

Supplement No. 2

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

dated 8 April 2014

to the

Registration Document

dated 6 March 2014

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**") is the Proxy Statement relating to the Annual Meeting of Shareholders on 16 May 2014 (the "**Proxy Statement**"), which has been filed with the US Securities and Exchange Commission (the "**SEC**") by the The Goldman Sachs Group, Inc. ("**GSG**") on 4 April 2014. The Proxy Statement has been published on 4 April 2014.

The Proxy Statement is available free of charge at Goldman Sachs International, Frankfurt Branch, Messe Turm, 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:

*In the Registration Document the information contained in subsection "**III. Additional Information about GSG**" of section "**E. The Goldman Sachs Group, Inc.**" on page 22 et seq. shall be deleted and replaced as follows:*

"GSG files documents and reports with the US Securities and Exchange Commission (the "**SEC**"). With respect to further substantial information in respect of The Goldman Sachs Group, Inc. reference pursuant to Section 11 German Securities Prospectus Act is made to the following documents filed with the SEC (the "**SEC Documents**"), which supplement the information above:

- the Annual Report on Form 10-K for the fiscal year ended 31 December 2013 (the "**Form 10-K 2013**", containing financial statements relating to the fiscal years ended 31 December 2013 and 31 December 2012, including Exhibit 21.1 thereto), filed with the SEC on 28 February 2014;
- the Current Report on Form 8-K dated 26 March 2014 (the "**Form 8-K 26 March 2014**"), filed with the SEC on 26 March 2014; and
- the Proxy Statement relating to the Annual Meeting of Shareholders on 16 May 2014 (the "**Proxy Statement 2014**"), filed with the SEC on 4 April 2014;

The following table indicates where information regarding GSG, which is required by the Prospectus Regulation, can be found in the SEC Documents.

Information required by the Prospectus Regulation	Documents / Location
Selected financial information for the fiscal years ended 31 December 2013 and 31 December 2012 (Annex IV, Section 3 of the Prospectus Regulation)	Form 10-K 2013 (p. 231)
Unaudited selected interim financial information (Annex IV, Section 3 of the Prospectus Regulation)	Not applicable
Risk factors relating to GSG (Annex IV, Section 4 of the Prospectus Regulation)	Form 10-K 2013 (pp. 24-39)
Information about GSG	
History and development of GSG (Annex IV, Section 5.1 of the Prospectus Regulation)	Form 10-K 2013 (p. 1) Form 8-K 26 March 2014 (p. 2)
Investments (Annex IV, Section 5.2 of the Prospectus Regulation)	Form 10-K 2013 (pp. 88-89)

Business Overview	
Principal activities (Annex IV, Section 6.1 of the Prospectus Regulation)	Form 10-K 2013 (pp. 1-5, 7-22, 128)
Principal markets (Annex IV, Section 6.2 of the Prospectus Regulation)	Form 10-K 2013 (pp. 1, 42, 47-48, 213-216)
Organisational structure (Annex IV, Section 7 of the Prospectus Regulation)	Form 10-K 2013 (pp. 29-30, Exhibit 21.1)
Trend information (Annex IV, Section 8.2 of the Prospectus Regulation)	Form 10-K 2013 (pp. 45-119)
Administrative, management and supervisory bodies, including conflicts of interest (Annex IV, Section 10 of the Prospectus Regulation)	Form 10-K 2013 (p. 41) Proxy Statement 2014 (pp. 1, 4-5, 6-25, 61-63)
Audit committee (Annex IV, Section 11.1 of the Prospectus Regulation)	Proxy Statement 2014 (pp. 25, 56-57)
Major shareholders (Annex IV, Section 12 of the Prospectus Regulation)	Proxy Statement 2014 (p. 66)
Financial information	
Audited historical financial information for the fiscal years ended 31 December 2013 and 31 December 2012 (Annex IV, Section 13.1-13.4 of the Prospectus Regulation)	Form 10-K 2013 (pp. 123-228)
Auditor's report (Annex IV, Section 13.1 of the Prospectus Regulation)	Form 10-K 2013 (p. 122)
Balance sheet (Annex IV, Section 13.1 of the Prospectus Regulation)	Form 10-K 2013 (p. 125)
Income statement (Annex IV, Section 13.1 of the Prospectus Regulation)	Form 10-K 2013 (pp. 123-124)
Cash flow statement (Annex IV, Section 13.1 of the Prospectus Regulation)	Form 10-K 2013 (p. 127)
Accounting policies and explanatory notes (Annex IV, Section 13.1 of the Prospectus Regulation)	Form 10-K 2013 (pp. 49-53, 128-228)
Unaudited interim and other financial information (Annex IV, Section 13.5 of the Prospectus Regulation)	Not applicable
Legal and arbitration proceedings (Annex IV, Section 13.6 of the Prospectus Regulation)	Form 10-K 2013 (pp. 40, 218-224)
Additional information	
Share capital (Annex IV, Section 14.1 of the Prospectus Regulation)	Form 10-K 2013 (pp. 125, 200-202)
Credit ratings (Annex V, Section 7.5 of the Prospectus Regulation)	Form 10-K 2013 (pp. 100-101)*

Regulation)	
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*) The rating scale for long-term debt ranges from Aaa (Fitch) / AAA (Moody's) / AAA (S&P) (highest quality, lowest risk) to D (Fitch and S&P) / C (Moody's) (payment difficulties, delay). 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.

The ratings have been issued by DBRS, Inc. ("**DBRS**"), Fitch, Inc. ("**Fitch**"), Moody's Investors Service ("**Moody's**") and Standard & Poor's Rating Services ("**S&P**"), each of which is established in the United States and which is not registered by the Credit Rating Agency Regulation (as defined below) (together, the "**US Credit Rating Agencies**").

In general, certain European regulated entities are restricted from using a rating for regulatory purposes if such rating is not either (i) issued or validly endorsed by a credit rating agency established in the European Union (an "**EU Credit Rating Agency**") and registered with the European Securities and Markets authority ("**ESMA**") under Regulation (EU) No. 1060/2009 of 16 September 2009, as amended (the "**Credit Rating Agency Regulation**") or (ii) issued by a credit rating agency established outside the European Union which is certified under the Credit Rating Regulation.

The EU affiliates of DBRS, Fitch, Moody's and S&P are registered EU Credit Rating Agencies on the official list (available at <http://www.esma.europa.eu/popup2.php?id=7692>). The ESMA has approved the endorsement by such EU affiliates of ratings issued by the corresponding US Credit Rating Agencies. Accordingly, ratings issued by the US Credit Rating Agencies may be used for regulatory purposes in the EU.

GSG is organised under the laws of the State of Delaware with registration number 2923466.

The business purpose of GSG (as stipulated in writing in the third clause of the revised and restated Certificate of Incorporation of GSG) covers all lawful acts and activities of corporations according to the laws of the State of Delaware.

GSG is in compliance in all material respects with the corporate governance standards of the New York Stock Exchange which are applicable to GSG as a corporation organised in the USA and whose shares are listed on such exchange."

The Supplement, the Registration Document and the Report are available free of charge at the offices of Goldman Sachs International, Frankfurt Branch, Messe Turm, Friedrich-Ebert-Anlage 49, 60308 Frankfurt am Main. Furthermore, the Supplement and the Registration Document 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, 8 April 2014

Goldman Sachs International, Frankfurt Branch

signed by Lennart Wilhelm

Goldman, Sachs & Co. Wertpapier GmbH

signed by Lennart Wilhelm

signed by Gencer Alp