

TABOGLU & DEMIRHAN

Newsletter

CAPITAL MARKETS UPDATES

- The shares of TSKB REIT, that have been offered to public on 1-2 April 2010, started to be traded on the Corporate Products Market of the Istanbul Stock Exchange. The Chairman of the Stock Exchange has stated that the number of REIT's floating in the market has increased to 15 with the public offering of TSKB REIT that is the 7th largest real estate investment trust based on its net asset value. As per the announcement made to the Public Disclosure Platform, capital of TSKB REIT is currently TRY 150 million and the free float rate is 38.33%.
- The Capital Markets Board has rearranged its Communiqués No: VIII/66 on Principles regarding Sale Methods Applicable to the Public Offering of Capital Markets Instruments and No: I/40 on Principles regarding the Registration and Sale of Shares, both to be effective as of 3 April 2010. The major amendments applied to these Communiqués have been announced to public on the Board's website. According to the striking changes in the Communiqué No: VIII/66, liberty is granted in determining price, sale and circulation principles in the offering circular during initial and secondary public offerings; persons with access to insider information are now allowed to purchase the shares; the allocation to certain groups during public offering has been rearranged; principles regarding payment methods are determined; providing cash or non-cash incentives to certain investor groups is enabled; the period for collecting demands is shortened to commence 2 days prior to publishing of the circular, and it has been determined that the signatures of the issuer and consortium leader on the prospectus will henceforth suffice. In addition to the amendments brought through Communiqué No: VIII/66, the Communiqué No: I/40 cancelled the minimum public offering ratio. As a further change, underwriting will no longer be required for public offerings.

cont'd

- According to the announcement made by Tupras to the Public Disclosure Platform, the Company has decided to distribute dividends amounting to TRY 626 million out of TRY 632.9 million as per the legal records. Tupras has completed the year with TRY 811.2 million consolidated profit pursuant to the legislation of the Capital Markets Board.
- Cemas, a subsidiary of Isiklar Yatirim Holding, has applied to the Istanbul Stock Exchange and the Capital Markets Board in order to go public for 35.48% of its share capital. Accordingly, shares with TRY 8.250 million nominal value will be offered to public. As per the statement made by the Holding to the Public Disclosure Platform, pre-emption rights will be restricted and the capital of the Company be increased from TRY 15 million to TRY 23.250 million. In case of exercising green-shoe option, the nominal value of offered shares shall be TRY 9.3 million in total and the free float rate shall increase to 40%.
- As per the statement made by the Chairman to the Board of Directors of Akfen Holding, the Holding will offer its 34.6% stake to public together with a green-shoe option until 15 May 2010. The Holding, on the other hand, has recently made a license application to the Energy Market Regulatory Authority to build a combined-cycle plant in Tarsus in accordance with its future projections targeting of fast increase in energy sector. As per the given numbers, the total amount of investment will be US\$ 400 million. It has been further stressed that Akfen Hidroelektrik Santrali Yatirimlari, the subsidiary of the Holding, is aiming to initiate construction of nine power plants by the first half of 2010 and contemplates to perform and finalize them by the end of 2011.

cont'd

cont'd

Highlights

- a. Capital Markets Updates
- b. News on Banking Sector
- c. Energy Sector Highlights
- d. Other News

cont'd

- According to the statement made by Galatasaray Sportif to the Public Disclosure Platform, the Company has decided to keep on proceedings for merging with Galatasaray Spor ve Futbol Isletmeciligi, and thus will make required public disclosures with regard to the transaction.

NEWS ON BANKING SECTOR

- As per the dailies, National Bank of Kuwait, one of the largest banks in Kuwait, is currently the sole group who has officially declared its interest in the offered shares of Garanti Bank owned by GE Turkey. On the other hand, Volkswagen Financial Services and Banco De Sabadeli which were previously announced as potential bidders for GE stakes declared that they are no longer interested in the offered shares.

ENERGY SECTOR HIGHLIGHTS

- The Energy Market Regulatory Authority has amended the Petroleum Market License Regulation. According to these amendments, the legal entity applicant for refinery, transmission, storage, processing, and distribution and bunker fuel delivery licenses is required to be established as a joint stock company or limited liability company in accordance with the provisions of the Turkish Commercial Code. As per the Regulation, the minimum paid-in capital is required to be TRY 50 million for refinery license, TRY 1 million for transfer and storage licenses, TRY 500 thousand for processing license and TRY 10 million for distribution license. The Regulation entered into force on 6 April 2010.

cont'd

cont'd

- Pursuant to the dailies, Agaoglu Group Companies have accelerated the establishment process of the wind energy power plant in Bandirma, Balikesir. The Chairman of the Group Companies has stated that the plant will cost approximately US\$ 20 million and include 33 turbines enabling a total generation of 93 MW electricity. The Chairman has further noted that through the wind energy power plant in Bandirma, the Group aims to decrease Turkey's dependence on outside sources.
- As per the announcement made by Ayen Enerji to the Public Disclosure Platform, its hydraulic source based Buyukduz HES electricity production facility, which is located in Gumushane, has been granted with an investment incentive certificate by the Undersecretariat of the Treasury.
- Oger Group Companies holding 55% stake in Turk Telekom, intend to increase the collaboration with Turkiye Elektrik Dagitim that is in privatization process, and assist it on infrastructure matters. While Oger Group Companies are closely interested in the privatization of the electricity production plant, they concurrently are planning to establish new plants. Group is operating three different plants in Saudi Arabia for the time being.

OTHER NEWS

- Tekfen Insaat ve Tesisat, the affiliate of Tekfen Holding, has signed an agreement with the relevant authority with respect to the whole construction and assembly operations of Samir Refinery crude oil distillation unit in Morocco.

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.

TABOGLU & DEMIRHAN

Attorneys at Law

Levent Cad. No. 9

1. Levent, 34330, Istanbul, Turkey

E-MAIL: enquiries@taboglu.av.tr

www.taboglu.av.tr

PHONE: (212) 339 8800

FAX: (212) 339 8899