



## KAMUYU AYDINLATMA PLATFORMU

# TAT GIDA SANAYİ A.Ş. Notification Regarding General Assembly

# Notification Regarding General Assembly

Summary Info	Ordinary General Assembly Meeting invitation and Information Document
Update Notification Flag	No
Correction Notification Flag	No
Postponed Notification Flag	No

## General Assembly Invitation

General Assembly Type	Annual
Beginning of The Fiscal Period	01.01.2023
Ending Date Of The Fiscal Period	31.12.2023
Decision Date	29.03.2024
General Assembly Date	25.04.2024
General Assembly Time	14:00
Record Date (Deadline For Participation In The General Assembly)	24.04.2024
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 Activity Report for year 2023 issued by the Board of Directors of the Company,
- 3 - Presentation of the Summary Independent Audit Report related to the accounting period 2023,
- 4 - Presentation, negotiation and approval of the Financial Statements related to the accounting period 2023,
- 5 - Approval of the changes made in the membership of the Board of Directors during accordance with Article 363 of the Turkish Commercial Code,
- 6 - Release of each member of the Board of Directors from liability for the Company's activities for the year 2023,
- 7 - Approval, approval through amendment or refusal of the proposal of the Board of Directors regarding distribution and the date of payment of dividends for year 2023, which is prepared within the framework of the Company's dividend distribution policy,
- 8 - Determining the number of the Board of Directors and their period in office, election of the determined number of members, election of the Independent Members of the Board of Directors,
- 9 - Informing the Shareholders about the "Remuneration Policy" for Members of the Board of Directors and Senior Managers under the Corporate Governance Principles as well as the payments made under the policy and approval of the same,
- 10 - Determining the yearly gross remunerations for the members of the Board of Directors,
- 11 - Approval of the Independent Audit Company elected by the Board of Directors under the Turkish Commercial Code and the regulations of the Capital Markets Board,
- 12 - Informing Shareholders about the donations made in 2023 within the scope of the company's donation and sponsorship policy and determining the upper limit for donations to be made in 2024,
- 13 - Presentation to the shareholders of the collaterals, pledges, mortgages and sureties granted in favor of third parties in the year 2023 and of any benefits or income thereof in accordance with the Capital Markets Board regulations,
- 14 - Authorization of the shareholders that have management control, the members of the Board of Directors, the senior executives and their spouses and relatives related by blood or affinity up to the second degree as per the provisions of articles 395 and 396 of the Turkish Commercial Code and presentation to the shareholders of the transactions carried out thereof in the year 2023 pursuant to the Corporate Governance Communique of the Capital Markets Board,
- 15 - Wishes and Comments.

## Corporate Actions Involved In Agenda

Dividend Payment
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## General Assembly Invitation Documents

<b>Appendix: 1</b>	Invitation to AGM.pdf - Announcement Document
<b>Appendix: 2</b>	GK Bilgilendirme Notu.pdf - General Assembly Informing Document
<b>Appendix: 3</b>	İlan Metni.pdf - Announcement Document
<b>Appendix: 4</b>	AGM information document.pdf - General Assembly Informing Document

## Additional Explanations

Tat Gıda A.Ş.'s Ordinary General Assembly Meeting shall convene on 25 April 2024 Thursday at 14:00 at the address of Divan İstanbul Oteli, Asker Ocağı Caddesi No:1 Elmadağ-Şişli/İstanbul to discuss the attached agenda. The invitation letter that includes the agenda and the proxy form and information document that includes agenda items and disclosures required by Capital Markets Board's legislations are attached.

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

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.

**FROM CHAIR OF BOARD OF DIRECTORS OF TAT GIDA SANAYI A.Ş.  
ANNOUNCEMENT FOR THE ORDINARY GENERAL ASSEMBLY DATED 25.04.2024**

Ordinary General Assembly of our Company shall take place on 25.04.2024, Thursday at 14:00 hours at the address Divan Istanbul Oteli, Askerocağı Cad. No: 1 Elmadağ-Şişli/Istanbul (Tel: 0212 315 55 00, Fax: 0212 315 55 15) in order to review the activities of year 2023 and to discuss and resolve the following agenda.

Disclosure Note that contains the Financial Statements of year 2023, Independent Audit Report, proposal regarding the distribution of profit and Activity Report and the Corporate Governance Principles Compliance Report attached thereto as well as these agenda items and detailed the explanations necessary for compliance to the regulations of the Capital Markets Board shall be made available for inspection by our esteemed Shareholders at the Company's Head Office, Branches, Company's website at [www.tatgida.com](http://www.tatgida.com) and in the Electronic General Assembly system of the Central Registry Agency for three weeks before the meeting, which is the legal period.

Our shareholders, who will not be able to attend the meeting in person, need to supply their power of attorneys according to the attached sample or to get a copy of the power of attorney form from our Company's departments and the website of our company at [www.tatgida.com](http://www.tatgida.com), provided that the rights and liabilities of the shareholders to attend through electronic means shall be reserved, and in this parallel, also to fulfill the issues stipulated in the Communiqué of the Capital Markets Board, Series: II, No. 30.1 on "Voting By Proxy and Collecting the Powers of Attorney By Call" as published in Official Gazette dated 24.12.2013 and numbered 28861, and to deliver the Company their power of attorneys with notarized signatures. It is not necessary for an attorney appointed through electronic method on the Electronic General Assembly System to submit power of attorney. **The power of attorneys, which are obligated in the abovementioned Communiqué and not conforming to the attached power of attorney sample, shall absolutely not be accepted due to our legal liability.**

Our shareholders, who will vote through the Electronic General Assembly System, are kindly asked to receive information from the Central Registry Agency, our Company's website at [www.tatgida.com](http://www.tatgida.com) or our Company's Head Office (Tel: 0216 430 00 00) in order to make application according to the provision of the Regulation and the Communiqué.

Under article 415, item 4 of the New Turkish Commercial Code numbered 6102 and article 30, item 1 of the Capital Markets Law, attendance to general assembly and the right to vote shall not be conditional upon depositing share certificates. Within this framework, our shareholders do not have to block their shares in case they would like to attend the General Assembly Meeting.

Provided that the provisions on voting in electronic environment shall be reserved, open voting shall take place by a raise of hands with respect to voting of the Items on the Agenda during the Ordinary General Assembly Meeting.

Under the Code Regarding the Protection of Personal Data numbered 6698, you can access detailed information on processing of your personal information by our Company in Tat Gıda Sanayi Anonim Şirketi Personal Data Protection and Processing Policy shared with the public on the website at [www.tatgida.com.tr](http://www.tatgida.com.tr).

All the holders of rights and interests and the press-broadcasting organizations are invited to our General Assembly Meeting.

In accordance with the Capital Market Law, the Shareholders shall not be served separate notices by registered mail for the registered shares enlisted in the stock exchange.

The Shareholders are kindly informed.

TAT GIDA SANAYI A.Ş. – BOARD OF DIRECTORS

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

**AGENDA OF THE ORDINARY GENERAL ASSEMBLY DATED 25.04.2024 OF  
TAT GIDA SANAYI A.Ş.**

1. Opening and appointment of the Chair of the Assembly,
2. Presentation, negotiation and approval of Activity Report for year 2023 issued by the Board of Directors of the Company,
3. Presentation of the Summary Independent Audit Report related to the accounting period 2023,
4. Presentation, negotiation and approval of the Financial Statements related to the accounting period 2023,
5. Approval of the changes made in the membership of the Board of Directors during accordance with Article 363 of the Turkish Commercial Code,
6. Release of each member of the Board of Directors from liability for the Company's activities for the year 2023,
7. Approval, approval through amendment or refusal of the proposal of the Board of Directors regarding distribution and the date of payment of dividends for year 2023, which is prepared within the framework of the Company's dividend distribution policy,
8. Determining the number of the Board of Directors and their period in office, election of the determined number of members, election of the Independent Members of the Board of Directors,
9. Informing the Shareholders about the "Remuneration Policy" for Members of the Board of Directors and Senior Managers under the Corporate Governance Principles as well as the payments made under the policy and approval of the same,
10. Determining the yearly gross remunerations for the members of the Board of Directors,
11. Approval of the Independent Audit Company elected by the Board of Directors under the Turkish Commercial Code and the regulations of the Capital Markets Board,
12. Informing Shareholders about the donations made in 2023 within the scope of the company's donation and sponsorship policy and determining the upper limit for donations to be made in 2024,
13. Presentation to the shareholders of the collaterals, pledges, mortgages and sureties granted in favor of third parties in the year 2023 and of any benefits or income thereof in accordance with the Capital Markets Board regulations,
14. Authorization of the shareholders that have management control, the members of the Board of Directors, the senior executives and their spouses and relatives related by blood or affinity up to the second degree as per the provisions of articles 395 and 396 of the Turkish Commercial Code and presentation to the shareholders of the transactions carried out thereof in the year 2023 pursuant to the Corporate Governance Communique of the Capital Markets Board,
15. Wishes and Comments.

## POWER OF ATTORNEY SAMPLE

TAT GIDA SANAYI A.Ş.

I hereby appoint \_\_\_\_\_ whose details are provided below, as my true and lawful attorney-in-fact to represent me in parallel with the views submitted below during the Ordinary General Assembly of Tat Gıda Sanayi A.Ş. that takes place on 25.04.2024, Thursday at 14:00 p.m. at Divan Oteli, Askerocağı Cad. No:1 Elmadağ-Şişli/Istanbul, to vote, to give proposal and to sign the necessary documents.

The Representative's(\*);

Name & Surname/Title of the Company :

TR Identity No./Tax No., Trade Registry and No, and MERSIS No. :

(\* )For the representatives who are other than Turkish in nationality, they should provide the equivalent documents mentioned above.

### A) THE SCOPE OF THE POWER TO REPRESENT

The scope of the power should be identified by choosing one of the (a), (b) or (c) sections 1 and 2 below.

1. About the issues specified in the Agenda;

- a) The attorney is authorized to vote in parallel with his/her own views.
- b) The attorney is authorized to vote in parallel with the suggestions of the company.
- c) The attorney is authorized to vote in parallel with the instructions mentioned oh below table.

Instructions:

If the shareholder chooses (c), he/she should specify (Accepted or Rejected) for each agenda item on the table below, and if Rejected wre chosen and he/she would like to add any objection he/she should specify the objection in the related item.

Agenda Items (*)	Accepted	Rejected	Objection
1. Opening and appointment of the Chair of the Assembly,			
2. Presentation, negotiation and approval of Activity Report for year 2023 issued by the Board of Directors of the Company,			
3. Presentation of the Summary Independent Audit Report related to the accounting period 2023			
4. Presentation, negotiation and approval of the Financial Statements related to the accounting period 2023,			
5. Approval of the changes made in the membership of the Board of Directors during accordance with Article 363 of the Turkish Commercial Code,			
6. Release of each member of the Board of Directors from liability for the Company's activities for the year 2023			
7. Approval, approval through amendment or refusal of the proposal of the Board of Directors regarding distribution and the date of payment of dividends for year 2023, which is prepared within the framework of the Company's dividend distribution policy,			
8. Determining the number of the Board of Directors and their period in office, election of the determined number of members, election of the Independent Members of the Board of Directors,			

9. Informing the Shareholders about the "Remuneration Policy" for Members of the Board of Directors and Senior Managers under the Corporate Governance Principles as well as the payments made under the policy and approval of the same,			
10. Determining the yearly gross remunerations for the members of the Board of Directors			
11. Approval of the Independent Audit Company elected by the Board of Directors under the Turkish Commercial Code and the regulations of the Capital Markets Board,			
12. Informing Shareholders about the donations made in 2023 within the scope of the company's donation and sponsorship policy and determining the upper limit for donations to be made in 2024,			
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14. Authorization of the shareholders that have management control, the members of the Board of Directors, the senior executives and their spouses and relatives related by blood or affinity up to the second degree as per the provisions of articles 395 and 396 of the Turkish Commercial Code and presentation to the shareholders of the transactions carried out thereof in the year 2023 pursuant to the Corporate Governance Communique of the Capital Markets Board,			
15. Wishes and Comments.			

\* The items for information aren't voted.

If there is any separate draft resolution of the minority, it is stated separately after providing the vote by proxy.

2. Special instructions for the other issues that may arise in General Assembly and minority rights :

- a) The attorney is authorized to vote in parallel with his/her own views.
- b) The attorney isn't authorized to vote for these issues.
- c) The attorney is authorized to vote in parallel with the instructions mentioned below.

SPECIAL INSTRUCTIONS; Instructions should be provided by the shareholder here.

B) The Shareholder indicates the shares that will be represented by the attorney choosing one of the options below.

1. I approve that the attorney would represent my shares detailed here below.

- a) Issue and serial no :\*
- b) No/Group :\*\*
- c) Quantity-Nominal value :
- ç) Any preemptive rights over the vote :
- d) Bearer-Registered Shares :\*
- e) The ratio to Total Shares of the Shareholder :

\*The information isn't required for the registered shares.

\*\*The group information will be provided instead of number for the registered shares.

2. I approve that the attorney would represent my whole shares as stated in the list provided by Central Registry Agency one day before the General Assembly.

NAME & SURNAME or BUSINESS TITLE OF THE SHAREHOLDER(\*)

TR Identity No./Tax No., Trade Registry and No, and MERSIS No.:

Address:

(\*)For the shareholders who are other than Turkish in nationality, they should provide the equivalent documents mentioned above.

**DISCLOSURE NOTE ON THE ORDINARY GENERAL ASSEMBLY OF  
TAT GIDA SANAYİ A.Ş. FOR YEAR 2023 HELD ON 25.04.2024**

**1. ANNOUNCEMENT FOR THE ORDINARY GENERAL ASSEMBLY DATED 25.04.2024**

Ordinary General Assembly of our Company shall take place on 25.04.2024, Thursday at 14:00 hours at the address Divan Istanbul Oteli, Asker Ocağı Cad. No: 1 Elmadağ-Şişli/Istanbul (Tel: 0212 315 55 00, Fax: 0212 315 55 15) in order to review the activities of year 2023 and to discuss and resolve the following agenda.

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Our shareholders, who will not be able to attend the meeting in person, need to supply their power of attorneys according to the attached sample or to get a copy of the power of attorney form from our Company's departments and the website of our company at [www.tatgida.com](http://www.tatgida.com), provided that the rights and liabilities of the shareholders to attend through electronic means shall be reserved, and in this parallel, also to fulfill the issues stipulated in the Communiqué of the Capital Markets Board, Series: II, No. 30.1 on "Voting By Proxy and Collecting the Powers of Attorney By Call" as published in Official Gazette dated 24.12.2013 and numbered 28861, and to deliver the Company their power of attorneys with notarized signatures. It is not necessary for an attorney appointed through electronic method on the Electronic General Assembly System to submit power of attorney. **The power of attorneys, which are obligated in the abovementioned Communiqué and not conforming to the attached power of attorney sample, shall absolutely not be accepted due to our legal liability.**

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All the holders of rights and interests and the press-broadcasting organizations are invited to our General Assembly Meeting.

In accordance with the Capital Market Law, the Shareholders shall not be served separate notices by registered mail for the registered shares enlisted in the stock exchange.

The Shareholders are kindly informed.

TAT GIDA SANAYİ A.Ş. – BOARD OF DIRECTORS

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



## 2. OUR ADDITIONAL DISCLOSURES UNDER CMB REGULATIONS

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

### 2.1. Shareholding Structure and Voting Rights

Information on total number of shares and voting rights representing the shareholding structure as of the announcement of this Disclosure Document, number of shares representing each of the privileged share group if there is any in the association's capital and their voting rights as well as the nature of the privileges is given below:

There is no privileged shares in our company, and the issued capital of TRY 136.000.000 is distributed among the shareholders as follows.

Shareholder	Share Amount (TL)	Capital Ratio (%)	Voting Right (Number)	Voting Right Ratio (%)
Memişoğlu Tarım Ltd.Şti.	66.693.852,44	49,04	6,669,385,244	49,04
Public Quotation	56.312.844,00	41,40	5.631.284.400	41,40
Kagome Co Ltd	5.071.168,20	3,73	507.116.820	3,73
Sumitomo Corp.	2.077.983,34	1,53	207.798.334	1,53
Other	5.844.152,02	4,30	584.415.202	4,30
<b>Total</b>	<b>136.000.000,00</b>	<b>100,00</b>	<b>13.600.000.000</b>	<b>100,00</b>

### 2.2. Changes in the Management and Activity, which will materially affect the Activities of Our Company or Affiliates:

None. Material event disclosures made by our Company in accordance with legal requirements are available at [www.kap.gov.tr](http://www.kap.gov.tr).

### 2.3. Informations about the Requests of the Shareholders for Inclusion of Certain Items in the Agenda:

Please find below information on the demands communicated by the company's shareholders to the Investor Relations Department for inclusion of an item in the agenda, and the suggestions refused and the grounds for refusal in cases where any such suggestion for inclusion of an item in the agenda was declined:

No such demand has been communicated for the Ordinary General Assembly, where activities of year 2023 will be discussed.

## 3. OUR DISCLOSURES ON THE AGENDA ITEMS OF THE ORDINARY GENERAL ASSEMBLY DATED 25.04.2024

### 1. Opening and appointment of the Chair of the Assembly,

Selection of the Meeting Chair is made within the frame of the provisions of the "Turkish Code of Commerce (TCC) with the number 6102", "Regulation on the Methods and Principles of the General Assembly Meetings of the Incorporations and the Representatives of the Ministry of Customs and Trade That Will Preside In These Meetings" ("Regulation" or "General Assembly Regulation") and Article 7 of the General Assembly Internal Directives. At least one Record Clerk is appointed by the Meeting Chairman according to the General Assembly Internal Directives. Meeting Chairman may also select sufficient number of vote collectors.

### 2. Presentation, negotiation and approval of Activity Report for year 2023 issued by the Board of Directors of the Company,

Within the framework of the TCC, the Regulation, the Capital Markets Law and related regulations, information shall be given on the 2023 Annual Report, which has been announced at the Headquarters of our Company, on the Electronic General Assembly portal of the Central Registry Agency (CRA) and on the corporate website of the Company at This statement has been translated into English for informational purposes. In case of a discrepancy between the Turkish and the English versions of this disclosure statement, the Turkish version shall prevail. [www.tatgida.com](http://www.tatgida.com) for review of our shareholders three weeks before the General Assembly meeting and the Annual Report shall be presented for discussion and approval of our shareholders.

**3. Presentation of the Summary Independent Audit Report related to the accounting period 2023,**

General Assembly shall be informed about the Independent Audit Report issued according to the Turkish Commercial Code and Capital Markets Board regulations, which have been made available for our shareholders to examine at the our Company's Head Office, Branches, at Electronic General Assembly portal of Central Registry Agency and our company's website address at [www.tatgida.com](http://www.tatgida.com) for three weeks preceding the General Assembly.

**4. Presentation, negotiation and approval of the Financial Statements related to the accounting period 2023,**

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

**5. Approval of the changes made in the membership of the Board of Directors during accordance with Article 363 of the Turkish Commercial Code,**

According to Article 363 of the Turkish Commercial Code, as a result of the resignation of our Board members Semahat Sevim Arsel, Mustafa Rahmi Koç, Mehmet Ömer Koç, Yıldırım Ali Koç, Caroline Nicole Koç, With our Board of Directors decision dated 19.02.2024, Şerafettin Memiş, Veysel Memiş, Giyasettin Memiş, Tuncer Memiş and Nasip Memiş were appointed as members of the Board of Directors to complete the remaining term of the resigned members.

Appointed board of directors CVs that prepared accordance with Corporate Governance Principle no 1.3.1. are presented in ANNEX/1.

**6. Release of each member of the Board of Directors from liability for the Company's activities for the year 2023**

The release of members of our Board of Directors one by one for their activities, transactions and accounts in 2023 shall be submitted to the approval of the General Assembly within the framework of the provisions of Turkish Commercial Code and the Regulations.

**7. Approval, approval through amendment or refusal of the proposal of the Board of Directors about the dividend distribution and the date of dividend payment for year 2023, which is prepared within the framework of the Company's dividend distribution policy,**

According to our financial statements pertaining to the account period 01.01.2023-31.12.2023 issued by our Company in accordance with the Turkish Accounting/Financial Reporting Standards within the framework of the provisions of the Turkish Commercial Code and Capital Markets Law and audited by PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., A "Net Lose for Period" of TRY 86.244.297 is obtained and our suggestion for distribution is given in ANNEX/2, according to the Dividend Communique No II.19.1 and the Dividend Distribution Statement format included in the Dividend Guide announced under such communique.

**8. Determining the number of the Board of Directors and their period in office, election of the determined number of members, election of the Independent Members of the Board of Directors,**

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

Under article 11 of our articles of association, our Company is managed by a Board of Directors with 5 to 13 members to be elected for 1 year by the General Assembly within the scope of the Turkish Commercial Code. The General Assembly may decide for the renewal of the Board of Directors even if the period in office of the Board has not expired.

One third of the Board of Directors to be elected have to qualify for the independence criteria as described in the Mandatory Principles of Corporate Governance of the Capital Markets Board.

Haluk Ziya Türkmen, Mehmet Ormancı and Ayşe Selen Kocabaş are nominated for the position of Independent Members of the Board of Directors by a decision made by our Board of Directors upon the suggestion of our Corporate Governance Committee that duly took into consideration the candidates communicated to them.

With the decision taken by our Board of Directors upon the recommendation of our Corporate Governance Committee,

which evaluated the candidates submitted to it, Haluk Ziya Türkmen, Mehmet Ormancı and Ayşe Selen Kocabaş were determined as independent Board member candidates and were presented to the Capital Markets Board for opinion. No negative opinion was expressed by the CMB regarding the membership of Haluk Ziya Türkmen, Mehmet Ormancı and Ayşe Selen Kocabaş.

The CVs of the candidates to the Board of Directors and the Declarations of Independence for the independent member candidates who will be presented to the General assembly are provided in ANNEX/3

**9. Informing the Shareholders about the "Remuneration Policy" for Members of the Board of Directors and Senior Managers under the Corporate Governance Principles as well as the payments made under the policy and approval of the same,**

According to CMB's mandatory Corporate Governance Principle No. 4.6.2, the principles for the remuneration of Board of Directors' members and senior management shall be made available in writing and included as a separate item on the General Assembly agenda to enable the shareholders to share their opinions on the same. The Remuneration Policy prepared in this respect is attached hereto as ANNEX/4 for this purpose. Information on the compensation of the members of the Board of Directors and the senior management is available in footnote No. 26 of our financial statements dated 31 December 2023.

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

The monthly gross remuneration payable to the members of the Board of Directors in activity year 2024 shall be determined by our shareholders within the scope of our Remuneration Policy submitted to the approval of the shareholders under the item no 9 on the agenda.

**11. Approval of the Independent Audit Company elected by the Board of Directors under the Turkish Commercial Code and the regulations of the Capital Markets Board,**

According to the Turkish Commercial Code and Capital Markets Board regulations, during the meeting of our Board of Directors dated 29.03.2024, a decision was made to appoint PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. to audit the financial reports of our Company in account period 2024 and to engage in other activities within the scope of the respective regulations under the applicable laws by also consulting the Audit Committee and such election shall be submitted to the approval of the General Assembly

**12. Informing Shareholders about the donations made in 2023 within the scope of the company's donation and sponsorship policy and determining the upper limit for donations to be made in 2024,**

Under article 6 of the Dividend Communique No II-19.1 of the Capital Markets Board, the limit for donations should be set by the general assembly in cases where the same is not stipulated in the articles of association and the shareholders should be informed about the donations and payments to be made during the general assembly.

Donations to foundations and associations amounted to TRY 5.493.758 in year 2023 (Total amount calculated according to purchasing power on December 31, 2023 is TRY 6,926,675). Out of such amount, TRY 2.810.211 to El Ele Yaşam Association, TRY 1.250.000,00 was donated to Vehbi Koç Foundation, TRY 980.217 was donated to Türkiye Kızılay Association, TRY 352.760 was donated to Istanbul Metropolitan Municipality, TRY 128.600 was donated to Nilüfer Hatun Vocational and Technical Anatolian High School, TRY 121.150 was donated to Turkish Education Foundation, TRY 77.320 was donated to AKUT and the remaining balance of TRY 23.500 was donated to various other institutions and organizations of which are not deemed to be material for investors. Moreover, the upper limit for the donations for year 2023 shall also be set by the general assembly.

**13. Presentation to the shareholders of the collaterals, pledges, mortgages and sureties granted in favor of third parties in the year 2023 and of any benefits or income thereof in accordance with the Capital Markets Board regulations,**

Under article 12 of the Corporate Governance Communique No II-17.1 of the Capital Markets Board, guarantees, pledges, mortgages and sureties granted by our Company and/or Affiliates to the favor of third persons and any income or benefits obtained should be included as a separate item in the agenda of the general assembly, and this matter is covered in footnote 15 of our Financial Statements dated 31.12.2023.

**14. Authorization of the shareholders that have management control, the members of the Board of Directors, the senior executives and their spouses and relatives related by blood or affinity up to the second degree as per the provisions of articles 395 and 396 of the Turkish Commercial Code and presentation to the shareholders of the transactions carried out thereof in the year 2023 pursuant to the Corporate Governance Communique of the Capital Markets Board,**

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

Pursuant to the Capital Markets Board mandatory Corporate Governance Principle No. 1.3.6, the General Assembly shall be informed in the event that shareholders having managerial control, board members, senior management and their relatives up to the second degree of blood or affinity engaged in a significant business transaction creating a conflict of interest with the Company or its subsidiaries, competed with the company in the same line of business on their own behalf or on the behalf of others, or was involved in the same business as that of the Company as unlimited partner in another company. Information about said transactions must be included as a separate item on the agenda and recorded into the minutes of the General Assembly.

To fulfil the requirements of these regulations, permission shall be sought from the shareholders at the General Assembly. Some of the shareholders having managerial control, board members, senior management and relatives up to the second degree of blood or affinity are also board members at several Koç Group companies including those with similar operations to our Company. In 2023, there has not been any material transaction which requires notification in accordance with Corporate Governance Principle No. 1.3.6 of the Corporate Governance Communique.

**15. Wishes and Comments.**

**ANNEXES :**

<b>ANNEX/1</b>	Curriculum Vitae of the Board Members Appointed by the Decision of the Board of Directors
<b>ANNEX /2</b>	Dividend Distribution Policy, Proposal of the Board of Directors Regarding Dividend Distribution for Year 2023 and the Proposed Dividend Distribution Statement
<b>ANNEX /3</b>	CVs of the Candidate Members of the Board of Directors and Independence Declarations of the Independent Members of the Board of Directors
<b>ANNEX /4</b>	Remuneration Policy for Senior Managers and Members of the Board of Directors

## **ANNEX/1 CURRICULUM VITAE OF THE BOARD MEMBERS APPOINTED BY THE DECISION OF THE BOARD OF DIRECTORS**

### **Şerafettin Memiş**

He was born in 1960 in Muş. After completing his education, he started his commercial life by establishing his own business and started food trade by opening his first workplace in 1977. In 1989, he started to operate in the pulses and cereals sector in Mersin. Memişoğlu Tarım Ürünleri Tic. Ltd. Şti. in 1991 and Tat Bakliyat San. ve Tic. A.Ş. in 1994.

He served as a member of the Assembly, Board of Directors, Vice Chairman of the Board of Directors and Chairman of the Assembly at Mersin Commodity Exchange for twenty years. He was one of the founders of the National Legume Council and served as a member of the Board of Directors. He served as a member of the Board of Directors and Deputy Chairman of the Mediterranean Exporters Association. He was a member of the Turkish Exporters Assembly (TIM). He took an active role in Pulses, Cereals and Oil Seeds Promotion Group and Sector Board memberships. He is the founder of Şerafettin Memiş Foundation.

He has 46 years of experience in the food and pulses sector.

He is married and has five children.

### **Veysel Memiş**

He was born in 1986 in Muş. He completed his primary, secondary and high school education in Mersin. He completed his bachelor's degree in Business Administration at Istanbul University. He attended training programs on Business Administration in England.

Since 2009, Veysel Memiş has been in active business life and has worked in various departments of the companies he is a member of and currently serves on the Board of Directors of Tat Bakliyat San. ve Tic. A.Ş., where he is currently a member of the Board of Directors. Due to his services in this field, he was ranked 8th, 13th and 10th in the researches named 40 Young CEOs under 40 in 2021, 2022 and 2023, respectively (Ekonomist Magazine,).

Since 2012, he has been the Chairman of the Board of Directors at Tatlog Lojistik Hizmetleri A.Ş., which operates in the field of logistics. He was selected as the Young Businessman of the Year for his services in this field. (Çukurova Express, Apr 2014, Ekovitrin, Apr 2015)

He is active in non-governmental organizations. He was elected as the Chairman of the Board of Directors of the Mediterranean Cereals, Pulses, Oil Seeds and Products Exporters Association (AHBİB) and is currently serving in this position.

He served as a Member of the Assembly at Mersin Chamber of Commerce and Industry between 2018-2022.

He served as vice chairman of the TOBB Mersin Young Entrepreneurs Board between 2012-2023.

In Mersin - Tarsus Organized Industrial Zone, he served as a Member of the Entrepreneurship Board, Member of the Board of Directors, Vice Chairman of the Board of Directors, and currently continues to serve as Vice Chairman of the Entrepreneurship Board.

He is the Honorary Consul of the Kingdom of Belgium for Mersin, Adana, Osmaniye and Hatay provinces.

He is married and has two daughters.

**Giyasettin Memiř**

He was born in 1966 in Muř. After completing his education in Muř, he started his business life in food trade. One of the leading companies in the food sector, Memiřođlu Tarım Ürünleri Tic. Ltd. řti. and Tat Bakliyat San. ve Tic. A.ř. and Tat Bakliyat San. ve Tic. A.ř., which are among the leading companies in the food sector and are included in the ISO and TIM 500 lists.

He is the Vice Chairman of the Board of Directors of the Association of Agricultural Products, Cereals, Pulses Processing and Packaging Industrialists (PAKDER). He is a member of Rice Millers Association (PDD).

He has 40 years of experience in the food and pulses sector.

He is married and has three children.

**Tuncer Memiř**

He was born in 1972 in Muř. After completing his education in Muř, he started his business life in food trade. One of the leading companies in the food sector, Memiřođlu Tarım Ürünleri Tic. Ltd. řti. and Tat Bakliyat San. ve Tic. A.ř., one of the leading companies in the food industry. He is also a member of the Board of Directors.

He has 34 years of experience in the food and pulses sector.

He is married and has three children.

**Nasip Memiř**

He was born in 1967 in Muř. After completing his education in Muř, he started his business life in food trade. One of the leading companies in the food sector, Memiřođlu Tarım Ürünleri Tic. Ltd. řti. and Tat Bakliyat San. ve Tic. A.ř. and Tat Bakliyat San. ve Tic. A.ř. and continues to serve as a member of the Board of Directors.

He has 39 years of experience in the food and pulses sector.

He is married and has three children.

## **ANNEX /2 DIVIDEND DISTRIBUTION POLICY, PROPOSAL OF THE BOARD OF DIRECTORS REGARDING DIVIDEND DISTRIBUTION FOR YEAR 2023 AND THE PROPOSED DIVIDEND DISTRIBUTION STATEMENT**

### **TAT GIDA SANAYİ A.Ş. DIVIDEND DISTRIBUTION POLICY**

Our Company distributes dividends to the shareholders within the framework of the provisions of the Turkish Commercial Code, Capital Market Regulations, Tax Regulations and other relevant regulations and the article of the Articles of Association of our Company regarding the dividend distribution. Within such practice, a balanced and coherent policy is sought between the interests of the shareholders and the Company in accordance with the Corporate Governance Principles.

Within the framework of article 19 of our Articles of Association, General Assembly is entitled to decide a distribution of dividends to members of the board of directors, officers, employees and workers, foundations established for various purposes and persons and organizations of similar quality from the amount remaining after the primary legal reserve of 5% reserved from the pretax profit, financial liabilities and the first dividend, which is reserved according to the Capital Market Legislation by a resolution regarding dividends. Moreover, after deducting 5% of the paid-in capital from the amount assessed for the first dividend, 5% of the remaining amount is paid to the founder beneficial right holders within the framework of the Capital Market Regulations.

As a principle, minimum 20% of the distributable dividend calculated based on the communiqués of the Capital Market Board shall be distributed in cash and/or as bonus shares calculated according to the communiqués of the Capital Market Board as long as the applicable regulations and financial means allow and with due consideration of the long-term strategies, investment and financing policies and profitability status of our company and as long as it can be covered by the sources entered into our legal records.

It is aimed to dividend distribution within not later than one month following General Assembly, and General Assembly decides the dividend payment date. General Assembly or the Board of Directors, if authorized, may decide for distribution of the dividend by installments in accordance with the Capital Market Regulations.

According to the Articles of Association of the Company, the Board of Directors may make advance payments for dividend, provided that authorization by the General Assembly shall be sought and Capital Market Regulations shall be observed.

### **PROFIT DISTRIBUTION PROPOSAL FOR 01.01.2023 - 31.12.2023 ACCOUNTING PERIOD**

At the meeting of our board of directors dated 29.03.2024; having seen that the company generated net loss amounting to TRY 86.244.297 for the period according to the financial statements prepared in accordance with TFRS and adjusted for inflation taking into account the CMB's Announcement on applying inflation accounting, however it generated net profit amounting to TRY 25.653.595,65 for the period according to the TPL bookings, which were not adjusted for inflation;

- a. It has been resolved that the notion stipulating that the general legal reserve fund of 5%, which must be set aside in accordance with Article 519 of the Turkish Commercial Code, shall not be allocated for 2023, since the amount in the TPL records has reached the limit of 20% of the capital as of 31.12.2023,

that the net period loss generated is TRY 86.244.297 according to the inflation-adjusted 2023 financial statements prepared in accordance with TFRS and the losses for the previous year resulting from inflation adjustment are TRY 390.114.400, and thus, there is no net distributable period for profit available in the financial statements in question,

that the net distributable profit of TRY 25.653.595,65 was generated in 2023 according to the financial statements prepared according to TPL records, not adjusted for inflation, and accordingly;

- b. In accordance with the Capital Markets Legislation and Article 19 of the Company's Articles of Association and our Company's Profit Distribution Policy approved by the shareholders at the General Assembly dated 20.03.2023;
  - 1) TRY 25.653.595,65 which is the profit for the current year according to TPL records, not adjusted for inflation, without any profit distribution, shall be set aside as extraordinary reserve funds,
  - 2) that TRY 86.244.297 which is loss for the current year in the inflation-adjusted financial statements prepared in accordance with TFRS shall be covered respectively;
    - as TRY 38.030.659 from legal reserves,
    - as TRY 48.213.638 from the premiums (emission premiums) related to the shares as

- 3) Previous year losses resulting from inflation adjustment amounting to TRY 390.114.400 shall be covered respectively;
- as TRY 84.204.013 from the premiums (emission premiums) related to the shares
  - as TRY 305.94.387 from the adjustment differences regarding the capital account

and justification for offset

be submitted to the approval of our shareholders at our Company's Ordinary General Assembly Meeting.

<b>Tat Gıda Sanayi A.Ş. 2023 Dividend Distribution Table (TRY)</b>			
<b>1.</b>	<b>Paid-in / Issued Capital</b>		<b>136.000.000,00</b>
<b>2.</b>	<b>Total Legal Reserves (According to Tax Book)</b>		<b>38.030.658,89</b>
If there is dividend privilege in the Articles of Association, information regarding this privilege			-
		According to CMB	According to Tax Book
<b>3.</b>	<b>Current Period Profit</b>	-61.568.690,00	50.467.860,63
<b>4.</b>	<b>Taxes Payable ( - )</b>	24.675.607,00	24.814.264,98
<b>5.</b>	<b>Net Current Period Profit ( = )</b>	-86.244.297,00	25.653.595,65
<b>6.</b>	<b>Losses in Previous Years ( - )</b>	390.114.400,00	0,00
<b>7.</b>	<b>Primary Legal Reserves ( - )</b>	0,00	0,00
<b>8.</b>	<b>NET DISTRIBUTABLE CURRENT PERIOD ( = )</b>	-476.358.697,00	25.653.595,65
<b>9.</b>	<b>Donations Made during the Year ( + )</b>	6.926.675,33	0,00
<b>10.</b>	<b>Donation-Added Net Distributable Current Period Profit on which First Dividend is Calculated</b>	-469.432.021,67	25.653.595,65
<b>11.</b>	<b>First Dividend for Shareholders</b>	0,00	0,00
	- Cash	0,00	0,00
	- Stock	0,00	0,00
	- Total	0,00	0,00
<b>12.</b>	<b>Dividend Distributed to Owners of Privileged Shares</b>	-	0,00
<b>13.</b>	<b>Other Dividend Distributed</b>	-	0,00
<b>14.</b>	<b>Dividend to Owners of Redeemed Shares</b>	0,00	0,00
<b>15.</b>	<b>Second Dividend for Shareholders</b>	0,00	0,00
<b>16.</b>	<b>Secondary Legal Reserves</b>	0,00	0,00
<b>17.</b>	<b>Statutory Reserves</b>	0,00	0,00
<b>18.</b>	<b>Special Reserves</b>	0,00	0,00
<b>19.</b>	<b>EXTRAORDINARY RESERVES</b>	-86.244.297,00	25.653.595,65
<b>20.</b>	<b>Other Distributable Resources</b>	0,00	0,00



### **ANNEX /3 CVs OF THE CANDIDATE MEMBERS OF THE BOARD OF DIRECTORS AND INDEPENDENCE DECLARATIONS OF THE INDEPENDENT MEMBERS OF THE BOARD OF DIRECTORS**

#### **Şerafettin Memiş**

He was born in 1960 in Muş. After completing his education, he started his commercial life by establishing his own business and started food trade by opening his first workplace in 1977. In 1989, he started to operate in the pulses and cereals sector in Mersin. Memişoğlu Tarım Ürünleri Tic. Ltd. Şti. in 1991 and Tat Bakliyat San. ve Tic. A.Ş. in 1994.

He served as a member of the Assembly, Board of Directors, Vice Chairman of the Board of Directors and Chairman of the Assembly at Mersin Commodity Exchange for twenty years. He was one of the founders of the National Legume Council and served as a member of the Board of Directors. He served as a member of the Board of Directors and Deputy Chairman of the Mediterranean Exporters Association. He was a member of the Turkish Exporters Assembly (TIM). He took an active role in Pulses, Cereals and Oil Seeds Promotion Group and Sector Board memberships. He is the founder of Şerafettin Memiş Foundation.

He has 46 years of experience in the food and pulses sector.

He is married and has five children.

#### **Veysel Memiş**

He was born in 1986 in Muş. He completed his primary, secondary and high school education in Mersin. He completed his bachelor's degree in Business Administration at Istanbul University. He attended training programs on Business Administration in England.

Since 2009, Veysel Memiş has been in active business life and has worked in various departments of the companies he is a member of and currently serves on the Board of Directors of Tat Bakliyat San. ve Tic. A.Ş., where he is currently a member of the Board of Directors. Due to his services in this field, he was ranked 8th, 13th and 10th in the researches named 40 Young CEOs under 40 in 2021, 2022 and 2023, respectively (Ekonomist Magazine),

Since 2012, he has been the Chairman of the Board of Directors at Tatlog Lojistik Hizmetleri A.Ş., which operates in the field of logistics. He was selected as the Young Businessman of the Year for his services in this field. (Çukurova Express, Apr 2014, Ekovitrin, Apr 2015)

He is active in non-governmental organizations. He was elected as the Chairman of the Board of Directors of the Mediterranean Cereals, Pulses, Oil Seeds and Products Exporters Association (AHBİB) and is currently serving in this position.

He served as a Member of the Assembly at Mersin Chamber of Commerce and Industry between 2018-2022.

He served as vice chairman of the TOBB Mersin Young Entrepreneurs Board between 2012-2023.

In Mersin - Tarsus Organized Industrial Zone, he served as a Member of the Entrepreneurship Board, Member of the Board of Directors, Vice Chairman of the Board of Directors, and currently continues to serve as Vice Chairman of the Entrepreneurship Board.

He is the Honorary Consul of the Kingdom of Belgium for Mersin, Adana, Osmaniye and Hatay provinces.

He is married and has two daughters.

#### **Giyasettin Memiş**

He was born in 1966 in Muş. After completing his education in Muş, he started his business life in food trade. One of the leading companies in the food sector, Memişoğlu Tarım Ürünleri Tic. Ltd. Şti. and Tat Bakliyat San. ve Tic. A.Ş. and Tat Bakliyat San. ve Tic. A.Ş., which are among the leading companies in the food sector and are included in the ISO and TIM 500 lists.

He is the Vice Chairman of the Board of Directors of the Association of Agricultural Products, Cereals, Pulses Processing and Packaging Industrialists (PAKDER). He is a member of Rice Millers Association (PDD).

He has 40 years of experience in the food and pulses sector.

He is married and has three children.

### **Tuncer Memiş**

He was born in 1972 in Muş. After completing his education in Muş, he started his business life in food trade. One of the leading companies in the food sector, Memişoğlu Tarım Ürünleri Tic. Ltd. Şti. and Tat Bakliyat San. ve Tic. A.Ş., one of the leading companies in the food industry. He is also a member of the Board of Directors.

He has 34 years of experience in the food and pulses sector.

He is married and has three children.

### **Nasip Memiş**

He was born in 1967 in Muş. After completing his education in Muş, he started his business life in food trade. One of the leading companies in the food sector, Memişoğlu Tarım Ürünleri Tic. Ltd. Şti. and Tat Bakliyat San. ve Tic. A.Ş. and Tat Bakliyat San. ve Tic. A.Ş. and continues to serve as a member of the Board of Directors.

He has 39 years of experience in the food and pulses sector.

He is married and has three children.

### **Yoshihisa Hairo**

He completed his higher education at Okayama University, Department of Agriculture. He started his career at Kagome Co. Ltd Company in April 1990. April 2013 Kagome Australia Pty Ltd. he served as General Manager, General Manager of the Global Quality Assurance Department in April 2016, General Manager of the Purchasing Department in April 2019, and Department Director of the Production and Purchasing Department in October 2020. He has been serving as Member of the Executive Board, Production and Purchasing Department, Department since April 2021.

### **Ayşe Selen Kocabaş (Independent Board Member Candidate)**

Selen Kocabaş started her career in Koç Group as MT and assumed a number of managerial positions in Arçelik, Marshall Boya and Group Danone as well as DanoneSa, a subsidiary of Sabancı. At the end of 2002, she joined Turkcell family as Assistant General Manager. For 13 years, she performed different roles as Assistant to General Manager. After gaining experience in such functions as Human Resources, Construction Real Estate, General Administrative Business, IT, Legal, Purchasing, Strategic Planning, she became the head of Corporate Business at the end of 2010. She managed business under the roof of Marketing, Product, Sales, Service, assuming responsibility for profit and loss and remained in this position for 5 years. She undertook important roles in the story of transforming Turkcell from a GSM operator to a technology and infrastructure corporation. Kocabaş, who left her position in Turkcell Group in May 2015, also assumed various Board Membership roles in this period in the subsidiaries of Turkcell (Inteltek operating under the İddaa trademark, Astelit as the foreign operation, Global Information Call Center and Turkcell Teknoloji).

Kocabaş is the first Chairwoman of Peryön People Management Association, the oldest non-governmental organization in Türkiye, the first corporate founding member of Ethics and Reputation Society in representation of the company and a member of TKYD and TÜSİAD. She is the Founding Board Member of the Women on Board Association and Yeniden Biz Association, Founding Member of Woman in Technology Association, member and mentor of the Endeavor Advisory Board. She ranked the 9<sup>th</sup> in the 50 Most Powerful Women in Business list of the Fortune Magazine in 2014.

She offers Strategic Business Consultancy and Mentorship Services to Governing Boards and Company Management Teams. She is one of the Founding Business Partners of Mentoro Platform since 2015. From 2016 on and for 3 consecutive terms, she held the position of Independent Board Member in Akiş GYO, a company under the roof of Akkök Holding, presided the Risk Committee and was a Member of the Audit Committee. Currently, she is an Independent Board Member of Tekfen Holding, a Board Member of MultinetUP Group, and a Board Member of Aydın Group and English Home and Eve Consulting.

Powered by her experience of over 30 years, Selen Kocabaş is a leader in the fields of business development, people management and strategy. Born in 1968 in İstanbul, Kocabaş graduated from Istanbul University Department of Economics, offering education in English. She had her master's degree in Marmara University in the field of People Management and Organizational Behavior. She completed Executive Education Corporate Strategy Program at Harvard University. She is married with a son of 26. She speaks English and French.

#### **Haluk Ziya Türkmen (Independent Board Member Candidate)**

Türkmen was born in Istanbul in 1963. He has graduated from Tarsus American High School in 1981 and Middle East Technical University, Department of Business Administration in 1985. In business life, respectively; worked as Senior Auditor at PWC, Assistant Systems Audit Manager at Enka Construction, Chief of Financial Affairs at American Life Hayat Sigorta AŞ, a subsidiary of the AIG group, and later joined İMTAŞ Sigorta (UAP) and İMTAŞ Hayat Sigorta A.Ş. (UAP), which later merged with the AXA Insurance Group; serving as Deputy General Manager in charge of Financial and Administrative Affairs. Joined as Managing Partner at Mag Consulting (M.A.G. Consultancy Research Group Inc.), he has been leading corporate development and change management projects since 1994. He since then manages multiple projects simultaneously on system development and corporate transformation mostly from the 1000 industrial and commercial companies.

Over the last 30 years, Türkmen has undertaken successful corporate transformation projects running teams and experts from different disciplines and coordinating solution partners of finance, strategy, and technology in more than 200 projects in competitive rising industries. Türkmen, who holds the CMC certificate issued by the international ICMCI – the professional umbrella organization of business Consulting. Türkmen highly specialized in corporate restructuring and creating strategic collaborations of institutions with EXIT strategies operating in emerging and rapidly developing markets with high development potential. He serves as the managing senior partner of MAG Consulting, which provides business consultancy on management and corporate restructuring. MAG Consulting is the business partner of AREOPA International expert in IC practices. Türkmen is the member of YDD (Management Consultants Association), H2Der (Green Hydrogen Association), IGAL International, TAC Alumni and ENKA.

Türkmen, who has given conferences on corporate transformation and restructuring at many domestic and international events. He also serves as an invited speaker in many sectoral associations and organizations. He has given conferences at Marmara University, Bahçeşehir Univeristy, ITO/ISO, Akbank, TIM, MCT/Eventus, Young Guru Academy and regional organizations. He has also written articles in publications such as Forbes, Turkish Time and TIM. At the Family Business Summit held in Qatar, 2 exemplary projects were presented by Campden UK as successful best practices in the field of Middle Eastern family businesses. Many change projects managed by Mag Consulting have been awarded with leading quality awards by professional organizations. Türkmen is the author of the book "Million Dollar Words", one of the best-selling books in the Business and Economy category, which has recently been published its 18th edition.

#### **Mehmet Ormancı (Independent Board Member Candidate)**

After completing his undergraduate education at Gazi University, Department of English in 1985, he started his banking career as a Management Trainee at Anadolu Bank in 1987.

Since 1993, he has served as Branch Manager and Regional Director at Emlak Bank, Osmanlı Bank, Garanti Bank, HSBC Bank, and TEB, respectively. He concluded his banking career of more than 34 years on December 31, 2021, after holding senior positions at TEB General Directorate, where he was appointed in 2010. In these roles, he was responsible for SME Banking, Gold Banking, Small Businesses, Agricultural Banking, Public Finance, and Cash Management business lines."

In 1997, he received the British government scholarship, 'British Chevening'. He successfully obtained the scholarship and completed his education in 'Performance Management in Organizations' at Manchester Business School, Manchester University.

During his banking career, he participated as a guest speaker in events organized by the World Bank and IFC in various countries, both domestically and internationally, delivering speeches on the topic of 'Access to finance for large, medium, and small enterprises

Currently, he is affiliated with Baltaş Education and Consultancy company, providing training on Finance, Emotional Intelligence, Leadership, etc., to both public and private organizations. Additionally, he offers consultancy services to support the institutionalization process of companies.

## INDEPENDENCY DECLARATION

I hereby declare that I'm a candidate for taking office as the "independent member" at Board of Directors of Tat Gıda Sanayi A.Ş. (The Company) under the criteria stipulated by the regulations, articles of association and Corporate Governance Communique of the Capital Markets Board and within this scope,

- a) Within the last five years, there hasn't been any employment relation in executive position bearing material duties and responsibilities between me, my spouse and blood or other relatives up to the second degree and the Company, any of the affiliates, in which the Company control or materially effects the control and the partners controlling the management of the Company or the legal persons, the managements of which are controlled by the shareholders; that I neither hold, either jointly or individually, more than 5 % of the capital or voting rights or privileged shares, nor have established any material commercial relations with them,
- b) Within the last five years, I haven't been partners (5% or more), worked at or carried out duty in executive position bearing material duties and responsibilities or as the Board Member of companies, especially in the companies which carry out the auditing (including tax audit, legal audit and internal audit), evaluation and consultancy of the company and from which the company purchases significant quantities of services or goods under the agreements made, during the periods when such services and goods purchasing took place,
- c) I have professional training, knowledge and experience in order to duly perform the duties that I shall undertake as an Independent Board Member.
- ç) I will not work full time at public and private institutions, excluding working as lecturer at the university according to the legislation, after I'm selected as the member.
- d) I am deemed to reside in Turkey pursuant to the Income Tax Law (ITL) dated 31/12/1960 and with the number 193,
- e) I have the strong ethical standards, professional prestige and experience that can make positive contribution to the company's operations, retain my objectivity in case of any interest disagreements between the company's partners and freely take resolution in consideration of the rights of the stake holders.
- f) I can allocate time sufficient for following the progress of the company's operation and in a manner that is suitable for fully performing the duties undertaken,
- ğ) I haven't carried out duty as the member of the Company. for a period of more than 6 years within the last ten years,
- h) I am not carrying out duty as independent board member of more than three companies held by the partners controlling or holding the management control of the Company and in total, not carrying out duty as independent board member of more than five companies quoted in stock exchange,
- i) I haven't been registered and announced on behalf of the legal entity, who has been appointed as the Board member

Ayşe Selen Kocabaş

## INDEPENDENCY DECLARATION

I hereby declare that I'm a candidate for taking office as the "independent member" at Board of Directors of Tat Gıda Sanayi A.Ş. (The Company) under the criteria stipulated by the regulations, articles of association and Corporate Governance Communique of the Capital Markets Board and within this scope,

- a) Within the last five years, there hasn't been any employment relation in executive position bearing material duties and responsibilities between me, my spouse and blood or other relatives up to the second degree and the Company, any of the affiliates, in which the Company control or materially effects the control and the partners controlling the management of the Company or the legal persons, the managements of which are controlled by the shareholders; that I neither hold, either jointly or individually, more than 5 % of the capital or voting rights or privileged shares, nor have established any material commercial relations with them,
- b) Within the last five years, I haven't been partners (5% or more), worked at or carried out duty in executive position bearing material duties and responsibilities or as the Board Member of companies, especially in the companies which carry out the auditing (including tax audit, legal audit and internal audit), evaluation and consultancy of the company and from which the company purchases significant quantities of services or goods under the agreements made, during the periods when such services and goods purchasing took place,
- c) I have professional training, knowledge and experience in order to duly perform the duties that I shall undertake as an Independent Board Member.
- ç) I will not work full time at public and private institutions, excluding working as lecturer at the university according to the legislation, after I'm selected as the member.
- d) I am deemed to reside in Turkey pursuant to the Income Tax Law (ITL) dated 31/12/1960 and with the number 193,
- e) I have the strong ethical standards, professional prestige and experience that can make positive contribution to the company's operations, retain my objectivity in case of any interest disagreements between the company's partners and freely take resolution in consideration of the rights of the stake holders.
- f) I can allocate time sufficient for following the progress of the company's operation and in a manner that is suitable for fully performing the duties undertaken,
- ğ) I haven't carried out duty as the member of the Company. for a period of more than 6 years within the last ten years,
- h) I am not carrying out duty as independent board member of more than three companies held by the partners controlling or holding the management control of the Company and in total, not carrying out duty as independent board member of more than five companies quoted in stock exchange,
- i) I haven't been registered and announced on behalf of the legal entity, who has been appointed as the Board member

Haluk Ziya Türkmen

## INDEPENDENCY DECLARATION

I hereby declare that I'm a candidate for taking office as the "independent member" at Board of Directors of Tat Gıda Sanayi A.Ş. (The Company) under the criteria stipulated by the regulations, articles of association and Corporate Governance Communique of the Capital Markets Board and within this scope,

- a) Within the last five years, there hasn't been any employment relation in executive position bearing material duties and responsibilities between me, my spouse and blood or other relatives up to the second degree and the Company, any of the affiliates, in which the Company control or materially effects the control and the partners controlling the management of the Company or the legal persons, the managements of which are controlled by the shareholders; that I neither hold, either jointly or individually, more than 5 % of the capital or voting rights or privileged shares, nor have established any material commercial relations with them,
- b) Within the last five years, I haven't been partners (5% or more), worked at or carried out duty in executive position bearing material duties and responsibilities or as the Board Member of companies, especially in the companies which carry out the auditing (including tax audit, legal audit and internal audit), evaluation and consultancy of the company and from which the company purchases significant quantities of services or goods under the agreements made, during the periods when such services and goods purchasing took place,
- c) I have professional training, knowledge and experience in order to duly perform the duties that I shall undertake as an Independent Board Member.
- ç) I will not work full time at public and private institutions, excluding working as lecturer at the university according to the legislation, after I'm selected as the member.
- d) I am deemed to reside in Turkey pursuant to the Income Tax Law (ITL) dated 31/12/1960 and with the number 193,
- e) I have the strong ethical standards, professional prestige and experience that can make positive contribution to the company's operations, retain my objectivity in case of any interest disagreements between the company's partners and freely take resolution in consideration of the rights of the stake holders.
- f) I can allocate time sufficient for following the progress of the company's operation and in a manner that is suitable for fully performing the duties undertaken,
- ğ) I haven't carried out duty as the member of the Company. for a period of more than 6 years within the last ten years,
- h) I am not carrying out duty as independent board member of more than three companies held by the partners controlling or holding the management control of the Company and in total, not carrying out duty as independent board member of more than five companies quoted in stock exchange,
- i) I haven't been registered and announced on behalf of the legal entity, who has been appointed as the Board member

Mehmet Ormancı

## **ANNEX /4 REMUNERATION POLICY FOR SENIOR MANAGERS AND MEMBERS OF THE BOARD OF DIRECTORS**

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

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

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

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

The expenses of the members of the board of directors may be covered by the company due to their contribution to the company (costs of transport, telephone, insurance etc.).

The remuneration for the senior managers, on the other hand, consists of two components, which are fixed and performance based.

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

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

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

- **Bonus Base:** Bonus Base is updated at the beginning of each year and varies depending on the work volume of the management positions. When updating the bonus base, senior management bonus policies in the market are taken into account.

- **Company Performance:** The performance of the Company is determined at the end of the year by measuring the financial and operational targets (i.e. market share, exports, overseas operations, productivity) assigned to the Company at the beginning of each year. In determination of the Company's targets, the sustainability of success and the degree to which it incorporates improvements over previous years are the principles taken into account.

- **Individual Performance:** In the determination of individual performance, the individual and collective objectives and key results determined by Senior Managers with their teams and executives are taken into account. In the measurement of individual performance, the principle of achieving long-term sustainable improvement in areas and compliance with Environmental, Social and Governance (ESG) policies apart from the financial dimension are also observed.

Severance payments may be granted to the Senior Managers by taking into account total term of service, term of service as an executive, as well as contributions made to the Company, the recent bonus base, and the salaries and bonuses paid in the last year of service. Total amounts determined by the above principles and paid to the Senior Managers and the members of the Board of Directors during the year are submitted to the information and/or approval of the shareholders during the general assembly in accordance with the legislation