



**FINANSBANK A.Ş.**  
**US\$5,000,000,000**  
**Global Medium Term Note Programme**

This supplement (this “*Supplement*”) is supplemental to, and must be read in conjunction with, the Base Prospectus dated 27 April 2017 (the “*Original Base Prospectus*” and, as supplemented on 8 May 2017 and 16 August 2017, the “*Base Prospectus*”) prepared by Finansbank 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 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 the latest financial statements and updating the Base Prospectus in respect of certain 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 unaudited consolidated BRSA financial statements of the Group as of and for the nine month period ended 30 September 2017 (including any notes thereto and the independent auditor’s report thereon, the “*Group’s New BRSA Financial Statements*”) and (b) the unaudited unconsolidated BRSA financial statements of the Issuer as of and for the nine month period ended 30 September 2017 (including any notes thereto and the independent auditor’s report thereon) (with the Group’s New BRSA Financial Statements, the “*New Financial Statements*”) has been filed with the Central Bank of Ireland and the Irish Stock Exchange and, by means of this Supplement, is incorporated by reference into, and forms part of, the Base Prospectus. Copies of each of the New Financial Statements can be obtained without charge from the registered office of the Issuer and from the Issuer’s website at: <http://www.qnbfinansbank.com/en/investor-relations/financial-information/Default.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.

The New Financial Statements were reviewed by Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (a member firm of Ernst & Young Global Limited) (“*Ernst & Young*”) and Ernst & Young’s review reports included within the New 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 the interim financial information in the New Financial Statements. The independent auditor’s reports included in the New Financial Statements include a qualified conclusion due to the reversal of general reserves as of 31 December 2016, which reserves were provided by the Issuer’s management in prior periods in line with the conservatism principle considering the circumstances that may arise from any changes in the economy or market conditions (see “*Risk Factors - Risks related to the Group’s Business - Audit Qualification*” in the Base Prospectus).

Statements contained herein (or in the New Financial Statements incorporated by reference into the Base Prospectus by means of this Supplement) shall, to the extent applicable and whether expressly, by implication or otherwise, 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 the information contained in (or incorporated by reference into the Base Prospectus by means of) this Supplement, the information contained in (or incorporated by reference into the Base Prospectus by means of) this Supplement shall prevail.

Except as disclosed herein (including in the New Financial Statements incorporated by reference into the Base Prospectus by means of this Supplement) and in the 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, (b) significant change in the financial or trading position of either the Group or the Issuer since 30 September 2017 and (c) material adverse change in the financial position or prospects of the Issuer since 31 December 2016.

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 the Base Prospectus by means of this Supplement.

## AMENDMENTS

The following amendments are made to the Base Prospectus:

### PROGRAMME INCREASE

All references in the Base Prospectus to a US\$2,000,000,000 Programme are hereby deleted and replaced with references to a US\$5,000,000,000 Programme, which is the aggregate nominal amount of the Notes that may be outstanding under the Programme from time to time.

### RISK FACTORS

The seventh paragraph of the section titled “*Risks related to Turkey - Political Developments*” on page 30 of the Original Base Prospectus is hereby amended by the addition of the following paragraphs at the end thereof:

On 25 April 2017, the Parliamentary Assembly of the Council of Europe voted to restart monitoring Turkey in connection with human rights and EU officials have since made various references about Turkey’s potential membership in the EU. On 8 October 2017, the United States suspended all non-immigrant visa services in Turkey following the arrest of an employee of the United States consulate in İstanbul. On the same date, Turkey retaliated by issuing a statement that restricts the visa application process for United States citizens. These events might result in (or contribute to) a deterioration of the relationship between Turkey and the EU and/or the United States, including a decline in funding (such as via organisations such as the European Bank for Reconstruction and Development and the European Investment Bank) to Turkey. As such, political uncertainty is likely to continue.

On 25 September 2017, the Kurdish Regional Government in Northern Iraq held a referendum for the independence of the region administered by the Northern Iraqi Kurdish Regional Government. Turkish government officials announced that Turkey considers this referendum as null, void and illegitimate and that Turkey will not recognise the outcome of the referendum and might take punitive measures, including economic sanctions (*e.g.*, cutting off the pipeline that allows the transport of oil from Northern Iraq to third countries) and closing its airspace and border crossing to Northern Iraq. On 29 September 2017, the Iraqi government ceased all international flights to and from the Northern Iraqi Kurdish region. The possible political and economic impact of the referendum is unknown.

### MANAGEMENT

The section entitled “*Executive Vice Presidents, Heads of Divisions and Coordinators*” starting on page 147 of the Original Base Prospectus is hereby amended by the deletion of the information regarding Mr. Onur Özkan and Ms. Elsa Pekmez Atan in its entirety and the addition of the following section at the end thereof:

#### *Recent Developments*

On 3 October 2017, the Board of Directors of the Bank: (a) accepted the resignations of Mr. Onur Özkan, the then Executive Vice President in charge of SME and Agricultural Banking, and Ms. Elsa Pekmez Atan, the then Executive Vice President in charge of Enpara.com, and (b) decided that Enpara.com Technology and Product / Process Management Director Mr. Cumhuri Türkmen and Customer Experience Office and Enpara.com Customer Management Director Ms. Derya Düner would be jointly responsible for the management of Enpara.com and the Customer Experience Office with their current titles. It was also decided that Mr. Erkin Aydın, Executive Vice President in charge of the Consumer Banking and Payment Systems, would also be responsible for SME and Agricultural Banking.

### TURKISH REGULATORY ENVIRONMENT

The eighth paragraph of the section entitled “*Loan Loss Reserves*” starting with “Pursuant to these regulations, all loans and receivables in Groups III, IV and V above...” on page 168 of the Original Base Prospectus is hereby deleted in its entirety and replaced by the following:

Pursuant to these regulations, all loans and receivables in Groups III, IV and V above, irrespective of whether any interest or other similar obligations of the debtor are applicable on the principal or whether the loans or receivables have been refinanced, are defined as “frozen receivables.” If several loans have been extended to a borrower by the same bank and if any of these loans is considered a frozen receivable, then all outstanding risks of such borrower are classified in the same group as the frozen receivable even if such loans would not otherwise fall under the same group as such frozen receivable; *however*, for certain consumer loans, even if any of these loans is considered to be a frozen receivable, such consumer loans granted to the borrower may be classified in the applicable group other than Group I.

## RECENT DEVELOPMENTS

The section entitled “*Recent Developments*” included in the Base Prospectus (by way of the supplement thereto dated 16 August 2017) immediately after the section entitled “*Business of the Group*” is hereby amended by the addition of the following at the end thereof:

On 27 September 2017, the Ministry of Finance submitted a bill regarding amendments to tax laws and decrees (the “*Bill regarding Tax Laws*”) to the Turkish parliament. Such bill proposes to increase the corporate tax rate for all corporations (including the Bank) to 22% from 20%. The Bill regarding Tax Laws is subject to the political process and therefore is subject to further amendment or addition and might not be adopted for some time (if at all).

On 16 October 2017, the Turkish government approved the extension of the state of emergency for a period of three months starting from 19 October 2017.