

Final Terms dated March 8, 2013

GOLDMAN SACHS INTERNATIONAL

Programme for the issuance of Warrants, Notes and Certificates

Issue of GBP 3'000'000 Six-Year Quanto GBP Worst Of Autocallable Certificates on the Hang Seng China Enterprises Index, the DBIX Deutsche Börse India USD Index (Price) and the Brazil Index Fund, due March 8, 2019 (the "Certificates" or "Securities")

Guaranteed by The Goldman Sachs Group, Inc. ("GSG")

The Securities are not bank deposits and are not insured or guaranteed by the United States Federal Deposit Insurance Corporation, the Deposit Insurance Fund or any other governmental agency. The Securities are guaranteed by GSG pursuant to a guaranty (the "Guaranty") and the Guaranty will rank pari passu with all other unsecured and unsubordinated indebtedness of GSG.

DESCRIPTION OF CERTAIN MAIN FEATURES OF THE CERTIFICATES

The description below contains selective information about the certificates and the underlying assets and is an introduction to these final terms. Any decision to invest in the certificates should be based on a consideration of these final terms and the base prospectus (defined below) as a whole, including the documents incorporated by reference.

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| ISIN | XS0800877481 | Offer Period | An offer of the Securities may be made in the United Kingdom during the period commencing on, and including, March 8, 2013 and ending on, and including, March 22, 2013 |
| Common Code | 080087748 | Issue Date | March 8, 2013 |
| Valor Number | 20457651 | Maturity Date | March 8, 2019, subject to adjustment |
| Settlement Currency | GBP | First Set of Averaging Dates | February 24, 2014, and the four Common Trading Days immediately following such date, subject to adjustment |
| Issue Price | 100 per cent. (100%) of the Aggregate Nominal Amount | Second Set of Averaging Dates | February 23, 2015, and the four Common Trading Days immediately following such date, subject to adjustment |
| Aggregate Nominal Amount | GBP 3'000'000 | Third Set of Averaging Dates | February 22, 2016, and the four Common Trading Days immediately following such date, subject to adjustment |
| Nominal | GBP 1.00 | Fourth Set of Averaging Dates | February 22, 2017, and the four Common Trading Days immediately following such date, subject to adjustment |
| Trigger Level | In respect of each Underlying Asset, 100 per cent. (100%) of the Reference Price (Initial) of such Underlying Asset | Fifth Set of Averaging Dates | February 22, 2018, and the four Common Trading Days immediately following such date, subject to adjustment |
| Reference Price | In respect of any relevant day and: (i) the HSCEI Index or the DIAV Index, the official closing level of | Final Set of Averaging Dates | February 22, 2019, and the four Common Trading Days immediately following such date, subject to adjustment |

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| | such Underlying Asset as at the Valuation Time (expressed in the relevant currency) on the relevant date, as calculated and published by the Index Sponsor; and | | |
| | (ii) the EWZ ETF, the official closing price (expressed in USD) of such Underlying Asset on the Exchange on such day, | | |
| | each, as determined by the Calculation Agent | | |
| Reference Price (Average) | In respect of each Underlying Asset and any Set of Averaging Dates, the arithmetic mean of the Reference Price of such Underlying Asset in respect of each date comprised in such Set of Averaging Dates | Set of Averaging Dates | Any of the First Set of Averaging Dates, the Second Set of Averaging Dates, the Third Set of Averaging Dates, the Fourth Set of Averaging Dates, the Fifth Set of Averaging Dates and the Final Set of Averaging Dates |
| Automatic Early Exercise Event | The Reference Price (Average) of each Underlying Asset in respect of a Set of Averaging Dates (other than the Final Set of Averaging Dates) is greater than or equal to its respective Trigger Level | Reference Price (Average) (Final) | In respect of each Underlying Asset, the Reference Price (Average) of such Underlying Asset in respect of the Final Set of Averaging Dates |
| Automatic Early Exercise Dates | In respect of: <ul style="list-style-type: none"> (i) the First Set of Averaging Dates, March 10, 2014; (ii) the Second Set of Averaging Dates, March 9, 2015; (iii) the Third Set of Averaging Dates, March 7, 2016; (iv) the Fourth Set of Averaging Dates, March 8, 2017; and (v) the Fifth Set of Averaging Dates, March 8, 2018 | Early Exercise Percentage | In respect of: <ul style="list-style-type: none"> (i) the First Set of Averaging Dates, 107 per cent. (107%), expressed as 1.07; (ii) the Second Set of Averaging Dates, 114 per cent. (114%), expressed as 1.14; (iii) the Third Set of Averaging Dates, 121 per cent. (121%), expressed as 1.21; (iv) the Fourth Set of Averaging Dates, 128 per cent. (128%), expressed as 1.28; and (v) the Fifth Set of Averaging Dates, 135 per cent. (135%), expressed as 1.35 |
| Common Trading Day | Each day which is both a Scheduled Trading Day for the EWZ ETF and is also a Common Scheduled Trading Day in respect of the HSCEI Index and the DIAV Index | Common Scheduled Trading Day | Each day which is a Scheduled Trading Day for the HSCEI Index and the DIAV Index |

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| Scheduled Trading Day | In respect of: | Worst Performing Underlying | The Underlying Asset with the lowest Underlying Performance in respect of the Final Set of Averaging Dates, as determined by the Calculation Agent, provided that, in the event that two or more of the Underlying Assets have the same lowest Underlying Performance in respect of the Final Set of Averaging Dates, then the Calculation Agent shall determine in its sole and absolute discretion which of such Underlying Assets shall be the Worst Performing Underlying in respect of the Final Set of Averaging Dates, and such Underlying Asset as so selected shall be deemed the Worst Performing Underlying in respect of the Final Set of Averaging Dates |
| | (i) the EWZ ETF and the HSCEI Index, each day on which each Exchange and each related exchange are scheduled to be open for trading for their respective regular trading session; and | | |
| | (ii) the D1AV Index, each day on which the relevant index sponsor is scheduled to publish the level of the D1AV Index and the related exchange is scheduled to be open for trading for its regular trading session | | |
| Minimum Underlying Performance | The Underlying Performance of the Worst Performing Underlying in respect of the Final Set of Averaging Dates | Underlying Performance | In respect of each Underlying Asset, an amount determined by the Calculation Agent equal to the <i>quotient</i> of (i) the Reference Price (Average) (Final) of such Underlying Asset, <i>divided</i> by (ii) the Reference Price (Initial) of such Underlying Asset |

| Underlying Asset | ISIN | Bloomberg | Reuters | Exchange | Index Sponsor | Reference Price (Initial) |
|--|--------------|--------------------|----------|--|-----------------------------------|---------------------------|
| Hang Seng China Enterprises Index ("HSCEI Index") | HK0000004330 | HSCEI <Index> | .HSCE | The Stock Exchange of Hong Kong Limited | Hang Seng Indexes Company Limited | HKD 11'317.13 |
| DBIX Deutsche Börse India USD Index (Price) ("D1AV Index") | DE000A0C4CE2 | D1AV Index | .DBIXUSP | Each exchange on which any component of the D1AV Index is principally traded | Deutsche Börse AG | USD 378.19 |
| Shares of iShares [®] MSCI Brazil Capped Index Fund ("EWZ ETF") | US4642864007 | EWZ UP <Equity> | EWZ.P | NYSE Arca, Inc. | Not Applicable | USD 54.82 |

AUTOMATIC EARLY EXERCISE

If an Automatic Early Exercise Event has occurred in respect of any Set of Averaging Dates (other than the Final Set of Averaging Dates), each Certificate (of the Nominal) will be automatically exercised on the date falling latest in time in such Set of Averaging Dates, and on the Automatic Early Exercise Date scheduled to fall immediately following such Set of Averaging Dates, you will receive for each Certificate (of the Nominal) an amount in the Settlement Currency equal to the *product* of (i) the Nominal, *multiplied* by (ii) the Early Exercise Percentage corresponding to such Set of Averaging Dates.

CALCULATION OF SETTLEMENT AMOUNT ON MATURITY

Unless your Certificates are automatically or otherwise exercised early, are purchased and cancelled, or are adjusted, in each case in accordance with the Conditions, you will receive on the Maturity Date for each Certificate (of the Nominal) that you hold:

- (i) if the Reference Price (Average) (Final) of each Underlying Asset is greater than or equal to its respective Trigger Level, an amount in the Settlement Currency equal to the *product* of (a) the Nominal, *multiplied* by (b) the 142 per cent. (142%), i.e., GBP 1.42; or
- (ii) if the Reference Price (Average) (Final) of any Underlying Asset is less than its respective Trigger Level, an amount in the Settlement Currency equal to the *product* of (a) the Nominal, *multiplied* by (b) the greater of (I) 0.8, and (II) the Minimum Underlying Performance. **This means that you could lose some or all of your original invested amount.**

No interest is payable in respect of the Certificates.

A fee may be payable in respect of the transaction, details of which are available on request.

PLEASE ALSO REFER TO THE SECTION ENTITLED "RISK FACTORS" IN THE BASE PROSPECTUS.

SCENARIO ANALYSIS

THE SCENARIOS AND FIGURES PRESENTED BELOW ARE FOR ILLUSTRATIVE PURPOSES ONLY. THE AUTOMATIC EARLY EXERCISE AMOUNT (IF APPLICABLE) AND THE SETTLEMENT AMOUNT IN RESPECT OF EACH CERTIFICATE (OF THE NOMINAL) WILL BE CALCULATED IN ACCORDANCE WITH THE TERMS OF THE CERTIFICATES AS SET OUT IN THE GENERAL INSTRUMENT CONDITIONS AND THESE FINAL TERMS.

The Nominal per Certificate is GBP 1.00, the Aggregate Nominal Amount is GBP 3'000'000 and the Issue Price per Certificate (of the Nominal) is 100 per cent. of the Nominal.

Scenario 1

The Reference Price (Average) of each Underlying Asset in respect of the First Set of Averaging Dates is 100 per cent. (100%) or more of its respective Reference Price (Initial).

The Certificates will be exercised on the date falling latest in time in such Set of Averaging Dates, and on the Automatic Early Exercise Date scheduled to fall on March 10, 2014, the Automatic Early Exercise Amount payable per Certificate (of the Nominal) will be the *product* of (i) the Nominal, *multiplied* by (ii) the Early Exercise Percentage corresponding to the First Set of Averaging Dates, i.e., GBP 1.07.

Scenario 2

The Reference Price (Average) of any Underlying Asset in respect of the First Set of Averaging Dates is less than 100 per cent. (100%) of its respective Reference Price (Initial).

The Certificates will not be automatically exercised on the date falling latest in time in such Set of Averaging Dates, and no amount shall be payable on such Automatic Early Exercise Date immediately following such Set of Averaging Dates.

Scenario 3

The Reference Price (Average) of each Underlying Asset in respect of the Second Set of Averaging Dates is 100 per cent. (100%) or more of its respective Reference Price (Initial).

The Certificates will be exercised on the date falling latest in time in such Set of Averaging Dates, and on the Automatic Early Exercise Date scheduled to fall on March 9, 2015, the Automatic Early Exercise Amount payable per Certificate (of the Nominal) will be the *product* of (i) the Nominal, *multiplied* by (ii) the Early Exercise Percentage corresponding to the Second Set of Averaging Dates, i.e., GBP 1.14.

Scenario 4

The Reference Price (Average) of any Underlying Asset in respect of the Second Set of Averaging Dates is less than 100 per cent. (100%) of its respective Reference Price (Initial).

The Certificates will not be automatically exercised on the date falling latest in time in such Set of Averaging Dates, and no amount shall be payable on such Automatic Early Exercise Date immediately following such Set of Averaging Dates.

Scenario 5

The Certificates have not been redeemed on an Automatic Early Exercise Date, the Reference Price (Average) (Final) in respect of each Underlying Asset is 100 per cent. or more of its respective Reference Price (Initial).

The Settlement Amount payable on the Maturity Date per Certificate (of the Nominal) will be 142 per cent. (142%) of the Nominal, i.e., GBP 1.42.

Scenario 6

The Certificates have not been redeemed on an Automatic Early Exercise Date, the Reference Price (Average) (Final) in respect of one Underlying Asset is 99 per cent. of its Reference Price (Initial), the Reference Price (Average) (Final) in respect of each other Underlying Asset is 100 per cent. or more of its respective Reference Price (Initial).

The Settlement Amount payable on the Maturity Date per Certificate (of the Nominal) will be 99 per cent. (99%) of the Nominal, i.e., GBP 0.99. **In this scenario, an investor who purchased the Certificates at the Issue Price will sustain a partial loss of the amount invested in the Certificates.**

Scenario 7

The Certificates have not been redeemed on an Automatic Early Exercise Date, the Reference Price (Average) (Final) in respect of one Underlying Asset is ten per cent. of its Reference Price (Initial), the Reference Price (Average) (Final) in respect of each other Underlying Asset is 100 per cent. or more of its respective Reference Price (Initial).

The Settlement Amount payable on the Maturity Date per Certificate (of the Nominal) will be 80 per cent. (80%) of the Nominal, i.e., GBP 0.80. **In this scenario, an investor who purchased the Certificates at the Issue Price will sustain a partial loss of the amount invested in the Certificates.**

The Base Prospectus referred to below (as completed by these Final Terms) has been prepared on the basis that, except as provided in sub-paragraph (ii) below, any offer of Certificates in any Member State of the European Economic Area which has implemented the Directive 2003/71/EC (as amended by Directive 2010/73/EU, the "**Prospectus Directive**" and each, a "**Relevant Member State**") will be made pursuant to an exemption under the Prospectus Directive, as implemented in that Relevant Member State, from the requirement to publish a prospectus for offers of the Certificates. Accordingly any person making or intending to make an offer of the Certificates may only do so in:

- (i) circumstances in which no obligation arises for the Issuer to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer; or
- (ii) the Public Offer Jurisdiction mentioned below, provided such person is one of the persons mentioned below and that such offer is made during the Offer Period specified for such purpose therein.

The Issuer has not authorised, nor does it authorise, the making of any offer of Certificates in any other circumstances.

CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the General Instrument Conditions set forth in the base prospectus dated June 26, 2012 (the "**Base Prospectus**") and the supplement(s) to the Base Prospectus listed in the section entitled "Supplement(s) to the Base Prospectus" below (and any further supplements up to, and including, March 8, 2013) which together constitute a base prospectus for the purposes of the Prospectus Directive. This document constitutes the Final Terms of the Certificates described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Base Prospectus as so supplemented. Full information on the Issuer, the Guarantor and the offer of the Certificates is only available on the basis of the combination of these Final Terms and the Base Prospectus as so supplemented. The Base Prospectus and the supplement(s) 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 Programme Agent in Luxembourg. These Final Terms are available for viewing at www.bourse.lu.

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| 1. | (i) Issuer: | Goldman Sachs International. |
| | (ii) Guarantor: | The Goldman Sachs Group, Inc. |
| 2. | (i) ISIN: | XS0800877481. |
| | (ii) Common Code: | 080087748. |
| | (iii) Valor Number: | 20457651. |
| | (iv) Tranche Number: | One. |
| | (v) PIPG Tranche Number: | 29227. |
| 3. | Settlement Currency(ies): | Pound Sterling (" GBP "). |
| 4. | Aggregate Nominal Amount of Certificates in the Series: | |
| | (i) Series: | GBP 3'000'000. |

- (ii) Tranche: GBP 3'000'000.
5. **Issue Price:** 100 per cent. (100%) of the Aggregate Nominal Amount.
- Where:
- "Aggregate Nominal Amount"** means GBP 3'000'000; and
- "Nominal"** means GBP 1.00.
6. **Inducements, commissions and/or other fees:** A selling commission of up to two per cent. (2%) of the Issue Price has been paid to Walker Crips Group plc by the Issuer. Walker Crips Group plc has represented and warranted to the Issuer that it will not transfer any part of that commission to any party who may advise retail investors in the United Kingdom to purchase the Securities. Further details are available on request.
7. **Issue Date:** March 8, 2013.
8. **Maturity Date:** If an Automatic Early Exercise Event does not occur, the Maturity Date shall be March 8, 2019 (the **"Scheduled Maturity Date"**).
- The **"Strike Date"** is February 22, 2013. For the purposes of the postponement referred to in paragraph (i) of the definition of "Maturity Date" in each of Share Linked Provision 8 (*Definitions*) and Index Linked Provision 8 (*Definitions*), the Relevant Determination Date shall be the Final Averaging Date in respect of the Final Set of Averaging Dates.
- The definition of Number of Settlement Period Business Days in General Instrument Condition 2 (*Definitions and Interpretation*) shall be deleted and replaced with the following:
- "Number of Settlement Period Business Days"** means the number of Business Days which the Calculation Agent anticipates, as at the Strike Date, shall fall in the period commencing on, but excluding, February 22, 2019, and ending on, and including, the Scheduled Maturity Date, as determined by the Calculation Agent."
9. **Underlying Asset(s):** The Share (as defined in paragraph 34 below) and the Indices (as defined in paragraph 35 below).

VALUATION PROVISIONS

10. **Valuation Date:** Not Applicable.
11. **Initial Valuation Date:** February 22, 2013.
12. **Averaging Dates:** In respect of each Underlying Asset in the Basket:

- (i) each of (a) February 24, 2014, or, if such day is not a Common Trading Day, the immediately following Common Trading Day, and (b) each of the first, second, third and fourth Common Trading Days immediately following February 24, 2014 (or, if such day is not a Common Trading Day, the immediately following Common Trading Day) (the "**First Set of Averaging Dates**");
- (ii) each of (a) February 23, 2015, or, if such day is not a Common Trading Day, the immediately following Common Trading Day, and (b) each of the first, second, third and fourth Common Trading Days immediately following February 23, 2015 (or, if such day is not a Common Trading Day, the immediately following Common Trading Day) (the "**Second Set of Averaging Dates**");
- (iii) each of (a) February 22, 2016, or, if such day is not a Common Trading Day, the immediately following Common Trading Day, and (b) each of the first, second, third and fourth Common Trading Days immediately following February 22, 2016 (or, if such day is not a Common Trading Day, the immediately following Common Trading Day) (the "**Third Set of Averaging Dates**");
- (iv) each of (a) February 22 2017, or, if such day is not a Common Trading Day, the immediately following Common Trading Day, and (b) each of the first, second, third and fourth Common Trading Days immediately following February 22, 2017 (or, if such day is not a Common Trading Day, the immediately following Common Trading Day) (the "**Fourth Set of Averaging Dates**");
- (v) each of (a) February 22, 2018, or if such a day is not a Common Trading Day, the immediately following Common Trading Day, and (b) each of the first, second, third and fourth Common Trading Days immediately following February 22, 2018 (or, if such day is not a Common Trading Day, the immediately following Common Trading Day) (the "**Fifth Set of Averaging Dates**"); and
- (vi) each of (a) February 22, 2019, or if such a day is not a Common Trading Day, the immediately following Common Trading Day, and (b) each of the first, second, third and fourth Common Trading Days immediately following February 22, 2019 (or, if such day is not a Common Trading Day, the immediately following

Common Trading Day) (the "**Final Set of Averaging Dates**"),

provided that each such date shall be subject to adjustment in accordance with paragraphs 34 and 35 below.

Each of the First Set of Averaging Dates, the Second Set of Averaging Dates, the Third Set of Averaging Dates, the Fourth Set of Averaging Dates, the Fifth Set of Averaging Dates and the Final Set of Averaging Dates shall be a "**Set of Averaging Dates**".

The "**Final Averaging Date**" in respect of each Set of Averaging Dates shall be the Averaging Date falling latest in time following adjustment (if any) of all the Averaging Dates in such Set of Averaging Dates on account of the original date on which such Averaging Date was scheduled to fall not being a Common Trading Day, and/or pursuant to adjustment in accordance with paragraphs 34 and 35 below.

13. **Initial Averaging Date(s):**

Not Applicable.

INTEREST PROVISIONS

14. **Interest Provisions:**

Not Applicable.

SETTLEMENT PROVISIONS

15. **Settlement Amount:**

Cash Settlement.

16. **Call Option:**

Not Applicable.

17. **Automatic Early Exercise:**

Yes – General Instrument Condition 15 is applicable in respect of each Set of Averaging Dates (other than the Final Set of Averaging Dates).

- (i) Automatic Early Exercise Event: The Reference Price (Average) in respect of each Underlying Asset in respect of a Set of Averaging Dates (other than the Final Set of Averaging Dates) is greater than or equal to its respective Trigger Level, as determined by the Calculation Agent.

Where:

"**HKD**" means the Hong Kong Dollar.

"**Reference Price**" means, in respect of any relevant day and:

- (i) each Index, the Index Level of such Index on such day; and
- (ii) the Share, the official closing price (expressed in USD) on the Exchange of the Share on such day,

each as determined by the Calculation Agent.

"Reference Price (Average)" means, in respect of each Underlying Asset and any Set of Averaging Dates, the arithmetic mean of the Reference Price of such Underlying Asset on each Averaging Date corresponding to such Set of Averaging Dates.

"Reference Price (Initial)" means, in respect of:

- (i) the HSCEI Index, HKD 11'317.13;
- (ii) the D1AV Index, USD 378.19; and
- (iii) the EWZ ETF, USD 54.82,

in each case, being the Reference Price of such Underlying Asset on the Initial Valuation Date, as determined by the Calculation Agent.

"Trigger Level" means, in respect of:

- (i) the HSCEI Index, HKD 11'317.13;
- (ii) the D1AV Index, USD 378.19; and
- (iii) the EWZ ETF, USD 54.82,

in each case, being equal to 100 per cent. (100%) of the Reference Price (Initial) of such Underlying Asset.

- (ii) Automatic Early Exercise Date: The Automatic Early Exercise Date shall be, in respect of each Set of Averaging Dates set out in the column entitled "Set of Averaging Dates" in the table at paragraph 17(iii) below, the date set out in the column entitled "Scheduled Automatic Early Exercise Date" in the table at paragraph 17(iii) below corresponding to such Set of Averaging Dates (each, a **"Scheduled Automatic Early Exercise Date"**), or, if later, for the Set of Averaging Dates in respect of which the Automatic Early Exercise Event first occurs, the day falling the number of Business Days equal to the Number of Automatic Early Exercise Settlement Period Business Days after the Final Averaging Date in respect of such Set of Averaging Dates.

The postponement set out in the definitions of "Automatic Early Exercise Date" in Share Linked Provision 8 (*Definitions*) and Index Linked Provision 8 (*Definitions*) shall not apply.

The definition of "Number of Automatic Early Exercise Settlement Period Business Days" in General Instrument Condition 2 (*Definitions and Interpretation*) shall be deleted and replaced with the following:

"Number of Automatic Early Exercise Settlement Period

Business Days" means, in respect of each set of Averaging Dates, the number of Business Days which the Calculation Agent anticipates, as of the Strike Date, shall fall in the period commencing on, but excluding, in respect of the Automatic Early Exercise Date corresponding to:

- (i) the First Set of Averaging Dates, February 24, 2014;
- (ii) the Second Set of Averaging Dates, February 23, 2015;
- (iii) the Third Set of Averaging Dates, February 22, 2016;
- (iv) the Fourth Set of Averaging Dates, February 22, 2017;
and
- (v) the Fifth Set of Averaging Dates, February 22, 2018,

as applicable, and ending on, and including, the corresponding Scheduled Automatic Early Exercise Date in respect of such Set of Averaging Dates, as determined by the Calculation Agent."

- (iii) Automatic Early Exercise Amount: If an Automatic Early Exercise Event occurs in respect of a Set of Averaging Dates (other than the Final Set of Averaging Dates), in respect of each Certificate (of the Nominal) and such Set of Averaging Dates, an amount in the Settlement Currency determined by the Calculation Agent to be equal to the *product* of (i) the Nominal, *multiplied* by (ii) the Early Exercise Percentage corresponding to such Set of Averaging Dates.

Where "**Early Exercise Percentage**" means, in respect of each Set of Averaging Dates (other than the Final Set of Averaging Dates), the percentage value set out in the column entitled "Early Exercise Percentage" in the table below corresponding to such Set of Averaging Dates.

| Set of Averaging Dates | Scheduled Automatic Early Exercise Date | Early Exercise Percentage |
|-------------------------------|---|---|
| First Set of Averaging Dates | March 10, 2014 | 107 per cent. (107%), expressed as 1.07 |
| Second Set of Averaging Dates | March 9, 2015 | 114 per cent. (114%), expressed as 1.14 |
| Third Set of Averaging Dates | March 7, 2016 | 121 per cent. (121%), expressed as 1.21 |
| Fourth Set of Averaging Dates | March 8, 2017 | 128 per cent. (128%), expressed as 1.28 |
| Fifth Set of Averaging Dates | March 8, 2018 | 135 per cent. (135%), expressed as 1.35 |

18. **Settlement Amount:**

Unless an Automatic Early Exercise Event has occurred, or the Certificates are redeemed early, are purchased and cancelled, or are adjusted, in each case in accordance with the Conditions, the Settlement Amount payable in respect of each Certificate (of the Nominal) on the Maturity Date shall be an amount in the Settlement Currency determined by the Calculation Agent in accordance with paragraph (i) or (ii) below, as applicable:

- (i) if the Reference Price (Average) (Final) in respect of each Underlying Asset is greater than or equal to its respective Trigger Level, as determined by the Calculation Agent, the Settlement Amount payable in respect of each Certificate (of the Nominal) shall be an amount in the Settlement Currency determined by the Calculation Agent to be equal to the *product* of (i) the Nominal, *multiplied* by (ii) the Final Exercise Percentage; or
- (ii) if the Reference Price (Average) (Final) in respect of any Underlying Asset is less than its respective Trigger Level, as determined by the Calculation Agent, the Settlement Amount payable in respect of each Certificate (of the Nominal) shall be an amount in the Settlement Currency determined by the Calculation Agent to be equal to the *product* of (a) the Nominal, *multiplied* by (b) the greater of (I) 0.8, and (II) the Minimum Underlying Performance.

Where:

"Final Exercise Percentage" means 142 per cent. (142%), expressed as 1.42.

"Minimum Underlying Performance" means the Underlying Performance of the Worst Performing Underlying in respect of the Final Set of Averaging Dates.

"Reference Price (Average) (Final)" means, in respect of each Underlying Asset, the Reference Price (Average) of such Underlying Asset in respect of the Final Set of Averaging Dates.

"Underlying Performance" means, in respect of each Underlying Asset and the Final Set of Averaging Dates, an amount determined by the Calculation Agent in accordance with the following formula:

$$\frac{\text{Reference Price(Average)(Final)}}{\text{Reference Price(Initial)}}$$

"Worst Performing Underlying" means the Underlying Asset with the lowest Underlying Performance in respect of the Final Set of Averaging Dates, as determined by the Calculation Agent, provided that, in the event that two or more of the Underlying Assets have the same lowest Underlying Performance in respect of the Final Set of Averaging Dates, then the Calculation Agent shall determine in its sole and absolute discretion which of such Underlying Assets shall be the Worst Performing Underlying in respect of the Final Set of Averaging Dates, and such Underlying Asset as so selected shall be deemed the Worst Performing Underlying in respect of the Final Set of Averaging Dates.

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| 19. Physical Settlement: | Not Applicable. |
| 20. Non-scheduled Early Repayment Amount: | Fair Market Value, and adjusted to account fully for any reasonable expenses and costs of the Issuer and/or its affiliates, including those relating to the unwinding of any underlying and/or related hedging and funding arrangements, as determined by the Calculation Agent. |

EXERCISE PROVISIONS

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| 21. Exercise Style of Certificates: | The Certificates are European Style Instruments. General Instrument Condition 7(b) is applicable. |
| 22. Exercise Period: | Not Applicable. |
| 23. Specified Exercise Dates: | Not Applicable. |
| 24. Expiration Date(s): | <p>If:</p> <ul style="list-style-type: none"> (i) an Automatic Early Exercise Event has occurred in respect of a Set of Averaging Dates (other than the Final Set of Averaging Dates), the Final Averaging Date in respect of such Set of Averaging Dates; or (ii) an Automatic Early Exercise Event has not occurred in respect of a Set of Averaging Dates (other than the Final Set of Averaging Dates), the Final Averaging Date in respect of the Final Set of Averaging Dates, <p>provided that the Expiration Date shall not be subject to postponement to the next Business Day and the definition of "Expiration Date" in General Instrument Condition 2(a) (<i>Definitions</i>) shall be amended accordingly.</p> |
| 25. Automatic Exercise: | Yes – General Instrument Condition 7(k) is applicable, save that General Instrument Condition 7(k)(iii) is not applicable. |
| 26. Multiple Exercise: | Not Applicable. |
| 27. Minimum Exercise Number: | Not Applicable. |

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| 28. | Permitted Multiple: | Not Applicable. |
| 29. | Maximum Exercise Number: | Not Applicable. |
| 30. | Strike Price: | Not Applicable. |
| 31. | Yield or Share Certificates: | Not Applicable. |
| 32. | Closing Value: | Not Applicable. |

SHARE LINKED INSTRUMENT / INDEX LINKED INSTRUMENT / COMMODITY LINKED INSTRUMENT / FX LINKED INSTRUMENT / INFLATION LINKED INSTRUMENT / OTHER VARIABLE LINKED INSTRUMENT PROVISIONS

- | | | |
|-----|---|---|
| 33. | Type of Certificates: | The Certificates are Share Linked Instruments and Index Linked Instruments – the Share Linked Provisions and the Index Linked Provisions are applicable, each as amended below. |
| 34. | Share Linked Instruments: | Applicable. |
| | (i) Single Share or Share Basket: | Single Share |
| | (ii) Name of Share(s): | The shares of the iShares® MSCI Brazil Capped Index Fund (<i>Bloomberg Code: EWZ UP <Equity>; Reuters Code: EWZ.P; ISIN: US4642864007</i>) (the " EWZ ETF "), an "Exchange Traded Fund" as referred to in Share Linked Provision 8 (<i>Definitions</i>) (an " Exchange Traded Fund " or a " Share ", and, together with the Indices, the " Underlying Assets " and each an " Underlying Asset "). The provisions in the Share Linked Provisions applicable to a share of an Exchange Traded Fund shall apply to the Share. For more information, see Annex A (<i>Information relating to the Underlying Assets</i>) hereto. See also Annex B (Disclaimers) |
| | (iii) Exchange(s): | NYSE Arca, Inc. |
| | (iv) Related Exchange(s): | All Exchanges. |
| | (v) Options Exchange: | Related Exchange. |
| | (vi) Valuation Time: | As specified in Share Linked Provision 8 (<i>Definitions</i>). |
| | (vii) Market Disruption Events: | As specified in Share Linked Provision 8 (<i>Definitions</i>). |
| | (viii) Single Share and Reference Dates – Consequences of Disrupted Days: | Not Applicable. |
| | (ix) Single Share and Averaging Reference Dates – Consequences of Disrupted Days: | Not Applicable – the provisions below shall apply in respect of the Share and the Averaging Dates. If the Calculation Agent determines that any Scheduled Averaging Date: |

- (i) is not a Disrupted Day for any Underlying Asset, the corresponding Averaging Date for each Underlying Asset shall be such Scheduled Averaging Date;
- (ii) is a Disrupted Day for any Underlying Asset, the corresponding Averaging Date for each Underlying Asset shall be the first succeeding Valid Date. If the first succeeding Valid Date has not occurred as of the relevant Valuation Time on the consecutive Common Trading Days equal in number to the Maximum Days of Disruption immediately following such Scheduled Averaging Date that, but for the occurrence of another Averaging Date or a Disrupted Day for any Underlying Asset, would have been the relevant Averaging Date, then:
 - (a) that last consecutive Common Trading Day shall be deemed to be such Averaging Date for each Underlying Asset, notwithstanding the fact that such day is a Disrupted Day for one or more Underlying Assets (each such Underlying Asset being an "**Affected Underlying Asset**" for such Averaging Date);
 - (b) if the Share is not an Affected Underlying Asset, the Reference Price of the Share shall be the official closing price of the Share on the Exchange on such last consecutive Common Trading Day, as determined by the Calculation Agent; and
 - (c) if the Share is an Affected Underlying Asset, the Calculation Agent shall determine its good faith estimate of the value for the Share as of the relevant Valuation Time on that last consecutive Common Trading Day (and such determination by the Calculation Agent pursuant to this paragraph (c) shall be deemed to be the official closing price of the Share at the relevant Valuation Time in respect of the relevant Averaging Date).

Where:

"Common Trading Day" means each day which is both a Scheduled Trading Day for the Share and is also a Common Scheduled Trading Day in respect of the Indices in the Index Basket.

"Maximum Days of Disruption" means eight Common Trading Days.

"Scheduled Averaging Date" means, in respect of each Underlying Asset, any original date, but for such day being a Disrupted Day for any Underlying Asset, would have been an Averaging Date (but following adjustment (if applicable) of the original date on account of the original date not being a Common Trading Day). Share Linked Provision 8 (*Definitions*) is modified accordingly.

"Valid Date" means a Common Trading Day that is not a Disrupted Day for any Underlying Asset and on which another Averaging Date in the same Set of Averaging Dates does not or is not deemed to occur. Share Linked Provision 8 (*Definitions*) is modified accordingly.

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| (x) Share Basket and Reference Dates – Basket Valuation (Individual Scheduled Trading Day and Individual Disrupted Day): | Not Applicable. |
| (xi) Share Basket and Averaging Reference Dates – Basket Valuation (Individual Scheduled Trading Day and Individual Disrupted Day): | Not Applicable. |
| (xii) Share Basket and Reference Dates – Basket Valuation (Common Scheduled Trading Day but Individual Disrupted Day): | Not Applicable. |
| (xiii) Share Basket and Reference Dates – Basket Valuation (Common Scheduled Trading Day and Common Disrupted Day): | Not Applicable. |
| (xiv) Fallback Valuation Date: | Not Applicable. |
| (xv) Observation Period: | Not Applicable. |
| (xvi) Change in Law: | Applicable. |
| (xvii) Extraordinary Event – Share Substitution: | Applicable. |
| (xviii) Additional Disruption Events: | Not Applicable. |
| (xix) Correction of Share Price: | Applicable. |
| (xx) Correction Cut-off Date: | In respect of the Share and: |
- (i) the Initial Valuation Date and each Averaging Date

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| | falling in the First Set of Averaging Dates, the Second Set of Averaging Dates, the Third Set of Averaging Dates, the Fourth Set of Averaging Dates and the Fifth Set of Averaging Dates, the second Business Day prior to the first Automatic Early Exercise Date scheduled to fall immediately after such date; and |
| | (ii) each Averaging Date falling in the Final Set of Averaging Dates, the second Business Day prior to the Maturity Date. |
| (xxi) Depositary Receipts Provisions: | Not Applicable. |
| (xxii) Dividend Amount Provisions: | Not Applicable. |
| 35. Index Linked Instruments: | Applicable. |
| (i) Single Index or Index Basket: | Index Basket. |
| (ii) Name of Index(ices): | <p>A basket of indices (the "Index Basket") comprising:</p> <p>(i) the Hang Seng China Enterprises Index (<i>Bloomberg Code: HSCEI <Index>; Reuters Code: .HSCE; ISIN: HK0000004330</i>) (the "HSCEI Index"), and</p> <p>(ii) the DBIX Deutsche Börse India USD Index (Price) (<i>Bloomberg Code: D1AV <Index>; Reuters Code: .DBIXUSP; ISIN: DE000A0C4CE2</i>) (the "D1AV Index"),</p> <p>each, an "Index", and together, the "Indices".</p> <p>For more information, see Annex A (<i>Information relating to the Underlying Assets</i>) hereto. See also Annex B (<i>Disclaimers</i>).</p> |
| (iii) Type of Index: | <p>In respect of:</p> <p>(i) the HSCEI Index, Unitary Index;</p> <p>(ii) the D1AV Index, Multi-Exchange Index.</p> |
| (iv) Exchange(s): | <p>In respect of:</p> <p>(i) the HSCEI Index, the Stock Exchange of Hong Kong Limited; and</p> <p>(ii) the D1AV Index, as specified in Index Linked Provision 8 (<i>Definitions</i>), in respect of a Multi-Exchange Index.</p> |
| (v) Related Exchange(s): | In respect of each Index, All Exchanges. |
| (vi) Options Exchange: | Not Applicable. |

- (vii) Index Sponsor: In respect of:
- (i) the HSCEI Index, Hang Seng Indexes Company Limited; and
 - (ii) the D1AV Index, Deutsche Börse AG.
- (viii) Index Level: In respect of each Index and any relevant day, the official closing level of such Index, as determined by the Calculation Agent as of the Valuation Time (expressed in: (i) HKD, in the case of the HSCEI Index, and (ii) USD in respect of the D1AV Index) on such day, as calculated and published by the Index Sponsor.
- (ix) Valuation Time: In respect of:
- (i) the HSCEI Index, as specified in paragraph (a) of the definition of "Valuation Time" in Index Linked Provision 8 (*Definitions*); and
 - (ii) the D1AV Index, as specified in paragraph (b) of the definition of "Valuation Time" in Index Linked Provision 8 (*Definitions*).
- (x) Index-Linked Derivatives Contract Provisions: Not Applicable.
- (xi) Market Disruption Event / In respect of:
Disrupted Days:
- (i) the HSCEI Index, as specified in paragraph (a) of the definition of "Market Disruption Event" and in paragraph (a) of the definition of "Disrupted Day" respectively in Index Linked Provision 8 (*Definitions*); and
 - (ii) the D1AV Index, as specified in paragraph (b) of the definition of "Market Disruption Event" and in paragraph (b) of the definition of "Disrupted Day" respectively in Index Linked Provision 8 (*Definitions*).
- (xii) Single Index and Reference Dates – Consequences of Disrupted Days: Not Applicable.
- (xiii) Single Index and Averaging Reference Dates - Consequences of Disrupted Days: Not Applicable.
- (xiv) Index Basket and Reference Dates - Basket Valuation (Individual Scheduled Trading Day and Individual Disrupted Day): Not Applicable.

- (xv) Index Basket and Averaging Reference Dates - Basket Valuation (Individual Scheduled Trading Day and Individual Disrupted Day):
- Not Applicable – the provisions below shall apply in respect of each Index and the Averaging Dates.
- If the Calculation Agent determines that any Scheduled Averaging Date:
- (i) is not a Disrupted Day for any Underlying Asset, the corresponding Averaging Date for each Underlying Asset shall be such Scheduled Averaging Date;
 - (ii) is a Disrupted Day for any Underlying Asset, the corresponding Averaging Date for each Underlying Asset shall be the first succeeding Valid Date. If the first succeeding Valid Date has not occurred as of the relevant Valuation Time on the consecutive Common Trading Days equal in number to the Maximum Days of Disruption immediately following such Scheduled Averaging Date that, but for the occurrence of another Averaging Date or a Disrupted Day for any Underlying Asset, would have been the relevant Averaging Date, then:
 - (a) that last consecutive Common Trading Day shall be deemed to be such Averaging Date for each Underlying Asset, notwithstanding the fact that such day is a Disrupted Day for one or more Underlying Assets (each such Underlying Asset being an "**Affected Underlying Asset**" for such Averaging Date);
 - (b) for each Index that is not an Affected Underlying Asset, the Reference Price of such Index shall be determined by reference to the relevant screen pages by the Calculation Agent at the Valuation Time on such last consecutive Common Trading Day; and
 - (c) for each Index that is an Affected Underlying Asset, the Calculation Agent shall determine the Reference Price of such Index as of the relevant Valuation Time on that last consecutive Common Trading Day in accordance with the formula for and method of, calculating such Index last in effect prior to the occurrence of the first Disrupted Day, using the Exchange traded or quoted price as of the relevant Valuation Time on that last consecutive Common Trading Day of each Component comprised in such Index (or, if an event giving rise to a Disrupted Day (as defined in Share linked Provision 8 (*Definitions*)) has occurred in respect of any relevant Component

that is a share on that last consecutive Common Trading Day, its good faith estimate of the value for the relevant Component as of the relevant Valuation Time on that last consecutive Common Trading Day (and, in respect of such Index, such determination by the Calculation Agent pursuant to this paragraph (c) shall be deemed to be the Reference Price of such Index at the relevant Valuation Time in respect of the relevant Averaging Date).

Where:

"Maximum Days of Disruption" means eight Common Trading Days.

"Scheduled Averaging Date" means, in respect of each Underlying Asset, any original date, but for such day being a Disrupted Day for any Underlying Asset, would have been an Averaging Date (but following adjustment (if applicable) of the original date on account of the original date not being a Common Trading Day). Index Linked Provision 8 (*Definitions*) is modified accordingly.

"Valid Date" means a Common Trading Day that is not a Disrupted Day for any Underlying Asset and on which another Averaging Date in the same Set of Averaging Dates does not or is not deemed to occur. Index Linked Provision 8 (*Definitions*) is modified accordingly.

(xvi) Index Basket and Reference Not Applicable.

Dates - Basket Valuation
(Common Scheduled Trading
Day but Individual Disrupted
Day):

(xvii) Index Basket and Reference Not Applicable.

Dates - Basket Valuation
(Common Scheduled Trading
Day and Common Disrupted
Day):

(xviii) Fallback Valuation Date: Not Applicable.

(xix) Observation Period: Not Applicable.

(xx) Index Modification: Calculation Agent Adjustment.

(xxi) Index Cancellation: Calculation Agent Adjustment.

(xxii) Index Disruption: Calculation Agent Adjustment.

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| (xxiii) Change in Law: | Applicable. |
| (xxiv) Correction of Index Level: | Applicable. |
| (xxv) Correction Cut-off Date: | In respect of each Index and: <ul style="list-style-type: none"> (i) the Initial Valuation Date and each Averaging Date falling in the First Set of Averaging Dates, the Second Set of Averaging Dates, the Third Set of Averaging Dates, the Fourth Set of Averaging Dates and the Fifth Set of Averaging Dates, the second Business Day prior to the first Automatic Early Exercise Date scheduled to fall immediately after such date; and (ii) each Averaging Date falling in the Final Set of Averaging Dates, the second Business Day prior to the Maturity Date. |
| (xxvi) Dividend Amount Provisions: | Not Applicable. |
| (xxvii) Index Disclaimer: | Applicable. See also Annex B (<i>Disclaimers</i>) below. |
| 36. Commodity Linked Instruments (Single Commodity or Commodity Basket): | Not Applicable. |
| 37. Commodity Linked Instruments (Commodity Index or Commodity Strategy): | Not Applicable. |
| 38. FX Linked Instruments: | Not Applicable. |
| 39. Inflation Linked Instruments: | Not Applicable. |
| 40. Other Variable Linked Instruments: | Not Applicable. |

GENERAL PROVISIONS APPLICABLE TO THE CERTIFICATES

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| 41. FX Disruption Event/CNY FX Disruption Event: | Not Applicable. |
| 42. Additional Business Centre(s): | TARGET, and, for the avoidance of doubt, London. |
| 43. Form of Certificates: | Euroclear/Clearstream Instruments. |
| 44. Minimum Trading Number: | One (corresponding to a nominal amount of GBP 1.00). |
| 45. Permitted Trading Multiple: | One (corresponding to a nominal amount of GBP 1.00). |
| 46. Date approval for issuance of Instruments obtained: | Not Applicable. |
| 47. Other final terms: | Not Applicable. |

DISTRIBUTION

48. **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) Stabilising Manager(s) (if any): Not Applicable.
 - (iv) If non-syndicated, name and address of Dealer: Goldman Sachs International, of Peterborough Court, 133 Fleet Street, London EC4A 2BB, England.
49. **Additional selling restrictions:** Not Applicable.
50. **Non-exempt Offer:** An offer of the Certificates may be made by the placers other than pursuant to Article 3(2) of the Prospectus Directive in the United Kingdom (the "**Public Offer Jurisdiction**"), in each case, during the period commencing on (and including) March 8, 2013, and ending on (and including) March 22, 2013 ("**Offer Period**"). See further paragraph entitled "Terms and Conditions of the Offer" below.

PURPOSE OF FINAL TERMS

These Final Terms comprise the final terms required for issue, public offer in the Public Offer Jurisdiction, and admission to trading on the regulated market of the Luxembourg Stock Exchange, of the Certificates described herein pursuant to the Programme for the issuance of Warrants, Notes and Certificates of Goldman Sachs International, Goldman, Sachs & Co. Wertpapier GmbH and Goldman Sachs Bank (Europe) plc.

RESPONSIBILITY

The Issuer and the Guarantor accept responsibility for the information contained in these Final Terms. To the best of the knowledge and belief of the Issuer and the Guarantor (which have taken all reasonable care to ensure that such is the case) the information contained in the Base Prospectus, as completed and/or amended by these Final Terms in relation to the Series of Certificates referred to above, is true and accurate in all material respects and, in the context of the issue of this Series, there are no other material facts the omission of which would make any statement in such information misleading.

The information set out in the Annex (*Information relating to the Underlying Assets*) has been extracted from the sources specified therein. The Issuer confirms that such information has been accurately reproduced and that, so far as it is aware, and is able to ascertain from information published by such sources, no facts have been omitted which would render the reproduced information inaccurate or misleading.

Information about the past and further performance of each Underlying Asset and its volatility can be obtained from the relevant Bloomberg pages and Reuters pages set out in the "Description of Certain Main Features of the Certificates" (or their respective successors). Past performance of an Underlying Asset is not an indication of the future performance of such Underlying Asset.

Neither the Issuer nor the Guarantor has independently verified any such information, and neither accepts any responsibility for errors or omissions contained in such information. For the avoidance of doubt, such information is not incorporated by reference in, and does not form part of, the Base Prospectus or these Final Terms. Prospective purchasers of the Certificates may acquire such further information as they deem necessary in relation to the Underlying Assets from such publicly available

information as they deem appropriate. Investors should make their own investment, hedging and trading decisions (including decisions regarding the suitability of this investment), based upon their own judgement and upon advice from such advisers as such investors deem necessary and not upon any view expressed by the Issuer or the Guarantor.

In deciding whether or not to purchase the Certificates, investors should form their own view of the merits of the Certificates based upon their own investigations and not in reliance upon the above information.

A fee may be paid in respect of this transaction, details of which are available on request.

REPRESENTATION

Each Holder will be deemed to have agreed that it will not offer, sell or deliver the Certificates in any jurisdiction except under circumstances that will result in compliance with the applicable laws thereof, and that such Holder will take at its own expense whatever action is required to permit its purchase and resale of the Certificates. European Economic Area standard selling restrictions apply.

Signed on behalf of Goldman Sachs International:

By:

Duly authorised

OTHER INFORMATION

LISTING AND ADMISSION TO TRADING Application will be made by the Issuer (or on its behalf) for the Certificates to be listed on the Official List and admitted to trading on the regulated market of the Luxembourg Stock Exchange with effect from, at the earliest, the Issue Date. No assurances can be given that such application for listing and admission to trading will be granted (or, if granted, will be granted by the Issue Date).

The Issuer has no duty to maintain the listing (if any) of the Certificates on the relevant stock exchange(s) over their entire lifetime. Certificates may be suspended from trading and/or de-listed at any time in accordance with applicable rules and regulations of the relevant stock exchange(s).

INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE OFFER

Save as discussed in the risk factor, "Risks associated with conflicts of interest between Goldman Sachs and purchasers of Securities" in the Base Prospectus, so far as the Issuer is aware, no person involved in the offer of the Certificates has an interest material to the offer.

REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

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| (i) | Reasons for the offer: | Not Applicable. |
| (ii) | Estimated net proceeds: | Not Applicable. |
| (iii) | Estimated total expenses: | Not Applicable. |

PERFORMANCE OF SHARE/INDEX/COMMODITY/FX RATE/INFLATION INDEX/OTHER VARIABLE AND OTHER INFORMATION CONCERNING THE UNDERLYING

Information about the past and further performance of the Underlying Assets can be obtained from Bloomberg® and Reuters.

The Issuer does not intend to provide post-issuance information, except if required by any applicable laws and regulations.

See also "Description of the Main Features of the Certificates" and "Scenario Analysis".

OPERATIONAL INFORMATION

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.

Delivery: Delivery against payment.

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

Operational contact for Principal Programme eq-sd-operations@gs.com.

Agent:

TERMS AND CONDITIONS OF THE OFFER

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| Offer Period: | An offer of the Certificates may be made by the placer other than pursuant to Article 3(2) of the Prospectus Directive in the Public Offer Jurisdiction during the period commencing on (and including) March 8, 2013, and ending on, and including, March 22, 2013. |
| Offer Price: | The Issue Price, being GBP 1.00 per Certificate. |
| Conditions to which the offer is subject: | <p>The offer of the Certificates for sale to the public in the Public Offer Jurisdiction is subject to the relevant regulatory approvals having been granted, and the Certificates being issued.</p> <p>The Offer Period is subject to adjustment by or on behalf of the Issuer in accordance with the applicable regulations and any adjustments to such period will be set out in one or more notices to be made available during normal business hours at the registered office of the placers.</p> <p>The offer of the Certificates may be withdrawn in whole or in part at any time before the Issue Date at the discretion of the Issuer.</p> |
| Description of the application process: | Details to be provided by the relevant placer(s). |
| Description of possibility to reduce subscription and manner for refunding excess amount paid by applicant: | Details to be provided by the relevant placer(s), if any. |
| Details of the minimum and/or maximum amount of application: | Details to be provided by the relevant placer(s), if any. |
| Details of the method and time limits for paying up and delivering the Certificates: | <p>The Certificates will be issued on the Issue Date against payment to the Issuer of the net subscription moneys.</p> <p>In respect of any offering of the Certificates by the placer(s), details will be provided by such relevant placer(s).</p> |
| 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 on or around the end of the Offer Period. |
| Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised: | Not Applicable. |
| Categories of potential investors to which the Certificates are offered and whether tranche(s) have been reserved for certain countries: | Offers may only be made by offerors authorised to do so in the Public Offer Jurisdiction. None of the Issuer, the Guarantor or the Dealer has taken or will take any action specifically in relation to the Certificates referred to herein to permit a public offering of such Certificates in any |

jurisdiction other than the United Kingdom.

Following approval of the Base Prospectus dated June 26, 2012 (as supplemented up to, and including, the Issue Date), and notification of the Base Prospectus (as so supplemented) to the Financial Services Authority, securities issued under the Programme may be offered to the public in the Public Offer Jurisdiction not later than 12 months after the date of approval of the Base Prospectus and subject to, in certain cases, submission of Final Terms, all in accordance with the Prospectus Directive as implemented in the Public Offer Jurisdiction.

In other EEA countries, offers will only be made pursuant to an exemption from the obligation under the Prospectus Directive as implemented in such countries to publish a prospectus.

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:

There is no withholding tax applicable to the Certificates in the United Kingdom.

Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place:

Walker Crips Group plc, Finsbury Tower, 103-105 Bunhill Row, London EC1Y 8LZ.

Consent to use the Base Prospectus

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

Walker Crips Group plc, Finsbury Tower, 103-105 Bunhill Row, London EC1Y 8LZ has the Issuer's consent to use the Base Prospectus.

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

The Offer Period.

Conditions attached to the consent:

The financial intermediary named above (i) has the Issuer's consent to use the Base Prospectus in respect of offers of the Securities made in the Public Offer Jurisdiction provided that it complies with all applicable laws and regulations, and (ii) has the Issuer's consent to use the Base Prospectus in respect of private placements of the Securities that do not subject the Issuer or any affiliate of the Issuer to any additional obligation to make any filing, registration, reporting or similar requirement with any financial regulator or other governmental or quasi governmental authority or body or securities exchange, or subject any officer, director or employee of the Issuer or any affiliate of the Issuer to personal liability, where such private placements are conducted in compliance with the applicable laws of the

relevant jurisdictions thereof.

ANNEX A

INFORMATION RELATING TO THE UNDERLYING ASSETS

Information on the Underlying Assets can be obtained from, in the case of the HSCEI Index, <http://www.hsi.com.hk/>, in the case of the D1AV Index, <http://deutsche-boerse.com>, and in the case of the shares of the EWZ ETF, www.ishares.com and <http://nyse.com> (and the information appearing on such websites does not form part of these Final Terms).

ANNEX B

DISCLAIMERS

HSCEI Index

The Hang Seng China Enterprises Index (for the purposes of this paragraph, the "**Index**") is published and compiled by Hang Seng Indexes Company Limited pursuant to a licence from Hang Seng Data Services Limited. The mark and name Hang Seng China Enterprises Index are proprietary to Hang Seng Data Services Limited. Hang Seng Indexes Company Limited and Hang Seng Data Services Limited have agreed to the use of, and reference to, the Index by Goldman Sachs International in connection with the Securities (for the purposes this paragraph, the "**Product**"), BUT NEITHER HANG SENG INDEXES COMPANY LIMITED NOR HANG SENG DATA SERVICES LIMITED WARRANTS OR REPRESENTS OR GUARANTEES TO ANY BROKER OR HOLDER OF THE PRODUCT OR ANY OTHER PERSON (i) THE ACCURACY OR COMPLETENESS OF THE INDEX AND ITS COMPUTATION OR ANY INFORMATION RELATED THERETO; OR (ii) THE FITNESS OR SUITABILITY FOR ANY PURPOSE OF THE INDEX OR ANY COMPONENT OR DATA COMPRISED IN IT; OR (iii) THE RESULTS WHICH MAY BE OBTAINED BY ANY PERSON FROM THE USE OF THE INDEX OR ANY COMPONENT OR DATA COMPRISED IN IT FOR ANY PURPOSE, AND NO WARRANTY OR REPRESENTATION OR GUARANTEE OF ANY KIND WHATSOEVER RELATING TO THE INDEX IS GIVEN OR MAY BE IMPLIED. The process and basis of computation and compilation of the Index and any of the related formula or formulae, constituent stocks and factors may at any time be changed or altered by Hang Seng Indexes Company Limited without notice. TO THE EXTENT PERMITTED BY APPLICABLE LAW, NO RESPONSIBILITY OR LIABILITY IS ACCEPTED BY HANG SENG INDEXES COMPANY LIMITED OR HANG SENG DATA SERVICES LIMITED (i) IN RESPECT OF THE USE OF AND/OR REFERENCE TO THE INDEX BY GOLDMAN SACHS INTERNATIONAL IN CONNECTION WITH THE PRODUCT; OR (ii) FOR ANY INACCURACIES, OMISSIONS, MISTAKES OR ERRORS OF HANG SENG INDEXES COMPANY LIMITED IN THE COMPUTATION OF THE INDEX; OR (iii) FOR ANY INACCURACIES, OMISSIONS, MISTAKES, ERRORS OR INCOMPLETENESS OF ANY INFORMATION USED IN CONNECTION WITH THE COMPUTATION OF THE INDEX WHICH IS SUPPLIED BY ANY OTHER PERSON; OR (iv) FOR ANY ECONOMIC OR OTHER LOSS WHICH MAY BE DIRECTLY OR INDIRECTLY SUSTAINED BY ANY BROKER OR HOLDER OF THE PRODUCT OR ANY OTHER PERSON DEALING WITH THE PRODUCT AS A RESULT OF ANY OF THE AFORESAID, AND NO CLAIMS, ACTIONS OR LEGAL PROCEEDINGS MAY BE BROUGHT AGAINST HANG SENG INDEXES COMPANY LIMITED AND/OR HANG SENG DATA SERVICES LIMITED in connection with the Product in any manner whatsoever by any broker, holder or other person dealing with the Product. Any broker, holder or other person dealing with the Product does so therefore in full knowledge of this disclaimer and can place no reliance whatsoever on Hang Seng Indexes Company Limited and Hang Seng Data Services Limited. For the avoidance of doubt, this disclaimer does not create any contractual or quasi-contractual relationship between any broker, holder or other person and Hang Seng Indexes Company Limited and/or Hang Seng Data Services Limited and must not be construed to have created such relationship.

D1AV Index

The Securities are not sponsored, funded, sold or supported in any other way by the Deutsche Börse AG (the "**Licensor**"). The calculation of the D1AV Index does not represent a recommendation to invest by the Licensor, nor does it contain any assurance by the Licensor as regards the attractiveness of an investment in the Securities. Deutsche Börse AG has applied for protection of trademark with the Deutsche Patent-und Markenamt for the D1AV Index.

EWZ ETF

iShares[®] is a registered trademark of BlackRock Institutional Trust Company, N.A. ("**BITC**"). The Securities are not sponsored, endorsed, sold, or promoted by BITC. BITC makes no representations or warranties to the owners of the Securities or any member of the public regarding the advisability of investing in the Securities. BITC has no obligation or liability in connection with the operation, marketing, trading or sale of the Securities.

SUPPLEMENT(S) TO THE BASE PROSPECTUS

The Base Prospectus dated June 26, 2012 has been supplemented by the following Supplement(s):

| Supplement | Date |
|-------------------|------------------|
| Supplement No. 1 | July 25, 2012 |
| Supplement No. 2 | August 13, 2012 |
| Supplement No. 3 | October 12, 2012 |
| Supplement No. 4 | October 18, 2012 |
| Supplement No. 5 | November 8, 2012 |
| Supplement No. 6 | January 17, 2013 |
| Supplement No. 7 | February 1, 2013 |