

Final Terms dated May 7, 2019

GOLDMAN SACHS FINANCE CORP INTERNATIONAL LTD

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

**Issue of up to 500 Two-Year EUR Barrier Reverse Convertible Certificates
on the ordinary shares of Société Générale S.A., due May 24, 2021
(the "Certificates" or the "Securities")**

Guaranteed by The Goldman Sachs Group, Inc.

CONTRACTUAL TERMS

Terms used herein shall have the same meaning as in the General Instrument Conditions, the Payout Conditions, the Coupon Payout Conditions and the applicable Underlying Asset Conditions set forth in the base prospectus dated February 20, 2019 (the "**Base Prospectus**") as supplemented by the supplements to the Base Prospectus dated March 5, 2019 and March 28, 2019, which together constitute a base prospectus for the purposes of Directive 2003/71/EC (as amended or superseded) (the "**Prospectus Directive**"). This document constitutes the Final Terms of the Certificates described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Base Prospectus as so supplemented. Full information on the Issuer, the Guarantor and the offer of the Certificates is only available on the basis of the combination of these Final Terms and the Base Prospectus as so supplemented. The Base Prospectus and the supplements to the Base Prospectus are available for viewing at www.bourse.lu and during normal business hours at the registered office of the Issuer, and copies may be obtained from the specified office of the Luxembourg Paying Agent. These Final Terms are available for viewing at www.goldman-sachs.it.

A summary of the Certificates (which comprises the summary in the Base Prospectus as amended to reflect the provisions of these Final Terms) is attached to these Final Terms.

1. **Tranche Number:** One.
2. **Settlement Currency:** EUR.
3. **Aggregate number of Certificates:**
 - (i) Series: Up to 500.
 - (ii) Tranche: Up to 500.
 - (iii) Trading in Nominal: Not Applicable.
 - (iv) Non-standard Securities Format: Not Applicable.

- (v) Nominal Amount: Not Applicable.
4. **Issue Price:** EUR 20,000 per Certificate.
5. **Calculation Amount:** EUR 20,000.
6. **Issue Date:** May 23, 2019.
7. **Maturity Date:** Scheduled Maturity Date is May 24, 2021.
- (i) Strike Date: Not Applicable.
- (ii) Relevant Determination Date (General Instrument Condition 2(a)): Final Reference Date.
- (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 "Second Maturity Date Specific Adjustment": Following Business Day Convention.
- (vi) Business Day Adjustment: Not Applicable.
- (vii) American Style Adjustment: Not Applicable.
- (viii) Maturity Date Roll on Payment Date Adjustment: Not Applicable.
8. **Underlying Asset(s):** The Share (as defined below).

VALUATION PROVISIONS

9. **Valuation Date(s):** May 17, 2021.
- Final Reference Date: The Valuation Date scheduled to fall on May 17, 2021.
10. **Entry Level Observation Dates:** Not Applicable.
11. **Initial Valuation Date:** Not Applicable.
12. **Averaging:** Applicable.

- (i) Averaging Dates: Not Applicable.
 - (ii) Initial Averaging Date(s): May 17, 2019, May 20, 2019, May 21, 2019, May 22, 2019 and May 23, 2019.
 - (iii) Last Averaging Date: Not Applicable.
 - (iv) Last Initial Averaging Date: Not Applicable.
 - (v) Final Set First Averaging Date: Not Applicable.
 - (vi) Initial Average Price: The Initial Average Closing Share Price.
13. **Asset Initial Price:** The Initial Average Price.
14. **Adjusted Asset Final Reference Date:** Not Applicable.
15. **Adjusted Asset Initial Reference Date:** Not Applicable.
16. **FX (Final) Valuation Date:** Not Applicable.
17. **FX (Initial) Valuation Date:** Not Applicable.
18. **Final FX Valuation Date:** Not Applicable.
19. **Initial FX Valuation Date:** Not Applicable.

COUPON PAYOUT CONDITIONS

20. **Coupon Payout Conditions:** Applicable.
21. **Interest Basis:** 1.27 per cent. (1.27%) Fixed Rate.
22. **Fixed Interest Commencement Date:** Issue Date.
23. **Fixed Rate Instrument Conditions (General Instrument Condition 11):** Applicable.
- (i) Notional Amount per Instrument: EUR 20,000 per Instrument.
 - (ii) Rate of Interest: 1.27 per cent. (1.27%) payable quarterly in arrear.
 - (iii) Interest Payment Date(s): August 26, 2019, November 25, 2019, February 24, 2020, May 25, 2020, August 24, 2020, November 24, 2020, February 24, 2021 and the Maturity Date.
 - (iv) Fixed Coupon Amount: EUR 254 per Notional Amount per Instrument.
 - (v) Broken Amount(s): Not Applicable.
 - (vi) Day Count Fraction: Not Applicable.
 - (vii) Step Up Fixed Rate Instrument Conditions (General Instrument Condition 11(d)): Not Applicable.

- (viii) **Business Day Convention:** Following Business Day Convention.
24. **BRL FX Conditions (Coupon Payout Condition 1.1(c)):** Not Applicable.
25. **FX Security Conditions (Coupon Payout Condition 1.1(d)):** Not Applicable.
26. **Floating Rate Instrument Conditions (General Instrument Condition 12):** Not Applicable.
27. **Change of Interest Basis Instrument (General Instrument Condition 13):** Not Applicable.
28. **Conditional Coupon (Coupon Payout Condition 1.3):** Not Applicable.
29. **Range Accrual Coupon (Coupon Payout Condition 1.4):** Not Applicable.

AUTOCALL PAYOUT CONDITIONS

30. **Automatic Early Exercise (General Instrument Condition 15):** Not Applicable.
31. **Autocall Payout Conditions:** Not Applicable.

SETTLEMENT AMOUNT AND PAYOUT CONDITIONS

32. **Settlement:** Cash Settlement is applicable.
33. **Single Limb Payout (Payout Condition 1.1):** Not Applicable.
34. **Multiple Limb Payout (Payout Condition 1.2):** Applicable.
- (i) **Trigger Event (Payout Condition 1.2(a)(i)):** Not Applicable.
- (ii) **Payout 1 (Payout Condition 1.2(b)(i)(A)):** Applicable.
- **Redemption Percentage:** 100 per cent. (100%).
- (iii) **Payout 2 (Payout Condition 1.2(b)(i)(B)):** Not Applicable.
- (iv) **Payout 3 (Payout Condition 1.2(b)(i)(C)):** Not Applicable.
- (v) **Payout 4 (Payout Condition 1.2(b)(i)(D)):** Not Applicable.
- (vi) **Payout 5 (Payout Condition 1.2(b)(i)(E)):** Not Applicable.

- 1.2(b)(i)(E)):**
- (vii) **Payout 6 (Payout Condition 1.2(b)(i)(F)):** Not Applicable.
- (viii) **Payout 7 (Payout Condition 1.2(b)(i)(G)):** Not Applicable.
- (ix) **Payout 8 (Payout Condition 1.2(b)(i)(H)):** Not Applicable.
- (x) **Payout 9 (Payout Condition 1.2(b)(i)(I)):** Not Applicable.
- (xi) **Payout 10 (Payout Condition 1.2(b)(i)(J)):** Not Applicable.
- (xii) **Downside Cash Settlement (Payout Condition 1.2(c)(i)(A)):** Applicable, for the purpose of Payout Condition 1.2(c)(i)(A), Single Asset is applicable.
- (a) Minimum Percentage: Not Applicable.
- (b) Final Value: Final Closing Price.
- (c) Initial Value: 100 per cent. (100%) of the Initial Average Price.
- (d) Downside Cap: Not Applicable.
- (e) Downside Floor: Not Applicable.
- (f) Final/Initial (FX): Not Applicable.
- (g) Asset FX: Not Applicable.
- (h) Buffer Level: Not Applicable.
- (i) Reference Price (Final): For the purpose of Payout Condition 1.2(c)(i)(A), Not Applicable.
- (j) Reference Price (Initial): For the purpose of Payout Condition 1.2(c)(i)(A), Not Applicable.
- (k) Perf: For the purpose of Payout Condition 1.2(c)(i)(A), Not Applicable.
- (l) Strike: For the purpose of Payout Condition 1.2(c)(i)(A), Not Applicable.
- (m) Participation: For the purpose of Payout Condition 1.2(c)(i)(A), Not Applicable.
- (n) FXR: For the purpose of Payout Condition 1.2(c)(i)(A), Not Applicable.
- (xiii) **Downside Physical Settlement** Not Applicable.

(Payout Condition 1.2(c)(ii)):

35. **Warrants Payout (Payout Condition 1.3):** Not Applicable.
36. **Barrier Event Conditions (Payout Condition 2):** Applicable.
- (i) Barrier Event: Applicable, for the purposes of the definition of "Barrier Event" in the Payout Conditions, Barrier Reference Value less than the Barrier Level is applicable.
 - (ii) Barrier Reference Value: Barrier Closing Price is applicable.
 - (iii) Barrier Level: 62 per cent. (62%) of the Asset Initial Price.
 - (a) Barrier Level 1: Not Applicable.
 - (b) Barrier Level 2: Not Applicable.
 - (iv) Barrier Observation Period: Not Applicable.
 - (v) Lock-In Event Condition: Not Applicable.
37. **Trigger Event Conditions (Payout Condition 3):** Not Applicable.
38. **Currency Conversion:** Not Applicable.
39. **Physical Settlement (General Instrument Condition 7(e)):** Not Applicable.
40. **Non-scheduled Early Repayment Amount:** Fair Market Value.
- Adjusted for any reasonable expenses and costs: Applicable.

EXERCISE PROVISIONS

41. **Exercise Style of Certificates (General Instrument Condition 7):** The Certificates are European Style Instruments. General Instrument Condition 7(b) is applicable.
42. **Exercise Period:** Not Applicable.
43. **Specified Exercise Dates:** Not Applicable.
44. **Expiration Date:** Final Reference Date.
- Expiration Date is Business Day Adjusted: Not Applicable.
45. **Redemption at the option of the Issuer (General Instrument Condition 16):** Not Applicable.

46. **Automatic Exercise (General Instrument Condition 7(i)):** The Certificates are Automatic Exercise Instruments – General Instrument Condition 7(i) is applicable, save that General Instrument Condition 7(i)(ii) is not applicable.
47. **Minimum Exercise Number (General Instrument Condition 10(a)):** Not Applicable.
48. **Permitted Multiple (General Instrument Condition 10(a)):** Not Applicable.
49. **Maximum Exercise Number:** Not Applicable.
50. **Strike Price:** Not Applicable.
51. **Closing Value:** Not Applicable.

SHARE LINKED INSTRUMENT / INDEX LINKED INSTRUMENT / COMMODITY LINKED INSTRUMENT / FX LINKED INSTRUMENT / INFLATION LINKED INSTRUMENT / MULTI-ASSET BASKET LINKED INSTRUMENT

52. **Type of Certificates:** The Certificates are Share Linked Instruments – the Share Linked Conditions are applicable.
53. **Share Linked Instruments:** Applicable.
- (i) Single Share or Share Basket or Multi-Asset Basket: Single Share.
- (ii) Name of Share(s): The ordinary shares of Société Générale S.A. (*Bloomberg: GLE FP <Equity>; Reuters: SOGN.PA; ISIN: FR0000130809*).
- (iii) Exchange(s): Euronext Paris S.A.
- (iv) Related Exchange(s): All Exchanges.
- (v) Options Exchange: Related Exchange.
- (vi) Valuation Time: Default Valuation Time.
- (vii) Single Share and Reference Dates – Consequences of Disrupted Days: Applicable in respect of each Reference Date – as specified in Share Linked Condition 1.1.
- (a) Maximum Days of Disruption: As specified in Share Linked Condition 7.
- (b) No Adjustment: Not Applicable.
- (viii) Single Share and Averaging Reference Dates – Consequences of Disrupted Days: Applicable in respect of each Averaging Reference Date – as specified in Share Linked Condition 1.2.
- (a) Omission: Not Applicable.

- (b) Postponement: Not Applicable.
- (c) Modified Postponement: Applicable.
- (d) Maximum Days of Disruption: As specified in Share Linked Condition 7.
- (e) No Adjustment: Not Applicable.
- (ix) Share Basket and Reference Dates – Basket Valuation (Individual Scheduled Trading Day and Individual Disrupted Day): Not Applicable.
- (x) Share Basket and Averaging Reference Dates – Basket Valuation (Individual Scheduled Trading Day and Individual Disrupted Day): Not Applicable.
- (xi) Share Basket and Reference Dates – Basket Valuation (Common Scheduled Trading Day but Individual Disrupted Day): Not Applicable.
- (xii) Share Basket and Averaging Reference Dates – Basket Valuation (Common Scheduled Trading Day but Individual Disrupted Day): Not Applicable.
- (xiii) Share Basket and Reference Dates – Basket Valuation (Common Scheduled Trading Day and Common Disrupted Day): Not Applicable.
- (xiv) Share Basket and Averaging Reference Dates – Basket Valuation (Common Scheduled Trading Day and Common Disrupted Day): Not Applicable.
- (xv) Fallback Valuation Date: Not Applicable.
- (xvi) Change in Law: Applicable.
- (xvii) Extraordinary Event – Share Substitution: Applicable.
- (xviii) Correction of Share Price: Applicable.

- (xix) Correction Cut-off Date: Default Correction Cut-off Date is applicable in respect of each Reference Date and each Averaging Reference Date.
- (xx) Depository Receipts Provisions: Not Applicable.
54. **Index Linked Instruments:** Not Applicable.
55. **Commodity Linked Instruments (Single Commodity or Commodity Basket):** Not Applicable.
56. **Commodity Linked Instruments (Single Commodity Index or Commodity Index Basket):** Not Applicable.
57. **FX Linked Instruments:** Not Applicable.
58. **Inflation Linked Instruments:** Not Applicable.
59. **Multi-Asset Basket Linked Instruments:** Not Applicable.

GENERAL PROVISIONS APPLICABLE TO THE CERTIFICATES

60. **FX Disruption Event/CNY FX Disruption Event/Currency Conversion Disruption Event (General Instrument Condition 14):** Not Applicable.
61. **Rounding (General Instrument Condition 25):**
- (i) Non-Default Rounding – Not Applicable.
calculation values and percentages:
 - (ii) Non-Default Rounding – amounts Not Applicable.
due and payable:
 - (iii) Other Rounding Convention: Not Applicable.
62. **Additional Business Centre(s):** Not Applicable.
- Non-Default Business Day: Not Applicable.
63. **Principal Financial Centre:** Not Applicable.
64. **Form of Certificates:** Euroclear/Clearstream Instruments.
65. **Minimum Trading Number (General Instrument Condition 5(b)):** One Certificate.
66. **Permitted Trading Multiple (General Instrument Condition 5(b)):** One Certificate.

67. **Calculation Agent (General Instrument Condition 20):** Goldman Sachs International.

DISTRIBUTION

68. **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.

69. **Non-exempt Offer:** An offer of the Certificates 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) May 7, 2019 and ending on (and including) May 20, 2019 (the "**Offer Period**"). See further paragraph entitled "Terms and Conditions of the Offer" below.

70. **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 admission to trading of the Certificates 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 Certificates is expected to be by the Issue Date. The effectiveness of the offer of the Certificates is conditional upon such admission to trading occurring by the Issue Date. In the event that admission to trading of the Certificates does not take place by the Issue Date for whatever reason, the Issuer will withdraw the offer, the offer will be deemed to be null and void and the Certificates will not be issued.

The Issuer has no duty to maintain the trading (if any) of the Certificates on the relevant stock exchange(s) over their entire lifetime. The Certificates 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. **LIQUIDITY ENHANCEMENT AGREEMENTS** Not Applicable.
3. **RATINGS** Not Applicable.
4. **INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE OFFER**

A placement commission of up to 2.70 per cent. (2.70%) of the Issue Price will be paid to each placer in respect of the Certificates placed by such placer.
5. **REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES**
 - (i) Reasons for the offer: Not Applicable.
 - (ii) Estimated net proceeds: Not Applicable.
 - (iii) Estimated total expenses: Not Applicable.
6. **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.

See the section entitled "*Examples*" below for examples of the potential return on the Securities in various hypothetical scenarios.
7. **OPERATIONAL INFORMATION**

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

number(s):

Delivery: Delivery against payment.

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

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

8. TERMS AND CONDITIONS OF THE OFFER

Offer Period: An offer of the Certificates may be made by the placers other than pursuant to Article 3(2) of the Prospectus Directive in the Public Offer Jurisdiction during the period commencing on (and including) May 7, 2019 and ending on (and including) May 20, 2019, subject to early termination or extension of the Offer Period as described below under "Terms and Conditions of the Offer—Conditions to which the offer is subject".

Investors may apply for the subscription of the Certificates during normal Italian banking hours at the offices (*filiali*) of the relevant placer from (and including) May 7, 2019 to (and including) May 20, 2019, subject to early termination or extension of the Offer Period as described below under "Terms and Conditions of the Offer—Conditions to which the offer is subject".

The Certificates may be placed in Italy outside the premises of the distributors ("**door-to-door**"), by means of financial advisors authorised to make off-premises offers (*consulenti finanziari abilitati all'offerta fuori sede*) pursuant to Article 30 of Legislative Decree No. 58 of February 24, 1998, as amended (the "Financial Services Act") from (and including) May 7, 2019 to (and including) May 13, 2019, subject to early termination or extension of the Offer Period as described below under "Terms and Conditions of the Offer—Conditions to which the offer is subject".

Pursuant to Article 30, paragraph 6, of the Financial Services 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.

Offer Price: Issue Price.

The Offer Price includes the placement commission per Certificate of up to 2.70 per cent. (2.70%) of the Issue Price which will be paid by the Issuer to each placer in relation to the Securities placed by such placer.

Conditions to which the offer is subject:

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

The Issuer may, in agreement with the placer, at any time during the Offer Period terminate early the Offer Period and immediately suspend the acceptance of additional orders without any prior notice. If the Offer Period is terminated early, a notice to that effect will be made available during normal business hours at the registered office of the relevant placer and on *www.goldman-sachs.it*.

In addition, the Issuer may in certain situations, including a material change in its financial position, results of operations, a change in applicable law or interpretation of applicable law, at any time following the publication of these Final Terms and prior to the Issue Date, terminate and withdraw the offer and cancel the issuance of Certificates. For the avoidance of doubt, if any application has been made by a potential investor and the Issuer exercises such right, all subscription applications will become void and have no effect and no potential investor will be entitled to receive the relevant Certificates. The Issuer and the placers will inform the public of the withdrawal of the offer of the Certificates and the cancellation of the issuance of the Certificates by means of 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*.

The Issuer reserves the right, in agreement with the placers, to extend the Offer Period. If the Offer Period is extended, a notice to that effect will be made available during normal business hours at the registered office of the relevant placer and on *www.goldman-sachs.it*.

The Issuer reserves the right, in agreement with the placers, to increase the number of Certificates to be issued during the Offer Period. The Issuer will inform the public of the size increase by means of a notice to be published on *www.goldman-sachs.it*.

The effectiveness of the offer of the Certificates is conditional upon the admission to trading of the Certificates on the Euro TLX market, a multilateral

trading facility organised and managed by Euro TLX SIM S.p.A., occurring by the Issue Date. In the event that admission to trading of the Certificates does not take place by the Issue Date for whatever reason, the Issuer will withdraw the offer, the offer will be deemed to be null and void and the Certificates will not be issued.

The placers are responsible for the notification of any withdrawal right applicable in relation to the offer of the Certificates to potential investors.

Description of the application process:

A prospective investor in the Certificates should contact the relevant placer for details of the application process in order to subscribe the Certificates during the Offer Period. A prospective investor in the Certificates will invest in accordance with the arrangements existing between the relevant placer and its customers relating to the placement and subscription of securities generally.

Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants:

Not Applicable.

Details of the minimum and/or maximum amount of application:

The minimum application per investor will be one Certificate.

The maximum amount of application will be subject only to availability at the time of application.

Details of the method and time limits for paying up and delivering the Certificates:

Each subscriber shall pay the Issue Price to the relevant placer who shall pay the Issue Price reduced by the placement commission per Certificate of up to 2.70 per cent. (2.70%) of the Issue Price to the Issuer.

Each investor has been notified by the relevant placer of the settlement arrangement in respect of the Certificate at the time of such investor's application and payment for the Certificates shall be made by the investor to the relevant placer in accordance with arrangements existing between the relevant placer and its customers relating to the subscription of securities generally.

The Issuer estimates that the Certificates will be delivered to the subscribers' respective book-entry securities account on or around the Issue Date.

Manner in and date on which results of the offer are to be made public:

The results of the offering will be available on the website of the Issuer *www.goldman-sachs.it* at or around the end of the Offer Period.

Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not

Not Applicable.

exercised:

Whether tranche(s) have been reserved for certain countries:

The Certificates will be offered to the public in the Public Offer Jurisdiction.

Offers may only be made by offerors authorised to do so in the Public Offer Jurisdiction. Neither the Issuer nor the Dealer has taken or will take any action specifically in relation to the Certificates referred to herein to permit a public offering of such Certificates in any jurisdiction other than the Public Offer Jurisdiction.

Notwithstanding anything else in the Base Prospectus, the Issuer will not accept responsibility for the information given in the Base Prospectus or these Final Terms in relation to offers of Certificates made by an offeror not authorised by the Issuer to make such offers.

Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made:

Each placer will notify investors of amounts allotted to them following the publication of the notice of the results of the Offer.

Dealing in the Certificates may commence on the Issue Date.

Amount of any expenses and taxes specifically charged to the subscriber or purchaser:

Not Applicable.

Please refer to "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:

Mediobanca - Banca di Credito Finanziario S.p.A., Piazzetta Enrico Cuccia 1, 20121, Milan, Italy, will act as placer (the "**Distributor**") and such other placers as may be notified to potential investors from time to time by publication on the Issuer's website (www.goldman-sachs.it) in accordance with the applicable laws and regulations of the Public Offer Jurisdiction.

Consent to use the Base Prospectus

Identity of financial intermediary(ies) that are allowed to use the Base Prospectus:

The Distributor. Additionally, if the Issuer appoints additional financial intermediaries after the date of these Final Terms and publishes details in relation to them on its website (www.goldman-sachs.it), each financial intermediary whose details are so published, for as long as such financial intermediaries are authorised to place the Certificates under the Markets in Financial Instruments Directive (Directive 2014/65/EU) (each an "**Authorised Offeror**" and together the "**Authorised Offerors**").

Offer period during which subsequent resale or final placement of Instruments by

The Offer Period.

financial intermediaries can be made:

Conditions attached to the consent:

- (i) The Issuer and the Distributor have entered into a distribution agreement with respect to the Certificates (the "**Distribution Agreement**"). Subject to the conditions that the consent is (i) only valid during the Offer Period and (ii) is subject to the terms and conditions of the Distribution Agreement, the Distributor has agreed to promote and place the Certificates in Italy.
- (ii) The consent of the Issuer to the use of the Base Prospectus and these Final Terms by the Distributor and the other Authorised Offerors (the "**Managers**") is subject to the following conditions:
 - (a) the consent is only valid during the Offer Period; and
 - (b) the consent only extends to the use of the Base Prospectus and these Final Terms to make Non-exempt Offers of the tranche of Certificates in the Republic of Italy.

The Issuer may (i) in agreement with the Distributor, at any time during the Offer Period terminate early the Offer Period and/or withdraw the Offer, and/or (ii) extend the Offer Period, and/or (iii) increase the number of Certificates to be issued during the Offer Period and/or (iv) remove or add conditions attached to the consent under these Final Terms and, if it does so, any such information will be published by the Issuer on its website (www.goldman-sachs.it). Any additional information which is relevant in connection with the consent to the use of the Base Prospectus by the Distributor or any Authorised Offeror that is not known as of the date of these Final Terms will be published by the Issuer on its website (www.goldman-sachs.it).

9. 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 Certificates, the Certificates 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 Certificates 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 Certificates.

Classification as Debt for U.S. Tax Purposes

We have determined that there is a material risk that the Certificates will not be treated as a debt instrument, but will rather be treated as a forward or derivative contract, for United States federal income tax purposes. In light of this possibility, we intend to treat the Certificates in the manner described under "*United States Tax Considerations -- Securities Issued by GSFICI -- Securities that are not Classified as Debt for United States Tax Purposes*" in the Base Prospectus.

10. **BENCHMARKS REGULATION**

Not Applicable.

11. **INDEX DISCLAIMER**

Not Applicable.

EXAMPLES

THE EXAMPLES PRESENTED BELOW ARE FOR ILLUSTRATIVE PURPOSES ONLY.

For the purposes of each Example:

- (i) the Calculation Amount per Certificate is EUR 20,000 and the Issue Price is EUR 20,000 per Certificate; and
- (ii) in respect of the Underlying Asset the Barrier Level is 62 per cent. (62%) of the Asset Initial Price.

FIXED COUPON

An Interest Amount of EUR 254 will be payable on each Interest Payment Date.

SETTLEMENT AMOUNT

Example 1 – neutral scenario: *The Final Closing Price of the Underlying Asset is 62 per cent. (62%) or more of the Asset Initial Price.*

In this Example, the Certificates will be exercised on the Final Reference Date and the Settlement Amount payable per Certificate on the Maturity Date will be 100 per cent. (100%) of the Calculation Amount, i.e., EUR 20,000.

Example 2 – negative scenario: *The Final Closing Price of the Underlying Asset is 61 per cent. (61%) of the Asset Initial Price.*

In this Example, the Certificates will be exercised on the Final Reference Date and the Settlement Amount payable per Certificate on the Maturity Date will be 61 per cent. (61%) of the Calculation Amount, i.e., EUR 12,200. **In this Example, an investor who purchased the Certificates at the Issue Price will sustain a substantial loss of the amount invested in the Certificates (other than any Coupon Amounts received prior to the Maturity Date).**

Example 3 – negative scenario: *The Final Closing Price of the Underlying Asset is zero per cent. (0%) of the Asset Initial Price.*

In this Example, the Certificates will be exercised on the Final Reference Date and the Settlement Amount payable per Certificate on the Maturity Date will be zero per cent. (0%) of the Calculation Amount, i.e., zero. **In this Example, an investor will sustain a total loss of the amount invested in the Certificates (other than any Coupon Amounts received prior to the Maturity Date).**

ISSUE-SPECIFIC SUMMARY OF THE SECURITIES

- *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 this type of security 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 security 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	Introduction and warnings	<p>This summary should be read as an introduction to the Base Prospectus. Any decision to invest in the Securities should be based on consideration of the Base Prospectus as a whole by the investor. Where a claim relating to the information contained in the Base 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 Base 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 Base Prospectus or it does not provide, when read together with the other parts of the Base Prospectus, key information in order to aid investors when considering whether to invest in such Securities.</p>
A.2	Consents	<p>Subject to the conditions set out below, in connection with a Non-exempt Offer (as defined below) of Securities, the Issuer and the Guarantor consent to the use of the Base Prospectus by:</p> <ol style="list-style-type: none"> (1) Mediobanca - Banca di Credito Finanziario S.p.A., Piazzetta Enrico Cuccia 1, 20121, Milan, Italy (the "Initial Authorised Offeror"); and (2) if the Issuer appoints additional financial intermediaries after the date of the Final Terms dated May 7, 2019 and publishes details in relation to them on its website (<i>www.goldman-sachs.it</i>), each financial intermediary whose details are so published, <p>in the case of (1) or (2) above, for as long as such financial intermediaries are authorised to make such offers under the Markets in Financial Instruments Directive (Directive 2014/65/EU)</p> <p>(each an "Authorised Offeror" and together the "Authorised Offerors").</p> <p>The consent of the Issuer and the Guarantor is subject to the following conditions:</p> <ol style="list-style-type: none"> (i) the consent is only valid during the period from (and including) May 7, 2019 to (and including) May 20, 2019 (the "Offer Period"); (ii) the consent only extends to the use of the Base Prospectus to make Non-exempt Offers (as defined below) of the tranche of Securities in the Republic of Italy; and (iii) the consent is subject to the further following conditions: The Issuer and the Initial Authorised Offeror have entered into a distribution agreement with respect to the Certificates (the "Distribution Agreement"). Subject to the conditions that the consent (a) is only valid during the Offer Period and (b) is subject to the terms and conditions of the Distribution Agreement, the Initial Authorised Offeror has agreed to promote and place the Certificates in the Republic of Italy. <p>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 Directive 2003/71/EC, as amended or superseded.</p> <p>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</p>

		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, the Base Prospectus and the Final Terms 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.																													
SECTION B – ISSUER AND GUARANTOR																															
B.1	Legal and commercial name of the Issuer	Goldman Sachs Finance Corp International Ltd (" GSFCI " or the " Issuer ").																													
B.2	Domicile, legal form, legislation and country of incorporation of the Issuer	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	Known trends with respect to the Issuer	Not applicable; there are no known trends affecting GSFCI and the industries in which it operates.																													
B.5	The Issuer's group	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	Profit forecast or estimate	Not applicable; GSFCI has not made any profit forecasts or estimates.																													
B.10	Audit report qualifications	Not applicable; there are no qualifications in the audit report of GSFCI on its historical financial information.																													
B.12	Selected historical key financial information of the Issuer	<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">As at six months ended (unaudited)</th> <th>As at and for the year ended (audited)¹</th> </tr> <tr> <th>June 30, 2018</th> <th>June 30, 2017</th> <th>December 31, 2017</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>As at six months ended (unaudited)</th> <th>As at (audited)</th> </tr> <tr> <th>June 30, 2018</th> <th>December 31, 2017</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> <p>¹ 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> <p>There has been no material adverse change in the prospects of GSFCI since</p>	<i>(in USD thousands)</i>	As at six months ended (unaudited)		As at and for the year ended (audited) ¹	June 30, 2018	June 30, 2017	December 31, 2017	Operating profit	-2,746	10,318	35,570	Profit for the financial period	-2,746	10,318	35,570	<i>(in USD thousands)</i>	As at six months ended (unaudited)	As at (audited)	June 30, 2018	December 31, 2017	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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		December 31, 2017. Not applicable: there has been no significant change in the financial or trading position particular to GSFICI since June 30, 2018.
B.13	Recent events material to the evaluation of the Issuer's solvency	Not applicable; there have been no recent events particular to GSFICI which are to a material extent relevant to the evaluation of GSFICI's solvency.
B.14	Issuer's position in its corporate group	Please refer to Element B.5 above. GSFICI 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.
B.15	Principal activities	The principal activity of GSFICI is the issuance of structured notes, warrants and certificates. The securities issued by GSFICI are sold to Goldman Sachs International. The proceeds of such issuances are on-lent to other members of the corporate group.
B.16	Ownership and control of the Issuer	GSFICI 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	Nature and scope of the Guaranty	The payment obligations of GSFICI in respect of the Securities are guaranteed by The Goldman Sachs Group, Inc. (" GSG " or the " Guarantor ") 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 " Guaranty "). The Guaranty will rank <i>pari passu</i> with all other unsecured and unsubordinated indebtedness of GSG.
B.19 (B.1)	Name of Guarantor	The Goldman Sachs Group, Inc.
B.19 (B.2)	Domicile, legal form, legislation and country of incorporation of the Guarantor	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)	Known trends with respect to the Guarantor	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)	The Guarantor's group	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-chartered bank. GSG is the parent holding company of the group of companies comprising GSG and its consolidated subsidiaries (the " Group "). As of December 2018, the Group had offices in over 30 countries and 46 per cent. of its headcount 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. GSG reports its activities in four business segments: Investment Banking, Institutional Client Services, Investing & Lending and Investment Management.

B.19 (B.9)	Profit forecast or estimate	Not applicable; GSG has not made any profit forecasts or estimates.																														
B.19 (B.10)	Audit report qualifications	Not applicable; there are no qualifications in the audit report of GSG.																														
B.19 (B.12)	Selected historical key financial information of the Guarantor	<p>The following table shows selected key historical financial information in relation to GSG:</p> <table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th colspan="3" style="text-align: center;">As at and for the Year ended</th> </tr> <tr> <th style="text-align: left;"><i>(in USD millions)</i></th> <th style="text-align: center; border-bottom: 1px solid black;">December 2018</th> <th style="text-align: center; border-bottom: 1px solid black;">December 2017</th> </tr> </thead> <tbody> <tr> <td>Total non-interest revenues</td> <td style="text-align: center;">32,849</td> <td style="text-align: center;">29,798</td> </tr> <tr> <td>Net revenues, including net interest income</td> <td style="text-align: center;">36,616</td> <td style="text-align: center;">32,730</td> </tr> <tr> <td>Pre-tax earnings/(loss)</td> <td style="text-align: center;">12,481</td> <td style="text-align: center;">11,132</td> </tr> </tbody> </table> <table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th colspan="3" style="text-align: center;">As at December 31</th> </tr> <tr> <th style="text-align: left;"><i>(in USD millions)</i></th> <th style="text-align: center; border-bottom: 1px solid black;">2018</th> <th style="text-align: center; border-bottom: 1px solid black;">2017</th> </tr> </thead> <tbody> <tr> <td>Total assets</td> <td style="text-align: center;">931,796</td> <td style="text-align: center;">916,776</td> </tr> <tr> <td>Total liabilities</td> <td style="text-align: center;">841,611</td> <td style="text-align: center;">834,533</td> </tr> <tr> <td>Total shareholders' equity:</td> <td style="text-align: center;">90,185</td> <td style="text-align: center;">82,243</td> </tr> </tbody> </table> <p>There has been no material adverse change in the prospects of GSG since December 31, 2018.</p> <p>Not applicable; there has been no significant change in the financial or trading position of GSG since December 31, 2018.</p>	As at and for the Year ended			<i>(in USD millions)</i>	December 2018	December 2017	Total non-interest revenues	32,849	29,798	Net revenues, including net interest income	36,616	32,730	Pre-tax earnings/(loss)	12,481	11,132	As at December 31			<i>(in USD millions)</i>	2018	2017	Total assets	931,796	916,776	Total liabilities	841,611	834,533	Total shareholders' equity:	90,185	82,243
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B.19 (B.13)	Recent events material to the evaluation of the Guarantor's solvency	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)	Dependence upon other members of the Guarantor's group	See Element B.19 (B.5). GSG is a holding company and, therefore, depends on dividends, distributions and other payments from its subsidiaries to fund dividend payments and to fund all payments on its obligations, including debt obligations.																														
B.19 (B.15)	Principal activities	<p>The Group's activities are conducted in the following segments:</p> <p>(1) Investment Banking:</p> <ul style="list-style-type: none"> • Financial Advisory, which includes strategic advisory assignments with respect to mergers and acquisitions, divestitures, corporate defence activities, restructurings and spin-offs, risk management and derivative transactions directly related to these client advisory assignments; and • Underwriting, which includes public offerings and private placements, including local and cross-border transactions and acquisition finance, of a 																														

		<p>wide range of securities, loans and other financial instruments and derivative transactions directly related to these client underwriting activities.</p> <p>(2) Institutional Client Services:</p> <ul style="list-style-type: none"> • Fixed Income, Currency and Commodities, 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 • 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. <p>(3) Investing & Lending, which includes the Group's investing activities and the origination of loans, including the Group's lending activities, to provide financing to clients. These investments, some of which are consolidated, and loans are typically longer-term in nature. The Group makes investments, some of which are consolidated, directly through its merchant banking business and special situations group, and indirectly through funds that it manages, in debt securities and loans, public and private equity securities, infrastructure and real estate entities. The Group also makes unsecured loans through its digital platform.</p> <p>(4) Investment Management, 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, including portfolio management and financial counselling, and brokerage and other transaction services to high-net-worth individuals and families.</p>
B.19 (B.16)	Ownership and control of the Guarantor	<p>Not applicable; GSG is a publicly-held company listed on the New York Stock Exchange and is not directly or indirectly owned or controlled by any shareholders or affiliated group of shareholders.</p> <p>See Element B.19 (B.5).</p>
SECTION C – SECURITIES		
C.1	Type and class of Securities	<p>Cash settled Securities comprised of Share Linked Securities, being up to 500 Two-Year EUR Barrier Reverse Convertible Certificates on the ordinary shares of Société Générale S.A., due May 24, 2021 (the "Securities").</p> <p>ISIN: JE00BGBBK709; Common Code: 179016516; Valoren: 47626702.</p>
C.2	Currency	<p>The currency of the Securities will be Euro ("EUR").</p>
C.5	Restrictions on the free transferability	<p>The Securities, the Guaranty and (if applicable) securities to be delivered upon exercise or settlement of the Securities may not be offered, sold, resold, exercised, traded or delivered within the United States or to U.S. persons as defined in Regulation S under the Securities Act ("Regulation S"), 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.</p> <p>Rights arising under the Securities (if applicable) will be exercisable by the holder of Securities only upon certification as to non-U.S. beneficial ownership.</p> <p>The Securities may not be offered, sold or resold in or into the United States at any time.</p> <p>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</p>

		1986, as amended, other than certain insurance company general accounts. Subject to the above, the Securities will be freely transferable.
C.8	Rights attached to the securities	<p>Rights: The Securities give the right to each holder of Securities (a "Holder") to receive a potential return on the Securities (see Element C.18 below), 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.</p> <p>Ranking: 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. The Guaranty will rank equally with all other unsecured and unsubordinated indebtedness of GSG.</p> <p>Limitations to rights:</p> <ul style="list-style-type: none"> • 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). • The terms and conditions of the Securities contain provisions for calling 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. • The terms and conditions of the Securities permit the Issuer and the Calculation Agent (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).
C.11	Admission to trading on a regulated market	<p>Not applicable; the Securities will not be admitted to trading on any regulated market, but application will be made to admit the Securities 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.</p> <p>The Issuer, directly or through a third party appointed by it, will act as specialist for the Securities in accordance with the rules and regulations of the Euro TLX market, a multilateral trading facility organised and managed by Euro TLX SIM S.p.A.</p>
C.15	Effect of underlying instrument on value of investment	<p>The amount payable on the Securities will depend on the performance of the underlying asset.</p> <p>If the Securities are not exercised 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	Expiration or maturity date	The maturity date is May 24, 2021, subject to adjustment in accordance with the terms and conditions.
C.17	Settlement procedure	<p>Settlement of the Securities shall take place through Euroclear Bank SA/NV / Clearstream Banking S.A.</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	Return on the Securities	<p>The return on the Securities will derive from:</p> <ul style="list-style-type: none"> • the payment on the relevant payment date(s) of an amount on account of Interest; • the potential payment of a Non-scheduled Early Repayment Amount upon

- an unscheduled early redemption of the Securities (as described below); and
- if the Securities are not previously exercised, or purchased and cancelled, the payment of the **Settlement Amount** on the scheduled maturity date of the Securities.

Interest

The Securities bear interest from May 23, 2019 ("**Fixed Interest Commencement Date**") at the Rate of Interest.

The interest amount in respect of an Interest Period shall be the Fixed Coupon Amount payable in arrear on the Interest Payment Dates scheduled to fall on August 26, 2019, November 25, 2019, February 24, 2020, May 25, 2020, August 24, 2020, November 24, 2020, February 24, 2021 and May 24, 2021 (subject to adjustment for non-business days).

Defined terms used above:

- **Fixed Coupon Amount:** EUR 254.
- **Interest Commencement Date:** the Fixed Interest Commencement Date.
- **Interest Period:** Each period commencing on, and including, the date on which an Interest Payment Date is scheduled to fall (or the Interest Commencement Date in respect of the first Interest Period) and ending on, but excluding, the date on which the next Interest Payment Date is scheduled to fall.
- **Rate of Interest:** 1.27 per cent. (1.27%).

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.

Settlement Amount

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

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

$$CA \times \text{Redemption Percentage}$$

If a Barrier Event has occurred, the Settlement Amount payable in respect of each Security will be calculated in accordance with the formula below:

		$CA \times \frac{\text{Final Reference Value}}{\text{Initial Reference Value}}$ <p>Defined terms used above:</p> <ul style="list-style-type: none"> • CA: Calculation Amount, EUR 20,000. • Final Closing Price: the Reference Price of the Underlying Asset on the Final Reference Date, subject to adjustment in accordance with the terms and conditions. • Final Reference Date: May 17, 2021, subject to adjustment in accordance with the terms and conditions. • Final Reference Value: the Final Value. • Final Value: the Final Closing Price of the Underlying Asset. • Initial Average Price: the average of the closing share price of the Share on each of May 17, 2019, May 20, 2019, May 21, 2019, May 22, 2019 and May 23, 2019, subject to adjustment in accordance with the terms and conditions. • Initial Reference Value: the Initial Value. • Initial Value: 100 per cent. (100%) of the Initial Average Price of the Underlying Asset. • Redemption Percentage: 100 per cent. (100%). • Reference Price: the closing share price of the Share for the relevant date. <p style="text-align: center;"><u>Barrier Event</u></p> <p>A "Barrier Event" occurs if the Barrier Reference Value is less than the Barrier Level.</p> <p>Defined terms used above:</p> <ul style="list-style-type: none"> • Barrier Level: 62 per cent. (62%) of the Asset Initial Price of the Underlying Asset. • Barrier Reference Value: the Final Closing Price of the Underlying Asset. • Asset Initial Price: in respect of the Underlying Asset, the Initial Average Price of such Underlying Asset. 						
C.19	Exercise price/final reference price of the underlying	The closing share price of each Share will be determined on the Final Reference Date, subject to adjustment in accordance with the terms and conditions.						
C.20	The underlying asset	<p>The underlying asset is specified in the column entitled "Underlying Asset" (the "underlying asset" or "Underlying Asset"), in the table below.</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: center;">Underlying Asset</th> <th style="text-align: center;">Bloomberg / Reuters / ISIN</th> <th style="text-align: center;">Exchange</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">The ordinary shares of Société Générale S.A.</td> <td style="text-align: center;">GLE FP <Equity> / SOGN.PA / FR0000130809</td> <td style="text-align: center;">Euronext Paris S.A.</td> </tr> </tbody> </table> <ul style="list-style-type: none"> • Share: the ordinary share set forth in the table above in the column entitled "Underlying Asset". 	Underlying Asset	Bloomberg / Reuters / ISIN	Exchange	The ordinary shares of Société Générale S.A.	GLE FP <Equity> / SOGN.PA / FR0000130809	Euronext Paris S.A.
Underlying Asset	Bloomberg / Reuters / ISIN	Exchange						
The ordinary shares of Société Générale S.A.	GLE FP <Equity> / SOGN.PA / FR0000130809	Euronext Paris S.A.						
SECTION D – RISKS								
D.2	Key risks that are specific to the Issuer, the Guarantor and the Group	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 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						

		<p>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 GSFICI) 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"> • The Group's businesses have been and may continue to be adversely affected by conditions in the global financial markets and economic conditions generally. • The Group's businesses and those of its clients are subject to extensive and pervasive regulation around the world. • The Group's businesses have been and may be adversely affected by declining asset values. This is particularly true for those businesses in which it has net "long" positions, receives fees based on the value of assets managed, or receives or posts collateral. • The Group's businesses have been and may be adversely affected by disruptions in the credit markets, including reduced access to credit and higher costs of obtaining credit. • The Group's market-making activities have been and may be affected by changes in the levels of market volatility. • The Group's investment banking, client execution and investment management businesses have been adversely affected and may in the future be adversely affected by market uncertainty or lack of confidence among investors and CEOs due to general declines in economic activity and other unfavourable economic, geopolitical or market conditions. • 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. • The Group may incur losses as a result of ineffective risk management processes and strategies. • The Group's liquidity, profitability and businesses may be adversely affected by an inability to access the debt capital markets or to sell assets or by a reduction in its credit ratings or by an increase in its credit spreads. • A failure to appropriately identify and address potential conflicts of interest could adversely affect the Group's businesses. • A failure in the Group's operational systems or infrastructure, or those of third parties, as well as human error or malfeasance, could impair the Group's liquidity, disrupt the Group's businesses, result in the disclosure of confidential information, damage the Group's reputation and cause losses. • A failure to protect the Group's computer systems, networks and information, and the Group's clients' information, against cyber attacks and similar threats could impair the Group's ability to conduct the Group's businesses, result in the disclosure, theft or destruction of confidential information, damage the Group's reputation and cause losses. • GSG is a holding company and is dependent for liquidity on payments from its subsidiaries, many of which are subject to restrictions.
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D.6	Key risks that are specific to	<ul style="list-style-type: none"> • Your capital is at risk. Depending on the performance of the underlying asset(s), you may lose some or all of your investment.

	<p>the Securities</p>	<ul style="list-style-type: none"> • You could also lose some or all of your investment in the Securities where: <ul style="list-style-type: none"> ◦ 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; ◦ You do not hold your Securities to maturity and the secondary sale price you receive is less than the original purchase price; or ◦ Your Securities are redeemed early due to an unexpected event and the amount you receive is less than the original purchase price. • 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. • Your Securities may not have an active trading market, and you may be unable to dispose of them. • We give no assurance that application for listing and admission to trading of the Securities 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. • The return on the Securities (whether at maturity or otherwise) will be based on the average of the applicable values of the underlying asset(s). If the value of an underlying asset(s) dramatically increases on an averaging date (but not the other averaging dates), the amount payable may be significantly less than it would have been had the amount payable been linked only to the value of that underlying asset(s) on that single date. • The potential for the value of the Securities to increase is limited as the maximum payment at maturity is capped. <p><i>Risks associated with Securities linked to underlying asset(s):</i></p> <ul style="list-style-type: none"> • The value of and return on the Securities depends on the performance of such underlying asset(s), which may be subject to unpredictable change over time. • Past performance of an underlying asset is not indicative of future performance. • 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. • Following a disruption event, the valuation of the underlying asset(s) may be postponed and/or valued by us (as Calculation Agent) in our discretion. • 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. • The performance of shares is dependent upon many unpredictable factors. • You may receive a lower return on the Securities than you would have received from investing in the shares directly because you will not receive the value of dividends. • The issuer of a share may take any actions in respect of a share without regard
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		<p>to your interests as holders of the Securities, and any of these actions could negatively affect the value of and return on the Securities.</p> <ul style="list-style-type: none"> Your Securities may be adjusted or redeemed prior to maturity due to a change in law. Any such adjustment may reduce 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. The Issuer of the Securities may be substituted with another company. We may amend the terms and conditions of your Securities in certain circumstances without your consent.
SECTION E – THE OFFER		
E.2b	Reasons for the offer and use of proceeds	The net proceeds of the offer will be used by the Issuer to provide additional funds for its operations and for other general corporate purposes.
E.3	Terms and conditions of the offer	<p>An offer of the Securities may be made other than pursuant to Article 3(2) of the Prospectus Directive in the Republic of Italy (the "Public Offer Jurisdiction") during the period from (and including) May 7, 2019 to (and including) May 20, 2019 ("Offer Period") by the Authorised Offeror, subject to early termination or extension of the Offer Period.</p> <p>Investors may apply for the subscription of the Certificates during normal Italian banking hours at the offices (filiali) of the Authorised Offeror from (and including) May 7, 2019 to (and including) May 20, 2019, subject to early termination or extension of the Offer Period.</p> <p>The Securities may be placed in Italy outside the premises of the distributors ("door-to-door"), by means of financial advisors authorised to make off-premises offers (<i>consulenti finanziari abilitati all'offerta fuori sede</i>), pursuant to Article 30 of Legislative Decree No. 58 of February 24, 1998, as amended (the "Financial Services Act") from (and including) May 7, 2019 to (and including) May 13, 2019, subject to early termination or extension of the Offer Period. 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>The Offer Price is EUR 20,000 per Security (the "Issue Price").</p> <p>The Issuer reserves the right, in agreement with the Authorised Offerors, to increase the number of Securities to be issued during the Offer Period.</p> <p>The Offer of Securities is conditional on their issue and is subject to the admission to trading of the Securities 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) occurring by the issue date, being May 23, 2019. As between the Authorised Offeror and its customers, offers of the Securities are further subject to such conditions as may be agreed between them and/or as is specified in the arrangements in place between them.</p>
E.4	Interests material to the issue/offer, including conflicting interests	<p>In connection with the placement of the Securities, the Issuer will pay to each Authorised Offeror, a placement commission per Certificate of up to 2.70 per cent. (2.70%) of the Issue Price in relation to Securities placed by such Authorised Offeror.</p> <p>Save for the above, 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.</p>
E.7	Estimated expenses	Not Applicable; No expenses will be charged to investors by the Issuer or each Authorised Offeror.

	charged to the investor	
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