FIRST SUPPLEMENT dated June 7, 2013 to the Base Prospectus dated April 3, 2013

TÜRKİYE VAKIFLAR BANKASI T.A.O.
US$3,000,000,000

Global Medium Term Note Program

This supplement (the "*First Base Prospectus Supplement*") is supplemental to, and must be read in conjunction with, the Base Prospectus dated April 3, 2013 (the "*Base Prospectus*") prepared by Türkiye Vakıflar Bankası T.A.O. (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 First Base Prospectus Supplement has been approved by the Central Bank of Ireland, as competent authority under Directive 2003/71/EC (the "*Prospectus Directive*"). The Central Bank of Ireland only approves this First Base Prospectus 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.

A copy of each of the consolidated BRSA financial statements of the Group and the unconsolidated BRSA financial statements of the Issuer as of and for the three months ended March 31, 2013 (including any notes thereto, together the "*Interim Financial Statements*") have been filed with the Central Bank of Ireland and, by means of this First Base Prospectus Supplement, are incorporated by reference into the Base Prospectus. Copies of the Interim Financial Statements can be obtained without charge from the registered office of the Issuer and: (a) with respect to the consolidated Interim Financial Statements, from the Issuer's website at: www.vakifbank.com/tas-consolidated.aspx?pageID=646, and (b) with respect to the unconsolidated Interim Financial Statements, from the Issuer's website at: www.vakifbank.com/tas-bank-only.aspx?pageID=644 (such website is not, and should not be deemed to, constitute a part of, or be incorporated into, this First Base Prospectus Supplement or the Base Prospectus).

The Interim Financial Statements were reviewed by KPMG and KPMG's review reports included within the Interim Financial Statements note that they applied limited procedures in accordance with professional standards for a review of such information and such reports state that they did not audit and they do not express an opinion on that interim financial information. Accordingly, the degree of reliance on their reports on such information should be restricted in light of the limited nature of the review procedures applied. The financial information in the Interim Financial Statements is subject to any adjustments that may be necessary as a result of the audit process to be undertaken in respect of the Group's 2013 financial year.

In addition, this First Base Prospectus Supplement sets out in the attached pages a "Recent Developments" section relating to the Interim Financial Statements and additional information, which section shall, from the date hereof, form part of, and be deemed incorporated into, the Base Prospectus. Statements contained herein shall, to the extent applicable and whether expressly, by implication or otherwise, be deemed to 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 the Base Prospectus and this First Base Prospectus Supplement, the information set out in, or incorporated by reference into, this First Base Prospectus Supplement shall prevail.

Except as disclosed herein (including in the Interim Financial Statements incorporated by reference into the Base Prospectus pursuant to this First Base Prospectus Supplement), there has been no: (a) significant new factor, material mistake or inaccuracy relating to the information included in the Base Prospectus since the publication of the Base Prospectus and (b) significant change in the financial or trading position of either the Group or the Issuer since March 31, 2013.

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 or any information incorporated by reference into this First Base Prospectus Supplement.

RECENT DEVELOPMENTS

The following summary financial and operating data as of March 31, 2013 and March 31, 2012 and balance sheet information as of March 31, 2013 and December 31, 2012 have been extracted from the Interim Financial Statements without material adjustment. This information should be read in conjunction with the Interim Financial Statements (including the notes thereto).

The Interim Financial Statements are not directly comparable to the Group's IFRS Financial Statement information provided in the Base Prospectus, which is prepared in accordance with IFRS and on a different consolidation basis. For a description of some of the more significant accounting differences between Turkish GAAP and/or BRSA reporting standards and IFRS, see Appendix B to the Base Prospectus.

Net Income

The Group's net income for a period is calculated by reducing its operating income for such period by the amount of its operating expenses and taxation charge for such period. The Group's net income increased by 45.78% to TL 566,947 thousand for the three month period ended March 31, 2012 from TL 388,901 thousand for the same period of the previous year. The following table sets out the components of the Group's net income during the first three months of each of the indicated years:

	For the three month period ended March 31,	
	2012	**2013**
	(TL thousands)	
Net interest income	877,082	1,369,966
Net fee and commission income	90,241	167,726
Other operating income	468,029	509,291
Total operating income	**1,435,352**	**2,046,983**
Impairment losses, net	276,533	537,193
Other operating expenses	670,375	818,539
Total operating expenses	**946,908**	**1,355,732**
Income/loss from equity accounted investments	7,091	7,289
Income before tax	**495,535**	**698,540**
Taxation charge	106,634	131,593
Net income for the year	**388,901**	**566,947**
Attributable to equity holders of the Bank	389,418	566,679
Attributable to minority interests	(517)	268

Operating Income

The Group's operating income is comprised of its net interest income, net fee and commission income and other operating income. Each of these is described in greater detail below.

Net Interest Income. The Group's net interest income is the difference between the interest income that it earns on its interest-earning assets and the interest expense that it pays on its interest-bearing liabilities, both of which are discussed in greater detail below. The Group's net interest income totaled TL 1,369,966 thousand for the three month period ended March 31, 2013, a 56.20% increase compared to net interest income of TL 877,082 thousand for the same period of the previous year. The net interest margin for the Group was 5.97% in the first three months of 2013, compared to 4.22% in the same period of 2012. The increase in 2013 resulted from the decreasing cost of funding and the Group's increased focus on higher yielding loan segments, including loans to retail and SME customers. The Group's continuing focus on increasing its portfolio of higher yielding loan segments reflects not only improving macro-economic conditions but also the general decline in yields (due largely to increased competition) requiring banks (including the Bank) to focus on the more lucrative but potentially more risky higher yielding loan segments.

Interest Income. Interest income is the interest (including the amortization of interest-earning assets purchased at a discount and the interest component of lease receivables) and certain loan-related fees (such as closing fees received on project finance loans) received by the Group on its interest-earning assets, principally loans and debt securities. Interest income is a function of both the volume of interest-earning assets and the yield that the Group earns on these holdings. The Group's interest income increased by 10.00% in the first three months of 2013 to TL 2,360,364 thousand from TL 2,145,779 thousand in the same period of the previous year. The following table sets out the interest earnings on the Group's interest-earning assets during each of the indicated periods:

	For the three month period ended March 31,	
	2012	2013
	(TL thousands)	
Interest on loans and receivables	1,583,933	1,859,412
Interest on financial instruments	467,170	444,039
Interest on deposits at banks	23,517	21,559
Interest on money market deposits	1,168	462
Others	69,991	34,892
Total interest income	**2,145,779**	**2,360,364**

In the first three months of 2013, the increase in interest income was due to both the increase in the size of the Group's customer loan portfolio and increased loan spreads.

Interest Expense. Interest expense is the interest and certain loan-related fee expenses (such as fees paid on syndicated loans) of the Group on its interest-bearing liabilities, principally time deposits and borrowings. As with interest income, interest expense is a function of both the volume of interest-bearing liabilities and the interest rates that the Group pays on these liabilities. The Group's interest expense decreased by 21.94% to TL 990,398 thousand in the first three months of 2013 from TL 1,268,697 thousand in the same period of 2012. The following table sets out the interest expense on the Group's interest-bearing liabilities by category during each of the indicated periods:

	For the three month period ended March 31,	
	2012	2013
	(TL thousands)	
Interest on deposits	1,055,656	762,329
Interest on banks	49,129	37,849
Interest on bond issuances	19,047	44,362
Other interest expense	144,865	145,858
Total interest expense	**1,268,697**	**990,398**

In the first quarter of 2013, the decrease in the Group's interest expense from the comparable period of the prior year was principally due to declining interest rates (including as a result of interest rate-easing by the Central Bank) and a slight decrease in the deposit base (largely due to competitive conditions).

Net Fee and Commission Income. The second largest component of the Group's operating income is its net fee and commission income. The Group earns fee and commission income on both capital-intensive products (such as origination fees on cash loans and fees for credit cards, letters of credit and guarantees) and capital-free products (such as investment advice and brokerage fees in respect of debt and equity trading). The principal drivers for fee and commission income are the credit card and retail banking businesses. The Group's net fee and commission income for the first three months of 2013 was TL 167,726 thousand, an increase of 85.86% from TL 90,241 thousand in the same period of the prior year. The primary reason for this large increase was the low base in the first quarter of 2012 as a result of the movement to accrual accounting described in the Base Prospectus, with the increase also reflecting strong growth in retail products and services and improved fee collection capability.

The following table sets out the categories of the Group's fee and commission income and expenses (identified by the principal business lines of the Group) and their respective amounts during each of the indicated periods:

	For the three month period ended March 31,	
	2012	2013
	(*TL thousands*)	
Fee and Commission Income		
Commercial banking	78,740	144,325
Credit card fees	61,173	55,737
Retail banking	9,328	33,480
Other	597	163
Total fee and commission income	**149,838**	**233,705**
Fee and Commission Expense		
Commercial banking	58,982	65,699
Other	615	280
Total fee and commission expense	**59,597**	**65,979**
Net fee and commission income	**90,241**	**167,726**

Other Operating Income. Other operating income includes net trading gains, net foreign exchange gains, dividend income and other items. The Group's other operating income increased by 8.82% to TL 509,291 thousand for the three month period ended March 31, 2013 from TL 468,029 thousand for the same period of the previous year. The following table sets out the Group's other operating income by category during each of the indicated periods:

	For the three month period ended March 31,	
	2012	2013
	(TL thousands)	
Dividend income	6,478	11,985
Trading gains, net	55,137	76,393
Foreign exchange gains, net.	53,136	10,507
Other operating income	353,278	410,406
Total other operating income	**468,029**	**509,921**

The increase in total other operating income in the first quarter of 2013 compared to the same period of the prior year was largely a result of higher dividend income, increases in trading gains due to the divesture of a portion of the Group's eurobond portfolio and improvements in the collection of NPLs.

Operating Expenses

The Group's operating expenses include business expenses such as salaries, benefits, depreciation, advertisement and rent expenses, and also include impairment losses (including provisions for non-performing loans) and (while not experienced in the periods analyzed here) any net foreign exchange and trading losses. Operating expenses for the first quarter of 2013 increased by 43.17% to TL 1,355,732 thousand from TL 946,908 thousand in the same period of the previous year, which increase was predominantly due to increases in impairment losses, net. The following table sets out the Group's total operating expenses by category during each of the indicated periods:

	For the three month period ended March 31,	
	2012	2013
	(TL thousands)	
Salaries and wages	250,356	281,853
Reserve for employee termination benefits	6,133	8,327
Depreciation expenses on tangible assets	27,810	28,984
Amortization expenses on intangible assets	2,848	3,280
Rent expenses	30,474	36,197
Advertisement expenses	9,144	17,009
Depreciation expenses on asset held for resale	3,080	3,549
Other operating expenses	340,530	439,340
Impairment losses, net	276,533	537,193
Total operating expense	**946,908**	**1,355,732**

Impairment Losses, Net

When the Group reclassifies a loan as non-performing, it ceases to accrue interest with respect to such loan and reverses any interest accruals on such loan in its books. The Group makes provision for possible loan losses for anticipated problem loans and non-performing loans already so classified on each business day. The Group generally does not write-off non-performing loans, regardless of the amount of time they have been outstanding. See "Selected Statistical and Other Information-Summary of Loan Loss Experience" in the Base Prospectus.

In addition to provisions for possible losses on cash loans and non-cash loans, the Group's impairment losses, net include provisions for tangible and intangible assets, investment in equity participations and other receivables and (where applicable) reversal of prior year provisions.

The Group's net provision for possible losses in the first quarter of 2013 was TL 537,193 thousand, a 94.26% increase from TL 276,533 thousand in the same period of the prior year. This change was principally the result of new NPLs resulting from the recent lower levels of growth in the Turkish economy and the conservative provisioning policy of the Group. The Group's nominal NPLs in the first quarter of 2013 were TL 3,117,545 thousand, a 38.34% increase from TL 2,253,481 thousand in the same period of the prior year.

Taxation Charge

The Group is subject to different forms of income taxation in each market in which it has operations, although the principal driver is Turkish taxation of the Group's income. Taxation and duties other than on income are included in operating expenses whereas taxation on income is applied to income before tax in order to determine the Group's net income. Income taxation charges for the first quarter of 2013 totaled TL 131,593 thousand, which was a 23.41% increase from TL 106,634 thousand in the same period of 2012. The Group's effective income tax rate (calculated based upon its reported taxation charge divided by its income before tax) was 18.84% and 21.52%, respectively, during those periods. The deviation from the Turkish tax rate of 20% was principally due to tax exemptions, disallowable expenses and tax refunds.

Financial Condition

The following table sets out the categories of the Group's assets, liabilities and shareholders' equity and minority interest as of each of the indicated dates:

	As of December 31, 2012		**As of March 31, 2013**	
	Amount	**% of Total**	**Amount**	**% of Total**
Assets	*(TL thousands, except for percentages)*			
Cash and cash equivalents	12,331,494	11.41%	13,557,016	12.31%
Loans and advances to banks	2,656,490	2.46%	1,679,784	1.52%
Loans and advances to customers	69,316,699	64.16%	70,948,142	64.36%
Investment securities	18,892,331	17.49%	19,040,826	17.27%
Investment in equity participations	363,501	0.34%	362,895	0.33%
Tangible assets, net	1,355,088	1.25%	1,402.941	1.27%
Other assets	3,123,809	2.89%	3,243,165	2.94%
Total assets	**108,039,412**	**100.00%**	**110,234,769**	**100.00%**
Liabilities				
Deposits from banks	4,052,760	3.75%	3,440,924	3.12%
Deposits from customers	64,334,044	59.54%	63,129,446	57.28%
Obligations under repurchase agreements	8,490,891	7.86%	11,431,824	10.37%
Loans and advances from banks (funds borrowed)	8,100,981	7.50%	8,393,063	7.61%
Debt securities issued	2,372,748	2.20%	2,947,506	2.67%
Other liabilities and accrued expenses	8,858,991	8.20%	8,746,128	7.93%
Total liabilities	**96,210,415**	**89.05%**	**98,088,891**	**88.98%**
Total shareholders' equity and minority interest	**11,828,997**	**10.95%**	**12,145,878**	**11.02%**
Total liabilities, shareholders' equity and minority interest	**108,039,412**	**100.00%**	**110,234,769**	**100.00%**

The Group's total assets as of March 31, 2013 were TL 110,234,769 thousand, an increase of 2.03% from TL 108,039,412 thousand as of December 31, 2012. This increase was largely the result of the increase in loans and receivables.

The Group's total liabilities as of March 31, 2013 were TL 98,088,891 thousand, an increase of 1.95% from TL 96,210,415 thousand as of December 31, 2012. This increase was largely the result of an increase in repo funding and bond issuances.

The Group's shareholders' equity as of March 31, 2013 was TL 12,145,878 thousand, an increase of 2.68% from TL 11,828,997 thousand as of December 31, 2012. The shareholders' equity principally changed as a result of the Group's net income and changes in the amount of unrealized gains on available-for-sale assets (which changes are not included in income).

Off-Balance Sheet Arrangements

In the normal course of business in order to meet the needs of its customers and to hedge the Group's own positions (and generally not for speculative purposes), the Group enters into certain off-balance sheet transactions. These transactions expose the Group to credit risk that is not reflected on the Group's balance sheet. The most significant category of such transactions includes letters of guarantee, letters of credit and other support that the Group provides to its import and export customers, as well as off-balance sheet exposure for the Group's commitments to make loans to its borrowers, derivatives and other transactions. The following table summarizes the Group's exposure under the principal categories of its off-balance sheet exposures as of the indicated dates:

	As of December 31, 2012	As of March 31, 2013
	(TL thousands)	
Letters of guarantee	12,640,503	13,432,453
Letters of credit	3,774,709	4,079,036
Acceptance credits	805,832	600,544
Others	29,993	18,604
Total commitments and contingencies	**17,251,037**	**18,130,637**

Capital Adequacy

The Group maintains regulatory capital adequacy ratios on both a Bank-only and consolidated basis in excess of the regulatory minimums required and recommended levels. The Group's and the Bank's total capital adequacy ratios (calculated in accordance with BRSA Principles) were 15.56% and 16.14%, respectively, as of December 31, 2012, and 15.41% and 15.94%, respectively, as of March 31, 2013. While neither the Bank nor the Group is required to maintain a minimum "Tier I" capital ratio, the Group's and the Bank's "Tier I" capital adequacy ratios (calculated in accordance with BRSA Principles) were 12.51% and 12.31%, respectively, as of March 31, 2013, compared to 12.54% and 12.34%, respectively, as of December 31, 2012.

The following table sets forth the calculation of the Group's capital adequacy ratios as of each of the indicated dates based upon the Interim Financial Statements:

	As of December 31, 2012	As of March 31, 2013
	(TL thousands, except percentages)	
Core capital (Tier I)	10,344,704	11,399,105
Supplementary capital	3,304,679	2,954,365
Total	**13,649,383**	**14,353,470**
Deductions from capital	(121,653)	(316,616)
Total capital	**13,527,730**	**14,036,854**
Value at credit risk	77,990,988	80,668,825
Value at market risk	810,138	882,525
Value at operational risk	8,564,338	9,561,025
Total risk-weighted assets	**87,365,464**	**91,112,375**
Tier I capital adequacy ratio	12.51%	12.54%
Total capital adequacy ratio	15.56%	15.41%

The increase in the Group's capital in the first quarter of 2013 resulted from retained earnings for the quarter, which were partially offset by a decline in the mark-to-market value of certain securities held in the Group's investment portfolio.

Liquidity and Funding

The Group manages its assets and liabilities to seek to ensure that it has sufficient liquidity to meet its present and future financial obligations and that it is able to take advantage of appropriate business opportunities as they arise. Financial obligations arise from withdrawals of deposits, repurchase transactions, extensions of loans or other forms of credit and the Group's own working capital needs. The Group's principal source of funding is short-term and demand deposits, and the Group has developed a diversified and stable deposit base in each of its retail, commercial, corporate and SME business lines. As of December 31, 2012 and March 31, 2013, the Group's ratio of cash loans to customers to deposits (including bank deposits) was 100.91% and 105.98%, respectively.

Other Recent Events

The Issuer established the Program on April 3, 2013 and on April 15, 2013 issued US$600 million of 3.750% notes due 2018 thereunder.