

TABOGLU & DEMIRHAN

Newsletter

CAPITAL MARKETS NEWS

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- The Capital Markets Board has issued the Communiqué on Principles Regarding Disclosure of Material Events to Public and the Communiqué on Principles regarding the Disclosure of Material Events to Public for Companies Capital Markets Instruments of Which Are Not Traded on Stock Exchanges in the Official Gazette on 6 February 2009. The latter Communiqué has been issued to provide information to the investors, shareholders and other stake holders in a timely manner by the companies that have issued capital markets instruments. Under the provisions of the Communiqué on Principles Regarding Disclosure of Material Events to Public, which has amended the previous Communiqué in line with the EU legislation and the requests from the companies and investors, the disclosure requirement regarding each sale and purchase transaction for shareholders exceeding 5% without an administrative position or authority to influence executive decisions has been eliminated and members of the board of directors or auditors as well as any other person directly or indirectly holding the managing authority are responsible to disclose the transactions exceeding TRY 10 thousand within the last 12 months. The public disclosure is required when the shareholders exceed or fall under certain shareholding limits specified in the Communiqué on Principles Regarding Disclosure of Material Events to Public. Additionally, the amended Communiqué requires publicly held companies to announce the disclosures of material events on their web sites for 5 years. As per the dailies, the Chairman of the Capital Markets Board has stated that shareholders would appraise whether or not any information is material and, for this purpose, the Board would prepare a directory in order to provide guidance to respective companies.
- The Chairman of the Capital Markets Board has stated that preparation for relevant legislation and platform for stock market for small and medium size enterprises has been completed. He has added that the SME stock market has been systematized to secure the market security as well as to simplify the responsibilities to be realized by companies for stages before and after the public offering. Pursuant to the dailies, prospective companies to be listed in the SME stock market shall directly apply to the Capital Markets Board and the Istanbul Stock Exchange.
- According to the announcement made by Petrol Ofisi to the Istanbul Stock Exchange, Petrol Ofisi has taken over 26.75% of Toreador Turkiye's stakes in return for US\$ 55 million, excluding VAT. The announcement further states that the payment amounting to US\$ 50 million will be realized after the approval of share transfer by other shareholders and the remaining amount will be paid on 1 September 2009.
- Pursuant to the statement made by Turkiye Vakiflar Bankasi to the Istanbul Stock Exchange, the Bank has cancelled the sale of its stakes in Gunes Sigorta and Vakif Emeklilik. On 15 May 2008, the Bank announced that the preparations had been started to sell the stakes held by the Bank in Gunes Sigorta and Vakif Emeklilik.

TELECOMMUNICATION SECTOR NEWS

- As per the information provided from the Ministry of Transportation, the Council of State has approved the 3G tender and delivered the approved draft concession agreement for such services to the Information Technologies and Communications Authority. Revenue in an amount of TRY 2 billion is expected to be obtained from such tender.

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Highlights

a. Capital Markets News

b. Telecommunications Sector News

c. Energy Sector Highlights

d. Banking Sector News

e. Other News

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- According to the statement made by Turkcell to the Istanbul Stock Exchange, the Board of Directors has not adopted any resolution regarding the acquisition of shares in Cosmofon, a GSM operator operating in Macedonia, yet.

ENERGY SECTOR HIGHLIGHTS

- The Council of State has reversed the administrative fine imposed by the Energy Market Regulatory Authority to Euroil. The resolution of the Council of State is anticipated to constitute a precedent and other fines are expected to be cancelled as well. The Authority had imposed a fine with a total amount of TRY 1.6 billion to 28 fuel distribution companies including Petrol Ofisi, Shell, BP, Opet, Alpet and Euroil in 2006 by reason of supplying fuel to dealers without holding a license.
- Ipragaz, the first LPG company in Turkey, is planning to grow in the autogas market. In this respect, Ipragaz has executed an agreement with M-Oil, the eighth largest company in the Turkish fuel market, for strategic cooperation in the market.
- Pursuant to the dailies, GMR, which is a leading Indian electricity production company that holds 40% shares of Sabiha Gokcen Uluslararası Havalimanı Yatırım Yapım ve İşletme, is planning to invest in a gas power plant in Turkey. The Chief Executive Officer of GMR has stated that the Company will invest in a gas power plant with 1000 MW installed capacity. He has further stated that the Company has started negotiations with Turkish companies to enter into the Turkish energy market.

BANKING SECTOR NEWS

- Bank Turan Alem, one of the main shareholders of Sekerbank, will be nationalized by the Government of Kazakhstan. It has been announced that the Government of Kazakhstan is going to purchase 78.14% stakes in Bank Turan Alem. Upon such announcement, the value of the stakes of Sekerbank traded in the Istanbul Stock Exchange has decreased by 4%. According to the information in Sekerbank's website, 33.98% of its stakes is held by Bank Turan Alem.

OTHER NEWS

- As per the dailies, Atasay Group has sold its 40% stakes in Emaar Turkiye to Emaar Properties, a Dubai based company. The parties agreed on the transfer in August 2008 and the relevant transactions were completed on 22 January 2009. Atasay group entered into a partnership with Emaar Properties in 2006 to develop real estate projects in Turkey. The Chairman of the Board of Directors of Atasay has stated that Toskana Vadisi Evleri Project, with an amount of US\$ 700 million, had been realized by Emaar Turkiye when Atasay was a shareholder in Emaar Turkiye.
- Pursuant to the dailies, AIG Sigorta will increase its share capital from TRY 18 million to TRY 43 million 566 thousand 350 in 2009. It has been stated that the increase was approved by the Ministry of Industry and Trade upon obtaining the opinions of the Insurance General Directorate of the Undersecretariat of Treasury. The increase will be made by injection of cash amounting to US\$ 15 million by AIUO limited. The increase will be registered after the General Assembly to be held on 16 February 2008.

The aim of this weekly newsletter is to highlight mainly the regulatory changes made by the Turkish Government during the relevant week. The content of this bulletin is limited to those areas Taboglu & Demirhan advises its clients. It contains a general summary of the changes and the areas it covers are broader. Thus, one should not rely on it for specific advice. For further information or advice please contact Taboglu & Demirhan, a full-service law firm based in Istanbul.

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