

TAT GIDA SANAYİ A.Ş.
ARTICLES OF ASSOCIATION AMENDMENT TEXT

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

<p>stock farming, importing and exporting any and all food products, engaging in wholesale and retail and domestic and international distribution and marketing of the produced or imported food products,</p> <p>E) Producing any ice creams and any mixtures thereof, producing, purchase and sale, marketing, importing and exporting ice creams and ice cream raw materials as well as any food and care products for infants and kids, including infant formulas, follow-on formulas and crisps for infants and kids,</p> <p>F) Producing pasta and farinaceous products as well as flour, semolina, bulgur, pasta sauce, ready to cook soups, salad sauce and raw and initial materials thereof, auxiliary materials and additives, and acting as representative, commissioner, distributor, engaging in transport and agricultural activities,</p> <p>G) Production, purchase and sale, import and export of pizzas, pastry products and cakes, ready cakes, desserts, products made from dough, swelling and dough improvement items, agricultural products and pulses such as wheat, barley, oat, rye, maize and potatoes, and chips made from these products, mashes, appetizers,</p> <p>H) Production, purchase and sale, import and export of fertilizers, veterinary and agricultural drugs and agricultural tools and machinery,</p> <p>I) Purchasing any raw materials and auxiliary materials and articles required for the manufacture of the products above, and wholesale and retail purchase and sale, import and export thereof when required,</p> <p>İ) Production, import and export, purchase and sale of any vegetable oils and animal fats, refined oil and any oils and fats and margarines, and any materials, semi-processed products and packing materials beneficial for the production and refining oils,</p> <p>J) Production, wholesale and retail purchase and sale, marketing, import and export of biscuits, chocolates, confectionery and similar articles as well as any farinaceous and sweet products and products made from sugar, fresh and dried vegetables and fruits, secondary products and goods thereof and halva, desserts, crushed sesame seeds, grape molasses, jams, honey, confectionery, Turkish delights, sweet pastes</p>	<p>stock farming, importing and exporting any and all food products, engaging in wholesale and retail and domestic and international distribution and marketing of the produced or imported food products,</p> <p>E) Producing any ice creams and any mixtures thereof, producing, purchase and sale, marketing, importing and exporting ice creams and ice cream raw materials as well as any food and care products for infants and kids, including infant formulas, follow-on formulas and crisps for infants and kids,</p> <p>F) Producing pasta and farinaceous products as well as flour, semolina, bulgur, pasta sauce, ready to cook soups, salad sauce and raw and initial materials thereof, auxiliary materials and additives, and acting as representative, commissioner, distributor, engaging in transport and agricultural activities,</p> <p>G) Production, purchase and sale, import and export of pizzas, pastry products and cakes, ready cakes, desserts, products made from dough, swelling and dough improvement items, agricultural products and pulses such as wheat, barley, oat, rye, maize and potatoes, and chips made from these products, mashes, appetizers,</p> <p>H) Production, purchase and sale, import and export of fertilizers, veterinary and agricultural drugs and agricultural tools and machinery,</p> <p>I) Purchasing any raw materials and auxiliary materials and articles required for the manufacture of the products above, and wholesale and retail purchase and sale, import and export thereof when required,</p> <p>İ) Production, import and export, purchase and sale of any vegetable oils and animal fats, refined oil and any oils and fats and margarines, and any materials, semi-processed products and packing materials beneficial for the production and refining oils,</p> <p>J) Production, wholesale and retail purchase and sale, marketing, import and export of biscuits, chocolates, confectionery and similar articles as well as any farinaceous and sweet products and products made from sugar, fresh and dried vegetables and fruits, secondary products and goods thereof and halva, desserts, crushed sesame seeds, grape molasses, jams, honey, confectionery, Turkish delights, sweet pastes</p>
--	--

and similar products, boza (beverage made of slightly fermented millet), vinegar, must etc.

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

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

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

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

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

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

and similar products, boza (beverage made of slightly fermented millet), vinegar, must etc.

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

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

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

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

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

P) Growing pulses, i.e., beans, peas, chickpeas, lentils, soy, cereals and unprocessed cereals, i.e. wheat, barley, rice in the husk, oat, maize, millet, rye, fresh lentils, beets, fresh fruits and vegetables, mushrooms, cultivated mushrooms, plant seeds, flower seeds, vegetable seeds, flowers, grasses, seedlings and saplings, establishing

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

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

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

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

2. The company may receive loans from domestic and foreign persons, companies and banks in order to fulfill the company's object, may engage in any financial, commercial, and economic undertakings before third parties, may issue debentures and any capital market tools provided that the principles as determined by the Capital Market Code shall be observed; may invest in any securities, derivative products and capital market tools. May provide surety and guarantees to the benefit

facilities to process the same, packing such products and making them ready for consumption, marketing, importing and exporting the same.

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

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

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

3. The company may engage in the above-mentioned activities actually or through domestic and foreign natural and legal persons, provided that other provisions of these Articles of Association shall be reserved. For this purpose, if the company considers beneficial, the company may establish ordinary partnerships, trading companies or other legal entities domestically or abroad or may take over the ordinary partnerships or other legal entities established for the same purposes and may purchase and transfer shares of ordinary partnerships and companies

of third persons, provided that the principles determined by the Capital Market Board shall be observed. If necessary, the company may accept creation of mortgage and/or pledge over real estates and movables owned by others to the benefit of the company; may cancel mortgages created to the benefit of the company, may give up pledge rights and may accept creation of surety and guarantee by third persons to the benefit of the company.

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

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

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

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

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

established for this purpose without seeking to act as a dealer or to operate as a security portfolio operator.

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

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

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

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

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

9. The company may engage in any industrial and commercial investments as considered appropriate domestically and abroad in order to fulfill the company's purpose; within this parallel, the company may establish factories, plants and sale offices domestically and abroad, may provide architecture, engineering, design,

the company provides guarantee, surety and security for itself or for third persons or creates or cancels any lien, including mortgage.

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

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

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

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

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

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

software, accounting recording, call center and data storage services, may enter into technical assistance agreements, and may accept to act as and may authorize others to act as a vendor, representative and distributor, may act as an insurance agent.

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

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

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

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

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

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

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

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

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

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

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

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