

## TAT GIDA SANAYİ A.Ş.

### INFORMATIVE DOCUMENT FOR THE 20 MARCH 2023 ORDINARY GENERAL ASSEMBLY TO REVIEW FINANCIAL YEAR 2022

#### 1. INVITATION TO THE 20 MARCH 2023 ORDINARY GENERAL ASSEMBLY

Tat Gıda A.Ş.'s Ordinary General Assembly Meeting shall convene on Monday 20 March 2023 at 14:00 at the address of Divan İstanbul Oteli, Asker Ocağı Cad. No:1 Elmadağ-Şişli/İstanbul (Tel: 0212 315 55 00 Faks: 0212 315 55 15) in order to review the activities of year 2021 and to discuss and resolve the following agenda.

In accordance with the legal requirements, 2022 Financial Statements, the Independent Auditor's Report, and the Board of Directors' Annual Report, including the dividend distribution proposal of the Board of Directors and the explanations on Corporate Governance and Sustainability, along with the following agenda and the Memorandum containing the information required by Capital Markets Board regulations shall be made available to the shareholders at the Company Headquarters, on the Company's corporate website at [www.tatgida.com.tr](http://www.tatgida.com.tr), on the Public Disclosure Platform, and on the Electronic General Assembly System of the Central Registry Agency at least three weeks prior to the meeting, excluding the invitation and the meeting dates.

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 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](http://www.tatgida.com) or our Company's Headquarter (Tel: 0216 430 00 00) in order to make application according to the provision of the Regulation and the Communiqué.

Pursuant to Paragraph 4 of Article 415 of the Turkish Commercial Code No. 6102 and Paragraph 1 of Article 30 of the Capital Markets Law, the right to attend the General Assembly and voting rights shall not be conditional on depositing the share certificates. Accordingly, shareholders participating in the General Assembly do not need to block their shares.

At the Ordinary General Assembly Meeting, the voters shall use the open voting system by raising hands, without prejudice to the provisions of electronic voting regarding the voting of each item on the agenda..

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](http://www.tatgida.com).

All right holders and stakeholders as well as the press are invited to the General Assembly Meeting.

Pursuant to the Capital Markets Law, shareholders holding registered shares that are traded on the stock exchange will not receive a separate registered invitation letter for the meeting.

The Shareholders are kindly informed.

#### TAT GIDA SANAYİ A.Ş. BOARD OF DIRECTORS

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

## 2. ADDITIONAL EXPLANATIONS IN ACCORDANCE WITH CMB REGULATIONS

The additional explanations required pursuant to Capital Markets Board (CMB) Corporate Governance Communiqué No. II-17.1 are made in the related articles of the agenda below. Other mandatory general explanations are provided in this section:

### 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)	Equity Ratio (%)	Voting Right	Voting Right Stake (%)
Koç Holding A.Ş.	59.364.947	43,7	5.936.494.700	43,7
Halka Açık Kısım	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
Diğer	8.745.169	6,4	874.516.900	6,4
<b>Toplam</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. Material event disclosures made by our Company in accordance with legal requirements are available at [www.kap.gov.tr](http://www.kap.gov.tr).

### 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 2022 will be discussed.

## 3. ANNOUNCEMENTS PERTAINING TO THE AGENDA ITEMS OF THE ORDINARY GENERAL ASSEMBLY MEETING ON 20 MARCH 2023

### 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 2022 Annual Report issued by the Board of Directors of the Company,

Within the framework of the TCC, the Regulation, the Capital Markets Law and related regulations, information shall be given on the 2022 Annual Report, which has been announced at the Headquarters of our Company, on the Electronic General Assembly portal of the Central Registry Agency (CRA) and on the corporate website of the Company at

www.tatgida.com for review of our shareholders three weeks before the General Assembly meeting and the Annual Report shall be presented for discussion and approval of our shareholders.

**3. Presentation of the summary of the Independent Auditor's Report for the year 2022**

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 for three weeks preceding the General Assembly.

**4. Presentation, negotiation and approval of the Financial Statements related to year 2022 accounting period,**

Information about our financial statements and legal statutory accounts, which, pursuant to the TCC, Bylaws and Capital Markets Law have been announced three weeks prior to the General Assembly meeting at our Company Headquarters, on the Electronic General Assembly Portal of the CRA and on www.tatgida.com for review by our shareholders, shall be presented to our shareholders for their evaluation and approval.

**5. Release of each member of the Board of Directors from liability for the Company's activities for the year 2022**

Pursuant to the TCC and Bylaws, the release of the members of our Board of Directors for the activities, transactions and accounts for the year 2022 shall be submitted to the General Assembly for its approval.

**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 2021, which is prepared within the framework of the Company's dividend distribution policy,**

According to our financial statements pertaining to the account period 01.01.2022-31.12.2022 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 PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., a "Net Profit for Period" of TRY 295,262,469.00 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 Appendix 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,**

In accordance with CMB regulations, the TCC and Bylaws and the principles governing the election of members of the Board of Directors in the Articles of Association, new members to replace Board members whose terms of office have expired shall accordingly be elected. In addition to that, Independent Members of the Board of Directors shall be elected in compliance with the CMB's Corporate Governance Communique No. II-17.1.

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.

One third 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, Mr. M. Sait Tosyalı and Ms. Neslihan Tonbul 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 CVs of the candidates to the Board of Directors and the Declarations of Independence for the independent member candidates who will be presented to the General assembly are provided in Appendix 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,**

According to CMB's mandatory Corporate Governance Principle No. 4.6.2, the principles for the remuneration of Board of Directors' members and senior management shall be made available in writing and included as a separate item on the General Assembly agenda to enable the shareholders to share their opinions on the same. The Remuneration Policy prepared in this respect is attached hereto as Appendix 3 for this purpose. Information on the compensation of the members of the Board of Directors and the senior management is available in footnote No. 28 of our financial statements dated 31 December 2022.

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

The annual gross remuneration to be paid to the members of the Board of Directors in 2023 shall be determined by the shareholders as per our revised Remuneration Policy submitted for the approval of the shareholders as per item 8 of 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 20.02.2023, a decision was made to appoint PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. to audit the financial reports of our Company in account period 2023 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 2022 and determining upper limit for the donations to take place in 2023,**

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 2,523,571 in year 2022. Out of such amount, TRY 900.000 was donated to Vehbi Koç Foundation, TRY 602,457 to Tema Foundation, TRY 536,790 to El Ele Yaşam Association, TRY 423,374 to Koç University, and the remaining balance of TRY 60,950 was donated to various other institutions and organizations of which are not deemed to be material for investors. Moreover, the upper limit for the donations for year 2023 shall also be set by the general assembly.

**12. Presentation to the shareholders of the collaterals, pledges, mortgages and sureties granted in favor of third parties in the year 2022 and of any benefits or income thereof in accordance with the Capital Markets Board regulations,**

Pursuant to Article 12 of the Capital Markets Board Corporate Governance Communiqué No. II-17.1, income or benefits derived by our Company and/or its subsidiaries from collaterals, pledges, mortgages and sureties against third parties must be stipulated in a separate article of the agenda of the General Assembly. This is indicated in footnote No. 17 of our financial statements dated 31 December 2022.

**13. Authorization of the shareholders that have management control, the members of the Board of Directors, the senior executives and their spouses and relatives related by blood or affinity up to the second degree as per the provisions of articles 395 and 396 of the Turkish Commercial Code and presentation to the shareholders of the transactions carried out thereof in the year 2022 pursuant to the Corporate Governance Communiqué of the Capital Markets Board,**

The members of the Board of Directors can do business as stipulated in the first subsection of Articles 395 and 396 of the TCC entitled Competition Ban and Ban on doing Business with the Company and Borrowing from the Company only with the approval of the General Assembly.

Pursuant to the Capital Markets Board mandatory Corporate Governance Principle No. 1.3.6, the General Assembly shall be informed in the event that shareholders having managerial control, board members, senior management and their

relatives up to the second degree of blood or affinity engaged in a significant business transaction creating a conflict of interest with the Company or its subsidiaries, competed with the company in the same line of business on their own behalf or on the behalf of others, or was involved in the same business as that of the Company as unlimited partner in another company. Information about said transactions must be included as a separate item on the agenda and recorded into the minutes of the General Assembly.

To fulfil the requirements of these regulations, permission shall be sought from the shareholders at the General Assembly. Some of the shareholders having managerial control, board members, senior management and relatives up to the second degree of blood or affinity are also board members at several Koç Group companies including those with similar operations to our Company. In 2022, there has not been any material transaction which requires notification in accordance with Corporate Governance Principle No. 1.3.6 of the Corporate Governance Communique.

#### **14. Wishes and Comments.**

### **APPENDICES:**

**APPENDIX 1** – Dividend Distribution Policy, Proposal of the Board of Directors Regarding Dividend Distribution for Year 2022 and the Proposed Dividend Distribution Statement

**APPENDIX 2** – CVs of Board of Directors Candidates and Independence Declarations of Independent Board Member Candidates

**APPENDIX 3** – Remuneration Policy for Board of Directors and Senior Management

## **APPENDIX 1**

### **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.

### **PROFIT DISTRIBUTION PROPOSAL FOR 01.01.2022 - 31.12.2022 ACCOUNTING PERIOD**

Net profit for the period was posted as TRY 295,262,469 as per the financial statements prepared in accordance with the Turkish Financial Reporting Standards (TFRS). The donations and charitable grants made to foundations and associations during the reporting period amounted TRY 2,523,571.

In accordance with the Capital Markets legislation, Article 19 of the Company's Articles of Association and our Company's Profit Distribution Policy submitted to the information of the shareholders at the General Assembly dated March 17, 2022, in order to support the investments in line with the strategic plan and long-term goals of our Company, and taking into account the cash position and financing; it is hereby proposed to allocate TL 295,262,469 as extraordinary reserve without any profit distribution.

We hereby propose that the dividend distribution be resolved as proposed above.

**01.01.2022 - 31.12.2022 ACCOUNT PERIOD DIVIDEND DISTRIBUTION PROPOSAL**  
**Annex to the Board of Directors Decision No. 2023/07**

<b>Tat Gıda Sanayi A.Ş. Dividend Distribution Statement for Year 2022 (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>38.030.658,89</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>	290.048.052,00	359.521.276,65
<b>4.</b>	<b>Taxes ( - )</b>	-5.214.417,00	16.378.850,73
<b>5.</b>	<b>Net Profit for the Period ( = )</b>	295.262.469,00	343.142.425,92
<b>6.</b>	<b>Losses in Previous Years ( - )</b>	0,00	0,00
<b>7.</b>	<b>Primary Legal Reserve ( - )</b>	0,00	0,00
<b>8.</b>	<b>NET DISTRIBUTABLE PERIOD PROFIT ( = )</b>	295.262.469,00	343.142.425,92
<b>9.</b>	<b>Donations within the Year ( + )</b>	2.523.571,00	0,00
<b>10.</b>	<b>Net Distributable Period Profit Including the Donations</b>	297.786.040,00	343.142.425,92
<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>	295.262.469,00	343.142.425,92
<b>20.</b>	<b>Other Distributable Resources</b>	0,00	0,00

*This statement has been translated into English for informational purposes. In case of a discrepancy between the Turkish and the English versions of this disclosure statement, the Turkish version shall prevail.*

## APPENDIX 2

### CVs OF BOARD OF DIRECTORS CANDIDATES AND INDEPENDENCE DECLARATIONS OF INDEPENDENT MEMBER CANDIDATES

#### **Semahat S. Arsel**

She began her career in 1964 as a Member of the Board of Directors of Koç Holding, a position she continues to hold. In addition, she is Chair of the Board of Directors of Vehbi Koç Foundation and the Divan Group, founder of the Semahat S. Arsel Nursing Education and Research Center and the Koç University School of Nursing. She also serves as Member of the Board of Directors of other Koç Group companies as well as Member of the Board of Trustees of the Educational Volunteers Foundation of Turkey (TEGV). Semahat Arsel has received an “Honorary Doctorate” degree from İstanbul University.

#### **Rahmi M. Koç**

Upon completing his higher education at Johns Hopkins University (US) in Business Administration, Rahmi Koç started his professional career in the Koç Group at Otokoç in 1958. In 1960, he moved to Koç Ticaret representing the Koç Group in Ankara, then in 1964, when the headquarters moved from Ankara to Istanbul, he became the General Coordinator of Koç Holding Inc. He served as Chief Executive Officer, Vice Chairman of the Board of Directors, and Chairman of the Administrative Board in 1970, 1975 and 1980, respectively. He was named Chairman of the Board of Directors of Koç Holding when the late Vehbi Koç left the position in 1984. In 2003, Rahmi M. Koç appointed the late Mustafa V. Koç to be Chairman of the Board, while continuing to serve as a Board Member. Currently, he also holds the title of Honorary Chairman. Apart from Koç Holding, he also serves as a Member/Chairman of the Board of Directors of other Koç Group companies. In addition, Rahmi M. Koç has been affiliated with and help positions at philanthropic, social, and professional organizations including: Deputy Chairman of the Board of Trustees of the Vehbi Koç Foundation, Honorary Chairman of the Board of Trustees of Koç University, Founder and Chairman of the Board of Directors of the Rahmi M. Koç Museum and Cultural Foundation, Chairman of the Board of Directors of the Vehbi Koç Foundation American Hospital, Honorary Chairman and Founding Member of TURMEPA/the Turkish Marine Environment Protection Association, Honorary Chairman of the Advisory Board of the Turkish Industrial and Business Association (TÜSİAD), Member of the Advisory Board of the Turkish Employers Association, Founding Chairman of the Global Relations Forum, Former President of the International Chamber of Commerce (01.01.1995- 31.12.1996), Honorary Trustee of the Metropolitan Museum of Art, New York City, Co-Chairman of the Business Advisory Council for South East Europe, Former President of the Turkish Greek Business Council (1992-1999), Former Member of the Allianz Aktiengesellschaft International Advisory Board, Former Member of the JP Morgan International Council, and Former Member of the International Advisory Board of the US Council on Foreign Relations.

#### **Ömer M. Koç**

In 1985, he received his B.A. degree in Ancient Greek Language and Culture from Columbia College, which is linked to Columbia University. He worked at Kofisa Trading Company in Switzerland for one year. He completed his MBA at Columbia University in 1989. After working at New York-based Ramerica International Inc. between 1989 and 1990, he joined Koç Group in 1990. He held various senior positions at Koç Holding including Finance Coordinator, Vice President and President of Energy Group. He became member of Board of Directors in 2004 and Vice Chair in May 2008. In February 2016, he was appointed as the Chair of the Board of Directors of Koç Holding. He serves as the Vice President of TUSIAD High Advisory Council, Chair of Turkish Educational Foundation Board of Trustees, President of Geyre Foundation and Chair of Yapı Kredi Kültür Sanat Yayıncılık Board of Directors, Chair of İstanbul Foundation For Culture and Arts Board of Trustees, Chair of Tüpraş Board of Directors, Chair of Tofaş Board of Directors and Member of the Board of Directors at other Koç Group companies.

#### **Ali Y. Koç**

He received his bachelor’s degree from the Management Faculty of Rice University and MBA from Harvard Business School. He started his career at American Express Bank as a Management Trainee and continued as an Investment Analyst at Morgan Stanley Investment Bank. Ali Y. Koç joined Koç Holding in 1997 and held senior-level positions until 2010 including new business development and information technologies (IT) as well as the President of Corporate Communications and IT Group. After serving as a Member of the Board of Directors at Koç Holding for over 8 years, he was elected as the Vice Chair in February 2016. Since April 2016, Ali Y. Koç also serves as Chair of the Board of Directors of Koç Financial Services, Yapı Kredi Bank, Ford Otosan, Otokar as well as several other Koç Group companies. In addition to being Chair and Vice Chair at Turkey’s largest companies and financial institutions, Ali Y. Koç also contributes to the country’s social and economic

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development and currently is the President of Fenerbahçe Sports Club, Member of the Board of Directors of the National Competition Research Association (URAK), Member of the Executive Board of European Club Association (ECA) and Member of the Board of Directors of Endeavor Turkey. He is also a Member of the Global Advisory Council of Harvard University, Bank of America and Council on Foreign Relations and a Member of the Panel of Senior Advisers at Chatham House. He represents Turkey at the CBI - Confederation of British Industry.

### **Caroline N. Koç**

She graduated from St. George's School, Switzerland and from Babson College, USA Department of Business Administration. She is fluent in English, Turkish, French, Italian and Swedish. Ms. Koç started her professional career in 1992 at Edwards of Hisar, where she acted as the managing director until 1998. She founded and worked as the acting manager of "İlkadım Play and Education Center for Kids" between 1998 and 2003. She founded "Haremliqie Istanbul" in 2008 and "Selamlıque Turkish Coffee" in 2009 and is currently the Chair of the Board of Directors of both companies. In addition, she is Member of the Board of Directors of several Koç Group companies. She served as Chair of the Board of Directors of Turkish Family Health and Planning Foundation. She is a Member of the Board of Directors of Tohum Autism Foundation, a Founding Member of Tina Foundation as well as the Contemporary Education Foundation. She has been a Member of Koç Holding Board of Directors since 2016.

### **Takashi Hashimoto**

Takashi Hashimoto holds a Master's degree in Agricultural Sciences from Gifu University in Japan. He started his professional carrier at Kagome Co. Ltd in April 1983, and in April 2001, he started working as the Plant Manager of the Kagome Shizuoka Plant and in April 2003, he became Plant Manager of the Kagome Kozakai Plant. In April 2005, he was appointed General Manager of the Production Technology Department and became General Manager of the Production and Purchasing Planning Department in October 2008. He then went on to become General Manager of the Corporate Planning Department in April 2012. In April 2013, Mr. Hashimoto became an Executive Board Member of Kagome Co. Ltd, while also serving as General Director of Corporate Planning. In October 2017, Mr. Takashi Hashimoto served as Executive Officer and the Director of the Production and Purchasing Division. In addition to these posts, Mr. Hashimoto has been serving as a Board Member since March 2021.

### **M.Sait Tosyalı**

Sait Tosyalı started his high school education from Tarsus American College and graduated from Columba High School, Texas-USA, where he attended as an AFS exchange student. He holds an MSc in Industrial Engineering and an MBA from Boğaziçi University. Tosyalı then joined Koç Holding and specialized in Strategic Planning and Project Management. He was involved in the feasibility, tender and management processes of the privatization, growth and company acquisition projects carried out by the Consumer Durables Group in line with the strategies of Koç Holding. He served in executive positions in companies with foreign shareholders established to operate in the packaging and real estate industries. Tosyalı acted as General Manager in Consumer Durables, Energy and Construction companies of the Group and managed the Turkey, Kazakhstan and Jordan operations of Linde Group, a German industrial gas manufacturer. Immersed in different cultures, he has also taken part in merging and management of multinational and cross-border companies. He served as the Vice Chairman and Managing Director of Linde Gaz A.Ş. Since September 2017, Sait Tosyalı has been the General Manager of the Educational Volunteers Foundation of Turkey. He is also a Member to the Board of Trustees at the Health and Education Foundation, where he previously served as a member of the Board of Directors and Chairman of the Supervisory Board at various times. Tosyalı is an Independent Board Member at Tat Gıda Sanayii A.Ş. since 2018.

### **Fatma Füsün Akkal Bozok**

Graduated from Business Administration at Istanbul University, Fatma Füsün Akkal Bozok holds an MBA from Boğaziçi University and a PhD in Business Administration from Istanbul University. In 1980, she embarked on her career at Arthur Andersen and served as an Auditor in the Internal Audit Department of Koç Holding between 1983-1992. From 1992 to 2003, Bozok worked as an Audit Coordinator and was appointed as Finance Director in 2003. Bozok also served as a Project Manager between 1995 and 1996 under Koç Group's MIS Project. Bozok continued her career as a faculty member teaching IT Audit and International Accounting courses at Koç University from 2006 to 2008. Since 2008, she has been a faculty member at Sabancı University teaching International Finance and Auditing courses. From 2004 to 2019 she was appointed a Board Member at Yapı Kredi Bank. She has also been serving as a Board Member at Akiş GYO and Bizim Toptan since 2017, and at Tat Gıda and Ford Otosan since 2018. Bozok also holds Credit Rating, Corporate Governance Rating, and Advanced Derivative Instruments licenses from the Capital Markets Board of Turkey.

**Neslihan Tonbul**

Having graduated from Rutgers University Department of Economics and Political Science in 1981, Neslihan Tonbul received her master's degree in International Finance and Economic Development at The Fletcher School of Law and Diplomacy at Tufts University in 1983. After serving at senior management positions in various international financing organizations such as The Irving Trust Company, The Bank of New York and BNY Mellon in their New York, London and Istanbul offices between 1983 and 2008, she was appointed as the director for the region covering Middle East, Africa, Eastern Europe and Turkey. Serving as a member of the board of directors in various holdings and corporations in Turkey since 2008, Neslihan Tonbul currently continues to be a member of the board of directors of Tofaş, Petkim, Alarko Holding and Vakıfbank International. Having studied in Harvard Business School and specialized on Family Business Management with CFEG, Tonbul has lectured on "Family Business Management" at College of Administrative Sciences and Economics of Koç University since 2017.

## 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 Communiqué 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.
- d) 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.
- e) I am deemed to reside in Turkey pursuant to the Income Tax Law (ITL) dated 31/12/1960 and with the number 193,
- f) 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 stakeholders.
- g) 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,
- h) 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,
- i) 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,
- j) I haven't been registered and announced on behalf of the legal entity, who has been appointed as the Board member.

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 Communiqué of the Capital Markets Board and within this scope,

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- 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.
- d) 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.
- e) I am deemed to reside in Turkey pursuant to the Income Tax Law (ITL) dated 31/12/1960 and with the number 193,
- f) 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 stakeholders.
- g) 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,
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- i) 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,
- j) I haven't been registered and announced on behalf of the legal entity, who has been appointed as the Board member.

M.Sait Tosyalı

## 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.
- d) 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.
- e) I am deemed to reside in Turkey pursuant to the Income Tax Law (ITL) dated 31/12/1960 and with the number 193,
- f) 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.
- g) 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,
- h) 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,
- i) 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,
- j) I haven't been registered and announced on behalf of the legal entity, who has been appointed as the Board member.

Neslihan Tonbul

## APPENDIX 3

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

This policy determines the remuneration system for the Members of the Board of Directors, General Manager, Assistant General Managers and Directors directly affiliated with the General Manager. In accordance with Turkish Commercial Code and Article 13 of Tat Gıda Sanayi A.Ş. Articles of Association, a fixed remuneration is determined for the board membership functions of all members of the Board at the Annual General Meeting of the Company. Pro rata payment is made to the members of the Board of Directors by taking into account the time they carried out their duty between the date of appointment and the date of resignation.

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

In addition to the fixed wage determined at the general assembly, additional benefits may be provided within the framework of the opinion of the Corporate Governance Committee to the members assigned to carry out certain functions in order to contribute to company activities other than the membership of the board of directors.

In respect of remuneration of the Independent Members of the Board of Directors, a payment plan based on the performance of the Company may not be used.

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, consists of two components, which are fixed and performance based.

Our remuneration management systems are established and applied in line with fair, objective, competitive, rewarding and motivating criteria and primary goals that recognize high performance.

The fixed salaries for Senior Managers are determined in accordance with international standards and legal obligations by taking into account the prevailing macroeconomic data in the market, the salary policies prevailing in the market, the size and long-term targets of the Company and the positions of the persons. With the remuneration policy, it is aimed to increase the motivation and loyalty of the employees by taking into account the internal wage balances and competitiveness in the market, and to attract qualified employees that have competencies capable of achieving our strategic business goals.

Bonuses for Senior Managers, on the other hand, are calculated based on bonus base, the performance of the company and the individual performance in a way that will support companies to exceed business goals, encourage high performance and reward sustainable success. A summary of the criteria is as follows:

- **Bonus Base:** Bonus Base is updated at the beginning of each year and varies depending on the work volume of the management positions. When updating the bonus base, senior management bonus policies in the market are taken into account.
- **Company Performance:** The performance of the Company is determined at the end of the year by measuring the financial and operational targets (i.e. market share, exports, overseas operations, productivity) assigned to the Company at the beginning of each year. In determination of the Company's targets, the sustainability of success and the degree to which it incorporates improvements over previous years are the principles taken into account.
- **Individual Performance:** In the determination of individual performance, the individual and collective objectives and key results determined by Senior Managers with their teams and executives are taken into account. In the measurement of individual performance, the principle of achieving long-term sustainable improvement in areas and compliance with Environmental, Social and Governance (ESG) policies apart from the financial dimension are also observed.

Severance payments may be granted to the Senior Managers by taking into account total term of service, term of service as an executive, as well as contributions made to the Company, the recent bonus base, and the salaries and bonuses paid in the last year of service.

Total amounts determined by the above principles and paid to the Senior Managers and the members of the Board of Directors during the year are submitted to the information and/or approval of the shareholders during the general assembly in accordance with the legislation.