

**EXECUTION VERSION**

21 May 2013

**TÜRKİYE GARANTİ BANKASI A.Ş.**

**Issue of AUD175,000,000 5.500 per cent. Notes due 2018 (the Notes)  
under the U.S.\$2,500,000,000  
Global Medium Term Note Programme**

**PART A – CONTRACTUAL TERMS**

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 19 April 2013 and the supplement to it dated 13 May 2013 which together constitute a base prospectus for the purposes of the Prospectus Directive (the **Base Prospectus**). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Base Prospectus. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus has been published on the Issuer's website ([www.garanti.com.tr/en/our\\_company/investor\\_relations/financials\\_and\\_presentations/annual\\_and\\_interim\\_reports.page](http://www.garanti.com.tr/en/our_company/investor_relations/financials_and_presentations/annual_and_interim_reports.page)).

- |    |                                                                            |                                                                                                                                                                                 |
|----|----------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. | Issuer:                                                                    | Türkiye Garanti Bankası A.Ş.                                                                                                                                                    |
| 2. | (a) Series Number:                                                         | 2013 - 9                                                                                                                                                                        |
|    | (b) Tranche Number:                                                        | 1                                                                                                                                                                               |
|    | (c) Date on which the Notes will be consolidated and form a single Series: | Not Applicable                                                                                                                                                                  |
| 3. | Specified Currency or Currencies:                                          | Australian dollars (AUD)                                                                                                                                                        |
| 4. | Aggregate Nominal Amount:                                                  |                                                                                                                                                                                 |
|    | (a) Series:                                                                | AUD175,000,000                                                                                                                                                                  |
|    | (b) Tranche:                                                               | AUD175,000,000                                                                                                                                                                  |
| 5. | Issue Price:                                                               | 99.574 per cent. of the Aggregate Nominal Amount                                                                                                                                |
| 6. | (a) Specified Denominations:                                               | AUD200,000 and integral multiples of AUD1,000 in excess thereof up to and including AUD399,000. No Notes in definitive form will be issued with a denomination above AUD399,000 |
|    | (b) Calculation Amount:                                                    | AUD1,000                                                                                                                                                                        |
| 7. | (a) Issue Date:                                                            | 23 May 2013                                                                                                                                                                     |
|    | (b) Interest Commencement Date:                                            | Issue Date                                                                                                                                                                      |
| 8. | Maturity Date:                                                             | 23 May 2018                                                                                                                                                                     |
| 9. | Interest Basis:                                                            | 5.500 per cent. Fixed Rate                                                                                                                                                      |

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|-----|---------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------|
| 10. | Redemption Basis:                                       | Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount |
| 11. | Change of Interest Basis:                               | Not Applicable                                                                                                                                         |
| 12. | Put/Call Options:                                       | Not Applicable                                                                                                                                         |
| 13. | (a) Status of the Notes:                                | Senior                                                                                                                                                 |
|     | (b) Date Board approval for issuance of Notes obtained: | Not Applicable                                                                                                                                         |

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

- |     |                               |                                                                           |
|-----|-------------------------------|---------------------------------------------------------------------------|
| 14. | Fixed Rate Note Provisions    | Applicable                                                                |
|     | (a) Rate(s) of Interest:      | 5.500 per cent. per annum payable in arrear on each Interest Payment Date |
|     | (b) Interest Payment Date(s): | 23 May in each year up to and including the Maturity Date                 |
|     | (c) Fixed Coupon Amount(s):   | Not Applicable                                                            |
|     | (d) Broken Amount(s):         | Not Applicable                                                            |
|     | (e) Day Count Fraction:       | Actual/Actual (ICMA)                                                      |
|     | (f) Determination Date(s):    | 23 May in each year                                                       |
| 15. | Floating Rate Note Provisions | Not Applicable                                                            |
| 16. | Zero Coupon Note Provisions   | Not Applicable                                                            |

**PROVISIONS RELATING TO REDEMPTION**

- |     |                                                                                |                                                    |
|-----|--------------------------------------------------------------------------------|----------------------------------------------------|
| 17. | Notice periods for Condition 8.2:                                              | Minimum period: 30 days<br>Maximum period: 60 days |
| 18. | Issuer Call:                                                                   | Not Applicable                                     |
| 19. | Investor Put:                                                                  | Not Applicable                                     |
| 20. | Final Redemption Amount:                                                       | AUD1,000 per Calculation Amount                    |
| 21. | Early Redemption Amount payable on redemption for taxation reasons or on event | AUD1,000 per Calculation Amount                    |

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of default:

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

22. Form of Notes:

(a) Form:

Bearer Notes:

Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes only upon an Exchange Event.

Bearer Notes shall not be physically delivered (i) in Belgium, except to a clearing system, a depository or other institution for the purpose of their immobilisation in accordance with article 4 of the Belgian Law of 14 December 2005, or (ii) in the United States of America.

(b) New Global Note:

No

23. Additional Financial Centre(s):

Not Applicable

24. Talons for future Coupons to be attached to Definitive Notes:

No

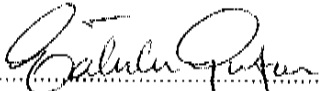
Signed on behalf of TÜRKİYE GARANTİ BANKASI A.Ş.

By:  .....

*Duly authorised*

GENAY GEDİK

Associate, Financial Institutions

By:  .....

*Duly authorised*

BATUHAN TUĞAN

SVP, Financial Institutions

**EXECUTION VERSION****PART B – OTHER INFORMATION****1. LISTING AND ADMISSION TO TRADING**

- (a) Listing and Admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be listed on the Official List and admitted to trading on the Main Securities Market of the Irish Stock Exchange plc with effect from 23 May 2013.
- (b) Estimate of total expenses related to admission to trading: EUR500

**2. RATINGS**

- Ratings: The Notes to be issued are expected to be rated: BBB by Fitch Ratings Ltd. (**Fitch**); and Baa2 by Moody's Investors Service Limited (**Moody's**)
- Each of Moody's and Fitch is established in the European Union and is registered under Regulation (EC) No. 1060/2009 (as amended) (the **CRA Regulation**).

**3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE**

Save for any fees payable to the Manager, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The Manager and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business

**4. YIELD**

- Indication of yield: 5.600 per cent. per annum
- The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

**5. OPERATIONAL INFORMATION**

- (a) ISIN Code: XS0935802495
- (b) Common Code: 093580249
- (c) CUSIP: Not Applicable
- (d) WKN: A11HLBG
- Any clearing system(s) other than DTC: Not Applicable

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Euroclear Bank SA/NV and Clearstream Banking, société anonyme and the relevant identification number(s):

Delivery: Delivery against payment

Names and addresses of additional Paying Agent(s) (if any): Not Applicable

Deemed delivery of clearing system notices for the purposes of Condition 15: Any notice delivered to Noteholders through the clearing systems will be deemed to have been given on the first business day after the day on which it was given to Euroclear and Clearstream, Luxembourg.

Intended to be held in a manner which would allow Eurosystem eligibility: No. Whilst the designation is specified as "no" at the date of these Final Terms, should the Eurosystem eligibility criteria be amended in the future such that the Notes are capable of meeting them the Notes may then be deposited with one of the ICSDs as common safekeeper. Note that this does not necessarily mean that the Notes will then be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

**6. DISTRIBUTION**

- |     |                                             |                                                                            |
|-----|---------------------------------------------|----------------------------------------------------------------------------|
| (a) | Method of distribution:                     | Syndicated                                                                 |
| (b) | If syndicated, names of Managers:           | HSBC Bank plc                                                              |
| (c) | Date of Subscription Agreement:             | 21 May 2013                                                                |
| (d) | Stabilising Manager(s) (if any):            | HSBC Bank plc                                                              |
| (e) | If non-syndicated, name of relevant Dealer: | Not Applicable                                                             |
| (f) | U.S. Selling Restrictions:                  | Reg. S Compliance Category 2; Rules identical to those provided in TEFRA D |