

**MINUTES OF THE ORDINARY GENERAL ASSEMBLY MEETING FOR THE YEAR 2025  
OF PENTA TEKNOLOJİ ÜRÜNLERİ DAĞITIM TİCARET A.Ş. HELD ON 08/07/2026**

The Ordinary General Assembly meeting of Penta Teknoloji Ürünleri Dağıtım Ticaret A.Ş. for the year 2025 was held on 08/07/2026 at 14:00 at “Kısıklı Mah. Ferah Cad. No:1 B.Çamlıca Üsküdar-Istanbul”, under the supervision of Ministry Representative Yılmaz AKBAŞ, who was assigned with the letter of Istanbul Governorship Provincial Directorate of Commerce dated 06/07/2026 and numbered 123935922.

The invitation to the meeting was made within the due time by being announced in the Turkish Trade Registry Gazette issue dated 09/06/2026 and numbered 11597, on the Company's official website [www.penta.com.tr](http://www.penta.com.tr), and on the Public Disclosure Platform over the E-General Assembly System of the Central Registry Agency (Merkezi Kayıt Kuruluşu A.Ş.) at least three weeks prior to the General Assembly meeting date, as stipulated in the Turkish Commercial Code, Capital Markets Law, and the Articles of Association, to include the agenda, and also by notifying the meeting date and agenda.

Upon the examination of the list of attendees, it was understood and identified and stated by the Ministry Representative that, out of 393,516,000 shares corresponding to the Company's total capital of 393,516,000 TL, 25,051,021 shares corresponding to 25,051,021 TL were represented in person, 126,753,831 shares corresponding to 126,753,831 TL were represented by proxy, and 149,276 shares corresponding to 149,276 TL were represented by depositor representatives, making a total of 151,954,128 shares corresponding to 151,954,128 TL represented at the meeting; and thus the minimum meeting quorum stipulated in both the Law and the articles of association was present; and the independent audit company official PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (its representative Levent SARIOĞLU), Independent Board Member Fatma Pınar ILGAZ, Board Member and Managing Director Mürsel ÖZÇELİK were also present at the General Assembly; and Ayyüce BAŞTAN, who holds a "Central Registry Agency Electronic General Assembly System Certificate Expertise", was assigned to apply the Electronic General Assembly System; and in accordance with paragraphs 5 and 6 of Article 1527 of the Turkish Commercial Code, the company's Electronic General Assembly preparations were fulfilled in compliance with legal regulations, whereupon the negotiations started.

1. The meeting was opened in physical and electronic environment by the Board member and Managing Director Mürsel ÖZÇELİK. An explanation was made regarding the voting method; it was stated that, without prejudice to the electronic vote counting regulations as included in both the Law and the Company's articles of association, the esteemed shareholders participating physically in the meeting hall should vote by open ballot and raising hands, and the esteemed shareholders who will cast a negative vote should declare their negative vote verbally. Within the scope of this article; the motion given by Levent TAŞÇI, representative of Gözde Girişim Sermayesi Yatırım Ortaklığı A.Ş., regarding the election of Mürsel ÖZÇELİK as the Meeting Chairman was read. There was no other proposal. As a result of the voting, it was decided UNANIMOUSLY by the attendees that the motion was accepted and Mürsel ÖZÇELİK was elected as the Meeting Chairman. Meeting Chairman Mürsel ÖZÇELİK assigned Levent TAŞÇI as the Vote Collector and Ayyüce BAŞTAN as the Minute Clerk.

2. Authorizing the Meeting Presidency to sign the General Assembly meeting minutes on behalf of the General Assembly was submitted to vote. It was decided UNANIMOUSLY by the attendees to authorize the Meeting Presidency to sign the General Assembly meeting minutes on behalf of the General Assembly.

3. Proceeded to the reading of the Board of Directors' Annual Report for the 2025 fiscal year covering the Company's accounting period dated 01/01/2025-31/12/2025. As a result of the voting on the proposal made by the Meeting Chairman regarding the acceptance of the 2025 Board of Directors' Annual Report as read in its entirety, by stating that the Company's Board of Directors' Annual Report for the year 2025 had been published on PDP, on the corporate website of the company, and on the Electronic General Assembly System at least 3 weeks prior to the meeting, and was made available for the examination of the shareholders at the Company headquarters and also at the meeting venue prior to the meeting, it was decided by the MAJORITY OF VOTES of the attendees to consider the Board of Directors' Annual Report regarding the year 2025 as read, with 151,804,852 affirmative votes against 149,276 negative votes. Negotiation was opened. No one took the floor.

4. The Independent Audit Company report summary for the 2025 fiscal year covering the Company's accounting period dated 01/01/2025-31/12/2025 was read by Levent SARIOĞLU, representing PwC Bağımsız Denetim ve

Serbest Muhasebeci Mali Müşavirlik A.Ş., which performed the independent audit of the Company's 2025 consolidated financial statements.

5. As a result of the voting on the proposal made by the Meeting Chairman regarding the acceptance of the consolidated CMB Consolidated Financial Statements covering the Company's accounting period dated 01/01/2025-31/12/2025 and the audited Corporate Sustainability Report for the 2024 accounting period prepared in accordance with the Turkish Sustainability Reporting Standards published by the Public Oversight, Accounting and Auditing Standards Authority as read in their entirety, by stating that they had been published on PDP, on the Company's corporate website, and on the Electronic General Assembly System at least 3 weeks prior to the meeting, and were made available for the examination of the shareholders at the Company headquarters and also at the meeting venue prior to the meeting, it was decided UNANIMOUSLY by the attendees to consider the Consolidated Financial Statements regarding the year 2025 and the Corporate Sustainability Report for the year 2024 as read.

The Consolidated Financial Statements regarding the 2025 accounting period and the audited Corporate Sustainability Report for the 2024 accounting period were read in summary as main items by Eren MANTAŞ.

The consolidated financial statements regarding the 2025 fiscal year and the audited Corporate Sustainability Report for the 2024 accounting period were opened for discussion. No one took the floor. They were submitted to vote. As a result of the voting, it was decided UNANIMOUSLY by the attendees to accept the consolidated financial statements for the 2025 fiscal year and the independently audited TSRS Compliant Sustainability Report for the 2024 fiscal year.

6. The board of directors decision dated 21/05/2026 regarding the election of Ömer Faruk SEVGİLİ to serve until the end of the term of the departing member in accordance with the provision of Article 363 of the Turkish Commercial Code for the board of directors membership vacated by the departure of Erman KALKANDELEN, one of our Company's Board members, on 21/05/2026, was submitted to vote and it was decided by the MAJORITY OF VOTES of the attendees to approve the board of directors decision, with 151,954,113 affirmative votes against 15 negative votes.

7. The release of the Board of Directors members was submitted to vote. The Board of Directors members did not use the voting rights arising from their own shares in the release voting. As a result of the voting, it was decided by the MAJORITY OF VOTES of the attendees to release the Company board of directors members Ali ÜLKER, Mehmet TÜTÜNCÜ, Erman KALKANDELEN, Fahrettin Günalp ERTİK, Aytaç Saniye MUTLUGÜLLER and Fatma Pınar ILGAZ, and Mürsel ÖZÇELİK serving as Board Member and Managing Director, from their activities in the year 2025 as of the period they were in office regarding the Company's accounting period dated 01/01/2025-31/12/2025, with 127,054,113 affirmative votes against 15 negative votes.

8. The motion signed by Gözde Girişim Sermayesi Yatırım Ortaklığı A.Ş. was read and submitted to vote. As a result of the voting, it was decided by the MAJORITY OF VOTES of the attendees to pay a monthly net remuneration of 112,000 TL to Board Member Ömer Faruk SEVGİLİ, a monthly net remuneration of 112,000 TL to each of the Independent Board Members including the fee to be paid for the duties they will take in the committees, and not to pay remuneration to the other Board Members, with 151,804,837 affirmative votes against 149,291 negative votes.

9. The Board of Directors' proposal dated 05/06/2026 regarding profit distribution, "Not to distribute profit for the year 2025 in order to evaluate growth opportunities and ensure the continuity of cash flow" was read. It was opened for discussion. No one took the floor. It was submitted to vote and it was decided by the MAJORITY OF VOTES of the attendees to accept the board of directors' proposal, with 151,954,113 affirmative votes against 15 negative votes.

10. In accordance with the regulations of the Turkish Commercial Code, Capital Markets Board and Public Oversight, Accounting and Auditing Standards Authority, the Company's Board of Directors Decision dated 05/06/2026 regarding the election of the Independent Audit Firm made by the Board of Directors was read. It was opened for discussion, no one took the floor. It was submitted to vote. As a result of the voting; it was decided UNANIMOUSLY by the attendees to elect DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. as the Company's Independent Auditor to audit the Company's financial reports for the accounting period of 01.01.2026 – 31.12.2026 in accordance with the principles determined under the Turkish Commercial Code No. 6102 and the Capital Markets Law No. 6362 and to carry out other activities within the scope of the relevant regulations in the said laws.

11. The Company's Board of Directors Decision dated 05/06/2026 regarding the Board of Directors' election of an audit firm authorized in the field of sustainability to carry out the Mandatory Assurance Audit for the 2026 Corporate Sustainability Reports to be prepared in accordance with the Turkish Sustainability Reporting Standards published

by the Public Oversight, Accounting and Auditing Standards Authority and other activities within the scope of relevant regulations was read. It was opened for discussion, no one took the floor. It was submitted to vote. As a result of the voting; it was decided UNANIMOUSLY by the attendees to elect DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. as the Company's Independent Auditor to perform the mandatory sustainability assurance audit of the sustainability reports to be prepared for the Company's 01/01/2026 – 31/12/2026 accounting periods in accordance with the Turkish Sustainability Reporting Standards within the scope of the Assurance Audit Standards published by the Public Oversight, Accounting and Auditing Standards Authority.

**12.** Shareholders were informed that donations and aids amounting to a total of 19,650,275 TL were made during the 2025 fiscal year. The proposal regarding "determining the upper limit for donations to be made in the 01/01/2026 - 31/12/2026 accounting period as 0.2% of the net sales amount in the annual consolidated financial statements publicly disclosed in accordance with the Capital Markets Board regulations regarding our company's previous fiscal year, in accordance with our company's Donation Policy" was submitted to vote. The proposal was accepted by the MAJORITY OF VOTES of the attendees, with 151,804,852 affirmative votes against 149,276 negative votes.

**13.** Within the framework of the Capital Markets Board regulations; the general assembly was informed about the guarantees, pledges and mortgages given by the Company in favor of third parties during the year 2025 and the income or benefits they obtained.

**14.** Granting permission for the Board of Directors members to perform transactions within the framework of Articles 395 titled "Prohibition of Doing Business with the Company, Borrowing from the Company" and 396 titled "Prohibition of Competition" of the TCC was submitted to the approval of the shareholders. As a result of the voting; it was decided by the MAJORITY OF VOTES of the attendees to allow the Board of Directors members to perform transactions within the framework of Articles 395 titled "Prohibition of Doing Business with the Company, Borrowing from the Company" and 396 titled "Prohibition of Competition" of the TCC, with 151,954,113 affirmative votes against 15 negative votes. Shareholders were informed that no transaction was carried out within this scope during the year 2025 by the members of the board of directors, managers with administrative responsibility and their blood relatives and relatives by marriage as defined in the relevant legislation, in line with principle number 1.3.6 of the Capital Markets Board's Corporate Governance Communiqué.

**15.** In the closing section, as there was no other item on the agenda to be discussed, the meeting was adjourned by the Meeting Presidency.

MINISTRY REPRESENTATIVE  
Yılmaz AKBAŞ

CHAIRMAN OF MEETING  
Mürsel ÖZÇELİK

VOTE COLLECTOR  
Levent TAŞÇI

CLERK OF MINUTES  
Ayyüce BAŞTAN