



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

This supplement (this “*Supplement*”) is supplemental to, and must be read in conjunction with, the Base Prospectus dated July 19, 2013 (the “*Original Base Prospectus*” and, as supplemented on August 16, 2013, November 12, 2013, February 27, 2014 and May 23, 2014, 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 recent events in connection with the Issuer. As a result, certain modifications to the Base Prospectus are hereby being made.

This Supplement sets out in the attached page amendments to the Base Prospectus to reflect new ratings of the Bank published by Moody’s Investors Service Limited (“*Moody’s*”). 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 set out in this Supplement shall prevail.

Moody’s is established in the European Union and is registered under Regulation (EC) No. 1060/2009 (as amended) (the “*CRA Regulation*”). As such, Moody’s is included in the list of credit rating agencies published by the European Securities and Markets Authority on its website (at <http://www.esma.europa.eu/page/List-registered-and-certified-CRAs>) in accordance with the CRA Regulation. A rating is not a recommendation to buy, sell or hold securities and may be subject to revision, suspension or withdrawal at any time by the assigning rating agency.

Except as disclosed herein and in 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, 2014.

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.

AMENDMENTS

The following amendments are made to the Base Prospectus:

The references in the Base Prospectus to the ratings expected to be issued by Moody's to Notes issued under the Program are hereby replaced by "Baa3" (for long-term issuances) and "P-3" (for short-term issuances).

The section on Moody's ratings of the Bank on pages 144 and 145 of the Original Base Prospectus is hereby deleted in its entirety and replaced by the following:

Moody's (June 3, 2014)

Bank Financial Strength Rating (BFSR)	D+ / Stable
Baseline Credit Assessment (BCA)	Ba1 / Stable
Bank Deposit Foreign Currency	Baa3 / Negative / P-3 (Prime 3)
Bank Deposit Local Currency	Baa3 / Negative / P-3 (Prime 3)
Foreign Currency Issuer	Baa3 / Negative / P-3 (Prime 3)
Foreign Currency Subordinated Debt	Ba2 / Stable