

COMMUNIQUE

From the Competition Authority:

**COMMUNIQUE AMENDING THE COMMUNIQUE CONCERNING THE MERGERS AND ACQUISITIONS
CALLING FOR THE AUTHORIZATION OF THE COMPETITION BOARD (COMMUNIQUE NO: 2010/4)
(COMMUNIQUE NO: 2022/2)**

ARTICLE 1- The following paragraph is added to paragraph one of Article 4 of the Communiqué Concerning the Mergers and Acquisitions Calling for the Authorization of the Competition Board (Communiqué No: 2010/4), which was published in the Official Gazette dated 7/10/2010 and numbered 27722:

“e) Technology undertakings: Undertakings operating in the field of digital platforms, software or gaming software, financial technologies, biotechnology, pharmacology, agricultural chemicals or healthcare technologies, or their related assets,”

ARTICLE 2 – Article 7 of the same Communiqué is amended as follows. “ARTICLE 7- (1) In a merger or acquisition transaction as specified under Article 5, authorization of the Board shall be required for the relevant transaction to carry legal validity in case,

a) Total turnovers of the transaction parties in Türkiye exceed seven hundred and fifty million TL, and turnovers of at least two of the transaction parties in Türkiye each exceeds two hundred and fifty million TL, or

b) In acquisition transactions the asset or activity subject to be acquired, and in merger transactions at least one of the transaction parties have a turnover in Türkiye exceeding two hundred and fifty million TL, and at least one of the other transaction parties has a global turnover exceeding three billion TL,

(2) In transactions involving the acquisition of technology undertakings which operate or have R&D activities in the geographical market of Türkiye or which provide services to users in Türkiye, the two hundred and fifty million TL thresholds in sub-paragraphs (a) and (b) of the first paragraph shall not apply.”

ARTICLE 3 – Article 9 of the same Communiqué is amended as follows. Concerning financial institutions, the turnover shall be considered to consist of the sum of the following:

a) For banks, as included within the income statement requested under the Communiqué Concerning the Financial Tables to be Disclosed to the Public by Banks, and Related Explanations and Footnotes, issued by the Banking Regulatory and Supervisory Agency and published in the Official Gazette dated 28/6/2012 and numbered 28337;

- 1) Interest and profit sharing revenues,
- 2) Fees and commissions collected
- 3) Dividend revenues,
- 4) Commercial profits/losses (net),
- 5) Other operational income,

b) For financial leasing, factoring and funding companies; as included within the income statement requested under the Regulations Concerning the Accounting Practices and Financial Tables of Financial Leasing, Factoring and Funding and Savings Funding Companies, issued by the Banking Regulatory and Supervisory Agency and published in the Official Gazette dated 24/12/2013 and numbered 28861;

- 1) Real operating income,
- 2) Other operational income,

c) For intermediary institutions and portfolio management companies; as included within the detailed income statement requested under the Communiqué Concerning the Principles on Financial Reporting in the Capital Market (II-14.1), issued by the Capital Markets Board and published in the Official Gazette dated 13/6/2013 and numbered 28676;

- 1) Revenues,
- 2) Income from the financial sector activities,
 - i) Fees, premiums, commissions and other service income,
 - ii) Income generated from portfolio operation activities,
- 3) Other income from main activities,
- 4) Income from investment activities,
- 5) Shares from the profits of the investments valued via the equity method,
- 6) Funding income,

ç) For insurance, reinsurance and pension companies; in accordance with the most recent financial statements or data published by the Undersecretariat of Treasury, Association of The Insurance and Reinsurance Companies of Türkiye or Pension Monitoring Center, or disclosed to the public by the companies related to the merger or acquisition, to be confirmed by the Undersecretariat of Treasury;

- 1) Domestic direct premium production for insurance companies (gross),

- 2) Domestic direct premium production for reinsurance companies (gross),
- 3) Total amount of contributions and total amount of funds in pension companies, as well as domestic direct premium production (gross) for those pension companies which also operate in life insurance,
- d) For other financial institutions;
 - 1) Interest and similar income,
 - 2) Income generated from securities,
 - 3) Commissions,
 - 4) Net profit generated from financial activities,
 - 5) Other operation income.”

ARTICLE 4- In the second paragraph of Article 10 of the same Communiqué, the phrase “or through e-Government” is added after the phrase “by courier or by mail”.

ARTICLE 5 – Second paragraph of Article 13 of the same Communiqué is amended as follows.

(2) Mergers and acquisitions that lead to a significant decrease in competition in all or part of the country, including, in particular the creation of dominant position, or the strengthening of an existing dominant position shall not allowed.”

ARTICLE 6 – The attachment of the same Communiqué is amended as in the attachment.

ARTICLE 7 – This Communiqué shall enter into force two months after its publication.

ARTICLE 8 – The President of the Competition Authority shall execute the provisions of this Communiqué.