

**SUPPLEMENT DATED 28 NOVEMBER 2024 TO THE BASE PROSPECTUS
DATED 2 JULY 2024**



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 2 July 2024 (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 nine months ended 30 September 2024 and the independent auditors' report thereon; and (b) 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 Q3 2024 Financial Statements

On 31 October 2024, the Issuer published the consolidated financial statements of the Group as of and for the nine months ended 30 September 2024 (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 "**Q3 2024 Financial Statements**"). The Issuer published the convenience translation into English of the Q3 2024 Financial Statements on 14 November 2024.

A copy of the convenience translation into English of the Q3 2024 Financial Statements has been filed with the FCA. The convenience translation into English of the Q3 2024 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 Q3 2024 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 2024 Financial Statements (or the convenience translation thereof into English) shall not form part of this Supplement or the Base Prospectus.

2. Amendments to Documents Incorporated by Reference

The following paragraph shall be deemed to be added as new paragraph (a) on page 70 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 financial statements of the Group as of and for the nine months ended 30 September 2024 (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 Deloitte's report dated 31 October 2024 issued in respect thereof), published at:

<https://www.denizbank.com/medium/document-file-9437.vsf>"

3. Amendments to the Significant or Material Change Statement

The paragraph under the heading "*Significant or Material Change*" on page 303 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 since 30 September 2024 and there has been no material adverse change in the prospects of the Group since 31 December 2023."