



MOBİTEL İLETİŞİM HİZMETLERİ
SANAYİ TİCARET A.Ş.

01.01.2025 - 31.12.2025

Report Of The Board Of Directors



Vision

To be constant destination for evolving technological needs.

Mission

To ensure customer satisfaction by providing fast, high-quality, and reliable service through our expertise, extensive product range, and technological solutions.

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1. General Information About Company

MOBİTEL İLETİŞİM HİZMETLERİ SANAYİ VE TİCARET A.Ş. (Company) was established on October 22, 2001, in Fatih, Istanbul. The company's establishment was registered on October 22, 2001, and this was announced in the Turkish Trade Registry Gazette numbered 5411 on October 25, 2001. The company's trade registry number is 464650-0.

The Company's field of activity; to carry out activities related to the distribution of all kinds of telephones, mobile phones, telephone exchanges, wireless communication devices and their spare parts and accessories, all kinds of equipment that may be required to provide communication services, which can be legally made in Turkey and in foreign countries.

The main activity of the company's 100% subsidiary, Mobitel Turizm Yatırım A.Ş is to invest in tourism and real estate projects in Turkey and abroad, as well as retail and wholesale sales of mobile phones and accessories, operator products and merchandising activities.

The company is traded on the BIST STARS.

The period to which the report relates:
01.01.2025-31.12.2025

Registered addresses:

Center Address: Çobançeşme Mah. Kımız Sok. No.16/1, Giriş Kat: -3. Kat Bahçelievler / İstanbul

Website:

<https://www.mobitel.com.tr/>

MERSIS Number

0622-0256-6320-0015

Telephone and Fax numbers

T: 0 212 454 10 00 F: 0 212 454 10 56

Employment Status:

As of December 31, 2025, our company employs an average of 195 people.

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2. Shareholder Structure

Shareholder	31.12.2025	
	Share	Amount
Aydın Mıstaçoğlu	70,24%	720.000.000
Mıstaçoğlu Holding A.Ş.	9,46%	97.000.000
Other	20,30%	208.000.000
Total	100,00%	1.025.000.000

Group	Registered / Bearer Share	Nominal Value per Share (TL)	Monetary Unit	Nominal Value of Shares	Ratio to Total Capital	Type of Privilege	Exchange Traded or Not
A	Registered	1	TRY	7.000.000	0,68	Electing half of the members of the Bod	Not Traded
B	Registered	1	TRY	1.018.000.000	99,32	Non-Privileged	Traded

As of 31.12.2025, the subsidiaries subject to consolidation and the event partnership ratios are as follows:

Mobitel Turizm Yatırım A.Ş.

Shareholder	31.12.2025	
	Share	Amount TL
Mobitel İletişim Hizm.San.ve Tic A.Ş.	100%	45.000.000
Paid-in Capital	100%	45.000.000

Bishkek Park Ltd.
Kyrgyzstan SOM (KGS)

Shareholder	31.12.2025	
	Share	Amount (KGS)
Mobitel Turizm Yatırım A.Ş.	96,27%	722.000.000
Aydın Mıstaçoğlu	3,73%	28.000.000
Paid-in Capital	100%	750.000.000

Subsidiaries are included in the scope of consolidation from the date of transfer of control over their activities to the Company and are excluded from the scope of consolidation on the date of disappearance of control. The statements of financial position and income statements of the subsidiaries were consolidated using the full consolidation method, and the registered values and shareholders equity

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of the subsidiaries owned by the Company were mutually netted. Intra-group transactions and balances between the Company and subsidiaries were offset at the time of consolidation. The registered values of the shares owned by the Company and the dividends arising therefrom are netted from their respective shareholders equity and profit or loss statement accounts.

3. Board of Directors

As of 31.12.2025, the Board of Directors of the Company consists of the following persons:

Board Members			
Name-Surname	Title	Election Date	Period
Aydın Mıstaçoğlu	Chairman of the Board	26.06.2024	3 Years
Orkun Yücel Kubanç	Deputy Chairman of the Board	26.06.2024	3 Years
Gül Hikmet Mıstaçoğlu	Dependent Member	26.06.2024	3 Years
Eyüp Vural Aydın	Independent Member	26.06.2024	3 Years
Dursun Ali Alp	Independent Member	26.06.2024	3 Years
Saim Kılıç	Independent Member	26.06.2024	3 Years

4. Executive Management Team

As of 31.12.2025, the Executive Management Team of the Company consists of the following persons:

Name-Surname	Title
Aytekin Aktaş	CFO
Kenan Akbaş	Sales Director
Kadir Dönmez	Internal Audit Director
Gamze Uçar	Marketing Director

a) Benefits and Rights Provided to BOD and Executive Management Team;

Remuneration to be paid to the members of the Board of Directors and Executive Management Team; In line with the internal balances and long-term goals of the company, it is essential to determine it objectively, taking into account the general economic conditions. A performance-based reward is not applied in determining the rights, benefits and remuneration to be provided to the members of the board of directors. The amount of attendance rights to be given to the members of the board of directors is determined by the general assembly every year.

As of 31.12.2025, the benefits provided to the Board of Directors and Executive Management Team are 11.210.445 TL in total.

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5. Information About Personnel

MOBİTEL İLETİŞİM HİZMETLERİ

Gender	31.12.2025	%
Woman	48	%39
Man	75	%61
Total Staff	123	

MOBİTEL TURİZM

Gender	31.12.2025	%
Woman	0	%0
Man	2	%100
Total Staff	2	

BİŞHKEK PARK

Gender	31.12.2025	%
Woman	13	%22
Man	45	%78
Total Staff	58	

6. Company Activites

Since its establishment in 2001, Mobitel İletişim Hizmetleri Sanayi ve Ticaret A.Ş. has been one of the most strong companies operating as a distributor in the mobile phone (GSM) market. Among the product groups it distributes, in addition to mobile phones, there are tablet computers, mobile phone accessories and telecommunication operator products such as lines, top-ups (virtual TL), phone cards, modems, and a wide range of non-mobile phone products from smart watches to robot vacuums that have entered our lives in recent years in parallel with the development of technology.

Among the brands distributed by Mobitel are the world's and Turkey's leading brands such as Apple, Samsung, Xiaomi, Poco, Oppo, RealMe, Vivo, Huawei, Honor, TCL, Alcatel, Infinix, Tecno, LG, Omix, General Mobile, Reeder, Casper, Sony, Hometech, Zyxel, TPLink, ZTE, JBL, Jabra, S-Link, Soultech and Türk Telekom.

As the official distributor of Türk Telekom, Mobitel also trades directly with all sales channels that sell mobile phones in Turkey. These include GSM dealers, electronic product chain stores, supermarkets and hypermarkets, electronic marketplaces, dowry shops, and corporate sales dealers.

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Until 2019, the subsidiary Mobil Turizm Yatırım A.Ş. operated retail stores in Istanbul to retail and wholesale mobile phones, phone accessories and operator products, and recently focused on real estate investments and projects. Mobil Turizm Yatırım A.Ş. has an office building of 2.410 m2 at No:16/A Yenibosna-Bahçelievler-Istanbul and rents this building to companies.



Mobitel Building – Çobançeşme E5 Highway / Istanbul

In addition; in 2012, it became a partner by purchasing 30% of the shares of Bishkek Park Limited Company, a real estate project development company established in Kyrgyzstan. Later, Mobitel Turizm Yatırım A.Ş.'s share in Bishkek Park Ltd. increased to 96.27% over time. Bishkek Park Ltd. in which Mobitel Turizm Yatırım A.Ş. is a 96.27% shareholder, has Bishkek Park Complex in its assets. The Bishkek Park project, which is the largest real estate investment in Kyrgyzstan, was built in 2013. Bishkek Park Shopping Mall, the first and largest shopping center of Bishkek, and Prime Suites Residence, which has 24 floors and is equipped with the latest technologies, and Sheraton Bishkek Hotel are the tallest buildings in Kyrgyzstan.



Bishkek Park Complex



Bishkek Park Complex

Bishkek Park Shopping Mall



Bishkek Park Shopping Mall

Bishkek Park Shopping Mall, the first and largest shopping center of Kyrgyzstan, operates with a closed area of 48,000 m² with 5 floors and a large indoor parking area with a capacity of 550 vehicles on 2 floors. Bishkek Park Shopping Mall is a living complex with nearly 120 stores with leading brands in the world of fashion, supermarket and technology, more than 20 cafes and restaurants, and a large indoor parking lot. Bringing a new atmosphere to the shopping and social life in Bishkek, Bishkek Park Shopping Mall is visited by an average of 20,000 people a day.



Bishkek Park Shopping Mall

In Bishkek Park Shopping Mall, all needs from shopping to entertainment, from cinema to food and beverage are together for children, young people and everyone in the family. It has brought a new dimension to shopping by introducing brands such as Mango, Koton, Mavi, Penti, Derimod, Crocs, New Balance, Clarks, Benetton, Nursace, US Polo, Ramsey, LC Waikiki, Terranova, Lining, Lacoste, Adidas, Puma, InterSport, Mexx and technology products retail chain Sulpak, which are among the distinguished retail brands of Turkey and the world, to Bishkek for the first time. Bishkek Park Shopping Mall, a pioneer in introducing innovations and influencing the entire chain of consumer shopping habits, continues to open new doors in the economy through its ventures and initiatives

Prime Suites Residence



Prime Suites Residence

Prime Suites Residence is one of the tallest buildings in Kyrgyzstan with 24 floors and a total closed area of 12,500 m², rising side by side to the Sheraton Bishkek Hotel on Bishkek Park Shopping Mall. The building, which has a total of 92 residences, has 7 different apartment types with housing options from 1 + 1 to 3 + 1. Prime Suites Residence provides rental services with 44 of these residences. Bishkek's first

and currently only residence is designed to be intertwined with social facility areas full of activities as well as the pleasure of comfortable living in Prime Suites Residence.

Sheraton Hotel Bishkek



Sheraton Hotel Bishkek

Sheraton Bishkek Hotel, which started its operations in September 2019, provides service with a total area of 25.000 m2 on 24 floors, rooms with a total of 400 beds, king, suite and standard, meeting, congress and ballrooms for 1,000 people, pool, fitness, spa, patisserie and 4 different world restaurants.

a) Important Occurrences in Activities:

Mobitel continued to expand its brand portfolio by adding new brands to its portfolio in 2021. In this context, it has started distributing smartphones of Realme, Vivo, TCL, Infinix, Tecno and Omix brands. In addition to these smartphones, the company has also started distributing products of the Honor, TCL and Realme brands in the field of accessories and smart products.

In line with the strategy that started to be implemented in 2020, the company continued its structuring for sales channels independent of telecommunication operators, continued to expand its team serving these channels and reinforced both telesales and field sales teams.

In 2022, Mobitel continued to expand its product portfolio and expand its activities in product categories other than smartphones. In this context, Mobitel has started the import and distribution of Xiaomi's products called "Ecosystem Products", which range from robot vacuum cleaner models, airfryer products, tws headphones, smart watches and many other products.

In addition, Mobitel has started to sell Samsung-branded TVs for corporate customers.

With the agreement signed in January 2024, the production rights of OPPO smartphones in Turkey, one of the largest brands in the world smartphone market, have been exclusively transferred to AGM Teknoloji Yatırım Sanayi ve Ticaret A.Ş. (AGM), one of the Mistaçoğlu Group Companies.

With another agreement signed between MOBILTEL and AGM, MOBILTEL has acquired the exclusive sales, marketing and distribution rights of OPPO branded products in the TSS (chain markets selling electronic products) channel. It is thought that the sales of Oppo branded products will have a positive impact on the financial statements of 2024. The company started selling Oppo products in May 2024.

b) Events After the Balance Sheet Date (31.12.2025)

The Company resolved to increase its registered capital ceiling from TRY 3 Billion to TRY 10 Billion on March 6, 2026, and applied to the SPK on March 17, 2026, for the required authorization.

c) Statements on Independent Audit

The Company's activities are periodically audited by the Independent Auditor determined at the General Assembly.

d) Lawsuits for and against company and their possible outcomes

As of December 31, 2025, there are lawsuits and enforcement proceedings worth 40.948.810 TL filed by the Group and still ongoing (December 31, 2024: 28.435.165 TL).

As of December 31, 2025, there are ongoing lawsuits of 13.541.223 TL filed against the Group (December 31, 2024: 8.796.736 TL).

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7. Financial Reports

The company's financial statements as of December 31, 2025 are provided below.

a) Balance Sheet

	Current Period 31.12.2025	Previous Period 31.12.2024
ASSETS [ABSTRACT]		
Current Assets	4.067.490.315	2.861.140.377
Cash and cash equivalents	145.007.461	84.691.974
Trade Receivables	1.945.974.657	1.646.187.928
Other Receivables	1.470.512.759	539.944.107
Inventories	366.144.147	490.297.227
Prepayments	135.359.515	91.351.204
Current Tax Assets	4.333.544	8.667.937
Other current assets	158.232	0
Non Current Assets	8.982.094.459	8.911.909.814
Other Receivables	486.686	669.520
Investment Property	8.767.100.000	8.649.932.374
Property, plant and equipment	213.926.129	256.691.639
Intangible assets and goodwill	424.144	305.272
Prepayments	157.500	766.947
Right of use assets	0	3.544.062
TOTAL ASSETS	13.049.584.774	11.773.050.191

	Current Period 31.12.2025	Previous Period 31.12.2024
LIABILITIES AND EQUITY		
Current Liabilities	3.289.854.616	2.403.487.605
Current Borrowings	528.864.819	606.894.465
Current Portion of Non-current Borrowings	1.406.632.613	545.058.554
Other Financial Liabilities	61.677	33.141.180
Trade Payables	866.828.082	763.531.761
Employee Benefit Obligations	10.510.630	28.529.942
Other Payables	295.150.681	243.696.405
Deferred Income Other Than Contract Liabilities	113.311.966	167.366.878
Current tax liabilities, current	3.954.569	3.807.832
Current provisions	19.805.082	10.705.597
Other Current Liabilities	44.734.497	754.991
Non-Current Liabilities	938.007.589	751.902.575
Long Term Borrowings	19.431.861	84.620.892
Other Payables	196.200.634	0
Non-current provisions	4.722.032	3.791.208
Deferred Tax Liabilities	717.653.062	663.490.475
Equity	8.821.722.569	8.617.660.011
Equity attributable to owners of parent	8.523.913.728	8.333.584.683
Non-controlling interests	297.808.841	284.075.328
TOTAL LIABILITIES AND EQUITY	13.049.584.774	11.773.050.191

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b) Income Statement

	<i>Current Period</i>	<i>Previous Period</i>
PROFIT (LOSS)	01.01.2025-31.12.2025	01.01.2024-31.12.2024
Revenue	15.368.465.561	12.345.040.434
Cost of Sales	-13.703.307.527	-10.948.859.551
GROSS PROFIT (LOSS)	1.665.158.034	1.396.180.883
Marketing Expenses	-547.283.982	-523.326.066
General Administrative Expenses	-260.194.681	-238.713.323
Other Income from Operating Activities	207.944.117	202.311.859
Other Expenses from Operating Activities	-218.852.367	-201.406.564
PROFIT (LOSS) FROM OPERATING ACTIVITIES	846.771.121	635.046.789
Investment Activity Income	1.024.696.640	708.324.086
Investment Activity Expenses	-826.309	-83.369.489
PROFIT (LOSS) BEFORE FINANCING INCOME (EXPENSE)	1.870.641.452	1.260.001.386
Finance costs	-860.684.149	-819.153.622
Gains (losses) on net monetary position	-194.552.587	-218.325.620
PROFIT (LOSS) FROM CONTINUING OPERATIONS, BEFORE TAX	815.404.716	222.522.144
Tax (Expense) Income, Continuing Operations	-119.461.340	-28.483.972
PROFIT (LOSS) FROM CONTINUING OPERATIONS	695.943.376	194.038.172
Other Comprehensive Income (Loss)	-491.880.818	-1.146.167.111
TOTAL COMPREHENSIVE INCOME (LOSS)	204.062.558	-952.128.939

8. Human Resource Policy and Ethical Principles

Our Human Resources Policy

We adopt the principle that the first condition of success is respect for the person and human dignity, and we believe that human resources and their development are the most valuable factors of a permanent institution. Our goal in the field of human resources is to be a "preferred company" and in this direction, our Human Resources policy is to be "an institution that grows with its employees".

Vision; To focus on the development of our employees and our organization with innovative and efficient practices in parallel with its goals.

Mobitel aims to implement a "Win-Win" policy in its relations with employees as well as in every aspect of business life. Without any discrimination between individuals, all employees are provided with a professional environment and conditions where they can use and develop their talents and skills.

Recruitment & Placement

Applications made to our company are evaluated regardless of Religion, Language, Race and Gender. As a result of the face-to-face interview, the candidates determined on the basis of resumes are subjected to aptitude tests, language exams (according to the requirements of the position) or personality inventory. In addition to Human Resources Specialists, candidates who can adapt to the corporate culture and whose competencies match the characteristics of the position are offered among the candidates who make the last interview with their direct managers. Job applications can be made by filling out the form on our site, or by sending a resume to the postings on the Kariyer.net.

Our Core Values, Ethical Principles

Mobitel;

- Argues that the Code of Ethics must be followed for sustainable success and that these rules cannot be abandoned under any circumstances.
- With the Code of Ethical Conduct, provides guidance to employees in the decisions and behaviors they will make while performing their duties; It aims to create a peaceful and efficient working environment.
- Observes the minimum working age; It takes into account the physical and mental conditions of its employees when assigning them.
- Does not pay below the minimum wage level; It allows its employees of all seniority and levels to benefit from increases in the minimum wage.

- Determines salary increases based on performance evaluation; It does not discriminate against race, age and gender, and acts with the principle of equal opportunity. It does not allow mistreatment and harassment of its employees.
- Makes salary payments regularly and on time; It does not divide, postpone or delay their payments.
- Ensures that its Employees use their weekly holidays and annual leave on time and on time.
- Signs contracts with all its employees within the framework of the Laws; It strictly implements its obligations and does not disrupt insurance and similar mandatory payments.
- Does not compromise on the orientation process and vocational training; It takes into account the demands of training and keeps the training channels open.
- Creates a fair and sustainable working environment.
- Conducts the relations with public institutions and political organizations in accordance with corporate reputation.
- As employees, we do not take part in any other institution or organization in order to provide additional income or similar benefits without the written permission of our manager and the Human Resources Directorate, during and outside of working hours; We do not engage in commercial activities.
- We care about our appearance as well as the quality of our work, and we take care to dress in a way that meets the requirements of Mobiltel culture. Carefully complies with HR rules for a safe and happy work environment; We show the necessary participation in HR-related trainings and take care to take all precautions on the subject.

9. Committees of Board of Directors

In order to comply with the Capital Markets Law, the Turkish Commercial Code and the Capital Markets Board's Corporate Governance Communiqué No. II-17.1, the Company established the Audit Committee, the Early Detection of Risk Committee and the Corporate Governance Committee with the decision of the Board of Directors dated 26.06.2024. Since there is no need to establish a separate Nomination Committee and Remuneration Committee, the Issuer has decided to authorize the Corporate Governance Committee to perform the duties of the Nominating Committee and the Remuneration Committee as well.

Audit Committee:

The purpose of the Audit Committee is the public disclosure of the Company's accounting system, financial information, independent audit, and oversight of the operation and effectiveness of the Company's internal control and internal audit system. The committee will consist of at least two members and all members will be independent members of the board of directors. At least one of the committee members must have 5 years of experience in auditing/accounting and finance. The

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committee convenes at least four times a year, at least once every three months, and the results of the meeting are recorded and the decisions taken are presented to the board of directors. The members of the committee are determined by the board of directors and announced in the KAP.

To be a member of the committee; Independent members of the Board of Directors who have the qualifications required by their duties and do not have an executive function are elected.

Name-Surname	Whether Committee Chair or Not	Dependent/Independent
Dursun Ali Alp	Yes	Independent
Saim Kılıç	No	Independent
Eyüp Vural Aydın	No	Independent

Corporate Governance Committee:

The main purpose of the committee is to determine whether the corporate governance principles are applied in the Company, and if not, the reason for it, and the conflicts of interest that arise due to not fully complying with these principles, to make recommendations to the board of directors to improve corporate governance practices and to monitor the work of the investor relations department. As made possible by the Corporate Governance Principles, since a separate nomination committee and remuneration committee are not established due to the structure of the Company's board of directors, the Committee also fulfills the nomination and remuneration committee duties specified in the Corporate Governance Principles. The committee must consist of at least two members. If it consists of two members, both of them, and if there are more than two members, the majority of the members must be non-executive members of the board of directors. The chairman of the committee is elected from among the independent members of the board of directors.

Name-Surname	Whether Committee Chair or Not	Dependent/Independent
Saim Kılıç	Yes	Independent
Dursun Ali Alp	No	Independent
Eyüp Vural Aydın	No	Independent
Mahmut Yıldırım	No	Investor Relations Executive

It has been decided that the duties of the nomination committee and the remuneration committee will be fulfilled by the corporate governance committee.

Early Detection of Risk Committee

The purpose of the Committee is to identify the risks that may endanger the existence, development and continuation of the Company, to take the necessary measures regarding the identified risks and to manage the risk. The committee must consist of at least two members. If it consists of two members, both of them, and if there are more than two members, the majority of the members must be non-executive members of the board of directors. The chairman of the committee is elected from among the independent members of the board of directors. Persons who are not members of the board of directors and who are experts in their fields can be members of the committee. The committee convenes as often as it deems necessary and keeps a record of all its work in writing. The committee submits reports to the board of directors containing information about its work and the results of the meeting. The members of the committee are determined by the board of directors and announced in the PDP.

Name-Surname	Whether Committee Chair or Not	Dependent / Independent
Eyüp Vural Aydın	Yes	Independent
Saim Kılıç	No	Independent
Dursun Ali Alp	No	Independent

10. Risk Management and Internal Audit

Operating in an intensely competitive environment, Mobitel implements effective risk management and internal audit processes in order to provide an adequate level of risk assurance to its shareholders; It constantly reviews and updates its internal audit and risk management processes in order to take timely measures against risks.

Risk management and internal audit processes are carried out under the Board of Directors in coordination with other operational units of the company; The results of regular meetings with the Early Risk Detection Committee, the Audit Committee and the Corporate Governance Committee are reported to the Board of Directors in accordance with the legislation. Through these activities, it is aimed to provide the necessary assurance to the shareholders, to protect all of Mobitel's assets, resources and the environment in a sustainable manner, to minimize the losses arising from uncertainties and to make the most of possible opportunities.

Our Early Risk Detection Committee and Audit Committees hold meetings not only with the committee members, but also with the managers of other operational units, and proactively identify the risks and the measures to be taken and convey their evaluations at the Board of Directors meetings.

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11- Awards Received By Mobitel

