

Final Terms dated December 9, 2019

GOLDMAN SACHS INTERNATIONAL

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

**Issue of up to 250,000 Five-Year EUR Memory Phoenix Autocallable Certificates
linked to the ordinary shares of STMicroelectronics N.V., due February 6, 2025
(the "Certificates" or the "Securities")**

CONTRACTUAL TERMS

Terms used herein shall have the same meaning as in the General Instrument Conditions, the Payout Conditions, the Coupon Payout Conditions, the Autocall Payout Conditions and the applicable Underlying Asset Conditions set forth in the base prospectus dated July 18, 2019 (the "**Base Prospectus**") as supplemented by the supplements to the Base Prospectus dated August 14, 2019, September 19, 2019, October 3, 2019, October 22, 2019 and November 13, 2019 which together constitute a base prospectus for the purposes of Directive 2003/71/EC (as amended or superseded) (the "**Prospectus Directive**"). This document constitutes the Final Terms of the Certificates 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 and the offer of the Certificates 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.goldman-sachs.it.

A summary of the Certificates (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. **Settlement Currency:** EUR.
3. **Aggregate number of Certificates:**
 - (i) Series: Up to 250,000.
 - (ii) Tranche: Up to 250,000.
 - (iii) Trading in Nominal: Not Applicable.
 - (iv) Non-standard Securities Format: Not Applicable.
 - (v) Nominal Amount: Not Applicable.

4. **Issue Price:** EUR 100 per Certificate.
5. **Calculation Amount:** EUR 100.
6. **Issue Date:** January 31, 2020.
7. **Maturity Date:** Scheduled Maturity Date is February 6, 2025.
- (i) **Strike Date:** Not Applicable.
- (ii) **Relevant Determination Date (General Instrument Condition 2(a)):** Final Reference Date.
- (iii) **Scheduled Determination Date:** Not Applicable.
- (iv) **First Maturity Date Specific Adjustment:** Not Applicable.
- (v) **Second Maturity Date Specific Adjustment:** Applicable.
- **Specified Day(s) for the purposes of "Second Maturity Date Specific Adjustment":** Five Business Days.
- **Maturity Date Business Day Convention for the purposes of the "Second Maturity Date Specific Adjustment":** Following Business Day Convention.
- (vi) **Business Day Adjustment:** Not Applicable.
- (vii) **American Style Adjustment:** Not Applicable.
- (viii) **Maturity Date Roll on Payment Date Adjustment:** Not Applicable.
8. **Underlying Asset(s):** The Share (as defined below).

VALUATION PROVISIONS

9. **Valuation Date(s):** February 1, 2021, January 31, 2022, January 30, 2023, January 30, 2024 and January 30, 2025.
- **Final Reference Date:** The Valuation Date scheduled to fall on January 30, 2025.
10. **Entry Level Observation Dates:** Not Applicable.
11. **Initial Valuation Date:** January 30, 2020.
12. **Averaging:** Not Applicable.

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| 13. | Asset Initial Price: | In respect of the Underlying Asset, the Initial Closing Price. |
| 14. | Adjusted Asset Final Reference Date: | Not Applicable. |
| 15. | Adjusted Asset Initial Reference Date: | Not Applicable. |
| 16. | FX (Final) Valuation Date: | Not Applicable. |
| 17. | FX (Initial) Valuation Date: | Not Applicable. |
| 18. | Final FX Valuation Date: | Not Applicable. |
| 19. | Initial FX Valuation Date: | Not Applicable. |

COUPON PAYOUT CONDITIONS

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| 20. | Coupon Payout Conditions: | Applicable. |
| 21. | Interest Basis: | Conditional Coupon. |
| 22. | Interest Commencement Date: | Not Applicable. |
| 23. | Fixed Rate Instrument Conditions (General Instrument Condition 11): | Not Applicable. |
| 24. | BRL FX Conditions (Coupon Payout Condition 1.1(c)): | Not Applicable. |
| 25. | FX Security Conditions (Coupon Payout Condition 1.1(d)): | Not Applicable. |
| 26. | Floating Rate Instrument Conditions (General Instrument Condition 12): | Not Applicable. |
| 27. | Change of Interest Basis (General Instrument Condition 13): | Not Applicable. |
| 28. | Alternative Fixed Coupon Amount (Coupon Payout Condition 1.1): | Not Applicable. |
| 29. | Conditional Coupon (Coupon Payout Condition 1.3): | Applicable. |
| | (i) Deferred Conditional Coupon: | Not Applicable. |
| | (ii) Memory Coupon (Deferred): | Not Applicable. |
| | (iii) Coupon Payment Event: | Applicable, for the purposes of the definition of "Coupon Payment Event" in the Coupon Payout Conditions, Coupon Barrier Reference Value greater than or equal to the Coupon Barrier Level is applicable in respect of each Coupon Observation Date. |
| | (iv) Coupon Barrier Reference Value: | Coupon Barrier Closing Price. |
| | (v) Coupon Barrier Level: | In respect of the Underlying Asset and each Coupon |

Observation Date, 60 per cent. of the Asset Initial Price.

- (a) Coupon Barrier Level 1: Not Applicable.
- (b) Coupon Barrier Level 2: Not Applicable.
- (vi) Coupon Observation Date: Each date set forth in the Contingent Coupon Table in the column entitled "Coupon Observation Date".
- (vii) Coupon Barrier Observation Period: Not Applicable.
- (viii) Memory Coupon: Applicable.
- (ix) Coupon Value: In respect of a Coupon Observation Date, the amount set forth in the Contingent Coupon Table in the column entitled "Coupon Value" in the row corresponding to such Coupon Observation Date.
- (x) Coupon Payment Date: In respect of a Coupon Observation Date, the date set forth in the Contingent Coupon Table in the column entitled "Coupon Payment Date" in the row corresponding to such Coupon Observation Date.
 - (a) First Coupon Payment Date Specific Adjustment: Not Applicable.
 - (b) Second Coupon Payment Date Specific Adjustment: Applicable in respect of each Coupon Payment Date set forth in the Contingent Coupon Table in respect of which the column "Adjusted as a Coupon Payment Date" is specified to be applicable.
 - Specified Number of Business Day(s) for the purposes of "Second Coupon Payment Date Specific Adjustment": Five Business Days.
 - Relevant Coupon Payment Determination Date: The Coupon Observation Date corresponding to such Coupon Payment Date.
- (xi) Multi-Coupon Value: Not Applicable.

CONTINGENT COUPON TABLE			
Coupon Observation Date	Coupon Payment Date	Coupon Value	Adjusted as a Coupon Payment Date
The Valuation Date scheduled to fall on February 1, 2021	February 8, 2021	0.0575	Applicable
The Valuation Date scheduled to fall on January 31, 2022	February 7, 2022	0.1150	Applicable

The Valuation Date scheduled to fall on January 30, 2023	February 6, 2023	0.1725	Applicable
The Valuation Date scheduled to fall on January 30, 2024	February 6, 2024	0.2300	Applicable
Final Reference Date	Maturity Date	0.2875	Not Applicable

30. **Range Accrual Coupon (Coupon Payout Condition 1.4):** Not Applicable.

31. **Performance Coupon (Coupon Payout Condition 1.5):** Not Applicable.

AUTOCALL PAYOUT CONDITIONS

32. **Automatic Early Exercise (General Instrument Condition 15):** Applicable.

- (i) Applicable Date(s): Each Autocall Observation Date.
- (ii) Automatic Early Exercise Date(s): Each date set forth in the Autocall Table in the column entitled "Automatic Early Exercise Date".
 - (a) First Automatic Early Exercise Date Specific Adjustment: Not Applicable.
 - (b) Second Automatic Early Exercise Date Specific Adjustment: Applicable.
 - Automatic Early Exercise Specified Day(s) for the purposes of "Second Automatic Early Exercise Date Specific Adjustment": Five Business Days.
 - Relevant Automatic Early Exercise Determination Date: The Applicable Date corresponding to such Scheduled Automatic Early Exercise Date.
- (iii) Automatic Early Exercise Amount(s): In respect of each Applicable Date, the Autocall Event Amount corresponding to such Applicable Date.

33. **Autocall Payout Conditions:** Applicable.

- (i) Autocall Event: Applicable, for the purposes of the definition of "Autocall Event" in the Autocall Payout Conditions, Autocall Reference Value greater than or equal to the Autocall Level is applicable in respect of each Autocall Observation Date.
- No Coupon Amount payable following: Not Applicable.

Autocall Event:

- (ii) Daily Autocall Event Amount: Not Applicable.
- (iii) Autocall Reference Value: Autocall Closing Price.
- (iv) Autocall Level: In respect of each Autocall Observation Date and the Underlying Asset, 100 per cent. (100%) of the Asset Initial Price.
- (v) TARN Amount: Not Applicable.
- (vi) Autocall Observation Date: Each date set forth in the Autocall Table in the column entitled "Autocall Observation Date".
- (vii) Autocall Event Amount: In respect of each Autocall Observation Date, EUR 100.

AUTOCALL TABLE	
Autocall Observation Date	Automatic Early Exercise Date
The Valuation Date scheduled to fall on February 1, 2021	February 8, 2021
The Valuation Date scheduled to fall on January 31, 2022	February 7, 2022
The Valuation Date scheduled to fall on January 30, 2023	February 6, 2023
The Valuation Date scheduled to fall on January 30, 2024	February 6, 2024

SETTLEMENT AMOUNT AND PAYOUT CONDITIONS

- 34. **Settlement:** Cash Settlement is applicable.
- 35. **Single Limb Payout (Payout Condition 1.1):** Not Applicable.
- 36. **Multiple Limb Payout (Payout Condition 1.2):** Applicable.
 - (i) **Trigger Event (Payout Condition 1.2(a)(i)):** Not Applicable.
 - (ii) **Payout 1 (Payout Condition 1.2(b)(i)(A)):** Applicable.
 - Redemption Percentage: 100 per cent. (100%).
 - (iii) **Payout 2 (Payout Condition 1.2(b)(i)(B)):** Not Applicable.
 - (iv) **Payout 3 (Payout Condition 1.2(b)(i)(C)):** Not Applicable.

- (v) **Payout 4 (Payout Condition 1.2(b)(i)(D)):** Not Applicable.
- (vi) **Payout 5 (Payout Condition 1.2(b)(i)(E)):** Not Applicable.
- (vii) **Payout 6 (Payout Condition 1.2(b)(i)(F)):** Not Applicable.
- (viii) **Payout 7 (Payout Condition 1.2(b)(i)(G)):** Not Applicable.
- (ix) **Payout 8 (Payout Condition 1.2(b)(i)(H)):** Not Applicable.
- (x) **Payout 9 (Payout Condition 1.2(b)(i)(I)):** Not Applicable.
- (xi) **Payout 10 (Payout Condition 1.2(b)(i)(J)):** Not Applicable.
- (xii) **Payout 11 (Payout Condition 1.2(b)(i)(K)):** Not Applicable.
- (xiii) **Downside Cash Settlement (Payout Condition 1.2(c)(i)(A)):** Applicable, for the purpose of Payout Condition 1.2(c)(i)(A), Single Asset is applicable.
 - (a) Minimum Percentage: Not Applicable.
 - (b) Final Value: Final Closing Price.
 - (c) Initial Value: 100 per cent. (100%) of the Initial Closing Price.
 - (d) Downside Cap: Not Applicable.
 - (e) Downside Floor: Not Applicable.
 - (f) Final/Initial (FX): Not Applicable.
 - (g) Asset FX: Not Applicable.
 - (h) Buffer Level: Not Applicable.
 - (i) Reference Price (Final): For the purpose of Payout Condition 1.2(c)(i)(A), Not Applicable.
 - (j) Reference Price (Initial): For the purpose of Payout Condition 1.2(c)(i)(A), Not Applicable.
 - (k) Perf: For the purpose of Payout Condition 1.2(c)(i)(A), Not Applicable.
 - (l) Strike: For the purpose of Payout Condition 1.2(c)(i)(A), Not Applicable.

	(m) Participation:	For the purpose of Payout Condition 1.2(c)(i)(A), Not Applicable.
	(n) FXR:	For the purpose of Payout Condition 1.2(c)(i)(A), Not Applicable.
	(xiv) Downside Physical Settlement (Payout Condition 1.2(c)(ii)):	Not Applicable.
37.	Warrants Payout (Payout Condition 1.3):	Not Applicable.
38.	Barrier Event Conditions (Payout Condition 2):	Applicable.
	(i) Barrier Event:	Applicable, for the purposes of the definition of "Barrier Event" in the Payout Conditions, Barrier Reference Value less than the Barrier Level is applicable.
	(ii) Barrier Reference Value:	Barrier Closing Price is applicable.
	(iii) Barrier Level:	60 per cent. (60%) of the Asset Initial Price.
	(a) Barrier Level 1:	Not Applicable.
	(b) Barrier Level 2:	Not Applicable.
	(iv) Barrier Observation Period:	Not Applicable.
	(v) Lock-In Event Condition:	Not Applicable.
	(vi) Star Event:	Not Applicable.
39.	Trigger Event Conditions (Payout Condition 3):	Not Applicable.
40.	Currency Conversion:	Not Applicable.
41.	Physical Settlement (General Instrument Condition 7(e)):	Not Applicable.
42.	Non-scheduled Early Repayment Amount:	Fair Market Value.
	– Adjusted for Issuer Expenses and Costs:	Applicable.

EXERCISE PROVISIONS

43.	Exercise Style of Certificates (General Instrument Condition 7):	The Certificates are European Style Instruments. General Instrument Condition 7(b) is applicable.
44.	Exercise Period:	Not Applicable.
45.	Specified Exercise Dates:	Not Applicable.

46. **Expiration Date:** If:
- (i) an Automatic Early Exercise Event does not occur on any Applicable Date, the Final Reference Date; or
 - (ii) an Automatic Early Exercise Event occurs on any Applicable Date, such Applicable Date.
- Expiration Date is Not Applicable.
Business Day Adjusted:
47. **Redemption at the option of the Issuer (General Instrument Condition 16):** Not Applicable.
48. **Automatic Exercise (General Instrument Condition 7(i)):** The Certificates are Automatic Exercise Instruments – General Instrument Condition 7(i) is applicable, save that General Instrument Condition 7(i)(ii) is not applicable.
49. **Minimum Exercise Number (General Instrument Condition 10(a)):** Not Applicable.
50. **Permitted Multiple (General Instrument Condition 10(a)):** Not Applicable.
51. **Maximum Exercise Number:** Not Applicable.
52. **Strike Price:** Not Applicable.
53. **Closing Value:** Not Applicable.

SHARE LINKED INSTRUMENT / INDEX LINKED INSTRUMENT / COMMODITY LINKED INSTRUMENT / FX LINKED INSTRUMENT / INFLATION LINKED INSTRUMENT / FUND LINKED INSTRUMENT / MULTI-ASSET BASKET LINKED INSTRUMENT

54. **Type of Certificates:** The Certificates are Share Linked Instruments – the Share Linked Conditions are applicable

UNDERLYING ASSET TABLE			
Underlying Asset	Bloomberg / Reuters	ISIN	Exchange
The ordinary shares of STMicroelectronics N.V.	STM FP <Equity> / STM.PA	NL0000226223	Euronext Paris S.A.

55. **Share Linked Instruments:** Applicable.
- (i) Single Share or Share Basket or Multi-Asset Basket: Single Share.
 - (ii) Name of Share(s): As specified in the column entitled "Underlying Asset" in the Underlying Asset Table.
 - (iii) Exchange(s): As specified in the column entitled "Exchange" in the

Underlying Asset Table.

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| (iv) | Related Exchange(s): | All Exchanges. |
| (v) | Options Exchange: | Related Exchange. |
| (vi) | Valuation Time: | Default Valuation Time. |
| (vii) | Single Share and Reference Dates – Consequences of Disrupted Days: | Applicable in respect of each Reference Date – as specified in Share Linked Condition 1.1. |
| | (a) Maximum Days of Disruption: | As specified in Share Linked Condition 7. |
| | (b) No Adjustment: | Not Applicable. |
| (viii) | Single Share and Averaging Reference Dates – Consequences of Disrupted Days: | Not Applicable. |
| (ix) | Share Basket and Reference Dates – Basket Valuation (Individual Scheduled Trading Day and Individual Disrupted Day): | Not Applicable. |
| (x) | Share Basket and Averaging Reference Dates – Basket Valuation (Individual Scheduled Trading Day and Individual Disrupted Day): | Not Applicable. |
| (xi) | Share Basket and Reference Dates – Basket Valuation (Common Scheduled Trading Day but Individual Disrupted Day): | Not Applicable. |
| (xii) | Share Basket and Averaging Reference Dates – Basket Valuation (Common Scheduled Trading Day but Individual Disrupted Day): | Not Applicable. |
| (xiii) | Share Basket and Reference Dates – Basket Valuation (Common Scheduled Trading Day and Common Disrupted Day): | Not Applicable. |
| (xiv) | Share Basket and Averaging Reference Dates – Basket Valuation (Common Scheduled | Not Applicable. |

Trading Day and Common Disrupted Day):

- (xv) Fallback Valuation Date: Not Applicable.
- (xvi) Change in Law: Applicable.
- (xvii) Extraordinary Event – Share Substitution: Applicable.
- (xviii) Correction of Share Price: Applicable.
- (xix) Correction Cut-off Date: Default Correction Cut-off Date is applicable in respect of each Reference Date.
- (xx) Depository Receipts Provisions: Not Applicable.
- 56. **Index Linked Instruments:** Not Applicable.
- 57. **Commodity Linked Instruments (Single Commodity or Commodity Basket):** Not Applicable.
- 58. **Commodity Linked Instruments (Single Commodity Index or Commodity Index Basket):** Not Applicable.
- 59. **FX Linked Instruments:** Not Applicable.
- 60. **Inflation Linked Instruments:** Not Applicable.
- 61. **Fund-Linked Instruments:** Not Applicable.
- 62. **Multi-Asset Basket Linked Instruments:** Not Applicable.

GENERAL PROVISIONS APPLICABLE TO THE CERTIFICATES

- 63. **FX Disruption Event/CNY FX Disruption Event/Currency Conversion Disruption Event (General Instrument Condition 14):** FX Disruption Event is applicable to the Instruments – General Instrument Condition 14 and FX Linked Condition 4 shall apply.
 - (i) Base Currency: Settlement Currency.
 - (ii) Reference Currency: USD.
 - (iii) Reference Country: United States, United Kingdom and the Euro-zone.
 - (iv) CNY Financial Centre(s): Not Applicable.
 - (v) USD/CNY Exchange Rate: Not Applicable.
 - (vi) Currency Conversion Reference Country: Not Applicable.

- (vii) USD/Affected Currency FX Rate: As specified in FX Linked Condition 4.
- (a) Affected Currency: Settlement Currency.
- (b) FX Disruption Event Cut-off Date (General Instrument Condition 2(a)): Default FX Disruption Event Cut-off Date.
- (c) Adjusted Payment Date (General Instrument Condition 2(a)): Default Adjusted Affected Payment Date.
- (d) Affected Payment Cut-off Date (General Instrument Condition 2(a)): Default Affected Payment Cut-off Date.
- (e) USD/Affected Currency FX Rate Fixing Price Sponsor Determination: Applicable.
- (f) Fixing Price Sponsor: Refinitiv Benchmark Services Limited.
- (g) Valuation Time: At or around 4 p.m., London Time.
- (viii) Trade Date: Not Applicable.
64. **Rounding (General Instrument Condition 25):**
- (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.
65. **Additional Business Centre(s):** Not Applicable.
66. **Principal Financial Centre:** Not Applicable.
67. **Form of Certificates:** Euroclear/Clearstream Instruments.
68. **Representation of Holders:** Not Applicable.
69. **Identification information of Holders in relation to French Law Instruments (General Instrument Condition 3(c)):** Not Applicable.
70. **Minimum Trading Number (General Instrument Condition 5(c)):** One Certificate.
71. **Permitted Trading Multiple (General Instrument Condition 5(c)):** One Certificate.

72. **Calculation Agent (General Instrument Condition 20):** Goldman Sachs International.

DISTRIBUTION

73. **Method of distribution:** Non-syndicated.
- (i) If syndicated, names and addresses of placers and underwriting commitments: Not Applicable.
- (ii) Date of Subscription Agreement: Not Applicable.
- (iii) If non-syndicated, name and address of Dealer: Goldman Sachs International, Plumtree Court, 25 Shoe Lane, London EC4A 4AU, United Kingdom.
74. **Non-exempt Offer:** An offer of the Certificates may be made by the placers other than pursuant to Article 3(2) of the Prospectus Directive in the Republic of Italy (the "**Public Offer Jurisdiction**") during the period commencing on (and including) December 9, 2019 and ending on (and including) January 28, 2020 (the "**Offer Period**"). See further paragraph entitled "Terms and Conditions of the Offer" below.
75. **Prohibition of Sales to EEA Retail Investors:** Not Applicable.
76. **Supplementary Provisions for Belgian Securities:** 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 admission to trading of the Certificates on the EuroTLX market, a multilateral trading facility organised and managed by EuroTLX SIM S.p.A. The admission to trading of the Certificates is expected to be by the Issue Date. The effectiveness of the offer of the Certificates is conditional upon such admission to trading occurring by the Issue Date. In the event that admission to trading of the Certificates does not take place by the Issue Date for whatever reason, the Issuer will withdraw the offer, the offer will be deemed to be null and void and the Certificates will not be issued.

The Issuer has no duty to maintain the trading (if any) of the Certificates on the relevant stock exchange(s) over their entire lifetime. The Certificates 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. **LIQUIDITY ENHANCEMENT AGREEMENTS** Not Applicable.
3. **RATINGS** Not Applicable.
4. **INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE OFFER**

A placement commission per Certificate of up to 5.00 per cent. (5.00%) of the Issue Price will be paid by the Issuer to each placer in respect of the Certificates placed by such placer.
5. **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.
6. **PERFORMANCE AND VOLATILITY OF THE UNDERLYING ASSET**

Details of the past and further performance and volatility of the Underlying Asset may be obtained from Bloomberg and Reuters. However, past performance is not indicative of future performance.

See the section entitled "Examples" below for examples of the potential return on the Securities in various hypothetical scenarios.
7. **OPERATIONAL INFORMATION**

Any Clearing System(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking S.A. and the relevant identification Not Applicable.

number(s):

Delivery: Delivery against payment.

Names and addresses of additional Paying Agent(s) (if any): Not Applicable.

Operational contact(s) for Principal Programme Agent: eq-sd-operations@gs.com.

8. TERMS AND CONDITIONS OF THE OFFER

Offer Period: An offer of the Certificates may be made by the placers other than pursuant to Article 3(2) of the Prospectus Directive in the Public Offer Jurisdiction during the period commencing on (and including) December 9, 2019 and ending on (and including) January 28, 2020, subject to early termination or extension of the Offer Period as described below under "Terms and Conditions of the Offer— Conditions to which the offer is subject".

Investors may apply for the subscription of the Certificates during normal Italian banking hours at the offices (*filiali*) of the relevant placer from (and including) December 9, 2019 to (and including) January 28, 2020, subject to early termination or extension of the Offer Period as described below under "Terms and Conditions of the Offer – Conditions to which the offer is subject".

The Certificates may be placed in Italy outside the premises of the distributors ("**door-to-door**"), by means of financial advisors authorised to make off-premises offers (*consulenti finanziari abilitati all'offerta fuori sede*) pursuant to Article 30 of Legislative Decree No. 58 of February 24, 1998, as amended (the "**Financial Services Act**") from (and including) December 9, 2019 to (and including) January 21, 2020, subject to early termination or extension of the Offer Period as described below under "Terms and Conditions of the Offer – Conditions to which the offer is subject".

Pursuant to Article 30, paragraph 6, of the Financial Services Act, the effects of the subscriptions made "door-to-door" are suspended for a period of seven days from the date of the subscription. During such period, investors have the right to withdraw from the subscription without any charge or fee, by means of notification to the relevant placer.

The Certificates may be placed in Italy via distance communication techniques (*tecniche di comunicazione a distanza*) pursuant to article 32 of the Financial Services

Act, including subscription made through a website from (and including) December 9, 2019 to (and including) January 14, 2020, subject to early termination or extension of the Offer Period as described below under "Terms and Conditions of the Offer—Conditions to which the offer is subject".

Pursuant to Article 67-*duodecies* of Legislative Decree No. 206 of September 6, 2005, subscriptions made via distance communication techniques are suspended for a period of fourteen days from the date of acceptance of the subscription by the relevant placers. During such period, investors have the right to withdraw from the subscription without any charge or fee and without having to indicate any reasons thereof, by means of notification pursuant to the modalities set forth on the relevant website where the subscription was made.

Offer Price:

Issue Price.

The Offer Price includes the placement commission per Certificate of up to 5.00 per cent. (5.00%) of the Issue Price which will be paid by the Issuer to each placer in relation to the Securities placed by such placer.

Conditions to which the offer is subject:

The offer of the Certificates for sale to the public in the Public Offer Jurisdiction is subject to the relevant regulatory approvals having been granted, and the Certificates being issued.

The Issuer may, in agreement with the placers, at any time during the Offer Period terminate early the Offer Period and immediately suspend the acceptance of additional orders without any prior notice. If the Offer Period is terminated early, a notice to that effect will be made available during normal business hours at the registered office of the relevant placer and on www.goldman-sachs.it.

The offer of the Certificates may be withdrawn in whole or in part at any time before the Issue Date at the discretion of the Issuer and any such withdrawal will be set out in one or more notices to be made available during normal business hours at the registered office of the relevant placer and on www.goldman-sachs.it. For the avoidance of doubt, if any application has been made by a potential investor and the Issuer exercises such right, the relevant subscription applications will become void and have no effect and no potential investor will be entitled to receive the relevant Certificates. The Issuer reserves the right, in agreement with the placers, to extend the Offer Period. If the Offer Period is extended, a notice to that effect will be made available during

normal business hours at the registered office of the relevant placer and on www.goldman-sachs.it.

The Issuer reserves the right, in agreement with the placers, to increase the number of Certificates to be issued during the Offer Period. The Issuer will inform the public of the size increase by means of a notice to be published on www.goldman-sachs.it.

The effectiveness of the offer of the Certificates is conditional upon the admission to trading of the Certificates on the EuroTLX market, a multilateral trading facility organised and managed by EuroTLX SIM S.p.A., occurring by the Issue Date. In the event that admission to trading of the Certificates does not take place by the Issue Date for whatever reason, the Issuer will withdraw the offer, the offer will be deemed to be null and void and the Certificates will not be issued.

The placers are responsible for the notification of any withdrawal right applicable in relation to the offer of the Certificates to potential investors.

Description of the application process:

A prospective investor in the Certificates should contact the relevant placer for details of the application process in order to subscribe the Certificates during the Offer Period. A prospective investor in the Certificates will invest in accordance with the arrangements existing between the relevant placer and its customers relating to the placement and subscription of securities generally.

Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants:

Not Applicable.

Details of the minimum and/or maximum amount of application:

The minimum amount of application per investor will be one Certificate.

The maximum amount of application will be subject only to availability at the time of application.

Details of the method and time limits for paying up and delivering the Certificates:

Each subscriber shall pay the Issue Price to the relevant placer who shall pay the Issue Price reduced by the placement commission per Certificate of up to 5.00 per cent. (5.00%) of the Issue Price to the Issuer.

Each investor has been notified by the relevant placer of the settlement arrangement in respect of the Certificate at the time of such investor's application and payment for the Certificates shall be made by the investor to the relevant placer in accordance with arrangements existing between the relevant placer and its customers relating to

	the subscription of securities generally.
	The Issuer estimates that the Certificates will be delivered to the subscribers' respective book-entry securities account on or around the Issue Date.
Manner in and date on which results of the offer are to be made public:	The results of the offering will be available on the website of the Issuer <i>www.goldman-sachs.it</i> on or around the Issue Date.
Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised:	Not Applicable.
Whether tranche(s) have been reserved for certain countries:	The Certificates will be offered to the public in the Public Offer Jurisdiction. Offers may only be made by offerors authorised to do so in the Public Offer Jurisdiction. Neither the Issuer nor the Dealer has taken or will take any action specifically in relation to the Certificates referred to herein to permit a public offering of such Certificates in any jurisdiction other than the Public Offer Jurisdiction. Notwithstanding anything else in the Base Prospectus, the Issuer will not accept responsibility for the information given in the Base Prospectus or these Final Terms in relation to offers of Certificates made by an offeror not authorised by the Issuer to make such offers.
Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made:	Each placer will notify investors of amounts allotted to them following the publication of the notice of the results of the Offer. Dealing in the Certificates may commence on the Issue Date.
Amount of any expenses and taxes specifically charged to the subscriber or purchaser:	Not Applicable. Please refer to "Italian 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:	Deutsche Bank S.p.A.: Piazza del Calendario, 3 - 20126 Milan, Italy will act as placer (the " Distributor "). and such other placers as may be notified to potential investors from time to time by publication on the Issuer's website (<i>www.goldman-sachs.it</i>) in accordance with the applicable laws and regulations of the Public Offer Jurisdiction.

Consent to use the Base Prospectus

Identity of financial intermediary(ies) that The Distributor. Additionally, if the Issuer appoints

are allowed to use the Base Prospectus:

additional financial intermediaries after the date of these Final Terms and publishes details in relation to them on its website (*www.goldman-sachs.it*), each financial intermediary whose details are so published, for as long as such financial intermediaries are authorised to place the certificates under the Markets in Financial Instruments Directive (Directive 2014/65/EU) (each an "**Authorised Offeror**" and together the "**Authorised Offerors**").

Offer period during which subsequent resale or final placement of Instruments by financial intermediaries can be made:

The Offer Period.

Conditions attached to the consent:

- (i) The Issuer and the Distributor have entered into a distribution agreement with respect to the Certificates (the "**Distribution Agreement**"). Subject to the conditions that the consent is (a) only valid during the Offer Period and (b) is subject to the terms and conditions of the Distribution Agreement, the Distributor has agreed to promote and place the Certificates in Italy.
- (ii) The consent of the Issuer to the use of the Base Prospectus and these Final Terms by the Distributor and the other Authorised Offerors (the "**Managers**") is subject to the following conditions:
 - (a) the consent is only valid during the Offer Period; and
 - (b) the consent only extends to the use of the Base Prospectus and these Final Terms to make Non-exempt Offers of the tranche of Certificates in the Republic of Italy.

The Issuer may (I) in agreement with the Distributor, at any time during the Offer Period terminate early the Offer Period and/or (II) extend the Offer Period, and/or (III) increase the number of Certificates to be issued during the Offer Period and/or (IV) remove or add conditions attached to the consent under these Final Terms and/or (V) at its discretion, withdraw in whole or in part at any time before the Issue Date the Offer and, if it does so, any such information will be published by the Issuer on its website (*www.goldman-sachs.it*). Any additional information which is relevant in connection with the consent to the use of the Base Prospectus by the Distributor or any Authorised Offeror that is not known as of the date of these Final Terms will be published by

the Issuer on its website (www.goldman-sachs.it).

9. **UNITED STATES TAX CONSIDERATIONS**

Section 871(m) Withholding Tax

The U.S. Treasury Department has issued regulations under which amounts paid or deemed paid on certain financial instruments that are treated as attributable to U.S.-source dividends could be treated, in whole or in part depending on the circumstances, as a "dividend equivalent" payment that is subject to tax at a rate of 30 per cent. (or a lower rate under an applicable treaty). We have determined that, as of the issue date of the Certificates, the Certificates will not be subject to withholding under these rules. In certain limited circumstances, however, it is possible for United States alien holders to be liable for tax under these rules with respect to a combination of transactions treated as having been entered into in connection with each other even when no withholding is required. United States alien holders should consult their tax advisor concerning these regulations, subsequent official guidance and regarding any other possible alternative characterisations of their Certificates for United States federal income tax purposes. See "*United States Tax Considerations – Dividend Equivalent Payments*" in the Base Prospectus for a more comprehensive discussion of the application of Section 871(m) to the Certificates.

10. **BENCHMARKS REGULATION**

Not Applicable.

11. **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 EUR 100 per Certificate and the Calculation Amount is EUR 100;
- (ii) the Coupon Value in respect of the third Valuation Date (scheduled to fall on January 30, 2023) is 0.1725, the Coupon Value in respect of the fourth Valuation Date (scheduled to fall on January 30, 2024) is 0.23, and the Coupon Value in respect of the final Valuation Date (scheduled to fall on January 30, 2025) is 0.2875; and
- (iii) in respect of the Underlying Asset, the Autocall Level is 100 per cent. (100%) of the Asset Initial Price, the Coupon Barrier Level is 60 per cent. (60%) of the Asset Initial Price and the Barrier Level is 60 per cent. (60%) of the Asset Initial Price.

AUTOMATIC EARLY EXERCISE

Example 1 – Automatic Early Exercise plus Coupon Amount: *The Reference Price of the Underlying Asset for the third Valuation Date is greater than or equal to the Autocall Level.*

In this Example, the Certificates will be exercised on such Valuation Date, and the Automatic Early Exercise Amount payable per Certificate on the Automatic Early Exercise Date immediately following such Valuation Date will be an amount in the Settlement Currency equal to the Autocall Event Amount for such Valuation Date, i.e., EUR 100. Additionally, a Coupon Amount per Certificate will be payable on the Coupon Payment Date falling on such Automatic Early Exercise Date, and such Coupon Amount will be an amount in the Settlement Currency equal to the *difference* between (i) the *product* of (a) the Calculation Amount, *multiplied* by (b) 0.1725, *minus* (ii) the *aggregate* of the Coupon Amounts (if any) per Certificate previously paid on the Coupon Payment Dates preceding such Coupon Payment Date.

Example 2 – no Automatic Early Exercise but Coupon Amount: *The Reference Price of the Underlying Asset for the third Valuation Date is less than the Autocall Level but greater than or equal to the Coupon Barrier Level.*

In this Example, the Certificates will not be exercised on such Valuation Date. A Coupon Amount per Certificate will be payable on the Coupon Payment Date immediately following such Valuation Date, and such Coupon Amount will be an amount in the Settlement Currency equal to the *difference* between (i) the *product* of (a) the Calculation Amount, *multiplied* by (b) 0.1725, *minus* (ii) the *aggregate* of the Coupon Amounts (if any) per Certificate previously paid on the Coupon Payment Dates preceding such Coupon Payment Date.

Example 3 – no Automatic Early Exercise and no Coupon Amount: *The Reference Price of the Underlying Asset for the third Valuation Date is less than the Coupon Barrier Level.*

In this Example, the Certificates will not be exercised on such Valuation Date and no Coupon Amount will be payable on the Coupon Payment Date immediately following such Valuation Date.

Example 4 – Automatic Early Exercise plus Coupon Amount: *The Reference Price of the Underlying Asset for the fourth Valuation Date is greater than or equal to the Autocall Level.*

In this Example, the Certificates will be exercised on such Valuation Date, and the Automatic Early Exercise Amount payable per Certificate on the Automatic Early Exercise Date immediately following such Valuation Date will be an amount in the Settlement Currency equal to the Autocall Event Amount for such Valuation Date, i.e., EUR 100. Additionally, a Coupon Amount per Certificate will be payable on the Coupon Payment Date

falling on such Automatic Early Exercise Date, and such Coupon Amount will be an amount in the Settlement Currency equal to the *difference* between (i) the *product* of (a) the Calculation Amount, *multiplied* by (b) 0.23, *minus* (ii) the *aggregate* of the Coupon Amounts (if any) per Certificate previously paid on the Coupon Payment Dates preceding such Coupon Payment Date.

Example 5 – no Automatic Early Exercise but Coupon Amount: *The Reference Price of the Underlying Asset for the fourth Valuation Date is less than the Autocall Level but greater than or equal to the Coupon Barrier Level.*

In this Example, the Certificates will not be exercised on such Valuation Date. A Coupon Amount per Certificate will be payable on the Coupon Payment Date immediately following such Valuation Date, and such Coupon Amount will be an amount in the Settlement Currency equal to the *difference* between (i) the *product* of (a) the Calculation Amount, *multiplied* by (b) 0.23, *minus* (ii) the *aggregate* of the Coupon Amounts (if any) per Certificate previously paid on the Coupon Payment Dates preceding such Coupon Payment Date.

Example 6 – no Automatic Early Exercise and no Coupon Amount: *The Reference Price of the Underlying Asset for the fourth Valuation Date is less than the Coupon Barrier Level.*

In this Example, the Certificates will not be exercised on such Valuation Date and no Coupon Amount will be payable on the Coupon Payment Date falling immediately after such Valuation Date.

SETTLEMENT AMOUNT

Example 7 – neutral scenario plus Coupon Amount: *The Certificates have not been exercised on an Applicable Date, and the Final Closing Price of the Underlying Asset is 60 per cent. (60%) or more of the Asset Initial Price.*

In this Example, the Settlement Amount payable in respect of each Certificate on the Maturity Date will be an amount in the Settlement Currency equal to 100 per cent. (100%) of the Calculation Amount, i.e., EUR 100. Additionally, a Coupon Amount per Certificate will be payable on the Coupon Payment Date falling on the Maturity Date, and such Coupon Amount will be an amount in the Settlement Currency equal to the *difference* between (i) the *product* of (a) the Calculation Amount, *multiplied* by (b) 0.2875, *minus* (ii) the *aggregate* of the Coupon Amounts (if any) per Certificate previously paid on the Coupon Payment Dates preceding the Maturity Date.

Example 8 – negative scenario and no Coupon Amount: *The Certificates have not been exercised on an Applicable Date, the Final Closing Price of the Underlying Asset is 59 per cent. (59%) of the Asset Initial Price.*

In this Example, the Settlement Amount payable in respect of each Certificate on the Maturity Date will be an amount in the Settlement Currency equal to the *product* of (i) the Calculation Amount, *multiplied* by (ii) the *quotient* of (a) the Final Reference Value, *divided* by (b) the Initial Reference Value, i.e., EUR 59. No Coupon Amount will be payable on the Coupon Payment Date falling on the Maturity Date. **In this Example, an investor who purchased the Certificates at the Issue Price will sustain a substantial loss of the amount invested in the Certificates (apart from any Coupon Amounts paid prior to the Maturity Date).**

Example 9 – negative scenario and no Coupon Amount: *The Certificates have not been exercised on an Applicable Date, the Final Closing Price of the Underlying Asset is zero per cent. (0%) of the Asset Initial Price.*

In this Example, the Settlement Amount payable in respect of each Certificate on the Maturity Date will be an amount in the Settlement Currency equal to the *product* of (i) the Calculation Amount, *multiplied* by (ii) the *quotient* of (a) the Final Reference Value, *divided* by (b) the Initial Reference Value, i.e., zero. No Coupon

Amount will be payable on the Coupon Payment Date falling on the Maturity Date. **In this Example, an investor will sustain a total loss of the amount invested in the Certificates (apart from any Coupon Amounts paid prior to the Maturity Date).**

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	<p>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.</p>
A.2	Consents	<p>Subject to the conditions set out below, in connection with a Non-exempt Offer (as defined below) of Securities, the Issuer consents to the use of the Base Prospectus by:</p> <p>(1) Deutsche Bank S.p.A.: Piazza del Calendario, 3 - 20126 Milan, Italy (the "Initial Authorised Offeror"); and</p> <p>(2) if the Issuer appoints additional financial intermediaries after the date of the Final Terms dated December 9, 2019 and publishes details in relation to them on its website (<i>www.goldman-sachs.it</i>), each financial intermediary whose details are so published,</p> <p>in the case of (1) or (2) above, for as long as such financial intermediaries are authorised to make such offers under the Markets in Financial Instruments Directive (Directive 2014/65/EU)</p> <p>(each an "Authorised Offeror" and together the "Authorised Offerors").</p> <p>The consent of the Issuer is subject to the following conditions:</p> <p>(i) the consent is only valid during the period from (and including) December 9, 2019 to (and including) January 28, 2020 (the "Offer Period");</p> <p>(ii) the consent only extends to the use of the Base Prospectus to make Non-exempt Offers (as defined below) of the tranche of Securities in the Republic of Italy; and</p> <p>(iii) the consent is subject to the further following conditions: The Issuer and the Initial Authorised Offeror have entered into a distribution agreement with respect to the Certificates (the "Distribution Agreement"). Subject to the conditions that the consent (a) is only valid during the Offer Period and (b) is subject to the terms and conditions of the Distribution Agreement, the Initial Authorised Offeror has agreed to promote and place the Certificates in the Republic of Italy.</p> <p>A "Non-exempt Offer" of Securities is an offer of Securities that is not within an exemption from the requirement to publish a prospectus under Directive 2003/71/EC, as amended or superseded.</p> <p>Any person (an "Investor") intending to acquire or acquiring any Securities from an Authorised Offeror will do so, and offers and sales of Securities to</p>

		<p>an Investor by an Authorised Offeror will be made, in accordance with any terms and other arrangements in place between such Authorised Offeror and such Investor including as to price, allocations and settlement arrangements. The Issuer will not be a party to any such arrangements with Investors in connection with the offer or sale of the Securities and, accordingly, the Base Prospectus and the Final Terms will not contain such information and an Investor must obtain such information from the Authorised Offeror. Information in relation to an offer to the public will be made available at the time such sub-offer is made, and such information will also be provided by the relevant Authorised Offeror at the time of such offer.</p>																													
SECTION B – ISSUER AND (IF APPLICABLE) 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 GSI 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 holds 100 per cent. of the ordinary shares of Goldman Sachs Group UK Limited. The Goldman Sachs Group, Inc. is established in Delaware and has a 100 per cent. shareholding in Goldman Sachs (UK) 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 border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th rowspan="2" style="text-align: left; vertical-align: bottom;"><i>(in USD millions)</i></th> <th colspan="2" style="text-align: center; border-top: 1px solid black; border-bottom: 1px solid black;">As at and for the nine months ended (unaudited)</th> <th colspan="2" style="text-align: center; border-top: 1px solid black; border-bottom: 1px solid black;">As at and for the period ended (audited)¹</th> </tr> <tr> <th style="text-align: center; border-bottom: 1px solid black;">August 31, 2019</th> <th style="text-align: center; border-bottom: 1px solid black;">September 30, 2018</th> <th style="text-align: center; border-bottom: 1px solid black;">November 30, 2018</th> <th style="text-align: center; border-bottom: 1px solid black;">December 31, 2017</th> </tr> </thead> <tbody> <tr> <td>Operating Profit</td> <td style="text-align: right;">1,953</td> <td style="text-align: right;">2,581</td> <td style="text-align: right;">3,259</td> <td style="text-align: right;">2,389</td> </tr> <tr> <td>Profit before taxation</td> <td style="text-align: right;">1,773</td> <td style="text-align: right;">2,398</td> <td style="text-align: right;">3,030</td> <td style="text-align: right;">2,091</td> </tr> <tr> <td>Profit for the financial period</td> <td style="text-align: right;">1,356</td> <td style="text-align: right;">1,797</td> <td style="text-align: right;">2,198</td> <td style="text-align: right;">1,557</td> </tr> <tr> <td></td> <td colspan="2" style="text-align: center; border-top: 1px solid black; border-bottom: 1px solid black;">As of (unaudited)</td> <td colspan="2" style="text-align: center; border-top: 1px solid black; border-bottom: 1px solid black;">As of (audited)</td> </tr> </tbody> </table>	<i>(in USD millions)</i>	As at and for the nine months ended (unaudited)		As at and for the period ended (audited) ¹		August 31, 2019	September 30, 2018	November 30, 2018	December 31, 2017	Operating Profit	1,953	2,581	3,259	2,389	Profit before taxation	1,773	2,398	3,030	2,091	Profit for the financial period	1,356	1,797	2,198	1,557		As of (unaudited)		As of (audited)	
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	As of (unaudited)		As of (audited)																												

		(in USD millions)	August 31, 2019	November 30, 2018	December 31, 2017
		Fixed Assets	401	315	210
		Current Assets	1,171,303	886,652	939,863
		Total shareholder's funds	35,635	33,917	31,701
		<p>¹ During the period ended November 30, 2018, GSI changed its accounting reference end date from December 31 to November 30 to conform to the period used by GSI for U.S. tax reporting purposes. As a result, the figures included in the table are not directly comparable. All references to November 2018 refer to the eleven months period ended, or the date, as the context requires, November 30, 2018.</p> <p>There has been no material adverse change in the prospects of GSI since November 30, 2018.</p> <p>Not applicable: there has been no significant change in the financial or trading position of GSI since August 31, 2019.</p>			
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	Please refer to Element B.5 above. 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 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 holds 100 per cent. of the ordinary shares of Goldman Sachs Group UK Limited. The Goldman Sachs Group, Inc. is established in Delaware and has a 100 per cent. shareholding in Goldman Sachs (UK) L.L.C. GSG is the parent holding company of the group of companies comprising GSG and its consolidated subsidiaries (the " Group ").			
SECTION C – SECURITIES					
C.1	Type and class of Securities	Cash settled Securities comprised of Share Linked Securities, being up to 250,000 Five-Year EUR Memory Phoenix Autocallable Certificates linked to the ordinary shares of STMicroelectronics N.V., due February 6, 2025 (the " Securities "). ISIN: GB00BKN2TP06; Common Code: 198688088; Valoren: 42452183.			
C.2	Currency	The currency of the Securities will be Euro (" EUR ").			
C.5	Restrictions on the free transferability	The Securities 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. Rights arising under the Securities (if applicable) will be exercisable by the holder of Securities only upon certification as to non-U.S. beneficial ownership.			

		<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	<p>Rights: The Securities give the right to each holder of Securities (a "Holder") to receive a potential return on the Securities (see Element C.18 below), 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.</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 asset(s). • 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). • 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.
C.11	Admission to trading on a regulated market	Not applicable; the Securities will not be admitted to trading on any regulated market, but application will be made to admit the Securities to trading on the EuroTLX market, a multilateral trading facility organised and managed by EuroTLX SIM S.p.A., which is not a regulated market for the purposes of Directive 2014/65/EU on Markets in Financial Instruments.
C.15	Effect of underlying instrument on value of investment	<p>The amount payable on the Securities will depend on the performance of the underlying asset.</p> <p>If the Securities are not exercised early, then the cash settlement amount payable on the maturity date will be determined in accordance with Element C.18 of this Summary.</p> <p>If the Securities are exercised early following an Autocall Event, the Autocall Event Amount payable on the Autocall Payment Date will be determined in accordance with Element C.18 of this Summary.</p> <p>The value of the Securities and whether any Coupon Amount is payable on a Coupon Payment Date will depend on the performance of the underlying asset(s) on the Coupon Observation Date corresponding to such Coupon Payment Date.</p>
C.16	Expiration or	Provided that an Autocall Event does not occur or the Securities are not otherwise exercised early, the maturity date is February 6, 2025, subject to

	maturity date	adjustment in accordance with the terms and conditions.									
C.17	Settlement procedure	<p>Settlement of the Securities shall take place through Euroclear Bank SA/NV / Clearstream Banking S.A.</p> <p>The Issuer will have discharged its payment obligations by payment to, or to the order of, the relevant clearing system in respect of the amount so paid.</p>									
C.18	Return on the Securities	<p>The return on the Securities will derive from:</p> <ul style="list-style-type: none"> the potential payment of a Coupon Amount on a Coupon Payment Date following the occurrence of a "Coupon Payment Event" (as described below); the potential payment of an Autocall Event Amount following early exercise of the Securities prior to scheduled maturity due to the occurrence of an "Autocall Event" (as described below); 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 exercised, or purchased and cancelled, the payment of the Settlement Amount on the scheduled maturity date of the Securities. <p style="text-align: center;"><u>Coupon</u></p> <p>If a Coupon Payment Event has occurred in respect of a Coupon Observation Date, then a Coupon Amount in EUR calculated in accordance with the following formula will be payable in respect of each Security on the Coupon Payment Date immediately following such Coupon Observation Date in the table below:</p> $(CA \times CV) - APCA$ <p>If no Coupon Payment Event has occurred on a Coupon Observation Date, then no Coupon Amount will be payable on the Coupon Payment Date immediately following such Coupon Observation Date.</p> <p>Following the occurrence of an Autocall Event on an Autocall Observation Date, the Coupon Payment Date immediately following the Coupon Observation Date falling on such Autocall Observation Date will be the final Coupon Payment Date and no further Coupon Amounts will be payable.</p> <p>Defined terms used above:</p> <ul style="list-style-type: none"> APCA: Aggregate Preceding Coupon Amounts, being the sum of each Coupon Amount paid in respect of one Security on all Coupon Payment Date(s) (if any) preceding the relevant Coupon Payment Date. CA: Calculation Amount, EUR 100. Coupon Observation Date: each date set out in the column entitled "Coupon Observation Date" in the table below, subject to adjustment in accordance with the terms and conditions. Coupon Payment Date: each date set out in the column entitled "Coupon Payment Date" in the table below, subject to adjustment in accordance with the terms and conditions. Coupon Payment Event: see below. CV: Coupon Value, being the amount in the column entitled "Coupon Value (CV)" in the same row as the relevant Coupon Observation Date set out in the table below. <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: center;">Coupon Observation Date</th> <th style="text-align: center;">Coupon Payment Date</th> <th style="text-align: center;">Coupon Value (CV)</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">February 1, 2021</td> <td style="text-align: center;">February 8, 2021</td> <td style="text-align: center;">0.0575</td> </tr> <tr> <td style="text-align: center;">January 31, 2022</td> <td style="text-align: center;">February 7, 2022</td> <td style="text-align: center;">0.1150</td> </tr> </tbody> </table>	Coupon Observation Date	Coupon Payment Date	Coupon Value (CV)	February 1, 2021	February 8, 2021	0.0575	January 31, 2022	February 7, 2022	0.1150
Coupon Observation Date	Coupon Payment Date	Coupon Value (CV)									
February 1, 2021	February 8, 2021	0.0575									
January 31, 2022	February 7, 2022	0.1150									

		January 30, 2023	February 6, 2023	0.1725
		January 30, 2024	February 6, 2024	0.2300
		January 30, 2025	February 6, 2025	0.2875
Coupon Payment Event				
<p>A "Coupon Payment Event" occurs if the Coupon Barrier Reference Value of the Underlying Asset is greater than or equal to its Coupon Barrier Level on a Coupon Observation Date.</p> <p>Defined terms used above:</p> <ul style="list-style-type: none"> • Asset Initial Price: the Initial Closing Price of the Underlying Asset. • Coupon Barrier Level: in respect of the Underlying Asset, 60 per cent. of the Asset Initial Price of such Underlying Asset. • Coupon Barrier Reference Value: the Reference Price of the Underlying Asset on the relevant Coupon Observation Date. • Initial Closing Price: the Reference Price of the Underlying Asset on January 30, 2020, subject to adjustment in accordance with the terms and conditions. • Reference Price: the closing share price of the Share for the relevant date. 				
<u>Autocall</u>				
<p>If an Autocall Event occurs on an Autocall Observation Date, then upon the exercise or deemed exercise of a Security by a Holder the Issuer shall pay in respect of each Security the Autocall Event Amount corresponding to such Autocall Observation Date on the immediately following Autocall Payment Date.</p> <p>Defined terms used above:</p> <ul style="list-style-type: none"> • Autocall Event: see below. • Autocall Event Amount: EUR 100. • Autocall Observation Date: each date set out in the column entitled "Autocall Observation Date" in the table below, in each case, subject to adjustment in accordance with the terms and conditions. • Autocall Payment Date: each date set out in the column entitled "Autocall Payment Date" in the table below, in each case, subject to adjustment in accordance with the terms and conditions. 				
		Autocall Observation Date	Autocall Payment Date	
		February 1, 2021	February 8, 2021	
		January 31, 2022	February 7, 2022	
		January 30, 2023	February 6, 2023	
		January 30, 2024	February 6, 2024	
Autocall Event				
<p>An "Autocall Event" occurs if the Autocall Reference Value of the Underlying Asset on any Autocall Observation Date is greater than or equal to its Autocall Level for such Autocall Observation Date.</p> <p>Defined terms used above:</p> <ul style="list-style-type: none"> • Autocall Level: 100 per cent. (100%) of the Asset Initial Price. • Autocall Reference Value: the Reference Price of the Underlying Asset on the relevant Autocall Observation Date. 				

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.

In such case, the Non-scheduled Early Repayment Amount payable on such unscheduled early redemption shall be, for each Security, an amount representing the fair market value of the Security taking into account all relevant factors less all costs incurred by the Issuer or any of its affiliates in connection with such early redemption, including those related to unwinding of any underlying and/or related hedging arrangement.

The Non-scheduled Early Repayment Amount may be less than your initial investment and therefore you may lose some or all of your investment on an unscheduled early redemption.

Settlement Amount

Unless previously exercised early, or purchased and cancelled, the Settlement Amount payable in respect of each Security on the maturity date will be:

If a Barrier Event has not occurred, the Settlement Amount payable in respect of each Security will be calculated in accordance with the formula below:

$$CA \times \text{Redemption Percentage}$$

If a Barrier Event has occurred, the Settlement Amount payable in respect of each Security will be calculated in accordance with the formula below:

$$CA \times \frac{\text{Final Reference Value}}{\text{Initial Reference Value}}$$

Defined terms used above:

- **Final Closing Price:** the Reference Price of the Underlying Asset on the Final Reference Date, subject to adjustment in accordance with the terms and conditions.
- **Final Reference Date:** January 30, 2025.
- **Final Reference Value:** the Final Value.
- **Final Value:** the Final Closing Price of the Underlying Asset.
- **Initial Reference Value:** the Initial Value.
- **Initial Value:** 100 per cent. (100%) of the Initial Closing Price of the Underlying Asset.
- **Redemption Percentage:** 100 per cent. (100%).

Barrier Event

A "**Barrier Event**" occurs if the Barrier Reference Value is less than the Barrier Level.

Defined terms used above:

- **Barrier Level:** 60 per cent. (60%) of the Asset Initial Price.
- **Barrier Reference Value:** the Final Closing Price of the Underlying

		Asset.		
C.19	Exercise price/final reference price of the underlying	The closing share price of the Share will be determined on the Final Reference Date, subject to adjustment in accordance with the terms and conditions.		
C.20	The underlying asset	The underlying asset is specified in the column entitled "Underlying Asset" (the " underlying asset " or " Underlying Asset "), in the table below.		
		Underlying Asset	Bloomberg / Reuters / ISIN	Exchange
		The ordinary shares of STMicroelectronics N.V.	STM FP <Equity> / STM.PA / NL0000226223	Euronext Paris S.A.
		<ul style="list-style-type: none"> • Share: the ordinary share set forth in the table above in the column entitled "Underlying Asset". 		
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. The Securities are our unsecured obligations. The Securities are not bank deposits, and are not 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 to changes in the market's view of our creditworthiness.</p> <p>References in Element B.12 above to the "prospects" and "financial or trading position" of the Issuer, are specifically to its respective ability to meet its full payment obligations under the Securities (in the case of GSI) in a timely manner. Material information about the Issuer's financial condition and prospects is included in the Issuer'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 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.</p> <p>The Issuer is 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 		

		<p>among investors and CEOs due to general declines in economic activity and other unfavourable economic, geopolitical or market conditions.</p> <ul style="list-style-type: none"> • 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 or malfeasance, 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. • The Group's businesses, profitability and liquidity may be adversely affected by Brexit. • 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. • Certain of the Group's businesses, funding and financial products may be adversely affected by changes in the discontinuance of Interbank Offered Rates (IBORs), in particular LIBOR. • Certain of the Group's businesses and its funding may be adversely affected by changes in other reference rates, currencies, indexes, baskets
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		<p>or ETFs to which products the Group offers or funding that the Group raises are linked.</p> <ul style="list-style-type: none"> • The Group's businesses may be adversely affected if it is unable to hire and retain qualified employees. • The Group may be adversely affected by increased governmental and regulatory scrutiny or negative publicity. • Substantial civil or criminal 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.6	Key risks that are specific to the Securities	<ul style="list-style-type: none"> • Your capital is at risk. Depending on the performance of the underlying asset(s), you may lose some or all of your investment. • You could also lose some or all of your investment in the Securities where: <ul style="list-style-type: none"> ◦ We (as Issuer) fail or go bankrupt or we are otherwise unable to meet our payment obligations; ◦ 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. • Depending on the performance of the Underlying Assets, you may not receive any interest or coupon on your investment. • 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. • The potential for the value of the Securities to increase is limited as the maximum payment at maturity is capped. • If any specified currency disruption event has occurred which is material to our payment obligations under the Securities, then the forthcoming

		<p>payment date shall be postponed. If such event continues on the specified cut-off date, we may make payment of an equivalent amount in U.S. dollars.</p> <p><i>Risks associated with Securities linked to underlying asset(s):</i></p> <ul style="list-style-type: none"> • The value and return on the Securities depends on the performance of such underlying asset(s), which may be subject to unpredictable change over time. • Past performance of an underlying asset is not indicative of future performance. • You will not have any rights of ownership in the underlying asset(s), and our obligations under the Securities to you are not secured by any assets. • Following a disruption event, the valuation of the underlying asset(s) may be postponed and/or valued by us (as Calculation Agent) in our discretion. • Following the occurrence of certain extraordinary events in relation to the underlying asset(s) or in relation to index linked securities, following the occurrence of an index adjustment event, depending on the terms and conditions of the particular Securities, amongst other potential consequences, the terms and conditions of your Securities may be adjusted, the underlying asset may be substituted or the Securities may be redeemed early at the non-scheduled early repayment amount. Such amount may be less than your initial investment and you could lose some or all of your investment. • The performance of shares is dependent upon many unpredictable factors. • You may receive a lower return on the Securities than you would have received from investing in the shares directly because the price of the shares may not include the value of dividends. • The issuer of a share may take any actions in respect of a share without regard to your interests as Holders of the Securities, and any of these actions could negatively affect the value of and return on the Securities. • Your Securities may be adjusted or redeemed prior to maturity due to a change in law. Any such adjustment may reduce 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 or all of your investment. • The Issuer of the Securities may be substituted with another company, subject to certain conditions. • 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 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	<p>An offer of the Securities may be made other than pursuant to Article 3(2) of the Prospectus Directive in the Republic of Italy ("Public Offer Jurisdiction") during the period from (and including) December 9, 2019 to (and including) January 28, 2020 ("Offer Period") by the Authorised Offeror(s), subject to early termination or extension of the Offer Period.</p> <p>Investors may apply for the subscription of the Certificates during normal Italian banking hours at the offices (<i>filiali</i>) of the Authorised Offeror from (and including) December 9, 2019 to (and including) January 28, 2020, subject to early termination or extension of the Offer Period.</p> <p>The Certificates may be placed in Italy outside the premises of the distributors ("door-to-door"), by means of financial advisors authorised to make off-</p>

		<p>premises offers (<i>consulenti finanziari abilitati all'offerta fuori sede</i>) pursuant to Article 30 of Legislative Decree No. 58 of February 24, 1998, as amended (the "Financial Services Act") from (and including) December 9, 2019 to (and including) January 21, 2020, subject to early termination or extension of the Offer Period.</p> <p>Pursuant to Article 30, paragraph 6, of the Financial Services Act, the effects of the subscriptions made "door-to-door" are suspended for a period of seven days from the date of the subscription. During such period, investors have the right to withdraw from the subscription without any charge or fee, by means of notification to the relevant placer.</p> <p>The Certificates may be placed in Italy via distance communication techniques (<i>tecniche di comunicazione a distanza</i>) pursuant to article 32 of the Financial Services Act, including subscription made through a website from (and including) December 9, 2019 to (and including) January 14, 2020, subject to early termination or extension of the Offer Period.</p> <p>Pursuant to Article 67-<i>duodecies</i> of Legislative Decree No. 206 of September 6, 2005, subscriptions made via distance communication techniques are suspended for a period of fourteen days from the date of acceptance of the subscription by the relevant placers. During such period, investors have the right to withdraw from the subscription without any charge or fee and without having to indicate any reasons thereof, by means of notification pursuant to the modalities set forth on the relevant website where the subscription was made.</p> <p>The Offer Price is EUR 100 per Security (the "Issue Price").</p> <p>The Issuer reserves the right, in agreement with the Authorised Offerors, to increase the number of Securities to be issued during the Offer Period.</p> <p>The Offer of Securities is conditional on their issue and is subject to the admission to trading of the Securities on the EuroTLX market (a multilateral trading facility organised and managed by EuroTLX SIM S.p.A., which is not a regulated market for the purposes of Directive 2014/65/EU on Markets in Financial Instruments) occurring by the issue date, being January 31, 2020. As between each Authorised Offeror and its customers, offers of the Securities are further subject to such conditions as may be agreed between them and/or as is specified in the arrangements in place between them.</p>
E.4	Interests material to the issue/offer, including conflicting interests	<p>In connection with the placement of the Securities, the Issuer will pay to each Authorised Offeror, a placement commission per Certificate of up to 5.00 per cent. (5.00%) of the Issue Price in relation to the Securities placed by such Authorised Offeror.</p> <p>Save for the above, 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.</p>
E.7	Estimated expenses charged to the investor	Not Applicable – No expenses will be charged to investors by the Issuer or each Authorised Offeror.

NOTA DI SINTESI DELLA SPECIFICA EMISSIONE DEGLI STRUMENTI FINANZIARI

- Le note di sintesi sono costituite da obblighi di informativa conosciuti come “Elementi”. Questi elementi sono numerati nelle Sezioni A - E (A.1 - E.7).
- La presente nota di sintesi contiene tutti gli Elementi che devono essere inclusi in una nota di sintesi relativa agli strumenti finanziari e all’Emittente. Poiché alcuni elementi non devono essere trattati, vi possono essere intervalli nella sequenza numerica degli Elementi.
- Anche qualora l’inclusione di un Elemento nella nota di sintesi sia richiesta in ragione della tipologia di strumenti finanziari e dell’Emittente, è possibile che nessuna informazione rilevante possa essere fornita in merito a quell’Elemento. In questo caso, una breve descrizione dell’Elemento è inclusa nella nota di sintesi con la menzione “Non applicabile”.

SEZIONE A - INTRODUZIONE E AVVERTENZE		
A.1	Introduzione e avvertenze	<p>La presente nota di sintesi va letta come un’introduzione al Prospetto di Base. Qualsiasi decisione di investire negli strumenti finanziari dovrebbe basarsi sull’esame da parte dell’investitore del Prospetto di Base nel suo complesso. Qualora sia proposta un’azione legale in merito alle informazioni contenute nel Prospetto di Base dinanzi all’autorità giudiziaria, l’investitore ricorrente, ai sensi della legislazione nazionale degli stati membri, potrebbe essere tenuto a sostenere le spese di traduzione del Prospetto di Base prima dell’inizio del procedimento. La responsabilità civile incombe solo sulle persone che hanno preparato la nota di sintesi, compresa la sua eventuale traduzione, ma solo quando la nota di sintesi sia fuorviante, imprecisa o incoerente se letta congiuntamente alle altre parti del Prospetto di Base oppure, se letta insieme con le altre parti del Prospetto di Base, non contenga informazioni chiave che aiutino gli investitori nello stabilire se investire negli Strumenti Finanziari.</p>
A.2	Autorizzazioni	<p>Fatte salve le condizioni di seguito indicate, in relazione ad un’Offerta Non Esente (come di seguito definita) di Strumenti Finanziari, l’Emittente acconsente all’utilizzo del Prospetto di Base da parte di:</p> <ol style="list-style-type: none"> 1) Deutsche Bank S.p.A., Piazza del Calendario, 3 – 20126, Milano, Italia (l’“Offerente Iniziale Autorizzato”); e 2) qualora l’Emittente nomini ulteriori intermediari finanziari successivamente alla data delle Condizioni Definitive del 9 dicembre 2019 e pubblichi i dettagli relativi a tali intermediari sul proprio sito web (www.goldmansachs.it), ciascun intermediario finanziario i cui dettagli siano stati così resi noti, <p>nei casi (1) e (2) sopra menzionati, per il tempo e nella misura in cui tali intermediari finanziari siano autorizzati ad effettuare tali offerte ai sensi della <i>Markets in Financial Instruments Directive</i> (Direttiva 2014/65/UE);</p> <p>(ciascuno un “Offerente Autorizzato” e, congiuntamente, gli “Offerenti Autorizzati”).</p> <p>Il consenso dell’Emittente è soggetto alle seguenti condizioni:</p> <ol style="list-style-type: none"> (i) il consenso è valido solo nel periodo dal 9 dicembre 2019 (incluso) al 28 gennaio 2020 (incluso) (il “Periodo di Offerta”);

		<p>(ii) il consenso è valido solo per l'uso del Prospetto di Base per effettuare Offerte Non Esenti (come di seguito definite) della <i>tranche</i> di Strumenti Finanziari nella Repubblica Italiana; e</p> <p>(iii) il consenso è soggetto alle seguenti ulteriori condizioni: L'Emittente e l'Iniziale Offerente Autorizzato hanno stipulato un accordo di collocamento in relazione ai Certificati (l' "Accordo di Collocamento"). Nel rispetto delle condizioni secondo le quali il consenso (i) è valido soltanto durante il Periodo di Offerta ed (ii) è soggetto ai termini ed alle condizioni dell'Accordo di Collocamento, l'Iniziale Offerente Autorizzato ha concordato di promuovere e collocare i Certificati nella Repubblica Italiana.</p> <p>Un "Offerta Non Esente" di Strumenti Finanziari è un'offerta di Strumenti Finanziari che non sia coperta da un'esenzione dall'obbligo di pubblicare un prospetto ai sensi della Direttiva 2003/71/CE, come modificata o sostituita.</p> <p>Qualsiasi persona (un "Investitore") che intenda acquistare o che acquisti Strumenti Finanziari da un Offerente Autorizzato lo farà, e le offerte e le vendite di Strumenti Finanziari a un Investitore da parte di un Offerente Autorizzato saranno svolte, in conformità ai termini e agli accordi esistenti tra tale Offerente Autorizzato e tale Investitore, compresi gli accordi in relazione al prezzo, alle allocazioni e al regolamento. L'Emittente non sarà una parte in tali accordi con gli Investitori in relazione all'offerta o alla vendita degli Strumenti Finanziari e, di conseguenza, il Prospetto di Base e le Condizioni Definitive (<i>Final Terms</i>) non conterranno tali informazioni e un investitore dovrà ottenere tali informazioni dall'Offerente Autorizzato. Le informazioni in relazione ad un'offerta al pubblico saranno rese disponibili al momento in cui tale sub-offerta venga svolta, e tali informazioni saranno fornite anche dal relativo Offerente Autorizzato al momento di tale offerta.</p>
SEZIONE B - EMITTENTE E (OVE APPLICABILE) GARANTE		
B.1	Denominazione legale e commerciale dell'Emittente	Goldman Sachs International ("GSI" o l'"Emittente")
B.2	Domicilio e forma giuridica dell'Emittente, legislazione in base alla quale opera e paese di costituzione	GSI è una società a responsabilità limitata costituita in Inghilterra e nel Galles. GSI opera principalmente ai sensi della legge inglese. La sede legale di GSI è Peterborough Court, 133 Fleet Street, Londra EC4A 2BB, Inghilterra.
B.4b	Tendenze note riguardanti l'Emittente	Le prospettive di GSI saranno influenzate, potenzialmente in modo negativo, dagli sviluppi nelle economie globali, regionali e nazionali, incluso il Regno Unito, dai movimenti e livelli di attività nei mercati finanziari, delle merci, delle valute e altri, dalle variazioni dei tassi di interesse, dagli sviluppi politici e militari in tutto il mondo, dai livelli delle attività dei clienti e dagli sviluppi legali e regolamentari nel Regno Unito e negli altri paesi dove GSI opera.
B.5	Gruppo dell'Emittente	Goldman Sachs Group UK Limited, una società costituita ai sensi della legge inglese detiene una partecipazione azionaria del 100 per cento in GSI. Goldman Sachs (UK) L.L.C. è costituita ai sensi delle leggi dello Stato del Delaware e detiene il 100 per

		cento delle azioni ordinarie di Goldman Sachs Group UK Limited. The Goldman Sachs Group, Inc. è costituita nel Delaware e ha una partecipazione del 100 per cento in Goldman Sachs (UK) L.L.C.																																											
B.9	Previsione o stima degli utili	Non applicabile; GSI non ha fatto previsioni o stime degli utili.																																											
B.10	Rilievi contenuti nella relazione di revisione	Non applicabile; non ci sono rilievi nella relazione di revisione di GSI sulle informazioni finanziarie relative ai propri esercizi passati.																																											
B.12	Informazioni finanziarie fondamentali selezionate sull'Emittente relative agli esercizi passati	<p>La seguente tabella mostra informazioni finanziarie fondamentali selezionate in relazione agli esercizi passati di GSI:</p> <table border="1"> <thead> <tr> <th rowspan="2"><i>(in milioni di USD)</i></th> <th colspan="2">Al e per i nove mesi conclusi il (non sottoposti a revisione contabile)</th> <th colspan="2">Al e per l'esercizio concluso il (sottoposto a revisione contabile)</th> </tr> <tr> <th>31 agosto 2019</th> <th>30 settembre 2018</th> <th>30 novembre 2018</th> <th>31 dicembre 2017</th> </tr> </thead> <tbody> <tr> <td>Risultato operativo</td> <td>1.953</td> <td>2.581</td> <td>3.259</td> <td>2.389</td> </tr> <tr> <td>Utile al lordo delle imposte</td> <td>1.773</td> <td>2.398</td> <td>3.030</td> <td>2.091</td> </tr> <tr> <td>Utile per l'anno finanziario</td> <td>1.356</td> <td>1.797</td> <td>2.198</td> <td>1.557</td> </tr> </tbody> </table> <table border="1"> <thead> <tr> <th rowspan="2"><i>(in milioni di USD)</i></th> <th>Al (non sottoposto a revisione contabile)</th> <th colspan="2">Al (sottoposto a revisione contabile)</th> </tr> <tr> <th>31 agosto 2019</th> <th>30 novembre 2018</th> <th>31 dicembre 2017</th> </tr> </thead> <tbody> <tr> <td>Immobilizzazioni</td> <td>401</td> <td>315</td> <td>210</td> </tr> <tr> <td>Attività correnti</td> <td>1.171.303</td> <td>886.652</td> <td>939.863</td> </tr> <tr> <td>Fondi patrimoniali totali</td> <td>35.635</td> <td>33.917</td> <td>31.701</td> </tr> </tbody> </table>	<i>(in milioni di USD)</i>	Al e per i nove mesi conclusi il (non sottoposti a revisione contabile)		Al e per l'esercizio concluso il (sottoposto a revisione contabile)		31 agosto 2019	30 settembre 2018	30 novembre 2018	31 dicembre 2017	Risultato operativo	1.953	2.581	3.259	2.389	Utile al lordo delle imposte	1.773	2.398	3.030	2.091	Utile per l'anno finanziario	1.356	1.797	2.198	1.557	<i>(in milioni di USD)</i>	Al (non sottoposto a revisione contabile)	Al (sottoposto a revisione contabile)		31 agosto 2019	30 novembre 2018	31 dicembre 2017	Immobilizzazioni	401	315	210	Attività correnti	1.171.303	886.652	939.863	Fondi patrimoniali totali	35.635	33.917	31.701
<i>(in milioni di USD)</i>	Al e per i nove mesi conclusi il (non sottoposti a revisione contabile)			Al e per l'esercizio concluso il (sottoposto a revisione contabile)																																									
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Fondi patrimoniali totali	35.635	33.917	31.701																																										
		¹ Durante il periodo terminato il 30 novembre 2018, GSI ha cambiato la propria data finale di riferimento contabile dal 31 dicembre al 30 novembre per conformarsi al periodo usato da GSI ai fini della rendicontazione fiscale negli Stati Uniti. Di conseguenza, i numeri inclusi nella tabella non sono direttamente paragonabili. Tutti i riferimenti al novembre 2018 si riferiscono al periodo di 11 mesi terminato il, o la data del, a seconda del contesto, 30 novembre 2018.																																											
		Non si sono verificati cambiamenti negativi sostanziali delle prospettive di GSI dal 30 novembre 2018.																																											
		Non applicabile: non vi è stato alcun cambiamento significativo nella situazione finanziaria o commerciale di GSI dal 31 agosto 2019.																																											
B.13	Fatti recenti sostanzialmente rilevanti per la valutazione della solvibilità dell'Emittente	Non applicabile; non vi sono fatti recenti riguardanti GSI che siano rilevanti in misura sostanziale per la valutazione della solvibilità di GSI.																																											
B.14	Posizione dell'Emittente nel proprio	<p>Si prega di fare riferimento all'Elemento B.5 di cui sopra.</p> <p>GSI fa parte di un gruppo di società delle quali The Goldman Sachs Group, Inc. rappresenta la holding company, e di conseguenza effettua operazioni con, e dipende</p>																																											

	gruppo societario	da, entità all'interno di tale gruppo.
B.15	Principali attività	Le attività principali di GSI consistono nella sottoscrizione e nella distribuzione di strumenti finanziari, nel commercio di servizi relativi al debito e al capitale societario, di strumenti finanziari di debito pubblico non USA e di strumenti finanziari garantiti da ipoteca, nell'esecuzione di contratti di swap e relativi a strumenti derivati, nelle fusioni e acquisizioni, nei servizi di consulenza finanziaria per le ristrutturazioni/i collocamenti privati/i leasing e i finanziamenti di progetto, nell'intermediazione e nella finanza immobiliare, nelle attività di <i>merchant banking</i> , nell'intermediazione sugli strumenti finanziari azionari e nella ricerca.
B.16	Proprietà e controllo dell'Emittente	Goldman Sachs Group UK Limited, una società costituita ai sensi della legge inglese detiene una partecipazione azionaria del 100 per cento in GSI. Goldman Sachs (UK) L.L.C. è costituita ai sensi delle leggi dello Stato del Delaware e detiene il 100% delle azioni ordinarie di Goldman Sachs Group UK Limited. The Goldman Sachs Group, Inc. è costituita nel Delaware e ha una partecipazione del 100 per cento in Goldman Sachs (UK) L.L.C. GSG è la controllante del gruppo di società che comprendono GSG e le sue controllate (il " Gruppo ").
SEZIONE C - STRUMENTI FINANZIARI		
C.1	Tipo e classe degli Strumenti Finanziari	Strumenti Finanziari con regolamento in contanti (<i>cash settled</i>) rappresentati da Strumenti Finanziari Collegati ad Azioni, essendo essi fino a 250.000 Certificati EUR <i>Memory Phoenix Autocallable</i> con Durata Cinque Anni collegati alle azioni ordinarie di STMicroelectronics N.V., con scadenza il 6 febbraio 2025 (gli " Strumenti Finanziari "). ISIN: GB00BKN2TP06; Codice Comune: 198688088; Valoren: 42452183.
C.2	Valuta	La valuta degli Strumenti Finanziari sarà l'Euro (" EUR ").
C.5	Restrizioni alla libera trasferibilità	Gli Strumenti Finanziari e (ove applicabile) gli strumenti finanziari da consegnare in sede di esercizio o regolamento degli Strumenti Finanziari non possono essere offerti, venduti o consegnati negli Stati Uniti o a soggetti statunitensi (<i>U.S. persons</i>), come definiti nel <i>Regulation S</i> ai sensi del <i>Securities Act</i> (" Regulation S "), salvo che ai sensi di un'esenzione dai, o in una operazione non soggetta ai, requisiti di registrazione del <i>Securities Act</i> e della legislazione di stato sui valori mobiliari applicabile. I diritti derivanti dagli Strumenti Finanziari (ove applicabile) saranno esercitabili dal portatore degli Strumenti Finanziari solo previa certificazione di titolarità effettiva non statunitense. Inoltre, gli Strumenti Finanziari non possono essere acquisiti da, per conto di o con il patrimonio di piani soggetti a ERISA o alla Sezione 4975 del <i>U.S. Internal Revenue Code</i> del 1986, come modificato, oltre che da taluni conti generali di società di assicurazione. Fatto salvo quanto precede, gli Strumenti Finanziari sono liberamente trasferibili.
C.8	Diritti connessi agli strumenti finanziari	Diritti: gli Strumenti Finanziari danno il diritto a ciascun portatore di Strumenti Finanziari (un " Portatore ") di ricevere un potenziale rendimento sugli Strumenti Finanziari (si veda Elemento C.18 che segue) unitamente a taluni diritti accessori, come il diritto a ricevere avviso di talune determinazioni ed eventi e di votare modifiche future. I termini e le condizioni sono regolati dalla legge inglese. Ranking: gli Strumenti Finanziari costituiscono obbligazioni dirette, non subordinate e

		<p>non garantite dell'Emittente e concorrono <i>pari passu</i> con tutte le altre obbligazioni dirette, non subordinate e non garantite dell'Emittente.</p> <p>Limitazioni ai diritti:</p> <ul style="list-style-type: none"> • Nonostante gli Strumenti Finanziari siano legati all'andamento dell'attività sottostante, i Portatori non hanno alcun diritto rispetto all'attività sottostante. • I termini e le condizioni degli Strumenti Finanziari consentono all'Emittente e all'Agente per il Calcolo (a seconda dei casi), al verificarsi di determinati eventi e in determinate circostanze, senza il consenso dei Portatori, di apportare modifiche ai termini ed alle condizioni degli Strumenti Finanziari, di rimborsare gli Strumenti Finanziari prima della scadenza (ove applicabile), di rinviare la valutazione dell'attività sottostante o dei pagamenti programmati ai sensi degli Strumenti Finanziari, di cambiare la valuta in cui gli Strumenti Finanziari sono denominati, di sostituire l'Emittente con un altro soggetto autorizzato al verificarsi di determinate condizioni, e di adottare talune altre azioni con riferimento agli Strumenti Finanziari e all'attività sottostante (se del caso). • I termini e le condizioni degli Strumenti Finanziari contengono disposizioni di convocazione di assemblee dei Portatori per esaminare le questioni che riguardano i loro interessi generali e tali disposizioni consentono a maggioranze definite di vincolare tutti i Portatori, compresi coloro che non hanno partecipato e non hanno votato all'assemblea rilevante ed i Portatori che hanno votato in modo contrario alla maggioranza. Inoltre, in determinate circostanze, l'Emittente può modificare i termini e le condizioni degli Strumenti Finanziari, senza il consenso dei Portatori.
C.11	Ammissione alla negoziazione su un mercato regolamentato	Non applicabile; gli Strumenti Finanziari non saranno ammessi alle negoziazioni in alcun mercato regolamentato, ma sarà presentata domanda per l'ammissione alla negoziazione degli Strumenti Finanziari sul mercato EuroTLX, un sistema multilaterale di negoziazione organizzato e gestito da EuroTLX SIM S.p.A., il quale non è un mercato regolamentato ai sensi della Direttiva 2014/65/UE sui Mercati degli Strumenti Finanziari.
C.15	Effetto dello strumento sottostante sul valore dell'investimento	<p>L'importo pagabile sugli Strumenti Finanziari dipenderà dall'andamento dell'attività sottostante.</p> <p>Se gli Strumenti Finanziari non vengono esercitati anticipatamente, l'importo di regolamento pagabile in contanti alla data di scadenza sarà determinato conformemente all'Elemento C.18 della presente Nota di Sintesi.</p> <p>Se gli Strumenti Finanziari sono esercitati anticipatamente a seguito di un Evento <i>Autocall</i>, l'Importo di Evento <i>Autocall</i> pagabile alla Data di Pagamento <i>Autocall</i> sarà determinato in conformità all'Elemento C.18 della presente Nota di Sintesi.</p> <p>Il valore degli Strumenti Finanziari e la circostanza se un Importo del Coupon sia pagabile alla Data di Pagamento del Coupon o meno dipenderà dalla performance della(e) attività sottostante(i) alla Data di Osservazione del Coupon corrispondente a tale Data di Pagamento del Coupon.</p>
C.16	Estinzione o data di scadenza	A condizione che un Evento <i>Autocall</i> non si verifichi o che gli Strumenti Finanziari non siano altrimenti esercitati prima della scadenza prevista, la data di scadenza è il 6 febbraio 2025, fatti salvi adeguamenti in conformità ai termini e alle condizioni.
C.17	Modalità di	Il regolamento degli Strumenti Finanziari avrà luogo attraverso Euroclear Bank

	regolamento	SA/NV / Clearstream Banking, S.A. L'Emittente avrà estinto i propri obblighi di pagamento con il pagamento ai, o all'ordine dei, relativi sistemi di gestione accentrata nei limiti degli importi così corrisposti.
C.18	Proventi degli strumenti finanziari	<p>Il rendimento sugli Strumenti Finanziari deriverà da:</p> <ul style="list-style-type: none"> • il potenziale pagamento di un Importo del Coupon in una Data di Pagamento del Coupon successivamente al verificarsi di un “Evento di Pagamento del Coupon” (come descritto di seguito); • il potenziale pagamento di un Importo di Evento Autocall a seguito di esercizio anticipato degli Strumenti Finanziari prima della scadenza programmata a seguito del verificarsi di un “Evento Autocall” (come descritto di seguito); • il potenziale pagamento di un Importo di Rimborso Anticipato Non Programmato al verificarsi di un rimborso anticipato non programmato degli Strumenti Finanziari (come descritto di seguito); e • se gli Strumenti Finanziari non sono stati esercitati anticipatamente, o acquisiti e cancellati, il pagamento dell'Importo di Regolamento alla data di scadenza programmata degli Strumenti Finanziari. <p style="text-align: center;">—————</p> <p style="text-align: center;">Coupon</p> <p>Se in relazione a una Data di Osservazione del Coupon si verifica un Evento di Pagamento del Coupon, allora un Importo del Coupon in EUR, calcolato conformemente alla formula seguente, sarà pagabile per ciascuno Strumento Finanziario alla Data di Pagamento del Coupon immediatamente successiva a tale Data di Osservazione del Coupon nella tabella di cui sotto:</p> <p style="text-align: center;">$(CA \times CV) - APCA$</p> <p>Se alla Data di Osservazione del Coupon non si verifica un Evento di Pagamento del Coupon, allora nessun Importo del Coupon sarà pagabile alla Data di Pagamento del Coupon immediatamente successiva a tale Data di Osservazione del Coupon.</p> <p>A seguito del verificarsi di un Evento <i>Autocall</i> in una Data di Osservazione <i>Autocall</i>, la Data di Pagamento del Coupon immediatamente successiva alla Data di Osservazione del Coupon che cade in tale Data di Osservazione <i>Autocall</i> sarà la Data di Pagamento del Coupon finale e nessun ulteriore Importo del Coupon sarà pagabile.</p> <p>Definizione dei termini usati in precedenza:</p> <ul style="list-style-type: none"> • APCA: <i>Aggregate Preceding Coupon Amounts</i>, che è la somma di ciascun Importo del Coupon pagato in relazione ad uno Strumento Finanziario in tutte le eventuali Date di Pagamento del Coupon precedenti la Data di Pagamento del Coupon rilevante. • CA: Importo di Calcolo, EUR 100. • Data di Osservazione del Coupon: ciascuna data indicata nella tabella seguente

all'interno della colonna intitolata "Data di Osservazione del Coupon", soggetta a modifiche in conformità con i termini e le condizioni.

- **Data di Pagamento del Coupon:** ciascuna data indicata nella tabella seguente all'interno della colonna intitolata "Data di Pagamento del Coupon" soggetta a modifiche in conformità con i termini e le condizioni.
- **Evento di Pagamento del Coupon:** si veda di seguito.
- **CV: Coupon Value,** che è l'importo nella colonna intitolata "*Coupon Value (CV)*" nella stessa riga della relativa Data di Osservazione del Coupon stabilita nella tabella seguente.

Data di Osservazione del Coupon	Data di Pagamento del Coupon	Coupon Value (CV)
1 febbraio 2021	8 febbraio 2021	0,0575
31 gennaio 2022	7 febbraio 2022	0,1150
30 gennaio 2023	6 febbraio 2023	0,1725
30 gennaio 2024	6 febbraio 2024	0,2300
30 gennaio 2025	6 febbraio 2025	0,2875

Evento di Pagamento del Coupon

Un "Evento di Pagamento del Coupon" si verifica se il Valore di Riferimento della Barriera del Coupon della Attività Sottostante è maggiore o uguale al proprio Livello della Barriera del Coupon ad una Data di Osservazione del Coupon.

Definizione dei termini usati in precedenza:

- **Prezzo Iniziale dell'Attività:** il Prezzo di Chiusura Iniziale della Attività Sottostante.
- **Livello della Barriera del Coupon:** in relazione all'Attività Sottostante, il 60 per cento del Prezzo Iniziale dell'Attività di tale Attività Sottostante.
- **Valore di Riferimento della Barriera del Coupon:** il Prezzo di Riferimento della Attività Sottostante alla Data di Osservazione del Coupon rilevante.
- **Prezzo di Chiusura Iniziale:** il Prezzo di Riferimento della Attività Sottostante al 30 gennaio 2020, salvo rettifica in base ai termini e alle condizioni.
- **Prezzo di Riferimento:** il prezzo di chiusura dell'azione dell'Azione alla data rilevante.

Autocall

Se un Evento *Autocall* si verifica in una Data di Osservazione *Autocall*, allora

all'esercizio o ritenuto esercizio di uno Strumento Finanziario da parte di un Portatore, l'Emittente dovrà pagare relativamente a ciascuno Strumento Finanziario l'Importo di Evento *Autocall* corrispondente a tale Data di Osservazione *Autocall* alla Data di Pagamento *Autocall* immediatamente successiva.

Definizione dei termini utilizzati in precedenza:

- **Evento *Autocall***: si veda sotto.
- **Importo di Evento *Autocall***: EUR 100.
- **Data di Osservazione *Autocall***: ciascuna data indicata nella colonna intitolata "Data di Osservazione *Autocall*" nella tabella sotto, in ogni caso, ferme restando le modifiche ai sensi dei termini e condizioni.
- **Data di Pagamento *Autocall***: ciascuna data indicata nella colonna intitolata "Data di Pagamento *Autocall*" nella tabella sotto, in ogni caso, ferme restando le modifiche ai sensi dei termini e condizioni.

Data di Osservazione <i>Autocall</i>	Data di Pagamento <i>Autocall</i>
1 febbraio 2021	8 febbraio 2021
31 gennaio 2022	7 febbraio 2022
30 gennaio 2023	6 febbraio 2023
30 gennaio 2024	6 febbraio 2024

Evento *Autocall*

Un "**Evento *Autocall***" si verifica se il Valore di Riferimento *Autocall* della Attività Sottostante in una Data di Osservazione *Autocall* è maggiore di o uguale al suo Livello *Autocall* per tale Data di Osservazione *Autocall*.

Definizione dei termini usati in precedenza:

- **Livello *Autocall***: il 100 per cento (100%) del Prezzo Iniziale dell'Attività.
- **Valore di Riferimento *Autocall***: il Prezzo di Riferimento della Attività Sottostante alla Data di Osservazione *Autocall* rilevante.

Importo di Rimborso Anticipato Non Programmato

Rimborso Anticipato Non Programmato: gli Strumenti Finanziari potranno essere rimborsati prima della scadenza programmata (i) ad opzione dell'Emittente (a) qualora l'Emittente determini che un cambiamento nella legislazione applicabile abbia l'effetto di rendere la prestazione dell'Emittente o delle sue affiliate ai sensi degli Strumenti Finanziari o degli accordi di copertura relativi agli Strumenti Finanziari (o sia molto probabile che lo diventino nell'immediato futuro) illegali o impraticabili (in tutto o in parte), (b) ove applicabile, qualora l'Agente per il Calcolo stabilisca che determinati

eventi aggiuntivi di turbativa o eventi di adeguamento, come previsto nei termini e condizioni degli Strumenti Finanziari, si siano verificati in relazione alle attività sottostanti, o (ii) previa comunicazione da parte di un Portatore che dichiari tali Strumenti Finanziari immediatamente esigibili a causa del continuato verificarsi di un evento di inadempimento.

In tal caso, l'Importo di Rimborso Anticipato Non Programmato pagabile a tale rimborso anticipato non programmato sarà, per ciascuno Strumento Finanziario, l'importo che rappresenta l'equo valore di mercato degli Strumenti Finanziari, tenendo conto di tutti fattori rilevanti al netto dei costi sostenuti dall'Emittente o da qualsiasi suo affiliato in relazione a tale rimborso anticipato, inclusi quelli relativi alla risoluzione di qualsiasi sottostante e/o collegati accordi di copertura.

L'Importo di Rimborso Anticipato Non Programmato può essere inferiore al tuo investimento iniziale e pertanto potresti perdere parte del o tutto il tuo investimento per un rimborso anticipato non programmato.

Importo di Regolamento

Salvo che siano stati esercitati anticipatamente, o acquistati e cancellati, l'Importo di Regolamento pagabile rispetto a ciascuno Strumento Finanziario alla data di scadenza sarà:

- Qualora non si sia verificato un Evento Barriera, l'Importo di Regolamento pagabile rispetto a ciascuno Strumento Finanziario sarà calcolato in conformità alla formula di seguito riportata:

$$CA \times \text{Percentuale di Rimborso (Redemption Percentage)}$$

- Qualora si sia verificato un Evento Barriera, l'Importo di Regolamento pagabile rispetto a ciascuno Strumento Finanziario sarà calcolato in conformità alla formula di seguito riportata:

$$CA \times \frac{\text{Valore di Riferimento Finale}}{\text{Valore di Riferimento Iniziale}}$$

Definizione dei Termini usati in precedenza:

- **Prezzo di Chiusura Finale:** il Prezzo di Riferimento della Attività Sottostante alla Data di Riferimento Finale, soggetto a rettifiche in base ai termini e alle condizioni.
- **Data di Riferimento Finale:** 30 gennaio 2025.
- **Valore di Riferimento Finale:** il Valore Finale.
- **Valore Finale:** il Prezzo di Chiusura Finale dell'Attività Sottostante.
- **Valore di Riferimento Iniziale:** il Valore Iniziale.
- **Valore Iniziale:** 100 per cento (100%) del Prezzo di Chiusura Iniziale dell'Attività Sottostante.

		<ul style="list-style-type: none"> • Percentuale di Rimborso: 100 per cento (100%). <p style="text-align: center;">—————</p> <p style="text-align: center;"><u>Evento Barriera</u></p> <p>Un “Evento Barriera” si verifica se il Valore di Riferimento della Barriera è inferiore al Livello della Barriera.</p> <p>Definizione dei termini usati in precedenza:</p> <ul style="list-style-type: none"> • Livello della Barriera: 60 per cento (60%) del Prezzo Iniziale dell’Attività; • Valore di Riferimento della Barriera: il Prezzo di Chiusura Finale dell’ Attività Sottostante. 						
C.19	Prezzo di esercizio/prezzo di riferimento finale del sottostante	Il prezzo di chiusura dell’azione dell’Azione sarà determinato alla Data di Riferimento Finale, salvo rettifica in conformità ai termini e alle condizioni.						
C.20	L’attività sottostante	<p>Le attività sottostanti sono indicate nella colonna intitolata “Attività Sottostante” (ciascuna “attività sottostante” o “Attività Sottostante”), nella tabella seguente:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: center;">Attività Sottostante</th> <th style="text-align: center;">Pagina Bloomberg/ Reuters/ ISIN</th> <th style="text-align: center;">Sede di Negoziazione</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">Le azioni ordinarie di STMicroelectronics N.V.</td> <td style="text-align: center;">STM FP <Equity> / STM.PA / NL0000226223</td> <td style="text-align: center;">Euronext Paris S.A.</td> </tr> </tbody> </table> <ul style="list-style-type: none"> • Azione: l’azione ordinaria indicata nella precedente tabella nella colonna intitolata “Attività Sottostante”. 	Attività Sottostante	Pagina Bloomberg/ Reuters/ ISIN	Sede di Negoziazione	Le azioni ordinarie di STMicroelectronics N.V.	STM FP <Equity> / STM.PA / NL0000226223	Euronext Paris S.A.
Attività Sottostante	Pagina Bloomberg/ Reuters/ ISIN	Sede di Negoziazione						
Le azioni ordinarie di STMicroelectronics N.V.	STM FP <Equity> / STM.PA / NL0000226223	Euronext Paris S.A.						
SEZIONE D – RISCHI								
D.2	Principali rischi che sono specifici per l’Emittente, il Garante e il Gruppo	<p>Il pagamento di qualsiasi importo dovuto sugli Strumenti Finanziari è soggetto al nostro rischio di credito. Gli Strumenti Finanziari sono nostre obbligazioni non garantite. Gli Strumenti Finanziari non sono depositi bancari, e non sono assicurati o garantiti dal UK Financial Services Compensation Scheme, dal Jersey Depositors Compensation Scheme, dal U.S. Federal Deposit Insurance Corporation, dallo U.S. Deposit Insurance Fund o qualsiasi altro governo o agenzia governativa o privata, o schema di protezione di deposito in alcuna giurisdizione. Il valore o il rendimento sugli Strumenti Finanziari sarà soggetto al nostro rischio di credito e a cambiamenti nella visione di mercato del nostro merito di credito..</p> <p>I riferimenti nell’Elemento B.12 di cui sopra alle "prospettive" e alla "situazione finanziaria o commerciale" dell’Emittente, sono specificamente alla rispettiva capacità di soddisfare per intero le proprie obbligazioni di pagamento ai sensi degli Strumenti Finanziari (nel caso di GSI) in modo tempestivo. Informazioni sostanzialmente rilevanti sulla situazione finanziaria e sulle prospettive dell’Emittente sono incluse nelle relazioni annuali e infrannuali dell’Emittente. Tuttavia, è necessario che voi siate</p>						

		<p>consapevoli che ciascuno dei principali rischi evidenziati di seguito potrebbe avere un effetto negativo sostanzialmente rilevante sull'attività, sulle operazioni, sulla situazione finanziaria e commerciale e sulle prospettive dell'Emittente, che, a sua volta, potrebbe avere un effetto negativo sostanzialmente rilevante sul rendimento che gli investitori ricevono sugli Strumenti Finanziari.</p> <p>L'Emittente è soggetto ad una serie di rischi fondamentali del Gruppo:</p> <ul style="list-style-type: none">• Le attività del Gruppo sono state, e possono continuare ad essere, negativamente influenzate dalle condizioni dei mercati finanziari globali e dalle condizioni economiche in generale.• Le attività del Gruppo e quelle dei suoi clienti sono soggette ad un'ampia e diffusa regolamentazione in tutto il mondo.• Le attività del Gruppo sono state, e potrebbero essere, negativamente influenzate da valori patrimoniali in declino. Questo è particolarmente vero per quelle attività in cui esso ha posizioni nette "lunghe", riceve un compenso in base al valore del patrimonio gestito, o riceve o conferisce garanzie (<i>collateral</i>).• Le attività del Gruppo sono state, e potrebbero essere, negativamente influenzate da disfunzioni nei mercati del credito, compreso il ridotto accesso al credito e costi più elevati di ottenimento del credito.• Le attività di market-making del Gruppo sono state e potrebbero essere influenzate da cambiamenti nei livelli di volatilità del mercato.• Le attività di investment banking, client execution e investment management del Gruppo sono state influenzate negativamente e possono essere colpite in futuro da incertezze di mercato o da mancanza di fiducia tra gli investitori e gli amministratori delegati a causa di diminuzioni generali dell'attività economica ed altre condizioni economiche, geopolitiche o di mercato sfavorevoli.• Le attività di gestione degli investimenti del Gruppo possono essere influenzate dalla scarsa performance dei suoi prodotti di investimento o da una preferenza di un cliente per prodotti diversi da quelli offerti dal Gruppo o per prodotti che generano costi più bassi.• Il Gruppo può incorrere in perdite a causa di processi e strategie di gestione del rischio inefficaci.• La liquidità, la redditività e le attività del Gruppo potrebbero essere negativamente influenzate dall'incapacità di accedere ai mercati dei capitali di debito o di vendere attività o da una riduzione dei suoi credit rating o da un aumento dei suoi spread creditizi.• La mancata identificazione e risoluzione appropriata dei potenziali conflitti di interesse potrebbe influenzare negativamente le attività del Gruppo.• Una carenza nei sistemi operativi o nelle infrastrutture del Gruppo, o in quelle di terze parti, così come un errore umano o cattiva condotta, potrebbero mettere in pericolo la liquidità del Gruppo, interrompere le attività del Gruppo, comportare la divulgazione di informazioni riservate, danneggiare la reputazione del Gruppo e causare perdite.• La mancanza di protezione dei sistemi di computer del Gruppo, delle reti e delle informazioni, e delle informazioni dei clienti del Gruppo, contro attacchi informatici e minacce simili potrebbero compromettere la capacità del Gruppo di condurre le attività del Gruppo, causare la divulgazione, il furto o la distruzione di informazioni riservate, danneggiare la reputazione del Gruppo e causare
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		<p>perdite.</p> <ul style="list-style-type: none"> • Le attività del Gruppo, la redditività e la liquidità possono essere negativamente influenzate dalla Brexit. • Le attività del Gruppo, la redditività e la liquidità possono essere negativamente influenzate dal deterioramento della qualità del credito, o dal default, di terzi parti che devono al Gruppo denaro, strumenti finanziari o altre attività, o terze parti di cui esso detiene strumenti finanziari o obbligazioni. • La concentrazione del rischio aumenta il potenziale di perdite significative nelle attività di market-making, sottoscrizione (underwriting), investimento e prestito del Gruppo. • Il settore dei servizi finanziari è sia altamente competitivo sia intercorrelato. • Il Gruppo affronta rischi maggiori dal momento che nuove iniziative di business lo portano a negoziare con una gamma più ampia di clienti e controparti e lo espongono a nuove classi di attività e nuovi mercati. • I risultati del Gruppo potrebbero essere incisi negativamente dalla composizione della propria base di clienti. • Le operazioni in derivati e la ritardata liquidazione potrebbero esporre il Gruppo a rischi imprevisti e perdite potenziali. • Talune attività del Gruppo, fonti di finanziamento e prodotti finanziari potrebbero essere incisi negativamente da cambiamenti nell'interruzione degli Interbank Offered Rates (IBORs), in particolare del LIBOR. • Talune aziende del Gruppo e i propri finanziamenti potrebbe essere incisi negativamente da modifiche a tassi di riferimento, valute, indici, panieri o EFTs ai quali prodotti le offerte del Gruppo o finanziamenti che lo stesso ottiene sono collegati. • Le attività del Gruppo potrebbero essere negativamente influenzate se esso non fosse in grado di assumere e mantenere personale qualificato. • Il Gruppo potrebbe essere negativamente influenzata da un maggiore controllo regolamentare e governativo o pubblicità negativa. • Una significativa responsabilità civile o penale o un significativo intervento normativo nei confronti del Gruppo potrebbero avere effetti finanziari negativi sostanziali o causare notevoli danni alla reputazione, che a loro volta potrebbero seriamente danneggiare le prospettive di business del Gruppo. • La crescita del commercio elettronico e l'introduzione di nuove tecnologie di trading potrebbe influenzare negativamente l'attività del Gruppo e potrebbe aumentare la concorrenza. • Le attività del Gruppo relative alle merci, soprattutto quelle relative alle sue materie prime fisiche, sottopongono il Gruppo ad un'ampia regolamentazione e comportano alcuni rischi potenziali, inclusi rischi ambientali, di reputazione e ad altri rischi che potrebbero esporlo a significative responsabilità e costi. • Nello svolgimento delle proprie attività nel mondo, il Gruppo è soggetto a rischi politici, economici, giuridici, operativi e ad altri rischi che sono insiti nel fatto di operare in molti paesi. • Il Gruppo può incorrere in perdite a seguito di eventi imprevisti o catastrofici, tra cui l'emergere di una pandemia, attacchi terroristici, eventi meteorologici estremi o altre calamità naturali.
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D.6	Principali rischi che sono specifici per gli Strumenti Finanziari	<ul style="list-style-type: none"> ● Il vostro capitale è a rischio. A seconda della performance dell'attività sottostante, potreste perdere parte o tutto il vostro investimento. ● Potreste anche perdere una parte o tutto il vostro investimento negli Strumenti Finanziari qualora: <ul style="list-style-type: none"> ○ Noi (quali Emittente) diventassimo insolventi o fallissimo o fossimo altrimenti non in grado di far fronte alle nostre obbligazioni di pagamento; ○ Non deteniate i vostri Strumenti Finanziari fino a scadenza e il prezzo secondario di vendita che ricevete sia inferiore al prezzo originario di acquisto ○ I vostri Strumenti Finanziari siano rimborsati anticipatamente per effetto di un evento imprevisto e l'importo che ricevete sia inferiore a quello del prezzo originario di acquisto. ● Il valore stimato dei vostri Strumenti Finanziari (come determinato con riferimento ai modelli di prezzo utilizzati da noi) al momento in cui i termini e le condizioni dei vostri Strumenti Finanziari sono stabiliti alla data di negoziazione, sarà inferiore al prezzo di emissione iniziale dei vostri Strumenti Finanziari. ● A seconda della performance delle Attività Sottostanti, potreste non ricevere alcun interesse o coupon sul vostro investimento. ● I vostri Strumenti Finanziari potrebbero non avere un mercato delle negoziazioni attivo e gli acquirenti potrebbero non essere in grado di disporne. ● Non forniamo alcuna assicurazione che la domanda per la quotazione e l'ammissione alle negoziazioni sia concessa (o, se concessa, sia concessa per la data di emissione) o che un mercato attivo delle negoziazioni degli Strumenti Finanziari si svilupperà. Noi potremo interrompere qualsiasi quotazione in qualsiasi momento. ● Il potenziale di aumento del valore degli Strumenti Finanziari è limitato in quanto in quanto il pagamento massimo alla scadenza è soggetto a un cap. ● Qualora si sia verificato un qualunque evento di turbativa della valuta specificata che è sostanzialmente rilevante con riferimento ai nostri obblighi di pagamento ai sensi degli Strumenti Finanziari, in tal caso la data di pagamento successiva sarà posticipata. Se tale evento continua alla data di cut-off specificata, potremmo effettuare il pagamento di un importo equivalente in USD. <p><i>Rischi associati agli Strumenti Finanziari collegati ad attività sottostante/i:</i></p> <ul style="list-style-type: none"> ● Il valore ed il rendimento sugli Strumenti Finanziari dipenderà dall'andamento di tale/i attività sottostante/i, che può/possono essere soggetta/e a cambiamenti imprevedibili nel tempo. ● Gli andamenti passati di un'attività sottostante non sono indicativi dei suoi andamenti futuri. ● Gli investitori non avranno alcun diritto di proprietà sulla/e attività sottostante/i e gli obblighi dell'Emittente ai sensi degli Strumenti Finanziari nei confronti degli investitori non sono garantiti da alcuna attività. ● A seguito di un evento di turbativa, la valutazione della/e attività sottostante/i può

		<p>essere rinviata e/o stimata dall'Emittente (in qualità di Agente per il Calcolo) a propria discrezione.</p> <ul style="list-style-type: none"> • A seguito del verificarsi di alcuni eventi straordinari in relazione alla/e attività sottostante/i ovvero in relazione a strumenti finanziari collegati ad indici, a seguito del verificarsi di un evento di rettifica dell'indice, dipendentemente dai termini e condizioni degli specifici Strumenti Finanziari, tra le altre possibili conseguenze, i termini e le condizioni degli Strumenti Finanziari potranno essere rettificati, l'attività sottostante potrà essere sostituita, o gli Strumenti Finanziari potranno essere rimborsati anticipatamente all'importo di rimborso anticipato non programmato. Tale importo potrà essere inferiore al valore dell'investimento iniziale e si potrebbe perdere parte o tutto l'investimento originario. • L'andamento delle azioni dipende da molti fattori imprevedibili. • Potreste ricevere un rendimento inferiore sugli Strumenti Finanziari di quello che avreste ricevuto dall'investimento diretto nelle azioni in quanto il prezzo delle azioni potrebbe non includere il valore dei dividendi. • L'emittente di un'azione può adottare tutti i provvedimenti in relazione ad una azione senza riguardo per i vostri interessi quali Portatori degli Strumenti Finanziari, e una di queste azioni potrebbe influire negativamente sul valore e rendimento degli Strumenti Finanziari. • I vostri Strumenti Finanziari potranno essere modificati o rimborsati prima della scadenza per effetto di cambiamenti legislativi. Tale rettifica potrà ridurre il valore e rendimento dei vostri Strumenti Finanziari; l'importo che ricevete a seguito di un rimborso anticipato potrà essere inferiore al Vostro investimento iniziale e potreste perdere tutto o parte del vostro investimento. • L'Emittente dei vostri Strumenti Finanziari può essere sostituito con un'altra società, soggetto a talune condizioni. • L'Emittente potrebbe modificare i termini e le condizioni degli Strumenti Finanziari, in determinate circostanze, senza richiedere il consenso degli investitori.
SEZIONE E – OFFERTA		
E.2b	Ragioni dell'offerta e impiego dei proventi	I proventi netti dell'offerta saranno utilizzati dall'Emittente per fornire fondi ulteriori alle proprie attività operative e per altri scopi societari generali.
E.3	Termini e condizioni dell'offerta	<p>Un'offerta degli Strumenti Finanziari potrà essere effettuata al di fuori dei casi di cui all'articolo 3(2) della Direttiva Prospetto, nella Repubblica Italiana (la "Giurisdizione dell'Offerta al Pubblico") durante il periodo a partire dal 9 dicembre 2019 (incluso) e fino al 28 gennaio 2020 (incluso) (il "Periodo di Offerta") dal (dagli) Offerente(i) Autorizzato(i), salvo chiusura anticipata o estensione del Periodo di Offerta.</p> <p>Gli Investitori possono presentare domanda di sottoscrizione dei Certificati durante il normale orario di apertura delle banche in Italia presso le filiali dell'Offerente Autorizzato dal 9 dicembre 2019 (incluso) e fino al 28 gennaio 2020 (incluso), salvo chiusura anticipata o estensione del Periodo di Offerta.</p> <p>I Certificati possono essere collocati in Italia in luogo diverso dalla sede legale o dalle</p>

		<p>dipendenze dei collocatori (c.d. “<i>offerta fuori sede</i>”), mediante consulenti finanziari abilitati all’offerta fuori sede, ai sensi dell’articolo 30 del D. Lgs. n. 58 del 24 febbraio 1998, come modificato (il “Testo Unico della Finanza”), dal 9 dicembre 2019 (incluso) al 21 gennaio 2020 (incluso), salvo chiusura anticipata o estensione del Periodo di Offerta.</p> <p>Ai sensi dell’articolo 30, comma 6, del Testo Unico della Finanza, gli effetti delle sottoscrizioni effettuate “fuori sede” sono sospesi per un periodo di sette giorni a partire dalla data di sottoscrizione. In tale periodo, gli investitori hanno diritto di recedere dalla sottoscrizione senza sostenere alcuna spesa o corrispettivo, dandone avviso direttamente al collocatore di riferimento.</p> <p>I Certificati possono anche essere collocati in Italia mediante tecniche di comunicazione a distanza in conformità all’articolo 32 del Testo Unico della Finanza, incluse sottoscrizioni effettuate mediante un sito internet, dal 9 dicembre 2019 (incluso) al 14 gennaio 2020 (incluso), salvo chiusura anticipata o estensione del Periodo di Offerta.</p> <p>Ai sensi dell’articolo 67-<i>duodiecies</i> del D.Lgs. n. 206/2005), la validità e l’efficacia dei contratti sottoscritti mediante tecniche di comunicazione a distanza sono sospese per un periodo di quattordici (14) giorni dalla data di accettazione della sottoscrizione da parte dei collocatori rilevante. Durante tale periodo gli investitori hanno il diritto di recedere dalla sottoscrizione dandone comunicazione, secondo le modalità indicate nel rilevante sito internet dove la sottoscrizione è stata effettuata, al relativo collocatore senza sostenere alcuna spesa o corrispettivo o senza fornire alcuna motivazione.</p> <p>Il Prezzo di Offerta è pari a EUR 100 per Strumento Finanziario (il “Prezzo di Emissione”).</p> <p>L’Emittente si riserva il diritto, d’accordo con gli Offerenti Autorizzati, di aumentare il numero di Strumenti Finanziari che saranno emessi durante il Periodo di Offerta.</p> <p>L’offerta degli Strumenti Finanziari è subordinata alla loro emissione e condizionata all’ammissione a negoziazione degli Strumenti Finanziari sul mercato EuroTLX (un sistema multilaterale di negoziazione organizzato e gestito da EuroTLX SIM S.p.A., che non è un mercato regolamentato ai fini della Direttiva 2014/65/UE sui Mercati degli Strumenti Finanziari) entro la data di emissione, ovvero il 31 gennaio 2020. Rispetto a ciascun Offerente Autorizzato e i suoi clienti, le offerte di Strumenti Finanziari sono inoltre soggette alle condizioni che possono essere concordate tra i medesimi e/o previste dagli accordi in essere tra i medesimi.</p>
E.4	<p>Interessi che sono significativi per l'emissione/ l'offerta</p>	<p>In relazione al collocamento degli Strumenti Finanziari, l’Emittente pagherà a ciascun Offerente Autorizzato una commissione di collocamento per Certificato pari a fino al 5,00 per cento (5,00%) del Prezzo di Emissione relativamente agli Strumenti Finanziari collocati da tale Offerente Autorizzato.</p> <p>Fatta eccezione per quanto indicato sopra, per quanto a conoscenza dell’Emittente, nessuna persona coinvolta nell’emissione degli Strumenti Finanziari ha un interesse rilevante per l’offerta, compresi interessi in conflitto.</p>

E.7	Stima delle spese	Non applicabile – Nessuna spesa sarà posta a carico degli investitori da parte dell’Emittente o da parte di qualsiasi Offerente Autorizzato.
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