

## POWER OF ATTORNEY SAMPLE

TAT GIDA SANAYI 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 Assembly of Tat Gıda Sanayi A.Ş. that takes place on 30.03.2016, Wednesday at 10:00 a.m. at Divan Oteli, Askerocağı Cad. No:1 Elmadağ-Şişli/Istanbul, 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 1 and 2 below.

1. About the issues specified in the Agenda;

- a) The attorney is authorized to vote in parallel with his/her own views.
- 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 oh below table.

Instructions:

If the shareholder chooses (c), he/she should specify (Accepted or Rejected) for each agenda item on the table below, and if Rejected wre 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 2015 Annual Activity Report issued by the Board of Directors of the Company,			
3. Presentation of the Independent Audit Report Summary related to year 2015 accounting period,			
4. Presentation, negotiation and approval of the Financial Statements related to year 2015 accounting period,			
5. Release of the members of the Board of Directors for the activities of the Company in year 2015,			
6. Approval of amendment to the Company's "Profit Distribution Policy" under the Capital Market Board regulations,			
7. Approval, approval by amendment or disapproval of the proposal by the Board of Directors regarding distribution of the profit of year 2015 by settling losses of the past years as given in the legal records of the Company with profit reserves and profit distribution date, which proposal is issued within the framework of profit distribution policy to be submitted to the shareholders' approval under article 6 of the agenda.			
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 Corporate Governance Principles			

as well as the payments made under the policy and approval of the same,			
10. Determining the yearly gross remunerations for the members of the Board of Directors,			
11. Approval of the Independent Audit Company elected by the Board of Directors under the Turkish Commercial Code and the regulations of the Capital Markets Board,			
12. Informing the Shareholders about the donations of the Company in 2015 and determining upper limit for the donations to take place in 2016,			
13. 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 2015 as to the regulations of Capital Markets Board,			
14. 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 2015 in parallel with the Corporate Governance Principles of the Capital Market Code,			
15. Comment and Opinions.			

\* The items for information aren't voted.

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 General Assembly and minority rights :

- a) The attorney is authorized to vote in parallel with his/her 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) Issue and 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 :

\*The information isn't required for the registered shares.

\*\*The group information will be provided instead of number 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 General Assembly.

NAME & SURNAME or BUSINESS TITLE OF THE SHAREHOLDER(\*)

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

Address:

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