



Execution Version

ISIN: XS2125613393

Common Code: 212561339

Valoren: 39557518

PIPG Tranche Number: 352791

Final Terms dated April 2, 2020

GOLDMAN SACHS INTERNATIONAL

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

**Issue of EUR 10,000,000 Three-Year Six-Month EUR Participation Notes
linked to the EURO STOXX[®] Select Dividend 30 Index (Price EUR), due October 16, 2023
(the "Notes" or the "Securities")**

CONTRACTUAL TERMS

Terms used herein shall have the same meaning as in the General Note Conditions, the Payout Conditions and the applicable Underlying Asset Conditions set forth in the base prospectus dated July 18, 2019 (the "**Base Prospectus**") as supplemented by the supplements to the Base Prospectus dated August 14, 2019, September 19, 2019, October 3, 2019, October 22, 2019, November 13, 2019, January 8, 2020, February 10, 2020 and March 9, 2020 which together constitute a base prospectus for the purposes of Directive 2003/71/EC (as amended or superseded) (the "**Prospectus Directive**").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 Notes 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 and the offer of the Notes 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 Notes (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. **Specified Currency or Currencies:** EUR.
3. **Aggregate Nominal Amount:**
 - (i) Series: EUR 10,000,000.
 - (ii) Tranche: EUR 10,000,000.
4. **Issue Price:** 100 per cent. (100%) of the Aggregate Nominal Amount.
5. **Specified Denomination:** EUR 1,000.
6. **Calculation Amount:** EUR 1,000.

7. **Issue Date:** April 14, 2020.
8. **Maturity Date:** Scheduled Maturity Date is October 16, 2023.
- (i) **Strike Date:** April 9, 2020.
- (ii) **Relevant Determination Date (General Note 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) **Maturity Date Roll on Payment Date Adjustment:** Not Applicable.
9. **Underlying Asset(s):** The Index (as defined below).

VALUATION PROVISIONS

10. **Valuation Date(s):** October 9, 2023.
- **Final Reference Date:** The Valuation Date scheduled to fall on October 9, 2023.
11. **Entry Level Observation Dates:** Not Applicable.
12. **Initial Valuation Date(s):** April 9, 2020.
13. **Averaging:** Not Applicable.
14. **Asset Initial Price:** In respect of the Underlying Asset, the Initial Closing Price.
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. | 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. | Alternative Fixed Coupon Amount (Coupon Payout Condition 1.1): | Not Applicable. |
| 30. | Conditional Coupon (Coupon Payout Condition 1.3): | Not Applicable. |
| 31. | Range Accrual Coupon (Coupon Payout Condition 1.4): | Not Applicable. |
| 32. | Performance Coupon (Coupon Payout Condition 1.5): | Not Applicable. |
| 33. | Dual Currency Coupon (Coupon Payout Condition 1.6): | Not Applicable. |

AUTOCALL PAYOUT CONDITIONS

- | | | |
|-----|---|-----------------|
| 34. | Automatic Early Redemption (General Note Condition 10(k)): | Not Applicable. |
| 35. | Autocall Payout Conditions: | Not Applicable. |

REDEMPTION PROVISIONS

- | | | |
|-----|----------------------------------|---------------|
| 36. | Redemption/Payment Basis: | Index Linked. |
|-----|----------------------------------|---------------|

37. **Redemption at the option of the Issuer (General Note Condition 10(b)):** Not Applicable.
38. **Redemption at the option of Noteholders (General Note Condition 10(c)):** Not Applicable.
39. **Zero Coupon Note Conditions:** Not Applicable.
40. **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, Inflation Linked or Fund 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 FX Rate and/or Inflation Index and/or Fund Linked: Payout Conditions apply (see further particulars specified below).

FINAL REDEMPTION AMOUNT PAYOUT CONDITIONS

41. **Single Limb Payout (Payout Condition 1.1):** Not Applicable.
42. **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)):** Not Applicable.
 - (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.
 - (vii) **Payout 6 (Payout Condition 1.2(b)(i)(F)):** Applicable.
 - (a) Protection Level: 1.00.

(b)	Perf:		Underlying Performance.
–	Final/Initial (FX):		Not Applicable.
–	Asset FX		Not Applicable.
–	Reference Price (Final):		Final Closing Price.
–	Reference Price (Initial):		100 per cent. (100%) of the Initial Closing Price.
–	Replacement Performance:		Not Applicable.
–	Local Cap:		Not Applicable.
–	Local Floor:		Not Applicable.
(c)	Participation:		1.00.
(d)	Strike:		1.00.
(e)	Cap:		Not Applicable.
(f)	Floor:		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)	Payout 11 (Payout Condition 1.2(b)(i)(K)):		Not Applicable.
(xiii)	Downside Cash Settlement (Payout Condition 1.2(c)(i)(A)):		Applicable, for the purpose of Payout Condition 1.2(c)(i)(A), Minimum Percentage is applicable.
(a)	Minimum Percentage:		100 per cent. (100%).
(b)	Final Value:		Not Applicable.
(c)	Initial Value:		Not Applicable.
(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.
	(o) Reference Value (Final Value):	Not Applicable.
	(p) Reference Value (Initial Value):	Not Applicable.
	(xiv) Downside Physical Settlement (Payout Condition 1.2(c)(ii)):	Not Applicable.
43.	Dual Currency Payout (Payout Condition 1.4):	Not Applicable.
44.	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:	100 per cent. (100%) 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.
	(vi) Star Event:	Not Applicable.
45.	Trigger Event Conditions (Payout Condition 3):	Not Applicable.

46. **Currency Conversion:** Not Applicable.
47. **Physical Settlement (General Note Condition 12(a)):** Not Applicable.
48. **Non-scheduled Early Repayment Amount:** Fair Market Value.
- Adjusted for Issuer Expenses and Costs: Applicable.

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

49. **Type of Notes:** The Notes are Index Linked Notes – the Index Linked Conditions are applicable.
50. **Share Linked Notes:** Not Applicable.
51. **Index Linked Notes:** Applicable.
- (i) Single Index or Index Basket: Single Index.
- (ii) Name of Index(ices): EURO STOXX[®] Select Dividend 30 Index (Price EUR) (*Bloomberg: SD3E <Index>; Reuters: .SD3E*) (the "**Index**").
- (iii) Type of Index: Multi-Exchange Index.
- (iv) Exchange(s): As specified in Index Linked Condition 7.
- (v) Related Exchange(s): All Exchanges.
- (vi) Options Exchange: Not Applicable.
- (vii) Index Sponsor: STOXX Limited.
- (viii) Relevant Screen Page: Not Applicable.
- (ix) Valuation Time: Default Valuation Time.
- (x) Latest Reference Date: Not Applicable.
- (xi) Index-Linked Derivatives Contract Provisions: Not Applicable.
- (xii) Single Index and Reference Dates – Consequences of Disrupted Days: Applicable in respect of each Reference Date – as specified in Index Linked Condition 1.1.
- (a) Maximum Days of Disruption: As specified in Index Linked Condition 7.
- (b) No Adjustment: Not Applicable.
- (xiii) Single Index and Averaging Reference Dates – Consequences of Disrupted Days: Not Applicable.

- (xiv) Index Basket and Reference Dates – Not Applicable.
Basket Valuation (Individual Scheduled Trading Day and Individual Disrupted Day):
- (xv) Index Basket and Averaging Not Applicable.
Reference Dates – Basket Valuation (Individual Scheduled Trading Day and Individual Disrupted Day):
- (xvi) Index Basket and Reference Dates – Not Applicable.
Basket Valuation (Common Scheduled Trading Day but Individual Disrupted Day):
- (xvii) Index Basket and Averaging Not Applicable.
Reference Dates – Basket Valuation (Common Scheduled Trading Day but Individual Disrupted Day):
- (xviii) Index Basket and Reference Dates – Not Applicable.
Basket Valuation (Common Scheduled Trading Day and Common Disrupted Day):
- (xix) Index Basket and Averaging Not Applicable.
Reference Dates – Basket Valuation (Common Scheduled Trading Day and Common Disrupted Day):
- (xx) Fallback Valuation Date: Not Applicable.
- (xxi) Specified Number of Strategy Not Applicable.
Business Days:
- (xxii) Index Modification: Calculation Agent Adjustment.
- (xxiii) Index Cancellation: Calculation Agent Adjustment.
- (xxiv) Index Disruption: Calculation Agent Adjustment.
- (xxv) Administrator/Benchmark Event: Calculation Agent Adjustment.
- (xxvi) Change in Law: Applicable.
- (xxvii) Correction of Index Level: Applicable.
- (xxviii) Correction Cut-off Date: Default Correction Cut-off Date is applicable in respect of: each Reference Date.
- (xxix) Index Disclaimer: Applicable to an Index.
52. **Commodity Linked Notes (Single Commodity or Commodity Basket):** Not Applicable.

53. **Commodity Linked Notes (Single Commodity Index or Commodity Index Basket):** Not Applicable.
54. **FX Linked Notes:** Not Applicable.
55. **Inflation Linked Notes:** Not Applicable.
56. **Fund Linked Notes:** Not Applicable.
57. **EIS Notes:** Not Applicable.
58. **Multi-Asset Basket Linked Notes:** Not Applicable.

GENERAL PROVISIONS APPLICABLE TO THE NOTES

59. **FX Disruption Event/CNY FX Disruption Event/Currency Conversion Disruption Event (General Note Condition 13):** FX Disruption Event is applicable to the Notes, General Note Condition 13 and FX Linked Condition 4 shall apply.
- (i) Base Currency: Settlement Currency.
- (ii) Reference Currency: USD.
- (iii) Reference Country: The United States of America, the United Kingdom and the Euro-zone.
- (iv) CNY Financial Centre(s): Not Applicable.
- (v) USD/CNY Exchange Rate: Not Applicable.
- (vi) Currency Conversion Reference Country: Not Applicable.
- (vii) USD/Affected Currency FX Rate: Applicable – as specified in FX Linked Condition 4.
- (a) Affected Currency: Settlement Currency.
- (b) FX Disruption Event Cut-off Date (General Note Condition 2(a)): Default FX Disruption Event Cut-off Date.
- (c) Adjusted Affected Payment Date (General Note Condition 2(a)): Default Adjusted Affected Payment Date.
- (d) Affected Payment Cut-off Date (General Note Condition 2(a)): Default Affected Payment Cut-off Date.
- (e) USD/Affected Currency FX Rate Fixing Price Sponsor Determination: Applicable.
- (f) Fixing Price Sponsor: Refinitiv Benchmark Services Limited.

(g)	Valuation Time:	At or around 4:00 p.m., London time.
(viii)	Trade Date:	Not Applicable.
(ix)	Settlement Currency:	Specified Currency.
60.	Rounding (General Note Condition 22):	
(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.
61.	Additional Business Centre(s):	Not Applicable.
62.	Form of Notes:	Registered Notes. Global Registered Note registered in the name of a nominee for a common depositary for Euroclear and Clearstream, Luxembourg exchangeable for Individual Note Certificates in the limited circumstances described in the Global Registered Note.
63.	Representation of Holders:	Not Applicable.
64.	Identification information of Holders in relation to French Law Notes (General Note Condition 3(b)):	Not Applicable.
65.	Additional Financial Centre(s) relating to Payment Business Days:	Not Applicable.
66.	Principal Financial Centre:	The Principal Financial Centre in relation to EUR is the principal financial centre of such member state of the European Union as is selected by the Calculation Agent.
	– Non-Default Principal Financial Centre:	Applicable.
67.	Instalment Notes (General Note Condition 10(r)):	Not Applicable.
68.	Minimum Trading Number (General Note Condition 5(g)):	One Note (corresponding to a nominal amount of EUR 1,000).
69.	Permitted Trading Multiple (General Note Condition 5(g)):	One Note (corresponding to a nominal amount of EUR 1,000).
70.	Record Date (General Note Condition 11):	Not Applicable.
71.	Calculation Agent (General Note Condition 18):	Goldman Sachs International.

DISTRIBUTION

72. **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, Plumtree Court, 25 Shoe Lane, London EC4A 4AU, England.
73. **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) April 2, 2020 and ending on (and including) April 9, 2020 (the "**Offer Period**"). See further paragraph entitled "Terms and Conditions of the Offer" below.
74. **Prohibition of Sales to EEA and UK Retail Investors:** Not Applicable.
75. **Prohibition of Offer to Private Clients in Switzerland:** Applicable.
76. **Supplementary Provisions for Belgian Securities:** Not Applicable.

Signed on behalf of Goldman Sachs International:

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 Notes on the EuroTLX market, a multilateral trading facility organised and managed by Borsa Italiana S.p.A. (formerly organised and managed by EuroTLX SIM S.p.A. merged with and into Borsa Italiana S.p.A.). The admission to trading of the Notes is expected to be by the Issue Date. The effectiveness of the offer of the Notes is conditional upon such admission to trading occurring by the Issue Date. In the event that admission to trading of the Notes 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 Notes will not be issued.

The Issuer has no duty to maintain the trading (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 OFFER**

A placement commission per Note of up to 2.00 per cent. (2.00%) of the Specified Denomination will be paid by the Issuer to each placer in respect of the Notes placed by such placer.
6. **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.
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.

See the section entitled "*Examples*" below 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. Whilst the designation is specified as "no" at the date of these Final Terms, should the Eurosystem eligibility criteria be amended in the future such that the Notes are capable of meeting them the Notes may then be deposited with one of the ICSDs as common safekeeper, and registered in the name of a nominee of one of the ICSDs acting as common safekeeper. Note that this does not necessarily mean that the Notes will then be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

9. TERMS AND CONDITIONS OF THE OFFER

Offer Period:	<p>An offer of the Notes 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) April 2, 2020 and ending on (and including) April 9, 2020, 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".</p> <p>Investors may apply for the subscription of the Notes during normal Italian banking hours at the offices (<i>filiali</i>) of the relevant placer from (and including) April 2, 2020 to (and including) April 9, 2020, 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".</p>
---------------	--

Offer Price:

Issue Price.

The Offer Price includes the placement commission per Note of up to 2.00 per cent. (2.00%) of the Specified Denomination 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 Notes for sale to the public in the Public Offer Jurisdiction is subject to the relevant regulatory approvals having been granted, and the Notes being issued.

The Issuer may, in agreement with the placers, 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*.

The offer of Notes 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*. For the avoidance of doubt, if any application has been made by a potential investor and the Issuer exercises such right, the relevant subscription applications will become void and have no effect and no potential investor will be entitled to receive the relevant Notes.

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 Notes 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 Notes is conditional upon the admission to trading of the Notes on the EuroTLX market, a multilateral trading facility organised and managed by Borsa

Italiana S.p.A. (formerly organised and managed by EuroTLX SIM S.p.A. merged with and into Borsa Italiana S.p.A.), occurring by the Issue Date. In the event that admission to trading of the Notes 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 Notes will not be issued.

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

Description of the application process:

A prospective investor in the Notes should contact the relevant placer for details of the application process in order to subscribe the Notes during the Offer Period. A prospective investor in the Notes 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 amount of application per investor will be EUR 1,000 in nominal amount of the Notes.

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 Notes:

Each subscriber shall pay the Issue Price to the relevant placer who shall pay the Issue Price reduced by the placement commission per Note of up to 2.00 per cent. (2.00%) of the Specified Denomination to the Issuer.

Each investor has been notified by the relevant placer of the settlement arrangement in respect of the Note at the time of such investor's application and payment for the Notes 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 Notes 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* on or around the Issue Date.

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: The Notes 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 Notes referred to herein to permit a public offering of such Notes 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 Notes 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 Notes 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: Deutsche Bank S.p.A.: Piazza del Calendario, 3 – 20126 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 Notes 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 Notes by financial intermediaries can be made:

The Offer Period.

Conditions attached to the consent:

- (a) The Issuer and the Distributor have entered into a distribution agreement with respect to the Notes (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 Notes in Italy.
- (b) 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:
 - (i) the consent is only valid during the Offer Period; and
 - (ii) the consent only extends to the use of the Base Prospectus and these Final Terms to make Non-exempt Offers of the tranche of Notes in the Republic of Italy.

The Issuer may (A) in agreement with the Distributor, at any time during the Offer Period terminate early the Offer Period and/or (B) extend the Offer Period, and/or (C) increase the number of Notes to be issued during the Offer Period and/or (D) remove or add conditions attached to the consent under these Final Terms and/or (E) at its discretion, withdraw in whole or in part at any time before the Issue Date the Offer, 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).

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

The EURO STOXX[®] Select Dividend 30 Index (Price EUR) is provided by STOXX Limited. As at the date of these Final Terms, STOXX Limited appears in the register of administrators and benchmarks established and maintained by ESMA pursuant to article 36 of the Benchmarks Regulation.

12. INDEX DISCLAIMER

EURO STOXX[®] Select Dividend 30 Index (Price EUR) (the "Index")

STOXX Limited ("STOXX") and its licensors (the "Licensors") have no relationship to the Issuer, other than the licensing of the Index and the related trademarks for use in connection with the Securities.

STOXX and its Licensors do not:

- sponsor, endorse, sell or promote the Securities.
- recommend that any person invest in the Securities or any other securities.
- have any responsibility or liability for or make any decisions about the timing, amount or pricing of Securities.
- have any responsibility or liability for the administration, management or marketing of the Securities.
- consider the needs of the Securities or the owners of the Securities in determining, composing or calculating the Index or have any obligation to do so.

STOXX and its Licensors will not have any liability in connection with the Securities. Specifically,

- STOXX and its Licensors do not make any warranty, express or implied and disclaim any and all warranty about:
 - the results to be obtained by the Securities, the owners of the Securities or any other person in connection with the use of the Index and the data included in the Index;
 - the accuracy or completeness of the Index and its data; and

- the merchantability and the fitness for a particular purpose or use of the Index and its data.
- STOXX and its Licensors will have no liability for any errors, omissions or interruptions in the Index or its data.
- Under no circumstances will STOXX or its Licensors be liable for any lost profits or indirect, punitive, special or consequential damages or losses, even if STOXX or its Licensors knows that they might occur.

The licensing agreement between the Issuer and STOXX is solely for their benefit and not for the benefit of the owners of the Securities or any other third parties.

EXAMPLES

THE EXAMPLES PRESENTED BELOW ARE FOR ILLUSTRATIVE PURPOSES ONLY.

For the purposes of each Example:

- (i) the Issue Price is 100 per cent. (100%) of the Aggregate Nominal Amount of EUR 10,000,000, the Calculation Amount is EUR 1,000 and the Specified Denomination of each Note is EUR 1,000;
- (ii) in respect of the Underlying Asset, the Barrier Level is 100 per cent. (100%) of the Asset Initial Price; and
- (iii) the Protection Level is 1.00, the Participation is 1.00, the Strike is 1.00 and the Minimum Percentage is 100 per cent. (100%).

FINAL REDEMPTION AMOUNT

Example 1 – positive scenario: *The Final Closing Price of the Underlying Asset is 150 per cent. (150%) of the Asset Initial Price.*

In this Example, the Notes will be redeemed on the Maturity Date and the Final Redemption Amount payable in respect of each Note (of the Specified Denomination) will be an amount in the Specified Currency equal to the *product* of (i) the Calculation Amount, *multiplied* by (ii) the *sum* of (a) the Protection Level, *plus* (b) the *product* of (I) the Participation, *multiplied* by (II) the *greater* of (A) zero, and (B) the *difference* between (1) the *quotient* of (aa) the Reference Price (Final), *divided* by (bb) the Reference Price (Initial), *minus* (2) the Strike, i.e., EUR 1,500.

Example 2 – neutral scenario: *The Final Closing Price of the Underlying Asset is 100 per cent. (100%) of the Asset Initial Price.*

In this Example, the Notes will be redeemed on the Maturity Date and the Final Redemption Amount payable in respect of each Note (of the Specified Denomination) will be an amount in the Specified Currency equal to the *product* of (i) the Calculation Amount, *multiplied* by (ii) the *sum* of (a) the Protection Level, *plus* (b) the *product* of (I) the Participation, *multiplied* by (II) the *greater* of (A) zero, and (B) the *difference* between (1) the *quotient* of (aa) the Reference Price (Final), *divided* by (bb) the Reference Price (Initial), *minus* (2) the Strike, i.e., EUR 1,000.

Example 3 – neutral scenario: *The Final Closing Price of the Underlying Asset is less than 100 per cent. (100%) of the Asset Initial Price.*

In this Example, the Notes will be redeemed on the Maturity Date and the Final Redemption Amount payable in respect of each Note (of the Specified Denomination) will be an amount in the Specified Currency equal to 100 per cent. (100%) of the Calculation Amount, i.e., EUR 1,000.

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 consents to the use of the Base Prospectus by:</p> <ol style="list-style-type: none"> (1) Deutsche Bank S.p.A.: Piazza del Calendario, 3 – 20126 Milan, Italy (the "Initial Authorised Offeror"); and (2) if the Issuer appoints additional financial intermediaries after the date of the Final Terms dated April 2, 2020 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 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) April 2, 2020 to (and including) April 9, 2020 (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 Notes (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 Notes in 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>

		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 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 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 (IF APPLICABLE) GUARANTOR																																					
B.1	Legal and commercial name of the Issuer	Goldman Sachs International ("GSI" or the "Issuer").																																			
B.2	Domicile, legal form, legislation and country of incorporation of the Issuer	GSI is a private unlimited liability company incorporated in England and Wales. GSI mainly operates under English law. The registered office of GSI is Plumtree Court, 25 Shoe Lane, London EC4A 4AU, England.																																			
B.4b	Known trends with respect to the Issuer	GSI's prospects will be affected, potentially adversely, by developments in global, regional and national economies, including in the United Kingdom, 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 Kingdom and other countries where GSI does business.																																			
B.5	The Issuer's group	Goldman Sachs Group UK Limited, a company incorporated under English law has a 100 per cent. shareholding in GSI. Goldman Sachs (UK) L.L.C. is established under the laws of the State of Delaware and holds 100 per cent. of the ordinary shares of Goldman Sachs Group UK Limited. The Goldman Sachs Group, Inc. ("GSG") is established in Delaware and has a 100 per cent. shareholding in Goldman Sachs (UK) L.L.C.																																			
B.9	Profit forecast or estimate	Not applicable; GSI has not made any profit forecasts or estimates.																																			
B.10	Audit report qualifications	Not applicable; there are no qualifications in the audit report of GSI 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 GSI:</p> <table border="1"> <thead> <tr> <th></th> <th colspan="2">As at and for the nine months ended (unaudited)</th> <th colspan="2">As at and for the period ended (audited)¹</th> </tr> <tr> <th><i>(in USD millions)</i></th> <th>August 31, 2019</th> <th>September 30, 2018</th> <th>November 30, 2018</th> <th>December 31, 2017</th> </tr> </thead> <tbody> <tr> <td>Operating Profit</td> <td>1,953</td> <td>2,581</td> <td>3,259</td> <td>2,389</td> </tr> <tr> <td>Profit before taxation</td> <td>1,773</td> <td>2,398</td> <td>3,030</td> <td>2,091</td> </tr> <tr> <td>Profit for the financial period</td> <td>1,356</td> <td>1,797</td> <td>2,198</td> <td>1,557</td> </tr> <tr> <td></td> <td colspan="2">As of (unaudited)</td> <td colspan="2">As of (audited)</td> </tr> <tr> <td><i>(in USD millions)</i></td> <td colspan="2">August 31, 2019</td> <td>November 30, 2018</td> <td>December 31, 2017</td> </tr> </tbody> </table>		As at and for the nine months ended (unaudited)		As at and for the period ended (audited) ¹		<i>(in USD millions)</i>	August 31, 2019	September 30, 2018	November 30, 2018	December 31, 2017	Operating Profit	1,953	2,581	3,259	2,389	Profit before taxation	1,773	2,398	3,030	2,091	Profit for the financial period	1,356	1,797	2,198	1,557		As of (unaudited)		As of (audited)		<i>(in USD millions)</i>	August 31, 2019		November 30, 2018	December 31, 2017
	As at and for the nine months ended (unaudited)		As at and for the period ended (audited) ¹																																		
<i>(in USD millions)</i>	August 31, 2019	September 30, 2018	November 30, 2018	December 31, 2017																																	
Operating Profit	1,953	2,581	3,259	2,389																																	
Profit before taxation	1,773	2,398	3,030	2,091																																	
Profit for the financial period	1,356	1,797	2,198	1,557																																	
	As of (unaudited)		As of (audited)																																		
<i>(in USD millions)</i>	August 31, 2019		November 30, 2018	December 31, 2017																																	

		<table> <tr> <td>Fixed Assets</td> <td>401</td> <td>315</td> <td>210</td> </tr> <tr> <td>Current Assets</td> <td>1,171,303</td> <td>886,652</td> <td>939,863</td> </tr> <tr> <td>Total shareholder's funds</td> <td>35,635</td> <td>33,917</td> <td>31,701</td> </tr> </table> <p>¹ During the period ended November 30, 2018, GSI changed its accounting reference end date from December 31 to November 30 to conform to the period used by GSI for U.S. tax reporting purposes. As a result, the figures included in the table are not directly comparable. All references to November 2018 refer to the eleven months period ended, or the date, as the context requires, November 30, 2018.</p> <p>There has been no material adverse change in the prospects of GSI since November 30, 2018.</p> <p>Not applicable: there has been no significant change in the financial or trading position of GSI since August 31, 2019.</p>	Fixed Assets	401	315	210	Current Assets	1,171,303	886,652	939,863	Total shareholder's funds	35,635	33,917	31,701
Fixed Assets	401	315	210											
Current Assets	1,171,303	886,652	939,863											
Total shareholder's funds	35,635	33,917	31,701											
B.13	Recent events material to the evaluation of the Issuer's solvency	Not applicable; there have been no recent events particular to GSI which are to a material extent relevant to the evaluation of GSI's solvency.												
B.14	Issuer's position in its corporate group	Please refer to Element B.5 above. GSI 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 activities of GSI consist of securities underwriting and distribution, trading of corporate debt and equity services, non-U.S. sovereign debt and mortgage securities, execution of swaps and derivative instruments, mergers and acquisitions, financial advisory services for restructurings/private placements/lease and project financings, real estate brokerage and finance, merchant banking, stock brokerage and research.												
B.16	Ownership and control of the Issuer	Goldman Sachs Group UK Limited, a company incorporated under English law has a 100 per cent. shareholding in GSI. Goldman Sachs (UK) L.L.C. is established under the laws of the State of Delaware and holds 100 per cent. of the ordinary shares of Goldman Sachs Group UK Limited. The Goldman Sachs Group, Inc. is established in Delaware and has a 100 per cent. shareholding in Goldman Sachs (UK) L.L.C. GSG is the parent holding company of the group of companies comprising GSG and its consolidated subsidiaries (the " Group ").												
SECTION C – SECURITIES														
C.1	Type and class of Securities	Cash settled Securities comprised of Index Linked Securities, being EUR 10,000,000 Three-Year Six-Month EUR Participation Notes linked to the EURO STOXX [®] Select Dividend 30 Index (Price EUR), due October 16, 2023 (the " Securities "). ISIN: XS2125613393; Common Code: 212561339; Valoren: 39557518.												
C.2	Currency	The currency of the Securities will be Euro (" EUR ").												
C.5	Restrictions on the free transferability	The Securities, 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. 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	Rights attached	Rights: The Securities give the right to each holder of Securities (a " Holder ")												

	to the securities	<p>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.</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 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). • 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.
C.11	Admission to trading on a regulated market	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 EuroTLX market, a multilateral trading facility organised and managed by EuroTLX SIM S.p.A.(formerly organised and managed by EuroTLX SIM S.p.A. merged with and into Borsa Italiana S.p.A.), which is not a regulated market for the purposes of Directive 2014/65/EU on Markets in Financial Instruments.
C.15	Effect of underlying instrument value investment	<p>The amount payable on the Securities will depend on the performance of the underlying asset.</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	Expiration or maturity date	The maturity date is October 16, 2023, 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 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 redeemed, or purchased and cancelled, the payment of the Final Redemption Amount on the

scheduled maturity date of the Securities.

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 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.

Final Redemption Amount

Unless previously redeemed, 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:

$$CA \times [PL + P \times \text{Max}(\text{Perf} - \text{Strike}; 0)]$$

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

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

Defined terms used above:

- **CA:** Calculation Amount, EUR 1,000.
- **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:** October 9, 2023.
- **Initial Closing Price:** the Reference Price of the Underlying Asset on April 9, 2020, subject to adjustment in accordance with the terms and conditions.
- "**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. For example, "Max(x;y)" means the greater of component x and component y.
- **Minimum Percentage:** 100 per cent. (100%).

		<ul style="list-style-type: none"> • P: Participation, which is 1.00. • Perf: Underlying Performance. • PL: Protection Level, which is 1.00. • Reference Price: the closing index level of the Index for the relevant date. • Reference Price (Final): the Final Closing Price of the Underlying Asset. • Reference Price (Initial): 100 per cent. (100%) of the Initial Closing Price of the Underlying Asset. • Strike: 1.00. • Underlying Performance: in respect of the Underlying Asset, an amount calculated in accordance with the formula below: $\frac{\text{Reference Price (Final)}}{\text{Reference Price (Initial)}}$ <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"> • Asset Initial Price: in respect of the Underlying Asset, the Initial Closing Price of such Underlying Asset. • Barrier Level: 100 per cent. (100%) of the Asset Initial Price of the Underlying Asset. • Barrier Reference Value: the Final Closing Price of the Underlying Asset. 						
C.19	Exercise price/final reference price of the underlying	The closing index level of the Index 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</th> <th style="text-align: center;">Index Sponsor</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">EURO STOXX® Select Dividend 30 Index (Price EUR)</td> <td style="text-align: center;">SD3E <Index> / .SD3E</td> <td style="text-align: center;">STOXX Limited</td> </tr> </tbody> </table> <ul style="list-style-type: none"> • Index: the index set forth in the table above in the column entitled "Underlying Asset". 	Underlying Asset	Bloomberg / Reuters	Index Sponsor	EURO STOXX® Select Dividend 30 Index (Price EUR)	SD3E <Index> / .SD3E	STOXX Limited
Underlying Asset	Bloomberg / Reuters	Index Sponsor						
EURO STOXX® Select Dividend 30 Index (Price EUR)	SD3E <Index> / .SD3E	STOXX Limited						
SECTION D – RISKS								
D.2	Key risks that are specific to the Issuer	The payment or delivery of any amount due on the Securities is subject to our credit risk. The Securities are our unsecured obligations. 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. The value of and return on your Securities will be subject to our credit risk and to changes in the market's view of our creditworthiness.						

		<p>References in Element B.12 above to the "prospects" and "financial or trading position" of the Issuer, are specifically to its respective ability to meet its full payment obligations under the Securities (in the case of GSI) in a timely manner. Material information about the Issuer's financial condition and prospects is included in the Issuer'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 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 is 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, asset management and wealth 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 asset management and wealth management businesses 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. • The Group faces enhanced risks as new business initiatives and acquisitions lead the Group to engage in new activities, transact with a broader array of clients and counterparties and expose the Group to new asset classes and new markets. • A failure in the Group's operational systems or infrastructure, or those of third parties, as well as human error, malfeasance or other misconduct, 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
--	--	---

		<p>Group's businesses, result in the disclosure, theft or destruction of confidential information, damage the Group's reputation and cause losses.</p> <ul style="list-style-type: none"> • The Group's businesses, profitability and liquidity may be adversely affected by Brexit. • The Group's businesses, profitability and liquidity may be adversely affected by deterioration in the credit quality of, or defaults by, third parties who owe the Group money, securities or other assets or whose securities or obligations it holds. • Concentration of risk increases the potential for significant losses in the Group's market-making, underwriting, investing and financing activities. • The financial services industry is both highly competitive and interrelated. • A failure to appropriately identify and address potential conflicts of interest could adversely affect the Group's businesses. • The Group's results have been and may in the future be adversely affected by the composition of its client base. • Derivative transactions and delayed settlements may expose the Group to unexpected risk and potential losses. • Certain of the Group's businesses, funding and financial products may be adversely affected by changes in or the discontinuance of Interbank Offered Rates (IBORs), in particular LIBOR. • Certain of the Group's businesses and its funding may be adversely affected by changes in other reference rates, currencies, indexes, baskets or ETFs to which products the Group offers or funding that the Group raises are linked. • The Group's businesses may be adversely affected if it is unable to hire and retain qualified employees. • The Group may be adversely affected by increased governmental and regulatory scrutiny or negative publicity. • Substantial civil or criminal liability or significant regulatory action against the Group could have material adverse financial effects or cause significant reputational harm, which in turn could seriously harm the Group's business prospects. • The growth of electronic trading and the introduction of new trading technology may adversely affect the Group's business and may increase competition. • In conducting its businesses around the world, the Group is subject to political, economic, legal, operational and other risks that are inherent in operating in many countries. • The Group'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. • 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. • Climate change concerns could disrupt our businesses, affect client activity levels and creditworthiness and damage the Group's reputation.
--	--	---

D.6	<p>Key risks that are specific to the Securities:</p>	<ul style="list-style-type: none"> • You could lose some or all of your investment in the Securities where: <ul style="list-style-type: none"> ○ We (as Issuer) fail or go bankrupt or we are otherwise unable to meet our payment obligations; ○ 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 potential for the value of the Securities to increase is limited as the maximum payment at maturity is capped. • 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. • If any specified currency disruption event has occurred which is material to our payment obligations under the Securities, then the forthcoming payment date shall be postponed. If such event continues on the specified cut-off date, we may make payment of an equivalent amount in U.S. dollars. <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.
-----	--	---

		<ul style="list-style-type: none"> • The performance of indices is dependent upon many unpredictable factors, including in relation to its underlying components. • 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. • 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. • If the sponsor of an index does not obtain its required authorisation or registration or such authorisation is suspended or removed, the Securities may be subject to early redemption and, in such case, you may lose some or all of your investment. • 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, subject to certain conditions. • 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) April 2, 2020 to (and including) April 9, 2020 ("Offer Period") by the Authorised Offeror(s), subject to early termination or extension of the Offer Period.</p> <p>Investors may apply for the subscription of the Securities during normal Italian banking hours at the offices (<i>filiali</i>) of the Authorised Offeror from (and including) April 2, 2020 to (and including) April 9, 2020, subject to early termination or extension of the Offer Period.</p> <p>The Offer Price is 100 per cent. (100%) of the Aggregate Nominal Amount of EUR 10,000,000 (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 the Securities is conditional on their issue and is subject to the admission to trading of the Securities on the EuroTLX market, a multilateral trading facility organised and managed by Borsa Italiana S.p.A. (formerly organised and managed by EuroTLX SIM S.p.A. merged with and into Borsa Italiana 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 April 14, 2020. As between each 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	In connection with the placement of the Securities, the Issuer will pay to each Authorised Offeror, a placement commission per Note of up to 2.00 per cent. (2.00%) of the Specified Denomination in relation to the Securities placed by

	conflicting interests	such Authorised Offeror. 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.
E.7	Estimated expenses charged to the investor	Not Applicable – No expenses will be charged to investors by the Issuer or each Authorised Offeror.