

SECOND PRINCIPLE RESOLUTION FROM THE CAPITAL MARKETS BOARD ON CRYPTOASSETS: HEALTHY TRANSITION, PREVENTION OF POTENTIAL NEGATIVITIES

Capital Markets Board (the “Board”) published the Principle Resolution dated September 19, 2024 and numbered 1484 (the “Principle Resolution”) in order to carry out the transition process in the cryptoasset sector in a healthy manner and to prevent potential negativities; as a result of the lack of uniformity in practice related to the cryptoassets, the requirement of considering compliance with other applicable legislation, to determine the place of some assets in the legislation for listing principles, the requirement to regulate the promotion and campaign activities of the platforms and the protection of investors.

The regulations introduced by the Principle Resolution regarding customer accounts, cash, and orders, cryptoasset services provided in a physical environment, non-fungible tokens, liquidity institutions, peer-to-peer transactions, tokenization of real world assets and compliance with the relevant legislation, issuance of capital market instruments as cryptoassets, marketing and promotional campaigns, and transaction and custody principles are presented below for your information.

(i) Customer accounts, cash, and orders

In line with the provisions of the Capital Markets Law (the “**Law**”) numbered 35/C and 46, cash accounts to be opened on behalf of customers shall be clearly identified as belonging to the relevant platform customer and shall not be used for any other purpose. Thus, it is understood that the principle of storing client cash on a beneficiary basis rather than on an aggregate basis is adopted. In addition, no cash receipt/delivery shall be made by hand with clients, and cash flow and custody shall be handled by banks and authorized institutions.

It is essential for platforms to receive orders via their websites, mobile applications or registered phones through their authorized personnel, which they have notified to the Board, and it is prohibited to receive customer orders from other media. Data and records related to orders shall be kept in accordance with the principles regarding data security and provability listed in the Principle Resolution as of November 8, 2024.

(ii) Cryptoasset services provided in a physical environment

In the event that the services that can be provided by the platforms authorized by the Law are carried out by working in a structure similar to a foreign exchange office and outside the environments and methods listed in the section above, and in the event that transactions such as converting customers' cryptoassets into cash or vice versa are carried out as a regular occupation, commercial or professional activity, such activity shall be deemed as unauthorized cryptoasset service providing activity.

(iii) Non-Fungible Tokens (“NFTs”)

The Board defined NFTs as nonfungible and unique cryptoassets used to record the representation and ownership of digital assets, and stated that trading, initial sale or distribution, exchange, transfer and custody transactions of NFTs and cryptoassets used for the benefit of virtual games are not covered by the Law. Platforms in the [List of Operating Companies](#) will be able to list these assets within certain rules.

(iv) Liquidity institutions

The activities of organizations that are established to quote prices to platforms to provide liquidity and to execute transactions based on the quoted prices, that do not provide any service to investors within the scope of the Law's definition of platform, are excluded from the scope of the Law.

(v) Peer to Peer (“P2P”) transactions

In P2P digital marketplaces that enable the direct purchase, sale and exchange of cryptoassets between users, trading in its own name but on behalf of someone else as a regular occupation, commercial or professional activity may be considered as unauthorized cryptoasset service provider activity and the relevant activities shall be terminated until November 8, 2024.

(vi) Compliance with other applicable regulations

Pursuant to Article 35/B-7 of the Law, the provisions arising from other legislation in force remain valid for all activities related to cryptoassets, and such activities shall be evaluated with the “*principle of independence from the instrument*”. Cryptoassets that do not comply with other applicable legislation shall not be listed on the platforms. As a result of the relevant decision, it is understood that Real World Asset Tokenization (RWA) transactions may be possible, but other relevant legislation provisions shall need to be considered.

(vii) Issuance of capital markets instruments as cryptoassets

Until the Board issues its secondary regulations, cryptoassets cannot be issued and listed on platforms based on capital market instruments, indices defined as capital market instruments and whose value is determined in relation to capital market instruments, baskets of various asset groups (including cryptoassets), precious metals, and underlying assets regulated in the Communiqué on Warrants and Investment Institutions Certificates numbered VII-128.3.

(viii) Marketing and promotional campaigns

Marketing and promotional activities to be carried out by the platforms through all kinds of written, visual and electronic communication tools and media shall be objective, shall not be based on false information and shall not exploit customer inexperience or ignorance. Except as permitted by the legislation, no absolute return and/or guarantee commitment against loss shall be made in these marketing and promotional activities.

Platforms are prohibited from organizing promotional campaigns that promise a certain return or direct investment in more than one cryptoasset or provide benefits and advantage to the

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persons who bring customers to the platform or to the customers they bring. Such campaigns shall be terminated by October 4, 2024.

(ix) Transaction and custody principles for cryptoassets

Platforms are responsible for ensuring that the cryptoassets subject to the transaction are available in the relevant accounts and that the transfer takes place, both in customer transactions in which they are the counterparty and in transactions between customers. Cryptoasset lending transactions, transactions that would result in a loan to the client and leveraged transactions are prohibited.

In the event that the cryptoassets are not custodied in the customers' own wallets, the control of the keys of the wallets where the cryptoassets in the customer accounts are custodied shall be possessed by the platforms until November 8, 2024, at the latest, and contrary practices will be considered within the scope of embezzlement in cryptoassets.

CONTACT

Eryürekli Law Office
T: +90 212 365 9600
info@eryurekli.com

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