

## **MINUTES OF THE EXTRAORDINARY GENERAL ASSEMBLY OF TAT KONSERVE SANAYİİ ANONİM ŞİRKETİ HELD ON 30.10.2013**

Extraordinary General Assembly of Tat Konserve Sanayii Anonim Şirketi was held on 30.10.2013 at 14:00 hours at Divan Istanbul Elmadağ Hotel, Askeroğacağı Cad.No:1 Şişli/Istanbul under the supervision of Mr. Mehmet Ali Köse, the Ministry Representative appointed by the letter of the Provincial Directorate in Istanbul of the Ministry Customs and Trade dated 28.10.2013 and numbered 31478.

Call for the assembly was made within due period by announcement in Turkish Trade Registry Gazette dated 04<sup>th</sup> October 2013 numbered 8419, 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](http://www.tatkonserve.com) and at e-company portal of the Central Registry Agency starting from 21 days 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, 150.000 shares corresponding to the capital of TL 1.500,00 were represented in person and 8.154.246.649 shares corresponding to the capital of TL 81.542.466,49 were represented by attorneys, and thus 8.154.396.649 shares corresponding to the capital of TL 81.543.966,49 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, 730.657.100 shares with a nominal value of TL 7.306.571 were represented by the representatives who deposited shares under article 24 of the Regulations on General Assemblies of Incorporated Companies published in Official Gazette dated 28<sup>th</sup> 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.

The following resolutions were made as a result of the negotiations that took place according to the agenda.

1. Mr. İbrahim Tamer Haşimoğlu, representative of Koç Holding A.Ş., a shareholder of the Company, disclosed the proposal for Presiding the Assembly. As a result of the voting that took place, 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 the assenting votes representing TL 81.543.966,49.

With respect to the third article on the agenda, İlhan Aslan, a shareholder, submitted a petition consisting of 1 page stating his views and suggestions and it was attached to the minutes.

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

2. Next was discussion of article 2, 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 provided information to the effect that Mr. Masahiro Sumitomo, a Japanese citizen, was appointed by the Resolution of the Board of Directors dated 30.05.2013 and numbered 2013/15 to fill the vacancy as Mr. Kunihiko Sato, who was elected as a Member of the Board of Directors during the Ordinary General Assembly held on 20.03.2013, resigned on 30.05.2013. As a result of the voting that took place, appointment of Mr. Masahiro Sumitomo to act for the remaining period of the Board of Directors was approved by majority of votes, with votes representing TL votes representing TL 79.563.466,49 assenting and votes representing TL 1.980.500 dissenting.

3. 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 resolved that article 2 named "Business Name of the Company" of the Articles of Association of the Company be amended in the form as attached and as duly specified in the authorizations of the Capital Market Board dated 14.08.2013 and numbered 29833736-110.03.02-2505/8568 and the Ministry of Customs and Trade of the Republic of Turkey General Directorate of Domestic Trade dated 19.09.2013 and numbered 67300147/431.02-1397-1107667-9334/7158 with the majority of votes, votes representing TL 81.542.466,49 assenting and votes representing TL 1.500 dissenting.
4. 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. 30.10.2013

PRESIDENT OF ASSEMBLY

İbrahim Tamer HAŞİMOĞLU

REPRESENTATIVE OF THE MINISTRY

Mehmet Ali KÖSE

VOTE COLLECTOR

Arzu Aslan KESİMER

CLERK OF MINUTES

Tamer SOYUPAK

DRAFT AMENDMENT TO ARTICLE 2 OF THE ARTICLES OF ASSOCIATION OF  
TAT KONSERVE SANAYİİ ANONİM ŞİRKETİ

<b>FORMER TEXT</b>	<b>CURRENT TEXT</b>
<p>Article 2 : BUSINESS NAME OF THE COMPANY</p> <p>The business name of the company is Tat Konserve Sanayii Anonim Şirketi, and it is hereinafter to be referred to as “<b>the Company</b>”.</p>	<p>Article 2 : BUSINESS NAME OF THE COMPANY</p> <p>The business name of the company is Tat Gıda Sanayi Anonim Şirketi, and it is hereinafter to be referred to as “<b>the Company</b>”.</p>