

Charitable Donations and Sponsorship Policy

1. Introduction

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

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

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

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

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

2. Definitions

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

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

"Board" means the board of directors of Biotrend.

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

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

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

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

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

"Legal Department" means the Biotrend's legal department.

"Policy" means the Biotrend Charitable Donations and Sponsorship Policy.

"Political Parties Code" means Political Parties Code No. 2820.

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

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

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

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

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

3. Who needs to comply with this Policy?

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

4. Special attention to anti-corruption regulations

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

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

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

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

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

5. Priority between the Policy and Legislation

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

6. General principles related to charitable donations and sponsorships

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

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

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

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

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

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

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

7. General guidelines regarding charitable donations and sponsorships

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

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

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

- Biotrend is expected to treat all non-governmental organizations equally.
- Biotrend does not support organizations that discriminate on age, race, color, sex, religion, disability, or sexual orientation.
- Biotrend must not provide charitable donations or sponsorships through any third parties.
- Donations and sponsorship payments shall be made against receipt.

8. Prohibited charitable donations and sponsorships

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

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

9. Information sharing

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

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

10. Political Contribution

No political tendency

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

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

No political contributions

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

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

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

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

11. Improper payments and internal investigations

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

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

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

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

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

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

12. Procedure to Handle Donations and Sponsorships Requests

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

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

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

13. Adoption and amendments

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

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

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

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

14. Undertaking for Biotrend Employees

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

Annex-1:

Undertaking to Comply with Biotrend Charitable Donations and Sponsorship Policy

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

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

[date]

[name of the employee]

[Employee's signature]

Annex-2:

Undertaking to Comply with Biotrend Charitable Donations and Sponsorship Policy

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

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

[date]

[name/title of the recipient]

[Recipient's or its representative's signature]

Annex-3:**BIOTREND - Charitable Donation Request Form**

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

**partnering with
any other non-
profit groups?**

If so, how? :

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

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

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Annex-4:

BIOTREND - Event Sponsorships Request Form

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

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

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

If yes, please describe the past support :

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