SECOND SUPPLEMENT dated 3 November 2023 to the Base Prospectus dated 26 April 2023

QNB FİNANSBANK A.Ş.
US$5,000,000,000
Global Medium Term Note Programme

This supplement (this "*Supplement*") constitutes a supplement for the purposes of Article 23 of Regulation (EU) No. 2017/1129 (as amended, the "*Prospectus Regulation*") and is supplemental to, and must be read in conjunction with, the Base Prospectus dated 26 April 2023 (the "*Original Base Prospectus*") as supplemented by the First Supplement thereto dated 31 August 2023 (the "*First Supplement*;" the Original Base Prospectus as supplemented by the First Supplement, the "*Base Prospectus*") prepared by QNB Finansbank A.Ş. (the "*Issuer*" or the "*Bank*") 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 the Prospectus Regulation. The Central Bank of Ireland only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered as an endorsement of the Issuer or the quality of the Notes and investors should make their own assessment as to the suitability of investing in the Notes. This document constitutes a supplement for the purposes of the Prospectus Regulation and has been prepared and published for the purposes of incorporating into the Base Prospectus the Group's and the Issuer's latest financial statements and updating certain provisions of the Base Prospectus. As a result, 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 30 September 2023 (including any notes thereto and the independent auditor's review report thereon, 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 30 September 2023 (including any notes thereto and the independent auditor's review report thereon, the "*Issuer's New BRSA Financial Statements*" and, with the Group's New BRSA Financial Statements, the "*New BRSA Financial Statements*") has been filed with the Central Bank of Ireland and the Irish Stock Exchange plc trading as Euronext Dublin and, by means of this Supplement, is incorporated by reference into, and forms part of, the Base Prospectus. Copies of the New BRSA Financial Statements can be obtained without charge from the registered office of the Issuer and from the Issuer's website at: (a) with respect to the Group's New BRSA Financial Statements, https://www.qnbfinansbank.com/medium/document-file-3882.vsf, and (b) with respect to the Issuer's New BRSA Financial Statements, https://www.qnbfinansbank.com/medium/document-file-3883.vsf (such websites do not, and shall not be deemed to, constitute a part of, nor are incorporated into, this Supplement or the Base Prospectus). The New BRSA Financial Statements, which are in English, were prepared as convenience translations of the corresponding Turkish language BRSA Financial Statements (which translations the Issuer confirms are direct and accurate). The New BRSA Financial Statements were not prepared for the purpose of their incorporation by reference into the Base Prospectus.

The New BRSA Financial Statements were reviewed by PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. ("*PwC*") as an independent auditor. PwC's review report included within each of the New BRSA Financial Statements notes that: (a) a review of interim financial information is substantially less in scope than an independent audit performed in accordance with the Standards on Independent Auditing and does not provide assurance that the audit firm will be aware of all significant matters that would have been identified in an audit and (b) accordingly, they do not express an opinion on the interim financial information in the New BRSA Financial Statements. Accordingly, the degree of reliance upon their reports on such information should be restricted in light of the limited nature of the review procedures applied. The financial information in the New BRSA Financial Statements is subject to any adjustments that might be necessary as a result of the audit process to be undertaken in respect of the full financial year. In addition, PwC's review report included within each of the New BRSA Financial Statements was qualified with respect to free provisions that were recognised by the Bank. See "Risk Factors - Risks Relating to the Group and its Business - Other Group-Related Risks - Audit Qualification" in the Base Prospectus as hereby amended.

Statements contained herein (or in the New BRSA 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. Any statement so modified or superseded shall not, except as so modified or superseded, constitute a part of 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 herein (or incorporated by reference into the Base Prospectus by means of this Supplement), the information contained herein (or incorporated by reference into the Base Prospectus by means of this Supplement) shall prevail.

Except as disclosed in (including in the information incorporated by reference into) the Base Prospectus (including in the New BRSA Financial Statements incorporated by reference into the Base Prospectus by means of this Supplement), there has been: (a) no material adverse change in the prospects of the Bank since 31 December 2022, (b) no significant change in the financial performance of the Group since 30 September 2023 to the date of this Supplement and (c) no significant change in the financial position of the Group since 30 September 2023.

The Issuer accepts responsibility for the information contained in this Supplement or incorporated by reference into the Base Prospectus by means of this Supplement. To the best of the knowledge of the Issuer, the information in (including incorporated by reference into) the Base Prospectus (as supplemented hereby) is in accordance with the facts and makes no omission likely to affect the import of such information. To the full extent permitted by applicable law, none of the Dealers, the Arrangers, the Agents or any of their respective affiliates accept any responsibility for the information contained in this Supplement or incorporated by reference into the Base Prospectus by means of this Supplement.

AMENDMENTS

The following amendments are made to the Base Prospectus:

FRONT COVER

The eighth paragraph of the front cover of the Base Prospectus (as amended by the First Supplement) is hereby amended to read as follows:

> Application has been made to the Capital Markets Board (the "*CMB*") of Türkiye, in its capacity as competent authority under Law No. 6362 (the "*Capital Markets Law*") of Türkiye relating to capital markets, for its approval of the issuance and sale of Notes by the Bank outside of Türkiye. No Notes may be sold before the necessary approvals are obtained from the CMB. The CMB approval based upon which any offering of the Notes may be conducted was obtained on 19 October 2023 and, to the extent (and in the form) required by applicable law, a written approval of the CMB in relation to each Tranche (as defined herein) of Notes will be required to be obtained on or before the issue date (an "*Issue Date*") of such Tranche of Notes. Unless the Bank obtains the necessary new approvals from the CMB, the aggregate debt instrument amount issued under such approval (whether issued under the Programme or otherwise) cannot exceed US$5,000,000,000 (or its equivalent in other currencies).

GENERAL INFORMATION

The first four sentences of the sixth paragraph of the section title "General Information" on page iii of the Original Base Prospectus (as amended by the First Supplement) are hereby amended to read as follows:

> The Issuer has obtained the CMB approval letter (dated 19 June 2023 and numbered E-29833736-105.02.02.02-43801) and the CMB approved issuance certificates (in Turkish: *onaylanmış ihraç belgeleri*) (dated 19 October 2023 and numbered 316/BA-1366 (for sustainable/green issuances) and dated 9 June 2023 and numbered 118/BA-663 (for other debt instruments)) (together, the "*CMB Approval*") based upon which any offering of the Notes might be conducted. The Issuer has also obtained the BRSA approval letter (numbered E-32521522-101.02.01[31]-95251) (the "*BRSA Approval*" and, with the CMB Approval, the "*Programme Approvals*") required for the issuance of Notes under the Programme. The maximum principal amount of securities that the Bank can issue under the CMB Approval is US$5,000,000,000 (or its equivalent in other currencies other than Turkish Lira) (US$1,000,000,000 for sustainable/green issuances issued per the Green Debt Instruments, Sustainable Debt Instruments, Green Lease Certificates, Sustainable Lease Certificates Guide published by the CMB on 24 February 2022 and US$4,000,000,000 for other issuances in aggregate) (the "*Approved Issuance Limit*"). As per the BRSA Approval, debt instruments denominated in Turkish Lira cannot be issued under the Programme Approvals.

PRESENTATION OF FINANCIAL AND OTHER INFORMATION

The third sentence of the first paragraph of the section titled "Presentation of Financial and Other Information" on page ix of the Original Base Prospectus (as amended by the First Supplement) is hereby amended to read as follows:

> All financial statements incorporated by reference herein (*i.e.*, the Bank's consolidated and unconsolidated annual statutory financial statements as of and for each of the years ended 31 December 2020, 31 December 2021 (including comparative information for 2020) and 31 December 2022 (including comparative information for 2021) (in each case, including any notes thereto and the independent auditor's audit report thereon) (the "*BRSA Annual Financial Statements*") and the Bank's consolidated and unconsolidated interim statutory financial statements as of and for the nine-month period ended 30 September 2023 (including comparative information for the same period of 2022) (including any notes thereto and the independent auditor's review report thereon) (the "*BRSA Interim Financial Statements*")) have been prepared and presented in accordance with the BRSA Principles except for the free provisions recognised by the Bank as such are "not within the requirements of" the BRSA Principles.

DOCUMENTS INCORPORATED BY REFERENCE

The last sentence of the fourth paragraph of the section titled "Documents Incorporated by Reference" starting on page xvi of the Original Base Prospectus (as such sentence was inserted by the First Supplement):

> In addition, copies of the BRSA Interim 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 Bank's BRSA Interim Financial Statements as of and for the nine-month period ended 30 September 2023,

https://www.qnbfinansbank.com/medium/document-file-3883.vsf, and (ii) with respect to the Group's BRSA Interim Financial Statements as of and for the nine-month period ended 30 September 2023, https://www.qnbfinansbank.com/medium/document-file-3882.vsf.

RISK FACTORS

The eighth sentence of the fifth paragraph of the section titled "Risk Factors - Risks Relating to Türkiye – Political Conditions – Political Developments" on page 15 of the Original Base Prospectus (as such sentence was inserted into such paragraph pursuant to the First Supplement) is hereby amended to read as follows:

After the presidential elections in May 2023, a new governor of the Central Bank and a new Minister of Treasury and Finance were appointed, after which the first meeting of the Central Bank's Monetary Policy Committee increased the rate to 15.00% and then raised it again to 17.50% in July 2023, 25.00% in August 2023, 30.00% in September 2023 and 35.00% in October 2023; *however*, as of 3 November 2023, such rate remains well below the level of inflation.

The following is hereby inserted at as a new paragraph after the fifth paragraph of the section titled "Risk Factors - Risks Relating to Türkiye – Political Conditions – Terrorism and Conflicts" on page 17 of the Original Base Prospectus:

In October 2023, Hamas carried out attacks in Israel, initiating a broader conflict between Israel and Hamas in and around Gaza. This conflict has impacted civilian areas of Gaza, leading to a potential refugee and humanitarian crisis in the region. The impact of this conflict, including whether other actors (such as Iran and Hezbollah) might participate directly, potentially then resulting in direct involvement by the United States, Egypt and/or other nations, is uncertain; *however*, this instability has impacted investors' confidence in the Middle East, which might negatively impact Türkiye and/or Turkish issuers.

The last sentence of the second paragraph of the section titled "Risk Factors - Risks Relating to Türkiye - Economic Conditions - Turkish Economy" starting on page 19 of the Original Base Prospectus is hereby amended to read as follows:

The Turkish government has sought to improve economic growth and, in September 2023, the Turkish Treasury published a three-year medium-term economic programme (referred to as the "Medium Term Programme") under which GDP growth was anticipated to be 4.4% in 2023, 4.0% in 2024 and 4.5% in 2025; *however*, consumer inflation (at 65.0%, 33.0% and 15.2% in 2023, 2024 and 2025, respectively) is anticipated to remain well above the Central Bank's inflation target of 5.0% throughout the programme period.

The eighth sentence of the fifth paragraph of the section titled "Risk Factors - Risks Relating to Türkiye - Economic Conditions - Turkish Economy" starting on page 20 of the Original Base Prospectus (as such sentence was inserted into such paragraph pursuant to the First Supplement) is hereby amended to read as follows:

After the presidential elections in May 2023, the Central Bank increased the rate to 15.00% and then raised it again to 17.50% in July 2023, 25.00% in August 2023, 30.00% in September 2023 and 35.00% in October 2023; *however*, as of 3 November 2023, such rate remains well below the level of inflation.

The first and second paragraphs of the section titled "Risk Factors – Risks Relating to Türkiye – Economic Conditions – Inflation" on page 24 of the Original Base Prospectus (as amended by the First Supplement) are hereby amended to read as follows:

The Turkish economy has been subject to significant increases in inflation in recent years, which might continue (including at elevated levels). In 2020, the annual consumer price index ("*CPI*") inflation rate was 14.60% and domestic producer price inflation was 25.15%, reflecting primarily an increase in food, energy and commodity prices (including due to the depreciation of the Turkish Lira). In 2021, the CPI inflation rate rose to 36.08%, reflecting primarily an increase in the prices of food, energy, consumer durables and transportation, which increases resulted from the depreciation of the Turkish Lira, the impact of disruptions in supply chains, the rise in government-administered prices and the reopening of the Turkish economy from COVID-19-related restrictions. In 2022, the CPI inflation rate was 64.27% and the domestic producer price inflation rate was 97.72%, with inflation then declining to 61.53% and 47.44%, respectively, for the 12 months ended September 2023 (it should be noted that this is the official inflation rate whereas other analysts have published different rates, in some cases significantly higher than the official rates), reflecting significant increases in the prices of food, energy and imported products as well as recent increases in interest rates as well as VAT and other consumption taxes. On 2 November 2023, the Central Bank published an inflation report indicating an inflation forecast of 65.0%, 36.0% and 14.0% in 2023, 2024 and 2025, respectively. As of 3 November 2023, the Bank's management expects inflation to remain steady or increase in the remainder of 2023, with inflation continuing at an elevated, or even higher, pace due to potential higher food inflation (in part due to droughts, wildfires, logistics obstacles and other supply side challenges), cost push factors (where sellers pass along increasing costs to their customers) and/or worsening inflation expectations. In addition, high inflation levels in Türkiye since 2022 matched with policy rates below the inflation rate have resulted in a de-linking of market interest rates in Türkiye from Central Bank rates since market participants set borrowing and lending rates on broader market conditions, including expectations regarding inflation.

High inflation rates have distorted and might continue to distort the Group's results of operations, with nominal growth rates of the balance sheet and profitability in the Group's BRSA Financial Statements significantly exceeding the rates as measured on a constant-currency basis. As noted in "Presentation of Financial and Other Information," as Türkiye's cumulative inflation has exceeded 100% over the past three years, the criteria of IAS 29 (Financial Reporting in Hyperinflationary Economies) for inflation-adjusted accounting have been satisfied and IFRS financial statements starting with those as of and for the six months ended 30 June 2022 are required to apply inflation accounting, which not only complicates comparisons with past periods but might materially impact the Group's and the Bank's reported financial results under IFRS. While, as of 3 November 2023, there has been no further announcement by the POA regarding this issue, such an adjustment might be required in the future (the POA announced that such was not applicable for the 2021 BRSA Financial Statements but, as of 3 November 2023, had not yet provided any guidance with respect to later BRSA Financial Statements), which change in accounting practices would similarly make the BRSA Financial Statements published at that time not comparable to those incorporated by reference herein and might materially impact the Group's reported financial results.

The fourth and fifth sentences of the fourth paragraph of the section titled "Risk Factors - Risks Relating to the Group and its Business - Credit Risks - Counterparty Credit Risk" on page 28 of the Original Base Prospectus (as amended by the First Supplement) are hereby amended to read as follows:

The Group's NPL ratio changed from 6.0% as of 31 December 2020 to 4.2% as of 31 December 2021, 2.5% as of 31 December 2022 and then to 1.6% as of 30 September 2023 and the Stage 2 loans to performing loans ratio changed from 10.1% as of 31 December 2020 to 8.9% as of 31 December 2021, 9.8% as of 31 December 2022 and then to 11.7% as of 30 September 2023. The Group's provision expenses for loan losses and other receivables increased to TL 8,193 million as of 30 September 2023 from TL 5,096 million as of 31 December 2022, which itself had increased from TL 3,311 million as of 31 December 2021 and TL 2,530 million as of 31 December 2020.

The fifth sentence of the first paragraph of the section titled "Risk Factors - Risks Relating to the Group and its Business - Market Risks - Foreign Exchange and Currency Risk" on page 31 of the Original Base Prospectus (as amended by the First Supplement) is hereby amended to read as follows:

As a reference, the Turkish Lira depreciated against the U.S. dollar by 19.9% in 2020, 44.3% in 2021 and 28.7% in 2022 (34.1% in 2023 through 31 October 2023, in part due to post-election expectations (and subsequent actions) of the Central Bank reducing its level of intervention to support the value of the Turkish Lira).

RECENT DEVELOPMENTS

The section titled "Recent Developments" that was, pursuant to the First Supplement, inserted after the section titled "Summary Financial and Other Information" starting on page 56 of the Original Base Prospectus is hereby amended in its entirety to read as set out in Exhibit A.

THE GROUP AND ITS BUSINESS

The seventh paragraph of the section titled "The Group and its Business – Enpara.com" starting on page 76 of the Original Base Prospectus as inserted by the First Supplement is hereby amended to read as follows:

As of 30 September 2023, the Enpara banking operations that are to be so spun-off represented 8.9% of the Group's consolidated assets and an equivalent Turkish Lira amount of its liabilities, resulting in no change in the Group's shareholder's equity (Enpara Bank A.Ş. will be capitalised by QNB). If such spin-off were to have occurred on 30 September 2023, the Group's and the Bank's capital adequacy ratios would have been increased by 138 and 154 basis points, respectively, to 15.81% and 16.73%, respectively, which increases reflect the removal of assets and liabilities from the balance sheet without any decline in shareholder's equity. Had such spin-off occurred as of 31 December 2022, the Group's net income for the first nine months of 2023 would have been 11.9% lower. Such transaction will thus benefit the Group by improving its capital levels and removing risks relating to the Enpara operations; *however*, the Group would no longer benefit from the net income of, or any growth in, the Enpara business. As of 3 November 2023, it has not been determined what relationship (if any) the Bank would have with Enpara Bank A.Ş. after such spin-off nor whether the Bank would compete with such affiliated entity by establishing a new retail e-banking platform; *however*, any related decisions by the Bank (including with respect to any on/going relationship with such entity) will be undertaken on an arms' length basis.

The date of Fitch's credit ratings in the table on page 84 of the Original Base Prospectus (as amended by the First Supplement) is hereby amended to 22 September 2023.

TURKISH REGULATORY ENVIRONMENT

The first sentence of the fifth paragraph of the section titled "Turkish Regulatory Environment – Capital Adequacy" starting on page 119 of the Original Base Prospectus (as amended by the First Supplement) is hereby amended to read as follows:

The Capital Adequacy Regulation also lowered the risk weights of certain assets and credit conversion factors, including reducing: (a) the risk weights of residential mortgage loans from 50% to 35% (on 24 August 2023, the BRSA increased the risk weightings to 150% for residential mortgage loans extended to individuals who already had at least one residential property either personally or through their spouses or children under 18 years of age), (b) the risk weights of consumer loans (excluding residential mortgage loans) qualifying as retail loans (*perakende alacaklar*) in accordance with the Capital Adequacy Regulation and instalment payments of credit cards from a range of 100% to 250% (depending upon their outstanding tenor) to 75% (irrespective of their tenor) (on 31 July 2023, the BRSA increased the risk weighting for consumer credit cards (including cash withdrawals and spending) and consumer cash loans (excluding mortgage loans and including overdraft accounts) issued after 31 July 2023 to 150%); *provided* that such receivables are not reclassified as NPLs, and (c) the credit conversion factors of commitments for credit cards and overdrafts from 20% to 0%.

The following paragraph is hereby inserted after the eighth paragraph of the section titled "Turkish Regulatory Environment – Capital Adequacy" on page 120 of the Original Base Prospectus (replacing the paragraph added in this location by the First Supplement):

On 31 July 2023, the BRSA increased the risk weightings for: (a) credit card instalment payments (including cash withdrawals and spending), (b) consumer cash loans (including overdraft accounts, auto loans for passenger cars and auto secured loans) and (c) financial leasing transactions with consumers to 150% for the loans issued after 31 July 2023; *however*, such increased risk weightings shall not be applied to customers located in the cities affected by such earthquakes until 1 January 2024. On 24 August 2023, the BRSA increased the risk weightings to 150% for residential mortgage loans extended to individuals who already had at least one residential property either personally or through their spouses or children under 18 years of age.

The ninth and (as amended by the First Supplement) tenth paragraphs of the section titled "Turkish Regulatory Environment – Liquidity and Reserve Requirements" on page 129 of the Original Base Prospectus are hereby amended to read as follows.

The eleventh paragraph until the end of the section titled "Turkish Regulatory Environment – Liquidity and Reserve Requirements" starting on page 129 of the Original Base Prospectus (including as such was amended by the First Supplement) is hereby amended to read as follows:

On 15 January 2023, the Central Bank amended the Communiqué Regarding Reserve Requirements so that (starting with the maintenance period starting on 3 February 2023), the reserve requirement rate for Turkish Lira deposit accounts and participation accounts held by certain customers with maturities longer than three months is 0%. Additionally, should there be an increase (compared to 6 January 2023, based upon a calculation to be made on the last Friday of every two-week period) in a bank's foreign currency-denominated liabilities with maturities longer than six months provided directly from abroad, the reserve requirement rate for such increased amount is 0% until 22 December 2024. On 14 September 2023, the Central Bank amended the Communiqué Regarding Reserve Requirements (effective as of 1 September 2023) to oblige banks to hold mandatory reserves at the rate of 25% for the foreign exchange protected Turkish Lira-denominated deposit accounts with an original maturity up to six months and 5% for those with a longer maturity; *however*, on 2 November 2023, the Central Bank further amended the Communiqué Regarding Reserve Requirements (effective as of 27 October 2023) and increased such rates by 500 basis points. On 20 August 2023, the Central Bank again amended the Communiqué Regarding Reserve Requirements (effective as of 18 August 2023) to increase reserve requirement ratios for foreign currency-denominated deposits and participation funds (excluding those obtained from banks abroad) on demand or with a maturity up to (and including) one month from 25% to 29%, and on 2 November 2023 (effective as of 27 October

2023) increased again from 29% to 30%. In addition to such funds, on 2 November 2023, the Central Bank amended the Communiqué Regarding Reserve Requirements (effective as of 27 October 2023) to increase reserve requirement ratios also for foreign currency-denominated deposits and participation funds (excluding those obtained from banks abroad) with a maturity of: (a) more than one month up to (and including) one year from 25% to 26% and (b) more than one year from 19% to 20% and also introduced an additional reserve requirement of 4% for all foreign currency-denominated deposits and participation funds (excluding those obtained from banks abroad) regardless of their maturities.

Pursuant to the Regulation on the Maintenance of Securities, effective from 24 June 2022, each Turkish bank is required to hold with the Central Bank long-term Turkish Lira-denominated securities issued by the Turkish government (including lease certificates issued by Undersecretariat of Treasury Asset Leasing Company) for the foreign currency deposits, participation funds and precious metals accounts held with such bank (excluding those of certain depositors, including the Central Bank itself, the Turkish Treasury, certain other governmental entities, other Turkish banks and non-citizens, and such deposits/funds/accounts funded by foreign direct investments as determined by the Central Bank) as well as the funds from foreign exchange-denominated repo transactions. Pursuant to an amendment to the Regulation on the Maintenance of Securities made on 25 June 2023 (as itself amended on 20 August 2023), each Turkish bank is required to hold an amount of such securities equal to 5% of the amount of the foreign currency deposits, participation funds and precious metals accounts held by the relevant customers with such bank as well as the funds from foreign exchange-denominated repo transactions.

On 20 August 2022, 31 December 2022 and 25 July 2023, the Central Bank amended the Regulation on the Maintenance of Securities to require Turkish banks to hold with the Central Bank long-term Turkish Lira-denominated securities issued by the Turkish government in an amount equal to 30% of the amount of: (a) the securities issued by entities (other than financial institutions) held by such banks and (b) Turkish Lira-denominated commercial cash loans (*provided* that the following are excluded: (i) loans provided to SMEs, tradesmen, financial institutions and/or certain governmental authorities and their subsidiaries and (ii) export and investment loans, agricultural loans and corporate credit cards); *however*, all of such requirements were terminated by an amendment to the Regulation on the Maintenance of Securities on 27 October 2023 (except that, with respect to the calculation period on 29 September 2023, banks are required to hold Turkish Lira-denominated securities for such loans and securities until 23 November 2023).

On 20 August 2023, the Central Bank further amended the Regulation on the Maintenance of Securities to require Turkish banks to hold with the Central Bank long-term Turkish Lira-denominated securities issued by the Turkish government as follows:

(i) if a bank's Turkish Lira-denominated commercial cash loan growth (excluding such excluded loans) during each calculation period from 26 August 2022 to 25 November 2022 compared to the previous calculation period was higher than 3%, then such bank is required to hold (for a 12-month period) with the Central Bank long-term Turkish Lira-denominated securities issued by the Turkish government in an amount equal to the amount over such 3%; *however*, the application of this obligation was terminated as of 28 September 2023,

(ii) if a bank's Turkish Lira-denominated commercial cash loan (excluding such excluded loans) growth as of 30 December 2022 compared to 29 July 2022 is higher than 10%, then such bank is required to hold (for a 12-month period) with the Central Bank long-term Turkish Lira-denominated securities issued by the Turkish government in an amount equal to the amount over such 10% *minus* the amount already held as of 30 December 2022 as required by clause (i), and

(iii) if a bank's Turkish Lira-denominated commercial cash loan growth (excluding such excluded loans) during each calculation period from 27 January 2023 to 29 December 2023 compared to the previous calculation period was higher than 2.5% for commercial loans, then such bank is required to hold (for a 12-month period) with the Central Bank long-term Turkish Lira-denominated securities issued by the Turkish government in an amount equal to the amount over such rate.

Additionally, the 20 August 2022 amendment provides that, for Turkish Lira-denominated commercial loans extended from 20 August 2022 until 31 December 2022, a Turkish bank is required to hold with the Central Bank long-term Turkish Lira-denominated securities issued by the Turkish government in an amount equal to:

(a) 20% of the amount of Turkish Lira-denominated commercial cash loans (excluding the above-noted excluded loans) extended during such period at an annual compound interest rate from and including

1.4 times to but excluding 1.8 times higher than the Central Bank-released annual compound reference rate (which reference rate is 10.31% for the period between 1 December 2022 and 31 December 2022), and

(b) 90% of the amount of Turkish Lira-denominated commercial cash loans (excluding such excluded loans) extended during such period at an annual compound interest rate of 1.8 times or more higher than such Central Bank-released annual compound reference rate *however*, on 27 October 2023, the Central Bank announced that the implementation of this rule will be terminated.

With respect to commercial loans extended from 31 December 2022, banks are required (based upon a calculation to be made on the last Friday of every month) until 29 December 2023 to hold with the Central Bank long-term Turkish Lira-denominated securities issued by the Turkish government in an amount equal to 20% or 150% of the amount of Turkish Lira-denominated commercial cash loans (excluding such excluded loans) extended during such month depending upon their annual compound interest rate. On 20 August 2023, to be effective as of 26 August 2023, the Central Bank amended this rule to require banks to hold with the Central Bank long-term Turkish Lira-denominated securities issued by the Turkish government in an amount equal to 150% of the amount of Turkish Lira-denominated commercial cash loans (excluding such excluded loans) extended from 20 August 2023 to 29 December 2023 depending upon their annual compound interest rate.

Also in August 2022, the Central Bank introduced new regulations to increase the share of Turkish Lira-denominated assets in the collateral system and to ensure the maintenance of additional required reserves for foreign currency deposits. Effective as of 2 September 2022, the collateral discount rate for CPI-indexed securities and assets subject to collateral in foreign currency and gold was gradually increased from 50% to 60% to 70% and the remuneration rate for Turkish Lira-denominated required reserves was reduced to 0% from 8.5%.

In May 2023, the Central Bank introduced new rules for credit growth for consumer loans, vehicle loans, SME loans and certain commercial cash loans, which rules provide that, if any of such loan types grows more than 3% per month, the applicable bank will be required to hold with the Central Bank long-term Turkish lira-denominated securities issued by the Turkish Treasury in an amount equal to the excess of loans over the 3% growth rate (reduced in August 2023 to 2.5% for Turkish Lira-denominated commercial cash loans (excluding export, investment, agricultural and tradesmen loans), 2.0% for vehicle loans and 2.5% for other Turkish Lira-denominated cash loans excluding consumer loans).

On 26 May 2023, the BRSA published the Regulation on the Net Stable Funding Ratio Calculations of Banks to align the Turkish regulatory capital regime with Basel III requirements that seeks to strengthen the liquidity of banks. Pursuant to this new regulation, starting from 1 January 2024, the three-month arithmetic mean of a bank's consolidated and non-consolidated net stable funding ratios (calculated on a monthly basis) shall not be less than 100%. The BRSA will also announce a minimum rate for the banks' consolidated and non-consolidated net stable funding ratios (as calculated monthly) and if either the consolidated or non-consolidated net stable funding ratio of a bank falls below such minimum requirement, then such bank must resolve this discrepancy by the next calculation period.

On 20 August 2023 and 27 October 2023, as a provisional measure effective from 26 August 2023, the Central Bank required each Turkish bank (except banks whose deposit/participation fund size is below an amount determined by the Central Bank from time to time) to hold (for a six-month period) additional Turkish Lira-denominated securities issued by the Turkish government equal to the amount of the deficient portion (based upon a calculation to be made as of the last Friday of every month through 29 September 2023 or 29 December 2023 depending upon the maturity deadline) if: (a) the conversion rate of foreign exchange-protected accounts that mature through 29 December 2023 to Turkish Lira term deposit/participation accounts is less than 50% and/or (as calculated for real persons only) the conversion rate of foreign exchange protected accounts that mature through 29 September 2023 to Turkish Lira term deposit/participation accounts is less than 10% per monthly calculation period, (b) the renewal rate of foreign exchange protected accounts is less than 95% and/or (c) the share of Turkish Lira deposits/participation accounts (as calculated only for real persons) is less than 2% below the share of to the previous calculation period and the share of Turkish Lira deposits/participation accounts (as calculated only for legal entities) is less than the share calculated on 18 August 2023.

TRANSFER AND SELLING RESTRICTIONS

The second sentence of the first paragraph of the section titled "Transfer and Selling Restrictions – Selling Restrictions - Türkiye" starting on page 246 of the Original Base Prospectus is hereby amended to read as follows:

> The maximum debt instrument amount that the Bank may issue under the Programme Amendments is the Approved Issuance Limit. As per the BRSA Approval, debt instruments denominated in Turkish Lira cannot be issued under the Programme Approvals.

EXHIBIT A

RECENT DEVELOPMENTS

The Bank published its consolidated and unconsolidated BRSA Financial Statements (*i.e.*, the BRSA Interim Financial Statements) on 26 October 2023. The following tables set out certain information regarding the Group as of (or for the nine-month periods ended on) the indicated dates. The following financial information has been extracted from the Group's BRSA Interim Financial Statements without material adjustment. These tables should be read in conjunction with the Group's BRSA Interim Financial Statements (including the notes therein) incorporated by reference into this Base Prospectus.

	For the nine months ended 30 September	
	2022	**2023**
Income Statement Data:	*(TL thousands)*	
Interest income	44,139,120	79,472,085
Interest expense	(18,590,583)	(55,686,942)
Net interest income/expense	**25,548,537**	**23,785,143**
Fees and commissions received	6,223,706	16,647,063
Fees and commissions paid	(1,507,746)	(5,159,813)
Net fees and commissions income/expense	**4,715,960**	**11,487,250**
Net trading income/loss	(37,067)	15,342,473
Other operating income	277,314	2,316,572
Dividend income	16,728	12,545
Net operating income	**30,521,472**	**52,943,983**
Other operating expenses (including other provision expenses and personnel expenses)	(7,024,939)	(15,635,259)
Expected credit losses	(4,198,778)	(8,193,479)
Free provisions(1)	(3,200,000)	—
Income/loss from investments under equity accounting	166,106	—
Operating profit/loss before taxes	**16,263,861**	**29,115,245**
Provisions for taxes of continued operations	(4,790,943)	(4,474,498)
Net profit/(loss)	**11,472,918**	**24,640,747**

(1) As such free provisions are not permitted under the BRSA Principles, the Group's independent auditors noted this departure in the BRSA Interim Financial Statements by qualifying their opinion. Should the Bank's management determine that market conditions have improved to such an extent that such additional provisions are not required, then they might elect to reverse such provisions in future periods, which would have the result of increasing income in such period.

	As of 31 December 2022	As of 30 September 2023
Balance Sheet Data:	*(TL thousands)*	
Cash and balances with the Central Bank	94,537,791	141,223,544
Financial assets measured at fair value through profit or loss (net)	17,362,243	19,883,312
Banks	11,143,703	13,681,704
Money market placements	8,467,980	6,060,000
Loans and receivables (net)(1)	363,104,938	529,700,070
Investment securities (net)(2)	102,200,748	144,495,364
Investment in associates (net)(3)	462,086	180,256
Tangible assets (net)	4,790,947	5,673,868
Intangible assets (net)	1,054,534	3,698,184
Current tax asset	101,935	—
Deferred tax assets	563,762	6,237,745
Other assets	17,353,147	23,340,348
Total assets	**621,143,814**	**894,174,395**
Bank deposits	10,225,775	20,192,281
Deposits from customers(4)	382,537,347	539,930,610
Money market borrowings	23,078,637	35,042,067
Funds borrowed	55,217,357	103,133,851
Other liabilities and provisions(5)	53,820,450	63,046,512
Securities issued (net)	32,016,909	34,300,916
Subordinated loans	17,127,724	25,718,967
Current tax liabilities	2,843,483	6,607,833
Deferred tax liabilities	—	—
Total liabilities	**576,867,682**	**827,973,037**
Paid-in capital	3,350,000	3,350,000
Share premium	714	714
Other comprehensive income/expense items to be reclassified to profit or loss	3,382,391	650,797
Other comprehensive income/expense items not to be reclassified to profit or loss	(672,157)	(656,084)
Other capital reserves	—	—
Profit reserves	20,979,569	38,203,368
Profit / (loss)	17,223,799	24,636,915
Total equity attributable to equityholders of the parent shareholder	**44,264,316**	**66,185,710**
Minority shares	11,816	15,648
Total shareholders' equity	**44,276,132**	**66,201,358**
Total liabilities and shareholders' equity	**621,143,814**	**894,174,395**
Off-balance sheet commitments and contingencies	**342,547,583**	**697,164,023**

(1) Includes lease receivables and factoring receivables.
(2) Represents the total of investment securities measured at fair value through other comprehensive income (net) and investment securities measured at amortised cost (net).
(3) Represents the total of investment in associates (net), investment in subsidiaries (net) and entities under common control (joint ventures) (net).
(4) Referred to as "other deposits" in the BRSA Financial Statements.
(5) Represents the total of derivative financial liabilities for hedging purposes, derivative financial liabilities for trading, provisions and other liabilities.

With respect to earnings, during the first three quarters of 2023, the Group's: (a) net interest margin was 5.2%, decreasing from 9.2% during the same period of the previous year, (b) cost-to-income ratio was 29.5%, increasing from 23.0% during the same period of the previous year, (c) return on average total assets was 4.4%, increasing from 3.2% during the same period of the previous year, and (d) return on average shareholders' equity was 61.4%, increasing from 52.0% during the same period of the previous year.

With respect to loan quality, as of 30 September 2023, the Group's: (a) NPL ratio was 1.6%, decreasing from 2.5% as of 31 December 2022, (b) specific provisions for loan losses to NPLs was 81.1%, decreasing from 82.5% as of 31 December 2022, and (c) specific provisions for loan losses to total loans was 1.4%, decreasing from 2.2% as of 31 December 2022.

With respect to capital adequacy (as calculated pursuant to the BRSA's guidelines), as of 30 September 2023, the Group's: (a) Tier 1 regulatory capital as a percentage of risk-weighted assets and market risk was 11.7%, remaining the same as of 31 December 2022, (b) total regulatory capital as a percentage of risk-weighted assets and market risk was 14.4%, decreasing from 14.5% as of 31 December 2022, and (c) average shareholders' equity excluding minority interest as a percentage of average total assets was 7.2%, increasing from 6.4% as of 31 December 2022.

With respect to the Group's total capitalisation, as of 30 September 2023, this had increased to TL 173,494 thousand from TL 103,362 thousand as of 31 December 2022. As of 3 November 2023, there has been no significant change in total capitalisation since 30 September 2023.