

Corporate Governance Disclosures

CHAPTER I

Statement of Compliance with the Corporate Governance Principles

In accordance with how important our Company considers compliance with the "Corporate Governance Principles" enacted by the Capital Markets Board ("CMB"), we fully complied with all the obligatory principles enforced by Corporate Governance Communique (the Communique) No. II-17.1 in 2022, and we also complied with a majority of the nonobligatory principles. Our goal is to comply fully with the nonobligatory Corporate Governance Principles, and we are putting maximum effort towards this end. We have not yet achieved full compliance for several reasons, such as challenges arising from the application of some of the principles, ongoing discussions concerning compliance with certain principles both in our country and internationally, and the mismatch of some principles with the structure of our Company and the market. We continue to work on the principles that have not yet been applied, and following analyses of the administrative, legal, and technical infrastructure of our Company, we will consider applying them to contribute to our efficient management.

SAHA Corporate Governance and Credit Rating Services, Inc. (SAHA), which is authorized to carry out ratings in accordance with the Corporate Governance Principles by Capital Markets Board (CMB), revised up our Company's Corporate Governance Rating to 9.53 (95.32%) on December 28, 2022.

The report issued by SAHA regarding our Corporate Governance Rating is attached for further information; which is disclosed on our Company's website www.tatgida.com. The breakdown of our company's Corporate Governance Rating by sub-categories is provided in the table below.

Sub-categories	December 2022	December 2021
Shareholders	95.85	95.85
Public Disclosure and Transparency	97.37	96.99
Stakeholders	98.13	98.13
Board of Directors	92.29	92.11
Corporate Governance Compliance Rating Note	95.32	95.17

In accordance with regulations, the main nonobligatory Corporate Governance Principles that we have not yet fully complied with are below and additional explanations are provided in the relevant parts of the annual report.

- Pertaining to principle number 1.3.10, the general assembly includes a special agenda item for donations and the general assembly document explains the details of the highest donation amount. The remaining amount for which the details were not provided, includes donations to various parties each below 50.000 TL, which were not deemed as material information to our shareholders. Our investors do not follow the donations lower than this amount, and in the upcoming years, statements will continue to be provided with a lower limit that will be determined according to conditions.

- Pertaining to principle number 1.3.11, while general assembly meetings are held publicly under ordinary conditions, to protect public health in accordance with the restrictions placed on group meetings by the relevant public authority regulations as part of the measures against the pandemic, in 2022, shareholders were given preference to the general assembly meeting rooms.

- Pertaining to principle number 1.5.2, minority rights are not granted to shareholders who own less than one twentieth of the capital as per the articles of association. In parallel with general practices, minority shareholders are granted rights within the framework of the general provisions in the regulations.

- Pertaining to principle number 4.4.1, there was limited opportunity to hold physical board of directors meetings in 2022 due to the Covid-19 pandemic. In 2022, five physical meetings were held. Other than the decisions made at the said meetings, all board decisions were made by informing members beforehand and hand delivering the necessary documents.

- Pertaining to principle number 4.4.2, there are not any set procedures, but when, information is to be presented to board members, they will be notified and briefed beforehand according to the agenda. Currently, there is no plan to prepare an internal regulation on this issue.

- Pertaining to principle number 4.4.5, our Company has held its board meetings consistently for many years, but there is no written internal regulation pertaining to this. Currently, there is no plan to prepare an internal regulation on this issue.

- Pertaining to principle number 4.4.7, Board of Directors members make significant contributions to the board due to their business and experience in the sector, so members are not restricted from assuming other duties outside the company. Our annual report includes the curriculum vital of our board members. Considering how effectively board members work, no changes are foreseen in the short term, as there is no negative impact on corporate governance.

- Pertaining to principle 4.5.5, we form committees based on board members' knowledge and experience in accordance with the relevant regulations. Some board members are assigned to multiple committees, and these members supplement communication between related committees and increase collaboration opportunities. Considering that the number of board members is 9 and the number of committees required to be formed in accordance with the CMB regulations, compliance with the principle does not seem feasible in practice. Considering how well these committees work and take advantage of board members' knowledge and experience, no changes to the committee structure are foreseen in the near future.

- Pertaining to principle number 4.6.5, we publicly announce the payments made to our board members and administrative managers at our Ordinary General Assembly meetings and in financial statement footnotes in parallel with general practices. This issue is important in terms of the confidentiality of personal information, but we closely follow market practices and will continue to act in parallel with common practices.

Our Company is subject to no conflicts of interest due to any failure to comply fully with the nonobligatory principles.

The 2022 Corporate Governance Compliance Report (CGCR) and Corporate Governance Information Form (CGIF) prepared in accordance with decision no. 2/49 of the CMB on 10.01.2019 and approved by our Company's Board of Directors are attached as an annex to the annual report (pages 93-105). These documents are also accessible on our Company's corporate governance page on the Public Disclosure Platform: <https://www.kap.org.tr/tr/sirket-bilgileri/ozet/1091-tat-gida-sanayi-a-s>

CHAPTER II

Shareholders

2.1. Investor Relations

A unit established under the Office of the Vice General Manager of Finance and Accounting is responsible for managing relations with the shareholders of Tat Gıda Sanayi A.Ş. The Investor Relations Unit prepared the Investor Relations Report, which was approved by the Corporate Governance Committee on 20.02.2023 and presented to the Board of Directors. Contact details for the Investor Relations Unit are below:

Başak TEKİN ÖZDEN
basak.tekin@tat.com.tr

Banu ÇAMLITEPE
banu.camlitepe@tat.com.tr / Capital Market Activities License Level 3; Corporate Governance Rating License

Sertaç SEMİZ
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hikmet.in@tat.com.tr

Telephone: 0216 430 00 00
Fax: 0216 430 80 15

2.2. Use of Shareholders' Right to Obtain Information

Shareholders are free to exercise their right to obtain and analyze information without discrimination, and all information other than trade secrets are shared with shareholders. All questions referred to the Investor Relations Unit are responded to in writing or via phone with all existing information after consulting with the highest authority in the relevant field outside of confidential information and trade secrets. As explained in chapter 3.1 of this report, the corporate website also includes all information and details that might affect the use of shareholding rights.

2.3. General Shareholders' Meetings

The Ordinary General Shareholders' Meeting was held on March 17, 2022. The General Shareholders' Meeting Minutes are available on our website and at the Electronic General Shareholders' Meeting portal of the Central Registry Agency. In addition, shareholders can analyze these minutes at the headquarters on demand. At the ordinary general assembly meeting held in 2022, information was given about donations and grants made in 2021 with a separate agenda item in the general assembly, and the proposal that the upper limit of donations to be made in 2022 would be 0.4% (four per thousand) of the previous year's revenue was voted on and passed. There was no change in the Articles of Association during the period. In addition, in line with the Corporate Governance Communiqué of the Capital Markets Board, some of the shareholders holding the management control, members of the board of directors, managers with administrative responsibility, and some of their spouses and relatives by blood and affinity up to the second degree, some other Koç Group companies, including those with similar activities to the Company. In 2021, there were no significant transactions leading to conflicts of interest between said individuals and publicly traded companies or affiliates in accordance with principle number 1.3.6 of the Corporate Governance Communiqué.

2.4. Voting Rights

Our articles of association contain no provisions regarding the use of voting rights in our company.

2.5 Minority Rights

Although our Articles of Association contain no provision regarding minority rights, we comply with the Turkish Commercial Code and the Capital Market Boards regulations on this subject. In 2022, we did not receive any criticism or complaint regarding this issue.

2.6. Dividend Rights

Our Company has no provision for the distribution of profit. Our Company's profit distribution policy is disclosed to the public and announced to partners at the General Shareholders' Meeting. It is applied in accordance with Article 19 of the Articles of Association titled "Determination and Distribution of Profits", which states that the Board of Directors can distribute advance dividends provided that they are authorized by the

General Shareholders' Meeting, and that they abide by CMB Law and its relevant regulations. This authority granted to the Board of Directors by the General Shareholders' Meeting is limited to the year in which it is given. On 17.03.2022, we announced our Profit Distribution Policy for 2022 to our partners at our General Assembly Meeting. A minimum of 20% of the distributable profit (calculated according to the Capital Markets Board's communiques) in cash and/or bonus would be shared as long as the relevant regulations and financial possibilities allow and our sources suffice, in accordance with our Company's long-term strategies, investment and financing policies, profitability and cash status. According to the decision taken at the Ordinary General Assembly meeting held on 17 March 2022, the Company allocated legal reserves in the amount of TRY 4,966,121, special reserves in the amount of TRY 41,080,179 and extraordinary reserves in the amount of TRY 120,682,822 from the net profit for the year 2021, amounting to TRY 223,190,334. The remaining net profit amounting to TRY 56,461,212 was distributed as TRY 45,560,000 profit share and TRY 10,901,212 as usufruct.

2.7. Transfer of Shares

Our Articles of Association contain no practices that make it difficult for or restrict shareholders from freely transferring their shares. Capital Markets Board regulations apply for the transfer of registered Company shares traded on the stock exchange.

CHAPTER III

Public Disclosure and Transparency

3.1. The Corporate Website and its Content

We actively use our Company's website (<http://www.tatgida.com.tr>) to inform the public. Our website provides information about current and past company status in both Turkish and English. In addition, there is a special investor relations section on the website to provide more comprehensive information to existing and potential investors as well as intermediaries. Our website presents investors with the information stipulated in the CMB Corporate Governance Principles.

3.2. Annual Report

Our Company's annual report provides the public with full, complete details about company activities in compliance with the provisions in the regulation.

CHAPTER IV

Stakeholders

4.1. Informing Stakeholders

Stakeholders are invited to meetings to discuss interests that concern them in the company using telecommunication tools. The Audit Committee oversees and finalizes complaints about Company accounting, reporting, internal control systems, and independent audit processes. It evaluates Company notifications to employees regarding accounting, reporting, internal control, and independent audit processes in accordance with the principle of confidentiality.

4.2. Stakeholder Participation in Management

The participation of the stakeholders in the management, the opinions, and suggestions they convey to the relevant units are taken into consideration by the management of our company to the extent that they coincide with our long-term strategies. We seek the opinions of and come to a consensus with the labor union regarding work conditions, the work environment, and employee rights, making decisions together.

Tat aims to ensure the continuity of work peace and tranquility by complying with the laws and collective agreement requirements within the framework of the trust-based relationship established with the union and employees. Although our Articles of Association and regulations have no provisions for employee participation in management, both union members and non-members are active in our company's management through various methods. For this purpose, regular weekly meetings were held with union representatives and business leaders in order to increase internal communication, share information about the projects to be carried out in production plants, receive support and act jointly. In addition, union representatives and union members are actively involved in many projects carried out within the company, especially the OHS Cultural Transformation and Effective Leadership Project.

Employee engagement surveys measure employee engagement every year. The most important goal in this process is to carry out focused studies by continually getting feedback from our employees. Therefore, transformation teams were established in 2022 whose focus was to improve employee engagement. Teams consisting of volunteer employees gathered insights, suggestions, and took

improvement actions. Other actions were taken on priority areas at the suggestions of these teams.

In addition, we both share information about our company with our employees and seek to understand their opinions and comments using various methods of communication. In order to support Tat's new purpose, all company worked together on renewing its employer brand, determining its own new motto: "We added taste to life," emphasizing 55-years of history and prominent characteristics. Our Company also holds annual meetings with clients and suppliers to exchange opinions, which we benefit from and use to improve client and supplier satisfaction.

4.3. The Company's Human Resources Policy

As part of our Ethical Principles and Human Resources Policy, we identified our criteria for recruitment and our mechanism for promotion in writing. Our Human Resources processes:

- By providing equal opportunities in appointments, promotions, rotations, and rewards, we seek to increase our employees' loyalty to the company.
- All our employees are offered equal opportunities for training, orientation, and development.
- We create a transparent work environment that encourages mutual respect, where cooperation and solidarity are the most important factors.
- We provide our employees with clean, healthy, and safe work conditions.
- We respect our employees' rights to unionize and collectively bargain.
- We do not allow any form of violence or harassment.
- We do not tolerate child labor, slavery, human trafficking, or forced labor.

By adhering to these principles, we are continuously improving the skills of our human resources in order to maintain our superiority in the competitive global environment. For this purpose, we clearly define the operating procedures of our human resources systems and announce them to all employees.

The Human Resources Department communicates with all employees regarding Human Resources Strategies and Policies.

Tat Gıda respects our employees' right to unionize. The 26th Collective Agreement signed by our Company and the Tekgıda

Labor Union on 11.02.2021, was applicable from 01.01.2021 to 31.12.2022. Negotiations for the new term continue.

Regarding the issues raised by the employees through the Koç Group Ethics hotline are regularly evaluated and actions are taken.

4.4. Ethical Rules and Social Responsibility

Ethical Principles and Compliance Policies are followed in our company with a written standard. "Ethical Principles" and "Human Rights Policy" are signed by all our employees and their commitments are taken.

Our company complies with all environmental legislations and regulations and seeks continuous improvement of its environmental performance in production, where it takes the measures necessary to reduce natural resource use and waste production, and to constantly monitor and protect air, water, and soil properties. Improvements to minimize solid, liquid, and gas wastes and prevent pollution at the source to remain below legal limits are being carried out continuously. In addition, employees are given training to raise their awareness about the environment.

CHAPTER V

Board of Directors

5.1. Structure and Organization of the Board of Directors

The Board of Directors defines the Company's objectives, oversees compliance of company activities with legislation, the Articles of Association, and established policies, and monitors management's performance, taking into account its long-term interests. Our Company's Board of Directors is structured in accordance with provisions from the 11th, 12th and 13th Articles of Association.

Tat Gıda Sanayi A.Ş.' Assistant General Manager in charge of Finance and Accounting is assigned to determine the agenda of Tat Gıda's Board of Directors meetings, to prepare Board of Directors resolutions pursuant to the provisions of Turkish Commercial Code article 390, and to inform and communicate with Board Members. The Board of Directors meets in person as required by Company business in accordance with the Turkish Commercial Code and the relevant articles of our Articles of Association. In addition, when necessary, it makes decisions by the method of circulation in accordance with

paragraph 4 of article 390 of the Turkish Commercial Code. A total of 25 board decisions were taken in 2022. The Corporate Governance Committee fulfils the duties of the Nomination Committee in our Company.

Three independent member candidates were submitted to the Corporate Governance Committee for 2022. The Corporate Governance Committee's meeting on 16.02.2022 and the Board of Directors' meeting on 16.02.2022 evaluated their nomination statements and resumes and made the decision to appoint them as independent member candidates. All Independent Members of the Board of Directors submitted independence statements to the Corporate Governance Committee.

5.2. Principles of Board of Directors' Activities

The Board of Directors of our Company conducts its activities in a transparent, accountable, fair, and responsible manner. The powers and responsibilities of Board of Directors members are set out in the company's Articles of Association, and authorization powers are specified in detail on the company's authorized signatures list. Their reports and meetings question and evaluate risks in detail. The Risk Management Committee tracks risks that our Company is exposed to and informs the Board of Directors about them.

5.3. The Number, Organizational Structure, and Independence of the Committees Formed within the Body of the Board of Directors

The only committees in our company are the Audit Committee, the Corporate Governance Committee, and the Risk Management Committee. In accordance with the relevant communiqué, the entire Audit Committee is comprised of independent members, and the Chairmen of the Corporate Governance Committee and the Risk Management Committee were selected from independent members of the Board of Directors. No Executive Board Member or General Manager holds a position on a committee. Committees determine their working principles and publish them on the company's website. If committees deem it necessary according to their working principles, they can call relevant managers to meetings, and they can consult outside services or independent expert opinions when necessary.

Our Company's Board of Directors decided on April 26, 2022 that the Audit Committee be constituted by independent Members of the Board of Directors in entirety and that Fatma

Name & Surname of Board Member	Independence Status	Date of Appointment	Tenure	Duties on the Board of Directors and Committees	Duties outside the Company
Semahat S. Arsel	Non-Independent Member	17.03.2022	Until the Ordinary General Assembly	Chairman of the Board of Directors	In-group - Chairman/ Member of the Board of Directors
Rahmi M. Koç	Non-Independent Member	17.03.2022	Until the Ordinary General Assembly	Deputy Chairman of the Board of Directors	In-group - Chairman/ Member of the Board of Directors
Ömer M. Koç	Non-Independent Member	17.03.2022	Until the Ordinary General Assembly	Board Member	In-group - Chairman/ Member of the Board of Directors
Ali Y. Koç	Non-Independent Member	17.03.2022	Until the Ordinary General Assembly	Board Member	In-group - Chairman/ Member of the Board of Directors
Caroline N. Koç	Non-Independent Member	17.03.2022	Until the Ordinary General Assembly	Board Member, Member of the Risk Management Committee	In-group - Chairman/ Member of the Board of Directors
Takashi Hashimoto	Non-Independent Member	17.03.2022	Until the Ordinary General Assembly	Board Member	Outside the group - Kagome Co. Ltd Board Member and Senior Managing Executive Officer
F. Füsün Akkal Bozok	Independent Member	17.03.2022	Until the Ordinary General Assembly	Independent Board Member, Member of the Audit and Corporate Governance Committees	In-group – Ford Otomotiv Sanayi A.Ş.. Independent Board Member
M. Sait Tosyalı	Independent Member	17.03.2022	Until the Ordinary General Assembly	Independent Board Member, Member of the Audit and Risk Management Committees	Outside the group – General Director of the Turkish Education Volunteers Foundation
Neslihan Tonbul	Independent Member	17.03.2022	Until the Ordinary General Assembly	Independent Board Member	Outside the group - Petkim Inc., Alarko Holding Inc., Vakıfbank International Board Member In-group –Tofaş Turkish Automobile Factory Inc. Independent Board Member

Füsün Akkal Bozok be elected as the chairperson and M. Sait Tosyalı be elected as the member; Fatma Füsün Akkal Bozok, an Independent Member of the Board of Directors, be elected as the chairperson for the Corporate Governance Committee, and Neslihan Tonbul and Başak Tekin Özden be elected as the members; M. Sait Tosyalı, an Independent Member of the Board of Directors, be elected as the chairman of the Risk Management Committee, and Caroline Nicole Koç be elected as the member.

In 2022, the Audit Committee conducted the activities of examining the quarterly and annual financial reports for 2022, selecting the independent audit company, and held 6 meetings in total. The Corporate Governance Committee held 5 meetings in 2022; carried out activities on the determination of independent member candidates for 2022, the discussion of the Board of Directors' Diversity Policy, the evaluation of the

Corporate Governance Compliance Report and the Investor Relations Department report, the remuneration of the members of the Board of Directors and senior executives for 2022, and the evaluation of the structure and efficiency of the Board of Directors. The Risk Management Committee held 7 meetings in 2022 and carried out its activities related to the Risk Report that is included in the Annual Report and the evaluation of the Company's risk management systems, and the studies on corporate risk management carried out throughout the year.

The revised working principles of the committees disclosed to public and published on our Company's website.

5.4. Risk Management and the Internal Control Mechanism

As per the provisions of Turkish Commercial Code No. 6102 and the Capital Markets Board's Corporate Governance

Guidelines, the Risk Management Committee was established to offer advice and suggestions to the Board of Directors with the aim of detecting risk early and building an efficient risk management system. The committee consists of two members, one of which is independent. The purpose of the Risk Management Committee is the early detection of all kinds of strategic, operational, financial, legal and other risks that may endanger the existence, development and continuation of the company. It includes the evaluation and calculation of possible consequences, management and reporting of these risks in accordance with the company's corporate risk-taking profile, implementing the necessary measures related to the identified risks, taking them into account in decision-making mechanisms, creating effective internal control systems, and making suggestions to the Board of Directors on integration issues. The Committee meets as often as is required by its task.

The Audit Committee serves to disclose to the public the functions of the accounting and reporting systems as per relevant laws and regulations, provides financial information, and supervises the functioning and effectiveness of the independent audit and internal control system. This Committee convenes at least four times a year and once every three months, and presents the minutes of these meetings to the Board of Directors. The Committee immediately notifies the Board of Directors in writing of the findings and suggestions it has reached regarding its field of duty and responsibility.

5.5. Strategic Objectives of the Company

Our senior management drafted the mission, vision, and values of the company with full knowledge by the Board of Directors, and publishes them in the annual report and on the website. They are revised and renewed as developments occur. The senior management informs the Board of Directors about the work of relevant units in implementing the company's strategic goals. Board meetings monitor the company's targets and activities periodically and compare them with previous performances. In addition, members evaluate the current state of the company and develop new goals and strategies as necessary.

5.6. Financial Rights

Our Company's "Remuneration Policy for Board Members and Senior Executives" regulating the principles of remuneration and the criteria used to determine all kinds of rights, benefits, and fees granted to board members and senior managers,

was first presented to our partners on our corporate website in the "Information Document" published three weeks before the general assembly meeting on 25.03.2014. This policy was enacted after the said general assembly meeting. The policy is open to public disclosure on the Company's website and the annual report. It will also be included on the agenda of the ordinary general assembly meeting for the opinion and approval of the shareholders. The Corporate Governance Committee and the Board of Directors annually evaluate the total amount of payments made within the framework of the Remuneration Policy to Members of the Board of Directors and Senior Executives. In our financial statement footnotes, payments made to Board Members and senior managers are disclosed to the public collectively in parallel with general practices.

No transactions have been made that would lead to a conflict of interest, such as lending to members of the Board of Directors or managers of the Company or providing loans or guarantees in their favor.

Risk Management and Internal Audit

a. Capital Risk Management

The company aims to maximize its profits by maintaining an optimal debt to equity balance in an effort to sustain operational continuity.

The capital structure of the company comprises of its debts including loans and its equity items including, in order of importance, cash and cash equivalents, issued capital and reserves as well as prior period retained earnings.

The company's objective in managing its capital centers around sustaining the optimum capital structure that provides returns to shareholders and reduces its cost of capital simultaneously, ensuring the continuity of company's operations.

b. Financial Risk Management

The company is exposed to market risks, credit risks and liquidity risks given its operational activities. The Risk Management Program of the company focuses on the minimization of potential adverse effects of the uncertainties in the market in general and on the company's performance.

Risk management is overseen by the Risk Management Committee in line with the policies approved by the Board of Directors.

Information on the Early Detection of Risk as well as the Work and Reports of the Risk Management Committee

Taking into account the provisions stipulated by Turkish Commercial Code No. 6102 and the Capital Markets Board's Corporate Governance Principles, the Board of Directors of our company resolved to form a Risk Management Committee in its meeting held on July 25, 2012, to help provide the Board of Directors with the recommendations and suggestions it needed to ensure early detection of risk and to establish an effective risk management system.

In its meeting held on April 26, 2022, the Board of Directors appointed M. Sait Tosyalı, an Independent Member of the Board of Directors, to chair the committee, and Caroline Nicole Koç, member of the Board of Directors, as a member.

The objective of the Risk Management Committee is to ensure the early detection, assessment and calculation of the effects and possibilities of risks of any kind, be it strategic, operational, financial, legal or otherwise that could threaten the company's existence, development or continuity; managing and reporting these risks in accordance with the institutional risk-taking profile of the company; implementing the necessary measures to counter the risks detected; taking such risks into consideration in the decision making processes, and forming and integrating effective internal control systems to address such issues and providing recommendations and suggestions to the Board of Directors in that regard. The Committee convened seven times throughout the operating year, and the meeting results are submitted to the Board of Directors in the form of the minutes of the meeting.

Forward-looking Risks Involving Sales, Productivity, Revenue Generation Capacity, Profitability, and Similar Topics

The Company takes necessary actions to minimize the credit, market and liquidity risks that it is exposed to as part of its risk management policy. The Company signs seasonal contracts for the supply of tomatoes in order to eliminate the risk of supplying agricultural raw materials for the sector.

The Company's 2022 sales were up 155 percent in the continuing operations compared to 2021. Net profit in continuing operations were up 87 percent and reached to TL 295 million. There are no significant forward-looking risks referred to the Board of Directors level.

Internal Control System and the Internal Audit Activities

The Internal Control System established within the Company aims to ensure efficiency and effectiveness of the activities, the

reliability of the financial reporting system and its compliance with legal regulations. The Internal Control System consists of the standard definitions, job descriptions, authorization system, policies and written procedures that are included in the workflows.

Evaluation on the Internal Control System and the Internal Audit Activities

The Internal Audit unit regularly monitors the Internal Control System and evaluates its effectiveness. The activities and reports carried out during the year are presented to the Audit Committee collectively.

Audit Committee Principles and Activities

At our company, the operating principles of the Audit Committee was revised on April 26, 2012 after a comprehensive review of the changes in Capital Markets Board regulations, ensuring the administration of accounting and reporting systems in accordance with the related laws and regulations, disclosure of financial information to the public, and supervision of administration and effectiveness of the independent audit and internal control system.

The Audit Committee convenes at least four times a year on a quarterly basis, and the outcome of these meetings is presented to the Board of Directors in the form of the minutes of the meeting. The Audit Committee convened 6 times during the activity period, and the meeting results were recorded in the minutes and presented to the Board of Directors. The committee immediately reports to the Board of Directors, in writing, any observations or suggestions related to its sphere of activity and responsibility.

The Committee in Charge of the Audit function reviews and evaluates the observations communicated to the committee by the independent audit company within the scope of independent audit activity, key issues involving the accounting policy and practices of the company, available alternative practices and public disclosure options communicated by the independent auditor to the company's management earlier in accordance with the CMB's accounting standards and accounting principles, along with their outcome and

consequences as well as any implementation suggestions and other significant correspondence with the company's management. After consulting with the company's executives and independent auditors on whether annual and interim financial statements to be disclosed to the public true, accurate and fair, complying with the accounting principles followed by the company, the Audit Committee reports to the Board of Directors its findings in writing, incorporating its own assessment.

Legal Disclosures

General Information

Period of the Report: 01.01.2022 – 31.12.2022
Trade Name: Tat Gıda Sanayi A.Ş.
Trade Registry and Number: İstanbul / 96638
Mersis No: 0830003899000011
Tax Office: İSTANBUL - Büyük Mükellefler Vergi Dairesi Başkanlığı
Tax Number: 8300038990
Address: Tasdelen Mah. Sirri Celik Bulvarı No: 7 Cekmekoy/İstanbul
Website Address: www.tatgida.com

Report on Affiliated Companies, Prepared in Accordance with Article 199 of the Turkish Commercial Code

The Board of Directors of Tat Gıda Sanayi A.Ş. is required by law (Article 199 of Turkish Commercial Code No. 6102 put into effect on July 1, 2012) to prepare a report in the first quarter of its operating year regarding its relations in the prior operating period with its controlling shareholder (parent company) and any of that party's affiliated entities, and to incorporate this report's conclusion into this annual report. The required disclosures regarding the transactions conducted by Tat Gıda Sanayi A.Ş. with its affiliated entities are included in Footnote 28 of the financial report.

In its meeting held on February 21, 2023, our company's Board of Directors approved the report disclosing our relationship with our controlling shareholders within the scope of Article 199 of the TCC (Turkish Commercial Code), where the concluding section reads as follows:

"In all the transactions Tat Gıda Sanayi A.Ş. conducted in 2022 with its controlling shareholder and any of that party's affiliated entities, it has been concluded that, based on the circumstances and conditions known to us at the time of carrying out the transaction or taking or otherwise avoiding the precautions, a proper counter deed/compensation was secured in each of the transactions and there was no need for taking or otherwise avoiding any measures to prevent the company from incurring a loss in such transactions, and there was no need for any compensating counter transaction or measure to be effected."

Management's Evaluation and Assessment and Factual Observations as to Whether the Company's Capital Has Been Eroded or the Company Has Been Heavily

Leveraged

The Risk Management Committee has evaluated whether the company's capital has been eroded within the context of Article 376 of the TCC and it has been concluded that the current financial structure of Tat Gıda Sanayi A.Ş., whose issued capital is TRY 136,000,000, total shareholders' equity is TRY 1,104,156,149 and Net Financial Debt/Equity Ratio is 201% as of 31.12.2022, is suitable for the continuation of the Company's activities.

Amendment to the Articles of Association

No amendments were made to the Articles of Association in 2022.

Changes in Staff and Labor Force

The number of staff as of December 31, 2022 is 773.
The number of staff as of December 31, 2021 is 653.

Collective Labor Agreement Practices

The 26th Collective Labor Agreement signed on February 11, 2021, between our company and Tekgıda-İş Sendikası (labor union) and entered into force on January 1, 2021, was effective until December 31, 2022. Collective Bargaining Agreement negotiations continue for the new period.

Severance Pay Liability

As of December 31, 2022, our severance pay liability is 47,027,824 Turkish lira. As of December 31, 2021, our severance pay liability is 17,295,879 Turkish lira.

Compensation and Financial Benefits Provided to the Members of Board of Directors and Senior Executives

Chairman and Members of the Board of Directors are compensated through monthly attendance fees and the company's executive management through monthly remuneration plus a performance-based annual bonus as set forth by the General Meeting of Shareholders. Furthermore, any payments made are disclosed to the public in our footnotes to financial statements.

There are no transactions that would create a conflict of interest due to any company loans or advances given to the Members of our Board of Directors or executives.

The Chairman and Members of the Board of Directors, the General Manager, Assistant General Managers and the Directors who directly report to the General Manager are designated as the senior executives of Tat Gıda. In 2022, the total of benefits provided to Tat Gıda's senior executives is TRY34,202,089. (31 December 2021: TRY16,587,803). All of this amount consists of short-term benefits. (December 31, 2021: TL 2,791,928 consists of payments made due to leaving).

Donations and Charitable Contributions and Expenditures on Social Responsibility Projects

A total of 2,523,571 Turkish lira was donated or otherwise paid as a charitable contribution to various social organizations and societies in 2022.

Information about Social Rights of Employees

Tat Gıda offers various side benefits to increase employee experience and satisfaction, and to increase the living standards of employees as well as their families. Tat Gıda provides many opportunities beyond legal rights to increase the living standards of its employees who are also a part of Koç Group.

Side Benefit Management

While Tat Gıda employees, along with their families, are provided with Koç Ailem advantages offered to Koç Group companies, private health insurance for the Koç Group, and all support for marriage, maternity benefits, military service benefits, death support, financing, home purchases, etc., all employees through the Koç Holding Retirement Pension and Support Fund Foundation can provide a more comprehensive financial security during retirement. In the Koç Foundation application, employees pay 6% of their income, while the same amount is transferred by Tat Gıda as employer contribution. Employees at the management level are offered additional benefits such as comprehensive health insurance, life insurance, company vehicle, and fuel.

Flexible Side Benefits

Flexible Side Benefits Program is a system in which each employee can adjust the side benefits like annual leave, holiday and fuel support and change them according to their personal and family needs (individual pension system, discount shopping checks, mobile phone, holiday checks, etc.). Employees can reach this system over the portal at www.kocflextra.com and manage their side benefit budgets by arranging their choices within the framework of determined rules.

Remote and Flexible Working

At Tat Gıda, office workers can work in a flexible working model during designated hours to support work-life balance. In addition, they can work from home or remotely on the days specified in

the remote working model. In this context, it can make office-free planning to work on Koç Group campuses as well.

Information on the Change in Indirect Shareholding

As a result of the partial demerger transaction of Temel Ticaret ve Yatırım A.Ş., which is a direct or indirect shareholder in our company, at the Extraordinary General Assembly meeting held on September 29, 2022, Temel Ticaret ve Yatırım A.Ş. has transferred all of its shares of Koç Holding A.Ş., to Family Danışmanlık Gayrimenkul ve Ticaret A.Ş., of which it owns 100%.

Due to the aforementioned partial demerger transaction, there has been no change in the shares directly or indirectly owned by Temel Ticaret ve Yatırım A.Ş. but Family Danışmanlık Gayrimenkul ve Ticaret A.Ş.' indirect share increased from 0% to 19.14%.

Other Legal Disclosures

The company has no re-acquired treasury stock

Our company received no fines of a material nature in 2022 under any special and public audits conducted.

Currently, no actions brought against our company is potentially capable of impeding the company's financial standing.

There are no administrative or judicial sanctions imposed on the company or the members of the board of directors on account of practices violating regulatory provisions.

There was no Extraordinary General Meeting of Shareholders convened in 2022. The resolutions adopted the Ordinary General Meeting of Shareholders held on March 17, 2022, have been implemented.

Pursuant to Articles 395 and 396 of the Turkish Commercial Code, an approval must be sought from the Ordinary General Meeting of Shareholders to authorize any shareholder with a controlling interest, Member of the Board of Directors, Senior Executive as well as their spouses and relatives by blood or marriage (up to the second degree) to engage in any competitive business or to otherwise create a potential conflict of interest with the company and its affiliates.

There are no legislative changes that could significantly affect the company's operations. There are no conflict of interests with institutions that provide services such as ratings.

There is no mutual participation in which the direct participation rate in the capital exceeds 5 percent.

There are no branch organizations.

Corporate Governance Information Form

1. SHAREHOLDERS	
1.1. Facilitating the Exercise of Shareholders Rights	
The number of investor meetings (conference, seminar/etc.) organised by the company during the year	Held 146 investor & analyst meetings and 6 investor webcasts
1.2. Right to Obtain and Examine Information	
The number of special audit request(s)	-
The number of special audit requests that were accepted at the General Shareholders' Meeting	-
1.3. General Assembly	
Link to the PDP announcement that demonstrates the information requested by Principle 1.3.1. (a-d)	https://www.kap.org.tr/tr/Bildirim/1003300
Whether the company provides materials for the General Shareholders' Meeting in English and Turkish at the same time	KAP announcements are made in Turkish. English translations of annual reports are made available at the general assembly meetings.
The links to the PDP announcements associated with the transactions that are not approved by the majority of independent directors or by unanimous votes of present board members in the context of Principle 1.3.9	There is no such transaction in 2022
The links to the PDP announcements associated with related party transactions in the context of Article 9 of the Communique on Corporate Governance (II-17.1)	There is no such transaction in 2022
The links to the PDP announcements associated with common and continuous transactions in the context of Article 10 of the Communique on Corporate Governance (II-17.1)	The PDP link regarding common and continuous related party transactions can be found at: https://www.kap.org.tr/tr/Bildirim/1003572
The name of the section on the corporate website that demonstrates the donation policy of the company	Investor Relations / Corporate Identity and Management / Corporate Governance and Policies / Donation Policy
The relevant link to the PDP with minute of the General Shareholders' Meeting where the donation policy has been approved	https://www.kap.org.tr/tr/Bildirim/919441
The number of the provisions of the articles of association that discuss the participation of stakeholders to the General Shareholders' Meeting	Provided in Article 15 of our Articles of Association.
Identified stakeholder groups that participated in the General Shareholders' Meeting, if any	Although the general assembly meetings are open to the public under ordinary conditions, our shareholders were primarily accepted to the meeting hall in the general assembly held in 2022, in order to protect public health under the current pandemic conditions.
1.4. Voting Rights	
Whether the shares of the company have differential voting rights	No
In case that there are voting privileges, indicate the owner and percentage of the voting majority of shares.	No
The percentage of ownership of the largest shareholder	43,70%
1.5. Minority Rights	
Whether the scope of minority rights enlarged (in terms of content or the ratio) in the articles of the association	Hayır (No)
If yes, specify the relevant provision of the articles of association.	-

1.6. Dividend Right	
The name of the section on the corporate website that describes the dividend distribution policy	Investor Relations / Corporate Identity and Management / Corporate Governance and Policies / Dividend Distribution Policy
Minutes of the relevant agenda item in case the board of directors proposed to the general assembly not to distribute dividends, the reason for such proposal and information as to use of the dividend.	Dividend has been distributed.
PDP link to the related general shareholder meeting minutes in case the board of directors proposed to the general assembly not to distribute dividends	-

GENERAL ASSEMBLY MEETINGS	
General Meeting Date	17.03.2022
The number of information requests received by the company regarding the clarification of the agenda of the General Shareholders' Meeting	0
Shareholder participation rate to the General Shareholders' Meeting	63,00%
Percentage of shares directly present at the GSM	1,51%
Percentage of shares represented by proxy	61,49%
Specify the name of the page of the corporate website that contains the General Shareholders' Meeting minutes, and also indicates for each resolution the voting levels for or against	Investor Relations / Corporate Identity and Management / General Assembly Meeting / Meeting Minutes
Specify the name of the page of the corporate website that contains all questions asked in the general assembly meeting and all responses to them	Investor Relations / Corporate Identity and Management / General Assembly Meeting / Meeting Minutes
The number of the relevant item or paragraph of General Shareholders' Meeting minutes in relation to related party transactions	13. madde
The number of declarations by insiders received by the board of directors	0
The link to the related PDP general shareholder meeting notification	https://www.kap.org.tr/tr/Bildirim/1003300

2. DISCLOSURE AND TRANSPARENCY	
2.1. Corporate Website	
Specify the name of the sections of the website providing the information requested by the Principle 2.1.1.	Investor Relations
If applicable, specify the name of the sections of the website providing the list of shareholders (ultimate beneficiaries) who directly or indirectly own more than 5% of the shares.	No real person shareholders' shares exceed 5%. This is presented on our company website in the Investor Relations / Corporate Identity and Management / Partnership Structure section.
List of languages for which the website is available	Turkish & English
2.2. Annual Report	
The page numbers and/or name of the sections in the Annual Report that demonstrate the information requested by principle 2.2.2.	
a) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the duties of the members of the board of directors and executives conducted out of the company and declarations on independence of board members	Management & Corporate Governance
b) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on committees formed within the board structure	Corporate Governance / Section V / Board of Directors
c) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the number of board meetings in a year and the attendance of the members to these meetings	Corporate Governance / Section V / Board of Directors
ç) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on amendments in the legislation which may significantly affect the activities of the corporation	There are no legislative amendments that may significantly affect company operations.
d) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on significant lawsuits filed against the corporation and the possible results thereof	Corporate Governance / Legal Disclosures
e) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the conflicts of interest of the corporation among the institutions that it purchases services on matters such as investment consulting and rating and the measures taken by the corporation in order to avoid from these conflicts of interest	Corporate Governance / Legal Disclosures
f) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the cross ownership subsidiaries that the direct contribution to the capital exceeds 5%	There is no reciprocal shareholding with direct participation in the capital exceeding 5%.
g) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on social rights and professional training of the employees and activities of corporate social responsibility in respect of the corporate activities that arises social and environmental results	Corporate Governance / Section IV / Beneficiaries
3. STAKEHOLDERS	
3.1. Corporation's Policy on Stakeholders	
The name of the section on the corporate website that demonstrates the employee remedy or severance policy	Investor Relations / Corporate Identity and Management / Corporate Governance and Policies / Employee Compensation Policy
The number of definitive convictions the company was subject to in relation to breach of employee rights	12 cases of employee claims for rights violations, such as annual leave/ seniority were concluded.
The position of the person responsible for the alert mechanism (i.e. whistleblowing mechanism)	Internal Audit Manager
The contact detail of the company alert mechanism	Company employees can access the reporting mechanism via the intranet system. Our employees and stakeholders may also report through the Koç Holding reporting line: https://secure.ethicspoint.eu/domain/media/tr/gui/108227/index.html
3.2. Supporting the Participation of the Stakeholders in the Corporation's Management	
Name of the section on the corporate website that demonstrates the internal regulation addressing the participation of employees on management bodies	Internal regulations have no public link

Corporate bodies where employees are actually represented	In our company, both unionized and non-unionized colleagues participate in the management with different methods and share their views. The annual Employee Loyalty Surveys that are conducted at all our companies collect the opinions of all our coworkers anonymously in open-ended questionnaire format. Through various communication meetings held at our companies, company-related information is shared with the employees, dealers and other stakeholders, and their questions and comments are obtained.
3.3. Human Resources Policy	
The role of the board on developing and ensuring that the company has a succession plan for the key management positions	A succession plan is created for all key management positions. This Succession Plan is finalized by submitting the approval of the Chairman of the Board of Directors following the approval of the CEO.
The name of the section on the corporate website that demonstrates the human resource policy covering equal opportunities and hiring principles. Also provide a summary of relevant parts of the human resource policy.	The Personnel Code which defines the criteria for recruitment is accessible by all employees; job announcements include the required competencies. In addition, the Investor Relations / Sustainability / Our Employees and; About Us/Code of Ethics and Compliance Policies section of our corporate website emphasizes the issue of equal opportunity in recruitment in Tat Gıda
Whether the company provides an employee stock ownership programme	There isn't an employee stock ownership program
The name of the section on the corporate website that demonstrates the human resource policy covering discrimination and mistreatments and the measures to prevent them. Also provide a summary of relevant parts of the human resource policy.	Investor Relations / Sustainability / Employees; and About Us/Code of Ethics and Compliance Policies section
The number of definitive convictions the company is subject to in relation to health and safety measures	None
3.5. Ethical Rules and Social Responsibility	
The name of the section on the corporate website that demonstrates the code of ethics	Investor Relations / Sustainability / Tat Gıda Code of Ethics & Investor Relations/ Corporate Overview and Governance/Corporate Governance & Policies
The name of the section on the company website that demonstrates the corporate social responsibility report. If such a report does not exist, provide the information about any measures taken on environmental, social and corporate governance issues.	Investor Relations / Sustainability
Any measures combating any kind of corruption including embezzlement and bribery	Investor Relations / Sustainability / Tat Gıda Code of Ethics & Investor Relations/ Corporate Overview and Governance/Corporate Governance & Policies
4. BOARD OF DIRECTORS-I	
4.2. Activity of the Board of Directors	
Date of the last board evaluation conducted	29.12.2022
Whether the board evaluation was externally facilitated	No
Whether all board members released from their duties at the GSM	Yes
Name(s) of the board member(s) with specific delegated duties and authorities, and descriptions of such duties	No delegation was delegated among the board members.
Number of reports presented by internal auditors to the audit committee or any relevant committee to the board	12 reports were prepared by the internal audit unit, and Internal audit unit provides combined information to the audit committee each year regarding the operations within the year.
Specify the name of the section or page number of the annual report that provides the summary of the review of the effectiveness of internal controls	Corporate Governance/Risk Management and Internal Audit
Name of the Chairman	Semahat Sevim Arsel
Name of the CEO	Evren Albaş
If the CEO and Chair functions are combined: provide the link to the relevant PDP announcement providing the rationale for such combined roles	The Chairman of the Board of Directors and the General Manager are separate persons.
Link to the PDP notification stating that any damage that may be caused by the members of the board of directors during the discharge of their duties is insured for an amount exceeding 25% of the company's capital	https://www.kap.org.tr/Bildirim/1086179
The name of the section on the corporate website that demonstrates current diversity policy targeting women directors	Investor Relations/Corporate Overview and Governance/Corporate Governance & Policies
The number and ratio of female directors within the Board of Directors	There are 4 female members (44%) on the Board of Directors

Name, Surname of Board Member	Whether Executive Director Or Not	Whether Independent Director Or Not	The First Election Date To Board	Link To PDP Notification That Includes The Independency Declaration	Whether the Independent Director Considered By The Nomination Committee	Whether She/ He is the Director Who Ceased to Satisfy The Independence or Not	Whether The Director Has At Least 5 Years' Experience On Audit, Accounting And/Or Finance Or Not
Semahat Sevim Arsel	Non-executive	Not independent director	20.03.2009		Not considered	No	-
Rahmi M. Koç	Non-executive	Not independent director	20.03.2009		Not considered	No	-
Ömer M. Koç	Non-executive	Not independent director	20.03.2009		Not considered	No	-
Ali Y. Koç	Non-executive	Not independent director	20.03.2009		Not considered	No	-
Caroline N. Koç	Non-executive	Not independent director	30.03.2016		Not considered	No	-
Takashi Hashimoto	Non-executive	Not independent director	13.03.2018		Not considered	No	-
Neslihan Tonbul	Non-executive	Independent director	19.03.2021	https://www.kap.org.tr/tr/Bildirim/1003300	Considered	No	Yes
F. Füsün Akkal Bozok	Non-executive	Independent director	13.03.2018	https://www.kap.org.tr/tr/Bildirim/1003300	Considered	No	Yes
M. Sait Tosyalı	Non-executive	Independent director	13.03.2018	https://www.kap.org.tr/tr/Bildirim/1003300	Considered	No	Yes

4. BOARD OF DIRECTORS-II**4.4. Meeting Procedures of the Board of Directors**

Number of physical or electronic board meetings in the reporting period	In 2022, due to Covid-19 pandemic, the Board of Directors held 5 physical meetings and majority of the Board members attended that meeting. All of the other decisions, except those taken at the mentioned physical meetings, were taken by hand-by-hand method with the members informed in a reasonable time.
Director average attendance rate at board meetings	89%
Whether the board uses an electronic portal to support its work or not	No
Number of minimum days ahead of the board meeting to provide information to directors, as per the board charter	There is no such procedure
The name of the section on the corporate website that demonstrates information about the board charter	There is no such procedure
Number of maximum external commitments for board members as per the policy covering the number of external duties held by directors	There is no such procedure

4.5. Board Committees

Page numbers or section names of the annual report where information about the board committees are presented	Corporate Governance / Section V/Board of Directors
Link(s) to the PDP announcement(s) with the board committee charters	https://www.kap.org.tr/Bildirim/1024047

Names Of The Board Committees	Name Of Committees Defined As "Other" In The First Column	Name-Surname of Committee Members	Whether Committee Chair Or Not	Whether Board Member Or Not
Audit Committee	-	F. Füsün Akkal Bozok	Yes	Board member
Audit Committee	-	M. Sait Tosyalı	No	Board member
Corporate Governance Committee	-	F. Füsün Akkal Bozok	Yes	Board member
Corporate Governance Committee	-	Neslihan Tonbul	No	Board member
Corporate Governance Committee	-	Başak Tekin Özden	No	Not board member
Committee of Early Detection of Risk	-	M. Sait Tosyalı	Yes	Board member
Committee of Early Detection of Risk	-	Caroline Nicole Koç	No	Board member

4. BOARD OF DIRECTORS-III**4.5. Board Committees-II**

Specify where the activities of the audit committee are presented in your annual report or website (Page number or section name in the annual report/website)	Given under the Investor Relations / Corporate Identity and Management / Committee Operating Principles / Audit Committee Operating Principles heading on the corporate website
Specify where the activities of the corporate governance committee are presented in your annual report or website (Page number or section name in the annual report/website)	Given under the Investor Relations / Corporate Identity and Management / Committee Operating Principles / Corporate Governance Committee Operating Principles heading on the corporate website.
Specify where the activities of the nomination committee are presented in your annual report or website (Page number or section name in the annual report/website)	Activities related to the nomination committee are carried out by the Corporate Governance Committee. Given under the Investor Relations / Corporate Identity and Management / Committee Operating Principles / Corporate Governance Committee Operating Principles heading on the corporate website.
Specify where the activities of the early detection of risk committee are presented in your annual report or website (Page number or section name in the annual report/website)	Given under the Investor Relations / Corporate Identity and Management / Committee Operating Principles / Risk Management Committee Operating Principles heading on the corporate website
Specify where the activities of the remuneration committee are presented in your annual report or website (Page number or section name in the annual report/website)	Activities related to the Remuneration Committee are performed by the Corporate Governance Committee. Given under the Investor Relations / Corporate Identity and Management / Committee Operating Principles / Corporate Governance Committee Operating Principles heading on the corporate website.

4.6. Financial Rights

Specify where the operational and financial targets and their achievement are presented in your annual report (Page number or section name in the annual report)	Management section/ Message from the General Manager
Specify the section of website where remuneration policy for executive and non-executive directors are presented.	Investor Relations / Corporate Identity and Management / Corporate Management and Policies / Remuneration Policy
Specify where the individual remuneration for board members and senior executives are presented in your annual report (Page number or section name in the annual report)	Corporate Governance/ Legal Disclosures / Financial Rights Assigned to the Members of the Board of Directors and Senior Managers

COMPOSITION OF BOARD COMMITTEES-II

Names Of The Board Committees	Name of committees defined as "Other" in the first column	The Percentage Of Non-executive Directors	The Percentage Of Independent Directors In The Committee	The Number Of Meetings Held In Person	The Number Of Reports On Its Activities Submitted To The Board
Denetim Komitesi (Audit Committee)	-	100%	100%	6	6
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	67%	67%	5	5
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	-	100%	50%	7	7

Corporate Governance Compliance Report

	Company Compliance Status					Explanation
	Yes	Partial	No	Exempted	Not Applicable	
1.1. FACILITATING THE EXERCISE OF SHAREHOLDER RIGHTS						
1.1.2- Up-to-date information and disclosures which may affect the exercise of shareholder rights are available to investors at the corporate website.	X					
1.2. RIGHT TO OBTAIN AND REVIEW INFORMATION						
1.2.1 - Management did not enter into any transaction that would complicate the conduct of special audit.	X					
1.3. GENERAL ASSEMBLY						
1.3.2 - The company ensures the clarity of the General Assembly agenda, and that an item on the agenda does not cover multiple topics.	X					
1.3.7- Insiders with privileged information have informed the board of directors about transactions conducted on their behalf within the scope of the company's activities in order for these transactions to be presented at the General Shareholders' Meeting.					X	There was no transaction notice in this way.
1.3.8 - Members of the board of directors who are concerned with specific agenda items, auditors, and other related persons, as well as the officers who are responsible for the preparation of the financial statements were present at the General Shareholders' Meeting.	X					
1.3.10 - The agenda of the General Shareholders' Meeting included a separate item detailing the amounts and beneficiaries of all donations and contributions.		X				The agenda of the General Shareholders' Meeting included a separate item for the total amount of the donations and contributions made and major donations were explained in the general assembly information document. The remaining amount for which the details were not provided, includes donations to various parties each below 50,000 TL, which were not deemed as material information to our shareholders. As the donations below this threshold are not interrogated by our investors, we foresee to continue with the current practice of disclosing only the material amounts.
1.3.11 - The General Shareholders' Meeting was held open to the public, including the stakeholders, without having the right to speak.		X				Under normal circumstances, general meetings are held open to the public. However, due to the pandemic concerns and the restrictions of authorities on collective gatherings, in the general assembly meetings held in 2022, our shareholders were prioritized in terms of acceptance to meeting venue.

	Company Compliance Status					Explanation
	Yes	Partial	No	Exempted	Not Applicable	
1.4. VOTING RIGHTS						
1.4.1 - There is no restriction preventing shareholders from exercising their shareholder rights.	X					
1.4.2 - The company does not have shares that carry privileged voting rights.	X					
1.4.3-The company withholds from exercising its voting rights at the General Shareholders' Meeting of any company with which it has cross-ownership, in case such cross-ownership provides management control.					X	Within Tat Gıda, no cross ownerships exist that are associated with a controlling relationship.
1.5. MINORITY RIGHTS						
1.5.1 - The company pays maximum diligence to the exercise of minority rights.	X					
1.5.2 - The Articles of Association extend the use of minority rights to those who own less than one twentieth of the outstanding shares, and expand the scope of the minority rights.			X			Even though minority rights are not determined less than one in twenty by the Articles of Association, in parallel with general practice, the minority was granted rights under the general provisions of the regulations. There was no demand from investor regarding this issue, and is not foreseen to make a change in this regard in the near future.
1.6. DIVIDEND RIGHT						
1.6.1 - The dividend policy approved by the General Shareholders' Meeting is posted on the company website.	X					
1.6.2 - The dividend distribution policy comprises the minimum information to ensure that the shareholders can have an opinion on the procedure and principles of dividend distributions in the future.	X					
1.6.3 - The reasons for retaining earnings, and their allocations, are stated in the relevant agenda item.					X	Dividend distribution has been made.
1.6.4 - The board reviewed whether the dividend policy balances the benefits of the shareholders and those of the company.	X					
1.7. TRANSFER OF SHARES						
1.7.1 - There are no restrictions preventing shares from being transferred.	X					

	Company Compliance Status					Explanation
	Yes	Partial	No	Exempted	Not Applicable	
2.1. CORPORATE WEBSITE						
2.1.1. - The company website includes all elements listed in Corporate Governance Principle 2.1.1.	X					
2.1.2 - The shareholding structure (names, privileges, number and ratio of shares, and beneficial owners of more than 5% of the issued share capital) is updated on the website at least every 6 months.	X					
2.1.4 - The company website is prepared in other selected foreign languages, in a way to present exactly the same information with the Turkish content.	X					
2.2. ANNUAL REPORT						
2.2.1 - The board of directors ensures that the annual report represents a true and complete view of the company's activities.	X					
2.2.2 - The annual report includes all elements listed in Corporate Governance Principle 2.2.2.	X					There are no legislative changes that may significantly affect the company's activities. There has been no conflict of interest with the institutions that provide services on issues such as rating.
3.1. CORPORATION'S POLICY ON STAKEHOLDERS						
3.1.1- The rights of the stakeholders are protected pursuant to the relevant regulations, contracts and within the framework of bona fides principles.	X					
3.1.3 - Policies or procedures addressing stakeholders' rights are published on the company's website.	X					
3.1.4 - A whistleblowing programme is in place for reporting legal and ethical issues.	X					
3.1.5 - The company addresses conflicts of interest among stakeholders in a balanced manner.	X					
3.2. SUPPORTING THE PARTICIPATION OF THE STAKEHOLDERS IN THE CORPORATION'S MANAGEMENT						
3.2.1 - The Articles of Association, or the internal regulations (terms of reference/manuals), regulate the participation of employees in management.	X					
3.2.2 - Surveys/other research techniques, consultation, interviews, observation method etc. were conducted to obtain opinions from stakeholders on decisions that significantly affect them.	X					

	Company Compliance Status					Explanation
	Yes	Partial	No	Exempted	Not Applicable	
3.3. HUMAN RESOURCES POLICY						
3.3.1 - The company has adopted an employment policy ensuring equal opportunities, and a succession plan for all key managerial positions.	X					
3.3.2 - Recruitment criteria are documented.	X					
3.3.3 - The company has a policy on human resources development, and organises trainings for employees.	X					
3.3.4 - Meetings have been organised to inform employees on the financial status of the company, remuneration, career planning, education and health.	X					
3.3.5 - Employees, or their representatives, were notified of decisions impacting them. The opinion of the related trade unions was also taken.	X					
3.3.6 - Job descriptions and performance criteria have been prepared for all employees, announced to them and taken into account to determine employee remuneration.	X					
3.3.7 - Measures (procedures, trainings, raising awareness, goals, monitoring, complaint mechanisms) have been taken to prevent discrimination, and to protect employees against any physical, mental, and emotional mistreatment.	X					
3.3.8 - The company ensures freedom of association and supports the right for collective bargaining.	X					
3.3.9 - A safe working environment for employees is maintained.	X					
3.4. RELATIONS WITH CUSTOMERS AND SUPPLIERS						
3.4.1-The company measured its customer satisfaction, and operated to ensure full customer satisfaction.	X					
3.4.2 - Customers are notified of any delays in handling their requests.	X					
3.4.3 - The company complied with the quality standards with respect to its products and services.	X					
3.4.4 - The company has in place adequate controls to protect the confidentiality of sensitive information and business secrets of its customers and suppliers.	X					

	Company Compliance Status					Explanation
	Yes	Partial	No	Exempted	Not Applicable	
3.5. ETHICAL RULES AND SOCIAL RESPONSIBILITY						
3.5.1 - The board of the corporation has adopted a code of ethics, disclosed on the corporate website.	X					
3.5.2-The company has been mindful of its social responsibility and has adopted measures to prevent corruption and bribery.	X					
4.1. ROLE OF THE BOARD OF DIRECTORS						
4.1.1 - The board of directors has ensured strategy and risks do not threaten the long-term interests of the company, and that effective risk management is in place.	X					
4.1.2 - The agenda and minutes of board meetings indicate that the board of directors discussed and approved strategy, ensured resources were adequately allocated, and monitored company and management performance.	X					
4.2. ACTIVITIES OF THE BOARD OF DIRECTORS						
4.2.1-The board of directors documented its meetings and reported its activities to the shareholders.	X					
4.2.2 - Duties and authorities of the members of the board of directors are disclosed in the annual report.	X					
4.2.3-The board has ensured the company has an internal control framework adequate for its activities, size and complexity.	X					
4.2.4 - Information on the functioning and effectiveness of the internal control system is provided in the annual report.	X					
4.2.5 - The roles of the Chairman and Chief Executive Officer are separated and defined.	X					
4.2.7-The board of directors ensures that the Investor Relations department and the corporate governance committee work effectively. The board works closely with them when communicating and settling disputes with shareholders.	X					
4.2.8 - The company has subscribed to a Directors and Officers liability insurance covering more than 25% of the capital.	X					

	Company Compliance Status					Explanation
	Yes	Partial	No	Exempted	Not Applicable	
4.3. STRUCTURE OF THE BOARD OF DIRECTORS						
4.3.9 - The board of directors has approved the policy on its own composition, setting a minimal target of 25% for female directors. The board annually evaluates its composition and nominates directors so as to be compliant with the policy.	X					
4.3.10 - At least one member of the audit committee has 5 years of experience in audit/ accounting and finance.	X					
4.4. BOARD MEETING PROCEDURES						
4.4.1-Each board member attend the majority of the board meetings in person or via an electronic board meeting system		X				In 2022, due to the Covid-19 pandemic, the opportunity to have physical meetings was limited, so the physical meetings could only be held 5 times. All of the other decisions, except those taken at the said meeting, were taken by hand-by-hand method with the members informed in a reasonable time beforehand. Considering the meetings held, 89% of the members of the Board of Directors attended the meeting.
4.4.2 - The board has formally approved a minimum time by which information and documents relevant to the agenda items should be supplied to all board members.			X			There is no procedure regarding this issue. The timing for the submission of information to members of the Board of Directors is determined on the basis and procedures of the Board agenda, and notified to members within a reasonable period. A regulation on the working principles of the Board of Directors is currently not planned.
4.4.3 - The opinions of board members that could not attend the meeting, but did submit their opinion in written format, were presented to other members.					X	Although there is a possibility to provide feedback, there has been no notification made by the board members who could not attend the meeting.
4.4.4 - Each member of the board has one vote.	X					
4.4.5 - The board has a charter/written internal rules defining the meeting procedures of the board.			X			Regarding the manner in which Board of Directors meetings will be held, our Company procedures have been maintained consistently for many years, and there is no specific written internal regulation in this regard.
4.4.6 - Board minutes document that all items on the agenda are discussed, and board resolutions include director's dissenting opinions if any.	X					
4.4.7-There are limits to external commitments of board members. Shareholders are informed of board members' external commitments at the General Shareholders' Meeting.		X				Due to the significant contribution of Directors to the Board, the experience of the members of the Board of Directors is not limited to taking on other duties outside the company. Curriculum vitae of our board members are included in our annual report. Considering the effective work of the board of directors, there is no change in the current practice, which is considered not to create any negative situation in terms of corporate governance, in the short term.

	Company Compliance Status					Explanation
	Yes	Partial	No	Exempted	Not Applicable	
4.5. BOARD COMMITTEES						
4.5.5 - Board members serve in only one of the Board's committees.			X			The assignment of the committees is made in accordance with the relevant regulations, taking into account the knowledge and experience of our board members and some of our board members are assigned to more than one committee. Members in more than one committee provide communication between the committees involved in related matters and increase the opportunities for cooperation. Considering that the number of board members is 9 and the number of committees required to be formed in accordance with the CMB regulations, compliance with the principle does not seem feasible in practice. Given the performance and the efficiency of the committees and the valuable contributions of Board members, any changes to the current structure is not deemed necessary.
4.5.6 - Committees have invited persons to the meetings as deemed necessary to obtain their views.					X	Such a need was not discussed in 2022.
4.5.7 - If external consultancy services are used, the independence of the provider is stated in the annual report.					X	Committees did not receive any consultancy services in 2022
4.5.8 - Minutes of all committee meetings are kept and reported to board members.	X					
4.6. FINANCIAL RIGHTS						
4.6.1-The board of directors has conducted a board performance evaluation to review whether it has discharged all its responsibilities effectively.	X					
4.6.4-The company did not extend any loans to its board directors or executives, nor extended their lending period or enhanced the amount of those loans, or improve conditions thereon, and did not extend loans under a personal credit title by third parties or provided guarantees such as surety in favour of them.	X					
4.6.5 - The individual remuneration of board members and executives is disclosed in the annual report.			X			Payments made to the members of the Board of Directors and senior executives are disclosed to the public collectively in line with the general practices in the General Assembly and in our financial statements footnotes. Market practices are closely monitored on an issue that is considered important in terms of confidentiality of personal information, and it is envisaged to act in parallel with common practice.