

# TAT GIDA SANAYİ A.Ş.

## Material Event Disclosure

Publish Date: 20.03.2023

## Notification Regarding General Assembly Meeting

Summary Info	Ordinary General Assembly Meeting Result
Update Notification Flag	Yes
Correction Notification Flag	No
Postponed Notification Flag	No

### General Assembly Invitation

General Assembly Type	Annual
Beginning of The Fiscal Period	01.01.2022
Ending Date of The Fiscal Period	31.12.2022
Decision Date	23.02.2023
General Assembly Date	20.03.2023
General Assembly Time	14:00
Record Date (Deadline for Participation in The General Assembly)	19.03.2023
Country	Turkey
City	İSTANBUL
District	ŞİŞLİ
Address	Divan İstanbul Oteli, Asker Ocağı Caddesi No:1 Elmadağ

### Agenda Items

- 1 - Opening and appointment of the Chair of the Assembly,
- 2 - Presentation, negotiation and approval of 2022 Annual Activity Report issued by the Board of Directors of the Company,
- 3 - Presentation of the Independent Audit Report Summary related to year 2022 accounting period,
- 4 - Presentation, negotiation and approval of the Financial Statements related to year 2022 accounting period,
- 5 - Release of the members of the Board of Directors for the activities of the Company in year 2022,
- 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 2022, which is prepared within the framework of the Company's profit distribution policy.
- 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,
- 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,

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

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,

11 - Informing the Shareholders about the donations of the Company in 2021 and determining upper limit for the donations to take place in 2023,

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 2021 as to the regulations of Capital Markets Board,

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 2021 in parallel with the Corporate Governance Principles of the Capital Market Code,

14 – Wishes and Comment.

#### Corporate Actions Involved In Agenda

#### Dividend Payment

#### General Assembly Results

Was The General Assembly Meeting Executed?

Yes

General Assembly Results

The Meeting Minutes and the List of Attendees regarding the General Assembly meeting of our company for the year 2022, held on Monday, March 20, 2023, at 14:00, at Divan İstanbul Hotel, Asker Ocağı Caddesi No:1 34367 Elmadağ/İstanbul, are presented for your information

#### Decisions Regarding Corporate Actions

Dividend Payment

Discussed

#### General Assembly Result Documents

**Appendix: 1** Toplantı\_Tutanağı.pdf - Minute

**Appendix: 2** Hazır\_Bulunanlar.pdf - List of Attendants

#### Additional Explanations

We proclaim that our above disclosure is in conformity with the principles set down in “Material Events Communiqué” of Capital Markets Board, and it fully reflects all information coming to our knowledge on the subject matter thereof, and it is in conformity with our books, records and documents, and all reasonable efforts have been shown by our Company in order to obtain all information fully and accurately about the subject matter thereof, and we’re personally liable for the disclosures.

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## **MINUTES OF THE ORDINARY GENERAL ASSEMBLY OF TAT GIDA SANAYİ ANONİM ŞİRKETİ HELD ON 20.03.2023**

General Assembly of Tat Gıda Sanayi Anonim Şirketi for year 2022 was held on 20.03.2023 at 14:00 hours at Divan Istanbul Elmadağ Hotel, Asker Ocağı Cad. No:1 Şişli/Istanbul under the supervision of Mr. Feyyaz Bal, the Ministry Representative appointed by the letter of the Provincial Directorate in Istanbul of the Ministry of Trade dated 17 March 2023 and numbered 90726394.

Call for the assembly was made within due period by announcement in Turkish Trade Registry Gazette dated 24.02.2023 numbered 10777, including the agenda of the assembly, as stipulated in the applicable laws and the articles of association, and also by registered mail sent from Soğukpınar Post Office on 24.02.2023 to the shareholders registered in share book, whose shares are not publicly traded, and by announcement on our Company's website at [www.tatgida.com.tr](http://www.tatgida.com.tr), Public Disclosure Platform and at e-company portal and Electronic General Assembly System of the Central Registry Agency (Merkezi Kayıt Kuruluşu A.Ş.) starting from 21 days in advance.

The examination of the list of attendants revealed that, out of total 13.600.000.000 shares corresponding to the company capital of TRY 136.000.000, 117.033.000 shares corresponding to the capital of TRY 1.170.330 were represented in person and 8.142.701.229 shares corresponding to the capital of TRY 81.427.012,29 were represented by proxy, and thus total 8.259.734.229 shares were represented during the assembly and the quorum stipulated by both the applicable laws and the Articles of Association was present. Mr. Özgür Burak Akkol, representative of Koç Holding, announced that among such shares, value of TRY 3.515.709 was represented by Proxy Holders.

Under article 1527 paragraphs 5 and 6 of the Turkish Commercial Code, it was found that the Company duly made the electronic general assembly preparations according to the legal arrangements. Mr. Özgür Burak Akkol appointed Mr. Hikmet İn to use the electronic general assembly system, and the meeting is simultaneously opened both physically and electronically, and the agenda is opened for discussion.

Mr. Özgür Burak Akkol clarified the voting method. As envisaged both in the Turkish Commercial Code and in the Articles of Association, without prejudice to the electronic vote count regulations, it is stated that our shareholders who are physically present in the meeting hall must use their votes publicly and by show of hands, and our shareholders who intend to use negative votes must verbally declare their negative votes.

**1.** Pursuant to the first item of the agenda, the election of Meeting Chair in charge of administration of the Annual Ordinary General Assembly Meeting is put to vote. Mr. Kerem Kaşıtoğlu, representing the company's shareholder Temel Ticaret ve Yatırım A.Ş., presented his proposal for Meeting Chair. As the result of the voting, Mr. Özgür Burak Akkol was elected as the Meeting Chair unanimously, with assenting votes representing TRY 82.597.342,29.

The Meeting Chair appointed Mr. Evren Albaş as the Vote-Collector and Ms. Başak Tekin Özden as the Clerk of Minutes.

The Meeting Chair declared that all other relevant documents to discuss the Agenda of the General Assembly are available at the meeting site and that Ms. Fatma Füsün Akkal Bozok and Mr. M. Sait Tosyalı attended the Assembly as the Member of the Board of Directors, and that Mr. Mahmut

Küçük attended the meeting on behalf of Independent Audit Company, PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi. It is noted that the Members of Board of Directors who could not personally attend the meeting have pleaded.

The President thanked the attendants and announced that next was the second item on the agenda.

**2.** As per article 2 of the agenda, the Meeting Chair announced that the Annual Report for Year 2022 was announced 21 days prior to the General Assembly in Public Disclosure Platform, Electronic General Assembly System of Central Registry Agency, Inc., corporate website address [www.tatgida.com.tr](http://www.tatgida.com.tr) and in Annual Report for Year 2022 booklets. The part of the Board of Directors in the Annual Report issued by the Board of Directors of the Company about the activities in year 2022 was presented by the Clerk of Minutes. Negotiations started on Annual Report for Year 2022. Nobody took the floor and voting started. The Annual Report for Year 2022 was approved unanimously, as a result of assenting votes by shares representing TRY 82.597.342,29.

**3.** As per article 3 of the agenda, the Meeting Chair requested that the summary report of the Independent Audit Organization PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi with regard to accounting period 2022 be read. The Independent Audit Report Summary was read by the Clerk of Minutes. As this agenda topic is not subject to voting, the General Assembly was only informed thereabout.

**4.** As per article 4 on the agenda, the Meeting Chair announced that the Financial Statements of the Company for Year 2022 prepared under the "Communiqué Regarding the Principles for Financial Reporting in Capital Market", No. II-14.1 of the Capital Market Board duly subjected to Independent Audit have been publicly announced since 21 days prior to the General Assembly on Public Disclosure Platform, Electronic General Assembly System of the Central Registry Agency, Inc., the Company's website at [www.tatgida.com.tr](http://www.tatgida.com.tr) and Annual Report for Year 2022 booklets. The Clerk of the Minutes presented the summary balance sheet and income statement. The financial tables were opened for discussion, and nobody took the floor. The financial Statements presented, and the financial statements prepared according to Tax Procedure Law for year 2022 were approved unanimously as a result of assenting votes of shares representing TRY 82.597.342,29.

**5.** The Meeting Chair asked for a voting by General Assembly on the release of the Members of the Board of Directors for their activities in year 2022. Each of the Members of the Board of Directors abstained from exercising their rights arising out of the shares they own for their own release, and each was separately released unanimously, as a result of assenting votes of shares representing TRY 81.181.078,87.

**6.** The Meeting Chair provided information that the suggestion regarding the dividend distribution of year 2022 has been announced in the Public Disclosure Platform, Electronic General Assembly System of Central Registry Agency Inc., Company's website at [www.tatgida.com.tr](http://www.tatgida.com.tr) and the Annual Report of Year 2022 booklets starting from 21 days prior to the General Assembly, and next was the negotiation of the suggestion of the Board of Directors.

In accordance with the Capital Markets legislation, Article 19 of the Company's Articles of Association and our Company's Dividend Distribution Policy submitted to the information of the shareholders at the General Assembly dated 17.03.2022; in order to support investments in line with the strategic plan and long-term goals of our company, taking into account the cash situation and financing opportunities, TRL 295,262,469,00 profit for the period in the financial statements for the accounting period of 01.01.2022 - 31.12.2022 prepared by the Company in accordance

with the Turkish Accounting/Financial Reporting Standards within the framework of the provisions of the Turkish Commercial Code and the Capital Markets Law and audited by PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi and TRL 343,142,425.92 profit for the period in the income statement prepared in accordance with the Tax Procedure Law, the proposal of the Board of Directors to allocate the profit as extraordinary reserve was unanimously accepted as a result of the affirmative votes of 82,597,342.29 TL.

**7.** Next was the discussion of item 7 on the agenda, which was related to the election of the Members of the Board of Directors. Mr. Kerem Kaşıtoğlu, representing the company shareholder Temel Ticaret ve Yatırım A.Ş., presented the proposal for Members of the Board of Directors. The number of the members of the Board of Directors was determined as 9, with 3 members being independent members, and it was resolved unanimously to elect Mr. Mustafa Rahmi Koç with TR ID No. [REDACTED], Ms. Semahat Sevim Arsel with TR ID No. [REDACTED], Mr. Mehmet Ömer Koç with TR ID No. [REDACTED], Mr. Yıldırım Ali Koç with TR ID No. [REDACTED], Ms. Caroline Nicole Koç with TR ID No. [REDACTED], Mr. Takashi Hashimoto with Tax No. [REDACTED] as Members of the Board of Directors and also to elect Ms. Fatma Füsün Akkal Bozok with TR ID No. [REDACTED], Mr. M. Sait Tosyalı with TR ID No. [REDACTED] and Ms. Neslihan Tonbul with TR ID No. [REDACTED] as Independent Members of the Board of Directors as independent Members of the Board of Directors to act for 1 year until the General Assembly, where the activities of year 2023 will be discussed, with assenting votes representing TRY 82.597.342,29.

It was reported that the backgrounds of the Members of the Board of Directors have been announced publicly in the Public Disclosure Platform, Electronic General Assembly System of Central Registry Agency, Inc., Company's website at [www.tatgida.com](http://www.tatgida.com) and the Annual Report of Year 2022 booklets starting from 21 days prior to the General Assembly and that the existing membership will be duly maintained.

**8.** It was stated that the "Remuneration Policy" for the Members of the Board of Directors and Senior Managers which was submitted to the information and approval of the shareholders at the General Assembly meeting dated 17.03.2022 in accordance with the Corporate Governance Principles, and updated by the Board of Directors in accordance with the recommendation of the Corporate Governance Committee, was disclosed 21 days prior to the General Assembly Meeting, at the Public Disclosure Platform, in Electronic General Assembly System of Central Registry Agency, the Company's corporate internet address at [www.tatgida.com](http://www.tatgida.com) and 2022 Annual Report booklets.

As mentioned in footnote no 28 of the 2022 financial statements, members of the Board of Directors and senior managers, who acted in year 2022, were provided with a total benefit of TRY 34,202,089. In 2022, the payments made within the scope of the Policy were submitted to the approval of the General Assembly, the Remuneration Policy and the payments made within the scope of the Policy were unanimously accepted as a result of an affirmative vote of 82,597,342.29 TL .

**9.** Mr. Özgür Burak Akkok, representative of Koç Holding A.Ş., announced the proposal for determining the remunerations for the Members of the Board of Directors. The proposal was voted and it was approved unanimously that the Members of the Board of Directors be paid gross TRY 480.000 (four hundred and eighty thousand Turkish Lira) per year within the scope of Remuneration Policy and that such payment be made in equal installments starting from the month following this General Assembly, as a result of dissenting votes representing TRY 3.515.709 and assenting votes representing TRY 79.081.633,29.

**10.** It was resolved unanimously that the Independent Audit Organization PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş, located at BJK Plaza, Süleyman Seba Cad. No. 48 B Blok K. 9 Beşiktaş/Istanbul and registered with Istanbul Trade Registry Office under registration no 201465-14900, preferred by Board of Directors to audit the activities and accounts of the year 2023 and to perform other activities within the scope of the relevant regulations contained in the said Codes, taking into the consideration of the opinion of the Audit Committee, be approved and the relevant contract be signed under the provisions of Turkish Commercial Code and the Capital Market Code as a result of assenting votes of shares representing TRY 82.597.342,29.

**11.** The shareholders were informed that the Company donated TRY 2.523.571 in year 2022 and they were also informed about the primary institutions that received donations. Moreover, proposal of Mr. Özgür Burak Akkol, representing Koç Holding A.Ş., requesting to set the maximum limit for the donations for year 2023 as 0.4% (four over one thousand) of the proceeds of the former year was voted. The proposal for a limit of 0,4% for donations was approved with 3.515.709 votes dissenting and assenting votes representing TRY 70.081.633,29.

**12.** Under the Capital Market Board regulations, the General Assembly was informed that there is no guarantee, pledge, mortgage and surety provided by the company to the favor of third parties in year 2022 as also mentioned in footnote 17 of the financial statements of year 2022 announced publicly. The shareholders were informed that this article could not be voted as it was included in the agenda for informing purposes.

**13.** It was resolved unanimously to authorize the shareholders who are dominant in management, Members of the Board of Directors, senior managers and their relatives by blood or marriage up to the second generation under articles 395 and 396 of the Turkish Commercial Code as a result of assenting votes by shares representing TRY 82.597.342,29.

Moreover, in parallel with the Corporate Governance Communiqué of the Capital Market Board, the shareholders, who control management, members of the board of directors, executives with administrative and some of their relatives by blood and by marriage up to the second degree are acting as the members of the board of directors or executive at Koç Group companies, and that there is no important transactions requiring reporting that took place in year 2022 within the scope of principle no 1.3.6 of the Corporate Governance Communiqué.

**14.** In the part of the assembly regarding comments and wishes, the Meeting Chair, Mr. Özgür Burak Akkol, and the Company's General Manager, Mr. Evren Albaş, responded to the inquiries of the attendants in the assembly hall.

The President closed the assembly as there was no item left on the agenda to discuss. The present minutes were issued and signed on the site of the assembly following the assembly. 20.03.2023

**ÖZGÜR BURAK AKKOL**  
MEETING CHAIR

**FEYYAZ BAL**  
MINISTRY REPRESENTATIVE

**EVREN ALBAŞ**  
VOTE-COLLECTOR

**BAŞAK TEKİN ÖZDEN**  
CLERK OF MINUTES

## ANNEX-1

<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>General 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>	General 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

TAT GIDA SANAYİ A.Ş.  
20.03.2023 TARİHİNDE YAPILAN OLAĞAN GENEL KURUL TOPLANTISINDA HAZIR BULUNANLAR LİSTESİ

NO	PAY SAHİBİ	TCKN/VKN	UYRUK ADRESİ	GRUP İTİBARI DEĞER ŞEKLİ	TEMSİL TÜRÜ	TEMSİLCİ SOYAD/UNVAN	TCKN/VKN	İMZA
1	KOÇ HOLDİNG ANONİM ŞİRKETİ							
2	TEMEL TİCARET VE YATIRIM A.Ş.							
3	MUSTAFA RAHİMİ KOÇ							
4	SEMAHAT SEVİM ARSEL							
5	YILDIRIM ALİ KOÇ							
6	CAROLINE NICOLE KOÇ							
7	KOÇ HOLDİNG EMEKLİ VE YARDIM SANDIĞI VAKFI							
8	RAHİMİ M. KOÇ VE MAHİR M. MADEN İNŞ. TUR. UL. YAT. VE TİC. A.Ş.							
9	VEHİBİ KOÇ VAKFI							
10	ARÇELİK A.Ş.							

*Arçelik* *Arçelik* *Arçelik*



NO	PAY SAHİBİ	TCKN/VKN	UYRUK ADRESİ	GRUP İTİBARI DEĞER ŞEKLİ	TEMSİL TÜRÜ	TEMSİLCİNİN AD SOYAD/UNVAN	TCKN/VKN	İMZA
11	AYGAZ ANONİM ŞİRKETİ							
12	KAGOME CO. LTD.							
13	SUMITOMO CORPORATION							
14	HAKAN ADIYAMAN							
15	AYKUT KOCABEY							
16	BURAK KOLSUZ							
17	RİDVAN GAŞOĞLU							
18	MEHMET HALİL KILIÇER							
19	İNÇİ AKYOL							
20	MUSTAFA YÜKSEL							
21	CC AND L U.S. Q MARKET NEUTRAL ONSHORE FUND II							

*[Handwritten signature]*

NO	PAY SAHİBİ	TCKN/VKN	UYRUK ADRESİ	GRUP İTİBARI DEĞER ŞEKLİ	TEMSİL	TEMSİLCİ	TEMSİLCİNİN AD	TCKN/VKN	İMZA
						TÜRÜ	SOYAD/UNVAN		
22	ALASKA PERMANENT FUND CORPORATION								
23	D.E.SHAW ALL COUNTRYGLOBAL ALPHA EXTENSION PORTFOLIOS L.L.C.								
24	LA FIRE AND POLICE PENSION SYSTEM								
25	VANGUARD INVESTMENTS FUNDS ICVC- VANGUARD FTSE GLOBAL ALL CAP INDEX FUND								
26	VANGUARD FIDUCIARY TRUST COMPANY INSTITUTIONAL TOTAL INTERNATIONAL STOCK MARKET INDEX TRUST II								
27	SSB J734 SPDR S+P EMERGING MARKETS SMALL CAP ETF								
28	VANGUARD TOTAL WORLDSTOCK INDEX FUND								
29	D. E. SHAW ALL COUNTRY GLOBAL ALPHA PLUS PORTFOLIOS L.L.C.								

SSB

SSB

NO	PAY SAHİBİ	TCKN/VKN	UYRUK ADRESİ	GRUP İTİBARI DEĞER ŞEKLİ	TEMSİL TÜRÜ	TEMSİLCİNİN AD SOYAD/UNVAN	TCKN/VKN	İMZA
30	CC AND L Q 140 40 FUND VANGUARD TOTAL INTERNATIONAL STOCK INDEX FUND							
31	VANGUARD FIDUCIARY TRUST COMPANY INSTITUTIONAL TOTAL INTERNATIONAL STOCK MARKET INDEX TRUST							
32								
33	VANGUARD EMRG MKT STOCK INDEX							
34	CC AND L MULTI- STRATEGY FUND							
35	VANGUARD ESG INTERNATIONAL STOCK ETF							
36	VANGUARD FUNDS PLC-VANGUARD ESG EMERGING MARKETS ALL CAP UCITS ETF							
37	INVESTMENT SERIES PLC- VANGUARD ESG EMERGING MARKETS ALL CAP EQUITY INDEX FUND							

68/1  
7

NO PAY SAHİBİ TCKN/VKN UYRUK ADRESİ GRUP İTİBARI DEĞER ŞEKLİ TEMSİLİ TMSİLCİ TMSİLCİNİN AD TCKN/VKN İMZA

VANGUARD FTSE  
ALL WORLD EX US  
SMALL CAPINDEX  
FUND

38

DIMENSIONAL ETF  
TRUST-  
DIMENSIONAL  
EMERGING CORE  
EQUITY MARKET

39

ETF

Şirketin Sermayesi 136.000.000

Asgari Toplantı Nisabı

Asaleten Hazır Bulunan Pay Tutarı 1.170.330

Tevdi Eden Temsilcileri Tarafından Temsil Edilen Pay Tutarı 3.515.709

Diğer Temsilciler Tarafından Temsil Edilen Pay Tutarı 77.911.303,29

Mevcut Toplantı Nisabı 82.597.342,29

Yönetim Kurulu Üyeleri Toplantı Başkanı Bakanlık Temsilcisi Tutanak Yazmanı Oy Toplama Memuru