PROSPECTUS SUPPLEMENT NO. 5

TO THE BASE PROSPECTUS DATED 15 JULY 2022

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 15 July 2022 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 27 July 2022, Prospectus Supplement No. 2 to the Original Base Prospectus dated 25 August 2022, Prospectus Supplement No. 3 to the Original Base Prospectus dated 9 September 2022 and Prospectus Supplement No. 4 to the Original Base Prospectus dated 27 October 2022 (the Original Base Prospectus as so supplemented, the "**Base Prospectus**"). On 15 July 2022, the *Commission de Surveillance du Secteur Financier* (the "**CSSF**") approved the Base Prospectus for the purposes of Article 6 of the Luxembourg Law dated 16 July 2019 on prospectuses for securities.

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.

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 make certain changes to the information in the "*Payout Conditions*", "*Index Linked Conditions*", "*Form of Final Terms (Instruments)*" and "*Form of Final Terms (Notes)*" sections of the Base Prospectus.

This Prospectus Supplement and the documents incorporated by reference into this Prospectus Supplement will be available on the website of the Luxembourg Stock Exchange at www.bourse.lu.

Amendments and updates to certain information in the Base Prospectus

The Base Prospectus is amended and supplemented as follows:

1. **Amendments to the General Terms and Conditions of the Instruments**

   (i)   The definition of "Relevant Automatic Early Exercise Determination Date" in General Instrument Condition 2(a) (*Definitions*) on page 195 of the Original Base Prospectus shall be deleted in its entirety and replaced with the following:

   ""**Relevant Automatic Early Exercise Determination Date**" means, in respect of an Applicable Date corresponding to a Scheduled Automatic Early Exercise Date, the Latest Reference Date in respect of such Applicable Date, such Applicable Date to fall latest in time, the Latest Reference Date in respect of the Last Autocall Averaging Date corresponding to such Applicable Date (provided that (i) for Share Linked Securities which are specified in the relevant Issue Terms to relate to a Share Basket, and for which "Modified Postponement" is specified to apply to the relevant Averaging Reference Dates in the relevant Set of Autocall Averaging Dates, or (ii) for Index Linked Securities which are specified in the relevant Issue Terms to relate to an Index Basket, and for which "Modified Postponement" is specified to apply to the relevant Averaging Reference Dates in the relevant Set of Autocall Averaging Dates, the "Latest Reference Date in respect of the Last Autocall Averaging Date corresponding to such Applicable Date" shall mean the Averaging Date in the relevant Set of Autocall Averaging Dates that falls latest in time after all adjustments (if any) under the Share Linked Conditions or the Index Linked Conditions (as applicable) for all the Shares in such Share Basket or all the Indices in such Index Basket, as is applicable,), the Last Autocall Averaging Date corresponding to such Applicable Date, the Latest Reference Date in respect of the Final Autocall Pricing Date corresponding to such Applicable Date, the Final Autocall Pricing Date corresponding to such Applicable Date or such other date specified as such, each as may be specified in the relevant Issue Terms;"

   (ii) The definition of "Relevant Determination Date" in General Instrument Condition 2(a) (*Definitions*) on page 195 of the Original Base Prospectus shall be deleted in its entirety and replaced with the following:

   ""**Relevant Determination Date**" means the Adjusted Final FX Valuation Date, the Latest Reference Date in respect of the Last Averaging Date (provided that (i) for Share Linked Securities which are specified in the relevant Issue Terms to relate to a Share Basket, and for which "Modified Postponement" is specified to apply to the relevant Averaging Reference Dates, or (ii) for Index

Linked Securities which are specified in the relevant Issue Terms to relate to an Index Basket, and for which "Modified Postponement" is specified to apply to the relevant Averaging Reference Dates, the "Latest Reference Date in respect of the Last Averaging Date" shall mean the Averaging Date that falls latest in time after all adjustments (if any) under the Share Linked Conditions or the Index Linked Conditions (as applicable) for all the Shares in such Share Basket or all the Indices in such Index Basket, as is applicable,), the Last Averaging Date, the Latest Reference Date in respect of the Final Pricing Date, the Final Pricing Date, the Latest Reference Date in respect of the Final Reference Date, the Final Reference Date, the Latest Reference Date in respect of the Valuation Date corresponding to the Exercise Date of such Security, the Latest Reference Date in respect of the Valuation Date corresponding to the Expiration Date, the Latest Reference Date in respect of the Pricing Date corresponding to the Exercise Date, the Latest Reference Date in respect of the Pricing Date corresponding to the Expiration Date, the Final Reference Date to fall latest in time, where the Issue Terms specify "One-Delta Open-Ended Optional Redemption Payout" to be applicable, for each Security that has been exercised pursuant to General Instrument Condition 9(a) (if applicable), the Latest Reference Date in respect of the Final Reference Date for such Security;"

2.   Amendments to the General Terms and Conditions of the Notes

(i)   The definition of "Payment Business Day" in General Note Condition 2(a) (*Definitions*) on pages 300 to 301 of the Original Base Prospectus shall be deleted in its entirety and replaced with the following:

""**Payment Business Day**" means:

(i)   if the currency of payment is euro, any day which is:

(A)   a day on which banks in the relevant place of presentation or surrender are open for presentation and payment of debt securities and for dealings in foreign currencies; and

(B)   in the case of payment by transfer to an account, a TARGET Settlement Day and a day on which dealings in foreign currencies may be carried on in each (if any) Additional Financial Centre,

provided that if the relevant Issue Terms specify "Non-Default Payment Business Day" to be applicable, the "Payment Business Day" in the case where the currency of payment is euro will be determined in accordance with paragraph (ii) below;

(ii)   if the currency of payment is not euro, any day which is:

(A)   a day on which banks in the relevant place of presentation or surrender are open for presentation and payment of debt securities and for dealings in foreign currencies; and

(B)   in the case of payment by transfer to an account, a day on which dealings in foreign currencies may be carried on in the Principal Financial Centre of the currency of payment and in each (if any) Additional Financial Centre, provided that if the Additional Financial Centre is specified in the relevant Issue Terms to be or to include TARGET, then a Payment Business Day shall also be a TARGET Settlement Day

unless the relevant Issue Terms specify "BRL FX Conditions" to be applicable, in which case a "Payment Business Day" means each Business Day as defined in the Coupon Payout Conditions."

(ii)   The definition of "Relevant Automatic Early Redemption Determination Date" in General Note Condition 2(a) (*Definitions*) on page 304 of the Original Base Prospectus shall be deleted in its entirety and replaced with the following:

""**Relevant Automatic Early Redemption Determination Date**" means, in respect of an Applicable Date corresponding to a Scheduled Automatic Early Redemption Date, the Latest Reference Date in respect of such Applicable Date, such Applicable Date to fall latest in time, the Latest Reference Date in respect of the Last Autocall Averaging Date corresponding to such Applicable Date (provided that (i) for Share Linked Securities which are specified in the relevant Issue Terms to relate to a Share Basket, and for which "Modified Postponement" is specified to apply to the relevant Averaging Reference Dates in the relevant Set of Autocall Averaging Dates, or (ii) for Index Linked Securities which are specified in the relevant Issue Terms to relate to an Index Basket, and for which "Modified Postponement" is specified to apply to the relevant Averaging Reference Dates in the relevant Set of Autocall Averaging Dates, the "Latest Reference Date in respect of the Last Autocall Averaging Date corresponding to such Applicable Date" shall mean the Averaging Date in the relevant Set of Autocall Averaging Dates that falls latest in time after all adjustments (if any) under the Share Linked Conditions or the Index Linked Conditions (as applicable) for all the Shares in such Share Basket or all the Indices in such Index Basket, as is applicable,), the Last Autocall Averaging Date corresponding to such Applicable Date, the Latest Reference Date in respect of the Final Autocall Pricing Date corresponding to such Applicable Date, the Final Autocall Pricing Date corresponding to such Applicable Date or such other date specified as such, each as may be specified in the relevant Issue Terms;"

(iii)   The definition of "Relevant Determination Date" in General Note Condition 2(a) (*Definitions*) on page 305 of the Original Base Prospectus shall be deleted in its entirety and replaced with the following:

""**Relevant Determination Date**" means the Adjusted Final FX Valuation Date, the Latest Reference Date in respect of the Last Averaging Date (provided that, (i) for Share Linked Securities which are specified in the relevant Issue Terms to relate to a Share Basket, and for which "Modified Postponement" is specified to apply to the relevant Averaging Reference Dates, or (ii) for Index Linked Securities which are specified in the relevant Issue Terms to relate to an Index Basket, and for which "Modified Postponement" is specified to apply to the relevant Averaging Reference Dates, the "Latest Reference Date in respect of the Last Averaging Date" shall mean the Averaging Date that falls latest in time after all adjustments (if any) under the Share Linked Conditions or the Index Linked Conditions (as applicable) for all the Shares in such Share Basket or all the Indices in such Index Basket, as is applicable,), the Last Averaging Date, the Latest Reference Date in respect of the Final Pricing Date, the Final Pricing Date, the Latest Reference Date in respect of the Final Reference Date, the Final Reference Date, the Final Reference Date to fall latest in time or such other date specified as such, each as may be specified in the relevant Issue Terms;".

3.   **Amendments to Coupon Payout Conditions**

(i)   The following definitions shall be inserted into Coupon Payout Condition 2.1 (*Definitions*) section on pages 392 to 411 of the Original Base Prospectus:

""**Averaging Date**" has the meaning given in Payout Condition 5."

""**Coupon Barrier Average Price**" means, in respect of a Coupon Observation Date and a Share or an Index, the arithmetic mean of the Reference Price of such Underlying Asset on each of the Coupon Barrier Averaging Dates in the Set of Coupon Barrier Averaging Dates corresponding to such Coupon Observation Date. For the purpose of determining the "Coupon Barrier Average Price"

in respect of a Coupon Observation Date, the adjustments set forth in the applicable Underlying Asset Conditions that are applicable to Averaging Dates shall be deemed to apply only to those Averaging Dates included in the relevant Set of Coupon Barrier Averaging Dates for such Coupon Observation Date."

""**Coupon Barrier Averaging Date**" means, in respect of a Coupon Observation Date, each Averaging Date comprised in the Set of Coupon Barrier Averaging Dates corresponding to such Coupon Observation Date."

""**Relevant Coupon Payment Determination Date**" means, in respect of a Coupon Observation Date corresponding to a Scheduled Coupon Payment Date, the Latest Reference Date in respect of such Coupon Observation Date, such Coupon Observation Date, the Last Coupon Barrier Averaging Date for such Coupon Observation Date, the Latest Reference Date in respect of Last Coupon Barrier Averaging Date (provided that (i) for Share Linked Securities which are specified in the relevant Issue Terms to relate to a Share Basket, and for which "Modified Postponement" is specified to apply to the relevant Averaging Reference Dates, or (ii) for Index Linked Securities which are specified in the relevant Issue Terms to relate to an Index Basket, and for which "Modified Postponement" is specified to apply to the relevant Averaging Reference Dates, the "Latest Reference Date in respect of Last Coupon Barrier Averaging Date" shall mean the Averaging Date that falls latest in time after all adjustments (if any) under the Share Linked Conditions or the Index Linked Conditions (as applicable) for all the Shares in such Share Basket or all the Indices in such Index Basket, as is applicable,), or such other date specified as such, each as may be specified in the relevant Issue Terms."

""**Set of Coupon Barrier Averaging Dates**" shall be, in respect of a Coupon Observation Date and:

(i)   a Share:

(a)   if the relevant Issue Terms specify "Set of Coupon Barrier Averaging Dates" to be applicable but does not specify "Coupon Barrier Averaging Dates (Discrete)" as applicable in respect of such Coupon Observation Date, the date on which such Coupon Observation Date is scheduled to fall (or, if such date is not a Scheduled Trading Day, the next following Scheduled Trading Day), and each of the Specified Number of Scheduled Trading Days immediately following such date, provided that, for Share Linked Securities which are specified in the relevant Issue Terms to relate to a Share Basket, if the relevant Issue Terms specify that "Common Scheduled Trading Days" are applicable for the "Set of Coupon Barrier Averaging Dates", the date on which such Coupon Observation Date is scheduled to fall (or, if such date is not a Common Scheduled Trading Day, the next following Common Scheduled Trading Day), and each of the Specified Number of Common Scheduled Trading Days immediately following such date; or

(b)   if the relevant Issue Terms specify "Set of Coupon Barrier Averaging Dates" to be applicable and specifies "Coupon Barrier Averaging Dates (Discrete)" as applicable in respect of such Coupon Observation Date, the dates (which may include such Coupon Observation Date) specified in the relevant Issue Terms to be the "Set of Coupon Barrier Averaging Dates" for such Coupon Observation Date; or

(ii)   an Index:

(a)   if the relevant Issue Terms specify "Set of Coupon Barrier Averaging Dates" to be

applicable but does not specify "Coupon Barrier Averaging Dates (Discrete)" as applicable in respect of such Coupon Observation Date, the date on which such Coupon Observation Date is scheduled to fall (or, if such date is not a Scheduled Trading Day, the next following Scheduled Trading Day), and each of the Specified Number of Scheduled Trading Days immediately following such date, provided that, for Index Linked Securities which are specified in the relevant Issue Terms to relate to an Index Basket, if the relevant Issue Terms specify that "Common Scheduled Trading Days" are applicable for the "Set of Coupon Barrier Averaging Dates", the date on which such Coupon Observation Date is scheduled to fall (or, if such date is not a Common Scheduled Trading Day, the next following Common Scheduled Trading Day), and each of the Specified Number of Common Scheduled Trading Days immediately following such date; or

(b) if the relevant Issue Terms specify "Set of Coupon Barrier Averaging Dates" to be applicable and specifies "Coupon Barrier Averaging Dates (Discrete)" as applicable in respect of such Coupon Observation Date, the dates (which may include such Coupon Observation Date) specified in the relevant Issue Terms to be the "Set of Coupon Barrier Averaging Dates" for such Coupon Observation Date.

Each date comprised in the Set of Coupon Barrier Averaging Dates for a Coupon Observation Date shall be an Averaging Date, and the adjustments under the Conditions applicable to Averaging Date, as specified in the applicable Issue Terms, shall apply to such Averaging Dates in such Set of Coupon Barrier Averaging Dates. In respect of each Set of Coupon Barrier Averaging Dates and an Underlying Asset, the Coupon Barrier Averaging Date (after any adjustments pursuant to the applicable Underlying Asset Conditions) falling latest in time shall be the "**Last Coupon Barrier Averaging Date**" in respect of such Set of Coupon Barrier Averaging Dates and such Underlying Asset."

""**Specified Number**" means in respect of a Coupon Observation Date, a number of Scheduled Trading Days, or Common Scheduled Trading Days specified in the relevant Issue Terms in respect of such Coupon Observation Date (as applicable)."

(ii) The definitions "Coupon Barrier Asset Price" and ""Coupon Observation Date" in Coupon Payout Condition 2.1 (*Definitions*) on page 398 and page 403 respectively of the Original Base Prospectus shall be deleted in its entirety and replaced with the following:

""**Coupon Barrier Asset Price**" means, in respect of Coupon Observation Date and an Underlying Asset:

(i) if the relevant Issue Terms specify "Coupon Barrier Closing Price", the Reference Price of the Underlying Asset on such Coupon Observation Date, or

(ii) if the relevant Issue Terms specify "Coupon Barrier Average Price", the Coupon Barrier Average Price for such Coupon Observation Date in respect of the Underlying Asset."

"**Coupon Observation Date**" means, in respect of an Underlying Asset which is:

(i) if the relevant Issue Terms specify "Dropback Security Coupon Observation Period" as applicable, each Dropback Trigger Event Date; or

(ii) if the relevant Issue Terms specify "Dropback Security Coupon Observation Period" as not applicable, in respect of an underlying which is:

(a) a Share, each Valuation Date or Averaging Date specified to be a "Coupon Observation Date" in the relevant Issue Terms; or

(b) an Index, each Valuation Date or Averaging Date specified to be a "Coupon Observation Date" in the relevant Issue Terms; or

(c) a Commodity, each Pricing Date specified to be a "Coupon Observation Date" in the relevant Issue Terms; or

(d) a Commodity Index, each Valuation Date specified to be a "Coupon Observation Date" in the relevant Issue Terms; or

(e) an FX Rate, each Valuation Date specified to be a "Coupon Observation Date" in the relevant Issue Terms; or

(f) a Fund, each Valuation Date specified to be a "Coupon Observation Date" in the relevant Issue Terms,

provided that if a single Averaging Date, Valuation Date or Pricing Date is specified as a "Coupon Observation Date" in more than one row of the Contingent Coupon Table in the relevant Issue Terms, then each occurrence of such Averaging Date, Valuation Date or Pricing Date in the Contingent Coupon Table shall be deemed to be a separate Coupon Observation Date for the purposes of these Coupon Payout Conditions.

(iii) The definition of "Coupon Barrier Reference Value" in Coupon Payout Condition 2.1 (*Definitions*) on pages 400 to 403 of the Original Base Prospectus shall be amended as follows:

(a) deleting paragraph (i)(C)(3) and paragraph (i)(C)(4) of such definition and replacing it with the following:

"(3) where the Securities relate to a single Commodity, "Coupon Barrier Reference Value" means (y) the Commodity Price of the Commodity at all times during the Observation Hours on each Observation Date (intra-day valuation) during the Coupon Barrier Observation Period corresponding to such Coupon Observation Date, or (z) if "Coupon Barrier Reference Value (Inverse)" is specified to be applicable in the relevant Issue Terms, the Commodity Price of the Commodity at any time during the Observation Hours on any Observation Date (intra-day valuation) during the Coupon Barrier Observation Period corresponding to such Coupon Observation Date; or

(4) where the Securities relate to a Commodity Basket, "Coupon Barrier Reference Value" means, in respect of a Commodity, (y) the Commodity Price of such Commodity at all times during the Observation Hours for such Commodity on each Observation Date (intraday valuation) during the Coupon Barrier Observation Period for such Commodity corresponding to such Coupon Observation Date, or (z) if "Coupon Barrier Reference Value (Inverse)" is specified to be applicable in the relevant Issue Terms, the Commodity Price of such Commodity at any time during the Observation Hours for such Commodity on any Observation Date (intra-day valuation) during the Coupon Barrier Observation Period for such Commodity corresponding to such Coupon Observation Date."

(b) inserting the following as paragraph (ii)(D) of such definition:

"(D) if "Coupon Barrier Average Price" is specified in the relevant Issue Terms in respect of a Coupon Observation Date, "Coupon Barrier Reference Value" means, in respect

of an Underlying Asset, the Coupon Barrier Average Price for the relevant Coupon Observation Date of the Underlying Asset."

4.   **Amendments to the Autocall Payout Conditions**

(i)   The definitions "Autocall Average Price", "Autocall Averaging Date" and "Specified Number" in the Autocall Payout Condition 2.1 (*Definitions*) section on pages 413 to 422 of the Original Base Prospectus shall be deleted in its entirety and replaced with the following:

""**Autocall Average Price**" means, in respect of an Autocall Observation Date and:

(i)   a Share, an Index, a Commodity Index or a Fund, the arithmetic mean of the Reference Price of such Underlying Asset on each of the Autocall Averaging Dates in the Set of Autocall Averaging Dates corresponding to such Autocall Observation Date;

(ii)   a Commodity, the arithmetic mean of the Commodity Reference Price of the Commodity on each of the Autocall Pricing Dates in the Set of Autocall Pricing Dates corresponding to such Autocall Observation Date.

For the purpose of determining the "Autocall Average Price" in respect of an Autocall Observation Date, the adjustments set forth in the applicable Underlying Asset Conditions that are applicable to Averaging Dates shall be deemed to apply only to those Averaging Dates included in the relevant Set of Autocall Averaging Dates for such Autocall Observation Date."

""**Autocall Averaging Date**" means, in respect of an Autocall Observation Date, each Averaging Date comprised in the Set of Autocall Averaging Dates corresponding to such Autocall Observation Date."

""**Set of Autocall Averaging Dates**" shall be, in respect of an Autocall Observation Date and:

(i)   a Share:

(a)   if the relevant Issue Terms specify "Set of Autocall Averaging Dates" to be applicable but does not specify "Autocall Averaging Dates (Discrete)" as applicable in respect of such Autocall Observation Date, the date on which such Autocall Observation Date is scheduled to fall (or, if such date is not a Scheduled Trading Day, the next following Scheduled Trading Day), and each of the Specified Number of Scheduled Trading Days immediately following such date, provided that, for Share Linked Securities which are specified in the relevant Issue Terms to relate to a Share Basket, if the relevant Issue Terms specify that "Common Scheduled Trading Days" are applicable for the "Set of Autocall Averaging Dates", the date on which such Autocall Observation Date is scheduled to fall (or, if such date is not a Common Scheduled Trading Day, the next following Common Scheduled Trading Day), and each of the Specified Number of Common Scheduled Trading Days immediately following such date; or

(b)   if the relevant Issue Terms specify "Set of Autocall Averaging Dates" to be applicable and specifies "Autocall Averaging Dates (Discrete)" as applicable in respect of such Autocall Observation Date, the dates (which may include such Autocall Observation Date) specified in the relevant Issue Terms to be the "Set of Autocall Averaging Dates" for such Autocall Observation Date;

(ii)   an Index:

(a)   if the relevant Issue Terms specify "Set of Autocall Averaging Dates" to be applicable but does not specify "Autocall Averaging Dates (Discrete)" as applicable in respect of such Autocall Observation Date, the date on which such Autocall Observation Date is scheduled to fall (or, if such date is not a Scheduled Trading Day, the next following Scheduled Trading Day), and each of the Specified Number of Scheduled Trading Days immediately following such date, provided that, for Index Linked Securities which are specified in the relevant Issue Terms to relate to an Index Basket, if the relevant Issue Terms specify that "Common Scheduled Trading Days" are applicable for the "Set of Autocall Averaging Dates", the date on which such Autocall Observation Date is scheduled to fall (or, if such date is not a Common Scheduled Trading Day, the next following Common Scheduled Trading Day), and each of the Specified Number of Common Scheduled Trading Days immediately following such date; or

(b)   if the relevant Issue Terms specify "Set of Autocall Averaging Dates" to be applicable and specifies "Autocall Averaging Dates (Discrete)" as applicable in respect of such Autocall Observation Date, the dates (which may include such Autocall Observation Date) specified in the relevant Issue Terms to be the "Set of Autocall Averaging Dates" for such Autocall Observation Date;

(iii)   a Commodity Index, such Autocall Observation Date (or, if such date is not a Scheduled Commodity Business Day, the next following Scheduled Commodity Business Day), and each of the Specified Number of Scheduled Commodity Business Days immediately following such date; or

(iv)   a Fund, such Autocall Observation Date (or, if such date is not a Fund Calculation Day, the next following Fund Calculation Day), and each of the Specified Number of Fund Calculation Days immediately following such date.

Each date comprised in the Set of Averaging Dates for an Autocall Observation Date shall be an Averaging Date, and the adjustments under the Conditions applicable to Averaging Date, as specified in the applicable Issue Terms, shall apply to such Averaging Dates in such Set of Autocall Averaging Dates. In respect of each Set of Autocall Averaging Dates and an Underlying Asset, the Autocall Averaging Date (after any adjustments pursuant to the applicable Underlying Asset Conditions) falling latest in time shall be the "**Last Autocall Averaging Date**" in respect of such Set of Autocall Averaging Dates and such Underlying Asset."

""**Specified Number**" means in respect of an Autocall Observation Date, Final Set First Pricing Date or Final Set First Averaging Date (as applicable), a number of Scheduled Trading Days, Common Scheduled Trading Days, Scheduled Commodity Business Days or Fund Calculation Days specified in the relevant Issue Terms in respect of such Autocall Observation Date, Final Set First Pricing Date or Final Set First Averaging Date (as applicable)."

5.   **Amendments to the Payout Conditions**

(i)   inserting the following new Payout Condition 1.2(b)(i)(N) (*Payout 14*) to Payout Condition 1.2(b)(i) in the section Payout Condition 1.2 (*Multiple Limb Payout*) immediately after Payout Condition 1.2(b)(i)(M) (*Payout 13*) on page 426 of the Original Base Prospectus:

"(N)   "Payout 14" to be applicable, the following formula:

$$CA \times [Max(\text{Perf}; \text{Max Memory Barrier Level}) + PL]"$$

(ii) inserting the following new paragraphs (ix) to (xii) to the definition of "Barrier Event" in Payout Condition 2 (*Barrier Event Conditions*) on page 432 of the Original Base Prospectus:

"(ix) "Barrier Reference Value less than or equal to each Barrier Level", the Barrier Reference Value is less than or equal to each Barrier Level; or

(x) "Barrier Reference Value greater than or equal to each Barrier Level", the Barrier Reference Value is greater than or equal to each Barrier Level; or

(xi) "Barrier Reference Value less than each Barrier Level", the Barrier Reference Value is less than each Barrier Level; or

(xii) "Barrier Reference Value greater than each Barrier Level", the Barrier Reference Value is greater than each Barrier Level;"

(iii) deleting the definitions of "Barrier Level" and "Barrier Reference Value" in Payout Condition 2 (*Barrier Event Conditions*) on page 433 and pages 435 to 437 respectively of the Original Base Prospectus and replacing them with the following:

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

(a) "Barrier Closing Price", "Barrier Average Price" or "Barrier Intraday Price", in respect of an Underlying Asset, each amount specified in the relevant Issue Terms as the "Barrier Level" corresponding to the Underlying Asset, or each percentage value of the Asset Initial Price of the Underlying Asset specified in the relevant Issue Terms as the "Barrier Level" corresponding to the Underlying Asset (or both); or

(b) "Barrier Worst Closing Price", in respect of the Underlying Asset that is the Barrier Worst Performing Asset on any relevant date, each amount specified in the relevant Issue Terms as the "Barrier Level" corresponding to such Underlying Asset, or each percentage value of the Asset Initial Price of such Underlying Asset specified in the relevant Issue Terms as the "Barrier Level" corresponding to such Underlying Asset (or both); or

(c) "Barrier Best Closing Price", in respect of the Underlying Asset that is the Barrier Best Performing Asset on any relevant date, each amount specified in the relevant Issue Terms as the "Barrier Level" corresponding to such Underlying Asset, or each percentage value of the Asset Initial Price of the Underlying Asset specified in the relevant Issue Terms as the "Barrier Level" corresponding to such Underlying Asset (or both); or

(d) "Barrier Basket Value", or "Barrier Basket Dispersion Value", in respect of an Asset Basket, each value (which may be expressed as a percentage or decimal) specified in the relevant Issue Terms as the "Barrier Level"; or

(e) "Barrier Asset Performance", in respect of an Underlying Asset, each value (which may be expressed as a percentage or decimal) specified in the relevant Issue Terms as the "Barrier Level"; or

(f) "Barrier Worst Asset Performance", in respect of the Underlying Asset that is the Barrier Worst Performing Asset on any relevant date, each value (which may be expressed as a percentage or decimal) specified in the relevant Issue Terms as the "Barrier Level" corresponding to such Underlying Asset; or

(g) "Barrier Best Asset Performance", in respect of the Underlying Asset that is the Barrier Best Performing Asset on any relevant date, each value (which may be expressed as a percentage

or decimal) specified in the relevant Issue Terms as the "Barrier Level" corresponding to such Underlying Asset,

provided that, in each case, the relevant Issue Terms may specify more than one Barrier Level in respect of each Underlying Asset."

""**Barrier Reference Value**" has the meaning determined in accordance with the following paragraphs:

(a)   if the relevant Issue Terms specify "Barrier Observation Period" to be applicable, and:

(i)   if "Barrier Closing Price" is specified to be applicable in the relevant Issue Terms and:

(A)   where the Securities relate to a single Underlying Asset, "Barrier Reference Value" means (1) the Reference Price of the Underlying Asset on any Observation Date (closing valuation) during the relevant Barrier Observation Period, or (2) if "Barrier Reference Value (Inverse)" is specified to be applicable in the relevant Issue Terms, the Reference Price of the Underlying Asset on each Observation Date (closing valuation) during the relevant Barrier Observation Period; or

(B)   where the Securities relate to an Asset Basket, "Barrier Reference Value" means (1) the Reference Price of any Underlying Asset in the Asset Basket on any Observation Date (closing valuation) during the Barrier Observation Period for such Underlying Asset, or (2) if "Barrier Reference Value (Inverse)" is specified to be applicable in the relevant Issue Terms, the Reference Price of each Underlying Asset on each Observation Date (closing valuation) during the relevant Barrier Observation Period; or

(ii)   if "Barrier Intraday Price" is specified to be applicable in the relevant Issue Terms and:

(A)   where the Securities relate to a single Underlying Asset other than a Commodity, "Barrier Reference Value" means (1) the Asset Intraday Price of the Underlying Asset at any time on any Observation Date (intra-day valuation) during the Barrier Observation Period, or (2) if "Barrier Reference Value (Inverse)" is specified to be applicable in the relevant Issue Terms, the Asset Intraday Price of the Underlying Asset at all times on each Observation Date (intra-day valuation) during the Barrier Observation Period; or

(B)   where the Securities relate to an Asset Basket other than a Commodity Basket, "Barrier Reference Value" means (1) the Asset Intraday Price of any Underlying Asset in the Asset Basket at any time on any Observation Date (intra-day valuation) during the Barrier Observation Period for such Underlying Asset, or (2) if "Barrier Reference Value (Inverse)" is specified to be applicable in the relevant Issue Terms, the Asset Intraday Price of each Underlying Asset in the Asset Basket at all times on each Observation Date (intra-day valuation) during the Barrier Observation Period for such Underlying Asset; or

(C)   where the Securities relate to a single Commodity, "Barrier Reference Value" means (1) the Commodity Price of the Commodity at any time during the Observation Hours on any Observation Date (intra-day valuation) during the Barrier Observation Period, or (2) if "Barrier Reference Value (Inverse)" is specified to be applicable in the relevant Issue Terms, the Commodity Price of the Commodity at all times during the Observation Hours on each Observation Date (intra-day valuation) during the Barrier Observation Period; or

(D)   where the Securities relate to a Commodity Basket, "Barrier Reference Value" means (1) the Commodity Price of any Commodity in the Commodity Basket at any time during the Observation Hours for such Commodity on any Observation Date (intra-day valuation) during the Barrier Observation Period for such Commodity, or (2) if "Barrier Reference Value (Inverse)" is specified to be applicable in the relevant Issue Terms, the Commodity Price of each Commodity in the Commodity Basket at all times during the Observation Hours for such Commodity on each Observation Date (intra-day valuation) during the Barrier Observation Period for such Commodity; or

(b)   if the relevant Issue Terms do not specify "Barrier Observation Period" to be applicable, and:

   (i)   if "Barrier Closing Price" is specified in the relevant Issue Terms and:

   (A)   where the Securities relate to a single Underlying Asset, "Barrier Reference Value" means the Final Closing Price of the Underlying Asset; or

   (B)   where the Securities relate to an Asset Basket, "Barrier Reference Value" means the Final Closing Price of any Underlying Asset in the Asset Basket; or

   (ii)   if "Barrier Worst Closing Price" is specified in the relevant Issue Terms, "Barrier Reference Value" means the Final Closing Price of the Barrier Worst Performing Asset; or

   (iii)   if "Barrier Best Closing Price" is specified in the relevant Issue Terms, "Barrier Reference Value" means the Final Closing Price of the Barrier Best Performing Asset; or

   (iv)   if "Barrier Average Value" is specified in the relevant Issue Terms and:

   (A)   where the Securities relate to a single Underlying Asset, "Barrier Reference Value" means the Final Average Price of the Underlying Asset; or

   (B)   where the Securities relate to an Asset Basket, "Barrier Reference Value" means the Final Average Price of any Underlying Asset in the Asset Basket; or

   (v)   if "Barrier Basket Value" is specified in the relevant Issue Terms, "Barrier Reference Value" means the sum of the weighted performance of each Underlying Asset in the Asset Basket, which is calculated in accordance with the following formula:

$$\sum_{i=1}^{n} \text{Weight (i)} \times \frac{\text{Barrier Asset Price (i)}}{\text{Asset Initial Price (i)}}$$

Where:

"**Asset Initial Price (i)**" means the Asset Initial Price of each Underlying Asset (i);

"**Barrier Asset Price (i)**" means the Barrier Asset Price of each Underlying Asset (i);

"**n**" means the number of Underlying Assets in the Asset Basket;

"**Underlying Asset (i)**" means each Underlying Asset in the Asset Basket; and

"**Weight (i)**" means the amount specified as such in respect of an Underlying Asset (i) in the relevant Issue Terms; or

   (vi)   if "Barrier Asset Performance" is specified in the relevant Issue Terms and:

   (A)   where the Securities relate to a single Underlying Asset, "Barrier Reference Value" means the Barrier Asset Performance of the Underlying Asset; or

(B) where the Securities relate to an Asset Basket, "Barrier Reference Value" means the Barrier Asset Performance of any Underlying Asset in the Asset Basket; or

(vii) if "Barrier Worst Asset Performance" is specified in the relevant Issue Terms, "Barrier Reference Value" means the Barrier Asset Performance of the Barrier Worst Performing Asset; or

(viii) if "Barrier Best Asset Performance" is specified in the relevant Issue Terms, "Barrier Reference Value" means the Barrier Asset Performance of the Barrier Best Performing Asset; or

(ix) if "Barrier Basket Dispersion Value" is specified in the relevant Issue Terms, "Barrier Reference Value" means the Basket Dispersion (Final)."

(iv) inserting the following definitions to Payout Condition 5(a) (*Definitions*) section on pages 444 to 471 of the Original Base Prospectus:

""**Barrier Level Ratio**" means, in respect of a Memory Barrier Event that has occurred in respect of a Barrier Level, an amount equal to the *quotient* of (i) such Barrier Level, *divided* by (ii) the Asset Initial Price.

"**Max Memory Barrier Level**" means the highest Barrier Level Ratio in respect of a Memory Barrier Event that has occurred on any Observation Date (closing valuation) falling in the Barrier Observation Period, as determined by the Calculation Agent.

"**Memory Barrier Event**" means, in respect of a Barrier Level (and a Memory Barrier Event shall be deemed to have occurred in respect of such Barrier Level if), the Reference Price on any Observation Date (closing valuation) falling in the Barrier Observation Period is greater than or equal to such Barrier Level and, for the avoidance of doubt, if the Reference Price on any Observation Date (closing valuation) falling in the Barrier Observation Period is greater than or equal to two or more Barrier Levels, then a Memory Barrier Event will occur in respect of each such Barrier Level.".

(v) The definition of "Final Set of Averaging Dates" in Payout Condition 5(a) (*Definitions*) on page 456 of the Original Base Prospectus shall be deleted in its entirety and replaced with the following:

""**Final Set of Averaging Dates**" means in respect of:

(i) a Share:

(a) if the relevant Issue Terms does not specify "Final Set of Averaging Dates (Discrete)" as applicable, the date specified in the relevant Issue Terms as the "Final Set First Averaging Date" for such Share (or, if such date is not a Scheduled Trading Day, the next following Scheduled Trading Day), and each of the Specified Number of Scheduled Trading Days immediately following such date, provided that, for Share Linked Securities which are specified in the relevant Issue Terms to relate to a Share Basket, if the relevant Issue Terms specify that "Common Scheduled Trading Days" are applicable for the "Final Set First Averaging Date", the date specified in the relevant Issue Terms as the "Final Set First Averaging Date" for such Share (or, if such date is not a Common Scheduled Trading Day, the next following Common Scheduled Trading Day), and each of the Specified Number of Common Scheduled Trading Days immediately following such date; or

(b) if the relevant Issue Terms specifies "Final Set of Averaging Dates (Discrete)" as

applicable, the dates specified in the relevant Issue Terms to be the "Final Set of Averaging Dates (Discrete)";

(ii)   an Index:

(a)   if the relevant Issue Terms do not specify "Final Set of Averaging Dates (Discrete)" as applicable, the date specified in the relevant Issue Terms as the "Final Set First Averaging Date" for such Index (or, if such date is not a Scheduled Trading Day, the next following Scheduled Trading Day), and each of the Specified Number of Scheduled Trading Days immediately following such date, provided that, for Index Linked Securities which are specified in the relevant Issue Terms to relate to an Index Basket, if the relevant Issue Terms specify that "Common Scheduled Trading Days" are applicable for the "Final Set First Averaging Date", the date specified in the relevant Issue Terms as the "Final Set First Averaging Date" for such Index (or, if such date is not a Common Scheduled Trading Day, the next following Common Scheduled Trading Day), and each of the Specified Number of Common Scheduled Trading Days immediately following such date; or

(b)   if the relevant Issue Terms specifies "Final Set of Averaging Dates (Discrete)" as applicable, the dates specified in the relevant Issue Terms to be the "Final Set of Averaging Dates (Discrete)";

(iii)   a Commodity Index, the date specified in the relevant Issue Terms as the "Final Set First Averaging Date" for such Commodity Index (or, if such date is not a Scheduled Commodity Business Day, the next following Scheduled Commodity Business Day), and each of the Specified Number of Scheduled Commodity Business Days immediately following such date; or

(iv)   a Fund, the date specified in the relevant Issue Terms as the "Final Set First Averaging Date" for such Fund (or, if such date is not a Fund Calculation Day, the next following Fund Calculation Day), and each of the Specified Number of Fund Calculation Days immediately following such date.

Each date comprised in the Final Set of Averaging Dates shall be an Averaging Date, and the adjustments under the Conditions applicable to Averaging Date, as specified in the applicable Issue Terms, shall apply to such Averaging Dates in the Final Set of Averaging Dates. In respect of the Final Set of Averaging Dates and an applicable Underlying Asset, the Averaging Date (after any adjustments pursuant to the applicable Underlying Asset Conditions) falling latest in time shall be the "**Last Averaging Date**" in respect of the Final Set of Averaging Dates and such Underlying Asset."

6. **Amendments to the Index Linked Conditions**

(i)   deleting the definition of "Observation Date (closing valuation)" in Index Linked Condition 8 (*Definitions*) on page 570 of the Original Base Prospectus and replacing it with the following:

""**Observation Date (closing valuation)**" means, unless otherwise provided in the relevant Issue Terms (a) in respect of an Index Linked Security referencing a single Index (other than a Proprietary Index) and (i) an Observation Period which is not an Autocall Observation Period, each Scheduled Trading Day regardless of whether such day is a Disrupted Day for such Index; or (ii) an Autocall Observation Period, each Scheduled Trading Day falling in such Autocall Observation Period regardless of whether such day is a Disrupted Day for such Index, or (b) in respect of an Index Linked Security referencing an Index Basket and (i) an Observation Period which is not an Autocall Observation Period, each Common Scheduled Trading Day falling in the Observation Period regardless of whether such day is a Disrupted Day for any Index in the Index Basket; or (ii) an Autocall Observation Period, each Common Scheduled Trading Day falling in such Autocall Observation Period regardless of whether such day is a Disrupted Day for any Index in the Index Basket; or (c) in respect of an Index Linked Security referencing a single Proprietary Index, each Strategy Valuation Day falling in the Observation Period."

7. **Amendments to the Form of Final Terms (Instruments)**

(i)   Paragraph 12(v) (*Final Set First Averaging Date/Final Set First Pricing Date*) of the Form of Final Terms (Instruments) on page 697 of the Original Base Prospectus shall be deleted in its entirety and replaced with the following:

(v)	[Final Set First Averaging Date/Final Set First Pricing Date]:		[●] / [Not Applicable] (*If Not Applicable, delete the remaining sub-paragraph of this paragraph*)
	–	Specified Number of [Scheduled Trading Days/Scheduled Commodity Business Days] for the purposes of ["Final Set of Averaging Dates"/"Final Set of Pricing Dates"]:	[Not Applicable / [●] [Common] [Scheduled Trading Days] [Scheduled Commodity Business Days]
		o Common Scheduled Trading Days for the purposes of ["Final Set of Averaging Dates"/"Final Set of Pricing Dates"]:	[Applicable] / [Not Applicable]
	–	Final Set of Averaging Dates (Discrete):	[Applicable] / [Not Applicable]. [The Final Set of Averaging Dates are [●]]

(ii)   Paragraph 30(iv) (*Coupon Barrier Reference Value*) of the Form of Final Terms (Instruments) on pages 718 to 719 of the Original Base Prospectus shall be deleted in its entirety and replaced with the following:

(iv)	Coupon Barrier Reference Value:	[Coupon Barrier Average Price] [Coupon Barrier Closing Price] [Coupon Barrier Basket Value] [Coupon Barrier Asset Performance]

[Coupon Barrier Intraday Price] [Coupon Basket Value] [In respect of a Coupon Observation Date, the Coupon Barrier Reference Value applicable to such Coupon Observation Date is set forth in the Contingent Coupon Table in the column "Coupon Barrier Reference Value" in the row corresponding to such Coupon Observation Date]. (*If Coupon Barrier Basket Value or Coupon Basket Value is not specified, delete the remaining sub-paragraph of this paragraph (iv)*)

[Coupon Barrier Reference Value (Inverse) is applicable [to all Coupon Observation Dates] [to the following Coupon Observation Dates: [specify].] [Coupon Barrier Reference Value (Inverse) is applicable in respect of each Coupon Observation Date as set forth in the Contingent Coupon Table in the column "Coupon Barrier Reference Value" in the row corresponding to such Coupon Observation Date.]

– Weight (i):	[In respect of each Underlying Asset, [●] (*specify amount*) [as set forth in the Underlying Asset Table in the column entitled "Weighting" in the row corresponding to such Underlying Asset].

(iii)   Paragraph 30(vi) (*Coupon Observation Date)* of the Form of Final Terms (Instruments) on page 720 of the Original Base Prospectus shall be deleted in its entirety and replaced with the following:

(vi) Coupon Observation Date:	[The [Averaging Date / Valuation Date(s) / Pricing Date(s)] scheduled to fall on] [●] (specify dates) [Each date set forth in the Contingent Coupon Table in the column entitled "Coupon Observation Date"].
– Set of Coupon Barrier Averaging Dates:	[Applicable] [Not Applicable]
o Specified Number of Scheduled Trading Days for purposes of "Set of Coupon Barrier Averaging Dates":	[Not Applicable] [In respect of each Coupon Observation Date, [[●] / as specified

in the Contingent Coupon Table below]

[*specify number of days*]

- o Common Scheduled Trading Days for purposes of "Set of Coupon Barrier Averaging Dates": [Not Applicable] / [Applicable in respect of each Set of Coupon Barrier Averaging Dates]

- o Coupon Barrier Averaging Dates (Discrete): [Applicable] [Not Applicable] [in respect of each Coupon Observation Date.]

  [In respect of each Coupon Observation Date, as specified in the Contingent Coupon Table below]

  (*Delete if not applying Coupon Barrier Average Price*

- o Set of Coupon Barrier Averaging Dates: [*specify dates*] / [In respect of each Coupon Observation Date, as specified in the Contingent Coupon Table below.]

(iv) The Contingent Coupon Table set out in Paragraph 30 (*Conditional Coupon (Coupon Payout Condition 1.3))* immediately after sub-paragraph 30(xii) of the Form of Final Terms (Instruments) on page 724 of the Original Base Prospectus shall be deleted in its entirety and replaced with the following:

Contingent Coupon Table														
[Coupon Observation Date]	**[Set of Coupon Barrier Averaging Dates]**	**[Specified Number of Scheduled Trading Days for purposes of "Set of Coupon Barrier Averaging Dates"]** **[Coupon Barrier Averaging Dates (Discrete)]**	**[Coupon Payment Date]**	**[Coupon Payment Event]**	**[Coupon Barrier Reference Value]**	**[Coupon Observation Period Start Date]**	**[Coupon Observation Period End Date]**	**[Coupon Barrier Level]**	**[Coupon Barrier Level [1]]**	**[Coupon Barrier Level [2]]**	**[Coupon Value]** **[Multi-Coupon Value 1]** **[Coupon Value Multiplier]**	**[Multi-Coupon Value 2]**	**[Multi-Coupon Value Barrier Level]**	**[Adjusted as a Coupon Payment Date]**
[[The [Valuation Date / Pricing Date] scheduled to fall on [●]] / [Each Averaging Date scheduled to fall on [●]] (*Specify applicable date*)	[Applicable] [Not Applicable]	(*please specify*)	(*Specify applicable date*) [The Maturity Date] (*repeat as required*)	[Coupon Barrier Reference Value [greater than] [less than] [or equal to] the Coupon Barrier Level] [Coupon Barrier Reference	[Coupon Barrier Average Price] [Coupon Barrier Closing Price] [Coupon Barrier Basket Value] [Coupon Barrier Asset	The [Valuation Date / Pricing Date / Averaging Date] scheduled to fall on [●] (*repeat as required*)	The [Valuation Date / Pricing Date / Averaging Date] scheduled to fall on [●] (repeat as required)	[In respect of [●],] [*Specify amount*] [or] [[●] per cent. of the Asset Initial Price] (*repeat as*	[In respect of [●],] [*Specify amount*] [or] [[●] per cent. of the Asset Initial Price] (*repeat as*	[In respect of [●],] [*Specify amount*] [or] [[●] per cent. of the Asset Initial Price] (*repeat as*	[●] (*repeat as required*)	[●] (*repeat as required*)	[In respect of [●],] [*Specify amount*] [or] [[●] per cent. of the Asset Initial Price] (*repeat*	[Applicable] [Not Applicable]

(*repeat as required*)				Value less than [or equal to] Coupon Barrier Level 1 and greater than [or equal to] Coupon Barrier Level 2] is applicable. [Coupon Payment Event (Inverse) is applicable.] (*repeat as required*)	Performance] [Coupon Barrier Intraday Price] is applicable. (*repeat as required*) [Coupon Barrier Reference Value (Inverse) is applicable]			*required*)	*required*)	*required*)			*required*)	

(v) Paragraph 36(vi) (*Autocall Observation Date*) of the Form of Final Terms (Instruments) on page 735 of the Original Base Prospectus shall be deleted in its entirety and replaced with the following:

(vi)	Autocall Observation Date	[The [Valuation Date] [Pricing Date] [Averaging Date] scheduled to fall on [●] (specify applicable dates) [Each date set forth in the Autocall Table in the column entitled "Autocall Observation Date"]/[Each Observation Date (closing valuation) falling in the Autocall Observation Period].
−	Set of Autocall Averaging Dates:	[Applicable] [Not Applicable]
o	Specified Number of [Scheduled Trading Days/Scheduled Commodity Business Days] for the purposes of ["Set of Autocall Averaging Dates"/"Set of Autocall Pricing Dates"]:	[Not Applicable] [In respect of each Autocall Observation Date, [[●] / as specified in the Autocall Table below] [*specify number of days*]
o	Common Scheduled Trading Days for purposes of "Set of Autocall Averaging Dates":	[Not Applicable] / [Applicable in respect of each Set of Autocall Averaging Dates]
o	Autocall Averaging Dates (Discrete):	[Applicable] [Not Applicable] [in respect of each Autocall Observation Date.] [In respect of each Autocall Observation Date, as specified in the Autocall Table below]

(vi) The Autocall Table set out in Paragraph 36 (*Autocall Payout Conditions*) of the Form of Final Terms (Instruments) on page 737 of the Original Base Prospectus shall be deleted in its entirety and replaced 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"]] [Autocall Averaging Dates (Discrete)]	[Underlying Asset]	[Autocall Observation Period Start Date] [(Per AOD)]] [Autocall Level Comparative Method]	[Autocall Observation Period End Date] [(Per AOD)]] [Autocall Level Floor]	[Specified Number of] [Scheduled Trading Days/Scheduled Commodity Business Days]	[Automatic Early Exercise Date]	[Automatic Early Exercise Specified Day(s)]	[Autocall Event]	[Autocall Reference Value]	[Autocall Level] [TARN Amount]	[Autocall Event Amount] [Autocall Event Floor Amount]
[●] (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 on 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*)	[*Specify amount*] (*repeat as required*)

(vii) inserting the following Paragraph (xv) (*Payout 14 (Payout Condition 1.2(b)(i)(N)*) to Paragraph 39 (*Multiple Limb Payout (Payout Condition 1.2)*), immediately after Paragraph (xiv) (*Payout 13 (Payout Condition 1.2(b)(i)(M)*) of the Form of Final Terms (Instruments) on pages 762 to 763 of the Original Base Prospectus, and each subsequent paragraph shall be renumbered accordingly:

"(xv)	**Payout 14 (Payout Condition 1.2(b)(i)(N)):**		[Applicable] [Not Applicable]. (*If Not Applicable, delete the remaining sub-paragraphs of this paragraph*)
	(a)	Perf:	[Underlying Performance] [Basket Performance] [Maximum Performance] [Minimum Performance] [Temple Basket Performance] [Basket Dispersion (Final)].
	−	Final/Initial (FX):	[Applicable] [Not Applicable]. (*If Not Applicable, delete the remaining sub-paragraphs of this paragraph*)
		− Asset FX	[Non-Inverse Return] [Inverse Return].
	−	Reference Price (Final):	[Final Closing Price] [Final Average Price] [Lookback Price]. [For the purposes of the definition of Lookback Price, [highest] [lowest] is applicable.].
	−	Reference Price (Initial):	[[●] per cent. of the] [Initial Closing Price] [Initial Price] [Initial Average Price] [Entry Level] [(*specify amount*)] [In respect of each Underlying Asset, the amount specified in the Underlying Asset Table in the column entitled "Reference Price (Initial)" in the row corresponding to such Underlying Asset] [Not Applicable].
	−	j:	[●] [Not Applicable].
	−	Replacement Performance:	[●] [per cent.] [Not Applicable].
	−	Local Cap:	[●] [Not Applicable].
	−	Local Floor:	[●] [Not Applicable].
	−	BDNA:	[●] [Not Applicable].
	−	Weighting:	[In respect of [each/the] Underlying Asset, [●] (*specify amount*)] [In respect of [●], [●] (*specify amount*)] [as set forth in the Underlying Asset Table in the column entitled "Weighting" in the row corresponding to such Underlying Asset] [Not Applicable].
	(b)	Protection Level:	[●].
	(c)	Cap:	[●] [*Insert amount*] / [Not Applicable].
	(d)	Floor:	[●] [*Insert amount*] / [Not Applicable].

(viii) Paragraph 45(i) (*Barrier Event)* of the Form of Final Terms (Instruments) on page 768 of the Original Base Prospectus shall be deleted in its entirety and replaced with the following:

| "(i) | Barrier Event: | Applicable, for the purposes of the definition of "Barrier Event" in the Payout Conditions, [Barrier Reference Value [greater than] [less than] [or equal to] [the] [each] Barrier Level [1] [or less than [or equal to] the Barrier Level 2] is applicable.] [as specified in paragraph (vii) below.] |
| | | [Barrier Reference Value (Inverse) is applicable.]" |

(ix) Paragraph 45(iii) (*Barrier Level*) of the Form of Final Terms (Instruments) on pages 769 to 770 of the Original Base Prospectus shall be deleted in its entirety and replaced with the following:

"(iii)	Barrier Level:	[(*specify amount*)][, being [●] per cent. of the Asset Initial Price] / [In respect of each Underlying Asset, [●] per cent. of the Asset Initial Price] / [In respect of [each] [the] Underlying Asset, [the] [each] [value] [percentage of the Asset Initial Price of such Underlying Asset] set forth in the Barrier and Trigger Table in the column entitled "Barrier Level" in the row corresponding to such Underlying Asset] [Not Applicable]."
(a)	Barrier Level 1:	[(*specify amount*)][, being [●] per cent. of the Asset Initial Price] / [In respect of each Underlying Asset, [●] per cent. of the Asset Initial Price] / [In respect of [each] [the] 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 "Barrier Level 1" in the row corresponding to such Underlying Asset] [Not Applicable].
(b)	Barrier Level 2:	[(*specify amount*)][, being [●] per cent. of the Asset Initial Price] / [In respect of each Underlying Asset, [●] per cent. of the Asset Initial Price] / [In respect of [each] [the] 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 "Barrier Level 2" in the row

corresponding to such Underlying Asset] [Not Applicable]."

8.   Amendments to the Form of Final Terms (Notes)

(i)   Paragraph 13(vi) (*Final Set First Averaging Date/Final Set First Pricing Date*) of the Form of Final Terms (Notes) on pages 828 to 829 of the Original Base Prospectus shall be deleted in its entirety and replaced with the following:

(vi)	[Final Set First Averaging Date/Final Set First Pricing Date]:	[●] / [Not Applicable] (*If Not Applicable, delete the remaining sub-paragraph of this paragraph*)
	– Specified Number of [Scheduled Trading Days/Scheduled Commodity Business Days] for the purposes of ["Final Set of Averaging Dates"/"Final Set of Pricing Dates"]:	[Not Applicable / [●] [Common] [Scheduled Trading Days] [Scheduled Commodity Business Days]
	o Common Scheduled Trading Days for the purposes of ["Final Set of Averaging Dates"/"Final Set of Pricing Dates"]:	[Applicable] / [Not Applicable]
	– Final Set of Averaging Dates (Discrete):	[Applicable] / [Not Applicable]. [The Final Set of Averaging Dates are [●]]

(ii)   Paragraph 31(iv) (*Coupon Barrier Reference Value*) of the Form of Final Terms (Notes) on page 847 of the Original Base Prospectus shall be deleted in its entirety and replaced with the following:

(iv)	Coupon Barrier Reference Value:	[Coupon Barrier Average Price] [Coupon Barrier Closing Price] [Coupon Barrier Basket Value] [Coupon Barrier Asset Performance] [Coupon Barrier Intraday Price] [Coupon Basket Value] [In respect of a Coupon Observation Date, the Coupon Barrier Reference Value applicable to such Coupon Observation Date is set forth in the Contingent Coupon Table in the column "Coupon Barrier Reference Value" in the row corresponding to such Coupon Observation Date. (*If Coupon Barrier Basket Value or Coupon Basket Value is not specified, delete the remaining sub-paragraph of this paragraph (iv)*))

[Coupon Barrier Reference Value (Inverse) is applicable [to all Coupon Observation Dates] [to the following Coupon Observation Dates: [specify].] [Coupon Barrier Reference Value (Inverse) is applicable in respect of each Coupon Observation Date as set forth in the Contingent Coupon Table in the column "Coupon Barrier Reference Value" in the row corresponding to such Coupon Observation Date.]

– Weight (i):

[In respect of each Underlying Asset, [●] (*specify amount*) [as set forth in the Underlying Asset Table in the column entitled "Weighting" in the row corresponding to such Underlying Asset].

(iii) Paragraph 31(vi) (*Coupon Observation Date)* of the Form of Final Terms (Notes) on page 848 of the Original Base Prospectus shall be deleted in its entirety and replaced with the following:

(vi) Coupon Observation Date:

[The [Averaging Date / Valuation Date(s) / Pricing Date(s)] scheduled to fall on] [●] (specify dates) [Each date set forth in the Contingent Coupon Table in the column entitled "Coupon Observation Date".]

– Set of Coupon Barrier Averaging Dates:

[Applicable] [Not Applicable]

o Specified Number of Scheduled Trading Days for purposes of "Set of Coupon Barrier Averaging Dates":

[Not Applicable]

[In respect of each Coupon Observation Date, [[●] / as specified in the Contingent Coupon Table below]

[*specify number of days*]

o Common Scheduled Trading Days for purposes of "Set of Coupon Barrier Averaging Dates":

[Not Applicable] / [Applicable in respect of each Set of Coupon Barrier Averaging Dates]

o Coupon Barrier Averaging Dates (Discrete):

[Applicable] [Not Applicable] [in respect of each Coupon Observation Date.]

[In respect of each Coupon Observation Date, as specified in the Contingent Coupon Table below]

(*Delete if not applying Coupon Barrier Average Price*

o Set of Coupon Barrier Averaging Dates: [*specify dates*] / [In respect of each Coupon Observation Date, as specified in the Contingent Coupon Table below.]

(iv) The Contingent Coupon Table set out in Paragraph 31 (*Conditional Coupon (Coupon Payout Condition 1.3)*) immediately after sub-paragraph 31(xii) of the Form of Final Terms (Notes) on pages 851 to 852 of the Original Base Prospectus shall be deleted in its entirety and replaced with the following:

Contingent Coupon Table														
[Coupon Observation Date]	[Set of Coupon Barrier Averaging Dates]	[Specified Number of Scheduled Trading Days for purposes of "Set of Coupon Barrier Averaging Dates"] [Coupon Barrier Averaging Dates (Discrete)]	[Coupon Payment Date]	[Coupon Payment Event]	[Coupon Barrier Reference Value]	[Coupon Observation Period Start Date]	[Coupon Observation Period End Date]	[Coupon Barrier Level]	[Coupon Barrier Level [1]	[Coupon Barrier Level [2]	[Coupon Value] [Multi-Coupon Value 1] [Coupon Value Multiplier]	[Multi-Coupon Value 2]	[Multi-Coupon Value Barrier Level]	[Adjusted as a Coupon Payment Date]
[[The [Valuation Date / Pricing Date] scheduled to fall on [●]] / [Each Averaging Date scheduled to fall on [●]] (*Specify applicable date*) (*repeat as required*)	[Applicable] [Not Applicable]	(*please specify*)	(*Specify applicable date*) [The Maturity Date] (*repeat as required*)	[Coupon Barrier Reference Value [greater than] [less than] [or equal to] the Coupon Barrier Level] [Coupon Barrier Reference Value less than [or equal to] Coupon Barrier Level 1 and greater than [or equal to] Coupon Barrier Level 2] is applicable. [Coupon Payment Event (Inverse) is applicable.] (*repeat as required*)	[Coupon Barrier Average Price] [Coupon Barrier Closing Price] [Coupon Barrier Basket Value] [Coupon Barrier Asset Performance] [Coupon Barrier Intraday Price] is applicable. (*repeat as required*) [Coupon Barrier Reference Value (Inverse) is applicable]	The [Valuation Date / Pricing Date / Averaging Date] scheduled to fall on] [●] (*repeat as required*)	The [Valuation Date / Pricing Date / Averaging Date] scheduled to fall on] [●] (repeat as required)	[In respect of [●],] [*Specify amount*] [or] [[●] per cent. of the Asset Initial Price] (*repeat as required*)	[In respect of [●],] [*Specify amount*] [or] [[●] per cent. of the Asset Initial Price] (*repeat as required*)	[In respect of [●],] [*Specify amount*] [or] [[●] per cent. of the Asset Initial Price] (*repeat as required*)	[●] (*repeat as required*)	[●] (*repeat as required*)	[In respect of [●],] [*Specify amount*] [or] [[●] per cent. of the Asset Initial Price] (*repeat as required*)	[Applicable] [Not Applicable]

(v) Paragraph 37(vi) (*Autocall Observation Date*) of the Form of Final Terms (Notes) on pages 861 to 862 of the Original Base Prospectus shall be deleted in its entirety and replaced with the following:

(vi) Autocall Observation Date

[The [Valuation Date] [Pricing Date] [Averaging Date] scheduled to fall on [●] (specify applicable dates) [Each date set forth in the Autocall Table in the column entitled "Autocall Observation Date"]/[Each Observation Date (closing valuation) falling in the Autocall Observation Period].

– Set of Autocall Averaging Dates:

[Applicable] [Not Applicable]

o Specified Number of [Scheduled Trading Days/Scheduled Commodity Business Days] for the purposes of ["Set of Autocall Averaging Dates"/"Set of Autocall Pricing Dates"]:

[Not Applicable]

[In respect of each Autocall Observation Date, [[●] / as specified in the Autocall Table below]

[*specify number of days*]

o Common Scheduled Trading Days for purposes of "Set of Autocall Averaging Dates":

[Not Applicable] / [Applicable in respect of each Set of Autocall Averaging Dates]

o Autocall Averaging Dates (Discrete):

[Applicable] [Not Applicable] [in respect of each Autocall Observation Date.]

[In respect of each Autocall Observation Date, as specified in the Autocall Table below]

(vi) The Autocall Table set out in Paragraph 36 (*Autocall Payout Conditions*) of the Form of Final Terms (Notes) on page 864 of the Original Base Prospectus shall be deleted in its entirety and replaced 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 Autocal	[Underlying Asset]	[Autocall Observation Period Start Date] [(Per AOD)]] [Autocall Level Comparative Method]	[Autocall Observation Period End Date] [(Per AOD)]] [Autocall Level Floor]	[Specified Number of] [Scheduled Trading Days/Scheduled Commodity Business Days]	[Automatic Early Exercise Date]	[Automatic Early Exercise Specified Day(s)]	[Autocall Event]	[Autocall Reference Value]	[Autocall Level] [TARN Amount]	[Autocall Event Amount] [Autocall Event Floor Amount]

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			[Autocall Averaging 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*) [Applicable] / [Not Applicable]	The [Valuation on 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*)	[*Specify amount*] (*repeat as required*)

(vii)   inserting the following Paragraph (xv) (*Payout 14 (Payout Condition 1.2(b)(i)(N))*) to Paragraph 44 (*Multiple Limb Payout (Payout Condition 1.2)*), immediately after Paragraph (xiv) (*Payout 13 (Payout Condition 1.2(b)(i)(M))*) of the Form of Final Terms (Notes) on pages 889 to 890 of the Original Base Prospectus, and each subsequent paragraph shall be renumbered accordingly:

"(xv)   **Payout 14 (Payout Condition 1.2(b)(i)(N)):**   [Applicable] [Not Applicable]. (*If Not Applicable, delete the remaining sub-paragraphs of this paragraph*)

(a)   Perf: [Underlying Performance] [Basket Performance] [Maximum Performance] [Minimum Performance] [Temple Basket Performance] [Basket Dispersion (Final)].

−   Final/Initial (FX):   [Applicable] [Not Applicable]. (*If Not Applicable, delete the remaining sub-paragraphs of this paragraph*)

−   Asset FX   [Non-Inverse Return] [Inverse Return].

−	Reference Price (Final):	[Final Closing Price] [Final Average Price] [Lookback Price]. [For the purposes of the definition of Lookback Price, [highest] [lowest] is applicable.].
−	Reference Price (Initial):	[[●] per cent. of the] [Initial Closing Price] [Initial Price] [Initial Average Price] [Entry Level] [(*specify amount*)] [In respect of each Underlying Asset, the amount specified in the Underlying Asset Table in the column entitled "Reference Price (Initial)" in the row corresponding to such Underlying Asset] [Not Applicable].
−	j:	[●] [Not Applicable].
−	Replacement Performance:	[●] [per cent.] [Not Applicable].
−	Local Cap:	[●] [Not Applicable].
−	Local Floor:	[●] [Not Applicable].
−	BDNA:	[●] [Not Applicable].
−	Weighting:	[In respect of [each/the] Underlying Asset, [●] (*specify amount*)] [In respect of [●], [●] (*specify amount*)] [as set forth in the Underlying Asset Table in the column entitled "Weighting" in the row corresponding to such Underlying Asset] [Not Applicable].
(b)	Protection Level:	[●].
(c)	Cap:	[●] [*Insert amount*] / [Not Applicable].
(d)	Floor:	[●] [*Insert amount*] / [Not Applicable].

(viii) Paragraph 48(i) (*Barrier Event)* of the Form of Final Terms (Notes) on page 893 of the Original Base Prospectus shall be deleted in its entirety and replaced with the following:

"(i)	Barrier Event:	Applicable, for the purposes of the definition of "Barrier Event" in the Payout Conditions, [Barrier Reference Value [greater than] [less than] [or equal to] [the] [each] Barrier Level [1] [or less than [or equal to] the Barrier Level 2] is applicable.] [as specified in paragraph (vii) below.]
		[Barrier Reference Value (Inverse) is applicable.]"

(ix) Paragraph 48(iii) (*Barrier Level)* of the Form of Final Terms (Notes) on page 894 of the Original Base Prospectus shall be deleted in its entirety and replaced with the following:

"(iii)	Barrier Level:	[(*specify amount*)][, being [●] per cent. of the Asset Initial Price] / [In respect of each Underlying Asset, [●] per cent. of the Asset Initial Price] / [In respect of [each] [the] Underlying

Asset, [the] [each] [value] [percentage of the Asset Initial Price of such Underlying Asset] set forth in the Barrier and Trigger Table in the column entitled "Barrier Level" in the row corresponding to such Underlying Asset] [Not Applicable]."

(a)   Barrier Level 1:   [(*specify amount*)][, being [●] per cent. of the Asset Initial Price] / [In respect of each Underlying Asset, [●] per cent. of the Asset Initial Price] / [In respect of [each] [the] 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 "Barrier Level 1" in the row corresponding to such Underlying Asset] [Not Applicable].

(b)   Barrier Level 2:   [(*specify amount*)][, being [●] per cent. of the Asset Initial Price] / [In respect of each Underlying Asset, [●] per cent. of the Asset Initial Price] / [In respect of [each] [the] 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 "Barrier Level 2" in the row corresponding to such Underlying Asset] [Not Applicable].

Applicable Final Terms

The amendments included in this Prospectus Supplement shall only apply to Final Terms, the date of which falls on or after the 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.

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The date of this Prospectus Supplement is 31 October 2022.