

**FROM CHAIR OF BOARD OF DIRECTORS OF TAT GIDA SANAYI A.Ş.
ANNOUNCEMENT FOR THE ORDINARY GENERAL ASSEMBLY DATED 27.03.2017**

Ordinary General Assembly of our Company shall take place on 27.03.2017, Monday at 10:00 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 2016 and to discuss and resolve the following agenda.

Disclosure Note that contains the Financial Statements of year 2016, 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 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, 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 or our Company's Head Office (Tel: 0216 430 00 00) 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.

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 : 08300389000011

**AGENDA OF THE ORDINARY GENERAL ASSEMBLY DATED 27.03.2017 OF
TAT GIDA SANAYI A.Ş.**

1. Opening and appointment of the Chair of the Assembly,
2. Presentation, negotiation and approval of 2016 Annual Activity Report issued by the Board of Directors of the Company,
3. Presentation of the Independent Audit Report Summary related to year 2016 accounting period,
4. Presentation, negotiation and approval of the Financial Statements related to year 2016 accounting period,
5. Release of the members of the Board of Directors for the activities of the Company in year 2016,
6. Approval, approval through amendment or refusal of the proposal of the Board of Directors about the distribution of profit and the date of distribution of the profit for year 2016, which is prepared within the framework of the Company's profit distribution policy.
7. Provided that the necessary approval is received from the Capital Market Board and Ministry of Customs and Trade of the Republic of Turkey, approval, approval through amendment or refusal of the proposal of the Board of Directors regarding amendment of Article 6 named "Capital" of the Articles of Association of the Company,
8. Determining the number of the Board of Directors and their period in office, election of the determined number of members, election of the Independent Members of the Board of Directors,
9. Informing the Shareholders about the "Remuneration Policy" for Members of the Board of Directors and Senior Managers under the Corporate Governance Principles as well as the payments made under the policy and approval of the same,
10. Determining the yearly gross remunerations for the members of the Board of Directors,
11. Approval of the Independent Audit Company elected by the Board of Directors under the Turkish Commercial Code and the regulations of the Capital Markets Board,
12. Informing the Shareholders about the donations of the Company in 2016 and determining upper limit for the donations to take place in 2017,
13. Informing the Shareholders about the guarantees, pledges and liens given in favor of the third parties, and incomes or benefits provided by the Company in 2016 as to the regulations of Capital Markets Board,
14. Permission for the shareholders, members of the Board of directors, and senior managers, who have control in management, and their spouses and relatives up to second generation by heritage or by marriage, within the framework of 395 and 396 of the Turkish Commercial Code and informing the shareholders about the transactions realized in 2016 in parallel with the Corporate Governance Principles of the Capital Market Code,
15. Comment and Opinions.

**DRAFT AMENDMENT TO ARTICLE 6 OF THE ARTICLES OF ASSOCIATION OF TAT GIDA
SANAYI ANONIM ŞİRKETİ**

FORMER TEXT

ARTICLE 6 : CAPITAL

The company has adopted the registered capital system according to the provisions of the Capital Market Code and has initiated this system by the permission of the Capital Market Board dated 20.08.1992 and numbered 454.

The registered capital of the company is TL 250.000.000 (two hundred and fifty million Turkish Liras). Such capital is divided in 25.000.000.000 (twenty five billion) shares, each with the value of Kr 1 (one Kuruş).

The registered capital ceiling permit issued by the Capital Market Board is valid for a period of 5 (five) years between 2013 and 2017. Even if the permitted registered capital ceiling is not achieved by late 2017, the Board of the Directors needs to seek authorization from the general assembly for a new period after receiving permit from the Capital Market Board for the previously permitted or new ceiling amount in order to make a decision for capital increment after year 2017. In case such authorization is not received, the company shall be considered as excluded from the system of registered capital.

The issued capital of the company is TL 136.000.000 (one hundred and thirty six million Turkish Liras). Such capital is divided into 13.600.000.000 (thirteen billion six hundred million) shares, all of which are registered shares and all of which have a nominal value of Kr 1 (one Kuruş). The entire issued capital of the company of TL 136.000.000 is subscribed and paid in full by the shareholders.

The Board of Directors may increment the capital by issuing registered shares with a nominal value of Kr 1 (one Kuruş) up to the registered capital ceiling provided above for years 2013 to 2017. In cases, where necessitated by the Capital Market Board regulations, the amount for the issued shares is received in cash and in advance. No new shares may be issued unless and until the issued shares are sold and their price is paid in full.

While making a decision to issue new shares, the Board of Directors may issue premium shares (over nominal value) and may limit the rights of the existing shareholders to purchase new shares.

The shares of the company are registered. The shares representing the capital shall be monitored and registered within the framework of the principles for registration.

5.26% of the shares in company, which is subject to the Foreign Direct Investment Code numbered 4875, belong to the foreign shareholders. Foreign shareholders participate in the capital increments by the rate specified above. The distribution of the shares between the local and foreign shareholders is as follows.

Shareholders	Number of Registered Shares	Total Amount (TL)	Share Ratio (%)
1-Foreign Shareholders			
-Kagome Co.Ltd.	507.116.820	5.071.168,20	3,73
-Sumitomo Corp.	207.798.334	2.077.983,34	1,53
2-Other	12.885.084.846	128.850.848,46	94,74
TOTAL	13.600.000.000	136.000.000,00	100,00

CURRENT TEXT

ARTICLE 6 : CAPITAL

The company has adopted the registered capital system according to the provisions of the Capital Market Code and has initiated this system by the permission of the Capital Market Board dated 20.08.1992 and numbered 454.

The registered capital of the company is TL 250.000.000 (two hundred and fifty million Turkish Liras). Such capital is divided in 25.000.000.000 (twenty five billion) shares, each with the value of Kr 1 (one Kuruş).

The registered capital ceiling permit issued by the Capital Market Board is valid for a period of 5 (five) years between **2017 and 2021**. Even if the permitted registered capital ceiling is not achieved by late **2021**, the Board of the Directors

needs to seek authorization from the general assembly for a new period after receiving permit from the Capital Market Board for the previously permitted or new ceiling amount in order to make a decision for capital increment after year **2021**. In case such authorization is not received, the company **may not increment capital by the resolution of the board of directors**.

The issued capital of the company is TL 136.000.000 (one hundred and thirty six million Turkish Liras). Such capital is divided into 13.600.000.000 (thirteen billion six hundred million) shares, all of which are registered shares and all of which have a nominal value of Kr 1 (one Kurus). The entire issued capital of the company of TL 136.000.000 is subscribed and paid in full by the shareholders.

The Board of Directors may increment the capital by issuing registered shares with a nominal value of Kr 1 (one Kurus) up to the registered capital ceiling provided above for years 2017 to 2021. In cases, where necessitated by the Capital Market Board regulations, the amount for the issued shares is received in cash and in advance. No new shares may be issued unless and until the issued shares are sold and their price is paid in full.

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