

MINUTES OF THE ORDINARY GENERAL ASSEMBLY MEETING FOR THE YEAR 2024 OF PENTA TEKNOLOJİ ÜRÜNLERİ DAĞITIM TİCARET A.Ş. HELD ON 04/06/2025

The Ordinary General Assembly meeting of Penta Teknoloji Ürünleri Dağıtım Ticaret A.Ş. for the year 2024 was held on 04/06/2025 at 11:00 at “Kısıklı Mah. Ferah Cad. No:1 B.Çamlıca Üsküdar-Istanbul”, under the supervision of Ministry Representative Şeyma IŞIK, who was assigned with the letter of Istanbul Governorship Provincial Directorate of Commerce dated 02/06/2025 and numbered 109930408.

The invitation to the meeting was duly made in accordance with the Law and the Articles of Association, including the agenda, by announcement at least three weeks prior to the General Assembly meeting date in the Turkish Trade Registry Gazette dated 09/05/2025 and numbered 11328, on the Company’s official website www.penta.com.tr, on the Public Disclosure Platform, and through the Central Registry Agency’s Electronic General Assembly System, with the meeting date and agenda duly notified.

Upon examination of the list of attendees, it was determined that out of a total of 393,516,000 shares corresponding to the Company’s capital of 393,516,000 TL, 26,790,815 shares corresponding to a nominal value of 26,790,815 TL were represented in person, 126,753,831 shares corresponding to a nominal value of 126,753,831 TL by proxy, and 11,957,726 shares corresponding to a nominal value of 11,957,726 TL by deposit representatives, totaling 165,502,372 shares corresponding to 165,502,372 TL nominal value were represented at the meeting, thus the minimum meeting quorum required by both the Law and the Articles of Association was achieved. It was also confirmed that the independent audit firm representative PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (represented by Mert TÜTEN), Independent Board Member Ms. Aytaç Saniye MUTLUGÜLLER, and Board Member and Managing Member Mr. Mürsel ÖZÇELİK were present at the General Assembly. The meeting was opened by Mürsel ÖZÇELİK and the agenda was addressed.

1. The meeting was opened by Mr. Mürsel ÖZÇELİK physically and electronically. An explanation was made regarding the voting procedure; it was stated that, in accordance with both the Law and the Company’s Articles of Association, without prejudice to the regulations regarding electronic vote counting, shareholders physically attending the meeting should vote by raising hands, and those voting against should verbally declare their dissent.

It was determined that the Company had fulfilled its electronic general assembly preparations in accordance with legal regulations pursuant to paragraphs 5 and 6 of Article 1527 of the Turkish Commercial Code. Beyza Nur ŞİMŞEK, holding the "Central Registry Agency Electronic General Assembly System Certificate of Expertise", was appointed by the meeting chairmanship for the use of the electronic general assembly system. The meeting was opened simultaneously in physical and electronic environments, and the other items on the agenda were discussed.

In this context, the proposal by Levent TAŞÇI, representative of Gözde Girişim Sermayesi Yatırım Ortaklığı A.Ş., to elect Mr. Mürsel ÖZÇELİK as the Meeting Chairman was read. Upon voting, the election of Mr. Mürsel ÖZÇELİK as Meeting Chairman was approved by majority with 165,502,357 affirmative votes and 15 negative votes. Meeting Chairman Mr. Mürsel ÖZÇELİK appointed Mr. Levent TAŞÇI as the Minutes Clerk and Mr. Erkan KIZILBOĞA as the Vote Collector.

2. The authorization of the Meeting Chairmanship to sign the General Assembly minutes on behalf of the General Assembly was submitted for voting. The authorization was granted by majority with 165,502,357 affirmative votes and 15 negative votes.

3. The Meeting Chairman verbally proposed that the Board of Directors’ activity report for the 2024 fiscal year be deemed read as it was published on the company’s website and on the Electronic General Assembly System of the Central Registry Agency. As there were no other suggestions, the proposal was put to vote and accepted by majority with 165,502,357 affirmative votes and 15 negative votes. The 2024 Activity Report was discussed. No one took the floor.

4. The summary of the Independent Audit Report, prepared by PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. in accordance with the Capital Markets Board's Communiqué No. II-14.1 on Principles of Financial Reporting in Capital Markets, covering the results of operations in the financial statements for the 2024 fiscal year, was read and information was provided.

5. The Meeting Chairman proposed that the consolidated financial statements for the 2024 fiscal year, which were properly presented in accordance with the accounting principles and standards set by the Communiqué No. II-14.1, and were published on the company's website and on the CRA's Electronic General Assembly System, be deemed read. As there were no other suggestions, the proposal was put to vote and accepted by majority with 165,502,357 affirmative votes and 15 negative votes. The main items of the 2024 balance sheet and income statement were read in summary and opened for discussion. No one took the floor. As a result of the vote, the consolidated balance sheet and income statement for the 2024 fiscal year were approved by majority with 165,502,357 affirmative votes and 15 negative votes.

6. Discharge of the Board Members Mr. Ali ÜLKER, Mr. Mehmet TÜTÜNCÜ, Mr. Erman KALKANDELEN, Ms. Aytaç Saniye MUTLUGÜLLER, Ms. Fatma Pınar ILGAZ, and Mr. Mürsel ÖZÇELİK, who served as a Board Member and Managing Member, for their activities and transactions during 2024 was submitted to vote. As the members did not participate in the vote concerning their own discharge, they were discharged by majority with 138,722,357 affirmative votes and 15 negative votes.

7. The resolution of the Board of Directors dated 06/05/2025 regarding the appointment of Mr. Fahrettin Günalp ERTİK to replace Mr. Ali ÜLKER, who resigned from the Board of Directors on 28/04/2025, to serve until the end of the former member's term pursuant to Article 363 of the Turkish Commercial Code was submitted to vote. The appointment was unanimously approved.

8. Based on the proposal submitted by Gözde Girişim Sermayesi Yatırım Ortaklığı A.Ş., it was proposed to pay each Independent Board Member a monthly net fee of 88,000 TL including duties in committees, and not to pay any fee to other board members. As there were no other suggestions, the proposal was put to vote and approved by majority with 153,544,646 affirmative votes and 11,957,726 negative votes.

9. The proposal of the Board of Directors dated 06/05/2025 stating "*in order to evaluate growth opportunities and maintain cash flow, no profit distribution for the year 2024*" was read. As there were no other suggestions, the proposal was put to vote and approved by majority with 165,502,357 affirmative votes and 15 negative votes.

10. Agenda item 10 was addressed regarding the approval of the appointment of the Independent Audit Firm made by the Board of Directors in accordance with the regulations of the Turkish Commercial Code, the Capital Markets Board, and the Public Oversight, Accounting and Auditing Standards Authority. The Board of Directors resolution dated 06/05/2025 was read and opened for discussion. No one took the floor. It was put to vote.

As a result of the vote, it was unanimously resolved to appoint PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. as the Company's Independent Auditor to audit the financial reports for the 2025 fiscal year in accordance with the principles set forth in Turkish Commercial Code No. 6102 and Capital Markets Law No. 6362, to carry out other activities under these laws, and to perform mandatory sustainability assurance auditing under the Assurance Audit Standards published by the Public Oversight Authority for the sustainability reports to be prepared in accordance with the Turkish Sustainability Reporting Standards for the 2024 and 2025 fiscal years.

11. Shareholders were informed that a total of 18,626,163 TL in donations and aids was made in the 2024 fiscal year. The proposal regarding "*setting the upper limit for donations to be made in the activity year 01.01.2025 – 31.12.2025 at 0.2% of the net sales in the annual consolidated financial statements disclosed to the public for the previous fiscal year in accordance with the Capital Markets Board regulations, in accordance with the Company's Donation Policy*" was submitted to vote and approved by majority with 153,544,631 affirmative votes and 11,957,741 negative votes.

12. Within the framework of Capital Markets Board regulations, the General Assembly was informed about the guarantees, pledges, and mortgages given in favor of third parties by the Company in 2024, and the income or benefits obtained therefrom.

13. Pursuant to Articles 395 and 396 of the Turkish Commercial Code, permission was unanimously granted to the members of the Board of Directors to carry out activities falling within or outside the scope of the Company's business, in their own name or on behalf of others, and to become partners in companies engaged in such activities and to perform other related transactions.

14. As there was no other item on the agenda to be discussed during the closing section, the meeting was closed by the Meeting Chairmanship.

MINISTRY REPRESENTATIVE
Şeyma IŞIK

CHAIRMAN OF MEETING
Mürsel ÖZÇELİK

VOTE COLLECTOR
Erkan KIZILBOĞA

CLERK OF MINUTES
Levent TAŞÇI