

Merger Agreement

PARTIES

This Merger Agreement has been entered into by and between:

The Transferor Company

.....

The Transferee Company / Companies

.....

REQUIREMENTS OF MERGER

1. The Transferor Company from date of will take over all other company's assets and liabilities. The Transferee Company will be dissolution with merger according to article 451 of Turkish Commercial Act.
2. In this agreement, the article will have taken an attention which number of 451 in Turkish Commercial Law.
3. In this agreement, 5422 Nr. Code Corporate Tax Law's according to article 37 which has order in turnover of corporations and 3065 Nr. Code Value Added Tax according to article 17 which about exceptions.
4. After the dissolution's registration of The Transferee Company The Transferor Company will give a share which has same amount of merger's fortune to The Transferee Company's partners.
5. The Transferee Company and The Transferor will signed a merger declaration form in common from date of merger at the latest in days. They will give this merger declaration to tax administration and will add to merger balance sheet.
6. The Transferor Company will engage the payment of tax dues, which has been, accrue and will be accrue to tax administration with merger balance sheet.
7. The Transferee Company will give the merger balance sheet and profit and lost account to tax administration from date of merger in ... days.
8. If the partners gave guarantee and guaranty in provision to company's debts, the guarantee and guaranty won't finish until payments of debts.
9. The Transferor Company's authorized persons will inform the Transferee Company's demanders about merger with common according to 445 article of Turkish Commercial Act.
10. The Transferor Company and The Transferee Company's authorized persons will help each other.
11. The disputes of this agreement will solve by arbitration.

This merger contract regulates with 11 articles and has signed with parties in date of .../.../...

The Transferor Company

The Transferee Company