

Final Terms dated May 16, 2013

GOLDMAN SACHS INTERNATIONAL

Programme for the issuance of Warrants, Notes and Certificates

Issue of up to GBP 10'000'000 Six-Year Quanto GBP Worse of Autocallable Certificates on the EURO STOXX 50[®] Index (Price EUR) and the FTSE[™] 100 Index, due June 21, 2019 (the "Certificates" 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 CERTIFICATES

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

ISIN	XS0839325205	Offer Period	An offer of the Securities may be made in the United Kingdom during the period commencing on (and including) May 16, 2013 and ending on (and including) June 14, 2013
Common Code	083932520		
Valor Number	21019817		
Settlement Currency	GBP	Issue Date	June 21, 2013
Issue Price	100 per cent. (100%) of the Aggregate Nominal Amount	Initial Date	June 14, 2013
Aggregate Nominal Amount	Up to GBP 10'000'000	Valuation Dates	In respect of each Underlying Asset, each date as set forth in the "Exercise and Valuation Date Table" immediately following the "Description of Certain Main Features of the Certificates" in the column entitled "Valuation Date"
Nominal	GBP 1.00		
Trigger Level	In respect of each Underlying Asset and a Valuation Date (other than the Final Valuation Date), 95 per cent. (95%) of the Initial Index Level of such Underlying Asset	Final Valuation Date	The Valuation Date scheduled to fall on June 14, 2019
Trigger Level (Final)	In respect of each Underlying Asset and the Final Valuation Date, 75 per cent. (75%) of the Initial Index Level of such Underlying Asset	Automatic Early Exercise Dates	Each date set forth in the "Exercise and Valuation Date Table" immediately following the "Description of Certain Main Features of the Certificates" in the column entitled "Automatic Early Exercise Date"
Barrier Level	In respect of each Underlying Asset and the Final Valuation Date, 50 per cent. (50%) of the Initial Index Level of such Underlying Asset		
Index Level	In respect of each Underlying Asset and any relevant day, the official closing level of such Underlying Asset, as determined by the Calculation Agent as of the Valuation Time (expressed in the relevant currency) on such day, as calculated and published by the Index Sponsor	Maturity Date	If an Automatic Early Exercise Event does not occur, June 21, 2019
		Final Index Level	In respect of each Underlying Asset, the Index Level of such Underlying Asset on the Final Valuation Date, as determined by the Calculation Agent

Underlying Performance	In respect of each Underlying Asset and any relevant day, an amount determined by the Calculation Agent equal to the <i>quotient</i> of (i) the Index Level of such Underlying Asset on such day, <i>divided</i> by (ii) the Initial Index Level of such Underlying Asset	Minimum Underlying Performance	The Underlying Performance of the Worse Performing Underlying
Early Exercise Percentage	In respect of each Valuation Date (other than the Final Valuation Date), the percentage as set forth in the "Exercise and Valuation Date 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	Minimum Underlying Performance (Final) Worse Performing Underlying	The Minimum Underlying Performance on the Final Valuation Date The Underlying Asset with the lower Underlying Performance, as determined by the Calculation Agent, provided that, in the event that the Underlying Assets have the same Underlying Performance, then the Calculation Agent shall determine in its sole and absolute discretion which of such Underlying Assets shall be the Worse Performing Underlying, and such Underlying Asset as so selected shall be deemed the Worse Performing Underlying

Underlying Assets	ISIN	Bloomberg page	Reuters screen	Index Sponsor	Initial Index Level*
EURO STOXX 50® Index (Price EUR) (the " SX5E Index ")	EU0009658145	SX5E <Index>	.STOXX50E	STOXX Limited	The Index Level on the Initial Valuation Date
FTSE™ 100 Index (the " UKX Index ")	GB0001383545	UKX <Index>	.FTSE	FTSE International Limited	The Index Level on the Initial Valuation Date

AUTOMATIC EARLY EXERCISE

If the Minimum Underlying Performance on any Valuation Date (other than the Final Valuation Date) is equal to or greater than its respective Trigger Level (such an event being an Automatic Early Exercise Event), each Certificate (of the Nominal) will be exercised 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 an amount in the Settlement Currency equal to the *product* of (i) GBP 1.00, *multiplied* by (ii) the Early Exercise Percentage corresponding to such Automatic Early Exercise Date.

CALCULATION OF SETTLEMENT AMOUNT ON MATURITY

Unless your Certificates are automatically early exercised, are adjusted, or are purchased and cancelled, in each case in accordance with the Conditions, for each Certificate (of the Nominal) held, you will receive on the Maturity Date the Settlement Amount, which will be an amount calculated as follows:

- (i) if the Final Index Level in respect of each Underlying Asset is equal to or greater than its respective Trigger Level (Final), an amount in the Settlement Currency equal to the *product* of (a) the Nominal, *multiplied* by (b) 1.54, i.e., GBP 1.54;
- (ii) if the Final Index Level in respect of any Underlying Asset is less than its respective Trigger Level (Final) but the Final Index Level in respect of each Underlying Asset is 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 Final Index Level in respect of any Underlying Asset is equal to or 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 in respect of the Certificates.

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

*The Initial Index Level will be determined by the Calculation Agent on or around the Initial Valuation Date (being June 14, 2013) and 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).

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

Exercise and Valuation Date Table		
Valuation Date	Automatic Early Exercise Date	Early Exercise Percentage
June 15, 2015	June 22, 2015	118 per cent. (118%)
June 14, 2016	June 21, 2016	127 per cent. (127%)
June 14, 2017	June 21, 2017	136 per cent. (136%)
June 14, 2018	June 21, 2018	145 per cent. (145%)
June 14, 2019	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 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 Issue Price per Certificate (of the Nominal) is 100 per cent. (100%) of the Nominal.

Scenario 1

The Minimum Underlying Performance for the Valuation Date scheduled to fall on June 15, 2015, is 95 per cent. (95%) or more of its respective Initial Index Level.

The Certificates will be exercised on such Valuation Date, and the Automatic Early Exercise Amount payable per Certificate (of the Nominal) 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 1.18.

Scenario 2

The Minimum Underlying Performance for the Valuation Date scheduled to fall on June 15, 2015, is 94 per cent. (94%) of its Initial Index Level.

The Certificates will not be redeemed on the Automatic Early Exercise Date immediately following such Valuation Date.

Scenario 3

The Minimum Underlying Performance for the Valuation Date scheduled to fall on June 14, 2016, is 95 per cent. (95%) or more of its respective Initial Index Level.

The Certificates will be exercised on such Valuation Date, and the Automatic Early Exercise Amount payable per Certificate (of the Nominal) 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 1.27.

Scenario 4

The Minimum Underlying Performance for the Valuation Date scheduled to fall on June 14, 2016, is 94 per cent. (94%) of its Initial Index Level.

The Certificates will not be redeemed on the Automatic Early Exercise Date immediately following such Valuation Date.

Scenario 5

The Minimum Underlying Performance for the Valuation Date scheduled to fall on June 14, 2018, is 95 per cent. (95%) or more of its respective Initial Index Level.

The Certificates will be exercised on such Valuation Date, and the Automatic Early Exercise Amount payable per Certificate (of the Nominal) 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 1.45.

Scenario 6

The Minimum Underlying Performance for the Valuation Date scheduled to fall on June 14, 2018, is 94 per cent. (94%) of its Initial Index Level.

The Certificates will not be redeemed on the Automatic Early Exercise Date immediately following such Valuation Date.

Scenario 7

The Certificates have not been exercised on any Valuation Date prior to the Final Valuation Date and the Final Index Level in respect of each Underlying Asset is 75 per cent. (75%) or more of its respective Initial Index Level.

The Certificates will be redeemed on the Maturity Date and the Settlement Amount payable per Certificate (of the Nominal) will be an amount equal to the *product* of (i) the Nominal, *multiplied* by (ii) 1.54, i.e., GBP 1.54.

Scenario 8

The Certificates have not been exercised on any Valuation Date prior to the Final Valuation Date and the Final Index Level in respect of one Underlying Asset is 74 per cent. (74%) of its Initial Index Level and the Final Index Level in respect of the other Underlying Asset is 75 per cent. (75%) or more of its respective Initial Index Level.

The Certificates will be redeemed on the Maturity Date and the Settlement Amount payable per Certificate (of the Nominal) will be equal to the Nominal, GBP 1.00.

Scenario 9

The Certificates have not been exercised on any Valuation Date prior to the Final Valuation Date and the Final Index Level in respect of one Underlying Asset is 50 per cent. (50%) of its Initial Index Level and the Final Index Level in respect of the other Underlying Asset is 51 per cent. (51%) or more of its respective Initial Index Level.

The Certificates will be redeemed on the Maturity Date and the Settlement Amount payable per Certificate (of the Nominal) will be 50 per cent. (50%) of the Nominal, i.e., GBP 0.50. **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 10

The Certificates have not been exercised on any Valuation Date prior to the Final Valuation Date and the Final Index Level in respect of one Underlying Asset is zero per cent. (0%) of its Initial Index Level and the Final Index Level in respect of the other Underlying Asset is 51 per cent. (51%) or more of its respective Initial Index Level.

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

The Base Prospectus referred to below (as completed by these Final Terms) has been prepared on the basis that, except as provided in sub-paragraph (ii) below, any offer of Certificates in any Member State of the European Economic Area which has implemented 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, June 21, 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: | XS0839325205. |
| | (ii) Common Code: | 083932520. |
| | (iii) Valor Number: | 21019817. |
| | (iv) Tranche Number: | One. |
| | (v) PIPG Tranche Number: | 30755. |
| 3. | Settlement Currency(ies): | Pound Sterling (" GBP "). |
| 4. | Aggregate Nominal Amount of Certificates in the Series: | |
| | (i) Series: | Up to GBP 10'000'000. |

- (ii) Tranche: Up to GBP 10'000'000.
5. **Issue Price:** 100 per cent. (100%) of the Aggregate Nominal Amount.
- Where "**Aggregate Nominal Amount**" means up to GBP 10'000'000. The final Aggregate Nominal Amount to be issued under this Tranche will be determined by the Issuer on or around the Initial Valuation Date.
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:** June 21, 2013.
8. **Maturity Date:** If an Automatic Early Exercise Event does not occur, the Maturity Date shall be June 21, 2019 (the "**Scheduled Maturity Date**").
- The "**Strike Date**" is June 14, 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.
9. **Underlying Assets:** The Indices (as defined in paragraph 35 below).

VALUATION PROVISIONS

10. **Valuation Dates:** The Valuation Dates shall be each date as set forth in the "Exercise and Valuation Date Table" immediately following the "Description of Certain Main Features of the Certificates" in the column entitled "Valuation Date" (each, a "**Scheduled Valuation Date**"), provided that each such date shall be 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 June 14, 2019 shall be the "**Final Valuation Date**".
11. **Initial Valuation Date:** June 14, 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 is applicable in respect of each Valuation Date other than the Final Valuation Date.

- (i) Automatic Early Exercise Event: The Index Level in respect of each Index for a Valuation Date (other than the Final Valuation Date) is greater than or equal to its respective Trigger Level, as determined by the Calculation Agent.

Where:

"**Initial Index Level**" means, in respect of each Index, 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).

"**Trigger Level**" means, in respect of each Index, 95 per cent. (95%) of the Initial Index Level of such Index, as determined by the Calculation Agent.

- (ii) Automatic Early Exercise Dates: Each date as set forth in the "Exercise and Valuation Date Table" immediately following the "Description of Certain Main Features of the Certificates" in the column entitled "Automatic Early Exercise Date" (each, a "**Scheduled Automatic Early Exercise Date**"), provided that each such date shall be subject to adjustment in accordance with the definition of "Automatic Early Exercise Date" in Index 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) GBP 1.00, *multiplied* by (ii) the Early Exercise Percentage in respect of such Valuation Date.

Where "**Early Exercise Percentage**" means, in respect of each Valuation Date (other than the Final Valuation Date), the percentage as set forth in the "Exercise and Valuation Date 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 is scheduled to fall.

18. **Settlement Amount:**

Unless an Automatic Early Exercise Event has occurred on a Valuation Date (other than the Final Valuation Date), or the Certificates are redeemed early, are purchased and cancelled, or are adjusted, in each case in accordance with the Conditions, each Certificate (of the Nominal) shall be redeemed on the Maturity Date and 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 paragraph (i), (ii) or (iii) below, as applicable:

- (i) if the Final Index Level in respect of each Index is equal to or greater than its respective Trigger Level (Final) (as determined by the Calculation Agent), the Settlement Amount payable in respect of each Certificate (of the Nominal) shall be GBP 1.54;
- (ii) if the Final Index Level in respect of any Index is less than its Trigger Level (Final) but the Final Index Level in respect of each Index is greater than its respective Barrier Level (in each case, as determined by the Calculation Agent), the Settlement Amount payable in respect of each Certificate (of the Nominal) shall be the Nominal, i.e., GBP 1.00; or
- (iii) if the Final Index Level in respect of at least one Index is equal to or less 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 an amount in the Settlement Currency determined by the Calculation Agent in accordance with the following formula:

$$\text{GBP } 1.00 \times \text{MUP(Final)}.$$

Where:

"Barrier Level" means, in respect of each Index, 50 per cent. (50%) of the Initial Index Level of such Index, as determined by the Calculation Agent.

"Final Index Level" means, in respect of each Index, the Index Level of such Index on the Final Valuation Date, as determined by the Calculation Agent.

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

"Minimum Underlying Performance (Final)" or

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

"**Trigger Level (Final)**" means, in respect of each Index, 75 per cent. (75%) of the Initial Index Level of such Index, as determined by the Calculation Agent.

"**Underlying Performance**" means, in respect of each Index, an amount determined by the Calculation Agent in accordance with the following formula:

$$\frac{\text{Final Index Level}}{\text{Initial Index Level}}$$

"**Worse Performing Underlying**" means the Index with the lower Underlying Performance, as determined by the Calculation Agent, provided that, in the event that the Indices have the same Underlying Performance, then the Calculation Agent shall determine in its sole and absolute discretion which of such Indices shall be the Worse Performing Underlying, and such Index as so selected shall be deemed the Worse 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 has occurred on a Valuation Date (other than the Final Valuation Date), such Valuation Date, as specified in General Instrument Condition 15 (*Automatic Early Exercise*); or
- (ii) an Automatic Early Exercise Event has not occurred on a Valuation Date (other than the Final Valuation Date), the Final Valuation Date,

provided that the Expiration Date shall not be subject to postponement to the next Business Day and the definition of

"Expiration Date" in General Instrument Condition 2(a) (*Definitions*) shall be amended accordingly.

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| 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

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| 33. Type of Certificates: | The Certificates are Index Linked Instruments – the Index Linked Provisions are applicable. |
| 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 comprising: |

(i) the EURO STOXX 50® Index (Price EUR) (*Bloomberg page: SX5E <Index>; Reuters screen: .STOXX50E; ISIN: EU0009658145*) (the "**SX5E Index**"); and

(ii) the FTSE™ 100 Index (*Bloomberg page: UKX Index; Reuters screen: .FTSE; ISIN: GB0001383545*) ("**UKX**"),

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*).

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| (iii) Type of Index: | In respect of: |
| (i) | the SX5E Index, Multi-Exchange Index; and |
| (ii) | the UKX Index, Unitary Index. |

(iv)	Exchange(s):	In respect of:
		(i) the SX5E Index, as specified in Index Linked Provision 8 (<i>Definitions</i>); and
		(ii) the UKX Index, the London Stock Exchange.
(v)	Related Exchange(s):	In respect of each Index, All Exchanges.
(vi)	Options Exchange:	Not Applicable.
(vii)	Index Sponsor:	In respect of:
		(i) the SX5E Index, STOXX Limited; and
		(ii) the UKX Index, FTSE International Limited.
(viii)	Index Level:	In respect of each Index and any relevant day, the official closing level of such Index, as determined by the Calculation Agent as of the Valuation Time (expressed in: (i) EUR, in the case of the SX5E Index, and (ii) GBP, in the case of the UKX Index) on such day, as calculated and published by the Index Sponsor.
		Where "EUR" shall be as defined at page 5 of the Base Prospectus.
(ix)	Valuation Time:	As specified in Index Linked Provision 8 (<i>Definitions</i>).
(x)	Index-Linked Derivatives Contract Provisions:	Not Applicable.
(xi)	Market Disruption Event / Disrupted Days:	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 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:
- (i) the Initial Valuation Date and each Valuation Date (other than the Final Valuation Date), the second Business Day prior to the Automatic Early Exercise Date immediately following 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 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) May 16, 2013 and ending on (and including) June 14, 2013 ("**Offer Period**"). See further paragraph entitled "Terms and Conditions of the Offer" below.

PURPOSE OF FINAL TERMS

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

RESPONSIBILITY

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

The information set out in 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 an Underlying Asset and its volatility can be obtained from the Reuters screen or Bloomberg page (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 Certificates" of this document. Past performance of an Underlying Asset is not an indication of the future performance of such Underlying Asset.

Neither the Issuer nor the Guarantor has independently verified any such information, and neither accepts any responsibility for errors or omissions contained in such information. For the avoidance of doubt, such information is not incorporated by reference in, and does not form part of, the Base Prospectus or these Final Terms. Prospective purchasers of the Certificates may acquire such further information as they deem necessary in relation to 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 Certificates, investors should form their own view of the merits of the Certificates based upon their own investigations and not in reliance upon the above information.

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

REPRESENTATION

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

Signed on behalf of Goldman Sachs International:

By:

Duly authorised

OTHER INFORMATION

LISTING AND ADMISSION TO TRADING

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

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

INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

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

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 each Index can 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 Agent:

eq-sd-operations@gs.com.

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) May 16, 2013 and ending on (and including) June 14, 2013.
Offer Price:	The Issue Price.
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, June 21, 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 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 A

INFORMATION RELATING TO THE UNDERLYING ASSETS

Information on each Index and its Index Sponsor can be obtained from, in the case of the SX5E Index, <http://www.stoxx.com/>, and, in the case of the UKX Index, [http://www.ftse.com /](http://www.ftse.com/) (but the information appearing on such websites does not form part of these Final Terms).

ANNEX B

DISCLAIMERS

EURO STOXX 50[®] Index (Price EUR)

The EURO STOXX 50[®] Index (Price EUR) (the "**SX5E Index**") is the intellectual property of STOXX Limited, Zurich, Switzerland and/or its licensors ("**Licensors**"), which is used under license. The Securities based on the SX5E Index are in no way sponsored, endorsed, sold or promoted by STOXX and its Licensors and neither STOXX nor its licensors shall have any liability with respect thereto.

FTSE[™] 100 Index

These Securities are not in any way sponsored, endorsed, sold or promoted by FTSE International Limited ("**FTSE**") or by The London Stock Exchange Plc (the "**Exchange**") or by The Financial Times Limited ("**FT**") and neither FTSE or Exchange or FT makes any warranty or representation whatsoever, expressly or impliedly, either as to the results to be obtained from the use of the FTSE[™] 100 Index (the "**UKX Index**") and/or the figure at which the said UKX Index stands at any particular time on any particular day or otherwise. The UKX Index is compiled and calculated solely by FTSE. However, neither FTSE or Exchange or FT shall be liable (whether in negligence or otherwise) to any person for any error in the UKX Index and neither FTSE or Exchange or FT shall be under any obligation to advise any person of any error therein.

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