



TÜRKİYE İŞ BANKASI A.Ş.

U.S.\$7,000,000,000

Global Medium Term Note Program

This supplement (this “*Supplement*”) is supplemental to, and must be read in conjunction with, the Base Prospectus dated June 16, 2016 (the “*Original Base Prospectus*” and, as supplemented on July 29, 2016, August 30, 2016 and October 14, 2016, the “*Base Prospectus*”) prepared by Türkiye İş Bankası A.Ş. (the “*Issuer*” or the “*Bank*”) 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 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 nine month period ended September 30, 2016 (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 nine month period ended September 30, 2016 (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 six month period ended June 30, 2016 (including any notes thereto, the “*New IFRS Financial Statements*” and, together with the New BRSA Financial Statements, the “*New Financial Statements*”) have been filed with the Central Bank of Ireland and the Irish Stock Exchange 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.

The New Financial Statements were reviewed by Akis Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., a member firm of KPMG International Cooperative, a Swiss entity (“*KPMG*”), and KPMG’s review reports included within the New Financial Statements note that they applied limited procedures in accordance with professional standards for a review of such information and such reports state that they did not audit and they do not express an opinion on the interim financial information in the New Financial Statements. Accordingly, the degree of reliance on their reports on such information should be restricted in light of the limited nature of the review procedures applied. KPMG’s review reports on 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 herein) 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 herein (or incorporated by reference into the Base Prospectus by means of this Supplement), the information contained herein (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) 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, (b) significant change in the financial or trading position of either the Group or the Issuer since September 30, 2016 and (c) material adverse change in the financial position or prospects of either the Bank or the Group since December 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 the Base Prospectus by means of this Supplement.

AMENDMENTS

The following amendments are made to the Base Prospectus:

RISK FACTORS

The seventh sentence of the third paragraph of the risk factor entitled “*Political, Economic and Legal Risks relating to Turkey – Political Developments*” on page 15 of the Original Base Prospectus is hereby amended by the addition of the following at the end thereof:

On November 4, 2016, several members of the Grand National Assembly of Turkey from the People’s Democracy Party (*Halkların Demokrasisi Partisi*) (*HDP*)), including its two co-leaders, were arrested. In November 2016, the AKP restated its intention to change the existing constitution through a referendum in 2017 to create an executive presidency. The content of the possible constitutional amendments, whether a referendum would be scheduled and any possible social and economic effects of such amendments remain uncertain as of November 24, 2016. As such, political uncertainty continues.

The last three sentences of the fourth paragraph of the risk factor entitled “*Political, Economic and Legal Risks relating to Turkey – Political Developments*” included to the Base Prospectus through the supplement dated July 29, 2016 are hereby deleted in their entirety and replaced by the following:

Following the coup attempt, there have been arrests of numerous individuals, including senior members of the military, police and judiciary, as well as restrictions of media outlets, suspensions, dismissals, travel bans and legal proceedings of and against police officers, public employees and a number of individuals in the business community and journalism sector. As of November 24, 2016, investigations with respect to the attempted coup are on-going. There might be further arrests and actions taken by the government, including changes in policies and laws.

The last sentence of the last paragraph of the risk factor entitled “*Political, Economic and Legal Risks relating to Turkey – Political Developments*” on page 15 of the Original Base Prospectus, as amended by the supplement dated July 29, 2016 and October 14, 2016 is hereby deleted in its entirety and replaced by the following:

Although, through November 24, 2016, the Bank’s operations have not been materially affected by the attempted coup, the impact on political and social circumstances following the attempted coup and its aftermath (including rating downgrades of Turkey and the Bank) might have a negative impact on the Turkish economy and institutions, the Bank’s and/or the Group’s business, result of operations and/or financial condition and/or the value and/or market price of an investment in the Notes.

The last sentence of the second paragraph of the risk factor entitled “*Political, Economic and Legal Risks relating to Turkey – Exchange Rates*” on page 20 of the Original Base Prospectus is hereby deleted in its entirety and replaced by the following:

In nominal terms, the Turkish Lira depreciated against the U.S. Dollar by 17.1% between December 31, 2015 and November 25, 2016. As a response to the depreciation of the Turkish Lira, on November 24, 2016, the Central Bank’s Monetary Policy Committee: (a) increased the upper bound of the interest rate corridor by 25 basis points to 8.50% from 8.25%, (b) increased its one-week repo rate (policy rate) by 50 basis points to 8.00% from 7.50%, which increase was the first rate hike since January 2014, (c) reduced the reserve requirements for foreign currency liabilities for all maturity brackets by 50 basis points, which change is estimated to provide approximately US\$1.5 billion additional liquidity to the financial system, and (d) provided certain advantages for the repayment of export and foreign exchange earning rediscount credits.

RECENT DEVELOPMENTS

The section entitled “*Recent Developments*” included to the Original Base Prospectus by supplements dated July 29, 2016, August 30, 2016 and October 14, 2016 is hereby amended by the addition of the following at the end thereof:

On October 31, 2016, the Central Bank announced that, in the context of the Reserve Options Mechanism, which provides Turkish banks the option to hold a portion of the Turkish Lira reserve requirements in foreign exchange or standard gold, coefficients for certain tranches of foreign exchange have been reduced by 0.2 points. Based upon the current level of the reserve option used by Turkish banks, the Central Bank estimated that the implementation of the above measures will provide additional liquidity of approximately US\$620 million to the Turkish financial system. The Central Bank increased the upper limit used to calculate the average of the reserve requirements for foreign currency liabilities from three points to four points in order to provide flexibility to the Turkish banks to manage their foreign exchange liquidity. The Central Bank estimated that these measures will provide approximately US\$2.9 billion for use by Turkish banks.

On November 17, 2016, the Central Bank announced that certain reserve option coefficients were changed in order to provide additional foreign exchange liquidity to the financial system. Accordingly, while the coefficients for the first tranche of the foreign exchange facility of the Reserve Option Mechanism were unchanged, the coefficients for the second tranche were decreased by 0.1 point and the other tranches were decreased by 0.2 points. Based upon the current level of reserve option utilization rates, the Central Bank estimated that these changes will provide approximately US\$700 million additional liquidity to the financial system.

As noted in the section entitled “*Presentation of Financial and Other Information - Presentation of Financial Information*,” the Bank is required to rotate its external auditors every seven years. In compliance with this requirement, on October 18, 2016, the Bank’s Board of Directors resolved to submit the appointment of Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (a member firm of Ernst & Young Global Limited) as the Bank’s external auditors for a period of three years (including the years 2017, 2018 and 2019) for the approval of the General Assembly to be held in each applicable year.

Pursuant to the resolution of the Board of Directors dated October 27, 2016, Mr. İlhami Koç, a Deputy Chief Executive of the Bank, has been assigned to serve at Anadolu Anonim Türk Sigorta Şirketi (*i.e.*, Anadolu Sigorta) as of November 14, 2016. Accordingly, Mr. İlhami Koç ceased to serve as a Deputy Chief Executive of the Bank as of November 14, 2016.

On November 4, 2016, S&P revised the outlook of Turkey’s credit rating from “negative” to “stable” and affirmed the foreign currency long-term sovereign credit rating of Turkey as “BB.” Following such outlook change, on November 8, 2016, S&P: (a) revised the outlook of the long-term Counterparty Credit Rating of the Bank to “Stable” from “Negative,” (b) upgraded the long-term Turkey National Scale Rating of the Bank to “trAA” from “trAA-” and (c) affirmed the long-term Counterparty Credit Rating of the Bank at “BB,” the short-term Counterparty Credit Rating of the Bank at “B” and the short-term Turkey National Scale Rating of the Bank at “trA-1.”