SECOND SUPPLEMENT dated 3 March 2021 to the Base Prospectus dated 6 May 2020

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 6 May 2020 (the "*Original Base Prospectus*" and, as supplemented on 8 January 2021 (the "*First Supplement*"), 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 Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 (as amended, the "*Prospectus Regulation*"). The Central Bank of Ireland only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered as an endorsement of the Issuer or the quality of the Notes that are the subject of the Base Prospectus. Investors should make their own assessment as to the suitability of investing in the Notes. This document constitutes a supplement for the purposes of Article 23 of the Prospectus Regulation and has been prepared and published for the purposes of incorporating into the Base Prospectus the Issuer's latest financial statements and updating the Base Prospectus in certain manners. As a result, 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 year ended 31 December 2020 (including any notes thereto and the independent auditor's audit report thereon, the "*Group's New BRSA Financial Statements*") and (b) the unconsolidated BRSA Financial Statements of the Issuer as of and for the year ended 31 December 2020 (including any notes thereto and the independent auditor's audit 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: https://www.isbank.com.tr/en/about-us/financial-statements (such website does not, and shall not be deemed to, constitute a part of, nor is incorporated into, this Supplement or the Base Prospectus). The New Financial Statements, which are in English, were prepared as convenience translations of the corresponding Turkish language BRSA Financial Statements (which translations the Issuer confirms are 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 audited by Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (a member firm of Ernst & Young Global Limited) ("*EY*"). EY's audit reports included within the New Financial Statements contain a qualification. See "Risk Factors - Risks Relating to the Group and its Business - Other Group-Related Risks - Audit Qualification" as updated in the Base Prospectus by this Supplement.

In addition, this Supplement sets out 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. Any statement so modified or superseded shall not, except as so modified or superseded, constitute a part of 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.

Other than to the extent described in (including the information incorporated by reference into) the Base Prospectus (including in the New Financial Statements incorporated by reference into the Base Prospectus by means of this Supplement) and in the First Supplement, there has been: (a) no material adverse change in the prospects of the Bank since 31 December 2020, (b) no significant change in the financial performance of the Group since 31 December 2020 to the date of this Supplement and (c) no significant change in the financial position of the Group since 31 December 2020.

The Issuer accepts responsibility for the information contained herein. To the best of the knowledge of the Issuer, the information contained herein (including the information incorporated by reference into the Base Prospectus by means of this Supplement) is in accordance with the facts and makes no omission likely to affect the import of such information. To the full extent permitted by applicable law, none of the Dealers, the Arrangers, the Agents or any of their respective affiliates accept any responsibility for the information contained in this Supplement or incorporated by reference into the Base Prospectus by means of this Supplement.

AMENDMENTS

The following amendments are made to the Base Prospectus:

COVER

The third sentence of the eighth paragraph of the cover page of the Original Base Prospectus is hereby deleted in its entirety and replaced with the following:

The CMB approval based upon which any offering of the Notes may be conducted was obtained on 8 January 2021 and, to the extent (and in the form) required by applicable law, a written approval of the CMB in relation to each Tranche (as defined herein) of Notes will be required to be obtained on or before the issue date (an "*Issue Date*") of such Tranche of Notes.

GENERAL INFORMATION

The first sentence of the sixth paragraph on page iii of the Original Base Prospectus is hereby deleted in its entirety and replaced with the following:

The Issuer has obtained the CMB approval letter (dated 8 January 2021 and numbered E-29833736-105.02.02-13843) and the final CMB approved issuance certificate (in Turkish: *onaylanmış ihraç belgesi*) (dated 8 January 2021 and numbered 6/BA-25) (together, the "*CMB Approval*") and the BRSA approval letter (dated 25 December 2020 and numbered 20008792-101.02.01-E.12617) (the "*BRSA Approval*" and, with the CMB Approval, the "*Programme Approvals*") required for the issuance of notes under the Programme.

PRESENTATION OF FINANCIAL AND OTHER INFORMATION

The second sentence of the first paragraph of the section titled "Presentation of Financial and Other Information" on page ix of the Original Base Prospectus, as amended by the First Supplement, is hereby deleted in its entirety and replaced with the following:

All financial statements incorporated by reference herein, including the Bank's consolidated and unconsolidated annual statutory financial statements as of and for the years ended 31 December 2019 (including comparative information for 2018) and 31 December 2020 (including comparative information for 2019) (in each case, including any notes thereto and the independent auditor's reports thereon) (the "*BRSA Annual Financial Statements*"), have been prepared and presented in accordance with the BRSA Principles except for the free provisions (which do not meet the recognition criteria of Turkish Accounting Standards 37 'Provisions, Contingent Liabilities and Contingent Assets') recognised by the Bank.

The sentence inserted at the end of the sixth paragraph of the section titled "Presentation of Financial and Other Information" on pages ix and x of the Original Base Prospectus, as amended by the First Supplement, is hereby deleted in its entirety and replaced by the following:

The BRSA Annual Financial Statements as of (and for year ending on) 31 December 2020 were audited by EY.

RISK FACTORS

The second sentence of the first paragraph of the section titled "Risk Factors - Risks Relating to Turkey" starting on page 9 of the Original Base Prospectus is hereby deleted in its entirety and replaced by the following:

For example, as of 31 December 2020: (a) the Bank's loans (net) constituted 58.1% of its total assets, substantially all of which loans were made to borrowers located in Turkey, (b) the Bank's deposits from customers (excluding interbank deposits) constituted 61.4% of its total liabilities, almost all of which deposits were located in Turkey, and (c) 17.6% of the Bank's total assets were invested in securities issued by the Turkish Treasury.

The third to last sentence of the second paragraph of the section titled "Risk Factors - Risks Relating to Turkey - Economic Conditions" starting on page 13 of the Original Base Prospectus, as amended by the First Supplement, is hereby deleted in its entirety and replaced by the following:

> In the last quarter of 2020, according to the chained volume index, GDP increased by 5.9% compared to the same period of 2019, which increase resulted in the Turkish GDP expanding by 1.8% in 2020.

The first sentence of the second paragraph of the section titled "Risk Factors - Risks Relating to Turkey - Economic Conditions - Turkish Economy" on page 14 of the Original Base Prospectus, as amended by the First Supplement, is hereby deleted in its entirety and replaced by the following:

> Domestic macroeconomic factors, including the current account deficit, high levels of unemployment (12.9% overall and 25.4% for 15-24 year olds, both as of November 2020), high levels of inflation and interest rate and currency volatility, remain of concern, particularly in light of the further depreciation of the Turkish Lira.

The third sentence of the fourth paragraph of the section titled "Risk Factors - Risks Relating to Turkey - Economic Conditions - Turkish Economy" on page 15 of the Original Base Prospectus, as amended by the First Supplement, is hereby deleted in its entirety and replaced by the following:

> In recent years, there have been a number of periods of sharp depreciation and some recovery in the value of the Turkish Lira (***e.g.***, the Turkish Lira depreciated against the U.S. dollar by 38.1% in 2018, 12.9% in 2019 and 23.6% in 2020, with significant volatility particularly from August through November of 2020 driven in part by changes in Central Bank policy and regulatory changes).

The fourth to last sentence of the penultimate paragraph of the section titled "Risk Factors - Risks Relating to Turkey - Economic Conditions - COVID-19" starting on page 15 of the Original Base Prospectus, as amended by the First Supplement, is hereby deleted in its entirety and replaced by the following:

> Due in part to the COVID-19 pandemic, the Group experienced a significant increase in its provisions for Stage 2 loans in 2020, principally due to the Group's decisions to prepare for a potential decline in asset quality.

The fourth and fifth sentences of the first paragraph of the section titled "Risk Factors - Risks Relating to Turkey - Economic Conditions - High Current Account Deficit" on page 16 of the Original Base Prospectus, as amended by the First Supplement, are hereby deleted in their entirety and replaced by the following:

> According to the Central Bank, Turkey's current account balance for 2020 fell to a US$36.7 billion deficit, which decline was primarily due to an increase in imports, a decrease in exports to Europe and lower tourism revenues, each arising primarily from the shutdowns for the COVID-19 pandemic.

The first sentence of the fourth paragraph of the section titled "Risk Factors - Risks Relating to Turkey - Economic Conditions - High Current Account Deficit" on page 17 of the Original Base Prospectus is hereby deleted in its entirety and replaced by the following:

> Turkey is an energy import-dependent country and recorded US$24.2 billion of net energy imports in 2020, which decreased from US$33.3 billion in 2019, itself a decrease from US$37.8 billion in 2018.

The first paragraph of the section titled "Risk Factors - Risks Relating to Turkey - Economic Conditions - Inflation" on page 17 of the Original Base Prospectus, as amended by the First Supplement, is hereby deleted in its entirety and replaced by the following:

> The Turkish economy has experienced significant inflationary pressures in the past. The annual consumer price index ("***CPI***") inflation rate was 20.3% in 2018, while annual domestic producer price inflation ("***D-PPI***") during the year was 33.6%, both increasing significantly due principally to the depreciation of the Turkish Lira. In 2019, the CPI was 11.8% and D-PPI was 7.4%, reflecting a moderation of economic activity. The annual CPI inflation rate was 14.6% in 2020, while annual D-PPI was 25.2%, both impacted significantly by the depreciation of the Turkish Lira. As of February 2021, the last 12 month CPI and D-PPI inflations were 15.6% and 27.1%, respectively. On 28 January 2021, the Central Bank published its first inflation report of 2021, stating its inflation forecasts for 2021 and 2022 as 9.4% and 7.0%, respectively.

The second sentence of the first paragraph of the section titled "Risk Factors - Risks Relating to the Group and its Business - Credit Risks - Loan Concentrations" on page 21 of the Original Base Prospectus is hereby deleted in its entirety and replaced by the following:

> For example, as of 31 December 2020, retail loans accounted for 25.0% of the Bank's loan portfolio (19.8% consumer loans and 5.2% retail credit card loans), loans to SMEs (according to the BRSA SME Definition) accounted for 20.1% and the remaining share of the Bank's loan portfolio consisted of loans to corporates (according to the Corporate Definition).

The second and third sentences of the second paragraph of the section titled "Risk Factors - Risks Relating to the Group and its Business - Credit Risks - Loan Concentrations" on page 21 of the Original Base Prospectus are hereby deleted their entirety and replaced by the following:

> On a Bank-only basis as of 31 December 2020, SMEs (as defined by the BRSA SME Definition) accounted for 26.2% of total NPLs and retail loans (which consist of consumer loans, overdrafts and credit cards) accounted for 9.7%, with the remainder constituted by loans to corporate borrowers. The Bank's NPL ratio for retail loans was 3.1%, 3.0% and 2.2%, respectively, as of 2018, 2019 and 2020 whereas the Bank's NPL ratio for SME loans was 5.5%, 8.2% and 7.1%, respectively, as of such dates.

The penultimate sentence of the third paragraph of the section titled "Risk Factors - Risks Relating to the Group and its Business - Credit Risks - Loan Concentrations" starting on page 21 of the Original Base Prospectus is hereby deleted in its entirety and replaced by the following:

> As of 31 December 2020, the Bank's total loan disbursements under the KGF programme were TL 42.9 billion (of which TL 13.5 billion remained outstanding) and the Bank's "compensation upper-limit ratio" for the loans made under each scheme was less than 7%.

The last sentence of the fourth paragraph of the section titled "Risk Factors - Risks Relating to the Group and its Business - Credit Risks - Loan Concentrations" on page 22 of the Original Base Prospectus is hereby deleted in its entirety and replaced by the following:

> As a result of such conversion, the remaining amount of the Bank's loan to LYY was TL 1,886,716 thousand as of 31 December 2019 (remaining as such as of 31 December 2020).

The first paragraph of the section titled "Risk Factors - Risks Relating to the Group and its Business - Credit Risks - Government Default" on page 22 of the Original Base Prospectus, as amended by the First Supplement, is hereby deleted in its entirety and replaced by the following:

> The Group has significant exposure to Turkish governmental and state-controlled entities, including the Central Bank. As of 31 December 2020, 93.7% of the Bank's total securities portfolio (17.6% of its total assets and equal to 154.0% of its shareholders' equity) was invested in Turkish government debt securities and 58.1% of the Bank's total assets were used to make loans to Turkish governmental and state-controlled entities (93.7%, 17.2%, 137.1% and 57.8%, respectively, as of 31 December 2019). In addition, the Group has exposure to the Turkish government through the Group's participation in financing state-sponsored infrastructure projects and the KGF-guaranteed loan programme, which might be susceptible to increased credit risk in the event of continued weakness in Turkey's macroeconomic condition or deterioration of the Turkish government's creditworthiness. In early 2020, the KGF-guaranteed loan programme was expanded to include retail loans as part of the government's efforts to address the economic impact of the COVID-19 pandemic, which expansion might increase the credit risk of obligations payable by the Turkish government; *however*, through 3 March 2021, the Bank has not included retail loans within the KGF programme. Furthermore, principally due to requirements to maintain certain amounts of reserves with the Central Bank, the Group maintains significant amounts of reserves (including foreign currency reserves) with the Central Bank, for which it is subject to the Central Bank's ability to return such reserves, and is otherwise dependent upon the Central Bank.

The following is hereby added as a new sentence at the end of the second paragraph of the section titled "Risk Factors - Risks Relating to the Group and its Business - Credit Risks - Government Default" starting on page 22 of the Original Base Prospectus, as amended by the First Supplement:

> On 19 February 2021, Fitch affirmed Turkey's long-term foreign currency issuer default credit rating as "BB-" but revised the outlook to stable from negative.

The last sentence of the second paragraph of the section titled "Risk Factors - Risks Relating to the Group and its Business – Market Risks – Foreign Exchange and Currency Risk" on page 24 of the Original Base Prospectus is hereby deleted in its entirety and replaced by the following:

> This has resulted in an increase in the Bank's swap costs and, as a result, had a negative impact on net interest margin (in 2020, such swaps had a 112 basis point negative impact on the Bank's net interest margin).

The fourth paragraph of the section titled "Risk Factors - Risks Relating to the Group and its Business – Market Risks – Foreign Exchange and Currency Risk" on page 24 of the Original Base Prospectus is hereby deleted in its entirety and replaced by the following:

> For example, as a result of the depreciation of the Turkish Lira by 23.6% against the U.S. dollar in 2020 according to the Central Bank's published buying rate, the Turkish Lira-equivalent value of the Group's foreign currency-denominated assets, liabilities and capital increased significantly in 2020. The share of Turkish Lira-denominated assets and liabilities in the Group's balance sheet changed from 54.3% and 47.8%, respectively, as of 31 December 2018 to 54.9% and 47.9%, respectively, as of 31 December 2019 and 55.6% and 44.3% respectively, as of 31 December 2020, in both years largely due to the depreciation of the Turkish Lira. In addition, there was in 2019 a 1.2% decrease (in Turkish Lira terms) in foreign currency-denominated loans despite the depreciation of the Turkish Lira, following in 2020 by an increase of 19.4%. Accordingly, the growth in total loans during 2019 and 2020 was 7.6% and 26.4%, respectively, with these increases principally resulting from the growth in Turkish Lira-denominated loans.

The last sentence of the fifth paragraph of the section titled "Risk Factors – Risks Relating to the Group and its Business – Market Risks – Foreign Exchange and Currency Risk" on page 24 of the Original Base Prospectus is hereby deleted in its entirety and replaced by the following:

> As of 31 December 2020, foreign currency-denominated loans (including applicable lease receivables and factoring receivables) comprised 45.0% of the Group's loan portfolio (of which U.S. dollar-denominated obligations were the most significant) (47.9% as of 31 December 2019 and 51.7% as of 31 December 2018).

The second sentence of the first paragraph of the section titled "Risk Factors – Risks Relating to the Group and its Business – Market Risks – Interest Rate Risk" on page 24 of the Original Base Prospectus is hereby deleted in its entirety and replaced by the following:

> Net interest income is the principal source of income for the Group, contributing 63.2% of the Group's total operating income and profit/loss from associates accounted for using the equity method for 2020 (64.8% for 2019 and 63.7% for 2018) and the net interest margin (which is measured on a Bank-only basis) was 5.8% in 2020 (5.6% in 2019 and 5.1% in 2018).

The first sentence of the third paragraph of the section titled "Risk Factors – Risks Relating to the Group and its Business – Market Risks – Interest Rate Risk" on page 24 of the Original Base Prospectus is hereby deleted in its entirety and replaced by the following:

> For example, an increase in interest rates (such as the large increases that the Central Bank implemented in the last half of 2020 to combat high inflation and the depreciation of the Turkish Lira) might cause the cost of deposits (which are typically short-term and repriced frequently) to increase more significantly and/or quickly than loan yields (which are short-, medium- and long-term), resulting in a potential short-term reduction in net interest margin.

The first sentence of the first paragraph of the section titled "Risk Factors - Risks Relating to the Group and its Business – Market Risks – Reduction in Earnings on Investment Portfolio" on page 25 of the Original Base Prospectus is hereby deleted in its entirety and replaced by the following:

> The Group has historically generated a portion of its interest income from its total securities portfolio, with interest derived from the Group's total securities portfolio in 2020 accounting for 24.1% of its total interest income and 17.6% of its gross operating income (that is, the sum of interest income, fees and commissions received, dividend income, trading income/loss and other operating income with no deductions for interest expense or fee and commission expense) (21.2% and 16.6%, respectively, in 2019 and 19.5% and 15.4%, respectively, in 2018).

The second sentence of the third paragraph of the section titled "Risk Factors - Risks Relating to the Group and its Business – Funding Risks – Liquidity Risk" on page 26 of the Original Base Prospectus is hereby deleted in its entirety and replaced by the following:

> The Group's cash loan-to-deposit ratio was 102.7% as of 31 December 2020 (101.6% as of 31 December 2019 and 118.6% as of 31 December 2018).

The fifth sentence of the fourth paragraph of the section titled "Risk Factors - Risks Relating to the Group and its Business – Funding Risks – Liquidity Risk" on page 26 of the Original Base Prospectus is hereby deleted in its entirety and replaced by the following:

> The Group's non-deposit funding as of 31 December 2020 was equivalent to 23.3% of its assets (23.0% as of 31 December 2019 and 27.6% as of 31 December 2018).

The second sentence of the fifth paragraph of the section titled "Risk Factors - Risks Relating to the Group and its Business – Funding Risks – Liquidity Risk" on page 26 of the Original Base Prospectus is hereby deleted in its entirety and replaced by the following:

> The Group's total foreign currency-denominated borrowings (*i.e.*, the sum of foreign currency-denominated funds borrowed, money market funds, marketable securities issued and subordinated debt) equalled 18.6% of its assets as of 31 December 2020 (19.9% as of 31 December 2019 and 23.2% as of 31 December 2018).

The third sentence of the first paragraph of the section titled "Risk Factors - Risks Relating to the Group and its Business - Operational Risks – Competition in the Turkish Banking Sector" on page 27 of the Original Base Prospectus is hereby deleted in its entirety and replaced by the following:

> As of 30 September 2020 (according to the Banks Association of Turkey), the top seven banking groups in Turkey (including the Group), three of which were state-controlled, held 81.9% of the Turkish banking sector's total loan portfolio in Turkey, 81.5% of the total bank assets in Turkey and 82.1% of the total deposits in Turkey (in each case, excluding participation banks and development and investment banks).

The last sentence of the paragraph of the section titled "Risk Factors - Risks Relating to the Group and its Business – Operational Risks – Participations" on page 29 of the Original Base Prospectus is hereby deleted in its entirety and replaced by the following:

> In addition, the level of profit/loss accounted for using the equity method by the Bank from such investments (which totalled TL 3,406 million in 2020) might vary from year to year and affect the Bank's net income accordingly.

The first sentence of the first paragraph of the section titled "Risk Factors - Risks Relating to the Group and its Business – Other Group-Related Risks – Large Shareholders" on page 30 of the Original Base Prospectus is hereby deleted in its entirety and replaced by the following:

> As of 31 December 2020, 37.08% of the Bank's shares were held by the İşbank Personnel Supplementary Pension Fund and 28.09% (Atatürk's shares) were owned by the Republican People's Party (the "*CHP*").

The first and second paragraphs of the section titled "Risk Factors - Risks Relating to the Group and its Business - Other Group-Related Risks - Audit Qualification" on page 31 of the Original Base Prospectus, as amended by the First Supplement, are hereby deleted in their entirety and replaced by the following:

The independent auditor's audit reports included in the BRSA Annual Financial Statements were qualified with respect to free provisions that were provided by the Bank's management. Specifically, such report in the BRSA Financial Statements as of and for the year ended 31 December 2020 states that the qualification was the result of a management decision to provide reserves to address "the possible effects of the negative circumstances which may arise in the economy or market conditions," which does not meet the criteria of Turkish Accounting Standards 37 ("Provisions, Contingent Liabilities and Contingent Assets"). See also the auditor's reports included in such BRSA Annual Financial Statements. Similar qualifications might be included in the corresponding audit or review reports for future fiscal periods.

The independent auditor's audit reports included in the BRSA Annual Financial Statements for both the Group and the Bank include a qualification related to the free provision. For the Group, these free provisions: (a) amounted to TL 1,200 million as of 31 December 2018, reflecting TL 540 million in reversals in 2018, (b) amounted to TL 1,125 million as of 31 December 2019, reflecting a TL 75 million reversal in 2019, and (c) amounted to TL 2,875 million as of 31 December 2020, reflecting a TL 1,750 million increase in additional provisions during 2020.

The following is hereby inserted into the Base Prospectus as a new risk factor at the end of the section titled "Risks Relating to the Structure of the Notes" that starts on page 31 of the Original Base Prospectus:

Sustainability Notes - The application of the net proceeds of Sustainability Notes as described in "Use of Proceeds" might not meet investor expectations or be (or remain) suitable for an investor's investment criteria

The Programme provides for the issuance of Sustainability Notes. The applicable Final Terms relating to any specific Tranche of Sustainability Notes will provide that the proceeds of such Notes will (or, as of the Issue Date, are intended to) (in accordance with the Issuer's Sustainability Bond Framework) be used to finance (including refinance) a portfolio of loans (the "*Sustainable Loan Portfolio*"), for which the working group formed by the Issuer (the "*Sustainability Bond Working Group*") will exercise its judgment and sole discretion in determining the businesses and projects that satisfy the eligibility criteria in the Issuer's Sustainability Bond Framework. The Sustainability Bond Working Group is also responsible for the review and update of the Sustainability Bond Framework (in which case, the updated version will be published on the Issuer's website). The Issuer engaged an independent third-party to review and provide a second party opinion on the alignment of the Sustainability Bond Framework with the Green Bond Principles, the Social Bond Principles and the Sustainability Bond Guidelines dated 2018, published by the International Capital Markets Association (ICMA), and such alignment was confirmed by such opinion dated 23 January 2020 (published, as of 3 March 2021, on the Issuer's website at: https://www.isbank.com.tr/en/about-us/prospectuses-and-offering-circulars). A prospective investor in any Sustainability Notes should have regard to the information in "Use of Proceeds" and the applicable Final Terms regarding the use of the net proceeds of such Sustainability Notes and must determine for itself the relevance of such information (together with any other investigation that such investor deems necessary, including a review of the then-applicable Sustainability Bond Framework) for the purpose of such investor's investment in such Sustainability Notes. In particular, no assurance is given by the Issuer, any Arranger, any Dealer or any Agent that the use of such proceeds for any loans under the Sustainable Loan Portfolio will satisfy, whether in whole or part, any present or future expectations of such investor or any of such investor's requirements with respect to any investment criteria or guidelines with which such investor and/or its investments are required to comply. Furthermore, it should be noted that the proceeds of any loans in the Sustainable Loan Portfolio may be for specific assets and projects, which are defined in the Sustainability Bond Framework.

In addition, it should be noted that there is no clear definition (legal, regulatory or otherwise) of, nor any market consensus as to what constitutes, a "green," "social," "sustainability" or similarly labelled project or as to what attributes are required for a particular project to be so considered, nor can any assurance be given that such a clear definition or consensus will develop over time or that any prevailing market consensus will not significantly change; *however*, the EU's regulation on the establishment of a framework to facilitate sustainable investment (the "*EU Taxonomy*") , which is subject to a phased implementation, provides some definition for such topics within the EU. Accordingly, no assurance is or can be given (whether by the Issuer, an Arranger, a Dealer, the Agents or any other person) to any investor in a Sustainability Note that: (a) any project or uses the subject of, or related to, any loans under Sustainable Loan Portfolio will meet all or any of such investor's expectations regarding any "green," "social," "sustainability" or similarly labelled performance objectives or investment criteria, (b) any adverse environmental, social and/or other impacts will not occur during the implementation of any projects or uses the subject of, or related to, any loans in the Sustainable Loan Portfolio or (c) the Sustainability Bond Framework will be aligned with the EU Taxonomy or any other sustainability framework.

No assurance or representation is given as to the suitability or reliability for any purpose whatsoever of any report, assessment, opinion or certification of any third party (whether or not solicited by the Issuer) that might or might not be made available in connection with the issuance of any Sustainability Notes, including (in particular) to the extent addressing whether any loans in the Sustainable Loan Portfolio fulfil any environmental, social, sustainability and/or other criteria. Any such report, assessment, opinion or certification does not, nor shall be deemed to, constitute a part of, nor is incorporated into, this Base Prospectus. Any such report, assessment, opinion or certification is not, nor should be deemed to be, a recommendation by the Issuer, any Arranger, any Dealer, any Agent or any other person to invest in any Sustainability Notes. Any such report, assessment, opinion or certification is only current as of the date it was issued. Prospective investors in Sustainability Notes must determine for themselves the relevance of any such report, assessment, opinion or certification, the information contained therein and/or the provider of such report, assessment, opinion or certification for the purpose of any investment in Sustainability Notes. The providers of such reports, assessments, opinions and certifications might not be subject to any specific oversight or regulatory or other regime.

In the event that any Sustainability Notes are listed or admitted to trading on any dedicated "green," "environmental," "social," "sustainability" or other similarly labelled securities exchange or market (or segment thereof), whether or not regulated, no representation or assurance is given by the Issuer, any Arranger, any Dealer, any Agent or any other person that such listing or admission satisfies, whether in whole or in part, any present or future investor expectations or requirements as regards any investment criteria or guidelines with which such investor or its investments are required to comply. In addition, the criteria for any such listings or admission to trading might vary from one securities exchange or market to another. No representation or assurance is given or made by the Issuer, any Arranger, any Dealer, any Agent or any other person that any such listing or admission to trading will be obtained in respect of any Sustainability Notes or, if obtained, that any such listing or admission to trading will be maintained during the life of the applicable Sustainability Notes.

While it is the intention of the Issuer to apply the net proceeds of any Sustainability Notes and obtain and publish the relevant reports, assessments, opinions and certifications in, or substantially in, the manner described in "Use of Proceeds," there can be no assurance that the Issuer will be able to do so. In addition, there can be no assurance that any loans in the Sustainable Loan Portfolio will be completed within any specified period or at all or with respect to the results or outcome (whether or not related to the environment, social goals, sustainability goals or similar) as originally expected or anticipated by the Issuer.

Any such event, the net proceeds of any issue of Sustainability Notes not being applied for any loans that qualify for the Sustainable Loan Portfolio or the Issuer's not obtaining and/or publishing any such reports, assessments, opinions and certifications will neither constitute an "Event of Default" under the relevant Sustainability Notes nor give rise to any other claim of an investor in such Sustainability Notes against the Issuer. The withdrawal of any report, assessment, opinion or certification as described above, or any such report, assessment, opinion or certification attesting that the Issuer is not complying in whole or in part with any matters for which such report, assessment, opinion or certification is reporting, assessing, opining or certifying on, and/or any such Sustainability Notes no longer being listed or admitted to trading on any securities exchange or market, as aforesaid, might have a material adverse effect on the value of an investment in such Sustainability Notes and/or result in adverse consequences for certain investors with portfolio mandates to invest in securities to be used for a particular purpose.

USE OF PROCEEDS

The following, including the definitions below, are hereby added at the end of the section titled "Use of Proceeds" on page 43 of the Original Base Prospectus:

In addition, where the "Reasons for the Offer and Estimated Net Proceeds" in Part B of the applicable Final Terms are stated to be for "loans in the Green Categories," "loans in the Social Categories" and a mix of "loans in the Green Categories and loans in the Social Categories" as described in this "Use of Proceeds" section ("*Green*

Bonds," "*Social Bonds*" and "*Sustainability Bonds*," respectively, and together the "*Sustainability Notes*"), the net proceeds from each issue of Sustainability Notes will (or, as of the applicable Issue Date, will be intended to) be used as so described. For each Series of Sustainability Notes, such net proceeds are expected to be applied by the Issuer in financing (including refinancing), individually or on a portfolio basis, loans under the Green Categories and/or Social Categories (each as defined below and further described in the "Sustainability Bond Framework" published on the Issuer's website (as of 3 March 2021, https://www.isbank.com.tr/en/about-us/prospectuses-and-offering-circulars) (as amended, supplemented or otherwise updated from time to time, the "*Sustainability Bond Framework*")) (together, the "*Sustainable Loan Portfolio*"), including the provision of new loans in the Sustainable Loan Portfolio and the refinancing of existing loans. In the case of Green Bonds, such financing (including refinancing) shall be through loans in the Green Categories; in the case of Social Bonds, such financing (including refinancing) shall be through loans in the Social Categories; and in the case of Sustainability Bonds, such financing (including refinancing) shall be through loans in the Green Categories and/or Social Categories; *however*, the proceeds of any Sustainability Notes will not be used to provide loans covered by the Issuer's "Exclusion List" as detailed on the Issuer's website (as of 3 March 2021, https://www.isbank.com.tr/en/about-us/Documents/sustainability/environment-and-social-impact-policy.pdf) (which includes, as of such date, loans linked to trade of wildlife elements or products, forced labor or child labor, production of weapons of mass destruction and land mines, diamond mining or the diamond trade, each of which are prohibited by applicable laws). The Bank will also not knowingly be involved in financing of any projects or activities related to nuclear power generation or fossil fuels with the proceeds of the Sustainability Notes.

Pending the allocation or reallocation, as the case may be, of any net proceeds of Sustainability Notes in funding the relevant loans in the Sustainable Loan Portfolio, such proceeds will be (as indicated in the Sustainability Bond Framework) invested by the Issuer at its own discretion in cash and/or cash equivalent, and/or other marketable instruments. To the extent required, additional eligible loans will be added to the Sustainable Loan Portfolio to ensure that the net proceeds from any outstanding Sustainability Notes will be used to fund the Sustainable Loan Portfolio.

As outlined in the Sustainability Bond Framework as in effect on 3 March 2021, a report will be published by the Issuer with respect to Sustainability Notes by the first anniversary of issuance and thereafter (if required) a new report will be published annually until the proceeds have been fully allocated. As noted in the Sustainability Bond Framework, such reports will provide information on the allocation of the net proceeds of the Sustainability Notes, on an individual or aggregate basis, including the portion thereof allocated to eligible loans, the number of eligible loans, the balance of unallocated proceeds and the amount or the percentage of such proceeds used for new financing versus refinancings. Where confidentiality agreements or competitive considerations require, or a large number of underlying projects limit the amount of detail that can be made available, the Issuer will present the information in generic terms or on a portfolio basis.

"*Green Categories*" means categories of eligible loans listed under the "Green Categories" in the Sustainability Bond Framework. As of 3 March 2021, categories of such loans include loans for: (a) renewable energy, (b) energy efficiency, (c) eco-efficient and/or circular economy adapted products, production technologies and processes, (d) green buildings, (e) clean transportation, (f) pollution prevention and control and (g) environmentally sustainable management of living natural resources and land use.

"*Social Categories*" means categories of eligible loans listed under the "Social Categories" in the Sustainability Bond Framework. As of 3 March 2021, categories of such loans include loans for: (a) access to essential services and (b) employment generation (including through the potential effect of SME financing).

Neither the Sustainability Bond Framework nor any of the reports, verification assessments, opinions or contents of any of the websites referenced in this "Use of Proceeds" section are, or shall be deemed to, constitute a part of, nor are incorporated into, this Base Prospectus.

SUMMARY FINANCIAL AND OTHER INFORMATION

The section titled "Summary Financial and Other Data" starting on page 44 of the Original Base Prospectus is hereby amended by the deletion of the section after the first paragraph and its replacement with the following:

	As of 31 December		
	2018	2019	2020
Balance Sheet Data:		*(TL thousands)*	
Financial Assets (Net)	113,783,784	146,684,179	185,171,190
Cash And Cash Equivalent	*56,134,488*	*75,509,607*	*93,884,261*
Financial Assets at Fair Value Through Profit or Loss	*3,497,105*	*4,801,495*	*6,800,006*
Financial Assets at Fair Value Through Other Comprehensive Income	*47,849,702*	*61,013,720*	*77,827,270*
Derivative Financial Assets	*6,337,975*	*5,111,267*	*6,710,129*
Expected Credit Loss (-)	*35,486*	*51,910*	*50,476*
Financial Assets Measured at Amortised Cost	330,344,140	353,653,240	446,634,898
Loans	*305,163,170*	*328,239,867*	*414,731,304*
Lease Receivables	*5,646,181*	*5,504,078*	*7,704,226*
Factoring Receivables	*2,760,989*	*3,387,290*	*4,644,186*
Other Financial Assets Measured at Amortised Cost	*29,013,507*	*33,639,301*	*45,604,603*
Expected Credit Loss (-)	*12,239,707*	*17,117,296*	*26,049,421*
Assets Held For Sale And Discontinued Operations (Net)	283,138	1,190,220	1,302,608
Equity Investments	9,418,560	11,190,991	13,052,096
Investments in Associates (Net)	*212,705*	*255,838*	*271,231*
Subsidiaries (Net)	*9,202,767*	*10,929,898*	*12,775,982*
Joint Ventures (Net)	*3,088*	*5,255*	*4,883*
Tangible Assets (Net)	7,104,041	7,994,765	8,099,954
Intangible Assets (Net)	883,541	1,196,724	1,653,988
Investment Property (Net)	3,704,581	3,444,979	3,649,631
Current Tax Asset	170,828	23,646	48,923
Deferred Tax Asset	1,543,870	1,950,997	3,672,736
Other Assets	32,670,874	37,722,097	54,866,239
Total Assets	**499,907,357**	**565,051,838**	**718,152,263**
Deposits	248,981,402	302,791,204	381,693,393
Funds Borrowed	72,582,007	72,306,980	77,602,888
Money Markets	11,980,587	3,030,335	25,984,647
Securities Issued (Net)	40,642,271	39,291,778	39,499,306
Funds	32,529	58,950	122,105
Derivative Financial Liabilities	4,558,286	2,731,824	8,854,434
Lease Payables	-	956,884	918,740
Provisions	15,161,685	17,860,585	24,027,066
Current Tax Liability	1,728,531	1,586,552	2,851,982
Deferred Tax Liability	80,066	76,292	144,431
Subordinated Debts	12,708,575	15,376,976	24,426,121
Other Liabilities	35,836,525	43,282,011	57,165,430
Total Liabilities	**444,293,464**	**499,350,371**	643,290,543
Shareholders' Equity	55,614,893	65,701,467	74,861,720
Total Liabilities and Shareholders' Equity	**499,907,357**	**565,051,838**	**718,152,263**

Key Ratios and Other Information:	As of (or for the year ended) 31 December 2018	2019	2020
Return on average shareholders' equity excluding minority interest	14.6%	11.3%	10.7%
Net interest margin	5.1%	5.6%	5.8%
Cost-to-income ratio	35.9%	39.8%	36.0%
NPL ratio	4.1%	6.3%	5.4%
Cost to average total assets	1.9%	2.2%	2.1%
Capital Adequacy:			
Tier 1 ratio(1)	12.3%	13.2%	13.0%
Capital adequacy ratio(2)	15.3%	16.4%	17.0%
Other Information:			
Average employees during the period	24,730	24,272	23,745
Branches at period end	1,355	1,271	1,227
Inflation rate/GDP %:			
Producer price index inflation(3)	33.6%	7.4%	25.2%
Gross domestic product (% change)(3)(4)	3.0%	0.9%	0.5(5)%

(1) The Tier 1 ratio is: (a) the "Tier 1" capital (*i.e.*, the common equity Tier 1 capital *plus* additional Tier 1 capital *minus* regulatory adjustments to common equity) *as a percentage of* (b) the aggregate of the credit risk, market risk and operational risk. Capital adequacy ratios are based upon BRSA regulations. See "Capital Adequacy" below.

(2) The capital adequacy ratio is: (a) the sum of "Tier 1" capital *plus* "Tier 2" capital (*i.e.*, the "supplementary capital," which comprises general provisions, subordinated debt) *minus* items to be deducted from capital (the "deductions from capital," which comprises items such as unconsolidated equity interests in financial institutions and assets held for resale but held longer than five years) *as a percentage of* (b) the aggregate of the credit risk, market risk and operational risk. The capital adequacy ratios are based upon BRSA regulations. See "Capital Adequacy" below.

(3) As published by TurkStat.

(4) According to chained volume index.

(5) For the first nine months of 2020 compared to the same period of 2019.

The calculation of the Group's cost-to-income ratio for the indicated periods is as follows:

	2018	2019	2020
	(TL thousands, except percentages)		
Total operating expenses	14,656,126	17,512,911	21,179,158
Insurance and reinsurance companies' expenses	(5,652,737)	(5,831,689)	(7,247,084)
Costs	**9,003,389**	**11,681,222**	**13,932,074**
Total operating income	29,189,239	33,740,635	44,540,345
Profit/loss from associates accounted for using the equity method	1,569,036	1,462,479	1,455,956
Insurance and reinsurance companies' expenses	(5,652,737)	(5,831,689)	(7,247,084)
Income	**25,105,538**	**29,371,425**	**38,749,217**
Cost-to-income ratio	35.9%	39.8%	36.0%

CAPITALISATION OF THE GROUP

The section titled "Capitalisation of the Group" on page 48 of the Original Base Prospectus is hereby amended by the deletion of the section after the first paragraph and its replacement with the following:

	As of 31 December		
	2018	**2019**	**2020**
		(TL thousands)	
Paid-in Capital	4,500,000	4,500,000	4,500,000
Capital Reserves	1,129,862	1,126,870	1,216,307
Accumulated Other Comprehensive Income or Loss Not Reclassified Through Profit or Loss	4,734,287	4,790,355	4,649,909
Accumulated Other Comprehensive Income or Loss Reclassified Through Profit or Loss	(112,960)	2,960,512	4,638,071
Profit Reserves	29,037,168	36,844,887	44,064,828
Capital stock; legal reserves, retained earnings and other equity accounts	39,288,357	50,222,624	59,069,115
Profit or Loss	10,303,541	8,413,254	8,378,887
Total shareholders' equity	**49,591,898**	**58,635,878**	**67,448,002**
Long-term debt[1]	110,958,963	111,811,905	130,687,079
Total capitalisation	**160,550,861**	**170,447,783**	**188,847,101**

(1) Long-term debt includes the funds borrowed (including subordinated loans and debt securities in issue) with an original maturity over one year.

OTHER GENERAL INFORMATION

The first sentence of the section titled "Other General Information - Independent Auditors" on page 228 of the Original Base Prospectus, as amended by the First Supplement, is hereby deleted in its entirety and replaced with the following:

> The BRSA Annual Financial Statements have been audited by EY, each of which was audited in accordance with the Regulation on Independent Audit of Banks published by the BRSA and Independent Auditing Standards, which is a component of the Turkish Auditing Standards published by the POA.

THE GROUP AND ITS BUSINESS

The section titled "The Group and its Business – Overview of the Group" starting on page 49 of the Original Base Prospectus is hereby deleted in its entirety and replaced with the following:

Overview of the Group

As of 31 December 2020, the Bank: (a) was the largest private bank in Turkey in terms of shareholders' equity, total assets, total deposits, demand deposits, total loans and number of branches and (b) had the largest market shares of Turkish Lira-denominated loans (9.5%), foreign currency-denominated loans (11.2%), non-retail loans (9.9%) and foreign currency-denominated deposits (13.2%) (source: BRSA data excluding participation banks, each as measured on a bank-only basis). The Bank was the market leader in mutual funds distribution as of 31 December 2020 (source: Central Registry İstanbul). The Bank operates in six main business segments: (a) Corporate Banking, (b) Commercial Banking, (c) Retail Banking, (d) Private Banking, (e) Capital Market Operations and (f) Other Banking Services.

As of 31 December 2020, the Group had total assets of TL 718,152 million, an increase of 27.1% from TL 565,052 million as of 31 December 2019, itself an increase of 13.0% from TL 499,907 million as of 31 December 2018. As of 31 December 2020, the Group had total deposits of TL 381,693 million, an increase of 26.1% from TL 302,791 million as of 31 December 2019, which was itself an increase of 21.6% from TL 248,981 million as of 31 December 2018.

As of 31 December 2020, the Group had total shareholders' equity of TL 74,862 million, an increase of 13.9% from TL 65,701 million as of 31 December 2019, itself an increase of 18.1% from TL 55,615 million as of 31 December 2018.

In 2020, the Group's net profit was TL 7,752 million, an increase of 10.2% from TL 7,032 million as of 31 December 2019, itself a 7.1% decrease from TL 7,571 million as of 31 December 2018. In 2020, the Group's net interest income was

TL 29,063 million, an increase of 27.5% from TL 22,799 million as of 31 December 2018, itself a 16.4% increase from TL 19,586 million as of 31 December 2018.

As of 3 March 2021, the Bank's shares are quoted on the Borsa İstanbul and also are traded by qualified institutional buyers on over the counter markets in the form of American Depositary Receipts and at the London Stock Exchange in the form of Global Depositary Receipts. As of 31 December 2020, 37.08% of the Bank's shares were held by the Bank's own employee pension fund and 28.09% (Atatürk's shares) were owned by the CHP. The remaining 34.83% was listed publicly on the Borsa İstanbul.

As of 31 December 2020, the Bank had the largest nationwide branch network and the largest ATM network among private sector banks in Turkey, with 1,205 domestic branches (covering every city in Turkey) and 6,521 domestic ATMs (sources for comparative data: Banks Association of Turkey and Interbank Card Centre), and also had 22 international branches. The Bank also has an international presence through its own London, North London (England), Arbil (Iraq), Baghdad (Iraq), Bahrain, Pristina (Kosovo) and Prizren (Kosovo) branches; through İşbank AG, a wholly-owned subsidiary with nine branches in Germany and one branch in The Netherlands; through Moscow based JSC İşbank, a wholly-owned subsidiary with two branches in Russia and a representative office in Kazan, Russia; and through Tbilisi-based JSC Isbank Georgia, a wholly-owned subsidiary with two branches in Georgia. Besides these, as of such date, the Bank had 15 branches in the TRNC and a representative office in each of the People's Republic of China and Egypt.

Part of the Bank's original mandate and strategy was to support the growth and development of the Turkish economy. As part of this strategy, the Bank acquired numerous equity participations in other companies over time and has taken part in the establishment of companies in a range of industries, in a number of cases being the first Turkish company to be active in such industries. The Bank has disposed of many of these equity participations over the years. As of 31 December 2020, the Bank had a direct equity interest in 26 companies, 10 of which were then classified under available-for-sale securities. These companies are active in a wide range of industrial and service sectors, mainly finance and glass.

The last two sentences of the last paragraph of the section titled "The Group and its Business – Strengths – Market Leader in Turkish Banking Sector in Size and Scope of Operations" starting on page 50 of the Original Base Prospectus are hereby deleted in their entirety and replaced with the following:

> The Bank's loan portfolio grew from TL 260,316 million as of 31 December 2018 to TL 270,360 million as of 31 December 2019 and TL 345,150 million as of 31 December 2020, a compound annual growth rate ("*CAGR*")[*] of 15.1%. The Bank's total deposits grew from TL 245,269 million as of 31 December 2018 to TL 295,922 million as of 31 December 2019 and TL 368,876 million as of 31 December 2020, resulting in a CAGR of 22.6%.

The paragraphs under the section titled "The Group and its Business – Strengths – Strong Liquidity and Capital Structure with Conservative Funding Policy" starting on page 50 of the Original Base Prospectus are hereby deleted in their entirety and replaced with the following:

> The Group has a strong capital structure, with shareholders' equity of TL 74,862 million, a capital adequacy ratio of 16.99 (12.95% calculated using Tier 1 capital only) and a common equity tier 1 ratio (*i.e.*, common equity tier 1 capital (in Turkish: *çekirdek sermaye*) divided by the risk-weighted assets of the Group, each as calculated according to Turkish banking regulations) of 12.72% as of 31 December 2020 (under BRSA). The cash loan-to-deposit ratio of the Group was 102.7% as of 31 December 2020 (101.6% as of 31 December 2019 and 118.6% as of 31 December 2018). Although a large portion of the Bank's deposits are, similar to the Turkish banking sector, short-term (with durations of less than 90 days), the majority of the Bank's deposits have historically been reinvested (with accounts having on average been open for 7.9 years as of 31 December 2020).
>
> The Group has an immaterial exposure to sovereign debt, other than that of Turkey, as most of its investment securities are Turkish government T-bills and bonds. As a result, the Group was less affected than many other global financial institutions from the reduction of liquidity and increased cost of funding that occurred during the global financial crisis. Accordingly, the Bank's management believes that the Bank's strong balance sheet has supported its ability to attract a strong deposit base and that the Bank has benefitted from a "flight to quality" during difficult market conditions, with deposits of TL 368,876 million as of 31 December 2020, an increase of 24.7% from TL 295,922 million as of 31 December 2019, itself an increase from TL 245,269 million as of 31 December 2018.

[*] CAGR for a period is calculated as follows: CAGR=[(value as of the beginning date of such period/value as of ending date of such period)(1/(number of years within the period))]-1.

Overall, the Bank's total assets grew from TL 416,388 million as of 31 December 2018 to TL 468,059 million as of 31 December 2019 and TL 593,902 million as of 31 December 2020, resulting in a CAGR of 19.4%. The Bank's return on average total assets was 1.7%, 1.4% and 1.3%, respectively, for 2018, 2019 and 2020 (compared to 1.6%, 1.2% and 1.1%, respectively, for the sector, according to figures published by the BRSA) and the return on its average shareholders' equity was 14.8%, 11.4% and 10.9%, respectively, for 2018, 2019 and 2020 (compared to 14.3%, 11.4% and 10.6%, respectively, for the sector, according to figures published by the BRSA).

The first two sentences of the section titled "The Group and its Business – Strengths – Large Customer Base in Turkey" starting on page 51 of the Original Base Prospectus are hereby deleted in their entirety and replaced with the following:

The Bank had approximately 18.4 million retail customers, nearly 8.264 corporate customers and over 1.6 million commercial customers as of 31 December 2020. The Bank had the largest deposit base among private sector banks with TL 368,876 million in deposits as of 31 December 2020 (source: BRSA).

The second paragraph under the section titled "The Group and its Business – Strengths – Diversified Loan Portfolio" starting on page 51 of the Original Base Prospectus is hereby deleted in its entirety and replaced with the following:

The Bank's loan portfolio is diversified in terms of loan type. As of 31 December 2020, 54.9% of the Bank's total loan portfolio was comprised of loans to corporate (as defined by the Corporate Definition) customers, with 20.1%, 5.2% and 19.8% comprised of loans to SMEs (as defined by the BRSA SME Definition), retail credit cards and consumer loans, respectively. The Bank's consumer loans are further broken down into general purpose consumer loans (including overdraft accounts), housing loans and auto loans, comprising 67.2%, 31.0% and 1.8% of total consumer loans, respectively, as of 31 December 2020. The Bank's loan portfolio is also diversified among sectors, with the largest share (in energy) representing no more than 15.9% of the Bank's loan portfolio as of 31 December 2020. In addition, the Bank has sought to limit exposure to any single borrower and no exposure to a single borrower was greater than 1.4% of its loan portfolio as of such date. The share of the Bank's receivables from the top 100 cash loan customers in the overall cash loan portfolio was 37.0% as of 31 December 2020. Moreover, as of 31 December 2020, 46.3% of the Bank's loan portfolio had a term of less than six months until the next repricing. The Bank's commercial loan contracts generally contain clauses permitting the Bank to make adjustments in the applicable interest rates from time to time, subject to the applicable laws, thereby further limiting interest rate risk.

The last sentence of the first paragraph under the section titled "The Group and its Business – Strengths – Prudent Risk Management" starting on page 52 of the Original Base Prospectus is hereby deleted in its entirety and replaced with the following:

The Bank, which grew its loan portfolio by 27.7% during 2020, realised NPL ratios of 4.1%, 6.5% and 5.6% as of 31 December 2018, 2019 and 2020, respectively, as compared to the Turkish banking sector's NPL ratios of 3.9%, 5.4% and 4.1%, respectively (source: BRSA).

The last two sentences of the second paragraph under the section titled "The Group and its Business – Strategy - Reduce its Cost-Base and Increase Productivity and Commercial Effectiveness" starting on page 55 of the Original Base Prospectus are hereby deleted in their entirety and replaced with the following:

As of 31 December 2020, 9.2 million customers were actively using the Bank's digital banking channels and 9.5 million customers used ATMs during 2020. Non-branch channels accounted for 95.7% of the Bank's total banking transactions during 2020.

The first two paragraphs of the section titled "The Group and its Business – Banking Units – Retail Banking – Consumer Lending" starting on page 61 of the Original Base Prospectus are hereby deleted in their entirety and replaced with the following:

Consumer Lending. As of 31 December 2020, the Group's total consumer loans, which are composed of general purpose loans, auto loans and housing loans, amounted to TL 68,510 million. General purpose loans (including overdrafts) amounted to TL 46,114 million (67.3%), auto loans amounted to TL 1,237 million (1.8%) and housing loans amounted to TL 21,159 million (30.9%).

As of 31 December 2020, according to BRSA data, on a bank-only basis, the Bank's market share of consumer loans was 10.6%, with a market share of 8.4% in housing loans, 14.8% in auto loans and 12.0% in general purpose consumer loans (including overdraft accounts).

The first paragraph of the section titled "The Group and its Business – Banking Units – Retail Banking – Deposits" starting on page 61 of the Original Base Prospectus is hereby deleted in its entirety and replaced with the following:

Deposits (both from retail and other customers) are the Group's main source of funding and reached TL 381,693 million as of 31 December 2020. Deposits accounted for 53.1% of the Group's total liabilities as of 31 December 2020. As of 31 December 2020, Turkish Lira-denominated deposits accounted for approximately 34.9% of the Group's total deposits, while foreign currency-denominated deposits accounted for the remainder.

The last two paragraphs of the section titled "The Group and its Business – Banking Units – Retail Banking – Deposits" starting on page 61 of the Original Base Prospectus are hereby deleted in their entirety and replaced with the following:

As of 31 December 2020, the Bank: (a) was the largest private bank in Turkey in terms of total assets (10.5%) and (b) had the largest market shares of total loans (10.1%), Turkish Lira-denominated loans (9.5%), foreign currency-denominated loans (11.2%), non-retail loans (9.9%), total deposits (11.2%), foreign currency-denominated deposits (13.2%), demand deposits (excluding interbank deposits) (15.6%), shareholders' equity (11.8%) and number of branches (12.3%) (source: BRSA data excluding participation banks, each as measured on a bank-only basis). The Bank's management believes that deposits are a strong and stable funding source in large part due to the Bank's large domestic customer base, extensive branch network, sound reputation, advanced information technology and efficient retail banking services.

As of 31 December 2020, the total value of the Group's deposits reached TL 381,693 million (TL 302,791 million and TL 248,981 million as of 31 December 2019 and 2018, respectively), with demand deposits accounting for 41.2% (28.4% and 24.8% as of 31 December 2019 and 2018, respectively) and all other deposits accounting for the remaining amounts (for the Bank, TL 368,876 million and 41.7%, respectively, as of 31 December 2020, TL 295,922 million and 28.4%, respectively, as of 31 December 2019 and TL 245,269 million and 24.4%, respectively, as of 31 December 2018). In terms of Turkish Lira-denominated saving deposit accounts, the Bank's market share was 11.5% as of 31 December 2020 on a bank-only basis according to the BRSA. In terms of Turkish Lira-denominated demand saving deposits (excluding deposits from banks), the Bank's market share was 13.7% as of 31 December 2020, on a bank-only basis according to the BRSA.

The paragraph under the section titled "The Group and its Business – Own-Account Securities Portfolio" starting on page 65 of the Original Base Prospectus is hereby deleted in its entirety and replaced with the following:

In addition to securities held for customers, the Group manages its own portfolio of securities. As of 31 December 2020, the Group's total securities portfolio was valued at TL 130,232 million. As of such date, the Bank's securities portfolio was comprised of Turkish Lira-denominated floating rate securities (52.4%), Turkish Lira-denominated discount and fixed securities (19.7%), foreign currency-denominated discount and fixed securities (27.9%) and foreign currency-denominated floating securities (0.02%). Turkish government bonds and Turkish government treasury bills constituted 93.7% of the Bank's total securities portfolio as of such date. Moreover, 58.8% of the Bank's total securities portfolio was classified as "financial assets at fair value through other comprehensive income" as of such date.

The last two sentences of the first paragraph of the section titled "The Group and its Business – Subsidiaries and other Affiliates" starting on page 65 of the Original Base Prospectus are hereby deleted in their entirety and replaced with the following:

As of 31 December 2020, the Bank's direct equity interests were in companies operating in finance, glass and other industrial and services sectors, of which the shares in 10 companies were classified as available-for-sale securities. As of 31 December 2020, the total book value of the Bank's equity participations (does not include the shares of Şişecam, TSKB, Anadolu Hayat Emeklilik, İş Leasing, İş REIT and İş Yatırım Menkul Değerler A.Ş. booked under financial assets held for trading account) was TL 26,348 million.

The second paragraph of the section titled "The Group and its Business – Subsidiaries and other Affiliates – Financial Participations" starting on page 65 of the Original Base Prospectus is hereby deleted in its entirety and replaced with the following:

The following table sets forth details of the Bank's financial participations as of 31 December 2020:

Group Company	**Field of Activity**	**Bank's Direct Share**	**Group's Share**	**Assets[1]**	**Shareholders' Equity**	**Market Share**
				(*TL thousands*)		
Türkiye Sınai Kalkınma Bankası A.Ş.[2]	Investment Banking	47.23%	50.92%	52,430,920	6,130,769	13.3%[1]
İşbank AG[3]	Banking	100.00%	100.00%	16,516,540	1,969,592	N/A
JSC İşbank[3]	Banking	100.00%	100.00%	1,181,477	430,380	N/A
JSC Isbank Georgia	Banking	100.00%	100.00%	734,305	186,911	N/A
Anadolu Anonim Türk Sigorta Şirketi[2]	Non-Life Insurance	-	64.31%	11,651,496	2,385,997	11.8%[4]
Anadolu Hayat Emeklilik A.Ş[2].	Life Insurance & Private Pension	62.00%	83.00%	36,087,753	1,601,893	11.7%[4] 18.0%[6]
Milli Reasürans T.A.Ş[6].	Reinsurance	87.60%	87.60%	5,506,298	2,638,634	6.1%[8][9]
İş Yatırım Menkul Değerler A.Ş.[2]	Brokerage House	65.65%	70.69%	8,775,444	2,184,415	9.5%[13]
Yatırım Finansman Menkul Değerler A.Ş.[2].	Brokerage House	-	98.42%	1,077,910	175,978	2.5%[13]
İş Yatırım Ortaklığı A.Ş.	Securities Investment Trust	-	38.66%	250,107	248,110	39.2%[11]
İş Portföy Yönetimi A.Ş.	Asset Management	-	100.00%	187,315	166,864	16.8%[12]
İş Leasing[2]	Leasing	27.79%	58.24%	12,760,612	1,717,698	11.4%[5]
İş Faktoring A.Ş.	Factoring	-	100.00%	4,645,186	476,570	10.8%[10]
İş REIT	REIT	50.51%	63.89%	5,225,405	4,130,954	4.5%[14]
İş Girişim Sermayesi Yatırım Ortaklığı A.Ş.	Venture Capital Inv.Trust	-	57.67%	267,841	263,814	N/A
Total				**157,298,609**	**24,708,579**	

[1] Total assets (derived from the BRSA's website).
[2] Consolidated amounts.
[3] Figures are provided based upon preliminary financial statements.
[4] Gross written premiums (derived from data published by The Insurance Association of Turkey).
[5] Lease receivables as of 30 September 2020 (source: Association of Financial Leasing, Factoring and Financing Companies (in Turkish: *Finansal Kiralama, Faktoring ve Finansman Şirketleri Birliği*) ("*Association of Financial Institutions*").
[6] Total pension funds, including automatic enrollment system (source: Pension Monitoring Centre).
[7] Unconsolidated amounts.
[8] Gross domestic written premiums as of 30 September 2020.
[9] Milli Reasürans T.A.Ş. is a reinsurance company operating in the Turkish insurance market.
[10] Factoring receivables as of 30 September 2020 (source: Association of Financial Institutions).
[11] NAV (derived from the CMB's website and the Public Disclosure Platform of the Borsa İstanbul).
[12] Funds under management (derived from the CMB's website).
[13] Transaction volume (derived from the Borsa İstanbul's website).
[14] Market value (derived from the Public Disclosure Platform of the Borsa İstanbul).

The first paragraph and the table under such paragraph of the section titled "The Group and its Business – Subsidiaries and other Affiliates – Other Financial Participations" starting on page 68 of the Original Base Prospectus are hereby deleted in their entirety and replaced with the following:

Other Financial Participations. The following table sets forth certain information, as of 31 December 2020, on other financial companies in which the Bank or the Bank and its subsidiaries and other affiliates own 20% or more of the outstanding share capital.

Company	Bank's Share	Shares owned by the Bank and the Bank's affiliates	Sector
Arap Türk Bankası A.Ş	20.58%	20.58%	Banking
İş Faktoring A.Ş	-	100.00%	Factoring
İş Girişim Sermayesi Yatırım Ortaklığı A.Ş	-	57.67%	Venture Capital Inv. Trust
İş Portföy Yönetimi A.Ş	-	100.00%	Asset Management
İş Yatırım Ortaklığı A.Ş	-	38.66%	Securities Investment Trust
Efes Varlık Yönetim A.Ş	-	100.00%	Asset Management
Maxis Investments Ltd	-	100.00%	Brokerage House
TSKB Gayrimenkul Yatırım Ortaklığı A.Ş	-	89.53%	REIT
Maxis Girişim Sermayesi Portföy Yönetimi A.Ş.	-	100.00%	Private Equity Portfolio Management Company

The fourth, fifth and sixth sentences of the first paragraph and the section titled "The Group and its Business – Subsidiaries and other Affiliates – Non-Financial Participations" starting on page 70 of the Original Base Prospectus are hereby deleted in their entirety and replaced with the following:

The Bank's non-financial participations represented 2.2% of its total assets as of 31 December 2020 (2.3% as of 31 December 2019). For 2020, total dividend income received from its non-financial participations constituted 3.2% of the Bank's net income (4.5% in 2019). As of 31 December 2020, the only significant strategic non-financial equity participation of the Bank was Şişecam (with its subsidiaries, the "*Şişecam Group*").

The first two sentences of the paragraph under the section titled "The Group and its Business – Subsidiaries and other Affiliates – Non-Financial Participations – Glass – Şişecam Group" starting on page 70 of the Original Base Prospectus are hereby deleted in their entirety and replaced with the following:

As of 31 December 2020, the Bank held a 50.93% stake in Şişecam, which was founded in 1935. With total assets of TL 44,228 million and total equity of TL 22,491 million as of 31 December 2020, the Şişecam Group operates mainly in the area of glass manufacturing (including flat glass, glassware and glass packaging) and the production of glass fibre, soda ash and chromium chemicals. Şişecam's merger with Trakya Cam Sanayii A.Ş., Anadolu Cam Sanayii A.Ş., Soda Sanayii A.Ş., Paşabahçe Cam Sanayii ve Ticaret A.Ş. and Denizli Cam Sanayii ve Ticaret A.Ş., through acquisition, was completed as of 30 September 2020. Such merger is expected to contribute to the Şişecam Group's long-term strategies in the global competitive environment and also provides opportunities for synergies by combining all activities of these entities under Şişecam Group.

The last four sentences of the paragraph under the section titled "The Group and its Business – Lending Policies and Procedures – Portfolio Supervision and NPLs" starting on page 75 of the Original Base Prospectus are hereby deleted in their entirety and replaced with the following:

The amount of NPLs restructured and transferred to the "Renewed and Restructured Loans Account" in 2018, 2019 and 2020 totalled TL 56.7 million, TL 52.3 million and TL 82.8 million, respectively. The ratio of restructured NPLs to total NPLs as of 31 December 2018, 2019 and 2020 was 0.51%, 0.28% and 0.41%, respectively. Other loans that are not classified as NPLs may also be restructured. As of 31 December 2020, restructured performing loans constituted 8.03% of the Bank's total performing loan portfolio.

The section titled "The Group and its Business – Lending Policies and Procedures – Portfolio Supervision and NPLs" starting on page 75 of the Original Base Prospectus is hereby amended by the deletion of the tables and the third paragraph of such section and replaced with the following:

	As of 31 December		
	2018	2019	2020
		(TL millions)	
Balance at the beginning of the period	5,799	12,492	21,103
Additions[(1)]	14,187	13,916	5,923
Recoveries[(2)]	6,328	3,680	3,782
Portfolio sale	64	668	-
Write-off[(2)]	1,102	957	98
Balance at the end of the period	12,492	21,103	23,145

[(1)] Including foreign currency effect and NPL accruals.
[(2)] Excluding portfolio sales.

The following table sets forth details of the Group's loans under close monitoring that were restructured or rescheduled as of the indicated date.

	As of 31 December		
	2018	2019	2020
		(TL millions)	
Restructured loan accounts, loans with revised contract terms and refinanced	10,511	21,293	32,007

The section titled "The Group and its Business – Lending Policies and Procedures – Loan Portfolio Quality" starting on page 76 of the Original Base Prospectus is hereby deleted in its entirety and replaced with the following:

The following table sets forth details of the Bank's NPL ratios as of each of the indicated dates.

	As of 31 December		
	2018	2019	2020
Total NPL (TL million)	11,192	18,883	20,371
Coverage Ratio	58.7%	54.7%	63.7%
NPL Ratio	4.1%	6.5%	5.6%

The following table sets forth details of the Bank's NPL ratios by loan categories as of each of the indicated dates.

	As of 31 December		
	2018	2019	2020
Consumer loans[(1)]	2.3%	2.4%	1.7%
Credit card loans	4.9%	4.3%	3.5%
Total Loans	**4.1%**	**6.5%**	**5.6%**

[(1)] Including retail overdraft accounts.

The following paragraph is hereby included at the end of the section titled "The Group and its Business – Legal Proceedings" starting on page 77 of the Original Base Prospectus:

In January 2021, the Bank received an administrative fine of TL 110,110,000 that was imposed by the Ministry of Trade in connection with an audit of consumer protection rules applicable to consumer and mortgage loans. The Bank continues to evaluate which action(s) to take with respect to this fine.

THE GROUP AND ITS BUSINESS

The first paragraph and the Bank's credit ratings from Fitch and S&P under the section titled "Credit Ratings" on page 79 of the Original Base Prospectus, as amended by the First Supplement, are hereby deleted in their entirety and replaced by the following:

Credit Ratings

Each of the Bank's credit ratings from Fitch, Moody's and S&P as of 3 March 2021 is set out below. A credit rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, change or withdrawal at any time by the assigning rating agency. The date of the Bank's rating is based upon the last applicable report of the applicable rating agency.

Fitch (26 February 2021)

Long-term Foreign Currency Issuer Default Rating/Outlook:	B+/Negative
Short-term Foreign Currency Issuer Default Rating:	B
Long-term Local Currency Issuer Default Rating/Outlook:	B+/Stable
Short-term Local Currency Issuer Default Rating:	B
National Long-term Rating/Outlook:	A+ (tur)/Stable

S&P (16 February 2021)

Long-term Foreign Currency Issuer Credit Ratings/Outlook:	B+ (Stable)
Short-term Foreign Currency Issuer Credit Ratings:	B
Long-term Local Currency Issuer Credit Ratings/Outlook:	B+ (Stable)
Short-term Local Currency Issuer Credit Ratings:	B
Long-term/Short-term Turkish National Scale:	trA+ / trA-1

MANAGEMENT

The table of the Issuer's Executive Committee on page 97 of the Original Base Prospectus, as amended by the First Supplement, is hereby amended by inserting Sabri Gökmenler and Sezgin Lüle as additional Deputy Chief Executives.

The following biographies of these new Deputy Chief Executives are hereby inserted at the end of the biographies of the Issuer's Deputy Chief Executives starting on page 97 of the Original Base Prospectus, as amended by the First Supplement:

Sabri Gökmenler

Born in Ankara in 1968. Mr. Sabri Gökmenler graduated from the Computer Engineering Department of Middle East Technical University in 1991 and completed his master's degree in the same department in 1995. Mr. Gökmenler began his career at the Bank in 1991 as a Software Specialist and has been serving in Softtech, a participation of İşbank, since 2004. He became the Head of the Information Technology Architecture & Security Management Division of the Bank in 2008 and the Head of the Information Technologies Division in 2012. Mr. Gökmenler was appointed as a Deputy Chief Executive on 28 January 2021.

Sezgin Lüle

Born in Trabzon in 1976. Mr. Sezgin Lüle graduated from the Industrial Engineering Department of Boğaziçi University's Faculty of Engineering in 1998. He completed his master's degree in International Banking and Finance at the University of Birmingham in 2004. Mr. Lüle began his career in the Organisation Division of the Bank as an Assistant Organisation and Method Specialist in 1998 and became an Assistant Inspector in the Board of Inspectors in 1999. He served as an Assistant Manager and Unit Manager at the Bank's Board of Project and Change Management between 2008 and 2011 and became the Head of the Enterprise Architecture Division in April 2017. He attended the Advanced Management Program at Harvard Business School in 2019. Mr. Lüle was appointed as a Deputy Chief Executive on 28 January 2021.

OWNERSHIP

The following is hereby included after the first sentence of the second paragraph of the section titled "Dividends" starting on page 103 of the Original Base Prospectus:

> On 29 January 2021, the BRSA made a disclosure indicating that banks will be entitled to distribute dividends in 2021, with a cap of 10% of the period profit from 2020, to the extent they act cautiously and take their capital adequacy ratios into account.

TURKISH REGULATORY ENVIRONMENT

The following is hereby inserted at the end of the section titled "Turkish Regulatory Environment - Liquidity and Reserve Requirements" starting on page 124 of the Base Prospectus, as amended by the First Supplement:

> On 24 February 2021, the Central Bank increased Turkish Lira reserve requirement ratios by 2.00% for all liability types and maturity brackets, (b) revised portions of the Turkish Lira reserve requirements that Turkish banks are permitted to maintain in U.S. dollars and standard gold and (c) revised to 13.50% the remuneration rate for TL-denominated required reserves. These changes became effective from the calculation date of 19 February 2021, with the maintenance period starting on 5 March 2021.

FORM OF APPLICABLE FINAL TERMS

Item 9 of Part B of the form of the Final Terms on page 158 of the Original Base Prospectus is hereby deleted in its entirety and replaced by the following:

9.	**REASONS FOR THE OFFER AND ESTIMATED NET PROCEEDS**	The net proceeds from the issue of the Notes, the estimated amount of which net proceeds is [●], will [(or, as of the Issue Date, are intended to)] be applied by the Issuer for [loans in the Green Categories][and/or][loans in the Social Categories] (in accordance with the Issuer's Sustainability Bond Framework) and such Notes will therefore be [Sustainability Notes - [Green Bonds][Social Bonds][Sustainability Bonds]]][its general corporate purposes][●]. [See "Use of Proceeds" and "Risk Factors - Risks Relating to the Structure of the Notes - Sustainable Notes" in the Base Prospectus.] (*If the reason for the offer is different from Sustainability Notes or general corporate purposes, then such specific reason will need to be included here.*)