

**PENTA TEKNOLOJİ ÜRÜNLERİ
DAĞITIM TİCARET A.Ş.**

**CONVENIENCE TRANSLATION
INTO ENGLISH OF THE
1 JANUARY – 30 June 2022
INTERIM REPORT**

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**CONVENIENCE TRANSLATION INTO ENGLISH OF
INDEPENDENT AUDITOR'S REVIEW REPORT ON SEMI-ANNUAL REPORT
ORIGINALLY ISSUED IN TURKISH**

To the General Assembly Penta Teknoloji Ürünleri Dağıtım Ticaret A.Ş.

We have been assigned to the review whether the financial information in the review report of Penta Teknoloji Ürünleri Dağıtım Ticaret A.Ş. (the "Company") and its subsidiaries (collectively referred as the "Group") prepared as at 30 June 2022 is consistent with the reviewed interim condensed consolidated financial information. Management is responsible for the preparation of the semi-annual report. Our responsibility is to express a conclusion on whether the financial information provided in the semi-annual report is consistent with the reviewed interim condensed consolidated financial information on which we have expressed our conclusion dated 15 August 2022.

We conducted our review in accordance with the Standard on Review Engagements ("SRE") 2410 "Review on Interim Financial Information Performed by the Independent Auditor of the Entity". Our review includes the assessment as to whether the financial information included in the semi-annual report is consistent with the reviewed interim condensed consolidated financial statements and other explanatory notes. A review is substantially less in scope than an audit conducted in accordance with Independent Auditing Standards, the objective of which is to express an opinion on the financial statements. Consequently, a review on the semi-annual financial information does not provide assurance that the audit firm will be aware of all significant matters which would have been identified in an audit. Accordingly, we do not express an audit opinion.

Based on our review, nothing has come to our attention that causes us to conclude that the accompanying financial information included in the review report is not consistent, in all material respects, with the interim financial information and the information presented in the explanatory notes to interim condensed consolidated financial statements.

PwC Bağımsız Denetim ve
Serbest Muhasebeci Mali Müşavirlik A.Ş.

Mert Tüten, SMMM
Partner

Istanbul, 15 August 2022

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1. GENERAL INFORMATION, CAPITAL AND SHAREHOLDERS STRUCTURE

Reporting Period	: 01.01.2022 – 30.06.2022
Trade Name	: Penta Teknoloji Ürünleri Dağıtım Ticaret A.Ş.
Trade Registration Number	: 492652
Head Office Address	: Dudullu Organize Sanayi Bölgesi 4. Cadde No : 1 34775 Ümraniye/İSTANBUL
Phone Number	: (0216) 528 00 00
Fax Number	: (0216) 415 23 27
E-mail Address	: info@penta.com.tr , yatirimciiliskileri@penta.com.tr
Website	: www.penta.com.tr , yatirimci.penta.com.tr

Principal activities of Penta Teknoloji Ürünleri Dağıtım Ticaret A.Ş. ("Penta Teknoloji" or the "Company") are distribution of computer, hardware and software goods. The Company purchases the trade goods from domestic and foreign suppliers and distributes them mostly to its domestic customers via its sales network. Total number of the Company's employees is 352 as of 30 June 2022.

The capital and shareholder structure as of 30.06.2022 is given below. Group A shares, held by Gözde Girişim Sermayesi Yatırım Ortaklığı A.Ş. ("Gözde GSYO A.Ş.") are privileged shares and their only privilege is the privilege of nominating candidates for members of the Board of Directors.

Shareholder	Share Group	Share Capital (TL)	Share Capital (%)
Gözde GSYO A.Ş.	A	11.824.231,00	27,04
	B	2.259.528,00	5,17
İstanbul Portföy Yıldız Serbest Fon	B	8.974.600,00	20,53
Mustafa Ergün	B	4.459.397,00	10,20
Mürsel Özçelik	B	3.135.347,00	7,17
Sinan Güçlü	B	3.091.088,00	7,07
Bülent Koray Aksoy	B	3.082.430,00	7,05
Other	B	6.897.379,00	15,77
Total Capital		43.724.000,00	100,00

The details of subsidiaries as of 30.06.2022 are given below.

Subsidiary Name	Place of Incorporation and Operation	Proportion of Ownership
Commonwealth Finance Investment Ltd.	British Virgin Islands	100,00%
Penta International B.V.	Netherlands	100,00%

2. BOARD OF DIRECTORS AND SENIOR EXECUTIVES

The Company is represented and managed by a 6-member Board of Directors, determined by the General Assembly. Most of the Board Members are non-executive members. Only one member is an executive member. Non-executive Board Members do not have any administrative duties in the Company, other than their Board memberships, and do not interfere in the Company's daily work flow and ordinary operations.

Members of the Board of Directors:

Name	Title
Mehmet TÜTÜNCÜ	Chairman of the Board of Directors
Ali ÜLKER	Vice Chairman of the Board Of Directors
Mürsel ÖZÇELİK	Executive Member of the Board of Directors
Erman KALKANDELEN	Member of the Board of Directors
Aytaç Saniye MUTLUGÜLLER	Independent Member of the Board of Directors
Fatma Pınar ILGAZ	Independent Member of the Board of Directors

Authorization and Limitations of the Members of the Board of Directors:

In accordance with the Turkish Commercial Code ("TCC"), the Capital Markets Board regulations and the provisions of the Articles of Association; the Board of Directors is authorized to take all decisions except those that fall within the jurisdiction of the General Assembly.

However, if such matters fall within the scope of a significant transaction pursuant to the Capital Markets Board's Corporate Governance Principles regulation, action is taken within the framework required by the aforementioned regulation. The Corporate Governance Principles, which are mandatory to be implemented by the Capital Markets Board, are complied with.

Top Management of the Company:

Name	Title
Mehmet Fatih ERÜNSAL	General Manager
Gülay ÇUĞU BAL	Chief Financial Officer
Yasemin BUDAK	Digital Transformation and Operations Director
Ayperi Atalay CİLVEZOĞLU	Human Resources Director
Bülent KÖKEN	Sales Director
Arda SERİM	Business Development and Marketing Director
Gamze OKAY	Business Development and Marketing Director

3. SECTORAL DEVELOPMENTS AND ACTIVITIES IN THE REPORTING PERIOD

The effect of exchange rate fluctuations, which took place in the last quarter of 2021, also spread to the second quarter of 2022. This caused the Company's second quarter results to be realized slightly below the expectations.

The Ordinary General Assembly Meeting of the Company was held on May 11, 2022.

4. EVENTS AFTER THE REPORTING PERIOD

As a result of the Board of Directors meeting held on 3 August 2022, it is decided that the company will increase its paid-in capital by bonus issue to 393,516,000 TL from 43,724,000 TL.

5. SUMMARY OF FINANCIAL INDICATORS

Condensed Consolidated Balance Sheet as of 30 June 2022:

	(Turkish Lira) 30.06.2022	(Turkish Lira) 31.12.2021	(US Dollar) 30.06.2022	(US Dollar) 31.12.2021
Current Assets	3.115.848.581	2.550.272.108	187.010.010	191.332.591
Non-Current Assets	99.213.006	82.202.209	5.954.662	6.167.170
TOTAL ASSETS	3.215.061.587	2.632.474.317	192.964.672	197.499.761
	30.06.2022	31.12.2021	30.06.2022	31.12.2021
Current Liabilities	1.975.259.421	1.643.025.204	118.553.028	123.266.952
Non-Current Liabilities	27.414.451	22.348.121	1.645.388	1.676.655
Equity	1.212.387.715	967.100.992	72.766.256	72.556.154
TOTAL LIABILITIES AND EQUITY	3.215.061.587	2.632.474.317	192.964.672	197.499.761

Condensed Consolidated Income Statement as of 1 January – 30 June 2022:

	(Turkish Lira) 01.01.2022 - 30.06.2022	(Turkish Lira) 01.01.2021 - 30.06.2021	(US Dollar) 01.01.2022 - 30.06.2022	(US Dollar) 01.01.2021 - 30.06.2021
Revenue	4.047.243.175	2.523.916.263	272.850.307	320.884.402
Cost of Sales (-)	(3.746.689.182)	(2.344.957.883)	(252.588.058)	(298.132.081)
GROSS PROFIT	300.553.993	178.958.380	20.262.249	22.752.321
General Administrative Expenses (-)	(30.821.728)	(18.423.156)	(2.077.888)	(2.342.274)
Marketing, Sales and Distribution Expenses (-)	(55.876.902)	(32.536.144)	(3.767.016)	(4.136.564)
Other Income From Operating Activities	3.865.162	1.894.957	260.575	240.920
Other Expenses From Operating Activities (-)	(74.027.503)	(36.459.690)	(4.990.663)	(4.635.394)
OPERATING PROFIT	143.693.022	93.434.347	9.687.257	11.879.009
Income From Investing Activities	1.242.622	1.220.230	83.773	155.137
Finance Income	163.640	5.324.550	11.032	676.950
Finance Expenses (-)	(69.596.514)	(44.750.960)	(4.691.942)	(5.689.525)
PROFIT BEFORE TAX	75.502.770	55.228.167	5.090.120	7.021.571
Tax Expense From Continuing Operations	(72.386.283)	(23.135.165)	(4.880.018)	(2.941.347)
Current tax expense	(76.206.425)	(30.385.529)	(5.137.558)	(3.500.516)
Deferred tax income / (expense)	3.820.142	7.250.364	257.540	559.169
PROFIT / (LOSS) FOR THE YEAR	3.116.487	32.093.002	210.102	4.080.224

Financial Ratios:

	(Turkish Lira) 30.06.2022	(Turkish Lira) 30.06.2021
Gross Profit Margin (%)	7,4%	7,1%
Operating Profit Margin (%) ^(*)	5,3%	5,1%
Net Profit Margin (%)	0,1%	1,3%
EBITDA Margin (%)	5,5%	5,2%

^(*) Before other income / expenses from operations.

6. ADMINISTRATIVE, LEGAL AND OTHER OPERATIONAL ISSUES

Related Party Transactions:

Details of transactions with related parties are included in note 4 of the condensed reviewed consolidated financial statements report as of 30 June 2022.

Compensation of Key Management Personnel:

The key management personnel of the Company consist of board members, the general manager and the directors. The sum of wages and similar benefits paid to top management as of 30 June 2022 is 5.070.881 TL.

Donations and Grants:

As of 30.06.2022, no donations have been made.

Other Issues:

It has been decided to increase the registered capital ceiling of the Company from 150.000.000 TL to 750.000.000 TL for the years 2022-2026, and the necessary approvals of the Capital Markets Board and the Ministry of Trade have been obtained. It was approved at the Ordinary General Assembly on May 11, 2022.

The approval of Fatma Pinar Ilgaz and Aytaç Saniye Mutlugüller has been obtained by the Capital Markets Board for their nominations for Independent Board Members. It was approved at the Ordinary General Assembly on May 11, 2022.

PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. was chosen as the independent audit firm for 2022. It was approved at the Ordinary General Assembly on May 11, 2022.

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