



Execution Version

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PIPG Tranche Number: 553486

Final Terms dated February 6, 2023

GOLDMAN SACHS INTERNATIONAL

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

**Issue of the Aggregate Nominal Amount* of Four-Year EUR Worst of Autocallable Certificates on the
ordinary shares of Enel S.p.A., the ordinary shares of E.ON SE and the ordinary shares of Fortum OYJ,
due March 3, 2027
(the "Certificates" or the "Securities")**

***The Aggregate Nominal Amount will be an amount determined by the Issuer on or around the Issue Date based on the results of the offer and which will be specified in a notice dated on or around the Issue Date. As of the date of this Final Terms, the aggregate nominal amount of the Certificates in the Series is indicatively set at EUR 15,000,000 provided that it may be a greater or lesser amount but shall not exceed EUR 91,000,000.**

CONTRACTUAL TERMS

Terms used herein shall have the same meaning as in the General Instrument Conditions, the Payout Conditions, the Autocall Payout Conditions and the applicable Underlying Asset Conditions set forth in the base prospectus dated January 13, 2023 (expiring on January 13, 2024) (the "**Base Prospectus**") as supplemented by the supplement to the Base Prospectus dated January 30, 2023 and as further supplemented by any further supplements (if any) up to, and including, the date of these Final Terms, together with any further supplement(s) dated on or after the date of these Final Terms but prior to or on the Issue Date of the Certificates (save for any such further supplement(s) which are expressed to apply only to Final Terms dated on or after the date of such further supplement(s)). This document constitutes the Final Terms of the Certificates described herein for the purposes of Article 8 of Regulation (EU) 2017/1129 (as amended, the "**EU Prospectus Regulation**") 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 supplemented up to, and including, the closing of the Offer Period, which together constitute a base prospectus for the purposes of the EU Prospectus Regulation. The Base Prospectus and the supplement(s) to the Base Prospectus are available for viewing at www.luxse.com 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 <https://classic.gs.de/hu/XS2556421118>.

A summary of the Certificates is annexed to these Final Terms.

1. **Tranche Number:** One.
2. **Settlement Currency:** EUR.

3. **Aggregate Nominal Amount of Certificates in the Series:**
 - (i) Series: The Aggregate Nominal Amount.

The Aggregate Nominal Amount will be an amount determined by the Issuer on or around the Issue Date based on the results of the offer and which will be specified in a notice dated on or around the Issue Date. As of the date of this Final Terms, the aggregate nominal amount of the Certificates in the Series is indicatively set at EUR 15,000,000 provided that it may be a greater or lesser amount but shall not exceed EUR 91,000,000.
 - (ii) Tranche: The Aggregate Nominal Amount.

The Aggregate Nominal Amount will be an amount determined by the Issuer on or around the Issue Date based on the results of the offer and which will be specified in a notice dated on or around the Issue Date. As of the date of this Final Terms, the aggregate nominal amount of the Certificates in the Tranche is indicatively set at EUR 15,000,000 provided that it may be a greater or lesser amount but shall not exceed EUR 91,000,000.
 - (iii) Trading in Nominal: Applicable.
 - (iv) Non-standard Securities Format: Not Applicable.
 - (v) Nominal Amount: EUR 1,000.
4. **Issue Price:** 100 per cent. (100%) of the Aggregate Nominal Amount.
5. **Calculation Amount:** EUR 1,000.
6. **Issue Date:** March 3, 2023.
7. **Maturity Date:** Scheduled Maturity Date is March 3, 2027.
 - (i) Strike Date: Not Applicable.
 - (ii) Relevant Determination Date (General Instrument Condition 2(a)): Latest Reference Date in respect of the 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 Five Business Days.

Date Specific Adjustment":

- Maturity Date Business Day Convention for the purposes of "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.
- (ix) One-Delta Open-Ended Optional Redemption Payout: Not Applicable.

8. **Underlying Asset(s):** The Shares (as defined below).

VALUATION PROVISIONS

9. **Valuation Date(s):** February 26, 2024, February 24, 2025, February 24, 2026 and February 24, 2027.
- Final Reference Date: The Valuation Date scheduled to fall on February 24, 2027.
10. **Entry Level Observation Dates:** Not Applicable.
11. **Initial Valuation Date(s):** February 24, 2023.
12. **Averaging:** Not Applicable.
13. **Asset Initial Price:** In respect of each Underlying Asset, the Initial Closing Price of such Underlying Asset.
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

20. **Coupon Payout Conditions:** Not Applicable.
21. **Interest Basis:** Not Applicable.
22. **Fixed Rate Instrument Conditions (General Instrument Condition 13):** Not Applicable.

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| 23. | BRL FX Conditions (Coupon Payout Condition 1.1(c)): | Not Applicable. |
| 24. | FX Security Conditions (Coupon Payout Condition 1.1(d)): | Not Applicable. |
| 25. | Floating Rate Instrument Conditions (General Instrument Condition 14): | Not Applicable. |
| 26. | Change of Interest Basis (General Instrument Condition 15): | Not Applicable. |
| 27. | Alternative Fixed Coupon Amount (Coupon Payout Condition 1.1): | Not Applicable. |
| 28. | Lock-In Coupon Amount (Coupon Payout Condition 1.1(f)): | Not Applicable. |
| 29. | Conditional Coupon (Coupon Payout Condition 1.3): | Not Applicable. |
| 30. | Range Accrual Coupon (Coupon Payout Condition 1.4): | Not Applicable. |
| 31. | Performance Coupon (Coupon Payout Condition 1.5): | Not Applicable. |
| 32. | Dual Currency Coupon (Coupon Payout Condition 1.6): | Not Applicable. |
| 33. | Dropback Security (Coupon Payout Condition 1.7): | Not Applicable. |
| 34. | Inflation Index Linked Coupon (Coupon Payout Condition 1.8): | Not Applicable. |

AUTOCALL PAYOUT CONDITIONS

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| 35. | Automatic Early Exercise (General Instrument Condition 17): | 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 Exercise Day(s) for the purposes of "Second Automatic Early Exercise Date Specific Adjustment":	Early Specified Five Business Days.
	–	Relevant Early Determination Date:	Automatic Exercise The Latest Reference Date in respect of the Applicable Date corresponding to such Scheduled Automatic Early Exercise Date.
(iii)	Automatic Amount(s):	Early Exercise	In respect of each Applicable Date, the Autocall Event Amount corresponding to such Applicable Date.
36.	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 Autocall Event:	Not Applicable.
(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 each Underlying Asset, 100 per cent. (100%) of the Asset Initial Price of such Underlying Asset.
	–	Autocall Level Comparative Method:	Not Applicable.
(v)	TARN Amount:		Not Applicable.
(vi)	Autocall Observation Date:		Each date set forth in the Autocall Table in the column entitled "Autocall Observation Date".
	–	Set of Autocall Averaging Dates:	Not Applicable.
(vii)	Autocall Observation Period:		Not Applicable.
(viii)	Autocall Event Amount:		Autocall Multiplier Method is applicable.
	(a)	Autocall Protection Level:	Not Applicable.
	(b)	Autocall Event Floor Amount:	Not Applicable.
	(c)	Autocall Event Base Amount:	EUR 1,000.

- (d) Autocall Value Multiplicand: EUR 70.
- (e) Autocall Asset Price: Not Applicable.
- (f) Autocall Coupon Rate: Not Applicable.
- (g) Multiplier: Not Applicable.
- (ix) Simultaneous Autocall Conditions: Not Applicable.
- (x) Autocall Observation Period (Per AOD): Not Applicable.

AUTOCALL TABLE		
Autocall Observation Date	Automatic Early Exercise Date	Autocall Value Multiplier
The Valuation Date scheduled to fall on February 26, 2024	March 4, 2024	1
The Valuation Date scheduled to fall on February 24, 2025	March 3, 2025	2
The Valuation Date scheduled to fall on February 24, 2026	March 3, 2026	3

SETTLEMENT AMOUNT AND PAYOUT CONDITIONS

- 37. **Settlement:** Cash Settlement is applicable.
- 38. **Single Limb Payout (Payout Condition 1.1):** Not Applicable.
- 39. **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: 128 per cent. (128%).
 - (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)	Payout 12 (Payout Condition 1.2(b)(i)(L)):	Not Applicable.
(xiv)	Payout 13 (Payout Condition 1.2(b)(i)(M)):	Not Applicable.
(xv)	Payout 14 (Payout Condition 1.2(b)(i)(N)):	Not Applicable.
(xvi)	Downside Cash Settlement (Payout Condition 1.2(c)(i)(A)):	Applicable, for the purpose of Payout Condition 1.2(c)(i)(A), Minimum Percentage is applicable.
(a)	Minimum Percentage:	100 per cent. (100%).
(b)	Final Value:	Not Applicable.
(c)	Initial Value:	Not Applicable.
(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.
	(o)	Reference Value (Final Value):		Not Applicable.
	(p)	Reference Value (Initial Value):		Not Applicable.
	(q)	Basket Strike:		Not Applicable.
	(xvii)	Downside Physical Settlement (Payout Condition 1.2(c)(ii)):		Not Applicable.
40.		Dual Currency Payout (Payout Condition 1.4):		Not Applicable.
41.		Warrants Payout (Payout Condition 1.3):		Not Applicable.
42.		Portfolio Payout (Payout Condition 1.5):		Not Applicable.
43.		One-Delta Open-Ended Optional Redemption Payout (Payout Condition 1.6):		Not Applicable.
44.		Basket Dispersion Lock-In Payout (Payout Condition 1.7):		Not Applicable.
45.		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:		In respect of each Underlying Asset, 100 per cent. (100%) 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.
- (vii) Dual Digital Event Condition: Not Applicable.
- 46. **Trigger Event Conditions (Payout Condition 3):** Not Applicable.
- 47. **Currency Conversion:** Not Applicable.
- 48. **Physical Settlement (General Instrument Condition 9(e)):** Not Applicable.
- 49. **Non-scheduled Early Repayment Amount:** Fair Market Value.
 - Adjusted for Issuer Expenses and Costs: Applicable.

EXERCISE PROVISIONS

- 50. **Exercise Style of Certificates (General Instrument Condition 9):** The Certificates are European Style Instruments. General Instrument Condition 9(b) is applicable.
- 51. **Exercise Period:** Not Applicable.
- 52. **Specified Exercise Dates:** Not Applicable.
- 53. **Expiration Date:** If:
 - (i) an Automatic Early Exercise Event does not occur on any Applicable Date, the Latest Reference Date in respect of the Final Reference Date; or
 - (ii) an Automatic Early Exercise Event occurs on any Applicable Date, the Latest Reference Date in respect of such Applicable Date.
 - Expiration Date is Business Day Adjusted: Not Applicable.
- 54. **Redemption at the option of the Issuer (General Instrument Condition 18):** Not Applicable.
- 55. **Automatic Exercise (General Instrument Condition 9(i)):** The Certificates are Automatic Exercise Instruments – General Instrument Condition 9(i) is applicable, save that General Instrument Condition 9(i)(ii) is not applicable.
- 56. **Minimum Exercise Number (General Instrument Condition 12(a)):** Not Applicable.
- 57. **Permitted Multiple (General Instrument** Not Applicable.

Condition 12(a):

58. **Maximum Exercise Number:** Not Applicable.

59. **Strike Price:** Not Applicable.

60. **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 / SWAP RATE LINKED INSTRUMENT / CREDIT LINKED INSTRUMENT

61. **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 Enel S.p.A.	ENEL IM <Equity> / ENEI.MI	IT0003128367	Borsa Italiana
The ordinary shares of E.ON SE	EOAN GY <Equity> / EONGn.DE	DE000ENAG999	XETRA
The ordinary shares of Fortum OYJ	FORTUM FH <Equity> / FORTUM.HE	FI0009007132	Nasdaq Helsinki

62. **Share Linked Instruments:** Applicable.

(i) Single Share or Share Basket or Multi-Asset Basket: Share Basket.

(ii) Name of Share(s): As specified in the column entitled "Underlying Asset" in the Underlying Asset Table.

(iii) Exchange(s): In respect of each Share, as specified in the column entitled "Exchange" in the Underlying Asset Table.

(iv) Related Exchange(s): In respect of each Share, All Exchanges.

(v) Options Exchange: In respect of each Share, Related Exchange.

(vi) Valuation Time: Default Valuation Time.

(vii) Single Share and Reference Dates – Consequences of Disrupted Days: 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):	Applicable in respect of each Reference Date – as specified in Share Linked Condition 1.5.
(a)	Maximum Days of Disruption:	As specified in Share Linked Condition 7.
(b)	No Adjustment:	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 Trading Day and Common Disrupted Day):	Not Applicable.
(xv)	Fallback Valuation Date:	Not Applicable.
(xvi)	Change in Law:	Applicable.
(xvii)	Correction of Share Price:	Applicable.
(xviii)	Correction Cut-off Date:	Default Correction Cut-off Date is applicable in respect of: each Reference Date.
(xix)	Depository Receipts Provisions:	Not Applicable.
(xx)	Closing Share Price (Italian Reference Price):	Applicable to the ordinary shares of Enel S.p.A.
(xxi)	Reference Price subject to Dividend Adjustment:	Not Applicable.
63.	Index Linked Instruments:	Not Applicable.

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| 64. | Commodity Linked Instruments (Single Commodity or Commodity Basket): | Not Applicable. |
| 65. | Commodity Linked Instruments (Single Commodity Index or Commodity Index Basket): | Not Applicable. |
| 66. | FX Linked Instruments: | Not Applicable. |
| 67. | Inflation Linked Instruments: | Not Applicable. |
| 68. | Fund-Linked Instruments: | Not Applicable. |
| 69. | Multi-Asset Basket Linked Instruments: | Not Applicable. |
| 70. | Swap Rate Linked Instruments: | Not Applicable. |
| 71. | Credit Linked Certificates: | Not Applicable. |

GENERAL PROVISIONS APPLICABLE TO THE CERTIFICATES

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| 72. | FX Disruption Event/ FX Linked Conditions Disruption Event/CNY FX Disruption Event/Currency Conversion Disruption Event (General Instrument Condition 16): | FX Disruption Event is applicable to the Instruments, General Instrument Condition 16 shall apply. |
| 73. | Hedging Disruption: | Applicable. |
| 74. | Rounding (General Instrument Condition 27): | |
| | (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. |
| 75. | Additional Business Centre(s): | Not Applicable. |
| | – Non-Default Business Day: | Not Applicable. |
| 76. | Principal Financial Centre: | Not Applicable. |
| 77. | Form of Certificates: | Euroclear/Clearstream Instruments. |
| 78. | Representation of Holders: | Not Applicable. |
| 79. | Identification information of Holders in relation to French Law Instruments (General Instrument Condition 3(d)): | Not Applicable. |
| 80. | Minimum Trading Number (General | One Certificate (corresponding to an amount of EUR |

	Instrument Condition 5(c)):	1,000).
81.	Permitted Trading Multiple (General Instrument Condition 5(c)):	One Certificate (corresponding to an amount of EUR 1,000).
82.	Calculation Agent (General Instrument Condition 22):	Goldman Sachs International.
83.	Governing Law:	English law.

DISTRIBUTION

84.	Method of distribution:	Non-syndicated.
	(i) If syndicated, names and addresses of Managers and underwriting commitments:	Not Applicable.
	(ii) Date of Subscription Agreement:	Not Applicable.
	(iii) If non-syndicated, name and address of Dealer:	Goldman Sachs International (" GSI ") (including its licensed branches) shall act as Dealer and purchase all Securities from the Issuer, provided that Goldman Sachs Bank Europe SE may act as Dealer in respect of some or all of the Securities acquired by it from GSI.
85.	Non-exempt Offer:	An offer of the Certificates may be made by the placers other than pursuant to Article 1(4) of the EU Prospectus Regulation in Hungary (the " Public Offer Jurisdiction ") during the period commencing on (and including) February 6, 2023 and ending on (and including) February 24, 2023 (the " Offer Period "). See further paragraph entitled "Terms and Conditions of the Offer" below.
86.	(i) Prohibition of Sales to EEA Retail Investors:	Not Applicable.
	(ii) Prohibition of Sales to UK Retail Investors:	Not Applicable.
87.	Prohibition of Offer to Private Clients in Switzerland:	Applicable.
88.	Swiss withdrawal right pursuant to article 63 para 5 FinSO:	Not Applicable.
89.	Consent to use the Base Prospectus in Switzerland:	Not Applicable
90.	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** Not Applicable; the Securities will not be listed or admitted to trading on any exchange.

2. **LIQUIDITY ENHANCEMENT AGREEMENTS** Not Applicable.

3. **RATINGS** Not Applicable.

4. **INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE OFFER**

The Issue Price of 100 per cent. (100%) of the Aggregate Nominal Amount includes a selling commission of up to 2.00 per cent. (2.00%) of the Aggregate Nominal Amount which has been paid by the Issuer.

5. **REASONS FOR THE OFFER, ESTIMATED NET AMOUNT OF PROCEEDS AND TOTAL EXPENSES**

(i) Reasons for the offer: See "Use of Proceeds" in the Base Prospectus.

(ii) Estimated net amount of proceeds: Not Applicable.

(iii) Estimated total expenses: Not Applicable.

6. **PERFORMANCE AND VOLATILITY OF THE UNDERLYING ASSET(S)**

Details of the past and further performance and volatility of each 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 number(s): Not Applicable.

Delivery: Delivery against payment.

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

Operational contact(s) for Principal Programme 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 1(4) of the EU Prospectus Regulation in the Public Offer Jurisdiction during the period commencing on (and including) February 6, 2023 and ending on (and including) February 24, 2023.

Offer Price:	Issue Price.
Conditions to which the offer is subject:	<p>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.</p> <p>The Offer Period is subject to adjustment by or on behalf of the Issuer in accordance with the applicable regulations and any adjustments to such period will be published by way of notice which will be available on the website of the Issuer (https://classic.gs.de/hu/XS2556421118).</p> <p>The offer of the Certificates in the Public Offer Jurisdiction may be withdrawn in whole or in part at any time before the Issue Date at the discretion of the Issuer.</p>
Description of the application process:	The subscription forms will be collected by the distributor either directly from end investors or via brokers who are allowed to collect forms on behalf of the distributor. There is no preferential subscription right for this offer.
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:	<p>The minimum amount of application per investor will be EUR 1,000 in amount of the Securities.</p> <p>The maximum amount of application will be subject only to availability at the time of application.</p>
Details of the method and time limits for paying up and delivering the Certificates:	<p>Each subscriber shall pay the Issue Price to the relevant distributor who shall pay the Issue Price reduced by the selling commission to the Issuer.</p> <p>The delivery of the subscribed Securities will be made after the Offer Period on the Issue Date.</p>
Manner in and date on which results of the offer are to be made public:	The results of the offer will be filed with the <i>Commission de Surveillance du Secteur Financier</i> (CSSF) and published on the website of the Issuer (https://classic.gs.de/hu/XS2556421118) 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.
	In other EEA countries, offers will only be made pursuant to an exemption from the obligation under the EU Prospectus Regulation as implemented in such countries to publish a prospectus.
	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:	Allocation of Securities is simultaneous with the acceptance of the offer by each individual investor and subject to (i) the availability of funds in his or her account for the total amount invested and (ii) the total amount for which acceptances have been received not exceeding the maximum Aggregate Nominal Amount of Certificates in the Series.
Amount of any expenses and taxes specifically charged to the subscriber or purchaser. Where required and to the extent they are known, include those expenses contained in the price:	The Entry Costs (as described in Commission Delegated Regulation (EU) 2017/653, which supplements Regulation (EU) No 1286/2014) contained in the price of the Securities as of the date of these Final Terms is 3.3 per cent. (3.3%) of the Aggregate Nominal Amount. Such Entry Costs may change during the Offer Period and over the term of the Securities. For the amount of the Entry Costs at the time of purchase, please refer to the cost disclosure under Regulation (EU) No 1286/2014.
	There are no expenses specifically charged to the subscriber or purchaser other than that specified in the following paragraph.
	The Issue Price of 100 per cent. (100%) of the Aggregate Nominal Amount includes a selling commission of up to 2.00 per cent. (2.00%) of the Aggregate Nominal Amount which has been paid by the Issuer.

Please refer to "Hungarian Tax Considerations", "United Kingdom Tax Considerations" and "United States 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:

MKB Bank Nyrt, 1056 Budapest, Váci u. 38., Hungary, and such other placers as may be notified to potential investors from time to time by publication on the Issuer's website (<https://classic.gs.de/hu/XS2556421118>) 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 are allowed to use the Base Prospectus:

MKB Bank Nyrt, 1056 Budapest, Váci u. 38., Hungary, and such other placers as may be notified to potential investors from time to time by publication on the Issuer's website (<https://classic.gs.de/hu/XS2556421118>) in accordance with the applicable laws and regulations of the Public Offer Jurisdiction.

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:

The Issuer consents to the use of the Base Prospectus in connection with the making of an offer of the Securities to the public requiring the prior publication of a prospectus under the EU Prospectus Regulation (a "**Non-exempt Offer**") by the financial intermediary/ies (each, an "**Authorised Offeror**") in the Public Offer Jurisdiction.

Each Authorised Offeror (i) has the Issuer's consent to use the Base Prospectus in respect of offers of the Securities made in the Public Offer Jurisdiction provided that it complies with all applicable laws and regulations, and (ii) has the Issuer's consent to use the Base Prospectus in respect of private placements of the Securities that do not subject the Issuer or any affiliate of the Issuer to any additional obligation to make any filing, registration, reporting or similar requirement with any financial regulator or other governmental or quasi-governmental authority or body or securities exchange, or subject any officer, director or employee of the Issuer or any affiliate of the Issuer to personal liability, where such private placements are conducted in compliance with the applicable laws of the relevant jurisdictions thereof.

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 Calculation Amount per Certificate is EUR 1,000 and the Issue Price is 100 per cent. (100%) of the Aggregate Nominal Amount;
- (ii) in respect of each Underlying Asset, the Autocall Level is 100 per cent. (100%) of the Asset Initial Price of such Underlying Asset and the Barrier Level is 100 per cent. (100%) of the Asset Initial Price of such Underlying Asset; and
- (iii) the Autocall Event Base Amount is EUR 1,000 and the Autocall Value Multiplicand is EUR 70; and
- (iv) the Redemption Percentage is 128 per cent. (128%) and the Minimum Percentage is 100 per cent. (100%).

For the purposes of these Examples only, the Aggregate Nominal Amount is EUR 15,000,000. The actual Aggregate Nominal Amount will be determined by the Calculation Agent on or around February 24, 2023 and may be lesser or greater the EUR 15,000,000 (but shall not be greater than EUR 91,000,000).

AUTOMATIC EARLY EXERCISE

Example 1 – Automatic Early Exercise: *The Reference Price of each Underlying Asset for the first Autocall Observation Date is greater than or equal to its respective Autocall Level for such Autocall Observation Date. The Autocall Value Multiplier is 1.*

In this Example, the Certificates will be automatically exercised on such Autocall Observation Date, and the Automatic Early Exercise Amount payable per Certificate (of the Calculation Amount) on the Automatic Early Exercise Date immediately following such Autocall Observation Date will be an amount in the Settlement Currency equal to the *sum* of (i) the Autocall Event Base Amount, *plus* (ii) the *product* of (a) the Autocall Value Multiplier for such Autocall Observation Date, *multiplied* by (b) the Autocall Value Multiplicand, i.e., EUR 1,070.

Example 2 – no Automatic Early Exercise: *The Reference Price of one Underlying Asset for the first Autocall Observation Date is less than its Autocall Level, and the Reference Price of each other Underlying Asset for such Autocall Observation Date is greater than or equal to its Autocall Level for such Autocall Observation Date.*

In this Example, the Certificates will not be automatically exercised on such Autocall Observation Date and no Autocall Event Amount will be payable on the Automatic Early Exercise Date immediately following such Autocall Observation Date.

SETTLEMENT AMOUNT

Example 3 – positive scenario: *The Certificates have not been automatically exercised on an Applicable Date and the Final Closing Price of each Underlying Asset is 100 per cent. (100%) or more of its respective Asset Initial Price.*

In this Example, the Certificates will be automatically exercised on the Final Reference Date and the Settlement Amount payable per Certificate (of the Calculation Amount) 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 Redemption Percentage, i.e., EUR 1,280.

Example 4 – neutral scenario: *The Certificates have not been automatically exercised on an Applicable Date,*

the Final Closing Price of one Underlying Asset is 100 per cent. (100%) of its Asset Initial Price and the Final Closing Price of each other Underlying Asset is 99 per cent. (99%) or less of its Asset Initial Price.

In this Example, the Certificates will be automatically exercised on the Final Reference Date and the Settlement Amount payable per Certificate (of the Calculation Amount) 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 Minimum Percentage, i.e., EUR 1,000.

ISSUE-SPECIFIC SUMMARY OF THE SECURITIES

INTRODUCTION AND WARNINGS		
<p>This Summary should be read as an introduction to the prospectus (the "Prospectus") (comprised of the base prospectus dated January 13, 2023 (the "Base Prospectus") as supplemented by any supplements (if any) up to, and including, the date of these final terms, read together with the final terms). Any decision to invest in the Securities should be based on a consideration of the Prospectus as a whole by the investor. In certain circumstances, the investor could lose all or part of the invested capital. This Summary only provides key information in order for an investor to understand the essential nature and the principal risks of the Issuer and the Securities, and does not describe all the rights attaching to the Securities (and may not set out specific dates of valuation and potential payments or the adjustments to such dates) that are set out in the Prospectus as a whole. Where a claim relating to the information contained in the Prospectus is brought before a court, the plaintiff investor might, under the national law, have to bear the costs of translating the Prospectus before the legal proceedings are initiated. Civil liability attaches only to those persons who have tabled this summary including any translation thereof, but only where this Summary is misleading, inaccurate or inconsistent, when read together with the other parts of the Prospectus or where it does not provide, when read together with the other parts of the Prospectus, key information in order to aid investors when considering whether to invest in the Securities.</p>		
<p>You are about to purchase a product that is not simple and may be difficult to understand.</p>		
<p>Securities: Issue of the Aggregate Nominal Amount of Four-Year EUR Worst of Autocallable Certificates on the ordinary shares of Enel S.p.A., the ordinary shares of E.ON SE and the ordinary shares of Fortum OYJ, due March 3, 2027 (ISIN: XS2556421118) (the "Securities").</p> <p>The "Aggregate Nominal Amount" will be an amount determined by the Issuer on or around the Issue Date based on the results of the offer and which will be specified in a notice dated on or around the Issue Date. As of the date of this Final Terms, the aggregate nominal amount of the Certificates in the Series is indicatively set at EUR 15,000,000 provided that it may be a greater or lesser amount but shall not exceed EUR 91,000,000.</p>		
<p>Issuer: Goldman Sachs International ("GSI"). Its registered office is Plumtree Court, 25 Shoe Lane, London EC4A 4AU and its Legal Entity Identifier ("LEI") is W22LROWP2IHZNBB6K528.</p>		
<p>Authorised Offeror(s): The authorised offeror is MKB Bank Nyrt, 1056 Budapest, Váci u. 38., Hungary. The authorised offeror is a public company incorporated under the laws of Hungary mainly operating under Hungarian law. Its LEI is 3H0Q3U74FVFED2SHZT16 (the "Authorised Offeror").</p>		
<p>Competent authority: The Base Prospectus was approved on January 13, 2023 by the Luxembourg <i>Commission de Surveillance du Secteur Financier</i> of 283 Route d'Arlon, 1150 Luxembourg (Telephone number: (+352) 26 25 1-1; Fax number: (+352) 26 25 1 – 2601; Email: direction@cssf.lu).</p>		
KEY INFORMATION ON THE ISSUER		
Who is the Issuer of the Securities?		
<p>Domicile and legal form, law under which the Issuer operates and country of incorporation: GSI is a private unlimited liability company incorporated under the laws of England and Wales and was formed on June 2, 1988. GSI is registered with the Registrar of Companies. Its LEI is W22LROWP2IHZNBB6K528.</p>		
<p>Issuer's principal activities: GSI's business principally consists of securities underwriting and distribution; trading of corporate debt and equity securities, non-U.S. sovereign debt and mortgage securities, execution of swaps and derivative instruments, mergers and acquisitions; financial advisory services for restructurings, private placements and lease and project financings, real estate brokerage and finance, merchant banking and stock brokerage and research.</p>		
<p>Major shareholders, including whether it is directly or indirectly owned or controlled and by whom: GSI is directly wholly-owned by Goldman Sachs Group UK Limited. Goldman Sachs Group UK Limited is an indirect wholly owned subsidiary of the Goldman Sachs Group, Inc. ("GSG").</p>		
<p>Key directors: The directors of GSI are Jose M. D. Barroso, Richard J. Gnodde, Sam P. Gyimah, Nigel Harman, Esta E. Stecher, Marius O. Winkelman, Therese L. Miller, Nirubhan Pathmanabhan, Catherine G. Cripps and Lisa A. Donnelly.</p>		
<p>Statutory auditors: GSI's statutory auditor is PricewaterhouseCoopers LLP, of 7 More London Riverside, London, SE1 2RT, England.</p>		
What is the key financial information regarding the Issuer?		
<p>The following table shows selected key historical financial information from GSI's 2021 audited financial statements and the unaudited interim financial information for the nine month period ended September 30, 2022, which were prepared in accordance with international accounting standards in conformity with the requirements of the Companies Act 2006 and International Financial Reporting Standards ("IFRS") adopted pursuant to Regulation (EC) No 1606/2002 as it applies in the E.U. This includes information for the year ended and as of December 31, 2021 and comparative information for the year ended and as of December 31, 2020.</p>		
Summary information – income statement		

	Year ended December 31, 2021 (audited)	Year ended December 31, 2020 (audited)	Nine months ended September 30, 2022 (unaudited)	Nine months ended September 30, 2021 (unaudited)
(in USD millions except for share amounts)				
Selected income statement data				
Total interest income	3,448	4,196	N/A	N/A
Non-interest income ¹	11,414	10,996	9,673	9,244
Profit before taxation	3,552	3,524	4,298	2,743
Operating profit	N/A	N/A	N/A	N/A
Dividend per share	N/A	N/A	N/A	N/A
Summary information – balance sheet				
	As at December 31, 2021 (audited)	As at December 31, 2020 (audited)	As at September 30, 2022 (unaudited)	
(in USD millions)				
Total assets	1,143,420	1,267,858		1,346,714
Total unsecured borrowings ²	79,813	80,351		75,274
Customer and other receivables	86,135	90,380		98,360
Customer and other payables	119,883	100,519		129,967
Total shareholder's equity	38,895	36,578		42,437
(in per cent.)				
Common Equity Tier 1 (CET1) capital ratio	10.7	10.7		11.7
Total capital ratio	15.7	16.1		16.8
Tier 1 leverage ratio	4.2	4.7		5.4

Qualifications in audit report on historical financial information: Not applicable; there are no qualifications in the audit report of GSI on its historical financial information.

What are the key risks that are specific to the Issuer?

The Issuer is subject to the following key risks:

- The payment of any amount due on the Securities is subject to the credit risk of the Issuer. The Securities are the Issuer's unsecured obligations. Investors are dependent on the Issuer's ability to pay all amounts due on the Securities, and therefore investors are subject to the Issuer's credit risk and to changes in the market's view of the Issuer's creditworthiness. The Securities are not bank deposits, and they are not insured or guaranteed by any compensation or deposit protection scheme. The value of and return on the Securities will be subject to the Issuer's credit risk and to changes in the market's view of the Issuer's creditworthiness.
- GSG and its consolidated subsidiaries ("Goldman Sachs") is a leading global investment banking, securities and investment management group and faces a variety of significant risks which may affect the Issuer's ability to fulfil its obligations under the Securities, including market and credit risks, liquidity risks, business activities and industry risks, operational risks and legal, regulatory and reputational risks.
- GSI is a wholly-owned subsidiary of the Goldman Sachs group and a key banking subsidiary of the Goldman Sachs group. As a result, it is subject to a variety of risks that are substantial and inherent in its businesses including risks relating to economic and market conditions, regulation, Brexit, market volatility, liquidity, credit markets, concentration of risk, credit quality, composition of client base, derivative transactions, operational infrastructure, cyber security, risk management, business initiatives, operating in multiple jurisdictions, conflicts of interest, competition, changes in underliers, personnel, negative publicity, legal liability, catastrophic events and climate change.
- GSI is subject to the Bank Recovery and Resolution Directive, which is intended to enable a range of actions to be taken by a resolution authority in relation to credit institutions and investment firms considered by the resolution authority to be at risk of failing and where such action is necessary in the public interest. The resolution powers available to the resolution authority include powers to (i) write down the amount owing, including to zero, or convert the Securities into other securities, including ordinary shares of the relevant institution (or a subsidiary) – the so-called "bail-in" tool; (ii) transfer all or part of the business of the relevant institution to a "bridge bank"; (iii)

¹ "Fees and commissions" are included within "non-interest income" and therefore are not included as a single line item.

² "Subordinated loans" are included within "total unsecured borrowings" and therefore are not included as a single line item.

transfer impaired or problem assets to an asset management vehicle; and (iv) sell the relevant institution to a commercial purchaser. In addition, the resolution authority is empowered to modify contractual arrangements, suspend enforcement or termination rights that might otherwise be triggered. The resolution regime is designed to be triggered prior to insolvency, and holders of Securities may not be able to anticipate the exercise of any resolution power by the resolution authority. Further, holders of Securities would have very limited rights to challenge the exercise of powers by the resolution authority, even where such powers have resulted in the write down of the Securities or conversion of the Securities to equity.

KEY INFORMATION ON THE SECURITIES

What are the main features of the Securities?

Type and class of Securities being offered and security identification number(s):

The Securities are cash settled Securities which are share-linked Securities in the form of certificates.

The Securities will be cleared through Euroclear Bank S.A./N.V. and Clearstream Banking S.A.

The Issue Date of the Securities is March 3, 2023. The issue price of the Securities is 100 per cent. (100%) of the Aggregate Nominal Amount (the "**Issue Price**").

ISIN: XS2556421118; Common Code: 255642111; Valoren: 115990333.

Currency, denomination, amount of Securities issued and term of the Securities: The currency of the Securities will be Euro ("**EUR**" or the "**Settlement Currency**"). The calculation amount is EUR 1,000.

Maturity Date: March 3, 2027. This is the date on which the Securities are scheduled to be redeemed, subject to adjustment in accordance with the terms and conditions and subject to an early exercise of the Securities.

Rights attached to the Securities:

The Securities will give each investor the right to receive a return, together with certain ancillary rights such as the right to receive notice of certain determinations and events. The return on the Securities will comprise the potential payment of the Autocall Event Amount or the Settlement Amount, and the amounts payable will depend on the performance of the following Underlying Assets:

Underlying Assets or the Shares	Bloomberg / Reuters / ISIN	Exchange
The ordinary shares of Enel S.p.A.	ENEL IM <Equity> / ENEI.MI / IT0003128367	Borsa Italiana
The ordinary shares of E.ON SE	EOAN GY <Equity> / EONGn.DE / DE000ENAG999	XETRA
The ordinary shares Fortum OYJ	FORTUM FH <Equity> / FORTUM.HE / FI0009007132	Nasdaq Helsinki

Autocall Event Amount: on an Autocall Observation Date, if the Reference Price of each Underlying Asset is greater than or equal to its Autocall Level, the Securities will be automatically exercised early on such Autocall Observation Date, and the Autocall Event Amount in respect of such Autocall Observation Date shall be payable in respect of each Security on the following Autocall Payment Date.

Settlement Amount: unless previously exercised early, or purchased and cancelled, or unless the Securities are exercised early on an Autocall Observation Date, the Settlement Amount in EUR payable in respect of each Security on the Maturity Date will be:

- If the Final Closing Price of each Underlying Asset is equal to or greater than its respective Barrier Level, the Settlement Amount payable in respect of each Security will be EUR 1,280; or
- If the Final Closing Price of any Underlying Asset is less than its Barrier Level, the Settlement Amount payable in respect of each Security will be EUR 1,000.

Non-scheduled Early Repayment Amount: 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), or (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.

Defined terms:

- **Asset Initial Price:** the Initial Closing Price.
- **Autocall Event Amount:** in respect of each Autocall Observation Date an amount equal to the *sum* of (i) the Autocall Event Base Amount, *plus* (ii) the *product* of (a) the Autocall Value Multiplier for such Autocall Observation Date, *multiplied* by (b) the Autocall Value Multiplicand.
- **Autocall Event Base Amount:** EUR 1,000.
- **Autocall Level:** in respect of each Underlying Asset and an Autocall Observation Date 100 per cent. (100%) of its Asset Initial Price.
- **Autocall Observation Dates:** February 26, 2024, February 24, 2025 and February 24, 2026, in each case, subject to adjustment in accordance with the terms and conditions.
- **Autocall Payment Dates:** March 4, 2024, March 3, 2025 and March 3, 2026, in each case, subject to adjustment in accordance with the terms and conditions.
- **Autocall Value Multiplicand:** EUR 70.
- **Autocall Value Multiplier:** in respect of each Autocall Observation Date, a series of unique ascending whole numbers starting from 1 in respect of the first Autocall Observation Date and ending at 3 in respect of the final Autocall Observation Date.
- **Barrier Level:** in respect of each Underlying Asset, 100 per cent. (100%) of its Initial Closing Price.
- **CA:** Calculation Amount, EUR 1,000.
- **Final Closing Price:** in respect of each Underlying Asset, its Reference Price on February 24, 2027, subject to adjustment in accordance with the terms and conditions.
- **Initial Closing Price:** in respect of each Underlying Asset, its Reference Price on February 24, 2023, subject to adjustment in accordance with the terms and conditions.
- **Reference Price:** in respect of each Underlying Asset other than the ordinary shares of Enel S.p.A., the closing share price on the relevant Exchange of such Underlying Asset for the relevant date, and, for the ordinary shares of Enel S.p.A., the "Prezzo di Riferimento" of such share on such day as published by the Borsa Italiana S.p.A. at the close of trading for such day and having the meaning ascribed thereto in the rules of the markets organised and managed by the Borsa Italiana S.p.A.

Governing law: The Securities are governed by English law.

Status of the Securities:

The Securities are unsubordinated and unsecured obligations of the Issuer and will rank equally among themselves and with all other unsubordinated and unsecured obligations of the Issuer from time to time outstanding.

The taking of any action by a resolution authority under the Bank Recovery and Resolution Directive, in relation to the Issuer could materially affect the value of, or any repayments linked to, the Securities, and/or risk a conversion into equity of the Securities.

Description of restrictions on free transferability of the Securities:

The Securities have not been and will not be registered under the U.S. Securities Act of 1933 (the "**Securities Act**") and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons except in certain transactions exempt from the registration requirements of the Securities Act and applicable state securities laws.

No offers, sales or deliveries of the Securities, or distribution of any offering material relating to the Securities, may be made in or from any jurisdiction except in circumstances that will result in compliance with any applicable laws and regulations.

Subject to the above, the Securities will be freely transferable.

Where will the Securities be traded?

Not Applicable; the Securities will not be listed or admitted to trading on any exchange.

What are the key risks that are specific to the Securities?

Risk factors associated with the Securities: The Securities are subject to the following key risks:

The value and quoted price of your Securities (if any) at any time will reflect many factors and cannot be predicted. Depending on the performance of the Underlying Assets, you may lose some of your investment.

- The market price of your Securities prior to maturity may be significantly lower than the purchase price you pay for them. Consequently, if you sell your Securities before the stated scheduled redemption date, you may receive far less than your original invested amount.
- Your Securities may be redeemed in certain extraordinary circumstances set out in the conditions of the Securities prior to scheduled maturity and, in such case, the early redemption amount paid to you may be less than the amount you paid for the Securities and might be zero.
- The principal repaid at maturity will not provide protection from the effect of inflation. After adjustment for inflation, the real return (or yield) on the Securities at maturity could be negative. Accordingly, inflation may have a negative effect on the value of and return on the Securities.

Risks relating to certain features of the Securities:

- The terms and conditions of your Securities provide that the Securities are subject to a cap. Therefore, your ability to participate in any change in the value of the Underlying Assets over the term of the Securities will be limited, no matter how much the price of the Underlying Assets may rise beyond the cap level over the life of the Securities. Accordingly, the return on your Securities may be significantly less than if you had purchased the Underlying Assets directly.
- The terms and conditions of your Securities provide that the return on the Securities depends on the "worst-of" performance of the basket of Underlying Assets. Therefore, you will be exposed to the performance of each Underlying Asset and, in particular, to the Underlying Asset which has the worst performance. This means that, irrespective of how each other Underlying Asset performs, if any Underlying Asset fails to meet a relevant threshold or barrier for the calculation of any settlement amount, you could lose some or all of your initial investment.

Risks relating to the Underlying Assets:

- *The value of and return on your Securities depends on the performance of the Underlying Assets.* The return on your Securities depends on the performance of the Underlying Assets. The price of the Underlying Assets may be subject to unpredictable change over time. This degree of change is known as "volatility". The volatility of an Underlying Asset may be affected by national and international financial, political, military or economic events, including governmental actions, or by the activities of participants in the relevant markets. Any of these events or activities could adversely affect the value of and return on the Securities. Volatility does not imply direction of the price, though an Underlying Asset that is more volatile is likely to increase or decrease in value more often and/or to a greater extent than one that is less volatile.
- *Past performance of an Underlying Asset is not indicative of future performance.* You should not regard any information about the past performance of the Underlying Assets as indicative of the range of, or trends in, fluctuations in the Underlying Assets that may occur in the future. Underlying Assets may perform differently (or the same) as in the past, and this could have material adverse effect on the value of and return on your Securities.
- The performance of Shares is dependent upon macroeconomic factors, such as interest and price levels on the capital markets, currency developments, political factors as well as company-specific factors such as earnings position, market position, risk situation, shareholder structure and distribution policy, as well as business risks faced by the issuers thereof. Any one or a combination of such factors could adversely affect the performance of the Underlying Assets which, in turn, would have a negative effect on the value of and return on your Securities.

KEY INFORMATION ON THE OFFER OF THE SECURITIES TO THE PUBLIC AND/OR THE ADMISSION TO TRADING ON A REGULATED MARKET

Under which conditions and timetable can I invest in this Security?

Terms and conditions of the offer:

An offer of the Securities may be made other than pursuant to Article 1(4) of the Prospectus Regulation in Hungary (the "**Public Offer Jurisdiction**") by the Authorised Offeror during the period commencing on (and including) February 6, 2023 and ending on (and including) February 24, 2023.

The Offer Price is the Issue Price. The Authorised Offeror will offer and sell the Securities to its customers in accordance with arrangements in place between the Authorised Offeror and its customers by reference to the Issue Price and market conditions prevailing at the time.

Estimated expenses charged to the investor by the Issuer/offerrer: The Issue Price includes a selling commission of up to 2.00 per cent. (2.00%) of the Aggregate Nominal Amount which has been paid by the Issuer.

Who is the offeror and/or the person asking for admission to trading?

See the item entitled "Authorised Offeror" above.

Why is this Prospectus being produced?

Reasons for the offer or for the admission to trading on a regulated market, estimated net amount of proceeds and

use of proceeds: The net amount of proceeds of the offer will be used by the Issuer to provide additional funds for its operations and for other general corporate purposes (i.e., for making profit and/or hedging certain risks).

Underwriting agreement on a firm commitment basis: The offer of the Securities is not subject to an underwriting agreement on a firm commitment basis.

Material conflicts pertaining to the issue/offer:

Fees shall be payable to the Authorised Offeror.

The Issuer is subject to a number of conflicts of interest between its own interests and those of holders of Securities, including: (a) in making certain calculations and determinations, there may be a difference of interest between the investors and the Issuer, (b) in the ordinary course of its business the Issuer (or an affiliate) may effect transactions for its own account and may enter into hedging transactions with respect to the Securities or the related derivatives, which may affect the market price, liquidity or value of the Securities, and (c) the Issuer (or an affiliate) may have confidential information in relation to the Underlying Assets or any derivative instruments referencing them, but which the Issuer is under no obligation (and may be subject to legal prohibition) to disclose.