, Independent Audit Report, Proposal Regarding to Distribution of Profit and Annual Report and the attached Corporate Governance Principles Compliance Report and the said items on the agenda and the detailed Disclosure Note that contains the explanations required 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.tatgida.com, and in the Electronic General Shareholders Meeting system of the Central Registry Agency for three weeks before the meeting, which is the legal notice 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.tatgida.com, provided that the rights and liabilities of the shareholders to attend through electronic means shall be reserved, and in this parallel, also to fulfill the issues stipulated in the Communiqué of the Capital Market Board No. II-30.1 published in Official Gazette dated 24.12.2013 and numbered 28861, and to present to 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 any power of attorney. The power of attorneys that are the requirement as to the provisions of the related communiqué and aren't conforming the sample enclosed herewith, wouldn't be accepted due to our lawful responsibility.

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

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 subject to deposit the 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.

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.

In accordance with the Capital Market Code, the Shareholders shall not be sent separate notices by registered mail for the registered shares enlisted in the stock exchange.

The Shareholders are kindly be informed.

TAT GIDA SANAYİ A.Ş. BOARD of DIRECTORS

Address : Taşdelen Mah.Sırrı Çelik Bulvarı No:7 Çekmeköy/İstanbul

AGENDA OF THE ORDINARY GENERAL SHAREHOLDERS MEETING DATED 25.03.2014 OF TAT GIDA SANAYİ A.Ş.

1. Opening and appointment of the Chair of the Assembly,
2. Presentation, negotiation and approval of 2013 Annual Report issued by the Board of Directors of the Company,
3. Presentation of the Independent Audit Report Summary related to year 2013 accounting period,
4. Presentation, negotiation and approval of the Financial Statements related to year 2013 accounting period,
5. Release of the members of the Board of Directors for the operations of the Company in year 2013,
6. Approval of the "Profit Distribution Policy" of the Company for year 2013 and the succeeding years under the regulations of the Capital Market Board,
7. Approval, approval through amendment or refusal of the proposal of the Board of Directors about the distribution of profit and the date of distribution of the profit for year 2013,
8. 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,
9. 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,
10. Determining the monthly gross remunerations for the members of the Board of Directors,
11. Approval of the Independent Audit Company selected by the Board of Directors under the Turkish Commercial Code and the regulations of Capital Market Board,
12. Informing the Shareholders about the transactions with related parties that took place in 2013 within the scope of the regulations of Capital Market Board,
13. Informing the Shareholders about the donations and grants to the associations and foundations by the Company for social aid purposes in 2013 and determining an upper limit for the grants to take place in 2014 in accordance with the provisions of Capital Market Board,
14. Informing the Shareholders about the guarantees, pledges and liens given in favor of the third parties, and incomes or benefits provided by the Company and its subsidiaries in 2013 as to the regulations of Capital Market Board,
15. Permission for the shareholders, members of the Board of Directors, and senior managers, who have control in management, and their spouses and relatives up to second generation by heritage or by marriage, within the framework of 395 and 396 of the Turkish Commercial Code and informing the shareholders about the transactions realized in 2013 in parallel with the Corporate Governance Principles of the Capital Market Code,
16. Comments and opinions.

SAMPLE POWER OF ATTORNEY

TAT GIDA SANAYİ A.Ş.

I hereby appoint whose details are provided below, as my true and lawful attorney-in-fact to represent me in parallel with the views submitted below during the Ordinary General Shareholders Meeting of Tat Gıda Sanayi A.Ş. that takes place on 25.03.2014, Tuesday at 11:00 a.m. at Divan Oteli, Askerocağı Cad. No:1 Elmadağ-Şişli/İstanbul, Turkey, to vote, to give proposal and to sign the necessary documents.

The Representative's(*);

Name & Surname / Title of the Company :

TR Identity No./Tax No., Trade Registry and No, and MERSIS no :

(*) For the representatives who are other than Turkish in nationality, they should provide the equivalent documents mentioned above.

A) THE SCOPE OF THE POWER TO REPRESENT

The scope of the power should be identified by choosing one of the (a), (b) or (c) sections below.

1. About the issues specified in the Agenda;

a) The attorney is authorized to vote in parallel with his own views for all the items on the agenda.

b) The attorney is authorized to vote in parallel with the suggestions of the company.

c) The attorney is authorized to vote in parallel with the instructions mentioned on below table.

If the shareholder chooses (c), he/she should specify Accepted or Rejected for each agenda item on the table below, and if Rejected were chosen and he/she would like to add any objection he/she should specify the objection in the related item.

Agenda Items (*)	Accepted	Rejected	Objection
1 Opening and appointment of the Chair of the Assembly			
2 Presentation, negotiation and approval of 2013 Annual Report issued by the Board of Directors of the Company			
3 Presentation of the Independent Audit Report Summary related to year 2013 accounting period			
4 Presentation, negotiation and approval of the Financial Statements related to year 2013 accounting period			
5 Release of the members of the Board of Directors for the operations of the Company in year 2013			
6 Approval of the "Profit Distribution Policy" of the Company for year 2013 and the succeeding years under the regulations of the Capital Market Board			

7	Approval, approval through amendment or refusal of the proposal of the Board of Directors about the distribution of profit and the date of distribution of the profit for year 2013			
8	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			
9	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			
10	Determining the monthly gross remunerations for the members of the Board of Directors			
11	Approval of the Independent Audit Company selected by the Board of Directors under the Turkish Commercial Code and the regulations of Capital Market Board			
12	Informing the Shareholders about the transactions with related parties that took place in 2013 within the scope of the regulations of Capital Market Board			
13	Informing the Shareholders about the donations and grants to the associations and foundations by the Company for social aid purposes in 2013 and determining an upper limit for the grants to take place in 2014 in accordance with the provisions of Capital Market Board			
14	Informing the Shareholders about the guarantees, pledges and liens given in favor of the third parties, and incomes or benefits provided by the Company and its subsidiaries in 2013 as to the regulations of Capital Market Board			
15	Permission for the shareholders, members of the Board of Directors, and senior managers, who have control in management, and their spouses and relatives up to second generation by heritage or by marriage, within the framework of 395 and 396 of the Turkish Commercial Code and informing the shareholders about the transactions realized in 2013 in parallel with the Corporate Governance Principles of the Capital Market Code			
16	Comments and opinions.			

The items for information aren't voted.

(* The items in the Agenda are shown separately. If there is any separate draft resolution of the minority, it is stated separately after providing the vote by proxy.

2. Special instructions for the other issues that may arise in Shareholders Meeting and minority rights

- a) The attorney is authorized to vote in parallel with his own views.
- b) The attorney isn't authorized to vote for these issues.
- c) The attorney is authorized to vote in parallel with the instructions mentioned below.

SPECIAL INSTRUCTIONS; Instructions should be provided by the shareholder here.

B) The Shareholder indicates the shares that will be represented by the attorney choosing one of the options below.

1. I approve that the attorney would represent my shares detailed here below.

- a) Serial No: *
- b) No / Group : **
- c) Quantity-Nominal Value :
- ç) Any preemptive rights over the vote :
- d) Bearer - Registered Shares:
- e) The ratio to Total Shares of the Shareholder :

* This information isn't required for the registered shares.

** The group information will be provided instead of no for the registered shares.

2. I approve that the attorney would represent my whole shares as stated in the list provided by Central Registry Agency one day before the Shareholders Meeting.

NAME / LAST NAME OR BUSINESS TITLE OF THE SHAREHOLDER(*)

TR Identity No./Tax No., Trade Registry and No, and MERSIS no :

Address :

(*) For the representatives who are other than Turkish in nationality, they should provide the equivalent documents mentioned above.