



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 30 April 2018 (the “*Original Base Prospectus*” and, as supplemented on 22 June 2018, the “*Base Prospectus*”) prepared by Türkiye İş Bankası A.Ş. (the “*Issuer*” or the “*Bank*”) 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 (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 with 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 30 September 2018 (including any notes thereto and the independent auditor’s review report thereon, the “*Group’s New BRSA Financial Statements*”) and (b) the unconsolidated BRSA financial statements of the Issuer as of and for the nine month period ended 30 September 2018 (including any notes thereto and the independent auditor’s review report thereon and, with the Group’s New BRSA Financial Statements, the “*New Financial Statements*”) has been filed with the Central Bank of Ireland and the Irish Stock Exchange plc trading as Euronext Dublin 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*” as amended by this Supplement.

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) and in the previous supplement 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 30 September 2018 and (c) material adverse change in the financial position or prospects of the Issuer since 31 December 2017.

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:

DISCLAIMER/LEGENDS

The following section is hereby included after the section titled “Important – EEA Retail Investors” on page 6 of the Original Base Prospectus:

PRODUCT CLASSIFICATION PURSUANT TO SECTION 309B OF THE SECURITIES AND FUTURES ACT (CHAPTER 289) OF SINGAPORE

With respect to each issuance of Notes (or beneficial interests therein), the Issuer may make a determination about the classification of such Notes (or beneficial interests therein) for purposes of Section 309B(1)(a) of the Securities and Futures Act (Chapter 289) of Singapore (the “SFA”). The Final Terms in respect of any Notes may include a legend titled “Notification under Section 309B(1)(c) of the Securities and Futures Act (Chapter 289) of Singapore” that will state the product classification of the applicable Notes (and, if applicable, beneficial interests therein) pursuant to Section 309B(1) of the SFA; *however*, unless otherwise stated in the applicable Final Terms, all Notes (or beneficial interests therein) shall be prescribed capital markets products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018) and Excluded Investment Products (as defined in the Monetary Authority of Singapore (the “MAS”) Notice SFA 04-N12: Notice on the Sale of Investment Products and the MAS Notice FAA-N16: Notice on Recommendations on Investment Products). This notification or any such legend included on the relevant Final Terms will constitute notice to “relevant persons” for purposes of Section 309B(1)(c) of the SFA.

RISK FACTORS

The last sentence of the third paragraph of the risk factor titled “*Risks Relating to Turkey – Political Developments*” on pages 14 and 15 of the Original Base Prospectus is hereby deleted in its entirety and replaced by the following:

The state of emergency was extended seven times for additional three month periods pursuant to Article 121 of the Turkish Constitution, ending as of July 2018.

The following language is hereby included at the end of the sixth paragraph of the risk factor titled “*Risks Relating to Turkey – Political Developments*” on page 15 of the Original Base Prospectus:

In the presidential elections held on 24 June 2018, Recep Tayyip Erdoğan received approximately 53% of the votes and was re-elected as the President. In parliamentary elections held on the same day, the AKP, the President’s party, and the Nationalist Movement Party (*Milliyetçi Hareket Partisi*) (*MHP*), which has formed the “People’s Alliance” bloc with the AKP, together received sufficient votes to hold a majority of the seats in Parliament. As of 9 July 2018, the parliamentary system has been transformed into a presidential one and President Erdoğan now holds the additional powers granted to the President pursuant to the referendum held on 16 April 2017 as described above. On 9 July 2018, President Erdoğan announced the new ministers of his cabinet, which included the appointment of the former minister of Energy and Natural Resources and his son-in-law, Berat Albayrak, as the minister of Treasury and Finance. On 10 July 2018, President Erdoğan issued a decree empowering the President to appoint the chief of the Central Bank, whereas the council of ministers had the authority to appoint the chief of the Central Bank in the parliamentary system. Uncertainty as to the implementation of effective monetary and fiscal policies or failure to implement effective policies might adversely affect the Turkish economy in general.

The following language is hereby included before the last paragraph of the risk factor titled “*Risks Relating to Turkey – Political Developments*” on page 15 of the Original Base Prospectus:

On 1 August 2018, OFAC took action targeting Turkey’s Minister of Justice and Minister of Interior, indicating that these Ministers played leading roles in the organisations responsible for the arrest and detention of American pastor Andrew Brunson, and blocked any property, or interest in property, of these Ministers within the United States and generally prohibited U.S. persons from engaging in transactions with them. Following such action, Turkey imposed reciprocal sanctions against two American officials. On 10 August 2018, the President of the United States stated that he had authorised higher tariffs on steel and aluminium imports from Turkey. On 15 August 2018, Turkey retaliated by increased tariffs on certain imports from the United States, such as cars, alcohol and tobacco. These actions contributed to a decline in the value of the Turkish Lira, which fell to a record low (exceeding TL 7.2 per U.S. dollar in the week ended

on 12 August 2018) before strengthening to TL 5.4 as of 13 December 2018, due to various reasons, including certain measures taken by the BRSA, the higher than expected interest rate hike (625 basis points) by the Central Bank on 13 September 2018, the “New Economic Programme” of the government that was in line with the market’s expectations and improving relations between Turkey and the United States following the release of American pastor Andrew Brunson on 12 October 2018 and the 2 November 2018 removal of the sanctions imposed upon Turkish ministers and reciprocal sanctions imposed by Turkey. See “-*Turkish Economy*.” The events prior to the release of Mr. Brunson contributed to the deterioration of the relationship between Turkey and the United States and any future similar events might have an adverse effect on the Turkish economy and/or might impact investors’ perception of the risks relating to investments in Turkish issuers, including the Bank.

On 2 October 2018, Saudi journalist Jamal Khashoggi disappeared after entering the Saudi consulate in İstanbul and it was later announced that Mr. Khashoggi had been killed inside the consulate by Saudi operatives. While the investigation regarding Mr. Khashoggi’s death is continuing as of 13 December 2018, the impact that this event will have on the relationship between Turkey and Saudi Arabia is unknown, including potentially leading to an increase in the price of oil imported by Turkey. Any such events might have a negative impact on the Turkish economy.

On 5 November 2018, the United States reinstated all United States sanctions on Iran that had been removed in 2015 in an effort to constrain Iran’s nuclear programme, including certain sanctions imposed upon Iranian financial and energy sector, and some other imports from Iran. Nevertheless, on the same date, the United States Secretary of State Micheal Pompeo noted that a partial exemption is granted to eight governments, including the Turkish government, allowing these countries to import limited amounts of oil from Iran for six months; *however*, there is no certainty that such exemption will remain in force until the end of the six-month period or that it will be renewed.

The following paragraph is hereby included to the beginning of the fourth paragraph of the risk factor titled “*Risks Relating to Turkey – Turkish Economy*” on page 16 of the Original Base Prospectus:

The economic and political circumstances, including the recent political tension between Turkey and the United States, resulted in (or contributed to) a decline in the value of the Turkish Lira. See “*Political Developments*.” Further depreciation, including material depreciation, is possible until such circumstances improve. The impact of these circumstances, including the dramatic decline in the value of the Turkish Lira, could have a material adverse effect on the Group and/or the Bank, including through borrower defaults, increased NPLs, lower loan growth and reduced earnings in the near-to medium-term, the revaluation of assets and liabilities (including increases in the Turkish Lira-equivalent value of the Group’s obligations in Dollars and other currencies), a decline in capital and rapid changes in the economic and legal environment.

The following sentence is hereby included before the last sentence of the second paragraph of the risk factor titled “*Risks Relating to Turkey – High Current Account Deficit*” on page 19 of the Original Base Prospectus:

In May and August 2018, as a response to the depreciation of the Turkish Lira, the Central Bank further reduced the upper limit of the foreign exchange maintenance facility within the Reserve Options Mechanism from 55% to 45% and then to 40% (*i.e.*, Turkish banks have the option to hold 40% of the Turkish Lira reserve requirements in foreign exchange, resulting in the possibility that the foreign exchange that was used for reserve purposes previously might be applied by Turkish banks to the purchase of Turkish Lira). In August 2018, the Central Bank also reduced its reserve requirement ratios for non-core foreign exchange liabilities by 400 basis points for up to (and including) three year maturities and Turkish Lira reserve requirement ratios by 250 basis points for all maturity brackets.

The fourth and fifth sentences of the paragraph under the risk factor titled “*Risks Relating to Turkey - Inflation Risk*” on page 20 of the Original Base Prospectus are hereby deleted in their entirety and replaced by the following:

As of November 2018, the last 12 month consumer price inflation was 21.62%, while annual domestic producer price inflation was 38.54% (Source of the above data: Turkstat). On 31 October 2018, the Central Bank published its fourth inflation report of 2018 and raised its inflation forecasts, predicting a rate of 23.5% by the end of 2018 (previously expecting a rate of 13.4% in the third inflation report of 2018), 15.2% for 2019 (previously expecting a rate of 9.3% in the third inflation report of 2018) and 9.3% for 2020.

The last sentence of the first paragraph under “*Risks Relating to the Group and its Business – Counterparty Credit Risk*” on page 21 of the Original Base Prospectus is hereby deleted in its entirety and replaced by the following:

For example, the Bank granted loans amounting to TL 3,435,587 as of 30 September 2018 (TL 2,082,881 as of 31 December 2017) to a Turkish company, which loans have (since 31 December 2017) been classified as Group II loans (Loans Under Close Monitoring). In July 2018, all of such company’s lenders (including the Bank) reached an agreement on the restructuring of the relevant debt, which debt is secured by the borrower’s majority ownership in a large Turkish operating company. Pursuant to this agreement, the borrower’s outstanding debt will be restructured and the lenders will obtain direct or indirect ownership in a newly created special purpose vehicle that will own the shares of this operating company. This restructuring is intended to occur after certain conditions are satisfied, including obtaining all the required permits and approvals.

The following language is hereby included at the end of the fourth sentence of the second paragraph of the risk factor titled “*Risks Relating to the Group and its Business – Audit Qualification*,” included to the Original Base Prospectus by the supplement dated 22 June 2018:

The Group’s review report for the BRSA financial statements for the nine month period ended 30 September 2018 was qualified with respect to free reserves amounting to TL 1,680,000 thousand, of which: (a) TL 1,740,000 was provided in prior years by the Bank’s management for the possible effects of the negative circumstances that might arise from possible changes in the economy and market conditions and (b) TL 60,000 was reversed in the third quarter of 2018.

FORM OF APPLICABLE FINAL TERMS

The following section is hereby included after the section titled “MiFID II Product Governance / Eligible Counterparties and Professional Clients Only Target Market” on page 61 of the Original Base Prospectus:

[Notification under Section 309B(1)(c) of the Securities and Futures Act (Chapter 289) of Singapore (the “SFA”)] – [In connection with Section 309B of the SFA and the Securities and Futures (Capital Markets Products) Regulations 2018 (the “CMP Regulations 2018”), the Issuer has determined the classification of the Notes [(and beneficial interests therein)] to be capital markets products other than: (a) prescribed capital markets products (as defined in the CMP Regulations 2018) and (b) Excluded Investment Products (as defined in the Singapore Monetary Authority (the “MAS”) Notice SFA 04-N12: Notice on the Sale of Investment Products and the MAS Notice FAA-N16: Notice on Recommendations on Investment Products).]

³ Legend to be included on front of the Final Terms if the Notes (and, if applicable, beneficial interests therein): (a) do not constitute prescribed capital markets products as defined under the CMP Regulations 2018 and (b) will be offered in Singapore.

RECENT DEVELOPMENTS

The following language is hereby added at the end of the section titled “*Recent Developments*” included in the Original Base Prospectus by the supplement dated 22 June 2018:

On 13 July 2018, Fitch downgraded Turkey’s sovereign credit rating to “BB” from “BB+.” Following such decision, on 20 July 2018 and 1 October 2018, Fitch revised the credit ratings and relevant outlooks of the Bank. The Bank’s credit ratings from Fitch as of 13 December 2018 are as follows:

Fitch (1 October 2018)

Long-Term Foreign Currency Issuer Default Rating/Outlook	B+/ Negative
Long-Term Local Currency Issuer Default Rating	BB-/ Negative
National Long Term Rating/Outlook	A+(tur) / Stable
Short-Term Foreign Currency / Local Currency Issuer Default Rating	B / B
Viability Rating	b+
Support Rating	4
Support Rating Floor	B

On 15 August 2018, the BRSA published the Regulation on Restructuring of Debts in the Financial Sector (the “*Restructuring Regulation*”), pursuant to which a framework agreement (the “*Framework Agreement*”) was drafted by the Banks Association of Turkey. On 19 September 2018, the Banks Association of Turkey announced that Turkish banks (including the Bank) and other financial institutions, whose shares correspond to approximately 90% of the total loans in the market, executed the Framework Agreement, which

entered into force on the same date following the approval of the BRSA. The main aim of the regulation is to enhance the repayment ability of debtors in repaying their debts to the financial sector in order for these companies to sustain their operations and contribute to the employment in Turkey. The Framework Agreement determined: (a) the scope of debts to be restructured, (b) the minimum qualifications of the eligible debtors, (c) the content of the restructuring agreements and (d) the procedure to determine a debtor's eligibility, which is the capacity of a debtor to repay its debts following the restructuring process in line with the repayment schedule. According to the Framework Agreement, debtors that have a principal debt of more than TL 100 million are eligible to apply to restructure their debts. According to the Framework Agreement, the eligible debtor(s) and the applicable credit institutions may sign a restructuring agreement at any time through 19 September 2020. As such, certain borrowers of the Bank may apply for restructuring of their debt.

On 17 August 2018, the Bank's Board of Directors decided to buy back up to 130,000,000 of its Class C shares for a maximum amount of TL 550,000,000. As of 30 September 2018, the Bank had purchased 79,582,725 Class C shares on free float for an amount of TL 317,294,308.

On 17 August 2018, S&P downgraded Turkey's sovereign credit rating to "B+" from "BB-." Following such decision, on 17 August 2018, S&P revised the credit ratings and relevant outlooks of the Bank as follows:

S&P (17 August 2018)

Long-Term Foreign Currency Issuer Credit Ratings	B+ / (Negative)
Long-Term Local Currency Issuer Credit Ratings	BB / (Negative)
Short-Term Foreign Currency / Local Currency Issuer Credit Ratings	B
Long-Term/Short-Term Turkish National Scale	trA+ / trA-1

On 17 August 2018, Moody's downgraded Turkey's sovereign credit rating to "Ba3" from "Ba2." On 28 August 2018, Moody's revised the credit ratings and relevant outlooks of the Bank as follows:

Moody's (28 August 2018)

Long-Term Foreign Currency Deposit Rating/Outlook	Ba2 / Negative
Long-Term Foreign Currency Issuer Rating/Outlook	B2 / Negative
Long-Term Local Currency Deposit Rating/Outlook	B2 / Negative
Short-Term Foreign Currency / Local Currency Deposit Rating	Not-Prime / Not-Prime
Foreign Currency Subordinated Debt	Caa1 / Caa2 (hyb)
BCA (Baseline Credit Assessment)	b3

In August 2018, the Central Bank reduced its reserve requirement ratios for non-core foreign exchange liabilities by 400 basis points for up to (and including) three year maturities and Turkish Lira reserve requirement ratios by 250 basis points for all maturity brackets, which changes increased liquidity in the Turkish banking system. In August 2018, the BRSA limited the swap and swap-like transactions entered into between banks in Turkey and their foreign counterparts to 25% of the relevant Turkish bank's regulatory capital, thereby reducing foreign counterparties' access to Turkish Lira. In addition, the Turkish government raised taxes on U.S. dollar deposits while waiving taxes on Turkish Lira deposits to increase Turkish Lira liquidity in the market. On 13 September 2018, the Central Bank increased its benchmark lending rate by 6.25%, which increased the one-week repo rate from 17.75% to 24.00%. These changes to the benchmark lending rate increased the short-term funding rates but did not have a material impact since the changes to the reserve requirement ratios for non-core foreign exchange liabilities provided additional liquidity for the Bank.

On 7 September 2018, the BRSA decided that banks should not include the collateral provided for credit derivatives and derivative transactions in the calculations of their liquidity coverage ratios starting from 31 July 2018 until 31 December 2018. This had a positive impact on the Group's liquidity coverage ratios as of 30 September 2018.

On 13 September 2018, Decree 32 was amended to impose restrictions on the use of, or indexing to, foreign currency in the following contracts executed between persons residing in Turkey: sale and purchase of movable and immovable property, leasing of all kinds of movable and immovable property (including vehicle and financial leasing), employment, service and construction contracts. According to such amendments, Turkish residents were required to amend any relevant contract so that the contract price and all other payment obligations thereunder were re-determined in Turkish Lira within a 30-day transition period (*i.e.*, by 13 October 2018). On 6 October 2018 and 16 November 2018, the Ministry of Treasury and Finance issued an amending communiqué that broadened the scope of, but provided certain exemptions to, these restrictions. Among other exemptions, capital market instruments (including any Notes issued directly to Turkish

investors) are exempt from these restrictions. Accordingly, the issuance, purchase and sale of capital market instruments in accordance with the Capital Markets Law may be denominated in, or indexed to, foreign currency.

On 15 September 2018, the Ministry of Commerce issued a communiqué that sets forth the procedures and principles relating to the application of Article 376 of the Turkish Commercial Code, which Article regulates the measures that Turkish companies (*i.e.*, joint stock companies, limited liability companies and limited partnerships, in which the capital is divided into shares, including financial institutions) are required to adopt in case of loss of capital or insolvency. This new communiqué aims to clarify and complement the remedial actions that can be taken in relation to the treatment of foreign exchange losses in the calculation of the loss of capital or insolvency. As companies in Turkey prepare their financial statements in Turkish Lira, the value of any foreign currency-denominated asset and liability is converted to Turkish Lira based upon the currency rate applicable as of the date of such financial statements; *however*, until 1 January 2023, the communiqué allows companies to disregard any losses arising from the exchange rate volatility of any outstanding foreign currency-denominated liability while making any capital loss or insolvency calculations. As such, companies will not be required to apply any measures set forth in Article 376 of the Turkish Commercial Code to maintain their capital if the relevant loss of capital or insolvency arises from currency fluctuations.

Government officials have recently made some comments regarding a potential transfer of Atatürk's Shares (see "*Ownership*") to Turkish Treasury. After Mustafa Kemal Atatürk passed away, his shares in the Bank were transferred to the CHP (currently the main opposition party) in accordance with his testamentary will. As of 30 September 2018, these shares comprised 28.09% of the Bank's outstanding share capital. On 17 September 2018, the Bank made a public announcement in Turkey stating that: (a) under Atatürk's will, any dividends on these shares are paid to two non-profit organisations, the Turkish Language Institute and the Turkish Historical Society, and (b) the İşbank Personnel Supplementary Pension Fund, which acts on behalf of the active and retired employees of the Bank and held 40.13% of the shares of the Bank as of such date, appoints the majority of the members of the Board of Directors.

All references in the Base Prospectus to the expected initial ratings of Notes to be issued under the Programme are hereby amended to: (a) "B+" (for long-term issuances) and "B" (for short-term issuances) for ratings by Fitch and (b) "B2" (for long-term issuances) for ratings by Moody's.

MANAGEMENT

The section titled "*Executive Committee*" starting on page 160 of the Original Base Prospectus is hereby amended by the: (a) deletion of the information regarding Mr. Mahmut Magemizoğlu and Mr. Ergün Yorulmaz in its entirety and (b) addition of the following at the end thereof:

Recent Developments

On 28 September 2018, Mr. Mahmut Magemizoğlu, a Deputy Chief Executive of the Bank, resigned from his duties due to his retirement.

On 5 October 2018, the Bank's Board of Directors approved the appointment of Mr. Cahit Çınar, the CEO of İşbank AG, which is a wholly owned subsidiary of the Bank, as a Deputy Chief Executive of the Bank. Additional information regarding Mr. Cahit Çınar is set forth below:

Cahit Çınar

Born in Ankara in 1967, Mr. Cahit Çınar graduated from the International Relations Department of the Faculty of Political Sciences at Ankara University and then attended Munich Ludwig-Maximilians University between 1989 and 1990. Mr. Çınar then began his career at the Bank as an Assistant Specialist in Economic Research Division in 1991 and joined the Board of Inspectors as an Assistant Inspector in 1992. He was appointed as an Assistant Manager to the Commercial Loans Division in 2001. He was appointed to a position in Frankfurt/Germany in 2004 and became the Regional Manager of Commercial Loans Department in 2007, the Head of Commercial Loans Underwriting Division in 2010 and the Manager of Güneşli Corporate Branch in 2013. Mr. Çınar was appointed as the Chief Executive Officer of İşbank AG on 25 March 2016. Mr. Çınar was appointed as a Deputy Chief Executive of the Bank on 5 October 2018.

On 31 October 2018, Mr. Ergün Yorulmaz, a Deputy Chief Executive of the Bank, resigned from his duties due to his retirement.

TURKISH REGULATORY ENVIRONMENT

The following language is hereby added at the end of the fifth paragraph of the section titled “*Loan Loss Reserves - Current Rules*” (i.e., at the end of the last paragraph starting on page 177 and ending on page 178) of the Original Base Prospectus:

The banks applying TFRS 9 may re-classify their performing Group I loans, which had been previously classified as restructured loans under Group II, under Group I again following a minimum three month monitoring period, subject to the satisfaction of the requirements listed under sub-paragraphs (C) and (D) above (regardless of the conditions under sub-paragraphs (A) and (B) stated above).

The fourth paragraph of the section titled “*Consumer Loan, Provisioning and Credit Card Regulations*” starting on page 196 of the Original Base Prospectus is hereby deleted in its entirety and replaced by the following:

The BRSA, by amending the Regulation on Bank Cards and Credit Cards, has adopted limitations on the length of the periods of instalment payments on credit cards. Pursuant to such limitations, the instalment payment period (including the period for the postponement of payments and the debts split into instalments for a fee) for the purchase of goods and services and cash withdrawals is not permitted to exceed 12 months, whereas such limit is three months for electronic appliance purchasing, six months for computer purchasing, payments made to clubs and associations, expenditures relating to international travel, travel agencies assisting with international travel, transportation and international accommodation and nine months for domestic expenditures relating to airlines, travel agencies, health and social services and for purchases of health products and tax payments. In addition, credit card instalment payments (except for corporate credit cards) are not allowed for jewellery expenditures, telecommunication and related expenses, expenses related to direct marketing, expenditures made outside of Turkey and purchases of nutriment, liquor, fuels, cosmetics, office equipment, gift cards, gift checks and other similar intangible goods. With respect to corporate credit cards, the instalment period (including the period for the postponement of payments and the debts split into instalments for a fee) for the purchase of goods and services and cash withdrawals are not permitted to exceed nine months.

The last sentence of seventh paragraph under the section titled “*Consumer Loan, Provisioning and Credit Card Regulations*” on page 197 of the Original Base Prospectus, as amended by the supplement thereto dated 22 June 2018, is hereby deleted in its entirety and replaced by the following:

As for limitations regarding instalments, the maturity of consumer loans (other than loans to consumers for housing finance and complementary goods and services in relation to home renovation/improvement, the financial leases for homes leased to consumers, other loans for the purpose of purchasing real estate and for student loans, financing of debts owed to public institutions where the loan amount is directly deposited into the relevant public institution’s account and any refinancing of the same) are not permitted to exceed 36 months, whereas such limit is 48 months for auto loans and loans secured with autos and six months for loans granted for purchases of tablets and computers.

CERTAIN CONSIDERATIONS FOR ERISA AND OTHER U.S. EMPLOYEE BENEFIT PLANS

The section titled “*Certain Considerations for ERISA and other U.S. Employee Benefit Plans*” starting on page 206 of the Original Base Prospectus is hereby deleted in its entirety and replaced by the following:

CERTAIN CONSIDERATIONS FOR ERISA AND OTHER U.S. EMPLOYEE BENEFIT PLANS

Subject to the following discussion, the Notes (or beneficial interests therein) may be acquired with assets of an “employee benefit plan” (as defined in Section 3(3) of ERISA), that is subject to Title I of ERISA, a “plan” as defined in and subject to Section 4975 of the Code and any entity deemed to hold “plan assets” of the foregoing (each, a “*Benefit Plan Investor*”), as well as by governmental plans (as defined in Section 3(32) of ERISA), certain church plans (as defined in Section 3(33) of ERISA) and non-U.S. plans (as described in Section 4(b)(4) of ERISA) (collectively, with Benefit Plan Investors, referred to as “*Plans*”). Section 406 of ERISA and Section 4975 of the Code prohibit a Benefit Plan Investor from engaging in certain transactions with persons who are “parties in interest” under ERISA or “disqualified persons” under the Code with respect to such Benefit Plan Investor. A violation of these “prohibited transaction” rules may result in an excise tax or other penalties and liabilities under ERISA and the Code for such persons or the fiduciaries of such Benefit Plan Investor. In addition, Title I of ERISA requires fiduciaries of a Benefit Plan Investor subject to ERISA to

make investments that are prudent, diversified and in accordance with the governing plan documents. Plans that are governmental plans, certain church plans and non-U.S. plans are not subject to the fiduciary responsibility provisions of ERISA and the prohibited transaction provisions of ERISA or Section 4975 of the Code; *however*, such Plans might be subject to any applicable state, local, other federal or non-U.S. law that is substantially similar to Section 406 of ERISA or Section 4975 of the Code (“*Similar Law*”).

An investment in the Notes by or on behalf of a Benefit Plan Investor could give rise to a prohibited transaction if the Bank, an Arranger, a Dealer, an Agent or any of their respective affiliates is or becomes a party in interest or a disqualified person with respect to such Benefit Plan Investor. Certain exemptions from the prohibited transaction rules could be applicable to the acquisition or holding of an investment in the Notes by a Benefit Plan Investor depending upon the type and circumstances of the plan fiduciary making the decision to acquire such investment and the relationship of the party in interest or disqualified person to the Benefit Plan Investor. Included among these exemptions are: Section 408(b)(17) of ERISA and Section 4975(d)(20) of the Code for certain transactions between a Benefit Plan Investor and persons who are parties in interest or disqualified persons solely by reason of providing services to the Benefit Plan Investor or being affiliated with such service providers; Prohibited Transaction Class Exemption (“*PTCE*”) 96-23, regarding transactions effected by “in-house asset managers;” PTCE 95-60, regarding investments by insurance company general accounts; PTCE 91-38, regarding investments by bank collective investment funds; PTCE 90-1, regarding investments by insurance company pooled separate accounts; and PTCE 84-14, regarding transactions effected by “qualified professional asset managers.” Even if the conditions specified in one or more of these exemptions are met, the scope of the relief provided by these exemptions might or might not cover all acts that might be construed as prohibited transactions. There can be no assurance that any of these, or any other exemption, will be available with respect to any particular transaction involving the Notes, and prospective investors that are Benefit Plan Investors should consult with their legal advisors regarding the applicability of any such exemption.

By acquiring a Note (or a beneficial interest therein), each purchaser and transferee (and if the purchaser or transferee is a Plan, then its fiduciary) is deemed to represent and warrant that either: (a) it is not, and for so long as it holds the Note (or a beneficial interest therein) will not be, acquiring or holding a Note (or a beneficial interest therein) with the assets of a Benefit Plan Investor or a Plan that is subject to *Similar Law*, or (b) the acquisition, holding and disposition of the Note (or a beneficial interest therein) will not constitute or result in a non-exempt prohibited transaction under Section 406 of ERISA or Section 4975 of the Code or a violation of *Similar Law*.

Prospective investors in the Notes are advised to consult their advisers with respect to the matters discussed above and other applicable legal requirements.