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Expertise

Services

## Advisory



At Marif we provide clients with a wide range of risk management and advisory services to protect their investments, projects, and day-to-day business operations.

Our primary strength is in dispute resolution, which gives us a deep understanding of the causes of disputes in the business world. This knowledge gives us a competitive advantage, allowing us to anticipate and identify potential risks our clients may encounter in their daily operations.

Our advisory services are designed to ensure full compliance with relevant laws and regulations, helping our clients avoid potential hazards and disputes. We draw from our extensive experience and unparalleled insight in dispute resolution to support our clients effectively.

### Core competencies:

#### 1. Drafting, reviewing and negotiating contracts

- Memorandum of understanding, letter of intent and non-disclosure agreements.
- Commercial contracts such as sales, lease, agency, franchising, distribution and licensing agreements.
- Shareholders and share purchase agreements.
- Joint venture and consortium agreements.
- Contracts specific to the construction industry such as concession, build-operate-transfer (BOT), build-operate (BO), transfer of operational rights (TOR), public-private sector partnerships (PPP), construction (including all types of FIDIC suit contracts), architectural and engineering design, consulting, supply and property management agreements.
- Contracts specific to the media and entertainment industry such as broadcasting agreements, content licensing and distribution agreements, service level agreements, playout and uplink services agreements,

advertising agreements, channel porting and platform services agreements, service provider agreements; talent, sponsorship, production, co-production, post-production, promotion and advertisement agreements.

- Employment contracts.
- Loan, surety, warranty and bank letters of guarantee.
- Consulting agreements.

## **2. Establishment of corporate vehicles**

- All forms of capital companies
- Joint ventures
- Consortiums
- SPVs
- Branches and liaison offices

## **3. Mergers & Acquisitions and corporate reorganisations**

- Spin-off, merger or demerger transactions
- Change of legal form (conversion)
- Liquidation
- Share and asset transfers

## **4. Corporate housekeeping**

- Drafting board of directors` resolutions and general assembly resolutions
- Convention of ordinary and extra ordinary general assembly meetings
- Appointment and discharge of directors
- Preparation of representation papers, specific power of attorney, signature circulars, by-laws and internal directives
- Keeping and periodic attestation of statutory company books via notary
- Handling all required legal procedures at all types of governmental bodies including the trade registries, notaries, municipalities and ministries

## **5. Compliance and regulatory**

- Drafting or adapting anti-bribery and anti-corruption policies
- Advice on corporate governance, data privacy, environmental regulations, trade compliance and sector-specific regulations
- Obtaining or extending licenses
- Dealing and maintaining relations with regulatory authorities
- Developing and implementing best practice risk and compliance programs, policies and trainings

## **6. Employment law**

- Reviewing, revising and drafting employment contracts, internal policies and regulations, termination and release documents
- Legal advice on compensation and benefits, pensions, occupational health and safety, restructuring, redundancies and reductions in force, subcontracting and temporary employment relationships
- Legal advice and representation in relation to collective bargaining negotiations and union relations
- Business immigration (residence and work permit for expats).

### **Selected expertise:**

- Advised an American multinational media conglomerate with the acquisition by one of their Turkish subsidiaries of %100 shares of a Turkish media service provider owned by one of the largest private-sector Turkish conglomerates.
- Advised an American multinational engineering company in relation to acquisition by their Spanish subsidiaries of 100% of the shares held by a Turkish entity operating in the construction and engineering consultancy field.

- Advised a South Korean multinational construction and trading business conglomerate in relation to procurement contracts and connected contractual issues within the scope of a PPP project implemented in north-west region of Turkey.
- Advised a Chinese state-owned-entity in relation to setting up a joint venture with a major Turkish construction company to join tender of a high-speed railway project in Turkey.
- Advised a major Italian aerospace company in relation to public tender for Turkish fighter jet development project.
- Advised a French multinational manufacturer of specialty materials in relation to their mining (fluorite ore) investments in Central Anatolia.
- Assisted an American multinational computer software and technology company with selling their shares in a Turkish technology company to a Turkish individual investor.
- Advised a German multinational manufacturer of medical devices with an intra-group share transfer between their Turkish and Swiss subsidiaries.
- Advised a Norwegian multinational supplier of carton packaging and filling equipment in relation to setting up a subsidiary in Istanbul and subsequent continued support in their daily operations.
- Advised an American multinational engineering company with a tender where they were short-listed for the lead designer assignment regarding a significant infrastructure project in Turkey.

**Key Contacts:**

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**Founding Attorney**

