



TÜRKİYE İŞ BANKASI A.Ş.

US\$7,000,000,000

Global Medium Term Note Programme

This supplement (this “*Supplement*”) is supplemental to, and must be read in conjunction with, the Base Prospectus dated 16 June 2017 (the “*Base Prospectus*”) prepared by Türkiye İş Bankası A.Ş. (the “*Issuer*”) under the Issuer’s global medium term note programme. Capitalised 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 updating the Base Prospectus in respect of 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 six month period ended 30 June 2017 (including any notes thereto and the independent auditor’s review report thereon, the “*Group’s New Financial Statements*”) and (b) the unconsolidated BRSA financial statements of the Issuer as of and for the six month period ended 30 June 2017 (including any notes thereto and the independent auditor’s review report thereon, the “*Issuer’s New Financial Statements*”) and, with the Group’s New Financial Statements, the “*New Financial Statements*”) has been filed with the Central Bank of Ireland and the Irish Stock Exchange and, by means of this Supplement, is incorporated by reference into, and forms part of, the Base Prospectus. Copies of each 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 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.

The New Financial Statements were reviewed by Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (a member firm of Ernst & Young Global Limited) (“*EY*”). EY’s review reports included within the New Financial Statements note that: (a) a review of interim financial information: (i) consists of making inquiries primarily of persons responsible for financial reporting process, and applying analytical and other review procedures and (ii) is substantially less in scope than an independent audit performed in accordance with independent auditing standards and (b) it does not express an opinion. Accordingly, the degree of reliance upon their reports on such information should be restricted in light of the limited nature of the review procedures applied. EY’s review reports included in the New Financial Statements contain a qualification. See “*Risk Factors – Risks Relating to the Group and its Business – Audit Qualification.*”

In addition, this Supplement sets out in the attached pages amendments to the Base Prospectus. Statements contained herein (or in the New Financial Statements incorporated by reference into the Base Prospectus by means of this Supplement) shall, to the extent applicable and whether expressly, by implication or otherwise, 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 the information contained in (or incorporated by reference into the Base Prospectus by means of) this Supplement, the information contained in (or incorporated by reference into the Base Prospectus by means of) 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), there has been: (a) no significant new factor, material mistake or inaccuracy relating to the information included in the Base Prospectus since the publication of the Base Prospectus, (b) no significant change in the financial or trading position of either the Group or the Issuer since 30 June 2017 and (c) no material adverse change in the financial position or prospects of either the Group or the Issuer since 31 December 2016.

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 the Base Prospectus by means of this Supplement.

AMENDMENTS

The following amendments are made to the Base Prospectus:

RISK FACTORS

The last sentence of the third paragraph of the risk factor entitled “*Political, Economic and Legal Risks relating to Turkey - Exchange Rates*” on page 19 of the Base Prospectus is hereby deleted in its entirety and replaced with the following:

The fluctuations of foreign currency exchange rates and increased volatility of the Turkish Lira might adversely affect the Group’s customers and the Turkish economy in general; thus these might have a negative effect on the value of the Group’s assets and/or the Group’s business, financial condition (including its capital ratios) and/or results of operations.

The last sentence of the second paragraph of the risk factor entitled “*Risks Relating to the Group and its Business - SME/Retail Concentration Risk*” on page 26 of the Base Prospectus is hereby deleted in its entirety and replaced with the following:

In the first half of 2017, the Bank’s loan portfolio grew by 10.1%, which was largely due to the loans extended by the Bank under the KGF program. In the second half of 2017, the Bank’s management expects the contribution of loans extended under the KGF program on the growth of the Bank’s loan portfolio to be relatively limited compared to the first half of 2017.

RECENT DEVELOPMENTS

The following section entitled “*Recent Developments*” is hereby included in the Base Prospectus immediately after the section entitled “*Business of the Group*”:

RECENT DEVELOPMENTS

On 18 July 2017, at the meeting of the board of directors of İş REIT, it was decided to cancel the merger of the company with TSKB REIT since it was understood that the merger transaction could not be completed within the time frame specified in the relevant regulation.

On 18 July 2017, the Turkish government approved the extension of the state of emergency for a period of three months starting from 19 July 2017.