

15 April 2014

TÜRKİYE GARANTI BANKASI A.Ş.

**Issue of U.S.\$750,000,000 4.750% Notes due 2019 (the Notes)
under the U.S.\$6,000,000,000
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 27 March 2014 and the Prospectus dated 15 April 2014, which together in the manner described in such Prospectus constitute a prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC), as amended (including the amendments made by Directive 2010/73/EU) (the **Prospectus**). This document constitutes the Final Terms of the Notes and must be read in conjunction with the 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 Prospectus. The Prospectus has been published on the Issuer's website (www.garanti.com.tr/en/our_company/investor_relations/financials_and_presentations.page).

1. Issuer: Türkiye Garanti Bankası A.Ş.
2. (a) Series Number: 2014-90
(b) Tranche Number: 1
(c) Date on which the Notes will be consolidated and form a single Series: Not Applicable
3. Specified Currency: U.S. Dollars or U.S.\$
4. Aggregate Nominal Amount:
(a) Series: U.S.\$750,000,000
(b) Tranche: U.S.\$750,000,000
5. Issue Price: 99.876 *per cent.* of the Aggregate Nominal Amount of the Tranche
6. (a) Specified Denominations: U.S.\$200,000 and integral multiples of U.S.\$1,000 in excess thereof
(b) Calculation Amount: U.S.\$1,000
7. (a) Issue Date: 17 April 2014
(b) Interest Commencement Date: Issue Date
8. Maturity Date: 17 October 2019
9. Interest Basis: 4.750 *per cent.* Fixed Rate
(see paragraph 14 below)
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

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| 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

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| 14. | Fixed Rate Note Provisions | Applicable |
| | (a) Rate(s) of Interest: | 4.750 <i>per cent. per annum</i> payable in arrear on each Interest Payment Date |
| | (b) Interest Payment Date(s): | 17 April and 17 October 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: | 30/360 |
| | (f) Determination Date(s): | Not Applicable |
| | (g) Structured Fixed Rates Notes: | Not Applicable |
| 15. | Floating Rate Note Provisions | Not Applicable |
| 16. | Zero Coupon Note Provisions | Not Applicable |

PROVISIONS RELATING TO REDEMPTION

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| 17. | Notice periods for Condition 8.2: | Minimum period: 30 days
Maximum period: 60 days |
| 18. | Issuer Call: | Not Applicable |
| 19. | Investor Put: | Not Applicable |
| 20. | Final Redemption Amount: | U.S.\$1,000 per Calculation Amount |
| 21. | Early Redemption Amount payable on redemption for taxation reasons or on event of default: | U.S.\$1,000 per Calculation Amount |

GENERAL PROVISIONS APPLICABLE TO THE NOTES

22. Form of Notes:

(a) Form:

Registered Notes:

Regulation S Global Note registered in the name of a nominee for a common depository for Euroclear and Clearstream, Luxembourg exchangeable for Definitive Registered Notes upon an Exchange Event

Rule 144A Global Note registered in the name of a nominee for DTC exchangeable for Definitive Registered Notes upon an Exchange Event

(b) New Global Note:

No

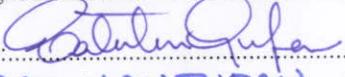
23. Specified Financial Centre(s):

Not Applicable

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

No

Signed on behalf of **TÜRKİYE GARANTI BANKASI A.Ş.**

By: 

BATUHAN TUFAU - SVP
Duly authorised

By: 

ALI FUAT ERBİL - EVP
Duly authorised

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) to the Irish Stock Exchange for the Notes to be listed on the Official List and admitted to trading on the Main Securities Market of the Irish Stock Exchange with effect from 17 April 2014.
- (b) Estimate of total expenses related to admission to trading: €2,690

2. RATINGS

Ratings:

The Notes to be issued are expected to be rated:

“BBB” by Fitch Ratings Ltd. (**Fitch**) and “Baa2” (negative outlook) by Moody’s Investors Service Limited (**Moody’s**).

Each of Fitch and Moody’s is established in the European Union and is registered under Regulation (EC) No. 1060/2009 (as amended).

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

Save for any fees payable to the Initial Purchasers, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The Initial Purchasers 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. Banco Bilbao Vizcaya Argentaria, S.A, one of the Initial Purchasers, jointly controls the Issuer as described in the Base Prospectus.

4. YIELD

Indication of yield:

4.776 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: US90014QAA58 for Rule 144A Global Notes
XS1057541838 for Regulation S Global Note
- (b) Common Code: 105773129 for Rule 144A Global Notes
105754183 for Regulation S Global Note
- (c) CUSIP: 90014QAA5 for Rule 144A Global Notes
- (d) Any clearing system(s) other than DTC, Euroclear Bank SA/NV and Clearstream, Luxembourg and the relevant identification number(s): Not Applicable
- (e) Delivery: Delivery against payment

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| (f) | Names and addresses of additional Paying Agent(s) (if any): | Not Applicable |
| (g) | 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 business day after the day on which it was given to the relevant clearing system. |
| (h) | 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

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| (a) | Method of distribution: | Syndicated |
| (b) | If syndicated, names of Managers: | Banco Bilbao Vizcaya Argentaria, S.A.
Citigroup Global Markets Limited
HSBC Bank plc
Merrill Lynch, Pierce, Fenner & Smith Incorporated |
| (c) | Date of Subscription Agreement: | 15 April 2014 |
| (d) | Stabilisation Manager(s) (if any): | Merrill Lynch, Pierce, Fenner & Smith Incorporated |
| (e) | If non-syndicated, name of relevant Dealer: | Not Applicable |
| (f) | U.S. Selling Restrictions: | Reg. S Compliance Category 2 and Rule 144A |