

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

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

-penta®

TABLE OF CONTENTS

- 1. GENERAL INFORMATION, CAPITAL AND SHAREHOLDERS STRUCTURE1
- 2. BOARD OF DIRECTORS AND SENIOR EXECUTIVES2
- 3. SECTORAL DEVELOPMENTS AND ACTIVITIES IN THE REPORTING PERIOD2
- 4. EVENTS AFTER THE REPORTING PERIOD3
- 5. SUMMARY OF FINANCIAL INDICATORS 3-4
- 6. ADMINISTRATIVE, LEGAL AND OTHER OPERATIONAL ISSUES4

1. GENERAL INFORMATION, CAPITAL AND SHAREHOLDERS STRUCTURE

Reporting Period	: 01.01.2022 – 30.09.2022
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 351 as of 30 September 2022.

The capital and shareholder structure as of 30.09.2022 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	4.458.386,00	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	6.898.390,00	15,77
Total Capital		43.724.000,00	100,00

The details of subsidiaries as of 30.09.2022 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 first half of 2022. This caused the Company's second quarter results to be realized slightly below the expectations. In the third quarter, sales in the sector recovered and this was reflected in the financial results of the company. Compared to the same period of the previous year, sales increased by 80% in the third quarter.

4. EVENTS AFTER THE REPORTING PERIOD

In the Board of Directors meeting held on August 3, 2022, it was decided that the company will increase its paid-in capital by bonus issue from internal resources by 800%, from 43,724,000 TL to 393,516,000 TL. Bonus capital increase was approved by the Capital Markets Board on October 13, 2022 and the rights have been exercised on October 24, 2022. The amendment of the articles of association was registered by the Istanbul Trade Registry Directorate on October 25, 2022.

5. SUMMARY OF FINANCIAL INDICATORS

Condensed Consolidated Balance Sheet as of 30 September 2022:

	(Turkish Lira) 30.09.2022	(Turkish Lira) 31.12.2021	(US Dollar) 30.09.2022	(US Dollar) 31.12.2021
Current Assets	3.557.917.830	2.550.272.108	192.125.680	191.332.591
Non-Current Assets	121.833.731	82.202.209	6.578.957	6.167.170
TOTAL ASSETS	3.679.751.561	2.632.474.317	198.704.637	197.499.761
	30.09.2022	31.12.2021	30.09.2022	31.12.2021
Current Liabilities	2.275.522.596	1.643.025.204	122.877.016	123.266.952
Non-Current Liabilities	29.800.885	22.348.121	1.609.232	1.676.655
Equity	1.374.428.080	967.100.992	74.218.389	72.556.154
TOTAL LIABILITIES AND EQUITY	3.679.751.561	2.632.474.317	198.704.637	197.499.761

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

	(Turkish Lira) 01.01.2022 - 30.09.2022	(Turkish Lira) 01.01.2021 - 30.09.2021	(US Dollar) 01.01.2022 - 30.09.2022	(US Dollar) 01.01.2021 - 30.09.2021
Revenue	6.407.987.516	3.837.881.439	404.118.607	474.897.165
Cost of Sales (-)	(5.920.138.000)	(3.567.936.258)	(373.352.463)	(441.494.309)
GROSS PROFIT	487.849.516	269.945.181	30.766.144	33.402.856
General Administrative Expenses (-)	(51.684.819)	(28.342.176)	(3.259.494)	(3.507.044)
Marketing, Sales and Distribution Expenses (-)	(89.344.624)	(50.719.050)	(5.634.503)	(6.275.945)
Other Income From Operating Activities	5.988.600	2.251.020	377.669	278.540
Other Expenses From Operating Activities (-)	(109.471.993)	(45.140.140)	(6.903.832)	(5.585.613)
OPERATING PROFIT	243.336.680	147.994.835	15.345.984	18.312.794
Income From Investing Activities	5.538.919	1.423.710	349.311	176.169
Finance Income	9.950.476	5.470.771	627.525	676.950
Finance Expenses (-)	(113.788.076)	(62.715.445)	(7.176.025)	(7.760.372)
PROFIT BEFORE TAX	145.037.999	92.173.871	9.146.795	11.405.541
Tax Expense From Continuing Operations (-)	(118.680.423)	(34.270.748)	(7.484.560)	(4.240.642)
Current tax expense (-)	(135.121.458)	(50.246.761)	(8.521.411)	(5.659.375)
Deferred tax income	16.441.035	15.976.013	1.036.851	1.418.733
PROFIT FOR THE YEAR	26.357.576	57.903.123	1.662.235	7.164.899

5. SUMMARY OF FINANCIAL INDICATORS (CONT'D)

Financial Ratios:

	30.09.2022	30.09.2021
Gross Profit Margin (%)	7,6%	7,0%
Operating Profit Margin (%) ^(*)	5,4%	5,0%
Net Profit Margin (%)	0,4%	1,5%
EBITDA Margin (%)	5,6%	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 consolidated financial statements report as of 30 September 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 September 2022 is 7.939.337 TL.

Donations and Grants:

As of 30.09.2022, no donations have been made.

-penta[®]