

21 March 2017

Goldman Sachs (UK) L.L.C.
Amendment to terms and conditions of
US\$8,578,000,000 Subordinated Mandatorily Convertible Securities due 2021 (of which
US\$3,578,000,000 is currently outstanding)

On 15 December 2011, the Cayman Islands Stock Exchange admitted to listing US\$8,578,000,000 Subordinated Mandatorily Convertible Securities due 2021 (of which US\$3,578,000,000 is currently outstanding) (the "**Securities**") issued by Goldman Sachs (UK) L.L.C. (the "**Company**").

On 16 March 2017, amendments were made to the terms and conditions of the Securities (previously modified on 17 October 2013, 18 December 2013 and 6 August 2014) (the "**Conditions**") with the sanction of an extraordinary resolution passed by the sole holder of the Securities.

A copy of a notice sent to the sole holder of the Securities containing the extraordinary resolution and the revised Conditions has been filed with the Cayman Islands Stock Exchange.