

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

**CONVENIENCE TRANSLATION
INTO ENGLISH OF THE
1 JANUARY – 30 SEPTEMBER 2023
INTERIM REPORT**

-penta®

TABLE OF CONTENTS

- 1. GENERAL INFORMATION, CAPITAL AND SHAREHOLDERS STRUCTURE2
- 2. BOARD OF DIRECTORS AND SENIOR EXECUTIVES.....3
- 3. SECTORAL DEVELOPMENTS AND ACTIVITIES IN THE REPORTING PERIOD3
- 4. EVENTS AFTER THE REPORTING PERIOD4
- 5. SUMMARY OF FINANCIAL INDICATORS.....4
- 6. ADMINISTRATIVE, LEGAL AND OTHER OPERATIONAL ISSUES5

1. GENERAL INFORMATION, CAPITAL AND SHAREHOLDERS STRUCTURE

Reporting Period	: 01.01.2023 – 30.09.2023
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 350 as of 30 September 2023.

The capital and shareholder structure as of 30.09.2023 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	106.418.079	27,04
	B	20.335.752	5,17
Mustafa Ergün	B	40.003.210	10,17
İstanbul Portföy Yıldız Serbest Özel Fon	B	35.433.779	9,00
Mürsel Özçelik	B	27.960.870	7,11
Bülent Koray Aksoy	B	27.617.870	7,02
Sinan Güçlü	B	27.614.492	7,02
Other	B	108.131.948	27,47
Total Capital		393.516.000	100,00

The details of subsidiaries as 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
Ertan KİREZ	Chief Financial Officer
Yasemin BUDAK	Digital Transformation and Operations Director
Bülent KÖKEN	Sales Director
Arda SERİM	Business Development and Marketing Director

3. SECTORAL DEVELOPMENTS AND ACTIVITIES IN THE REPORTING PERIOD

The strong sales that started in the last quarter of 2022 continued in 2023, resulting in higher net sales in both USD and TRY terms compared to the same period of the previous year. In 2023, the Company became an authorised distributor of the "Cricut" brand, which offers solutions for designing, cutting, personalising and labelling hundreds of materials at home in the field of do-it-yourself (DIY) projects, and the xFusion brand, which stands out with its energy-efficient computing network solutions and products that provide highly secure data storage.

4. EVENTS AFTER THE REPORTING PERIOD

None.

5. SUMMARY OF FINANCIAL INDICATORS

Consolidated Balance Sheet as of 30 September 2023:

	(Turkish Lira) 30.09.2023	(Turkish Lira) 31.12.2022	(US Dollar) 30.09.2023	(US Dollar) 31.12.2022
Current Assets	6.826.357.530	4.221.046.442	249.349.174	225.744.931
Non-Current Assets	195.729.660	144.224.008	7.149.498	7.713.215
TOTAL ASSETS	7.022.087.190	4.365.270.450	256.498.672	233.458.146
	30.09.2023	31.12.2022	30.09.2023	31.12.2022
Current Liabilities	4.723.853.280	2.840.338.241	172.550.135	151.903.555
Non-Current Liabilities	53.604.619	58.293.296	1.958.042	3.117.573
Equity	2.244.629.291	1.466.638.913	81.990.495	78.437.018
TOTAL LIABILITIES AND EQUITY	7.022.087.190	4.365.270.450	256.498.672	233.458.146

Consolidated Income Statement as of 1 January – 30 September 2023:

	(Turkish Lira) 01.01.2023 - 30.09.2023	(Turkish Lira) 01.01.2022 - 30.09.2022	(US Dollar) 01.01.2023 - 30.09.2023	(US Dollar) 01.01.2022 - 30.09.2022
Revenue	12.027.934.444	6.407.987.516	543.923.089	404.118.607
Cost of Sales (-)	(11.143.901.873)	(5.920.138.000)	(503.945.674)	(373.352.463)
GROSS PROFIT	884.032.571	487.849.516	39.977.415	30.766.144
General Administrative Expenses (-)	(106.731.457)	(51.684.819)	(4.826.573)	(3.259.494)
Marketing, Sales and Distribution Expenses (-)	(186.005.912)	(89.344.624)	(8.411.495)	(5.634.503)
Other Income From Operating Activities	19.706.046	5.988.600	891.136	377.669
Other Expenses From Operating Activities (-)	(180.073.621)	(109.471.993)	(8.143.227)	(6.903.832)
OPERATING PROFIT	430.927.627	243.336.680	19.487.256	15.345.984
Income From Investing Activities	51.088.025	5.538.919	2.310.285	349.311
Finance Income	316.795	9.950.476	14.326	627.525
Finance Expenses (-)	(159.279.977)	(113.788.076)	(7.202.904)	(7.176.025)
PROFIT BEFORE TAX	323.052.470	145.037.999	14.608.963	9.146.795
Tax Expense From Continuing Operations (-)	(244.473.279)	(118.680.423)	(11.055.486)	(7.484.560)
Current Tax Expense (-)	(227.284.190)	(135.121.458)	(10.278.167)	(8.521.411)
Deferred Tax (Expense) / Income	(17.189.089)	16.441.035	(777.319)	1.036.851
PROFIT FOR THE YEAR	78.579.191	26.357.576	3.553.477	1.662.235

5. SUMMARY OF FINANCIAL INDICATORS (CONT'D)

Financial Ratios:

	30.09.2023	30.09.2022
Gross Profit Margin (%)	7,3%	7,6%
Operating Profit Margin (%) ^(*)	4,9%	5,4%
Net Profit Margin (%)	0,7%	0,4%
EBITDA Margin (%)	5,1%	5,6%

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

6. ADMINISTRATIVE, LEGAL AND OTHER OPERATIONAL ISSUES

Related Party Transactions:

The amount of the sales and purchase transactions of the Company with the related parties is less than 1% of the Company's total sales. Details of transactions with related parties are included in note 4 of the independently audited consolidated financial statements report as of 30 September 2023.

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 in 2023 is 21.476.344 TL.

Donations and Grants:

No donations were made in 2023.

Other Issues:

No material lawsuits were filed against the Company during the period. There are no administrative and/or judicial sanctions against the Company and the members of the management. There has been no transaction or competition situation that may cause a conflict of interest with the company or its subsidiaries, of the shareholders holding the management dominance, the Members of the Board of Directors, senior managers and their spouses and close relatives including relatives-in-law up to the second degree.

-penta[®]