

LLC vs. JSC Decision Matrix (2026)

Limited Şirket vs. Anonim Şirket — a side-by-side for foreign founders

Both give you limited liability, a single-shareholder option, and 100% foreign ownership. They diverge on the twelve criteria below. The flag column shows which structure has the edge on each.

Criterion	LLC · Ltd. Şti.	JSC · A.Ş.	Edge
Minimum capital (2026)	50,000 TL	250,000 TL	LLC
Upfront capital deposit	None (24 months to pay)	25% blocked before registration	LLC
Setup cost & simplicity	Lower cost, lighter governance	Higher cost, formal board	LLC
Management organ	Manager(s); ≥1 shareholder must manage	Board of directors	—
Liability for company public debt (tax, SGK)	Shareholders personally & secondarily liable, pro rata	Shareholders NOT liable; exposure sits with board only	JSC
Share transfer	Notarial deed + general assembly approval + registry filing	Delivery of share certificate; no notary needed	JSC
Capital gains on exit (shares held >2 years)	No exemption; gain is taxable	Exemption available if issued as share certificates	JSC
Raising outside investment	Harder; each entry is a formal transfer	Built for a moving cap table	JSC
Share classes / privileged shares	Limited flexibility	Flexible (registered, privileged, etc.)	JSC
Public offering & bond issuance	Not permitted	Permitted	JSC
Ministry representative at general assembly	Not required	Required for certain meetings	LLC
Corporate tax treatment	25% + domestic minimum tax	25% + domestic minimum tax	Same

How to read the edge column: LLC = advantage to the Limited Şirket · JSC = advantage to the Anonim Şirket · — / Same = no material difference. A higher count of flags does not decide it — the two JSC advantages in **liability** and **exit** often outweigh several LLC conveniences. Weight the criteria that fit your situation, then use the decision tree on page 2.

Answer these in order. The first "yes" that clearly applies usually settles it. If nothing pushes you to a JSC, the LLC is the sensible default for most foreign founders.

1. Is a professional or outside investor plausible within about 3 years?**YES →**

Lean strongly toward **JSC**. Converting an LLC to a JSC mid-round is costly and slow, and it always becomes urgent at the worst time.

NO →

Continue to question 2.

2. Do you intend to sell the business (or a stake) within your holding horizon?**YES →**

Lean toward **JSC**. The capital gains exemption on shares held over 2 years can make a large difference at exit. The LLC offers no equivalent.

NO →

Continue to question 3.

3. Will you have passive co-shareholders who are not involved in management?**YES →**

Lean toward **JSC**. It shields shareholders from the company's public-debt (tax and SGK) liability. In an LLC, passive shareholders are personally exposed pro rata.

NO →

Continue to question 4.

4. Do you operate in a regulated sector (banking, insurance, certain licensed activities)?**YES →**

You likely **must** use a **JSC**. Verify the specific licensing requirement for your activity before filing.

NO →

Continue to question 5.

5. Will you plan to issue share classes, bonds, or access capital markets?**YES →**

Use a **JSC**. Share classes, bond issuance, and public offering are not available to an LLC.

NO →

If you reached here with all "no" answers, the **LLC** is very likely your best structure.

Default verdict: LLC (Ltd. Şti.)

If you expect to stay the sole or controlling owner, you run a service, consulting, e-commerce, or subsidiary operation, and no funding or sale is on the horizon, the LLC gives you the lowest cost and simplest governance. This is the right call for most foreign founders.

Choose JSC (A.Ş.) when the cap table will move

Any single strong "yes" above — investors, a planned sale, passive co-shareholders, a regulated activity, or capital-markets ambitions — tips you to the JSC. The extra minimum capital is your own money held inside the company, not a fee. Paying for the right structure up front beats converting under deadline pressure later.

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