

# **Execution Version**

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Final Terms dated March 7, 2018

# GOLDMAN SACHS FINANCE CORP INTERNATIONAL LTD

Series M Programme for the issuance of Warrants, Notes and Certificates

Issue of EUR 80,000,000 Ten-Year Fixed to Floating Rate Notes linked to the 3-Month EURIBOR, due March 7, 2028 (the "Notes" or the "Securities")

Guaranteed by The Goldman Sachs Group, Inc.

# CONTRACTUAL TERMS

Terms used herein shall have the same meaning as in the General Note Conditions and the Coupon Payout Conditions set forth in the base prospectus dated March 1, 2018 (the "Base Prospectus") which constitutes a base prospectus for the purposes of Directive 2003/71/EC (as amended, including by Directive 2010/73/EU) (the "Prospectus Directive"). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Base Prospectus. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus is available for viewing at www.bourse.lu and during normal business hours at the registered office of the Issuer, and copies may be obtained from the specified office of the Luxembourg Paying Agent. These Final Terms are available for viewing at www.borsaitaliana.it.

A summary of the Notes (which comprises the summary in the Base Prospectus as amended to reflect the provisions of these Final Terms) is attached to these Final Terms.

1. **Tranche Number**: One.

2. **Specified Currency or Currencies**: EUR.

3. **Aggregate Nominal Amount:** 

(i) Series: EUR 80,000,000.

(ii) Tranche: EUR 80,000,000.

4. **Issue Price**: 100 per cent. (100%) of the Aggregate Nominal Amount.

5. **Specified Denomination:** EUR 1,000.

6. **Calculation Amount:** EUR 1,000.

7. **Issue Date**: March 7, 2018. **Maturity Date:** Scheduled Maturity Date is March 7, 2028. 8. (i) Strike Date: Not Applicable. Relevant Determination (ii) Date Not Applicable. (General Note Condition 2(a)): (iii) Scheduled Determination Date: Not Applicable. (iv) First Maturity Date Not Applicable. Specific Adjustment: Second Maturity Date Specific (v) Not Applicable. Adjustment: (vi) Business Day Adjustment: Applicable. Maturity Date Business Following Business Day Convention. Day Convention: 9. **Underlying Asset(s)**: Not Applicable. VALUATION PROVISIONS 10. **Valuation Date(s):** Not Applicable. **Entry Level Observation Dates:** 11. Not Applicable. 12. **Initial Valuation Date(s)**: Not Applicable. 13. Averaging: Not Applicable. 14. **Asset Initial Price:** Not Applicable. 15. **Adjusted Asset Final Reference Date:** Not Applicable. 16. **Adjusted Asset Initial Reference Date:** Not Applicable. 17. **FX** (Final) Valuation Date: Not Applicable. **FX** (Initial) Valuation Date: Not Applicable. 18. 19. **Final FX Valuation Date:** Not Applicable. 20. **Initial FX Valuation Date:** Not Applicable.

# **COUPON PAYOUT CONDITIONS**

21. **Coupon Payout Conditions:** Applicable.

22. **Interest Basis**: 3.25 per cent. (3.25%) Fixed Rate and EURIBOR Floating

Rate.

23. (i) Fixed Interest Commencement Issue Date.

Date:

(ii) Floating Interest The date on which the Interest Payment Date scheduled to

**Commencement Date**: fall on March 7, 2020 is scheduled to fall.

24. **Fixed Rate Note Conditions (General** Applicable.

**Note Condition 7**):

(i) Rate(s) of Interest: 3.25 per cent. (3.25%) per cent. per annum payable annually

in arrear.

(ii) Interest Payment Date(s): March 7, 2019 and March 7, 2020.

The Interest Periods shall be "Unadjusted".

(iii) Fixed Coupon Amount(s): Not Applicable.

(iv) Broken Amount(s): Not Applicable.

(v) Day Count Fraction: 30/360.

(vi) Step Up Fixed Rate Note Not Applicable. Conditions (General Note

Condition 7(e)):

(General Note Condition 8):

25. **BRL FX Conditions (Coupon Payout** Not Applicable. **Condition 1.1(c))**:

26. **FX Security Conditions** (**Coupon** Not Applicable. **Payout Condition 1.1(d)**):

27. Floating Rate Note Conditions Applicable.

(i) Interest Period(s): Unadjusted.

(ii) Interest Payment Dates: The 7<sup>th</sup> day of March in each calendar year from, and

including, March 7, 2021 to, and including, March 7, 2028.

(iii) Business Day Convention: Following Business Day Convention.

(iv) Manner in which the Rate(s) of Screen Rate Determination.

Interest is/are to be determined:

(v) Screen Rate Determination Applicable in (General Note Condition 8(c)): which the Inte

Applicable in respect of each Interest Period in respect of which the Interest Basis is specified to be "Floating Rate" in

the table below.

(a) Reference Rate: Reuters Screen shall prevail.

(b) Reference Rate Currency: EUR.

(c) Interest Determination Two Rate Business Days prior to any relevant day.

Date(s):

(d) Relevant Screen Page(s): Reuters Screen: EURIBOR3MD=. Three months. (e) Relevant Maturity: Relevant Time: 11:00 a.m., Brussels time. (f) Relevant Financial Centre: (g) In respect of: the determination of a Rate Business Day, a (i) TARGET Settlement Day; and General Note Condition 8(c), Euro-zone. (ii) (h) Specified Time for the 11:00 a.m., Brussels time. purposes of General Note Condition 8(c)(iii):

(i) Reference Rate 0% Floor: Not Applicable.

(j) Multiple Screen Rate Not Determination Rates:

Not Applicable.

(vi) ISDA Determination (General Not Applicable. Note Condition 8(d)):

(vii) Steepener Floating Rate Not Applicable.
Conditions (General Note
Condition 8(e)):

(viii) Margin(s): Not Applicable.

(ix) Participation Rate: Not Applicable.

(x) Minimum Rate of Interest: In respect of each Interest Period, 0.75 per cent. (0.75%) per

annum.

(xi) Maximum Rate of Interest: In respect of each Interest Period, 3.00 per cent. (3.00%) per

annum.

(xii) Day Count Fraction: 30/360.

(xiii) Specified Period: Not Applicable.

(xiv) Capped Floored Floating Rate Not Applicable. Note Conditions (General Note Condition 8(g)):

(xv) Substitute or Successor Rate of Applicable.Interest (General Note Condition 8(h)):

28. Change of Interest Basis (General Applicable. Note Condition 9):

Interest Period	Interest Basis
Each Interest Period falling in the period commencing on (and including) the Fixed Interest Commencement Date and ending on (but excluding) the date on which the Interest Payment Date scheduled to fall on March 7, 2020 is scheduled to fall.	Fixed Rate
Each Interest Period falling in the period commencing on (and including) the Floating Interest Commencement Date and ending on (but excluding) the date on which the Interest Payment Date scheduled to fall on March 7, 2028 is scheduled to fall.	Floating Rate

- 29. **Conditional Coupon (Coupon Payout** Not Applicable. **Condition 1.3):**
- 30. **Range Accrual Coupon (Coupon** Not Applicable. **Payout Condition 1.4):**

# **AUTOCALL PAYOUT CONDITIONS**

31. **Automatic Early Redemption** Not Applicable. (General Note Condition 10(i):

32. **Autocall Payout Conditions:** Not Applicable.

# REDEMPTION PROVISIONS

33. **Redemption/Payment Basis**: Redemption at par.

34. **Redemption at the option of the Issuer** Not Applicable. (General Note Condition 10(b)):

35. Redemption at the option of Not Applicable.
Noteholders (General Note Condition
10(c)):

36. **Zero Coupon Note Conditions:** Not Applicable.

37. **Final Redemption Amount of each** EUR 1,000 per Calculation Amount. **Note (General Note Condition 10(a))**:

# FINAL REDEMPTION AMOUNT PAYOUT CONDITIONS

- 38. **Single Limb Payout** (**Payout** Not Applicable. **Condition 1.1**):
- 39. **Multiple Limb Payout (Payout** Not Applicable. **Condition 1.2)**:

- 40. **Barrier Event Conditions (Payout** Not Applicable. **Condition 2)**:
- 41. **Trigger Event Conditions (Payout** Not Applicable. **Condition 3):**
- 42. **Currency Conversion**: Not Applicable.
- 43. **Physical Settlement (General Note** Not Applicable. **Condition 12(a))**:
- 44. **Non-scheduled Early Repayment** Par. **Amount**:

# SHARE LINKED NOTE / INDEX LINKED NOTE / COMMODITY LINKED NOTE / FX LINKED NOTE / INFLATION LINKED NOTE

45. **Type of Notes:** The Notes are Fixed Rate Notes and Floating Rate Notes –

the Fixed Rate Note Conditions and the Floating Rate Note

Conditions are applicable.

46. **Share Linked Notes**: Not Applicable.

47. **Index Linked Notes:** Not Applicable.

48. **Commodity Linked Notes (Single** Not Applicable.

**Commodity or Commodity Basket):** 

Commodity Linked Notes (Single Not Applicable.
 Commodity Index or Commodity

**Index Basket):** 

50. **FX Linked Notes:** Not Applicable.

51. **Inflation Linked Notes:** Not Applicable.

52. **EIS Notes:** Not Applicable.

53. **Multi-Asset Basket Linked Notes:** Not Applicable.

# GENERAL PROVISIONS APPLICABLE TO THE NOTES

FX Disruption Event/CNY FX Not Applicable.
 Disruption Event/Currency
 Conversion Disruption Event

(General Note Condition 13):

55. Rounding (General Note Condition 22):

(i) Non-Default Rounding - Not Applicable.

calculation values and

percentages:

(ii) Non-Default Rounding - Not Applicable.

amounts due and payable:

(iii) Other Rounding Convention: Not Applicable.

56. Additional Business Centre(s): Not Applicable.

Non-Default Business Day: Not Applicable.

57. **Form of Notes:** Registered Notes.

Global Registered Note registered in the name of a nominee for a common depositary for Euroclear and Clearstream, Luxembourg exchangeable for Individual Note Certificates in the limited circumstances described in the Global Registered

Note.

58. Additional Financial Centre(s) relating to Payment Business Days:

Not Applicable.

Non-Default Payment BusinessDay:

Not Applicable.

59. **Principal Financial Centre:** 

The Principal Financial Centre in relation to EUR is the principal financial centre of such Member State of the European Communities as is selected by the Calculation Agent.

Non-Default Principal Financial

Applicable.

Centre:

Instalment Notes (General Note

Not Applicable.

61. Minimum Trading Number (General

Note Condition 5(f)):

**Condition 10(p)):** 

One Note (corresponding to a nominal amount of EUR 1,000).

62. **Permitted Trading Multiple (General** Note Condition 5(f)):

One Note (corresponding to a nominal amount of EUR 1,000).

63. Record Date (General Note Condition 11):

Not Applicable.

64. Calculation Agent (General Note Condition 18):

Goldman Sachs International.

# DISTRIBUTION

60.

65. **Method of distribution:** 

Non-syndicated.

(i) If syndicated, names and addresses of Managers and underwriting commitments:

Not Applicable.

(ii) Date of Subscription Agreement: Not Applicable.

	(iii) If non-syndicated, name and address of Dealer:	Not Applicable.
66.	Non-exempt Offer:	Not Applicable.
67.	Prohibition of Sales to EEA Retail Investors:	Not Applicable.
Signe	d on behalf of Goldman Sachs Finance Corp	International Ltd:
Ву:		
	Duly authorised	

# OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

Application will be made by the Issuer (or on its behalf) for the Notes to be listed on the Official List and admitted to trading on the regulated market of Borsa Italiana S.p.A's MOT (Electronic bond market) with effect from at the earliest the Issue Date.

No assurances can be given that such application for listing and admission to trading will be granted (or, if granted, will be granted by the Issue Date).

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

- 2. ESTIMATED TOTAL EXPENSES RELATED TO THE ADMISSION TO TRADING
- 3. **LIQUIDITY ENHANCEMENT** Not Applicable.

AGREEMENTS

- 4. **RATINGS** Not Applicable.
- 5. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Not Applicable.

6. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

(i) Reasons for the offer: Not Applicable.

(ii) Estimated net proceeds: Not Applicable.

(iii) Estimated total expenses: Not Applicable.

7. **YIELD** Not Applicable.

8. **HISTORIC INTEREST RATES** Details of historic EURIBOR rates can be obtained

from Reuters.

Not Applicable.

9. **PERFORMANCE AND VOLATILITY OF** Not Applicable.

THE UNDERLYING ASSET

10. **OPERATIONAL INFORMATION** 

Any Clearing System(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking S.A. and the relevant identification number(s):

Not Applicable.

Delivery:

Delivery against payment.

Names and addresses of additional Paying Agent(s) (if any):

Not Applicable.

Operational contact(s) for Fiscal Agent:

eq-sd-operations@gs.com.

Intended to be held in a manner which would

No.

allow Eurosystem eligibility:

Whilst the designation is specified as "no" at the date of these Final Terms, should the Eurosystem eligibility criteria be amended in the future such that the Notes are capable of meeting them the Notes may then be deposited with one of the ICSDs as common safekeeper, and registered in the name of a nominee of one of the ICSDs acting as common safekeeper. Note that this does not necessarily mean that the Notes will then be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

#### 11. TERMS AND CONDITIONS OF THE OFFER

Not Applicable.

#### 12. UNITED STATES TAX CONSIDERATIONS

Classification as Debt for U.S. Tax Purposes

Not Applicable.

#### 13. BENCHMARKS REGULATION

Not Applicable.

#### 14. INDEX DISCLAIMER

Not Applicable.

# **EXAMPLES**

# THE EXAMPLES PRESENTED BELOW ARE FOR ILLUSTRATIVE PURPOSES ONLY.

For the purposes of each Example:

- (i) the Issue Price is 100 per cent. (100%) of the Aggregate Nominal Amount, the Aggregate Nominal Amount is EUR 80,000,000 and the Calculation Amount is EUR 1,000;
- (ii) in respect of any Interest Amount payable pursuant to General Note Condition 7 (*Fixed Rate Note Conditions*), the Interest Payment Dates are March 7, 2019 and March 7, 2020; and
- (iii) in respect of any Interest Amount payable pursuant to General Note Condition 8 (*Floating Rate Note Conditions*), the Interest Payment Dates are the 7<sup>th</sup> day of March in each calendar year from, and including, March 7, 2021 to, and including, the Maturity Date.

# FINAL REDEMPTION

The Notes will be redeemed on the Maturity Date and the Final Redemption Amount payable in respect of each Calculation Amount of the Notes will be EUR 1,000.

# FIXED RATE INTEREST AMOUNT

An Interest Amount of EUR 32.50 will be payable on the Interest Payment Date scheduled to fall on March 7, 2019 and on the Interest Payment Date scheduled to fall on March 7, 2020.

# FLOATING RATE INTEREST AMOUNT

<u>Example 1 – Negative floating rate (subject to Minimum Rate of Interest):</u> The 3-Month EURIBOR for the Interest Period commencing on (and including) March 7, 2020 is -1.00 per cent. (-1.00%).

An Interest Amount of EUR 7.50 will be payable on the Interest Payment Date scheduled to fall on March 7, 2021.

<u>Example 2 – Zero floating rate (subject to Minimum Rate of Interest):</u> The 3-Month EURIBOR for the Interest Period commencing on (and including) March 7, 2020 is zero per cent. (0%).

An Interest Amount of EUR 7.50 will be payable on the Interest Payment Date scheduled to fall on March 7, 2021.

<u>Example 3 – Positive floating rate:</u> The 3-Month EURIBOR for the Interest Period commencing on (and including) March 7, 2020 is 2.50 per cent. (2.50%).

An Interest Amount of EUR 25.00 will be payable on the Interest Payment Date scheduled to fall on March 7, 2021.

<u>Example 4 – Positive floating rate (subject to Maximum Rate of Interest):</u> The 3-Month EURIBOR for the Interest Period commencing on (and including) March 7, 2020 is 4.00 per cent. (4.00%).

An Interest Amount of EUR 30.00 will be payable on the Interest Payment Date scheduled to fall on March 7, 2021.

# ISSUE-SPECIFIC SUMMARY OF THE SECURITIES

- Summaries are made up of disclosure requirements known as "Elements". These elements are numbered in Sections A E (A.1 E.7).
- This summary contains all the Elements required to be included in a summary for this type of security and Issuer. Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements.
- Even though an Element may be required to be inserted in the summary because of the type of security and Issuer, it is possible that no relevant information can be given regarding the Element. In this case a short description of the Element is included in the summary with the mention of "not applicable".

SECTION A – INTRODUCTION AND WARNINGS		
A.1 Introduction and warnings	This summary should be read as an introduction to the Base Prospectus. Any decision to invest in the Securities should be based on consideration of the Base Prospectus as a whole by the investor. Where a claim relating to the information contained in the Base Prospectus is brought before a court, the plaintiff investor might, under the national legislation of the member states, have to bear the costs of translating the Base Prospectus before the legal proceedings are initiated. Civil liability attaches only to those persons who have tabled the summary including any translation thereof, but only if the summary is misleading, inaccurate or inconsistent when read together with the other parts of the Base Prospectus or it does not provide, when read together with the other parts of the Base Prospectus, key information in order to aid investors when considering whether to invest in such Securities.	
A.2 Consents	Not applicable; no consent is given subsequent resales of the Securities.	for the use of the Base Prospectus for
SECTION B – ISSUER AN	D GUARANTOR	
B.1 Legal and commercial name of the Issuer	Goldman Sachs Finance Corp International Ltd ("GSFCI" or the "Issuer").	
B.2 Domicile, legal form, legislation and country of incorporation of the Issuer	GSFCI is a public limited liability company incorporated in Jersey. GSFCI mainly operates under Jersey law. The registered office of GSFCI is 22 Grenville Street, St. Helier, Jersey JE4 8PX.	
B.4b Known trends with respect to the Issuer	Not applicable; there are no known trends affecting GSFCI and the industries in which it operates.	
B.5 The Issuer's group	GSFCI is a wholly-owned subsidiary of GS Global Markets, Inc. ("GS GM"). GS GM is a wholly-owned subsidiary of The Goldman Sachs Group, Inc. ("GSG" or the "Guarantor").	
B.9 Profit forecast or estimate	Not applicable; GSFCI has not made any profit forecasts or estimates.	
B.10 Audit report qualifications	Not applicable; GSFCI has not produced any audited financial statements (save for the audited opening balance sheet) since the date of its incorporation (October 19, 2016).	
B.12 Selected historical key	The following table shows selected key historical financial information in relation to GSFCI:	
financial information of the Issuer		As at and for the period ended (unaudited) <sup>1</sup>
the issuel	(in USD thousands) June 30, 2017	

		O	10.219
		Operating profit and profit on ordinary activities before taxation	10,318
		Profit for the financial period	10,318
		_	As of (unaudited)
		(in USD thousands)	June 30, 2017
		Current Assets	622,409
		Net Assets	6,152
		Total Shareholder's funds	6,152
		<sup>1</sup> GSFCI was incorporated on October 19, 2016 and the accounting reference period has been extended to 63 weeks ending December 31, 2017. The figure included in the table represent the results of GSFCI for the 37 week percommencing on October 19, 2016 and ending on June 30, 2017.	
		There has been no material adverse chooctober 19, 2016 (the date of its incorporate)	
		There has been no significant change GSFCI since June 30, 2017.	in the financial or trading position of
B.13	Recent events material to the evaluation of the Issuer's solvency	Not applicable; there have been no recent events particular to GSFCI which are to a material extent relevant to the evaluation of GSFCI's solvency.	
B.14	Issuer's position	Please refer to Element B.5 above.	
	in its corporate group	GSFCI is part of a group of companies of which The Goldman Sachs Group, Inc. is the holding company, and transacts with, and depends on, entities within such group accordingly.	
B.15	Principal activities	The principal activity of GSFCI is the issuance of structured notes, warrants and certificates. The securities issued by GSFCI are sold to Goldman Sachs International. The proceeds of such issuances are on-lent to other members of the corporate group.	
B.16	Ownership and control of the Issuer	GSFCI is a wholly-owned subsidiary of GS GM. GS GM is a wholly-owned subsidiary of The Goldman Sachs Group, Inc. See also Element B.5.	
B.17	Rating of the Issuer or the Securities	Not applicable; no rating has been assigned to GSFCI or the Securities.	
B.18	Nature and scope of the Guaranty	The payment obligations of GSFCI in respect of the Securities are guaranteed by The Goldman Sachs Group, Inc. ("GSG" or the "Guarantor") pursuant to a guaranty governed by laws of the State of New York dated January 17, 2017 as may be amended and/or replaced from time to time (the "Guaranty"). The Guaranty will rank <i>pari passu</i> with all other unsecured and unsubordinated indebtedness of GSG.	
B.19	Name of	The Goldman Sachs Group, Inc.	
(B.1)	Guarantor		
B.19	Domicile, legal	GSG is incorporated in the State of	
(B.2)	form, legislation and country of		
	incorporation of the Guarantor		
B.19	Known trends	GSG's prospects will be affected, pote	ntially adversaly by dayslanmants in
D.13	with respect to	global, regional and national economies	

(B.4b)	the Guarantor	activity levels, in financial, commodities, currency and other markets, interest rate movements, political and military developments throughout the world, client activity levels and legal and regulatory developments in the United States and other countries where GSG does business.		
B.19 (B.5)	The Guarantor's group	GSG is a bank holding company and a financial holding company regulated by the Board of Governors of the Federal Reserve System. GSG's U.S. depository institution subsidiary, Goldman Sachs Bank USA, is a New York State-chartered bank. GSG is the parent holding company of the group of companies comprising GSG and its consolidated subsidiaries (the "Group").		
		cent. of its total staff was located worldwide and the	s based outside the Ameri ne Group is an active part	ver 30 countries and 48 per cas. The Group's clients are ticipant in financial markets er cent. of its net revenues
				nents: Investment Banking, nd Investment Management.
B.19 (B.9)	Profit forecast or estimate	Not applicable; GSG has	not made any profit foreca	sts or estimates.
B.19 (B.10)	Audit report qualifications	Not applicable; there are no qualifications in the audit report of GSG.		
B.19 (B.12)	Selected historical key	The following table shorelation to GSG:	ows selected key historic	al financial information in
, ,	financial information of		As at and for	the Year ended
	the Guarantor	(in USD millions)	December 2017	December 2016
		Total non-interest revenues	29,141	28,021
		Net revenues, including net interest income	32,073	30,608
		Pre-tax earnings	11,132	10,304
			As at 31	December
		(in USD millions)	2017	2016
		Total assets	916,776	860,165
		Total liabilities	834,533	773,272
		Total shareholders' equity:	82,243	86,893
		There has been no mate December 31, 2017.	erial adverse change in the	he prospects of GSG since
		There has been no signi since December 31, 2017.		inancial or trading position
B.19	Recent events	Not applicable; there have been no recent events particular to GSG which are to		

(B.13)	material to the evaluation of the Guarantor's solvency	a material extent relevant to the evaluation of GSG's solvency.	
B.19	Dependence	See Element B.19 (B.5).	
(B.14)	upon other members of the Guarantor's group	GSG is a holding company and, therefore, depends on dividends, distributions and other payments from its subsidiaries to fund dividend payments and to fund all payments on its obligations, including debt obligations.	
B.19	Principal	The Group's activities are conducted in the following segments:	
(B.15)	activities	(1) Investment Banking:	
		• Financial Advisory, which includes strategic advisory assignments with respect to mergers and acquisitions, divestitures, corporate defense activities, restructurings, spin-offs, risk management and derivative transactions directly related to these client advisory assignments; and	
		<ul> <li>Underwriting, which includes public offerings and private placements, including local and cross-border transactions and acquisition financing, of a wide range of securities and other financial instruments, including loans, and derivative transactions directly related to these client underwriting activities.</li> </ul>	
		(2) Institutional Client Services:	
		• Fixed Income, Currency and Commodities Client Execution, which includes client execution activities related to making markets in both cash and derivative instruments for interest rate products, credit products, mortgages, currencies and commodities; and	
		<ul> <li>Equities, which includes client execution activities related to making markets in equity products and commissions and fees from executing and clearing institutional client transactions on major stock, options and futures exchanges worldwide, as well as over-the-counter transactions. Equities also includes the Group's securities services business, which provides financing, securities lending and other prime brokerage services to institutional clients, including hedge funds, mutual funds, pension funds and foundations, and generates revenues primarily in the form of interest rate spreads or fees.</li> </ul>	
		(3) Investing & Lending, which includes the Group's investing activities and the origination of loans, including the Group's relationship lending activities, to provide financing to clients. These investments and loans are typically longer-term in nature. The Group makes investments, some of which are consolidated, including through its merchant banking business and special situations group, in debt securities and loans, public and private equity securities, infrastructure and real estate entities. Some of these investments are made indirectly through funds that the Group manages. The Group also makes unsecured and secured loans to retail clients through its digital platforms, Marcus and Goldman Sachs Private Bank Select, respectively.	
		(4) Investment Management, which provides investment management services and offers investment products (primarily through separately managed accounts and commingled vehicles, such as mutual funds and private investment funds) across all major asset classes to a diverse set of institutional and individual clients. Investment Management also offers wealth advisory services provided by the Group's subsidiary, The Ayco Company, L.P., including portfolio management and financial planning and counseling, and brokerage and other transaction services to high-net-worth individuals and families.	

B.19	Ownership and	Not applicable; GSG is a publicly-he.	ld company listed or	the New York Stock
(B.16)	control of the Guarantor	Exchange and not directly or indirectly owned or controlled by any shareholders or affiliated group of shareholders.		
		See Element B.19 (B.5).		
B.19	Rating of the	The following table sets forth the Guarantor's unsecured credit ratings. A rating		
(B.17)	Guarantor	is not a recommendation to buy, sell or hold any of the Securities. Any or all of these ratings are subject to revision or withdrawal at any time by the assigning rating organization. Each rating should be evaluated independently of any other rating. The ratings shown below are the Guarantor's own ratings and should not be treated as ratings of the Securities. If Securities are rated, the ratings assigned to the relevant Securities may be different to the ratings of the Guarantor:		
			Short-Term Debt	Long-Term Debt
		Dominion Bond Rating Service Limited	R-1 (middle)	A (high)
		Fitch, Inc.	F1	A
		Moody's Investors Service	P-2	A3
		Standard & Poor's	A-2	BBB+
		Rating and Investment Information, Inc.	a-1	A
SECTIO	N C – SECURITIES			
C.1	Type and class of Securities	Cash Settled Securities, being EUR Rate Notes linked to the 3-Month "Securities").		
		ISIN: XS1768650167; Common Code	e: 176865016; Valor	en: 40491421.
C.2	Currency	The currency of the Securities will be	Euro ("EUR").	
C.5	Restrictions on the free transferability	The Securities, the Guaranty and (if applicable) securities to be delivered upon exercise or settlement of the Securities may not be offered, sold, resold, exercised, traded or delivered within the United States or to U.S. persons as defined in Regulation S under the Securities Act ("Regulation S"), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities law.		
		The Securities may not be offered, sold or resold in or into the United States at any time.		
		Further, the Securities may not be acquired by, on behalf of, or with the assets of any plans subject to ERISA or Section 4975 of the U.S. Internal Revenue Code of 1986, as amended, other than certain insurance company general accounts.		
		Subject to the above, the Securities will be freely transferable.		
C.8	Rights attached to the securities	<b>Rights</b> : The Securities give the right to each holder of Securities (a " <b>Holder</b> ") to receive a potential return on the Securities, together with certain ancillary rights such as the right to receive notice of certain determinations and events and to vote on future amendments. The terms and conditions are governed under English law.		
		Ranking: The Securities are direct, of the Issuer and rank equally wi unsecured obligations of the Issuer.		
		Limitations to rights:		
		Notwithstanding that the Secu underlying asset(s), Holders of underlying asset(s).		

- The terms and conditions of the Securities contain provisions for calling meetings of Holders to consider matters affecting their interests generally and these provisions permit defined majorities to bind all Holders, including holders who did not attend and vote at the relevant meeting and holders who voted in a manner contrary to the majority. Further, in certain circumstances, the Issuer may amend the terms and conditions of the Securities, without the Holders' consent.
- The terms and conditions of the Securities permit the Issuer and the Calculation Agent (as the case may be), on the occurrence of certain events and in certain circumstances, without the Holders' consent, to make adjustments to the terms and conditions of the Securities, to redeem the Securities prior to maturity (where applicable), to postpone valuation of the underlying asset(s) or scheduled payments under the Securities, to change the currency in which the Securities are denominated, to substitute the Issuer with another permitted entity subject to certain conditions, and to take certain other actions with regard to the Securities and the underlying asset(s) (if any).

# C.9 Rights attached to the securities including ranking and any limitation to those rights, interest provisions, yield and representative of the holders

Please refer to Element C.8 above.

The return on the Securities will derive from:

- the payment on the relevant payment date(s) of an amount on account of Interest:
- the potential payment of a **Non-scheduled Early Repayment Amount** upon an unscheduled early redemption of the Securities (as described below); and
- if the Securities are not previously redeemed, or purchased and cancelled, the payment of the **Final Redemption Amount** on the maturity date of the Securities.

# **Interest**

The Securities bear interest from March 7, 2018 ("**Fixed Interest Commencement Date**") at the rate of 3.25 per cent. (3.25%) per annum.

The interest amount payable on each of the Interest Payment Dates falling in the period commencing on the Fixed Interest Commencement Date and ending on the Interest Payment Date scheduled to fall on March 7, 2020 (subject to adjustment for non-business days) in respect of each Security shall be calculated by multiplying the Rate of Interest by the Calculation Amount, and further multiplying the product by the relevant day count fraction applicable to the Interest Period ending on the date on which such Interest Payment Date is scheduled to fall, and rounding the resultant figure in accordance with the terms and conditions.

The Securities bear interest from March 7, 2020 ("Floating Interest Commencement Date") at a floating Rate of Interest. The interest amount payable on each Interest Payment Date is calculated by applying the Rate of Interest for the Interest Period ending on (but excluding) the date on which such Interest Payment Date is scheduled to fall to the Calculation Amount, multiplying the product by the relevant day count fraction applicable to the Interest Period ending on (but excluding) the date on which such Interest Payment Date is scheduled to fall, and rounding the resultant figure in accordance with the terms and conditions.

The Rate of Interest for an Interest Period shall be as specified in the Interest Rate Table below in the column entitled "Rate of Interest" in the row corresponding to such Interest Period equal to the Reference Rate provided that the Rate of Interest shall be not less than 0.75 per cent. (0.75%) per annum and

not greater than 3.00 per cent. (3.00%) per annum.

The Interest Basis for the Interest Period commencing on (and including) the Fixed Interest Commencement Date shall be a fixed rate and thereafter for each Interest Period set forth in the Interest Rate Table below, the Interest Basis is set forth in the Interest Rate Table below in the column entitled "Interest Basis" appearing in the same row in the Interest Rate Table in which such Interest Period appears and the Rate of Interest applicable to such Interest Period shall be determined in accordance with the floating rate terms and conditions.

Interest R	ate Table
Interest Period	Interest Basis
Each Interest Period falling in the period commencing on (and including) the Fixed Interest Commencement Date and ending on (but excluding) the date on which the Interest Payment Date scheduled to fall on March 7, 2020 is scheduled to fall	Fixed Rate
Each Interest Period falling in the period commencing on (and including) the Floating Interest Commencement Date and ending on (but excluding) the date on which the Interest Payment Date scheduled to fall on March 7, 2028 is scheduled to fall	Floating Rate

Defined terms used above:

- **Calculation Amount**: EUR 1,000.
- Interest Payment Dates: each of March 7, 2019, March 7, 2020, March 7, 2021, March 7, 2022, March 7, 2023, March 7, 2024, March 7, 2025, March 7, 2026, March 7, 2027 and March 7, 2028 (subject to adjustment for non-business days).
- **Reference Rate**: the rate for deposits in EUR for a period equal to three months, expressed as a percentage, which appears on the Reuters screen EURIBOR3MD= on the relevant interest determination date.

**Indication of Yield**: Not Applicable. The Rate of Interest is a fixed rate of interest for the first two Interest Periods and a floating rate of interest for the remaining Interest Periods.

# **Non-scheduled Early Repayment Amount**

Unscheduled early redemption: The Securities may be redeemed prior to the scheduled maturity (i) at the Issuer's option (a) if the Issuer determines a change in applicable law has the effect that performance by the Issuer or its affiliates under the Securities or hedging transactions relating to the Securities has become (or there is a substantial likelihood in the immediate future that it will become) unlawful or impracticable (in whole or in part), (b) where applicable, if the Calculation Agent determines that certain additional disruption events or adjustment events as provided in the terms and conditions of the Securities have occurred in relation to the underlying assets or (ii) upon notice by a Holder declaring such Securities to be immediately repayable due to the occurrence of an event of default which is continuing.

C.10	Derivative component in the	In such case, the Non-scheduled Early Repayment Amount payable on such unscheduled early redemption shall be, for each Security, the Specified Denomination of EUR 1,000.  Redemption  The maturity date for the Securities shall be March 7, 2028.  Unless previously redeemed or purchased and cancelled, each Security will be redeemed by the Issuer on the maturity date by payment of EUR 1,000 per Calculation Amount of Securities.  Representative of holders of Securities: Not applicable; the Issuer has not appointed any person to be a representative of the holders of Securities.  Please refer to Element C.9 above.
	interest payment	Not applicable; there is no derivative component in the interest payments made in respect of the Securities.
C.11	Admission to trading on a regulated market	Application will be made to admit the Securities to trading on the regulated market of Borsa Italiana S.p.A.'s MOT (Electronic bond market).
SECTIO	N D – RISKS	
trading on a regulated market  SECTION D – RISKS  D.2 Key risks that are specific to the Issuer, the Guarantor and the Group  The payment of any amount due on the Securities is subject well as the credit risk of the Guarantor. The Securities obligations, and the Guaranty thereof is an unsecured Guarantor. Neither the Securities nor the Guaranty are neither are insured or guaranteed by the UK Financial Ser Scheme, the Jersey Depositors Compensation Scheme, the Unsurance Corporation, the U.S. Deposit Insurance F government or governmental or private agency or deposit privancy jurisdiction. The value of and return on your Securities our credit risk and that of the Guarantor.  References in Elements B.12 and B.19 (B.12) above to "financial or trading position" of the Issuer and Guarantor specifically to their respective ability to meet their full punder the Securities (in the case of GSFCI) or Guaranty (in a timely manner. Material information about the Issuer's respective financial condition and prospects is included in and the Guarantor's annual and interim reports. You should that each of the key risks highlighted below could have a materiate of the country of the Issuer's and the Guarantor's businesses, operations, f position and prospects, which, in turn, could have a materiate return investors receive on the Securities.  The Issuer and the Guarantor are subject to a number of key  The Group's businesses have been and may continuaffected by conditions in the global financial materiations generally.  The Group's businesses and those of its clients are		References in Elements B.12 and B.19 (B.12) above to the "prospects" and "financial or trading position" of the Issuer and Guarantor (as applicable), are specifically to their respective ability to meet their full payment obligations under the Securities (in the case of GSFCI) or Guaranty (in the case of GSG) in a timely manner. Material information about the Issuer's and the Guarantor's respective financial condition and prospects is included in each of the Issuer's and the Guarantor's annual and interim reports. You should be aware, however, that each of the key risks highlighted below could have a material adverse effect on the Issuer's and the Guarantor's businesses, operations, financial and trading position and prospects, which, in turn, could have a material adverse effect on the return investors receive on the Securities.  The Issuer and the Guarantor are subject to a number of key risks of the Group:  • The Group's businesses have been and may continue to be adversely affected by conditions in the global financial markets and economic
		<ul> <li>declining asset values. This is particularly true for those businesses in which it has net "long" positions, receives fees based on the value of assets managed, or receives or posts collateral.</li> <li>The Group's businesses have been and may be adversely affected by</li> </ul>

- disruptions in the credit markets, including reduced access to credit and higher costs of obtaining credit.
- The Group's market-making activities have been and may be affected by changes in the levels of market volatility.
- The Group's investment banking, client execution and investment management businesses have been adversely affected and may in the future be adversely affected by market uncertainty or lack of confidence among investors and CEOs due to general declines in economic activity and other unfavourable economic, geopolitical or market conditions.
- The Group's investment management business may be affected by the poor investment performance of its investment products or a client preference for products other than those which the Group offers or for products that generate lower fees.
- The Group may incur losses as a result of ineffective risk management processes and strategies.
- The Group's liquidity, profitability and businesses may be adversely
  affected by an inability to access the debt capital markets or to sell assets
  or by a reduction in its credit ratings or by an increase in its credit
  spreads.
- A failure to appropriately identify and address potential conflicts of interest could adversely affect the Group's businesses.
- A failure in the Group's operational systems or infrastructure, or those of third parties, as well as human error, could impair the Group's liquidity, disrupt the Group's businesses, result in the disclosure of confidential information, damage the Group's reputation and cause losses.
- A failure to protect the Group's computer systems, networks and information, and the Group's clients' information, against cyber attacks and similar threats could impair the Group's ability to conduct the Group's businesses, result in the disclosure, theft or destruction of confidential information, damage the Group's reputation and cause losses.
- GSG is a holding company and is dependent for liquidity on payments from its subsidiaries, many of which are subject to restrictions.
- The application of regulatory strategies and requirements in the U.S. and non-U.S. jurisdictions to facilitate the orderly resolution of large financial institutions could create greater risk of loss for GSG's security holders.
- The application of GSG's proposed resolution strategy could result in greater losses for GSG's security holders, and failure to address shortcomings in the Group's resolution plan could subject the Group to increased regulatory requirements.
- The Group's businesses, profitability and liquidity may be adversely affected by deterioration in the credit quality of, or defaults by, third parties who owe the Group money, securities or other assets or whose securities or obligations it holds.
- Concentration of risk increases the potential for significant losses in the Group's market-making, underwriting, investing and lending activities.
- The financial services industry is both highly competitive and interrelated.
- The Group faces enhanced risks as new business initiatives lead it to transact with a broader array of clients and counterparties and exposes it to new asset classes and new markets.

The Group's results may be adversely affected by the composition of its client base. Derivative transactions and delayed settlements may expose the Group to unexpected risk and potential losses. The Group's businesses may be adversely affected if it is unable to hire and retain qualified employees. Certain of the Group's businesses and its funding may be adversely affected by changes in the reference rates, currencies, indexes, baskets or ETFs to which products the Group offers or funding that it raises are linked. The Group may be adversely affected by increased governmental and regulatory scrutiny or negative publicity. Substantial legal liability or significant regulatory action against the Group could have material adverse financial effects or cause significant reputational harm, which in turn could seriously harm the Group's business prospects. The growth of electronic trading and the introduction of new trading technology may adversely affect the Group's business and may increase competition. The Group's commodities activities, particularly its physical commodities activities, subject the Group to extensive regulation and involve certain potential risks, including environmental, reputational and other risks that may expose it to significant liabilities and costs. In conducting its businesses around the world, the Group is subject to political, economic, legal, operational and other risks that are inherent in operating in many countries. The Group may incur losses as a result of unforeseen or catastrophic events, including the emergence of a pandemic, terrorist attacks, extreme weather events or other natural disasters. GSFCI does not carry out any operating business activity other than issuing securities and is largely reliant on payment obligations owed to it by its affiliates to fund its obligations under the Securities. D.3 **Key risks that** You may lose some or all of your investment in the Securities where: are specific to We (as Issuer and Guarantor) fail or go bankrupt, the Guarantor the Securities: becomes subject to resolution proceedings or we are otherwise unable to meet our payment obligations. In the event that the Guarantor becomes subject to bankruptcy or resolution proceedings (but the Issuer does not), you will not be able to declare the Securities to be immediately due and repayable. The return you receive on the Securities in this particular circumstance could be significantly less than what you would have otherwise received had you been able to declare the Securities immediately due and repayable upon the bankruptcy or resolution of the Guarantor; You do not hold your Securities to maturity and the secondary sale price you receive is less than the original purchase price; or Your Securities are redeemed early due to an unexpected event and the amount you receive is less than the original purchase price. The estimated value of your Securities (as determined by reference to pricing models used by us) at the time the terms and conditions of your Securities are set on the trade date, will be less than the original issue

		price of your Securities.	
		Your Securities may not have an active trading market, and you may be unable to dispose of them.	
		We give no assurance that application for listing and admission to trading will be granted (or, if granted, will be granted by the issue date) or that an active trading market in the Securities will develop. We may discontinue any such listing at any time.	
		• Indices which are deemed 'benchmarks' are the subject of recent national, international and other regulatory guidance and proposals for reform. Some of these reforms are already effective whilst others are still to be implemented. These reforms may cause such benchmarks to perform differently than in the past, or have other consequences which cannot be predicted.	
		• If interest rates rise during the term of the Securities, the value of the Securities is likely to fall.	
		The Issuer of your Securities may be substituted with another company.	
		We may amend the terms and conditions of your Securities in certain circumstances without your consent.	
SECTIO	N E – THE OFFER		
E.2b	Reasons for the offer and use of proceeds	The net proceeds of the offer will be used by the Issuer to provide additional funds for its operations and for other general corporate purposes.	
E.3	Terms and conditions of the offer	Not applicable.	
E.4	Interests material to the issue/offer	Not applicable; so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer, including conflicting interests.	
E.7	Estimated expenses	Not applicable. There are no estimated expenses charged to the investor by the Issuer.	