

Date of Official Gazette: July 21, 2003

Communiqué Concerning the Principles for the Establishment and Amendments in Articles of Associations of Joint Stock Companies and Limited Liability Companies (Domestic Trade 2003/3)*

Objective

Article 1 – The objective of this Communiqué is to stipulate the procedures and principles for the establishment of joint stock companies and limited liability companies and the amendments in their articles of association, in line with the amendments made in Turkish Commercial Code by Law 4884 that came into effect upon being published in the Official Gazette No.: 25141 on 17 June 2003.

Basis

Article 2 – This Communiqué has been prepared in accordance with Article 274 of Turkish Commercial Code (TCC), Article 33 of Law 3143 and Article 2 of Law 4884.

Joint Stock Companies

Article 3 – The minimum capital required for the establishment of a joint stock company should be at least YTL 50 000 and there should be at least 5 founding shareholders, unless stated otherwise in relevant special laws.

A) Establishment Procedures

The establishment steps of joint stock companies are as described below, without prejudice to the special provisions of TCC and Capital Markets Law for gradual establishment:

a) The Preparation of the Articles of Association and its Notarization

It is obligatory that the articles of association of the company contain the subjects stipulated in Article 279 of TCC, that it is in writing and that it is notarized after being signed by the founders.

Particularly, the following points have to be taken into account while preparing the articles of association:

aa. Founders

The names, last names and addresses of the founders, - and in case there are shareholders with foreign nationality, their nationalities- shall be listed in the articles of association.

* The amendments done with the Communiqué 2004/2 are inserted

bb. Trade Name

The trade name has to be determined in accordance with Article 45 of TCC so as to indicate the business activity of the company. The trade name shall contain the phrase "Anonim Şirket" (Joint Stock Company in Turkish). In case the trade name contains the name and last name of a real person, the phrase indicating the company type can not be abbreviated or displayed in symbols.

Since trade names of legal entities are protected all over Turkey, the designated trade name should not have been registered beforehand at any registry office.

The trade name shall not mislead third parties as to the size, importance or financial situation of the company, nor should be contrary to the facts and the public order.

The words "Türk, Türkiye, Cumhuriyet and Milli" (Turkish, Turkey, Republic and National) can only be used in trade names by a Decree of Council of Ministers approving such usage.

The trade name shall be in Turkish. Any made-up names in the trade name shall also be in Turkish. However, the presence of foreign words in the trade name of a company may be permitted in cases where it is not contrary to the law or national, cultural and historical interests; the name or brand of the goods or services within the business activity of the company is in a foreign language or there is a foreign shareholder among the founders.

cc. Headquarter

Headquarter of the company shall be shown in the articles of association, as province and county. The open address of the company shall also be written therein. Accordingly, the article denoting the headquarter of the company shall read as;

"Headquarter of the company is located in..... Its open address is;In case of change of address, the new address has to be registered at the Trade Registry and announced in the Turkish Trade Registry Gazette. Any notification served to the registered and announced address is deemed to have been served to the company. In case the company leaves its registered and announced address and does not register its new address within the stipulated period, the case is considered as a cause for termination of the company."

It is not obligatory to make an amendment in the articles of association for a change of address, if the new address is within the same registry district. However, an amendment is necessary if the new address is located at a registry center different than the previous one.

dd. Objective and Field of Activity

The field of activity in which the company is to operate shall not be one of those that have been prohibited by law in accordance with Article 271 of TCC.

A specific field of activity, at least on sectoral basis, in which the company will actually be operating, should be written in the articles of association. The articles of association should not be written so as to cover all kinds of field of activity. Objectives and fields of activity that can be written in the articles of association are limited with the subject specified in the trade name of the company.

ee. Capital

The capital of the company should be minimum YTL 50 000.

In accordance with Articles 279 and 300 of TCC, it is obligatory that the capital amount, the nominal value of each share and the method and terms concerning the payment of the capital has to be specified in the articles of association.

Accordingly, without prejudice to the provisions of special laws, it shall be written in the capital clause of the articles of association of the company that the capital has been fully committed - free of any collusion - and that 1/4th of the cash capital has been fully paid up or that it will be paid up latest within three months following the establishment of the company, and that the remaining portion will be paid up latest within three years.

Capital clause of the articles of association of companies which are obligated by special laws for payment of the whole or a fraction larger than 1/4th of their capital in a certain period of time shall be prepared accordingly.

In case that any rights, movable and immovable assets are being subscribed as capital at company establishment stage, this commitment shall be fulfilled within three months following the registration date of the company. In case the goods and rights put in as capital are registered at a different registry (such as land registry office, registry of ships, traffic registry, industrial property registry), these shall be registered in the name of the company within three months following the registration date of the company,.

b) The Registration of the Company at the Trade Registry and Announcement

Within 15 days after the notarization of the articles of association, the company shall be registered at the Trade Registry of the place where the company headquarter is located in or associated with. The company becomes a legal entity by this registry. Items subject to announcement after registry shall be announced in the Trade Registry Gazette.

Documents indicated in Annex 1 of this Communiqué shall be attached to the registration application.

B) Procedures for Amendment in Articles of Association

The steps for amending the articles of association of joint stock companies, with the exception of those companies specified in Article 5 of the Communiqué, are described below:

a) Board Resolution for Amendment in Articles of Association and the Preparation of the Amendment Text

aa. In General

The board of directors resolves the amendments to be made in the articles of association, in compliance with the procedures and principles stipulated by the TCC and the articles of association; the amendment text is prepared so as to include the previous and new versions of the related article/s.

The texts (amendment texts) are signed by the company officials authorized to represent the company.

bb. Increase of Capital

With regard to the amendments to be made in articles of association relating to a capital increase, without prejudice to the provisions of special laws, it shall be written in the capital clause of the amended text that the previous capital has been fully paid up and that the capital increase has been fully committed - free of any collusion - and that 1/4th of the capital in cash has been fully paid up or that this portion capital increase will be paid up latest within three months following the registration of the capital increase and that the remaining portion will be paid up latest within three years.

Amendments in the capital clause of the articles of association of companies which are obligated by special laws for payment of the whole or a fraction larger than 1/4th of their capital increases in a certain period of time shall be arranged accordingly.

The amount of the capital of which is subscribed via capital increase and which is stated as "paid up" in the articles of association of the company shall be deposited in a company account opened at a bank or a private finance institution before the registration of the capital increase.

In case that any rights, movable and immovable assets are being subscribed for capital increase, this commitment shall be fulfilled within three months following the registration date of the capital increase. In case the goods and rights put in as capital are registered at a different registry (such as land registry office, registry of ships, traffic registry, industrial property registry), these shall be registered in the name of the company within three months following registration date of the capital increase.

b) Review of Amendment in Articles of Association in Shareholders' Meeting and its Resolution

In case the shareholders are summoned for a meeting for amendments in the articles of association, the amended text has to be announced and notified to the relevant persons together with the original text in accordance with Article 368 of TCC and the amendments in the articles of association have to be resolved in compliance with the principles stipulated by the law and the articles of association.

c) Registry of Amendment in Articles of Association at the Trade Registry and its Announcement

Amendments in the articles of association, with the exception of increase or reduction of capital have to be registered at the Trade Registry Office where the company headquarter is located, within 15 days following the shareholders' meeting, or if these amendments violate the rights of preferential stockholders, within 15 days after the approval of the preferential stockholders. ***Documents indicated in Annex 2 of this Communiqué have to be attached to the registration application for the amendments in articles of association.***

Amendments in the articles of association for a reduction of capital shall be registered at the Trade Registry Office within 15 days after finalizing the transactions specified in Articles 397 and 398 of TCC following the resolution of the shareholders' meeting.

Amendments in the articles of association shall be registered at the Trade Registry Office within 15 days after finalizing the transactions in capital-in-cash increases, and within 15 days from the date of the shareholders' meeting in non-cash capital increases.

When the capital increase needs some other legal or administrative procedures due to its special legislation, the 15 days period begins after these procedures.

With the exception of publicly held joint stock companies, upon the subscription of the entire capital increase, a list prepared in accordance with the sample form given in **Annex 5** of this Communiqué, and duly signed by the company officials shall be announced in the Trade Registry Gazette together with the amendment texts, after the registration of the capital increase.

In case capital increase procedures can not be fulfilled, Trade Registry Office shall finalize the refund process to the relevant persons of the money which is deposited during the capital increase process on the account opened at a bank or a private finance institution on the behalf of the company and is subscribed for the capital shares before the registry.

Limited Liability Companies

Article 4- The minimum capital required for the establishment of a limited liability company is YTL 5 000 unless stipulated otherwise in special laws concerned and there shall be at least 2 founding shareholders as real persons or legal entities. The number of shareholders can not be more than fifty.

A- Establishment Procedures

The establishment steps of limited liability companies are described below:

a) The Preparation of the Articles of Association and its Notarization

It is obligatory that the articles of association of the company contain the subjects stipulated in Articles 506 and 511 of TCC, be in written form and the signatures of all founders be notarized.

aa. Founders

The names, last names and addresses of the founders, - and in case there are shareholders with foreign nationality, their nationalities- shall be listed in the articles of association.

bb. Trade Name

The trade name shall be determined in accordance with Article 45 of TCC so as to indicate the business activity of the company. It is obligatory that the trade name contain the phrase "Limited" (Limited Liability Company in Turkish). In case the trade name contains the name and last name of a real person, the phrase indicating the company type can not be abbreviated or displayed in symbols.

Since trade names of legal entities are protected all over Turkey, the designated trade name should not have been registered beforehand at any registry office.

The trade name shall not mislead third parties as to the size, importance or financial situation of the company, nor should contrary to the facts and the public order.

The words "Türk, Türkiye, Cumhuriyet and Milli" (Turkish, Turkey, Republic and National) can only be used in trade names by a Decree of Council of Ministers approving such usage.

The trade name shall be in Turkish. Any made-up names in the trade name shall also be in Turkish. However, the presence of foreign words in the trade name of a company may be permitted in cases where it is not contrary to the law or national, cultural and historical interests; the name or brand of the goods or services within the business activity of the company is in a foreign language or there is a foreign shareholder among the founders.

cc. Headquarter

Headquarter of the company shall be shown in the articles of association, as province and county. The open address of the company shall also be written therein. Accordingly, the article denoting the headquarter of the company shall read as;

“Headquarter of the company is located in..... Its open address is; In case of change of address, the new address has to be registered at the Trade Registry and announced in the Turkish Trade Registry Gazette. Any notification served to the registered and announced address is deemed to have been served to the company. In case the company leaves its registered and announced address and does not register its new address within the stipulated period, the case is considered as a cause for termination of the company.”

It is not obligatory to make an amendment in the articles of association for a change in address, if the new address is within the same registry district. However, an amendment is necessary if the new address is located at a registry center different than the previous one.

dd. Objective and Field of Activity

The field of activity in which the company is to operate shall not be one of those prohibited by law in accordance with Article 271 of TCC.

Limited liability companies can not deal in banking and insurance business.

A specific field of activity, at least on sectoral basis, in which the company will actually be operating, should be written in the articles of association. The articles of association should not be written so as to cover all kinds of field of activity. Objectives and fields of activity that can be written in the articles of association are limited with the subject specified in the trade name of the company.

ee. Capital

The capital of the company should be minimum YTL 5 000. Capital amounts to be put in by shareholders can be of different amounts. However, the capital to be provided by shareholders should be at least YTL 25 or multiples of this.

In accordance with Articles 506 and 510 of TCC, it is obligatory that the capital amount, the nominal value of each share and the method and terms concerning the payment of the capital be specified in the articles of association.

Accordingly, without prejudice to the provisions of special laws, it must be written in the capital clause of the articles of association of the company that the capital has been fully committed - free of any collusion - and that 1/4th of the cash capital has been fully paid up or that it will be paid up latest within three months following the

establishment of the company, and that the remaining portion will be paid up latest within three years.

Capital clause of the articles of association of companies which are obligated by special laws for payment of the whole or a fraction larger than 1/4th of their capital in a certain period of time shall be prepared accordingly.

In case that any rights, movable and immovable assets are being subscribed as capital at company establishment stage, this commitment shall be fulfilled within three months following the registration date of the company. In case the goods and rights put in as capital are registered at a different registry (such as land registry office, registry of ships, traffic registry, industrial property registry), these shall be registered in the name of the company within three months following the registration date of the company.

b) The Registration of the Company at the Trade Registry and Announcement

Within 15 days after the notarization of the articles of association, the company shall be registered at the Trade Registry of the place where the company headquarter is located in or associated with. The company becomes a legal entity by this registry. Items subject to announcement after registry shall be announced in the Trade Registry Gazette. ***Documents indicated in Annex 1 of this Communiqué shall be attached to the registration application.***

B) Procedures for Amendment in Articles of Association

The steps for amending the articles of association of limited liability companies are described below:

a) Resolution of Board of Shareholders for Amendment in Articles of Association and the Preparation of the Amendment Text

aa. In General

The board of shareholders resolves the amendments to be made in the articles of association, in compliance with the procedures and principles stipulated by the TCC and the articles of association; the amendment text is prepared so as to include the previous and new versions of the related article/s.

bb. Increase of Capital

With regard to the amendments to be made in articles of association relating to a capital increase, without prejudice to the provisions of special laws, it shall be written in the capital clause of the amended text that the previous capital has been fully paid up and that capital increase has been fully committed - free of any collusion- and that 1/4th of the capital in cash has been fully paid up or that this portion capital increase will be paid up latest within three months following the registration of the capital increase and that the remaining portion will be paid up latest within three years.

Amendments in the capital clause of the articles of association of companies which are obligated by special laws for payment of the whole or a fraction larger than 1/4th of their capital increases in a certain period of time shall be arranged accordingly.

The amount of the capital of which is subscribed via capital increase and which is stated as "paid up" in the articles of association of the company has to be deposited in a company account opened at a bank or a private finance institution before the registration of the capital increase.

In case that any rights, movable and immovable assets are being subscribed for capital increase, this commitment shall be fulfilled within three months following the registration date of the capital increase. In case the goods and rights put in as capital are registered at a different registry (such as land registry office, registry of ships, traffic registry, industrial property registry), these shall be registered in the name of the company within three months following registration date of the capital increase.

b) Registry of the Amendment in Articles of Association at the Trade Registry and its Announcement

Amendments in the articles of association shall be registered at the Trade Registry Office where the company headquarter is located, within 15 days following the date of the resolution of board of shareholders. ***Documents indicated in Annex 2 of this Communiqué shall be attached to the registration application for the amendments in articles of association.***

Amendments in the articles of association for a reduction of capital shall be registered at the Trade Registry Office within 15 days after the completion of the transactions specified in Articles 397 and 398 of TCC.

In case capital increase procedures can not be fulfilled, Trade Registry Office shall finalize the refund process to the relevant persons of the money which is deposited during the capital increase process on the account opened at a bank or a private finance institution on the behalf of the company and is subscribed for the capital shares before the registry.

Joint Stock Companies Subject to the Permit of the Ministry of Industry and Trade for Establishment and Amendment in Their Articles of Association:

Article 5 - In accordance with article 273 of TCC as revised by Article 2 of Law 4884, establishment and amendments in articles of association of *banks, private finance institutions, insurance companies, financial leasing companies, factoring companies, holding companies, companies operating foreign currency buying and selling offices, companies dealing in public warehousing, publicly held companies subject to the Capital Markets Law, companies that are founders and operators of free zones* are subject to permission of the Ministry of Industry and Trade.

In order to establish a company of the type listed above, an application shall be made to the Ministry (General Directorate of Internal Trade) before registering at the Trade Registry Office, and for amendments in articles of association, before the shareholders' meeting at which the resolution for the amendments is to be taken; and the permit needs to be received thereof. Other transactions for the establishment of these companies and amendment in articles of association thereof will be carried out in accordance with the procedures and principles specified in Article 3 of this Communiqué.

Payment of the Capital in Cash

Article 6 - Payments of shareholders regarding their cash subscription for the establishment or capital increase of the company shall be made to the accounts opened by the company at a bank or a private finance institution.

Repealed Provisions

Article 7- Communiqué No: "Domestic Trade 1995/1" which was published in the Official Gazette No: 22373 on 13 August 1995 and all circulars authorizing the Provincial Industry and Trade Directorates for conclusion of the establishment transactions of joint stock companies and limited liability companies and the amendments in the articles of association thereof have been repealed.

Legislation in Effect

Article 9 – Any issue not regulated by this Communiqué shall be subject to the provisions of Turkish Commercial Code and the Trade Registry Regulation.

Date of Effectiveness

Article 9- This Communiqué comes into effect on the date it is published.

Execution

Article 10 – The provisions of this Communiqué will be executed by the Ministry of Industry and Trade.

ANNEX 1

DOCUMENTS REQUIRED FOR THE ESTABLISHMENT PROCEDURES OF JOINT STOCK AND LIMITED LIABILITY COMPANIES

- A-** Petition and form for company establishment notification, the sample of which is given in **Annex 4** of this Communiqué, duly filled in and signed by persons authorized to represent the company,
- B-** Notarized articles of association; one original and 2 copies,
- C-** Notarized signatures of persons authorized to represent the company together with the company trade name,
- D-** Letter of Commitment in accordance with Article 29 of the Trade Registry Regulation,
- E-** Bank receipt of the deposit made to the Consumers' Fund account, amounting to 0.04 percent of the company capital,
- F-** For joint stock companies specified in Article 5 of this Communiqué, the original letter of permission of the Ministry,
- G-** Certified copies of the Identification Documents and certificate of residences of the real person founders.

In addition to the ones listed above, the following documents shall be attached to the petition where necessary:

- For joint stock companies obligated to be established with paid-up capital due to the relevant special legislation and for companies obligated due to their articles of association for payment of capital at the establishment stage; receipt from the bank or the private finance institution certifying the capital payment.
- In case the company being established is to operate in fair and exposition business; documents certifying that the shareholders and officials who are authorized to represent the company but not being shareholders, have not been convicted of infamous crimes such as embezzlement, speculation, extortion, bribery, theft, swindling, forgery, abuse of confidence, fraudulent bankruptcy with the exception of negligent offenses, have gone to bankruptcy or insolvency agreement.
- In case joint stock company is being established by way of a change in kind, expert report of the assessment of the equity capital of the company and the related court decision for the expert assignment; in case limited liability company is being established by a way of change in kind, expert report of the equity capital of the company and the related court decision for the expert assignment or Sworn-in Certified Public Accountant (YMM) report.

- In case the company that changes kind is a collective or a commandite partnership; letter from the tax office that the shareholders of the company do not have any outstanding tax debts.
- In case there are any kinds of rights, movable and immovable assets to be put in as capital for a joint stock company to be established; expert report of the assessment of the value of these and the related court decision for expert assignment; in case there is any kinds of rights, movable and immovable assets to be put in as capital for a limited liability company to be established; expert report of the assessment of the value of these and the related court decision for expert assignment or Sworn-in Certified Public Accountant (YMM) report.
- In case there are any securities put in as capital for a company to be established; expert report of the assessment of the value of these and the related court decision for expert assignment or Sworn-in Certified Public Accountant (YMM) report.
- In case stocks of companies established overseas are being put in as capital by foreign shareholders; the original copy of the document issued by the institutions authorized for value assessment in accordance with the laws of the country of origin or experts assigned by the courts of the country of origin or by international rating companies, notarized by the related Turkish Consulate or in accordance with the provisions of the "Convention on the Abolishing the Requirement of Legalization for Foreign Public Documents" prepared on the basis of the Hague Conference on International Private Law and its Turkish translation.
- In case there are any real persons with foreign citizenship among the founders of the company, the photocopy of his/her passport when presented together with the original passport itself or its notarized copy. In case the foreign shareholder(s) is a legal entity; original copy of Certificate of Business Activity issued by the chamber of industry and/or commerce the company registered at or by authorized courts, notarized by the Turkish Consulate or in accordance with the provisions of the "Convention on the Abolishing the Requirement of Legalization for Foreign Public Documents" prepared on the basis of the Hague Conference on International Private Law and its and its notarized translation.
- In case the capital in kind is an immovable asset; letter from the land registry office that there is no restriction on the subject immovable; as for vehicles, letter from the related traffic office that there is no limitation for property transfer.
- In case there are any municipalities or such other local administrations or unions established by them are among the founders of the company to be established, a copy of the related Council of Ministers' Decree permitting their participation.

- In cases where Turkish citizens residing abroad apply at the Trade Registry Offices for investing, their work or residence permits, since these persons are treated as foreign investors in accordance with the Foreign Direct Investment Law No: 4875.
- Registry certificate from the related chamber to accompany the reports prepared by occupational members licensed in accordance with Law No: 3568.

ANNEX 2

DOCUMENTS REQUIRED FOR AMENDMENTS IN ARTICLES OF ASSOCIATION OF JOINT STOCK AND LIMITED LIABILITY COMPANIES

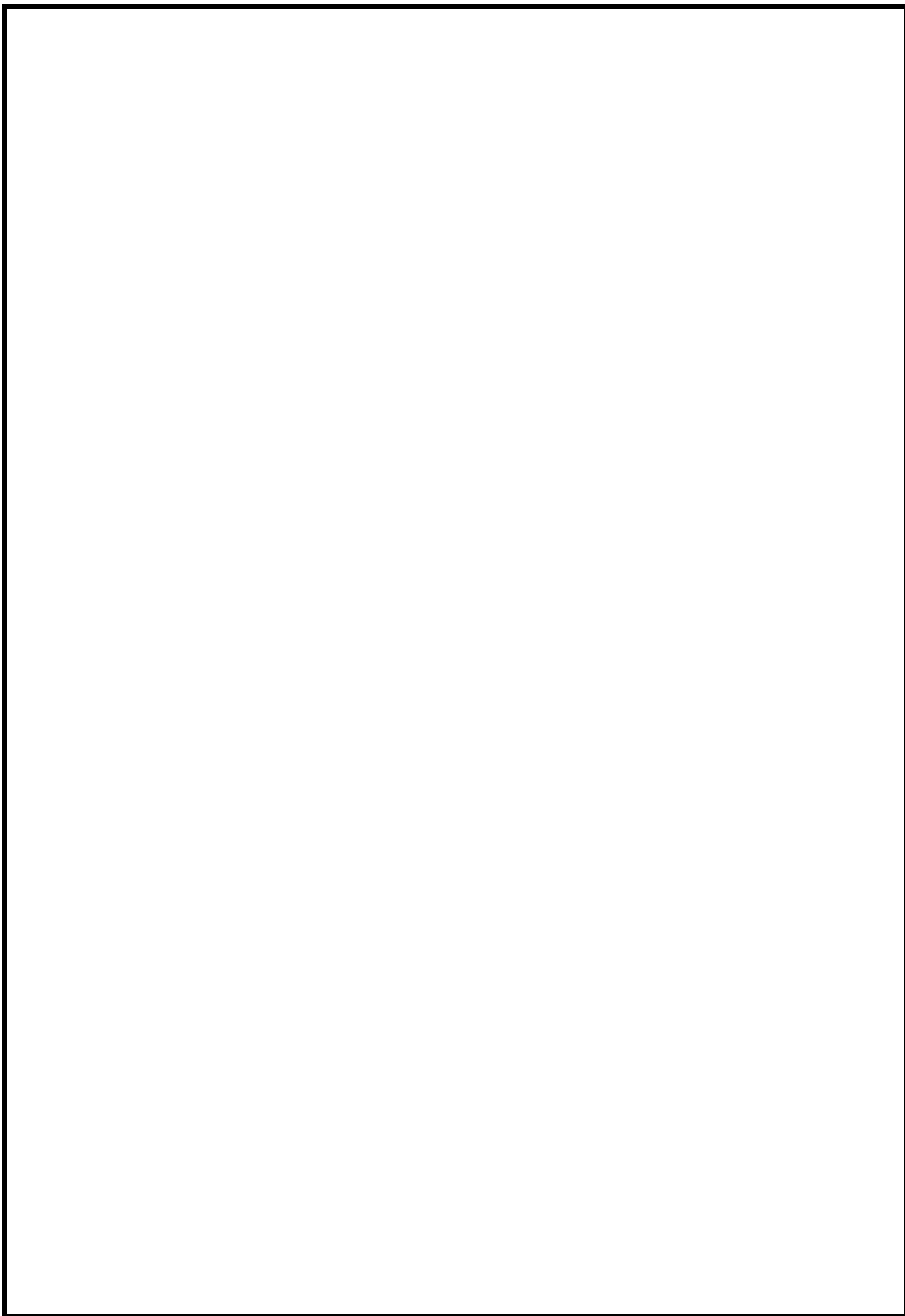
- A-** Petition for registration bearing the company's trade name, signed by company officials,
- B-** Amendment text which has been approved by the shareholders' meeting in joint stock companies and by board of shareholders in limited liability companies, in 3 copies,
- C-** Minutes of the shareholders' meeting for joint stock companies and for limited liability companies having more than 20 shareholders; resolution of board of shareholders for limited liability companies having 20 or fewer shareholders,
- D-** For joint stock companies, list of participating shareholders at the shareholders' meeting,
- E-** Letter of the Ministry of Industry and Trade assigning commissioner for the shareholders' meeting for joint stock companies and limited liability companies having more than 20 shareholders,
- F-** For joint stock companies specified in Article 5 of this Communiqué, the original letter of permission from the Ministry.

In addition to the ones listed above, the following documents have to be attached to the petition where necessary:

- In case the resolution of the shareholders' meeting concerning the amendments in the articles of association may violate the rights of preferential stockholders; minutes of the special meeting of preferential stockholders and the list of the participating shareholders,
- In case there are holders of various types of shares with different preferences in joint stock companies; in addition to the resolution of the shareholders' meeting for amendments in the articles of association for a capital increase, minutes of every special meeting made by the holders of every different type of share and the relevant list of the participating shareholders,
- For amendments in articles of association for a capital increase; report of a Sworn-in Certified Public Accountant (YMM) or a Certified Public Accountant (SMMM) in accordance with the form given in **Annex 3** of this Communiqué, certifying that the previous capital has been fully paid up,
- In case the capital increase of joint stock company is being made by capital kind or by acquisition of another company, expert report of

value of these and the related court decision for expert assignment; in case the capital increase of limited liability company is being made by capital kind or by transfer of another company, expert report of the value of these and the related court decision for expert assignment or Sworn-in Certified Public Accountant (YMM) report.

- In case the capital increase is being made by way of supplementing shareholders' credits from the company; expert report of the assessment made to ascertain these and the related court decision for expert assignment or Sworn-in Certified Public Accountant (YMM) report or a Certified Public Accountant (SMMM),
- In case the capital in kind is an immovable asset; letter from the land registry office that there is no restriction on the subject immovable; as for vehicles, letter from the related traffic office that there is no limitation for property transfer,
- In case the capital increase is being made by way of depositing in stocks or supplementing revaluation reserves, revaluation reserves from participations, cost revaluation reserve, participations' shares or proceeds from sales of fixed assets; report of a Sworn-in Certified Public Accountant (YMM) ascertaining these,
- In case the capital increase is being made by foreign shareholder depositing in the stocks of companies established in foreign countries; the original copy of the document issued by the institutions authorized for value assessment in accordance with the laws of the country of origin or experts assigned by the courts of the country of origin or by international rating companies, notarized by the Turkish Consulate or notarized in accordance with the provisions of the "Convention on the Abolishing the Requirement of Legalization for Foreign Public Documents" prepared on the basis of the Hague Conference on International Private Law and its and its notarized translation.
- In case the capital increase is being made by way of supplementing the extraordinary reserves and undistributed profits to the company capital, report of Sworn-in Certified Public Accountant (YMM) or Certified Public Accountant (SMMM) ascertaining these,
- In case the company capital is to be reduced, expert report prepared by three experts ascertaining that the company assets cover the receivables of the company creditors and the related court decision for expert assignment,
- In cases where Turkish citizens residing abroad apply at the Trade Registry Offices for investing, their work or residence permits, since these persons are treated as foreign investors in accordance with the Foreign Direct Investment Law No: 4875.
- Registry outline from the related chamber to accompany reports prepared by occupational members licensed in accordance with Law No: 3568.



ANNEX 3

.....(SWORN-IN PUBLIC (YMM)/ CERTIFIED PUBLIC (SMMM)) ACCOUNTANT REPORT VERIFYING THAT THE CAPITAL HAS BEEN FULLY PAID UP

Date and No. of the Report:

1- INFORMATION ABOUT THE PUBLIC ACCOUNTANT ASCERTAINED THE VALUE OF THE COMPANY

Name of the company the public accountant is working for :
Name and Last Name :
Registered Occupational Chamber :
Work Address and Phone No. :
License No. :

2- INFORMATION ABOUT THE COMPANY BEING ASCERTAINED

Trade Name :
Address :
Capital :
Previous Capital :

3- INFORMATION REGARDING THE ENDORSEMENT OF THE PREVIOUS LEGAL BOOKS AND LEDGERS

a) Books and ledgers belonging to the year of approval

<u>Year</u>	<u>Book Type</u>	<u>Notary</u>	<u>Date & No.</u>
.....

b) Books and ledgers belonging to the year of capital payment

<u>Year</u>	<u>Book Type</u>	<u>Notary</u>	<u>Date & No.</u>
.....

4- DOCUMENTS CERTIFYING THAT THE CAPITAL HAS BEEN FULLY PAID UP (Regarding the portion of capital between the current capital and the previous capital)

A) Dates of Capital in Cash Payments Journal Items

.....

B) Dates of Capital In Kind Payments Journal Items

.....

C) Date of Registration of the capital in kind, on behalf of the company in the related registry:

.....

5- EXAMINATIONS MADE

- A) Information concerning the calculation of the equity capital and whether the capital keeps its existence
- B) Information concerning whether the debts of shareholders arising from their capital commitments in order to debit these once more by way of crediting entry to another account, following the entries concerning the payment of capital commitments by the shareholders.

6- CONCLUSION

**NAME & SURNAME
SIGNATURE**

ANNEX 4

COMPANY ESTABLISHMENT PETITION AND NOTIFICATION FORM

TRADE NAME OF THE COMPANY/BRANCH OFFICE:		FIELD OF ACTIVITY:			
ADDRESS OF THE COMPANY/BRANCH OFFICE:					
Province Code:		Zip Code :			
Trade Registry No.:	Tax Office Name & Tax No.:	Date of Establishment:	Duration of the Company:	Phone No.:	Company Headquarter located at: (Province & County:)
<p style="text-align: center;">CONSTITUENTS OF THE COMPANY'S CAPITAL (Billion)</p>					Capital: YTL.....
1- Capital in cash from abroad: YTL.....	2- Domestic profits: YTL	3- Domestic receivables: YTL	1. Machinery & equipment: YTL.....	2. Stocks: YTL	Value of each share: YTL.....)
			3. Industrial & Intellectual Property: YTL.....	4. Rights pertaining to the exploration and extraction of natural resources: YTL	
			4. Rights pertaining to the exploration and extraction of natural resources: YTL	5.Others: YTL	
TOTAL CASH CAPITAL: YTL			TOTAL CAPITAL IN KIND: YTL		

INFORMATION REGARDING WORKPLACE			
NUMBER OF WORKERS TO BE EMPLOYED	DATE OF INITIATION OF EMPLOYMENT	1 st Workplace: Number of workers employed at minimum wage: Number of other workers employed: TOTAL :	
		2 nd Workplace: Number of workers employed at minimum wage: Number of other workers employed: TOTAL :	
IN CASE THE WORKPLACE DOES NOT BELONG TO THE EMPLOYER:		1 st Workplace:	2 nd Workplace:
LEASE AMOUNT OF THE WORK PLACE			
THE PROPRIETOR'S	Name & Last Name		
	Tax ID No. (if any):		
	Address:		

OBLIGATION TYPE							
WILL BE MARKED BY THE TAXPAYER				WILL BE FILLED IN BY THE TAX OFFICE			
TAX KIND				TAX CODE		OBLIGATOR	DATE OF INITIATION OF THE OBLIGATION
CORPORATE TAX				0	0	1	0
PROVISIONAL CORPORATE TAX				0	0	3	3
VALUE ADDED TAX		Monthly		0	0	1	5
		Quarterly					
INCOME TAX WITHOLDING		Monthly		0	0	0	3
		Quarterly					
		Other					
CORPORATE TAX WITHOLDING (Corporate Tax Law. Art. 24)				0	0	1	1
STAMP DUTY				0	0	4	0
BANK AND INSURANCE TRANSACTIONS TAX				0	0	2	1

CERTIFIED GENERAL (SM)/ CERTIFIED PUBLIC (SMMM)/ SWORN-IN CERTIFIED PUBLIC (YMM)ACCOUNTANT / LAWYER INFORMATION	
Name & Last Name	
Tax ID No.	
Registered Tax Office	
Registered Chamber	
Chamber Registry No.	
Date of Contract	
No. of Contract	
Signature	
Stamp/ Seal	

I hereby certify as the legal proxy of(company's trade name) that the above information is true and request the establishment of tax liability amongst the tax categories I have marked in this notification form as of/.../....

**THE AUTHORIZED COMPANY
REPRESENTATIVE'S**

Name & Last Name:

Tax ID No.:

Signature:

We hereby certify that the information covered by this form conform to the documents presented by the taxpayer.

CERTIFYING TRADE REGISTRY OFFICER

Name & Last Name:

Title:

Signature:

Date: ... /... /...

ANNEX 5

TRADE NAME OF THE COMPANY :
ADDRESS :
TRADE REGISTRY OFFICE :
PREVIOUS CAPITAL :
CURRENT CAPITAL :
DATE OF SHAREHOLDERS' :
MEETING :

SHAREHOLDERS PARTICIPATING IN THE CAPITAL INCREASE					
NAME & LAST NAME /TITLE	BEFORE CAPITAL INCREASE	AFTER CAPITAL INCREASE	IN THIS CAPITAL INCREASE		
			Subscribed Share Amount (YTL)	Amount Paid-up	Bank account No. to which the payment is made

We hereby attest that the above information is true.

..... (Company Name)

Names, last names and signatures of the Chairman of the Board and the Board Members.