



TÜRKİYE GARANTİ BANKASI A.Ş.

€5,000,000,000

Global Covered Bond Programme

This supplement (this “**Supplement**”) is supplemental to, and must be read in conjunction with, the Base Prospectus dated 25 April 2017 (the “**Base Prospectus**”) prepared by Türkiye Garanti Bankası A.Ş. (the “**Issuer**”) under the Issuer’s global covered bond programme. Capitalised terms used but not otherwise defined herein shall have the meaning ascribed thereto in the Base Prospectus.

This Supplement has been approved by the Central Bank of Ireland, as competent authority under Directive 2003/71/EC as amended (including the amendments made by Directive 2010/73/EU) (the “**Prospectus Directive**”). The Central Bank of Ireland only approves this Supplement as meeting the requirements imposed under Irish and EU law pursuant to the Prospectus Directive. This document constitutes a supplement for the purposes of Article 16 of the Prospectus Directive and has been prepared and published for the purposes of incorporating into the Base Prospectus the latest financial statements and updating the Base Prospectus in respect of certain recent events in connection with the Issuer. As a result, certain modifications to the Base Prospectus are hereby being made.

A copy of each of: (a) the consolidated BRSA financial statements of the Group as of and for the three month period ended 31 March 2017 (including any notes thereto and the independent auditor’s review report thereon, the “**Group’s New BRSA Financial Statements**”), (b) the unconsolidated BRSA financial statements of the Issuer as of and for the three month period ended 31 March 2017 (including any notes thereto and the independent auditor’s review report thereon, the “**Issuer’s New BRSA Financial Statements**” and, with the Group’s New BRSA Financial Statements, the “**New BRSA Financial Statements**”) and (c) the consolidated IFRS financial statements of the Group as of and for the three month period ended 31 March 2017 (including any notes thereto and the independent auditor’s review report thereon, the “**New IFRS Financial Statements**” and, with the New BRSA Financial Statements, the “**New Financial Statements**”) have been filed with the Central Bank of Ireland and the Irish Stock Exchange and, by means of this Supplement, are incorporated by reference into, and form part of, the Base Prospectus. Copies of the New Financial Statements can be obtained without charge from the registered office of the Issuer and from the Issuer’s website at: (i) with respect to the Group’s New BRSA Financial Statements, <https://www.garantiinvestorrelations.com/en/financial-information/Consolidated-Financial-Statements-full-report/BRSA-Consolidated-Financials/66/0/0>, (ii) with respect to the Issuer’s New BRSA Financial Statements, <https://www.garantiinvestorrelations.com/en/financial-information/Bank-Only-Financial-Statements-full-report/BRSA-Unconsolidated-Financials/67/0/0>, and (iii) with respect to the New IFRS Financial Statements, <https://www.garantiinvestorrelations.com/en/financial-information/IFRS-Financial-Statements-full-report/IFRS-Financial-Reports/68/0/0> (such website is not, and should not be deemed to constitute, a part of, or be incorporated into, this Supplement or the Base Prospectus). The New BRSA Financial Statements, which are 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 KPMG and KPMG’s review reports included within the New Financial Statements note that they applied limited procedures in accordance with professional standards for a review of such information and such reports state that they did not audit and they do not express an opinion on the interim financial information in the New Financial Statements. The independent auditor’s review reports included in the New Financial Statements include a qualification about a general reserve provided by the Issuer’s management in line with the conservatism principle considering the circumstances that may arise from any changes in the economy or market conditions (see “*Risk Factors - Risks Relating to the Group’s Business – Audit Qualification*” in the Base Prospectus).

Statements contained herein shall, to the extent applicable and whether expressly, by implication or otherwise, modify or supersede statements set out in, or previously incorporated by reference into, the Base Prospectus. Where there is any inconsistency between the information contained in (or incorporated by reference into) the Base Prospectus and the information contained herein (or incorporated by reference into the Base Prospectus by means of this Supplement), the information contained herein (or incorporated by reference into the Base Prospectus by means of this Supplement) shall prevail.

Except as disclosed herein (including in the New Financial Statements incorporated by reference into the Base Prospectus by means of this Supplement), there has been no: (a) significant new factor, material mistake or inaccuracy relating to the information included in the Base Prospectus since the publication of the Base Prospectus, (b) significant change in the financial or trading position of either the Group or the Issuer since 31 March 2017 and (c) material adverse change in the financial position or prospects of either the Group or the Issuer since 31 December 2016.

The Issuer accepts responsibility for the information contained herein. To the best of the knowledge and belief of the Issuer (which has taken all reasonable care to ensure that such is the case), the information contained herein is in accordance with the facts and contains no omission likely to affect the import of such information. None of the Dealers or the Arrangers make any representation, express or implied, or accept any responsibility, for the contents hereof or any information incorporated by reference into the Base Prospectus by means of this Supplement.

AMENDMENTS

The following amendments are made to the Base Prospectus:

RECENT DEVELOPMENTS

The following section titled “Recent Developments” is hereby included in the Base Prospectus immediately after the section titled “The Group and its Business:”

RECENT DEVELOPMENTS

On 25 April 2017, the Parliamentary Assembly of the Council of Europe voted to restart monitoring Turkey in connection with human rights, the rule of law and the state of democracy. This decision might result in (or contribute to) a deterioration of the relationship between Turkey and the EU.

On 26 April 2017, the Central Bank increased its late liquidity window lending rate by 50 basis points to 12.25%, while keeping its overnight lending rate at 9.25%, its overnight borrowing rate at 7.25% and its one-week repo rate at 8.00%.

On 28 April 2017, the Central Bank raised its inflation forecast for the end of 2017 and 2018 to 8.5% and 6.4% from 8.0% and 6.0%, respectively, and predicted that the inflation rate would stabilize around 5.0% in the medium-term.

As of April 2017, annual consumer price inflation reached 11.87%, principally increasing due to an increase in the price of food, while core inflation remained almost stable at 9.5% as clothing prices rose by only 9% compared to its 10-year average of 12% while the remaining core prices still show signals of exchange rate pass-through. Annual producer price inflation increased to 16.4%, signaling inflation is likely to accelerate.

TURKISH REGULATORY ENVIRONMENT

The section titled “*Turkish Regulatory Environment*” starting on page 255 of the Base Prospectus is hereby amended by the addition of the following at the end thereof:

Credit Guarantee Fund

The Credit Guarantee Fund (*Kredi Garanti Fonu*) (the “KGF”) was established pursuant to Decree No. 93/4496 dated 14 July 1993 in order to provide guarantees for SMEs and other enterprises that are not able to obtain bank loans due to their insufficient collateral. In order to improve financing possibilities and contribute to the effective operation of the credit system, pursuant to provisional article 20 of the Law regarding the Regulation of Public Financing and Debt Management (Law No. 4749) dated 28 March 2002, resources up to TL 2 billion could be transferred by the Minister in charge of the Turkish Treasury to the credit guarantee institutions. Such amount has been increased to TL 25 billion in accordance with the Law No. 6670 dated 18 January 2017. In addition, pursuant to Decree No. 2016/9538 on Treasury Support to be provided to the Credit Guarantee Institutions (published in the Official Gazette No. 29896 and dated 22 November 2016) and Decree numbered 2017/9969 regarding amendments to the Decree on Treasury Support to be provided to the Credit Guarantee Institutions, the KGF guarantees are supported by the Turkish Treasury. The KGF can provide guarantees for up to 90% of the sum of interest, dividend and rent payments except for the default interest and principal balance on the date of loan payment for SMEs and up to 85% of such amounts for non-SMEs. If a loan is provided through any Turkish bank to an SME, or a non-SME engaged in foreign exchange earning activities, then these loans may be guaranteed up to 100%.