

FIRST SUPPLEMENT dated 13 May 2013 to the Base Prospectus dated 19 April 2013



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

This supplement (the “*First Base Prospectus Supplement*”) is supplemental to, and must be read in conjunction with, the Base Prospectus dated 19 April 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 First Base Prospectus Supplement has been approved by the Central Bank of Ireland, as competent authority under Directive 2003/71/EC (the “*Prospectus Directive*”). The Central Bank of Ireland only approves this First Base Prospectus 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 IFRS financial statements of the Group and BRSA financial statements of the Issuer as of and for the three months ended 31 March 2013 (including any notes thereto, the “*Interim Financial Statements*”) have been filed with the Central Bank of Ireland and, by means of this First Base Prospectus Supplement, are incorporated by reference into, and form part of, the Base Prospectus. Copies of the Interim Financial Statements can be obtained without charge from the registered office of the Issuer and from the Issuer’s website: www.garanti.com.tr/en/our_company/investor_relations/financials_and_presentations/annual_and_interim_reports.page (such website is not, and should not be deemed to, constitute a part of, or be incorporated into, this First Base Prospectus Supplement or the Base Prospectus).

The Interim Financial Statements were reviewed by Deloitte and Deloitte’s review reports included within the Interim 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 that interim financial information.

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

Except as disclosed in the Interim Financial Statements incorporated by reference into the Base Prospectus by means of this First Base Prospectus 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 31 March 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 First Base Prospectus Supplement.