Goldman Sachs

Prospectus Supplement No. 8 to European Base Prospectus, dated June 5, 2015

The Goldman Sachs Group, Inc.
Euro Medium-Term Notes, Series F

This Prospectus Supplement No. 8 (the "Prospectus Supplement") to the European Base Prospectus, dated June 5, 2015 and approved by the Commission de Surveillance du Secteur Financier (the "CSSF") on June 5, 2015 (the "European Base Prospectus"), constitutes a supplement to the European Base Prospectus for the purposes of Article 13 of Chapter 1 of Part II of the Luxembourg Law on Prospectuses for Securities dated July 10, 2005 (the "Luxembourg Law") and should be read in conjunction therewith and with Prospectus Supplement No. 1, dated July 16, 2015, Supplement No. 2, dated August 3, 2015, Supplement No. 3, dated October 16, 2015, Supplement No. 4, dated November 3, 2015, Supplement No. 5, dated December 7, 2015,Supplement No. 6, dated January 19, 2016 and Supplement No. 7, dated January 20, 2016. The terms defined in the European Base Prospectus have the same meaning when used in this Prospectus Supplement.

The credit ratings of The Goldman Sachs Group, Inc. referred to in the European Base Prospectus have been issued by DBRS, Inc., Fitch, Inc., Moody's Investors Service and Standard & Poor's Ratings Services, each of which is established in the United States (together, the "US CRAs").

In general, European regulated investors are restricted from using a rating for regulatory purposes if such rating is not either (1) issued or validly endorsed by a credit rating agency established in the European Union (an "EU CRA") and registered with the European Securities and Markets authority ("ESMA") under Regulation (EU) No. 1060/2009, amended by Regulation (EU) No 513/2011 (as amended, the "CRA Regulation") or (2) issued by a credit rating agency established outside the European Union which is certified under the CRA Regulation.

The EU affiliates of DBRS, Inc., Fitch, Inc., Moody's Investors Service and Standard & Poor's Ratings Services are registered EU CRAs on the official list, available at http://www.esma.europa.eu/page/List-registered-and-certified-CRAs. ESMA has approved the endorsement by such EU affiliates of credit ratings issued by the corresponding US CRAs. Accordingly, credit ratings issued by the US CRAs may be used for regulatory purposes in the EU. In addition to the US CRAs mentioned, Rating and Investment Information, Inc. ("R&I") has issued a credit rating. This rating is incorporated in the European Base Prospectus for information purposes only. R&I is incorporated in a third country but has not applied for the registration under the CRA Regulation.

To the extent that there is any inconsistency between (a) any statement in this Prospectus Supplement or any statement incorporated by reference in this Prospectus Supplement and (b) any other statement in or incorporated by reference in the European Base Prospectus and Supplement Nos. 1-7, the statements in (a) above will prevail. Save as disclosed in this Prospectus Supplement, as at the date hereof there has been no other significant new factor, material mistake or inaccuracy which would affect the assessment of securities to be offered to the public or listed and admitted to trading on an EU regulated market pursuant to the European Base Prospectus as previously supplemented by Supplement Nos. 1-7, relating to the information included in the European Base Prospectus, since the publication of Supplement No. 7.

This Prospectus Supplement incorporates by reference:

- the Annual Report on Form 10-K for the fiscal year ended December 31, 2015 (the "2015 Form 10-K"), including Exhibit 21.1 thereto ("Exhibit 21.1"), which we filed with the U.S. Securities and Exchange Commission (the "SEC") on February 22, 2016.

A copy of the 2015 Form 10-K including Exhibit 21.1 has been filed with the CSSF in its capacity as competent authority under the Prospectus Directive.

In addition:

- Element B.5 of "Section B—Issuer" in the "Summary" beginning on p. 8 of the European Base Prospectus is hereby deleted and replaced with the following:

B.5	Group description	The Goldman Sachs Group, Inc. is a bank holding company and a financial holding company regulated by the Board of Governors of the Federal Reserve System (Federal Reserve Board). The Issuer's U.S. depository institution subsidiary, Goldman Sachs Bank USA (GS Bank USA), is a New York State-chartered bank. The Goldman Sachs Group, Inc. is the parent holding company of the Goldman Sachs Group.

		As of December 2015, the Goldman Sachs Group had offices in over 30 countries and 48% of its total staff was based outside the Americas (which includes the countries in North and South America). The Goldman Sachs Group's clients are located worldwide, and it is an active participant in financial markets around the world. In 2015, the Issuer generated 44% of its net revenues outside the Americas. The Issuer reports its activities in four business segments: Investment Banking, Institutional Client Services, Investing & Lending and Investment Management.

- Element B.12 of "Section B—Issuer" in the "Summary" beginning on p. 8 of the European Base Prospectus is hereby deleted and replaced with the following:

B.12	Key financial information	Selected historical consolidated financial information relating to the Goldman Sachs Group, Inc. which summarizes the consolidated financial position of the Goldman Sachs Group, Inc. as of and for the years ended 31-12-2015 and 31-12-2014 is set out in the following tables:		
	Income statement information **(in millions of USD)**		**For the year ended 31-12** **2015**	**2014**
	Total non-interest revenues		30,756	30,481
	Net revenues, including net interest income		33,820	34,528
	Pre-tax earnings/(loss)		8,778	12,357
	Balance sheet information **(in millions of USD)**		**As of 31-12** **2015**	**2014**
	Total assets		861,395	855,842
	Total liabilities		774,667	773,045
	Total shareholders' equity		86,728	82,797
	Material Adverse or Significant Changes Not applicable; there has been no material adverse change in the prospects of The Goldman Sachs Group, Inc. since 31-12-2015. There has been no significant change in the financial or trading position of The Goldman Sachs Group, Inc. subsequent to 31-12-2015. In the foregoing statements required by the Prospectus Regulation, references to the "prospects" and "financial or trading position" of the Issuer, are specifically to the ability of the Issuer to meet its full payment obligations under the notes in a timely manner.			

- Element D.2 of "Section D—Risks" in the "Summary" beginning on p. 26 of the European Base Prospectus is hereby deleted and replaced with the following:

D.2	Key information on the key risks that are specific to the Issuer and the Group	In purchasing notes, investors assume the risk that the Issuer may become insolvent or otherwise be unable to make all payments due in respect of the notes. Identified below are a number of factors which could materially adversely affect the Issuer's business and ability to make payments due under the notes. These factors include the following key risks of the Group: • The Group's businesses have been and may continue to be adversely affected by conditions in the global financial markets and economic conditions generally. • The Group's businesses and those of its clients are subject to extensive and pervasive regulation around the world.

		• The Group's businesses have been and may be adversely affected by declining asset values. This is particularly true for those businesses in which it has net "long" positions, receives fees based on the value of assets managed, or receives or posts collateral. • The Group's businesses have been and may be adversely affected by disruptions in the credit markets, including reduced access to credit and higher costs of obtaining credit. • The Group's market-making activities have been and may be affected by changes in the levels of market volatility. • The Group's investment banking, client execution and investment management businesses have been adversely affected and may in the future be adversely affected by market uncertainty or lack of confidence among investors and CEOs due to general declines in economic activity and other unfavorable economic, geopolitical or market conditions. • The Group's investment management business may be affected by the poor investment performance of its investment products. • The Group may incur losses as a result of ineffective risk management processes and strategies. • The Group's liquidity, profitability and businesses may be adversely affected by an inability to access the debt capital markets or to sell assets or by a reduction in its credit ratings or by an increase in its credit spreads. • A failure to appropriately identify and address potential conflicts of interest could adversely affect the Group's businesses. • A failure in the Group's operational systems or infrastructure, or those of third parties, as well as human error, could impair the Group's liquidity, disrupt the Group's businesses, result in the disclosure of confidential information, damage the Group's reputation and cause losses. • A failure to protect the Group's computer systems, networks and information, and the Group's clients' information, against cyber attacks and similar threats could impair the Group's ability to conduct the Group's businesses, result in the disclosure, theft or destruction of confidential information, damage the Group's reputation and cause losses. • The Issuer is a holding company and is dependent for liquidity on payments from its subsidiaries, many of which are subject to restrictions. • The application of regulatory strategies and requirements in the United States and non-U.S. jurisdictions to facilitate the orderly resolution of large financial institutions could create greater risk of loss for the Group's security holders. • The ultimate impact of the recently proposed rules requiring U.S. G-SIBs to maintain minimum amounts of long-term debt meeting specified eligibility requirements is uncertain. • The application of Group Inc.'s proposed resolution strategy could result in greater losses for Group Inc.'s security holders, and failure to address shortcomings in the Group's resolution plan could subject us to increased regulatory requirements. • The Group's businesses, profitability and liquidity may be adversely affected by deterioration in the credit quality of, or defaults by, third parties who owe the Group money, securities or other assets or whose securities or obligations it holds. • Concentration of risk increases the potential for significant losses in the Group's market-making, underwriting, investing and lending activities. • The financial services industry is both highly competitive and interrelated.

		• The Group faces enhanced risks as new business initiatives leads it to transact with a broader array of clients and counterparties and exposes it to new asset classes and new markets. • Derivative transactions and delayed settlements may expose the Group to unexpected risk and potential losses. • The Group's businesses may be adversely affected if it is unable to hire and retain qualified employees. • The Group may be adversely affected by increased governmental and regulatory scrutiny or negative publicity. • Substantial legal liability or significant regulatory action against the Group could have material adverse financial effects or cause significant reputational harm, which in turn could seriously harm the Group's business prospects. • The growth of electronic trading and the introduction of new trading technology may adversely affect the Group's business and may increase competition. • The Group's commodities activities, particularly its physical commodities activities, subject the Group to extensive regulation and involve certain potential risks, including environmental, reputational and other risks that may expose it to significant liabilities and costs. • In conducting its businesses around the world, the Group is subject to political, economic, legal, operational and other risks that are inherent in operating in many countries. • The Group may incur losses as a result of unforeseen or catastrophic events, including the emergence of a pandemic, terrorist attacks, extreme weather events or other natural disasters.

- Element D.3 of "Section D—Risks" in the "Summary" beginning on p. 28 of the European Base Prospectus is hereby deleted and replaced with the following:

[D.3] [D.6]	Key information on the risks specific to the Notes	There are also risks associated with the notes. These include: • The notes we may issue are not insured by the Federal Deposit Insurance Corporation. • Any notes we may issue may not have an active trading market. • Changes in interest rates are likely to affect the market price of any notes we may issue. • The market price of any notes we may issue may be influenced by many unpredictable factors and if you buy a note and sell it prior to the stated maturity date, you may receive less than the face amount of your note. • Changes in our credit ratings may affect the market price of a note. • We cannot advise you of all of the non-U.S. tax consequences of owning or trading any notes we may issue. • Unless otherwise specified in the applicable final terms, we will not compensate holders if we have to deduct taxes from payments on any notes we may issue • Foreign Account Tax Compliance Act (FATCA) Withholding May Apply to Payments on your Notes, Including as a Result of the Failure of the Bank or Broker Through Which You Hold the Notes to Provide Information to Tax Authorities • If we redeem your notes or make an adjustment upon a change in law, you may receive less than your initial investment. • If your final terms specify that we have the right to redeem your note at our option, the value of your notes may be adversely affected. • Distributors or other entities involved in the offer or listing of the notes may have potential conflicts of interest • Public offers of the notes may be subject to extension, postponement, revocation and/or termination There are also particular risks associated with regulatory resolution strategies and long-term debt requirements. These include:

		• The application of regulatory resolution strategies could create greater risk of loss for holders of our debt securities in the event of the resolution of The Goldman Sachs Group Inc. • The application of The Goldman Sachs Group Inc's proposed resolution strategy could result in greater losses for holders of our debt securities. • The ultimate impact of the Federal Reserve Board's recently proposed rules requiring U.S. G-SIBs to maintain minimum amounts of long-term debt meeting specified eligibility requirements is uncertain. [*insert in the case of Indexed Notes:* There are also particular risks associated with Indexed Notes generally. These include: • The return on indexed notes may be below the return on similar securities. • Payments on indexed notes may be linked to the average performance of the underlyers and not the overall change in the underlyer performance. • Use of participation factors over 100 percent may result in disproportionate exposure to the negative performance of the underlyer. • The issuer of a security or currency that serves as part of an underlyer could take actions that may adversely affect an indexed note. • An indexed note may be linked to a volatile underlyer, which may adversely affect an investment. • Underlyers may move in opposite directions, which may affect the amount you receive on an indexed note linked to a basket of underlyers. • Historical levels for the underlyer or underlyers of an indexed note are not indicative of future levels. • If the level of an underlyer changes, the market price of an indexed note may not change in the same manner. • If you purchase an indexed note, you will have no rights with respect to any underlyer, securities or other underlyer components to which your note is linked.] [*insert in the case of Indexed Notes linked to stock indices:* There are also particular risks associated with Indexed Notes linked to stock indices. These include: • An index to which an indexed note is linked could be changed or become unavailable. • If you purchase an indexed note linked to a stock index, the return on the note may not reflect the return or any distributions, dividends or other payments made on any index components. • Indices of emerging markets may be volatile and unstable. • The policies of an index sponsor and changes affecting an index or indices or any of its components could affect the amount payable on an indexed note and its market value. • There is no affiliation between the issuers of any of the index securities contained in an equity or debt index included in an indexed note and us, and we are not responsible for any disclosure by such issuers. • U.S. taxation developments may have a negative impact on your indexed notes] [*insert in the case of Indexed (Range Accrual) notes:* There are also particular risks associated with Indexed (Range Accrual) notes. These include: • If the level of one or more underlyer daily fixings on the underlyer daily fixing date applicable to any calendar day falls outside of the accrual range for that underlyer, no interest will accrue for such day for the range accrual note.] [*insert in the case of Indexed (Digital) notes:*

		There are also particular risks associated with Indexed (Digital) notes. These include: • You may not receive any interest on any interest payment date. • The interest payments on your notes will be limited and will not reflect the actual performance of the underlyers from observation date to observation date. • If the "worst-of" condition applies to your Indexed (Digital) notes, interest payments on your notes will be determined by reference to the worst performing underlyer only • If the "multiple conditions" condition applies to your indexed (digital) notes, you will receive an interest payment for any interest period only if all the indexes satisfy their respective index performance conditions] [*insert in the case of Indexed (OutPerformance) notes:* There are also particular risks associated with Indexed (OutPerformance) notes. These include: • The interest payments on your notes will be limited and will not reflect the actual performance of the underlyers from observation date to observation date. you may receive no interest payments even if both indices increase or both indices decline.] [*insert in the case of Indexed (Participation) notes:* There is a particular risk associated with Indexed (Participation) notes: You may lose part of your investment in the notes.] There are also risks relating to our role and the role of our affiliates. These include: • Trading and other transactions by us in instruments linked to an underlyer or the components of an underlyer may impair the market price of an indexed note. • Our business activities may create conflicts of interest between you and us. • As calculation agent, Goldman Sachs International will have the authority to make determinations that could affect the market price of a floating rate note or a range accrual note, when the note matures and the amount payable at maturity. [*insert in the case of notes for which the Specified Currency is not the principal currency of the investors:* There are also risks associated with notes payable in or linked to currencies other than your own principal currency. These include: • An investment in a foreign currency note involves currency-related risks. • Changes in foreign currency exchange rates can be volatile and unpredictable. • Government policy can adversely affect foreign currency exchange rates and an investment in a foreign currency note. • We may not adjust any notes to compensate for changes in foreign currency exchange rates. • The manipulation of published currency exchange rates and possible reforms affecting the determination or publication of exchange rates or the supervision of currency trading could have an adverse impact on your notes.] [*insert in the case of notes for which the Specified Currency is not U.S. dollars:* There are also risks associated with notes payable in or linked to currencies other than U.S. dollars. These include: • Non-U.S. dollar notes will permit us to make payments in U.S. Dollars or delay payment if we are unable to obtain the specified currency. • In a lawsuit for payment on a non-U.S. dollar note, an investor may bear foreign currency exchange risk. • Determinations made by the exchange rate agent are made at its sole discretion.] [*insert in the case of notes linked to LIBOR Underlyers:*

		There are also particular risks associated with notes linked to benchmark Underlyers such as a LIBOR: • Regulation and reform of "benchmarks", including LIBOR, EURIBOR and other interest rate, equity, commodity, foreign exchange rate and other types of benchmarks may cause such "benchmarks" to perform differently than in the past, or to disappear entirely, or have other consequences which cannot be predicted • Increased regulatory oversight and changes in the method pursuant to which the LIBOR rates are determined may adversely affect the value of your notes.]

- On p. 37 of the European Base Prospectus immediately preceding the heading "Considerations Relating to Indexed Notes" the following risk factors section is inserted:

Considerations Relating to Regulatory Resolution Strategies and Long-Term Debt Requirements

The application of regulatory resolution strategies could create greater risk of loss for holders of our debt securities in the event of the resolution of The Goldman Sachs Group Inc.

Your ability to recover the full amount that would otherwise be payable on our debt securities in a proceeding under the U.S. Bankruptcy Code may be impaired by the exercise by the Federal Deposit Insurance Corporation (FDIC) of its powers under the "orderly liquidation authority" under Title II of the Dodd-Frank Wall Street Reform and Consumer Protection Act (Dodd-Frank Act) or regulations that may be promulgated based on the Financial Stability Board's November 2015 standard to enhance the total loss-absorbing capacity of Global Systemically Important Banks (G-SIBs), which, like the single point of entry strategy described below, is intended to impose losses at the top-tier holding company level in the resolution of a G-SIB such as The Goldman Sachs Group Inc.

Title II of the Dodd-Frank Act created a new resolution regime known as the "orderly liquidation authority" to which financial companies, including bank holding companies such as The Goldman Sachs Group Inc., can be subjected. Under the orderly liquidation authority, the FDIC may be appointed as receiver for a financial company for purposes of liquidating the entity if, upon the recommendation of applicable regulators, the Secretary of the Treasury determines, among other things, that the entity is in severe financial distress, that the entity's failure would have serious adverse effects on the U.S. financial system and that resolution under the orderly liquidation authority would avoid or mitigate those effects. Absent such determinations, The Goldman Sachs Group Inc., as a bank holding company, would remain subject to the U.S. Bankruptcy Code.

If the FDIC is appointed as receiver under the orderly liquidation authority, then the orderly liquidation authority, rather than the U.S. Bankruptcy Code, would determine the powers of the receiver and the rights and obligations of creditors and other parties who have transacted with The Goldman Sachs Group Inc. There are substantial differences between the rights available to creditors in the orderly liquidation authority and in the U.S. Bankruptcy Code, including the right of the FDIC under the orderly liquidation authority to disregard the strict priority of creditor claims in some circumstances (which would otherwise be respected by a bankruptcy court) and the use of an administrative claims procedure to determine creditors' claims (as opposed to the judicial procedure utilized in bankruptcy proceedings). In certain circumstances under the orderly liquidation authority, the FDIC could elevate the priority of claims that it determines necessary to facilitate a smooth and orderly liquidation without the need to obtain creditors' consent or prior court review. In addition, the FDIC has the right to transfer claims to a third party or "bridge" entity under the orderly liquidation authority.

The FDIC has announced that a single point of entry strategy may be a desirable strategy to resolve a large financial institution such as The Goldman Sachs Group Inc. in a manner that would, among other things, impose losses on shareholders, debt holders (including, in our case, holders of our debt securities) and other creditors of the top-tier holding company (in our case, The Goldman

Sachs Group Inc.), while permitting the holding company's subsidiaries to continue to operate. In addition, the Board of Governors of the Federal Reserve System (Federal Reserve Board) has proposed requirements that U.S. G-SIBs, including The Goldman Sachs Group Inc., maintain minimum amounts of long-term debt and total loss-absorbing capacity to facilitate the application of the single point of entry resolution strategy. It is possible that the application of the single point of entry strategy—in which The Goldman Sachs Group Inc. would be the only legal entity to enter resolution proceedings—could result in greater losses to holders of our debt securities (including holders of our fixed rate, floating rate and indexed debt securities), than the losses that could result from the application of a bankruptcy proceeding or a different resolution strategy for The Goldman Sachs Group Inc. Assuming The Goldman Sachs Group Inc. entered resolution proceedings and that support from The Goldman Sachs Group Inc. to its subsidiaries was sufficient to enable the subsidiaries to remain solvent, losses at the subsidiary level would be transferred to The Goldman Sachs Group Inc. and ultimately borne by The Goldman Sachs Group Inc.'s security holders, third-party creditors of The Goldman Sachs Group Inc.'s subsidiaries would receive full recoveries on their claims, and The Goldman Sachs Group Inc.'s security holders (including holders of our debt securities and other unsecured creditors) could face significant losses.

The orderly liquidation authority also provides the FDIC with authority to cause creditors and shareholders of the financial company such as The Goldman Sachs Group Inc. in receivership to bear losses before taxpayers are exposed to such losses, and amounts owed to the U.S. government would generally receive a statutory payment priority over the claims of private creditors, including senior creditors. In addition, under the orderly liquidation authority, claims of creditors (including holders of our debt securities) could be satisfied through the issuance of equity or other securities in a bridge entity to which The Goldman Sachs Group Inc.'s assets are transferred. If such a securities-for-claims exchange were implemented, there can be no assurance that the value of the securities of the bridge entity would be sufficient to repay or satisfy all or any part of the creditor claims for which the securities were exchanged. While the FDIC has issued regulations to implement the orderly liquidation authority, not all aspects of how the FDIC might exercise this authority are known and additional rulemaking is likely.

The application of The Goldman Sachs Group Inc.'s proposed resolution strategy could result in greater losses for holders of our debt securities.

As required by the Dodd-Frank Act and regulations issued by the Federal Reserve Board and the FDIC, we are required to provide to the Federal Reserve Board and the FDIC a plan for our rapid and orderly resolution in the event of material financial distress affecting the firm or the failure of The Goldman Sachs Group Inc. In our resolution plan, The Goldman Sachs Group Inc. would be resolved under the U.S. Bankruptcy Code. The strategy described in our resolution plan is a variant of the single point of entry strategy: The Goldman Sachs Group Inc. would recapitalize and provide liquidity to certain major subsidiaries, including through the forgiveness of intercompany indebtedness, the extension of the maturities of intercompany indebtedness and the extension of additional intercompany loans. If this strategy were successful, creditors of some or all of The Goldman Sachs Group Inc.'s major subsidiaries would receive full recoveries on their claims, while holders of The Goldman Sachs Group Inc.'s debt securities (including holders of our fixed rate, floating rate and indexed debt securities) could face significant losses. If this strategy were not successful, The Goldman Sachs Group Inc.'s financial condition would be adversely impacted and holders of our debt securities may as a consequence be in a worse position than if the strategy had not been implemented. In all cases, any payments to holders of our debt securities are dependent on our ability to make such payments and are therefore subject to our credit risk.

The ultimate impact of the Federal Reserve Board's recently proposed rules requiring U.S. G-SIBs to maintain minimum amounts of long-term debt meeting specified eligibility requirements is uncertain.

On October 30, 2015, the Federal Reserve Board released for comment proposed rules (the TLAC Rules) that would require the eight U.S. G-SIBs, including The Goldman Sachs Group Inc., among other things, to maintain minimum amounts of long-term debt—i.e., debt having a maturity greater than one year from issuance (LTD)—satisfying certain eligibility criteria commencing January 1, 2019. As proposed, the TLAC Rules would disqualify from eligible LTD, among other instruments, senior debt securities that permit acceleration for reasons other than insolvency or payment default, as well as debt securities defined as structured notes in the TLAC Rules (e.g., many of our indexed

debt securities) and debt securities not governed by U.S. law. The currently outstanding senior LTD of U.S. G-SIBs, including The Goldman Sachs Group Inc., typically permits acceleration for reasons other than insolvency or payment default and, as a result, neither such outstanding senior LTD nor any subsequently issued senior LTD with similar terms would qualify as eligible LTD under the proposed rules. The Federal Reserve Board has requested comment on whether currently outstanding instruments should be allowed to count as eligible LTD "despite containing features that would be prohibited under the proposal". The U.S. G-SIBs, including The Goldman Sachs Group Inc., may need to take steps to come into compliance with the final TLAC Rules depending in substantial part on the ultimate eligibility requirements for senior LTD and any grandfathering provisions.

- On p. 46 the section heading "Considerations Relating to Notes Linked to LIBOR Underlyers" is hereby amended to read "Considerations Relating to Notes Linked to Benchmark Underlyers such as LIBOR"

- On p. 46 of the European Base Prospectus immediately following the heading "Considerations Relating to Notes Linked to Benchmark Underlyers such as LIBOR" the following section, which was previously added in Prospectus Supplement No. 7 under the section on p. 54 entitled "Recent Developments", is inserted:

  Regulation and reform of "benchmarks", including LIBOR, EURIBOR and other interest rate, equity, commodity, foreign exchange rate and other types of benchmarks may cause such "benchmarks" to perform differently than in the past, or to disappear entirely, or have other consequences which cannot be predicted

  The London Inter-Bank Offered Rate ("LIBOR"), the Euro Interbank Offered Rate ("EURIBOR") and other interest rate, equity, commodity, foreign exchange rate and other types of indices which are deemed to be "benchmarks" are the subject of recent national, international and other regulatory guidance and proposals for reform. Some of these reforms are already effective whilst others are still to be implemented. These reforms may cause such "benchmarks" to perform differently than in the past, or to disappear entirely, or have other consequences which cannot be predicted. Any such consequence could have a material adverse effect on any notes linked to such a "benchmark".

  Key international proposals for reform of "benchmarks" include IOSCO's Principles for Financial Market Benchmarks (July 2013) (the "IOSCO Benchmark Principles") and the proposed EU Regulation on indices used as benchmarks in certain financial instruments and financial contracts (the "Proposed Benchmark Regulation").

  The IOSCO Benchmark Principles aim to create an overarching framework of principles for benchmarks to be used in financial markets, specifically covering governance and accountability as well as the quality and transparency of benchmark design and methodologies. A review published by IOSCO in February 2015 of the status of the voluntary market adoption of the IOSCO Benchmark Principles noted that, as the benchmarks industry is in a state of change, further steps may need to be taken by IOSCO in the future, but that it is too early to determine what those steps should be. The review noted that there has been a significant market reaction to the publication of the IOSCO Benchmark Principles, with widespread efforts being made to implement the IOSCO Benchmark Principles by the majority of administrators surveyed.

  On 9 December 2015, the European Council approved the final compromise text of the Proposed Benchmark Regulation. The text of the Proposed Benchmark Regulation is subject to EU Parliamentary approval and publication in the Official Journal, expected by mid-2016. While still unclear, it appears that the Proposed Benchmark Regulation is unlikely to be implemented before the first quarter of 2018.

  Assuming that the current text is passed without change (as appears likely), the Proposed Benchmark Regulation would apply to "contributors", "administrators" and "users" of "benchmarks" in the EU, and would, among other things, (i) require benchmark administrators to be authorised (or, if non-EU-based, to have satisfied certain "equivalence" conditions in its local jurisdiction, to be "recognised" by the authorities of a Member State pending an equivalence decision or to be

"endorsed" for such purpose by an EU competent authority) and to comply with requirements in relation to the administration of "benchmarks" and (ii) ban the use of "benchmarks" of unauthorised administrators. The scope of the Proposed Benchmark Regulation is wide and, in addition to so-called "critical benchmark" indices such as LIBOR and EURIBOR, could also potentially apply to many other interest rate indices, as well as equity, commodity and foreign exchange rate indices and other indices (including "proprietary" indices or strategies) which are referenced in certain financial instruments (securities or OTC derivatives listed on an EU regulated market, EU multilateral trading facility (MTF), EU organised trading facility (OTF) or "systematic internaliser"), certain financial contracts and investment funds. Different types of "benchmark" are subject to more or less stringent requirements, and in particular a lighter touch regime may apply where a "benchmark" is not based on interest rates or commodities and the value of financial instruments, financial contracts or investment funds referring to a benchmark is less than €50bn, subject to further conditions.

The Proposed Benchmark Regulation could have a material impact on notes linked to a "benchmark" rate or index, including in any of the following circumstances:

- a rate or index which is a "benchmark" could not be used as such if its administrator does not obtain authorisation or is based in a non-EU jurisdiction which (subject to applicable transitional provisions) does not satisfy the "equivalence" conditions, is not "recognised" pending such a decision and is not "endorsed" for such purpose. In such event, depending on the particular "benchmark" and the applicable terms of the notes, the notes could be de-listed, adjusted, redeemed prior to maturity or otherwise impacted; and

- the methodology or other terms of the "benchmark" could be changed in order to comply with the terms of the Proposed Benchmark Regulation, and such changes could have the effect of reducing or increasing the rate or level or affecting the volatility of the published rate or level, and could lead to adjustments to the terms of the notes, including Calculation Agent determination of the rate or level in its discretion.

Any of the international, national or other proposals for reform or the general increased regulatory scrutiny of "benchmarks" could increase the costs and risks of administering or otherwise participating in the setting of a "benchmark" and complying with any such regulations or requirements. Such factors may have the effect of discouraging market participants from continuing to administer or contribute to certain "benchmarks", trigger changes in the rules or methodologies used in certain "benchmarks" or lead to the disappearance of certain "benchmarks". The disappearance of a "benchmark" or changes in the manner of administration of a "benchmark" could result in adjustment to the terms and conditions, early redemption, discretionary valuation by the calculation agent, delisting or other consequence in relation to notes linked to such "benchmark". Any such consequence could have a material adverse effect on the value of and return on any such notes.

- the first paragraph under the caption “Material Adverse or Significant Changes and Legal Proceedings” on p. 134 of the European Base Prospectus is hereby deleted and replaced with the following:

There has been no material adverse change in the prospects of The Goldman Sachs Group, Inc. since December 31, 2015.

- the second paragraph under the caption “Material Adverse or Significant Changes and Legal Proceedings” on p. 134 of the European Base Prospectus is hereby deleted and replaced with the following:

There has been no significant change in the financial or trading position of The Goldman Sachs Group, Inc. subsequent to December 31, 2015.

- the fourth paragraph under the caption “Material Adverse or Significant Changes and Legal Proceedings” on p. 134 of the European Base Prospectus is hereby deleted and replaced with the following:

The Goldman Sachs Group, Inc. has not been involved in any governmental, legal or arbitration proceedings during the 12 months before the date of this European base prospectus which may have, or have had in the recent past, significant effects on The Goldman Sachs Group, Inc. financial position or profitability, except as may otherwise be indicated in Part II, Item 8: Financial Statements and Supplementary Data — Note 27: Legal Proceedings of our 2015 Form 10-K.

- The section entitled “Austria” on p. 141 is hereby deleted and replaced with the following:

AUSTRIA

The following is a brief overview of Austrian (income) tax aspects in connection with the notes. It does not claim to fully describe all Austrian tax consequences of the acquisition, ownership, disposition or redemption of the notes. In some cases a different tax regime may apply. As under the program different types of notes may be issued, the tax treatment of such notes can be different due to their specific terms. Further, this overview does not take into account or discuss the tax laws of any country other than Austria nor does it take into account the investors' individual circumstances. Prospective investors are advised to consult their own professional advisors to obtain further information about the tax consequences of the acquisition, ownership, disposition, redemption, exercise or settlement of any of the notes. Only personal advisors are in a position to adequately take into account special tax aspects of the particular notes in question as well as the investor's personal circumstances and any special tax treatment applicable to the investor. Tax risks resulting from the notes (in particular from a potential qualification as a foreign investment fund within the meaning of sec 188 of the Austrian Investment Funds Act) shall in any case be borne by the investors.

This overview is based on Austrian law as in force as of the date of this European base prospectus. The laws and their interpretation by the tax authorities may change and such changes may also have retroactive effect. With regard to certain innovative or structured financial notes or instruments there is currently neither case law nor comments of the financial authorities as to the tax treatment of such financial notes and instruments. Accordingly, it cannot be ruled out that the Austrian financial authorities and courts or the Austrian paying agents adopt a view different from that outlined below.

An amendment to the tax legislation was passed by the Austrian National Council and published in the National Gazette on 14 August 2015. It contains a rise of the flat (special) tax rate and the withholding tax rate for individuals from 25% to 27.5% from 1 January 2016 for most investment income. Loss compensation rules were also amended.

Individual Investors

Individual is Austrian resident or has his/her habitual abode in Austria

For the purpose of the principles regarding the taxation of investment income in Austria outlined below it is assumed that the notes are securitized, legally and factually offered to an indefinite number of persons (public offering) and are neither equity instruments as shares or participation rights (*Substanzgenussrechte*) nor investment fund units. In case of private placements other principles apply. For not securitized derivatives the principles outlined below would be applicable if the custodian or paying agent (see below) withholds and pays tax as explained below on a voluntary basis. If income from the notes is paid out by a custodian or a paying agent (credit institutions including Austrian branches of foreign credit institutions paying out the income to the holder of the notes [*depotführende oder auszahlende Stelle*]) located in Austria, the custodian or paying agent has to withhold and pay to the financial authorities 27.5% withholding tax. The term "income from the notes" includes (i) interest payments as well as (ii) income, if any, realized upon redemption or prior redemption or (iii) income realized upon sale of the notes (capital gains). In the case of notes that are performance linked (e.g., structured notes, index certificates) with reference items such as shares, bonds, certificates, indices, currency exchange rates, fund shares, future contracts, interest rates or baskets of such assets including discounted share certificates and bonus certificates, the total capital gains would be treated as income from derivative financial instruments according to section 27 para 4 Austrian Income Tax Act (*Einkommensteuergesetz*, "AITA"). Additional special rules on deducting 27.5% withholding tax apply to cash or share notes.

In case no withholding tax is levied on income from the notes (i.e., interest income is not paid out by a custodian or paying agent in Austria), Austrian resident individual investors will have to declare the income derived from the notes in their income tax returns pursuant to the AITA. In this case the income from the notes is subject to a flat income tax rate of 27.5% pursuant to section 27a subpara 1 AITA.

Upon relocation abroad investment income until the time of relocation is taxable in Austria. However, in case of relocation within the European Union or the European Economic Area (under certain conditions regarding assistance among the authorities) taxation can be postponed upon actual realization of the income based on a respective application for notes held as non-business assets. Special rules also apply to the transfer of a custodian account from Austria abroad. Since 1 January 2016 for notes held as business assets, exit tax arises upon relocation but may be paid over seven years.

The 27.5% withholding tax generally constitutes a final taxation (*Endbesteuerung*) for all Austrian resident individuals, if they hold the notes as a non-business asset. Final taxation means that no further income tax will be assessed and the income is not to be included in the investor's income tax return. In case of an average income tax rate below 27.5%, the income may, nevertheless, be included in the individual tax return and the withholding tax is credited against income tax or paid back, respectively. Expenses in this regard (e.g., bank fees or commissions) are not tax deductible (*Abzugsverbot*) according to section 20 para 2 AITA. Loss compensation to a certain extent is applicable under certain conditions.

The Treaty between the Republic of Austria and the Swiss Confederation on Cooperation in the Areas of Taxation and Capital Markets and the Treaty between the Republic of Austria and the Principality of Liechtenstein on Cooperation in the Area of Taxation provide that a Swiss or Liechtenstein, respectively, paying agent has to withhold a tax amounting to 25% or 27.5% on, inter alia, interest income, dividends and capital gains from assets booked with an account or deposit of such Swiss or Liechtenstein paying agent or managed by a Swiss or Liechtenstein paying agent, if the relevant holder of such assets is tax resident in Austria. For Austrian income tax purposes this withholding tax has the effect of final taxation regarding the underlying income if the AITA provides for the effect of final taxation for such income. The taxpayer can opt for voluntary disclosure instead of the withholding tax by expressly authorising the Swiss or Liechtenstein paying agent to disclose to the competent Austrian authority the income and capital gains; these subsequently have to be included in the income tax return.

The redemption by delivery of underlying assets results in an acquisition of the underlying asset by the investor. Capital gains upon disposal of the underlying asset are generally taxable at the 27.5% tax rate in the case of capital investments. In the case of investment funds the securities in the fund are relevant. Capital gains from the disposal of raw materials or precious metals are subject to income tax at the full income tax rate if the disposal is effected less than one year after the acquisition.

Risk of Requalification

Further, subject to certain conditions, the notes may be re-qualified as units of a foreign investment fund in the meaning of section 188 of the Austrian Investment Funds Act (*Investmentfondsgesetz*). Pursuant to section 188 of the Austrian Investment Funds Act, the term "foreign investment fund" comprises (i) undertakings for collective investment in transferable securities ("**UCITS**") the state of origin of which is not Austria, (ii) alternative investment funds ("**AIF**") pursuant to the Austrian Act on Alternative Investment Fund Managers (*Alternative Investmentfonds Manager-Gesetz*) the state of origin of which is not Austria; and (iii) alternative undertakings subject to a foreign jurisdiction, irrespective of the legal form they are organized in, the assets of which are invested according to the principle of risk-spreading on the basis either of a statute, of the undertaking's articles or of customary exercise, in cases of abnormally low taxation in the state of residence. Uncertainties exist as to the precondition under which a foreign issuer has to be qualified as an AIF manager; regarding the definition of an AIF, the guidelines issued by the Austrian Financial Market Authority are applicable. Prospective investors are, therefore, advised to consult their tax advisors to obtain further information about the interpretation of the law and the application of the law by the tax authorities in this regard. In this respect it should be noted that the Austrian tax authorities have commented upon the distinction between index certificates of foreign issuers, on the one hand, and foreign investment funds, on the other hand, in the Investment Fund Regulations 2008. Pursuant to these regulations, a foreign investment fund may be assumed if for the purpose of the issuance a predominant actual purchase of the reference asset by the issuer or a trustee of the issuer, if any, is made or actively managed assets exist. Direct held debt securities, whose performance depend on an index, should not be seen as foreign investment funds. The term investment fund, however, does not encompass collective real estate investment vehicles pursuant to the Austrian Real Estate Funds Act (*Immobilien-Investmentfondsgesetz*).

In case of requalification of a financial instrument into a foreign investment fund, such foreign investment fund units are regarded as transparent for tax purposes. Both distributions as well as retained income are subject to income tax. Retained income is deemed distributed for tax purposes (so called "*income equivalent to distributions*" [*ausschüttungsgleiche Erträge*]), if not distributed within four months after the end of the fiscal year of the fund in which such income arose. For fiscal years ending after 30 September 2015 the time of attribution of such taxable income was generally moved to earlier dates. In case a foreign investment fund does not have an Austrian tax representative or such income equivalent to distributions is not reported to the Austrian tax authorities by the investor itself, a lump sum calculation will take place. Such lump sum calculation generally results in a higher tax basis. Generally, the flat (special) income tax rate (25% for bank interest or 27.5% for other investment income) applies. Capital gains on a disposal of units in foreign investment funds are taxed by means of the 25% (bank interest) or 27.5% (other investment income) withholding tax or are taxed at the Special Income Tax Rates of 25% (bank interest) or 27.5% (other investment income).

Individual is neither Austrian resident nor has his/her habitual abode in Austria

In case the investor (natural person) is neither Austrian resident nor has his/her habitual abode in Austria, Austrian income tax will not apply on interest payments as well as capital gains from the redemption or disposal of the notes, provided that the issuer is not Austrian resident, does not have its seat or place of management in Austria or is not an Austrian branch of a foreign bank. If the non-resident individual investor is not subject to limited income tax liability in Austria, tax deduction can be omitted, subject to certain conditions. The Austrian custodian or paying agent may refrain from withholding already at source, if the non-resident investor furnishes proof of non-residency.

Corporations / Private Foundations

Corporate investors deriving business income from the notes may avoid the application of withholding tax by filing a declaration of exemption (*Befreiungserklärung*) in the meaning of section 94 no 5 AITA with the custodian or paying agent. Additionally, the notes have to be held in a custodial account with a credit institution. Otherwise the withholding tax is credited against corporate income tax. Generally, income from the notes is subject to corporate income tax at a rate of 25%.

In case of private foundations pursuant to the Austrian Private Foundations Act (*Privatstiftungsgesetz*) fulfilling the prerequisites contained in section 13 subpara 1 of the Austrian Corporate Income Tax Act (*Körperschaftsteuergesetz*) and holding the notes as a non-business asset no withholding tax is levied on income on such notes under the conditions set forth in section 94 no 12 AITA. However, on income from the notes an interim tax (*Zwischensteuer*) at a rate of 25% is levied. This interim tax can be credited against withholding tax for amounts granted to beneficiaries of the private foundation pursuant to the Austrian Private Foundations Act.

Austrian Implementation of the EU Savings Directive

Under the EC Council Directive 2003/48/EC on the taxation of savings income, each Member State is required, from 1 July 2005, to provide to the tax authorities of another Member State details of payments of interest or other similar income paid by a person within its jurisdiction to, or collected by such a person for, an individual resident in that other Member State; however, for a transitional period, Austria, Belgium and Luxembourg were instead entitled to apply a withholding system in relation to such payments, deducting tax at rates rising over time to 35%. The transitional period is to terminate at the end of the first full fiscal year following the agreement by certain non-EU countries to the exchange of information relating to such payments.

Also with effect from 1 July 2005, a number of non-EU countries, and certain dependent or associated territories of certain Member States, have agreed to adopt similar measures (either provision of information or transitional withholding) in relation to payments made by a person within its jurisdiction to, or collected by such a person for, an individual resident in a Member State. In addition, the Member States have entered into reciprocal provision of information or transitional withholding arrangements with certain of those dependent or associated territories in relation to payments made by a person in a Member State to, or collected by such a person for, an individual resident in one of those territories.

The Austrian EU Withholding Tax Act 2004 (*EU-Quellensteuergesetz*) implementing the European Union Savings Directive, may be applicable if a paying agent in Austria (which might be, *e.g.* any Austrian bank holding a securities account for a holder of the notes) pays out interest within the meaning of the Directive to a beneficial owner who is an individual resident in another Member State other than Austria provided that no exception from such

withholding applies. The withholding tax amounts to 35%. Regarding the issue of whether certificates are subject to the withholding tax, the Austrian tax authorities distinguish between certificates with and without a capital guarantee (a capital guarantee being the promise of a repayment of a minimum amount of the capital invested or the promise of the payment of interest), with the reference assets being of relevance. Furthermore, pursuant to the guidelines published by the Austrian Federal Ministry of Finance, income from derivatives, such as futures, options or swaps, does not generally qualify as interest in the sense of the Austrian EU Withholding Tax Act.

In December 2014 the Council adopted directive 2014/107/EU amending provisions on the mandatory automatic exchange of information between tax administrations. It extended the scope of that exchange to include interest, dividends and other types of income held by private individuals and certain entities. Directive 2014/107/EU entered into force on 1 January 2016. Austria was granted an additional year to apply the new rules. Transitional provisions for cases of overlap of scope prevent parallel application. That means that there will be full tax transparency between all EU Member States from 2018, at the latest. From that date the Austrian EU-Withholding Tax will no longer be levied. Consequently Directive 2003/48/EC was repealed by the Council on 10 November 2015.

Responsibility for Withholding of Taxes

The Issuer is not liable for the withholding of taxes at source. Withholding tax is levied by an Austrian custodian or paying agent.

Inheritance and Gift Tax

In Austria, inheritance and gift tax is not levied any more. Gifts are, however, to be notified to the tax authorities. This applies if the donor or the acquirer is an Austrian tax resident at the time of the donation. In case of corporations, the registered seat or the actual place of management in Austria is relevant. Exemptions apply to donations between close family members if the value of the gift(s) does not exceed EUR 50,000 within one year and to donations between other persons if the value of the gift(s) does not exceed EUR 15,000 within five years. Although this disclosure requirement does not trigger any tax for the donation in Austria, breach of the disclosure requirement may be fined with an amount of up to 10% of the value of the gift.

Certain gratuitous transfers of assets to (Austrian and foreign) private foundations and comparable legal estates are subject to foundation transfer tax (*Stiftungseingangssteuer*). Such tax is triggered if at the time of the transfer the transferor and/or the transferee have a domicile, their habitual abode, their legal seat or their place of management in Austria. Certain exemptions apply in cases of transfers *mortis causa* of certain financial assets if income from such financial assets is subject to tax at the flat rate of 25%. The tax basis is the fair market value of the assets transferred minus any debts, calculated at the time of transfer. The tax rate is 2.5% in general with a higher rate of 25% applying in special cases. Special provisions apply to transfers to entities falling within the scope of the tax treaty between Austria and Liechtenstein.

Further, gratuitous transfers of notes may trigger income tax at the level of the transferor.

Transfer Taxes

There are no transfer taxes, registration taxes or similar taxes payable in Austria as a consequence of the acquisition, ownership, disposition or redemption of the notes.

However, on 5 May 2014, the Ministers of Finance of 10 participating member countries of the European Union adopted a declaration for enhanced cooperation regarding the introduction of a financial transaction tax based on the proposal by the European Commission adopted on 14 February 2013. Austria is one of the participating countries. The first steps of implementation are planned now for 2016. Although no law has been passed so far in Austria, such financial transaction tax may be incurred on transactions such as the acquisition, disposition or redemption of the notes in the future.

- The box under the heading “Denmark” on p. 147 is hereby deleted and replacing with the following, (for the avoidance of doubt, the text following the box remains unchanged):

The following is an overview description of the taxation in Denmark of the notes according to the Danish tax laws in force as of the date of this prospectus and is subject to any changes in law and the interpretation and application thereof, which changes could be made with retroactive effect. The following overview does not purport to be a comprehensive description of all the tax considerations that may be relevant to a decision to acquire, hold or dispose of the notes, and does not purport to deal with the tax consequences applicable to all categories of investors, some of which (such as professional dealers in securities) may be subject to special rules. Potential investors are under all circumstances strongly recommended to contact their own tax advisor to clarify the individual consequences of their investment, holding and disposal of the notes. The Issuer makes no representations regarding the tax consequences of purchase, holding or disposal of the notes.

This section does not address the potential tax consequences of the U.S. Foreign Account Tax Compliance Act for Danish resident noteholders. Payments of interest and principal on notes may be subject to withholding tax under the FATCA withholding tax may also affect payments on the notes.

- The section entitled "France" on p. 148 is hereby deleted and replaced with the following:

FRANCE

The following is a general description of the French withholding tax treatment of income from the notes. It does not purport to be a complete analysis of all tax considerations relating to the notes, whether in France or elsewhere. In particular, it does not describe the French tax treatment applicable to holders of notes who are tax residents of France, except in relation to French withholding tax on interest and does not discuss any other French tax such as other French income tax rules, French registration duties or French tax on financial transactions. It applies only to holders who are tax residents in France and who do not hold the notes in connection with a permanent establishment or a fixed base in another State. Prospective purchasers of the notes should consult their own tax advisers as to which countries' tax laws could be relevant to acquiring, holding and disposing of the notes and receiving payments of interest, principal and/or other amounts under the notes and the consequences of such actions under the tax laws of France. This overview is based upon the law as in effect on the date of this Base Prospectus, which may change at any time, possibly with retrospective effect.

Payments of interest (and principal) by the Issuer under the notes may in principle be made without any compulsory withholding or deduction for or on account of French income taxes to the extent that the Issuer is not incorporated in France or otherwise acting through a French establishment.

However, pursuant to Article 125 A of the French tax code and subject to certain exceptions, if the payment of interest and other similar income is made to French resident individuals in connection with the management of their private assets, it would be subject to a 24 per cent withholding tax. Social contributions (CSG, CRDS and other related contributions) are also levied by way of withholding tax at an aggregate rate of 15.5 per cent on interest paid to French tax resident individuals.

This withholding tax is levied by the paying agent if it is established in France.

If the paying agent is established outside France, the interest paid are declared, and the corresponding tax paid, within the first 15 days of the month following the interest payment, either by the taxpayer himself, or by the paying agent if established in an EU Member State or European Economic Area member State that has signed a bilateral mutual administrative assistance agreement in tax matters with France, provided that the paying agent has been granted a power of attorney for that purpose by the taxpayer.

This withholding tax does not trigger a discharge of the individual's personal income tax or, where applicable, of the exceptional contribution on high income earners. It constitutes an installment on account of the taxpayer's final income tax and is creditable against the final personal income tax due by the taxpayer with respect to the year during which it is withheld, the surplus, if any, being refunded to the taxpayer.

- The section entitled "Hungary" on p. 153 is hereby deleted and replaced with the following:

HUNGARY

The following is a brief overview of Hungarian tax aspects in connection with the notes. The below overview does not fully describe all tax consequences of the acquisition, ownership, disposition or redemption of the notes. This overview only discusses the tax laws of Hungary as in force on 9 February 2016 and based on the individual circumstances a different tax regime may apply. As under the Program different types of notes may be issued, the tax treatment of such notes can be different due to their specific terms. This overview does not take into account the investors' individual circumstances.

Prospective investors are advised to consult their own professional advisors to obtain further information about the tax consequences of the acquisition, ownership, disposition, redemption, exercise or settlement of any of the notes.

It cannot be excluded that Hungarian tax authorities or courts or the Hungarian Payers (as defined below) adopt a view different from that outlined below.

Income Taxation of Private individuals

Withholding (Income) Tax

Unless otherwise provided for in the applicable convention on the avoidance of double taxation between Hungary and another State where the private individual has its tax residency, the income of a private individual is subject to Hungarian personal income tax, which is withheld in the form of withholding tax. A private individual is subject to withholding taxation of certain capital incomes if such capital income is paid to the private individual taxpayer by a legal person, other organization, or private entrepreneur resident in Hungary that (who) provides taxable income, irrespective of whether such payment is made directly or through an intermediary (post office, credit institution) (a "Hungarian Payer"). The general rate of the withholding tax is 15% (fifteen per cent).

- In respect of interest, Hungarian Payer shall mean the person who pays any interest income to any private individual according to the Personal Income Tax Act, the borrower of a loan or the issuer of a bond,
- in respect of dividends, Hungarian Payer shall mean the taxpayer from whose assets such dividends are paid.
- In respect of revenues originating from a transaction concluded with the involvement of a licensed stockbroker, Hungarian Payer shall mean such stockbroker (consignee).
- In respect of income that is earned in a foreign country and taxable in Hungary, Hungarian Payer shall mean the person (legal person, other organization, or private entrepreneur) commissioned in Hungary, with the exception of transaction orders given to a credit institution solely for the performance of a transfer (payment).
- In respect of any taxable payment made by a non-resident company through its branch or commercial representation, such branch or commercial representation shall be considered a Hungarian Payer.

As long as the Issuer is not a Hungarian Payer, the Issuer is not liable for the withholding of taxes.

The withholding tax also applies if the private individual is not a Hungarian tax resident, *i.e.* is generally not subject to Hungarian income tax.

The withholding tax applies to the following kinds of income, each defined or detailed further in Act CXVII of 1995 on Personal Income Tax:

– interest income,
– income from securities lending,
– dividend income,
– capital gains income.

However, whether a withholding tax is actually applicable to a certain income, the exact details of the security, the income payment and the tax subject (holder of the security) shall be examined. Incomes which do not fit into the definitions of these incomes belong to the general tax base of private individuals, which is taxed at the same level of personal income tax, but is subject to higher social contribution burden.

Interest Income

'Interest income' shall mean the following (narrowed for the purposes of this Prospectus):

a) in case of the balance of any deposit account (savings deposit account), or payment account, the part of the interest credited and/or capitalized based on a contract (including standard service agreements and interest conditions) made between the private individual and a payment service provider that is not in excess of the fair market value;

b) in connection with debt securities and collective investments in transferable securities, which are offered and traded publicly:

ba) the income paid to the private individual under the title of interest and/or yield, due to the fact that the securities are held at a specific time prescribed as a precondition for entitlement to interest and/or yield,

bb) the gains achieved when called, redeemed, or transferred not including the transfer of collective investments in transferable securities in an exchange market, or in a market of another EEA Member State or in a Member State of the Organization for Economic Cooperation and Development (OECD) from the income payable to the private individual - irrespective of the net current value, accumulated interest or yield it represents - to the extent established according to the provisions on capital gains;

c) by way of derogation from paragraphs a)-b) directly above, if the interest income established according to paragraphs a)-b) represents any asset (e.g. securities) from which the tax cannot be deducted, the taxable amount shall be calculated by multiplying the fair market value of the asset by either 1.18, or 1.27 if the interest income is subject to a healthcare contribution obligation.

The legal title of tax liability in connection with any interest income not mentioned in paragraphs a)-c) above and Section 65 (1) of the Personal Income Tax Act or that is obtained by way of derogation from the conditions defined therein shall be determined in consideration of the contract between the parties affected (meaning the private individual and the person paying the interest income, or between these persons and a third party), and the relating tax liabilities of the payer or the private individual shall be satisfied accordingly (including, in particular, the assessment, payment and declaration of income, tax amount, tax advance, and the related disclosures).

If the private individual does not acquire the income through a Hungarian Payer, the private individual shall establish the private income tax after the interest income in its own tax return and pay it. The rate of the tax is 15% (fifteen per cent).

The revenues in connection with which the Act on the Rules of Taxation prescribes compulsory data disclosure (pursuant to the EU Savings Directive 2003/48/EC, see below) relating to income received in the form of interest payments shall not be taken into account as income in Hungary. In case of long-term investments ("*tartós*

befektetés"), interest income shall be free of tax if the private individual does not interrupt the deposit period of five years.

Securities Lending Fee

The entire fee of securities lending acquired by the private individual shall qualify as taxable income. The Hungarian Payer shall establish, deduct and pay the tax, the amount of which is 15%.

Profit Realized on Swaps

Profit realized on swaps shall mean the part of the proceeds received by a private individual in a tax year in connection with interest-rate, currency and equity swaps (swap receipts) that is in excess of the expenses (swap expenses) the private individual has incurred and verified as directly related to the transaction in question. Any sum of swap expenses that is in excess of swap receipts shall be treated as a loss realized on swaps.

Profits and/or losses realized on swaps:

a) shall be determined by the Hungarian Payer at the end of the tax year separately for each transaction, and they shall supply a certificate to the private individual affected by 31 January of the year following the tax year broken down according to transactions, and shall disclose such information to the National Tax and Customs Authority in accordance with the Act on the Rules of Taxation;

b) shall be recorded by the private individual in the absence of a Hungarian Payer.

By way of derogation from the above, the legal title of the income and the amount of tax liability shall be determined in consideration of the contract between the parties affected (meaning the private individual to whom the income was paid and the other party to the transaction, or between these persons and a third party) and the circumstances under which the income was obtained if it is established that the private individual arranged the transaction in a way to make a profit without any real risk, by setting conditions in derogation from the market price, exchange rates, interest rates, fees and other factors.

In connection with the profit realized on swaps, the Hungarian Payer is not subject to the obligation of tax deduction. The private individual affected shall assess the profit realized on swaps and the tax payable on such income following the end of the tax year separately for each transaction, and shall declare them in his tax return filed for the tax year, and shall pay the tax by the deadline prescribed for filing tax returns.

If a swap is carried over to the next tax year, and if the private individual realizes any loss on this swap that covers such carried over period (as well), and indicates this loss separately for each transaction in his tax return filed for the tax year when the loss was realized, the private individual shall be entitled to tax compensation that may be claimed as tax paid in the tax return.

Tax compensation shall be established separately for each transaction on an annual basis, cumulatively (carried over) under the duration of the transaction, supported by regularly updated bookkeeping records (see Section 65/B of the Private Income Tax Act).

Dividend Income

All revenues of private individuals received as dividends or dividend advance shall be considered income. For the purposes of this Prospectus:

a) dividend shall mean (among others):

– interest on interest-bearing shares,

– income specified as dividends by the laws of other countries,

– the yield of venture capital notes,

– the payment made by the trustee to the private individual beneficiary or settlor from the yields of the trust assets, based on a [Hungarian] trust deed; (unless the beneficiary obtained such status as consideration for or related to an activity, transfer of assets or provision of services), it shall be assumed that yields are acquired before capital from the trust assets, if yield and capital cannot be separately identified, the entire amount obtained by the private individual shall be regarded as dividend;

– payment as a share from its profits by a small taxpayer company to its shareholder not notified as a small taxpayer;

b) dividend advance shall mean any prepayments of dividends made on the dividend estimated for the tax year.

The tax on dividends (dividend advances) shall be assessed by the Hungarian Payer:

a) including resident credit institutions and investment service providers, in connection with any payment (credit) of dividend (dividend advance) earned abroad to a private individual through the securities account (securities escrow account) it maintains on behalf of that private individual;

b) in due consideration of the rules on inability to deduct withholding tax and of the special rules of taxation applicable to the income of foreign nationals laid down in Act on the Rules of Taxation;

at the time of payment, and shall be declared and paid.

If there is no Hungarian Payer involved, the tax shall be assessed by the private individual in his tax return prepared without assistance from the tax authority and pay it before the deadline prescribed for filing. The amount of dividend advance and the tax shall be indicated for information purposes in the tax return filed for the year when the payment was made, and the amount of dividend paid as approved, and the tax deducted shall be declared in the tax return filed for the year when the resolution establishing the dividend was approved, and shall show the tax deducted and paid from the dividend advance as tax deducted.

Capital Gains Income

'Income from capital gains realized' shall mean the proceeds received upon the transfer of securities (not including lending arrangements), less the purchase price of the securities and any incidental costs associated with the acquisition of the securities. Any portion of the said profit that is to be treated as part of some other type of income shall not be considered as a capital gain.

The Hungarian Payer shall assess the amount if income realized from the revenues, the tax and tax advance corresponding to the legal title of the income relying on the data and information at its disposal on the day of payment or that can be obtained, or as verified by the private individual relating to acquisition costs and the incremental costs, and shall declare and pay it in accordance with the Act on the Rules of Taxation. If the income does not originate from a Hungarian Payer, the private individual shall establish the tax in his tax return prepared without assistance from the tax authority and pay it before the deadline prescribed for filing.

Private individuals shall include in their tax returns, in the total of their income from capital gains realized during the tax year, or by way of self-assessment of their tax returns, that part of the purchase price of securities and the incremental costs associated with the securities that the payer did not take into account when determining income.

Controlled Capital Market Transactions

In case of income from controlled capital market transactions, no withholding tax applies, however, if the Hungarian Payer of such income is an investment service provider, it shall report certain income information to the Hungarian tax authority.

Income from controlled capital market transactions shall mean the profit realized on controlled capital market transaction(s) the private individual has made during the tax year - including the capital market transactions covered by the same legal provisions at the private individuals choice - (not including interest income, or if income from long-term in-vestments has to be established based on the transaction), and received in money from all such transactions (total profit realized on transactions) that is in excess of the total losses the investment service provider has charged to the private individual in connection with a given transaction or transactions, and paid during the tax year (total loss realized on transactions). Losses on controlled capital market transactions shall include the sum of total loss realized on transactions that is in excess of the total profit realized on trans-actions.

Controlled capital market transaction shall mean any transaction concluded with an investment service provider, or with the help of an investment service provider - other than swaps - involving financial instruments (other than privately placed securities) or commodities, as well as spot transactions concluded within the framework of financial services, or within the framework of investment services and ancillary investment ser-vices involving foreign exchange or currency, where such deals are concluded by financial settlement and, in either case, if they satisfy the provisions of the said acts pertaining to transactions, except for the transactions where a price - other than the fair market value - is used as specified by the investment service providers customer and/or the parties he represents (a private individual, and/or any person closely linked to one another by their common interests, directly or otherwise), and

a) if executed within the framework of activities supervised by the Hungarian financial supervisory authority (FSA),

b) that is concluded with an investment service provider, or with the help of an investment service provider, operating in the money markets of any EEA Member State, or any other State with which Hungary has an agreement on double taxation, and

ba) if executed within the framework of activities supervised by the competent authorities of that State, and

bb) if the given State is not an EEA Member State, there are facilities in place to en-sure the exchange of information between the competent authorities mentioned above and the FSA, and

bc) for which the private individual has a certificate made out by the investment service provider to his name, containing all data and information for each and every transaction concluded during the tax year for the assessment of his tax liability.

The private individual affected shall assess - in accordance with the provisions on capital gains as well - the profit realized on such controlled capital market transaction(s) and the tax payable on such income relying on the documents (certificates of execution) made out by the investment service provider or on his own records, and shall declare them in his tax return filed for the tax year, and shall pay the tax by the deadline prescribed for filing tax returns.

If the private individual realized any loss in connection with a controlled capital market transaction during the tax year and/or during the year preceding the current tax year, and/or in the two years preceding the current tax year, and if this loss is indicated in his tax return filed for the year when the loss was realized, the private individual shall be en-titled to tax compensation that may be claimed as tax paid in the tax return.

Exceptions

A withholding tax obligation may also be created or cease due to a convention on (the avoidance of) double taxation, between Hungary and another State. The tax obligation may cease if the notes are held as long-term investment and the further requirements are met.

Valuable Consideration Obtained in the Form of Securities

In connection with any valuable consideration obtained by a private individual in the form of securities, income shall mean the fair market value of the security prevailing at the time of acquisition of the security, less the verified cost (value) of the security and any incremental costs associated with it. The type of tax liability attached to this income shall be determined on the basis of the relationship between the parties concerned (the private individual and the person from whom the security originates, and the said persons and a third party) and the circumstances under which the income was obtained, and the ensuing tax liabilities prescribed upon the payer or the private individual in question (including, in particular, the assessment, payment and declaration of income, tax amount, tax advance, and the related disclosures) shall be satisfied accordingly.

Among other cases, the valuable consideration obtained by a private individual in the form of securities shall not be treated as income if the private individual

– obtained the security in question through exercising a right that was obtained in a transaction offering equal conditions to all parties concerned;
– has obtained the shares from another private individual by means of a contract with mutual consideration, provided that the amount (value) of consideration reaches the nominal value of shares, or, where there is no nominal value, their accountable par from the issuers subscribed capital; without prejudice to the applicability of other provisions on tax exemptions.

The tax rate is 15% (fifteen per cent).

Valuable Consideration Obtained by Way of Rights in Securities

If income is not realized from profits made by means of controlled capital market transactions, the following rules shall apply:

As regards the valuable consideration obtained through the transfer (assignment), termination, endorsement of the purchase, subscription, sale or other similar right in securities (exclusive of rights attached to other securities) or through the waiver of such right, from the proceeds received by the private individual the margin above the costs charged, as verified, to the private individual in connection with the acquisition of the right and the incremental costs associated with the transaction (in connection with a gratuitous or complimentary right, including any income that is deemed taxable at the time the right is acquired). The amount of income shall be assessed as on the day when received.

In connection with securities obtained by way of a purchase, subscription or other similar right in securities, the private individual obtaining them shall be subject to the provisions pertaining to valuable considerations obtained in the form of securities. In this case the date of the acquisition of income shall be determined as the date of the acquisition of the right of control over the security or the date when the private individual (or any other person acting on his behalf) takes possession of the security in question (including, in particular, when the security is credited to the securities account), whichever occurs earlier.

As regards the valuable consideration obtained through the exercise of a sale option or other similar right in securities, that part of the income defined on the basis of the obtained valuable consideration that is greater than the fair market value of the security that is effective on the day of transfer (income component for the exercise of the right in question), less the costs charged, as verified, to the private individual (in connection with a gratuitous or complimentary right, including any income that is deemed taxable at the time the right is acquired) shall be treated as income, with the exception that:

a) the amount of income from the remaining part of the proceeds received in connection with the transfer of the security shall be determined in compliance with the provisions on capital gains, with due consideration of what is contained in paragraph b);

b) where paragraph a) applies, the part of the costs charged to the private individual in connection with the acquisition of the right may be deducted from the proceeds mentioned therein under the title of transfer costs, that is in excess of the proceeds from the exercise of the option. The amount of income shall be assessed as on the day of transfer of the security in question.

The tax rate is 15% (fifteen per cent).

Healthcare Contribution

Private individuals resident in Hungary (as defined in Act LXXX of 1997 on the Eligibility for Social Security Benefits and Private Pensions and the Funding for These Services (hereinafter: ESSA)), shall be liable to pay 6 % healthcare contribution:

a) on interest income specified in Section 65 of the Personal Income Tax Act (see above) and constituting part of the tax base, except for interest income or interest exempted under the Personal Income Tax Act;

b) on the time deposit interest defined in Section 67/B of the Personal Income Tax Act, if the term deposit under the long-term investment contract is interrupted before the last day of the three-year deposit term.

The following (among others) shall be exempt from healthcare contribution:

a) interest income earned in connection with interest or dividend paid on debt securities issued by any EEA Member State covered by the Personal Income Tax Act, denominated in forints, or interest income earned upon the redemption, repurchase or transfer of such securities;

b) interest income earned in connection with interest or dividend paid on collective investment instruments, or interest income earned upon the redemption, repurchase or transfer of such collective investment instruments, where:

ba) according to internal policy of the organization issuing the collective investment instruments, or other similar internal regulations that is made available to investors, debt securities issued by any EEA Member State, denominated in forints shall cover at least 80 per cent of all investments made by such organization throughout the period of holding of such securities; and

bb) the organization issuing the collective investment instruments is subject to capital market supervision in accordance with the relevant legislation of the European Union.

The payer shall establish and deduct the 6 % healthcare contribution payable by the payer and the private individual monthly, and shall pay it by the 12th day of the month following the month during which the income was paid (provided) and shall declare it to the state tax authority. If the income is from a source other than a payer, or there is no possible way to have the healthcare contribution deducted, the healthcare contribution shall be established and paid by the private individual, and shall declare it in due observation.

Payers shall establish, and deduct the amount of healthcare contribution payable on interest income and long-term investment interest, and the base thereof, irrespective of the individual's resident status, and shall declare it in the gross value as a liability independent of the private individual. If the private individual is not required to pay the healthcare contribution (due to being non-resident), an application for refund of any healthcare contribution deducted may be submitted, with adequate proof attached to verify his nonresident status under the ESSA or of being exempted from the payment of healthcare contribution.

The private individual is not required to declare the healthcare contribution on interest income, if the income is received from a payer. However, the private individual shall assess, declare and pay healthcare contribution on the

time deposit interest defined in Section 67/B of the Personal Income Tax Act, if the term deposit under the long-term investment contract is interrupted before the last day of the three-year deposit term, as set out above.

Corporate Income Tax

Generally, with the exception of special cases, legal entities and Hungarian ring-fenced trust assets are not subject to any corporate income tax withholding in connection with capital gains (interest, dividend and return on security sales revenues) on the basis of Act LXXXI of 1996 on Corporate Income Tax.

The tax rate is 10% for the part of the positive tax base that does not exceed HUF 500 million. For the part above that, the tax rate is 19%.

EU Savings Directive

Although the EU Savings Directive 2003/48/EC has been repealed from 1 January 2016, the measures implementing the directive remained effective under Hungarian law.

As the transposition of Directive 2003/48/EC, Section 52 (12) and Schedule No. 7 of Act XCII of 2003 on the Rules of Taxation regulates the exchange of information between authorities of the EU member states regarding interest payments and equivalent payments on the basis of the following principles:

- A payer shall supply to the state tax authority the information on the beneficial owner and the amount of interest paid.
- For the purposes of the information exchange obligation, payer means any economic operator or other organization who pays interest to or secures the payment of interest for the immediate benefit of a beneficial owner established in another Member State of the European Union.
- An economic operator paying interest to members of an organization who qualify as beneficial owners, via the same organization resident in another EU Member State shall also provide information to the state tax authority, except for certain cases.
- For the purposes of the information exchange, Schedule No. 7. defines the notion of interest payment and beneficial owner.
- The payer shall take all reasonable steps to establish the identity of the beneficial owner in accordance.
- The Hungarian tax authority transfers the provided data to the tax authority of the member state of the beneficial owner's tax residence."

Inheritance duty

If a private investor deceases, the inheritance may be subject to inheritance duty ("*öröklési illeték*"). Inheritance duty is applicable to the assets within Hungary; as well as the moveable assets inherited by a Hungarian citizen/resident/legal person if such assets are not subject to inheritance in the country of their location.

The base for such inheritance duty is the clear value of the acquired assets (i.e. after the deduction of liabilities). The duty rate is 18%.

Inheritance of the deceased investor's lineal relatives (parents, grandparents, children, grandchildren etc., including where relationship is based on adoption) and surviving spouse is free of inheritance duty.

Gift duty

The free transfer of the notes is subject to gift duty payable by the receiving party. The base for the duty is the value of the gift. The duty rate is 18%.

The following (among others) are not subject to gift duty:

– gift in the value not exceeding HUF 150,000 in market value if no document was made;

– gift acquired by the donor's lineal relatives (parents, grandparents, children, grandchildren etc., including where relationship is based on adoption) and spouse;

– the transfer of assets to a trustee notified as such to the tax authority, under a trust deed established pursuant to the Civil Code, unless the trustee acquires it as a beneficiary.

– the acquisition of the trust assets and its yield by the settlor (even as a beneficiary).

Financial transaction duty

Hungarian payment service providers are obliged to pay financial transaction duty for each crediting on Hungarian bank accounts. The general rate of the duty is 0.3 per cent. of the transferred amount but the maximum of HUF 6,000. Thus, crediting of the proceeds of the Securities to Hungarian bank accounts may be subject to additional banking fees if the payment service providers charge such duty to the clients directly.

- The section entitled "Luxembourg" on p. 168 is hereby deleted and replaced with the following:

Luxembourg

The following is a general description of certain Luxembourg withholding tax considerations relating to the notes. It specifically contains information on taxes on the income from the notes withheld at source and provides an indication as to whether the issuer assumes responsibility for the withholding of taxes at the source. It does not purport to be a complete analysis of all tax considerations relating to the notes, whether in Luxembourg or elsewhere. Prospective purchasers of the notes should consult their own tax advisers as to which countries' tax laws could be relevant to acquiring, holding and disposing of the notes payments of interest, principal and/or other amounts under the notes and the consequences of such actions under the tax laws of Luxembourg. This overview is based upon the law as in effect on the date of this European base prospectus. The information contained within this section is limited to withholding taxation issues, and prospective investors should not apply any information set out below to other areas, including (but not limited to) the legality of transactions involving the notes.

Withholding tax

Under the Luxembourg general tax laws currently in force (and subject to the exceptions below), there is no withholding tax to be withheld by the debtor of Securities on payments of principal, premium or arm's length interest (including accrued but unpaid interest). Nor is any Luxembourg withholding tax payable upon redemption or repurchase of Securities to the extent said Securities do not (i) give entitlement to a share of the profits generated by the issuing company and (ii) the issuing company is not thinly capitalised.

Under the Luxembourg law of 23 December 2005, as amended (the "**Law**"), payments of interest or similar income made or ascribed by a paying agent established in Luxembourg to or for the immediate benefit of an individual beneficial owner who is tax resident of Luxembourg will be subject to a withholding tax of 10 per cent. In case the individual beneficial owner is an individual acting in the course of the management of his/her private wealth, said withholding tax will be in full discharge of income tax. Responsibility for the withholding tax will be assumed by the Luxembourg Paying Agent. Payments of interest under Securities coming within the scope of the Law would be subject to withholding tax at a rate of 10 per cent.

Registration tax

Neither the issuance nor the transfer of Securities will give rise to any Luxembourg stamp duty, issuance tax, registration tax, transfer tax or similar taxes or duties. Notwithstanding, documents relating to the Securities, other than the Securities themselves, presented in a notarial deed or in the course of litigation may require registration. In this case, and based on the nature of such documents, registration duties may apply.

- The section entitled “EU Savings Directive” under “The Netherlands” on p. 172 is hereby deleted
- The text under the heading “Polish implementation of the EU Savings Directive” on p. 176 is hereby deleted and replaced with:

  In accordance with EC Council Directive 2003/48/EC on the taxation of savings income which has been replaced from 1 January 2016 by the Directive 2014/107/EU, Poland will provide to the tax authorities of another EU member state (and certain non-EU countries and associated territories specified in that directive) details of payments of interest or other similar income paid or made available by a person having its seat within Poland to, or collected by such a person for, an individual resident in such other state.

- The section entitled “Portugal” on p. 176 is hereby deleted and replaced with the following:

PORTUGAL

The following is a general description of certain Portuguese withholding tax considerations relating to the Notes. It does not purport to be a complete analysis of all tax considerations relating to the Notes, whether in Portugal or elsewhere, neither does it purport to address the tax consequences applicable to all categories of investors, some of which may be subject to special rules. This overview is based upon the law as in effect on the date of this Private Placement Memorandum. It is subject to any change of the law that may apply after such date. The information contained within this section is limited to withholding taxation on income paid to Portuguese resident entities, and prospective investors should not apply any information set out below to other areas. Prospective purchasers of the Notes should consult their own tax advisers as to the consequences of making an investment in, holding or disposing of the Notes and the receipt of any amount under the Notes.

Payments of interest (and principal) and other income by the relevant Issuers under the Notes may in principle be made without any withholding for or on account of Portuguese taxes to the extent that the relevant Issuers are not residents of Portugal or are not otherwise acting through a Portuguese permanent establishment.

However, interest and other income (excluding capital gains) arising from the Notes is subject to withholding tax at a 28 per cent. rate when paid or made available by Portuguese resident entities (acting on behalf of the Issuer or of the holders of the Notes) to Portuguese resident individuals, in which case tax should be withheld by the former.

In this case, the holder of the Notes may choose to treat the withholding tax as a final tax or to tax the income at the general progressive income tax rates of up to 48 per cent. (plus (i) an additional surcharge of 2.5 per cent. applicable on income exceeding EUR 80,000 and up to EUR 250,000 and of 5 per cent. applicable on income exceeding EUR 250,000 and (ii) a surtax of up to 3.5 per cent. on income exceeding the annual national minimum wage), in which case the withholding will be considered as a payment on account of the final tax liability.

Such income when paid or made available to accounts in the name of one or more resident accountholders acting on behalf of unidentified third parties is subject to a final withholding tax rate of 35 per cent. unless the relevant beneficial owners of the income are identified, in which case the general tax rules apply.

A withholding tax rate of 35 per cent. also applies to income due by non-resident entities domiciled in a country, territory or region subject to a clearly more favourable tax regime included in the "low tax jurisdictions" list (approved by Ministerial order no. 150/2004, of 13 February 2004, as amended) and paid or made available by Portuguese resident entities to individuals resident in Portugal.

EU Savings Directive / Mandatory Automatic Exchange of Information

Under EC Council Directive no. 2003/48/EC, of 3 June 2003, on taxation of savings income in the form of interest payments, Member States are required to provide to the tax authorities of another Member State, details of payments

of interest (or similar income) paid by a person within its jurisdiction to an individual resident in that other Member State.

A number of non-EU countries and certain dependent or associated territories of certain Member States have agreed to adopt similar measures (either provision of information or transitional withholding) in relation to payments made by a person within its jurisdiction to, or collected by such a person for, an individual resident in a Member State. In addition, the Member States have entered into reciprocal provision of information or transitional withholding arrangements with certain of those dependent or associated territories in relation to payments made by a person in a Member State to, or collected by such a person for, an individual resident in one of those territories.

Portugal has implemented the above Directive on taxation of savings income in the form of interest payments into the Portuguese law through Decree-Law no. 62/2005, of 11 March 2005, as amended by Law no. 39-A/2005, of 29 July 2005.

Meanwhile, further measures in the field of information exchange were adopted at the EU-level, namely with the approval by the European Council of the Directive no. 2014/107/EU of 9 December 2014) which amended EU Council Directive no. 2011/16/EU ("**Administrative Cooperation Directive**") to extend the mandatory automatic exchange information to a wider range of income, including financial income, in line with the Standard for Automatic Exchange of Financial Account Information in Tax Matters issued by OECD in July 2014 and with the bilateral exchange agreements between the United States of America and several other countries to implement the United States' Foreign Account Tax Compliance Act ("**FATCA**").

Given the broader scope of Council Directive no. 2014/107/EU and in order to prevent overlap between the EU Savings Directive and Administrative Cooperation Directive (as amended by Council Directive no. 2014/107/EU), the EU Savings Directive has been repealed with effect from 1 January 2016 (and from 1 January 2017 in case of Austria) by the Council Directive 2015/2060 of 10 November 2015.

Notwithstanding, certain provisions of the EU Savings Tax Directive, namely the obligation to provide the tax authorities of another Member State with details of payments of interest (or similar income) paid by a person within its jurisdiction to an individual resident in that other Member State will continue to be effective during 2016 or, in any case, until those obligations have been fulfilled.

Although Portugal was required to implement the Council Directive no. 2014/107/EU by no later than 1 January 2016, as at the date of this Private Placement Memorandum the above mentioned Council Directive has not been yet implemented under the Portuguese national legislation.

Prospective investors resident in Portugal should consult their own legal or tax advisers regarding the consequences of the Council Directive no. 2014/107/EU in their particular circumstances.

- The section entitled "Slovakia" on p. 177 is hereby deleted and replaced with the following:

SLOVAKIA

The following is a brief overview of Slovakia (income) tax aspects in connection with the notes. It does not claim to fully describe all Slovak tax consequences of the acquisition, ownership, disposition or redemption of the notes. In some cases a different tax regime may apply. As under the Program different types of notes may be issued, the tax treatment of such notes can be different due to their specific terms. Further, this overview does not take into account or discuss the tax laws of any country other than Slovakia nor does it take into account the investors' individual circumstances. Prospective investors are advised to consult their own professional advisors to obtain further information about the tax consequences of the acquisition, ownership, disposition, redemption, exercise or settlement of any of the notes. Only personal advisors are in a position to adequately take into account special tax aspects of the particular notes in question as well as the investor's personal circumstances and any special tax treatment applicable to the investor.

This overview is based exclusively on Slovak law as in force as of the date of this European Base Prospectus. The laws and their interpretation by the tax authorities may change. With regard to certain innovative or structured financial notes or instruments there is currently neither case law nor comments of the financial authorities as to the tax treatment of such financial notes and instruments. Accordingly, it cannot be ruled out that the Slovak financial authorities and courts or the Slovak paying agents adopt a view different from that outlined below.

Slovak taxation in general

In the case where payments vis-á-vis Slovak investors and related to the notes (in Slovak: "*dlhopisy*") issued on the basis of the European Base Prospectus will not be made either by Slovak entity nor Slovak resident transfer/payment agent will take care of the payments related to the notes, such payments related to the above notes will not be subject to the withholding or securing tax in the Slovak Republic.

If the payments related to the notes not being the state notes are paid by the paying agent resident or having a permanent establishment in the Slovak Republic, there is a high risk that the interest or any other similar income paid (i) to individuals, (ii) to a taxable party not established or founded to conduct business (e.g., associations of legal entities, chambers of professionals, civic associations, including trade union organizations, political parties and movements, churches and religious communities recognized by the State, etc.), (iii) to the National Property Fund of the Slovak Republic, (iv) to the National Bank of Slovakia or (v) to a non-resident legal entity not conducting business in the territory of the Slovak Republic through a permanent establishment (i.e., a legal entity not having its registered office or its place of actual management or its permanent establishment in the territory of the Slovak Republic – non-Slovak tax resident) could be subject to the 19 per cent withholding tax (or 35 per cent in case of countries that are not protected by bilateral Double Taxation Treaty).

Further, any interest paid or any other similar income from notes not being the state notes paid by the paying agent resident or having a permanent establishment in the Slovak Republic to other non-Slovak tax resident not mentioned in the previous paragraph may still be subject to 19 per cent (or 35 per cent) securing or withholding tax, unless the non-Slovak tax resident is a tax resident of an EU Member State (in which case no tax securing is required). No tax securing is required if a non-Slovak tax resident proves that he already pays Slovak income tax prepayments; the respective tax administrator may however decide otherwise. In any case, such tax security would be subsequently credited against the final Slovak tax liability of the non-Slovak tax resident in its income tax return. The applicable Double Taxation Treaty may further provide for exemption or credit of whole amount of such tax paid in Slovakia or part thereof.

Furthermore, please note that the tax consideration of the regime of interest paid to other types of taxable parties, as mentioned above or the tax consideration of the regime of interest paid from others types of securities as notes, if applicable, would be much more complex and would require separate more detailed consideration.

Individual Investors

Individual is Slovak resident

All payments of interest and principal by the Issuer under the notes can be made free and clear of any withholding or deduction for or on account of any taxes of whatsoever nature imposed, levied, withheld, or assessed by Slovakia or taxing authority thereof or therein, in accordance with the applicable Slovak law, subject however to:

The application of 19 per cent Slovak withholding tax (in Slovak: "*zrážková daň*"), if income derived from the notes is paid out by a custodian or a paying agent (financial institutions including Slovak branches of foreign financial institutions paying out the income to the holder of the notes) located in Slovakia. The term "income from the notes" includes (i) interest and (ii) other income derived from the notes.

In case no withholding tax is levied on income from the notes (i.e., interest income is not paid out by a custodian or paying agent in Slovakia), Slovak resident individual investors will have to declare the income derived from the notes in their income tax returns pursuant to the Slovak Income Tax Act. In this case the income from the notes is generally subject to Slovak personal income tax at the 19 per cent or 25 per cent rate.

Individual is not Slovak resident

In case of non-resident holders of the notes, Slovak withholding tax will generally apply on resulting interest payments, provided that such income is attributable to his/her Slovak permanent establishment and that such payments are made by a custodian or paying agent in Slovakia.

Capital Gains

Income realized by a non-Slovak tax resident, not holding the notes through a permanent establishment in the Slovak Republic, from the sale of the notes: (i) to a Slovak tax resident, or (ii) to a Slovak permanent establishment of another non-Slovak tax resident will be subject to taxation in the Slovak Republic, unless an applicable Double Taxation Treaty provides for other taxation of income or capital gains realized from the sale of the notes by such non-Slovak tax resident. Most of the applicable Double Taxation Treaties do not permit taxation of such income in the Slovak Republic at all.

If such income realized by a non-Slovak tax resident still remains taxable in the Slovak Republic under the previous paragraph and the applicable Double Taxation Treaty does not state otherwise, a 19 per cent securing tax (or 35 per cent in case of countries that are not protected by bilateral Double Taxation Treaty) is deducted by the purchaser, unless the non-Slovak tax resident is a tax resident of an EU Member State (in which case no tax securing is required). Further, no tax securing should be required if a non-Slovak tax resident proves that he already pays Slovak income tax prepayments; the respective tax administrator may however decide otherwise. In any case, such tax security would be subsequently credited against the final Slovak tax liability of the non-Slovak tax resident. The applicable Double Taxation Treaty may further provide for exemption or credit of whole amount of such tax paid in Slovakia or part thereof.

Income realized by Slovak tax residents from the sale of the notes is generally subject to Slovak corporate income tax at 22 per cent flat rate or personal income tax at the 19 per cent or 25 per cent. rate. Losses from the sale of the notes will only be tax deductible if the conditions prescribed by Slovak Income Tax Act are met.

If the income related to sale of the notes are paid by the paying agent resident or having a permanent establishment in the Slovak Republic, there is a high risk that such income paid (i) to a taxable party not established or founded to conduct business (e.g., associations of legal entities, chambers of professionals, civic associations, including trade union organizations, political parties and movements, churches and religious communities recognized by the State, etc.), (ii) to the National Property Fund of the Slovak Republic or (iii) to the National Bank of Slovakia could be subject to the 19 per cent withholding tax (self-assessed by these taxpayers).

Revaluation differences

Slovak tax residents that prepare their financial statements under the Slovak Accounting Standards for Entrepreneurs or under the International Financial Reporting Standards may be required to reevaluate the notes to fair value for accounting purposes, whereby the revaluation would be accounted for as revenue or expense. Such revenue is generally taxable and the corresponding expense should be generally tax deductible for Slovak tax purposes.

EU Savings Directive

Under Directive 2003/48/EC on the taxation of savings income (the "**Directive 2003/48/EC**") that has been implemented into Slovak law, Member States are required to provide to the tax authorities of another Member State details of payments of interest (as defined in the Savings Directive) made by a paying agent (as defined in the

Savings Directive) within its jurisdiction to an individual resident in that other Member State. On 10 November 2015, the Council of the European Union adopted Council Directive (EU) 2015/2060 of 10 November 2015, repealing the Directive 2003/48/EC, with effect from 1 January 2016 (the "**Directive 2015/2060/EU**"). Certain provisions of the Directive 2003/48/EC will continue to be effective during 2016 and Austria will continue to apply the Directive 2003/48/EC until 31 December 2016. The repeal of the Directive 2003/48/EC is aimed at preventing overlap between the EU Savings Tax Directive and a new automatic exchange of information regime to be implemented under Council Directive 2011/16/EU on Administrative Cooperation in the field of Taxation (as amended by Council Directive 2014/107/EU).

Responsibility for Withholding of Taxes

The Issuer is generally not liable for the withholding of taxes at source. Withholding tax is levied by a Slovak custodian or paying agent.

Inheritance and Gift Tax

In Slovakia, inheritance and gift tax has been abolished as of 2004.

Other applicable taxes

No Slovak stamp duty, registration, transfer or similar tax will be payable in connection with the acquisition, ownership, sale or disposal of the notes. Certain immaterial registration fees may however be applicable.

[End of amendments]

The 2015 Form 10-K including Exhibit 21.1 is incorporated by reference into, and forms part of, this Prospectus Supplement, and the information contained in the 2015 Form 10-K including Exhibit 21.1 shall be deemed to update any information contained in the European Base Prospectus and any document incorporated by reference therein. The 2015 Form 10-K including Exhibit 21.1 will be available as described in the section "Documents Incorporated By Reference" in the European Base Prospectus. This Prospectus Supplement and the 2015 Form 10-K including Exhibit 21.1 will be available on the website of the Luxembourg Stock Exchange at http://www.bourse.lu.

Investors who have already agreed to purchase or subscribe for securities offered under the European Base Prospectus before this Prospectus Supplement is published shall have the right, exercisable within two working days after the publication of this Prospectus Supplement, up to and including Feburary 24, 2016, to withdraw their acceptances in accordance with Article 13 paragraph 2 of the Luxembourg Law.

Documents Incorporated by Reference

The European Base Prospectus, as supplemented by this Prospectus Supplement, incorporates by reference the following documents (the "Reports"):

1. the Annual Report on Form 10-K for the fiscal year ended December 31, 2014 (the "2014 Form 10-K"), including Exhibit 21.1 thereto ("Exhibit 21.1"), which we filed with the SEC on February 23, 2015;

2. the Current Report on Form 8-K dated March 9, 2015 (the "March 9 Form 8-K"), which we filed with the SEC on March 9, 2015;

3. the Current Report on Form 8-K dated March 11, 2015 (the "March 11 Form 8-K"), which we filed with the SEC on March 11, 2015;

4. the Proxy Statement relating to our 2015 Annual Meeting of Shareholders on May 21, 2015 (the "2015 Proxy Statement"), which we filed with the SEC on April 10, 2015;

5. the Current Report on Form 8-K dated April 16, 2015 (the "April 16 Form 8-K"), which we filed with the SEC on April 16, 2015;

6. the Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2015 (the "2015 First Quarter Form 10-Q"), which we filed with the SEC on May 5, 2015;

7. the terms and conditions of the Notes contained on pages 32-100 of the base prospectus dated June 11, 2010;

8. the terms and conditions of the Notes contained on pages 33-102 of the base prospectus dated June 10, 2011;

9. the prospectus supplement dated October 19, 2011 to the base prospectus dated June 10, 2011;

10. the terms and conditions of the Notes contained on pages 31-92 of the base prospectus dated June 8, 2012;

11. the terms and conditions of the Notes contained on pages 29-77 of the base prospectus dated June 10, 2013;

12. the terms and conditions of the Notes contained on pages 47-105 of the base prospectus dated June 5, 2014;

13. the Current Report on Form 8-K dated July 16, 2015 (the "July 16 Form 8-K"), which we filed with the SEC on July 16, 2015

14. the Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2015 (the "2015 Second Quarter Form 10-Q"), which we filed with the SEC on July 31, 2015;

15. the Current Report on Form 8-K dated October 15, 2015 (the "October 15 Form 8-K"), which we filed with the SEC on October 15, 2015;

16. the Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2015 (the "2015 Third Quarter Form 10-Q"), which we filed with the SEC on November 3, 2015;

17. the Current Report on Form 8-K dated December 2, 2015 (the "December 2 Form 8-K"), which we filed with the SEC on December 3, 2015;

18. the Current Report on Form 8-K dated January 14, 2016 (the "January 14 Form 8-K"), which we filed with the SEC on January 14, 2016;

19. the Current Report on Form 8-K dated January 20, 2016 (the "January 20 Form 8-K"), which we filed with the SEC on January 20, 2016; and

20. the 2015 Form 10-K including Exhibit 21.1.

For the avoidance of doubt, this Prospectus Supplement does not incorporate by reference The Goldman Sachs Group, Inc.'s Proxy Statement for its 2015 Annual Meeting of Shareholders, which has not yet been filed with the SEC.

This list supersedes the list of documents incorporated by reference on page 48 of the European Base Prospectus.

The following table supersedes the table contained on pages 49-50 of the European Base Prospectus and indicates where information required by the Prospectus Regulation to be disclosed in, or incorporated by reference into, this Prospectus Supplement can be found in the Reports. Unless otherwise specified, page references are to the body of each Report rather than to exhibits attached thereto. The information incorporated by reference that is not included in the cross-reference list is considered as additional information and is not required by the relevant schedules of the Commission Regulation (EC) 809/2004.

Information required by the Prospectus Regulation	**Document/Location**
Selected financial information for the fiscal years ended December 31, 2015, December 31, 2014 and December 31, 2013 *(Annex IV, Section 3 of the Prospectus Regulation)*	2015 Form 10-K (p. 210)
Risk factors *(Annex IV, Section 4 of the Prospectus Regulation)*	2015 Form 10-K (pp. 25-43)
Information about us	

History and development of our company *(Annex IV, Section 5.1 of the Prospectus Regulation)*	March 11 Form 8-K (p. 2) December 2 Form 8-K (p. 2) 2015 Form 10-K (p. 1)
Investments *(Annex IV, Section 5.2 of the Prospectus Regulation)*	2015 Form 10-K (pp. 81-83, 175-176)
Business overview	
Our principal activities *(Annex IV, Section 6.1 of the Prospectus Regulation)*	2015 Form 10-K (pp. 1-6, 121)
Our principal markets *(Annex IV, Section 6.2 of the Prospectus Regulation)*	2015 Form 10-K (pp. 1-7, 46, 50-51, 195-196)
Organizational structure *(Annex IV, Section 7 of the Prospectus Regulation)*	2015 Form 10-K (pp. 34-35, Exhibit 21.1)
Trend information *(Annex IV, Section 8 of the Prospectus Regulation)*	2015 Form 10-K (p. 48-112)
Administrative, management and supervisory bodies, including conflicts of interest *(Annex IV, Section 10 of the Prospectus Regulation)*	Exhibit 99.1 to the December 19 Form 8-K March 9 Form 8-K (p. 2) 2015 Proxy Statement (pp. 1, 4, 10-11, 14-35, 86-88) 2015 Form 10-K (p. 45)
Audit committee *(Annex IV, Section 11.1 of the Prospectus Regulation)*	Exhibit 99.1 to the December 19 Form 8-K March 9 Form 8-K (p. 2) 2015 Proxy Statement (pp. 25, 79-80)
Beneficial owners of more than five per cent. *(Annex IV, Section 12 of the Prospectus Regulation)*	2015 Proxy Statement (p. 91)
Financial information	
Audited historical financial information for the fiscal years ended December 31, 2015, December 31, 2014 and December 31, 2013 *(Annex IV, Section 13.1-13.4 of the Prospectus Regulation)*	2015 Form 10-K (p. 116-208)
Audit report *(Annex IV, Section 13.1 of the Prospectus Regulation)*	2015 Form 10-K (p. 115)
Balance sheet *(Annex IV, Section 13.1 of the Prospectus Regulation)*	2015 Form 10-K (p. 118)
Income statement *(Annex IV, Section 13.1 of the Prospectus Regulation)*	2015 Form 10-K (p. 116-117)
Cash flow statement *(Annex IV, Section 13.1 of the Prospectus Regulation)*	2015 Form 10-K (p. 120)
Accounting policies and explanatory notes *(Annex IV, Section 13.1 of the Prospectus Regulation)*	2015 Form 10-K (p. 51-54, 121-208)
Legal and arbitration proceedings (*Annex IV*, *Section 13.6 of the Prospectus Regulation)*	2015 Form 10-K (p. 44, 198-205)
Share capital *(Annex IV, Section 14.1 of the Prospectus Regulation)*	2015 Form 10-K (p. 118, 180-182)

References to the European Base Prospectus in the European Base Prospectus shall hereafter mean the European Base Prospectus as supplemented by this Prospectus Supplement, Prospectus Supplement No. 1, dated

July 16, 2015, Prospectus Supplement No. 2, dated August 3, 2015, Prospectus Supplement No. 3, dated October 16, 2015, Prospectus Supplement No. 4, dated November 3, 2015, Prospectus Supplement No. 5, dated December 2, 2015, Prospectus Supplement No. 6, dated January 19, 2016 and Prospective Supplement No. 7, dated January 20, 2016. The Goldman Sachs Group, Inc. has taken all reasonable care to ensure that the information contained in the European Base Prospectus, as supplemented by this Prospectus Supplement, is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import and accepts responsibility accordingly.

This Prospectus Supplement is not for use in, and may not be delivered to or inside, the United States.

Prospectus Supplement, dated February 22, 2016