

New Turkish Commercial Code
Roadmap

Managing the Change



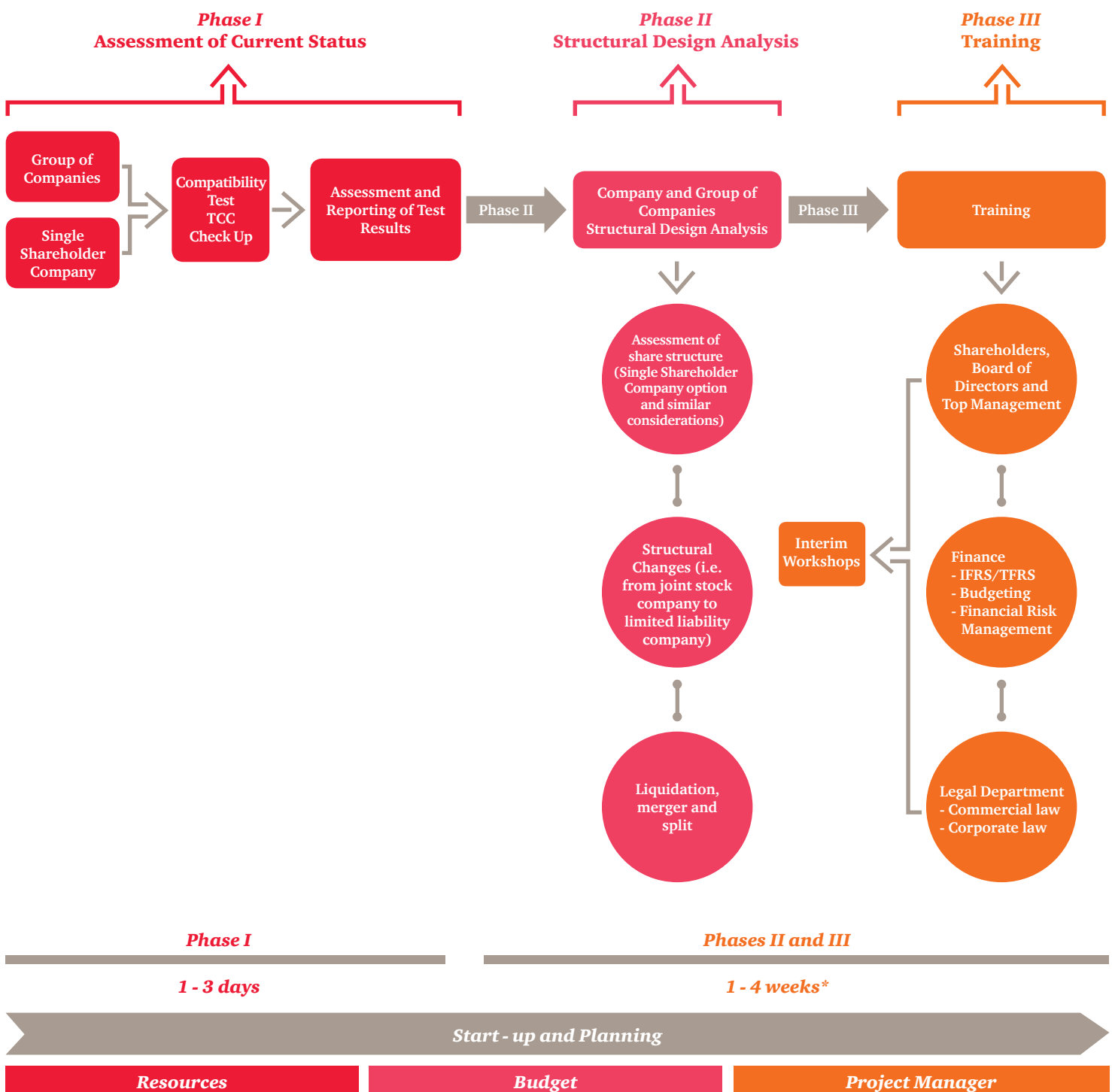
New Turkish Commercial Code Roadmap

The Turkish Commercial Code has been regulating business life in Turkey for almost 55 years; it has now been replaced with the New Turkish Commercial Code (the “New Law” or “TCC”). The New Law has been enacted and is ready to guide Turkey into the future, responding to major changes and developments in the local and global business environment.

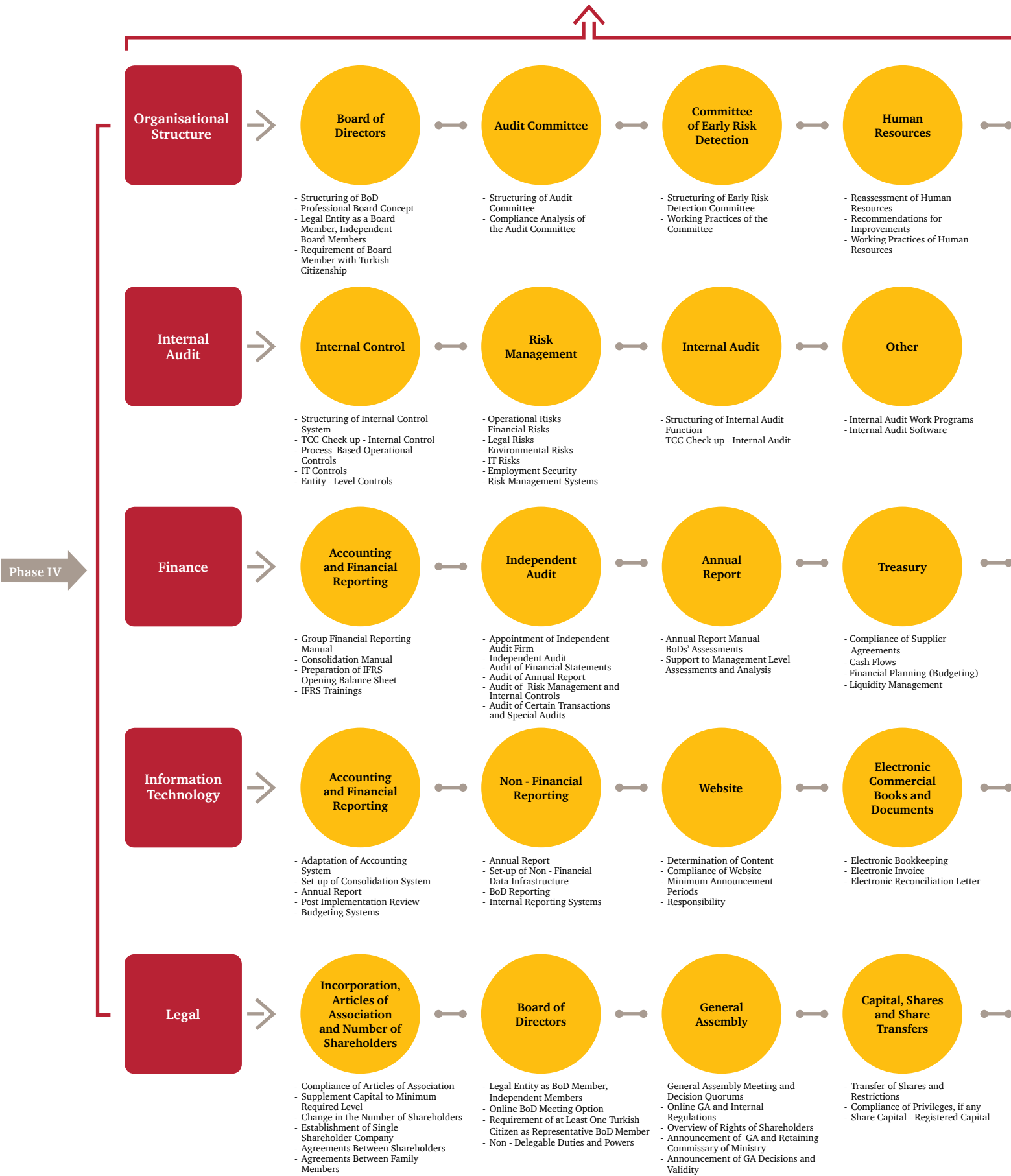
The prevailing consideration of the New Law is that of corporate governance: While commonly seen as being relevant only to publicly traded companies, it is in fact a codex providing investor confidence and sustainable development to all enterprises. In this way the New Law provides a foundation for institutionalisation and competitiveness of Turkish firms. The New Law will help to realise the key criteria of corporate governance - transparency, fairness, accountability and responsibility - for all firms, and includes those criterias in almost each article.

The New Law will come into effect on 1 July 2012; it will be essential to hit the ground running to adapt to the fundamental changes it brings. As PwC Turkey, we believe this transition process will be a significant project for companies, and we have prepared the Roadmap to support Turkish business life accordingly.

We want to work with you to generate solutions for timely and efficient planning and implementation of the operations and processes needed to adapt to the New Law. The knowledge and experience of our highly qualified personnel, and their proven quality of expertise and leadership, is at your disposal as you prepare for the future.



Phase IV
Compliance with Turkish Commercial Code and Corporate Governance



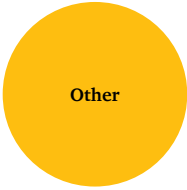
Phase IV

1 - 3 months*

Compliance with the

Supervision

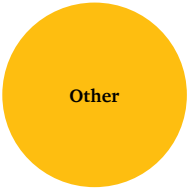
Execution



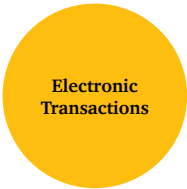
- Other Committees and Departments
- Planning
- Regulations
- Transparency
- Public Relations
- Financial Analysis



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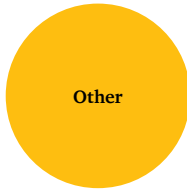
- Reconciliation Between Commercial Profit and Taxable Profit



- Reconciliation of Current Accounts
- Electronic Signature
- Registered e-mail



- Protection of Electronic Information
- Segregation of Duties



- Electronic BoD Meetings
- Electronic General Assembly



- Agreement of Sovereignty
- International Group Companies
- Reporting Responsibility of Subsidiaries
- Compensation of Subsidiaries' Losses
- Responsibility Arising from Trust



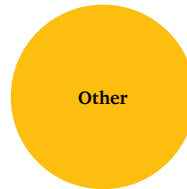
- Legal Liability Matters
- Criminal Liability Matters
- Delegation
- Professional Liability Insurance



- Compound Interest
- Terms
- Default and Late Payment Interest
- Notices and Notifications between Traders



- Revised Description of Unfair Competition
- Unfair Competition Practices
- Responsibility and Right of Action



- Transfer of Commercial Enterprise
- Commercial Books and Notarisation
- Electronic Bookkeeping
- Prohibition of Shareholders Becoming Indebted to Company
- Prohibition of BoD Member Becoming Indebted to Company

Closing Meetings

Phase IV

1 - 3 months*

New Law and Progress

Review of Results

* These periods may vary according to company structure and size.

Effective Dates

13 January 2011	The New Turkish Commercial Code (the "New Law") was accepted by the Turkish Parliament
14 February 2011	The New Law was promulgated in the Official Gazette
1 July 2012	Effective date of the New Turkish Commercial Code

Special Effective Dates

1 July 2012	Amendment in the articles of incorporation for benefiting the means of Electronic General Assembly and Board of Directors (BoD) meetings should be completed (optional for private companies) Initiation of the procedures related to the registered capital system, if preferred
14 August 2012	Latest date for the compliance of clauses of articles of incorporation with the New Law
1 October 2012	Latest date for the resignation of members of BoD who are representatives of legal entities and appointment of new members. Latest day for the cancellation of compound interest clauses in the agreements in accordance with the article 8 of the New Law
1 January 2013	Preparation of the stand-alone and consolidated financial statements and the commencement of bookkeeping in accordance with Turkish Financial Reporting Standards (equivalent of IFRS) Latest date for the amendment of the General Assembly meeting and decision quorums described in the articles of incorporation in accordance with the New Law
14 February 2013	Restriction related to the usage of the voting rights described in the article 201, clause 1, will become effective
1 March 2013	Appointment of the independent auditors (Independent auditors are required to be appointed by the authorised board of joint stock companies, limited liability companies, partnerships limited shares companies until 1 March 2013)
1 July 2013	Latest date for the compliance of restrictions and special arrangements in the articles of incorporation of joint- stock companies related to transfer of registered shares in accordance with the New Law As of 1 July 2013, all equity capital companies are obliged to set up a website, and if such a site is available, to allocate a section of the website to the certain requirements of the New Law
14 February 2014	Latest date for the increase of the share capital to the minimum required capital stated in the New Law Latest date for the compliance of the privileged voting rights on shares in accordance with the New Law
1 July 2014	Latest date for the compensation of subsidiaries' losses, if any in the context of Article 202, by the parent company
1 July 2015	Latest date for the payment of the liabilities of the shareholders to the Company in cash

PwC Turkey

PwC firms provide industry-focused assurance, tax and advisory services to enhance value for their clients. More than 169,000 people in 158 countries in firms across the PwC network share their thinking, experience and solutions to develop fresh perspectives and practical advice.

PwC operating in Turkey since 1981, consists of 5 offices; in İstanbul (2), in Ankara, in Bursa and in İzmir, with 1100 professional staff.



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