



## ***Corporate Governance Compliance Rating Report***



***Biotrend Çevre ve Enerji Yatırımları A.Ş.***

15 April 2024

Validity Period : 15.04.2024-15.04.2025

## LIMITATIONS

This Corporate Governance Rating Report, issued by Kobirate Uluslararası Kredi Derecelendirme ve Kurumsal Yönetim Hizmetleri A.Ş. for Biotrend Çevre ve Enerji Yatırımları A.Ş.

has been prepared by considering Communiqué Amending the "Corporate Governance Communiqué (II-17,1) (II-17,1.a)" published in the Official Gazette No. 31262 on October 02, 2020 by the Board, as well as regulations regarding the voluntary sustainability principles compliance framework and the board decisions taken at the CMB's board meeting dated 01.02.2013 and numbered 4/105 in addition to the criteria specified in the "Corporate Governance Communiqué No. II-17.1" of the Capital Markets Board published in the Official Gazette dated January 03, 2014, and numbered 28871

The criteria established for the companies whose shares are traded at BIST are organized separately as First Group, Second Group and Third Group companies and investment partnerships, taking into consideration the group distinctions stated by CMB's Corporate Governance Principles in Item 2 - Article 5 of communiqué no II-17.1, published in the Official Gazette on 03.01.2014.

The Corporate Governance Compliance Rating Report issued by Kobirate Uluslararası Kredi Derecelendirme ve Kurumsal Yönetim Hizmetleri A.Ş. is based on 106 copies of documents, data and files transmitted by the concerned firm electronically, including data open to public and examinations made by our rating experts on site.

Kobirate Uluslararası Kredi Derecelendirme ve Kurumsal Yönetim Hizmetleri A.Ş. has formulated its Ethical Rules according to the Banking Act, the CMB and BRSA Directives on the Operations of Rating Companies, generally accepted ethical rules of the IOSCO and OECD including generally accepted ethical customs, which is shared with the public through its Internet website ([www.kobirate.com.tr](http://www.kobirate.com.tr)).

Although the rating is an assessment based on numerous data, it is consequently the institutional opinion of Kobirate Uluslararası Kredi Derecelendirme ve Kurumsal Yönetim Hizmetleri A.Ş. formed according to the methodology disclosed.

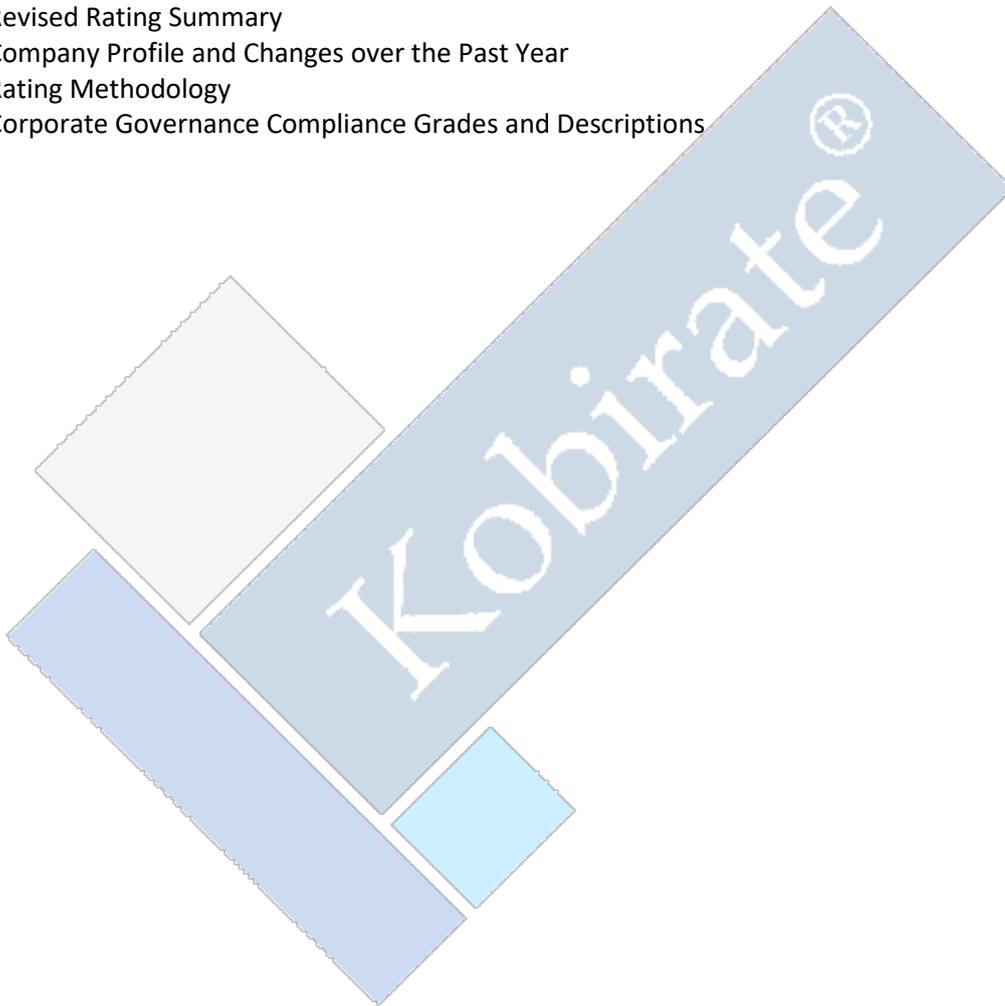
The rating grade does not constitute a recommendation to purchase, to hold or to dispose of any kind of borrowing instrument. KOBİRATE A.Ş. may not be held liable for any losses incurred or investments made to the company referring to this report.

© All rights in this report belong to Kobirate Uluslararası Kredi Derecelendirme ve Kurumsal Yönetim Hizmetleri A.Ş. This report cannot be printed in writing and electronically reproduced and distributed without our permission.

## TABLE OF CONTENTS

---

1.	Rating Result	3
2.	Revised Rating Summary	5
3.	Company Profile and Changes over the Past Year	12
4.	Rating Methodology	19
5.	Corporate Governance Compliance Grades and Descriptions	21





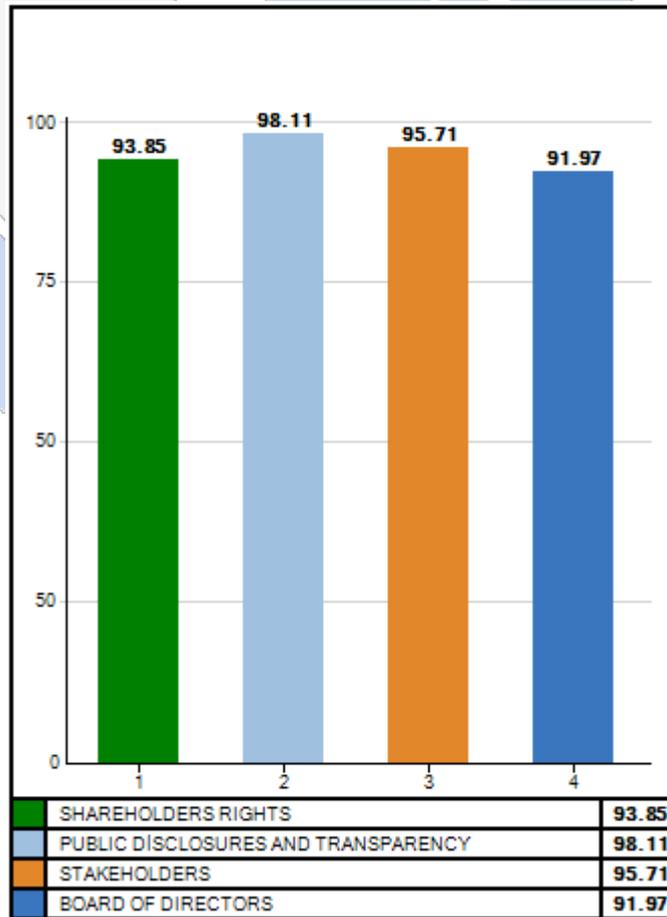
## BİOTREND ÇEVRE VE ENERJİ YATIRIMLARI A.Ş.

### 1. RATING RESULT

BIST FIRST GROUP COMPANY

CMB CORPORATE GOVERNANCE  
PRINCIPLES COMPLIANCE GRADE

9.45





**Kobirate A.Ş. Contact:**

**Rating Expert:**

Serap ÇEMBERTAŞ (License Number: 700342)

(216) 3305620 Pbx

[serapcembertas@kobirate.com.tr](mailto:serapcembertas@kobirate.com.tr)

[www.kobirate.com.tr](http://www.kobirate.com.tr)

Hasanpaşa Mahallesi Ali Ruhi Sokak No:2 Kat:2 Daire:2 34722 Kadıköy İstanbul

**Corporate Governance Rating Committee**

Burhan TAŞTAN

(License Number: 700545)

Can TEKİN

(License Number: 700573)

Nermin Z. UYAR

(License Number: 702999)

## 2. REVISED RATING SUMMARY

This report of rating of compliance of Biotrend Çevre ve Enerji Yatırımları A.Ş. with the Corporate Governance Principles is concluded through onsite examinations of the documents conducted in company headquarters and examinations of information open to the public, interviews held with executives and persons involved, and of other examinations and observations. The study has been held in accordance with the Corporate Governance Compliance Rating Methodology developed by Kobirate Uluslararası Kredi Derecelendirme ve Kurumsal Yönetim Hizmetleri A.Ş. In the methodology and rating process, in addition to the Capital Markets Board's Corporate Governance Communiqué No. II-17.1, the Communiqué Amending the "Corporate Governance Communiqué (II-17.1) (II-17.1.a)" published by the Board has been considered in addition to the regulations regarding the voluntary sustainability principles compliance framework and the board decisions taken at the CMB's board meeting dated 01.02.2013 and numbered 4/105.

According to the decision of the Capital Markets Board dated 25.01.2024 and numbered 6/121, Biotrend Enerji, is in the BIST 1st Group Companies list. The company has been evaluated through examination of 456 criteria described in Kobirate Uluslararası Kredi Derecelendirme ve Kurumsal Yönetim Hizmetleri A.Ş.'s methodology of "BIST 1st Group Companies". At the end of the examination of criteria under the main headings of Shareholders, Public Disclosure and Transparency, the Stakeholders and the Board of Directors, the Corporate Governance Compliance Rating Grade of the company has been revised to 9.45.

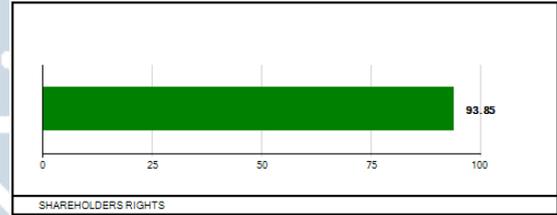
This result shows that Biotrend Enerji has achieved very high compliance with the Corporate Governance Principles issued by the Capital Market Board. Potential risks that the company may be exposed to are identified and can be managed. The level of public

disclosure and transparency is high. The rights of the shareholders and stakeholders are treated fairly. The composition and operational conditions of the Board highly comply with the Corporate Governance Principles.

When the activities of the company for the last one year are examined, it is seen that it has been strengthening and maintaining its compliance with Corporate Governance Principles.

In conclusion, this rating indicates that Biotrend Çevre ve Enerji Yatırımları A.Ş highly deserves to be included in the BIST Corporate Governance Index.

▪ In the Shareholders section, the rating of Biotrend Enerji has been revised to 93.85.



The reasons for the increase in the grade of the company in this main section are:

- Updating the Working Procedure of the Investor Relations Unit,
- Disclosure of the questions asked, and the answers given at the General Assembly to the public on the corporate website of the company.

During the review period, it was observed that the company continues its activities in the field of informing the shareholders and exercising their fundamental shareholder rights with the same sensitivity and efficiency.

Biotrend Investor Relations Department receives services from Doğanlar Holding, and its Investor Relations Director reports to Doğanlar Holding's CEO.

Investor Relations Director Ms. Gzde IVICI was appointed to this position on 20.10.2021 and was also appointed as a Member of the Corporate Governance Committee on the same date. This appointment was announced on the Public Disclosure Platform on the same day.

Ms. Őeyma İnayet UYGUR (Investor Relations Manager) and Mr. Grkem ZKAYA (Assistant Investor Relations Specialist) also work in the department, and there are three personnel in total. Both aforementioned employees own Capital Market Activities Level 3 and Corporate Governance Rating Specialist Licenses.

The job description of the Investor Relations Directorate has been made, and the Investor Relations Working Procedure has been updated for 2024.

Investors Relations Directorate reports regularly to the Board of Directors and Corporate Governance Committee about its activities and performance of shares. It was determined that the department made presentations to the Board under the title "Investor Relations Agenda" at the board meetings held every month in 2023.

Shareholders' right to obtain information and to examine is not canceled or restricted by the Articles of Association or any department of the company.

The company carries out its disclosures to the shareholders and the public in accordance with the "Disclosure Policy". The said policy is published on the corporate website of the company.

The General Assembly meeting to discuss the operations of 2022 took place on 14.04.2023. The invitation to the general assembly meeting was published on the Public Disclosure Platform (PDP) and the Central Registry Agency e-general assembly system (EGAS) on 21.03.2023 and in the Turkish Trade Registry Gazette (TTRG) dated 22.03.2023 and numbered 10795. The

meeting invitation was made at least 3 (three) weeks before the meeting date as stipulated by the principles.

The general assembly information document provides detailed information on the distribution of company shares, the voting rights granted by the shares and the privileges regarding voting. In addition, whether the shareholders have a request to add an item to the agenda and the information that is required to be announced to the shareholders and the public in the corporate governance principles are also included.

Executives and auditors who are authorized to brief participants on special subjects and answer their questions have attended the meeting. Mr. Salih Tuncer MUTLUCAN (Member of the Board of Directors), Mr. zgr Umut EROĐLU (CEO), Mr. Mehmet Ali NALACIOĐLU (Deputy General Manager), Mr. Burak POLAT (CFO - Resigned on 23.01.2024.-), Ms. Gzde IVICI (Investor Relations Director-General Secretary), Ms. Aysun VARDAN (Investor Relations Manager) and Mr. Akın AKI (Legal Advisor) and a representative of the independent audit company conducting the external audit of the company attended the meeting.

Net profit for the 2022 year was 34,155,906 TL according to the financial statements prepared in accordance with the TPL and 310,735,003 TL according to the consolidated financial statements prepared within the framework of the CMB legislation. The way the profit is used is explained in the "ii. Dividend Distribution" section of our report.

The profit distribution proposal and profit distribution table of the Board of Directors and the general assembly invitation were published on the Public Disclosure Platform in accordance with the dates specified in the principles.

In accordance with the decision of the Capital Markets Board dated 28.12.2023 and

numbered 81/1820 published in the bulletin numbered 2023/81, it has been decided;

- That issuers and capital market institutions subject to financial reporting regulations that apply the Turkish Accounting/Financial Reporting Standards will start applying the provisions of TMS 29, implementing inflation accounting from the annual financial reports for the accounting periods ending on 31.12.2023.

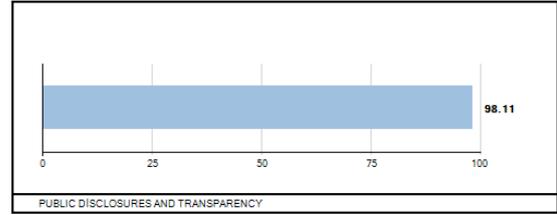
- To add an extra 10 weeks to the notification periods specified in II-14.1 "Principles on Financial Reporting in Capital Markets" and II.14.2 "Principles on Financial Reporting for Investment Funds" for the annual financial reports where TMS 29 is applied for the first time.

For this reason, as of the report date, the company's 2023 financial reports have not yet been disclosed to the public and the ordinary general assembly meeting to discuss the 2023 activities has not been held.

However, since the term of office of the board members will end on 14.04.2024, it has been decided to hold an extraordinary general assembly to elect only the board members. The invitation to the Extraordinary General Assembly was disclosed to the public with the material disclosure dated 11.03.2024 and published in the Turkish Trade Registry Gazette (TTSG) dated 14.03.2024 and numbered 11043, and the meeting was held on 05.04.2024.

An application was made to the Capital Markets Board on 11.03.2024 regarding the Independent Board Member Candidates, and the Board notified the company of its assent on 25.03.2024.

▪ In the Public Disclosure and Transparency section, the company's rating was confirmed as **98.11**.



It has been determined that Biotrend Enerji's works on public disclosure and transparency are in compliance with legal regulations and corporate governance principles. Annual reports are rich in content and contain sufficient information about the activities.

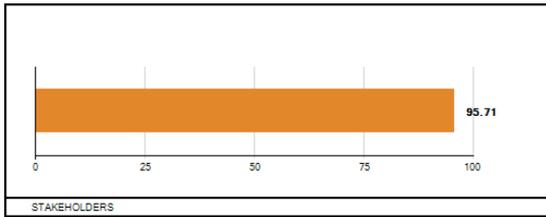
The corporate website (<https://www.biotrendenerji.com.tr>) is updated regularly, and the website is being used as an active and effective platform for disclosure to the public. Information and documents that the public, investors, and other stakeholders want to access are published retrospectively on the company's corporate website, and it has been observed that this information is consistent with the statements made in accordance with the relevant legislation. The corporate website is designed as a convenient, easily accessible structure.

The officials in the company who are charged with disclosures and have the authority for signature are Mr. Ogün DOĞAN (Member of the Board of Directors), Ms. Güzde ÇİVİCİ (Investor Relations Director-General Secretary), Ms. Aysun VARDAN (Investor Relations Manager) and Mr. Şeyma İnyet UYGUR (Investor Relations Manager). The named persons have been assigned to maintain and monitor all kinds of issues related to public disclosure.

The independent external audit of the company for 2022 was carried out by RSM Turkey Arkan Ergin Uluslararası Bağımsız Denetim A.Ş. (Member of RSM International). There are no cases where the independent audit avoided expressing opinion, expressed opinion with conditions, or avoided signature in the reports. During the meeting with the company officials, it was learned that there was no development that would harm the independence of the independent audit firm

and its auditors and that there was no legal dispute. The same institution was elected as the independent auditor with the recommendation of the audit committee and the approval of the general assembly for the independent external audit of the accounts and transactions of the 2023 operating year within the framework of the Capital Markets legislation, the Turkish Commercial Code, and the relevant legislation.

▪ In the Stakeholders section, the company's rating has been revised to **95.71**.



During the reviewing period,

- Focusing on sustainability and creating a road map for 2024,
  - Having determined ethical codes and created the "Ethics Management" procedure,
- have been seen as the justification for the grade increase in this heading.

It is concluded that Biotrend Enerji protects stakeholders' rights, which are specified in regulations and mutual contracts. The impression is that if there is a lack of regulation, the company respects stakeholders' rights within goodwill rules and the company's reputation. It has been observed that many internal regulations were prepared to this end.

The Compensation Policy for employees has been prepared and disclosed to the public via the corporate website.

Recruitment, wage, health, leave rights, promotions, appointments, discipline, dismissal, death, resignation, and retirement procedures have been determined and it is thought that these procedures are adhered to in practice. Both during the development of the policies and in practice, we got the

impression that equal opportunity is given to individuals under equal conditions.

It has been determined that the company runs training programs to increase the knowledge, talents, and experience of its employees and that it has prepared training policies.

Satisfaction surveys were conducted for company employees 2 (twice) in 2023.

Ethical Rules and Working Principles have been determined and are updated when necessary. On the other hand, the policies concerning the shareholders and all stakeholders are disclosed to the public on the corporate website of the company.

As of 31.12.2023, Biotrend Enerji has employed 829 employees, including 195 white-collar and 634 blue-collar workers. The company is not a party to any collective bargaining agreement.

Biotrend Energy considers corporate social responsibility as a whole of concepts such as social responsibility, corporate social responsibility, employee satisfaction, and responsible corporateness. The company evaluates and executes the projects it develops accordingly and implements projects that will benefit society. The company also continues to embrace cultural values, culture, arts, and sports under the umbrella of corporate sponsorships. In 2023, Biotrend continued its Violence Awareness Training for Women, Hayat Ağacı (Tree of Life) Library and Library for Village Schools projects. Information about the company's contributions to the social development and welfare of society can be found in the annual reports and on the corporate website.

### ***Sustainability;***

#### ***Sustainability Approach***

While Biotrend shapes its activities with a focus on sustainable development, green and circular transformation in a way that provides solutions to the three urgent problems

defined by the United Nations: Climate Change, Pollution and Biodiversity Loss, it aims to increase its positive impact with its work in the social field.

As such, the company became a signatory to the United Nations Global Compact in August 2021.

In 2022, it reached a participatory position by sharing its concrete works on behalf of 10 principles covering Human Rights, Labor Standards, Environment and Fight Against Corruption in the Progress Report.

In addition, it became a signatory to the United Nations Women's Empowerment Principles in line with the Biotrend Social Inclusion and Gender Equality Action Plan, which was prepared for the first time in 2022. Again, in 2022, it answered the Carbon Disclosure Project (CDP) question set for the first time.

### Sustainability Strategy

While creating its sustainability strategy, the company aims to align with the 2030 and 2050 targets in line with the green, circular, and digital transformation requirements in accordance with the United Nations 2030 Sustainable Development (SDG), the Paris Agreement and the European Green Agreement, which are the triggers of economic and social transformation in the world.

The company has gathered its sustainability strategy under 5 main headings:

#### 1. Accelerating the Circular Economy:

Biotrend aims to bring waste back to the economy with its existing projects and investments and to produce high-value-added products from waste.

#### 2. Reducing Greenhouse Gas Emissions:

Biotrend aims to work towards national and international climate targets by including all its projects in carbon credit certificate programs to prevent greenhouse gas

emissions with the effective management of municipal, agricultural and forestry wastes and biomass energy activities within the scope of integrated waste management activities.

#### 3. Facilitating the Transition to a Low-Carbon Economy with Innovation:

Biotrend aims to be the locomotive of the low-carbon economy by expanding its portfolio of circular and sustainable raw materials, bioelectricity, bioheat and sustainable fuels with innovative technology investments and business models.

#### 4. Protecting Biodiversity:

Biotrend aims to implement biodiversity programs to be carried out jointly with universities and non-governmental organizations, covering all its facilities, in order to regularly control the impact on biodiversity, which is one of the most important environmental impact indicators.

#### 5. Respect for Human Beings:

Biotrend is committed to doing business with the principles of inclusiveness, equality, and diversity, and zero tolerance for occupational and environmental accidents, covering all its stakeholders throughout the value chain.

The company established the Sustainability Office in April 2022. The best waste, water, energy, and resource management was aimed at environmental sustainability management, and an operational and technology-oriented continuous improvement structure was established in this framework. It has determined social performance indicators based on "Talent Management and Employee Welfare" and "Local Socioeconomic Development" focused on internal and external stakeholders in the social field.

On the other hand, the established "Sustainability Committee" continues its work. The committee is responsible for creating a sustainability strategy, setting short-, medium-, and long-term goals,

establishing a sustainability governance structure, and reviewing, evaluating, improving, and monitoring environmental and social indicators. It also informs the Board of directors about the sustainability strategy and makes recommendations to the Board. The committee held 5 (five) meetings in 2023 and 1 (one) meeting as of March 2024.

Biotrend applied to the Capital Markets Board for the issuance of the "Sustainable Lease Certificate" prepared in accordance with its sustainability approach, and the request was approved on 25.04.2023. Within the given approval, a Sustainable Lease Certificate issuance has been made to be sold to qualified investors, consisting of 60,000,000 TL due on 27.07.2023, 40,000,000 TL due on 06.09.2023, and a total nominal amount of 100,000,000 TL. The return payment and redemption of the said lease certificates were completed on the specified dates. Biotrend has declared that it aims to use the funds from exports focused on sustainable development in line with its sustainability strategy and the country's Eleventh Development Plan.

Biotrend Enerji discloses to the public the information requested and the declaration of compliance within the scope of the voluntary sustainability principles compliance framework with the Communiqué on Amendments to the Corporate Governance Communiqué (II-17.1). Detailed information on the sustainability activities of the company can be found both in the annual reports and on the corporate website.

The company is not included in the BIST Sustainability Index.

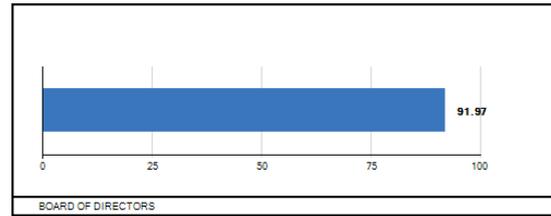
#### *Sustainability Policies and Procedures;*

The company has determined and certified sustainability policies on Quality, Environment, Occupational Health and Safety, and Information Security.

All of Biotrend Enerji's head office and power plants have the following certificates:

- ISO 9001:2015 Quality Management System
- ISO 14001:2015 Environmental Management System
- ISO 45001:2018 Occupational Health and Safety Management System
- ISO/IEC 27001:2013 Information Security Management System

▪ In the Board of Directors section, the rating of Biotrend Enerji was revised to **91.97**.



The reason for the increase in the score under this main heading is that the company's "Board of Directors Working Procedure" has been updated.

In the meetings with the company officials and the examinations made on the Board of Directors' Decision Book, it has been determined that the Board continues its activities actively, effectively, and regularly. It is thought that the Board of Directors internalizes corporate governance principles and has an approach open to improvement and development.

The Board of Directors has described the corporate strategic objectives and determined necessary human and financial resources. The duties of the chairman of the Board of directors and general manager are carried out by different persons, and the authorities of each are defined. The Board of Directors, consisting of 9 (nine) members, consists of 4 (four) executive and 5 (five) non-executive members. 3 (three) of the non-executive members have the status of independent member.

3 (three) female members were appointed to the Board of Directors. This structure fully meets the criteria set by the CMB, which is

the number of female members on the Board of directors.

The Audit, the Corporate Governance, and the Early Detection of Risk Committees, which are stated in the Principles, have been established. Separate Nomination and Remuneration Committees haven't been established because of the Board's structure. These duties are carried out by the Corporate Governance Committee as well.

On the other hand, the Sustainability Committee has been established to oversee the company's sustainability strategies and policies.

The duties, working principles and the members of the committees have been determined by the Board of Directors, approved as written documents, announced to the public and published on the corporate website of the company.

The structure of the committees aligns with the principles. In accordance with the communiqué numbered II.17.1, the Investor Relations Director was appointed as a member of the Corporate Governance Committee. Within the committee structures, the company general manager/chief executive officer was not given any duties.

Independent members of the Board of Directors are elected to serve for 1 (one) year. When the method followed in the election process of these members is examined;

- The Nomination Committee prepares an evaluation report on the independence of the candidate for the election of independent members and submits it to the Board of directors,

- The Board of directors elects independent members within the framework of the nomination committee's report,

- The report prepared regarding the determined candidate is sent to the Capital Markets Board together with the candidate's resume, declarations of independence and the resolutions of the Board of Directors.

The Board of Directors held 13 (thirteen) meetings in 2023 and made 27 (twenty-seven) decisions. The secretarial function of the Board is carried out by Ms. Güzde ÇİVİCİ (Secretary General – Investor Relations Director).

- The Audit Committee held 6 (six) meetings in 2023. During the same period, the committee submitted a specified number of reports about its work to the Board of directors.

- The Corporate Governance Committee convened 9 (nine) times in 2023. During the same period, the committee submitted a specified number of reports about its work to the Board of directors.

- The Early Detection of Risk Committee held 6 (six) meetings in 2023. They submitted reports to the Board of Directors about their work 6 (six) times in the aforementioned period.

The secretarial function of the committees is carried out by Güzde ÇİVİCİ (Investor Relations Director-General Secretary).

In the examinations made on the documents, it was observed that the meeting records of both the Board and the Committees were kept regularly.

The damages that may have been caused to the company by the faults of the members of the Board of Directors during their duties were insured, but no PDP statement was made on the subject.

Remuneration Principles for the Members of the Board of Directors and Senior Executives have been determined and disclosed to the public on the company's corporate website.

Fees and benefits given to the Board of directors and directors with administrative responsibilities are not disclosed in the annual report on an individual basis.

Although the Board of Directors evaluates performance through a survey method, there is no practice of rewarding or dismissing Members based on these evaluations.

### 3. COMPANY PROFILE AND CHANGES OVER THE PAST YEAR

#### A. Company Profile



<b>Company Name</b>	: Biotrend Çevre ve Enerji Yatırımları A.Ş.
<b>Company Address</b>	: Kavacık Mah. Ertürk Sk. No: 3/1 İç Kapı No: 1 Beykoz/İstanbul
<b>Company Phone</b>	: 0 (216) 680 0000
<b>Company Fax Number</b>	: 0 (216) 680 0070
<b>Company's Web Address</b>	: <a href="http://www.biotrendenerji.com.tr">www.biotrendenerji.com.tr</a>
<b>Email</b>	: <a href="mailto:yatirimci.iliskileri@biotrendenerji.com.tr">yatirimci.iliskileri@biotrendenerji.com.tr</a>
<b>Date of Incorporation</b>	: 02/05/2017
<b>Registered Number</b>	: 291405-5
<b>Paid-in Capital</b>	: 500,000,000 TL
<b>Line of Business</b>	: Energy production from biomass resources, operation of solid waste storage areas, leachate treatment plant, biological treatment (compost, biomethanization) plant, installation and operation of LFG Energy production plants, engineering, contracting and consultancy services in these areas.
<b>Company's Sector</b>	: Electricity, Gas and Water / Electricity, Gas and Steam

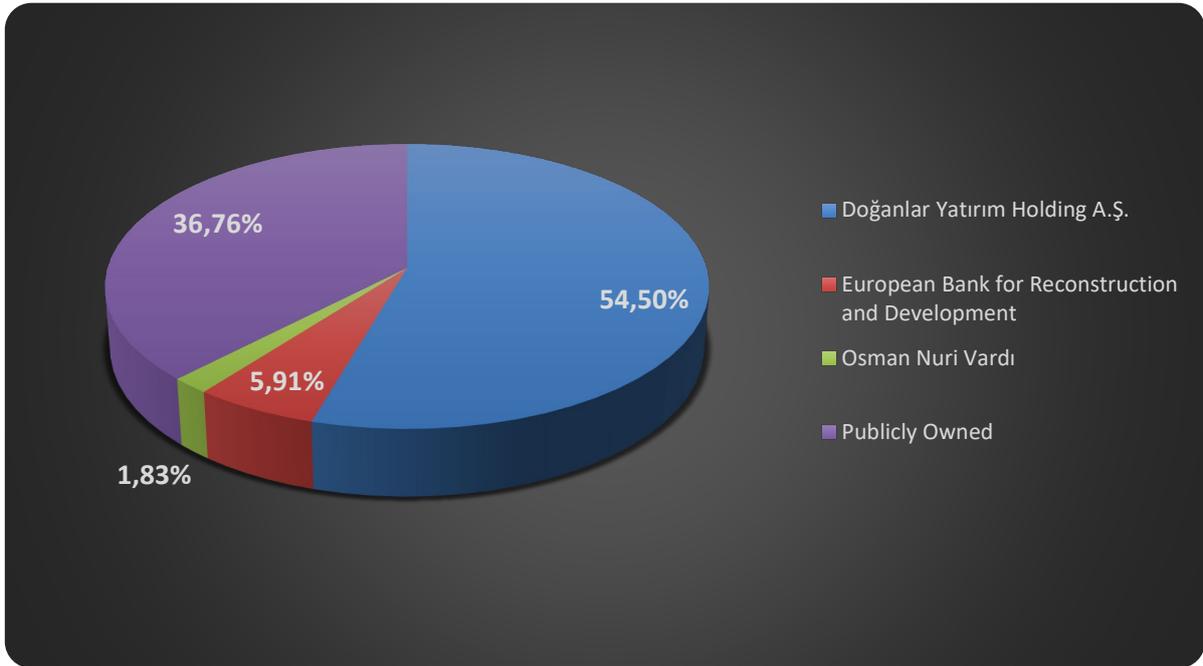
**Company's Representative in Charge of Rating:**

**Gözde ÇİVİCİ**  
**Investor Relations Director & General Secretary**

[yatirimci.iliskileri@biotrendenerji.com.tr](mailto:yatirimci.iliskileri@biotrendenerji.com.tr)

0 (216) 693 0380

**Shareholder Structure (as of the date of this report)**



Shareholder Name	Share(TL)	Share(%)
Doğanlar Yatırım Holding A.Ş	272,490,421.13	54.50
European Bank for Reconstruction and Development	29,574,693.04	5.91
Osman Nuri Vardı	9,146,025	1.83
Publicly Owned	188,788,860.83	37.76
<b>Total</b>	<b>500,000,000</b>	<b>100.00</b>

Source: [www.biotrendenerji.com.tr](http://www.biotrendenerji.com.tr)

**Real and Legal Persons Owning the Capital Indirectly as of the Latest Situation**

**Doğanlar Yatırım Holding A.Ş Quality of Shareholder Structure**

Shareholder Name	Share(TL)	Share(%)
Davut DOĞAN	83,500,000	16.67
Adnan DOĞAN	83,500,000	16.67
Şadan DOĞAN	83,500,000	16.67
İsmail DOĞAN	83,500,000	16.67
İlhan DOĞAN	83,500,000	16.67
Murat DOĞAN	83,500,000	16.67
<b>TOTAL</b>	<b>501,000,000</b>	<b>100.00</b>

Source: [www.biotrendenerji.com.tr](http://www.biotrendenerji.com.tr)

**Board of Directors (as of 04.04.2024)**

Name/ Surname	Title	Executive/ Non - Executive
İlhan DOĞAN	Chairman	Executive
Murat DOĞAN	Deputy Chairman	Executive
Osman Nuri VARDI	Deputy Chairman	Executive
Ogün DOĞAN	Member of Board of Directors	Non - Executive
Doruk DOĞAN	Member of Board of Directors	Executive
Salih Tuncer MUTLUCAN	Member of Board of Directors	Non - Executive
Hanife ÖZTÜRK AKKARTAL	Independent Member of Board of Directors	Non - Executive
K. Banu EJDER ÖZCAN	Independent Member of Board of Directors	Non - Executive
Elif ATEŞ ÖZPAK	Independent Member of Board of Directors	Non - Executive

Source: [www.biotrendenerji.com.tr](http://www.biotrendenerji.com.tr)

**Top Management of the Company**

Name / Surname	Duty
Özgür Umut EROĞLU	General Manager - CEO
Hasan Hakan EMEK	Deputy General Manager (COO)
Mehmet Ali NALÇACIOĞLU	Deputy General Manager (CGO)
Burak YURTSEVER	Deputy General Manager (CFO)
Zeynep YILDIZ	Human Resources Director
Aynur OKTAY	Director of Risk and Compliance
Kürşat TOPAKTAŞ	IT Director
Gözde ÇİVİCİ	Investor Relations Director / General Secretary
Ünsal SAVAŞ	Director of Investment and Incentive Practices
Atn. Akın AKI	Legal Counsel

Source: [www.biotrendenerji.com.tr](http://www.biotrendenerji.com.tr)

**Committees Formed Within Board of Directors (As of 04.04.2024)**

<b>THE AUDIT COMMITTEE</b>	
Elif ATEŞ ÖZPAK	Independent Member of Board of Directors (Chairman)
Hanife ÖZTÜRK AKKARTAL	Independent Member of Board of Directors (Member)
K. Banu EJDER ÖZCAN	Independent Member of Board of Directors (Member)

<b>CORPORATE GOVERNANCE COMMITTEE</b>	
K. Banu EJDER ÖZCAN	Independent Member of Board of Directors (Chairman)
Hanife ÖZTÜRK AKKARTAL	Independent Member of Board of Directors (Member)
Salih Tuncer MUTLUCAN	Member of Board of Directors (Member)
Gözde ÇİVİCİ	Investor Relations Director

<b>EARLY DETECTION OF RISK COMMITTEE</b>	
Hanife ÖZTÜRK AKKARTAL	Independent Member of Board of Directors (Chairman)
Elif ATEŞ ÖZPAK	Independent Member of Board of Directors (Member)

<b>SUSTAINABILITY COMMITTEE</b>	
Elif ATEŞ ÖZPAK	Independent Member of Board of Directors (Chairman)
Mert KARAOSMANOĞLU	Member-Vice President (Sustainability Manager)
Mehmet Ali NALÇACIOĞLU	Member (Deputy General Manager CGO)
Aynur OKTAY	Member (Director of Risk and Compliance)
Gözde ÇİVİCİ	Member (Investor Relations Director/General Secretary)
Zeynep YILDIZ	Member (HR Director)

<b>INVESTOR RELATIONS</b>	<b>TITLE</b>	<b>CONTACT</b>
Gözde ÇİVİCİ	Investor Relations Director	0 (216) 693 0380 <a href="mailto:yatirimci.iliskileri@biotrendenerji.com.tr">yatirimci.iliskileri@biotrendenerji.com.tr</a>
Şeyma İnyet UYGUR	Investor Relations Manager	0 (216) 693 0380 <a href="mailto:yatirimci.iliskileri@biotrendenerji.com.tr">yatirimci.iliskileri@biotrendenerji.com.tr</a>
Görkem ÖZKAYA	Investor Relations Assistant Specialist	0 (216)693 0380 <a href="mailto:yatirimci.iliskileri@biotrendenerji.com.tr">yatirimci.iliskileri@biotrendenerji.com.tr</a>

**Balance-Sheet Comparison of Company's Certain Selected Items for yearends of last two years (TL)**

	<b>2021/12</b>	<b>2022/12</b>	<b>2023/09</b>	<b>Change % (2021-2022)</b>
Current Assets	682,926,209	1,167,832,477	1,136,976,423	71
Fixed Assets	1,149,121,842	2,039,886,044	2,958,208,005	77.5
Total Assets	1,832,048,051	3,207,718,521	4,095,184,428	75
Short-Term Liabilities	473,782,767	1,218,537,821	1,284,156,261	157.2
Long-Term Liabilities	799,595,374	1,281,447,158	2,229,312,297	60.3
Total Liabilities	1,273,378,141	2,499,984,979	3,513,468,558	96.3
Paid-in capital	500,000,000	500,000,000	500,000,000	-
Equity	558,669,910	707,733,542	581,715,870	26.7

Source: Biotrend Çevre ve Enerji Yatırımları A.Ş. Period 01.01.2022-31.12.2022 and 01.01.2023-30.09.2023 Consolidated Financial Statements Independent Audit Report

**Income Comparison of Company's Certain Selected Items for yearends of last two years (TL)**

	<b>2021/12</b>	<b>2022/12</b>	<b>2023/09</b>	<b>Change % (2021-2022)</b>
Revenue	427,703,847	1,230,870,619	1,274,510,920	187.8
Cost Of Sales	(304,367,466)	(804,995,236)	(984,877,338)	164.5
Main Operational Profit / Loss	50,883,322	371,354,360	253,037,879	630
Operational Profit or Loss Before Tax	23,422,187	197,155,909	222,042,402	742
Period Profit / Loss	3,995,099	311,294,445	353,869,767	7,692

Source: Biotrend Çevre ve Enerji Yatırımları A.Ş. Period 01.01.2022-31.12.2022 and 01.01.2023-30.09.2023 Consolidated Financial Statements Independent Audit Report

**Subsidiaries, Financial Fixed Assets and Financial Investments (As of 05.04.2024)**

Trade name	Company's Line of Business	Paid-in/ Issued Capital	Company Share	Currency	Company Share (%)	The Nature of the Relationship with the Company
Ulubey Elektrik Üretim ve Enerji Yatırımları A.Ş.	Electric Energy Generation	11,000,000	11,000,000	TRY	100	Affiliated Company
İlde Elektrik Üretim A.Ş.	Electric Energy Generation	20,700,000	20,700,000	TRY	100	Affiliated Company
Mersin Elektrik Üretim ve Enerji Yat. A.Ş.	Electric Energy Generation	12,000,000	12,000,000	TRY	100	Affiliated Company
Doğu Star Elektrik Üretim A.Ş.	Electric Energy Generation	200.000.000	200.000.000	TRY	100	Affiliated Company
Nov Enerji Elektrik Üretim A.Ş.	Electric Energy Generation	15,500,000	15,500,000	TRY	100	Affiliated Company
Yılbata Elektrik Üretim A.Ş.	Electric Energy Generation	9,897,000	9,897,000	TRY	100	Affiliated Company
İzmir Novtek Enerji Elektrik Üretim A.Ş.	Electric Energy Generation	45,454,546	45,454,546	TRY	100	Affiliated Company
Uşak Yenilenebilir Enerji Elektrik Üretim A.Ş.	Electric Energy Generation	51,137,000	51,137,000	TRY	100	Affiliated Company
İzmir Doğu Star Elektrik Üretim A.Ş.	Electric Energy Generation	13,000,000	13,000,000	TRY	100	Affiliated Company
Biyomek Elektrik Enerjisi Üretimi San ve Tic. A.Ş.	Electric Energy Generation	6,000,000	6,000,000	TRY	100	Affiliated Company
Karya Yenilenebilir Kaynaklar Elektrik Üretim San.Tic .Ltd. Şti.	Electric Energy Generation	3,250,000	3,250,000	TRY	100	Affiliated Company
Maven Tarım Seracılık ve Hayvancılık San. ve Tic. A.Ş.	Greenhouse and Animal Husbandry	2,200,000	1,100,000	TRY	50	Affiliated Company
Biotrend Ayvacık Yenilenebilir Enerji Elektrik Üretim San.Tic. A.Ş.	Electric Energy Generation	11,000,000	11,000,000	TRY	100	Affiliated Company
Novtek Enerji Elektrik Üretim A.Ş.	Electric Energy Generation	22,460,000	22,460,000	TRY	100	Indirect Subsidiary
Ulutek Elektrik Üretim ve Enerji Yatırımları A.Ş.	Electric Energy Generation	54,000	54,000	TRY	100	Affiliated Company
Biotrend Enerji Uluslararası Yatırım A.Ş.	Participating in Foreign Investments	50,000	50,000	TRY	100	Affiliated Company
Doğan Kent Elektrik Enerjisi Toptan Satış A.Ş.	Electricity Trading	3,000,000	3,000,000	TRY	100	Affiliated Company
Biotrend İleri Dönüşüm ve Yenilenebilir Enerji Teknolojileri A.Ş.	Recycling Plastic Waste with Advanced Transformation Technologies and Installation of Renewable Energy Power Plants for Domestic Consumption	1,000,000	1,000,000	TRY	100	Affiliated Company
Landfill Enerji Sanayi Ticaret A.Ş.	Electric Energy Generation	6,000,000	3,000,000	TRY	50	Subsidiary

Source: [www.kap.org.tr](http://www.kap.org.tr)

**The Market where the Capital Market Instrument is Traded and the Indexes that the Company is Included**

**BIST Code** : BIOEN

**Market where the Capital Market Instrument is Traded** : BIST STAR

**The Indices In Which It Is Traded** : BIST 100 / BIST STARS / BIST PARTICIPATION ALL SHARES / BIST 100-30 / BIST PARTICIPATION 100 / BIST SERVICES / BIST ELECTIRICTY / BIST 500 / BIST PARTICIPATION 50 / BIST ALL SHARES / BIST CORPORATE GOVERNANCE / BIST IZMIR

**The Peak and Bottom Closing Values of the Company's Stock in the BIST in the Last One Year Period (03.04.2023-03.04.2024)**

<b>Bottom (TL)</b>	<b>Peak (TL)</b>
12.51 (15.05.2023)	26.02 (19.10.2023)

Source: Biotrend Çevre ve Enerji Yatırımları A.Ş.

**B. Changes in the Company in the Last Year:**

**i. Changes in Capital and Articles of Association**

There were no changes in the company's capital and articles of association during the reviewing period.

**ii. Profit Distribution:**

1. The decision of the Board of Directors of the Company, dated 21.03.2023 and numbered 2023/09, regarding the distribution of the net period profit obtained as a result of 2022 activities are as follows;

Our company's consolidated balance sheet for the accounting period of 01.01.2022 to 31.12.2022, prepared in accordance with the Turkish Accounting Standards (TMS) as enacted by the Public Oversight Accounting and Auditing Standards Authority ("KGK") under the provisions of the International Financial Reporting Standards Directive ("Directive"), within the framework of the Capital Markets Board's Series II, No. 14.1 on Principles of Financial Reporting in Capital Markets, and audited by RSM Turkey Arkan Ergin Uluslararası Bağımsız Denetim A. Ş., shows a net profit attributable to the parent company of 310,735,003 TL. In our legal records prepared in accordance with the provisions of the unconsolidated tax procedure law, there is a net profit for the period of 34,155,906 TL and a net previous year loss of 64,691,101 TL. Due to the presence of prior year losses in our financial statements prepared according to the provisions of the Tax Procedure Law, it was unanimously decided to propose to the ordinary general assembly that the profit for the year 2022 be offset against the past period losses and that no profit distribution be made. The matter was unanimously approved to be submitted to the General Assembly for approval."

The proposal of the Board of directors on profit distribution was discussed and approved as the 6th item of the agenda at the ordinary general assembly meeting held on 14.04.2023.

**iii. Policies:**

No changes were made to company policies during the reviewing period.

**iv. Management and Organization:**

At the ordinary general assembly meeting held on 14.04.2023, Ms. Hanife ÖZTÜRK AKKARTAL, Ms. K. Banu EJDER ÖZCAN and Ms. Elif ATEŞ ÖZPAK were re-elected as Independent Board Members to serve for one year.

The Deputy General Manager (CFO) of the company, Mr. Burak POLAT, resigned from his position on January 23, 2024. In a statement made by the company on the same date, it was announced that Ms. Zeliha AKGÜN, the CFO of Doğanlar Holding, would act as interim CFO. Subsequently, Mr. Burak YURTSEVER has been officially appointed as CFO.

No other changes were made to the board of directors and senior management during the reviewing period.

**v. Changes in Group Companies, Subsidiaries and Affiliates:**

It is stated in the Company's Material Disclosure dated 05.04.2024;

"In line with our company's profitability targets and sustainable growth strategies, a Share Transfer Agreement was signed with Mana Enerji Sanayi Ticaret A.Ş. for the purpose of transferring all shares of MD Biyokütle Enerji Üretim A.Ş., a 100% subsidiary of our company, which operates the waste management and electricity generation facility including the Aksaray Landfill Gas Electricity Generation Plant ('Aksaray Facility') located in Aksaray, for a sale price of 10,000,000 USD. The share transfers were completed as of April 05, 2024. A portion of the profit from this sale transaction will also be used to pay off financial debts."

In addition, it is stated in the Company's Material Disclosure on the same date:

"In line with our company's profitability targets and sustainable growth strategies, a Share Transfer Agreement was signed with Mana Enerji Sanayi Ticaret A.Ş. for the purpose of transferring all shares of Serenti Enerji A.Ş., a 100% indirect subsidiary of our company, which operates the waste management and electricity generation facility including the Giresun Landfill Gas Electricity Generation Plant ('Giresun Facility') located in Giresun, for a sale price of 4,000,000 USD. The share transfers were completed as of April 05, 2024. A portion of the profit from this sale transaction will also be used to pay off financial debts."

It is understood from the statements that the share transfers of both companies were made on the date of the Material Disclosure.

There are no other changes.

#### 4. RATING METHODOLOGY

The Corporate Governance Compliance Rating is a system that audits whether or not the firm's management structures and management styles, the arrangements for shareholders and stakeholders and the process of informing in transparency and accuracy are performed in accordance with modern corporate governance principles and which assigns a grade corresponding to the existing situation.

The Organization for Economic Co-operation and Development (OECD) established a working group in 1998 to assess member countries' opinions on corporate governance and to prepare some non-binding principles.

The fact that principles are open to change in time was also accepted in this work. Although at first, these principles were focused on the companies whose shares were quoted on the stock exchange, it was emphasized by OECD that it would also be useful to implement these principles in public enterprises and companies whose shares were not quoted on the stock exchange.

In 1999, OECD Corporate Governance Principles were approved at the OECD Meeting of Ministers and published. Since then, these principles have been regarded as international references for decision-makers, investors, shareholders, companies, and stakeholders throughout the world.

Since their approval, these principles have kept the concept of corporate governance on the agenda and become guidelines for the laws and regulations of OECD members, as well as other countries.

According to the OECD Corporate Governance Principles, corporate governance is based on four basic principles: fairness, transparency, accountability, and responsibility.

Turkey has been closely monitoring these developments. A working group established within TUSIAD in 2001 prepared the guide

titled "Corporate Governance: The Best Implementation Code." Then, CMB issued "Capital Market Board Corporate Governance Principles" in 2003 and updated it in 2005, 2010, 2012, 2013 and 2014 according to international developments in this field.

Obligation to comply with CMB's Corporate Governance Principles, based on the principle of "comply or explain," and to declare it became part of companies' lives in 2004. Putting the Declaration of Compliance to Corporate Governance in the annual reports became obligatory the following year.

The principles are grouped under four main headings: the Shareholders, Public Disclosure and Transparency, Stakeholders, and the Board of Directors.

The Corporate Governance Compliance Rating Methodology has been prepared by Kobirate A.Ş. for companies whose shares are traded on BIST, banks, investment partnerships and non-quoted companies.

It has been prepared by considering the criteria specified in the Corporate Governance Communiqué of the CMB, numbered II-17.1, published in the Official Gazette dated January 03, 2014, and numbered 28871, as well as the decisions taken by the CMB's board meeting dated 01.02.2013 and numbered 4/105.

In this analysis, the full compliance of workflow and analysis techniques with KOBİRATE A.Ş.'s Ethical Rules is considered.

456 criteria are used in the rating process for BIST 1st Group Companies in order to measure the compliance of firms with corporate governance principles. These criteria are transformed into "Corporate Governance Rating Question Sets" through Kobirate A.Ş.'s software.

The weighting scheme for the four main sections in the new Corporate Governance Compliance Rating, determined by CMB's

memorandum dated 12.04.2013 and numbered 36231672-410.99 (KBRT)-267/3854, is applied completely by Kobirate A.Ş. The weightings are as follows:

compliance with CMB's Corporate Governance Principles, in any sense in the existing weak structure.

**Shareholders 25 %**

**Public Disclosure and Transparency 25 %**

**Stakeholders 15 %**

**Board of Directors 35 %**

CMB decision dated 01.02.2013 and numbered 4/105 states that in case the minimum requirements of corporate governance principles are met, 85 % of full points can be given at most for that principle and it is required to add new questions/methods into the methodology in order to ensure that good corporate governance principles, which go beyond meeting the minimum requirements are included in the rating grade. Our company has been informed about this requirement by CMB notification dated 19.07.2013 and numbered 36231672-410.99 (KBRT) 452.

In the 2014/2 revised corporate governance compliance rating methodology created by our company, the grade that can be given to a related criterion in that subsection for meeting minimum requirements of corporate governance principles, stated by CMB Communiqué of Corporate Governance published on 03.01.2014 is restricted to 85 % of the full points. A rating is made with a system that completes the section grades up to 100 by the company's compliance and implementation of the corporate governance practices, which include the good implementation and internalization of the criteria determined in the corporate governance principles and the different good corporate governance practice criteria determined by our company.

The grade to be assigned by the Corporate Governance Rating Committee to the firm ranges between 0-10. On this scale of grades, "10" points mean excellent, full compliance with CMB's Corporate Governance Principles, while grade "0" means that there is no

5. **KOBİRATE ULUSLARARASI KREDİ DERECELENDİRME VE KURUMSAL YÖNETİM HİZMETLERİ A.Ş. CORPORATE GOVERNANCE RATING GRADES AND DESCRIPTIONS**

<b>GRADE</b>	<b>DEFINITIONS</b>
<b>9-10</b>	The company achieved substantial compliance with the Corporate Governance Principles issued by the Capital Market Board. Internal control systems are established and are operational. Any risks to which the company might be exposed are recognized and controlled effectively. The rights of the shareholders are impartially taken care of. The level of public disclosure and transparency is high. The interests of the stakeholders are fairly considered. The structure and the working conditions of the Board of Directors are in full compliance with the Corporate Governance Principles. The company is eligible for inclusion in the BIST corporate governance index.
<b>7-8.9</b>	The company complied considerably with the Corporate Governance Principles issued by the Capital Market Board. Internal control systems are operational and in place, although some improvements are required. Potential risks to which the company may be exposed are identified and can be managed. The rights of the shareholders are impartially taken care of. Public disclosure and transparency are at high levels. The interests of the stakeholders are fairly considered. The composition and operational conditions of the Board comply with the Corporate Governance Principles. Some improvements are needed in compliance with the Corporate Governance Principles, even though they do not constitute serious risks. The company is eligible for inclusion in the BIST Corporate Governance Index.
<b>6-6.9</b>	The company has moderately complied with the Corporate Governance Principles issued by the Capital Market Board. Internal Control systems at a moderate level have been established and operated. However, improvement is required. Potential risks that the company may be exposed to are identified and can be managed. The interests of the shareholders are taken care of, although improvement is needed. Although public disclosure and transparency are taken care of, there is a need for improvement. The benefits of the stakeholders are taken care of, but improvement is needed. Some improvement is required in the structure and working conditions of the Board.

<b>GRADE</b>	<b>DEFINITIONS</b>
<p style="text-align: center;"><b>4-5.9</b></p>	<p>The company has minimum compliance with the Corporate Governance Principles issued by the Capital Market Board. Internal control systems are in place at a minimum level but are not full and efficient. Potential risks that the company is exposed to are not properly identified and are not under control. Substantial improvements are required to comply with the Corporate Governance Principles in terms of the benefits of both the shareholders and stakeholders, public disclosure, transparency, and the structure, and working conditions of the Board. Under the current conditions, the company is not eligible to be listed in the BIST Corporate Governance Index.</p>
<p style="text-align: center;"><b>&lt; 4</b></p>	<p>The company has failed to comply with the Corporate Governance Principles issued by the Capital Market Board. It also failed to establish its internal control systems. Potential risks that the company might be exposed to are not identified and cannot be managed. The company is not responsive to the Corporate Governance Principles at all levels. There are major weaknesses in the interest of the shareholders and the stakeholders, public disclosure, transparency, structure and working conditions of the Board and they are at a level that might cause the investor to incur material losses.</p>

