

## **BİOTREND ÇEVRE VE ENERJİ YATIRIMLARI ANONİM ŞİRKETİ BY THE BOARD OF DIRECTORS**

### **INVITATION TO THE ORDINARY GENERAL ASSEMBLY MEETING**

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

The Board of Directors Annual Report for the 2024 accounting period, Corporate Governance Principles Compliance Report, Corporate Governance Information Form, Sustainability Compliance Report, Financial Statements, Independent Audit Report, Proposal on Dividend Distribution, General Assembly Information Document, Proxy Form, Amendment Text of the Articles of Association and other relevant documents pertaining to our Company that must be submitted to the inspection of the shareholders prior to the general assembly as per the legislation will be available for review by our Shareholders within the legal three-week period prior to the meeting, excluding the meeting and announcement days at the Company address in Kavacık Mahallesi, Ertürk Sokak, No:3/1, İç Kapı No:1, Beykoz, 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 fulfil the relevant obligations as per the "Communiqué on the Electronic General Assemblies of Joint Stock Companies" published in Official Gazette No. 28395 on August 28, 2012, and the "Communiqué on the Use of Electronic General Assembly System to be Implemented at the General Assemblies of Joint Stock Companies" published in Official Gazette No. 28396 on August 29, 2012. For more information on the regulations, please contact the Central Registry Agency ("MKK") or visit [www.mkk.com.tr](http://www.mkk.com.tr)

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

Respectfully submitted to our esteemed shareholder.

**BİOTREND ÇEVRE VE ENERJİ YATIRIMLARI ANONİM ŞİRKETİ**

**BOARD OF DIRECTORS**

## **AGENDA OF THE ORDINARY GENERAL ASSEMBLY MEETING DATED APRIL 02, 2025**

- 1) Opening and election of the Meeting Chairperson, authorizing the Meeting Chairperson to sign the minutes of Meeting,
- 2) Reading, discussion, and approval of the Board of Directors' Annual Report for the 2024 operating period,
- 3) Reading, discussion, and submitting for approval, of the summary of the Independent Auditor's Report prepared by the Independent Audit Firm for the 2024 operating period,
- 4) Reading, discussion, and submitting for approval, of the Financial Statements for the 2024 operating period,
- 5) Making a resolution on release of the members of the Board of Directors on an individual basis for their activities and transactions for 2024,
- 6) Discussing, and making a resolution on, the proposal of the Board of Directors regarding the profit/loss for 2024,
- 7) Informing the General Assembly on related party transactions conducted in 2024,
- 8) Submitting the amendments made by the Board of Directors decision dated 22.01.2025 to the 'Remuneration Policy' prepared by the Board of Directors in order to comply with the Capital Markets Board's Corporate Governance Communiqué II-17.1 and approved at the Extraordinary General Assembly held on 25.02.2021 for the information of the General Assembly and obtaining their opinions,
- 9) Submitting of the changes made in the membership of the Board of Directors during the year pursuant to Article 363 of the Turkish Commercial Code to the approval of the General Assembly,
- 10) Election of the members of the Board of Directors and determination of their terms of office, determination of the attendance fees to be paid to the members,
- 11) Informing the shareholders about the payments made within the scope of the "Remuneration Policy" for the members of the Board of Directors and senior executives in accordance with the Corporate Governance Principles,
- 12) Submitting of the independent audit firm appointed by the Board of Directors for 2025 upon proposal by the Audit Committee, for the approval of the General Assembly,
- 13) Informing the General Assembly about the share buy-back transactions initiated by the Board of Directors' resolution dated February 14, 2023, within the framework of the Capital Markets Board's ("CMB") Communiqué No. II-22.1 on Buy-Back Shares and the announcement made on February 14, 2023,
- 14) Within the scope of the Capital Markets Board's Communiqué No. II-22.1 on Buy-Back Shares, submission of the 'Share Buy-Back Programme' to be prepared until the date of the general assembly for the approval of the general assembly and discussion and resolution of the authorisation of the board of directors within the scope of the 'Share Buy-Back Programme',
- 15) Discussing the amendment text of the Articles of Association regarding the amendment of Article 6 of the Company's Articles of Association and submitting it to the approval of the General Assembly,
- 16) Informing the General Assembly within the scope of Principle No. 1.3.6 of the Capital Markets Board's Corporate Governance Communiqué No. II-17.1,
- 17) Informing the General Assembly about the guarantees, pledges and mortgages given by the Company in favour of third parties in 2024 in accordance with the Capital Markets Board regulations,
- 18) Informing the shareholders about the donations and aids made by the Company to foundations and associations for social relief purposes in 2024 and setting an upper limit for donations to be made in 2025 in accordance with the Capital Markets Board regulations,

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

## POWER OF ATTORNEY

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

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

The Attorney's (\*):

Name Surname / Trade Name:

TR ID Number/ Tax ID Number, Trade

Register and Number and MERSİS Number:

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

#### A) Scope Of Representation

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

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

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

##### Instructions:

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

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

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

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

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

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

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

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

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

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

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

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

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

**SHAREHOLDER'S (\*)**

Name Surname OR Title:

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

Address:

Signature:

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

# BİOTREND ÇEVRE VE ENERJİ YATIRIMLARI ANONİM ŞİRKETİ

## AMENDMENT TO THE ARTICLES OF ASSOCIATION

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