

MUSINGS

Selection of Articles 2021-2023

Editors:

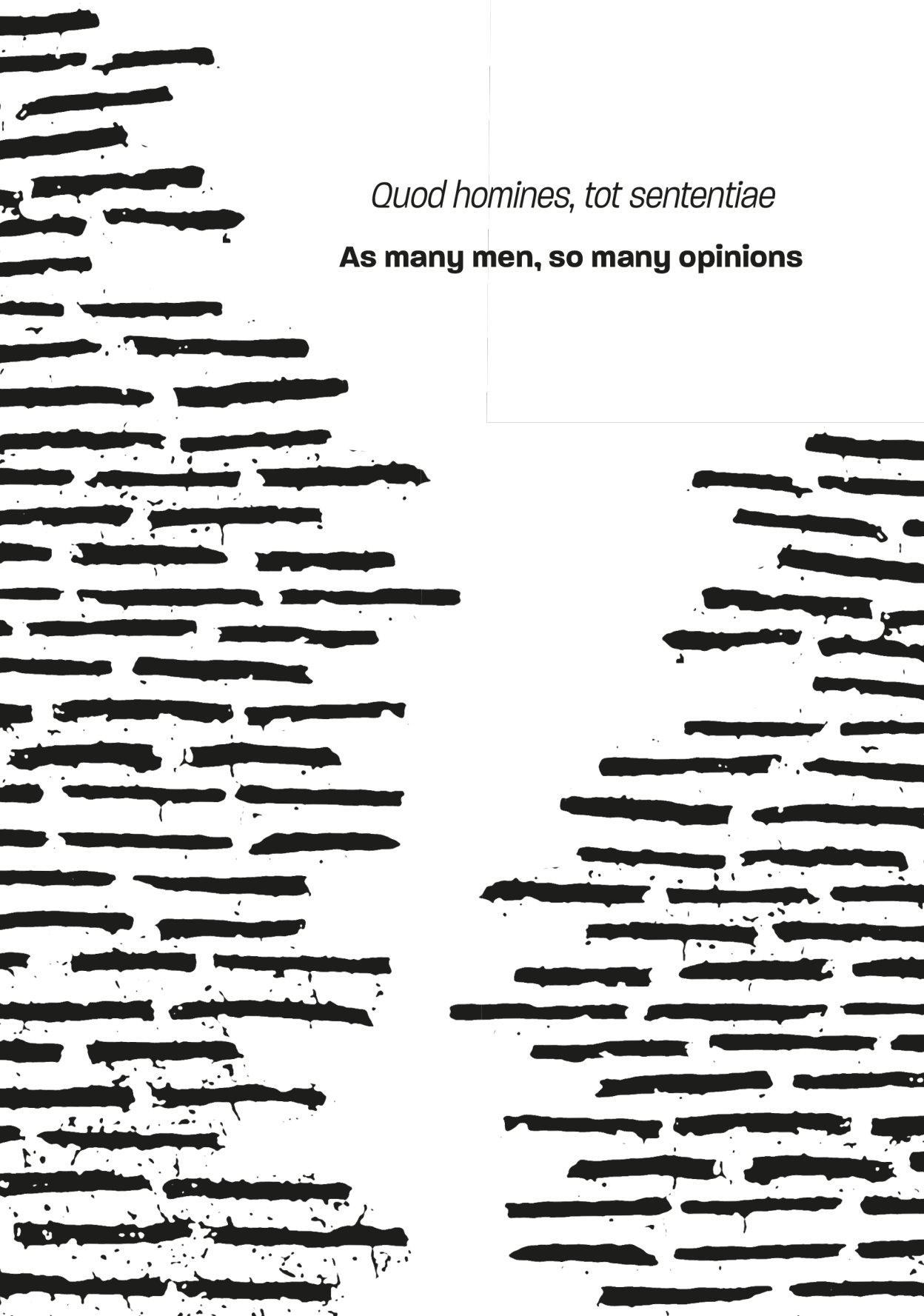
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Guleryuz Partners





Quod homines, tot sententiae

As many men, so many opinions

Foreword

Dear Reader,

We are delighted to share with you our thought leadership on diverse legal topics in this very first edition of Musings, which is a collaborative work of Güleriyüz Partners' team members.

The content of this book includes news, legal alerts, legal developments, and articles by Güleriyüz Partners in the years between 2021 and 2023, covering a wide array of practice areas, including Corporate and Mergers & Acquisitions, Banking, Finance and Capital Markets, Arbitration and Litigation, Energy and Governance, and IT and Technology. Some of these were also published by renowned platforms such as Harvard Business Review Türkiye, Bloomberg Businessweek, The Legal Industry Reviews, and CEE Legal Matters.

The content was selected diligently to provide you clear insight into current legal issues from a diverse perspective. Certain articles were updated, slightly revised, or merged for the purposes of this book, which was edited by our Partners, Dr. Zahide Altunbaş Sancak and Tarık Güleriyüz.

We are beyond grateful and would like to thank everyone, including our alumni, who put great effort and faith in the creation of this book. We have been always very proud of their collective efforts, talent, and out-of-box thinking.

We hope you enjoy reading it!

Yours sincerely,
Güleriyüz Partners

Abbreviations

AI	: Artificial Intelligence
AoA	: Articles of Association
Art	: Article
BaaS	: banking as a service
BGE	: Swiss Federal Court
BGH	: Bundesgerichtshof (The German Federal Court of Justice)
BRSA	: Banking Regulation and Supervision Agency
CBAM	: carbon border adjustment mechanism
CFAA	: US Computer Fraud and Abuse Act of 1986
CMB	: Capital Markets Board's
CMR	: Convention on the Contract for the International Carriage of Goods by Road
CSD	: Central Securities Depository
CSDDD	: Corporate Sustainability Due Diligence Directive
CSRD	: Corporate Sustainability Reporting Directive
CVCIC	: Communiqué on Venture Capital Investment Companies
e.g	: <i>exempli gratia</i>
EBITDA	: earnings before interest, taxes, depreciation, and amortization
EML	: Electricity Market Law No. 6446
EMRA	: Energy Market Regulatory Authority
ESOP	: Employee Stock Ownership Plan
ETS	: emissions trading system
EU	: European Union
FDI	: foreign direct investments

HD	: Civil Circuit (Turkish Court of Cassation)
HGK	: Assembly of Civil Circuits (Turkish Court of Cassation)
i.e	: id est
IAL	: International Arbitration Law No. 4686
IAL	: Enforcement and Bankruptcy Law No. 2004 EBL
ICMA	: International Capital Markets Association
KAP	: Public Disclosure Platform
M&A	: mergers and acquisitions
MTO	: mandatory tender offers
NCEO	: US National Center for Employee Ownership,
NFRD	: Non-Financial Reporting Directive
OFAC	: Office of Foreign Assets Control
PIL	: Private International Law and Procedure Act No.5718
PLTRA	: Product Reliability and Technical Regulations Act No. 7223
R&W	: representations and warranties
SPA	: share purchase agreement
TCC	: Turkish Commercial Code
TCO	: Turkish Code of Obligation
TCrC	: Turkish Criminal Code
TEIAS	: Türkiye Elektrik İletim A.Ş.
TL	: Turkish Lira
TÜRSAB	: Association of Turkish Travel Agencies
TUSIAD	: Turkish Industry and Business Association
UNSC	: United Nations Security Council
VAT	: Value Added Tax
VCIC(s)	: Venture Capital Investment Companies

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*Coming together is a beginning;
keeping together is progress;
working together is success.*

-Henry Ford







We, as Güleryüz Partners, are overjoyed to share this collection of our works from 2021 to 2023 under the cover of Musings that covers the main elements of the spectrum under which we provide our tailor-made services in such as Corporate and Mergers & Acquisitions, Banking, Finance and Capital Markets, Arbitration and Litigation, Energy and Governance, and IT and Technology. This collection is the embodiment of our innovative approach to law, encapsulating the dedication and intellectual exploration of our team members and alumni over many years.

Musings represents our commitment to make the sometimes-complex legal knowledge accessible and decipherable to all. By bringing together articles penned by our team members and alumni, this inaugural volume shares our insights and reflections on the legal landscape. We are proud of this initial compilation, which not only mirrors our *modus operandi* but also shows our continuing commitment to inform all in the interpretation and use of law by including sociological jurisprudence into our thoughts.

To many more volumes that will serve as a written testimony as to the law being a living, breathing thing and that more often than not, the law on the books varies heavily from the law in action....

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