May 16, 2013

Goldman Sachs International (**the** "**Issuer**")

NOTICE OF FINAL ISSUE SIZE

ISIN:	GB00B9D31L61
Common Code:	057334878
PIPG Tranche:	30021

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

Issue of 20'000'000 Five-Year Quanto GBP Worst of Autocallable Warrants
on an Index Basket, due May 15, 2018
(the "Warrants" or the "Securities")

Guaranteed by The Goldman Sachs Group, Inc.

We refer to the final terms dated April 9, 2013 relating to the Certificates (the "**Final Terms**").

Issue Size

1. We hereby notify you that the final aggregate number of Warrants will be 20'000'000.

Reference Price (Initial)

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

   (i) KOSPI2, the Reference Price (Initial) is 254.92;

   (ii) HSCEI, the Reference Price (Initial) is 10'825.35; and

   (iii) TAMSCI, the Reference Price (Initial) is 293.28,

   being, in respect of each Index, the Index Level of such Index on the Initial Valuation Date, as determined by the Calculation Agent.

Early Exercise Percentage

3. We hereby notify you that in respect of the Valuation Date scheduled to fall on:

   (i) April 30, 2015, the Early Exercise Percentage is 125.30 per cent. (125.30%) (expressed for the purposes of calculation as 1.2530);

   (ii) May 3, 2016, the Early Exercise Percentage is 137.95 per cent. (137.95%) (expressed for the purposes of calculation as 1.3795); and

   (iii) May 2, 2017, the Early Exercise Percentage is 150.60 per cent. (150.60%) (expressed for the purposes of calculation as 1.5060).

Maximum Settlement Percentage

4. We hereby notify you that the Maximum Settlement Percentage is 163.25 per cent. (163.25%) (expressed for the purposes of calculation as 1.6325).

Trigger Level

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

   (i) KOSPI2, the Trigger Level is 203.9360;

   (ii) HSCEI, the Trigger Level is 8'660.2800; and

   (iii) TAMSCI, the Trigger Level is 234.6240,

   being, in respect of each Index, 80 per cent. (80%) of the Reference Price (Initial) of such Index, as determined by the Calculation Agent.

Barrier Level

6. We hereby notify you that in respect of the Index which is:

   (i) KOSPI2, the Barrier Level is 140.2060;

   (ii) HSCEI, the Barrier Level is 5'953.9425; and

   (iii) TAMSCI, the Barrier Level is 161.3040,

   being, in respect of each Index, 55 per cent. (55%) of the Reference Price (Initial) of such Index, as determined by the Calculation Agent.

Capitalised terms not defined herein shall have the meaning given thereto in the final terms dated May 16, 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.

Execution Version

Final Terms dated May 16, 2013

GOLDMAN SACHS INTERNATIONAL

Programme for the issuance of Warrants, Notes and Certificates

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Issue of 20'000'000 Five-Year Quanto GBP Worst of Autocallable 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	GB00B9D31L61	**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	057334878		
Valor Number	20860445		
Settlement Currency	GBP	**Initial Valuation Date**	May 2, 2013
Issue Price	GBP 1.00 per Warrant	**Issue Date**	May 16, 2013
Nominal	GBP 1.00	**Valuation Date**	The Valuation Dates shall be each date as set forth in the "Early Exercise and Valuation Date Table" immediately following the "Description of Certain Main Features of the Warrants" in the column entitled "Valuation Date"
Aggregate Number of Warrants	20'000'000	**Final Valuation Date**	April 30, 2018
Reference Price (Final)	In respect of an Index, the Index Level of such Index on the Final Valuation Date	**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	**Automatic Early Exercise Dates**	Each date as set forth in the "Early Exercise and Valuation Date Table" immediately following the "Description of Certain Main Features of the Warrants" in the column entitled "Automatic Early Exercise Date", other than the Maturity Date
Index Performance	In respect of any Valuation Date and each Index, the *quotient* of (i) the Index Level of such Index for such Valuation Date, *divided* by (ii) the Reference Price (Initial) of such Index	**Worst Performing Index**	In respect of a Valuation Date, the Index with the lowest Index Performance on such Valuation Date, as determined by the Calculation Agent. In the event that two or more Indices have the same lowest Index Performance on such Valuation Date, then the Calculation Agent shall determine in its sole and absolute discretion which of such Indices shall be the Worst Performing
Minimum Underlying Performance	In respect of a Valuation Date, the Index Performance of the Worst Performing Index on such Valuation Date		

Minimum Underlying Performance (Final)	The Minimum Underlying Performance on the Final Valuation Date		Index, and such Index as so selected shall be deemed the Worst Performing Index
Early Exercise Percentage	In respect of each Valuation Date (other than the Final Valuation Date), the percentage as set forth in the "Early Exercise and Valuation Date Table" immediately following the "Description of Certain Main Features of the Warrants" 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	**Early Exercise Level**	In respect of each Valuation Date (other than the Final Valuation Date), the percentage as set forth in the "Early Exercise and Valuation Date Table" immediately following the "Description of Certain Main Features of the Warrants" in the column entitled "Early Exercise Level" 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
Maximum Settlement Percentage	163.25 per cent. (163.25%) (expressed for the purposes of calculation as 1.6325)		

Underlying Assets (each an "Index")	Bloomberg page	Reuters screen	Index Sponsor	Index Currency	Reference Price (Initial)	Trigger Level	Barrier Level
KOSPI 200 Index	KOSPI2 <Index>	.KS200	Korea Stock Exchange	KRW	254.92, being the Index Level on the Initial Valuation Date	203.9360, being 80 per cent. (80%) of the Reference Price (Initial)	140.2060, being 55 per cent. (55%) of the Reference Price (Initial)
Hang Seng China Enterprises Index	HSCEI <Index>	.HSCE	Hang Seng Indexes Company Limited	HKD	10'825.35, being the Index Level on the Initial Valuation Date	8'660.2800, being 80 per cent. (80%) of the Reference Price (Initial)	5'953.9425, being 55 per cent. (55%) of the Reference Price (Initial)
MSCI Taiwan Index℠ (SGX)	TAMSCI <Index>	.TAMSCI	MSCI Inc.	TWD	293.28, being the Index Level on the Initial Valuation Date	234.6240, being 80 per cent. (80%) of the Reference Price (Initial)	161.3040, being 55 per cent. (55%) of the Reference Price (Initial)

AUTOMATIC EARLY EXERCISE

If the Minimum Underlying Performance on any Valuation Date (other than the Final Valuation Date) is greater than or equal to the Early Exercise Level corresponding to such Valuation Date (such an event being an Automatic Early Exercise Event), each Warrant will be exercised on such Valuation Date, and you will receive for each Warrant on the Automatic Early Exercise Date scheduled to fall immediately after such Valuation Date an amount in the Settlement Currency equal to the *product* of (i) the Nominal, *multiplied* by (ii) the Early Exercise Percentage corresponding to such Automatic Early Exercise Date.

REDEMPTION ON MATURITY

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

(i) if the Reference Price (Final) of each Index 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 Maximum Settlement Percentage;

(ii) if the Reference Price (Final) of any Index is less than its respective Trigger Level but the Reference Price (Final) of each Index 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; or

(iii) if the Reference Price (Final) of any Index 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 (Final). **This means that you could lose some or all of your original invested amount.**

No interest is payable under the Warrants.

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

Early Exercise and Valuation Date Table			
Valuation Date	**Automatic Early Exercise Date**	**Early Exercise Level**	**Early Exercise Percentage**
April 30, 2015 (the "**First Valuation Date**")	May 15, 2015	100 per cent. (100%)	125.30 per cent. (125.30%) (expressed for the purposes of calculation as 1.2530)
May 3, 2016 (the "**Second Valuation Date**")	May 17, 2016	93 per cent. (93%)	137.95 per cent. (137.95%) (expressed for the purposes of calculation as 1.3795)
May 2, 2017 (the "**Third Valuation Date**")	May 16, 2017	87 per cent. (87%)	150.60 per cent. (150.60%) (expressed for the purposes of calculation as 1.5060)
April 30, 2018	Maturity Date	Not Applicable	Not Applicable

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 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 Trigger Level is 80 per cent. (80%) of the Reference Price (Initial). The Barrier Level is 55 per cent. (55%) of the Reference Price (Initial).

Only for the purposes of this Scenario Analysis, the Issue Price is deemed to be GBP 1.00 and the Early Exercise Percentage is deemed to be equal to, in respect of: (i) the First Valuation Date, 121 per cent. (121%) (expressed as 1.21), and (ii) the Second Valuation Date, 131.5 per cent. (131.5%) (expressed as 1.315). The Maximum Settlement Percentage is deemed to be 152.5 per cent. (152.5%) (expressed as 1.525). The actual Early Exercise Percentages and the actual Maximum Settlement Percentage 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 on the First Valuation Date is greater than or equal to 100 per cent. (100%).

The Warrants will be exercised on such Valuation Date and the Automatic Early Exercise Amount per Warrant payable on the Automatic Early Exercise Date immediately following such Valuation Date will be an amount equal to the *product* of (i) the Nominal, *multiplied* by (ii) the Early Exercise Percentage in respect of such Valuation Date, i.e., GBP 1.21.

Scenario 2

The Minimum Underlying Performance on the First Valuation Date is less than 100 per cent. (100%).

The Warrants will not be exercised on such Valuation Date.

Scenario 3

The Minimum Underlying Performance on the Second Valuation Date is greater than or equal to 93 per cent. (93%).

The Warrants will be exercised on such Valuation Date and the Automatic Early Exercise Amount per Warrant payable on the Automatic Early Exercise Date immediately following such Valuation Date will be an amount equal to the *product* of (i) the Nominal, *multiplied* by (ii) the Early Exercise Percentage in respect of such Valuation Date, i.e., GBP 1.315.

Scenario 4

The Minimum Underlying Performance on the Second Valuation Date is less than 93 per cent. (93%).

The Warrants will not be exercised on such Valuation Date.

Scenario 5

The Warrants have not been exercised on a Valuation Date prior to the Final Valuation Date and the Reference Price (Final) in respect of each Index is 80 per cent. (80%) or more of its respective Reference

Price (Initial).

The Warrants will be exercised on the Final Valuation Date and the Settlement Amount per Warrant payable on the Maturity Date will be an amount equal to the *product* of (i) the Nominal, *multiplied* by (ii) the Maximum Settlement Percentage, i.e., GBP 1.525. **This is the maximum amount payable under the Warrants.**

<u>**Scenario 6**</u>

The Warrants have not been exercised on a Valuation Date prior to the Final Valuation Date, the Reference Price (Final) in respect of one Index is 79 per cent. (79%) of its Reference Price (Initial) and the Reference Price (Final) in respect of each other Index is 80 per cent. (80%) or more of its respective Reference Price (Initial).

The Warrants will be exercised on the Final Valuation Date and the Settlement Amount per Warrant payable on the Maturity Date will be 100 per cent. (100%) of the Nominal, i.e., GBP 1.00. **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.**

<u>**Scenario 7**</u>

The Warrants have not been exercised on a Valuation Date prior to the Final Valuation Date, the Reference Price (Final) in respect of one Index is 54 per cent. (54%) of its Reference Price (Initial) and the Reference Price (Final) in respect of each other Index is 80 per cent. (80%) or more of its respective Reference Price (Initial).

The Warrants will be exercised on the Final Valuation Date and the Settlement Amount per Warrant payable on the Maturity Date will be 54 per cent. (54%) of the Nominal, i.e., GBP 0.54. **In this scenario, an investor who purchased the Warrants at the Issue Price will sustain a substantial loss of the amount invested in the Warrants.**

<u>**Scenario 8**</u>

The Warrants have not been exercised on a Valuation Date prior to the Final Valuation Date, the Reference Price (Final) in respect of one Index is zero per cent. (0%) of its Reference Price (Initial) and the Reference Price (Final) in respect of each other Index is 55 per cent. (55%) or more of its respective Reference Price (Initial).

The Warrants will be exercised on the Final Valuation Date and the Settlement Amount per Warrant payable on the Maturity Date will be zero. **In this scenario, an investor will sustain a total loss of the amount invested in 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:**	GB00B9D31L61.
	(ii)	**Common Code:**	057334878.
	(iii)	**Valor Number:**	20860445.
	(iv)	**Tranche Number:**	One.
	(v)	**PIPG Tranche Number:**	30021.
3.	**Settlement Currency(ies):**		Pound Sterling ("**GBP**").
4.	**Aggregate number of Warrants:**		
	(i)	Series:	20'000'000.
	(ii)	Tranche:	20'000'000.

5.	**Issue Price:**	GBP 1.00 per Warrant.
6.	**Inducements, commissions and/or other fees:**	Not Applicable.
7.	**Issue Date:**	May 16, 2013.
8.	**Maturity Date:**	If an Automatic Early Exercise Event does not occur, the Maturity Date shall be May 15, 2018 (the "**Scheduled Maturity Date**"). The "**Strike Date**" is May 2, 2013. For the purposes of the postponement referred to in paragraph (i) of the definition of "Maturity Date" in Index Linked Provision 8 (*Definitions*), the Relevant Determination Date is the Final Valuation Date (as defined in paragraph 10 below).
9.	**Underlying Asset(s):**	The Indices (as defined in paragraph 35 below).

VALUATION PROVISIONS

10.	**Valuation Date:**	In respect of each Index, the Valuation Dates shall be each date as set forth in the "Early Exercise and Valuation Date Table" immediately following the "Description of Certain Main Features of the Warrants" in the column entitled "Valuation Date", in each case, subject to adjustment in accordance with Index Linked Provision 1.6 (*Index Basket and Reference Dates – Common Scheduled Trading Day and Common Disrupted Day*). The Valuation Date scheduled to fall on April 30, 2018 shall be the "**Final Valuation Date**".
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:**	Yes – General Instrument Condition 15 (*Automatic Early Exercise*) is applicable in respect of each Valuation Date other than the Final Valuation Date.
	(i) Automatic Early Exercise Event:	The Minimum Underlying Performance in respect of any Valuation Date (other than the Final Valuation Date) is greater than or equal to the Early Exercise Level corresponding to such

Valuation Date, as determined by the Calculation Agent.

Where:

"**Early Exercise Level**" means, in respect of each Valuation Date (other than the Final Valuation Date), the percentage value (expressed for the purposes of calculation as a decimal) set forth in the "Early Exercise and Valuation Date Table" immediately following the "Description of Certain Main Features of the Warrants" in the column entitled "Early Exercise Level" 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.

"**Index Performance**" means, in respect of each Valuation Date and each Index, the *quotient* of (i) the Index Level of such Index for such Valuation Date, *divided* by (ii) the Reference Price (Initial) of such Index.

"**Minimum Underlying Performance**" means, in respect of a Valuation Date, the Index Performance of the Worst Performing Index on such Valuation Date.

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

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

(i) KOSPI2, 254.92;

(ii) HSCEI, 10'825.35; and

(iii) TAMSCI, 293.28,

in each case, being the Index Level of such Index on the Initial Valuation Date, as determined by the Calculation Agent.

"**Worst Performing Index**" means, in respect of a Valuation Date, the Index with the lowest Index Performance on such Valuation Date, as determined by the Calculation Agent. In the event that two or more Indices have the same lowest Index Performance on such 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.

(ii) Automatic Early Exercise Date: Each date as set forth in the "Early Exercise and Valuation Date Table" immediately following the "Description of Certain Main Features of the Warrants" in the column entitled "Automatic Early Exercise Date" (each, a "**Scheduled Automatic Early Exercise Date**").

(iii) Automatic Early Exercise Amount:

In respect of each Warrant 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 corresponding to such Valuation Date.

Where:

"**Early Exercise Percentage**" means, in respect of each Valuation Date (other than the Final Valuation Date), the percentage value (expressed for the purposes of calculation as a decimal) set forth in the "Early Exercise and Valuation Date Table" immediately following the "Description of Certain Main Features of the Warrants" 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.

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

18. **Settlement Amount:**

Unless your Warrants 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 Warrant that you hold an amount in the Settlement Currency determined by the Calculation Agent in accordance with paragraph (i), (ii) or (iii) below, as applicable:

(i) if the Reference Price (Final) of each Index is greater than or equal to its respective Trigger Level (as determined by the Calculation Agent), an amount in the Settlement Currency determined by the Calculation Agent in accordance with the following formula:

$$\mathrm{N} \times \mathrm{MSP}\text{ ; or}$$

(ii) if the Reference Price (Final) of any Index is less than its respective Trigger Level but the Reference Price (Final) of each Index is greater than or equal to its respective Barrier Level (as determined by the Calculation Agent), the Nominal; or

(iii) if the Reference Price (Final) of any Index is less than its respective Barrier Level (as determined by the Calculation Agent), an amount in the Settlement Currency determined by the Calculation Agent in accordance with the following formula:

$$\mathrm{N} \times \mathrm{MUP(Final)}$$

Where:

"**Barrier Level**" means, in respect of:

(i) KOSPI2, 140.2060;

(ii) HSCEI, 5'953.9425; and

(iii) TAMSCI, 161.3040,

in each case, being 55 per cent. (55%) of the Reference Price (Initial) of such Index, as determined by the Calculation Agent.

"**MSP**" or "**Maximum Settlement Percentage**" means 163.25 per cent. (163.25%) (expressed for the purposes of calculation as 1.6325).

"**MUP(Final)**" or "**Minimum Underlying Performance (Final)**" means the Minimum Underlying Performance on the Final Valuation Date.

"**Trigger Level**" means, in respect of:

(i) KOSPI2, 203.9360;

(ii) HSCEI, 8'660.2800; and

(iii) TAMSCI, 234.6240,

in each case, being 80 per cent. (80%) of the Reference Price (Initial) of such Index on the Initial Valuation Date, as determined by the Calculation Agent.

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:** If:

(i) an Automatic Early Exercise Event occurs on any Valuation Date (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 (other than the Final Valuation Date), the

Final 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 Index^{SM} (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; (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 (*Definitions*).
(xii)	Single Index and Reference Dates – Consequences of Disrupted Days:	Not Applicable.
(xiii)	Single Index and Averaging Reference Dates –	Not Applicable.

	Consequences of Disrupted Days:	
(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 each Valuation Date – as specified in Index Linked Provision 1.6 (*Index Basket and Reference Dates – Common Scheduled Trading Day and Common Disrupted Day*).
	(a) Maximum Days of Disruption:	As specified in Index Linked Provision 8 (*Definitions*).
	(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 and: (i) the Initial Valuation Date and each Valuation Date (other than the Final Valuation Date), the second Business Day prior to the first Automatic Early Exercise Date scheduled to fall immediately after such date; and (ii) the Final 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 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 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 less than its Reference Price (Initial), 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):	Not Applicable.
Delivery:	Delivery against payment.
Names and addresses of additional Programme Agent(s) (if any):	Not Applicable.

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 Warrants are offered and whether tranche(s)	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

have been reserved for certain countries:	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

The Warrants are not sponsored, endorsed, sold or promoted by Korea Exchange ("**KRX**"). KRX makes no representation or warranty, express or implied, to the owners of the Warrants or any member of the public regarding the advisability of investing in securities generally or in the Warrants particularly or the ability of the KOSPI Indexes to track general stock market performance. KRX's only relationship to the Issuer is the licensing of certain trademarks and trade names of KRX and of the KOSPI Indexes and/or the KOSDAQ Indexes which are determined, composed and calculated by KRX without regard to the Issuer or the Warrants. KRX has no obligation to take the needs of the Issuer or the owners of the Warrants into consideration in determining, composing or calculating the KOSPI Indexes and/or the KOSDAQ Indexes. KRX is not responsible for and has not participated in the determination of the prices and amount of the Warrants or the timing of the issuance or sale of the Warrants or in the determination or calculation of the equation by which the Warrants is to be converted into cash. KRX has no obligation or liability in connection with the administration, marketing or trading of the Warrants.

KRX DOES NOT GUARANTEE THE ACCURACY AND/OR THE COMPLETENESS OF THE KOSPI INDEXES OR ANY DATA INCLUDED THEREIN AND KRX SHALL HAVE NO LIABILITY FOR ANY ERRORS, OMISSIONS, OR INTERRUPTIONS THEREIN. KRX MAKES NO WARRANTY, EXPRESS OR IMPLIED, AS TO RESULTS TO BE OBTAINED BY ISSUER, OWNERS OR THE WARRANTS, OR ANY OTHER PERSON OR ENTITY FROM THE USE OF THE KOSPI INDEXES OR ANY DATA INCLUDED THEREIN. KRX MAKES NO EXPRESS OR IMPLIED WARRANTIES, AND EXPRESSLY DISCLAIMS ALL WARRANTIES OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE OR USE WITH RESPECT TO THE KOSPI INDEXES OR ANY DATA INCLUDED THEREIN. WITHOUT LIMITING ANY OF THE FOREGOING, IN NO EVENT SHALL KRX HAVE ANY LIABILITY FOR ANY SPECIAL, PUNITIVE, INDIRECT, OR CONSEQUENTIAL DAMAGES (INCLUDING LOST PROFITS), EVEN IF NOTIFIED OF THE POSSIBILITY OF SUCH DAMAGES.

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OR (ii) FOR ANY INACCURACIES, OMISSIONS, MISTAKES OR ERRORS OF HANG SENG INDEXES COMPANY LIMITED IN THE COMPUTATION OF THE HSCEI; OR (iii) FOR ANY INACCURACIES, OMISSIONS, MISTAKES, ERRORS OR INCOMPLETENESS OF ANY INFORMATION USED IN CONNECTION WITH THE COMPUTATION OF THE HSCEI 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.

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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
Supplement No. 10	April 19, 2013
Supplement No. 11	May 3, 2013