



**PROSPECTUS SUPPLEMENT NO. 10
TO THE BASE PROSPECTUS DATED 13 JANUARY 2023**

GOLDMAN, SACHS & CO. WERTPAPIER GMBH
(Incorporated with limited liability in Germany)

as Issuer

GOLDMAN SACHS FINANCE CORP INTERNATIONAL LTD
(Incorporated with limited liability in Jersey)

as Issuer

GOLDMAN SACHS INTERNATIONAL
(Incorporated with unlimited liability in England)

as Issuer and, in respect of certain Securities only, as Guarantor

THE GOLDMAN SACHS GROUP, INC.
(A corporation organised under the laws of the State of Delaware)

in respect of certain Securities only, as Guarantor

**SERIES P PROGRAMME FOR THE ISSUANCE OF
WARRANTS, NOTES AND CERTIFICATES**

This Prospectus Supplement

This prospectus supplement (the "**Prospectus Supplement**") to the base prospectus dated 13 January 2023 prepared by Goldman, Sachs & Co. Wertpapier GmbH ("**GSW**") as issuer, Goldman Sachs Finance Corp International Ltd ("**GSFCI**") as issuer, Goldman Sachs International ("**GSI**") as issuer and as guarantor in respect of certain Securities only and The Goldman Sachs Group, Inc. ("**GSG**") as guarantor in respect of certain Securities only (the "**Original Base Prospectus**") under their Series P programme for the issuance of warrants, notes and certificates with respect to the Securities (the "**Programme**"), constitutes a supplement to the Base Prospectus for the purposes of Article 23(1) of Regulation (EU) 2017/1129 (as amended, the "**EU Prospectus Regulation**") and should be read in conjunction with Prospectus Supplement No. 1 to the Original Base Prospectus dated 30 January 2023, Prospectus Supplement No. 2 to the Original Base Prospectus dated 14 February 2023, Prospectus Supplement No. 3 to the Original Base Prospectus dated 15 March 2023, Prospectus Supplement No. 4 to the Original Base Prospectus dated 5 May 2023, Prospectus Supplement No. 5 to the Original Base Prospectus dated 12 May 2023, Prospectus Supplement No. 6 to the Original Base Prospectus dated 12 June 2023, Prospectus Supplement No. 7 to the Original Base Prospectus dated 20 July 2023, Prospectus Supplement No. 8 to the Original Base Prospectus dated 26 July 2023 and Prospectus Supplement No. 9 to the Original Base Prospectus dated 18 August 2023 (the Original Base Prospectus as so supplemented, the "**Base Prospectus**"). On 13 January 2023, the Original Base Prospectus was approved by the *Commission de Surveillance du Secteur Financier* (the "**CSSF**") for the purposes of Article 6 of the Luxembourg Law dated 16 July 2019 on prospectuses for securities and by the Luxembourg Stock Exchange pursuant to the rules and regulations of the Luxembourg Stock Exchange for the Luxembourg Stock Exchange's Euro MTF market.

Terms defined in the Base Prospectus have the same meaning when used in this Prospectus Supplement unless otherwise defined herein. This Prospectus Supplement shall form part of and be read in conjunction with the Base Prospectus.

Right of withdrawal

In accordance with Article 23(2) of the EU Prospectus Regulation, investors in the European Economic Area who have already agreed to purchase or subscribe for Securities issued under the Base Prospectus before this Prospectus Supplement is published and where the Securities have not

yet been delivered to them at the time when the significant new factor, material mistake or material inaccuracy to which this Prospectus Supplement relates, arose or was noted have the right, exercisable until 8 September 2023, which is two working days after the publication of this Prospectus Supplement, to withdraw their acceptances. Investors may contact the relevant Authorised Offeror(s) (as set out in the Final Terms of the relevant Securities) should they wish to exercise such right of withdrawal.

Responsibility

Each of GSI, GSW, GSFCI and GSG accepts responsibility for the information given in this Prospectus Supplement and confirms that, having taken all reasonable care to ensure that such is the case, the information contained in this Prospectus Supplement is, to the best of their knowledge, in accordance with the facts and does not omit anything likely to affect its import.

Purpose of this Prospectus Supplement

The purpose of this Prospectus Supplement is to (a) incorporate by reference GSG's 2023 Second Quarter Form 10-Q (as defined below), and (b) make certain changes to the information in the "*Documents Incorporated by Reference*", "*Autocall Payout Conditions*", "*Coupon Payout Conditions*", "*Payout Conditions*", "*Form of Final Terms (Instruments)*", "*Form of Final Terms (Notes)*", "*Form of Pricing Supplement (Instruments)*", "*Form of Pricing Supplement (Notes)*" and "*General Information*" sections of the Base Prospectus.

This Prospectus Supplement and the document(s) incorporated by reference into this Prospectus Supplement will be available on the website of the Luxembourg Stock Exchange at www.luxse.com.

Information being supplemented

Incorporation by reference

This Prospectus Supplement supplements the Base Prospectus by incorporating by reference the Quarterly Report on Form 10-Q for the second fiscal quarter ended 30 June 2023 of GSG ("**GSG's 2023 Second Quarter Form 10-Q**"), as filed with the U.S. Securities and Exchange Commission ("**SEC**") on 3 August 2023.

A copy of GSG's 2023 Second Quarter Form 10-Q has been filed with the CSSF in its capacity as competent authority under the Luxembourg Law dated 16 July 2019 on prospectuses for securities.

GSG's 2023 Second Quarter Form 10-Q is incorporated by reference into, and forms part of, this Prospectus Supplement, and the information contained in this Prospectus Supplement and GSG's 2023 Second Quarter Form 10-Q shall be deemed to update and, where applicable, supersede any information contained in the Base Prospectus, or any documents incorporated by reference therein.

Amendments and updates to certain information in the Base Prospectus

The Base Prospectus is amended and supplemented as follows:

1. Amendments to the section entitled "Documents Incorporated by Reference**"**

The information in the section entitled "*Documents Incorporated by Reference*" is amended and supplemented by deleting sub-section 4 entitled "*The Goldman Sachs Group, Inc.*" on pages 160 to 163 of the Base Prospectus in its entirety and replacing it with the following:

"4. The Goldman Sachs Group, Inc.

GSG files documents and information with the SEC. The following documents, which have previously been published and filed with the SEC, shall be deemed to be incorporated by reference in, and to form part of, this Base Prospectus:

- (a) The Quarterly Report on Form 10-Q for the second fiscal quarter ended 30 June 2023 of the Goldman Sachs Group, Inc. ("**GSG's 2023 Second Quarter Form 10-Q**"), as filed with the SEC on 3 August 2023 (accessible on <https://www.goldmansachs.com/investor-relations/financials/10q/2023/second-quarter-2023-10-q.pdf>);
- (b) The Quarterly Report on Form 10-Q for the first fiscal quarter ended 31 March 2023 of the Goldman Sachs Group, Inc. ("**GSG's 2023 First Quarter Form 10-Q**"), as filed with the SEC on 4 May 2023 (accessible on <https://www.goldmansachs.com/investor-relations/financials/10q/2023/first-quarter-2023-10-q.pdf>);
- (c) The Current Report on GSG's 18 April 2023 Form 8-K of The Goldman Sachs Group, Inc. ("**GSG's 18 April 2023 Form 8-K**"), including Exhibit 99.1 ("**Exhibit 99.1 to GSG's 18 April 2023 Form 8-K**") as filed with the SEC on 18 April 2023 (accessible on <https://www.goldmansachs.com/investor-relations/financials/8k/2023/8k-04-18-23.pdf>);
- (d) the Proxy Statement relating to GSG's 2023 Annual Meeting of Shareholders on 26 April 2023 ("**GSG's 2023 Proxy Statement**"), as filed with the SEC on 17 March 2023 (accessible on <https://www.goldmansachs.com/investor-relations/financials/proxy-statements/2023/2023-proxy-statement-pdf.pdf>);
- (e) The Annual Report on Form 10-K for the fiscal year ended 31 December 2022 of The Goldman Sachs Group, Inc. ("**GSG's 2022 Form 10-K**"), containing financial statements relating to the fiscal years ended 31 December 2022, 31 December 2021 and 31 December 2020, including Exhibit 21.1, as filed with the U.S. Securities and Exchange Commission on 24 February 2023 (accessible on <https://www.goldmansachs.com/investor-relations/financials/10k/2022/2022-10-k.pdf>);
- (f) The Current Report on GSG's 17 January 2023 Form 8-K of The Goldman Sachs Group, Inc. ("**GSG's 17 January 2023 Form 8-K**"), including Exhibit 99.1 ("**Exhibit 99.1 to GSG's 17 January 2023 Form 8-K**") as filed with the SEC on 17 January 2023 (accessible on <https://www.goldmansachs.com/investor-relations/financials/8k/2023/8k-01-17-23.pdf>);
- (g) The Quarterly Report on Form 10-Q for the third fiscal quarter ended 30 September 2022 of the Goldman Sachs Group, Inc. ("**GSG's 2022 Third Quarter Form 10-Q**"), as filed with the SEC on 3 November 2022 (accessible on <https://www.goldmansachs.com/investor-relations/financials/10q/2022/third-quarter-2022-10-q.pdf>);
- (h) The Current Report on Form 8-K dated 18 October 2022 of The Goldman Sachs Group Inc. ("**GSG's 18 October 2022 Form 8-K**") including Exhibit 99.1 ("**Exhibit 99.1 to GSG's 18 October 2022 Form 8-K**") as filed with the SEC on 18 October 2022 (accessible on <https://www.goldmansachs.com/investor-relations/financials/8k/2022/8k-10-18-22.pdf>);
- (i) The Quarterly Report on Form 10-Q for the second fiscal quarter ended 30 June 2022 of the Goldman Sachs Group, Inc. ("**GSG's 2022 Second Quarter Form 10-Q**"), as filed with the SEC on 3 August 2022 (accessible on <https://www.goldmansachs.com/investor-relations/financials/10q/2022/second-quarter-2022-10-q.pdf>);
- (j) The Current Report on Form 8-K dated 18 July 2022 of The Goldman Sachs Group Inc. ("**GSG's 18 July 2022 Form 8-K**") including Exhibit 99.1 ("**Exhibit 99.1 to GSG's 18 July 2022 Form 8-K**") as filed with the SEC on 18 July 2022

- (accessible on <https://www.goldmansachs.com/investor-relations/financials/8k/2022/8k-07-18-22.pdf>);
- (k) The Quarterly Report on Form 10-Q for the first fiscal quarter ended 31 March 2022 of the Goldman Sachs Group, Inc. ("**GSG's 2022 First Quarter Form 10-Q**"), as filed with the SEC on 29 April 2022 (accessible on <https://www.goldmansachs.com/investor-relations/financials/10q/2022/first-quarter-2022-10-q.pdf>);
- (l) The Current Report on Form 8-K dated 14 April 2022 of The Goldman Sachs Group Inc. ("**GSG's 14 April 2022 Form 8-K**") including Exhibit 99.1 ("**Exhibit 99.1 to GSG's 14 April 2022 Form 8-K**") as filed with the SEC on 14 April 2022 (accessible on <https://www.goldmansachs.com/investor-relations/financials/8k/2022/8k-04-14-22.pdf>);
- (m) The Proxy Statement relating to GSG's 2022 Annual Meeting of Shareholders on 28 April 2022 ("**GSG's 2022 Proxy Statement**"), as filed with the SEC on 18 March 2022 (accessible on <https://www.goldmansachs.com/investor-relations/financials/proxy-statements/2022/2022-proxy-statement-pdf.pdf>); and
- (n) The Annual Report on Form 10-K for the fiscal year ended 31 December 2021 of The Goldman Sachs Group, Inc. ("**GSG's 2021 Form 10-K**"), containing financial statements relating to the fiscal years ended 31 December 2021, 31 December 2020 and 31 December 2019, including Exhibit 21.1, as filed with the U.S. Securities and Exchange Commission on 24 February 2022 (accessible on <https://www.goldmansachs.com/investor-relations/financials/10k/2021/2021-10-k.pdf>).

The following table indicates where information required by the EU PR Regulation is to be disclosed in, and incorporated by reference into, this Base Prospectus can be found in the documents referred to above:

Information required by the EU PR Regulation	Document/Location
Risk factors relating to GSG (<i>Annex 6, Section 3, Item 3.1 of the EU PR Regulation</i>)	GSG's 2022 Form 10-K (Market risks (pp. 29-32), Liquidity risks (pp. 32-34), Credit risks (pp. 35-36), Operational risks (pp. 36-40), Legal and Regulatory risks (pp. 41-48), Competition risks (pp. 48-50) and Market Developments and General Business Environment risks (pp. 50-54))
Information about GSG	
History and development of the company (<i>Annex 6, Section 4, Item 4.1 of the EU PR Regulation</i>)	GSG's 2022 Form 10-K (p. 1)
Details of any recent events particular to GSG and which are to a material extent relevant to an evaluation of GSG's solvency (<i>Annex 6, Section 4, Item 4.1.5 of the EU PR Regulation</i>)	GSG's 2022 Form 10-K (pp. 57-118)
Information on the material changes in GSG's borrowing or funding structure since the last financial year (<i>Annex 6,</i>	GSG's 2022 Form 10-K (pp. 80-83, 123-126, 180-182)

Information required by the EU PR Regulation	Document/Location
<i>Section 4, Item 4.1.7 of the EU PR Regulation</i>	
Description of the expected financing of GSG's activities (<i>Annex 6, Item 4, Item 4.1.8 of the EU PR Regulation</i>)	GSG's 2022 Form 10-K (pp. 80-83)
Business overview	
GSG's principal activities (<i>Annex 6, Section 5, Item 5.1 of the EU PR Regulation</i>)	GSG's 2022 Form 10-K (pp. 1-5, 127)
GSG's principal markets (<i>Annex 6, Section 5, Item 5.1.1 (c) of the EU PR Regulation</i>)	GSG's 2022 Form 10-K (pp. 9-10, 56, 209)
Organisational Structure (<i>Annex 6, Section 6, Items 6.1 and 6.2 of the EU PR Regulation</i>)	GSG's 2022 Form 10-K (p. 34, Exhibit 21.1)
Trend information (<i>Annex 6, Section 7, Items 7.1 and 7.2 of the EU PR Regulation</i>)	GSG's 2023 Second Quarter Form 10-Q (pp. 105-169) GSG's 2022 Form 10-K (pp. 57-118)
Administrative, management and supervisory bodies, including conflicts of interest (<i>Annex 6, Section 9, Items 9.1 and 9.2 of the EU PR Regulation</i>)	GSG's 2023 Proxy Statement (pp. 6-30, 97-99) GSG's 2022 Form 10-K (pp. 24-25)
Beneficial owners of more than five per cent. (<i>Annex 6, Section 10, Item 10.1 of the EU PR Regulation</i>)	GSG's 2023 Proxy Statement (p. 102)
Financial information	
Audited historical financial information for the fiscal years ended 31 December 2022, 31 December 2021 and 31 December 2020 (<i>Annex 6, Section 11, Items 11.1.1 and 11.1.5 of the EU PR Regulation</i>)	GSG's 2022 Form 10-K (pp. 123-231)
Audit report (<i>Annex 6, Section 11, Item 11.1.1 of the EU PR Regulation</i>)	GSG's 2022 Form 10-K (pp. 120-122)
Balance sheet (<i>Annex 6, Section 11, Item 11.1.5 of the EU PR Regulation</i>)	GSG's 2022 Form 10-K (p. 124)
Income statement (<i>Annex 6, Section 11, Item 11.1.5 of the EU PR Regulation</i>)	GSG's 2022 Form 10-K (p. 123)

Information required by the EU PR Regulation	Document/Location
Cash flow statement (<i>Annex 6, Section 11, Item 11.1.5 of the EU PR Regulation</i>)	GSG's 2022 Form 10-K (p. 126)
Accounting policies and explanatory notes (<i>Annex 6, Section 11, Item 11.1.5 of the EU PR Regulation</i>)	GSG's 2022 Form 10-K (pp. 59-62, 127-231)
Unaudited interim and other financial information (<i>Annex 6, Section 11, Item 11.2.1 of the EU PR Regulation</i>)	GSG's 2023 Second Quarter Form 10-Q (pp. 1-102)
Balance sheet (<i>Annex 6, Section 11, Item 11.2.1 of the EU PR Regulation</i>)	GSG's 2023 Second Quarter Form 10-Q (p. 2)
Income statement (<i>Annex 6, Section 11, Item 11.2.1 of the EU PR Regulation</i>)	GSG's 2023 Second Quarter Form 10-Q (p. 1)
Cash flow statement (<i>Annex 6, Section 11, Item 11.2.1 of the EU PR Regulation</i>)	GSG's 2023 Second Quarter Form 10-Q (p. 4)
Accounting policies and explanatory notes (<i>Annex 6, Section 11, Item 11.2.1 of the EU PR Regulation</i>)	GSG's 2023 Second Quarter Form 10-Q (pp. 5-102)
Legal and arbitration proceedings (<i>Annex 6, Section 11, Item 11.4.1 of the EU PR Regulation</i>)	GSG's 2023 Second Quarter Form 10-Q (pp. 88-101)
	GSG's 2022 Form 10-K (pp. 55, 210-223)
Additional information	
Share capital (<i>Annex 6, Section 12, Item 12.1 of the EU PR Regulation</i>)	GSG's 2023 Second Quarter Form 10-Q (pp. 3, 72-74)
	GSG's 2022 Form 10-K (pp. 125, 192-194)
Material contracts	
Material contracts (<i>Annex 6, Section 13, Item 13.1 of the EU PR Regulation</i>)	GSG's 2023 Second Quarter Form 10-Q (pp. 60-63)
	GSG's 2022 Form 10-K (pp. 180-183)
<p>Certain material risks that are specific to the Issuer and/or Guarantor and that may affect the Issuer's and/or Guarantor's ability to fulfil its obligations under the Securities may be described by referring to the relevant sections therein of the above documents incorporated by reference (as applicable). See "<i>Risks relating to GSG</i>" under the section of this Base Prospectus entitled "<i>Risk Factors</i>".</p>	

Any information included in the documents incorporated by reference that is not included in the cross-reference list is not incorporated by reference and is therefore not relevant to an investor (meaning that it is not necessary information to be included in this Base Prospectus pursuant to Article 6(1) of the EU Prospectus Regulation and is not otherwise required to be included under the relevant schedules of the EU Prospectus Regulation).".

2. **Amendments to the section entitled "Coupon Payout Conditions"**

The information in the section entitled "*Coupon Payout Conditions*" is amended and supplemented by:

- (a) inserting the following new Coupon Payout Condition immediately after the Coupon Payout Condition 1.8 (*Inflation Index linked Coupon*) on pages 409 and 410 of the Base Prospectus:

1.9 Basket Multi-Underlying Asset Conditional Coupon

This Coupon Payout Condition 1.9 applies where "Basket Multi-Underlying Asset Conditional Coupon" is specified to apply in the relevant Issue Terms.

If a Basket Multi-Underlying Asset Coupon Event has occurred in respect of a Coupon Observation Date, then a Basket Multi-Underlying Asset Coupon Amount shall be payable in respect of each Security on the Coupon Payment Date corresponding to such Coupon Observation Date. For the avoidance of doubt, if no Basket Multi-Underlying Asset Coupon Event has occurred in respect of a Coupon Observation Date, then no Basket Multi-Underlying Asset Coupon Amount shall be payable in respect of each Security on the Coupon Payment Date corresponding to such Coupon Observation Date."; and

- (b) inserting the following new definitions immediately after the definition of "Averaging Date" in Coupon Payout Condition 2.1 (*Definitions and Interpretation - Definitions*) on page 413 of the Base Prospectus:

"Basket Multi-Underlying Asset Coupon Event" means, in respect of a Coupon Observation Date (and a Basket Multi-Underlying Asset Coupon Event shall be deemed to occur in respect of such Coupon Observation Date if):

- (i) if the relevant Issue Terms specify "Basket of Two Underlying Assets" to be applicable, a Basket Multi-Underlying Asset Coupon Event 1 or a Basket Multi-Underlying Asset Coupon Event 2 has occurred; or
- (ii) if the relevant Issue Terms specify "Basket of Three Underlying Assets" to be applicable, a Basket Multi-Underlying Asset Coupon Event 1 or a Basket Multi-Underlying Asset Coupon Event 2 or a Basket Multi-Underlying Asset Coupon Event 3 has occurred.

"Basket Multi-Underlying Asset Coupon Event 1" means, in respect of a Coupon Observation Date (and a Basket Multi-Underlying Asset Coupon Event 1 is deemed to have occurred in respect of such Coupon Observation Date if), where the relevant Issue Terms specify, as applicable:

- (i) "All Coupon Barrier Reference Values greater than or equal to the Coupon Barrier Level", the Coupon Barrier Reference Value of each Underlying Asset is greater than or equal to its Coupon Barrier Level; or
- (ii) "All Coupon Barrier Reference Values greater than the Coupon Barrier Level", the Coupon Barrier Reference Value of each Underlying Asset is greater than its Coupon Barrier Level.

"Basket Multi-Underlying Asset Coupon Event 2" means, in respect of a Coupon Observation Date (and a Basket Multi-Underlying Asset Coupon Event 2 is deemed to have occurred in respect of such Coupon Observation Date if):

- (i) if the relevant Issue Terms specify "Basket of Two Underlying Assets" to be applicable, and, where the relevant Issue Terms specify, as applicable:
 - (a) "Coupon Barrier Reference Value greater than or equal to the Coupon Barrier Level", the Coupon Barrier Reference Value of one Underlying Asset is greater than or equal to its respective Coupon Barrier Level and the Coupon Barrier Reference Value of the other Underlying Asset is less than its Coupon Barrier Level; or
 - (b) "Coupon Barrier Reference Value greater than the Coupon Barrier Level", the Coupon Barrier Reference Value of one Underlying Asset is greater than its respective Coupon Barrier Level and the Coupon Barrier Reference Value of the other Underlying Asset is less than or equal to its Coupon Barrier Level; or
- (ii) if the relevant Issue Terms specify "Basket of Three Underlying Assets" to be applicable, and, where the relevant Issue Terms specify, as applicable:
 - (a) "Two Coupon Barrier Reference Values greater than or equal to the Coupon Barrier Level", the Coupon Barrier Reference Value of any two Underlying Assets is greater than or equal to its respective Coupon Barrier Level and the Coupon Barrier Reference Value of the third Underlying Asset is less than its respective Coupon Barrier Level; or
 - (b) "Two Coupon Barrier Reference Values greater than the Coupon Barrier Level", the Coupon Barrier Reference Value of any two Underlying Assets is greater than to its respective Coupon Barrier Level and the Coupon Barrier Reference Value of the third Underlying Asset is less than or equal to its respective Coupon Barrier Level.

"Basket Multi-Underlying Asset Coupon Event 3" means, in respect of a Coupon Observation Date (and a Basket Multi-Underlying Asset Coupon Event 3 is deemed to have occurred in respect of such Coupon Observation Date if), and only if the relevant Issue Terms specify "Basket of Three Underlying Assets" to be applicable, where the relevant Issue Terms specify, as applicable:

- (i) "One Coupon Barrier Reference Value greater than or equal to the Coupon Barrier Level", the Coupon Barrier Reference Value of one Underlying Asset only is greater than or equal to its Coupon Barrier Level; or
- (ii) "One Coupon Barrier Reference Value greater than the Coupon Barrier Level", the Coupon Barrier Reference Value of one Underlying Asset only is greater than its Coupon Barrier Level.

"Basket Multi-Underlying Asset Coupon Value 1" means the amount specified as such in the relevant Issue Terms.

"Basket Multi-Underlying Asset Coupon Value 2" means the amount specified as such in the relevant Issue Terms.

"Basket Multi-Underlying Asset Coupon Value 3" means the amount specified as such in the relevant Issue Terms.

"Basket Multi-Underlying Asset Coupon Amount" means, in respect of a Coupon Observation Date, an amount in the Relevant Currency calculated by the Calculation Agent in accordance with the following formula:

$$(CA \times BMUACV)$$

"Basket Multi-Underlying Asset Coupon Value" or **"BMUACV"** means, in respect of a Coupon Observation Date:

- (i) if the Basket Multi-Underlying Asset Coupon Event 1 has occurred, Basket Multi-Underlying Asset Coupon Value 1; or
- (ii) if the Basket Multi-Underlying Asset Coupon Event 2 has occurred, Basket Multi-Underlying Asset Coupon Value 2; or
- (iii) if the Basket Multi-Underlying Asset Coupon Event 3 has occurred, Basket Multi-Underlying Asset Coupon Value 3."

3. **Amendments to the section entitled "Autocall Payout Conditions"**

The information in the section entitled "*Autocall Payout Conditions*" is amended and supplemented by deleting the definition of "Autocall Level" in Autocall Payout Condition 2.1 (*Definitions and Interpretation - Definitions*) on page 434 of the Base Prospectus in its entirety and replacing it with the following:

"Autocall Level" means, if the relevant Issue Terms specify the Autocall Reference Value for an Autocall Observation Date to be:

- (i) "Autocall Closing Price" or "Autocall Average Price", in respect of an Underlying Asset, the amount specified in the relevant Issue Terms as the "Autocall Level" for such Autocall Observation Date corresponding to the Underlying Asset, or a percentage of the Asset Initial Price of the Underlying Asset specified in the relevant Issue Terms as the "Autocall Level" for such Autocall Observation Date corresponding to the Underlying Asset (or both); or
- (ii) "Autocall Basket Value" or "Autocall Basket Dispersion Value", in respect of an Asset Basket, the value (which may be expressed as a percentage or decimal) specified as the "Autocall Level" for such Autocall Observation Date in the relevant Issue Terms; or
- (iii) "Autocall Asset Performance", in respect of an Underlying Asset, the value (which may be expressed as a percentage or decimal) specified in the relevant Issue Terms as the "Autocall Level" for such Autocall Observation Date corresponding to such Underlying Asset, provided that if:
 - (A) "Autocall Level Comparative Method" is specified in the relevant Issue Terms as applicable in respect of such Autocall Observation Date, the Autocall Level for such Autocall Observation Date shall be the greater of (1) the Autocall Asset Comparative Performance of such Underlying Asset and (2) the Autocall Level Floor for such Autocall Observation Date; or
 - (B) "Autocall Level Preceding Performance Method" is specified in the relevant Issue Terms as applicable in respect of such Autocall Observation Date:
 - (1) where the Securities relate to a single Underlying Asset, the Autocall Level for such Autocall Observation Date shall be the greater of (y) the Autocall Asset Performance of such Underlying Asset in respect of the Autocall Observation Date immediately preceding such Autocall Observation Date, and (z) the Autocall Level Floor for such Autocall Observation Date, provided that if such Autocall Observation Date is the first Autocall Observation Date, then Autocall Level for such Autocall Observation Date means the value (which may be expressed as a percentage or decimal) specified in the relevant Issue Terms as the "Autocall Level" for such first Autocall Observation Date; or
 - (2) where the Securities relate to an Asset Basket, the Autocall Level for such Autocall Observation Date shall be the greater of (y) the Autocall Asset

Performance of the Autocall Worst Performing Asset in respect of the Autocall Observation Date immediately preceding such Autocall Observation Date, and (z) the Autocall Level Floor for such Autocall Observation Date, provided that if such Autocall Observation Date is the first Autocall Observation Date, then Autocall Level for such Autocall Observation Date means the value (which may be expressed as a percentage or decimal) specified in the relevant Issue Terms as the "Autocall Level" for such first Autocall Observation Date."

4. Amendments to the section entitled "Payout Conditions"

The information in the section entitled "*Payout Conditions*" is amended and supplemented by:

- (a) deleting the definition of "Trigger Level" in Payout Condition 3 (*Trigger Event Conditions*) on pages 458 and 459 of the Base Prospectus in its entirety and replacing it with the following:

""**Trigger Level**" means, if the relevant Issue Terms specify the Trigger Reference Value to be:

- (a) "Trigger Closing Price", "Trigger Average Price" or "Trigger Intraday Price", in respect of an Underlying Asset, the amount specified in the relevant Issue Terms as the "Trigger Level" corresponding to the Underlying Asset, or a percentage value of the Asset Initial Price of the Underlying Asset specified in the relevant Issue Terms as the "Trigger Level" corresponding to the Underlying Asset (or both); or
- (b) "Trigger Worst Closing Price", in respect of the Underlying Asset that is the Trigger Worst Performing Asset, the amount specified in the relevant Issue Terms as the "Trigger Level" corresponding to such Underlying Asset, or a percentage value of the Asset Initial Price of such Underlying Asset specified in the relevant Issue Terms as the "Trigger Level" corresponding to such Underlying Asset (or both); or
- (c) "Trigger Best Closing Price", in respect of the Underlying Asset that is the Trigger Best Performing Asset, the amount specified in the relevant Issue Terms as the "Trigger Level" corresponding to such Underlying Asset, or a percentage value of the Asset Initial Price of such Underlying Asset specified in the relevant Issue Terms as the "Trigger Level" corresponding to such Underlying Asset (or both); or
- (d) "Trigger Basket Value", in respect of an Asset Basket, the value (which may be expressed as a percentage or decimal) specified in the relevant Issue Terms as the "Trigger Level"; or
- (e) "Trigger Asset Performance", in respect of an Underlying Asset, the value (which may be expressed as a percentage or decimal) specified in the relevant Issue Terms as the "Trigger Level", provided that if "Trigger Level Comparative Method" is specified as applicable in the Issue Terms, the Trigger Level shall be the greater of (y) the Trigger Asset Comparative Performance of such Underlying Asset and (z) the Trigger Level Floor; or
- (f) "Trigger Worst Asset Performance", in respect of the Underlying Asset that is the Trigger Worst Performing Asset, the value (which may be expressed as a percentage or decimal) specified in the relevant Issue Terms as the "Trigger Level" corresponding to such Underlying Asset, provided that if:
- (A) "Trigger Level Comparative Method" is specified as applicable in the Issue Terms, the Trigger Level shall be the greater of (y) the Trigger Asset Comparative Performance of such Underlying Asset and (z) the Trigger Level Floor; or
- (B) "Trigger Level Preceding Worst Performance Method" is specified as applicable in the Issue Terms, the Trigger Level shall be the greater of (y) the

Trigger Asset Comparative Performance of the Trigger Asset Comparative Price Observation Date Worst Performing Asset and (z) the Trigger Level Floor; or

- (g) "Trigger Best Asset Performance", in respect of the Underlying Asset that is the Trigger Best Performing Asset on any relevant date, the value (which may be expressed as a percentage or decimal) specified in the relevant Issue Terms as the "Trigger Level" corresponding to such Underlying Asset provided that if "Trigger Level Comparative Method" is specified as applicable in the Issue Terms, the Trigger Level shall be the greater of (y) the Trigger Asset Comparative Performance of such Underlying Asset and (z) the Trigger Level Floor."; and
- (b) inserting the following new definition immediately after the definition of "Trigger Asset Comparative Price Observation Date" in Payout Condition 3 (*Trigger Event Conditions*) on page 458 of the Base Prospectus:

"Trigger Asset Comparative Price Observation Date Worst Performing Asset" means the Underlying Asset with the lowest Trigger Asset Comparative Performance, as determined by the Calculation Agent. In the event that two or more Underlying Assets have the same lowest Trigger Asset Comparative Performance, then the Calculation Agent shall determine in its sole and absolute discretion which of such Underlying Assets shall be the Trigger Asset Comparative Price Observation Date Worst Performing Asset, and such Underlying Asset as so selected shall be deemed the Trigger Asset Comparative Price Observation Date Worst Performing Asset."

5. **Amendments to the section entitled "Form of Final Terms (Instruments)"**

The information in the section entitled "*Form of Final Terms (Instruments)*" is amended and supplemented by:

- (a) deleting paragraph 21 (*Interest Basis*) on page 786 and page 787 of the Base Prospectus in its entirety and replacing it with the following:

21. Interest Basis: [[[●] per cent.] Fixed Rate] [and] [[LIBOR/EURIBOR/[●] (*specify other*)] [+/-[●] per cent.] Floating Rate] [and] [Alternative Fixed Coupon] [and] [Conditional Coupon] [and] [Range Accrual Coupon] [and] [Performance Coupon] [Dropback Security] [Inflation Index Linked Coupon] [Basket Multi-Underlying Asset Conditional Coupon] [Not Applicable] [subject as provided in the Coupon Payout Conditions].

[(i)] [Fixed/Floating] Interest [Issue Date] [[[●] (*Specify*)] [Not Commencement Date: Applicable].

[(ii)] [Fixed/Floating] Interest [Issue Date] [The [date on which the] Commencement Date: Interest Payment Date scheduled to fall on] [●] [is scheduled to fall]] [[●] (*Specify*)] [Not Applicable].

- (b) inserting the following new paragraph immediately after paragraph 34 (*Inflation Index linked Coupon (Coupon Payout Condition 1.8)*) on pages 816 and 817 of the Base Prospectus (and all subsequent paragraphs shall be re-numbered accordingly):

- 35. Basket Multi-Underlying Asset Conditional Coupon (Coupon Payout Condition 1.9):** [Applicable] / [Not Applicable]. *(If Not Applicable, delete the remaining subparagraphs of this paragraph)*
- (i) Basket of Two Underlying Assets: [Applicable] [Not Applicable].
- (ii) Basket of Three Underlying Assets: [Applicable] [Not Applicable].
- (iii) Basket Multi-Underlying Asset Coupon Event 1: Applicable, for the purposes of the definition of "Basket Multi-Underlying Asset Coupon Event 1" in the Coupon Payout Conditions, All Coupon Barrier Reference Values greater than [or equal to] the Coupon Barrier Level is applicable in respect of each Coupon Observation Date.
- (iv) Basket Multi-Underlying Asset Coupon Event 2: Applicable, for the purposes of the definition of "Basket Multi-Underlying Asset Coupon Event 2" in the Coupon Payout Conditions, [Coupon Barrier Reference Value greater than [or equal to] the Coupon Barrier Level] / [Two Coupon Barrier Reference Values greater than [or equal to] the Coupon Barrier Level] is applicable in respect of each Coupon Observation Date.
- (v) Basket Multi-Underlying Asset Coupon Event 3: [Applicable, for the purposes of the definition of "Basket Multi-Underlying Asset Coupon Event 3" in the Coupon Payout Conditions, One Coupon Barrier Reference Value greater than [or equal to] the Coupon Barrier Level is applicable in respect of each Coupon Observation Date] [Not Applicable]. *(Specify as "Not Applicable" if "Basket of Two Underlying Assets" is specified as "Applicable")*
- (vi) Basket Multi-Underlying Asset Coupon Value 1: [In respect of each Coupon Observation Date] [●] *(specify amount)* [In respect of a Coupon Observation Date, the amount set forth in the Basket Multi-Underlying Asset Conditional Coupon Table in the column entitled "Basket Multi-Underlying Asset Coupon Value 1" in the row corresponding to such Coupon Observation Date].
- (vii) Basket Multi-Underlying Asset Coupon Value 2: [In respect of each Coupon Observation Date] [●] *(specify amount)* [In respect of a Coupon Observation Date, the amount set forth in the Basket Multi-Underlying Asset Conditional Coupon Table in the column entitled "Basket Multi-Underlying Asset Coupon Value 2" in the row corresponding to such Coupon Observation Date].
- (viii) Basket Multi-Underlying Asset Coupon Value 3: [In respect of each Coupon Observation Date] [●] *(specify amount)* [In respect of a Coupon Observation Date, the amount set forth in the Basket Multi-Underlying Asset Conditional Coupon Table in the column entitled "Basket Multi-Underlying Asset Coupon Value 3" in the row corresponding to such Coupon Observation Date].

- Value 3: Coupon Observation Date, the amount set forth in the Basket Multi-Underlying Asset Conditional Coupon Table in the column entitled "Basket Multi-Underlying Asset Coupon Value 3" in the row corresponding to such Coupon Observation Date] [Not Applicable]. (*Specify as "Not Applicable" if "Basket of Two Underlying Assets" is specified as "Applicable"*)
- (ix) Coupon Barrier Reference Value: [Coupon Barrier Closing Price] [Coupon Barrier Asset Performance] [Coupon Barrier Intraday Price] [In respect of a Coupon Observation Date, the Coupon Barrier Reference Value applicable to such Coupon Observation Date is set forth in the Basket Multi-Underlying Asset Conditional Coupon Table in the column "Coupon Barrier Reference Value" in the row corresponding to such Coupon Observation Date].
- (x) Coupon Barrier Level: In respect of each Underlying Asset and each Coupon Observation Date,] [●] (*specify amount*)[, being] [[●] per cent. of the Asset Initial Price] [of such Underlying Asset] [In respect of a Coupon Observation Date and an Underlying Asset, the amount set forth for the Underlying Asset in the Basket Multi-Underlying Asset Conditional Coupon Table in the column entitled "Coupon Barrier Level" in the row corresponding to the Coupon Observation Date.
- (xi) Coupon Observation Date: [The Valuation Date(s) scheduled to fall on] [●] (*specify dates*) [Each date set forth in the Basket Multi-Underlying Asset Conditional Coupon Table in the column entitled "Coupon Observation Date"].
- (xii) Coupon Payment Date: [●] (*specify date*) [In respect of a Coupon Observation Date, the date set forth in the Basket Multi-Underlying Asset Conditional Coupon Table in the column entitled "Coupon Payment Date" in the row corresponding to such Coupon Observation Date] [Maturity Date] [Not Applicable].
- [The Coupon Payment Date shall be:
- (i) the Autocall Payment Date following the first Autocall Observation Date (if any) on which an Autocall Event occurs; or

- (ii) if no Autocall Event occurs on any Autocall Observation Date, the Maturity Date].

(If Not Applicable, delete the remaining subparagraph of this paragraph)

- (a) First Coupon Payment Date Specific Adjustment: [Applicable in respect of] [the Coupon Payment Dates scheduled to fall on [●] *(specify dates)*] [each Coupon Payment Date other than the Maturity Date] [each Coupon Payment Date set forth in the Basket Multi-Underlying Asset Conditional Coupon Table in respect of which the column "Adjusted as a Coupon Payment Date" is specified to be applicable] [Not Applicable]. *(If Not Applicable, delete the remaining subparagraphs of this paragraph)*
 - Specified Number of Business Day(s) for the purposes of "First Coupon Payment Date Specific Adjustment": [●] Business Day[s] following the [Scheduled Coupon Observation Date] [Relevant Coupon Payment Determination Date].
 - Relevant Coupon Payment Determination Date: The [Latest Reference Date in respect of] the [Coupon Observation Date [corresponding to/immediately preceding] such Coupon Payment Date] [●] *(specify other date)* [Not Applicable].
- (b) Second Coupon Payment Date Specific Adjustment: [Applicable in respect of] [the Coupon Payment Dates scheduled to fall on [●] *(specify dates)*] [each Coupon Payment Date other than the Maturity Date] [each Coupon Payment Date set forth in the Basket Multi-Underlying Asset Conditional Coupon Table in respect of which the column "Adjusted as a Coupon Payment Date" is specified to be applicable] [Not Applicable]. *(If Not Applicable, delete the remaining subparagraphs of this paragraph)*
 - Specified Number of Business Day(s) for the purposes of "Second Coupon Payment Date Specific Adjustment": [●] Business Days.
 - Relevant Coupon Payment Determination Date: The [Latest Reference Date in respect of the] Coupon Observation Date [corresponding to/immediately preceding] such Coupon Payment Date] [●] *(specify other date)* [Not Applicable].

Basket Multi-Underlying Asset Conditional Coupon Table

[Coupon Observation Date]	[Coupon Payment Date]	[Coupon Barrier Reference Value]	[Coupon Barrier Level]	[Adjusted as a Coupon Payment Date]	[Basket Multi-Underlying Asset Coupon Value 1]	[Basket Multi-Underlying Asset Coupon Value 2]	[Basket Multi-Underlying Asset Coupon Value 3]

[The [Valuation Date] scheduled to fall on [●] / (Specify applicable date) (repeat as required)]	(Specify applicable date) [The Maturity Date] (repeat as required)	[Coupon Barrier Closing Price] [Coupon Barrier Asset Performance] [Coupon Barrier Intraday Price] is applicable. (repeat as required)	[In respect of [●],] [Specify amount] [or] [●] per cent of the Asset Initial Price] (repeat as required)	[Applicable] [Not Applicable]	[●] (repeat as required)	[●] (repeat as required)	[●] (repeat as required)
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(c) deleting paragraph 36(iv) (*Autocall Payout Conditions – Autocall Level*) on pages 819 to 820 of the Base Prospectus in its entirety and replacing it with the following:

(iv) Autocall Level: [In respect of each Autocall Observation Date and [the/each] Underlying Asset,] [(specify Underlying Asset)] [●] (specify amount)[, being] [[●] of the Asset Initial Price] [of such Underlying Asset] [(repeat for each Underlying Asset as required)] [In respect of an Autocall Observation Date [and an Underlying Asset], the [value] [percentage of the Asset Initial Price of such Underlying Asset] set forth in the Autocall Table in the column "Autocall Level" in the row corresponding to such Autocall Observation Date] [Not Applicable].

– Autocall Level Comparative Method: [Applicable in respect of [[each/the] Autocall Observation Date[s] [falling on the Valuation Date[s] scheduled to fall on [●]]] [Autocall Level Comparative Method is applicable in respect of each Autocall Observation Date as set forth in the Autocall Table in the column "Autocall Level" in the row corresponding to such Autocall Observation Date] [Not Applicable].

(delete the following sub-paragraphs if "Autocall Level Comparative Method" is Not Applicable)

○ Autocall Asset Comparative Price Observation Date: The Valuation Date scheduled to fall on [●].

○ Autocall Level Floor: [In respect of [each/the] Autocall Observation Date[s] [falling on the Valuation Date[s] scheduled to fall on [●]]] [●] [In respect of an Autocall Observation Date and each Underlying Asset, the [amount] [percentage] set forth in the Autocall Table in the column "Autocall Level" in the row corresponding to such Autocall Observation Date].

– Autocall Level Preceding Performance Method: [Applicable in respect of [[each/the] Autocall Observation Date[s] [falling on the Valuation Date[s] scheduled to fall on

[•]] [Autocall Level Preceding Performance Method is applicable in respect of each Autocall Observation Date as set forth in the Autocall Table in the column "Autocall Level" in the row corresponding to such Autocall Observation Date] [Not Applicable].

(delete the following sub-paragraphs if "Autocall Level Preceding Performance Method" is Not Applicable)

- Autocall Level Floor: [In respect of [each/the] Autocall Observation Date[s] [falling on the Valuation Date[s] scheduled to fall on [•]] [•] [In respect of an Autocall Observation Date and each Underlying Asset, the [amount] [percentage] set forth in the Autocall Table in the column "Autocall Level Floor" in the row corresponding to such Autocall Observation Date].

(d) deleting the Autocall Table on page 823 of the Base Prospectus in its entirety and replacing it with the following:

AUTOCALL TABLE														
[t	[Autocall Observation Date]	[Set of Autocall Averaging Dates]	[Specified Number of [Scheduled Trading Days/Scheduled Commodity Business Days] for the purposes of ["Set of Autocall Averaging Dates"/"Set of Autocall Pricing Dates"]]	[Underlying Asset]	[Autocall Observation Period Start Date] [(Per AOD)]]	[Autocall Observation Period End Date] [(Per AOD)]]	[Specified Number of [Scheduled Trading Days/Scheduled Commodity Business Days]	[Automatic Early Redemption Date]	[Automatic Early Redemption Specified Day(s)]	[Autocall Event]	[Autocall Reference Value]	[Autocall Level] [TARN Amount]	[Autocall Event Amount]	[Autocall Level Floor]
[•] <i>(repeat as necessary)</i>	[The [Valuation Date / Pricing Date] / [Averaging Date] scheduled to fall on] [•] [Specify applicable date] <i>(repeat as required)</i>	[Applicable] [Not Applicable]	<i>(Please specify)</i>	[•] <i>(repeat as necessary)</i>	The [Initial Reference Date] [Valuation Date/ Pricing Date] scheduled to fall on [•] <i>(repeat as required)</i>	The [Valuation Date/ Pricing Date] scheduled to fall on [•] <i>(repeat as required)</i>	[•] [Scheduled Trading Days] [Scheduled Commodity Business Days]	[Specify applicable dates] <i>(repeat as required)</i>	[Specify applicable dates] <i>(repeat as required)</i>	[Best-of] [Worst-of] [Autocall Reference Value] [less than] [greater than] [or equal to] [[the] [its] Autocall Level]	[Autocall Closing Price] [Autocall Average Price] [Autocall Basket Value] [Autocall Asset Performance] is applicable <i>(repeat as required)</i>	[In respect of [•],] [Specify amount] [or] [•] of the Asset Initial Price] [of such Asset] <i>(repeat as required)</i>	[Specify amount] <i>(repeat as required)</i>	[Specify amount]] <i>(repeat as required)</i>

											[Autocall Event (Inverse) is applicable]	(Inverse) is applicable]	Performance Method] is applicable (repeat as required)		
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(e) deleting paragraph 46(iii) (*Trigger Event Conditions (Payout Condition 3) – Trigger Level*) on page 859 of the Base Prospectus in its entirety and replacing it with the following:

- (iii) Trigger Level: [(specify amount)][, being [●] per cent. of the Asset Initial Price] / [In respect of each Underlying Asset, [●] of the Asset Initial Price] / [In respect of each Underlying Asset, the [value] [percentage of the Asset Initial Price of such Underlying Asset] set forth in the Barrier and Trigger Table in the column entitled "Trigger Level" in the row corresponding to such Underlying Asset].

- Trigger Level Comparative Method: [Not Applicable] [Applicable]
 - (delete the following sub-paragraphs if "Trigger Level Comparative Method" is Not Applicable)
 - Trigger Asset Comparative Price Observation Date: The Valuation Date scheduled to fall on [●].
 - Trigger Level Floor: [In respect of [the/each] Underlying Asset,] [●] [In respect of each Underlying Asset, the [amount] [percentage] set forth in the Barrier and Trigger Table in the column entitled "Trigger Level Floor" in the row corresponding to such Underlying Asset].

- Trigger Level Preceding Worst Performance Method: [Not Applicable] [Applicable]
 - (delete the following sub-paragraphs if "Trigger Level Preceding Worst Performance Method" is Not Applicable)
 - Trigger Asset Comparative Price Observation Date: The Valuation Date scheduled to fall on [●].
 - Trigger Level Floor: [In respect of [the/each] Underlying Asset,] [●] [In respect of each Underlying Asset, the [amount] [percentage] set forth in the Barrier and Trigger Table in the column entitled "Trigger Level Floor" in the row corresponding to such Underlying Asset].

6. **Amendments to the section entitled "Form of Final Terms (Notes)"**

The information in the section entitled "*Form of Final Terms (Notes)*" is amended and supplemented by:

- (a) deleting paragraph 22 (*Interest Basis*) on page 925 and page 926 of the Base Prospectus in its entirety and replacing it with the following:

22. Interest Basis: [[[●] per cent.] Fixed Rate] [and] [[LIBOR/EURIBOR/[●] (*specify other*)] [+/-[●] per cent.] Floating Rate] [and] [Alternative Fixed Coupon] [and] [Conditional Coupon] [and] [Range Accrual Coupon] [and] [Performance Coupon] [Dropback Security] [Inflation Index Linked Coupon] [Basket Multi-Underlying Asset Conditional Coupon] [Not Applicable] [subject as provided in the Coupon Payout Conditions].

[(i)] [Fixed/Floating] Interest [Issue Date] [[[●] (*Specify*)] [Not Commencement Date: Applicable].

[(ii)] [Fixed/Floating] Interest [Issue Date] [The [date on which the] Commencement Date: Interest Payment Date scheduled to fall on] [●] [is scheduled to fall]] [[●] (*Specify*)] [Not Applicable].

- (b) inserting the following new paragraph immediately after paragraph 35 (*Inflation Index linked Coupon (Coupon Payout Condition 1.8)*) on pages 954 and 955 of the Base Prospectus (and all subsequent paragraphs shall be re-numbered accordingly):

36. Basket Multi-Underlying Asset Conditional Coupon (Coupon Payout Condition 1.9): [Applicable] / [Not Applicable]. (*If Not Applicable, delete the remaining subparagraphs of this paragraph*)

(i) Basket of Two Underlying Assets: [Applicable] [Not Applicable].

(ii) Basket of Three Underlying Assets: [Applicable] [Not Applicable].

(iii) Basket Multi-Underlying Asset Coupon Event 1: Applicable, for the purposes of the definition of "Basket Multi-Underlying Asset Coupon Event 1" in the Coupon Payout Conditions, All Coupon Barrier Reference Values greater than [or equal to] the Coupon Barrier Level is applicable in respect of each Coupon Observation Date.

(iv) Basket Multi-Underlying Asset Coupon Event 2: Applicable, for the purposes of the definition of "Basket Multi-Underlying Asset Coupon Event 2" in the Coupon Payout Conditions, [Coupon Barrier Reference Value greater than [or equal to] the Coupon Barrier Level] / [Two Coupon Barrier Reference Values greater than [or equal to] the Coupon Barrier

- Level] is applicable in respect of each Coupon Observation Date.
- (v) Basket Multi-Underlying Asset Coupon Event 3: [Applicable, for the purposes of the definition of "Basket Multi-Underlying Asset Coupon Event 3" in the Coupon Payout Conditions, One Coupon Barrier Reference Value greater than [or equal to] the Coupon Barrier Level is applicable in respect of each Coupon Observation Date] [Not Applicable]. (*Specify as "Not Applicable" if "Basket of Two Underlying Assets" is specified as "Applicable"*)
- (vi) Basket Multi-Underlying Asset Coupon Value 1: [In respect of each Coupon Observation Date] [●] (*specify amount*) [In respect of a Coupon Observation Date, the amount set forth in the Basket Multi-Underlying Asset Conditional Coupon Table in the column entitled "Basket Multi-Underlying Asset Coupon Value 1" in the row corresponding to such Coupon Observation Date].
- (vii) Basket Multi-Underlying Asset Coupon Value 2: [In respect of each Coupon Observation Date] [●] (*specify amount*) [In respect of a Coupon Observation Date, the amount set forth in the Basket Multi-Underlying Asset Conditional Coupon Table in the column entitled "Basket Multi-Underlying Asset Coupon Value 2" in the row corresponding to such Coupon Observation Date].
- (viii) Basket Multi-Underlying Asset Coupon Value 3: [In respect of each Coupon Observation Date] [●] (*specify amount*) [In respect of a Coupon Observation Date, the amount set forth in the Basket Multi-Underlying Asset Conditional Coupon Table in the column entitled "Basket Multi-Underlying Asset Coupon Value 3" in the row corresponding to such Coupon Observation Date] [Not Applicable]. (*Specify as "Not Applicable" if "Basket of Two Underlying Assets" is specified as "Applicable"*)
- (ix) Coupon Barrier Reference Value: [Coupon Barrier Closing Price] [Coupon Barrier Asset Performance] [Coupon Barrier Intraday Price] [In respect of a Coupon Observation Date, the Coupon Barrier Reference Value applicable to such Coupon Observation Date is set forth in the Basket Multi-Underlying Asset Conditional Coupon Table in the column "Coupon Barrier Reference Value" in the row corresponding to such Coupon Observation Date].
- (x) Coupon Barrier Level: In respect of each Underlying Asset and each Coupon Observation Date,] [●] (*specify*

amount)[, being] [] per cent. of the Asset Initial Price [of such Underlying Asset] [In respect of a Coupon Observation Date and an Underlying Asset, the amount set forth for the Underlying Asset in the Basket Multi-Underlying Asset Conditional Coupon Table in the column entitled "Coupon Barrier Level" in the row corresponding to the Coupon Observation Date.

(xi) Coupon Observation Date: [The Valuation Date(s) scheduled to fall on] [] (*specify dates*) [Each date set forth in the Basket Multi-Underlying Asset Conditional Coupon Table in the column entitled "Coupon Observation Date"].

(xii) Coupon Payment Date: [] (*specify date*) [In respect of a Coupon Observation Date, the date set forth in the Basket Multi-Underlying Asset Conditional Coupon Table in the column entitled "Coupon Payment Date" in the row corresponding to such Coupon Observation Date] [Maturity Date] [Not Applicable].

[The Coupon Payment Date shall be:

- (i) the Autocall Payment Date following the first Autocall Observation Date (if any) on which an Autocall Event occurs; or
- (ii) if no Autocall Event occurs on any Autocall Observation Date, the Maturity Date].

(If Not Applicable, delete the remaining subparagraph of this paragraph)

(a) First Coupon Payment Date Specific Adjustment: [Applicable in respect of] [the Coupon Payment Dates scheduled to fall on [] (*specify dates*)] [each Coupon Payment Date other than the Maturity Date] [each Coupon Payment Date set forth in the Basket Multi-Underlying Asset Conditional Coupon Table in respect of which the column "Adjusted as a Coupon Payment Date" is specified to be applicable] [Not Applicable]. *(If Not Applicable, delete the remaining subparagraphs of this paragraph)*

– Specified Number of Business Day(s) for the purposes of "First Coupon Payment Date Specific Adjustment": [] Business Day[s] following the [Scheduled Coupon Observation Date] [Relevant Coupon Payment Determination Date].

– Relevant Coupon Payment Determination Date: The [Latest Reference Date in respect of] the [Coupon Observation Date [corresponding to/immediately preceding] such Coupon

Payment Date] [●] (*specify other date*) [Not Applicable].

- (b) Second Coupon Payment Date Specific Adjustment: [Applicable in respect of] [the Coupon Payment Dates scheduled to fall on [●] (*specify dates*)] [each Coupon Payment Date other than the Maturity Date] [each Coupon Payment Date set forth in the Basket Multi-Underlying Asset Conditional Coupon Table in respect of which the column "Adjusted as a Coupon Payment Date" is specified to be applicable] [Not Applicable]. (*If Not Applicable, delete the remaining subparagraphs of this paragraph*)
- Specified Number of Business Day(s) for the purposes of "Second Coupon Payment Date Specific Adjustment": [●] Business Days.
 - Relevant Coupon Payment Determination Date: The [Latest Reference Date in respect of the] Coupon Observation Date [corresponding to/immediately preceding] such Coupon Payment Date] [●] (*specify other date*) [Not Applicable].

Basket Multi-Underlying Asset Conditional Coupon Table							
[Coupon Observation Date]	[Coupon Payment Date]	[Coupon Barrier Reference Value]	[Coupon Barrier Level]	[Adjusted as a Coupon Payment Date]	[Basket Multi-Underlying Asset Coupon Value 1]	[Basket Multi-Underlying Asset Coupon Value 2]	[Basket Multi-Underlying Asset Coupon Value 3]
[The [Valuation Date] scheduled to fall on [●] (<i>Specify applicable date</i>) (<i>repeat as required</i>)]	(<i>Specify applicable date</i>) [The Maturity Date] (<i>repeat as required</i>)	[Coupon Barrier Closing Price] [Coupon Barrier Asset Performance] [Coupon Barrier Intraday Price] is applicable. (<i>repeat as required</i>)	[In respect of [●],] [<i>Specify amount</i>] [or] [●] per cent. of the Asset Initial Price] (<i>repeat as required</i>)	[Applicable] [Not Applicable]	[●] (<i>repeat as required</i>)	[●] (<i>repeat as required</i>)	[●] (<i>repeat as required</i>)

- (c) deleting paragraph 37(iv) (*Autocall Payout Conditions – Autocall Level*) on pages 957 to 958 of the Base Prospectus in its entirety and replacing it with the following:

- (iv) Autocall Level: [In respect of each Autocall Observation Date and [the/each] Underlying Asset,] [*specify Underlying Asset*] [●] (*specify amount*)[, being] [[●] of the Asset Initial Price] [of such Underlying Asset] [(*repeat for each Underlying Asset as required*)] [In respect of an Autocall Observation Date [and an Underlying Asset], the [value] [percentage of the Asset Initial Price of such Underlying Asset] set forth in the Autocall Table in the column "Autocall Level" in the row corresponding to such Autocall Observation Date] [Not Applicable].

- Autocall Level Comparative Method: [Applicable in respect of [[each/the] Autocall Observation Date[s] [falling on the Valuation Date[s] scheduled to fall on [●]]] [Autocall Level Comparative Method is applicable in respect of each Autocall Observation Date as set forth in the Autocall Table in the column "Autocall Level" in the row corresponding to such Autocall Observation Date] [Not Applicable].

(delete the following sub-paragraphs if "Autocall Level Comparative Method" is Not Applicable)

- o Autocall Asset Comparative Price Observation Date: The Valuation Date scheduled to fall on [●].
- o Autocall Level Floor: [In respect of [each/the] Autocall Observation Date[s] [falling on the Valuation Date[s] scheduled to fall on [●]]] [●] [In respect of an Autocall Observation Date and each Underlying Asset, the [amount] [percentage] set forth in the Autocall Table in the column "Autocall Level" in the row corresponding to such Autocall Observation Date].

- Autocall Level Preceding Performance Method: [Applicable in respect of [[each/the] Autocall Observation Date[s] [falling on the Valuation Date[s] scheduled to fall on [●]]] [Autocall Level Preceding Performance Method is applicable in respect of each Autocall Observation Date as set forth in the Autocall Table in the column "Autocall Level" in the row corresponding to such Autocall Observation Date] [Not Applicable].

(delete the following sub-paragraphs if "Autocall Level Preceding Performance Method" is Not Applicable)

- o Autocall Level Floor: [In respect of [each/the] Autocall Observation Date[s] [falling on the Valuation Date[s] scheduled to fall on [●]]] [●] [In respect of an Autocall Observation Date and each Underlying Asset, the [amount] [percentage] set forth in the Autocall Table in the column "Autocall Level Floor" in the row corresponding to such Autocall Observation Date].

- (d) deleting the Autocall Table on pages 960 to 961 of the Base Prospectus in its entirety and replacing it with the following:

AUTOCALL TABLE														
[t	[Autocall Observation Date]	[Set of Autocall Averaging Dates]	[Specified Number of [Scheduled Trading Days/Scheduled Commodity Business Days] for the purposes of ["Set of Autocall Averaging Dates"/"Set of Autocall Pricing Dates"]]	[Underlying Asset]	[Autocall Observation Period Start Date] [(Per AOD)]]	[Autocall Observation Period End Date] [(Per AOD)]]	[Specified Number of [Scheduled Trading Days/Scheduled Commodity Business Days]]	[Automatic Early Redemption Date]	[Automatic Early Redemption Specified Day(s)]	[Autocall Event]	[Autocall Reference Value]	[Autocall Level] [TARN Amount]	[Autocall Event Amount]	[Autocall Level Floor]
[●] (repeat as necessary)	[The [Valuation Date / Pricing Date] / [Averaging Date] scheduled to fall on] [●] [Specify applicable date] (repeat as required)	[Applicable] / [Not Applicable]	(Please specify)	[●] (repeat as necessary)	The [Initial Reference Date] [Valuation Date/ Pricing Date] scheduled to fall on [●] (repeat as required) [Applicable] / [Not Applicable]	The [Valuation Date/ Pricing Date] scheduled to fall on [●] (repeat as required) [Specify amount] (repeat as required)	[●] [Scheduled Trading Days] [Scheduled Commodity Business Days]	[Specify applicable dates] (repeat as required)	[Specify applicable dates] (repeat as required)	[Best-of] [Worst-of] [Autocall Reference Value] [less than] [greater than] [or equal to] [(the) [its] [Autocall Level]] [Targeted Accrual Autocall] is applicable (repeat as required) [Autocall Reference Value (Inverse) is applicable]	[Autocall Closing Price] [Autocall Average Price] [Autocall Basket Value] [Autocall Asset Performance] is applicable (repeat as required) [Autocall Reference Value (Inverse) is applicable]	[In respect of [●],] [Specify amount] [or] [(●) of the Asset Initial Price] [of such Asset] (repeat as required) [Autocall Level Comparative Method] [Autocall Level Preceding Performance Method] is applicable (repeat as required)	[Specify amount] (repeat as required)	[Specify amount] (repeat as required)

- (e) deleting paragraph 49(iii) (Trigger Event Conditions (Payout Condition 3) – Trigger Level) on page 995 of the Base Prospectus in its entirety and replacing it with the following:

(iii) Trigger Level: [(specify amount)], being [●] per cent. of the Asset Initial Price] / [In respect of each Underlying Asset, [●] of the Asset Initial Price] / [In respect of each Underlying Asset, the [value] [percentage of the Asset Initial Price of such Underlying Asset] set forth in the Barrier and Trigger Table in the column entitled "Trigger Level" in the row corresponding to such Underlying Asset].

– Trigger Level Comparative Method: [Not Applicable] [Applicable]

(delete the following sub-paragraphs if "Trigger Level Comparative Method" is Not Applicable)

- Trigger Asset Comparative Price Observation Date: The Valuation Date scheduled to fall on [●].
- Trigger Level Floor: [In respect of [the/each] Underlying Asset,] [●] [In respect of each Underlying Asset, the [amount] [percentage] set forth in the Barrier and Trigger Table in the column entitled "Trigger Level Floor" in the row corresponding to such Underlying Asset].
- Trigger Level Preceding Worst Performance Method: [Not Applicable] [Applicable] *(delete the following sub-paragraphs if "Trigger Level Preceding Worst Performance Method" is Not Applicable)*
 - Trigger Asset Comparative Price Observation Date: The Valuation Date scheduled to fall on [●].
 - Trigger Level Floor: [In respect of [the/each] Underlying Asset,] [●] [In respect of each Underlying Asset, the [amount] [percentage] set forth in the Barrier and Trigger Table in the column entitled "Trigger Level Floor" in the row corresponding to such Underlying Asset].

7. Amendments to the section entitled "Form of Pricing Supplement (Instruments)"

The information in the section entitled "Form of Pricing Supplement (Instruments)" is amended and supplemented by:

- (a) deleting paragraph 20 (*Interest Basis*) on page 1056 of the Base Prospectus in its entirety and replacing it with the following:

20. Interest Basis:

[[[●] per cent.] Fixed Rate] [and] [[LIBOR/EURIBOR/[●] (*specify other*)] [+/-[●] per cent.] Floating Rate] [and] [Alternative Fixed Coupon] [and] [Conditional Coupon] [and] [Range Accrual Coupon] [and] [Performance Coupon] [Dropback Security] [Inflation Index Linked Coupon] [Basket Multi-Underlying Asset Conditional Coupon] [Not Applicable] [subject as provided in the Coupon Payout Conditions].

- [(i)] [Fixed/Floating] Interest [Issue Date] [[[●] (*Specify*)] [Not Commencement Date: Applicable].

- [(ii) [Fixed/Floating] Interest [Issue Date] [The [date on which the] Commencement Date: Interest Payment Date scheduled to fall on] [●] [is scheduled to fall]] [[●] (*Specify*)] [Not Applicable].
- (b) inserting the following new paragraph immediately after paragraph 31 (*Inflation Index linked Coupon (Coupon Payout Condition 1.8)*) on pages 1081 and 1082 of the Base Prospectus (and all subsequent paragraphs shall be re-numbered accordingly):
- 32. Basket Multi-Underlying Asset Conditional Coupon (Coupon Payout Condition 1.9):** [Applicable] / [Not Applicable]. (*If Not Applicable, delete the remaining sub-paragraphs of this paragraph*)
- (i) Basket of Two Underlying Assets: [Applicable] [Not Applicable].
- (ii) Basket of Three Underlying Assets: [Applicable] [Not Applicable].
- (iii) Basket Multi-Underlying Asset Coupon Event 1: Applicable, for the purposes of the definition of "Basket Multi-Underlying Asset Coupon Event 1" in the Coupon Payout Conditions, All Coupon Barrier Reference Values greater than [or equal to] the Coupon Barrier Level is applicable in respect of each Coupon Observation Date.
- (iv) Basket Multi-Underlying Asset Coupon Event 2: Applicable, for the purposes of the definition of "Basket Multi-Underlying Asset Coupon Event 2" in the Coupon Payout Conditions, [Coupon Barrier Reference Value greater than [or equal to] the Coupon Barrier Level] / [Two Coupon Barrier Reference Values greater than [or equal to] the Coupon Barrier Level] is applicable in respect of each Coupon Observation Date.
- (v) Basket Multi-Underlying Asset Coupon Event 3: [Applicable, for the purposes of the definition of "Basket Multi-Underlying Asset Coupon Event 3" in the Coupon Payout Conditions, One Coupon Barrier Reference Value greater than [or equal to] the Coupon Barrier Level is applicable in respect of each Coupon Observation Date] [Not Applicable]. (*Specify as "Not Applicable" if "Basket of Two Underlying Assets" is specified as "Applicable"*)
- (vi) Basket Multi-Underlying Asset Coupon Value 1: [In respect of each Coupon Observation Date] [●] (*specify amount*) [In respect of a Coupon Observation Date, the amount set forth in the Basket Multi-Underlying Asset Conditional Coupon Table in the column entitled "Basket Multi-Underlying Asset Coupon Value 1" in the row corresponding to such Coupon Observation Date].

- (vii) Basket Multi-Underlying Asset Coupon Value 2: [In respect of each Coupon Observation Date] [●] (*specify amount*) [In respect of a Coupon Observation Date, the amount set forth in the Basket Multi-Underlying Asset Conditional Coupon Table in the column entitled "Basket Multi-Underlying Asset Coupon Value 2" in the row corresponding to such Coupon Observation Date].
- (viii) Basket Multi-Underlying Asset Coupon Value 3: [In respect of each Coupon Observation Date] [●] (*specify amount*) [In respect of a Coupon Observation Date, the amount set forth in the Basket Multi-Underlying Asset Conditional Coupon Table in the column entitled "Basket Multi-Underlying Asset Coupon Value 3" in the row corresponding to such Coupon Observation Date] [Not Applicable]. (*Specify as "Not Applicable" if "Basket of Two Underlying Assets" is specified as "Applicable"*)
- (ix) Coupon Barrier Reference Value: [Coupon Barrier Closing Price] [Coupon Barrier Asset Performance] [Coupon Barrier Intraday Price] [In respect of a Coupon Observation Date, the Coupon Barrier Reference Value applicable to such Coupon Observation Date is set forth in the Basket Multi-Underlying Asset Conditional Coupon Table in the column "Coupon Barrier Reference Value" in the row corresponding to such Coupon Observation Date].
- (x) Coupon Barrier Level: In respect of each Underlying Asset and each Coupon Observation Date, [●] (*specify amount*), being [●] per cent. of the Asset Initial Price [of such Underlying Asset] [In respect of a Coupon Observation Date and an Underlying Asset, the amount set forth for the Underlying Asset in the Basket Multi-Underlying Asset Conditional Coupon Table in the column entitled "Coupon Barrier Level" in the row corresponding to the Coupon Observation Date.
- (xi) Coupon Observation Date: [The Valuation Date(s) scheduled to fall on] [●] (*specify dates*) [Each date set forth in the Basket Multi-Underlying Asset Conditional Coupon Table in the column entitled "Coupon Observation Date"].
- (xii) Coupon Payment Date: [●] (*specify date*) [In respect of a Coupon Observation Date, the date set forth in the Basket Multi-Underlying Asset Conditional Coupon Table in the column entitled "Coupon Payment Date" in the row

corresponding to such Coupon Observation Date] [Maturity Date] [Not Applicable].

[The Coupon Payment Date shall be:

- (i) the Autocall Payment Date following the first Autocall Observation Date (if any) on which an Autocall Event occurs; or
- (ii) if no Autocall Event occurs on any Autocall Observation Date, the Maturity Date].

(If Not Applicable, delete the remaining subparagraph of this paragraph)

- (a) First Coupon Payment Date Specific Adjustment: [Applicable in respect of] [the Coupon Payment Dates scheduled to fall on [●] (*specify dates*)] [each Coupon Payment Date other than the Maturity Date] [each Coupon Payment Date set forth in the Basket Multi-Underlying Asset Conditional Coupon Table in respect of which the column "Adjusted as a Coupon Payment Date" is specified to be applicable] [Not Applicable]. (*If Not Applicable, delete the remaining subparagraphs of this paragraph*)
 - Specified Number of Business Day(s) for the purposes of "First Coupon Payment Date Specific Adjustment": [●] Business Day[s] following the [Scheduled Coupon Observation Date] [Relevant Coupon Payment Determination Date].
 - Relevant Coupon Payment Determination Date: The [Latest Reference Date in respect of] the [Coupon Observation Date [corresponding to/immediately preceding] such Coupon Payment Date] [●] (*specify other date*) [Not Applicable].
- (b) Second Coupon Payment Date Specific Adjustment: [Applicable in respect of] [the Coupon Payment Dates scheduled to fall on [●] (*specify dates*)] [each Coupon Payment Date other than the Maturity Date] [each Coupon Payment Date set forth in the Basket Multi-Underlying Asset Conditional Coupon Table in respect of which the column "Adjusted as a Coupon Payment Date" is specified to be applicable] [Not Applicable]. (*If Not Applicable, delete the remaining subparagraphs of this paragraph*)
 - Specified Number of Business Day(s) for the purposes of "Second Coupon Payment Date Specific Adjustment": [●] Business Days.
 - Relevant Coupon Payment Determination Date: The [Latest Reference Date in respect of] the [Coupon Observation Date [corresponding to/immediately preceding] such Coupon

Payment Date] [●] (*specify other date*) [Not Applicable].

Basket Multi-Underlying Asset Conditional Coupon Table							
[Coupon Observation Date]	[Coupon Payment Date]	[Coupon Barrier Reference Value]	[Coupon Barrier Level]	[Adjusted as a Coupon Payment Date]	[Basket Multi-Underlying Asset Coupon Value 1]	[Basket Multi-Underlying Asset Coupon Value 2]	[Basket Multi-Underlying Asset Coupon Value 3]
[The [Valuation Date] scheduled to fall on [●] / (<i>Specify applicable date</i>) (<i>repeat as required</i>)	(<i>Specify applicable date</i>) [The Maturity Date] (<i>repeat as required</i>)	[Coupon Barrier Closing Price] [Coupon Barrier Asset Performance] [Coupon Barrier Intraday Price] is applicable. (<i>repeat as required</i>)	[In respect of [●],] [<i>Specify amount</i>] [or] [●] per cent of the Asset Initial Price] (<i>repeat as required</i>)	[Applicable] [Not Applicable]	[●] (<i>repeat as required</i>)	[●] (<i>repeat as required</i>)	[●] (<i>repeat as required</i>)

(c) deleting paragraph 33(iv) (*Autocall Payout Conditions – Autocall Level*) on pages 1084 to 1085 of the Base Prospectus in its entirety and replacing it with the following:

(iv) Autocall Level: [In respect of each Autocall Observation Date and [the/each] Underlying Asset,] [(*specify Underlying Asset*)] [●] (*specify amount*), being] [[●] of the Asset Initial Price] [of such Underlying Asset] [(*repeat for each Underlying Asset as required*)] [In respect of an Autocall Observation Date [and an Underlying Asset], the [value] [percentage of the Asset Initial Price of such Underlying Asset] set forth in the Autocall Table in the column "Autocall Level" in the row corresponding to such Autocall Observation Date] [Not Applicable].

– Autocall Level Comparative Method: [Applicable in respect of [[each/the] Autocall Observation Date[s] [falling on the Valuation Date[s] scheduled to fall on [●]]] [Autocall Level Comparative Method is applicable in respect of each Autocall Observation Date as set forth in the Autocall Table in the column "Autocall Level" in the row corresponding to such Autocall Observation Date] [Not Applicable].

(delete the following sub-paragraphs if "Autocall Level Comparative Method" is Not Applicable)

- Autocall Asset Comparative Price Observation Date: The Valuation Date scheduled to fall on [●].
- Autocall Level Floor: [In respect of [each/the] Autocall Observation Date[s] [falling on the

Valuation Date[s] scheduled to fall on [●]] [●] [In respect of an Autocall Observation Date and each Underlying Asset, the [amount] [percentage] set forth in the Autocall Table in the column "Autocall Level" in the row corresponding to such Autocall Observation Date].

- Autocall Level Preceding Performance Method: [Applicable in respect of [[each/the] Autocall Observation Date[s] [falling on the Valuation Date[s] scheduled to fall on [●]]] [Autocall Level Preceding Performance Method is applicable in respect of each Autocall Observation Date as set forth in the Autocall Table in the column "Autocall Level" in the row corresponding to such Autocall Observation Date] [Not Applicable].

(delete the following sub-paragraphs if "Autocall Level Preceding Performance Method" is Not Applicable)

- o Autocall Level Floor: [In respect of [each/the] Autocall Observation Date[s] [falling on the Valuation Date[s] scheduled to fall on [●]]] [●] [In respect of an Autocall Observation Date and each Underlying Asset, the [amount] [percentage] set forth in the Autocall Table in the column "Autocall Level Floor" in the row corresponding to such Autocall Observation Date].

(d) deleting the Autocall Table on page 1087 of the Base Prospectus in its entirety and replacing it with the following:

AUTOCALL TABLE														
[t	[Autocall Observation Date]	[Set of Autocall Averaging Dates]	[Specified Number of [Scheduled Trading Days/Scheduled Commodity Business Days] for the purposes of ["Set of Autocall Averaging Dates"/"Set of Autocall Pricing Dates"]]	[Underlying Asset]	[Autocall Observation Period Start Date] [(Per AOD)]]	[Autocall Observation Period End Date] [(Per AOD)]]	[Specified Number of [Scheduled Trading Days/Scheduled Commodity Business Days]	[Automatic Early Redemption Date]	[Automatic Early Redemption Specified Day(s)]	[Autocall Event]	[Autocall Reference Value]	[Autocall Level] [TARN Amount]	[Autocall Event Amount]	[Autocall Level Floor]
						[Autocall Level Floor]							[Autocall Event Value Multiplier]	[Autocall Event Floor Amount]

			Dates (Discrete)											
[●] (repeat as necessary)	[The [Valuation Date / Pricing Date] / [Averaging Date] scheduled to fall on [●] [Specify applicable date] (repeat as required)]	[Applicable] [Not Applicable]	(Please specify)	[●] (repeat as necessary)	The [Initial Reference Date] [Valuation Date/ Pricing Date] scheduled to fall on [●] (repeat as required) [Specify amount] (repeat as required) [Applicable] / [Not Applicable]	The [Valuation Date/ Pricing Date] scheduled to fall on [●] (repeat as required) [Specify amount] (repeat as required)	[●] [Scheduled Trading Days] [Scheduled Commodity Business Days]	[Specify applicable dates] (repeat as required)	[Specify applicable dates] (repeat as required)	[Best-of] [Worst-of] [Autocall Reference Value] [less than] [greater than] [or equal to] [(the) [its] Autocall Level] [Targeted Accrual Autocall] is applicable (repeat as required) [Autocall Event (Inverse) is applicable]	[Autocall Closing Price] [Autocall Average Price] [Autocall Basket Value] [Autocall Asset Performance] is applicable (repeat as required) [Autocall Reference Value (Inverse) is applicable]	[In respect of [●].] [Specify amount] [or] [(●) of the Asset Initial Price] [of such Asset] (repeat as required) [Autocall Level Comparative Method] [Autocall Level Preceding Performance Method] is applicable (repeat as required)	[Specify amount] (repeat as required)	[Specify amount] (repeat as required)

(e) deleting paragraph 40(iii) (*Trigger Event Conditions (Payout Condition 3) – Trigger Level*) on page 1109 of the Base Prospectus in its entirety and replacing it with the following:

- (iii) Trigger Level: [(specify amount)][, being [●] per cent. of the Asset Initial Price] / [In respect of each Underlying Asset, [●] of the Asset Initial Price] / [In respect of each Underlying Asset, the [value] [percentage of the Asset Initial Price of such Underlying Asset] set forth in the Barrier and Trigger Table in the column entitled "Trigger Level" in the row corresponding to such Underlying Asset].
- Trigger Level Comparative Method: [Not Applicable] [Applicable] (delete the following sub-paragraphs if "Trigger Level Comparative Method" is Not Applicable)
- Trigger Asset Comparative Price Observation Date: The Valuation Date scheduled to fall on [●].
- Trigger Level Floor: [In respect of [the/each] Underlying Asset,] [●] [In respect of each Underlying Asset, the [amount] [percentage] set forth in the Barrier and Trigger Table in the column entitled "Trigger Level Floor" in the row corresponding to such Underlying Asset].
- Trigger Level Preceding Worst Performance Method: [Not Applicable] [Applicable] (delete the following sub-paragraphs if "Trigger Level Preceding Worst Performance Method" is Not Applicable)

- Trigger Asset Comparative Price Observation Date: The Valuation Date scheduled to fall on [●].
- Trigger Level Floor: [In respect of [the/each] Underlying Asset,] [●] [In respect of each Underlying Asset, the [amount] [percentage] set forth in the Barrier and Trigger Table in the column entitled "Trigger Level Floor" in the row corresponding to such Underlying Asset].

8. **Amendments to the section entitled "Form of Pricing Supplement (Notes)"**

The information in the section entitled "*Form of Pricing Supplement (Notes)*" is amended and supplemented by:

- (a) deleting paragraph 23 (*Interest Basis*) on page 1164 of the Base Prospectus in its entirety and replacing it with the following:

23. Interest Basis: [[[●] per cent.] Fixed Rate] [and] [[LIBOR/EURIBOR/[●] (*specify other*)] +/--[●] per cent.] Floating Rate] [and] [Alternative Fixed Coupon] [and] [Conditional Coupon] [and] [Range Accrual Coupon] [and] [Performance Coupon] [Dropback Security] [Inflation Index Linked Coupon] [Basket Multi-Underlying Asset Conditional Coupon] [Not Applicable] [subject as provided in the Coupon Payout Conditions].

[(i) [Fixed/Floating] Interest [Issue Date] [[●] (*Specify*)] [Not Commencement Date: Applicable].

[(ii) [Fixed/Floating] Interest [Issue Date] [The [date on which the] Commencement Date: Interest Payment Date scheduled to fall on] [●] [is scheduled to fall]] [[●] (*Specify*)] [Not Applicable].

- (b) inserting the following new paragraph immediately after paragraph 34 (*Inflation Index linked Coupon (Coupon Payout Condition 1.8)*) on pages 1189 and 1190 of the Base Prospectus (and all subsequent paragraphs shall be re-numbered accordingly):

35. Basket Multi-Underlying Asset Conditional Coupon (Coupon Payout Condition 1.9): [Applicable] / [Not Applicable]. (*If Not Applicable, delete the remaining sub-paragraphs of this paragraph*)

(i) Basket of Two Underlying Assets: [Applicable] [Not Applicable].

(ii) Basket of Three Underlying Assets: [Applicable] [Not Applicable].

- (iii) Basket Multi-Underlying Asset Coupon Event 1: Applicable, for the purposes of the definition of "Basket Multi-Underlying Asset Coupon Event 1" in the Coupon Payout Conditions, All Coupon Barrier Reference Values greater than [or equal to] the Coupon Barrier Level is applicable in respect of each Coupon Observation Date.
- (iv) Basket Multi-Underlying Asset Coupon Event 2: Applicable, for the purposes of the definition of "Basket Multi-Underlying Asset Coupon Event 2" in the Coupon Payout Conditions, [Coupon Barrier Reference Value greater than [or equal to] the Coupon Barrier Level] / [Two Coupon Barrier Reference Values greater than [or equal to] the Coupon Barrier Level] is applicable in respect of each Coupon Observation Date.
- (v) Basket Multi-Underlying Asset Coupon Event 3: [Applicable, for the purposes of the definition of "Basket Multi-Underlying Asset Coupon Event 3" in the Coupon Payout Conditions, One Coupon Barrier Reference Value greater than [or equal to] the Coupon Barrier Level is applicable in respect of each Coupon Observation Date] [Not Applicable]. (*Specify as "Not Applicable" if "Basket of Two Underlying Assets" is specified as "Applicable"*)
- (vi) Basket Multi-Underlying Asset Coupon Value 1: [In respect of each Coupon Observation Date] [●] (*specify amount*) [In respect of a Coupon Observation Date, the amount set forth in the Basket Multi-Underlying Asset Conditional Coupon Table in the column entitled "Basket Multi-Underlying Asset Coupon Value 1" in the row corresponding to such Coupon Observation Date].
- (vii) Basket Multi-Underlying Asset Coupon Value 2: [In respect of each Coupon Observation Date] [●] (*specify amount*) [In respect of a Coupon Observation Date, the amount set forth in the Basket Multi-Underlying Asset Conditional Coupon Table in the column entitled "Basket Multi-Underlying Asset Coupon Value 2" in the row corresponding to such Coupon Observation Date].
- (viii) Basket Multi-Underlying Asset Coupon Value 3: [In respect of each Coupon Observation Date] [●] (*specify amount*) [In respect of a Coupon Observation Date, the amount set forth in the Basket Multi-Underlying Asset Conditional Coupon Table in the column entitled "Basket Multi-Underlying Asset Coupon Value 3" in the row corresponding to such Coupon Observation Date] [Not Applicable]. (*Specify as "Not Applicable" if*

"Basket of Two Underlying Assets" is specified as "Applicable")

- (ix) Coupon Barrier Reference Value: [Coupon Barrier Closing Price] [Coupon Barrier Asset Performance] [Coupon Barrier Intraday Price] [In respect of a Coupon Observation Date, the Coupon Barrier Reference Value applicable to such Coupon Observation Date is set forth in the Basket Multi-Underlying Asset Conditional Coupon Table in the column "Coupon Barrier Reference Value" in the row corresponding to such Coupon Observation Date].
- (x) Coupon Barrier Level: In respect of each Underlying Asset and each Coupon Observation Date,] [●] (*specify amount*)[, being] [[●] per cent. of the Asset Initial Price] [of such Underlying Asset] [In respect of a Coupon Observation Date and an Underlying Asset, the amount set forth for the Underlying Asset in the Basket Multi-Underlying Asset Conditional Coupon Table in the column entitled "Coupon Barrier Level" in the row corresponding to the Coupon Observation Date.
- (xi) Coupon Observation Date: [The Valuation Date(s) scheduled to fall on] [●] (*specify dates*) [Each date set forth in the Basket Multi-Underlying Asset Conditional Coupon Table in the column entitled "Coupon Observation Date"].
- (xii) Coupon Payment Date: [●] (*specify date*) [In respect of a Coupon Observation Date, the date set forth in the Basket Multi-Underlying Asset Conditional Coupon Table in the column entitled "Coupon Payment Date" in the row corresponding to such Coupon Observation Date] [Maturity Date] [Not Applicable].
- [The Coupon Payment Date shall be:
- (i) the Autocall Payment Date following the first Autocall Observation Date (if any) on which an Autocall Event occurs; or
 - (ii) if no Autocall Event occurs on any Autocall Observation Date, the Maturity Date].
- (If Not Applicable, delete the remaining subparagraph of this paragraph)*
- (a) First Coupon Payment Date Specific Adjustment: [Applicable in respect of] [the Coupon Payment Dates scheduled to fall on [●] (*specify dates*)] [each Coupon Payment Date other than the Maturity Date] [each Coupon

Payment Date set forth in the Basket Multi-Underlying Asset Conditional Coupon Table in respect of which the column "Adjusted as a Coupon Payment Date" is specified to be applicable] [Not Applicable]. *(If Not Applicable, delete the remaining subparagraphs of this paragraph)*

- Specified Number of Business Day(s) for the purposes of "First Coupon Payment Date Specific Adjustment": [●] Business Day[s] following the [Scheduled Coupon Observation Date] [Relevant Coupon Payment Determination Date].
 - Relevant Coupon Payment Determination Date: The [Latest Reference Date in respect of] the [Coupon Observation Date [corresponding to/immediately preceding] such Coupon Payment Date] [●] *(specify other date)* [Not Applicable].
- (b) Second Coupon Payment Date Specific Adjustment:
- Specified Number of Business Day(s) for the purposes of "Second Coupon Payment Date Specific Adjustment": [●] Business Days.
 - Relevant Coupon Payment Determination Date: The [Latest Reference Date in respect of the] Coupon Observation Date [corresponding to/immediately preceding] such Coupon Payment Date] [●] *(specify other date)* [Not Applicable].

Basket Multi-Underlying Asset Conditional Coupon Table							
[Coupon Observation Date]	[Coupon Payment Date]	[Coupon Barrier Reference Value]	[Coupon Barrier Level]	[Adjusted as a Coupon Payment Date]	[Basket Multi-Underlying Asset Coupon Value 1]	[Basket Multi-Underlying Asset Coupon Value 2]	[Basket Multi-Underlying Asset Coupon Value 3]
[The [Valuation Date] scheduled to fall on [●] / <i>(Specify applicable date)</i> <i>(repeat as required)</i>]	<i>(Specify applicable date)</i> [The Maturity Date] <i>(repeat as required)</i>	[Coupon Barrier Closing Price] [Coupon Barrier Asset Performance] [Coupon Barrier Intraday Price] is applicable. <i>(repeat as required)</i>	[In respect of [●],] [Specify amount] [or] [●] per cent. of the Asset Initial Price] <i>(repeat as required)</i>	[Applicable] [Not Applicable]	[●] <i>(repeat as required)</i>	[●] <i>(repeat as required)</i>	[●] <i>(repeat as required)</i>

- (c) deleting paragraph 36(iv) *(Autocall Payout Conditions – Autocall Level)* on page 1193 of the Base Prospectus in its entirety and replacing it with the following:

- (iv) Autocall Level: [In respect of each Autocall Observation Date and [the/each] Underlying Asset,] [(specify Underlying Asset)] [●] (specify amount)[, being] [[●] of the Asset Initial Price] [of such Underlying Asset] [(repeat for each Underlying Asset as required)] [In respect of an Autocall Observation Date [and an Underlying Asset], the [value] [percentage of the Asset Initial Price of such Underlying Asset] set forth in the Autocall Table in the column "Autocall Level" in the row corresponding to such Autocall Observation Date] [Not Applicable].
- Autocall Level Comparative Method: [Applicable in respect of [[each/the] Autocall Observation Date[s] [falling on the Valuation Date[s] scheduled to fall on [●]]] [Autocall Level Comparative Method is applicable in respect of each Autocall Observation Date as set forth in the Autocall Table in the column "Autocall Level" in the row corresponding to such Autocall Observation Date] [Not Applicable].
- (delete the following sub-paragraphs if "Autocall Level Comparative Method" is Not Applicable)*
- Autocall Asset Comparative Price Observation Date: The Valuation Date scheduled to fall on [●].
- Autocall Level Floor: [In respect of [each/the] Autocall Observation Date[s] [falling on the Valuation Date[s] scheduled to fall on [●]]] [●] [In respect of an Autocall Observation Date and each Underlying Asset, the [amount] [percentage] set forth in the Autocall Table in the column "Autocall Level" in the row corresponding to such Autocall Observation Date].
- Autocall Level Preceding Performance Method: [Applicable in respect of [[each/the] Autocall Observation Date[s] [falling on the Valuation Date[s] scheduled to fall on [●]]] [Autocall Level Preceding Performance Method is applicable in respect of each Autocall Observation Date as set forth in the Autocall Table in the column "Autocall Level" in the row

corresponding to such Autocall Observation Date] [Not Applicable].

(delete the following sub-paragraphs if "Autocall Level Preceding Performance Method" is Not Applicable)

- Autocall Level Floor: [In respect of [each/the] Autocall Observation Date[s] [falling on the Valuation Date[s] scheduled to fall on [●]]] [●] [In respect of an Autocall Observation Date and each Underlying Asset, the [amount] [percentage] set forth in the Autocall Table in the column "Autocall Level Floor" in the row corresponding to such Autocall Observation Date].

- (d) deleting the Autocall Table on page 1196 of the Base Prospectus in its entirety and replacing it with the following:

AUTOCALL TABLE														
[t	[Autocall Observation Date]	[Set of Autocall Averaging Dates]	[Specified Number of [Scheduled Trading Days/Scheduled Business Days] for the purposes of ["Set of Autocall Averaging Dates"/"Set of Autocall Pricing Dates"]]	[Underlying Asset]	[Autocall Observation Period Start Date] [(Per AOD)]]	[Autocall Observation Period End Date] [(Per AOD)]]	[Specified Number of [Scheduled Trading Days/Scheduled Business Days] Commodity]	[Automatic Early Redemption Date]	[Automatic Early Redemption Specified Day(s)]	[Autocall Event]	[Autocall Reference Value]	[Autocall Level] [TARN Amount]	[Autocall Event Amount]	[Autocall Level Floor]
[●] (repeat as necessary)	[The [Valuation Date / Pricing Date] / [Averaging Date] scheduled to fall on [●] [Specify applicable date] (repeat as required)]	[Applicable] [Not Applicable]	(Please specify)	[●] (repeat as necessary)	The [Initial Reference Date] [Valuation Date/ Pricing Date] scheduled to fall on [●] (repeat as required)	The [Valuation Date/ Pricing Date] scheduled to fall on [●] (repeat as required)	[●] [Scheduled Trading Days] [Scheduled Commodity Business Days]	[Specify applicable dates] (repeat as required)	[Specify applicable dates] (repeat as required)	[Best-of] [Worst-of] [Autocall Reference Value] [less than] [greater than] [or equal to] [(the) [its] [Autocall Level] [Targeted Accrual Autocall] is applicable (repeat as required)]	[Autocall Closing Price] [Autocall Average Price] [Autocall Basket Value] [Autocall Asset Performance] is applicable [Autocall Reference Value] [Autocall Event (Inverse) is applicable]	[In respect of [●],] [Specify amount] [or] [(●) of the Asset Initial Price] [of such Asset] (repeat as required)	[Specify amount] (repeat as required)	[Specify amount] (repeat as required)

performance and no material adverse change prospects" on page 1572 of the Base Prospectus in its entirety and replacing it with the following:

"**GSG**: There has been no significant change in the financial position or financial performance of GSG since 30 June 2023. There has been no material adverse change in the prospects of GSG since 31 December 2022.";

- (b) deleting sub-section 4 entitled "*Litigation*" on page 1572 of the Base Prospectus in its entirety and replacing it with the following:

"4. **Litigation**

"Save as disclosed in (i) "Legal Proceedings" of Note 25 to the Financial Statements (pages 70 to 71) of GSI's 2022 Annual Report (ii) "Legal Proceedings" of Note 8 to the Financials Statements (pages 9 to 10) of GSI's 2023 First Quarter Financial Report, (iii) "Legal Proceedings" of Note 27 to the Financial Statements (pages 210 to 223) of GSG's 2022 Form 10-K and (iv) "Legal Proceedings" of Note 27 to the Financial Statements (pages 88 to 101) of GSG's 2023 Second Quarter Form 10-Q, there have been no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which GSI, GSW, GSFCI or GSG is aware) during the 12 months before the date of this Base Prospectus (as supplemented to, and including, the date of Prospectus Supplement No. 10) which may have, or have had in the recent past, significant effects on GSI, GSW, GSFCI or GSG's financial position or profitability."; and

- (c) deleting sub-section 5 entitled "*Availability of Documents*" on pages 1572 to 1574 of the Base Prospectus in its entirety and replacing it with the following:

"5. **Availability of Documents**

Copies of the following documents will be made available for at least 10 years and may be obtained free of charge upon request during normal business hours from the specified office of the Issuers and the office of the Paying Agent in Luxembourg and each of the Paying Agents and (in the case of (i), on https://www.goldmansachs.ch/ch/media/ch/dokumente/sonstiges/19-10-04-GSFCI_Constitutional_Documents.pdf and in the case of (ii) to (iv) and (xlv) to (lv) on the website of the Issuer at <https://www.goldmansachs.com/investor-relations/>):

- (i) the constitutional documents of GSFCI;
- (ii) the constitutional documents of GSW;
- (iii) the constitutional documents of GSI;
- (iv) the certificate of incorporation of GSG;
- (v) GSI's 2023 First Quarter Financial Report;
- (vi) GSI's 2022 Third Quarter Financial Report;
- (vii) GSI's 2022 Second Quarter Financial Report;
- (viii) GSI's 2022 First Quarter Financial Report;
- (ix) GSI's 2021 Third Quarter Financial Report;
- (x) GSI's 2021 Second Quarter Financial Report;
- (xi) GSI's 2021 First Quarter Financial Report;

- (xii) GSI's 2022 Annual Report;
- (xiii) GSI's 2021 Annual Report;
- (xiv) GSI's 2020 Annual Report;
- (xv) GSW's 2022 Financial Statements;
- (xvi) GSW's 2022 Interim Financial Statements;
- (xvii) GSW's 2021 Financial Statements;
- (xviii) GSW's 2020 Financial Statements;
- (xix) GSW's 2019 Financial Statements;
- (xx) GSFCE's 2022 Financial Statements;
- (xxi) GSFCE's 2022 Interim Financial Statements;
- (xxii) GSFCE's 2021 Financial Statements;
- (xxiii) GSFCE's 2021 Interim Financial Statements;
- (xxiv) GSFCE's 2020 Financial Statements;
- (xxv) GSFCE's 2019 Financial Statements;
- (xxvi) GSG's 18 April 2023 Form 8-K;
- (xxvii) GSG's 17 January 2023 Form 8-K;
- (xxviii) GSG's 18 October 2022 Form 8-K;
- (xxix) GSG's 18 July 2022 Form 8-K;
- (xxx) GSG's 18 January 2022 Form 8-K;
- (xxxi) GSG's 13 July 2021 Form 8-K;
- (xxxii) GSG's 14 April 2021 Form 8-K;
- (xxxiii) GSG's 2023 Second Quarter Form 10-Q;
- (xxxiv) GSG's 2023 First Quarter Form 10-Q;
- (xxxv) GSG's 2022 Third Quarter Form 10-Q;
- (xxxvi) GSG's 2022 Second Quarter Form 10-Q;
- (xxxvii) GSG's 2022 First Quarter Form 10-Q;
- (xxxviii) GSG's 2021 Third Quarter Form 10-Q;
- (xxxix) GSG's 2021 Second Quarter Form 10-Q;
- (xl) GSG's 2021 First Quarter Form 10-Q;
- (xli) GSG's 2022 Proxy Statement;
- (xlii) GSG's 2021 Proxy Statement;

- (xliv) GSG's 2022 Form 10-K;
- (xlv) GSG's 2021 Form 10-K;
- (xlvi) GSG's 2020 Form 10-K;
- (xlvii) GSG's 2019 Form 10-K;
- (xlviii) the GSG Guaranty;
- (xlix) the GSI (Cayman) Guarantee;
- (l) the Programme Agency Agreement;
- (li) the Deed of Covenant and the Cayman Deed of Covenant;
- (lii) the Issue Terms for each Tranche or Series of Securities that are listed on the Official List of the Luxembourg Stock Exchange or any other stock exchange;
- (liii) a copy of the Base Prospectus;
- (liv) a copy of any supplement to the Base Prospectus and Issue Terms; and
- (lv) all reports, letters and other documents, balance sheets, valuations and statements by any expert any part of which is extracted or referred to in this Base Prospectus."

Applicable Final Terms

The amendments included in paragraphs 2 (*Amendments to the section entitled "Coupon Payout Conditions"*) to 8 (*Amendments to the section entitled "Form of Pricing Supplement (Notes)"*) of this Prospectus Supplement shall only apply to Final Terms, the date of which falls on or after the date of approval of this Prospectus Supplement.

Interpretation

To the extent that there is any inconsistency between (a) any statement in this Prospectus Supplement and (b) any other statement in or incorporated by reference into the Base Prospectus, the statements in (a) above will prevail.

References to the Base Prospectus shall hereafter mean the Base Prospectus as supplemented by this Prospectus Supplement.

U.S. notice

This Prospectus Supplement is not for use in, and may not be delivered to or inside, the United States.

The date of this Prospectus Supplement is 6 September 2023