THIRD SUPPLEMENT dated November 17, 2014 to the Base Prospectus dated February 5, 2014

FİNANSBANK A.Ş.
US$1,500,000,000
Global Medium Term Note Program

This supplement (this "*Supplement*") is supplemental to, and must be read in conjunction with, the Base Prospectus dated February 5, 2014 (the "*Original Base Prospectus*" and, as supplemented on April 2, 2014 and August 18, 2014, 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 nine month period ended September 30, 2014 (including any notes thereto, the "*Group's New BRSA Financial Statements*") and (b) the unconsolidated BRSA financial statements of the Issuer as of and for the nine month period ended September 30, 2014 (including any notes thereto, the "*Issuer's New BRSA Financial Statements*" and, with the Group's New BRSA Financial Statements, the "*New 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 the New Financial Statements can be obtained without charge from the registered office of the Issuer and from the Issuer's website: (i) with respect to the Group's New BRSA Financial Statements, http://www.finansbank.com.tr/en/investor-relations/financial-information/financial-reports/brsa-consolidated.aspx, and (ii) with respect to the Issuer's New BRSA Financial Statements, http://www.finansbank.com.tr/en/investor-relations/financial-information/financial-reports/brsa-bank-only.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 New 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 New 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 New Financial Statements incorporated by reference into the Base Prospectus pursuant to this Supplement) and in previous supplements to the Original Base Prospectus, there has been no: (a) significant new factor, material mistake or inaccuracy relating to the information included in the Original Base Prospectus since the publication of the Original Base Prospectus and (b) significant change in the financial or trading position of either the Group or the Issuer since September 30, 2014.

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:

RISK FACTORS

The second paragraph of the section entitled "Risks related to Turkey – Terrorism and Conflicts" on page 23 of the Original Base Prospectus (as replaced by the supplements thereto dated April 2, 2014 and August 18, 2014) is hereby deleted in its entirety and replaced by the following:

> The conflict in Syria has been the subject of significant international attention and is inherently volatile and its impact and resolution are difficult to predict. In early October 2012, Turkish territory was hit by shells launched from Syria, some of which killed Turkish civilians. On October 4, 2012, the Turkish Parliament authorized the government for one year to send and assign military forces in foreign countries should such action be considered appropriate by the government, which authorization was extended for a further year on each of October 3, 2013 and October 2, 2014. More recently, elevated levels of conflict have arisen in Iraq and Syria as militants of the Islamic State of Iraq and Syria ("*ISIS*") seized control of key Iraqi cities, which has caused a significant displacement of people. In August and September 2014, a U.S.-led coalition began an anti-ISIS aerial campaign in northern Iraq and Syria. Recent developments in Iraq also raise concerns as Iraq is one of Turkey's largest export markets, ranking second in 2013 according to TurkStat.

BUSINESS OF THE GROUP

The fourth paragraph of the section entitled "History" under the "Business of the Group" section on page 89 of the Original Base Prospectus is hereby deleted in its entirety and replaced by the following:

> NBG acquired 46.0% of the Bank's ordinary shares and 100.0% of its founder dividend shares in August 2006, which founder dividend shares are to be redeemed in accordance with the Bank's Board of Directors resolution, dated September 16, 2014. In January 2007, NBG acquired a further 43.4% of the Bank's outstanding ordinary shares through a tender offer required by its initial acquisition. In April 2007, following an agreement signed in January of the same year, NBG disposed of 5.0% of the Bank's ordinary shares to the International Finance Corporation (the "*IFC*"). During 2007, NBG acquired a further 0.5% of the outstanding share capital of the Bank.

The last sentence of the last paragraph of the section entitled "History" under the "Business of the Group" section on page 90 of the Original Base Prospectus is hereby deleted in its entirety and replaced by the following:

> On March 29, 2007, NBG and the IFC entered into a put and call option agreement (the "*Put and Call Option Agreement*") relating to the IFC's shares in the Bank. On September 26, 2014, the IFC exercised its put option under this agreement and sold to NBG 1,417,499,438.73 shares that it holds at the Bank, representing 5.0% of the ordinary shares of the Bank, in exchange for US$343,060,696.50 (US$2.420182239 for TL 1 nominal share) pursuant to the provisions set forth in the Put and Call Option Agreement. As of September 30, 2014, 99.81% of the Bank's shares were owned by entities within the NBG Group and 0.19% of the Bank's shares were traded on the Borsa İstanbul.

RISK MANAGEMENT

The second and third paragraphs of the section entitled "Capital Adequacy" under the "Risk Management" section on page 119 of the Original Base Prospectus (as replaced by the supplements thereto dated April 2, 2014 and August 18, 2014) are hereby deleted in their entirety and replaced by the following:

> The following table sets forth the Group's consolidated capital adequacy ratios as of December 31, 2013 and September 30, 2014, calculated in accordance with the "Regulations on Measurement and Assessment of Capital Adequacy of Banks" issued by the BRSA:

	As of December 31, 2013	As of September 30, 2014
	(*TL thousands, except percentages*)	
Capital Adequacy		
Capital:		
Tier I capital	7 ,741,657	8,186,033
Tier II capital(1)	2,461,535	2,807,058
Total capital	**10,203,192**	**10,993,091**
Deductions(2)	(14,871)	(60,936)
Net total capital	**10,188,321**	**10,932,155**
Risk Weighted Assets (including market & operational risk)	**59,359,763**	**67,072,300**
Capital Adequacy Ratios:		
Tier I ratio	13.04%	12.20%
Total capital ratio(3)	17.16%	16.30%

(1) Revaluation reserve plus general provisions, foreign exchange differences and valuation of marketable securities.
(2) Loans to banks, financial institutions (domestic/foreign) or qualified shareholders in the form of secondary subordinated debts and debt instruments purchased from such parties qualified as primary or secondary subordinated debts and net book values of properties exceeding 50% of the capital and of assets acquired against overdue receivables and held for sale as per Article 57 of the Banking Law but retained more than five years after foreclosure.
(3) Net total capital as a percentage of risk weighted assets including market and operational risk.

The Group maintains regulatory capital ratios (in accordance with BRSA calculations) on both a Bank-only and consolidated basis in excess of the regulatory minimum. The Group's Tier I ratio and total capital ratio were, respectively, 12.20% and 16.30% as of September 30, 2014, 13.04% and 17.16% as of December 31, 2013, 14.43% and 19.15% as of December 31, 2012 and 13.48% and 17.61% as of December 31, 2011. The 2011 ratios are not directly comparable to the ratios for later dates due to the change in methodology described in "Turkish Regulatory Environment - Capital Adequacy - Basel II."

SHARE CAPITAL AND OWNERSHIP

The section entitled "Share Capital" under the "Share Capital and Ownership" section on page 131 of the Original Base Prospectus is hereby deleted in its entirety and replaced by the following:

Share Capital

The Bank has adopted the authorized share capital system that, under Turkish law, allows the Bank to increase its issued share capital up to its authorized share capital amount upon resolution by its Board of Directors and without need for further shareholder approval. The authorized share capital of the Bank is TL 6,000.0 million, represented by 60,000 million registered ordinary shares, with a par value of TL 0.10 each. On September 16, 2014, the Bank's Board of Directors resolved to amend the articles of association of the Bank for the purposes of increasing the Bank's registered capital from TL 6,000.0 million to TL 12,000.0 million. Applications for such change have been made to the CMB, the BRSA and the Ministry of Customs and Trade. An extraordinary General Assembly meeting is scheduled (December 4, 2014) for final approval of the capital increase. As of September 30, 2014, the issued and paid-in share capital of the Bank was TL 2,835.0 million, consisting of 28,350,000,000 ordinary shares. The total equity of the Bank as of September 30, 2014 amounted to TL 8,291.4 million. Pursuant to the Banking Law, the Bank's shares are issued in registered form.

The first paragraph and the table of the section entitled "Ownership" under the "Share Capital and Ownership" section on page 131 of the Original Base Prospectus is hereby deleted in its entirety and replaced by the following:

Ownership

The following table sets forth certain information with respect to the Bank's principal shareholders as of September 30, 2014:

Name of owner	Number of shares	% of outstanding share capital
National Bank of Greece S.A.	23,311,704,975	82.23%
NBG Finance (Dollar) Plc	2,744,106,168	9.68%
NBGI Holdings B.V.	2,239,649,592	7.90%
Borsa İstanbul free float	54,539,265	0.19%
Total	**28,350,000,000**	**100.00%**

The sections entitled "International Finance Corporation" and "Agreements between NBG and the IFC" under the "Share Capital and Ownership - Ownership" section on pages 133 and 134 of the Original Base Prospectus are hereby deleted in their entirety.

TURKISH REGULATORY ENVIRONMENT

The first sentence of the first paragraph of the section entitled "Tier II Rules under Turkish Law - New Tier II Rules" on page 149 of the Original Base Prospectus is hereby deleted in its entirety and replaced by the following:

> New Tier II Rules. According to the 2013 Equity Regulation, which came into force on January 1, 2014, Tier II capital shall be calculated by subtracting capital deductions from general provisions that are set aside for receivables and/or the surplus of provisions and capital deductions with respect to expected loss amounts for receivables (as the case may be, depending upon the method used by the Bank to calculate the credit risk amount of such receivables) and issuance premia and the debt instruments that have been approved by the BRSA upon the application of the board of directors of the applicable bank along with a written statement confirming compliance of the debt instruments with the conditions set forth below (the *"New Tier II Conditions"*):

The third paragraph of the section entitled "Tier II Rules under Turkish Law - New Tier II Rules" on page 150 of the Original Base Prospectus is hereby deleted in its entirety and replaced by the following:

> In addition to the conditions that need to be met before including debt instruments and loans in the calculation of Tier II capital, the 2013 Equity Regulation also provides that general provisions set aside for receivables and/or the surplus of provisions and capital deductions with respect to expected loss amounts for receivables (as the case may be, depending upon the method used by the Bank to calculate the credit risk amount of such receivables) can be included in Tier II capital subject to an amended limit for general provisions and a new limit for surplus of provisions and capital deductions. In the 2006 Equity Regulation, the portion of the general provisions that exceeded 125 parts per 10,000 of the total risk-weighted assets (*i.e.*, risk-weighted assets related to credit risk, market risk and operational risk) had not been taken into consideration in calculating the Tier II capital. In the 2013 Equity Regulation, depending upon the method used by the Bank to calculate the credit risk amount of such receivables, the portion of general provisions that exceeds 125 parts per 10,000 of the risk weighted sum of the receivables and/or the portion of surplus of provisions and capital deductions which exceeds 6 parts per 1,000 of the receivables to which they relate, shall not be included in the Tier II capital.

RECENT DEVELOPMENTS

The section entitled "Recent Developments" inserted into the Base Prospectus pursuant to the supplements dated April 2, 2014 and August 14, 2014 is hereby amended to include the following at the end thereof:

> On September 16, 2014, the Bank's Board of Directors resolved to amend the articles of association of the Bank for the purposes of: (a) increasing the Bank's registered capital from TL 6,000.0 million to TL 12,000.0 million and (b) redemption of the founder dividend shares held by NBG. Applications for such changes have been made to the CMB, the BRSA and the Ministry of Customs and Trade. An extraordinary General Assembly meeting is scheduled (December 4, 2014) for final approval of such amendments.
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> Under the Communiqué No. II-27.2 on Squeeze-out and Sell-out Rights, the Bank's minority shareholders have a right to request their shares to be redeemed for TL 2.9882 per 1 share (with a nominal value of TL 1) within a three month period starting from September 26, 2014.

On October 22, 2014, the Bank's Board of Directors resolved to initiate proceedings for a public offering of a portion of the Bank's shares, through which the Bank's paid-in share capital will be increased from TL 2,835,000,000 to TL 3,550,000,000 and such increase will be made through a rights issue in return for cash. The existing shareholders will not participate in such issuance.

The Bank has been informed by NBG that it is seeking opportunities for a sale of some portion of its shares in the Bank and that it plans to mandate investment banks and brokers for this purpose. It is uncertain whether any such sale will occur or, if so, what amount of the Bank's shares might be sold and to whom. The direct or indirect acquisition by a person of shares that represent 10% or more of the Bank's share capital requires the permission of the BRSA.