

THIRD SUPPLEMENT dated 6 September 2017 to the Base Prospectus dated 25 April 2017



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 “**Original Base Prospectus**” and, as supplemented on 15 May 2017 and 30 June 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 six month period ended 30 June 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 six month period ended 30 June 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 six month period ended 30 June 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) and in the previous supplements to the Original Base Prospectus, there has been no: (a) significant new factor, material mistake or inaccuracy relating to the information included in the Base Prospectus since the publication of the Original Base Prospectus, (b) significant change in the financial or trading position of either the Group or the Issuer since 30 June 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 section titled “*Recent Developments*” included in the Base Prospectus by the supplement dated 15 May 2017 immediately after the section titled “The Group and its Business” is hereby amended by the addition of the following at the end thereof:

On 18 July 2017, the Turkish government approved the extension of the state of emergency for a period of three months starting from 19 July 2017.

TURKISH REGULATORY ENVIRONMENT

The eighth paragraph of the section entitled “*Loan Loss Reserves*” starting with “*Pursuant to these regulations, all loans and receivables in Groups III, IV and V above...*” on page 261 of the Original Base Prospectus is hereby deleted in its entirety and replaced by the following:

Pursuant to these regulations, all loans and receivables in Groups III, IV and V above, irrespective of whether any interest or other similar obligations of the debtor are applicable on the principal or whether the loans or receivables have been refinanced, are defined as “frozen receivables.” If several loans have been extended to a borrower by the same bank and if any of these loans is considered a frozen receivable, then all outstanding risks of such borrower are classified in the same group as the frozen receivable even if such loans would not otherwise fall under the same group as such frozen receivable; however, for certain consumer loans, even if any of these loans is considered to be a frozen receivable, such consumer loans granted to the borrower may be classified in the applicable group other than Group I.