

TAT GIDA SANAYİ A.Ş.

Corporate Governance Compliance Rating

Publish Date : 24.01.2020 11:53:38

Disclosure Type : ODA

Year :

Period :

Summary

Renewal of Corporate Governance Rating Agreement

Related Companies			
Related Funds			
			English
	Corporate Governance Compliance Rating		
	Announcement Content		
	Update Notification Flag		Evet (Yes)
	Correction Notification Flag		Hayır (No)
	Date Of The Previous Notification About The Same Subject		25.01.2019
	Postponed Notification Flag		Hayır (No)
	Title of Rating Company		Saha Kurumsal Yönetim ve Kredi Derecelendirme Hizmetleri A.Ş.
	Beginning Date of Agreement		24/01/2020
	Ending Date of Agreement		24/01/2021
	Beginning Date of Rating Note's Validity		27/12/2019
	Explanation		

	<p>Our company has signed an agreement with SAHA Kurumsal Yönetim ve Kredi Derecelendirme Hizmetleri A.Ş. on 24th January 2020 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.</p>					
	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.

Disclosure on Dividend Distribution Procedures

Sent on: 21.02.2020 20:07:04

Announcement Type: Material Disclosure

Summary Information	Proposal of Dividend Distribution for year 2019
Is this an update disclosure?	No
Is this a correction disclosure?	No
Is this a postponed disclosure?	No
Date of the Board Resolution	21.02.2020
Type of Cash Dividend Payment	Payment In
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 (%)	withholding rate (%)		Cash Dividend To Be Paid For Share With Par Value of 1 TL - Net (%)
TATGD, TRATATKS91A5	Payment In Advance	0,2	20	15	0,17	17

Dividend Payment Dates

Payment	Proposed Ex-Dividend Date	Final Ex-Dividend Date	Payment Date (3)	Record Date (4)
Payment In Advance	26.03.2020		30.03.2020	27.03.2020

(1) The date, when the dividend will be paid by the company and when the share will start to be processed without the dividend (proposed).

(2) The date, when the dividend will be paid by the company and when the share will start to be processed without the dividend (finalized).

(3) The date, when the accounts of the shareholders, whose shares are traded in the Stock Exchange, will be entered.

(4) The date, when the right holders for the shares of the type traded in the stock exchange are determined.

Amount and Rate of Cash Dividend Stock Dividend Payment

Share Group Info	Amount of Stock Dividend (TL)	Rate of Stock Dividend (%)
TATGD, TRATATKS91A5	0	0

Additional Explanations

During the meeting of our Board of Directors dated 21.02.2020, it was decided in relation with the profit for year 2019 that, in accordance with the Capital Market legislation and article 19 of the Articles of Association of the Company and Profit Distribution Policy of our Company, consent of our shareholders be sought during the Ordinary General Assembly of our Company that is planned to take place in March 2020 for distribution of total gross profit of TRY 27.200.000 as given in the profit distribution table attached and for distribution to take place on 26.03.2020.

Supplementary Documents

Appendix: 1 PROFIT DISTRIBUTION TABLE-2019.pdf

DIVIDEND DISTRIBUTION TABLE

TAT GIDA SANAYİ A.Ş. 01.01.2019/31.12.2019 Period Dividend Payment Table (TL)

1.Paid-In / Issued Capital	136.000.000	
2. Total Legal Reserves (According to Legal Records)	25.705.254,74	
Information on privileges in dividend distribution, if any, in the Articles of Association:	-	
	Based on CMB Regulations	Based on Legal Records
3. Current Period Profit	76.064.569	65.529.366,23
4. Taxes Payable (-)	9.909.129	11.568.825,06
5. Net Current Period Profit	66.155.440	53.960.541,17
6. Losses in Previous Years (-)	0	0
7. Primary Legal Reserve (-)	1.494.745,26	1.494.745,26
8. Net Distributable Current Period Profit	64.660.694,74	52.465.795,91
Dividend Advance Distributed (-)	0	0
Dividend Advance Less Net Distributable Current Period Profit	64.660.694,74	52.465.795,91
9. Donations Made During The Year (+)	806.860,33	0

10. Donation-Added Net Distributable Current Period Profit on which First Dividend Is Calculated	65.467.555,07	52.465.795,91
11. First Dividend to Shareholders	13.093.511,01	6.800.000
* Stock	13.093.511,01	6.800.000
* Cash	0	0
12. Dividend Distributed to Owners of Privileged Shares	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 to Owners of Redeemed Shares	2.933.377,75	2.933.377,75
15. Second Dividend to Shareholders	14.106.488,99	20.400.000
16. Secondary Legal Reserves	2.333.337,78	2.333.337,78
17. Statutory Reserves	0	0
18. Special Reserves	0	0
19. Extraordinary Reserves	32.193.979,21	19.999.080,38
20. Other Distributable Resources	0	0

Dividend Payment Rates Table

Share Group	CASH DIVIDEND AMOUNT (TL) - NET	STOCK DIVIDEND AMOUNT (TL)	TOTAL DIVIDEND AMOUNT (TL) / NET DISTRIBUTABLE CURRENT PERIOD PROFIT (%)	DIVIDEND TO BE PAID FOR SHARE WITH PAR VALUE OF 1 TL - NET (TL)	DIVIDEND TO BE PAID FOR SHARE WITH PAR VALUE OF 1 TL - NET (%)
- - -	27.200.000	0	42,07	0,2	20
TOTAL	27.200.000	0	42,07	0,2	20

Dividend Rate Table Explanations

- There is no privileged share group in the profit.
- Dividend and beneficial rights shall be distributed out of the earnings of the current year, and withholding shall be applicable for full tax-payer natural persons on the portion that corresponds to the earnings that are not exempt.

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.

01.01.2019 - 31.12.2019 ACCOUNT PERIOD DIVIDEND DISTRIBUTION PROPOSAL

Annex to the Board resolution dated 21.02.2020.

Tat Gıda Sanayi A.Ş. Dividend Distribution Statement for Year 2019 (TRY)			
1. Paid-in/Issued Capital		136.000.000,00	
2. Total Legal Reserve Fund (According to Legal Records)		25.705.254,74	
Information on privileges in dividend distribution, if any, in the Articles of Association		-	
		According to CMB	According to Legal Records
3.	Period Profit	76.064.569,00	65.529.366,23
4.	Taxes (-)	9.909.129,00	11.568.825,06
5.	Net Profit for the Period (=)	66.155.440,00	53.960.541,17
6.	Losses in Previous Years (-)	0,00	0,00
7.	Primary Legal Reserve (-)	1.494.745,26	1.494.745,26
8.	NET DISTRIBUTABLE PERIOD PROFIT (=)	64.660.694,74	52.465.795,91
9.	Donations within the Year (+)	806.860,33	0,00
10.	Net Distributable Period Profit Including the Donations	65.467.555,07	52.465.795,91
11.	First dividend to Shareholders	13.093.511,01	6.800.000,00
	-Cash	13.093.511,01	6.800.000,00
	-Bonus	0,00	0,00
	-Total	13.093.511,01	6.800.000,00
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	2.933.377,75	2.933.377,75
15.	Second Dividend to Shareholders	14.106.488,99	20.400.000,00
16.	Primary Legal Reserve	2.333.337,78	2.333.337,78
17.	Statutory Reserves	0,00	0,00
18.	Special Reserves	0,00	0,00
19.	EXTRAORDINARY RESERVES	32.193.979,21	19.999.080,38
20.	Other Distributable Resources	0,00	0,00

SHARE GROUP	CASH DIVIDEND AMOUNT (TL) - NET	STOCK DIVIDEND AMOUNT (TL)	TOTAL DIVIDEND AMOUNT (TL) / NET DISTRIBUTABLE CURRENT PERIOD PROFIT (%)	DIVIDEND TO BE PAID FOR SHARE WITH PAR VALUE OF 1 TL - NET (TL)	DIVIDEND TO BE PAID FOR SHARE WITH PAR VALUE OF 1 TL - NET (%)
Gross	27.200.000,00	-	42,07	0,200	20,00
Net	23.120.000,00	-	35,76	0,170	17,00

-There is no privileged share group in the profit.

-Dividend and beneficial rights shall be distributed out of the earnings of the current year, and withholding shall be applicable for full tax-payer natural persons on the portion that corresponds to the earnings that are not exempt.

TAT GIDA SANAYİ A.Ş.**Notification Regarding General Assembly Meeting**

Publish Date:21.02.2020 21:01:21

Disclosure Type: Material Disclosure

Summary Info	Ordinary General Assembly Invitation and Information Note
Update Notification Flag	No
Correction Notification Flag	No
Postponed Notification Flag	No

General Assembly Invitation

General Assembly Type	Annual
Beginning of The Fiscal Period	1.01.2019
Ending Date Of The Fiscal Period	31.12.2019
Decision Date	21.02.2020
General Assembly Date	19.03.2020
General Assembly Time	10:00
Record Date (Deadline For Participation In The General Assembly)	18.03.2020
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 2019 Annual Activity Report issued by the Board of Directors of the Company,
3. Presentation of the Independent Audit Report Summary related to year 2019 accounting period,
4. Presentation, negotiation and approval of the Financial Statements related to year 2019 accounting period,
5. Release of the members of the Board of Directors for the activities of the Company in year 2019,
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 2019, 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 2019 and determining upper limit for the donations to take place in 2020,
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 2019 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 2019 in parallel with the Corporate Governance Principles of the Capital Market Code,
14. Comment and Opinions.

Corporate Actions Involved In Agenda

Dividend Payment	
General Assembly Invitation Documents	
Appendix: 1	INVITATION TEXT.pdf - Ad Text
Appendix: 2	INFORMATION NOTE.pdf - General Assembly Information Document

Additional Explanations

Ordinary General Assembly of our Company shall be held on 19.03.2020, Thursday at 10:00 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 2019 and to negotiate and decide upon the agenda provided hereinabove.

The announcement text of the General Assembly and the agenda items and the necessary explanations for compliance with the regulations of the Capital Markets Board are included in the appendix.

We proclaim that our above disclosure is in conformity with the principles set down in "Material Events Communiqué" of Capital Markets Board, and it fully reflects all information coming to our knowledge on the subject matter thereof, and it is in conformity with our books, records and documents, and all reasonable efforts have been shown by our Company in order to obtain all information fully and accurately about the subject matter thereof, and we're personally liable for the disclosures.

**FROM CHAIR OF BOARD OF DIRECTORS OF TAT GIDA SANAYI A.Ş.
ANNOUNCEMENT FOR THE ORDINARY GENERAL ASSEMBLY DATED 19.03.2020**

Ordinary General Assembly of our Company shall take place on 19.03.2020, Thursday at 10:00 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 2019 and to discuss and resolve the following agenda.

Disclosure Note that contains the Financial Statements of year 2019, 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 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

**AGENDA OF THE ORDINARY GENERAL ASSEMBLY DATED 19.03.2020 OF
TAT GIDA SANAYI A.Ş.**

1. Opening and appointment of the Chair of the Assembly,
2. Presentation, negotiation and approval of 2019 Annual Activity Report issued by the Board of Directors of the Company,
3. Presentation of the Independent Audit Report Summary related to year 2019 accounting period,
4. Presentation, negotiation and approval of the Financial Statements related to year 2019 accounting period,
5. Release of the members of the Board of Directors for the activities of the Company in year 2019,
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 2019, 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 2019 and determining upper limit for the donations to take place in 2020,
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 2019 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 2019 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 19.03.2020, Thursday at 10:00 a.m. at Divan Oteli, Askerocağı Cad. No:1 Elmadağ-Şişli/Istanbul, to vote, to give proposal and to sign the necessary documents.

The Representative's(*);

Name & Surname/Title of the Company :

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

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

A) THE SCOPE OF THE POWER TO REPRESENT

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

1. About the issues specified in the Agenda;

a) The attorney is authorized to vote in parallel with his/her own views.

b) The attorney is authorized to vote in parallel with the suggestions of the company.

c) The attorney is authorized to vote in parallel with the instructions mentioned oh below table.

Instructions:

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

Agenda Items (*)	Accepted	Rejected	Objection
1. Opening and appointment of the Chair of the Assembly,			
2. Presentation, negotiation and approval of 2019 Annual Activity Report issued by the Board of Directors of the Company,			
3. Presentation of the Independent Audit Report Summary related to year 2019 accounting period,			
4. Presentation, negotiation and approval of the Financial Statements related to year 2019 accounting period,			
5. Release of the members of the Board of Directors for the activities of the Company in year 2019,			
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 2019, 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 2019 and determining upper limit for the donations to take place in 2020,			
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 2019 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 2019 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.

DISCLOSURE NOTE ON THE ORDINARY GENERAL ASSEMBLY OF TAT GIDA SANAYI A.Ş. FOR YEAR 2019 HELD ON 19.03.2020

1. ANNOUNCEMENT FOR THE ORDINARY GENERAL ASSEMBLY DATED 19.03.2020

Ordinary General Assembly of our Company shall take place on 19.03.2020, Thursday at 10:00 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 2019 and to discuss and resolve the following agenda.

Disclosure Note that contains the Financial Statements of year 2019, 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 2019 will be discussed.

3. OUR DISCLOSURES ON THE AGENDA ITEMS OF THE ORDINARY GENERAL ASSEMBLY DATED 19.03.2020

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 2019 Annual Activity Report issued by the Board of Directors of the Company,

Information shall be provided about the Activity Report of Year 2019 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 2019 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 2019 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 2019,

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 2019, which is prepared within the framework of the Company's dividend distribution policy,

According to our financial statements pertaining to the account period 01.01.2019-31.12.2019 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 66.155.440 TL 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 28 of our financial reports pertaining to activity year 2019, 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 2019.

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 2020 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, the financial reports of our Company in account period 2020 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 2019 and determining upper limit for the donations to take place in 2020,

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

806.860,33 in year 2019. Out of such amount, TRY , 72.553,76 was donated to the Basic Needs Association (Food Banking), TRY 400.000 to Turkey Third Sector Foundation , 215.881,68 TL to El Ele Yaşam Association, TRY 80.507,00 to Koç University and 37.917,89 the balance was donated to various other institutions and organizations. Moreover, the upper limit for the donations for year 2020 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 2019 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 17 of our Financial Statements dated 31.12.2019.

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 2019 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 2019 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.

01.01.2019 - 31.12.2019 ACCOUNT PERIOD DIVIDEND DISTRIBUTION PROPOSAL

Annex to the Board resolution dated 21.02.2020.

Tat Gıda Sanayi A.Ş. Dividend Distribution Statement for Year 2019 (TRY)			
1. Paid-in/Issued Capital		136.000.000,00	
2. Total Legal Reserve Fund (According to Legal Records)		25.705.254,74	
Information on privileges in dividend distribution, if any, in the Articles of Association		-	
		According to CMB	According to Legal Records
3.	Period Profit	76.064.569,00	65.529.366,23
4.	Taxes (-)	9.909.129,00	11.568.825,06
5.	Net Profit for the Period (=)	66.155.440,00	53.960.541,17
6.	Losses in Previous Years (-)	0,00	0,00
7.	Primary Legal Reserve (-)	1.494.745,26	1.494.745,26
8.	NET DISTRIBUTABLE PERIOD PROFIT (=)	64.660.694,74	52.465.795,91
9.	Donations within the Year (+)	806.860,33	0,00
10.	Net Distributable Period Profit Including the Donations	65.467.555,07	52.465.795,91
11.	First dividend to Shareholders	13.093.511,01	6.800.000,00
	-Cash	13.093.511,01	6.800.000,00
	-Bonus	0,00	0,00
	-Total	13.093.511,01	6.800.000,00
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	2.933.377,75	2.933.377,75
15.	Second Dividend to Shareholders	14.106.488,99	20.400.000,00
16.	Primary Legal Reserve	2.333.337,78	2.333.337,78
17.	Statutory Reserves	0,00	0,00
18.	Special Reserves	0,00	0,00
19.	EXTRAORDINARY RESERVES	32.193.979,21	19.999.080,38
20.	Other Distributable Resources	0,00	0,00

SHARE GROUP	CASH DIVIDEND AMOUNT (TL) - NET	STOCK DIVIDEND AMOUNT (TL)	TOTAL DIVIDEND AMOUNT (TL) / NET DISTRIBUTABLE CURRENT PERIOD PROFIT (%)	DIVIDEND TO BE PAID FOR SHARE WITH PAR VALUE OF 1 TL - NET (TL)	DIVIDEND TO BE PAID FOR SHARE WITH PAR VALUE OF 1 TL - NET (%)
Gross	27.200.000,00	-	42,07	0,200	20,00
Net	23.120.000,00	-	35,76	0,170	17,00

-There is no privileged share group in the profit.

-Dividend and beneficial rights shall be distributed out of the earnings of the current year, and withholding shall be applicable for full tax-payer natural persons on the portion that corresponds to the earnings that are not exempt.

BACKGROUNDS OF THE CANDIDATE MEMBERS OF THE BOARD OF DIRECTORS AND INDEPENDENCE DECLARATIONS OF THE INDEPENDENT CANDIDATES**Semahat S. Arsel**

She began her career in 1964 as a Member of the Board of Directors of Koç Holding, a position she continues to hold. In addition, she is Chairman of the Board of Directors of Vehbi Koç Foundation and the Divan Group, President of the Semahat S. Arsel Nursing Education and Research Center and Founder of the Koç University School of Nursing. She also serves as Member of the Board of Directors of other Koç Group companies. She is member of the Board of Trustees of the Educational Volunteers Foundation of Turkey (TEGV). Semahat S. Arsel has received an “Honorary Doctorate” degree from Istanbul University.

Rahmi M. Koç

A graduate of Johns Hopkins University in Business Administration, he joined the Koç Group in 1958 at Otokoç. He became Chairman of the Management Committee in 1980 and was named Chairman of the Board of Directors of Koç Holding in 1984, a post he held until 2003 when he became the Honorary Chairman. Apart from Koç Holding, he also serves as a Member / Chairman of the Board of Directors of other Koç Group companies. In addition, Rahmi M. Koç is or has been affiliated with philanthropic, social and professional organizations including: Vice Chairman of the Board of Trustees of Vehbi Koç Foundation, Honorary Chairman of the Board of Trustees of Koç University, Founder and Chairman of the Board of Directors of the Rahmi M. Koç Museum and Cultural Foundation, Chairman of the Board of Directors of the Vehbi Koç Foundation American Hospital, Honorary Chairman and Founding Member of TURMEPA, Honorary Chairman of the Advisory Board of the Turkish Industrial and Business Association (TÜSİAD), Member of the Advisory Board of the Turkish Employers Association, Founding Chairman of the Global Relations Forum, Former President of the International Chamber of Commerce (1.1.1995-31.12.1996), The Metropolitan Museum of Art, New York City, Honorary Trustee, Co-Chairman of the Business Advisory Council for South East Europe (BAC SEE), Former President of the Turkish Greek Business Council (1992-1999), Former Member of the Allianz Aktiengesellschaft International Advisory Board, Former Member of the JP Morgan International Council, Former Member of the International Advisory Board of the US Council on Foreign Relations. On May 23, 2019, Rahmi M. Koç was awarded with the medal of Foreign Policy Association (FPA), globally recognized think-tank with its 100-year history.

Ömer M. Koç

He received his B.A. degree from Columbia University in 1985. He worked at Kofisa Trading for one year. He completed his MBA at Columbia University in 1989. After working at Ramerica International Inc., he joined Koç Group in 1990. He held various senior positions at Koç Holding including Finance Coordinator, Vice President and President of Energy Group. He became member of Board of Directors in 2004 and Vice Chairman in May 2008. On February 22, 2016, he was appointed as the Chairman of Koç Holding. He is also Chairman of Turkish Educational Foundation Board of Trustees, President of Geyre Foundation and Chairman of Yapı Kredi Kültür Sanat Yayıncılık Board of Directors and Tüpraş Board of Directors. On April 6, 2017, he was appointed as the Chairman of Tofaş.

Ali Y. Koç

Mr. Ali Y. Koç received his bachelor’s degree at Management Faculty of Rice University. He earned an MBA from Harvard Business School. He started his career at American Express Bank as a Management Trainee and continued as an Investment Analyst at Morgan Stanley Investment Bank. Mr. Ali Y. Koç joined Koç Holding in 1997 and held senior-level positions until 2010 including new business development and information technologies. He was the President of Corporate Communications and IT Group. He served as

a Board Member at Koç Holding for over 8 years. In addition, he was elected as Vice Chairman on February 2016. Mr. Ali Y. Koç serves as Chairman of the Board of Koç Financial Services and Yapı Kredi Bank since 1 April 2016. Currently, Ali Y. Koç is the Chairman of Ark İnşaat, Bilkom, Digital Panorama, Ford Otosan, Koç Information and Defence Technologies, Koç Sistem, Koçtaş, Otokar, Otokoç, Setur. In addition to being Chairman and Vice Chairman at Turkey's biggest companies and financial institutions, Ali Y. Koç also contributes to country's social and economic development and currently is the President of Fenerbahçe Sports Club. He is a Board Member at the National Competition Research Association (URAK), Board Member at ECA (European Club Association), Board Member at the Foreign Economic Relations Board (DEİK) and Endeavor Association, a member of the Global Advisory Council of Bank of America, Harvard University and Council on Foreign Relations. He is also a member of Panel of Senior Advisers at Chatham House and recently joined Trade and Investment Council at the Confederation of British Industry.

Caroline N. Koç

Caroline N. Koç, MemberAfter graduating from high school at Switzerland's St. George's School, Ms. Koç went on to receive a Bachelor's degree in Business Administration from Babson College, USA. She is fluent in English, Turkish, French, Italian and Swedish. Ms. Koç started her professional career in 1992 at Edwards of Hisar, where she acted as the managing director until 1998. Subsequently, she founded "İlkadım Play and Education Center for Kids" in 1998. She was the acting manager of the Center until 2003. She founded "Haremliques Istanbul" in 20018 and "Selamlıques Turkish Coffee" in 2009 and is currently the Chairwoman of the Board of Directors of both companies. In addition, she is a Member of the Board of Directors of several Koç Group companies. She is a Member of the Board of Directors of Tohum Autism Foundation, a Founding Member of Tina Foundation as well as the Contemporary Education Foundation. She has been a Member of Koç Holding Board of Directors since 2016.

Levent Çakırođlu

Born in 1967 in Ankara, Levent Çakırođlu graduated from Ankara University Faculty of Political Sciences, Business Administration Department and received his master's degree from University of Illinois. He started his career as an Assistant Auditor at the Ministry of Finance in 1988, where he worked as a Senior Auditor between 1991 and 1997. He was appointed as Assistant Manager of Financial Crimes Investigation Board between 1997 and 1998, meanwhile he taught as Part Time Instructor at Bilkent University. Çakırođlu, joined Koç Group in 1998 as Koç Holding Financial Group Coordinator. He was the General Manager of Koçtaş between 2002-2007 and the CEO of Migros between 2007-2008. He has been assigned as the CEO of Arçelik since 2008 and has been the President of the Durable Goods Group of Koç Holding A.Ş. since April 2010. He was appointed as the CEO of Arçelik in 2008, and also served as the President of Koç Holding Durable Goods Group from 2010. Çakırođlu has been appointed as the CEO of Koç Holding A.Ş. at April, 2015. He currently serves as the CEO and Board Member of Koç Holding A.Ş. since April 2016.

İ. Tamer Haşimođlu

He graduated from Istanbul Technical University in Mechanical Engineering and earned a Master's degree in International Business from Istanbul University, Institute of Business Administration and Economics. He started his career in 1989 at Koç Holding as a Management Trainee in the Planning Department and later became Specialist, Manager and Coordinator of the Strategic Planning Department. He was appointed Koç Holding Strategic Planning Group Acting President in January 2004 and he served as the President of Strategic Planning Group between May 2004 and April 2011. He has been serving as the President of Tourism, Food and Retailing Group at Koç Holding since April 2011. He serves as a Board member of some Koç Group companies and is a member of TÜSİAD, member of the Tourism Investors' Organization, member of the Board of İMEAK Chamber of Shipping and Hisar Educational Foundation (HEV)

Fatma Füsün Akkal Bozok

Graduated from Business Administration at Istanbul University, Fatma Füsün Akkal Bozok holds an MBA from Boğaziçi University and a PhD in Business Administration from Istanbul University. In 1980, she

embarked on her career at Arthur Andersen and served as an Auditor in the Internal Audit Department of Koç Holding between 1983-1992. From 1992 to 2003, Bozok worked as an Audit Coordinator and was appointed as Finance Director in 2003. Bozok also served as a Project Manager between 1995 and 1996 under Koç Group's MIS Project. Bozok continued her career as a faculty member teaching IT Audit and International Accounting courses at Koç University from 2006 to 2008. Since 2008, she has been a faculty member at Sabancı University teaching International Finance and Auditing courses. From 2004 to 2019 she was appointed a Board Member at Yapı Kredi Bank. She has also been serving as a Board Member at Akiş GYO and Bizim Toptan since 2017, and at Tat Gıda, İzocam and Ford Otosan since 2018. Bozok also holds Credit Rating, Corporate Governance Rating, and Advanced Derivative Instruments licenses from the Capital Markets Board of Turkey.

M. Sait Tosyalı

Sait Tosyalı started his high school education from Tarsus American College and graduated from Columba High School, Texas-USA, where he attended as an AFS exchange student. He holds an MSc in Industrial Engineering and an MBA from Boğaziçi University. Tosyalı then joined Koç Holding and specialized in Strategic Planning and Project Management. He was involved in the feasibility, tender and management processes of the privatization, growth and company acquisition projects carried out by the Consumer Durables Group in line with the strategies of Koç Holding. He served in executive positions in companies with foreign shareholders established to operate in the packaging and real estate industries. Tosyalı acted as General Manager in Consumer Durables, Energy and Construction companies of the Group and managed the Turkey, Kazakhstan and Jordan operations of Linde Group, a German industrial gas manufacturer. Immersed in different cultures, he has also taken part in merging and management of multinational and cross-border companies. He served as the Vice Chairman and Managing Director of Linde Gaz A.Ş. Since September 2017, Sait Tosyalı has been the General Manager of the Educational Volunteers Foundation of Turkey. He is also a Member to the Board of Trustees at the Health and Education Foundation, where he previously served as a Member of the Board of Directors and Chairman of the Supervisory Board. Tosyalı is an Independent Board Member at Tat Gıda Sanayii A.Ş. and Yapı Kredi Koray GYO A.Ş. He is married with one child.

Takashi Hashimoto

Takashi Hashimoto holds a master's degree in agricultural sciences from the Gifu University, Japan. He joined Kagome Co. Ltd in April 1983, and started working as the Plant Manager of the Kagome Shizuoka Plant in April 2001 and of the Kagome Kozakai Plant in April 2003. In April 2005, he was appointed as the General Manager of the Production Technology Department and became the General Manager of the Production and Purchasing Planning Department in October 2008. He then went on to be the General Manager of the Corporate Planning Department in April 2012. In April 2013, Hashimoto became an Executive Board Member of Kagome Co. Ltd. As of October 2017, Takashi Hashimoto has been an Executive Officer Division Director of Production and Purchasing Division.

Arzu Aslan Kesimer

Arzu Aslan Kesimer received her degree in Economics (in English) from Marmara University and completed her postgraduate studies in Economics at Boğaziçi University, Faculty of Social Sciences. Having started her career at Marmara Bank in 1992, she joined Koç Group at Koçtaş Yapı Marketleri A.Ş. in 1995, where she worked as Marketing Manager, Marketing and Store Planning Director until 2010. From 2010 to 2011, she served as Assistant General Manager of Commerce at Koçtaş Yapı Marketleri A.Ş. She has been the General Manager of Tat Gıda Sanayi A.Ş. since 1 November 2011. She has also been serving as a Board Member at Tat Gıda Sanayi A.Ş. and Düzey A.Ş. Arzu Aslan Kesimer is a Founder Member and Vice Chair of Women in Board of Directors Association. Ms. Kesimer is also a member of the TOBB Women Entrepreneurs Board, Turkish Industry and Business Association (TÜSİAD), ISO Assembly and President 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.

06.02.2020

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.

04.02.2020

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.

TAT GIDA SANAYİ A.Ş.

Determination of Independent Audit Company

Publish Date : 26.02.2020 13:21:28

Disclosure Type :ODA

Year :

Period :

Summary

Determination of Independent Audit Company

Related Companies		
Related Funds		
		English
	Determination of Independent Audit Company	
	Is this an update disclosure?	Hayır (No)
	Is this a correction disclosure?	Hayır (No)
	Date of the Disclosure Made Previously With This	-
	Is this a postponed disclosure?	Hayır (No)
	Announcement Content	
	Title of Independent Audit Company	KPMG Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş.
	Relevant Activity Period	01.01.2020-31.12.2020
	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 26.02.2020 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 A.Ş. located at İş Kuleleri, Kule 3, No.14/3, Kat:2-9 Beşiktaş/İstanbul in order to audit our company's financial statements in account year 2020 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 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.

Related Party Transactions

Sent on: 26.02.2020 18:29:55

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 2019, is also expected to exceed the determined rate in account period 2020, it is resolved that the attached Related Party Transactions Report prepared for the transactions that took place in 2019 be adopted and be announced in Public Disclosure Platform and that transactions of the same nature continue in account period 2020 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 2019 AND THAT ARE EXPECTED TO TAKE PLACE IN YEAR 2020**

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 2020 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 2019 is disclosed in footnote no 28 of our financial statements publicly disclosed in relation with our activities in year 2019, and such Report evaluates the conditions of the transactions that exceeded the limit of 10% of total transactions amount in account period 2020.

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 5 plants located at Mustafakemalpaşa and Karacabey in Bursa, and at Torbalı, 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 2017, 2018 and 2019.

TRY	31.12.2017	31.12.2018	31.12.2019
Total Assets	785.989.243	864.310.120	1.026.363.393
Equity of the Main Partnership	492.975.635	500.875.426	560.584.913

TRY	01.01.2017-31.12.2017	01.01.2018-31.12.2018	01.01.2019-31.12.2019
Proceeds	1.074.034.710	1.042.444.319	1.142.115.946
Costs of Sales	835.401.871	865.193.025	896.799.923
Net Period Profit	61.183.525	38.576.777	66.155.440

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 89.679.992 (2019 CSG *10%) in year 2020 and transactions of sale exceeding the total amount of TRY 114.211.595 (Proceeds of 2019*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 01.06.1997, 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 2017, 2018 and 2019.

TRY	31.12.2017	31.12.2018	31.12.2019
Total Assets	658.046.653	581.211.626	629.624.515

TRY	01.01.2017-31.12.2017	01.01.2018-31.12.2018	01.01.2019-31.12.2019
Proceeds	1.688.287.153	1.764.237.852	1.946.094.463

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 2019 amounts to TRY 977.569.693, with a share of 85.59% 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 90 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 01.01.2020 and 31.12.2020, and please find below summary information on such transactions in the table below.

Related Party (Name/Business Name)	Nature of Transaction	Transaction Amount (TRY) (2019)	Proportion of the Transaction Amount to the Proceeds /CSG (2019)	Pricing /Profit Distribution Method
Düzey A.Ş.	Sales of Products	977.569.693	85,59	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 2020 are expected to reach over 10% of the proceeds as given in the financial statements for year 2019, 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 2020, 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.**Notification Regarding General Assembly Meeting**

Publish Date:21.02.2020 21:01:21

Disclosure Type: Material Disclosure

Summary Info	Ordinary General Assembly Invitation and Information Note
Update Notification Flag	Yes
Correction Notification Flag	No
Postponed Notification Flag	No

General Assembly Invitation

General Assembly Type	Annual
Beginning of The Fiscal Period	1.01.2019
Ending Date Of The Fiscal Period	31.12.2019
Decision Date	21.02.2020
General Assembly Date	19.03.2020
General Assembly Time	10:00
Record Date (Deadline For Participation In The General Assembly)	18.03.2020
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 2019 Annual Activity Report issued by the Board of Directors of the Company,
3. Presentation of the Independent Audit Report Summary related to year 2019 accounting period,
4. Presentation, negotiation and approval of the Financial Statements related to year 2019 accounting period,
5. Release of the members of the Board of Directors for the activities of the Company in year 2019,
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 2019, 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 2019 and determining upper limit for the donations to take place in 2020,
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 2019 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 2019 in parallel with the Corporate Governance Principles of the Capital Market Code,
14. Comment and Opinions.

Corporate Actions Involved In Agenda

Dividend Payment	
General Assembly Invitation Documents	
Appendix: 1	INVITATION TEXT.pdf - Ad Text
Appendix: 2	INFORMATION NOTE.pdf - General Assembly Information Document

Additional Explanations

Ordinary General Assembly of our Company shall be held on 19.03.2020, Thursday at 10:00 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 2019 and to negotiate and decide upon the agenda provided hereinabove.

The announcement text of the General Assembly and the agenda items and the necessary explanations for compliance with the regulations of the Capital Markets Board are included in the appendix.

We proclaim that our above disclosure is in conformity with the principles set down in "Material Events Communiqué" of Capital Markets Board, and it fully reflects all information coming to our knowledge on the subject matter thereof, and it is in conformity with our books, records and documents, and all reasonable efforts have been shown by our Company in order to obtain all information fully and accurately about the subject matter thereof, and we're personally liable for the disclosures.

**FROM CHAIR OF BOARD OF DIRECTORS OF TAT GIDA SANAYI A.Ş.
ANNOUNCEMENT FOR THE ORDINARY GENERAL ASSEMBLY DATED 19.03.2020**

Ordinary General Assembly of our Company shall take place on 19.03.2020, Thursday at 10:00 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 2019 and to discuss and resolve the following agenda.

Disclosure Note that contains the Financial Statements of year 2019, 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 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

**AGENDA OF THE ORDINARY GENERAL ASSEMBLY DATED 19.03.2020 OF
TAT GIDA SANAYI A.Ş.**

1. Opening and appointment of the Chair of the Assembly,
2. Presentation, negotiation and approval of 2019 Annual Activity Report issued by the Board of Directors of the Company,
3. Presentation of the Independent Audit Report Summary related to year 2019 accounting period,
4. Presentation, negotiation and approval of the Financial Statements related to year 2019 accounting period,
5. Release of the members of the Board of Directors for the activities of the Company in year 2019,
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 2019, 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 2019 and determining upper limit for the donations to take place in 2020,
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 2019 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 2019 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 19.03.2020, Thursday at 10:00 a.m. at Divan Oteli, Askerocağı Cad. No:1 Elmadağ-Şişli/Istanbul, to vote, to give proposal and to sign the necessary documents.

The Representative's(*);

Name & Surname/Title of the Company :

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

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

A) THE SCOPE OF THE POWER TO REPRESENT

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

1. About the issues specified in the Agenda;

a) The attorney is authorized to vote in parallel with his/her own views.

b) The attorney is authorized to vote in parallel with the suggestions of the company.

c) The attorney is authorized to vote in parallel with the instructions mentioned oh below table.

Instructions:

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

Agenda Items (*)	Accepted	Rejected	Objection
1. Opening and appointment of the Chair of the Assembly,			
2. Presentation, negotiation and approval of 2019 Annual Activity Report issued by the Board of Directors of the Company,			
3. Presentation of the Independent Audit Report Summary related to year 2019 accounting period,			
4. Presentation, negotiation and approval of the Financial Statements related to year 2019 accounting period,			
5. Release of the members of the Board of Directors for the activities of the Company in year 2019,			
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 2019, 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 2019 and determining upper limit for the donations to take place in 2020,			
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 2019 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 2019 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.

DISCLOSURE NOTE ON THE ORDINARY GENERAL ASSEMBLY OF TAT GIDA SANAYI A.Ş. FOR YEAR 2019 HELD ON 19.03.2020

1. ANNOUNCEMENT FOR THE ORDINARY GENERAL ASSEMBLY DATED 19.03.2020

Ordinary General Assembly of our Company shall take place on 19.03.2020, Thursday at 10:00 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 2019 and to discuss and resolve the following agenda.

Disclosure Note that contains the Financial Statements of year 2019, 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 2019 will be discussed.

3. OUR DISCLOSURES ON THE AGENDA ITEMS OF THE ORDINARY GENERAL ASSEMBLY DATED 19.03.2020

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 2019 Annual Activity Report issued by the Board of Directors of the Company,

Information shall be provided about the Activity Report of Year 2019 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 2019 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 2019 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 2019,

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 2019, which is prepared within the framework of the Company's dividend distribution policy,

According to our financial statements pertaining to the account period 01.01.2019-31.12.2019 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 66.155.440 TL 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 28 of our financial reports pertaining to activity year 2019, 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 2019.

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 2020 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 26.02.2020, 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 2020 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 2019 and determining upper limit for the donations to take place in 2020,

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 806.860,33 in year 2019. Out of such amount, TRY , 72.553,76 was donated to the Basic Needs Association (Food Banking), TRY 400.000 to Turkey Third Sector Foundation , 215.881,68 TL to El Ele Yaşam Association, TRY 80.507,00 to Koç University and 37.917,89 the balance was donated to various other institutions and organizations. Moreover, the upper limit for the donations for year 2020 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 2019 as to the regulations of Capital Markets Board,

Under article 12 of the Corporate Governance Communique No II-17.1 of the Capital Markets Board, guarantees, pledges, mortgages and sureties granted by our Company and/or Affiliates to the 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 17 of our Financial Statements dated 31.12.2019.

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 2019 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 Communique.

14. Comment and Opinions.

ATTACHMENTS _____ :

ATTACHMENT/1 Proposal of the Board of Directors Regarding Dividend Distribution for Year 2019 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.

01.01.2019 - 31.12.2019 ACCOUNT PERIOD DIVIDEND DISTRIBUTION PROPOSAL

Annex to the Board resolution dated 21.02.2020.

Tat Gıda Sanayi A.Ş. Dividend Distribution Statement for Year 2019 (TRY)			
1. Paid-in/Issued Capital		136.000.000,00	
2. Total Legal Reserve Fund (According to Legal Records)		25.705.254,74	
Information on privileges in dividend distribution, if any, in the Articles of Association		-	
		According to CMB	According to Legal Records
3.	Period Profit	76.064.569,00	65.529.366,23
4.	Taxes (-)	9.909.129,00	11.568.825,06
5.	Net Profit for the Period (=)	66.155.440,00	53.960.541,17
6.	Losses in Previous Years (-)	0,00	0,00
7.	Primary Legal Reserve (-)	1.494.745,26	1.494.745,26
8.	NET DISTRIBUTABLE PERIOD PROFIT (=)	64.660.694,74	52.465.795,91
9.	Donations within the Year (+)	806.860,33	0,00
10.	Net Distributable Period Profit Including the Donations	65.467.555,07	52.465.795,91
11.	First dividend to Shareholders	13.093.511,01	6.800.000,00
	-Cash	13.093.511,01	6.800.000,00
	-Bonus	0,00	0,00
	-Total	13.093.511,01	6.800.000,00
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	2.933.377,75	2.933.377,75
15.	Second Dividend to Shareholders	14.106.488,99	20.400.000,00
16.	Primary Legal Reserve	2.333.337,78	2.333.337,78
17.	Statutory Reserves	0,00	0,00
18.	Special Reserves	0,00	0,00
19.	EXTRAORDINARY RESERVES	32.193.979,21	19.999.080,38
20.	Other Distributable Resources	0,00	0,00

SHARE GROUP	CASH DIVIDEND AMOUNT (TL) - NET	STOCK DIVIDEND AMOUNT (TL)	TOTAL DIVIDEND AMOUNT (TL) / NET DISTRIBUTABLE CURRENT PERIOD PROFIT (%)	DIVIDEND TO BE PAID FOR SHARE WITH PAR VALUE OF 1 TL - NET (TL)	DIVIDEND TO BE PAID FOR SHARE WITH PAR VALUE OF 1 TL - NET (%)
Gross	27.200.000,00	-	42,07	0,200	20,00
Net	23.120.000,00	-	35,76	0,170	17,00

-There is no privileged share group in the profit.

-Dividend and beneficial rights shall be distributed out of the earnings of the current year, and withholding shall be applicable for full tax-payer natural persons on the portion that corresponds to the earnings that are not exempt.

BACKGROUNDS OF THE CANDIDATE MEMBERS OF THE BOARD OF DIRECTORS AND INDEPENDENCE DECLARATIONS OF THE INDEPENDENT CANDIDATES**Semahat S. Arsel**

She began her career in 1964 as a Member of the Board of Directors of Koç Holding, a position she continues to hold. In addition, she is Chairman of the Board of Directors of Vehbi Koç Foundation and the Divan Group, President of the Semahat S. Arsel Nursing Education and Research Center and Founder of the Koç University School of Nursing. She also serves as Member of the Board of Directors of other Koç Group companies. She is member of the Board of Trustees of the Educational Volunteers Foundation of Turkey (TEGV). Semahat S. Arsel has received an “Honorary Doctorate” degree from Istanbul University.

Rahmi M. Koç

A graduate of Johns Hopkins University in Business Administration, he joined the Koç Group in 1958 at Otokoç. He became Chairman of the Management Committee in 1980 and was named Chairman of the Board of Directors of Koç Holding in 1984, a post he held until 2003 when he became the Honorary Chairman. Apart from Koç Holding, he also serves as a Member / Chairman of the Board of Directors of other Koç Group companies. In addition, Rahmi M. Koç is or has been affiliated with philanthropic, social and professional organizations including: Vice Chairman of the Board of Trustees of Vehbi Koç Foundation, Honorary Chairman of the Board of Trustees of Koç University, Founder and Chairman of the Board of Directors of the Rahmi M. Koç Museum and Cultural Foundation, Chairman of the Board of Directors of the Vehbi Koç Foundation American Hospital, Honorary Chairman and Founding Member of TURMEPA, Honorary Chairman of the Advisory Board of the Turkish Industrial and Business Association (TÜSİAD), Member of the Advisory Board of the Turkish Employers Association, Founding Chairman of the Global Relations Forum, Former President of the International Chamber of Commerce (1.1.1995-31.12.1996), The Metropolitan Museum of Art, New York City, Honorary Trustee, Co-Chairman of the Business Advisory Council for South East Europe (BAC SEE), Former President of the Turkish Greek Business Council (1992-1999), Former Member of the Allianz Aktiengesellschaft International Advisory Board, Former Member of the JP Morgan International Council, Former Member of the International Advisory Board of the US Council on Foreign Relations. On May 23, 2019, Rahmi M. Koç was awarded with the medal of Foreign Policy Association (FPA), globally recognized think-tank with its 100-year history.

Ömer M. Koç

He received his B.A. degree from Columbia University in 1985. He worked at Kofisa Trading for one year. He completed his MBA at Columbia University in 1989. After working at Ramerica International Inc., he joined Koç Group in 1990. He held various senior positions at Koç Holding including Finance Coordinator, Vice President and President of Energy Group. He became member of Board of Directors in 2004 and Vice Chairman in May 2008. On February 22, 2016, he was appointed as the Chairman of Koç Holding. He is also Chairman of Turkish Educational Foundation Board of Trustees, President of Geyre Foundation and Chairman of Yapı Kredi Kültür Sanat Yayıncılık Board of Directors and Tüpraş Board of Directors. On April 6, 2017, he was appointed as the Chairman of Tofaş.

Ali Y. Koç

Mr. Ali Y. Koç received his bachelor’s degree at Management Faculty of Rice University. He earned an MBA from Harvard Business School. He started his career at American Express Bank as a Management Trainee and continued as an Investment Analyst at Morgan Stanley Investment Bank. Mr. Ali Y. Koç joined Koç Holding in 1997 and held senior-level positions until 2010 including new business development and information technologies. He was the President of Corporate Communications and IT Group. He served as

a Board Member at Koç Holding for over 8 years. In addition, he was elected as Vice Chairman on February 2016. Mr. Ali Y. Koç serves as Chairman of the Board of Koç Financial Services and Yapı Kredi Bank since 1 April 2016. Currently, Ali Y. Koç is the Chairman of Ark İnşaat, Bilkom, Digital Panorama, Ford Otosan, Koç Information and Defence Technologies, Koç Sistem, Koçtaş, Otokar, Otokoç, Setur. In addition to being Chairman and Vice Chairman at Turkey's biggest companies and financial institutions, Ali Y. Koç also contributes to country's social and economic development and currently is the President of Fenerbahçe Sports Club. He is a Board Member at the National Competition Research Association (URAK), Board Member at ECA (European Club Association), Board Member at the Foreign Economic Relations Board (DEİK) and Endeavor Association, a member of the Global Advisory Council of Bank of America, Harvard University and Council on Foreign Relations. He is also a member of Panel of Senior Advisers at Chatham House and recently joined Trade and Investment Council at the Confederation of British Industry.

Caroline N. Koç

Caroline N. Koç, MemberAfter graduating from high school at Switzerland's St. George's School, Ms. Koç went on to receive a Bachelor's degree in Business Administration from Babson College, USA. She is fluent in English, Turkish, French, Italian and Swedish. Ms. Koç started her professional career in 1992 at Edwards of Hisar, where she acted as the managing director until 1998. Subsequently, she founded "İlkadım Play and Education Center for Kids" in 1998. She was the acting manager of the Center until 2003. She founded "Haremlike Istanbul" in 20018 and "Selamlıque Turkish Coffee" in 2009 and is currently the Chairwoman of the Board of Directors of both companies. In addition, she is a Member of the Board of Directors of several Koç Group companies. She is a Member of the Board of Directors of Tohum Autism Foundation, a Founding Member of Tina Foundation as well as the Contemporary Education Foundation. She has been a Member of Koç Holding Board of Directors since 2016.

Levent Çakıroğlu

Born in 1967 in Ankara, Levent Çakıroğlu graduated from Ankara University Faculty of Political Sciences, Business Administration Department and received his master's degree from University of Illinois. He started his career as an Assistant Auditor at the Ministry of Finance in 1988, where he worked as a Senior Auditor between 1991 and 1997. He was appointed as Assistant Manager of Financial Crimes Investigation Board between 1997 and 1998, meanwhile he taught as Part Time Instructor at Bilkent University. Çakıroğlu, joined Koç Group in 1998 as Koç Holding Financial Group Coordinator. He was the General Manager of Koçtaş between 2002-2007 and the CEO of Migros between 2007-2008. He has been assigned as the CEO of Arçelik since 2008 and has been the President of the Durable Goods Group of Koç Holding A.Ş. since April 2010. He was appointed as the CEO of Arçelik in 2008, and also served as the President of Koç Holding Durable Goods Group from 2010. Çakıroğlu has been appointed as the CEO of Koç Holding A.Ş. at April, 2015. He currently serves as the CEO and Board Member of Koç Holding A.Ş. since April 2016.

İ. Tamer Haşimoğlu

He graduated from Istanbul Technical University in Mechanical Engineering and earned a Master's degree in International Business from Istanbul University, Institute of Business Administration and Economics. He started his career in 1989 at Koç Holding as a Management Trainee in the Planning Department and later became Specialist, Manager and Coordinator of the Strategic Planning Department. He was appointed Koç Holding Strategic Planning Group Acting President in January 2004 and he served as the President of Strategic Planning Group between May 2004 and April 2011. He has been serving as the President of Tourism, Food and Retailing Group at Koç Holding since April 2011. He serves as a Board member of some Koç Group companies and is a member of TÜSİAD, member of the Tourism Investors' Organization, member of the Board of İMEAK Chamber of Shipping and Hisar Educational Foundation (HEV)

Fatma Füsün Akkal Bozok

Graduated from Business Administration at Istanbul University, Fatma Füsün Akkal Bozok holds an MBA from Boğaziçi University and a PhD in Business Administration from Istanbul University. In 1980, she

embarked on her career at Arthur Andersen and served as an Auditor in the Internal Audit Department of Koç Holding between 1983-1992. From 1992 to 2003, Bozok worked as an Audit Coordinator and was appointed as Finance Director in 2003. Bozok also served as a Project Manager between 1995 and 1996 under Koç Group's MIS Project. Bozok continued her career as a faculty member teaching IT Audit and International Accounting courses at Koç University from 2006 to 2008. Since 2008, she has been a faculty member at Sabancı University teaching International Finance and Auditing courses. From 2004 to 2019 she was appointed a Board Member at Yapı Kredi Bank. She has also been serving as a Board Member at Akiş GYO and Bizim Toptan since 2017, and at Tat Gıda, İzocam and Ford Otosan since 2018. Bozok also holds Credit Rating, Corporate Governance Rating, and Advanced Derivative Instruments licenses from the Capital Markets Board of Turkey.

M. Sait Tosyalı

Sait Tosyalı started his high school education from Tarsus American College and graduated from Columba High School, Texas-USA, where he attended as an AFS exchange student. He holds an MSc in Industrial Engineering and an MBA from Boğaziçi University. Tosyalı then joined Koç Holding and specialized in Strategic Planning and Project Management. He was involved in the feasibility, tender and management processes of the privatization, growth and company acquisition projects carried out by the Consumer Durables Group in line with the strategies of Koç Holding. He served in executive positions in companies with foreign shareholders established to operate in the packaging and real estate industries. Tosyalı acted as General Manager in Consumer Durables, Energy and Construction companies of the Group and managed the Turkey, Kazakhstan and Jordan operations of Linde Group, a German industrial gas manufacturer. Immersed in different cultures, he has also taken part in merging and management of multinational and cross-border companies. He served as the Vice Chairman and Managing Director of Linde Gaz A.Ş. Since September 2017, Sait Tosyalı has been the General Manager of the Educational Volunteers Foundation of Turkey. He is also a Member to the Board of Trustees at the Health and Education Foundation, where he previously served as a Member of the Board of Directors and Chairman of the Supervisory Board. Tosyalı is an Independent Board Member at Tat Gıda Sanayii A.Ş. and Yapı Kredi Koray GYO A.Ş. He is married with one child.

Takashi Hashimoto

Takashi Hashimoto holds a master's degree in agricultural sciences from the Gifu University, Japan. He joined Kagome Co. Ltd in April 1983, and started working as the Plant Manager of the Kagome Shizuoka Plant in April 2001 and of the Kagome Kozakai Plant in April 2003. In April 2005, he was appointed as the General Manager of the Production Technology Department and became the General Manager of the Production and Purchasing Planning Department in October 2008. He then went on to be the General Manager of the Corporate Planning Department in April 2012. In April 2013, Hashimoto became an Executive Board Member of Kagome Co. Ltd. As of October 2017, Takashi Hashimoto has been an Executive Officer Division Director of Production and Purchasing Division.

Arzu Aslan Kesimer

Arzu Aslan Kesimer received her degree in Economics (in English) from Marmara University and completed her postgraduate studies in Economics at Boğaziçi University, Faculty of Social Sciences. Having started her career at Marmara Bank in 1992, she joined Koç Group at Koçtaş Yapı Marketleri A.Ş. in 1995, where she worked as Marketing Manager, Marketing and Store Planning Director until 2010. From 2010 to 2011, she served as Assistant General Manager of Commerce at Koçtaş Yapı Marketleri A.Ş. She has been the General Manager of Tat Gıda Sanayi A.Ş. since 1 November 2011. She has also been serving as a Board Member at Tat Gıda Sanayi A.Ş. and Düzey A.Ş. Arzu Aslan Kesimer is a Founder Member and Vice Chair of Women in Board of Directors Association. Ms. Kesimer is also a member of the TOBB Women Entrepreneurs Board, Turkish Industry and Business Association (TÜSİAD), ISO Assembly and President 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.

06.02.2020

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.

04.02.2020

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.

TAT GIDA SANAYİ A.Ş.

Disclosure on General Assembly Procedures

Sent on: 19.03.2020 14:51:28

Announcement Type: Material Disclosure

Year:

Summary Information	Ordinary General Assembly
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	1.01.2019
Account Period Ending Date	31.12.2019
Resolution Date	21.02.2020
General Assembly Date	19.03.2020
General Assembly Time	10:00
Deadline for Shareholding in order to attend General Assembly	18.03.2020
Country	Türkiye
City	İSTANBUL
District	ŞİŞLİ
Address	Elmadağ
Agenda Items	
1 - Opening and appointment of the Chair of the Assembly,	
2 - Presentation, negotiation and approval of 2019 Annual Activity Report issued by the Board of Directors of the Company,	
3 - Presentation of the Independent Audit Report Summary related to year 2019 accounting period,	
4 - Presentation, negotiation and approval of the Financial Statements related to year 2019 accounting period,	
5 - Release of the members of the Board of Directors for the activities of the Company in year 2019,	
6 - Approval, approval through amendment or refusal of the proposal of the Board of Directors about the dividend distribution and the date of dividend	
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	
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	
11 - Informing the Shareholders about the donations of the Company in 2019 and determining upper limit for the donations to take place in 2020,	
12 - Informing the Shareholders about the guarantees, pledges and liens given in favor of the third parties, and incomes or benefits provided by the	
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 2019 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	
Documents for Results of General Assembly	

ATTACHMENT: 1	DAVET METNİ.pdf - İlan Metni	
ATTACHMENT: 2	BİLGİLENDİRME NOTU-2019.pdf - Genel Kurul Bilgilendirme Dokümanı	
Results of General Assembly		
Has the General Assembly taken place?		Yes
		<p>General Assembly for Year 2019, which was held on 19th March 2020 Thursday at 10:00 hours at Divan Istanbul Oteli, Askerocağı Caddesi No: 1 34367 Elmadağ/Istanbul, as a summary. Please find attached the Assembly Minutes and List of Attendants.</p> <p>-Activity Report for Year 2019 issued by the Board of Directors of the Company was approved.</p> <p>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 2019.</p> <p>-The proposal of the Board of Directors regarding dividend distribution of year 2019 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>
Results of General Assembly		
Decisions Made In Relation with Periods for Exercising Rights		
Dividend Distribution		Discussed
Documents for Results of General Assembly		
ATTACHMENT: 1	Tat Toplantı Tutanağı.pdf - Tutanak	
ATTACHMENT: 2	Tat Hazır Bulunanlar Listesi.pdf - Hazır Bulunanlar Listesi	
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 19.03.2020

General Assembly of Tat Gıda Sanayi Anonim Şirketi for year 2019 was held on 19.03.2020 at 10:00 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 18 March 2020 and numbered 53340419.

Call for the assembly was made within due period by announcement in Turkish Trade Registry Gazette dated 26.02.2020 numbered 10024, 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 25.02.2020 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, 78.900 shares corresponding to the capital of TRY 789 were represented in person and 8.609.694.399 shares corresponding to the capital of TRY 86.096.943,99 were represented by attorneys, and thus total 8.609.773.299 shares were represented during the assembly and the quorum stipulated by both the applicable laws and the Articles of Association was present. Mr. İbrahim Tamer Haşimoğlu, member of the Board of Directors, announced that among such shares, value of TRY 6.409.788 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. Mr. İbrahim Tamer Haşimoğlu 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.

Mr. İbrahim Tamer Haşimoğlu, 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 Kaşıtoğlu disclosed his proposal for the Assembly Presidency. As the result of the voting, Mr. İbrahim Tamer Haşimoğlu was elected as the President of the General Assembly unanimously, with assenting votes corresponding to TRY 86.097.731,99.

The President of the Assembly indicated that she appointed Ms. Arzu Aslan Kesimer as the Vote Collector and Mr. Hakan Turan 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. Arzu Aslan Kesimer 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 2019 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 2019 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 2019 was presented by the Clerk of Minutes. Negotiations started on Activity Report for Year 2019. It was stated that some inquiries would be responded to in writing. Activity Report for Year 2019 was adopted by majority of votes, with dissenting votes amounting to TRY 1 and assenting votes amounting to TRY 86.097.731,99.

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 2019 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 2019 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 2019 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 2019 and nobody took the floor. The financial reports presented and the financial statements prepared according to Tax Procedure Law for year 2019 were approved by majority of votes, with dissenting votes amounting to TRY 1 and assenting votes amounting to TRY 86.097.731,99.

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 2019. 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 and assenting votes amounting to TRY 89.269.436,80.

6. The President provided information that the suggestion regarding the dividend distribution of year 2019 has been announced in the Public Disclosure Platform, Electronic General Assembly System of Central Registry Agency Inc., Company's website at www.tatgida.com.tr and the

Activity Report of Year 2019 booklets starting from 21 days in advance of the General Assembly, and next was the negotiation of the suggestion of the Board of Directors.

According to our financial statements pertaining to the account period 01.01.2019-31.12.2019 issued by our Company in accordance with the Financial Reporting Standards of Turkey within the framework of the provisions of the Turkish Commercial Code and Capital Market Code and audited by KPGM Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi, a "Net Profit for Period" of TRY 66.155.440,00 is obtained, and our suggestion for dividend distribution, which is issued in accordance with the attached (Annex-1) dividend distribution statement with due consideration of our Dividend Distribution Policy, long-term strategy, investment and financing policies, 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 communiqué, is assessed; and

it was by the majority of votes with dissenting votes representing TRY 1 against the assenting votes of TRY 86.097.731,99 that

out of the current period profit calculated in accordance with CMB Communiqués:

TRY 1.494.745,26 be reserved as primary legal reserve,
TRY 13.093.511,01 be reserved as first dividend to shareholders,
TRY 2.933.377,75 be reserved as dividend for holders of founder shares,
TRY 14.106.488,99 be reserved as second dividend to shareholders,
TRY 2.333.337,78 be reserved as second general legal reserve,
TRY 32.193.979,21 be reserved as extraordinary reserve fund,

and that the first and second dividends payable to the shareholders, totaling TRY 27.200.000,00, be covered from the legal profit of the current year; and that TRY 19.999.080,38, being the amount remaining after reserving the dividend paid to the shareholders and holders of founder shares from the legal profit of the current year and the primary and second type general legal reserves, be reserved as extraordinary reserve fund;

and thus that,

- tax payer corporations and our limited taxpayer corporation shareholders becoming entitled to a dividend through a workplace and permanent representative in Turkey be paid dividend amounting to gross TRY 0,20 = net cash with a ratio of 20% for 100 shares of nominal value of TRY 1,
- our other shareholders be paid dividend amounting to gross TRY 0,20, net cash TRY 0,17 with a ratio of 20% for 100 shares of nominal value of TRY 1,

and also that distribution of dividend start on 26.03.2020.

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, a representative of Temel Ticaret ve Yatırım A.Ş., presented the proposal for Members of the Board of Directors. The number of the members of the Board of Directors was determined as 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. İbrahim 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 3.697.857 and assenting votes amounting to TRY 82.399.875,99.

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 2019 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 11.03.2019 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 2019, were provided with a total benefit of TRY 10.956.550,94 as also mentioned in footnote no 28 to the financial statements announced publicly and that the costs covered by Tat Gıda Sanayi A.Ş. amounted to TRY 8.343.782,18 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 2019. As a result of the voting that took place, it was approved by majority of votes, with dissenting votes amounting to TRY 111 and assenting votes amounting to TRY 86.097.621,99.

9. Mr. İbrahim Tamer Haşimoğlu, representative of Koç Holding A.Ş., announced the proposal for determining the remunerations for the Members of the Board of Directors. It was voted and it was decided by majority of votes that the Members of the Board of Directors be paid gross TRY 216.000 (two hundred and sixteen 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 3.625.226 and assenting votes amounting to TRY 82.472.506,99.

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, İstanbul and registered with İstanbul Trade Registry Office under registration no 480474, preferred by Board of Directors to audit the activities and accounts of the year 2020 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 72.632 and assenting votes amounting to TRY 86.025.100,99.

11. It was stated that the Company donated TRY 806.860,33 in year 2019 and the shareholders were informed about the donations made. Moreover, the proposal of Mr. İbrahim Tamer Haşimoğlu representing Koç Holding A.Ş. to set the maximum limit for the donations for year 2020 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 3.737.006 and assenting votes amounting to TRY 82.360.726,99.

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 2019 as also mentioned in footnote 17 of the financial statements of year 2019 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 776.046 and assenting votes representing TRY 85.321.686,99.

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 2019 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. İlhan Aslan, shareholders attending the assembly, were answered by Mr. İbrahim Tamer Hasimoğlu, President of Assembly. 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. 19.03.2020

İbrahim Tamer HAŞİMOĞLU
PRESIDENT OF ASSEMBLY

Aysun ARASOĞLU
REPRESENTATIVES OF THE MINISTRY

Arzu ASLAN KESİMER
VOTE COLLECTOR

Hakan TURAN
CLERK OF MINUTES

01.01.2019 - 31.12.2019 ACCOUNT PERIOD DIVIDEND DISTRIBUTION PROPOSAL

Tat Gıda Sanayi A.Ş. Dividend Distribution Statement for Year 2019 (TRY)			
1. Paid-in/Issued Capital		136.000.000,00	
2. Total Legal Reserve Fund (According to Legal Records)		25.705.254,74	
Information on privileges in dividend distribution, if any, in the Articles of Association		-	
		According to CMB	According to Legal Records
3.	Period Profit	76.064.569,00	65.529.366,23
4.	Taxes (-)	9.909.129,00	11.568.825,06
5.	Net Profit for the Period (=)	66.155.440,00	53.960.541,17
6.	Losses in Previous Years (-)	0,00	0,00
7.	Primary Legal Reserve (-)	1.494.745,26	1.494.745,26
8.	NET DISTRIBUTABLE PERIOD PROFIT (=)	64.660.694,74	52.465.795,91
9.	Donations within the Year (+)	806.860,33	0,00
10.	Net Distributable Period Profit Including the Donations	65.467.555,07	52.465.795,91
11.	First dividend to Shareholders	13.093.511,01	6.800.000,00
	-Cash	13.093.511,01	6.800.000,00
	-Bonus	0,00	0,00
	-Total	13.093.511,01	6.800.000,00
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	2.933.377,75	2.933.377,75
15.	Second Dividend to Shareholders	14.106.488,99	20.400.000,00
16.	Primary Legal Reserve	2.333.337,78	2.333.337,78
17.	Statutory Reserves	0,00	0,00
18.	Special Reserves	0,00	0,00
19.	EXTRAORDINARY RESERVES	32.193.979,21	19.999.080,38
20.	Other Distributable Resources	0,00	0,00

SHARE GROUP	CASH DIVIDEND AMOUNT (TL) - NET	STOCK DIVIDEND AMOUNT (TL)	TOTAL DIVIDEND AMOUNT (TL) / NET DISTRIBUTABLE CURRENT PERIOD PROFIT (%)	DIVIDEND TO BE PAID FOR SHARE WITH PAR VALUE OF 1 TL - NET (TL)	DIVIDEND TO BE PAID FOR SHARE WITH PAR VALUE OF 1 TL - NET (%)
Gross	27.200.000,00	-	42,07	0,200	20,00
Net	23.120.000,00	-	35,76	0,170	17,00

-There is no privileged share group in the profit.

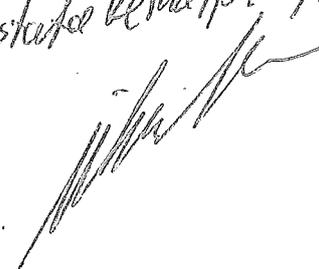
-Dividend and beneficial rights shall be distributed out of the earnings of the current year, and withholding shall be applicable for full tax-payer natural persons on the portion that corresponds to the earnings that are not exempt.

Tat Gıda AŞ Genel Kurul Dvan Başkanlığına

Tat Gıda AŞ'nin Kurumsal Yönetim ilkelerinde de belirtilmiş olduğu gibi esas sözleşmesinde Azınlık Hisselerinin yönetimde temsil yetkisi bulunmamaktadır. %42 gibi yarıya yakın bir hisse oranı ile halka açık Tat Gıda A.Ş. nin Esas Sözleşme Değişikliği yapılarak;

Azınlık hisselerine de yönetimde temsil edilme yetkisi verilmesini Sn Genel Kurulun görüş ve bilgilerine arz ederim. 19.03.2020

azınlık Ortak
İlhan Aslan

Mustafa Kemalpaşa / Bursa


AŞ AŞ AŞ AŞ

TAT GIDA SANAYİ A.Ş.
19.03.2020 TARİHİNDE YAPILAN OLAĞAN GENEL KURUL TOPLANTISINDA HAZIR BULUNANLAR LİSTESİ

NO	PAY SAHİBİ
1	KOÇ HOLDİNG ANONİM ŞİRKETİ
2	TEMEL TİCARET VE YATIRIM A.Ş.
3	ARÇELİK A.Ş.
4	AYGAZ ANONİM ŞİRKETİ
5	RAHİM M.KOÇ VE MAH.MADEN İNŞ.TUR.UL.YAT.VE TİC.A.Ş.
6	VEHİBİ KOÇ VAKFI
7	KOÇ HOLDİNG EMEKLİ VE YARDIM SANDIĞI VAKFI
8	SUNA KIRAÇ

19.03.2020 10:00:08

NO	PAY SAHİBİ	TCKN/VKN	UYRUK ADRESİ	GRUP	İTİBARI DEĞER	TEMSİL ŞEKLİ	TEMSİLCİ TÜRÜ	TEMSİLCİNİN AD SOYAD/UNVAN	TCKN/VKN	İMZA
8	SUNA KİRAÇ									
9	SEMAHAT SEVİM ARSEL									
10	MUSTAFA RAHİMİ KOÇ									
11	YILDIRIM ALİ KOÇ									
12	AYLİN ELİF KOÇ									
13	ESRA ÇİĞDEM KOÇ									
14	CAROLINE NICOLE KOÇ									
15	KAGOME CO. LTD.									
16	SUMITOMO CORPORATION									
17	ILHAN ASLAN									
18	OĞUZ YERGÜN									

19.03.2020 10:00:08

Handwritten signature

Handwritten signature

Handwritten signature

NO	PAY SAHBI	TCKN/VKN	UYRUK	ADRESI	GRUP	İTİBARI DEĞER	ŞEKİLİ	TEMSİL	TEMSİLCİ	TEMSİLCİNİN AD	TCKN/VKN	İMZA
18	OĞUZ YERGÜN											
19	İNCI AKYOL											
20	FATMA SUNAY GİRİŞMEN											
21	RİDVAN GAŞOĞLU											
22	TAMER İZZET BEYAZOĞLU											
23	BOEING COMPANY EMPLOYEES RETIREMENT PLAN											
24	VANGUARD ESG INTERNATIONAL STOCK ETF											
25	VANGUARD FIDUCIARY TRUST COMPANY INSTITUTIONAL TOTAL INTERNATIONAL STOCK MARKET INDEX TRUST											
26	VANGUARD EMRG MKT STOCK INDEX											
27	EMERGING MARKET CORE EQUIT PORTF DFA INV DIM GRO IN											

19.03.2020 10:00:08

3/7

A
K
K
K

NO	PAY SAHIBI	TCKN/VKN	YRUK	ADRESİ	GRUP	İTIBARI DEĞER	TEMSİL ŞEKLİ	TEMSİLCİ TÜRÜ	TEMSİLCİNİN AD SOYAD/UNVAN	TCKN/VKN	İNZA
28	VANGUARD TOTAL INTERNATIONAL STOCK INDEX FUND										
29	POLUNIN EMERGINING MARKETS SMALLCAP FUND, LLC										
30	CALIFORNIA PUBLIC EMPLOYEES RETIREMENT SYSTEM										
31	ARROWSTREET (CANADA) GLOBAL SMALL CAP FUND I										
32	VANGUARD INVESTMENTS FUNDS ICVC- VANGUARD FTSE GLOBAL ALL CAP INDEX FUND										
33	CALIFORNIA STATE TEACHERS RETIREMENT SYSTEM										
34	POLUNIN FUNDS										
35	GURSOY HAFIZOĞLU										
36	ARROWSTREET INTERNATIONAL EQUITY ACWI EX US ALPHA EXTENSION										

19.03.2020 10:00:08

Handwritten signatures and initials:
 ARA
 KR
 KR
 A
 Wm

NO PAY SAHIBI TCKN/VKN ÜYRUK ADRESİ GRUPO İTİBARI DEĞER TEMSİL ŞEKLİ TEMSİLÇİ TÜRÜ TEMSİLÇİNİN AD SOYAD/UNVAN TCKN/VKN İMZA

36 TRUST FUND

ARROWSTREET
INTERNATIONAL
EQUITY-ALPHA
EXTENSION FUND II

37 CC AND L Q GLOBAL
EQUITY MARKET
NEUTRAL MASTER
FUND LTD.

38 CC AND L MULTI-
STRATEGY FUND

39 ARROWSTREET
ACWI ALPHA
EXTENSION FUND V
(CAYMAN) LIMITED

40 CC AND L U.S. Q
MARKET NEUTRAL
ONSHORE FUND II

41 VANGUARD TOTAL
WORLDSTOCK
INDEX FUND

42 METIS EQUITY
TRUST

43 NEBRASKA PUBLIC
EMPLOYEES
RETIREMENT
SYSTEMS

44 CONNOR CLARK

19.03.2020 10:00:08

Handwritten signatures and initials

Handwritten signature

NO PAY SAHIBI TCKN/VKN UYRUK ADRESİ GRUPTIBARİ DEĞER TEMSİL ŞEKLİ TEMSİLCİ TÜRÜ TEMSİLCİNİN AD SOYAD/UNVAN TCKN/VKN İMZA

45 AND LUNN Q GROUP
GLOBAL EQUITY
FUND

46 SYMMETRY
CANADIAN EQUITY
FUND

47 STICHTING
PENSIOENFONDS
ING

48 CCL Q GLOBAL
EQUITYFUND

49 D.E.SHAH VALUE
ALL COUNTRY
ALPHA EXTENSION
FUND L.P.

50 LA FIRE AND POLICE
PENSION SYSTEM

51 ACADIAN EMERGING
MARKETS SMALL
CAP EQUITY FUND
LLC

52 VANGUARD FTSE
ALL WORLD EX US
SMALL CAP INDEX
FUND

53 STANLIB FUNDS
LIMITED

54 ACADIAN ALL
COUNTRY WORLD
MANAGED

19.03.2020 10:00:08

Handwritten signatures and initials:
A
H
H
H

**FROM CHAIR OF BOARD OF DIRECTORS OF TAT GIDA SANAYI A.Ş.
ANNOUNCEMENT FOR THE ORDINARY GENERAL ASSEMBLY DATED 19.03.2020**

Ordinary General Assembly of our Company shall take place on 19.03.2020, Thursday at 10:00 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 2019 and to discuss and resolve the following agenda.

Disclosure Note that contains the Financial Statements of year 2019, 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 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

**AGENDA OF THE ORDINARY GENERAL ASSEMBLY DATED 19.03.2020 OF
TAT GIDA SANAYI A.Ş.**

1. Opening and appointment of the Chair of the Assembly,
2. Presentation, negotiation and approval of 2019 Annual Activity Report issued by the Board of Directors of the Company,
3. Presentation of the Independent Audit Report Summary related to year 2019 accounting period,
4. Presentation, negotiation and approval of the Financial Statements related to year 2019 accounting period,
5. Release of the members of the Board of Directors for the activities of the Company in year 2019,
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 2019, 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 2019 and determining upper limit for the donations to take place in 2020,
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 2019 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 2019 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 19.03.2020, Thursday at 10:00 a.m. at Divan Oteli, Askerocağı Cad. No:1 Elmadağ-Şişli/Istanbul, to vote, to give proposal and to sign the necessary documents.

The Representative's(*);

Name & Surname/Title of the Company :

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

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

A) THE SCOPE OF THE POWER TO REPRESENT

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

1. About the issues specified in the Agenda;

a) The attorney is authorized to vote in parallel with his/her own views.

b) The attorney is authorized to vote in parallel with the suggestions of the company.

c) The attorney is authorized to vote in parallel with the instructions mentioned oh below table.

Instructions:

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

Agenda Items (*)	Accepted	Rejected	Objection
1. Opening and appointment of the Chair of the Assembly,			
2. Presentation, negotiation and approval of 2019 Annual Activity Report issued by the Board of Directors of the Company,			
3. Presentation of the Independent Audit Report Summary related to year 2019 accounting period,			
4. Presentation, negotiation and approval of the Financial Statements related to year 2019 accounting period,			
5. Release of the members of the Board of Directors for the activities of the Company in year 2019,			
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 2019, 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 2019 and determining upper limit for the donations to take place in 2020,			
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 2019 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 2019 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.

DISCLOSURE NOTE ON THE ORDINARY GENERAL ASSEMBLY OF TAT GIDA SANAYI A.Ş. FOR YEAR 2019 HELD ON 19.03.2020

1. ANNOUNCEMENT FOR THE ORDINARY GENERAL ASSEMBLY DATED 19.03.2020

Ordinary General Assembly of our Company shall take place on 19.03.2020, Thursday at 10:00 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 2019 and to discuss and resolve the following agenda.

Disclosure Note that contains the Financial Statements of year 2019, 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 2019 will be discussed.

3. OUR DISCLOSURES ON THE AGENDA ITEMS OF THE ORDINARY GENERAL ASSEMBLY DATED 19.03.2020

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 2019 Annual Activity Report issued by the Board of Directors of the Company,

Information shall be provided about the Activity Report of Year 2019 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 2019 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 2019 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 2019,

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 2019, which is prepared within the framework of the Company's dividend distribution policy,

According to our financial statements pertaining to the account period 01.01.2019-31.12.2019 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 66.155.440 TL 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 28 of our financial reports pertaining to activity year 2019, 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 2019.

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 2020 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, the financial reports of our Company in account period 2020 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 2019 and determining upper limit for the donations to take place in 2020,

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

806.860,33 in year 2019. Out of such amount, TRY , 72.553,76 was donated to the Basic Needs Association (Food Banking), TRY 400.000 to Turkey Third Sector Foundation , 215.881,68 TL to El Ele Yaşam Association, TRY 80.507,00 to Koç University and 37.917,89 the balance was donated to various other institutions and organizations. Moreover, the upper limit for the donations for year 2020 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 2019 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 17 of our Financial Statements dated 31.12.2019.

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 2019 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 2019 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.

01.01.2019 - 31.12.2019 ACCOUNT PERIOD DIVIDEND DISTRIBUTION PROPOSAL

Annex to the Board resolution dated 21.02.2020.

Tat Gıda Sanayi A.Ş. Dividend Distribution Statement for Year 2019 (TRY)			
1. Paid-in/Issued Capital		136.000.000,00	
2. Total Legal Reserve Fund (According to Legal Records)		25.705.254,74	
Information on privileges in dividend distribution, if any, in the Articles of Association		-	
		According to CMB	According to Legal Records
3.	Period Profit	76.064.569,00	65.529.366,23
4.	Taxes (-)	9.909.129,00	11.568.825,06
5.	Net Profit for the Period (=)	66.155.440,00	53.960.541,17
6.	Losses in Previous Years (-)	0,00	0,00
7.	Primary Legal Reserve (-)	1.494.745,26	1.494.745,26
8.	NET DISTRIBUTABLE PERIOD PROFIT (=)	64.660.694,74	52.465.795,91
9.	Donations within the Year (+)	806.860,33	0,00
10.	Net Distributable Period Profit Including the Donations	65.467.555,07	52.465.795,91
11.	First dividend to Shareholders	13.093.511,01	6.800.000,00
	-Cash	13.093.511,01	6.800.000,00
	-Bonus	0,00	0,00
	-Total	13.093.511,01	6.800.000,00
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	2.933.377,75	2.933.377,75
15.	Second Dividend to Shareholders	14.106.488,99	20.400.000,00
16.	Primary Legal Reserve	2.333.337,78	2.333.337,78
17.	Statutory Reserves	0,00	0,00
18.	Special Reserves	0,00	0,00
19.	EXTRAORDINARY RESERVES	32.193.979,21	19.999.080,38
20.	Other Distributable Resources	0,00	0,00

SHARE GROUP	CASH DIVIDEND AMOUNT (TL) - NET	STOCK DIVIDEND AMOUNT (TL)	TOTAL DIVIDEND AMOUNT (TL) / NET DISTRIBUTABLE CURRENT PERIOD PROFIT (%)	DIVIDEND TO BE PAID FOR SHARE WITH PAR VALUE OF 1 TL - NET (TL)	DIVIDEND TO BE PAID FOR SHARE WITH PAR VALUE OF 1 TL - NET (%)
Gross	27.200.000,00	-	42,07	0,200	20,00
Net	23.120.000,00	-	35,76	0,170	17,00

-There is no privileged share group in the profit.

-Dividend and beneficial rights shall be distributed out of the earnings of the current year, and withholding shall be applicable for full tax-payer natural persons on the portion that corresponds to the earnings that are not exempt.

BACKGROUNDS OF THE CANDIDATE MEMBERS OF THE BOARD OF DIRECTORS AND INDEPENDENCE DECLARATIONS OF THE INDEPENDENT CANDIDATES**Semahat S. Arsel**

She began her career in 1964 as a Member of the Board of Directors of Koç Holding, a position she continues to hold. In addition, she is Chairman of the Board of Directors of Vehbi Koç Foundation and the Divan Group, President of the Semahat S. Arsel Nursing Education and Research Center and Founder of the Koç University School of Nursing. She also serves as Member of the Board of Directors of other Koç Group companies. She is member of the Board of Trustees of the Educational Volunteers Foundation of Turkey (TEGV). Semahat S. Arsel has received an “Honorary Doctorate” degree from Istanbul University.

Rahmi M. Koç

A graduate of Johns Hopkins University in Business Administration, he joined the Koç Group in 1958 at Otokoç. He became Chairman of the Management Committee in 1980 and was named Chairman of the Board of Directors of Koç Holding in 1984, a post he held until 2003 when he became the Honorary Chairman. Apart from Koç Holding, he also serves as a Member / Chairman of the Board of Directors of other Koç Group companies. In addition, Rahmi M. Koç is or has been affiliated with philanthropic, social and professional organizations including: Vice Chairman of the Board of Trustees of Vehbi Koç Foundation, Honorary Chairman of the Board of Trustees of Koç University, Founder and Chairman of the Board of Directors of the Rahmi M. Koç Museum and Cultural Foundation, Chairman of the Board of Directors of the Vehbi Koç Foundation American Hospital, Honorary Chairman and Founding Member of TURMEPA, Honorary Chairman of the Advisory Board of the Turkish Industrial and Business Association (TÜSİAD), Member of the Advisory Board of the Turkish Employers Association, Founding Chairman of the Global Relations Forum, Former President of the International Chamber of Commerce (1.1.1995-31.12.1996), The Metropolitan Museum of Art, New York City, Honorary Trustee, Co-Chairman of the Business Advisory Council for South East Europe (BAC SEE), Former President of the Turkish Greek Business Council (1992-1999), Former Member of the Allianz Aktiengesellschaft International Advisory Board, Former Member of the JP Morgan International Council, Former Member of the International Advisory Board of the US Council on Foreign Relations. On May 23, 2019, Rahmi M. Koç was awarded with the medal of Foreign Policy Association (FPA), globally recognized think-tank with its 100-year history.

Ömer M. Koç

He received his B.A. degree from Columbia University in 1985. He worked at Kofisa Trading for one year. He completed his MBA at Columbia University in 1989. After working at Ramerica International Inc., he joined Koç Group in 1990. He held various senior positions at Koç Holding including Finance Coordinator, Vice President and President of Energy Group. He became member of Board of Directors in 2004 and Vice Chairman in May 2008. On February 22, 2016, he was appointed as the Chairman of Koç Holding. He is also Chairman of Turkish Educational Foundation Board of Trustees, President of Geyre Foundation and Chairman of Yapı Kredi Kültür Sanat Yayıncılık Board of Directors and Tüpraş Board of Directors. On April 6, 2017, he was appointed as the Chairman of Tofaş.

Ali Y. Koç

Mr. Ali Y. Koç received his bachelor’s degree at Management Faculty of Rice University. He earned an MBA from Harvard Business School. He started his career at American Express Bank as a Management Trainee and continued as an Investment Analyst at Morgan Stanley Investment Bank. Mr. Ali Y. Koç joined Koç Holding in 1997 and held senior-level positions until 2010 including new business development and information technologies. He was the President of Corporate Communications and IT Group. He served as

a Board Member at Koç Holding for over 8 years. In addition, he was elected as Vice Chairman on February 2016. Mr. Ali Y. Koç serves as Chairman of the Board of Koç Financial Services and Yapı Kredi Bank since 1 April 2016. Currently, Ali Y. Koç is the Chairman of Ark İnşaat, Bilkom, Digital Panorama, Ford Otosan, Koç Information and Defence Technologies, Koç Sistem, Koçtaş, Otokar, Otokoç, Setur. In addition to being Chairman and Vice Chairman at Turkey's biggest companies and financial institutions, Ali Y. Koç also contributes to country's social and economic development and currently is the President of Fenerbahçe Sports Club. He is a Board Member at the National Competition Research Association (URAK), Board Member at ECA (European Club Association), Board Member at the Foreign Economic Relations Board (DEİK) and Endeavor Association, a member of the Global Advisory Council of Bank of America, Harvard University and Council on Foreign Relations. He is also a member of Panel of Senior Advisers at Chatham House and recently joined Trade and Investment Council at the Confederation of British Industry.

Caroline N. Koç

Caroline N. Koç, MemberAfter graduating from high school at Switzerland's St. George's School, Ms. Koç went on to receive a Bachelor's degree in Business Administration from Babson College, USA. She is fluent in English, Turkish, French, Italian and Swedish. Ms. Koç started her professional career in 1992 at Edwards of Hisar, where she acted as the managing director until 1998. Subsequently, she founded "İlkadım Play and Education Center for Kids" in 1998. She was the acting manager of the Center until 2003. She founded "Haremliques Istanbul" in 20018 and "Selamlıques Turkish Coffee" in 2009 and is currently the Chairwoman of the Board of Directors of both companies. In addition, she is a Member of the Board of Directors of several Koç Group companies. She is a Member of the Board of Directors of Tohum Autism Foundation, a Founding Member of Tina Foundation as well as the Contemporary Education Foundation. She has been a Member of Koç Holding Board of Directors since 2016.

Levent Çakırođlu

Born in 1967 in Ankara, Levent Çakırođlu graduated from Ankara University Faculty of Political Sciences, Business Administration Department and received his master's degree from University of Illinois. He started his career as an Assistant Auditor at the Ministry of Finance in 1988, where he worked as a Senior Auditor between 1991 and 1997. He was appointed as Assistant Manager of Financial Crimes Investigation Board between 1997 and 1998, meanwhile he taught as Part Time Instructor at Bilkent University. Çakırođlu, joined Koç Group in 1998 as Koç Holding Financial Group Coordinator. He was the General Manager of Koçtaş between 2002-2007 and the CEO of Migros between 2007-2008. He has been assigned as the CEO of Arçelik since 2008 and has been the President of the Durable Goods Group of Koç Holding A.Ş. since April 2010. He was appointed as the CEO of Arçelik in 2008, and also served as the President of Koç Holding Durable Goods Group from 2010. Çakırođlu has been appointed as the CEO of Koç Holding A.Ş. at April, 2015. He currently serves as the CEO and Board Member of Koç Holding A.Ş. since April 2016.

İ. Tamer Haşimođlu

He graduated from Istanbul Technical University in Mechanical Engineering and earned a Master's degree in International Business from Istanbul University, Institute of Business Administration and Economics. He started his career in 1989 at Koç Holding as a Management Trainee in the Planning Department and later became Specialist, Manager and Coordinator of the Strategic Planning Department. He was appointed Koç Holding Strategic Planning Group Acting President in January 2004 and he served as the President of Strategic Planning Group between May 2004 and April 2011. He has been serving as the President of Tourism, Food and Retailing Group at Koç Holding since April 2011. He serves as a Board member of some Koç Group companies and is a member of TÜSİAD, member of the Tourism Investors' Organization, member of the Board of İMEAK Chamber of Shipping and Hisar Educational Foundation (HEV)

Fatma Füsün Akkal Bozok

Graduated from Business Administration at Istanbul University, Fatma Füsün Akkal Bozok holds an MBA from Boğaziçi University and a PhD in Business Administration from Istanbul University. In 1980, she

embarked on her career at Arthur Andersen and served as an Auditor in the Internal Audit Department of Koç Holding between 1983-1992. From 1992 to 2003, Bozok worked as an Audit Coordinator and was appointed as Finance Director in 2003. Bozok also served as a Project Manager between 1995 and 1996 under Koç Group's MIS Project. Bozok continued her career as a faculty member teaching IT Audit and International Accounting courses at Koç University from 2006 to 2008. Since 2008, she has been a faculty member at Sabancı University teaching International Finance and Auditing courses. From 2004 to 2019 she was appointed a Board Member at Yapı Kredi Bank. She has also been serving as a Board Member at Akiş GYO and Bizim Toptan since 2017, and at Tat Gıda, İzocam and Ford Otosan since 2018. Bozok also holds Credit Rating, Corporate Governance Rating, and Advanced Derivative Instruments licenses from the Capital Markets Board of Turkey.

M. Sait Tosyalı

Sait Tosyalı started his high school education from Tarsus American College and graduated from Columba High School, Texas-USA, where he attended as an AFS exchange student. He holds an MSc in Industrial Engineering and an MBA from Boğaziçi University. Tosyalı then joined Koç Holding and specialized in Strategic Planning and Project Management. He was involved in the feasibility, tender and management processes of the privatization, growth and company acquisition projects carried out by the Consumer Durables Group in line with the strategies of Koç Holding. He served in executive positions in companies with foreign shareholders established to operate in the packaging and real estate industries. Tosyalı acted as General Manager in Consumer Durables, Energy and Construction companies of the Group and managed the Turkey, Kazakhstan and Jordan operations of Linde Group, a German industrial gas manufacturer. Immersed in different cultures, he has also taken part in merging and management of multinational and cross-border companies. He served as the Vice Chairman and Managing Director of Linde Gaz A.Ş. Since September 2017, Sait Tosyalı has been the General Manager of the Educational Volunteers Foundation of Turkey. He is also a Member to the Board of Trustees at the Health and Education Foundation, where he previously served as a Member of the Board of Directors and Chairman of the Supervisory Board. Tosyalı is an Independent Board Member at Tat Gıda Sanayii A.Ş. and Yapı Kredi Koray GYO A.Ş. He is married with one child.

Takashi Hashimoto

Takashi Hashimoto holds a master's degree in agricultural sciences from the Gifu University, Japan. He joined Kagome Co. Ltd in April 1983, and started working as the Plant Manager of the Kagome Shizuoka Plant in April 2001 and of the Kagome Kozakai Plant in April 2003. In April 2005, he was appointed as the General Manager of the Production Technology Department and became the General Manager of the Production and Purchasing Planning Department in October 2008. He then went on to be the General Manager of the Corporate Planning Department in April 2012. In April 2013, Hashimoto became an Executive Board Member of Kagome Co. Ltd. As of October 2017, Takashi Hashimoto has been an Executive Officer Division Director of Production and Purchasing Division.

Arzu Aslan Kesimer

Arzu Aslan Kesimer received her degree in Economics (in English) from Marmara University and completed her postgraduate studies in Economics at Boğaziçi University, Faculty of Social Sciences. Having started her career at Marmara Bank in 1992, she joined Koç Group at Koçtaş Yapı Marketleri A.Ş. in 1995, where she worked as Marketing Manager, Marketing and Store Planning Director until 2010. From 2010 to 2011, she served as Assistant General Manager of Commerce at Koçtaş Yapı Marketleri A.Ş. She has been the General Manager of Tat Gıda Sanayi A.Ş. since 1 November 2011. She has also been serving as a Board Member at Tat Gıda Sanayi A.Ş. and Düzey A.Ş. Arzu Aslan Kesimer is a Founder Member and Vice Chair of Women in Board of Directors Association. Ms. Kesimer is also a member of the TOBB Women Entrepreneurs Board, Turkish Industry and Business Association (TÜSİAD), ISO Assembly and President 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.

06.02.2020

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.

04.02.2020

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.

TAT GIDA SANAYİ A.Ş.

Disclosure on Dividend Distribution Procedures

Sent on: 19.03.2020 15:28:43

Announcement Type: Material Disclosure

Summary Information	Result of Ordinary General Assembly – Dividend Distribution					
Is this an update disclosure?	Yes					
Is this a postponed disclosure?	No					
Is this a postponed disclosure?	No					
Date of the Board Resolution	21.02.2020					
Date of the Ordinary Assembly that Covered the Matter as an Item on the Agenda	19.03.2020					
Was Dividend Distribution Discussed?	Discussed					
Type of Cash Dividend Payment	Payment in Advance					
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 TRY - Gross (TRY)	Cash Dividend To Be Paid For Share With Par Value of 1 TRY - Gross (%)	Withholding Rate (%)	Cash Dividend To Be Paid For Share With Par Value of 1 TRY - Net (TRY)	Cash Dividend To Be Paid For Share With Par Value of 1 TRY - Net (%)
TATGD, TRATATKS91A5	Payment in Advance	0,2000000	20	15	0,1700000	17
Dividend Payment Dates						
Payment	Proposed Date for Exercising Cash Dividend Rights (1)	Finalized Date for Exercising Cash Dividend Rights (2)	Payment Date (3)	Record Date (4)		
Payment in Advance	26.03.2020	26.03.2020	30.03.2020	27.03.2020		
(1) The date, when the dividend will be payable by the company and the stock will start to be processed without the right for dividend (proposed).						
(2) The date, when the dividend will be payable by the company and the stock will start to be processed without the right for dividend (finalized).						
(3) The date, when the entry will be made into the accounts of shareholders, whose stock is publicly traded.						
(4) The date, when the entitled parties for the type of stock that is publicly traded are determined.						
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 31.12.2019 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 66.155.440, and the following proposal for dividend distribution, which is announced in our material disclosure dated 21.02.2020 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 19.03.2020.						
Documents Attached						
ATTACHMENT: 1 DIVIDEND DISTRIBUTION STATEMENT-2019.pdf						
DIVIDEND DISTRIBUTION STATEMENT						
TAT GIDA SANAYİ A.Ş. Dividend Distribution Statement for Period 01.01.2019/31.12.2019 (TL)						
1. Paid-in/Issued Capital		136.000.000				

2. Total Legal Reserve Fund (According to Legal)	25.705.254,74
Information on privileges in dividend distribution, if any, in the Articles of Association	-

*	According to CMB	According to Legal Records
3. Period Profit	76.064.569	65.529.366,23
4. Taxes (-)	9.909.129	11.568.825,06
5. Net Profit for the Period	66.155.440	53.960.541,17
6. Losses in Previous Years (-)	0	0
7. Primary Legal Reserve (-)	1.494.745,26	1.494.745,26
8. Net Distributable Period Profit	64.660.694,74	52.465.795,91
Dividend Advance Distributed Within the Year (-)	0	0
Dividend Advance Less Net Distributable Current Period Profit/Loss	64.660.694,74	52.465.795,91
9. Donations within the Year (+)	806.860,33	0
10. Net Distributable Period Profit Including the Donations	65.467.555,07	52.465.795,91
11. First dividend to Shareholders	13.093.511,01	6.800.000
* Cash	13.093.511,01	6.800.000
* 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	2.933.377,75	2.933.377,75
15. Second Dividend to Shareholders	14.106.488,99	20.400.000
16. Primary Legal Reserve	2.333.337,78	2.333.337,78
17. Statutory Reserves	0	0
18. Special Reserves	0	0
19. Extraordinary Reserves	32.193.979,21	19.999.080,38
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 (%)
- - -	27.200.000	0	42,07	0,2	20
TOTAL	27.200.000	0	42,07	0,2	20

Disclosures of Dividend Distribution Statement

-There is no privileged share group in the profit.

-Dividend and beneficial rights shall be distributed out of the earnings of the current year, and withholding shall be applicable for full tax-payer natural persons on the portion that corresponds to the earnings that are not exempt.

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.

01.01.2019 - 31.12.2019 ACCOUNT PERIOD DIVIDEND DISTRIBUTION PROPOSAL

Annex to the Board resolution dated 21.02.2020.

Tat Gıda Sanayi A.Ş. Dividend Distribution Statement for Year 2019 (TRY)			
1. Paid-in/Issued Capital		136.000.000,00	
2. Total Legal Reserve Fund (According to Legal Records)		25.705.254,74	
Information on privileges in dividend distribution, if any, in the Articles of Association		-	
		According to CMB	According to Legal Records
3.	Period Profit	76.064.569,00	65.529.366,23
4.	Taxes (-)	9.909.129,00	11.568.825,06
5.	Net Profit for the Period (=)	66.155.440,00	53.960.541,17
6.	Losses in Previous Years (-)	0,00	0,00
7.	Primary Legal Reserve (-)	1.494.745,26	1.494.745,26
8.	NET DISTRIBUTABLE PERIOD PROFIT (=)	64.660.694,74	52.465.795,91
9.	Donations within the Year (+)	806.860,33	0,00
10.	Net Distributable Period Profit Including the Donations	65.467.555,07	52.465.795,91
11.	First dividend to Shareholders	13.093.511,01	6.800.000,00
	-Cash	13.093.511,01	6.800.000,00
	-Bonus	0,00	0,00
	-Total	13.093.511,01	6.800.000,00
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	2.933.377,75	2.933.377,75
15.	Second Dividend to Shareholders	14.106.488,99	20.400.000,00
16.	Primary Legal Reserve	2.333.337,78	2.333.337,78
17.	Statutory Reserves	0,00	0,00
18.	Special Reserves	0,00	0,00
19.	EXTRAORDINARY RESERVES	32.193.979,21	19.999.080,38
20.	Other Distributable Resources	0,00	0,00

SHARE GROUP	CASH DIVIDEND AMOUNT (TL) - NET	STOCK DIVIDEND AMOUNT (TL)	TOTAL DIVIDEND AMOUNT (TL) / NET DISTRIBUTABLE CURRENT PERIOD PROFIT (%)	DIVIDEND TO BE PAID FOR SHARE WITH PAR VALUE OF 1 TL - NET (TL)	DIVIDEND TO BE PAID FOR SHARE WITH PAR VALUE OF 1 TL - NET (%)
Gross	27.200.000,00	-	42,07	0,200	20,00
Net	23.120.000,00	-	35,76	0,170	17,00

-There is no privileged share group in the profit.

-Dividend and beneficial rights shall be distributed out of the earnings of the current year, and withholding shall be applicable for full tax-payer natural persons on the portion that corresponds to the earnings that are not exempt.

TAT GIDA SANAYİ A.Ş.

Determination of Independent Audit Company

Publish Date : 19.03.2020 15:33:11

Disclosure Type :ODA

Year :

Period :

Summary

Approval of the Independent Audit Firm selection by the General Assembly

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	26.02.2020
	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	01.01.2020-31.12.2020
	Date of General Assembly of Appointment	19.03.2020
	Registration Date	-
	Turkish Trade Registry Gazette Date and Number Regarding Registration	-
	Disclosures	
	With the resolution of our Board dated 26.02.2020 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 A.Ş. located at İş Kuleleri, Kule 3, No.14/3, Kat:2-9 Beşiktaş/İstanbul in order to audit our company's financial statements in account year 2020 and to perform other activities within the scope of the relevant regulations in such laws and appointment was approved by the General Assembly.	

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 Capital Markets Instruments Transactions Other Than Share (Including Interest)

Sent On: 25.03.2020 17:24:49

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 Account	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		Yes
4	24.06.2020	23.06.2020	24.06.2020	2,5181	10,1	10,4895	1.762.658		
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									
3th 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 25.03.2020.									

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.

Committees of the Board of Directors

Sent on: 31.03.2020 14:19:05

Announcement Type: Material Disclosure

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 31.03.2020</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> <p>decided.</p>	

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.

Credit Rating

Sent on: 27.05.2020 18:59:00

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	23.05.2019
	Is this a postponed disclosure?	No
	Announcement Content	
	Disclosures	
	Credit Rating Institution Saha Kurumsal Yönetim ve Kredi Derecelendirme Hizmetleri A.Ş. determined our long term national credit rating score AA, our short term national credit rating score A1+ and business outlook 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.

27 May 2020

Credit Rating

Long-term (National):

(TR) AA

Outlook:

Stable

Short-term (National):

(TR) A1+

Outlook:

Stable

TAT GIDA SANAYİ A.Ş.

Taşdelen Mah., Sırrı Çelik
Bulvarı, No:7, 34788
Çekmeköy, İstanbul
Tel: +90 (216) 430 00 00
Faks: +90 (216) 484 80 11

<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 as Tat Gıda Sanayi A.Ş. on November 15, 2013. Tat and SEK brands operate under the umbrella of Tat Gıda. The Company's domestic marketing and sales activities are carried out by Düzey Tüketim Malları Sanayi Pazarlama ve Ticaret A.Ş. ("Düzey Pazarlama"), a Koç Group company. Tat Gıda shares are traded on Borsa İstanbul since 1993. As of end-2019, 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) with Stable outlook dated May 23, 2019 has been reconfirmed as long term rating of **AA (National)** and short term rating of **A1+ (National)** with **Stable** outlook.

Outlook

As of end-2019, the sales revenue of the Company increased by 9.6% and reached TL 1.14 billion (2018: TL 1.04 billion). Gross Profit, Real Operating Profit and Net Profit increased compared to 2018, reflecting a positive impact on profitability ratios.

Trade receivables of the Company increased by 18.7% as of end-2019, reaching TL 384 million (2018: TL 323 million). Inventory increased by 42.3% within the same period to TL 338 million (2018: TL 238 million). The increase in trade receivables and inventory created a need for financing, increasing the financial liabilities by 46% to TL 228 million (2018: TL 156 million). A positive aspect is that 73% (TL 166 million) of financial liabilities are long-term.

In addition to all these factors, the short and long term outlook of the Company has been determined as "**Stable**" by taking into consideration the issues such as Tat Gıda's shareholding structure and industry experience. However, as the World Health Organization declared a pandemic on March 12, 2020 in relation to the coronavirus (Covid-19) epidemic which initiated in China, the recent extraordinary developments in the global trade environment and money markets make the potential economic consequences of the pandemic extremely uncertain. There is an increase in demand of food in our country due to the measures taken to reduce the effects of the corona virus epidemic. When the 2020 Q1 financials of the Company are analyzed, it is seen that sales increased by 44% compared to the same period of the previous year and reached TL 377 million (2019 Q1: TL 262 million). In the same period, inventory decreased by 22% compared to the end of 2019 and fell to TL 263 million. The developments are closely monitored by us and if the tangible risks arise, changes can be made to the Company's rating and outlook.

Corporate Governance

The Company has provided substantial compliance with the Capital Markets Board's (CMB) Corporate Governance Principles and has implemented all of the necessary policies and measures. Management and internal control mechanisms have been created effectively and are in operation. All of the corporate governance risks are identified and managed actively. The rights of shareholders and stakeholders are respected in a fair manner and public disclosure and transparency is at superior levels. Structure and operation of the board of directors is in the category of best practice. There is almost no frailty in these areas.

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 B1, B2, C categories should be considered “speculative” by the market.

(TR) B1	(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) B2	(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.

©2020, Saha Kurumsal Yönetim ve Kredi Derecelendirme A.Ş. All rights reserved. This publication or parts thereof may not be republished, broadcast, or redistributed without the prior written consent of Saha Kurumsal Yönetim ve Kredi Derecelendirme Hizmetleri A.Ş. and Tat Gıda Sanayi A.Ş.

Contacts:

S.Suhan Seçkin
suhan@saharating.com

S.Mehmet İnhan
minhan@saharating.com

Serhat Karakuş
skarakuş@saharating.com

Saha Kurumsal Yönetim ve Kredi Derecelendirme A.Ş

Valikonağı Cad., Hacı Mansur Sok., Konak Apt. 3/1, Nişantaşı, İstanbul

Tel: (0212) 291 97 91, Fax: (0212) 291 97 92 • info@saharating.com • www.saharating.com

TAT GIDA SANAYİ A.Ş.

Disclosure on News and Hearsay

Sent on: 11.06.2020 12:30:46

Announcement Type: Material Disclosure

Year:

Period:

Summary Information

News in Media

Disclosure on News or Hearsay	
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?	Yes
Announcement Content	
Disclosures	
<p>Please find our disclosures regarding the news in the media involving our milk and dairies business, within the framework of Article 9 of the Communiqué on Material Events Disclosure.</p> <p>Ünlü Menkul Değerler A.Ş. was commissioned on 3 December 2019 with a view to outsourcing financial consulting services in order to assess strategic alternatives in our milk and dairies business. Although the work is still in progress under such commissioning, no concrete decision has yet been made at this stage regarding the strategic alternatives worked upon, considering the developments that have taken place after the date of commissioning as well.</p> <p>Public disclosure of this commissioning, which took place on 3 December 2019, was postponed under Article 6 of the Communiqué on Material Events Disclosure, as it could have had a negative impact on our Company's competitiveness and bargaining power. This disclosure is made as it has become clear by now that it will no longer be possible to maintain the confidentiality of information.</p> <p>Our investors will be updated on important developments about this matter.</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.

Disclosure on General Assembly Procedures

Sent on: 16.06.2020 18:41:53

Announcement Type: Material Disclosure

Year:

Summary Information	Registration of the Ordinary General Assembly Meeting Decisions for 2019.
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	1.01.2019
Account Period Ending Date	31.12.2019
Resolution Date	21.02.2020
General Assembly Date	19.03.2020
General Assembly Time	10:00
Deadline for Shareholding in order to attend General Assembly	18.03.2020
Country	Türkiye
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 2019 Annual Activity Report issued by the Board of Directors of the Company,	
3 - Presentation of the Independent Audit Report Summary related to year 2019 accounting period,	
4 - Presentation, negotiation and approval of the Financial Statements related to year 2019 accounting period,	
5 - Release of the members of the Board of Directors for the activities of the Company in year 2019,	
6 - Approval, approval through amendment or refusal of the proposal of the Board of Directors about the dividend distribution and the date of dividend	
7 - Determining the number of the Board of Directors and their period in office, election of the determined number of members, election of the	
8 - Informing the Shareholders about the "Remuneration Policy" for Members of the Board of Directors and Senior Managers under the Corporate	
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	
11 - Informing the Shareholders about the donations of the Company in 2019 and determining upper limit for the donations to take place in 2020,	
12 - Informing the Shareholders about the guarantees, pledges and liens given in favor of the third parties, and incomes or benefits provided by the	
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 2019 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	

Documents for Results of General Assembly	
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 2019, which was held on 19th March 2020 Thursday at 10:00 hours at Divan Istanbul Oteli, Askerocađı Caddesi No: 1 34367 Elmadađ/İstanbul, as a summary. Please find attached the Assembly Minutes and List of Attendants.</p> <p>-Activity Report for Year 2019 issued by the Board of Directors of the Company was approved.</p> <p>-Financial Statements of the Company for year 2019 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 2019.</p> <p>-The proposal of the Board of Directors regarding dividend distribution of year 2019 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 Çakırođlu, Mr. İbrahim Tamer Haşimođlu, 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
Registration of General Assembly Decisions	
Has General Assembly Decisions Registered?	Yes
Registration Date	16.06.2020
Additional Disclosures	
<p>The Ordinary General Assembly Resolutions of 2019 of our company made on March 19, 2020 were registered by the Istanbul Trade Registry Directorate on June 16, 2020.</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.

Determination of Independent Audit Company

Sent On:19.06.2020 14:39:46

Announcement Type: Material Disclosure

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	26.02.2020
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	01.01.2020-31.12.2020
Date of General Assembly of Appointment	19.03.2020
Registration Date	16.06.2020
Turkish Trade Registry Gazette Date and Number Regarding Registration	18.06.2020 - 10100
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 2020 during the general assembly of our company held on 19.03.2020, was registered by Istanbul Trade Registry Directorate on 16.06.2020 and was published in Turkish Trade Registry Gazette dated 18.06.2020, no 10100.

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 Capital Markets Instruments Transactions Other Than Share (Including Interest)

Sent On: 24.06.2020 13:15:18

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 Account	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		Yes
4	24.06.2020	23.06.2020	24.06.2020	2,5181	10,1	10,4895	1.762.658		Yes
5	23.09.2020	22.09.2020	23.09.2020	2,1246	8,5218	8,7982	1.487.229		
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									
4th 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 24.06.2020.									

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.

General Manager Change

Announcement Type: Material Disclosure

Sent On: 29.07.2020 17:53:52

Summary Information

General Manager Change

Related Companies		
Related Funds		
	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	
	It is decided that Mr. Oğuz Aldemir be appointed as the General Manager effective from 1st September 2020 as the position has become vacant due to the resignation of the General Manager of our Company, Ms. Arzu Aslan Kesimer, from her position to be effective from 31st August 2020.	

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 Capital Markets Instruments Transactions Other Than Share (Including Interest)

Sent On: 23.09.2020 16:16:54

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 Account	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		Yes
4	24.06.2020	23.06.2020	24.06.2020	2,5181	10,1	10,4895	1.762.658		Yes
5	23.09.2020	22.09.2020	23.09.2020	2,1246	8,5218	8,7982	1.487.229		Yes
6	23.12.2020	22.12.2020	23.12.2020	3,3682	13,51	14,2105	2.357.740		
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									
5th 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 23.09.2020.									

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 Event Disclosure (General)

Sent On: 24.09.2020 18:24:02

Summary Info

Informing about the real estate sales process

	Material Event Disclosure (General)	
	Is the Statement an Update?	Yes
	Is the Statement a Correction?	No
	Date of the Previous Statement on the Subject	2.08.2019
	Is the Disclosure a Deferred Disclosure?	No
	Notification Content	
	Descriptions	
	As stated in our material disclosure dated 02.08.2019, following the cessation of the operations in the pasta and bakery products business line of our company, works have been started for the sale in case of favorable conditions of the real estate belonging to the pasta business in İzmir, Bornova. Important developments regarding the issue will be shared with our investors within the framework of capital market regulations.	

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.**Sale of Tangible Fixed Asset**

Sent on: 13.10.2020 18:38:30

Announcement Type: Material Disclosure

Summary Information

Sale of the old factory land located in Bornova, İzmir

Sale of Tangible Fixed Asset	
Is this an update disclosure?	Yes
Is this a correction disclosure?	No
Date of the Disclosure Made Previously With This Regard	02.08.2019, 24.09.2020
Is this a postponed disclosure?	No
Announcement Content	
Nature of the Tangible Fixed Asset Sold	Land and building
Location and Area of the Tangible Fixed Asset Sold	İzmir Bornova Kazımdirik Quarter, 9272,40 square meters
Date of BoD Decision Regarding Sale	2.08.2019
Does the BoD Decision Regarding Sale Include Approval of the Majority of the Independent Members?	On 02/08/2019, a decision was made to sell the factory land in future if certain conditions were met and the final BoD decision for the sale to take place according to the conditions determined for the tender will be made separately.
Total Sale Price	TRY 85.500.000 excl. VAT
The Proportion of the Transaction Price to the Company's Value, Based on the Arithmetic Mean of the Daily Volume Weighted Average Prices for the Sixth Months Preceding the BoD Decision (%)	6,50%
Proportion of the Sale Price to the Paid-in Capital of the Company (%)	62,90%
Proportion of the Sale Price to Total Assets in the Last Financial Statement Disclosed Publicly (%)	7,40%
Proportion of the Sale Price to the Net Value of the Tangible Fixed Assets in the Last Financial Statement Disclosed Publicly (%)	46,50%
Proportion of the Value of the Sold Fixed Asset as Given in the Last Financial Statement Disclosed Publicly to the Total Assets (%)	0,10%
Proportion of the Transaction Price to the Revenue of the Company as Found According to the Latest Financial Statements Disclosed Publicly (%)	7,50%
Conditions of Sale	Cash
Date, When the Transaction is Completed/to be Completed	The transaction of sale is expected to be consummated in October, once the relevant BoD decision is made, the sale price is collected and the sale is registered in the land registry.
Purpose of the Sale and Its Impact on the Activities of the Company	The sale aimed at making the best use of the idle land for the company will have a positive impact on the financial outcomes and cash flow of the company.
Profit/Loss Resulting from the Sale of the Tangible Fixed Asset	The profit from the sale of tangible fixed asset will register as TRY 84,5 million approximately into the financial statements of the company prepared according to TFRS and as TRY 79 million according to the records prepared according to the Tax Procedures Law.
How the Profit from the Sale, if any, will be Used	-
Date of the BoD Decision as to How the Profit from the Sale will be used	-
Counter-Party	İzka İnşaat Taahhüt Mühendislik Ltd. Şti.
Is the Counter-Party a Related Party Transaction According to CMB Regulations?	No
Nature of the Relationship with the Counter-Party	-
Date of the Agreement Relating to the Transaction, if any	-
The Price Set the Appraisal Right, which will be made Available for a Transaction of Substantial Nature	-
The Method Used to Determine the Value of the Tangible Fixed Asset	Sale price is determined by electronic tender.
Was a Valuation Report Issued?	Not Prepared
If No Valuation Report Was Issued, the Reason	No obligation under the regulations.
Date and No of the Valuation Report, if Issued	-
Business Name of the Valuation Company That Issued the Valuation Report	-
The Amount Found as a Result of the Valuation Report	-
If the Transaction Did Not/Will Not Take Place According to the Conclusions in the Valuation Report, the Reason	-
Disclosures	

Following cease of our Company's activities in the pasta and bakery products business as per our material disclosures dated 02.08.2019 and 24.09.2020, it was disclosed publicly that preparations were being made to sell the real estate pertaining to pasta business located in Bornova district, İzmir city if certain conditions were met.

The electronic tender organized for this purpose resulted in the best bid for the real estate in question by İzka İnşaat Taahhüt Mühendislik Ltd. Şti. with a price of TRY 85.500.000, excl. VAT. A letter of guarantee has been received from the purchaser firm for an amount of TRY 5.000.000; and the transaction of sale will be consummated once the final BoD decision is made for the sale of the real estate based on the conditions determined for the tender, the sale price is collected and the sale is consummated through registration in land registry.

Any developments in this respect will be shared with our investors under the capital market board regulations.

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.**Sale of Tangible Fixed Asset**

9.11.2020 20:35

Summary Information

Completing the sale of the old factory land in Bornova, İzmir

Sale of Tangible Fixed Asset	
Is this an update disclosure?	Yes
Is this a correction disclosure?	No
Date of the Disclosure Made Previously With This Regard	02.08.2019, 24.09.2020, 13.10.2020
Is this a postponed disclosure?	No
Announcement Content	
Nature of the Tangible Fixed Asset Sold	Land and building
Location and Area of the Tangible Fixed Asset Sold	İzmir Bornova Kazımdirik Quarter, 9272,40 square meters
Date of BoD Decision Regarding Sale	22.10.2020
Does the BoD Decision Regarding Sale Include Approval of the Majority of the Independent Members?	Yes
Total Sale Price	TRY 85.500.000 excl. VAT
The Proportion of the Transaction Price to the Company's Value, Based on the Arithmetic Mean of the Daily Volume Weighted Average Prices for the Sixth Months Preceding the BoD Decision (%)	6,50%
Proportion of the Sale Price to the Paid-in Capital of the Company (%)	62,90%
Proportion of the Sale Price to Total Assets in the Last Financial Statement Disclosed Publicly (%)	6,40%
Proportion of the Sale Price to the Net Value of the Tangible Fixed Assets in the Last Financial Statement Disclosed Publicly (%)	44,80%
Proportion of the Value of the Sold Fixed Asset as Given in the Last Financial Statement Disclosed Publicly to the Total Assets (%)	0,10%
Proportion of the Transaction Price to the Revenue of the Company as Found According to the Latest Financial Statements Disclosed Publicly (%)	7,50%
Conditions of Sale	Cash
Date, When the Transaction is Completed/to be Completed	9.11.2020
Purpose of the Sale and Its Impact on the Activities of the Company	The sale aimed at making the best use of the idle land for the company will have a positive impact on the financial outcomes and cash flow of the company.
Profit/Loss Resulting from the Sale of the Tangible Fixed Asset	The profit from the sale of tangible fixed asset will register as TRY 84,5 million approximately into the financial statements of the company prepared according to TFRS and as TRY 79 million according to the records prepared according to the Tax Procedures Law.
How the Profit from the Sale, if any, will be Used	-
Date of the BoD Decision as to How the Profit from the Sale will be used	-
Counter-Party	İzka İnşaat Taahhüt Mühendislik Ltd. Şti. ile Akre Gayrimenkul Yatırım A.Ş.
Is the Counter-Party a Related Party Transaction According to CMB Regulations?	No
Nature of the Relationship with the Counter-Party	-
Date of the Agreement Relating to the Transaction, if any	-
The Price Set the Appraisal Right, which will be made Available for a Transaction of Substantial Nature	-
The Method Used to Determine the Value of the Tangible Fixed Asset	Sale price is determined by electronic tender.
Was a Valuation Report Issued?	Not Prepared
If No Valuation Report Was Issued, the Reason	No obligation under the regulations
Date and No of the Valuation Report, if Issued	-
Business Name of the Valuation Company That Issued the Valuation Report	-
The Amount Found as a Result of the Valuation Report	-
If the Transaction Did Not/Will Not Take Place According to the Conclusions in the Valuation Report, the Reason	-
Disclosures	
	Following cease of our Company's activities in the pasta and bakery products business as per our material disclosures dated 02.08.2019 and 24.09.2020, it disclosed publicly that preparations were being made to sell the real estate pertaining to pasta business located in Bornova, İzmir if certain conditions were met; In our special case disclosure dated 13.10.2020, İzka İnşaat Taahhüt Mühendislik Ltd. Şti.'s offer of 85.500.000 TL excluding VAT was stated to be the best offer in The electronic tender.☐
	The prerequisites for the sale have been fulfilled and the entire sale price has been collected and the title deed transfer registration procedures have been completed as of 09.11.2020.
	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: 23.12.2020

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 Account	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		Yes
4	24.06.2020	23.06.2020	24.06.2020	2,5181	10,1	10,4895	1.762.658		Yes
5	23.09.2020	22.09.2020	23.09.2020	2,1246	8,5218	8,7982	1.487.229		Yes
6	23.12.2020	22.12.2020	23.12.2020	3,3682	13,51	14,2105	2.357.740		Yes

7	24.03.2021	23.03.2021	24.03.2021	4,2186	16,9207	18,0261	2.953.020		
8	23.06.2021	22.06.2021	23.06.2021						
Principal/Maturity Date									
Payment Amount									
* Date determined by right owners.									
Other Developments Regarding Issue									
6th 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 23.12.2020.									

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

Sent On:25.12.2020 18:17:06

Summary Information

Senior Manager 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	
Our Board of Directors has decided to appoint Ayşe İstem Başar, effective from 01.01.2021, to the position of Human Resources Director due to the departure of Sertaç Erenmemişoğlu, our Company's Human Resources Director, from our company as of 31.12.2020.	

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

28.12.2020 14:44:21

Summary: Corporate Governance Compliance Rating

Corporate Governance Compliance Rating	
Announcement Content	
Update Notification Flag	(Yes)
Correction Notification Flag	(No)
Date Of The Previous Notification About The Same Subject	27.12.2019
Postponed Notification Flag	(No)
Title of Rating Company	Saha Kurumsal Yönetim ve Kredi Derecelendirme Hizmetleri A.Ş.
Beginning Date of Agreement	24/01/2020
Ending Date of Agreement	24/01/2021
Beginning Date of Rating Note's Validity	28/12/2020
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), determined the Corporate Governance Rating of our Company as 9.51 (95.05%) on 28.12.2020.

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	96,99	98,13	92,11	95,05

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.