

Final Terms No. 768 to the Base Prospectus dated April 19, 2018, as supplemented



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

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*Up to USD 60,000,000 Fixed Rate Notes due May 2024*

*(referred to by the Distributor as "GS Step Up Callable USD Maggio 2024")*

*Contractual Terms:*

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Terms used herein shall be deemed to be defined as such for the purposes of the General Note Conditions set forth in the Base Prospectus dated April 19, 2018, as it may be supplemented (the "Base Prospectus"), which is a base prospectus for the purposes of 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. 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.

The Base Prospectus is available for viewing at [www.bourse.lu](http://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 Paying Agent in Luxembourg. These Final Terms are available for viewing at [www.goldman-sachs.it](http://www.goldman-sachs.it), [www.mpscapitalservices.it](http://www.mpscapitalservices.it) and [www.mps.it](http://www.mps.it).

The Offer Period for the Notes extends beyond the validity of the Base Prospectus, which will expire on April 19, 2019 (the "Expiry Date"). On or prior to this date, a successor base prospectus in respect of the Series F euro medium-term notes program (the "Successor Base Prospectus") and successor Final Terms for the Notes (the "Successor Final Terms") will be published. From and including the date on which the Successor Base Prospectus is approved by the Commission de Surveillance du Secteur Financier, (i) the Successor Final Terms shall constitute Final Terms for the Notes for the purposes of Article 5.4 of the Prospectus Directive and (ii) full information on the Issuer and the offer of the Notes shall only be available on the basis of the combination of the Successor Final Terms and the Successor Base Prospectus. The Successor Base Prospectus will be available for viewing at [www.bourse.lu](http://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 Paying Agent in Luxembourg. The Successor Final Terms will be published at [www.eurotlx.com](http://www.eurotlx.com).

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.

<b>Tranche Number</b>	F-768
<b>Face Amount (Aggregate Notional Amount)</b>	Up to USD 60,000,000
<b>Denomination</b>	USD 2,000
<b>Minimum Investment</b>	USD 2,000
<b>Type of Note</b>	Fixed Rate Series F note
<b>Specified Currency</b>	USD
<b>Trade Date</b>	The final date of the Offer Period, scheduled to be May 20, 2019
<b>Original Issue Date (Settlement Date)</b>	May 23, 2019

<b>ISIN Code</b>	XS1610673268
<b>Common Code</b>	161067326
<b>Valoren Number</b>	46163015
<b>Stated Maturity Date</b>	May 23, 2024
<b>Original Issue Price</b>	100 per cent. of the Face Amount
<b>Net Proceeds to Issuer</b>	Between a minimum of 96.75 per cent. and a maximum of 97.00 per cent. of the Face Amount
<b>Original Issue Discount</b>	Not Applicable
<b>Amount Payable at Maturity (Final Redemption Amount)</b>	100% of the Face Amount outstanding on the Stated Maturity Date
<b>Yield to Maturity</b>	2.67% per annum
<b>Interest Rate Note Provisions</b>	Applicable

**For all the Interest Payment Dates**

**Fixed Rate:** Applicable

See “General Note Conditions — Interest Rates — Fixed Rate Notes”

**Interest Rate:**

<b>For the Interest Periods related to the Interest Payment Dates originally scheduled for:</b>	<b>Interest Rate per annum:</b>
November 23, 2019	2.55%
May 23, 2020	2.55%
November 23, 2020	2.60%
May 23, 2021	2.60%
November 23, 2021	2.65%
May 23, 2022	2.65%
November 23, 2022	2.70%
May 23, 2023	2.70%
November 23, 2023	2.80%
May 23, 2024	2.80%

**Day Count Fraction:** 30/360 (ISDA)

<b>Default Amount</b>	Par Plus Accrued But Unpaid
<b>Interest Commencement Date</b>	May 23, 2019
<b>Interest Payment Dates</b>	May 23 and November 23 of each year, beginning with November 23, 2019 up to and including the Stated Maturity Date.
<b>Interest Period</b>	The period from and including an originally scheduled Interest Payment Date (or

the Interest Commencement Date, in the case of the initial Interest Period) to but excluding the next succeeding originally scheduled Interest Payment Date (or the originally scheduled Stated Maturity Date, in the case of the final Interest Period)

**Calculation Basis** Per Denomination

**Regular Record Dates** 1 Business Day(s)

**Additional Redemption Rights at the Option of the Issuer** Applicable

Your note will be redeemable at the Issuer's option on the Issuer's Redemption Dates specified in the table below at the corresponding Issuer's Redemption Price, plus accrued but unpaid interest, subject to any required regulatory approvals:

<b>Issuer's Redemption Date</b>	<b>Issuer's Redemption Price</b>
November 23, 2022	100 per cent.
May 23, 2023	100 per cent.
November 23, 2023	100 per cent.

**Issuer's Redemption Notice:** 10 Business Days

**Repurchase at the Holder's Option** Not Applicable

**Redemption Upon Change in Law** Applicable

**Tax gross-up for eligible holders; and Call in the Case of Tax Law Changes** Not Applicable

**Business Days** Euro and New York

**Business Day Convention** Following, Unadjusted

**Final BDC Procedure** Not Applicable

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

**Form of Notes** Registered global notes only, registered in the name of a nominee of a common depositary or safekeeper for Euroclear and Clearstream, Luxembourg

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

**Calculation Agent** Goldman Sachs International

**Listing and Admission to Trading** MPS Capital Services Banca per le Imprese S.p.A. ("MPS CS" or the "Lead Manager") will apply for the Notes to be admitted to trading on EuroTLX<sup>®</sup>, a Multilateral Trading Facility ("MTF") managed by EuroTLX SIM S.p.A., which is not a regulated market for the purposes of Directive 2014/65/EU on Markets in Financial Instruments. MPS CS expects that trading of the Notes on the MTF EuroTLX<sup>®</sup> will commence, at the latest, within five (5) Euro Business Days from the Issue Date, but no assurances can be given that admission to trading will be granted (or, if granted, will be granted by the Issue Date). MPS CS will act as

liquidity provider (specialist) in accordance with the conditions of the Regulation of EuroTLX<sup>®</sup>, available for viewing on the website [www.eurotlx.com](http://www.eurotlx.com). The execution of sale and purchase orders on the MTF denominated EuroTLX<sup>®</sup> will occur pursuant to the operational rules of the MTF, published on the website [www.eurotlx.com](http://www.eurotlx.com).

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Final Terms, dated March 21, 2019

The notes have not been, and will not be, registered under the U.S. securities act of 1933, as amended (the "Securities Act"). The notes may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons (as such terms are defined in Regulation S under the Securities Act). These Final Terms are not for use in, and may not be delivered to or inside, the United States.

## TERMS AND CONDITIONS OF THE OFFER

**Offer Period:** An offer of the notes may be made by Lead Manager through Banca Monte Dei Paschi di Siena S.p.A. (the “Distributor”) other than pursuant to Article 3(2) of the Prospectus Directive in the Public Offer Jurisdictions during the period commencing on (and including) March 21, 2019 and ending on (and including) May 20, 2019 (subject to early termination as described below under “Terms and Conditions of the Offer—Conditions to which the offer is subject”).

**Offer Price:** 100% of the Original Issue Price.

**Conditions to which the offer is subject:** The Issuer may, at any time during the Offer Period, after consultation with the Lead Manager, 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 published on the websites [www.goldman-sachs.it](http://www.goldman-sachs.it), [www.mpscapitalservices.it](http://www.mpscapitalservices.it) and [www.mps.it](http://www.mps.it). In addition, the Issuer may in certain situations, including a material change in its financial position, results of operations or prospects, a change in applicable law or a proposed change in law, at any time following the publication of these Final Terms and prior to the Original Issue Date, and after consultation with the Lead Manager, terminate the offer and not issue any notes. For the avoidance of doubt, if any application has been made by a potential investor and the Issuer exercises such right, no potential investor shall be entitled to subscribe or otherwise acquire the notes.

The Issuer expects to file with the Commission de Surveillance du Secteur Financier (the “CSSF”) the Successor Base Prospectus and supplements to the Base Prospectus prior to the issuance of the notes, which will trigger withdrawal rights for investors who have subscribed for notes. The Issuer will file supplements to incorporate its 2019 Proxy Statement on Schedule 14A (the “Proxy Statement”), its Current Report on Form 8-K (the “Form 8-K”) relating to its results for the fiscal quarter ended March 31, 2019 and its Quarterly Report on Form 10-Q (the “Form 10-Q”) for the fiscal quarter ended March 31, 2019. Upon approval, the Successor Base Prospectus and each supplement will be published by the Luxembourg Stock Exchange on its website at <http://www.bourse.lu>. See also “Documents Incorporated by Reference” in the Base Prospectus for additional information on how to obtain copies of the Proxy Statement, Form 8-K and Form 10-Q and related supplements and other relevant documents. Investors who have subscribed for notes will have the right to withdraw their subscription for two business days following the day of publication of the Proxy Statement supplement, which is expected to occur on March 25, 2019 or shortly thereafter, of the Form 8-K supplement, which is expected to occur on April 16, 2019 or shortly thereafter, of the Successor

Base Prospectus, which is expected to occur on April 18, 2019 or shortly thereafter, and of the Form 10-Q supplement, which is expected to occur on May 6, 2019 or shortly thereafter.

**Description of the application process:** A prospective investor in the notes should contact the Distributor for details of the application process in order to purchase the notes during the Offer Period. A prospective investor in the notes will invest in accordance with the arrangements existing between the Distributor 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 USD 2,000 in nominal amount of the notes. The maximum face amount of the notes to be issued is USD 60,000,000, subject to an increase, after consultation with the Lead Manager, upon publication of a notice at [www.goldman-sachs.it](http://www.goldman-sachs.it), [www.mpscapitalservices.it](http://www.mpscapitalservices.it) and [www.mps.it](http://www.mps.it).

**Details of the method and time limits for paying up and delivering the notes:** The notes will be issued on the Issue Date against payment to the Issuer of the net subscription moneys.

**Manner in and date on which results of the offer are to be made public:** The results of the offer will be available on the following websites not later than five Euro Business Days after close of the Offer Period, [www.goldman-sachs.it](http://www.goldman-sachs.it), [www.mpscapitalservices.it](http://www.mpscapitalservices.it) and [www.mps.it](http://www.mps.it).

**Procedure for exercise of any right of preemption, negotiability of subscription rights and treatment of subscription rights not exercised:** Not Applicable.

**Whether tranche(s) have been reserved for certain countries:** Not Applicable.

**Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made:** Not Applicable.

**Amount of any expenses and taxes specifically charged to the subscriber or purchaser:** Not Applicable.

**Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place:** Banca Monte Dei Paschi di Siena S.p.A., as Distributor, Piazza Salimbeni, 3, 53100 Siena, Italy will distribute the notes to the customers of its branches during the Offer Period in the premises.

**Name(s) and address(es) of any paying agents and depository agents in each country:** The Bank of New York Mellon, 30 Cannon Street, London EC4M 6XH, UK; Banque Internationale à Luxembourg, 69 route d'Esch, L-2953, Luxembourg

***Consent to use the Base Prospectus***

**Identity of financial intermediary(ies) that are allowed to use the Base Prospectus:** The Lead Manager and the Distributor.

**Offer period during which subsequent resale or final placement of notes by financial intermediaries can be made:**

From and including March 21, 2019 to and including May 20, 2019 (subject to early termination as described above under "Terms and Conditions of the Offer—Conditions to which the offer is subject").

**Conditions attached to the consent:**

- (a) (a) The Issuer, Lead Manager and the Distributor have entered into a distribution agreement with respect to the notes (the "Master 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 Master Distribution Agreement, the Lead Manager and the Distributor have agreed to promote and place the notes in Italy through the Distributor.

- (b) The consent of the Issuer to the use of the Base Prospectus and these Final Terms by the Lead Manager, the Distributor and the 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, after prior consultation with the Lead Manager, (i) discontinue or change the Offer Period, and/or (ii) 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](http://www.goldman-sachs.it)), by the Lead Manager on its website ([www.mpscapitalservices.it](http://www.mpscapitalservices.it)) and by the Distributor on its website ([www.mps.it](http://www.mps.it)). Any additional information which is relevant in connection with the consent to the use of the Base Prospectus by the Distributor, the Lead Manager 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](http://www.goldman-sachs.it)) by the Lead Manager on its website ([www.mpscapitalservices.it](http://www.mpscapitalservices.it)) and by the Distributor on its website ([www.mps.it](http://www.mps.it)).

## DISTRIBUTION

<b>Method of distribution:</b>	Non-syndicated.
<b>Name and address of Dealer:</b>	Goldman Sachs International Peterborough Court 133 Fleet Street London EC4A 2BB United Kingdom.
<b>Non-exempt Offer:</b>	An offer of the notes may be made by the Lead Manager through the Distributor other than pursuant to Article 3(2) of the Prospectus Directive in Italy (“Public Offer Jurisdiction”) during the period from March 21, 2019 until May 20, 2019 (“Offer Period”) (subject to early termination as described above under “Terms and Conditions of the Offer—Conditions to which the offer is subject”). See further paragraph entitled “Terms and Conditions of the Offer” above.
<b>Reasons for the offer:</b>	We intend to use the net proceeds from the sale of the notes to provide additional funds for our operations and for other general corporate purposes.
<b>Estimated net proceeds:</b>	Up to USD 60,000,000 less the fees described below.
<b>Estimated total expenses:</b>	<p>In connection with the sale of the notes, Goldman Sachs International will pay (i) selling fees of between a minimum of 2.40 per cent. and a maximum of 2.60 per cent. of the face amount of the notes through the Lead Manager to the Distributor (the “Selling Fee”) and (ii) management fees of between a minimum of 0.60 per cent. and a maximum of 0.65 per cent. of the face amount of the notes to the Lead Manager (the “Management Fee”).</p> <p>The Selling Fee and the Management Fee will be published not later than five Euro Business Days after close of the Offer Period on the websites of the Issuer (<a href="http://www.goldman-sachs.it">www.goldman-sachs.it</a>), the Lead Manager (<a href="http://www.mpscapitalservices.it">www.mpscapitalservices.it</a>) and the Distributor (<a href="http://www.mps.it">www.mps.it</a>).</p>
<b>Name(s) and address(es) of any paying agents and depository agents in each country:</b>	<p>The Bank of New York Mellon 30 Cannon Street EC4M 6XH London UK</p> <p>Banque Internationale à Luxembourg 69 route d’Esch L-2953 Luxembourg</p>
<b>Prohibition of Sales to EEA Retail Investors</b>	Not Applicable

## ADDITIONAL INFORMATION

The Distributor and the Lead Manager may have a conflict of interest with respect to the distribution of the notes because they will receive the Selling Fee and the Management Fee from the Issuer, respectively, in each case determined as a percentage of the face amount of the notes being placed, as indicated in “Distribution” above.

Moreover, conflicts of interest may arise with respect to the distribution of the notes because the Lead Manager acts (a) as hedging counterparty of Goldman Sachs International, which is part of the same group of the Issuer, in relation to the issuance of the notes and (b) as liquidity provider, providing bid/ask quotes for the notes for the benefit of the noteholders. An application shall be made for the notes to be admitted to trading on the Euro TLX<sup>®</sup>, on which the Lead Manager acts as specialist.

The Distributor and Lead Manager, or their affiliates may, in the ordinary course of business, perform activities involving other securities issued by the Issuer or other entities belonging to the Issuer’s group, and, in that context, may have access to information regarding the Issuer or its group, but the Distributor, the Lead Manager or their affiliates, as applicable, will be not obliged to, and may be prevented from, making such information available to potential investors.

Goldman Sachs International may resell any notes it purchases as principal to other brokers or dealers at a discount, which may include all or part of the discount the agent received from us. If all the notes are not sold at the initial offering price, the agent may change the offering price and the other selling terms, which may have a negative effect on the market price of the notes.

The Lead Manager, the Distributor and their affiliates may also have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for us and our affiliates in the ordinary course of business.



## 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 relating to the notes and the 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 into 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 and marked as 'not applicable'.

<b>Section A—Introduction and warnings</b>		
<b>Element</b>	<b>Disclosure requirement</b>	<b>Disclosure</b>
A.1	Warning	<p>This summary should be read as an introduction to the Base Prospectus. Any decision to invest in the notes should be based on a consideration of the Base Prospectus as a whole, including any documents incorporated by reference. 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 of the European Economic Area, 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 the notes.</p>
A.2	Consents	<p>Subject to the conditions set out below, in connection with a Non-exempt Offer (as defined below) of notes, the Issuer consents to the use of the Base Prospectus by:</p> <p style="padding-left: 40px;">(1) MPS Capital Services Banca per le Imprese S.p.A. (the "Lead Manager");</p> <p style="padding-left: 40px;">(2) Banca Monte Dei Paschi di Siena S.p.A. (the "Distributor"); and</p> <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/UE) (each an "Authorised Offeror" and together the "Authorised Offerors").</p> <p>The consent of the Issuer is subject to the following conditions:</p> <p>(i) the consent is only valid during the period from March 21, 2019 until May 20, 2019 (subject to early termination as described above under "Terms and Conditions of the Offer—Conditions to which the offer is subject") (the "Offer Period"); and</p> <p>(ii) the consent only extends to the use of the Base Prospectus to make Non-exempt Offers of the tranche of notes in Italy.</p> <p>(iii) the consent is subject to the further following conditions: The Issuer, the Lead Manager and the Distributor have entered into a distribution agreement with respect to the notes (the "Master 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 Master Distribution Agreement, the Lead Manager and the Distributor have agreed to promote and place the notes in Italy through the Distributor.</p> <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</p>

		<p>Directive 2003/71/EC, as amended (including by Directive 2010/73/EU).</p> <p><b>Any person (an “Investor”) intending to acquire or acquiring any notes from the Distributor or an Authorised Offeror will do so, and offers and sales of notes to an Investor by the Distributor or an Authorised Offeror will be made, in accordance with any terms and other arrangements in place between the Distributor or 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 (other than Goldman Sachs International) in connection with the offer or sale of the notes and, accordingly, the Base Prospectus and the Final Terms will not contain such information and an Investor must obtain such information from the Distributor or 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 Distributor or the relevant Authorised Offeror at the time of such offer. Neither the Issuer nor Goldman Sachs International has or shall have any responsibility or liability for such information.</b></p>
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Section B—Issuer		
Element	Disclosure requirement	Disclosure
B.1	Legal and commercial name	The Goldman Sachs Group, Inc. (the “ <b>Issuer</b> ”)
B.2	Domicile, legal form, legislation and country of incorporation	The Goldman Sachs Group, Inc. is a Delaware corporation organized and existing under the Delaware General Corporation Law. The registered office of the Issuer is 200 West Street, New York, New York 10282, United States.
B.4b	A description of any known trends affecting the issuer and the industries in which it operates	The Issuer’s prospects for the remainder of this financial year 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 the Issuer does business.
B.5	Group description	<p>The Goldman Sachs Group, Inc. is a bank holding company and a financial holding company regulated by the Board of Governors of the Federal Reserve System (Federal Reserve Board). The Issuer’s U.S. depository institution subsidiary, Goldman Sachs Bank USA (GS Bank USA), is a New York State-chartered bank. The Goldman Sachs Group, Inc. is the parent holding company of the Goldman Sachs Group (the “<b>Group</b>”).</p> <p>As of December 2018, the Group had offices in over 30 countries and 46% 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.</p> <p>The Issuer reports its activities in four business segments: Investment Banking, Institutional Client Services, Investing &amp; Lending and Investment Management.</p>
B.9	Profit forecast or estimate	Not applicable; the Issuer has not made any profit forecast or estimate in the Base Prospectus.
B.10	Audit report qualifications	Not applicable; there are no qualifications in the audit report of the Issuer contained in the Base Prospectus.

Section B—Issuer																														
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B.12	Key financial information	Selected historical consolidated financial information relating to The Goldman Sachs Group, Inc. which summarizes the consolidated financial position of The Goldman Sachs Group, Inc. as of and for the years ended 31-12-2018 and 31-12-2017 is set out in the following tables:																												
	<table border="1"> <thead> <tr> <th rowspan="2">Income statement information (in millions of USD)</th> <th colspan="2">For the year ended 31-12</th> </tr> <tr> <th>2018</th> <th>2017</th> </tr> </thead> <tbody> <tr> <td>Total non-interest revenues .....</td> <td>32,849</td> <td>29,798</td> </tr> <tr> <td>Net revenues, including net interest income .....</td> <td>36,616</td> <td>32,730</td> </tr> <tr> <td>Pre-tax earnings/(loss) .....</td> <td>12,481</td> <td>11,132</td> </tr> <tr> <th rowspan="2">Balance sheet information (in millions of USD)</th> <th colspan="2">As of 31-12</th> </tr> <tr> <th>2018</th> <th>2017</th> </tr> <tr> <td>Total assets .....</td> <td>931,796</td> <td>916,776</td> </tr> <tr> <td>Total liabilities .....</td> <td>841,611</td> <td>834,533</td> </tr> <tr> <td>Total shareholders' equity .....</td> <td>90,185</td> <td>82,243</td> </tr> </tbody> </table>	Income statement information (in millions of USD)	For the year ended 31-12		2018	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	Balance sheet information (in millions of USD)	As of 31-12		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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	No material adverse change statement	There has been no material adverse change in the prospects of The Goldman Sachs Group, Inc. since 31-12-2018.																												
	Significant change statement	Not applicable; there has been no significant change in the financial or trading position of The Goldman Sachs Group, Inc. subsequent to 31-12-2018.																												
	In the foregoing statements required by the Prospectus Regulation, references to the “prospects” and “financial or trading position” of the Issuer, are specifically to the ability of the Issuer to meet its full payment obligations under the notes in a timely manner.																													
B.13	Events impacting the Issuer's Solvency	Not Applicable — there have been no recent events particular to the Issuer which are to a material extent relevant to the evaluation of the Issuer's solvency.																												
B.14	Dependence upon other Group entities	See Element B.5.  The Issuer 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.15	Principal activities	The Goldman Sachs Group's activities are conducted in the following segments:  (1) <b>Investment Banking:</b> <ul style="list-style-type: none"> <li>Financial Advisory, which includes strategic advisory assignments with respect to mergers and acquisitions, divestitures, corporate defense activities, restructurings and spin-offs, risk management, and derivative transactions directly related to these client advisory assignments; and</li> <li>Underwriting, which includes public offerings and private placements, including local and cross-border transactions and acquisition finance, of a wide range of securities, loans and other financial instruments, and derivative transactions directly related to these client underwriting activities.</li> </ul> (2) <b>Institutional Client Services:</b> <ul style="list-style-type: none"> <li>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</li> <li>Equities, which includes client execution activities related to making markets in equity products and commissions and fees</li> </ul>																												

Section B—Issuer					
Element	Disclosure requirement	Disclosure			
		<p>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 our 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> <p>(3) <b>Investing &amp; Lending</b>, which includes the Goldman Sachs Group's investing activities and the origination of loans, including our lending activities, to provide financing to clients. These investments, some of which are consolidated, and loans are typically longer-term in nature. The Goldman Sachs 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. We also make unsecured loans through our digital platform.</p> <p>(4) <b>Investment Management</b>, which provides investment management services and offers investment products (primarily through separately managed accounts and commingled vehicles, such as mutual funds and private investment funds) across all major asset classes to a diverse set of institutional and individual clients. Investment Management also offers wealth advisory services, including portfolio management and financial counseling, and brokerage and other transaction services to high-net-worth individuals and families.</p>			
B.16	Ownership and control of the Issuer	Not applicable; the Issuer is a publicly-held company listed on the New York Stock Exchange and not directly or indirectly owned or controlled by any shareholders or affiliated group of shareholders.			
B.17	Credit Rating	The following table sets forth the Issuer's unsecured credit ratings as of 18-04-2018. A rating is not a recommendation to buy, sell or hold any of the notes. Any or all of these ratings are subject to revision or withdrawal at any time by the assigning rating organization. Each rating should be evaluated independently of any other rating:			
		Short-Term Debt	Long-Term Debt	Subordinated Debt	Preferred Stock
	Dominion Bond Rating Service Limited.....	R-1 (middle)	A (high)	A	BBB (high)
	Fitch, Inc. ....	F1	A	A-	BB+
	Moody's Investors Service.....	P-2	A3	Baa2	Ba1
	Standard & Poor's ..... Rating and Investment Information, Inc.....	A-2	BBB+	BBB-	BB
		a-1	A	A-	N/A

<b>Section C—Securities</b>		
<b>Element</b>	<b>Disclosure requirement</b>	<b>Disclosure</b>
C.1	Description of Notes/ISIN	<p>The notes are up to USD 60,000,000 Fixed Rate Notes due May 2024.</p> <p>The ISIN of the notes is XS1610673268.</p> <p>The common code of the notes is 161067326.</p> <p>The valoren number of notes is 46163015.</p>
C.2	Currency of the securities issue	The currency of the notes is U.S. dollars (“USD”).
C.5	Restrictions on the free transferability of the securities	Not applicable. There are no restrictions on the free transferability of the notes. Sales and resales of the notes may be subject to restrictions arising under the laws of various jurisdictions.
C.8	Rights attached to the notes, including ranking and limitations on those rights	<p><b>Rights</b></p> <p>The notes will be issued pursuant to a document called a fiscal agency agreement. The fiscal agency agreement is a contract between The Goldman Sachs Group, Inc. and The Bank of New York Mellon, which acts as fiscal agent. The fiscal agent performs certain administrative duties for the Issuer. The fiscal agent does not act as an indenture trustee on your behalf.</p> <p><i>Mergers and Similar Transactions</i></p> <p>The Issuer will not merge or consolidate with another corporation or corporate entity, unless certain conditions are met.</p> <p><i>Defeasance and Covenant Defeasance</i></p> <p>If there is a change in applicable U.S. federal tax law, the Issuer will be entitled, in the case of all fixed rate notes payable in U.S. dollars to release itself from all obligations under the notes, subject to certain conditions. Moreover the Issuer will be entitled, in the case of all fixed rate notes payable in U.S. dollars, to release itself from any restrictive covenants relating to the notes, subject to similar conditions as those referred to above.</p> <p><i>Adjustment upon Change in Law</i></p> <p>If there is a change in applicable law that results in a material increase in the cost to the Issuer or its affiliates of performing the Issuer’s obligations on the notes and/or maintaining any related hedge positions, the calculation agent will determine the appropriate adjustment, if any, to be made to any one or more of the terms of the notes as the calculation agent determines appropriate to account for the change in law.</p> <p><i>Events of Default</i></p> <p>The terms of the notes contain the following events of default:</p> <ul style="list-style-type: none"> <li>• the Issuer does not pay the principal or any premium on any of such notes within 30 days after the due date;</li> <li>• the Issuer does not pay interest on any of such notes within 30 days after the due date; and</li> <li>• the Issuer files for bankruptcy or other events of bankruptcy, insolvency or reorganization relating to The Goldman Sachs Group, Inc. occur.</li> </ul> <p><i>Governing Law</i></p> <p>The notes will be governed by New York law.</p> <p><b>Ranking</b></p> <p>The notes will rank pari passu with all other unsecured and unsubordinated indebtedness of The Goldman Sachs Group, Inc.</p> <p><b>Limitations to rights</b></p>

**Section C—Securities**

Element	Disclosure requirement	Disclosure																										
		<ul style="list-style-type: none"> <li>Notwithstanding that the notes are linked to the performance of the underlying asset(s), holders do not have any rights in respect of the underlying assets(s).</li> <li>The fiscal agency agreement contains provisions for convening meetings of the holders of notes to consider matters affecting their interests. Although some changes require the approval of each holder of notes affected by an amendment, some do not require any approval by holders of notes and some require only the approval of 66 2/3% in aggregate principal amount of the affected notes, and so holders may be bound even if they did not attend and vote at the relevant meeting or voted in a manner contrary to the plurality.</li> <li>The terms and conditions of the notes permit the Issuer and the Calculation Agent (as the case may be), on the occurrence of certain events and in certain circumstances, without the consent of the holders of the notes, to make adjustments to the terms and conditions of the notes, to redeem the notes prior to maturity, (where applicable) to postpone valuation of the underlyers or scheduled payments under the notes, to change the currency in which the notes are denominated, to substitute the Issuer with another permitted entity subject to certain conditions, and to take certain other actions with regard to the notes and the underlyers (if any).</li> </ul>																										
C.9	Interest provisions, yield and representative of the holders	<p>See Element C.8.</p> <p><b>Interest</b></p> <p>The notes will pay interest on the interest payment dates, which May 23 and November 23 of each year, commencing on November 23, 2019 and ending with May 23, 2024.</p> <p>The notes will bear interest as follows:</p> <table border="1" data-bbox="574 1024 1398 1467"> <thead> <tr> <th>For the Interest Periods related to the Interest Payment Dates originally scheduled for:</th> <th>Interest Rate per annum:</th> </tr> </thead> <tbody> <tr> <td>November 23, 2019</td> <td>2.55%</td> </tr> <tr> <td>May 23, 2020</td> <td>2.55%</td> </tr> <tr> <td>November 23, 2020</td> <td>2.60%</td> </tr> <tr> <td>May 23, 2021</td> <td>2.60%</td> </tr> <tr> <td>November 23, 2021</td> <td>2.65%</td> </tr> <tr> <td>May 23, 2022</td> <td>2.65%</td> </tr> <tr> <td>November 23, 2022</td> <td>2.70%</td> </tr> <tr> <td>May 23, 2023</td> <td>2.70%</td> </tr> <tr> <td>November 23, 2023</td> <td>2.80%</td> </tr> <tr> <td>May 23, 2024</td> <td>2.80%</td> </tr> </tbody> </table> <p><b>Indication of Yield:</b> The yield is calculated at May 23 2019 (the “Issue Date”) on the basis of the Original Issue Price of 100% of the Face Amount. It is not an indication of future yield. The yield is 2.67% per annum.</p> <p align="center"><b>Early Redemption and Repayment</b></p> <p><i>Redemption at the Option of The Goldman Sachs Group, Inc.</i></p> <p>Your note will be redeemable at the Issuer’s option on the Issuer’s Redemption Dates specified in the table below at the corresponding Issuer’s Redemption Price, together with interest accrued but unpaid to the repayment date, subject to any required regulatory approvals:</p> <table border="1" data-bbox="561 1822 1414 1860"> <thead> <tr> <th>Issuer’s Redemption Date</th> <th>Issuer’s Redemption Price</th> </tr> </thead> <tbody> <tr> <td> </td> <td> </td> </tr> </tbody> </table>	For the Interest Periods related to the Interest Payment Dates originally scheduled for:	Interest Rate per annum:	November 23, 2019	2.55%	May 23, 2020	2.55%	November 23, 2020	2.60%	May 23, 2021	2.60%	November 23, 2021	2.65%	May 23, 2022	2.65%	November 23, 2022	2.70%	May 23, 2023	2.70%	November 23, 2023	2.80%	May 23, 2024	2.80%	Issuer’s Redemption Date	Issuer’s Redemption Price		
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Section C—Securities								
Element	Disclosure requirement	Disclosure						
		<table border="1"> <tr> <td>November 23, 2022</td> <td>100 per cent.</td> </tr> <tr> <td>May 23, 2023</td> <td>100 per cent.</td> </tr> <tr> <td>November 23, 2023</td> <td>100 per cent.</td> </tr> </table> <p><i>Repayment at the Option of the Holder</i></p> <p>Not applicable; the notes are not redeemable at the option of the holder.</p> <p><i>Redemption Upon Change in Law</i></p> <p>The Issuer may redeem, as a whole but not in part, any outstanding notes, if at any time on or after the settlement date, as a result of (i) the adoption of or any change in any applicable law or regulation or (ii) the promulgation of or any change in the interpretation of any court, tribunal or regulatory authority with competent jurisdiction of any applicable law or regulation, the calculation agent determines that the Issuer and/or any of its affiliates will incur a materially increased cost in performing its obligations under the notes or if such performance becomes illegal, in whole or in part. In such cases, the non-scheduled early repayment amount payable on such unscheduled early redemption shall be 100 per cent. of the Face Amount plus accrued but unpaid interest.</p> <p style="text-align: center;"><b>Final Redemption Amount</b></p> <p>Unless previously redeemed, or purchased and cancelled, the notes will be redeemed by payment of the Amount Payable at Maturity (Final Redemption Amount) on the maturity date. The Amount Payable at Maturity is 100% of the Face Amount, which is an amount of up to USD 60,000,000 together with interest accrued but unpaid to the repayment date.</p> <p><b>Representative of holders</b></p> <p>Not Applicable. No representative of the noteholders has been appointed by the Issuer.</p>	November 23, 2022	100 per cent.	May 23, 2023	100 per cent.	November 23, 2023	100 per cent.
November 23, 2022	100 per cent.							
May 23, 2023	100 per cent.							
November 23, 2023	100 per cent.							
C.10	Derivative components in the interest payments	See Element C.9  Not applicable – there is no derivative component in the interest payments.						
C.11	Admission to Trading on a Regulated Market	Not applicable.						

Section D—Risks		
Element	Disclosure requirement	Disclosure
D.2	Key information on the key risks that are specific to the Issuer and the Group	<p>In purchasing notes, investors assume the risk that the Issuer may become insolvent or otherwise be unable to make all payments due in respect of the notes. Identified below are a number of factors which could materially adversely affect the Issuer's business and ability to make payments due under the notes. These factors include the following key risks of the Group:</p> <ul style="list-style-type: none"> <li>• The Group's businesses have been and may continue to be adversely affected by conditions in the global financial markets and economic conditions generally.</li> <li>• The Group's businesses and those of its clients are subject to extensive and pervasive regulation around the world.</li> <li>• The Group's businesses have been and may be adversely affected by declining asset values. This is particularly true for those businesses in which it has net "long" positions, receives fees based on the value of assets</li> </ul>

**Section D—Risks**

Element	Disclosure requirement	Disclosure
		<p>managed, or receives or posts collateral.</p> <ul style="list-style-type: none"> <li>• The Group's businesses have been and may be adversely affected by disruptions in the credit markets, including reduced access to credit and higher costs of obtaining credit.</li> <li>• The Group's market-making activities have been and may be affected by changes in the levels of market volatility.</li> <li>• The Group's investment banking, client execution and investment management businesses have been adversely affected and may in the future be adversely affected by market uncertainty or lack of confidence among investors and CEOs due to general declines in economic activity and other unfavorable economic, geopolitical or market conditions.</li> <li>• The Group's investment management business may be affected by the poor investment performance of its investment products or a client preference for products other than those which the Group offers or for products that generate lower fees.</li> <li>• The Group may incur losses as a result of ineffective risk management processes and strategies.</li> <li>• The Group's liquidity, profitability and businesses may be adversely 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.</li> <li>• A failure to appropriately identify and address potential conflicts of interest could adversely affect the Group's businesses.</li> <li>• A failure in the Group's operational systems or infrastructure, or those of third parties, as well as human error 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.</li> <li>• A failure to protect the Group's computer systems, networks and information, and the Group's clients' information, against cyber attacks and similar threats could impair the Group's ability to conduct the Group's businesses, result in the disclosure, theft or destruction of confidential information, damage the Group's reputation and cause losses.</li> <li>• The Issuer is a holding company and is dependent for liquidity on payments from its subsidiaries, many of which are subject to restrictions.</li> <li>• The application of regulatory strategies and requirements in the U.S. and non-U.S. jurisdictions to facilitate the orderly resolution of large financial institutions could create greater risk of loss for the Issuer's security holders.</li> <li>• The application of the Issuer's proposed resolution strategy could result in greater losses for the Issuer's security holders.</li> <li>• The Group's businesses, profitability and liquidity may be adversely affected by Brexit.</li> <li>• The Group's businesses, profitability and liquidity may be adversely affected by deterioration in the credit quality of, or defaults by, third parties who owe the Group money, securities or other assets or whose securities or obligations it holds.</li> <li>• Concentration of risk increases the potential for significant losses in the Group's market-making, underwriting, investing and lending activities.</li> <li>• The financial services industry is both highly competitive and interrelated.</li> <li>• The Group faces enhanced risks as new business initiatives lead it to transact with a broader array of clients and counterparties and exposes it to new asset classes and new markets.</li> <li>• The Group's results may be adversely affected by the composition of its client base.</li> <li>• Derivative transactions and delayed settlements may expose the Group to unexpected risk and potential losses.</li> <li>• Certain of the Group's businesses, the Group's funding and financial products may be adversely affected by changes in or the discontinuance of</li> </ul>



<b>Section D—Risks</b>		
<b>Element</b>	<b>Disclosure requirement</b>	<b>Disclosure</b>
		<p>Interbank Offered Rates (IBORs), in particular LIBOR.</p> <ul style="list-style-type: none"> <li>• Certain of the Group's businesses and the Group's 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.</li> <li>• The Group's businesses may be adversely affected if it is unable to hire and retain qualified employees.</li> <li>• The Group may be adversely affected by increased governmental and regulatory scrutiny or negative publicity.</li> <li>• Substantial 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.</li> <li>• The growth of electronic trading and the introduction of new trading technology may adversely affect the Group's business and may increase competition.</li> <li>• The Group's commodities activities, particularly its physical commodities activities, subject the Group to extensive regulation and involve certain potential risks, including environmental, reputational and other risks that may expose it to significant liabilities and costs.</li> <li>• In conducting its businesses around the world, the Group is subject to political, economic, legal, operational and other risks that are inherent in operating in many countries.</li> <li>• The Group may incur losses as a result of unforeseen or catastrophic events, including the emergence of a pandemic, terrorist attacks, extreme weather events or other natural disasters.</li> </ul>
D.3	Key information on the risks specific to the Notes	<p>There are also risks associated with the notes. These include:</p> <ul style="list-style-type: none"> <li>• The notes we may issue are not insured by the Federal Deposit Insurance Corporation.</li> <li>• Any notes we may issue may not have an active trading market.</li> <li>• Changes in interest rates are likely to affect the market price of any notes we may issue.</li> <li>• The market price of any notes we may issue may be influenced by many unpredictable factors and if you buy a note and sell it prior to the stated maturity date, you may receive less than the face amount of your note.</li> <li>• Changes in our credit ratings may affect the market price of a note.</li> <li>• We cannot advise you of all of the non-U.S. tax consequences of owning or trading any notes we may issue.</li> <li>• Unless otherwise specified in the applicable final terms, we will not compensate holders if we have to deduct taxes from payments on any notes we may issue</li> <li>• Foreign Account Tax Compliance Act (FATCA) Withholding May Apply to Payments on your notes, Including as a Result of the Failure of the Bank or Broker Through Which You Hold the Notes to Provide Information to Tax Authorities</li> <li>• If we redeem your notes or make an adjustment upon a change in law, you may receive less than your initial investment.</li> <li>• If your final terms specify that we have the right to redeem your note at our option, the value of your notes may be adversely affected.</li> <li>• Distributors or other entities involved in the offer or listing of the notes may have potential conflicts of interest</li> <li>• Public offers of the notes may be subject to extension, postponement, revocation and/or termination</li> </ul> <p>There are also particular risks associated with regulatory resolution strategies</p>

Section D—Risks		
Element	Disclosure requirement	Disclosure
		<p>and long-term debt requirements. These include:</p> <ul style="list-style-type: none"> <li>• The application of regulatory resolution strategies could create greater risk of loss for holders of the Issuer's securities in the event of the resolution of the Issuer.</li> <li>• The application of the Issuer's proposed resolution strategy could result in greater losses for holders of our debt securities.</li> <li>• The ultimate impact of the Federal Reserve Board's recently adopted rules requiring U.S. G-SIBs to maintain minimum amounts of long-term debt meeting specified eligibility requirements is uncertain.</li> <li>• The notes will provide only limited acceleration and enforcement rights.</li> <li>• Holders of the Issuer's notes could be at greater risk for being structurally subordinated if the Issuer sells or transfers its assets substantially as an entirety to one or more of its subsidiaries.</li> </ul> <p>There are also risks relating to our role and the role of our affiliates. These include:</p> <ul style="list-style-type: none"> <li>• Trading and other transactions by us in instruments linked to an underlying or the components of an underlying may impair the market price of an indexed note.</li> <li>• Our business activities may create conflicts of interest between you and us.</li> <li>• As calculation agent, Goldman Sachs International will have the authority to make determinations that could affect the market price of a floating rate note or a range accrual note, when the note matures and the amount payable at maturity.</li> </ul> <p>There are also risks associated with notes payable in or linked to currencies other than your own principal currency. These include:</p> <ul style="list-style-type: none"> <li>• An investment in a foreign currency note involves currency-related risks.</li> <li>• Changes in foreign currency exchange rates can be volatile and unpredictable.</li> <li>• Government policy can adversely affect foreign currency exchange rates and an investment in a foreign currency note.</li> <li>• We may not adjust any notes to compensate for changes in foreign currency exchange rates.</li> <li>• The manipulation of published currency exchange rates and possible reforms affecting the determination or publication of exchange rates or the supervision of currency trading could have an adverse impact on your notes.</li> </ul>

Section E—Offer				
Element	Disclosure requirement	Disclosure		
E.2b	Reasons for the offer and use of proceeds when different from making profit and/or hedging certain risks	We intend to use the net proceeds from the sale of the notes to provide additional funds for our operations and for other general corporate purposes.		
E.3	Terms and conditions of the offer	<p>An Investor intending to acquire or acquiring any notes from the Distributor will do so, and offers and sales of notes to an Investor by the Distributor will be made, in accordance with any terms and other arrangements in place between the Distributor and such Investor including as to price, allocations and settlement arrangements.</p> <table border="1"> <tr> <td>Offer Price</td> <td>Original Issue Price</td> </tr> </table>	Offer Price	Original Issue Price
Offer Price	Original Issue Price			

Section E—Offer		
Element	Disclosure requirement	Disclosure
		<p>Conditions to which the offer is subject:</p> <p>The Issuer may, at any time during the Offer Period, after consultation with the Lead Manager, 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 published on the websites <a href="http://www.goldman-sachs.it">www.goldman-sachs.it</a>, <a href="http://www.mpscapitalservices.it">www.mpscapitalservices.it</a> and <a href="http://www.mps.it">www.mps.it</a>. In addition, the Issuer may in certain situations, including a material change in its financial position, results of operations or prospects, a change in applicable law or a proposed change in law, at any time following the publication of these Final Terms and prior to the Original Issue Date, and after consultation with the Lead Manager, terminate the offer and not issue any notes. For the avoidance of doubt, if any application has been made by a potential investor and the Issuer exercises such right, no potential investor shall be entitled to subscribe or otherwise acquire the notes.</p> <p>The Issuer expects to file with the Commission de Surveillance du Secteur Financier (the “CSSF”) the Successor Base Prospectus and supplements to the Base Prospectus prior to the issuance of the notes, which will trigger withdrawal rights for investors who have subscribed for notes. The Issuer will file supplements to incorporate its 2019 Proxy Statement on Schedule 14A (the “Proxy Statement”), its Current Report on Form 8-K (the “Form 8-K”) relating to its results for the fiscal quarter ended March 31, 2019 and its Quarterly Report on Form 10-Q (the “Form 10-Q”) for the fiscal quarter ended March 31, 2019. Upon approval, the Successor Base Prospectus and each supplement will be published by the Luxembourg Stock Exchange on its website at <a href="http://www.bourse.lu">http://www.bourse.lu</a>. See also “Documents Incorporated by Reference” in the Base Prospectus for additional information on how to obtain copies of the Proxy Statement, Form 8-K and Form 10-Q and related supplements and other relevant documents. Investors who have</p>

Section E—Offer		
Element	Disclosure requirement	Disclosure
		<p>subscribed for notes will have the right to withdraw their subscription for two business days following the day of publication of the Proxy Statement supplement, which is expected to occur on March 25, 2019 or shortly thereafter, of the Form 8-K supplement, which is expected to occur on April 16, 2019 or shortly thereafter, of the Successor Base Prospectus, which is expected to occur on April 18, 2019 or shortly thereafter, and of the Form 10-Q supplement, which is expected to occur on May 6, 2019 or shortly thereafter.</p>
		<p>Offer Period:</p> <p>From and including March 21, 2019 to and including May 20, 2019 (subject to early termination as described above under “Terms and Conditions of the Offer—Conditions to which the offer is subject”).</p>
		<p>Description of the application process:</p> <p>A prospective investor in the notes should contact the Distributor for details of the application process in order to purchase the notes during the Offer Period. A prospective investor in the notes will invest in accordance with the arrangements existing between the Distributor and its customers relating to the placement and subscription of securities generally.</p>
		<p>Details of the minimum and/or maximum amount of application:</p> <p>The minimum amount of application per investor will be USD 2,000 in nominal amount of the notes. The maximum face amount of notes to be issued is USD 60,000,000, subject to an increase, after consultation with the Lead Manager, upon publication of a notice at <a href="http://www.goldman-sachs.it">www.goldman-sachs.it</a>, <a href="http://www.mpscapitalservices.it">www.mpscapitalservices.it</a> and <a href="http://www.mps.it">www.mps.it</a>.</p>
		<p>Description of possibility to reduce subscriptions and manner for refunding excess amount paid by the applicants:</p> <p>Not applicable</p>
		<p>Details of the method and manner and date in which results of the offer are to be made public:</p> <p>The results of the offer will be available on the following websites not later than five Euro Business Days after close of the Offer Period: <a href="http://www.goldman-sachs.it">www.goldman-sachs.it</a>, <a href="http://www.mpscapitalservices.it">www.mpscapitalservices.it</a> and <a href="http://www.mps.it">www.mps.it</a>.</p>
		<p>Procedure for exercise of any right of pre-emption, negotiability and subscription rights and treatment of the subscription rights not exercised:</p> <p>Not applicable</p>
		<p>Whether tranche(s) have been reserved for</p> <p>Not applicable</p>

Section E—Offer		
Element	Disclosure requirement	Disclosure
		certain countries:
		Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made:
		Amount of any expenses and taxes specifically charged to the subscriber or purchaser
E.4	Interest of natural and legal persons involved in the issue/offer	<p>In connection with the sale of the notes, Goldman Sachs International will pay (i) the Selling Fee of between a minimum of 2.40 per cent. and a maximum of 2.60 per cent. of the face amount of the notes through the Lead Manager to the Distributor and (ii) the Management Fee of between a minimum of 0.60 per cent. and a maximum of 0.65 per cent. of the face amount of the notes to the Lead Manager.</p> <p>The Distributor and the Lead Manager may have a conflict of interest with respect to the distribution of the notes because they will receive the Selling Fee and the Management Fee from the Issuer, respectively, in each case determined as a percentage of the face amount of the notes being placed.</p> <p>Moreover, conflicts of interest may arise with respect to the distribution of the notes because the Lead Manager acts (a) as hedging counterparty of Goldman Sachs International, which is part of the same group of the Issuer, in relation to the issuance of the notes and (b) as liquidity provider, providing bid/ask quotes for the notes for the benefit of the noteholders. An application shall be made for the notes to be admitted to trading on the Euro TLX<sup>®</sup>, on which the Lead Manager acts as specialist.</p> <p>The Selling Fee and the Management Fee will be published not later than five Euro Business Days after close of the Offer Period on the websites of the Issuer (<a href="http://www.goldman-sachs.it">www.goldman-sachs.it</a>), the Lead Manager (<a href="http://www.mpscapitalservices.it">www.mpscapitalservices.it</a>) and the Distributor (<a href="http://www.mps.it">www.mps.it</a>).</p> <p>The Distributor and Lead Manager, or their affiliates may, in the ordinary course of business, perform activities involving other securities issued by the Issuer or other entities belonging to the Issuer's group, and, in that context, may have access to information regarding the Issuer or its group, but the Distributor, the Lead Manager or their affiliates, as applicable, will be not obliged to, and may be prevented from, making such information available to potential investors.</p> <p>Goldman Sachs International may resell any notes it purchases as principal to other brokers or dealers at a discount, which may include all or part of the discount the agent received from us. If all the notes are not sold at the initial offering price, the agent may change the offering price and the other selling terms, which may have a negative effect on the market price of the notes.</p> <p>The Lead Manager, the Distributor and their affiliates may also have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for us and our affiliates in the ordinary course of business.</p>
E.7	Expenses charged to the investor by the Issuer or an offeror	Not Applicable - No expenses will be charged to investors by the Issuer or the Distributor or an Authorised Offeror.

