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WEBSITE REQUIREMENT FOR CAPITAL COMPANIES

Under the Turkish Commercial Code (the “**TCC**”), the companies which are subject to independent audit requirements¹ (the “**Companies**”) are obliged to create a website by 1 July 2013. In line with this provision, the Ministry of Customs and Trade (the “**Ministry**”) has issued the Regulation on Websites to be opened by Capital Companies which has been published in the Official Gazette dated 31 May 2013 (the “**Regulation**”).

A. GENERAL OVERVIEW

The Regulation has entered into force on 1 July 2013. The Companies which are incorporated after the effective date of the Regulation are obliged to open a website and allocate certain part of it for the publication of mandatory announcements set forth under the TCC and the Regulation within three months following their incorporations. The Companies that have been incorporated before the effective date of the Regulation are also required to open a website by 1 October 2013.

The Companies may open a website and include mandatory announcements (i) on their own, or (ii) by taking support services from Central Database Service Providers (“**CDSPs**”). The CDSPs are private legal entities authorized by the Ministry that provide safekeeping of the contents, provide access to the websites and archive the same. The activities of CDSPs are conducted by the Central Registry Agency for publicly held companies. Such websites are required to be registered under a Central Registration System (“**MERSIS**”) number.

The Companies that publish, amend and renew the mandatory contents must use secure electronic signature and time stamp. The published information in the website must, in principle, be electronically archived for 5 (five) years following the date of publication.

B. CONTENT OF THE WEBSITE

1. Permanent Content

The contents indicated below must be continuously published on the websites of the Companies. In case there are any changes in the permanent content, the amended version of the relevant information must be simultaneously published on the website.

- a. Company’s MERSIS number, trade name, registered address, subscribed and paid-in share capital, names and surnames of the chairman and members of the board of directors/managers;
- b. If a legal entity is appointed as a board member/manager; (i) explanation regarding the natural person appointed to represent such legal entity; (ii) MERSIS number, trade name and registered address of such legal entity; and (iii) name and surname of the natural person representative;

¹ The relevant regulation stipulates that the companies, standing alone or together with their subsidiaries, satisfying at least two of the below three criteria are subject to independent audit:

- The total of the actives of the company is equal to or above TL 150,000,000 (approximately USD 85,000,000)
- Annual net sales revenue of the company is equal to or above TL 200,000,000 (approximately USD 115,000,000)
- Number of the employees of the company is equal to or above five hundred.

Notwithstanding the foregoing, certain companies specified in the relevant regulation are subject to independent audit, regardless of the above mentioned criteria. These include, inter alia, (i) the companies subject to regulation and supervision of the Capital Markets Board; (ii) the companies subject to regulation and supervision of the Banking Regulation and Supervision Agency; and (iii) the media service providers owning national terrestrial, satellite and cable television.

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- c. Company's auditor's name and surname or title, residency address or registered address and registered branch, if any.

2. Temporary Content

Following is a non-exhaustive list of contents which must be temporarily published in the websites of the Companies for at least six months:

- a. Announcement calling for the general assembly meeting must be published by the date on which the same is announced in the trade registry gazette.
- b. General assembly (and privileged shareholders private assembly, if any) meeting minutes must be published within five days following the general assembly meeting date.
- c. Incorporation of the company and the general assembly meeting minutes regarding the articles of association amendment must be published within five days following the announcement of the same in the trade registry gazette.
- d. Internal directive in relation to working procedures and principles of the general assembly must be published within five days following the announcement of the same on the trade registry gazette.
- e. In case the Company becomes single shareholding company or if it is incorporated with one shareholder; sole shareholding situation and the name, surname, residency address and citizenship of such shareholder must be published within five days following the announcement of the same in the trade registry gazette.
- f. Board of directors'/managers' resolution indicating the persons authorized to represent the Company and authorities of such persons must be published within five days following the announcement of the same in the trade registry gazette.
- g. Announcements regarding independent auditors and corporate representatives must be published on the announcement date, if any.
- h. Certain pieces of information regarding group of companies, merger/spin-off and dissolution of the Company must be published, if applicable.

Should you wish to have more detailed information on the above, please do not hesitate to contact us.

Güner Law Office was established in 1996 and has since grown into one of the major corporate, M&A, banking, litigation, energy, TMT and capital markets practices in Turkey.

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