

FOR INFORMATION PURPOSES ONLY

BIOTREND ÇEVRE VE ENERJİ YATIRIMLARI ANONİM ŞİRKETİ

SHARE BUYBUCK PROGRAMME

CHAPTER ONE

Purpose, Scope, Basis and Definitions

Purpose and Scope

ARTICLE 1 – (1) The purpose of this Share Buy-Back Programme ('Buy-Back Programme' or 'Programme') is to regulate the procedures and principles regarding Biotrend Çevre ve Enerji Yatirimlari Anonim Şirketi's ('Company') purchase of its own shares from Borsa İstanbul A.Ş. ('Borsa'), disposal of the purchased shares and public disclosure of these matters.

Basis

ARTICLE 2 – (1) This Buy-Back Programme has been prepared in accordance with Article 379 of the Turkish Commercial Code numbered 6102 ('TCC'), Article 22 of the Capital Markets Law numbered 6362 ('CML' or 'Law') and the provisions of the Capital Markets Board's ('Board') 'Communiqué on Buy-Back Shares' numbered II-22.1 ('Communiqué') published in the Official Gazette dated 03.01.2014 and numbered 28871 and the Principle Decisions, in particular the Principle Decision i-SPK.22.8 (dated 1 August 2024 and numbered 41/1198 p.k.) taken by the Board for the implementation of the provisions of the said Communiqué. .8 (dated 1 August 2024 and numbered 41/1198 p.k.) taken by the Board for the implementation of the provisions of the said Communiqué.

Definitions

ARTICLE 3 – (1) As referred to in this Programme;

- a) Exchange:** Borsa İstanbul A.Ş.,
- b) Buy-back:** The purchase of the shares representing the Company's capital and traded on the Stock Exchange by the Company from the Stock Exchange,
- c) Buy-Back Programme/Programme:** The procedures and principles prepared by the Board of Directors of the Company and submitted to the General Assembly of the Company for approval within the framework specified in the Communiqué regarding the purchase of the shares representing the Company's capital which are traded on the Stock Exchange by the Company from the Stock Exchange within the scope of the provisions of the Communiqué, the disposal of the purchased shares and the public disclosure of these matters,
- d) Repurchased shares:** Company shares purchased by the Company within the scope of the Communiqué,
- e) Law/CMLn:** Capital Market Law No. 6362,
- f) Board:** Capital Markets Board,
- g) Communiqué:** Capital Markets Board's 'Communiqué on Buy-Back Shares' numbered II-22.1 published in the Official Gazette dated 03.01.2014 and numbered 28871,
- h) Company:** Biotrend Çevre ve Enerji Yatirimlari Anonim Şirketi
- i) TCC:** Turkish Commercial Code dated 13.01.2011 and numbered 6102,

CHAPTER TWO

General Principles and Authorisation Regarding the Buy-Back Programme

Authorisation Regarding the Buy-Back Programme

ARTICLE 4 – (1) According to the Buy-Back Programme, the General Assembly of the Company must authorise the Board of Directors in order for the Company to repurchase shares. The said authorisation is granted by the approval of this Buy-Back Programme prepared by the Board of Directors of the Company at the General Assembly meeting of the Company. The Board of Directors authorised by the approval of the Buy-Back Programme at the General Assembly meeting may either use this authorisation itself or delegate it to real persons or legal entities to be determined by the Board of Directors.

Following the approval of the General Assembly, the Board of Directors is fully authorised to execute the Repurchase Programme during the repurchase period. The approval of the Repurchase Programme by the General Assembly is an authorisation given to the Board of Directors, and the approval of the Programme is not a commitment that the repurchase authority granted under the Programme will be used. In case of force majeure, extraordinary circumstances, economic and commercial conditions, market conditions, trading volumes in the Stock Exchange and/or the financial condition of the Company, the Board of Directors of the Company may decide not to initiate the Buy-Back Programme at all or to terminate the ongoing Buy-Back Programme. Within the Repurchase Programme, one or more repurchases may be made at different times.

(2) At the General Assembly meeting where the Buy-Back Programme will be approved, the meeting and resolution quorums stipulated in Article 418 of the TCC shall be applied.

(3) The transactions carried out within the framework of the Buy-Back Programme shall be submitted to the shareholders at the first General Assembly meeting of the Company.

Elements of the buy-back programme

ARTICLE 5 – (1) The elements of the Buy-Back Programme are arranged as follows;

a) Purpose of the buy-back:

In order to protect the interests of the Company's shareholders and to contribute to the formation of a healthy and stable price in the Company's share market, it is aimed to monitor the price movements in the Stock Exchange and to enable the Company to purchase the shares representing the Company's capital from the Stock Exchange when the conditions arise.

b) Duration of the Buy-Back Programme:

The term of the Buy-Back Programme is maximum 1 (one) year from the date of approval of the Programme by the General Assembly of the Company.

c) Maximum number of shares subject to buy-back:

According to the Communiqué, the nominal value of the total shares subject to repurchase shall not exceed ten per cent of the issued capital of the Company. Pursuant to Article 6 titled 'Capital' of the Articles of Association of the Company, the issued capital of the Company amounting to TL 500,000,000.00 (Five hundred million Turkish Liras) is divided into 500,000,000 (Five hundred million) shares with a nominal value of 1 (One) Turkish Lira each, and ten percent of the issued capital corresponds to a maximum of 50,000,000 (Fifty million) shares. One lot of shares of the Company traded on the Stock Exchange consists of 1 (one) share with a nominal value of 1 (one) Turkish Lira, and the maximum capital of TL 50,000,000.00 (fifty million Turkish Lira) within the scope of the Programme corresponds to 50,000,000 (fifty million) lots of shares. The repurchased shares that are disposed of

during the Programme will not be taken into account as a discount item in the calculation of this ratio/amount.

d) The programme will be terminated after the maximum number of shares subject to repurchase is reached:

The Share Buy-Back Programme will be terminated after the maximum number of shares subject to repurchase is reached, and the Board of Directors of the Company may terminate the Programme before the expiry of the period within the scope of this Programme based on the authority granted by the General Assembly.

e) The lower and upper price limits determined proportionally or fixed by indexing to a certain indicator for the shares subject to repurchase, and how this issue will be taken into account in the event of transactions that require price correction:

There is no upper and lower price limit for the shares subject to repurchase, which is determined proportionally or fixed by indexing to any indicator. Therefore, it is not expected to have any impact on the Company's capital increase and/or dividend distribution during the term of the Programme.

f) If determined, the sales principles of the shares bought back during the programme:

The Board of Directors of the Company is authorised to determine the sales principles of the repurchased shares as it wishes within the framework of the legislation.

g) The total amount and source of funds allocated for buy-back:

The total amount of the fund to be used for share buy-back transactions is TL 100.000.000 and will be covered from the Company's own resources and income from its operations. The Company has no commitment to utilise the entire amount for share buy-back.

The total amount of the repurchased shares will not exceed the total amount of resources that can be subject to profit distribution within the framework of CMB regulations.

h) The number of shares repurchased and not yet disposed of and their ratio to the share capital and the results of the previous programme, if any:

Within the scope of the share buy-back decision initiated with the decision of the Company's Board of Directors dated 14.02.2023, shares with a total nominal value of TL 439,853 were bought back. As a result of the realised transactions, the ratio of the shares owned by the Company to the capital is 0.09%.

These shares are still under the ownership of the Company and have not been sold.

i) Explanations on the possible effects of the Buy-Back Programme on the financial position and results of operations of the Company:

It is assessed that the planned Buy-Back Programme will not have a significant impact on the Company's financial position and results of operations.

j) Information on the subsidiaries that may repurchase within the scope of the Repurchase Programme, if any:

None.

k) Annual and last three-month high, low and weighted average share price information:

As of 11.03.2025, the annual and last three-month low, high and weighted average prices of the Company's shares are given in the table below:

Period	Lowest Price (TL)	Highest Price (TL)	Weighted Average Price (TL)
Last 3 Months	14.17	18.28	16.30
Last 1 Year	14.17	22.76	18.07

I) Benefits, if any, to be derived by related parties from this transaction:

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CHAPTER THREE

Limitations

Transaction Limits for Buy-Back Shares

ARTICLE 6 – (1) The nominal value of the repurchased shares of the Company cannot exceed 10% (Ten Percent) of the issued capital of the Company. The repurchased shares that are disposed of during the Programme period shall not be taken into account as a discount item in the calculation of this ratio.

(2) The repurchased shares shall be traded on the Stock Exchange. Buy-back transactions will be carried out only in the market where the Company's shares are traded (Yıldız Market as of the date of the Programme).

(3) In case there is deferred insider information about the Company and/or its subsidiaries, no repurchase or sale transaction will be performed.

(4) From the date of the Board of Directors' decision regarding the capital increase by the Company until the date of completion of the capital increase transactions, no repurchase or sale transaction can be made.

(5) The total price of the repurchased shares cannot exceed the total amount of the Company's resources that can be subject to profit distribution in the annual financial statements prepared in accordance with the Board regulations and approved by the General Assembly of the Company.

(6) During the Buy-Back Programme, no sales transaction of the Company's shares in the Stock Exchange may be carried out by the shareholders who control the management of the Company or persons closely related to them.

(7) Between the start and end dates of the Buy-Back Programme, no sales transaction of the Company's shares in the Exchange may be carried out by the persons who have administrative responsibility in the Company as defined in the Board's regulations on material events and persons closely related to them.

(8) In the share repurchase transactions to be performed, the transaction rules determined by the Exchange as well as the transaction principles specified in Article 15 of the Communiqué shall be complied with.

(9) In the event that the Company has insider information whose disclosure is postponed, no repurchase or sale transaction shall be carried out within the scope of the Communiqué.

(10) In case the Company intends to make a capital increase, no repurchase or sale transaction may be made within the scope of the Communiqué from the date of the board of directors' decision regarding the capital increase until the date the capital increase transactions are completed.

CHAPTER FOUR

Public Disclosure

Public Disclosure Obligations Regarding Buy-Back Transactions

ARTICLE 7 – (1) In the event that any amendment is made by the General Assembly to this Buy-Back Programme, which will be submitted to the approval of the General Assembly of the Company, the amended Programme shall be disclosed to the public through a material event disclosure to be made by the Company on the first business day following the date of the General Assembly and simultaneously published on the Company's website.

(2) Two business days prior to the commencement of repurchase transactions pursuant to the Repurchase Programme, a material event disclosure shall be made by the Company regarding the start and end dates of the planned repurchase period, nominal amount of the shares subject to repurchase and their ratio to the capital.

(3) For each transaction executed by the Company within the framework of the Buy-Back Programme, a material event disclosure shall be made before the start of the session on the business day following the transaction date, including the nominal amount of the shares subject to the transaction, the transaction price, the ratio of the shares to the capital, the nominal amount of the shares previously bought back within the framework of the Programme and the transaction date.

(4) In the event that the repurchased shares are disposed of, the Company shall make a material event disclosure before the start of the session on the business day following the transaction date, including the nominal amount of the shares subject to the transaction, the transaction price, the ratio of the remaining shares to the capital, the ratio of the remaining shares to the capital, the realised gain/loss amount and the transaction date.

(5) Within three business days following the expiry of the period announced for the Buy-Back Programme, the termination of the Programme and the completion of the repurchases planned within the scope of the Programme, the maximum and average price paid for the repurchased shares, the cost of the repurchase and the resources used, the total number of repurchased shares and the ratio of these shares to the capital shall be disclosed to the public by the Company.

(6) In the event that the shares repurchased by the Company are disposed of during the Buy-Back Programme, the total nominal amount, total gain/loss amount, average sales price and transaction dates of the disposed shares shall be disclosed in the same manner. This information, which is a summary of the transactions carried out within the framework of the Buy-Back Programme, is also submitted for the information of the shareholders at the first general assembly meeting.

CHAPTER FIVE

Circumstances that are not considered as Information Fraud or Market Fraud and Transaction Principles **Circumstances that are not considered as Information Fraud or Market Fraud**

Circumstances that are not considered as Information Fraud or Market Fraud

ARTICLE 8 – With respect to repurchase transactions, the Company management pays utmost care to comply with the provisions of the Communiqué and the relevant legislation on situations that are not considered as 'information fraud' or 'market fraud'.

Transaction Principles

ARTICLE 9 – (1) The Company management takes utmost care to comply with the ‘transaction principles’ regulations in the Communiqué regarding repurchase transactions.

CHAPTER SIX

Miscellaneous and Final Provisions

Disposal and Redemption of Repurchased Shares

ARTICLE 10 – (1) Repurchased shares of the Company and bonus shares acquired due to these shares may be held indefinitely, provided that the conditions in the first and third paragraphs of Article 9 of the Communiqué are complied with.

(2) Shares repurchased in violation of the provisions of the Communiqué shall be disposed of within 1 (one) year at the latest as of the date of repurchase. Shares that the Company cannot sell during this period shall be redeemed through capital reduction.

(3) Except for subparagraph (a) of the first paragraph of Article 16 of the Communiqué, the portion of the repurchased shares exceeding 10% (ten per cent) of the issued capital of the Company shall be disposed of as soon as it is possible to transfer them without causing any loss and in any case within 3 (three) years from the date of acquisition. Shares that the Company is unable to dispose of within this period shall be immediately redeemed by way of capital reduction.

(4) The Company may dispose of the repurchased shares through sale in the Stock Exchange during the Buy-Back Programme or after the end of the Programme, except for the period announced pursuant to the fourth paragraph of Article 12 of the Communiqué.

(5) Repurchased shares shall be redeemed in accordance with the capital reduction procedures of the Board which do not require fund outflow.

Accounting of Repurchased Shares

ARTICLE 11 - (1) The accounting of Repurchased shares is based on the Board's regulations on financial reporting and Turkish Accounting Standards/Turkish Financial Reporting Standards.

(2) A reserve fund equal to the repurchase price of the repurchased shares is set aside and classified as restricted reserves under shareholders' equity. Such restricted reserves are released to the extent that they cover the repurchase value when the repurchased shares are sold or redeemed.

Communiqué and legislative amendments

ARTICLE 12 - (1) For the matters not regulated in this Buy-Back Programme, the relevant provisions of the Communiqué and Resolution of the Board shall apply.

(2) In the event of any amendment in the Communiqué and the relevant legislation during the Buy-Back Programme, the provisions of the Buy-Back Programme contrary to the Communiqué and the relevant legislation shall not be applied. In the event that the amendments in the Communiqué and the relevant legislation include provisions that will not cause the Buy-Back Programme to be contrary to the Communiqué and the relevant legislation, the real or legal persons authorised by the Company's Board of Directors, if authorised by the Company's Board of Directors, shall be authorised to implement or not to implement such amendments. Even in this case, the Repurchase Programme shall be harmonised with the Communiqué and/or relevant legislation amendments at the first General Assembly meeting to be held by the Company.

Enforcement

ARTICLE 13 – (1) The Buy-Back Programme shall enter into force upon the approval of the General Assembly of the Company.

Execution

ARTICLE 14 – (1) The Board of Directors of the Company shall execute the Buy-Back Programme. The Board of Directors may delegate this authority to real or legal persons to be determined.