FINAL TERMS

MiFID II product governance / Professional investors and ECPs only target market – Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, "**MiFID II**"); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the manufacturer's target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.

UK MiFIR product governance / Professional investors and ECPs only target market – Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook ("**COBS**"), and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("**UK MiFIR**"); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any distributor should take into consideration the manufacturer's target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the "**UK MiFIR Product Governance Rules**") is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.

6 September 2024

YAPI VE KREDİ BANKASI A.Ş.

Legal entity identifier (LEI): B85ZYWEZ5IZCZ2WNIO12

Issue of U.S.$500,000,000 7.125 per cent. Notes due 2029 (the "Notes")

under the U.S.$11,000,000,000
Global Medium Term Note Programme

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 20 December 2023 and the supplements to it dated 7 March 2024, 14 June 2024 and 16 August 2024 which together constitute a base prospectus for the purposes of Regulation (EU) 2017/1129 (the "**Prospectus Regulation**") (the "**Base Prospectus**"). This document constitutes the Final Terms of the Notes described herein for the purposes of the Prospectus Regulation and must be read in conjunction with the Base Prospectus in order to obtain all the relevant information. The Base Prospectus and Final Terms have been published on the website of Euronext Dublin (www.euronext.com/en/markets/dublin).

1.	Issuer:		Yapı ve Kredi Bankası A.Ş.
2.	(a)	Series Number:	348
	(b)	Tranche Number:	1
	(c)	Date on which the Notes will be consolidated and form a single Series:	Not Applicable

3.	Specified Currency or Currencies:	U.S. Dollars ("**U.S.$**")
4.	USD Payment Election:	Not Applicable
5.	Aggregate Nominal Amount:	
	(a) Series:	U.S.$500,000,000
	(b) Tranche:	U.S.$500,000,000
6.	Issue Price:	99.988 per cent. of the Aggregate Nominal Amount
7.	(a) Specified Denominations:	U.S.$200,000 and integral multiples of U.S.$1,000 in excess thereof
	(b) Calculation Amount:	U.S.$1,000
8.	(a) Issue Date:	10 September 2024
	(b) Interest Commencement Date:	Issue Date
9.	Maturity Date:	10 October 2029
10.	Interest Basis:	7.125 per cent. Fixed Rate
11.	Redemption Basis:	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount
12.	Change of Interest Basis:	Not Applicable
13.	Put/Call Options:	Not Applicable
14.	(a) Status of the Notes:	Unsubordinated, unsecured
	(b) Date Board approval for issuance of Notes obtained:	27 December 2023

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15.	Fixed Rate Note Provisions	Applicable
	(a) Rate(s) of Interest:	7.125 per cent. per annum payable in arrear on each Interest Payment Date
	(b) Interest Payment Date(s):	10 April and 10 October in each year up to and including the Maturity Date There will be a long first interest period from, and including, the Interest Commencement Date to, but excluding, 10 April 2025 (the "**Long First Interest Period**")
	(c) Fixed Coupon Amount:	U.S.$71.25 per Calculation Amount

	(d)	Broken Amount(s):	In respect of the Long First Interest Period, U.S.$41.56 per Calculation Amount, payable on the Interest Payment Date falling on 10 April 2025
	(e)	Day Count Fraction:	30/360
	(f)	Determination Date(s):	Not Applicable
16.	Floating Rate Note Provisions		Not Applicable
17.	Zero Coupon Note Provisions		Not Applicable

PROVISIONS RELATING TO REDEMPTION

18.	Notice periods for Condition 8.2:	Minimum period: 30 days Maximum period: 60 days
19.	Issuer Call:	Not Applicable
20.	Investor Put:	Not Applicable
21.	Final Redemption Amount:	U.S.$1,000 per Calculation Amount
22.	Early Redemption Amount payable on redemption for taxation reasons or on event of default:	U.S.$1,000 per Calculation Amount

GENERAL PROVISIONS APPLICABLE TO THE NOTES

23.	Form of Notes:	Registered Notes: Regulation S Global Note registered in the name of a nominee for a common depositary for Euroclear and Clearstream, Luxembourg exchangeable for Definitive Registered Notes upon an Exchange Event. Rule 144A Global Note(s) registered in the name of a nominee for DTC exchangeable for Definitive Registered Notes upon an Exchange Event
24.	Additional Financial Centre(s):	Not Applicable
25.	Talons for future Coupons to be attached to Definitive Notes:	No
26.	Relevant Benchmarks:	Not Applicable
27.	RMB Currency Events:	Not Applicable

THIRD PARTY INFORMATION

The descriptions of the ratings in sub-paragraph 2 of Part B of these Final Terms have been extracted from the websites of Fitch Ratings Limited and Moody's Investors Service Limited. The Issuer confirms that such information has been accurately reproduced and that, as far as it is aware and is able to ascertain from information published by Fitch Ratings Limited and Moody's Investors Service Limited, no facts have been omitted that would render the reproduced information inaccurate or misleading.

Signed on behalf of **YAPI VE KREDİ BANKASI A.Ş.**

By: ____________________ *Duly authorised* AHMET ÇİMENOĞLU BOARD MEMBER

By: ____________________ *Duly authorised* SARUHAN YÜCEL AGM, TREASURY & FI

[*Signature page to the Final Terms*]

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

(a)	Listing and Admission to trading:	Application will be made by the Issuer (or on its behalf) to Euronext Dublin for the Notes to admitted to the Official List and trading on its regulated market with effect from 10 September 2024.
(b)	Estimate of total expenses related to admission to trading:	€1,000

2. RATINGS

Ratings:	The Notes to be issued are expected to be rated: B by Fitch Ratings Limited ("**Fitch**") and B1 by Moody's Investors Service (Nordics) AB Moody's is established in the European Union and is registered under Regulation (EC) No. 1060/2009 (as amended) (the "**CRA Regulation**"). Fitch is established in the United Kingdom (the "**UK**") and is registered under Regulation (EC) No. 1060/2009 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the "**UK CRA Regulation**"). Fitch Ratings Limited is not established in the EEA but the rating it has given to the Notes is endorsed by Fitch Ratings Ireland Limited, which is established in the EEA and registered under the CRA Regulation. Moody's Investors Service (Nordics) AB is not established in the UK but the rating it has given to the Notes is endorsed by Moody's Investors Service Limited, which is established in the UK and registered under the UK CRA Regulation According to Fitch, a "B" rating indicates that material default risk is present, but a limited margin of safety remains. Financial commitments are currently being met; however, capacity for continued payment is vulnerable to deterioration in the business and economic environment. According to Moody's, a "B" rating reflects an obligation that is speculative and subject to high credit risk and the numerical modifier "1" indicates that Moody's considers the Notes to fall within the higher end of the relevant credit rating category.

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for any fees payable to the Joint Bookrunners, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The Joint Bookrunners and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business

4. YIELD (*Fixed Rate Notes only*)

Indication of yield:	7.125 per cent. per annum The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

5. OPERATIONAL INFORMATION

(a)	ISIN:	Regulation S Notes: XS2896892655 Rule 144A Notes: US984848AT81
(b)	Common Code:	Regulation S Notes: 289689265 Rule 144A Notes: 290135095
(c)	CUSIP:	Rule 144A Notes: 984848 AT8
(d)	CFI:	Regulation S Notes: DBFNGR Rule 144A Notes: Not Available
(e)	FISN:	Regulation S Notes: YAPI VE KREDI B/SR NT 20291010 SR S Rule 144A Notes: Not Available
(f)	Any clearing system(s) other than DTC Euroclear Bank SA/NV and Clearstream Banking S.A. and the relevant identification number(s):	Not Applicable
(g)	Delivery:	Delivery against payment
(h)	Names and addresses of additional Paying Agent(s) (if any):	Not Applicable

6. DISTRIBUTION

(a)	Method of distribution:	Syndicated
(b)	If syndicated, names of Managers:	HSBC Bank plc ING Bank N.V. J.P. Morgan Securities plc Mashreqbank PSC MUFG Securities EMEA plc

		Société Générale
(c)	Date of Subscription Agreement:	6 September 2024
(d)	Stabilisation Manager(s) (if any):	J.P. Morgan Securities plc
(e)	If non-syndicated, name of relevant Dealer:	Not Applicable
(f)	U.S. Selling Restrictions:	Regulation S, Category 2 and Rule 144A; TEFRA not applicable
(g)	Prohibition of Sales to EEA Retail Investors:	Not Applicable
(h)	Prohibition of Sales to UK Retail Investors:	Not Applicable
(i)	Prohibition of Sales to Belgian Consumers:	Not Applicable

7. REASONS FOR THE OFFER AND ESTIMATED NET PROCEEDS

(a)	Reasons for the offer:	The net proceeds from the issue of the Notes will be applied by the Issuer for its general corporate purposes.
(b)	Estimated net proceeds:	U.S.$498,440,000