

**MINUTES OF THE ORDINARY GENERAL ASSEMBLY OF TAT KONSERVE
SANAYİ ANONİM ŞİRKETİ HELD ON 20.03.2013**

General Assembly of Tat Konserve Sanayii Anonim Şirketi for year 2012 was held on 20.03.2013 at 11.00 hours at Divan Istanbul Elmadağ Hotel, Askeroğacağı Cad.No:1 Şişli/Istanbul under the supervision of Messrs. Arif Güldane and Mehmet Ali Köse, the Ministry Representatives appointed by the letter of the Provincial Directorate in Istanbul of the Ministry Customs and Trade dated 19.03.2013 and numbered 7733.

Call for the assembly was made within due period by announcements in Turkish Trade Registry Gazette dated 27th February 2013 numbered 8267 and in Turkey issues of Milliyet newspaper dated 04th March 2013, including the agenda of the assembly, as stipulated in the applicable laws and the articles of association, and also by registered mail to the shareholders registered in share book and by announcement on our Company's website at www.tatkonserve.com 21 in advance.

The examination of the list of attendants revealed that, out of total 13.600.000.000 shares corresponding to the company capital of TL 136.000.000, 2.500 shares corresponding to the capital of TL 25,00 were represented in person and 8.519.642.003 shares corresponding to the capital of TL 85.196.420,03 were represented by attorneys, and thus 8.519.644.503 shares were represented during the assembly and the quorum stipulated by both the applicable laws and the articles of association was present. Mr. İbrahim Tamer Haşimoğlu, a member of the Board of Directors of our Company, announced that among such shares, nominal value of TL 3.276.045 was represented by the representatives who deposited shares under article 24 of the Regulations on General Assemblies of Incorporated Companies published in Official Gazette dated 28th November 2012 and numbered 28481 and article 431 of the Turkish Commercial Code.

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

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

1. Mr. İbrahim Tamer Haşimoğlu, representative of Koç Holding A.Ş., a shareholder of the Company, disclosed the proposal for Presiding the Assembly. It was unanimously resolved that Mr. İbrahim Tamer Haşimoğlu be elected as the President, Ms. Arzu Aslan Kesimer be elected as the Vote Collector and Mr. Tamer Soyupak be elected as the Clerk of Minutes with votes representing TL 85.196.445,03.

The President thanked the attendants and announced that next was the second item on the agenda.

2. Under article 2 of the agenda, the President announced that the Activity Report for Year 2012 was announced in Public Disclosure Platform, Electronic General Assembly System of Central Registry Agency, Inc., website address www.tatkonserve.com.tr and in Activity Report for Year 2012 booklets 21 days in advance of the General Assembly. The report of the Board of Directors issued by the Board of Directors of the Company about the activities of year 2012 was presented by the Clerk of Minutes. Negotiations started on Activity Report for Year 2012. As a result of the negotiations that took place, the Activity Report for Year 2012 was approved unanimously with votes representing TL 85.196.445,03.
3. The President asked the Auditor's Report and the summary report of the Independent Audit Organization DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. relating to account period 2012 be presented under article 3 of the agenda. The Auditor's Report was presented by Mr. İnanç Kiraz and the summary report of the Independent Audit Organization was presented by Mr. Tamer Soyupak, Clerk of Minutes.
4. Under article 4 on the agenda, the President announced that the consolidated Financial Schedules of the Company for Year 2012 prepared under the "Communique Regarding the Principles for Financial Reporting in Capital Market", Series XI, No.29 of the Capital Market Board duly subjected to Independent Audit have been publicly announced since 21 days in advance of the General Assembly on Public Disclosure Platform, Electronic General Assembly System of the Central Registry Agency, Inc., the Company's website at www.tatkonserve.com.tr and Activity Report for Year 2012 booklets. Mr. Tamer Soyupak, Clerk of the Minutes, presented the summary balance sheet and schedule of income. Negotiations have been opened relating to the activity year 2012. After the negotiations, the consolidated financial schedules and the financial schedules prepared according to Tax Procedures Code were approved unanimously with votes representing TL 85.196.445,03.
5. Next was article 5, which was about approving the changes made in the membership of the Board of Directors within the year according to article 363 of the Turkish Commercial Code. The President asked Mr. Tamer Soyupak, Clerk of the Minutes, to provide information about the changes. The Clerk of the Minutes asked for a voting to take place for appointment of Turkish citizen Mr. İbrahim Tamer Haşimoğlu, Turkish citizen Mr. Dr. Nüsret Arsel, Turkish citizen Mr. Mehmet Ömer Koç, Turkish citizen Ms. Arzu Aslan Kesimer and Japanese citizen Mr. Kunihiko Sato by the Resolution of the Board of Directors dated 28.08.2012 and numbered 2012/18 for the Memberships of Board of Directors that became

vacant as a result of resignations of Mr. İbrahim Tamer Haşimoğlu representing Koç Holding A.Ş., Mr. Dr. Nüsret Arsel, Mr. Mehmet Ömer Koç, Ms. Arzu Aslan Kesimer and Mr. Kunihiro Sato representing Kagome Corp. Ltd. during the General Assembly held on 21st March 2012 under article 25 named Board of Directors of the Code numbered 6103 Regarding the Enforceability and Manner of Implementation of the Turkish Commercial Code and for them to act for the remaining period for the Board of Directors. The changes in the Board of Directors were approved by majority of votes, with votes representing TL 2.550.213 dissenting and votes representing TL 82.646.232,03 assenting.

6. The President asked for a voting by General Assembly on the release of the Members of the Board of Directors for their activities in year 2012. Each of the Members of the Board of Directors abstained from exercising their rights arising out of the shares they own, and each was separately released unanimously, with votes representing TL 85.196.445,03.
7. The President submitted the release of the each Auditor for release due to activities in year 2012 to the approval of the General Assembly. The auditors were separately released unanimously with votes representing TL 85.196.445,03.
8. Information was provided about the dividend distribution policy of our Company under the Corporate Management Principles and the General Assembly was informed that the dividend distribution of our company shall be applicable within the framework of article 28 of the articles of association regarding “the Distribution of Profit”, that in distribution of dividends, a portion, which is to be determined by the General Assembly with due consideration of the long-term strategies, investment and financing policies and profitability status of our company provided that it will not be less than the rate provided for in Communiqué of the Capital Market Board, Series IV and No. 27, of the distributable profit calculated based on the communiqués of the Capital Market Board shall be distributed in cash or in cash to a certain extent and for bonus to a certain extent, provided that the General Assembly shall exercise discretion in this respect. It was announced that this article was included in the agenda just to inform the shareholders. Votes representing TL 1.582.141 represented by Mr. H. Vuslat Sümen stated that he abstained and that he wanted this to be included in the minutes.
9. It was announced that the suggestion regarding the distribution of the profit of year 2012 has been announced in the Public Disclosure Platform, Electronic General Assembly System of Central Registry Agency, Inc., Company's website at www.tatkonserve.com.tr and the Activity Report of Year 2012 booklets since 21 days in advance of the General Assembly. The proposal regarding the distribution of the profit for year 2012 as included in the report of the Board of Directors of the Company was negotiated. As a result, it was resolved by the majority of votes that, of consolidated profit of TL 2.695.963 accrued in the Consolidated Schedule of Income prepared according to the International Financial Reporting Standards, TL 833.954 be reserved as primary legal reserve and TL 1.862.009 as reserve, and that of profit of TL 16.679.070 forming according to the Legal Records, TL 833.954 be reserved as primary legal reserve and TL 15.845.117 be reserved as reserve fund, with votes representing TL 3.890.531 dissenting and votes representing TL 81.305.914,03 assenting.

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)

10. The President declared that next was the voting for the amendment to the Articles of Association as the assembly quorum met the legal requirements. As a result of the negotiations that took place, it was unanimously resolved that all the articles except article 1 of the Articles of Association of the Company be amended in the form as attached and as duly specified in the letter of compliance of the Capital Market Board dated 11.03.2013 and numbered 29833736-110.03.02-635/2394 and the authorization of the Ministry of Customs and Trade of the Republic of Turkey General Directorate of Domestic Trade dated 15.03.2013 and numbered 67300147/431.02-1397-316850-2837/1876 with the votes representing TL 85.196.445,03.
11. Next was the discussion of item 11 on the agenda, which was related to the election of the Members of the Board of Directors. Information was provided on the excuses of the Members of the Board of Directors, who were unable to attend the assembly in person. The Ministry Representative examined the declarations of candidacy for membership of the Board of Directors of Mustafa Rahmi Koç issued by the Fourth Notary Office in Kadıköy

under the date 22.01.2013 and no 04159, of Semahat Sevim Arsel issued by the Fourth Notary Office in Kadıköy under the date 22.01.2013 and no 04162, of Mustafa Vehbi Koç issued by the Fourth Notary Office in Kadıköy under the date 22.01.2013 and no 04161, of Mehmet Ömer Koç issued by the Fourth Notary Office in Kadıköy under the date 22.01.2013 and no 04152, of Yıldırım Ali Koç issued by the Fourth Notary Office in Kadıköy under the date 22.01.2013 and no 04164, of Dr. Nüsret Arsel issued by the Fourth Notary Office in Kadıköy under the date 22.01.2013 and no 04155, of Konihiko Sato issued by the Thirteenth Notary Office in Kadıköy under the date 05.03.2013 and no 04171, who were not present at the general assembly in person. The number of the members of the Board of Directors was determined as 11, with 2 members being independent members, and it was unanimously resolved to elect Mr. Mustafa Rahmi Koç with TR ID No 12001049568, Ms. Semahat Sevim Arsel with TR ID No 29902866798, Mr. Mustafa Vehbi Koç with TR ID No 11995049738, Mr. Yıldırım Ali Koç with TR ID No 11989049966, Mr. Mehmet Ömer Koç with TR ID No 11992049892, Mr. Dr. Nusret Arsel with TR ID No 29905866634, Mr. Kunihiko Sato with Tax No 7520376807 as Members of the Board of Directors; and also, Mr. Arif Nuri Bulut with TR ID No 38608576610 and Mr. Mansur Özgün with TR ID No 12331247542, Mr. İbrahim Tamer Haşimoğlu with TR ID No 22769373706, Ms. Arzu Aslan Kesimer with TR ID No 13411237316, who have attended the assembly and orally declared their candidacy, as independent Members of the Board of Directors, to act until the Ordinary General Assembly to gather to examine the accounts of year 2013, with votes representing TL 2.550.213 dissenting and votes representing TL 82.646.232,03 assenting.

It was announced that the backgrounds of the Members of the Board of Directors have been publicly announced in the Public Disclosure Platform, Electronic General Assembly System of Central Registry Agency, Inc., website address www.tatkonserve.com.tr and in Activity Report for Year 2012 booklets 21 days in advance of the General Assembly and that the same members are continued with.

12. Information was provided about the "Remuneration Policy" as determined by the Resolution of the Board of Directors dated 29.02.2012 and numbered 2012/07 for the Members of the Board of Directors and Senior Managers under the Principles of the Corporate Management and submitted to the investors for information on the company's website. It was announced that Members of the Board of Directors and senior managers, who acted in year 2012, were provided with a total benefit of TL 4.816.625 and approval of the General Assembly was sought. As a result of the voting that took place, it was resolved by the majority of votes, with votes representing TL 4.657.744 dissenting and TL 80.538.701,03 assenting.
13. Mr. İbrahim Tamer Haşimoğlu, representative of Koç Holding A.Ş., announced the proposal for determining the remunerations for the Members of the Board of Directors. It was approved by the majority of votes that the Members of the Board of Directors be paid gross TL 5.500 per month starting from the month following this General Assembly, with votes representing 85.196.445,03 assenting.
14. It was resolved by the majority of votes that the Independent Audit Organization DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., preferred by our Board of Directors to audit the activities and accounts of the year 2013 taking into the consideration of the opinion of the Committee in Charge of Audit, be approved under the Communiqué

Regarding the Independent Audit Standards in Capital Market published by the Capital Market Board, with votes representing TL 85.196.445,03 assenting.

15. Next was the negotiation of the Internal Directive on General Assembly containing the rules regarding the operational principles and procedures issued by the Board of Directors. As a result of the negotiations that took place, it was unanimously resolved that the Internal Directive on General Assembly be adopted as attached, with 85.196.445,03.
16. Within the scope of article 5 of the Communiqué on the Principles to be Observed by the Incorporated Companies Governed by the Capital Market Code of the Capital Market Board, Series: IV, No:41, the 2012 Related Party Transactions Report prepared in relation with the conditions and comparison with market conditions of the asset, service and liability transfers that are extensive and permanent and that reach 10% or more of the total assets or total gross sales of our company in 2012 was approved during the meeting of the Board of Directors dated 27.02.2013 and numbered 2013/07. It was announced and made available for examination by the shareholders in Public Disclosure Platform, Electronic General Assembly System of Central Registry Agency, Inc., website address www.tatkonserve.com.tr and in Activity Report booklets printed for 21 days in advance of the General Assembly. The shareholders were informed that this article could not be voted as it was included in the agenda for informing purposes.
17. Under the Principles of Corporate Management, the General Assembly was informed about the “Company's Information Policy” disclosed on the website of the company at www.tatkonserve.com.tr. It was announced that this article is included in the agenda for the purpose of informing the shareholders.
18. The shareholders were informed that foundations and similar organizations were donated TL 144.487 for social aid purposes in year 2012. Moreover, voting was asked for the proposition of Mr. Tamer Soyupak, representative of the shareholder, Vehbi Koç Foundation, to the effect that the maximum limit for donations for year 2013 would be TL 250.000. As a result of the voting that took place, it was resolved by the majority of votes, with votes representing TL 4.657.744 dissenting and votes representing TL 80.538.701,03 assenting.
19. It was unanimously resolved to authorize the shareholders with dominance in management, Members of the Board of Directors who are also shareholders, top managers and their spouses and their blood relatives or relatives by marriage up to third generation to engage in transactions that may cause conflict of interest with the company or affiliates, to engage into competition and to engage in businesses included in the Company's subject in person or on behalf of others and to become a shareholder in companies engaging in such businesses and to engage in other transactions and authorization of the Board of Directors under articles 395 and 396 of the Turkish Commercial Code and the Capital Market Board regulations, with votes representing TL 85.196.445,03.

Information was submitted to the effect that the shareholders with dominance in management, Members of the Board of Directors who are also shareholders, top managers and their spouses and their blood relatives or relatives by marriage up to third generation had

no transactions that could cause conflict of interests with the company or affiliates in year 2012. It was announced that the second part of this article 19 is included in the agenda for the purpose of informing the shareholders.

20. The President of the General Assembly asked for a voting so that the minutes will be signed by the Presiding Council of the Assembly on behalf of the shareholders, which will be sufficient. It was resolved by votes representing TL 85.196.445,03 that the Presiding Council be authorized to sign the minutes and that such signatures be sufficient.
21. Due wishes were expressed for the maintenance of the successful operations of the company may as the last item on the agenda was about wishes.

As there was no other item on the agenda to be discussed, the President closed the meeting. The minutes were issued and signed at the place of the meeting following the meeting. 20.03.2013

PRESIDENT OF ASSEMBLY
İBRAHİM TAMER HAŞİMOĞLU

REPRESENTATIVES OF THE MINISTRY
ARİF GÜLDANE - MEHMET ALİ KÖSE

VOTE COLLECTOR
ARZU ASLAN KESİMER

CLERK OF MINUTES
TAMER SOYUPAK

**INTERNAL CIRCULAR ON OPERATION PRINCIPLES AND PROCEDURES OF TAT
TOHUMCULUK ANONİM ŞİRKETİ GENERAL ASSEMBLY**

CHAPTER ONE

Purpose, Scope, Grounds and Definitions

Purpose and Scope

ARTICLE 1- (1) Purpose of this internal circular is identification of operation principles and procedures of Tat Konserve Sanayii Anonim Şirketi General Assembly within framework of Law, respective legislation, and Articles of Association. This Internal Circular covers the ordinary and extraordinary General Assembly meetings of Tat Konserve Sanayii Anonim Şirketi .

Basis :

ARTICLE 2- (1) This Internal Circular has been drawn up by the Board of Directors in line with provisions of regulation on Procedures and Principles of General Assembly Meetings of Joint Stock Companies and Representatives of Customs and Ministry of Commerce to Attend to these Meetings .

Definitions:

ARTICLE 3 - (1) The following terms in this Internal Circular shall have the meanings next to them ;

- a) Sitting: A daily meeting of General Assembly,
- b) Law: Turkish Commercial Law dated 13/1/2011 and numbered 6102 ,
- c) Session: Each one of the parts of a sitting interrupted due to reasons such as break, lunch and similar reasons
- c) Meeting : Ordinary and Extraordinary General Assembly meetings,
- d) Presiding Committee of Meeting : Pursuant to the first paragraph, article 419 of the law, a committee elected by the General Assembly for management of the meeting which is composed of President of Meeting, Vice President of Meeting elected by the general assembly when required, Minutes Clerk appointed by Meeting President and scrutineer, if deemed necessary by the Meeting President ,

CHAPTER TWO

Operation Procedures and Principles of General Assembly

Provisions to be observed:

ARTICLE 4 – (1) Meeting is held in line with provisions concerning General Assembly of the legislation and Articles of Association.

Access to Meeting Venue and Preparations :

ARTICLE 5 – (1) Meeting venue may be accessed by those shareholders registered in the List of Attendees drawn up by the Board of Directors, or their representatives, members of Board of Directors, Auditor, if any, Representative of Ministry , if one has been appointed, and persons to be elected for Presiding Committee . Also, the other executives, employees, guests of the company, audio and sound technicians as well as those persons who will serve at the General Assembly may access to the meeting .

(2) At the entrance of meeting venue, real person shareholders and their representatives are obliged to show their representation certificates and IDs, legal entity shareholders' representatives are obliged to submit their letter of authorization and sign the sections reserved for them in the list of attendees. The said control is carried out by Board of Directors or one or more than one member of Board of Directors to be appointed by the same or the persons appointed by the Board of Directors. List of attendees is signed by

Chairman of Board of Directors or any one of the other members of Board of Directors where Chairman of Board of Directors is not present .

(3) It is Board of Directors that is responsible for arranging a meeting venue that will accommodate all shareholders, keeping available stationery, documents, tools that may be needed during meeting at the meeting venue. Meeting may be recorded in audio and visual format.

Opening of Meeting:

ARTICLE 6 – (1) Meeting is opened at the head of office of the company or in an appropriate venue in Ankara, Istanbul or Izmir at the time previously announced (*without prejudice to provisions of article 416 of the law concerning meetings without invitation*) by Chairman of the Board of Directors or Vice Chairman or any one of the members of the Board of Directors upon establishing that quorum specified in the Articles of Association is present .

Formation of Meeting Presiding Committee

ARTICLE 7- (1) As per article 6 of this Internal Circular, a President and a Vice President, if deemed necessary, who do not have to be a shareholder, who will be responsible for management of general assembly, are elected amongst the nominees under supervision of the person opening the meeting .

(2) President appoints at least one minutes clerk and adequate number of scrutineers, if deemed necessary. In joint stock companies with a single shareholder, shareholder may fulfill all duties foreseen for the meeting presiding committee on his own .

(3) Presiding Committee is authorized to sign meeting minutes and the other documents which are basis of such minutes .

(4) President of Meeting acts in accordance with Law, Articles of Association and provisions of this Internal Circular when managing the General Assembly meeting.

Duties and Powers of the Presiding Committee :

ARTICLE 8 – (1) Presiding Committee fulfills the following duties under supervision of President :

a) Inspecting whether or not meeting has been held at the address shown in the announcement and if specified in the Articles of Association, whether or not meeting venue is suitable for this.

b) inspecting whether or not General Assembly has been invited to meet in the manner shown in the Articles of Association, with an announcement published in the website of those companies that are obliged to open website and in the Turkish Trade Registry Journal, whether or not such invitation has been made at least two weeks before the date of meeting , except for the dates of announcement and meeting, whether shareholders registered in the share register and shareholders who notified the company of their addresses by submitting share certificates or the other documents evidencing their shareholding have been informed about meeting date, agenda as well as newspapers on which announcement is to be published by certified mail and writing down such case in the meeting minutes.

c) checking whether or not those unauthorized to access to meeting venue have accessed to meeting venue and whether or not Board of Directors has fulfilled the duties listed in the second paragraph, article 5 of the Internal Circular with regards to access to meeting venue .

ç) inspecting whether or not all shareholders or their representatives have attended to meeting in the event general assembly convenes without invitation as per article 416 of the law , whether or not an objection has been raised against the meeting held in such manner and quorum has been retained until the end of meeting .

d) determining Articles of Association contained amendments, if any, share register, annual report of board of directors, auditor reports, financial statements, agenda, amendment proposal prepared by Board of Directors if agenda has an item as to amendment to Articles of Association, if amendment to Articles of

Association is subject to authorization from T.R. Ministry of Customs and Commerce, letter of authorization obtained from Ministry and amendment proposal, letter of authorization from the other institutions , if necessary, list of attendees prepared by the Board of Directors, if General Assembly has been called to meeting upon postponement, postponement minutes pertaining to previous meeting and the other documents associated with the meeting are fully available at the meeting venue and writing down such case in the minutes of meeting.

e) by signing list of attendees, checking the IDs of those attending to General Assembly in person or by proxy upon objection and when necessary, and checking whether or not representative documents are genuine.

f) determining whether or not managing directors as well as at least one member of Board of Directors and Auditor at those companies subject to auditing are present in the meeting and writing down such case in the meeting minutes.

g) Management of general assembly within framework of agenda, preventing any matters outside the agenda from being discussed apart from exceptions specified in the Law , assuring meeting order and taking necessary precautions to that effect.

ğ) Opening, closing sittings and sessions, and adjourning the meeting.

h) Reading the entire decision as to issues negotiated, minutes, proposal, suggestions and similar documents before General Assembly or having them read and giving the floor to those wishing to comment over the same

ı) Putting those issues to be decided upon by the General Assembly to vote and declaring the results .

i) Overseeing whether or not quorum for the meeting has been retained prior to, during and subsequent to the meeting, and whether or not decisions have been made in accordance with the quorums stipulated in the Law and Articles of Association.

j) Explaining the notices served by the representatives specified in articles 428 and 429 of the Law to General Assembly.

k) Preventing those persons banned from voting as per article 436 of the law from casting a vote for those decisions listed in the said article , and overseeing any and all types of restrictions imposed by the Law and Articles of Association for voting right and privileged vote cast.

l) Upon request by shareholders owning one-tenth of the capital, postponing negotiation of the financial statements and discussion of the related matters to the meeting to be held one month later without having to obtain a resolution from General Assembly .

m) Ensuring that minutes related to General Assembly works are drawn up, entering those objections into the minutes, signing decisions and minutes, and explaining those votes cast in favor of or against the decisions made at the meeting at the meeting minutes without giving rise to any doubt.

n) delivering meeting minutes, annual report of Board of Directors, auditor reports of those companies subject to auditing financial statements, list of attendees, agenda, proposals, vote papers and minutes of elections, if any, and all documents related to meeting to one of the present members of the Board of Directors at the end of meeting .

Procedures to be Carried out Before Proceeding to Discussion of Agenda:

ARTICLE 9 – (1) President of meeting reads the agenda of the meeting to the General Assembly. President asks whether or not there is a proposal as to a change in order of discussion of agenda items, if there is one, such proposal is submitted to general assembly for approval. Upon a resolution to be passed at the meeting according to quorum foreseen in the , Articles of Association , order for discussion of agenda items may be amended.

Discussion of Agenda and Agenda Items :

ARTICLE 10 – (1) The agenda of ordinary general assembly must contain the following issues:

a) Opening and election of Presiding Committee ,

b) Reading, discussion and approval of the annual report of Board of Directors, auditors' report of the companies subject to auditing and financial statements separately.

c) Individual release of the members of the board of directors and auditors, if any.

ç) Election of members of board of directors and auditors in those companies subject to auditing.

- d) Determination of remunerations for the Members of the Board of Directors
- e) Determination of manner of using , distributing the profit and dividend ratios, .
- f) discussion of amendments to the Articles of Association, if any.
- g) the other matters deemed necessary and established by the other Official Authorities.

(2) Agenda of the Extraordinary General Assembly is composed of reasons requiring a meeting be held.

(3) Apart from the exceptions specified below, matters not included in the meeting agenda may not be discussed and decided upon :

- a) In the event all of the shareholders are present, a matter may be unanimously added to the agenda.
- b) Pursuant to article 438 of the Law, special auditing request by any one of the shareholders is decided upon by the General Assembly, whether such request is among the agenda items or not.
- c) Issues such as dismissal of members of the board of directors and election of replacements are deemed to be related to negotiation of the end of year financial statements and are decided upon through direct discussion, whether an item concerning such matter is included in the agenda or not .
- ç) Even if there is no related item in the agenda, in the presence of justified reasons such as corruption, incompetence, breach of loyalty duty, difficulty in executing the duty due to membership in many companies, conflict, abuse of influence, issues such as dismissal of members of Board of Directors and election of the replacements are approved and included in the agenda within framework of quorums specified in the Articles of Association .

(4) An item of agenda decided upon which is negotiated at the general assembly may not be re-discussed and decided upon unless resolved unanimously by the attendees.

(5) Those matters which Ministry requests be discussed at the general assembly of the company as a result of an audit conducted or due to any reason are incorporated in the agenda.

(6) Agenda is determined by the party inviting the General Assembly to meeting.

Taking the Floor during Meeting :

ARTICLE 11 – (1) Shareholders or the others concerned wishing to take the floor over the item of agenda being discussed notify the Presiding Committee of the case . Presiding Committee discloses those persons who will take the floor to General Assembly and allows them to take the floor depending on the order of application . If a person who is next to take the floor is not present at the meeting value, such person is deprived of such right . Speeches are delivered to the General Assembly at the position designated for such purpose. Persons may exchange their places in the order of speaking. In the event of limitation to the speech time, a person who delivers his speech, when his time is up, may continue his speech only if the next person to deliver a speech after him gives him his right of speaking , on the condition of completing his speech within the time allocated for the next person . Speaking time may not be extended in any other way .

(2) Members of Board of Directors and Auditor wishing to make explanations about matters discussed may be given the floor by President of Meeting regardless of the order .

(3) Duration of speeches is determined by General Assembly upon proposal by President or shareholders depending on how busy agenda is, number of issues that need to be discussed, importance of issues and number of those wishing to take the floor.

(4) Pursuant to article 1527 of the law, procedures and principles determined in the said articles and sub-regulations with regards to conveyance of opinions and proposals by those shareholders or their representatives attending to the General Assembly electronically will apply .

Voting and Procedure of Vote Casting:

ARTICLE 12 – (1) Before voting starts, President of Meeting explains the matter that will be put to vote to General Assembly. If a draft resolution is to be put to vote, voting is started after such case is determined in writing and draft is read. Once it is announced that voting is to be started, attendees may speak solely about the procedure. In the meantime, if there are any shareholders left who have not been given the floor despite having requested so, such person exercises the right of speaking on the condition of reminding such fact and validation by the President . No floor is given once voting has been initiated.

(2) Votes related to issues discussed at the meeting are cast by holding up one's hand or raising or by saying accepted or rejected . Such votes are counted by the presiding committee. When necessary, presiding committee appoints adequate number of persons for vote counting . Those who did not hold up their hands, did not raise or did not say anything are deemed to have cast nay vote and such votes are considered to be against respective matter at the time of evaluation.

(3) Pursuant to article 1527 of the law, procedures and principles determined in the said articles and sub-regulations with regards to casting of votes by those shareholders or their representatives attending to the General Assembly electronically will apply.

Issuance of Meeting Minutes:

ARTICLE 13 – (1) President of Meeting signs the list of attendees showing the shareholders or their representatives, their shareholding, groups, numbers and their nominal values, and ensures that the minute is drawn up in accordance with the principles specified in the Law and respective legislation by making sure questions asked at the general assembly and replies given are included in a condensed form, resolutions passed and number of affirmative and negative votes cast for each resolution are shown .

(2) General Assembly is drawn up by typewriter, computer or by handwriting in a legible hand-writing by using a ball pen at the meeting venue in the course of meeting. In order for the minute to be written by computer, there must be a printer at the meeting venue so that the minutes may be printed out.

(3) The minute is drawn up at least as a duplicate, and each page of the minute is signed by the presiding committee and representative of the Ministry, if one has taken place.

(4) The minute must indicate trade name of company, date and venue of meeting, nominal value of company's shares and number of shares, total number of shares represented at the meeting either in person or by proxy, name and surname, and date and number of appointment letter of representative of Ministry if one has taken place, manner of invitation if it is a meeting with announcement and the fact that meeting is one without announcement .

(5) Number of votes cast for the resolutions passed at the meeting are shown in the minute in letters and figures.

(6) Names, surnames and opposition grounds of those who cast nay vote for resolutions passed at the meeting and wishing inclusion of grounds for such opposition into the minute .

(7) In the event opposition ground is given in writing, such letter is attached to the minute. Name-surname of the shareholder or representative who expressed opposition is written in the minute and it is expressed that opposition letter is attached thereto . Letter of opposition attached to the minute is signed by the presiding committee and representative of Ministry.

Procedures to be carried out at the end of meeting :

ARTICLE 14- (1) President of Meeting delivers a copy of the minute and all other documents related to the General Assembly to one of the members of board of directors present at the meeting .

(2) Board of Directors is , without prejudice to longer times stipulated in the law for the more specific procedures, within no later than fifteen days following date of meeting, is obliged to file a notarized copy of the minute at the trade registry office and cause the matters contained herein which are subject to registration and announcement to be registered and announced .

(3) The minute is also posted on the website by the companies who are obliged to build a website within no later than fifteen days following date of General Assembly .

(4) President of Meeting also delivers one copy of the agenda, list of attendees and meeting minute of General Assembly to representative of Ministry if one has attended to.

Attending to the Meeting Electronically:

ARTICLE 15- (1) Where article 1527 of the Law allows participation in the general assembly electronically, procedures to be carried out by the Board of Directors and Presiding Committee are executed by taking into account article 1527 of the law and respective legislation.

CHAPTER THREE

Miscellaneous Provisions

Information as to Participation by the Representative of Ministry and General Assembly Meeting :

ARTICLE 16 – (1) For the meetings to which Representative of Ministry must attend, provisions of Regulation on Principles and Procedures of Joint Stock Companies and Representatives of Ministry of Customs and Commerce to Take Part in Such Meetings concerning request of a representative and duties and powers of such representative are reserved.

(2) In preparation of the list of those who can attend to general assembly and list of attendees, drawing up representation documents to be used at the General Assembly and meeting minute, provisions of Regulation specified in the first paragraph and this Internal General Assembly Circular must be observed.

Cases which have not foreseen in the Internal Circular:

ARTICLE 17 – (1) If any case that is not foreseen in the meetings is encountered during the meetings, action is taken in line with the resolution to be passed by the General Assembly according to legislation.

Adoption of Internal Circular and Amendments :

ARTICLE 18- (1) This internal circular is put into force, caused to be registered and announced by the board of directors upon approval of General Assembly of Tat Konserve Sanayii Anonim Şirketi. Amendments to be made in the internal circular are subject to the same procedure.

Effective Date of Internal Circular :

ARTICLE 19- (1) This internal circular was adopted at the General Assembly meeting of Tat Konserve Anonim Şirketi on March 20nd, 2013, and becomes effective following announcement in Turkish Trade Registry Journal.