

BİOTREND ÇEVRE VE ENERJİ YATIRIMLARI ANONİM ŞİRKETİ
INVITATION TO THE ORDINARY GENERAL ASSEMBLY MEETING FOR THE YEAR 2021
BY THE BOARD OF DIRECTORS

To discuss and resolve the following agenda, the Ordinary General Assembly will be convened on Friday April 29, 2022, at 13:00 p.m. at Kavacık Mahallesi, Ertürk Sokak, No: 3/1, İç Kapı No:1, Beykoz, Istanbul.

The Board of Directors Annual Report for the 2021 accounting period, Corporate Governance Principles Compliance Report, Corporate Governance Information Form, Financial Statements, Independent Audit Report, Proposal on Dividend Distribution, General Assembly Information Document, Proxy Form 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 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 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 participate in the meeting.

To electronically attend the Ordinary General Assembly, our shareholders or their representatives must fulfill 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 MKK or visit www.mkk.com.tr

As per the Turkish Commercial Code and the Capital Markets Law, 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 fulfill 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 shareholders.

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:

In the Company Articles of Association, there is no privilege for the exercise of voting rights. Each share equals one voting right. The total number of shares and votes reflecting the shareholding structure of our Company as 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 (%)
Maven Enerji Elektrik Üretim Sanayi Ve Ticaret Anonim Şirketi	180,555,555.03	36.11%	180,555,555.03	36.11%
Doğanlar Yatırım Holding A.Ş.	150,980,862.00	30.2%	150,980,862.00	30.2%
European Bank For Reconstruction And Development	29,574,693.04	5.91%	29,574,693.04	5.91%
Other Shareholders	138,888,889.93	27.78%	138,888,889.93	27.78%
Total Issued Capital	500,000,000.00	100.00	500,000,000.00	100.00

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 or the Investor Relations tab at www.biotrendenerji.com.tr.

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

There are no requests by Shareholders, Capital Markets Board and Other Public Bodies to add items to the agenda.

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

Since the General Assembly agenda does not include any discharge, replacement or election of a Board Member, information regarding the item is not presented.

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

The General Assembly agenda does not include any amendments to the Articles of Association.

**EXPLANATIONS ON THE AGENDA OF ORDINARY GENERAL ASSEMBLY MEETING
DATED 29 APRIL 2022**

1. The opening and election of the Chairman of the Meeting and delegating power to the Chairman of the Meeting to sign the meeting

As per the provisions of the Turkish Commercial Code (TCC) No. 6102 and The Regulation of the Ministry of Customs and Commerce regarding Principles and Procedures of General Assemblies of Joint Stock Companies and Representatives of the Ministry of Customs and Commerce to be Present in these Meetings (**Regulation**), a Chairman is established to chair the General Assembly Meeting.

As per the TTC, the Regulation, and the Articles of Association of our Company, our shareholders are consulted as to whether the Chairman should be authorized to record the General Meeting resolutions in the minutes and sign the minutes.

2. Reading, discussion and approval of the 2021 Annual Report of the Board of Directors

Information will be made available about the Board of Directors Annual Report for the 2021 accounting period. This information will be presented to our Shareholders at the Company Headquarters, on the Public Disclosure Platform (“KAP”), on the Electronic General Meeting System of MKK, and our Company website www.biotrendenerji.com.tr for three weeks before the General Assembly pursuant to the provisions of the TCC and the relevant Regulation. Such information will be submitted to the General Assembly for review and approval.

3. Reading, discussion and approval of the 2021 Independent Auditor’s Report prepared by the Independent Audit Firm

Information will be made available about the Independent Auditor’s Report for the 2021 accounting period. This information will be presented to our Shareholders at the Company Headquarters, on the Public Disclosure Platform (“KAP”), on the Electronic General Meeting System of MKK, and our Company website www.biotrendenerji.com.tr for three weeks before the General Assembly pursuant to the provisions of the TCC and the relevant Regulation. Such information will be submitted to the General Assembly for review and approval.

4. Reading, discussion and approval of the 2021 Financial Statements

Information will be made available about the Financial Statements for the 2021 accounting period. This information will be presented to our Shareholders at the Company Headquarters, on the Public Disclosure Platform (“KAP”), on the Electronic General Meeting System of MKK, and our Company website www.biotrendenerji.com.tr for three weeks before the General Assembly pursuant to the provisions of the TCC and the relevant Regulation. Such information will be submitted to the General Assembly for review and approval.

5. Discussion on discharging the Board Members individually from liability regarding the operations and transactions of the company for the fiscal year 2021

Any matter pertaining to discharging the Board Members individually due to the operations, transactions or accounts of 2021 is submitted to the General Assembly for approval as per the TCC and the relevant Regulation.

6. Reading, discussion and resolution of the Board of Directors' proposal on the profits and losses for the 2021 period

Our consolidated balance sheet for January 1 - December 31, 2021 was prepared in accordance with the Turkish Accounting Standards (TAS) enforced by the Public Oversight, Accounting and Auditing Standards Authority ("POA") in compliance with the provisions of the Principles Regarding International Financial Reporting of the Capital Markets Board's Communiqué No. II .14.1 "on the Principles of Financial Reporting in Capital Markets", and was audited by Arkan Ergin Uluslararası Bağımsız Denetim Hizmetleri A.Ş. According to our consolidated balance sheet, the profit for the year attributable to the equity holders of the parent is 3,786,438 Turkish lira. As per our non-consolidated financial results prepared in line with the Turkish Tax Procedure Law, there is a net loss of 65,246,992 Turkish lira in the same period. As there is a loss registered in the Board of Directors' non-consolidated financial statements in compliance with the Turkish Tax Procedure Law, it was unanimously agreed to submit a proposal for approval by the Ordinary General Assembly to add the parent company's 2021 profit of 3,786,438 Turkish lira, as included in the 2021 consolidated financial statements, to the accumulated earnings and not to distribute dividends.

The table of dividend distribution is provided in **ANNEX-1**.

7. Informing the General Assembly about the related party transactions in 2021

The General Assembly will be informed about the related party transactions in 2021 in compliance with the Capital Markets Law No. 6362 ("CML"), TCC, Communiqué on Corporate Governance (II-17.1) and other relevant capital market legislation, the Communiqué on Turkish Accounting Standards (TMS 24) (No. 17) and other relevant legislation and regulations on related party transactions.

8. Submitting for approval by the General Assembly the "Related Party Transactions Policy" prepared by the Board of Directors in compliance with the Communiqué II-17.1 on Corporate Governance of the Capital Markets Board and established following the decision numbered 2021/46, dated August 31, 2021 of the Board of Directors

The "Related Party Transactions Policy" prepared as per the Communiqué on Corporate Governance (II-17.1) and Communiqué on Turkish Accounting Standards (TAS 24) (No. 17) and published on the Company website www.biotrendenerji.com.tr will be submitted for approval by the General Assembly. The above mentioned policy is included in **ANNEX-2**.

9. Informing the General Assembly concerning the changes made by the Board decision dated August 27, 2021, to the "Information Policy" which had been prepared by the Board in compliance with the Communiqué II-17.1 on Corporate Governance by the Capital Markets Board and approved by the Extraordinary General Assembly on February 25, 2021

The General Assembly will be informed concerning the changes made by the Board on August 27, 2021, to apply the relevant updates by the Capital Markets Board, to the "Information Policy" which had been prepared according to the Communiqué II-17.1 on Corporate Governance and Article 17 of the Communiqué II-15.1 on Corporate Material Events Disclosure. The above mentioned policy is included in **ANNEX-3**.

10. Informing and consulting the General Assembly concerning the changes made by the Board decision dated August 27, 2021, to the “Remuneration Policy” prepared by the Board in compliance with the Communiqué II-17.1 on Corporate Governance by the Capital Markets Board and approved by the Extraordinary General Assembly on February 25, 2021

The General Assembly will be informed and consulted concerning the changes made by the Board on August 27, 2021, in line with the relevant updates by the Capital Markets Board and Company public disclosure practices, to the **Remuneration Policy** which had been prepared according to the Communiqué II-17.1 on Corporate Governance. The above-mentioned policy is included in **ANNEX-4**.

11. Submitting for approval by the General Assembly the changes made by the Board decision dated 05.04.2022 to the “Donations and Aid Policy” which had been prepared by the Board in compliance with the Communiqué II-17.1 on Corporate Governance by the Capital Markets Board and approved by the Extraordinary General Assembly on February 25, 2021

The General Assembly will be informed and consulted concerning the changes made by the Board on 05.04.2022, in line with the relevant legal updates, to the **“Donations and Aid Policy”** which had been prepared according to the Communiqué II-17.1 on Corporate Governance and Communiqué on Dividends (II-19.1). The above-mentioned policy is included in **ANNEX-5**.

12. Providing information to the shareholders on the application made by the Board of Directors with the report prepared by the Corporate Governance Committee about the 3 (three) Independent Board Members currently serving to the Capital Markets Board and the opinion of the Capital Markets Board in compliance with the Capital Markets Board's Announcement dated 13.01.2022 and numbered 2022/2, our Company's inclusion in the 1st Group Companies since 2022

Independent Board Members of our company were appointed to serve until the date of 21.04.2023 on 25.02.2021 before the completion of our company's public offering, within the scope of preparations for the public offering included in the approved prospectus. Our Company was included in the 1st Group Companies as of 2022 with the Capital Markets Board's Announcement dated 13.01.2022 and numbered 2022/2. A report about the 3 (three) Independent Board Members who are currently serving, in accordance with the Corporate Governance Principles 4.3.7 in the annex of the Corporate Governance Communiqué (II-17.1) by the Corporate Governance Committee, which also performs the duties of the nomination committee will be prepared. Based on the aforementioned report, the Board of Directors will take a decision and apply to the Capital Markets Board together with the report to get an opinion on the Independent Members of the Board of Directors. At the general assembly, the shareholders will be informed about the report of the Corporate Governance Committee on the Independent Members of the Board of Directors, the decision of the Board of Directors on this matter, the application made to the Capital Markets Board and the opinion of the Capital Markets Board.

13. Providing information to the shareholders on the “Remuneration Policy” and remunerations paid to the Board members and executives as per the Corporate Governance Principles

The General Assembly will be informed about the payments made to the Board Members and executives under the Remuneration Policy in 2021.

14. Determining the attendance fees to be paid to the Board Members during their term of office

The attendance fees of Board Members will be determined in line with the provisions of TCC, the Regulation of the Ministry of Customs and Trade, and the Remuneration Policy.

15. Submission of the independent audit firm selected for the fiscal year 2022 by the Board of Directors for the approval of the General Assembly, upon recommendation by the Audit Committee

During the Board of Directors meeting on March 29, 2022, it was agreed following the approval of our Audit Committee, that, for the independent auditing of our Company's financial reports for the fiscal year 2022 and other relevant activities in compliance with the Turkish Commercial Code, the Law on Capital Markets, and the Decree Law No. 660, as well as the provisions of the secondary legislation in force within that scope, Arkan Ergin Uluslararası Bağımsız Denetim A.Ş. be assigned as the independent audit firm and that the assignment be submitted for approval by the General Assembly.

16. Providing information to the General Assembly, pursuant to Article 1.3.6 of the Corporate Governance Communiqué No. II-17.1 issued by the Capital Markets Board

The General Assembly will be informed of any cases where the company's controlling shareholders, members of the Board of Directors, managers with administrative responsibility, their spouses and relatives up to second degree kinship or affinity are involved in any material transaction, which could potentially create a conflict of interest with the company or any of its subsidiaries; and/or are involved in a commercial business activity involving the operations of the Company and/or any of its subsidiaries, either on account of their own or any other third parties; or if they joined any other joint stock company involved in a similar line of commercial business as partners with unlimited liability.

17. Informing the General Assembly about the guarantees, securities and liens issued in favor of third parties in 2021, in accordance with the Capital Markets Board regulations

The General Assembly will be informed about the guarantees, pledges, liens, and indemnifications that our Company gave to third parties in 2021, as per the Capital Markets Board Communiqué II-17.1 on Corporate Governance. The footnote numbered 16 on our financial statements dated December 31, 2021, mentioned this subject.

18. Informing the General Assembly about the donations and aid granted to foundations and associations in 2021, and determination of an upper limit for donations in 2022, as per the Capital Markets Board regulations

The General Assembly will be informed about the donations and aid granted to foundations and associations in 2021 as per the Capital Markets Board Communiqué II-17.1. Our Company did not grant any donations or aid in 2021.

The donation cap for 2022 is resolved by the General Assembly as per Article 19/(5) of the Capital Market Law. Pursuant to our Company's Articles of Incorporation, "The General Assembly determines the upper limit of donations to be made by the Company. Accordingly, the annual total amount of donations cannot exceed 2,000,000.00 Turkish lira and the donations made are added to the distributable dividend base. The CMB has the authority to set an upper limit on

the amount of donations to be made. Donations cannot violate the Capital Markets Board's transfer pricing regulations and other applicable legislation, and all necessary material disclosures must be made. The donations made within the fiscal year are reported to the shareholders at the General Assembly."

19. Authorizing the Members of the Board of Directors to engage in activities set forth in Articles 395 and 396 of the Turkish Commercial Code, and informing the General Assembly about the relevant activities done in fiscal year 2021, pursuant to the Corporate Governance Principles

General Assembly approval is required for the Board Members to make any transaction, as per the TTC Article 395 titled "Prohibition of Conducting Transactions with the Company and Borrowing from the Company" and the Article 396 titled "Prohibition of Competition". Thereby, the General Assembly will be informed about any permissions to be given to the Board Members.

The General Assembly will be informed about the Board Members' transactions in 2021.

20. Wishes and closure

ANNEX:

ANNEX/1 The Board Proposal for the 2021 Dividend Distribution and the Proposed Dividend Distribution Table,

ANNEX/2 Related Party Transactions Policy,

ANNEX/3 Information Policy,

ANNEX/4 Remuneration Policy,

ANNEX/5 Charitable Donations and Sponsorship Policy

ANNEX/1 The Board Proposal for the 2021 Dividend Distribution and the Proposed Dividend Distribution Table,

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Period Dividend Payment Table (TL)

1.Paid-In / Issued Capital		500.000.000
2. Total Legal Reserves (According to Legal Records)		
Information concerning preferred shares, if, as per the company Articles of Association, there are any privileges for preferred shares in distribution of dividend		No
	Based on CMB Regulations	Based on Legal Records
3.	Current Period Profit	20.360.442
4.	Taxes Payable (-)	(19.120.914)
5.	Net Current Period Profit	3.786.438
6.	Losses in Previous Years (-)	0
7	Primary Legal Reserve (-)	0
8.	NET DISTRIBUTABLE CURRENT PERIOD PROFIT	0
9.	Donations Made During The Year (+)	0
10.	Donation-Added Net Distributable Current Period Profit on which First Dividend Is Calculated	
11.	First Dividend to Shareholders	
	- Cash	
	- Stock	
	- Total	
12.	Dividend Distributed to Owners of Privileged Shares	
13.	Other Dividend Distributed	
	- To the Members of the Board of Directors,	
	- To the Employees,	
	- To Non-Shareholders	
14.	Dividend to Owners of Redeemed Shares	
15.	Second Dividend to Shareholders	
16.	Secondary Legal Reserves	
17.	Statutory Reserves	
18.	Special Reserves	
19.	EXTRAORDINARY RESERVES	
20.	Other Distributable Resources	

DIVIDEND PAYMENT RATES TABLE					
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	Share Group	TOTAL DIVIDEND AMOUNT		TOTAL DIVIDEND AMOUNT / NET DISTRIBUTABLE PROFIT FOR THE PERIOD	DIVIDEND PER SHARE FOR 1 TL NOMINAL VALUE
		CASH (TL)	SHARES (TL)	RATIO (%)	SHARE (%)
NET					0
					0
	TOPLAM				

ANNEX/2 RELATED PARTY TRANSACTIONS POLICY

BİOTREND ÇEVRE VE ENERJİ YATIRIMLARI ANONİM ŞİRKETİ (“COMPANY”)

RELATED PARTY TRANSACTION POLICY

1. Purpose

The purpose of this related party transaction policy (“**Policy**”) is to set out the procedures by which the Company or any of its subsidiaries may enter into a related party transaction and to ensure that related party transactions are negotiated at market conditions at the time of the transaction and on terms no less favorable to the Company than terms available to any unconnected third party under the same or similar circumstances.

The Company complies with the Capital Markets Law No. 6362 (“**CML**”), Turkish Commercial Code No. 6102 (“**TCC**”), Corporate Governance Communiqué (II-17.1) and other applicable capital markets legislation, the Communiqué on Turkish Accounting Standards (TAS 24) (No. 17) and other applicable legislation and regulations in relation to performance of related party transactions. The Company pays utmost care to maintain compliance with Corporate Governance Principles included in the Corporate Governance Communiqué issued by the Capital Markets Board (“**CMB**”) as amended time to time.

The Policy is developed in compliance with the CMB Corporate Governance Communiqué (II-17.1) and the Communiqué on Turkish Accounting Standards (TAS 24) (No. 17) and announced to all stakeholders on the Company website (www.biotrendenerji.com.tr).

2. Definitions

“**Audit Committee**” means the audit committee of the Company;

“**Board**” means the Board of Directors of the Company;

“**Continuous Related Party Transactions**” means the Related Party Transactions performed by the Company continuously;

“**Corporate Governance Communiqué**” means the Corporate Governance Communiqué (II-17.1) issued in the Official Gazette dated 03.01.2014 and numbered 28871;

“**EBRD**” means the European Bank of Reconstruction and Development;

“**Financial Statements**” means the financial statements prepared in accordance with the CMB’s Communiqué on Financial Reporting in Capital Market (II-14.1) issued in the Official Gazette dated 13.06.2013 and numbered 28676;

“**General Assembly**” means the general assembly of the Company;

“Group” means the Company and each of the Group Companies from time to time (and a “member of the Group” means any of them).

“Group Company” means, with respect to any person, any entity of which such person owns, directly or indirectly, 50% (fifty percent) or more of the capital, or which is otherwise effectively controlled by such entity.

“Independent Board Members” means the Board members appointed by the Company in accordance with the Corporate Governance Communiqué, bearing independency criteria as foreseen thereunder;

“Noncontinuous Related Party Transactions” means the Related Party Transactions performed by the Company for one time and on a noncontinuous basis;

“Related Party” has the meaning attributed to itself under the TAS 24 Communiqué;

“Related Party Transactions” has the meaning attributed to itself under the TAS 24 Communiqué;

“TAS” means the Turkish Accounting Standards issued by the Turkish Accounting Standards Board; and

“TAS 24 Communiqué” means the Communiqué on Turkish Accounting Standards (TAS 24) (No. 17) issued by the Turkish Accounting Standards Board.

3. Powers and Responsibilities

The Policy has been developed by the Board in compliance with the CMB Corporate Governance Communiqué. The Board is authorized and responsible for monitoring, supervising and developing the Policy. The Audit Committee shall review and assess the adequacy of this Policy at least annually and recommend for approval by the Board any amendments it considers are needed. The Audit Committee can engage independent evaluation experts as needed either for the Policy review or other matters pertaining to this Policy. The Policy and any amendments to be made to the Policy will be published on the Company website (www.biotrendenerji.com.tr) after the approval of the Board.

This Policy applies to the Company’s directors and senior managers (Chief Executive Officer and Chief Finance Officer). Related Party Transactions constitute a conflict of interest within the meaning of the Company’s code of conduct, as applicable. This Policy is not intended to conflict with any applicable laws or regulations and if any such conflict occurs the requirements of the relevant applicable law or regulation shall prevail.

4. Identification of Related Party Transactions

For purposes of this Policy, a “Related Party Transaction” is a transaction between the Company or any of its subsidiaries and any “Related Party” regarding transfer of funds, services, or obligations against remuneration or not.

Without prejudice to the TAS 24 Communiqué, “Related Party” includes the following:¹

- a. The members of the Board, its parent company, affiliated or sister companies and associates.
- b. Any entity that is member of the same group as the Company (which means that each parent, subsidiary and fellow subsidiary is related to the Company); or any entity related through joint venture.
- c. The CEO and key officers of the Company, including anyone who directly reports to the Board or the CEO.
- d. Any person having the ability to control or jointly control, or exercise a significant influence on, the outcome of resolutions voted on by shareholders or directors of the Company, its parent company, affiliated or associated companies.
- e. The first degree relatives by blood or marriage of any of the natural persons listed in Clauses (a) to (d).
- f. Any business, and the directors, CEO and key officers of any business, in which the natural persons listed in paragraphs (a) to (e) own jointly or severally at least 20% of the voting rights.
- g. Any person whose judgment or decisions could be influenced as a consequence of an arrangement or relationship between or involving themselves and any of the persons in paragraphs (a) to (f).
- h. The entity is a post-employment benefit plan for the benefit of employees of either the Company or an entity related to the Company.

Without prejudice to the TAS 24 Communiqué, “Related Party Transactions” can take different forms, but may include the following:

- Sale or purchase of goods or semi-finished goods.
- Sale or purchase of property and/or assets.
- Lease of property and/or assets.
- Provision or receipt of services or leases.
- Transfer of intangible items (e.g., research and development, trademarks, license agreements).
- Transfer of research and developments.
- Provision, receipt, or guarantee of financial services (including loans and deposit services) – this includes loans to directors/employees.

¹ This explanation of related parties is intended to be consistent with the definition in TAS 24 Communiqué. In paragraph (d) the Company will generally interpret a significant influence as meaning owning or controlling more than 10% of the voting rights. Ownership or control of more than 20% of the voting rights is definitely a significant influence. In paragraph (f) “business” includes joint ventures.

- Assumption of financial/operating obligations or settlement of liabilities.
- The subscription of Debt/Equity issuances.

5. Review, Approval and Disclosure Procedures

It is the responsibility of each director and senior manager to promptly notify the Board and the Audit Committee, through the Company's secretary, of any proposed Related Party Transaction as soon as they become aware of it.

It is the responsibility of a director or senior manager who is involved in a proposed Related Party Transaction to inform the Board and the Audit Committee, through the Company's secretary, and obtain the Board's approval prior to entering into the transaction. Conflicted Board members may participate in discussions on transactions in which they are a conflicted party; however, they shall abstain from voting on such issues.

The following approval and disclosure procedures shall be used:

i. Specific Conditions

The Company shall, in any case, solicit competing proposals from unrelated third parties in each of the following cases:

- i. any transaction or series of related transactions with any Related Party having a value in excess of USD 500,000.00 (five hundred thousand); and
- ii. any transaction or series of related transactions with any Related Party having a value in excess of USD 100,000.00 (one hundred thousand) if, in the then current Financial Year, the total value of transactions with Related Parties has exceeded USD 2,000,000.00 (two million).

For the avoidance of doubt, regardless of the transaction thresholds determined above, in case the thresholds foreseen under Article 9 (2) of the Corporate Governance Communiqué is exceeded, a valuation report prepared by a valuation institution authorized by CMB for the proposed Related Party Transaction should be obtained. Regardless of the transaction thresholds determined above, in case the thresholds foreseen under Article 9 (3) of the Corporate Governance Communiqué is exceeded, in addition to the abovementioned valuation report, a Board resolution should also be adopted having the affirmative votes of the majority of the Independent Board Members, otherwise the proposed Related Party Transaction will be required to be approved by the General Assembly.

ii. General Conditions

As part of its review and approval process, the Board shall determine the extent to which the transaction has been conducted in accordance with market conditions and on terms not unfavorable to the Company. In conducting this assessment, the Board should examine comparable transactions, bids from other providers, market studies, and/or expert appraisals to make such judgments. The Board should also engage independent evaluation experts as needed. This is especially critical for transactions requiring General Assembly approval.

The Company's independent external auditor shall be required to review all Related Party Transactions included in the financial statements to provide assurance as to the accuracy of the information reported.

Disclosures of Related Party Transactions in the Financial Statements shall include, *among others*, (consistent with TAS 24):

- The Related Parties;
- The nature of the relationship;
- Type/description of transactions made between the Company and the Related Parties during the financial period;
- The date and amount of the transaction made between the Company and the Related Parties during the financial period;
- The extent to which the Related Parties or Company will benefit economically;
- Balances with Related Parties at the end of the financial period;
- Amount of outstanding balances, including guarantees, commitments, their terms and provisions/expenses for any doubtful debts; and
- Procedures followed for approval.

ANNEX/3 INFORMATION POLICY

BİOTREND ÇEVRE VE ENERJİ YATIRIMLARI ANONİM ŞİRKETİ ("COMPANY") INFORMATION POLICY

1. Purpose

The main purpose of the information policy is to ensure that the necessary information and disclosures that do not constitute trade secrets are communicated to shareholders, investors, employees, customers and other related parties in a timely, accurate, complete, understandable, easily and accessible manner, under equal conditions. The Company has an active approach in adopting and implementing corporate governance principles, and spends maximum efforts to meet legal requirements for informing the public.

The Company complies with the Capital Markets Law No. 6362 ("CML"), Turkish Commercial Code No. 6102 ("TCC"), capital markets legislation and other applicable legislation and regulations and the regulations of Borsa İstanbul A.Ş. ("BIST") in relation to providing information. The Company pays utmost care to maintain compliance with Corporate Governance Principles included in the Corporate Governance Communiqué issued by the Capital Markets Board ("CMB") as amended time to time.

Article 18 ("**Information**") of the Articles of Association of the Company provides as follows: "*The Company fulfills its obligation to inform the CMB under the capital markets legislation as well as its legal obligation to announce financial statements, reports, and independent audit reports to the public according to the regulations of the CMB.*"

The Information Policy of the Company is developed in compliance with the CMB Material Disclosures Communiqué (II.15.1) and Corporate Governance Communiqué (II-17.1) and announced to all stakeholders on the Company website (www.biotrendenerji.com.tr).

2. Powers and Responsibilities

Information 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 and developing the Company's policy on public information and disclosures. Amendments to be made to the Information Policy published on the Company website (www.biotrendenerji.com.tr) after approved by the board of directors. Managers in charge of financial management and reporting and the Investor Relations Department are responsible for the coordination of the information function. The said officials fulfill their responsibilities in close cooperation with the Audit Committee and the Board of Directors. All questions regarding the application principle and procedure of the Information Policy should be directed to the Investor Relations Department.

3. Methods and Tools Used in Informing the Public

Tools and methods adopted for informing the public under the capital markets legislation, TCC, and other applicable legislation are listed below:

- Financial statements, independent audit reports and statements entered periodically into the Public Disclosure Platform (“PDP”)
- Annual Reports
- Company website (www.biotrendenerji.com.tr)
- Material disclosure forms
- Announcements made through the Turkish Trade Registry Gazette and daily newspapers
- Communications made with communication devices such as phone, e-mail, fax.

Consolidated financial statements prepared at the end of quarters, in compliance with the legislation issued by the CMB and the footnotes and explanations related to these financial statements, the independent audit report issued six months and at the year ends and the interim board of directors report are submitted to the PDP in due legal periods, and also published on our Company’s corporate website at (www.biotrendenerji.com.tr) The relevant financial statements are submitted to the approval of the board of directors after confirmed by the Audit Committee and signed with a declaration of accuracy by the managers responsible for financial reporting of our company authorized by the Board of Directors. Financial statements disclosed to the public are published on the website of our Company (www.biotrendenerji.com.tr).

Material disclosures required under the capital market legislation are sent to the Public Disclosure Platform electronically in due time. Material disclosures are, in principle, signed by persons who are responsible for financial reporting and have “qualified electronic certificates” and are presented to the competent authorities. The persons responsible for making material disclosures are determined from among those authorized to represent and bind the Company. In addition, disclosures sent to PDP electronically are published on our Company's Corporate Website (www.biotrendenerji.com.tr) on the business day after the public disclosure is made, at the latest.

Amendments to the Articles of Association, Invitation to General Assembly Meetings are announced in the Turkey Trade Registry Gazette and when needed, in two daily newspapers circulated throughout Turkey. In addition, they are published in the investor relations corporate governance section of our Company’s Corporate Website. The Annual Report, including necessary information and explanations is prepared every year before the General Assembly and presented to the shareholders for examination, and is published on the Corporate Website of our Company (www.biotrendenerji.com.tr) and the printed form of the report is also available at the Investor Relations Department of our Company. In addition to the explanations disclosed under the Annual Report, the Company will make disclosures on its Corporate Governance Compliance Report in the form, content and venues required by the applicable legislation, including the Corporate Governance Communiqué and the CMB’s Corporate Governance Reporting Guidelines, as amended from time to time.

Press and media can be used, press conferences can be held and/or press releases can be published and other means of communication can be used to make public disclosure of

material matters, including forward-looking evaluations. When necessary, press releases are made through written and visual media. Press releases to written and visual media are made by authorized employees. Before or at the same time before announcing a material disclosure, a disclosure is made on the PDP, and such disclosure is also made on the Company's corporate website.

Information requests submitted to the Company by shareholders, investors and analysts are answered by the Investor Relations Department in an accurate, complete and equitable manner, through written, oral or information meetings, in line with the information disclosed to the public. Shareholders and other relevant parties are informed through information meetings held. Managers in charge of financial management and reporting and the officers in the Investor Relations Department participate in such meetings held by the Investor Relations Department. Presentations and reports used in these events can be published on our Company's Corporate Website (www.biotrendenerji.com.tr).

When requested, relevant information, particularly financial statements, is communicated by the investor relations department to the shareholders and organizations that issue research reports on our Company via e-mail.

3. Investor Relations Department

The Company fulfills its obligations arising from the TCC and the capital markets legislation under supervision of the Investor Relations Department and in compliance with CMB Corporate Governance Principles.

In addition to the bodies of the Company, the "Investor Relations Department", which must be established as required by legislation, plays an active role in protecting and facilitating the exercise of shareholders' rights, in particular the right to obtain and review information.

Information and data regarding our Company are given in the corporate governance profile under Investor Relations section on the Corporate Website of our Company (www.biotrendenerji.com). Our Company's Corporate Website (www.biotrendenerji.com) is followed and kept up-to-date by the Investor Relations Department. All questions directed by shareholders and other related parties via e-mail, letter, telephone, etc. are answered by the Investor Relations Department as soon as possible. In this context, the main activities carried out under the responsibility of the Investor Relations Department are summarized below.

- a) Meeting the verbal and written information requests of shareholders about the Company, except for the information that is not disclosed to the public, is confidential and constitutes trade secrets.
- b) Holding general assembly meetings in accordance with the current legislation, Articles of Association and other Company regulations.
- c) Preparing information documents to be presented to shareholders at general assembly meetings,
- d) Ensuring that all kinds of issues related to public disclosure, including the applicable legislation and Company Information Policy, are observed and monitored.
- e) Keeping accurate, reliable and up-to-date records of investors,

- f) Informing the analysts who make evaluations about the company.
- g) Timely presenting the information and disclosures that may affect the exercise of shareholding rights, to the attention of shareholders on the Corporate Website of the Company.
- h) Informing the public by sending necessary material disclosures to CRA through PDP taking into account the Material Disclosures Communiqué of the CMB which may be amended time to time
- k) Following up the changes in the legislation related to the CML, and bringing them to the attention of the relevant units of the Company.

5. Measures Taken to Maintain Confidentiality of Information on a Material Event until a Material Disclosure is made

In order to ensure confidentiality of material events until a material disclosure is made, the Company employees that have access to insider information are informed on their obligations arising from the applicable legislation and which information could be disclosed to the public by whom and under which conditions. Agreements made with individuals and organizations providing service to the Company, and therefore have access to insider information also include a confidentiality clause.

Furthermore, in order to prevent any unauthorized disclosure related to operating results, at certain times in a calendar year, information is not shared with capital market participants related to operating results that are not disclosed to the public and other issues. This period is considered as the “Quiet Period”. During the Quiet Period, the Company representatives do not make any statement about the financial status of the Company, excluding information already disclosed to the public. Questions of capital market participants such as analysts and investors about the financial status are not answered.

During the Quiet Period, individuals authorized to make disclosures on the Company are not restricted from attending to and making speeches in conferences, panels and similar events, making interviews with printed and visual media provided that they maintain the confidentiality of insider information and comply with the rules of the authorized representatives of the Investor Relations Department related to confidentiality of insider information. Quiet Period starts on the fifteenth day of the month following the month in which quarterly interim and annual financial periods end, and continues until the financial statements are disclosed to the public.

The Company may postpone disclosure of insider information to the public to avoid damaging its legitimate interests, provided that this will not mislead the investors and it will be able to maintain confidentiality of such information. In such cases, the Company takes all kinds of measures to ensure confidentiality of insider information under the capital markets legislation. As soon as the reasons for postponement of insider information to the public are eliminated, a public disclosure is made in compliance with the legislation. In such disclosure, the decision to postpone and the reasons for such postponement are explained.

In the event it is determined that insider information has been disclosed to third parties, and it is concluded that confidentiality of such information cannot be maintained under regulations of the Capital Markets, then a material disclosure will immediately be made.

6. News and Rumors Covered by Media

News and rumors on the Company broadcasted in the media or on websites are followed and monitored by a professional media-monitoring agency. In the event it becomes necessary to make a disclosure under that applicable legislation related to material disclosure events, information is collected from relevant departments, and a disclosure is made.

In case of news or rumors are broadcasted in the media or discussed in the public that may affect the investment decisions of the investors, or the value of capital market instruments, and are not sourced from individuals authorized to represent the Company and are different from information that were previously announced to the public through material disclosures, prospectus, circular, announcements approved by the CMB, financial reports, and other instruments used to inform the public; the Company will make a statement as to whether such information is accurate and sufficient. However, the Company will not make a statement on the comments, analyses, and evaluations or estimated made related to the Company.

7. Criteria Used for Identifying Persons With Managerial Responsibilities

Under the capital market legislation, “Persons with Administrative Responsibility” refers to 1) members of board of directors of the Company; and 2) persons who, though not a director, have direct or indirect regular access to insider information of the Company, and are authorized to take managerial decisions which impact the Company’s future development and commercial targets.

When identifying persons with managerial responsibilities, duties of these persons in the Company and the content of the information accessed by them are taken into account. Accordingly, Board Members, General Manager, Assistant General Manager, managers of the Finance and Financial Affairs are identified as persons with managerial responsibilities and have regular access to insider information.

Accordingly, managers and employees that do not have information that may affect the value of the capital market instrument and investment decisions of the investors, in other words that have information on only a part of the Company and have restricted information on the whole Company are not considered as a person who has managerial responsibilities and access to insider information.

8. Principles related to forward-looking statements

Evaluations that include forward-looking plans and projections or give opinion on the future activities and financial standing and performance of the Company that constitute insider information may be disclosed to the public in compliance with the requirements of the capital market legislation. In the event forward-looking statements are disclosed to the public, relevant assumptions and historical facts that those assumptions are based on are also disclosed. In the event it is later understood that the forward-looking statements will not occur to a material extent, such statements will be revised.

Forward-looking statements are based on reasonable assumptions and projections. In case of any deviation due to unforeseeable risks and developments, which lead the actual results to materially differ from those previously disclosed to the public, such differences are announced to the public together with their reasons.

Chairman of the Board of Directors and the General Manager are authorized to disclose forward-looking statements of the Company.

Forward-looking statements may be disclosed through material disclosures, media outlets, press meetings, press releases, national and international conferences or meetings or other communication channels, in compliance with the requirements of the capital markets legislation.

9. Corporate Website (www.biotrendenerji.com.tr)

The Company uses the Corporate Website actively as stipulated in the CMB Corporate Governance Principles in order to be in continuous communication with shareholders and to have efficient and effective relations with them.

The information on this website are updated continuously under the responsibility of the investors relations department. The information included in the Corporate Website are the same with disclosures made in compliance with the applicable legislation, and do not have any conflicting or incomplete information.

In addition to information that has to be disclosed according to the applicable legislation, the Corporate Website of the Company includes trade registry details, current structure of shareholding and management, final version of the articles of association of the Company, material disclosures, financial statements, annual reports, agenda of General Assembly meetings, lists of attendees and minutes of meetings, proxy voting forms, profit distribution policy, remuneration policy, policy on donations and aids and information policy. Accordingly, the Corporate Website of the Company will contain information for minimum for the last five years.

ANNEX/4 REMUNERATION POLICY

BİOTREND 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 legislations and Articles of Association of the Company, taking into account the long-term objectives of the Company.

The Company complies with the Capital Markets Law No. 6362 ("CML"), Turkish Commercial Code No. 6102 ("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 Capital Markets Board ("CMB") as amended 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).

2. 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).

3. 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 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.

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 thresholds 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 a regular practice for paying bonuses to senior managers.

ANNEX/5 CHARITABLE DONATIONS AND SPONSORSHIP POLICY

Charitable Donations and Sponsorship Policy

1. Introduction

Integrity is a core value of Biotrend, central to its culture and crucial to its success. When conducting business, Biotrend Employees are expected to act ethically and comply with all anti-bribery and anti-corruption laws, which can apply to activities anywhere in the world. Biotrend Employees engaging in corruption exposes Biotrend and relevant Biotrend Employees to serious legal consequences, including heavy fines and damage to Biotrend's reputation.

Thus, Biotrend drafted this Charitable Donations and Sponsorship Policy ("**Policy**") to provide a framework to the charitable donations to be made and sponsorships to be provided to third parties by Biotrend. Through this Policy, Biotrend wishes to ensure that all Biotrend Employees comply with all applicable anti-corruption and charitable donation regulations and other applicable regulations.

Biotrend complies with the Capital Markets Law, Turkish Commercial Code, Turkish energy regulations and other applicable legislation and regulations concerning donations and sponsorship. Biotrend pays utmost care to maintain compliance with Corporate Governance Principles included in the Corporate Governance Communiqué issued by the Capital Markets Board as amended from time to time.

This Policy is developed in compliance with the Capital Markets Board's Corporate Governance Communiqué II.17.1 and Dividend Communiqué II-19.1 and announced to everyone on Biotrend's website (www.biotrendenerji.com.tr).

The board of directors of Biotrend ("**Board**") and the Compliance Director is under an obligation to supervise the efficient implementation of this Policy.

2. Definitions

"Biotrend" means Biotrend Çevre ve Enerji Yatırımları Anonim Şirketi.

"Biotrend Employees" means any director, officer, employee, agent or representative of Biotrend.

"Board" means the board of directors of Biotrend.

"Capital Markets Law" means Capital Markets Law No. 6362.

"Compliance Director" means Biotrend's senior employee who ensures Biotrend complies with all applicable legal and regulatory requirements and internal policies.

"Finance Department" means the Biotrend's finance department.

"HR Department" means the Biotrend's human resources department.

"Internal Audit Department" means the Biotrend's internal audit department.

“Legal Department” means the Biotrend's legal department.

“Policy” means the Biotrend Charitable Donations and Sponsorship Policy.

“Political Parties Code” means Political Parties Code No. 2820.

“Private Individuals” means any person other than a "Public Official" (as defined below in this Policy) with whom Biotrend Employees are dealing with in any matter in relation to Biotrend's business.

“Politically Exposed Person or PEP” an individual who is or has been entrusted with a prominent function for example Public Officials, senior politicians, senior government, judicial or military officials, senior executives of state owned corporations, important political party officials. Under this Policy, family members and close associates of PEP are also considered PEP, regardless of their identity.

“Public Official(s)” means any person who participates in the conduct of public activities by way of appointment, election or otherwise, for a continuous, limited or temporary period of time, including employees of publicly owned companies, regardless of their nationality and country where they participate in the conduct of public activities. Under this Policy, representatives of (i) professional organizations with the character of a public institution; (ii) companies incorporated through the participation of governmental institutions and organizations or through professional organizations with the character of a public institution; (iii) foundations that operate under the supervision of the same; (iv) associations that work for the benefit of the public; (v) cooperatives; (vi) public companies and (vii) family members and close associates of Public Officials are also considered public officials, regardless of their identity.

“Turkish Commercial Code” means Turkish Commercial Code No. 6102.

“Turkish Criminal Code” means Turkish Criminal Code No. 5237.

3. Who needs to comply with this Policy?

This Policy applies to all Biotrend Employees regardless of their position. Under this Policy, referrals to Biotrend Employees are also applicable to Biotrend's subsidiaries' employees.

4. Special attention to anti-corruption regulations

Biotrend adopts a zero-tolerance towards bribery, corruption, using donations and sponsorship as a subterfuge for bribery and any breach of the applicable provisions of Turkish law and any other applicable legislation.

Biotrend is subject to the legal requirements of the Republic of Turkey and may be subject to the legal requirements of the jurisdictions where its investors and shareholders operate. Among these requirements are laws and regulations relating to corruption and bribery, such as the Turkish Criminal Code, and donations, such as the Political Parties Code and many others. These statutes prohibit a wide range of conduct in relation to business with Private Individuals and Public Officials.

Because of Biotrend's current business activities, Biotrend is deemed subject to the Turkish Criminal Code under all circumstances and may also be subject to the UK Bribery Act 2010 and the US Foreign Corrupt Practices Act when the circumstances suffice. Therefore, all Biotrend Employees are required to consult all donation and sponsorship related issues with the Compliance Director in accordance with the Section 12 of this Policy and they should not act on their own discretion.

Therefore, it is vital and a condition of employment at Biotrend that Biotrend's Employees understand and comply with this Policy.

Biotrend will investigate any allegation indicating a violation of the applicable anti-corruption and charitable donation laws and take appropriate disciplinary measures accordingly.

5. Priority between the Policy and Legislation

Biotrend Employees are expected to act in accordance with the applicable laws. In case of a discrepancy (or a difference of interpretation) between the provisions of this Policy and the applicable laws, the applicable laws will always prevail.

6. General principles related to charitable donations and sponsorships

Donations and sponsorships are charitable contributions made to the individuals or institutions in accordance with Section 8 which no return or benefit is required by or provided to Biotrend.

Charitable contributions and sponsorships must not be used as a subterfuge for bribery and corruption.

All charitable donation on behalf of Biotrend must be made in accordance with this Policy.

All charitable contributions and sponsorships should be transparent and made in accordance with the applicable laws including but not limited to the Turkish Criminal Code, Turkish Commercial Code, Capital Markets Board's Corporate Governance Communiqué II.17.1, Dividend Communiqué II-19.1.

All charitable contributions and sponsorships should comply with the Capital Markets Board's regulations regarding the prohibition of income shifting and Corporate Governance Communiqué II.17.1 Annex-1 Corporate Governance Principles.

All donations and sponsorships should be provided in accordance with Biotrend's vision, missions, and policies, including this Policy and Biotrend's ethical values and principles. The purpose of all Biotrend sponsorships must be to promote Biotrend's business, products, services, or brand and not to directly or indirectly benefit any individual. Each donation should focus on helping an area such as arts and culture, educations and development of children, environment, healthcare, and relief, or any other area that Biotrend deems appropriate as enumerated under Annex-3 "Charitable Donations Form."

All donations and sponsorships should be provided, considering Biotrend's annual budget appropriations. Biotrend may provide in-kind or monetary charitable donations and sponsorships considering these budget appropriations.

7. General guidelines regarding charitable donations and sponsorships

Biotrend's charitable donations and sponsorship must benefit society and not benefit any specific individuals or be contrary to any social norms.

The following rules should be followed in all charitable donations and sponsorships, whether proactive or reactive.

- Biotrend must keep all the charitable donations and sponsorship on its financial books and records as per the applicable laws.
- Each written charitable donation and sponsorship request should be submitted to the Compliance Director. The Compliance Director collects all written requests and makes an initial assessment to determine whether the relevant requests comply with the principle stated in this Policy. Then, the Compliance Director presents the written requests complying with the guidelines stated in this Policy to the Legal Department and the Finance Department. Upon receiving an approval from the Legal Department and the Finance Department, the Compliance Director presents the written requests complying with the guidelines stated in this Policy to the Board for their review and approval together with the findings of the due diligence mentioned in this Policy. The Board has the authority to approve all donation and sponsorship requests. No charitable donation or sponsorship can be provided without the Board's approval.
- Biotrend, where possible, will obtain a written agreement with the recipient regarding a charitable donation or sponsorship.
- If a charitable donation is made in-kind, whenever legally possible, Biotrend will ensure that the recipient registers the in-kind donation in its inventory. Biotrend may request a letter confirming the donation is registered in its inventory from the recipient. The Finance Department will follow up the process.
- The recipient of a charitable donation or sponsorship should sign the undertaking attached in Annex-2 stating that charitable donation or sponsorship provided by Biotrend will not be used for illegal purposes and will only be used for the purposes disclosed to Biotrend in the charitable donation and sponsorship agreement.
- Biotrend should only make charitable donations and provide sponsorships within the limits set under Section 8.
- Biotrend should disclose the charitable donations and sponsorship to the relevant public authorities, if and when necessary.
- Biotrend is expected to treat all non-governmental organizations equally.
- Biotrend does not support organizations that discriminate on age, race, color, sex, religion, disability, or sexual orientation.
- Biotrend must not provide charitable donations or sponsorships through any third parties.
- Donations and sponsorship payments shall be made against receipt.

8. Prohibited charitable donations and sponsorships

Needless to say, any and all donations or sponsorships violating the applicable legislation(s) are prohibited. This is the general and absolute framework from which no deviation can be made. Some of the concrete examples of this general framework are listed below for guidance purposes:

- Donation and sponsorship by, or on behalf of, Biotrend to an individual politician, holder of a governmental office or political party are prohibited. In other words, Biotrend cannot provide any donations or sponsorships to any Public Officials or Politically Exposed Persons. Biotrend can only provide donations to third parties when doing so creates public benefit.
- Donations made to obtain any benefit or facilitate any action are also prohibited.
- Biotrend cannot provide any donations or sponsorships to any public institution where the relevant public institutions offer something in return to Biotrend or facilitates Biotrend's business activity.
- Biotrend must not provide charitable donations or sponsorship exceeding the limits stipulated under Article 19 of the Biotrend's Articles of Association. According to Article 19 of the Biotrend's Articles of Association, the upper limit of donations to be made by Biotrend is determined by Biotrend's General Assembly. The total amount of donations provided in a year cannot exceed TL 2,000,000, and the donations are added to the distributable profit base. The Capital Markets Board has the authority to impose an upper limit on the amount of donations to be made. Donations may not be provided in violation of Capital Markets Board's income shifting regulations and other applicable legislation.
- Biotrend cannot provide charitable donations and sponsorships that deviate from the principle of protection of the rights of shareholders. Additionally, Biotrend cannot provide charitable donations and sponsorships to (i) Biotrend employees or their first-degree relatives and (ii) companies, institutions or organizations that Biotrend employees or their first-degree relatives directly or indirectly control, have influence over their decision making processes or hold the majority of the shares.

9. Information sharing

Biotrend shall disclose the charitable donations and sponsorships, in line with the regulations of the Capital Markets Board regarding material disclosures.

Information related to all donations and sponsorships provided to third parties must be presented to the shareholders as a separate item during the ordinary General Assembly. This information must include the amounts of the provided charitable donations and sponsorship and the details/identities of the recipients and their beneficiaries.

10. Political Contribution

No political tendency

Biotrend does not support or lean toward any political view or political party. Biotrend does not take any action with any political motive.

Biotrend Employees must act under this non-political stance in every platform in which they represent Biotrend. Accordingly, Biotrend Employees must avoid statements and behaviors that express their personal political views in the workplace.

No political contributions

Biotrend Employees must acknowledge that demonstrations, creating propaganda, or similar activities related to the abovementioned matters are not allowed within Biotrend or in circumstances where Biotrend Employees are acting or identified as staff of the company. Biotrend Employees shall not allocate Biotrend's assets for such purposes.

Biotrend, Biotrend Employees and business partners acting on behalf of Biotrend should not make direct or indirect contributions to political parties, party officials, Politically Exposed Persons, candidates, organizations, or individuals engaged in politics as a subterfuge for bribery.

However, Biotrend Employees can –at their personal decision– donate to political parties independently from Biotrend's activities, as long as there is no direct or indirect involvement of Biotrend's benefits or its works. All political contributions must be transparent and made only under the applicable laws, including but not limited to the Political Parties Code.

If there is any suspicion of improper political contributions by any Biotrend Employees by using Biotrend's assets or made as a subterfuge for bribery, this should be directly reported to the Compliance Director.

11. Improper payments and internal investigations

Any improper payment related to charitable donations and sponsorships must be reported to the Compliance Director or hotline (etik@biotrendenerji.com.tr). Those who fail to report improper donations or sponsorship may face disciplinary measures, including termination of employment.

The Compliance Director will immediately initiate an internal investigation in case of a suspicion of an improper payment under this Policy. Under the leadership of the Compliance Director, the Legal Department, the HR Department, the Internal Audit Department and the Finance Department carry out the investigation.

Under the leadership of the Compliance Director, the Legal Department, the HR Department, the Internal Audit Department and the Finance Department will confidentially examine the situation and take the appropriate corrective measures after determining whether this Policy or applicable laws were violated. Any individual involved in an investigation related to this Policy has to cooperate by accurately and honestly answering all the questions and keeping all related discussions and information confidential.

Biotrend protects its employees who express their concerns honestly. However, deliberately making a false accusation, refraining from telling the truth to the investigators, interfering with an investigation related to this Policy, or refusing to cooperate are considered breaches of this Policy.

Those who violate this Policy may face disciplinary sanctions as explained under Biotrend's disciplinary policies up to the termination of their employment agreement.

Biotrend Employee can address their questions or concerns regarding this Policy directly to the Compliance Director. The Compliance Director will carefully listen and pay the utmost attention to them.

12. Procedure to Handle Donations and Sponsorships Requests

All charitable donation and sponsorship requests should be made in writing by using the forms under Annex-3 or Annex-4. The forms under Annex-3 and Annex-4 can be submitted in writing via e-mail or hard copy

The relevant department receiving the charitable donation and sponsorship requests should coordinate filling out the form attached in Annex-3 (Charitable Donation Request Form) and Annex-4 (Event Sponsorships Request Form).

All recipients should be subject to reasonable third-party due diligence. No donation or sponsorship can be provided without carrying out a reasonable third party due diligence by the Compliance Director beforehand. If a red flag is spotted during the third party due diligence, donation or sponsorship cannot be provided unless the relevant risk is mitigated.

13. Adoption and amendments

This Policy has been developed by the Board in compliance with the Capital Markets Board's Corporate Governance Communiqué II.17.1 Annex-1 Corporate Governance Principles. The Board submitted this Policy for the approval of the shareholders as a separate item in the agenda of the general assembly meeting of Biotrend.

The Board is authorized and responsible for monitoring, supervising, developing and updating the Policy.

Amendments to this Policy are first approved by the Board. Following the approval of the Board, the amendments are announced to the public in line with requirements for material disclosures, and submitted for the approval of the shareholders at the general assembly meeting, and published on the Biotrend's website (www.biotrendenerji.com.tr).

The general assembly may determine the upper limit of the donations to be made each year at the general assembly meeting.

14. Undertaking for Biotrend Employees

All Biotrend Employees are required to sign the statement attached in Annex-1 in which they undertake to comply with this Policy.

Annex-1:

Undertaking to Comply with Biotrend Charitable Donations and Sponsorship Policy

I, as an employee of Biotrend Çevre ve Enerji Yatırımları Anonim Şirketi ("**Biotrend**"), read and understood the attached Biotrend Charitable Donations and Sponsorship Policy ("**Policy**") together with its annexes. I hereby undertake that I will comply with this Policy together with its amendments which may be made from time to time and immediately report any unethical behavior or breaches to the board of directors of Biotrend or Compliance Director.

I accept that any failure to comply with these rules is subject to applicable disciplinary actions up to unilateral termination of my employment agreement by Biotrend with just cause.

[*date*]

[*name of the employee*]

[*Employee's signature*]

Annex-2:

Undertaking to Comply with Biotrend Charitable Donations and Sponsorship Policy

As the recipient of a donation/sponsorship from Biotrend Çevre ve Enerji Yatırımları Anonim Şirketi ("**Biotrend**"), **[name or title of the recipient]** undertake (i) not to use the sponsorship or donation provided by Biotrend for illegal or unethical purposes, (ii) to comply with the Biotrend Charitable Donations and Sponsorship Policy and (iii) only to use for the purposes disclosed to Biotrend in the Donation/Sponsorship Agreement (or in any other written communication in the absence of an agreement).

[name or title of the recipient] undertake to keep the record of the donation/sponsorship from Biotrend and allow Biotrend to review these records for a period of five years starting from the date of the provision of the donation/sponsorship.

[date]

[name/title of the recipient]

[Recipient's or its representative's signature]

Annex-3:

BIOTREND - Charitable Donation Request Form

Name of Organization	:	
Name of Contact	:	
Title	:	
Physical Address	:	
City	:	
Postal Code	:	
Direct Phone #	:	
Fax # (optional)	:	
Email	:	
Web Site (optional)	:	
Date of Event: (mm-dd-yyyy)	:	
Deadline to participate: (mm-dd-yyyy)	:	
Deadline to receive donation item: (mm-dd-yyyy)	:	
Cash contribution	:	TRY_____ Amount Requested
Check the area of emphasis for requested support	:	<input type="checkbox"/> Arts & Culture <input type="checkbox"/> Education & Development of Children <input type="checkbox"/> The Environment <input type="checkbox"/> Healthcare & Relief <input type="checkbox"/> Name of specific project or program: _____

**Brief description :
of specific
project or
program**

**Is this :
organization
partnering with
any other
non-profit
groups?**

If so, how? :

**Who will benefit :
from this project
or program?**

**Have this :
organization
lined up
additional
sponsors? If so,
which ones?**

Annex-4:

BIOTREND - Event Sponsorships Request Form

Outline the proposed acknowledgement of Biotrend's participation. (You may attach a list of sponsor benefits, which might include recognition in print materials, signage, etc.)

Indicate any materials needed from Biotrend for sponsor recognition (optional) : Program ad
Due date _____
Specifications (exact size, file format, color or b&w, etc.)
Logo
Due date _____
Specifications (exact size, file format, color or b&w, etc.)

Has Biotrend supported this organization in the past? : ☐yes ☐no

If yes, please describe the past support :

Indicate any TRY amount needed from Biotrend for sponsor recognition (optional) : TRY Amount needed:
Due date _____