



**TÜRKİYE GARANTİ BANKASI A.Ş.**  
**U.S.\$2,500,000,000**  
**Global Medium Term Note Programme**

This supplement (the “*Second Supplement*”) is supplemental to, and must be read in conjunction with, the Base Prospectus dated 19 April 2013 (as supplemented on 13 May 2013, the “*Base Prospectus*”) prepared by Türkiye Garanti Bankası A.Ş. (the “*Issuer*”) 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 Second 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 Second 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.

A copy of the consolidated IFRS financial statements of the Group (the “*Group’s New Financial Statements*”) and unconsolidated BRSA financial statements of the Issuer as of and for the six month period ended 30 June 2013 (including any notes thereto, the “*Issuer’s New Financial Statements*” and, with the Group’s New Financial Statements, the “*New Financial Statements*”) have been filed with the Central Bank of Ireland and, by means of this Second 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: (a) with respect to the Group’s New Financial Statements, [http://www.garanti.com.tr/en/our\\_company/investor\\_relations/financials\\_and\\_presentations/annual\\_and\\_interim\\_reports/annual\\_and\\_interim\\_reports\\_ifrs.page?](http://www.garanti.com.tr/en/our_company/investor_relations/financials_and_presentations/annual_and_interim_reports/annual_and_interim_reports_ifrs.page?), and (b) with respect to the Issuer’s New Financial Statements, [http://www.garanti.com.tr/en/our\\_company/investor\\_relations/financials\\_and\\_presentations/annual\\_and\\_interim\\_reports/annual\\_and\\_interim\\_reports\\_brsta.page?](http://www.garanti.com.tr/en/our_company/investor_relations/financials_and_presentations/annual_and_interim_reports/annual_and_interim_reports_brsta.page?) (such website is not, and should not be deemed to, constitute a part of, or be incorporated into, this Second Supplement or the Base Prospectus). The Issuer’s New Financial Statements, which are in English, were prepared as a convenience translation of the corresponding Turkish language BRSA Financial Statements (which translation the Issuer confirms is direct and accurate). The Issuer’s 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 Deloitte and Deloitte’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.

Where there is any inconsistency between the information contained in, or incorporated by reference into, the Base Prospectus and this Second Supplement, the information incorporated by reference into this Second Supplement shall prevail.

Except as disclosed in the New Financial Statements incorporated by reference into the Base Prospectus by means of this Second 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 and (b) significant change in the financial or trading position of either the Group or the Issuer since 30 June 2013.

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.

The Arranger and the Dealers have not separately verified the information contained herein. None of the Dealers or the Arranger make any representation, express or implied, or accept any responsibility, for the contents hereof or any information incorporated by reference into this Second Supplement.