

## FINAL TERMS

31 May 2018

**PROHIBITION OF SALES TO EEA RETAIL INVESTORS:** The Notes (and beneficial interests therein) are not intended to be offered, sold or otherwise made available to (and should not be offered, sold or otherwise made available to) any retail investor in the European Economic Area (each an “**EEA Retail Investor**”). For these purposes: (a) a retail investor means a person who is one (or more) of the following: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “**MiFID II**”), (ii) a customer within the meaning of Directive 2002/92/EC (as amended), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II, or (iii) not a qualified investor as defined in Directive 2003/71/EC (as amended, the “**Prospectus Directive**”), and (b) the expression “offer” includes the communication in any form and by any means of sufficient information on the terms of the offer and the Notes (or beneficial interests therein) to be offered so as to enable an investor to decide to purchase or subscribe such Notes (or beneficial interests therein). Consequently, no key information document required by Regulation (EU) No. 1286/2014 (as amended, the “**PRIPs Regulation**”) for offering or selling the Notes (or beneficial interests therein) or otherwise making them available to EEA Retail Investors has been prepared and, therefore, offering or selling the Notes (or beneficial interests therein) or otherwise making them available to any EEA Retail Investor might be unlawful under the PRIIPs Regulation.

### TÜRKİYE GARANTİ BANKASI A.Ş.

**Legal Entity Identifier (LEI): 5493002XSS7K7RHN1V37**

**Issue of US\$75,000,000 Series 2018-2 MTN Gender Bonds due 2024 (the “Notes”)**

**under the US\$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 Terms and Conditions of the Notes (the “**Conditions**”) set forth in the base prospectus dated 25 April 2018, as supplemented on 31 May 2018 (the “**Base Prospectus**”). This document constitutes the Final Terms of the Notes described herein 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 <https://www.garantiinvestorrelations.com/en/debt-information/year-list/GMTN/48/472/0>.

1.	Issuer:	Türkiye Garanti Bankası A.Ş.
2.	(a) Series Number:	2018-2
	(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 (“USD”)
4.	Aggregate Nominal Amount:	
	(a) Series:	USD 75,000,000

	(b) Tranche:	USD 75,000,000
5.	Issue Price:	100 <i>per cent.</i> of the Aggregate Nominal Amount of the Tranche
6.	(a) Specified Denomination(s):	USD 200,000 and integral multiples of USD 1,000 in excess thereof up to and including USD 250,000. No Notes in definitive form will be issued with a denomination above USD 250,000.
	(b) Calculation Amount:	USD 1,000
7.	(a) Issue Date:	11 June 2018
	(b) Interest Commencement Date:	Issue Date
8.	Maturity Date:	Interest Payment Date nearest to 11 June 2024
9.	Interest Basis:	6 month USD LIBOR + 2.22 <i>per cent.</i> per annum Floating Rate  (see further particulars in paragraph 15 below)
10.	Redemption Basis:	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 <i>per cent.</i> 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:	2 November 2017

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

14.	Fixed Rate Note Provisions:	Not Applicable
15.	Floating Rate Note Provisions:	Applicable
	(a) Specified Period(s)/Specified Interest Payment Dates:	15th day of June and 15th day of December, subject to adjustment in accordance with the Business Day Convention.
	(b) Business Day Convention:	Modified Following Business Day Convention
	(c) Specified Business Centre(s):	London
	(d) Manner in which the Rate of Interest and Interest Amount is to be determined:	Screen Rate Determination
	(e) Party responsible for calculating the Rate of Interest and Interest Amount (if	Not Applicable

not the Fiscal Agent):

- |     |                                   |   |
|-----|-----------------------------------|---|
| (f) | Screen Rate Determination:        | Applicable  |
|     | • Reference Rate:                 | Six month USD LIBOR   |
|     | • Specified Time:                 | 11.00 a.m. London   |
|     | • Relevant Financial Centre:      | London  |
|     | • Interest Determination Date(s): | Second London Business Day prior to the start of each Interest Period |
|     | • Relevant Screen Page:           | Reuters LIBOR01   |
| (g) | ISDA Determination:               | Not Applicable  |
| (h) | Linear Interpolation:             | Not Applicable  |
| (i) | Margin(s):                        | + 2.22 <i>per cent. per annum</i>                                     |
| (j) | Minimum Rate of Interest:         | 0 <i>per cent. per annum</i>  |
| (k) | Maximum Rate of Interest:         | Not Applicable  |
| (l) | Day Count Fraction:               | Actual/360  |
| (m) | Modified Floating Rate Notes:     | 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:   | USD 1,000 per Calculation Amount                   |
| 21. | Early Redemption Amount payable on redemption for taxation reasons or on event of default: | USD 1,000 per Calculation Amount                   |

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

22. Form of Notes:

(a) Form:

Registered Notes:

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

(b) New Global Note:

No

23. Specified Financial Centre(s):

Istanbul

24. Talons for future Coupons to be attached to Definitive Notes: No

**PROVISIONS APPLICABLE TO TURKISH LIRA NOTES**

25. USD Payment Election:

Not Applicable

**PROVISIONS APPLICABLE TO RMB NOTES**

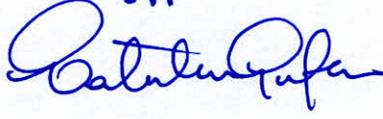
26. RMB Currency Event:

Not Applicable

Signed on behalf of TÜRKiYE GARANTİ BANKASI A.Ş.

By: ..... BATUHAN TUFAN  
SVP

Duly authorised



By: ..... ALI FUAT ERBİL  
CEO

Duly authorised



## PART B – OTHER INFORMATION

### 1. LISTING AND ADMISSION TO TRADING

- (a) Listing and Admission to trading: Application is expected to be 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 trading as Euronext Dublin with effect from 11 June 2018.
- (b) Estimate of total expenses related to admission to trading: EUR 600

### 2. RATINGS

- Ratings: The following ratings reflect ratings assigned to Notes of this type issued under the Programme generally:
- “Ba2” by Moody’s Investors Service Limited and “BBB-” by Fitch Ratings Ltd.
- Moody’s Investors Service Limited and Fitch Ratings Ltd. are established in the European Union and are registered under Regulation (EC) No. 1060/2009 (the “**CRA Regulation**”).

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

Save for any fees payable to the investor in the Notes, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer of the Notes.

### 5. HISTORIC INTEREST RATES (*Floating Rate Notes only*)

Details of historic USD LIBOR rates can be obtained from Reuters.

### 6. BENCHMARKS REGULATION (*Floating Rate Notes only*)

The below is provided in connection with the EU Benchmarks Regulation (Regulation (EU) 2016/11) of 8 June 2016 (the “Benchmarks Regulation”):

- (a) Name of “benchmark administrator” as described in the Benchmarks Regulation: ICE
- (b) Such “benchmark administrator” appears on the register of administrators maintained pursuant to Article 36 of the Benchmarks Regulation: Yes

### 7. OPERATIONAL INFORMATION

- (a) ISIN: XS1833061978
- (b) Common Code: 183306197
- (c) CINS: Not Applicable
- (d) CUSIP: Not Applicable

(e)	CFI:	DTVXFR
(f)	FISN:	TURKIYE GARANTI/VAREMTN 20240606
(g)	Any clearing system(s) other than DTC, Euroclear and Clearstream, Luxembourg and the relevant identification number(s):	Not Applicable
(h)	Delivery:	Delivery against payment
(i)	Names and addresses of additional Paying Agent(s) (if any):	Not Applicable
(j)	Deemed delivery of clearing system notices for the purposes of Condition 15:	Any notice delivered to Noteholders of Notes held through a clearing system will be deemed to have been given on the second business day after the day on which it was given to the relevant clearing system.
(k)	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 and registered in the name of a nominee of one of the ICSDs acting 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.

## 8. DISTRIBUTION

(a)	Method of distribution:	Non-syndicated
(b)	If syndicated, names of Managers:	Not Applicable
(c)	Stabilisation Manager(s) (if any):	Not Applicable
(d)	If non-syndicated, name of relevant Dealer:	Not Applicable
(e)	U.S. Selling Restrictions:	Reg. S Compliance Category 2
(f)	Prohibition of Sales to EEA Retail Investors:	Applicable
(g)	Prohibition of Sales to Belgian Consumers:	Applicable

## 9. REASONS FOR THE OFFER

General corporate purposes.