

# TABOGLU & DEMIRHAN

## Newsletter

### CAPITAL MARKETS NEWS

- Anel Elektrik has completed the procedure for obtaining the necessary permits for the initial public offering through increase of its share capital from TRY 30 million to TRY 47 million. According to the dailies, the total amount of the offering shall be equal to TRY 42.5 million and the sale price per share shall be TRY 2.5. Anel had previously undertaken preparation and implementation of projects for the electrical infrastructure of several international and national airports, such as Ataturk Airport, Ankara Esenboga Airport, Adnan Menderes Airport, Doha and Cairo Airports.
- As per the written statement made by Zorlu Elektrik Uretim to the Istanbul Stock Exchange, Zorlu has initiated the necessary transactions in order to acquire all stakes of Amity Oil International, which is also a Zorlu Group company active in exploitation, generation and wholesale of natural gas.
- Akkardan Sanayi, which had acquired 73.1% stake in Bossa from Sabanci Holding in return for US\$ 111.48 million, is currently seeking funds for the fulfillment of its mandatory tender offer requirement arising upon such sale. Akkardan had applied to the Capital Markets Board for an exemption from the tender offer requirement in August; however, the application was rejected.
- Dogan Sirketler Grubu Holding has decided to sell 9.8% stake in Dogan Yayin Holding to Commerz Film GmbH, a wholly-owned subsidiary of Axel Springer AG, in return for Euro 47 million and Commerz Film GmbH agreed to sell its 5.1% stake in Dogan TV Holding to Dogan Yayin Holding in return for Euro 77 million. As per the dailies, Axel Springer will be entitled to appoint a member to the Board of Directors of Dogan Yayin Holding.

### TELECOMMUNICATIONS SECTOR NEWS

- The tender for issuance of the four separate licenses by the Information Technologies and Communication Authority regarding the authorization for providing IMT 2000/UMTS services and infrastructure, namely 3-G services, has been conducted on 28 November 2008. As per the dailies, Turkcell has become the winning bidder with its offer amounting to Euro 358 million for the “A Type License” whereas Vodafone won the “B Type License” with its bid amounting to Euro 250 million and Avea has been granted the “C Type License” with its offer of Euro 214 million. The tender for “D Type License” has been revoked as there were no bidders for such license. The relevant decision of the Tender Commission is planned to be submitted to the Authority subsequently. Within one month following the respective approval of the Authority, the draft concession agreements shall be executed among the operators and the Authority and then the drafts shall be submitted to the Council of State. The study process, which will be held by the Council of State, shall take approximately 2 months and should the Council approve the drafts, the drafts shall enter into force upon execution by the operators and the Authority. The operators are required to establish their facilities and start operating within 3 months upon execution of the concession agreement.
- Turkcell and Nokia have executed a Memorandum of Understanding to enable Turkcell’s customers to benefit from the Ovi Services rendered by Nokia. It is announced that Nokia decided to cooperate with an operator in Turkey for the first time. The Chief Executive Officer of Nokia Turkey has stated that Ovi Services reflects Nokia’s vision by combining mobility and internet and further added that the future partnership with Turkcell is expected to enhance mobile devices usability.

#### Highlights

a. Capital Markets  
News

b. Telecommunication  
Sector News

c. Other News

**OTHER NEWS**

*cont'd.*

- As per the statement made by Sekerbank to the Istanbul Stock Exchange, Sekerbank has transferred its 34% shares in Calik Seker Konsorsiyum Yatirim corresponding to a total nominal value of TRY 17,098,600 to Calik Holding in return for US\$ 20,289,483. The transfer has been realized based on the stock option right and the sale amount has been fully paid in cash. As per the statement, Sekerbank will no longer have stake in Calik Seker Konsorsiyum Yatirim. It was further indicated that Sekerbank has achieved a profit of TRY 14,960,445.49 as a result of the transaction and that profit has been directly reflected in the financial accounts.
- Pursuant to the dailies, 51% of Atrium Shopping Center, which consists of 33 stores owned by Botim A.S., has been put out to sale through block sale on 25 November 2008.
- Morgan Stanley has announced that it has decided to close down its subsidiary in Turkey in order to decrease the Company's expenditures and with a view to take necessary precautions against the global financial crises gripping all financial markets throughout the world. Nevertheless, the Chairman of the Board of Directors of Morgan Stanley Turkey has stressed out that Morgan Stanley will keep on investing in Turkey, and the operations in Turkey will be followed up through London office. Morgan Stanley Turkey was active with its own office in Turkey since September 2007 and had been offering diversified services as an intermediary institution.
- The Parliament has started to negotiate the draft Turkish Commercial Code as of 25 November 2008. The new Code will introduce major changes including changes in foundation procedures, single shareholding system, websites necessity and registered capital system for non-public companies.
- The Minister of Energy and Natural Resources has stated that the total cost of the Ceyhan-Red Sea crude oil pipeline, which is planned to be established through co-operation of Turkey, Israel and India, will reach US\$ 5-6 billion. Nevertheless, it has been stressed that the said cost may differ in accordance with the world markets. Upon completion, it is anticipated that crude oil will be delivered to India within 16 days whereas it is currently being delivered in 39 days. The Minister has further indicated that by way of Samsun-Ceyhan crude oil pipeline, the oil reaching Samsun will bypass Bosphorus and Canakkale Straits and then be transferred to Israel through Ceyhan-Red Sea pipeline.
- Pursuant to the dailies, the Regulation Amending the Regulation on Principles and Procedures regarding Production, Labeling and Inspection of Tobacco Products will enter into force as of 1 January 2009. As per the amendment, 12 mg pitch black per cigarette has been lowered to 10 mg per cigarette. In addition, the provision regarding the global warnings on the harms of the tobacco products to be placed over products' packages have been amended. As per the Regulation, "smoking kills" and "smoking seriously harms you and the people around you" warnings should be placed on the minimum 22.5 cm<sup>2</sup> surface on packages with minimum 75 cm<sup>2</sup> surface.
- The Competition Board has decided on 19 November 2008 that Turk Telekom and TNet have abused their dominant position by way of squeezing prices in retail broadband internet market. As per the decision, Turk Telekom and TNet is sentenced to an administrative fine of TRY 12.39 million.

*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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