

TAT GIDA SANAYİ A.Ş.

Material Disclosure (General)

Send on: 04.01.2019 18:16:00

Announcement Type: Material Disclosure

Year:

Period:

Summary Information

Senior Executive Change

	Material Disclosure (General)	
	Is this an update disclosure?	No
	Is this a correction disclosure?	No
	Date of the Disclosure Made Previously With This Regard	-
	Is this a postponed disclosure?	No
	Announcement Content	
	Disclosures	
	By the Resolution of the Board of Directors of our Company dated 04.01.2019, it is resolved that Ms. Başak Tekin Özden be appointed as the Ass. General Manager of Financial Affairs and Financing and a Member of the Corporate Governance Committee, which are vacant positions because Mr. Ahmet Çağışan Yılmaz voluntarily quit his positions in our Company starting from 31 January 2019, within the framework of the provisions of the Communiqué regarding Corporate Governance of the Capital Market Board numbered Series: II – 17.1 and with the appointment being effective starting from 1 February 2019.	

We hereby declare that the above statements are in conformity with the principles stipulated by the applicable Material Event Disclosure Communiqué of the Capital Markets Board, that they reflect the information on the subject/subjects received by our party; that such information conforms to our books, records and documents, that we endeavor for obtaining complete and correct information in this regard and that we are responsible for these statements.

TAT GIDA SANAYİ A.Ş.

Corporate Governance Compliance Rating

Publish Date: 25.01.2019 14:52:08

Disclosure Type: ODA

Year:

Period:

Summary

Renewal of Corporate Governance Rating Agreement

Related Companies						
Related Funds						
Corporate Governance Compliance Rating		English				
Announcement Content						
Update Notification Flag	Evet (Yes)					
Correction Notification Flag	Hayır (No)					
Date Of The Previous Notification About The Same Subject	25.01.2018					
Postponed Notification Flag	Hayır (No)					
Title of Rating Company	SAHA Kurumsal Yönetim ve Kredi Derecelendirme Hizmetleri A.Ş.					
Beginning Date of Agreement	25.01.2019					
Ending Date of Agreement	25.01.2020					
Beginning Date of Rating Note's Validity	28.12.2018					
Explanation						
Our company has signed an agreement with SAHA Kurumsal Yönetim ve Kredi Derecelendirme Hizmetleri A.Ş. on 25th January 2019 to renew its corporate governance rating for one rating period. SAHA Kurumsal Yönetim ve Kredi Derecelendirme Hizmetleri A.Ş. is officially authorized to make corporate governance rating in compliance with Corporate Governance Principles of Capital Markets Board.						
		Shareholders	Public Disclosure and Transparency	Stakeholders	Board of Directors	Corporate Governance Compliance Rating Note
Corporate Governance Compliance Rating						
Note						
Weight						
Note						

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.

TAT GIDA SANAYİ A.Ş.**Determination of Independent Audit Company**

Sent on: 15.02.2019 00:19:40

Announcement Type: Material Disclosure

Year:

Period:

Summary Information

Appointment of Independent Audit Company

Related Companies					
Related Funds					
	Determination of Independent Audit Company				
	Is this an update disclosure?				No
	Is this a correction disclosure?				No
	Date of the Disclosure Made Previously With This Regard				-
	Is this a postponed disclosure?				No
	Announcement Content				
	Title of Independent Audit Company				KPMG Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş.
	Relevant Activity Period				01.01.2019 - 31.12.2019
	Date of General Assembly of Appointment				-
	Registration Date				-
	Turkish Trade Registry Gazette Date and Number Regarding Registration				-
	Disclosures				
	With the resolution of our Board dated 14.02.2019 and upon recommendation of the Audit Committee and in accordance with the principles determined under the Turkish Commercial Code numbered 6102 and Capital Market Code numbered 6362, it has been resolved to appoint KPMG Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi located at Levent Mahallesi, Meltem Sokak, İş Kuleleri, Kule 3, N14/3, Kat 2-9 Levent, Beşiktaş, İstanbul and registered with İstanbul Trade Registry Office under Registration No 480474 in order to audit our company's financial statements in account year 2019 and to perform other activities within the scope of the relevant regulations in such laws and to submit such appointment to the approval of the General Assembly.				

We hereby declare that the above statements are in conformity with the principles stipulated by the applicable Material Event Disclosure Communiqué of the Capital Markets Board, that they reflect the information on the subject/subjects received by our party; that such information conforms to our books, records and documents, that we endeavor for obtaining complete and correct information in this regard and that we are responsible for these statements.

TAT GIDA SANAYİ A.Ş.

Disclosure on Dividend Distribution Procedures

Sent on: 15.02.2019 00:41:21

Announcement Type: Material Disclosure

Year:

Period:

Summary Information		Proposal of Dividend Distribution for year 2018			
Is this an update disclosure?		No			
Is this a correction disclosure?		No			
Is this a postponed disclosure?		No			
Date of the Board Resolution		14.02.2019			
Type of Cash Dividend Payment		Will not be Paid			
Currency		TRY			
Stock Dividend Payment		Will not be Paid			
Amount and Rate of Cash Dividend Payment					
Share Group Info	Payment	Cash Dividend To Be Paid For Share With Par Value of 1 TL Gross (TL)	Cash Dividend To Be Paid For Share With Par Value of 1 TL Gross (%)	Cash Dividend To Be Paid For Share With Par Value of 1 TL Net (TL)	Cash Dividend To Be Paid For Share With Par Value of 1 TL Net (%)
TATGD, TRATATKS91A5		0	0	0	0
Amounts and Rates of Stock Dividend Payment					
Share Group Info	Amount of Stock Dividend (TL)	Rate of Stock Dividend (%)			
TATGD, TRATATKS91A5	0	0			
Additional Disclosures					
During the meeting of our Board of Directors dated 14.02.2019:					
the financial statements pertaining to the account period between 1st January & 31st December 2018 issued in accordance with the Accounting/Financial Reporting Standards of Turkey and audited by KPMG Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. were examined and approved and it was considered appropriate to submit the same to the General Assembly for approval.					
As a result of examination of such financial statements and the financial statements of Tat Gıda Sanayi A.Ş. that are issued according to the records kept in accordance with the provisions of Tax Procedures Code (TPC):					
it is seen that the net period profit is found as TRY 38.576.777 according to the financial statements issued in accordance with Accounting/Financial Reporting Standards of Turkey and TRY 15.650.772,95 according to the records under the TPC; and it is decided that:					
a. the primary legal reserve of 5%, which should be reserved under article 519 of the Turkish Commercial Code, be reserved as TRY 782.538,65 out of the net period profit found as a result of the records under the Tax Procedures Code,					
b. and it is also seen that, the dividend is assessed as TRY 38.490.598,41, which is found by deducting the first order primary legal reserve amounting to 782.538,65 from the net profit found according to the financial statements issued in accordance with Accounting/Financial Reporting Standards of Turkey amounting to TRY 38.576.777, and by adding the donations amounting to TRY 696.360,06,					
and that the net profit of TRY 15.650.772,95 found as a result of the financial statements issued according to the records under the Tax Procedures Code yields the net distributable profit amounting to TRY 14.868.234,30 after deducting the first order primary legal reserve amounting to TRY 782.538,65; and accordingly, it is decided to seek our shareholders' approval during the General Assembly:					
to reserve TRY 14.868.234,30, which is the amount remaining after the primary legal reserve reserved from the current year's profit found according to the records under the Tax Procedures Code, as extraordinary reserve; and to include the amount of TRY 37.794.238,35, which remains after the primary legal reserve according to the financial statements issued based on Accounting/Financial Reporting Standards of Turkey, into the retained earnings,					
c. in accordance with Capital Market Legislation and article 19 of the Articles of Association and the Profit Distribution Policy of our Company, with respect to which our shareholders were informed during the General Assembly dated 13.03.2018, and with due consideration of long-term strategies, investment, cash and financing policies of our Company.					
Documents Attached					
ATTACHMENT: 1	DIVIDEND DISTRIBUTION STATEMENT.pdf				
DIVIDEND DISTRIBUTION STATEMENT					
TAT GIDA SANAYİ A.Ş. Dividend Distribution Statement for Period 01.01.2018/31.12.2018 (TL)					
1. Paid-in/Issued Capital	136.000.000				
2. Total Legal Reserve Fund (According to Legal Records)	24.922.716,09				
Information on privileges in dividend distribution, if any, in the Articles of Association	None				
*	According to CMB	According to Legal Records			
3. Period Profit	41.394.953	19.038.793,89			
4. Taxes (-)	2.818.176	3.388.020,94			
5. Net Profit for the Period	38.576.777	15.650.772,95			
6. Losses in Previous Years (-)	0	0			
7. Primary Legal Reserve (-)	782.538,65	782.538,65			
8. Net Distributable Period Profit	37.794.238,35	14.868.234,30			
Dividend Advance Distributed Within the Year (-)	0				
Dividend Advance Less Net Distributable Current Period Profit/Loss	0				
9. Donations within the Year (+)	696.360,06				
10. Net Distributable Period Profit Including the Donations	38.490.598,41				
11. First dividend to Shareholders	0				
* Cash	0				
* Bonus	0				

12. Dividend Distributed to Privileged Shareholders	0	0
13. Other Dividend Distributed	0	0
* to the Employees	0	0
* to the Members of the Board of Directors	0	0
* to Non Shareholders	0	0
14. Dividend Distributed to Owners of Dividend Shares	0	0
15. Second Dividend to Shareholders	0	0
16. Primary Legal Reserve	0	0
17. Statutory Reserves	0	0
18. Special Reserves	0	0
19. Extraordinary Reserves	37.794.238,35	14.868.234,30
20. Other Distributable Resources	0	0

Dividend Rates Statement

Share Group	TOTAL DIVIDEND DISTRIBUTED - CASH (TRY) - NET	TOTAL DIVIDEND DISTRIBUTED - BONUS (TRY)	TOTAL DIVIDEND DISTRIBUTED / NET DISTRIBUTABLE PERIOD PROFIT (%)	DIVIDEND CORRESPONDING TO A SHARE WITH PAR VALUE OF TL 1 - AMOUNT - NET (TRY)	DIVIDEND CORRESPONDING TO A SHARE WITH PAR VALUE OF TL 1 - RATE - NET (%)
--	0	0	0	0	0
TOTAL	0	0	0	0	0

Comments for the Dividend Distribution Statement

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We hereby declare that the above statements are in conformity with the principles stipulated by the applicable Material Event Disclosure Communiqué of the Capital Markets Board, that they reflect the information on the subject/subjects received by our party; that such information conforms to our books, records and documents, that we endeavor for obtaining complete and correct information in this regard and that we are responsible for these statements.

TAT GIDA SANAYİ A.Ş.**Disclosure on General Assembly Procedures**

Sent on: 15.02.2019 00:59:55

Announcement Type: Material Disclosure

Year:

Period:

Summary Information	Date, Agenda and Announcement Documents for the Ordinary General Assembly
Is this an update disclosure?	No
Is this a correction disclosure?	No
Is this a postponed disclosure?	No
Announcement for the General Assembly	
Type of General Assembly	Ordinary General Assembly
Account Period Start Date	1.01.2018
Account Period Ending Date	31.12.2018
Resolution Date	14.02.2019
General Assembly Date	11.03.2019
General Assembly Time	14:00
Deadline for Shareholding in order to attend General Assembly	10.03.2019
Country	Turkey
City	İSTANBUL
District	ŞİŞLİ
Address	Divan İstanbul Oteli, Askerocağı Caddesi No:1 Elmadağ
Agenda Items	
1 - Opening and appointment of the Chair of the Assembly,	
2 - Presentation, negotiation and approval of 2018 Annual Activity Report issued by the Board of Directors of the Company,	
3 - Presentation of the Independent Audit Report Summary related to year 2018 accounting period,	
4 - Presentation, negotiation and approval of the Financial Statements related to year 2018 accounting period,	
5 - Release of the members of the Board of Directors for the activities of the Company in year 2018,	
6 - 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 2018, which is prepared within the framework of the Company's dividend distribution policy.	
7 - 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,	
8 - Informing the Shareholders about the "Remuneration Policy" for Members of the Board of Directors and Senior Managers under the Corporate Governance Principles as well as the payments made under the policy and approval of the same,	
9 - Determining the yearly gross remunerations for the members of the Board of Directors,	
10 - Approval of the Independent Audit Company elected by the Board of Directors under the Turkish Commercial Code and the regulations of the Capital Markets Board,	
11 - Informing the Shareholders about the donations of the Company in 2018 and determining upper limit for the donations to take place in 2019,	
12 - Informing the Shareholders about the guarantees, pledges and liens given in favor of the third parties, and incomes or benefits provided by the Company in 2018 as to the regulations of Capital Markets Board,	
13 - Permission for the shareholders, members of the Board of directors, and senior managers, who have control in management, and their spouses and relatives up to second generation by heritage or by marriage, within the framework of 395 and 396 of the Turkish Commercial Code and informing the shareholders about the transactions realized in 2018 in parallel with the Corporate Governance Principles of the Capital Market Code,	
14 - Comment and Opinions.	
Right Usage Processes Available in the Agenda	
Dividend Distribution	
General Assembly Announcement Documents	
ATTACHMENT: 1	DISCLOSURE NOTE.pdf – General Assembly Announcement Document
ATTACHMENT: 2	GENERAL ASSEMBLY ANNOUNCEMENT TEXT.pdf - Announcement Text
Additional Disclosures	
Ordinary General Assembly of our Company shall be held on 11.03.2019, Monday at 14:00 hours at the address Divan İstanbul Hotel, Asker Ocağı Cad. No: 1 Elmadağ, Şişli - İstanbul in order to look into the works undertaken in the activity year 2018 and to negotiate and decide upon the agenda provided hereinabove.	
Please find attached the announcement text for General Assembly, which includes the agenda and power of attorney as well, and the Disclosure Notes containing the disclosures necessary for compliance with the regulations by the Capital Market Board.	

We hereby declare that the above statements are in conformity with the principles stipulated by the applicable Material Event Disclosure Communique of the Capital Markets Board, that they reflect the information on the subject/subjects received by our party; that such information conforms to our books, records and documents, that we endeavor for obtaining complete and correct information in this regard and that we are responsible for these statements.

DISCLOSURE NOTE ON THE ORDINARY GENERAL ASSEMBLY OF TAT GIDA SANAYI A.Ş. FOR YEAR 2018 HELD ON 11.03.2019

1. ANNOUNCEMENT FOR THE ORDINARY GENERAL ASSEMBLY DATED 11.03.2019

Ordinary General Assembly of our Company shall take place on 11.03.2019, Monday at 14:00 hours at the address Divan Istanbul Oteli, Askerocağı Cad. No: 1 Elmadağ-Şişli/Istanbul (Tel: 0212 315 55 00, Fax: 0212 315 55 15) in order to review the activities of year 2018 and to discuss and resolve the following agenda.

Disclosure Note that contains the Financial Statements of year 2018, 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.tr 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, 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.tr or our Company's Head Office (Tel: 0216 430 01 42) 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.

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

2. OUR ADDITIONAL DISCLOSURES UNDER CMB REGULATIONS

Out of the additional disclosures that must be made according to the “Communique on the Corporate Governance” No: II-17.1 of the Capital Markets Board (“CMB”) that has entered into force on the 3RD of January in 2014, the ones that are related to the agenda topics are made in the following agenda topic and other compulsory general disclosures are submitted to your information below:

2.1. Shareholding Structure and Voting Rights

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

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

Shareholder	Share Amount (TRY)	Capital Ratio (%)	Voting Right (Number)	Voting Right Ratio (%)
Koç Holding A.Ş.	59.364.947	43,7	5.936.494.700	43,7
Public Quotation	56.312.844	41,4	5.631.284.400	41,4
Kagome Co Ltd	5.071.168	3,7	507.116.800	3,7
Temel Ticaret ve Yatırım A.Ş.	4.427.889	3,3	442.788.900	3,3
Sumitomo Corp.	2.077.983	1,5	207.798.300	1,5
Other	8.745.169	6,4	874.516.900	6,4
Total	136.000.000	100	13.600.000.000	100,0

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

None.

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

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

No such demand has been communicated for the Ordinary General Assembly, where activities of year 2018 will be discussed.

3. OUR DISCLOSURES ON THE AGENDA ITEMS OF THE ORDINARY GENERAL ASSEMBLY DATED 11.03.2019

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 2018 Annual Activity Report issued by the Board of Directors of the Company,

Information shall be provided about the Activity Report of Year 2018 including the Corporate Governance Compliance Report, which has 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 for three weeks preceding the General Assembly under the Turkish Commercial Code, Regulations and regulations relating to Capital Markets Board, and it shall be submitted to the opinions and approval of our shareholders.

3. Presentation of the Independent Audit Report Summary related to year 2018 accounting period,

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 for three weeks preceding the General Assembly.

4. Presentation, negotiation and approval of the Financial Statements related to year 2018 accounting period,

Information shall be provided about our financial reports and financial statements issued according to the Tax Procedures Code, 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 for three weeks preceding the General Assembly under the Turkish Commercial Code, Regulations and regulations relating to Capital Markets Board Code, and they shall be submitted to the opinions and approval of our shareholders.

5. Release of the members of the Board of Directors for the activities of the Company in year 2018,

The release of members of our Board of Directors one by one for their activities, transactions and accounts in 2018 shall be submitted to the approval of the General Assembly within the framework of the provisions of Turkish Commercial Code and the Regulations.

6. 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 2018, which is prepared within the framework of the Company's dividend distribution policy,

According to our financial statements pertaining to the account period 01.01.2018-31.12.2018 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 Board and audited by KPMG Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., a "Net Profit for Period" of TRY 38.576.777 is obtained and our suggestion for distribution attached, which is issued with due consideration of the long-term strategy, investment, cash and financing policies of our Company, standing in terms of profitability and cash and according to the Dividend Communique No II.19.1 and the Dividend Distribution Statement format included in the Dividend Guide announced under such communique, is given in ATTACHMENT/1.

7. 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,

The new members of the Board of Directors shall be elected to replace the members, whose period in office expired, under the Capital Markets Board Regulations, Turkish Commercial Code and

Regulations with due consideration of the principles contained in the articles of association regarding the election of the members for the Board of Directors. Moreover, independent members shall be elected to ensure compliance with the Communiqué on the Corporate Governance No: II-17.1 of the Capital Markets Board.

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

Two Members 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.

Ms. Fatma Füsün Akkal Bozok and Mr. M. Sait Tosyalı are nominated for the position of Independent Members of the Board of Directors by a decision made by our Board of Directors upon the suggestion of our Corporate Governance Committee that duly took into consideration the candidates communicated to them.

The backgrounds of our candidates for Board of Directors and declarations of independence of our candidates for independent board members are provided in ATTACHMENT/2.

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

Under the Mandatory Principle numbered 4.6.2 of Corporate Governance of the Capital Markets Board, the principles for the remunerations of the members of the Board of Directors and senior managers should be laid down in writing and should be submitted to the shareholders to inform them during General Assembly as a separate item, enabling the shareholders to state their opinions in this respect. The remuneration policy issued for this purpose is provided in ATTACHMENT/3. Footnote 25 of our financial reports pertaining to activity year 2018, on the other hand, contains information on the benefits provided to the members of the Board of Directors and Senior Managers by Tat Gıda Sanayi A.Ş. in year 2018.

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

The monthly gross remuneration payable to the members of the Board of Directors in activity year 2019 shall be determined by our shareholders within the scope of our Remuneration Policy submitted to the approval of the shareholders under the item no 8 on the agenda.

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

According to the Turkish Commercial Code and Capital Markets Board regulations, during the meeting of our Board of Directors dated 14.02.2019, a decision was made to appoint KPMG Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. to audit the financial reports of our Company in account period 2019 and to engage in other activities within the scope of the respective regulations under the applicable laws by also consulting the Audit Committee and such election shall be submitted to the approval of the General Assembly.

11. Informing the Shareholders about the donations of the Company in 2018 and determining upper limit for the donations to take place in 2019,

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

be made during the general assembly. Donations to foundations and associations amounted to TRY 696.360,06 in year 2018. Out of such amount, TRY 284.694,49 was donated to the Basic Needs Association (Food Banking), TRY 200.000 to Vehbi Koç Foundation, TRY 145.159,84 to Koç University and the balance was donated to various other institutions and organizations. Moreover, the upper limit for the donations for year 2019 shall also be set by the general assembly.

12. Informing the Shareholders about the guarantees, pledges and liens given in favor of the third parties, and incomes or benefits provided by the Company in 2018 as to the regulations of Capital Markets Board,

Under article 12 of the Corporate Governance Communiqué No II-17.1 of the Capital Markets Board, guarantees, pledges, mortgages and sureties granted by our Company and/or Affiliates to the favour of third persons and any income or benefits obtained should be included as a separate item in the agenda of the general assembly, and this matter is covered in footnote 15 of our Financial Statements dated 31.12.2018.

13. Permission for the shareholders, members of the Board of directors, and senior managers, who have control in management, and their spouses and relatives up to second generation by heritage or by marriage, within the framework of 395 and 396 of the Turkish Commercial Code and informing the shareholders about the transactions realized in 2018 in parallel with the Corporate Governance Principles of the Capital Market Code,

The Members of the Board of Directors of our Company may engage in transactions included within the scope of paragraph 1 of article 395 named "Prohibition of Engaging in Transactions with the Company and becoming Indebted to the Company" and article 396 named "Prohibition of Competition" of the Turkish Commercial Code only upon the approval of the General Assembly.

Under Corporate Governance Principle numbered 1.3.6 of the Capital Markets Board, if the shareholders, who control the management, the Members of the Board of Directors, executives with administrative responsibilities and their spouses and relatives by blood or marriage up to second generation engage in transactions that may cause a conflict of interest with the company or the affiliates and/or engage in any transaction of business type in the same field with the company or the affiliates or becomes a shareholder of another company engaging in the same type of trading activities as a partner with unlimited responsibility, then such transactions are included in the agenda of the general assembly so that the general assembly may be informed about the same in details and the matter is entered into the minutes of general assembly.

In order to ensure due performance under such regulations, granting of such authorization shall be submitted to the General Assembly for approval by our shareholders. Moreover, our shareholders shall be informed about any transactions of such nature to take place within the year; and some of the shareholders, who control the management, members of the board of directors, executives with administrative responsibilities and their spouses and relatives by blood and by marriage act as the members of the board of directors or executive in some other Koç Group companies, including those engaging in similar activities with those of our Company. In 2018, there was no important transaction requiring disclosure within the scope of principle 1.3.6 of the Corporate Governance Communiqué.

14. Comment and Opinions.

ATTACHMENTS _____ :

ATTACHMENT/1 Proposal of the Board of Directors Regarding Dividend Distribution for Year 2018 and the Proposed Dividend Distribution Statement

ATTACHMENT/2 Backgrounds of the Candidate Members of the Board of Directors and Independence Declarations of the Independent Members of the Board of Directors

ATTACHMENT/3 Remuneration Policy for Senior Managers and Members of the Board of Directors

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.

01.01.2018 - 31.12.2018 ACCOUNT PERIOD DIVIDEND DISTRIBUTION PROPOSAL

Annex to the Board resolution dated 14.02.2019 with the number 2019/07.

Tat Gıda Sanayi A.Ş. Dividend Distribution Statement for Year 2018 (TRY)			
1. Paid-in/Issued Capital		136.000.000,00	
2. Total Legal Reserve Fund (According to Legal Records)		24.922.716,09	
Information on privileges in dividend distribution, if any, in the Articles of Association		-	
		According to CMB	According to Legal Records
3.	Period Profit	41.394.953,00	19.038.793,89
4.	Taxes (-)	2.818.176,00	3.388.020,94
5.	Net Profit for the Period (=)	38.576.777,00	15.650.772,95
6.	Losses in Previous Years (-)	0,00	0,00
7.	Primary Legal Reserve (-)	782.538,65	782.538,65
8.	NET DISTRIBUTABLE PERIOD PROFIT (=)	37.794.238,35	14.868.234,30
9.	Donations within the Year (+)	696.360,06	0,00
10.	Net Distributable Period Profit Including the Donations	38.490.598,41	14.868.234,30
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.	Primary Legal Reserve	0,00	0,00
17.	Statutory Reserves	0,00	0,00
18.	Special Reserves	0,00	0,00
19.	EXTRAORDINARY RESERVES	37.794.238,35	14.868.234,30
20.	Other Distributable Resources	0,00	0,00

**BACKGROUNDS OF THE CANDIDATE MEMBERS OF THE BOARD OF DIRECTORS AND
INDEPENDENCE DECLARATIONS OF THE INDEPENDENT CANDIDATES**

Semahat S. Arsel

Starting her business life as the Member of the Board of Directors of Koç Holding in 1964, Ms. Semahat Arsel still maintains this position. In addition, she is the Chair of the Board of Directors of Vehbi Koç Foundation and Divan Group, President of Semahat Arsel Nursery Training and Research Center and the founder of Koç University Health College. On the other hand, she is also a Member of the Board of Directors of some other Koç Group companies. On the other hand, she is the Second President of Florence Nightingale Foundation and a Member of the Board of Trustees of the Turkish Education Volunteers Foundation (TEGV). Semahat S. Arsel has been conferred upon the title of “Honorary Doctorate” by Istanbul University.

Rahmi M. Koç

He got his higher education in the Business Administration Department of in John Hopkins University (USA). Having started his career in 1958 by working at Otokoç Inc., an affiliated company of Koç Group, Mr. Rahmi M. Koç then served in different senior positions within Koç Holding. In 1980, he was elected as the CEO and then was appointed as the Chairman of Board of Directors in Koç Holding in 1984. Starting from 2003, he continued working with the title of Honorary President for Koç Holding. Mr. Rahmi M. Koç served as President for the International Chamber of Commerce during 1995-1996 and currently he has been also serving as Deputy President for Board of Trustees of Vehbi Koç Foundation, Honorary President for Board of Trustees of Koç University, Founder and Chairman of Board of Directors for Rahmi M. Koç Museum and Culture Foundation, Chairman of Board of Directors for VKV American Hospital, Founding Member and Honorary President for TURMEPA/ Deniz Temiz Association, Honorary President for TÜSIAD Supreme Consultation Council, Member for TISK Advisory Group, Honorary Member for Foreign Policy Association, Member of Honorary Board of Trustees of New York Metropolitan Art Museum and Founding Member for Global Relations Forum Association.

Ömer M. Koç

He was graduated from the Columbia College (USA) with BA degree. He worked in Kofisa Trading for one year. He got MBA degree from Columbia Business School (1989). After working for Ramerica International Inc., he joined to Koç Group in 1990 and occupied senior level positions such as Director at Gazal A.Ş., Financing Coordinator at Koç Holding, Vice-Chairman and Chairman of Energy Group. In 2004, he became the Board Member of Koç Holding. In May 2008, he served as the Vice-Chairman of Board of Directors. He has been working as the Chairman of the Board of Koç Holding since February 2016. At the same time, he is serving as the President of the Board of Trustees of Turkish Education Foundation, President of Geyre Foundation, President for Yapı Kredi Cultural Activities, Arts and Publishing and Chairman of Board of Directors for Tüpraş.

Ali Y. Koç

He studied in the Management Faculty of Rice University (USA), followed by the master’s degree program in Harvard University (USA). Starting his business life with Manager Training Program of American Express Bank in 1990, he worked as an analyst for Morgan Stanley Investment Bank between 1992 and 1994. He started to work at Koç Holding as the New Business Development Coordinator under Koç Holding Strategic Planning Group in 1997; and he served at senior positions such President of Koç Holding Information Group and President of Corporate Communication and Information Group until 2010. Being a Member of the Board of Directors of Koç Holding for over 8 years, Mr. Ali Y. Koç has also been the Vice Chairman of the Board of Directors of Koç Holding since February 2016. On 1 April 2016, he became the

Chairman of the Board of Directors of Koç Finansal Hizmetler ve Yapı Kredi Bankası. Mr. Ali Y. Koç is also the Chairman of Board of the companies Ark İnşaat, Bilkom, Digital Panorama, Ford Otosan, Koç Bilgi ve Savunma Teknolojileri, Koç Sistem, Koçtaş, Otokar, Otokoç and Setur. In addition to these positions, he is also the President of Fenerbahçe Sports Club, President of National Competition Researches Foundation – URAK-, Member of the Board of Directors of Endeavor Foundation, Member of the Board of Directors of DEİK and Vice-Chairman of the Board of Directors of TUSIAD in order to contribute to economic and social development of our country. He is also a Member of Global Advisory Council of Harvard University, Bank of America and CFR, and an Advisor for Chatham House; and he represents Turkey in CBI – Confederation of British Industry.

Caroline N. Koç

She graduated from St. George's School, Babson College Faculty of Management in Switzerland. She can speak English, Turkish, French, Italian and Swedish. She was the executive of Edwards of Hisar in 1992-1998 period. She founded İlkadım Child Education and Game Centre in between 1998 and 2003 and also operated it. She founded Haremlique Istanbul in 2008 and Selamlıque Turkish Coffee House in 2009 and is still the Board Chair of both companies. She is the Board Member of Tohum Foundation, Founding Member of Tina Foundation and Founding Member of Contemporary Education Foundation. She has become a Board Member in Koç Holding in 2016.

Levent Çakıroğlu

Completed bachelor's degree studies in Ankara University, Faculty of Political Sciences, Department of Business Administration, and received his postgraduate degree in University of Illinois. He started his business life in 1988 as an Accounts Specialist in the Ministry of Finance. In 1997 and 1998, he worked as a half-time academician at Bilkent University and as the Assistant Chairman of the Financial Crimes Investigation Board of the Ministry of Finance. He joined Koç Holding in 1998 as the Financial Group Coordinator and served as the General Director of Koçtaş between 2002 and 2007, General Director of Migros in 2007 and 2008, General Director of Arçelik between 2008 and 2015 and Chairman of the Koç Holding Consumer Durables Group between 2010 and 2015. Appointed as the Koç Holding Deputy CEO in February 2015, Çakıroğlu has been acting as Koç Holding CEO since April 2015. He has become a Board Member in Koç Holding in 2016.

İ. Tamer Haşimoğlu

After completing his studies at the Mechanical Engineering Department of Istanbul Technical University, he continued his studies with the Master's Degree Program in International Business Administration at the School of Business Institute of Business Administration of Istanbul University. Starting his business life as a Training Staff Member at the Planning and Coordination Division of Koç Holding in 1989, he then assumed the positions of an Expert, a Director and a Coordinator. Becoming the Vice Chairman of Koç Holding Strategic Planning Group in January 2004, Mr. Haşimoğlu continued his work as the President of Koç Holding Strategic Planning Division between May 2004 and April 2011. Since April 2011, he has been the President of Tourism, Food and Retail Group of Koç Holding. He is a Member of the Board of Directors in various companies of Koç Group and also has memberships in TUSIAD and Tourism Investors Foundation (TYD); he is also Member of the Board of Trustees HEV and a Member of the Board of Directors of İMEAK Chamber of Shipping.

Fatma Füsün Akkal Bozok

After getting her Bachelor's Degree at Business Administration Department of Istanbul University, she got her Master's Degree in Business Administration at Bosphorus University, followed by the PhD degree in Business Administration Department of Istanbul University. She started her business life in 1980 at Arthur Andersen Consulting. She acted as an Auditor at Internal Audit Coordination Dept. of Koç Holding in 1983 to 1992. Working as an Audit Coordinator between the years 1992 and 2003, Ms. Füsün Bozok was appointed as the Financial Director in 2003. Meanwhile, she also was the Project Manager within the scope of MIS Project of Koç Group in 1995 to 1996. Ms. Bozok continued her career as an adjunct professor in Audit of Computer Systems and International Finance at Koç University in 2006 to 2008. Since 2008, she

has been an adjunct professor at International Finance and Audit Department at Sabancı University. Ms. Füsün Bozok was appointed as a Member of the Board of Directors of Yapı Kredi Bankası in 2004. At the same time, she has been an independent Member of the Board of Directors of Akiş GYO and Bizim Toptan since 2017 and of Tat Gıda, Izocam and Ford Otosan since 2018. Bozok holds Credit Rating, Corporate Governance, Advanced Level and Derivative Licenses of the Capital Market Board.

M. Sait Tosyalı

Having completed his high school studies, which he started at Tarsus American College, at Columbia High School, Texas-USA, where he visited through an AFS Exchange Program, Mr. Sait Tosyalı completed his Higher Education Studies at Boğaziçi University at Departments of Industrial Engineering (Bachelor's Degree) and Business Administration (Master). During his employment at Koç Holding, he specialized in Strategic Planning and Project Management; and he was involved in the feasibility, tender and management processes of the privatization, growth and company acquisition projects of the Consumption Group in parallel with the strategies of the Group. He was also involved in the management of the companies with foreign shareholders established in order to engage in activities in the Packing and Real Estates sectors.

Acting as the general manager at the Consumption, Energy and Construction companies of the Group, Mr. Tosyalı then managed the operations of the German Linde Gas Company, an Industrial Gas Manufacturer, in Turkey, Kazakhstan and Jordan; he assumed responsibilities in merging and management of multinational and trans-frontier companies of different cultures. He also worked as the Vice Chairman of the Board of Directors and Executive Director of Linde Gaz A.Ş.

Accepting the position of General Manager of the Education Volunteers Foundation of Turkey as of September 2017, Mr. Sait Tosyalı is also the President of the Board of Trustees of Health and Education Foundation, and he also has been a Member of the Board of Directors and Chairman of the Audit Board of the Foundation during various periods. Being an independent member of the Board of Directors of Tat Gıda Sanayi A.Ş. and Yapı Kredi Koray A.Ş., Tosyalı is married and is the father of one child.

Takashi Hashimoto

He completed his Higher Education at Gifu University, Master of Agriculture Department. He started his business life at Kagome Co. Ltd in April 1983; and he became Plant Manager of Kagome Shizuoka Plant in April 2001; Plant Manager of Kagome Kozakai Plant in April 2003; General Manager of Production Technology Department in April 2005; General Manager of Production and Purchasing Planning Department in October 2008; General Manager of Corporate Planning Department in April 2012; Member of the Executive Board, General Manager of Corporate Planning Department of Kagome Co., Ltd. in April 2013. He has been acting as the Member of the Executive Board, Director of Production and Purchasing Department since October 2017.

Arzu Aslan Kesimer

She graduated from the Department of Economics (English) of Marmara University and she completed her postgraduate studies at Boğaziçi University, Faculty of Social Sciences, Department of Economics. Having started her business life in 1992 at Marmara Bankası, Ms. Arzu Aslan Kesimer joined the Koç Group in 1995 with her position at Koçtaş Yapı Marketleri A.Ş., and she served as the Marketing Manager and Marketing and Store Planning Director, respectively, until 2010. She served as the Vice General Director in Charge of Commerce for Koçtaş Yapı Marketleri A.Ş. in 2010 and 2011. She has been the General Manager of Tat Gıda Sanayi A.Ş. since 1st November 2011. Ms. Kesimer, who is the Vice Chairman Founding Member of Women in Board Foundation, has memberships in TOBB Woman Entrepreneurs Board, TUSIAD, ISO Assembly and she is also the Chairman of the Professional Committee.

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,
- g) 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,
- ğ) 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,
- h) I haven't been registered and announced on behalf of the legal entity, who has been appointed as the Board member.

07.02.2019

Fatma Füsün Akkal Bozok

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,
- g) 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,
- ğ) 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,
- h) I haven't been registered and announced on behalf of the legal entity, who has been appointed as the Board member.

08.02.2019

M.Sait Tosyalı

REMUNERATION POLICY FOR SENIOR MANAGERS AND MEMBERS OF THE BOARD OF DIRECTORS

This policy document defines the remuneration system and practices for our members of the Members of the Board of Directors and Senior Managers within the scope of those with an administrative responsibility within the scope of the Capital Markets Board regulations.

Each year, fixed remuneration is determined during general assembly, which shall be valid for all the members of the Board of Directors.

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

The Chairman and the Members of the Executive Committee of the Company that will effectively support the Board of Directors in all respects relating to the operation of the Company may be granted a benefit in an amount determined within the framework of the opinion of the Corporate Governance Committee, taking into consideration their contributions, attendance to meetings and functions at the end of a year. If the Members of the Executive Committee are made any payment within this scope during the year, such payments shall be deducted from the amount determined at the end of the year.

For remuneration of the independent members of the board of directors, payment plans based on the performance of the company may not be used.

The Members of the Board of Directors are made payments on a pro rata basis with consideration of the period in office with regards to date of their appointment and leaving. 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, consist of two elements, being fixed and performance-based.

The fixed remunerations for Senior Managers are determined in accordance with international standards and legal liabilities with due consideration of the macroeconomic data in the market, remuneration policies applicable in the market, company size and long-term goals and positions of the people.

Senior Manager premiums, on the other hand, are calculated based on premium basis, company performance and individual performance. The information related to the criteria is summarized below:

- **Premium Basis:** Premium Basis is updated on each New Year's Day and varies depending on the job size of the management position. While updating premium basis, the senior management premium policies in the market are taken into consideration.
- **Company Performance:** Company performance is obtained by measuring the financial and operational (market share, export, activities abroad, efficiency etc.) set for the company on each New Year's Day at the end of the period. While setting the company's goals, sustainable success and improvements as compared to the preceding years are principles that are taken into consideration with emphasis.
- **Individual Performance:** In determining the individual performance, the employee, customer, process, and technology goals and long-termed strategies are taken into consideration. In measuring the individual performance, the principle of long-term sustainable improvement is taken into consideration in parallel with the company performance and in addition to financial areas.

If Senior Managers of our company quit, then a bonus can be paid for quitting with due consideration of their period in office, their period in office as a senior manager, their respective contributions, the last target bonus at the time of quitting and the salary and bonus paid during their last year.

Total amounts determined according to the foregoing principles and paid to the Senior Managers and Members of the Board of Directors are submitted to the information and/or approval of the shareholders during the general assembly to follow in accordance with the legislation.

**FROM CHAIR OF BOARD OF DIRECTORS OF TAT GIDA SANAYI A.Ş.
ANNOUNCEMENT FOR THE ORDINARY GENERAL ASSEMBLY DATED 11.03.2019**

Ordinary General Assembly of our Company shall take place on 11.03.2019, Monday at 14:00 hours at the address Divan Istanbul Oteli, Askerocağı Cad. No: 1 Elmadağ-Şişli/Istanbul (Tel: 0212 315 55 00, Fax: 0212 315 55 15) in order to review the activities of year 2018 and to discuss and resolve the following agenda.

Disclosure Note that contains the Financial Statements of year 2018, 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 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, 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 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.

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 11.03.2019 OF
TAT GIDA SANAYI A.Ş.**

1. Opening and appointment of the Chair of the Assembly,
2. Presentation, negotiation and approval of 2018 Annual Activity Report issued by the Board of Directors of the Company,
3. Presentation of the Independent Audit Report Summary related to year 2018 accounting period,
4. Presentation, negotiation and approval of the Financial Statements related to year 2018 accounting period,
5. Release of the members of the Board of Directors for the activities of the Company in year 2018,
6. Approval, approval through amendment or refusal of the proposal of the Board of Directors about the distribution of profit and the date of distribution of the profit for year 2018, which is prepared within the framework of the Company's profit distribution policy.
7. 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,
8. Informing the Shareholders about the "Remuneration Policy" for Members of the Board of Directors and Senior Managers under the Corporate Governance Principles as well as the payments made under the policy and approval of the same,
9. Determining the yearly gross remunerations for the members of the Board of Directors,
10. Approval of the Independent Audit Company elected by the Board of Directors under the Turkish Commercial Code and the regulations of the Capital Markets Board,
11. Informing the Shareholders about the donations of the Company in 2018 and determining upper limit for the donations to take place in 2019,
12. Informing the Shareholders about the guarantees, pledges and liens given in favor of the third parties, and incomes or benefits provided by the Company in 2018 as to the regulations of Capital Markets Board,
13. Permission for the shareholders, members of the Board of directors, and senior managers, who have control in management, and their spouses and relatives up to second generation by heritage or by marriage, within the framework of 395 and 396 of the Turkish Commercial Code and informing the shareholders about the transactions realized in 2018 in parallel with the Corporate Governance Principles of the Capital Market Code,
14. Comment and Opinions.

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 11.03.2019, Monday at 14:00 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 2018 Annual Activity Report issued by the Board of Directors of the Company,			
3. Presentation of the Independent Audit Report Summary related to year 2018 accounting period,			
4. Presentation, negotiation and approval of the Financial Statements related to year 2018 accounting period,			
5. Release of the members of the Board of Directors for the activities of the Company in year 2018,			
6. Approval, approval through amendment or refusal of the proposal of the Board of Directors about the distribution of profit and the date of distribution of the profit for year 2018, which is prepared within the framework of the Company's profit distribution policy.			
7. 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,			
8. Informing the Shareholders about the "Remuneration Policy" for Members of the Board of Directors and Senior Managers under the Corporate Governance Principles as well as the payments made under the policy and approval of the same,			
9. Determining the yearly gross remunerations for the members of the Board of Directors,			

10. Approval of the Independent Audit Company elected by the Board of Directors under the Turkish Commercial Code and the regulations of the Capital Markets Board,			
11. Informing the Shareholders about the donations of the Company in 2018 and determining upper limit for the donations to take place in 2019,			
12. Informing the Shareholders about the guarantees, pledges and liens given in favor of the third parties, and incomes or benefits provided by the Company in 2017 as to the regulations of Capital Markets Board,			
13. Permission for the shareholders, members of the Board of directors, and senior managers, who have control in management, and their spouses and relatives up to second generation by heritage or by marriage, within the framework of 395 and 396 of the Turkish Commercial Code and informing the shareholders about the transactions realized in 2018 in parallel with the Corporate Governance Principles of the Capital Market Code,			
14. Comment and Opinions.			

* 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.

TAT GIDA SANAYİ A.Ş.

Related Party Transactions

Sent on: 15.02.2019 17:56:56

Announcement Type: Material Disclosure

Year:

Period:

Summary Information

Related Party Transactions

Related Companies	[]			
Related Funds	[]			
Related Party Transactions				
Is this an update disclosure?				No
Is this a correction disclosure?				No
Date of the Disclosure Made Previously With This Regard				-
Is this a postponed disclosure?				No
Announcement Content				
Disclosures				
<p>Within the scope of article 10 of the Corporate Governance Communiqué No. II.17.1 of the Capital Markets Board (CMB), if the amount of the transactions between our Company and related parties that are extensive and continuous in any account period is expected to reach over 10% of the costs of sales found according to the latest annual financial statements publicly disclosed for -transactions of purchase-, or of the amount of the proceeds found according to the latest financial statements publicly disclosed -for transactions of sales-, then a report should be issued regarding the terms of transactions and comparison thereof with market conditions and whole or the conclusion section of such report should be disclosed in Public Disclosure Platform.</p> <p>Within this scope, as the proportion, which exceeded the determined rate in year 2018, is also expected to exceed the determined rate in account period 2019, it is resolved that the attached Related Party Transactions Report prepared for the transactions that took place in 2018 be adopted and be announced in Public Disclosure Platform and that transactions of the same nature continue in account period 2019 based on the principles given in the present Report.</p>				

We hereby declare that the above statements are in conformity with the principles stipulated by the applicable Material Event Disclosure Communiqué of the Capital Markets Board, that they reflect the information on the subject/subjects received by our party; that such information conforms to our books, records and documents, that we endeavor for obtaining complete and correct information in this regard and that we are responsible for these statements.

TAT GIDA SANAYİ A.Ş.
**REPORT REGARDING THE RELATED PARTY TRANSACTIONS THAT TOOK
PLACE IN YEAR 2018 AND THAT ARE EXPECTED TO TAKE PLACE IN YEAR 2019**

General Information

This report is issued within the scope of article 10 of the Corporate Governance Communiqué No. II.17.1 of the Capital Markets Board (CMB). Under the said article, if the amount of the transactions between the companies, whose shares are publicly traded, and affiliates of such companies and related parties that are extensive and continuous is expected to reach over 10%

a) of the costs of sales found according to the latest annual financial statements publicly disclosed for transactions of purchase,

b) of the amount of the proceeds found according to the latest financial statements publicly disclosed for transactions of sales,

then the Board of Directors of the publicly traded company should issue a report regarding the terms of transactions and comparison thereof with market conditions and whole or the conclusion section of such report should be disclosed in Public Disclosure Platform.

The purpose of this Report is to disclose the terms of transactions, which are expected to exceed the limits given in the Communiqué, considered to be undertaken by Tat Gıda Sanayi A.Ş. (our Company) with related parties in year 2019 as defined in Accounting Standard numbered 24 of Turkey (TAS 24) within the framework of CMB legislation, provided that such disclosures are not included in the scope of confidential secrets, and to show that no results are expected to be to the disadvantage of our Company as compared to the market conditions.

Detailed information on the transactions undertaken by our Company with the related parties in year 2018 is disclosed in footnote no 25 of our financial statements publicly disclosed in relation with our activities in year 2018, and such Report evaluates the conditions of the transactions that exceeded the limit of 10% of total transactions amount in account period 2019.

Information Regarding Tat Gıda Sanayi A.Ş.

Being Corporate Tax Payer of Büyük Mükellefler Tax Office Directorate under account no 8300038990, Tat Gıda is registered in Istanbul Trade Registry Office under no 96638. Tat Gıda established its first factory in 1967 in Bursa, Mustafakemalpaşa. Engaging in production of paste, ketchup, fruit juice, canned vegetables, ready-to-eat food, milk and dairy products, flour, semolina and pasta at the address Taşdelen Çamlık Mahallesi Sırrıçelik Bulvarı No:7 Çekmeköy/Istanbul, the company has 6 plants located at Mustafakemalpaşa and Karacabey in Bursa, and at Torbalı and Bornova in Izmir, and at Söke in Aydın. The capital of our company is TRY 136.000.000, and its shareholding is presented in the table below.

Shareholder	Share Amount (TRY)	Capital Ratio (%)	Voting Right	Voting Right Ratio (%)
Koç Holding A.Ş.	59.364.947	43,7	5.936.494.700	43,7
Public Quotation	56.312.844	41,4	5.631.284.400	41,4
Kagome Co Ltd	5.071.168	3,7	507.116.800	3,7
Temel Ticaret ve Yatırım A.Ş.	4.427.889	3,3	442.788.900	3,3
Sumitomo Corp.	2.077.983	1,5	207.798.300	1,5
Other	8.745.169	6,4	874.516.900	6,4
Total	136.000.000	100	13.600.000.000	100

Please find below the summary financial data for our Company for years 2016, 2017 and 2018.

TRY	31.12.2016	31.12.2017	31.12.2018
Total Assets	691.466.792	785.989.243	864.310.120
Equity of the Main Partnership	460.960.367	492.975.635	500.875.426

TRY	01.01.2016-31.12.2016	01.01.2017-31.12.2017	01.01.2018-31.12.2018
Proceeds	981.120.246	1.074.034.710	1.155.378.200
Costs of Sales	750.790.672	835.401.871	919.539.938
Net Period Profit	64.700.560	61.183.525	38.576.777

According to the data in question, a report should be issued by the Board of Directors for transactions of purchase exceeding the total amount of TRY 91.953.993 (2018 CSG *10%) in year 2019 and transactions of sale exceeding the total amount of TRY 115.537.820 (Proceeds of 2018*10%) under the Communiqué.

Information Regarding Düzey Tüketim Malları Sanayi Pazarlama ve Ticaret A.Ş.

Düzey Tüketim Malları Sanayi Pazarlama ve Ticaret Anonim Şirketi (Düzey) is registered in Istanbul Trade Registry Office under registration no 131496 and it engages in wholesale marketing and trade of food, drinks and cleaning products at Taşdelen Mah. Sırrı Çelik Bulvarı No:7 Çekmeköy Istanbul.

The Company is a tax payer under Büyük Mükellefler Tax Office Directorate under no 3230016157.

The company was founded on 25.02.1975 in order to market any non-durable consumer goods in order to focus on non-durable consumption market, especially including food. Starting out selling light bulbs, matches and Tat products, the company extended its organization in time, becoming one of the leading firms of the market with its turnover, profit and activities.

While engaging in sale and distribution of fast consumption goods with a long shelf life mostly until 1988, the company has also become responsible to sell and market Maret products starting from this year. Thus, the company established cold chain sale organizations serving directly to the retailers in cities Istanbul, Izmir, Ankara, Bursa, Adana and Antalya and also appointed sole vendors in other cities.

Starting from 01.12.1995, pasta branded Kartal, Lunch & Dinner, Pastavilla;

and starting from 01.06.1997, milk products branded Sek have been included in the product portfolio.

The company started to sell and distribute the products of Ferrero branded Nutella and Kinder on 25.07.2011.

Sales and distribution of Dardanel canned fish products started in the last quarter of year 2015

In the second half in year 2016, sales and distribution of potato chip products branded Pringles started.

To summarize, with vast knowledge of the market gained over 40 years, today the company has food products branded Tat, Sek, and Pastavilla produced by Tat in its portfolio. In addition, its portfolio also includes products branded Nutella, Kinder and Rocher, Maret products, canned fish products branded Dardanel and potato chip products branded Pringles.

Düzey, a Koç Group company, has a capital of TRY 5.766.000 and Tat has a share of 1.1% in Düzey. Düzey is not public.

Please find below the summary financial data for Company for years 2016, 2017 and 2018.

TRY	31.12.2016	31.12.2017	31.12.2018
Total Assets	564.843.936	658.046.653	545.876.103

TRY	01.01.2016-31.12.2016	01.01.2017-31.12.2017	01.01.2018-31.12.2018
Proceeds	1.594.709.548	1.688.287.153	1.762.190.414

Information Regarding the Terms of the Transactions between the Related Parties and Conformity with Market Conditions

Related Transactions with Düzey A.Ş.

Tat's domestic marketing and sale activities are performed by Düzey, a Koç Group company.

With the extensive, strong and reliable distribution network that Düzey offers to Tat, Tat has a chance to deliver the sector products that require refrigerated vehicles such as milk, butter, cheese, yogurt and delicatessen products to the consumers on due time and as fresh.

Our sales to Düzey in 2018 amounts to TRY 956.274.321, with a share of 82.77% in the turnover, and "Resale Pricing Method" is applied to determine the sale price. In this method, the price that is applicable for similar goods is found by the subtracting a reasonable gross sale profit (discount) from the price to be applicable in case of the resale of the goods or services in question to natural or legal persons that are unrelated. Therefore, this method, which can also be used for transactions involving different products as well, is accepted to yield reliable results, especially for transactions such as marketing and distribution, in which the related company sells the purchased goods and services to unrelated parties. Within this scope, it is the best method to use in our relations with Düzey, having the nature of a marketing and distribution company.

The trade relationship between Tat and Düzey is determined by an agreement of sale signed to be effective from 01.01.2017 and updated through protocols in parallel with any changes in the conditions. The conditions of work for Tat with Düzey, discount rates by products groups, periods and other conditions are determined clearly in this agreement. As also mentioned in the agreements, the products produced by Tat are dispatched from Tat plants to storages and distributors of Düzey with discounts. The price lists used for the final consumers are recommended by Tat according to market conditions. The discount rates applicable for Düzey are determined taking into consideration criteria such as the shelf life of the products in question, opportunities for marketing and distribution, conditions for transport and storage and also taking into account the functions and risks applicable at the time of transaction in accordance with the market conditions and the assumed risks and functions. The average term applied for the sales by the Company to Düzey Tüketim Malları Sanayi Pazarlama A.Ş. is 80 days and the discount rates and terms may vary according to the developments in the market.

Information Regarding the Transactions Expected to Exceed 10% of Our Company’s Proceeds/Costs of Sold Goods

Our Company’s related party transactions expected to exceed 10% will take place with Düzey A.Ş. during the account period 01.01.2019 and 31.12.2019, and please find below summary information on such transactions in the table below.

Related Party (Name/Business Name)	Nature of Transaction	Transaction Amount (TRY) (2018)	Proportion of the Transaction Amount to the Proceeds /CSG (2018)	Pricing /Profit Distribution Method
Düzey A.Ş.	Sales of Products	956.274.321	82,77	Resale Pricing Method

Result

The amount of our Company’s product sales transactions with Düzey A.Ş. that are extensive and continuous for account period 2019 are expected to reach over 10% of the proceeds as given in the financial statements for year 2018, being the latest financial statements disclosed publicly; and this report discloses the terms of transactions undertaken with the related companies and expected to continue under similar conditions in 2019, method to determine the price and grounds for choosing such method and provides information with respect to the conformity of the transactions with market conditions under article 10 of the Corporate Governance Communiqué No II.17.1 of the Capital Markets Board.

TAT GIDA SANAYİ A.Ş.**Disclosure on General Assembly Procedures**

Sent on: 11.03.2019 18:13:08

Announcement Type: Material Disclosure

Summary Information		Result of Ordinary General Assembly for Year 2018
Is this an update disclosure?		Yes
Is this a correction disclosure?		No
Is this a postponed disclosure?		No
Announcement for the General Assembly		
Type of General Assembly		Ordinary General Assembly
Account Period Start Date		1.1.2018
Account Period Ending Date		31.12.2018
Resolution Date		14.2.2019
General Assembly Date		11.3.2019
General Assembly Time		14:00
Deadline for Shareholding in order to attend General Assembly		10.3.2019
Country		Turkey
City		İSTANBUL
District		ŞİŞLİ
Address		Divan Istanbul Oteli, Askerocağı Caddesi No:1 Elmadağ
Agenda Items		
1 - Opening and appointment of the Chair of the Assembly,		
2 - Presentation, negotiation and approval of 2018 Annual Activity Report issued by the Board of Directors of the Company,		
3 - Presentation of the Independent Audit Report Summary related to year 2018 accounting period,		
4 - Presentation, negotiation and approval of the Financial Statements related to year 2018 accounting period,		
5 - Release of the members of the Board of Directors for the activities of the Company in year 2018,		
6 - 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 2018, which is prepared within the framework of the Company's dividend distribution policy.		
7 - 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,		
8 - Informing the Shareholders about the "Remuneration Policy" for Members of the Board of Directors and Senior Managers under the Corporate Governance Principles as well as the payments made under the policy and approval of the same,		
9 - Determining the yearly gross remunerations for the members of the Board of Directors,		
10 - Approval of the Independent Audit Company elected by the Board of Directors under the Turkish Commercial Code and the regulations of the Capital Markets Board,		
11 - Informing the Shareholders about the donations of the Company in 2018 and determining upper limit for the donations to take place in 2019,		
12 - Informing the Shareholders about the guarantees, pledges and liens given in favor of the third parties, and incomes or benefits provided by the Company in 2018 as to the regulations of Capital Markets Board,		
13 - Permission for the shareholders, members of the Board of directors, and senior managers, who have control in management, and their spouses and relatives up to second generation by heritage or by marriage, within the framework of 395 and 396 of the Turkish Commercial Code and informing the shareholders about the transactions realized in 2018 in parallel with the Corporate Governance Principles of the Capital Market Code,		
14 - Comment and Opinions.		
Right Usage Processes Available in the Agenda		
Dividend Distribution		
Results of General Assembly		
Has the General Assembly taken place?		Yes
Results of General Assembly		
Please find below the decisions made during the General Assembly for Year 2018, which was held on 11th March 2018 Monday at 14:00 hours at Divan Istanbul Oteli, Askerocağı Caddesi No: 1 34367 Elmadağ/İstanbul, as a summary. Please find attached the Assembly Minutes and List of Attendants. Activity Report for Year 2018 issued by the Board of Directors of the Company was approved.		
Financial Statements of the Company for year 2018 prepared according to "Communiqué Regarding Principles of Financial Reporting in Capital Market" of the Capital Market Board with Series No: II-14.1 and audited independently were approved.		
Each Member of the Board of Directors was separately released with respect to the activities and accounts of year 2018.		
The proposal of the Board of Directors regarding dividend distribution of year 2018 was approved.		
The number of Members of Board of Directors is determined as total 11, with 2 members being independent members. Mr. Mustafa Rahmi Koç, Ms. Semahat Sevim Arsel, Mr. Mehmet Ömer Koç, Mr. Yıldırım Ali Koç, Ms. Caroline Nicole Koç, Mr. Levent Çakıroğlu, Mr. İbrahim Tamer Haşimoğlu, Ms. Arzu Aslan Kesimer, Mr. Takashi Hashimoto are elected as Members of Board of Directors and Ms. Fatma Füsün Akkal Bozok and Mr. M. Sait Tosyalı are elected as Independent Members of the Board of Directors to act for a period of 1 year.		
Decisions Made In Relation with Periods for Exercising Rights		
Dividend Distribution		Discussed
Documents for Results of General Assembly		
ATTACHMENT: 1	Tat Tutanak 2018.pdf -	
ATTACHMENT: 2	Tat Hazirun 2018.pdf - List of Attendants	
Additional Disclosures		

We hereby declare that the above statements are in conformity with the principles stipulated by the applicable Material Event Disclosure Communiqué of the Capital Markets Board, that they reflect the information on the subject/subjects received by our party; that such information conforms to our books, records and documents, that we endeavor for obtaining complete and correct information in this regard and that we are responsible for these statements

MINUTES OF THE ORDINARY GENERAL ASSEMBLY OF TAT GIDA SANAYI ANONİM ŞİRKETİ HELD ON 11.03.2019

General Assembly of Tat Gıda Sanayi Anonim Şirketi for year 2018 was held on 11.03.2019 at 14:00 hours at Divan İstanbul Elmadağ Hotel, Askeroğacağı Cad.No:1 Şişli/İstanbul under the supervision of Ms. Aysun Arasoğlu, the Ministry Representative appointed by the letter of the Provincial Directorate in İstanbul of the Ministry of Trade dated 08 March 2019 and numbered 42391046.

Call for the assembly was made within due period by announcement in Turkish Trade Registry Gazette dated 15.02.2019 numbered 9768, including the agenda of the assembly, as stipulated in the applicable laws and the articles of association, and also by registered mail sent from Çekmeköy Post Office on 15.02.2019 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, 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, 148.566.400 shares corresponding to the capital of TRY 1.485.664 were represented in person and 8.920.201.380 shares corresponding to the capital of TRY 89.202.013,80 were represented by attorneys, and thus total 9.068.767.780 shares were represented during the assembly and the quorum stipulated by both the applicable laws and the Articles of Association was present. Ms. Arzu Aslan Kesimer, member of the Board of Directors and General Manager of our Company, announced that among such shares, value of TRY 9.992.906 was represented by the representatives who deposited shares.

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. Ms. Arzu Aslan Kesimer appointed Mr. Hikmet in order to use the electronic general assembly system, and the assembly was opened simultaneously both in physical and in electronic environments and the discussion of the agenda started.

Ms. Arzu Aslan Kesimer, Member of the Board of Directors, provided explanations on the manner of voting. She stated that, provided that the electronic vote counting arrangements included in both the Code and the Articles of Association of the Company are reserved, the esteemed shareholders attending the assembly physically will vote by open voting by a raise of hands, and that the esteemed shareholders to vote negatively, on the other hand, will declare the negative vote orally.

1. Pursuant to the first item of the agenda, it was proceeded to the selection of the Assembly President responsible from the management of the Ordinary General Assembly. Mr. Kerem Kaşitoğlu, representing the company's shareholder Mr. Yıldırım Ali Koç, disclosed his proposal for the Assembly Presidency. As the result of the voting, Ms. Arzu Aslan Kesimer was elected as the President of the General Assembly unanimously, with assenting votes corresponding to TRY 90.687.672,80.

The President of the Assembly indicated that she appointed Mr. Hakan Turan as the Vote Collector and Ms. Başak Tekin Özden as the Clerk of Minutes.

The Assembly President stated that the documentation necessary for the items of the agenda to be discussed during the Ordinary General Assembly was present and that herself, Ms. Fatma Füsün Akkal Bozok and Mr. M. Sait Tosyalı attended the Assembly as the Members of the Board of Directors, and that Ms. Hatice Nesrin Tuncer attended representing the Independent Audit Company, KPMG Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi, and that other members did not attend stating their excuses.

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

2. Under item 2 of the agenda, the President announced that the Activity Report for Year 2018 was announced in Public Disclosure Platform, Electronic General Assembly System of Central Registry Agency, Inc., corporate website address www.tatgida.com and in Activity Report for Year 2018 booklets 21 days in advance of the General Assembly. The part of the Board of Directors in the Activity Report issued by the Board of Directors of the Company about the activities in year 2018 was presented by the Clerk of Minutes. Negotiations started on Activity Report for Year 2018. Inquiries of shareholders Mr. Gürkan Yıldız and Mr. Saffet Koşut regarding the activity report were responded to by Ms. Arzu Aslan Kesimer, President of the General Assembly, and Ms. Başak Tekin Özden, Clerk of the Minutes. It was stated that some inquiries would be responded to in writing. Activity Report for Year 2018 was adopted by majority of votes, with dissenting votes amounting to TRY 1.485.241 and assenting votes amounting to TRY 89.202.436,80.

3. The President asked the summary report of the Independent Audit Organization KPMG Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi relating to account period 2018 be presented under item 3 of the agenda. The Summary Independent Audit Report was presented by the Clerk of Minutes. This is for information purposes only as this part of the agenda is not subject to voting.

4. Under item 4 on the agenda, the President announced that the Financial Statements of the Company for Year 2018 prepared under the "Communique 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 in advance of 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 and Activity Report for Year 2018 booklets. The Clerk of the Minutes presented the summary balance sheet and income statement. Negotiations have been opened relating to the financial statements pertaining to activity year 2018 and nobody took the floor. The financial reports presented and the financial statements prepared according to Tax Procedure Law for year 2018 were approved by majority of votes, with dissenting votes amounting to TRY 154.760 and assenting votes amounting to TRY 90.532.917,80.

5. The President asked for a voting by General Assembly on the release of the Members of the Board of Directors for their activities in year 2018. 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 by majority of votes, with dissenting votes amounting to TRY 1.418.241 and assenting votes amounting to TRY 89.269.436,80.

6. The President provided information that the suggestion regarding the dividend distribution of year 2018 has been announced in the Public Disclosure Platform, Electronic General Assembly System of Central Registry Agency Inc., Company's website at www.tatgida.com and the Activity Report of Year 2018 booklets starting from 21 days in advance of the General Assembly, and next was the negotiation of the suggestion of the Board of Directors.

The proposal of the Board of Directors to reserve TRY 782.538,65 as primary legal reserve out of the period profit of TRY 38.576.777,00 as accrued in the income statement prepared according to the financial statements for the account period between the dates 01.01.2018 and 31.12.2018 prepared by the Company in accordance with Accounting/Financial Reporting Standards of Turkey within the framework of the provisions of Turkish Commercial Code and Capital Market Code and audited by KPMG Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi, and to use TRY 37.794.238,35 for profits of the past years; and to reserve TRY 782.538,65 out of the profit found in the income statement prepared according to Tax Procedures Code amounting to TRY 15.650.772,95 as primary legal reserve, and to reserve the remaining TRY 14.868.234,30 as extraordinary reserve was approved by majority of votes, with dissenting votes amounting to TRY 221.760 and assenting votes amounting to TRY 90.465.917,80; and such proposal was made in accordance with the Capital Market legislation and Article 19 of the Articles of Association of our Company and our Company's Dividend Distribution Policy, about which the shareholders were informed during the General Assembly dated 13.03.2018, taking into consideration long-term strategies, investment, cash and financing policies of our Company. The inquiry by the shareholder Mr. Gürkan Yıldız as to whether any capital increase is considered or not was responded to by the president of the assembly.

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 Kaşitoğlu, deputy to Mr. Yıldırım Ali Koç, a shareholder of the company, presented the proposal for Members of the Board of Directors. The Ministry Representative examined the declarations of candidacy for membership of the Board of Directors of the persons, who were not present at the general assembly in person. The number of the members of the Board of Directors was determined as 11, with 2 members being independent members, and it was resolved by majority of votes to elect Mr. Mustafa Rahmi Koç with TR ID No 12001049568, Ms. Semahat Sevim Arsel with TR ID No. 29902866798, Mr. Mehmet Ömer Koç with TR ID No. 11992049892, Mr. Yıldırım Ali Koç with TR ID No. 11989049966, Ms. Caroline Nicole Koç with TR ID No. 11971050598, Mr. Levent Çakıroğlu with TR ID No. 27226347542, Mr. Ibrahim Tamer Haşimoğlu with TR ID No. 22769373706, Ms. Arzu Aslan Kesimer with TR ID No. 13411237316, Mr. Takashi Hashimoto with Tax No. 4580878698 as Members of the Board of Directors and also to elect Ms. Fatma Füsün Akkal Bozok with TR ID No. 15554380270 and Mr. M. Sait Tosyalı with TR ID No. 17687119864 as Independent Members of the Board of Directors as independent Members of the Board of Directors to act for 1 year, with dissenting votes amounting to TRY 896.542 and assenting votes amounting to TRY 89.791.135,80.

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 Activity Report of Year 2018 booklets starting from 21 days in advance of the General Assembly and that the existing membership will be duly maintained.

8. Information was provided about the "Remuneration Policy" for the Members of the Board of Directors and Senior Managers submitted to the shareholders for information and approval during the General Assembly held on 13.03.2018 under the Corporate Governance Principles and submitted to the investors for information on the company's website. It was announced that Members of the Board of Directors and senior managers, who acted in year 2018, were provided with a total benefit of TRY 10.683.139 as also mentioned in footnote no 25 to the financial statements announced publicly and that the costs covered by Tat Gıda Sanayi A.Ş. amounted to TRY 7.953.383 after applying the costs reflected on the companies, to whom Tat Gıda Sanayi A.Ş. offers services, and approval of the General Assembly was sought for the Remuneration Policy and the payments made within the scope of the Policy in 2018. As a result of the voting that took place, it was approved by majority of votes, with dissenting votes amounting to TRY 6.704.968 and assenting votes amounting to TRY 83.982.709,80.

9. Ms. Arzu Aslan Kesimer, representative of Koç Holding A.Ş., announced the proposal for determining the remunerations for the Members of the Board of Directors. Shareholder Mr. Gürkan Yıldız proposed the remuneration for Members of Board of Directors to be reduced. Proposal of Mr. Gürkan Yıldız was voted and was refused, with dissenting votes amounting to TRY 83.371.160,80 and assenting votes amounting to TRY 8.802.141. The proposal of Ms. Arzu Aslan Kesimer, representative of Koç Holding A.Ş. was voted and it was decided by majority of votes that the Members of the Board of Directors be paid gross TRY 189.000 (one hundred and eighty nine 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, with dissenting votes amounting to TRY 3.371.160 and assenting votes amounting to TRY 87.316.517,80.

10. It was resolved unanimously that the Independent Audit Organization KPMG Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi, located at Levent Mahallesi, Meltem Sokak, İş Kuleleri, Kule 3, No14/3 Kat 2-9 Levent-Beşiktaş, Istanbul and registered with Istanbul Trade Registry Office under registration no 480474, preferred by Board of Directors to audit the activities and accounts of the year 2019 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, with dissenting votes amounting to TRY 154.765 and assenting votes amounting to TRY 90.532.912,80.

11. It was stated that the Company donated TRY 696.360,06 in year 2018 and the shareholders were informed about the donations made. Proposal of Shareholder Mr. Saffet Koşut requesting no donations to be made in year 2019 was voted and was refused, with assenting votes amounting to TRY 7.916.503 and dissenting votes amounting to TRY 82.771.174,80. Moreover, the proposal of Ms. Arzu Aslan Kesimer representing Koç Holding A.Ş. to set the maximum limit for the donations for year 2019 as 0.2% (two over one thousand) of the proceeds of the former year was voted and it was resolved by majority of votes to set the maximum limit for donations in year 2019 as 0.2% (two over one thousand) of the proceeds of the former year, with dissenting votes amounting to TRY 5.047.651 and assenting votes amounting to TRY 85.640.026,80. The shareholder Mr. Gürkan Yıldız expressed his wish that donations to be made in year 2019 would be donated to Mehmetçik Foundation, families of the martyrs, veterans, and Turkish Armed Forces Foundation.

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 2018 as also mentioned in footnote 15 of the financial statements of year 2018 announced publicly. The shareholders were informed that this this article could not be voted as it was included in the agenda for informing purposes.

13. It was resolved by the majority of votes 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 dissenting votes representing TRY 1.040.398 and assenting votes representing TRY 89.647.279,80.

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 2018 within the scope of principle no 1.3.6 of the Corporate Governance Communiqué.

14. During the session on comments and wishes, the questions asked by Mr. Saffet Koşut and Mr. Gürkan Yıldız, shareholders attending the assembly, were answered by Ms. Arzu Aslan Kesimer, General Manager of the Company, and Ms. Başak Tekin Özden, Ass. General Manager of Financial Affairs. Opinions of the shareholders were heard.

As there was no other item on the agenda to be discussed, the President closed the assembly. The minutes were issued and signed at the place of the assembly following the assembly. 11.03.2019

Arzu ASLAN KESİMER
PRESIDENT OF ASSEMBLY

Aysun ARASOĞLU
REPRESENTATIVES OF THE MINISTRY

Hakan TURAN
VOTE COLLECTOR

Başak TEKİN ÖZDEN
CLERK OF MINUTES

Tat Gıda Sanayi A.Ş. Dividend Distribution Statement for Year 2018 (TRY)			
1. Paid-in/Issued Capital		136.000.000,00	
2. Total Legal Reserve Fund (According to Legal Records)		24.922.716,09	
Information on privileges in dividend distribution, if any, in the Articles of Association		-	
		According to CMB	According to Legal Records
3.	Period Profit	41.394.953,00	19.038.793,89
4.	Taxes (-)	2.818.176,00	3.388.020,94
5.	Net Profit for the Period (=)	38.576.777,00	15.650.772,95
6.	Losses in Previous Years (-)	0,00	0,00
7.	Primary Legal Reserve (-)	782.538,65	782.538,65
8.	NET DISTRIBUTABLE PERIOD PROFIT (=)	37.794.238,35	14.868.234,30
9.	Donations within the Year (+)	696.360,06	0,00
10.	Net Distributable Period Profit Including the Donations	38.490.598,41	14.868.234,30
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.	Primary Legal Reserve	0,00	0,00
17.	Statutory Reserves	0,00	0,00
18.	Special Reserves	0,00	0,00
19.	EXTRAORDINARY RESERVES	37.794.238,35	14.868.234,30
20.	Other Distributable Resources	0,00	0,00



TAT GIDA SANAYİ A.Ş.

11.03.2019 TARİHİNDE YAPILAN OLAĞAN GENEL KURUL TOPLANTISINDA HAZIR BULUNANLAR LİSTESİ

NO	PAY SAHİBİ	TCKN/VKN	UYRUK ADRESİ	GRUP İTIBARI DEĞERİ	TEMSİL SEKİLİ	TEMSİLCİ TÜRÜ	TEMSİLCİNİN AD SOYAD/UNVAN	TCKN/VKN	İMZA
1	TEMEL TİCARET VE YATIRIM A.Ş.								
2	NEHİBİ KOÇ VAKFI								
3	KOÇ HOLDİNG EMELİ VE YARDIM SANDIĞI VAKFI								
4	MUSTAFA RAHİMİ KOÇ								
5	SUNA KIRIĞ								
6	SEVAHAT SEVİM ARSEL								
7	YILDIRIM ALI KOÇ								

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8	RAHMI M.KOÇ VE MAH.MADEN İNŞ.TUR.UL.YAT.VE TİC.AŞ.
9	KOÇ HOLDİNG ANONİM ŞİRKETİ
10	ARÇELİK AŞ
11	AYGAZ ANONİM ŞİRKETİ
12	SUMITOMO CORPORATION
13	KAGOME CO. LTD.
14	SAFET KOSUT
15	TALAT BAŞAK
16	OĞUZ YERGÜN
17	GÜRKAN YILDIZ
18	ORHAN ÇAKAR
19	HAMZA İNAN
20	NUR ÇELİK

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21	UMUT CANDAN	
22	OĞUZ YAMAN	
23	MUSTAFA TARIK SOLMAZ	
24	JOHN HANCOCK FUNDS II EMERGING MARKETS FUND	
25	POLUNIN EMERGINNG MARKETS SMALLCAP FUND, LLC	
26	EMERGING MARKET CORE EOUT PORTF DFA INV DIM GRO IN	
27	VANGUARD ESG INTERNATIONAL STOCK ETF	
28	VANGUARD EMRG MKT STOCK INDEX	
29	VANGUARD TOTAL INTERNATIONAL STOCK INDEX FUND	
30	CALIFORNIA PUBLIC EMPLOYEES RETIREMENT SYSTEM	
31	LA FIRE AND POLICE PENSION SYSTEM	

6		
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 The initials "ig" in the middle.
 Another stylized signature below "ig".
 A final signature at the bottom right.

32	VANGUARD TOTAL WORLDSTOCK INDEX FUND
33	VANGUARD FTSE ALL WORLD EX US SMALL CAP INDEX FUND
34	ALASKA PERMANENT FUND CORPORATION
35	ARISAIG AFRICA FUND LIMITED
36	POLLINN FUNDS
37	METIS EQUITY TRUST

Sirketin Sermayesi	136.000.000
Asgari Toplantı Nisabı	1/10 51
Asaleten Hazır Bulunan Pay Tutarı	1.485.664
Tevdi Eden Temsilcileri Tarafından Temsil Edilen Pay Tutarı	9.992.906
Diğer Temsilciler Tarafından Temsil Edilen Pay Tutarı	79.209.107.803
Mevcut Toplantı Nisabı	90.687.677.803

Bağımsız Denetçi

Yönetim Kurulu Üyeleri

Toplantı Başkanı

Bakanlık Temsilcisi

Tutanak Yazmanı

Oy Toplayıcı

HATİCE NESRİN TUNCER

F. FÜSÜN AKKAL BOZOK

ARZU ASLAN KESİMER

AYSUN ARASOĞLU

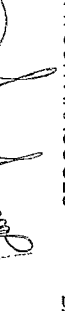
BAŞAK TEKİN ÖZDEN

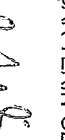
HAKAN TURAN







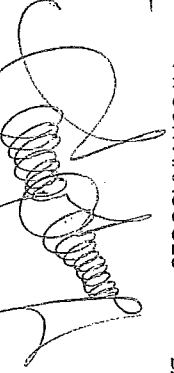







M. SAİT TOJRALI









TAT GIDA SANAYİ A.Ş.

Disclosure on Dividend Distribution Procedures

Sent on: 11.03.2019 18:28:23

Announcement Type: Material Disclosure

Summary Information		Result of Ordinary General Assembly – Dividend Distribution			
Is this an update disclosure?		Yes			
Is this a correction disclosure?		No			
Is this a postponed disclosure?		No			
Date of the Board Resolution		14.2.2019			
Date of the Ordinary Assembly that Covered the Matter as an Item on the Agenda		11.3.2019			
Was Dividend Distribution Discussed?		Discussed			
Type of Cash Dividend Payment		Will not be Paid			
Currency		TRY			
Stock Dividend Payment		Will not be Paid			
Amount and Rate of Cash Dividend Payment					
Share Group Info	Payment	Cash Dividend To Be Paid For Share With Par Value of 1 TL - Gross (TRY)	Cash Dividend To Be Paid For Share With Par Value of 1 TL - Gross (%)	Cash Dividend To Be Paid For Share With Par Value of 1 TL - Net (TRY)	Cash Dividend To Be Paid For Share With Par Value of 1 TL - Net (%)
TATGD, TRATATKS91A5		0	0	0	0
Amounts and Rates of Stock Dividend Payment					
Share Group Info	Amount of Stock Dividend (TRY)	Rate of Stock Dividend (%)			
TATGD, TRATATKS91A5	0	0			
Additional Disclosures					
According to our financial statements dated 31.12.2018 prepared by our Company according to International Financial Reporting Standards and audited by KPMG Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., net period profit is TRY 38.576.777, and the following proposal for dividend distribution, which is announced in our material disclosure dated 15.02.2019 prepared in accordance with our Dividend Distribution Policy, long-term strategies, our investment and financing policies, profitability and cash conditions, is approved by our shareholders during the Ordinary General Assembly of our Company held on 11.03.2019.					
Documents Attached					
ATTACHMENT : 1	DIVIDEND DISTRIBUTION STATEMENT.pdf				
DIVIDEND DISTRIBUTION STATEMENT					
TAT GIDA SANAYİ A.Ş. Dividend Distribution Statement for Period 01.01.2018/31.12.2018 (TRY)					
1. Paid-in/Issued Capital	136.000.000				
2. Total Legal Reserve Fund (According to Legal Information on privileges in dividend distribution, if any, in the Articles of Association	24.922.716,09				
	None				
*	According to CMB	According to Legal Records			
3. Period Profit	41.394.953	19.038.793,89			
4. Taxes (-)	2.818.176	3.388.020,94			
5. Net Profit for the Period	38.576.777	15.650.772,95			
6. Losses in Previous Years (-)	0	0			
7. Primary Legal Reserve (-)	782.538,65	782.538,65			
8. Net Distributable Period Profit	37.794.238,35	14.868.234,30			
Dividend Advance Distributed Within the Year (-)	0	0			
Dividend Advance Less Net Distributable Current Period Profit/Loss	0	0			
9. Donations within the Year (+)	696.360,06	0			
10. Net Distributable Period Profit Including the	38.490.598,41	14.868.234,30			
11. First dividend to Shareholders	0	0			
* Cash	0	0			
* Bonus	0	0			
12. Dividend Distributed to Privileged Shareholders	0	0			
13. Other Dividend Distributed	0	0			
* to the Employees	0	0			
* to the Members of the Board of Directors	0	0			
* to Non Shareholders	0	0			
14. Dividend Distributed to Owners of Dividend Shares	0	0			
15. Second Dividend to Shareholders	0	0			
16. Primary Legal Reserve	0	0			
17. Statutory Reserves	0	0			
18. Special Reserves	0	0			
19. Extraordinary Reserves	37.794.238,35	14.868.234,30			
20. Other Distributable Resources	0	0			
Dividend Rates Statement					
Share Group	TOTAL DIVIDEND DISTRIBUTED - CASH (TRY) - NET	TOTAL DIVIDEND DISTRIBUTED - BONUS (TRY)	TOTAL DIVIDEND DISTRIBUTED / NET DISTRIBUTABLE PERIOD PROFIT (%)	DIVIDEND CORRESPONDING TO A SHARE WITH PAR VALUE OF TL 1 - AMOUNT - NET (TRY)	DIVIDEND CORRESPONDING TO A SHARE WITH PAR VALUE OF TL 1 - RATE - NET (%)
- - -	0	0	0	0	0
TOTAL	0	0	0	0	0
Comments for the Dividend Distribution Statement					

We hereby declare that the above statements are in conformity with the principles stipulated by the applicable Material Event Disclosure Communiqué of the Capital Markets Board, that they reflect the information on the subject/subjects received by our party; that such information conforms to our books, records and documents, that we endeavor for obtaining complete and correct information in this regard and that we are responsible for these statements.

Tat Gıda Sanayi A.Ş. Dividend Distribution Statement for Year 2018 (TRY)			
1. Paid-in/Issued Capital		136.000.000,00	
2. Total Legal Reserve Fund (According to Legal Records)		24.922.716,09	
Information on privileges in dividend distribution, if any, in the Articles of Association		-	
		According to CMB	According to Legal Records
3.	Period Profit	41.394.953,00	19.038.793,89
4.	Taxes (-)	2.818.176,00	3.388.020,94
5.	Net Profit for the Period (=)	38.576.777,00	15.650.772,95
6.	Losses in Previous Years (-)	0,00	0,00
7.	Primary Legal Reserve (-)	782.538,65	782.538,65
8.	NET DISTRIBUTABLE PERIOD PROFIT (=)	37.794.238,35	14.868.234,30
9.	Donations within the Year (+)	696.360,06	0,00
10.	Net Distributable Period Profit Including the Donations	38.490.598,41	14.868.234,30
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.	Primary Legal Reserve	0,00	0,00
17.	Statutory Reserves	0,00	0,00
18.	Special Reserves	0,00	0,00
19.	EXTRAORDINARY RESERVES	37.794.238,35	14.868.234,30
20.	Other Distributable Resources	0,00	0,00

TAT GIDA SANAYİ A.Ş.**Disclosure on General Assembly Procedures**

Sent on: 28.03.2019 17:26:56

Announcement Type: Material Disclosure

Summary Information	Registration of the Ordinary General Assembly Meeting Decisions
Is this an update disclosure?	Yes
Is this a correction disclosure?	No
Is this a postponed disclosure?	No
Announcement for the General Assembly	
Type of General Assembly	Ordinary General Assembly
Account Period Start Date	1.01.2018
Account Period Ending Date	31.12.2018
Resolution Date	14.02.2019
General Assembly Date	11.03.2019
General Assembly Time	14:00
Deadline for Shareholding in order to attend General	10.03.2019
Country	Turkey
City	ISTANBUL
District	ŞİŞLİ
Address	Divan İstanbul Oteli, Askerocağı Caddesi No:1 Elmadağ
Agenda Items	
1 - Opening and appointment of the Chair of the Assembly,	
2 - Presentation, negotiation and approval of 2018 Annual Activity Report issued by the Board of Directors of the Company,	
3 - Presentation of the Independent Audit Report Summary related to year 2018 accounting period,	
4 - Presentation, negotiation and approval of the Financial Statements related to year 2018 accounting period,	
5 - Release of the members of the Board of Directors for the activities of the Company in year 2018,	
6 - 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 2018, which is prepared within the framework of the Company's dividend distribution policy.	
7 - 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,	
8 - Informing the Shareholders about the "Remuneration Policy" for Members of the Board of Directors and Senior Managers under the Corporate Governance Principles as well as the payments made under the policy and approval of the same,	
9 - Determining the yearly gross remunerations for the members of the Board of Directors,	
10 - Approval of the Independent Audit Company elected by the Board of Directors under the Turkish Commercial Code and the regulations of the Capital Markets Board,	
11 - Informing the Shareholders about the donations of the Company in 2018 and determining upper limit for the donations to take place in 2019,	
12 - Informing the Shareholders about the guarantees, pledges and liens given in favor of the third parties, and incomes or benefits provided by the Company in 2018 as to the regulations of Capital Markets Board,	
13 - Permission for the shareholders, members of the Board of directors, and senior managers, who have control in management, and their spouses and relatives up to second generation by heritage or by marriage, within the framework of 395 and 396 of the Turkish Commercial Code and informing the shareholders about the transactions realized in 2018 in parallel with the Corporate Governance Principles of the Capital Market Code,	
14 - Comment and Opinions.	
Right Usage Processes Available in the Agenda	
Dividend Distribution	
Results of General Assembly	
Has the General Assembly taken place?	Yes
Results of General Assembly	<p>Please find below the decisions made during the General Assembly for Year 2018, which was held on 11th March 2018 Monday at 14:00 hours at Divan İstanbul Oteli, Askerocağı Caddesi No: 1 34367 Elmadağ/İstanbul, as a summary. Please find attached the Assembly Minutes and List of Attendants.</p> <p>Activity Report for Year 2018 issued by the Board of Directors of the Company was approved.</p> <p>Financial Statements of the Company for year 2018 prepared according to "Communiqué Regarding Principles of Financial Reporting in Capital Market" of the Capital Market Board with Series No: II-14.1 and audited independently were approved.</p> <p>Each Member of the Board of Directors was separately released with respect to the activities and accounts of year 2018.</p> <p>The proposal of the Board of Directors regarding dividend distribution of year 2018 was approved.</p> <p>The number of Members of Board of Directors is determined as total 11, with 2 members being independent members. Mr. Mustafa Rahmi Koç, Ms. Semahat Sevim Arsel, Mr. Mehmet Ömer Koç, Mr. Yıldırım Ali Koç, Ms. Caroline Nicole Koç, Mr. Levent Çakıroğlu, Mr. İbrahim Tamer Haşimoğlu, Ms. Arzu Aslan Kesimer, Mr. Takashi Hashimoto are elected as Members of Board of Directors and Ms. Fatma Füsün Akkal Bozok and Mr. M. Sait Tosyalı are elected as Independent Members of the Board of Directors to act for a period of 1 year.</p>
Decisions Made In Relation with Periods for Exercising Rights	
Dividend Distribution	Discussed
Documents for Results of General Assembly	
ATTACHMENT: 1	
ATTACHMENT: 2	
Additional Disclosures	
2018 Ordinary General Assembly Resolutions of our Company were registered by İstanbul Trade Registry Office on 28 March 2019.	

We hereby declare that the above statements are in conformity with the principles stipulated by the applicable Material Event Disclosure Communiqué of the Capital Markets Board, that they reflect the information on the subject/subjects received by our party; that such information conforms to our books, records and documents, that we endeavor for obtaining complete and correct information in this regard and that we are responsible for these statements

MINUTES OF THE ORDINARY GENERAL ASSEMBLY OF TAT GIDA SANAYI ANONİM ŞİRKETİ HELD ON 11.03.2019

General Assembly of Tat Gıda Sanayi Anonim Şirketi for year 2018 was held on 11.03.2019 at 14:00 hours at Divan Istanbul Elmadağ Hotel, Askeroğacağı Cad.No:1 Şişli/Istanbul under the supervision of Ms. Aysun Arasoğlu, the Ministry Representative appointed by the letter of the Provincial Directorate in Istanbul of the Ministry of Trade dated 08 March 2019 and numbered 42391046.

Call for the assembly was made within due period by announcement in Turkish Trade Registry Gazette dated 15.02.2019 numbered 9768, including the agenda of the assembly, as stipulated in the applicable laws and the articles of association, and also by registered mail sent from Çekmeköy Post Office on 15.02.2019 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, 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, 148.566.400 shares corresponding to the capital of TRY 1.485.664 were represented in person and 8.920.201.380 shares corresponding to the capital of TRY 89.202.013,80 were represented by attorneys, and thus total 9.068.767.780 shares were represented during the assembly and the quorum stipulated by both the applicable laws and the Articles of Association was present. Ms. Arzu Aslan Kesimer, member of the Board of Directors and General Manager of our Company, announced that among such shares, value of TRY 9.992.906 was represented by the representatives who deposited shares.

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. Ms. Arzu Aslan Kesimer appointed Mr. Hikmet in order to use the electronic general assembly system, and the assembly was opened simultaneously both in physical and in electronic environments and the discussion of the agenda started.

Ms. Arzu Aslan Kesimer, Member of the Board of Directors, provided explanations on the manner of voting. She stated that, provided that the electronic vote counting arrangements included in both the Code and the Articles of Association of the Company are reserved, the esteemed shareholders attending the assembly physically will vote by open voting by a raise of hands, and that the esteemed shareholders to vote negatively, on the other hand, will declare the negative vote orally.

1. Pursuant to the first item of the agenda, it was proceeded to the selection of the Assembly President responsible from the management of the Ordinary General Assembly. Mr. Kerem Kaşitoğlu, representing the company's shareholder Mr. Yıldırım Ali Koç, disclosed his proposal for the Assembly Presidency. As the result of the voting, Ms. Arzu Aslan Kesimer was elected as the President of the General Assembly unanimously, with assenting votes corresponding to TRY 90.687.672,80.

The President of the Assembly indicated that she appointed Mr. Hakan Turan as the Vote Collector and Ms. Başak Tekin Özden as the Clerk of Minutes.

The Assembly President stated that the documentation necessary for the items of the agenda to be discussed during the Ordinary General Assembly was present and that herself, Ms. Fatma Füsün Akkal Bozok and Mr. M. Sait Tosyalı attended the Assembly as the Members of the Board of Directors, and that Ms. Hatice Nesrin Tuncer attended representing the Independent Audit Company, KPMG Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi, and that other members did not attend stating their excuses.

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

2. Under item 2 of the agenda, the President announced that the Activity Report for Year 2018 was announced in Public Disclosure Platform, Electronic General Assembly System of Central Registry Agency, Inc., corporate website address www.tatgida.com and in Activity Report for Year 2018 booklets 21 days in advance of the General Assembly. The part of the Board of Directors in the Activity Report issued by the Board of Directors of the Company about the activities in year 2018 was presented by the Clerk of Minutes. Negotiations started on Activity Report for Year 2018. Inquiries of shareholders Mr. Gürkan Yıldız and Mr. Saffet Koşut regarding the activity report were responded to by Ms. Arzu Aslan Kesimer, President of the General Assembly, and Ms. Başak Tekin Özden, Clerk of the Minutes. It was stated that some inquiries would be responded to in writing. Activity Report for Year 2018 was adopted by majority of votes, with dissenting votes amounting to TRY 1.485.241 and assenting votes amounting to TRY 89.202.436,80.

3. The President asked the summary report of the Independent Audit Organization KPMG Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi relating to account period 2018 be presented under item 3 of the agenda. The Summary Independent Audit Report was presented by the Clerk of Minutes. This is for information purposes only as this part of the agenda is not subject to voting.

4. Under item 4 on the agenda, the President announced that the Financial Statements of the Company for Year 2018 prepared under the "Communique 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 in advance of 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 and Activity Report for Year 2018 booklets. The Clerk of the Minutes presented the summary balance sheet and income statement. Negotiations have been opened relating to the financial statements pertaining to activity year 2018 and nobody took the floor. The financial reports presented and the financial statements prepared according to Tax Procedure Law for year 2018 were approved by majority of votes, with dissenting votes amounting to TRY 154.760 and assenting votes amounting to TRY 90.532.917,80.

5. The President asked for a voting by General Assembly on the release of the Members of the Board of Directors for their activities in year 2018. 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 by majority of votes, with dissenting votes amounting to TRY 1.418.241 and assenting votes amounting to TRY 89.269.436,80.

6. The President provided information that the suggestion regarding the dividend distribution of year 2018 has been announced in the Public Disclosure Platform, Electronic General Assembly System of Central Registry Agency Inc., Company's website at www.tatgida.com and the Activity Report of Year 2018 booklets starting from 21 days in advance of the General Assembly, and next was the negotiation of the suggestion of the Board of Directors.

The proposal of the Board of Directors to reserve TRY 782.538,65 as primary legal reserve out of the period profit of TRY 38.576.777,00 as accrued in the income statement prepared according to the financial statements for the account period between the dates 01.01.2018 and 31.12.2018 prepared by the Company in accordance with Accounting/Financial Reporting Standards of Turkey within the framework of the provisions of Turkish Commercial Code and Capital Market Code and audited by KPMG Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi, and to use TRY 37.794.238,35 for profits of the past years; and to reserve TRY 782.538,65 out of the profit found in the income statement prepared according to Tax Procedures Code amounting to TRY 15.650.772,95 as primary legal reserve, and to reserve the remaining TRY 14.868.234,30 as extraordinary reserve was approved by majority of votes, with dissenting votes amounting to TRY 221.760 and assenting votes amounting to TRY 90.465.917,80; and such proposal was made in accordance with the Capital Market legislation and Article 19 of the Articles of Association of our Company and our Company's Dividend Distribution Policy, about which the shareholders were informed during the General Assembly dated 13.03.2018, taking into consideration long-term strategies, investment, cash and financing policies of our Company. The inquiry by the shareholder Mr. Gürkan Yıldız as to whether any capital increase is considered or not was responded to by the president of the assembly.

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 Kaşitoğlu, deputy to Mr. Yıldırım Ali Koç, a shareholder of the company, presented the proposal for Members of the Board of Directors. The Ministry Representative examined the declarations of candidacy for membership of the Board of Directors of the persons, who were not present at the general assembly in person. The number of the members of the Board of Directors was determined as 11, with 2 members being independent members, and it was resolved by majority of votes to elect Mr. Mustafa Rahmi Koç with TR ID No 12001049568, Ms. Semahat Sevim Arsel with TR ID No. 29902866798, Mr. Mehmet Ömer Koç with TR ID No. 11992049892, Mr. Yıldırım Ali Koç with TR ID No. 11989049966, Ms. Caroline Nicole Koç with TR ID No. 11971050598, Mr. Levent Çakıroğlu with TR ID No. 27226347542, Mr. Ibrahim Tamer Haşimoğlu with TR ID No. 22769373706, Ms. Arzu Aslan Kesimer with TR ID No. 13411237316, Mr. Takashi Hashimoto with Tax No. 4580878698 as Members of the Board of Directors and also to elect Ms. Fatma Füsün Akkal Bozok with TR ID No. 15554380270 and Mr. M. Sait Tosyalı with TR ID No. 17687119864 as Independent Members of the Board of Directors as independent Members of the Board of Directors to act for 1 year, with dissenting votes amounting to TRY 896.542 and assenting votes amounting to TRY 89.791.135,80.

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 Activity Report of Year 2018 booklets starting from 21 days in advance of the General Assembly and that the existing membership will be duly maintained.

8. Information was provided about the "Remuneration Policy" for the Members of the Board of Directors and Senior Managers submitted to the shareholders for information and approval during the General Assembly held on 13.03.2018 under the Corporate Governance Principles and submitted to the investors for information on the company's website. It was announced that Members of the Board of Directors and senior managers, who acted in year 2018, were provided with a total benefit of TRY 10.683.139 as also mentioned in footnote no 25 to the financial statements announced publicly and that the costs covered by Tat Gıda Sanayi A.Ş. amounted to TRY 7.953.383 after applying the costs reflected on the companies, to whom Tat Gıda Sanayi A.Ş. offers services, and approval of the General Assembly was sought for the Remuneration Policy and the payments made within the scope of the Policy in 2018. As a result of the voting that took place, it was approved by majority of votes, with dissenting votes amounting to TRY 6.704.968 and assenting votes amounting to TRY 83.982.709,80.

9. Ms. Arzu Aslan Kesimer, representative of Koç Holding A.Ş., announced the proposal for determining the remunerations for the Members of the Board of Directors. Shareholder Mr. Gürkan Yıldız proposed the remuneration for Members of Board of Directors to be reduced. Proposal of Mr. Gürkan Yıldız was voted and was refused, with dissenting votes amounting to TRY 83.371.160,80 and assenting votes amounting to TRY 8.802.141. The proposal of Ms. Arzu Aslan Kesimer, representative of Koç Holding A.Ş. was voted and it was decided by majority of votes that the Members of the Board of Directors be paid gross TRY 189.000 (one hundred and eighty nine 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, with dissenting votes amounting to TRY 3.371.160 and assenting votes amounting to TRY 87.316.517,80.

10. It was resolved unanimously that the Independent Audit Organization KPMG Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi, located at Levent Mahallesi, Meltem Sokak, İş Kuleleri, Kule 3, No14/3 Kat 2-9 Levent-Beşiktaş, Istanbul and registered with Istanbul Trade Registry Office under registration no 480474, preferred by Board of Directors to audit the activities and accounts of the year 2019 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, with dissenting votes amounting to TRY 154.765 and assenting votes amounting to TRY 90.532.912,80.

11. It was stated that the Company donated TRY 696.360,06 in year 2018 and the shareholders were informed about the donations made. Proposal of Shareholder Mr. Saffet Koşut requesting no donations to be made in year 2019 was voted and was refused, with assenting votes amounting to TRY 7.916.503 and dissenting votes amounting to TRY 82.771.174,80. Moreover, the proposal of Ms. Arzu Aslan Kesimer representing Koç Holding A.Ş. to set the maximum limit for the donations for year 2019 as 0.2% (two over one thousand) of the proceeds of the former year was voted and it was resolved by majority of votes to set the maximum limit for donations in year 2019 as 0.2% (two over one thousand) of the proceeds of the former year, with dissenting votes amounting to TRY 5.047.651 and assenting votes amounting to TRY 85.640.026,80. The shareholder Mr. Gürkan Yıldız expressed his wish that donations to be made in year 2019 would be donated to Mehmetçik Foundation, families of the martyrs, veterans, and Turkish Armed Forces Foundation.

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 2018 as also mentioned in footnote 15 of the financial statements of year 2018 announced publicly. The shareholders were informed that this this article could not be voted as it was included in the agenda for informing purposes.

13. It was resolved by the majority of votes 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 dissenting votes representing TRY 1.040.398 and assenting votes representing TRY 89.647.279,80.

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 2018 within the scope of principle no 1.3.6 of the Corporate Governance Communiqué.

14. During the session on comments and wishes, the questions asked by Mr. Saffet Koşut and Mr. Gürkan Yıldız, shareholders attending the assembly, were answered by Ms. Arzu Aslan Kesimer, General Manager of the Company, and Ms. Başak Tekin Özden, Ass. General Manager of Financial Affairs. Opinions of the shareholders were heard.

As there was no other item on the agenda to be discussed, the President closed the assembly. The minutes were issued and signed at the place of the assembly following the assembly. 11.03.2019

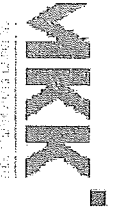
Arzu ASLAN KESİMER
PRESIDENT OF ASSEMBLY

Aysun ARASOĞLU
REPRESENTATIVES OF THE MINISTRY

Hakan TURAN
VOTE COLLECTOR

Başak TEKİN ÖZDEN
CLERK OF MINUTES

Tat Gıda Sanayi A.Ş. Dividend Distribution Statement for Year 2018 (TRY)			
1. Paid-in/Issued Capital		136.000.000,00	
2. Total Legal Reserve Fund (According to Legal Records)		24.922.716,09	
Information on privileges in dividend distribution, if any, in the Articles of Association		-	
		According to CMB	According to Legal Records
3.	Period Profit	41.394.953,00	19.038.793,89
4.	Taxes (-)	2.818.176,00	3.388.020,94
5.	Net Profit for the Period (=)	38.576.777,00	15.650.772,95
6.	Losses in Previous Years (-)	0,00	0,00
7.	Primary Legal Reserve (-)	782.538,65	782.538,65
8.	NET DISTRIBUTABLE PERIOD PROFIT (=)	37.794.238,35	14.868.234,30
9.	Donations within the Year (+)	696.360,06	0,00
10.	Net Distributable Period Profit Including the Donations	38.490.598,41	14.868.234,30
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.	Primary Legal Reserve	0,00	0,00
17.	Statutory Reserves	0,00	0,00
18.	Special Reserves	0,00	0,00
19.	EXTRAORDINARY RESERVES	37.794.238,35	14.868.234,30
20.	Other Distributable Resources	0,00	0,00



TAT GIDA SANAYİ A.Ş.

11.03.2019 TARİHİNDE YAPILAN OLAĞAN GENEL KURUL TOPLANTISINDA HAZIR BULUNANLAR LİSTESİ

NO	PAY SAHİBİ	TCKN/VKN	UYRUK ADRESİ	GRUP İTİBARI DEĞERİ	TEMSİL SEKİLİ	TEMSİLCİ TÜRÜ	TEMSİLCİNİN AD SOYAD/UNVAN	TCKN/VKN	İMZA
1	TEMEL TİCARET VE YATIRIM A.Ş.								
2	NEHİBİ KOÇ VAKFI								
3	KOÇ HOLDİNG EMELİ VE YARDIM SANDIĞI VAKFI								
4	MUSTAFA RAHİMİ KOÇ								
5	SUNA KIRIĞ								
6	SEVAHAT SEVİM ARSEL								
7	YILDIRIM ALI KOÇ								

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8	RAHMI M.KOÇ VE MAH.MADEN İNŞ.TUR.UL.YAT.VE TİC.AŞ.
9	KOÇ HOLDİNG ANONİM ŞİRKETİ
10	ARÇELİK AŞ
11	AYGAZ ANONİM ŞİRKETİ
12	SUMITOMO CORPORATION
13	KAGOME CO. LTD.
14	SAFET KOSUT
15	TALAT BAŞAK
16	OĞUZ YERGÜN
17	GÜRKAN YILDIZ
18	ORHAN ÇAKAR
19	HAMZA İNAN
20	NUR ÇELİK

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21	UMUT CANDAN	
22	OĞUZ YAMAN	
23	MUSTAFA TARIK SOLMAZ	
24	JOHN HANCOCK FUNDS II EMERGING MARKETS FUND	
25	POLUNIN EMERGINNG MARKETS SMALLCAP FUND, LLC	
26	EMERGING MARKET CORE EQUITY PORTF DFA INV DIM GRO IN	
27	VANGUARD ESG INTERNATIONAL STOCK ETF	
28	VANGUARD EMRG MKT STOCK INDEX	
29	VANGUARD TOTAL INTERNATIONAL STOCK INDEX FUND	
30	CALIFORNIA PUBLIC EMPLOYEES RETIREMENT SYSTEM	
31	LA FIRE AND POLICE PENSION SYSTEM	

[Handwritten signatures and initials]

32	VANGUARD TOTAL WORLDSTOCK INDEX FUND
33	VANGUARD FTSE ALL WORLD EX US SMALL CAP INDEX FUND
34	ALASKA PERMANENT FUND CORPORATION
35	ARISAIG AFRICA FUND LIMITED
36	POLLINN FUNDS
37	METIS EQUITY TRUST

Sirketin Sermayesi	136.000.000
Asgari Toplantı Nisabı	1/10 51
Asaleten Hazır Bulunan Pay Tutarı	1.485.664
Tevdi Eden Temsilcileri Tarafından Temsil Edilen Pay Tutarı	9.992.906
Diğer Temsilciler Tarafından Temsil Edilen Pay Tutarı	79.209.107.803
Mevcut Toplantı Nisabı	90.687.677.803

Bağımsız Denetçi

Yönetim Kurulu Üyeleri

Toplantı Başkanı

Bakanlık Temsilcisi

Tutanak Yazmanı

Oy Toplayıcı

HATİCE NESRİN TUNCER

F. FÜSÜN AKKAL BOZOK

ARZU ASLAN KESİMER

AYSUN ARASOĞLU

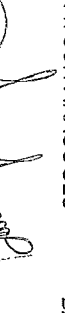
BAŞAK TEKİN ÖZDEN

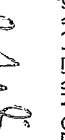
HAKAN TURAN







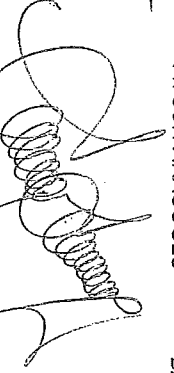




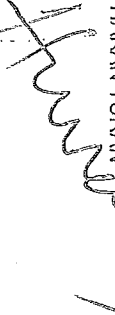


M. SAİT TOJRALI









TAT GIDA SANAYİ A.Ş.

Committees of the Board of Directors

Sent on: 28.03.2019 17:27:47

Announcement Type: Material Disclosure

Year:

Period:

Summary Information

Selection of members for Committees of the Board of Directors and updating the working principles

Related Companies		
Related Funds		
		English
	Committees of the Board of Directors	
	Is this an update disclosure?	No
	Is this a correction disclosure?	No
	Date of the Disclosure Made Previously With This Regard	-
	Is this a postponed disclosure?	No
	Announcement Content	
	Disclosures	
	<p>Our Board of Directors decided on 28.03.2019</p> <p>that members be elected for the committees under the Board of Directors of our Company, and</p> <p>a) that the Audit Committee be constituted by independent Members of the Board of Directors in entirety and that Fatma Füsün Akkal Bozok be elected as the chairperson and M. Sait Tosyalı be elected as the member,</p> <p>b) that Fatma Füsün Akkal Bozok, an Independent Member of the Board of Directors, be elected as the chairperson for the Corporate Governance Committee, and Levent Çakıroğlu and Başak Tekin Özden be elected as the members,</p> <p>c) that M. Sait Tosyalı, an Independent Member of the Board of Directors, be elected as the chairman of the Risk Management Committee, and Ibrahim Tamer Haşimoğlu be elected as the member,</p>	

	d) it was also decided that the working principles of the committees be updated, that the committees continue their activities based on new principles of operation and finally that the updated working principles be publicly disclosed through publication on the website of our Company.	
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We hereby declare that the above statements are in conformity with the principles stipulated by the applicable Material Event Disclosure Communique of the Capital Markets Board, that they reflect the information on the subject/subjects received by our party; that such information conforms to our books, records and documents, that we endeavor for obtaining complete and correct information in this regard and that we are responsible for these statements.

TAT GIDA SANAYİ A.Ş.

Determination of Independent Audit Company

Sent On:03.04.2019 14:15:35

Announcement Type:ODA

Year:

Period:

Summary Information

Registration of the appointment of Independent Audit Company

Related Companies	
Related Funds	
	English
Determination of Independent Audit Company	
Is this an update disclosure?	Yes
Is this a correction disclosure?	No
Date of the Disclosure Made Previously With This Regard	15.02.2019
Is this a postponed disclosure?	No
Announcement Content	
Title of Independent Audit Company	KPMG Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş.
Relevant Activity Period	01.01.2019 - 31.12.2019
Date of General Assembly of Appointment	11.03.2019
Registration Date	28.03.2019
Turkish Trade Registry Gazette Date and Number Regarding Registration	03.04.2019 - 9801
Disclosures	
The resolution regarding appointment of KPMG Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., appointed as the independent audit company to audit the financial reports of the account period 2019 during the general assembly of our company held on 11.03.2019, was registered by Istanbul Trade Registry Directorate on 28.03.2019 and was published in Turkish Trade Registry Gazette dated 03.04.2019, no 9801.	

We hereby declare that the above statements are in conformity with the principles stipulated by the applicable Material Event Disclosure Communique of the Capital Markets Board, that they reflect the information on the subject/subjects received by our party; that such information conforms to our books, records and documents, that we endeavor for obtaining complete and correct information in this regard and that we are responsible for these statements.

TAT GIDA SANAYİ A.Ş.

Disclosure on Issue Limit

Sent on: 17.04.2019 19:08:04

Announcement Type: Material Disclosure

Year:

Period:

Summary Info	Resolution of the Board of Directors for authorization regarding issue of domestic borrowing instruments
Is this an update disclosure?	No
Is this a correction disclosure?	No
Is this a postponed disclosure?	No
<input type="checkbox"/>	
Date of the Board Resolution	17.04.2019
Issue Limit	150.000.000
Currency	TRY
Issue Limit Security Type	Borrowing Instrument
Sales Type	Allocated-Sales to Qualified Investor
Domestic/International	Domestic
Additional disclosures	
Based on the authorization contained in article 8 of the Articles of Association of the Company, our Board of Directors resolved on 17.04.2019 that our Company issue borrowing instruments in an amount up to TRY 150.000.000 (one hundred and fifty million Turkish Lira) in a single lot or in multiple lots, for sale domestically to qualified investors and/or as pre-allocated and without public offering, following the approval of the Capital Market Board for the issue and as long as the issue limit is valid; and that, provided that the foregoing limitations are observed, the Company Management be authorized to determine the issue conditions and to manage the issue procedures; and within this scope, an application will be filed with the Capital Market Board for approval of the certificate of issue.	

We hereby declare that the above statements are in conformity with the principles stipulated by the applicable Material Event Disclosure Communiqué of the Capital Markets Board, that they reflect the information on the subject/subjects received by our party; that such information conforms to our books, records and documents, that we endeavor for obtaining complete and correct information in this regard and that we are responsible for these statements.

TAT GIDA SANAYİ A.Ş.

Disclosure on Issue Limit

Sent on: 19.04.2019 18:03:58

Announcement Type: Material Disclosure

Year:

Period:

Summary Info	Application before the CMB for issue of domestic borrowing instruments
Is this an update disclosure?	Yes
Is this a correction disclosure?	No
Is this a postponed disclosure?	No
<input type="checkbox"/>	
Date of the Board Decision	17.04.2019
Issue Limit	150.000.000
Currency	TRY
Issue Limit Security Type	Borrowing Instrument
Sales Type	Allocated-Sales to Qualified Investor
Domestic/International	Domestic
CMB Application Date	19.04.2019
Additional Disclosures	
Based on the disclosure of our company dated 17.04.2019, an application was filed before the Capital Market Board (CMB) on 19.04.2019 for approval of the issue certificate pertaining to the issue of borrowing instruments (corporate bonds and/or commercial papers) in an amount up to TRY 150.000.000 in a single lot or in multiple lots, for sale domestically to qualified investors and/or as pre-allocated and without public offering.	

We hereby declare that the above statements are in conformity with the principles stipulated by the applicable Material Event Disclosure Communiqué of the Capital Markets Board, that they reflect the information on the subject/subjects received by our party; that such information conforms to our books, records and documents, that we endeavor for obtaining complete and correct information in this regard and that we are responsible for these statements.

TAT GIDA SANAYİ A.Ş.

Material Disclosure (General)

Sent on: 24.04.2019 18:53:11

Announcement Type: Material Disclosure

Year:

Period:

Summary Information

Collective Contract Signed

<input type="checkbox"/>		
Related Companies		
Related Funds		
		English
	Material Disclosure (General)	
	Is this an update disclosure?	No
	Is this a correction disclosure?	No
	Date of the Disclosure Made Previously With This Regard	-
	Is this a postponed disclosure?	No
	Announcement Content	
	Disclosures	
	<p>Negotiations for Collective Contract between our Company and Tekgıda-İş Labor Union for the period between 01.01.2019 and 31.12.2020 have resulted in mutual agreement. Please find summary information on the Contract below.</p> <p>1- Raise in Remuneration</p> <p>a) Remuneration Raise for Year 2019:</p> <p>In general, a 25% raise will be applicable on the net gross monthly remuneration of the permanent workers employed at the workplace as of 01.01.2019, who are union members, to be effective starting from 01.01.2019. The gross monthly remuneration to be calculated as based hereon will be added an increase for length of service as gross TRY 10/month for each full year of service.</p>	

b) Raise in Remuneration for Year 2020 :

In general, a remuneration raise will be applicable by adding the change rate in TÜFE (Consumer Prices Index) as will be announced for the period between the date 01.01.2019 and 31.12.2019 plus 2,5 points to the net gross monthly remuneration paid as of 31.12.2019 for the permanent workers employed at the workplace as of 01.01.2020, who are union members, to be effective starting from 01.01.2020.

2- Social benefits have also been increased according to the current conditions.

We hereby declare that the above statements are in conformity with the principles stipulated by the applicable Material Event Disclosure Communique of the Capital Markets Board, that they reflect the information on the subject/subjects received by our party; that such information conforms to our books, records and documents, that we endeavor for obtaining complete and correct information in this regard and that we are responsible for these statements.

TAT GIDA SANAYİ A.Ş.

Material Disclosure (General)

Sent on: 02.05.2019 18:09:54

Announcement Type: Material Disclosure

Year:

Period:

Summary Information

Appointment of Senior Executive

Related Companies	
Related Funds	
	English
	Material Disclosure (General)
	Is this an update disclosure? No
	Is this a correction disclosure? No
	Date of the Disclosure Made Previously With This Regard -
	Is this a postponed disclosure? No
	Announcement Content
	Disclosures
	By the decision of our Board of Directors dated 02.05.2019, it is decided that Katarzyna Özgen be appointed as Ass. General Manager for Marketing and Commerce with effect from 02.05.2019 and be authorized with signatory powers of Group B as set forth in the internal directive numbered 4.

We hereby declare that the above statements are in conformity with the principles stipulated by the applicable Material Event Disclosure Communiqué of the Capital Markets Board, that they reflect the information on the subject/subjects received by our party; that such information conforms to our books, records and documents, that we endeavor for obtaining complete and correct information in this regard and that we are responsible for these statements.

TAT GIDA SANAYİ A.Ş.

Disclosure on Issue Limit

Sent on: 13.05.2019 16:43:28

Announcement Type: Material Disclosure

Year:

Period:

Summary Info	Approval of CMB for issue of domestic borrowing instruments
Is this an update disclosure?	Yes
Is this a correction disclosure?	No
Is this a postponed disclosure?	No

Date of the Board Decision	17.04.2019
Issue Limit	150.000.000
Currency	TRY
Issue Limit Security Type	Borrowing Instrument
Sales Type	Allocated-Sales to Qualified Investor
Domestic/International	Domestic
CMB Application Date	19.04.2019
CMB Application Result	Approved
CMB Approval Date	09.05.2019
Issue Limit Expiry Date	08.05.2020

Additional Disclosures

Our application made to the Capital Markets Board with regards to the issuance of bonds, as stated in our material event disclosure dated 17 April 2019, to be performed in one or more times within a one year period provided that the issue upper limit of 150 million TL is abided and to be sold to qualified domestic investors without public offer, has been resulted positively and approved issuance certificate is attached.

We hereby declare that the above statements are in conformity with the principles stipulated by the applicable Material Event Disclosure Communiqué of the Capital Markets Board, that they reflect the information on the subject/subjects received by our party; that such information conforms to our books, records and documents, that we endeavor for obtaining complete and correct information in this regard and that we are responsible for these statements.

**YURT İÇİNDE HALKA ARZ EDİLMEKSİZİN VEYA YURT DIŞINDA İHRAÇ
EDİLECEK ORTAKLIK HAKKI VERMEYEN SERMAYE PİYASASI ARAÇLARINA
İLİŞKİN İHRAÇ BELGESİDİR**

İşbu İhraç Belgesi Sermaye Piyasası Kurulu'nun 09.05.2019 tarih ve 27/637 sayılı kararı ile onaylanmıştır. Bu belge ile verilen ihraç tavanı kapsamında satılacak sermaye piyasası araçları onay tarihinden itibaren bir yıl süre ile satılabilir. Ancak bu belgenin onaylanması, ihraççının veya bu belgeye konu sermaye piyasası araçlarının veya bunların fiyatlarının Kurul veya kamuya tekeffülü anlamına gelmez ve bu sermaye piyasası araçlarında yapılacak işlemlere ilişkin bir tavsiye olarak da kabul edilemez. Ayrıca ihraç edilecek sermaye piyasası araçlarının fiyatı ihraççı tarafından belirlenmiş olup, fiyatın belirlenmesinde Sermaye Piyasası Kurulu'nun herhangi bir takdir ya da onay yetkisi yoktur.

Ortaklığımıza ve işbu İhraç Belgesine konu ortaklık hakkı vermeyen sermaye piyasası araçlarına ilişkin bilgiler aşağıda yer almaktadır.

İhraççı unvanı	: Tat Gıda Sanayi A.Ş.
İhraççının iletişim adresi ve internet sitesi	: Taşdelen Mahallesi Sırrı Çelik Bulvarı No:7 Çekmeköy – İstanbul http://www.tatgida.com.tr
İhraççının ticaret sicili / Ticaret sicil numarası	: İstanbul / 96638
İhraca ilişkin yetkili organ kararı / karar tarihi (Genel kurul kararı / Yönetim kurulu kararı)	: 2019/17 nolu, 17/04/2019 tarihli, Yönetim Kurulu Kararı
İhraç edilecek sermaye piyasası aracı (Sadece biri seçilecek)	: <input checked="" type="checkbox"/> Borçlanma Aracı <input type="checkbox"/> Kira Sertifikası <input type="checkbox"/> Gayrimenkul Sertifikası <input type="checkbox"/> VDMK <input type="checkbox"/> IDMK <input type="checkbox"/> VTMK <input type="checkbox"/> ITMK <input type="checkbox"/> Yatırım Kuruluşu Varantı/Sertifikası <input type="checkbox"/> Diğer
İhraç türü (Yurt içi veya yurt dışından sadece biri seçilecek)	: <input checked="" type="checkbox"/> Yurt içinde halka arz edilmeksizin satış <input checked="" type="checkbox"/> Tahsisli satış <input checked="" type="checkbox"/> Nitelikli yatırımcıya satış <input type="checkbox"/> Yurt dışı satış
Bu belge kapsamında ihraç edilebilecek sermaye piyasası araçlarının ihraç tavanı	: 150.000.000 TL

Kanuni yetki ve sorumluluklarımız dahilinde ve görevimiz çerçevesinde bu İhraç Belgesinde yer alan bilgilerin gerçeğe uygun olduğunu ve bu bilgilerin anlamını değiştirecek nitelikte bir eksiklik bulunmadığını beyan ederiz.

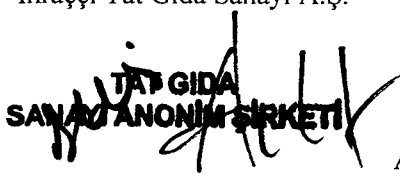
<p>İhraççı Tat Gıda Sanayi A.Ş.</p> <p>TAT GIDA SANAYİ ANONİM ŞİRKETİ</p> <p>Başak Tekin Özden Mali İşler ve Finans Gn. Md. Yard.</p> <p>Arzu Aslan Kesimer Genel Müdür</p>
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**YURT İÇİNDE HALKA ARZ EDİLMEKSİZİN İHRAÇ EDİLECEK BORÇLANMA
ARAÇLARINA İLİŞKİN İHRAÇ BELGESİ EKİDİR**

Borçlanma aracı türü	: <input checked="" type="checkbox"/> Tahvil/Finansman Bonosu <input type="checkbox"/> Yapılandırılmış Borçlanma Aracı <input type="checkbox"/> Özkaynak Hesaplamasına Dahil Edilecek Borçlanma Aracı <input type="checkbox"/> Paya Dönüştürülebilir Tahvil <input type="checkbox"/> Değiştirilebilir Tahvil <input type="checkbox"/> Diğer
Borçlanma aracına ve ihraca ilişkin esaslar	: Bir yıllık dönem içerisinde yurtiçinde nitelikli yatırımcılara satış ve/veya tahsisli satış yöntemleri ile satılmak üzere, bir veya birden fazla ihraç yoluyla çeşitli tertip ve vadelerde ve ihraç tarihlerindeki piyasa koşullarına göre belirlenecek borçlanma aracı ihraç edilecektir. Satışın halka arz edilmeksizin tahsisli satış ve/veya nitelikli yatırımcıya satış yöntemiyle yapılması ve nitelikli yatırımcıya satış halinde ihraç edilecek borçlanma araçlarının halka arza yol açmayacak şekilde Borsa İstanbul A.Ş.'nin (BİST) ilgili pazarında işlem görmesi öngörülmektedir. Henüz ihraç tavanı kapsamında ihraç edilmesi planlanan borçlanma araçlarının türüne özgü şartlar ve ihraca ilişkin faiz hesaplama yöntemi ile anapara ve varsa kupon ödemelerine ilişkin bilgiler belli olmadığından, ilgili bilgiler tertip bazında kesinleştikçe yatırımcılarla paylaşılacaktır. Borçlanma araçlarının ikincil piyasada satış ve devrine ilişkin herhangi bir kısıtlama planlanmamaktadır.
Borçlanma Aracının Birim Nominal Değeri	: Tahsisli satış durumunda birim nominal değeri asgari 100.000 TL olacaktır.
İhraçtan elde edilecek fonun kullanım yerleri	: Şirket faaliyetlerinin gerektirdiği işletme sermayesi ihtiyacını karşılamak ve şirketin finansman kaynaklarını çeşitlendirmek amacıyla kullanılacaktır.
İhraççı taahhütleri	: İhraççı tarafından bu kapsamda bir taahhüt verilmesi durumunda verilen taahhüt KAP'ta duyurulacaktır.
İhraççının veya aracın kredi derecelendirme notuna ilişkin bilgiler	: 24.05.2018 tarihli KAP açıklamamızda da görüleceği üzere; Saha Kurumsal Yönetim ve Kredi Derecelendirme Hizmetleri A.Ş. Şirketimizin uzun vadeli ulusal kredi derecelendirme notunu AA- olarak, kısa vadeli ulusal kredi derecelendirme notunu A1+ olarak teyit etmiş ve daha önceki stabl olan görünümünü negatif olarak güncellemiştir.
Yetkili kuruluş	: Henüz belirlenmemiştir.
Garanti hükümleri ve garantör hakkında bilgiler	: Yoktur.
Erken itfa esasları	: Bu ihraç belgesi kapsamındaki tertip ihraçlarında ihraç tarihindeki piyasa koşulları dikkate alınarak borçlanma araçlarının kısmen veya tamamen erken itfa edilebilir şekilde ihraç edilmesi mümkün olup, mevcut olması durumunda erken itfa esasları KAP'ta duyurulacaktır.
Yeniden yapılandırma esasları	: Yoktur.
Diğer hususlar	: Yoktur.

İşbu belge ile birlikte 17.04.2019 tarihli başvuru formu da KAP'ta ilan edilmiştir.

Kanuni yetki ve sorumluluklarımız dahilinde ve görevimiz çerçevesinde bu İhraç Belgesi Ekinde yer alan bilgilerin gerçeğe uygun olduğunu ve bu bilgilerin anlamını değiştirecek nitelikte bir eksiklik bulunmadığını beyan ederiz.

İhraççı Tat Gıda Sanayi A.Ş.	
	
Başak Tekin Özden Mali İşler ve Finans Gn. Md. Yard.	Arzu Aslan Kesimer Genel Müdür

HALKA ARZ EDİLMEKSİZİN VEYA YURT DIŞINDA
BORÇLANMA ARACI İHRACI BAŞVURU FORMU

A. İHRAÇÇIYA İLİŞKİN GENEL BİLGİLER

1. İHRAÇÇIYI TANITICI BİLGİLER

- 1.1. Ticaret Unvanı** : Tat Gıda Sanayi Anonim Şirketi
- 1.2. Merkez Adresi** : Taşdelen Mah. Sırrı Çelik Bulvarı No:7 Çekmeköy / İstanbul (Telefon: 0216 430 00 25)
- 1.3. Ticaret Sicil Müdürlüğü** : İstanbul
- 1.4. Ticaret Sicil Numarası** : 96638
- 1.5. Faaliyet Konusu** : Fiili faaliyet konusu Tat markası ile konserve ürünleri, Sek markası ile süt ürünleri, Pastavilla markası ile makarna üretim ve satışı olan Tat Gıda Sanayi A.Ş.'nin faaliyet konuları Esas Sözleşmenin Amaç ve Konu başlıklı 3'üncü maddesinde belirtilmiştir. Şirketin merkezi İstanbul'dadır. Şirketin tesislerine ilişkin bilgi aşağıdaki tabloda verilmektedir. Şirketin 2018 yılı ortalama çalışan sayısı 1.114 kişidir.

Üretim Tesisleri Hakkında Bilgi

Tesis	Adresi	Kullanım Amacı
Mustafakemalpaşa Konserve İşletmesi	Bursa - Mustafakemalpaşa	Konserve ürünleri üretimi
Karacabey Konserve İşletmesi	Bursa – Karacabey	Konserve ürünleri üretimi
Torbalı Konserve İşletmesi	İzmir – Torbalı	Konserve ürünleri üretimi
Mustafakemalpaşa Süt İşletmesi	Bursa - Mustafakemalpaşa	Süt ürünleri üretimi
Söke Süt İşletmesi	Aydın – Söke	Süt ürünleri üretimi
Bornova Makarna İşletmesi	İzmir – Bornova	Makarna Üretimi

1.6. Ortaklık Yapısı

Şirket payları Borsa İstanbul, Ulusal Pazar'da TATGD koduyla işlem görmektedir. 16/04/2019 tarihi itibarıyla 1 lot payın 2. Seans kapanış fiyatı 4,24 TL'dir. Şirket'in 136.000.000.-TL olan ödenmiş/çıkarılmış sermayesinin ortaklar arasında dağılımını gösterir tablo aşağıda yer almaktadır.

Ortaklık Yapısı		
Ortağın Ticaret Ünvanı / Adı Soyadı	Sermayedeki Payı (TL)	Sermayedeki Payı (%)
Koç Holding A.Ş.	59.364.947,16	43,65
Halka Açık	56.312.843,98	41,41
Kagome Co Ltd.	5.071.168,20	3,73
Temel Ticaret Yat. A.Ş.	4.427.888,60	3,26
Sumitomo Corp.	2.077.983,34	1,53
Diğer*	8.745.168,72	6,42
TOPLAM	136.000.000,00	100,00

%5'ten yüksek paya sahip gerçek kişi hissedar bulunmamaktadır.

1.7. Sermayede En Fazla Paya Sahip Tüzel Kişi Ortağa Ait Ortaklık Yapısı

Şirket sermayesinin % 43,65'ine sahip olan Koç Holding A.Ş.'nin ortaklık yapısı aşağıdaki tabloda yer almaktadır. Koç Holding A.Ş. esas sözleşmesi uyarınca Her bir A grubu nama yazılı hisselerin Genel Kurul'da 2 oy hakkı vardır. Ancak esas sözleşme değişikliğine, ibraya ve sorumluluk davası açılmasına ilişkin kararlarda bütün payların birer oy hakkı vardır.

Koç Holding A.Ş. Ortaklık Yapısı					
Pay sahibi	Grubu	Pay Tutarı (TL)	Sermaye Oranı (%)	Oy Hakkı	Oy Hakkı Oranı (%)
Temel Ticaret ve Yatırım A.Ş.	A	678.773.422	26,77	135.754.684.460	42,23
Temel Ticaret ve Yatırım A.Ş.	B	428.196.786	16,88	42.819.678.578	13,32
Koç Ailesi*	B	487.895.145	19,24	48.789.514.515	15,18
Vehbi Koç Vakfı	B	184.171.754	7,26	18.417.175.384	5,73
Koç Holding Emekli ve Yardım Sandığı Vakfı	B	50.451.548	1,99	5.045.154.831	1,57
Rahmi M. Koç ve Mahdumları Maden İnşaat Turizm Ulaştırma Yatırım ve Ticaret A.Ş.	B	35.385.424	1,4	3.538.542.410	1,1
Halka Açık	B	671.023.971	26,46	67.102.397.052	20,87
Toplam		2.535.898.050	100	321.467.147.230	100,00

* Koç Ailesi üyelerinden Semahat S. Arsel 156.018.562,09 TL (%6,15) paya sahiptir.

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1.8. Sermayede En Fazla Paya Sahip Tüzel Kişi Ortağın Bulunduğu Ülkeye İlişkin Riskler:

Sermayede en fazla paya sahip tüzel kişi ortak yurt dışında yerleşik değildir.

1.9. Yönetim Kurulu Üyeleri

Esas sözleşmemizin 11. maddesine göre Şirketimiz, Genel Kurul tarafından Türk Ticaret Kanunu hükümleri kapsamında, 1 yıl için seçilecek 5-13 üyeli bir Yönetim Kurulu tarafından idare edilir.

Yönetim Kurulu Üyeleri			
Adı-Soyadı	Görevi	Seçildiği GK/YK Tarihi	Görev Süresi
Semahat Sevim Arsel	Başkan	11.03.2019	1 Hesap Dönemi
Mustafa Rahmi Koç	Başkan Vekili	11.03.2019	1 Hesap Dönemi
Mehmet Ömer Koç	Üye	11.03.2019	1 Hesap Dönemi
Yıldırım Ali Koç	Üye	11.03.2019	1 Hesap Dönemi
Caroline Nicole Koç	Üye	11.03.2019	1 Hesap Dönemi
Levent Çakıroğlu	Üye	11.03.2019	1 Hesap Dönemi
İbrahim Tamer Haşimoğlu	Üye	11.03.2019	1 Hesap Dönemi
Takashi Hashimoto	Üye	11.03.2019	1 Hesap Dönemi
Arzu Aslan Kesimer	Üye - Genel Müdür	11.03.2019	1 Hesap Dönemi
Fatma Füsün Akkal Bozok	Bağımsız Üye	11.03.2019	1 Hesap Dönemi
M.Sait Tosyalı	Bağımsız Üye	11.03.2019	1 Hesap Dönemi

1.10. Bağlı Ortaklıkları ve Finansal Duran Varlıkları

Finansal Duran Varlıklar		
Ticaret Unvanı	Sermayesi (TL)	Sahip Olunan Sermaye Oranı (%)
Ram Dış Ticaret A.Ş.	6.000.000	7,50
Düzyey Tüketim Malları San. Paz. Tic. A.Ş.	5.766.000	1,12
Antalya Serbest Bölge İşletmeciliği A.Ş.	495.000	0,004

1.11. KAP Sertifikası Başvurusunun Yapılıp Yapılmadığı ve Bildirimle Yetkili Kişilerin İsimleri ve Görevleri

Şirket KAP üyesi olup; Sermaye Piyasası Kurulu'nun VII-128.6 sayılı "Kamuyu Aydınlatma Platformu Tebliği'nin 5'inci maddesi uyarınca Şirket adına bildirim göndermek için elektronik sertifikaları bulunan yetkili kişiler aşağıda belirtilmiştir.

Bildirimle Yetkili Kişilerin İsimleri	Görevleri	Belgenin Alındığı Tarih
Arzu Aslan Kesimer	Genel Müdür	8.4.2019
Başak Tekin Özden	Mali İşler ve Finans Genel Müdür Yardımcısı	8.4.2019
Barış Toprak	Mali İşler Grup Yöneticisi	8.4.2019

1.12. MKK Üyeliđi'nin Bulunup Bulunmadıđına İlişkin Bilgi:

Şirket'in Merkezi Kayıt Kuruluşu A.Ş. (MKK) üyeliđi bulunmaktadır.

2. SERMAYEYE İLİŞKİN BİLGİLER

Son Sermaye Artırımına İlişkin Bilgiler

2.1. Artırım Öncesi Sermaye	: 86.041.813,50 TL
2.2. Artırım Kaynakları	
Nakit	: 49.212.512,14 TL
Olađanüstü Yedek Enf. Deđ. Fark	: 745.674,36 TL
2.3. Artırım Sonrası Sermaye	: 136.000.000,00 TL
2.4. Sermayenin	
- Tescil Tarihi	: 12.09.2007
- İlan Edildiđi TTSG Tarih ve Sayısı	: 18.09.2007 – 6897
2.5. Sermayenin Ödendiđine İlişkin Mali	
Müşavir Raporunun Tarihi ve Sayısı	: 27.07.2007 – YMM 176 / 593 – 66

3. FİNANSAL TABLOLAR VE BAĐIMSIZ DENETİM

Şirket'in 2017 ve 2018 yılları hesap dönemlerine ilişkin finansal tablolarının bađımsız denetimi hakkında bilgiler aşıđıdaki tabloda verilmektedir.

Finansal Tablo Tarihi	Hazırlanma Esasları	Konsolide / Solo	Bađımsız Denetim Kuruluşu	Bađımsız Denetim Görüşü
31.12.2017	TMS/TFRS	Solo	KPMG Bađımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi	Olumlu
31.12.2018	TMS/TFRS	Solo	KPMG Bađımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi	Olumlu

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Şirket'in 2017 ve 2018 yılları hesap dönemlerine ilişkin finansal tablolarından seçilmiş finansal tablo verileri aşağıdaki tabloda yer almaktadır.

Finansal Durum Tablosu (TL)	31.12.2017	31.12.2018
Dönen Varlıklar	563.452.240	641.100.927
<i>Nakit ve Nakit Benzerleri</i>	<i>13.025.751</i>	<i>27.697.717</i>
<i>Ticari Alacaklar</i>	<i>272.370.755</i>	<i>323.463.202</i>
<i>Stoklar</i>	<i>231.676.801</i>	<i>237.813.206</i>
Duran Varlıklar	222.537.003	223.209.193
<i>Maddi Duran Varlıklar</i>	<i>185.506.697</i>	<i>189.547.315</i>
TOPLAM VARLIKLAR	785.989.243	864.310.120
Kısa Vadeli Yükümlülükler	270.876.344	246.759.458
<i>Kısa Vadeli Borçlanmalar</i>	<i>45.140.855</i>	<i>48.338.499</i>
<i>Uzun Vadeli Borçlanmaların Kısa Vadeli Kısımları</i>	<i>56.799.986</i>	<i>6.153.846</i>
<i>Ticari Borçlar</i>	<i>141.140.183</i>	<i>166.845.335</i>
Uzun Vadeli Yükümlülükler	22.137.264	116.675.236
<i>Uzun Vadeli Borçlanmalar</i>	<i>7.692.308</i>	<i>101.538.462</i>
Toplam Yükümlülükler	293.013.608	363.434.694
Özkaynaklar	492.975.635	500.875.426
<i>Ödenmiş Sermaye</i>	<i>136.000.000</i>	<i>136.000.000</i>
TOPLAM KAYNAKLAR	785.989.243	864.310.120

Gelir Tablosu (TL)	31.12.2017	31.12.2018
Hasılat	1.074.034.710	1.155.378.200
Satışların maliyeti	(835.401.871)	(919.539.938)
Brüt kar	238.632.839	235.838.262
Esas faaliyet karı	70.654.054	59.767.369
Finansman gideri öncesi faaliyet karı	71.712.520	62.968.030
Vergi öncesi dönem karı	64.725.443	41.394.953
Dönem karı	61.183.525	38.576.777

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4. DERECELENDİRME

Derecelendirme kuruluşunun unvanı	Derecelendirme notunun verildiği tarih	Uzun vadeli ulusal derecelendirme notu	Görünüm	Yatırım yapılabilir seviye olup olmadığı
Saha Kurumsal Yönetim	24.05.2016	AA+	Stabil	Yatırım yapılabilir seviyededir.
Saha Kurumsal Yönetim	25.05.2017	AA+	Stabil	Yatırım yapılabilir seviyededir.
Saha Kurumsal Yönetim	24.05.2018	AA+	Negatif	Yatırım yapılabilir seviyededir.

Saha Kurumsal Yönetim'in kredi notu açıklamaları KAP'ta 24.05.2016, 25.05.2017, 24.05.2018 tarihlerinde ilan edilmiştir.

B. SERMAYE PİYASASI ARAÇLARINA İLİŞKİN BİLGİLER

1. Tedavülde Bulunan Sermaye Piyasası Araçları

Türü	İhraç Tutarı		İhraç Tarihi	İtfa Tarihi	Faiz/Getiri Oranı (%)	İhraç Şekli
	Tutar	Para Birimi				
Bulunmamaktadır.						

2. İhraç Tavanı Alınan Henüz Satışı Gerçekleştirilmemiş Sermaye Piyasası Araçları

Türü	İhraç Tavanı ve Tavanın Verildiği Kurul Kararı	Henüz Satışı Gerçekleştirilmemiş Kısım	
		Tutar	Para Birimi
Bulunmamaktadır.			

3. İhraçtan Elde Edilecek Fonun Kullanım Yerleri

Kullanım Yerlerine İlişkin Açıklama	Tahsis Edilecek Tutar (TL) veya Oran (%)
Şirket faaliyetlerinin gerektirdiği işletme sermayesi ihtiyacını karşılamak ve şirketin finansman kaynaklarını çeşitlendirmek amacıyla kullanılacaktır.	Tahsis edilecek rakamın %100'ü işletme sermayesi ihtiyacını karşılamak ve şirketin finansman kaynaklarını çeşitlendirmek amacıyla kullanılacaktır.

Saha Kurumsal Yönetim Şirketi

5. Yetkili Kuruluş ve Sözleşme Tarihi

Yeni yapılan bu başvuru ile ilgili SPK onayına sunulan ihraç belgesi kapsamında ihraç edilmesi planlanan borçlanma araçlarına dair henüz herhangi bir yetkili kuruluş ile sözleşme imzalanmamıştır.

6. Borçlanma Araçlarının Borsa'da İşlem Görmesi için Borsa'ya Yapılan Başvuru Tarihi

Borçlanma araçlarının Borsa İstanbul A.Ş.'nin ilgili pazarında nitelikli yatırımcılar arasında işlem görmesi planlanmaktadır. İlgili başvuru ihraç aşamasında yapılacaktır.

17/04/2019

İhraççı
Tat Gıda Sanayi Anonim Şirketi

TAT GIDA
SANAYİ ANONİM ŞİRKETİ

Başak Tekin Özden
Mali İşler ve Finans Gn. Md. Yard.

Arzu Aslan Kesimer
Genel Müdür

TAT GIDA SANAYİ A.Ş.

Credit Rating

Sent on: 23.05.2019 15:06:49

Announcement Type: Material Disclosure

Year:

Period:

Summary Information

Credit Rating Score

Related Companies		
Related Funds		
	Credit Rating	
	Is this an update disclosure?	Yes
	Is this a correction disclosure?	No
	Date of the Disclosure Made Previously With This Regard	24.05.2018
	Is this a postponed disclosure?	No
	Announcement Content	
	Disclosures	
	Credit Rating Institution Saha Kurumsal Yönetim ve Kredi Derecelendirme Hizmetleri A.Ş. updated our long term national credit rating score AA, that was previously AA+ and determined our short term national credit rating score as A1+ and business outlook that was previously negative updated as stable.	

We hereby declare that the above statements are in conformity with the principles stipulated by the applicable Material Event Disclosure Communique of the Capital Markets Board, that they reflect the information on the subject/subjects received by our party; that such information conforms to our books, records and documents, that we endeavor for obtaining complete and correct information in this regard and that we are responsible for these statements.

23 May 2019

Credit Rating

**Long-term (National):
(TR) AA**

**Outlook:
Stable**

**Short-term (National):
(TR) A1+**

**Outlook:
Stable**

TAT GIDA SANAYİ A.Ş.

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<http://www.tatgida.com>

Rating Summary

Tat Gıda Sanayi A.Ş. (“Tat Gıda” or “the Company”) was established on 1967 under the name of Tat Konserve Sanayi A.Ş. and has changed its title to Tat Gıda Sanayi A.Ş. on November 15, 2013. Tat Gıda Sanayi A.Ş. operates the Tat, SEK and Pastavilla brands. The Company's domestic marketing and sales activities are carried out by Düzey Tüketim Malları Sanayi Pazarlama ve Ticaret A.Ş. (“Düzey”), a Koç Group affiliate. Tat Gıda shares are listed on Borsa İstanbul since 1993. As of the first quarter of 2017, Tat Gıda is the market leader in tomato paste, ketchup and tomato products market with the Tat brand name and in pasteurized milk market with the Sek brand name.

Following our analysis of the position of the brands represented by the Company in the food and beverage sector, its financial performance, corporate structure as a Koç group of company as well as the level of its risk management, Tat Gıda’s previous long term rating of AA+ (National) and the short term rating of A1+ (National) dated May 24, 2018 is revised as long term rating of **AA (National)** and short term rating of **A1+ (National)** and the outlook is revised as **Stable**.

Strengths and Risks

Strengths

- Strong parent company structure
- Industry experience
- Established market position of the brands
- Long-term financial debt structure

Risks

- Macroeconomic decline in demand
- Upward trend in raw material prices
- Rise in financing costs

Outlook

Tat Gıda, a subsidiary of Koç Holding, one of the leading groups in Turkey, has preserved the market position of its brands and maintained their profitability. The Company is the market leader in tomato paste, ketchup and tomato products under the Tat brand, leader in the pasteurized milk market and second in the mayonnaise market with the Sek brand. A positive aspect is that 79% of the Company's financial debt structure is extended to long term.

On the other hand, demand-side risks have been increasing as a result of general economic recession. Difficulties are experienced in reflecting the increase in raw material costs to the customers. Similarly, the extension of payment terms in the sector brings additional burdens on working capital. In addition, the rising trend in financing costs adversely affects the Company's profitability.

The Company's financing limits are sufficient and the currency risks are low. Taking into account all the above factors, the Company's outlook is evaluated as “**Stable**”.

Methodology

SAHA's credit rating methodology is composed of quantitative and qualitative sections contributing to the final grade with specific weights. The quantitative analysis components consist of SAHA Score which measures the Company's distance from the point of default, its performance compared to industry peers, analysis of the financial risks, and the assessment of cash flow projections. Default probability analysis measures a statistical distance to the point of default making use of industry specific significant financial ratios based on industry peer sample companies' past financial performance and default statistics. Comparative performance analysis determines the relative position of the company as compared with industry peers' financial performances and industry averages. The financial risk analysis of our methodology covers the evaluation of the Company's financial ratios on the basis of objective criteria. Liquidity, leverage, asset quality, profitability, volatility and concentration are treated as sub-headings in this analysis. Finally, scenario analysis evaluates the Company's performance with respect to its capability to fulfill its obligations under the future projections of a base and a stress scenario.

The qualitative analysis covers operational issues such as industry and company risks as well as administrative risks in the context of corporate governance practices. The industry analysis evaluates factors like the nature and rate of growth of the industry, its competitive structure, structural analysis of customers and creditors, and sensitivity of the sector to risks at home and abroad. The company analysis evaluates market share and efficiency, trends and volatilities in key performance indicators, cost structure, service quality, organizational stability, access to domestic and foreign funding sources, off-balance sheet liabilities, accounting practices, and parent / subsidiary company relationships if any.

Corporate governance plays an important role in our methodology. The importance of corporate governance and transparency is once again revealed in the current global financial crisis we witness. Our methodology consist of four main sections; shareholders, public disclosure and transparency, stakeholders, and board of directors. The corporate governance methodology of SAHA can be accessed at www.saharating.com.

Rating Definitions

Our long term credit ratings reflects our present opinion regarding the mid to long term period of one year and above; Our short term credit ratings reflects our opinion regarding a period of one year. Our long term credit rating results start from AAA showing the highest quality grade and continue downward to the lowest rating of D (default). Plus (+) and minus (-) signs are used to make a more detailed distinction within categories AA to CCC.

Companies and securities rated with long-term AAA, AA, A, BBB and short-term A1 +, A1, A2, A3 categories should be considered “investment worthy” by the market.

Short Term	Long Term	Rating Definitions
(TR) A1+	(TR) AAA (TR) AA+ (TR) AA (TR) AA-	The highest credit quality. Indicates that ability to meet financial obligations is extremely high. For securities, it is an indication of no more than a slight additional risk as compared to risk-free government bonds.
(TR) A1	(TR) A+ (TR) A	Credit quality is very high. Very high ability to fulfill financial obligations. Sudden changes at the company level and/or economic and financial conditions may increase investment risk, but not significantly.
(TR) A2	(TR) A- (TR) BBB+	High ability to fulfill financial obligations, but may be affected by adverse economic conditions and changes.
(TR) A3	(TR) BBB (TR) BBB-	Sufficient financial ability to fulfill its obligations, but carries more risk in adverse economic conditions and changes. If securities; has adequate protection parameters, but issuer’s capacity to fulfill its obligations may weaken in face of adverse economic conditions and changes.

Companies and securities rated with long-term BB, B, CCC, and short-term B, C categories should be considered “speculative” by the market.

(TR) B	(TR) BB+ (TR) BB (TR) BB-	Carries minimum level of speculative features. Not in danger in the short term, but faces negative financial and economic conditions. If securities; below investment level, but on-time payments prevail, or under less danger than other speculative securities. However, if the issuer’s capacity to fulfill its obligations weakens, serious uncertainties may unfold.
(TR) C	(TR) B+ (TR) B (TR) B-	Currently has the capacity to fulfill financial obligations, but highly sensitive to adverse economic and financial conditions. If securities; there is a risk in due payment. Financial protection factors can show high fluctuations depending on the conditions of the economy, the sector, and the issuer.
(TR) C	(TR) CCC+ (TR) CCC (TR) CCC-	Well below investment grade. In considerable danger of default. Fulfillment of its financial obligations depends on the positive performance of economic, sectoral and financial conditions. If securities; there are serious uncertainties about the timely payment of principal and interest.
(TR) D	(TR) D	Event of default. The company cannot meet its financial obligations or cannot pay the principal and/or interest of the relevant securities.

Disclaimer

This Credit Rating Report has been prepared by Saha Kurumsal Yönetim ve Kredi Derecelendirme Hizmetleri A.Ş. (SAHA Corporate Governance and Credit Rating Services, Inc.) in collaboration with Tat Gıda Sanayi A.Ş. and is based on information disclosed to the public by Tat Gıda Sanayi A.Ş.

This report, edited by SAHA A.Ş. analysts based on their best intentions, knowledge base and experience, is the product of an in-depth study of the available information which is believed to be correct as of this date. It is a final opinion about the overall credibility of the institutions and/or debt instruments they have issued. The contents of this report and the final credit rating should be interpreted neither as an offer, solicitation or advice to buy, sell or hold securities of any companies referred to in this report nor as a judgment about the suitability of that security to the conditions and preferences of investors. SAHA A.Ş. makes no warranty, regarding the accuracy, completeness, or usefulness of this information and assumes no liability with respect to the consequences of relying on this information for investment decisions or other purposes.

SAHA A.Ş. has embraced and published the IOSCO (International Organization of Securities Commissions) Code of Conduct for Credit Rating Agencies on its web site (www.saharating.com) and operates on the basis of independence, objectivity, transparency, and analytic accuracy.

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TAT GIDA SANAYİ A.Ş.

Disclosure on Capital Markets Instruments Transactions Other than Share (Including interest)

Sent on: 24.06.2019 18:37:07

Announcement Type :ODA

Year:

Period:

Summary Info	Bond Issue								
Is this an update disclosure?	No								
Is this a correction disclosure?	No								
Is this a postponed disclosure?	No								
Date of the Board Resolution	17.04.2019								
Information on Related Issue Upper Limit									
Currency	TRY								
Amount	150.000.000								
Issue Upper Limit Security Type	Borrowing Instrument								
Sales Type	Sales to Qualified Investor								
Domestic/International	Domestic								
Information on the Capital Markets Instrument to be Issue									
Type	Private Sector Bond								
Maturity	23.06.2021								
Maturity (Days)	728								
Interest Rate & Type	Variable								
Sales Type	Sales to Qualified Investor								
Investment Organization Offering Brokerage Service	YAPI KREDİ YATIRIM MENKUL DEĞERLER A.Ş.								
Number of Coupons	8								
Currency	TRY								
Capital Markets Instrument Redemption Schedule									
Coupon No	Payment Date	Registry Date *	Date of Payment to Investor Accounts	Interest Rate (%)	Annual Simple Interest (%)	Annual Percentage Rate (%)	Payment Amount	Exchange Rate	Has payment been made?
1	25.09.2019	24.09.2019	25.09.2019						
2	25.12.2019	24.12.2019	25.12.2019						
3	25.03.2020	24.03.2020	25.03.2020						
4	24.06.2020	23.06.2020	24.06.2020						

5	23.09.2020	22.09.2020	23.09.2020						
6	23.12.2020	22.12.2020	23.12.2020						
7	24.03.2021	23.03.2021	24.03.2021						
8	23.06.2021	22.06.2021	23.06.2021						
Principal / Maturity end Payment Amount									

* Date determined by right owners

Additional disclosures

With respect to the issue of company bonds with a maturity of 728 days and variable interest coupon payments every 3 months for initial value of TL 50 million (that can be increased according to investor demand), which shall be sold to qualified investors locally without public offer within the scope of the issue limit as approved by the Capital Market Board by the decision dated 09.05.2019 and numbered 27/637, it is planned to receive the demands on 25th June 2019 and to issue bonds on 26th June 2019. Yapı Kredi Yatırım Menkul Değerler A.Ş. shall act as the broker for this transaction.

We hereby declare that the above statements are in conformity with the principles stipulated by the applicable Material Event Disclosure Communiqué of the Capital Markets Board, that they reflect the information on the subject/subjects received by our party; that such information conforms to our books, records and documents, that we endeavor for obtaining complete and correct information in this regard and that we are responsible for these statements.

TAT GIDA SANAYİ A.Ş.

Disclosure on Capital Markets Instruments Transactions Other than Share (Including interest)

Sent on: 25.06.2019 18:37:39

Announcement Type :ODA

Year:

Period:

Summary Info	Bond Issue
Is this an update disclosure?	Yes
Is this a correction disclosure?	No
Is this a postponed disclosure?	No
Date of the Board Resolution	17.04.2019
Information on Related Issue Upper Limit	
Currency	TRY
Amount	150.000.000
Issue Upper Limit Security Type	Borrowing Instrument
Sales Type	Sales to Qualified Investor
Domestic/International	Domestic
Information on the Capital Markets Instrument to be Issue	
Type	Private Sector Bond
Maturity	23.06.2021
Maturity (Days)	728
Interest Rate & Type	Variable
Sales Type	Sales to Qualified Investor
ISIN Code	TRSTATK62115
Investment Organization Offering Brokerage Service	YAPI KREDİ YATIRIM MENKUL DEĞERLER A.Ş.
Sales Starts On	25.06.2019
Sales Expiring On	25.06.2019
Maturity Starts On	26.06.2019
Nominal Amount Sold	70.000.000
Number of Coupons	8
Currency	TRY

Capital Markets Instrument Redemption Schedule

Coupon No	Payment Date	Registry Date *	Date of Payment to Investor Accounts	Interest Rate (%)	Annual Simple Interest (%)	Annual Percentage Rate (%)	Payment Amount	Exchange Rate	Has payment been made?
1	25.09.2019	24.09.2019	25.09.2019	6,3117	25,3163	27,8252			
2	25.12.2019	24.12.2019	25.12.2019						
3	25.03.2020	24.03.2020	25.03.2020						
4	24.06.2020	23.06.2020	24.06.2020						
5	23.09.2020	22.09.2020	23.09.2020						
6	23.12.2020	22.12.2020	23.12.2020						
7	24.03.2021	23.03.2021	24.03.2021						
8	23.06.2021	22.06.2021	23.06.2021						
Principal / Maturity end Payment Amount									

* Date determined by right owners

Additional disclosures

Within the scope of the issue limit approved by the Capital Market Board dated 09.05.2019 and numbered 27/637, as a result of the process aimed at receiving demands for the corporate bonds with the code TRSTATK62115 ISIN of our Company, with a term of 728 days, with coupon payments with a variable rate of interest every 3 months, with additional return of 65 bps based on the reference rate of 3MTRLIBOR, redemption date of 23.06.2021, which are to be sold inside the country to eligible investors without public offering, total issue amount is TRY 70 million and the sale process was completed on 25.06.2019. The exchange for the transaction will take place on 26.06.2019.

We hereby declare that the above statements are in conformity with the principles stipulated by the applicable Material Event Disclosure Communiqué of the Capital Markets Board, that they reflect the information on the subject/subjects received by our party; that such information conforms to our books, records and documents, that we endeavor for obtaining complete and correct information in this regard and that we are responsible for these statements.

TAT GIDA SANAYİ A.Ş.

Partial or Complete Suspension or Impossibility of Operations

Sent on: 02.08.2019 15:54:19

Summary Information

Suspension of operations in the pasta and bakery products business line

Related Companies	[]	
Related Funds	[]	
	Partial or Complete Suspension or Impossibility of Operations	
	Is this an update disclosure?	No
	Is this a correction disclosure?	No
	Date of the Disclosure Made Previously With This Regard	-
	Is this a postponed disclosure?	No
	Announcement Content	
	Nature of the Disclosed Case	Suspension of operations in the pasta and bakery products business line
	Information on the Suspended/Impossible Operations	All production and sales operations will be suspended in pasta and bakery products business line with a low share in turnover and profitability of our company.
	Reason for Suspension/Impossibility of the Operations	Considering share in total turnover and profitability within the framework of long-term business plans of the Company, ceasing presence in the pasta and bakery products business line and focusing on the pastes and canned products business line and milk and dairy products business line, in which the Company has already been operating.
	Decision Date of the Competent Body, if any	2.08.2019
	Validity Date for Suspension/Impossibility of Operations	Production operations will cease on 02 September 2019, and sale operations will cease once the trademark assignment is complete.
	Impact on Suspension/Impossibility of Operations on Total Production of the Company	Pasta and bakery products business line is the one lowest share among the three main production business lines of the Company, and production operations will continue in other business line.
	Impact on Suspension/Impossibility of Operations on Total Sales of the Company	From the perspective of the net sales of the Company for year 2018, pasta and bakery products business line accounts for 5,4% of the Company's total net sales.
	In Case of Partial Suspension, Share of the Suspended Operations in Total Production and Sales of the Company	-
	Number of People, Whose Contracts of Employment are/will be Terminated	84
	Total Severance and Notice Pays Paid/Payable	Approximately TRY 8,1 million
	Measures Taken by the Company Management	-
	Conditions for the Operation to Restart	-
	If the Operations are to Restart, the Anticipated Date	-
	Impact on the Continuity of the Company as a Going Concern	As the Company will continue the on-going operations in the pastes and canned products business line and milk and dairy products business line with higher profitability, there will be no impact on the continuity of the Company as a going concern.
	Disclosures	
	<p>It is decided by our Board of Directors within the framework of long-term business plans of our Company and taking into consideration the respective share in the total turnover and profitability that presence be ceased in the pasta and bakery products business line, and pastes and canned products business line and milk and dairy products business line be focused on as the main business lines; that production operations of Pastavilla enterprise operating in the "pasta and bakery products" business line in İzmir city Bornova district be ceased as of 02 September 2019, and sales operations be ceased following trademark assignment; that the trademarks owned by our Company in such business line, i.e. trademarks Pastavilla, Kartal and Lunch & Dinner, be assigned to Durum Gıda Sanayi ve Ticaret A.Ş., who is not a party related to our Company, for a cash price of TRY 8.000.000 + VAT as determined through negotiations subject to the approval by the Competition Authority; and that, factory land and materials and equipment for production be sold in future if favourable conditions arise.</p> <p>Within this scope, contracts of employment of 84 Company employees employed at our Pastavilla enterprise will be terminated in accordance with the employment legislation and the collective contract in force, and our contract with the sub-employer operating at the same enterprise will be terminated. Total approximately TRY 8,1 million will be payable, including severance and notice pays.</p> <p>As our Company's financial schedules dated 31.03.2019 do not contain any values relating to the trademarks to be sold at this stage, all the proceeds from sale will be included into the period profit; and the share of the total book value of the factory land, materials and equipment that will become idle accounts for 0,6% of the total assets.</p>	

We hereby declare that the above statements are in conformity with the principles stipulated by the applicable Material Event Disclosure Communiqué of the Capital Markets Board, that they reflect the information on the subject/subjects received by our party; that such information conforms to our books, records and documents, that we endeavour for obtaining complete and correct information in this regard and that we are responsible for these statements.

TAT GIDA SANAYİ A.Ş.

Disclosure on Capital Markets Instruments Transactions Other Than Share (Including Interest)

Sent On: 25.09.2019 17:21:20

Announcement Type: Material Disclosure

Year:

Period:

Summary Info	Bond Coupon Payment	
Is this an update disclosure?	Yes	
Is this a correction disclosure?	No	
Is this a postponed disclosure?	No	
Date of Board Resolution	17.04.2019	

Information on Related Issue Upper Limit		
Currency	TRY	
Amount	150.000.000	
Issue Upper Limit Security Type	Debt Securities	
Sales Type	Private Placement - Sales to Qualified Investor	
Domestic / International	Domestic	

Information on the Capital Markets Instrument to be Issued		
Type	Private Sector Bond	
Maturity	23.06.2021	
Maturity (Days)	728	
Interest Rate & Type	Floating Rate	
Sales Type	Sale to Qualified Investor	
ISIN Code	TRSTATK62115	
Investment Organization Offering Brokerage Service	YAPI KREDİ YATIRIM MENKUL DEĞERLER A.Ş.	
Starting Date of Sale	25.06.2019	
Ending Date of Sale	25.06.2019	
Maturity Starts on	26.06.2019	
Nominal Amount Sold	70.000.000	
Number of Coupons	8	
Currency	TRY	

Capital Markets Instrument Redemption Schedule									
Coupon No	Payment Date	Registry Date *	Date of Payment to Investor Accounts	Interest Rate (%)	Interest Rate - Annual Simple (%)	Interest Rate - Annual Compound (%)	Payment Amount	Exchange Rate	Has payment been made?
1	25.09.2019	24.09.2019	25.09.2019	6,3117	25,3163	27,8252	4.418.190		Yes
2	25.12.2019	24.12.2019	25.12.2019						
3	25.03.2020	24.03.2020	25.03.2020						
4	24.06.2020	23.06.2020	24.06.2020						
5	23.09.2020	22.09.2020	23.09.2020						
6	23.12.2020	22.12.2020	23.12.2020						
7	24.03.2021	23.03.2021	24.03.2021						
8	23.06.2021	22.06.2021	23.06.2021						
Principal/Maturity Date Payment Amount									

* Date determined by right owners.

Other Developments Regarding Issue

1st coupon payment related to bond with ISIN code of TRSTATK62115 and nominal value of TL 70.000.000, which was issued by our company, was completed on 25.09.2019.

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.

TAT GIDA SANAYİ A.Ş.

Material Disclosure (General)

Send on: 01.10.2019 18:28:53

Announcement Type: Material Disclosure

Year:

Period:

Summary Information

Marka Satışı Rekabet Kurumu Onayı

Related Companies		
Related Funds		
	Material Disclosure (General)	
	Is this an update disclosure?	Yes
	No Is this a correction disclosure?	No
	Date of the Disclosure Made Previously With This Regard	2.08.2019
	Is this a postponed disclosure?	No
	Announcement Content	
	Disclosures	
	As stated in our material disclosure announcement dated 02.08.2019, Competition Authority approved the sale of Pastavilla, Kartal and Lunch & Dinner brands to Durum Gıda Sanayi ve Ticaret A.Ş.	

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.

TAT GIDA SANAYİ A.Ş.

Partial or Complete Suspension or Impossibility of Operations

Sent on: 02.10.2019 18:52:53

Announcement Type: Material Disclosure

Summary Information

Operations discontinued in the pasta and bakery products business line

Related Companies	[]
Related Funds	[]
Partial or Complete Suspension or Impossibility of Operations	
Is this an update disclosure?	Yes
Is this a correction disclosure?	No
Date of the Disclosure Made Previously With This Regard	02.08.2019 / 01.10.2019
Is this a postponed disclosure?	No
Announcement Content	
Nature of the Disclosed Case	Operations discontinued in the pasta and bakery products business line
Information on the Suspended/Impossible Operations	All production and sale operations are discontinued in pasta and bakery products business line, which has a low share in the turnover and profitability of our company.
Reason for Suspension/Impossibility of the Operations	Considering share in total turnover and profitability within the framework of long-term business plans of the Company, ceasing presence in the pasta and bakery products business line and focusing on the pastes and canned products business line and milk and dairy products business line, in which the Company has already been operating.
Decision Date of the Competent Body, if any	2.08.2019
Validity Date for Suspension/Impossibility of Operations	Production operations are discontinued starting from 02.09.2019, and sale operations are discontinued starting from 02.10.2019 with the completion of trademark assignment.
Impact on Suspension/Impossibility of Operations on Total Production of the Company	Pasta and bakery products business line is the one lowest share among the three main production business lines of the Company, and production operations will continue in other business line.
Impact on Suspension/Impossibility of Operations on Total Sales of the Company	From the perspective of the net sales of the Company for year 2018, pasta and bakery products business line accounts for 5,4% of the Company's total net sales.
In Case of Partial Suspension, Share of the Suspended Operations in Total Production and Sales of the Company	-
Number of People, Whose Contracts of Employment are/will be Terminated	81
Total Severance and Notice Pays Paid/Payable	Approximately TRY 8,1 million
Measures Taken by the Company Management	-
Conditions for the Operation to Restart	-
If the Operations are to Restart, the Anticipated Date	-
Impact on the Continuity of the Company as a Going Concern	As the Company will continue the on-going operations in the pastes and canned products business line and milk and dairy products business line with higher profitability, there will be no impact on the continuity of the Company as a going concern.
Disclosures	
Following the Competition Authority's approval for assignment of the trademarks Pastavilla, Kartal and Lunch & Dinner to Durum Gıda Sanayi ve Ticaret A.Ş. as covered by our Material Disclosures dated 02.08.2019 and 01.10.2019, our operations are discontinued in the pasta and bakery products business line.	

We hereby declare that the above statements are in conformity with the principles stipulated by the applicable Material Event Disclosure Communiqué of the Capital Markets Board, that they reflect the information on the subject/subjects received by our party; that such information conforms to our books, records and documents, that we endeavour for obtaining complete and correct information in this regard and that we are responsible for these statements.

TAT GIDA SANAYİ A.Ş.**Disclosure on Capital Markets Instruments Transactions Other Than Share (Including Interest)**

Sent On: 25.12.2019 15:10:08

Announcement Type: Material

Disclosure

Year:

Period:

Summary Info	Bond Coupon Payment
Is this an update disclosure?	Yes
Is this a correction disclosure?	No
Is this a postponed disclosure?	No
Date of Board Resolution	17.04.2019

Information on Related Issue Upper Limit

Currency	TRY
Amount	150.000.000
Issue Upper Limit Security Type	Debt Securities
Sales Type	Private Placement - Sales to Qualified Investor
Domestic / International	Domestic

Information on the Capital Markets Instrument to be Issued

Type	Private Sector Bond
Maturity	23.06.2021
Maturity (Days)	728
Interest Rate & Type	Floating Rate
Sales Type	Sale to Qualified Investor
ISIN Code	TRSTATK62115
Investment Organization Offering Brokerage Service	YAPI KREDİ YATIRIM MENKUL DEĞERLER A.Ş.
Starting Date of Sale	25.06.2019
Ending Date of Sale	25.06.2019
Maturity Starts on	26.06.2019
Nominal Amount Sold	70.000.000
Number of Coupons	8
Currency	TRY

Capital Markets Instrument Redemption Schedule

Coupon No	Payment Date	Registry Date *	Date of Payment to Investor Accounts	Interest Rate (%)	Interest Rate - Annual Simple (%)	Interest Rate - Annual Compound (%)	Payment Amount	Exchange Rate	Has payment been made?
1	25.09.2019	24.09.2019	25.09.2019	6,3117	25,3163	27,8252	4.418.190		Yes
2	25.12.2019	24.12.2019	25.12.2019	4,049	16,2405	17,2576	2.834.300		Yes
3	25.03.2020	24.03.2020	25.03.2020	2,9097	11,6708	12,1921	2.036.794		
4	24.06.2020	23.06.2020	24.06.2020						
5	23.09.2020	22.09.2020	23.09.2020						
6	23.12.2020	22.12.2020	23.12.2020						
7	24.03.2021	23.03.2021	24.03.2021						
8	23.06.2021	22.06.2021	23.06.2021						
Principal/Maturity Date Payment Amount									

* Date determined by right owners.

Other Developments Regarding Issue

2nd coupon payment related to bond with ISIN code of TRSTATK62115 and nominal value of TL 70.000.000, which was issued by our company, was completed on 25.12.2019.

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.

TAT GIDA SANAYİ A.Ş.

Corporate Governance Compliance Rating

Publish Date: 27.12.2019 17:10:11

Summary

Corporate Governance Compliance Rating

Related Companies					
Related Funds					
Corporate Governance Compliance Rating					
Announcement Content					
Update Notification Flag	(Yes)				
Correction Notification Flag	(No)				
Date Of The Previous Notification About The Same Subject	28.12.2018				
Postponed Notification Flag	(No)				
Title of Rating Company	Saha Kurumsal Yönetim ve Kredi Derecelendirme Hizmetleri A.Ş.				
Beginning Date of Agreement	25.01.2019				
Ending Date of Agreement	25.01.2020				
Beginning Date of Rating Note's Validity	27.12.2019				
Explanation					

SAHA Corporate Governance and Credit Rating Services, Inc. (SAHA), which is authorised to carry out ratings in accordance with the Corporate Governance Principles by Capital Markets Board (CMB), has completed "Corporate Governance Rating Periodic Revision Report". Corporate Governance Rating of our Company has been revised as 9.41 (94.13%) on 27.12.2019.

The breakdown of our Corporate Governance Rating by main headings is given below. The report issued by SAHA on the corporate governance rating is attached for additional information.

In addition, this report will be published on the Company's website www.tatgida.com.tr.

Corporate Governance Compliance Rating Note	Shareholders	Public Disclosure and Transparency	Stakeholders	Board of Directors	Corporate Governance Compliance Rating Note
Weight	25%	25%	15%	35%	100%
Note	95,38	93,93	98,13	91,66	94,13

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.