FOURTH SUPPLEMENT dated January 18, 2016 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, August 14, 2015 and November 13, 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 certain recent events in connection with the Issuer.

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 this Supplement shall prevail.

Except as disclosed herein 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.

AMENDMENTS

The following amendments are made to the Base Prospectus:

RISK FACTORS

The fourth sentence of the fourth paragraph of the section entitled "*Risks related to Turkey – Global Financial Crisis and Eurozone Crisis*" on page 20 of the Original Base Prospectus, as amended by a supplement dated November 13, 2015, is hereby deleted in its entirety and replaced by the following:

> Many markets, including in Turkey, experienced volatility in 2013, 2014 and 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 December 2015, the U.S. Federal Reserve raised the U.S. interest rates by 0.25%. While the impact of such increase (and any future rate increases) is uncertain, the U.S. Dollar has since generally strengthened against other currencies, including the Turkish Lira.

The fourth sentence of the seventh paragraph of the section entitled "*Risks related to the Group's Business - Banking Regulatory Matters*" on page 23 of the Original Base Prospectus is hereby deleted in its entirety and replaced by the following:

> In this respect, the BRSA has published: (a) its decision dated December 18, 2015 No. 6602 regarding the procedures and principles on calculation, application and announcement of the cyclical capital buffer and (b) its decision dated December 24, 2015 No. 6619 regarding the determination of the cyclical capital buffer (together, the "*BRSA Decisions on the Cyclical Capital Buffer*"). Pursuant to these decisions, the cyclical capital buffer for Turkish banks' exposures in Turkey has initially been set at 0% of a bank's risk-weighted assets in Turkey (effective as of January 1, 2016); *however*, such ratio might fluctuate between 0% and 2.5% as announced from time to time by the BRSA. Any increase to the cyclical capital buffer ratio is to be effective one year after the relevant public announcement, whereas any reduction is to be effective as of the date of the relevant public announcement.

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 the supplements dated August 14, 2015 and November 13, 2015, is hereby amended by the addition of the following at the end thereof:

> More recently, on January 12, 2016, a suicide bomber suspected to be affiliated with ISIS killed 10 people and injured 15 in the tourist-focused center of Sultanahmet, İstanbul.

The third paragraph of the section entitled "*Risks related to Turkey – Terrorism and Conflicts,*" included to the Original Base Prospectus by a supplement dated August 14, 2015 and amended by a supplement dated November 13, 2015, is hereby amended by the addition of the following at the end thereof:

> More recently, on November 24, 2015, Turkey shot down a Russian military aircraft near the Syrian border claiming a violation of Turkey's airspace, which has resulted in a deterioration in the relationship between Turkey and Russia. While the long-term impact of these events on Turkey's economic and geopolitical circumstances is unpredictable, heightened tensions between Turkey and Russia over Syria could materially negatively affect the Turkish economy, including through any negative impact on Turkey's access to Russian energy supplies (according to Turkstat and the 2014 natural gas report of the Turkish Energy Market Regulatory Board (*Enerji Piyasası Düzenleme Kurulu*), Russia was one of the largest trading partners of Turkey and its largest supplier of natural gas in 2014). Any such negative impacts could have a material adverse effect on the Group's business, financial condition and/or results of operations and on the price of the Notes.

The section entitled "*Risks related to Notes generally – EU Savings Directive*" on pages 40 and 41 of the Original Base Prospectus is hereby deleted in its entirety.

BUSINESS OF THE GROUP

The section entitled "*Legal Proceedings*" on pages 122 and 123 of the Original Base Prospectus is hereby amended by the addition of the following at the end thereof:

The Bank was charged with an administrative fine of TL 43.6 million as a result of an annual audit of consumer and mortgage loans that was carried out by the Ministry of Customs and Trade. After reviewing such loans that were disbursed between 2011 and 2014, the Ministry took the view that certain provisions of the Law on Consumer Protection (Law No. 4077) (abrogated as of the date of this Prospectus) had not been complied with. As the payment of such amount is without prejudice to making an appeal, the Bank paid three quarters of this fine (*i.e.*, TL 32.7 million) on August 28, 2015 in accordance with the provisions of law permitting a 25% reduction if paid within 30 days after the Bank's receipt of the final decision. In September 2015, the Bank filed a lawsuit seeking cancellation of the fine, with respect to which the court has not yet made its final judgment.

SHARE CAPITAL AND OWNERSHIP

The sections entitled "*Share Capital*" and "*Ownership*" on page 151 of the Original Base Prospectus is hereby deleted in their 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 12,000.0 million, represented by 120,000 million registered ordinary shares, with a par value of TL 0.10 each. As of January 18, 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 Bank as of September 30, 2015 amounted to TL 8,937 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 January 18, 2016.

Name of owner	**Number of shares**	**% of outstanding share capital**
National Bank of Greece.S.A.	24,668,469,516.4	82.23%
NBG Finance (Dollar) Plc	2,903,815,891.3	9.68%
NBGI Holdings B.V.	2,369,999,438.3	7.90%
Borsa İstanbul free float	57,715,154.0	0.19%
Total	**30,000,000,000.0**	**100.00%**

The section entitled "*Contemplated Share Sale*" on page 151 of the Original Base Prospectus, as amended by a supplement dated November 13, 2015, 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. On December 21, 2015, NBG entered into a definitive agreement with Qatar National Bank ("*QNB*") regarding the sale of its direct and indirect 99.81% stake in the Bank, 0.2% stake in Finans Invest, 0.02% stake in Finans Portfolio Asset Management and 29.87% stake in Finans Leasing for an amount of €2,750 million. Additionally, NBG announced that QNB will purchase the $910 million of outstanding subordinated debt that NBG has provided to the Bank. This transfer of shares is subject to the approval of regulatory authorities in Turkey (including the BRSA, the CMB, the Turkish Competition Board and the Treasury of Turkey) and the Qatar Central Bank, which approvals might not be obtained for some time (if at all). Upon receipt of all necessary approvals and finalization of the share transfer, QNB will hold 99.81% of the shares in the Bank, with the remaining 0.19% continuing to be in free float. 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.

TURKISH REGULATORY ENVIRONMENT

The third sentence of the fourth 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:

> Pursuant to the BRSA Decisions on Cyclical Capital Buffer, the cyclical capital buffer for Turkish banks' exposures in Turkey has initially been set at 0% of a bank's risk-weighted assets in Turkey (effective as of January 1, 2016); *however*, such ratio might fluctuate between 0% and 2.5% as announced from time to time by the BRSA. Any increase to the cyclical capital buffer ratio is to be effective one year after the relevant public announcement, whereas any reduction is to be effective as of the date of the relevant public announcement.

The second paragraph of the section entitled "*Liquidity and Reserve Requirements*" on page 171 of the Original Base Prospectus, as amended by a supplement dated November 13, 2015, is hereby amended by the addition of the following at the end thereof:

Pursuant to the amendments to the Communiqué Regarding Reserve Requirements, starting from February 12, 2016, the reserve requirements for foreign currency liabilities are to vary by category and tenor, as set forth below:

Category of Foreign Currency Liabilities	Required Reserve Ratio
1) Deposit/participation accounts (excluding deposit/participation accounts held at foreign banks)	
Demand deposits, notice deposits up to 1-month, 3-month, 6-month and 1-year maturities	13%
With maturities of 1-year and longer	9%
2) Borrowers' deposit account held at development and investment banks*	13%
3) Other liabilities (including deposit/participation accounts held at foreign banks)	
Up to 1-year maturity (including 1-year)	25%
Up to 2-year maturity (including 2-year)	20%
Up to 3-year maturity (including 3-year)	15%
Up to 5-year maturity (including 5-year)	7%
Longer than 5-year maturity	5%

** 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 third 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, starting from February 12, 2016, the reserve requirements regarding Turkish Lira liabilities are to 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)	
Demand deposits, notice deposits	11.5%
Up to 1-month maturity (including 1-month)	11.5%
Up to 3-month maturity (including 3-month)	11.5%
Up to 6-month maturity (including 6-month)	8.5%
Up to 1-year maturity	6.5%
With maturities of 1-year and longer	5%
2) Borrowers' deposit account held at development and investment banks*	11.5%
3) Other liabilities (including deposit/participation accounts held at foreign banks)	
Up to 1-year maturity (including 1-year)	11.5%
Up to 3-years maturity (including 3-years)	8%
Longer than 3-year maturity	5%

** 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 sub-paragraph (d) of the first paragraph of the section entitled "*New Consumer Loan, Provisioning and Credit Card Regulations*" on page 181 of the Original Base Prospectus is hereby deleted in its entirety and replaced by the following:

> (d) The BRSA, by amending the Regulation on Banking Cards and Credit Cards, has adopted limitations on installments of credit cards. Pursuant to such limitations, the installment payment period for the purchase of goods and services and cash withdrawals is not permitted to exceed nine months (four months for jewelry expenditures and 12 months for whiteware, furniture expenditures and education fees). In addition, credit card installment payments (except for corporate credit cards) are not allowed for telecommunication and related expenses and purchases of nutriment, fuels, gift cards, gift checks and other similar intangible goods. With respect to corporate credit cards, the installment for the purchase of goods and services and cash withdrawals are not permitted to exceed nine months (12 months for whiteware, furniture expenditures and education fees).

The fifth sentence of sub-paragraph (e) of the first paragraph of the section entitled "*New Consumer Loan, Provisioning and Credit Card Regulations*" on page 181 of the Original Base Prospectus is hereby deleted in its entirety and replaced by the following:

> As for limitations regarding installments, the maturity of consumer loans (other than loans to consumers for housing finance and complementary goods and services in relation to home renovation/improvement, the financial leases for homes leased to consumers, other loans for the purpose of purchasing real estate and student loans and any refinancing of the same) are not permitted to exceed 36 months, while auto loans and loans secured by autos may not have a maturity longer than 48 months.

TAXATION

The section entitled "*EU Savings Directive*" on page 190 of the Original Base Prospectus is hereby deleted in its entirety.