

# DISCLOSURE NOTE ON THE ORDINARY GENERAL ASSEMBLY OF TAT GIDA SANAYI A.Ş. FOR YEAR 2018 HELD ON 11.03.2019

## 1. ANNOUNCEMENT FOR THE ORDINARY GENERAL ASSEMBLY DATED 11.03.2019

Ordinary General Assembly of our Company shall take place on 11.03.2019, Monday at 14:00 hours at the address Divan Istanbul Oteli, Askerocağı Cad. No: 1 Elmadağ-Şişli/Istanbul (Tel: 0212 315 55 00, Fax: 0212 315 55 15) in order to review the activities of year 2018 and to discuss and resolve the following agenda.

Disclosure Note that contains the Financial Statements of year 2018, Independent Audit Report, proposal regarding the distribution of profit and Activity Report and the Corporate Governance Principles Compliance Report attached thereto as well as these agenda items and detailed the explanations necessary for compliance to the regulations of the Capital Markets Board shall be made available for inspection by our esteemed Shareholders at the Company's Head Office, Branches, Company's website at [www.tatgida.com.tr](http://www.tatgida.com.tr) and in the Electronic General Assembly system of the Central Registry Agency for three weeks before the meeting, which is the legal period.

Our shareholders, who will not be able to attend the meeting in person, need to supply their power of attorneys according to the attached sample or to get a copy of the power of attorney form from our Company's departments and the website of our company at [www.tatgida.com](http://www.tatgida.com), provided that the rights and liabilities of the shareholders to attend through electronic means shall be reserved, and in this parallel, also to fulfill the issues stipulated in the Communiqué of the Capital Markets Board, Series: II, No. 30.1 on "Voting By Proxy and Collecting the Powers of Attorney By Call" as published in Official Gazette dated 24.12.2013 and numbered 28861, and to deliver the Company their power of attorneys with notarized signatures. It is not necessary for an attorney appointed through electronic method on the Electronic General Assembly System to submit power of attorney. **The power of attorneys, which are obligated in the abovementioned Communiqué and not conforming to the attached power of attorney sample, shall absolutely not be accepted due to our legal liability.**

Our shareholders, who will vote through the Electronic General Assembly System, are kindly asked to receive information from the Central Registry Agency, our Company's website at [www.tatgida.com.tr](http://www.tatgida.com.tr) or our Company's Head Office (Tel: 0216 430 01 42) in order to make application according to the provision of the Regulation and the Communiqué.

Under article 415, item 4 of the New Turkish Commercial Code numbered 6102 and article 30, item 1 of the Capital Markets Law, attendance to general assembly and the right to vote shall not be conditional upon depositing share certificates. Within this framework, our shareholders do not have to block their shares in case they would like to attend the General Assembly Meeting.

Provided that the provisions on voting in electronic environment shall be reserved, open voting shall take place by a raise of hands with respect to voting of the Items on the Agenda during the Ordinary General Assembly Meeting.

Under the Code Regarding the Protection of Personal Data numbered 6698, you can access detailed information on processing of your personal information by our Company in Tat Gıda Sanayi Anonim Şirketi Personal Data Protection and Processing Policy shared with the public on the website at [www.tatgida.com.tr](http://www.tatgida.com.tr).

All the holders of rights and interests and the press-broadcasting organizations are invited to our General Assembly Meeting.

In accordance with the Capital Market Law, the Shareholders shall not be served separate notices by registered mail for the registered shares enlisted in the stock exchange.

The Shareholders are kindly informed.

TAT GIDA SANAYI A.Ş. – BOARD OF DIRECTORS

Company Address : Taşdelen Mahallesi Sırrı Çelik Bulvarı No: 7 Çekmeköy/Istanbul  
Trade Registry No. : 96638  
Mersis No : 0830003899000011

## 2. OUR ADDITIONAL DISCLOSURES UNDER CMB REGULATIONS

Out of the additional disclosures that must be made according to the “Communique on the Corporate Governance” No: II-17.1 of the Capital Markets Board (“CMB”) that has entered into force on the 3<sup>RD</sup> of January in 2014, the ones that are related to the agenda topics are made in the following agenda topic and other compulsory general disclosures are submitted to your information below:

### 2.1. Shareholding Structure and Voting Rights

Information on total number of shares and voting rights representing the shareholding structure as of the announcement of this Disclosure Document, number of shares representing each of the privileged share group if there is any in the association’s capital and their voting rights as well as the nature of the privileges is given below:

There is no privileged shares in our company, and the issued capital of TRY 136.000.000 is distributed among the shareholders as follows:

Shareholder	Share Amount (TRY)	Capital Ratio (%)	Voting Right (Number)	Voting Right Ratio (%)
Koç Holding A.Ş.	59.364.947	43,7	5.936.494.700	43,7
Public Quotation	56.312.844	41,4	5.631.284.400	41,4
Kagome Co Ltd	5.071.168	3,7	507.116.800	3,7
Temel Ticaret ve Yatırım A.Ş.	4.427.889	3,3	442.788.900	3,3
Sumitomo Corp.	2.077.983	1,5	207.798.300	1,5
Other	8.745.169	6,4	874.516.900	6,4
<b>Total</b>	<b>136.000.000</b>	<b>100</b>	<b>13.600.000.000</b>	<b>100,0</b>

### 2.2. Changes in the Management and Activity, which will materially affect the Activities of Our Company or Affiliates:

None.

### 2.3. Informations about the Requests of the Shareholders for Inclusion of Certain Items in the Agenda:

Please find below information on the demands communicated by the company’s shareholders to the Investor Relations Department for inclusion of an item in the agenda, and the suggestions refused and the grounds for refusal in cases where any such suggestion for inclusion of an item in the agenda was declined:

No such demand has been communicated for the Ordinary General Assembly, where activities of year 2018 will be discussed.

## 3. OUR DISCLOSURES ON THE AGENDA ITEMS OF THE ORDINARY GENERAL ASSEMBLY DATED 11.03.2019

### 1. Opening and appointment of the Chair of the Assembly,

Selection of the Meeting Chair is made within the frame of the provisions of the “Turkish Code of Commerce (TCC) with the number 6102”, “Regulation on the Methods and Principles of the General Assembly Meetings of the Incorporations and the Representatives of the Ministry of Customs and Trade That Will Preside In These Meetings” (“Regulation” or “General Assembly Regulation”) and Article 7 of the General Assembly Internal Directives. At least one Record Clerk is appointed by the Meeting Chairman according to the General Assembly Internal Directives. Meeting Chairman may also select sufficient number of vote collectors.

**2. Presentation, negotiation and approval of 2018 Annual Activity Report issued by the Board of Directors of the Company,**

Information shall be provided about the Activity Report of Year 2018 including the Corporate Governance Compliance Report, which has been made available for our shareholders to examine at the our Company's Head Office, Branches, at Electronic General Assembly portal of Central Registry Agency and our company's website address at [www.tatgida.com](http://www.tatgida.com) for three weeks preceding the General Assembly under the Turkish Commercial Code, Regulations and regulations relating to Capital Markets Board, and it shall be submitted to the opinions and approval of our shareholders.

**3. Presentation of the Independent Audit Report Summary related to year 2018 accounting period,**

General Assembly shall be informed about the Independent Audit Report issued according to the Turkish Commercial Code and Capital Markets Board regulations, which have been made available for our shareholders to examine at the our Company's Head Office, Branches, at Electronic General Assembly portal of Central Registry Agency and our company's website address at [www.tatgida.com](http://www.tatgida.com) for three weeks preceding the General Assembly.

**4. Presentation, negotiation and approval of the Financial Statements related to year 2018 accounting period,**

Information shall be provided about our financial reports and financial statements issued according to the Tax Procedures Code, which have been made available for our shareholders to examine at the our Company's Head Office, Branches, at Electronic General Assembly portal of Central Registry Agency and our company's website address at [www.tatgida.com](http://www.tatgida.com) for three weeks preceding the General Assembly under the Turkish Commercial Code, Regulations and regulations relating to Capital Markets Board Code, and they shall be submitted to the opinions and approval of our shareholders.

**5. Release of the members of the Board of Directors for the activities of the Company in year 2018,**

The release of members of our Board of Directors one by one for their activities, transactions and accounts in 2018 shall be submitted to the approval of the General Assembly within the framework of the provisions of Turkish Commercial Code and the Regulations.

**6. Approval, approval through amendment or refusal of the proposal of the Board of Directors about the dividend distribution and the date of dividend payment for year 2018, which is prepared within the framework of the Company's dividend distribution policy,**

According to our financial statements pertaining to the account period 01.01.2018-31.12.2018 issued by our Company in accordance with the Turkish Accounting/Financial Reporting Standards within the framework of the provisions of the Turkish Commercial Code and Capital Markets Board and audited by KPMG Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., a "Net Profit for Period" of TRY 38.576.777 is obtained and our suggestion for distribution attached, which is issued with due consideration of the long-term strategy, investment, cash and financing policies of our Company, standing in terms of profitability and cash and according to the Dividend Communique No II.19.1 and the Dividend Distribution Statement format included in the Dividend Guide announced under such communique, is given in ATTACHMENT/1.

**7. 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,**

The new members of the Board of Directors shall be elected to replace the members, whose period in office expired, under the Capital Markets Board Regulations, Turkish Commercial Code and

Regulations with due consideration of the principles contained in the articles of association regarding the election of the members for the Board of Directors. Moreover, independent members shall be elected to ensure compliance with the Communiqué on the Corporate Governance No: II-17.1 of the Capital Markets Board.

Under article 11 of our articles of association, our Company is managed by a Board of Directors with 5 to 13 members to be elected for 1 year by the General Assembly within the scope of the Turkish Commercial Code. The General Assembly may decide for the renewal of the Board of Directors even if the period in office of the Board has not expired.

Two Members of the Board of Directors to be elected have to qualify for the independence criteria as described in the Mandatory Principles of Corporate Governance of the Capital Markets Board.

Ms. Fatma Füsün Akkal Bozok and Mr. M. Sait Tosyalı are nominated for the position of Independent Members of the Board of Directors by a decision made by our Board of Directors upon the suggestion of our Corporate Governance Committee that duly took into consideration the candidates communicated to them.

The backgrounds of our candidates for Board of Directors and declarations of independence of our candidates for independent board members are provided in ATTACHMENT/2.

**8. 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,**

Under the Mandatory Principle numbered 4.6.2 of Corporate Governance of the Capital Markets Board, the principles for the remunerations of the members of the Board of Directors and senior managers should be laid down in writing and should be submitted to the shareholders to inform them during General Assembly as a separate item, enabling the shareholders to state their opinions in this respect. The remuneration policy issued for this purpose is provided in ATTACHMENT/3. Footnote 25 of our financial reports pertaining to activity year 2018, on the other hand, contains information on the benefits provided to the members of the Board of Directors and Senior Managers by Tat Gıda Sanayi A.Ş. in year 2018.

**9. Determining the yearly gross remunerations for the members of the Board of Directors,**

The monthly gross remuneration payable to the members of the Board of Directors in activity year 2019 shall be determined by our shareholders within the scope of our Remuneration Policy submitted to the approval of the shareholders under the item no 8 on the agenda.

**10. 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,**

According to the Turkish Commercial Code and Capital Markets Board regulations, during the meeting of our Board of Directors dated 14.02.2019, a decision was made to appoint KPMG Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. to audit the financial reports of our Company in account period 2019 and to engage in other activities within the scope of the respective regulations under the applicable laws by also consulting the Audit Committee and such election shall be submitted to the approval of the General Assembly.

**11. Informing the Shareholders about the donations of the Company in 2018 and determining upper limit for the donations to take place in 2019,**

Under article 6 of the Dividend Communiqué No II-19.1 of the Capital Markets Board, the limit for donations should be set by the general assembly in cases where the same is not stipulated in the articles of association and the shareholders should be informed about the donations and payments to

be made during the general assembly. Donations to foundations and associations amounted to TRY 696.360,06 in year 2018. Out of such amount, TRY 284.694,49 was donated to the Basic Needs Association (Food Banking), TRY 200.000 to Vehbi Koç Foundation, TRY 145.159,84 to Koç University and the balance was donated to various other institutions and organizations. Moreover, the upper limit for the donations for year 2019 shall also be set by the general assembly.

**12. Informing the Shareholders about the guarantees, pledges and liens given in favor of the third parties, and incomes or benefits provided by the Company in 2018 as to the regulations of Capital Markets Board,**

Under article 12 of the Corporate Governance Communiqué No II-17.1 of the Capital Markets Board, guarantees, pledges, mortgages and sureties granted by our Company and/or Affiliates to the favour of third persons and any income or benefits obtained should be included as a separate item in the agenda of the general assembly, and this matter is covered in footnote 15 of our Financial Statements dated 31.12.2018.

**13. 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 2018 in parallel with the Corporate Governance Principles of the Capital Market Code,**

The Members of the Board of Directors of our Company may engage in transactions included within the scope of paragraph 1 of article 395 named "Prohibition of Engaging in Transactions with the Company and becoming Indebted to the Company" and article 396 named "Prohibition of Competition" of the Turkish Commercial Code only upon the approval of the General Assembly.

Under Corporate Governance Principle numbered 1.3.6 of the Capital Markets Board, if the shareholders, who control the management, the Members of the Board of Directors, executives with administrative responsibilities and their spouses and relatives by blood or marriage up to second generation engage in transactions that may cause a conflict of interest with the company or the affiliates and/or engage in any transaction of business type in the same field with the company or the affiliates or becomes a shareholder of another company engaging in the same type of trading activities as a partner with unlimited responsibility, then such transactions are included in the agenda of the general assembly so that the general assembly may be informed about the same in details and the matter is entered into the minutes of general assembly.

In order to ensure due performance under such regulations, granting of such authorization shall be submitted to the General Assembly for approval by our shareholders. Moreover, our shareholders shall be informed about any transactions of such nature to take place within the year; and some of the shareholders, who control the management, members of the board of directors, executives with administrative responsibilities and their spouses and relatives by blood and by marriage act as the members of the board of directors or executive in some other Koç Group companies, including those engaging in similar activities with those of our Company. In 2018, there was no important transaction requiring disclosure within the scope of principle 1.3.6 of the Corporate Governance Communiqué.

**14. Comment and Opinions.**

**ATTACHMENTS** \_\_\_\_\_ :

**ATTACHMENT/1** Proposal of the Board of Directors Regarding Dividend Distribution for Year 2018 and the Proposed Dividend Distribution Statement

**ATTACHMENT/2** Backgrounds of the Candidate Members of the Board of Directors and Independence Declarations of the Independent Members of the Board of Directors

**ATTACHMENT/3** Remuneration Policy for Senior Managers and Members of the Board of Directors

**TAT GIDA SANAYİ A.Ş.**  
**DIVIDEND DISTRIBUTION POLICY**

Our Company distributes dividends to the shareholders within the framework of the provisions of the Turkish Commercial Code, Capital Market Regulations, Tax Regulations and other relevant regulations and the article of the Articles of Association of our Company regarding the dividend distribution. Within such practice, a balanced and coherent policy is sought between the interests of the shareholders and the Company in accordance with the Corporate Governance Principles.

Within the framework of article 19 of our Articles of Association, General Assembly is entitled to decide a distribution of dividends to members of the board of directors, officers, employees and workers, foundations established for various purposes and persons and organizations of similar quality from the amount remaining after the primary legal reserve of 5% reserved from the pretax profit, financial liabilities and the first dividend, which is reserved according to the Capital Market Legislation by a resolution regarding dividends. Moreover, after deducting 5% of the paid-in capital from the amount assessed for the first dividend, 5% of the remaining amount is paid to the founder beneficial right holders within the framework of the Capital Market Regulations.

As a principle, minimum 20% of the distributable dividend calculated based on the communiqués of the Capital Market Board shall be distributed in cash and/or as bonus shares calculated according to the communiqués of the Capital Market Board as long as the applicable regulations and financial means allow and with due consideration of the long-term strategies, investment and financing policies and profitability status of our company and as long as it can be covered by the sources entered into our legal records.

It is aimed to dividend distribution within not later than one month following General Assembly, and General Assembly decides the dividend payment date. General Assembly or the Board of Directors, if authorized, may decide for distribution of the dividend by installments in accordance with the Capital Market Regulations.

According to the Articles of Association of the Company, the Board of Directors may make advance payments for dividend, provided that authorization by the General Assembly shall be sought and Capital Market Regulations shall be observed.

**01.01.2018 - 31.12.2018 ACCOUNT PERIOD DIVIDEND DISTRIBUTION PROPOSAL**

Annex to the Board resolution dated 14.02.2019 with the number 2019/07.

<b>Tat Gıda Sanayi A.Ş. Dividend Distribution Statement for Year 2018 (TRY)</b>			
<b>1. Paid-in/Issued Capital</b>		<b>136.000.000,00</b>	
<b>2. Total Legal Reserve Fund (According to Legal Records)</b>		<b>24.922.716,09</b>	
<b>Information on privileges in dividend distribution, if any, in the Articles of Association</b>			<b>-</b>
		According to CMB	According to Legal Records
<b>3.</b>	<b>Period Profit</b>	41.394.953,00	19.038.793,89
<b>4.</b>	<b>Taxes ( - )</b>	2.818.176,00	3.388.020,94
<b>5.</b>	<b>Net Profit for the Period ( = )</b>	38.576.777,00	15.650.772,95
<b>6.</b>	<b>Losses in Previous Years ( - )</b>	0,00	0,00
<b>7.</b>	<b>Primary Legal Reserve ( - )</b>	782.538,65	782.538,65
<b>8.</b>	<b>NET DISTRIBUTABLE PERIOD PROFIT ( = )</b>	37.794.238,35	14.868.234,30
<b>9.</b>	<b>Donations within the Year ( + )</b>	696.360,06	0,00
<b>10.</b>	<b>Net Distributable Period Profit Including the Donations</b>	38.490.598,41	14.868.234,30
<b>11.</b>	First dividend to Shareholders	0,00	0,00
	-Cash	0,00	0,00
	-Bonus	0,00	0,00
	-Total	0,00	0,00
<b>12.</b>	Dividend Distributed to Privileged Shareholders	0,00	0,00
<b>13.</b>	Dividend to the Members of the Board of Directors, Employees etc.	0,00	0,00
<b>14.</b>	Dividend Distributed to Owners of Dividend Shares	0,00	0,00
<b>15.</b>	Second Dividend to Shareholders	0,00	0,00
<b>16.</b>	Primary Legal Reserve	0,00	0,00
<b>17.</b>	Statutory Reserves	0,00	0,00
<b>18.</b>	Special Reserves	0,00	0,00
<b>19.</b>	<b>EXTRAORDINARY RESERVES</b>	37.794.238,35	14.868.234,30
<b>20.</b>	<b>Other Distributable Resources</b>	0,00	0,00



**BACKGROUNDS OF THE CANDIDATE MEMBERS OF THE BOARD OF DIRECTORS AND INDEPENDENCE DECLARATIONS OF THE INDEPENDENT CANDIDATES****Semahat S. Arsel**

Starting her business life as the Member of the Board of Directors of Koç Holding in 1964, Ms. Semahat Arsel still maintains this position. In addition, she is the Chair of the Board of Directors of Vehbi Koç Foundation and Divan Group, President of Semahat Arsel Nursery Training and Research Center and the founder of Koç University Health College. On the other hand, she is also a Member of the Board of Directors of some other Koç Group companies. On the other hand, she is the Second President of Florence Nightingale Foundation and a Member of the Board of Trustees of the Turkish Education Volunteers Foundation (TEGV). Semahat S. Arsel has been conferred upon the title of “Honorary Doctorate” by Istanbul University.

**Rahmi M. Koç**

He got his higher education in the Business Administration Department of in John Hopkins University (USA). Having started his career in 1958 by working at Otokoç Inc., an affiliated company of Koç Group, Mr. Rahmi M. Koç then served in different senior positions within Koç Holding. In 1980, he was elected as the CEO and then was appointed as the Chairman of Board of Directors in Koç Holding in 1984. Starting from 2003, he continued working with the title of Honorary President for Koç Holding. Mr. Rahmi M. Koç served as President for the International Chamber of Commerce during 1995-1996 and currently he has been also serving as Deputy President for Board of Trustees of Vehbi Koç Foundation, Honorary President for Board of Trustees of Koç University, Founder and Chairman of Board of Directors for Rahmi M. Koç Museum and Culture Foundation, Chairman of Board of Directors for VKV American Hospital, Founding Member and Honorary President for TURMEPA/ Deniz Temiz Association, Honorary President for TÜSIAD Supreme Consultation Council, Member for TISK Advisory Group, Honorary Member for Foreign Policy Association, Member of Honorary Board of Trustees of New York Metropolitan Art Museum and Founding Member for Global Relations Forum Association.

**Ömer M. Koç**

He was graduated from the Columbia College (USA) with BA degree. He worked in Kofisa Trading for one year. He got MBA degree from Columbia Business School (1989). After working for Ramerica International Inc., he joined to Koç Group in 1990 and occupied senior level positions such as Director at Gazal A.Ş., Financing Coordinator at Koç Holding, Vice-Chairman and Chairman of Energy Group. In 2004, he became the Board Member of Koç Holding. In May 2008, he served as the Vice-Chairman of Board of Directors. He has been working as the Chairman of the Board of Koç Holding since February 2016. At the same time, he is serving as the President of the Board of Trustees of Turkish Education Foundation, President of Geyre Foundation, President for Yapı Kredi Cultural Activities, Arts and Publishing and Chairman of Board of Directors for Tüpraş.

**Ali Y. Koç**

He studied in the Management Faculty of Rice University (USA), followed by the master’s degree program in Harvard University (USA). Starting his business life with Manager Training Program of American Express Bank in 1990, he worked as an analyst for Morgan Stanley Investment Bank between 1992 and 1994. He started to work at Koç Holding as the New Business Development Coordinator under Koç Holding Strategic Planning Group in 1997; and he served at senior positions such President of Koç Holding Information Group and President of Corporate Communication and Information Group until 2010. Being a Member of the Board of Directors of Koç Holding for over 8 years, Mr. Ali Y. Koç has also been the Vice Chairman of the Board of Directors of Koç Holding since February 2016. On 1 April 2016, he became the

Chairman of the Board of Directors of Koç Finansal Hizmetler ve Yapı Kredi Bankası. Mr. Ali Y. Koç is also the Chairman of Board of the companies Ark İnşaat, Bilkom, Digital Panorama, Ford Otosan, Koç Bilgi ve Savunma Teknolojileri, Koç Sistem, Koçtaş, Otokar, Otokoç and Setur. In addition to these positions, he is also the President of Fenerbahçe Sports Club, President of National Competition Researches Foundation – URAK-, Member of the Board of Directors of Endeavor Foundation, Member of the Board of Directors of DEİK and Vice-Chairman of the Board of Directors of TUSIAD in order to contribute to economic and social development of our country. He is also a Member of Global Advisory Council of Harvard University, Bank of America and CFR, and an Advisor for Chatham House; and he represents Turkey in CBI – Confederation of British Industry.

### **Caroline N. Koç**

She graduated from St. George's School, Babson College Faculty of Management in Switzerland. She can speak English, Turkish, French, Italian and Swedish. She was the executive of Edwards of Hisar in 1992-1998 period. She founded İlkadım Child Education and Game Centre in between 1998 and 2003 and also operated it. She founded Haremlique Istanbul in 2008 and Selamlıque Turkish Coffee House in 2009 and is still the Board Chair of both companies. She is the Board Member of Tohum Foundation, Founding Member of Tina Foundation and Founding Member of Contemporary Education Foundation. She has become a Board Member in Koç Holding in 2016.

### **Levent Çakıroğlu**

Completed bachelor's degree studies in Ankara University, Faculty of Political Sciences, Department of Business Administration, and received his postgraduate degree in University of Illinois. He started his business life in 1988 as an Accounts Specialist in the Ministry of Finance. In 1997 and 1998, he worked as a half-time academician at Bilkent University and as the Assistant Chairman of the Financial Crimes Investigation Board of the Ministry of Finance. He joined Koç Holding in 1998 as the Financial Group Coordinator and served as the General Director of Koçtaş between 2002 and 2007, General Director of Migros in 2007 and 2008, General Director of Arçelik between 2008 and 2015 and Chairman of the Koç Holding Consumer Durables Group between 2010 and 2015. Appointed as the Koç Holding Deputy CEO in February 2015, Çakıroğlu has been acting as Koç Holding CEO since April 2015. He has become a Board Member in Koç Holding in 2016.

### **İ. Tamer Haşimoğlu**

After completing his studies at the Mechanical Engineering Department of Istanbul Technical University, he continued his studies with the Master's Degree Program in International Business Administration at the School of Business Institute of Business Administration of Istanbul University. Starting his business life as a Training Staff Member at the Planning and Coordination Division of Koç Holding in 1989, he then assumed the positions of an Expert, a Director and a Coordinator. Becoming the Vice Chairman of Koç Holding Strategic Planning Group in January 2004, Mr. Haşimoğlu continued his work as the President of Koç Holding Strategic Planning Division between May 2004 and April 2011. Since April 2011, he has been the President of Tourism, Food and Retail Group of Koç Holding. He is a Member of the Board of Directors in various companies of Koç Group and also has memberships in TUSIAD and Tourism Investors Foundation (TYD); he is also Member of the Board of Trustees HEV and a Member of the Board of Directors of İMEAK Chamber of Shipping.

### **Fatma Füsün Akkal Bozok**

After getting her Bachelor's Degree at Business Administration Department of Istanbul University, she got her Master's Degree in Business Administration at Bosphorus University, followed by the PhD degree in Business Administration Department of Istanbul University. She started her business life in 1980 at Arthur Andersen Consulting. She acted as an Auditor at Internal Audit Coordination Dept. of Koç Holding in 1983 to 1992. Working as an Audit Coordinator between the years 1992 and 2003, Ms. Füsün Bozok was appointed as the Financial Director in 2003. Meanwhile, she also was the Project Manager within the scope of MIS Project of Koç Group in 1995 to 1996. Ms. Bozok continued her career as an adjunct professor in Audit of Computer Systems and International Finance at Koç University in 2006 to 2008. Since 2008, she

has been an adjunct professor at International Finance and Audit Department at Sabancı University. Ms. Füsün Bozok was appointed as a Member of the Board of Directors of Yapı Kredi Bankası in 2004. At the same time, she has been an independent Member of the Board of Directors of Akiş GYO and Bizim Toptan since 2017 and of Tat Gıda, Izocam and Ford Otosan since 2018. Bozok holds Credit Rating, Corporate Governance, Advanced Level and Derivative Licenses of the Capital Market Board.

### **M. Sait Tosyalı**

Having completed his high school studies, which he started at Tarsus American College, at Columbia High School, Texas-USA, where he visited through an AFS Exchange Program, Mr. Sait Tosyalı completed his Higher Education Studies at Boğaziçi University at Departments of Industrial Engineering (Bachelor's Degree) and Business Administration (Master). During his employment at Koç Holding, he specialized in Strategic Planning and Project Management; and he was involved in the feasibility, tender and management processes of the privatization, growth and company acquisition projects of the Consumption Group in parallel with the strategies of the Group. He was also involved in the management of the companies with foreign shareholders established in order to engage in activities in the Packing and Real Estates sectors.

Acting as the general manager at the Consumption, Energy and Construction companies of the Group, Mr. Tosyalı then managed the operations of the German Linde Gas Company, an Industrial Gas Manufacturer, in Turkey, Kazakhstan and Jordan; he assumed responsibilities in merging and management of multinational and trans-frontier companies of different cultures. He also worked as the Vice Chairman of the Board of Directors and Executive Director of Linde Gaz A.Ş.

Accepting the position of General Manager of the Education Volunteers Foundation of Turkey as of September 2017, Mr. Sait Tosyalı is also the President of the Board of Trustees of Health and Education Foundation, and he also has been a Member of the Board of Directors and Chairman of the Audit Board of the Foundation during various periods. Being an independent member of the Board of Directors of Tat Gıda Sanayi A.Ş. and Yapı Kredi Koray A.Ş., Tosyalı is married and is the father of one child.

### **Takashi Hashimoto**

He completed his Higher Education at Gifu University, Master of Agriculture Department. He started his business life at Kagome Co. Ltd in April 1983; and he became Plant Manager of Kagome Shizuoka Plant in April 2001; Plant Manager of Kagome Kozakai Plant in April 2003; General Manager of Production Technology Department in April 2005; General Manager of Production and Purchasing Planning Department in October 2008; General Manager of Corporate Planning Department in April 2012; Member of the Executive Board, General Manager of Corporate Planning Department of Kagome Co., Ltd. in April 2013. He has been acting as the Member of the Executive Board, Director of Production and Purchasing Department since October 2017.

### **Arzu Aslan Kesimer**

She graduated from the Department of Economics (English) of Marmara University and she completed her postgraduate studies at Boğaziçi University, Faculty of Social Sciences, Department of Economics. Having started her business life in 1992 at Marmara Bankası, Ms. Arzu Aslan Kesimer joined the Koç Group in 1995 with her position at Koçtaş Yapı Marketleri A.Ş., and she served as the Marketing Manager and Marketing and Store Planning Director, respectively, until 2010. She served as the Vice General Director in Charge of Commerce for Koçtaş Yapı Marketleri A.Ş. in 2010 and 2011. She has been the General Manager of Tat Gıda Sanayi A.Ş. since 1<sup>st</sup> November 2011. Ms. Kesimer, who is the Vice Chairman Founding Member of Women in Board Foundation, has memberships in TOBB Woman Entrepreneurs Board, TUSIAD, ISO Assembly and she is also the Chairman of the Professional Committee.

## INDEPENDENCY DECLARATION

I hereby declare that I'm a candidate for taking office as the "independent member" at Board of Directors of Tat Gıda Sanayi A.Ş. (The Company) under the criteria stipulated by the regulations, articles of association and Corporate Governance Communique of the Capital Markets Board and within this scope,

- a) Within the last five years, there hasn't been any employment relation in executive position bearing material duties and responsibilities between me, my spouse and blood or other relatives up to the second degree and the Company, any of the affiliates, in which the Company control or materially effects the control and the partners controlling the management of the Company or the legal persons, the managements of which are controlled by the shareholders; that I neither hold, either jointly or individually, more than 5 % of the capital or voting rights or privileged shares, nor have established any material commercial relations with them,
- b) Within the last five years, I haven't been partners (5% or more), worked at or carried out duty in executive position bearing material duties and responsibilities or as the Board Member of companies, especially in the companies which carry out the auditing (including tax audit, legal audit and internal audit), evaluation and consultancy of the company and from which the company purchases significant quantities of services or goods under the agreements made, during the periods when such services and goods purchasing took place,
- c) I have professional training, knowledge and experience in order to duly perform the duties that I shall undertake as an Independent Board Member.
- ç) I will not work full time at public and private institutions, excluding working as lecturer at the university according to the legislation, after I'm selected as the member.
- d) I am deemed to reside in Turkey pursuant to the Income Tax Law (ITL) dated 31/12/1960 and with the number 193,
- e) I have the strong ethical standards, professional prestige and experience that can make positive contribution to the company's operations, retain my objectivity in case of any interest disagreements between the company's partners and freely take resolution in consideration of the rights of the stake holders.
- f) I can allocate time sufficient for following the progress of the company's operation and in a manner that is suitable for fully performing the duties undertaken,
- g) I haven't carried out duty as the member of the Company for a period of more than 6 years within the last ten years,
- ğ) I am not carrying out duty as independent board member of more than three companies held by the partners controlling or holding the management control of the Company and in total, not carrying out duty as independent board member of more than five companies quoted in stock exchange,
- h) I haven't been registered and announced on behalf of the legal entity, who has been appointed as the Board member.

07.02.2019

Fatma Füsün Akkal Bozok

## INDEPENDENCY DECLARATION

I hereby declare that I'm a candidate for taking office as the "independent member" at Board of Directors of Tat Gıda Sanayi A.Ş. (The Company) under the criteria stipulated by the regulations, articles of association and Corporate Governance Communique of the Capital Markets Board and within this scope,

- a) Within the last five years, there hasn't been any employment relation in executive position bearing material duties and responsibilities between me, my spouse and blood or other relatives up to the second degree and the Company, any of the affiliates, in which the Company control or materially effects the control and the partners controlling the management of the Company or the legal persons, the managements of which are controlled by the shareholders; that I neither hold, either jointly or individually, more than 5 % of the capital or voting rights or privileged shares, nor have established any material commercial relations with them,
- b) Within the last five years, I haven't been partners (5% or more), worked at or carried out duty in executive position bearing material duties and responsibilities or as the Board Member of companies, especially in the companies which carry out the auditing (including tax audit, legal audit and internal audit), evaluation and consultancy of the company and from which the company purchases significant quantities of services or goods under the agreements made, during the periods when such services and goods purchasing took place,
- c) I have professional training, knowledge and experience in order to duly perform the duties that I shall undertake as an Independent Board Member.
- ç) I will not work full time at public and private institutions, excluding working as lecturer at the university according to the legislation, after I'm selected as the member.
- d) I am deemed to reside in Turkey pursuant to the Income Tax Law (ITL) dated 31/12/1960 and with the number 193,
- e) I have the strong ethical standards, professional prestige and experience that can make positive contribution to the company's operations, retain my objectivity in case of any interest disagreements between the company's partners and freely take resolution in consideration of the rights of the stake holders.
- f) I can allocate time sufficient for following the progress of the company's operation and in a manner that is suitable for fully performing the duties undertaken,
- g) I haven't carried out duty as the member of the Company for a period of more than 6 years within the last ten years,
- ğ) I am not carrying out duty as independent board member of more than three companies held by the partners controlling or holding the management control of the Company and in total, not carrying out duty as independent board member of more than five companies quoted in stock exchange,
- h) I haven't been registered and announced on behalf of the legal entity, who has been appointed as the Board member.

08.02.2019

M.Sait Tosyalı

## REMUNERATION POLICY FOR SENIOR MANAGERS AND MEMBERS OF THE BOARD OF DIRECTORS

This policy document defines the remuneration system and practices for our members of the Members of the Board of Directors and Senior Managers within the scope of those with an administrative responsibility within the scope of the Capital Markets Board regulations.

Each year, fixed remuneration is determined during general assembly, which shall be valid for all the members of the Board of Directors.

The executive Members of the Board of Directors shall be paid remuneration within the scope of the policy determined for Senior Managers as detailed below.

The Chairman and the Members of the Executive Committee of the Company that will effectively support the Board of Directors in all respects relating to the operation of the Company may be granted a benefit in an amount determined within the framework of the opinion of the Corporate Governance Committee, taking into consideration their contributions, attendance to meetings and functions at the end of a year. If the Members of the Executive Committee are made any payment within this scope during the year, such payments shall be deducted from the amount determined at the end of the year.

For remuneration of the independent members of the board of directors, payment plans based on the performance of the company may not be used.

The Members of the Board of Directors are made payments on a pro rata basis with consideration of the period in office with regards to date of their appointment and leaving. The expenses of the members of the board of directors may be covered by the company due to their contribution to the company (costs of transport, telephone, insurance etc.).

The remuneration for the senior managers, on the other hand, consist of two elements, being fixed and performance-based.

The fixed remunerations for Senior Managers are determined in accordance with international standards and legal liabilities with due consideration of the macroeconomic data in the market, remuneration policies applicable in the market, company size and long-term goals and positions of the people.

Senior Manager premiums, on the other hand, are calculated based on premium basis, company performance and individual performance. The information related to the criteria is summarized below:

- **Premium Basis:** Premium Basis is updated on each New Year's Day and varies depending on the job size of the management position. While updating premium basis, the senior management premium policies in the market are taken into consideration.
- **Company Performance:** Company performance is obtained by measuring the financial and operational (market share, export, activities abroad, efficiency etc.) set for the company on each New Year's Day at the end of the period. While setting the company's goals, sustainable success and improvements as compared to the preceding years are principles that are taken into consideration with emphasis.
- **Individual Performance:** In determining the individual performance, the employee, customer, process, and technology goals and long-termed strategies are taken into consideration. In measuring the individual performance, the principle of long-term sustainable improvement is taken into consideration in parallel with the company performance and in addition to financial areas.

If Senior Managers of our company quit, then a bonus can be paid for quitting with due consideration of their period in office, their period in office as a senior manager, their respective contributions, the last target bonus at the time of quitting and the salary and bonus paid during their last year.

Total amounts determined according to the foregoing principles and paid to the Senior Managers and Members of the Board of Directors are submitted to the information and/or approval of the shareholders during the general assembly to follow in accordance with the legislation.