

## **BİOTREND ÇEVRE VE ENERJİ YATIRIMLARI ANONİM ŞİRKETİ**

### **ORDINARY GENERAL ASSEMBLY MEETING INFORMATION DOCUMENT DATED 02.04.2025**

To discuss and resolve the following agenda, the Ordinary General Assembly will be convened on Wednesday April 02, 2025, at 1:30 p.m. at Kavacık Mahallesi, Ertürk Sokak, No: 3/1, İç Kapı No:1, Beykoz, Istanbul.

The Board of Directors Annual Report for the 2024 accounting period, Corporate Governance Principles Compliance Report, Corporate Governance Information Form, Sustainability Compliance Report, Financial Statements, Independent Audit Report, Proposal on Dividend Distribution, General Assembly Information Document, Proxy Form, Amendment Text of the Articles of Association and other relevant documents pertaining to our Company that must be submitted to the inspection of the shareholders prior to the general assembly as per the legislation will be available for review by our Shareholders within the legal three-week period prior to the meeting, excluding the meeting and announcement days at the Company address in Kavacık Mahallesi, Ertürk Sokak, No:3/1, İç Kapı No:1, Beykoz, Istanbul, on our company's website [www.biotrendenerji.com.tr](http://www.biotrendenerji.com.tr) and the Electronic General Meeting System ("**e-GKS**") system.

Shareholders who will not attend the meeting in person, to be able to use their voting rights through a proxy, must submit their notarized proxy form to our company in accordance with the sample attached and the regulations of the Communiqué on Voting by Proxy and Proxy Solicitation (II-30.1) of the Capital Markets Board. You can obtain a proxy form from our company headquarters or website [www.biotrendenerji.com.tr](http://www.biotrendenerji.com.tr). A proxy appointed via the Electronic General Meeting System ("**e-GKS**") can attend the General Meeting both in person or via the e-GKS without submitting any other proxy document. A proxy who wishes to attend the meeting in person, regardless of whether they have been appointed by a notarized proxy form or authorized via the e-GKS, must present an ID card to be able to participate in the meeting.

The Ordinary General Assembly Meeting will be open to stakeholders and the public without the right to speak. To electronically attend the Ordinary General Assembly, our shareholders or their representatives must fulfil the relevant obligations as per the "Communiqué on the Electronic General Assemblies of Joint Stock Companies" published in Official Gazette No. 28395 on August 28, 2012, and the "Communiqué on the Use of Electronic General Assembly System to be Implemented at the General Assemblies of Joint Stock Companies" published in Official Gazette No. 28396 on August 29, 2012. For more information on the regulations, please contact the Central Registry Agency ("**MKK**") or visit [www.mkk.com.tr](http://www.mkk.com.tr)

As per the Turkish Commercial Code No. 6102 and the Capital Markets Law No. 6362, shareholders who want to participate in the Ordinary General Assembly are not required to deposit their shares in an institution. To attend to the General Assembly, our shareholders must fulfil the procedures publicly disclosed by the MKK. Only the shareholders whose names are in the list of attendees, which is based on the "list of shareholders" provided by the MKK, can attend the General Assembly. The list of attendees will be used to verify the shareholders or proxies coming to the conference hall to participate in the Ordinary General Assembly.

Respectfully submitted to our esteemed shareholder.

## ADDITIONAL EXPLANATIONS AS PER CMB REGULATIONS

Of the additional explanations required under the “Corporate Governance Communiqué” numbered II-17.1 of the Capital Market Board (CMB), those related to the agenda items are provided in the relevant item below, and other mandatory general explanations are presented for your information in this section:

### 1. Shareholding Structure and Voting Rights:

Although the Company shares are not divided into any group in the Articles of Association of the Company, there is no privilege granted to the shareholders for the use of voting rights related to these shares. Each share has one voting right. Information on the total number of shares and voting rights reflecting the shareholding structure of our Company as of the date of the announcement of this information document is presented below:

#### Biotrend Çevre ve Enerji Yatırımları A.Ş. Shareholding Structure

Shareholder	Share amount (TRY)	Share Percentage (%)	Voting Rights (TRY)	Voting Right Percentage (%)
Doğanlar Yatırım Holding A.Ş.	272.490.421,13	54.5	272.490.421,13	54.50
European Bank For Reconstruction And Development	29.574.693,04	5.91	29.574.693,04	5.91
Other Shareholders	197.934.885,83	39.59	197.934.885,83	39.59
<b>Total Issued Capital</b>	<b>500,000,000.00</b>	<b>100.00</b>	<b>500,000,000.00</b>	<b>100.00</b>

### 2. Information on the Changes in the Management and Activities of Our Company and Affiliates that have taken place in the previous accounting period or planned in the future accounting periods that will significantly affect the partnership activities and the Reasons for these Changes.

There are no management or operational changes of the company or its critical subsidiaries that took place in the previous accounting period or are planned for the subsequent accounting period, which may materially affect the company's operations. Such matters are disclosed to the public through material disclosures, and these are available at [www.kap.org.tr](http://www.kap.org.tr) or the Investor Relations tab at [www.biotrendenerji.com.tr](http://www.biotrendenerji.com.tr).

### 3. Information about the Requests of Shareholders, Capital Markets Board and Other Public Bodies to Add Items to the Agenda:

Shareholders, the Capital Market Board and other Public Institutions and Organizations have not requested any article to be added to the agenda.

### 4. Information about Discharge, Replacement or Election of Board Members:

Information regarding the acceptance of the resignation of Mr Salih Tuncer Mutlucan and submission of the appointment of Mr Adnan Doğan to the General Assembly for the approval of the General Assembly with the Board of Directors' resolution dated 18.02.2025 pursuant to Article 363 of the Turkish Commercial Code No. 6102, is provided in the “General Assembly Agenda and Explanations Regarding the Agenda” section.

Since the terms of office of the members of the Board of Directors expire on 05.04.2025, new members of the Board of Directors will be elected in accordance with the CMB regulations, the Turkish Commercial Code and the Regulation and within the framework of the principles regarding the election of members of the Board of Directors specified in the Articles of Association of our Company. In addition, independent members will be elected in order to comply with the CMB's Corporate Governance Communiqué numbered II-17.1. Information on the election of the members

of the board of directors is provided in the section titled "General Assembly Agenda and Explanations Regarding the Agenda" section.

**5. The Board Resolution on the Amendments to the Articles of Association, Former and Current Forms of the Amendments:**

Since the authorization for the registered capital ceiling of our Company expires in 2025, an application has been made to the Capital Markets Board in order to increase our Company's existing registered capital ceiling of TL 625.000.000 to TL 2.000.000.000 for the years 2025-2029 by determining a new 5-year period within the framework of the Capital Markets Law and the Capital Markets Board's Communiqué on Registered Capital System numbered II.18-1. Within this framework, it has been decided to amend Article 6 titled 'Capital' of the Articles of Association of our Company, provided that the necessary legal permissions are completed. Information regarding the amendment of Article 6 titled 'Capital' of the Articles of Association of our Company is provided in the section titled "General Assembly Agenda and Explanations Regarding the Agenda" section.

## **AGENDA OF THE GENERAL ASSEMBLY AND EXPLANATIONS REGARDING THE AGENDA**

### **1. Opening and election of the Meeting Chairperson, authorizing the Meeting Chairperson to sign the minutes of Meeting,**

In accordance with the provisions of the Turkish Commercial Code No. 6102 ("**TCC**") and the Regulation on the Procedures and Principles of the General Assembly Meetings of Joint Stock Companies and the Representatives of the Ministry of Customs and Trade to be Present at these Meetings ("**Regulation**"), the Meeting Chair will be established to preside over the General Assembly meeting.

Within the framework of the provisions of the Turkish Commercial Code, the Regulation and the Company's Articles of Association, authorization of the Meeting Chair to record the decisions taken at the General Assembly meeting and to sign the minutes of the meeting will be submitted to the approval of our Shareholders.

### **2. Reading, discussion, and approval of the Board of Directors' Annual Report for the 2024 operating period,**

The General Assembly will be informed on the Board of Directors' Annual Report for the 2024 operating period made available for the review of our Shareholders at the Company headquarters, on the Public Disclosure Platform ("PDP"), on the Central Registration Agency's e-GKS (electronic General Meeting) platform and on our Company's website at [www.biotrendenerji.com.tr](http://www.biotrendenerji.com.tr) for three weeks prior to the General Assembly Meeting in accordance with the provisions of the TCC and the Regulation, and the report will be presented for the opinion and approval of the General Assembly.

### **3. Reading, discussion, and submitting for approval, of the summary of the Independent Auditor's Report prepared by the Independent Audit Firm for the 2024 operating period,**

The General Assembly will be informed on the Independent Auditor's Report for the 2024 operating period made available for the review of our Shareholders at the Company headquarters, on the Public Disclosure Platform ("PDP"), on the Central Registration Agency's e-GKS (electronic General Meeting) platform and on our Company's website at [www.biotrendenerji.com.tr](http://www.biotrendenerji.com.tr) for three weeks prior to the General Assembly Meeting in accordance with the provisions of the TCC and the Regulation, and the report will be presented for the opinion and approval of the General Assembly.

### **4. Reading, discussion, and submitting for approval, of the Financial Statements for the 2024 operating period,**

The General Assembly will be informed on the Financial Statements for the 2024 operating period made available for the review of our Shareholders at the Company headquarters, on the Public Disclosure Platform ("PDP"), on the Central Registration Agency's e-GKS (electronic General Meeting) platform and on our Company's website at [www.biotrendenerji.com.tr](http://www.biotrendenerji.com.tr) for three weeks prior to the General Assembly Meeting in accordance with the provisions of the TCC and the Regulation, and the financial statements will be presented for the opinion and approval of the General Assembly.

### **5. Making a resolution on release of the members of the Board of Directors on an individual basis for their activities and transactions for 2024,**

Release of the members of the Board of Directors on an individual basis for their activities, transactions and accounts for 2024 will be submitted to the approval of the General Assembly. The members of the Board of Directors will not be able to vote for their own release.

### **6. Discussing, and making a resolution on, the proposal of the Board of Directors regarding the profit/loss for 2024,**

In accordance with the provisions of the Turkish Commercial Code and the Regulation, information will be given about the Board of Directors' proposal for dividend distribution for

the fiscal year 2024, which is submitted to the review of our Shareholders at the Company headquarters, on the Public Disclosure Platform ("PDP"), on the Central Registration Agency's e-GKS (electronic General Meeting) platform and on our Company's website at [www.biotrendenerji.com.tr](http://www.biotrendenerji.com.tr) for three weeks prior to the General Assembly Meeting, and will be submitted to the General Assembly for its opinion and approval.

**7. Informing the General Assembly on related party transactions performed in 2024,**

The General Assembly will be informed on the related party transactions realized in 2024 within the framework of the Capital Markets Law No. 6362 ("**CMB Law**"), TCC, Corporate Governance Communiqué (II-17.1) and other relevant capital markets legislation, Turkish Accounting Standards Communiqué (TAS 24) (No. 8) and other legislation and regulations regarding the performance of related party transactions.

**8. Submitting the amendments made by the Board of Directors decision dated 22.01.2025 to the 'Remuneration Policy' prepared by the Board of Directors in order to comply with the Capital Markets Board's Corporate Governance Communiqué II-17.1 and approved at the Extraordinary General Assembly held on 25.02.2021 for the information of the General Assembly and obtaining their opinions,**

The amendments made by the Board of Directors on 22.01.2025 in the Remuneration Policy of the Company prepared in accordance with the Corporate Governance Communiqué (II-17.1), taking into account the public disclosure practices of our company and the current regulations of the Capital Markets Board on the subject, will be presented to the General Assembly and their opinions will be taken.

Policy is included in **ANNEX-1**.

**9. Submitting of the changes made in the membership of the Board of Directors during the year pursuant to Article 363 of the Turkish Commercial Code to the approval of the General Assembly,**

The resignation letter of Mr. Salih Tuncer Mutlucan, a member of the Board of Directors, received by our Company, was accepted with the Board of Directors' resolution dated 18.02.2025 and the appointment of Mr. Adnan Doğan as a member of the Board of Directors to serve as a member of the Board of Directors until 05.04.2025, which is the term of office of the current Board of Directors, in accordance with Article 363 of the Turkish Commercial Code, will be submitted to the approval of the General Assembly.

The resume of Mr. Adnan Doğan is included in **ANNEX-2**.

**10. Election of the members of the Board of Directors and determination of their terms of office, determination of the attendance fees to be paid to the members,**

Since the term of office of the Members of the Board of Directors ends on 05.04.2025, in accordance with the Articles of Association of our Company, the number of members of the Board of Directors will be determined and the election of the members of the Board of Directors and independent members within the framework of the provisions of the Corporate Governance Communiqué will be made.

Since the term of office of the members of the Board of Directors of our Company expires on 05.04.2025, the number of members of the Board of Directors will be determined in accordance with the Articles of Association of our Company and the election of the members of the Board of Directors and independent members will be held within the framework of the provisions of the Corporate Governance Communiqué.

Ms. Hanife Öztürk Akkartal, Ms. Mevhibe Canan Özsoy and Ms. Bilgün Gürkan were nominated as independent board member candidates. The Corporate Governance Committee of our Company, which also fulfils the duties of the nomination committee, prepared the nomination report regarding the independent board memberships of Ms Hanife Öztürk Akkartal, Ms Mevhibe Canan Özsoy and Ms Bilgün Gürkan and submitted it

to the Board of Directors of our Company. Subsequently, our Company's Board of Directors, with its decision dated 05.02.2025 and numbered 2025/02, decided to apply to the Capital Markets Board to obtain its positive opinion on the independent board memberships of Ms. Hanife Öztürk Akkartal, Ms. Mevhibe Canan Özsoy and Ms. Bilgün Gürkan based on the aforementioned report; subsequently, the relevant application was made to the Capital Markets Board. As of the date of this Information Document, the CMB's opinion is pending. At the General Assembly, shareholders will be informed about the report prepared by the Corporate Governance Committee regarding the independent board memberships of Ms. Hanife Öztürk Akkartal, Ms. Mevhibe Canan Özsoy and Ms. Bilgün Gürkan, the application made by the Board of Directors to the Capital Markets Board and the opinion of the Capital Markets Board.

The declarations of independence of Ms Hanife Öztürk Akkartal, Ms Mevhibe Canan Özsoy and Ms Bilgün Gürkan regarding their fulfilment of the conditions set out in principle 4.3.6 of the Corporate Governance Principles and their CVs are given in **ANNEX- 3**.

The attendance fees payable to members of the Board of Directors during the 2025 operating period will be set in compliance with the provisions of the TCC, the relevant legislation and the Company's Remuneration Policy.

**11. Informing the shareholders about the payments made within the scope of the "Remuneration Policy" for the members of the Board of Directors and senior executives in accordance with the Corporate Governance Principles,**

Information regarding the payments made to the Board of Directors and senior executives during the 2024 fiscal period, in accordance with our company's Remuneration Policy will be provided to the General Assembly.

**12. Submitting of the independent audit firm appointed by the Board of Directors for 2025 upon proposal by the Audit Committee, for the approval of the General Assembly,**

In accordance with the principles set out in the Turkish Commercial Code No. 6102, Capital Markets Law No. 6362, Decree Law No. 660 and the secondary legislation in force within this scope, the selection of the independent audit firm that will take part in the independent audit of the financial reports of our Company for the accounting period of 2025 and the fulfilment of other related activities will be made.

**13. Informing the General Assembly about the share buy-back transactions initiated by the Board of Directors' resolution dated February 14, 2023, within the framework of the Capital Markets Board's ("CMB") Communiqué No. II-22.1 on Buy-Back Shares and the announcement made on February 14, 2023,**

Within the framework of the Capital Markets Board's Communiqué on Buy-Back Shares numbered II-22.1 and the announcement made on 14.02.2023, the General Assembly will be informed about the share buy-back transactions initiated by our company with the decision of the Board of Directors dated 14.02.2023.

With the Resolution of the Capital Markets Board dated 01.08.2024, the announcement dated 14.02.2023 has been repealed. According to the new Resolution, the buy-back programmes initiated by the board of directors of listed companies or their subsidiaries and in force will be valid until the first general assembly meeting of the companies. For this reason, the General Assembly will be informed that the share buy-back transactions, initiated by the Board of Directors decision dated 14.02.2023, will be terminated.

**14. Within the scope of the Capital Markets Board's Communiqué No. II-22.1 on Buy-Back Shares, submission of the 'Share Buy-Back Programme' to be prepared until the date of the general assembly for the approval of the general assembly and discussion and resolution of the authorisation of the board of directors within the scope of the 'Share Buy-Back Programme',**

'The Share Buyback Programme' proposal of our Board of Directors, which will be announced to the public with a material event disclosure to be made by our Company at least three weeks before the ordinary general assembly meeting to be held on 02 April 2025, will be submitted to the approval of the general assembly.

**15. Discussing the amendment text of the Articles of Association regarding the amendment of Article 6 of the Company's Articles of Association and submitting it to the approval of the General Assembly,**

Within the framework of the Capital Markets Law and the Capital Markets Board's Communiqué on Registered Capital System numbered II.18-1, the Amendment to the Articles of Association, which will be completed with the legal permissions, will be submitted to the approval of the shareholders in order to increase our Company's current registered capital ceiling of TL 625.000.000 to TL 2.000.000.000 for the years 2025-2029 by determining a new 5-year period.

The text of the Amendment to the Articles of Association is included in **ANNEX-4**.

**16. Informing the General Assembly Within the Scope of Principle No. 1.3.6 of the Capital Markets Board's Communiqué No. II-17.1 Corporate Governance,**

Pursuant to the Capital Markets Board's Communiqué No. II-17.1 on Corporate Governance, the General Assembly will be informed on whether the controlling shareholders, members of the Board of Directors, executives with administrative functions, and their spouses and relatives by blood or marriage up to the second degree have made any significant transaction that may cause a conflict of interest with the partnership or its subsidiaries and/or whether they have carried out any commercial transaction on their own behalf or on behalf of others or otherwise participated in another partnership engaged in the same type of commercial business as a partner with unlimited liability in 2024.

**17. Informing the General Assembly about the guarantees, pledges and mortgages given by the Company in favour of third parties in 2024 in accordance with the Capital Markets Board regulations,**

In accordance with the Capital Markets Board's Communiqué No. II-17.1 on Corporate Governance, the General Assembly will be informed on the guarantees, pledges, mortgages and sureties given by our Company in favour of third parties in 2024.

**18. Informing the shareholders about the donations and aids made by the Company to foundations and associations for social relief purposes in 2024 and setting an upper limit for donations to be made in 2025 in accordance with the Capital Markets Board regulations,**

Pursuant to the Capital Markets Board's Communiqué No. II-17.1 on Corporate Governance, the General Assembly will be informed on the donations and aids made by the Company for social relief purposes in 2024. Our Company has made a donation amounting to TRY 204.500 in 2024.

Pursuant to Article 19/(5) of the Capital Markets Law, the limit of donations to be made by the Company in 2025 will be decided by the General Assembly. As per the Company's Articles of Association, "the upper limit of donations to be made by the Company shall be set by the General Assembly. The total annual amount of donations to be made in this regard may not exceed TRY 2,000,000 and the donations contributed shall be added on the distributable profit base. The CMB is authorized to set an upper limit on the amount of donations. Donations may not be contrary to the CMB's regulations on disguised profit transfer and to other provisions of relevant legislation, necessary material event disclosures shall be made and information on donations contributed during the year shall be presented to the shareholders at the General Assembly Meeting." Within this framework, the upper limit for donations and grants to be made in 2025 will be determined by the General Assembly.

**19. Authorizing the members of the Board of Directors to perform the transactions specified in Articles 395 and 396 of the Turkish Commercial Code and informing the General Assembly about the transactions carried out within this scope in 2024 in line with the Corporate Governance Principles,**

The approval of the General Assembly is required for members of the Board of Directors to carry out transactions in accordance with TCC Article 395 "Prohibition on Performing Transactions with and Borrowing from the Company" and Article 396 "Prohibition of Competition". In this context, the General Assembly will be informed on the permission to be granted to the members of the Board of Directors.

The General Assembly will be informed on the transactions performed by the members of the Board of Directors in 2024 within the scope of the mentioned articles.

**20. Wishes and adjournment.**

**ANNEX-1:** The Remuneration Policy

**ANNEX-2:** The Resume of Mr.Adnan Doğan

**ANNEX-3:** The Resumes and Declaration of Independence's of Independent Board Member Nominees

**ANNEX-4:** Amendment Text of Articles of Association

**ANNEX-5:** Power Of Attorney



## ANNEX-1 THE REMUNERATION POLICY

### BIOTREND ÇEVRE VE ENERJİ YATIRIMLARI ANONİM ŞİRKETİ (“COMPANY”)

#### REMUNERATION POLICY

##### 1. Purpose

The purpose of the remuneration policy is to determine the remuneration principles for the members of the board of directors and officers in compliance with the applicable legislation and Articles of Association of the Company, taking into account the long-term objectives of the Company.

The Company complies with the “CML”, “TCC”, capital markets legislation and other applicable legislation and regulations in relation to remuneration. The Company pays utmost care to maintain compliance with Corporate Governance Principles included in the Corporate Governance Communiqué issued by the CMB as amended from time to time.

The Remuneration Policy of the Company is developed in compliance with the CMB Corporate Governance Communiqué (II.7.1) and announced to all stakeholders, notably to shareholders on the Company website ([www.biotrendenerji.com.tr](http://www.biotrendenerji.com.tr)).

##### 2. Definitions and Abbreviations

**CEO:** Chief Executive Officer

**CMB:** Capital Markets Board

**CML:** Capital Markets Law No. 6362

**Company:** Biotrend Çevre ve Enerji Yatırımları Anonim Şirketi

**ESG:** Environmental, Social and Governance

**KPIs:** Key Performance Indicator

**LTIPs:** Long-Term Incentive Plans

**Officers:** All senior managers of the issuer, including members of the board of directors or individuals who are not board members but have the authority to make administrative decisions that directly or indirectly have regular access to the issuer’s insider information and affect the issuer’s future development and commercial objectives

**TCC:** Turkish Commercial Code No. 6102

##### 3. Powers and Responsibilities

Remuneration Policy has been developed by the Board of Directors in compliance with the CMB Corporate Governance Communiqué and submitted to the approval of shareholders as a separate item in the agenda of the general assembly meeting of the Company. The Board of Directors is authorized and responsible for monitoring, supervising, developing and updating the remuneration policy. Amendments to be made to the remuneration policy are first approved by the board of directors, and submitted for the approval of the shareholders at the general assembly meeting, and published on the Company website ([www.biotrendenerji.com.tr](http://www.biotrendenerji.com.tr)).

##### 4. Remuneration Principles

The remuneration committee, and if there is no such committee, the corporate governance committee submits to the board of directors its proposals on remuneration of directors and officers.

The Corporate Governance Committee is responsible for 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”)). 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 those activities.

The Board of Directors is responsible for the Company's achievement of the operational (including ESG and climate-related) and financial performance targets that are disclosed to the public. The evaluation of whether the Company has achieved the operational and financial performance targets announced to the public, and the reasons for not achieving these targets are disclosed in the annual report. The Board of Directors makes self-criticism and performance assessment for the directors and officers. The remuneration of the directors and officers are determined taking these assessments into account.

**Rights provided to members of the Board of Directors in our Company:** In our Company, a fixed monthly fee/attendance fee may be paid to the chairman and members of the board of directors for the services they perform in these positions. The amount to be paid is determined at the general assembly meeting. In any case, a certain amount is paid to independent members of the board of directors to maintain their independence, and dividends, share options or payment plans based on the Company's performance are not used in the remuneration of independent board members. The fees paid to the members of the Board of Directors and directors and all other benefits provided are announced to the public in the annual report. It is essential to make a disclosure on an individual basis.

**Rights provided to senior managers in our Company:** These rights are determined depending on the market and/or industry conditions, inflation rate, the position, level, qualifications and individual performance of the manager, and monthly wages are paid for the term of the employment contract. The monthly wage is reviewed once a year, in line with the determined principles, taking into account the criteria that are the basis for determining the wages, unless there is a change in market conditions.

The company's Remuneration Policy aims to attract, motivate, and retain high-caliber executives critical to achieving our strategic goals. Compensation for the CEO, executive directors and other senior management aligns with market standards and legal obligations and tied to individual and company performance. This approach ensures that the Company remains competitive in retaining the leadership talent essential for long-term success.

Information on the conditions in the market and/or sector, remuneration of managers working at the same level in similar countries in the sector of the Company, the progress in achieving their targets and the future are also taken into account. When determining the individual performance level, the approach, business conduct, and behavior of the manager, as well as the annual targets that the manager has set with her/his own manager are taken into account at predetermined ratios.

**Gratification:** Our Company does not pay any bonuses.

**Bonuses:** Bonuses are determined according to the performance of the Company in a calendar year, and the individual performance of the employee, provided that a certain threshold defined according to various weights approved by the Board of Directors for that relevant calendar year is exceeded. The Company's bonus schemes are specifically tailored for job descriptions and areas of competence and are conditional on no major risk events occurring in respective jobs and areas (including climate-related risks). Various bonus calculation methods, which may include both financial and non-financial performance parameters, may be used when deemed necessary by the Board of Directors. The bonus payments may be made in cash and/or other benefits at the discretion of the Board of Directors (including but not limited to the employee stock ownership plans or deferred bonus plans etc). Our Company does not currently have regular practice for paying bonuses to senior managers.

**LTIPs:** The stock-based compensation plan or other long-term performance management tools that may be adopted will require shareholder approval at the annual general meeting. This ensures transparency and alignment with best practices, meeting expectations for shareholder involvement in decisions regarding stock-based compensation plans or LTIPs.

## **ANNEX- 2 THE RESUME OF MR. ADNAN DOĐAN**

Born in 1963 in the Biga district of Çanakkale, Adnan Dođan completed his primary and secondary education in Biga and then studied at the Commercial High School. In 1987, he founded Dođtař A.ř. with his brothers. He currently serves as Deputy Chairman of the Board of Directors of Dođanlar Holding, Chairman of the Board of Directors of Dođanlar Furniture Group and Board Member of Biotrend Energy. A member of the Biga Industrial Businessmen's Association, Adnan Dođan is married and has one child.

### **ANNEX-3: THE RESUMES AND DECLARATION OF INDEPENDENCE'S OF INDEPENDENT BOARD MEMBER NOMINEES**

#### **HANİFE ÖZTÜRK AKKARTAL (Independent Board Member Nominee)**

Hanife Öztürk Akkartal was born in Biga in 1964. Akkartal graduated from the Faculty of Law at Dokuz Eylül University in 1985 and subsequently joined the Department of Commercial Law as a research assistant. After completing her master's and doctoral degrees at Ankara University's Institute of Social Sciences, she conducted academic research in Germany as a DAAD (German Academic Exchange Service) scholarship holder from 1989 to 1991 and as an Alexander von Humboldt fellow from 2005 to 2006. Outside the Group, currently a Teaching Fellow at the Faculty of Law at Balıkesir University, Akkartal is also a registered lawyer with the Bar Associations of Istanbul and Cologne. She actively participates in resolving national and international disputes as an arbitrator (ICC, ISTAC) and expert.

#### **DECLARATION OF INDEPENDENCE**

I hereby represent that, I am a candidate for carrying out my duty as "independent member" in Board of Directors of Biotrend Çevre ve Enerji Yatırımları A.Ş. (Company) within the scope of criteria specified in legislation, articles of association and Corporate Governance Communique of Capital Markets Board and in this context:

- a. There is no employment relation at executive level that would assume material tasks, duties and responsibilities in the last five years between the Company, or such companies in which the Company controls or has a material influence over the management, or such shareholders which control or have a material influence over the Company's management and any legal entity holding management control over these shareholders, on the one hand, and myself, my spouse and next of kin by blood and affinity kinship up to second degree, and there is no individual or joint holding of more than 5% in the capital or voting stocks or preferential stocks or no material business or commercial relation has been established,
- b. I have not worked at an executive position with significant and material tasks and responsibilities or held the seat as a board member or held a shareholding (equal to or above 5%) in such companies from which the company procures goods or services from or sells goods or services to in significant volumes in line with the agreements between them, including, in particular, the supplier's or buyer's audit (including tax audit, statutory audit, internal audit), rating and consultancy services in the last five years,
- c. I have the necessary professional education and training, knowledge and experience required for properly fulfilling the duties that I will undertake due to the fact that I become an independent board member,
- d. I shall not work on a full-time basis at public agencies and institutions after my appointment as a member except for the lecture position at universities in line with the applicable legislation,
- e. I am deemed to be resident in Turkey according to Income Tax Law (I.T.L.) dated 31/12/1960 and numbered 193,
- f. I have professional prestige and reputation and experience as well as strong ethical standards to make me competent enough to favourably contribute to the corporate operations, to maintain my neutrality in conflicts of interest between the company and the shareholders and to freely decide by taking into consideration the rights of interest holders,
- g. I will be able to spare enough time to follow up the process of company operations and fulfil all requirements of the duties I undertake, in full,
- h. I have not carried out a duty as board member in the Company's Board of Directors for more than six years, within last ten years,

i. I am not holding an independent board member position in more than five publicly traded company in total or in more than three companies in which the company or the shareholders controlling the company hold the controlling powers over the management,

j. I have not been registered and published in the name of the legal entity, which is appointed as the board member,

I hereby declare that the above-mentioned matters.

**NAME SURNAME: Hanife Öztürk Akkartal**

**(There is a signature on the original copy)**

\* This declaration has been translated into English for informational purposes. In case of a discrepancy between the Turkish and English versions of this disclosure statement, the Turkish version shall prevail.

## **MEVHİBE CANAN ÖZSOY (Independent Board Member Nominee)**

Born in Istanbul, Mevhibe Canan Özsoy graduated with a Doctor of Dental Medicine degree from Istanbul University Faculty of Dentistry in 1985. In 1993, she earned a Master of Business Administration (MBA) from Boğaziçi University. Later, in 2015, she obtained a master's degree in Energy Technologies from Sabancı University. She practiced as a dentist until the end of 1989. From 1989 to 2004, she held various sales and marketing managerial positions in the pharmaceutical industry. In 2004, she moved to Paris for a Global Marketing Leadership role. In March 2007, Özsoy joined GE Healthcare as Vice President Marketing International responsible for Europe, Asia, the Middle East, Africa, and China. In March 2009, she relocated to Milwaukee, Wisconsin, to join the Global Leadership team as Chief Marketing Officer GE Healthcare Systems, focusing on the development, strategy, and marketing of new products. In November 2011, she assumed the role of General Manager for the GE Healthcare Mammography Product Group, based in Paris.

In August 2012, Özsoy returned to Türkiye to become the President and CEO of GE Türkiye, overseeing the company's growth in the region. She completed her tenure as President of GE in June 2022. Canan Özsoy is currently serving as a member of the Advisory Board of ABFT (American Business Forum in Turkey) and is also a member of the Board of Trustees at SEV. Outside the Group, since April 2019, she has been an Independent Board Member at Garanti Bank BBVA. Outside the Group, as of April 2022, she continues her role as a Board Consultant at Tekfen Temaş, and since November 2022, she has been serving as a Board Consultant at Esin Attorney Partnership Baker McKenzie. Outside the Group, as of 2023, she is an Independent Board Member at TRES Renewable Energy Solutions and Babadağ Electricity. Additionally, outside the Group, since the 2020 academic year, she has been pursuing her doctoral studies at Özyeğin University.

## **DECLARATION OF INDEPENDENCE**

I hereby represent that, I am a candidate for carrying our duty as "independent member" in Board of Directors of Biotrend Çevre ve Enerji Yatırımları A.Ş. (Company) within the scope of criteria specified in legislation, articles of association and Corporate Governance Communique of Capital Markets Board and in this context:

- a. There is no employment relation at executive level that would assume material tasks, duties and responsibilities in the last five years between the Company, or such companies in which the Company controls or has a material influence over the management, or such shareholders which control or have a material influence over the Company's management and any legal entity holding management control over these shareholders, on the one hand, and myself, my spouse and next of kin by blood and affinity kinship up to second degree, and there is no individual or joint holding of more than 5% in the capital or voting stocks or preferential stocks or no material business or commercial relation has been established,
- b. I have not worked at an executive position with significant and material tasks and responsibilities or held the seat as a board member or held a shareholding (equal to or above 5%) in such companies from which the company procures goods or services from or sells goods or services to in significant volumes in line with the agreements between them, including, in particular, the supplier's or buyer's audit (including tax audit, statutory audit, internal audit), rating and consultancy services in the last five years,
- c. I have the necessary professional education and training, knowledge and experience required for properly fulfilling the duties that I will undertake due to the fact that I become an independent board member,
- d. I shall not work on a full-time basis at public agencies and institutions after my appointment as a member except for the lecture position at universities in line with the applicable legislation,
- e. I am deemed to be resident in Turkey according to Income Tax Law (I.T.L.) dated 31/12/1960 and numbered 193,
- f. I have professional prestige and reputation and experience as well as strong ethical standards to make me competent enough to favourably contribute to the corporate operations, to maintain my neutrality in conflicts of interest between the company and the shareholders and to freely decide by taking into consideration the rights of interest holders,

g. I will be able to spare enough time to follow up the process of company operations and fulfil all requirements of the duties I undertake, in full,

h. I have not carried out a duty as board member in the Company's Board of Directors for more than six years, within last ten years,

i. I am not holding an independent board member position in more than five publicly traded company in total or in more than three companies in which the company or the shareholders controlling the company hold the controlling powers over the management,

j. I have not been registered and published in the name of the legal entity, which is appointed as the board member,

I hereby declare that the above-mentioned matters.

**NAME SURNAME: Mevhibe Canan Özsoy**

**(There is a signature on the original copy)**

\* This declaration has been translated into English for informational purposes. In case of a discrepancy between the Turkish and English versions of this disclosure statement, the Turkish version shall prevail.

## **BİLGÜN GÜRKAN (Independent Board Member Nominee)**

Bilgün Gürkan completed her high school education at İzmir American Girls' High School and obtained her undergraduate degree from Boğaziçi University, Department of Business Administration. In 1998, she graduated from the INSEAD Executive MBA program; in 2022, she completed the INSEAD "Corporate Governance" and "Global Management" certificate programs and was accepted into the INSEAD Alumni "International Board Membership Program."

Throughout her professional career spanning over 20 years, Gürkan specialized in investment banking, syndicated loans, project finance, mergers and acquisitions advisory, and corporate governance at SAMBA, ABN AMRO BANK, Standard Bank, and Renoir Management Consulting. Since 2016, she has been serving as the Country Manager of the Bank of Bahrain and Kuwait (BBK) Turkey Representative Office. In recognition of her contributions to the "Strategy Committee" and "Sustainability" initiatives at Bank of Bahrain and Kuwait (BBK), she was honored with the 2022 CEO Leadership Award.

Gürkan is highly motivated to contribute to the development of commercial relations between the Gulf region and Turkey, the growth of investments, and the creation of new projects. She serves as the Chair of the DEİK Bahrain Turkey Business Council and the TÜSİAD Gulf Network, and she is also a Board Member of the IWF International Women's Forum, a Trustee and Board Member of the TEMA Foundation, actively supporting various non-governmental organizations. Additionally, Outside the Group, she is an Independent Board Member and Chair of the Risk Committee at Smart Solar Energy Technologies Research Development Production Industry and Trade Inc. Bilgün Gürkan is married, has two children, and is fluent in English.

### **DECLARATION OF INDEPENDENCE**

I hereby represent that, I am a candidate for carrying our duty as "independent member" in Board of Directors of Biotrend Çevre ve Enerji Yatırımları A.Ş. (Company) within the scope of criteria specified in legislation, articles of association and Corporate Governance Communique of Capital Markets Board and in this context:

- a. There is no employment relation at executive level that would assume material tasks, duties and responsibilities in the last five years between the Company, or such companies in which the Company controls or has a material influence over the management, or such shareholders which control or have a material influence over the Company's management and any legal entity holding management control over these shareholders, on the one hand, and myself, my spouse and next of kin by blood and affinity kinship up to second degree, and there is no individual or joint holding of more than 5% in the capital or voting stocks or preferential stocks or no material business or commercial relation has been established,
- b. I have not worked at an executive position with significant and material tasks and responsibilities or held the seat as a board member or held a shareholding (equal to or above 5%) in such companies from which the company procures goods or services from or sells goods or services to in significant volumes in line with the agreements between them, including, in particular, the supplier's or buyer's audit (including tax audit, statutory audit, internal audit), rating and consultancy services in the last five years,
- c. I have the necessary professional education and training, knowledge and experience required for properly fulfilling the duties that I will undertake due to the fact that I become an independent board member,
- d. I shall not work on a full-time basis at public agencies and institutions after my appointment as a member except for the lecture position at universities in line with the applicable legislation,
- e. I am deemed to be resident in Turkey according to Income Tax Law (I.T.L.) dated 31/12/1960 and numbered 193,
- f. I have professional prestige and reputation and experience as well as strong ethical standards to make me competent enough to favourably contribute to the corporate operations, to maintain my neutrality in conflicts of interest between the company and the shareholders and to freely decide by taking into consideration the rights of interest holders,



g. I will be able to spare enough time to follow up the process of company operations and fulfil all requirements of the duties I undertake, in full,

h. I have not carried out a duty as board member in the Company's Board of Directors for more than six years, within last ten years,

i. I am not holding an independent board member position in more than five publicly traded company in total or in more than three companies in which the company or the shareholders controlling the company hold the controlling powers over the management,

j. I have not been registered and published in the name of the legal entity, which is appointed as the board member,

I hereby declare that the above-mentioned matters.

**NAME SURNAME: Bilgün Gürkan**

**(There is a signature on the original copy)**

\* This declaration has been translated into English for informational purposes. In case of a discrepancy between the Turkish and English versions of this disclosure statement, the Turkish version shall prevail.

## ANNEX-4 AMENDMENT TEXT OF ARTICLES OF ASSOCIATION

OLD VERSION	NEW VERSION
<p><b>CAPITAL</b></p> <p><b>ARTICLE 6</b></p> <p>The Company has adopted registered capital system in accordance with the provisions of Capital Markets Law NO: 6362 and initiated the registered capital system with the permission of the Capital Markets Board dated 11.02.2021 and numbered 7/206.</p> <p>The upper limit of the Company's registered capital is TL <del>625.000.000.00</del>. This capital is divided into <del>625.000.000</del> shares, each having a nominal value of 1 (one) Turkish Lira.</p> <p>The permission provided by the Capital Markets Board for the upper limit of registered capital is valid for 5 years between <del>2021-2025</del>. Even if the registered capital so permitted is not reached by the end of <del>2025</del>, it is mandatory to get permission from CMB and receive authorization from the General Assembly of Shareholders for a new period for maximum 5 (five) years for such permitted or new upper limit. The Company may not increase the capital by the resolution of the Board of Directors in the event of failure to get said authorization.</p> <p>The issued capital of the Company is TL 500.000.000,00 (Five hundred million). All of this capital has been paid in full free from collusion and unlawful conduct. The Company may not issue bearer share certificate.</p> <p>The Board of Directors is authorized to issue new shares up to the upper limit of the registered capital and to increase the capital, to restrict the right of shareholders to acquire new rights and to issue shares above or below its nominal value in accordance with the provisions of capital markets legislation. The right and authority to restrict the right to acquire new shares may not be exercised in a manner to cause inequality between the shareholders.</p> <p>New shares may not be issued unless the share certificates already issued are totally sold and their amounts are totally paid or unsold shares are cancelled.</p> <p>The capital of the Company may be increased or decreased, when required, in accordance with the provisions of the Turkish Commercial Code and Capital Markets legislation.</p> <p>In capital increases, bonus shares are distributed to the current shares on the distribution date.</p> <p>Shares representing the capital are followed-up in dematerialized form within the frame of dematerialization principles.</p>	<p><b>CAPITAL</b></p> <p><b>ARTICLE 6</b></p> <p>The Company has adopted registered capital system in accordance with the provisions of Capital Markets Law NO: 6362 and initiated the registered capital system with the permission of the Capital Markets Board dated 11.02.2021 and numbered 7/206.</p> <p>The upper limit of the Company's registered capital is TL <u>2.000.000.000.00</u>. This capital is divided into <u>2.000.000.000</u> shares, each having a nominal value of 1 (one) Turkish Lira.</p> <p>The permission provided by the Capital Markets Board for the upper limit of registered capital is valid for 5 years between <u>2025-2029</u>. Even if the registered capital so permitted is not reached by the end of <u>2029</u>, it is mandatory to get permission from CMB and receive authorization from the General Assembly of Shareholders for a new period for maximum 5 (five) years for such permitted or new upper limit. The Company may not increase the capital by the resolution of the Board of Directors in the event of failure to get said authorization.</p> <p>The issued capital of the Company is TL 500.000.000,00 (Five hundred million). All of this capital has been paid in full free from collusion and unlawful conduct. The Company may not issue bearer share certificate.</p> <p>The Board of Directors is authorized to issue new shares up to the upper limit of the registered capital and to increase the capital, to restrict the right of shareholders to acquire new rights and to issue shares above or below its nominal value in accordance with the provisions of capital markets legislation. The right and authority to restrict the right to acquire new shares may not be exercised in a manner to cause inequality between the shareholders.</p> <p>New shares may not be issued unless the share certificates already issued are totally sold and their amounts are totally paid or unsold shares are cancelled.</p> <p>The capital of the Company may be increased or decreased, when required, in accordance with the provisions of the Turkish Commercial Code and Capital Markets legislation.</p> <p>In capital increases, bonus shares are distributed to the current shares on the distribution date.</p> <p>Shares representing the capital are followed-up in dematerialized form within the frame of dematerialization principles.</p>

## ANNEX-5 POWER OF ATTORNEY

### TO THE CHAIRMAN OF THE BOARD OF DIRECTORS OF BİOTREND ÇEVRE VE ENERJİ YATIRIMLARI ANONİM ŞİRKETİ

I hereby appoint ----- introduced as detailed below as my proxy authorized to represent me, to vote, to make proposals and to sign the required papers in line with the views I express below at the Ordinary General Assembly of Biotrend Çevre ve Enerji Yatırımları A.Ş. that will convene on April 02, 2025, Wednesday at 1:30 p.m at the address of Kavacık Mahallesi Ertürk Sokak No:3/1 İç Kapı No:1 Beykoz İstanbul

The Attorney's (\*):

Name Surname / Trade Name:

TR ID Number/ Tax ID Number, Trade

Register and Number and MERSİS Number:

(\* ) Foreign shareholders should submit the equivalent information mentioned above.

#### A) Scope Of Representation

The scope of representative power should be defined after choosing one of the options (a), (b) or (c) in the following sections 1 and 2.

##### 1. About the agenda items of General Assembly;

- The attorney is authorized to vote according to his/her opinion.
- The attorney is authorized to vote on proposals of the attorney partnership management.
- The attorney is authorized to vote in accordance with the following instructions stated in the table.

#### Instructions:

In the event that the shareholder chooses the (c) option, the shareholder should mark "Accept" or "Reject" box and if the shareholder marks the "Reject" box, then he/she should write the dissenting opinion to be noted down in the minutes of the general assembly.

Agenda Items	Accept	Reject	Dissenting Opinion
1. Opening and election of the Meeting Chairperson, authorizing the Meeting Chairperson to sign the minutes of Meeting,			
2. Reading, discussion, and approval of the Board of Directors' Annual Report for the 2024 operating period,			
3. Reading, discussion, and submitting for approval, of the summary of the Independent Auditor's Report prepared by the Independent Audit Firm for the 2024 operating period,			
4. Reading, discussion, and submitting for approval, of the Financial Statements for the 2024 operating period,			
5. Making a resolution on release of the members of the Board of Directors on an individual basis for their activities and transactions for 2024,			
6. Discussing, and making a resolution on, the proposal of the Board of Directors regarding the profit/loss for 2024,			

<b>7.</b> Informing the General Assembly on related party transactions conducted in 2024,			
<b>8.</b> Submitting the amendments made by the Board of Directors decision dated 22.01.2025 to the 'Remuneration Policy' prepared by the Board of Directors in order to comply with the Capital Markets Board's Corporate Governance Communiqué II-17.1 and approved at the Extraordinary General Assembly held on 25.02.2021 for the information of the General Assembly and obtaining their opinions,			
<b>9.</b> Submitting of the changes made in the membership of the Board of Directors during the year pursuant to Article 363 of the Turkish Commercial Code to the approval of the General Assembly,			
<b>10.</b> Election of the members of the Board of Directors and determination of their terms of office, determination of the attendance fees to be paid to the members,			
<b>11.</b> Informing the shareholders about the payments made within the scope of the "Remuneration Policy" for the members of the Board of Directors and senior executives in accordance with the Corporate Governance Principles,			
<b>12.</b> Submitting of the independent audit firm appointed by the Board of Directors for 2025 upon proposal by the Audit Committee, for the approval of the General Assembly,			
<b>13.</b> Informing the General Assembly about the share buy-back transactions initiated by the Board of Directors' resolution dated February 14, 2023, within the framework of the Capital Markets Board's ("CMB") Communiqué No. II-22.1 on Buy-Back Shares and the announcement made on February 14, 2023,			
<b>14.</b> Within the scope of the Capital Markets Board's Communiqué No. II-22.1 on Buy-Back Shares, submission of the 'Share Buy-Back Programme' to be prepared until the date of the general assembly for the approval of the general assembly and discussion and resolution of the authorisation of the board of directors within the scope of the 'Share Buy-Back Programme',			
<b>15.</b> Discussing the amendment text of the Articles of Association regarding the amendment of Article 6 of the Company's Articles of Association and submitting it to the approval of the General Assembly,			
<b>16.</b> Informing the General Assembly Within the Scope of Principle No. 1.3.6 of the Capital Markets Board's Communiqué No. II-17.1 Corporate Governance,			
<b>17.</b> Informing the General Assembly about the guarantees, pledges and mortgages given by the Company in favour of third parties in 2024 in accordance with the Capital Markets Board regulations,			
<b>18.</b> Informing the shareholders about the donations and aids made by the Company to foundations and associations for social relief purposes in 2024 and setting an upper limit for donations to be made in 2025 in accordance with the Capital Markets Board regulations,			
<b>19.</b> Authorizing the members of the Board of Directors to perform the transactions specified in Articles 395 and 396 of the Turkish Commercial Code and informing the General Assembly about the transactions carried out within this scope in 2024 in line with the Corporate Governance Principles,			
<b>20.</b> Wishes and adjournment			

**2. Special instruction related to other issues that may come up during General Assembly meeting and rights of minority:**

- a) The attorney is authorized to vote according to his/her opinion.
- b) The attorney is not authorized to vote on these matters.
- c) The attorney is authorized to vote for the items in accordance with the special instruction.

**Special Instruction: The special instructions (if there is any) to be given by the shareholder to the attorney are stated herein.**

**A) The shareholder specifies the shares to be represented by the attorney by choosing one of the following.**

**1. I hereby confirm that the attorney represents the shares specified in detail as below**

- a) Order and Serial: \*
- b) Number/Group: \*\*
- c) Amount-Nominal Value:
- ç) Privilege on Vote or not:
- d) Bearer- Registered: \*
- e) Ratio of the total shares/voting rights of the shareholder:

(\*) Such information is not required for dematerialized shares.

(\*\*) For dematerialized shares, information related to the group will be given instead of number.

**2. I hereby confirm that the attorney represents all my shares on the list, prepared by MKK (Central Registry Agency) the day before the Meeting, concerning the shareholders who could attend the General Assembly Meeting.**

**SHAREHOLDER'S (\*)**

Name Surname OR Title:

TR ID Number/ Tax ID Number, Trade Register and Number and MERSİS Number:

Address:

Signature:

(\*) Foreign shareholders should submit the equivalent information mentioned above.