THIRD SUPPLEMENT dated November 13, 2015 to the Base Prospectus dated April 27, 2015

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 27, 2015 (the "*Original Base Prospectus*" and, as supplemented on May 12, 2015 and August 14, 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 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 nine month period ended September 30, 2015 (including the 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, 2015 (including the notes thereto, the "*Issuer's New BRSA Financial Statements*" and, together 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 at: (i) with respect to the Group's New BRSA Financial Statements, http://www.finansbank.com.tr/en/investor-relations/media/1749/report.aspx, and (ii) with respect to the Issuer's New BRSA Financial Statements, http://www.finansbank.com.tr/en/investor-relations/media/1750/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 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, 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 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 thereof and (b) significant change in the financial or trading position of either the Group or the Issuer since September 30, 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:

The second and third sentences of the seventh paragraph on the cover page of the Original Base Prospectus are hereby deleted in their entirety and replaced by the following:

> The CMB approval relating to the issuance of Notes based upon which any offering of the Notes will be conducted was obtained on June 17, 2015 and a tranche issuance certificate bearing the approval of the CMB is required to be obtained before each sale and issuance of Notes. The maximum debt instrument amount that the Bank can issue under such approval is US$2,000,000,000 (or its equivalent in other currencies) in aggregate; *provided* that the aggregate outstanding nominal amount of the debt instruments denominated in Turkish Lira issued by the Bank (whether under this approval or otherwise) may not exceed TL 5,000,000,000. It should be noted that, regardless of the outstanding Note amount, unless the Bank obtains new approvals from the Banking Regulation and Supervision Agency ("*BRSA*") and the CMB, the aggregate debt instrument amount issued under such approval (whether issued under the Program or otherwise) cannot exceed US$2,000,000,000 (or its equivalent in other currencies). The Notes issued under the Program prior to June 17, 2015 were issued under previously existing CMB approvals.

GENERAL INFORMATION

The first three sentences of the eighth paragraph of the section entitled "*General Information*" on page (iii) of the Original Base Prospectus are hereby deleted in their entirety and replaced by the following:

> The Issuer has obtained the CMB approval (dated June 17, 2015 and numbered 29833736-105.04.02-E.6129 (the *CMB Approval*")) and the BRSA approval (dated May 26, 2015 and numbered 20008792-101.02.01[31]-E.8116 (the "*BRSA Approval*" and, together with the CMB Approval, the *Program Approvals*")) required for the issuance of Notes under the Program. The maximum debt instrument amount that the Bank can issue under the Program Approvals is US$2,000,000,000 (or its equivalent in other currencies) in aggregate; *provided* that the aggregate outstanding nominal amount of the debt instruments denominated in Turkish Lira issued by the Bank (whether under this approval or otherwise) may not exceed TL 5,000,000,000. It should be noted that, regardless of the outstanding Note amount, unless the Bank obtains new approvals from the BRSA and the CMB, the aggregate debt instrument amount issued under the Program Approvals cannot exceed US$2,000,000,000 (or its equivalent in other currencies).

The second and third sentences of the tenth paragraph of the section entitled "*General Information*" on page (iv) of the Original Base Prospectus is hereby deleted in their entirety and replaced by the following:

> The Bank submitted an exemption request through its letter to the CMB and such exemption was granted by the CMB in CMB Approval of June 17, 2015 to the Bank. As a result, this requirement will not be applicable to the Notes to be issued pursuant to the CMB Approval of June 17, 2015.

RISK FACTORS

The fourth sentence of the second paragraph of the section entitled "*Risks related to the Group's Business – Global Financial Crisis and Eurozone Crisis*" on page 19 of the Original Base Prospectus, as amended by a supplement on September 29, 2015, is hereby deleted in its entirety and replaced by the following:

> Turkey's GDP growth remained largely unchanged in the first nine months of 2015 compared to 2014, largely due to the impact of the political uncertainty in Turkey and increasingly constrained liquidity conditions. According to the Turkish government's official projections in the three-year economic program for 2015 to 2017, the annual GDP growth rate is predicted to be 3% for 2015 (source: *Ministry of Development of Turkey*). In line with this moderate growth and the rising levels of labor force participation, a deterioration in the unemployment rate continued through the first nine months of 2015.

The third paragraph of the section entitled "*Risks related to the Group's Business – Global Financial Crisis and Eurozone Crisis*" on page 20 of the Original Base Prospectus is hereby deleted in its entirety.

The fourth paragraph of the section entitled "*Risks related to the Group's Business – Global Financial Crisis and Eurozone Crisis*" on page 20 of the Original Base Prospectus, as amended by a supplement on September 29, 2015, is hereby deleted in its entirety and replaced by the following:

> Most advanced economies around the world have begun to recover from the economic slowdown triggered by the global financial crisis; *however*, doubts about the slowdown in growth in the emerging market economies materially affect the Turkish economy and the Group's business. Economic recovery in Europe proceeds slowly, and many European economies continue to face structural challenges and unemployment and structural debt levels remain high. In the United States, concerns about the potential tightening of the U.S. Federal Reserve's monetary policy has increased the level of uncertainty in the global economy. Many markets, including in Turkey, experienced volatility in 2013, 2014 and the first nine months of 2015 amid concerns that the level of foreign investment inflows would decline substantially when the U.S. Federal Reserve starts to raise interest rates. In the Eurozone, the European Central Bank started its quantitative easing program in January 2015, which is designed to improve confidence in Eurozone equities and encourage private bank lending. Nevertheless, the recovery in the Eurozone remains slow and there remains considerable uncertainty as to whether such program will be successful. Furthermore, since the global financial crisis, the Turkish unemployment rate has remained elevated (reaching 9.8% as of July 31, 2015). There can be no assurance that the unemployment rate will not increase in the future. Concerns about global liquidity, slow recovery in the Eurozone and the growth slowdown in the emerging market economies, particularly in China, could adversely affect the global economic recovery. A relapse in the global economy, or continued uncertainty about the potential for such a relapse, could have a material adverse effect on the Group's business, financial condition, results of operations and/or prospects.

The second sentence of the fifth paragraph of the section entitled "*Risks related to the Group's Business – Global Financial Crisis and Eurozone Crisis*" on page 20 of the Original Base Prospectus, as amended by a supplement on September 29, 2015, is hereby deleted in its entirety and replaced by the following:

> In addition, any decision of the U.S. Federal Reserve or other central banks to tighten their monetary policy could have a material adverse effect on perceptions of liquidity or increased volatility in the financial system and on the global economy more generally, and may adversely affect the Turkish economy and the Group's business, financial condition, results of operations and prospects.

The last paragraph of the section entitled "*Risks related to the Group's Business – Global Financial Crisis and Eurozone Crisis*" on page 20 of the Original Base Prospectus, as amended by a supplement on September 29, 2015, is hereby deleted in its entirety.

The final sentence of the fourth paragraph of the risk factor entitled "*Risks related to the Group's Business - Banking Regulatory Matters*" on page 22 of the Base Prospectus is hereby deleted in its entirety and replaced with the following:

> The BRSA published a Regulation on the Measurement and Evaluation of the Capital Adequacy of Banks in the Official Gazette dated October 23, 2015 and numbered 29511 (the "*2016 Capital Adequacy Regulation*"). The 2016 Capital Adequacy Regulation will enter into force on March 31, 2016, at which time it will replace the current Regulation on the Measurement and Evaluation of the Capital Adequacy of Banks, which was published in the Official Gazette dated June 28, 2012 and numbered 28337, entered into force on July 1, 2012 and was amended with effect on January 1, 2014 (the "2012 *Capital Adequacy Regulation*"). The 2016 Capital Adequacy Regulation sustains the capital adequacy ratios introduced by the former regulation, but changes the risk weighting of certain items such as foreign currency claims on the Central Bank in the form of required reserves, overdue receivables and covered bonds. In order to further align Turkish banking legislation with Basel III principles, the BRSA also amended certain regulations and communiqués as published in the Official Gazette dated October 23, 2015 and numbered 29511, which amendments will also enter into force on March 31, 2016. See "Capital Adequacy".

The third paragraph of the section entitled "*Risks related to Turkey – Political Developments*" on page 28 of the Original Base Prospectus, as amended by a supplement on August 14, 2015, is hereby deleted in its entirety and replaced by the following:

> Most recently, elections were held in Turkey on June 7, 2015 resulting in no party receiving a majority of the members of the Turkish Parliament. The parties with seats in the Turkish Parliament were unable to form a coalition within the period provided in the Turkish Constitution; therefore, early elections were held on November 1, 2015. In this election, the Justice and Development Party (known as *Adalet ve Kalkınma Partisi* (*AKP*)) received approximately 49% of the vote and a significant majority of the members of The Turkish Parliament, thus enabling it to form a single-party government. Events surrounding any future elections and/or the results of such elections could contribute to the volatility of Turkish financial markets and/or have an adverse effect on investors' perception of Turkey, including the independence of Turkey's financial institutions. Actual or perceived political instability in Turkey and/or other political circumstances (and related actions, rumors and/or uncertainties) could have a material adverse effect on the Group's business, financial condition, results of operations and/or prospects and on the price of the Notes.

The second paragraph of the section entitled "*Risks related to Turkey – Terrorism and Conflicts*" on page 29 of the Original Base Prospectus, as amended by a supplement on August 14, 2015, is hereby deleted by 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. 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. Turkey has registered nearly two million Syrian refugees. In 2014, a U.S.-led coalition began an anti-ISIS aerial campaign in northern Iraq and Syria. At the end of July 2015, Turkey joined the U.S.-led coalition following a suicide bomb attack in Suruç, a Turkish town bordering Syria, that killed 32 Turkish civilians and wounded nearly 100 civilians. The attack is suspected to have been carried out by ISIS and marked the beginning of a period of severely heightened geopolitical tension.

The third paragraph of the section entitled "Risks related to Turkey – Terrorism and Conflicts," included to the Original Base Prospectus by a supplement dated September 29, 2015, is hereby amended by the addition of the following at the end thereof:

> Following these attacks, Turkey increased its ground operations and aerial bombings against the PKK, and the PKK intensified its attacks. Protests erupted across the country in response to the PKK attacks, which occasionally led to violence. Although the conflict declined before the general elections held on November 1, 2015, social and political tension remained tense. A suicide bomb attack, allegedly conducted by ISIS, targeted a peace protest in Ankara in October 2015 and killed at least 95 people and wounded many more. In addition, in late 2015, Russian war planes started air strikes in Syria in support of the Syrian government. The Russian presence in the region has reinforced the Syrian regime and has made the impact of the conflict in Syria more difficult to predict. Continuation and/or further escalation of geopolitical tension might lead to an abandonment of the peace process with the Kurdish population in Turkey, an increase in violent conflicts and further displacement of people.

SHARE CAPITAL AND OWNERSHIP

The section entitled "*Contemplated Share Sale*" on page 151 of the Original Base Prospectus is hereby deleted in its entirety and replaced with the following:

> In connection with the preparation and submission of its restructuring and capital plan to the competent regulatory authority, on November 3, 2015, NBG announced its intention, subject to customary regulatory and corporate approvals, to dispose its entire stake in the Bank. Whether such sale will occur and, if so, the identity of the acquirer are uncertain. Any new owner of the Bank 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.

TURKISH REGULATORY ENVIRONMENT

The third paragraph of the section entitled "*Capital Adequacy*" on page 166 of the Original Base Prospectus is hereby amended by the addition of the following at the end thereof:

> The BRSA published the 2016 Capital Adequacy Regulation, which is to enter into force on March 31, 2016, at which time it will replace the 2012 Capital Adequacy Regulation. The 2016 Capital Adequacy Regulation sustains the capital adequacy ratios introduced by the former regulation, but changes the risk weights of certain items such as foreign currency claims on the Central Bank in the form of required reserves, overdue receivables and covered bonds. In order to further align Turkish banking legislation with Basel principles, the BRSA also amended certain other regulations and communiqués as published in the Official Gazette dated October 23, 2015 and numbered 29511, which amendments will also enter into force on March 31, 2016.

The sixth paragraph of the section entitled "*Capital Adequacy*" on page 167 of the Original Base Prospectus is hereby amended by the addition of the following at the end thereof:

> This restriction will be repealed as of March 31, 2016, in line with a regulation (published in the Official Gazette dated October 23, 2015 and numbered 29511) amending the 2013 Equity Regulation, at which time it will be replaced by a provision requiring the reduction (for purposes of calculating capital) of any investment by a Turkish bank in additional Tier I or Tier II capital of another bank or financial institution holding such Turkish bank's additional Tier 1 or Tier 2 capital, as applicable.

The first paragraph of the section entitled "*Capital Adequacy - Tier II Rules under Turkish Law – New Tier II Rules*" on pages 168 and 169 of the Original Base Prospectus is hereby amended by the addition of the following at the end thereof:

> In order to further align Turkish banking legislation with Basel III principles, the BRSA amended some of its regulations and communiqués, including the 2013 Equity Regulation, which amendments will come into force on March 31, 2016. As part of the amendments to the 2013 Equity Regulation, as of March 31, 2016: (a) sub-clauses (e)(iii) and (i) above under the New Tier II Conditions will be deleted in their entirety and be replaced with the following sub-clauses (iii) and (i), respectively, (b) the period at the end of sub-clause (j) thereof will be replaced with "; and" and (c) the New Tier II Conditions will be amended by the addition of the following sub-clause (k) at the end thereof:
>
> > (iii) following the exercise of the option, the equity of the bank shall exceed the higher of: (A) the capital adequacy requirement that will be calculated pursuant to the 2016 Capital Adequacy Regulation along with the Regulation on the Capital Conservation and Cyclical Capital Buffer, (B) the capital requirement derived as a result of an internal capital adequacy assessment process of the bank and (C) the higher capital requirement set by the BRSA (if any);
> >
> > (i) if there is a possibility that the bank's operating license would be cancelled or the probability of transfer of management of the bank to the SDIF arises pursuant to Article 71 of the Banking Law due to the bank's loss, then removal of the debt instrument from the bank's records or the debt instrument's conversion to share certificates for the absorption of the loss would be possible if the BRSA so decides;
> >
> > (k) the repayment of the principal of the debt instrument before its maturity is subject to the approval of the BRSA and the approval of the BRSA is subject to the same conditions as the exercise of the prepayment option as described under clause (e).

The fifth paragraph of the section entitled "*Capital Adequacy - Tier II Rules under Turkish Law – New Tier II Rules*" on page 170 of the Original Base Prospectus is hereby deleted in its entirety and replaced by the following:

> Applications to include debt instruments or loans into Tier II capital are required to be accompanied by the original copy or a notarized copy of the applicable agreement(s) or, if an applicable agreement is not yet signed, a draft of such agreement (with submission of its original or notarized copy to the BRSA within five business days following the signing date of such agreement). The amendments to the 2013 Equity Regulation, which will enter into force on March 31, 2016, provide that if the terms of the executed loan agreement or debt instrument contain different provisions than the draft thereof so provided to the BRSA, then a written statement of the board of directors confirming that such difference does not affect Tier II capital qualifications should be

submitted to the BRSA within five business days following the signing date of such loan agreement or the issuance date of such debt instrument. If the applicable interest rate is not explicitly indicated in such loan agreement or the prospectus of such debt instrument (*borçlanma aracı izahnamesi*), as applicable, or if such interest rate is excessively high compared to that of similar loans or debt instruments, then the BRSA might not authorize the inclusion of the loan or debt instrument in the calculation of Tier II capital.

The fourth sentence of the section entitled "*Capital Adequacy* - *Basel Committee – Basel II*" on page 170 of the Original Base Prospectus is hereby deleted in its entirety and replaced by the following:

While the previous rules provided a 0% risk weight for exposures to the Turkish sovereign and the Central Bank, the rules of Basel II require that claims on sovereign entities and their central banks be risk-weighted according to their credit assessment, which currently results in a 50% risk weighting for Turkey; *however*, the Turkish rules implementing the Basel principles in Turkey (*i.e.*, the "Turkish National Discretion") revised this general rule by providing that all Turkish Lira-denominated claims on sovereign entities in Turkey and the Central Bank shall have a 0% risk weight.

The second paragraph of the section entitled "*Capital Adequacy* - *Basel Committee – Basel III*" on page 171 of the Original Base Prospectus is hereby amended by the addition of the following at the end thereof:

The BRSA has published the 2016 Capital Adequacy Regulation, which will enter into force on March 31, 2016, at which time it will replace the 2012 Capital Adequacy Regulation. The 2016 Capital Adequacy Regulation sustains the capital adequacy ratios introduced by the former regulation, but changes the risk weights of certain items such as foreign currency claims on the Central Bank in the form of required reserves, overdue receivables and covered bonds. In order to further align Turkish banking legislation with Basel III principles, the BRSA also amended some of its other regulations and communiqués as published in the Official Gazette dated October 23, 2015 and numbered 29511, which amendments will also enter into force on March 31, 2016.

The second paragraph of the section entitled "*Liquidity and Reserve Requirements*" on page 171 of the Original Base Prospectus is hereby amended by the addition of the following at the end thereof:

Pursuant to the amendments to the Communiqué regarding Reserve Requirements, published in the Official Gazette dated August 29, 2015 and numbered 29460, as of October 9, 2015, the reserve requirements for foreign currency liabilities vary by category and tenor, as set forth below:

Category of Foreign Currency Liabilities	**Required Reserve Ratio**
Demand deposits, notice deposits, private current accounts, deposit/participation accounts up to 1-month, 3-month, 6-month and 1-year maturities	13%
Deposit/participation accounts with maturities of 1-year and longer	9%
Other liabilities up to 1-year maturity (including 1-year)	25%
Other liabilities up to 2-year maturity (including 2-year)	20%
Other liabilities up to 3-year maturity (including 3-year)	15%
Other liabilities up to 5-year maturity (including 5-year)	7%
Other liabilities longer than 5-year maturity	5%

Notwithstanding the above, as of October 9, 2015, the reserve requirements for foreign currency liabilities other than deposits and participation accounts that existed on August 28, 2015 vary by tenor until their maturity, as set forth below:

Category of Foreign Currency Liabilities	**Required Reserve Ratio**
Other liabilities up to 1-year maturity (including 1-year)	20%
Other liabilities up to 2-year maturity (including 2-year)	14%
Other liabilities up to 3-year maturity (including 3-year)	8%
Other liabilities up to 5-year maturity (including 5-year)	7%
Other liabilities longer than 5-year maturity	6%

BOOK-ENTRY CLEARANCE SYSTEMS

The second and third sentences of the second paragraph of Book-Entry Clearance Systems on page 182 of the Original Base Prospectus are hereby deleted in their entirety and replaced by following:

The Bank submitted an exemption request through its letter to the CMB, which exemption was granted by the CMB in CMB Approval of June 17, 2015 to the Bank. As a result, this requirement will not be applicable to the Notes to be issued pursuant to the CMB Approval of June 17, 2015.

TRANSFER AND SELLING RESTRICTIONS

The second and third sentences of the first paragraph of the section entitled "*Selling Restrictions* **-** *Turkey*" on page 199 of the Original Base Prospectus are hereby deleted in their entirety and replaced by the following:

The maximum debt instrument amount that the Bank may issue under the Program Approvals is US$2,000,000,000 (or its equivalent in other currencies) in aggregate; *provided* that the aggregate outstanding nominal amount of the debt instruments denominated in Turkish Lira issued by the Bank (whether under this approval or otherwise) may not exceed TL 5,000,000,000. Regardless of the outstanding Note amount, unless the Bank obtains new approvals from the BRSA and the CMB, the aggregate debt instrument amount to be issued under the Program Approvals may not exceed US$2,000,000,000 (or its equivalent in other currencies).