

DISCLOSURE NOTE ON THE ORDINARY GENERAL ASSEMBLY OF TAT GIDA SANAYI A.Ş. FOR YEAR 2019 HELD ON 19.03.2020

1. ANNOUNCEMENT FOR THE ORDINARY GENERAL ASSEMBLY DATED 19.03.2020

Ordinary General Assembly of our Company shall take place on 19.03.2020, Thursday 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 2019 and to discuss and resolve the following agenda.

Disclosure Note that contains the Financial Statements of year 2019, 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 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.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.

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 3RD 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 |
| Total | 136.000.000 | 100 | 13.600.000.000 | 100,0 |

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 2019 will be discussed.

3. OUR DISCLOSURES ON THE AGENDA ITEMS OF THE ORDINARY GENERAL ASSEMBLY DATED 19.03.2020

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 2019 Annual Activity Report issued by the Board of Directors of the Company,

Information shall be provided about the Activity Report of Year 2019 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 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 2019 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 for three weeks preceding the General Assembly.

4. Presentation, negotiation and approval of the Financial Statements related to year 2019 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 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 2019,

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 2019, which is prepared within the framework of the Company's dividend distribution policy,

According to our financial statements pertaining to the account period 01.01.2019-31.12.2019 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 66.155.440 TL 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 28 of our financial reports pertaining to activity year 2019, 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 2019.

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 2020 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 26.02.2020, 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 2020 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 2019 and determining upper limit for the donations to take place in 2020,

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 806.860,33 in year 2019. Out of such amount, TRY , 72.553,76 was donated to the Basic Needs Association (Food Banking), TRY 400.000 to Turkey Third Sector Foundation , 215.881,68 TL to El Ele Yaşam Association, TRY 80.507,00 to Koç University and 37.917,89 the balance was donated to various other institutions and organizations. Moreover, the upper limit for the donations for year 2020 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 2019 as to the regulations of Capital Markets Board,

Under article 12 of the Corporate Governance Communique 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 17 of our Financial Statements dated 31.12.2019.

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 2019 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 Communique.

14. Comment and Opinions.

ATTACHMENTS _____ :

ATTACHMENT/1 Proposal of the Board of Directors Regarding Dividend Distribution for Year 2019 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.

01.01.2019 - 31.12.2019 ACCOUNT PERIOD DIVIDEND DISTRIBUTION PROPOSAL

Annex to the Board resolution dated 21.02.2020.

| Tat Gıda Sanayi A.Ş. Dividend Distribution Statement for Year 2019 (TRY) | | | |
|---|---|-----------------------|----------------------------|
| 1. Paid-in/Issued Capital | | 136.000.000,00 | |
| 2. Total Legal Reserve Fund (According to Legal Records) | | 25.705.254,74 | |
| Information on privileges in dividend distribution, if any, in the Articles of Association | | - | |
| | | According to CMB | According to Legal Records |
| 3. | Period Profit | 76.064.569,00 | 65.529.366,23 |
| 4. | Taxes (-) | 9.909.129,00 | 11.568.825,06 |
| 5. | Net Profit for the Period (=) | 66.155.440,00 | 53.960.541,17 |
| 6. | Losses in Previous Years (-) | 0,00 | 0,00 |
| 7. | Primary Legal Reserve (-) | 1.494.745,26 | 1.494.745,26 |
| 8. | NET DISTRIBUTABLE PERIOD PROFIT (=) | 64.660.694,74 | 52.465.795,91 |
| 9. | Donations within the Year (+) | 806.860,33 | 0,00 |
| 10. | Net Distributable Period Profit Including the Donations | 65.467.555,07 | 52.465.795,91 |
| 11. | First dividend to Shareholders | 13.093.511,01 | 6.800.000,00 |
| | -Cash | 13.093.511,01 | 6.800.000,00 |
| | -Bonus | 0,00 | 0,00 |
| | -Total | 13.093.511,01 | 6.800.000,00 |
| 12. | Dividend Distributed to Privileged Shareholders | 0,00 | 0,00 |
| 13. | Dividend to the Members of the Board of Directors, Employees etc. | 0,00 | 0,00 |
| 14. | Dividend Distributed to Owners of Dividend Shares | 2.933.377,75 | 2.933.377,75 |
| 15. | Second Dividend to Shareholders | 14.106.488,99 | 20.400.000,00 |
| 16. | Primary Legal Reserve | 2.333.337,78 | 2.333.337,78 |
| 17. | Statutory Reserves | 0,00 | 0,00 |
| 18. | Special Reserves | 0,00 | 0,00 |
| 19. | EXTRAORDINARY RESERVES | 32.193.979,21 | 19.999.080,38 |
| 20. | Other Distributable Resources | 0,00 | 0,00 |

| SHARE GROUP | CASH DIVIDEND AMOUNT (TL) - NET | STOCK DIVIDEND AMOUNT (TL) | TOTAL DIVIDEND AMOUNT (TL) / NET DISTRIBUTABLE CURRENT PERIOD PROFIT (%) | DIVIDEND TO BE PAID FOR SHARE WITH PAR VALUE OF 1 TL - NET (TL) | DIVIDEND TO BE PAID FOR SHARE WITH PAR VALUE OF 1 TL - NET (%) |
|--------------------|--|-----------------------------------|---|--|---|
| Gross | 27.200.000,00 | - | 42,07 | 0,200 | 20,00 |
| Net | 23.120.000,00 | - | 35,76 | 0,170 | 17,00 |

-There is no privileged share group in the profit.

-Dividend and beneficial rights shall be distributed out of the earnings of the current year, and withholding shall be applicable for full tax-payer natural persons on the portion that corresponds to the earnings that are not exempt.

BACKGROUNDS OF THE CANDIDATE MEMBERS OF THE BOARD OF DIRECTORS AND INDEPENDENCE DECLARATIONS OF THE INDEPENDENT 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 Chairman of the Board of Directors of Vehbi Koç Foundation and the Divan Group, President of the Semahat S. Arsel Nursing Education and Research Center and Founder of the Koç University School of Nursing. She also serves as Member of the Board of Directors of other Koç Group companies. She is member of the Board of Trustees of the Educational Volunteers Foundation of Turkey (TEGV). Semahat S. Arsel has received an “Honorary Doctorate” degree from Istanbul University.

Rahmi M. Koç

A graduate of Johns Hopkins University in Business Administration, he joined the Koç Group in 1958 at Otokoç. He became Chairman of the Management Committee in 1980 and was named Chairman of the Board of Directors of Koç Holding in 1984, a post he held until 2003 when he became the 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 is or has been affiliated with philanthropic, social and professional organizations including: Vice Chairman of the Board of Trustees of 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, 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 (1.1.1995-31.12.1996), The Metropolitan Museum of Art, New York City, Honorary Trustee, Co-Chairman of the Business Advisory Council for South East Europe (BAC SEE), 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, Former Member of the International Advisory Board of the US Council on Foreign Relations. On May 23, 2019, Rahmi M. Koç was awarded with the medal of Foreign Policy Association (FPA), globally recognized think-tank with its 100-year history.

Ömer M. Koç

He received his B.A. degree from Columbia University in 1985. He worked at Kofisa Trading for one year. He completed his MBA at Columbia University in 1989. After working at Ramerica International Inc., 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 Chairman in May 2008. On February 22, 2016, he was appointed as the Chairman of Koç Holding. He is also Chairman of Turkish Educational Foundation Board of Trustees, President of Geyre Foundation and Chairman of Yapı Kredi Kültür Sanat Yayıncılık Board of Directors and Tüpraş Board of Directors. On April 6, 2017, he was appointed as the Chairman of Tofaş.

Ali Y. Koç

Mr. Ali Y. Koç received his bachelor’s degree at Management Faculty of Rice University. He earned an 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. Mr. Ali Y. Koç joined Koç Holding in 1997 and held senior-level positions until 2010 including new business development and information technologies. He was the President of Corporate Communications and IT Group. He served as

a Board Member at Koç Holding for over 8 years. In addition, he was elected as Vice Chairman on February 2016. Mr. Ali Y. Koç serves as Chairman of the Board of Koç Financial Services and Yapı Kredi Bank since 1 April 2016. Currently, Ali Y. Koç is the Chairman of Ark İnşaat, Bilkom, Digital Panorama, Ford Otosan, Koç Information and Defence Technologies, Koç Sistem, Koçtaş, Otokar, Otokoç, Setur. In addition to being Chairman and Vice Chairman at Turkey's biggest companies and financial institutions, Ali Y. Koç also contributes to country's social and economic development and currently is the President of Fenerbahçe Sports Club. He is a Board Member at the National Competition Research Association (URAK), Board Member at ECA (European Club Association), Board Member at the Foreign Economic Relations Board (DEİK) and Endeavor Association, a member of the Global Advisory Council of Bank of America, Harvard University and Council on Foreign Relations. He is also a member of Panel of Senior Advisers at Chatham House and recently joined Trade and Investment Council at the Confederation of British Industry.

Caroline N. Koç

Caroline N. Koç, MemberAfter graduating from high school at Switzerland's St. George's School, Ms. Koç went on to receive a Bachelor's degree in Business Administration from Babson College, USA. 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. Subsequently, she founded "İlkadım Play and Education Center for Kids" in 1998. She was the acting manager of the Center until 2003. She founded "Haremlike Istanbul" in 20018 and "Selamlıque Turkish Coffee" in 2009 and is currently the Chairwoman of the Board of Directors of both companies. In addition, she is a Member of the Board of Directors of several Koç Group companies. 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.

Levent Çakıroğlu

Born in 1967 in Ankara, Levent Çakıroğlu graduated from Ankara University Faculty of Political Sciences, Business Administration Department and received his master's degree from University of Illinois. He started his career as an Assistant Auditor at the Ministry of Finance in 1988, where he worked as a Senior Auditor between 1991 and 1997. He was appointed as Assistant Manager of Financial Crimes Investigation Board between 1997 and 1998, meanwhile he taught as Part Time Instructor at Bilkent University. Çakıroğlu, joined Koç Group in 1998 as Koç Holding Financial Group Coordinator. He was the General Manager of Koçtaş between 2002-2007 and the CEO of Migros between 2007-2008. He has been assigned as the CEO of Arçelik since 2008 and has been the President of the Durable Goods Group of Koç Holding A.Ş. since April 2010. He was appointed as the CEO of Arçelik in 2008, and also served as the President of Koç Holding Durable Goods Group from 2010. Çakıroğlu has been appointed as the CEO of Koç Holding A.Ş. at April, 2015. He currently serves as the CEO and Board Member of Koç Holding A.Ş. since April 2016.

İ. Tamer Haşimoğlu

He graduated from Istanbul Technical University in Mechanical Engineering and earned a Master's degree in International Business from Istanbul University, Institute of Business Administration and Economics. He started his career in 1989 at Koç Holding as a Management Trainee in the Planning Department and later became Specialist, Manager and Coordinator of the Strategic Planning Department. He was appointed Koç Holding Strategic Planning Group Acting President in January 2004 and he served as the President of Strategic Planning Group between May 2004 and April 2011. He has been serving as the President of Tourism, Food and Retailing Group at Koç Holding since April 2011. He serves as a Board member of some Koç Group companies and is a member of TÜSİAD, member of the Tourism Investors' Organization, member of the Board of İMEAK Chamber of Shipping and Hisar Educational Foundation (HEV)

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, İzocam 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.

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. Tosyalı is an Independent Board Member at Tat Gıda Sanayii A.Ş. and Yapı Kredi Koray GYO A.Ş. He is married with one child.

Takashi Hashimoto

Takashi Hashimoto holds a master's degree in agricultural sciences from the Gifu University, Japan. He joined Kagome Co. Ltd in April 1983, and started working as the Plant Manager of the Kagome Shizuoka Plant in April 2001 and of the Kagome Kozakai Plant in April 2003. In April 2005, he was appointed as the General Manager of the Production Technology Department and became the General Manager of the Production and Purchasing Planning Department in October 2008. He then went on to be the General Manager of the Corporate Planning Department in April 2012. In April 2013, Hashimoto became an Executive Board Member of Kagome Co. Ltd. As of October 2017, Takashi Hashimoto has been an Executive Officer Division Director of Production and Purchasing Division.

Arzu Aslan Kesimer

Arzu Aslan Kesimer received her degree in Economics (in English) from Marmara University and completed her postgraduate studies in Economics at Boğaziçi University, Faculty of Social Sciences. Having started her career at Marmara Bank in 1992, she joined Koç Group at Koçtaş Yapı Marketleri A.Ş. in 1995, where she worked as Marketing Manager, Marketing and Store Planning Director until 2010. From 2010 to 2011, she served as Assistant General Manager of Commerce at Koçtaş Yapı Marketleri A.Ş. She has been the General Manager of Tat Gıda Sanayi A.Ş. since 1 November 2011. She has also been serving as a Board Member at Tat Gıda Sanayi A.Ş. and Düzey A.Ş. Arzu Aslan Kesimer is a Founder Member and Vice Chair of Women in Board of Directors Association. Ms. Kesimer is also a member of the TOBB Women Entrepreneurs Board, Turkish Industry and Business Association (TÜSİAD), ISO Assembly and President 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.

06.02.2020

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.

04.02.2020

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.