

SECOND SUPPLEMENT DATED 16 NOVEMBER 2021 TO THE BASE PROSPECTUS DATED 10 MAY 2021



DENIZBANK A.Ş.

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

U.S.\$ 3,000,000,000

Euro Medium Term Note Programme

This supplement (the "**Second Supplement**") is supplemental to, forms part of and must be read and construed in conjunction with the base prospectus dated 10 May 2021 as supplemented by the first supplement thereto dated 19 August 2021 (together, 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.\$3,000,000,000 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 Second Supplement.

This Second Supplement has been approved by the 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 Second 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 Second 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 Second Supplement or are unsure whether the Notes to which this Second Supplement relates are suitable for your individual investment objectives and circumstances, you should consult an authorised financial advisor.

The purpose of this Second Supplement is to: (a) incorporate by reference into the Base Prospectus the consolidated interim financial statements of the Group as of and for the nine months ended 30 September 2021 and the independent auditors' review report thereon; and (b) amend and/or supplement certain information appearing in the Base Prospectus.

IMPORTANT NOTICES

The Issuer accepts responsibility for the information contained in this Second Supplement. To the best of the knowledge of the Issuer the information contained in this Second Supplement is in accordance with the facts and this Second 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 Second Supplement or any statement incorporated by reference into the Base Prospectus by this Second 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 Second 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 Second 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 Second 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 Second 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. **Publication of the Group's Q3 2021 Financial Statements**

On 4 November 2021, the Issuer published the consolidated interim financial statements of the Group as of and for the nine months ended 30 September 2021 (including comparative financial statements as of and for the nine months ended 30 September 2020) and the notes thereto, prepared in accordance with BRSA Reporting Standards, together with the independent auditors' review report thereon (the "**Q3 2021 Financial Statements**").

A copy of the Q3 2021 Financial Statements has been filed with the FCA. The Q3 2021 Financial Statements are incorporated by reference in, and form part of, this Second Supplement in their entirety and, by virtue of this Second Supplement, form part of the Base Prospectus.

Copies of the Q3 2021 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 Q3 2021 Financial Statements shall not form part of this Second Supplement or the Base Prospectus.

2. **Amendments to the Base Prospectus**

2.1 The following paragraph shall be deemed to be added as new paragraph (a) on page 61 of the Base Prospectus (and the numbering of the subsequent paragraphs shall be deemed to be amended accordingly):

"(a) the convenience translation into English of the consolidated interim financial statements of the Group as of and for the nine months ended 30 September 2021 (including comparative financial statements as of and for the nine months ended 30 September 2020) and the notes thereto, prepared in accordance with BRSA Reporting Standards (including Deloitte's interim review report dated 4 November 2021 issued in respect thereof), published at:

<https://www.denizbank.com/medium/document-file-5578.vsf>"

2.2 The paragraph under the heading "*Significant or Material Change*" on page 265 of the Base Prospectus shall be deemed to be deleted and replaced with the following:

"There has been no significant change in the financial performance or financial position of the Group since 30 September 2021. Save as disclosed in "*Risk Factors – Factors that may affect the Issuer's ability to fulfil its obligations under Notes issued under the Programme – Risks related to the Issuer's business – The Issuer is*

subject to risks related to the future evolution of and response to the COVID-19 pandemic that may materially and adversely affect its business, results of operations, prospects and financial condition", there has been no material adverse change in the prospects of the Group since 31 December 2020."