

Supplement No. 2

pursuant to Section 16 para. 1 of the German Securities Prospectus Act
(*Wertpapierprospektgesetz*)

dated 17 April 2015

to the

Registration Document

dated 4 March 2015

of

Goldman, Sachs & Co. Wertpapier GmbH
Frankfurt am Main

and

The Goldman Sachs Group, Inc.
New York, United States of America

Subject of this supplement (the "**Supplement**") are the Proxy Statement relating to the Annual Meeting of Shareholders on 21 May 2015 (the "**Proxy Statement**") and the Report on Form 8-K dated 16 April 2015 (the "**Reports**"). The Proxy Statement has been filed with the US Securities and Exchange Commission (the "**SEC**") by the The Goldman Sachs Group, Inc. ("**GSG**") on 10 April 2015 and has been published on 10 April 2015. The Report has been filed with the SEC by GSG on 16 April 2015 and has been published on 16 April 2015. The Proxy Statement and the Report are available free of charge at Goldman Sachs International, Frankfurt Branch, MesseTurm, Friedrich-Ebert-Anlage 49, 60308 Frankfurt am Main.

The information contained in the Registration Document (as supplemented) shall be supplemented as described in the following:

1. In the Registration Document in subsection "**III. Additional Information about GSG**" of section "**E. The Goldman Sachs Group, Inc.**" on page 23 the list contained in the first paragraph shall be deleted and replaced as follows:

- "• the Annual Report on Form 10-K for the fiscal year ended 31 December 2014 (the "**Form 10-K 2014**", containing financial statements relating to the fiscal years ended 31 December 2014 and 31 December 2013, which includes Exhibit 21.1 thereto), filed with the SEC on 20 February 2015,
- the Current Report on Form 8-K dated 9 March 2015 (the "**Form 8-K 9 March 2015**"), filed with the SEC on 9 March 2015,
- the Current Report on Form 8-K dated 11 March 2015 (the "**Form 8-K 11 March 2015**"), filed with the SEC on 11 March 2015,
- the Proxy Statement relating to the Annual Meeting of Shareholders on 21 May 2015 (the "**Proxy Statement 2015**"), filed with the SEC on 10 April 2015, and
- the Current Report on Form 8-K dated 16 April 2015 (the "**Form 8-K 16 April 2015**"), filed with the SEC on 16 April 2015."

2. In the Registration Document in subsection "**III. Additional Information about GSG**" of section "**E. The Goldman Sachs Group, Inc.**" on page 23 et seq. the table contained in the second paragraph shall be replaced as follows:

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Information required by the Prospectus Regulation	Documents / Location
Selected financial information for the fiscal years ended 31 December 2014 and 31 December 2013 (Annex IV, Section 3 of the Prospectus Regulation)	Form 10-K 2014 (p. 224)
Unaudited selected interim financial information (Annex IV, Section 3 of the Prospectus Regulation)	Form 8-K 16 April 2015 (pp. 6-9, Exhibit 99.1)
Risk factors relating to GSG (Annex IV, Section 4 of the Prospectus Regulation)	Form 10-K 2014 (pp. 25-42)
Information about GSG	
History and development of GSG (Annex IV, Section	Form 10-K 2014 (p. 1, 123)

5.1 of the Prospectus Regulation)	Form 8-K 11 March 2015 (p. 2)
Investments (Annex IV, Section 5.2 of the Prospectus Regulation)	Form 10-K 2014 (pp. 84-85, 129)
Business Overview	
Principal activities (Annex IV, Section 6.1 of the Prospectus Regulation)	Form 10-K 2014 (pp. 1-6, 8-23, 123)
Principal markets (Annex IV, Section 6.2 of the Prospectus Regulation)	Form 10-K 2014 (pp. 1, 45, 49-50, 207-208)
Organisational structure (Annex IV, Section 7 of the Prospectus Regulation)	Form 10-K 2014 (pp. 1-5, Exhibit 21.1)
Trend information (Annex IV, Section 8.2 of the Prospectus Regulation)	Form 10-K 2014 (pp. 48-114)
Administrative, management and supervisory bodies, including conflicts of interest (Annex IV, Section 10 of the Prospectus Regulation)	Form 10-K 2014 (p. 44) Proxy Statement 2015 (pp. 1, 4, 10-11, 14-35, 86-88) Form 8-K 9 March 2015 (p. 2)
Audit committee (Annex IV, Section 11.1 of the Prospectus Regulation)	Proxy Statement 2015 (pp. 25, 79-80) Form 8-K 9 March 2015 (p. 2)
Major shareholders (Annex IV, Section 12 of the Prospectus Regulation)	Proxy Statement 2015 (p. 91)
Financial information	
Audited historical financial information for the fiscal years ended 31 December 2014 and 31 December 2013 (Annex IV, Section 13.1-13.4 of the Prospectus Regulation)	Form 10-K 2014 (pp. 118-221)
Auditor's report (Annex IV, Section 13.1 of the Prospectus Regulation)	Form 10-K 2014 (p. 117)
Balance sheet (Annex IV, Section 13.1 of the Prospectus Regulation)	Form 10-K 2014 (p. 120)
Income statement (Annex IV, Section 13.1 of the Prospectus Regulation)	Form 10-K 2014 (pp. 118-119)
Cash flow statement (Annex IV, Section 13.1 of the Prospectus Regulation)	Form 10-K 2014 (p. 122)
Accounting policies and explanatory notes (Annex IV, Section 13.1 of the Prospectus Regulation)	Form 10-K 2014 (pp. 123-221)
Unaudited interim and other financial information (Annex IV, Section 13.5 of the Prospectus Regulation)	Form 8-K 16 April 2015 (pp. 6-9, Exhibit 99.1)
Legal and arbitration proceedings (Annex IV, Section 13.6 of the Prospectus Regulation)	Form 10-K 2014 (pp. 43, 210-218)
Additional information	
Share capital (Annex IV, Section 14.1 of the Prospectus Regulation)	Form 10-K 2014 (pp. 120, 190-192)

Credit ratings (Annex V, Section 7.5 of the Prospectus Regulation)	Form 10-K 2014 (pp. 96-97)*

*) The rating scale for long-term debt ranges from Aaa (Fitch) / AAA (Moody's) / AAA (S&P) / AAA (DBRS) (highest quality, lowest risk) to D (Fitch and S&P) / C (Moody's) (payment difficulties, delay) / D (DBRS) (bankruptcy, insolvency). As far as information in relation to ratings of Rating and Investment Information, Inc. is included on those pages, such information is not incorporated by reference.

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The Supplement, the Registration Document, the Proxy Statement and the Report are available free of charge at the offices of Goldman Sachs International, Frankfurt Branch, MesseTurm, Friedrich-Ebert-Anlage 49, 60308 Frankfurt am Main and furthermore are available on the website of Goldman Sachs International at www.gs.de.

Pursuant to article 16 para. 3 of the German Securities Prospectus Act, investors who have already agreed to purchase or subscribe for securities offered under the Prospectus before this Supplement has been published shall have the right, exercisable within a time period of two working days (or such longer period as may be required by a relevant jurisdiction) after the publication of this Supplement, to withdraw their acceptances, provided that the new factor, mistake or inaccuracy arose before the final closing of the offer to the public and the delivery of the securities.

Addressee of a withdrawal is Goldman Sachs International, Frankfurt Branch, MesseTurm, Friedrich-Ebert-Anlage 49, 60308 Frankfurt am Main.

Frankfurt am Main, 17 April 2015

Goldman Sachs International, Frankfurt Branch

signed by Gencer Alp

Goldman, Sachs & Co. Wertpapier GmbH

signed by Gencer Alp

signed by Gabriele Christ