

MINUTES OF THE ORDINARY GENERAL ASSEMBLY MEETING FOR THE YEAR 2021 OF PENTA TEKNOLOJİ ÜRÜNLERİ DAĞITIM TİCARET A.Ş. HELD ON 11/05/2022

The Ordinary General Assembly meeting of Penta Teknoloji Ürünleri Dağıtım Ticaret A.Ş. for the year 2021 was held on 11/05/2022 at 12:00 at “Kısıklı Mah. Ferah Cad. No:1 B.Çamlıca Üsküdar-Istanbul”, under the supervision of Ministry Representative Nuran DEVRİM, who was assigned with the letter of Istanbul Governorship Provincial Directorate of Commerce dated 09/05/2022 and numbered 74462918.

The invitation to the meeting, as stipulated in the Law and the Articles of Association and including the agenda, is published in the Turkish Trade Registry Gazette dated 12/04/2022 and numbered 10557, and on the Company's official website at www.penta.com.tr and on the Public Disclosure Platform. It was held in due time by announcing the General Assembly at least three weeks before the date of the General Assembly meeting on the E-General Assembly System of the Central Securities Depository, and also by notifying the meeting date and agenda.

Upon the determination that a total of 26.965.143 shares were represented at the meeting, of which 3.135.358 shares were represented in person at the meeting corresponding to 3.135.358 TL capital, 23.058.359 shares in physical environment by proxy corresponding to a capital of 23.058.359 TL, 771.426 shares in electronic environment by proxy corresponding to 771.426 TL capital, out of 43.724.000 shares which corresponds to the company's total capital of 43.724.000 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 Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (representative Barkın ALPAK) and Independent Members of the Board of Directors Pınar ILGAZ, Aytaç Saniye MUTLUGÜLLER, Member of the Board of Directors and Managing Director Mürsel ÖZÇELİK was also present at the General Assembly, the meeting was opened by Gülay ÇUĞU BAL and the agenda was discussed.

1. The meeting was opened physically and electronically by Gülay ÇUĞU BAL. 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 paragraph 5.6 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. Ayyüce BAŞTAN, 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. Mürsel ÖZÇELİK as the Chairman of the Meeting was read. The election of Mr. Mürsel ÖZÇELİK as the Chairman of the Meeting was decided by majority of votes with 26.965.132 affirmative votes against 11 negative votes. Meeting Chairman Mürsel ÖZÇELİK; appointed Mr. Levent TAŞÇI as Minute Clerk and Mr. İsmail ÖNDER as Vote Collector.

2. It was put to vote to authorize the Meeting Chairmanship to sign the minutes of the General Assembly meeting on behalf of the General Assembly. In response to 11 negative votes, the issue of authorizing the Chairmanship of the Meeting to sign the minutes of the General Assembly meeting on behalf of the General Assembly was authorized by majority vote of 26.965.132 affirmative votes.

3. The Chairman of the Meeting verbally suggested that the Board of Directors operating report for the 2021 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, this proposal was put to a vote. Against 11 negative votes; it was accepted by majority vote of 26.965.132 affirmative votes. The operating report for 2021 was discussed. No one spoke. Information is given.

4. According to the Communiqué on Principles Regarding Financial Reporting in the Capital Markets, Serial: II.14.1 of the Capital Markets Law, published by the Republic of Turkey Prime Ministry Capital Markets Board for the accounting period of 2021, the summary of the Independent External Audit report, which includes the results of the activities related to the Financial Statements prepared by the Company, was read by Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., it was opened to discussion and no one took the floor. Information was given.

5. Chairman of the Meeting recommended that the consolidated financial statements for the 2021 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, this proposal was put to the vote. Against 11 negative votes; it was accepted by majority vote of 26.965.132 affirmative votes. Main items of consolidated financial statements for the accounting period of 2021 briefly read and discussed by Gülay ÇUĞU BAL. No one spoke. As a result of the voting, it was decided that the real estate sales profit amounting to TL 323.486,90, which was followed in the "Special Funds" account, would be included in the previous year's profits account due to the expiration of the 5-year period and the consolidated financial statements for the accounting period of 2021. Against 11 negative votes, it was approved by the majority of vote of 26.965.132 affirmative votes.

6. The release of Members of the Board of Directors Mr. Ali ÜLKER, Mr. Mehmet TÜTÜNCÜ, Mr. Erman KALKANDELEN, Mrs. Aytaç Saniye MUTLUGÜLLER and Mrs. Pınar ILGAZ, Member of the Board of Directors and Managing Director, Mr. Mürsel ÖZÇELİK for his activities and transactions in 2021, as of the term they served, was put to the vote. The release of the Members of the Board of Directors and the Managing Director, provided that the members do not participate in their own acquittal votes, was put to vote separately. Against 11 negative votes; 23.829.785 affirmative votes were cast and the Members of the Board of Directors and the Managing Director were acquitted by majority vote.

7. Within the framework of the proposal given by shareholder Gözde Girişim Sermayesi Yatırım Ortaklığı A.Ş. and as a result of the voting, due to the fact that our Company has been included in the 1st Group Companies since 2022 with the announcement of the Capital Markets Board dated 13.01.2022 and numbered 2022/2, upon the approval of the Capital Markets Board dated 01.04.2022 and numbered E-29833736-110.07.07-19414; election of Mrs. Pınar ILGAZ and Mrs. Aytaç Saniye MUTLUGÜLLER as Independent Member of the Board of Directors for the term of office of other existing board members was accepted by majority vote of 26.965.132 affirmative votes against a total of 11 negative votes.

8. Within the framework of the proposal given by shareholder Gözde Girişim Sermayesi Yatırım Ortaklığı A.Ş. and as a result of the voting, it was accepted by majority of votes of 26.193.706 affirmative votes, against a total of 771.437 negative votes, a monthly net payment of 8.000 TL to Independent Board Members Mrs. Pınar ILGAZ and Mrs. Aytaç Saniye MUTLUGÜLLER and no remuneration to other Members of the Board of Directors.

9. Based on the decision of the Board of Directors on 05/04/2022, the written proposal of "Submission to the approval of the General Assembly not to distribute profits for 2021, since there is a loss for the period according to the financial statements of our company for 2021" was read. This proposal was put to a vote as there were no other proposals. Against a total of 11 negative votes; it was accepted by majority vote of 26.965.132 affirmative votes.

10. Appropriate opinion of the Capital Markets Board dated 24.01.2022 and numbered E-29833736-110.03.03-16316 and permission letter of the Ministry of Trade, General Directorate of Domestic Trade, dated 08.02.2022 and numbered E-50035491-431.02-00071718616, as announced on the Public Disclosure Platform and on the E-General Assembly System of the Central Securities Depository, the proposal for the amendment of article 6 titled "Sermaye" of the Articles of the Association of the Company was read by Gülay ÇUĞU BAL. The proposal was put to vote. The amendment of Article 6 of the Articles of Association titled "Sermaye" in the appendix of the minutes and the written motion of the Board of Directors was accepted by majority votes of 26.193.706 affirmative votes against 771.437 negative votes.

11. In line with the Decision of the Board of Directors, the written proposal regarding the approval of the election of PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., which was selected to conduct the independent external audit of the accounts and transactions of our company for the 2022 accounting period, was read. Since there were no other proposals, this proposal was put to the vote, it was accepted by a majority of votes with 26.965.132 affirmative votes against a total of 11 negative votes.

12. Shareholders were informed that donations and aids amounting to a total of 9.061 TL were made during the 2021 operating year. The proposal to set the upper limit for donations to be made in the operating year 01/01/2022 – 31/12/2022 as 0,2% of the net sales amount in the annual consolidated financial statements disclosed to the public, in accordance with our company's Donation Policy and in accordance with the Capital Markets Board regulations for the previous operating year of our company, was put to vote. It was accepted by majority of votes with 26.193.706 affirmative votes against 771.437 negative votes.

13. Within the framework of the Capital Markets Board regulations; The general assembly was informed about the company's guarantees, pledges and mortgages given in favor of third parties in 2021 and the income or benefits they have obtained.

14. Permission is given to the members of the Board of Directors, in accordance with Articles 395 and 396 of the Turkish Commercial Code, to carry out the works that are within the scope of the Company's activity or not, in person or on behalf of others, and to be a partner in companies that perform such works, to compete and to carry out other transactions; Permission was granted by majority of votes with 26.965.132 affirmative votes against 11 negative votes.

15. 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
Nuran DEVRİM

CHAIRMAN OF MEETING
Mürsel ÖZÇELİK

VOTE COLLECTOR
İsmail ÖNDER

CLERK OF MINUTES
Levent TAŞÇI

PENTA TEKNOLOJİ ÜRÜNLERİ DAĞITIM TİCARET ANONİM ŞİRKETİ
ESAS SÖZLEŞME TADİL TASARISI

ESKİ METİN	YENİ METİN
SERMAYE MADDE 6 - Şirket, 6362 sayılı Sermaye Piyasası Kanunu hükümlerine göre kayıtlı sermaye sistemini kabul etmiş ve Sermaye Piyasası Kurulu'nun 01.03.2018 tarih ve 9/320 sayılı izni ile kayıtlı sermaye sistemine geçmiştir. Şirketin kayıtlı sermaye tavanı 150.000.000 (yüzellimilyon) Türk Lirası (TL) olup, bu sermaye her biri 1 (bir) Türk Lirası itibari değerde nama yazılı 150.000.000 (yüzellimilyon) paya bölünmüştür. Sermaye Piyasası Kurulu tarafından verilen kayıtlı sermaye tavanı izni, 2018—2022 yılları (5 yıl) için geçerlidir. 2022-yılı sonunda izin verilen kayıtlı sermaye tavanına ulaşamamış olsa dahi, verilen tavan ya da yeni bir tavan tutarı için Sermaye Piyasası Kurulu'ndan izin almak suretiyle genel kuruldan 5 yılı geçmemek üzere yeni bir süre için yetki alınması zorunludur. Söz konusu yetkinin alınmaması durumunda yönetim kurulu kararıyla sermaye artırımını yapamaz. Şirket'in çıkarılmış sermayesi 43.724.000,00 (kırküçmilyonyediyüzyirmidörtbin) TL olup, bu sermaye muvazaadan ari olarak tamamen ödenmiştir. Bu sermaye, her biri 1 (bir) TL itibari değerde 11.824.231 adedi A grubu ve her biri 1 (bir) TL itibari değerde 31.899.769 adedi B grubu olmak üzere toplam 43.724.000 (kırküçmilyonyediyüzyirmidörtbin) nama yazılı paya bölünmüştür. Şirket'in sermayesi, gerektiğinde Türk Ticaret Kanunu ve Sermaye Piyasası mevzuatı hükümleri çerçevesinde artırılabilir veya azaltılabilir. Bedelsiz sermaye artırımlarında çıkarılan bedelsiz paylar, artırım tarihindeki mevcut pay sahiplerine payları oranında dağıtılır. Yapılacak sermaye artırımlarında aksi kararlaştırılmadıkça A grubu paylar karşılığında A grubu, B grubu paylar karşılığında B grubu paylar çıkartılır. Bedelli sermaye artırımlarında, A Grubu paylara ilişkin olarak, söz konusu payların sahiplerince yeni pay alma haklarının kullanılmaması durumunda, ilgili A grubu paylar kendiliğinden B grubu paylara dönüşür.	SERMAYE MADDE 6 - Şirket, 6362 sayılı Sermaye Piyasası Kanunu hükümlerine göre kayıtlı sermaye sistemini kabul etmiş ve Sermaye Piyasası Kurulu'nun 01.03.2018 tarih ve 9/320 sayılı izni ile kayıtlı sermaye sistemine geçmiştir. Şirketin kayıtlı sermaye tavanı <u>750.000.000 (vediyüzellimilyon)</u> Türk Lirası (TL) olup, bu sermaye her biri 1 (bir) Türk Lirası itibari değerde nama yazılı <u>750.000.000 (vediyüzellimilyon)</u> paya bölünmüştür. Sermaye Piyasası Kurulu tarafından verilen kayıtlı sermaye tavanı izni, <u>2022 – 2026</u> yılları (5 yıl) için geçerlidir. <u>2026</u> yılı sonunda izin verilen kayıtlı sermaye tavanına ulaşamamış olsa dahi, verilen tavan ya da yeni bir tavan tutarı için Sermaye Piyasası Kurulu'ndan izin almak suretiyle genel kuruldan 5 yılı geçmemek üzere yeni bir süre için yetki alınması zorunludur. Söz konusu yetkinin alınmaması durumunda yönetim kurulu kararıyla sermaye artırımını yapamaz. Şirket'in çıkarılmış sermayesi 43.724.000,00 (kırküçmilyonyediyüzyirmidörtbin) TL olup, bu sermaye muvazaadan ari olarak tamamen ödenmiştir. Bu sermaye, her biri 1 (bir) TL itibari değerde 11.824.231 adedi A grubu ve her biri 1 (bir) TL itibari değerde 31.899.769 adedi B grubu olmak üzere toplam 43.724.000 (kırküçmilyonyediyüzyirmidörtbin) nama yazılı paya bölünmüştür. Şirket'in sermayesi, gerektiğinde Türk Ticaret Kanunu ve Sermaye Piyasası mevzuatı hükümleri çerçevesinde artırılabilir veya azaltılabilir. Bedelsiz sermaye artırımlarında çıkarılan bedelsiz paylar, artırım tarihindeki mevcut pay sahiplerine payları oranında dağıtılır. Yapılacak sermaye artırımlarında aksi kararlaştırılmadıkça A grubu paylar karşılığında A grubu, B grubu paylar karşılığında B grubu paylar çıkartılır. Bedelli sermaye artırımlarında, A Grubu paylara ilişkin olarak, söz konusu payların sahiplerince yeni pay alma haklarının kullanılmaması durumunda, ilgili A grubu paylar kendiliğinden B grubu paylara dönüşür.

Şirketin paylarının ilk halka arzında yönetim kurulu mevcut pay sahiplerinin tamamının yeni pay alma haklarını kısıtlayarak sermaye artırımını kapsamında çıkarılacak tüm payları B grubu paylardan çıkarmaya ve bu payların tamamını halka arz etmeye yetkilidir. Şirketin paylarının ilk halka arzı sonrası, yönetim kurulu ancak, genel kurul tarafından açıkça yetkilendirilmesi halinde, sermaye artırımını kapsamında çıkarılacak paylarda A grubu paylarının çıkarılmış sermaye içindeki oranını muhafaza etmeyecek şekilde yeni pay çıkarmaya yetkili olur.

Sermayeyi temsil eden paylar kaydileştirme esasları çerçevesinde kayden izlenir.

Yönetim kurulu, Sermaye Piyasası Kanunu hükümlerine uygun olarak gerekli gördüğü zamanlarda, kayıtlı sermaye tavanına kadar yeni pay ihraç ederek çıkarılmış sermayeyi arttırmaya, imtiyazlı pay çıkarmaya, imtiyazlı pay sahiplerinin haklarının kısıtlanması ve pay sahiplerinin yeni pay alma haklarının kısmen veya tamamen sınırlandırılması ile primli veya nominal değerinin altında pay ihracı konularında karar almaya yetkilidir. Yeni pay alma haklarını kısıtlama yetkisi, pay sahipleri arasında eşitsizliğe yol açacak şekilde kullanılamaz.

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