



**PROSPECTUS SUPPLEMENT NO. 13
TO THE BASE PROSPECTUS DATED 17 JULY 2020**

GOLDMAN, SACHS & CO. WERTPAPIER GMBH
(Incorporated with limited liability in Germany)

as Issuer

GOLDMAN SACHS FINANCE CORP INTERNATIONAL LTD
(Incorporated with limited liability in Jersey)

as Issuer

GOLDMAN SACHS INTERNATIONAL
(Incorporated with unlimited liability in England)

as Issuer and, in respect of certain Securities only, as Guarantor

THE GOLDMAN SACHS GROUP, INC.
(A corporation organised under the laws of the State of Delaware)

in respect of certain Securities only, as Guarantor

**SERIES P PROGRAMME FOR THE ISSUANCE OF
WARRANTS, NOTES AND CERTIFICATES**

This Prospectus Supplement

EU Prospectus Regulation

This prospectus supplement (the "**Prospectus Supplement**") to the base prospectus dated 17 July 2020 prepared by Goldman, Sachs & Co. Wertpapier GmbH ("**GSW**") as issuer, Goldman Sachs Finance Corp International Ltd ("**GSFCI**") as issuer, Goldman Sachs International ("**GSI**") as issuer and as guarantor in respect of certain Securities only and The Goldman Sachs Group, Inc. ("**GSG**") as guarantor in respect of certain Securities only (the "**Original Base Prospectus**") under their Series P programme for the issuance of warrants, notes and certificates with respect to the Securities (the "**Programme**"), constitutes a supplement to the Base Prospectus for the purposes of Article 23(1) of Regulation (EU) 2017/1129 (as amended, the "**EU Prospectus Regulation**") and should be read in conjunction with Prospectus Supplement No. 1 to the Original Base Prospectus dated 4 August 2020, Prospectus Supplement No. 2 to the Original Base Prospectus dated 21 August 2020, Prospectus Supplement No. 3 to the Original Base Prospectus dated 31 August 2020, Prospectus Supplement No. 4 to the Original Base Prospectus dated 8 October 2020, Prospectus Supplement No. 5 to the Original Base Prospectus dated 26 October 2020, Prospectus Supplement No. 6 to the Original Base Prospectus dated 18 November 2020, Prospectus Supplement No. 7 to the Original Base Prospectus dated 1 February 2021, Prospectus Supplement No. 8 to the Original Base Prospectus dated 17 February 2021, Prospectus Supplement No. 9 to the Original Base Prospectus dated 22 March 2021, Prospectus Supplement No. 10 to the Original Base Prospectus dated 20 April 2021, Prospectus Supplement No. 11 to the Original Base Prospectus dated 21 April 2021, and Prospectus Supplement No. 12 to the Original Base Prospectus dated 21 May 2021 (the Original Base Prospectus as so supplemented, the "**Base Prospectus**"). On 17 July 2020, the *Commission de Surveillance du Secteur Financier* (the "**CSSF**") approved the Base Prospectus for the purposes of Article 6 of the Luxembourg Law dated 16 July 2019 on prospectuses for securities.

UK Prospectus Regulation

This Prospectus Supplement constitutes a supplement to the Base Prospectus for the purposes of Article 23(1) of the UK Prospectus Regulation (as defined below). Prior to the "IP completion day" as defined under the European Union (Withdrawal) Act 2018 (as amended, the "**EUWA**"), the Base Prospectus has been approved by the *Commission de Surveillance du Secteur Financier* (the "**CSSF**") as competent authority under Regulation (EU) 2017/1129 (as amended, the "**EU Prospectus Regulation**") and notification of such approval has been made to the United Kingdom Financial Conduct Authority (the "**FCA**"). By virtue of Regulation 74 of the Prospectus (Amendment etc.) (EU Exit) Regulations 2019 (as amended), the Base Prospectus shall be treated for the purposes

of Regulation (EU) 2017/1129 as it forms part of UK domestic law by virtue of the EUWA and regulations made thereunder (as amended, the "**UK Prospectus Regulation**") as if it had been approved by the FCA at the respective times when the Original Base Prospectus and each of the above-referenced Prospectus Supplements were approved by the CSSF. Such approval relates only to Securities which are to be admitted to trading on a UK regulated market for the purposes of Regulation (EU) No.600/2014 as it forms part of UK domestic law by virtue of the EUWA (as amended, "**UK MiFIR**") and/or which are to be offered to the public in the United Kingdom. This Prospectus Supplement has been approved by the FCA, as competent authority under the UK Prospectus Regulation. The FCA only approves this Prospectus Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the UK Prospectus Regulation. Such approval by the FCA should not be considered as an endorsement of the Issuers or the quality of the Securities that are the subject of the Base Prospectus and this Prospectus Supplement. Investors should make their own assessment as to the suitability of investing in the Securities.

Terms defined in the Base Prospectus have the same meaning when used in this Prospectus Supplement unless otherwise defined herein. This Prospectus Supplement shall form part of and be read in conjunction with the Base Prospectus.

Right of withdrawal

EU Prospectus Regulation

In accordance with Article 23(2a) of the EU Prospectus Regulation, investors in the European Economic Area who have already agreed to purchase or subscribe for Securities issued under the Programme before this Prospectus Supplement is published and where the Securities have not yet been delivered to them at the time when the significant new factor, material mistake or material inaccuracy to which this Prospectus Supplement relates, arose or was noted, where the Securities are affected by the significant new factor, material mistake or material inaccuracy to which this Prospectus Supplement relates, have the right, exercisable until July 8, 2021, which is three working days after the publication of this Prospectus Supplement, to withdraw their acceptances. Investors may contact the relevant Authorised Offeror(s) (as set out in the Final Terms of the relevant Securities) should they wish to exercise such right of withdrawal.

UK Prospectus Regulation

In accordance with Article 23(2) of the UK Prospectus Regulation and PRR 3.4.1 of the FCA's Prospectus Regulation Rules sourcebook, investors in the United Kingdom who have already agreed to purchase or subscribe for Securities issued under the Programme before this Prospectus Supplement is published and where the Securities have not yet been delivered to them at the time when the significant new factor, material mistake or material inaccuracy to which this Prospectus Supplement relates, arose or was noted, where the Securities are affected by the significant new factor, material mistake or material inaccuracy to which this Prospectus Supplement relates, have the right, exercisable until July 8, 2021, which is three working days after the publication of this Prospectus Supplement, to withdraw their acceptances. Investors may contact the relevant Authorised Offeror(s) (as set out in the Final Terms of the relevant Securities) should they wish to exercise such right of withdrawal.

Responsibility

Each of GSI, GSW, GSFCI and GSG accepts responsibility for the information given in this Prospectus Supplement and confirms that, to the best of their knowledge, the information contained in this Prospectus Supplement is in accordance with the facts and that this Prospectus Supplement makes no omission likely to affect its import.

Purpose of this Prospectus Supplement

The purpose of this Prospectus Supplement is to make certain changes to the "Risk Factors", "General Terms and Conditions of the Instruments", "General Terms and Conditions of the Notes", "Payout Conditions", "Share Linked Conditions", "Index Linked Conditions", "Form of Final Terms (Instruments)", and "Form of Final Terms (Notes)" sections of the Base Prospectus.

This Prospectus Supplement will be available on the website of the Luxembourg Stock Exchange at www.bourse.lu and the Financial Conduct Authority at <https://marketsecurities.fca.org.uk/>.

Amendments and updates to certain information in the Base Prospectus

The Base Prospectus, as supplemented prior to this Prospectus Supplement, is amended and supplemented as follows:

1. Amendments to the section entitled "Risk Factors"

The information in the section entitled "Risk Factors" is amended and supplemented:

- (i) by deleting sub-paragraph (h) of risk factor 5.1 (*Risks associated with Shares as Underlying Assets*), and replacing it with the following:

"(h) **The reference price used to determine any amount payable or to be delivered under the Securities may be adjusted depending on an anticipated dividend schedule or an anticipated or specified dividend yield**

The terms and conditions of your Securities may provide that the reference price used to determine any amount payable or to be delivered for specified relevant dates may be adjusted depending on the cash or other dividends declared in respect of the Share(s) or by reference to an anticipated or specified dividend yield. Such adjustments may be linked to the difference between the actual amount of such dividends compared with a prescribed schedule of anticipated dividends for such Share(s), or by calculating an adjusted reference price using the closing share prices on relevant days, the actual amount of such dividends and the anticipated or specified dividend yield. Such adjustment(s) may result in payments or deliveries under the Securities being delayed or not occurring, which might not have been the case if such adjustments did not apply. Such adjustment(s) may also result in the amounts otherwise payable or deliverable being reduced.

In addition, following the declaration of any cash or other dividends in respect of a Share, if the amount actually paid or delivered by the Share Issuer of a Share to holders of record of the Share is less than such declared dividend and/or the issuer of the Share declares an intention to reduce any such declared dividend, then the amount of such dividend used to adjust the relevant reference price may be adjusted. In such circumstances, the relevant dividend may be reduced and this is likely to result in you receiving a lower return on the Securities than you would have received than if such adjustment had not taken place."; and

- (ii) by amending the text under risk factor 5.4 (*Risks associated with Indices as Underlying Assets*) by inserting the following as a new sub-paragraph immediately after sub-paragraph (e):

"(f) **The reference price used to determine any amount payable under the Securities may be adjusted based on a specified decrement factor**

The terms and conditions of your Securities may provide that the reference price used to determine any amount payable for specified relevant dates may be adjusted by reference to a specified factor, prescribed formula and/or specified amount (a "**decrement factor**"). This may be done by calculating the reference price for relevant days using the closing index level or index level of an index for such relevant days, and adjusting it by applying a decrement factor. Such adjustment(s) may result in payments under the Securities being delayed or not occurring, which might not have been the case if such adjustments did not apply. Such adjustment(s) may also result in the amounts otherwise payable being reduced."

2. Amendments to the section entitled "General Terms and Conditions of the Instruments"

The information in the section entitled "*General Terms and Conditions of the Instruments*" is amended and supplemented by deleting the definition of "Reference Price" in General Instrument Condition 2(a) (*Definitions*) of the Base Prospectus in its entirety.

3. Amendments to the section entitled "General Terms and Conditions of the Notes"

The information in the section entitled "*General Terms and Conditions of the Notes*" is amended and supplemented by deleting the definition of "Reference Price" in General Note Condition 2(a) (*Definitions*) of the Base Prospectus in its entirety.

4. Amendments to the section entitled "Payout Conditions"

The information in the section entitled "*Payout Conditions*" is amended and supplemented by:

- (i) deleting paragraphs (i) and (ii) of the definition of "Initial Average Price" in Payout Condition 5(a) (*Definitions*) of the Base Prospectus in their entirety and replacing them with the following:

""**Initial Average Price**" means, in respect of an Underlying Asset which is:

- (i) a Share, if the relevant Issue Terms specify:
 - (A) "**Initial Average Share Price**" to be applicable, the arithmetic mean of the Share Price of such Share on each of the Initial Averaging Dates, as determined by the Calculation Agent;
 - (B) "**Initial Average Closing Share Price**" to be applicable, the arithmetic mean of the Closing Share Price of such Share on each of the Initial Averaging Dates, as determined by the Calculation Agent; or
 - (C) "**Initial Average Share Reference Price**" to be applicable, the arithmetic mean of the Reference Price of such Share on each of the Initial Averaging Dates, as determined by the Calculation Agent;
- (ii) an Index, if the relevant Issue Terms specify:
 - (A) "**Initial Average Index Level**" to be applicable, the arithmetic mean of the Index Level of such Index on each of the Initial Averaging Dates, as determined by the Calculation Agent;
 - (B) "**Initial Average Closing Index Level**" to be applicable, the arithmetic mean of the Closing Index Level of such Index Level on each of the Initial Averaging Dates, as determined by the Calculation Agent; or
 - (C) "**Initial Average Reference Price**" to be applicable, the arithmetic mean of the Reference Price of such Index on each of the Initial Averaging Dates, as determined by the Calculation Agent; or";
- (ii) deleting the definition of "Reference Price" in Payout Condition 5(a) (*Definitions*) of the Base Prospectus in its entirety and replacing it with the following:

""**Reference Price**" means, in respect of any relevant day or date and if the Underlying Asset specified in the relevant Issue Terms is:

- (i) a Share:
 - (a) regardless of whether "Reference Price subject to Dividend Adjustment" is specified to be applicable in the relevant Issue Terms, for any day or date which is not specified or deemed to be an Adjusted Share Price Applicable Date in the relevant Issue Terms, the Closing Share Price of the Share for such day; or
 - (b) if "Reference Price subject to Dividend Adjustment" is specified to be applicable in the relevant Issue Terms, for any Adjusted Share Price Applicable Date, the Adjusted Share Price of the Share for such day or date; or
- (ii) an Index,
 - (a) regardless of whether "Reference Price subject to Decrement Adjustment" is specified to be applicable in the relevant Issue Terms, for any day or date which is not specified or deemed to be an Adjusted Index Level Applicable Date in the relevant Issue Terms, the Closing Index Level of the Index for such day; or

- (b) if "Reference Price subject to Decrement Adjustment" is specified to be applicable in the relevant Issue Terms, for any Adjusted Index Level Applicable Date, the Adjusted Index Level of the Index for such day or date; or
- (iii) an Index-Linked Derivatives Contract, the Final Reference Price of the Index-Linked Derivatives Contract on such day; or
- (iv) a Commodity, the Commodity Reference Price of the Commodity on such day; or
- (v) a Commodity Index, the Closing Level of the Commodity Index on such day; or
- (vi) an FX Rate, the Exchange Rate on such day; or
- (vii) an Inflation Index, the level of the Inflation Index published for the Relevant Reference Month immediately preceding such day; or
- (viii) a Fund, the Fund Reference Price of the Fund on such day;".

5. Amendments to the section entitled "Share Linked Conditions"

The information in the section entitled "*Share Linked Conditions*" is amended and supplemented by:

- (i) deleting sub-paragraph (i) of the definition of "Adjusted Share Price" in Share Linked Condition 7 (*Definitions*) of the Base Prospectus in its entirety and replacing it with the following:

"(i) if the "Adjusted Price Type" is specified in the relevant Issue Terms to be "Proportional":

- (a) if such date falls before the Dividend Period Start Date:

$$\text{CSP}(t);$$

- (b) if such date falls is the Dividend Period Start Date, the Dividend Period Start Date Price;

- (c) if such date falls after the Dividend Period Start Date but on or prior to the Dividend Period End Date, an amount calculated in accordance with the following formula:

$$\text{ASP}(t - 1) \times \frac{\text{CSP}(t)}{\text{CSP}(t - 1) + \text{CD}(t) - \text{AD}(t)}$$

provided that, in respect of such date, if the value of $\text{CSP}(t-1) + \text{CD}(t) - \text{AD}(t)$ in the above formula is less than or equal to zero, then the Adjusted Share Price for such date shall be zero;

- (d) if such date falls after the Dividend Period End Date, an amount calculated in accordance with the following formula:

$$\text{ASP}(t - 1) \times \frac{\text{CSP}(t)}{\text{CSP}(t - 1)}$$

provided that, in respect of such date, if the value of $\text{CSP}(t-1)$ in the above formula is less than or equal to zero, then the Adjusted Share Price for such date shall be zero;";

- (ii) deleting sub-paragraph (ii) of the definition of "Adjusted Share Price" in Share Linked Condition 7 (*Definitions*) of the Base Prospectus in its entirety and replacing it with the following:

"(ii) if the "Adjusted Price Type" is specified in the relevant Issue Terms to be "Additive":

- (a) if such date falls on or before the Dividend Period Start Date:

CSP(t)

- (b) if such date falls after the Dividend Period Start Date, the greater of zero and an amount calculated in accordance with the following formula:

$$(CSP(t) + SAD(t) - SCD(t));$$

- (iii) deleting sub-paragraph (iii) of the definition of "Adjusted Share Price" in Share Linked Condition 7 (*Definitions*) of the Base Prospectus in its entirety and replacing it with the following:

"(iii) if the "Adjusted Price Type" is specified in the relevant Issue Terms to be "Proportional Minus Fixed Yield":

- (a) if such date falls before the Dividend Period Start Date

CSP(t)

- (b) if such date is the Dividend Period Start Date, the Dividend Period Start Date Price;
(c) if such date falls after the Dividend Period Start Date but on or prior to the Dividend Period End Date, an amount calculated in accordance with the following formula:

$$ASP(t - 1) \times \frac{CSP(t)}{CSP(t - 1) - AD(t)} \times CDY(t)$$

provided that, in respect of such date, if the value of $CSP(t-1) - AD(t)$ in the above formula is less than or equal to zero, then, in each case, the Adjusted Share Price for such date shall be zero;

- (d) if such date falls after the Dividend Period End Date, an amount calculated in accordance with the following formula:

$$ASP(t - 1) \times \frac{CSP(t)}{CSP(t - 1)}$$

provided that, in respect of such date, if the value of $CSP(t-1)$ in the above formula is less than or equal to zero, then the Adjusted Share Price for such date shall be zero;"

- (iv) inserting the following as sub-paragraph (iv) of the definition of "Adjusted Share Price" in Share Linked Condition 7 (*Definitions*) of the Base Prospectus:

"(iv) if the "Adjusted Price Type" is specified in the relevant Issue Terms to be "Proportional Minus Fixed Point":

- (a) if such date falls before the Dividend Period Start Date:

CSP(t)

- (b) if such date is the Dividend Period Start Date, the Dividend Period Start Date Price;
(c) if such date falls after the Dividend Period Start Date but on or prior to the Dividend Period End Date, the greater of zero and an amount calculated in accordance with the following formula:

$$ASP(t - 1) \times \frac{CSP(t) + AD(t)}{CSP(t - 1)} - \frac{DC(t, t - 1) \times CDP}{\text{Divisor}}$$

- (d) if such date falls after the Dividend Period End Date, an amount calculated in accordance with the following formula:

$$ASP(t-1) \times \frac{CSP(t)}{CSP(t-1)}$$

provided that, in respect of such date, if the value of CSP (t-1) in the above formula is less than or equal to zero, then the Adjusted Share Price for such date shall be zero.";

- (v) inserting the following immediately after the definition of "CD(t)" in the definition of "Adjusted Share Price" in Share Linked Condition 7 (*Definitions*) of the Base Prospectus:

""**CDP**" means, in respect of a Share, the amount specified for such Share in the relevant Issue Terms.";

- (vi) inserting the following immediately after the definition of "DC(t, t-1)" in the definition of "Adjusted Share Price" in Share Linked Condition 7 (*Definitions*) of the Base Prospectus:

""**Divisor**", means, in respect of a Share, 360 or 365, as specified for such Share in the relevant Issue Terms.";

- (vii) deleting the term "Adjust Share Price" appearing in paragraph (b) of the definition of "Actual Dividend" in Share Linked Condition 7 (*Definitions*) of the Base Prospectus and replacing it with "Adjusted Share Price"; and

- (viii) deleting the definition of "Adjusted Share Price Applicable Date" in Share Linked Condition 7 (*Definitions*) of the Base Prospectus and replacing it with the following:

""**Adjusted Share Price Applicable Date**" means each day or date or type of day or date specified as such in the relevant Issue Terms or deemed to be an Adjusted Share Price Applicable Date in these Share Linked Conditions.".

6. Amendments to the section entitled "Index Linked Conditions"

The information in the section entitled "*Index Linked Conditions*" is amended and supplemented by adding the following definitions to Index Linked Condition 8 (*Definitions*) of the Base Prospectus:

""**Adjusted Index Level**" or "**AIL**" means, in respect of an Index and a relevant date:

- (i) if the "Adjusted Index Level Type" is specified in the relevant Issue Terms to be "Decrement in Point", an amount calculated in accordance with the following formula:

$$\text{Max} \left[0 ; \left(\text{AIL} (t-1) \times \frac{\text{CIL} (t)}{\text{CIL} (t-1)} - \text{Decrement} \times \frac{n}{\text{Day Count Divisor}} \right) \right]; \text{ or}$$

- (ii) if the "Adjusted Index Level Type" is specified in the relevant Issue Terms to be "Decrement in Percentage 1", an amount calculated in accordance with the following formula:

$$\text{AIL} (t-1) \times \frac{\text{CIL} (t)}{\text{CIL} (t-1)} \times \left(1 - \frac{\text{Decrement}}{\text{Day Count Divisor}} \right)^n ; \text{ or}$$

- (iii) if the "Adjusted Index Level Type" is specified in the relevant Issue Terms to be "Decrement in Percentage 2", an amount calculated in accordance with the following formula:

$$\text{AIL} (t-1) \times \frac{\text{CIL} (t)}{\text{CIL} (t-1)} \times \left(1 - n \times \frac{\text{Decrement}}{\text{Day Count Divisor}} \right)."$$

""**Adjusted Index Level (t-1)**" or "**AIL (t-1)**" means, in respect of an Index and a relevant date, the Adjusted Index Level for such Index in respect of the Decrement Index Level Observation Date immediately preceding such date, or, if there is no Decrement Index Level Observation Date immediately preceding such date, the Decrement Index Level Period Start Date Level of such Index.";

""**Adjusted Index Level Applicable Date**" means each day or date or type of day or date specified as such in the relevant Issue Terms or deemed to be an Adjusted Index Level Applicable Date in these Index Linked

Conditions.";

"Closing Index Level (t)" or "CIL (t)" means, in respect of an Index and a relevant date, the Closing Index Level of the Index on such date, provided that, if such date is not a Scheduled Trading Day or is a Disrupted Day for such Index, and the Closing Index Level or the Index Level cannot otherwise be determined for such Index for such day using the other provisions of the Index Linked Conditions, then it shall be deemed that the CIL(t) for such day cannot be determined.";

"Closing Index Level (t-1)" or "CIL (t-1)" means, in respect of an Index and a relevant date, the Closing Index Level for such Index in respect of the Decrement Index Level Observation Date immediately preceding such date, or, if there is no Decrement Index Level Observation Date immediately preceding such date, the Closing Index Level of such Index in respect of the Decrement Index Level Period Start Date.";

"Day Count Divisor" means, in respect of an Index, either of (i) or (ii) as specified in the relevant Issue Terms: (i) 360, or (ii) 365.";

"Decrement" means, in respect of an Index, the amount or percentage as specified in the relevant Issue Terms for such Index.";

"Decrement Index Level Observation Date" means, in respect of an Index and the Decrement Index Level Period for such Index, each Scheduled Trading Day for such Index that is not a Disrupted Day for such Index falling within such Decrement Index Level Period, as determined by the Calculation Agent (and, unless specified to the contrary in the relevant Issue Terms, each Decrement Index Level Observation Date shall be deemed to be an Adjusted Index Level Applicable Date).";

"Decrement Index Level Period" means, in respect of an Index, the period commencing on (and excluding) the Decrement Index Level Period Start Date in respect of such Index and ending on (and including) the Decrement Index Level Period End Date in respect of such Index.";

"Decrement Index Level Period End Date" means, in respect of an Index, the date specified as such in the relevant Issue Terms.";

"Decrement Index Level Period Start Date" means, in respect of an Index, the date specified as such in the relevant Issue Terms or otherwise determined as provided in the Conditions, subject to adjustment (as a Reference Date) in accordance with these Index Linked Conditions (and, unless specified to the contrary in the relevant Issue Terms, the Decrement Index Level Period Start Date shall be deemed to be an Adjusted Index Level Applicable Date).";

"Decrement Index Level Period Start Date Level" means, in respect of an Index, either of (i) or (ii) as specified in the relevant Issue Terms: (i) the Closing Index Level of such Index in respect of the Decrement Index Level Period Start Date, or (ii) the amount set forth in the relevant Issue Terms as being the "Decrement Index Level Period Start Date Level" for such Index.";

"Max" followed by a series of amounts inside brackets, means whichever is the greater of the amounts separated by a semi-colon inside those brackets."; and

"n" means, in respect of an Index and a relevant date, the number of calendar days falling in the period commencing on, but excluding, the Decrement Index Level Observation Date immediately preceding such date (or, if there is no Decrement Index Level Observation Date immediately preceding such date, the Decrement Index Level Period Start Date) and ending on, and including, such date.".

7. Amendments to the section entitled "Form of Final Terms (Instruments)"

The information in the section entitled "Form of Final Terms (Instruments)" is amended and supplemented by:

- (i) by deleting sub-paragraph (vi) of paragraph 12 (*Averaging*) of the Base Prospectus and replacing it with the following:

(vi) Initial Average Price: [Initial Average Share Price] [Initial Average Closing Share Price] [Initial Average Share Reference Price]

[Initial Average Index Level] [Initial Average Closing Index Level] [Initial Average Index Reference Price] [Initial Average Commodity Price] [Initial Average Commodity Reference Price] [Initial Average Commodity Index Level] [Initial Average Commodity Index Closing Level] [The arithmetic mean of the NAV on each of the Initial Averaging Dates] [Not Applicable].

- (ii) deleting sub-paragraph (xxii) of paragraph 59 (*Share Linked Instruments*) and replacing it with the following:

| | |
|---|--|
| "(xxii) Reference Price subject to Dividend Adjustment: | [Applicable] [Not Applicable]. (<i>If Not Applicable, delete the remaining sub-paragraphs of this paragraph</i>) |
| (a) Adjusted Price Type: | In respect of [the/each] Share, [Proportional / Additive / Proportional Minus Fixed Yield / Proportional Minus Fixed Point] / [as specified in the Dividend Table in the column entitled "Adjusted Price Type" in the row corresponding to such Share]. |
| (b) Adjusted Share Price Applicable Date: | [●][Each Valuation Date [other than [●]]] [and] [[the/The] Final Reference Date] [and] [[e/E]ach Observation Date (closing valuation) during the Trigger Observation Period] [and] [[e/E]ach Observation Date (closing valuation) during the Barrier Observation Period] [and] [[e/E]ach [Initial] Averaging Date [other than [●]]] [<i>specify</i>] |
| (c) Dividend Period Start Date: | In respect of [the/each] Share, [●] / [the date specified in the Dividend Table in the column entitled "Dividend Period Start Date" in the row corresponding to such Share]. |
| – Dividend Period Start Date Price: | In respect of [the/each] Share, [Closing Share Price of such Share in respect of the Dividend Period Start Date/[●]] / [as specified in the Dividend Table in the column entitled "Dividend Period Start Date Price" in the row corresponding to such Share]. |
| (d) Dividend Period End Date: | In respect of [the/each] Share, [[●] (<i>specify date</i>)] / [the date specified in the Dividend Table in the column entitled "Dividend Period End Date" in the row corresponding to such Share]. |
| (e) Contractual Dividend: | In respect of [the/each] Share, [[●]] / [the/Each] amount specified in the [Dividend Table/ Contractual Dividend Table] in the column entitled "Contractual Dividend" in the row corresponding to such Share]. |
| (f) Contractual Ex-Dividend Date(s): | In respect of [the/each] Share, [[●]] / [the date(s) specified in the [Dividend Table/ Contractual Dividend Table] in the column entitled "Contractual Ex-Dividend Date(s)" in the row corresponding to such Share]. |
| (g) Contractual Dividend Yield: | [Not Applicable.] [In respect of [the/each] Share, [Standard / Multiplicative]/ [as specified in the Dividend Table in the column entitled "Contractual Dividend Yield" in the row corresponding to such Share]. |
| – CDY: | [Not Applicable/[●]] [In respect of each Share, as specified in the Dividend Table in the column entitled "CDY" in the |

row corresponding to such Share].

- (h) CDP: [Not Applicable/[•]] [In respect of each Share, as specified in the Dividend Table in the column entitled "CDP" in the row corresponding to such Share].
- (i) Divisor: [Not Applicable/360/365] [In respect of each Share, as specified in the Dividend Table in the column entitled "Divisor" in the row corresponding to such Share].
- (j) Include Extraordinary Dividends: In respect of [the/each] Share, [Applicable/Not Applicable] / [as specified in the Dividend Table in the column entitled "Include Extraordinary Dividends" in the row corresponding to such Share].

| DIVIDEND TABLE | | | | | | | | | | | | |
|---------------------------------------|---|----------------------------|--|--------------------------|------------------------|-----------------------------------|------------------|------------------------------|------------------------|------------------------|----------------------------|-----------------------------------|
| Underlying Asset | Adjusted Price Type: | Dividend Period Start Date | Dividend Period Start Date Price | Dividend Period End Date | [Contractual Dividend] | [Contractual Ex-Dividend Date(s)] | [Share Currency] | [Contractual Dividend Yield] | [CDY] | [CDP] | [Divisor] | [Include Extraordinary Dividends] |
| [[•]] <i>(repeat as necessary)</i> | [Proportional / Additive / Proportional Minus Fixed Yield / Proportional Minus Fixed Point] | [•] | [Closing Share Price of such Share in respect of the Dividend Period Start Date/[•]] | [•] | [•] | [•] <i>(specify date(s))</i> | [•] | [Standard / Multiplicative] | [Not Applicable] / [•] | [Not Applicable] / [•] | Not Applicable / 360 / 365 | [Applicable/ Not Applicable] |

| [CONTRACTUAL DIVIDEND TABLE] | |
|--|------------------------|
| [Underlying Asset: [[•]] <i>(repeat as necessary)</i> | |
| [Contractual Ex-Dividend Date(s)] | [Contractual Dividend] |
| [[•]] <i>(specify date(s))</i> | [[•]]". |

- (iii) adding the following as sub-paragraph (xxix) of paragraph 60 (*Index Linked Instruments*) of the Base Prospectus:

"(xxix) Reference Price subject to Decrement Adjustment: [Applicable] / [Not Applicable] (*if not applicable, delete the remaining sub-paragraphs of this paragraph*)

- (a) Adjusted Index Level Type: [Decrement in Point] / [Decrement in Percentage 1] / [Decrement in Percentage 2] / [as set forth in the Decrement Table in the column entitled "Adjusted Index Level Type" in the row corresponding to such Index]
- (b) Adjusted Index Level Applicable Date: [•][Each Valuation Date [other than [•]]] [and] [[the/The] Final Reference Date] [and] [[e/E]ach Observation Date (closing valuation) during the Trigger Observation Period] [and] [[e/E]ach Observation Date (closing valuation) during the Barrier Observation Period] [and] [[e/E]ach

[Initial] Averaging Date [other than [●]]] *[specify]*

- (c) Decrement Index Level Period Start Date: In respect of [the/each] Index, [●] / [the date specified in the Decrement Table in the column entitled "Decrement Index Level Period Start Date" in the row corresponding to such Index].
- Decrement Index Level Period Start Date Level: In respect of [the/each] Index, [Closing Index Level of such Index in respect of the Decrement Index Level Period Start Date / [●]] / [as specified in the Decrement Table in the column entitled "Decrement Index Level Period Start Date Level" in the row corresponding to such Index].
- (d) Decrement Index Level Period End Date: In respect of [the/each] Index, [●] / [the date specified in the Decrement Table in the column entitled "Decrement Index Level Period Start Date" in the row corresponding to such Index].
- (e) Decrement: In respect of [the/each] Index, [●] / [as set forth in the Underlying Asset Table in the column entitled "Decrement" in the row corresponding to such Index.]
- (Note: Decrement to be expressed as index points if Decrement in Point is specified)*
- (Note: Decrement to be expressed as a percentage if Decrement in Percentage 1/Decrement in Percentage 2 is specified)*
- (f) Day Count Divisor: [In respect of [the/each] Index, [360] / [365]] / [as set forth in the Underlying Asset Table in the column entitled "Decrement" in the row corresponding to such Index.]

| [Decrement Table] | | | | | | |
|---------------------------------|--|--|---|--|--|-------------------|
| Underlying Asset | Adjusted Index Level Type | Decrement Index Level Period Start Date: | Decrement Index Level Period Start Date Level: | Decrement Index Level Period End Date: | Decrement | Day Count Divisor |
| [●] <i>(repeat as required)</i> | [Decrement in Point] / [Decrement in Percentage 1] / [Decrement in Percentage 2] | [●] | [Closing Index Level of such Index in respect of the Decrement Index Level Period Start Date / [●]] | [●] | [●] <i>(Note: Decrement to be expressed as index points if Decrement in Point is specified)</i> <i>(Note: Decrement to be expressed as a percentage if Decrement in Percentage 1/Decrement in Percentage 2 is specified)</i> | [360] / [365]" |

8. Amendments to the section entitled "Form of Final Terms (Notes)"

The information in the section entitled "Form of Final Terms (Notes)" is amended and supplemented by:

- (i) by deleting sub-paragraph (vii) of paragraph 13 (*Averaging*) of the Base Prospectus and replacing it with the following:

(vii) Initial Average Price: [Initial Average Share Price] [Initial Average Closing Share Price] [Initial Average Share Reference Price] [Initial Average Index Level] [Initial Average Closing Index Level] [Initial Average Index Reference Price] [Initial Average Commodity Price] [Initial Average Commodity Reference Price] [Initial Average Commodity Index Level] [Initial Average Commodity Index Closing Level] [The arithmetic mean of the NAV on each of the Initial Averaging Dates] [Not Applicable].

(ii) deleting sub-paragraph (xxiii) of paragraph 52 (*Share Linked Notes*) and replacing it with the following:

"(xxiii) Reference Price [Applicable] [Not Applicable]. (*If Not Applicable, delete the subject to Dividend Adjustment: remaining sub-paragraphs of this paragraph*)

- (a) Adjusted Price Type: In respect of [the/each] Share, [Proportional / Additive / Proportional Minus Fixed Yield / Proportional Minus Fixed Point] / [as specified in the Dividend Table in the column entitled "Adjusted Price Type" in the row corresponding to such Share].
- (b) Adjusted Share Price Applicable Date: [●][Each Valuation Date [other than [●]]] [and] [[the/The] Final Reference Date] [and] [[e/E]ach Observation Date (closing valuation) during the Trigger Observation Period] [and] [[e/E]ach Observation Date (closing valuation) during the Barrier Observation Period] [and] [[e/E]ach [Initial] Averaging Date [other than [●]]] *specify*
- (c) Dividend Period Start Date: In respect of [the/each] Share, [●] / [the date specified in the Dividend Table in the column entitled "Dividend Period Start Date" in the row corresponding to such Share].
- Dividend Period Start Date Price: In respect of [the/each] Share, [Closing Share Price of such Share in respect of the Dividend Period Start Date/[●]] / [as specified in the Dividend Table in the column entitled "Dividend Period Start Date Price" in the row corresponding to such Share].
- (d) Dividend Period End Date: In respect of [the/each] Share, [[●] (*specify date*)] / [the date specified in the Dividend Table in the column entitled "Dividend Period End Date" in the row corresponding to such Share].
- (e) Contractual Dividend: In respect of [the/each] Share, [[●]]/ [the/Each] amount specified in the [Dividend Table/ Contractual Dividend Table] in the column entitled "Contractual Dividend" in the row corresponding to such Share].
- (f) Contractual Ex-Dividend Date(s): In respect of [the/each] Share, [[●]]/ [the date(s) specified in the [Dividend Table/ Contractual Dividend Table] in the column entitled "Contractual Ex-Dividend Date(s)" in the row corresponding to such Share].
- (g) Contractual Dividend Yield: [Not Applicable.] [In respect of [the/each] Share, [Standard / Multiplicative]/ [as specified in the Dividend Table in the column entitled "Contractual Dividend Yield" in the row

corresponding to such Share].

- CDY: [Not Applicable/[●]] [In respect of each Share, as specified in the Dividend Table in the column entitled "CDY" in the row corresponding to such Share].
- (h) CDP: [Not Applicable/[●]] [In respect of each Share, as specified in the Dividend Table in the column entitled "CDP" in the row corresponding to such Share].
- (i) Divisor: [Not Applicable/360/365] [In respect of each Share, as specified in the Dividend Table in the column entitled "Divisor" in the row corresponding to such Share].
- (j) Include Extraordinary Dividends: In respect of [the/each] Share, [Applicable/Not Applicable] / [as specified in the Dividend Table in the column entitled "Include Extraordinary Dividends" in the row corresponding to such Share].

| DIVIDEND TABLE | | | | | | | | | | | | |
|---------------------------------------|---|----------------------------|--|--------------------------|----------------------|---------------------------------|------------------|-----------------------------|------------------------|------------------------|----------------------------|-----------------------------------|
| Underlying Asset | Adjusted Price Type: | Dividend Period Start Date | Dividend Period Start Date Price | Dividend Period End Date | Contractual Dividend | Contractual Ex-Dividend Date(s) | [Share Currency] | Contractual Dividend Yield | [CDY] | [CDP] | [Divisor] | [Include Extraordinary Dividends] |
| [[●]] <i>(repeat as necessary)</i> | [Proportional / Additive / Proportional Minus Fixed Yield / Proportional Minus Fixed Point] | [●] | [Closing Share Price of such Share in respect of the Dividend Period Start Date/[●]] | [●] | [●] | [●] <i>(specify date(s))</i> | [●] | [Standard / Multiplicative] | [Not Applicable] / [●] | [Not Applicable] / [●] | Not Applicable / 360 / 365 | [Applicable/ Not Applicable] |

| [CONTRACTUAL DIVIDEND TABLE] | |
|--|------------------------|
| [Underlying Asset: [[●]] <i>(repeat as necessary)</i> | |
| [Contractual Ex-Dividend Date(s)] | [Contractual Dividend] |
| [[●] <i>(specify date(s))</i>] | [[●]]". |

- (iii) by adding the following as sub-paragraph (xxx) of paragraph 53 (*Index Linked Notes*) of the Base Prospectus:

"(xxx) Reference Price subject to [Applicable] / [Not Applicable] (*if not applicable, delete the remaining sub-paragraphs of this paragraph*)
Decrement Adjustment:

- (a) Adjusted Index Level Type: [Decrement in Point] / [Decrement in Percentage 1] / [Decrement in Percentage 2] / [as set forth in the Decrement Table in the column entitled "Adjusted Index Level Type" in the row corresponding to such Index]
- (b) Adjusted Index Level Applicable Date: [●][Each Valuation Date [other than [●]]] [and] [[the/The] Final Reference Date] [and] [[e/E]ach

Observation Date (closing valuation) during the Trigger Observation Period] [and] [[e/E]ach Observation Date (closing valuation) during the Barrier Observation Period] [and] [[e/E]ach [Initial] Averaging Date [other than [●]]] *[specify]*

- (c) Decrement Index Level Period Start Date: In respect of [the/each] Index, [●] / [the date specified in the Decrement Table in the column entitled "Decrement Index Level Period Start Date" in the row corresponding to such Index].
 - Decrement Index Level Period Start Date Level: In respect of [the/each] Index, [Closing Index Level of such Index in respect of the Decrement Index Level Period Start Date / [●]] / [as specified in the Decrement Table in the column entitled "Decrement Index Level Period Start Date Level" in the row corresponding to such Index].
- (d) Decrement Index Level Period End Date: In respect of [the/each] Index, [●] / [the date specified in the Decrement Table in the column entitled "Decrement Index Level Period Start Date" in the row corresponding to such Index].
- (e) Decrement: In respect of [the/each] Index, [●] / [as set forth in the Underlying Asset Table in the column entitled "Decrement" in the row corresponding to such Index.]

(Note: Decrement to be expressed as index points if Decrement in Point is specified)

(Note: Decrement to be expressed as a percentage if Decrement in Percentage 1/Decrement in Percentage 2 is specified)
- (f) Day Count Divisor: [In respect of [the/each] Index, [360] / [365]] / [as set forth in the Underlying Asset Table in the column entitled "Decrement" in the row corresponding to such Index.]

| [Decrement Table] | | | | | | |
|---------------------------------|--|--|---|--|--|-------------------|
| Underlying Asset | Adjusted Index Level Type | Decrement Index Level Period Start Date: | Decrement Index Level Period Start Date Level: | Decrement Index Level Period End Date: | Decrement | Day Count Divisor |
| [●] <i>(repeat as required)</i> | [Decrement in Point] / [Decrement in Percentage 1] / [Decrement in Percentage 2] | [●] | [Closing Index Level of such Index in respect of the Decrement Index Level Period Start Date / [●]] | [●] | [●] <i>(Note: Decrement to be expressed as index points if Decrement in Point is specified)</i> <i>(Note: Decrement to be expressed as a percentage if Decrement in Percentage 1/Decrement in Percentage 2 is specified)</i> | [360] / [365]" |

Applicable Final Terms

The amendments included in this Prospectus Supplement shall only apply to Final Terms, the date of which falls on or after the approval of this Prospectus Supplement.

Interpretation

To the extent that there is any inconsistency between (a) any statement in this Prospectus Supplement and (b) any other statement in or incorporated by reference into the Base Prospectus, the statements in (a) above will prevail.

References to the Base Prospectus shall hereafter mean the Base Prospectus as supplemented by this Prospectus Supplement.

U.S. notice

This Prospectus Supplement is not for use in, and may not be delivered to or inside, the United States.

The date of this Prospectus Supplement is July 5, 2021