

**PENTA TEKNOLOJİ ÜRÜNLERİ
DAĞITIM TİCARET A.Ş. AND
ITS SUBSIDIARIES**

CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024
AND INDEPENDENT AUDITOR'S REPORT

(CONVENIENCE TRANSLATION INTO ENGLISH OF
THE INDEPENDENT AUDITOR'S REPORT AND
CONSOLIDATED FINANCIAL STATEMENTS
ORIGINALLY ISSUED IN TURKISH)



**CONVENIENCE TRANSLATION INTO ENGLISH OF
INDEPENDENT AUDITOR'S REPORT
ORIGINALLY ISSUED IN TURKISH**

INDEPENDENT AUDITOR'S REPORT

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

A. Audit of the consolidated financial statements

1. Our opinion

We have audited the accompanying consolidated financial statements of Penta Teknoloji Ürünleri Dağıtım Ticaret A.Ş. (the "Company") and its subsidiaries (collectively referred to as the "Group") which comprise the consolidated statement of financial position as at 31 December 2024, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended and notes to the consolidated financial statements comprising a summary of significant accounting policies.

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Group as at 31 December 2024, and its financial performance and its cash flows for the year then ended in accordance with Turkish Financial Reporting Standards ("TFRS").

2. Basis for opinion

Our audit was conducted in accordance with the Standards on Independent Auditing (the "SIA") that are part of Turkish Standards on Auditing adopted within the framework of the regulations of the Capital Markets Board and issued by the Public Oversight Accounting and Auditing Standards Authority (the "POA"). Our responsibilities under these standards are further described in the "Auditor's Responsibilities for the Audit of the Consolidated Financial Statements" section of our report. We hereby declare that we are independent of the Group in accordance with the Ethical Rules for Independent Auditors (including Independence Standards) (the "Ethical Rules") the ethical requirements regarding independent audit in regulations issued by the POA; the regulations of the Capital Markets Board; and other relevant legislation are relevant to our audit of the financial statements. We have also fulfilled our other ethical responsibilities in accordance with the Ethical Rules and regulations. We believe that the audit evidence we have obtained during the independent audit provides a sufficient and appropriate basis for our opinion.

3. Other information

Management is responsible for the other information. The other information comprises the Appendix I added to "Other information" section in the report but does not include the consolidated financial statements and our auditor's report thereon. Our conclusion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our review of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the review or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.



4. Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. Key audit matters were addressed in the context of our independent audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

| Key Audit Matters | How the key audit matter was addressed in the audit |
|---|---|
| <p>Recognition of revenue</p> <p>Revenue is the most important measurement criterion in terms of evaluating the financial performance.</p> <p>The Group's revenues consist of the sales of products and software of the brands which the Group act as distributor.</p> <p>The Group recognizes revenue when the control is transferred to the customer</p> <p>In the framework of TFRS 15, the Group recognizes revenue from product sales when the control is transferred to the customer.</p> <p>Due to the nature and magnitude of the Group's operations, there is a risk that products are invoiced but not delivered and revenue is not recognized properly.</p> <p>Based on the above-mentioned explanations, the recognition of revenue in the correct period within the context of the matching principle, is determined as key audit matter.</p> <p>The accounting policy for revenue recognition and revenue amounts are disclosed in Note 2.8 and Note 17.</p> | <p>During our audit, the following audit procedures are were performed for the revenue recognition:</p> <ul style="list-style-type: none"> - Understanding and evaluating the business processes related to the revenue streams of the Group. - Evaluating the conformity of the Group's accounting policies for the recognition of the revenue. - Detailed invoice tests were carried out by sampling method regarding the accuracy of sales transactions and accounting records, and these invoices were also agreed to the dispatch notes. - Testing the sales transactions that were occurred before and after period-end including the review of customer contracts and different delivery terms on a sampling basis to ensure that sales transactions recorded in proper period. - Evaluating the adequacy of the explanations for revenue that are included in the footnotes to the financial statements. |



5. Responsibilities of management and those charged with governance for the consolidated financial statements

The Group management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with TFRS, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

6. Auditor's responsibilities for the audit of the consolidated financial statements

Responsibilities of independent auditors in an independent audit are as follows:

Our aim is to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an independent auditor's report that includes our opinion. Reasonable assurance expressed as a result of an independent audit conducted in accordance with SIA is a high level of assurance but does not guarantee that a material misstatement will always be detected. Misstatements can arise from fraud or error. Misstatements are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an independent audit conducted in accordance with SIA, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement in the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Assess the internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.



- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our independent auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the consolidated financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the Group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence. We also communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards actions taken to eliminate threats or safeguards applied.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.



B. Other responsibilities arising from regulatory requirements

1. No matter has come to our attention that is significant according to subparagraph 4 of Article 402 of Turkish Commercial Code (“TCC”) No. 6102 and that causes us to believe that the Company’s bookkeeping activities concerning the period from 1 January to 31 December 2024 period are not in compliance with the TCC and provisions of the Company’s articles of association related to financial reporting.
2. In accordance with subparagraph 4 of Article 402 of the TCC, the Board of Directors submitted the necessary explanations to us and provided the documents required within the context of our audit.
3. In accordance with subparagraph 4 of Article 398 of the TCC, the auditor’s report on the early risk identification system and committee was submitted to the Company’s Board of Directors on 5 March 2025.

Additional explanation for convenience translation into English

Turkish Financial Reporting Standards differ from International Financial Reporting Standards (“IFRS”) issued by the International Accounting Standards Board with respect to the application of IAS 29 - Financial Reporting in Hyperinflationary Economies by 31 December 2024. Accordingly, the accompanying consolidated financial statements are not intended to present fairly the consolidated financial position and results of operations of the Group in accordance with IFRS.

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

Mert Tüten, SMMM
Independent Auditor

Istanbul, 5 March 2025

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PENTA TEKNOLOJİ ÜRÜNLERİ DAĞITIM TİCARET A.Ş. AND ITS SUBSIDIARIES

CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 31 DECEMBER 2024

(Amounts expressed in Turkish Lira (“TRY”) unless otherwise indicated)

| | | (Audited) (Turkish Lira) Current Period 31 December 2024 | (Audited) (Turkish Lira) Prior Period 31 December 2023 | (US Dollar*) Current Period 31 December 2024 | (US Dollar*) Prior Period 31 December 2023 |
|---|-------|--|--|---|---|
| | Notes | | | | |
| ASSETS | | | | | |
| Current Assets | | 9.307.345.898 | 7.815.174.941 | 263.811.416 | 265.477.337 |
| Cash and Cash Equivalents | 3 | 605.986.534 | 517.642.604 | 17.176.343 | 17.584.044 |
| Financial Assets (Restricted Bank Deposits) | 3 | - | 554.910 | - | 18.850 |
| Trade Receivables | 4-5 | 6.095.400.540 | 5.207.622.967 | 172.770.655 | 176.900.183 |
| - Trade receivables from related parties | 4 | 6.465.891 | 4.132.652 | 183.272 | 140.384 |
| - Trade receivables from third parties | 5 | 6.088.934.649 | 5.203.490.315 | 172.587.383 | 176.759.799 |
| Other Receivables | 6 | 12.913.048 | 9.845.929 | 366.013 | 334.461 |
| - Other receivables from third parties | 6 | 12.913.048 | 9.845.929 | 366.013 | 334.461 |
| Inventories | 7 | 2.532.049.349 | 2.072.517.724 | 71.769.496 | 70.402.325 |
| Prepaid Expenses | 8 | 9.530.761 | 6.117.052 | 270.144 | 207.793 |
| Other Current Assets | 15 | 51.465.666 | 873.755 | 1.458.765 | 29.681 |
| Non-Current Assets | | 464.532.252 | 247.339.286 | 13.166.902 | 8.401.984 |
| Investment Properties | | 4.173.554 | 3.482.451 | 118.297 | 118.297 |
| Property, Plant and Equipment | 9 | 112.445.161 | 54.123.868 | 3.187.194 | 1.838.559 |
| Right of Use Assets | 10 | 82.855.643 | 53.191.118 | 2.348.496 | 1.806.874 |
| Intangible Assets | 11-12 | 94.295.844 | 64.632.981 | 2.672.762 | 2.195.548 |
| - Goodwill | 12 | 68.288.266 | 56.980.344 | 1.935.592 | 1.935.592 |
| - Other intangible assets | 11 | 26.007.578 | 7.652.637 | 737.170 | 259.956 |
| Deferred Tax Assets | 23 | 170.762.050 | 71.908.868 | 4.840.153 | 2.442.706 |
| TOTAL ASSETS | | 9.771.878.150 | 8.062.514.227 | 276.978.318 | 273.879.321 |

(*) Refers to the amounts in US Dollars, which is the functional currency of the Group. Presentation currency is Turkish Lira. For the conversion of US Dollar and Turkish Lira, see Note 2.

The accompanying notes form an integral part of these consolidated financial statements.

PENTA TEKNOLOJİ ÜRÜNLERİ DAĞITIM TİCARET A.Ş. AND ITS SUBSIDIARIES

CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 31 DECEMBER 2024

(Amounts expressed in Turkish Lira ("TRY") unless otherwise indicated)

| | | (Audited) (Turkish Lira) Current Period 31 December 2024 | (Audited) (Turkish Lira) Prior Period 31 December 2023 | (US Dollar*) Current Period 31 December 2024 | (US Dollar*) Prior Period 31 December 2023 |
|---|-------|--|--|---|---|
| | Notes | | | | |
| LIABILITIES | | | | | |
| Current Liabilities | | 6.218.864.125 | 5.428.899.406 | 176.270.160 | 184.416.826 |
| Short-Term Borrowings | 24 | 24.589.275 | 150.487.901 | 696.969 | 5.111.994 |
| - Bank loans | 24 | - | 127.364.048 | - | 4.326.489 |
| - Lease liabilities | 24 | 24.589.275 | 23.123.853 | 696.969 | 785.505 |
| Trade Payables | 4-5 | 4.930.255.719 | 4.070.784.703 | 139.745.289 | 138.282.392 |
| - Trade payables to related parties | 4 | 22.330.666 | 288.583 | 632.950 | 9.803 |
| - Trade payables to third parties | 5 | 4.907.925.053 | 4.070.496.120 | 139.112.339 | 138.272.589 |
| Payables Regarding Employee Benefits | 14 | 23.920.784 | 16.258.835 | 678.021 | 552.304 |
| Other Payables | 4-6 | 925.356.334 | 748.769.331 | 26.228.698 | 25.435.296 |
| - Other payables to related parties | 4 | 693.362.289 | 748.539.065 | 19.652.959 | 25.427.474 |
| - Other payables to third parties | 6 | 231.994.045 | 230.266 | 6.575.739 | 7.822 |
| Derivative Financial Instruments | 24 | - | 4.110.397 | - | 139.628 |
| Deferred Income | 8 | 142.819.840 | 188.914.673 | 4.048.147 | 6.417.331 |
| Current Tax Liabilities | 23 | 88.090.217 | 147.554.297 | 2.496.867 | 5.012.341 |
| Current Provisions | 14 | 23.180.816 | 17.763.078 | 657.047 | 603.402 |
| - Current provisions for employee benefits | 14 | 23.180.816 | 17.763.078 | 657.047 | 603.402 |
| Other Current Liabilities | 15 | 60.651.140 | 84.256.191 | 1.719.122 | 2.862.138 |
| Non-Current Liabilities | | 150.569.688 | 89.486.888 | 4.267.812 | 3.039.826 |
| Long-Term Borrowings | 24 | 53.216.099 | 25.665.224 | 1.508.380 | 871.834 |
| - Lease liabilities | 24 | 53.216.099 | 25.665.224 | 1.508.380 | 871.834 |
| Non-Current Provisions | 14 | 97.353.589 | 63.821.664 | 2.759.432 | 2.167.992 |
| - Non-current provisions for employee benefits | 14 | 74.772.292 | 50.280.092 | 2.119.378 | 1.707.992 |
| - Other non-current provisions | | 22.581.297 | 13.541.572 | 640.054 | 460.000 |
| EQUITY | | 3.402.444.337 | 2.544.127.933 | 96.440.346 | 86.422.669 |
| Equity attributable to owners of the Company | | 3.402.444.337 | 2.544.127.933 | 96.440.346 | 86.422.669 |
| Share Capital | 16 | 393.516.000 | 393.516.000 | 64.824.567 | 64.824.567 |
| Share Premium | 16 | 30.000.000 | 30.000.000 | 3.594.149 | 3.594.149 |
| Other Comprehensive Expense That Will Not Be Reclassified To Profit / (Loss) | | 2.303.748.797 | 1.785.251.353 | (1.395.733) | (1.050.580) |
| - Accumulated losses on remeasurements of defined benefit plans | | (28.009.890) | (15.852.471) | (1.395.733) | (1.050.580) |
| - Currency translation differences | 16 | 2.331.758.687 | 1.801.103.824 | - | - |
| Restricted Reserves Appropriated from Profit | 16 | 85.397.147 | 13.880.245 | 5.860.959 | 3.629.318 |
| Accumulated Gains | | 249.963.433 | 125.737.943 | 13.193.574 | 7.181.282 |
| Net Profit for the Year | | 339.818.960 | 195.742.392 | 10.362.830 | 8.243.933 |
| TOTAL LIABILITIES AND EQUITY | | 9.771.878.150 | 8.062.514.227 | 276.978.318 | 273.879.321 |

(*) Refers to the amounts in US Dollars, which is the functional currency of the Group. Presentation currency is Turkish Lira. For the conversion of US Dollar and Turkish Lira, see Note 2.

The accompanying notes form an integral part of these consolidated financial statements.

PENTA TEKNOLOJİ ÜRÜNLERİ DAĞITIM TİCARET A.Ş. AND ITS SUBSIDIARIES

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 DECEMBER 2024

(Amounts expressed in Turkish Lira (“TRY”) unless otherwise indicated)

| | | (Audited) (Turkish Lira) Current Period 1 January - 31 December 2024 | (Audited) (Turkish Lira) Prior Period 1 January - 31 December 2023 | (US Dollar*) Current Period 1 January - 31 December 2024 | (US Dollar*) Prior Period 1 January - 31 December 2023 |
|--|-------|--|--|---|---|
| | Notes | | | | |
| Revenue | 17 | 23.939.917.137 | 18.198.902.432 | 730.051.358 | 766.469.665 |
| Cost of Sales (-) | 17 | (22.199.083.579) | (16.828.792.880) | (676.964.378) | (708.765.778) |
| GROSS PROFIT | | 1.740.833.558 | 1.370.109.552 | 53.086.980 | 57.703.887 |
| General Administrative Expenses (-) | 18 | (268.364.545) | (150.136.036) | (8.183.817) | (6.323.168) |
| Marketing, Sales and Distribution Expenses (-) | 18 | (523.948.140) | (261.040.144) | (15.977.877) | (10.994.034) |
| Other Income From Operating Activities | 19 | 21.682.202 | 24.741.633 | 661.202 | 1.042.021 |
| Other Expenses From Operating Activities (-) | 19 | (182.144.507) | (262.744.356) | (5.554.524) | (11.065.809) |
| OPERATING PROFIT | | 788.058.568 | 720.930.649 | 24.031.964 | 30.362.897 |
| Income From Investing Activities | 20 | 53.913.459 | 74.453.577 | 1.644.099 | 3.135.706 |
| OPERATING PROFIT BEFORE FINANCE EXPENSE | | 841.972.027 | 795.384.226 | 25.676.063 | 33.498.603 |
| Finance Income | 22 | 91.654 | 505.695 | 2.795 | 21.298 |
| Finance Expenses (-) | 22 | (454.343.956) | (255.967.709) | (13.855.287) | (10.780.402) |
| PROFIT BEFORE TAX FROM CONTINUING OPERATIONS | | 387.719.725 | 539.922.212 | 11.823.571 | 22.739.499 |
| Tax Expense From Continuing Operations (-) | 23 | (47.900.765) | (344.179.820) | (1.460.741) | (14.495.566) |
| Current tax expense (-) | 23 | (126.518.087) | (337.575.292) | (3.858.188) | (14.217.408) |
| Deferred tax income / (expense) | 23 | 78.617.322 | (6.604.528) | 2.397.447 | (278.158) |
| PROFIT FOR THE YEAR FROM CONTINUING OPERATIONS | | 339.818.960 | 195.742.392 | 10.362.830 | 8.243.933 |
| PROFIT FOR THE YEAR | | 339.818.960 | 195.742.392 | 10.362.830 | 8.243.933 |
| Attributable to: | | | | | |
| Owners of the Company/Parent | | 339.818.960 | 195.742.392 | 10.362.830 | 8.243.933 |
| | | <u>339.818.960</u> | <u>195.742.392</u> | <u>10.362.830</u> | <u>8.243.933</u> |
| Earnings Per Share | 27 | 0,86 | 0,50 | 0,03 | 0,02 |
| OTHER COMPREHENSIVE INCOME | | | | | |
| Items that will not be reclassified subsequently to profit or loss | | 518.497.444 | 881.746.628 | (344.596) | (258.282) |
| Currency translation differences | | 530.654.863 | 889.349.980 | - | - |
| Defined Benefit Plans Measurement (Losses) / Gains | 14 | (15.788.856) | (9.874.483) | (447.527) | (335.431) |
| Tax Income / (Expense) Related to | | | | | |
| Other Comprehensive Income Items | 23 | 3.631.437 | 2.271.131 | 102.931 | 77.149 |
| Deferred Tax Income / (Expense) | 23 | 3.631.437 | 2.271.131 | 102.931 | 77.149 |
| OTHER COMPREHENSIVE INCOME | | 518.497.444 | 881.746.628 | (344.596) | (258.282) |
| TOTAL COMPREHENSIVE INCOME | | 858.316.404 | 1.077.489.020 | 10.018.234 | 7.985.651 |
| Profit attributable to: | | | | | |
| Owners of the Company/Parent | | 858.316.404 | 1.077.489.020 | 10.018.234 | 7.985.651 |
| | | <u>858.316.404</u> | <u>1.077.489.020</u> | <u>10.018.234</u> | <u>7.985.651</u> |

(*) Refers to the amounts in US Dollars, which is the functional currency of the Group. Presentation currency is Turkish Lira. For the conversion of US Dollar and Turkish Lira, see Note 2.

The accompanying notes form an integral part of these consolidated financial statements.

PENTA TEKNOLOJİ ÜRÜNLERİ DAĞITIM TİCARET A.Ş. AND ITS SUBSIDIARIES

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2024

(Amounts expressed in Turkish Lira ("TRY") unless otherwise indicated)

| | Notes | Share capital | Share premium | Accumulated other comprehensive income or expenses that will not be reclassified subsequently to profit or loss | | Restricted reserves | Retained earnings | | Total equity |
|--|-------|--------------------|-------------------|---|----------------------------------|---------------------|--------------------------------|--------------------|----------------------|
| | | | | Accumulated gain / (loss) on remeasurement of defined benefit plans | Currency Translation Differences | | Prior Years' Profits or Losses | Net Profit or Loss | |
| Balances as of 1 January 2023 (Beginning of the Period) | | 393.516.000 | 30.000.000 | (8.249.119) | 911.753.844 | 13.880.245 | 22.057.466 | 103.680.477 | 1.466.638.913 |
| Transfers | | - | - | - | - | - | 103.680.477 | (103.680.477) | - |
| <i>Net income</i> | | - | - | - | - | - | - | 195.742.392 | 195.742.392 |
| <i>Other comprehensive income</i> | | - | - | (7.603.352) | 889.349.980 | - | - | - | 881.746.628 |
| Total comprehensive income | | - | - | (7.603.352) | 889.349.980 | - | - | 195.742.392 | 1.077.489.020 |
| Balances as of 31 December 2023 (End of the Period) | 16 | 393.516.000 | 30.000.000 | (15.852.471) | 1.801.103.824 | 13.880.245 | 125.737.943 | 195.742.392 | 2.544.127.933 |
| Balances as of 1 January 2024 (Beginning of the Period) | | 393.516.000 | 30.000.000 | (15.852.471) | 1.801.103.824 | 13.880.245 | 125.737.943 | 195.742.392 | 2.544.127.933 |
| Transfers | | - | - | - | - | 71.516.902 | 124.225.490 | (195.742.392) | - |
| <i>Net income</i> | | - | - | - | - | - | - | 339.818.960 | 339.818.960 |
| <i>Other comprehensive income</i> | | - | - | (12.157.419) | 530.654.863 | - | - | - | 518.497.444 |
| Total comprehensive income | | - | - | (12.157.419) | 530.654.863 | - | - | 339.818.960 | 858.316.404 |
| Balances as of 31 December 2024 (End of the Period) | 16 | 393.516.000 | 30.000.000 | (28.009.890) | 2.331.758.687 | 85.397.147 | 249.963.433 | 339.818.960 | 3.402.444.337 |

The accompanying notes form an integral part of these consolidated financial statements.

PENTA TEKNOLOJİ ÜRÜNLERİ DAĞITIM TİCARET A.Ş. AND ITS SUBSIDIARIES

CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 DECEMBER 2024

(Amounts expressed in Turkish Lira (“TRY”) unless otherwise indicated)

| | | (Audited) Current Period 1 January - 31 December 2024 | (Audited) Prior Period 1 January - 31 December 2023 |
|---|---------|--|--|
| | Notes | | |
| CASH FLOWS FROM OPERATING ACTIVITIES | | | |
| Profit for the period | | 339.818.960 | 195.742.392 |
| Adjustments for: | | | |
| Depreciation and amortisation expenses | 9-10-11 | 70.026.579 | 30.908.350 |
| Provisions for employee termination benefits | 14 | 17.781.032 | 10.417.119 |
| Allowance for doubtful receivables | 5 | 6.004.791 | 321.705 |
| Unused vacation provision | 14 | 7.267.352 | 3.648.544 |
| Bonus provision | 14 | 7.695.880 | 8.039.200 |
| Allowance for inventories | 7 | (9.797.165) | (20.688.638) |
| Income tax expense | 23 | 47.900.765 | 344.179.820 |
| Interest income | 20 | (53.913.459) | (74.453.577) |
| Interest and commissions expense | 22 | 427.721.886 | 227.651.210 |
| Derivative expense | 24 | (4.110.397) | 2.724.535 |
| Net foreign exchange loss | | (29.832.291) | (5.208.621) |
| Net cash generated before movement in working capital | | 826.563.933 | 723.282.039 |
| Changes in trade receivables | | 110.020.447 | (1.037.522.096) |
| Changes in inventories | | (35.035.244) | (345.106.707) |
| Changes in other receivables and other assets | | (43.209.560) | 5.275.896 |
| Changes in trade payables | | 47.971.465 | 580.410.163 |
| Changes in other payables | | 110.230.251 | 128.380.946 |
| Net cash generated from / (used in) operations | | 1.016.541.292 | 54.720.241 |
| Income taxes paid | 23 | (186.290.796) | (252.405.234) |
| Collections from doubtful receivables | 5 | 2.483.936 | 181.735 |
| Employee termination and unused vacation benefits paid | 14 | (11.033.989) | (8.612.042) |
| Bonus paid | 14 | (9.967.224) | (9.612.606) |
| Net cash generated from / (used in) operating activities | | 811.733.219 | (215.727.906) |

The accompanying notes form an integral part of these consolidated financial statements.

PENTA TEKNOLOJİ ÜRÜNLERİ DAĞITIM TİCARET A.Ş. AND ITS SUBSIDIARIES**CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31 DECEMBER 2024**

(Amounts expressed in Turkish Lira (“TRY”) unless otherwise indicated)

| | | (Audited) Current Period 1 January - 31 December 2024 | (Audited) Prior Period 1 January - 31 December 2023 |
|---|-------|--|--|
| | Notes | | |
| CASH FLOWS FROM INVESTING ACTIVITIES | | (24.515.504) | 74.482.117 |
| Interest received | | 53.913.459 | 74.453.577 |
| Purchases of tangible and intangible assets | 9-11 | (79.047.094) | (23.267.689) |
| Proceeds on sale of financial assets | | 618.131 | 23.296.229 |
| CASH FLOWS FROM FINANCING ACTIVITIES | | (800.587.084) | (250.964.913) |
| Interest and commissions paid | | (425.871.331) | (226.567.067) |
| Changes in other payables to related parties | | (189.358.473) | (103.694.564) |
| Proceeds from borrowings | | - | 102.727.290 |
| Repayment of borrowings | | (141.874.660) | - |
| Payments due to lease contracts | 24 | (43.482.620) | (23.430.572) |
| NET (DECREASE) / INCREASE IN CASH AND CASH EQUIVALENTS BEFORE FOREIGN CURRENCY TRANSLATION EFFECTS | | (13.369.369) | (392.210.702) |
| THE EFFECT OF FOREIGN CURRENCY TRANSLATION DIFFERENCES IN CASH AND CASH EQUIVALENTS | | 101.713.299 | 272.194.699 |
| NET (DECREASE) / INCREASE IN CASH AND CASH EQUIVALENTS | | 88.343.930 | (120.016.003) |
| CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE PERIOD | 3 | 517.642.604 | 637.658.607 |
| CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD | 3 | 605.986.534 | 517.642.604 |

The accompanying notes form an integral part of these consolidated financial statements.

PENTA TEKNOLOJİ ÜRÜNLERİ DAĞITIM TİCARET A.Ş. AND ITS SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2024

(Amounts expressed in Turkish Lira ("TRY") unless otherwise indicated)

1. ORGANIZATION AND OPERATIONS OF THE GROUP

Penta Teknoloji Ürünleri Dağıtım Ticaret A.Ş. ("Penta" or the "Company") and its subsidiaries (all together referred as the "Group"), comprise the parent Penta Teknoloji Ürünleri Dağıtım Ticaret A.Ş. and two subsidiaries in which the Company owns the 100% share of the capital or has controlling interest.

The current operations of the Company started under the roof of Penta Bilgisayar Sistemleri Ticaret Ltd. Şti. ("Penta Bilgisayar") which was established in 1990. In 2012, Penta Bilgisayar was merged with Mersa Elektronik ve Teknolojik Ürünler Ticaret A.Ş. ("Mersa"), a subsidiary of Yıldız Holding A.Ş., which was established in 2003. Although the merger was realized under Mersa, the name of the Company was changed to Penta Teknoloji Ürünleri Dağıtım Ticaret A.Ş. in the period following the merger. The Company is registered in İstanbul, Türkiye in accordance with the provisions of the Turkish Commercial Code. The Company's head office address is Organize Sanayi Bölgesi, 4. Cadde No: 1 34775 Yukarı Dudullu, Ümraniye / İstanbul.

Principal activities of 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. It executes the distributorship of the brands like Acer, Adobe, Asus, Autodesk, Brother, Canon, Corsair, Cricut, Dell, HP, Exper, Huawei, IBM, Intel, Lenovo, Lexar, Logitech, Microsoft, MSI, OKI, TP-Link, Viewsonic, Wacom, Xerox, xFusion and Zyxel.

The Company's shares are publicly traded on Borsa İstanbul ("BIST") as of 17 May 2021. The free float ratio of the shares is 39,20% as of 31 December 2024.

The Company acquired 100% shares of Commonwealth Finance Investment Ltd. ("Commonwealth") for a consideration of TL 3.277 on 1 September 2013. Commonwealth's principal activity is the sale of imported goods from the vendors to Penta.

On 3 January 2014, the Company acquired 100% shares of Ekip Elektronik Sistemler ve Malzemeleri Ticaret A.Ş. ("Ekip") and Beyaz İletişim Sistemleri Dış Ticaret ve Sanayi Ltd. Şti. ("Beyaz İletişim"). On 4 March 2014, Ekip and Beyaz İletişim have been merged under Penta.

The Company acquired 100% shares of Sayısal Grafik Sanayi ve Ticaret A.Ş. ("Sayısal") for a consideration of TL 11.892.295 on 18 June 2015. After the acquisition, on 30 July 2015 Sayısal has been merged under Penta.

The Company acquired 100% shares of Exper Bilgisayar Sistemleri Sanayi ve Ticaret A.Ş. ("Exper") for a consideration of TL 85.400.000 on 22 June 2017. After the acquisition, on 28 June 2017 Exper has been merged under Penta.

The company acquired 100% shares of Arlington Investments B.V. for 20.000 Euros which was a non-operational company as of acquisition date. The company was established in the Netherlands and the commercial title of the company changed as Penta International B.V. ("Penta BV").

Total number of the Group's employees is 358 as of 31 December 2024 (31 December 2023: 358).

Approval of Consolidated Financial Statements:

The consolidated financial statements have been approved by Board of Directors and authorized on the date of 5 March 2025 for publishing. General Assembly has the authority to amend / modify consolidated financial statements.

PENTA TEKNOLOJİ ÜRÜNLERİ DAĞITIM TİCARET A.Ş. AND ITS SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2024

(Amounts expressed in Turkish Lira ("TRY") unless otherwise indicated)

2. BASIS OF PRESENTATION OF THE CONSOLIDATED FINANCIAL STATEMENTS

2.1 Basis of the Presentation

The accompanying financial statements have been prepared in accordance with the provisions of the CMB's Communiqué Series II, No. 14.1 on the "Principles Regarding Financial Reporting in the Capital Markets" published in the Official Gazette dated 13 September 2013 and numbered 28676. Based on the Turkish Accounting Standards / Turkish Financial Reporting Standards ("TMS/IFRS"), which were put into effect by the Public Oversight Accounting and Auditing Standards Authority ("POA"), and their annexes and comments.

The consolidated financial statements are presented in accordance with the formats specified in the "Announcement on IFRS Taxonomy" published by the POA on October 4, 2022 and the Financial Statement Examples and User Guide published by the CMB.

The Company complies with the principles and conditions issued by the CMB, the Turkish Commercial Code ("TCC"), the tax legislation and the Uniform Chart of Accounts issued by the Ministry of Finance in keeping accounting records and preparing its statutory financial statements. Subsidiaries operating in foreign countries have prepared their statutory financial statements in accordance with the laws and regulations applicable in the countries in which they operate. Consolidated financial statements have been prepared on the basis of historical cost, except for derivative instruments shown at fair value. As the Group uses US Dollar as its functional currency, TMS 29 (Financial Reporting in Hyperinflationary Economies) has not been applied in the preparation of the financial statements. Explanations regarding the functional currency are given in Note 2.2.

2.2 Functional Currency

The financial statements of each enterprise of the Group are presented in the currency (functional currency) valid in the basic economic environment in which they operate. The company mainly uses USD in its operations (trading). The US Dollar also reflects the economic basis of situations and events that are important to the Company. The company's purchase and sales prices are largely based on US Dollars. The Company, by evaluating the economic environment and its activities, has determined the functional currency as USD in accordance with TMS 21 (Effects of Changes in Exchange Rates). Although the functional currency of the Group is US Dollars, the presentation currency is expressed in Turkish Lira ("TL" or "TRY").

If the legal records are kept in a currency other than the functional currency, the financial statements are first converted to the functional currency and then back to TL, which is the Group's presentation currency. For companies in Türkiye, the functional currency of the statutory records, which are made from TL is held within the framework conversion into US dollars as described below;

- Monetary assets and liabilities accounts, T.C. The Central Bank ("CBRT") is converted to the functional currency with the foreign exchange buying rate.
- Non-monetary items are converted into functional currency with the CBRT buying rates valid on the date of the transaction.
- Income statement accounts have been converted to the functional currency using the exchange rates on the transaction date, excluding depreciation charges..
- Capital has been tracked according to historical costs.

The translation differences resulting from the above conversions are recorded in the profit or loss statement, in the foreign exchange income / expense accounts included in the financial income and expenses item.

The exchange rates and methods used in converting from functional currency to presentation currency are listed below.

Items in the consolidated statement of financial position are translated into Turkish Lira with the year-end exchange rates announced by the Central Bank of the Republic of Türkiye ("CBRT"). Equity items are shown with their historical values. Income and expenses and cash flows are translated at the annual average exchange rate for the relevant period. Translation gain/loss arising from this conversion has been included in the "foreign currency translation differences" account under equity and accounted as a separate component of the other comprehensive income.

PENTA TEKNOLOJİ ÜRÜNLERİ DAĞITIM TİCARET A.Ş. AND ITS SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2024

(Amounts expressed in Turkish Lira ("TRY") unless otherwise indicated)

2. BASIS OF PRESENTATION OF THE CONSOLIDATED FINANCIAL STATEMENTS (cont'd)

2.2 Functional Currency (cont'd)

Average USD / TRY exchange rates for each period as of December 31, 2024 and 2023 are as follows:

| | 2024 | 2023 |
|------------------------------------|---------|---------|
| USD / TRY – as of reporting date | 35,2803 | 29,4382 |
| USD / TRY – average for the period | 32,7921 | 23,7438 |

The US Dollar ("USD") amounts shown in the consolidated financial statements are the financial statements prepared in accordance with the functional currency of the Group and are not part of the consolidated financial statements.

2.3 Going Concern

The consolidated financial statements of the Group are prepared on a going concern basis, which presumes the realization of assets and settlement of liabilities in the normal course of operations and in the foreseeable future.

2.4 Changes in Accounting Policies

Important changes on the accounting policies are accounted retrospectively and prior period's financial statements are restated. The Group did not apply any changes in its accounting policies for current period.

2.5 Changes and Errors in Accounting Estimates, Comparative Information and Restatement of Prior Period Financial Statements

The effect of a change in an accounting estimate is recognized prospectively by including it in profit or loss in the period of the change, if the change affects that period only, in the period of the change and future periods, if the change affects both. The Group does not have any important changes in the accounting estimates in the current year. Significant accounting errors are corrected retrospectively, by restating the prior period consolidated financial statements.

To enable the determination of financial status and performance trends, the Group's consolidated financial statements for the current period are prepared in comparison with the previous period. Comparative information is reclassified, where necessary, to conform to the presentation of the current period consolidated financial statements.

PENTA TEKNOLOJİ ÜRÜNLERİ DAĞITIM TİCARET A.Ş. AND ITS SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2024

(Amounts expressed in Turkish Lira (“TRY”) unless otherwise indicated)

2. BASIS OF PRESENTATION OF THE CONSOLIDATED FINANCIAL STATEMENTS (cont’d)

2.6 Basis of Consolidation

The details of subsidiaries as of December 31, 2024 and 2023 are as follows:

| Name of subsidiaries | Principal activity | Place of incorporation and operation | Proportion of ownership interest and voting power held by the Group (%) | |
|--------------------------------------|------------------------------------|--------------------------------------|---|------------------|
| | | | 31 December 2024 | 31 December 2023 |
| Commonwealth Finance Investment Ltd. | International Trade of IT Products | British Virgin Islands | 100% | 100% |
| Penta International B.V. | International Trade of IT Products | Netherlands | 100% | 100% |

Functional currencies of these subsidiaries are US Dollar.

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

When the Company has less than the majority of the voting rights of an investee, it has still power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Company considers all relevant facts and circumstances in assessing whether or not the Company’s voting rights in an investee are sufficient to give it power, including:

- the size of the Company’s holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Company, other vote holders or other parties;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Company has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders’ meetings.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Company gains control until the date when the Company ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group’s accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

PENTA TEKNOLOJİ ÜRÜNLERİ DAĞITIM TİCARET A.Ş. AND ITS SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2024

(Amounts expressed in Turkish Lira (“TRY”) unless otherwise indicated)

2. BASIS OF PRESENTATION OF THE CONSOLIDATED FINANCIAL STATEMENTS (cont’d)

2.7 Application of New and Revised Turkish Financial Reporting Standards (TFRSs)

The accounting policies adopted in preparation of the consolidated financial statements as at December 31, 2024 are consistent with those of the previous financial year, except for the adoption of new and amended TFRS and TFRS interpretations effective as of January 1, 2024 and thereafter. These standards and interpretations do not have an impact on the financial position and performance of the Group.

a) Standards, amendments, and interpretations applicable as of 31 December 2024:

- **Amendment to IAS 1 – Non-current liabilities with covenants;** effective from annual periods beginning on or after 1 January 2024. These amendments clarify how conditions with which an entity must comply within twelve months after the reporting period affect the classification of a liability. The amendments also aim to improve information an entity provides related to liabilities subject to these conditions.
- **Amendment to IFRS 16 – Leases on sale and leaseback;** effective from annual periods beginning on or after 1 January 2024. These amendments include requirements for sale and leaseback transactions in IFRS 16 to explain how an entity accounts for a sale and leaseback after the date of the transaction. Sale and leaseback transactions where some or all the lease payments are variable lease payments that do not depend on an index or rate are most likely to be impacted.
- **Amendments to IAS 7 and IFRS 7 on Supplier finance arrangements;** effective from annual periods beginning on or after 1 January 2024. These amendments require disclosures to enhance the transparency of supplier finance arrangements and their effects on a company’s liabilities, cash flows and exposure to liquidity risk. The disclosure requirements are the IASB’s response to investors’ concerns that some companies’ supplier finance arrangements are not sufficiently visible, hindering investors’ analysis.
- **IFRS S1, ‘General requirements for disclosure of sustainability-related financial information;** effective from annual periods beginning on or after 1 January 2024. This standard includes the core framework for the disclosure of material information about sustainability-related risks and opportunities across an entity’s value chain.
- **IFRS S2, ‘Climate-related disclosures’;** effective from annual periods beginning on or after 1 January 2024. This is the first thematic standard issued that sets out requirements for entities to disclose information about climate-related risks and opportunities.

b) Standards, amendments, and interpretations that are issued but not effective as of 31 December 2024:

- **IFRS 17, ‘Insurance contracts’;** effective from annual periods beginning on or after January 1, 2023. This standard replaces IFRS 4, which currently permits a wide range of applications. IFRS 17 will fundamentally change the accounting for all entities that issue insurance contracts and investment contracts with discretionary participation features.
- **Amendments to IAS 21 - Lack of Exchangeability;** effective from annual periods beginning on or after 1 January 2025. An entity is impacted by the amendments when it has a transaction or an operation in a foreign currency that is not exchangeable into another currency at a measurement date for a specified purpose. A currency is exchangeable when there is an ability to obtain the other currency (with a normal administrative delay), and the transaction would take place through a market or exchange mechanism that creates enforceable rights and obligations.

PENTA TEKNOLOJİ ÜRÜNLERİ DAĞITIM TİCARET A.Ş. AND ITS SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2024

(Amounts expressed in Turkish Lira (“TRY”) unless otherwise indicated)

2. BASIS OF PRESENTATION OF THE CONSOLIDATED FINANCIAL STATEMENTS (cont’d)

2.7 Application of New and Revised Turkish Financial Reporting Standards (TFRSs) (cont’d)

b) Standards, amendments, and interpretations that are issued but not effective as of 31 December 2024: (cont’d)

- **Amendment to IFRS 9 and IFRS 7 - Classification and Measurement of Financial Instruments;** effective from annual reporting periods beginning on or after 1 January 2026 (early adoption is available). These amendments:
 - clarify the requirements for the timing of recognition and derecognition of some financial assets and liabilities, with a new exception for some financial liabilities settled through an electronic cash transfer system;
 - clarify and add further guidance for assessing whether a financial asset meets the solely payments of principal and interest (SPPI) criterion;
 - add new disclosures for certain instruments with contractual terms that can change cash flows (such as some instruments with features linked to the achievement of environment, social and governance (ESG) targets); and
 - make updates to the disclosures for equity instruments designated at Fair Value through Other Comprehensive Income (FVOCI).
- **Annual improvements to IFRS – Volume 11;** Annual improvements are limited to changes that either clarify the wording in an Accounting Standard or correct relatively minor unintended consequences, oversights or conflicts between the requirements in the Accounting Standards. The 2024 amendments are to the following standards:
 - IFRS 1 First-time Adoption of International Financial Reporting Standards;
 - IFRS 7 Financial Instruments: Disclosures and its accompanying Guidance on implementing IFRS 7;
 - IFRS 9 Financial Instruments;
 - IFRS 10 Consolidated Financial Statements; and
 - IAS 7 Statement of Cash Flows.
- **IFRS 18 Presentation and Disclosure in Financial Statements;** effective from annual periods beginning on or after 1 January 2027. This is the new standard on presentation and disclosure in financial statements, with a focus on updates to the statement of profit or loss. The key new concepts introduced in IFRS 18 relate to:
 - the structure of the statement of profit or loss;
 - required disclosures in the financial statements for certain profit or loss performance measures that are reported outside an entity’s financial statements (that is, management-defined performance measures); and
 - enhanced principles on aggregation and disaggregation which apply to the primary financial statements and notes in general.
- **IFRS 19 Subsidiaries without Public Accountability: Disclosures;** effective from annual periods beginning on or after 1 January 2027. Earlier application is permitted. This new standard works alongside other IFRS Accounting Standards. An eligible subsidiary applies the requirements in other IFRS Accounting Standards except for the disclosure requirements and instead applies the reduced disclosure requirements in IFRS 19. IFRS 19’s reduced disclosure requirements balance the information needs of the users of eligible subsidiaries’ financial statements with cost savings for preparers. IFRS 19 is a voluntary standard for eligible subsidiaries. A subsidiary is eligible if:
 - it does not have public accountability; and
 - it has an ultimate or intermediate parent that produces consolidated financial statements available for public use that comply with IFRS Accounting Standards.

PENTA TEKNOLOJİ ÜRÜNLERİ DAĞITIM TİCARET A.Ş. AND ITS SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2024

(Amounts expressed in Turkish Lira (“TRY”) unless otherwise indicated)

2. BASIS OF PRESENTATION OF THE CONSOLIDATED FINANCIAL STATEMENTS (cont’d)

2.8 Significant Accounting Policies

Related Parties

A related party is a person or entity that is related to the entity that is preparing its financial statements.

- a) A person or a close family member of that person is related to a reporting entity if that person:
 - i. has control or joint control over the reporting entity;
 - ii. has significant influence over the reporting entity; or
 - iii. is a member of the key management personnel of the reporting entity or of a parent of the reporting entity.
- b) An entity is related to a reporting entity if any of the following conditions applies:
 - i. The entity and the reporting entity are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
 - ii. One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
 - iii. Both entities are joint ventures of the same third party.
 - iv. One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
 - v. The entity is a post-employment benefit plan for the benefit of employees of either the reporting entity or an entity related to the reporting entity. If the reporting entity is itself such a plan, the sponsoring employers are also related to the reporting entity.
 - vi. The entity is controlled or jointly controlled by a person identified in (a).
 - vii. If a person defined in subparagraph (i) of article (a) has a significant influence on the entity or is a member of the key management personnel of the entity (or the parent company of this entity).

A related party transaction is the transfer of resources, services or obligations between the reporting entity and a related party, regardless of whether a price is charged.

Revenue

The Group recognizes revenue in line with the following 5 fundamental principles:

- a) Identify contracts with customers,
- b) Identify the performance obligations in the contracts,
- c) Determine the transaction price,
- d) Allocate the transaction price to the performance obligations in the contracts,
- e) Recognize revenue when each performance obligation is satisfied.

PENTA TEKNOLOJİ ÜRÜNLERİ DAĞITIM TİCARET A.Ş. AND ITS SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2024

(Amounts expressed in Turkish Lira ("TRY") unless otherwise indicated)

2. BASIS OF PRESENTATION OF THE CONSOLIDATED FINANCIAL STATEMENTS (cont'd)

2.8 Significant Accounting Policies (cont'd)

Revenue (cont'd)

The Group accounts for a contract with its customer as revenue if all the following conditions are met:

- a) The parties to the contract have approved the contract (in writing, verbally or in accordance with other commercial practices) and are committed to fulfilling their own performance obligations,
- b) The rights of each party related to the goods or services to be transferred can be defined,
- c) Payment terms for goods or services to be transferred can be defined,
- d) The contract is inherently commercial in nature,
- e) It is probable that the Group will collect a price for goods or services to be transferred to the customer. While evaluating whether a price is likely to be collected, the Group takes into account only the customer's ability to pay this price on due date and its intention.

Revenue related to performance obligations in the form of goods or service transfer commitments are recognized when the control of the goods or services is taken over by the customers. While evaluating the transfer of control of the goods or services sold to the customer, the Group takes into account;

- a) Ownership of the Group's right to collection regarding goods or services,
- b) The customer's ownership of the legal ownership of the goods or services,
- c) Transfer of possession of goods or services,
- d) The customer's possession of significant risks and rewards arising from owning the property or service,
- e) The conditions of acceptance of the goods or services by the customer.

Revenue is recognized in the financial statements at the transaction price. Transaction price is the amount that the Group expects to deserve in return for the transfer of the committed goods or services to the customer, excluding the amounts collected on behalf of third parties. When control of goods or services is transferred to customers, the Group reflects the related amount as revenue in the Consolidated Financial Statements. Net sales represent the invoiced value of goods shipped less sales returns and discounts. Turnover premiums and discounts received from sellers are recognized on an accrual basis during the period in which the sellers benefit from the services and deducted from the cost of the goods sold.

Sale of goods:

The sale of the products completes when the order from the customers is prepared and delivered to the requested point or by delivery from the warehouse. After delivery of the products, the Group has no other obligations except for the replacement of defective products. As soon as the control of the products is transferred to the customer, the related sales are reflected as revenue in the Group's consolidated financial statements. Sales revenue for estimated customer returns, discounts and other similar allowances is reduced. Discounts, sales discounts, stock protection and other similar allowances from suppliers are deducted from the cost of goods sold.

Interest Income:

Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

PENTA TEKNOLOJİ ÜRÜNLERİ DAĞITIM TİCARET A.Ş. AND ITS SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2024

(Amounts expressed in Turkish Lira (“TRY”) unless otherwise indicated)

2. BASIS OF PRESENTATION OF THE CONSOLIDATED FINANCIAL STATEMENTS (cont’d)

2.8 Significant Accounting Policies (cont’d)

Inventories

Inventories are stated at the lower of cost and net realizable value. Costs, including an appropriate portion of fixed and variable overhead expenses, are assigned to inventories held by the method most appropriate to the particular class of inventory, with the majority being valued on a weighted average basis. Net realizable value represents the estimated selling price less all estimated costs of completion and costs necessary to make the sale. When the net realizable value of inventory is less than cost, the inventory is written down to the net realizable value and the expense is included in statement of profit or loss in the period the write-down or loss occurred. When the circumstances that previously caused inventories to be written down below cost no longer exist or when there is clear evidence of an increase in net realizable value because of changed economic circumstances, the amount of the write-down is reversed. The reversal amount is limited to the amount of the original write-down.

Property, Plant and Equipment

Property, plant and equipment are carried at cost less accumulated depreciation and any accumulated impairment losses. Land is not depreciated and carried at cost less accumulated impairment.

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognized impairment loss. Cost includes professional fees and, for qualifying assets, borrowing costs capitalized in accordance with the Group’s accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Depreciation is recognized so as to write off the cost or valuation of assets, other than freehold land and properties under construction, less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets. However, when there is no reasonable certainty that ownership will be obtained by the end of the lease term, assets are depreciated over the shorter of the lease term and their useful lives.

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in profit or loss.

Leasehold Improvements

Leasehold improvements consists of permanent improvements made to rented buildings of the Group for expected benefits. The Group accounts leasehold improvements based on deduction of accumulated depreciation and impairments (if any) from cost as of improvement day.

Intangible Assets

Intangible assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortization and accumulated impairment losses. Amortization is recognized on a straight-line basis over their estimated useful lives. The estimated useful life and amortization method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

PENTA TEKNOLOJİ ÜRÜNLERİ DAĞITIM TİCARET A.Ş. AND ITS SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2024

(Amounts expressed in Turkish Lira (“TRY”) unless otherwise indicated)

2. BASIS OF PRESENTATION OF THE CONSOLIDATED FINANCIAL STATEMENTS (cont’d)

2.8 Significant Accounting Policies (cont’d)

Intangible Assets (cont’d)

Derecognition of intangible assets

An intangible asset is derecognized on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset are recognized in profit or loss when the asset is derecognized.

Impairment of Tangible and Intangible Assets Other than Goodwill

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired. Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

Leases

The Group has applied TFRS 16 standard starting from January 1, 2019. Accounting policies applied before January 1, 2019 are explained in detail in the notes to the consolidated financial statements dated December 31, 2018.

Group - as tenant,

At the inception of a contract, it evaluates whether the contract is a lease or includes a lease. In case the contract transfers the right to control the use of the defined asset for a price, this contract is in the nature of a lease or includes a lease. After these evaluations, the Group reflects a right-of-use asset and a lease liability in its financial statements at the date the lease actually commences.

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2. BASIS OF PRESENTATION OF THE CONSOLIDATED FINANCIAL STATEMENTS (cont’d)

2.8 Significant Accounting Policies (cont’d)

Right of Use Assets

The group recognizes right-of-use assets at the commencement of the financial lease agreement (for example, as of the date the asset is available for use). Right-of-use assets are calculated by deducting accumulated depreciation and impairment losses from their cost value. In case of revaluation of financial lease debts, this figure is also corrected.

The cost of the right-of-use asset includes:

- (a) the initial measurement amount of the lease liability,
- (b) all lease payments made on or before the actual commencement date, less any lease incentives received, and
- (c) all initial direct costs incurred by the group.
- (d) the estimated costs incurred by the lessee in connection with dismantling and moving the underlying asset, restoring the area on which it is placed, or restoring the underlying asset to the condition required by the terms and conditions of the lease (except where those costs are incurred for stock production).

Unless the transfer of ownership of the underlying asset to the Group at the end of the lease term is reasonably certain, the Group depreciates the right of use asset from the actual commencement of the lease to the end of the useful life of the underlying asset.

Right-of-use assets are subject to impairment assessment.

Variable lease payments that are not dependent on an index or rate are recorded as an expense in the period in which the event or condition triggering the payment occurs.

The Group uses the revised discount rate for the remaining part of the lease term, if the implied interest rate in the lease can be easily determined, as this rate; If it cannot be determined easily, the Group determines it as the alternative borrowing interest rate on the date of re-evaluation.

The group measures the lease liability as follows, after the date the lease actually commences:

- (a) increase the carrying value to reflect the interest on the lease liability, and
- (b) It reduces the book value to reflect the lease payments made.
- (c) Re-measure the book value to reflect reassessments and reconstructions, if any.

The Group reflects the remeasurement amount of the lease liability as an adjustment to the right-of-use asset in its financial statements.

In addition, in the event of a change in the lease term, a change in essentially fixed lease payments, or a change in the assessment of the option to purchase the underlying asset, the value of the lease obligations is remeasured.

Short-term leases and leases where the underlying asset is of low value

The Group applies the short-term lease registration exemption to short-term machinery and equipment lease contracts (i.e. assets with a lease term of 12 months or less from the start date and without a call option). It also applies the exemption from accounting for low value assets to office equipment whose rental is considered to be of low value. Short-term lease contracts and lease contracts of low value assets are recorded as expense according to the linear method during the lease term.

Financial Instruments

Financial assets and financial liabilities are recognised in the Group’s consolidated statement of financial position when the Group becomes a party to the contractual provisions of the instrument. Financial assets and financial liabilities are initially measured at fair value.

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2. BASIS OF PRESENTATION OF THE CONSOLIDATED FINANCIAL STATEMENTS (cont’d)

2.8 Significant Accounting Policies (cont’d)

Financial Instruments (cont’d)

Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis.

The Group classifies its financial assets as (a) Business model used for managing financial assets, (b) financial assets subsequently measured at amortised cost, at fair value through other comprehensive income or at fair value through profit or loss based on the characteristics of contractual cash flows. The Company reclassifies all financial assets effected from the change in the business model it uses for the management of financial assets. The reclassification of financial assets is applied prospectively from the reclassification date. In such cases, no adjustment is made to gains, losses (including any gains or losses of impairment) or interest previously recognized in the consolidated financial statements.

Classification of financial assets

Financial assets that meet the following conditions are measured subsequently at amortised cost:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets that meet the following conditions are measured subsequently at fair value through other comprehensive income (“FVTOCI”):

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling the financial assets; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

By default, all other financial assets are measured subsequently at fair value through profit or loss (“FVTPL”).

Despite the foregoing, the Group may make the following irrevocable election/designation at initial recognition of a financial asset; the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income if certain criteria are met.

Amortised cost and effective interest method

Interest income on financial assets carried at amortized cost is calculated using the effective interest method. The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period.

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2. BASIS OF PRESENTATION OF THE CONSOLIDATED FINANCIAL STATEMENTS (cont’d)

2.8 Significant Accounting Policies (cont’d)

Financial Instruments (cont’d)

Amortised cost and effective interest method (cont’d)

This income is calculated by applying the effective interest rate to the gross carrying amount of the financial asset:

- Credit-impaired financial assets when purchased or generated. For such financial assets, the Group applies the effective interest rate on the amortized cost of a financial asset based on the loan from the date of the recognition in the financial statements.
- Non-financial assets that are impaired at the time of acquisition or generation but subsequently become a financial asset that has been impaired. For such financial assets, the Group applies the effective interest rate to the amortized cost of the asset in the subsequent reporting periods.

Interest income is recognised using the effective interest method for debt instruments measured subsequently at amortised cost and at FVTOCI.

Interest income is recognised in consolidated profit or loss statement. Interest income is recognized as income from investments if it is based on deposits. Interest income from in-group borrowings are shown as finance income.

Financial assets at fair value through profit or loss

Financial assets that do not meet the criteria to be measured at amortized cost or at fair value through other comprehensive income are measured at fair value through profit or loss.

Financial assets at fair value through profit or loss are measured at fair value at the end of each period and all fair value changes are accounted for in profit or loss unless the related financial assets are part of the hedging transactions (see hedge accounting policy).

Foreign exchange gains and losses

The carrying amount of financial assets that are denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period. Specifically,

- for financial assets measured at amortised cost that are not part of a designated hedging relationship, exchange differences are recognised in profit or loss in the ‘other gains and losses’ line item;
- for debt instruments measured at FVTOCI that are not part of a designated hedging relationship, exchange differences on the amortised cost of the debt instrument are recognised in profit or loss in the ‘other gains and losses’ line item. Other exchange differences are recognised in other comprehensive income in the investments revaluation reserve;
- for financial assets measured at FVTPL that are not part of a designated hedging relationship, exchange differences are recognised in profit or loss in the ‘other gains and losses’ line item; and
- for equity instruments measured at FVTOCI, exchange differences are recognised in other comprehensive income in the investments revaluation reserve.

Impairment of financial assets

The Group recognises a loss allowance for expected credit losses on investments in debt instruments that are measured at amortised cost or at FVTOCI, lease receivables, trade receivables and contract assets, as well as on loan commitments and financial guarantee contracts. No impairment loss is recognised for investments in equity instruments. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

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2. BASIS OF PRESENTATION OF THE CONSOLIDATED FINANCIAL STATEMENTS (cont'd)

2.8 Significant Accounting Policies (cont'd)

Financial Instruments (cont'd)

Impairment of financial assets (cont'd)

The Group utilizes a simplified approach for non-significant trade receivables, contract assets and lease receivables and calculates the allowance for impairment against the lifetime expected credit losses ("ECL") of the related financial assets.

For all other financial instruments, the Group recognises lifetime ECL when there has been a significant increase in credit risk since initial recognition. However, if on the other hand, the credit risk on the financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month ECL.

Measurement and recognition of expected credit losses

The measurement of expected credit losses is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information as described above. As for the exposure at default, for financial assets, this is represented by the assets' gross carrying amount at the reporting date.

For financial assets, the expected credit loss is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate.

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss. In addition, on derecognition of an investment in a debt instrument classified as at FVTOCI, the cumulative gain or loss previously accumulated in the investments revaluation reserve is reclassified to profit or loss. In contrast, on derecognition of an investment in equity instrument which the Group has elected on initial recognition to measure at FVTOCI, the cumulative gain or loss previously accumulated in the investments revaluation reserve is not reclassified to profit or loss, but is transferred to retained earnings.

Trade receivables

Trade receivables arising from the provision of products or services to the buyer are recognized over the amortized value of the receivables to be recorded in the following periods from the original invoice value, using the effective interest method. Short-term receivables with no determined interest rate are shown from the invoice amount, if the effect of the original effective interest rate is not too great.

The "simplified approach" is applied for the impairment calculations of trade receivables that are accounted at amortized cost in the financial statements and do not contain a significant financing component (with a maturity of less than 1 year). With this approach, in cases where the trade receivables are not impaired for certain reasons (except for the realized impairment losses), the loss allowance for trade receivables is measured at an amount equal to "lifetime expected credit losses". Following the allocation of a provision for impairment, if all or a portion of the impaired receivable is collected, the collected amount is deducted from the provision for impairment and recorded in other operating income.

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2. BASIS OF PRESENTATION OF THE CONSOLIDATED FINANCIAL STATEMENTS (cont’d)

2.8 Significant Accounting Policies (cont’d)

Financial Instruments (cont’d)

Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and demand deposits and other short-term highly liquid investments which their maturities are three months or less from date of acquisition and that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value.

The Group classifies the blocked deposits held in banks from cash and cash equivalents and follows them in the 'Financial Assets (Restricted Bank Balances)' account in the statement of financial position.

Financial liabilities

Financial liabilities are classified as at FVTPL on initial recognition. On initial recognition of liabilities other than those that are recognised at FVTPL, transaction costs directly attributable to the acquisition or issuance thereof are also recognised in the fair value.

A financial liability is subsequently classified at amortized cost except:

- Financial liabilities at FVTPL: These liabilities including derivative instruments are subsequently measured at fair value.
- Financial liabilities arising if the transfer of the financial asset does not meet the conditions of derecognition from the financial statements or if the ongoing relationship approach is applied: When the Group continues to present an asset based on the ongoing relationship approach, a liability in relation to this is also recognised in the financial statements. The transferred asset and the related liability are measured to reflect the rights and liabilities that the Company continues to hold. The transferred liability is measured in the same manner as the net book value of the transferred asset.
- A contingent consideration recognized in the financial statements by the entity acquired in a business combination where TFRS 3 is applied: After initial recognition, the related contingent consideration is measured as at FVTPL.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group’s obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

Financial liabilities

Debt and equity instruments issued by the Group are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument. An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. The accounting policies applied for the debt and equity instruments are stated below.

Financial liabilities are classified as either financial liabilities at FVTPL or other financial liabilities.

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2. BASIS OF PRESENTATION OF THE CONSOLIDATED FINANCIAL STATEMENTS (cont’d)

2.8 Significant Accounting Policies (cont’d)

Financial Instruments (cont’d)

Financial liabilities at FVTPL

Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognized in profit or loss. The net gain or loss recognized in profit or loss incorporates any interest paid on the financial liability.

Other financial liabilities

Other financial liabilities, including borrowings and trade and other payables, are initially measured at fair value, net of transaction costs. Other financial liabilities are subsequently measured at amortized cost using the effective interest method, with interest expense recognized on an effective yield basis.

Trade payables

Trade payables refer to the payments to be made for goods and services provided from suppliers in ordinary activities. Trade payables are first measured from their fair value and amortized cost calculated using the effective interest method in the following periods.

Loans

Loans are first recorded at their fair value after deducting the transaction costs incurred. Borrowings are measured at amortized cost later.

Derivative Instruments

Derivative instruments are first recorded at their acquisition cost reflecting their fair value at the contract date, and are valued at fair value in the following periods. The derivative instruments of the Group consist of forward foreign exchange purchase and sale contracts. Although these derivatives provide effective protection against risks for the Group economically, if they do not meet the necessary conditions for risk accounting, they are accounted as trading derivatives in the consolidated financial statements and the fair value changes related to them are reflected in the statement of profit or loss.

Offsetting

In the existence of legal right or power of sanction for offsetting the financial assets and liabilities included in the consolidated financial statements and in the case of collection/payment or simultaneous finalization of aforementioned financial assets and liabilities, the net amounts are stated.

Business Combinations

The acquisition of subsidiaries and businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognized in profit or loss as incurred.

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2. BASIS OF PRESENTATION OF THE CONSOLIDATED FINANCIAL STATEMENTS (cont’d)

2.8 Significant Accounting Policies (cont’d)

Business Combinations (cont’d)

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognized at their fair value, except that:

- deferred tax assets or liabilities and assets or liabilities related to employee benefit arrangements are recognized and measured in accordance with TMS 12 Income Taxes and TMS 19 Employee Benefits respectively;
- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with TFRS 2 Share-Based Payments at the acquisition date; and
- assets (or disposal groups) that are classified as held for sale in accordance with TFRS 5 Non-Current Assets Held for Sale and Discontinued Operations are measured in accordance with that Standard.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If, after reassessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognized immediately in profit or loss as a bargain purchase gain.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation may be initially measured either at fair value or at the non-controlling interests' proportionate share of the recognized amounts of the acquiree's identifiable net assets. The choice of measurement basis is made on a transaction-by-transaction basis. Other types of non-controlling interests are measured at fair value or, when applicable, on the basis specified in another TFRS.

When the consideration transferred by the Group in a business combination includes assets or liabilities resulting from a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred in a business combination. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with corresponding adjustments against goodwill. Measurement period adjustments are adjustments that arise from additional information obtained during the ‘measurement period’ (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

The subsequent accounting for changes in the fair value of the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or a liability is remeasured at subsequent reporting dates in accordance with TMS 39, or TMS 37 Provisions, Contingent Liabilities and Contingent Assets, as appropriate, with the corresponding gain or loss being recognized in profit or loss.

When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date (i.e. the date when the Group obtains control) and the resulting gain or loss, if any, is recognized in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognized in other comprehensive income are reclassified to profit or loss where such treatment would be appropriate if that interest were disposed of.

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2. BASIS OF PRESENTATION OF THE CONSOLIDATED FINANCIAL STATEMENTS (cont’d)

2.8 Significant Accounting Policies (cont’d)

Business Combinations (cont’d)

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period, or additional assets or liabilities are recognized, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognized at that date.

Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business less accumulated impairment losses, if any. For the purposes of impairment testing, goodwill is allocated to each of the Group’s cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination.

A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognized directly in profit or loss in the consolidated statement of profit or loss. An impairment loss recognized for goodwill is not reversed in subsequent periods.

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

Effects of Changes in Foreign Exchange Rates

Foreign Currency Transactions

The individual financial statements of each Group entity are presented in the currency of the primary economic environment in which the entity operates (its functional currency). The results and financial position of each entity are expressed in USD, which is the functional currency of the Company, and presented in Turkish Lira which is the presentation currency for the consolidated financial statements.

In preparing the financial statements of the individual entities, transactions in currencies other than USD (foreign currencies) are recorded at the rates of exchange prevailing on the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences are recognized in profit or loss in the period in which they arise except for:

- Exchange differences on transactions entered into in order to hedge certain foreign currency risks (see below for hedging accounting policies); and
- Exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur, which form part of the net investment in a foreign operation, and which are recognized in the foreign currency translation reserve and recognized in profit or loss on disposal of the net investment.

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2. BASIS OF PRESENTATION OF THE CONSOLIDATED FINANCIAL STATEMENTS (cont’d)

2.8 Significant Accounting Policies (cont’d)

Effects of Changes in Foreign Exchange Rates (cont’d)

Financial Statements of Subsidiaries that Operates in Foreign Country

For the purpose of presenting consolidated financial statements, the assets and liabilities of the Group’s foreign operations are translated into USD using exchange rates prevailing at the end of each reporting period. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuated significantly during that period, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are recognized in other comprehensive income and accumulated in equity.

Events after the Reporting Period

It refers to events that occur in favor or against the company between the reporting date and the date of authorization for the publication of financial statements. Events after the reporting date are divided into two:

- there is new evidence that relevant events existed as of the reporting date, and
- there is evidence that relevant events occurred after the reporting date (events that did not require correction after the reporting date).

In the event that there is new evidence regarding the existence of the mentioned events as of the reporting date or the related events occur after the reporting date and these events require the financial statements to be corrected, the Group revises its consolidated financial statements in accordance with the new situation. If the events in question do not require correction of the consolidated financial statements, the Group explains the related issues in the related footnotes.

Provisions, Contingent Assets and Liabilities

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Investment Properties

Investment properties are properties held to earn rentals and/or for capital appreciation, including property under construction for such purposes. Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at fair value. Gains or losses arising from changes in the fair values of investment properties are included in the profit or loss in the year in which they arise.

An investment property is derecognized upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from disposal. Any gain or loss arising on derecognition of the property is included in profit or loss in the period in which the property is derecognized.

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2. BASIS OF PRESENTATION OF THE CONSOLIDATED FINANCIAL STATEMENTS (cont’d)

2.8 Significant Accounting Policies (cont’d)

Investment Properties (cont’d)

Transfers are made to or from investment property only when there is a change in use. For a transfer from investment property that is measured at fair value to owner occupied property, the deemed cost for subsequent accounting is the fair value at the date of change in use. If owner occupied property becomes an investment property that is measured at fair value, the Group accounts for such property in accordance with the policy stated under property, plant and equipment up to the date of change in use.

As of December 31, 2024, the investment properties item consists of the building in Adana Reşatbey; and its value is TL 4.173.554 (31 December 2023: TL 3.482.451).

Income Taxes

Turkish tax legislation does not permit a parent company and its subsidiary to file a consolidated tax return. Therefore, provisions for taxes, as reflected in the accompanying consolidated financial statements, have been calculated on a separate-entity basis.

Income tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from ‘profit before tax’ as reported in the consolidated statement of profit or loss because of items of income or expense that are taxable or deductible in other years and it excludes items that are never taxable or deductible. The Group’s current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax

Deferred tax liability or asset is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases which are used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such deferred tax assets and liabilities are not recognized if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognized for taxable temporary differences associated with investments in subsidiaries and associates, and interests in joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognized to the extent that it is probable that there will be sufficient taxable profits against which to utilize the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2024

(Amounts expressed in Turkish Lira (“TRY”) unless otherwise indicated)

2. BASIS OF PRESENTATION OF THE CONSOLIDATED FINANCIAL STATEMENTS (cont’d)

2.8 Significant Accounting Policies (cont’d)

Income Taxes (cont’d)

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

For the purposes of measuring deferred tax liabilities and deferred tax assets for investment properties that are measured using the fair value model, the carrying amounts of such properties are presumed to be recovered entirely through sale, unless the presumption is rebutted. The presumption is rebutted when the investment property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale. The management reviewed the Group’s investment property portfolios and concluded that none of the Group’s investment properties are held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time, rather than through sale. Therefore, the management has determined that the ‘sale’ presumption set out in the amendments to TMS 12 is not rebutted. As a result, since the gain on sale of investment properties is subject to tax at the rate of 10%, a deferred tax liability at the rate of 10% is recognized from the difference between the fair value of investment properties and their tax value.

Current and deferred tax for the period

Current and deferred tax are recognized as in profit or loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively.

Employee Benefits

Termination and retirement benefits

Under Turkish law and union agreements, lump sum payments are made to employees retiring or involuntarily leaving the Group. Such payments are considered as being part of defined retirement benefit plan as per TMS 19 (Revised) Employee Benefits (“TMS 19”).

The retirement benefit obligation recognized in the consolidated statement of financial position represents the present value of the defined benefit obligation. The actuarial gains and losses are recognized in other comprehensive income.

Statement of Cash Flows

In statement of cash flows, cash flows are classified according to operating, investing and financing activities.

Cash flows from operating activities reflect cash flows generated from sales of the Group.

Cash flows from investing activities express cash used in investment activities (direct investments and financial investments) and cash flows generated from investment activities of the Group.

Cash flows from financing activities express sources of financial activities and payment schedules of the Group.

Share Capital and Dividends

Common shares are classified as equity. Dividends on common shares are recognized in equity in the period in which they are approved and declared.

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2. BASIS OF PRESENTATION OF THE CONSOLIDATED FINANCIAL STATEMENTS (cont’d)

2.8 Significant Accounting Policies (cont’d)

Earnings Per Share

Earnings per share stated in the consolidated statement of profit or loss are determined by dividing the consolidated net profit of the parent company by the weighted average number of shares available during the year.

2.9 Segment Reporting

The Group applied TFRS 8 and its operating segments are identified based on the information provided to and analyzed by the senior executives, which represents the chief operating decision makers (CODM), making decisions regarding the allocation of resources and assessing performance. For the purposes of TFRS 8, the Group also considers the operating segments that present management reporting have similar economic characteristics and considers the operating segments offer similar financial performance in the long term. In addition the Group reports these operating segments as a single operating segment to have similar nature of products and services, customer type and class, product distribution and service delivery and additionally subject to similar legal regulations. Therefore, the Group is considered as one single operating segment.

2.10 Critical Accounting Judgments and Key Sources of Estimation Uncertainty

Critical judgments in applying the Group’s accounting policies

In the process of applying the Group’s accounting policies, which are described in Note 2.8, the Group Management has made the following judgments that have the most significant effect on the amounts recognized in the financial statements:

Useful life of property, plant and equipment and intangible assets

The Company has calculated the depreciation and amortization amounts regarding the useful lives specified in Notes 9 and 11.

Duration of Leasing Liabilities

The Group's leasing liabilities within the scope of TFRS 16 are related to vehicle and building leasing contracts. The lifetime of the leasing agreements for vehicles are determined on the basis of the relevant lease agreement. The lifetime of the lease contracts for buildings are determined based on the best estimate of the period in which the management plans to use the asset in lease contracts and auto-renewal contracts.

Doubtful receivables provision

A credit risk provision for trade receivables is established if there is objective evidence that the Company will not be able to collect all amounts due. The amount of the provision is the difference between the carrying amount and the recoverable amount. The recoverable amount is the present value of all cash flows, including amounts recoverable from guarantees and collateral, discounted based on the original effective interest rate of the originated receivables at inception. As of 31 December 2024, the provision amount is TL 95.602.839 (31 December 2023: TL 91.788.661).

Severance benefits

Under Turkish Law and union agreements, lump sum payments are made to employees retiring or involuntarily leaving the Group. Such payments are considered as being part of defined retirement benefit plan as per TMS 19 (Revised) *Employee Benefits* (“TMS 19”).

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2. BASIS OF PRESENTATION OF THE CONSOLIDATED FINANCIAL STATEMENTS (cont’d)

2.10 Critical Accounting Judgments and Key Sources of Estimation Uncertainty

Severance benefits (cont’d)

The retirement benefit obligation recognized in the consolidated statement of financial position represents the present value of the defined benefit obligation. The actuarial gains and losses are recognized in other comprehensive income.

Inventory impairment provision

When the net realizable value of inventories is less than their cost, the inventories are reduced to their net realizable value and are reflected to profit and loss as loss. According to the expectations of the Group, as the net realizable value of the inventories are below of their cost value, for some part of the inventories the Group has allocated provision and reduced to their net realizable value. The Group has allowance for impairment on inventory amounting to TL 48.096.751 as of 31 December 2024 (31 December 2023: TL 48.927.495).

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2024

(Amounts expressed in Turkish Lira (“TRY”) unless otherwise indicated)

3. DISCLOSURES RELATED TO STATEMENT OF CASH FLOWS

| | 31 December 2024 | 31 December 2023 |
|-------------------------|---------------------|---------------------|
| Cash on banks | 580.542.911 | 498.979.021 |
| <i>Demand deposits</i> | 374.542.911 | 361.087.510 |
| <i>Time deposits</i> | 206.000.000 | 137.891.511 |
| Credit card receivables | 25.443.623 | 18.663.583 |
| | <u>605.986.534</u> | <u>517.642.604</u> |

The average maturity of credit card receivables is 1 day as of 31 December 2024 (31 December 2023: 1 day).

The Group subtracts the blocked deposits held in banks (31 December 2024: none, 31 December 2023: TL 554.910) from cash and cash equivalents and presents them under Financial Assets (Restricted Bank Deposits) in the consolidated statement of financial position.

| Currency Type | Maturity | Interest Rate | 31 December 2024 |
|---------------|-----------------|---------------|---------------------|
| TRY | January 2, 2025 | 39% - 48,30% | 206.000.000 |
| | | | <u>206.000.000</u> |

| Currency Type | Maturity | Interest Rate | 31 December 2023 |
|---------------|-----------------|---------------|---------------------|
| TRY | January 2, 2024 | 32%-42,50% | 137.891.511 |
| | | | <u>137.891.511</u> |

Explanations related to nature and level of risks in cash and cash equivalents are explained in Note 25.

4. RELATED PARTY DISCLOSURES

The trade receivables from related parties arise mainly from sales transactions whereas non-trade receivables arise from financial transactions. Trade receivables from related companies have 2 months of maturities on average. These receivables are by nature not secured and bear no interest.

Payables to related parties arise mainly from purchase transactions and financial transactions. Trade payables to related companies have 2 months of maturities on average. Non-trade payables are comprised of short term financial liabilities and long-term financial debts in the scope of the parent company’s syndication loan agreement. Interest rates within the scope of the syndication loan agreement is fixed at 6,80% for USD denominated liabilities (2023: 6,80 %).

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4. RELATED PARTY DISCLOSURES (cont’d)

a) The detail of trade and non-trade receivables and payables as of 31 December 2024 and 31 December 2023 is as follows:

| Balances with Related Parties | 31 December 2024 | | | |
|---|------------------|-----------|------------|-------------|
| | Receivables | | Payables | |
| | Current | | Current | |
| | Trade | Non-Trade | Trade | Non-Trade |
| Yıldız Holding A.Ş. (*) | - | - | 22.122.653 | 693.362.289 |
| Kerevitaş Gıda San. Ve Tic. A.Ş. | 2.360.005 | - | - | - |
| Ülker Bisküvi San. A.Ş. | 1.839.762 | - | - | - |
| Şok Marketler Tic. A.Ş. | 1.364.148 | - | 4.975 | - |
| Sağlam İnşaat Taahhüt Tic. A.Ş. | 469.157 | - | - | - |
| Azmüsebat Çelik San. ve Tic. A.Ş. | 262.027 | - | - | - |
| Continental Confectionery Company Gıda San. Tic. A.Ş. | 137.487 | - | - | - |
| Other | 33.305 | - | 203.038 | - |
| | 6.465.891 | - | 22.330.666 | 693.362.289 |

| Balances with Related Parties | 31 December 2023 | | | |
|---|------------------|-----------|----------|-------------|
| | Receivables | | Payables | |
| | Current | | Current | |
| | Trade | Non-Trade | Trade | Non-Trade |
| Yıldız Holding A.Ş. (*) | - | - | - | 748.539.065 |
| Ülker Bisküvi San. A.Ş. | 1.129.632 | - | - | - |
| Kerevitaş Gıda San. Ve Tic. A.Ş. | 736.603 | - | - | - |
| Horizon Hızlı Tüketim Ürünleri Üretim Paz. Satış ve Tic. A.Ş. | 386.288 | - | - | - |
| Marsa Yağ San. ve Tic. A.Ş. | 313.340 | - | - | - |
| Önem Gıda San. ve Tic. A.Ş. | 290.702 | - | - | - |
| Continental Confectionery Company Gıda San. ve Tic. A.Ş. | 225.143 | - | - | - |
| Şok Marketler Tic. A.Ş. | 222.082 | - | - | - |
| Donuk Fırıncılık Ürünleri Sanayi ve Tic. A.Ş. | 163.441 | - | - | - |
| Polinas Plastik San. ve Tic. A.Ş. | 155.816 | - | - | - |
| Diğer | 509.605 | - | 288.583 | - |
| | 4.132.652 | - | 288.583 | 748.539.065 |

(*) As of 31 December 2024 and 31 December 2023, non-trade payables to Yıldız Holding consist of financial debt.

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4. RELATED PARTY DISCLOSURES (cont’d)

b) The details of transactions between related parties for the years 2024 and 2023 are presented below:

| actions with related parties | 1 January - 31 December 2024 | | | |
|---|------------------------------|------------|-----------------|------------------|
| | Sales | Purchases | Interest Income | Interest Expense |
| Yıldız Holding A.Ş. | 3.556.112 | 21.814.605 | 3.293.651 | 90.386.197 |
| Ülker Bisküvi San. A.Ş. | 7.778.170 | 1.629 | - | - |
| Kereviş Gıda Sanayi ve Ticaret A.Ş. | 6.195.180 | - | - | - |
| İzsal Gayrimenkul Geliştirme A.Ş. | 1.741.890 | 4.220.212 | - | - |
| Horizon Hızlı Tüketim Ürünleri Üretim Paz. Satış ve Tic. A.Ş. | 5.776.421 | - | - | - |
| Şok Marketler Tic. A.Ş. | 2.430.785 | 2.430.042 | - | - |
| G2MEKSPER Satış ve Dağıtım Hizmetleri A.Ş. | 1.614.083 | 65.951 | - | - |
| Sağlam İnş.Taah.Tic. A.Ş. | 1.436.354 | 150.198 | - | - |
| Continental Confectionery Company Gıda San. ve Tic. A.Ş. | 1.351.421 | - | - | - |
| Önem Gıda San. ve Tic. A.Ş. | 1.151.742 | - | - | - |
| Marsa Yağ Sanayi Ve Ticaret A.Ş. | 923.564 | - | - | - |
| Polinas Plastik San. ve Tic. A.Ş. | 772.810 | - | - | - |
| Bizim Toptan Satış Mağazaları A.Ş. | 592.528 | 62.647 | - | - |
| Other | 1.082.351 | 850.606 | - | - |
| | 36.403.411 | 29.595.890 | 3.293.651 | 90.386.197 |

| actions with related parties | 1 January - 31 December 2023 | | | |
|--|------------------------------|------------|-----------------|------------------|
| | Sales | Purchases | Interest Income | Interest Expense |
| Yıldız Holding A.Ş. | 1.058.758 | 12.619.440 | 505.695 | 73.940.176 |
| Ülker Bisküvi San. A.Ş. | 6.950.256 | - | - | - |
| İzsal Gayrimenkul Geliştirme A.Ş. | 1.227.771 | 2.645.492 | - | - |
| Şok Marketler Tic. A.Ş. | 2.415.975 | 957.607 | - | - |
| G2MEKSPER Satış ve Dağıtım Hizmetleri A.Ş. | 3.164.596 | - | - | - |
| Kereviş Gıda Sanayi ve Ticaret A.Ş. | 2.342.878 | - | - | - |
| Bizim Toptan Satış Mağazaları A.Ş. | 1.397.858 | 337.193 | - | - |
| Sağlam İnş.Taah.Tic. A.Ş. | 725.956 | 150.000 | - | - |
| Polinas Plastik San. ve Tic. A.Ş. | 765.201 | - | - | - |
| Marsa Yağ San. Ve Tic. A. Ş. | 752.813 | - | - | - |
| Azmüsebat Çelik San. ve Tic. A.Ş. | 325.936 | - | - | - |
| Other | 3.774.184 | 337.860 | - | - |
| | 24.902.182 | 17.047.592 | 505.695 | 73.940.176 |

The companies in the list consist of Yıldız Holding and its related parties. Purchases from Yıldız Holding mainly consist of service purchases. Ufuk Yatırım Yönetim ve Gayrimenkul A.Ş. purchases consist of rent payments. Trade receivables from other companies arise from sales of commercial goods, trade payables from other companies arise from purchases of products and services.

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4. RELATED PARTY DISCLOSURES (cont’d)

Compensation of key management personnel:

The key management personnel of the Company consists of board members, the general manager and the directors. The benefits provided to key management comprise benefits such as salary and premiums. The remuneration of top management during the year were as follows:

| | 1 January - 31 December 2024 | 1 January - 31 December 2023 |
|-------------------------------------|---------------------------------|---------------------------------|
| Salaries and other current benefits | 36.213.147 | 25.561.743 |
| | 36.213.147 | 25.561.743 |

5. TRADE RECEIVABLES AND PAYABLES

a) Trade Receivables

The details of the Group’s trade receivables are as follows:

| | 31 December 2024 | 31 December 2023 |
|--|---------------------|---------------------|
| Short term trade receivables | | |
| Trade receivables | 5.987.127.487 | 5.032.607.834 |
| Notes receivables | 101.807.162 | 170.882.481 |
| Due from related parties (Note 4) | 6.465.891 | 4.132.652 |
| Doubtful receivables | 95.602.839 | 91.788.661 |
| Provision for doubtful receivables (-) | (95.602.839) | (91.788.661) |
| | 6.095.400.540 | 5.207.622.967 |

The average maturity of trade receivables is 73 days (2023: 62 days)

Allowances for doubtful receivables are recognized against trade receivables based on estimated irrecoverable amounts determined by reference to past default experience of the counterparty. Movements of provision for doubtful trade receivables are as follows:

| | 1 January - 31 December 2024 | 1 January - 31 December 2023 |
|--|---------------------------------|---------------------------------|
| Movement of provision for doubtful receivables | | |
| Balance at beginning of the year | 91.788.661 | 91.499.925 |
| Charge for the year (Note 19) | 6.004.791 | 321.705 |
| Collections (Note 19) | (2.483.936) | (181.735) |
| Translation difference | 293.323 | 148.766 |
| Closing balance | 95.602.839 | 91.788.661 |

Explanations about the nature and level of risks related to trade receivables are provided in Note 25.

PENTA TEKNOLOJİ ÜRÜNLERİ DAĞITIM TİCARET A.Ş. AND ITS SUBSIDIARIES

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5. TRADE RECEIVABLES AND PAYABLES (cont’d)

b) Trade Payables

The details of the Group’s trade payables are as follows:

| | 31 December 2024 | 31 December 2023 |
|----------------------------------|----------------------|----------------------|
| Short term trade payables | | |
| Trade payables | 4.332.191.906 | 3.606.170.256 |
| Due to related parties (Note 4) | 22.330.666 | 288.583 |
| Expense accruals (*) | 575.733.147 | 464.325.864 |
| | 4.930.255.719 | 4.070.784.703 |

(*) Mainly consist of cost accruals such as price protection and marketing support to be provided to the Group's customers within the framework of the operational activities and preferences of the Group's suppliers.

As of 31 December 2024, the average maturity of trade payables is 62 days (2023: 54 days). Explanations about the nature and level of risks related to trade payables are provided in Note 25.

6. OTHER RECEIVABLES AND PAYABLES

a) Other Receivables

| | 31 December 2024 | 31 December 2023 |
|-------------------------------------|---------------------|---------------------|
| Short Term Other Receivables | | |
| Other current receivables (*) | 12.913.048 | 9.845.929 |
| | 12.913.048 | 9.845.929 |

(*) Other current receivables consist of receivables from personnel and other miscellaneous receivables.

b) Other Payables

| | 31 December 2024 | 31 December 2023 |
|--|---------------------|---------------------|
| Short Term Other Payables | | |
| Non-trade payables to related parties (Note 4) | 693.362.289 | 748.539.065 |
| Other payables | 231.994.045 | 230.266 |
| | 925.356.334 | 748.769.331 |

Movement table of other payables to related parties is given in Note 24.

PENTA TEKNOLOJİ ÜRÜNLERİ DAĞITIM TİCARET A.Ş. AND ITS SUBSIDIARIES**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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7. INVENTORIES

| | 31 December 2024 | 31 December 2023 |
|---|---------------------------------|---------------------------------|
| Raw materials | 39.338.099 | 52.257.162 |
| Finished goods | 30.117.310 | 9.664.885 |
| Trade goods | 2.491.411.983 | 2.045.198.367 |
| Consignment goods | 19.278.708 | 14.305.376 |
| Other inventory | - | 19.429 |
| Allowance for impairment on inventory (-) | (48.096.751) | (48.927.495) |
| | <u>2.532.049.349</u> | <u>2.072.517.724</u> |
| | 1 January - 31 December 2024 | 1 January - 31 December 2023 |
| Movement of allowance for impairment on inventory | | |
| Opening balance | (48.927.495) | (47.369.694) |
| Charge for the year / cancel of allowance, net | 9.797.165 | 20.688.638 |
| Translation differences | (8.966.421) | (22.246.439) |
| Closing balance | <u>(48.096.751)</u> | <u>(48.927.495)</u> |

8. PREPAID EXPENSES AND CONTRACT LIABILITIES

| | 31 December 2024 | 31 December 2023 |
|-------------------------------------|---------------------|---------------------|
| Short term prepaid expenses | | |
| Prepaid expenses | 9.125.285 | 5.572.121 |
| Advances paid for trade goods | 405.476 | 544.931 |
| | <u>9.530.761</u> | <u>6.117.052</u> |
| | 31 December 2024 | 31 December 2023 |
| Short term deferred income | | |
| Short term deferred income (*) | 90.230.743 | 155.516.005 |
| Provision for revenue premiums (**) | 52.589.097 | 33.398.668 |
| | <u>142.819.840</u> | <u>188.914.673</u> |

(*) Deferred income related to products which are not delivered yet as of the year end but invoiced in current period. All deferred income as at 31 December 2023 was recognized as revenue in 2024 (All deferred income as at 31 December 2022 was recognized as revenue in 2023).

(**) Provision of revenue premiums consists of estimated after sales cost provisions that may given to the customers.

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9. PROPERTY, PLANT AND EQUIPMENT

| | Machinery and Equipment | Vehicles | Furniture and Fixture | Leasehold Improvements | Total |
|--|----------------------------|-------------|--------------------------|---------------------------|---------------|
| <u>Cost</u> | | | | | |
| Opening balance as of 1 January 2024 | 10.898.934 | 2.912.910 | 116.125.810 | 145.195.561 | 275.133.215 |
| Foreign currency translation differences | 2.258.309 | 602.696 | 23.484.290 | 32.825.139 | 59.170.434 |
| Additions | 1.361.134 | 324.478 | 5.918.613 | 52.856.405 | 60.460.630 |
| Disposals | (104.082) | - | (136.022) | - | (240.104) |
| Closing balance as of 31 December 2024 | 14.414.295 | 3.840.084 | 145.392.691 | 230.877.105 | 394.524.175 |
| <u>Accumulated Depreciation</u> | | | | | |
| Opening balance as of 1 January 2024 | (6.034.213) | (2.800.044) | (86.087.923) | (126.087.167) | (221.009.347) |
| Foreign currency translation differences | (1.335.080) | (564.674) | (17.595.076) | (25.578.884) | (45.073.714) |
| Charge for the year | (1.917.157) | (118.576) | (6.866.108) | (7.334.216) | (16.236.057) |
| Disposals | 104.082 | - | 136.022 | - | 240.104 |
| Closing balance as of 31 December 2024 | (9.182.368) | (3.483.294) | (110.413.085) | (159.000.267) | (282.079.014) |
| Carrying value as of 31 December 2024 | 5.231.927 | 356.790 | 34.979.606 | 71.876.838 | 112.445.161 |

Depreciation expenses are included in general administrative expenses (1 January - 31 December 2023 depreciation expenses are included in general administrative expenses).

There is no pledges and mortgages on the property, plant and equipment (31 December 2023: None).

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9. PROPERTY, PLANT AND EQUIPMENT (cont'd)

| | Machinery and Equipment | Vehicles | Furniture and Fixture | Leasehold Improvements | Total |
|--|----------------------------|-------------|--------------------------|---------------------------|---------------|
| <u>Cost</u> | | | | | |
| Opening balance as of 1 January 2023 | 5.266.283 | 1.770.467 | 66.632.290 | 86.731.373 | 160.400.413 |
| Foreign currency translation differences | 3.529.283 | 1.041.199 | 40.442.763 | 51.489.376 | 96.502.621 |
| Additions | 2.103.368 | 101.244 | 12.614.440 | 6.974.812 | 21.793.864 |
| Disposals | - | - | (3.563.683) | - | (3.563.683) |
| Closing balance as of 31 December 2023 | 10.898.934 | 2.912.910 | 116.125.810 | 145.195.561 | 275.133.215 |
| <u>Accumulated Depreciation</u> | | | | | |
| Opening balance as of 1 January 2023 | (2.983.613) | (1.770.467) | (54.321.610) | (78.060.466) | (137.136.156) |
| Foreign currency translation differences | (1.972.323) | (1.019.367) | (31.310.479) | (45.453.395) | (79.755.564) |
| Charge for the year | (1.078.277) | (10.210) | (4.019.517) | (2.573.306) | (7.681.310) |
| Disposals | - | - | 3.563.683 | - | 3.563.683 |
| Closing balance as of 31 December 2023 | (6.034.213) | (2.800.044) | (86.087.923) | (126.087.167) | (221.009.347) |
| Carrying value as of 31 December 2023 | 4.864.721 | 112.866 | 30.037.887 | 19.108.394 | 54.123.868 |

The following useful lives are used in the calculation of depreciation:

| | Useful lives |
|--------------------------------|--------------|
| Plant, machinery and equipment | 3-10 years |
| Vehicles | 5 years |
| Furniture and fixture | 3-15 years |
| Leasehold improvements | 2-15 years |

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10. RIGHT-OF-USE ASSETS

| | Vehicles | Buildings | Total |
|--|-------------|-------------|-------------|
| <u>Cost</u> | | | |
| Opening balance as of 1 January 2024 | 23.762.103 | 72.659.689 | 96.421.792 |
| Foreign currency translation differences | 15.821.698 | 37.175.388 | 52.997.086 |
| Additions | - | 43.461.108 | 43.461.108 |
| Disposals | (3.502.885) | - | (3.502.885) |
| Closing balance as of 31 December 2024 | 36.080.916 | 153.296.185 | 189.377.101 |

| | | | |
|--|--------------|--------------|---------------|
| <u>Accumulated Amortization</u> | | | |
| Opening balance as of 1 January 2024 | (9.471.152) | (33.759.522) | (43.230.674) |
| Foreign currency translation differences | (2.493.156) | (9.944.721) | (12.437.877) |
| Charge for the year | (8.086.368) | (42.766.539) | (50.852.907) |
| Closing balance as of 31 December 2024 | (20.050.676) | (86.470.782) | (106.521.458) |
| Carrying value as of 31 December 2024 | 16.030.240 | 66.825.403 | 82.855.643 |

| | Vehicles | Buildings | Total |
|--|------------|------------|------------|
| <u>Cost</u> | | | |
| Opening balance as of 1 January 2023 | 3.499.212 | 30.555.291 | 34.054.503 |
| Foreign currency translation differences | 7.610.580 | 23.738.236 | 31.348.816 |
| Additions | 12.652.311 | 18.366.162 | 31.018.473 |
| Closing balance as of 31 December 2023 | 23.762.103 | 72.659.689 | 96.421.792 |

| | | | |
|--|-------------|--------------|--------------|
| <u>Accumulated Amortization</u> | | | |
| Opening balance as of 1 January 2023 | (1.654.934) | (6.148.297) | (7.803.231) |
| Foreign currency translation differences | (3.150.158) | (11.245.288) | (14.395.446) |
| Charge for the year | (4.666.060) | (16.365.937) | (21.031.997) |
| Closing balance as of 31 December 2023 | (9.471.152) | (33.759.522) | (43.230.674) |
| Carrying value as of 31 December 2023 | 14.290.951 | 38.900.167 | 53.191.118 |

| | Useful lives |
|-----------|--------------|
| Buildings | 1-4 years |
| Vehicles | 1-3 years |

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11. INTANGIBLE ASSETS

| Cost | Rights & Licences | Other Intangible Assets | Total |
|--|-------------------|-------------------------|--------------|
| Opening balance as of 1 January 2024 | 11.795.291 | 64.457.768 | 76.253.059 |
| Foreign currency translation differences | 2.553.587 | 13.989.367 | 16.542.954 |
| Additions | 2.804.184 | 15.782.280 | 18.586.464 |
| Closing balance as of 31 December 2024 | 17.153.062 | 94.229.415 | 111.382.477 |
| Accumulated Amortization | | | |
| Opening balance as of 1 January 2024 | (8.349.830) | (60.250.592) | (68.600.422) |
| Foreign currency translation differences | (1.715.550) | (12.121.312) | (13.836.862) |
| Charge for the year | (770.975) | (2.166.640) | (2.937.615) |
| Closing balance as of 31 December 2024 | (10.836.355) | (74.538.544) | (85.374.899) |
| Carrying value as of 31 December 2024 | 6.316.707 | 19.690.871 | 26.007.578 |
| Cost | Rights & Licences | Other Intangible Assets | Total |
| Opening balance as of 1 January 2023 | 6.867.245 | 40.405.869 | 47.273.114 |
| Foreign currency translation differences | 4.134.671 | 23.371.449 | 27.506.120 |
| Additions | 793.375 | 680.450 | 1.473.825 |
| Closing balance as of 31 December 2023 | 11.795.291 | 64.457.768 | 76.253.059 |
| Accumulated Amortization | | | |
| Opening balance as of 1 January 2023 | (4.921.099) | (36.923.319) | (41.844.418) |
| Foreign currency translation differences | (2.943.052) | (21.617.909) | (24.560.961) |
| Charge for the year | (485.679) | (1.709.364) | (2.195.043) |
| Closing balance as of 31 December 2023 | (8.349.830) | (60.250.592) | (68.600.422) |
| Carrying value as of 31 December 2023 | 3.445.461 | 4.207.176 | 7.652.637 |

All amortisation cost has been included to general administrative expenses (1 January – 31 December 2023: amortisation cost has been included to general administrative expense).

The following useful lives are used in the calculation of amortization:

| | Useful lives |
|-------------------------|--------------|
| Rights & Licences | 3-15 years |
| Other intangible assets | 3-15 years |

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12. GOODWILL

The Group acquired 4.000 shares of Sayısal Grafik Ticaret A.Ş. with a nominal value of TL 100.000 (constituting 100% of the total share capital) for TL 11.890.667. on 18 June 2015. After the acquisition, on 30 July 2015 Sayısal has been merged under Penta Teknoloji pursuant to articles 18-20 of Corporate Tax Law and other related articles of Turkish Commercial Law, the merger shall be based on the financial statements dated 18 June 2015. The merger was announced on 5 August 2015 in the Trade Registry Gazette No: 8877. The Group assesses goodwill associated with cash-generating units once a year for impairment testing as described in Note 2. Discounted cash flow method is used for the impairment tests of goodwill allocated to cash generating unit which were arisen due acquiring Sayısal Grafik Sanayi ve Ticaret A.Ş.. 5 year business plan is prepared by the Group Management for the discounted cash flow method, discount rate of 42,69% and growth rate of 1% are used in the valuation (2023: 33,38% discount rate and 1% growth rate). Through the impairment tests which are detailed above and are applied on the basis of cash generating unit, no impairment is determined for the goodwill allocated as of 31 December 2024 (31 December 2023: None).

| Cost Value | 1 January - 31 December 2024 | 1 January - 31 December 2023 |
|-----------------------|---------------------------------|---------------------------------|
| Opening balance | 56.980.344 | 36.192.280 |
| Translation gain/loss | 11.307.922 | 20.788.064 |
| Closing balance | 68.288.266 | 56.980.344 |

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13. COMMITMENTS

Collaterals-Pledge-Mortgage (“CPM”)

The Group’s collaterals/pledge/mortgage position as at 31 December 2024 and 31 December 2023 is as follows;

| 31 December 2024 | TL Equivalent | USD | TL | Euro |
|--|----------------------|-------------------|--------------------|----------|
| A. CPM given on behalf of its own legal entity | | | | |
| -Collateral | 1.358.001.254 | 38.105.443 | 13.629.793 | - |
| B. Total amounts of CPM given on behalf of subsidiaries that are included in full consolidation | | | | |
| -Collateral | - | - | - | - |
| C. Total amounts of CPM given in order to guarantee third parties debts for routine trade operations | | | | |
| -Collateral | - | - | - | - |
| D. Total amounts of other CPM given | | | | |
| i. Total amount of CPM given on behalf of parent company | | | | |
| -Collateral | - | - | - | - |
| ii. Total amount of CPM given on behalf of other group companies that are not included group B and C | | | | |
| -Collateral | 913.112.258 | 17.934.326 | 280.383.856 | - |
| iii. Total amount of CPM given on behalf of third parties that are not included group C | | | | |
| -Collateral | - | - | - | - |
| Total | 2.271.113.512 | 56.039.769 | 294.013.649 | - |

The ratio of other CPM’s that is given by the Group to equity is 27% as of 31 December 2024 (31 December 2023: 55%).

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13. COMMITMENTS (cont'd)

Collaterals-Pledge-Mortgage ("CPM") (cont'd)

| 31 December 2023 | TL Equivalent | USD | TL | Euro |
|--|----------------------|-------------------|--------------------|----------------|
| A. CPM given on behalf of its own legal entity | | | | |
| -Collateral | 1.153.570.950 | 38.505.443 | 11.896.543 | 250.000 |
| B. Total amounts of CPM given on behalf of subsidiaries that are included in full consolidation | | | | |
| -Collateral | - | - | - | - |
| C. Total amounts of CPM given in order to guarantee third parties debts for routine trade operations | | | | |
| -Collateral | - | - | - | - |
| D. Total amounts of other CPM given | | | | |
| i. Total amount of CPM given on behalf of parent company | | | | |
| -Collateral | - | - | - | - |
| ii. Total amount of CPM given on behalf of other group companies that are not included group B and C | | | | |
| -Collateral | 1.403.081.891 | 35.329.310 | 363.050.597 | - |
| iii. Total amount of CPM given on behalf of third parties that are not included group C | | | | |
| -Collateral | - | - | - | - |
| Total | 2.556.652.841 | 73.834.753 | 374.947.140 | 250.000 |

With the syndication loan agreement signed with various Turkish banks in 2018, Yıldız Holding A.Ş. and its group companies' short term debts are combined under the roof of Yıldız Holding A.Ş. In this context, the loans that were previously payable to banks were consolidated in the "other long term payables to Yıldız Holding A.Ş." account on 8 June 2018, in accordance with this syndication loan agreement.

As of 8 June 2018, the Company's cash loans amounting to TL 399,7 million and non-cash bank loans amounting to TL 206,4 million transferred to Yıldız Holding A.Ş. There has been no increase in the Company's total debt amount due to syndicated loan. As of the date of loan used, the Company became the guarantor of Yıldız Holding A.Ş., limited to the total bank loan risk exposure.

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14. EMPLOYEE BENEFITS

| | 31 December 2024 | 31 December 2023 |
|---|---------------------------------|---------------------------------|
| <u>Payables related to employee benefits</u> | | |
| Salaries to be paid to personnel | 16.701.447 | 8.764.105 |
| Social security premiums payable | 7.219.337 | 7.494.730 |
| | <u>23.920.784</u> | <u>16.258.835</u> |
| | 31 December 2024 | 31 December 2023 |
| <u>Short-term provisions for employee benefits</u> | | |
| Provisions for bonuses | 8.279.828 | 9.967.224 |
| Provisions for unused vacation | 14.900.988 | 7.795.854 |
| | <u>23.180.816</u> | <u>17.763.078</u> |
| | 1 January - 31 December 2024 | 1 January - 31 December 2023 |
| <u>Movement of provision for bonuses</u> | | |
| Provision at 1 January | 9.967.224 | 9.612.599 |
| Bonuses paid | (9.967.224) | (9.612.606) |
| Charge for the period | 7.695.880 | 8.039.200 |
| Translation difference | 583.948 | 1.928.031 |
| Provision at 31 December | <u>8.279.828</u> | <u>9.967.224</u> |
| | 1 January - 31 December 2024 | 1 January - 31 December 2023 |
| <u>Movement of unused vacation</u> | | |
| Provision at 1 January | 7.795.854 | 4.611.898 |
| Unused vacation paid | (2.101.318) | (3.217.047) |
| (Reverse) / Charge for the period | 7.267.352 | 3.648.544 |
| Translation difference | 1.939.100 | 2.752.459 |
| Provision at 31 December | <u>14.900.988</u> | <u>7.795.854</u> |

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14. EMPLOYEE BENEFITS (cont'd)

Provision for retirement pay liability

Under labour laws effective in Türkiye, it is a liability to make legal retirement pay to employees whose employment is terminated after 25 years and after completing at least 1 year of service (for women 58, for men 60 years), called for army services or deceased.

Employment termination benefit to be paid is limited to a maximum of TL 41.828,42 for each year of service at 31 December 2024 (31 December 2023: TL 23.489,83).

Retirement pay liability is not subject to any kind of funding legally. Provision for retirement pay liability is calculated by estimating the present value of probable liability amount arising due to retirement of employees. TMS 19 *Employee Benefits* stipulates the development of a company's liabilities by using actuarial valuation methods under defined benefit plans. In this direction, actuarial assumptions used in calculation of total liabilities are described as follows:

The principal assumption is that the maximum liability for each year of service will increase parallel with inflation. Thus, the discount rate applied represents the expected real rate after adjusting for the anticipated effects of future inflation. Consequently, in the accompanying financial statements as at 31 December 2024, the provision has been calculated by estimating the present value of the future probable obligation of the Group arising from the retirement of the employees. The provisions at the respective reporting dates have been calculated with the assumption of 3,57% real discount rate (31 December 2023: 3,67%), calculated by using 22,77% annual inflation rate and 27,15% discount rate. The average rate of resignation for the employees is 7,36%. Ceiling amount of TL 46.655,43 which is in effect since 1 January 2025 is used in the calculation of the Group's provision for retirement pay liability (1 January 2024: TL 35.058,58).

The principal assumptions used in the calculation of retirement pay liability are discount rate and anticipated turnover rate:

- If the discount rate had been 1% higher (lower), provision for employee termination benefits would decrease (increase) by TL 7.239.919.
- If the anticipated turnover rate had been 1% lower (higher) while all other variables were held constant, provision for employee termination benefits would increase (decrease) by TL 1.612.958.

| | 1 January - 31 December 2024 | 1 January - 31 December 2023 |
|--|---------------------------------|---------------------------------|
| <u>Movement of retirement pay provision</u> | | |
| Provision at 1 January | 50.280.092 | 34.000.951 |
| Service cost | 5.014.917 | 3.622.997 |
| Interest cost | 12.766.115 | 6.794.122 |
| Termination benefits paid | (8.932.671) | (5.394.995) |
| Actuarial loss / (gain) | 15.788.856 | 9.874.483 |
| Translation difference | (145.017) | 1.382.534 |
| Provision at 31 December | <u>74.772.292</u> | <u>50.280.092</u> |

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15. OTHER ASSETS AND LIABILITIES

| | 31 December 2024 | 31 December 2023 |
|----------------------------------|---------------------|---------------------|
| <u>Other current assets</u> | | |
| Deferred VAT | 50.651.856 | - |
| Other VAT | 748.048 | 746.847 |
| Other | 65.762 | 126.908 |
| | <u>51.465.666</u> | <u>873.755</u> |
| | | |
| | 31 December 2024 | 31 December 2023 |
| <u>Other current liabilities</u> | | |
| Taxes and funds payable | 60.651.140 | 84.256.191 |
| | <u>60.651.140</u> | <u>84.256.191</u> |

16. SHARE CAPITAL, RESERVES AND OTHER EQUITY ITEMS

a) Share Capital

As of 31 December 2024 and 31 December 2023, the share capital held is as follows:

| Shareholders | % | 31 December 2024 | % | 31 December 2023 |
|--------------------------------------|--------|---------------------|--------|---------------------|
| Gözde Girişim Serm.Yatırım Ort. A.Ş. | 32,21 | 126.753.831 | 32,21 | 126.753.831 |
| Mustafa Ergün | 9,75 | 38.377.971 | 9,87 | 38.823.906 |
| Mürsel Özçelik | 7,02 | 27.611.870 | 7,11 | 27.960.870 |
| Sinan Güçlü | 6,84 | 26.909.492 | 7,00 | 27.529.492 |
| Bülent Koray Aksoy | 6,81 | 26.780.870 | 7,02 | 27.617.870 |
| Other | 37,37 | 147.081.966 | 36,79 | 144.830.031 |
| Nominal Capital | 100,00 | 393.516.000 | 100,00 | 393.516.000 |
| | | | | |
| Nominal Capital (USD) | 100,00 | 64.824.567,00 | 100,00 | 64.824.567 |

As of December 31, 2024, the nominal capital of the Company is TL 393.516.000 (31 December 2023: TL 393.516.000) with a par value of TL 1 per share (31 December 2023: TL 1). 106.418.079 of the Company's shares consist of group A shares and 287.097.921 of them are group B shares. Group A shares are privileged shares; their only privilege is the privilege of nominating candidates for members of the Board of Directors.

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16. SHARE CAPITAL, RESERVES AND OTHER EQUITY ITEMS (cont’d)

b) Restricted Reserves

| | 31 December 2024 | 31 December 2023 |
|----------------|---------------------|---------------------|
| Legal Reserves | 85.397.147 | 13.880.245 |
| | <u>85.397.147</u> | <u>13.880.245</u> |

The legal reserves consist of first and second legal reserves, appropriated in accordance with the Turkish Commercial Code. The first legal reserve is appropriated out of historical statutory profits at the rate of 5% per annum, until the total reserve reaches 20% of the historical paid-in share capital. The second legal reserve is appropriated after the first legal reserve and dividends, at the rate of 10% per annum of all cash dividend distributions. According to the Turkish Commercial Code, if the general legal reserve not exceed half of capital or the issued capital, only the closure of loss, to ease the work of the cross in front of or unemployment to continue the business when it goes well and the results used to take suitable measures.

c) Share Premiums

| | 31 December 2024 | 31 December 2023 |
|----------------|---------------------|---------------------|
| Share Premiums | 30.000.000 | 30.000.000 |
| | <u>30.000.000</u> | <u>30.000.000</u> |

The Company’s shares are publicly traded on Borsa İstanbul as of 17 May 2021. In terms of public offering proceeds realized through capital increase, the positive differences between the nominal value of the shares and the actual selling price are recognized under share premium.

d) Foreign Currency Translations

Foreign currency translation differences are the conversion differences that arise when converting the consolidated financial statements in US Dollars, which is the functional currency of the Group, to Turkish Lira, which is the reporting currency (Note 2).

e) Distributable Profit

Details of the Group’s net profit for the year as of the reporting date and other profits that may be subject to profit distribution are given below:

| | 31 December 2024 | 31 December 2023 |
|-------------------------|---------------------|---------------------|
| Accumulated Gains | 249.963.433 | 125.737.943 |
| Net Profit for the Year | 339.818.960 | 195.742.392 |
| Total | <u>589.782.393</u> | <u>321.480.335</u> |

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17. REVENUE

| | 1 January - 31 December 2024 | 1 January - 31 December 2023 |
|-------------------------------|-------------------------------------|-------------------------------------|
| <u>a) Sales</u> | | |
| Domestic sales | 25.023.288.272 | 19.093.244.713 |
| Export sales | 74.030.822 | 40.217.153 |
| Sales returns (-) | (922.129.199) | (729.678.102) |
| Sales discounts (-) | (235.272.758) | (204.881.332) |
| | <u>23.939.917.137</u> | <u>18.198.902.432</u> |
| <u>Sales Channels</u> | 1 January - 31 December 2024 | 1 January - 31 December 2023 |
| Retail | 8.257.011.004 | 6.220.879.684 |
| Value-Added Reseller | 5.803.618.184 | 4.698.462.725 |
| Dealer | 2.406.332.176 | 1.764.579.049 |
| Marketplace | 4.793.513.529 | 3.544.991.390 |
| Sub-distributor and other | 2.679.442.244 | 1.969.989.584 |
| | <u>23.939.917.137</u> | <u>18.198.902.432</u> |
| <u>b) Cost of sales</u> | 1 January - 31 December 2024 | 1 January - 31 December 2023 |
| Cost of goods sold (-) | (280.394.950) | (43.823.101) |
| Cost of merchandises sold (-) | (21.918.688.629) | (16.784.969.779) |
| | <u>(22.199.083.579)</u> | <u>(16.828.792.880)</u> |

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18. GENERAL ADMINISTRATIVE EXPENSES AND SALES AND MARKETING EXPENSES

| | 1 January - 31 December 2024 | 1 January - 31 December 2023 |
|--|---------------------------------|---------------------------------|
| General administrative expenses (-) | (268.364.545) | (150.136.036) |
| Marketing, selling and distribution expenses (-) | (523.948.140) | (261.040.144) |
| | <u>(792.312.685)</u> | <u>(411.176.180)</u> |

| a) General administrative expenses details | 1 January - 31 December 2024 | 1 January - 31 December 2023 |
|--|---------------------------------|---------------------------------|
| Employee benefit expenses | (85.180.136) | (48.525.869) |
| Depreciation and amortization expenses | (29.177.985) | (17.035.204) |
| Consulting expenses | (27.131.757) | (14.378.462) |
| Insurance expenses | (25.168.002) | (13.538.976) |
| IT expenses | (24.203.947) | (11.780.985) |
| Meal expenses | (19.617.972) | (9.478.003) |
| Outsourcing expenses | (12.111.205) | (5.427.239) |
| Security expenses | (11.198.437) | (6.003.786) |
| Corporate communication expenses | (6.741.269) | (2.526.245) |
| Other | (27.833.835) | (21.441.267) |
| | <u>(268.364.545)</u> | <u>(150.136.036)</u> |

| b) Marketing, selling and distribution expenses details | 1 January - 31 December 2024 | 1 January - 31 December 2023 |
|---|---------------------------------|---------------------------------|
| Employee benefit expenses | (330.495.245) | (176.737.379) |
| Logistics expenses | (104.617.981) | (45.577.221) |
| Depreciation and amortization expenses | (40.848.594) | (13.873.146) |
| Meal expenses | (7.134.544) | (3.406.689) |
| Corporate communication expenses | (5.294.809) | (2.733.624) |
| Outsourcing expenses | (4.601.289) | (2.604.624) |
| Other | (30.955.678) | (16.107.461) |
| | <u>(523.948.140)</u> | <u>(261.040.144)</u> |

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19. OTHER INCOME AND EXPENSES FROM OPERATING ACTIVITIES

The details of other income from operating activities are as follows:

| | 1 January - 31 December 2024 | 1 January - 31 December 2023 |
|--------------------------------|---------------------------------|---------------------------------|
| Rediscount interest income | 4.834.211 | - |
| Terminated provisions (Note 5) | 2.483.936 | 181.735 |
| Other (*) | 14.364.055 | 24.559.898 |
| | <u>21.682.202</u> | <u>24.741.633</u> |

(*) Consists of refund income from customs procedures, insurance compensation income and other extraordinary income items.

The details of other expenses from operating activities are as follows:

| | 1 January - 31 December 2024 | 1 January - 31 December 2023 |
|---|---------------------------------|---------------------------------|
| Foreign exchange loss | (150.338.990) | (250.132.208) |
| Provision for doubtful receivables (Note 5) | (6.004.791) | (321.705) |
| Other | (25.800.726) | (12.290.443) |
| | <u>(182.144.507)</u> | <u>(262.744.356)</u> |

20. INCOME AND EXPENSES FROM INVESTING ACTIVITIES

| | 1 January - 31 December 2024 | 1 January - 31 December 2023 |
|---|---------------------------------|---------------------------------|
| Income from investing activities | | |
| Interest income | 53.913.459 | 74.453.577 |
| | <u>53.913.459</u> | <u>74.453.577</u> |

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21. EXPENSES BY NATURE

| | 1 January - 31 December 2024 | 1 January - 31 December 2023 |
|--|---------------------------------|---------------------------------|
| Employee benefit expenses | (415.675.381) | (225.263.248) |
| Logistics expenses | (104.617.981) | (45.577.221) |
| Depreciation and amortization expenses | (70.026.579) | (30.908.350) |
| Consulting expenses | (27.131.757) | (14.378.462) |
| Meal expenses | (26.752.516) | (12.884.692) |
| Insurance expenses | (25.168.002) | (13.538.976) |
| IT expenses | (24.203.947) | (11.780.985) |
| Outsourcing expenses | (16.712.494) | (8.031.863) |
| Corporate communication expenses | (12.036.078) | (5.259.869) |
| Security expenses | (11.198.437) | (6.003.786) |
| Other | (58.789.513) | (37.548.728) |
| | <u>(792.312.685)</u> | <u>(411.176.180)</u> |

22. FINANCE INCOME AND EXPENSES

| | 1 January - 31 December 2024 | 1 January - 31 December 2023 |
|---|---------------------------------|---------------------------------|
| Finance income (*) | 91.654 | 505.695 |
| Total finance income | <u>91.654</u> | <u>505.695</u> |
| | | |
| | 1 January - 31 December 2024 | 1 January - 31 December 2023 |
| Interest expense on bank loans | (122.896.134) | (8.729.479) |
| Interest expense on payables to related parties | (78.120.685) | (54.327.025) |
| Commission expenses on credit cards | (57.456.875) | (57.051.389) |
| Total interest expenses | <u>(258.473.694)</u> | <u>(120.107.893)</u> |
| Foreign exchange loss | (26.530.416) | (27.810.804) |
| Early payment discounts | (98.690.645) | (61.782.032) |
| Letter of bank guarantee expenses | (40.027.808) | (32.139.703) |
| Other finance expenses | (30.621.393) | (14.127.277) |
| Total finance expenses | <u>(454.343.956)</u> | <u>(255.967.709)</u> |

(*) Finance income consists of interest income from the intragroup cash pool.

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23. INCOME TAXES (INCLUDING DEFERRED TAX ASSETS AND LIABILITIES)

| | 31 December 2024 | 31 December 2023 |
|--|---------------------|---------------------|
| <i>(Assets related with current tax) / Current tax liability</i> | | |
| Current corporate tax provision | 126.518.087 | 337.575.292 |
| Less: prepaid taxes and funds | (38.736.499) | (205.041.449) |
| Translation differences | 308.629 | 15.020.454 |
| | <u>88.090.217</u> | <u>147.554.297</u> |

Corporate Tax

The Group is subject to Turkish corporate taxes. Provision is made in the accompanying financial statements for the estimated charge based on the Group's results for the years and periods. Turkish tax legislation does not permit a parent company and its subsidiary to file a consolidated tax return. Therefore, provisions for taxes, as reflected in the accompanying consolidated financial statements, have been calculated on a separate-entity basis.

Corporate tax is applied on taxable corporate income, which is calculated from the statutory accounting profit by adding back non-deductible expenses, and by deducting dividends received from resident companies, other exempt income and investment incentives utilized.

It is enacted that, with effect from the beginning of 2021 for the corporations whose shares are publicly traded on Borsa Istanbul for the first time with at least 20% of its shares are offered to public, the corporate tax rate will be applied with a 2-point discount for 5 accounting periods, starting from the accounting period in which the shares are offered to the public for the first time. As a result of this, the effective tax rate for the Group in 2024 is 23% (2023: 23%).

Furthermore, there is no procedure for a final and definitive agreement on tax assessments. Companies file their tax returns between 1 - 25 April following the close of the accounting year to which they relate. Tax authorities may, however, examine such returns and the underlying accounting records and may revise assessments within five years.

Income Withholding Tax

In addition to corporate taxes, companies should also calculate income withholding taxes and funds surcharge on any dividends distributed, except for companies receiving dividends who are Turkish residents and Turkish branches of foreign companies. Income withholding tax applied in between 24 April 2003 - 22 July 2006 is 10% and commencing from 22 July 2006, this rate has been changed to 15% upon the Council of Minister's Resolution No: 2006/10731. In the application of the withholding rates regarding profit distributions to non-resident taxpayer institutions and real persons, the withholding rates included in the related Double Taxation Prevention Agreements are also taken into consideration. Undistributed dividends incorporated in share capital are not subject to income withholding tax.

Transfer pricing regulations

In Türkiye, the transfer pricing provisions of the Corporate Tax Law "disguised profit distribution via transfer pricing" is stated in Article 13 entitled. The communiqué dated November 18, 2007 on disguised profit distribution through transfer pricing regulates the details regarding the implementation.

If the taxpayer buys or sells goods or services at a price or price determined against the arm's length principle with related parties, the earnings are deemed to have been distributed completely or partially through transfer pricing implicitly. Disguised profit distribution through such transfer pricing is considered as an expense not legally accepted for corporate tax.

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23. INCOME TAXES (INCLUDING DEFERRED TAX ASSETS AND LIABILITIES) (cont'd)

Deferred Tax

The Group recognizes deferred tax assets and liabilities based upon temporary differences arising between its financial statements as reported for TFRS purposes and its statutory tax financial statements. These differences usually result in the recognition of revenue and expenses in different reporting periods for TFRS and tax purposes and they are given below.

With the Tax Procedure Law General Communiqué (Serial No: 555) published in the Official Gazette dated 30 December 2023 and numbered 32415 (2nd Repeat), the procedures and principles of the correction procedures of the financial statements to be subject to inflation adjustment for 2023 and subsequent accounting periods have been determined and it has been stated that the balance sheet to be prepared in accordance with the Tax Procedure Law as of 31 December 2023 should be subject to inflation adjustment and the effects should be accounted for as of the same date. In accordance with this law, deferred tax calculation has been made for the base of 2023 Tax Procedure Law in the deferred tax calculation over the inflation accounting applied figures.

For calculation of deferred tax asset and liabilities, the rate of 23% (2023: 23%) is used.

In Türkiye, the companies cannot declare a consolidated tax return, therefore subsidiaries that have deferred tax assets position were not netted off against subsidiaries that have deferred tax liabilities position and disclosed separately.

| <u>Deferred tax assets / (liabilities)</u> | <u>31 December 2024</u> | <u>31 December 2023</u> |
|---|-----------------------------|-----------------------------|
| Property, plant and equipment and other intangible assets | (8.569.620) | (4.801.223) |
| Revaluation difference of investment properties | 286.582 | 222.641 |
| Provision for employment termination profit | 17.197.629 | 11.564.414 |
| Provision for unused vacation | 3.407.089 | 1.781.659 |
| Provision for doubtful receivables | 2.054.654 | 2.092.202 |
| Impairment and revaluation differences of inventory | 9.837.065 | 3.784.163 |
| Sales premium provisions | 126.670.389 | 58.996.773 |
| Other | 19.878.262 | (1.731.761) |
| | <u>170.762.050</u> | <u>71.908.868</u> |

Deferred tax asset of the losses is not recognized as there is no unused tax losses as of 31 December 2024 (31 December 2023: not recognized).

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23. INCOME TAXES (INCLUDING DEFERRED TAX ASSETS AND LIABILITIES) (cont’d)

Deferred Tax (cont’d)

Movement of deferred tax assets / (liabilities) for years ended 31 December 2024 and 31 December 2023 are as follows:

| | 1 January - 31 December 2024 | 1 January - 31 December 2023 |
|--|---------------------------------|---------------------------------|
| <u>Movement of deferred tax asset / (liabilities):</u> | | |
| Opening balance as of 1 January | 71.908.868 | 50.875.550 |
| Charged to income statement | 78.617.322 | (6.604.528) |
| Charged to equity | 3.631.437 | 2.271.131 |
| Translation differences | 16.604.423 | 25.366.715 |
| Closing balance as of 31 December | <u>170.762.050</u> | <u>71.908.868</u> |

Reconciliation of current period tax expense and current period profit is below:

| | 1 January - 31 December 2024 | 1 January - 31 December 2023 |
|--|---------------------------------|---------------------------------|
| <u>Reconciliation of taxation</u> | | |
| Earnings before tax | 387.719.725 | 539.922.212 |
| Income tax rate | 23% | 23% |
| Income tax | (89.175.537) | (124.182.109) |
| Tax effect of: | | |
| - non taxable income | 3.306.517 | - |
| - expenses that are not deductible in determining taxable profit | (9.648.037) | (5.933.146) |
| - translation differences and other | 47.616.292 | (214.064.565) |
| Income tax expense recognized in profit / loss | <u>(47.900.765)</u> | <u>(344.179.820)</u> |

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24. FINANCIAL INSTRUMENTS

Financial Liabilities

The details of financial liabilities shown at amortized value are as follows:

| | | 31 December 2024 | 31 December 2023 |
|--|---------------|---------------------|---------------------|
| Financial Liabilities | | | |
| Bank Loans | | - | 127.364.048 |
| Short-term other payables to related parties (Note 4, 6) | | 693.362.289 | 748.539.065 |
| | | <u>693.362.289</u> | <u>875.903.113</u> |
| | | 31 December 2024 | |
| Currency | Interest Rate | Current | Non- current |
| TRY | - | - | - |
| | | <u>-</u> | <u>-</u> |
| | | 31 December 2023 | |
| Currency | Interest Rate | Current | Non- current |
| TRY | 49,5% | 127.364.048 | - |
| | | <u>127.364.048</u> | <u>-</u> |

Leasing Liabilities:

| Lease liabilities | 2024 | 2023 |
|--|-------------------|-------------------|
| Opening balance as of 1 January | 48.789.077 | 24.490.341 |
| Interest expense | 1.850.557 | 1.084.142 |
| Lease paid | (43.482.620) | (23.430.572) |
| Additions & Disposals, net | 39.958.223 | 14.946.057 |
| Translation difference | 30.690.137 | 31.699.109 |
| Closing balance as of 31 December | 77.805.374 | 48.789.077 |
| Short-term lease liabilities | 24.589.275 | 23.123.853 |
| Long-term lease liabilities | 53.216.099 | 25.665.224 |
| Total | 77.805.374 | 48.789.077 |

The interest rates used in the leasing liability calculation is 26% (2023: between 28% and 31%).

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24. FINANCIAL INSTRUMENTS (cont’d)

Financial Liabilities (cont’d)

Reconciliation of obligations arising from financing activities

Cash and non-cash equivalents related to the Group's financial liabilities are provided in the following table. Liabilities arising from financing activities in the Group's consolidated statement of cash flows are cash flows classified or to be classified as cash flows arising from financing activities.

| | 1 January 2024 | Financing cash flows | Non-cash changes | | | | 31 December 2024 |
|----------------------------|----------------|----------------------|------------------|------------------|------------|------------------------------|------------------|
| | | | Payment | Interest accrual | Additions | Foreign Exchange Gain / Loss | |
| Bank loans | 127.364.048 | (141.874.660) | - | - | - | 14.510.612 | - |
| Loans from related parties | 748.539.065 | - | (252.926.648) | 63.568.174 | - | 134.181.698 | 693.362.289 |
| Lease liabilities | 48.789.077 | - | (43.482.620) | 1.850.557 | 39.958.223 | 30.690.137 | 77.805.374 |
| | 924.692.190 | (141.874.660) | (296.409.268) | 65.418.731 | 39.958.223 | 179.382.447 | 771.167.663 |

| | 1 January 2023 | Financing cash flows | Non-cash changes | | | | 31 December 2023 |
|----------------------------|----------------|----------------------|------------------|------------------|------------|------------------------------|------------------|
| | | | Payment | Interest accrual | Additions | Foreign Exchange Gain / Loss | |
| Bank loans | - | 102.727.290 | - | - | - | 24.636.758 | 127.364.048 |
| Loans from related parties | 557.110.258 | - | - | - | - | 191.428.807 | 748.539.065 |
| Lease liabilities | 24.490.341 | - | (23.430.572) | 1.084.142 | 14.946.057 | 31.699.109 | 48.789.077 |
| | 581.600.599 | 102.727.290 | (23.430.572) | 1.084.142 | 14.946.057 | 247.764.674 | 924.692.190 |

Derivative Instruments

| | 31 December 2024 | | 31 December 2023 | |
|-------------|------------------|-------------|------------------|-------------|
| | Assets | Liabilities | Assets | Liabilities |
| Derivatives | - | - | - | 4.110.397 |
| Short term | - | - | - | 4.110.397 |
| | - | - | - | 4.110.397 |

Contractual cash inflow and outflow details for derivative instruments are given in Note 26.

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25. NATURE AND LEVEL OF RISKS ARISING FROM FINANCIAL INSTRUMENTS

a) Capital risk management

The Group manages its capital to ensure that entities in the Group will be able to continue as going concerns while maximizing the return to stakeholders through the optimization of the debt and equity balance.

The capital structure of the Company consists of debt, which includes the borrowings disclosed in Note 25, other receivables and payables disclosed in Note 6, cash and cash equivalents disclosed in Note 3 and equity attributable to equity holders of the Company, comprising issued capital, reserves, retained earnings and net profit as disclosed in Note 16.

The Group Management considers the cost of capital and the risks associated with each class of capital. The Group Management aims to balance its overall capital structure through the payment of dividends, new share issues and the issue of new debt or the redemption of existing debt.

The Company controls its capital with the total financial debt / total capital ratio. This ratio is calculated as dividing net financial debt by total capital. Cash and cash equivalents, restricted bank deposits classified under financial assets and non-trade receivables from related parties are subtracted from total financial debt (bank loans, other payables to related parties) to calculate the net financial debt. The shareholder's equity is added to net financial debt to calculate the total capital.

Gearing ratio which is equal to total capital divided to net financial debt as of 31 December 2024 and 31 December 2023 as follows:

| | 31 December 2024 | 31 December 2023 |
|--|---------------------|---------------------|
| Bank loans | - | 127.364.048 |
| Payables to related parties | 693.362.289 | 748.539.065 |
| Lease liabilities | 77.805.374 | 48.789.077 |
| Less: Cash and cash equivalents, financial assets and receivables from related parties | 605.986.534 | 518.197.514 |
| Net financial debt | 165.181.129 | 406.494.676 |
| Equity | 3.402.444.337 | 2.544.127.933 |
| Total capital | 3.567.625.466 | 2.950.622.609 |
| Gearing ratio | 4,63% | 13,78% |

b) Financial risk factors

The Group's activities expose it to a variety of financial risks including interest rate risk, liquidity risk, currency risk and credit risk. The Group Management and the Board of Directors analyse and approve the policies about the management of the risks described below. Besides, the Group also considers the market value risk of all financial instruments.

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25. NATURE AND LEVEL OF RISKS ARISING FROM FINANCIAL INSTRUMENTS (cont'd)

b) Financial Risk Factors (cont'd)

b.1) Credit Risk Management

Credit Risk of Financial Instruments

| Credit Risk of Financial Instruments | Receivables | | | | | |
|---|-------------------|---------------|-------------------|-------------|------------------|-------------|
| | Trade Receivables | | Other Receivables | | Deposits In Bank | Other (***) |
| 31 December 2024 | Related Party | Third Party | Related Party | Third Party | | |
| Maximum net credit risk as of balance sheet date (*) | 6.465.891 | 6.088.934.649 | - | 12.913.048 | 580.542.911 | 25.443.623 |
| - The part of maximum risk under guarantee with collateral etc. (**) | - | 3.430.495.741 | - | - | - | - |
| A. Net book value of financial assets that are neither past due or impaired | 6.465.891 | 5.373.577.280 | - | 12.913.048 | 580.542.911 | 25.443.623 |
| B. Carrying value of financial assets that are past due but not impaired | - | 715.357.369 | - | - | - | - |
| C. Net book value of impaired assets | - | - | - | - | - | - |
| - Past due (gross carrying amount) | - | 95.602.839 | - | - | - | - |
| - Impairment (-) | - | (95.602.839) | - | - | - | - |
| - The part of net value under guarantee with colateral etc. | - | - | - | - | - | - |
| - Not past due (gross carrying amount) | - | - | - | - | - | - |
| - Impairment (-) | - | - | - | - | - | - |
| - The part of net value under guarantee with colateral etc. | - | - | - | - | - | - |
| D. Off-balance sheet items with credit risk | - | - | - | - | - | - |

(*) The factors that increase the credit reliability, such as guarantees received are not considered in the determination of the balance.

(**) Guarantees consist of receivables under insurance coverage and guarantee letters. Total coverage as of 31 December 2024 is TL 3.430.495.741.

(***) Other consist of credit cards receivables and restricted bank deposits.

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25. NATURE AND LEVEL OF RISKS ARISING FROM FINANCIAL INSTRUMENTS (cont'd)

b) Financial Risk Factors (cont'd)

b.1) Credit Risk Management (cont'd)

Credit Risk of Financial Instruments

| Credit Risk of Financial Instruments | Receivables | | | | | |
|---|--------------------------|--------------------|--------------------------|--------------------|-------------------------|--------------------|
| | <u>Trade Receivables</u> | | <u>Other Receivables</u> | | <u>Deposits In Bank</u> | <u>Other (***)</u> |
| | <u>Related Party</u> | <u>Third Party</u> | <u>Related Party</u> | <u>Third Party</u> | | |
| <u>31 December 2023</u> | | | | | | |
| Maximum net credit risk as of balance sheet date (*) | 4.132.652 | 5.203.490.315 | - | 9.845.929 | 498.979.021 | 19.218.493 |
| - The part of maximum risk under guarantee with collateral etc. (**) | - | 2.855.391.062 | - | - | - | - |
| A. Net book value of financial assets that are neither past due or impaired | 4.132.652 | 4.840.417.749 | - | 9.845.929 | 498.979.021 | 19.218.493 |
| B. Carrying value of financial assets that are past due but not impaired | - | 363.072.566 | - | - | - | - |
| C. Net book value of impaired assets | - | - | - | - | - | - |
| - Past due (gross carrying amount) | - | 91.788.661 | - | - | - | - |
| - Impairment (-) | - | (91.788.661) | - | - | - | - |
| - The part of net value under guarantee with colateral etc. | - | - | - | - | - | - |
| - Not past due (gross carrying amount) | - | - | - | - | - | - |
| - Impairment (-) | - | - | - | - | - | - |
| - The part of net value under guarantee with colateral etc. | - | - | - | - | - | - |
| D. Off-balance sheet items with credit risk | - | - | - | - | - | - |

(*) The factors that increase the credit reliability, such as guarantees received are not considered in the determination of the balance.

(**) Guarantees consist of receivables under insurance coverage and guarantee letters. Total coverage as of 31 December 2023 is TL 2.855.391.062.

(***) Other consist of credit cards receivables.

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25. NATURE AND LEVEL OF RISKS ARISING FROM FINANCIAL INSTRUMENTS (cont'd)

b) Financial Risk Factors (cont'd)

b.1) Credit risk management (cont'd)

Explanations on the credit quality of financial assets

Allowances for doubtful receivables are recognized against financial assets based on estimated irrecoverable amounts determined by reference to past default experience of the counterparty.

The methodology of the Group for credit quality rating is as follows:

| Category | Description | Expected Credit Loss Calculation Method |
|------------------|---|--|
| Not ODR | There are no overdue receivables ("ODR"). | No provision. |
| ODR < 90 | The overdue period is less than 90 days. | No provision. |
| ODR >=90 & <180 | The overdue period is over 90 days and less than 180 days. | 25% of the total credit amount is incurred as loss. |
| ODR >=180 & <270 | The overdue period is over 180 days and less than 270 days. | 50% of the total credit amount is incurred as loss. |
| ODR >=270+ | The overdue period is 270 days or more. | 100% of the total credit amount is incurred as loss. |

Credit risk refers to the risk that counterparty will default on its contractual obligations resulting in financial loss to the Group. Financial instruments of the Group that will result in concentration of credit risk mainly include cash and cash equivalents and trade receivables. The Group's maximum exposure to credit risk is the same as the amounts recognized in the financial statements. The Group has no other receivables from related parties (31 December 2023: None).

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25. NATURE AND LEVEL OF RISKS ARISING FROM FINANCIAL INSTRUMENTS (cont’d)

b) Financial Risk Factors (cont’d)

b.1) Credit risk management (cont’d)

Explanations on the credit quality of financial assets (cont’d)

| Aging of trade receivables | 31 December 2024 | 31 December 2023 |
|--|-----------------------------|-----------------------------|
| Past due 1-30 days | 693.975.708 | 345.683.568 |
| Past due 1-3 months | 13.861.489 | 5.817.871 |
| Past due 3-12 months | 7.520.172 | 11.571.126 |
| Total past due trade receivables | <u>715.357.369</u> | <u>363.072.565</u> |
| Non-overdue | 5.380.043.171 | 4.844.550.402 |
| Total trade receivables | <u>6.095.400.540</u> | <u>5.207.622.967</u> |
| The part under guarantee with collateral and insurance | 3.430.495.741 | 2.855.391.062 |

The Company has a credit insurance policy with Atradius Collections B.V. (“Atradius”) for its domestic trade receivables. The details of this insurance policy are as follows:

- The policy is valid between 1 January 2024 – 31 December 2024, and has been issued for 1 year.
- The currency of the claims subject to the policy is determined as USD.
- The collateral rate has been determined as 90% for trade receivables for which credit limit has been requested.
- As of 31 December 2024, TL 3.311.497.758 of the total short-term receivables amounting to TL 6.095.400.540 has been covered by insurance (2023: TL 2.732.363.411 of the total short-term receivables amounting to TL 5.207.622.967).

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25. NATURE AND LEVEL OF RISKS ARISING FROM FINANCIAL INSTRUMENTS (cont'd)

b) Financial Risk Factors (cont'd)

b.2) Liquidity risk management

Liquidity risk refers to the risk that a company cannot meet its funding needs. The ultimate responsibility for liquidity risk management is established a liquidity risk management in order to meet short, mid and long-term financing and liquidity requirements of the Group. The Group manages liquidity risk by watching actual cash flows closely and by maintaining sustainability of credibility reserve and sufficient funds through matching maturities of financial assets and liabilities.

The following tables detail the Group's remaining contractual maturity for its non-derivative financial liabilities and its derivative financial instruments. The tables below have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The table includes both interest and principal cash flows.

The liquidity analysis for its derivative financial instruments has been drawn up based on the undiscounted net cash inflows / (outflows) on the derivative instrument that settle on a net basis and the undiscounted gross inflows and (outflows) on those derivatives that require gross settlement. When the amount payable or receivable is not fixed, the amount disclosed has been determined by reference to the projected interest rates as illustrated by the yield curves existing at the reporting date. As of 31 December 2024, the Group has no derivative instruments (31 December 2023: fair value of foreign currency derivatives liability amounting to TL 4.110.397). The valuation of the amount of derivative instruments is based on quoted market prices for similar instruments at the reporting date.

Instrument with maturity are paid by their net value for the futures and realized according to the non-discounted, gross cash input and output. If the receivables and liabilities are not stable, the determined amount are identified according to the interest rate obtained from yield curve on the reporting date.

Liquidity risk table

The Group expects to achieve the terms of agreement are the same as the maturity.

31 December 2024

| | | <u>Total cash outflow</u> <u>according to</u> <u>contract</u> | <u>Less than 3</u> | <u>3-12</u> | |
|---|-----------------------|---|--------------------|--------------------|-----------------------|
| <u>Due date on agreement</u> | <u>Carrying Value</u> | <u>(I+II+III)</u> | <u>months (I)</u> | <u>months (II)</u> | <u>1-5 years(III)</u> |
| Non-derivative financial liabilities | | | | | |
| Financial lease liabilities | 77.805.374 | 144.217.081 | 10.492.220 | 29.003.264 | 104.721.597 |
| Trade payables | 4.907.925.053 | 4.907.925.053 | 4.907.925.053 | - | - |
| Trade payables to related parties | 22.330.666 | 22.330.666 | 22.330.666 | - | - |
| Other payables | 925.356.334 | 925.356.334 | - | 925.356.334 | - |
| Total liabilities | 5.933.417.427 | 5.999.829.134 | 4.940.747.939 | 954.359.598 | 104.721.597 |

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25. NATURE AND LEVEL OF RISKS ARISING FROM FINANCIAL INSTRUMENTS (cont’d)

b) Financial Risk Factors (cont’d)

b.2) Liquidity risk management (cont’d)

31 December 2023

| <u>Due date on agreement</u> | <u>Carrying Value</u> | <u>Total cash outflow according to contract (I+II+III)</u> | <u>Less than 3 months (I)</u> | <u>3-12 months (II)</u> | <u>1-5 years(III)</u> |
|---|-----------------------|--|-----------------------------------|-----------------------------|-----------------------|
| Non-derivative financial liabilities | | | | | |
| Bank loans | 127.364.048 | 127.364.048 | 127.364.048 | - | - |
| Financial lease liabilities | 48.789.077 | 56.611.866 | 7.057.131 | 19.357.883 | 30.196.852 |
| Trade payables | 4.070.496.120 | 4.070.496.120 | 4.070.496.120 | - | - |
| Trade payables to related parties | 288.583 | 288.583 | 288.583 | - | - |
| Other payables | 748.769.331 | 748.769.331 | - | 748.769.331 | - |
| Total liabilities | 4.995.707.159 | 5.003.529.948 | 4.205.205.882 | 768.127.214 | 30.196.852 |

| <u>agreement</u> | <u>Carrying Value</u> | <u>Total cash outflow according to contract (I+II+III)</u> | <u>Less than 3 months (I)</u> | <u>3-12 months (II)</u> | <u>1-5 years(III)</u> |
|---|-----------------------|--|-----------------------------------|-----------------------------|-----------------------|
| Derivative financial liabilities | | | | | |
| Derivative cash inflows | - | - | - | - | - |
| Derivative cash outflows | (4.110.397) | (88.314.600) | (88.314.600) | - | - |
| Total assets / (liabilities) | (4.110.397) | (88.314.600) | (88.314.600) | - | - |

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25. NATURE AND LEVEL OF RISKS ARISING FROM FINANCIAL INSTRUMENTS (cont’d)

b) Financial Risk Factors (cont’d)

b.3) Market risk management

The Group’s activities expose it primarily to the financial risks of changes in foreign currency exchange rates (b.3.1) and interest rates (b.3.2).

Market risk exposures are supplemented by sensitivity analysis. During the current year, any change to either exposed risks or management and measurement methods of these risks, was not happened compared to the previous year.

b.3.1) Foreign currency risk management

Transactions denominated in foreign currencies result in foreign currency risk. The Group is exposed to foreign currency risk due to the translation of its foreign currency denominated assets and liabilities into its functional currency, US Dollar. The Group primarily focus on managing this risk naturally by having balances foreign currency based assets and liabilities. The Group Management ensures to take precautions where necessary by analysing the Group’s foreign currency position. The Group is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to TL and Euro.

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25. NATURE AND LEVEL OF RISKS ARISING FROM FINANCIAL INSTRUMENTS (cont'd)

b) Financial Risk Factors (cont'd)

b.3) Market Risk Management (cont'd)

b.3.1) Foreign currency risk management (cont'd)

The Group's foreign currency denominated monetary and non-monetary assets and monetary and non-monetary liabilities at the reporting date are as follows:

| | 31 December 2024 | | |
|---|------------------------|--------------------|------------------|
| | Total TL Equivalent | TL | Euro |
| 1. Trade receivables | 266.611.386 | 39.164.494 | 6.191.356 |
| 2.a Monetary financial assets | 240.006.914 | 217.764.725 | 605.457 |
| 2.b Non monetary financial assests | - | - | - |
| 3. Other | 11.204.984 | 11.115.348 | 2.440 |
| 4. CURRENT ASSETS | 517.823.284 | 268.044.567 | 6.799.253 |
| 5. Trade receivables | - | - | - |
| 6.a Monetary financial assets | - | - | - |
| 6.b Non monetary financial assests | - | - | - |
| 7. Other | - | - | - |
| 8. NON CURRENT ASSETS | - | - | - |
| 9. TOTAL ASSETS | 517.823.284 | 268.044.567 | 6.799.253 |
| 10. Trade payables | 231.816.548 | 107.030.510 | 3.396.814 |
| 11. Financial liabilities | 643.952 | 641.858 | 57 |
| 12.a Other monetary liabilities | 126.087.610 | 126.087.610 | - |
| 12.b Other non monetary liabilities | - | - | - |
| 13. CURRENT LIABILITIES | 358.548.110 | 233.759.978 | 3.396.871 |
| 14. Trade payables | - | - | - |
| 15. Financial liabilities | - | - | - |
| 16.a Other monetary liabilities | - | - | - |
| 16.b Other non monetary liabilities | - | - | - |
| 17. NON CURRENT LIABILITIES | - | - | - |
| 18. TOTAL LIABILITIES | 358.548.110 | 233.759.978 | 3.396.871 |
| 19. Net assets / liability position of | | | |
| off-balance sheet derivatives (19a-19b) | - | - | - |
| net foreign currency derivative assets | - | - | - |
| net foreign currency derivative liabilities | - | - | - |
| currency asset liability position | 159.275.174 | 34.284.589 | 3.402.382 |
| net asset / liability position of monetary items (1+2a+3+6a-10-11-12a-14-15-16a) | 159.275.174 | 34.284.589 | 3.402.382 |
| currency hedged financial assets | - | - | - |
| 23. Hedged amount of the assets with foreign currency | - | - | - |

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25. NATURE AND LEVEL OF RISKS ARISING FROM FINANCIAL INSTRUMENTS (cont'd)

b) Financial Risk Factors (cont'd)

b.3) Market Risk Management (cont'd)

b.3.1) Foreign currency risk management (cont'd)

| | 31 December 2023 | | |
|--|------------------------|--------------------|------------------|
| | Total TL Equivalent | TL | Euro |
| 1. Trade receivables | 556.953.656 | 488.867.853 | 2.090.195 |
| 2.a Monetary financial assets | 251.263.805 | 236.666.300 | 448.135 |
| 2.b Non monetary financial assests | - | - | - |
| 3. Other | 9.895.269 | 9.796.016 | 3.047 |
| 4. CURRENT ASSETS | 818.112.730 | 735.330.169 | 2.541.377 |
| 5. Trade receivables | - | - | - |
| 6.a Monetary financial assets | - | - | - |
| 6.b Non monetary financial assests | - | - | - |
| 7. Other | - | - | - |
| 8. NON CURRENT ASSETS | - | - | - |
| 9. TOTAL ASSETS | 818.112.730 | 735.330.169 | 2.541.377 |
| 10. Trade payables | 139.381.077 | 56.514.737 | 2.543.949 |
| 11. Financial liabilities | 120.180.365 | 120.178.508 | 57 |
| 12.a Other monetary liabilities | 250.903.254 | 250.903.254 | - |
| 12.b Other non monetary liabilities | - | - | - |
| 13. CURRENT LIABILITIES | 510.464.696 | 427.596.499 | 2.544.006 |
| 14. Trade payables | - | - | - |
| 15. Financial liabilities | - | - | - |
| 16.a Other monetary liabilities | - | - | - |
| 16.b Other non monetary liabilities | - | - | - |
| 17. NON CURRENT LIABILITIES | - | - | - |
| 18. TOTAL LIABILITIES | 510.464.696 | 427.596.499 | 2.544.006 |
| 19. Net assets / liability position of | | | |
| off-balance sheet derivatives (19a-19b) | (88.314.600) | (88.314.600) | - |
| net foreign currency derivative assets | (88.314.600) | (88.314.600) | - |
| net foreign currency derivative liabilities | - | - | - |
| Net currency asset liability position | 219.333.433 | 219.419.070 | (2.629) |
| Net currency asset / liability position of monetary items (1+2a+3+6a-10-11-12a-14-15-16a) | 307.648.034 | 307.733.670 | (2.629) |
| Net currency hedged financial assets | (4.110.397) | (4.110.397) | - |
| 23. Hedged amount of the assets with foreign currency | - | - | - |

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25. NATURE AND LEVEL OF RISKS ARISING FROM FINANCIAL INSTRUMENTS (cont’d)

b) Financial Risk Factors (cont’d)

b.3) Market Risk Management (cont’d)

b.3.1) Foreign currency risk management (cont’d)

Foreign currency sensitivity analysis

The Group is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to TL and Euro.

The following table details the Group’s sensitivity to a 10% increase and decrease in TL and Euro against USD. 10% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management’s assessment of the possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end for a 10% change in foreign currency rates. A positive number below indicates an increase in profit or equity.

| 31 December 2024 | | |
|--|--|--|
| | Profit / Loss | |
| | Valuation of foreign currency | Devaluation of foreign currency |
| In the case of TL gaining 10% value against USD | | |
| 1 - TL net asset / liability | 3.428.459 | (3.428.459) |
| 2 - Portion hedged against TL risk (-) | - | - |
| 3 - TL net effect (1 +2) | 3.428.459 | (3.428.459) |
| In the case of EUR gaining 10% value against USD | | |
| 4 - EUR net asset / liability | 12.499.059 | (12.499.059) |
| 5 - Portion hedged against EUR risk (-) | - | - |
| 6 - EUR net effect (4+5) | 12.499.059 | (12.499.059) |
| TOTAL (3 + 6) | 15.927.518 | (15.927.518) |

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25. NATURE AND LEVEL OF RISKS ARISING FROM FINANCIAL INSTRUMENTS (cont'd)

b) Financial Risk Factors (cont'd)

b.3) Market Risk Management (cont'd)

b.3.1) Foreign currency risk management (cont'd)

Foreign currency sensitivity analysis (cont'd)

| | 31 December 2023 | |
|--|-------------------------|---------------------|
| | Profit / Loss | |
| | Valuation of | Devaluation of |
| | foreign currency | foreign currency |
| In the case of TL gaining 10% value against USD | | |
| 1 - TL net asset / liability | 30.773.367 | (30.773.367) |
| 2 - Portion hedged against TL risk (-) | (8.831.460) | 8.831.460 |
| 3 - TL net effect (1 +2) | 21.941.907 | (21.941.907) |
| In the case of EUR gaining 10% value against USD | | |
| 4 - EUR net asset / liability | (8.564) | 8.564 |
| 5 - Portion hedged against EUR risk (-) | - | - |
| 6 - EUR net effect (4+5) | (8.564) | 8.564 |
| TOTAL (3 + 6) | 21.933.343 | (21.933.343) |

b.3.2) Interest rate risk management

The Group is not exposed to interest rate risk as the Group borrow funds at fixed interest rates.

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26. FINANCIAL INSTRUMENTS (FAIR VALUE DISCLOSURES)

| 31 December 2024 | Financial assets at amortized cost | Fair value through profit or loss | Financial liabilities at amortized cost | Carrying value | Note |
|--|---|--------------------------------------|--|----------------|------|
| <u>Financial assets</u> | | | | | |
| Cash and cash equivalents | 605.986.534 | - | - | 605.986.534 | 3 |
| Trade receivables | 6.088.934.649 | - | - | 6.088.934.649 | 5 |
| Receivables from related parties | 6.465.891 | - | - | 6.465.891 | 4 |
| Other receivables | 12.913.048 | - | - | 12.913.048 | 6 |
| <u>Financial liabilities</u> | | | | | |
| Trade payables | - | - | 4.907.925.053 | 4.907.925.053 | 5 |
| Payables to related parties | - | - | 22.330.666 | 22.330.666 | 4 |
| Other payables (including related parties) | - | - | 925.356.334 | 925.356.334 | 6 |
| 31 December 2023 | Loans and receivables (including cash and cash equivalents) | Fair value through profit or loss | Financial liabilities at amortized cost | Carrying value | Note |
| <u>Financial assets</u> | | | | | |
| Cash and cash equivalents | 517.642.604 | - | - | 517.642.604 | 3 |
| Financial assets | 554.910 | - | - | 554.910 | 3 |
| Trade receivables | 5.203.490.315 | - | - | 5.203.490.315 | 5 |
| Receivables from related parties | 4.132.652 | - | - | 4.132.652 | 4 |
| Other receivables | 9.845.929 | - | - | 9.845.929 | 6 |
| Derivative Financial Instruments | - | - | - | - | 24 |
| <u>Financial liabilities</u> | | | | | |
| Borrowings | - | - | 127.364.048 | 127.364.048 | 24 |
| Trade payables | - | - | 4.070.496.120 | 4.070.496.120 | 5 |
| Payables to related parties | - | - | 288.583 | 288.583 | 4 |
| Other payables (including related parties) | - | - | 748.769.331 | 748.769.331 | 6 |
| Derivative instruments | - | 4.110.397 | - | 4.110.397 | 24 |

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26. FINANCIAL INSTRUMENTS (FAIR VALUE DISCLOSURES) (cont’d)

The fair values of financial assets and financial liabilities are determined and grouped as follows:

- Level 1: the fair value of financial assets and financial liabilities with standard terms and conditions and traded on active liquid markets are determined with reference to quoted market prices;
- Level 2: the fair value of other financial assets and financial liabilities (excluding derivative instruments) are determined in accordance with generally accepted pricing models based on discounted cash flow analysis using prices from observable current market transactions; and
- Level 3: the fair value of the financial assets and financial liabilities where there is no observable market data. The fair value of derivative instruments, are calculated using quoted prices. Where such prices are not available, estimate is made based on discounted cash flow analysis using the applicable yield curve for the duration of the instruments for non-optional derivatives, and option pricing models for optional derivatives.

Some of the Group’s financial assets and financial liabilities are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets and financial liabilities are determined.

| Financial assets / Financial liabilities | Fair value as at | | Fair value hierarchy | Valuation techniques | Significant unobservable inputs | Relationship of unobservable inputs to fair value |
|---|------------------|------------------|----------------------|-----------------------------------|------------------------------------|---|
| | 31 December 2024 | 31 December 2023 | | | | |
| Foreign currency forward contract | - | 4.110.397 | Second hierarchy | Observable price on the market | - | - |

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27. EARNINGS PER SHARE

| | 1 January - 31 December 2024 | 1 January - 31 December 2023 |
|--|---------------------------------|---------------------------------|
| Net profit for the year from continuing operations | 339.818.960 | 195.742.392 |
| Average number of shares outstanding during the period | 393.516.000 | 393.516.000 |
| Profit from per share from continuing operations | 0,86 | 0,50 |

Diluted earnings per share is equal to earnings per share from continuing operations.

28. INDEPENDENT AUDIT FEE

| | 1 January - 31 December 2024 | 1 January - 31 December 2023 |
|-----------------------|---------------------------------|---------------------------------|
| Independent audit fee | 945.000 | 525.000 |
| | 945.000 | 525.000 |

29. EVENTS AFTER THE REPORTING PERIOD

None.

PENTA TEKNOLOJİ ÜRÜNLERİ DAĞITIM TİCARET A.Ş. AND ITS SUBSIDIARIES

SUPPLEMENTARY UNAUDITED INFORMATION

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APPENDIX I – SUPPLEMENTARY UNAUDITED INFORMATION

The supporting information not required by TFRS is considered important for the Group's financial performance by the Group Management and the calculation of earnings before interest, tax, depreciation and amortization “EBITDA” is presented below. The Group calculates the “EBITDA” amount by subtracting income from investing activities and other income from operating activities from profit for the year in the consolidated statements of profit and loss and adding tax expense from continuing operations, finance expenses, expenses from investing activities, other expenses from operating activities and depreciation and amortization expenses.

| | | (Turkish Lira) | (Turkish Lira) | (US Dollar*) | (US Dollar*) |
|--|-------|----------------------|--------------------|-------------------|-------------------|
| | | 1 January - | 1 January - | 1 January - | 1 January - |
| | Notes | 31 December 2024 | 31 December 2023 | 31 December 2024 | 31 December 2023 |
| PROFIT FOR THE YEAR | | 339.818.960 | 195.742.392 | 10.362.830 | 8.243.933 |
| (+) Tax Expense From Continuing Operations | | 47.900.765 | 344.179.820 | 1.460.741 | 14.495.566 |
| (+) Finance Expenses | 15 | 454.343.956 | 255.967.709 | 13.855.287 | 10.780.402 |
| (-) Finance Income | 15 | (91.654) | (505.695) | (2.795) | (21.298) |
| (-) Income From Investing Activities | | (53.913.459) | (74.453.577) | (1.644.099) | (3.135.706) |
| (+) Other Expenses From Operating Activities | 13 | 182.144.507 | 262.744.356 | 5.554.524 | 11.065.809 |
| (-) Other Income From Operating Activities | 13 | (21.682.202) | (24.741.633) | (661.202) | (1.042.021) |
| (+) Depreciation and Amortisation Expenses | 14 | 70.026.579 | 30.908.350 | 2.135.471 | 1.301.744 |
| EBITDA | | 1.018.547.452 | 989.841.722 | 31.060.757 | 41.688.429 |

(*) Refers to the amounts in US Dollars, which is the functional currency of the Group. Presentation currency is Turkish Lira. For the conversion of US Dollar and Turkish Lira, see Note 2.