

28 March 2025

New Era for E-marketplaces and E-sellers/providers (Updated)

The Law on Electronic Commerce ("**Law**") and the Regulation on Electronic Commerce Intermediary Service Providers and Electronic Commerce Service Providers ("**Regulation**") which impose significant obligations on operators ("**Marketplace Operator**") of e-marketplaces ("**Marketplace**") and e-commerce sellers/providers ("**Seller/Provider**"), have entered into force as of 1 January 2023¹.

Recently, amendments were made to the Regulation, which came into effect on 8 March 2025. Additionally, the monetary thresholds for certain requirements have been updated for 2025.

We have outlined the changes from the (i) amendments to the Regulation² and (ii) updated monetary thresholds for 2025 in this note, providing a general overview of the e-commerce legislation requirements.

Non-compliance with these obligations is subject to administrative monetary fines. These fines vary between TRY 2,279 and TRY 91,228,591 as of 2025, and also certain fines are calculated on a percentage basis, varying between 0.05% and 10% of the net sales amount of the preceding year.

Obligations applicable to Marketplace Operators

a. General Obligations

A Marketplace Operator shall:

- provide its identification information on its Marketplace's homepage (as detailed in the Regulation),
- allocate an appropriate area and provide necessary technical facilities to the Seller/Provider to include the identification information of the Seller/Provider on the Marketplace,
- establish an internal communication system to provide easy and free communication with the Seller/Provider and submissions from the Seller/Provider shall be received through this system,
- provide technical facilities to ensure that the information on the internal communication system can be viewed, saved, and copied without modification by the

¹ Although certain articles provided a transition period for compliance with the requirements imposed by the Law, as of the date of this note, all requirements have come into effect.

² Since the amendments to the Regulation came into effect on 8 March 2025, any references to the Regulation in this note also include these amendments.

Seller/Provider during the term of the intermediation agreement and for one year following its termination,

- designate at least one natural or legal person as a point of contact to communicate with public institutions and bodies and notify the Ministry of Commerce ("**Ministry**") of the contact details of this person via Electronic Commerce Information System ("**ETBIS**"),
- provide certain information under its transaction guide (as detailed in the Regulation),
- comply with rules on receiving, confirming and delivering orders (as detailed in the Regulation),
- notify the buyer without delay from the receipt of the order via the Marketplace and by at least one of the means of communication as follows: e-mail, text message or phone call,
- provide technical facilities for the simultaneous transmission of order information to the Seller/Provider and for updating the stock information by the Seller/Provider, except for Sellers/Providers offering food and beverage services,
- remove unlawful content submitted by the Seller/Provider and notify the Seller/Provider and relevant public institutions and organizations without delay and at the latest within 48 hours. As for intellectual property rights, if the Marketplace Operator receives a complaint from the intellectual right owner supported by relevant information and documents, the Marketplace Operator shall remove the product subject to the complaint and notify the relevant parties without delay and at the latest within 48 hours,
- retain the information and documents relating to the services and transactions falling within the scope of the Law for 10 years,
- amend the intermediation agreements between the Marketplace Operator and the Seller/Provider in accordance with the Law and the Regulation, and notify the Seller/Provider of any changes made to the intermediation agreement by the Marketplace Operator³ (as detailed in the Regulation),

³ Amendments to the intermediation agreement shall be implemented within 15 days from the date of notification. However, this 15-day period shall not apply to amendments made in favor of the Seller/Provider, provided that the Seller/Provider is notified of such amendments. Additionally, mandatory amendments to the intermediation agreement arising from decisions or regulations issued by regulatory and supervisory authorities shall not be subject to such implementation period.

- not restrict, suspend, or terminate its intermediary services, except for the objective criteria included in the intermediation agreement. In the event of a situation requiring the restriction, suspension or termination of the agreement, Marketplace Operator shall give at least 3 business days to the Seller/Provider to submit its explanations. If the explanations of the Seller/Provider are insufficient, or no explanation is provided, Marketplace Operator may restrict, suspend, or terminate the intermediary services. Intermediary services may also be restricted, suspended or terminated immediately for the reasons arising from the legislation or in cases involving public order, non-delayable cases or fraud, data breach or other cyber security risks (as detailed in the Regulation),
- obtain an e-commerce license (subject to an annual fee⁴) as of 1 January 2025 if it exceeds certain thresholds,
- not offer to sale or act as an intermediary for the sale of products that are labeled with the trademark(s) for which intellectual property rights or right to use belong to itself or to the persons with whom it has economic integrity, on its Marketplace⁵,
- enable Sellers/Providers to provide the information required under the Tax Procedure Law such as information required to be on receipts/invoices, on its Marketplace,
- not use the registered trademarks of any person (except for the persons with whom they have an economic integrity), which constitute the main element of their websites' domain names registered at ETBIS, in online search engines for marketing and promotion activities without obtaining the prior approval of such persons,
- verify the identification information of the Seller/Provider with documents obtained from the Seller/Provider or via accessible electronic systems of relevant institutions and ensure that this information is kept up to date by checking its validity at least once a year (as detailed in the Regulation),
- shall not carry out unfair commercial practices, examples which are as follows:
 - failure to transfer the payment to the Seller/Provider in full and within 5 business days from the date when the amount is at the disposal of the Marketplace Operator and the order is delivered to the buyer (certain exemptions exists for the Marketplace Operator's blocked accounts in banks and setoff of Marketplace Operator's receivables from Sellers/Providers).

⁴ The criteria taken into account in the calculation of the annual fee and which sales are considered overseas sales are detailed in the Regulation.

⁵ This prohibition does not apply to Marketplace Operators who derive more than half of their total sales revenue from offline sales.

- obliging the Seller/Provider to carry out sales campaigns, including unilateral modification of the selling price by the Marketplace Operator.
- failure to determine the terms of the commercial relationship with the Seller/Provider by a written or electronic intermediation agreement, or failure to ensure that this agreement is clear, understandable, and easily accessible by the Seller/Provider via the internal communication system, and failure to comply with the requirements with respect to the intermediation agreement despite the notice received from the Ministry.
- making retroactive or unilateral amendments or including a provision to the intermediation agreement to the disadvantage of the Seller/Provider.
- receiving remuneration from the Seller/Provider without providing any services or stating the type/price/rate of the services in the intermediation agreement.
- lowering the Seller/Provider's position in the ranking or recommendation system or restricting, suspending, or terminating the services provided to the Seller/Provider without any objective criteria included in the intermediation agreement in this regard or on the ground that a complaint has been filed to public institutions or judicial authorities.
- determining the right of withdrawal periods longer than those specified under the Law on the Protection of the Consumer, without being stated in the intermediation agreement or without the prior approval of the Seller/Provider.
- providing untrue or misleading explanations and notifications to the Seller/Provider about its products and activities.
- imposing a penal clause without requesting an explanation from the Seller/Provider through the internal communication system (except for situations where the condition requiring the penalty specified in the intermediation agreement can be identified through documents and records).

In addition to the above:

- "Economic integrity" has been defined, based on which, certain obligations have been imposed on the Marketplace Operator and the persons with whom the Marketplace Operator has economic integrity.
- "Net transaction volume" has been defined and depending on the net transaction volume and the number of transactions, certain additional obligations have been imposed on the Marketplace Operator.

b. Additional Obligations for Marketplace Operators having a Net Transaction Volume of Over TRY 53,475,366,450⁶ in a Calendar Year

A Marketplace Operator shall:

- not use the data obtained from the Seller/Provider to compete with them. This obligation also covers the persons with whom the Marketplace Operator has economic integrity.
- provide technical facilities, free of charge, to the Seller/Provider for transferring the data they collected through their sales and the processed metadata during the term of the intermediation agreement and for one year following its termination.
- provide the technical facilities to ensure that, if obtained by the Marketplace Operator, the Seller/Provider has free access to the data on the most preferred products based on periods, special days, categories, and products, as well as data on the gender, age group, city and district distribution of buyers, and purchase days and times, during the term of the intermediation agreement⁷.
- not provide access between its commercial electronic environments and shall not promote one environment in another. This obligation also covers the persons with whom the Marketplace Operator has economic integrity.
- notify the Ministry of share transfers or acquisitions of the company's shareholders reaching 5% and its multiples.
- notify the Ministry of the transactions by which the Marketplace Operator establishes a company, acquires the shares of an established company, or transfers these shares.
- submit to the Ministry in August of each calendar year:
 - the independent audit committee's report,
 - the report on non-compliance with the legislation of the content provided by the Seller/Provider.

⁶ Updated in accordance with the thresholds determined for 2025, as published on the Ministry's website.

⁷ We are of the view that the relevant provision lacks clarity regarding whose data should be made available to Sellers/Providers and should be clarified by the Ministry.

c. Additional Obligations for Marketplace Operators having A Net Transaction Volume of Over TRY 160,426,099,350⁸ and a Transaction Number of Over 100 thousand -Excluding Cancellations and Refunds- in a Calendar Year

A Marketplace Operator shall:

- have a restricted budget for advertisements and discounts including promotions, rewards, points, coupons, gift certificates, etc. (as detailed in the Regulation).
- not restrict the Seller/Provider from offering goods or services and advertising through alternative channels at the same or different price than the prices on the Marketplace; and not force the Seller/Provider to supply goods or services from any person. Any provision, which enables an arrangement contrary to these prohibitions, cannot be included in the intermediation agreements.

d. Additional Obligations for Marketplace Operators having a Net Transaction Volume of Over TRY 320,852,198,700⁹ and a Transaction Number of Over 100 thousand Transactions -Excluding Cancellations and Refunds- in a Calendar Year

A Marketplace Operator shall not:

- -in the Marketplace that it operates- (i) enable the persons with which the Marketplace Operator has economic integrity to provide services provided by banks or the financial leasing, factoring, financing, and savings financing companies, except for credit transactions made by credit card and other payment transactions, (ii) accept electronic money which is issued by the electronic money institutions with which the Marketplace Operator has economic integrity, and also (iii) provide -including through persons with which the Marketplace Operator has economic integrity- the services falling under the closed network/circuit exemption as per electronic money legislation. This obligation also covers the persons with whom the Marketplace Operator has economic integrity.
- not provide courier services, including freight forwarding and postal services (except for the sales carried out by the Market Operator as Seller/Provider).
- not intermediate the conclusion of contracts for the sale of goods or services or receive orders in an electronic environment that provides publication services for such goods and services.

⁸ Updated in accordance with the thresholds determined for 2025, as published on the Ministry's website.

⁹ Updated in accordance with the thresholds determined for 2025, as published on the Ministry's website.

2. Obligations Applicable to Sellers/Providers

a. General Obligations

A Seller/Provider shall:

- provide its identification information on its electronic commercial environments' homepage (as detailed in the Regulation).
- provide certain information under its transaction guide (as detailed in the Regulation),
- comply with rules on receiving, confirming and delivering orders (as detailed in the Regulation),
- notify the buyer without delay from the receipt of the order via its electronic commercial environment and by at least one of the means of communication as follows: e-mail, text message or phone call.
- retain for 10 years the information and documents relating to the services and transactions falling within the scope of the Electronic Commerce Law.
- obtain an e-commerce license (subject to an annual fee¹⁰) as of 1 January 2025 if it exceeds certain thresholds¹¹.
- provide information required under the Tax Procedure Law such as information required to be on receipts/invoices, in the area allocated to them on Marketplace by the Marketplace Operator.
- not use the registered trademarks of any person (except for the persons with whom they have an economic integrity), which constitute the main element of their websites' domain names registered at ETBIS, in online search engines for marketing and promotion activities, without obtaining the prior approval of such persons¹².

¹⁰ The criteria taken into account in the calculation of the annual fee and which sales are considered overseas sales are detailed in the Regulation.

¹¹ Sellers/Providers obtaining 50% of their total revenues from offline sales are exempted.

¹² Sellers/Providers obtaining 50% of their total revenues from offline sales are exempted.

In addition to the above:

- “Economic integrity” is defined, based on which, certain obligations is imposed on the Seller/Provider and the persons with whom the Seller/Provider has economic integrity.
- “Net transaction volume” is defined and depending on the net transaction volume and the number of transactions, certain additional obligations is imposed on the Seller/Provider.

b. Additional Obligations for Sellers/Providers¹³ having a Net Transaction Volume of Over TRY 53,475,366,450¹⁴ and a Transaction Number of Over 10 million - Excluding Cancellations and Refunds- in a Calendar Year

A Seller/Provider shall:

- not provide access between its electronic commercial environments and shall not promote one environment in another. This obligation also covers the persons with whom the Seller/Provider has economic integrity.
- notify the Ministry of share transfers or acquisitions of the company’s shareholders reaching 5% and its multiples.
- notify the Ministry of the transactions by which the Seller/Provider establishes a company, acquires the shares of an established company, or transfers these shares.
- submit the independent audit committee’s report to the Ministry in August of each calendar year.

c. Additional Obligations, for Sellers/Providers¹⁵ having a Net Transaction Volume of Over TRY 160,426,099,350¹⁶ and a Transaction Number of Over 10 million -Excluding Cancellations and Refunds- in a Calendar Year

A Seller/Provider shall:

- have a restricted budget for advertisements and discounts including promotions, rewards, points, coupons, gift certificates, etc. (as detailed in the Regulation).

¹³ Sellers/Providers obtaining 50% of their total revenues from offline sales are exempted.

¹⁴ Updated in accordance with the thresholds determined for 2025, as published on the Ministry's website.

¹⁵ Sellers/Providers obtaining 50% of their total revenues from offline sales are exempted.

¹⁶ Updated in accordance with the thresholds determined for 2025, as published on the Ministry's website.

d. Additional Obligations for Sellers/Providers¹⁷ having a Net Transaction Volume of Over TRY 320,852,198,700¹⁸ and a Transaction Number of Over 10 million - Excluding Cancellations and Refunds- in a Calendar Year

A Seller/Provider shall not:

- -in the electronic commercial environments that it operates- (i) enable persons with which the Seller/Provider has economic integrity to provide services provided by banks or the financial leasing, factoring, financing, and savings financing companies, (ii) accept electronic money which is issued by the electronic money institutions with which the Seller/Provider has economic integrity, and also (iii) provide -including through persons with which the Seller/Provider has economic integrity- the services falling under the closed network/circuit exemption as per electronic money legislation.
- not intermediate the conclusion of contracts for the sale of goods or services, or receive orders in an electronic environment that provides publication services for such goods and services.

Please do not hesitate to contact us should you have any queries.

Kind regards,

Bora Yazıcıoğlu
bora@yazicioglullegal.com

Kübra İslamoğlu Bayer
kubra@yazicioglullegal.com

Simge Yüce
simge@yazicioglullegal.com

Aslı Rabia Savaş
asli@yazicioglullegal.com

Cemre Yeşinnar
cemre@yazicioglullegal.com

This note does not constitute legal advice and has been prepared and sent only for information purposes. Please contact us if you wish to obtain legal advice on this matter.

¹⁷ Sellers/Providers obtaining 50 % of their total revenues from offline sales are exempted.

¹⁸ Updated in accordance with the thresholds determined for 2025, as published on the Ministry's website.