

BİOTREND ÇEVRE VE ENERJİ YATIRIMLARI ANONİM ŞİRKETİ

INVITATION TO THE ORDINARY GENERAL ASSEMBLY MEETING FOR THE YEAR 2023

BY THE BOARD OF DIRECTORS

To discuss and resolve the following agenda, the Ordinary General Assembly will be convened on Thursday June 13, 2024, 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 2023 accounting period, Corporate Governance Principles Compliance Report, Corporate Governance Information Form, Financial Statements, Independent Audit Report, Proposal on Dividend Distribution, General Assembly Information Document, Proxy Form and other relevant documents pertaining to our Company that must be submitted to the inspection of the shareholders prior to the general assembly as per the legislation will be available for review by our Shareholders within the legal three-week period prior to the meeting, excluding the meeting and announcement days at the Company address in Kavacık Mahallesi, Ertürk Sokak, No:3/1, İç Kapı No:1, Beykoz, İstanbul, on our company's website www.biotrendenerji.com.tr 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. 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 fulfill the relevant obligations as per the "Communiqué on the Electronic General Assemblies of Joint Stock Companies" published in Official Gazette No. 28395 on August 28, 2012, and the "Communiqué on the Use of Electronic General Assembly System to be Implemented at the General Assemblies of Joint Stock Companies" published in Official Gazette No. 28396 on August 29, 2012. For more information on the regulations, please contact the MKK or visit www.mkk.com.tr

As per the Turkish Commercial Code and the Capital Markets Law, shareholders who want to participate in the Ordinary General Assembly are not required to deposit their shares in an institution. To attend to the General Assembly, our shareholders must fulfill the procedures publicly disclosed by the MKK. Only the shareholders whose names are in the list of attendees, which is based on the "list of shareholders" provided by the MKK, can attend the General Assembly. The list of attendees will be used to verify the shareholders or proxies coming to the conference hall to participate in the Ordinary General Assembly.

Respectfully submitted to our esteemed shareholder.

ADDITIONAL EXPLANATIONS AS PER CMB REGULATIONS

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

1. Shareholding Structure and Voting Rights:

In the Company Articles of Association, there is no privilege for the exercise of voting rights. Each share equals one voting right. The total number of shares and votes reflecting the shareholding structure of our Company as of the announcement of this information document is presented below:

Biotrend Çevre ve Enerji Yatırımları A.Ş. Shareholding Structure (20.05.2024)

Shareholder	Share amount (TRY)	Share Percentage (%)	Voting Rights (TRY)	Voting Right Percentage (%)
Doğanlar Yatırım Holding A.Ş.	272.490.421,13	54,50%	272.490.421,13	54,50%
European Bank For Reconstruction And Development	29.574.693,04	5,91%	29.574.693,04	5,91%
Other Shareholders	197.934.885,83	39,59%	197.934.885,83	39,59%
Total Issued Capital	500,000,000.00	100.00	500,000,000.00	100.00

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 or the Investor Relations tab at 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:

Prior to the Extraordinary General Assembly Meeting dated April 5, 2024, the board memberships of Ms. Kamile Banu Ejder Özcan and Ms. Elif Ateş Özpak, who were independent members of our Board of Directors,

were expired. Ms. Bilgün Gürkan and Ms. Mevhibe Canan Özsoy were elected as new independent members of the Board of Directors. Ms. Hanife Öztürk Akkartal will continue to be an independent member of the Board of Directors in this period as in the previous period. In addition to the stated members, Mr. İlhan Doğan, Mr. Murat Doğan, Mr. Oğün Doğan, Mr. Doruk Doğan, Mr. Salih Tuncer Mutlucan and Mr. Osman Nuri Vardı are members of the Board of Directors as were previous period.

In addition, pursuant to the Extraordinary General Assembly Meeting dated on 05.04.2024 and in accordance with the distribution of duties in this Board of Directors with the Material Event Disclosure made on the PDP on the same date, Mr. İlhan Doğan has been elected as the Chairman of the Board of Directors and Mr. Murat Doğan has been elected as the Deputy Chairman of the Board of Directors.

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

The General Assembly agenda does not include any amendments to the Articles of Association.

AGENDA OF THE GENERAL ASSEMBLY, AND STATEMENTS REGARDING THE AGENDA

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

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

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

2. Reading, discussion, and approval of the Board of Directors' Annual Report for the 2023 operating period,

The General Assembly will be informed on the Board of Directors' Annual Report for the 2023 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 for three weeks prior to the General Assembly Meeting in accordance with the provisions of the TCC and the Regulation, and the report will be presented for the opinion and approval of the General Assembly.

3. Reading, discussion, and submitting for approval, of the summary of the Independent Auditor's Report prepared by the Independent Audit Firm for the 2023 operating period,

The General Assembly will be informed on the Independent Auditor's Report for the 2023 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 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 2023 operating period,

The General Assembly will be informed on the Financial Statements for the 2023 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 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 2023,

Release of the members of the Board of Directors on an individual basis for their activities, transactions and accounts for 2023 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 making a resolution on, the proposal of the Board of Directors regarding the profit/loss for 2023,

In our consolidated balance sheet for the accounting period 01.01.2023 - 31.12.2023, prepared in accordance with the Turkish Accounting Standards (TAS) promulgated by the Public Oversight Accounting Standards Authority ("POA") in accordance with the provisions of the Communiqué on Principles Regarding International Financial Reporting within the framework of the provisions of the Capital Markets Board's Communiqué Serial II, No. 14.1 on Principles Regarding Financial Reporting in Capital Markets, and audited by RSM Turkey Arkan Ergin Uluslararası Bağımsız Denetim A. Ş., the profit for the period attributable to equity holders of the parent company amounts to TRY 948.123.057. Our legal entries prepared in accordance with the provisions of the Tax Procedure Law related to unconsolidated tax record a net loss for the period in the amount of TRY 54.241.611 and a net loss of TRY 992.328.898 for the previous year. It has been unanimously decided to propose to the ordinary general assembly not to distribute profits by deducting the profit for the year 2023 from the previous period's losses, in line our financial statements prepared in accordance with the provisions of the Tax Procedure Law.

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

7. Informing the General Assembly on related party transactions performed in 2023,

The General Assembly will be informed on the related party transactions realized in 2023 within the framework of the Capital Markets Law No. 6362 ("CMB Law"), TCC, Corporate Governance Communiqué (II-17.1) and other relevant capital markets legislation, Turkish Accounting Standards Communiqué (TAS 24) (No. 17) and other legislation and regulations regarding the performance of related party transactions.

8. 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 2023 fiscal period, in accordance with our company's Remuneration Policy will be provided to the General Assembly.

9. Submission of the independent audit firm appointed by the Board of Directors for 2024 upon proposal by the Audit Committee, for the approval of the General Assembly,

In accordance with the Turkish Commercial Code and Capital Markets Board regulations and based on the recommendation of the Audit Committee, the audit firm to be designated by the Board of

Directors as our Company's independent auditor to conduct the audit activities specified under the regulations, including the auditing of financial reports for the 2024 fiscal period, will be submitted for the approval of the Shareholders.

10. **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,**

In accordance with the Capital Markets Board's Communiqué No. II-22.1 on Buyback Shares and the related announcement made on 14.02.2023, information regarding the share buyback transactions initiated by our company with the Board of Directors' decision dated 14.02.2023 will be provided to the General Assembly.

11. **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 2023.

12. **Informing the General Assembly about the guarantees, pledges and mortgages given by the Company in favour of third parties in 2023 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 2023. This issue has been addressed in Footnote 16 of our financial statements as at December 31, 2023.

13. **Informing the shareholders about the donations and aids made by the Company to foundations and associations for social relief purposes in 2023 and setting an upper limit for donations to be made in 2024 in accordance with the Capital Markets Board regulations,**

Pursuant to the Capital Markets Board's Communiqué No. II-171.1 on Corporate Governance, the General Assembly will be informed on the donations and aids made by the Company for social relief purposes in 2023. Our Company has made a donation amounting to TRY 1.952.430 in 2023. The General Assembly also will be informed about the distribution of donations made during the year.

Pursuant to Article 19/(5) of the Capital Markets Law, the limit of donations to be made by the Company in 2024 will be decided by the General Assembly. As per the Company's Articles of Association, "the upper limit of donations to be made by the Company shall be set by the General Assembly. The total annual amount of donations to be made in this regard may not exceed TRY 2,000,000.00, and the donations contributed shall be added on the distributable profit base. The CMB is authorized to set an upper limit on the amount of donations. Donations may not be contrary to the CMB's regulations on disguised profit transfer and to other provisions of relevant legislation, necessary material event disclosures shall be made and information on donations contributed during the year shall be presented to the shareholders at the General Assembly Meeting."

14. 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 2023 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 2023 within the scope of the mentioned articles.

15. Wishes and adjournment.

ANNEX

ANNEX-1: Dividend Distribution Table

ANNEX-2: Power of Attorney

ANNEX-1 Dividend Distribution Table

BİOTREND ÇEVRE VE ENERJİ YATIRIMLARI ANONİM ŞİRKETİ			
2023 Period Dividend Payment Table (TL)			
1. Paid-In / Issued Capital			500.000.000
2. Total Legal Reserves (According to Legal Records)			0
Information concerning preferred shares, if, as per the company Articles of Association, there are any privileges for preferred shares in distribution of dividend			No
		Based on CMB Regulations	Based on Legal Records
3.	Current Period Profit	928.097.823	(54.241.611)
4.	Taxes Payable (-)	22.016.047	-
5.	Net Current Period Profit	950.113.870	(54.241.611)
6.	Losses in Previous Years (-)	-	(992.328.898)
7.	Primary Legal Reserve (-)	-	-
8.	NET DISTRIBUTABLE CURRENT PERIOD PROFIT	-	-
9.	Donations Made During The Year (+)	1.952.430	1.952.430
10.	Donation-Added Net Distributable Current Period Profit on which First Dividend Is Calculated	-	-
11.	First Dividend to Shareholders	-	-
	- Cash	-	-
	- Stock	-	-
	- Total	-	-
12.	Dividend Distributed to Owners of Privileged Shares	-	-
13.	Other Dividend Distributed		
	- To the Members of the Board of Directors,		
	- To the Employees,		
	- To Non-Shareholders	-	-
14.	Dividend to Owners of Redeemed	-	-

	Shares		
15.	Second Dividend to Shareholders	-	-
16.	Secondary Legal Reserves	-	-
17.	Statutory Reserves	-	-
18.	Special Reserves	-	-
19.	EXTRAORDINARY RESERVES	-	-
20.	Other Distributable Resources	-	-

DIVIDEND PAYMENT RATES TABLE					
	Share Group	TOTAL DIVIDEND AMOUNT		TOTAL DIVIDEND AMOUNT / NET DISTRIBUTABLE PROFIT FOR THE PERIOD	DIVIDEND PER SHARE FOR 1 TL NOMINAL VALUE
		CASH (TL)	SHARES (TL)	RATIO (%)	SHARE (%)
NET					0
					0
	TOTAL				

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 June 13, 2024, Thursday 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;

- 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 2023 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 2023 operating period,			
4. Reading, discussion, and submitting for approval, of the Financial Statements for the 2023 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 2023,			
6. Discussing, and making a resolution on, the proposal of the Board of Directors regarding the profit/loss for 2023,			
7. Informing the General Assembly on related party transactions performed in 2023,			
8. 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,			
9. Submission of the independent audit firm appointed by the Board of Directors for 2024 upon proposal by the Audit Committee, for the approval of the General Assembly,			
10. 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,			

11. 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,			
12. Informing the General Assembly about the guarantees, pledges and mortgages given by the Company in favour of third parties in 2023 in accordance with the Capital Markets Board regulations,			
13. Informing the shareholders about the donations and aids made by the Company to foundations and associations for social relief purposes in 2023 and setting an upper limit for donations to be made in 2024 in accordance with the Capital Markets Board regulations,			
14. 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 2023 in line with the Corporate Governance Principles,			
15. 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 Tittle:

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

Address:

Signature:

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