

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

### **ORDINARY GENERAL ASSEMBLY MEETING INFORMATION DOCUMENT DATED 06.04.2026**

To review the activities for the year 2025 and to discuss and resolve the following agenda, the Ordinary General Assembly will be convened on Monday April 06, 2026, 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 2025 accounting period, Corporate Governance Principles Compliance Report, Corporate Governance Information Form, Sustainability Compliance Report, Financial Statements, Independent Audit Report, Proposal of the Board of Directors 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 to participate in the meeting.

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

## ADDITIONAL EXPLANATIONS AS PER CMB REGULATIONS

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

### 1. Shareholding Structure and Voting Rights:

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

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

| Shareholder                   | Share amount<br>(TRY) | Share<br>Percentage<br>(%) | Voting Rights<br>(TRY) | Voting Right<br>Percentage<br>(%) |
|-------------------------------|-----------------------|----------------------------|------------------------|-----------------------------------|
| Doğanlar Yatırım Holding A.Ş. | 302.065.114,17        | 60.41                      | 302.065.114,17         | 60.41                             |
| Other Shareholders            | 197.934.885,83        | 39.59                      | 197.934.885,83         | 39.59                             |
| <b>Total Issued Capital</b>   | <b>500,000,000.00</b> | <b>100.00</b>              | <b>500,000,000.00</b>  | <b>100.00</b>                     |

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

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

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

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

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

Information regarding the candidates for the Board of Directors and the Independent Board Members to be elected in place of the members whose terms of office have expired has been provided in the section titled ‘General Assembly Agenda and Explanations Regarding the Agenda’.

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

There is no amendment to the Articles of Association on the agenda of the General Assembly.

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

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

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

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

**2. Reading, discussion, and approval of the Board of Directors' Annual Report for the 2025 operating period,**

The General Assembly will be informed on the Board of Directors' Annual Report for the 2025 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 and discussion of the summary of the Independent Auditor's Report prepared by the Independent Audit Firm for the 2025 operating period,**

The General Assembly will be informed on the Independent Auditor's Report for the 2025 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 2025 operating period,**

The General Assembly will be informed on the Financial Statements for the 2025 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 2025,**

Release of the members of the Board of Directors on an individual basis for their activities, transactions and accounts for 2025 will be submitted to the approval of the General Assembly. The members of the Board of Directors will not be able to vote for their own release.

**6. Discussing and resolution of the Board of Directors' proposal regarding the profit/loss for the year 2025, prepared in accordance with the Company's Dividend Distribution Policy,**

In accordance with the provisions of the Turkish Commercial Code and the Regulation, information will be given about the Board of Directors' proposal for dividend distribution for the fiscal year 2025, which is submitted to the review of our Shareholders at the Company headquarters, on the Public Disclosure Platform ("PDP"), on the Central Registration Agency's e-GKS (electronic General Meeting) platform and on our Company's website at [www.biotrendenerji.com.tr](http://www.biotrendenerji.com.tr) for three weeks prior to the General Assembly Meeting, and will be submitted to the General Assembly for its opinion and approval.

**7. Informing the General Assembly on related party transactions performed in 2025,**

The General Assembly will be informed on the related party transactions realized in 2025 within the framework of the Capital Markets Law No. 6362 ("**CMB Law**"), TCC, Corporate Governance Communiqué (II-17.1) and other relevant capital markets legislation, Turkish Accounting Standards Communiqué (TAS 24) (No. 8) and other legislation and regulations regarding the performance of related party transactions.

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

Pursuant to Article 7 of the Company's Articles of Association titled 'Board of Directors and Its Term', the management and representation of the Company shall be carried out by a Board of Directors consisting of no fewer than 7 (seven) and no more than 11 (eleven) members, to be elected by the General Assembly within the framework of the provisions of the Turkish Commercial Code, capital markets legislation and the regulations of the Capital Markets Board. The number and qualifications of the independent members to serve on the Board of Directors shall be determined in accordance with capital markets legislation, particularly the corporate governance regulations of the Capital Markets Board.

Since the term of office of the members of the Board of Directors of our Company expires on 02.04.2026, the number of members of the Board of Directors will be determined in accordance with the Articles of Association of our Company and the election of the members of the Board of Directors and independent members will be held within the framework of the provisions of the Corporate Governance Communiqué.

Ms. Hanife Öztürk Akkartal, Ms. Mevhibe Canan Özsoy and Ms. Bilgün Gürkan were nominated as independent board member candidates. The Corporate Governance Committee of our Company, which also fulfils the duties of the nomination committee, prepared the nomination report regarding the independent board memberships of Ms Hanife Öztürk Akkartal, Ms Mevhibe Canan Özsoy and Ms Bilgün Gürkan and submitted it to the Board of Directors of our Company. Subsequently, our Company's Board of Directors, with its decision dated 03.03.2026 and numbered 2026/01, decided to apply to the Capital Markets Board to obtain its positive opinion on the independent board memberships of Ms. Hanife Öztürk Akkartal, Ms. Mevhibe Canan Özsoy and Ms. Bilgün Gürkan based on the aforementioned report; subsequently, the relevant application was made to the Capital Markets Board. With the letter dated March 11, 2026, and numbered E-29833736-110.07.07-87811, the Capital Markets Board informed our Company that the submitted application has been approved. At the General Assembly, shareholders will be informed about the report prepared by the Corporate Governance Committee regarding the independent board memberships of Ms. Hanife Öztürk Akkartal, Ms.Mevhibe Canan Özsoy and Ms.Bilgün Gürkan, the application made by the Board of Directors to the Capital Markets Board and the opinion of the Capital Markets Board.

The declarations of independence of Ms Hanife Öztürk Akkartal, Ms Mevhibe Canan Özsoy and Ms Bilgün Gürkan regarding their fulfilment of the conditions set out in principle 4.3.6 of the Corporate Governance Principles and their CVs are given in **ANNEX- 1**.

The attendance fees and remuneration payable to members of the Board of Directors during the 2026 operating period will be set in compliance with the provisions of the TCC, the relevant legislation and the Company's Remuneration Policy.

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

Information regarding the payments made to the Board of Directors and senior executives during the 2025 fiscal period, in accordance with our company's Remuneration Policy will be provided to the General Assembly.

10. **Submitting of the independent audit firm appointed by the Board of Directors for 2026 upon proposal by the Audit Committee, for the approval of the General Assembly,**

In accordance with the principles determined pursuant to the Turkish Commercial Code No. 6102, the Capital Markets Law No. 6362, the Decree Law No. 660, and the secondary legislation in force within this scope, the independent audit firm to be selected to conduct the independent audit of the Company's financial reports for the 2026 fiscal year and to perform the related activities, based on the recommendation of the Audit Committee and subsequently determined by the Board of Directors, shall be submitted to the approval of the General Assembly.

11. **Submitting to the approval of the General Assembly of the audit firm selected by the Board of Directors for the sustainability audit of the years 2024, 2025 and 2026 in accordance with the regulations of the Public Oversight, Accounting and Auditing Standards Authority,"**

In accordance with the regulations of the Public Oversight Authority ("POA"), the suitability of the sustainability assurance firm to be determined pursuant to a subsequent resolution of the Board of Directors for conducting the sustainability assurance of the Sustainability Reports to be prepared in compliance with the Türkiye Sustainability Reporting Standards for the years 2024, 2025 and 2026 will be submitted to the approval of the General Assembly.

12. **Submitting to the approval of the General Assembly of the Sustainability Report for the year 2024, which has been prepared in accordance with the Türkiye Sustainability Reporting Standards and subjected to mandatory sustainability assurance pursuant to the regulations of the Public Oversight, Accounting and Auditing Standards Authority.**

In accordance with the provisions of the TCC, the Regulation and the Capital Markets Law No. 6362, the Sustainability Report for the year 2024, which was made available for the review of our shareholders at the Company's headquarters, on the Public Disclosure Platform ("PDP"), on the Central Registration Agency's e-GKS (electronic General Meeting) platform and on our Company's website at [www.biotrendenerji.com.tr](http://www.biotrendenerji.com.tr) for three weeks prior to the General Assembly Meeting, and which was prepared in compliance with the Türkiye Sustainability Reporting Standards and subjected to mandatory sustainability assurance by KPMG Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. pursuant to the regulations of the Public Oversight Authority, will be presented to the General Assembly for information.

13. **Informing the General Assembly regarding the share buy-back transactions carried out during the year under the Share Buyback Program, which was announced by the Board of Directors' resolution dated 11 March 2025 and submitted for the approval of the General Assembly on 2 April 2025 and will expire as of this General Assembly,**

Information will be provided to the General Assembly regarding the transactions carried out under the Share Buyback Program, which was announced with the Board of Directors' Resolution dated 11 March 2025 and submitted to the approval of the General Assembly on 2 April 2025.

14. **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 2025.

**15. Informing the General Assembly about the guarantees, pledges and mortgages given by the Company in favour of third parties in 2025 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 2025.

**16. Informing the shareholders about the donations and aids made by the Company to foundations and associations for social relief purposes in 2025 and setting an upper limit for donations to be made in 2026 in accordance with the Capital Markets Board regulations,**

Pursuant to the Capital Markets Board's Communiqué No. II-17.1 on Corporate Governance, the General Assembly will be informed on the donations and aids made by the Company for social relief purposes in 2025. Our Company has made a donation amounting to TRY 300.000 in 2025.

Pursuant to Article 19/(5) of the Capital Markets Law, the limit of donations to be made by the Company in 2026 will be decided by the General Assembly. As per the Company's Articles of Association, "the upper limit of donations to be made by the Company shall be set by the General Assembly. The total annual amount of donations to be made in this regard may not exceed TRY 2,000,000 and the donations contributed shall be added on the distributable profit base. The CMB is authorized to set an upper limit on the amount of donations. Donations may not be contrary to the CMB's regulations on disguised profit transfer and to other provisions of relevant legislation, necessary material event disclosures shall be made and information on donations contributed during the year shall be presented to the shareholders at the General Assembly Meeting." Within this framework, the upper limit for donations and grants to be made in 2026 will be determined by the General Assembly.

**17. 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 2025 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 2025 within the scope of the mentioned articles.

**18. Wishes and adjournment.**

**ANNEX-1:** The Resumes and Declaration of Independence's of Independent Board Member Nominees

**ANNEX-2:** Power Of Attorney

## **ANNEX-1: THE RESUMES AND DECLARATION OF INDEPENDENCE'S OF INDEPENDENT BOARD MEMBER NOMINEES**

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

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

### **DECLARATION OF INDEPENDENCE**

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

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

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

I hereby declare that the above-mentioned matters.

**NAME SURNAME: Hanife Öztürk Akkartal**

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

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

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

Mevhibe Canan Özsoy graduated from Istanbul University's Faculty of Dentistry in 1985 and earned her master's degree in the same field at from the same institution in 1987. She later earned an MBA from Boğaziçi University in 1994 and a Master's in Energy Technologies from Sabancı University in 2015. After beginning her career as a dentist, Özsoy transitioned to the pharmaceutical industry in 1990, holding key sales, marketing, and commercial leadership roles at Hoechst Marion Roussel, GlaxoSmithKline, and Sanofi- Aventis. In 2007, she was appointed Vice President Marketing International at GE Healthcare in Paris, followed by a role as Chief Marketing Officer GE Healthcare Systems in the United States in 2009. She returned to Paris in 2011 to serve as General Manager Global Mammograph. In August 2012, Özsoy was appointed President and CEO of GE Türkiye. Her leadership expanded in 2017 when she was named General Manager Growth for the MENAT region. She led GE's strategic growth in Türkiye until June 2021 and continued as an Advisor and Chair until June 2022. An active leader in the business community, she served on the Board of AmCham Türkiye (American Chamber of Commerce) from 2013 to 2025 and is currently a member of the Board of Trustees at the SEV Foundation. Since April 2022, she has served as an Advisor to the Board of Tekfen Engineering Inc. and holds a seat on the Board of TRES A.Ş. From November 2022 to November 2025, she served as Advisor to the Executive Board of Esin Attorney Partnership, a member firm of Baker McKenzie. Since 2023, she has been a member of the Board of Biotrend, Türkiye's leading waste management and power generation company. Özsoy has served as an Independent Board Member at Garanti BBVA since April 4, 2019, and joined Global Investment Holding as an Independent Board Member in August 2025. A member of the Biotrend Board of Directors since 2023, Özsoy was appointed Board Chair in December 2025. She is currently pursuing doctoral studies at Özyeğin University. Mevhibe Canan Özsoy is married and is the parent of a 36-year-old child and the grandparent of an 8-year-old grandchild.

## **DECLARATION OF INDEPENDENCE**

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

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

interest between the company and the shareholders and to freely decide by taking into consideration the rights of interest holders,

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

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

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

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

I hereby declare that the above-mentioned matters.

**NAME SURNAME: Mevhibe Canan Özsoy**

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

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

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

Bilgün Gürkan graduated from the Izmir American Collegiate Institute and earned her bachelor's degree in business administration from Boğaziçi University. In 1998, she earned an Executive MBA from INSEAD. In 2022, she completed INSEAD's specialized certificate programs in "Corporate Governance" and "Global Management" and was admitted to the prestigious INSEAD's International Directors Programme (IDP). Throughout her professional career spanning more than two decades, Gürkan has developed deep expertise in investment banking, syndicated loans, project finance, M&A advisory, and corporate governance at leading institutions including SAMBA, ABN AMRO Bank, Standard Bank, and Renoir Management Consulting. Since 2016, she has served as the Country Manager for the Bank of Bahrain and Kuwait (BBK) Türkiye Representative Office. In recognition of her strategic contributions and sustainability initiatives at BBK, she was honoured with the 2022 Chief Executive Award for Excellence & Best Team Award. Highly motivated to contribute to the development of trade relations between the Gulf Region and Turkey, the growth of investments, and the creation of new projects, Gürkan serves as Chair of the DEİK Türkiye-Bahrain Business Council and Chair of the TÜSİAD Gulf Network. She also supports various civil society organizations through her roles as Board Member of the International Women's Forum (IWF) and the 30% Club, as well as Board Member and member of the Board of Trustees of the TEMA Foundation. Additionally, she serves as an Independent Board Member and Chair of the Risk Committee at Smart Güneş Enerjisi Teknolojileri Araştırma Geliştirme Üretim Sanayi ve Ticaret Anonim Şirketi. Bilgün Gürkan is married with two children and is fluent in English.

## **DECLARATION OF INDEPENDENCE**

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

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

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

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

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

I hereby declare that the above-mentioned matters.

**NAME SURNAME: Bilgün Gürkan**

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

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

## ANNEX-2 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 06, 2026, Monday at 10:30 a.m at the address of Kavacık Mahallesi Ertürk Sokak No:3/1 İç Kapı No:1 Beykoz İstanbul

The Attorney's (\*):

Name Surname / Trade Name:

TR ID Number/ Tax ID Number, Trade

Register and Number and MERSİS Number:

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

#### A) Scope Of Representation

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

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

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

#### Instructions:

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

| Agenda Items                                                                                                                                                                          | Accept | Reject | Dissenting Opinion |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------|--------|--------------------|
| 1. Opening and election of the Meeting Chairperson, authorizing the Meeting Chairperson to sign the minutes of Meeting,                                                               |        |        |                    |
| 2. Reading, discussion, and approval of the Board of Directors' Annual Report for the 2025 operating period,                                                                          |        |        |                    |
| 3. Reading and discussion of the summary of the Independent Auditor's Report prepared by the Independent Audit Firm for the 2025 operating period,                                    |        |        |                    |
| 4. Reading, discussion, and submitting for approval, of the Financial Statements for the 2025 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 2025,                                     |        |        |                    |
| 6. Discussing and resolution of the Board of Directors' proposal regarding the profit/loss for the year 2025, prepared in accordance with the Company's Dividend Distribution Policy, |        |        |                    |

|                                                                                                                                                                                                                                                                                                                                                               |  |  |  |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|--|--|
| <b>7.</b> Informing the General Assembly on related party transactions conducted in 2025,                                                                                                                                                                                                                                                                     |  |  |  |
| <b>8.</b> Election of the members of the Board of Directors and determination of their terms of office, determination of the attendance fees and remuneration to be paid to the members,                                                                                                                                                                      |  |  |  |
| <b>9.</b> Informing the shareholders about the payments made within the scope of the "Remuneration Policy" for the members of the Board of Directors and senior executives in accordance with the Corporate Governance Principles,                                                                                                                            |  |  |  |
| <b>10.</b> Submitting of the independent audit firm appointed by the Board of Directors for 2026 upon proposal by the Audit Committee, for the approval of the General Assembly,                                                                                                                                                                              |  |  |  |
| <b>11.</b> Submitting to the approval of the General Assembly of the audit firm selected by the Board of Directors for the sustainability audit of the years 2024, 2025 and 2026 in accordance with the regulations of the Public Oversight, Accounting and Auditing Standards Authority,                                                                     |  |  |  |
| <b>12.</b> Submitting to the approval of the General Assembly of the Sustainability Report for the year 2024, which has been prepared in accordance with the Türkiye Sustainability Reporting Standards and subjected to mandatory sustainability assurance pursuant to the regulations of the Public Oversight, Accounting and Auditing Standards Authority, |  |  |  |
| <b>13.</b> Informing the General Assembly regarding the share buy-back transactions carried out during the year under the Share Buyback Program, which was announced by the Board of Directors' resolution dated 11 March 2025 and submitted for the approval of the General Assembly on 2 April 2025 and will expire as of this General Assembly,            |  |  |  |
| <b>14.</b> Informing the General Assembly Within the Scope of Principle No. 1.3.6 of the Capital Markets Board's Communiqué No. II-17.1 Corporate Governance,                                                                                                                                                                                                 |  |  |  |
| <b>15.</b> Informing the General Assembly about the guarantees, pledges and mortgages given by the Company in favour of third parties in 2025 in accordance with the Capital Markets Board regulations,                                                                                                                                                       |  |  |  |
| <b>16.</b> Informing the shareholders about the donations and aids made by the Company to foundations and associations for social relief purposes in 2025 and setting an upper limit for donations to be made in 2026 in accordance with the Capital Markets Board regulations,                                                                               |  |  |  |
| <b>17.</b> Authorizing the members of the Board of Directors to perform the transactions specified in Articles 395 and 396 of the Turkish Commercial Code and informing the General Assembly about the transactions carried out within this scope in 2025 in line with the Corporate Governance Principles,                                                   |  |  |  |
| <b>18.</b> Wishes and adjournment,                                                                                                                                                                                                                                                                                                                            |  |  |  |

(\*) Information items are not subject to voting.

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

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

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

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

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

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

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

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

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

**SHAREHOLDER'S (\*)**

Name Surname OR Title:

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

Address:

Signature:

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