

Final Terms dated June 25, 2012

GOLDMAN SACHS INTERNATIONAL

Programme for the issuance of Warrants, Notes and Certificates

**Issue of EUR 50'000'000 Autocallable Notes linked to the EURO STOXX 50[®] Index (Price EUR), due April 21, 2017
(the "Notes" or the "Securities")**

Guaranteed by The Goldman Sachs Group, Inc. ("GSG")

The Securities are not bank deposits and are not insured or guaranteed by the United States Federal Deposit Insurance Corporation, the Deposit Insurance Fund or any other governmental agency. The Securities are guaranteed by GSG pursuant to a guaranty (the "GSG Guaranty") and the GSG Guaranty will rank pari passu with all other unsecured and unsubordinated indebtedness of GSG.

The Base Prospectus referred to below (as completed by these Final Terms) has been prepared on the basis that, except as provided in sub-paragraph (ii) below, any offer of Notes in any Member State of the European Economic Area which has implemented Directive 2003/71/EC (the "**Prospectus Directive**", and each, a "**Relevant Member State**") will be made pursuant to an exemption under the Prospectus Directive, as implemented in that Relevant Member State, from the requirement to publish a prospectus for offers of the Notes. Accordingly, any person making or intending to make an offer of the Notes may only do so in:

- (i) circumstances in which no obligation arises for the Issuer to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer; or
- (ii) the French Republic, provided such person is one of the persons mentioned below and that such offer is made during the Offer Period specified for such purpose therein. The specific selling restriction for France as set out on pages 401 and 402 of the Base Prospectus shall not apply to the offer of the Notes

The Issuer has not authorised, nor does it authorise, the making of any offer of Notes in any other circumstances.

Goldman Sachs International is in the process of updating the Base Prospectus referred to below. It is expected that the updated base prospectus will be approved by the Luxembourg *Commission de Surveillance du Secteur Financier* (CSSF) on or after June 26, 2012 and notified to the *Autorité des Marchés Financiers* (AMF) shortly thereafter. Updated disclosure about Goldman Sachs International and GSG, the Guarantor, will be included in the updated base prospectus, but this will not affect the terms and conditions of the Notes.

CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the General Note Conditions set forth in the base prospectus dated July 15, 2011 (the "**Base Prospectus**") and the supplements to the Base Prospectus listed in the section entitled "Supplements to the Base Prospectus" below (and any further supplements up to, and including, June 25, 2012) which together constitute a base prospectus for the purposes of the Prospectus Directive. This document constitutes the Final Terms of the Securities 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 Securities 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 Programme Agent in Luxembourg.

1. (i) **Issuer:** Goldman Sachs International.
(ii) **Guarantor:** The Goldman Sachs Group, Inc.
2. (i) **ISIN:** XS0585377483.
(ii) **Common Code:** 058537748.
(iii) **Series Number:** A13853.
(iv) **Tranche Number:** One.
(v) **PIPG Tranche Number:** 18495.
3. **Specified Currency or Currencies:** EUR.

Where "**EUR**" or "**Euro**" means the euro, being the lawful single currency of the member states of the European Union that have adopted and continue to retain a common single currency through monetary union in accordance with European Union treaty law (as amended from time to time). For the avoidance of doubt, the definition of "euro" and "EUR" at page 6 of the Base Prospectus shall not apply.
4. **Aggregate Nominal Amount:**
(i) Series: EUR 50'000'000.
(ii) Tranche: EUR 50'000'000.
5. **Issue Price:** 100% of the Aggregate Nominal Amount.
6. **Inducements, commissions and/or other fees:** A subscription fee of up to a maximum of four per cent. (4%) of the Issue Price (which is not reflected in the price of the Notes) will be separately charged to investors by the Distributor. A distribution fee of up to a maximum 1.50 per cent. (1.5%) per annum of the effectively outstanding nominal amount of the Notes (which is reflected in the price of the Notes) is paid by the Issuer to the Distributor. Further details are available upon request.
7. (i) **Specified Denomination:** EUR 1'000.
(ii) **Calculation Amount:** Not Applicable.
8. **Issue Date:** June 25, 2012.
9. **Maturity Date:** If an Automatic Early Redemption Event does not occur, the Maturity Date shall be April 21, 2017 (the "**Scheduled Maturity Date**").

The "**Strike Date**" is October 12, 2012. For the purposes of the postponement referred to in the definition of "Maturity Date" in General Note Condition 2(a) (*Definitions*), the Relevant Determination Date is the Final Valuation Date (as

defined in paragraph 11 below).

10. **Underlying Asset(s):** The Index (as defined in paragraph 30 below).

VALUATION PROVISIONS

11. **Valuation Date(s):** In respect of the Index, the Valuation Dates shall be:

- (i) April 14, 2014;
- (ii) October 12, 2015; and
- (iii) April 12, 2017,

in each case subject to adjustment in accordance with Index Linked Provision 1.1 (*Single Index and Reference Dates*).

The Valuation Date scheduled to fall on April 12, 2017 shall be the "**Final Valuation Date**".

12. **Initial Valuation Date:** October 12, 2012, subject to adjustment in accordance with Index Linked Provision 1.1 (*Single Index and Reference Dates*).

13. **Averaging Dates:** Not Applicable.

14. **Initial Averaging Date(s):** Not Applicable.

INTEREST PROVISIONS

15. **Interest Basis:** Not Applicable.

16. **Interest Commencement Date:** Not Applicable.

17. **Fixed Rate Note Provisions:** Not Applicable.

18. **Floating Rate Note Provisions:** Not Applicable.

19. **Zero Coupon Note Provisions:** Not Applicable.

20. **Interest linked to one or more Underlying Assets Provisions:** Not Applicable.

REDEMPTION PROVISIONS

21. **Redemption/Payment Basis:** Index Linked.

22. **Call Option:** Not Applicable.

23. **Put Option:** Not Applicable.

24. **Automatic Early Redemption:** Applicable – General Note Condition 11(m) (*Automatic Early Redemption*) is applicable in respect of each Valuation Date (other than the Final Valuation Date).

- (i) **Automatic Early Redemption Event:** The Index Level in respect of any Valuation Date (other than the Final Valuation Date) is greater than or equal to the Trigger Level (as determined by the Calculation Agent), in which case an "**Automatic Early Redemption Event**" shall

be deemed to have occurred on such Valuation Date.

Where "**Trigger Level**" means an amount (expressed in EUR) equal to 100 per cent. (100%) of the Initial Index Level.

- (ii) Automatic Early Redemption Dates: Each of:
- (i) April 23, 2014; and
 - (ii) October 19, 2015.
- (iii) Automatic Early Redemption Amount: If an Automatic Early Redemption Event occurs on a Valuation Date (other than the Final Valuation Date), in respect of each Note (of the Specified Denomination) and such Valuation Date, an amount in the Specified Currency equal to the *product* of (i) the Specified Denomination, *multiplied* by (ii) Redemption Value, which will be payable on the Automatic Early Redemption Date following the first Valuation Date on which an Automatic Early Redemption Event occurs.

Where "**Redemption Value**" means, in respect of the Valuation Date scheduled to fall on:

- (i) April 14, 2014, 1.12; and
- (ii) October 12, 2015, 1.24.

25. Final Redemption Amount of each Note:

In cases where the Final Redemption Amount is Share-Linked, Index-Linked, Commodity-Linked, FX-Linked, Inflation Linked or other variable-linked:

- (i) Underlying Asset(s): The Index (as defined in paragraph 30 below).
- (ii) Provisions for determining Final Redemption Amount where calculated by reference to Share and/or Index and/or Commodity and/or FX Rate and/or Inflation Index and/or other variable:
- Unless an Automatic Early Redemption Event has occurred on a Valuation Date (other than the Final Valuation Date), each Note (of the Specified Denomination) shall be redeemed on the Maturity Date by payment of the Final Redemption Amount, being an amount in the Specified Currency determined by the Calculation Agent in accordance with paragraphs (i) or (ii) below (as applicable):
- (i) if the Final Index Level is equal to or greater than the Barrier Level, as determined by the Calculation Agent, an amount determined by the Calculation Agent to be equal to the *product* of (a) the Specified Denomination, *multiplied* by (b) 1.36, i.e., EUR 1'360; or
 - (ii) if the Final Index Level is less than the Barrier Level, an amount determined by the Calculation Agent in

accordance with the following formula:

$$SD \times \frac{\text{Final Index level}}{\text{Initial Index Level}}$$

Where:

"**Barrier Level**" means an amount (expressed in EUR) equal to 60 per cent. (60%) of the Initial Index Level, as determined by the Calculation Agent.

"**Final Index Level**" means the Index Level on the Final Valuation Date, as determined by the Calculation Agent.

"**Initial Index Level**" means the Index Level on the Initial Valuation Date, as determined by the Calculation Agent on the Initial Valuation Date (and for the avoidance of doubt, no supplement to these Final Terms or the Base Prospectus will be published in relation thereto).

"**SD**" means the Specified Denomination, being EUR 1'000.

- (iii) Provisions for determining Final Redemption Amount where calculation by reference to Share and/or Index and/or Commodity and/or FX Rate and/or Inflation Index and/or other variable is impossible or impracticable or otherwise disrupted: See paragraph 30 below.
- (iv) Minimum Redemption Amount: Not Applicable.
- (v) Maximum Redemption Amount: Not Applicable.
26. **Physical Settlement:** Not Applicable.
27. **Non-scheduled Early Repayment Amount:** Adjusted to account fully for any reasonable expenses and costs of the Issuer and/or its affiliates, including those relating to the unwinding of any underlying and/or related hedging and funding arrangements as determined by the Calculation Agent.

SHARE LINKED NOTE / INDEX LINKED NOTE / COMMODITY LINKED NOTE / FX LINKED NOTE / INFLATION LINKED NOTE / OTHER VARIABLE LINKED NOTE PROVISIONS

28. **Type of Notes:** The Notes are Index Linked Notes – the Index Linked Provisions are applicable.
29. **Share Linked Notes:** Not Applicable.
30. **Index Linked Notes:** Applicable.
- (i) Single Index or Index Basket: Single Index.
- (ii) Name of Index: EURO STOXX 50[®] Index (Price EUR) (*Bloomberg Code: SX5E Index; Reuters Code: .STOXX50E; ISIN: EU0009658145*) (the "**Index**") as described in Annex A

(Information relating to the Underlying Asset) below.

- (iii) Type of Index: Multi-Exchange Index.
- (iv) Exchange(s): As specified in Index Linked Provision 8 (*Definitions*).
- (v) Related Exchange(s): All Exchanges.
- (vi) Options Exchange: Not Applicable.
- (vii) Index Sponsor: STOXX Limited.
- (viii) Index Level: In respect of the Index and any relevant day, the official closing level of the Index as at the Valuation Time (expressed in EUR) on such day as calculated and published by the Index Sponsor, as determined by the Calculation Agent.
- (ix) Valuation Time: As specified in Index Linked Provision 8 (*Definitions*).
- (x) Index-Linked Derivatives Contract Provisions: Not Applicable.
- (xi) Market Disruption Event / Disrupted Days: As specified in Index Linked Provision 8 (*Definitions*).
- (xii) Single Index and Reference Dates – Consequences of Disrupted Days: Applicable in respect of the Initial Valuation Date and each Valuation Date - as specified in Index Linked Provision 1.1 (*Single Index and Reference Dates*).
 - (a) Maximum Days of Disruption: As specified in Index Linked Provision 8 (*Definitions*).
 - (b) No Adjustment: Not Applicable.
- (xiii) Single Index and Averaging Reference Dates – Consequences of Disrupted Days: Not Applicable.
- (xiv) Index Basket and Reference Dates – Basket Valuation (Individual Scheduled Trading Day and Individual Disrupted Day): Not Applicable.
- (xv) Index Basket and Averaging Reference Dates – Basket Valuation (Individual Scheduled Trading Day and Individual Disrupted Day): Not Applicable.
- (xvi) Index Basket and Reference Dates – Basket Valuation (Common Scheduled Trading Day but Individual Disrupted Day): Not Applicable.
- (xvii) Index Basket and Reference Dates – Basket Valuation (Common Scheduled Trading

Day and Common Disrupted Day):

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| (xviii) Fallback Valuation Date: | Not Applicable. |
| (xix) Observation Period: | Not Applicable. |
| (xx) Index Modification: | Calculation Agent Adjustment. |
| (xxi) Index Cancellation: | Calculation Agent Adjustment. |
| (xxii) Index Disruption: | Calculation Agent Adjustment. |
| (xxiii) Change in Law: | Applicable. |
| (xxiv) Correction of Index Level: | Applicable. |
| (xxv) Correction Cut-off Date: | Applicable. In respect of: <ul style="list-style-type: none">(i) the Initial Valuation Date, the second Business Day prior to the first Automatic Early Redemption Date scheduled to fall immediately after such date;(ii) each Valuation Date (other than the Final Valuation Date), the second Business Day prior to the first Automatic Early Redemption Date scheduled to fall immediately after such date; and(iii) the Final Valuation Date, the second Business Day prior to the Maturity Date. |
| (xxvi) Dividend Amount Provisions: | Not Applicable. |
| (xxvii) Index Disclaimer: | Applicable. See also Annex B (<i>Index Disclaimer</i>) below. |
| 31. Commodity Linked Notes (Single Commodity or Commodity Basket): | Not Applicable. |
| 32. Commodity Linked Notes (Commodity Index or Commodity Strategy): | Not Applicable. |
| 33. FX Linked Notes: | Not Applicable. |
| 34. Inflation Linked Notes: | Not Applicable. |
| 35. Other Variable Linked Notes: | Not Applicable. |
| GENERAL PROVISIONS APPLICABLE TO THE NOTES | |
| 36. FX Disruption Event/CNY FX Disruption Event: | Not Applicable. |
| 37. Additional Business Centre(s): | For the avoidance of doubt, TARGET. |
| 38. Form of Notes: | Registered Notes.

Global Registered Note exchangeable for Individual Note Certificates in the limited circumstances described in the Global Registered Note. |

39. **Classic Global Note:** No.
40. **New Global Note:** No.
41. **Additional Financial Centre(s) or other special provisions relating to Payment Business Days:** For the avoidance of doubt, TARGET.
42. **Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):** No.
43. **Details relating to Instalment Notes: amount of each instalment date on which each payment is to be made:** Not Applicable.
44. **Minimum Trading Number:** One Note (corresponding to a nominal amount of EUR 1'000).
45. **Permitted Trading Multiple:** One Note (corresponding to a nominal amount of EUR 1'000).
46. **Date of Board approval for issuance of Notes obtained:** Not Applicable.
47. **Other final terms:** Not Applicable.

DISTRIBUTION

48. **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) Stabilising Manager(s) (if any): Not Applicable.
- (iv) If non-syndicated, name and address of Dealer: Goldman Sachs International of Peterborough Court, 133 Fleet Street, London EC4A 2BB, England.
49. **U.S. Selling Restrictions:** TEFRA not applicable.
50. **Additional selling restrictions:** Not Applicable.
51. **Non-exempt Offer:** An offer of the Notes may be made by the placer(s) (as at the date hereof, Barclays Bank PLC, French Branch (the "**Distributor**")) other than pursuant to Article 3(2) of the Prospectus Directive in the French Republic during the period commencing on (and including) June 25, 2012, and ending on (and including) October 12, 2012. See further paragraph entitled "Terms and Conditions of the Offer" below.

PURPOSE OF FINAL TERMS

These Final Terms comprise the final terms required for issue, public offer in the Public Offer Jurisdiction, and admission to trading on the regulated market of the Luxembourg Stock Exchange, of the Notes described herein pursuant to the Programme for the issuance of Warrants, Notes and Certificates of Goldman Sachs International, Goldman Sachs (Jersey) Limited, Goldman, Sachs & Co. Wertpapier GmbH and Goldman Sachs Bank (Europe)

plc.

RESPONSIBILITY

The Issuer and the Guarantor accept responsibility for the information contained in these Final Terms. To the best of the knowledge and belief of the Issuer and the Guarantor (which have taken all reasonable care to ensure that such is the case) the information contained in the Base Prospectus, as completed and/or amended by these Final Terms in relation to the Series of Notes referred to above, is true and accurate in all material respects and, in the context of the issue of this Series, there are no other material facts the omission of which would make any statement in such information misleading.

The information set out in Annex A (*Information relating to the Underlying Asset*) has been extracted from the sources specified therein. The Issuer confirms that such information has been accurately reproduced and that, so far as it is aware, and is able to ascertain from information published by such sources, no facts have been omitted which would render the reproduced information inaccurate or misleading.

Information about the past and future performance of the Underlying Asset and its volatility can be obtained from Bloomberg page SX5E <Index> and Reuters page .STOXX50E (or their respective successors). Past performance of the Underlying Asset is not an indication of the future performance of the Underlying Asset.

Neither the Issuer nor the Guarantor has independently verified any such information, and neither accepts any responsibility for errors or omissions contained in such information. For the avoidance of doubt, such information is not incorporated by reference in, and does not form part of, the Base Prospectus or these Final Terms. Prospective purchasers of the Notes may acquire such further information as they deem necessary in relation to the Underlying Asset from such publicly available information as they deem appropriate. Investors should make their own investment, hedging and trading decisions (including decisions regarding the suitability of this investment), based upon their own judgement and upon advice from such advisers as such investors deem necessary and not upon any view expressed by the Issuer or the Guarantor.

In deciding whether or not to purchase the Notes, investors should form their own view of the merits of the Notes based upon their own investigations and not in reliance upon the above information.

A fee may be paid in respect of this transaction, details of which are available on request.

REPRESENTATION

Each Holder will be deemed to have agreed that it will not offer, sell or deliver the Notes in any jurisdiction except under circumstances that will result in compliance with the applicable laws thereof, and that such Holder will take at its own expense whatever action is required to permit its purchase and resale of the Notes. European Economic Area standard selling restrictions apply.

Signed on behalf of Goldman Sachs International:

By:

Duly authorised

OTHER INFORMATION

LISTING AND ADMISSION TO TRADING Application has been 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. Notes may be suspended from trading and/or delisted at any time in accordance with applicable rules and regulations of the relevant stock exchange(s).

INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE OFFER

Save as discussed in the risk factor, "Risks associated with conflicts of interest between Goldman Sachs and purchasers of Securities" in the Base Prospectus, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

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. |

PERFORMANCE OF SHARE/INDEX/COMMODITY/FX RATE/INFLATION INDEX/OTHER VARIABLE, AND OTHER INFORMATION CONCERNING THE UNDERLYING

Details of the past and future performance and volatility of the Index may be obtained from Bloomberg[®] and Reuters. However, past performance is not indicative of future performance.

The value of the Notes will depend on the performance of the Index on each Valuation Date. **If no Automatic Early Redemption Event has occurred on a Valuation Date (other than the Final Valuation Date) and the Index Level on the Final Valuation Date is less than the Barrier Level, an investor may sustain a loss of part or all of the amount invested in the Notes.**

The Issuer does not intend to provide post-issuance information, except if required by any applicable laws and regulations.

OPERATIONAL INFORMATION

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|--|---------------------------|
| 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 Principal Programme | eq-sd-operations@gs.com. |

Agent:

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

TERMS AND CONDITIONS OF THE OFFER

Offer Period:	An offer of the Notes may be made by the placer(s) (as at the date hereof, Barclays Bank PLC, French Branch) other than pursuant to Article 3(2) of the Prospectus Directive in the French Republic during the period commencing on (and including) June 25, 2012 and ending on (and including) October 12, 2012.
Offer Price:	In respect of the relevant period during the Offer Period, as specified in the column entitled "Offer Price (expressed as percentage of the Aggregate Nominal Amount)" of the table set out in Annex C (<i>Details of Offer Price</i>) below.
Conditions to which the offer is subject:	<p>The offer of the Notes for sale to the public in the French Republic is subject to the relevant regulatory approvals having been granted, and the Notes being issued.</p> <p>The Offer Period is subject to adjustment by or on behalf of the Issuer in accordance with the applicable regulations and any adjustments to such period will be set out in one or more notices to be made available during normal business hours at the registered office of the placers.</p> <p>The offer of the Notes may be withdrawn in whole or in part at any time before the Issue Date at the discretion of the Issuer.</p>
Description of the application process:	Details to be provided by the relevant placer(s).
Description of possibility to reduce subscription and manner for refunding excess amount paid by applicant:	Details to be provided by the relevant placer(s), if any.
Details of the minimum and/or maximum amount of application:	Details to be provided by the relevant placer(s), if any.
Details of the method and time limits for paying up and delivering the Notes:	<p>The Notes will be issued on the Issue Date against payment to the Issuer of the net subscription moneys.</p> <p>In respect of any offering of the Notes by the placer(s), details will be provided by such relevant placer(s).</p>
Manner in and date on which results of the offer are to be made public:	The placer will make the results of the offer available to the public upon request.
Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised:	Not Applicable.
Categories of potential investors to which the Notes are offered and whether tranche(s) have	Offers may only be made by offerors authorised to do so in the French Republic. None of the Issuer, the Guarantor or the

been reserved for certain countries:

Dealer has taken or will take any action specifically in relation to the Notes referred to herein to permit a public offering of such Notes in any jurisdiction other than the French Republic.

Following approval of the Base Prospectus dated July 15, 2011 (the "**Base Prospectus**") (as supplemented up to, and including, the Issue Date), and notification of the Base Prospectus (as so supplemented) to the *Autorité des Marchés Financiers* (AMF), securities issued under the Programme may be offered to the public in the French Republic not later than 12 months after the date of approval of the Base Prospectus and subject to, in certain cases, submission of Final Terms, all in accordance with the Prospectus Directive as implemented in the French Republic.

In other EEA countries, offers will only be made pursuant to an exemption from the obligation under the Prospectus Directive as implemented in such countries to publish a prospectus.

Notwithstanding anything else in the Base Prospectus (as supplemented), neither the Issuer nor the Guarantor will accept responsibility for the information given in these Final Terms or in any other part of the Base Prospectus in relation to offers of Notes made by an offeror not authorised by the Issuer or Guarantor to make such offers. Generally, any party named as a "placer" below (together with any entities belonging to the Goldman Sachs group) will be so authorised, but any other party generally will not. **Each investor should therefore enquire whether the relevant offeror is so authorised by the Issuer or Guarantor and, if it is not, the investor should be aware that neither the Issuer nor the Guarantor will be responsible for these Final Terms or for any other part of the Base Prospectus for the purposes of the relevant securities laws in the context of the offer of the Notes to the public in any jurisdiction. If the investor is in any doubt about whether it can rely on these Final Terms and the Base Prospectus and/or who is responsible for the contents of these Final Terms and the Base Prospectus it should take legal advice.**

Goldman Sachs International is in the process of updating the Base Prospectus referred to above. It is expected that the updated base prospectus will be approved by the Luxembourg *Commission de Surveillance du Secteur Financier* (CSSF) on or after June 26, 2012 and notified to the *Autorité des Marchés Financiers* (AMF) shortly thereafter. Updated disclosure about Goldman Sachs International and the Guarantor will be included in the updated base prospectus, but this

will not affect the terms and conditions of the Notes.

Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made: Not Applicable.

Amount of any expenses and taxes specifically charged to the subscriber or purchaser: There are no expenses specifically charged to the subscriber or purchaser other than that specified in paragraph 6 of the Contractual Terms above.

Please refer to "French Tax Considerations" in the section entitled "Taxation" in the Base Prospectus.

Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place: Barclays Bank PLC, French Branch, 32 avenue George V, 75008 Paris, France, and such other placers as may be notified to potential investors from time to time.

ANNEX A

INFORMATION RELATING TO THE UNDERLYING ASSET

Information on the Index and the Index Sponsor can be found at the website: <http://www.stoxx.com/> (but the information appearing on such website does not form part of these Final Terms).

ANNEX B

INDEX DISCLAIMER

The EURO STOXX 50[®] Index is the intellectual property of STOXX Limited, Zurich, Switzerland and/or its licensors ("**Licensors**"), which is used under license. The Securities or other financial instruments based on the index are in no way sponsored, endorsed, sold or promoted by STOXX and its Licensors and neither STOXX nor its licensors shall have any liability with respect thereto.

ANNEX C

Details of Offer Price

In respect of: (i) any day falling in each period commencing on, and including, the date specified in the column entitled "Start Date" and ending on, but excluding, the date specified in the column entitled "End Date", in each case appearing in the table below, the Offer Price in respect of such day will be the price specified in the row corresponding to such period in the column entitled "Offer Price (expressed as percentage of the Aggregate Nominal Amount)", and (ii) October 12, 2012, the Offer Price will be 100.0000% of the Aggregate Nominal Amount.

Start Date	End Date	Offer Price (expressed as percentage of the Aggregate Nominal Amount)
Monday, June 25, 2012	Friday, June 29, 2012	99.8924%
Friday, June 29, 2012	Friday, July 6, 2012	99.8991%
Friday, July 6, 2012	Friday, July 13, 2012	99.9058%
Friday, July 13, 2012	Friday, July 20, 2012	99.9125%
Friday, July 20, 2012	Friday, July 27, 2012	99.9193%
Friday, July 27, 2012	Friday, August 3, 2012	99.9260%
Friday, August 3, 2012	Friday, August 10, 2012	99.9327%
Friday, August 10, 2012	Friday, August 17, 2012	99.9395%
Friday, August 17, 2012	Friday, August 24, 2012	99.9462%
Friday, August 24, 2012	Friday, August 31, 2012	99.9529%
Friday, August 31, 2012	Friday, September 7, 2012	99.9596%
Friday, September 7, 2012	Friday, September 14, 2012	99.9664%
Friday, September 14, 2012	Friday, September 21, 2012	99.9731%
Friday, September 21, 2012	Friday, September 28, 2012	99.9798%
Friday, September 28, 2012	Friday, October 5, 2012	99.9865%
Friday, October 5, 2012	Friday, October 12, 2012	99.9933%

SUPPLEMENTS TO THE BASE PROSPECTUS

The Base Prospectus dated July 15, 2011 has been supplemented by the following Supplements:

Supplement	Date
Supplement No. 1	July 25, 2011
Supplement No. 2	August 11, 2011
Supplement No. 3	September 12, 2011
Supplement No. 4	November 2, 2011
Supplement No. 5	November 11, 2011
Supplement No. 6	December 5, 2011
Supplement No. 7	December 22, 2011
Supplement No. 8	January 11, 2012
Supplement No. 9	January 23, 2012
Supplement No. 10	March 1, 2012
Supplement No. 11	April 20, 2012
Supplement No. 12	May 4, 2012
Supplement No. 13	May 10, 2012
Supplement No. 14	May 16, 2012