

**FIRST SUPPLEMENT dated May 20, 2016 to the Base Prospectus dated April 25, 2016**



**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 25, 2016 (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 the latest financial statements and 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 consolidated BRSA financial statements of the Group as of and for the three month period ended March 31, 2016 and (b) the unconsolidated BRSA financial statements of the Issuer as of and for the three month period ended March 31, 2016 (together, including any notes thereto, 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 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.finansbank.com.tr/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 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.

In addition, the attached pages of this Supplement provide for amendments to certain sections of the Base Prospectus. Statements contained herein, 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 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), there has been no: (a) significant new factor, material mistake or inaccuracy relating to the information included in the Base Prospectus since the publication thereof and (b) significant change in the financial or trading position of either the Group or the Issuer since March 31, 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 this Supplement.

## AMENDMENTS

The following amendments are made to the Base Prospectus:

### RISK FACTORS

The fourth sentence of the third paragraph of the risk factor entitled “*Risks related to Turkey – Political Developments*” on page 30 of the Base Prospectus is hereby deleted in its entirety and replaced by the following:

On May 5, 2016, the Central Executive Board of the AKP decided to hold an extraordinary congress on May 22, 2016, in which the AKP is expected to replace Ahmet Davutoğlu, the current prime minister of Turkey. Social and political conditions remain challenging in Turkey, including with increased tension resulting from Turkey’s conflict with the People’s Congress of Kurdistan (formerly known as the PKK) (an organization that is listed as a terrorist organization by states and organizations including Turkey, the EU and the United States) (the “*PKK*”) and there can be no assurance that such conditions will not deteriorate.

The fourth sentence of the second paragraph of the risk factor entitled “*Risks related to Turkey – Terrorism and Conflicts*” on page 31 of the Base Prospectus is hereby updated by the addition of the following at the end thereof:

On March 19, 2016, Turkey signed an agreement with the EU in an effort to control the irregular flow of refugees from Turkey to the EU; *however*, such agreement might not be implemented in accordance with its terms, if at all.

The last two sentences of the second paragraph of the risk factor entitled “*Risks related to Turkey – Terrorism and Conflicts*” on page 31 of the Base Prospectus are hereby deleted in their entirety and replaced by the following:

Since July 2015, Turkey has been subject to a number of bombings and other attacks, including in tourist-focused centers in İstanbul, in the city center in Ankara and in Kilis, a Turkish town bordering Syria, which have resulted in a number of fatalities and casualties. Such incidents are likely to continue to occur periodically.

### RECENT DEVELOPMENTS

The following section entitled “*Recent Developments*” is hereby included in the Base Prospectus immediately after the section entitled “*Business of the Group*”:

### RECENT DEVELOPMENTS

The CMB, the Competition Board and the Undersecretariat of Treasury granted their authorizations for the transfer of shares from NGB to QNB under the Share Purchase Agreement on April 22, 2016, May 4, 2016 and May 12, 2016, respectively. The share transfer is expected to be finalized upon the approval of the shareholders in the General Assembly meeting of the Bank.