



## The Turkish Competition Board Approves the Acquisition of Brotek Tech by Kariyer.net with Commitments

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On July 2, 2025, Turkish Competition Authority (“**Authority**”) published the Turkish Competition Board’s (“**Board**”) reasoned decision<sup>2</sup> (“**Decision**”) concerning the acquisition of sole control over Brotek Teknoloji AŞ (“**Brotek**”) by Kariyer.net Elektronik Yayıncılık ve İletişim Hizmetleri AŞ (“**Kariyer.net**”) (together with Brotek, “**the Parties**”) (“**Transaction**”). The Board found that the transaction gave rise to both horizontal and vertical overlaps in Türkiye and decided that the Transaction may significantly impede effective competition in the relevant market due to vertical concerns, but ultimately conditionally cleared the Transaction subject to the behavioral commitments submitted by Kariyer.net.

The significance of this decision is that it exemplifies a transaction that could still raise competition concerns, especially in sectors related to digital platforms even though the turnover generated by the Target is minimal. Accordingly, although Brotek’s turnover did not exceed jurisdictional turnover thresholds, the transaction was subject to mandatory merger control filing due to the Exemption Rule under Communiqué No. 2022/2<sup>3</sup>, as Brotek is an online digital testing and candidate scoring platform. The Board conditionally approved the transaction subject to commitments due to vertical concerns under Article 7 of the Law No. 4054 on Protection of Competition (“**Law No. 4054**”). It also shines light on the assessment of the Board regarding competition concerns in the evolving and diversifying digital markets and what their antidote may be in the form of behavioral commitments.

Kariyer.net operates primarily in the online recruitment market, offering a digital platform that matches employers with job seekers. Kariyer.net also provides additional software services through its subsidiary Lityum Yazılım A.Ş., including the PeopleBox platform, an Applicant Tracking System (“**ATS**”). PeopleBox enables employers to manage recruitment processes through features such as job posting, candidate filtering, workflow automation and reporting.

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<sup>2</sup> The Board’s *Kariyer.net/Brotek* decision dated 04.06.2024 and numbered 24-25/556-236.

<sup>3</sup> According to the Exemption Rule under Communiqué No. 2022/2 on the Amendment of Communiqué No. 2010/4 on Mergers and Acquisitions Requiring the Approval of the Board, which entered into force on 4 March 2022, the thresholds pertaining to the Turkish turnover of the target undertaking (“TRY 250 million Turkish turnover thresholds”) will not be sought in case of transactions which involve targets that are active in the fields of digital platforms, software or gaming software, financial technologies, biotechnology, pharmacology, agricultural chemicals and health technologies, or assets related to these fields, if they;

- (i) operate in the Turkish geographical market, or
- (ii) conduct research and development activities in the Turkish geographical market, or
- (iii) provide services to Turkish users.

Brotek is a digital testing and candidate scoring platform that provides online tests for job applicants to determine their technical proficiency levels, prepares these tests, and reports the candidate scores to employer companies. Brotek offers a product named Coensio, which enables employers to conduct pre-assessments of candidates through AI-supported online tests and therefore generates a scoring-based output.

The Board noted that both Parties are active in the broader human resources (“**HR**”) software sector, which includes multiple layers of services, ranging from recruitment to performance management. HR software is defined as a digital solution developed to ensure and optimize an organization's daily human resources processes and overall HR goals.

The Board also noted that Kariyer.net’s PeopleBox operates in the ATS software market, which can be considered a sub-segment of HR software. In addition, since the Coensio product performs the preliminary evaluation of applications received for job postings, it essentially provides the candidate assessment and evaluation function, which is a component of ATSs. Although Coensio does not qualify for an ATS, it can be integrated into any ATS, and their functionality could draw near to ATS platforms in time. As a result, the Board determined that both platforms serve a similar service in the recruitment sector and therefore may be substitutable from a demand and supply-side perspective.

Consequently, the Board defined the relevant product market as “*the market for candidate management software*”<sup>4</sup>, which includes both ATS platforms and decided that the Transaction gave rise to a horizontal overlap in the market for candidate management software, which encompasses both ATS systems and candidate assessment modules. The Board stated that there are numerous competitors in the market, with no single undertaking holding a dominant market position. PeopleBox and Coensio held modest market shares individually, and their combined post-transaction share remained below thresholds that would raise unilateral concerns. Consequently, the Board concluded that the Transaction would not significantly restrict competition horizontally in the market for candidate management software.

The Board then examined the vertical relationship between Kariyer.net’s core activity in online recruitment selection and placement services (upstream market) and candidate management systems software market (downstream market), in which Brotek operates in. Kariyer.net’s candidate database serves as input for candidate management system software. It was noted that access to Kariyer.net’s extensive candidate database constitutes a critical input for software providers developing ATS and assessment solutions.

In the decision the Board noted that regarding digital platforms, “data” is important, as it serves a key input for production processes, logistics, targeted marketing, smart products and services, and artificial intelligence. Undertakings’ competitive capacity increasingly depends on timely access to data and their ability to use it for developing its products. As a result, undertakings’ competitive power is now measured by the volume and quality of the data they hold. It can therefore be said that data functions as a production input for online platforms.

Accordingly, the Board examined whether the transaction would grant Kariyer.net the ability to foreclose input from competing software providers and self-preference its own products

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<sup>4</sup> The relevant geographic market was defined as Türkiye, given the nature of the service they offered across the country.

benefiting from the new market structure and whether the input in question is significant<sup>5</sup> product in the downstream market.

The Board referred to Kariyer.net as an indispensable commercial partner for employers due to factors such as network effects, economies of scale, user habits, and brand awareness. It also concluded that Kariyer.net holds a significant market share in the online recruitment and placement service market it operates in and is the market leader. Accordingly, Kariyer.net's candidate database is considered an important input for the downstream market. Kariyer.net rejecting to provide access to its database to Brotek's competitors and its demand for unreasonably high fees, has been assessed as potentially significant restrictions on access to inputs in the downstream market and potential input foreclosure.

In response to the competition concerns, in particular about input foreclosure and self-preferencing, Kariyer.net submitted a set of comprehensive behavioral commitments to the Board, which are designed to ensure that the Transaction would not lead to any discriminatory practices against rival software companies. Accordingly, Kariyer.net, among others, undertook the following commitments, for three years following the closing of the Transaction and to report back to the Authority every year:

- (i) Maintain all existing integrations with third party applicants and not suspend them without objective justification;
- (ii) Evaluate all new integration requests based on transparent, objective and non-discriminatory criteria.
- (iii) Avoid imposing unreasonable technical or commercial conditions for integration with its platform.
- (iv) Provide necessary technical documentation and communication tools (such as APIs, user guides, and designated personnel) to facilitate effective integration.
- (v) Refrain from bundling its recruitment platform with proprietary services like PeopleBox or Coensio in a way that would lead to *de facto* preference.
- (vi) Offer the same integration options for PeopleBox and Coensio to all parties that meet regulatory and technical requirements, based on the same parameters, commercial conditions, and pricing policy, without discrimination.
- (vii) Respond to integration requests within reasonable timeframes, appointing specific personnel for coordination and support.

The Board concluded that these behavioral commitments were proportionate and effective in addressing competition concerns. In particular, the commitments were deemed sufficient to mitigate the risk of data-based leveraging and preserve competition in the candidate management software market.

In conclusion, the Decision offers valuable insight into the Authority's approach to the digital markets and its scrutiny over the input foreclosure risks due to access to data, as well as its growing focus on this area. The Decision also emphasizes that, in digital ecosystems, maintain competitive dynamics require looking beyond just market shares, by examining aspects such as data access, interoperability and the potential for self-preferencing or exclusionary behavior.

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<sup>5</sup> An input can be considered significant if it represents a significant cost for the downstream product, if production or effective sales in the downstream market cannot be achieved without the input.