



March 28, 2013

Goldman Sachs International (the "Issuer")

NOTICE OF FINAL ISSUE SIZE

ISIN:	XS0800841610
Common Code:	080084161
PIPG Tranche:	27985

**GOLDMAN SACHS INTERNATIONAL
Programme for the Issuance
of Warrants, Notes and Certificates**

**Issue of GBP 5'000'000 Six-Year GBP Phoenix Worst of Autocallable Certificates
on a British Share Basket, due March 28, 2019 (the "Certificates" or "Securities")**

Guaranteed by The Goldman Sachs Group, Inc.

We refer to the final terms dated January 29, 2013 relating to the Certificates (the "**Final Terms**").

Issue Size

1. Following the conclusion of the subscription period on February 26, 2013, we hereby notify you that the final Aggregate Nominal Amount of Certificates will be GBP 5'000'000.

Reference Price (Initial)

2. We hereby notify you that in respect of the Share which is:

- (i) HSBA, the Reference Price (Initial) is GBP 7.0380;
- (ii) BP, the Reference Price (Initial) is GBP 4.4940; and
- (iii) VOD, the Reference Price (Initial) is GBP 1.8355,

being, in respect of each Share in the Share Basket, the Reference Price of such Share on the Initial Valuation Date, as determined by the Calculation Agent.

Barrier Level

3. We hereby notify you that in respect of the Share which is:

- (i) HSBA, the Barrier Level is GBP 3.51900;
- (ii) BP, the Barrier Level is GBP 2.24700; and
- (iii) VOD, the Barrier Level is GBP 0.91775,

being equal to, in respect of each Share in the Share Basket, 50 per cent. (50%) of the Reference Price (Initial) of such Share.

Trigger Level

4. We hereby notify you that in respect of the Share which is:

- (i) HSBA, the Trigger Level is GBP 7.0380;
- (ii) BP, the Trigger Level is GBP 4.4940; and
- (iii) VOD, the Trigger Level is GBP 1.8355,

being equal to, in respect of each Share in the Share Basket, 100 per cent. (100%) of the Reference Price (Initial) of such Share.

Coupon Level

5. We hereby notify you that in respect of the Share which is:

- (i) HSBA, the Coupon Level is GBP 3.5190;
- (ii) BP, the Coupon Level is GBP 2.2470; and
- (iii) VOD, the Coupon Level is GBP 0.91775,

being equal to, in respect of each Share in the Share Basket, 50 per cent. (50%) of the Reference Price (Initial) of such Share.

Capitalised terms not defined herein shall have the meaning given thereto in the final terms dated March 28, 2013 in respect of the Certificates, a copy of which is attached to this notice.

The Issuer and the Guarantor accept responsibility for the information contained in this notice.

Final Terms dated March 28, 2013

GOLDMAN SACHS INTERNATIONAL

Programme for the issuance of Warrants, Notes and Certificates

**Issue of GBP 5'000'000 Six-Year GBP Phoenix Worst of Autocallable Certificates
on a British Share Basket, due March 28, 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 as supplemented (defined below) as a whole, including the documents incorporated by reference.

ISIN	XS0800841610	Issue Date	March 28, 2013
Common Code	080084161	Offer Period	An offer of the Securities may be made in the United Kingdom during the period commencing on (and including) January 29, 2013 and ending on (and including) February 26, 2013
Valor Number	19725008	Valuation Dates	The Valuation Dates shall be each date as set forth in the "Automatic Early Exercise Table" immediately following the "Description of Certain Main Features of the Certificates" in the column entitled "Valuation Date"
Settlement Currency	GBP	Initial Valuation Date	March 21, 2013
Issue Price	100 per cent. (100%) of the Aggregate Nominal Amount	Final Valuation Date	March 21, 2019
Aggregate Nominal Amount	GBP 5'000'000	Interest Payment Dates	Each date as set forth in the "Automatic Early Exercise Table" immediately following the "Description of Certain Main Features of the Certificates" in the column entitled "Interest Payment Date"
Nominal	GBP 1.00	Automatic Early Exercise Dates	Each date as set forth in the "Automatic Early Exercise Table" immediately following the "Description of Certain Main Features of the Certificates" in the column entitled "Interest Payment Date", other than the Interest Payment Dates falling on or before December 30, 2015, and the Maturity Date

Reference Price	In respect of each Underlying Asset and any relevant day, the official closing price of such Underlying Asset on the relevant Exchange on such day				Maturity Date	March 28, 2019		
Coupon Value	2.00 per cent. (2.00%) (expressed, for the purposes of calculation, as 0.02)				Worst Performing Underlying	The Underlying Asset with the lowest Final Underlying Performance, as determined by the Calculation Agent, provided that, in the event that two or more of the Underlying Assets have the same lowest Final Underlying Performance, then the Calculation Agent shall determine in its sole and absolute discretion which of such Underlying Assets shall be the Worst Performing Underlying		
Reference Price (Final)	In respect of each Underlying Asset, the Reference Price of such Underlying Asset on the Final Valuation Date, as determined by the Calculation Agent				Minimum Underlying Performance	The Final Underlying Performance of the Worst Performing Underlying		
Final Underlying Performance	In respect of each Underlying Asset and the Final Valuation Date, an amount determined by the Calculation Agent equal to the <i>quotient</i> of (i) the Reference Price (Final) of such Underlying Asset, <i>divided</i> by (ii) the Reference Price (Initial) of such Underlying Asset				Early Exercise Percentage	In respect of each Valuation Date scheduled to fall on or after March 21, 2016 (other than the Final Valuation Date), the percentage as set forth in the "Automatic Early Exercise Table" immediately following the "Description of Certain Main Features of the Certificates" in the column entitled "Early Exercise Percentage" in the row corresponding to the date (specified in the column entitled "Valuation Date") on which such Valuation Date (other than the Final Valuation Date) is scheduled to fall		
Underlying Assets	ISIN	Bloomberg page	Reuters screen	Reference Exchange	Reference Price (Initial)	Trigger Level	Barrier Level	Coupon Level
The ordinary shares of HSBC Holdings plc (" HSBA ")	GB0005405286	HSBA LN <Equity>	HSBA.L	London Stock Exchange	GBP 7.0380, being the Reference Price of such Underlying Asset on the Initial Valuation Date	GBP 7.0380, being 100 per cent. (100%) of the Reference Price (Initial)	GBP 3.51900, being 50 per cent. (50%) of the Reference Price (Initial)	GBP 3.51900, being 50 per cent. (50%) of the Reference Price (Initial)
The ordinary shares of BP Plc (" BP ")	GB0007980591	BP/ LN <Equity>	BP.L	London Stock Exchange	GBP 4.4940, being the Reference Price of such Underlying Asset on the Initial Valuation Date	GBP 4.4940, being 100 per cent. (100%) of the Reference Price (Initial)	GBP 2.24700, being 50 per cent. (50%) of the Reference Price (Initial)	GBP 2.24700, being 50 per cent. (50%) of the Reference Price (Initial)
The ordinary shares of Vodafone Group Plc (" VOD ")	GB00B16GWD56	VOD LN <Equity>	VOD.L	London Stock Exchange	GBP 1.8355, being the Reference Price of such Underlying Asset on the Initial Valuation Date	GBP 1.8355, being 100 per cent. (100%) of the Reference Price (Initial)	GBP 0.91775, being 50 per cent. (50%) of the Reference Price (Initial)	GBP 0.91775, being 50 per cent. (50%) of the Reference Price (Initial)
AUTOMATIC EARLY EXERCISE								
If the Reference Price in respect of each Underlying Asset on any Valuation Date scheduled to fall on or after March 21, 2016 (other than the Final Valuation Date) is equal to or greater than its respective Trigger Level, each Certificate (of the Nominal) will be automatically exercised early on such Valuation Date, and you will receive for each Certificate (of the Nominal) on the Automatic Early Exercise Date scheduled to fall immediately after such Valuation Date the Automatic Early Exercise Amount, being an amount in the Settlement Currency								

equal to the *product* of (i) the Nominal, *multiplied* by (ii) the Early Exercise Percentage in respect of such Valuation Date (together with any Interest Amount payable on such date, as described below).

REDEMPTION ON MATURITY

Unless your Certificates are automatically or otherwise redeemed 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 (Final) in respect of each Underlying Asset is equal to or greater than its respective Barrier Level, an amount in the Settlement Currency equal to the Nominal, i.e., GBP 1.00 (together with any Interest Amount payable on the Maturity Date, as described below); or
- (ii) if the Reference Price (Final) in respect of any Underlying Asset is less than its respective Barrier Level, an amount in the Settlement Currency equal to the *product* of (a) the Nominal, *multiplied* by (b) the Minimum Underlying Performance. **This means that you could lose some or all of your original invested amount.**

CALCULATION OF INTEREST AMOUNT

In respect of each Certificate (of the Nominal) that you hold:

- (i) if the Reference Price in respect of each Underlying Asset on a Valuation Date is equal to or greater than its respective Coupon Level, you will receive on the Interest Payment Date scheduled to fall immediately after such Valuation Date an amount in the Settlement Currency equal to the *product* of (a) the Nominal, *multiplied* by (b) the Coupon Value (such amount, the "**Interest Amount**"); or
- (ii) if the Reference Price in respect of any Underlying Asset on a Valuation Date is less than its respective Coupon Level, no Interest Amount will be payable on the Interest Payment Date scheduled to fall immediately after such Valuation Date.

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.

Automatic Early Exercise Table		
Valuation Date	Interest Payment Date	Early Exercise Percentage
June 21, 2013	June 28, 2013	Not Applicable
September 23, 2013	September 30, 2013	Not Applicable
December 23, 2013	January 2, 2014	Not Applicable
March 21, 2014	March 28, 2014	Not Applicable
June 23, 2014	June 30, 2014	Not Applicable
September 22, 2014	September 29, 2014	Not Applicable
December 22, 2014	December 31, 2014	Not Applicable
March 23, 2015	March 30, 2015	Not Applicable
June 22, 2015	June 29, 2015	Not Applicable
September 21, 2015	September 28, 2015	Not Applicable
December 21, 2015	December 30, 2015	Not Applicable
March 21, 2016	March 30, 2016	100.00 per cent.
June 21, 2016	June 28, 2016	100.00 per cent.
September 21, 2016	September 28, 2016	100.00 per cent.
December 21, 2016	December 30, 2016	100.00 per cent.
March 21, 2017	March 28, 2017	100.00 per cent.
June 21, 2017	June 28, 2017	100.00 per cent.
September 21, 2017	September 28, 2017	100.00 per cent.
December 21, 2017	January 2, 2018	100.00 per cent.
March 21, 2018	March 28, 2018	100.00 per cent.
June 21, 2018	June 28, 2018	100.00 per cent.
September 21, 2018	September 28, 2018	100.00 per cent.
December 21, 2018	January 2, 2019	100.00 per cent.
March 21, 2019	Maturity Date	Not Applicable

SCENARIO ANALYSIS

THE SCENARIOS AND FIGURES PRESENTED BELOW ARE FOR ILLUSTRATIVE PURPOSES ONLY. THE INTEREST AMOUNT (IF ANY), 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 IN THESE FINAL TERMS.

The Nominal per Certificate is GBP 1.00, the Aggregate Nominal Amount is GBP 5'000'000 and the Issue Price per Certificate (of the Nominal) is 100 per cent. (100%) of the Nominal.

Scenario 1

The Reference Price in respect of each Underlying Asset on any Valuation Date scheduled to fall on or after March 21, 2016 (other than the Final Valuation Date) is 100 per cent. (100%) or more of its respective Reference Price (Initial).

The Certificates will be exercised on such Valuation Date and the Automatic Early Exercise Amount per Certificate (of the Nominal) payable on the Automatic Early Exercise Date immediately following such Valuation Date will be an amount equal to *product* of (i) the Early Exercise Percentage in respect of such Valuation Date, *multiplied* by (ii) the Nominal, i.e., GBP 1.00. Additionally, an Interest Amount of 2.00 per cent. (2.00%) of the Nominal, i.e., GBP 0.02, will be payable per Certificate (of the Nominal) on the Interest Payment Date falling on such Automatic Early Exercise Date.

Scenario 2

The Reference Price in respect of one Underlying Asset on any Valuation Date scheduled to fall on or after March 21, 2016 (other than the Final Valuation Date) is 99 per cent. (99%) of its Reference Price (Initial) and the Reference Price in respect of each other Underlying Asset for such Valuation Date is 100 per cent. (100%) or more of its respective Reference Price (Initial).

The Certificates will not be exercised on such Valuation Date. An Interest Amount of 2.00 per cent. (2.00%) of the Nominal, i.e., GBP 0.02, will be payable per Certificate (of the Nominal) on the Interest Payment Date falling on the Automatic Early Exercise Date immediately following such Valuation Date.

Scenario 3

The Reference Price in respect of one Underlying Asset on any Valuation Date scheduled to fall on or after March 21, 2013 (other than the Final Valuation Date) is 49 per cent. (49%) of its Reference Price (Initial) and the Reference Price in respect of each other Underlying Asset for such Valuation Date is 100 per cent. (100%) of its respective Reference Price (Initial).

The Certificates will not be exercised on such Valuation Date and no Interest Amount will be payable on the Interest Payment Date falling on the Automatic Early Exercise Date immediately following such Valuation Date.

Scenario 4

The Certificates have not been exercised on a Valuation Date prior to the Final Valuation Date and the Reference Price (Final) in respect of each Underlying Asset is 50 per cent. (50%) or more of its respective Reference Price (Initial).

The Certificates will be exercised on the Final Valuation Date and the Settlement Amount per Certificate (of the

Nominal) payable on the Maturity Date will be an amount equal to the Nominal, i.e., GBP 1.00. Additionally, an Interest Amount of 2.00 per cent. (2.00%) of the Nominal, i.e., GBP 0.02, will be payable per Certificate (of the Nominal) on the Interest Payment Date falling on the Maturity Date.

Scenario 5

The Certificates have not been exercised on a Valuation Date prior to the Final Valuation Date, the Reference Price (Final) in respect of one Underlying Asset is 49 per cent. (49%) of its Reference Price (Initial) and the Reference Price (Final) in respect of each other Underlying Asset is 50 per cent. (50%) or more of its respective Reference Price (Initial).

The Certificates will be exercised on the Final Valuation Date and the Settlement Amount per Certificate (of the Nominal) payable on the Maturity Date will be 49 per cent. (49%) of the Nominal, i.e., GBP 0.49. No Interest Amount will be payable on the Interest Payment Date falling on the Maturity Date. **In this scenario, an investor who purchased the Certificates at the Issue Price will sustain a substantial loss of the amount invested in the Certificates.**

Scenario 6

The Certificates have not been exercised on a Valuation Date prior to the Final Valuation Date, the Reference Price (Final) in respect of one Underlying Asset is zero per cent. (0%) of its Reference Price (Initial) and the Reference Price (Final) in respect of each other Underlying Asset is 50 per cent. (50%) or more of its respective Reference Price (Initial).

The Certificates will be exercised on the Final Valuation Date and the Settlement Amount per Certificate (of the Nominal) payable on the Maturity Date will be zero. No Interest Amount will be payable on the Interest Payment Date falling on the Maturity Date. **In this scenario, an investor will sustain a total loss of the amount invested in the Certificates (apart from any Interest Amount paid prior to the Maturity Date).**

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 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 28, 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 such Base Prospectus as so supplemented. Full information on the Issuer, the Guarantor and the offer of the Certificates is only available on the basis of the combination of these Final Terms and the Base Prospectus as so supplemented. The Base Prospectus and the 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: | XS0800841610. |
| | (ii) Common Code: | 080084161. |
| | (iii) Valor Number: | 19725008. |
| | (iv) Tranche Number: | One. |
| | (v) PIPG Tranche Number: | 27985. |
| 3. | Settlement Currency(ies): | Pound Sterling (" GBP "). |
| 4. | Aggregate Nominal Amount of Certificates in the Series: | |
| | (i) Series: | GBP 5'000'000. |

- (ii) Tranche: GBP 5'000'000.
5. **Issue Price:** 100 per cent. (100%) of the Aggregate Nominal Amount.
- Where "**Aggregate Nominal Amount**" means GBP 5'000'000.
6. **Inducements, commissions and/or other fees:** A selling commission of up to 2.00 per cent. (2.00%) 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 28, 2013.
8. **Maturity Date:** If an Automatic Early Exercise Event does not occur, the Maturity Date shall be March 28, 2019 (the "**Scheduled Maturity Date**").
- The "**Strike Date**" is March 21, 2013. For the purposes of the postponement referred to in paragraph (i) of the definition of "Maturity Date" in Share Linked Provision 8 (*Definitions*), the Relevant Determination Date is the Final Valuation Date.
9. **Underlying Assets:** The Shares (as defined in paragraph 34 below).

VALUATION PROVISIONS

10. **Valuation Dates:** The Valuation Dates shall be each date as set forth in the "Automatic Early Exercise Table" immediately following the "Description of Certain Main Features of the Certificates" in the column entitled "Valuation Date", and each such date shall be subject to adjustment in accordance with Share Linked Provision 1.5 (*Share Basket and Reference Dates – Common Scheduled Trading Day but Individual Disrupted Day*).
- The Valuation Date scheduled to fall on March 21, 2019 shall be the "**Final Valuation Date**".
11. **Initial Valuation Date:** March 21, 2013.
12. **Averaging Dates:** Not Applicable.
13. **Initial Averaging Date(s):** Not Applicable.

INTEREST PROVISIONS

14. **Interest linked to one or more Underlying Assets Provisions:** Yes – General Instrument Condition 13 is applicable, save that General Instrument Condition 13(c) shall be deleted and replaced with the following for the purpose of these Certificates (and General Instrument Condition 13 shall be amended accordingly):

"*Calculation of Interest*": Unless the Certificates are automatically or otherwise redeemed early, are purchased and cancelled, or are adjusted, in each case in accordance with the Conditions, in respect of each Certificate (of the Nominal) and each Interest Payment Date:

- (i) if the Calculation Agent determines that the Reference Price of each Share in the Share Basket on the immediately preceding Valuation Date is equal to or greater than its respective Coupon Level, the Interest Amount shall be payable on such Interest Payment Date; or
- (ii) if the Calculation Agent determines that the Reference Price of any Share in the Share Basket on the immediately preceding Valuation Date is less than its respective Coupon Level, no Interest Amount shall be payable on such Interest Payment Date."

Where:

"**Coupon Level**" means, in respect of each Share in the Share Basket, as specified in the share table appearing in the section entitled "Description of Certain Main Features of the Certificates" of these Final Terms under the column entitled "Coupon Level" in the row corresponding to such Share, in each case, being equal to 50 per cent. (50%) of the Reference Price (Initial) of such Share, as determined by the Calculation Agent.

"**Share Basket**" means the basket comprising the Shares.

- (i) Notional Amount per Certificate: GBP 1.00 per Certificate.
- (ii) Interest Amount: In respect of each Valuation Date and the corresponding Interest Payment Date, an amount in the Settlement Currency calculated by the Calculation Agent in respect of each Certificate (of the Nominal) to be equal to GBP 0.02, being the *product* of (i) the Notional Amount per Certificate (as specified in paragraph 14(i) above), *multiplied* by (ii) the Coupon Value. The definition of "Interest Amount" in General Instrument Condition 2(a) (*Definitions*) shall be amended accordingly.

Where "**Coupon Value**" means 2.00 per cent. (2.00%) (expressed, for the purposes of calculation, as 0.02).

- (iii) Day Count Fraction: Not Applicable.
- (iv) Interest Valuation Date: Not Applicable.
- (v) Interest Commencement Date: Not Applicable.

(vi) Interest Payment Dates:

The Interest Payment Dates shall be:

- (i) June 28, 2013, September 30, 2013, January 2, 2014, March 28, 2014, June 30, 2014, September 29, 2014, December 31, 2014, March 30, 2015, June 29, 2015, September 28, 2015, and December 30, 2015 (each, a "**Scheduled Interest Payment Date**"), provided that, if the relevant Valuation Date scheduled to fall immediately prior to such Scheduled Interest Payment Date is adjusted in accordance with the Conditions, the corresponding Interest Payment Date will instead be the day falling the number of Business Days equal to the Number of Interest Payment Settlement Period Business Days after the Latest Reference Date corresponding to such Valuation Date;
- (ii) each Automatic Early Exercise Date; and
- (iii) the Maturity Date,

provided that the final Interest Payment Date shall be the earlier to occur of (a) the Automatic Early Exercise Date immediately following the Valuation Date (if any) on which an Automatic Early Exercise Event has occurred, and (b) the Maturity Date.

Where "**Number of Interest Payment Settlement Period Business Days**" means, for a Valuation Date and a Scheduled Interest Payment Date, the number of Business Days which the Calculation Agent anticipates, as of the Strike Date, shall fall in the period commencing on, but excluding, the Scheduled Valuation Date on which such Valuation Date is scheduled to fall, and ending on, and including, the Scheduled Interest Payment Date scheduled to fall immediately after the day on which such Valuation Date is scheduled to fall, as determined by the Calculation Agent.

(vii) Business Day Convention:

Not Applicable.

SETTLEMENT PROVISIONS

15. **Settlement:**

Cash Settlement.

16. **Call Option:**

Not Applicable.

17. **Automatic Early Exercise:**

Yes – General Instrument Condition 15 is applicable in respect of each Valuation Date scheduled to fall on or after March 21, 2016 (other than the Final Valuation Date).

(i) Automatic Early Exercise Event:

The Reference Price in respect of each Share in the Share Basket on a Valuation Date scheduled to fall on or after March 21, 2016 (other than the Final Valuation Date) is greater than or equal to its respective Trigger Level, as determined by the

Calculation Agent.

Where:

"Reference Price" means, in respect of any relevant day and each Share, the official closing price of such Share on the relevant Exchange on such day, each as determined by the Calculation Agent.

"Reference Price (Initial)" means, in respect of each Share in the Share Basket, the Reference Price of such Share on the Initial Valuation Date, each as specified in the share table appearing in the section entitled "Description of Certain Main Features of the Certificates" of these Final Terms under the column entitled "Reference Price (Initial)" in the row corresponding to such Share, as determined by the Calculation Agent.

"Trigger Level" means, in respect of each Share in the Share Basket, as specified in the share table appearing in the section entitled "Description of Certain Main Features of the Certificates" of these Final Terms under the column entitled "Trigger Level" in the row corresponding to such Share, in each case, being equal to 100 per cent. (100%) of the Reference Price (Initial) of such Share, as determined by the Calculation Agent.

(ii) Automatic Early Exercise Dates: Each date as set forth in the "Automatic Early Exercise Table" immediately following the "Description of Certain Main Features of the Certificates" in the column entitled "Interest Payment Date", other than the Interest Payment Dates scheduled to fall on or before December 30, 2015, and the Maturity Date (each a **"Scheduled Automatic Early Exercise Date"**), in each case subject to adjustment in accordance with the definition of "Automatic Early Exercise Date" in Share Linked Provision 8 (*Definitions*).

(iii) Automatic Early Exercise Amount: In respect of each Certificate (of the Nominal) and the Automatic Early Exercise Date following the first Valuation Date on which an Automatic Early Exercise Event occurs, 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 in respect of such Valuation Date (together with the Interest Amount payable on such Automatic Early Exercise Date, as described in paragraph 14 above).

Where:

"Early Exercise Percentage" means, in respect of each Valuation Date scheduled to fall on or after March 21, 2016 (other than the Final Valuation Date), the percentage as set

forth in the "Automatic Early Exercise Table" immediately following the "Description of Certain Main Features of the Certificates" in the column entitled "Early Exercise Percentage" in the row corresponding to the date (specified in the column entitled "Valuation Date") on which such Valuation Date (other than the Final Valuation Date) is scheduled to fall.

"Nominal" means GBP 1.00 (or, if less, its outstanding nominal amount).

18. **Settlement Amount:**

Unless an Automatic Early Exercise Event has occurred on a Valuation Date scheduled to fall on or after March 21, 2016 (other than the Final Valuation Date), 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 (Final) in respect of each Share in the Share Basket is equal to or greater than its respective Barrier Level (as determined by the Calculation Agent), the Settlement Amount payable in respect of each Certificate (of the Nominal) shall be equal to the Nominal (together with the Interest Amount payable on the Maturity Date, as described in paragraph 14 above); or
- (ii) if the Reference Price (Final) in respect of any Share in the Share Basket is less than its Barrier 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 in accordance with the following formula:

$$\text{Nominal} \times \text{MUP} .$$

Where:

"Barrier Level" means, in respect of each Share in the Share Basket, as specified in the share table appearing in the section entitled "Description of Certain Main Features of the Certificates" of these Final Terms under the column entitled "Barrier Level" in the row corresponding to such Share, in each case, being equal to 50 per cent. (50%) of the Reference Price (Initial) of such Share, as determined by the Calculation Agent.

"Final Underlying Performance" means, in respect of each Share in the Share Basket, an amount determined by the

Calculation Agent in accordance with the following formula:

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

"Minimum Underlying Performance" or **"MUP"** means the Final Underlying Performance of the Worst Performing Underlying.

"Reference Price (Final)" means, in respect of each Share in the Share Basket, the Reference Price of such Share on the Final Valuation Date, as determined by the Calculation Agent.

"Worst Performing Underlying" means the Share in the Share Basket with the lowest Final Underlying Performance, as determined by the Calculation Agent. In the event that two or more Shares in the Share Basket have the same lowest Final Underlying Performance, then the Calculation Agent shall determine in its sole and absolute discretion which of the Shares shall be the Worst Performing Underlying, and such Share as so selected shall be deemed the Worst Performing Underlying.

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

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:**

If:

- (i) an Automatic Early Exercise Event occurs on any Valuation Date scheduled to fall on or after March 21, 2016 (other than the Final Valuation Date), the first such Valuation Date; or
- (ii) an Automatic Early Exercise Event does not occur on any Valuation Date scheduled to fall on or after March 21, 2016 (other than the Final Valuation Date), the Final Valuation Date.

The Expiration Date shall not be subject to the postponement

set out in the definition of "Expiration Date" in General Instrument Condition 2(a).

- 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.
- 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 – the Share Linked Provisions are applicable (as amended below).
- 34. **Share Linked Instruments:** Applicable.
 - (i) Single Share or Share Basket: Share Basket.
 - (ii) Name of Share(s): The ordinary shares of:
 - (i) HSBC Holdings plc (*Bloomberg Ticker: HSBA LN <Equity>; Reuters Code: HSBA.L; ISIN: GB0005405286*) ("**HSBA**");
 - (ii) BP Plc (*Bloomberg Ticker: BP/ LN <Equity>; Reuters Code: BP.L; ISIN: GB0007980591*) ("**BP**"); and
 - (iii) Vodafone Group Plc (*Bloomberg Ticker: VOD LN <Equity>; Reuters Code: VOD.L; ISIN: GB00B16GWD56*) ("**VOD**")

(collectively the "**Shares**", and each a "**Share**"). See also the Annex (*Information relating to the Underlying Assets*) hereto.
 - (iii) Exchange(s): In respect of each Share, London Stock Exchange.
 - (iv) Related Exchange(s): All Exchanges.
 - (v) Options Exchange: Related Exchange.
 - (vi) Valuation Time: As specified in Share Linked Provision 8 (*Definitions*).

- (vii) Market Disruption Events: As specified in Share Linked Provision 8 (*Definitions*).
- (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.
- (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): Applicable – as specified in Share Linked Provision 1.5 (*Share Basket and Reference Dates – Common Scheduled Trading Day but Individual Disrupted Day*).
- (a) Maximum Days of Disruption: As specified in Share Linked Provision 8 (*Definitions*).
- (b) No Adjustment: 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: Applicable. In respect of:

- (i) each Valuation Date (other than the Final Valuation Date), the second Business Day prior to the Interest Payment Date immediately following such Valuation Date; and
 - (ii) the Initial Valuation Date and the Final Valuation Date, 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:** Not Applicable.
- 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

- 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 Certificate (corresponding to a nominal amount of GBP 1.00).
- 45. **Permitted Trading Multiple:** One Certificate (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, 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 placer(s) other than pursuant to Article 3(2) of the Prospectus Directive in the United Kingdom (the "**Public Offer Jurisdiction**") during the period commencing on (and including) January 29, 2013 and ending on (and including) February 26, 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 supplemented), 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*) hereto 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 the Underlying Assets and their volatility can be obtained from the Reuters or Bloomberg pages (or their successors thereto) as specified in the section entitled "Description of Certain Main Features of the Certificates" of this document. Past performance of the Underlying Assets is not an indication of the future performance of the Underlying Assets.

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 Securities 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 Securities on the relevant stock exchange(s) over their entire lifetime. Securities 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

- | | |
|---------------------------------|-----------------|
| (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 and volatility of the Shares may be obtained from Bloomberg® and Reuters. However, past performance is not indicative of future performance.

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

See also "Description of Certain 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

Offer Period:	An offer of the Certificates may be made by the placer(s) other than pursuant to Article 3(2) of the Prospectus Directive in the Public Offer Jurisdiction during the period commencing on (and including) January 29, 2013 and ending on (and including) February 26, 2013.
Offer Price:	The Issue Price, being 100 per cent. (100%) of the Aggregate Nominal Amount.
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 placer(s).</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 Public Offer Jurisdiction.

Following approval of 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 28, 2013), 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. 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.

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.

Offer period during which subsequent resale or final placement of Instruments 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

INFORMATION RELATING TO THE UNDERLYING ASSETS

Information on the Shares and the issuers of the Shares can be obtained from <http://www.londonstockexchange.com/> (and the information appearing on such website does not form part of these Final Terms).

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
Supplement No. 8	March 4, 2013
Supplement No. 9	March 22, 2013