**PROSPECTUS SUPPLEMENT NO. 2**

**TO THE BASE PROSPECTUS DATED 16 July 2021**

**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**

This prospectus supplement (the "**Prospectus Supplement**") to the base prospectus dated 16 July 2021 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 (the "**Prospectus Regulation**") and should be read in conjunction with Prospectus Supplement No. 1 to the Original Base Prospectus dated 20 August 2021 (the Original Base Prospectus as so supplemented, the "**Base Prospectus**"). On 16 July 2021, 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.

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**

**In accordance with Article 23(2) 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 have the right, exercisable until 4 November 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, having taken all reasonable care to ensure that such is the case, the information contained in this Prospectus Supplement is, to the best of their knowledge, in accordance with the facts and does not omit anything likely to affect its import.

**Purpose of this Prospectus Supplement**

The purpose of this Prospectus Supplement is to make certain changes to the Coupon Payout Conditions, the Payout Conditions, the Index Linked Conditions, the Form of Final Terms (Instruments) and the Form of Final Terms (Notes).

This Prospectus Supplement and the documents incorporated by reference into this Prospectus Supplement will be available on the website of the Luxembourg Stock Exchange at *www.bourse.lu*.

**Amendments to the Base Prospectus**

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

1. **Amendments to the Coupon Payout Conditions**

   (a) The definition of "Coupon Observation Date" in Coupon Payout Condition 2.1 (*Definitions*) on page 356 of the Original Base Prospectus shall be deleted in its entirety and replaced with the following:

   ""**Coupon Observation Date**" means, in respect of an Underlying Asset which is:

   (i) if the relevant Issue Terms specify "Dropback Security Coupon Observation Period" as applicable, each Dropback Trigger Event Date; or

   (ii) if the relevant Issue Terms specify "Dropback Security Coupon Observation Period" as not applicable, in respect of an underlying which is:

       (a) a Share, each Valuation Date specified to be a "Coupon Observation Date" in the relevant Issue Terms; or

       (b) an Index, each Valuation Date specified to be a "Coupon Observation Date" in the relevant Issue Terms; or

       (c) a Commodity, each Pricing Date specified to be a "Coupon Observation Date" in the relevant Issue Terms; or

       (d) a Commodity Index, each Valuation Date specified to be a "Coupon Observation Date" in the relevant Issue Terms; or

       (e) an FX Rate, each Valuation Date specified to be a "Coupon Observation Date" in the relevant Issue Terms; or

       (f) a Fund, each Valuation Date specified to be a "Coupon Observation Date" in the relevant Issue Terms,

       provided that if a single Valuation Date or Pricing Date is specified as a "Coupon Observation Date" in more than one row of the Contingent Coupon Table in the relevant

Issue Terms, then each occurrence of such Valuation Date or Pricing Date in the Contingent Coupon Table shall be deemed to be a separate Coupon Observation Date for the purposes of these Coupon Payout Conditions.".

(b)     The following paragraph shall be added as the final paragraph of the definition of "Coupon Payment Date" in Coupon Payout Condition 2.1 (*Definitions*) on pages 356 and 357 of the Original Base Prospectus:

"If "Dropback Security Coupon Observation Period" is specified as applicable in the relevant Issue Terms, the Coupon Payment Date in respect of a Coupon Observation Date shall be the Dropback Security Coupon Payment Date corresponding to such Coupon Observation Date.".

(c)     The following definition shall be added to Coupon Payout Condition 2.1 (*Definitions*) on pages 345 to 364 of the Original Base Prospectus:

""**Dropback Security Coupon Payment Date**" means, in respect of a Coupon Observation Date that is a Dropback Trigger Event Date, the day falling the Specified Number of Business Day(s) immediately after such Coupon Observation Date.".

(d)     Paragraph (i) of the definition of "Coupon Value" in Coupon Payout Condition 2.1 (*Definitions*) on pages 359 and 360 of the Original Base Prospectus shall be deleted in its entirety and replaced with the following:

"(i)     if "Multi-Coupon Value" and "Coupon Value Multiplier Method" are specified to be not applicable in the relevant Issue Terms, or if "Dropback Security (Coupon Payout Condition 1.7)" is specified to be applicable in the relevant Issue Terms, in respect of a Coupon Observation Date or Coupon Reference Date (as applicable), the amount specified in the relevant Issue Terms corresponding to such Coupon Observation Date or Coupon Reference Date; or".

2.     **Amendments to the Payout Conditions**

(a)     Payout Condition 1.1(a)(xiv) on page 376 of the Original Base Prospectus shall be deleted in its entirety and replaced with the following:

"(xiv)  "Dropback Security" to be applicable, the following formula:

CA × [Equity Allocation Performance + Remaining Cash Allocation × (1 + Final Coupon)]"

(b)     The definition of "Performance (Final)" in Payout Condition 6.1 (*Calculation of the Equity Allocation Performance*) on page 420 of the Original Base Prospectus shall be deleted in its entirety and replaced with the following:

""**Performance (Final)**" means:

(a)     if the relevant Issue Terms specifies both "Performance (Final) - Capped" and "Performance (Final) - Floored" to be applicable, an amount determined by the Calculation Agent in accordance with the following formula:

$$Max\left[\text{Performance Floor}; Min\left(\text{Performance Cap}; \frac{\text{Reference Price (Final)}}{\text{Reference Price (Initial)}}\right)\right];$$

(b)     if the relevant Issue Terms specifies "Performance (Final) - Capped" to be applicable and "Performance (Final) - Floored" to be not applicable, an amount determined by the Calculation Agent in accordance with the following formula:

$$Min\left(\text{Performance Cap}; \frac{\text{Reference Price (Final)}}{\text{Reference Price (Initial)}}\right);$$

(c)    if the relevant Issue Terms specifies "Performance (Final) - Capped" to be not applicable and "Performance (Final) - Floored" to be applicable, an amount determined by the Calculation Agent in accordance with the following formula:

$$Max\left[\text{Performance Floor}; \frac{\text{Reference Price (Final)}}{\text{Reference Price (Initial)}}\right]; \text{ or}$$

(d)    if the relevant Issue Terms specifies both "Performance (Final) - Capped" and "Performance (Final) - Floored" to be not applicable, an amount determined by the Calculation Agent in accordance with the following formula:

$$\frac{\text{Reference Price (Final)}}{\text{Reference Price (Initial)}}.$$

(c)    Payout Condition 6.3 (*Dropback Security Coupon Amount*) shall be amended as follows:

"(i)    The definition "Cumulated Interest (t)" on page 421 of the Original Base Prospectus shall be deleted in its entirety and replaced with the following:

""**Cumulated Interest (t)** " means:

(a)    if the relevant Issue Terms specify "Cumulated Interest Method 1" to be applicable, in respect of a Coupon Observation Date, an amount calculated by the Calculation Agent in accordance with the following formula:

$$CV \times \left[\text{Protected Cash Allocation} \times \frac{N(t)}{365} + \sum_{i=1}^{NT}\left(\text{Contingent Participation (i)} \times \frac{N(t)(i)}{365}\right)\right]$$

(b)    if the relevant Issue Terms specify "Cumulated Interest Method 2" to be applicable, in respect of a Coupon Observation Date, an amount calculated by the Calculation Agent in accordance with the following formula:

$$CV \times \left[(\text{Protected Cash Allocation} + MCP - SCP(t)) \times \frac{N(t)}{365} + \sum_{i=1}^{NT}\left(TEI(i)(t) \times \text{Contingent Participation (i)} \times \frac{N(t)(i)}{365}\right)\right]$$

(c)    if the relevant Issue Terms specify "Cumulated Interest Method 3" to be applicable, in respect of a Coupon Observation Date, an amount calculated by the Calculation Agent in accordance with the following formula:

$$CV \times \sum_{i=1}^{NTE(COD(t))}\left(\text{Contingent Participation (i)} \times \frac{N(TE)(t)(i)}{365}\right)"$$

(ii)    The following additional definition shall be added to Payout Condition 6.3 (*Dropback Security Coupon Amount*):

""**N(TE)(t)(i)**" means, in respect of Coupon Observation Date (t) and Dropback Trigger Level (i), the number of calendar days falling in the period commencing on (but excluding) the Dropback Coupon Period Start Date and ending on (and including) the Dropback Trigger Event Date corresponding to such Dropback Trigger Level (i).

"**NTE(COD(t))**" means, in respect of a Coupon Observation Date, the number of Dropback Trigger Event Dates that have occurred on or before such Coupon Observation Date.".

(d)    Payout Condition 6.4 (*Additional Definitions*) shall be amended as follows:

(i)    paragraph (a) of the definition "Dropback Trigger Event" on page 432 of the Original Base Prospectus shall be deleted in its entirety and replaced with the following:

"(a)    if the relevant Issue Terms specify "Independent Observation Dates Method" to be applicable in the relevant Issue Terms, in respect of each Dropback Trigger Level (and a Dropback Trigger Event in respect of such Dropback Trigger Level shall be deemed to have occurred if):

(i)    if the relevant Issue Terms specify "Dropback Trigger Observation Period Method" to be applicable, the Performance (t) on any Observation Date (closing valuation) during the Dropback Trigger Observation Period is either (A) if "Performance (t) equal to or less than Dropback Trigger Level" is specified to be applicable in the relevant Issue Terms, equal to or less than such Dropback Trigger Level, or (B) if "Performance (t) less than Dropback Trigger Level" is specified to be applicable in the relevant Issue Terms, less than such Dropback Trigger Level, as determined by the Calculation Agent; or

(ii)    if the relevant Issue Terms specify "Dropback Trigger Observation Date Method" to be applicable, the Performance (t) on any Dropback Trigger Observation Date is either (A) if "Performance (t) equal to or less than Dropback Trigger Level" is specified to be applicable in the relevant Issue Terms, equal to or less than such Dropback Trigger Level, or (B) "Performance (t) less than Dropback Trigger Level" is specified to be applicable in the relevant Issue Terms, less than such Dropback Trigger Level, as determined by the Calculation Agent,

and, for the avoidance of doubt, in respect of (I) each Dropback Trigger Level, a Dropback Trigger Event can occur only once with respect to such Dropback Trigger Level, and (II) any Observation Date (closing valuation) or Dropback Trigger Observation Date (as applicable), if the Performance (t) on such Observation Date (closing valuation) or Dropback Trigger Observation Date (as applicable) is less than or equal to or less than (as applicable) two or more Dropback Trigger Levels, then a Dropback Trigger Event will occur in respect of each such Dropback Trigger Level (provided, for the avoidance of doubt, that no Dropback Trigger Event has occurred for such Dropback Trigger Level prior to such date); or"

(ii)    the definition of "Reinvestment Performance (Final) (i)" on page 426 of the Original Base Prospectus shall be deleted in its entirety and replaced with the following:

""**Reinvestment Performance (Final)**" means, in respect of Dropback Trigger Level (i) and the Dropback Trigger Event corresponding to such Dropback Trigger Level (i):

(a) if the relevant Issue Terms specifies both "Reinvestment Performance (Final) (i) - Capped" and "Reinvestment Performance (Final) (i) - Floored" to be applicable, an amount determined by the Calculation Agent in accordance with the following formula:

$$Max\left[\text{Reinvestment Floor (i)}; Min\left(\text{Reinvestment Cap (i)}; \frac{\text{Reference Price (Final)}}{\text{Reinvestment Level (i)}}\right)\right];$$

(b) if the relevant Issue Terms specifies "Reinvestment Performance (Final) (i) - Capped" to be applicable and "Reinvestment Performance (Final) (i) - Floored" to be not applicable, an amount determined by the Calculation Agent in accordance with the following formula:

$$Min\left(\text{Reinvestment Cap (i)}; \frac{\text{Reference Price (Final)}}{\text{Reinvestment Level (i)}}\right);$$

(c) if the relevant Issue Terms specifies "Reinvestment Performance (Final) (i) - Capped" to be not applicable and "Reinvestment Performance (Final) (i) - Floored" to be applicable, an amount determined by the Calculation Agent in accordance with the following formula:

$$Max\left(\text{Reinvestment Floor (i)}; \frac{\text{Reference Price (Final)}}{\text{Reinvestment Level (i)}}\right); \text{ or}$$

(d) if the relevant Issue Terms specifies both "Reinvestment Performance (Final) (i) - Capped" and "Reinvestment Performance (Final) (i) - Floored" to be not applicable, an amount determined by the Calculation Agent in accordance with the following formula:

$$\frac{\text{Reference Price (Final)}}{\text{Reinvestment Level (i)}}.$$

(iii) the following definitions shall be added to Payout Condition 6.4 (*Additional Definitions*) on pages 421 to 427 of the Original Base Prospectus:

""**Final Coupon**" means an amount calculated by the Calculation Agent in accordance with the following formula:

$$\text{Final Coupon Percentage} \times \frac{\text{N(Final)}}{365}$$

"**Final Coupon Percentage**" means a percentage value specified as such in the relevant Issue Terms.

"**N(Final)**" means the number of calendar days falling in the Dropback Trigger Observation Period, as determined by the Calculation Agent.".

3. **Amendments to the Index Linked Conditions**

The definition of "Observation Period" in Index Linked Condition 8 (*Definitions*) on page 533 of the Original Base Prospectus shall be deleted in its entirety and replaced with the following:

""**Observation Period**" means in respect of an Index, a Barrier Observation Period, a Trigger Observation Period, an Autocall Observation Period, a Coupon Barrier Observation Period, a Dropback Lock-in Observation Period or a Dropback Trigger Observation Period.".

4. **Amendments to the Form of Final Terms (Instruments)**

(a)     Paragraph 21 (*Interest Basis*) of the Form of Final Terms (Instruments) on page 633 of the Original Base Prospectus shall be deleted in its entirety and replaced with the following:

| 21. | **Interest Basis:** | [[[●] per cent.] Fixed Rate] [and] [[LIBOR/EURIBOR/[*] (specify other)] [+/–[●] per cent.] Floating Rate] [and] [Alternative Fixed Coupon] [and] [Conditional Coupon] [and] [Range Accrual Coupon] [and] [Performance Coupon] [Dropback Security] [Not Applicable] [subject as provided in the Coupon Payout Conditions]. |

(b)     Paragraph 34(i) (*Coupon Observation Date(s)*) of the Form of Final Terms (Instruments) on page 657 of the Original Base Prospectus shall be deleted in its entirety and replaced with the following:

| (i) | Coupon Observation Dates: | [The Valuation Date(s) scheduled to fall on] [●] (specify dates) [Each date set forth in the Dropback Security Coupon Table in the column entitled "Coupon Observation Date"] [Each Dropback Trigger Event Date]. |

(c)     The following new paragraph 34(iv) shall be added to paragraph 34 (*Dropback Security (Coupon Payout Condition 1.7*) of the Form of Final Terms (Instruments) on pages 657 to 659 of the Original Base Prospectus:

| (iv) | Dropback Security Coupon Observation Period: | [Applicable] [Not Applicable] |
| | – Specified Number of Business Day(s) for the purposes of the "Dropback Security Coupon Observation Period" | [●] Business Days |

(d)     Paragraph 38(xiv) (*Dropback Security (Payout Condition 1.1(a)(xiv)*) of the Form of Final Terms (Instruments) on pages 673 to 675 of the Original Base Prospectus shall be deleted in its entirety and replaced with the following:

| (xiv) | **Dropback Security (Payout Condition 1.1(a)(xiv)):** | | [Applicable] [Not Applicable]. (*If Not Applicable, delete the remaining sub-paragraphs of this paragraph*) |
| | (a) | Final Coupon Percentage: | [●] [zero]. |
| | (b) | Reference Price (Final): | Final Closing Price. |
| | (c) | Reference Price (Initial): | [[●] per cent. of the] [Initial Closing Price] [Initial Price] [Initial Average Price] [Entry Level] [(*specify amount*)] [In respect of each Underlying Asset, the amount specified in the Underlying Asset Table in the column entitled "Reference Price (Initial)" in the row corresponding to such Underlying Asset] [Not Applicable]. |

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| (d) | Reinvestment Performance Method 1: | [Applicable] [Not Applicable]. |
| (e) | Reinvestment Performance Method 2: | [Applicable] [Not Applicable]. |
| (f) | Reinvestment Performance Method 3: | [Applicable] [Not Applicable]. (*If Not Applicable, delete the remaining sub-paragraphs of this paragraph*) |
| | – Dropback Lock-in Observation Dates Method: | [Applicable] [Not Applicable]. |
| | – Dropback Lock-in Observation Period Method: | [Applicable] [Not Applicable]. |
| | – Dropback Lock-in greater than or equal to Dropback Lock-in Level: | [Applicable] [Not Applicable]. |
| | – Dropback Lock-in greater than Dropback Lock-in Level: | [Applicable] [Not Applicable]. |
| | – Reference Price (Lock-in) equal to Reference Price: | [Applicable] [Not Applicable]. |
| | – Reference Price (Lock-in) equal to adjusted Reference Price (Initial): | [Applicable] [Not Applicable]. |
| | – Dropback Lock-in Floor: | [●]. |
| | – Dropback Lock-in Observation Dates: | [●]. |
| | – Dropback Lock-in Observation Period Start Date: | [Applicable: [●]] [Not Applicable]. |
| | – Reference Price (Lock-in) equal to Reference Price: | [Applicable] [Not Applicable]. |
| | – Reference Price (Lock-in) equal to RP (Initial) times Lock-in Level: | [Applicable] [Not Applicable]. |
| (g) | Reinvestment Performance Method 4: | [Applicable] [Not Applicable]. |

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| (h) | Remaining Cash Amount Method 1: | [Applicable] [Not Applicable]. |
| (i) | Remaining Cash Amount Method 2: | [Applicable] [Not Applicable]. |
| (j) | Cumulated Interest Method 1: | [Applicable] [Not Applicable]. |
| (k) | Cumulated Interest Method 2: | [Applicable] [Not Applicable]. |
| (l) | Cumulated Interest Method 3: | [Applicable] [Not Applicable]. |
| (m) | Protected Participation: | [●]. |
| (n) | Independent Observation Dates Method: | [Applicable] [Not Applicable]. |
| (o) | Dropback Trigger Observation Period Method: | [Applicable] [Not Applicable]. |
| (p) | Dropback Trigger Observation Date Method: | [Applicable] [Not Applicable]. |
| (q) | Performance (t) equal to or less than Dropback Trigger Level: | [Applicable] [Not Applicable]. |
| (r) | Performance (t) less than Dropback Trigger Level: | [Applicable] [Not Applicable]. |
| (s) | Tied Observation Dates Method: | [Applicable] [Not Applicable]. |
| (t) | Performance (Final) - Capped: | [Applicable] [Not Applicable]. |
| | – Performance Cap: | [●][Not Applicable]. |
| (u) | Performance (Final) - Floored: | [Applicable] [Not Applicable]. |
| | – Performance Floor: | [●][Not Applicable]. |
| (v) | Reinvestment Performance (Final) (i) - Capped | [In respect of each Dropback Trigger Level, [Applicable] [Not Applicable]]. |
| | – Reinvestment Cap (i) | [In respect of each Dropback Trigger Level, the amount specified in the Dropback Security Table in the column entitled "Reinvestment Cap (i)" in the row corresponding to such Dropback Trigger Level]] [●]. |
| (w) | Reinvestment Performance (Final) (i) - Floored | [In respect of each Dropback Trigger Level, [Applicable] [Not Applicable]]. |
| | – Reinvestment Floor (i) | [In respect of each Dropback Trigger Level, the amount specified in the Dropback Security Table in the column entitled "Reinvestment Floor (i)" in the row corresponding to such Dropback Trigger |

Level] [●].

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| (x) | Protected Cash Allocation: | [●]. |
| (y) | Reinvestment Level equal to Reference Price: | [Applicable] [Not Applicable]. |
| (z) | Reinvestment Level equal to adjusted Reference Price (Initial): | [Applicable] [Not Applicable]. |
| (aa) | Dropback Trigger Observation Date(s): | [●] [Each date specified in the Dropback Security Table in the column entitled "Dropback Trigger Observation Date"] [Not Applicable]. |
| (bb) | Dropback Trigger Observation Period Start Date: | [Applicable [●]] [Not Applicable]. |
| (cc) | Dropback Coupon Payable: | [Applicable] [Not Applicable]. |
| – | Dropback Coupon Period Start Date: | [●] |

[*Delete table or columns if not required*]

**[DROPBACK SECURITY TABLE]**

| i | Dropback Trigger Level (i) | Contingent Participation (i) | Reinvestment Floor (i) | Reinvestment Cap (i) | [Dropback Trigger Observation Date] |
|---|---|---|---|---|---|
| [●] (*repeat as necessary*) | [●] (*repeat as necessary*) | [●] (*repeat as necessary*) | [Not Applicable] / [●] (*repeat as necessary*) | [Not Applicable] / [●] (*repeat as necessary*) | The Valuation Date scheduled to fall on [●] (*repeat as necessary*) |

[*Delete table or columns if not required*]

**[DROPBACK SECURITY LOCK-IN TABLE]**

| j | Dropback Lock-in Level (j) | Dropback Lock-in Participation (j) | Dropback Lock-in Floor (j) |
|---|---|---|---|
| [●] (*repeat as necessary*) | [●] (*repeat as necessary*) | [●] (*repeat as necessary*) | [●] (*repeat as necessary*) |

5.  **Amendments to the Form of Final Terms (Notes)**

(a)     Paragraph 22 (*Interest Basis*) of the Form of Final Terms (Notes) on page 751 of the Original Base Prospectus shall be deleted in its entirety and replaced with the following:

22. **Interest Basis:** [[[●] per cent.] Fixed Rate] [and] [[LIBOR/EURIBOR / [*] (specify other)] [+/– [●] per cent.] Floating Rate] [and] [Alternative Fixed Coupon] [and] [Conditional Coupon] [and] [Range Accrual Coupon] [and] [Performance Coupon] [Dropback Security] [Not Applicable] [subject as provided in the Coupon Payout Conditions].

(b) Paragraph 35(i) (*Coupon Observation Date(s)*) of the Form of Final Terms (Notes) on page 775 of the Original Base Prospectus shall be deleted in its entirety and replaced with the following:

(i) Coupon Observation Dates: [The Valuation Date(s) scheduled to fall on] [●] (specify dates) [Each date set forth in the Dropback Security Coupon Table in the column entitled "Coupon Observation Date"] [Each Dropback Trigger Event Date].

(c) The following new paragraph 35(iv) shall be added to paragraph 35 (*Dropback Security (Coupon Payout Condition 1.7*) of the Form of Final Terms (Notes) on pages 775 to 777 of the Original Base Prospectus:

(iv) Dropback Security Coupon Observation Period: [Applicable] [Not Applicable]

– Specified Number of Business Day(s) for the purposes of the "Dropback Security Coupon Observation Period" [●] Business Days

(d) Paragraph 43(xiv) (*Dropback Security (Payout Condition 1.1(a)(xiv))*) of the Form of Final Terms (Notes) on pages 793 to 795 of the Original Base Prospectus shall be deleted in its entirety and replaced with the following:

(xiv) **Dropback Security (Payout Condition 1.1(a)(xiv)):** [Applicable] [Not Applicable]. (*If Not Applicable, delete the remaining sub-paragraphs of this paragraph*)

(a) Final Coupon Percentage: [●] [zero].

(b) Reference Price (Final): Final Closing Price.

(c) Reference Price (Initial): [[●] per cent. of the] [Initial Closing Price] [Initial Price] [Initial Average Price] [Entry Level] [(*specify amount*)] [In respect of each Underlying Asset, the amount specified in the Underlying Asset Table in the column entitled "Reference Price (Initial)" in the row corresponding to such Underlying Asset] [Not Applicable].

(d) Reinvestment Performance Method 1: [Applicable] [Not Applicable].

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| (e) | Reinvestment Performance Method 2: | | [Applicable] [Not Applicable]. |
| (f) | Reinvestment Performance Method 3: | | [Applicable] [Not Applicable]. (*If Not Applicable, delete the remaining sub-paragraphs of this paragraph*) |
| | – | Dropback Lock-in Observation Dates Method: | [Applicable] [Not Applicable]. |
| | – | Dropback Lock-in Observation Period Method: | [Applicable] [Not Applicable]. |
| | – | Dropback Lock-in greater than or equal to Dropback Lock-in Level: | [Applicable] [Not Applicable]. |
| | – | Dropback Lock-in greater than Dropback Lock-in Level: | [Applicable] [Not Applicable]. |
| | – | Reference Price (Lock-in) equal to Reference Price: | [Applicable] [Not Applicable]. |
| | – | Reference Price (Lock-in) equal to adjusted Reference Price (Initial): | [Applicable] [Not Applicable]. |
| | – | Dropback Lock-in Floor: | [●]. |
| | – | Dropback Lock-in Observation Dates: | [●]. |
| | – | Dropback Lock-in Observation Period Start Date: | [Applicable: [●]] [Not Applicable]. |
| | – | Reference Price (Lock-in) equal to Reference Price: | [Applicable] [Not Applicable]. |
| | – | Reference Price (Lock-in) equal to RP (Initial) times Lock-in Level: | [Applicable] [Not Applicable]. |
| (g) | Reinvestment Performance Method 4: | | [Applicable] [Not Applicable]. |
| (h) | Remaining Cash Amount Method 1: | | [Applicable] [Not Applicable]. |

| | | |
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| (i) | Remaining Cash Amount Method 2: | [Applicable] [Not Applicable]. |
| (j) | Cumulated Interest Method 1: | [Applicable] [Not Applicable]. |
| (k) | Cumulated Interest Method 2: | [Applicable] [Not Applicable]. |
| (l) | Cumulated Interest Method 3: | [Applicable] [Not Applicable]. |
| (m) | Protected Participation: | [●]. |
| (n) | Independent Observation Dates Method: | [Applicable] [Not Applicable]. |
| (o) | Dropback Trigger Observation Period Method: | [Applicable] [Not Applicable]. |
| (p) | Dropback Trigger Observation Date Method: | [Applicable] [Not Applicable]. |
| (q) | Performance (t) equal to or less than Dropback Trigger Level: | [Applicable] [Not Applicable]. |
| (r) | Performance (t) less than Dropback Trigger Level: | [Applicable] [Not Applicable]. |
| (s) | Tied Observation Dates Method: | [Applicable] [Not Applicable]. |
| (t) | Performance (Final) - Capped: | [Applicable] [Not Applicable]. |
| | –    Performance Cap: | [●][Not Applicable]. |
| (u) | Performance (Final) - Floored: | [Applicable] [Not Applicable]. |
| | –    Performance Floor: | [●][Not Applicable]. |
| (v) | Reinvestment Performance (Final) (i) - Capped | [In respect of each Dropback Trigger Level, [Applicable] [Not Applicable]]. |
| | –    Reinvestment Cap (i) | [In respect of each Dropback Trigger Level, the amount specified in the Dropback Security Table in the column entitled "Reinvestment Cap (i)" in the row corresponding to such Dropback Trigger Level]][●]. |
| (w) | Reinvestment Performance (Final) (i) - Floored | [In respect of each Dropback Trigger Level, [Applicable] [Not Applicable]]. |
| | –    Reinvestment Floor (i) | [In respect of each Dropback Trigger Level, the amount specified in the Dropback Security Table in the column entitled "Reinvestment Floor (i)" in the row corresponding to such Dropback Trigger Level] [●]. |

| | | | | | |
|---|---|---|---|---|---|
| (x) | Protected Cash Allocation: | [●]. | | | |
| (y) | Reinvestment Level equal to Reference Price: | [Applicable] [Not Applicable]. | | | |
| (z) | Reinvestment Level equal to adjusted Reference Price (Initial): | [Applicable] [Not Applicable]. | | | |
| (aa) | Dropback Trigger Observation Date(s): | [●] [Each date specified in the Dropback Security Table in the column entitled "Dropback Trigger Observation Date"] [Not Applicable]. | | | |
| (bb) | Dropback Trigger Observation Period Start Date: | [Applicable [●]] [Not Applicable]. | | | |
| (cc) | Dropback Coupon Payable: | [Applicable] [Not Applicable]. | | | |
| | – Dropback Coupon Period Start Date: | [●] | | | |

[*Delete table or columns if not required*]

### [DROPBACK SECURITY TABLE]

| i | Dropback Trigger Level (i) | Contingent Participation (i) | Reinvestment Floor (i) | Reinvestment Cap (i) | [Dropback Trigger Observation Date] |
|---|---|---|---|---|---|
| [●] (*repeat as necessary*) | [●] (*repeat as necessary*) | [●] (*repeat as necessary*) | [Not Applicable] / [●] (*repeat as necessary*) | [Not Applicable] / [●] (*repeat as necessary*) | The Valuation Date scheduled to fall on [●] (*repeat as necessary*) |

[*Delete table or columns if not required*]

### [DROPBACK SECURITY LOCK-IN TABLE]

| j | Dropback Lock-in Level (j) | Dropback Lock-in Participation (j) | Dropback Lock-in Floor (j) |
|---|---|---|---|
| [●] (*repeat as necessary*) | [●] (*repeat as necessary*) | [●] (*repeat as necessary*) | [●] (*repeat as necessary*) |

**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.

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The date of this Prospectus Supplement is 29 October 2021.