

**MINUTES OF THE ORDINARY GENERAL ASSEMBLY OF TAT KONSERVE
SANAYİİ ANONİM ŞİRKETİ
HELD ON 03.04.2007**

General Assembly of Tat Konserve Sanayii Anonim Şirketi for year 2006 was held on 03rd April 2007 at 11.00 at Cumhuriyet Cad. No. 2 Taksim - Istanbul Divan Hotel under the supervision of İper TUNGUÇ, the Ministry Commissar appointed by the letter of the Provincial Directorate of Industry and Trade in Istanbul under Ministry of Industry and Trade dated 02.04.2007 and numbered 18545.

Call for the assembly was made within due period by announcements in Turkish Trade Registry Gazette dated 14th March 2007 and numbered 6765 and in Turkey issues of Milliyet and Hürses newspapers dated 14th March 2007, including the date and agenda of the assembly as stipulated in the applicable laws and the articles of association.

As the examination of the list of attendants revealed that, of total 8.604.181.400 shares corresponding to the company capital of YTL 86.041.814, 5.802.504.785 shares corresponding to the capital of YTL 58.025.047,85 were represented in person and 385.193.962 shares corresponding to YTL 3.851.939,62 were represented by attorneys, and thus 6.187.698.747 shares were represented during the assembly and the quorum stipulated by both the applicable laws and the articles of association being present, the meeting was opened by Kamil Ömer Bozer and the discussion of the agenda was initiated.

1. Under article 1 of the agenda, the Presidency Council charged with presiding over the General Assembly was elected. Mr. Kamil Ömer BOZER was elected as the President, Mr. Ali GÜLER and Mr. Güçlü TOKER were elected as the vote collectors and Mr. Tamer SOYUPAK was elected as the clerk by the majority of votes in spite of the countervote of Mr. Özdemir BAYUR, holder of 100 shares.

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

2. Upon the instructions of the President, the report of the Board of Directors regarding the activities of our company for year 2006, the Auditor's report and the summary report of the Independent External Audit Company Başaran Nas Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (a member of PricewaterhouseCoopers) were read. The consolidated financial tables, issued in accordance with the International Financial Reporting Standards under the "Communiqué Regarding the Accounting Standards in Capital Market" of the Capital Market Board with Serial XI and No. 25 and subjected to independent auditing, were read and negotiated. The opinions of Mr. Özdemir BAYUR, holder of 100 shares, were heard and included in the attached minutes of comments. After the negotiations that took place, the consolidated financial tables of 2006 were adopted by majority of votes in spite of the countervote of Mr. Özdemir BAYUR, holder of 100 shares. It was unanimously resolved to include the amount of YTL 19.497.144, representing the period loss, in the account of the losses of the previous years.

Moreover, the Compliance Report for Corporate Governance Principles of the Company was read and it was ensured that the shareholders were duly informed under the resolution of the Capital Market Act dated 10.12.2004 and numbered 48/1588 and the shareholders were informed.

Özdemir Bayur

3. The President referred the discharge of the Members of the Board of Directors and the Auditors to vote of the General Assembly. The Members of the Board of Directors and those employed in the management did not vote. As a result of the voting that took place, all the Members of the Board of Directors and Auditors were discharged unanimously.
4. The shareholders were informed about the profit distribution policies of our Company under the Corporate Management Principles and it was unanimously resolved that the profit distribution policy of our company shall be applied under article 28 titled "Distribution of Profit" of the articles of association and that, during the distribution of profit, a portion of the distributable profit, which is computed according to the communiqués of the Capital Market Board with due consideration of the long-term strategies, investment and financing policies and profitability of our company, be distributed in cash or partly in cash and partly as free shares upon the discretion of the General Assembly, provided that such portion shall not be less than the rate specified in the Communiqué of the Capital Market Board with Serial IV and No. 27.
5. Next was the election of the Members of the Board of Directors, whose periods expired. The number of Members of the Board of Directors was determined as nine. As a result of the election that took place, it was unanimously resolved that Mr. Kamil Ömer Bozer and Mr. Dr. Nüsret Arsel representing Koç Holding A.Ş., Mr. Nevzat Tüfekçioğlu and Mr. İbrahim Tamer Haşimoğlu representing Temel Ticaret ve Yatırım A.Ş., Mr. Ali Güler representing Migros T.A.Ş., Mr. Ahmet Fadıl Ashaboğlu representing Kav Danışmanlık Pazarlama A.Ş., Mr. Güçlü Toker representing Aygaz A.Ş., Mr. Ercan Bayramlı representing Arçelik A.Ş. and Mr. Kunihiko Sato representing Kagome Co. Ltd. be appointed for the Board of Directors to act until the next Ordinary General Assembly to be held to examine the 2007 accounts. The Inspector of the Ministry of Industry and Trade duly examined the declarations of the candidacy.
6. Next was the election of the auditors, whose periods in office had expired. As a result of the election that took place, it was resolved by majority that Mr. Ali Yavuz and Mr. Ahmet Sönmez be appointed as the auditors to act until the next Ordinary General Assembly to be held to examine the 2007 accounts. The Inspector of the Ministry of Industry and Trade duly examined the declarations of the candidacy for Board of Auditors.
7. It was resolved by majority that the Chairman and the members of the Board of Directors be paid a gross monthly remuneration of YTL 620 and the auditors be paid a gross monthly remuneration of YTL 335 against the countervote of Mr. Özdemir BAYUR, holder of 100 shares.

