

Final Terms dated May 8, 2017

GOLDMAN SACHS INTERNATIONAL

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

**Issue of HKD 200,000,000 Five-Year Callable Fixed Rate Notes, due May 8, 2022
(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 2, 2017 (the "**Base Prospectus**") and the supplements to the Base Prospectus dated March 22, 2017, April 21, 2017 and May 5, 2017, which together constitute 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 as so supplemented. Full information on the Issuer, the Guarantor and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus as so supplemented. The Base Prospectus and the supplements to the Base Prospectus are 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.bourse.lu.

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: | Hong Kong Dollar (" HKD "). |
| 3. | Aggregate Nominal Amount: | |
| | (i) Series: | HKD 200,000,000. |
| | (ii) Tranche: | HKD 200,000,000. |
| 4. | Issue Price: | 100 per cent. of the Aggregate Nominal Amount. |
| 5. | Specified Denomination: | HKD 10,000. |
| 6. | Calculation Amount: | HKD 10,000. |
| 7. | Issue Date: | May 8, 2017. |
| 8. | Maturity Date: | Scheduled Maturity Date is the Interest Payment Date scheduled to fall on May 8, 2022. |
| | (i) Strike Date: | Not Applicable. |
| | (ii) Relevant Determination Date (General Note Condition 2(a)): | Not Applicable. |

(iii)	Scheduled Determination Date:	Not Applicable.
(iv)	First Maturity Date Specific Adjustment:	Not Applicable.
(v)	Second Maturity Date Specific Adjustment:	Not Applicable.
(vi)	Business Day Adjustment:	Not Applicable.
9.	Underlying Asset(s):	Not Applicable.
VALUATION PROVISIONS		
10.	Valuation / Pricing Date(s):	Not Applicable.
11.	Entry Level Observation Dates:	Not Applicable.
12.	Initial Valuation / Pricing 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.
18.	FX (Initial) Valuation Date:	Not Applicable.
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:	1.40 per cent. Fixed Rate.
23.	Interest Commencement Date:	May 8, 2017.
24.	Fixed Rate Note Conditions (General Note Condition 7):	Applicable.
(i)	Rate(s) of Interest:	1.40 per cent. per annum payable annually in arrear.
(ii)	Interest Payment Date(s):	The 8 th day of May in each calendar year from, and including, May 8, 2018 to, and including, May 8, 2022, subject to adjustment in accordance with the Modified Following Business Day Convention. 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 Conditions	Not Applicable.

(General Note Condition 7(e)):

- | | | |
|-----|--|-----------------|
| 25. | BRL FX Conditions (Coupon Payout Condition 1.1(c)): | Not Applicable. |
| 26. | FX Security Conditions (Coupon Payout Condition 1.1(d)): | Not Applicable. |
| 27. | Floating Rate Note Conditions (General Note Condition 8): | Not Applicable. |
| 28. | Change of Interest Basis (General Note Condition 9): | Not Applicable. |
| 29. | Conditional Coupon (Coupon Payout Condition 1.3): | Not Applicable. |
| 30. | Range Accrual Coupon (Coupon Payout Condition 1.4): | Not Applicable. |

AUTOCALL PAYOUT CONDITIONS

- | | | |
|-----|---|-----------------|
| 31. | Automatic Early Redemption (General Note Condition 10(i)): | Not Applicable. |
| 32. | Autocall Payout Conditions: | Not Applicable. |

REDEMPTION PROVISIONS

- | | | |
|-----|--|---|
| 33. | Redemption/Payment Basis: | Redemption at par. |
| 34. | Redemption at the option of the Issuer (General Note Condition 10(b)): | Applicable – General Note Condition 10(b) shall apply. |
| | (i) Optional Redemption Date(s) (Call): | Each Interest Payment Date (other than the Interest Payment Date scheduled to fall on May 8, 2022). |
| | (ii) Call Option Notice Date(s): | With respect to each Optional Redemption Date (Call), the fifth Business Day before such Optional Redemption Date (Call). |
| | (iii) Optional Redemption Amount(s) (Call): | HKD 10,000 per Calculation Amount. |
| 35. | Redemption at the option of Noteholders (General Note Condition 10(c)): | Not Applicable. |
| 36. | Zero Coupon Note Conditions: | Not Applicable. |
| 37. | Final Redemption Amount of each Note (General Note Condition 10(a)): | HKD 10,000 per Calculation Amount. |

FINAL REDEMPTION AMOUNT PAYOUT CONDITIONS

- | | | |
|-----|---|-----------------|
| 38. | Single Limb Payout (Payout Condition 1.1): | Not Applicable. |
| 39. | Multiple Limb Payout (Payout Condition 1.2): | Not Applicable. |
| 40. | Barrier Event Conditions (Payout Condition 2): | Not Applicable. |

- | | | |
|-----|--|-----------------|
| 41. | Trigger Event Conditions (Payout Condition 3): | Not Applicable. |
| 42. | Currency Conversion: | Not Applicable. |
| 43. | Physical Settlement (General Note Condition 12(a)): | Not Applicable. |
| 44. | Non-scheduled Early Repayment Amount: | Par. |
| | – Adjusted for any reasonable expenses and costs: | Not Applicable. |

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

- | | | |
|-----|--|-----------------|
| 45. | Type of Notes: | Not Applicable. |
| 46. | Share Linked Notes: | Not Applicable. |
| 47. | Index Linked Notes: | Not Applicable. |
| 48. | Commodity Linked Notes (Single Commodity or Commodity Basket): | Not Applicable. |
| 49. | Commodity Linked Notes (Commodity Index or Commodity Index Basket): | Not Applicable. |
| 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

- | | | |
|-----|--|-------------------|
| 54. | FX Disruption Event/CNY FX Disruption Event/Currency Conversion Disruption Event (General Note Condition 13): | Not Applicable. |
| 55. | Rounding (General Note Condition 22): | |
| | (i) Non-Default Rounding – calculation values and percentages: | Not Applicable. |
| | (ii) Non-Default Rounding – amounts due and payable: | Not Applicable. |
| | (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. |
| 58. | Additional Financial Centre(s) relating to Payment Business Days: | Not Applicable. |
| | – Non-Default Payment Business Day: | Not Applicable. |

- | | | |
|-----|--|---|
| 59. | Principal Financial Centre: | As specified in General Note Condition 2(a). |
| | – Non-Default Principal Financial Centre: | Not Applicable. |
| 60. | Instalment Notes (General Note Condition 10(p)): | Not Applicable. |
| 61. | Minimum Trading Number (General Note Condition 5(f)): | One Note (corresponding to a nominal amount of HKD 10,000). |
| 62. | Permitted Trading Multiple (General Note Condition 5(f)): | One Note (corresponding to a nominal amount of HKD 10,000). |
| 63. | Record Date (General Note Condition 11): | Not Applicable. |
| 64. | Calculation Agent (General Note Condition 18): | Goldman Sachs International. |

DISTRIBUTION

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: Goldman Sachs International, Peterborough Court, 133 Fleet Street, London EC4A 2BB, England.
66. **Non-exempt Offer:** Not Applicable.

Signed on behalf of Goldman Sachs International:

By:

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 the Luxembourg Stock Exchange 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** Not Applicable.
3. **LIQUIDITY ENHANCEMENT AGREEMENTS** Not Applicable.
4. **RATINGS** Not Applicable.
5. **INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE**

Save as discussed in the risk factor, "Risks associated with conflicts of interest between Goldman Sachs and purchasers of Securities", so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the issue.
6. **REASONS FOR THE ISSUE, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES**
 - (i) Reasons for the issue: Providing additional funds for the Issuer's operations and for other general corporate purposes.
 - (ii) Estimated net proceeds: Not Applicable
 - (iii) Estimated total expenses: HKD 46,775.93.
7. **YIELD**

Indication of yield: The yield is 1.40 per cent. per annum. The yield is calculated as at May 8, 2017, on the basis of the Issue Price of 100 per cent. of the aggregate nominal amount. It is not an indication of future yield. The yield is 1.40 per cent. per annum.
8. **PERFORMANCE AND VOLATILITY OF THE UNDERLYING ASSET**

Not Applicable.
9. **OPERATIONAL INFORMATION**

Any Clearing System(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme 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-pipgasia-operations@gs.com.

Intended to be held in a manner which would allow Eurosystem eligibility: No.

10. **TERMS AND CONDITIONS OF THE OFFER** Not Applicable.

11. **UNITED STATES TAX CONSIDERATIONS**

Section 871(m) Withholding Tax

Not Applicable.

Classification as Debt for U.S. Tax Purposes

Not Applicable.

12. **INDEX DISCLAIMER** Not Applicable.

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 these types of securities 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 securities 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 for the use of the Base Prospectus for subsequent resales of the Securities.
SECTION B – ISSUERS AND GUARANTOR		
B.1	Legal and commercial name of the Issuer	Goldman Sachs International (" GSI " or the " Issuer ").
B.2	Domicile, legal form, legislation and country of incorporation of the Issuer	GSI is a private unlimited liability company incorporated in England and Wales. GSI mainly operates under English law. The registered office of GSI is Peterborough Court, 133 Fleet Street, London EC4A 2BB, England.
B.4b	Known trends with respect to the Issuer	GSI's prospects will be affected, potentially adversely, by developments in global, regional and national economies, including in the United Kingdom, movements and 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 Kingdom and other countries where the Issuer does business.
B.5	The Issuer's group	Goldman Sachs Group UK Limited, a company incorporated under English law has a 100 per cent. shareholding in GSI. Goldman Sachs (UK) L.L.C. is established under the laws of the State of Delaware and has a 97.208 per cent. interest in Goldman Sachs Group UK Limited. Goldman Sachs Ireland Group Limited is established under the laws of Ireland and has a 2.792 per cent. interest in Goldman Sachs Group UK Limited. Goldman Sachs Ireland LLC is established under the laws of the State of Delaware and has a 100 per cent. shareholding in Goldman Sachs Ireland Group Limited. Goldman Sachs Ireland Group Holdings LLC is established under the laws of the State of Delaware and has a 75 per cent. interest in Goldman Sachs Ireland LLC. Goldman Sachs Global Holdings L.L.C.

		is established under the laws of the State of Delaware and has a 25 per cent. interest in Goldman Sachs Ireland LLC. The Goldman, Sachs & Co. L.L.C. is established under the laws of the State of Delaware and has a one per cent. interest in Goldman Sachs Global Holdings L.L.C. The Goldman Sachs Group, Inc., (" GSG " or the " Guarantor ") is established in Delaware and has a 100 per cent. shareholding in Goldman Sachs Ireland Group Holdings LLC, The Goldman, Sachs & Co. L.L.C. and Goldman Sachs (UK) L.L.C. and a 99 per cent. interest in Goldman Sachs Global Holdings L.L.C.																												
B.9	Profit forecast or estimate	Not applicable; GSI has not made any profit forecasts or estimates.																												
B.10	Audit report qualifications	Not applicable; there are no qualifications in the audit report of GSI on its historical financial information.																												
B.12	Selected historical key financial information of the Issuer	<p>The following table shows selected key historical financial information in relation to GSI:</p> <table> <tr> <th rowspan="2"><i>(in USD millions)</i></th><th colspan="2">As at and for the year ended (audited)</th></tr> <tr> <th>December 31, 2016</th><th>December 31, 2015</th></tr> <tr> <td>Operating Profit</td><td>2,280</td><td>2,939</td></tr> <tr> <td>Profit on ordinary activities before taxation</td><td>1,943</td><td>2,661</td></tr> <tr> <td>Profit for the financial year</td><td>1,456</td><td>2,308</td></tr> </table> <table> <tr> <th rowspan="2"><i>(in USD millions)</i></th><th colspan="2">As of (audited)</th></tr> <tr> <th>December 31, 2016</th><th>December 31, 2015</th></tr> <tr> <td>Fixed Assets</td><td>140</td><td>12</td></tr> <tr> <td>Current Assets</td><td>934,129</td><td>850,219</td></tr> <tr> <td>Total Shareholder's funds</td><td>27,533</td><td>26,353</td></tr> </table> <p>There has been no material adverse change in the prospects of GSI since December 31, 2016.</p> <p>There has been no significant change in the financial or trading position particular to GSI since December 31, 2016.</p>	<i>(in USD millions)</i>	As at and for the year ended (audited)		December 31, 2016	December 31, 2015	Operating Profit	2,280	2,939	Profit on ordinary activities before taxation	1,943	2,661	Profit for the financial year	1,456	2,308	<i>(in USD millions)</i>	As of (audited)		December 31, 2016	December 31, 2015	Fixed Assets	140	12	Current Assets	934,129	850,219	Total Shareholder's funds	27,533	26,353
<i>(in USD millions)</i>	As at and for the year ended (audited)																													
	December 31, 2016	December 31, 2015																												
Operating Profit	2,280	2,939																												
Profit on ordinary activities before taxation	1,943	2,661																												
Profit for the financial year	1,456	2,308																												
<i>(in USD millions)</i>	As of (audited)																													
	December 31, 2016	December 31, 2015																												
Fixed Assets	140	12																												
Current Assets	934,129	850,219																												
Total Shareholder's funds	27,533	26,353																												
B.13	Recent events material to the evaluation of the Issuer's solvency	Not applicable; there have been no recent events particular to GSI which are to a material extent relevant to the evaluation of GSI's solvency.																												
B.14	Issuer's position in its corporate group	<p>Please refer to Element B.5 above.</p> <p>GSI 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</p>																												

		group accordingly.
B.15	Principal activities	The principal activities of GSI consist of securities underwriting and distribution, trading of corporate debt and equity services, non-U.S. sovereign debt and mortgage securities, execution of swaps and derivative instruments, mergers and acquisitions, financial advisory services for restructurings/private placements/lease and project financings, real estate brokerage and finance, merchant banking, stock brokerage and research.
B.16	Ownership and control of the Issuer	Goldman Sachs Group UK Limited, a company incorporated under English law has a 100 per cent. shareholding in GSI. Goldman Sachs (UK) L.L.C. is established under the laws of the State of Delaware and has a 97.208 per cent. interest in Goldman Sachs Group UK Limited. Goldman Sachs Ireland Group Limited is established under the laws of Ireland and has a 2.792 per cent. interest in Goldman Sachs Group UK Limited. Goldman Sachs Ireland LLC is established under the laws of the State of Delaware and has a 100 per cent. shareholding in Goldman Sachs Ireland Group Limited. Goldman Sachs Ireland Group Holdings LLC is established under the laws of the State of Delaware and has a 75 per cent. interest in Goldman Sachs Ireland LLC. Goldman Sachs Global Holdings L.L.C. is established under the laws of the State of Delaware and has a 25 per cent. interest in Goldman Sachs Ireland LLC. The Goldman, Sachs & Co. L.L.C. is established under the laws of the State of Delaware and has a one per cent. interest in Goldman Sachs Global Holdings L.L.C. The Goldman Sachs Group, Inc. is established in Delaware and has a 100 per cent. shareholding in Goldman Sachs Ireland Group Holdings LLC, The Goldman, Sachs & Co. L.L.C. and Goldman Sachs (UK) L.L.C. and a 99 per cent. interest in Goldman Sachs Global Holdings L.L.C.
B.17	Rating of the Issuer or the Securities	The long term debt of GSI is rated 'A+' by S&P, 'A' by Fitch and 'A1' by Moody's. The Securities have not been rated.
B.18	Nature and scope of the Guaranty	The payment obligations and (subject to the next sentence) delivery obligations of GSI, GSW and 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 Guarantor is only obliged to pay a cash amount (the " Physical Settlement Disruption Amount ") instead of delivering the deliverable assets (the " Deliverable Assets ") if the Issuer fails to satisfy its delivery obligations under the Securities. The Guaranty will rank <i>pari passu</i> with all other unsecured and unsubordinated indebtedness of GSG.
B.19 (B.1)	Name of Guarantor	The Goldman Sachs Group, Inc.
B.19 (B.2)	Domicile, legal form, legislation and country of incorporation of the Guarantor	GSG is incorporated in the State of Delaware in the United States as a corporation pursuant to the Delaware General Corporation Law. GSG is located at 200 West Street, New York, New York 10282, USA.
B.19 (B.4b)	Known trends with respect to the Guarantor	GSG's prospects will be affected, potentially adversely, by developments in global, regional and national economies, including in the U.S. movements and 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	<p>GSG is a bank holding company and a financial holding company regulated by the Board of Governors of the Federal Reserve System (Federal Reserve Board). 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 Goldman Sachs Group (the "Group").</p> <p>As of December 2016, the Group had offices in over 30 countries and 47 per cent. of its total staff was based outside the Americas. The Group's clients are located worldwide and it is an active participant in financial markets around the world. In 2016, GSG generated 40 per cent. of its net revenues outside the Americas.</p> <p>GSG reports its activities in four business segments: Investment Banking, Institutional Client Services, Investing & Lending and Investment Management.</p>																																													
B.19 (B.9)	Profit forecast or estimate	Not applicable; GSG has not made any profit forecasts 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 financial information of the Guarantor	<p>The following table shows selected key historical financial information in relation to GSG:</p> <table><tr><th></th><th colspan="2">As at and for the three months ended (unaudited)</th><th colspan="2">As at and for the Year ended</th></tr><tr><th>(in USD millions)</th><th>31 March 2017</th><th>31 March 2016</th><th>December 2016</th><th>December 2015</th></tr><tr><td>Total non-interest revenues</td><td>7,510</td><td>5,455</td><td>28,021</td><td>30,756</td></tr><tr><td>Net revenues, including net interest income</td><td>8,026</td><td>6,338</td><td>30,608</td><td>33,820</td></tr><tr><td>Pre-tax earnings/(loss)</td><td>2,539</td><td>1,576</td><td>10,304</td><td>8,778</td></tr></table> <table><tr><th></th><th>As at 31 March (unaudited) 2017</th><th colspan="2">As at 31 December</th></tr><tr><th>(in USD millions)</th><th></th><th>2016</th><th>2015</th></tr><tr><td>Total assets</td><td>894,069</td><td>860,165</td><td>861,395</td></tr><tr><td>Total liabilities</td><td>807,152</td><td>773,272</td><td>774,667</td></tr><tr><td>Total shareholders' equity:</td><td>86,917</td><td>86,893</td><td>86,728</td></tr></table> <p>There has been no material adverse change in the prospects of GSG since December 31, 2016.</p> <p>Not applicable; there has been no significant change in GSG's financial or trading position since March 31, 2017.</p>		As at and for the three months ended (unaudited)		As at and for the Year ended		(in USD millions)	31 March 2017	31 March 2016	December 2016	December 2015	Total non-interest revenues	7,510	5,455	28,021	30,756	Net revenues, including net interest income	8,026	6,338	30,608	33,820	Pre-tax earnings/(loss)	2,539	1,576	10,304	8,778		As at 31 March (unaudited) 2017	As at 31 December		(in USD millions)		2016	2015	Total assets	894,069	860,165	861,395	Total liabilities	807,152	773,272	774,667	Total shareholders' equity:	86,917	86,893	86,728
	As at and for the three months ended (unaudited)		As at and for the Year ended																																												
(in USD millions)	31 March 2017	31 March 2016	December 2016	December 2015																																											
Total non-interest revenues	7,510	5,455	28,021	30,756																																											
Net revenues, including net interest income	8,026	6,338	30,608	33,820																																											
Pre-tax earnings/(loss)	2,539	1,576	10,304	8,778																																											
	As at 31 March (unaudited) 2017	As at 31 December																																													
(in USD millions)		2016	2015																																												
Total assets	894,069	860,165	861,395																																												
Total liabilities	807,152	773,272	774,667																																												
Total shareholders' equity:	86,917	86,893	86,728																																												
B.19 (B.13)	Recent events material to the evaluation of the Guarantor's solvency	Not applicable; there have been no recent events particular to GSG which are to a material extent relevant to the evaluation of GSG's solvency.																																													
B.19	Dependence upon other members of	See Element B.19 (B.5).																																													

(B.14)	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 (B.15)	Principal activities	<p>The Group's activities are conducted in the following segments:</p> <p>(1) Investment Banking:</p> <ul style="list-style-type: none"> Financial Advisory, which includes strategic advisory assignments with respect to mergers and acquisitions, divestitures, corporate defense activities, restructurings and spin-offs, risk management and derivative transactions directly related to these client advisory assignments; and Underwriting, which includes public offerings and private placements, including local and cross-border transactions and acquisition finance, of a wide range of securities, loans and other financial instruments, and derivative transactions directly related to these client underwriting activities. <p>(2) Institutional Client Services:</p> <ul style="list-style-type: none"> Fixed Income, Currency and Commodities, 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 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 our 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. <p>(3) Investing & Lending, which includes the Group's investing activities and the origination of loans, including our relationship lending activities, to provide financing to clients. These investments, some of which are consolidated, and loans are typically longer-term in nature. The Group makes investments, directly and indirectly through funds that it manages, in debt securities and loans, public and private equity securities, infrastructure and real estate entities. The Group also makes unsecured loans to individuals through its online platform.</p> <p>(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, including portfolio management and financial counselling, and brokerage and other transaction services to high-net-worth individuals and families.</p>
B.19 (B.16)	Ownership and control of the Guarantor	<p>Not applicable; GSG is a publicly-held company listed on the New York Stock Exchange and is not directly or indirectly owned or controlled by any shareholders or affiliated group of shareholders.</p> <p>See Element B.19 (B.5).</p>

B.19 (B.17)	Rating of the Guarantor	<p>The following table sets forth the Guarantor's unsecured credit ratings. A rating 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:</p> <table> <tr> <th></th><th>Short-Term Debt</th><th>Long-Term Debt</th></tr> <tr> <td>Dominion Bond Rating Service Limited</td><td>R-1 (middle)</td><td>A (high)</td></tr> <tr> <td>Fitch, Inc.</td><td>F1</td><td>A</td></tr> <tr> <td>Moody's Investors Service</td><td>P-2</td><td>A3</td></tr> <tr> <td>Standard & Poor's</td><td>A-2</td><td>BBB+</td></tr> <tr> <td>Rating and Investment Information, Inc.</td><td>a-1</td><td>A</td></tr> </table>		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
	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																		
SECTION C – SECURITIES																				
C.1	Type and class of Securities	<p>Cash settled Securities being HKD 200,000,000 Five-Year Callable Fixed Rate Notes, due May 8, 2022 (the "Securities").</p> <p>ISIN: XS1573844146; Common Code: 157384414.</p>																		
C.2	Currency	The currency of the Securities will be Hong Kong Dollar (" HKD ").																		
C.5	Restrictions on the free transferability	<p>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.</p> <p>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.</p> <p>Subject to the above, the Securities will be freely transferable.</p>																		
C.8	Rights attached to the securities including ranking and any limitation to those rights	<p>Rights: The Securities give the right to each holder of Securities (a "Holder") 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.</p> <p>Ranking: The Securities are direct, unsubordinated and unsecured obligations of the Issuer and rank equally with all other direct, unsubordinated and unsecured obligations of the Issuer. The Guaranty will rank equally with all other unsecured and unsubordinated indebtedness of GSG.</p> <p>Limitations to rights:</p> <ul style="list-style-type: none"> Notwithstanding that the Securities are linked to the performance of the underlying asset(s), Holders do not have any rights in respect of the underlying assets(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 																		

		<p>Securities, without the Holders' consent.</p> <ul style="list-style-type: none">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 interest provisions, yield and representative of the holders	<p>Please refer to Element C.8 above.</p> <p style="text-align: center;"><u>Interest</u></p> <p>The Securities bear interest from May 8, 2017 ("Interest Commencement Date") at the rate of 1.40 per cent. per annum (the "Rate of Interest").</p> <p>The interest amount payable on each of the Interest Payment Dates falling in the period commencing on the Interest Payment Date scheduled to fall on May 8, 2018 and ending on the Interest Payment Date scheduled to fall on May 8, 2022 (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.</p> <p>Defined terms used above:</p> <ul style="list-style-type: none">Calculation Amount: HKD 10,000. <p style="text-align: center;"><u>Indication of Yield:</u></p> <ul style="list-style-type: none">The yield is calculated at May 8, 2017 (the "Issue Date") on the basis of the Issue Price of 100 per cent. of the aggregate nominal amount. It is not an indication of future yield. The yield is 1.40 per cent. per annum. <p style="text-align: center;"><u>Optional Redemption Amount</u></p> <p>Redemption at the Issuer's option</p> <p>The Issuer may redeem all of the Securities on an Optional Redemption Date (Call) at the Optional Redemption Amount by giving notice to the Holders on or prior to the Call Option Notice Date corresponding to such Optional Redemption Date (Call) (each term as set forth in the table below, each subject to adjustment in accordance with the terms and conditions). The Optional Redemption Amount in respect of each Calculation Amount of the Securities shall be HKD 10,000.</p> <p>If the Issuer exercises its rights to redeem the Securities on an Optional Redemption Date (Call), then there will be no Interest Payment Dates subsequent to such Optional Redemption Date (Call).</p> <table><tr><th colspan="2">Optional Redemption Table</th></tr><tr><th>Call Option Notice Dates</th><th>Optional Redemption Dates (Call)</th></tr><tr><td>Five business days prior to each Optional Redemption Date (Call)</td><td>Each Interest Payment Date other than the Interest Payment Date scheduled to fall on May 8, 2022</td></tr></table>	Optional Redemption Table		Call Option Notice Dates	Optional Redemption Dates (Call)	Five business days prior to each Optional Redemption Date (Call)	Each Interest Payment Date other than the Interest Payment Date scheduled to fall on May 8, 2022
Optional Redemption Table								
Call Option Notice Dates	Optional Redemption Dates (Call)							
Five business days prior to each Optional Redemption Date (Call)	Each Interest Payment Date other than the Interest Payment Date scheduled to fall on May 8, 2022							

		<p style="text-align: center;"><u>Non-scheduled Early Repayment Amount</u></p> <p>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.</p> <p>In such case, the Non-scheduled Early Repayment Amount payable on such unscheduled early redemption shall be, for each Security, the Specified Denomination of HKD 10,000.</p> <p style="text-align: center;"><u>Redemption</u></p> <ul style="list-style-type: none"> • The maturity date for the Securities shall be May 8, 2022. • Unless previously redeemed or purchased and cancelled, each Security will be redeemed by the Issuer on the maturity date by payment of HKD 10,000 per Calculation Amount of the Securities. <p>Representative of holders of Securities: Not applicable; the Issuer has not appointed any person to be a representative of the holders of Securities.</p>
C.10	Derivative component in the interest payment	<p>Please refer to Element C.9 above.</p> <p>Not applicable; there is no derivative component in the interest payments made in respect of the Securities.</p>
C.11	Admission to trading on a regulated market	<p>Application has been made to admit the Securities to trading on the regulated market of the Luxembourg Stock Exchange.</p>
SECTION D – RISKS		
D.2	Key risks that are specific to the Issuer, the Guarantor and the Group	<p>The payment of any amount due on the Securities is subject to our credit risk as well as the credit risk of the Guarantor. The Securities are our unsecured obligations, and the Guaranty thereof is an unsecured obligation of the Guarantor. Neither the Securities nor the Guaranty are bank deposits, and neither are insured or guaranteed by the UK Financial Services Compensation Scheme, the Jersey Depositors Compensation Scheme, the U.S. Federal Deposit Insurance Corporation, the U.S. Deposit Insurance Fund or any other government or governmental or private agency or deposit protection scheme in any jurisdiction. The value of and return on your Securities will be subject to our credit risk and that of the Guarantor and to changes in the market's view of our creditworthiness and that of the Guarantor.</p> <p>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 GSI, GSW or 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/or 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</p>

		<p>and trading position and prospects, which, in turn, could have a material adverse effect on the return investors receive on the Securities.</p> <p>The Issuer and the Guarantor are subject to a number of key risks of the Group:</p> <ul style="list-style-type: none"> • The Group's businesses have been and may continue to be adversely affected by conditions in the global financial markets and economic conditions generally. • The Group's businesses and those of its clients are subject to extensive and pervasive regulation around the world. • The Group's businesses have been and may be adversely affected by 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. • The Group's businesses have been and may be adversely affected by 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. • 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 United States 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
--	--	---

		<p>increased regulatory requirements.</p> <ul style="list-style-type: none"> • 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. • Derivative transactions and delayed settlements may expose the Group to unexpected risk and potential losses. • The Group's businesses may be adversely affected if Goldman Sachs is unable to hire and retain qualified employees. • 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.
D.3	Key risks that are specific to the Securities:	<ul style="list-style-type: none"> • You may lose some or all of your investment in the Securities where: <ul style="list-style-type: none"> ○ We (as Issuer and Guarantor) fail or go bankrupt, the Guarantor 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

		<p>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.</p> <ul style="list-style-type: none"> • 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 of the Securities 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. • Your Securities may be redeemed early if we exercise our Issuer call option and you may not be able to invest the proceeds at an attractive rate. • Your Securities may be adjusted or redeemed prior to maturity due to a change in law. Any such adjustment may have a negative effect on the value of and return on your Securities; the amount you receive following an early redemption may be less than your initial investment and you could lose some of your investment. • 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.
SECTION E – THE OFFER		
E.2b	Reasons for the offer and use of proceeds	The net proceeds of the issue 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; no public offer of the Securities is being made. The Issue Price is 100 per cent. (100%) of the Aggregate Nominal Amount.
E.4	Interests material to the issue/offer, including conflicting interests	Save for the conflicts of interest that could arise between the Group and investors as result of the various roles and trading activities of the Group, so far as the Issuer is aware, no person involved in the issue of the Securities has an interest material to the offer, including conflicting interests.
E.7	Estimated expenses charged to the investor by the issuer or the offeror	Not Applicable. There are no estimated expenses charged to the investor by the Issuer.