

Competition Law Bulletin

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Notable Reasoned Decisions of the Turkish Competition Board

The Board Concluded Its Investigation Regarding the Allegations that Frito Lay Hindered the Activities of Its Competitors at Retail Sales Points

Within the scope of the investigation regarding whether Frito Lay violated the Law on the Protection of Competition No. 4054 (“**Law No. 4054**”), by hindering the activities of its competitors at retail sales points, The Turkish Competition Board (“**Board**”) evaluated the allegations that Frito Lay restricted competition by abusing its dominant position in the packaged chips market and excluded its competitors through practices and

behaviors leading to *de facto* exclusivity. The Board examined Frito Lay’s actions in the relevant market under four categories: (i) direct establishment of exclusivity through oral agreements, (ii) the “Dükkân Senin” practice, (iii) installation of integrated (PO1) stands, and (iv) the “KazandıRio” practice.

In this context, the Board first stated that there is a significant amount of evidence indicating that Frito Lay and its distributors engaged in practices aimed at hindering the activities of competitors in the packaged chips market, and that the conduct of Frito Lay’s mid and senior level executives regarding these practices was of a strategic nature.



Furthermore, the Board evaluated that the digital application titled “Dükkân Senin” was retroactive, personalized, loyalty-enhancing discount system which lacks transparency and open to external interference and abuse. Furthermore, the Board stated that the manual entries made into the application were used as a tool to establish direct exclusivity, and that competition in the market was restricted through this application.

In its assessments regarding the integrated (PO1) stands, the Board stated that these stands, by their nature, lack mobility, can be designed according to the size of the point, and prevent idle space at the point, and evaluated that the stands were used by Frito Lay to hinder the entry of its competitors into the traditional channel.

On the other hand, the Board concluded that Frito Lay did not violate Law No. 4054 with respect to its digital application called “KazandıRio”.

Taking all these factors into consideration, the Board concluded that Frito Lay violated article 4 of Law No. 4054 through its exclusivity practices at traditional channel retail points and could not benefit from an exemption under Article 5 of Law No. 4054. In this context, the Board decided to impose an administrative fine on Frito Lay and ordered the termination of the infringement under Law no. 4054, as well as the implementation of various behavioral remedies, particularly regarding shelf arrangements at re-

tail points, to establish effective competition in the packaged chips market.

The full text of the reasoned decision is available [here](#).

The Board Assessed Whether Biofarma Obstructed On-site Inspection

During the on-site inspection at Biofarma, the competition experts of Turkish Competition Authority (“**Authority**”) detected indications that various WhatsApp messages might have been deleted on an employee’s mobile device. However, based on the examination of the documents obtained in light of this suspicion, it could not be conclusively established whether the deletion took place during the course of on-site inspection.

In its assessment, the Board emphasized that, in cases involving allegations of obstruction or hindrance of the on-site inspection, the timing of the data deletion is of critical importance for the undertakings. In this regard, the Board stated that, to impose an administrative fine for obstructing the on-site inspection, the deletion must have occurred after the competition experts commenced the inspection.

In this respect, the Board decided that the conditions for the obstruction or hindrance of the on-site inspection were not met and that it was not necessary to impose an administrative fine on Biofarma.

The full text of the reasoned decision is available [here](#).

The Board Evaluated That Documents Obtained During On-Site Inspection Conducted at Tatko Lastik Fall Outside the Scope of Attorney-Client Privilege

During the on-site inspection conducted at Tatko Lastik, the Board evaluated the objection that the documents taken as evidence by competition experts should be assessed within the scope of the principle of attorney-client privilege.

In this regard, with respect to the documents for which Tatko Lastik raised an attorney-client privilege objection, the Board determined that the documents were dated prior to the commencement of the investigation against Tatko Lastik and were not directly related to the exercise of the right of defence. For this reason, the Board concluded that these documents could not be considered within the scope of attorney-client privilege and rejected the requests for their return.

The full text of the reasoned decision is available [here](#).

The Board Decided to Impose an Administrative Fine on Koruma Klor on the Grounds of Obstructing the On-Site Inspection

During the on-site inspection at Koruma Klor, competition experts detected that various WhatsApp messages had been deleted from the mobile devices of certain employees. These deletion activities were documented through log records and screenshots obtained via digital forensic tools. The examinations revealed that thousands of messages had been deleted after the on-site inspection had commenced. Therefore, the Board decided that Koruma Klor obstructed/hindered the on-site inspection and decided to impose an administrative fine on Koruma Klor.

The full text of the reasoned decision is available [here](#).

The Board Evaluated the Allegations That TikTok Imposed Discriminatory Conditions Under Its Program Related to Online Advertising Services

The Board assessed the allegations that TikTok violated Article 6 of Law No. 4054 by applying discriminatory conditions in its “rebate” program offered to advertising agencies as part of its online display advertising services. In this context, the Board first assessed that TikTok does not hold a dominant position in the online display advertising market, nor in

the hypothetical markets identified in the case, namely online video-based display advertising and display advertising conducted through social media channels.

However, while evaluating TikTok's "rebate" program, the Board focused on aspects such as the conditions for participation in the program and the potential benefits that could be obtained from the program. The Board determined that the spending threshold and customer portfolio requirements stipulated for participation in the program were applied to all agencies. Within this scope, the Board emphasized that while the agencies that continued to benefit from the program fulfilled all of TikTok's criteria, the complainant did not meet the criteria regarding the number of advertisers, and therefore, the complainant and the other undertakings were not in an equal position.

The Board also evaluated whether TikTok is an indispensable business partner for advertising agencies operating in the online advertising sector. In this regard, the Board stated that TikTok is not an indispensable business partner for advertising agencies operating in the market, and that there are numerous and significant channels for display of online advertisements. Moreover, the Board noted that although the complainant did not receive any rebates from TikTok in 2024 due to not being excluded from the rebate program, it continued to receive rebates from alternative channels. Accordingly, the Board evaluated that the complainant's exclusion from the "rebate" program

did not create a significant competitive disadvantage for the complainant.

Considering all these assessments, the Board concluded that TikTok's conduct under the "rebate" program implemented as part of its online advertising services did not constitute an abuse of dominant position within the scope of Article 6 of the Act No. 4054.

The full text of the reasoned decision is available [here](#).

The Board Conditionally Approved the Acquisition of Eczacıbaşı Monrol by Curium within the Scope of Commitments

The Board completed its review of the transaction concerning the acquisition of sole control of Eczacıbaşı Monrol by Curium. In terms of the vertically affected relevant product markets, "Mo-99 Isotope and Tc-99m Generator" and "Ge-68 Isotope and Ga-68 Generator", the Board assessed that the parties would not have the ability or incentive to engage in input or customer foreclosure, taking into account the market shares of the transaction parties and the presence of existing competitors. On the other hand, the Board evaluated that in the markets horizontally affected by the transaction, namely "Tc-99m generators," "I-131 oral capsule and solution," and "DTPA cold kit", the transaction could give rise to unilateral effects and coordinated effects that may significantly reduce effective competition.



In line with this assessment, the Board noted that the transaction could raise competitive concerns in the form of the elimination of competition in the market, restriction of supply, increase in prices, or insufficient fulfillment of demand by public or private sector purchasers. Accordingly, the Board assessed the commitments submitted by the parties with a view to eliminating such competition concerns. Within the scope of the commitments, the parties undertook obligations including: operating through two independent distributors; implementing firewalls to prevent the exchange of commercially sensitive information and ensuring the supply of products in sufficient volumes for the domestic market in Türkiye.

In addition, the parties committed not to relocate Monrol's production facility outside of Türkiye or to cease production; not to place Türkiye at a disadvantage compared to other countries in the event of disruptions in the global supply chain; and to avoid commercial strategies that could result in discriminatory treatment towards certain types of customers. As a result, the Board conditionally approved the acquisition within the scope of the commitments submitted by the parties.

The full text of the reasoned decision is available [here](#).

Important Announcements Published by the Competition Board

The Board Conditionally Approved the Tofaş - Stellantis Acquisition within the Scope of Commitments

The Board granted clearance for the acquisition of Stellantis Otomotiv Pazarlama A.Ş., a subsidiary of Stellantis N.V. ("Stellantis"), by TOFAŞ Türk Otomobil A.Ş. ("Tofaş"), which is under the joint control of Stellantis and Koç Holding A.Ş., after finding the second commitment package submitted by the parties to be sufficient. The first commitment package submitted by the parties in October 2024 had been rejected by the Board on the grounds that it did not sufficiently address competitive concerns. At that time, the Board had identified competition concerns, particularly in the markets for spare parts supply, authorized service provision, and sales in certain automobile segments.

The newly submitted commitments include an investment plan, as well as measures related to distribution and sales channels, and measures aimed at safeguarding domestic production. Considering the expected contributions of the investment plan to increases in production, exports, and employment, as well as the positive effects it could create in the automotive industry and supplier industries, the Board concluded that the transaction would contribute positively to the Turkish economy and the overall social welfare. Accordingly, the Board

completed its final review and granted clearance for the transaction.

The announcement is available [here](#).

The Board Finalized the Investigation Conducted Regarding Erikli and Pinar Su

The Board concluded the investigation conducted to determine whether Erikli and Pinar Su violated Article 4 of Law No. 4054. Following its assessment, the Board found that the undertakings infringed Law No. 4054 by engaging in an anticompetitive exchange of information and decided to impose administrative fines.

The announcement is available [here](#).

The Board Concluded the Investigation Conducted Regarding Arzum Through Settlement and Commitment Procedures

The Board completed the investigation into whether Arzum violated Article 4 of Law No. 4054 on the grounds that it interfered with the resale prices of its resellers and restricted the active and passive sales of its distributors.

Within the scope of the investigation, Arzum committed to include clear pro-

visions in its dealer agreements, stating that no specific region or customer group is allocated to its dealers and distributors, that there are no restrictions on active and passive sales, and that no limitations are imposed on online sales. In addition, Arzum undertook to send an information note on these matters to all distributors; and to organize annual competition law training programs to raise awareness of competition law compliance.

Within the scope of the settlement application, the Board concluded that Arzum violated Article 4 of the Law No. 4054 by determining the resale prices of its resellers and imposed an administrative fine, with a 25% reduction in the fine as a result of the settlement procedure. Thus, the investigation was concluded within the framework of the commitments submitted by Arzum and as a result of the settlement procedure.

The announcement is available [here](#).

The Board Completed the Exemption Review Regarding the World Credit Card Program Cooperation Agreements

The Board completed its assessment on whether the individual exemption granted to the cooperation agreements concluded among banks within the scope of the World Credit Card Program (“**World Program**”) should be withdrawn. As part of its assessment, the Board evaluated the competitive effects of the provisions that restrict member banks of the World Program from providing services to each other’s member merchants, participating in another co-branded card program, and conducting promotional activities within the program.

The Board found that the provisions prohibiting World banks from providing services to each other’s merchants under the World Program and from participating in other co-branded programs satisfy



the conditions for individual exemption. However, it concluded that certain provisions in the agreements restrict competition beyond what is necessary within the meaning of article 5(1)(d) of Law No. 4054 and therefore the agreements, in their current form, cannot benefit from individual exemption.

The Board determined that, for the said agreements to be granted individual exemption, certain provisions must be narrowed or removed, and decided that the agreements must be amended and notified to the Authority within nine months or that the cooperation must be terminated; otherwise, proceedings would be initiated against the parties to the agreements under Law No. 4054.

The announcement is available [here](#).

The Board Launched an Investigation into the Milk Market

The Board concluded the preliminary inquiry conducted on the allegation that certain undertakings operating in the markets for raw milk procurement, compound feed for dairy cattle sales, and production and sales of packaged milk and dairy products, as well as the Association of Packaged Milk and Dairy Products Manufacturers, violated Article 4 of the Law No. 4054 on the Protection of Competition through practices such as price fixing, market allocation, and exchange of competitively sensitive information. The Board found the information and documents obtained during

the preliminary inquiry to be serious and sufficient and decided to initiate an investigation into numerous undertakings operating in the milk market.

The announcement is available [here](#).

The Board Concluded the Investigation Conducted Regarding Vatan Through Settlement Procedure

The Board concluded, through the settlement procedure, the investigation with respect to Vatan regarding whether Article 4 of Law No. 4054 had been violated through indirect information exchange between Vatan, Teknosa, and Media Markt via Fakir.

Within the scope of the investigation, the Board determined that Vatan had violated Article 4 of Law No. 4054 by being a party to an agreement and/or coordinated action that exhibited the characteristics of a hub and spoke cartel. Accordingly, the Board decided to impose an administrative fine on Vatan, subject to a 25% reduction, as a result of the settlement procedure.

The announcement is available [here](#).

Significant Developments in Türkiye and Around the World

The Authority Published Its Annual Report for the Year 2024

The Authority published its Annual Report (“**Report**”) for the year 2024. According to the Report, the Authority issued a total of 487 decisions throughout the year, comprising 311 merger and acquisition decisions, 166 competition infringement decisions, and 10 decisions concerning exemption and negative clearance files. In 2024, 49 investigations were concluded, with the food industry accounting for the highest number of finalized investigations (16), followed by the chemicals and mining sector (9) and the culture, arts, entertainment, and education sectors (5). During the same period, 27 preliminary investigations were conducted, and 1,039 on-site inspections were carried out. The total amount of administrative fines increased approximately threefold compared to the previous year, reaching TRY 7.5 billion. While 274 merger and acquisition transactions were approved, 8 transactions were conditionally cleared. In the sectoral breakdown of merger and acquisition decisions, information technologies and platform services (71 transactions) ranked first, followed by infrastructure services (32), chemicals and mining (30), healthcare services (25), automotive (23), financial services (22), logistics (18), machinery industry (14), food industry (13), and construction (10).

The full text of the report is available [here](#).

The Authority Published Its Final Report on the Online Advertising Sector Inquiry

The Authority has published its final report (“**Final Report**”) on the online advertising sector, which was prepared as a result of a comprehensive inquiry. The Final Report provides a multidimensional analysis of the development of digital advertising in Türkiye, structural problems in the market, and competition risks specific to the sector, along with detailed solution proposals and legislative recommendations. The historical development of advertising, the transition from traditional media to digital, and the current stage of digitalization in Türkiye were outlined. Emphasizing the strategic importance of online advertising, the Final Report highlights that the existing regulatory framework does not address the competition problems in the sector.

According to the Final Report, Google holds a strong position in search-based advertising in the Turkish market. In the area of display advertising, both Google and Meta possess significant market power, with this concentration becoming even more evident in social media and video advertising. The functioning of the technologies used in display advertising was examined in the context of data and service flow among market actors. While the economic foundations of the integrated ecosystem structures of Google and Meta were analyzed,

attention was drawn to the competitive advantages provided by these structures as well as their restrictive effects on competition. The type of data collected by these companies, the manner in which it is collected, and its use in targeted advertising were explained, and it was noted that data usage raises privacy concerns among consumers. Technical infrastructure, tools such as DSP, SSP, DMP, open/closed inventories, and programmatic advertising systems were introduced, and it was stated that Google holds a high market share at all levels of the supply chain, which increases market concentration.

A survey conducted with 1,736 internet users was also included to measure user behaviors and data privacy awareness in the sector. While the majority of the participants stated that they use Google on average 29 times per week; 71.5% reported being unaware of the use of their personal data, and 55.4% expressed concern about such use. According to advertisers' data, Meta delivers the most efficient results in display advertising, increasing advertisers' dependence; and it was noted that Google leverages its position at every stage of the supply chain to exert vertical power over other services, raising serious competition law concerns.

In the Final Report, seven main competition problems identified in the sector were listed under the headings of con-



flict of interest, tying/self-preferencing practices, exclusionary effects arising from data combination, lack of transparency, weak bargaining position of news publishers, effects of the removal of third-party cookies, and restriction of access to mobile advertising identifiers (MAID). Solution proposals and recommendations for legislative amendments regarding these problems were presented in detail.

The full text of the Final Report is available [here](#).

The European Commission Fines Delivery Hero and Glovo EUR 329 million for Cartel Participation

In July 2024, the European Commission (“**Commission**”) opened an investigation into potential anti-competitive practices in the online food delivery sector. As part of this investigation, the Commission found that from July 2018 when Delivery Hero held a minority shareholding in Glovo to July 2022 when it acquired sole control over Glovo, two major food delivery companies engaged in anti-competitive coordination through the following practices:

- i. agreeing not to poach each other’s employees,
- ii. exchanging commercially sensitive information, and
- iii. allocating geographic markets.

Furthermore, the Commission also determined that the abovementioned practices were facilitated by Delivery Hero’s minority shareholding in Glovo.

The Commission assessed these practices as a single and continuous infringement of competition rules and concluded that they constituted a cartel covering the entire European Economic Area, lasting four years.

Both Delivery Hero and Glovo admitted their participation in the cartel and agreed to settle the case by acknowledging their liability. In line with the applicable settlement procedure, a 10% reduction was applied to the fines, resulting in

a total fine of EUR 329 million imposed on two companies.

The Commission’s decision constitutes the first precedent in which the Commission finds a cartel in the labor market and the first time it sanctions the anti-competitive use of a minority share in a competing business.

The announcement is available [here](#).

The French Competition Authority Continues Its Work on Establishing a New Legal Framework for the Review of Below-Threshold Mergers

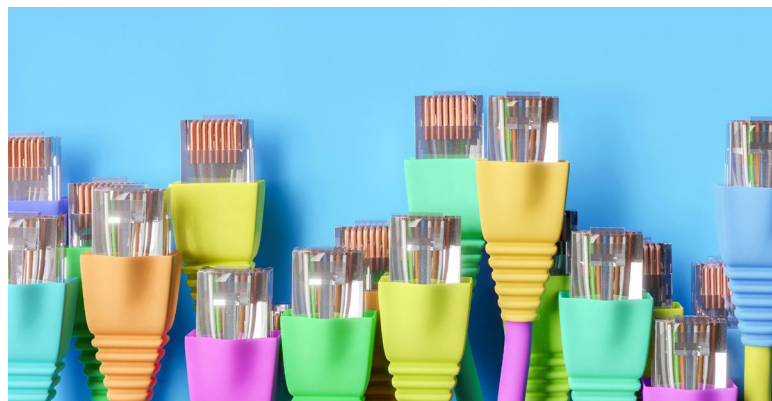
The French Competition Authority (*Autorité de la concurrence* – “**AdIC**”) announced that it is continuing its work on establishing a new legal framework for the control of mergers that fall below the current notification thresholds but may harm competition, following the public consultation process. AdIC stated that, in the course of its investigations since 2017, it has encountered transactions which, despite not being subject to notification requirements due to the target company’s low turnover, could have significant competitive effects in the market. Following the 2024 *Illumina/Grail* judgment of the Court of Justice of the European Union, it was emphasized that current thresholds leave such transactions outside the scope of review, underlining the need for a new regulatory framework. In this context, the proposals submitted for public consultation by AdIC on 14 January 2025, included, a call-in power mechanism based on spe-

cific quantitative and qualitative criteria, as well as a new mandatory notification obligation targeting undertakings with market power. It was indicated that, as a result of the public consultation, the first option received more support, while the second option was criticized due to legal uncertainties and implementation challenges. AdIC announced that it will continue developing a call-in power mechanism that aims to control only those transactions that may genuinely harm competition, by establishing clear criteria for companies, and that it plans to submit a reform proposal to the French public authorities within 2025.

The announcement regarding the decision is available [here](#).

The Austrian and Other European Union Member State Competition Authorities Issued a Joint Statement on Safeguarding Competition in the Telecommunications Sector

The Austrian Competition Authority (*Bundeswettbewerbsbehörde* – “BWB”), together with the competition authorities of Belgium, Ireland, Czechia, Portugal, and the Netherlands, issued a joint statement on the importance of safeguarding competition in the telecommunications sector. The statement emphasized that, in line with the vision set out in the European Commission’s “Competition Compass” and the Letta and Draghi reports, competition constitutes a fundamental driving force for efficiency, in-



vestment, and innovation, and that it is of critical importance for the growth, resilience, and technological sovereignty of the European economy. It was underlined that competition is a cornerstone of the European economic order, and claims suggesting that strict competition rules in the telecommunications sector have a negative impact on the sector and on investment do not reflect the truth. On the contrary, it was expressed that a lenient merger control regime could adversely affect consumer welfare, investment, and innovation. Attention was also drawn to the complex structure of the European telecommunications market and to the fact that effective infrastructure can be ensured not only through scale but also through competition. Referring to Austria’s practices in the sector, it was recalled that, to strengthen regulatory tools, BWB and the Austrian Regulatory Authority for Broadcasting and Telecommunications (*Rundfunk und Telekomregulierungs GmbH*) signed a cooperation agreement for digital markets in 2023.

The full statement is available [here](#).

The United Kingdom Competition and Markets Authority Was Granted the Power to Intervene Directly and Impose Fines in the Field of Consumer Protection

The United Kingdom Competition and Markets Authority (“CMA”) acquired powers of direct intervention and imposing administrative fines in the area of consumer protection as of 6 April 2025, when its new powers under the Digital Markets, Competition and Consumers Act 2024 (“DMCCA”) entered into force. Under the new regulations, the CMA will be able to determine whether consumer protection rules have been violated without judicial proceedings and impose fines of up to 10% of a company’s global turnover. The CMA announced that, over the next 12 months, it will focus on practices such as aggressive sales methods, hidden charges, misinformation, and unfair contract terms. In this context, the CMA published a document titled “Approach to Consumer Protection” regarding new obligations and enforcement processes for businesses and announced that it will base the implementation of the new regime on the principles of proportionality, predictability, process, and pace (*the 4P’s framework*).

The announcement is available [here](#).

The U.S. Federal Trade Commission and the Department of Justice Antitrust Division Issued a Joint Letter

The Federal Trade Commission (“FTC”) and the Department of Justice Antitrust Division (“DOJ”) issued a joint letter (“Letter”) addressed to the heads of federal agencies concerning the compilation of a list of anticompetitive regulations that reduce competition, entrepreneurship, and innovation. The Letter was issued in accordance with the Executive Order on Reducing Regulatory Barriers, which requires federal government agencies to identify regulations within their authority that restrict competition and report them to the FTC and DOJ. Following the public consultation process on how federal regulations negatively affect competition in the U.S. economy and based on the feedback received and the lists to be submitted by the agencies, it is planned that the FTC and DOJ will present their recommendations regarding the amendment or repeal of the relevant regulations to the Office of Management and Budget.

The announcement is available [here](#).

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