



KAMUYU AYDINLATMA PLATFORMU

TAT GIDA SANAYİ A.Ş. Corporate Governance Information Form 2024 - Annual Notification

Summary

Corporate Governance Information Form

1. SHAREHOLDERS

Related Companies

Related Funds

1. SHAREHOLDERS	
1.1. Facilitating the Exercise of Shareholders Rights	
The number of investor meetings (conference, seminar/etc.) organised by the company during the year	2 multi-participant teleconferences were organized and a total of 28 investors were met.
1.2. Right to Obtain and Examine Information	
The number of special audit request(s)	-
The number of special audit requests that were accepted at the General Shareholders' Meeting	-
1.3. General Assembly	
Link to the PDP announcement that demonstrates the information requested by Principle 1.3.1. (a-d)	https://www.kap.org.tr/tr/Bildirim/1264572
Whether the company provides materials for the General Shareholders' Meeting in English and Turkish at the same time	PDP disclosures are made in Turkish. English version of the annual report is made available at the general shareholders' meetings.
The links to the PDP announcements associated with the transactions that are not approved by the majority of independent directors or by unanimous votes of present board members in the context of Principle 1.3.9	There are no such transactions in 2024.
The links to the PDP announcements associated with related party transactions in the context of Article 9 of the Communique on Corporate Governance (II-17.1)	There are no such transactions in 2024.
The links to the PDP announcements associated with common and continuous transactions in the context of Article 10 of the Communique on Corporate Governance (II-17.1)	There are no such transactions in 2024.
The name of the section on the corporate website that demonstrates the donation policy of the company	The Donation and Sponsorship Policy is available in the? Sustainability/Policies/ Tat Gıda Donation and Sponsorship Policy? section of the corporate website.
The relevant link to the PDP with minute of the General Shareholders' Meeting where the donation policy has been approved	https://www.kap.org.tr/tr/Bildirim/919441
The number of the provisions of the articles of association that discuss the participation of stakeholders to the General Shareholders' Meeting	Provided in Article 15 of our Articles of Association

Identified stakeholder groups that participated in the General Shareholders' Meeting, if any	The general shareholders' meeting was open to the public, including stakeholders and media, without the right to speak.
1.4. Voting Rights	
Whether the shares of the company have differential voting rights	Hayır (No)
In case that there are voting privileges, indicate the owner and percentage of the voting majority of shares.	No
The percentage of ownership of the largest shareholder	% 49,84
1.5. Minority Rights	
Whether the scope of minority rights enlarged (in terms of content or the ratio) in the articles of the association	Hayır (No)
If yes, specify the relevant provision of the articles of association.	-
1.6. Dividend Right	
The name of the section on the corporate website that describes the dividend distribution policy	Investor Relations / Corporate Identity and Management / Corporate Governance and Policies / Dividend Distribution Policy
	In accordance with the Capital Markets Law, Article 19 of the Company's Articles of Association, and the Company's Profit Distribution Policy presented to the shareholders at the General Assembly held on 20.03.2023, and prepared in compliance with the Turkish Commercial Code and the Capital Markets Law, the Company's financial statements for the period 01.01.2023 -31.12.2023, prepared in accordance with the Turkey Accounting/ Financial Reporting Standards and audited by PwC Independent Audit and Certified Public Accountant Company, showed a period loss of TRY 86,244,297 and a previous year's loss of TRY 390,114,400 arising from inflation adjustment. The loss of the current year amounting to TRY 38,030,659 will be offset

Minutes of the relevant agenda item in case the board of directors proposed to the general assembly not to distribute dividends, the reason for such proposal and information as to use of the dividend.

from legal reserves, TRY 48,213,638 from share premiums (share issuance premiums), and TRY 390,114,400 from previous year losses will be offset as follows: TRY 84,204,013 from share premiums (share issuance premiums), and TRY 305,940,387 from capital account adjustment differences. The Board of Directors' proposal to allocate TRY 25,653,595.65 of the profit arising from the income statement prepared in accordance with the Tax Procedure Law (VUK) as extraordinary reserves was read. According to the SPK's Decision dated 07.03.2024, it was stated that TRY 6,135,321,338.29 resulting from inflation adjustments in the net financial statements prepared according to the VUK would be deducted from inflation adjustment differences. The Board of Directors' proposal for profit distribution was approved by a majority vote, with 77,289,560.97 TRY in favor and 7,151,557.02 TRY against.

PDP link to the related general shareholder meeting minutes in case the board of directors proposed to the general assembly not to distribute dividends

<https://www.kap.org.tr/tr/Bildirim/1277282>

General Assembly Meetings

General Meeting Date	The number of information requests received by the company regarding the clarification of the agenda of the General Shareholders' Meeting	Shareholder participation rate to the General Shareholders' Meeting	Percentage of shares directly present at the GSM	Percentage of shares represented by proxy	Specify the name of the page of the corporate website that contains the General Shareholders' Meeting minutes, and also indicates for each resolution the voting levels for or against	Specify the name of the page of the corporate website that contains all questions asked in the general assembly meeting and all responses to them	The number of the relevant item or paragraph of General Shareholders' Meeting minutes in relation to related party transactions	The number of declarations by insiders received by the board of directors	The link to the related PDP general shareholder meeting notification
25/04/2024	0	% 62,09	% 0,66	% 61,43	Investor Relations/Corporate Governance/General Assembly Meetings	Assembly Meetings/Meeting Minutes	Article 14	0	https://www.kap.org.tr/tr/Bildirim/1264572

2. DISCLOSURE AND TRANSPARENCY

2. DISCLOSURE AND TRANSPARENCY	
2.1. Corporate Website	
Specify the name of the sections of the website providing the information requested by the Principle 2.1.1.	Investor Relations
If applicable, specify the name of the sections of the website providing the list of shareholders (ultimate beneficiaries) who directly or indirectly own more than 5% of the shares.	There are no real person shareholders holding more than 5% shares. The Company's shareholding structure is available on the website under Investor Relations / Corporate Governance / Shareholding Structure.
List of languages for which the website is available	Turkish / English
2.2. Annual Report	
The page numbers and/or name of the sections in the Annual Report that demonstrate the information requested by principle 2.2.2.	
a) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the duties of the members of the board of directors and executives conducted out of the company and declarations on independence of board members	members Management & Corporate
b) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on committees formed within the board structure	Corporate Governance, Board of Directors
c) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the number of board meetings in a year and the attendance of the members to these meetings	Corporate Governance, Board of Directors
ç) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on amendments in the legislation which may significantly affect the activities of the corporation	There are no legislative amendments that may significantly affect company operations
d) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on significant lawsuits filed against the corporation and the possible results thereof	Corporate Governance / Legal Disclosures
e) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the conflicts of interest of the corporation among the institutions that it purchases services on matters such as	

<p>investment consulting and rating and the measures taken by the corporation in order to avoid from these conflicts of interest</p>	<p>Corporate Governance / Legal Disclosure</p>
<p>f) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the cross ownership subsidiaries that the direct contribution to the capital exceeds 5%</p>	<p>There is no reciprocal shareholding with direct participation in the capital exceeding 5%.</p>
<p>g) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on social rights and professional training of the employees and activities of corporate social responsibility in respect of the corporate activities that arises social and environmental results</p>	<p>Corporate Governance, Beneficiaries</p>

3. STAKEHOLDERS

3. STAKEHOLDERS	
3.1. Corporation's Policy on Stakeholders	
The name of the section on the corporate website that demonstrates the employee remedy or severance policy	Investor Relations / Corporate Identity and Management /Corporate Governance and Policies / Employee CompensationPolicy
The number of definitive convictions the company was subject to in relation to breach of employee rights	53
The position of the person responsible for the alert mechanism (i.e. whistleblowing mechanism)	Head of Risk Management and Internal Audit
The contact detail of the company alert mechanism	Company employees can access the whistleblowing mechanism via the intranet. In addition, our employees and stakeholders have the opportunity to report online or via telephone, which can be accessed through the whistleblowing notification tab on the corporate website. https://www.tatgida.com.tr/en/ethical-approach/ethical-line/
3.2. Supporting the Participation of the Stakeholders in the Corporation's Management	
Name of the section on the corporate website that demonstrates the internal regulation addressing the participation of employees on management bodies	Internal regulations have no public link
	In our company, both unionized and non-unionized colleagues participate in the management with different methods and share their views. The

Corporate bodies where employees are actually represented

annual Employee Loyalty Surveys that are conducted at all our companies collect the opinions of all our coworkers anonymously in open-ended questionnaire format. Through various communication meetings held at our companies, company-related information is shared with the employees, dealers and other stakeholders, and their questions and comments are obtained

3.3. Human Resources Policy

The role of the board on developing and ensuring that the company has a succession plan for the key management positions

A succession plan is created for all key management positions. This Succession Plan is finalized by submitting the approval of the Chairman of the Board of Directors following the approval of the CEO

The name of the section on the corporate website that demonstrates the human resource policy covering equal opportunities and hiring principles. Also provide a summary of relevant parts of the human resource policy.

The Personnel Code which defines the criteria for recruitment is accessible by all employees; job announcements include the required competencies. In addition, the Investor Relations /Sustainability / Our Employees and; About Us/Code of Ethics and Compliance Policies section of our corporate website emphasizes the issue of equal opportunity in recruitment in Tat Gıda

Whether the company provides an employee stock ownership programme

Pay edindirme planı bulunmuyor (There isn't an employee stock ownership programme)

<p>The name of the section on the corporate website that demonstrates the human resource policy covering discrimination and mistreatments and the measures to prevent them. Also provide a summary of relevant parts of the human resource policy.</p>	<p>?Tat Gida Human Resources Policy? and ` Tat Gida Ethical Principles and Compliance Policies? are available on our corporate website under Sustainability / Policies</p>
<p>The number of definitive convictions the company is subject to in relation to health and safety measures</p>	<p>2</p>
<p>3.5. Ethical Rules and Social Responsibility</p>	
<p>The name of the section on the corporate website that demonstrates the code of ethics</p>	<p>"Ethical Principles and Compliance Policies? are included under the Sustainability / Policies heading.</p>
<p>The name of the section on the company website that demonstrates the corporate social responsibility report. If such a report does not exist, provide the information about any measures taken on environmental, social and corporate governance issues.</p>	<p>Sustainability/ Sustainability Report</p>
<p>Any measures combating any kind of corruption including embezzlement and bribery</p>	<p>?Ethical Principles and Compliance Policies? and ` Tat Gida Anti-Bribery and Anti-Corruption Policy? under Sustainability / Policies</p>

4. BOARD OF DIRECTORS-I

4. BOARD OF DIRECTORS-I	
4.2. Activity of the Board of Directors	
Date of the last board evaluation conducted	27/12/2024
Whether the board evaluation was externally facilitated	Hayır (No)
Whether all board members released from their duties at the GSM	Evet (Yes)
Name(s) of the board member(s) with specific delegated duties and authorities, and descriptions of such duties	There was no delegation of authority.
Number of reports presented by internal auditors to the audit committee or any relevant committee to the board	The internal audit unit makes a collective presentation to the audit committee every year on the activities carried out during the year.
Specify the name of the section or page number of the annual report that provides the summary of the review of the effectiveness of internal controls	Corporate Governance/ Risk Management and Internal Audit
Name of the Chairman	Veysel Memiş
Name of the CEO	Veysel Memiş
If the CEO and Chair functions are combined: provide the link to the relevant PDP announcement providing the rationale for such combined roles	https://www.kap.org.tr/tr/Bildirim/1357380
Link to the PDP notification stating that any damage that may be caused by the members of the board of directors during the discharge of their duties is insured for an amount exceeding 25% of the company's capital	-
The name of the section on the corporate website that demonstrates current diversity policy targeting women directors	Board Diversity Policy; https://www.tatgida.com.tr/en/about-us-2/management/policies/
The number and ratio of female directors within the Board of Directors	As of 2024, there are 2 female members on our Board of Directors, representing 22% of the total

Composition of Board of Directors

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Name, Surname of Board Member	Whether Executive Director Or Not	Whether Independent Director Or Not	The First Election Date To Board	Link To PDP Notification That Includes The Independency Declaration	Whether the Independent Director Considered By The Nomination Committee	Whether She/He is the Director Who Ceased to Satisfy The Independence or Not	Whether The Director Has At Least 5 Years' Experience On Audit, Accounting And/Or Finance Or Not
Veysel Memiş	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	19/02/2024		Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
Giyasettin Memiş	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	19/02/2024		Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
Tuba Memiş	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	12/11/2024		Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
Nasip Memiş	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	19/02/2024		Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
Tuncer Memiş	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	19/02/2024		Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
Yoshihisa Hairo	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	25/04/2024		Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
Ayşe Selen Kocabaş	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	25/04/2024	https://www.kap.org.tr/Bildirim/1264572	Değerlendirildi (Considered)	Hayır (No)	Evet (Yes)
Haluk Ziya Türkmen	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	25/04/2024	https://www.kap.org.tr/Bildirim/1264572	Değerlendirildi (Considered)	Hayır (No)	Evet (Yes)
Mehmet Ormancı	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	25/04/2024	https://www.kap.org.tr/Bildirim/1264572	Değerlendirildi (Considered)	Hayır (No)	Evet (Yes)

4. BOARD OF DIRECTORS-II

4. BOARD OF DIRECTORS-II	
4.4. Meeting Procedures of the Board of Directors	
Number of physical or electronic board meetings in the reporting period	In 2024, 22 physical board meetings were held, and all decisions, except those taken at these meetings, were taken by circulation, with the members being informed a reasonable time in advance. In addition, the members of the board of directors were regularly informed about the company's performance and developments. Considering the meetings held, the majority of the members of the Board of Directors attended most of the meetings.
Director average attendance rate at board meetings	% 89
Whether the board uses an electronic portal to support its work or not	Hayır (No)
Number of minimum days ahead of the board meeting to provide information to directors, as per the board charter	There is no such procedure
The name of the section on the corporate website that demonstrates information about the board charter	There is no such procedure
Number of maximum external commitments for board members as per the policy covering the number of external duties held by directors	There is no such procedure
4.5. Board Committees	
Page numbers or section names of the annual report where information about the board committees are presented	Corporate Governance, Board of Directors
Link(s) to the PDP announcement(s) with the board committee charters	https://www.kap.org.tr/tr/Bildirim/1024047

Composition of Board Committees-I

Names Of The Board Committees	Name Of Committees Defined As "Other" In The First Column	Name-Surname of Committee Members	Whether Committee Chair Or Not	Whether Board Member Or Not
Denetim Komitesi (Audit Committee)	-	Haluk Ziya Türkmen	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Denetim Komitesi (Audit Committee)	-	Mehmet Ormancı	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	Ayşe Selen Kocabaş	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	Haluk Ziya Türkmen	Hayır (No)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	-	Mehmet Ormancı	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	-	Ayşe Selen Kocabaş	Hayır (No)	Yönetim kurulu üyesi (Board member)

4. BOARD OF DIRECTORS-III

4. BOARD OF DIRECTORS-III	
4.5. Board Committees-II	
Specify where the activities of the audit committee are presented in your annual report or website (Page number or section name in the annual report/website)	It is available on the Company's website at https://www.tatgida.com.tr/tr/hakkimizda/ust-yonetim/komiteler/under the heading ?Committee Operating Principles? .
Specify where the activities of the corporate governance committee are presented in your annual report or website (Page number or section name in the annual report/website)	It is available on the Company's website at https://www.tatgida.com.tr/tr/hakkimizda/ust-yonetim/komiteler/under the heading ?Committee Operating Principles? .
Specify where the activities of the nomination committee are presented in your annual report or website (Page number or section name in the annual report/website)	Activities related to the nomination committee are carried out by the Corporate Governance Committee. It is available on our Company's website at the link https://www.tatgida.com.tr/tr/hakkimizda/ust-yonetim/komiteler/ under the heading ?Committee OperatingPrinciples? .
Specify where the activities of the early detection of risk committee are presented in your annual report or website (Page number or section name in the annual report/website)	It is available on the Company's website at https://www.tatgida.com.tr/tr/hakkimizda/ust-yonetim/komiteler/under the heading ?Committee Operating Principles? .
	Activities related to the Remuneration Committee are carried out by the Corporate Governance Committee.

Specify where the activities of the remuneration committee are presented in your annual report or website (Page number or section name in the annual report/website)	It is available on theCompany's website at https://www.tatgida.com.tr/tr/hakimizda/ust-yonetim/komiteler/ under the heading ?Committee OperatingPrinciples?.
4.6. Financial Rights	
Specify where the operational and financial targets and their achievement are presented in your annual report (Page number or section name in the annual report)	It is located in the Managment section.
Specify the section of website where remuneration policy for executive and non-executive directors are presented.	The ?Remuneration Policy? is available on the Tat Gıda corporatewebsite: https://www.tatgida.com.tr/tr/yatirimci-iliskileri/kurumsal-yonetim/politikalar/ .
Specify where the individual remuneration for board members and senior executives are presented in your annual report (Page number or section name in the annual report)	Legal Disclosures / Financial Rights Assigned to the Members of theBoard of Directors and Senior Managers

Composition of Board Committees-II

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