

SUPPLEMENT DATED 1 APRIL 2026 TO THE BASE PROSPECTUS DATED 17 JULY 2025



DENİZBANK A.Ş.

(a Turkish banking institution organised as a joint stock company)

U.S.\$5,000,000,000

Euro Medium Term Note Programme

This supplement (the "**Supplement**") is supplemental to, forms part of and must be read and construed in conjunction with the base prospectus dated 17 July 2025 (the "**Base Prospectus**") prepared by DenizBank A.Ş. (the "**Issuer**") in connection with the Issuer's Euro Medium Term Note Programme (the "**Programme**") for the issuance of up to U.S.\$5,000,000,000 in aggregate principal amount of notes ("**Notes**").

Terms given a defined meaning in the Base Prospectus shall, unless the context otherwise requires, have the same meaning when used in this Supplement.

This Supplement has been approved by the United Kingdom Financial Conduct Authority (the "**FCA**") as competent authority under Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the "**UK Prospectus Regulation**").

This Supplement constitutes a supplementary prospectus for the purposes of Article 23 of the UK Prospectus Regulation and, together with the Base Prospectus, comprises a base prospectus for the purposes of the UK Prospectus Regulation. The FCA only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the UK Prospectus Regulation. Such approval should not be considered as an endorsement of the Issuer or of the quality of the Notes that are the subject of the Base Prospectus. Investors should make their own assessment as to the suitability of investing in the Notes.

If you do not understand the contents of this Supplement or are unsure whether the Notes to which this Supplement relates are suitable for your individual investment objectives and circumstances, you should consult an authorised financial advisor.

The purpose of this Supplement is to: (a) incorporate by reference into the Base Prospectus the consolidated financial statements of the Group as of and for the twelve months ended 31 December 2025 and the independent auditors' report thereon; (b) amend and/or update certain information on the cover page in the Base Prospectus to disclose certain material developments in respect of the Group; (c) amend/or update certain information under the heading "*Turkish Banking System*" in the Base Prospectus; and (d) update the "*Significant or Material Change*" statement.

IMPORTANT NOTICES

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer the information contained in this Supplement is in accordance with the facts and this Supplement does not omit anything likely to affect the import of such information.

Information which is updated by reference to one section of the Base Prospectus may be repeated or referred to in other sections of that document. Accordingly, to the extent that there is any inconsistency between: (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus by this Supplement; and (b) any other statement in, or incorporated by reference into, the Base Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Supplement, no significant new fact, material mistake or material inaccuracy relating to the information included in the Base Prospectus which is capable of affecting the assessment of the Notes issued under the Programme has arisen or been noted, as the case may be, since publication of the Base Prospectus.

Copies of this Supplement and the Base Prospectus are available for viewing on the Regulatory News Service operated by the London Stock Exchange at www.londonstockexchange.com/exchange/news/market-news/market-news-home.html.

This Supplement does not constitute an offer to sell or the solicitation of an offer to buy any Notes in any jurisdiction to any person to whom it is unlawful to make the offer or solicitation in such jurisdiction.

The Notes have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**Securities Act**") and Notes in bearer form are subject to U.S. tax law requirements. Subject to certain exceptions, Notes may not be offered, sold or delivered within the United States or to, or for the account or benefit of, U.S. persons (see "*Subscription and Sale*" in the Base Prospectus).

AMENDMENTS OR ADDITIONS TO THE BASE PROSPECTUS

With effect from the date of this Supplement, the information appearing in, or incorporated by reference into, the Base Prospectus shall be amended and/or supplemented in the manner described below.

1. **Incorporation of the Group's 2025 Financial Statements**

On 29 January 2026, the Issuer published the consolidated financial statements of the Group as of and for the twelve months ended 31 December 2025 (including comparative financial statements as of and for the prior periods as set out therein) and the notes thereto, prepared in accordance with BRSA Reporting Standards, together with the independent auditors' report thereon (the "**2025 Financial Statements**"). The Issuer published the convenience translation into English of the 2025 Financial Statements on 29 January 2026.

A copy of the convenience translation into English of the 2025 Financial Statements has been filed with the FCA. The convenience translation into English of the 2025 Financial Statements are incorporated by reference in, and form part of, this Supplement in their entirety and, by virtue of this Supplement, form part of the Base Prospectus.

Copies of the convenience translation into English of the 2025 Financial Statements can be obtained from the Regulatory News Service operated by the London Stock Exchange at:

www.londonstockexchange.com/exchange/news/market-news/market-news-home.html.

For the avoidance of doubt, any documents incorporated by reference in the 2025 Financial Statements (or the convenience translation thereof into English) shall not form part of this Supplement or the Base Prospectus.

The 2025 Financial Statements have been audited subject to the following qualification:

The accompanying consolidated financial statements as at December 31, 2025 include a free provision at an amount of thousand TL 8,700,000 of which the entire balance is carried over from prior years by the Group management for the possible current year effects of the negative circumstances which may arise from the possible changes in the economy and market conditions which does not meet the recognition criteria of TAS 37 "Provisions, Contingent Liabilities and Contingent Assets".

2. **Amendments to Documents Incorporated by Reference**

The paragraph (a) on page 43 shall be deleted in its entirety and replaced with the following:

"(a) the convenience translation into English of the consolidated financial statements of the Group as of and for the twelve months ended 31 December 2025 (including comparative financial statements as of and for prior periods as set out

therein) and the notes thereto, prepared in accordance with BRSA Reporting Standards (including EY Türkiye Istanbul Ofisi's report dated 29 January 2026 issued in respect thereof), published at:

<https://www.denizbank.com/medium/document-file-11243.vsf>

"

3. **Amendments to Cover Page**

The last paragraph on page 1 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

"Application has been made to the Capital Markets Board of Türkiye (the "**CMB**"), in its capacity as competent authority under Law No. 6362 (the "**Capital Markets Law**") of the Republic of Türkiye ("**Türkiye**") relating to capital markets, for the approval of the issuance certificates relating to the Notes by the CMB and the issuance and sale of Notes by the Bank outside of Türkiye. No Tranche (as defined in "*Terms and Conditions of the Notes*") of Notes can be sold outside Türkiye before the necessary approvals and a tranche issuance approval certificate in respect of such Tranche is obtained from the CMB. The issuance of the Notes was approved by the CMB on 26 March 2026 by the CMB letter dated 27 March 2026 and numbered E-29833736-105.02.02-88771 including, in each case, the issuance certificates (*ihraç belgesi*) annexed thereto (the "**CMB Approval**") and by the BRSA in its letter dated 18 February 2026 and numbered E-32521522-101.02.01-181843 (the "**BRSA Approval**" and together with the CMB Approvals, the "**Approvals**"). In addition, the Issuer is required to apply to the CMB for a tranche issuance approval via electronic signature on or before the Issue Date in order to proceed with the sale and issuance of the Notes. If and when the aggregate nominal amount of all Notes issued and sold following 2 July 2024 under the Programme exceeds U.S.\$2,000,000,000, (or its equivalent in other currencies) 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 U.S.\$3,000,000,000 (or its equivalent in other currencies) for other debt instrument issuances), the Issuer will be required to obtain a new CMB approval prior to the issuance and sale of any further tranche of Notes."

4. **Amendments to the "*Turkish Banking System*" section**

The paragraph under the section subheading "**Basel III**" on page 216 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

"In February 2016, the BRSA published the regulation (the "**D-SIBs Regulation**") regarding systemically important banks ("**D-SIBs**"), and introduced additional capital requirements for D-SIBs in line with the requirements of Basel III. The BRSA defines D-SIBs according to their size, complexity and impact on the financial system and economic activity. The banks are classified under four categories based upon a score set by the BRSA and are required to keep additional core Tier 1 capital buffers up to a further 3% buffer for Group IV banks, 2% for Group III, 1.5% for Group II and 1% for Group I. In 2017, capital buffer requirements for D-SIBs have been (and are to be) applied as 1.5% for Group IV; 1% for Group III, 0.75% for Group II and 0.5% for Group I and in 2018, these ratios are to be applied as 2.25% for Group IV; 1.5% for Group III, 1.125% for Group II and 0.75% for Group I. According to the D-SIBs Regulation, banks that are identified as D-SIBs are required to keep additional core capital buffers up to a further 3.0% buffer for Group IV banks, 2.0% for Group III, 1.5% for Group II and 1.0% for Group I as at 1 January 2019. As of 1 January 2026 the BRSA categorises the

Issuer as a Domestic Systemically Important Bank. Therefore, the Issuer applies a 1.0% buffer."

5. **Amendments to the Significant or Material Change Statement**

The paragraph under the heading "*Significant or Material Change*" on page 245 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

"There has been no significant change in the financial performance or financial position of the Group and there has been no material adverse change in the prospects of the Group, in each case, since 31 December 2025."