

FOURTH SUPPLEMENT dated May 14, 2015 to the Base Prospectus dated July 17, 2014



**TÜRKİYE İŞ BANKASI A.Ş.
U.S.\$5,000,000,000
Global Medium Term Note Program**

This supplement (this “*Supplement*”) is supplemental to, and must be read in conjunction with, the Base Prospectus dated July 17, 2014 (the “*Original Base Prospectus*”) and, as supplemented on August 12, 2014, November 11, 2014 and February 6, 2015, the “*Base Prospectus*”) prepared by Türkiye İş Bankası A.Ş. (the “*Issuer*”) under the Issuer’s global medium term note program. Capitalized terms used but not otherwise defined herein shall have the meaning ascribed thereto in the Base Prospectus.

This Supplement has been approved by the Central Bank of Ireland, as competent authority under Directive 2003/71/EC as amended (including the amendments made by Directive 2010/73/EU) (the “*Prospectus Directive*”). The Central Bank of Ireland only approves this Supplement as meeting the requirements imposed under Irish and EU law pursuant to the Prospectus Directive. This document constitutes a supplement for the purposes of Article 16 of the Prospectus Directive and has been prepared and published for the purposes of incorporating into the Base Prospectus the latest financial statements and certain recent events in connection with the Issuer. As a result, certain modifications to the Base Prospectus are hereby being made.

A copy of each of: (a) the consolidated BRSA financial statements of the Group as of and for the three month period ended March 31, 2015 (including any notes thereto, the “*Group’s New BRSA Financial Statements*”), (b) the unconsolidated BRSA financial statements of the Issuer as of and for the three month period ended March 31, 2015 (including any notes thereto, the “*Issuer’s New BRSA Financial Statements*” and, with the Group’s New BRSA Financial Statements, the “*New BRSA Financial Statements*”) and (c) the consolidated IFRS financial statements of the Group as of and for the year ended December 31, 2014 (including any notes thereto, the “*Group’s New IFRS Financial Statements*” and, with the New BRSA Financial Statements, the “*New Financial Statements*”) have been filed with the Central Bank of Ireland and, by means of this Supplement, are incorporated by reference into, and form part of, the Base Prospectus. Copies of the New Financial Statements can be obtained without charge from the registered office of the Issuer and from the Issuer’s website at <http://www.isbank.com.tr/EN/about-isbank/investor-relations/publications-and-results/financial-statements/Pages/financial-statements.aspx> (such website is not, and should not be deemed to constitute, a part of, or be incorporated into, this Supplement or the Base Prospectus). The New BRSA Financial Statements, each of which is in English, were prepared as convenience translations of the corresponding Turkish language financial statements (which translations the Issuer confirms were direct and accurate). The New Financial Statements were not prepared for the purpose of their incorporation by reference into the Base Prospectus.

In addition, this Supplement provides for amendments to certain sections of the Base Prospectus. Statements contained herein shall, to the extent applicable and whether expressly, by implication or otherwise, be deemed to modify or supersede statements set out in, or previously incorporated by reference into, the Base Prospectus. Where there is any inconsistency between the information contained in (or incorporated by reference into) the Base Prospectus and this Supplement, the information contained in (or incorporated by reference into) this Supplement shall prevail.

Except as disclosed herein (including in the New Financial Statements incorporated by reference into the Base Prospectus by means of this Supplement) and in the previous supplements to the Original Base Prospectus, there has been no: (a) significant new factor, material mistake or inaccuracy relating to the information included in the Original Base Prospectus since the publication of the Original Base Prospectus and (b) significant change in the financial or trading position of either the Group or the Issuer since March 31, 2015.

The Issuer accepts responsibility for the information contained herein. To the best of the knowledge and belief of the Issuer (which has taken all reasonable care to ensure that such is the case), the information contained herein is in accordance with the facts and contains no omission likely to affect the import of such information. None of the Dealers or the Arrangers make any representation, express or implied, or accept any responsibility, for the contents hereof or any information incorporated by reference into this Supplement.

AMENDMENTS

The following amendments are made to the Base Prospectus:

BUSINESS OF THE GROUP

At the end of the fourth paragraph of the section entitled “Business of the Group – Business Activities” on page 127 of the Base Prospectus is hereby added the following:

On April 29, 2015, the Bank, Türkiye Şiše ve Cam Fabrikaları A.Ş., Trakya Yatırım Holding A.Ş., Anadolu Hayat Emeklilik A.Ş., Efes Holding A.Ş. and Anadolu Anonim Türk Sigorta Şirketi (the “Sellers”) entered into a share purchase agreement with Türk Telekomünikasyon A.Ş. (“Türk Telekom”) for the sale of all their shares held in Avea İletişim Hizmetleri A.Ş. (“Avea”) (representing 10.0035% of Avea’s issued share capital) for an aggregate purchase price of TL 875 million. This transfer of shares is subject to the approval of regulatory authorities in Turkey (including the Information and Communications Technologies Authority (*Bilgi Teknolojileri ve İletişim Kurumu*) (“Information and Communications Technologies Authority”). The sale price is expected to be received in approximately 4.5 years in 6 installments after the date that the share transfer is finalized.

The first two sentences of the third paragraph of the section entitled “Subsidiaries and Affiliates – Non-Financial Participations” on page 141 of the Base Prospectus is hereby deleted in its entirety and replaced by the following:

Telecommunications – Avea. As of March 31, 2015, the Bank together with its subsidiaries and other affiliates held 10.0035% of the share capital of Avea and the remaining shares were owned by Türk Telekom. The Bank’s standalone share in Avea’s paid-up capital was 7.44% as of such date and had a nominal value of TL 610,075,214. On April 29, 2015, the Sellers entered into a share purchase agreement with Türk Telekom for the sale of all their shares held in Avea (representing 10.0035% of Avea’s issued share capital) for an aggregate purchase price of TL 875 million. This transfer of shares is subject to the approval of regulatory authorities in Turkey (including the Information and Communications Technologies Authority). The sale price is expected to be received in approximately 4.5 years in 6 installments after the date that the share transfer is finalized.