



Özgür Kocabaşođlu

Partner and Head of Corporate

Department: Banking and Finance, Mergers and Acquisitions

Languages: Turkish, English, French

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Biography

Özgür Kocabaşođlu is a Partner and the Head of Corporate of Erdem & Erdem Law Office. Mr. Kocabaşođlu has 25 years of experience in national and multijurisdictional complex mergers and acquisitions, structuring, banking, capital markets transactions, corporate and project finance.

He specializes in all aspects of international transactions involving a number of overseas jurisdictions in a variety of business sectors including energy, mining, transportation, ports, airports, construction, finance, retail and real estate.

He focuses particularly on privatizations and public private partnership models and complex cross border transactions involving commercial banks, corporate entities, public and private companies.

He has successfully led mergers and acquisitions across a variety of continents and countries, including Europe, Latin America, Russia, Africa, and Asia. Moreover, he regularly provides consultancy to multinational corporations on every aspects of commercial law, contract law, capital markets, privatizations and mergers and acquisitions.

In addition, he has a strong focus on China regarding both Turkey's out-bound investments and transactions in China and in-bound investments and acquisitions in Turkey. He is the leader of China and Far East Desk of Erdem & Erdem. Özgür Kocabaşođlu is a member of Istanbul Bar Association and International Bar Association (IBA). He has been selected as a Notable Practitioner on Mergers & Acquisitions by IFLR 1000 since 2020. He has also been ranked in Chambers & Partners Global 2023 Guide in Corporate / M&A practice area.

Practice Areas

- Banking and Finance Law
- Mergers and Acquisitions
- Public Private Partnerships (PPP's)
- Privatizations
- Corporate Advisory
- Capital Markets
- Intellectual Property
- Aviation Law
- Personal Data Protection
- Start-ups and Equity Investments
- Project Finance
- International Commercial Transactions
- IT Law and Artificial Intelligence

Industries

- Heavy Industry
- Insurance
- Sport
- Port
- Mining
- Agribusiness and Food
- Energy
- Automotive
- Technology and Media
- Financial Services
- Retail
- Telecommunication
- Real Estate
- Health
- Tourism
- Information Technologies
- Construction and Infrastructure
- Transportation and Logistics

Representative Matters

Banking and Finance

- Acting as the borrower's legal counsel and representing the Client during the negotiations of loan documentation to be signed with International Finance Corporation.
- Drafting the finance documents in a loan transaction where the Borrower and security providers are established under Turkish Law in a complex deal.

- Advising a packaging company in its trade finance transaction with a loan agreement supported by an Export Credit Agency.
- Providing legal advice for a German Bank regarding facility documents which are to be executed in Turkey and opining on Turkish law matters in several issues by creating financing structure for the Client in compliance with Turkish law requirements.
- Providing legal advice for a Swiss Bank regarding facility documents which are to be executed in Turkey and opining on Turkish law matters in several issues by creating financing structure for the Client in compliance with Turkish law requirements.
- Giving the client advice regarding Turkish banking law's requirements for issuing commercial corporate cards to their affiliates, which calls for extensive regulatory work and broad research.
- By thorough research and creative solutions, advising the Client on the regulatory licenses, authorisations or approvals of payment system institutions under Turkish law.
- Providing retainer services including general or transactional advice on several matters regarding banking legislation, capital market legislation and daily business of one of the leading banks in Turkey, which is publicly held.
- Representing a company in tourism sector in debt restructuring with three major banks in Turkey and providing legal consultancy and drafting finance documents.
- Providing consultancy to a state organization regarding the construction of its facilities through Build-Operate-Transfer, PPP or similar financing models
- Providing legal advice to a textile company on capacity and enforcement to the Turkish borrower on a loan extended from a foreign bank and intermediated by Yapı Kredi Bank
- Preparing the memorandum to the Security Agent of the Banks Association of Turkey in Turkish Law
- Preparing the relevant documentation, including the share pledge agreement, for the share pledge to be granted by the Turkish subsidiary of an international borrower and lender in the UK.
- Capacity issues of an aluminum manufacturer for establishment of mortgage
- Structuring of a carpet manufacturing group in Turkey
- Banking legislation, legal opinions for a participation bank
- Banking legislation of a German bank
- A Foreign Wealth Fund - Banking legislation
- Intra-group financing transactions for a glass manufacturer group
- Syndicated loan transaction by BoAML for a glass manufacturer group
- The guarantee to be provided for the facility granted by PJSC Rosbank to Ruscam Glass Packaging Holding, a Russian subsidiary of the Client

- The guarantee to be provided for the facility granted by PJSC Rosbank to OOO Posuda, a Russian subsidiary of the Client
- A term loan facility granted to Richard Fritz Holding GmbH (German subsidiary of the Client)
- Financing of the acquisition of an Engineering firm in Delaware
- Intra-group facility with a well-established Holding
- Refinancing by a German Bank of the facility agreement for the loan extended by a Turkish Bank for the investment in Malta
- Restructuring of USD 4.75 billion financing extended by lenders (approx. 30 banks, including Clients, which constitute the majority of the total commitments) to a telecommunications firm in Turkey.
- Advising a foreign payment systems company
- Financing of an important shopping mall in Almaty, Kazakhstan
- Performance and advance payment bonds provided by a Turkish Bank's London Branch and other Turkish law securities for the building contract entered with a construction company in UK
- Securities to be provided by a retail company in Turkey for financing of a shopping mall in Almaty, Kazakhstan
- Financing of an energy company, a group that operates solar power plants for the construction of the solar power plants
- Advising a glass manufacturing group on Derivative Transactions and ISDA Agreements and the security packages thereby
- EBRD financing of a glass manufacturing group
- Advising a Foreign Payment systems company
- Preparing letters of guarantee for a foreign bank under Turkish law
- Commercial Card Programme for an American Bank
- Project financing of the acquisition of Sangalli Vetro Porto Nogaro
- Project financing of the acquisition of a warehouse in port industry
- Facility agreement in the amount of SEK 476,850,000 between a Sweden Terminal Investment firm, Gävle Container Terminal and Gävle AB as borrowers and guarantors and Skandinaviska Enskilda Banken AB (publ) as, among others, lender and the security package to be granted by the client in favour of Skandinaviska Enskilda Banken AB in relation to the facility
- The Consortium of the Lenders – An Aluminium producer refinancing
- Project financing of Portugal Overseas Terminal Investments AB
- Global Alerts Questionnaire for an international bank

- Financing of the existing shareholder loans of a metal producer firm to acquire another metal producer company by a major Turkish private bank for USD 100,000,000
- The tender of the concession and operating rights of the Port Bolivar in Ecuador
- Project financing for the construction and operation of the Kayseri Integrated Healthcare Campus Project, first PPP project in the Turkish healthcare sector (330 mio Euro)
- Advising a company in port industry USD 500,000,000 club loan received from five different banks in Turkey
- Project financing of Mersin Port with a syndication of banks for USD 800,000,000
- Project financing of Voskhod Mine in Kazakhstan by EBRD and Unicredit for USD 260,000,000
- Project financing of Gävle Port in Sweden
- Obtaining a USD 200,000,000 club loan / project finance of two hydroelectric power stations in Turkey from two major Turkish private banks.
- Guarantee to loan of approximately USD 31,000,000 loan
- Advising a Holding in Port industry as borrower and another Holding as guarantor in the loan agreement by Japan Bank for International Cooperation and other financial institutions in the extension of a facility of approximately USD 36,000,000
- USD 450,000,000 project financing for the acquisition of 50% of Malta Port
- Financing of the housing projects of a long-established real estate firm in Büyükçekmece and Üsküdar districts in İstanbul
- Loan extended by a foreign bank supported by SACE and COFACE
- General credit agreements executed with five Turkish banks.
- Advised EBRD regarding the financing of a shopping mall in Almaty, Kazakhstan via securities provided by a Turkish retail company
- Represented the client at all stages for the financing of construction of solar power plants by Hive Energy (UK), a group which operates solar power plants
- Represented a company in port industry for the amendment of loan agreement in the amount of SEK 476 mio
- Represented the lender which included two luxury brands for the refinancing of the client in the amount of EUR 30 mio
- Advised a group company for the refinancing of the loans granted by five major banks of Turkey.
- Advised the client regarding letter of guarantees, advance letter of guarantees and other Turkish law securities granted by a Turkish bank's London Branch within the scope of the construction agreement contracted with a construction firm in UK
- Advised the client on banking legislation within the scope of restructuring its services

- Advised a holding on the Project financing provided by EBRD and Unicredit to a mine in Kazakhstan in the amount of USD 260 mio

Capital Markets

- Advising for group structuring project, being merger of six companies, five of which are publicly held joint stock companies, preparation of merger agreements and prospectus, management of registration processes at various registries
- Advising a Wealth Fund Joint Stock Company, a publicly held bank controlling shareholder, on capital markets legislation
- Advising majority of Lenders, being three major banks in Turkey, on take over of the shares of Türk Telekomünikasyon A.Ş., a publicly held company.
- Advising a major company in food and beverage sector on Turkish Capital Markets Regulation
- Advising the client in fertilizer industry regarding ISDA Agreements and related documents to be executed with ING Bank N.V.
- Advising the client in mining industry regarding ISDA Agreements and related documents to be executed with ING Bank N.V.
- Advising a Chinese group company on Turkish capital markets law, contractual obligations and material legislation provisions regarding an IPO process in Hong Kong
- Advising a long established bank in Turkey on several matters regarding capital market legislation and its daily business
- Acting as the Turkish counsel of international port management company, the issuer on Rule 144A/ RegS bond listed in Irish Stock Exchange
- Acting as the Turkish counsel of a glass manufacturer firm in Turkey, the issuer on Rule 144A/ RegS bond listed in Irish Stock Exchange
- Turkish capital markets legislation - Advising an American Bank in their queries concerning Turkish capital market law
- Custody Agreement - Advising an American Bank in revising the Turkey Schedule of a Master Custody Agreement
- Turkish capital markets legislation - Advising a value fund company in investment sector on Turkish capital markets legislation
- Brokerage activities - Advising an American bank in preparing memorandum concerning permits and licenses required to conduct brokerage activities in Turkey on capital markets legislation
- Derivatives - Advising the client on capital markets legislation regarding derivatives

- Derivative transactions – Advising the client in on Derivative Transactions and revising and negotiating three separate ISDA Agreements
- Capital markets legislation - Advising the client in spot foreign exchange marketing and spot bullion trading, on a cross border basis, under the Turkish capital markets legislation
- Investor relations and market abusing actions – Advising the client on investor relations and market abusing actions under the Turkish capital markets legislation
- Capital markets legislation - Advising the client in glass manufacturing industry on its capital markets transactions
- Bond issuance legal opinions - Preparation of independent legal opinions for a long-established Turkish bank bond issuances

Mergers and Acquisitions

- Conducting a vendor due diligence and preparing a due diligence report accordingly and providing legal consultancy during the course of the sale of an important port of Turkey and Aegean Sea
- The acquisition of the client which is a well known company in mining sector
- Advising the client for the formation of a joint venture company with a leading company in tractor sector in Turkiye.
- Providing general legal consultancy to the client ,a group which operates in the field of logistic with numerous group companies, including advising on transport contract related matters and share purchase disagreements.
- Series A and Series B venture capital investments
- The acquisition of all shares of an Italian multinational large construction company based in Rome
- The acquisition of the shares of a GRP pipe systems producer.
- The acquisition of majority shares of the client which is operating in health sector
- The share purchase of a portion of IFC shares in the company
- The acquisition of 60% of the shares of a group company operating in Turkey, Italy, Germany, Bulgaria, Greece and Ukraine
- The share purchase agreement with Turkish subsidiary
- The sale of a compnay's shares, conducting vendor due diligence and preparing a due diligence report accordingly
- Advising a long-established Holding on M&A projects
- Advising on its US\$3bn merger of 5 public companies of the Group
- The acquisition of 100 % of the shares of a major mining company.
- The private placement of the client's port assets

- The joint venture agreement with a major electronics company.
- The project regarding the acquisition of a port management company in USA
- The sale of their 51% shares to Japanese company and drafting share purchase agreement and shareholders agreement
- The exit from a 50-50 joint venture partnership with a well-established Holding as well as advising on the financing for the acquisition
- The Turkish law aspects of its investment in technology company, which includes both share transfer and capital injection
- Three major banks in Turkey – Acquisition of the shares of a telecommunication firm.
- The step acquisition of its Turkish distributor company
- Acquisition of a Turkish online gaming company
- Drafting shareholders agreement and investment agreement with the purpose to engage in investment services for the purchase and sale of cryptocurrency and crypto currency market instruments
- The acquisition of a fertilizer production plant for an approximate consideration of USD 600 000 000 and a mine in Mexico
- The acquisition of a Chemicals Textile Auxiliaries Business in Turkey
- The acquisition of the assets (including machinery/land, factory, licenses etc) of the Pearl for Glass Manufacturing S.A.E. in Egypt
- The acquisition of Grupo Fertinal and Pro-Agroindustria held by Pemex Fertilizantes, a public entity subject to private law in Mexico
- The transfer of 50% shares of an İstanbul based mold industry and trade incorporated company to the other shareholder of the Company, Omco International N.V.
- The acquisition of other 50% of chemical company shares that makes the client the sole owner of the client which is the only company producing Vitamin K in Europe.
- The sale of 51% shares of its two 100% subsidiaries MMI (towage company) and MMP (pilottage company) to Turkish real person shareholders
- Acquisition of Italy-based flat-glass manufacturer Glass, Ceramics and Concrete company through a concordato process
- The transfer of the 40 % shares in MIP to Australian infrastructure fund IFM Investors in return for 869 million USD.
- Acquisition of shares of Gavle Port in Sweden
- Acquisition of all coal mines of CCX
- Transfer of the Client's 10% shares to EBRD
- Spin off and sale of its corrugated cardboard manufacturing business to a packaging company, a member of Austria-based Group company

- The acquisition of 10 companies operating in unlicensed solar generation of a total capacity of 10 MW
- Acquisition of 100% of the shares of the biggest privately-owned liquid bulk cargo terminal of Turkey
- The transfer of an international logistics firm's shares
- Acquisition of the shares of a Turkish logistics firm in the Joint Venture Company - Advising the client in the acquisition of the remaining shares of the logistics firm in the JV Company
- Forming a Joint Venture with a foreign investor on 50%-50% basis regarding construction and operation of a glass fiber plant
- The acquisition of a glass factory in a sale process under the bankruptcy and auction by an Italian court including also securing a long-term loan
- Transaction structure for potential acquisition of an insurance brokerage company in Turkey and Iraq
- Acquisition of ten container terminals - Representing a holding in the acquisition of the shares of the Portuguese companies Mota-Engil Logística, SGPS, S.A. and Tertir, Terminais de Portugal S.A.
- The acquisition of minority shares in Anadolu Cam Investment BV and Balsand BV and transfer of shares in LLC Balkum and CJSC Formmat to Sudel Invest SARL
- Sale and transfer of 15,446% shares of a Turkish Glass Manufacturer to EBRD
- Acquisition of the convertible bonds in exchange for the amount of USD 500.000.000 issued for the capital of a French container and freight transportation company, a shipping conglomerate
- Acquisition of chrome mineral operator companies and a ferrochrome factory in Russia owned by Mechel OAO
- Transfer of 100% shares of an energy company to Aquila Capital Wasserkraft Invest GmbH and Aquila HydropowerINVEST Investitions GmbH & Co. KG
- Purchase and transfer of 100% shares of two energy companies.
- Sale and transfer of 81,54% shares of a public food company.
- Acquisition of 50% shares of Malta Freeport Ltd. from Malta Port for Euro 200.000.000.
- Acquisition of a Holding and its group companies in Germany
- Transfer of a holding's shares to the existing shareholders
- Purchase and transfer of approximately 4% of shares of a soda company to IFC
- Tender for the lease and operation of the Oslo Port in Norway
- Being 50% partner to HNG in India
- Purchase of 80% shares of Gävle Container terminal AB Company, the port operator of the Gävle Port in Sweden

- Acquisition of a plastic pipe factory located in Turkey
- Acquisition of majority shares of a car glass factory in Romania
- Acquisition of the shares of energy companies with a licensed portfolio in Sarıkaya, Pegai and Rüzgartepe
- Purchase and transfer of 54% shares of Gempport Gemlik Liman ve Depolama İşletmeleri A.Ş. in Nemtaş Nemrut Liman İşletmeleri
- Joint venture with French glass company Saint Gobain in Egypt and Russia for float glass and auto glass production and sale
- Acquisition of 100% shares of a holding in Rota Liman Hizmetleri Sanayi A.Ş.
- Acquisition of 100% shares of an energy company.
- Share transfer of Livestock and Agricultural Products company
- Sale of its stake in toe electronics companies to a telecommunication company.
- Acquisition of 75% of the shares of Sealease, a major shipping company in Belgium
- Tender for the acquisition of UN Ro-Ro.
- Acquisition of Marmara Port
- Acquisition of the shares of several Turkish companies
- Several acquisition transactions
- Formation of an international electronics company in Dubai and Qatar
- An investment in food sector
- Formation of an international electronics company with a Turkish group regarding the operation of a Port in Turkey
- Acquisition of the shares of mortar industry firm by a holding, a computer networks firm and a construction firm.
- Formation of joint company with a foreign investor for the extraction, production and exportation of mine
- Investing in a wind farm project for the sale of its shares to a foreign investor
- Acquisition of the shares of a Turkish company owing a housing project in Bodrum
- Shareholders agreement relating to the Derince Port (the tender is cancelled)
- Shareholders agreement for building a Special Purpose Vehicle that will be the operator of Antalya International Airport in accordance with the tender and rental agreement
- Lead counsel of chrome mine operator companies in the acquisition of a ferrochrome factory in Russia and a mine in Kazakhstan
- Project coordinator for the acquisition of 50% shares of Malta Freeport Ltd. company for EUR 200 mio, provided legal consultancy for the memorandum of understanding, share sales agreement and the negotiation and preparation of other supplementary agreements

Privatization

- Turkish legal council for legal services of privatization of Turkiye's transmission system operator, which is a very important deal for energy sector in Turkiye as transmisson of electricity will be handled by state and privately owned company.
- Advising a construction company in relation to the privatization tender process of the Taşucu Port, conducting due diligence work and preparing the relevant report as well as participating to the field visit.
- Conducting a vendor due diligence and preparing a due diligence report accordingly and providing legal consultancy during the course of the sale of the Izmir Port and drafting and negotiating the transaction documents including the share purchase agreement, shareholders' agreement, concession agreement following the due diligence stage.
- Providing legal consultancy throughout the privatization tender for Haifa Port which is one of the biggest ports in Israel and which will be privatized with a significant investment amount of one billion Israeli Shekels
- Advising a wealth fund on the process of transferring the operating rights of a port, conducting due diligence, preparing and negotiating the necessary documents.
- Advised the first Public Private Partnership (PPP) in the health industry in Turkey, which is Kayseri Integrated Health Campus, regarding the project financing in the amount of EUR 330 mio granted for design, construction and management (affiliated services)
- Advised a Holding for the tender of the licensing and management rights of a port at Ecuador in the amount of EUR 750 mio
- Represented domestic and foreign companies during the privatization tenders as the lead counsel for Derince Port, Iskenderun Port, Istanbul Seabus Company (IDO), Fenerbahce – Kalamis Yacht Port, Izmir Port, Fildisi Beach in Turkey and Rainbow Ferry Lines and Oslo Port in Norway
- Played an important role for the privatization tender of a portfolio including more than 90 airport including Goa, Amritsar, Jaipur, Ahmedabad, Channai, Koklata and Trivandrium airports in India
- Played an important role in the cross-border tenders of privatization projects such as International Airport (India-Mumbai), New Delhi Indira Gandhi Cargo Airport (Hindistan) and Queen Alia International Airport (Jordan)
- Advising a Turkish company for the tender of the concession and operating rights of a port in Ecuador USD 750 mio
- Advising sponsors on the project financing worth of Euro 330 mio, including designing, construction and management (ancillary services) of Kayseri Integrated Health Campus

Project, which is the first Public-Private Partnership (PPP) Project in Turkey's health care industry.

Education

- Gazi University External Trade Master Program
- Ankara University, Faculty of Law
- Galatasaray High School

Memberships

- Istanbul Bar Association
- International Bar Association (IBA)
- Galatasaray High School Alumni Association

Recommendations

- *Clients of Erdem & Erdem Law Office include industrial groups and international port management companies. Özgür Kocabaşoğlu has strength in international finance and securities, and experienced in cross-border matters and project finance.* – **Legal 500**
- *A client says: "His response is quick and has a wide perspective about related issue. His communication skills are high."* – **IFLR1000**
- *A client says: "They are quickly and easily reachable and have an understanding of our needs. Besides that they answer our questions very clearly."* – **IFLR1000**

Publications

Articles

- Annulment of Administrative Fines Regarding Bearer Share Certificates: Review of the Constitutional Court Decision, Erdem & Erdem Newsletter, June 2024
- Share Option Plans in the Light of a Recent Decision of the Court of Cassation, Erdem & Erdem Newsletter, December 2023
- Representation in Joint Stock Companies, Erdem & Erdem Newsletter, August 2023
- Asset Backed Versus Asset Based Sukuk and their Application in Türkiye, Erdem & Erdem Newsletter, December 2022
- Parties to a Share Transfer Agreement and Privity of Contract, Erdem & Erdem Newsletter, July 2022
- Banking and Fintech Report, December 2021
- The Practice of Green Bonds in the World and Turkey, Erdem & Erdem Newsletter, October 2021
- European Union Payment Services Directive and Its Effects on the Turkish Payment Systems Legislation, Erdem & Erdem Newsletter, April 2021
- Adaptation of Lease Agreements Within the Scope of New Coronavirus (COVID 19), Erdem & Erdem Newsletter, October 2020

- Presentation of a Cheque and Force Majeure Pursuant to the Law No. 7226 on the Amendment to Certain Laws, Erdem & Erdem Newsletter, April 2020
- Wholesale of a Significant Amount of Company Asset, Erdem & Erdem Newsletter, October 2019
- Privilege to be represented on the Board of Directors, Erdem & Erdem Newsletter, May 2019
- Coexistence Agreements, Erdem & Erdem Newsletter, December 2018
- Mandatory Share Purchase Offer, Erdem & Erdem Newsletter, June 2018
- IFLR M&A Report 2018, Turkey Chapter, April 2018.
- Regulatory Approaches to Crowdfunding in European Union, Erdem & Erdem Newsletter, March 2018
- Non-competition Clauses for Employees: Limitation of Non-competition Clauses in terms of Place, Time Subject and Restriction Authority of the Judge, Erdem & Erdem Newsletter, November 2017
- IFLR M&A Report 2017, Turkey Chapter, April 2017.
- Property Certificates, Erdem & Erdem Newsletter, March 2017
- Healthcare PPP Projects: Funders' Direct Agreements, Erdem & Erdem Newsletter, October 2016
- A Brief Comparison Between Ecuadorian and Turkish Public Private Partnership Arrangements, Erdem & Erdem Newsletter, June 2016
- Parties to a Share Transfer Agreement and Privity of Contract, Erdem & Erdem Newsletter, July 2022
- Non-compete Clauses in Share Transfer Agreements Review of the Court of Cassation's Decision, Erdem & Erdem Newsletter, February 2016
- The Regulation on Principles and Procedures to be Applied in Factoring Operations, Erdem & Erdem Newsletter, October 2015.
- Communiqué on the Principles Regarding Security Investment Companies, Erdem & Erdem Newsletter, May 2015
- New Instructions in Turkish Retail Business: Law on Regulation of Retail Trade, Erdem & Erdem Newsletter, February 2015
- New Regulation in Turkish Capital Markets: Real Estate Investment Funds, Erdem & Erdem Newsletter, November 2014
- Payment and Security Settlement Systems, Erdem & Erdem Newsletter, July 2014
- Amendments to the Law on Public Private Partnership, Erdem & Erdem Newsletter, March 2014
- Representation in Joint Stock Companies, Erdem & Erdem Newsletter, December 2013
- The Regulation regarding Angel Investment Capital, Erdem & Erdem Newsletter, February 2013
- One Regulation Applicable to All Turkish Ports, Erdem & Erdem Newsletter, October 2012
- Amendments on the Regulation for Implementation of Foreign Direct Investment Law, Erdem & Erdem Newsletter, July 2012
- One Regulation Applicable to All Turkish Ports, Erdem & Erdem Newsletter, October 2012
- The Prohibition against Financial Assistance under the New TCC, Erdem & Erdem Newsletter, April 2012