





ACK Law Office

## About Us

ACK Law Office specializes in Commercial and Corporate Law, Capital Market Law, Employment Law, Real Estate, Banking and Finance, and Criminal Law in Turkiye, and it provides legal services as a solution partner to natural and legal entities for their activities focused on Europe, Asia, and the Middle East. ACK serves as a guide, a legal representative for Turkish businesspeople engaged in activities in Turkiye and abroad, as well as foreign entrepreneurs realizing opportunities for investment in Turkiye.

Perceiving the demands of the actors in the world of business as a project and endeavoring to contribute to the management of all processes, ACK produces solutions within the framework of common opinions of experienced attorneys, consultants, experts, and colleagues in cooperation.

ACK knows the value of time and plays a significant role in solving legal problems via “reconciliation” before legal proceedings. Regularly following up and managing in favor of clients all the processes carried out with solution partners is the fundamental principle of ACK.

ACK is aware of the strategic location of Turkiye, which is in the center of the world, where the three continents Asia, Europe, and Africa converge. ACK is a solution center for foreigners willing to invest in Turkey and entrepreneurs who want to play an active role in the developing and changing market.



## *Main Areas of Practice*

Commercial, Corporate and M&A

Dispute Resolution

Capital Market Law

Banking and Finance Law

Real Estate Law

Employment Law

Criminal Law



## *Commercial, Corporate and M&A*

ACK Law Office provides a wide range of Commercial and Company Law legal services to national and international companies operating in different sectors. Our lawyers work in harmony with their clients, especially with corporate management and administrative staff, and render legal assistance in daily business operations along with long-time strategic business planning.

ACK has in-depth experience in preparing purchase and sale agreements, agency agreements, distribution agreements, marketing agreements, production agreements, goods supply agreements, licensing agreements, confidentiality agreements, subscription agreements, and advertising agreements in the most beneficial way for its clients. Furthermore, ACK works with its corporate clients in line with the needs and demands throughout the most significant changes of corporations, such as partnership agreements, acquisition of a company, and managerial changes. Our lawyers, also offer legal services that cover the whole operation of signing nondisclosure agreements, negotiation meetings between local and foreign parties, handling due diligence processes, drafting, reviewing, and signing partnership share transfer agreements.

ACK provides legal services regarding shareholding agreements, internal regulations, assignments of authorized signatories and management structure of the corporations, and restructuring of the corporations. Our team has extensive experience in having ordinary and extraordinary meetings with public companies.

# Our Experiences

- Practiced managing the restructuring and partial spin-off processes of one of the leading holdings in Turkiye.
- Practiced the electronic general assembly processes of publicly traded companies, executed amendments in the articles of association such as capital increase obtained the necessary approvals from the CMB regarding these transactions, and fulfilled registration procedures regarding the relevant transactions.
- Practiced the general assembly processes of Turkiye's leading insurance companies, advised amendments in the articles of association such as capital increase, Insurance, and Pension Regulation and Supervision Board, and obtained the necessary approvals from the Ministry of Commerce, performed the registration procedures regarding such transactions.
- Practicing periodic legal reviews based on independent audit reports of public companies.

- Practiced transfer of control stock of public companies, execution of legal review processes of companies in this direction, and completion of share transfer transactions by preparing share transfer, partnership, and related agreements.
- Practiced the acquisition process of a Turkish company operating in the Galvanization and Steel industry by a German company.
- Practiced leasing processes and preparation of commercial lease agreements for one of the leading companies in the retail industry.
- Practiced preparation of purchase and sale of domestic and international goods, franchise, manufacturing, maintenance, repair, e-commerce and marketplace agreements, consultancy, transportation, and other essential contracts, and provided daily consultancy services to companies from different sectors.

# Key Contacts



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## *Dispute Resolution*

ACK Law Office provides legal services in commercial litigation and alternative dispute resolutions with a competent and accomplished litigation team. Our litigation team renders its services of professional legal consultancy to its clients by solving their problems in the most efficient and proactive ways possible in corporate law and Turkish law practice.

Our team represents our clients effectively in different cases and disputes related to almost every area of commercial law. Our team has handled commercial disputes and trials for decades, mainly representing clients in disputes between shareholders, disputes regarding general meetings of shareholders, and board of directors, cases of breach of commercial contracts, liability cases, etc.

Our lawyers represent our clients in complicated and comprehensive cases and disputes. Our team has an outstanding reputation for resolving disputes by managing the entire process with a well-ordered plan. Furthermore, our team helps and represents our clients by recognizing and enforcing foreign judgments and arbitral awards.

# Our Experiences

- Enforced the concordat process of a construction company with assets worth 2.5 billion TL.
- Represented clients in compensation cases filed by the Capital Markets Board against the directors of a publicly-traded company.
- Practiced negative declaratory actions regarding negotiable instruments with a total value exceeding 65 million TL.
- Practiced resolving the dispute between the controlling shareholders of a publicly-traded company over the ownership of shares worth more than 100 million Turkish Liras, with a lawsuit for the correction of the stock ledger.
- Practiced execution of the lawsuit filed for the cancellation of the administrative action regarding the obligation of 300 million Turkish Liras worth of mandatory tender offer brought to the controlling shareholder of a publicly-traded company.
- Represented the client in a lawsuit worth 40 million TL filed against a metropolitan municipality for compensation for the damage caused by the breach of the contract.

- Represented the client in the lawsuit worth 60 million Turkish liras filed with a claim for compensation.
- Representing an affiliated company of a publicly-traded company in a lawsuit worth 8 million TL arising from the share transfer.
- Representing the client company in more than 2000 files arising from consumer law with a total value exceeding 2 billion TL.
- Prosecuting actions for the annulment of the general assembly resolutions or calling the general assembly on behalf of the shareholders of the company.
- Representing the client for the action of an annulment case worth 80 million TL filed by one of the leading cooperatives in Turkiye.
- Representing the client in a lawsuit worth 17 million Turkish Liras arising from the consulting service agreement.

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## *Capital Market Law*

ACK has in-depth knowledge and experience in Capital Market Law. In line with its clients' crucial needs, our team is in continuous touch with Capital Market Board, Central Registry Agency, Banking Regulation and Supervision Agency, and intermediary institutions. Our team is experienced in legal counseling of investment services and activities and legal guidance for compliance with Capital Market Law. ACK Law Office also assists with initial (IPO) and secondary public offerings, issuing public bonds, mandatory bids, handling all Capital Market regulation processes, regularly making Public Disclosure Platform announcements, applying for paid-up capital increase and allocated capital increase, obtaining necessary permits, and ensuring stock market quotations.

Our team regularly keeps up with amendments and changes in regulations and practices of the Competition Board, Banking Regulation and Supervision Agency, and many other regulatory authorities. ACK Law Office has been offering consulting services for issuers, intermediary institutions, and regulatory authorities in the awareness of basic concerns for both sides. Moreover, ACK provides service for its clients on penal and administrative sanctions applied by Capital Market Board.



# Our Experiences

- Practiced the mandatory tender offer processes arising from the Capital Market legislation as a result of the change in the controlling shareholding structure of public companies.
- Provided legal consultancy for transferring a publicly traded company from the watchlist market to the secondary and afterward to the primary market and conducting the market change process.
- Practiced the procedure of converting the non-tradable shares of a publicly traded company into tradable shares.
- Applied the necessary exemption applications regarding the liabilities arising from the Capital Market legislation.
- Executed the lawsuits against the annulment of the administrative decisions by the Capital Markets Board related to the freeze on voting rights in clients' companies.

- Practiced the process of applications occurring from Material Transactions Communiqué, and voluntary tender offers to arise from communiqué on takeover bids.
- Provided legal consultancy regarding capital market transactions of publicly traded companies, making relevant applications, and practiced Public Disclosure Platform announcement.
- Filed administrative lawsuits and practiced the process of applications related to leasing and transfer of the real estate of a publicly traded company subject to Material Transactions Communiqué.
- Executed lawsuits for the annulment of administrative sanctions, and fines issued against client companies by the Capital Markets Board.

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## *Banking and Finance Law*

ACK Law Office has taken an active role in banking law from the past to the present and has gained an extensive experience, knowledge, and reputation in this field by executing the liquidation processes of many large banks during deep banking crises. Banking Law has become one of the main areas of activity of ACK with over 30 years of experience.

In line with the needs of the clients', ACK mainly took part in the borrower parties and provided services in project and asset financing, loan structuring, refinancing, export credit disbursement, and assignment of loan files. Since its establishment, ACK has provided legal consultancy services to many banks, asset management companies, and financial institutions, on the creditor party.

ACK Law Office has experience in bank liquidation and acquisition transactions, as well as providing services with its experienced lawyers regarding transactions to implement before the BRSA and SDIF.

# Our Experiences

- Performed the liquidation procedures of banks before the Savings Deposit Insurance Fund of Turkiye and prepared the relevant contracts, and represented the bank's controlling shareholders.
- Prepared financing contracts for a real estate development project between one of Turkiye's leading cooperatives, a public bank, and a construction company and arranged the settlement of around 90 million dollars of debt with the proceeds from the project.
- Represented a public company to refinance the loan before a Dubai-based credit institution.
- Provided consultancy services to a publicly traded company regarding the loan restructuring worth 80 million euros before a German bank.

- Provided consultancy services to the client company regarding the assignment of the company's debt arising from the loan agreement transferred to the asset management company worth 9 million Euros.
- Prepared a loan agreement, share pledge agreement, and mortgage agreements for a client company's loan from a Turkish bank and represented the company during the process.
- Performed the restructuring processes worth 250 million dollars before 14 banks based in Turkiye for the client company operating in the construction sector.
- Provided consultancy services to a public company to refinance a loan worth about 12 million Euros withdrawn from a Turkish bank.

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## *Real Estate Law*

Real estate and construction are the leading sectors and have vital importance in the economy of Turkiye. Mega projects in Turkiye attracts local and foreign investors therefore Turkiye-based construction companies and developers run business all over the world. ACK Law Office has a wide range of knowledge in preparing contracts and developing and realizing projects in many different areas and sectors. Our team assists our clients from large-scale housing projects to tourism facility projects. ACK practices and plays a significant role in many successful projects in real estate with its solution-oriented approach. Our lawyers handle inconvenient processes that take an extended period on behalf of our clients and are experienced in the FIDIC contract.

ACK represents its clients effectively in complex businesses and processes such as shopping malls and infrastructure projects and provides legal services to its clients along with tendering and zoning processes. ACK Law Office has produced solutions for many controversial real estates that have emerged as a result of zoning plan changes, inheritance, or cadastral regulations that have become chronic over the years and awaiting solutions.

# Our Experiences

- Practiced legal consultancy services in the preparation of all legal contracts; mostly project financing and contractor agreements for the mixed-use development project including residential houses, offices, a shopping mall, and a hotel constructed by the two leading construction companies in Turkiye.
- Provided consultancy on the preparation of real estate development projects and advised financial modeling and revenue sharing models for one of the leading and well-established cooperatives in Turkiye.
- Prepared and reviewed many documents relating to purchase agreements, mortgage and title documents, and transfer documents on behalf of one of Turkey's leading companies.
- Advising clients about joint ownership, ensuring property taxes are up-to-date, and calculating what land transfer expenses are due upon closing, as well as any other tax implications.

- Advising the clients during the purchase of a property, assisting during notary procedures, completing title searches on the property, and handling the transfer of funds for the purchase.
- Providing legal consultancy services and solutions for the real estate disputes, such as chain of title, lot line problems, seized property, or other issues involving contracts.
- Assisting the buyer or seller clients during the closing procedures and legally supporting to ensure the transfer is legal, binding, and in the best interest of the client.
- Providing legal consultancy to a client's company for a residential project with a total area of 150 thousand square meters in Istanbul, advising on construction agreements in return for land share, preliminary contracts for sale, sub-contracts, supply contracts, health, and safety agreements, and consulting agreements.

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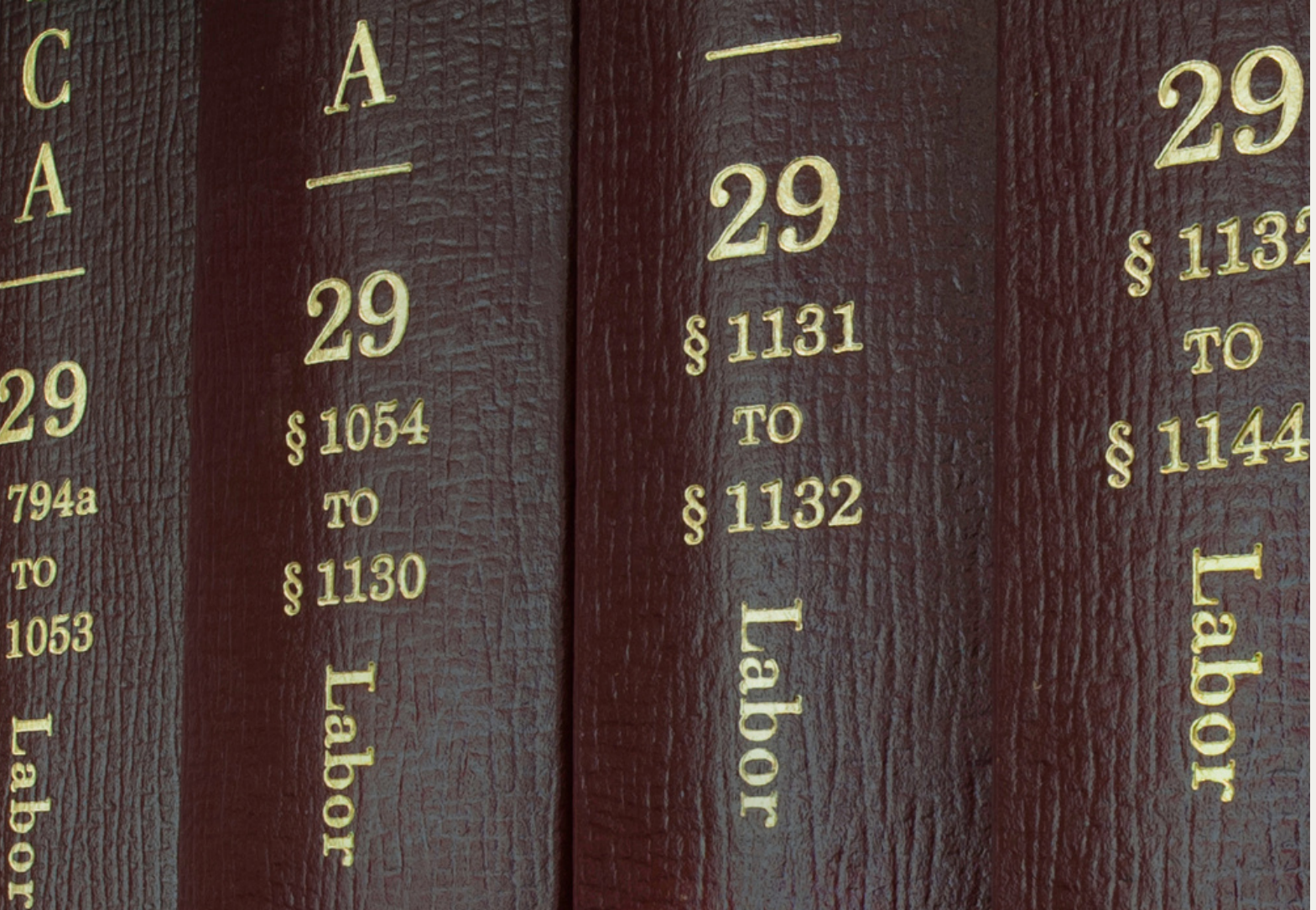
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## *Employment Law*

ACK is aware that Turkiye has considerable potential with its qualified labor force pool and developing local and regional economic growth. Additionally, Turkiye attracts attention by creating a labor force in various sectors. ACK Law Office provides legal services for both the employees and the employers at all stages of an employment contract from the negotiation of the contract to the termination. ACK Law Office has extensive experience representing employers in disputes arising from labor law.

Our team provides consultancy services to our clients in all areas of labor law, such as reemployment lawsuits, compensation claims, overtime and other wage claims, preparation of employment contracts, resolution of disputes arising from employment contracts, termination of employment contracts, a disciplinary process to apply to employees, action for correction of a period of service, determination of insurance and cases regarding the correcting of insurance records, participation in and negotiation of collective labor negotiations, the follow-up of the criminal and legal processes related to occupational accidents and diseases.

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# Our Experiences

- Prepared employment contracts for a client's company which is one of Turkiye's leading companies operating in the fields of construction, textile, and investment.
- Advised the clients on health and safety measures that must be taken according to regulations and provided legal support to the clients to eliminate the existing non-conformities.
- Represented clients in lawsuits filed with claims for reinstatement, severance and notice pay, overtime pay, and other guaranteed receivables for employees with a total worth 5 million TL.
- Settled nearly 200 employment disputes in the concordat process of one of Turkiye's leading construction companies and practiced mediation, arbitration, litigation, and execution of all legal processes regarding employment disputes.
- Performed the process of obtaining work permits for foreign employees and key personnel in Turkiye.

- Providing legal consultancy to human resources for the recruitment, dismissal processes, and disciplinary procedure to be applied to the employees.
- Advising the contractor clients on disputes with subcontract companies, prioritizing the alternative dispute resolution during the conflicts, and representing the client in the process of negotiations.
- Following the legal and criminal processes related to more workplace accidents and occupational diseases.
- Advising employees and employers on labor law matters, assisting clients on amendments to the legislation and regulatory amendments.
- Advising and preparing legal memorandums for foreign employers regarding foreign investment and work permit rules in Turkiye.

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## *Criminal Law*

ACK Law Office efficiently provides high-quality legal service to its clients with its expert and reliable team in Turkish Criminal Law. While ACK renders effective and comprehensive legal services to its clients both in the investigation and prosecution stages with its competent team members, ACK also receives legal support from former judges and prosecutors who have more than 35 years of experience in the field of criminal law. ACK Law Office uses its combined experience to deliver an effective, practical, and cost-effective defense from investigation through to trial, and if necessary to the appeal stage. Our mission is to provide our clients with the best practical advice and representation elaborately.

Company directors, partners, and employees may face different charges such as tax evasion, breach of faith, fraud, insider trading, speculation, concealed gain transfer, fraudulent bankruptcy, and irregularities in legal books, accounting records, and financial statements and reports. ACK Law Office provides effective and fast legal support to its clients with its experienced team in the aforementioned issues. ACK Law Office also frequently represents the company's side in cases where employees divulge trade secret information.



# Our Experiences

- Providing full legal service from the beginning of the investigation to the end of the prosecution stage for the white collar crimes arising from Capital Market Legislation, such as disguised profit transfer, falsification of financial information, fraudulent trades designed to inflate profits or hide losses in market fraud, illicit transactions designed to escape regulatory oversight, securities, and commodities fraud and failure to provide information and documents or undue, obstruction of auditing.
- Providing consultancy services for white-collar crimes arising from the Turkish Criminal Code and subject to investigation or lawsuits. Our lawyers have distinguished experience in the crime types such as forgery, fraud, bribery, fraudulent bankruptcy, and negligent bankruptcy filed against the managers of the client companies or on behalf of the clients.
- Representing our clients in the Tax Courts for cases including crimes of irregularity, tax fraud, and smuggling arising from the Tax Procedure Law. In addition, we provide professional advice and services regarding compliance with Tax Law.
- With considerable trial experience and negotiation skills, our team secures excellent results for our clients and maintains professionalism when solving cases at the pre-trial stage, limiting the damage with the minimum criminal charges.

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*Over 30 years of experience*

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*We Pursue the Whole*