

FIRST SUPPLEMENT dated August 16, 2013 to the Base Prospectus dated July 19, 2013

İŞBANK

**TÜRKİYE İŞ BANKASI A.Ş.
U.S.\$1,750,000,000
Global Medium Term Note Program**

This supplement (the “*First Supplement*”) is supplemental to, and must be read in conjunction with, the Base Prospectus dated July 19, 2013 (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 First 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 First 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.

A copy of the consolidated BRSA financial statements of the Group (the “*Group’s New Financial Statements*”) and unconsolidated BRSA financial statements of the Issuer as of and for the six month period ended June 30, 2013 (including any notes thereto, the “*Bank’s New Financial Statements*” and, with the Group’s New Financial Statements, the “*New Financial Statements*”) have been filed with the Central Bank of Ireland and, by means of this First 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: (a) with respect to the Group’s New Financial Statements, http://www.isbank.com.tr/English/content/EN/Investor_Relations/Publications_and_Results/Financial_Statements/TAS_consolidated-407-401.aspx, and (b) with respect to the Issuer’s New Financial Statements, http://www.isbank.com.tr/English/content/EN/Investor_Relations/Publications_and_Results/Financial_Statements/TAS_bank-only-406-401.aspx (such website is not, and should not be deemed to, constitute a part of, or be incorporated into, this First Supplement or the Base Prospectus). The New Financial Statements, all of which are in English, were prepared as convenience translations of the corresponding Turkish language BRSA financial statements (which translations the Bank confirms were direct and accurate). The New Financial Statements were not prepared for the purpose of their incorporation by reference into the Base Prospectus.

As interim financial statements, the New Financial Statements have not been the subject of an audit. Accordingly, the degree of reliance upon such information should be restricted in light of the limited nature of the procedures applied and the financial information in the New Financial Statements is subject to any adjustments that may be necessary as a result of the audit process to be undertaken in respect of the 2013 financial year.

Where there is any inconsistency between the information contained in, or incorporated by reference into, the Base Prospectus and this First Supplement, the information incorporated by reference into this First Supplement shall prevail.

Except as disclosed in the New Financial Statements incorporated by reference into the Base Prospectus by means of this First Supplement, there has been no: (a) significant new factor, material mistake or inaccuracy relating to the information included in the Base Prospectus since the publication of the Base Prospectus and (b) significant change in the financial or trading position of either the Group or the Issuer since June 30, 2013.

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.

The Arrangers and the Dealers have not separately verified the information contained herein. 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 First Supplement.