

Final Terms dated April 9, 2013

GOLDMAN SACHS INTERNATIONAL

Programme for the issuance of Warrants, Notes and Certificates

**Issue of up to 20'000'000 Five-Year Quanto GBP Worst of Put Warrants
on an Index Basket, due May 15, 2018
(the "Warrants" or the "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 WARRANTS

The description below contains selective information about the Warrants and the underlying assets and is an introduction to these final terms. Any decision to invest in the Warrants 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.

ISIN	GB00B9D31H26	Offer Period	An offer of the Securities may be made in the United Kingdom during the period commencing on (and including) April 9, 2013 and ending on (and including) May 31, 2013
Common Code	082160523		
Valor Number	20860442		
Settlement Currency	GBP	Initial Valuation Date	May 2, 2013
Issue Price	A price as determined by the Calculation Agent on or around the Initial Valuation Date based on market conditions, which is expected as of the date of these Final Terms to be GBP 0.31 per Warrant, but which may be higher than this but which will not be higher than GBP 0.36 per Warrant	Issue Date	May 16, 2013
Nominal	GBP 1.00	Valuation Date	April 30, 2018
Aggregate Number of Warrants	Up to 20'000'000	Maturity Date	May 15, 2018
Index Level	In respect of any relevant day and each Index, the official closing level of such Index (expressed in the relevant Index Currency), as determined by the Calculation Agent as of the relevant time on such day, as calculated and published by the Index Sponsor	Reference Price (Final)	In respect of an Index, the Index Level of such Index on the Valuation Date
		Index Performance	In respect of each Index, the <i>quotient</i> of (i) the Reference Price (Final) of such Index, <i>divided</i> by (ii) the Reference Price (Initial) of such Index
Minimum Underlying Performance	The Index Performance of the Worst Performing Index on the Valuation Date	Worst Performing Index	In respect of the Valuation Date, the Index with the lowest Index Performance on the Valuation Date, as determined by the Calculation Agent. In the event that two or more Indices have the same lowest Index Performance on the Valuation Date, then the Calculation Agent shall determine in its sole and absolute discretion which of such Indices shall be the Worst Performing Index, and such Index as so selected shall be deemed the Worst Performing Index
Barrier Level	100 per cent. (100%) (expressed for the purposes of calculation as 1.00)		

Underlying Assets (each an "Index")	Bloomberg page	Reuters screen	Index Sponsor	Index Currency	Reference Price (Initial)*
KOSPI 200 Index	KOSPI2 <Index>	.KS200	Korea Stock Exchange	KRW	The Index Level on the Initial Valuation Date
Hang Seng China Enterprises Index	HSCEI <Index>	.HSCE	Hang Seng Indexes Company Limited	HKD	The Index Level on the Initial Valuation Date
MSCI Taiwan Index SM (SGX)	TAMSCI <Index>	.TAMSCI	MSCI Inc.	TWD	The Index Level on the Initial Valuation Date

REDEMPTION ON MATURITY

Unless your Warrants are 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 Warrant that you hold an amount in the Settlement Currency, which will be an amount calculated as follows:

- (i) if the Minimum Underlying Performance is greater than the Barrier Level, zero. **This means that you will lose all of your original invested amount;** or
- (ii) if the Minimum Underlying Performance is equal to or less than the Barrier Level, an amount in the Settlement Currency equal to the *product* of (a) the Nominal, *multiplied* by (b) the *difference* between (I) one, *minus* (II) the Minimum Underlying Performance. **This means that you could lose some or all of your original invested amount.**

*The Reference Price (Initial) will be determined by the Calculation Agent on or around the Initial Valuation Date (being May 2, 2013) and such Reference Price (Initial) will be made available on the website of the Luxembourg Stock Exchange (www.bourse.lu) on or around the Issue Date (and for the avoidance of doubt, no supplement to these Final Terms or the Base Prospectus will be published in relation thereto).

No interest is payable under the Warrants.

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 SETTLEMENT AMOUNT IN RESPECT OF EACH WARRANT WILL BE CALCULATED IN ACCORDANCE WITH THE TERMS OF THE WARRANTS AS SET OUT IN THE GENERAL INSTRUMENT CONDITIONS AND IN THESE FINAL TERMS.

The Nominal per Warrant is GBP 1.00. The Barrier Level is 100 per cent. (100%) (expressed for the purposes of calculation as 1.00). **Only for the purposes of this Scenario Analysis, the Issue Price is assumed to be GBP 0.36 per Warrant. The actual Issue Price will be determined by the Calculation Agent in its sole and absolute discretion on or around the Initial Valuation Date (being May 2, 2013) in accordance with the Conditions and these Final Terms.**

Scenario 1

The Minimum Underlying Performance is 150 per cent. (150%) (expressed as 1.50).

The Warrants will be redeemed on the Maturity Date, and the Settlement Amount payable per Warrant will be zero. **In this scenario, an investor will sustain a total loss of the amount invested in the Warrants.**

Scenario 2

The Minimum Underlying Performance is 100 per cent. (100%) (expressed as 1.00).

The Warrants will be redeemed on the Maturity Date, and the Settlement Amount payable per Warrant will be zero (being an amount equal to the *product* of (i) the Nominal, *multiplied* by (ii) the *difference* between (a) one, *minus* (b) the Minimum Underlying Performance). **In this scenario, an investor will sustain a total loss of the amount invested in the Warrants.**

Scenario 3

The Minimum Underlying Performance is 64 per cent. (64%) (expressed as 0.64).

The Warrants will be redeemed on the Maturity Date, and the Settlement Amount payable per Warrant will be GBP 0.36 (being an amount equal to the *product* of (i) the Nominal, *multiplied* by (ii) the *difference* between (a) one, *minus* (b) the Minimum Underlying Performance). **In this scenario, an investor who purchased the Warrants at the Issue Price will receive an amount equal to the amount invested in the Warrants.**

Scenario 4

The Minimum Underlying Performance is 90 per cent. (90%) (expressed as 0.90).

The Warrants will be redeemed on the Maturity Date, and the Settlement Amount payable per Warrant will be GBP 0.10 (being an amount equal to the *product* of (i) the Nominal, *multiplied* by (ii) the *difference* between (a) one, *minus* (b) the Minimum Underlying Performance). **In this scenario, an investor who purchased the Warrants at the Issue Price will sustain a near total loss of the amount invested in the Warrants.**

Scenario 5

The Minimum Underlying Performance is zero per cent. (0%).

The Warrants will be redeemed on the Maturity Date, and the Settlement Amount payable per Warrant will be GBP 1.00 (being an amount equal to the *product* of (i) the Nominal, *multiplied* by (ii) the *difference* between (a) one, *minus* (b) the Minimum Underlying Performance). **This is the maximum amount payable under the Warrants.**

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 Warrants 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 Warrants. Accordingly, any person making or intending to make an offer of the Warrants 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 Warrants 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, May 16, 2013) which together constitute a base prospectus for the purposes of the Prospectus Directive. This document constitutes the Final Terms of the Warrants 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 Warrants 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.

1. (i) **Issuer:** Goldman Sachs International.
- (ii) **Guarantor:** The Goldman Sachs Group, Inc.
2. (i) **ISIN:** GB00B9D31H26.
- (ii) **Common Code:** 082160523.
- (iii) **Valor Number:** 20860442.
- (iv) **Tranche Number:** One.
- (v) **PIPG Tranche Number:** 30019.
3. **Settlement Currency(ies):** Pound Sterling ("**GBP**").
4. **Aggregate number of Warrants:**
 - (i) **Series:** Up to 20'000'000.
 - (ii) **Tranche:** Up to 20'000'000. The final aggregate number of Warrants to be issued under this Tranche will be determined by the Issuer on or

around the Initial Valuation Date.

5. **Issue Price:** A price as determined by the Calculation Agent on or around the Initial Valuation Date based on market conditions and which will be made available on the website of the Luxembourg Stock Exchange (www.bourse.lu) on or around the Issue Date (and for the avoidance of doubt, no supplement to these Final Terms or the Base Prospectus will be published in relation thereto), and which is expected as of the date of these Final Terms to be GBP 0.31 per Warrant, but which may be higher than this but which will not be higher than GBP 0.36 per Warrant.
6. **Inducements, commissions and/or other fees:** Not Applicable.
7. **Issue Date:** May 16, 2013.
8. **Maturity Date:** The Maturity Date shall be May 15, 2018 (the "**Scheduled Maturity Date**").
- The "**Strike Date**" is May 2, 2013.
9. **Underlying Asset(s):** The Indices (as defined in paragraph 35 below).

VALUATION PROVISIONS

10. **Valuation Date:** April 30, 2018.
11. **Initial Valuation Date:** May 2, 2013.
12. **Averaging Dates:** Not Applicable.
13. **Initial Averaging Date(s):** Not Applicable.

INTEREST PROVISIONS

14. **Interest Provisions:** Not Applicable.

SETTLEMENT PROVISIONS

15. **Settlement:** Cash Settlement.
16. **Call Option:** Not Applicable.
17. **Automatic Early Exercise:** Not Applicable.
18. **Settlement Amount:** Unless your Warrants are 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 Warrant that you hold an amount in the Settlement Currency determined by the Calculation Agent in accordance with paragraph (i) or (ii) below, as applicable:
- (i) if the Minimum Underlying Performance is greater than the Barrier Level, the Settlement Amount payable in

respect of each Warrant shall be zero; or

- (ii) if the Minimum Underlying Performance is equal to or less than the Barrier Level, the Settlement Amount payable in respect of each Warrant shall be determined by the Calculation Agent in accordance with the following formula:

$$N \times (1 - \text{MUP})$$

Where:

"Index Performance" means, in respect of each Index, the *quotient* of (i) the Reference Price (Final) of such Index, *divided* by (ii) the Reference Price (Initial) of such Index.

"Minimum Underlying Performance" means the Index Performance of the Worst Performing Index on the Valuation Date.

"N" or **"Nominal"** means GBP 1.00.

"Reference Price (Final)" means, in respect of each Index in the Index Basket, the Index Level of such Index on the Valuation Date.

"Reference Price (Initial)" means, in respect of each Index in the Index Basket, the Index Level of such Index on the Initial Valuation Date, as determined by the Calculation Agent on or around the Initial Valuation Date, and which will be made available on the website of the Luxembourg Stock Exchange (www.bourse.lu) on or around the Issue Date (and for the avoidance of doubt, no supplement to these Final Terms or the Base Prospectus will be published in relation thereto).

"Worst Performing Index" means, in respect of the Valuation Date, the Index with the lowest Index Performance on the Valuation Date, as determined by the Calculation Agent. In the event that two or more Indices have the same lowest Index Performance on the Valuation Date, then the Calculation Agent shall determine in its sole and absolute discretion which of such Indices shall be the Worst Performing Index, and such Index as so selected shall be deemed the Worst Performing Index.

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 Warrants:** The Warrants 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:** The Valuation Date.
- 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) (*Definitions*) shall be amended accordingly.
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 Warrants:** 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 Warrants:** The Warrants are Index Linked Instruments – the Index Linked Provisions are applicable (each as amended below).
34. **Share Linked Instruments:** Not Applicable.
35. **Index Linked Instruments:** Applicable.
- (i) Single Index or Index Basket: Index Basket.
- (ii) Name of Index(ices): A basket of indices (the "**Index Basket**") comprising:
- (i) KOSPI 200 Index (*Bloomberg page: KOSPI2 <Index>; Reuters screen: .KS200*) (the "**KOSPI2**");
- (ii) Hang Seng China Enterprises Index (*Bloomberg page: HSCEI <Index>; Reuters screen: .HSCE*) (the "**HSCEI**"); and
- (iii) MSCI Taiwan IndexSM (SGX) (*Bloomberg page: TAMSCI*)

<Index>; Reuters screen: .TAMSCI) (the "TAMSCI"),

each, an "**Index**", and together, the "**Indices**".

For more information, see Annex A (*Information relating to the Underlying Assets*) hereto. See also Annex B (*Disclaimers*).

- (iii) Type of Index: In respect of each Index, Unitary Index.
- (iv) Exchange(s): In respect of the:
- (i) KOSPI2, the Korea Stock Exchange;
 - (ii) HSCEI, The Stock Exchange of Hong Kong Limited; and
 - (iii) TAMSCI, the Taipei Stock Exchange.
- (v) Related Exchange(s): In respect of each Index, All Exchanges.
- (vi) Options Exchange: Not Applicable.
- (vii) Index Sponsor: In respect of the:
- (i) KOSPI2, Korea Stock Exchange;
 - (ii) HSCEI, Hang Seng Indexes Company Limited; and
 - (iii) TAMSCI, MSCI Inc.
- (viii) Index Level: In respect of each Index and any relevant day, the official closing level of such Index (expressed in the relevant Index Currency), as determined by the Calculation Agent as of the Valuation Time on such day, as calculated and published by the Index Sponsor.
- Where:
- "**HKD**" means the Hong Kong dollar.
- "**Index Currency**" means, in respect of the:
- (i) KOSPI2, KRW; and
 - (ii) HSCEI, HKD; and
 - (iii) TAMSCI, TWD.
- "**KRW**" means the Korean won.
- "**TWD**" means the Taiwanese dollar.
- (ix) Valuation Time: In respect of each Index, as specified in Index Linked Provision 8 (*Definitions*).
- (x) Index-Linked Derivatives Contract Provisions: Not Applicable.

- | | |
|---|--|
| (xi) Market Disruption Event /
Disrupted Days: | In respect of each Index, as specified in Index Linked Provision 8
(<i>Definitions</i>). |
| (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. |
| (xvi) Index Basket and Reference
Dates – Basket Valuation
(Common Scheduled Trading
Day but Individual Disrupted
Day): | Not Applicable. |
| (xvii) Index Basket and Reference
Dates – Basket Valuation
(Common Scheduled Trading
Day and Common Disrupted
Day): | Applicable in respect of the Initial Valuation Date and the
Valuation Date – as specified in Index Linked Provision 1.6
(<i>Index Basket and Reference Dates – Common Scheduled Trading
Day and Common Disrupted Day</i>). |
| (a) Maximum Days of
Disruption: | As specified in Index Linked Provision 8 (<i>Definitions</i>). |
| (b) No Adjustment: | Not Applicable. |
| (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. |
| (xxiii) Change in Law: | Applicable. |

- (xxiv) Correction of Index Level: Applicable.
- (xxv) Correction Cut-off Date: Applicable – in respect of each Index, the Initial Valuation Date and the Valuation Date, the second Business Day prior to the Maturity Date.
- (xxvi) Dividend Amount Provisions: Not Applicable.
- (xxvii) Index Disclaimer: Applicable. See also Annex B (*Disclaimers*) 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 WARRANTS

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 Warrants:** Euroclear/Clearstream Instruments.
44. **Minimum Trading Number:** One Warrant.
45. **Permitted Trading Multiple:** One Warrant.
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 Not Applicable.

any):

- | | | |
|------|--|--|
| (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 Warrants 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) April 9, 2013 and ending on (and including) May 31, 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 Warrants 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 Warrants 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 Annex A (*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 page or Reuters screen (or their respective successors) as specified in the table relating to such Underlying Asset in the section entitled "Description of Certain Main Features of the Warrants" of these Final Terms. 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 Warrants may acquire such further information as they deem necessary in relation to an Underlying Asset 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 Warrants, investors should form their own view of the merits

of the Warrants based upon their own investigations and not in reliance upon the above information.

REPRESENTATION

Each Holder will be deemed to have agreed that it will not offer, sell or deliver the Warrants 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 Warrants. 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" on pages 57 to 58 of the Base Prospectus, so far as the Issuer is aware, no person involved in the offer of the Warrants 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 of the Underlying Assets can be obtained from Bloomberg® and Reuters.

The Settlement Amount and the value of the Securities will depend on the Index Level of the Worst Performing Index on the Valuation Date relative to its Reference Price (Initial).

If the Reference Price (Final) of the Worst Performing Index is greater than the Barrier Level or if the Reference Price (Final) of the Worst Performing Index is equal to or less than its Reference Price (Initial) (but greater than zero), you may lose some or all of your investment.

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 Warrants" 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):

Delivery: Delivery against payment.

Names and addresses of additional Programme Not Applicable.

Agent(s) (if any):

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

TERMS AND CONDITIONS OF THE OFFER

Offer Period: An offer of the Warrants 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) April 9, 2013 and ending on (and including) May 31, 2013.

Offer Price: The Offer Price shall be the Issue Price up to and including April 30, 2013.

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

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).

The offer of the Warrants may be withdrawn in whole or in part at any time before the Issue Date at the discretion of the Issuer.

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 Warrants: The Warrants will be issued on the Issue Date against payment to the Issuer of the net subscription moneys.

In respect of any offering of the Warrants by the placer(s), details will be provided by such relevant placer(s).

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 Offers may only be made by offerors authorised to do so in

Warrants are offered and whether tranche(s) have been reserved for certain countries: 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 Warrants referred to herein to permit a public offering of such Warrants 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, May 16, 2013), and notification of the Base Prospectus (as so supplemented) to the Financial Conduct 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 Warrants 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 Warrants 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: Barclays Wealth, 1 Churchill Place, Canary Wharf, London E14 5HP.

Consent to use the Base Prospectus

Identity of financial intermediary(ies) that are allowed to use the Base Prospectus: Barclays Wealth, 1 Churchill Place, Canary Wharf, London E14 5HP.

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 A

INFORMATION RELATING TO THE UNDERLYING ASSETS

Information on the Indices can be obtained from, in the case of the KOSPI2, <http://eng.krx.co.kr/>, in the case of the HSCEI, <http://www.hsi.com.hk/HSI-Net>, and, in the case of the TAMSCI, <http://www.msci.com/> (but the information appearing on such websites does not form part of these Final Terms).

ANNEX B

DISCLAIMERS

The KOSPI 200 Index

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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