

**BİOTREND ÇEVRE VE ENERJİ YATIRIMLARI ANONİM ŞİRKETİ (“COMPANY”)
CORPORATE GOVERNANCE COMMITTEE
WORKING PRINCIPLES**

1. Purpose

The Company established the Corporate Governance Committee (“Committee”) with the Board of Directors Decision dated 01/03/2021 and numbered 2021/8 in accordance with the Capital Markets Law No. 6362 (“CML”), Turkish Commercial Code No. 6102 (“TCC”), the Corporate Governance Communiqué of the Capital Markets Board (“CMB”) numbered II-17.1, which can be amended time to time, and the applicable Corporate Governance Principles stipulated therein.

The main goal of the Committee is to determine whether the corporate governance principles are applied in the Company, if not, the reasons for not applying them, and conflicts of interest that may arise due to not fully complying with these principles and to make recommendations to the board of directors for improving corporate governance practices.

The Committee will review, evaluate and make suggestions on the systems and processes that the Company has established or will establish in the implementation of management practices that increase the Company's performance.

As allowed by the Corporate Governance Principles, since the Company has not established a Nomination Committee and a Remuneration Committee due to the structure of the board of directors, the Corporate Governance Committee fulfills the duties of these committees.

2. Structure of the Committee

The Committee is formed and authorized by the board of directors.

The Committee must consist of at least two members. If it consists of two members, both of them, if there are more than two members, the majority of the members must be non-executive board members. The chairman of the committee is elected from among the independent board members. Individuals specialized in their fields but are not members of the board of directors may become members of the Committee.

Chief executive officer / general manager cannot be assigned to the Committee.

The board of directors decides who will be the members of the Committee and disclose them on PDP.

It is mandatory that the manager of the investor relations department is appointed as a committee member.

The Committee is formed as follows:

Chairman:	Independent Board Member
Member:	Independent Board Member
Member:	Board Member
Member:	Investor Relations Manager

The Committee can receive administrative support (e.g. corporate secretary) to perform its functions.

3. The Duties and Responsibilities of the Committee

The Committee acts within its own authority and responsibility and makes recommendations to the Board of Directors; however, the final decision responsibility always belongs to the Board of Directors.

The duties and responsibilities of the Committee for corporate governance are:

- Ensuring that the Corporate Governance Principles are adopted and implemented within the Company,
- Determining whether the corporate governance principles are applied in the Company, if not, the reasons for not applying them and conflicts of interest that may arise due to not fully complying with these principles
- Advising the board of directors to improve corporate governance practices,
- Observing the work of the investor relations department,
- Making recommendations to the Board of Directors to ensure that employees understand and own up the management practices aiming to improve the Company performance and that the management supports such practices,
- Assessing whether the Company management has shared with Company employees the importance and benefits of good management practices and whether an efficient and effective “corporate governance culture” is adopted by the Company,
- Carrying out studies to increase the rate of compliance of the Company with the Corporate Governance Principles,
- Ensuring that all system documents that make up the corporate infrastructure of the Company are compatible with the changing organizational structure and ways of doing business, ensuring standardization throughout the Company, spreading the corporate culture to all employees,
- Taking necessary precautions for the formation and maintenance of corporate memory and following up the studies,
- Following the developments in the literature on corporate governance and researching their effects on the Company management,
- As part of its oversight responsibilities, the Corporate Governance Committee will also focus on applicable environmental, sustainability and climate matters, governance matters and stakeholder engagement related to ESG and climate,
- The Committee will periodically review the Company’s ESG and climate-related policies and practices and coordinate with the Risk Committee. At least annually, the Corporate Governance Committee will also discuss with senior management and assess the Company’s ESG and climate strategy, practices and policies, including reviewing and discussing with senior management the Company’s Sustainability report posted on the Company’s website. As part of its assessment, the Corporate Governance Committee will consider how ESG and climate-related issues are overseen by the Board and advise the Board accordingly,
- Working on other issues requested by the board of directors and that can be considered as part of the corporate governance.

The duties and responsibilities of the Committee for nominating candidates are:

- Recommending a nomination policy to the Board of Directors and regularly reviewing its implementation;
- Ensuring that plans are in place for orderly succession to Board of Directors and management positions, and overseeing the development of a diverse pipeline for succession, taking into account the strategic issues and commercial changes affecting the Company and the market in which it operates;

- Recommending policies in the human resources field to the Board of Directors, including those related to recruitment and termination, talent management and development, diversity and inclusion, and succession planning across the Company;
- At least annually conducting an assessment of the independent directors' ongoing independence;
- Overseeing the process for the annual evaluation of the effectiveness of the Board of Directors and its Committees,
- Establishing a transparent system for the determination, evaluation and training of candidates suitable for the board of directors and managerial positions with administrative responsibility, and work on determining policies and strategies in this regard,
- Evaluating the proposals of the management and investors for candidates for independent membership, taking into account whether the candidate meets the independence criteria and submitting their position to the approval of the board of directors,
- Making regular evaluations about the structure and efficiency of the board of directors and submitting the recommendations regarding the changes that can be made in these matters to the board of directors.

The duties and responsibilities of the Committee for remuneration are:

- Determining the principles, criteria and practices to be used in the remuneration of the members of the Board of Directors and executives with administrative responsibilities, taking into account the long-term goals of the Company and monitoring them,
- Proposing to the board of directors the remuneration of directors and managers with administrative responsibility, taking into account the degree of achievement of the criteria used in remuneration (including climate-related KPIs).

4. Works and Meetings of the Committee

The Committee convenes as frequently as it deems necessary and minimum once in every three months. The meetings should be convened by the Chairman of the Committee. The notice of each meeting confirming the venue, time and date with an agenda and any supporting materials shall be sent to the members of the Committee at least five calendar days prior to the scheduled date of the meeting.

The Committee writes down and keeps a record of all the work done, which is circulated to and confirmed by the Committee members. The Committee submits reports containing information about its activities and meeting results to the board of directors.

The Committee may invite any person it deems necessary to its meetings and consult them. The Committee is authorized to invite to its meetings and to receive information from Company employees or representatives, internal and external auditors of the Company, group companies and related persons and organizations, and individuals specialized in their fields, and to receive external legal and professional consultancy, when needed.

The Committee also consults independent experts on issues it deems necessary regarding its activities. The cost of the consultancy services required by the Committee is covered by the Company. However, in such case, the information about the person/organization from which the service is provided, and whether this person / organization has any relationship with the Company is disclosed in the annual report.

5. Amendments to the Working Principles of the Committee

The Committee shall carry out an annual evaluation of its performance and effectiveness, and report conclusions and recommendations to the Board of Directors. Proposals for amendments to these working principles are submitted to the Board of Directors by the Committee. The proposals are put on the agenda at the first meeting of the Board of Directors.

6. Validity

These working principles and related amendments and updates come into force with the decision of the Board of Directors.