



## KAMUYU AYDINLATMA PLATFORMU

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

# Notification Regarding General Assembly

Summary Info	Ordinary General Assembly Meeting invitation and Informative 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	01.01.2024
Ending Date Of The Fiscal Period	31.12.2024
Decision Date	11.03.2025
General Assembly Date	09.04.2025
General Assembly Time	10:00
Record Date (Deadline For Participation In The General Assembly)	08.04.2025
Country	Turkey
City	İSTANBUL
District	ŞİŞLİ
Address	Divan İstanbul Oteli, Asker Ocağı Caddesi No:1Elmadag-Şişli/İSTANBUL

## Agenda Items

- 1 - Opening and appointment of the Chair of the Assembly,
- 2 - Presentation, negotiation and approval of Activity Report for year 2024 issued by the Board of Directors of the Company,
- 3 - Presentation of the Summary Independent Audit Report related to the accounting period 2024,
- 4 - Presentation, negotiation and approval of the Financial Statements related to the accounting period 2024,
- 5 - Approval of the change 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 2024,
- 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 2024, which is prepared within the framework of the Company's dividend distribution policy,
- 8 - Provided that the necessary approvals have been obtained from the Capital Markets Board and the Ministry of Trade; acceptance, acceptance with amendment or rejection of the proposal of the Board of Directors regarding the amendment of Article 3 titled "Purpose and Subject", Article 6 titled "Capital" and Article 11 titled "Board of Directors, Election of Members and Decisions of the Board of Directors" of the Company's Articles of Association,
- 9 - 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,
- 10 - 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,
- 11 - Determining the yearly gross remunerations for the members of the Board of Directors,
- 12 - Approval of the appointment of the Independent Audit Firm as selected by the Board of Directors in accordance with the provisions of the Turkish Commercial Code, the Capital Markets Board and the Public Oversight, Accounting and Auditing Standards Authority's regulations,
- 13 - Informing Shareholders about the donations made in 2024 within the scope of the company's donation and sponsorship policy and determining the upper limit for donations to be made in 2025,
- 14 - Presentation to the shareholders of the collaterals, pledges, mortgages and sureties granted in favor of third parties in the year 2024 and of any benefits or income thereof in accordance with the Capital Markets Board regulations,
- 15 - 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 2024 pursuant to the Corporate Governance Communique of the Capital Markets Board,
- 16 - Wishes and Comments

## Corporate Actions Involved In Agenda

Dividend Payment

Authorized Capital

## General Assembly Invitation Documents

<b>Appendix: 1</b>	Genel Kurul Bilgilendirme Dökümanı.pdf - General Assembly Informing Document
<b>Appendix: 2</b>	General Assembly Informative Document.pdf - General Assembly Informing Document
<b>Appendix: 3</b>	Genel Kurul Davet Metni.pdf - Announcement Document
<b>Appendix: 4</b>	Invitation to AGM.pdf - Announcement Document

## Additional Explanations

Tat Gıda Sanayi A.Ş.'s Ordinary General Assembly Meeting shall convene on 09.04.2025, Wednesday at 10:00 hours at the address of Divan İstanbul Oteli, Asker Ocağı Cad. 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 regulations 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.

**DISCLOSURE NOTE ON THE ORDINARY GENERAL ASSEMBLY OF  
TAT GIDA SANAYİ A.Ş. FOR YEAR 2024 HELD ON 09.04.2025**

**1. ANNOUNCEMENT FOR THE ORDINARY GENERAL ASSEMBLY DATED 09.04.2025**

Ordinary General Assembly of our Company shall take place on 09.04.2025, Wednesday at 10:00 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 2024 and to discuss and resolve the following agenda.

Disclosure Note that contains the Financial Statements of year 2024, 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 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 244,800,000 is distributed among the shareholders as follows.

Shareholder	Share Amount (TL)	Capital Ratio (%)	Voting Right (Number)	Voting Right Ratio (%)
Memişoğlu Tarım Ltd.Şti.	125,319,928.40	51.19	12,531,992,840	51.19
Public Quotation	101,811,446.42	41.59	10,181,144,642	41.59
Kagome Co Ltd	5,071,168.20	2.07	507,116,820	2.07
Sumitomo Corp.	2,077,983.34	0.85	207,798,334	0.85
Other	10,519,473.64	4.30	1,051,947,364	4.30
<b>Total</b>	<b>244,800,000.00</b>	<b>100.00</b>	<b>24,480,000,000</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:

Information on the requests of the shareholders of the partnership to the Investor Relations Department in writing regarding the inclusion of an item on the agenda, and the proposals that were not accepted and the reasons for rejection in cases where the board of directors did not accept the agenda proposals of the partners are provided below:

During the period when the agenda for the 2024 Ordinary General Assembly Meeting was being prepared, a petition was sent to our Company's Kep address and the e-mail address of the Investor Relations Department from a real person shareholder requesting an item to be added to the agenda.

The requests from the shareholder regarding the inclusion of an item on the agenda were evaluated by our Board of Directors and were not accepted, and the issues that the investor in question requested to be included on the agenda and the reasons for not accepting these requests are provided below.

**1- Regarding the request to include the issue of the dismissal of the members of our Company's board of directors on the agenda;** Considering that the issue in question is already included in item 9 of the agenda, it was not received positively.

**2- Regarding the request to add the issue of authorizing the General Directorate to purchase up to 30,000,000 of our Company's own shares from the Stock Exchange to the agenda;** According to the Communiqué on Buyback Shares numbered II-22.1 of the Capital Markets Board, the issue in question can only be possible in principle by the approval of a buyback program to be prepared by the general assembly and it is not possible to create a financial resource for our Company to purchase its own shares within the framework of its financial planning, it has not been received positively.

**3- Regarding the request to add the issue of appointing a special auditor to the agenda for the examination of all books and records of our Company regarding the loss incurred as a result of our Company's activities in 2024 and to determine whether the transactions made with related parties and the controlling partner are in accordance with the law and the articles of association;** The financial statements of our Company for the accounting period of 2024 have been prepared by PwC Independent Auditing and Freelance Accountant Financial Consultancy Inc. Considering that the investor was subject to an independent audit by the independent audit report, the independent audit opinion in the said independent audit report was positive, the explanations regarding the transactions made with related parties and the income and expense items of our Company were included in the relevant financial statement footnotes, and that there was no concrete request or determination regarding the necessity of appointing a special auditor in the petition sent by the investor to our Company, the request was not received positively.

### **3. OUR DISCLOSURES ON THE AGENDA ITEMS OF THE ORDINARY GENERAL ASSEMBLY DATED 09.04.2025**

#### **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 2024 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 2024 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 2024,**

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 2024,**

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 change 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, Tuba Memiş has been appointed as a member of the Board of Directors to the vacant position following the death of our Chairman of the Board of Directors Şerafettin Memiş, by our Board of Directors decision dated 12.11.2024, to complete the remaining term of office of the deceased member, and the said appointment will be submitted to the approval of the general assembly.

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 2024,**

The release of members of our Board of Directors one by one for their activities, transactions and accounts in 2024 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 2024, which is prepared within the framework of the Company’s dividend distribution policy,**

According to our financial statements pertaining to the account period 01.01.2024-31.12.2024 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 405,367,487 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. **Provided that the necessary approvals have been obtained from the Capital Markets Board and the Ministry of Trade; acceptance, acceptance with amendment or rejection of the proposal of the Board of Directors regarding the amendment of Article 3 titled "Purpose and Subject", Article 6 titled "Capital" and Article 11 titled "Board of Directors, Election of Members and Decisions of the Board of Directors" of the Company's Articles of Association,**

With the decision of our Board of Directors dated 10.02.2025 and numbered 2025/04, it was decided to amend Article 3 titled "Purpose and Subject", Article 11 titled "Board of Directors, Election of Members and Decisions of the Board of Directors" and with the decision of our Board of Directors dated 20.02.2025 and numbered 2025/05, it was decided to amend Article 6 titled "Capital" of our Articles of Association. Permission was received from the Capital Markets Board for the amendment of the relevant articles and an application was made to the Ministry of Trade. The amendment drafts in ANNEX/5 will be submitted to the approval of the general assembly upon the approval of the Ministry of Trade.

9. **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 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.

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

10. **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,**

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 2024.

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

The annual gross remuneration payable to the members of the Board of Directors in activity year 2025 shall be determined by our shareholders within the scope of our Remuneration Policy submitted to the approval of the shareholders under the item no 10 on the agenda.

12. **Approval of the appointment of the Independent Audit Firm as selected by the Board of Directors in accordance with the provisions of the Turkish Commercial Code, the Capital Markets Board and the Public Oversight, Accounting and Auditing Standards Authority's regulations**

In accordance with the TCC, the Capital Markets Board and the Turkish Public Oversight, Accounting and Auditing Standards Authority ("KGK") regulations, and taking into consideration the opinion of the Audit Committee, the Board of Directors resolved at their meeting on 10 March 2025 to nominate PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. to audit the Company's financial reports for the year 2025 accounting period and to fulfil all other obligations required for the auditors by the Turkish Commercial Code, the Capital Markets Law and related regulations, the mandatory assurance audits of reports to be prepared in accordance with the Turkish Sustainability Reporting Standards as published by the KGK. This decision shall be submitted to the General Assembly for approval.

**13. Informing Shareholders about the donations made in 2024 within the scope of the company's donation and sponsorship policy and determining the upper limit for donations to be made in 2025,**

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 Total amount calculated according to purchasing power on December 31, 2024 is TRY 1,919,762. Out of such amount, TRY 1.803.338 to El Ele Yaşam Association, TRY 64,723 was donated to Tarım 4.0 Teknoloji ve Etki Derneğine, and the remaining balance of TRY 51.,701 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 2025 shall also be set by the general assembly.

**14. Presentation to the shareholders of the collaterals, pledges, mortgages and sureties granted in favor of third parties in the year 2024 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 14 of our Financial Statements dated 31.12.2024.

**15. 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 2024 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 or manager at several companies including those with similar operations to our Company. In 2024, 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.

**16. Wishes and Comments.**

**ANNEXES :**

<b>ANNEX/1</b>	Curriculum Vitae of the Board Member 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 2024 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
<b>ANNEX/5</b>	Articles of Association Amendment Drafts and Board of Directors Decisions



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

**Tuba Memiř**

She was born in 1983 in Muř. She completed her primary and high school education in Mersin. After earning her bachelor's degree from Ege University's Faculty of Communication, she pursued a business management education at New York University.

In 2006, she started her professional career at the family business, Memiřođlu Tarım Ürünleri Ltd. řti. After working in various departments, she spent many years in the import and export department. She also served as the General Manager of Tat Bakliyat San. ve Tic. A.ř., a company within the Memiřođlu Group. She has a total of 18 years of business experience within the group companies. She is fluent in English.

**ANNEX /2 DIVIDEND DISTRIBUTION POLICY, PROPOSAL OF THE BOARD OF DIRECTORS REGARDING DIVIDEND DISTRIBUTION FOR YEAR 2024 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 01.01.2024 - 31.12.2024 ACCOUNTING PERIOD

In the meeting of our board of directors dated 11.03.2025; since it was seen that there was a net period loss of 405,367,487.00 TL according to the financial statements prepared in accordance with TFRS and adjusted for inflation by taking into account the CMB's Announcement dated 28.12.2023 regarding the application of inflation accounting, and a current year loss of 518,326,096,29 TL according to the inflation-adjusted VUK records; it was decided that these amounts, which occurred by not distributing profit, should be transferred to the previous year losses account.

<b>Tat Gıda Sanayi A.Ş. 2024 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>48,878,904.34</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>	-332,455,688.00	-518,326,096,29
<b>4.</b>	<b>Taxes Payable ( - )</b>	72,911,799.00	0.00
<b>5.</b>	<b>Net Current Period Profit ( = )</b>	-405,367,487,00	-518,326,096,29
<b>6.</b>	<b>Losses in Previous Years ( - )</b>	0.00	0,00
<b>7.</b>	<b>Primary Legal Reserves ( - )</b>	0,00	0,00
<b>8.</b>	<b>NET DISTRIBUTABLE CURRENT PERIOD ( = )</b>	-405,367,487.00	-518,326,096,29
<b>9.</b>	<b>Donations Made during the Year ( + )</b>	1,919,762.35	0,00
<b>10.</b>	<b>Donation-Added Net Distributable Current Period Profit on which First Dividend is Calculated</b>	-403,447,724.65	-518,326,096,29
<b>11.</b>	<b>First Dividend for Shareholders</b>	0,00	0,00
<b>12.</b>	<b>Dividend Distributed to Owners of Privileged Shares</b>	0,00	0,00
<b>13.</b>	<b>Other Dividend Distributed</b>	0,00	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>	0,00	0,00
<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**

#### **Veysel Memiř**

Veysel Memiř was born in 1986 in Muř. He completed his primary, secondary, and high school education in Mersin. He obtained his undergraduate degree in Business from Istanbul University. He also participated in business education programs in the United Kingdom.

Active in his professional career since 2009, Veysel Memiř has worked in various departments within the companies he has been a part of, and is currently a member of the Board of Directors at Tat Bakliyat San. ve Tic. A.ř. For his services in this field, he ranked 8th, 13th, and 10th in the "40 Under 40 Young CEOs" research conducted in 2021, 2022, and 2023, respectively (Economist Magazine).

Since 2012, he has served as the Chairman of the Board at Tatlog Lojistik Hizmetleri A.ř., which operates in the logistics sector. For his contributions in this field, he was named Young Businessman of the Year (Çukurova Express, April 2014, Ekovitrin, April 2015).

He is actively involved in non-governmental organizations. In 2022, he was elected as the Chairman of the Board of the Mediterranean Cereals, Pulses, Oilseeds and Products Exporters' Association (AHBİB), a position he currently holds. He served as a Member of the Assembly at the Mersin Chamber of Commerce and Industry from 2018 to 2022.

He held the position of Deputy Chairman of the Mersin Young Entrepreneurs Board of the Union of Chambers and Commodity Exchanges of Turkey (TOBB) from 2012 to 2023.

At the Mersin-Tarsus Organized Industrial Zone, he has served as a Member of the Founding Board, Member of the Board of Directors, and Vice Chairman of the Board of Directors, and he currently holds the position of Deputy Chairman of the Founding Board.

He has been a member of the Board of Directors of Mersin Technopark since 2022.

Since 2022, he has served as 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 entered the business world by engaging in food trade.

He is one of the founders of Memiřođlu Tarım Ürünleri Tic. Ltd. řti. and Tat Bakliyat San. ve Tic. A.ř., both of which are among the leading companies in the food industry and are listed in the ISO and TIM 500 rankings. He currently serves as Vice Chairman of the Board of Directors.

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

He has 40 years of experience in the food and pulses industry. He is married and has three children.

#### **Tuba Memiř**

She was born in 1983 in Muř. She completed her primary and high school education in Mersin. After earning her bachelor's degree from Ege University's Faculty of Communication, she pursued a business management education at New York University.

In 2006, she started her professional career at the family business, Memiřođlu Tarım Ürünleri Ltd. řti. After working in various departments, she spent many years in the import and export department. She also served as the General Manager of Tat Bakliyat San. ve Tic. A.ř., a company within the Memiřođlu Group. She has a total of 18 years of business experience within the group companies. She is fluent in English.

### **Nasip Memiş**

He was born in 1967 in Muş. After completing his education in Muş, he entered the business world by engaging in food trade.

He is one of the founders of Memişoğlu Tarım Ürünleri Tic. Ltd. Şti. and Tat Bakliyat San. ve Tic. A.Ş., both of which are among the leading companies in the food industry and are listed in the ISO 500 and TIM 500 rankings. He currently serves as a Board Member.

He has 39 years of experience in the food and pulses industry. He is married and has three children.

### **Tuncer Memiş**

He was born in 1972 in Muş. After completing his education in Muş, he entered the business world by engaging in food trade.

He is one of the founders of Memişoğlu Tarım Ürünleri Tic. Ltd. Şti. and Tat Bakliyat San. ve Tic. A.Ş., both of which are among the leading companies in the food industry and are listed in the ISO 500 and TIM 500 rankings. He currently serves as a Board Member.

He has 34 years of experience in the food and pulses industry. 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 began her career as a Management Trainee (MT) at Koç Group and later held various managerial positions at Arçelik, Marshall Boya, Group Danone, and the Sabancı partnership DanoneSa. She joined the Turkcell family at the end of 2002 as Vice President and served in different Vice President roles for 13 years. Throughout her tenure, she managed Human Resources, Construction & Real Estate, General Administrative Affairs, IT, Legal, Procurement, and Strategic Planning functions. At the end of 2010, she took over Corporate Business, overseeing marketing, product, sales, and service operations with full profit and loss responsibility, a role she held for five years. Kocabaş played a key role in Turkcell's transformation from a GSM operator into a technology and infrastructure company. In May 2015, she left Turkcell Group. During her time there, she also served on the boards of various Turkcell subsidiaries, including İnteltek (known for the İddaa brand), international operations such as Astelit, Global Bilgi Call Center, and Turkcell Technology.

Kocabaş was the first female president of Peryön, Turkey's oldest human resources management association, and the first corporate founding member of the Ethics and Reputation Society. She has also been a member of TKYD and TUSİAD. She is a Founding Board Member of the Women on Boards Association and the YenidenBiz Association, a Founding Member of the Women in Technology Association, and a member and mentor on the Endeavor Advisory Board. In 2014, she ranked 9th on Fortune magazine's list of the 50 Most Powerful Businesswomen.

She provides strategic management consulting and mentoring services to boards and corporate leadership teams. Since 2015, she has been a Founding Business Partner at the Mentoro Platform. From 2016 onwards, she served three consecutive terms as an Independent Board Member at Akiş GYO, a company under Akkök Holding, where she chaired the Risk Committee and was a member of the Audit Committee. Currently, she is an Independent Board Member at Tekfen Holding and a Board Member at MultinetUP Group, Aydın Group, English Home, and Eve Danışman.

With over 30 years of experience, Selen Kocabaş is a leader in business development, human resources management, and strategic leadership. Born in 1968 in Istanbul, she graduated from Istanbul University's English Economics department and pursued postgraduate studies in Human Resource Management and Organizational Behavior at Marmara University. She also completed the Corporate Strategy Program at Harvard University's Executive Education. She is married and has a 27 year old son. She speaks English and French.

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

Türkmen was born in Istanbul in 1963. He graduated from Tarsus American College in 1981 and from the Middle East Technical University's Faculty of Economics and Administrative Sciences, Department of Business Administration, in 1985. In his professional career, he has held the following positions: Senior Auditor at PWC, Deputy System Audit Manager at Enka İnşaat, Finance Manager at American Life Insurance Co. (a subsidiary of the AIG Group), and Deputy General Manager of Finance and Administrative Affairs at İMTAŞ Insurance (UAP) and İMTAŞ Life Insurance, which are now part of the AXA Insurance Group. Since 1994, he has been a Managing Partner at Mag Consulting (M.A.G. Consulting Research Group Inc.), where he has led corporate development and transformation projects. He has managed extensive system development and corporate transformation projects for the top 1,000 industrial and commercial firms. As an Executive Committee (Excom) member in transformation projects, Türkmen has also served as an independent board member in publicly traded companies.

Over the past 30 years, he has successfully led more than 200 corporate transformation projects across various industries, working with numerous experts and solution partners. Holding the CMC (Certified Management Consultant) certification awarded by the international ICMCI professional organization, Türkmen specializes in restructuring institutions with high growth potential in emerging and rapidly expanding markets. His expertise includes transitioning organizations to market-focused structures, establishing financial accountability centers, and fostering strategic business partnerships. He is the Managing Partner of MAG Consulting and a business partner at AREOPA International. He is also a member of YDD, Enka Sports Club, Istanbul Modern, H2Der, and IGAL.

Türkmen has delivered numerous lectures on corporate transformation and restructuring at domestic and international events. He has also been invited as a guest speaker at industry associations and organizations. He has given conferences at Marmara University, ITO/ISO, Akbank, TIM, MCT/Eventus, Young Guru Academy, and regional institutions. His articles have been published in Forbes, Turkish Time, TIM, and Kobi Aktüel. At the Family Business Summit held in Qatar, two of his projects were presented by Campden UK as successful examples of family business applications in the Middle East. Many of the transformation projects he has led have been recognized with prestigious quality awards from professional organizations. Türkmen is also the author of Million Dollar Words, a best-selling book in the Business and Economics category, now in its 22nd edition.

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

After completing his undergraduate education in 1985 at Gazi University, Department of English, he started his banking career as a Management Trainee at Anadolu Bank in 1987. Since 1993, he has held various roles such as Branch Manager and Regional Director at Emlak Bank, Osmanlı Bank, Garanti Bank, HSBC Bank, and TEB. In 2010, he was appointed to the General Management of TEB, where he took on senior roles, being responsible for SME Banking, Gold Banking, Small Business, Agricultural Banking, Public Financing, and Cash Management. He concluded his banking career on 31.12.2021, after more than 34 years in the industry.

In 1997, he won the British Chevening Scholarship and completed a program in "Performance Management in Organizations" at Manchester University, Manchester Business School. Throughout his banking career, he participated as a speaker in organizations in different countries, invited by institutions such as the World Bank and IFC, and conducted studies on "access to finance for large, medium, and small businesses."

Currently, he provides training on topics such as finance, emotional intelligence, and leadership to public and private organizations through Baltaş Training and Consulting. He also offers consultancy services to support companies in their corporate structuring process.

## 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 strategic 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

**ANNEX/5 ARTICLES OF ASSOCIATION AMENDMENT DRAFTS AND BOARD OF DIRECTORS DECISIONS**

With the decision of our Board of Directors dated 10.02.2025 and numbered 2025/04, it was decided to amend Article 3 titled “Purpose and Subject”, Article 11 titled “Board of Directors, Election of Members and Decisions of the Board of Directors” and with the decision of our Board of Directors dated 20.02.2025 and numbered 2025/05, it was decided to amend Article 6 titled “Capital” of our Articles of Association. Permission was received from the Capital Markets Board for the amendment of the relevant articles and an application was made to the Ministry of Trade. The amendment drafts below will be submitted to the approval of the general assembly upon the approval of the Ministry of Trade.

<b>CURRENT TEXT</b>	<b>REVISED TEXT</b>
<p><b>Article 3 : PURPOSE and OBJECT</b></p> <p>Production, distribution, marketing, domestic and foreign trade and brokerage of any merchandise, food, drinks, beverages, food articles and products of agricultural and animal origin, sea products including frozen, dried and powdered types and varieties, and their raw materials and initial materials, auxiliary materials and additives, juices and cans containing sugar or not, semi-processed and finished products, especially;</p> <p>A) Production, breeding, marketing, import and export of bovine and small cattle and aquatic animals and poultry and games, edible and inedible meat and byproducts, fish, aqua products of shelled mollusk type, feed and feed materials, red and white meats, meat pieces and packed meats, meat preparations,</p> <p>B) Producing any unprocessed and intense feed materials, mixed feeds, Industrial-Field and Garden feed residues, enhancing the nutritional value thereof by means of processing, silaging, drying naturally or artificially, storing and making available for use through mixing the same,</p> <p>C) Processing, making use of packed meat pieces, meat preparations, delicatessen and can products, ready to cook meats and meat dishes, dehydrated meats and meat extracts, skin and intestines when required, fats, fish and pharmaceutical materials and other byproducts, processing fruits and vegetables, cooking or freezing by shocking the meats and fish, drying, canning, liquefying, concentrating the same or making gravies or meals from the same. Producing, marketing, importing and exporting any ready to cook soups and concentrates, chicken broths and gravies, concentrates in bouillons, food products specific to pudding and ice cream making, food products specific to making desserts, and additives for desserts and dough (baking powder),</p> <p>D) Producing any milks and milk products, engaging in cattle breeding, establishing stud farms and farms, providing training for the farmers, engaging in stock farming, importing and exporting any and all food products, engaging in wholesale and retail and domestic and international distribution and marketing of the produced or imported food products,</p> <p>E) Producing any ice creams and any mixtures thereof, producing, purchase and sale, marketing, importing and exporting ice creams and ice cream raw materials as well as any food and care products for infants and kids, including infant formulas, follow-on formulas and crisps for infants and kids,</p> <p>F) Producing pasta and farinaceous products as well as flour, semolina, bulgur, pasta sauce, ready to cook soups, salad sauce and raw and initial materials thereof, auxiliary materials and additives,</p>	<p><b>Article 3 : PURPOSE and OBJECT</b></p> <p>Production, distribution, marketing, domestic and foreign trade and brokerage of any merchandise, food, drinks, beverages, food articles and products of agricultural and animal origin, sea products including frozen, dried and powdered types and varieties, and their raw materials and initial materials, auxiliary materials and additives, juices and cans containing sugar or not, semi-processed and finished products, especially;</p> <p>A) Production, breeding, marketing, import and export of bovine and small cattle and aquatic animals and poultry and games, edible and inedible meat and byproducts, fish, aqua products of shelled mollusk type, feed and feed materials, red and white meats, meat pieces and packed meats, meat preparations,</p> <p>B) Producing any unprocessed and intense feed materials, mixed feeds, Industrial-Field and Garden feed residues, enhancing the nutritional value thereof by means of processing, silaging, drying naturally or artificially, storing and making available for use through mixing the same,</p> <p>C) Processing, making use of packed meat pieces, meat preparations, delicatessen and can products, ready to cook meats and meat dishes, dehydrated meats and meat extracts, skin and intestines when required, fats, fish and pharmaceutical materials and other byproducts, processing fruits and vegetables, cooking or freezing by shocking the meats and fish, drying, canning, liquefying, concentrating the same or making gravies or meals from the same. Producing, marketing, importing and exporting any ready to cook soups and concentrates, chicken broths and gravies, concentrates in bouillons, food products specific to pudding and ice cream making, food products specific to making desserts, and additives for desserts and dough (baking powder),</p> <p>D) Producing any milks and milk products, engaging in cattle breeding, establishing stud farms and farms, providing training for the farmers, engaging in stock farming, importing and exporting any and all food products, engaging in wholesale and retail and domestic and international distribution and marketing of the produced or imported food products,</p> <p>E) Producing any ice creams and any mixtures thereof, producing, purchase and sale, marketing, importing and exporting ice creams and ice cream raw materials as well as any food and care products for infants and kids, including infant formulas, follow-on formulas and crisps for infants and kids,</p> <p>F) Producing pasta and farinaceous products as well as flour, semolina, bulgur, pasta sauce, ready to cook soups, salad sauce and raw and initial materials thereof, auxiliary materials and additives,</p>

<p>and acting as representative, commissioner, distributor, engaging in transport and agricultural activities,</p> <p>G) Production, purchase and sale, import and export of pizzas, pastry products and cakes, ready cakes, desserts, products made from dough, swelling and dough improvement items, agricultural products and pulses such as wheat, barley, oat, rye, maize and potatoes, and chips made from these products, mashers, appetizers,</p> <p>H) Production, purchase and sale, import and export of fertilizers, veterinary and agricultural drugs and agricultural tools and machinery,</p> <p>I) Purchasing any raw materials and auxiliary materials and articles required for the manufacture of the products above, and wholesale and retail purchase and sale, import and export thereof when required,</p> <p>İ) Production, import and export, purchase and sale of any vegetable oils and animal fats, refined oil and any oils and fats and margarines, and any materials, semi-processed products and packing materials beneficial for the production and refining oils,</p> <p>J) Production, wholesale and retail purchase and sale, marketing, import and export of biscuits, chocolates, confectionery and similar articles as well as any farinaceous and sweet products and products made from sugar, fresh and dried vegetables and fruits, secondary products and goods thereof and halva, desserts, crushed sesame seeds, grape molasses, jams, honey, confectionery, Turkish delights, sweet pastes and similar products, boza (beverage made of slightly fermented millet), vinegar, must etc.</p> <p>K) Purchasing and processing any fresh tea leaves, producing, purchasing, selling, packing, marketing, importing and exporting black tea and any other tea, coffee and coffee mixtures, drinks based on tea and coffee, drinks with tea flavor, tea concentrates, syrups and sherbets, powder drinks and drinks containing cereals, and producing their by-products and auxiliary products used for the consumption of the same, engaging in trade and sale thereof domestically and abroad,</p> <p>L) Searching for any springs, rivers and well waters, mineral waters and artesian wells, acquiring easement for water sources, managing, leasing, letting on lease, purchasing, marketing and producing for these purposes, establishing facilities for this purpose, treating the waters produced in these facilities, packing and making the same available for consumption, marketing, importing and exporting the same, producing, marketing, importing and exporting any fruit and vegetable concentrates, fruit juices made therefrom and any natural concentrate juices, fruit juices and beverages with acid of pop type and beverages containing cola.</p> <p><del>M) Establishing facilities for producing any alcoholic mixtures and drinks made from alcohol with a view to preparing alcohols and alcoholic drinks, packing and making such products available for consumption, marketing, importing and exporting the same,</del></p> <p>↯ Growing any types of olives, establishing facilities to process the same, packing the same, making the same available for consumption, marketing, importing and exporting the same,</p> <p>⊕ Establishing facilities with a view to producing flavors/relishes for food, ketchups, mayonnaise, mustards, tomato pastes, vegetable</p>	<p>and acting as representative, commissioner, distributor, engaging in transport and agricultural activities,</p> <p>G) Production, purchase and sale, import and export of pizzas, pastry products and cakes, ready cakes, desserts, products made from dough, swelling and dough improvement items, agricultural products and pulses such as wheat, barley, oat, rye, maize and potatoes, and chips made from these products, mashers, appetizers,</p> <p>H) Production, purchase and sale, import and export of fertilizers, veterinary and agricultural drugs and agricultural tools and machinery,</p> <p>I) Purchasing any raw materials and auxiliary materials and articles required for the manufacture of the products above, and wholesale and retail purchase and sale, import and export thereof when required,</p> <p>İ) Production, import and export, purchase and sale of any vegetable oils and animal fats, refined oil and any oils and fats and margarines, and any materials, semi-processed products and packing materials beneficial for the production and refining oils,</p> <p>J) Production, wholesale and retail purchase and sale, marketing, import and export of biscuits, chocolates, confectionery and similar articles as well as any farinaceous and sweet products and products made from sugar, fresh and dried vegetables and fruits, secondary products and goods thereof and halva, desserts, crushed sesame seeds, grape molasses, jams, honey, confectionery, Turkish delights, sweet pastes and similar products, boza (beverage made of slightly fermented millet), vinegar, must etc.</p> <p>K) Purchasing and processing any fresh tea leaves, producing, purchasing, selling, packing, marketing, importing and exporting black tea and any other tea, coffee and coffee mixtures, drinks based on tea and coffee, drinks with tea flavor, tea concentrates, syrups and sherbets, powder drinks and drinks containing cereals, and producing their by-products and auxiliary products used for the consumption of the same, engaging in trade and sale thereof domestically and abroad,</p> <p>L) Searching for any springs, rivers and well waters, mineral waters and artesian wells, acquiring easement for water sources, managing, leasing, letting on lease, purchasing, marketing and producing for these purposes, establishing facilities for this purpose, treating the waters produced in these facilities, packing and making the same available for consumption, marketing, importing and exporting the same, producing, marketing, importing and exporting any fruit and vegetable concentrates, fruit juices made therefrom and any natural concentrate juices, fruit juices and beverages with acid of pop type and beverages containing cola.</p> <p>M) Growing any types of olives, establishing facilities to process the same, packing the same, making the same available for consumption, marketing, importing and exporting the same,</p> <p>N) Establishing facilities with a view to producing flavors/relishes for food, ketchups, mayonnaise, mustards, tomato pastes, vegetable cans, ready to cook meals, dried and frozen food, vinegars, aromas (spices) for foods and beverages, granulated sugar, lump sugar and icing sugar, packing such products and making them ready for consumption, marketing, importing and exporting the same,</p>
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cans, ready to cook meals, dried and frozen food, vinegars, aromas (spices) for foods and beverages, granulated sugar, lump sugar and icing sugar, packing such products and making them ready for consumption, marketing, importing and exporting the same,

P) Marketing, importing and exporting proteins, carbohydrates and mineral substances used as herbs and herbal products related to diet or otherwise, which do not have medical quality and which have the nature of supplemental food products,

~~R) Establishing facilities in order to produce processed or unprocessed tobacco, cigarettes, cigars, snuff boxes, cigarillos, substances used to replace tobacco, chewing tobacco, tobaccos, materials exclusive to tobacco consumers that are not from valuable metals and their alloys, pipes, mouthpieces and their filters, lighters, ashtrays, tobacco boxes, cigarette cutters, pipe boxes, pipe cleaners, cigar and cigarette cases, pocket tools for rolling cigarettes, cigarette papers, cigarette holders, gas cartridges for lighters, water pipes, flints and matches, packing such products and making them ready for consumption, marketing, importing and exporting the same.~~

Growing pulses, i.e., beans, peas, chickpeas, lentils, soy, cereals and unprocessed cereals, i.e. wheat, barley, rice in the husk, oat, maize, millet, rye, fresh lentils, beets, fresh fruits and vegetables, mushrooms, cultivated mushrooms, plant seeds, flower seeds, vegetable seeds, flowers, grasses, seedlings and saplings, establishing facilities to process the same, packing such products and making them ready for consumption, marketing, importing and exporting the same.

The company may engage in the following activities, provided that the Capital Market legislation and other applicable legislation shall be observed and that the necessary disclosures as sought by the Capital Market Board shall be made within the scope of the special circumstances in cases where required to ensure that the investors are informed;

1. The company may purchase any moveables and real estates domestically and abroad in order to fulfill the purpose of the company, may cause the same to be constructed or manufactured or may acquire any personal or in-kind rights thereon, may lease the same, may operate those acquired or leased, may lease the same, may sell the same, may create in-kind rights for the benefit of third persons, provided that the principles as determined by the Capital Market Board shall be observed and may cancel the same.

2. The company may receive loans from domestic and foreign persons, companies and banks in order to fulfill the company's object, may engage in any financial, commercial, and economic undertakings before third parties, may issue debentures and any capital market tools provided that the principles as determined by the Capital Market Code shall be observed; may invest in any securities, derivative products and capital market tools. May provide surety and guarantees to the benefit of third persons, provided that the principles determined by the Capital Market Board shall be observed. If necessary, the company may accept creation of mortgage and/or pledge over real estates and movables owned by others to the benefit of the company; may cancel mortgages created to the benefit of the company, may give up pledge rights and may accept creation of surety and guarantee by third persons to the benefit of the company.

O) Marketing, importing and exporting proteins, carbohydrates and mineral substances used as herbs and herbal products related to diet or otherwise, which do not have medical quality and which have the nature of supplemental food products,

P) Growing pulses, i.e., beans, peas, chickpeas, lentils, soy, cereals and unprocessed cereals, i.e. wheat, barley, rice in the husk, oat, maize, millet, rye, fresh lentils, beets, fresh fruits and vegetables, mushrooms, cultivated mushrooms, plant seeds, flower seeds, vegetable seeds, flowers, grasses, seedlings and saplings, establishing facilities to process the same, packing such products and making them ready for consumption, marketing, importing and exporting the same.

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1. The company may purchase any moveables and real estates domestically and abroad in order to fulfill the purpose of the company, may cause the same to be constructed or manufactured or may acquire any personal or in-kind rights thereon, may lease the same, may operate those acquired or leased, may lease the same, may sell the same, may create in-kind rights for the benefit of third persons, provided that the principles as determined by the Capital Market Board shall be observed and may cancel the same.

2. The company may receive loans from domestic and foreign persons, companies and banks in order to fulfill the company's object, may engage in any financial, commercial, and economic undertakings before third parties, may issue debentures and any capital market tools provided that the principles as determined by the Capital Market Code shall be observed; may invest in any securities, derivative products and capital market tools. May provide surety and guarantees to the benefit of third persons, provided that the principles determined by the Capital Market Board shall be observed. If necessary, the company may accept creation of mortgage and/or pledge over real estates and movables owned by others to the benefit of the company; may cancel mortgages created to the benefit of the company, may give up pledge rights and may accept creation of surety and guarantee by third persons to the benefit of the company.

3. The company may engage in the above-mentioned activities actually or through domestic and foreign natural and legal persons, provided that other provisions of these Articles of Association shall be reserved. For this purpose, if the company considers beneficial, the company may establish ordinary partnerships, trading companies or other legal entities domestically or abroad or may take over the ordinary partnerships or other legal entities established for the same purposes and may purchase and transfer shares of ordinary partnerships and companies established for this purpose without seeking to act as a dealer or to operate as a security portfolio operator.

4. The company may engage in any transactions to realize the matters given in the paragraphs above and may engage in import, export and any type of trade.

3. The company may engage in the above-mentioned activities actually or through domestic and foreign natural and legal persons, provided that other provisions of these Articles of Association shall be reserved. For this purpose, if the company considers beneficial, the company may establish ordinary partnerships, trading companies or other legal entities domestically or abroad or may take over the ordinary partnerships or other legal entities established for the same purposes and may purchase and transfer shares of ordinary partnerships and companies established for this purpose without seeking to act as a dealer or to operate as a security portfolio operator.

4. The company may engage in any transactions to realize the matters given in the paragraphs above and may engage in import, export and any type of trade.

5. Provided that the principles as determined by the Capital Market Board shall be observed, the company may provide aids and donations to foundations, associations, universities and similar organizations established for social purposes within the specified principles.

6. The company may engage in any transaction and discretion, including registration, annotation, type classification, parceling, amalgamation, division, subdivision and relevant grant and waiver with respect to any real estates; may provide grant to green spaces and roads, and also may provide waivers and may grant and waiver from the said real estates as free of charge.

7. The company may purchase vehicles of land, sea and air transport, may lease the same, may sell those owned and may let on lease the same. Provided that the regulations of the Capital Market Code shall be observed, the company may create in-kind and personal rights over the same to the benefit of the company and/or third parties and may cancel the same. The principles as laid down within the framework of the Capital Market legislation shall be observed with respect to the cases where the company provides guarantee, surety and security for itself or for third persons or creates or cancels any lien, including mortgage.

8. The company may register, acquire, transfer any licenses, patents, know-how, trademarks and business names, operational names and any other intellectual property rights to the company in relation with the purpose of the company, may provide the same as guarantees provided that the regulations of the Capital Market Board shall be observed and may enter into license agreements relating therewith. May act as a consultant by offering information and experience to the service of others.

9. The company may engage in any industrial and commercial investments as considered appropriate domestically and abroad in order to fulfill the company's purpose; within this parallel, the company may establish factories, plants and sale offices domestically and abroad, may provide architecture, engineering, design, software, accounting recording, call center and data storage services, may enter into technical assistance agreements, and may accept to act as and may authorize others to act as a vendor, representative and distributor, may act as an insurance agent.

10. May participate in tenders domestically and abroad alone or by establishing partnerships with third parties, provided that the provision of article 21, paragraph 1 of the Capital Market Code shall be reserved.

5. Provided that the principles as determined by the Capital Market Board shall be observed, the company may provide aids and donations to foundations, associations, universities and similar organizations established for social purposes within the specified principles.

6. The company may engage in any transaction and discretion, including registration, annotation, type classification, parceling, amalgamation, division, subdivision and relevant grant and waiver with respect to any real estates; may provide grant to green spaces and roads, and also may provide waivers and may grant and waiver from the said real estates as free of charge.

7. The company may purchase vehicles of land, sea and air transport, may lease the same, may sell those owned and may let on lease the same. Provided that the regulations of the Capital Market Code shall be observed, the company may create in-kind and personal rights over the same to the benefit of the company and/or third parties and may cancel the same. The principles as laid down within the framework of the Capital Market legislation shall be observed with respect to the cases where the company provides guarantee, surety and security for itself or for third persons or creates or cancels any lien, including mortgage.

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10. May participate in tenders domestically and abroad alone or by establishing partnerships with third parties, provided that the provision of article 21, paragraph 1 of the Capital Market Code shall be reserved.

**ARTICLE 6 : CAPITAL**

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

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

The registered capital ceiling permit issued by the Capital Market Board is valid for a period of 5 (five) years between **2021 and 2025**. Even if the permitted registered capital ceiling is not achieved by late 2025, the Board of the Directors needs to seek authorization from the general assembly for a new period after receiving permit from the Capital Market Board for the previously permitted or new ceiling amount in order to make a decision for capital increment after year **2025**. In case such authorization is not received, the company may not increment capital by the resolution of the board of directors.

The issued capital of the company is TRY 244.800.000 (two hundred and forty four million eight hundred thousand Turkish Liras). Such capital is divided into 24.480.000.000 (twentyfour billion four hundred and eighty million) shares, all of which are registered shares and all of which have a nominal value of Kr 1 (one Kuruş). The entire issued capital of the company of TRY 244.800.000 is subscribed and paid in full by the shareholders.

The Board of Directors may increment the capital by issuing registered shares with a nominal value of Kr 1 (one Kuruş) up to the registered capital ceiling provided above for years **2021 to 2025**. In cases, where necessitated by the Capital Market Board regulations, the amount for the issued shares is received in cash and in advance. No new shares may be issued unless and until the issued shares are sold and their price is paid in full.

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

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

2.92% of the shares in company, which is subject to the Foreign Direct Investment Code numbered 4875, belong to the foreign shareholders. Foreign shareholders participate in the capital increments by the rate specified above. The distribution of the shares between the local and foreign shareholders is as follows.

Shareholders	Number of Registered Shares	Share Amount (TL)	Share Ratio (%)
1- Foreign Shareholders			
-Kagome Co.Ltd.	507.116.820	5.071.168,20	2,07
-Sumitomo Corp.	207.798.334	2.077.983,34	0,85
2- Other	23.765.084.846	237.650.848,46	97,08
<b>TOTAL</b>	<b>24.480.000.000</b>	<b>244.800.000,00</b>	<b>100,00</b>

**ARTICLE 6 : CAPITAL**

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

The registered capital of the company is TRY **2.000.000.000 (two billion Turkish Liras)**. Such capital is divided in **200.000.000.000 (two hundred billion)** shares, each with the value of Kr 1 (one Kuruş).

The registered capital ceiling permit issued by the Capital Market Board is valid for a period of 5 (five) years between **2025 and 2029**. Even if the permitted registered capital ceiling is not achieved by late **2029**, the Board of the Directors needs to seek authorization from the general assembly for a new period after receiving permit from the Capital Market Board for the previously permitted or new ceiling amount in order to make a decision for capital increment after year **2029**. In case such authorization is not received, the company may not increment capital by the resolution of the board of directors.

The issued capital of the company is TRY 244.800.000 (two hundred and forty four million eight hundred thousand Turkish Liras). Such capital is divided into 24.480.000.000 (twentyfour billion four hundred and eighty million) shares, all of which are registered shares and all of which have a nominal value of Kr 1 (one Kuruş). The entire issued capital of the company of TRY 244.800.000 is subscribed and paid in full by the shareholders.

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<b>TOTAL</b>	<b>24.480.000.000</b>	<b>244.800.000,00</b>	<b>100,00</b>

**Article 11 : BOARD OF DIRECTORS, ELECTION OF THE MEMBERS and THE RESOLUTIONS OF THE BOARD OF DIRECTORS**

All affairs and management of the company shall be performed by the Board of Directors to consist of minimum 5 (five) and maximum 13 (thirteen) people to be elected by the General Assembly within the regulations of the Turkish Commercial Code and Capital Market Board regulations under article 408 of the Turkish Commercial Code and provided that the non-transferable powers of the General Assembly shall be reserved. The number and qualifications of the independent members to be appointed at the Board of Directors shall be determined according to the regulations of the Capital Market Board on Corporate Governance Principles.

The members of the Board of Directors may be elected for a **period of one year**. Any member, whose period in office expires, may be reelected.

The General Assembly is authorized to determine the number of members of the Board of Directors and to elect the members. With respect to independent members, the General Assembly may replace the members of the Board of Directors at any time if considered necessary, provided that the requirements introduced by the Capital Market Board's Corporate Governance Principles shall be reserved.

In cases, where a position in the Board of Directors becomes vacant for any reason whatsoever, the Board of Directors temporarily elects a person to meet the legal requirements and submits to the approval of the first General Assembly to convene. If an independent member loses independence, resigns or becomes unable to serve, then the procedures determined in the Capital Market Board regulations shall be observed.

The quorum for meetings and decision-making shall be the absolute majority of the full number of the members. The requirements introduced by the Capital Market Board's Corporate Governance Principles shall be reserved.

Unless one of the members of the Board of Directors requires negotiations, the Board of Directors may also resolve through written approvals of the members for a proposal of a member on a certain issue. The resolutions made as such may also be made by receiving written approval at least majority of the full number of members. The same suggestion being made to all the members of the Board of Directors is a condition for validity of any such decisions made in this way. The approvals do not have to be contained on the same paper; however, all the papers bearing the approving signatures should be attached to the resolution book or should be transformed into a resolution containing signatures of all parties accepting and should be included in the resolution book so that such resolution may be valid.

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The members of the Board of Directors may be elected for a **maximum of 3 years**. A member whose term of office has expired can be re-elected.

The General Assembly is authorized to determine the number of members of the Board of Directors and to elect the members. With respect to independent members, the General Assembly may replace the members of the Board of Directors at any time if considered necessary, provided that the requirements introduced by the Capital Market Board's Corporate Governance Principles shall be reserved.

In cases, where a position in the Board of Directors becomes vacant for any reason whatsoever, the Board of Directors temporarily elects a person to meet the legal requirements and submits to the approval of the first General Assembly to convene. If an independent member loses independence, resigns or becomes unable to serve, then the procedures determined in the Capital Market Board regulations shall be observed.

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**FROM CHAIR OF BOARD OF DIRECTORS OF TAT GIDA SANAYI A.Ş.  
ANNOUNCEMENT FOR THE ORDINARY GENERAL ASSEMBLY DATED 09.04.2025**

Ordinary General Assembly of our Company shall take place on 09.04.2025, Wednesday at 10:00 hours at the address Divan Istanbul Otelı, Asker Ocađı Cad. No: 1 Elmadađ-Şiřli/Istanbul (Tel: 0212 315 55 00, Fax: 0212 315 55 15) in order to review the activities of year 2024 and to discuss and resolve the following agenda.

Disclosure Note that contains the Financial Statements of year 2024, 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 09.04.2025 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 2024 issued by the Board of Directors of the Company,
3. Presentation of the Summary Independent Audit Report related to the accounting period 2024,
4. Presentation, negotiation and approval of the Financial Statements related to the accounting period 2024,
5. Approval of the change 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 2024,
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 2024, which is prepared within the framework of the Company's dividend distribution policy,
8. Provided that the necessary approvals have been obtained from the Capital Markets Board and the Ministry of Trade; acceptance, acceptance with amendment or rejection of the proposal of the Board of Directors regarding the amendment of Article 3 titled "Purpose and Subject", Article 6 titled "Capital" and Article 11 titled "Board of Directors, Election of Members and Decisions of the Board of Directors" of the Company's Articles of Association,
9. 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,
10. 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,
11. Determining the yearly gross remunerations for the members of the Board of Directors,
12. Approval of the appointment of the Independent Audit Firm as selected by the Board of Directors in accordance with the provisions of the Turkish Commercial Code, the Capital Markets Board and the Public Oversight, Accounting and Auditing Standards Authority's regulations,
13. Informing Shareholders about the donations made in 2024 within the scope of the company's donation and sponsorship policy and determining the upper limit for donations to be made in 2025,
14. Presentation to the shareholders of the collaterals, pledges, mortgages and sureties granted in favor of third parties in the year 2024 and of any benefits or income thereof in accordance with the Capital Markets Board regulations,
15. 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 2024 pursuant to the Corporate Governance Communique of the Capital Markets Board,
16. Wishes and Comments.

## ARTICLES OF ASSOCIATION AMENDMENT

### CURRENT TEXT

#### Article 3 : PURPOSE and OBJECT

Production, distribution, marketing, domestic and foreign trade and brokerage of any merchandise, food, drinks, beverages, food articles and products of agricultural and animal origin, sea products including frozen, dried and powdered types and varieties, and their raw materials and initial materials, auxiliary materials and additives, juices and cans containing sugar or not, semi-processed and finished products, especially;

A) Production, breeding, marketing, import and export of bovine and small cattle and aquatic animals and poultry and games, edible and inedible meat and byproducts, fish, aqua products of shelled mollusk type, feed and feed materials, red and white meats, meat pieces and packed meats, meat preparations,

B) Producing any unprocessed and intense feed materials, mixed feeds, Industrial-Field and Garden feed residues, enhancing the nutritional value thereof by means of processing, silaging, drying naturally or artificially, storing and making available for use through mixing the same,

C) Processing, making use of packed meat pieces, meat preparations, delicatessen and can products, ready to cook meats and meat dishes, dehydrated meats and meat extracts, skin and intestines when required, fats, fish and pharmaceutical materials and other byproducts, processing fruits and vegetables, cooking or freezing by shocking the meats and fish, drying, canning, liquefying, concentrating the same or making gravies or meals from the same. Producing, marketing, importing and exporting any ready to cook soups and concentrates, chicken broths and gravies, concentrates in bouillons, food products specific to pudding and ice cream making, food products specific to making desserts, and additives for desserts and dough (baking powder),

D) Producing any milks and milk products, engaging in cattle breeding, establishing stud farms and farms, providing training for the farmers, engaging in stock farming, importing and exporting any and all food products, engaging in wholesale and retail and domestic and international distribution and marketing of the produced or imported food products,

E) Producing any ice creams and any mixtures thereof, producing, purchase and sale, marketing, importing and exporting ice creams and ice cream raw materials as well as any food and care products for infants and kids, including infant formulas, follow-on formulas and crisps for infants and kids, Producing pasta and farinaceous products as well as flour, semolina, bulgur, pasta sauce, ready to cook soups, salad sauce and raw and initial materials thereof, auxiliary materials and additives,

F) and acting as representative, commissioner, distributor, engaging in transport and agricultural activities,

G) Production, purchase and sale, import and export of pizzas, pastry products and cakes, ready cakes, desserts, products made from dough, swelling and dough improvement items, agricultural products and pulses such as wheat, barley, oat, rye, maize and potatoes, and chips made from these products, mashes, appetizers,

H) Production, purchase and sale, import and export of fertilizers, veterinary and agricultural drugs and agricultural tools and machinery,

I) Purchasing any raw materials and auxiliary materials and articles required for the manufacture of the products above, and wholesale and retail purchase and sale, import and export thereof when required,

İ) Production, import and export, purchase and sale of any vegetable oils and animal fats, refined oil and any oils and fats and margarines, and any materials, semi-processed products and packing materials beneficial for the production and refining oils,

J) Production, wholesale and retail purchase and sale, marketing, import and export of biscuits, chocolates, confectionery and similar articles as well as any farinaceous and sweet products and products made from sugar, fresh and dried vegetables and fruits, secondary products and goods thereof and halva, desserts, crushed sesame seeds, grape molasses, jams, honey, confectionery, Turkish delights, sweet pastes and similar products, boza (beverage made of slightly fermented millet), vinegar, must etc.

K) Purchasing and processing any fresh tea leaves, producing, purchasing, selling, packing, marketing, importing and exporting black tea and any other tea, coffee and coffee mixtures, drinks based on tea and coffee, drinks with tea flavor, tea concentrates, syrups and sherbets, powder drinks and drinks containing cereals, and producing their by-

products and auxiliary products used for the consumption of the same, engaging in trade and sale thereof domestically and abroad,

L) Searching for any springs, rivers and well waters, mineral waters and artesian wells, acquiring easement for water sources, managing, leasing, letting on lease, purchasing, marketing and producing for these purposes, establishing facilities for this purpose, treating the waters produced in these facilities, packing and making the same available for consumption, marketing, importing and exporting the same, producing, marketing, importing and exporting any fruit and vegetable concentrates, fruit juices made therefrom and any natural concentrate juices, fruit juices and beverages with acid of pop type and beverages containing cola.

~~M) Establishing facilities for producing any alcoholic mixtures and drinks made from alcohol with a view to preparing alcohols and alcoholic drinks, packing and making such products available for consumption, marketing, importing and exporting the same,~~

~~N) Growing any types of olives, establishing facilities to process the same, packing the same, making the same available for consumption, marketing, importing and exporting the same,~~

~~O) Establishing facilities with a view to producing flavors/relishes for food, ketchups, mayonnaise, mustards, tomato pastes, vegetable cans, ready to cook meals, dried and frozen food, vinegars, aromas (spices) for foods and beverages, granulated sugar, lump sugar and icing sugar, packing such products and making them ready for consumption, marketing, importing and exporting the same,~~

~~P) Marketing, importing and exporting proteins, carbohydrates and mineral substances used as herbs and herbal products related to diet or otherwise, which do not have medical quality and which have the nature of supplemental food products,~~

~~R) Establishing facilities in order to produce processed or unprocessed tobacco, cigarettes, cigars, snuff boxes, cigarillos, substances used to replace tobacco, chewing tobacco, tobaccos, materials exclusive to tobacco consumers that are not from valuable metals and their alloys, pipes, mouthpieces and their filters, lighters, ashtrays, tobacco boxes, cigarette cutters, pipe boxes, pipe cleaners, cigar and cigarette cases, pocket tools for rolling cigarettes, cigarette papers, cigarette holders, gas cartridges for lighters, water pipes, flints and matches, packing such products and making them ready for consumption, marketing, importing and exporting the same.~~

Growing pulses, i.e., beans, peas, chickpeas, lentils, soy, cereals and unprocessed cereals, i.e. wheat, barley, rice in the husk, oat, maize, millet, rye, fresh lentils, beets, fresh fruits and vegetables, mushrooms, cultivated mushrooms, plant seeds, flower seeds, vegetable seeds, flowers, grasses, seedlings and saplings, establishing facilities to process the same, packing such products and making them ready for consumption, marketing, importing and exporting the same.

The company may engage in the following activities, provided that the Capital Market legislation and other applicable legislation shall be observed and that the necessary disclosures as sought by the Capital Market Board shall be made within the scope of the special circumstances in cases where required to ensure that the investors are informed;

1. The company may purchase any moveables and real estates domestically and abroad in order to fulfill the purpose of the company, may cause the same to be constructed or manufactured or may acquire any personal or in-kind rights thereon, may lease the same, may operate those acquired or leased, may lease the same, may sell the same, may create in-kind rights for the benefit of third persons, provided that the principles as determined by the Capital Market Board shall be observed and may cancel the same.

2. The company may receive loans from domestic and foreign persons, companies and banks in order to fulfill the company's object, may engage in any financial, commercial, and economic undertakings before third parties, may issue debentures and any capital market tools provided that the principles as determined by the Capital Market Code shall be observed; may invest in any securities, derivative products and capital market tools. May provide surety and guarantees to the benefit of third persons, provided that the principles determined by the Capital Market Board shall be observed. If necessary, the company may accept creation of mortgage and/or pledge over real estates and movables owned by others to the benefit of the company; may cancel mortgages created to the benefit of the company, may give up pledge rights and may accept creation of surety and guarantee by third persons to the benefit of the company.

3. The company may engage in the above-mentioned activities actually or through domestic and foreign natural and legal persons, provided that other provisions of these Articles of Association shall be reserved. For this purpose, if the company considers beneficial, the company may establish ordinary partnerships, trading companies or other legal entities domestically or abroad or may take over the ordinary partnerships or other legal entities established for the same purposes and may purchase and transfer shares of ordinary partnerships and companies established for this purpose without seeking to act as a dealer or to operate as a security portfolio operator.

4. The company may engage in any transactions to realize the matters given in the paragraphs above and may engage in import, export and any type of trade.
5. Provided that the principles as determined by the Capital Market Board shall be observed, the company may provide aids and donations to foundations, associations, universities and similar organizations established for social purposes within the specified principles.
6. The company may engage in any transaction and discretion, including registration, annotation, type classification, parceling, amalgamation, division, subdivision and relevant grant and waiver with respect to any real estates; may provide grant to green spaces and roads, and also may provide waivers and may grant and waiver from the said real estates as free of charge.
7. The company may purchase vehicles of land, sea and air transport, may lease the same, may sell those owned and may let on lease the same. Provided that the regulations of the Capital Market Code shall be observed, the company may create in-kind and personal rights over the same to the benefit of the company and/or third parties and may cancel the same. The principles as laid down within the framework of the Capital Market legislation shall be observed with respect to the cases where the company provides guarantee, surety and security for itself or for third persons or creates or cancels any lien, including mortgage.
8. The company may register, acquire, transfer any licenses, patents, know-how, trademarks and business names, operational names and any other intellectual property rights to the company in relation with the purpose of the company, may provide the same as guarantees provided that the regulations of the Capital Market Board shall be observed and may enter into license agreements relating therewith. May act as a consultant by offering information and experience to the service of others.
9. The company may engage in any industrial and commercial investments as considered appropriate domestically and abroad in order to fulfill the company's purpose; within this parallel, the company may establish factories, plants and sale offices domestically and abroad, may provide architecture, engineering, design, software, accounting recording, call center and data storage services, may enter into technical assistance agreements, and may accept to act as and may authorize others to act as a vendor, representative and distributor, may act as an insurance agent.
10. May participate in tenders domestically and abroad alone or by establishing partnerships with third parties, provided that the provision of article 21, paragraph 1 of the Capital Market Code shall be reserved.

## **NEW TEXT**

### **Article 3 : PURPOSE and OBJECT**

Production, distribution, marketing, domestic and foreign trade and brokerage of any merchandise, food, drinks, beverages, food articles and products of agricultural and animal origin, sea products including frozen, dried and powdered types and varieties, and their raw materials and initial materials, auxiliary materials and additives, juices and cans containing sugar or not, semi-processed and finished products, especially;

A) Production, breeding, marketing, import and export of bovine and small cattle and aquatic animals and poultry and games, edible and inedible meat and byproducts, fish, aqua products of shelled mollusk type, feed and feed materials, red and white meats, meat pieces and packed meats, meat preparations,

B) Producing any unprocessed and intense feed materials, mixed feeds, Industrial-Field and Garden feed residues, enhancing the nutritional value thereof by means of processing, silaging, drying naturally or artificially, storing and making available for use through mixing the same,

C) Processing, making use of packed meat pieces, meat preparations, delicatessen and can products, ready to cook meats and meat dishes, dehydrated meats and meat extracts, skin and intestines when required, fats, fish and pharmaceutical materials and other byproducts, processing fruits and vegetables, cooking or freezing by shocking the meats and fish, drying, canning, liquefying, concentrating the same or making gravies or meals from the same. Producing, marketing, importing and exporting any ready to cook soups and concentrates, chicken broths and gravies, concentrates in bouillons, food products specific to pudding and ice cream making, food products specific to making desserts, and additives for desserts and dough (baking powder),

D) Producing any milks and milk products, engaging in cattle breeding, establishing stud farms and farms, providing training for the farmers, engaging in stock farming, importing and exporting any and all food products, engaging in

wholesale and retail and domestic and international distribution and marketing of the produced or imported food products,

E) Producing any ice creams and any mixtures thereof, producing, purchase and sale, marketing, importing and exporting ice creams and ice cream raw materials as well as any food and care products for infants and kids, including infant formulas, follow-on formulas and crisps for infants and kids,

F) Producing pasta and farinaceous products as well as flour, semolina, bulgur, pasta sauce, ready to cook soups, salad sauce and raw and initial materials thereof, auxiliary materials and additives, and acting as representative, commissioner, distributor, engaging in transport and agricultural activities,

G) Production, purchase and sale, import and export of pizzas, pastry products and cakes, ready cakes, desserts, products made from dough, swelling and dough improvement items, agricultural products and pulses such as wheat, barley, oat, rye, maize and potatoes, and chips made from these products, mashes, appetizers,

H) Production, purchase and sale, import and export of fertilizers, veterinary and agricultural drugs and agricultural tools and machinery,

I) Purchasing any raw materials and auxiliary materials and articles required for the manufacture of the products above, and wholesale and retail purchase and sale, import and export thereof when required,

İ) Production, import and export, purchase and sale of any vegetable oils and animal fats, refined oil and any oils and fats and margarines, and any materials, semi-processed products and packing materials beneficial for the production and refining oils,

J) Production, wholesale and retail purchase and sale, marketing, import and export of biscuits, chocolates, confectionery and similar articles as well as any farinaceous and sweet products and products made from sugar, fresh and dried vegetables and fruits, secondary products and goods thereof and halva, desserts, crushed sesame seeds, grape molasses, jams, honey, confectionery, Turkish delights, sweet pastes and similar products, boza (beverage made of slightly fermented millet), vinegar, must etc.

K) Purchasing and processing any fresh tea leaves, producing, purchasing, selling, packing, marketing, importing and exporting black tea and any other tea, coffee and coffee mixtures, drinks based on tea and coffee, drinks with tea flavor, tea concentrates, syrups and sherbets, powder drinks and drinks containing cereals, and producing their by-products and auxiliary products used for the consumption of the same, engaging in trade and sale thereof domestically and abroad,

L) Searching for any springs, rivers and well waters, mineral waters and artesian wells, acquiring easement for water sources, managing, leasing, letting on lease, purchasing, marketing and producing for these purposes, establishing facilities for this purpose, treating the waters produced in these facilities, packing and making the same available for consumption, marketing, importing and exporting the same, producing, marketing, importing and exporting any fruit and vegetable concentrates, fruit juices made therefrom and any natural concentrate juices, fruit juices and beverages with acid of pop type and beverages containing cola.

M) Growing any types of olives, establishing facilities to process the same, packing the same, making the same available for consumption, marketing, importing and exporting the same,

N) Establishing facilities with a view to producing flavors/relishes for food, ketchups, mayonnaise, mustards, tomato pastes, vegetable cans, ready to cook meals, dried and frozen food, vinegars, aromas (spices) for foods and beverages, granulated sugar, lump sugar and icing sugar, packing such products and making them ready for consumption, marketing, importing and exporting the same,

O) Marketing, importing and exporting proteins, carbohydrates and mineral substances used as herbs and herbal products related to diet or otherwise, which do not have medical quality and which have the nature of supplemental food products,

P) Growing pulses, i.e., beans, peas, chickpeas, lentils, soy, cereals and unprocessed cereals, i.e. wheat, barley, rice in the husk, oat, maize, millet, rye, fresh lentils, beets, fresh fruits and vegetables, mushrooms, cultivated mushrooms, plant seeds, flower seeds, vegetable seeds, flowers, grasses, seedlings and saplings, establishing facilities to process the same, packing such products and making them ready for consumption, marketing, importing and exporting the same.

The company may engage in the following activities, provided that the Capital Market legislation and other applicable legislation shall be observed and that the necessary disclosures as sought by the Capital Market Board shall be made within the scope of the special circumstances in cases where required to ensure that the investors are informed;

1. The company may purchase any moveables and real estates domestically and abroad in order to fulfill the purpose of the company, may cause the same to be constructed or manufactured or may acquire any personal or in-kind rights thereon, may lease the same, may operate those acquired or leased, may lease the same, may sell the same, may create in-kind rights for the benefit of third persons, provided that the principles as determined by the Capital Market Board shall be observed and may cancel the same.
2. The company may receive loans from domestic and foreign persons, companies and banks in order to fulfill the company's object, may engage in any financial, commercial, and economic undertakings before third parties, may issue debentures and any capital market tools provided that the principles as determined by the Capital Market Code shall be observed; may invest in any securities, derivative products and capital market tools. May provide surety and guarantees to the benefit of third persons, provided that the principles determined by the Capital Market Board shall be observed. If necessary, the company may accept creation of mortgage and/or pledge over real estates and movables owned by others to the benefit of the company; may cancel mortgages created to the benefit of the company, may give up pledge rights and may accept creation of surety and guarantee by third persons to the benefit of the company.
3. The company may engage in the above-mentioned activities actually or through domestic and foreign natural and legal persons, provided that other provisions of these Articles of Association shall be reserved. For this purpose, if the company considers beneficial, the company may establish ordinary partnerships, trading companies or other legal entities domestically or abroad or may take over the ordinary partnerships or other legal entities established for the same purposes and may purchase and transfer shares of ordinary partnerships and companies established for this purpose without seeking to act as a dealer or to operate as a security portfolio operator.
4. The company may engage in any transactions to realize the matters given in the paragraphs above and may engage in import, export and any type of trade.
5. Provided that the principles as determined by the Capital Market Board shall be observed, the company may provide aids and donations to foundations, associations, universities and similar organizations established for social purposes within the specified principles.
6. The company may engage in any transaction and discretion, including registration, annotation, type classification, parceling, amalgamation, division, subdivision and relevant grant and waiver with respect to any real estates; may provide grant to green spaces and roads, and also may provide waivers and may grant and waiver from the said real estates as free of charge.
7. The company may purchase vehicles of land, sea and air transport, may lease the same, may sell those owned and may let on lease the same. Provided that the regulations of the Capital Market Code shall be observed, the company may create in-kind and personal rights over the same to the benefit of the company and/or third parties and may cancel the same. The principles as laid down within the framework of the Capital Market legislation shall be observed with respect to the cases where the company provides guarantee, surety and security for itself or for third persons or creates or cancels any lien, including mortgage.
8. The company may register, acquire, transfer any licenses, patents, know-how, trademarks and business names, operational names and any other intellectual property rights to the company in relation with the purpose of the company, may provide the same as guarantees provided that the regulations of the Capital Market Board shall be observed and may enter into license agreements relating therewith. May act as a consultant by offering information and experience to the service of others.
9. The company may engage in any industrial and commercial investments as considered appropriate domestically and abroad in order to fulfill the company's purpose; within this parallel, the company may establish factories, plants and sale offices domestically and abroad, may provide architecture, engineering, design, software, accounting recording, call center and data storage services, may enter into technical assistance agreements, and may accept to act as and may authorize others to act as a vendor, representative and distributor, may act as an insurance agent.
10. May participate in tenders domestically and abroad alone or by establishing partnerships with third parties, provided that the provision of article 21, paragraph 1 of the Capital Market Code shall be reserved.

## CURRENT TEXT

### ARTICLE 6 : CAPITAL

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

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

The registered capital ceiling permit issued by the Capital Market Board is valid for a period of 5 (five) years between **2021 and 2025**. Even if the permitted registered capital ceiling is not achieved by late 2025, the Board of the Directors needs to seek authorization from the general assembly for a new period after receiving permit from the Capital Market Board for the previously permitted or new ceiling amount in order to make a decision for capital increment after year **2025**. In case such authorization is not received, the company may not increment capital by the resolution of the board of directors.

The issued capital of the company is TRY 244.800.000 (two hundred and forty four million eight hundred thousand Turkish Liras). Such capital is divided into 24.480.000.000 (twentyfour billion four hundred and eighty million) shares, all of which are registered shares and all of which have a nominal value of Kr 1 (one Kurus). The entire issued capital of the company of TRY 244.800.000 is subscribed and paid in full by the shareholders.

The Board of Directors may increment the capital by issuing registered shares with a nominal value of Kr 1 (one Kurus) up to the registered capital ceiling provided above for years **2021 to 2025**. In cases, where necessitated by the Capital Market Board regulations, the amount for the issued shares is received in cash and in advance. No new shares may be issued unless and until the issued shares are sold and their price is paid in full.

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

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

2.92% of the shares in company, which is subject to the Foreign Direct Investment Code numbered 4875, belong to the foreign shareholders. Foreign shareholders participate in the capital increments by the rate specified above. The distribution of the shares between the local and foreign shareholders is as follows.

Shareholders	Number of Registered Shares	Share Amount (TL)	Share Ratio (%)
1- Foreign Shareholders			
-Kagome Co.Ltd.	507.116.820	5.071.168,20	2,07
-Sumitomo Corp.	207.798.334	2.077.983,34	0,85
2- Other	23.765.084.846	237.650.848,46	97,08
<b>TOTAL</b>	<b>24.480.000.000</b>	<b>244.800.000,00</b>	<b>100,00</b>

## NEW TEXT

### ARTICLE 6 : CAPITAL

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

The registered capital of the company is TRY **2.000.000.000 (two billion Turkish Liras)**. Such capital is divided in **200.000.000.000 (two hundred billion)** shares, each with the value of Kr 1 (one Kurus).

The registered capital ceiling permit issued by the Capital Market Board is valid for a period of 5 (five) years between **2025 and 2029**. Even if the permitted registered capital ceiling is not achieved by late **2029**, the Board of the Directors needs to seek authorization from the general assembly for a new period after receiving permit from the Capital Market Board for the previously permitted or new ceiling amount in order to make a decision for capital increment after year **2029**. In case such authorization is not received, the company may not increment capital by the resolution of the board of directors.



The issued capital of the company is TRY 244.800.000 (two hundred and forty four million eight hundred thousand Turkish Liras). Such capital is divided into 24.480.000.000 (twentyfour billion four hundred and eighty million) shares, all of which are registered shares and all of which have a nominal value of Kr 1 (one Kuruş). The entire issued capital of the company of TRY 244.800.000 is subscribed and paid in full by the shareholders.

The Board of Directors may increment the capital by issuing registered shares with a nominal value of Kr 1 (one Kuruş) up to the registered capital ceiling provided above for years **2025 to 2029**. In cases, where necessitated by the Capital Market Board regulations, the amount for the issued shares is received in cash and in advance. No new shares may be issued unless and until the issued shares are sold and their price is paid in full.

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

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

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2- Other	23.765.084.846	237.650.848,46	97,08
<b>TOTAL</b>	<b>24.480.000.000</b>	<b>244.800.000,00</b>	<b>100,00</b>

## CURRENT TEXT

### Article 11 : **BOARD OF DIRECTORS, ELECTION OF THE MEMBERS and THE RESOLUTIONS OF THE BOARD OF DIRECTORS**

All affairs and management of the company shall be performed by the Board of Directors to consist of minimum 5 (five) and maximum 13 (thirteen) people to be elected by the General Assembly within the regulations of the Turkish Commercial Code and Capital Market Board regulations under article 408 of the Turkish Commercial Code and provided that the non-transferable powers of the General Assembly shall be reserved. The number and qualifications of the independent members to be appointed at the Board of Directors shall be determined according to the regulations of the Capital Market Board on Corporate Governance Principles.

The members of the Board of Directors may be elected for a ~~period of one year~~. Any member, whose period in office expires, may be reelected.

The General Assembly is authorized to determine the number of members of the Board of Directors and to elect the members. With respect to independent members, the General Assembly may replace the members of the Board of Directors at any time if considered necessary, provided that the requirements introduced by the Capital Market Board's Corporate Governance Principles shall be reserved.

In cases, where a position in the Board of Directors becomes vacant for any reason whatsoever, the Board of Directors temporarily elects a person to meet the legal requirements and submits to the approval of the first General Assembly to convene. If an independent member loses independence, resigns or becomes unable to serve, then the procedures determined in the Capital Market Board regulations shall be observed.

The quorum for meetings and decision-making shall be the absolute majority of the full number of the members. The requirements introduced by the Capital Market Board's Corporate Governance Principles shall be reserved.

Unless one of the members of the Board of Directors requires negotiations, the Board of Directors may also resolve through written approvals of the members for a proposal of a member on a certain issue. The resolutions made as such

may also be made by receiving written approval at least majority of the full number of members. The same suggestion being made to all the members of the Board of Directors is a condition for validity of any such decisions made in this way. The approvals do not have to be contained on the same paper; however, all the papers bearing the approving signatures should be attached to the resolution book or should be transformed into a resolution containing signatures of all parties accepting and should be included in the resolution book so that such resolution may be valid.

## **NEW TEXT**

### **Article 11 : BOARD OF DIRECTORS, ELECTION OF THE MEMBERS and THE RESOLUTIONS OF THE BOARD OF DIRECTORS**

All affairs and management of the company shall be performed by the Board of Directors to consist of minimum 5 (five) and maximum 13 (thirteen) people to be elected by the General Assembly within the regulations of the Turkish Commercial Code and Capital Market Board regulations under article 408 of the Turkish Commercial Code and provided that the non-transferable powers of the General Assembly shall be reserved. The number and qualifications of the independent members to be appointed at the Board of Directors shall be determined according to the regulations of the Capital Market Board on Corporate Governance Principles.

The members of the Board of Directors may be elected for a **maximum of 3 years**. A member whose term of office has expired can be re-elected.

The General Assembly is authorized to determine the number of members of the Board of Directors and to elect the members. With respect to independent members, the General Assembly may replace the members of the Board of Directors at any time if considered necessary, provided that the requirements introduced by the Capital Market Board's Corporate Governance Principles shall be reserved.

In cases, where a position in the Board of Directors becomes vacant for any reason whatsoever, the Board of Directors temporarily elects a person to meet the legal requirements and submits to the approval of the first General Assembly to convene. If an independent member loses independence, resigns or becomes unable to serve, then the procedures determined in the Capital Market Board regulations shall be observed.

The quorum for meetings and decision-making shall be the absolute majority of the full number of the members. The requirements introduced by the Capital Market Board's Corporate Governance Principles shall be reserved.

Unless one of the members of the Board of Directors requires negotiations, the Board of Directors may also resolve through written approvals of the members for a proposal of a member on a certain issue. The resolutions made as such may also be made by receiving written approval at least majority of the full number of members. The same suggestion being made to all the members of the Board of Directors is a condition for validity of any such decisions made in this way. The approvals do not have to be contained on the same paper; however, all the papers bearing the approving signatures should be attached to the resolution book or should be transformed into a resolution containing signatures of all parties accepting and should be included in the resolution book so that such resolution may be valid.

## 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 09.04.2025, Wednesday at 10:00 a.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 2024 issued by the Board of Directors of the Company,			
3. Presentation of the Summary Independent Audit Report related to the accounting period 2024,			
4. Presentation, negotiation and approval of the Financial Statements related to the accounting period 2024,			
5. Approval of the change 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 2024,			
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 2024, which is prepared within the framework of the Company's dividend distribution policy,			
8. Provided that the necessary approvals have been obtained from the Capital Markets Board and the Ministry of Trade; acceptance, acceptance with amendment or rejection of the proposal of the Board of Directors regarding the amendment of Article 3 titled "Purpose and Subject", Article 6 titled "Capital" and Article 11 titled "Board of Directors, Election of Members and Decisions of the Board of Directors" of the Company's Articles of Association,			
9. 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,			

10. 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,			
11. Determining the yearly gross remunerations for the members of the Board of Directors,			
12. Approval of the appointment of the Independent Audit Firm as selected by the Board of Directors in accordance with the provisions of the Turkish Commercial Code, the Capital Markets Board and the Public Oversight, Accounting and Auditing Standards Authority's regulations,			
13. Informing Shareholders about the donations made in 2024 within the scope of the company's donation and sponsorship policy and determining the upper limit for donations to be made in 2025,			
14. Presentation to the shareholders of the collaterals, pledges, mortgages and sureties granted in favor of third parties in the year 2024 and of any benefits or income thereof in accordance with the Capital Markets Board regulations,			
15. 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 2024 pursuant to the Corporate Governance Communique of the Capital Markets Board			
16. 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.