

**BİOTREND ÇEVRE VE ENERJİ YATIRIMLARI ANONİM ŞİRKETİ**

**INVITATION TO THE ORDINARY GENERAL ASSEMBLY MEETING FOR THE YEAR 2022**

**BY THE BOARD OF DIRECTORS**

To discuss and resolve the following agenda, the Ordinary General Assembly will be convened on Friday April 14, 2023, at 10:30 a.m. at Kavacık Mahallesi, Ertürk Sokak, No: 3/1, İç Kapı No:1, Beykoz, İstanbul.

The Board of Directors Annual Report for the 2022 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, İstanbul, 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 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 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](http://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 (21.03.2023)

Shareholder	Share amount (TRY)	Share Percentage (%)	Voting Rights (TRY)	Voting Right Percentage (%)
Doğanlar Yatırım Holding A.Ş.	272.440.421,13	54,49%	272.440.421,13	54,49%
European Bank For Reconstruction And Development	29.574.693,04	5,91%	29.574.693,04	5,91%
Hedef Portföy Kuzey Hisse Senedi Serbest (TL) Fon (Hisse Senedi Yoğun Fon)	25.000.000,00	5,00%	25.000.000,00	5,00%
Other Shareholders	172.984.885,83	34,60%	172.984.885,83	34,60%
<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:

Information on the candidates for the Board of Directors to be elected to replace the members of the Board of Directors whose terms of office have expired, and the candidates for the Independent Board Members are given in the " Agenda of the General Assembly, and Statements Regarding the Agenda" section.

**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.

## **AGENDA OF THE GENERAL ASSEMBLY, AND STATEMENTS 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 2022 operating period,**

The General Assembly will be informed on the Board of Directors' Annual Report for the 2022 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 2022 operating period,**

The General Assembly will be informed on the Independent Auditor's Report for the 2022 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 2022 operating period,**

The General Assembly will be informed on the Financial Statements for the 2022 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 2022,**

Release of the members of the Board of Directors on an individual basis for their activities, transactions and accounts for 2022 will be submitted to the approval of the General Assembly.

**6. Discussing, and making a resolution on, the proposal of the Board of Directors regarding the profit/loss for 2022,**

In our consolidated balance sheet for the accounting period 01.01.2022 - 31.12.2022, prepared in accordance with the Turkish Accounting Standards (TAS) promulgated by the Public Oversight Accounting Standards Authority ("POA") in accordance with the provisions of the Communiqué on Principles Regarding International Financial Reporting within the framework of the provisions of the Capital Markets Board's Communiqué Serial II, No. 14.1 on Principles Regarding Financial Reporting in Capital Markets, and audited by RSM Turkey Arkan Ergin Uluslararası Bağımsız Denetim A. Ş., the profit for the period attributable to equity holders of the parent company amounts to TRY 310,735,003. Our legal entries prepared in accordance with the provisions of the Tax Procedure Law related to unconsolidated tax record a net loss for the period in the amount of TRY 34.155.906 and a net loss of TRY 64.691.101 for the previous year. It has been unanimously decided to propose to the ordinary general assembly not to distribute profits by deducting the profit for the year 2022 from the previous period's losses, in line our financial statements prepared in accordance with the provisions of the Tax Procedure Law.

The table on dividend distribution is attached as **ANNEX-1**.

**7. Informing the General Assembly on related party transactions performed in 2022,**

The General Assembly will be informed on the related party transactions realized in 2022 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. 17) and other legislation and regulations regarding the performance of related party transactions.

**8. Submission of the changes made in Board of Directors Membership during the year for approval of the General Assembly pursuant to Article 363 of the Turkish Commercial Code,**

For the vacancy in the board due to resignation of Board member Mustafa Ergi, the Board of Directors decided to appoint Elif Ateş Özpak to replace Mustafa Ergi as per its resolution dated September 20, 2022.

The replacement board member will be submitted to the approval of the General Assembly pursuant to Article 363 of the TCC.

**9. Election of the members of the Board of Directors and determination of their terms of office and the attendance fees payable to members,**

Mr. İlhan Doğan, Mr. Murat Doğan, Mr. Osman Nuri Vardı, Mr. Salih Tuncer Mutlucan, Mr. Oğün Doğan and Mr. Doruk Doğan are nominated as members for the Board of Directors, and Ms. K. Banu Ejder Özcan, Ms. Hanife Öztürk Akkartal and Ms. Elif Ateş Özpak are nominated as members for the Independent Board of Directors.

An application was placed with the CMB on March 17, 2023 to obtain assent for the nomination of Ms. K. Banu Ejder Özcan, Ms. Hanife Öztürk Akkartal and Ms. Elif Ateş Özpak as members of the Independent Board of Directors, and the opinion of the CMB is pending as of the date of this

Information Document. Our shareholders will be further informed as soon as the CMB delivers its opinion to our Company by the date of Ordinary General Assembly Meeting.

The resumes of the nominees and the declarations of independence by members of the Independent Board of Directors are included in **ANNEX-2**.

At the 2022 General Assembly meeting, election for the members of the Board of Directors whose terms of office have expired and determination of their terms of office will be submitted to the approval of our shareholders.

The attendance fees payable to members of the Board of Directors during the 2023 operating period will be set in compliance with the provisions of the TCC, the relevant legislation and the Company's Remuneration Policy.

**10. Informing the shareholders on payments made as part of "Remuneration Policy" for the members of the Board of Directors and senior executives in accordance with the Corporate Governance Principles,**

The General Assembly will be informed on the payments made to the members of the Board of Directors and senior executives in the 2022 operating period in line with our Company's Remuneration Policy **ANNEX-3**.

**11. Submission of the independent audit firm appointed by the Board of Directors for 2023 upon proposal by the Audit Committee, for the approval of the General Assembly,**

In accordance with the TCC and Capital Markets Board legislation, the audit firm to be designated by the Board of Directors upon the proposal of the Audit Committee as the independent auditor of our Company to carry out the auditing activities stipulated under the legislation, including auditing of the financial reports for the 2023 operating period, will be submitted to the approval of the Shareholders.

**12. 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 No. II-22.1 on Buy-Back Shares and the announcement made on February 14, 2023, the General Assembly will be informed on the share buy-back transactions initiated by our company upon resolution of the Board of Directors dated February 14, 2023.

**13. 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 2022.

**14. Informing the General Assembly about the guarantees, pledges and mortgages given by the Company in favour of third parties in 2022 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 2022. This issue has been addressed in Footnote 16 of our financial statements as at December 31, 2022.

**15. Informing the shareholders about the donations and aids made by the Company to foundations and associations for social relief purposes in 2022 and setting an upper limit for donations to be made in 2023 in accordance with the Capital Markets Board regulations,**

Pursuant to the Capital Markets Board's Communiqué No. II-171.1 on Corporate Governance, the General Assembly will be informed on the donations and aids made by the Company for social relief purposes in 2022. Our Company has made a donation amounting to TRY 15,000 in 2022.

Pursuant to Article 19/(5) of the Capital Markets Law, the limit of donations to be made by the Company in 2022 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 2,000,000.00, 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."

**16. 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 2022 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 2022 within the scope of the aforementioned articles.

**17. Wishes and adjournment.**

**ANNEX:**

**ANNEX/1** The Board Proposal for the 2022 Dividend Distribution and the Proposed Dividend Distribution Table,

**ANNEX/2** Board of Directors CV's and Declaration of Independence

**ANNEX/3** Remuneration Policy



**ANNEX/1 The Board Proposal for the 2022 Dividend Distribution and the Proposed Dividend Distribution Table,**

<b>BİOTREND ÇEVRE VE ENERJİ YATIRIMLARI ANONİM ŞİRKETİ</b>			
<b>Period Dividend Payment Table (TL)</b>			
<b>1.Paid-In / Issued Capital</b>			<b>500.000.000</b>
<b>2. Total Legal Reserves (According to Legal Records)</b>			<b>0</b>
<b>Information concerning preferred shares, if, as per the company Articles of Association, there are any privileges for preferred shares in distribution of dividend</b>			<b>No</b>
		<b>Based on CMB Regulations</b>	<b>Based on Legal Records</b>
<b>3.</b>	<b>Current Period Profit</b>	197,155,909	34,155,906
<b>4.</b>	<b>Taxes Payable (-)</b>	114,138,536	-
<b>5.</b>	<b>Net Current Period Profit</b>	310,735,003	34,155,906
<b>6.</b>	<b>Losses in Previous Years (-)</b>	-	(44,740,408)
<b>7</b>	<b>Primary Legal Reserve (-)</b>	-	-
<b>8.</b>	<b>NET DISTRIBUTABLE CURRENT PERIOD PROFIT</b>	-	-
<b>9.</b>	<b>Donations Made During The Year (+)</b>	-	-
<b>10.</b>	<b>Donation-Added Net Distributable Current Period Profit on which First Dividend Is Calculated</b>	-	-
<b>11.</b>	<b>First Dividend to Shareholders</b>	-	-
	<b>- Cash</b>	-	-
	<b>- Stock</b>	-	-
	<b>- Total</b>	-	-
<b>12.</b>	<b>Dividend Distributed to Owners of Privileged Shares</b>	-	-
<b>13.</b>	<b>Other Dividend Distributed</b>		
	<b>- To the Members of the Board of Directors,</b>		
	<b>- To the Employees,</b>		
	<b>- To Non-Shareholders</b>	-	-
<b>14.</b>	<b>Dividend to Owners of Redeemed Shares</b>	-	-
<b>15.</b>	<b>Second Dividend to Shareholders</b>	-	-
<b>16.</b>	<b>Secondary Legal Reserves</b>	-	-
<b>17.</b>	<b>Statutory Reserves</b>	-	-
<b>18.</b>	<b>Special Reserves</b>	-	-
<b>19.</b>	<b>EXTRAORDINARY RESERVES</b>	-	-
<b>20.</b>	<b>Other Distributable Resources</b>	-	-

**DIVIDEND PAYMENT RATES TABLE**

	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
	<b>TOTAL</b>				

## **ANNEX/2 Board of Directors CV's and Declaration of Independence**

### **İLHAN DOĞAN (Board Member Nominee)**

Born in the Biga district of Çanakkale in 1969, İlhan Doğan completed his primary and secondary education in Biga. After founding Dođ-Taş Dođanlar Mobilya İmalat Sanayi ve Ticaret A.Ş. with his brothers in 1987, he entered the industry with his furniture and decoration manufacturing plants opened in 1988. He is currently the Chairman of the Board of Directors in charge of the Energy Group at the Dođanlar Holding, and the deputy chairman of Çanakkale Chamber of Commerce and Industry. İlhan Doğan is also a member of the Çanakkale Businessmen Association. İlhan Doğan is married and has a child.

### **MURAT DOĞAN (Board Member Nominee)**

Born in the Biga district of Çanakkale in 1971, Murat Doğan completed his primary and secondary education in Biga. After founding Dođ-Taş Dođanlar Mobilya İmalat Sanayi ve Ticaret A.Ş. with his brothers in 1987, he joined the industry with the furniture and decoration manufacturing plants in 1988. Murat Doğan is the Deputy Chairman of the Energy Group at Dođanlar Holding. Doğan is married and has a child.

### **OSMAN NURİ VARDI (Board Member Nominee)**

Osman Nuri Vardı was born in Malatya in 1977. After completing his bachelor's degree, he started working as a lecturer at the Eastern Mediterranean University in 2000. After serving in the private sector abroad and in the public sector for a while, he entered the renewable energy sector in 2011 by founding the company Karya Power Systems, Energy & Engineering, which generates power from renewable energy sources. He personally served at many positions, both in the execution and managing departments, at the renewable energy companies he founded. He is currently the Vice Chairman and CEO of Biotrend Çevre ve Enerji Yatırımları A.Ş. Osman Nuri Vardı, who is fluent in English and has intermediate knowledge of German, is married and has 2 children.

### **SALİH TUNCER MUTLUCAN (Board Member Nominee)**

Born in Istanbul in 1968, Tuncer Mutlucan obtained his high school diploma from Lycée de Galatasaray and has a degree in Civil Engineering from Bođaziçi University. Fluent in English and French, Mutlucan attended the Construction Management Master program at Istanbul Technical University and started his career in banking in 1992. He was the head of the Luxembourg Branch of Garanti Bank between 1995- 2006, and the Managing Director of Akbank NV Netherlands between 2006-2010. Between 2010 -2015, he served as CEO of Ak Financial Leasing. Mutlucan has also sat at the Board of the Association of Financial Institutions. Mutlucan was a member of the Board of various organizations at Çalık Holding between 2015-2018, and sat at the Boards of Güven Health Group, Active Shipping, and Umur Printing Group between 2018-2019. Mutlucan is an Independent Board Member at Astor Enerji A.Ş., Board Member in charge of Strategy and Business Development at Dođanlar Holding, and Board Member at Dođanlar Furniture Group. He is also a member of the Chamber of Civil Engineers and Istanbul Rotary Club.

### **OGÜN DOĞAN (Board Member Nominee)**

Born in 1988 in Biga, Çanakkale, Ogün Doğan completed his primary education at Sakarya Elementary School and his high school education at Mehmet Akif Ersoy High School. After obtaining a degree from the Department of Interior Architecture, Yeditepe University, he completed his master's degree in finance in London. Ogün Doğan started his career in 2014, working as Business Development Specialist at Dođanlar Yatırım Holding for a year. Ogün Doğan is a member of the Dođanlar Holding Executive Board, as well as a Board Member of the Young Business People Association of Turkey (TÜGİAD) and a member of the Turkish Investor Relations Association (TÜYİD). Ogün Doğan is married and has 2 children.

### **DORUK DOĞAN (Board Member Nominee)**

Born in the Bandırma district of Balıkesir in 1994, Doruk Doğan completed his secondary education and high school at FMV Özel Işık Okulu in Istanbul. Having received his bachelor's degree from the Faculty of

Business Administration, Koç University, Doruk Doğan became a board member of Biotrend Çevre ve Enerji Yatırımları A.Ş. in 2018. Doruk Doğan is also a member of the Doğanlar Holding Executive Board in charge of Business Development.

**K. BANU EJDER ÖZCAN (Independent Board Member Nominee)**

K. Banu Ejder Özcan was born in 1963. After studying business administration at LMU Munich University, she embarked upon her career in the credit department of BNP-AK-DRESDNER BANK AS in 1987. She worked as a financial analyst in 1987-1990, and as marketing manager in 1990-1996. In 1996, she established Istanbul representative office of Demir-Halk Bank NV and served as the General Manager of Demir Halk Bank NV in Germany from 1997 to 2001, opening 7 branches in Germany, based in Düsseldorf. In 2001, she was appointed as General Manager to establish the Dutch branch of Akbank NV. In 2018-2019, she served as a member of the Supervisory Board of Akbank AG Germany. In 2012, she merged Akbank NV with Akbank AG in Germany, becoming Chairperson & CEO of Akbank AG. She stayed in her position as Chairman & CEO of Akbank AG until 28.12.2020. She was appointed as a member of the Supervisory Board of Akbank AG to serve until March 12, 2021.

In 2014, on the recommendation of the German Ministry of Finance, she was appointed as the first woman to the advisory board of Deutsche Bundesbank. In the same year, she was appointed by the Mayor of Frankfurt as the International Trade Ambassador of Frankfurt with the task of developing trade relations in Frankfurt and promoting the city. She served as a member of the Board of Directors of the Association of Foreign Banks in Germany until December 2020 and as the General Manager of First Commercial Bank Ltd. Taiwan, Frankfurt/Germany as of January 2022. Banu Ejder Özcan is married and a German citizen. She speaks fluent German and English.

**PROF. DR. HANİFE ÖZTÜRK AKKARTAL (Independent Board Member Nominee)**

Hanife Öztürk Akkartal was born in Biga in 1964. She obtained her law degree from Dokuz Eylül University in 1985 and started working as a research assistant at the Department of Commercial Law. After completing her MA and PhD at the Ankara University Institute of Social Sciences, she embarked on academic studies in Germany as DAAD (Deutscher Akademischer Austauschdienst) scholar between 1989- 1991 and Alexander von Humboldt scholar in 2005-2006. A lecturer at Department of Commercial Law at the Istanbul Kültür University Law School, Akkartal is a registered lawyer at the Istanbul and Cologne Bar Associations and serves as an arbitrator and expert in national and international disputes.

**ELİF ATEŞ ÖZPAK (Independent Board Member Nominee)**

After graduating from Istanbul University Faculty of Law in 1992, Elif Ateş Özpak became a partner in Pekin & Pekin Law Firm in 1994. Özpak completed the Program of Instruction for Lawyers (PIL) at Harvard Law School in 2000 and served as Turkcell's corporate legal counsel between 2001 and 2005. She became a shareholder partner at Taboğlu, Ateş, Demirhan Law Firm between 2004-2008. She currently serves as the General Manager at Kybele Consulting Limited UK. Özpak has been an independent board member of Unico Sigorta (2019), independent board member of Boyner Group (2012-2017), board member of Kuzeykaya Elektrik Üretim A.Ş. (2014-2016), board member of Doğa Çevre Teknolojileri A.Ş. (2014-2016), independent board member of Kredix (fin-tech) (2014- 2016), and board member of Ray Sigorta (2008). Elif Ateş Özpak is a Non-Executive Board Member at Atlanta Sanad, an Independent Board Member at Akis GYO, a Non-Executive Board Member at Akfen Yenilenebilir Enerji, and an Independent Board Member at Arzum.

## ANNEX/2 Board of Directors CV's and Declaration of Independence

### DECLARATIONS OF INDEPENDENCE

I acknowledge and declare that I am a candidate to serve as an "independent member" at the Board of Directors of Biotrend Çevre ve Enerji Yatırımları Anonim Şirketi (Company) within the framework of the criteria specified in the legislation, the articles of association, and the Corporate Governance Communiqué No. II-17.1, Annex Article 4.3.6 published by the Capital Markets Board if a positive opinion is given by the CMB for the criterion of "being a resident in Turkey according to the Income Tax Law", and within this scope:

a) Within the last five years, no executive employment relation that would give important duties and responsibilities has been established between myself, my spouse, my second degree relatives by blood or by marriage and the Company and the subsidiaries of the Company, and shareholders who control the management of the Company or who have significant influence at the Company and juridical persons controlled by these shareholders; and I neither possess more than 5% of any and all capital or voting rights or privileged shares nor do I have significant commercial relations,

b) In the last five years, I did not serve as a partner (with a stake of 5% and above), a manager with major duties and responsibilities, or a board member, particularly in the audit (including tax audit, statutory audit, internal audit), rating, and consultancy functions, at any company with which the company has traded significant amounts of products or services, in periods when such products and services were sold or purchased in line with business agreements,

c) I have the professional education, knowledge, and experience to perform the duties to be assumed as a result of becoming an independent member of the Board of Directors.

d) In accordance with the legislations, I have not worked fulltime in public institutions and organizations (except working as an academician at the university) after being elected as a member,

e) I have strong ethical standards, professional reputation, and experience to make a positive contribution to the operations of the Company, to keep my impartiality in conflicts of interest to arise between the Company and shareholders, and to make decisions freely by taking into account the rights of stakeholders,

f) I will be able to spare the sufficient time for the business of the Company to an extent that will help me pursue the activities of the Company and fulfill the requirements of my tasks and duties,

g) I have not been a member of the Board of Directors of the Company for more than six years in total within the last decade,

h) I do not serve as an independent board member in more than three of the companies where the company or its ultimate controlling partners have managerial control, nor in more than five companies traded in the stock exchange,

i) I am not registered and announced on behalf of the juridical person elected as member of the Board of Directors.

I hereby declare the above-mentioned matters.



**Kamile Banu Ejder Özcan**

## DECLARATIONS OF INDEPENDENCE

I acknowledge and declare that I am a candidate to serve as an "Independent member" at the Board of Directors of Biotrend Çevre ve Enerji Yatırımları Anonim Şirketi (Company) within the framework of the criteria specified in the legislation, the articles of association and the Corporate Governance Communiqué No. II-17.1, Annex Article 4.3.6 published by the Capital Markets Board, and within this scope:

a) Within the last five years, no executive employment relation that would give important duties and responsibilities has been established between myself, my spouse, my second degree relatives by blood or by marriage and the Company and the subsidiaries of the Company, and shareholders who control the management of the Company or who have significant influence at the Company and juridical persons controlled by these shareholders; and I neither possess more than 5% of any and all capital or voting rights or privileged shares nor do I have significant commercial relations,

b) In the last five years, I did not serve as a partner (with a stake of 5% and above), a manager with major duties and responsibilities, or a board member, particularly in the audit (including tax audit, statutory audit, internal audit), rating, and consultancy functions, at any company with which the company has traded significant amounts of products or services, in periods when such products and services were sold or purchased in line with business agreements,

c) I have the professional education, knowledge, and experience to perform the duties to be assumed as a result of becoming an Independent member of the Board of Directors.

d) In accordance with the legislations, I have not worked fulltime in public institutions and organizations (except working as an academician at the university) after being elected as a member,

e) I am considered a resident in Turkey according to Income Tax Law, dated 31/12/1960 and numbered 193,

f) I have strong ethical standards, professional reputation, and experience to make a positive contribution to the operations of the Company, to keep my impartiality in conflicts of interest to arise between the Company and shareholders, and to make decisions freely by taking into account the rights of stakeholders,

g) I will be able to spare the sufficient time for the business of the Company to an extent that will help me pursue the activities of the Company and fulfill the requirements of my tasks and duties,

h) I have not been a member of the Board of Directors of the Company for more than six years in total within the last decade,

i) I did not serve as an Independent board member in more than three of the companies where the company or its ultimate controlling partners have managerial control, nor in more than five companies traded in the stock exchange,

j) I have not been registered and announced on behalf of the juridical person elected as member of the Board of Directors.

I hereby declare the above-mentioned matters.



**Hanife Öztürk Akkartal**

## DECLARATIONS OF INDEPENDENCE

I acknowledge and declare that I am a candidate to serve as an "Independent member" at the Board of Directors of Biotrend Çevre ve Enerji Yatırımları Anonim Şirketi (Company) within the framework of the criteria specified in the legislation, the articles of association and the Corporate Governance Communiqué No. II-17.1, Annex Article 4.3.6 published by the Capital Markets Board, and within this scope:

a) Within the last five years, no executive employment relation that would give important duties and responsibilities has been established between myself, my spouse, my second degree relatives by blood or by marriage and the Company and the subsidiaries of the Company, and shareholders who control the management of the Company or who have significant influence at the Company and juridical persons controlled by these shareholders; and I neither possess more than 5% of any and all capital or voting rights or privileged shares nor do I have significant commercial relations,

b) In the last five years, I did not serve as a partner (with a stake of 5% and above), a manager with major duties and responsibilities, or a board member, particularly in the audit (including tax audit, statutory audit, internal audit), rating, and consultancy functions, at any company with which the company has traded significant amounts of products or services, in periods when such products and services were sold or purchased in line with business agreements,

c) I have the professional education, knowledge, and experience to perform the duties to be assumed as a result of becoming an independent member of the Board of Directors.

d) In accordance with the legislations, I have not worked fulltime in public institutions and organizations (except working as an academician at the university) after being elected as a member,

e) I have strong ethical standards, professional reputation, and experience to make a positive contribution to the operations of the Company, to keep my impartiality in conflicts of interest to arise between the Company and shareholders, and to make decisions freely by taking into account the rights of stakeholders,

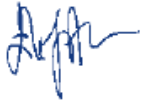
f) I will be able to spare the sufficient time for the business of the Company to an extent that will help me pursue the activities of the Company and fulfill the requirements of my tasks and duties,

g) I have not been a member of the Board of Directors of the Company for more than six years in total within the last decade,

h) I do not serve as an independent board member in more than three of the companies where the company or its ultimate controlling partners have managerial control, nor in more than five companies traded in the stock exchange,

i) I am not registered and announced on behalf of the juridical person elected as member of the Board of Directors.

I hereby declare the above-mentioned matters.



**Elif Ateş Özpak**

## **ANNEX/3 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 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](http://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](http://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.