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## 성공적인 투자진출을 위한 TIP



### 구체적인 투자목적 설정

터키에 투자하는 목적은 유럽 및 인근시장 진출을 위한 투자, 터키 내수시장을 겨냥한 투자, 비용절감을 위한 투자 등 다양할 수 있으며, 통상 이들 여러 목적들을 종합적으로 고려하여 투자를 결정하고 있다. 그러나 투자목적이 막연할 경우 투자 계획단계에서부터 구체적인 시나리오를 설정하기 어렵다는 점에서 실패로 이어질 우려가 있으므로 투자목적은 확실히 정하고 투자 시행 후 벌어질 구체적인 사항들을 검토하는 것이 바람직하다.



### 투자여건을 철저히 사전분석

많은 비용과 위험 부담이 동반되는 것이 투자이기 때문에 투자 여건에 대한 철저한 사전분석이 필요하다. 터키에 기 투자한 기업인들이 밝히는 주요 애로점은 전기료 과다, 중국 등 저임금 국가 대비 상대적으로 높은 인건비, 관료주의 등이다. 따라서 비용측면에서 수익성이 있는지, 관료주의를 어떻게 이겨낼 수 있는지 등에 대해 사전에 충분한 대비책을 세우는 것이 필요하다.



### 투자품목의 장기적인 시장성 검토

터키시장이 최근 급속히 변화하고 있어 투자를 결정함에 있어 터키시장의 중장기적 변화를 예측하는 과정이 선행되어야 한다. 가장 특징적인 현상은 저가 중국제품의 진출이 활발하다는 것으로 현재 중국제품 대비 비교우위에 있는 품목이더라도 중장기적으로 중국제품과의 경쟁이 가능할지에 대한 검토가 필요하다. 터키는 중국, 베트남 등에 투자하는 것과는 달리 비용절감을 위한 투자처로서는 한계가 있어 가까운 장래에 중국 제품과 가격경쟁이 불가피한 품목이라면 투자처로서 적합하지 않은 측면이 있음을 고려할 필요가 있다.



#### 합작투자 시 신뢰성 있는 파트너 엄선

단독투자의 장점이 많음에도 불구하고 터키에서는 복잡한 행정절차와 의사소통 문제로 인해 합작투자를 선호하는 경향이 있다. 하지만 합작투자에 참여할 터키 기업의 신뢰성이 확보되지 않을 경우 합작투자 역시 많은 문제를 낳을 수 있다. 이런 문제를 피하기 위해서는 현지에 기 진출한 한국인의 도움을 받는다는지, 합작할 터키 회사와 충분한 협의를 통해 안정성을 확인한 후 투자를 실행하는 것이 바람직하다.



#### 현지법 개정여부 상시 확인

터키의 각종 법률은 수시로 바뀌고 있으며, 유예기간도 없이 효력을 발휘하는 경우가 많아 갑자기 변경된 법률로 인해 낭패를 보는 경우가 있다. 또한 새로운 법률이 외국인 투자를 막기 위한 목적으로 현지 기업의 로비에 의해 제정되는 경우도 있기 때문에 투자 계획단계에서 투자완료단계까지 지속적으로 현지 관련법의 동향을 파악할 필요가 있다.

## I. 투자 여건

### 1. 투자 이점

#### 가. 독특한 지정학적 위치

##### ■ EU, 중동, 중앙아시아 등 주변지역 진출여건 우수

- 유럽과 아시아를 잇는 지리적 요충지에 위치하고 있어 거대시장 EU와 시장잠재력이 있는 중동, 중앙아시아, 러시아 등으로의 진출여건 우수
- 특히 EU와는 1996년 관세동맹 발효로 대부분의 제품을 무관세 수출입하고 있으며, 현재 터키 전체 수출의 약 51%를 EU 국가로 수출하고 있는 등 EU가 터키의 주요 교역대상국이 되고 있음
- 터키의 EU 가입 협상은 2006년말 이후 교착상태에 빠진 상태이나, 터키 정부는 2007년 EU 가입 로드맵을 발표하고 각종 법률 및 사회제도 개혁을 추진하는 등 협상 재개에 많은 노력을 쏟음과 동시에 이미 교역정책, 규정, 관세율 등은 EU 규정에 맞추어나가고 있는 상황임
- 또한 그루지아, 아르메니아 등 코카서스 국가 및 언어, 종교, 문화적 유대가 특별한 중앙아시아 터키계 공화국과의 자원개발, 기술이전, 투자 등 경제협력 또한 향후 더욱 확대될 것으로 기대되고 있어 발칸, 코카서스지역, 중동, 중앙아시아 및 러시아 등의 진출을 모색하는 외국투자가자들에게 터키는 관문으로 활용하기 적합한 국가임
- 현재 터키는 주변 19개국과 자유무역협정을 체결하고 있으며, 중동 및 아프리카 국가와의 추가 협정체결도 터키가 주도적으로 추진하고 있어 향후 주변시장 활용도는 더욱 커질 전망임

## 나. 거대 내수 시장

### ■ 내수 구매력 확대 기대

- 터키의 인구규모는 7,470만명으로 EU 회원국 중 독일에 이은 2위이며, '04년 5월 EU 신회원국으로 가입한 폴란드, 체코 등 10개국 전체인구 7,420만명보다 더 많은 인구를 보유한 인구 대국임
- 특히 터키는 전체인구의 63%가 35세 미만으로 타 유럽국가에 비해 젊은 층이 많아 가구 수 증가에 따른 구매력 증가 등이 향후 경제 활력요소로 작용할 전망
- 터키의 1인당 GDP는 2006년 기준 5,126달러에 불과하나, World Bank의 구매력기준 평가에 따르면 이미 8천 달러를 상회하고 있어 현재 인구수 및 소득수준을 감안할 때 내수시장 규모도 무시할 수 없으며, 더욱이 최근 경제회복이 본격화되고 있어 향후 내수시장 팽창 가능성이 큼

## 다. 터키 경제의 안정적 발전

### ■ 경제 안정성 증대

- 지금까지 터키가 투자처로 가진 가장 큰 약점은 연 20~60%에 이르는 고질적인 인플레이션과 주기적인 경제위기 발생으로 대변되는 경제 불안이었으며, 경제 불안의 중심에는 정치 불안이 자리 잡고 있었음
- 그러나 2002년 말 집권한 현 정부가 경제안정화를 최우선 목표로 지속적인 정책을 펼쳐온 결과, 인플레이션이 한 자리수로

내려오고, 수출을 중심으로 한 산업생산이 활발해지는 양상으로 보이면서 경제안정을 되찾고 있음

- 특히 현재 교착상태에 빠져 있지만 2006년 EU 가입 협상의 본격화에 힘입어 터키의 대외인지도가 급상승하고 있으며, 이에 따라 외국인투자 규모도 증가하고 있는 상황임
- 2006 상반기 외환시장에서 환율이 25%이상 급등하면서 불거진 외환위기설도 터키중앙은행 및 정부의 적극적 개입으로 서서히 안정세를 찾아가고 있는 등 취약하던 외환시장도 안정성을 찾아가고 있음
- 또한 2007년 5월 대선 및 총선과 관련한 정국 혼란으로 금융 및 외환시장이 불안한 모습을 보였으나, 조기 총선 결정으로 다시금 안정세를 찾아가고 있음

## 라. 양질의 저임금 노동력 확보

### ■ 숙련된 노동인력 보유

- 터키 전역에 직업학교가 광범위하게 분포되어 있어 기술수준이 높은 우수한 저임금 노동력이 풍부함
- 영어 및 유럽국가 언어를 구사할 수 있는 간부급 인력 역시 풍부하며, 엔지니어링, 재무, 세일즈, 인사 등 분야에서도 우수한 인적자원을 확보하고 있음
- 또한 1일 평균 9시간, 연간 280일을 근무하여 세계에서 가장 노동 강도가 높은 나라 중 하나로 꼽히고 있음

## 마. 발전되는 교통 및 통신 인프라

### ■ 지정학적 위치에 따른 주변지역의 관문 역할

- 터키의 도로는 주변 국가들과 원활히 연결되어 있어 유럽, 중앙아시아, 중동을 연결하는 관문 역할을 하고 있음
- 항구는 흑해, 지중해 및 에게해 지역의 관문으로 잘 발달해 있으며, 항공편 또한 국내외 주요 도시를 연결하는 네트워크가 잘 구축되어 있음. 다만 철도시설이 상대적으로 열악한 실정임
- 또한 흑해 및 카스피해의 원유, 중앙아시아의 천연가스가 서구 지역으로 나가는 길목에 위치해 있어 중요한 수송로 역할을 하고 있음

### ■ 비교적 잘 구축된 정보통신 네트워크 보유

- 터키의 통신환경은 최근 급속한 발전추세로 인터넷 보급망 확대 및 속도의 증가가 확연히 드러나고 있으며, 이동통신의 경우에도 GSM 네트워크가 발달되어 현재 3개사가 서비스를 제공하고 있음

## 2. 외국의 대 터키 투자동향

### ■ 연도별 투자동향

(단위: 백만 달러)

구 분	2002	2003	2004	2005	2006	2007.3월
금 액	1,137	1,743	2,634	10,375	20,696	9,083

자료원: 터키재무성, 터키중앙은행(유입기준, 부동산투자 포함)

## ■ 분야별 투자동향

(단위: 백만 달러)

구분	2002	2003	2004	2005	2006	2007.3월
농어업 및 광업	2	15	81	45	131	6
제조업	110	448	214	788	1,874	1,531
건설업	3	8	23	80	321	181
금융서비스	260	51	69	4,016	7,002	6,191
교통, 통신	1	2	639	3,285	6,699	78
기타	246	221	265	320	1,747	115
부동산 투자	-	998	1,343	1,841	2,922	981
<b>계</b>	<b>622</b>	<b>1,743</b>	<b>2,634</b>	<b>10,375</b>	<b>20,696</b>	<b>9,083</b>

자료원 : 터키재무성, 터키중앙은행(유입기준)

## ■ 국가별 투자동향

(단위: 백만 달러)

구분	2002	2003	2004	2005	2006	2007.3월
EU	455	555	1,025	5,001	14,631	3,815
기타 유럽	64	70	109	1,650	84	8
아프리카	0	0	0	3	32	3
미주	9	58	97	122	1,006	3,737
아시아	70	60	60	1,756	1,946	513
기타	24	2	0	2	115	26
<b>합계</b>	<b>622</b>	<b>745</b>	<b>1,291</b>	<b>8,534</b>	<b>17,814</b>	<b>8,102</b>

자료원 : 터키재무성, 터키중앙은행(부동산 제외 신규투자)

## ※ 대 터키 주요 투자국 (2007.3월, 투자건수 기준)

(단위: 건)

순위	국가	2006	2007.3월
1	독일	600	41
2	영국	487	37
3	네덜란드	276	10
4	이란	112	28
5	미국	118	26
6	이라크	78	24
7	아제르바이잔	87	23
8	중국	27	15
9	<b>한국</b>	<b>13</b>	<b>3</b>

자료원 : 터키 재무성, 터키중앙은행

## ■ 향후 외국인투자 전망

- 터키는 유럽, 중동, 중앙아시아 지역을 연결하는 교차로로서의 유리한 지정경제학적인 위치, 저렴하고 숙련된 풍부한 노동력, 7,000만 인구의 내수시장 등 이점으로 구미 선진국의 투자처로 각광받고 있음
- 2004년부터 이어져오고 있는 한 자리수대의 물가상승률, 7~10% 대에 달하는 고성장 등에 힘입은 경제 안정화, 터키 정부의 EU 가입협상 재개에 대한 강한 의지 천명으로 인한 대외신인도 향상 등으로 외국인투자가 지속적으로 증가하여 왔음
- 다만 2007년 5월 초 대선과 관련한 정국혼란으로 인하여 증시가 한때 급락하고 터키 리라 환율도 3%이상 하락하는 등 금융시장 불안에 따른 투자자들의 대거 이탈이 우려되었으나, 조기 총선 결정 이후 정치적 불안이 완화되고 금융시장도 빠른 안정세를 회복함에 따라 앞으로도 외국인투자의 증가 추세가 지속될 전망이다

## II. 투자유치 제도

### 1. 투자법 관련 주요 내용

#### 가. 개요

- 터키 정부는 외국인직접투자 촉진, 투자자들의 권리 보호, 국제 기준에 따른 투자 및 투자자의 의미 정의, 승인제가 아닌 신고제 구축을 위한 기존 정책의 일환으로 외국인투자법을 발표하였음

- 관련법: Law No. 4875
- 제정일자: 2003년 6월 5일
- 발표일자: 2003년 6월 17일 관보

#### 나. 기본 원칙

- 내외국 기업의 동등한 대우

- 외국 자본으로 세워진 기업일지라도 터키 기업과 동등한 권리와 혜택이 부여되며, 동시에 터키 기업과 동등한 의무가 부과됨

- 회사설립 사전 승인제 폐지, 신고제로 전환

- 회사 설립을 위한 사전 승인제가 폐지되고 설립 후 재무성에 신고하는 제도로 변경되었음. 다만 특정 기간 동안의 사업 활동, 자본 변화 및 주식의 이동 등을 보고하여야 함

- 외국인 소유 지분제한 제도 폐지

- 특정 분야를 제외한 대부분 분야에서 신규 설립 또는 인수합병에 의한 100% 외국인 소유를 인정함

## ■ 회사형태 설립 제한 폐지

- Turkish Commercial Code(터키 상법)에서 인정하는 어떠한 형태의 회사로도 설립이 가능함

## 다. 외국인투자자들의 권리보장

### ■ 자본 이동의 자유

- 외국인투자자들은 이윤, 배당금, 기업 매각 및 파산에 따른 자금회수, 보상금, 허가 취득비, 기술 정보, 기술지도, 운영 및 관리 협정, 대출금 및 이자 상환비용 등을 은행 또는 특수 금융기관 등을 통하여 이체 가능

### ■ 부동산 취득의 자유

- 터키 국민들에게 구매가 허가된 부동산의 경우 터키에 투자한 외국인투자자들도 동등하게 구매가 가능함

### ■ 비현금 자본의 가치 인정

- Turkish Commercial Code(터키 상법)의 조항에 따라 비현금 자본의 경우에도 가치가 인정됨. 투자기업의 주식 및 채권의 경우 본국의 관계당국, 본국의 법정에서 지정한 전문가, 또는 국제적인 가치 평가기관에서 인정을 받은 경우에 비현금 자본으로 인정됨

### ■ 외국인 고용 가능

- 외국인투자자들은 외국인을 고용할 수 있으며, 외국인 노동자는 노동부에서 발급하는 노동허가서(Work Permit)를 받아야 함

## ■ 연락사무소 설립 가능

- 외국기업들은 터키 내에서 상업 활동을 하지 않는다는 전제하에 연락사무소를 설립할 수 있음

## 라. 외국인 투자법 주요 정의

### ■ 외국인투자자

- 외국 국적을 가지고 있거나 터키 국적으로 외국에 거주하는 사람
- 본국과 국제기관의 법을 준수하며 합법적으로 설립된 기업

### ■ 외국인직접투자(FDI)

- 외국인이 터키 내에 새로운 기업을 설립하거나 지사를 설립하는 것
- 지분 매수(주식 매입을 통하여 10% 이상의 지분 또는 투표권을 확보하거나 주식 거래 이외의 방법을 통한 지분 확보)

### ■ 외국자본으로 정의되는 자산

- 해외취득 자산
  - 현금 자본
  - 외국기업의 주식 및 채권(국채 제외)
  - 기계 및 장비
  - 산업 및 지적재산권
- 터키 내 취득 자산
  - 재투자 수입, 수익, 재정적 청구권
  - 천연자원 탐사 및 채굴을 위한 상업적 권리

## 2. 투자 인센티브

### 가. 터키의 투자지역

- 터키의 투자지역은 크게 3곳으로 구분됨

<터키의 투자지역 구분>

지역구분	주요지역
개발지역	이스탄불 및 근교, 이즈미르, 앙카라, 부르사, 안탈라아다나
일반지역	터키 서부 및 중부
우선개발장려지역	터키 동부, 남동부, 중동부 및 북부

- 인센티브 취득조건

- 개발지역 및 일반지역: 40만 리라(31만 달러) 이상 투자
- 우선개발장려지역: 20만 리라(16만 달러) 이상 투자

### 나. 인센티브 종류

- 일반 투자 인센티브(세금 및 비세금 인센티브)
- 개발 장려 우선지역 투자 인센티브
- 중소기업 투자 인센티브
- 연구개발(R&D) 지원

※ 현재 개발지역의 경우 인센티브 지원이 거의 없는 상황이며, 대부분의 인센티브 지원은 일반지역 및 개발 장려 우선지역, 그리고 개발지역내 산업단지 등에 대한 투자 시에만 지원되고 있음

## 다. 인센티브 종류별 세부사항

### ■ 일반 투자 인센티브

- 목적
  - 지역간 투자 불균형 제거
  - 공공에 의한 자본 공헌 촉진
  - 고용 창출 활동 지원
- 주요 내용
  - 관세 및 기금 면제: 투자 목적인 수입 기계 및 장비에 한하며 원자재 및 중간재는 제외됨. 사전에 재무성 산하 외국인투자국(GDFI: General Directorate of Foreign Investment)의 승인을 받아야 함
  - 부가세 면제: 투자 목적으로 수입 또는 터키 내에서 구매하는 기계 및 장비에 한하며 사전에 재무성 산하 외국인투자국(GDFI: General Directorate of Foreign Investment)의 승인을 받아야 함
  - 투자대출 지원: 개발 장려 우선지역 투자, 중소기업 투자, 연구개발 투자, 환경 투자에는 투자 대출에 따른 이자를 지원함

### ■ 우선개발장려지역 투자 인센티브

- 인센티브 항목별 내용
  - 소득세 면제
    - 우선개발장려지역 내에 있는 산업공단에 투자 시 100%, 이외의 지역은 80% 면제함(2008년까지 적용)

- 신규 기업은 최소 30명의 근로자를 고용하여야 함
  - 2005년 4월 1일전 설립된 기업의 경우 종업원을 20% 증원하고 최소 30명을 고용하여야 함

- 사회보장세(SSK) 고용주 부담분 면제

- 우선개발장려지역 내에 있는 산업공단에 투자 시 100%, 이외의 지역은 80%를 재무성에서 부담함(2008년까지 적용)
- 신규 기업은 최소 30명의 근로자를 고용하여야 함
- 2005년 4월 1일전 설립된 기업의 경우 종업원을 20% 증원하고 최소 30명을 고용하여야 함

- 전기세 지원

- 신설 기업이 법으로 정한 최소인원을 고용할 경우 전기세의 20%를 지원하며 추가 고용 시 1인당 0.5%씩 지원 비중이 높아짐
- 전기세 지원은 최대 40%이며, 지역내 산업공단에 입주 시 50%까지 지원 가능함
- 축사 및 온실관련 기업은 최소 10명의 근로자를 고용해야 함
- 제조업, 광업, 관광업, 교육 및 의료 분야 기업은 최소 30명의 근로자를 고용해야 함
- 상가 분야의 기업 중 2005년 4월 1일 이전 설립된 기업의 경우 종업원을 20% 증원하고 최소 30명을 증원하여야 함

- 토지 무상 지원

- 기업은 최소 30명의 근로자를 고용해야 하며 고용인 수에 따라 지원 가능한 토지의 면적이 결정됨
- 토지의 소유권을 얻기 위해서는 5년간 30명의 근로자를 유지함과 동시에 경영실적을 보고해야 함

## ■ 중소기업 투자 인센티브

### ● 중소기업의 정의

- 초소형 규모: 1~9명의 근로자를 고용하고 연간 순 매출액 또는 총 자산가치가 100만 리라(77만 달러) 미만인 기업
- 소형 규모: 10~49명의 근로자를 고용하고 연간 순 매출액 또는 총 자산가치가 500만 리라(385만 달러) 미만인 기업
- 중형 규모: 50~250명의 근로자를 고용하고 연간 순 매출액 또는 총 자산가치가 2,500만 리라(2,000만 달러) 미만인 기업

### ● 중소기업 투자 지원 분야

- 제조업 또는 농업 분야
- 지정된 지역에서의 관광업 투자
- 현존하는 관광 시설 개선을 위한 투자
- 우선개발장려지역에서의 의료사업관련 투자
- 우선개발장려지역에서의 교육 투자 및 개발지역과 일반지역에서의 초·중등학교 시설 개선 투자
- 광업 분야
- 소프트웨어 개발 투자
- 기타 건설, 기계장비 및 원자재 분야에서 95만 리라(73만 달러) 한도 내에서의 자본재 투자

### ● 중소기업 투자 인센티브 내역

- 관세 및 기금 면제
- 기계 및 장비에 대한 부가세 면제
- 이자 지원

- 주요 지원기관: 중소기업개발청(KOSGEB)

- 지원분야: 금융, 연구개발, 일반 설비, 시장조사, 투자 지역, 마케팅, 수출, 직원교육

### ■ 연구개발 지원

- TUBITAK(Scientific and Technological Research Council of Turkey) 지원사항

- 제품 컨셉 개발
- 기술 실용성 조사
- 제품 컨셉을 디자인으로 전환하기 위한 연구
- 디자인 및 스케치 연구, 견본 생산
- 설비 건설
- 테스트 제품 생산
- 특허품 연구
- 판매 후 발생하는 제품 디자인 문제 해결과 관련된 활동

- TTGV(Turkish Technology Development Foundation) 지원사항

- 연구개발 프로젝트를 위한 자본금 대출

## 3. 외국인투자 장려분야 및 제한분야

### ■ 투자 장려 분야

- 터키의 투자인센티브는 투자분야보다 투자지역에 중점을 두고 있음
- 일반 지역 및 개발 장려 우선지역에서는 모든 종류의 투자에 대해서 인센티브를 제공하나 개발 지역에서는 소수의 특정 분야에 한해서만 인센티브를 제공하고 있음

- 또한 자유무역지대에서의 투자는 아래의 분야에 투자 시에만 인센티브가 제공됨

- 연구개발 투자
- 환경보호 관련 투자
- The High Commission of Science and Technology 및 TUBITAK(The Scientific and Technical Research Council of Turkey)가 선정한 고급 기술 투자
- 지역 불균형 개선이 목적인 투자

## ■ 투자 제한 분야

- 라디오 및 TV 방송(방송법 Law No. 3984)

- 라디오 및 TV 방송국 관련, 외국인 지분은 25% 이하로 제한되고 있으나, EU측에서 2009~2013년까지 외국인 지분을 늘려야 한다고 주장함에 따라 외국인 지분 비율은 높아질 것으로 전망됨

- 국내 민간항공(항공법 Law No. 2920)

- 터키 내에서의 승객, 화물 및 우편의 수송은 터키 국적의 항공사에 의해서만 이루어져야 함
- 터키 국적 항공사의 기준은 아래와 같음
  - 터키 법에 의거하여 설립
  - 이사회 구성원의 과반수 이상이 터키 국민이어야 함

- 국내 해운(해운법 Law No. 815)

- 터키 내에서의 승객 및 화물 수송은 터키 국적의 선박을 통해서만 가능함
- 해운업(선박 견인, 항만 서비스 등)과 관련된 모든 서비스 및

해상무역, 수산업 관련 업무 또한 터키 국민들만 수행이 가능함

- 예외적으로 터키 국적 선박에 없는 특수 목적 선박의 경우 외국 선사들이 최소 2년간 운영할 수 있는 허가 취득이 가능함

- 선박 소유(무역법 Law No. 6732)

- 터키 기업으로 분류된 기업 중 선박을 소유하고자 하는 기업은 이사회 의 과반 수 이상이 터키 국민이어야 가능함

- 전화 및 전보 서비스(통신법 Law No. 406)

- Turk Telekom의 민영화 계획에 따라 2004년 6월 16일부로 투자제한이 해제됨

- 외국인도 통신 분야의 지분을 제한 없이 소유할 수 있으나, 다만 이사회 구성원 중 1명은 터키정부에서 추천하는 인물이 반드시 포함되어야 함(지분은 보유하지 않고 투표권만 보유)

- 정부조달(정부조달법 Law No. 4734)

- 정부조달 관련 입찰시 외국제품 및 용역을 제공하는 기업보다 터키산 제품 및 용역을 제공하는 기업이 낙찰될 가능성이 높음

- 요트 선착장(관광 촉진법 Law No. 2634)

- 요트 선착장을 소유 또는 운영하고자 하는 기업은 터키 국민 또는 터키기업과 파트너십을 맺어야 함

- 수산업(수산물법 Law No. 1380)

- 수산물 채집, 낚시 등의 권한은 터키 국민에게만 부여됨
- 양식업의 경우 외국인투자 제한이 2003년 7월 22일부로 해제됨
- 인력알선 회사(고용법 Law No. 4904)
  - 터키 국민만 인력알선회사를 설립할 수 있음
- 민간 경호서비스 회사(사설 경호서비스법: Law No. 5188)
  - 터키 국민만 사설 경호업에 종사할 수 있음
- 광산, 석유, 전력, 천연가스의 경우 특별조항에 따라 투자가능 여부를 확인해야 함
- 터키가 가입한 국제 조약상에서 외국에 대해 제한적인 시장개방을 밝힌 기타 분야

#### 4. 외국인투자 형태

##### ■ 유한책임 회사(Limited Liability Company, Limited Sirket)

- 발기인: 2~50인의 주주
- 최소 설립 자본금: 5,000리라(3,850달러)
- 자본금의 1/4은 회사 설립 후 3개월 이내에 현금으로 납부해야 하며, 나머지 액수는 3년 이내에 납부해야 함
- 회사 경영 방침은 주주회의에서 투표를 통하여 결정됨

- 주주들은 자신들의 투자액만큼 투표권을 가지며, 투표로 결정되지 못한 사안에 대해서는 정관에 명시된 사항을 따름
- 유한책임회사는 이사회가 없으며, 지정된 경영인이 회사 운영의 전권을 위임받음
- 유한책임 회사는 금융 및 보험업에서 설립이 금지됨

#### ■ 주식회사(Joint-Venture Company, Anonim Sirket)

- 발기인: 5인 이상의 주주
- 최소 설립 자본금: 50,000리라(38,500달러)
- 이사의 구성원은 주주들에 의해 선출되거나 정관에 의해서 지정되며, 최소 3인 이상이어야 함
- 의사결정은 1년에 1회 이상 개최되는 주주총회에서 이루어짐
- 소액주주들은 특별 감사를 요청할 수 있음
- 주식회사의 경우 250인 이상의 주주로 구성되어야 함
- 금융업 관련 기업들은 최소 5인 이상의 이사회 구성 및 3,000만리라(2,310만 달러)의 자본금이 필요함

#### ■ 지사(Branch Office)

- 터키 국내 및 외국 기업, 일반 개인은 터키 내에 지사를 설립할 수 있음

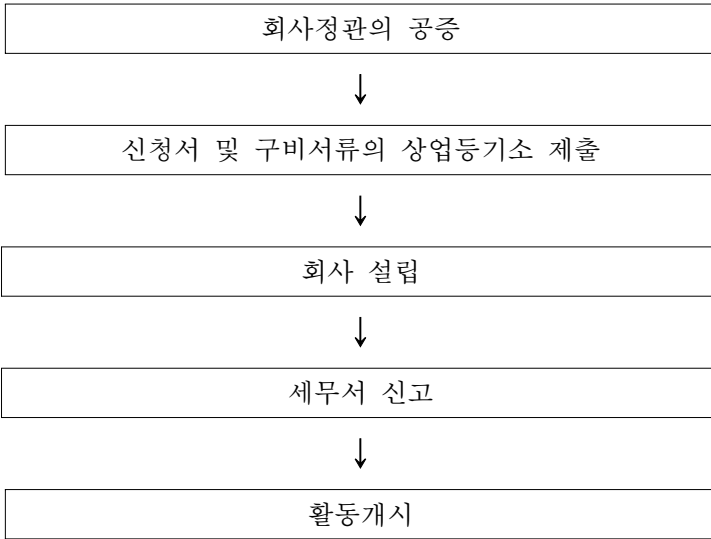
- 외국기업 지사는 터키 내 기업으로 분류되지 않지만 영업활동으로 얻는 수익과 관련하여 터키정부에 세금을 납부하여야 함. 다만 한국과 터키는 이중과세 방지 협정이 체결되어 있어 현지 지사(또는 한국 본사)에서 세금 납부 시 한국(또는 터키)에서 이중으로 납세할 의무 없음

## ■ 연락사무소(Liaison Office)

- 외국인은 상업 활동을 하지 않는다는 전제하에 재무성 산하 GDFI(General Directorate of Foreign Investment)의 승인을 얻은 후 터키에 연락사무소를 설립할 수 있음
- 설립 또는 연장을 위한 서류가 모두 갖추어진 뒤 신청이 가능하며, 신청 후 5일 이내에 모든 절차가 완료되어야 함
- 금융, 보험 등과 같은 분야의 연락사무소 신청은 특별법에 의하여 승인된 관계당국 및 기관에 의한 평가를 받아야 함
- 연락사무소는 최대 3년간의 영업허가를 받으며 지속적으로 3년씩 연장이 가능함. 연장승인 여부는 전년도에 활동, 향후 계획 등을 고려하여 결정됨

### Ⅲ. 법인 설립

#### 1. 법인 설립 절차



#### 2. 법인 설립 필요서류

번호	서류	비고
1	기업 정관(공증본)	총 3부(원본 포함)
2	회사명 및 대표인 서명(공증본)	주식회사 및 유한책임회사에 해당 터키인의 경우 신분증 및 거주증 사본, 외국인의 경우 여권사본 제출
3	자본금 납입 증명서	은행 영수증
4	소비자 보호 기금 납부 증명서	회사 자본금의 0.1%를 은행에 납부
5	사진 및 여권사본	주주 전체에 해당됨

### 3. 세무서 신고

- 법인 등록 당일 또는 전일에 투자기업이 위치한 지역 세무서에 신고하고 납세자 등록번호를 부여받음
- 공증된 임차 계약서 및 서명인 명단(Circular of Signatory)을 세무서에 제출해야 함
- 등록을 마치면 설립 절차가 마감되어 기업은 정상적인 영업활동을 할 수 있음 (2~3일 소요)

### 4. 서류접수 기관

- 공증받은 회사정관 3부를 다른 필요서류들과 함께 공증일자 기준으로 15일 이내에 투자지역 상업등기소(Trade Registry Office, 대체로 해당지역 상업회의소가 역할 수행)에 제출함

<터키 내 주요 상업회의소 명단>

번호	상공회의소명	전화(90-)	팩스(90-)
1	ACIPAYAM	258-518-3409	258-518-4903
2	ADANA	322-351~3911	322-351-8009
3	ALIAGA	232-616-4151	232-616-6772
4	ANKARA	312-285-7950	312-286-3446
5	AYDIN	256-213-2202	256-212-8254
6	AYVALIK	266-312-1517	266-312-2283
7	BABADAG	258-481-2026	258-481-2026
8	BALIKESIR	266-249-3676	266-244-6781
9	BANDIRMA	266-715-1800~1	266-715-1806
10	BAYINDIR	232-581-3504	232-581-7215
11	BERGAMA	232-633-1078	232-632-0594

12	BEYPAZARI	312-762-8989	312-762-8988
13	BEYSEHIR	332-512-7746	332-512-7021
14	BODRUM	252-316-1412	252-313-1694
15	BULDAN	258-431-3009	258-431-3009
16	BUNYAN	352-712-1147	352-712-1147
17	BURHANIYE	266-422-1044	266-412-7328
18	CEYHAN	322-613-1073	322-613-2044
19	CUMRA	332-447-1066	332-447-6928
20	DENIZLI	258-261-1939	258-265-1705
21	DEVELI	352-621-6181	352-621-9590
22	DOGANHISAR	332-556-1140	332-556-2549
23	DIDIM	256-811-2563	256-811-3558
24	EDREMIT	266-373-1061	266-373-3963
25	ERDEK	266-835-1090	266-835-6292
26	ESKISEHIR	222-230-7230	222-230-7233
27	FETHIYE	252-614-1115	252-614-5791
28	GAZIANTEP	342-220-3030	342-231-1041
29	GEBZE	262-644-2234	262-646-6076
30	GONEN	266-762-1091	266-762-5899
31	HAYMANA	312-658-1562	312-658-1562
32	ILGIN	332-881-6138	332-882-7383
33	ISLAHIYE	342-862-1126	342-863-1465
34	ISTANBUL	212-455-6000	212-513-1565
35	IZMIR	232-441-7777	232-441-6528
36	IZMIT	262-322-3010	262-321-6918
37	KADIRLI	328-718-3173	328-717-5504
38	KAYSERI	352-222-4528	352-232-1069
39	KONYA	332-353-4850	332-353-0546
40	KOZAN	322-515-8466	322-515-8466
41	KUSADAS	256-612-5763	256-614-5393

42	KORFEZ	262-527-7888	262-527-8603
43	MARMARIS	252-417-0469	252-417-0483
44	MENEMEN	232-832-1021	232-832-1634
45	MILAS	252-512-1118	252-512-8999
46	MUGLA	252-214-1122	252-214-7121
47	NAZILLI	256-313-1678	256-315-6251
48	NIZIP	342-517-1011	342-512-1036
49	ODEMIS	232-543-1168	232-544-1630
50	POLATLI	312-623-1084	312-622-9552
51	SARAYKOY	258-415-1061	258-415-1061
52	SELCUK	232-892-7008	232-892-7009
53	SEREFLIKOCISAR	312-687-1152	312-687-7272
54	SEYDISEHIR	332-582-6788	332-582-0900
55	SOKE	256-518-1482	256-518-2331
56	SUSURLUK	266-865-4672	266-865-4673
57	TAVAS	258-613-1294	258-613-1294
58	TIRE	232-512-1079	232-512-5811
59	TORBALI	232-856-1334	232-856-8405
60	YAHYALI	352-611-3013	352-611-8968

자료원: Union of Chambers and Commodity Exchange of Turkey(TOBB)

## 5. 기타 투자 관련기관

### ■ 재무성 산하 외국인투자국

(GDFI, General Directorate for Foreign Investment)

- 전화: (90-312) 212-5877
- 팩스: (90-312) 212-5878
- 홈페이지: [www.investinturkey.gov.tr](http://www.investinturkey.gov.tr)

■ 외국인투자가협회(YASED, Foreign Investors Association of Turkey)

- 전화: (90-212) 272-5094
- 팩스: (90-212) 274-6664
- 홈페이지: [www.yased.org.tr](http://www.yased.org.tr)

■ 대외경제관계위원회(DEIK, Foreign Economic Relations Board)

- 전화: (90-212) 339-5000/270-4190
- 팩스: (90-212) 270-3092
- 홈페이지: [www.deik.org.tr](http://www.deik.org.tr)

■ 터키상공회의소연합(TOBB, The Unions of Chambers and Commodity Exchanges of Turkey)

- 전화: (90-312) 413-8000
- 팩스: (90-312) 418-3268
- 홈페이지: [www.tobb.org.tr](http://www.tobb.org.tr)

■ 중소기업개발청(KOSGEB, Small and Medium Industry Development Organization)

- 전화: (90-312) 32-5425
- 팩스: (90-312) 230-4430
- 홈페이지: [www.kosgeb.gov.tr](http://www.kosgeb.gov.tr)

## IV. 연락사무소 설립

### ■ 연락사무소 설립 절차

- 터키에 연락사무소를 설립하고자 하는 기업은 재무성에 설립 허가를 받아야 하며 설립 절차는 아래와 같음
  - 재무성 산하 외국인투자국(GDFI)에 설립 허가 요청
  - 승인 취득 후 1개월 이내에 세무서에 신고

### ※ 재무성 산하 외국인투자국(GDFI)

- |  |
|--|
| <ul style="list-style-type: none"><li>• 주소: Inonu Bulvari Emek 06510 Ankara</li><li>• 전화: (90-312) 212-5875</li><li>• 팩스: (90-312) 212-8916</li><li>• 홈페이지: <a href="http://www.investinturkey.gov.tr">www.investinturkey.gov.tr</a></li></ul> |
|--|

### ■ 설립허가를 얻기 위하여 제출해야 하는 서류는 아래와 같음

- 투자기업의 본국에 소재하는 터키 영사관으로부터 번역 및 공증을 받은 ‘Certificate of Activity(사업자 등록증 또는 영업활동 허가서)’ 원본
- 영업 보고서 또는 대차대조표와 손익계산서
- 투자기업의 터키 연락사무소 대표자에 대한 본사 승인서
- 연락사무소 설립을 법적으로 진행할 사람임을 승인하는 변호사 승인서

### ■ 연락사무소의 경우 일반 세금 및 고용인에 대한 소득세는 면제되나, 임차료 및 급여 지급에 따른 인지세는 부과됨

## V. 조세 제도

### 1. 세금별 종류 및 세율

세금명	세율
법인세	20%
거주기업으로 분류된 기업의 비용 지출에 대한 원천과세 (주식회사, 유한책임회사 등)	<ul style="list-style-type: none"> <li>• 배당금: 15%</li> <li>• 기업이 발행한 단기 국채 및 장기 국채에 대한 이자: 10%</li> <li>• 기업이 발행한 단기 일반채권 및 장기 일반채권에 대한 이자: 10%</li> <li>• 은행 예치금: 15%</li> <li>• 거래 은행에서 발생하는 이익 분배: 15%</li> <li>• 환매 약정: 15%</li> </ul>
비거주기업으로 분류된 기업의 비용 지출에 대한 원천과세 (지사 등)	<ul style="list-style-type: none"> <li>• 배당금: 15%</li> <li>• 기업이 발행한 단기 국채 및 장기 국채에 대한 이자: 0%</li> <li>• 기업이 발행한 단기 일반채권 및 장기 일반채권에 대한 이자: 0%</li> <li>• 특허 및 기술이전에 따른 로열티: 25% (기업세법에는 15%로 되어있으나, 내각에서 25%를 적용하기로 함)</li> <li>• 은행 예치금: 15%</li> <li>• 거래 은행에서 발생하는 이익 분배: 15%</li> <li>• 환매 약정: 15%</li> <li>• 전문직에 지불시: 22%(기업세법에는 15%로 되어 있으나, 내각에서 새로운 결정이 있을 때까지 25%를 적용하기로 함)</li> <li>• 임차료: 22%(기업세법에는 15%로 되어있으나, 내각에서 새로운 결정이 있을 때까지 25%를 적용하기로 함)</li> </ul>
부가가치세	<ul style="list-style-type: none"> <li>• 일반세율: 18% <ul style="list-style-type: none"> <li>- 농산물, 신문/잡지, 리스거래(자동차, 비행기 제외) 등: 1%</li> <li>- 식품, 극장/오페라 등 입장권, 교육 서비스 등: 8%</li> </ul> </li> </ul>
금융 및 보험 거래세	<ul style="list-style-type: none"> <li>• 일반세율: 5% <ul style="list-style-type: none"> <li>- 은행들 사이의 예치금 거래: 1%</li> <li>- 외환거래: 0.1%</li> </ul> </li> </ul>
인지세	<ul style="list-style-type: none"> <li>• 서명하는 문서에 따라 특별세 또는 종가세 부과 <ul style="list-style-type: none"> <li>예) 협정서: 0.75%</li> <li>입찰결정서: 0.45%</li> <li>급여지급서: 0.6%</li> </ul> </li> </ul>

특별 소비세	• 물건에 따라 특별세 또는 종가세 부과
개인 소득세	• 15~35%이며 누진과세 적용됨
기타 비용	<ul style="list-style-type: none"> <li>• 부동산세 <ul style="list-style-type: none"> <li>- 부동산 매매시: 1.5%</li> <li>- 부동산내 건설시: 1.5%</li> </ul> </li> </ul>

## 2. 세금별 신고 및 납부 마감

번호	세금명	신고 마감	납부 마감
1	법인세	회계연도 마감 후 4번째 달의 1~25일 사이	회계연도 마감 후 4번째 달 마지막까지 일괄 납부
2	개인소득세	회계연도 마감 후 3월 15일까지	3월에 확정된 금액을 3월과 7월에 걸쳐 동일한 비율로 분할납부
3	인지세	익월 20일까지	익월 26일까지
4	부가가치세	익월 20일까지	익월 26일까지
5	원천과세	익월 20일까지	익월 26일까지
6	특별소비세	품목별로 다름	-

## VI. 노무 관리

### 1. 임금

#### ■ 임금 수준

- 터키 정부는 최저임금 제도를 운영하고 있으며, 평균 인건비는 기업 및 직책에 따라 다름

<최저 임금(2007.7.1일부터 적용)>

연령 구분	Gross	Net
16세 이상	585.04리라 (450달러)	419.15리라 (323달러)
16세 이하	491.40리라 (37달러)	352.10리라 (271달러)

자료원: Basic Wage Determination Commission, Zaman

<평균 임금(2006년 4/4분기 기준)>

구분	금액
평균	1,376리라 (1,060달러)
공공분야	2,386리라 (1,836달러)
민간분야	1,290리라 (993달러)

자료원: 터키 통계청

- 임금의 경우 일반 노동자는 300~500달러, 엔지니어(중견기술자)는 800~1,400달러, 중간관리직은 1,900~3,500달러 수준을 보이고 있으며, 외국기업의 근로자는 터키 기업보다 높은 임금을 기대하는 경향이 있음

## ■ 퇴직금

- 고용주의 정당한 사유가 없는 해고나 근로자의 정당한 사유가 있는(남성의 경우 군복무, 여성의 경우 결혼) 퇴직의 경우 퇴직금을 지불해야 함
- 퇴직수당 지급액은 근속연수에 1개월치 임금을 곱한 금액에 근무연수에 따라 구직 기간 동안의 급여(최대 8주)를 합한 금액임

## 2. 근무 조건

### ■ 근무 시간

- 법정 근무시간은 주당 45시간이며, 양자간의 합의에 따라 하루 근무시간이 11시간을 넘지 않는 범위 내에서 요일별로 조정 가능함
- 주 45시간 이상의 근무는 초과근무로 인정하며, 초과근무 시간은 연간 270시간을 넘길 수 없음
- 초과 근무수당은 주중의 경우 50%, 일요일과 기타 휴일의 경우 100%를 지급함

### ■ 휴가

- 유급휴가는 근무연수가 1~5년일 경우 14일, 6~15년은 20일, 16년 이상은 26일이 보장되며, 출산휴가의 경우 총 16주(출산 전 8주 및 출산 후 8주)가 주어짐

### ■ 해고

- 해고 시 사전 통보가 있어야 함

<해고 시 사전 통보 기간>

근무기간	사전 통보 기간
6개월 미만	2주
6~18개월	4주
18~36개월	6주
3년 이상	8주

자료원: GDFI(General Directorate of Foreign Investment)

- 구직 기간 급여를 먼저 지급할 경우 사전 통보 없이 해고 가능함

### 3. 사회보장제도

- 고용주 및 고용인은 반드시 사회보장제(SSK: Social Security Schemes)를 납부해야 함
- 납부처: 사회보험국(Social Insurance Institution)

<사회보장제 구성 비율>

보험 종류	부담분		계
	고용주	고용인	
연금	11%	9%	20%
의료보험	6%	5%	11%
실업수당	2%	15	3%
산업재해 또는 직업병	1.5~7%	-	1.5~7%
출산	1%	-	1%
계(%)	21.5~27%	15%	36.5~42%

자료원: 외국인투자국(GDFI, General Directorate of Foreign Investment)

## **VII. 기타 정보**

### **1. 정부 부처**

#### **■ Foreign Affairs**

- 전화: (90-312) 292-1000
- 팩스: (90-312) 287-1683
- 홈페이지: [www.mfa.gov.tr](http://www.mfa.gov.tr)

#### **■ Finance**

- 전화: (90-312) 415-2821/2822
- 팩스: (90-312) 415-3306/3317
- 홈페이지: [www.maliye.gov.tr](http://www.maliye.gov.tr)

#### **■ Education**

- 전화: (90-312) 419-1410
- 팩스: (90-312) 425-5401
- 홈페이지: [www.meb.gov.tr](http://www.meb.gov.tr)

#### **■ Public Works and Settlements**

- 전화: (90-312) 418-6443
- 팩스: (90-312) 425-1288
- 홈페이지: [www.bayindirlik.gov.tr](http://www.bayindirlik.gov.tr)

#### **■ Health**

- 전화: (90-312) 435-6440
- 팩스: (90-312) 434-4449
- 홈페이지: [www.saglik.gov.tr](http://www.saglik.gov.tr)

## ■ Transportation

- 전화: (90-312) 550-1000
- 팩스: (90-312) 550-1313
- 홈페이지: [www.ulastirma.gov.tr](http://www.ulastirma.gov.tr)

## ■ Agriculture

- 전화: (90-312) 424-0580
- 팩스: (90-312) 417-7168
- 홈페이지: [www.tarim.gov.tr](http://www.tarim.gov.tr)

## ■ Labor and Social Security

- 전화: (90-312) 296-6854
- 팩스: (90-312) 223-6737
- 홈페이지: [www.calisma.gov.tr](http://www.calisma.gov.tr)

## ■ Industry and Trade

- 전화: (90-312) 286-0365
- 팩스: (90-312) 286-5325
- 홈페이지: [www.sanayi.gov.tr](http://www.sanayi.gov.tr)

## ■ Energy and Natural Resources

- 전화: (90-312) 212-6420
- 팩스: (90-312) 215-6586
- 홈페이지: [www.enerji.gov.tr](http://www.enerji.gov.tr)

## ■ Tourism

- 전화: (90-312) 215-1973
- 팩스: (90-312) 212-0255
- 홈페이지: [www.turizm.gov.tr](http://www.turizm.gov.tr)

## 2. 정부 기관

### 가. 무역 분야

#### ■ Undersecretariat of Foreign Trade

- 전화: (90-312) 204-7500
- 팩스: (90-312) 212-3784
- 홈페이지: [www.dtm.gov.tr](http://www.dtm.gov.tr)

#### ■ Undersecretariat of Customs

- 전화: (90-312) 310-3880
- 팩스: (90-312) 310-2214
- 홈페이지: [www.gumruk.gov.tr](http://www.gumruk.gov.tr)

#### ■ Export Promotion Union(IGEME)

- 전화: (90-312) 417-2223
- 팩스: (90-312) 417-2233
- 홈페이지: [www.igeme.gov.tr](http://www.igeme.gov.tr)

#### ■ EXIMBANK (Export Credit Bank of Turkey)

- 전화: (90-312) 417-1300
- 팩스: (90-312) 425-7896
- 홈페이지: [www.eximbank.gov.tr](http://www.eximbank.gov.tr)

### 나. 금융 및 재정분야

#### ■ Central Bank of Republic of Turkey

- 전화: (90-312) 310-3646
- 팩스: (90-312) 310-9115
- 홈페이지: [www.tcmb.gov.tr](http://www.tcmb.gov.tr)

■ Istanbul Stock Exchange(IMKB)

- 전화: (90-212) 298-2100
- 팩스: (90-212) 298-2500
- 홈페이지: [www.ise.gov.tr](http://www.ise.gov.tr)

■ Banking Regulation and Supervision Agency(BDDK)

- 전화: (90-312) 455-6500
- 팩스: (90-312) 424-0877
- 홈페이지: [www.bddk.org.tr](http://www.bddk.org.tr)

■ Capital Markets Board of Turkey(CMB)

- 전화: (90-312) 292-9090
- 팩스: (90-312) 292-9000
- 홈페이지: [www.cmb.gov.tr](http://www.cmb.gov.tr)

■ Turkish Derivatives Exchange

- 전화: (90-232) 481-1081
- 팩스: (90-232) 445-6185
- 홈페이지: [www.turdex.org.tr](http://www.turdex.org.tr)

다. 비즈니스 관련

■ Union of Chambers and Commodity Exchange of Turkey(TOBB)

- 전화: (90-312) 413-8000
- 팩스: (90-312) 418-3268
- 홈페이지: [www.tobb.org.tr](http://www.tobb.org.tr)

■ Turkish Industrialists' and Businessmen's Association(TUSIAD)

- 전화: (90-212) 249-1929/5448
- 팩스: (90-212) 293-3783
- 홈페이지: [www.tusiad.org.tr](http://www.tusiad.org.tr)

■ Turkish Exporters Assembly

- 전화: (90-212) 454-0200
- 팩스: (90-212) 454-0413
- 홈페이지: [www.tim.org.tr](http://www.tim.org.tr)

■ International Investors Association(YASED)

- 전화: (90-212) 272-5094
- 팩스: (90-212) 274-6664
- 홈페이지: [www.yased.org.tr](http://www.yased.org.tr)

■ Foreign Economic Relations Board(DEIK)

- 전화: (90-212) 339-5010 / 212-270-4190
- 팩스: (90-212) 270-3784
- 홈페이지: [www.deik.org.tr](http://www.deik.org.tr)

■ The Banks Association of Turkey(TBB)

- 전화: (90-212) 282-0973
- 팩스: (90-212) 282-0946
- 홈페이지: [www.tbb.org.tr](http://www.tbb.org.tr)

■ Turkish Participation Banks' Association

- 전화: (90-216) 651-9435~7
- 팩스: (90-216) 651-9439
- 홈페이지: [www.tkbb.org.tr](http://www.tkbb.org.tr)

■ Association of Turkish Travel Agencies(TURSAB)

- 전화: (90-212) 259-8404
- 팩스: (90-212) 259-0656, 236-3978
- 홈페이지: [www.tursab.org.tr](http://www.tursab.org.tr)

■ Union of Chambers of Engineers and Architects of Turkey(TMMOB)

- 전화: (90-312) 418-1275
- 팩스: (90-312) 417-4824
- 홈페이지: [www.tmmob.org.tr](http://www.tmmob.org.tr)

■ Union of Chambers of Certified Public Accountants of Turkey(TURMOB)

- 전화: (90-312) 232-5060
- 팩스: (90-312) 232-5073
- 홈페이지: [www.turmob.org.tr](http://www.turmob.org.tr)

### 3. 투자관련 주요 법률회사

■ Pekin & Pekin Int'l Law Firm

- 전화: (90-212) 313-3500
- 팩스: (90-212) 313-3535 / 212-313-3545
- 홈페이지: [www.pekin-pekin.com](http://www.pekin-pekin.com)
- 비고: 영어 가능

■ Pekin & Bayer Law Firm

- 전화: (90-212) 359-5700
- 팩스: (90-212) 359-5757
- 홈페이지: [www.pekin.com.tr](http://www.pekin.com.tr)
- 비고: 영어 가능

■ Bozat & Dokmeci Law Firm

- 전화: (90-212) 570-5358, 542-7065
- 팩스: (90-212) 542-0585
- 홈페이지: [www.bozat-dokmeci.av.tr](http://www.bozat-dokmeci.av.tr)
- 비고: 영어 가능

■ Yarsuvat Law Firm

- 전화: (90-212) 325-0000
- 팩스: (90-212) 268-4188, 279-7626
- 홈페이지: [www.yarsuvat.com](http://www.yarsuvat.com)
- 비고: 영어 가능

■ Sahin Law Firm

- 전화: (90-212) 251-6073
- 팩스: (90-212) 251-6073
- 홈페이지: [www.sahinlawfirm.com](http://www.sahinlawfirm.com)
- 비고: 영어 가능

## 국가 개요

- 국 명: 터키 공화국(Republic of Turkey)
- 면 적: 783,562km<sup>2</sup> (남한의 7.8배)
- 수 도: 앙카라(438만명)
- 주요도시: 이스탄불(1,158만명), 앙카라(438만명),  
이즈미르(373만명), 콘야(245만명),  
부르사(237만명)
- 인 구: 7,586만명 (2007.2월 기준)
- 민족구성: 터키계(87%), 쿠르드계(8%), Circassian(2.14%),  
아랍인(1.63%), 아르메니아인(5만명), 소수 유테인 등
- 언 어: 공용어 터키어, 쿠르드어, 아랍어
- 종 교: 이슬람교(99%, 다수가 수니파)
- 정부형태: 대통령제를 가미한 총리 중심의 내각책임제
- 화폐단위: 터키 리라(New Turkish Lira, YTL)
- 환 율: YTL 1.31 / US\$ 1 (2007.6.6일 기준)
- 기 후: 지중해성 기후(해안), 내륙성 기후(내륙)로 온화한  
편. 4계절이 뚜렷하며, 여름이 건기, 겨울이 우기
- 시 차: GMT + 2 (한국보다 6~7시간 늦음)

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## <부록> 투자 법령 및 관련 자료

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## **FOREIGN DIRECT INVESTMENT LAW**

**Law No. 4875**

**Date of Passage: 5 June, 2003**

**Date of Official Gazette: 17 June, 2003**

### **OBJECTIVE AND SCOPE**

**Article 1.** The objective of this Law is to regulate the principles to encourage foreign direct investments; to protect the rights of foreign investors; to define investment and investor in line with international standards; to establish a notification-based system for foreign direct investments rather than screening and approval; and to increase foreign direct investments through established policies. This Law establishes the treatment to be applied to foreign direct investments.

### **DEFINITIONS**

**Article 2.** The terms used in this Law shall have the following meanings:

**a) Foreign investor:**

- 1) Real persons who possess foreign nationality and Turkish nationals resident abroad, and
- 2) Foreign legal entities established under the laws of foreign countries and international institutions,

who make foreign direct investment in Turkey.

**b) Foreign direct investment:**

- i) Establishing a new company or branch of a foreign company by foreign investor,
- ii) Share acquisitions of a company established in Turkey (any percentage of shares acquired outside the stock exchange or 10 percent or more of the shares or voting power of a company acquired through the stock exchange)

by means of, but not limited to the following economic assets:

**1) Assets acquired from abroad by the foreign investor:**

- Capital in cash in the form of convertible currency bought and sold by the Central Bank of the Republic of Turkey,
- Stocks and bonds of foreign companies (excluding government bonds),
- Machinery and equipment,
- Industrial and intellectual property rights;

**2) Assets acquired from Turkey by foreign investor:**

- Reinvested earnings, revenues, financial claims, or any other investment-related rights of financial value,
- Commercial rights for the exploration and extraction of natural resources.

**c)The Undersecretariat:** The Undersecretariat of Treasury.

## **PRINCIPLES CONCERNING FOREIGN DIRECT INVESTMENTS**

### **Article 3.**

#### **a) Freedom to Invest and National Treatment**

Unless stipulated by international agreements and other special laws:

1. Foreign investors are free to make foreign direct investments in Turkey,
2. Foreign investors shall be subject to equal treatment with domestic investors.

#### **b) Expropriation and Nationalisation**

Foreign direct investments shall not be expropriated or nationalised, except for public interest and upon compensation in accordance with due process of law.

#### **c) Transfers**

Foreign investors can freely transfer abroad: net profits, dividends, proceeds from the sale or liquidation of all or any part of an investment, compensation payments, amounts arising from license, management and similar agreements, and reimbursements and interest payments arising from foreign loans through banks or special financial institutions.

#### **d) Access to Real Estate**

Companies may freely acquire real estate or limited rights in rem through a legal entity established or participated by foreign investors in Turkey, provided that such acquisitions are permitted for Turkish citizens.

#### **e) Dispute Settlement**

For the settlement of disputes arising from investment agreements subject to private law and investment disputes arising from public service concessions contracts and conditions which are concluded with foreign investors, foreign investors can apply either to the authorised local courts, or to national or international arbitration or other means of dispute settlement, provided that the conditions in the related regulations are fulfilled and the parties agree thereon.

#### **f) Valuation of Non-Cash Capital**

Non-cash capital is valued within the regulations of Turkish Commercial Law. In case that stocks and bonds of companies established abroad are used as foreign capital share of foreign investors, the values determined by the relevant authorities in the home country, or by the experts designated by the courts of the home country, or any other international institutions performing valuations will be accepted.

#### **g) Employment of Expatriates**

Work permits are issued by the Ministry of Labour and Social Security for foreign personnel to be employed in the companies, branches and entities established within the scope of this Law.

In accordance with the Article 23 of the Law on Work Permits for Foreigners No. 4817 dated 27 February 2003, the definition of the key personnel within the scope of the Regulation the companies and the entities with foreign capital which shall be in the context of the Regulation, and other special procedures and principles concerning the work permits of the key personnel will be determined in a Regulation to be prepared jointly by the Undersecretariat of Treasury and the Ministry of Labour and Social Security,

Provisions stipulated in Article 14, paragraph 1, sub-paragraph (b) of Law No. 4817 will not be applicable to those personnel to be employed within the context of this Regulation. The conditions under which the provisions stipulated in paragraph 1 of Article 13 of Law No. 4817 are to be applied to key foreign personnel employed will be specified in the Regulation.

#### **h) Liaison Offices**

The Undersecretariat is authorised to permit foreign companies established under the laws of foreign countries to open liaison offices, provided that they do not engage in commercial activities in Turkey.

### **DETERMINATION OF POLICIES AND DATA COLLECTION**

**Article 4.** Considering the objectives of the development plans and annual programs, the general economic status of the country, trends in international investments and the opinions of the relevant public institutions and private sector professional organisations, the Undersecretariat is authorised to determine the general framework of policies concerning foreign direct investments, and for this purpose to participate in the activities of other organisations. The consent of the Undersecretariat shall be taken before any amendment or enactment of a regulation related with foreign direct investments.

For the purpose of establishing and developing an information system related to foreign direct investments, the Undersecretariat is authorised to request statistical information concerning the investments from all public establishments and institutions and private sector professional organisations.

Foreign investors shall submit the statistical information on their investments according to the procedures and principles to be determined by a regulation to be enacted by the Undersecretariat. Such information cannot be used as evidence other than for statistical purposes.

### **OTHER PROVISIONS**

#### **Article 5.**

##### **a) Existing Companies with Foreign Capital**

The companies with foreign capital established pursuant to Law No. 6224 dated 18 January 1954 shall be subject to this Law, reserving their granted rights.

**b) Regulations**

The implementing principles for this Law will be determined in a regulation to be prepared by the Undersecretariat within one month following the publication of the Law.

**c) Repealed Provisions**

The Law for Encouragement of Foreign Capital No. 6224 dated 18 January 1954 is repealed.

The references made to Law No. 6224 in the legislation are considered as referring to the related provisions of this Law.

**d)** Any amendments concerning the articles of this Law can only be done by means of amending or appending provisions to this Law.

**PROVISIONAL ARTICLE 1.** The provisions of the decrees, communiqués and circulars in effect, which are in conformity with this Law, shall remain in force until new regulations for the implementation of this Law take effect.

**EFFECTIVENESS**

**Article 6.** This Law shall come into force on the date of its publication.

**ENFORCEMENT**

**Article 7.** The provisions of this Law shall be enforced by the Council of Ministers.

From Ministry of State:

## **Regulation for Implementation of Foreign Direct Investment Law**

### **PART I**

#### **Objective, Scope, Basis and Definitions**

##### **Objective and Scope**

**Article 1** – The objective of this Regulation is to designate the procedures and principles of the issues that are laid down within Foreign Direct Investment (FDI) Law No. 4875 dated 5 June 2003.

##### **Basis**

**Article 2** – This Regulation is prepared in accordance with Article 5, Paragraph (b) of FDI Law No. 4875.

##### **Definitions**

**Article 3** – With regard to the implementation of this Regulation;

“Undersecretariat” means, the Undersecretariat of Treasury,

“General Directorate” means, the General Directorate of Foreign Investment,

“Law” means, Foreign Direct Investment (FDI) Law No. 4875, dated 5 June 2003.

### **PART II**

#### **Data Requests**

##### **Statistical Data to be Provided from Authorities and Institutions**

**Article 4** - The Undersecretariat obtains FDI data through Data Sharing Protocols it will set up primarily with Central Bank of the Republic of Turkey, Capital Market Board, Ministry of Industry and Commerce, Ministry of Finance, The Union of Chambers and Commodity Exchanges of Turkey, Trade Registry Offices and other relevant public authorities and institutions and public professional organisations and NGOs, or through other procedures.

Within this framework, the relevant Trade Registry Offices shall send to the Undersecretariat;

- a) One copy of the “Company or Branch Office Establishment Declaration Form and Petition” to be filled by the relevant persons, at the phase of company or branch office establishment within the context of Law,
- b) One copy of the amendments in the articles of association of these companies, subject to registration and announcement,

- c) One copy of the “Register of Shareholders” or “Register of Attendants” submitted to the Trade Registry Offices by these companies.

#### Data to be Requested from Companies and Branch Offices

Article 5 - a) Companies and branch offices subject to the provisions of the Law shall submit to the General Directorate;

- 1) Information on their capitals and operations, in accordance with the “FDI Operations Data Form” given as Annex I of the Regulation, on annual basis, latest until the end of May every year,
- 2) Information on the payments made to their equity accounts, in accordance with the “FDI Capital Data Form” given as Annex II of the Regulation, within 1 month following the payment,
- 3) Information on share transfers made between current domestic or foreign shareholders or to any domestic or foreign investor outside the company, in accordance with the “FDI Share Transfer Data Form” given as Annex III of the Regulation, and latest within 1 month following the realization of the share transfer.

b) If domestic companies, which are not subject to the provisions of the Law; becomes subject to the provisions of the Law via,

- 1) Participation of a foreign investor in the company, or
- 2) Participation of a foreign investor who is not already a shareholder of the company during the capital increase of the company,

they shall submit the information on the share transfers, in accordance with the “FDI Share Transfer Data Form” given as Annex III of the Regulation, to the General Directorate latest within 1 month following the realization of the share transfer.

### PART III

#### Liaison offices

##### Establishment of Liaison Offices

**Article 6 –** The Undersecretariat is authorized to grant permits and extend such permits to companies established in accordance with the laws of foreign countries to open liaison offices in Turkey, provided that they do not carry out commercial activities in Turkey.

Applications for establishment and extension shall be finalized within 5 days following the application, provided that the necessary information / documents are complete and proper.

Applications of foreign companies to establish liaison offices so as to operate in sectors subject to special legislation, such as money and capital markets,

insurance, etc., will be assessed by authorities and institutions authorized by the relevant special legislation.

#### Application Documents

**Article 7 –** The following documents have to be submitted to the Undersecretariat for establishing a liaison office in Turkey:

- a) The original copy of the “Certificate of Activity” of the parent company approved by the relevant Turkish Consulate or approved in accordance with the provisions of the Convention Abolishing the Requirement of Legalisation for Foreign Public Documents, prepared on the basis of the Hague Conference on Private International Law,
- b) Operational report or balance sheet and income statement of the parent company,
- c) The original copy of the certificate of authority issued to the name of the person who is appointed to carry out the operations of the liaison office,
- d) The original copy of the power of attorney in case that another person will carry out the establishment transactions of the liaison office.

#### Provisions Regarding Liaison Office Operations

**Article 8 –** The following provisions govern the operations of liaison office:

- a) Liaison offices, having received their establishment permit, shall send a copy of the tax office registration document to the General Directorate latest within 1 month. Liaison offices shall notify the General Directorate of any change of address latest within 1 month.
- b) Liaison offices shall send the “Data Form for Liaison Office Activities” given as Annex IV of the Regulation, to the Undersecretariat every year latest until the end of May, so as to inform the Undersecretariat about their activities of the previous year. Documents certifying that the previous year’s expenses of the office have been covered by foreign currency transferred from abroad, have to be enclosed as well.
- c) Liaison offices are granted operation permits of 3 years at most. For extensions, successive extensions of maximum 3 years each may be granted by taking into consideration the activities of previous years and plans and objectives for the future.
- d) In the case that the liaison office terminates its activities, the “termination and examination of business note” to be received from the relevant tax office has to be submitted to the General Directorate. Liaison offices cannot claim any money transfer except the residue arising due to the termination and liquidation.
- e) The Undersecretariat might cancel the permits of liaison offices ascertained to have violated the legislation and shall notify the relevant authorities thereof.

## PART IV Miscellaneous Provisions

### Company Types

Article 9 – The companies, which can be established or participated by foreign investors are “companies” designated in the Turkish Commercial Code and “unincorporated partnerships” designated in the Turkish Code of Obligations.

Partnerships established through agreements under names such as ordinary partnerships, consortiums, business partnerships, joint ventures that do not conform to the explicit features of the company types designated in the Turkish Commercial Code are deemed unincorporated partnerships for the implementation of this Law.

### Turkish Citizens Residing Abroad

**Article 10** – Turkish Citizens certifying that they are residing abroad with the work or residence permits, are regarded as foreign investors with regard to the implementation of the Law.

### Changes in Data Forms

**Article 11** – The General Directorate is authorized to make any changes in the data forms annexed to this Regulation.

**Provisional Article 1** –The General Directorate is authorized to deal with the Investment Permit Certificates issued in accordance with the Law Concerning the Encouragement of Foreign Capital No: 6224 and Foreign Capital Framework Decree that was put into effect by Council of Ministers’ Decree No: 95/6990 on 7 June 1995 and the Communique concerning this Decree, until the investments involved are finalized and provided that the acquired rights are uphold.

### Effectiveness

**Article 12** – This Regulation will become effective on the date of its publication

### Enforcement

**Article 13** – The provisions of this Regulation will be enforced by the Ministry of State to which the Undersecretariat of Treasury is associated.

**From the Ministry of Industry and Trade:**

**Communique Concerning the Principles for the  
Establishment and Amendments in Articles of Associations of  
Joint Stock Companies and Limited Liability Companies  
(Domestic Trade 2003/3)\***

**Objective**

**Article 1** – The objective of this Communique is to stipulate the procedures and principles for the establishment of joint stock companies and limited liability companies and the amendments in their articles of association, in line with the amendments made in Turkish Commercial Code by Law 4884 that came into effect upon being published in the Official Gazette No.: 25141 on 17 June 2003.

**Basis**

**Article 2** – This Communique has been prepared in accordance with Article 274 of Turkish Commercial Code (TCC), Article 33 of Law 3143 and Article 2 of Law 4884.

**Joint Stock Companies**

**Article 3** – The minimum capital required for the establishment of a joint stock company should be at least YTL 50 000 and there should be at least 5 founding shareholders, unless stated otherwise in relevant special laws.

**A) Establishment Procedures**

The establishment steps of joint stock companies are as described below, without prejudice to the special provisions of TCC and Capital Markets Law for gradual establishment:

**a) The Preparation of the Articles of Association and its Notarization**

It is obligatory that the articles of association of the company contain the subjects stipulated in Article 279 of TCC, that it is in writing and that it is notarized after being signed by the founders.

Particularly, the following points have to be taken into account while preparing the articles of association:

**aa. Founders**

The names, last names and addresses of the founders, - and in case there are shareholders with foreign nationality, their nationalities- shall be listed in the articles of association.

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\* The amendments done with the Communique 2004/2 are inserted

#### **bb. Trade Name**

The trade name has to be determined in accordance with Article 45 of TCC so as to indicate the business activity of the company. The trade name shall contain the phrase “Anonim Şirket” (Joint Stock Company in Turkish). In case the trade name contains the name and last name of a real person, the phrase indicating the company type can not be abbreviated or displayed in symbols.

Since trade names of legal entities are protected all over Turkey, the designated trade name should not have been registered beforehand at any registry office.

The trade name shall not mislead third parties as to the size, importance or financial situation of the company, nor should be contrary to the facts and the public order.

The words “Türk, Türkiye, Cumhuriyet and Milli” (Turkish, Turkey, Republic and National) can only be used in trade names by a Decree of Council of Ministers approving a such usage.

The trade name shall be in Turkish. Any made-up names in the trade name shall also be in Turkish. However, the presence of foreign words in the trade name of a company may be permitted in cases where it is not contrary to the law or national, cultural and historical interests; the name or brand of the goods or services within the business activity of the company is in a foreign language or there is a foreign shareholder among the founders.

#### **cc. Headquarter**

Headquarter of the company shall be shown in the articles of association, as province and county. The open address of the company shall also be written therein. Accordingly, the article denoting the headquarter of the company shall read as;

“Headquarter of the company is located in..... Its open address is; .....In case of change of address, the new address has to be registered at the Trade Registry and announced in the Turkish Trade Registry Gazette. Any notification served to the registered and announced address is deemed to have been served to the company. In case the company leaves its registered and announced address and does not register its new address within the stipulated period, the case is considered as a cause for termination of the company.”

It is not obligatory to make an amendment in the articles of association for a change of address, if the new address is within the same registry district. However, an amendment is necessary if the new address is located at a registry center different than the previous one.

#### **dd. Objective and Field of Activity**

The field of activity in which the company is to operate shall not be one of those that have been prohibited by law in accordance with Article 271 of TCC.

A specific field of activity, at least on sectoral basis, in which the company will actually be operating should be written in the articles of association. The articles of association should not be written so as to cover all kinds of field of activity. Objectives and fields of activity that can be written in the articles of association are limited with the subject specified in the trade name of the company.

#### **ee. Capital**

The capital of the company should be minimum YTL 50 000.

In accordance with Articles 279 and 300 of TCC, it is obligatory that the capital amount, the nominal value of each share and the method and terms concerning the payment of the capital has to be specified in the articles of association.

Accordingly, without prejudice to the provisions of special laws, it shall be written in the capital clause of the articles of association of the company that the capital has been fully committed - free of any collusion - and that 1/4<sup>th</sup> of the cash capital has been fully paid up or that it will be paid up latest within three months following the establishment of the company, and that the remaining portion will be paid up latest within three years.

Capital clause of the articles of association of companies which are obligated by special laws for payment of the whole or a fraction larger than 1/4<sup>th</sup> of their capital in a certain period of time shall be prepared accordingly.

In case that any rights, movable and immovable assets are being subscribed as capital at company establishment stage, this commitment shall be fulfilled within three months following the registration date of the company. In case the goods and rights put in as capital are registered at a different registry (such as land registry office, registry of ships, traffic registry, industrial property registry), these shall be registered in the name of the company within three months following the registration date of the company,.

#### **b) The Registration of the Company at the Trade Registry and Announcement**

Within 15 days after the notarization of the articles of association, the company shall be registered at the Trade Registry of the place where the company headquarter is located in or associated with. The company becomes a legal entity by this registry. Items subject to announcement after registry shall be announced in the Trade Registry Gazette. ***Documents indicated in Annex 1 of this Communiqué shall be attached to the registration application.***

#### **B) Procedures for Amendment in Articles of Association**

The steps for amending the articles of association of joint stock companies, with the exception of those companies specified in Article 5 of the Communiqué, are described below:

##### **a) Board Resolution for Amendment in Articles of Association and the Preparation of the Amendment Text**

###### **aa. In General**

The board of directors resolves the amendments to be made in the articles of association, in compliance with the procedures and principles stipulated by the TCC and the articles of association; the amendment text is prepared so as to include the previous and new versions of the related article/s.

The texts (amendment texts) are signed by the company officials authorized to represent the company.

#### **bb. Increase of Capital**

With regard to the amendments to be made in articles of association relating to a capital increase, without prejudice to the provisions of special laws, it shall be written in the capital clause of the amended text that the previous capital has been fully paid up and that the capital increase has been fully committed - free of any collusion - and that 1/4<sup>th</sup> of the capital in cash has been fully paid up or that this portion capital increase will be paid up latest within three months following the registration of the capital increase and that the remaining portion will be paid up latest within three years.

Amendments in the capital clause of the articles of association of companies which are obligated by special laws for payment of the whole or a fraction larger than 1/4<sup>th</sup> of their capital increases in a certain period of time shall be arranged accordingly.

The amount of the capital of which is subscribed via capital increase and which is stated as "paid up" in the articles of association of the company shall be deposited in a company account opened at a bank or a private finance institution before the registration of the capital increase.

In case that any rights, movable and immovable assets are being subscribed for capital increase, this commitment shall be fulfilled within three months following the registration date of the capital increase. In case the goods and rights put in as capital are registered at a different registry (such as land registry office, registry of ships, traffic registry, industrial property registry), these shall be registered in the name of the company within three months following registration date of the capital increase.

#### **b) Review of Amendment in Articles of Association in Shareholders' Meeting and its Resolution**

In case the shareholders are summoned for a meeting for amendments in the articles of association, the amended text has to be announced and notified to the relevant persons together with the original text in accordance with Article 368 of TCC and the amendments in the articles of association have to be resolved in compliance with the principles stipulated by the law and the articles of association.

#### **c) Registry of Amendment in Articles of Association at the Trade Registry and its Announcement**

Amendments in the articles of association, with the exception of increase or reduction of capital have to be registered at the Trade Registry Office where the company headquarter is located, within 15 days following the shareholders' meeting, or if these

amendments violate the rights of preferential stockholders, within 15 days after the approval of the preferential stockholders. ***Documents indicated in Annex 2 of this Communiqué have to be attached to the registration application for the amendments in articles of association.***

Amendments in the articles of association for a reduction of capital shall be registered at the Trade Registry Office within 15 days after finalizing the transactions specified in Articles 397 and 398 of TCC following the resolution of the shareholders' meeting.

Amendments in the articles of association shall be registered at the Trade Registry Office within 15 days after finalizing the transactions in capital-in-cash increases, and within 15 days from the date of the shareholders' meeting in non-cash capital increases.

When the capital increase needs some other legal or administrative procedures due to its special legislation, the 15 days period begins after these procedures.

With the exception of publicly held joint stock companies, upon the subscription of the entire capital increase, a list prepared in accordance with the sample form given in **Annex 5** of this Communiqué, and duly signed by the company officials shall be announced in the Trade Registry Gazette together with the amendment texts, after the registration of the capital increase.

In case capital increase procedures can not be fulfilled, Trade Registry Office shall finalize the refund process to the relevant persons of the money which is deposited during the capital increase process on the account opened at a bank or a private finance institution on the behalf of the company and is subscribed for the capital shares before the registry.

## **Limited Liability Companies**

**Article 4-** The minimum capital required for the establishment of a limited liability company is YTL 5 000 unless stipulated otherwise in special laws concerned and there shall be at least 2 founding shareholders as real persons or legal entities. The number of shareholders can not be more than fifty.

### **A- Establishment Procedures**

The establishment steps of limited liability companies are described below:

#### **a) The Preparation of the Articles of Association and its Notarization**

It is obligatory that the articles of association of the company contain the subjects stipulated in Articles 506 and 511 of TCC, be in written form and the signatures of all founders be notarized.

##### **aa. Founders**

The names, last names and addresses of the founders, - and in case there are shareholders with foreign nationality, their nationalities- shall be listed in the articles of association.

#### **bb. Trade Name**

The trade name shall be determined in accordance with Article 45 of TCC so as to indicate the business activity of the company. It is obligatory that the trade name contain the phrase “Limited” (Limited Liability Company in Turkish). In case the trade name contains the name and last name of a real person, the phrase indicating the company type can not be abbreviated or displayed in symbols.

Since trade names of legal entities are protected all over Turkey, the designated trade name should not have been registered beforehand at any registry office.

The trade name shall not mislead third parties as to the size, importance or financial situation of the company, nor should contrary to the facts and the public order.

The words “Türk, Türkiye, Cumhuriyet and Milli” (Turkish, Turkey, Republic and National) can only be used in trade names by a Decree of Council of Ministers approving a such usage.

The trade name shall be in Turkish. Any made-up names in the trade name shall also be in Turkish. However, the presence of foreign words in the trade name of a company may be permitted in cases where it is not contrary to the law or national, cultural and historical interests; the name or brand of the goods or services within the business activity of the company is in a foreign language or there is a foreign shareholder among the founders.

#### **cc. Headquarter**

Headquarter of the company shall be shown in the articles of association, as province and county. The open address of the company shall also be written therein. Accordingly, the article denoting the headquarter of the company shall read as;

“Headquarter of the company is located in..... Its open address is; ..... In case of change of address, the new address has to be registered at the Trade Registry and announced in the Turkish Trade Registry Gazette. Any notification served to the registered and announced address is deemed to have been served to the company. In case the company leaves its registered and announced address and does not register its new address within the stipulated period, the case is considered as a cause for termination of the company.”

It is not obligatory to make an amendment in the articles of association for a change in address, if the new address is within the same registry district. However, an amendment is necessary if the new address is located at a registry center different than the previous one.

#### **dd. Objective and Field of Activity**

The field of activity in which the company is to operate shall not be one of those prohibited by law in accordance with Article 271 of TCC.

Limited liability companies can not deal in banking and insurance business.

A specific field of activity, at least on sectoral basis, in which the company will actually be operating should be written in the articles of association. The articles of association should not be written so as to cover all kinds of field of activity. Objectives and fields of activity that can be written in the articles of association are limited with the subject specified in the trade name of the company.

#### **ee. Capital**

The capital of the company should be minimum YTL 5 000. Capital amounts to be put in by shareholders can be of different amounts. However, the capital to be provided by shareholders should be at least YTL 25 or multiples of this.

In accordance with Articles 506 and 510 of TCC, it is obligatory that the capital amount, the nominal value of each share and the method and terms concerning the payment of the capital be specified in the articles of association.

Accordingly, without prejudice to the provisions of special laws, it must be written in the capital clause of the articles of association of the company that the capital has been fully committed - free of any collusion - and that 1/4<sup>th</sup> of the cash capital has been fully paid up or that it will be paid up latest within three months following the establishment of the company, and that the remaining portion will be paid up latest within three years.

Capital clause of the articles of association of companies which are obligated by special laws for payment of the whole or a fraction larger than 1/4<sup>th</sup> of their capital in a certain period of time shall be prepared accordingly.

In case that any rights, movable and immovable assets are being subscribed as capital at company establishment stage, this commitment shall be fulfilled within three months following the registration date of the company. In case the goods and rights put in as capital are registered at a different registry (such as land registry office, registry of ships, traffic registry, industrial property registry), these shall be registered in the name of the company within three months following the registration date of the company.

#### **b) The Registration of the Company at the Trade Registry and Announcement**

Within 15 days after the notarization of the articles of association, the company shall be registered at the Trade Registry of the place where the company headquarter is located in or associated with. The company becomes a legal entity by this registry. Items subject to announcement after registry shall be announced in the Trade Registry Gazette. ***Documents indicated in Annex 1 of this Communiqué shall be attached to the registration application.***

#### **B) Procedures for Amendment in Articles of Association**

The steps for amending the articles of association of limited liability companies are described below:

##### **a) Resolution of Board of Shareholders for Amendment in Articles of Association and the Preparation of the Amendment Text**

#### **aa. In General**

The board of shareholders resolves the amendments to be made in the articles of association, in compliance with the procedures and principles stipulated by the TCC and the articles of association; the amendment text is prepared so as to include the previous and new versions of the related article/s.

#### **bb. Increase of Capital**

With regard to the amendments to be made in articles of association relating to a capital increase, without prejudice to the provisions of special laws, it shall be written in the capital clause of the amended text that the previous capital has been fully paid up and the that capital increase has been fully committed - free of any collusion- and that 1/4<sup>th</sup> of the capital in cash has been fully paid up or that this portion capital increase will be paid up latest within three months following the registration of the capital increase and that the remaining portion will be paid up latest within three years.

Amendments in the capital clause of the articles of association of companies which are obligated by special laws for payment of the whole or a fraction larger than 1/4<sup>th</sup> of their capital increases in a certain period of time shall be arranged accordingly.

The amount of the capital of which is subscribed via capital increase and which is stated as "paid up" in the articles of association of the company has to be deposited in a company account opened at a bank or a private finance institution before the registration of the capital increase.

In case that any rights, movable and immovable assets are being subscribed for capital increase, this commitment shall be fulfilled within three months following the registration date of the capital increase. In case the goods and rights put in as capital are registered at a different registry (such as land registry office, registry of ships, traffic registry, industrial property registry), these shall be registered in the name of the company within three months following registration date of the capital increase.

#### **b) Registry of the Amendment in Articles of Association at the Trade Registry and its Announcement**

Amendments in the articles of association shall be registered at the Trade Registry Office where the company headquarter is located, within 15 days following the date of the resolution of board of shareholders. ***Documents indicated in Annex 2 of this Communiqué shall be attached to the registration application for the amendments in articles of association.***

Amendments in the articles of association for a reduction of capital shall be registered at the Trade Registry Office within 15 days after the completion of the transactions specified in Articles 397 and 398 of TCC.

In case capital increase procedures can not be fulfilled, Trade Registry Office shall finalize the refund process to the relevant persons of the money which is deposited

during the capital increase process on the account opened at a bank or a private finance institution on the behalf of the company and is subscribed for the capital shares before the registry.

### **Joint Stock Companies Subject to the Permit of the Ministry of Industry and Trade for Establishment and Amendment in Their Articles of Association:**

**Article 5 -** In accordance with article 273 of TCC as revised by Article 2 of Law 4884, establishment and amendments in articles of association of *banks, private finance institutions, insurance companies, financial leasing companies, factoring companies, holding companies, companies operating foreign currency buying and selling offices, companies dealing in public warehousing, publicly held companies subject to the Capital Markets Law, companies that are founders and operators of free zones* are subject to permission of the Ministry of Industry and Trade.

In order to establish a company of the type listed above, an application shall be made to the Ministry (General Directorate of Internal Trade) before registering at the Trade Registry Office, and for amendments in articles of association, before the shareholders' meeting at which the resolution for the amendments is to be taken; and the permit needs to be received thereof. Other transactions for the establishment of these companies and amendment in articles of association thereof will be carried out in accordance with the procedures and principles specified in Article 3 of this Communiqué.

### **Payment of the Capital in Cash**

**Article 6 -** Payments of shareholders regarding their cash subscription for the establishment or capital increase of the company shall be made to the accounts opened by the company at a bank or a private finance institution.

### **Repealed Provisions**

**Article 7-** Communiqué No: "Domestic Trade 1995/1" which was published in the Official Gazette No: 22373 on 13 August 1995 and all circulars authorizing the Provincial Industry and Trade Directorates for conclusion of the establishment transactions of joint stock companies and limited liability companies and the amendments in the articles of association thereof have been repealed.

### **Legislation in Effect**

**Article 9 –** Any issue not regulated by this Communiqué shall be subject to the provisions of Turkish Commercial Code and the Trade Registry Regulation.

### **Date of Effectiveness**

**Article 9-** This Communiqué comes into effect on the date it is published.

### **Execution**

**Article 10** – The provisions of this Communique will be executed by the Ministry of Industry and Trade.

## **ANNEX 1**

### **DOCUMENTS REQUIRED FOR THE ESTABLISHMENT PROCEDURES OF JOINT STOCK AND LIMITED LIABILITY COMPANIES**

- A-** Petition and form for company establishment notification, the sample of which is given in **Annex 4** of this Communiqué, duly filled in and signed by persons authorized to represent the company,
- B-** Notarized articles of association; one original and 2 copies,
- C-** Notarized signatures of persons authorized to represent the company together with the company trade name,
- D-** Letter of Commitment in accordance with Article 29 of the Trade Registry Regulation,
- E-** Bank receipt of the deposit made to the Consumers' Fund account, amounting to 0.04 percent of the company capital,
- F-** For joint stock companies specified in Article 5 of this Communiqué, the original letter of permission of the Ministry,
- G-** Certified copies of the Identification Documents and certificate of residences of the real person founders.

In addition to the ones listed above, the following documents shall be attached to the petition where necessary:

- For joint stock companies obligated to be established with paid-up capital due to the relevant special legislation and for companies obligated due to their articles of association for payment of capital at the establishment stage; receipt from the bank or the private finance institution certifying the capital payment.
- In case the company being established is to operate in fair and exposition business; documents certifying that the shareholders and officials who are authorized to represent the company but not being shareholders, have not been convicted of infamous crimes such as embezzlement, speculation, extortion, bribery, theft, swindling, forgery, abuse of confidence, fraudulent bankruptcy with the exception of negligent offenses, have gone to bankruptcy or insolvency agreement.
- In case joint stock company is being established by way of a change in kind, expert report of the assessment of the equity capital of the company and the related court decision for the expert assignment; in case limited liability company is being established by a way of change in kind, expert report of the equity capital of the company and the related court decision for the expert assignment or Sworn-in Certified Public Accountant (YMM) report.
- In case the company that changes kind is a collective or a commandite partnership; letter from the tax office that the shareholders of the company do not have any outstanding tax debts.

- In case there are any kinds of rights, movable and immovable assets to be put in as capital for a joint stock company to be established; expert report of the assessment of the value of these and the related court decision for expert assignment; in case there is any kinds of rights, movable and immovable assets to be put in as capital for a limited liability company to be established; expert report of the assessment of the value of these and the related court decision for expert assignment or Sworn-in Certified Public Accountant (YMM) report.
- In case there are any securities put in as capital for a company to be established; expert report of the assessment of the value of these and the related court decision for expert assignment or Sworn-in Certified Public Accountant (YMM) report.
- In case stocks of companies established overseas are being put in as capital by foreign shareholders; the original copy of the document issued by the institutions authorized for value assessment in accordance with the laws of the country of origin or experts assigned by the courts of the country of origin or by international rating companies, notarized by the related Turkish Consulate or in accordance with the provisions of the "Convention on the Abolishing the Requirement of Legalisation for Foreign Public Documents" prepared on the basis of the Hague Conference on International Private Law and its Turkish translation.
- In case there are any real persons with foreign citizenship among the founders of the company, the photocopy of his/her passport when presented together with the original passport itself or its notarized copy. In case the foreign shareholder(s) is a legal entity; original copy of Certificate of Business Activity issued by the chamber of industry and/or commerce the company registered at or by authorized courts, notarized by the Turkish Consulate or in accordance with the provisions of the "Convention on the Abolishing the Requirement of Legalisation for Foreign Public Documents" prepared on the basis of the Hague Conference on International Private Law and its and its notarized translation.
- In case the capital in kind is an immovable asset; letter from the land registry office that there is no restriction on the subject immovable; as for vehicles, letter from the related traffic office that there is no limitation for property transfer.
- In case there are any municipalities or such other local administrations or unions established by them are among the founders of the company to be established, a copy of the related Council of Ministers' Decree permitting their participation.
- In cases where Turkish citizens residing abroad apply at the Trade Registry Offices for investing, their work or residence permits, since these persons are treated as foreign investors in accordance with the Foreign Direct Investment Law No:4875.
- Registry certificate from the related chamber to accompany the reports prepared by occupational members licensed in accordance with Law No: 3568.

## **ANNEX 2**

### **DOCUMENTS REQUIRED FOR AMENDMENTS IN ARTICLES OF ASSOCIATION OF JOINT STOCK AND LIMITED LIABILITY COMPANIES**

- A-** Petition for registration bearing the company's trade name, signed by company officials,
- B-** Amendment text which has been approved by the shareholders' meeting in joint stock companies and by board of shareholders in limited liability companies, in 3 copies,
- C-** Minutes of the shareholders' meeting for joint stock companies and for limited liability companies having more than 20 shareholders; resolution of board of shareholders for limited liability companies having 20 or fewer shareholders,
- D-** For joint stock companies, list of participating shareholders at the shareholders' meeting,
- E-** Letter of the Ministry of Industry and Trade assigning commissioner for the shareholders' meeting for joint stock companies and limited liability companies having more than 20 shareholders,
- F-** For joint stock companies specified in Article 5 of this Communiqué, the original letter of permission from the Ministry.

In addition to the ones listed above, the following documents have to be attached to the petition where necessary:

- In case the resolution of the shareholders' meeting concerning the amendments in the articles of association may violate the rights of preferential stockholders; minutes of the special meeting of preferential stockholders and the list of the participating shareholders,
- In case there are holders of various types of shares with different preferences in joint stock companies; in addition to the resolution of the shareholders' meeting for amendments in the articles of association for a capital increase, minutes of every special meeting made by the holders of every different type of share and the relevant list of the participating shareholders,
- For amendments in articles of association for a capital increase; report of a Sworn-in Certified Public Accountant (YMM) or a Certified Public Accountant (SMMM) in accordance with the form given in **Annex 3** of this Communiqué, certifying that the previous capital has been fully paid up,
- In case the capital increase of joint stock company is being made by capital kind or by acquisition of another company, expert report of value of these and the related court decision for expert assignment; in case the capital increase of limited liability company is being made by capital kind or by transfer of another company, expert report of the value of these and the related court decision for expert assignment or Sworn-in Certified Public Accountant (YMM) report.

- In case the capital increase is being made by way of supplementing shareholders' credits from the company; expert report of the assessment made to ascertain these and the related court decision for expert assignment or Sworn-in Certified Public Accountant (YMM) report or a Certified Public Accountant (SMMM),
- In case the capital in kind is an immovable asset; letter from the land registry office that there is no restriction on the subject immovable; as for vehicles, letter from the related traffic office that there is no limitation for property transfer,
- In case the capital increase is being made by way of depositing in stocks or supplementing revaluation reserves, revaluation reserves from participations, cost revaluation reserve, participations' shares or proceeds from sales of fixed assets; report of a Sworn-in Certified Public Accountant (YMM) ascertaining these,
- In case the capital increase is being made by foreign shareholder depositing in the stocks of companies established in foreign countries; the original copy of the document issued by the institutions authorized for value assessment in accordance with the laws of the country of origin or experts assigned by the courts of the country of origin or by international rating companies, notarized by the Turkish Consulate or notarized in accordance with the provisions of the "Convention on the Abolishing the Requirement of Legalisation for Foreign Public Documents" prepared on the basis of the Hague Conference on International Private Law and its and its notarized translation.
- In case the capital increase is being made by way of supplementing the extraordinary reserves and undistributed profits to the company capital, report of Sworn-in Certified Public Accountant (YMM) or Certified Public Accountant (SMMM) ascertaining these,
- In case the company capital is to be reduced, expert report prepared by three experts ascertaining that the company assets cover the receivables of the company creditors and the related court decision for expert assignment,
- In cases where Turkish citizens residing abroad apply at the Trade Registry Offices for investing, their work or residence permits, since these persons are treated as foreign investors in accordance with the Foreign Direct Investment Law No:4875.
- Registry outline from the related chamber to accompany reports prepared by occupational members licensed in accordance with Law No: 3568.

## **ANNEX 3**

.....(SWORN-IN PUBLIC (YMM)/ CERTIFIED PUBLIC (SMMM))  
**ACCOUNTANT REPORT VERIFYING THAT THE CAPITAL HAS BEEN FULLY PAID UP**

**Date and No. of the Report:**

### **1- INFORMATION ABOUT THE ..... PUBLIC ACCOUNTANT ASCERTAINED THE VALUE OF THE COMPANY**

Name of the company the public  
accountant is working for :  
Name and Last Name :  
Registered Occupational Chamber :  
Work Address and Phone No. :  
License No. :

### **2- INFORMATION ABOUT THE COMPANY BEING ASCERTAINED**

Trade Name :  
Address :  
Capital :  
Previous Capital :

### **3- INFORMATION REGARDING THE ENDORSEMENT OF THE PREVIOUS LEGAL BOOKS AND LEDGERS**

a) Books and ledgers belonging to the year of approval

<u>Year</u>	<u>Book Type</u>	<u>Notary</u>	<u>Date &amp; No.</u>
.....	.....	.....	.....

b) Books and ledgers belonging to the year of capital payment

<u>Year</u>	<u>Book Type</u>	<u>Notary</u>	<u>Date &amp; No.</u>
.....	.....	.....	.....

### **4- DOCUMENTS CERTIFYING THAT THE CAPITAL HAS BEEN FULLY PAID UP (Regarding the portion of capital between the current capital and the previous capital)**

A) Dates of Capital in Cash Payments Journal Items

.....

B) Dates of Capital In Kind Payments Journal Items

.....

C) Date of Registration of the capital in kind, on behalf of the company in the related registry:

.....

### **5- EXAMINATIONS MADE**

- A) Information concerning the calculation of the equity capital and whether the capital keeps its existence
- B) Information concerning whether the debts of shareholders arising from their capital commitments in order to debit these once more by way of crediting entry to another account, following the entries concerning the payment of capital commitments by the shareholders.

### **6- CONCLUSION**

**NAME & SURNAME  
SIGNATURE**

## **ANNEX 4**

### **COMPANY ESTABLISHMENT PETITION AND NOTIFICATION FORM**

TRADE NAME OF THE COMPANY/BRANCH OFFICE:			FIELD OF ACTIVITY:		
ADDRESS OF THE COMPANY/BRANCH OFFICE:					
Province Code:		Zip Code :			
Trade Registry No.:	Tax Office Name & Tax No.:	Date of Establishment:	Duration of the Company:	Phone No.:	Company Headquarter located at: (Province & County:)
<p style="text-align: center;"><b>CONSTITUENTS OF THE COMPANY'S CAPITAL (Billion)</b></p> <p>Capital in cash from abroad: YTL.....</p> <p>Domestic profits: YTL.....</p> <p>Domestic receivables: YTL.....</p> <p>1. Machinery &amp; equipment: YTL.....</p> <p>2. Stocks: YTL .....</p> <p>3. Industrial &amp; Intellectual Property: YTL.....</p> <p>4. Rights pertaining to the exploration and extraction of natural resources: YTL.....</p> <p>5.Others: YTL .....</p> <p style="text-align: right;">TOTAL CAPITAL IN KIND: YTL .....</p> <p>TOTAL CASH CAPITAL: YTL .....</p>					<p>Capital: YTL.....</p> <p>Value of each share (YTL.....)</p>

#### **FOUNDERS AND THEIR FUNCTIONS IN THE COMPANY ORGANS**

Name, Last Name/ Title & Address	Citizenship	Tax ID No.	Citizenship ID No. Passport No. of Foreign Shareholder	Capital amount	Board	Auditor	Manager of Limited Liability Company	Proxy of Foreign Company at Branch Office

#### **FOUNDERS AND THEIR FUNCTIONS IN THE COMPANY ORGANS**

Name, Last Name/ Title & Address	Citizenship	Tax ID No.	Citizenship ID No. Passport No. of Foreign Shareholder	Capital amount	Board	Auditor	Manager of Limited Liability Company	Proxy of Foreign Company at Branch Office


INFORMATION REGARDING WORKPLACE			
<b>NUMBER OF WORKERS TO BE EMPLOYED</b>	<b>DATE OF INITIATION OF EMPLOYMENT</b>	1 <sup>st</sup> Workplace: Number of workers employed at minimum wage: Number of other workers employed: <span style="float: right;">TOTAL :</span>	
		2 <sup>nd</sup> Workplace: Number of workers employed at minimum wage: Number of other workers employed: <span style="float: right;">TOTAL :</span>	
CASE THE WORKPLACE DOES NOT BELONG TO THE EMPLOYER:		1 <sup>st</sup> Workplace:	2 <sup>nd</sup> Workplace:
BASE AMOUNT OF THE WORK PLACE			
E OPRIETOR'S	Name & Last Name		
	Tax ID No. (if any):		
	Address:		

OBLIGATION TYPE									
ALL BE MARKED BY THE TAXPAYER					WILL BE FILLED IN BY THE TAX OFFICE				
TAX KIND					TAX CODE		OBLIGATOR	DATE OF INITIATION OF THE OBLIGATION	
CORPORATE TAX					0	0	1	0	
PROVISIONAL CORPORATE TAX					0	0	3	3	
VALUE ADDED TAX				Monthly <input type="checkbox"/>	0	0	1	5	
				Quarterly <input type="checkbox"/>					
INCOME TAX WITHHOLDING				Monthly <input type="checkbox"/>	0	0	0	3	
				Quarterly <input type="checkbox"/>					
				Other <input type="checkbox"/>					
CORPORATE TAX WITHHOLDING (Corporate Tax Law. Art. 24)					0	0	1	1	
CAMP DUTY					0	0	4	0	
BANK AND INSURANCE TRANSACTIONS TAX					0	0	2	1	

CERTIFIED GENERAL (SM)/ CERTIFIED PUBLIC (SMMM)/ SWORN-IN CERTIFIED PUBLIC (YMM)ACCOUNTANT / LAWYER INFORMATION	
Name & Last Name	
Tax ID No.	

Registered Tax Office	
Registered Chamber	
Chamber Registry No.	
Date of Contract	
No. of Contract	
Signature	
Stamp/ Seal	

I hereby certify as the legal proxy of .....(company's trade name) ..... that the above information is true and request the establishment of ..... tax liability amongst the tax categories I have marked in this notification form as of ...../.../....

**THE AUTHORIZED COMPANY REPRESENTATIVE'S**

Name & Last Name:

Work ID No.:

Signature:

We hereby certify that the information covered by this form conform to the documents presented by the taxpayer.

**CERTIFYING TRADE REGISTRY OFFICER**

Name & Last Name:

Title:

Signature:

Date: ... /... /...

**ANNEX 5**

NAME OF THE COMPANY  
ADDRESS  
REGISTERED OFFICE  
PREVIOUS CAPITAL  
CURRENT CAPITAL  
DATE OF SHAREHOLDERS' MEETING

:  
:  
:  
:  
:  
:  
:

SHAREHOLDERS PARTICIPATING IN THE CAPITAL INCREASE					
NAME & LAST NAME /TITLE	BEFORE CAPITAL INCREASE	AFTER CAPITAL INCREASE	IN THIS CAPITAL INCREASE		
			Subscribed Share Amount (YTL)	Amount Paid-up	Bank account No. to which the payment is made

above information is true.

We hereby attest that the

(Company Name)

.....

Board Chairman and the Board Members.

Names, last names and signatures of the

## ACTIVITY INFORMATION FORM FOR FDI

THIS FORM WILL BE SUBMITTED ANNUALLY TO  
GENERAL DIRECTORATE OF FOREIGN  
INVESTMENT UNTIL THE END OF MAY TOGETHER  
WITH BALANCE SHEET AND PROFIT/ LOSS  
STATEMENTS

ANNEX:1

### A.GENERAL INFORMATION ABOUT THE COMPANY

NAME OF THE COMPANY:		
ADDRESS:		
CITY:	DISTRICT:	POSTAL CODE:
PHONE:	FACSIMILE:	
E-MAIL:	WEB ADDRESS:	
Tax Office:	Tax Office Account No:	Trade Registration No:
Director/ General Director:		
Field of Activity (It will be selected from Annex 5- Code 4):		
Trademarks in Turkey:		
Trade names:		
Names of Subsidiaries/Affiliates in Turkey:		
Shares in Subsidiaries/Affiliates (%):		
Cities Where Branches Operate (if a branch exists):		

### B. PARTNERSHIP PROFILE

Name of Shareholders	Country	Share (%)	Equity (YTL)
I. Foreign Shareholders			
II. Local Shareholders*			
	Turkey		
	Turkey		
	Turkey		
Other Local Shareholders	Turkey		
III.Shares Listed in Istanbul Stock Exchange			
Total			

\* Names of the three biggest shareholders will be declared.

### INFORMATION ABOUT FOREIGN INVESTOR(S)\*\*

Name/ Company Name:	
Address Abroad:	
E-Mail:	
Internet Site:	
International Trademarks:	
Name and Country of Parent Company If the Investor is a TNC	

\*\*Additional tables will be prepared in case of two or more foreign shareholders.

ACTIVITY INFORMATION FORM FOR FDI

ANNEX:1(cont.)

THIS FORM WILL BE SUBMITTED ANNUALLY TO  
GENERAL DIRACTORATE OF FOREIGN  
INVESTMENT UNTIL THE END OF MAY TOGETHER  
WITH BALANCE SHEET AND PROFIT/LOSS  
STATEMENTS

TRANSFER OF PROFITS

Amount Transferred	
US \$ Equivalent of Transfer	
Country Transferred	
Date of Transfer	

LICENSES, KNOW-HOW, TECHNICAL ASSISTANCE, FRANCHISE AGREEMENTS AND TRANSFERS

Licensee	
Country of Licensee	
Subjects of Licensee (It will be selected from Annex 5-Code 4)	
Amount Transferred	
US \$ Equivalent of Transfer	
Country Transferred	
Date of Transfer	

FOREIGN TRADE\*\*\*

Exports of the Previous Year Made by Intermediary (US \$)	
Imports of the Previous Year Made by Intermediary (US \$)	

ACTIVITIES

Amount of Products/ Services (It will be selected from Annex 5- Code 4)
Value of Products/ Services (It will be selected from Annex 5- Code 4)

INVESTMENTS

Is there any investment that has been realized in the previous year?      Yes      ☐      No      ☐

If "Yes" please proceed below

Subject of the Investment (It will be selected from Annex 5- Code 4)
--

Type of Investment	New	<input type="checkbox"/>	Expansion	<input type="checkbox"/>	Other	<input type="checkbox"/>
--------------------	-----	--------------------------	-----------	--------------------------	-------	--------------------------

Amount of Investment (US \$)	
------------------------------	--

State Aids Benefited for this Investment (If exists, date and no of Incentive Certificate)	
--	--

Authorized Signature and  
Company Seal

\*\*\* Exports/ Import Realized by the Mediation of Foreign Trade Companies or Other Companies.

# FDI CAPITAL DATA FORM

ANNEX:2

THIS FORM WILL BE SUBMITTED TO GENERAL  
DIRECTORATE OF FOREIGN INVESTMENT IN  
**ONE MONTH UPON** PAYMENT TO EQUITY  
ACCOUNT.

NAME OF THE COMPANY:		
ADDRESS:		
CITY:	DISTRICT:	POSTAL CODE:
TELEPHONE:	FACSIMILE:	
E-MAIL:	WEB ADDRESS:	
TAX OFFICE:	TAX OFFICE ACCOUNT NO:	TRADE REGISTRATION NO:

## PAYMENTS BY FOREIGN SHAREHOLDERS TO EQUITY ACCOUNT\*

### I. In cash

Currency and Amount of Transferred Foreign Exchange	
Transferred Capital in TRL	
Country	
Date of Transfer	
Name of the Paying Foreign Shareholder	
Branch of the Bank Involved in Payment Transaction	

### II. Other than cash

	TRL	USD
Undistributed Profits		
Capital in Kind (Movable Goods/ Securities)		
Rights/ Receivables of Foreign Shareholder		
Funds		
Reserves		
Others (Pls. Explain)		
Date of Payment		
Name of the Paying Foreign Shareholder		

\* Additional tables will be prepared in case of two or more shareholders.

Authorized Signature and  
Company Seal

# FDI SHARE TRANSFER DATA FORM

## ANNEX 3:

THIS FORM WILL BE SUBMITTED TO GENERAL DIRECTORATE OF FOREIGN INVESTMENT IN ONE MONTH UPON TRANSFER OF SHARES

NAME OF THE COMPANY:		
ADDRESS:		
CITY:	DISTRICT:	POSTAL CODE:
PHONE:	FACSIMILE:	
E-MAIL:	WEB ADDRESS:	
TAX OFFICE:	TAX OFFICE ACCOUNT NO:	TRADE REGISTRATION NO:

### BEFORE TRANSFER OF SHARES

Shareholders	Country	Share (%)	Equity (YTL)
I.Foreign Shareholders			
II. Local Shareholders*			
	Turkey		
	Turkey		
	Turkey		
Other Local Shareholders	Turkey		
III.Shares in Istanbul Stock Exchange			
Total			

\*Name of the three biggest local shareholders will be imprinted.

### AFTER TRANSFER OF SHARES

Shareholders	Country	Share (%)	Equity (YTL)
I. Foreign Shareholders			
II. Local Shareholders**			
	Turkey		
	Turkey		
	Turkey		
Other Local Shareholders	Turkey		
III. Shares Istanbul Stock Exchange			
Total			

\*\* Name of the top three biggest local shareholders will be imprinted.

Amount of Transfer:	Date of Transfer:
---------------------	-------------------

### FORM OF PAYMENT\*\*\*

I. In Cash,	Currency and Amount of Transferred Foreign Exchange		
	Transferred Capital in TRL		
	Country		
	Date of Transfer		
	Branch of the Bank Involved in Payment Transaction		
II. Other than Cash,		TRL	USD
	Reinvested Earnings		
	Capital in Kind (Movables Goods/ Securities)		
	Rights/ Receivables of Foreign Shareholder		
	Others (Pls. Explain)		
	Date of Payment		
	Name of the Paying Foreign Shareholder		

\*\*\*Additional tables will be prepared in case of two or more shareholders.

# DATA FORM FOR LIAISON OFFICES ACTIVITIES

ANNEX:4

YEAR OF ACTIVITY:

THIS FORM WILL BE SUBMITTED EVERY YEAR  
TO GENERAL DIRECTORATE OF FOREIGN  
INVESTMENT UNTIL THE END OF MAY

## GENERAL INFORMATION

Information on Parent Company

Name of the Company	
Address	
Country	
Field of Activity (It will be selected from Annex 5-Code 4)	

Information on Liasion Office

Address		
Phone		
Facsimile		
E-Mail		
Tax Office		
Tax Registration Number		

Full name of the Representative

Date and Number of GDFI Permit		
Date of Starting Operation		
Total Number of Personnel	Foreign :	Local :

## ANNUAL ACTIVITIES

Amount of Foreign Exchange Transferred to Turkey\*

\* A list issued by banks showing the US \$ and YTL amounts, date and no of foreign exchange buying receipts for the foreign exchanges converted YTL in one year will be attached to this form.

### Annual Expenses

	US \$	YTL
Salaries		
Office		
Hosting		
Rent (incl. withholding tax)		
Others		
<b>Total</b>		

## OTHER INFORMATION

Please use additional pages to answer the following questions

What are the economic activities of the mother company in Turkey ? (importation, exportation, finance, ..etc.)
What are the activities of Liasion Office for representing the parent company ?
Please explain activities on research, auditing, quality control.
If extension is requested please explain reasons of request.