

## ESTABLISHMENT OF A LIMITED LIABILITY COMPANY (“LLC”) IN TURKEY

### A. Conditions of Establishing LLC in terms of Persons and Capital

LLC may be established by at least one shareholder to fifty shareholders; foreign or local natural person(s) or legal entity(ies). The share capital of LLC shall not be less than TL 10.000. Establishing LLC by foreign shareholder(s) is same as domestic process.

### B. Process of Establishing LLC

Firstly, the below mentioned documents should be prepared and uploaded to MERSİS<sup>1</sup> system. Secondly, the applicant (authorized person or authorized attorney) applies to trade registry office with given application code. Lastly, establishment of LLC should be published on Turkish Trade Registry Gazette.

### C. The required documents for establishment LLC are as follows:

	DOCUMENTATION
POWER OF ATTORNEY	<p>A <b><u>notarized and legalized/apostilled</u></b> PoA provided by the shareholder which authorizing persons to carry out any and all necessary formalities on behalf of the shareholder/parent company with respect to set up and registration including obtaining a potential tax number from the relevant tax office.</p> <p>A <b><u>notarized and legalized/apostilled</u></b> PoA given by the manager(s) or company's authorizing member for obtaining a Turkish tax ID (if the board member is a foreigner)</p>
REGISTRATION WITH THE TRADE REGISTRY	<p>Petition to the Trade Registry signed by the authorized persons (if the petition is signed by proxy, the original or the notarized copy of the PoA shall be attached to the petition);</p> <p>Declaration of Founders;</p> <p>Articles of association of the LLC; <i>(the articles of association of the LLC shall be inserted to MERSİS.)</i></p> <p><b>***Please kindly be informed that the registered address of the LLC shall be inserted to the articles of association of the LLC and other documents. Therefore, the address to be registered should be determined by your side prior to the registration.</b></p> <p>Bank Receipt Stating that Payment for the Fund of Competition Board has been made; <i>(Prior to the application to the Trade Registry, an amount equal to 0.04% of the capital of the LLC is transferred to the account of Competition Board and the receipt of this payment should be submitted to the Trade Registry office.)</i></p> <p>Bank letter indicating the minimum amount of the share capital according to Turkish Commercial Code or articles of association are paid <i>(At least 25% of the nominal value of the shares subscribed in cash shall be paid before official registration, whereas the balance shall be paid within twenty-four month following the registration of the company.)</i>,</p> <p>Chamber of Commerce registration form to be signed by each authorized signatory of the shareholders;</p> <p>Declaration of Non-Shareholding Board of Managers Members; <i>(Trade Registry requires a declaration filled by the non-shareholding members of the board of managers which indicates the acceptance of such assignment)</i></p>

<sup>1</sup> MERSIS is a central information system for carrying out commercial registry processes and storing commercial registry data electronically on a regular basis.

	<b>DOCUMENTATION</b>
	<p>Signature Declaration(s) of the Board Manager(s) issued under the title of the LLC. <i>(Please note that this document shall be notarized and certified by the Turkish embassy or consulate in the parent company's residence country.)</i>,</p> <p>BoD Resolution: Shall be defined with taking into consideration the competent organ of the parent company which is entitled to hold such decision indicating the participation intend of the company to a LLC, participation ratio and amount of the shareholders, total capital amount of the LLC, place and intended title of the LLC.</p> <p>Resolution of the Legal Entity Appointed as the Member of the Board of Managers: In case a legal entity is appointed as a member of the board of managers of the LLC, such legal entity shall adopt a resolution indicating name and surname, address, nationality, Turkish ID number or foreign ID number/temporary tax number, of the individual representative of the legal entity member of the board of directors. If the individual representative is foreign citizen and resident in Turkey, residence permit and notarized copy of the passport translated to Turkish will also be required. <i>(Please note that these documents shall be notarized and apostilled.)</i></p> <p>Certificate of Activity issued by the Chamber of Commerce or Companies House which also includes the information regarding the persons who are authorized to represent the legal entity founder <i>(Please note that these documents shall be apostilled.)</i></p> <p>This certificate should verify the following:</p> <p>The company is a valid company and good standing,</p> <p>The authorized signatories that are entitled to act on behalf of the foreign entity founder, (information shall also indicate the limitations of authorities)</p> <p>The fact that whether the authorized signatories are entitled to represent the founder with sole or joint signatures.</p> <p>Identification of the Members of the Board of Managers;</p> <p><b>For Representative(s)/Board Manager(s)</b></p> <p><b>For foreign representative(s)/Board Manager(s);</b></p> <ul style="list-style-type: none"> <li>- Notarized and apostilled copy of the passport</li> <li>- Residency permit, <i>(if available)</i></li> </ul> <p><b>For Turkish representative(s);</b></p> <ul style="list-style-type: none"> <li>- A copy of Identity Registration</li> <li>- Residency certificate</li> </ul>

**D. Establishment Expenses and Duration**

Duration is more relating to collection of the above-mentioned documents. After collected necessary documents, process in Turkey will take 2-5 days. LLC will valid after, publication on Trade Registry Gazette. For the establishment expenses depends on LLC's capital but if LLC will establishment with minimum capital (TL 10.000), excluding attorney's fees; it will cost around EUR 400.