



**GOLDMAN SACHS FINANCE CORP INTERNATIONAL LTD**  
*(Incorporated with limited liability in Jersey)*

Series M Programme for the issuance of Warrants, Notes and Certificates

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**Issue of up to USD 10,000,000 Two-Year USD Twin Win Notes linked to  
the NASDAQ-100 Index<sup>®</sup>, due February 1, 2021**

**(the "Securities" or the "Notes")**

**(ISIN: XS1922387730)**

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Guaranteed by  
**THE GOLDMAN SACHS GROUP, INC.**  
*(A corporation organised under the laws of the State of Delaware)*

### **Prospectus**

This document constitutes a prospectus (this "**Prospectus**") for the purposes of Article 5.3 of Directive 2003/71/EC as amended, including by Directive 2010/73/EU (the "**Prospectus Directive**") relating to the above-referenced Securities issued by Goldman Sachs Finance Corp International Ltd (the "**Issuer**" or "**GSFCI**") and guaranteed by The Goldman Sachs Group, Inc. (the "**Guarantor**" or "**GSG**"). This Prospectus should be read together with any documents incorporated by reference within it.

### **Programme**

The Securities are being issued under the Series M Programme for the issuance of Warrants, Notes and Certificates (the "**Programme**") of the Issuer and the Guarantor.

### **Status of the Securities**

The Securities are unsecured and unsubordinated general obligations of the Issuer and not of any affiliate of the Issuer. The Securities and the Guaranty (as defined below) are not bank deposits and are not insured or guaranteed by the Jersey Depositors Compensation Scheme, the United States Federal Deposit Insurance Corporation, the U.S. Deposit Insurance Fund or any other government or governmental or private agency or deposit protection scheme in any jurisdiction.

### **The Guaranty**

The payment obligations of the Issuer in respect of the Securities are guaranteed by GSG as Guarantor pursuant to a guaranty governed by laws of the State of New York dated November 22, 2018 (the "**Guaranty**"). The Guaranty will rank *pari passu* with all other unsecured and unsubordinated indebtedness of GSG.

### **Information incorporated by reference**

This Prospectus incorporates by reference certain information from the base prospectus in relation to the Programme dated March 1, 2018 (the "**Original Base Prospectus**") and the supplement(s) thereto (and the Original Base Prospectus as supplemented, the "**Base Prospectus**"), together with certain other information. See the section entitled "*Documents Incorporated by Reference*" below for details of such information incorporated

by reference. You should read this Prospectus together with the documents incorporated by reference into this Prospectus.

### **Statements in relation to prospects and financial or trading position**

In this Prospectus, where GSFCI and GSG make statements that "there has been no material adverse change in the prospects" and "no significant change in the financial or trading position" of GSFCI and GSG, respectively, references in these statements to the "prospects" and "financial or trading position" of GSFCI and GSG are specifically to their respective ability to meet their full payment obligations under the Securities (in the case of GSFCI) or Guaranty (in the case of GSG) in a timely manner. Material information about the respective financial condition and prospects of GSFCI and GSG is included in each of GSFCI's annual report, which is incorporated by reference into this Prospectus, and GSG's annual report, which is incorporated by reference into this Prospectus.

### **Risk warning**

**The payment of any amount due under the Securities is subject to our credit risk. In the event of a default by the Issuer and the Guarantor, you could lose some or all of your investment.** Before purchasing the Securities, you should carefully consider the information in this Prospectus, in particular, the section entitled "Risk Factors" below.

### **Use of a benchmark**

Amounts payable under the Securities are calculated by reference to the NASDAQ-100 Index<sup>®</sup>, which is provided by The NASDAQ OMX Group, Inc. (the "**Administrator**"). As at the date of this Prospectus, the Administrator does not appear on the register of administrators and benchmarks established and maintained by the European Securities and Markets Authority ("**ESMA**") pursuant to article 36 of the Benchmarks Regulation (Regulation (EU) 2016/1011).

The date of this Prospectus is January 4, 2019.

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## IMPORTANT NOTICES

### Approval and passporting under the EU Prospectus Directive

Application has been made to the Luxembourg *Commission de Surveillance du Secteur Financier* (the "CSSF"), which is the Luxembourg competent authority for the purposes of the Prospectus Directive for approval of this Prospectus as a prospectus issued in compliance with the Prospectus Directive and relevant implementing measures in Luxembourg for the purpose of giving information with regard to the Securities. This Prospectus constitutes a prospectus for the purposes of Article 5.3 of the Prospectus Directive relating to the Securities, and should be read together with any documents incorporated by reference within it. On the approval of this Prospectus as a prospectus for the purpose of Article 5.3 of the Prospectus Directive by the CSSF, notification of such approval will be made to the Italian National Stock Exchange and Companies Commission (*Commissione Nazionale per le Società e la Borsa*) ("CONSOB") in its capacity as the competent authority of the Republic of Italy.

An application will be made for the Securities to be listed on the Official List and admitted to trading on the regulated market of the Luxembourg Stock Exchange and an application will be made for the Securities to be listed and admitted to trading on the Euro TLX market, a multilateral trading facility organised and managed by Euro TLX SIM S.p.A., which is not a regulated market for the purposes of Directive 2014/65/EU on Markets in Financial Instruments, but no assurances can be given that such applications for listing and admission to trading will be granted.

This Prospectus will be published on the websites of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)) and the Issuer ([www.goldman-sachs.it](http://www.goldman-sachs.it)).

### CSSF disclaimer

Pursuant to Article 7(7) of the Luxembourg Law on Prospectuses for Securities dated July 10, 2005 (as amended), by approving this Prospectus, the CSSF gives no undertakings as to the economic and financial characteristics of the Securities or the quality or solvency of the Issuer.

### Credit ratings

The credit ratings of GSG<sup>1</sup> referred to in this Prospectus have been issued by DBRS, Inc. ("DBRS"), Fitch, Inc.

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<sup>1</sup> The information for this rating has been extracted from information made available by each rating agency referred to below. GSG confirms that such information has been accurately reproduced and that, so far as it is aware, and is able to ascertain from information published by such ratings agencies, no facts have been omitted which would render the reproduced information inaccurate or misleading.

As at the date of this Prospectus the ratings for GSG were:

#### *Short-term debt:*

Fitch, Inc rating was F1: An 'F1' rating indicates the highest short-term credit quality and the strongest intrinsic capacity for timely payment of financial commitments; may have an added '+' to denote any exceptionally strong credit feature.

Moody's rating was P-2: 'P-2' Issuers (or supporting institutions) rated Prime-2 have a strong ability to repay short-term debt obligations.

S&P rating was A-2: A short-term obligation rated 'A-2' is somewhat more susceptible to the adverse effects of changes in circumstances and economic conditions than obligations in higher rating categories. However, the obligor's capacity to meet its financial commitment on the obligation is satisfactory.

DBRS rating was R-1(middle): This indicates superior credit quality. The capacity for the payment of short-term financial obligations as they fall due is very high. Differs from R-1 (high) by a relatively modest degree. Unlikely to be significantly

("Fitch"), Moody's Investors Service, Inc. ("Moody's"), Standard & Poor's Ratings Services, a division of The McGraw-Hill Companies, Inc. ("S&P") and Rating and Investment Information, Inc. ("R&I"), none of which entities is established in the European Union or registered under Regulation (EC) No. 1060/2009, as amended, including by Regulation (EU) No. 513/2011 (the "CRA Regulation"), and as further amended. 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 and registered with the European Securities and Markets Authority ("ESMA") under 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, Fitch, Moody's and S&P are registered under the CRA Regulation. The ESMA has approved the endorsement by such EU affiliates of credit ratings issued by DBRS, Fitch, Moody's and S&P. Accordingly, credit ratings issued by DBRS, Fitch, Moody's and S&P may be used for regulatory purposes in the EU. The credit rating issued by R&I is incorporated into this Prospectus for information purposes only.

Credit ratings may be adjusted over time, and there is no assurance that these credit ratings will be effective after the date of this Prospectus. A credit rating is not a recommendation to buy, sell or hold any Securities. The ratings shown in this section are GSG's own ratings and should not be treated as ratings of the Securities.

The list of credit rating agencies registered under the CRA Regulation (as updated from time to time) is published on the website of the ESMA ([www.esma.europa.eu/page/list-registered-and-certified-CRAs](http://www.esma.europa.eu/page/list-registered-and-certified-CRAs)).

### **Important U.S. Notices**

The Securities and the Guaranty have not been, nor will be, registered under the United States Securities Act of 1933, as amended (the "**Securities Act**"), or any state securities laws. The Securities and the Guaranty may not be offered, sold or delivered within the United States or to U.S. persons (as defined in Regulation S under the Securities Act ("**Regulation S**")). The Securities have not been approved or disapproved by the Securities and Exchange Commission (the "**SEC**") or any state securities commission in the United States nor has the SEC or any state securities commission passed upon the accuracy or the adequacy of this Prospectus. Any

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vulnerable to future events.

R&I rating was a-1: This indicates that the certainty of the fulfilment of a short-term obligation is high.

#### *Long-term debt:*

Fitch, Inc rating was A: An 'A' rating indicates high credit quality and denotes expectations of low default risk. The capacity for payment of financial commitments is considered strong. This capacity may, nevertheless, be more vulnerable to adverse business or economic conditions than is the case for higher ratings.

Moody's rating was A3: Obligations rated A are judged to be upper-medium grade and are subject to low credit risk. Moody's appends numerical modifiers 1, 2, and 3 to each generic rating classification from Aa through Caa. The modifier 1 indicates that the obligation ranks in the higher end of its generic rating category; the modifier 2 indicates a mid-range ranking; and the modifier 3 indicates a ranking in the lower end of that generic rating category.

S&P rating was BBB+: An obligation rated 'BBB' exhibits adequate protection parameters. However, adverse economic conditions or changing circumstances are more likely to lead to a weakened capacity of the obligor to meet its financial commitment on the obligation. The ratings from 'AA' to 'CCC' may be modified by the addition of a plus (+) or minus (-) sign to show relative standing within the major rating categories.

DBRS rating was A (high): An A rating indicates good credit quality. The capacity for the payment of financial obligations is substantial, but of lesser credit quality than AA. May be vulnerable to future events, but qualifying negative factors are considered manageable.

R&I rating was A: This indicates a high creditworthiness supported by a few excellent factors.

representation to the contrary is a criminal offence in the United States.

### **Post-issuance Reporting**

Neither the Issuer nor the Guarantor intend to provide any post-issuance information or have authorised the making or provision of any representation or information regarding the Issuer, the Guarantor or the Securities other than as contained or incorporated by reference in this Prospectus, in any other document prepared in connection with the Programme or as expressly approved for such purpose by the Issuer or the Guarantor. Any such representation or information should not be relied upon as having been authorised by the Issuer or the Guarantor. The delivery of this Prospectus shall not, in any circumstances, create any implication that there has been no adverse change in the financial situation of the Issuer or the Guarantor since the date hereof or, as the case may be, the date upon which this Prospectus has been most recently supplemented.

### **Restrictions and distribution and use of this Prospectus**

The distribution of this Prospectus and the offering, sale and delivery of the Securities in certain jurisdictions may be restricted by law. Persons into whose possession this Prospectus comes are required by the Issuer and the Guarantor to inform themselves about and to observe any such restrictions. This Prospectus may not be used for the purpose of an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation, and no action has been taken or will be taken to permit an offering of the Securities or the distribution of this Prospectus in any jurisdiction where any such action is required.

### **Consent of the Jersey Financial Services Commission and the Jersey Registrar of Companies**

The Jersey Financial Services Commission (the "**Commission**") has given, and has not withdrawn, its consent under Article 4 of the Control of Borrowing (Jersey) Order 1958 to the issue of the Securities by GSFCI. A copy of this Prospectus and the Base Prospectus has been delivered to the Jersey registrar of companies in accordance with Article 5 of the Companies (General Provisions) (Jersey) Order 2002, and he has given, and has not withdrawn, his consent to its circulation. It must be distinctly understood that, in giving these consents, neither the registrar of companies nor the Commission takes any responsibility for the financial soundness of GSFCI or the Guarantor or for the correctness of any statements made, or opinions expressed, with regard to them.

### **Regulation 2016/2011 (the "**Benchmarks Regulation**")**

As at the date of this Prospectus, no administrator of a benchmark referred to in this Prospectus appears in the register of administrators and benchmarks established and maintained by the European Securities and Markets Authority pursuant to Article 36 of the Benchmarks Regulation.

## SUMMARY

- *Summaries are made up of disclosure requirements known as "Elements". These elements are numbered in Sections A – E (A.1 – E.7).*
- *This summary contains all the Elements required to be included in a summary for these types of securities and Issuer. Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements.*
- *Even though an Element may be required to be inserted in the summary because of the type of securities and Issuer, it is possible that no relevant information can be given regarding the Element. In this case a short description of the Element is included in the summary with the mention of "not applicable".*

SECTION A – INTRODUCTION AND WARNINGS		
A.1	<b>Introduction and warnings</b>	This summary should be read as an introduction to the Prospectus. Any decision to invest in the Securities should be based on consideration of the Prospectus as a whole by the investor. Where a claim relating to the information contained in the Prospectus is brought before a court, the plaintiff investor might, under the national legislation of the member states, have to bear the costs of translating the Prospectus before the legal proceedings are initiated. Civil liability attaches only to those persons who have tabled the summary including any translation thereof, but only if the summary is misleading, inaccurate or inconsistent when read together with the other parts of the Prospectus or it does not provide, when read together with the other parts of the Prospectus, key information in order to aid investors when considering whether to invest in such Securities.
A.2	<b>Consents</b>	<p>Subject to the conditions set out below, in connection with a Non-exempt Offer (as defined below) of Securities, the Issuer consents to the use of this Prospectus by UBS (Italia) S.p.A., Via del Vecchio Politecnico 3, 20121, Milan, Italy (the "<b>Authorised Offeror</b>" or "<b>Distributor</b>").</p> <p>The consent of the Issuer is subject to the following conditions:</p> <p>(i) the consent is only valid during the period commencing on (and including) January 7, 2019 (only after this Prospectus has been approved as a prospectus for the purpose of Article 5.3 of the Prospectus Directive by the CSSF and notification of such approval has been made to the Italian National Stock Exchange and Companies Commission (<i>Commissione Nazionale per le Società e la Borsa</i>) ("<b>CONSOB</b>") in its capacity as the competent authority of the Republic of Italy) and ending on (and including) January 25, 2019 (the "<b>Offer Period</b>"); and</p> <p>(ii) the consent only extends to the use of this Prospectus to make Non-exempt Offers (as defined below) of the Securities in the Republic of Italy.</p> <p>A "<b>Non-exempt Offer</b>" of Securities is an offer of Securities that is not within an exemption from the requirement to publish a prospectus under Directive 2003/71/EC, as amended.</p> <p><b>Any person (an "Investor") intending to acquire or acquiring any Securities from an Authorised Offeror will do so, and offers and sales of Securities to an Investor by an Authorised Offeror will be made, in accordance with any terms and other arrangements in place between such Authorised Offeror and such Investor including as to price, allocations and settlement arrangements. The Issuer will not be a party to any such arrangements with Investors in connection with the offer or sale of the</b></p>

		Securities and, accordingly, this Prospectus will not contain such information and an Investor must obtain such information from the Authorised Offeror. Information in relation to an offer to the public will be made available at the time such sub-offer is made, and such information will also be provided by the relevant Authorised Offeror at the time of such offer.																													
<b>SECTION B – ISSUER AND GUARANTOR</b>																															
B.1	<b>Legal and commercial name of the Issuer</b>	Goldman Sachs Finance Corp International Ltd ("GSFCI" or the "Issuer").																													
B.2	<b>Domicile, legal form, legislation and country of incorporation of the Issuer</b>	GSFCI is a public limited liability company incorporated in Jersey. GSFCI mainly operates under Jersey law. The registered office of GSFCI is 22 Grenville Street, St. Helier, Jersey JE4 8PX.																													
B.4b	<b>Known trends with respect to the Issuer</b>	Not applicable; there are no known trends affecting GSFCI and the industries in which it operates.																													
B.5	<b>The Issuer's group</b>	GSFCI is a wholly-owned subsidiary of GS Global Markets, Inc. ("GS GM"). GS GM is a wholly-owned subsidiary of The Goldman Sachs Group, Inc. ("GSG" or the "Guarantor").																													
B.9	<b>Profit forecast or estimate</b>	Not applicable; GSFCI has not made any profit forecasts or estimates.																													
B.10	<b>Audit report qualifications</b>	Not applicable; there are no qualifications in the audit report of GSFCI on its historical financial information.																													
B.12	<b>Selected historical key financial information of the Issuer</b>	<p>The following table shows selected key historical financial information in relation to GSFCI:</p> <table border="1"> <thead> <tr> <th rowspan="2"><i>(in USD thousands)</i></th> <th colspan="2"><b>As at six months ended (unaudited)</b></th> <th><b>As at and for the year ended</b></th> </tr> <tr> <th><b>June 30, 2018</b></th> <th><b>June 30, 2017</b></th> <th><b>December 31, 2017</b></th> </tr> </thead> <tbody> <tr> <td>Operating profit</td> <td>-2,746</td> <td>10,318</td> <td>35,570</td> </tr> <tr> <td>Profit for the financial period</td> <td>-2,746</td> <td>10,318</td> <td>35,570</td> </tr> </tbody> </table> <table border="1"> <thead> <tr> <th rowspan="2"><i>(in USD thousands)</i></th> <th><b>As at six months ended (unaudited)</b></th> <th><b>As at (audited)</b></th> </tr> <tr> <th><b>June 30, 2018</b></th> <th><b>December 31, 2017</b></th> </tr> </thead> <tbody> <tr> <td>Current assets</td> <td>6,096,413</td> <td>2,923,466</td> </tr> <tr> <td>Net assets</td> <td>159,577</td> <td>13,090</td> </tr> <tr> <td>Total shareholders' funds</td> <td>159,577</td> <td>13,090</td> </tr> </tbody> </table>	<i>(in USD thousands)</i>	<b>As at six months ended (unaudited)</b>		<b>As at and for the year ended</b>	<b>June 30, 2018</b>	<b>June 30, 2017</b>	<b>December 31, 2017</b>	Operating profit	-2,746	10,318	35,570	Profit for the financial period	-2,746	10,318	35,570	<i>(in USD thousands)</i>	<b>As at six months ended (unaudited)</b>	<b>As at (audited)</b>	<b>June 30, 2018</b>	<b>December 31, 2017</b>	Current assets	6,096,413	2,923,466	Net assets	159,577	13,090	Total shareholders' funds	159,577	13,090
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		<sup>1</sup> GSFCI was incorporated on October 19, 2016 and the accounting reference period has been extended to 63 weeks ending December 31, 2017. The figures included in the table represent the results of GSFCI for the 63 week period commencing on October 19, 2016 and ending on December 31, 2017.																													



		<p>There has been no material adverse change in the prospects of GSFCI since December 31, 2017.</p> <p>Not applicable: there has been no significant change in the financial or trading position particular to GSFCI subsequent to June 30, 2018.</p>
B.13	<b>Recent events material to the evaluation of the Issuer's solvency</b>	Not applicable; there have been no recent events particular to GSFCI which are to a material extent relevant to the evaluation of GSFCI's solvency.
B.14	<b>Issuer's position in its corporate group</b>	<p>Please refer to Element B.5 above.</p> <p>GSFCI is part of a group of companies of which The Goldman Sachs Group, Inc. is the holding company, and transacts with, and depends on, entities within such group accordingly.</p>
B.15	<b>Principal activities</b>	The principal activity of GSFCI is the issuance of structured notes, warrants and certificates. The securities issued by GSFCI are sold to Goldman Sachs International. The proceeds of such issuances are on-lent to other members of the corporate group.
B.16	<b>Ownership and control of the Issuer</b>	GSFCI is a wholly-owned subsidiary of GS GM. GS GM is a wholly-owned subsidiary of The Goldman Sachs Group, Inc. See also Element B.5.
B.18	<b>Nature and scope of the Guaranty</b>	The payment obligations of GSFCI in respect of the Securities are guaranteed by The Goldman Sachs Group, Inc. (" <b>GSG</b> " or the " <b>Guarantor</b> ") pursuant to a guaranty governed by laws of the State of New York dated November 22, 2018 as may be amended and/or replaced from time to time (the " <b>Guaranty</b> "). The Guaranty will rank <i>pari passu</i> with all other unsecured and unsubordinated indebtedness of GSG.
B.19 (B.1)	<b>Name of Guarantor</b>	The Goldman Sachs Group, Inc.
B.19 (B.2)	<b>Domicile, legal form, legislation and country of incorporation of the Guarantor</b>	GSG is incorporated in the State of Delaware in the United States as a corporation pursuant to the Delaware General Corporation Law. GSG is located at 200 West Street, New York, New York 10282, USA.
B.19 (B.4b)	<b>Known trends with respect to the Guarantor</b>	GSG's prospects will be affected, potentially adversely, by developments in global, regional and national economies, including in the U.S., movements and activity levels, in financial, commodities, currency and other markets, interest rate movements, political and military developments throughout the world, client activity levels and legal and regulatory developments in the United States and other countries where GSG does business.
B.19 (B.5)	<b>The Guarantor's group</b>	GSG is a bank holding company and a financial holding company regulated by the Board of Governors of the Federal Reserve System. GSG's U.S. depository institution subsidiary, Goldman Sachs Bank USA, is a New York State-

		<p>chartered bank. GSG is the parent holding company of the group of companies comprising GSG and its consolidated subsidiaries (the "Group").</p> <p>As of December 2017, the Group had offices in over 30 countries and 48 per cent. of its total staff was based outside the Americas. The Group's clients are located worldwide and the Group is an active participant in financial markets around the world. In 2017, GSG generated 39 per cent. of its net revenues outside the Americas.</p> <p>GSG reports its activities in four business segments: Investment Banking, Institutional Client Services, Investing &amp; Lending and Investment Management.</p>																																																
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Total liabilities	870,428	834,533	834,533	773,272																																														
Total shareholders' equity:	86,762	82,243	82,243	86,893																																														
B.19 (B.13)	<b>Recent events material to the evaluation of the Guarantor's solvency</b>	Not applicable; there have been no recent events particular to GSG which are to a material extent relevant to the evaluation of GSG's solvency.																																																
B.19 (B.14)	<b>Dependence upon other members of the Guarantor's</b>	<p>See Element B.19 (B.5).</p> <p>GSG is a holding company and, therefore, depends on dividends, distributions and other payments from its subsidiaries to fund dividend payments and to fund</p>																																																

	<b>group</b>	all payments on its obligations, including debt obligations.
B.19 (B.15)	<b>Principal activities</b>	<p>The Group's activities are conducted in the following segments:</p> <p>(1) <b>Investment Banking:</b></p> <ul style="list-style-type: none"> <li>• Financial Advisory, which includes strategic advisory assignments with respect to mergers and acquisitions, divestitures, corporate defense activities, restructurings and spin-offs, risk management, and derivative transactions directly related to these client advisory assignments; and</li> <li>• Underwriting, which includes public offerings and private placements, including local and cross-border transactions and acquisition financing, of a wide range of securities and other financial instruments, including loans, and derivative transactions directly related to these client underwriting activities.</li> </ul> <p>(2) <b>Institutional Client Services:</b></p> <ul style="list-style-type: none"> <li>• Fixed Income, Currency and Commodities Client Execution, which includes client execution activities related to making markets in both cash and derivative instruments for interest rate products, credit products, mortgages, currencies and commodities; and</li> <li>• Equities, which includes client execution activities related to making markets in equity products and commissions and fees from executing and clearing institutional client transactions on major stock, options and futures exchanges worldwide, as well as over-the-counter transactions. Equities also includes the Group's securities services business, which provides financing, securities lending and other prime brokerage services to institutional clients, including hedge funds, mutual funds, pension funds and foundations, and generates revenues primarily in the form of interest rate spreads or fees.</li> </ul> <p>(3) <b>Investing &amp; Lending</b>, which includes the Group's investing activities and the origination of loans, including the Group's relationship lending activities, to provide financing to clients. These investments and loans are typically longer-term in nature. The Group makes investments, some of which are consolidated, including through its merchant banking business and special situations group, in debt securities and loans, public and private equity securities, infrastructure and real estate entities. Some of these investments are made indirectly through funds that the Group manages. The Group also makes unsecured and secured loans to retail clients through its digital platforms, Marcus and Goldman Sachs Private Bank Select, respectively.</p> <p>(4) <b>Investment Management</b>, which provides investment management services and offers investment products (primarily through separately managed accounts and commingled vehicles, such as mutual funds and private investment funds) across all major asset classes to a diverse set of institutional and individual clients. Investment Management also offers wealth advisory services provided by the Group's subsidiary, The Ayco</p>

		Company, L.P., including portfolio management and financial planning and counseling, and brokerage and other transaction services to high-net-worth individuals and families.
B.19 (B.16)	<b>Ownership and control of the Guarantor</b>	Not applicable; GSG is a publicly-held company listed on the New York Stock Exchange and not directly or indirectly owned or controlled by any shareholders or affiliated group of shareholders.  See Element B.19 (B.5).
<b>SECTION C – SECURITIES</b>		
C.1	<b>Type and class of Securities</b>	Cash settled Securities comprised of Index Linked Securities, being the offer of up to USD 10,000,000 Two-Year USD Twin Win Notes linked to the NASDAQ-100 Index <sup>®</sup> , due February 1, 2021 (the " <b>Securities</b> ").  ISIN: XS1922387730; Common Code: 192238773; Valoren: 45203551.
C.2	<b>Currency</b>	The currency of the Securities will be United States Dollar (" <b>USD</b> " or the " <b>Specified Currency</b> ").
C.5	<b>Restrictions on the free transferability</b>	The Securities may not be offered, sold or delivered within the United States or to U.S. persons as defined in Regulation S under the Securities Act (" <b>Regulation S</b> "), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities law.  The Securities may not be offered, sold or resold in or into the United States at any time.  Further, the Securities may not be acquired by, on behalf of, or with the assets of any plans subject to ERISA or Section 4975 of the U.S. Internal Revenue Code of 1986, as amended, other than certain insurance company general accounts.  Subject to the above, the Securities will be freely transferable.
C.8	<b>Rights attached to the Securities</b>	<b>Rights:</b> The Securities give the right to each holder of Securities (a " <b>Holder</b> ") to receive a potential return on the Securities, together with certain ancillary rights such as the right to receive notice of certain determinations and events and to vote on future amendments. The terms and conditions are governed under English law.  <b>Ranking:</b> The Securities are direct, unsubordinated and unsecured obligations of the Issuer and rank equally with all other direct, unsubordinated and unsecured obligations of the Issuer.  <b>Limitations to rights:</b> <ul style="list-style-type: none"> <li>• Notwithstanding that the Securities are linked to the performance of the underlying asset(s), Holders do not have any rights in respect of the underlying asset(s).</li> <li>• The terms and conditions of the Securities contain provisions for calling</li> </ul>

		<p>meetings of Holders to consider matters affecting their interests generally and these provisions permit defined majorities to bind all Holders, including Holders who did not attend and vote at the relevant meeting and Holders who voted in a manner contrary to the majority. Further, in certain circumstances, the Issuer may amend the terms and conditions of the Securities, without the Holders' consent.</p> <ul style="list-style-type: none"> <li>The terms and conditions of the Securities permit the Issuer and Goldman Sachs International in its capacity as calculation agent (the "<b>Calculation Agent</b>") (as the case may be), on the occurrence of certain events and in certain circumstances, without the Holders' consent, to make adjustments to the terms and conditions of the Securities, to redeem the Securities prior to maturity, (where applicable) to postpone valuation of the underlying asset(s) or scheduled payments under the Securities, to change the currency in which the Securities are denominated, to substitute the Issuer with another permitted entity subject to certain conditions, and to take certain other actions with regard to the Securities and the underlying asset(s) (if any).</li> </ul>
C.11	<b>Admission to trading on a regulated market</b>	Application will be made to admit the Securities to trading on the regulated market of the Luxembourg Stock Exchange and an application will be made for the Securities to be admitted to trading on the Euro TLX market, a multilateral trading facility organised and managed by Euro TLX SIM S.p.A., which is not a regulated market for the purposes of Directive 2014/65/EU on Markets in Financial Instruments, but no assurances can be given that such applications to admission to trading will be granted.
C.15	<b>Effect of underlying instrument on value of investment</b>	<p>The amount payable on the Securities will depend on the performance of the underlying asset(s).</p> <p>If the Securities are not redeemed early, then the cash settlement amount payable on the maturity date will be determined in accordance with Element C.18 of this Summary.</p>
C.16	<b>Expiration or maturity date</b>	The maturity date is February 1, 2021, or, if later, the fifth business day following the Valuation Date.
C.17	<b>Settlement procedure</b>	<p>Settlement of the Securities shall take place through Euroclear Bank SA/NV and Clearstream Banking, <i>société anonyme</i>.</p> <p>The Issuer will have discharged its payment obligations by payment to, or to the order of, the relevant clearing system in respect of the amount so paid.</p>
C.18	<b>Return on the Securities</b>	<p>The "<b>Issue Price</b>" of the Securities shall be 100 per cent. (100%) of the "<b>Aggregate Nominal Amount</b>" (being up to USD 10,000,000), and the return on the Securities will derive from:</p> <ul style="list-style-type: none"> <li>The potential payment of a <b>Non-scheduled Early Repayment Amount</b> upon an unscheduled early redemption of the Securities (as described below); or</li> <li>If the Securities are not previously redeemed, or purchased and</li> </ul>

cancelled, the payment of the **Final Redemption Amount** on the scheduled maturity date of the Securities.

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**Non-scheduled Early Repayment Amount**

**Unscheduled early redemption:** The Securities may be redeemed prior to the scheduled maturity (i) at the Issuer's option (a) if the Issuer determines a change in applicable law has the effect that performance by the Issuer or its affiliates under the Securities or hedging transactions relating to the Securities has become (or there is a substantial likelihood in the immediate future that it will become) unlawful or impracticable (in whole or in part), (b) where applicable, if the Calculation Agent determines that certain additional disruption events or adjustment events as provided in the terms and conditions of the Securities have occurred in relation to the underlying asset or (ii) upon notice by a Holder declaring such Securities to be immediately repayable due to the occurrence of an event of default which is continuing.

In such case, the Non-scheduled Early Repayment Amount payable on such unscheduled early redemption shall be, for each Security, an amount representing the fair market value of the Security taking into account all relevant factors less all costs incurred by the Issuer or any of its affiliates in connection with such early redemption, including those related to unwinding of any underlying and/or related hedging and funding arrangement.

**The Non-scheduled Early Repayment Amount may be less than your initial investment and therefore you may lose some or all of your investment on an unscheduled early redemption.**

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**Final Redemption Amount**

Unless previously redeemed early, or purchased and cancelled, the Final Redemption Amount payable in respect of each Security on the maturity date will be:

If a Barrier Event has not occurred, the Final Redemption Amount payable in respect of each Security will be calculated in accordance with the formula below:

$$CA \times \left\{ 1 + \text{Max} \left[ \left( \frac{RP(F)}{RP(I)} - 1 \right); \left( 1 - \frac{RP(F)}{RP(I)} \right) \right] \right\}; \text{ or}$$

If a Barrier Event has occurred, the Final Redemption Amount payable in respect of each Security will be an amount in the Specified Currency equal to the Calculation Amount.

Where:

- **Barrier Event** means (and a Barrier Event shall be deemed to have occurred if), on any Observation Date (closing valuation) during the Observation Period, the Reference Price is either (i) less than the Barrier

		<p>Level (1) or (ii) greater than the Barrier Level (2).</p> <ul style="list-style-type: none"> <li>• <b>Barrier Level (1):</b> 60 per cent. (60%) of the Reference Price (Initial) of the Underlying Asset.</li> <li>• <b>Barrier Level (2):</b> 125 per cent. (125%) of the Reference Price (Initial) of the Underlying Asset.</li> <li>• <b>CA:</b> the Calculation Amount, USD 2,000.</li> <li>• <b>Closing Index Level:</b> In respect of any relevant day, the official closing level of the Index (expressed in USD) on such day as calculated and published by the index sponsor.</li> <li>• <b>Initial Valuation Date:</b> January 25, 2019, subject to adjustment in accordance with the terms and conditions</li> <li>• <b>Max:</b> followed by a series of amounts inside brackets, means whichever is the greater of the amounts separated by a semi-colon inside those brackets.</li> <li>• <b>Observation Date (closing valuation):</b> in respect of the Index, each scheduled trading day which is not a disrupted day for the Index falling in the Observation Period. The Valuation Date will be deemed to be an Observation Date (closing valuation).</li> <li>• <b>Observation Period:</b> the period commencing on, but excluding, the Initial Valuation Date and ending on, and including, the Valuation Date.</li> <li>• <b>Reference Price:</b> in respect of any relevant day, the Closing Index Level of the Index on such day.</li> <li>• <b>RP(I) or Reference Price (Initial):</b> the Reference Price of the Underlying Asset on the Initial Valuation Date.</li> <li>• <b>RP(F) or Reference Price (Final):</b> the Reference Price of the Index on the Valuation Date.</li> <li>• <b>Valuation Date:</b> January 25, 2021, subject to adjustment in accordance with the terms and conditions.</li> </ul>								
C.19	<b>Exercise price/final reference price of the underlying</b>	The closing index level of the Index will be determined on the Valuation Date.								
C.20	<b>The underlying asset</b>	<p>The underlying asset is specified in the column entitled "Underlying Asset" (the "<b>underlying asset</b>" or the "<b>Underlying Asset</b>"), in the table below.</p> <table border="1"> <thead> <tr> <th><b>Underlying Asset</b></th> <th><b>Bloomberg page</b></th> <th><b>Reuters screen</b></th> <th><b>Index Sponsor</b></th> </tr> </thead> <tbody> <tr> <td>NASDAQ-100 Index<sup>®</sup></td> <td>NDX &lt;Index&gt;</td> <td>.NDX</td> <td>The NASDAQ OMX Group, Inc.</td> </tr> </tbody> </table> <ul style="list-style-type: none"> <li>• <b>Index:</b> the index set forth in the table above in the column entitled "Underlying Asset".</li> </ul>	<b>Underlying Asset</b>	<b>Bloomberg page</b>	<b>Reuters screen</b>	<b>Index Sponsor</b>	NASDAQ-100 Index <sup>®</sup>	NDX <Index>	.NDX	The NASDAQ OMX Group, Inc.
<b>Underlying Asset</b>	<b>Bloomberg page</b>	<b>Reuters screen</b>	<b>Index Sponsor</b>							
NASDAQ-100 Index <sup>®</sup>	NDX <Index>	.NDX	The NASDAQ OMX Group, Inc.							
<b>SECTION D – RISKS</b>										
D.2	<b>Key risks that are specific to the Issuer, the Guarantor and</b>	The payment of any amount due on the Securities is subject to our credit risk as well as the credit risk of the Guarantor. The Securities are our unsecured obligations, and the Guaranty thereof is an unsecured obligation of the Guarantor. Neither the Securities nor the Guaranty are bank deposits, and								

	<p><b>the Group</b></p>	<p>neither are insured or guaranteed by the UK Financial Services Compensation Scheme, the Jersey Depositors Compensation Scheme, the U.S. Federal Deposit Insurance Corporation, the U.S. Deposit Insurance Fund or any other government or governmental or private agency or deposit protection scheme in any jurisdiction. The value of and return on your Securities will be subject to our credit risk and that of the Guarantor and to changes in the market's view of our creditworthiness and that of the Guarantor.</p> <p>References in Elements B.12 and B.19 (B.12) above to the "prospects" and "financial or trading position" of the Issuer and Guarantor (as applicable), are specifically to their respective ability to meet their full payment obligations under the Securities (in the case of GSFCI) or Guaranty (in the case of GSG) in a timely manner. Material information about the Issuer's and the Guarantor's respective financial condition and prospects is included in each of the Issuer's and the Guarantor's annual and interim reports. You should be aware, however, that each of the key risks highlighted below could have a material adverse effect on the Issuer's and the Guarantor's businesses, operations, financial and trading position and prospects, which, in turn, could have a material adverse effect on the return investors receive on the Securities.</p> <p>The Issuer and the Guarantor are subject to a number of key risks of the Group:</p> <ul style="list-style-type: none"> <li>• The Group's businesses have been and may continue to be adversely affected by conditions in the global financial markets and economic conditions generally.</li> <li>• The Group's businesses and those of its clients are subject to extensive and pervasive regulation around the world.</li> <li>• 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.</li> <li>• 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.</li> <li>• 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 unfavourable economic, geopolitical or market conditions.</li> <li>• The Group's investment management business may be affected by the poor investment performance of its investment products or a client preference for products other than those which the Group offers or for products that generate lower fees.</li> <li>• The Group may incur losses as a result of ineffective risk management processes and strategies.</li> <li>• The Group's liquidity, profitability and businesses may be adversely</li> </ul>
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		<p>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.</p> <ul style="list-style-type: none"> <li>• A failure to appropriately identify and address potential conflicts of interest could adversely affect the Group's businesses.</li> <li>• 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.</li> <li>• 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.</li> <li>• GSG is a holding company and is dependent for liquidity on payments from its subsidiaries, many of which are subject to restrictions.</li> <li>• The application of regulatory strategies and requirements in the US and non-U.S. jurisdictions to facilitate the orderly resolution of large financial institutions could create greater risk of loss for GSG's security holders.</li> <li>• The application of GSG's proposed resolution strategy could result in greater losses for GSG's security holders, and failure to address shortcomings in the Group's resolution plan could subject the Group to increased regulatory requirements.</li> <li>• 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.</li> <li>• Concentration of risk increases the potential for significant losses in the Group's market-making, underwriting, investing and lending activities.</li> <li>• The financial services industry is both highly competitive and interrelated.</li> <li>• The Group faces enhanced risks as new business initiatives lead it to transact with a broader array of clients and counterparties and exposes it to new asset classes and new markets.</li> <li>• The Group's results may be adversely affected by the composition of its client base.</li> <li>• Derivative transactions and delayed settlements may expose the Group to unexpected risk and potential losses.</li> <li>• Certain of the Group's businesses and its funding may be adversely</li> </ul>
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		<p>affected by changes in the reference rates, currencies, indexes, baskets or ETFs to which products the Group offers or funding that it raises are linked.</p> <ul style="list-style-type: none"> <li>• The Group's businesses may be adversely affected if it is unable to hire and retain qualified employees.</li> <li>• The Group may be adversely affected by increased governmental and regulatory scrutiny or negative publicity.</li> <li>• 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.</li> <li>• The growth of electronic trading and the introduction of new trading technology may adversely affect the Group's business and may increase competition.</li> <li>• 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.</li> <li>• 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.</li> <li>• 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.</li> <li>• GSFCI does not carry out any operating business activity other than issuing securities and is largely reliant on payment obligations owed to it by its affiliates to fund its obligations under the Securities</li> <li>• Favourable or simply less adverse developments or market conditions involving industries or markets in a business where the Group has a lower concentration of clients in such industry or market may result in the Group underperforming relative to a similar business of a competitor that has a higher concentration of clients in such industry or market. For example, the Group has a smaller corporate client base in its market-making businesses than many of its peers and therefore the Group's competitors may benefit more from increased activity by corporate clients.</li> <li>• Certain of the Group's businesses and its funding may be adversely affected by changes in the reference rates, currencies, indexes, baskets, exchange-traded funds or other financial metrics to which the products offered by the Group or funding raised by the Group are linked."</li> </ul>
D.6	<b>Key risks that are specific to the</b>	<ul style="list-style-type: none"> <li>• You could lose some or all of your investment in the Securities where:</li> </ul>

	<p><b>Securities:</b></p>	<ul style="list-style-type: none"> <li>○ We (as Issuer and Guarantor) fail or go bankrupt, the Guarantor becomes subject to resolution proceedings or we are otherwise unable to meet our payment obligations. In the event that the Guarantor becomes subject to bankruptcy or resolution proceedings (but the Issuer does not), you will not be able to declare the Securities to be immediately due and repayable. The return you receive on the Securities in this particular circumstance could be significantly less than what you would have otherwise received had you been able to declare the Securities immediately due and repayable upon the bankruptcy or resolution of the Guarantor;</li> <li>○ You do not hold your Securities to maturity and the secondary sale price you receive is less than the original purchase price; or</li> <li>○ Your Securities are redeemed early due to an unexpected event and the amount you receive is less than the original purchase price.</li> </ul> <ul style="list-style-type: none"> <li>• The estimated value of your Securities (as determined by reference to pricing models used by us) at the time the terms and conditions of your Securities are set on the trade date, will be less than the original issue price of your Securities.</li> <li>• Your Securities may not have an active trading market, and you may be unable to dispose of them.</li> <li>• We give no assurance that application for listing and admission to trading will be granted (or, if granted, will be granted by the issue date) or that an active trading market in the Securities will develop. We may discontinue any such listing at any time.</li> <li>• Indices which are deemed '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 have other consequences which cannot be predicted.</li> </ul> <p><i>Risks associated with Securities linked to underlying asset(s):</i></p> <ul style="list-style-type: none"> <li>• The value and return on the Securities depends on the performance of such underlying asset(s), which may be subject to unpredictable change over time.</li> <li>• Past performance of an underlying asset is not indicative of future performance.</li> <li>• You will not have any rights of ownership in the underlying asset(s), and our obligations under the Securities to you are not secured by any assets.</li> <li>• Following a disruption event, the valuation of the underlying asset(s) may be postponed and/or valued by us (as Calculation Agent) in our</li> </ul>
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		<p>discretion.</p> <ul style="list-style-type: none"> <li>• Following the occurrence of certain extraordinary events in relation to the underlying asset(s) or in relation to index linked securities, following the occurrence of an index adjustment event, depending on the terms and conditions of the particular Securities, amongst other potential consequences, the terms and conditions of your Securities may be adjusted, the underlying asset may be substituted, or the Securities may be redeemed early at the non-scheduled early repayment amount. Such amount may be less than your initial investment and you could lose some or all of your investment.</li> <li>• The performance of indices is dependent upon many unpredictable factors, including in relation to its underlying components.</li> <li>• You may receive a lower return on the Securities than you would have received from investing in the components of the index directly because the index level may reflect the prices of such index components without including the value of dividends paid on those components.</li> <li>• The sponsor of an index may take any actions in respect of the index without regard to your interests as holders of the Securities, and any of these actions could negatively affect the value of and return on the Securities.</li> <li>• Your Securities may be adjusted or redeemed prior to maturity due to a change in law. Any such adjustment may have a negative effect on the value of and return on your Securities; the amount you receive following an early redemption may be less than your initial investment and you could lose some or all of your investment.</li> <li>• The Issuer of your Securities may be substituted with another company.</li> <li>• We may amend the terms and conditions of your Securities in certain circumstances without your consent.</li> </ul>
<b>SECTION E – THE OFFER</b>		
E.2b	<b>Reasons for the offer and use of proceeds</b>	The net proceeds of the offer will be used in the general business of the Issuer.
E.3	<b>Terms and conditions of the offer</b>	<p>An offer of the Securities will be made pursuant to Article 3(2) of the Prospectus Directive in the Republic of Italy ("<b>Public Offer Jurisdiction</b>") during the period commencing on (and including) January 7, 2019 (only after this Prospectus has been approved as a prospectus for the purpose of Article 5.3 of the Prospectus Directive by the CSSF and notification of such approval has been made to the CONSOB in its capacity as the competent authority of the Republic of Italy) and ending on (and including) January 25, 2019 by the Authorised Offeror(s) (as at the date hereof, being UBS (Italia) S.p.A., Via del Vecchio Politecnico 3, 20121, Milan, Italy)</p> <p>The Offer Period for the Securities placed in Italy outside the premises of the distributors ("<b>door-to-door</b>"), pursuant to Article 30 of Legislative Decree No. 58 of February 24, 1998, as amended (the "<b>Financial Services Act</b>") shall be</p>

		<p>from (and including) January 7, 2019 to (and including) January 18, 2019.</p> <p>Pursuant to Article 30, paragraph 6, of the Financial Service Act, the effects of the subscriptions made "door-to-door" are suspended for a period of seven days from the date of the subscription. During such period, investors have the right to withdraw from the subscription without any charge or fee, by means of notification to the relevant placer.</p> <p>In the event that the Notes are placed in Italy via distance communication techniques, including subscriptions made through a website, the Offer Period shall be from (and including) January 7, 2019 to (and including) January 11, 2019.</p> <p>Pursuant to Article 67-<i>duodecies</i> of Legislative Decree No. 206 of September 6, 2005, subscriptions made via distance communication techniques are suspended for a period of fourteen days from the date of acceptance of the subscription by the relevant placers. During such period, investors have the right to withdraw from the subscription without any charge or fee and without having to indicate any reasons thereof, by means of notification pursuant to the modalities set forth on the relevant website where the subscription was made.</p> <p>The Offer Price is the Issue Price. The Authorised Offeror will offer and sell the Securities to its customers in accordance with arrangements in place between such Authorised Offeror and its customers by reference to the Issue Price and market conditions prevailing at the time.</p> <p>Offers of Securities are conditional on their issue and are subject to certain conditions being met. The Issuer may withdraw, discontinue the offer of the Securities in whole or in part or change the Offer Period at any time before the issue date in its discretion.</p>
E.4	<b>Interests material to the issue/offer, including conflicting interests</b>	Save as disclosed in Element E.7 below, so far as the Issuer is aware, no person involved in the issue of the Securities has an interest material to the offer, including conflicting interests.
E.7	<b>Estimated expenses charged to the investor by the issuer or the offeror</b>	The Issue Price of 100 per cent. of the Aggregate Nominal Amount includes a selling commission of up to 1.70 per cent. of the Aggregate Nominal Amount which has been paid by the Issuer to the Distributor.

## RISK FACTORS

*An investment in your Securities is subject to the risks described below. You should carefully review (i) the applicable risk factors in the section entitled "Risk Factors" (pages 73-76) from the Base Prospectus incorporated by reference in this Prospectus (see the section entitled "Documents Incorporated by Reference" below) and (ii) the additional risk factors set out below, as well as the terms and conditions of the Securities described in this Prospectus. You should carefully consider whether the Securities are suited to your particular circumstances, including to consult your own professional advisers as necessary. We do not give to you as a prospective purchaser of Securities any assurance or guarantee as to the merits, performance or suitability of such Securities, and you should be aware that we act as an arm's-length contractual counterparty and not as an advisor or fiduciary.*

In these Risk Factors, "we" and "our" mean Goldman Sachs. "Goldman Sachs" means the group of companies comprising GSG and its consolidated subsidiaries.

### RISK WARNING OF POTENTIAL LOSS OF SOME OR ALL OF YOUR INVESTMENT

You may lose some or all of your entire investment in the Securities where:

- **The Issuer or the Guarantor fails or goes bankrupt or is otherwise unable to meet its payment or delivery obligations:** The payment of any amount due on the Securities is subject to the credit risk of the Issuer, and the credit risk of The Goldman Sachs Group, Inc., as Guarantor. The Securities are our unsecured obligations. The Guaranty is an unsecured obligation of GSG. Investors are dependent on our ability to pay all amounts due on the Securities, and therefore investors are subject to the Issuer's credit risk and to changes in the market's view of the Issuer's creditworthiness. Similarly, investors are dependent on the ability of The Goldman Sachs Group, Inc., as Guarantor, to pay all amounts due on the Securities, and therefore are also subject to its credit risk and to changes in the market's view of its creditworthiness. Neither the Securities nor the Guaranty are bank deposits, and neither are insured or guaranteed by the UK Financial Services Compensation Scheme, the Jersey Depositors Compensation Scheme, the United States Federal Deposit Insurance Corporation, the U.S. Deposit Insurance Fund or any other government or governmental or private agency or deposit protection scheme in any jurisdiction.
- **The secondary sale price is less than the original purchase price:** The market price of your Securities prior to maturity may be significantly lower than the purchase price you pay for them. Consequently, if you sell your Securities before the stated scheduled redemption date, you may receive far less than your original invested amount.
- **The Securities are redeemed early due to an unexpected event and the amount you receive is less than the original purchase price:** Your Securities may be redeemed in certain extraordinary circumstances as described in this Prospectus prior to scheduled maturity and, in such case, the early redemption amount paid to you may be less the amount you paid for the Securities.
- **The Guarantor fails or goes bankrupt but the Issuer does not:** The bankruptcy or resolution of the Guarantor will not constitute an event of default in relation to your Securities. There is no automatic default or acceleration upon the bankruptcy or resolution of the Guarantor. In the event that the Guarantor becomes subject to bankruptcy or resolution proceedings (but the Issuer does not), you will not be able to declare the Securities to be immediately due and repayable. The return you receive on the Securities in this particular circumstance could be significantly less than what you would have otherwise received had you been able to declare the Securities immediately due and repayable upon the bankruptcy or resolution of the Guarantor.

<p><b>These circumstances are more fully described below.</b></p>
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**A. FACTORS THAT MAY AFFECT OUR ABILITY TO FULFIL OUR OBLIGATIONS UNDER THE SECURITIES**

The Issuer may partially or wholly fail to meet its obligations under the Securities. Investors should therefore take the creditworthiness of the Issuer, as well as the creditworthiness of GSG as guarantor of the Securities, into account in their investment decision. Credit risk means the risk of insolvency or illiquidity of the Issuer, i.e., a potential, temporary or final inability to fulfil its interest and repayment obligations on time. An increased insolvency risk is typical of issuers that have a low creditworthiness.

The payment of any amount due on the Securities is subject to the credit risk of the Issuer, and the credit risk of GSG as Guarantor. The Securities are our unsecured obligations. The Guaranty is an unsecured obligation of GSG. Investors are dependent on our ability to pay all amounts due on the Securities, and therefore investors are subject to our credit risk and to changes in the market's view of our creditworthiness. Similarly, investors are dependent on the ability of GSG, as Guarantor, to pay all amounts due on the Securities, and therefore are also subject to its credit risk and to changes in the market's view of its creditworthiness.

Because the assets of GSG consist principally of interests in the subsidiaries through which GSG conducts its businesses, its right to participate as an equity holder in any distribution of assets of any of its subsidiaries upon the subsidiary's liquidation or otherwise, and thus the ability of the security holders of the Issuer, as the beneficiaries of the Guaranty by GSG, to benefit from the distribution, is junior to creditors of the subsidiary, except to the extent that any claims GSG may have as a creditor of the subsidiary are recognised. In addition, dividends, loans and advances to GSG from some of its subsidiaries are restricted by net capital requirements under the Securities Exchange Act of 1934 and under rules of securities exchanges and other regulatory bodies. Furthermore, because some of the subsidiaries of GSG are partnerships in which GSG is a general partner or the sole limited partner, GSG may be liable for their obligations. GSG also guarantees many of the obligations of its subsidiaries other than the Issuer. Any liability GSG may have for its subsidiaries' obligations could reduce its assets that are available to satisfy its Guaranty obligations to the investors in securities of the Issuer.

**The Securities are not bank deposits and are not insured or guaranteed by the UK Financial Services Compensation Scheme, the Jersey Depositors Compensation Scheme, the U.S. Federal Deposit Insurance Corporation, the U.S. Deposit Insurance Fund or any other government or governmental or private agency or deposit protection scheme in any jurisdiction. Investors are dependent on our ability to pay all amounts due on the Securities, and therefore investors are subject to our credit risk and to changes in the market's view of our creditworthiness.**

The bankruptcy or resolution of the Guarantor will not constitute an event of default in relation to the Securities. There is no automatic default or acceleration upon the bankruptcy or resolution of the Guarantor. In the event that the Guarantor becomes subject to bankruptcy or resolution proceedings (but the Issuer does not), you will not be able to declare the Securities to be immediately due and repayable. Instead, you will need to wait until the earlier of the time that (i) the Issuer itself becomes bankrupt or otherwise defaults on the terms of the Securities and (ii) the time the Securities become due and repayable at their maturity. Therefore, the return you receive on the Securities in this particular circumstance could be significantly less than what you would have otherwise received had you been able to declare the Securities immediately due and repayable upon the bankruptcy or resolution of the Guarantor.

**You should also read "Risk Factors – 4. Risks relating to GSFCl" (pages 73 to 74) in the Base Prospectus incorporated by reference herein.**

**You should read Part I, Item 1A (*Risk Factors*) (pages 23 to 42) of GSG's 2017 Form 10-K incorporated by reference herein and "*Risk Factors – 5. Risks relating to GSG*" (pages 74 to 75) in the Base Prospectus incorporated by reference herein.**

**B. FACTORS WHICH ARE MATERIAL FOR THE PURPOSES OF ASSESSING THE MARKET RISKS IN RELATION TO THE SECURITIES**

**1. Risks associated with the value and liquidity of your Securities**

**1.1 The estimated value of your Securities (as determined by reference to pricing models used by us) at the time the terms and conditions of your Securities are set on the trade date, will be less than the original issue price of your Securities**

The original issue price for your Securities will exceed the estimated value of your Securities as from the trade date, as determined by reference to our pricing models and taking into account our credit spreads. The difference between the estimated value of your Securities as of the time the terms and conditions of your Securities were set on the trade date and the original issue price is a result of many factors, including among others on issuance, the expenses incurred in creating, documenting and marketing the Securities and our own internal funding costs (being an amount based on what we would pay to holders of a non-structured security with a similar maturity). The difference may be greater when the Securities are initially traded on any secondary markets and may gradually decline in value during the term of the Securities.

In estimating the value of your Securities as of the time the terms and conditions of your Securities were set on the trade date, our pricing models consider certain variables, including principally our credit spreads, interest rates (forecasted, current and historical rates), volatility, price-sensitivity analysis and the time to maturity of the Securities. These pricing models are proprietary and rely in part on certain assumptions about future events, which may prove to be incorrect. As a result, the actual value you would receive if you sold your Securities in the secondary market, if any, to others may differ, perhaps materially, from the estimated value of your Securities determined by reference to our models due to, among other things, any differences in pricing models or assumptions used by others.

**1.2 The value and quoted price of your Securities (if any) at any time will reflect many factors and cannot be predicted**

The value and quoted price of your Securities (if any) at any time will reflect many factors and cannot be predicted. The following factors, amongst others, many of which are beyond our control, may influence the market value of your Securities:

- the volatility — i.e. the frequency and magnitude of changes — of the levels of the Underlying Asset or basket of Underlying Assets;
- whether your Securities are linked to a single Underlying Asset or a basket of Underlying Assets;
- the level, price, value or other measure of the Underlying Asset(s) to which your Securities are linked, the participation rate, the weighting multipliers, the cap level and/or the buffer level and/or other payout term, as applicable;
- the dividend rates of the stocks underlying the Underlying Asset(s);
- economic, financial, regulatory, political, military and other events that affect stock markets generally and the stocks underlying the Underlying Asset(s) or basket of Underlying Asset(s), and which may affect the closing level of the Underlying Asset(s) or the basket closing level;



- economic, financial, regulatory, geographic, judicial, political and other developments that affect the level, value or price of the Underlying Asset(s), and real or anticipated changes in those factors;
- interest rates and yield rates in the market;
- the time remaining until your Securities mature; and
- our creditworthiness, whether actual or perceived, and including actual or anticipated upgrades or downgrades in our credit ratings or changes in other credit measures.

If we make a market in the Securities, the price quoted by us would reflect any changes in market conditions and other relevant factors, including any deterioration in our creditworthiness or perceived creditworthiness. These changes may adversely affect the value of your Securities, including the price you may receive for your Securities in any market making transaction. To the extent that we make a market in the Securities, the quoted price will reflect the estimated value determined by reference to our pricing models at that time, plus or minus its customary bid and ask spread for similar sized trades of structured securities and subject to the declining excess amount described in risk factor 1.1 (*The estimated value of your Securities (as determined by reference to pricing models used by us) at the time the terms and conditions of your Securities are set on the trade date, will be less than the original issue price of your Securities*) above.

Further, if you sell or buy your Securities on the secondary market, you will likely be charged a commission for secondary market transactions, or, in the case of a sale of the Securities the price will likely reflect a dealer discount. This commission or discount will further reduce the proceeds you would receive for your Securities in a secondary market sale.

If you sell your Securities prior to maturity, you may receive less than the face amount or initial purchase price of your Securities. You cannot predict the future performance of the applicable Underlying Asset(s) based on its historical performance.

You should note that the issue price of the Securities may include subscription fees, placement fees, direction fees, structuring fees and/or other additional costs. Any such fees and costs may not be taken into account for the purposes of determining the price of such Securities on the secondary market and could result in a difference between the original issue price and/or offer price, the theoretical value of the Securities, and/or the actual bid/offer price quoted by any intermediary in the secondary market. Any such difference may have an adverse effect on the value of the Securities, particularly immediately following the issue date relating to such Securities, where any such fees and/or costs may be deducted from the price at which such Securities can be sold by the initial investor in the secondary market.

There is no assurance that we or any other party will be willing to purchase your Securities at any price and, in this regard, we are not obligated to make a market in the Securities. See risk factor 1.3 (*Your Securities may not have an active trading market; the aggregate nominal amount or number of Securities outstanding at any time may be significantly less than that outstanding on the issue date, and this could have a negative impact on your ability to sell your Securities in the secondary market*) below.

**1.3 Your Securities may not have an active trading market; the aggregate nominal amount or number of Securities outstanding at any time may be significantly less than that outstanding on the issue date, and this could have a negative impact on your ability to sell your Securities in the secondary market**

Unless we expressly tell you otherwise, or to the extent that the rules of any stock exchange on which the Securities are listed and admitted to trading require us to provide liquidity in respect of the Securities,

there may be little or no secondary market for your Securities and you may be unable to sell them.

If we do make a market for the Securities, we may cease to do so at any time without notice to you and we are not obligated to provide any quotation of bid or offer price(s) of the Securities which is favourable to you.

For those Securities for which an application will be or has been made to be listed and admitted to trading on a stock exchange, we give no assurance that such application will be accepted, that any particular Securities will be so admitted, or that an active trading market in the Securities will develop. We may discontinue any such listing at any time.

Even if a secondary market for your Securities develops, it may not provide significant liquidity and transaction costs in any secondary market could be high. As a result, the difference between bid and asked prices for your Securities in any secondary market could be substantial. See also risk factor 1.2 (*The value and quoted price of your Securities (if any) at any time will reflect many factors and cannot be predicted*) above. There may be less liquidity in the secondary market for the Securities also if they are exclusively offered to retail investors without any offer to institutional investors.

If so indicated in this Prospectus, on the Issue Date a specified amount of Securities will be issued to and made available for sale by Goldman Sachs International ("**GSI**") as dealer, and may be listed and admitted to trading on one or more markets of any European Economic Area Member State for purchase by investors. However, the Issuer and GSI (acting as dealer) reserve the right to cancel some or all of the Securities held by GSI at any time prior to the final maturity of the Securities. Accordingly, the aggregate nominal amount or number of Securities outstanding at any time may be significantly less than that outstanding on the Issue Date, and this could have a negative impact on your ability to sell the Securities in the secondary market. Any such right of cancellation by GSI shall be exercised in accordance with applicable laws, the terms and conditions of the Securities and the applicable rules of the relevant stock exchange(s) and markets, including as to notification.

You should therefore not assume that the Securities can be sold at a specific time or at a specific price during their life, and you should assume that you may need to hold them until they mature.

## **2. Risks associated with certain terms of the Securities, including adjustment, early redemption, substitution and amendments**

### **2.1 Your Securities may be redeemed prior to maturity due to a change in law event, and you may lose some or all of your investment**

Where, due to a change in law event, our performance under the Securities or hedging transactions relating to the Securities has become (or there is a substantial likelihood in the immediate future that it will become) illegal or impractical, we may, in our discretion, redeem the Securities.

If we elect to early redeem the Securities, if permitted by applicable law, we shall pay to you an amount equal to the non-scheduled early repayment amount of such Securities. Unless the terms of your Securities provide that "Par" is applicable, the non-scheduled early repayment amount will be determined on the basis of market quotations obtained from qualified financial institutions or, where insufficient market quotations are obtained, will be an amount determined by us to be the fair market value of such Securities immediately prior to such early redemption (taking into account such illegality), adjusted to account fully for any of our reasonable expenses and costs including, those relating to the unwinding of our related hedging and funding arrangements (if any). The non-scheduled early repayment amount may be less than your initial investment and you may therefore lose some or all of your investment.

Following any such early redemption of the Securities, you may not be able to reinvest the proceeds from

such redemption at a comparable return and/or with a comparable interest rate for a similar level of risk. You should consider such reinvestment risk in light of other available investments when you purchase the Securities.

## 2.2 **The Issuer of your Securities may be substituted with another company**

The Issuer may be substituted as principal obligor under the Securities by the Guarantor or another wholly-owned subsidiary of the Guarantor. Whilst the new issuer will provide an indemnity in your favour in relation to any additional tax or duties that become payable solely as a result of such substitution, you will not have the right to consent to such substitution.

## 2.3 **We may amend the terms and conditions of your Securities in certain circumstances without your consent; amendments to the Securities will bind all holders thereof**

The terms and conditions of the Securities may be amended by us without your consent as a holder of the Securities in any of the following circumstances:

- to correct a manifest or proven error or omission;
- where the amendment is of a formal, minor or technical nature; or
- where such amendment will not materially and adversely affect the interests of holders.

In certain other circumstances, the consent of a defined majority of holders is required to make amendments. The terms and conditions of the Securities contain provisions for holders of Securities to call and attend meetings to vote upon such matters or to pass a written resolution in the absence of such a meeting. Resolutions passed at such a meeting, or passed in writing, can bind all holders of Securities, including investors that did not attend or vote, or who do not consent to the amendments.

## 3. **Risks associated with foreign exchange rates**

### 3.1 **You may be exposed to foreign exchange risk on your Securities**

Foreign exchange fluctuations between your home currency and the currency in which payments under the Securities is denominated may affect you if you intend to convert gains or losses from the sale of Securities into your home currency.

Foreign exchange rates are, and have been, highly volatile and determined by supply and demand for currencies in the international foreign exchange markets; such fluctuations in rates are subject to economic factors, including, among others, inflation rates in the countries concerned, interest rate differences between the respective countries, economic forecasts, international political factors, currency convertibility and safety of making financial investments in the currency concerned, speculation and measures taken by governments and central banks.

Foreign currency exchange rates can either float or be fixed by sovereign governments. From time to time, governments use a variety of techniques, such as intervention by a country's central bank or imposition of regulatory controls or taxes, to affect the exchange rate of their currencies. Governments may also issue a new currency to replace an existing currency or alter the exchange rate or exchange characteristics by devaluation or revaluation of a currency. Thus, a particular concern in purchasing Securities with foreign exchange risks as described above is that their yields or payouts could be significantly and unpredictably affected by governmental actions. Even in the absence of governmental action directly affecting currency exchange rates, political or economic developments in the country of the relevant currency or elsewhere could lead to significant and sudden changes in the exchange rate of that currency and others. These changes could negatively (or positively) affect the value of and return on

the Securities as participants in the global currency markets move to buy or sell the relevant currency in reaction to these developments.

Governments have imposed from time to time and may in the future impose exchange controls or other conditions, including taxes, with respect to the exchange or transfer of a currency that could affect exchange rates as well as the availability of the currency for a Security at its maturity or on any other payment date. In addition, your ability to move currency freely out of the country in which payment in the currency is received or to convert the currency at a freely determined market rate could be limited by governmental actions.

#### **4. Risks associated with Securities that reference the Underlying Asset**

##### **4.1 The value of and return on your Securities depends on the performance of the Underlying Asset**

The return on your Securities may depend on the performance of one or more Underlying Asset(s). The level, price, rate or other applicable value of the Underlying Asset(s) may be subject to unpredictable change over time. This degree of change is known as "volatility". The volatility of an Underlying Asset may be affected by national and international financial, political, military or economic events, including governmental actions, or by the activities of participants in the relevant markets. Any of these events or activities could adversely affect the value of and return on the Securities. Volatility does not imply direction of the level, price, rate or other applicable value, though an Underlying Asset that is more volatile is likely to increase or decrease in value more often and/or to a greater extent than one that is less volatile.

Where the performance of an Underlying Asset in relation to your Securities is calculated on a "European basis" – i.e. a comparison is made between the Underlying Asset's level, price, rate or other applicable value on a start date and a future date to determine performance – you will not benefit from any increase in the Underlying Asset's level, price, rate or other applicable value from the start date up to, but excluding, the specified date on which the Underlying Asset's price will be determined for the purpose of your Securities.

##### **4.2 Past performance of an Underlying Asset is not indicative of future performance**

You should not regard any information about the past performance of the Underlying Asset(s) as indicative of the range of, or trends in, fluctuations in the Underlying Asset(s) that may occur in the future.

##### **4.3 You will not have any rights of ownership in the Underlying Asset(s)**

The Underlying Asset(s) will not be held by us for your benefit and, as such, you will not have any rights of ownership, including, without limitation, any voting rights, any rights to receive dividends or other distributions or any other rights with respect to any Underlying Asset(s).

##### **4.4 Following a disruption event, the valuation of the Underlying Asset(s) may be postponed and/or valued by us in our discretion**

If we (as Calculation Agent) determine that a disruption event in relation to the Underlying Asset(s) has occurred which affects the determination of the level, price, rate or other applicable value of the Underlying Asset(s) on any relevant day, we may postpone the valuation and ultimately determine the level, price, rate or other applicable value in our discretion. Any such postponement and/or alternative valuation may have a negative effect on the value of and return on your Securities. In the event that the valuation day of the Underlying Asset(s) is postponed, the date on which final cash settlement or physical delivery is made on your Securities may be postponed.

4.5 **Following the occurrence of certain extraordinary events in relation to the Underlying Asset(s) or with respect to index linked securities, following the occurrence of an index adjustment event, the terms and conditions of your Securities may be adjusted or the Securities may be redeemed early at the non-scheduled early repayment amount**

If we (as Calculation Agent) determine that an extraordinary event has occurred in relation to the Underlying Asset(s), or an Index Adjustment Event has occurred in relation to an Index, then we may adjust the terms and conditions of the Securities (without your consent) to account for such event or we may redeem the Securities early. Any adjustment made to the terms and conditions of the Securities may have a negative effect on the value of and return on the Securities.

In the event of early redemption, we will pay to you the non-scheduled early repayment amount. Unless the terms of your Securities provide that "Par" is applicable, the non-scheduled early repayment amount will be determined on the basis of market quotations obtained from qualified financial institutions or, where insufficient market quotations are obtained, will be an amount determined by us to be the fair market value of the Securities immediately prior to (and taking into account the circumstances leading to) such early redemption (and the fact that such circumstances are taken into account will tend to reduce any amount payable on the Securities on early redemption), adjusted to account fully for our reasonable expenses and costs including those relating to the unwinding of any underlying and/or related hedging and funding arrangements. The non-scheduled early repayment amount may be less than your initial investment and you may therefore lose some or all of your investment.

Following any such early redemption of the Securities, you may not be able to reinvest the proceeds from an investment at a comparable return and/or with a comparable interest rate for a similar level of risk. You should consider such reinvestment risk in light of other available investments when you purchase the Securities.

4.6 **Regulation and reform of "benchmarks", including LIBOR, EURIBOR and other interest rate, equity, commodity, foreign exchange rate and other types of benchmarks**

The London Interbank Offered Rate ("**LIBOR**"), the Euro Interbank Offered Rate ("**EURIBOR**") and other interest rate, equity, commodity, foreign exchange rate and other types of rates and indices which are deemed to be "benchmarks" are the subject of ongoing national and international regulatory reform. Following any such reforms, benchmarks may perform differently than in the past or disappear entirely, or there could be other consequences which cannot be predicted. Any such consequence could have a material adverse effect on any Securities linked to such a benchmark.

Key regulatory proposals and initiatives in this area include (amongst others) IOSCO's Principles for Financial Market Benchmarks, published in July 2013 (the "**IOSCO Benchmark Principles**"), the EU Regulation on indices used as benchmarks in financial instruments and financial contracts or to measure the performance of investment funds (the "**Benchmarks Regulation**"), and the transition, proposed by the UK's Financial Conduct Authority (the "**FCA**"), away from LIBOR to one or more alternative benchmarks.

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. Subsequent implementation reviews have found that widespread efforts are being made to implement the IOSCO Benchmark Principles by the majority of administrators surveyed. However, the reviews also note that, as the "benchmarks industry" is in a state of flux, IOSCO may need to take further steps in the future - although it is not yet clear what these steps might be.

The Benchmarks Regulation entered into force in June 2016 and became fully applicable in the EU on January 1, 2018 (save that certain provisions, including those related to "critical benchmarks", took effect as at June 30, 2016), subject to certain transitional provisions. The Benchmarks Regulation applies to "contributors" to, "administrators" of, and "users" of benchmarks in the EU. Among other things, it (a) requires EU benchmark administrators to be authorised or registered and to comply with requirements relating to the administration of benchmarks, (b) prohibits the use in the EU of benchmarks provided by EU administrators which are not authorised or registered in accordance with the Benchmarks Regulation, and (c) prohibits the use in the EU of benchmarks provided by non-EU administrators which are not (i) authorised or registered and subject to supervision in a jurisdiction in respect of which an "equivalence" decision has been adopted in accordance with the Benchmarks Regulation, or (ii) where such equivalence decision is pending, "recognised" by the competent authorities of the applicable EU member state(s). An exception to this is that a benchmark provided by a non-EU administrator can itself be endorsed for use in the EU by an EU authorised or registered administrator or an EU-based supervised entity, following authorisation of the endorsement by the relevant competent authority.

The scope of the Benchmarks Regulation is wide and, in addition to so-called "critical benchmark" indices such as EURIBOR, it applies to many other interest rate indices, as well as equity, commodity and foreign exchange rate indices and other indices. This will include "proprietary" indices or strategies where these are used to (i) determine the amount payable under, or the value of, certain financial instruments (including securities and over-the-counter (OTC) derivatives listed on an EU regulated market, EU multilateral trading facility (MTF), EU organised trading facility (OTF) or traded via a systematic internaliser), (ii) determine the amount payable under certain financial contracts, or (iii) measure the performance of an investment fund. The requirements of the Benchmarks Regulation vary depending on the category of benchmark in question. In particular, a lighter touch regime applies to benchmarks which are not interest rate or commodity benchmarks where the total average value of financial instruments, financial contracts or investment funds referencing the benchmark over a period of six months is less than €50bn (subject to further conditions).

The Benchmarks Regulation could have a material impact on Securities linked to a benchmark rate or index. For example:

- a rate or index which is a benchmark could be prohibited from being used in the EU if (subject to applicable transitional provisions) its administrator is (i) based in the EU and does not obtain authorisation or registration, or (ii) based in a non-EU jurisdiction which does not satisfy the "equivalence" conditions and is not "recognised" pending an equivalence decision. In such event, depending on the particular benchmark and the applicable terms of the Securities, the Securities 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 Benchmarks Regulation, and such changes could reduce or increase the rate or level or affect the volatility of the published rate or level, and could lead to adjustments to the terms of the Securities, including the Calculation Agent determination of the rate or level in its discretion.

Ongoing international and/or national reform initiatives and the increased regulatory scrutiny of benchmarks generally could increase the costs and risks of administering or otherwise participating in the setting of a benchmark and complying with any applicable regulations or requirements. Such factors may discourage market participants from continuing to administer or contribute to benchmarks, trigger changes in the rules or methodologies used in respect of benchmarks, and/or lead to the disappearance of benchmarks, including LIBOR. This could result in (i) adjustments to the terms and conditions and/or early redemption provisions and/or provisions relating to discretionary valuation by the Calculation Agent, (ii) delisting, and/or (iii) other consequences for Securities linked to any such benchmarks. Any such consequence could have a material adverse effect on the value of and return on any such Securities.

## 5. Risks associated with particular types of Underlying Assets

### 5.1 Risks associated with Indices as Underlying Assets

#### (a) Various unpredictable factors may affect the performance of equity Indices

Equity indices are comprised of a synthetic portfolio of shares, and as such, the performance of an Index is dependent upon the macroeconomic factors relating to the shares that underlie such Index, such as interest and price levels on the capital markets, currency developments, political factors as well as company-specific factors such as earnings position, market position, risk situation, shareholder structure and distribution policy, as well as the index composition, which may change over time.

#### (b) Actions by the index sponsor may negatively affect the Securities

The sponsor of the Index(s) will have no involvement in the offer and sale of the Securities and will have no obligation to you as a holder of Securities. For example, the sponsor can add, delete or substitute the components of an index at its discretion, and may also alter the methodology used to calculate the level of the Index. The sponsor may also alter, discontinue or suspend calculation or dissemination of the Index. Any of these actions may have a detrimental impact on the level of the Index, which in turn could have a negative impact on the value of and return on your Securities.

#### (c) You may receive a lower return on Securities linked to equity Indices than if you held the underlying shares directly

The value of and return on Securities that depend on the performance of one or more equity Indices may be less than the value of and return on a direct holding of the shares of the companies comprising the components of the Index. This is because the closing index level on any specified valuation date may reflect the prices of such index components without taking into account any dividend payments on those component shares. Accordingly, you may receive a lower return on Securities linked to one or more equity Indices than you would have received had you invested directly in those shares.

#### (d) The occurrence of an index adjustment event or the replacement of the index sponsor by a successor index sponsor may have a negative effect on your Securities

If the sponsor of an Index makes a material alteration to the Index or cancels the Index and no successor exists, or if the sponsor fails to calculate and announce the Index, we (as Calculation Agent) shall, (i) (if "Calculation Agent Adjustment" is specified as applicable in the relevant Final Terms) if we determine the event to have a material effect on the Securities, calculate the level of the Index according to the previous formula and method, (ii) (if "Index Substitution" is specified as applicable in the relevant Final Terms) replace the Index with another index (or basket of indices) or (iii) (if "Related Exchange Adjustment" is specified as applicable in the relevant Final Terms) adjust the terms and conditions of the Securities (without your consent). Any such action may have a negative effect on the value and return on the Securities.

If we believe that the proposed action above would not achieve a commercially reasonable result, we may redeem the Securities early. In such event, we will pay to you the non-scheduled early repayment amount. The non-scheduled early repayment amount may be less than your original investment and you may lose some or all of your money. See also risk factor 4.5 (Following the occurrence of certain extraordinary events in relation to the Underlying Asset(s) or with respect to index linked securities, following the occurrence of an index adjustment event, the terms and

conditions of your Securities may be adjusted or the Securities may be redeemed early at the non-scheduled early repayment amount).

If an index is calculated by a successor index sponsor, or, is replaced by a successor index, the successor index or index as calculated by the successor index sponsor, will be deemed to be the index if approved by us (as Calculation Agent). Any such successor index may perform poorly and may result in holders of Securities receiving less than they otherwise expected.

Any of these events may have a negative effect on the value of and return on your Securities.

## **6. Risks associated with discretionary powers of the Issuer and the Calculation Agent including in relation to our hedging arrangements**

As described elsewhere in these risk factors, the occurrence of certain events – relating to the Issuer, our hedging arrangements, the Underlying Asset, taxation, the relevant currency or other matters – may give rise to discretionary powers on our part (as Issuer or as Calculation Agent) under the terms and conditions of the Securities.

In relation to the Underlying Asset(s), a key investment objective of the Securities is to allow holders to gain an economic exposure to the Underlying Asset(s). Therefore, if an Underlying Asset is materially impacted by an unexpected event or the relevant level, price, rate or other applicable value can no longer be calculated, then it may not be possible to achieve the investment objective of your Securities based on their original terms. In that case, we may have discretionary powers under the terms and conditions of the Securities (as described elsewhere in these risk factors) to (i) adjust the terms and conditions of the Securities to preserve the original economic terms and rationale, (ii) in certain cases, substitute the Underlying Asset(s) for another, (iii) calculate the relevant level, price, rate or other applicable value itself, (iv) postpone payment (v) redeem the Securities early or (vi) apply some combination thereof.

In relation to our hedging arrangements, we (including through one or more affiliates of the Issuer and the Guarantor) may enter into one or more arrangements to cover our exposure to the relevant cash amounts to be paid or assets to be delivered under the Securities as these fall due. We describe some of the potential types of arrangements in risk factor 9.1 (*Anticipated hedging activities by Goldman Sachs or our distributors may negatively impact investors in the Securities and cause our interests and those of our clients and counterparties to be contrary to those of investors in the Securities*) below. The particular hedging arrangements (if any) undertaken by us, and their cost, will likely be a significant determinant of the price and the economic terms and conditions of your Securities. Accordingly, if an event occurs which negatively impacts our hedging arrangements, we may have discretionary powers under the terms and conditions of your Securities as described in the paragraph immediately above to account for such impact on our hedging arrangements. The exercise by us of such discretionary powers may have a negative impact on the value of and return on your Securities.

## **7. Risks associated with taxation**

### **7.1 Tax laws may change and this may have a negative impact on your Securities**

Tax law and practice is subject to change, possibly with retrospective effect and this could adversely affect the value of your Securities to you and/or their market value generally. Any such change may (i) cause the tax treatment of the Securities to change from what you understood the position to be at the time of purchase; (ii) render the statements in this Prospectus concerning relevant tax law and practice in relation to the Securities inaccurate or inapplicable in some or all respects to certain Securities or have the effect that this Prospectus does not include material tax considerations in relation to certain Securities; or (iii) give us the right to redeem the Securities early, if such change has the effect that our performance under the Securities or hedging transaction relating to the Securities is unlawful or



impracticable (see risk factor 2.1 (*Your Securities may be redeemed prior to maturity due to a change in law event, and you may lose some or all of your investment*)). **You should consult your own tax advisers about the tax implications of holding any Security and of any transaction involving any Security.**

## 7.2 **Payments on Securities that are issued by GSFCI may be subject to United States withholding tax**

GSFCI is classified as a branch of a United States subsidiary of GSG for United States federal income tax purposes, and therefore any Securities that are issued by GSFCI will be treated as issued by a United States corporation for United States federal income tax purposes. Accordingly, payments on Securities that are issued by GSFCI may be subject to United States withholding tax in the same manner as securities issued by a United States corporation. See the discussion in the section of the Base Prospectus entitled "*Taxation – United States Tax Considerations – Securities Issued by GSFCI*" incorporated by reference into this Prospectus.

## 7.3 **Payments on Securities that reference United States equities may be subject to United States withholding tax**

Securities that directly or indirectly reference the performance of United States equities (including an index or basket that includes United States equities) may be subject to withholding tax under Section 871(m) of the U.S. Internal Revenue Code of 1986, as amended (the "**Code**"). Prospective holders of such Securities should consult the discussion below under "*Taxation – United States Tax Considerations – Dividend Equivalent Payments*" for further information.

## 8. **Risks associated Risks associated with certain terms of public offers or listings**

### 8.1 **Certain specific information may not be known at the beginning of an offer period**

The terms of your Securities may provide that certain specific information relating to your Securities (such as certain amounts, levels, percentages, prices, rates or values (as applicable) used to determine or calculate amounts payable or assets deliverable in respect of the Securities) may not be fixed or determined until the end of the offer period. In such case, this Prospectus will specify in place of the relevant amounts, levels, percentages, prices, rates or values (as applicable), such indicative amounts, levels, percentages, prices, rates or values (as applicable), or an indicative range thereof, which may be subject to a minimum or maximum amount, level, percentage, price, rate or value (as applicable).

The actual amounts, levels, percentages, prices, rates or values (as applicable) will be determined based on market conditions by the Issuer on or around the end of the offer period and may be the same as or different from any indicative amount specified in this Prospectus, provided that such actual amounts will not be less than any indicative minimum amount specified therein and will not be more than any indicative maximum amount specified therein.

You will be required to make your investment decision based on the indicative amounts or indicative range rather than the actual amounts, levels, percentages, prices, rates or values (as applicable), which will only be fixed or determined at the end of the offer period after their investment decision is made but will apply to the Securities once issued.

If terms of the Securities provide that an indicative range of amounts, levels, percentages, prices, rates or values (as applicable), you should, for the purposes of evaluating the risks and benefits of an investment in the Securities, assume that the actual amounts, levels, percentages, prices, rates or values (as applicable) fixed or determined at the end of the offer period may have a negative impact on the amounts payable or assets deliverable in respect of the Securities and consequently, have an adverse impact on the return on the Securities (when compared with other amounts, levels, percentages, prices, rates or values (as applicable) within any indicative range, or less than any indicative maximum amount, or greater than any indicative minimum amount). You should therefore make your decision to invest in the Securities on

that basis.

## 8.2 **Potential conflicts of interest relating to distributors or other entities involved in the offer or listing of the Securities**

Potential conflicts of interest may arise in connection with the Securities, as any distributors or other entities involved in the offer and/or the listing of the Securities as indicated in this Prospectus, will act pursuant to a mandate granted by the Issuer and can receive commissions and/or fees on the basis of the services performed in relation to such offer and/or listing.

## 8.3 **Certain considerations relating to public offers of the Securities**

If the Securities are distributed by means of a public offer, under certain circumstances indicated in the terms of the Securities, the Issuer and/or the other entities indicated in the terms of the Securities will have the right to withdraw or revoke the offer, and the offer will be deemed to be null and void according to the terms indicated in the terms of the Securities.

The Issuer and/or the other entities specified in the terms of the Securities may also terminate the offer early by immediate suspension of the acceptance of further subscription requests and by giving notice to the public in accordance with the terms of the Securities. Any such termination may occur even where the maximum amount for subscription in relation to that offer (as specified in the terms of the Securities), has not been reached. In such circumstances, the early closing of the offer may have an impact on the aggregate number of Securities issued and, therefore, may have an adverse effect on the liquidity of the Securities.

Furthermore, under certain circumstances indicated in the terms of the Securities, the Issuer and/or the other entities indicated in the terms of the Securities will have the right to extend the offer period and/or to postpone the originally designated issue date, and related interest payment dates and the maturity date. For the avoidance of doubt, this right applies also in the event that the Issuer publishes a supplement to this Prospectus in accordance with the provisions of the Prospectus Directive.

## 9. **Risks associated with conflicts of interest between Goldman Sachs and purchasers of Securities**

The various roles and trading activities of Goldman Sachs could create conflicts of interest between you and us.

### 9.1 **Anticipated hedging activities by Goldman Sachs or our distributors may negatively impact investors in the Securities and cause our interests and those of our clients and counterparties to be contrary to those of investors in the Securities**

In anticipation of the sale of the Securities, we and/or our affiliates expect to hedge our obligations under the Securities by purchasing futures and/or other instruments linked to the Underlying Asset(s) or components thereof, or, if applicable, the foreign currencies in which Underlying Asset(s) are denominated, as applicable. We also expect to adjust the hedge by, among other things, purchasing or selling any of the foregoing, and perhaps other instruments linked to the Underlying Asset(s) or any components thereof (the "**Underlying Components**"), at any time and from time to time, and to unwind the hedge by selling any of the foregoing on or before the final valuation date for your Securities. Alternatively, we may hedge all or part of our obligations under the Securities with unaffiliated distributors of the Securities which we expect will undertake similar market activity. We may also enter into, adjust and unwind hedging transactions relating to other underlier-linked securities whose returns are linked to changes in the level of the Underlying Asset(s) or one or more of the Underlying Components, as applicable.

In addition to entering into such transactions itself, or distributors entering into such transactions,

Goldman Sachs may structure such transactions for its clients or counterparties, or otherwise advise or assist clients or counterparties in entering into such transactions. These activities may be undertaken to achieve a variety of objectives, including: permitting other purchasers of the Securities or other securities to hedge their investment in whole or in part; facilitating transactions for other clients or counterparties that may have business objectives or investment strategies that are inconsistent with or contrary to those of investors in the Securities; hedging the exposure of Goldman Sachs to the Securities including any interest in the Securities that it reacquires or retains as part of the offering process, through its market-making activities or otherwise; enabling Goldman Sachs to comply with its internal risk limits or otherwise manage firmwide, business unit or product risk; and/or enabling Goldman Sachs to take directional views as to relevant markets on behalf of itself or its clients or counterparties that are inconsistent with or contrary to the views and objectives of the investors in the Securities.

Any of these hedging or other activities may adversely affect the levels of the Underlying Asset(s) — directly or indirectly by affecting the price of the Underlying Components — and therefore the market value of your Securities and the amount we will pay on your Securities, if any, at maturity. In addition, you should expect that these transactions will cause Goldman Sachs or its clients, counterparties or distributors to have economic interests and incentives that do not align with, and that may be directly contrary to, those of an investor in the Securities. Neither Goldman Sachs nor any distributor will have any obligation to take, refrain from taking or cease taking any action with respect to these transactions based on the potential effect on an investor in the Securities, and may receive substantial returns on hedging or other activities while the value of the Securities declines. In addition, if the distributor from which you purchase Securities is to conduct hedging activities in connection with the Securities, that distributor may otherwise profit in connection with such hedging activities and such profit, if any, will be in addition to the compensation that the distributor receives for the sale of the Securities to you. You should be aware that the potential to earn fees in connection with hedging activities may create a further incentive for the distributor to sell the Securities to you in addition to the compensation they would receive for the sale of the Securities.

## **9.2 Goldman Sachs' trading and investment activities for its own account or for its clients could negatively impact investors in the Securities**

Goldman Sachs is a global investment banking, securities and investment management firm that provides a wide range of financial services to a substantial and diversified client base that includes corporations, financial institutions, governments and high-net-worth individuals. As such, it acts as an investor, investment banker, research provider, investment manager, investment advisor, market maker, trader, prime broker and lender. In those and other capacities, Goldman Sachs purchases, sells or holds a broad array of investments, actively trades securities, derivatives, loans, commodities, currencies, credit default swaps, indices, baskets and other financial instruments and products for its own account or for the accounts of its customers, and will have other direct or indirect interests, in the global fixed income, currency, commodity, equity, bank loan and other markets. Any of Goldman Sachs' financial market activities may, individually or in the aggregate, have an adverse effect on the market for your Securities, and you should expect that the interests of Goldman Sachs or its clients or counterparties will at times be adverse to those of investors in the Securities.

Goldman Sachs regularly offers a wide array of securities, financial instruments and other products into the marketplace, including existing or new products that are similar to your Securities, or similar or linked to the Underlying Asset(s). Investors in the Securities should expect that Goldman Sachs will offer securities, financial instruments, and other products that will compete with the Securities for liquidity, research coverage or otherwise.

## **9.3 Goldman Sachs' market-making activities could negatively impact investors in the Securities**

Goldman Sachs actively makes markets in and trades financial instruments for its own account and for the accounts of customers. These financial instruments include debt and equity securities, currencies, commodities, bank loans, indices, baskets and other products. Goldman Sachs' activities include, among other things, executing large block trades and taking long and short positions directly and indirectly, through derivative instruments or otherwise. The securities and instruments in which Goldman Sachs takes positions, or expects to take positions, include securities and instruments of the Underlying Asset(s) or the Underlying Components thereof, securities and instruments similar to or linked to the foregoing or the currencies in which they are denominated. Market making is an activity where Goldman Sachs buys and sells on behalf of customers, or for its own account, to satisfy the expected demand of customers. By its nature, market making involves facilitating transactions among market participants that have differing views of securities and instruments. As a result, you should expect that Goldman Sachs will take positions that are inconsistent with, or adverse to, the investment objectives of investors in the Securities.

If Goldman Sachs becomes a holder of any Underlying Asset or Underlying Component thereof, as applicable, in its capacity as a market-maker or otherwise, any actions that it takes in its capacity as securityholder, including voting or provision of consents, will not necessarily be aligned with, and may be inconsistent with, the interests of investors in the Securities.

**9.4 You should expect that Goldman Sachs personnel will take research positions, or otherwise make recommendations, provide investment advice or market colour or encourage trading strategies that might negatively impact investors in the Securities**

Goldman Sachs and its personnel, including its sales and trading, investment research and investment management personnel, regularly make investment recommendations, provide market colour or trading ideas, or publish or express independent views in respect of a wide range of markets, issuers, securities and instruments. They regularly implement, or recommend to clients that they implement, various investment strategies relating to these markets, issuers, securities and instruments. These strategies include, for example, buying or selling credit protection against a default or other event involving an issuer or financial instrument. Any of these recommendations and views may be negative with respect to the Underlying Asset(s) or Underlying Components thereof, as applicable, or other securities or instruments similar to or linked to the foregoing or result in trading strategies that have a negative impact on the market for any such securities or instruments, particularly in illiquid markets. In addition, you should expect that personnel in the trading and investing businesses of Goldman Sachs will have or develop independent views of the Underlying Asset(s) or Underlying Components thereof, as applicable, the relevant industry or other market trends, which may not be aligned with the views and objectives of investors in the Securities.

**9.5 Goldman Sachs regularly provides services to, or otherwise has business relationships with, a broad client base, which may include the sponsors or issuers of the Underlying Asset(s) or Underlying Components thereof or other entities that are involved in the transaction**

Goldman Sachs regularly provides financial advisory, investment advisory and transactional services to a substantial and diversified client base, and you should assume that Goldman Sachs will, at present or in the future, provide such services or otherwise engage in transactions with, among others, the sponsors or issuers of the Underlying Asset(s) or Underlying Components thereof, or transact in securities or instruments or with parties that are directly or indirectly related to the foregoing. These services could include making loans to or equity investments in those companies, providing financial advisory or other investment banking services, or issuing research reports. You should expect that Goldman Sachs, in providing such services, engaging in such transactions, or acting for its own account, may take actions that have direct or indirect effects on the Underlying Asset(s) or Underlying Components thereof, as applicable, and that such actions could be adverse to the interests of investors in the Securities. In addition, in connection with these activities, certain Goldman Sachs personnel may have access to confidential material non-public information about these parties that would not be disclosed to Goldman Sachs employees that were not working on such transactions as Goldman Sachs has established internal

information barriers that are designed to preserve the confidentiality of non-public information. Therefore, any such confidential material non-public information would not be shared with Goldman Sachs employees involved in structuring, selling or making markets in the Securities or with investors in the Securities.

In any offering under the Programme, as well as in all other circumstances in which Goldman Sachs receives any fees or other compensation in any form relating to services provided to or transactions with any other party, no accounting, offset or payment in respect of the Securities will be required or made; Goldman Sachs will be entitled to retain all such fees and other amounts, and no fees or other compensation payable by any party or indirectly by holders of the Securities will be reduced by reason of receipt by Goldman Sachs of any such other fees or other amounts. Any such fees or other amounts received by Goldman Sachs will be made in accordance with all applicable laws and regulations.

**9.6 An offering of the Securities may reduce an existing exposure of Goldman Sachs or facilitate a transaction or position that serves the objectives of Goldman Sachs or other parties**

A completed offering of Securities may reduce Goldman Sachs' existing exposure to the Underlying Asset(s) or Underlying Components thereof, as applicable, securities and instruments similar to or linked to the foregoing or the currencies in which they are denominated, including exposure gained through hedging transactions in anticipation of this offering. An offering of Securities will effectively transfer a portion of Goldman Sachs' exposure (and indirectly transfer the exposure of Goldman Sachs' hedging or other counterparties) to investors in the Securities.

The terms of an offering (including the selection of the Underlying Asset(s) and the establishment of other transaction terms) may have been selected in order to serve the investment or other objectives of Goldman Sachs or another client or counterparty of Goldman Sachs. In such a case, Goldman Sachs would typically receive the input of other parties that are involved in or otherwise have an interest in the offering, transactions hedged by the offering, or related transactions. The incentives of these other parties would normally differ from and in many cases be contrary to those of investors in the Securities.

Every such offering of Securities will be designed, distributed and monitored in accordance with all applicable legal and regulatory requirements (including any product governance requirements).

**9.7 Other investors in the Securities may not have the same interests as you**

Other investors in the Securities are not required to take into account the interests of any other investor in exercising remedies or voting or other rights in their capacity as securityholders or in making requests or recommendations to us as to the establishment of other transaction terms. The interests of other investors may, in some circumstances, be adverse to your interests. For example, certain investors may take short positions (directly or indirectly through derivative transactions) on assets that are the same or similar to your Securities, Underlying Asset(s) or other similar securities, which may adversely impact the market for or value of your Securities.

**9.8 As Calculation Agent, we will have the authority to make determinations that could affect the market value and return on your Securities**

Unless otherwise specified in the terms of the Securities, the Calculation Agent will be Goldman Sachs International. The Calculation Agent has the authority (i) to determine whether certain specified events and/or matters so specified in the conditions relating to the Securities have occurred, and (ii) to determine the consequence of such event, including potentially, revised calculations, adjustments, postponements or early redemption of the Securities. See risk factor 6 (*Risks associated with discretionary powers of the Issuer and the Calculation Agent including in relation to our hedging arrangements*) above. Any such determination made by the Calculation Agent (in the absence of manifest or proven error) shall be binding on the Issuer and all purchasers of the Securities. Any such determinations may have an adverse impact on the value of and return on the Securities.

**9.9 As a participant or contributor to certain "benchmarks" we may have conflicts with you**

We may act as a participant or contributor to certain "benchmarks", which could create conflicts of interest between you and us. In its capacity as a participant or contributor to a "benchmark", we will provide input data which will affect the price or level of such "benchmark", and this could affect the value of and return on any Securities linked to a "benchmark".

## PERFORMANCE SCENARIOS

**THE SCENARIOS AND FIGURES PRESENTED BELOW ARE FOR ILLUSTRATIVE PURPOSES ONLY. THE FINAL REDEMPTION AMOUNT IN RESPECT OF EACH NOTE (OF THE SPECIFIED DENOMINATION) WILL BE CALCULATED IN ACCORDANCE WITH THE TERMS AND CONDITIONS OF THE SECURITIES.**

The Issue Price is 100 per cent. (100%) of the Aggregate Nominal Amount. The Specified Denomination of each Note is USD 2,000. The Calculation Amount is USD 2,000.

### **Scenario 1**

**The Reference Price (Final) is 125 per cent. (125%) of the Reference Price (Initial). On each Observation Date (closing valuation) during the Observation Period, the Reference Price is greater than or equal to 60 per cent. (60%) of the Reference Price (Initial) and less than or equal to 125 per cent. (125%) of the Reference Price (Initial).**

In this Scenario, the Notes will be redeemed on the Maturity Date and the Final Redemption Amount payable per Note (of the Specified Denomination) will be an amount equal to the *product* of (i) the Calculation Amount, *multiplied* by (ii) the *sum* of (a) one, *plus* (b) the *greater* of (I) the *difference* between (x) the *quotient* of (aa) the Reference Price (Final), *divided* by (bb) the Reference Price (Initial), *minus* (y) one, and (II) the *difference* between (x) one, *minus* (y) the *quotient* of (aa) the Reference Price (Final), *divided* by (bb) the Reference Price (Initial), i.e., USD 2,500.

### **Scenario 2**

**The Reference Price (Final) is 100 per cent. (100%) of the Reference Price (Initial). On each Observation Date (closing valuation) during the Observation Period, the Reference Price is greater than or equal to 60 per cent. (60%) of the Reference Price (Initial) and is less than or equal to 125 per cent. (125%) of the Reference Price (Initial).**

In this Scenario, the Notes will be redeemed on the Maturity Date and the Final Redemption Amount payable per Note (of the Specified Denomination) will be an amount equal to the *product* of (i) the Calculation Amount, *multiplied* by (ii) the *sum* of (a) one, *plus* (b) the *greater* of (I) the *difference* between (x) the *quotient* of (aa) the Reference Price (Final), *divided* by (bb) the Reference Price (Initial), *minus* (y) one, and (II) the *difference* between (x) one, *minus* (y) the *quotient* of (aa) the Reference Price (Final), *divided* by (bb) the Reference Price (Initial), i.e., USD 2,000.

### **Scenario 3**

**The Reference Price (Final) is 60 per cent. (60%) of the Reference Price (Initial). On each Observation Date (closing valuation) during the Observation Period, the Reference Price is greater than or equal to 60 per cent. (60%) of the Reference Price (Initial) and is less than or equal to 125 per cent. (125%) of the Reference Price (Initial).**

In this Scenario, the Notes will be redeemed on the Maturity Date and the Final Redemption Amount payable per Note (of the Specified Denomination) will be an amount equal to the *product* of (i) the Calculation Amount, *multiplied* by (ii) the *sum* of (a) one, *plus* (b) the *greater* of (I) the *difference* between (x) the *quotient* of (aa) the Reference Price (Final), *divided* by (bb) the Reference Price (Initial), *minus* (y) one, and (II) the *difference* between (x) one, *minus* (y) the *quotient* of (aa) the Reference Price (Final), *divided* by (bb) the Reference Price (Initial), i.e., USD 2,800.

### **Scenario 4**

**On any Observation Date (closing valuation) during the Observation Period, the Reference Price is less than 60 per cent. (60%) of the Reference Price (Initial).**

In this Scenario, the Notes will be redeemed on the Maturity Date and the Final Redemption Amount payable per Note (of the Specified Denomination) will be 100 per cent. (100%) of the Calculation Amount, i.e., USD 2,000.

**Scenario 5**

**On any Observation Date (closing valuation) during the Observation Period, the Reference Price is greater than 125 per cent. (125%) of the Reference Price (Initial).**

In this Scenario, the Notes will be redeemed on the Maturity Date and the Final Redemption Amount payable per Note (of the Specified Denomination) will be 100 per cent. (100%) of the Calculation Amount, i.e., USD 2,000.



## DOCUMENTS INCORPORATED BY REFERENCE

This Prospectus should be read and construed in conjunction with the documents incorporated by reference herein. The information contained in the following documents (other than any documents which are incorporated by reference into such following documents) is hereby incorporated by reference into this Prospectus and deemed to form a part of this Prospectus:

- (i) the base prospectus dated March 1, 2018 relating to issues of non-equity securities under the Programme by Goldman Sachs International, Goldman Sachs & Co. Wertpapier GmbH and Goldman Sachs Finance Corp International Ltd (the "**Original Base Prospectus**");
- (ii) Supplement No. 4 to the Original Base Prospectus dated May 15, 2018 ("**Base Prospectus Supplement No. 4**");
- (iii) Supplement No. 12 to the Original Base Prospectus dated November 22, 2018 ("**Base Prospectus Supplement No. 12**") and the Original Base Prospectus as supplemented by Base Prospectus Supplement No. 4 and Base Prospectus Supplement No. 12, the "**Base Prospectus**";
- (iv) the Annual Report for the fiscal year ended December 31, 2017 of GSFCI ("**GSFCI's 2017 Annual Report**"), which includes the management report and the audited financial statements of GSFCI for the period ended December 31, 2017 ("**GSFCI's 2017 Financial Statements**");
- (v) the unaudited interim financial report of GSFCI for the period ended June 30, 2018 ("**GSFCI's 2018 Interim Financial Report**"), which includes the management report and the unaudited financial statements of GSFCI for the period ended June 30, 2018 ("**GSFCI's Interim Financial Statements**");
- (vi) The Current Report on Form 8-K dated July 16, 2018 of The Goldman Sachs Group, Inc. ("**GSG's July 16, 2018 Form 8-K**"), including Exhibit 99.1 ("**Exhibit 99.1 to GSG's July 16, 2018 Form 8-K**") as filed with the SEC on July 17, 2018;
- (vii) The Quarterly Report on Form 10-Q for the third fiscal quarter ended September 30, 2018 of the Goldman Sachs Group, Inc. ("**GSG's 2018 Third Quarter Form 10-Q**"), as filed with the SEC on November 2, 2018;
- (viii) The Quarterly Report on Form 10-Q for the second fiscal quarter ended June 30, 2018 of the Goldman Sachs Group, Inc. ("**GSG's 2018 Second Quarter Form 10-Q**"), as filed with the SEC on August 2, 2018;
- (ix) The Quarterly Report on Form 10-Q for the first fiscal quarter ended March 31, 2018 of the Goldman Sachs Group, Inc. ("**GSG's 2018 First Quarter Form 10-Q**"), as filed with the SEC on May 3, 2018;
- (x) The Proxy Statement relating to the 2018 Annual Meeting of Shareholders on May 2, 2018 ("**GSG's 2018 Proxy Statement**"), as filed with the SEC on March 23, 2018;
- (xi) The Annual Report on Form 10-K for the fiscal year ended December 31, 2017 of The Goldman Sachs Group, Inc. ("**GSG's 2017 Form 10-K**"), containing financial statements relating to the fiscal years ended December 31, 2017, December 31, 2016 and December 31, 2015, including Exhibit 21.1, as filed with the SEC on February 26, 2018.

The table below sets out the relevant page references for the information incorporated into this Prospectus by reference. Any information included in the documents incorporated by reference that is not included in the table is considered to be not relevant for the investor or is covered elsewhere in this Prospectus.

<b>Information incorporated by reference</b>	<b>Page reference</b>
<i><b>From the Original Base Prospectus</b></i>	
Risk Factors	
4. <i>Risks relating to GSFCI</i>	Pages 73-74
5. <i>Risks relation to GSG</i>	Pages 74-75
Commonly Asked Questions about the Programme	Pages 121-132
General Terms and Conditions of the Notes	Pages 188-235
Payout Conditions	Pages 253-285
Index-Linked Conditions	Pages 331-361
Forms of the Notes	Pages 624-625
Book-Entry Clearing Systems	Pages 626-628
Use of Proceeds	Page 629
Goldman Sachs Finance Corp International Ltd	Pages 636-637
<i>History of Goldman Sachs Finance Corp International Ltd</i>	Page 636
<i>Overview</i>	Page 636
<i>Organisation Structure</i>	Page 636
<i>Management</i>	Pages 636-637
<i>Selected Financial Information</i>	Page 637
The Goldman Sachs Group, Inc.	Page 638
The proposed Financial Transactions Tax ("FTT")	Page 639
Jersey Tax Considerations	Pages 642-643
Luxembourg Tax Considerations	Pages 643-644
United States Tax Considerations	Pages 683-690
Selling Restrictions	Pages 691-715
Offers and Sales and Distribution Arrangements	Page 716
Index of Defined Terms	Pages 730-742
<i><b>From Base Prospectus Supplement No. 4</b></i>	

Amendments to the section entitled "Risk Factors"	Pages 4-5
Amendments to the section entitled "Goldman Sachs Finance Corp International Ltd"	Page 9

***From Base Prospectus Supplement No. 12***

Amendments to the section entitled "Form of Guaranty"	Pages 7-9
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***From GSFICI's 2017 Annual Report***

Management Report	Pages 3-4
Director's Report	Page 5
Independent Auditors' Report	Pages 6-9
Profit and Loss Account	Page 10
Balance Sheet	Page 11
Statement Of Changes In Equity	Page 12
Statement Of Cash Flows	Page 12
Notes To The Financial Statements	Pages 13-24

***From GSFICI's 2018 Interim Financial Report***

Part I	Management Report	Pages 3-4
Part II	Unaudited Financial Statements	
	Profit and Loss Account	Page 5
	Balance Sheet	Page 6
	Statement of Changes in Equity	Page 7
	Statement of Cash Flows	Page 7
	Notes to the Financial Statements	Pages 8-15

***From (i) GSG's 2017 Form 10-K, (ii) GSG's 2018 First Quarter Form 10-Q, (iii) GSG's 2018 Proxy Statement, (iv) GSG's 2018 Second Quarter Form 10-Q and (v) GSG's 2018 Third Quarter Form 10-Q***

<b>Information required by the Prospectus Regulation</b>	<b>Document/Location</b>
Selected financial information for the fiscal years ended December 31, 2017 and December 31, 2016 ( <i>Annex IV, Section 3.1 of the Prospectus Regulation</i> )	GSG's 2017 Form 10-K (p.197)
Risk factors relating to GSG ( <i>Annex IV, Section 4 of the Prospectus Regulation</i> )	GSG's 2017 Form 10-K (pp.23-42)

**Information about GSG**

## Documents Incorporated by Reference

History and development of the company (*Annex IV, Section 5.1 of the Prospectus Regulation*) GSG's 2017 Form 10-K (p.1)

Investments (*Annex IV, Section 5.2 of the Prospectus Regulation*) GSG's 2017 Form 10-K (pp.64-69, 75-77, 82-86, 142-143, 162-164)

### **Business overview**

GSG's principal activities (*Annex IV, Section 6.1 of the Prospectus Regulation*) GSG's 2017 Form 10-K (pp.1-5, 109)

GSG's principal markets (*Annex IV, Section 6.2 of the Prospectus Regulation*) GSG's 2017 Form 10-K (pp.1-7, 44, 47-48, 182-184)

Organisational Structure (*Annex IV, Section 7 of the Prospectus Regulation*) GSG's 2017 Form 10-K (p.33 and Exhibit 21.1)

Trend information (*Annex IV, Section 8 of the Prospectus Regulation*) GSG's 2018 Third Quarter Form 10-Q (pp. 93-149)

GSG's 2018 Second Quarter Form 10-Q (pp. 92-148)

GSG's 2018 First Quarter Form 10-Q (pp. 88-140)

GSG's 2017 Form 10-K (pp.45-101)

Administrative, management and supervisory bodies, including conflicts of interest (*Annex IV, Section 10 of the Prospectus Regulation*) GSG's 2018 Proxy Statement (pp.1, 7-8, 15-36, 88-90)

GSG's 2017 Form 10-K (p.43)

Audit committee (*Annex IV, Section 11.1 of the Prospectus Regulation*) GSG's 2018 Proxy Statement (pp.25-26, 82-83)

Beneficial owners of more than five per cent. (*Annex IV, Section 12 of the Prospectus Regulation*) GSG's 2018 Proxy Statement (p. 93)

### **Financial information**

Audited historical financial information for the fiscal years ended December 31, 2017 and December 31, 2016 (*Annex IV, Section 13.1-13.4 of the Prospectus Regulation*) GSG's 2017 Form 10-K (pp.104-202)

Audit report (*Annex IV, Section 13.1 of the Prospectus Regulation*) GSG's 2017 Form 10-K (p.103)

Balance sheet (*Annex IV, Section 13.1 of the Prospectus Regulation*) GSG's 2017 Form 10-K (p.106)

Income statement (*Annex IV, Section 13.1 of the Prospectus Regulation*) GSG's 2017 Form 10-K

Documents Incorporated by Reference

<i>Regulation)</i>	(pp.104-105)
Cash flow statement ( <i>Annex IV, Section 13.1 of the Prospectus Regulation</i> )	GSG's 2017 Form 10-K (p.108)
Accounting policies and explanatory notes ( <i>Annex IV, Section 13.1 of the Prospectus Regulation</i> )	GSG's 2017 Form 10-K (pp.48-50, 109-202)
Unaudited interim and other financial information ( <i>Annex IV, Section 13.5 of the Prospectus Regulation</i> )	GSG's 2018 Third Quarter Form 10-Q (pp. 1-92)
	GSG's 2018 Second Quarter Form 10-Q (pp. 1-91)
	GSG's 2018 First Quarter Form 10-Q (pp. 1-87)
Balance sheet ( <i>Annex IV, Section 13.5 of the Prospectus Regulation</i> )	GSG's 2018 Third Quarter Form 10-Q (p. 3)
	GSG's 2018 Second Quarter Form 10-Q (p. 3)
	GSG's 2018 First Quarter Form 10-Q (p. 3)
Income statement ( <i>Annex IV, Section 13.5 of the Prospectus Regulation</i> )	GSG's 2018 Third Quarter Form 10-Q (pp. 1-2)
	GSG's 2018 Second Quarter Form 10-Q (pp. 1-2)
	GSG's 2018 First Quarter Form 10-Q (pp. 1-2)
Cash flow statement ( <i>Annex IV, Section 13.5 of the Prospectus Regulation</i> )	GSG's 2018 Third Quarter Form 10-Q (p. 5)
	GSG's 2018 Second Quarter Form 10-Q (p. 5)
	GSG's 2018 First Quarter Form 10-Q (p. 5)
Accounting policies and explanatory notes ( <i>Annex IV, Section 13.5 of the Prospectus Regulation</i> )	GSG's 2018 Third Quarter Form 10-Q (pp. 6-89)
	GSG's 2018 Second Quarter Form 10-Q (pp. 6-91)
	GSG's 2018 First Quarter Form 10-Q (pp. 6-87)

Documents Incorporated by Reference

Legal and arbitration proceedings ( <i>Annex IV, Section 13.6 of the Prospectus Regulation</i> )	GSG's 2018 Third Quarter Form 10-Q (pp. 83-89, p. 150)
	GSG's 2018 Second Quarter Form 10-Q (pp. 82-88)
	GSG's 2018 First Quarter Form 10-Q (pp. 78-84)
	GSG's 2017 Form 10-K (pp.43, 185-191)

**Additional information**

Share capital ( <i>Annex IV, Section 14.1 of the Prospectus Regulation</i> )	GSG's 2018 Third Quarter Form 10-Q (pp. 4, 67-69)
	GSG's 2018 Second Quarter Form 10-Q (pp. 4, 67-68)
	GSG's 2018 First Quarter Form 10-Q (pp. 4, 63-64)
	GSG's 2017 Form 10-K (pp. 107, 166-168)

**From GSG's July 16, 2018 Form 8-K\***

Item 5.02: Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.	Page 2
Exhibit 99.1 to GSG's July 16, 2018 Form 8-K: Press release of GSG dated July 17, 2018 in relation to the retirement of Lloyd C. Blankfein as Chairman and Chief Executive Officer, and the appointment of David M. Solomon as successor	Page 4

\* The page numbers referenced above in relation to the GSG's July 16, 2018 Form 8-K relate to the order in which the pages appear in the PDF version of such document.

Any information incorporated by reference that is not included in the cross-reference list is considered to be additional information and is not required by the relevant schedules of Commission Regulation (EC) No. 809/2004, as amended (the "**Prospectus Regulation**").

Investors who have not previously reviewed the information contained in the above documents should do so in connection with their evaluation of any Securities. Any statement contained in a document or the relevant portion of which is incorporated by reference into this Prospectus, shall be deemed to be modified or superseded for the purpose of this Prospectus to the extent that a statement contained in this Prospectus or in any supplement to this Prospectus filed under Article 16 of the Prospectus Directive, including any documents incorporated therein by reference, modifies or supersedes such earlier statement (whether expressly, by implication or otherwise).

Documents incorporated by reference into this Prospectus are available to investors by request from Investor

## Documents Incorporated by Reference

Relations, 200 West Street, New York, New York 10282, USA, telephone +1 (212) 902-0300 and from the Luxembourg Paying Agent, Banque Internationale à Luxembourg at its office at 69 route d'Esch, L-2953 Luxembourg, Grand Duchy of Luxembourg. The documents incorporated by reference are also available on the Luxembourg Stock Exchange's website ([www.bourse.lu](http://www.bourse.lu)).

**CONTRACTUAL TERMS**

ISIN: XS1922387730

Common Code: 192238773

Valoren: 45203551

PIPG Tranche Number: 119771

The terms and conditions ("**Conditions**") of the Securities shall comprise (i) the General Terms and Conditions of the Notes (the "**General Note Conditions**") as completed and/or amended by (ii) the Payout Conditions specified to be applicable by these Contractual Terms and (iii) the terms of the relevant Underlying Asset Conditions specified to be applicable by the Contractual Terms below (the "**Index Linked Conditions**"), all as further completed and/or amended by (iv) these Contractual Terms. In the event of any inconsistency between the General Note Conditions and the applicable Underlying Asset Conditions, the latter shall prevail; in the event of any inconsistency between (a) the applicable Underlying Asset Conditions or the General Note Conditions, and (b) the Payout Conditions, the Payout Conditions shall prevail; in the event of any inconsistency between (a) the General Note Conditions as completed and/or amended by the Payout Conditions and applicable Underlying Asset Conditions and (b) the Contractual Terms, the Contractual Terms shall prevail.

All references in the General Note Conditions, the applicable Payout Conditions and the Underlying Asset Conditions to "Final Terms" shall be deemed to be references to these Contractual Terms.

*The General Note Conditions, the Payout Conditions and the Underlying Asset Conditions are incorporated by reference herein: see the section entitled "Documents Incorporated by Reference" above.*

Terms used herein shall be deemed to be defined as such for the purposes of the General Note Conditions as completed and/or amended by the Payout Conditions and the applicable Underlying Asset Conditions set forth in the Base Prospectus.

1. **Tranche Number:** One.
2. **Specified Currency or Currencies:** United States Dollar ("**USD**").
3. **Aggregate Nominal Amount:**
  - (i) Series: Up to USD 10,000,000.
  - (ii) Tranche: Up to USD 10,000,000.
4. **Issue Price:** 100 per cent. of the Aggregate Nominal Amount.
5. **Specified Denomination:** USD 2,000.
6. **Calculation Amount:** USD 2,000.
7. **Issue Date:** February 1, 2019.
8. **Maturity Date:** Scheduled Maturity Date is February 1, 2021.
  - (i) Strike Date: Not Applicable.
  - (ii) Relevant Determination Date Valuation Date.  
(General Note Condition 2(a)):



- (iii) Scheduled Determination Date: Not Applicable.
- (iv) First Maturity Date Specific Adjustment: Not Applicable.
- (v) Second Maturity Date Specific Adjustment: Applicable.
- Specified Day(s) for the purposes of "Second Maturity Date Specific Adjustment": Five Business Days.
  - Maturity Date Business Day Convention for the purposes of the "Second Maturity Date Specific Adjustment": No Adjustment.
- (vi) Business Day Adjustment: Not Applicable.
9. **Underlying Asset(s):** The Index (as defined below).

**VALUATION PROVISIONS**

10. **Valuation Date(s):** January 25, 2021.
- Final Reference Date: Not Applicable.
11. **Entry Level Observation Dates:** Not Applicable.
12. **Initial Valuation Date:** January 25, 2019.
13. **Averaging:** Not Applicable.
14. **Asset Initial Price:** Not Applicable.
15. **Adjusted Asset Final Reference Date:** Not Applicable.
16. **Adjusted Asset Initial Reference Date:** Not Applicable.
17. **FX (Final) Valuation Date:** Not Applicable.
18. **FX (Initial) Valuation Date:** Not Applicable.
19. **Final FX Valuation Date:** Not Applicable.
20. **Initial FX Valuation Date:** Not Applicable.

**COUPON PAYOUT CONDITIONS**

21. **Coupon Payout Conditions:** Not Applicable.
22. **Interest Basis:** Not Applicable.
23. **Floating Interest Commencement Date:** Not Applicable.

24. **Fixed Rate Note Conditions (General Note Condition 7):** Not Applicable.
25. **BRL FX Conditions (Coupon Payout Condition 1.1(c)):** Not Applicable.
26. **FX Security Conditions (Coupon Payout Condition 1.1(d)):** Not Applicable.
27. **Floating Rate Note Conditions (General Note Condition 8):** Not Applicable.
28. **Change of Interest Basis (General Note Condition 9):** Not Applicable.
29. **Conditional Coupon (Coupon Payout Condition 1.3):** Not Applicable.
30. **Range Accrual Coupon (Coupon Payout Condition 1.4):** Not Applicable.

#### AUTOCALL PAYOUT CONDITIONS

31. **Automatic Early Redemption (General Note Condition 10(i)):** Not Applicable.
32. **Autocall Payout Conditions:** Not Applicable.

#### REDEMPTION PROVISIONS

33. **Redemption/Payment Basis:** Index Linked Notes.
34. **Redemption at the option of the Issuer (General Note Condition 10(b)):** Not Applicable.
35. **Redemption at the option of Noteholders (General Note Condition 10(c)):** Not Applicable.
36. **Zero Coupon Note Conditions:** Not Applicable.
37. **Final Redemption Amount of each Note (General Note Condition 10(a)):**

In cases where the Final Redemption Amount is Share Linked, Index Linked, Commodity Linked, Commodity Index Linked, FX Linked or Inflation Linked:

- Provisions for determining Final Redemption Amount where calculated by reference to Share and/or Index and/or Commodity and/or Commodity Index and/or
- The Final Redemption Amount will be determined in accordance with the Annex (*Payout Terms*).

FX Rate and/or Inflation Index:

**FINAL REDEMPTION AMOUNT PAYOUT CONDITIONS**

- |     |  |   |
|-----|--|---|
| 38. | <b>Single Limb Payout (Payout Condition 1.1):</b>          | Not Applicable – see the Annex ( <i>Payout Terms</i> ). |
| 39. | <b>Multiple Limb Payout (Payout Condition 1.2):</b>        | Not Applicable – see the Annex ( <i>Payout Terms</i> ). |
| 40. | <b>Barrier Event Conditions (Payout Condition 2):</b>      | Not Applicable – see the Annex ( <i>Payout Terms</i> ). |
| 41. | <b>Trigger Event Conditions (Payout Condition 3):</b>      | Not Applicable.   |
| 42. | <b>Currency Conversion:</b>                                | Not Applicable.   |
| 43. | <b>Physical Settlement (General Note Condition 12(a)):</b> | Not Applicable.   |
| 44. | <b>Non-scheduled Early Repayment Amount:</b>               | Fair Market Value.                                      |
|     | - Adjusted for any reasonable expenses and costs:          | Applicable.   |

**SHARE LINKED NOTE / INDEX LINKED NOTE / COMMODITY LINKED NOTE / FX LINKED NOTE / INFLATION LINKED NOTE**

- |     |                                   |  |
|-----|-----------------------------------|--|
| 45. | <b>Type of Notes:</b>             | The Notes are Index Linked Notes – the Index Linked Conditions are applicable.   |
| 46. | <b>Share Linked Notes:</b>        | Not Applicable.  |
| 47. | <b>Index Linked Notes:</b>        | Applicable.  |
|     | (i) Single Index or Index Basket: | Single Index.  |
|     | (ii) Name of Index(ices):         | NASDAQ-100 Index <sup>®</sup> ( <i>Bloomberg page: NDX &lt;Index&gt;; Reuters screen: .NDX</i> ) (the " <b>Index</b> "). |
|     | (iii) Type of Index:              | Multi-Exchange Index.  |
|     | (iv) Exchange(s):                 | As specified in Index Linked Condition 7 ( <i>Definitions</i> ) in respect of a Multi-Exchange Index.                    |
|     | (v) Related Exchange(s):          | All Exchanges.   |
|     | (vi) Options Exchange:            | Not Applicable.  |
|     | (vii) Index Sponsor:              | The NASDAQ OMX Group, Inc.   |
|     | (viii) Valuation Time:            | Default Valuation Time.  |

- (ix) Latest Reference Date: Not Applicable.
- (x) Index-Linked Derivatives Contract Provisions: Not Applicable.
- (xi) Initial Index Level: Not Applicable.
- (xii) Initial Closing Index Level: Not Applicable.
- (xiii) Initial Average Index Level: Not Applicable.
- (xiv) Initial Average Closing Index Level: Not Applicable.
- (xv) Single Index and Reference Dates – Consequences of Disrupted Days: Applicable in respect of the Initial Valuation Date and the Valuation Date – as specified in Index Linked Condition 1.1 (*Single Index and Reference Dates*).
- (a) Maximum Days of Disruption: As specified in Index Linked Condition 7.
- (b) No Adjustment: Not Applicable.
- (xvi) Single Index and Averaging Reference Dates – Consequences of Disrupted Days: Not Applicable.
- (xvii) Index Basket and Reference Dates – Basket Valuation (Individual Scheduled Trading Day and Individual Disrupted Day): Not Applicable.
- (xviii) Index Basket and Averaging Reference Dates – Basket Valuation (Individual Scheduled Trading Day and Individual Disrupted Day): Not Applicable.
- (xix) Index Basket and Reference Dates – Basket Valuation (Common Scheduled Trading Day but Individual Disrupted Day): Not Applicable.
- (xx) Index Basket and Averaging Reference Dates – Basket Valuation (Common Scheduled Trading Day but Individual Disrupted Day): Not Applicable.
- (xxi) Index Basket and Reference Dates – Basket Valuation (Common Scheduled Trading Day and Common Disrupted Day): Not Applicable.

(xxii) Index Basket and Averaging Reference Dates – Basket Valuation (Common Scheduled Trading Day and Common Disrupted Day):	Not Applicable.
(xxiii) Fallback Valuation Date:	Not Applicable.
(xxiv) Index Modification:	Calculation Agent Adjustment.
(xxv) Index Cancellation:	Calculation Agent Adjustment.
(xxvi) Index Disruption:	Calculation Agent Adjustment.
(xxvii) Change in Law:	Applicable.
(xxviii) Correction of Index Level:	Applicable.
(xxix) Correction Cut-off Date:	Default Correction Cut-off Date is applicable in respect of the Valuation Date and the Initial Valuation Date.
(xxx) Index Disclaimer:	Applicable. See also the Annex ( <i>Index Disclaimer</i> ) below.
<b>48. Commodity Linked Notes (Single Commodity or Commodity Basket):</b>	Not Applicable.
<b>49. Commodity Linked Notes (Single Commodity Index or Commodity Index Basket):</b>	Not Applicable.
<b>50. FX Linked Notes:</b>	Not Applicable.
<b>51. Inflation Linked Notes:</b>	Not Applicable.
<b>52. EIS Notes:</b>	Not Applicable.
<b>53. Multi-Asset Basket Linked Notes:</b>	Not Applicable.
<b>GENERAL PROVISIONS APPLICABLE TO THE NOTES</b>	
<b>54. FX Disruption Event/CNY FX Disruption Event/Currency Conversion Disruption Event (General Note Condition 13):</b>	Not Applicable.
<b>55. Rounding (General Note Condition 22):</b>	
(i) Non-Default Rounding – calculation values and percentages:	Not Applicable.
(ii) Non-Default Rounding – amounts due and payable:	Not Applicable.
(iii) Other Rounding Convention:	Not Applicable.

56. **Additional Business Centre(s):** TARGET.
- Non-Default Business Day: Not Applicable.
57. **Form of Notes:** Registered Notes.
- Global Registered Note registered in the name of a nominee for a common depository for Euroclear and Clearstream, Luxembourg exchangeable for Individual Note Certificates in the limited circumstances described in the Global Registered Note.
58. **Additional Financial Centre(s) relating to Payment Business Days:** TARGET.
- Non-Default Payment Business Day: Not Applicable.
59. **Principal Financial Centre:** The Principal Financial Centre in relation to USD is The State of New York.
- Non-Default Principal Financial Centre: Applicable.
60. **Instalment Notes (General Note Condition 10(p)):** Not Applicable.
61. **Minimum Trading Number (General Note Condition 5(f)):** One Note (corresponding to a nominal amount of USD 2,000).
62. **Permitted Trading Multiple (General Note Condition 5(f)):** One Note (corresponding to a nominal amount of USD 2,000).
63. **Record Date (General Note Condition 11):** Not Applicable.
64. **Calculation Agent (General Note Condition 18):** Goldman Sachs International.

#### DISTRIBUTION

65. **Method of distribution:** Non-syndicated.
- (i) If syndicated, names and addresses of Managers and underwriting commitments: Not Applicable.
- (ii) Date of Subscription Agreement: Not Applicable.
- (iii) If non-syndicated, name and address of Dealer: Goldman Sachs International, Peterborough Court, 133 Fleet Street, London EC4A 2BB, England.
66. **Non-exempt Offer:** An offer of the Notes may be made by the placers other than pursuant to Article 3(2) of the Prospectus Directive in the Republic of Italy (the "**Public Offer Jurisdiction**")

during the period commencing on (and including) January 7, 2019 (only after this Prospectus has been approved as a prospectus for the purpose of Article 5.3 of the Prospectus Directive by the CSSF and notification of such approval has been made to the Italian National Stock Exchange and Companies Commission (*Commissione Nazionale per le Società e la Borsa*) ("**CONSOB**") in its capacity as the competent authority of the Republic of Italy) and ending on (and including) January 25, 2019 ("**Offer Period**"). See further paragraph entitled "Terms and Conditions of the Offer" below.

67. **Prohibition of Sales to EEA Retail Investors:** Not Applicable.

Signed on behalf of Goldman Sachs Finance Corp International Ltd:

By: .....

Duly authorised



## OTHER INFORMATION

1. **LISTING AND ADMISSION TO TRADING** Application will be made by the Issuer (or on its behalf) for the Notes to be listed on the Official List and admitted to trading on the regulated market of the Luxembourg Stock Exchange with effect from on or around the Issue Date.

Application will be made by the Issuer (or on its behalf) for admission to trading of the Notes on the Euro TLX market, a multilateral trading facility organised and managed by Euro TLX SIM S.p.A. The admission to trading of the Notes is expected to be on or around the Issue Date.

No assurances can be given that such applications for listing and admission to trading will be granted (or, if granted, will be granted by the Issue Date). The Issuer has no duty to maintain the listing (if any) of the Notes on the relevant stock exchange(s) over their entire lifetime. The Notes may be suspended from trading and/or de-listed at any time in accordance with applicable rules and regulations of the relevant stock exchange(s).

2. **ESTIMATED TOTAL EXPENSES RELATED TO THE ADMISSION TO TRADING** Not Applicable.

3. **LIQUIDITY ENHANCEMENT AGREEMENTS** Not Applicable.

4. **RATINGS** Not Applicable.

5. **INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE**

The Issue Price of 100 per cent. of the Aggregate Nominal Amount includes a selling commission of up to 1.70 per cent. of the Aggregate Nominal Amount which has been paid by the Issuer to the Distributor.

Save as stated above and as discussed in risk factor 8 (*Risks associated with conflicts of interest between Goldman Sachs and purchasers of Securities*) on pages 34 to 36 of this Prospectus, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

6. **REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES**

- (i) Reasons for the offer: The net proceeds from the issue of the Securities will be used in the general business of the Issuer, i.e., for making profit and/or hedging certain risks.
- (ii) Estimated net proceeds: Not Applicable.
- (iii) Estimated total expenses: Not Applicable.

## 7. PERFORMANCE AND VOLATILITY OF THE UNDERLYING ASSET

Details of the past and further performance and volatility of the Underlying Asset may be obtained from Bloomberg and Reuters. However, past performance is not indicative of future performance.

The value of and return on the Securities will depend on the performance of the Underlying Asset.

See the section entitled "*Performance Scenarios*" above for examples of the potential return on the Securities in various hypothetical scenarios.

## 8. OPERATIONAL INFORMATION

Any Clearing System(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking S.A. and the relevant identification number(s): Not Applicable.

Delivery: Delivery against payment.

Names and addresses of additional Paying Agent(s) (if any): Not Applicable.

Operational contact(s) for Fiscal Agent: eq-sd-operations@gs.com.

Intended to be held in a manner which would allow Eurosystem eligibility: No.

## 9. TERMS AND CONDITIONS OF THE OFFER

Offer Period: An offer of the Securities will be made by the placers other than pursuant to Article 3(2) of the Prospectus Directive in the Public Offer Jurisdiction during the Offer Period.

The Offer Period for the Notes placed in Italy outside the premises of the distributors ("**door-to-door**"), pursuant to Article 30 of Legislative Decree No. 58 of February 24, 1998, as amended (the "**Financial Services Act**") shall be from (and including) January 7, 2019 to (and including) January 18, 2019.

Pursuant to Article 30, paragraph 6, of the Financial Service Act, the effects of the subscriptions made "door-to-door" are suspended for a period of seven days from the date of the subscription. During such period, investors have the right to withdraw from the subscription without any charge or fee, by means of notification to the relevant placer.

In the event that the Notes are placed in Italy via distance communication techniques, including subscriptions made through a website, the Offer Period shall be from (and including) January 7,

2019 to (and including) January 11, 2019.

Pursuant to Article 67-*duodecies* of Legislative Decree No. 206 of September 6, 2005, subscriptions made via distance communication techniques are suspended for a period of fourteen days from the date of acceptance of the subscription by the relevant placers. During such period, investors have the right to withdraw from the subscription without any charge or fee and without having to indicate any reasons thereof, by means of notification pursuant to the modalities set forth on the relevant website where the subscription was made.

Offer Price:

Issue Price.

The Issue Price of 100 per cent. (100%) of the Aggregate Nominal Amount includes a selling commission of up to 1.70 per cent. (1.70%) of the Aggregate Nominal Amount which has been paid by the Issuer.

Conditions to which the offer is subject:

The offer of the Securities for sale to the public in the Public Offer Jurisdiction is subject to the relevant regulatory approvals having been granted, and the Securities being issued.

The Offer Period is subject to adjustment by or on behalf of the Issuer in accordance with the applicable regulations and any adjustments to such period will be set out in one or more notices to be made available during normal business hours at the registered office of the relevant placer and on [www.goldman-sachs.it](http://www.goldman-sachs.it).

The offer of the Securities may be withdrawn in whole or in part at any time before the Issue Date at the discretion of the Issuer and any such withdrawal will be set out in one or more notices to be made available during normal business hours at the registered office of the relevant placer and on [www.goldman-sachs.it](http://www.goldman-sachs.it).

Description of the application process:

The subscription forms will be collected by the placers directly from end investors or via brokers (*consulenti finanziari abilitati all'offerta fuori sede*) who are allowed to collect forms on behalf of the placers or via distance communication techniques. There is no preferential subscription right for this offer.

Description of possibility to reduce subscription and manner for refunding excess amount paid by applicant:	Not Applicable.
Details of the minimum and/or maximum amount of application:	<p>The minimum amount of application per investor will be one Security.</p> <p>The maximum amount of application will be subject only to availability at the time of application.</p>
Details of the method and time limits for paying up and delivering the Securities:	<p>Each subscriber shall pay the Issue Price to the relevant Distributor who shall pay the Issue Price reduced by the selling commission to the Issuer.</p> <p>The delivery of the subscribed Securities will be done after the Offer Period on the Issue Date.</p>
Manner in and date on which results of the offer are to be made public:	<p>The results of the offer will be filed with the <i>Commission de Surveillance du Secteur Financier</i> (CSSF) and published on the website of the Issuer (<a href="http://www.goldman-sachs.it">www.goldman-sachs.it</a>) at or around the end of the Offer Period.</p>
Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised:	Not Applicable.
Whether tranche(s) have been reserved for certain countries:	<p>The Securities will be offered to the public in the Public Offer Jurisdiction.</p> <p>Offers may only be made by offerors authorised to do so in the Public Offer Jurisdiction. Neither the Issuer nor the Dealer have taken or will take any action specifically in relation to the Securities referred to herein to permit a public offering of such Securities in any jurisdiction other than the Public Offer Jurisdiction.</p> <p>In other EEA countries, offers will only be made pursuant to an exemption from the obligation under the Prospectus Directive as implemented in such countries to publish a prospectus.</p> <p>Notwithstanding anything else in the Base Prospectus, the Issuer will not accept responsibility for the information given in this Prospectus in relation to offers of Securities made by an offeror not authorised by the Issuer to make such offers.</p>
Process for notification to applicants of the amount allotted and the indication whether dealing may	<p>Allocation of Securities is simultaneous with the acceptance of the offer by each individual investor and subject to (i) the availability of funds in his or</p>

begin before notification is made: her account for the total amount invested and (ii) the total amount for which acceptances have been received not exceeding the maximum Aggregate Nominal Amount under this Prospectus.

Amount of any expenses and taxes specifically charged to the subscriber or purchaser: There are no expenses specifically charged to the subscriber or purchaser other than specified in the paragraph headed "Offer Price" in this section of the Contractual Terms above.

Please refer to "Luxembourg Tax Considerations" and "Italian Tax Considerations" in the section entitled "Taxation" in the Base Prospectus.

Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place: UBS (Italia) S.p.A., Via del Vecchio Politecnico 3, 20121, Milan, Italy, and such other placers as may be notified to potential investors from time to time by publication on the website of the Issuer ([www.goldman-sachs.it](http://www.goldman-sachs.it)), in accordance with the applicable laws and regulations of the Public Offer Jurisdiction.

**Consent to use the Prospectus:**

Identity of financial intermediary(ies) that are allowed to use the Prospectus: UBS (Italia) S.p.A., Via del Vecchio Politecnico 3, 20121, Milan, Italy, and such other placers as may be notified to potential investors from time to time by publication on the website of the Issuer ([www.goldman-sachs.it](http://www.goldman-sachs.it)), in accordance with the applicable laws and regulations of the Public Offer Jurisdiction.

Offer period during which subsequent resale or final placement of Notes by financial intermediaries can be made: The Offer Period.

Conditions attached to the consent: The Issuer consents to the use of this Prospectus in connection with the making of an offer of the Securities to the public requiring the prior publication of a prospectus under the Prospectus Directive (a "**Non-exempt Offer**") by the financial intermediary/ies (each, an "**Authorised Offeror**") in the Public Offer Jurisdiction.

Each Authorised Offeror (i) has the Issuer's consent to use this Prospectus in respect of offers of the Securities made in the Public Offer Jurisdiction provided that it complies with all applicable laws and regulations, and (ii) has the Issuer's consent to use the Base Prospectus in respect of private placements of the Securities that do not subject the Issuer or any affiliate of the

Issuer to any additional obligation to make any filing, registration, reporting or similar requirement with any financial regulator or other governmental or quasi-governmental authority or body or securities exchange, or subject any officer, director or employee of the Issuer or any affiliate of the Issuer to personal liability, where such private placements are conducted in compliance with the applicable laws of the relevant jurisdictions thereof.

## 10. UNITED STATES TAX CONSIDERATIONS

### Section 871(m) Withholding Tax

The U.S. Treasury Department has issued regulations under which amounts paid or deemed paid on certain financial instruments that are treated as attributable to U.S.-source dividends could be treated, in whole or in part depending on the circumstances, as a "dividend equivalent" payment that is subject to tax at a rate of 30 per cent. (or a lower rate under an applicable treaty). We have determined that, as of the issue date of the Notes, the Notes will not be subject to withholding under these rules. In certain limited circumstances, however, it is possible for United States alien holders to be liable for tax under these rules with respect to a combination of transactions treated as having been entered into in connection with each other even when no withholding is required. United States alien holders should consult their tax advisor concerning these regulations, subsequent official guidance and regarding any other possible alternative characterisations of their Notes for United States federal income tax purposes. See "*United States Tax Considerations – Dividend Equivalent Payments*" in the Base Prospectus for a more comprehensive discussion of the application of Section 871(m) to the Notes.

## 11. BENCHMARKS REGULATION

NASDAQ-100 Index<sup>®</sup> is provided by The NASDAQ OMX Group, Inc. As at the date this Prospectus, The NASDAQ OMX Group, Inc. does not appear in the register of administrators and benchmarks established and maintained by ESMA pursuant to article 36 of the Benchmarks Regulation.

## 12. INDEX DISCLAIMER

### NASDAQ-100 Index<sup>®</sup> (the "Index")

The Securities are not sponsored, endorsed, sold or promoted by Nasdaq, Inc. or its affiliates (Nasdaq, with its affiliates, are referred to as the "**Corporations**"). The Corporations have not passed on the legality or suitability of, or the accuracy or adequacy of descriptions and disclosures relating to, the Securities. The Corporations make no representation or warranty, express or implied to the owners of the Securities or any member of the public regarding the advisability of investing in securities generally or in the Securities particularly, or the ability of the Index to track general stock market performance. The Corporations' only relationship to the Goldman Sachs Group ("**Licensee**") is in the licensing of the NASDAQ<sup>®</sup>, and Nasdaq-100 Index<sup>™</sup> registered trademarks, and certain trade names of the Corporations and the use of the Index which is determined, composed and calculated by NASDAQ without regard to Licensee or the Securities. Nasdaq has no obligation to take the needs of the Licensee or the owners of the Securities into consideration in determining, composing or calculating the Index. The Corporations are not responsible for and have not participated in the determination of the timing of, prices at, or quantities of the Securities to be issued or in the determination or calculation of the equation by which the Securities are to be converted into cash. The Corporations have no liability in connection with the administration, marketing or trading of the Securities.

THE CORPORATIONS DO NOT GUARANTEE THE ACCURACY AND/OR UNINTERRUPTED

CALCULATION OF THE INDEX OR ANY DATA INCLUDED THEREIN. THE CORPORATIONS MAKE NO WARRANTY, EXPRESS OR IMPLIED, AS TO RESULTS TO BE OBTAINED BY LICENSEE, OWNERS OF THE SECURITIES, OR ANY OTHER PERSON OR ENTITY FROM THE USE OF THE INDEX OR ANY DATA INCLUDED THEREIN. THE CORPORATIONS MAKE NO EXPRESS OR IMPLIED WARRANTIES, AND EXPRESSLY DISCLAIM ALL WARRANTIES OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE OR USE WITH RESPECT TO THE INDEX OR ANY DATA INCLUDED THEREIN. WITHOUT LIMITING ANY OF THE FOREGOING, IN NO EVENT SHALL THE CORPORATIONS HAVE ANY LIABILITY FOR ANY LOST PROFITS OR SPECIAL, INCIDENTAL, PUNITIVE, INDIRECT, OR CONSEQUENTIAL DAMAGES, EVEN IF NOTIFIED OF THE POSSIBILITY OF SUCH DAMAGES.

## ANNEX

## PAYOUT TERMS

1. **Final Redemption Amount**

Unless the Notes are redeemed early, are adjusted, or are purchased and cancelled, in each case in accordance with the Conditions, each Note (of the Specified Denomination) shall be redeemed on the Maturity Date by payment of the Final Redemption Amount, which will be an amount determined by the Calculation Agent in accordance with paragraph (i) or (ii) below, as applicable:

- (i) if a Barrier Event has not occurred, an amount in the Specified Currency determined by the Calculation Agent in accordance with the following formula:

$$CA \times \left\{ 1 + \text{Max} \left[ \left( \frac{RP(F)}{RP(I)} - 1 \right); \left( 1 - \frac{RP(F)}{RP(I)} \right) \right] \right\}; \text{ or}$$

- (ii) if a Barrier Event has occurred, an amount in the Specified Currency equal to the Calculation Amount.

2. **Definitions**

For the purposes of this Annex, the following terms and expressions shall have the following meanings. Terms not defined herein shall be given their respective meanings as contained in the Contractual Terms, the General Note Conditions or the Index Linked Conditions (which are incorporated by reference into this Prospectus), as applicable.

"**Barrier Event**" means (and a Barrier Event shall be deemed to have occurred if), on any Observation Date (closing valuation) during the Observation Period, the Reference Price is either (i) less than the Barrier Level (1) or (ii) greater than the Barrier Level (2), as determined by the Calculation Agent.

"**Barrier Level (1)**" means 60 per cent. (60%) of the Reference Price (Initial).

"**Barrier Level (2)**" means 125 per cent. (125%) of the Reference Price (Initial).

"**CA**" means the Calculation Amount, USD 2,000.

"**Max**" followed by a series of amounts inside brackets, means whichever is the greater of the amounts separated by a semi-colon inside those brackets.

"**Observation Date (closing valuation)**" means, in respect of the Underlying Asset, each Scheduled Trading Day which is not a Disrupted Day for the Underlying Asset falling in the Observation Period. The Valuation Date shall be deemed to be an Observation Date (closing valuation).

"**Observation Period**" means the period commencing on, but excluding, the Initial Valuation Date and ending on, and including, the Valuation Date.

"**Reference Price**" means, in respect of any relevant day, the Closing Index Level of the Index on such day.

"**RP(I)**" or "**Reference Price (Initial)**" means the Reference Price of the Underlying Asset on the Initial Valuation Date.

"**RP(F)**" or "**Reference Price (Final)**" means the Reference Price of the Underlying Asset on the Valuation Date.



## GENERAL INFORMATION

### 1. **Authorisations**

The Programme has been authorised pursuant to a written resolution of the Executive Committee of the Board of Directors of GSI passed on September 28, 1998. The accession of GSFCI as issuer to the Programme has been authorised pursuant to a resolution of the Board of Directors of GSFCI passed on January 12, 2017.

### 2. **Financial Statements**

#### ***GSFCI***

The statutory financial statements of GSFCI for the period ended December 31, 2017 have been audited without qualification by PricewaterhouseCoopers LLP, Chartered Accountants and Statutory Auditors, of 7 More London Riverside, London, SE1 2RT in accordance with the laws of England. PricewaterhouseCoopers LLP is a registered member of the Institute of Chartered Accountants in England and Wales.

#### ***GSG***

PricewaterhouseCoopers LLP, which is a member of the American Institute of Certified Public Accountants and regulated as an independent registered public accounting firm under the rules of the Public Company Accounting Oversight Board, of 300 Madison Avenue, New York, New York 10017, USA, audited GSG's consolidated statements of financial condition as of December 31, 2017 and December 31, 2016 and the related consolidated statements of earnings, cash flows and changes in shareholders' equity for the fiscal years ended December 31, 2017 and December 31, 2016 and issued unqualified audit opinions thereon.

The consolidated statements of GSG incorporated by reference in this Prospectus by reference from the GSG's 2017 Form 10-K for the fiscal year ended December 31, 2017 and management's assessment of the effectiveness of internal control over financial reporting (which is included in management's report on internal control over financial reporting) have been incorporated in reliance on the report of PricewaterhouseCoopers LLP included therein given on the authority of said firm as experts in auditing and accounting.

### 3. **No significant change and no material adverse change**

#### ***GSFCI***

There has been no significant change in the financial or trading position of GSFCI since June 30, 2018. There has been no material adverse change in the prospects of GSFCI since December 31, 2017.

#### ***GSG***

There has been no significant change in the financial or trading position of GSG since September 30, 2018 and no material adverse change in the prospects of GSG since December 31, 2017.

In this Prospectus, references to the "prospects" and "financial or trading position" of GSFCI and GSG are specifically to the respective ability of each of GSFCI and GSG to meet its full payment obligations under the Securities (in the case of GSFCI) or Guaranty (in the case of GSG) in a timely manner. Material information about the respective financial condition and prospects of GSFCI and GSG is included in each of GSFCI's and GSG's annual and interim reports, which are (or will be) incorporated by reference into this Prospectus.

**4. Litigation**

Save as disclosed in "Legal Proceedings" of Note 27 to the Financial Statements (pages 83 to 89, page 150) of GSG's 2018 Third Quarter Form 10-Q, there have been no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which GSFCI or GSG is aware) during the 12 months before the date of this Prospectus which may have, or have had in the recent past, significant effects on GSFCI or GSG's financial position or profitability.

**5. Availability of Documents**

For so long as any Securities shall be outstanding, copies of the following documents may be obtained free of charge upon request during normal business hours from the specified office of the Issuer and the office of the Luxembourg Paying Agent and each of the Paying Agents:

- (a) the certificate of incorporation of GSG;
- (b) the constitutional documents of GSFCI;
- (c) the Guaranty;
- (d) the programme agency agreement in relation to the Securities dated January 17, 2017;
- (e) the deed of covenant made by the Issuer dated January 17, 2017;
- (f) the Cayman deed of covenant made by the Issuer dated January 17, 2017;
- (g) a copy of this Prospectus and any document incorporated by reference herein; and
- (h) all reports, letters and other documents, balance sheets, valuations and statements by any expert any part of which is extracted or referred to in this Prospectus.

**6. Responsibility statement**

The Issuer and the Guarantor accept responsibility for the information contained in this Prospectus. To the best of the knowledge of GSFCI and GSG (which have taken all reasonable care to ensure that such is the case) the information contained in this Prospectus is in accordance with the facts and does not omit anything likely to affect the import of such information. Where information contained in this Prospectus has been sourced from a third party, this information has been accurately reproduced and, so far as GSFCI and GSG is aware and is able to ascertain from information published by that third party, no facts have been omitted which would render the reproduced information inaccurate or misleading.

**7. Content of websites does not form part of this Prospectus**

No content of any website, cited or referred to in this Prospectus, shall be deemed to form part of, or be incorporated by reference into this Prospectus.

**8. De-listing**

Although no assurance is made as to the liquidity of the Securities as a result of their listing on the Official List of the Luxembourg Stock Exchange or the Euro-TLX market, as the case may be, delisting the Securities from the Luxembourg Stock Exchange or the Euro-TLX market, as the case may be, may have a material adverse effect on a purchaser's ability to resell its Securities in the secondary market.

**9. Non-equity securities**

The Securities will not constitute "equity securities" for the purposes of Article 2(1)(b) of the Prospectus Directive and Article 2(1)(v) of the Luxembourg Law dated July 10, 2005 as amended on July 3, 2012 on prospectuses for securities (the "**Luxembourg Prospectus Law**").

#### 10. **Consent to use this Prospectus**

Subject to the conditions set out below, in connection with a Non-exempt Offer (as defined below) of Securities, the Issuer consents to the use of this Prospectus by UBS (Italia) S.p.A., Via del Vecchio Politecnico 3, 20121, Milan, Italy (the "**Authorised Offeror**" or "**Distributor**"). Any new information with respect to the Authorised Offeror unknown at the time of the approval of this Prospectus but which has become known to the Issuer thereafter and which is relevant to such Non-exempt Offer will be published by way of notice which will be available on the website of the Issuer (*www.goldman-sachs.it*).

The consent of the Issuer is subject to the following conditions:

- (i) the consent is only valid during the period commencing on (and including) January 7, 2019 (only after this Prospectus has been approved as a prospectus for the purpose of Article 5.3 of the Prospectus Directive by the CSSF and notification of such approval has been made to the Italian National Stock Exchange and Companies Commission (*Commissione Nazionale per le Società e la Borsa*) ("**CONSOB**") in its capacity as the competent authority of the Republic of Italy) and ending on (and including) January 25, 2019 (the "**Offer Period**"); and
- (ii) the consent only extends to the use of this Prospectus to make Non-exempt Offers (as defined below) of the Securities in the Republic of Italy.

A "**Non-exempt Offer**" of Securities is an offer of Securities that is not within an exemption from the requirement to publish a prospectus under the Prospectus Directive.

The Issuer may (i) give consent to one or more additional Authorised Offerors after the date of this Prospectus, (ii) discontinue or change the Offer Period, and/or (iii) remove or add conditions and, if it does so, such information in relation to the Securities will be published by way of notice which will be made available on the Luxembourg Stock Exchange website (*www.bourse.lu*) and the Goldman Sachs website (*www.goldman-sachs.it*), and notified to the Distributor. The removal or addition of conditions (as described in item (iii)) shall be the subject of a supplement pursuant to Article 16 of the Prospectus Directive.

The Issuer accepts responsibility for the content of this Prospectus in relation to any person purchasing Securities pursuant to a Non-exempt Offer where the offer to the Investor is made (i) by an Authorised Offeror (or the Issuer or Dealer named herein), (ii) in a Member State for which the Issuer has given its consent, (iii) during the Offer Period for which the consent is given and (iv) in compliance with the other conditions attached to the giving of the consent, all as set forth in this Prospectus or as subsequently published in accordance with the paragraph immediately above. However, neither the Issuer, the Guarantor nor the Dealer has any responsibility for any of the actions of any Authorised Offeror, including compliance by an Authorised Offeror with applicable conduct of business rules or other local regulatory requirements or other securities law requirements in relation to such offer.

**Any person (an "Investor") intending to acquire or acquiring any Securities from an Authorised Offeror will do so, and offers and sales of Securities to an Investor by the relevant Authorised Offeror will be made, in accordance with any terms and other arrangements in place between such Authorised Offeror and such Investor including as to price, allocations and settlement arrangements. The Issuer will not be a party to any such arrangements with Investors in connection with the offer or sale of the Securities and, accordingly, this Prospectus will not contain such information and an Investor must obtain such information from the relevant Authorised**

**Offeror. Information in relation to an offer to the public will be made available at the time such sub-offer is made, and such information will also be provided by the relevant Authorised Offeror at the time of such offer.**

#### 11. Selected Financial Information

The selected financial information set out below has been extracted from (i) GSFCI's 2018 Interim Financial Statements, which have not been audited, and (ii) GSFCI's 2017 Financial Statements, which have been audited by PricewaterhouseCoopers LLP, and on which PricewaterhouseCoopers LLP have issued an unqualified audit report.

GSFCI's 2018 Interim Financial Statements and GSFCI's 2017 Financial Statements are incorporated by reference into this Prospectus. The financial information presented below should be read in conjunction with GSFCI's 2018 Interim Financial Statements and GSFCI's 2017 Financial Statements and the notes thereto.

The following table shows selected key historical financial information in relation to GSFCI:

	<b>As at six months ended</b>		<b>As at and for the year</b>
	<b>(unaudited)</b>		
<i>(in USD thousands)</i>	<b>June 30, 2018</b>	<b>June 30, 2017</b>	<b>December 31, 2017<sup>1</sup></b>
Operating profit	-2,746	10,318	35,570
Profit for the financial period	-2,746	10,318	35,570

  

	<b>As at six months ended</b>	<b>As at (audited)</b>
	<b>(unaudited)</b>	
<i>(in USD thousands)</i>	<b>June 30, 2018</b>	<b>December 31, 2017</b>
Current assets	6,096,413	2,923,466
Net assets	159,577	13,090
Total shareholders' funds	159,577	13,090

<sup>1</sup> GSFCI was incorporated on October 19, 2016 and the accounting reference period has been extended to 63 weeks ending December 31, 2017. The figures included in the table represent the results of GSFCI for the 63 week period commencing on October 19, 2016 and ending on December 31, 2017.

The following table shows selected key historical financial information in relation to GSG:

	<b>As at and for the nine months ended (unaudited)</b>		<b>As at and for the Year ended</b>	
<i>(in USD millions)</i>	<b>September 30, 2018</b>	<b>September 30, 2017</b>	<b>December 2017</b>	<b>December 2016</b>
Total non-interest revenues	25,308	22,205	29,141	28,021
Net revenues, including net interest income	28,084	24,239	32,073	30,608
Pre-tax earnings/(loss)	9,773	8,024	11,132	10,304

	<b>As at September 30 (unaudited)</b>		<b>As at December 31</b>	
<i>(in USD millions)</i>	<b>2018</b>		<b>2017</b>	<b>2016</b>
Total assets	957,190		916,776	860,165
Total liabilities	870,428		834,533	773,272
Total shareholders' equity:	86,762		82,243	86,893

## 11. Management

The directors of GSFCI are as follows:

<u>Name</u>	<u>Position</u>	<u>Business Address</u>
Jane Macfarland Kelsey	Director	200 West Street New York NY 10282
Maryline Stephanie Juliette Mertz	Director	Peterborough Court 133 Fleet Street London EC4A 2BB

<u>Name</u>	<u>Position</u>	<u>Business Address</u>
Masato Sunaga	Director	Roppongi Hills Mori Tower 47th floor 10-1, Roppongi 6-chome Minato-ku Tokyo 106-6147 Japan
Kevin Kochar	Director	Crystal Downs Embassy Golf Links Business Park, Off Intermediate Ring Road (Indiranagar - Koramangala) Domlur Bengaluru

There are no potential conflicts of interest between the obligations of the directors listed above with regard to GSFCI and their private interests and/or other obligations.

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Jersey JE4 8PX

**Registered Office of GSG**

**The Goldman Sachs Group, Inc.**

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**Fiscal Agent and Paying Agent**

**Citibank, N.A., London Branch**

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Canary Wharf  
London E14 5LB  
England

**Calculation Agent**

**Goldman Sachs International**

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**Auditors to GSFICI**

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