

MINUTES OF THE ORDINARY GENERAL ASSEMBLY MEETING FOR THE YEAR 2023 OF PENTA TEKNOLOJİ ÜRÜNLERİ DAĞITIM TİCARET A.Ş. HELD ON 13/06/2024

The Ordinary General Assembly meeting of Penta Teknoloji Ürünleri Dağıtım Ticaret A.Ş. for the year 2023 was held on 13/06/2024 at 11:00 at “Kısıklı Mah. Ferah Cad. No:1 B.Çamlıca Üsküdar-Istanbul”, under the supervision of Ministry Representative Demet BOZER, who was assigned with the letter of Istanbul Governorship Provincial Directorate of Commerce dated 12/06/2024 and numbered 97817467.

The invitation for the meeting was made in due time as stipulated in the Law and the Articles of Association and by announcing the meeting date and agenda in the Turkish Trade Registry Gazette dated 13/05/2024 and numbered 11080 and on the Company's official website www.penta.com.tr and on the Public Disclosure Platform on the Central Registry Agency's E-General Meeting System at least three weeks before the General Assembly meeting date.

Upon the determination that a total of 162.635.329 shares were represented at the meeting, of which 27.648.373 shares were represented in person at the meeting corresponding to 27.648.373 TL capital, 126.753.831 shares in physical environment by proxy corresponding to a capital of 126.753.831 TL, 8.233.125 shares in electronic environment by proxy corresponding to 8.233.125 TL capital, out of 393.516.000 shares which corresponds to the company's total capital of 393.516.000 Turkish Liras according to the List of Attendees, and thus that the minimum meeting quorum stipulated in both the Law and the Articles of Association exists and that the independent audit company official PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (representative Mert TÜTEN) and Independent Member of the Board of Directors Aytaç Saniye MUTLUGÜLLER and Pınar ILGAZ, Member of the Board of Directors and Managing Director Mürsel ÖZÇELİK was also present at the General Assembly, the meeting was opened by Mürsel ÖZÇELİK and the agenda was discussed.

1. The meeting was opened physically and electronically by Mürsel ÖZÇELİK. A statement was made about the way of voting; it is stated that, without prejudice to the electronic vote counting regulations as stipulated in the Law and the Articles of Association of the Company, the esteemed shareholders who physically attend the meeting room must vote openly and by raising their hands, while the esteemed shareholders who will cast negative votes must verbally declare the negative vote.

In accordance with the 5th and 6th paragraph of Article 1527 of the Turkish Commercial Code, it has been determined that the Company has carried out the electronic general assembly preparations in accordance with the legal regulations. Erkan KIZILBOĞA, who has "Central Securities Depository Electronic General Assembly System Expert Certificate", was appointed by the meeting chairmanship to use the electronic general assembly system and the meeting was opened at the same time in physical and electronic environment and other items of the agenda were discussed.

Within the scope of this article; the proposal given by the Gözde Girişim Sermayesi Yatırım Ortaklığı A.Ş. representative Levent TAŞÇI, regarding the election of Mr. Levent SİPAHİ as the Chairman of the Meeting was read. The election of Mr. Levent SİPAHİ as the Chairman of the Meeting was accepted by unanimous vote of the participants of the meeting. Meeting Chairman Levent SİPAHİ; Appointed Mr. Levent TAŞÇI as Minute Clerk and Mr. İsmail ÖNDER as Vote Collector.

2. Authorization of the Meeting Chairmanship to sign the minutes of the General Assembly meeting on behalf of the General Assembly was accepted by unanimous vote of those present at the meeting.

3. The Chairman of the Meeting verbally suggested that the Board of Directors activity report for the 2023 accounting period be deemed to have been read, since it was announced on the company's website, on the E-General Assembly System of the Central Securities Depository. Since there were no other proposals or proposals, this proposal was put to a vote. It was accepted by unanimous vote of the participants of the meeting. The activity report for 2023 was discussed. No one took the floor.

4. The summary of the Independent Audit Company's report for the year 2023 covering the accounting period dated 01.01.2023-31.12.2023 was read by Mert TÜTEN, who attended on behalf of PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş.

5. Chairman of the Meeting recommended that the consolidated financial statements for the 2023 accounting period to be considered as read, since they have been announced on the company's website, in accordance with the accounting principles and standards determined in the Communiqué Serial: II.14.1 on Financial Reporting in Capital Markets published by the Capital Markets Board, on the E-General Assembly System of the Central Securities Depository. Since there were no other proposals and proposals, this proposal was put to the vote and was accepted by unanimous vote of participants of the meeting. Main items of the balance sheet and profit and loss statement for the accounting period of 2023 were briefly read and opened up for discussion. No one took the floor. As a result of the voting, the participants of the meeting unanimously approved the consolidated balance sheet and profit and loss statement.

6. The proposal to release the Board of Directors Members Mr. Ali ÜLKER, Mr. Mehmet TÜTÜNCÜ, Mr. Erman KALKANDELEN, Ms. Aytaç Saniye MUTLUGÜLLER and Ms. Pınar ILGAZ, as well as Board Member and Proxy Member Mr. Mürsel ÖZÇELİK for their activities and transactions during the year 2023 was put to a vote. With the members not participating in their own release vote, the Board of Directors Members and the Proxy Member were released unanimously by the attendees of the meeting.

7. Within the framework of the proposal submitted by shareholder Gözde Girişim Sermayesi Yatırım Ortaklığı A.Ş. the following proposals and declarations were put to a vote, to determine the number of Board of Directors members as six (6), To elect Mr. Ali ÜLKER, Mr. Mehmet TÜTÜNCÜ, and Mr. Erman KALKANDELEN as members of the Board of Directors for a term of three (3) years, to elect Ms. Fatma Pınar ILGAZ and Ms. Aytaç Saniye MUTLUGÜLLER as Independent Board Members with the positive opinions of the Capital Markets Board dated April 22, 2024, and numbered E-29833736-110.07.07-52866, to elect Mr. Mürsel ÖZÇELİK, who was present at the meeting and declared his candidacy for membership on the Board of Directors, as a member of the Board of Directors and to pay a monthly net salary of 34,000 TL to Independent Board Members and not pay any salary to other Board Members. As a result of the voting, it was accepted by majority of votes with 154.365.701 affirmative votes against a total of 8.269.628 negative votes.

8. The decision taken by the Board of Directors on 08/05/2024 regarding the agenda item was read. It was opened for discussion. Since there were no other proposals or suggestions, this proposal was put to vote. The proposal *"No dividend distribution for the year 2023 in order to evaluate the growth opportunities of the company and to ensure the continuity of cash flow"* was unanimously accepted by the participants of the meeting.

9. The written proposal regarding the approval of the selection of PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., which was selected to conduct the independent external audit of the Company's accounts and transactions for the fiscal year 2024 in line with the Board of Directors' resolution, was read, and since there were no other proposals or suggestions, this proposal was put to vote, and the proposal was unanimously accepted by the participants of the meeting.

10. The following proposal, regarding the upper limit for donations to be made in the accounting period 1 January 2024 - 31 December 2024; *"To be determined as 0.2% (two thousandths) of the net sales amount in the annual consolidated financial statements disclosed to the public in accordance with the regulations of the Capital Markets Board for the previous activity year in accordance with our Company's Donation Policy"* was put to vote. The proposal was accepted with a majority of the votes of those attending the meeting with 154.387.201 affirmative votes against 8.248.128 negative votes.

11. Within the framework of the regulations of the Capital Markets Board, the General Assembly was informed about the collaterals, pledges and mortgages given by the Company in favor of third parties in the year 2023 and the income or benefit they have obtained.

12. Pursuant to Articles 395 and 396 of the Turkish Commercial Code, it was unanimously resolved to grant permission to the members of the Board of Directors to carry out activities that fall within or outside the scope of the Company's field of activity, personally or on behalf of others, to become partners in companies engaged in such activities, to compete and to carry out other transactions.

13. The meeting was closed by the Chairman of the Meeting, as there was no other item to be discussed in the closing part of the agenda.

MINISTRY REPRESENTATIVE
Demet BOZER

CHAIRMAN OF MEETING
Levent SİPAHİ

VOTE COLLECTOR
İsmail ÖNDER

CLERK OF MINUTES
Levent TAŞÇI