

PENTA TEKNOLOJİ ÜRÜNLERİ DAĞITIM TİCARET A.Ş.  
Invitation to 2021 Ordinary General Assembly Meeting  
From the Chairman of Meeting of Board of Directors

Dear Shareholders,

The Shareholders Meeting of our Company for the year 2021 will be held on 11/05/2022 at 12:00 at the address “Kısıklı Mah. Ferah Cad. No:1 B.Çamlıca Üsküdar-İstanbul”, according to the agenda specified below. (\*)

In accordance with the CMB Corporate Governance Principles and CMB Communiqués, regarding the issues to be discussed at the Ordinary General Assembly; The agenda of the General Assembly Meeting includes the Annual Report of the Board of Directors for the Operating Year 2021, the Financial Statements and the Independent Audit Report, the proposal on Profit Distribution and the Corporate Governance Principles Compliance Report attached to the Annual Report and the necessary explanations for compliance with these agenda items and the Capital Markets Board regulations. The detailed Information Note will be available for review by our esteemed shareholders three weeks before the meeting, within the statutory period, at the Company Headquarters, on the Company website at [www.penta.com.tr](http://www.penta.com.tr), on the Public Disclosure Platform and on the Electronic General Assembly system.

Shareholders who wish to attend the General Assembly Meeting in person or through their representatives in the electronic environment pursuant to Article 1527 of the Turkish Commercial Code must notify their preferences via the Electronic General Assembly System (EGAS) through the Central Securities Depository system. In case the representative will attend the General Assembly Meeting instead of the shareholder, the identity information of the representative must be recorded in the EGAS. In cases where the representative will attend the meeting physically, authorization can be made in this way.

Pursuant to Article 415 of the Turkish Commercial Code, our shareholders or their representatives whose share certificates have been dematerialized within the framework of the Central Securities Depository (CSD) regulations and whose names are on the list of shareholders, will be able to attend the General Assembly Meeting. Shareholders whose names are on this list can physically attend the Ordinary General Assembly Meeting of our Company by showing their identity cards.

Shareholders and their representatives, who wish to attend the meeting electronically are required to fulfill their obligations in accordance with the provisions of “Regulation Regarding the Electronic General Assembly of the Incorporated Company” published on the Official Gazette dated 28 August 2012 and numbered 28395 and “Communiqué Regarding the Electronic General Assembly System to be Applied in the General Assembly Meeting of the Incorporated Company” published on the Official Gazette dated 29 August 2012 and numbered 28396. Otherwise, they will not be able to attend the meeting. Detailed information on EGAS can be found at [www.mkk.com.tr](http://www.mkk.com.tr).

Our shareholders who cannot attend the meeting in person to exercise their voting rights by proxy should issue their power of attorney in accordance with the sample below or obtain a sample of the proxy form from our Company Headquarters and the Company website at [www.penta.com.tr](http://www.penta.com.tr) and submit their notarized power of attorney, by fulfilling the matters stipulated in the “Communiqué Regarding Proxy Voting and Call Based Proxy Meetings” numbered II-30.1 provision of the Capital Markets Board, published in the Official Gazette dated 24.12.2013 and numbered 28861.

Pursuant to paragraph 4 Article 415 of Turkish Commercial Code number 6102 and paragraph 1 Article 30 of Capital Market Law the right to participate and cast votes in general assemblies is not subject to the condition of depositing share certificates. Accordingly, shareholders are not required to block their shares to attend the General Assembly.

Voting at the General Assembly will be made by open voting method with show of hands, with provisions relating to electronic voting being reserved.

Respectfully submitted to the attention of esteemed Shareholders.

(\*) In accordance with Article 29 of the Capital Markets Law, a registered letter will not be sent to our shareholders for the invitation to the General Assembly Meeting.

Regards,  
PENTA TEKNOLOJİ ÜRÜNLERİ DAĞITIM TİCARET A.Ş.

PENTA TEKNOLOJİ ÜRÜNLERİ DAĞITIM TİCARET A.Ş.  
AGENDA OF THE ORDINARY GENERAL ASSEMBLY MEETING FOR THE YEAR 2021

1. Opening and election of the Chairman of Meeting,
2. Authorization of the Minutes of the General Assembly Meeting to be signed by the Chairman of Meeting,
3. Reading and discussing the Annual Report of Board of Directors for the fiscal year 2021,
4. Reading the Independent External Audit Report summary for the fiscal year 2021,
5. Discussion and approval of the Consolidated Financial Statements for the fiscal year 2021,
6. Discussion and resolve of the acquittal of the members of the Board of Directors separately for the activities and transactions of the fiscal year 2021,
7. The re-election of two Independent Members of the Board of Directors and determination of their terms of office, for our Company has been included in the First Group Companies since 2022, due to the Capital Markets Board's Announcement dated 13.01.2022 and numbered 2022/2,
8. Determination of remuneration for the members of the Board of Directors,
9. Discussing and determining the proposition of the Board of Directors for dividend distribution,
10. Decision to amend article 6 of the Company's Articles of Association, titled "SERMAYE", as follows,
11. Discussion and resolve of the proposal of the Board of Directors regarding the selection of an independent external auditor for the auditing of the 2022 fiscal year accounts and transactions in accordance with the Turkish Commercial Code and capital market legislation,
12. Submission of information on donations and charitable contributions made in 2021 and discussing and deciding on the proposal of the Board of Directors regarding the determination of the donation limit for the period 01/01/2022 – 31/12/2022,
13. Informing the shareholders regarding the collaterals, pledges and mortgages put by the Company in favor of third persons and the revenues and benefits gained by the Company, within the framework of the Capital Markets Board regulations,
14. Authorization of the members of the Board of Directors pursuant to Articles 395 and 396 of the Turkish Commercial Code,
15. Closing.

## POWER OF ATTORNEY

I / we hereby appoint ..... as my proxy, to represent me in accordance with my instructions stated below, to vote, to make proposals and to sign the necessary documents at the Ordinary General Assembly meeting of Penta Teknoloji Ürünleri Dağıtım Ticaret A.Ş. that will be held on 11/05/2022 at 12:00, at address Kısıklı Mah. Ferah Cad. No:1 B.Çamlıca Üsküdar-İstanbul.

The Attorney's (\*):

Name Surname/ Trade Name:

TR ID Number / Tax ID Number, Trade Register and Number and MERSIS Number:

(\*) Foreign attorneys should submit the equivalent information mentioned above.

Note: The power of attorney must be notarized.

The scope of representative power should be defined after choosing one of the options (a), (b) or (c) in the following sections 1 and 2.

1. About the agenda items of General Assembly:

- The attorney is authorized to vote according to his/her opinion.
- The attorney is authorized to vote on proposals of the attorney partnership management.
- The attorney is authorized to vote in accordance with the following instructions stated in the table.

Instructions:

In the event that the shareholder chooses the (c) option, the shareholder should mark "Accept" or "Reject" box and if the shareholder marks the "Reject" box, then he/she should write the dissenting opinion to be noted down in the minutes of the general assembly.

Agenda Items (*)	Accept	Reject	Dissenting Opinion
1. Opening and election of the Chairman of Meeting,			
2. Authorization of the Minutes of the General Assembly Meeting to be signed by the Chairman of Meeting,			
3. Reading and discussing the Annual Report of Board of Directors for the fiscal year 2021,			
4. Reading the Independent External Audit Report summary for the fiscal year 2021,			
5. Discussion and approval of the Consolidated Financial Statements for the fiscal year 2021,			
6. Discussion and resolve of the acquittal of the members of the Board of Directors separately for the activities and transactions of the fiscal year 2021,			
7. The re-election of two Independent Members of the Board of Directors and determination of their terms of office, for our Company has been included in the First Group Companies since 2022, due to the Capital Markets Board's Announcement dated 13.01.2022 and numbered 2022/2,			
8. Determination of remuneration for the members of the Board of Directors,			
9. Discussing and determining the proposition of the Board of Directors for			

dividend distribution,			
10. Decision to amend article 6 of the Company's Articles of Association, titled "SERMAYE", as follows,			
11. Discussion and resolve of the proposal of the Board of Directors regarding the selection of an independent external auditor for the auditing of the 2022 fiscal year accounts and transactions in accordance with the Turkish Commercial Code and capital market legislation,			
12. Submission of information on donations and charitable contributions made in 2021 and discussing and deciding on the proposal of the Board of Directors regarding the determination of the donation limit for the period 01/01/2022 – 31/12/2022,			
13. Informing the shareholders regarding the collaterals, pledges and mortgages put by the Company in favor of third persons and the revenues and benefits gained by the Company, within the framework of the Capital Markets Board regulations,			
14. Authorization of the members of the Board of Directors pursuant to Articles 395 and 396 of the Turkish Commercial Code,			
15. Closing.			

- No voting on the informative items.

(\*) The issues included in the agenda of the General Assembly are itemized one by one. If the minority has another draft resolution, necessary arrangements should be made to enable them vote by proxy.

2. Special instruction related to other issues that may come up during General Assembly meeting and rights of minority:

- The attorney is authorized to vote according to his/her opinion.
- The attorney is not authorized to vote in these matters.
- The attorney is authorized to vote for agenda items in accordance with the following instructions:

SPECIAL INSTRUCTIONS; The special instructions, if there is any, to be given by the shareholder to the attorney are stated herein.

The shareholder specifies the shares to be represented by the attorney by choosing one of the following.

1. I hereby confirm that the attorney represents the shares specified in detail as follows.

- Order / Serial: \*
- Number / Group: \*\*
- Amount-Nominal Value:
- Share with voting power or not
- Bearer-Registered \*
- Ratio of the total shares/voting rights of the shareholder:

\*Such information is not required for the shares which are followed up electronically.

\*\*For the shares which are followed up electronically, information related to the group will be given instead of number.

2. I hereby confirm that the attorney represents all my shares on the list, prepared by Central Securities Depository the day before the Meeting, concerning the shareholders who could attend the General Assembly Meeting.

NAME SURNAME or TITLE OF THE SHAREHOLDER (\*)

TR ID Number/ Tax ID Number, Trade Register and Number and MERSIS Number:

Address:

(\*) Foreign attorneys should submit the equivalent information mentioned above.

SIGNATURE

## CERTIFICATE OF REPRESENTATION

PENTA TEKNOLOJİ ÜRÜNLERİ DAĞITIM TİCARET A.Ş.  
To the Chairman of the General Assembly Meeting

/ /2022

We are the shareholder of PENTA TEKNOLOJİ ÜRÜNLERİ DAĞITIM TİCARET A.Ş. which will have its Ordinary General Assembly held on 11/05/2022 at 12:00 at address “Kısıklı Mah. Ferah Cad. No:1 B.Çamlıca Üsküdar/İstanbul” and İsmail ÖNDER (TC: ) or Levent TAŞÇI (TC: ) have been authorized to represent our company, to vote, to make proposals and to sign the necessary documents, in line with the suggestions of the company management, in the Ordinary General Assembly meeting and in the second meeting to be held in case the meeting quorum is not reached.

### SHAREHOLDER’S

Title : GÖZDE GİRİŞİM SERMAYESİ YATIRIM ORTAKLIĞI A.Ş.  
Trade Register : 722576  
Address : Kısıklı Mahallesi Çeşme Çıkmaı Sokak Yıldız Holding Apt. No:6/1  
Üsküdar/İstanbul

Capital Amount :  
Number of Shares :  
Number of Votes :  
Nature of the Share :

**PENTA TEKNOLOJİ ÜRÜNLERİ DAĞITIM TİCARET ANONİM ŞİRKETİ**  
**ESAS SÖZLEŞME TADİL TASARISI**

ESKİ METİN	YENİ METİN
<p><b>SERMAYE</b></p> <p><b>MADDE 6</b> - 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.</p> <p>Şirketin kayıtlı sermaye tavanı <del>150.000.000 (yüzellimilyon)</del> Türk Lirası (TL) olup, bu sermaye her biri 1 (bir) Türk Lirası itibari değerde nama yazılı <del>150.000.000 (yüzellimilyon)</del> paya bölünmüştür.</p> <p>Sermaye Piyasası Kurulu tarafından verilen kayıtlı sermaye tavanı izni, <del>2018—2022</del> yılları (5 yıl) için geçerlidir. <del>2022—</del>yılı sonunda izin verilen kayıtlı sermaye tavanına ulaşılammış 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 yapılamaz.</p> <p>Şirket’in çıkarılmış sermayesi 43.724.000,00 (kırkükümyonyediyüzyirmidörtbin) 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 (kırkükümyonyediyüzyirmidörtbin) nama yazılı paya bölünmüştür.</p> <p>Şirket’in sermayesi, gerektiğinde Türk Ticaret Kanunu ve Sermaye Piyasası mevzuatı hükümleri çerçevesinde artırılabilir veya azaltılabilir.</p> <p>Bedelsiz sermaye artırımlarında çıkarılan bedelsiz paylar, artırım tarihindeki mevcut pay sahiplerine payları oranında dağıtılır.</p> <p>Yapılacak sermaye artırımlarında aksi kararlaştırılmadıkça A grubu paylar karşılığında</p>	<p><b>SERMAYE</b></p> <p><b>MADDE 6</b> - 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.</p> <p>Şirketin kayıtlı sermaye tavanı <b><u>750.000.000 (vediyüzellimilyon)</u></b> Türk Lirası (TL) olup, bu sermaye her biri 1 (bir) Türk Lirası itibari değerde nama yazılı <b><u>750.000.000 (vediyüzellimilyon)</u></b> paya bölünmüştür.</p> <p>Sermaye Piyasası Kurulu tarafından verilen kayıtlı sermaye tavanı izni, <b><u>2022 – 2026</u></b> yılları (5 yıl) için geçerlidir. <b><u>2026</u></b> yılı sonunda izin verilen kayıtlı sermaye tavanına ulaşılammış 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 yapılamaz.</p> <p>Şirket’in çıkarılmış sermayesi 43.724.000,00 (kırkükümyonyediyüzyirmidörtbin) 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 (kırkükümyonyediyüzyirmidörtbin) nama yazılı paya bölünmüştür.</p> <p>Şirket’in sermayesi, gerektiğinde Türk Ticaret Kanunu ve Sermaye Piyasası mevzuatı hükümleri çerçevesinde artırılabilir veya azaltılabilir.</p> <p>Bedelsiz sermaye artırımlarında çıkarılan bedelsiz paylar, artırım tarihindeki mevcut pay sahiplerine payları oranında dağıtılır.</p> <p>Yapılacak sermaye artırımlarında aksi kararlaştırılmadıkça A grubu paylar karşılığında</p>

<p>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.</p> <p>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.</p> <p>Sermayeyi temsil eden paylar kaydileştirme esasları çerçevesinde kayden izlenir.</p> <p>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.</p>	<p>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.</p> <p>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.</p> <p>Sermayeyi temsil eden paylar kaydileştirme esasları çerçevesinde kayden izlenir.</p> <p>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.</p>
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