SECOND SUPPLEMENT dated September 21, 2016 to the Base Prospectus dated April 25, 2016

FİNANSBANK 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 "*Original Base Prospectus*" and, as supplemented on May 20, 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 six month period ended June 30, 2016 and (b) the unconsolidated BRSA financial statements of the Issuer as of and for the six month period ended June 30, 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) and in the previous supplement 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 thereof and (b) significant change in the financial or trading position of either the Group or the Issuer since June 30, 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:

OVERVIEW

The third sentence of the first paragraph section entitled "*General*" on page 1 of the Original Base Prospectus is hereby deleted in its entirety and replaced by the following:

> The Bank is currently a subsidiary of Qatar National Bank ("*QNB*"), which purchased a 99.81% stake in the Bank from the National Bank of Greece ("*NBG*") on June 15, 2016 pursuant to a share purchase agreement (the "*Share Purchase Agreement*"). In accordance with the Communiqué No. II-27.2 on Squeeze-Out and Sell-Out Rights (the "*Communiqué*"), the shareholders of the Bank (other than QNB) had a right to sell their shares in the Bank to QNB within a three month period starting on June 16, 2016. At the end of such period, as of September 16, 2016, 99.88% of the shares of the Bank were owned by QNB and the remaining shares were traded on the Borsa İstanbul. See "Share Capital and Ownership – Share Sale."

RISK FACTORS

The fifth sentence of the second paragraph of the risk factor entitled "*Risks related to the Group's Business* **-** *Counterparty Credit Risk*" on page 12 of the Original Base Prospectus is hereby deleted in its entirety and replaced by the following:

> In addition, the declining performance of a number of the Group's customers operating in certain sectors in Turkey (such as tourism, construction and energy) due to the political and economic environment negatively impacted the Bank's NPL ratio in 2015 and their continued declining performance as a result of recent political and economic instability could further adversely impact the Bank's NPL ratio and the value of the Group's assets.

The first sentence of the third paragraph of the risk factor entitled "*Risks related to the Group's Business* **-** *Competition in the Turkish Banking Sector*" on page 13 of the Original Base Prospectus is hereby deleted in its entirety and replaced by the following:

> In addition to QNB (see "Share Capital and Ownership – Share Sale" for further information regarding the agreement between NBG and QNB for QNB's purchase of NBG's direct and indirect 99.81% stake in the Bank), other foreign financial institutions have shown a strong interest in competing in the banking sector in Turkey.

The second sentence of the fourth paragraph of the risk factor entitled "*Risks related to the Group's Business* **-** *Foreign Currency Borrowing and Refinancing Risk*" on page 18 of the Original Base Prospectus is hereby deleted in its entirety and replaced by the following:

> As of June 30, 2016, 99.2% of the Group's foreign currency-denominated borrowings (including subordinated loans) were sourced from international banks, multilateral institutions, eurobond offerings and "future flow" transactions. As of June 30, 2016, 17.2% of such borrowings were provided by QNB, including subordinated debt instruments.

The last two sentences of the tenth paragraph of the risk factor entitled "*Risks related to the Group's Business* **-** *Banking Regulatory Matters*" on page 24 of the Original Base Prospectus are hereby deleted in their entirety and replaced by the following:

> Following the completion of the transfer of shares from the NBG Group to QNB on June 15, 2016, the subordinated debt instruments (the terms and conditions of which remained unchanged) held by NBG were transferred to QNB according to the Share Purchase Agreement.

The last two sentences of the second paragraph of the risk factor entitled "*Risks related to Turkey – Political Developments*" on page 29 of the Original Base Prospectus are hereby deleted in their entirety.

The risk factor entitled "*Risks related to Turkey – Political Developments*" on pages 29 and 30 of the Original Base Prospectus, as supplemented by the supplement dated May 20, 2016, is hereby amended by the addition of the following at the end thereof:

> On July 15, 2016, the Turkish government was subject to an attempted coup by a group within the Turkish army. The Turkish government and the Turkish security forces (including the Turkish army) took control of the situation in a short period of time and the ruling government remained in control. Following the coup attempt, there have been arrests of thousands of individuals, including senior members of the military, police and judiciary, as well as suspension, dismissal, travel bans and legal proceedings against police officers, public employees and a number of individuals in the business community. As of September 20, 2016, investigations with respect to the attempted coup are on-going. There might be further arrests and actions taken by the government in relation to these investigations, including changes in policies and laws. Any future investigations or other restrictions may include customers of the Bank and might impact the Bank's growth or such customers' ability to meet their obligations, which might have a material adverse effect on the Group's business, financial condition, results of operations and/or prospects.
>
> On July 20, 2016, the government declared a three month state of emergency in the country, entitling the government to exercise additional powers. Under Article 120 of the Turkish Constitution, in the event of serious indications of widespread acts of violence aimed at the destruction of the free democratic order, a state of emergency may be declared in one or more regions of, or throughout, the country for a period not exceeding six months; *however*, this period may be extended. Any consolidation of political power might have a detrimental effect on political checks and balances in Turkey. Although, through September 20, 2016, the Bank's operations have not been materially affected by the attempted coup, the political and social circumstances following the attempted coup and its aftermath (including rating downgrades of Turkey and the Bank) might result in further uncertainty with respect to the Turkish political and social environment, have a negative impact on the Turkish economy (including increased volatility in Turkey, the value of the Turkish Lira, international investors' willingness to invest in Turkey and domestic demand), Turkey's institutions (including as a result of arrests, suspension or dismissal of a number of individuals working in the public sector) and regulatory framework, Turkey's international relations, the Bank's and/or the Group's business, liquidity and/or conditions (financial or otherwise) and/or the value and/or market price of an investment in the Notes.

The last sentence of the second paragraph of the risk factor entitled "*Risks related to Turkey – Terrorism and Conflicts*" on page 31 of the Original Base Prospectus is hereby deleted in its entirety and replaced by the following:

> On June 28, 2016, a terrorist attack occurred at the Atatürk Airport in İstanbul, resulting in 45 fatalities and over 230 injured persons. Such incidents are likely to continue to occur periodically. On August 24, 2016, Turkey began military operations in Syria in an effort to clear ISIS from the Turkish-Syrian border. These operations might lead to potential retaliation attacks by terrorist groups and additional security risks in Turkey.

The seventh sentence of the third paragraph of the risk factor entitled "*Risks related to Turkey – Exchange Rates*" on page 34 of the Original Base Prospectus is hereby deleted in its entirety and replaced by the following:

> On May 24, June 21, July 19 and August 23, 2016, the Central Bank reduced the upper limit of its interest rate corridor further by 50 basis points (to 9.50%), 50 basis points (to 9.00%), 25 basis points (to 8.75%) and 25 basis points (to 8.50%), respectively. On August 23, 2016, the Central Bank reduced its late liquidity window lending rate by 25 basis points to 10.00%, but held its one-week repo rate unchanged at 7.50%, its overnight borrowing rate unchanged at 7.25% and its late liquidity window borrowing rate unchanged at 0%.

The risk factors under the section entitled "*Risks related to the Bank's relationship with its controlling shareholder*" starting on page 34 of the Original Base Prospectus are hereby deleted in their entirety and replaced by the following:

> **Risks related to the Bank's relationship with its controlling shareholder**
>
> *Control by a Large Shareholder – The interests of the Bank's controlling shareholder might not be aligned with the interests of the investors in the Notes*
>
> As of June 15, 2016, following QNB's purchase of the shares in the Bank held directly or indirectly by NBG, QNB owned 99.81% of the Bank's outstanding shares and had the voting power to influence the Bank's

strategy and business significantly, including through its power to elect all of the Bank's Board of Directors and to determine the outcome of almost all matters to be decided by a vote of the Bank's shareholders. In accordance with the Communiqué, shareholders of the Bank (other than QNB) had a right to sell their shares in the Bank to QNB within a three month period starting on June 16, 2016. At the end of such period, as of September 16, 2016, 99.88% of the shares of the Bank were owned by QNB. The interests of QNB might differ from those of the investors in the Notes and the controlling shareholder of the Bank might cause the Bank to take or refrain from taking certain actions (*e.g.*, declaring dividends or entering into corporate transactions) that might adversely affect the Noteholders' investment in the Notes. See "Management," "Share Capital and Ownership" and "Recent Developments."

In addition, if the controlling shareholder of the Bank were to sell some or all of its shares in the Bank (whether in a secondary offering or a block sale to a strategic buyer), then the Bank might become controlled by a new party with different interests than the previous controlling shareholder of the Bank. As the Conditions do not include an Event of Default relating to a change in control of the Bank, investors in the Notes will not be entitled to have their Notes repaid as a result of any such change in control.

Share Sale – QNB might implement different priorities for the Bank's business and/or otherwise alter the Bank's business, either of which could have a material impact upon the Bank

As of June 15, 2016, following the completion of the transfer of shares from the NBG Group to QNB, QNB has the voting power to influence the Bank's strategy and business significantly, including through its power to elect all of the Bank's Board of Directors and to determine the outcome of almost all matters to be decided by a vote of the Bank's shareholders. In the Extraordinary General Assembly Meeting of the Bank held on June 16, 2016, the Bank's shareholders decided that the Bank's Board of Directors should consist of 11 members and appointed six new members to the Board of Directors (see "Recent Developments"). The interests of QNB might differ from those of the former controlling shareholder and QNB might cause the Bank to take or refrain from taking certain actions (*e.g.*, declaring dividends or entering into corporate transactions) that might adversely affect the Noteholders' investment in the Notes. QNB might also implement different priorities for the Bank's business and/or otherwise alter the Bank's business, and there might be some disruption to the Group during a transition period until QNB has fully implemented any such new priorities. Any failure of the newly structured Board of Directors to successfully implement the Bank's strategies (including any ambiguity that might arise during implementation of the Bank's overall strategy, including during the transition period), or any material change in the Bank's strategies and priorities, might have a material adverse effect on the Group's business, financial condition, results of operations and/or prospects.

SUMMARY FINANCIAL AND OTHER INFORMATION

The "*Key Ratios*" table on page 103 of the Original Base Prospectus is hereby amended by the addition of the following paragraph prior to such table:

The following table includes certain of the Group's key ratios as of and for the years ended December 31, 2013, 2014 and 2015. The basis for calculation of ratios that are non-GAAP financial measures is set out in the notes below. Non-GAAP financial measures should not be considered in isolation from, or as a substitute for, financial information presented in compliance with the BRSA Accounting and Reporting Regulation. See "*Presentation of Financial and Other Information*."

BUSINESS OF THE GROUP

The third, fourth, fifth, sixth and seventh sentences of the first paragraph of the section entitled "*General*" on page 105 of the Original Base Prospectus are hereby deleted in their entirety and replaced by the following:

Since June 15, 2016, following the completion of the transfer of shares from the NBG Group to QNB, the Bank has been a subsidiary of QNB.

The second to last paragraph of the section entitled "*History*" on page 107 of the Original Base Prospectus is hereby deleted in its entirety and replaced by the following:

On December 21, 2015, NBG entered into the Share Purchase Agreement with QNB regarding the sale of its direct and indirect 99.81% stake in the Bank. On June 15, 2016, NBG and its subsidiaries holding shares in the Bank and other NBG Group companies transferred all of their shares to QNB, which shares, as of such date, corresponded to: (a) 99.81% of the share capital of the Bank, (b) 0.2% of the share capital of Finans Invest, (c) 0.02% of the share capital of Finans Portfolio Asset Management and (d) 29.87% of the share capital of Finans Leasing). In accordance with the Communiqué, the shareholders of the Bank (other than QNB) had a right to sell their shares in the Bank to QNB within a three month period starting on June 16, 2016. At the end of such period, as of September 16, 2016, 99.88% of the shares of the Bank were owned by QNB and the remaining shares were traded on the Borsa İstanbul. See "Share Capital and Ownership."

RECENT DEVELOPMENTS

The last sentence of the section entitled "*Recent Developments*" included in the Original Base Prospectus by a supplement dated May 20, 2016 is hereby deleted in its entirety and replaced by the following:

On June 15, 2016, following the completion of the transfer of shares from the NBG Group to QNB, QNB held 99.81% of the shares in the Bank, with the remaining 0.19% continuing to be traded on the Borsa İstanbul. As of June 30, 2016, 99.84% of the shares of the Bank were owned by QNB and the remaining shares were traded on the Borsa İstanbul. As of June 15, 2016, the US$910.0 million subordinated debt instruments held by NBG were transferred to QNB according to the Share Purchase Agreement.

Pursuant to the Communiqué, the shareholders of the Bank (other than QNB) had a right to sell their shares in the Bank to QNB within a three month period starting on June 16, 2016. At the end of such period, as of September 16, 2016, 99.88% of the shares of the Bank were owned by QNB and the remaining shares were traded on the Borsa İstanbul.

Each of BNP Paribas (as of August 22, 2016), UniCredit Bank AG (as of August 22, 2016) and Société Générale (as of September 9, 2016) has been appointed as a Dealer under the Program.

Law No. 6728, which was published in the Official Gazette on August 9, 2016, provides that interest payments on bonds are exempt from VAT. Accordingly, the tax issue resulting from the statement in the VAT Ruling regarding interest payments on bonds, which was not effective as per the Revenue Administration's letter dated March 18, 2015 (see "Taxation – Certain Turkish Tax Considerations – Value Added Tax"), was resolved as of August 9, 2016.

On July 19, 2016, Moody's placed under review for downgrade the ratings of 17 Turkish banks, including the Bank, following placement of the Turkish sovereign rating under review for downgrade on July 18, 2016.

On July 20, 2016, Standard & Poor's downgraded Turkey's credit rating from "BB+" to "BB" and changed its outlook from "stable" to "negative."

On August 19, 2016, Fitch affirmed the long-term Foreign Currency Issuer Default Rating and Local Currency Issuer Default Rating of Turkey at "BBB-" but revised the related outlooks from "Stable" to "Negative." Following the revision of Turkey's outlook, Fitch revised the outlook of 18 Turkish banks, including the Bank, from "stable" to "negative." The Bank's ratings from Fitch are as follows:

Fitch (August 25, 2016):

Outlook:	Negative
Long Term Foreign Currency:	BBB
Short Term Foreign Currency:	F2
Long Term Turkish Lira:	BBB
Short Term Turkish Lira:	F2
Viability Rating:	bbb-
Support:	2
National:	AAA (tur)

RISK MANAGEMENT

The second sentence of the fifth paragraph of the section entitled "*Risk Management – Management of Specific Risks - Foreign Exchange Risk*" starting on page 136 of the Original Base Prospectus is hereby deleted in its entirety and replaced by the following:

The Bank's Bahrain branch conducts its operations in U.S. Dollars.

MANAGEMENT

The section entitled "*Board of Directors*" starting on page 143 of the Original Base Prospectus is hereby amended by the deletion of the information regarding Mr. Mustafa Hamdi Gürtin, Mr. Christos Alexis Komninos, Mr. Dr. Paul Mylonas, Mr. Ioannis Vagionitis, Mr. Stefanos Pantzopoulos and Mr. Georgios Koutsoudakis in its entirety and the addition of the following language at the end thereof:

Recent Developments

On June 16, 2016, the shareholders of the Bank decided in the General Assembly meeting of the Bank: (a) to have the Board of Directors consist of 11 members, including Mr. Temel Güzeloğlu, the General Manager, (b) to elect Mr. Mehmet Ömer Arif Aras, Mr. Sinan Şahinbaş, Mr. Mustafa Aydın Aysan, Mr. Ali Teoman Kerman, Mr. Osman Reha Yolalan, Mrs. Fatma Abdulla S.S. Al-Suwaidi, Mr. Abdulla Mubarak N. Alkhalifa, Mr. Ali Rashid A.S. Al-Mohannadi, Mr. Grant Eric Lowen and Mr. Ramzi T.A. Mari as the members of the Board of Directors for a term of three years and (c) to elect Mr. Osman Reha Yolalan as the independent member of the Board of Directors.

Additional information regarding Mr. Osman Reha Yolalan, Mrs. Fatma Abdulla S.S. Al-Suwaidi, Mr. Abdulla Mubarak N. Alkhalifa, Mr. Ali Rashid A.S. Al-Mohannadi, Mr. Grant Eric Lowen and Mr. Ramzi T.A. Mari is set out below:

Osman Reha Yolalan - Member of the Board of Directors

Mr. Yolalan has a bachelor's degree in Industrial Engineering from İstanbul Technical University, holds a master's degree in Industrial Engineering from Boğaziçi University and a PhD in Management Sciences from Laval University, Quebec-Canada. Mr. Yolalan started his career as a specialist in the Strategic Planning Department of Yapı Kredi Bank. He worked as the Head of Corporate and Economic Research Department from 1994 to 2000 and the Executive Vice President in charge of Financial Analysis and Credit Risk Management from 2000 to 2004. Mr. Yolalan was appointed as the CEO of Yapı Kredi Bank in 2004 and served as a member of the board of directors in 2004 and 2005. He has been working at Tekfen Holding as the Vice President in charge of Corporate Affairs since 2006. He has been teaching as a part-time professor in a number of universities in Turkey and has authored various articles in the field of bank management. Mr. Yolalan was appointed as a member of the Board of Directors of the Bank in June 2016.

Fatma Abdulla S.S. Al-Suwaidi - Member of the Board of Directors

Mrs. Al-Suwaidi holds a bachelor's degree in Accounting, a master's degree in Risk Management and an MBA from Qatar University. She joined QNB in 1999 and, as of September 20, 2016, she was serving as the Assistant General Manager of QNB's Group Credit department, which is responsible for the bank's risk assessment and monitoring. As of the same date, she was a board member at QNB Tunisia and Commercial Bank International PSC (UAE). She was appointed as a member of the Board of Directors of the Bank in June 2016.

Abdulla Mubarak N. Alkhalifa - Member of the Board of Directors

Mr. Alkhalifa holds a bachelor's degree in Business Administration from Eastern Washington University (United States). He joined QNB in 1996 and, as of September 20, 2016, he was serving as a Co-Executive General Manager and the Group Chief Business Officer of QNB. As of the same date, he was a board member of QNB ALAHLI S.A.E. (Egypt), Housing Bank for Trade and Finance (Jordan), QNB Capital

LLC and QNB Finance Ltd. He was appointed as a member of the Board of Directors of the Bank in June 2016.

Ali Rashid A.S. Al-Mohannadi **-** *Member of the Board of Directors*

Mr. Mohannadi holds a bachelor's degree in Computer Science from Qatar University. He joined QNB in 1996 and, as of September 20, 2016, he was a Co-Executive General Manager and the Group Chief Operating Officer of QNB. As of the same date, Mr. Mohannadi was a board member in QNB ALAHLI S.A.E (Egypt) and Commercial Bank International PSC (UAE). He was appointed as a member of the Board of Directors of the Bank in June 2016.

Grant Eric Lowen **-** *Member of the Board of Directors*

Mr. Lowen is a qualified Chartered Accountant and a member of the Chartered Accountants Australia and New Zealand. He is a graduate member of the Australian Institute of Company Directors, a member of The Institute of Internal Auditors (Australia) and a graduate of the Wharton/RMA Advanced Risk Management program of the University of Pennsylvania, Philadelphia, United States. He served as the Head of Risk Management and the Group Auditor at Commonwealth Bank of Australia and had senior roles in the Risk Management and Finance departments of Westpac Banking Corporation. Mr. Lowen joined QNB in 2012 and, as of September 20, 2016, he was a Co-General Manager and the Group Chief Risk Officer of QNB. As of the same date, he was a board member at QNB ALAHLI S.A.E (Egypt) and a member of the Board of Commissioners at QNB Indonesia. He was appointed as a member of the Board of Directors of the Bank in June 2016.

Ramzi T.A. Mari **-** *Member of the Board of Directors*

Mr. Mari completed the Certified Public Accountant Examination in the State of California, United States and holds a master's degree in Accounting from the California State University, United States. Mr. Mari joined QNB in 1997 from Jordan Bank and, as of September 20, 2016, he was a Co-General Manager and the Chief Financial Officer of QNB. As of the same date, he was a board member at Housing Bank for Trade and Finance (Jordan), QNB ALAHLI S.A.E. (Egypt), QNB Capital LLC and Qatar International Holding LLC. He was appointed as a member of the Board of Directors of the Bank in June 2016.

SHARE CAPITAL AND OWNERSHIP

The section entitled "*Share Capital and Ownership*" starting on page 154 of the Original Base Prospectus is hereby deleted in its entirety and replaced by the language set out on Schedule A hereto, with the remainder of the Base Prospectus being interpreted accordingly.

RELATED PARTY TRANSACTIONS

The section entitled "*Related Party Transactions*" starting on page 156 of the Original Base Prospectus is hereby deleted in its entirety and replaced by the language set out on Schedule B hereto, with the remainder of the Base Prospectus being interpreted accordingly.

THE TURKISH BANKING SECTOR

The fifth and sixth sentences of the section entitled "*Competition*" on page 160 of the Original Base Prospectus are hereby deleted in their entirety and replaced by the following:

> The remaining banks in the top 10 deposit-taking banks in Turkey as of such date included three mid-sized banks, namely the Bank, Türk Ekonomi Bankası and Denizbank A.Ş. ("*Denizbank*"), which were controlled by NBG, BNP Paribas and Sberbank, respectively, as of December 31, 2015. Following the completion of the transfer of shares from the NBG Group to QNB, as of June 30, 2016, the Bank was controlled by QNB.

TURKISH REGULATORY ENVIRONMENT

The section entitled "*Loan Loss Reserves*" starting on page 165 of the Original Base Prospectus is hereby amended by the addition of the following at the end thereof:

> On April 7 and August 5, 2016, the BRSA published amendments to the Regulation on Provisions and Classification of Loans and Receivables, adding new provisional articles related to loans and other receivables that banks provide to borrowers operating in the tourism and energy industries. These provisional articles provide that (among other things) the terms of loans and other receivables that are granted to these borrowers and classified under Group II (*Loans and Other Receivables Under Close Monitoring*) may be modified twice until December 31, 2016. If at least 10% of the principal and interest payments of such a loan or other receivable have been repaid, then such loan or other receivable may be re-classified under Group I (*Loans of a Standard Nature and Other Receivables*) to the extent the terms set out in the new loan agreement are satisfied. If the terms of a loan or other receivable granted to the tourism and energy industries are modified, then the Bank may re-classify such loan under Group III (*Loans and Other Receivables with Limited Recovery*), Group IV (*Loans and Other Receivables with Suspicious Recovery*) and Group V (*Loans and Other Receivables Having the Nature of Loss*) as per the applicable provisions of the Regulation on Provisions and Classification of Loans and Receivables.

The fourth paragraph of the section entitled "*Liquidity and Reserve Requirements*" on pages 176 and 177 of the Original Base Prospectus is hereby deleted in its entirety and replaced by the following:

> Pursuant to the Communiqué regarding Reserve Requirements, starting from September 9, 2016, the reserve requirements regarding Turkish Lira liabilities vary by category and tenor, as set forth below:

Category of Turkish Lira Liabilities	**Required Reserve Ratio**
1) Deposit/participation accounts (excluding deposit/participation accounts held at foreign banks)	
Up to 3 months maturity (including 3 months)	10.5%
Up to 6 months maturity (including 6 months)	7.5%
Up to 1 year maturity	5.5%
With maturities of 1 year and longer	4.0%
2) Borrowers' deposit accounts held at development and investment banks*	10.5%
3) Other liabilities (including deposit/participation accounts held at foreign banks)	
Up to 1 year maturity (including 1 year)	10.5%
Up to 3 years maturity (including 3 years)	7.0%
Longer than 3 years maturity	4.0%

** Due to laws applicable to development and investment banks, the amount deposited in such accounts cannot exceed the total outstanding loan amount extended by the relevant development and investment bank to such borrower.*

The fifth paragraph of the section entitled "*Liquidity and Reserve Requirements*" on pages 176 and 177 of the Original Base Prospectus is hereby amended by the addition of the following at the end thereof:

> On September 6, 2016, the Central Bank announced that: (a) Turkish Lira reserve requirement ratios were lowered by 50 basis points for all maturity brackets, (b) in the context of the Reserve Options Mechanism, which provides Turkish banks the option to hold a portion of the Turkish Lira reserve requirements in foreign exchange or standard gold, coefficients for certain tranches of the foreign exchange and gold facilities have been increased by 0.1 points, and (c) if the reserve option utilization rates remain unchanged, then approximately TL 1.2 billion and US$670 million of additional liquidity will be provided to the Turkish financial system by these changes.

OTHER GENERAL INFORMATION

The last sentence of the section entitled "*Interests of Natural and Legal Persons Involved in the Issue*" on page 215 of the Original Base Prospectus is hereby deleted in its entirety and replaced by the following:

It should be noted that one of the Dealers (*i.e.*, QNB Capital LLC) is a subsidiary of QNB, which is the controlling shareholder of the Bank. See “Share Capital and Ownership.”

SCHEDULE A

SHARE CAPITAL AND OWNERSHIP

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 12,000.0 million, represented by 120,000 million registered ordinary shares, with a par value of TL 0.10 each. As of June 30, 2016, the issued and paid-in share capital of the Bank was TL 3,000.0 million, consisting of 30,000 million ordinary shares, each having a nominal value of TL 0.10. The total equity of the Group as of June 30, 2016 amounted to TL 9,665 million. Pursuant to the Banking Law, the Bank's shares are issued in registered form.

Ownership

The following table sets forth certain information with respect to the Bank's principal shareholders as of September 16, 2016:

Name of owner	Number of shares	% of outstanding share capital
Qatar National Bank	29,963,167,939	99.88%
Borsa İstanbul free float	36,832,061	0.12%
Total	**30,000,000,000**	**100.00%**

Share Sale

The CMB, the Competition Board and the Undersecretariat of Treasury granted their authorizations for the transfer of shares from the NBG Group to QNB under the Share Purchase Agreement on April 22, 2016, May 4, 2016 and May 12, 2016, respectively. The transfer of shares from the NBG Group to QNB was finalized on June 15, 2016. As of such date, QNB held 99.81% of the shares in the Bank, with the remaining 0.19% continuing to be traded on the Borsa İstanbul. QNB might implement different priorities for the Bank's business and/or otherwise alter the Bank's business, either of which could have a material impact upon the Bank.

Pursuant to the Communiqué, the shareholders of the Bank (other than QNB), had a right to sell their shares in the Bank to QNB within the three month period starting on June 16, 2016. At the end of such period, as of September 16, 2016, 99.88% of the shares of the Bank were owned by QNB and the remaining shares were traded on the Borsa İstanbul.

Qatar National Bank

QNB was established in 1964 as the first Qatari-owned bank. It is 50% owned by the government of Qatar via the Qatar Investment Authority and the remaining shares are traded on the Qatar Exchange. As of December 31, 2015, QNB had total assets of US$147.9 billion, loans and advances of US$106.7 billion, deposits of US$108.6 billion and a market capitalization of US$33.6 billion. As of December 31, 2015, QNB, together with its subsidiaries and associate companies, operated in more than 27 countries around the world, primarily in the Middle East and North Africa region. QNB is listed on the Qatar Exchange (ticker: "QNBK").

SCHEDULE B

RELATED PARTY TRANSACTIONS

The Bank is controlled by QNB through its ownership of a 99.84% stake in the Bank following the sale of the NBG Group's shares to QNB, which was finalized on June 15, 2016. See "Share Capital and Ownership – Share Sale." Set forth below is a summary of the Bank's material transactions and arrangements with QNB and its other related parties.

Turkish banking regulations limit exposure to related companies, and the Group's exposure to QNB and its subsidiaries and other affiliates/other related parties is within the limit permitted by the regulations. See "Turkish Regulatory Environment – Lending Limits."

The Group has entered into banking transactions with members of the Board of Directors of the Bank and key management of the Bank and other Group companies, as well as with the close members of family and entities controlled or jointly controlled by those persons, in the normal course of business. The list of the members of the Board of Directors of the Bank is presented under "*Recent Developments*."

The following table sets forth information for the indicated dates on the Bank's volume of loans and other receivables with the Group's risk group and interest and commission income from the Bank's risk group during the indicated period:

The Bank's Risk Group[1]	**Associates and Subsidiaries**		**Bank's Direct and Indirect Shareholders**		**Other Legal and Real Persons in Risk Group**	
	Cash	**Non-Cash**	**Cash**	**Non-Cash**	**Cash**	**Non-Cash**
Loans and Other Receivables			*(TL Thousands)*			
Balance at January 1, 2016	–	11,315	–	21,651	–	964
Balance at June 30, 2016	–	5,998	–	49,191	85	1,080
Interest and Commission Income for this period[2]	–	83	–	–	11	7

(1) As described in Article 49 of the Banking Law.
(2) Interest and Commission Income for this period refers to figures as of June 30, 2016.

The following sets forth information for the indicated dates on the volume of deposits provided to the Bank by such related parties and the amount of interest paid thereon during the indicated periods:

The Bank's Risk Group[1]	**Associates and Subsidiaries**		**Bank's Direct and Indirect Shareholders**		**Other Legal and Real Persons in Risk Group**	
	Current Period[2]	**Prior Period[3]**	**Current Period[2]**	**Prior Period[3]**	**Current Period[2]**	**Prior Period[3]**
Deposits			*(TL Thousands)*			
Balance at December 31, 2015 (for June 30, 2016) and January 1, 2015 (for December 31, 2015)	11,345	202,176	–	17,036	258,905	19,100
Balance at June 30, 2016 and December 31, 2015 (as applicable)	19,149	11,345	–	-	164,957	258,905
Interest on Deposits for this period ended[4]	601	3,728	–	4,776	8,238	125

(1) As described in Article 49 of the Banking Law.
(2) Current period refers to figures at June 30, 2016
(3) Prior period refers to figures at December 31, 2015 except for interest on deposits for this period, which refers to figures at June 30, 2015.

Information on forward and option agreements and similar agreements made with the Bank's risk group during the same periods are set out below:

The Bank's Risk Group[1]	Associates and Subsidiaries		The Bank's Direct and Indirect Shareholders		Other Legal and Real Persons in Risk Group	
	Current Period[2]	Prior Period[3]	Current Period[2]	Prior Period[3]	Current Period[2]	Prior Period[3]
			(TL Thousands)			
Transactions for Trading Purposes						
Beginning of the period	-	-	168,641	134,496	74,646	102,824
End of the period	-	-	-	168,641	-	74,646
Total Income/Loss	-	-	-	(2,082)	2,307	1,091
Transactions for Hedging Purposes						
Beginning of the period	-	-	-	-	-	-
End of the period	-	-	-	-	-	-
Total Income/Loss	-	-	-	-	-	-

(1) As described in Article 49 of the Banking Law.
(2) Current period refers to figures at June 30, 2016.
(3) Prior period refers to figures at December 31, 2015 except for Total Income/Loss, which refers to figures at June 30, 2015.