

**AGENDA OF THE ORDINARY GENERAL ASSEMBLY OF TAT KONSERVE SANAYİİ A.Ş.  
TO BE HELD ON 24.03.2009 AT 11:00 HOURS**

1. Opening and appointment of the Presidency Council,
2. Presentation and discussion of the Reports of the Board of Directors and Audit Board for year 2008 as well as the report of the External Audit Organization, DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., approval, approval with amendment or disapproval of the offer of the Board of Directors regarding the balance sheet and income schedule of year 2008,
3. The discharge of the members of the Board of Directors and auditors from obligations due to activities of the company in year 2008,
4. Reelection or replacement of the members of the Board of Directors, whose periods in office have expired, and the determination of the periods in office and the number of members,
5. Reelection or replacement of the auditors, whose periods in office have expired,
6. Setting the monthly gross remuneration for the chairman and members of the Board of Directors and the auditors,
7. Approval, approval with amendment or disapproval of the offer by our Board of Directors regarding the distribution of the revenues of year 2008 and the date of distribution,
8. Informing our shareholders about our dividend distribution policy under the Corporate Management Principles,
9. Informing the General Assembly about the donations and aids provided by the company to the foundations and associations exempt from taxation for social aid purposes,
10. Approval of the independent audit organization preferred by the Board of Directors upon the suggestion by the Audit Board under the communique regarding Independent Audit Standards for Capital Market,
11. Approval of the draft amendment to articles 8, 11 and 18 of the articles of association in case the necessary permits are received from the Capital Market Board and the Ministry of Industry and Trade,
12. Permitting the members of the Board of Directors for doing the businesses as covered by the subject matter of the company in person or on behalf of others and becoming shareholders to the companies doing such businesses and also acting otherwise under articles 334 and 335 of the Turkish Commercial Code,
13. Issuing due authorization for the minutes of the General Assembly to be signed by the Presiding Council and for such signing to be sufficient,
14. Comments.

## FORMER TEXT

### Former Article 8 : CAPITAL

The company has adopted the registered capital system under the provisions of the Capital Market Code numbered 2499 and has started implementing such system with the approval of the Capital Market Board dated 20.8.1992 and numbered 454.

The registered capital of the company is YTL 250.000.000 (two hundred and fifty New Turkish Liras) divided into 25.000.000.000 (twenty five billion) shares, each with a nominal value of New Kurus 1.

The issued capital of the company is paid in and provided in full and it amounts to YTL 86.041.814 (eighty six million forty one thousand eight hundred fourteen New Turkish Liras). The issued capital is divided into 8.604.181.400 (eight billion six hundred and four million and one hundred and eight one thousand and four hundred) shares, each with a nominal value of New Kurus 1.

The capital of the company may be incremented and decremented as subject to the provisions of the Turkish Commercial Code, Foreign Capital Encouragement Code and Foreign Capital Framework Decisions and Capital Market Code.

While incrementing capital, the shareholders pay the share amounts in cash and in advance. Any announcements and notices in this respect shall be issued under the provisions of the communiques of the Capital Market Board as well as article 24 of the articles of association.

The Board of Directors is authorized to increment the issued capital by issuing bearer shares and registered shares whenever deemed necessary, to combine the share certificates as deeds representing multiple shares or to issue share certificates in smaller deeds, provided that in this case the share certificates with representing larger shares should be canceled and returned, whenever considered necessary in accordance with the provisions of the Capital Market Board.

No new share certificates may be issued unless all the issued share certificates are sold and their price is paid.

The Board of Directors may resolve about issuing share certificates above the nominal value and limiting the rights of the shareholders regarding the purchase of new shares.

8.24% of shares of the company that is within the scope of the Foreign Capital Encouragement Code numbered 6224 are owned by foreign shareholders. The foreign shareholders subscribe capital by the proportion set out above. The distribution of shares among local and foreign shareholders is as follows.

## CURRENT SHAREHOLDING STRUCTURE

SHAREHOLDERS	Number of Registered Shares	Total Share Amount (YTL)	Shareholding (%)
1-Foreign Shareholders			
Kagome Co. LTD	502.759.700	5.027.597	5,85
Sumitomo Corp	206.012.900	2.060.129	2,39
2-Local Shareholders	<u>7.895.408.800</u>	<u>78.954.088</u>	<u>91,76</u>

TOTAL	8.604.181.400	86.041.814	100,00
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Provisional Article :

While the nominal value of the shares was TL 5.000, such value was changed to new Kurus 1 within the scope of the code regarding the amendment of the Turkish Commercial Code numbered 5274. due to such change, the total number of shares decreased and 1 share of New Kurus 1 shall be delivered for every 2 shares of TL 5.000. A bill of fraction shall be issued for each share that cannot be completed to a share of New Kurus 1. The rights of the shareholders arising out of the said change shall be reserved.

Due to such operation, the share certificates of group 5-15, which represent the present capital, shall be combined in group 16. The rights of the shareholders arising out of the operations for combining shares and groups shall be reserved.

Change of share certificates shall be commenced by the Board of Directors within the framework of the relevant arrangements following the implementation of the registration for capital market tools.

Former Article 11 : BOARD OF DIRECTORS :

The affairs and management of the company shall be realized by a Board of Directors consisting of minimum 5 and maximum 9 members to be picked among the shareholders under the provisions of the Turkish Commercial Code.

Former Article 18 : GENERAL ASSEMBLIES

The assemblies are organized as ordinarily and extraordinarily. The ordinary assembly is held within the 3 months to follow the expiration of the relevant account period and maximum once a year. The extraordinary general assemblies are held to make the necessary decisions in cases and whenever necessitated by the company affairs and also in cases as set out in the Turkish Commercial Code.

CURRENT TEXT

Current Article 8 : CAPITAL :

The company has adopted the registered capital system under the provisions of the Capital Market Code numbered 2499 and has started implementing such system with the approval 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 Turkish Liras) divided into 25.000.000.000 (twenty five billion) shares, each with a nominal value of Kurus 1.

The registered capital ceiling approval issued by the Capital Market Board is valid for (5 years) between 2009 and 2013. In order to make a resolution for the increment of the capital after 2013, the board of directors is to receive approval from the Capital Market Board about the previous permitted ceiling or the new ceiling amount and to seek the authorization of the general assembly even if the registered capital

ceiling permitted for up until late 2013 is not achieved by then. The company shall be considered as excluded from the registered capital system in case of a failure in seeking the said approval.

The issued capital of the company is paid in and provided in full and it amounts to TL 136.000.000 (one hundred and thirty six million). The issued capital is divided into 13.600.000.000 (thirteen billion six hundred million) shares, each with a nominal value of Kurus 1.

The capital of the company may be incremented and decremented as subject to the provisions of the Turkish Commercial Code, Foreign Capital Encouragement Code and Foreign Capital Framework Decisions and Capital Market Code.

The capital of the company may be incremented and decremented as subject to the provisions of the Turkish Commercial Code, Foreign Capital Encouragement Code and Foreign Capital Framework Decisions and Capital Market Code.

While incrementing capital, the shareholders pay the share amounts in cash and in advance. Any announcements and notices in this respect shall be issued under the provisions of the communiqués of the Capital Market Board as well as article 24 of the articles of association.

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

The shares representing the capital are monitored by registration according to the principles of registration.

No new share certificates may be issued unless all the issued share certificates are sold and their price is paid.

The Board of Directors may resolve about issuing share certificates above the nominal value and limiting the rights of the shareholders regarding the purchase of new shares.

5.26% of shares of the company that is within the scope of the Foreign Capital Encouragement Code numbered 6224 are owned by foreign shareholders. The foreign shareholders subscribe capital by the proportion set out above. The distribution of shares among local and foreign shareholders is as follows.

#### CURRENT SHAREHOLDING STRUCTURE

SHAREHOLDERS	Number of Registered Shares	Total Share Amount (YTL)	Shareholding (%)
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-Local Shareholders	12.885.084.846	128.850.848,46	94,74
<b>TOTAL</b>	<b>13.600.000.000</b>	<b>136.000.000,00</b>	<b>100,00</b>

The phrase “Turkish Lira” in these articles of association are phrases as amended under the Decision of the Cabinet of Ministers dated 4<sup>th</sup> April 2007 and numbered 2007/11963.

Current Article 11: BOARD OF DIRECTORS :

The affairs and management of the company shall be realized by a Board of Directors consisting of minimum 5 and maximum 9 members to be picked among the shareholders under the provisions of the Turkish Commercial Code.

The Board of Directors may share the duties of management and representation among themselves or may partly or fully delegate such duties to the executives, who are members of the Board of Directors, or to managers, who do not have to be shareholders.

The Board of Directors shall be authorized for the sharing or delegation of the duties of representation and management as mentioned above.

The Board of Directors determines the powers and responsibilities of the executives and managers and may delegate any powers and responsibilities vested in the Board of Directors to relevant persons subject to the terms, provisions and restrictions as determined by the Board of Directors and may amend, modify or withdraw any or all of such powers whenever deemed necessary.

The Board of Directors may constitute committees or subcommittees of consultation, coordination etc. from the persons that are and/or are not the members of the Board of Directors in relation with the matters deemed appropriate by the Board of Directors.

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

The members of the Board of Directors and the committees mentioned above may pay be paid remunerations, bonuses, premiums or benefits in return for their services as the members of the Board of Directors and committees. The manner and amount of the payments shall be determined according to the legislation.

Current Article 18 : GENERAL ASSEMBLIES :

The assemblies general of the company are organized as ordinarily and extraordinarily. The ordinary assembly is held within the 3 months to follow the expiration of the relevant account period and maximum once a year. The extraordinary general assemblies are held to make the necessary decisions in cases and whenever necessitated by the company affairs and also in cases as set out in the Turkish Commercial Code.

The announcement of the general assembly is made 3 weeks in advance of the date of the assembly. General Assemblies are announced publicly, including the interested parties and media, provided that no right of speech shall be granted during the announcements.

At least one member of the Board of Directors, one auditor, at least one of the officials responsible for issuing the financial schedules and at least one official who is knowledgeable upon the relevant matter, who will be present to make the necessary explanations regarding any items of the agenda with special features, shall attend the general assembly. The excuses for absence of any such persons, who fail to attend the meeting, shall be announced by the president of the assembly to the general assembly.