



**PROSPECTUS SUPPLEMENT NO. 2
TO THE BASE PROSPECTUS DATED 15 JULY 2022**

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 15 July 2022 prepared by Goldman, Sachs & Co. Wertpapier GmbH ("**GSW**") as issuer, Goldman Sachs Finance Corp International Ltd ("**GSFCI**") as issuer, Goldman Sachs International ("**GSI**") as issuer and as guarantor in respect of certain Securities only and The Goldman Sachs Group, Inc. ("**GSG**") as guarantor in respect of certain Securities only (the "**Original Base Prospectus**") under their Series P programme for the issuance of warrants, notes and certificates with respect to the Securities (the "**Programme**"), constitutes a supplement to the Base Prospectus for the purposes of Article 23(1) of Regulation (EU) 2017/1129 (as amended, the "**EU Prospectus Regulation**") and should be read in conjunction with Prospectus Supplement No. 1 to the Original Base Prospectus dated 27 July 2022 (the Original Base Prospectus as so supplemented, the "**Base Prospectus**"). On 15 July 2022, 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(2a) of the EU Prospectus Regulation, investors in the European Economic Area who have already agreed to purchase or subscribe for Securities issued under the Programme before this Prospectus Supplement is published and where the Securities have not yet been delivered to them at the time when the significant new factor, material mistake or material inaccuracy to which this Prospectus Supplement relates, arose or was noted have the right, exercisable until 30 August 2022, 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 (a) incorporate by reference GSI's 2022 Second Quarter Financial Report (as defined below), (b) incorporate by reference GSG's 2022 Second Quarter Form 10-Q (as defined below), (c) amend and update certain information in respect of the following sections of the Base Prospectus: "*General Terms and Conditions of the Instruments*", "*General Terms and Conditions of the Notes*", "*Index Linked Conditions*", "*FX Linked Conditions*", "*Introduction to the Fund Linked Conditions*", "*Fund Linked Conditions*", "*Form of Final Terms (Instruments)*", "*Form of Final Terms (Notes)*", "*Form of Pricing Supplement (Instruments)*" and "*Form of Pricing Supplement (Notes)*" and (d) make certain changes to the information in the "*Documents Incorporated by Reference*", "*Goldman Sachs International*" and "*General Information*" sections of the Base Prospectus.

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.

Information being supplemented

Incorporation by reference

This Prospectus Supplement supplements the Base Prospectus by incorporating by reference:

- (a) the Unaudited Quarterly Financial Report of GSI for the period ended 30 June 2022 ("**GSI's 2022 Second Quarter Financial Report**"), containing, in Part II, the Unaudited Financial Statements of GSI for the period ended 30 June 2022 ("**GSI's 2022 Second Quarter Financial Statements**"); and
- (b) the Quarterly Report on Form 10-Q for the second fiscal quarter ended 30 June 2022 of GSG ("**GSG's 2022 Second Quarter Form 10-Q**"), as filed with the U.S. Securities and Exchange Commission ("**SEC**") on 3 August 2022.

Copies of GSI's 2022 Second Quarter Financial Report and GSG's 2022 Second Quarter Form 10-Q have been filed with the CSSF in its capacity as competent authority under the Luxembourg Law dated 16 July 2019 on prospectuses for securities.

GSI's 2022 Second Quarter Financial Report and GSG's 2022 Second Quarter Form 10-Q are incorporated by reference into, and forms part of, this Prospectus Supplement, and the information contained in this Prospectus Supplement, GSI's 2022 Second Quarter Financial Report and GSG's 2022 Second Quarter Form 10-Q shall be deemed to update and, where applicable, supersede any information contained in the Base Prospectus, or any documents incorporated by reference therein.

Amendments and updates to certain information in the Base Prospectus

The Base Prospectus is amended and supplemented as follows:

1. Amendments to the section entitled "Documents Incorporated by Reference**"**

The information in the section entitled "*Documents Incorporated by Reference*" is amended and supplemented by:

- (a) deleting sub-section 1 entitled "*Goldman Sachs International*" on pages 129 and 130 of the Base Prospectus in its entirety and replacing it with the following:

"1. Goldman Sachs International

GSI files documents and information with the *Commission de Surveillance du Secteur Financier* (the "CSSF"). The following documents, which GSI has filed with the CSSF, are hereby incorporated by reference into this Base Prospectus:

- (a) The Unaudited Quarterly Financial Report of GSI for the period ended 30 June 2022 ("**GSI's 2022 Second Quarter Financial Report**"), containing, in Part II, the Unaudited Financial Statements of GSI for the period ended 30 June 2022 ("**GSI's 2022 Second Quarter Financial Statements**") (accessible on <https://www.goldmansachs.com/investor-relations/financials/subsidiary-financial-info/gsi/2022/06-30-22-financial-statements.pdf>);
- (b) The Unaudited Quarterly Financial Report of GSI for the period ended 31 March 2022 ("**GSI's 2022 First Quarter Financial Report**"), containing, in Part II, the Unaudited Financial Statements of GSI for the period ended 31 March 2022 ("**GSI's 2022 First Quarter Financial Statements**") (accessible on <https://www.goldmansachs.com/investor-relations/financials/subsidiary-financial-info/gsi/2022/03-31-22-financial-information.pdf>);
- (c) The Annual Report for the period ended 31 December 2021 of GSI ("**GSI's 2021 Annual Report**"), containing, in Part II, the Directors' Report and Audited Financial Statements of GSI for the period ended 31 December 2021 ("**GSI's 2021 Financial Statements**") (accessible on <https://www.goldmansachs.com/investor-relations/financials/subsidiary-financial-info/gsi/2021/12-31-21-financial-statements.pdf>); and
- (d) The Annual Report for the fiscal ended 31 December 2020 of GSI ("**GSI's 2020 Annual Report**"), containing, in Part II, the Directors' Report and Audited Financial Statements of GSI for the period ended 31 December 2020 ("**GSI's 2020 Financial Statements**") (accessible on <https://www.goldmansachs.com/investor-relations/financials/current/subsidiary-financial-info/gsi/12-31-20-financial-statements.pdf>); and

Cross-Reference List

GSI Information in the Fiscal Statement	GSI's 2022 Second Quarter Financial Report	GSI's 2022 First Quarter Financial Report	GSI's 2021 Annual Report	GSI's 2020 Annual Report
Management Report/ Strategic Report	pp. 1-15	pp. 1-3	pp. 2-30	pp. 2-47
Report of the Directors	N/A	N/A	pp. 31-49	pp. 48-54
Balance Sheet	p. 17	p. 5	p. 47	p. 63
Profit and Loss Account / Income Statement	p. 16	p. 4	p. 46	p. 62
Statement of Cash Flows	p. 19	N/A	p. 49	p. 65
Notes to the Financial Statements	pp. 20-34	pp. 6-11	p. 50-90	pp. 66-112

<u>GSI Information in the Fiscal Statement</u>	<u>GSI's 2022 Second Quarter Financial Report</u>	<u>GSI's 2022 First Quarter Financial Report</u>	<u>GSI's 2021 Annual Report</u>	<u>GSI's 2020 Annual Report</u>
Independent Auditors' Report	N/A	N/A	p. 38-45	pp. 55

Any information included in the documents incorporated by reference that is not included in the cross reference list is not incorporated by reference and is therefore not relevant to an investor (meaning that it is not necessary information to be included in this Base Prospectus pursuant to Article 6(1) of the EU Prospectus Regulation and is not otherwise required to be included under the relevant schedules of Commission Delegated Regulation (EU) 2019/980 supplementing Regulation (EU) 2017/1129 of the European Parliament and of the Council and repealing Commission (EC) No 809/2004, (as amended, the "EU PR Regulation").

- (b) deleting sub-section 4 entitled "*The Goldman Sachs Group, Inc.*" on pages 131 and 132 of the Base Prospectus in its entirety and replacing it with the following:

"4. The Goldman Sachs Group, Inc.

GSG files documents and information with the SEC. The following documents, which have previously been published and filed with the SEC, shall be deemed to be incorporated by reference in, and to form part of, this Base Prospectus:

- (a) The Quarterly Report on Form 10-Q for the second fiscal quarter ended 30 June 2022 of the Goldman Sachs Group, Inc. ("**GSG's 2022 Second Quarter Form 10-Q**"), as filed with the SEC on 3 August 2022 (accessible on <https://www.goldmansachs.com/investor-relations/financials/10q/2022/second-quarter-2022-10-q.pdf>);
- (b) The Current Report on Form 8-K dated 18 July 2022 of The Goldman Sachs Group Inc. ("**GSG's 18 July 2022 Form 8-K**") including Exhibit 99.1 ("**Exhibit 99.1 to GSG's 18 July 2022 Form 8-K**") as filed with the SEC on 18 July 2022 (accessible on <https://www.goldmansachs.com/investor-relations/financials/8k/2022/8k-07-18-22.pdf>);
- (c) The Quarterly Report on Form 10-Q for the first fiscal quarter ended 31 March 2022 of the Goldman Sachs Group, Inc. ("**GSG's 2022 First Quarter Form 10-Q**"), as filed with the SEC on 29 April 2022 (accessible on <https://www.goldmansachs.com/investor-relations/financials/10q/2022/first-quarter-2022-10-q.pdf>);
- (d) The Current Report on Form 8-K dated 14 April 2022 of The Goldman Sachs Group Inc. ("**GSG's 14 April 2022 Form 8-K**") including Exhibit 99.1 ("**Exhibit 99.1 to GSG's 14 April 2022 Form 8-K**") as filed with the SEC on 14 April 2022 (accessible on <https://www.goldmansachs.com/investor-relations/financials/8k/2022/8k-04-14-22.pdf>);
- (e) The Proxy Statement relating to GSG's 2022 Annual Meeting of Shareholders on 28 April 2022 ("**GSG's 2022 Proxy Statement**"), as filed with the SEC on 18 March 2022 (accessible on <https://www.goldmansachs.com/investor-relations/financials/proxy-statements/2022/2022-proxy-statement-pdf.pdf>);
- (f) The Annual Report on Form 10-K for the fiscal year ended 31 December 2021 of The Goldman Sachs Group, Inc. ("**GSG's 2021 Form 10-K**"), containing financial statements relating to the fiscal years ended 31 December 2021, 31 December 2020 and 31 December 2019, including Exhibit 21.1, as filed with the U.S. Securities and Exchange Commission on 24 February 2022 (accessible on <https://www.goldmansachs.com/investor-relations/financials/10k/2021/2021-10-k.pdf>).

The following table indicates where information required by the EU PR Regulation is to be disclosed in, and incorporated by reference into, this Base Prospectus can be found in the documents referred to above:

Information required by the EU PR Regulation	Document/Location
Risk factors relating to GSG (<i>Annex 6, Section 3, Item 3.1 of the EU PR Regulation</i>)	GSG's 2021 Form 10-K (pp. 29-55 in the Annual Report, equivalent to pp. 32-58 in the PDF)
Information about GSG	
History and development of the company (<i>Annex 6, Section 4, Item 4.1 of the EU PR Regulation</i>)	GSG's 2020 Form 10-K (p. 1)
Information on the material changes in GSG's borrowing or funding structure since the last financial year (<i>Annex 6, Section 4, Item 4.1.7 of the EU PR Regulation</i>)	GSG's 2021 Form 10-K (pp. 79-82, 121-124, 176-179)
Description of the expected financing of GSG's activities (<i>Annex 6, Item 4, Item 4.1.8 of the EU PR Regulation</i>)	GSG's 2021 Form 10-K (pp. 79-82)
Business overview	
GSG's principal activities (<i>Annex 6, Section 5, Item 5.1 of the EU PR Regulation</i>)	GSG's 2021 Form 10-K (pp. 1-5, 125)
GSG's principal markets (<i>Annex 6, Section 5, Item 5.1.1 (c) of the EU PR Regulation</i>)	GSG's 2021 Form 10-K (pp. 9-10, 57, 208)
Organisational Structure (<i>Annex 6, Section 6, Items 6.1 and 6.2 of the EU PR Regulation</i>)	GSG's 2021 Form 10-K (p. 35, Exhibit 21.1)
Trend information (<i>Annex 6, Section 7, Items 7.1 and 7.2 of the EU PR Regulation</i>)	GSG's 2022 Second Quarter Form 10-Q (pp. 102-165) GSG's 2021 Form 10-K (pp. 58-116)
Administrative, management and supervisory bodies, including conflicts of interest (<i>Annex 6, Section 9, Items 9.1 and 9.2 of the EU PR Regulation</i>)	GSG's 2022 Proxy Statement (pp. 7-31) GSG's 2021 Form 10-K (pp. 25-26)
Beneficial owners of more than five per cent. (<i>Annex 6, Section 10, Item 10.1 of the EU PR Regulation</i>)	GSG's 2022 Proxy Statement (p. 89)
Financial information	
Audited historical financial information for the fiscal years ended 31 December 2020, 31 December 2019, and 31 December 2018 (<i>Annex 6, Section 11, Items 11.1.1 and 11.1.5 of the EU PR Regulation</i>)	GSG's 2021 Form 10-K (pp. 121-226)

Information required by the EU PR Regulation	Document/Location
Audit report (<i>Annex 6, Section 11, Item 11.1.1 of the EU PR Regulation</i>)	GSG's 2021 Form 10-K (pp. 118-120)
Balance sheet (<i>Annex 6, Section 11, Item 11.1.5 of the EU PR Regulation</i>)	GSG's 2021 Form 10-K (p. 122)
Income statement (<i>Annex 6, Section 11, Item 11.1.5 of the EU PR Regulation</i>)	GSG's 2021 Form 10-K (p. 121)
Cash flow statement (<i>Annex 6, Section 11, Item 11.1.5 of the EU PR Regulation</i>)	GSG's 2021 Form 10-K (p. 124)
Accounting policies and explanatory notes (<i>Annex 6, Section 11, Item 11.1.5 of the EU PR Regulation</i>)	GSG's 2021 Form 10-K (pp. 60-63, 125-226)
Unaudited interim and other financial information (<i>Annex 6, Section 11, Item 11.2.1 of the EU PR Regulation</i>)	GSG's 2022 Second Quarter Form 10-Q (pp. 1-98)
Balance sheet (<i>Annex 6, Section 11, Item 11.2.1 of the EU PR Regulation</i>)	GSG's 2022 Second Quarter Form 10-Q (p. 2)
Income statement (<i>Annex 6, Section 11, Item 11.2.1 of the EU PR Regulation</i>)	GSG's 2022 Second Quarter Form 10-Q (p. 1)
Cash flow statement (<i>Annex 6, Section 11, Item 11.2.1 of the EU PR Regulation</i>)	GSG's 2022 Second Quarter Form 10-Q (p. 4)
Accounting policies and explanatory notes (<i>Annex 6, Section 11, Item 11.2.1 of the EU PR Regulation</i>)	GSG's 2022 Second Quarter Form 10-Q (pp. 5-98)
Legal and arbitration proceedings (<i>Annex 6, Section 11, Item 11.4.1 of the EU PR Regulation</i>)	GSG's 2022 Second Quarter Form 10-Q (pp. 88-98)
	GSG's 2021 Form 10-K (pp. 56, 209-218)
Additional information	
Share capital (<i>Annex 6, Section 12, Item 12.1 of the EU PR Regulation</i>)	GSG's 2022 Second Quarter Form 10-Q (pp. 3, 71-74)
	GSG's 2021 Form 10-K (pp. 123, 189-191)

Any information included in the documents incorporated by reference that is not included in the cross-reference list is not incorporated by reference and is therefore not relevant to an investor (meaning that it is not necessary information to be included in this Base Prospectus pursuant to Article 6(1) of the EU Prospectus Regulation and is not otherwise required to be included under the relevant schedules of the Prospectus Regulation)."

2. Amendments to the section entitled "Goldman Sachs International"

The information in the section entitled "*Goldman Sachs International*" is amended and supplemented by deleting the information under the sub-heading entitled "*Selected Financial Information*" on pages 1210 to 1213 of the Base Prospectus and replacing it with the following:

"Selected Financial Information

The selected financial information set out below has been extracted from (i) GSI's 2021 Financial Statements and GSI's 2020 Financial Statements, which have been audited by PricewaterhouseCoopers LLP and on which PricewaterhouseCoopers LLP issued an unqualified audit report and (ii) GSI's 2022 Second Quarter Financial Statements, which have not been audited.

GSI's 2022 Second Quarter Financial Statements, GSI's 2021 Financial Statements and GSI's 2020 Financial Statements have been prepared in accordance with International Financial Reporting Standards ("**IFRS**"). The financial information presented below should be read in conjunction with the financial statements included in such documents, the notes thereto and report thereon.

The following table shows selected key historical financial information in relation to GSI.

	As at and for the six months ended (unaudited)		As at and for the period ended (audited)	
<i>(in USD millions)</i>	30 June 2022	30 June 2021	31 December 2021	31 December 2020
Operating Profit	N/A	N/A	N/A	N/A
Profit before taxation	3,149	1,557	3,552	3,524
Profit for the financial period	2,364	1,246	2,937	2,755
	As at (unaudited)		As at (audited)	
<i>(in USD millions)</i>	30 June 2022		31 December 2021	31 December 2020
Fixed Assets	N/A		567 ¹	507 ¹
Current Assets	N/A		1,139,953	1,263,014
Total Shareholders' Equity	41,467		38,895	36,578

¹ Fixed Assets are computed by adding (i) Property, leasehold improvements and equipment, (ii) Intangible assets and (iii) Right-of-use assets in Note 14. Other Assets of GSI's 2021 Financial Statements.

3. Amendments to the sections entitled "General Terms and Conditions of the Instruments", "General Terms and Conditions of the Notes", "Index Linked Conditions", "FX Linked Conditions", "Introduction to the Fund Linked Conditions", "Fund Linked Conditions", "Form of Final Terms (Instruments)", "Form of Final Terms (Notes)", "Form of Pricing Supplement (Instruments)" and "Form of Pricing Supplement (Notes)"

The information in the sections entitled "*General Terms and Conditions of the Instruments*", "*General*

Terms and Conditions of the Notes", *Index Linked Conditions*", *FX Linked Conditions*", *Introduction to the Fund Linked Conditions*", *Fund Linked Conditions*", *Form of Final Terms (Instruments)*", *Form of Final Terms (Notes)*", *Form of Pricing Supplement (Instruments)*" and *Form of Pricing Supplement (Notes)*" is amended and supplemented as set out in Schedule 1 to this Supplement.

4. Amendments to the section entitled "General Information"

The information in the section entitled "*General Information*" is amended and supplemented by:

- (a) deleting the no significant change and no material adverse change statements relating to GSI in sub-section 3 entitled "*No significant change and no material adverse change*" on page 1334 of the Base Prospectus and replacing it with the following:

"There has been no significant change in the financial position or financial performance of GSI since 30 June 2022. There has been no material adverse change in the prospects of GSI since 31 December 2021.";

- (b) deleting the no significant change and no material adverse change statements relating to GSG in sub-section 3 entitled "*No significant change and no material adverse change*" on page 1334 of the Base Prospectus and replacing it with the following:

"There has been no significant change in the financial position or financial performance of GSG since 30 June 2022. There has been no material adverse change in the prospects of GSG since 31 December 2021.";

- (c) deleting sub-section 4 entitled "*Litigation*" on page 1334 of the Base Prospectus and replacing it with the following:

"4. Litigation

"Save as disclosed in (i) "Legal Proceedings" of Note 27 to the Financial Statements (pages 209 to 218) of GSG's 2021 Form 10-K, (ii) "Legal Proceedings" of Note 27 to the Financial Statements (pages 88 to 98) of GSG's 2022 Second Quarter Form 10-Q, (iii) "Legal Proceedings" of Note 25 to the Financial Statements (pages 70 to 71) of GSI's 2021 Annual Report and (iv) "Legal Proceedings" of Note 18 to the Financial Statements (pages 26 to 27) of GSI's 2022 Second Quarter Financial Report, there have been no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which GSI, GSW, GSFCI or GSG is aware) during the 12 months before the date of this Base Prospectus (as supplemented to, and including, the date of Prospectus Supplement No. 2) which may have, or have had in the recent past, significant effects on GSI, GSW, GSFCI or GSG's financial position or profitability."; and

- (d) deleting sub-section 5 entitled "*Availability of Documents*" on pages 1334 to 1335 of the Base Prospectus and replacing it with the following:

"5. Availability of Documents

Copies of the following documents will be made available for at least 10 years and may be obtained free of charge upon request during normal business hours from the specified office of the Issuers and the office of the Paying Agent in Luxembourg and each of the Paying Agents and (in the case of (i), on https://www.goldman-sachs.ch/ch/media/ch/dokumente/sonstiges/19-10-04-GSFCI_Constitutional_Documents.pdf and in the case of (ii) to (iv),(xx),(xxi) and (xxii) on the website of the Issuer at <https://www.goldmansachs.com/investor-relations/>:

- (i) the constitutional documents of GSI;

- (ii) the constitutional documents of GSW;
- (iii) the constitutional documents of GSFCEI;
- (iv) the certificate of incorporation of GSG;
- (v) GSI's 2022 Second Quarter Financial Report;
- (vi) GSI's 2022 First Quarter Financial Report;
- (vii) GSI's 2020 Annual Report;
- (viii) GSI's 2019 Annual Report;
- (ix) GSW's 2020 Financial Statements;
- (x) GSW's 2019 Financial Statements;
- (xi) GSFCEI's 2020 Financial Statements;
- (xii) GSFCEI's 2019 Financial Statements;
- (xiii) GSG's 18 July 2022 Form 8-K
- (xiv) GSG's 19 February 2021 Form 10-K;
- (xv) GSG's 13 July 2021 Form 8-K;
- (xvi) GSG's 14 April 2021 Form 8-K;
- (xvii) GSG's 2020 Third Quarter Form 10-Q;
- (xviii) GSG's 2021 First Quarter Form 10-Q;
- (xix) GSG's 2022 Second Quarter Form 10-Q;
- (xx) GSG's 2021 Proxy Statement;
- (xxi) the GSG Guaranty;
- (xxii) the GSI Guarantee;
- (xxiii) the GSI (Cayman) Guarantee;
- (xxiv) the Programme Agency Agreement;
- (xxv) the Deed of Covenant and the Cayman Deed of Covenant;
- (xxvi) the Issue Terms for each Tranche or Series of Securities that are listed on the Official List of the Luxembourg Stock Exchange or any other stock exchange;
- (xxvii) a copy of the Base Prospectus;
- (xxviii) a copy of any supplement to the Base Prospectus and Issue Terms; and
- (xxix) all reports, letters and other documents, balance sheets, valuations and statements by any expert any part of which is extracted or referred to in this Base Prospectus."

Applicable Final Terms

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

Interpretation

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

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

U.S. notice

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

The date of this Prospectus Supplement is 25 August 2022.

SCHEDULE 1

Amendments to the Base Prospectus

The Base Prospectus is amended and supplemented as follows:

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

The information in the section entitled "*General Terms and Conditions of the Instruments*" is amended and supplemented as follows:

- (a) in the definition of "Interest Determination Date" contained in Condition 2 (*Definitions and Interpretation*) on page 185, at the end of the definition immediately following the words "prior to such relevant day as specified in the relevant Issue Terms", inserting the words:

"or, if so specified in the relevant Issue Terms, such numbered day within the relevant Interest Period as is specified in the relevant Issue Terms".

- (b) the definition of "Non-Approval Event" on page 189 of the Base Prospectus is deleted in its entirety.
- (c) the definition of "Original Primary Rate Cessation Date" on page 191 of the Base Prospectus is amended by inserting a "" between the words "Date" and "means" and by deleting the words "the earliest to occur of the following events".
- (d) the definition of "Rejection Event" on pages 194 to 195 of the Base Prospectus is deleted in its entirety.
- (e) the definition of "Suspension/Withdrawal Event" on page 198 of the Base Prospectus is deleted in its entirety.
- (f) Condition 14(c)(ii) (*Screen Rate Determination*) on pages 221 to 223 is amended as follows:
- (i) by deleting the words "Where Multiple Screen Rate Determination Rates" is not applicable, the" from the definition of "Relevant Reference Rate" on page 222; and
- (ii) by amending sub-paragraph (B) of the definition of "Reference Rate" on pages 221 to 223 to make last sentence thereof beginning "If the relevant Issue Terms specify "Reference Rate 0% Floor"..." a separate paragraph and left justifying it so that it is directly aligned under "The "**Reference Rate**"..." above it."
- (g) by amending Condition 14(d) (*SOFR Floating Rate Determination*) on pages 223 to 226 as follows:

- (i) in each of Condition 14(d)(i) (*Compounded Daily SOFR – Non-Index Determination*) and Condition 14(d)(ii) (*Compounded Daily SOFR - Index Determination*), immediately following the words at the end of the first paragraph"...be Compounded Daily SOFR plus or minus (as indicated in the relevant Issue Terms) the Margin (if any)", inserting the words:

"and where a "**Participation Rate**" is specified in the relevant Issue Terms for such Interest Period, multiplying the resulting amount by the Participation Rate for such Interest Period";

- (ii) in each of Condition 14(d)(i) (*Compounded Daily SOFR – Non-Index Determination*) and in Condition 14(d)(ii) (*Compounded Daily SOFR – Index Determination*), deleting "0.0000005" and replacing it with "0.000005";

- (iii) in the definition of "p" in Condition 14(d)(i) (*Compounded Daily SOFR – Non-Index Determination*), deleting: "(save as specified in the relevant Issue Terms)";
- (iv) in each of the definition of "SOFR Reference Rate" in Condition 14(d)(i) (*Compounded Daily SOFR – Non-Index Determination*) and the definition of "SOFR Index" in Condition 14(d)(ii) (*Compounded Daily SOFR – Index Determination*) by deleting "3:00 p.m." and replacing it with "08:00 a.m.";
- (v) in the final paragraph of Condition 14(d)(i) (*Compounded Daily SOFR – Non-Index Determination*) by (A) deleting in its entirety the reference to "SOFR x" and replacing it with "SOFR"; (B) inserting the words "it is unable to determine" immediately following the words "...If the Calculation Agent determines that..."; and (C) inserting the words ", the SOFR value" immediately following the words "...which would have prevailed on such day..."; and
- (vi) in the final paragraph of Condition 14(d)(ii) (*Compounded Daily SOFR – Index Determination*), immediately following the words "...which would have prevailed on such day...", inserting the words:

", the SOFR or SOFR Index value, as applicable,".

- (h) by amending condition 14(e) (*SONIA Floating Rate Determination*) on pages 226 to 229 as follows:

- (i) in Condition 14(e)(i) (*Compounded Daily SONIA – Non-Index Determination*), deleting "0.00000005" and replacing it with "0.000005";
- (ii) in the final paragraph of Condition 14(e)(i) (*Compounded Daily SONIA – Non-Index Determination*), immediately following the words "If the Calculation Agent determines that it is unable to determine the SONIA rate in accordance with the preceding sentence,", inserting the words:

"or that it is likely to be materially unrepresentative of the SONIA rate which would have prevailed on such day,";

- (iii) in the first paragraph of Condition 14(e)(ii) (*Compounded Daily SONIA – Index Determination*), deleting the word "SOFR" and replacing it with the word "SONIA"; and
- (iv) in the final paragraph of Condition 14(e)(ii) (*Compounded Daily SONIA – Index Determination*), (A) inserting the word "value" immediately following the words "...SONIA Compounded Index..."; (B) inserting the word "value" immediately following the words "...the SONIA Compounded Index..."; and (C) inserting the words ", the SONIA Compounded Index value" immediately following the words "...which would have prevailed on such day...".

- (i) by amending Condition 14(f) (*TONA Floating Rate Determination*) on pages 229 to 231 as follows:

- (i) in each instance in the definition of "Observation Period" by replacing "Business Days" and "Tokyo Business Days" with "Tokyo Banking Days"; and
- (ii) in the final paragraph of Condition 14(f) (*TONA Floating Rate Determination*) immediately following the words "If the Calculation Agent determines that it is unable to determine the TONA rate in accordance with the preceding sentence...", inserting the words:

"or that it is likely to be materially unrepresentative of the TONA rate which would have prevailed on such day,".

- (j) by amending Condition 14(g) (*€STR Floating Rate Determination*) on pages 231 to 233 as follows:
 - (i) in the second paragraph, by deleting "0.00000005" and replacing it with "0.000005";
 - (ii) in the relevant definition, by deleting the word "**€STR_{i-pLBD}**" and replacing it with "**€STR_{i-pTSD}**"; and
 - (iii) in the final paragraph of Condition 14(g) (*€STR Floating Rate Determination*) inserting the words ", the €STR rate in respect of the relevant TARGET2 Settlement Day" immediately following the words "...which would have prevailed on such day in respect of the relevant TARGET2 Settlement Day...".
- (k) by amending Condition 14(l)(i) of Condition 14(l) (*Original Primary Rate Cessation*) on pages 236 to 237 immediately following the words "...if the Calculation Agent determines, in its discretion and acting in good faith and in a commercially reasonable manner, that an Original Primary Rate Cessation...", inserting the word "Event".
- (l) by amending Condition 14(m) (*Administrator/Benchmark Event*) on pages 237 to 238 the final paragraph, immediately following the words "...satisfy itself as to whether an Administrator/Benchmark Event...", inserting the words: "or Administrator/Benchmark Event Date".
- (m) by amending Condition 16(a) (*FX Disruption Event*) on page 240 by deleting the words "rate of exchange as determined by the Calculation Agent at which it is able to convert the Settlement Currency into U.S. Dollars".

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

The information in the section entitled "*General Terms and Conditions of the Notes*" is amended and supplemented as follows:

- (a) Condition 2(a) on pages 283 to 310 is amended as follows:
 - (i) a new definition of "Initial Specified Denomination" is inserted (in the relevant alphabetical order) in Condition 2(a):

"Initial Specified Denomination" means the amount specified as such in the relevant Issue Terms;"
 - (ii) in the definition of "Interest Determination Date" contained in Condition 2 (*Definitions and Interpretation*) on page 294, immediately following the words "specified in the relevant Issue Terms" at the end of such definition, inserting the words:

"or, if so specified in the relevant Issue Terms, such numbered day within the relevant Interest Period as is specified in the relevant Issue Terms";
 - (iii) the definition of "Non-Approval Event" on page 297 of the Base Prospectus is deleted in its entirety;
 - (iv) the definition of "Original Primary Rate Cessation Date" on page 300 of the Base Prospectus is amended by inserting a "" between the words "Date" and "means" and by deleting the words "the earliest to occur of the following events".

- (v) the definition of "Rejection Event" on page 304 of the Base Prospectus is deleted in its entirety;
 - (vi) the definition of "Suspension/Withdrawal Event" on pages 307 to 308 of the Base Prospectus is deleted in its entirety; and
 - (vii) the definition of "U.S. Government Securities Business Day" on page 309 of the Base Prospectus is deleted in its entirety (but, for the avoidance of doubt, the definition of "U.S. Government Securities Business Day" or "USD" on the same page is being retained).
- (b) Condition 10(c)(ii) (*Screen Rate Determination*) on pages 319 to 320 of the Base Prospectus is amended as follows:
- (i) by deleting the words "Where Multiple Screen Rate Determination Rates" is not applicable, the" from the definition of "Relevant Reference Rate" on page 319; and
 - (ii) by amending sub-paragraph (B) of the definition of "Reference Rate" on page 320 to make last sentence thereof beginning "If the relevant Issue Terms specify "Reference Rate 0% Floor"..." a separate paragraph and left justifying it so that it is directly aligned under "The **Reference Rate**"..." above it."
- (c) by amending Condition 10(d) (*SOFR Floating Rate Determination*) on pages 320 to 323 as follows:
- (i) in each of Condition 10(d)(i) (*Compounded Daily SOFR – Non-Index Determination*) and Condition 10(d)(ii) (*Compounded Daily SOFR – Index Determination*), immediately following the words "...be Compounded Daily SOFR plus or minus (as indicated in the relevant Issue Terms) the Margin (if any), inserting the words:

"and where a **Participation Rate**" is specified in the relevant Issue Terms for such Interest Period, multiplying the resulting amount by the Participation Rate for such Interest Period";
 - (ii) in each of Condition 10(d)(i) (*Compounded Daily SOFR – Non-Index Determination*) and in Condition 10(d)(ii) (*Compounded Daily SOFR – Index Determination*), deleting "0.0000005" and replacing it with "0.000005";
 - (iii) in the definition of "p" in Condition 10(d)(i) (*Compounded Daily SOFR – Non-Index Determination*), deleting: "(save as specified in the relevant Issue Terms)";
 - (iv) in each of the definition of "SOFR Reference Rate" in Condition 10(d)(i) (*Compounded Daily SOFR – Non-Index Determination*) and the definition of "SOFR Index" in Condition 10(d)(ii) (*Compounded Daily SOFR – Index Determination*) by deleting "3:00 p.m." and replacing it with "08:00 a.m.";
 - (v) in the final paragraph of Condition 10(d)(i) (*Compounded Daily SOFR – Non-Index Determination*) by (A) deleting in its entirety the reference to "SOFR x" and replacing it with "SOFR"; and (B) inserting the words ", the SOFR value" immediately following the words "...which would have prevailed in such day..."; and
 - (vi) in the final paragraph of Condition 10(d)(ii) (*Compounded Daily SOFR – Index Determination*), immediately following the words "If the Calculation Agent determines that it is unable to determine the SOFR or SOFR Index Value, as applicable, in accordance with the preceding sentence...", inserting the words:

"or that it is likely to be materially unrepresentative of".

- (d) by amending Condition 10(e) (*SONIA Floating Rate Determination*) on pages 323 to 326 as follows:
- (i) in Condition 10(e)(i) (*Compounded Daily SONIA – Non-Index Determination*), deleting "0.00000005" and replacing it with "0.000005";
 - (ii) in the final paragraph of condition 10(e)(i) (*Compounded Daily SONIA – Non-Index Determination*), immediately following the words "...or that is likely to be materially unrepresentative of the SONIA rate which would have prevailed on such day...", inserting ", the SONIA rate";
 - (iii) in the first paragraph of condition 10(e)(ii) (*Compounded Daily SONIA – Index Determination*), deleting the word "SOFR" and replacing it with the word "SONIA"; and
 - (iv) in the final paragraph of Condition 10(e)(ii) (*Compounded Daily SONIA – Index Determination*), inserting the word "value" immediately following the words "...SONIA Compounded Index..."; and inserting the words ", the SONIA Compounded Index value" immediately following the words "...which would have prevailed on such day...".
- (e) by amending Condition 10(f) (*TONA Floating Rate Determination*) on pages 327 to 328 as follows:
- (i) in each instance in the definition of "Observation Period" by replacing "Business Days" and "Tokyo Business Days" with "Tokyo Banking Days";
 - (ii) in the final paragraph of Condition 10(f) (*TONA Floating Rate Determination*), immediately following the words "...or that it is likely to be materially unrepresentative of the TONA rate which would have prevailed on such day...", inserting the words ", the TONA rate".
- (f) by amending Condition 10(g) (*€STR Floating Rate Determination*) on pages 329 to 331 as follows:
- (i) in the second paragraph, by deleting "0.00000005" and replacing it with "0.000005";
 - (ii) in the relevant definition, deleting the word " $\text{€STR}_{i\text{-pLBD}}$ " and replacing it with " $\text{€STR}_{i\text{-pTSD}}$ "; and
 - (iii) in the final paragraph of Condition 10(g) (*€STR Floating Rate Determination*), inserting the words ", the €STR rate in respect of the relevant TARGET2 Settlement Day" immediately following the words "...which would have prevailed on such day in respect of the relevant TARGET2 Settlement Day...".
- (g) by amending Condition 10(l)(i) of Condition 10(l) (*Original Primary Rate Cessation*) on pages 333 to 334 immediately following the words "...if the Calculation Agent determines, in its discretion and acting in good faith and in a commercially reasonable manner, that an Original Primary Rate Cessation...", inserting the word "Event".
- (h) by amending Condition 10(m) (*Administrator/Benchmark Event*) on pages 334 to 335 in the final paragraph, immediately following the words "...satisfy itself as to whether an Administrator/Benchmark Event...", inserting the words "or Administrator/Benchmark Event Date".

3. Amendments to the section entitled "*Index Linked Conditions*"

The information in the section entitled "*Index Linked Conditions*" is amended and supplemented as follows:

- (a) each of the definitions of "Adjusted Arithmetic Mean", "Compounded RFR", "Non-Approval Event", "Rejection Event", "Relevant Benchmark", "RFR", "Sanction Rules" and "Suspension/Withdrawal Event" in Index Linked Condition 8 (*Definitions*) on pages 557 to 574 of the Base Prospectus are deleted in their entirety.
- (b) each of the definitions of "Administrator/Benchmark Event" in Index Linked Condition 8 (*Definitions*) on page 558 and the definition of "Administrator/Benchmark Event Date" on pages 558 to 559 is amended to replace the word "Securities" with the words "Index Linked Securities" and the words "Original Primary Rate" with the words "Index" in each instance.

4. **Amendments to the section entitled "*Commodity Linked Conditions*"**

The information in the section entitled "*Commodity Linked Conditions*" is amended and supplemented as follows:

- (a) the definition of "Non-Approval Event" on pages 604 to 605 of the Base Prospectus is deleted in its entirety.
- (b) the definition of "Rejection Event" on page 606 of the Base Prospectus is deleted in its entirety.
- (c) the definition of "Suspension/Withdrawal Event" on page 608 of the Base Prospectus is deleted in its entirety.

5. **Amendments to the section entitled "*FX Linked Conditions*"**

The information in the section entitled "*FX Linked Conditions*" is amended and supplemented as follows:

- (a) the definition of "Administrator/Benchmark Event" in FX Linked Condition 4 (*Definitions*) on page 634 is deleted in its entirety and replaced with the following:

"Administrator/Benchmark Event" means, in respect of any Securities and an FX Rate, the occurrence or existence, as determined by the Calculation Agent, of any of the following events in respect of such FX Rate:

- (a) any authorisation, registration, recognition, endorsement, equivalence decision, approval or inclusion in any official register in respect of an FX Rate or the administrator or sponsor of an FX Rate has not been, or will not be, obtained or has been, or will be, rejected, refused, suspended or withdrawn by the relevant competent authority or other relevant official body, or any prohibition by a relevant competent authority or other relevant official body, in each case with the effect that the Issuer and/or the Calculation Agent (as applicable) and/or any other relevant entity is not, or will not be, permitted under any applicable law or regulation to use the FX Rate to perform its or their respective obligations under the Securities; or
 - (b) any material change to the methodology or formula for the FX Rate or any other means of calculating the FX Rate, as determined by the Calculation Agent ("**Material Methodology Change Event**").
- (b) the definition of "Non-Approval Event" on pages 638 to 639 of the Base Prospectus is deleted in its entirety.
 - (c) the definition of "Rejection Event" on page 639 of the Base Prospectus is deleted in its entirety.

- (d) the definition of "Suspension/Withdrawal Event" on pages 639 to 640 of the Base Prospectus is deleted in its entirety.

6. **Amendments to the section entitled "*Introduction to the Fund Linked Conditions*"**

The information in the section entitled "*Introduction to the Fund Linked Conditions*" is amended and supplemented such that paragraph (j) of the description of Potential Crystallisation Events under the sub-heading "Crystallisation Event" on pages 651 to 652 is deleted in its entirety and replaced with the following:

- "(j) a material change to the investment guidelines of a Fund which changes the investment objective or a material change to the investment style and/or risk level of such Fund;"

7. **Amendments to the section entitled "*Fund Linked Conditions*"**

The information in the section entitled "*Fund Linked Conditions*" is amended and supplemented as follows:

- (a) by deleting the sub-heading entitled "6. Non-full Cash Redemption Proceeds Event" in the table of contents on page 654 in its entirety and replacing it with the following:

"6. Consequences of an Adjusted NAV Event".

- (b) by deleting the sub-heading entitled "6. Non-full Cash Redemption Proceeds Event Adjustment" in Fund Linked Condition 6 on page 657 in its entirety and replacing it with the following:

"6. Consequences of an Adjusted NAV Event".

- (c) by deleting the definitions of "Cash Redemption Proceeds Cut-off Date", "Final Redemption Amount (Crystallisation Event) (PV)", "Pre-Discounted Amount" and "Settlement Amount (Crystallisation Event) (PV)" in paragraph 7 (*Definitions*) on pages 659 to 688 in their entirety.

- (d) by deleting the definition of "Scheduled Reference Date" in paragraph 7 (*Definitions*) on page 668 in its entirety and replacing it with the following:

"**Scheduled Reference Date**" means, in respect of a Fund, any original date that, but for such day being a Fund Market Disruption Day for such Fund, would have been an Initial Valuation Date, an Initial Averaging Date, an Entry Level Observation Date or a Valuation Date, as the case may be."

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

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

- (a) in sub-paragraph 26(v) (*Screen Rate Determination (General Instrument Condition 14(c))*) on page 702 and in sub-paragraph 26(v)(j) (*Multiple Screen Rate Determination Rates*) on page 704, deleting the words "Interest Rate Table" and replacing them with the word "table";

- (b) in sub-paragraph 26(v) (*Screen Rate Determination (General Instrument Condition 14(c))*) on page 704, inserting a new line item:

"(k) Direct Calculation Agent Determination Fallback: [Applicable/Not Applicable]";

- (c) in sub-paragraph 26(vi) (*SOFR Floating Rate Determination (General Instrument Condition 14(d))*) on page 705 in the line item "Relevant Number", immediately following the words "(Specify only if Index Determination is Applicable)", inserting the words:

"; otherwise, specify Not Applicable".

- (d) in sub-paragraph 26(vii) (*SONIA Floating Rate Determination (General Instrument Condition 14(e))*) on pages 705 to 706, immediately following the line item headed "p:", inserting a new line item:

"- Relevant Number: [●] [Not Applicable]
(Specify only if Index Determination is Applicable; otherwise, specify Not Applicable)".

- (e) in the sub-paragraph 26(x) (*ISDA Determination (General Instrument Condition 14(h))*) on pages 706 to 708:

- (i) on page 706 and in sub-paragraph 26(x)(h) (*Multiple ISDA Determination Rates*) on page 708, deleting the words "Interest Rate Table" and replacing them with the word "table";

- (ii) in line item (b) (*Floating Rate Option*), immediately following the words "[Business Day] [●] (specify other type of day) preceding the Reset Date]", inserting the words:

"[as set out in the table below in the column entitled "Floating Rate Option" in the row corresponding to the Primary ISDA Rate or Secondary ISDA Rate (as applicable)]";

- (iii) in line item (e) (*Overnight Rate Compounding/Averaging Method*), immediately preceding the words "[In respect of the Primary ISDA Rate and the Secondary ISDA Rate...", inserting the words:

"[Compounding with Lookback][Compounding with Observation Period Shift][Overnight Averaging][Averaging with Lookback][Averaging with Observation Period Shift]"; and

- (iv) in line item (f) (*Lookback/Observation Period Shift*), immediately preceding the words "[In respect of the Primary ISDA Rate and the Secondary ISDA Rate, as set out in the table below...", inserting the words:

"[[●] Applicable Business Days] (*Populate if Compounding or Averaging with Lookback applies*) [[●] Observation Period Shift Business Days (*Populate if Compounding or Averaging with Observation Period Shift applies*)".

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

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

- (a) in sub-paragraph 5 (*Specified Denomination*) on page 824, inserting a new-sub-paragraph:

"[-Initial Specified Denomination: [●].] (*If not Instalment Notes, delete this sub-paragraph*)".

(b) in sub-paragraph 27(v) (*Screen Rate Determination (General Note Condition 10(c))*) on page 833 and in sub-paragraph 27(v)(j) (*Multiple Screen Rate Determination Rates*) on page 834 of the Base Prospectus, deleting the words "Interest Rate Table" and replacing them with the words "table below";

(c) in sub-paragraph 27(v) (*Screen Rate Determination (General Note Condition 10(c))*) on page 835 of the Base Prospectus, inserting a new line item:

"(k) Direct Calculation Agent Determination Fallback: [Applicable/Not Applicable]";

(d) in sub-paragraph 27(vi) (*SOFR Floating Rate Determination (General Note Condition 10(d))*) on pages 835-836 of the Base Prospectus:

(i) in the line item "Relevant Number", immediately following the word "Applicable", inserting the words "; otherwise, specify Not Applicable".

(e) in sub-paragraph 27(vii) (*SONIA Floating Rate Determination (General Note Condition 10(e))*) on page 836, immediately following the line item headed "p:", inserting a new line item:

"- Relevant Number: [●] [Not Applicable]

(Specify only if Index Determination is Applicable; otherwise, specify Not Applicable)".

(f) in the sub-paragraph 27(x) (*ISDA Determination (General Note Condition 10(h))*) on pages 837 to 838:

(i) on page 837 and in sub-paragraph 27(x)(h) (*Multiple ISDA Determination Rates*) on page 838, deleting the words "Interest Rate Table" and replacing them with the words "table below";

(ii) in line item (b) (*Floating Rate Option*), immediately following the words "[Business Day] [●] (specify other type of day) preceding the Reset Date]", inserting the words:

"[as set out in the table below in the column entitled "Floating Rate Option" in the row corresponding to the Primary ISDA Rate or Secondary ISDA Rate (as applicable)]";

(iii) in line item (e) (*Overnight Rate Compounding/Averaging Method*), immediately preceding the words "[In respect of the Primary ISDA Rate and the Secondary ISDA Rate...]", inserting the words:

"[Compounding with Lookback][Compounding with Observation Period Shift][Overnight Averaging][Averaging with Lookback][Averaging with Observation Period Shift]"; and

(iv) in line item (f) (*Lookback/Observation Period Shift*), immediately preceding the words "[In respect of the Primary ISDA Rate and the Secondary ISDA Rate, as set out in the table below...]", inserting the words:

"[[●] Applicable Business Days] (populate if Compounding or Averaging with Lookback applies) [[●] Observation Period Shift Business Days (Populate if Compounding or Averaging with Observation Period Shift applies)".

- (g) The sub-heading entitled "*SHARE LINKED NOTE / INDEX LINKED NOTE / COMMODITY LINKED NOTE / FX LINKED NOTE / INFLATION LINKED NOTE / FUND LINKED NOTE / PSL NOTE / MULTI-ASSET BASKED LINKED NOTE / SWAP RATE LINKED NOTE*" on page 900 is deleted in its entirety and replaced with the following:

"SHARE LINKED NOTE / INDEX LINKED NOTE / COMMODITY LINKED NOTE / FX LINKED NOTE / INFLATION LINKED NOTE / FUND LINKED NOTE / PSL NOTE / MULTI-ASSET BASKET LINKED NOTE / SWAP RATE LINKED NOTE".

- (h) By deleting sub-paragraph 60(vii) (*Extraordinary Dividend – Non-Potential Adjustment Event*) on page 920 in its entirety and replacing it with the following:

"(vii) Extraordinary Dividend – Non-Potential Adjustment Event: [Applicable / Not Applicable]."

10. **Amendments to the section entitled "*Form of Pricing Supplement (Instruments)*"**

The information in the section entitled "*Form of Pricing Supplement (Instruments)*" is amended and supplemented as follows:

- (a) in sub-paragraph 24(v) (*Screen Rate Determination (General Instrument Condition 14(c))*) on page 953 and in sub-paragraph 24(v)(j) (*Multiple Screen Rate Determination Rates*) on page 955, deleting the words "Interest Rate Table" and replacing them with the word "table";
- (b) in sub-paragraph 24(v) (*Screen Rate Determination (General Instrument Condition 14(c))*) on page 955 of the Base Prospectus, inserting a new line item:

"(k) Direct Calculation Agent Determination Fallback: [Applicable/Not Applicable]";

- (c) in sub-paragraph 24(vi) (*SOFR Floating Rate Determination (General Instrument Condition 14(d))*) on page 956 in the line item "Relevant Number", deleting the word ", unless" and replacing it with "; otherwise specify";
- (d) in sub-paragraph 24(vii) (*SONIA Floating Rate Determination (General Instrument Condition 14(e))*) on pages 956 to 957, immediately following the line item headed "p:", inserting a new line item:

"- Relevant Number: [●] [Not Applicable]

(Specify only if Index Determination is Applicable; otherwise, specify Not Applicable)".

- (e) in the sub-paragraph 24(x) (*ISDA Determination (General Instrument Condition 14(h))*) on pages 958 to 960 of the Base Prospectus:

(i) in sub-paragraph 24(x) (*Screen Rate Determination (General Instrument Condition 14(c))*) on page 958 and in sub-paragraph 24(x)(h) (*Multiple ISDA Determination Rates*) on page 959, deleting the words "Interest Rate Table" and replacing them with the word "table";

(ii) in line item (b) (*Floating Rate Option*), immediately following the words "[Business Day] [●] (specify other type of day) preceding the Reset Date]", inserting the words:

"[as set out in the table below in the column entitled "Floating Rate Option" in the row corresponding to the Primary ISDA Rate or Secondary ISDA Rate (as applicable)]";

- (iii) in line item (e) (*Overnight Rate Compounding/Averaging Method*), immediately preceding the words "[In respect of the Primary ISDA Rate and the Secondary ISDA Rate...]", inserting the words:

"[Compounding with Lookback][Compounding with Observation Period Shift][Overnight Averaging][Averaging with Lookback][Averaging with Observation Period Shift]"; and

- (iv) in line item (f) (*Lookback/Observation Period Shift*), immediately preceding the words "[In respect of the Primary ISDA Rate and the Secondary ISDA Rate, as set out in the table below...", inserting the words:

"[[●] Applicable Business Days] (populate if Compounding or Averaging with Lookback applies) [[●] Observation Period Shift Business Days (Populate if Compounding or Averaging with Observation Period Shift applies)".

11. **Amendments to the section entitled "*Form of Pricing Supplement (Notes)*"**

The information in the section entitled "*Form of Pricing Supplement (Notes)*" is amended and supplemented as follows:

- (a) in sub-paragraph 27(v) (*Screen Rate Determination (General Note Condition 10(c))*) on page 1052 of the Base Prospectus and in sub-paragraph 27(v)(j) (*Multiple Screen Rate Determination Rates*) on page 1054, deleting the words "Interest Rate Table" and replacing them with the words "table below";

- (b) in sub-paragraph 27(v) (*Screen Rate Determination (General Note Condition 10(c))*) on page 1054, inserting a new line item:

"(k) Direct Calculation Agent [Applicable/Not Applicable]";
Determination Fallback:

- (c) in sub-paragraph 27(vi) (*SOFR Floating Rate Determination (General Note Condition 10(d))*) on page 1055:

- (i) in the line item "Compounded Daily SOFR (Lag)", immediately following the words "[Applicable/Not Applicable], inserting the words:

"(Specify Applicable, unless either of Compounded Daily SOFR (Shift) or Index Determination is applicable"; and

- (ii) in the line item "Relevant Number", deleting the word ", unless" and replacing it with "; otherwise specify".

- (d) in sub-paragraph 27(vii) (*SONIA Floating Rate Determination (General Note Condition 10(e))*) on pages 1055 to 1056, immediately following the line item headed "p:", inserting a new line item:

"- Relevant Number: [Not Applicable]

(Specify only if Index Determination is Applicable; otherwise, specify Not Applicable)".

(e) in the sub-paragraph 27(x) (*ISDA Determination (General Note Condition 10(h))*) on pages 1056 to 1058 of the Base Prospectus:

(i) on pages 1056 to 1057 of the Base Prospectus and in sub-paragraph 27(x)(h) (*Multiple ISDA Determination Rates*) on page 1058, deleting the words "Interest Rate Table" and replacing them with the words "table below";

(i) in line item (b) (*Floating Rate Option*), immediately following the words "[Business Day] (*specify other type of day*) preceding the Reset Date]", inserting the words:

"[as set out in the table below in the column entitled "Floating Rate Option" in the row corresponding to the Primary ISDA Rate or Secondary ISDA Rate (as applicable)]";

(ii) in line item (e) (*Overnight Rate Compounding/Averaging Method*), immediately preceding the words "[In respect of the Primary ISDA Rate and the Secondary ISDA Rate...", inserting the words:

"[Compounding with Lookback][Compounding with Observation Period Shift][Overnight Averaging][Averaging with Lookback][Averaging with Observation Period Shift]"; and

(iii) in line item (f) (*Lookback/Observation Period Shift*), immediately preceding the words "[In respect of the Primary ISDA Rate and the Secondary ISDA Rate, as set out in the table below...", inserting the words:

"[[] Applicable Business Days] (*Populate if Compounding or Averaging with Lookback applies*) [[] Observation Period Shift Business Days (*Populate if Compounding or Averaging with Observation Period Shift applies*)".