

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

ÖZGÜR BURAK AKKOL
MEETING CHAIR

FEYYAZ BAL
MINISTRY REPRESENTATIVE

EVREN ALBAŞ
VOTE-COLLECTOR

BAŞAK TEKİN ÖZDEN
CLERK OF MINUTES

ANNEX-1

Tat Gıda Sanayi A.Ş. Dividend Distribution Statement for Year 2022 (TRY)			
1. Paid-in/Issued Capital		136.000.000,00	
2. Total Legal Reserve Fund (According to Legal Records)		38.030.658,89	
Information on privileges in dividend distribution, if any, in the Articles of Association		-	
		According to CMB	According to Legal Records
3.	Period Profit	290.048.052,00	359.521.276,65
4.	Taxes (-)	-5.214.417,00	16.378.850,73
5.	Net Profit for the Period (=)	295.262.469,00	343.142.425,92
6.	Losses in Previous Years (-)	0,00	0,00
7.	General Legal Reserve (-)	0,00	0,00
8.	NET DISTRIBUTABLE PERIOD PROFIT (=)	295.262.469,00	343.142.425,92
9.	Donations within the Year (+)	2.523.571,00	0,00
10.	Net Distributable Period Profit Including the Donations	297.786.040,00	343.142.425,92
11.	First dividend to Shareholders	0,00	0,00
	-Cash	0,00	0,00
	-Bonus	0,00	0,00
	- Total	0,00	0,00
12.	Dividend Distributed to Privileged Shareholders	0,00	0,00
13.	Dividend to the Members of the Board of Directors, Employees etc.	0,00	0,00
14.	Dividend Distributed to Owners of Dividend Shares	0,00	0,00
15.	Second Dividend to Shareholders	0,00	0,00
16.	General Legal Reserve	0,00	0,00
17.	Statutory Reserves	0,00	0,00
18.	Special Reserves	0,00	0,00
19.	EXTRAORDINARY RESERVES	295.262.469,00	343.142.425,92
20.	Other Distributable Resources	0,00	0,00