

**FIRST SUPPLEMENT dated May 12, 2015 to the Base Prospectus dated April 27, 2015**



**FINANSBANK A.Ş.  
US\$2,000,000,000**

**Global Medium Term Note Program**

This supplement (this “*Supplement*”) is supplemental to, and must be read in conjunction with, the Base Prospectus dated April 27, 2015 (the “*Base Prospectus*”) prepared by Finansbank A.Ş. (the “*Issuer*”) under the Issuer’s global medium term note program. Capitalized 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 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 three month period ended March 31, 2015 (including any notes thereto, the “*Group’s Interim BRSA Financial Statements*”) and (b) the unconsolidated BRSA financial statements of the Issuer as of and for the three month period ended March 31, 2015 (including any notes thereto, the “*Issuer’s Interim BRSA Financial Statements*” and, with the Group’s Interim BRSA Financial Statements, the “*Interim Financial Statements*”) have been filed with the Central Bank of Ireland and, by means of this Supplement, are incorporated by reference into, and form part of, the Base Prospectus. Copies of each of the Interim 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 Interim BRSA Financial Statements, <http://www.finansbank.com.tr/en/investor-relations/media/1506/report.aspx> and (ii) with respect to the Issuer’s Interim BRSA Financial Statements, <http://www.finansbank.com.tr/en/investor-relations/media/1505/report.aspx> (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 Interim Financial Statements, each of which is in English, were prepared as convenience translations of the corresponding Turkish language financial statements (which translations the Issuer confirms were direct and accurate). The Interim Financial Statements were not prepared for the purpose of their incorporation by reference into the Base Prospectus.

In addition, the attached pages of this Supplement provide for amendments to certain sections of the Base Prospectus. Statements contained herein shall, to the extent applicable and whether expressly, by implication or otherwise, be deemed to 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 this Supplement, the information contained in (or incorporated by reference into) this Supplement shall prevail.

Except as disclosed herein (including in the Interim Financial Statements incorporated by reference into the Base Prospectus pursuant to this 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 March 31, 2015.

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 Arranger make any representation, express or implied, or accept any responsibility, for the contents hereof or any information incorporated by reference into this Supplement.

## AMENDMENTS

The following amendments are made to the Base Prospectus:

### OVERVIEW

The second sentence of the third sub-paragraph of the section entitled “The Bank – Strategy – Continue to reduce cost of risk” on page 5 of the Base Prospectus is hereby deleted in its entirety and replaced by the following:

For instance, as of December 31, 2014, the ratio of the Group’s performing loans and receivables from credit cards, mortgages, SME loans and corporate and commercial loans to the total performing loans and receivables was 17.3%, 11.9%, 27.4% and 27.3%, respectively, compared to 26.0%, 18.5%, 16.0% and 20.2% as of December 31, 2013.