GOLDMAN SACHS GROUP INC
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Registration Statement No. 333-219206

GS Finance Corp.

$5,100,000

Basket-Linked Capped Trigger GEARS due 2022

guaranteed by

The Goldman Sachs Group, Inc.

The notes do not bear interest. The amount that you will be paid on your notes on the stated maturity date (April 7, 2022) is based on the performance of a weighted basket comprised of the S&P 500® Index (40.00% weighting), the MSCI EAFE Index (30.00% weighting), the S&P MidCap 400® Index (20.00% weighting) and the MSCI Emerging Markets Index (10.00% weighting) as measured from the trade date (April 3, 2019) to and including the determination date (April 4, 2022). The initial basket level is 100 and the final basket level will equal the sum of the products, as calculated for each basket index, of: (i) the final index level divided by (ii) the initial index level (2,873.40 with respect to the S&P 500® Index, 1,916.71 with respect to the MSCI EAFE Index, 1,924.65 with respect to the S&P MidCap 400® Index and 1,079.80 with respect to the MSCI Emerging Markets Index) multiplied by (iii) the applicable initial weighted value for each basket index.

If the final basket level on the determination date is greater than the initial basket level, then the return on the notes will be positive and equal the product of the basket return (the percentage increase or decrease in the final basket level from the initial basket level) multiplied by 2.0, subject to the maximum settlement amount of $13.015 for each $10 face amount of your notes.

If the final basket level is equal to or less than the initial basket level but greater than or equal to the downside threshold of 75.00% of the initial basket level, you will receive the face amount of your notes at maturity.

If the final basket level is less than the downside threshold of 75.00% of the initial basket level, then the return on your notes will be negative and will equal the basket return. If this occurs, you will receive significantly less than the face amount of your notes at maturity and you will lose your entire investment in the notes if the final basket level is zero.

At maturity, for each $10 face amount of your notes you will receive an amount in cash equal to:

- if the final basket level is greater than the initial basket level, subject to the maximum settlement amount, the sum of (a) $10 plus (b) the product of the basket return times $10 times 2;
- if the final basket level is equal to or less than the initial basket level but greater than or equal to the downside threshold of 75.00% of the initial basket level, $10; or
- if the final basket level is less than the downside threshold of 75.00% of the initial basket level, the sum of (a) $10 plus (b) the product of the basket return times $10, resulting in a loss proportionate to the negative basket return.

Declines in one basket index may offset increases in the other basket indices. Due to the unequal weighting of each basket index, the performances of the S&P 500® Index and the MSCI EAFE Index will have a significantly larger impact on your return on the notes than the performance of the S&P MidCap 400® Index or the MSCI Emerging Markets Index.

You should read the disclosure herein to better understand the terms and risks of your investment, including the credit risk of GS Finance Corp. and The Goldman Sachs Group, Inc. See page S-14.

The estimated value of your notes at the time the terms of your notes are set on the trade date is equal to approximately $9.61 per $10 face amount. For a discussion of the estimated value and the price at which Goldman Sachs & Co. LLC would initially buy or sell your notes, if it makes a market in the notes, see the following page.

Original issue date:	April 8, 2019	Original issue price:	100.00% of the face amount
Underwriting discount:	2.675% of the face amount*	Net proceeds to the issuer:	97.325% of the face amount

* UBS Financial Services Inc., as the selling agent, will receive a selling concession not in excess of 2.5% of the face amount.

Neither the Securities and Exchange Commission nor any other regulatory body has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense. The notes are not bank deposits and are not insured by the Federal Deposit Insurance Corporation or any other governmental agency, nor are they obligations of, or guaranteed by, a bank.

Goldman Sachs & Co. LLC	UBS Financial Services Inc. Selling Agent

Prospectus Supplement No. 5,480 dated April 3, 2019.

The issue price, underwriting discount and net proceeds listed above relate to the notes we sell initially. We may decide to sell additional notes after the date of this prospectus supplement, at issue prices and with underwriting discounts and net proceeds that differ from the amounts set forth above. The return (whether positive or negative) on your investment in notes will depend in part on the issue price you pay for such notes.

GS Finance Corp. may use this prospectus in the initial sale of the notes. In addition, Goldman Sachs & Co. LLC or any other affiliate of GS Finance Corp. may use this prospectus in a market-making transaction in a note after its initial sale. Unless GS Finance Corp. or its agent informs the purchaser otherwise in the confirmation of sale, this prospectus is being used in a market-making transaction.

Estimated Value of Your Notes

The estimated value of your notes at the time the terms of your notes are set on the trade date (as determined by reference to pricing models used by Goldman Sachs & Co. LLC (GS&Co.) and taking into account our credit spreads) is equal to approximately $9.61 per $10 face amount, which is less than the original issue price. The value of your notes at any time will reflect many factors and cannot be predicted; however, the price (not including GS&Co.'s customary bid and ask spreads) at which GS&Co. would initially buy or sell notes (if it makes a market, which it is not obligated to do) and the value that GS&Co. will initially use for account statements and otherwise is equal to approximately the estimated value of your notes at the time of pricing, plus an additional amount (initially equal to $0.34 per $10 face amount).

Prior to April 3, 2020, the price (not including GS&Co.'s customary bid and ask spreads) at which GS&Co. would buy or sell your notes (if it makes a market, which it is not obligated to do) will equal approximately the sum of (a) the then-current estimated value of your notes (as determined by reference to GS&Co.'s pricing models) plus (b) any remaining additional amount (the additional amount will decline to zero on a straight-line basis over the period from the time of pricing through April 2, 2020). On and after April 3, 2020, the price (not including GS&Co.'s customary bid and ask spreads) at which GS&Co. would buy or sell your notes (if it makes a market) will equal approximately the then-current estimated value of your notes determined by reference to such pricing models.

About Your Prospectus

The notes are part of the Medium-Term Notes, Series E program of GS Finance Corp. and are fully and unconditionally guaranteed by The Goldman Sachs Group, Inc. This prospectus includes this prospectus supplement and the accompanying documents listed below. This prospectus supplement constitutes a supplement to the documents listed below and should be read in conjunction with such documents:

Prospectus supplement dated July 10, 2017

Prospectus dated July 10, 2017

The information in this prospectus supplement supersedes any conflicting information in the documents listed above. In addition, some of the terms or features described in the listed documents may not apply to your notes.

SUMMARY INFORMATION

We refer to the notes we are offering by this prospectus supplement as the "offered notes" or the "notes". Each of the offered notes has the terms described below and under "Specific Terms of Your Notes" on page S-25. Please note that in this prospectus supplement, references to "GS Finance Corp.", "we", "our" and "us" mean only GS Finance Corp. and do not include its subsidiaries or affiliates, references to "The Goldman Sachs Group, Inc.", our parent company, mean only The Goldman Sachs Group, Inc. and do not include its subsidiaries or affiliates and references to "Goldman Sachs" mean The Goldman Sachs Group, Inc. together with its consolidated subsidiaries and affiliates, including us. Also, references to the "accompanying prospectus" mean the accompanying prospectus, dated July 10, 2017, and references to the "accompanying prospectus supplement" mean the accompanying prospectus supplement, dated July 10, 2017, for Medium-Term Notes, Series E, in each case of GS Finance Corp. and The Goldman Sachs Group, Inc. References to the "indenture" in this prospectus supplement mean the senior debt indenture, dated as of October 10, 2008, as supplemented by the First Supplemental Indenture, dated as of February 20, 2015, each among us, as issuer, The Goldman Sachs Group, Inc., as guarantor, and The Bank of New York Mellon, as trustee. This indenture, as so supplemented and as further supplemented thereafter, is referred to as the "GSFC 2008 indenture" in the accompanying prospectus supplement.

Key Terms

Issuer: GS Finance Corp.

Guarantor: The Goldman Sachs Group, Inc.

Underlying basket: a weighted basket comprised of four underlying basket indices

Underlying basket indices: the S&P 500® Index (Bloomberg symbol, "SPX Index"), as published by S&P Dow Jones Indices LLC; the MSCI EAFE Index (Bloomberg symbol, "MXEA Index"), as maintained by MSCI Inc.; the S&P MidCap 400® Index (Bloomberg symbol, "MID Index"), as published by S&P Dow Jones Indices LLC; and the MSCI Emerging Markets Index (Bloomberg symbol, "MXEF Index"), as maintained by MSCI Inc.; see "The Underlying Basket and the Underlying Basket Indices" on page S-34

Specified currency: U.S. dollars ("$")

Face amount: each note will have a face amount of $10, or an integral multiple of $10 in excess thereof; $5,100,000 in the aggregate for all the offered notes; the aggregate face amount of the offered notes may be increased if the issuer, at its sole option, decides to sell an additional amount of the offered notes on a date subsequent to the date of this prospectus supplement

Denominations: $10 and integral multiples of $10 in excess thereof

Minimum purchase amount: in connection with the initial offering of the notes, the minimum face amount of notes that may be purchased by any investor is $1,000

Supplemental plan of distribution: GS Finance Corp. has agreed to sell to Goldman Sachs & Co. LLC ("GS&Co."), and GS&Co. has agreed to purchase from GS Finance Corp., the aggregate face amount of the offered notes specified on the front cover of this prospectus supplement. GS&Co. proposes initially to offer the notes to the public at the original issue price set forth on the cover page of this prospectus supplement, and to UBS Financial Services Inc. at such price less a concession not in excess of 2.5% of the face amount. See "Supplemental Plan of Distribution" on page S-75

Cash settlement amount: on the stated maturity date, for each $10 face amount of your notes you will receive an amount in cash equal to:

if the final underlying basket level is greater than or equal to the cap level, the maximum settlement amount;
if the final underlying basket level is greater than the initial underlying basket level but less than the cap level, the sum of (a) $10 plus (b) the product of the underlying basket return times $10 times the upside gearing;
if the final underlying basket level is equal to or less than the initial underlying basket level but greater than or equal to the downside threshold, $10; or

if the final underlying basket level is less than the downside threshold, the sum of (a) $10 plus (b) the product of the underlying basket return times $10, resulting in a loss proportionate to the negative underlying basket return.

Purchase at amount other than face amount: the amount we will pay you at the stated maturity date for your notes will not be adjusted based on the issue price you pay for your notes, so if you acquire notes at a premium (or discount) to face amount and hold them to the stated maturity date, it could affect your investment in a number of ways. The return on your investment in such notes will be lower (or higher) than it would have been had you purchased the notes at face amount. Additionally, the cap level (the level of the underlying basket at or above which the maximum settlement amount is payable), would be reached at a lower (or higher) percentage return than indicated below, relative to your initial investment. Also, the stated downside threshold would not offer the same measure of protection to your investment as would be the case if you had purchased the notes at face amount. See "Additional Risk Factors Specific to Your Notes —If You Purchase Your Notes at a Premium to Face Amount, the Return on Your Investment Will Be Lower Than the Return on Notes Purchased at Face Amount and the Impact of Certain Key Terms of the Notes Will be Negatively Affected"

Supplemental discussion of U.S. federal income tax consequences: you will be obligated pursuant to the terms of the notes — in the absence of a change in law, an administrative determination or a judicial ruling to the contrary — to characterize each note for all tax purposes as a pre-paid derivative contract in respect of the underlying basket indices, as described under "Supplemental Discussion of U.S. Federal Income Tax Consequences" herein. Pursuant to this approach, it is the opinion of Sidley Austin llp that upon the sale, exchange or maturity of your notes, it would be reasonable for you to recognize capital gain or loss equal to the difference, if any, between the amount of cash you receive at such time and your tax basis in your notes. No statutory, judicial or administrative authority directly discusses how your notes should be treated for U.S. federal income tax purposes. As a result, the U.S. federal income tax consequences of your investment in the notes are uncertain and alternative characterizations are possible. The Internal Revenue Service might assert that a treatment other than that described above is more appropriate (including on a retroactive basis) and the timing and character of income in respect of the notes might differ from the treatment described above.

Trade date: April 3, 2019

Original issue date (settlement date): April 8, 2019

Initial underlying basket level: 100

Initial weighted value: the initial weighted value for each of the underlying basket indices is expected to equal the product of the initial weight of such underlying basket index times the initial underlying basket level. The initial weight of each underlying basket index is shown in the table below:

Underlying Basket Index	Initial Weight in Underlying Basket
S&P 500® Index	40.00%
MSCI EAFE Index	30.00%
S&P MidCap 400® Index	20.00%
MSCI Emerging Markets Index	10.00%

Initial S&P 500® Index level: 2,873.40

Initial MSCI EAFE Index level: 1,916.71

Initial S&P MidCap 400® Index level: 1,924.65

Initial MSCI Emerging Markets Index level: 1,079.80

Final S&P 500® Index level: the closing level of such underlying basket index on the determination date, except in the limited circumstances described under “Specific Terms of Your Notes —Consequences of a Market Disruption Event or a Non-Trading Day” on page S-28 and subject to adjustment as provided under "Specific Terms of Your Notes — Discontinuance or Modification of an Underlying Basket Index" on page S-29

Final MSCI EAFE Index level: the closing level of such underlying basket index on the determination date, except in the limited circumstances described under "Specific Terms of Your Notes — Consequences of a Market Disruption Event or a Non-Trading Day" on page S-28 and subject to adjustment as provided under "Specific Terms of Your Notes — Discontinuance or Modification of an Underlying Basket Index" on page S-29

Final S&P MidCap 400® Index level: the closing level of such underlying basket index on the determination date, except in the limited circumstances described under "Specific Terms of Your Notes — Consequences of a Market Disruption Event or a Non-Trading Day" on page S-28 and subject to adjustment as provided under "Specific Terms of Your Notes — Discontinuance or Modification of an Underlying Basket Index" on page S-29

Final MSCI Emerging Markets Index level: the closing level of such underlying basket index on the determination date, except in the limited circumstances described under "Specific Terms of Your Notes — Consequences of a Market Disruption Event or a Non-Trading Day" on page S-28 and subject to adjustment as provided under "Specific Terms of Your Notes — Discontinuance or Modification of an Underlying Basket Index" on page S-29

Final underlying basket level: the sum of the following: (1) the final S&P 500® Index level divided by the initial S&P 500® Index level, multiplied by the initial weighted value of the S&P 500® Index plus (2) the final MSCI EAFE Index level divided by the initial MSCI EAFE Index level, multiplied by the initial weighted value of the MSCI EAFE Index plus (3) the final S&P MidCap 400® Index level divided by the initial S&P MidCap 400® Index level, multiplied by the initial weighted value of the S&P MidCap 400® Index plus (4) the final MSCI Emerging Markets Index level divided by the initial MSCI Emerging Markets Index level, multiplied by the initial weighted value of the MSCI Emerging Markets Index

Underlying basket return: the quotient of (i) the final underlying basket level minus the initial underlying basket level divided by (ii) the initial underlying basket level, expressed as a positive or negative percentage

Closing level: as described under "Specific Terms of Your Notes — Special Calculation Provisions — Closing Level" on page S-30

Upside gearing: 2.0

Cap level: 115.075% of the initial underlying basket level. The cap level represents (i) the maximum return (as specified below) divided by the upside gearing plus (ii) 100% and is the level of the underlying basket at or above which you will receive the maximum settlement amount. If the final underlying basket level is greater than the cap level (in which case the product of the underlying basket return times the upside gearing is greater than the maximum return), you will not receive more than the maximum settlement amount.

Maximum settlement amount: $13.015, which corresponds to an expected maximum return on the notes of 30.15%

Downside threshold: 75.00% of the initial underlying basket level

Trigger event: the final underlying basket level is less than the downside threshold

Stated maturity date: April 7, 2022, subject to adjustment as described under “Specific Terms of Your Notes — Stated Maturity Date” on page S-28

Determination date: April 4, 2022, subject to adjustment as described under “Specific Terms of Your Notes — Determination Date” on page S-28

No interest: the notes do not bear interest

No redemption: the notes will not be subject to redemption right or price dependent redemption right

No listing: the notes will not be listed on any securities exchange or interdealer market quotation system

Calculation agent: GS&Co.

Business day: as described under “Specific Terms of Your Notes — Special Calculation Provisions — Business Day” on page S-30

Trading day: as described under “Specific Terms of Your Notes — Special Calculation Provisions — Trading Day” on page S-30

CUSIP no.: 36257D469

ISIN no.: US36257D4694

FDIC: the notes are not bank deposits and are not insured by the Federal Deposit Insurance Corporation or any other governmental agency, nor are they obligations of, or guaranteed by, a bank

HYPOTHETICAL EXAMPLES

(Hypothetical terms only. Actual terms may vary.)

The following examples are provided for purposes of illustration only. They should not be taken as an indication or prediction of future investment results and are intended merely to illustrate the impact that the various hypothetical final underlying basket levels or hypothetical closing levels of the underlying basket indices, as applicable, on the determination date could have on the cash settlement amount at maturity assuming all other variables remain constant.

The examples below are based on a range of final underlying basket levels and closing levels of the underlying basket indices that are entirely hypothetical; no one can predict what the level of the underlying basket will be on any day throughout the life of your notes, and no one can predict what the final underlying basket level will be on the determination date. The underlying basket indices have been highly volatile in the past — meaning that the levels of the underlying basket indices have changed considerably in relatively short periods — and their performance cannot be predicted for any future period.

The information in the following examples reflects hypothetical rates of return on the offered notes assuming that they are purchased on the original issue date at the face amount and held to the stated maturity date. If you sell your notes in a secondary market prior to the stated maturity date, your return will depend upon the market value of your notes at the time of sale, which may be affected by a number of factors that are not reflected in the examples below, such as interest rates, the volatility of the underlying basket indices, the creditworthiness of GS Finance Corp., as issuer, and the creditworthiness of The Goldman Sachs Group, Inc., as guarantor. In addition, the estimated value of your notes at the time the terms of your notes are set on the trade date (as determined by reference to pricing models used by GS&Co.) is less than the original issue price of your notes. For more information on the estimated value of your notes, see "Additional Risk Factors Specific to Your Notes — The Estimated Value of Your Notes At the Time the Terms of Your Notes Are Set On the Trade Date (as Determined By Reference to Pricing Models Used By GS&Co.) Is Less Than the Original Issue Price Of Your Notes" on page S-14 of this prospectus supplement. The information in the examples also reflects the key terms and assumptions in the box below.

Key Terms and Assumptions	
Face amount	$10
Upside gearing	2
Cap level	115.075% of the initial underlying basket level
Maximum settlement amount	$13.015 (i.e., 30.15% maximum return)
Downside threshold	75.00% of the initial underlying basket level

Neither a market disruption event nor a non-trading day occurs with respect to any underlying basket index on the originally scheduled determination date

No change in or affecting any of the underlying basket indices or the methods by which any of the underlying basket index sponsors calculates the S&P 500® Index, the MSCI EAFE Index, S&P MidCap 400® Index or the MSCI Emerging Markets Index, respectively

Notes purchased on original issue date at the face amount and held to the stated maturity date

For these reasons, the actual performance of the underlying basket over the life of your notes, as well as the amount payable at maturity, if any, may bear little relation to the hypothetical examples shown below or to the historical levels of each underlying basket index shown elsewhere in this prospectus supplement. For information about the historical levels of the underlying basket index during recent periods, see "The Underlying Index — Historical Closing Levels of the Underlying Basket Indices" below. Before investing in the offered notes, you should consult publicly available information to determine the levels of the underlying basket indices between the date of this prospectus supplement and the date of your purchase of the offered notes.

Also, the hypothetical examples shown below do not take into account the effects of applicable taxes. Because of the U.S. tax treatment applicable to your notes, tax liabilities could affect the after-tax rate of return on your notes to a comparatively greater extent than the after-tax return on the underlying basket indices.

The levels in the left column of the table below represent hypothetical final underlying basket levels and are expressed as percentages of the initial underlying basket level. The amounts in the middle column represent the hypothetical cash settlement amounts, based on the corresponding hypothetical final underlying basket level (expressed as a percentage of the initial underlying basket level), assuming that a trigger event does not occur (i.e., the final underlying basket level is greater than or equal to the downside threshold), and are expressed as percentages of the face amount of a note (rounded to the nearest one-thousandth of a percent). The amounts in the right column represent the hypothetical cash settlement amounts, based on the corresponding hypothetical final underlying basket level (expressed as a percentage of the initial underlying basket level), assuming that a trigger event occurs (i.e., the final underlying basket level is less than the downside threshold), and are expressed as percentages of the face amount of a note (rounded to the nearest one-thousandth of a percent). Thus, a hypothetical cash settlement amount of 100.000% means that the value of the cash payment that we would deliver for each $10 of the outstanding face amount of the offered notes on the stated maturity date would equal 100.000% of the face amount of a note, based on the corresponding hypothetical final underlying basket level (expressed as a percentage of the initial underlying basket level) and the assumptions noted above.

Hypothetical Final Underlying Basket Level (as Percentage of Initial Underlying Basket Level)	Hypothetical Cash Settlement Amount (as Percentage of Face Amount)	
	Trigger Event Has Not Occurred	Trigger Event Has Occurred
150.000%	130.150%	N/A
125.000%	130.150%	N/A
120.000%	130.150%	N/A
115.075%	130.150%	N/A
110.000%	120.000%	N/A
100.000%	100.000%	N/A
90.000%	100.000%	N/A
80.000%	100.000%	N/A
75.000%	100.000%	N/A
74.999%	N/A	74.999%
25.000%	N/A	25.000%
0.000%	N/A	0.000%

If, for example, a trigger event has occurred and the final underlying basket level were determined to be 25.000% of the initial underlying basket level, the cash settlement amount that we would deliver on your notes at maturity would be 25.000% of the face amount of your notes, as shown in the table above. As a result, if you purchased your notes on the original issue date at the face amount and held them to the stated maturity date, you would lose 75.000% of your investment, which is proportionate to the decline in the underlying basket from the trade date to the determination date (if your purchased your notes at a premium to face amount you would lose a correspondingly higher percentage of your investment).

If, for example, a trigger event has not occurred and the final underlying basket level were determined to be 90.000% of the initial underlying basket level, the cash settlement amount that we would deliver on your notes at maturity would be 100.000% of the face amount of your notes, as shown in the table above.

Because a trigger event has not occurred (i.e., the hypothetical final underlying basket level is greater than or equal to the downside threshold), the cash settlement amount that we would deliver on your notes at maturity would be 100.000% of the face amount of your notes, as shown in the table above.

If, however, the final underlying basket level were determined to be 110.000% of the initial underlying basket level, the cash settlement amount that we would deliver on your notes at maturity would be 120.000% of the face amount of your notes, as shown in the table above. Since the hypothetical final underlying basket level is greater than the initial underlying basket level, the underlying basket return is enhanced by the upside gearing and the cash settlement amount that we would deliver on your notes at maturity would be 120.000% of the face amount of your notes, as shown in the table above. However, if the final underlying basket level were determined to be 200.000% of the initial underlying basket level, the cash settlement amount that we would deliver on your notes at maturity would be capped at the maximum settlement amount (expressed as a percentage of the face amount), or 130.150% of each $10 face amount of your notes, as shown in the table above. In such case, the maximum return will be 30.15%, which represents the percentage difference between the maximum settlement amount of $13.015 and the face amount of $10. As a result, if you held your notes to the stated maturity date, you would not benefit from any increase in the final underlying basket level over 115.075% (the cap level) of the initial underlying basket level. This is because the cap level represents (i) the maximum return of 30.15% divided by the upside gearing of 2.0 plus (ii) 100%.

The following examples illustrate the hypothetical cash settlement amount at maturity for each note based on hypothetical final levels of the underlying basket indices, calculated based on the key terms and assumptions above. The levels in Column A represent initial levels for each underlying basket index, and the levels in Column B represent hypothetical final levels for each underlying basket index. The percentages in Column C represent hypothetical final levels for each underlying basket index in Column B expressed as percentages of the corresponding initial levels in Column A. The amounts in Column D represent the applicable initial weighted value for each underlying basket index, and the amounts in Column E represent the products of the percentages in Column C times the corresponding amounts in Column D. The final underlying basket level for each example is shown beneath each example, and equals the sum of the products shown in Column E. The underlying basket return for each example is shown beneath the final underlying basket level for such example, and equals the quotient of (i) the final underlying basket level for such example minus the initial underlying basket level divided by (ii) the initial underlying basket level, expressed as a percentage. The values below have been rounded for ease of analysis.

Example 1: The final underlying basket level is greater than the cap level. The cash settlement amount equals the maximum settlement amount.

	Column A	Column B	Column C	Column D	Column E
Underlying Basket Index	Initial Level	Hypothetical Final Level	Column B / Column A	Initial Weighted Value	Column C x Column D
S&P 500® Index	2,873.40	4,310.10	150.00%	40.00	60.00
MSCI EAFE Index	1,916.71	2,875.07	150.00%	30.00	45.00
S&P MidCap 400® Index	1,924.65	2,886.98	150.00%	20.00	30.00
MSCI Emerging Markets Index	1,079.80	1,619.70	150.00%	10.00	15.00
				Final Underlying Basket Level:	150.00
				Underlying Basket Return:	50.00%

In this example, all of the hypothetical final levels for the underlying basket indices are greater than the applicable initial levels, which results in the hypothetical final underlying basket level being greater than the initial underlying basket level of 100.00. Since the hypothetical final underlying basket level was determined to be 150.00, the hypothetical cash settlement amount that we would deliver on your notes at maturity would be capped at the maximum settlement amount of $13.015 for each $10 face amount of your notes (i.e., 130.150% of each $10 face amount of your notes).

Example 2: The final underlying basket level is greater than the initial underlying basket level but less than the cap level.

	Column A	Column B	Column C	Column D	Column E
Underlying Basket Index	Initial Level	Hypothetical Final Level	Column B / Column A	Initial Weighted Value	Column C x Column D
S&P 500® Index	2,873.40	2,930.87	102.00%	40.00	40.80
MSCI EAFE Index	1,916.71	1,955.04	102.00%	30.00	30.60
S&P MidCap 400® Index	1,924.65	1,963.14	102.00%	20.00	20.40
MSCI Emerging Markets Index	1,079.80	1,101.40	102.00%	10.00	10.20
				Final Underlying Basket Level:	102.00
				Underlying Basket Return:	2.00%

In this example, all of the hypothetical final levels for the underlying basket indices are greater than the applicable initial levels, which results in the hypothetical final underlying basket level being greater than the initial underlying basket level of 100.00. Since the hypothetical final underlying basket level was determined to be 102.00, the hypothetical cash settlement amount for each $10 face amount of your notes will equal:

Cash settlement amount = $10 + ($10 × 2.0 × 2.00%) = $10.40

Example 3: The final underlying basket level is less than the initial underlying basket level, but greater than the downside threshold. The cash settlement amount equals the $10 face amount.

	Column A	Column B	Column C	Column D	Column E
Underlying Basket Index	Initial Level	Hypothetical Final Level	Column B / Column A	Initial Weighted Value	Column C x Column D
S&P 500® Index	2,873.40	2,729.73	95.00%	40.00	38.00
MSCI EAFE Index	1,916.71	1,820.87	95.00%	30.00	28.50
S&P MidCap 400® Index	1,924.65	1,828.42	95.00%	20.00	19.00
MSCI Emerging Markets Index	1,079.80	1,025.81	95.00%	10.00	9.50
				Final Underlying Basket Level:	95.00
				Underlying Basket Return:	-5.00%

In this example, all of the hypothetical final levels for the underlying basket indices are less than the applicable initial levels, which results in the hypothetical final underlying basket level being less than the initial underlying basket level of 100.00. Since the hypothetical final underlying basket level of 95 is greater than the downside threshold of 75.00% of the initial underlying basket level but less than the initial underlying basket level of 100, the hypothetical cash settlement amount for each $10 face amount of your notes will equal the face amount, or $10.

Example 4: The final underlying basket level is less than the downside threshold. The cash settlement amount is less than the $10 face amount.

	Column A	Column B	Column C	Column D	Column E
Underlying Basket Index	Initial Level	Hypothetical Final Level	Column B / Column A	Initial Weighted Value	Column C x Column D
S&P 500® Index	2,873.40	431.01	15.00%	40.00	6.00
MSCI EAFE Index	1,916.71	287.51	15.00%	30.00	4.50
S&P MidCap 400® Index	1,924.65	1,924.65	100.00%	20.00	20.00
MSCI Emerging Markets Index	1,079.80	1,090.60	101.00%	10.00	10.10
				Final Underlying Basket Level:	40.60
				Underlying Basket Return:	-59.40%

In this example, the hypothetical final levels of the S&P 500® Index and the MSCI EAFE Index are less than their initial levels, while the hypothetical final level of the S&P MidCap 400® Index is equal to its initial level and the hypothetical final level of the MSCI Emerging Markets Index is greater than its initial level.

Because the underlying basket is unequally weighted, increases in the lower weighted underlying basket indices will be offset by decreases in the more heavily weighted underlying basket indices. In this example, the large declines in the S&P 500® Index and the MSCI EAFE Index result in the hypothetical final underlying basket level being less than the downside threshold of 75.00% of the initial underlying basket level even though the S&P MidCap 400® Index remained flat and the MSCI Emerging Markets Index increased.

Since the hypothetical final underlying basket level of 40.60 is less than the downside threshold of 75.00% of the initial underlying basket level, the hypothetical cash settlement amount for each $10 face amount of your notes will equal:

Cash settlement amount = \$10 + (\$10 × -59.40%) = \$4.06

Example 5: The final underlying basket level is less than the downside threshold. The cash settlement amount is less than the \$10 face amount.

	Column A	Column B	Column C	Column D	Column E
Underlying Basket Index	Initial Level	Hypothetical Final Level	Column B / Column A	Initial Weighted Value	Column C x Column D
S&P 500® Index	2,873.40	1,149.36	40.00%	40.00	16.00
MSCI EAFE Index	1,916.71	862.52	45.00%	30.00	13.50
S&P MidCap 400® Index	1,924.65	866.09	45.00%	20.00	9.00
MSCI Emerging Markets Index	1,079.80	431.92	40.00%	10.00	4.00
				Final Underlying Basket Level:	42.50
				Underlying Basket Return:	-57.50%

In this example, the hypothetical final levels for all of the underlying basket indices are less than the applicable initial levels, which results in the hypothetical final underlying basket level being less than the initial underlying basket level of 100.00. Since the hypothetical final underlying basket level of 42.50 is less than the downside threshold of 75.00% of the initial underlying basket level, the hypothetical cash settlement amount for each \$10 face amount of your notes will equal:

Cash settlement amount = \$10 + (\$10 × -57.50%) = \$4.25

The cash settlement amounts shown above are entirely hypothetical; they are based on levels of the underlying basket indices that may not be achieved on the determination date and on assumptions that may prove to be erroneous. The actual market value of your notes on the stated maturity date or at any other time, including any time you may wish to sell your notes, may bear little relation to the hypothetical cash settlement amounts shown above, and these amounts should not be viewed as an indication of the financial return on an investment in the offered notes. The hypothetical cash settlement amounts on notes held to the stated maturity date in the examples above assume you purchased your notes at their face amount and have not been adjusted to reflect the actual issue price you pay for your notes. The return on your investment (whether positive or negative) in your notes will be affected by the amount you pay for your notes. If you purchase your notes for a price other than the face amount, the return on your investment will differ from, and may be significantly lower than, the hypothetical returns suggested by the above examples. Please read "Additional Risk Factors Specific to the Notes — The Market Value of Your Notes May Be Influenced by Many Unpredictable Factors" on page S-17.

Payments on the notes are economically equivalent to the amounts that would be paid on a combination of other instruments. For example, payments on the notes are economically equivalent to a combination of a bond bought by the holder and one or more options entered into between the holder and us. Therefore, the terms of the notes may be impacted by the various factors mentioned on page S-17 in the section “Additional Risk Factors Specific to the Notes — The Market Value of Your Notes May Be Influenced by Many Unpredictable Factors”. The discussion in this paragraph does not modify or affect the terms of the notes or the U.S. federal income tax treatment of the notes, as described elsewhere in this prospectus supplement.

We cannot predict the actual final underlying basket level or what the market value of your notes will be on any particular trading day, nor can we predict the relationship between the level of each underlying basket index and the market value of your notes at any time prior to the stated maturity date. The actual amount that you will receive, if any, at maturity and the rate of return on the offered notes will depend on the actual basket return determined by the calculation agent as described above. Moreover, the assumptions on which the hypothetical returns are based may turn out to be inaccurate. Consequently, the amount of cash to be paid in respect of your notes, if any, on the stated maturity date may be very different from the information reflected in the examples above.

ADDITIONAL RISK FACTORS SPECIFIC TO YOUR NOTES

An investment in your notes is subject to the risks described below, as well as the risks and considerations described in the accompanying prospectus and in the accompanying prospectus supplement. You should carefully review these risks and considerations as well as the terms of the notes described herein and in the accompanying prospectus and the accompanying prospectus supplement. Your notes are a riskier investment than ordinary debt securities. Also, your notes are not equivalent to investing directly in the underlying index stocks, i.e., with respect to an underlying basket index to which your notes are linked, the stocks comprising such underlying basket index. You should carefully consider whether the offered notes are suited to your particular circumstances.

The Estimated Value of Your Notes At the Time the Terms of Your Notes Are Set On the Trade Date (as Determined By Reference to Pricing Models Used By GS&Co.) Is Less Than the Original Issue Price Of Your Notes

The original issue price for your notes exceeds the estimated value of your notes as of the time the terms of your notes are set on the trade date, as determined by reference to GS&Co.'s pricing models and taking into account our credit spreads. Such estimated value on the trade date is set forth above under "Estimated Value of Your Notes"; after the trade date, the estimated value as determined by reference to these models will be affected by changes in market conditions, the creditworthiness of GS Finance Corp., as issuer, the creditworthiness of The Goldman Sachs Group, Inc., as guarantor, and other relevant factors. The price at which GS&Co. would initially buy or sell your notes (if GS&Co. makes a market, which it is not obligated to do), and the value that GS&Co. will initially use for account statements and otherwise, also exceeds the estimated value of your notes as determined by reference to these models. As agreed by GS&Co. and the distribution participants, this excess (i.e., the additional amount described under "Estimated Value of Your Notes") will decline to zero on a straight line basis over the period from the date hereof through the applicable date set forth above under "Estimated Value of Your Notes". Thereafter, if GS&Co. buys or sells your notes it will do so at prices that reflect the estimated value determined by reference to such pricing models at that time. The price at which GS&Co. will buy or sell your notes at any time also will reflect its then current bid and ask spread for similar sized trades of structured notes.

In estimating the value of your notes as of the time the terms of your notes are set on the trade date, as disclosed above under "Estimated Value of Your Notes", GS&Co.'s pricing models consider certain variables, including principally our credit spreads, interest rates (forecasted, current and historical rates), volatility, price-sensitivity analysis and the time to maturity of the notes. These pricing models are proprietary and rely in part on certain assumptions about future events, which may prove to be incorrect. As a result, the actual value you would receive if you sold your notes in the secondary market, if any, to others may differ, perhaps materially, from the estimated value of your notes determined by reference to our models due to, among other things, any differences in pricing models or assumptions used by others. See "— The Market Value of Your Notes May Be Influenced by Many Unpredictable Factors" below.

The difference between the estimated value of your notes as of the time the terms of your notes are set on the trade date and the original issue price is a result of certain factors, including principally the underwriting discount and commissions, the expenses incurred in creating, documenting and marketing the notes, and an estimate of the difference between the amounts we pay to GS&Co. and the amounts GS&Co. pays to us in connection with your notes. We pay to GS&Co. amounts based on what we would pay to holders of a non-structured note with a similar maturity. In return for such payment, GS&Co. pays to us the amounts we owe under your notes.

In addition to the factors discussed above, the value and quoted price of your notes at any time will reflect many factors and cannot be predicted. If GS&Co. makes a market in the notes, the price quoted by GS&Co. would reflect any changes in market conditions and other relevant factors, including any deterioration in our creditworthiness or perceived creditworthiness or the creditworthiness or perceived creditworthiness of The Goldman Sachs Group, Inc. These changes may adversely affect the value of your notes, including the price you may receive for your notes in any market making transaction. To the extent that GS&Co. makes a market in the notes, the quoted price will reflect the estimated value determined by reference to GS&Co.'s pricing models at that time, plus or minus its then current bid and

ask spread for similar sized trades of structured notes (and subject to the declining excess amount described above).

Furthermore, if you sell your notes, you will likely be charged a commission for secondary market transactions, or the price will likely reflect a dealer discount. This commission or discount will further reduce the proceeds you would receive for your notes in a secondary market sale.

There is no assurance that GS&Co. or any other party will be willing to purchase your notes at any price and, in this regard, GS&Co. is not obligated to make a market in the notes. See "— Your Notes May Not Have an Active Trading Market" below.

The Notes Are Subject to the Credit Risk of the Issuer and the Guarantor

Although the return on the notes will be based on the performance of the underlying basket indices, the payment of any amount due on the notes is subject to the credit risk of GS Finance Corp., as issuer of the notes, and the credit risk of The Goldman Sachs Group, Inc., as guarantor of the notes. The notes are our unsecured obligations. Investors are dependent on our ability to pay all amounts due on the notes, and therefore investors are subject to our credit risk and to changes in the market's view of our creditworthiness. Similarly, investors are dependent on the ability of The Goldman Sachs Group, Inc., as guarantor of the notes, to pay all amounts due on the notes, and therefore are also subject to its credit risk and to changes in the market's view of its creditworthiness. See "Description of the Notes We May Offer — Information About Our Medium-Term Notes, Series E Program — How the Notes Rank Against Other Debt" on page S-4 of the accompanying prospectus supplement and "Description of Debt Securities We May Offer— Guarantee by The Goldman Sachs Group, Inc." on page 42 of the accompanying prospectus.

The Cash Settlement Amount on Your Notes Is Not Linked to the Level of the Underlying Basket Indices at Any Time Other than the Determination Date

The final underlying basket level will be based on the closing levels of the underlying basket indices on the determination date (subject to adjustment as described elsewhere in this prospectus supplement). Therefore, if the closing levels of the underlying basket indices dropped precipitously on the determination date, the cash settlement amount for your notes may be significantly less than it would have been had the cash settlement amount been linked to the closing levels of the underlying basket indices prior to such drop in the levels of the underlying basket indices. Although the actual levels of the underlying basket indices on the stated maturity date or at other times during the life of your notes may be higher than the closing levels of the underlying basket indices on the determination date, you will not benefit from the closing levels of the underlying basket indices at any time other than on the determination date.

You May Lose Your Entire Investment in the Notes

You can lose your entire investment in the notes. The cash payment on your notes, if any, on the stated maturity date will be based on the performance of a weighted basket comprised of the S&P 500® Index, the MSCI EAFE Index, the S&P MidCap 400® Index and the MSCI Emerging Markets Index as measured from the initial underlying basket level of 100 to the final underlying basket level on the determination date. If a trigger event has occurred, the amount in cash you will receive on your notes on the stated maturity date, if any, will be less than the face amount of your notes and you will incur a loss on the face amount proportionate to the decline of the underlying basket from the trade date to the determination date. Thus, you may lose your entire investment in the notes, which would include any premium to face amount you paid when you purchased the notes.

Also, the application of the downside threshold occurs only at maturity and the market price of your notes prior to the stated maturity date may be significantly lower than the purchase price you pay for your notes. Consequently, if you are able to sell your notes before the stated maturity date, you may receive far less than the amount of your investment in the notes.

Lower Downside Thresholds Are Generally Associated With Higher Volatility of the Basket and Therefore a Greater Risk of Loss

Volatility refers to the frequency and magnitude of changes in a basket level. The fact that the underlying basket to which your notes are linked is more volatile (as determined by us) than other baskets means that, as of the trade date, the expected risk that the underlying basket to which your notes are linked will close below its downside threshold on the determination date (in which case you will receive less than the

S-15

face amount of your notes at maturity) is greater with respect to your notes than with respect to a note issued by us with the same terms and tenor, but linked to a less volatile basket.

If the expected volatility of the underlying basket is higher than for a note issued by us with the same terms and tenor, but linked to a less volatile basket, a relatively lower downside threshold for the notes may not necessarily indicate a lower risk of loss at maturity, because there is no guarantee that the downside threshold set for your notes adequately offsets this increased expected risk.

You should not take the historical volatility of any basket as an indication of its future volatility. You should be willing to accept the downside market risk of the underlying basket and the potential to lose some or all of your investment at maturity.

The Return on Your Notes May Change Significantly Despite Only a Small Change in the Underlying Basket Level

If a trigger event occurs, you will receive less than the face amount of your notes and you could lose all or a substantial portion of your investment in the notes. This means that while a drop of up to 25.00% between the initial underlying basket level and the final underlying basket level will not result in a loss of principal on the notes (since a trigger event will not have occurred), any additional decrease in the final underlying basket level to less than 75.00% of the initial underlying basket level will result in a loss of a significant portion of the principal amount of the notes.

Your Notes Will Not Bear Interest

You will not receive any interest payments on your notes. As a result, even if the cash settlement amount payable for each of your notes on the stated maturity date exceeds the face amount of your notes, the overall return you earn on your notes may be less than you would have earned by investing in a non-indexed debt security of comparable maturity that bears interest at a prevailing market rate.

The Potential for the Value of Your Notes to Increase Will Be Limited

Your ability to participate in any change in the level of the underlying basket over the life of your notes will be limited. The maximum settlement amount will limit the cash settlement amount you may receive for each of your notes at maturity, no matter how much the level of the underlying basket may rise beyond the cap level over the life of your notes. Accordingly, the amount payable for each of your notes may be significantly less than it would have been had you invested directly in the underlying basket or any of the basket indices.

The Lower Performance of One Underlying Basket Index May Offset an Increase in the Other Underlying Basket Indices

Declines in the level of one underlying basket index may offset increases in the levels of the other underlying basket indices. As a result, any return on the underlying basket— and thus on your notes — may be reduced or eliminated, which will have the effect of reducing the amount payable in respect of your notes at maturity. In addition, because the underlying basket indices are not equally weighted, increases in the lower weighted underlying basket indices may be offset by even small decreases in the more heavily weighted underlying basket indices.

Past Performance is No Guide to Future Performance

The actual performance of the underlying basket indices over the life of the notes, as well as the amount payable at maturity, may bear little relation to the historical closing levels of the underlying basket indices or to the hypothetical return examples set forth elsewhere in this prospectus supplement. We cannot predict the future performance of the underlying basket indices.

We May Sell an Additional Aggregate Face Amount of the Notes at a Different Issue Price

At our sole option, we may decide to sell an additional aggregate face amount of the notes subsequent to the date of this prospectus supplement. The issue price of the notes in the subsequent sale may differ substantially (higher or lower) from the original issue price you paid as provided on the cover of this prospectus supplement.

If You Purchase Your Notes at a Premium to Face Amount, the Return on Your Investment Will Be Lower Than the Return on Notes Purchased at Face Amount and the Impact of Certain Key Terms of the Notes Will be Negatively Affected

The cash settlement amount you will be paid for your notes on the stated maturity date will not be adjusted based on the issue price you pay for the notes. If you purchase notes at a price that differs from the face amount of the notes, then the return on your investment in such notes held to the stated maturity date will differ from, and may be substantially less than, the return on notes purchased at face amount. If you purchase your notes at a premium to face amount and hold them to the stated maturity date the return on your investment in the notes will be lower than it would have been had you purchased the notes at face amount or a discount to face amount. In addition, the impact of the downside threshold and the cap level on the return on your investment will depend upon the price you pay for your notes relative to face amount. For example, if you purchase your notes at a premium to face amount, the cap level will only permit a lower positive return on your investment in the notes than would have been the case for notes purchased at face amount or a discount amount. Similarly, the downside threshold, while still providing some protection for the return on the notes, will allow a greater percentage decrease in your investment in the notes than would have been the case for notes purchased at face amount or a discount to face amount.

The Return on Your Notes Will Not Reflect Any Dividends Paid on the Underlying Index Stocks

Each underlying basket index sponsor calculates the level of the applicable underlying basket index by reference to the prices of the underlying index stocks, without taking account of the value of dividends paid on those underlying index stocks. Therefore, the return on your notes will not reflect the return you would realize if you actually owned the underlying index stocks and received the dividends paid on those stocks. You will not receive any dividends that may be paid on any of the underlying index stocks by the underlying index stock issuers. See "—You Have No Shareholder Rights or Rights to Receive Any Underlying Index Stock" below for additional information.

The Market Value of Your Notes May Be Influenced by Many Unpredictable Factors

When we refer to the market value of your notes, we mean the value that you could receive for your notes if you chose and are able to sell them in the open market before the stated maturity date. A number of factors, many of which are beyond our control and impact the value of bonds and options generally, will influence the market value of your notes, including:

- the levels of the underlying basket indices;
- whether a trigger event has occurred;
- the volatility — i.e., the frequency and magnitude of changes — in the levels of the underlying basket indices;
- the dividend rates of the underlying index stocks;
- economic, financial, regulatory, political, military and other events that affect the stock markets generally and the underlying index stocks, and which may affect the closing levels of the underlying basket indices;
- other interest rates and yield rates in the market;
- the time remaining until your notes mature; and
- our creditworthiness and the creditworthiness of The Goldman Sachs Group, Inc., whether actual or perceived, including actual or anticipated upgrades or downgrades in our credit ratings or the credit ratings of The Goldman Sachs Group, Inc. or changes in other credit measures.

These factors will influence the price you will receive if you sell your notes before maturity, including the price you may receive for your notes in any market-making transaction. If you sell your notes before maturity, you may receive less than the face amount of your notes or less than you would have received had you held your notes to maturity.

You cannot predict the future levels of the underlying basket indices based on their historical fluctuations. The actual levels of the underlying basket indices over the life of the notes may bear little or no relation to their historical closing levels or to the hypothetical examples shown elsewhere in this prospectus supplement.

If the Level of the Underlying Basket Indices Changes, the Market Value of Your Notes May Not Change in the Same Manner

Your notes may trade quite differently from the performance of the underlying basket indices. Changes in the levels of the underlying basket indices may not result in a comparable change in the market value of your notes. Even if the levels of the underlying basket indices increase above their respective initial levels during the life of the notes, the market value of your notes may not increase by the same amount. We discuss some of the reasons for this disparity under "— The Market Value of Your Notes May Be Influenced by Many Unpredictable Factors" above.

Other Investors in the Notes May Not Have the Same Interests as You

Other investors in the notes are not required to take into account the interests of any other investor in exercising remedies or voting or other rights in their capacity as securityholders or in making requests or recommendations to Goldman Sachs as to the establishment of other transaction terms. The interests of other investors may, in some circumstances, be adverse to your interests. For example, certain investors may take short positions (directly or indirectly through derivative transactions) on assets that are the same or similar to your notes, underlying basket indices, underlying index stocks or other similar securities, which may adversely impact the market for or value of your notes.

You Have No Shareholder Rights or Rights to Receive Any Underlying Index Stock

Investing in your notes will not make you a holder of any of the underlying index stocks. Neither you nor any other holder or owner of your notes will have any rights with respect to the underlying index stocks, including any voting rights, any rights to receive dividends or other distributions, any rights to make a claim against the underlying index stocks or any other rights of a holder of the underlying index stocks. Your notes will be paid in cash and you will have no right to receive delivery of any underlying index stocks.

Anticipated Hedging Activities by Goldman Sachs or Our Distributors May Negatively Impact Investors in the Notes and Cause Our Interests and Those of Our Clients and Counterparties to be Contrary to Those of Investors in the Notes

Goldman Sachs expects to hedge our obligations under the notes by purchasing listed or over-the-counter options, futures and/or other instruments linked to the underlying basket indices or the underlying index stocks. Goldman Sachs also expects to adjust the hedge by, among other things, purchasing or selling any of the foregoing, and perhaps other instruments linked to the underlying basket indices or the underlying index stocks, at any time and from time to time, and to unwind the hedge by selling any of the foregoing on or before the determination date for your notes. Alternatively, Goldman Sachs may hedge all or part of our obligations under the notes with unaffiliated distributors of the notes which we expect will undertake similar market activity. Goldman Sachs may also enter into, adjust and unwind hedging transactions relating to other index-linked notes whose returns are linked to changes in the levels of the underlying basket indices or the underlying index stocks, as applicable.

In addition to entering into such transactions itself, or distributors entering into such transactions, Goldman Sachs may structure such transactions for its clients or counterparties, or otherwise advise or assist clients or counterparties in entering into such transactions. These activities may be undertaken to achieve a variety of objectives, including: permitting other purchasers of the notes or other securities to hedge their investment in whole or in part; facilitating transactions for other clients or counterparties that may have business objectives or investment strategies that are inconsistent with or contrary to those of investors in the notes; hedging the exposure of Goldman Sachs to the notes including any interest in the notes that it reacquires or retains as part of the offering process, through its market-making activities or otherwise; enabling Goldman Sachs to comply with its internal risk limits or otherwise manage firmwide, business unit or product risk; and/or enabling Goldman Sachs to take directional views as to relevant markets on behalf of itself or its clients or counterparties that are inconsistent with or contrary to the views and objectives of the investors in the notes.

Any of these hedging or other activities may adversely affect the levels of the underlying basket indices — directly or indirectly by affecting the price of the underlying index stocks — and therefore the market value of your notes and the amount we will pay on your notes, if any, at maturity. In addition, you should expect that these transactions will cause Goldman Sachs or its clients, counterparties or distributors to have economic interests and incentives that do not align with, and that may be directly contrary to, those of an investor in the notes. Neither Goldman Sachs nor any distributor will have any obligation to take, refrain from taking or cease taking any action with respect to these transactions based on the potential effect on an investor in the notes, and may receive substantial returns on hedging or other activities while the value of your notes declines. In addition, if the distributor from which you purchase notes is to conduct hedging activities in connection with the notes, that distributor may otherwise profit in connection with such hedging activities and such profit, if any, will be in addition to the compensation that the distributor receives for the sale of the notes to you. You should be aware that the potential to earn fees in connection with hedging activities may create a further incentive for the distributor to sell the notes to you in addition to the compensation they would receive for the sale of the notes.

Goldman Sachs' Trading and Investment Activities for its Own Account or for its Clients, Could Negatively Impact Investors in the Notes

Goldman Sachs is a global investment banking, securities and investment management firm that provides a wide range of financial services to a substantial and diversified client base that includes corporations, financial institutions, governments and individuals. As such, it acts as an investor, investment banker, research provider, investment manager, investment advisor, market maker, trader, prime broker and lender. In those and other capacities, Goldman Sachs purchases, sells or holds a broad array of investments, actively trades securities, derivatives, loans, commodities, currencies, credit default swaps, indices, baskets and other financial instruments and products for its own account or for the accounts of its customers, and will have other direct or indirect interests, in the global fixed income, currency, commodity, equity, bank loan and other markets. Any of Goldman Sachs' financial market activities may, individually or in the aggregate, have an adverse effect on the market for your notes, and you should expect that the interests of Goldman Sachs or its clients or counterparties will at times be adverse to those of investors in the notes.

Goldman Sachs regularly offers a wide array of securities, financial instruments and other products into the marketplace, including existing or new products that are similar to your notes, or similar or linked to the underlying basket indices or underlying index stocks. Investors in the notes should expect that Goldman Sachs will offer securities, financial instruments, and other products that will compete with the notes for liquidity, research coverage or otherwise.

Goldman Sachs' Market-Making Activities Could Negatively Impact Investors in the Notes

Goldman Sachs actively makes markets in and trades financial instruments for its own account and for the accounts of customers. These financial instruments include debt and equity securities, currencies, commodities, bank loans, indices, baskets and other products. Goldman Sachs' activities include, among other things, executing large block trades and taking long and short positions directly and indirectly, through derivative instruments or otherwise. The securities and instruments in which Goldman Sachs takes positions, or expects to take positions, include securities and instruments of the underlying basket indices or underlying index stocks, securities and instruments similar to or linked to the foregoing or the currencies in which they are denominated. Market making is an activity where Goldman Sachs buys and sells on behalf of customers, or for its own account, to satisfy the expected demand of customers. By its nature, market making involves facilitating transactions among market participants that have differing views of securities and instruments. As a result, you should expect that Goldman Sachs will take positions that are inconsistent with, or adverse to, the investment objectives of investors in the notes.

If Goldman Sachs becomes a holder of any securities of the underlying basket indices or underlying index stocks in its capacity as a market-maker or otherwise, any actions that it takes in its capacity as securityholder, including voting or provision of consents, will not necessarily be aligned with, and may be inconsistent with, the interests of investors in the notes.

You Should Expect That Goldman Sachs Personnel Will Take Research Positions, or Otherwise Make Recommendations, Provide Investment Advice or Market Color or Encourage Trading Strategies That Might Negatively Impact Investors in the Notes

Goldman Sachs and its personnel, including its sales and trading, investment research and investment management personnel, regularly make investment recommendations, provide market color or trading

S-19

ideas, or publish or express independent views in respect of a wide range of markets, issuers, securities and instruments. They regularly implement, or recommend to clients that they implement, various investment strategies relating to these markets, issuers, securities and instruments. These strategies include, for example, buying or selling credit protection against a default or other event involving an issuer or financial instrument. Any of these recommendations and views may be negative with respect to the underlying basket indices or underlying index stocks or other securities or instruments similar to or linked to the foregoing or result in trading strategies that have a negative impact on the market for any such securities or instruments, particularly in illiquid markets. In addition, you should expect that personnel in the trading and investing businesses of Goldman Sachs will have or develop independent views of the underlying basket indices or underlying index stocks, the relevant industry or other market trends, which may not be aligned with the views and objectives of investors in the notes.

Goldman Sachs Regularly Provides Services to, or Otherwise Has Business Relationships with, a Broad Client Base, Which May Include the Sponsors of the Underlying Basket Indices or the Issuers of the Underlying Index Stocks or Other Entities That Are Involved in the Transaction

Goldman Sachs regularly provides financial advisory, investment advisory and transactional services to a substantial and diversified client base, and you should assume that Goldman Sachs will, at present or in the future, provide such services or otherwise engage in transactions with, among others, the sponsors of the underlying basket indices or the issuers of the underlying index stocks, or transact in securities or instruments or with parties that are directly or indirectly related to the foregoing. These services could include making loans to or equity investments in those companies, providing financial advisory or other investment banking services, or issuing research reports. You should expect that Goldman Sachs, in providing such services, engaging in such transactions, or acting for its own account, may take actions that have direct or indirect effects on the underlying basket indices or underlying index stocks, as applicable, and that such actions could be adverse to the interests of investors in the notes. In addition, in connection with these activities, certain Goldman Sachs personnel may have access to confidential material non-public information about these parties that would not be disclosed to Goldman Sachs employees that were not working on such transactions as Goldman Sachs has established internal information barriers that are designed to preserve the confidentiality of non-public information. Therefore, any such confidential material non-public information would not be shared with Goldman Sachs employees involved in structuring, selling or making markets in the notes or with investors in the notes.

In this offering, as well as in all other circumstances in which Goldman Sachs receives any fees or other compensation in any form relating to services provided to or transactions with any other party, no accounting, offset or payment in respect of the notes will be required or made; Goldman Sachs will be entitled to retain all such fees and other amounts, and no fees or other compensation payable by any party or indirectly by holders of the notes will be reduced by reason of receipt by Goldman Sachs of any such other fees or other amounts.

The Offering of the Notes May Reduce an Existing Exposure of Goldman Sachs or Facilitate a Transaction or Position That Serves the Objectives of Goldman Sachs or Other Parties

A completed offering may reduce Goldman Sachs' existing exposure to the underlying basket indices or underlying index stocks, securities and instruments similar to or linked to the foregoing or the currencies in which they are denominated, including exposure gained through hedging transactions in anticipation of this offering. An offering of notes will effectively transfer a portion of Goldman Sachs' exposure (and indirectly transfer the exposure of Goldman Sachs' hedging or other counterparties) to investors in the notes.

The terms of the offering (including the selection of the underlying basket indices or underlying index stocks, and the establishment of other transaction terms) may have been selected in order to serve the investment or other objectives of Goldman Sachs or another client or counterparty of Goldman Sachs. In such a case, Goldman Sachs would typically receive the input of other parties that are involved in or otherwise have an interest in the offering, transactions hedged by the offering, or related transactions. The incentives of these other parties would normally differ from and in many cases be contrary to those of investors in the notes.

As Calculation Agent, GS&Co. Will Have the Authority to Make Determinations that Could Affect the Value of Your Notes, When Your Notes Mature and the Amount You Receive at Maturity

As calculation agent for your notes, GS&Co. will have discretion in making various determinations that affect your notes, including determining: the final underlying basket level on the determination date, which we will use to determine the amount we must pay on the stated maturity date; whether a trigger event has occurred; whether to postpone the determination date because of a market disruption event or a non-trading day; the stated maturity date; the default amount and any amount payable on your notes. See "Specific Terms of Your Notes" below. The calculation agent also has discretion in making certain adjustments relating to a discontinuation or modification of the underlying index. See "Specific Terms of Your Notes — Discontinuance or Modification of the Underlying Index" below. The exercise of this discretion by GS&Co. could adversely affect the value of your notes and may present GS&Co. with a conflict of interest. We may change the calculation agent at any time without notice and GS&Co. may resign as calculation agent at any time upon 60 days' written notice to us.

The Policies of an Underlying Basket Index Sponsor and Changes That Affect an Underlying Basket Index or the Underlying Index Stocks Could Affect the Payment Amount on Your Notes and Their Market Value

The policies of an underlying basket index sponsor concerning the calculation of the level of an underlying basket index, additions, deletions or substitutions of underlying index stocks and the manner in which changes affecting the underlying index stocks or their issuers, such as stock dividends, reorganizations or mergers, are reflected in the levels of the underlying basket indices could affect the level of the applicable underlying basket index and, therefore, the cash settlement amount on your notes on the stated maturity date and the market value of your notes before that date. The cash settlement amount on your notes and their market value could also be affected if the applicable underlying basket index sponsor changes these policies, for example, by changing the manner in which it calculates the level of the underlying basket index or the method by which it constructs the underlying basket index, or if any underlying basket index sponsor discontinues or suspends calculation or publication of the levels of the underlying basket indices, in which case it may become difficult to determine the market value of your notes. If events such as these occur, or if the closing levels of the underlying basket indices are not available on the determination date because of a market disruption event or for any other reason, the calculation agent — which initially will be GS&Co., our affiliate — may determine the closing levels of the underlying basket indices on the determination date — and thus the cash settlement amount on the stated maturity date — in a manner it considers appropriate, in its sole discretion. We describe the discretion that the calculation agent will have in determining the closing levels of the underlying basket indices on the determination date and the cash settlement amount on your notes more fully under "Specific Terms of Your Notes — Discontinuance or Modification of the Underlying Basket Indices" and "— Role of Calculation Agent" below.

Except to the Extent The Goldman Sachs Group, Inc. Is One of the Companies Whose Common Stock Comprises the S&P 500® Index, There Is No Affiliation Between the Underlying Index Stock Issuers or the Underlying Basket Index Sponsors and Us

The common stock of The Goldman Sachs Group, Inc. is one of the underlying index stocks comprising the S&P 500® Index. We are not otherwise affiliated with the issuers of the underlying index stocks or the underlying basket index sponsors. As we have told you above, however, we or our affiliates may currently or from time to time in the future own securities of, or engage in business with, the underlying basket index sponsors or the underlying index stock issuers. Neither we nor any of our affiliates have participated in the preparation of any publicly available information or made any "due diligence" investigation or inquiry with respect to the underlying basket indices or any of the other underlying index stock issuers. You, as an investor in your notes, should make your own investigation into the underlying basket indices and the underlying index stock issuers. See "The Underlying Basket and the Underlying Basket Indices" below for additional information about the underlying basket indices.

Neither the underlying basket index sponsors nor any of the other underlying index stock issuers are involved in the offering of your notes in any way and none of them have any obligation of any sort with respect to your notes. Thus, neither the underlying basket index sponsors nor any of the other underlying index stock issuers have any obligation to take your interests into consideration for any reason, including in taking any corporate actions that might affect the market value of your notes.

Your Notes May Not Have an Active Trading Market

Your notes will not be listed or displayed on any securities exchange or included in any interdealer market quotation system, and there may be little or no secondary market for your notes. Even if a secondary market for your notes develops, it may not provide significant liquidity and we expect that transaction costs in any secondary market would be high. As a result, the difference between bid and asked prices for your notes in any secondary market could be substantial.

The Calculation Agent Can Postpone the Determination Date If a Market Disruption Event or a Non-Trading Day Occurs or is Continuing

If the calculation agent determines that, on the date that would otherwise be the determination date, a market disruption event occurs or is continuing with respect to an underlying basket index or that day is not a trading day with respect to an underlying basket index, the determination date will be postponed until the first following trading day on which the calculation agent determines that, on or subsequent to the originally scheduled determination date, each underlying basket index has had at least one trading day on which no market disruption event has occurred or is continuing. In no event, however, will the determination date be postponed to a date later than the originally scheduled stated maturity date or, if the originally scheduled stated maturity date is not a business day, later than the first business day after the originally scheduled stated maturity date. Moreover, if the determination date is postponed to the last possible day, but a market disruption event occurs or is continuing with respect to an underlying basket index that has not yet had such a trading day on which no market disruption event has occurred or is continuing or if such last possible day is not a trading day with respect to such underlying basket index, that day will nevertheless be the determination date. In such a case, the calculation agent will determine the applicable level of such underlying basket index or underlying basket indices for the determination date based on the procedures described under "Specific Terms of Your Notes — Consequences of a Market Disruption Event or a Non-Trading Day" below.

An Investment in the Offered Notes Is Subject to Risks Associated with Foreign Securities

The value of your notes is linked, in part, to underlying basket indices that are comprised of stocks from one or more foreign securities markets. Investments linked to the value of foreign equity securities involve particular risks. Any foreign securities market may be less liquid, more volatile and affected by global or domestic market developments in a different way than are the U.S. securities market or other foreign securities markets. Both government intervention in a foreign securities market, either directly or indirectly, and cross-shareholdings in foreign companies, may affect trading prices and volumes in that market. Also, there is generally less publicly available information about foreign companies than about those U.S. companies that are subject to the reporting requirements of the U.S. Securities and Exchange Commission. Further, foreign companies are subject to accounting, auditing and financial reporting standards and requirements that differ from those applicable to U.S. reporting companies.

The prices of securities in a foreign country are subject to political, economic, financial and social factors that are unique to such foreign country's geographical region. These factors include: recent changes, or the possibility of future changes, in the applicable foreign government's economic and fiscal policies; the possible implementation of, or changes in, currency exchange laws or other laws or restrictions applicable to foreign companies or investments in foreign equity securities; fluctuations, or the possibility of fluctuations, in currency exchange rates; and the possibility of outbreaks of hostility, political instability, natural disaster or adverse public health developments. The United Kingdom has voted to leave the European Union (popularly known as "Brexit"). The effect of Brexit is uncertain, and Brexit has and may continue to contribute to volatility in the prices of securities of companies located in Europe and currency exchange rates, including the valuation of the euro and British pound in particular. Any one of these factors, or the combination of more than one of these factors, could negatively affect such foreign securities market and the price of securities therein. Further, geographical regions may react to global factors in different ways, which may cause the prices of securities in a foreign securities market to fluctuate in a way that differs from those of securities in the U.S. securities market or other foreign securities markets. Foreign economies may also differ from the U.S.

economy in important respects, including growth of gross national product, rate of inflation, capital reinvestment, resources and self-sufficiency, which may have a positive or negative effect on foreign securities prices.

In addition, the value of your notes is linked in part to the MSCI Emerging Markets Index, which is comprised of stocks traded in the equity markets of emerging market countries. The countries whose markets are represented by the MSCI Emerging Markets Index include Brazil, Chile, China, Colombia, the Czech Republic, Egypt, Greece, Hungary, India, Indonesia, Malaysia, Mexico, Pakistan, Peru, Philippines, Poland, Qatar, Russia, South Africa, South Korea, Taiwan, Thailand, Turkey and United Arab Emirates. Countries with emerging markets may have relatively unstable governments, may present the risks of nationalization of businesses, restrictions on foreign ownership and prohibitions on the repatriation of assets, and may have less protection of property rights than more developed countries. The economies of countries with emerging markets may be based on only a few industries, may be highly vulnerable to changes in local or global trade conditions, and may suffer from extreme and volatile debt burdens or inflation rates. Local securities markets may trade a small number of securities and may be unable to respond effectively to increases in trading volume, potentially making prompt liquidation of holdings difficult or impossible at times. It will also likely be more costly and difficult for the index sponsor to enforce the laws or regulations of a foreign country or trading facility, and it is possible that the foreign country or trading facility may not have laws or regulations which adequately protect the rights and interests of investors in the stocks included in the MSCI Emerging Markets Index.

Your Investment in the Notes Will Be Subject to Foreign Currency Exchange Rate Risk

Because each of the MSCI EAFE Index and the MSCI Emerging Markets Index is a U.S. dollar denominated index whose index stock prices are converted by the underlying basket index sponsor of such underlying basket index into U.S. dollars for purposes of calculating the value of such underlying basket index, investors in the notes will be exposed to currency exchange rate risk with respect to each of the currencies represented in such underlying basket index which are converted in such manner. An investor's net exposure will depend on the extent to which the currencies represented in the MSCI Emerging Markets Index strengthen or weaken against the U.S. dollar and the relative weight of each relevant currency represented in the overall underlying basket index. If, taking into account such weighting, the dollar strengthens against the component currencies, the value of such underlying basket index will be adversely affected and any coupon payments and the amount payable at maturity of the notes may be reduced.

Regulators Are Investigating Potential Manipulation of Published Currency Exchange Rates

It has been reported that the U.K. Financial Conduct Authority and regulators from other countries are in the process of investigating the potential manipulation of published currency exchange rates. If such manipulation has occurred or is continuing, certain published exchange rates may have been, or may be in the future, artificially lower (or higher) than they would otherwise have been. Any such manipulation could have an adverse impact on any payments on, and the value of, your notes and the trading market for your notes. In addition, we cannot predict whether any changes or reforms affecting the determination or publication of exchange rates or the supervision of currency trading will be implemented in connection with these investigations. Any such changes or reforms could also adversely impact your notes.

Certain Considerations for Insurance Companies and Employee Benefit Plans

Any insurance company or fiduciary of a pension plan or other employee benefit plan that is subject to the prohibited transaction rules of the Employee Retirement Income Security Act of 1974, as amended, which we call "ERISA", or the Internal Revenue Code of 1986, as amended, including an IRA or a Keogh plan (or a governmental plan to which similar prohibitions apply), and that is considering purchasing the offered notes with the assets of the insurance company or the assets of such a plan, should consult with its counsel regarding whether the purchase or holding of the offered notes could become a "prohibited transaction" under ERISA, the Internal Revenue Code or any substantially similar prohibition in light of the representations a purchaser or holder in any of the above categories is deemed to make by purchasing and holding the offered notes. This is discussed in more detail under "Employee Retirement Income Security Act" below.

Your Notes May Be Subject to an Adverse Change in Tax Treatment in the Future

The tax consequences of an investment in your notes are uncertain, both as to the timing and character of any inclusion in income in respect of your notes.

The Internal Revenue Service announced on December 7, 2007 that it is considering issuing guidance regarding the tax treatment of an instrument such as your notes, and any such guidance could adversely affect the value and the tax treatment of your notes. Among other things, the Internal Revenue Service may decide to require the holders to accrue ordinary income on a current basis and recognize ordinary income on payment at maturity, and could subject non-U.S. investors to withholding tax. Furthermore, in 2007, legislation was introduced in Congress that, if enacted, would have required holders that acquired instruments such as your notes after the bill was enacted to accrue interest income over the term of such instruments even though there will be no interest payments over the term of such instruments. It is not possible to predict whether a similar or identical bill will be enacted in the future, or whether any such bill would affect the tax treatment of your notes. We describe these developments in more detail under "Supplemental Discussion of U.S. Federal Income Tax Consequences — United States Holders — Possible Change in Law" below. You should consult your tax advisor about this matter. Except to the extent otherwise provided by law, we intend to continue treating the notes for U.S. federal income tax purposes in accordance with the treatment described under "Supplemental Discussion of U.S. Federal Income Tax Consequences" on page S-70 below unless and until such time as Congress, the Treasury Department or the Internal Revenue Service determine that some other treatment is more appropriate. Please also consult your tax advisor concerning the U.S. federal income tax and any other applicable tax consequences to you of owning your notes in your particular circumstances.

Foreign Account Tax Compliance Act (FATCA) Withholding May Apply to Payments on Your Notes, Including as a Result of the Failure of the Bank or Broker Through Which You Hold the Notes to Provide Information to Tax Authorities

Please see the discussion under "United States Taxation — Taxation of Debt Securities — Foreign Account Tax Compliance Act (FATCA) Withholding" in the accompanying prospectus for a description of the applicability of FATCA to payments made on your notes. The discussion in that section is hereby modified to reflect regulations proposed by the Treasury Department indicating its intent to eliminate the requirements under FATCA of withholding on gross proceeds from the sale, exchange, maturity or other disposition of relevant financial instruments. The Treasury Department has indicated that taxpayers may rely on these proposed regulations pending their finalization.

SPECIFIC TERMS OF YOUR NOTES

We refer to the notes we are offering by this prospectus supplement as the "offered notes" or the "notes". Please note that in this prospectus supplement, references to "GS Finance Corp.", "we", "our" and "us" mean only GS Finance Corp. and do not include its subsidiaries or affiliates, references to "The Goldman Sachs Group, Inc.", our parent company, mean only The Goldman Sachs Group, Inc. and do not include its subsidiaries or affiliates and references to "Goldman Sachs" mean The Goldman Sachs Group, Inc. together with its consolidated subsidiaries and affiliates, including us. Also, references to the "accompanying prospectus" mean the accompanying prospectus, dated July 10, 2017, and references to the "accompanying prospectus supplement" mean the accompanying prospectus supplement, dated July 10, 2017, for Medium-Term Notes, Series E, in each case of GS Finance Corp. and The Goldman Sachs Group, Inc. Please note that in this section entitled "Specific Terms of Your Notes", references to "holders" mean those who own notes registered in their own names, on the books that we or the trustee maintain for this purpose, and not those who own beneficial interests in notes registered in street name or in notes issued in book-entry form through The Depository Trust Company. Please review the special considerations that apply to owners of beneficial interests in the accompanying prospectus, under "Legal Ownership and Book-Entry Issuance".
The offered notes are part of a series of debt securities, entitled "Medium-Term Notes, Series E", that we may issue under the indenture from time to time as described in the accompanying prospectus and accompanying prospectus supplement. The offered notes are also "indexed debt securities", as defined in the accompanying prospectus.

This prospectus supplement summarizes specific financial and other terms that apply to the offered notes, including your notes; terms that apply generally to all Series E medium-term notes are described in "Description of Notes We May Offer" in the accompanying prospectus supplement. The terms described here supplement those described in the accompanying prospectus supplement and the accompanying prospectus and, if the terms described here are inconsistent with those described there, the terms described here are controlling.

In addition to those terms described under "Summary Information" in this prospectus supplement, the following terms will apply to your notes:

No interest: we will not pay interest on your notes

Specified currency:

U.S. dollars ("$")

Form of note:

global form only: yes, at DTC

non-global form available: no

Denominations: each note registered in the name of a holder must have a face amount of $10, or an integral multiple of $10 in excess thereof

Minimum purchase amount: In connection with the initial offering of the notes, the minimum face amount of notes that may be purchased by any investor is $1,000.

Defeasance applies as follows:

full defeasance: no

covenant defeasance: no

Other terms:

the default amount will be payable on any acceleration of the maturity of your notes as described under "— Special Calculation Provisions" below a business day for your notes will not be the same as a business day for our other Series E medium-term notes, as described under "— Special Calculation Provisions" below

a trading day for your notes will be as described under "— Special Calculation Provisions" below

Please note that the information about the settlement date or trade date, issue price, underwriting discount and net proceeds to GS Finance Corp. on the front cover page or elsewhere in this prospectus supplement relates only to the initial issuance and sale of the notes. We may decide to sell additional notes on one or more dates after the date of this prospectus supplement, at issue prices and with, underwriting discounts and net proceeds that differ from the amounts set forth on the front cover page or elsewhere in this prospectus supplement. If you have purchased your notes in a market-making transaction after the initial issuance and sale of the notes, any such relevant information about the sale to you will be provided in a separate confirmation of sale.

We describe the terms of your notes in more detail below.

Underlying Basket Indices, Underlying Basket Index Sponsors and Underlying Index Stocks

In this prospectus supplement, when we refer to an underlying basket index, we mean the applicable underlying basket index specified on the front cover page, or any successor index, as it may be modified, replaced or adjusted from time to time as described under "— Payment of Principal on Stated Maturity Date — Discontinuance or Modification of the Underlying Basket Indices" below. When we refer to an underlying basket index sponsor as of any time, we mean the entity, including any successor sponsor, that determines and publishes the applicable underlying basket index as then in effect. When we refer to the underlying index stocks of an underlying basket index as of any time, we mean the stocks that comprise the applicable underlying basket index as then in effect, after giving effect to any additions, deletions or substitutions.

Payment of Principal on Stated Maturity Date

On the stated maturity date, for each $10 face amount of your notes you will receive an amount in cash equal to:

- if the final underlying basket level is greater than or equal to the cap level, the maximum settlement amount;
- if the final underlying basket level is greater than the initial underlying basket level but less than the cap level, the sum of (a) $10 plus (b) the product of the underlying basket return times $10 times the upside gearing;
- if the final underlying basket level is equal to or less than the initial underlying basket level but greater than or equal to the downside threshold, $10; or
- if the final underlying basket level is less than the downside threshold, the sum of (a) $10 plus (b) the product of the underlying basket return times $10, resulting in a loss proportionate to the negative underlying basket return.

The underlying basket return is calculated by subtracting the initial underlying basket level from the final underlying basket level and dividing the result by the initial underlying basket level, with the quotient expressed as a percentage. The initial underlying basket level is 100. The downside threshold will be 75.00% of the initial underlying basket level. A trigger event will occur if the final underlying basket level is less than the downside threshold. The final underlying basket level will equal the sum of the following: (1) the final S&P 500® Index level divided by the initial S&P 500® Index level, multiplied by the initial weighted value of the S&P 500® Index plus (2) the final MSCI EAFE Index level divided by the initial MSCI EAFE Index level, multiplied by the initial weighted value of the MSCI EAFE Index plus (3) the final S&P MidCap 400® Index level divided by the initial S&P MidCap 400® Index level, multiplied by the initial weighted value of the S&P MidCap 400® Index plus (4) the final MSCI Emerging Markets Index level divided by the initial MSCI Emerging Markets Index level, multiplied by the initial weighted value of the MSCI Emerging Markets Index. The cap level is 115.075% of the initial underlying basket level. The cap level represents (i) the maximum return divided by the upside gearing plus (ii) 100% and is the level of the underlying basket at or above which you will receive the maximum settlement amount. If the final underlying basket level is greater than the cap level (in which case the product of the underlying basket return times the upside gearing is greater than the maximum return), you will not receive more than the maximum settlement amount. The maximum settlement amount is $13.015, which corresponds to an expected maximum return on the notes of 30.15%. The upside gearing is 2.0.

The initial weighted value for each of the underlying basket indices is expected to equal the product of the initial weight of such underlying basket index times the initial underlying basket level. The initial weight of each underlying basket index is shown in the table below:

Underlying Basket Index	Initial Weight in Underlying Basket
S&P 500® Index	40.00%
MSCI EAFE Index	30.00%
S&P MidCap 400® Index	20.00%
MSCI Emerging Markets Index	10.00%

The initial level is 2,873.40 with respect to the S&P 500® Index, 1,916.71 with respect to the MSCI EAFE Index, 1,924.65 with respect to the S&P MidCap 400® Index and 1,079.80 with respect to the MSCI Emerging Markets Index. The calculation agent will determine the final level with respect to each underlying basket index, which will be the closing level of such underlying basket index on the determination date. However, the calculation agent will have discretion to adjust the final level with respect to each basket index on the determination date or to determine it in a different manner as described under "— Consequences of a Market Disruption Event or a Non-Trading Day" and "— Discontinuance or Modification of the Underlying Basket Index" below.

Stated Maturity Date

The stated maturity date is April 7, 2022, unless that day is not a business day, in which case the stated maturity date will be the next following business day. If the determination date is postponed as described under "— Determination Date" below, the stated maturity date will be postponed by the same number of business day(s) from but excluding the originally scheduled determination date to and including the actual determination date.

Determination Date

The determination date is April 4, 2022, unless the calculation agent determines that a market disruption event with respect to an underlying basket index occurs or is continuing on such day or such day is not a trading day with respect to an underlying basket index. In that event, the determination date will be the first following trading day on which the calculation agent determines that, on or subsequent to the originally scheduled determination date, each underlying basket index has had at least one trading day on which no market disruption event has occurred or is continuing and the closing level of each underlying basket index will be determined on or prior to the postponed determination date as set forth under "— Consequences of a Market Disruption Event or a Non-Trading Day" below. (In such case, the determination date may differ from the dates on which the levels of one or more underlying basket indices are determined for the purpose of the calculations to be performed on the determination date.) In no event, however, will the determination date be postponed to a date later than the originally scheduled stated maturity date or, if the originally scheduled stated maturity date is not a business day, later than the first business day after the originally scheduled stated maturity date. On such last possible determination date, if a market disruption event occurs or is continuing with respect to an underlying basket index that has not yet had such a trading day on which no market disruption event has occurred or is continuing or if such last possible day is not a trading day with respect to such underlying basket index, that day will nevertheless be the determination date.

Consequences of a Market Disruption Event or a Non-Trading Day

If a market disruption event with respect to any underlying basket index occurs or is continuing on a day that would otherwise be the determination date, or such day is not a trading day, then the determination date will be postponed as described under "— Determination Date" above. As a result of any of the foregoing, the stated maturity date for your notes may also be postponed, as described under " — Stated Maturity Date" above. If the determination date is postponed due to a market disruption event or non-trading day with respect to one or more of the underlying basket indices, the final underlying basket level will be calculated based on (i) the closing level of each of the underlying basket indices that is not affected by the market disruption event or non-trading day, if any, on the originally scheduled determination date, (ii) the closing level of each of the underlying basket indices that is affected by the market disruption event or non-trading day on the first trading day following the originally scheduled determination date on which no market disruption event exists for that underlying basket index, and (iii) the calculation agent's assessment, in its sole discretion, of the closing level of each underlying basket index on the last possible postponed determination date with respect to each underlying basket index as to which a market disruption event or non-trading day continues through the last possible postponed determination date. As a result, this could result in the closing level of differing underlying basket indices being determined on different calendar dates. For the avoidance of doubt, once the closing level for one or more underlying basket indices is determined for a determination date, the occurrence of a later market disruption event or non-trading day will not alter such calculation.

Discontinuance or Modification of an Underlying Basket Index

If, with respect to an underlying basket index, the underlying basket index sponsor discontinues publication of such underlying basket index and such underlying basket index sponsor or anyone else publishes a substitute index that the calculation agent determines is comparable to the applicable underlying basket index or if the calculation agent designates a substitute index, then the calculation agent will determine the cash settlement amount on the stated maturity date by reference to the substitute index. We refer to any substitute index approved by the calculation agent as a successor index.

If the calculation agent determines on the determination date that the publication of an underlying basket index is discontinued and there is no successor index, the calculation agent will determine the cash settlement amount on the stated maturity date by a computation methodology that the calculation agent determines will as closely as reasonably possible replicate the underlying basket index.

If the calculation agent determines that an underlying basket index, any constituent index, the underlying index stocks comprising that underlying basket index or the method of calculating that underlying basket index is changed at any time in any respect — including any split or reverse split and any addition, deletion or substitution and any reweighting or rebalancing of the underlying basket index, any constituent index or of the underlying index stocks and whether the change is made by the underlying basket index sponsor under its existing policies or following a modification of those policies, is due to the publication of a successor index, is due to events affecting one or more of the underlying index stocks or their issuers or is due to any other reason — and is not otherwise reflected in the level of the underlying basket index by the underlying basket index sponsor pursuant to the then-current index methodology of the underlying basket index, then the calculation agent will be permitted (but not required) to make such adjustments in such underlying basket index or the method of its calculation and the underlying basket index weightings as it believes are appropriate to ensure that the underlying basket level used to determine the cash settlement amount on the stated maturity date is equitable.

All determinations and adjustments to be made by the calculation agent with respect to an underlying basket index may be made by the calculation agent in its sole discretion. The calculation agent is not obligated to make any such adjustments.

Default Amount on Acceleration

If an event of default occurs and the maturity of your notes is accelerated, we will pay the default amount in respect of the principal of your notes at the maturity, instead of the cash settlement amount on the stated maturity date as described earlier. We describe the default amount under "— Special Calculation Provisions" below.

For the purpose of determining whether the holders of our Series E medium-term notes, which include your notes, are entitled to take any action under the indenture, we will treat the outstanding face amount of your notes as the outstanding principal amount of that note. Although the terms of the offered notes differ from those of the other Series E medium-term notes, holders of specified percentages in principal amount of all Series E medium-term notes, together in some cases with other series of our debt securities, will be able to take action affecting all the Series E medium-term notes, including your notes, except with respect to certain Series E medium-term notes if the terms of such notes specify that the holders of specified percentages in the principal amount of all such notes must also consent to such action. This action may involve changing some of the terms that apply to the Series E medium-term notes, accelerating the maturity of the Series E medium-term notes after a default or waiving some of our obligations under the indenture. In addition, certain changes to the indenture and the notes that only affect certain debt securities may be made with the approval of holders of a majority of the principal amount of such affected debt securities. We discuss these matters in the accompanying prospectus under “Description of Debt Securities We May Offer — Default, Remedies and Waiver of Default” and “— Modification of the Debt Indentures and Waiver of Covenants”.

Manner of Payment

Any payment on your notes at maturity will be made to an account designated by the holder of your notes and approved by us, or at the office of the trustee in New York City, but only when your notes are surrendered to the trustee at that office. We also may make any payment in accordance with the applicable procedures of the depositary.

Modified Business Day

As described in the accompanying prospectus, any payment on your notes that would otherwise be due on a day that is not a business day may instead be paid on the next day that is a business day, with the same effect as if paid on the original due date. For your notes, however, the term business day may have a different meaning than it does for other Series E medium-term notes. We discuss this term under "— Special Calculation Provisions" below.

Role of Calculation Agent

The calculation agent in its sole discretion will make all determinations regarding the closing levels of the underlying basket indices, the final underlying basket level, the underlying basket return, market disruption events, successor indices, business days, trading days, the determination date and the cash settlement amount on your notes at maturity. Absent manifest error, all determinations of the calculation agent will be final and binding on you and us, without any liability on the part of the calculation agent.

Please note that GS&Co., our affiliate, is currently serving as the calculation agent as of the original issue date of your notes. We may change the calculation agent for your notes at any time after the original issue date without notice and GS&Co. may resign as calculation agent at any time upon 60 days' written notice to us.

Special Calculation Provisions

Business Day

When we refer to a business day with respect to your notes, we mean a day that is a New York business day as described under "Description of Debt Securities We May Offer — Calculations of Interest on Debt Securities — Business Days" on page 16 in the accompanying prospectus.

Trading Day

When we refer to a trading day with respect to any of the S&P 500® Index and the S&P MidCap 400® Index, we mean a day on which the respective principal securities markets for all of the respective underlying index stocks are open for trading, the respective underlying basket index sponsor is open for business and such underlying basket index is calculated and published by the respective underlying basket index sponsor. Although an underlying basket index sponsor of any such index may publish an underlying basket index level with respect to an underlying basket index on a day when one or more of the principal securities markets for the underlying basket index's underlying index stocks are closed, that day would not be a trading day for purposes of such underlying basket index.

When we refer to a trading day with respect to any of the MSCI EAFE Index and the MSCI Emerging Markets Index, we mean a day on which such underlying basket index is calculated and published by the respective underlying basket index sponsor, regardless of whether one or more of the principal securities markets for the underlying index stocks are closed on that day, if the underlying basket index sponsor publishes the level of such underlying basket index on that day.

Closing Level

When we refer to the closing level on any trading day with respect to any of the S&P 500® Index and the S&P MidCap 400® Index, we mean the official closing level of such underlying basket index or any successor index published on such trading day by the underlying basket index sponsor.

When we refer to the closing level on any trading day with respect to any of the MSCI EAFE Index and the MSCI Emerging Markets Index, we mean the closing level of such underlying basket index or any successor index reported by Bloomberg Financial Services, or any successor reporting service we may select, on such trading day for that underlying basket index. Currently, whereas the underlying basket index sponsor of the MSCI EAFE Index and the MSCI Emerging Markets Index publishes the official closing level of its respective underlying basket index to six decimal places, Bloomberg Financial Services reports the closing level of each underlying basket index to fewer decimal places. As a result, the closing level of each of the MSCI EAFE Index and the MSCI Emerging Markets Index reported by Bloomberg Financial Services may be lower or higher than its respective official closing level published by its underlying basket index sponsor.

Default Amount

The default amount for your notes on any day (except as provided in the last sentence under "— Default Quotation Period" below) will be an amount, in the specified currency for the principal of your notes, equal to the cost of having a qualified financial institution, of the kind and selected as described below, expressly assume all of our payment and other obligations with respect to your notes as of that day and as if no default or acceleration had occurred, or to undertake other obligations providing substantially equivalent economic value to you with respect to your notes. That cost will equal:

- the lowest amount that a qualified financial institution would charge to effect this assumption or undertaking, plus
- the reasonable expenses, including reasonable attorneys' fees, incurred by the holder of your notes in preparing any documentation necessary for this assumption or undertaking.

During the default quotation period for your notes, which we describe below, the holder and/or we may request a qualified financial institution to provide a quotation of the amount it would charge to effect this assumption or undertaking. If either party obtains a quotation, it must notify the other party in writing of the quotation. The amount referred to in the first bullet point above will equal the lowest—or, if there is only one, the only— quotation obtained, and as to which notice is so given, during the default quotation period. With respect to any quotation, however, the party not obtaining the quotation may object, on reasonable and significant grounds, to the assumption or undertaking by the qualified financial institution providing the quotation and notify the other party in writing of those grounds within two business days after the last day of the default quotation period, in which case that quotation will be disregarded in determining the default amount.

Default Quotation Period

The default quotation period is the period beginning on the day the default amount first becomes due and ending on the third business day after that day, unless:

- no quotation of the kind referred to above is obtained, or
- every quotation of that kind obtained is objected to within five business days after the day the default amount first becomes due.

If either of these two events occurs, the default quotation period will continue until the third business day after the first business day on which prompt notice of a quotation is given as described above. If that quotation is objected to as described above within five business days after that first business day, however, the default quotation period will continue as described in the prior sentence and this sentence.

In any event, if the default quotation period and the subsequent two business day objection period have not ended before the determination date, then the default amount will equal the principal amount of your notes.

Qualified Financial Institutions

For the purpose of determining the default amount at any time, a qualified financial institution must be a financial institution organized under the laws of any jurisdiction in the United States of America, Europe or Japan, which at that time has outstanding debt obligations with a stated maturity of one year or less from the date of issue and that is, or whose securities are, rated either:

- A-1 or higher by Standard & Poor's Ratings Services or any successor, or any other comparable rating then used by that rating agency, or

P-1 or higher by Moody's Investors Service, Inc. or any successor, or any other comparable rating then used by that rating agency.

Market Disruption Event

With respect to any given trading day, any of the following will be a market disruption event with respect to an underlying basket index:

- a suspension, absence or material limitation of trading in underlying index stocks constituting 20% or more, by weight, of any constituent index or the underlying basket index on their respective primary markets, in each case for more than two consecutive hours of trading or during the one-half hour before the close of trading in that market, as determined by the calculation agent in its sole discretion, or
- a suspension, absence or material limitation of trading in option or futures contracts relating to the underlying basket index or any constituent index or to underlying index stocks constituting 20% or more, by weight, of the underlying basket index or any constituent index in the respective primary markets for those contracts, in each case for more than two consecutive hours of trading or during the one-half hour before the close of trading in that market, as determined by the calculation agent in its sole discretion, or
- underlying index stocks constituting 20% or more, by weight, of the underlying basket index or any constituent index, or option or futures contracts, if available, relating to the underlying basket index or to any constituent index or to underlying index stocks constituting 20% or more, by weight, of the underlying basket index or any constituent index are not trading on what were the respective primary markets for those underlying index stocks or contracts, as determined by the calculation agent in its sole discretion,

and, in the case of any of these events, the calculation agent determines in its sole discretion that the event could materially interfere with the ability of GS Finance Corp. or any of its affiliates to unwind all or a material portion of a hedge that could be effected with respect to the offered notes. For more information about hedging by GS Finance Corp. and/or any of its affiliates, see “Use of Proceeds” and “Hedging” below.

The following events will not be market disruption events with respect to an underlying basket index:

- a limitation on the hours or numbers of days of trading, but only if the limitation results from an announced change in the regular business hours of the relevant market, and
- a decision to permanently discontinue trading in option or futures contracts relating to the underlying basket index or to any constituent index or to any underlying index stock.

For this purpose, an “absence of trading” in the primary securities market on which an underlying index stock, or on which option or futures contracts relating to the underlying basket index or any constituent index or an underlying index stock, are traded will not include any time when that market is itself closed for trading under ordinary circumstances. In contrast, a suspension or limitation of trading in an underlying index stock or in option or futures contracts, if available, relating to the underlying basket index, any constituent index or an underlying index stock in the primary market for that stock or those contracts, by reason of:

- a price change exceeding limits set by that market,
- an imbalance of orders relating to that underlying index stock or those contracts, or
- a disparity in bid and ask quotes relating to that underlying index stock or those contracts,

will constitute a suspension or material limitation of trading in that stock or those contracts in that market.

A market disruption event with respect to one underlying basket index will not, by itself, constitute a market disruption event for the other unaffected underlying basket indices.

As is the case throughout this prospectus supplement, references to an underlying basket index in this description of market disruption events includes such underlying basket index and any successor index as it may be modified, replaced or adjusted from time to time.

USE OF PROCEEDS

We will lend the net proceeds from the sale of the offered notes to The Goldman Sachs Group, Inc. or its affiliates. The Goldman Sachs Group, Inc. will use the proceeds from such loans for the purposes we describe in the accompanying prospectus under “Use of Proceeds”. We or our affiliates may also use those proceeds in transactions intended to hedge our obligations under the offered notes as described below.

HEDGING

In anticipation of the sale of the offered notes, we and/or our affiliates have entered into or expect to enter into hedging transactions involving purchases of listed or over-the-counter options, futures and other instruments linked to the underlying basket indices on or before the trade date. In addition, from time to time after we issue the offered notes, we and/or our affiliates may enter into additional hedging transactions and unwind those we have entered into in connection with the offered notes and perhaps in connection with other index-linked notes we issue, some of which may have returns linked to the underlying basket indices or the underlying index stocks. Consequently, with regard to your notes, from time to time, we and/or our affiliates:

- expect to acquire, or dispose of positions in listed or over-the-counter options, futures or other instruments linked to the underlying basket indices or some or all of the underlying index stocks,
- may take or dispose of positions in the securities of the underlying index stock issuers themselves,
- may take or dispose of positions in listed or over-the-counter options or other instruments based on indexes designed to track the performance of the stock exchanges or other components of the equity markets, and/or
- may take short positions in the underlying index stocks or other securities of the kind described above— i.e., we and/or our affiliates may sell securities of the kind that we do not own or that we borrow for delivery to purchaser.

We and/or our affiliates may acquire a long or short position in securities similar to your notes from time to time and may, in our or their sole discretion, hold or resell those securities.

In the future, we and/or our affiliates expect to close out hedge positions relating to the offered notes and perhaps relating to other notes with returns linked to the underlying basket indices or the underlying index stocks. We expect these steps to involve sales of instruments linked to the underlying basket indices on or shortly before the determination date. These steps may also involve sales and/or purchases of some or all of the underlying index stocks, or listed or over-the-counter options, futures or other instruments linked to any one or more of the underlying basket indices, some or all of the underlying index stocks or indices designed to track the performance of the U.S., European, Asian or other stock exchanges or other components of the U.S., European, Asian or other equity markets or other components of such markets.

The hedging activity discussed above may adversely affect the market value of your notes from time to time and the amount we will pay on your notes at maturity. See “Additional Risk Factors Specific to Your Notes” above for a discussion of these adverse effects.

THE UNDERLYING BASKET AND THE UNDERLYING BASKET INDICES

THE BASKET

The underlying basket is comprised of the following underlying basket indices with the following initial weights within the basket: the S&P 500® Index (40.00% weighting), the MSCI EAFE Index (30.00% weighting), the S&P MidCap 400® Index (20.00% weighting) and the MSCI Emerging Markets Index (10.00% weighting).

The S&P 500® Index

The S&P 500® Index includes a representative sample of 500 companies in leading industries of the U.S. economy. The 500 companies are not the 500 largest companies listed on the NYSE and not all 500 companies are listed on the NYSE. S&P Dow Jones Indices LLC ("S&P") chooses companies for inclusion in the S&P 500® Index with an aim of achieving a distribution by broad industry groupings that approximates the distribution of these groupings in the common stock population of the U.S. equity market. Although the S&P 500® Index contains 500 constituent companies, at any one time it may contain greater than 500 constituent trading lines since some companies included in the S&P 500® Index prior to July 31, 2017 may be represented by multiple share class lines in the S&P 500® Index. The S&P 500® Index is calculated, maintained and published by S&P and is part of the S&P Dow Jones Indices family of indices. Additional information is available on the following websites: us.spindices.com/indices/equity/sp-500 and spdji.com/. We are not incorporating by reference the websites or any material they include in this prospectus supplement.

S&P intends for the S&P 500® Index to provide a performance benchmark for the large-cap U.S. equity markets. Constituent changes are made on an as-needed basis and there is no schedule for constituent reviews. Constituent changes are generally announced one to five business days prior to the change. Relevant criteria for additions to the S&P 500® Index that are employed by S&P include: the company proposed for addition should have an unadjusted company market capitalization of $8.2 billion or more (for spin-offs, eligibility is determined using when-issued prices, if available); using composite pricing and volume, the ratio of annual dollar value traded in the proposed constituent to float-adjusted market capitalization of that company should be 1.00 or greater and the stock should trade a minimum of 250,000 shares in each of the six months leading up to the evaluation date; the company must be a U.S. company (characterized as a Form 10-K filer with its U.S. portion of fixed assets and revenues constituting a plurality of the total and with a primary listing of the common stock on the NYSE, NYSE Arca, NYSE American (formerly NYSE MKT), NASDAQ Global Select Market, NASDAQ Select Market, NASDAQ Capital Market, Bats BZX, Bats BYX, Bats EDGA, Bats EDGX or IEX (each, an "eligible exchange")); the proposed constituent has a public float of 50% or more of its stock; the inclusion of the company will contribute to sector balance in the index relative to sector balance in the market in the relevant market capitalization range; financial viability (the sum of the most recent four consecutive quarters' Generally Accepted Accounting Principles (GAAP) earnings (net income excluding discontinued operations) should be positive as should the most recent quarter); and, for IPOs, the company must be traded on an eligible exchange for at least twelve months. In addition, constituents of the S&P MidCap 400® Index and the S&P SmallCap 600® Index can be added to the S&P 500® Index without meeting the financial viability, public float and/or liquidity eligibility criteria if the S&P Index Committee decides that such an addition will enhance the representativeness of the S&P 500® Index as a market benchmark. Certain types of organizational structures and securities are always excluded, including business development companies (BDCs), limited partnerships, master limited partnerships, limited liability companies (LLCs), OTC bulletin board issues, closed-end funds, ETFs, ETNs, royalty trusts, tracking stocks, preferred stock and convertible preferred stock, unit trusts, equity warrants, convertible bonds, investment trusts, rights and American depositary receipts (ADRs). Stocks are deleted from the S&P 500® Index when they are involved in mergers, acquisitions or significant restructurings such that they no longer meet the inclusion criteria, and when they substantially violate one or more of the addition criteria. Stocks that are delisted or moved to the pink sheets or the bulletin board are removed, and those that experience a trading halt may be retained or removed in S&P's discretion. S&P evaluates additions and deletions with a view to maintaining S&P 500® Index continuity.

For constituents included in the S&P 500® Index prior to July 31, 2017, all publicly listed multiple share class lines are included separately in the S&P 500® Index, subject to, in the case of any such share class line, that share class line satisfying the liquidity and float criteria discussed above and subject to certain exceptions. It is possible that one listed share class line of a company may be included in the S&P 500® Index while a second listed share class line of the same company is excluded. For companies that issue a second publicly traded share class to index share class holders, the newly issued share class line is considered for inclusion if the event is mandatory and the market capitalization of the distributed class is not considered to be de minimis.

As of July 31, 2017, companies with multiple share class lines are no longer eligible for inclusion in the S&P 500® Index. Constituents of the S&P 500® Index prior to July 31, 2017 with multiple share class lines will be grandfathered in and continue to be included in the S&P 500® Index. If an S&P 500® Index constituent reorganizes into a multiple share class line structure, that company will be reviewed for continued inclusion in the S&P 500® Index at the discretion of the S&P Index Committee.

As of March 22, 2019, the 500 companies included in the S&P 500® Index were divided into eleven Global Industry Classification Sectors. The Global Industry Classification Sectors include (with the approximate percentage currently included in such sectors indicated in parentheses): Communication Services (9.47%), Consumer Discretionary (10.08%), Consumer Staples (7.30%), Energy (5.44%), Financials (12.66%), Health Care (14.59%), Industrials (9.32%), Information Technology (21.24%), Materials (2.61%), Real Estate (3.10%) and Utilities (3.39%). (Sector designations are determined by the index sponsor using criteria it has selected or developed. Index sponsors may use very different standards for determining sector designations. In addition, many companies operate in a number of sectors, but are listed in only one sector and the basis on which that sector is selected may also differ. As a result, sector comparisons between indices with different index sponsors may reflect differences in methodology as well as actual differences in the sector composition of the indices.) As of the close of business on September 21, 2018, S&P and MSCI, Inc. updated the Global Industry Classification Sector structure. Among other things, the update broadened the Telecommunications Services sector and renamed it the Communication Services sector. The renamed sector includes the previously existing Telecommunication Services Industry group, as well as the Media Industry group, which was moved from the Consumer Discretionary sector and renamed the Media & Entertainment Industry group. The Media & Entertainment Industry group contains three industries: Media, Entertainment and Interactive Media & Services. The Media industry continues to consist of the Advertising, Broadcasting, Cable & Satellite and Publishing sub-industries. The Entertainment industry contains the Movies & Entertainment sub-industry (which includes online entertainment streaming companies in addition to companies previously classified in such industry prior to September 21, 2018) and the Interactive Home Entertainment sub-industry (which includes companies previously classified in the Home Entertainment Software sub-industry prior to September 21, 2018 (when the Home Entertainment Software sub-industry was a sub-industry in the Information Technology sector)), as well as producers of interactive gaming products, including mobile gaming applications). The Interactive Media & Services industry and sub-industry includes companies engaged in content and information creation or distribution through proprietary platforms, where revenues are derived primarily through pay-per-click advertisements, and includes search engines, social media and networking platforms, online classifieds and online review companies. The Global Industry Classification Sector structure changes are effective for the S&P 500® Index as of the open of business on September 24, 2018 to coincide with the September 2018 quarterly rebalancing.

Calculation of the S&P 500® Index

The S&P 500® Index is calculated using a base-weighted aggregative methodology. The value of the S&P 500® Index on any day for which an index value is published is determined by a fraction, the numerator of which is the aggregate of the market price of each stock in the S&P 500® Index times the number of shares of such stock included in the S&P 500® Index, and the denominator of which is the divisor, which is described more fully below. The "market value" of any index stock is the product of the market price per share of that stock times the number of the then-outstanding shares of such index stock that are then included in the S&P 500® Index.

The S&P 500® Index is also sometimes called a "base-weighted aggregative index" because of its use of a divisor. The "divisor" is a value calculated by S&P that is intended to maintain conformity in index values over time and is adjusted for all changes in the index stocks' share capital after the "base date" as described below. The level of the S&P 500® Index reflects the total market value of all index stocks relative to the S&P 500® Index's base date of 1941-43.

In addition, the S&P 500® Index is float-adjusted, meaning that the share counts used in calculating the S&P 500® Index reflect only those shares available to investors rather than all of a company's outstanding shares. S&P seeks to exclude shares held by certain shareholders concerned with the control of a company, a group that generally includes the following: officers and directors and related individuals whose holdings are publicly disclosed, private equity, venture capital, special equity firms, publicly traded companies that hold shares for control in another company, strategic partners, holders of restricted shares, employee stock ownership plans, employee and family trusts, foundations associated with the company, holders of unlisted share classes of stock, government entities at all levels (except government retirement or pension funds) and any individual person listed as a 5% or greater stakeholder in a company as reported in regulatory filings (collectively, "control holders"). To this end, S&P excludes all share-holdings (other than depositary banks, pension funds, mutual funds, exchange traded fund providers, 401(k) plans of the company, government retirement and pension funds, investment funds of insurance companies, asset managers and investment funds, independent foundations, savings plans and investment plans) with a position greater than 5% of the outstanding shares of a company from the float-adjusted share count to be used in S&P 500® Index calculations.

The exclusion is accomplished by calculating an Investable Weight Factor (IWF) for each stock that is part of the numerator of the float-adjusted index fraction described above:

IWF = (available float shares)/(total shares outstanding)

where available float shares is defined as total shares outstanding less shares held by control holders. In most cases, an IWF is reported to the nearest one percentage point. For companies with multiple share class lines, a separate IWF is calculated for each share class line.

Maintenance of the S&P 500® Index

In order to keep the S&P 500® Index comparable over time S&P engages in an index maintenance process. The S&P 500® Index maintenance process involves changing the constituents as discussed above, and also involves maintaining quality assurance processes and procedures, adjusting the number of shares used to calculate the S&P 500® Index, monitoring and completing the adjustments for company additions and deletions, adjusting for stock splits and stock dividends and adjusting for other corporate actions. In addition to its daily governance of indices and maintenance of the S&P 500® Index methodology, at least once within any 12 month period, the S&P Index Committee reviews the S&P 500® Index methodology to ensure the S&P 500® Index continues to achieve the stated objective, and that the data and methodology remain effective. The S&P Index Committee may at times consult with investors, market participants, security issuers included in or potentially included in the S&P 500® Index, or investment and financial experts.

Divisor Adjustments

The two types of adjustments primarily used by S&P are divisor adjustments and adjustments to the number of shares (including float adjustments) used to calculate the S&P 500® Index. Set forth below is a table of certain corporate events and their resulting effect on the divisor and the share count. If a corporate event requires an adjustment to the divisor, that event has the effect of altering the market value of the affected index stock and consequently of altering the aggregate market value of the index stocks following the event. In order that the level of the S&P 500® Index not be affected by the altered market value (which could be an increase or decrease) of the affected index stock, S&P generally derives a new divisor by dividing the post-event market value of the index stocks by the pre-event index value, which has the effect of reducing the S&P 500® Index's post-event value to the pre-event level.

Changes to the Number of Shares of a Constituent

The S&P 500® Index maintenance process also involves tracking the changes in the number of shares included for each of the index companies. The timing of adjustments to the number of shares depends on the type of event causing the change, and whether the change represents 5% or more of the total share count (for companies with multiple share class lines, the 5% threshold is based on each individual share class line rather than total company shares). Changes as a result of mergers or acquisitions are implemented when the transaction occurs. At S&P's discretion, however, de minimis merger and acquisition changes may be accumulated and implemented with the updates made at the quarterly share updates as described below. Changes in a constituent's total shares of 5% or more due to public offerings (which must be underwritten, have a publicly available prospectus or prospectus summary filed with the Securities and Exchange Commission and include a public confirmation that the offering has been completed) are implemented as soon as reasonably possible. Other changes of 5% or more are made weekly and are announced on Fridays for implementation after the close of trading on the following Friday. For changes of less than 5%, on the third Friday of the last month in each calendar quarter, S&P updates the share totals of companies in the S&P 500® Index as required by any changes in the number of shares outstanding. S&P implements a share / IWF freeze beginning after the market close on the Tuesday preceding the second Friday of each quarterly rebalancing month and ending after the market close on the third Friday of the quarterly rebalancing month. During this frozen period, shares and IWFs are not changed except for certain corporate action events (merger activity, stock splits and rights offerings).

Adjustments for Corporate Actions

There is a large range of corporate actions that may affect companies included in the S&P 500® Index. Certain corporate actions require S&P to recalculate the share count or the float adjustment or to make an adjustment to the divisor to prevent the value of the S&P 500® Index from changing as a result of the corporate action. This helps ensure that the movement of the S&P 500® Index does not reflect the corporate actions of individual companies in the S&P 500® Index.

Spin-Offs

As a general policy, a spin-off security is added to the S&P 500® Index at a zero price at the market close of the day before the ex-date (with no divisor adjustment). The spin-off security will remain in the S&P 500® Index if it meets all eligibility criteria. If the spin-off security is determined ineligible to remain in the S&P 500® Index, it will generally be removed after at least one day of regular way trading (with a divisor adjustment). If there is a gap between the ex-date and distribution date (or payable date), or if the spin-off security does not trade regular way on the ex-date, the spin-off security is kept in the S&P 500® Index until the spin-off security begins trading regular way.

Several additional types of corporate actions, and their related adjustments, are listed in the table below.

Corporate Action	Share Count Revision Required?	Divisor Adjustment Required?
Stock split	Yes – share count is revised to reflect new count	No – share count and price changes are off-setting
Change in shares outstanding (secondary issuance, share repurchase and/or share buy-back)	Yes – share count is revised to reflect new count	Yes
Special dividends	No	Yes – calculation assumes that share price drops by the amount of the dividend; divisor adjustment reflects this change in index market value
Change in IWF	No	Yes – divisor change reflects the change in market value caused by the change to an IWF
Company added to or deleted from the S&P 500® Index	No	Yes – divisor is adjusted by the net change in market value, calculated as the shares issued multiplied by the price paid
Rights Offering	No	Yes – divisor adjustment reflects increase in market capitalization (calculation assumes that offering is fully subscribed)

Recalculation Policy

S&P reserves the right to recalculate and republish the S&P 500® Index at its discretion in the event one of the following issues has occurred: (1) incorrect or revised closing price of one or more constituent securities; (2) missed corporate event; (3) incorrect application of corporate action or index methodology; (4) late announcement of a corporate event; or (5) incorrect calculation or data entry error. The decision to recalculate the S&P 500® Index is made at the discretion of the index manager and/or index committee, as further discussed below. The potential market impact or disruption resulting from the potential recalculation is considered when making any such decision. In the event of an incorrect closing price, a missed corporate event or a misapplied corporate action, a late announcement of a corporate event, or an incorrect calculation or data entry error that is discovered within two trading days of its occurrence, the index manager may, at his or her discretion, recalculate the S&P 500® Index without involving the index committee. In the event any such event is discovered beyond the two trading day period, the index committee shall decide whether the S&P 500® Index should be recalculated. In the event of an incorrect application of the methodology that results in the incorrect composition and/or weighting of index constituents, the index committee shall determine whether or not to recalculate the S&P 500® Index following specified guidelines. In the event that the S&P 500® Index is recalculated, it shall be done within a reasonable timeframe following the detection and review of the issue.

Calculations and Pricing Disruptions

Closing levels for the S&P 500® Index are calculated by S&P based on the closing price of the individual constituents of the S&P 500® Index as set by their primary exchange. Closing prices are received by S&P from one of its third party vendors and verified by comparing them with prices from an alternative vendor. The vendors receive the closing price from the primary exchanges. Real-time intraday prices are

S-38

calculated similarly without a second verification. Prices used for the calculation of real time index values are based on the "Consolidated Tape". The Consolidated Tape is an aggregation of trades for each constituent over all regional exchanges and trading venues and includes the primary exchange. If there is a failure or interruption on one or more exchanges, real-time calculations will continue as long as the "Consolidated Tape" is operational.

If an interruption is not resolved prior to the market close, official closing prices will be determined by following the hierarchy set out in NYSE Rule 123C. A notice is published on the S&P website at spdji.com indicating any changes to the prices used in S&P 500® Index calculations. In extreme circumstances, S&P may decide to delay index adjustments or not publish the S&P 500® Index. Real-time indices are not restated.

Unexpected Exchange Closures

An unexpected market/exchange closure occurs when a market/exchange fully or partially fails to open or trading is temporarily halted. This can apply to a single exchange or to a market as a whole, when all of the primary exchanges are closed and/or not trading. Unexpected market/exchange closures are usually due to unforeseen circumstances, such as natural disasters, inclement weather, outages, or other events.

To a large degree, S&P is dependent on the exchanges to provide guidance in the event of an unexpected exchange closure. S&P's decision making is dependent on exchange guidance regarding pricing and mandatory corporate actions.

NYSE Rule 123C provides closing contingency procedures for determining an official closing price for listed securities if the exchange is unable to conduct a closing transaction in one or more securities due to a system or technical issue.

3:00 PM ET is the deadline for an exchange to determine its plan of action regarding an outage scenario. As such, S&P also uses 3:00 PM ET as the cutoff.

If all major exchanges fail to open or unexpectedly halt trading intraday due to unforeseen circumstances, S&P will take the following actions:

Market Disruption Prior to Open of Trading:

(i) If all exchanges indicate that trading will not open for a given day, S&P will treat the day as an unscheduled market holiday. The decision will be communicated to clients as soon as possible through the normal channels. Indices containing multiple markets will be calculated as normal, provided that at least one market is open that day. Indices which only contain closed markets will not be calculated.

(ii) If exchanges indicate that trading, although delayed, will open for a given day, S&P will begin index calculation when the exchanges open.

Market Disruption Intraday:

(i) If exchanges indicate that trading will not resume for a given day, the S&P 500® Index level will be calculated using prices determined by the exchanges based on NYSE Rule 123C. Intraday S&P 500® Index values will continue to use the last traded composite price until the primary exchange publishes official closing prices.

License Agreement between S&P and GS Finance Corp.

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S&P DOW JONES INDICES DOES NOT GUARANTEE THE ADEQUACY, ACCURACY, TIMELINESS AND/OR THE COMPLETENESS OF THE S&P 500® INDEX OR ANY DATA RELATED THERETO OR ANY COMMUNICATION, INCLUDING BUT NOT LIMITED TO ORAL OR WRITTEN COMMUNICATION (INCLUDING ELECTRONIC COMMUNICATIONS) WITH RESPECT THERETO. S&P DOW JONES INDICES SHALL NOT BE SUBJECT TO ANY DAMAGES OR LIABILITY FOR ANY ERRORS, OMISSIONS, OR DELAYS THEREIN. S&P DOW JONES INDICES MAKE NO EXPRESS OR IMPLIED WARRANTIES, AND EXPRESSLY DISCLAIMS ALL WARRANTIES, OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE OR USE OR AS TO RESULTS TO BE OBTAINED BY GOLDMAN, OWNERS OF THE NOTES, OR ANY OTHER PERSON OR ENTITY FROM THE USE OF THE S&P 500® INDEX OR WITH RESPECT TO ANY DATA RELATED THERETO. WITHOUT LIMITING ANY OF THE FOREGOING, IN NO EVENT WHATSOEVER SHALL S&P DOW JONES INDICES BE LIABLE FOR ANY INDIRECT, SPECIAL, INCIDENTAL, PUNITIVE, OR CONSEQUENTIAL DAMAGES, INCLUDING BUT NOT LIMITED TO LOSS OF PROFITS, TRADING LOSSES, LOST TIME OR GOODWILL, EVEN IF THEY HAVE BEEN ADVISED OF THE POSSIBILITY OF SUCH DAMAGES, WHETHER IN CONTRACT, TORT, STRICT LIABILITY, OR OTHERWISE. THERE ARE NO THIRD PARTY BENEFICIARIES OF ANY AGREEMENTS OR ARRANGEMENTS BETWEEN S&P DOW JONES INDICES AND GOLDMAN, OTHER THAN THE LICENSORS OF S&P DOW JONES INDICES.

MSCI EAFE Index

The MSCI EAFE Index is a stock index calculated, published and disseminated daily by MSCI Inc. (“MSCI”) through numerous data vendors, on the MSCI website and in real time on Bloomberg Financial Markets and Reuters Limited.

The MSCI EAFE Index is a free float adjusted market capitalization index and is one of the MSCI Global Investable Market Indices. The MSCI EAFE Index is considered a “standard” index, which means it consists of all eligible large capitalization and mid-capitalization stocks, as determined by MSCI, in the relevant market. Additional information about the MSCI Global Investable Market Indices is available on the following website: msci.com/index-methodology. Daily closing price information for the MSCI EAFE Index is available on the following website: msci.com. We are not incorporating by reference the website, the sources listed above or any material they include in this prospectus supplement.

The MSCI EAFE Index is intended to provide performance benchmarks for the developed equity markets in Australia, Austria, Belgium, Denmark, Finland, France, Germany, Hong Kong, Ireland, Israel, Italy, Japan, the Netherlands, New Zealand, Norway, Portugal, Singapore, Spain, Sweden, Switzerland and the United Kingdom. The constituent stocks of the MSCI EAFE Index are derived from the constituent stocks in the 21 MSCI standard single country indices for the developed market countries listed above. The MSCI EAFE Index is calculated in U.S. dollars on a total return net basis. The MSCI EAFE Index was launched on December 31, 1969 at an initial value of 100.

MSCI EAFE Index Stock Weighting by Country as of March 26, 2019

Country:	Percentage (%)*
Australia	6.91%
Austria	0.24%
Belgium	0.99%
Denmark	1.79%
Finland	1.03%
France	11.19%
Germany	8.57%
Hong Kong	4.02%
Ireland	0.53%
Israel	0.55%
Italy	2.34%
Japan	24.29%
Netherlands	3.55%
New Zealand	0.24%
Norway	0.73%
Portugal	0.16%
Singapore	1.32%
Spain	2.98%
Sweden	2.68%
Switzerland	8.82%
United Kingdom	17.08%

*Information provided by MSCI. Percentages may not sum to 100% due to rounding.

MSCI divides the companies included in the MSCI EAFE Index into eleven Global Industry Classification Sectors: Consumer Discretionary, Communication Services, Consumer Staples, Energy, Financials, Health Care, Industrials, Information Technology, Materials, Real Estate and Utilities.

MSCI EAFE Index Stock Weighting by Sector as of March 26, 2019

Sector**	Percentage (%)*
Communication Services	5.48%
Consumer Discretionary	10.98%
Consumer Staples	11.80%
Energy	5.86%
Financials	18.92%
Health Care	11.24%
Industrials	14.33%
Information Technology	6.32%
Materials	7.41%
Real Estate	3.86%
Utilities	3.79%

*Information provided by MSCI. Percentages may not sum to 100% due to rounding.

** Sector designations are determined by the index sponsor using criteria it has selected or developed. Index sponsors may use very different standards for determining sector designations. In addition, many companies operate in a number of sectors, but are listed in only one sector and the basis on which that sector is selected may also differ. As a result, sector comparisons between indices with different index sponsors may reflect differences in methodology as well as actual differences in the sector composition of the indices. As of the close of business on September 21, 2018, MSCI and S&P Dow Jones Indices LLC updated the Global Industry Classification Sector structure. Among other things, the update broadened the Telecommunications Services sector and renamed it the Communication Services sector. The renamed sector includes the previously existing Telecommunication Services Industry group, as well as the Media Industry group, which was moved from the Consumer Discretionary sector and renamed the Media & Entertainment Industry group. The Media & Entertainment Industry group contains three industries: Media, Entertainment and Interactive Media & Services. The Media industry continues to consist of the Advertising, Broadcasting, Cable & Satellite and Publishing sub-industries. The Entertainment industry contains the Movies & Entertainment sub-industry (which includes online entertainment streaming companies in addition to companies previously classified in such industry prior to September 21, 2018) and the Interactive Home Entertainment sub-industry (which includes companies previously classified in the Home Entertainment Software sub-industry prior to September 21, 2018 (when the Home Entertainment Software sub-industry was a sub-industry in the Information Technology sector)), as well as producers of interactive gaming products, including mobile gaming applications). The Interactive Media & Services industry and sub-industry includes companies engaged in content and information creation or distribution through proprietary platforms, where revenues are derived primarily through pay-per-click advertisements, and includes search engines, social media and networking platforms, online classifieds and online review companies. The Global Industry Classification Sector structure changes are effective for the MSCI EAFE Index as of the open of business on December 3, 2018 to coincide with the November 2018 semi-annual index review.

Construction of the MSCI EAFE Index

MSCI undertakes an index construction process, which involves: (i) defining the equity universe; (ii) determining the market investable equity universe for each market; (iii) determining market capitalization size segments for each market; (iv) applying index continuity rules for the standard index; (v) creating style segments within each size segment within each market; and (vi) classifying securities under the Global Industry Classification Standard. The MSCI EAFE Index construction methodology differs in some cases depending on whether the relevant market is considered a developed market or an emerging market. All of the MSCI Indices are standard indices, meaning that only securities that would qualify for inclusion in a large cap index or a mid cap index will be included as described below.

Defining the Equity Universe

Identifying Eligible Equity Securities: The equity universe initially looks at securities listed in any of the countries in the MSCI Global Index series, which will be classified as either "developed markets" or "emerging markets". All listed equity securities, including real estate investment trusts and certain income trusts in Canada are eligible for inclusion in the equity universe. Limited partnerships, limited liability companies and business trusts, which are listed in the U.S. and are not structured to be taxed as limited partnerships, are likewise eligible for inclusion in the equity universe. Conversely, mutual funds, exchange traded funds, equity derivatives and most investment trusts are not eligible for inclusion in the equity universe. Preferred shares that exhibit characteristics of equity securities are eligible. Securities for which the Hong Kong Securities and Futures Commission has issued high shareholding concentration notices are not eligible.

Country Classification of Eligible Securities: Each company and its securities (i.e., share classes) are classified in one and only one country, which allows for a distinctive sorting of each company by its respective country.

Determining the Market Investable Equity Universes

A market investable equity universe for a market is derived by (i) identifying eligible listings for each security in the equity universe; and (ii) applying investability screens to individual companies and securities in the equity universe that are classified in that market. A market is generally equivalent to a single country. The global investable equity universe is the aggregation of all market investable equity universes.

(i) Identifying Eligible Listings: A security may have a listing in the country where it is classified (a "local listing") and/or in a different country (a "foreign listing"). A security may be represented by either a local listing or a foreign listing (including a depositary receipt) in the global investable equity universe. A security may be represented by a foreign listing only if the security is classified in a country that meets the foreign listing materiality requirement (as described below), and the security's foreign listing is traded on an eligible stock exchange of a developed market country if the security is classified in a developed market country or, if the security is classified in an emerging market country, an eligible stock exchange of a developed market country or an emerging market country.

In order for a country to meet the foreign listing materiality requirement, the following is determined: all securities represented by a foreign listing that would be included in the country's MSCI Country Investable Market Index if foreign listings were eligible from that country. The aggregate free-float adjusted market capitalization for all such securities should represent at least (i) 5% of the free float-adjusted market capitalization of the relevant MSCI Country Investable Market Index and (ii) 0.05% of the free-float adjusted market capitalization of the MSCI ACWI Investable Market Index. If a country does not meet the foreign listing materiality requirement, then securities in that country may not be represented by a foreign listing in the global investable equity universe.

(ii) Applying Investability Screens: The investability screens used to determine the investable equity universe in each market are:

Equity Universe Minimum Size Requirement: This investability screen is applied at the company level. In order to be included in a market investable equity universe, a company must have the required minimum full market capitalization. The equity universe minimum size requirement applies to companies in all markets and is derived as follows:

- First, the companies in the developed market equity universe are sorted in descending order of full market capitalization and the cumulative coverage of the free float-adjusted market capitalization of the developed market equity universe is calculated for each company. Each company's free float-adjusted market capitalization is represented by the aggregation of the free float-adjusted market capitalization of the securities of that company in the equity universe.

S-43

- Second, when the cumulative free float-adjusted market capitalization coverage of 99% of the sorted equity universe is achieved, by adding each company's free float-adjusted market capitalization in descending order, the full market capitalization of the company that reaches the 99% threshold defines the equity universe minimum size requirement.
- The rank of this company by descending order of full market capitalization within the developed market equity universe is noted, and will be used in determining the equity universe minimum size requirement at the next rebalance.

As of May 2017, the equity universe minimum size requirement was set at U.S. $236 million. Companies with a full market capitalization below this level are not included in any market investable equity universe. The equity universe minimum size requirement is reviewed and, if necessary, revised at each semi-annual index review, as described below.

Equity Universe Minimum Free Float-Adjusted Market Capitalization Requirement: This investability screen is applied at the individual security level. To be eligible for inclusion in a market investable equity universe, a security must have a free float-adjusted market capitalization equal to or higher than 50% of the equity universe minimum size requirement.

Minimum Liquidity Requirement: This investability screen is applied at the individual security level. To be eligible for inclusion in a market investable equity universe, a security must have at least one eligible listing that has adequate liquidity as measured by its 12-month and 3-month annualized traded value ratio ("ATVR") and 3-month frequency of trading. The ATVR attempts to mitigate the impact of extreme daily trading volumes and takes into account the free float-adjusted market capitalization of securities. A minimum liquidity level of 20% of the 3-month ATVR and 90% of 3-month frequency of trading over the last 4 consecutive quarters, as well as 20% of the 12-month ATVR, are required for inclusion of a security in a market investable equity universe of a developed market. A minimum liquidity level of 15% of the 3-month ATVR and 80% of 3-month frequency of trading over the last 4 consecutive quarters, as well as 15% of the 12-month ATVR, are required for inclusion of a security in a market investable equity universe of an emerging market.

Only one listing per security may be included in the market investable equity universe. In instances where a security has two or more eligible listings that meet the above liquidity requirements, then the following priority rules are used to determine which listing will be used for potential inclusion of the security in the market investable equity universe:

(1) Local listing (if the security has two or more local listings, then the listing with the highest 3-month ATVR will be used).
(2) Foreign listing in the same geographical region (MSCI classifies markets into three main geographical regions: EMEA, Asia Pacific and Americas. If the security has two or more listings in the same geographical region, then the listing with the highest 3-month ATVR will be used).
(3) Foreign listing in a different geographical region (if the security has two or more listings in a different geographical region, then the listing with the highest 3-month ATVR will be used).

Due to liquidity concerns relating to securities trading at very high stock prices, a security that is currently not a constituent of a MSCI Global Investable Markets Index that is trading at a stock price above U.S. $10,000 will fail the liquidity screening and will not be included in any market investable equity universe.

Global Minimum Foreign Inclusion Factor Requirement: This investability screen is applied at the individual security level. To determine the free float of a security, MSCI considers the proportion of shares of such security available for purchase in the public equity markets by international investors. In practice, limitations on the investment opportunities for international investors include: strategic stakes in a company held by private or public shareholders whose investment objective indicates that the shares held are not likely to be available in the market; limits on the proportion of a security's share capital authorized for purchase by non-domestic investors; or other foreign investment restrictions which materially limit the ability of foreign investors to freely invest in a particular equity market, sector or security.

MSCI will then derive a "foreign inclusion factor" for the company that reflects the proportion of shares outstanding that is available for purchase in the public equity markets by international investors. MSCI will then "float-adjust" the weight of each constituent company in an index by the company's foreign inclusion factor.

Once the free float factor has been determined for a security, the security's total market capitalization is then adjusted by such free float factor, resulting in the free float-adjusted market capitalization figure for the security.

Minimum Length of Trading Requirement: This investability screen is applied at the individual security level. For an initial public offering to be eligible for inclusion in a market investable equity universe, the new issue must have started trading at least three months before the implementation of a semi-annual index review. This requirement is applicable to small new issues in all markets. Large initial public offerings are not subject to the minimum length of trading requirement and may be included in a market investable equity universe and a standard index, such as the MSCI EAFE Index, outside of a quarterly or semi-annual index review.

Minimum Foreign Room Requirement: This investability screen is applied at the individual security level. For a security that is subject to a foreign ownership limit to be eligible for inclusion in a market investable equity universe, the proportion of shares still available to foreign investors relative to the maximum allowed (referred to as "foreign room") must be at least 15%.

Defining Market Capitalization Size Segments for Each Market

Once a market investable equity universe is defined, it is segmented into the following size-based indices:

- Investable Market Index (Large Cap + Mid Cap + Small Cap)
- Standard Index (Large Cap + Mid Cap)
- Large Cap Index
- Mid Cap Index
- Small Cap Index

Creating the size segment indices in each market involves the following steps: (i) defining the market coverage target range for each size segment; (ii) determining the global minimum size range for each size segment; (iii) determining the market size–segment cutoffs and associated segment number of companies; (iv) assigning companies to the size segments; and (v) applying final size-segment investability requirements. For developed market indices, the market coverage for a standard index is 85%. As of April 2017, the global minimum size range for a developed market standard index is a full market capitalization of USD 2.75 billion to USD 6.32 billion.

Index Continuity Rules for Standard Indices

In order to achieve index continuity, as well as provide some basic level of diversification within a market index, notwithstanding the effect of other index construction rules, a minimum number of five

constituents will be maintained for a developed market standard index and a minimum number of three constituents will be maintained for an emerging market standard index, and involves the following steps:

- If after the application of the index construction methodology, a developed market standard index contains fewer than five securities or an emerging market standard index contains fewer than three securities, then the largest securities by free float-adjusted market capitalization are added to the MSCI EAFE Index in order to reach the minimum number of required constituents.
- At subsequent MSCI EAFE Index reviews, if the minimum number of securities described above is not met, then after the market investable equity universe is identified, the securities are ranked by free float-adjusted market capitalization, however, in order to increase stability the free float-adjusted market capitalization of the existing index constituents (prior to review) is multiplied by 1.50, and securities are added until the desired minimum number of securities is reached.

With respect to the MSCI EAFE Index, constituent index means any of the component country indices comprising the MSCI EAFE Index.

Classifying Securities under the Global Industry Classification Standard

All securities in the global investable equity universe are assigned to the industry that best describes their business activities. The GICS classification of each security is used by MSCI to construct additional indices.

Calculation Methodology for the MSCI EAFE Index

The performance of the MSCI EAFE Index is a free float weighted average of the U.S. dollar values of its component securities.

Prices used to calculate the component securities are the official exchange closing prices or prices accepted as such in the relevant market. In the case of a market closure, or if a security does not trade on a specific day or during a specific period, MSCI carries forward the previous day's price (or latest available closing price). In the event of a market outage resulting in any component security price to be unavailable, MSCI will generally use the last reported price for such component security for the purpose of performance calculation unless MSCI determines that another price is more appropriate based on the circumstances. Closing prices are converted into U.S. dollars, as applicable, using the closing spot exchange rates calculated by WM/Reuters at 4:00 P.M. London Time.

Maintenance of the MSCI EAFE Index

In order to maintain the representativeness of the MSCI EAFE Index, structural changes may be made by adding or deleting component securities. Currently, such changes in the MSCI EAFE Index may generally only be made on four dates throughout the year: after the close of the last business day of each February, May, August and November.

Each country index is maintained with the objective of reflecting, on a timely basis, the evolution of the underlying equity markets. In maintaining each component country index, emphasis is also placed on its continuity, continuous investability of constituents and replicability of the index and on index stability and minimizing turnover.

MSCI classifies index maintenance in three broad categories. The first consists of ongoing event related changes, such as mergers and acquisitions, which are generally implemented in the country indices in which they occur. The second category consists of quarterly index reviews, aimed at promptly reflecting other significant market events. The third category consists of semi-annual index reviews that systematically re-assess the various dimensions of the equity universe.

Ongoing event-related changes to the MSCI EAFE Index are the result of mergers, acquisitions, spin-offs, bankruptcies, reorganizations and other similar corporate events. They can also result from capital reorganizations in the form of rights issues, stock bonus issues, public placements and other similar corporate actions that take place on a continuing basis. MSCI will remove from the index as soon as practicable securities of companies that file for bankruptcy or other protection from their creditors, that are suspended and for which a return to normal business activity and trading is unlikely in the near future; or that fail stock exchange listing requirements with a delisting announcement. Securities may also be considered for early deletion in other significant cases, such as decreases in free float and foreign ownership limits, or when a constituent company acquires or merges with a non-constituent company or spins-off another company. In practice, when a constituent company is involved in a corporate event which results in a significant decrease in the company's free float adjusted market capitalization or the company decreases its foreign inclusion factor to below 0.15, the securities of that constituent company are considered for early deletion from the indices simultaneously with the event unless, in either case, it is a standard index constituent with a minimum free float-adjusted market capitalization is not at least two-thirds of one-half of the standard index interim size segment cut-off. Share conversions may also give rise to an early deletion. All changes resulting from corporate events are announced prior to their implementation, provided all necessary information on the event is available.

MSCI's quarterly index review process is designed to ensure that the country indices continue to be an accurate reflection of evolving equity markets. This goal is achieved by timely reflecting significant market driven changes that were not captured in each index at the time of their actual occurrence and that should not wait until the semi-annual index review due to their importance. These quarterly index reviews may result in additions and deletions of component securities from a country index (or a security being removed from one country listing and represented by a different country listing) and changes in "foreign inclusion factors" and in number of shares. Additions and deletions to component securities may result from: the addition of large companies that did not meet the minimum size criterion for inclusion at the time of their initial public offering or secondary offering; the replacement of companies which are no longer suitable industry representatives; the deletion of securities whose overall free float has fallen to less than 15% and that do not meet specified criteria; the deletion of securities that have become very small or illiquid; and the addition or deletion of securities as a result of other market events. Significant changes in free float estimates and corresponding changes in the foreign inclusion factor for component securities may result from: block sales, block buys, secondary offerings and transactions made by way of immediate book-building that did not meet the requirements for implementation at the time of such event; corporate events that should have been implemented at the time of such event but could not be reflected immediately due to lack of publicly available details at the time of the event; exercise of IPO over-allotment options which result in an increase in free float; increases in foreign ownership limits; decreases in foreign ownership limits which did not require foreign investors to immediately sell shares in the market; re-estimates of free float figures resulting from the reclassification of shareholders from strategic to non-strategic, and vice versa; the end of lock-up periods or expiration of loyalty incentives for non-strategic shareholders; conversion of a non-index constituent share class or an unlisted line of shares which has an impact on index constituents; and acquisition by shares of non-listed companies or assets. However, no changes in foreign inclusion factors are implemented for any of the above events if the change in free float estimate is less than 1%, except in cases of correction. Small changes in the number of shares resulting from, for example, exercise of options or warrants, conversion of convertible bonds or other instruments, conversion of a non-index constituent share class or an unlisted line of shares which has an impact on index constituents, periodic conversion of a share class into another share class, exercise of over-allotment options, exercise of share buybacks, or the cancellation of shares, are generally updated at the quarterly index review rather than at the time of the event. The results of the quarterly index reviews are announced at least two weeks in advance of their effective implementation dates as of the close of the last business day of February and August. MSCI has noted that consistency is a factor in maintaining each component country index.

MSCI's semi-annual index review is designed to systematically reassess the component securities of the MSCI EAFE Index. During each semi-annual index review, the universe of component securities is updated and the global minimum size range for the MSCI EAFE Index is recalculated, which is based on the full market capitalization and the cumulative free float-adjusted market capitalization coverage of each security that is eligible to be included in the MSCI EAFE Index. The following MSCI EAFE Index maintenance activities, among others, are undertaken during each semi-annual index review: the list of countries in which securities may be represented by foreign listings is reviewed; the component securities are updated by identifying new equity securities that were not part of the MSCI EAFE Index at the time of the previous quarterly index review; the minimum size requirement for the MSCI EAFE Index is updated and new companies are evaluated relative to the new minimum size requirement; existing component securities that do not meet the minimum liquidity requirements of the MSCI EAFE Index may be removed (or, with respect to any such security that has other listings, a determination is made as to whether any such listing can be used to represent the security in the market investable universe); and changes in "foreign inclusion factors" are implemented (provided the change in free float is greater than 1%, except in cases of correction). During a semi-annual index review, component securities may be added or deleted from a country index for a range of reasons, including the reasons discussed with respect to component securities changes during quarterly index reviews as discussed above. Foreign listings may become eligible to represent securities only from the countries that met the foreign listing materiality requirement during the previous semi-annual index review (this requirement is applied only to countries that do not yet include foreign listed securities). Once a country meets the foreign listing materiality requirement at a given semi-annual index review, foreign listings will remain eligible for such country even if the foreign listing materiality requirements are not met in the future.

The results of the semi-annual index reviews are announced at least two weeks in advance of their effective implementation date as of the close of the last business day of May and November.

MSCI EAFE Index maintenance also includes monitoring and completing adjustments for share changes, stock splits, stock dividends, and stock price adjustments due to company restructurings or spin-offs.

These guidelines and the policies implementing the guidelines are the responsibility of, and, ultimately, subject to adjustment by, MSCI.

Daily closing price information for the MSCI EAFE Index is available on the following website: msci.com. We are not incorporating by reference that website or any material it includes in this prospectus supplement.

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The S&P MidCap 400® Index

The S&P MidCap 400® Index includes a sample of 400 mid-sized companies in various industries of the U.S. economy. S&P Dow Jones Indices LLC ("S&P") chooses companies for inclusion in the S&P MidCap 400® Index with an aim of achieving a distribution by broad industry groupings that approximates the distribution of these groupings in the population of mid-size companies in the U.S. equity market. Although the S&P MidCap 400® Index contains 400 constituent companies, at any one time it may contain greater than 400 constituent trading lines since some companies included in the S&P MidCap 400® Index prior to July 31, 2017 may be represented by multiple share class lines in the S&P MidCap 400® Index. The S&P MidCap 400® Index is calculated, maintained and published by S&P and is part of the S&P Dow Jones Indices family of indices. Additional information is available on the following websites: spindices.com/indices/equity/sp-400-and-spdji.com. We are not incorporating by reference the website or any material they include in this prospectus supplement.

The S&P MidCap 400® Index is intended to reflect the risk and return characteristics of the broader universe of mid-sized firms in the U.S. equity markets. Constituent changes are made on an as-needed basis and there is no schedule for constituent reviews. Constituent changes are generally announced one to five business days prior to the change. Relevant criteria for additions to the S&P MidCap 400® Index that are employed by S&P include: the company proposed for addition has an unadjusted company market capitalization of between $2.4 billion and $8.2 billion (but the constituents are not the 400 largest companies in the NYSE in that range and not all 400 companies are listed on such exchange; for spin-offs, eligibility is determined using when-issued prices, if available); using composite pricing and volume, the ratio of annual dollar value traded in the proposed constituent to float-adjusted market capitalization of that company should be 1.00 or greater and the stock should trade a minimum of 250,000 shares in each of the six months leading up to the evaluation date; the company must be a U.S. company (characterized as a Form 10-K filer with its U.S. portion of fixed assets and revenues constituting a plurality of the total and with a primary listing of the common stock on the NYSE, NYSE Arca, NYSE American (formerly NYSE MKT), NASDAQ Global Select Market, NASDAQ Select Market, NASDAQ Capital Market, Bats BZX, Bats BYX, Bats EDGA, Bats EDGX or IEX (each, an “eligible exchange”)), the proposed constituent has a public float of 50% or more of its stock, the inclusion of the company will contribute to sector balance in the S&P MidCap 400® Index relative to the sector balance in the market in the relevant market capitalization range; financial viability (the sum of the most recent four consecutive quarters' Generally Accepted Accounting Principles (GAAP) earnings (net income excluding discontinued operations) should be positive as should the most recent quarter; and, for IPOs, the company must be traded on an eligible exchange for at least twelve months. In addition, constituents of the S&P 500® Index and the S&P SmallCap 600® Index can be migrated to the S&P MidCap 400® Index without meeting the financial viability, public float and/or liquidity eligibility criteria if the S&P Index Committee decides that such a move will enhance the representativeness of the S&P MidCap 400® Index as a market benchmark. Certain types of organizational structures and securities are always excluded, including business development companies ("BDCs"), limited partnerships, master limited partnerships, limited liability companies ("LLCs") OTC bulletin board issues, closed-end funds, ETFs, ETNs, royalty trusts, tracking stocks, preferred stock and convertible preferred stock, unit trusts, equity warrants, convertible bonds, investment trusts, rights and American depositary receipts ("ADRs"). Stocks are deleted from the S&P MidCap 400® Index when they are involved in mergers, acquisitions or significant restructurings such that they no longer meet the inclusion criteria, and when they substantially violate one or more of the addition criteria. Stocks that are delisted or moved to the pink sheets or bulletin board are removed and those that experience a trading halt may be retained or removed in S&P's discretion. S&P evaluates additions and deletions with a view to maintaining S&P MidCap 400® Index continuity.

For constituents included in the index prior to July 31, 2017, all publicly listed multiple share class lines are included separately in the S&P MidCap 400® Index, subject to, in the case of any such share class line, that share class line satisfying the liquidity and float criteria discussed above and subject to certain exceptions. It is possible that one listed share class line of a company may be included in the S&P MidCap 400® Index while a second listed share class line of the same company is excluded. For companies that issue a second publicly traded share class to index share class holders, the newly issued share class line is considered for inclusion if the event is mandatory and the market capitalization of the distributed class is not considered to be de minimis.

As of July 31, 2017, companies with multiple share class lines are no longer eligible for inclusion in the S&P MidCap 400® Index. Constituents of the S&P MidCap 400® Index prior to July 31, 2017 with multiple share class lines will be grandfathered in and continue to be included in the S&P MidCap 400® Index. If an S&P MidCap 400® Index constituent reorganizes into a multiple share class line structure, that company will be reviewed for continued inclusion in the S&P MidCap 400® Index at the discretion of the S&P Index Committee.

As of March 5, 2019, the top ten component stocks of the S&P MidCap 400® Index, by weight, were: IDEX Corporation (0.66%), Zebra Technologies Corporation Class A (0.64%), Ultimate Software Group Inc. (0.62%), Domino's Pizza Inc. (0.62%), STERIS Plc (0.61%), Trimble Inc. (0.60%), PTC Inc. (0.58%), Old Dominion Freight Line Inc. (0.57%), Leidos Holdings Inc. (0.57%) and UGI Corporation (0.56%).

As of March 5, 2019, the 400 companies included in the S&P MidCap 400® Index were divided into eleven Global Industry Classification Sectors. The Global Industry Classification Sectors include (with the approximate percentage currently included in such sectors indicated in parentheses): Communication Services (2.56%), Consumer Discretionary (12.09%), Consumer Staples (2.79%), Energy (3.81%), Financials (16.82%), Health Care (9.63%), Industrials (14.97%), Information Technology (16.26%), Materials (6.77%), Real Estate (9.80%) and Utilities (4.52%). (Sector designations are determined by the basket underlier sponsor using criteria it has selected or developed. Index sponsors may use very different standards for determining sector designations. In addition, many companies operate in a number of sectors, but are listed in only one sector and the basis on which that sector is selected may also differ. As a result, sector comparisons between indices with different index sponsors may reflect differences in methodology as well as actual differences in the sector composition of the indices.) As of the close of business on September 21, 2018, S&P and MSCI, Inc. updated the Global Industry Classification Sector structure. Among other things, the update broadened the Telecommunications Services sector and renamed it the Communication Services sector. The renamed sector includes the previously existing Telecommunication Services Industry group, as well as the Media Industry group, which was moved from the Consumer Discretionary sector and renamed the Media & Entertainment Industry group. The Media & Entertainment Industry group contains three industries: Media, Entertainment and Interactive Media & Services. The Media industry continues to consist of the

Advertising, Broadcasting, Cable & Satellite and Publishing sub-industries. The Entertainment industry contains the Movies & Entertainment sub-industry (which includes online entertainment streaming companies in addition to companies previously classified in such industry prior to September 21, 2018) and the Interactive Home Entertainment sub-industry (which includes companies previously classified in the Home Entertainment Software sub-industry prior to September 21, 2018 (when the Home Entertainment Software sub-industry was a sub-industry in the Information Technology sector)), as well as producers of interactive gaming products, including mobile gaming applications). The Interactive Media & Services industry and sub-industry includes companies engaged in content and information creation or distribution through proprietary platforms, where revenues are derived primarily through pay-per-click advertisements, and includes search engines, social media and networking platforms, online classifieds and online review companies. The Global Industry Classification Sector structure changes are effective for the S&P MidCap 400® Index as of the open of business on September 24, 2018 to coincide with the September 2018 quarterly rebalancing.

Calculation of the S&P MidCap 400® Index

The S&P MidCap 400® Index is calculated using a base-weighted aggregative methodology. The value of the S&P MidCap 400® Index on any day for which an index value is published is determined by a fraction, the numerator of which is the aggregate of the market price of each stock in the S&P MidCap 400® Index times the number of shares of such stock included in the S&P MidCap 400® Index, and the denominator of which is the divisor, which is described more fully below. The "market value" of any index stock is the product of the market price per share of that stock times the number of the then-outstanding shares of such index stock that are then included in the S&P MidCap 400® Index.

The S&P MidCap 400® Index is also sometimes called a "base-weighted aggregative index" because of its use of a divisor. The "divisor" is a value calculated by S&P that is intended to maintain conformity in index values over time and is adjusted for all changes in the index stocks' share capital after the "base date" as described below. The level of the S&P MidCap 400® Index reflects the total market value of all index stocks relative to the index's base date of June 28, 1991.

In addition, the S&P MidCap 400® Index is float-adjusted, meaning that the share counts used in calculating the S&P MidCap 400® Index reflect only those shares available to investors rather than all of a company's outstanding shares. S&P seeks to exclude shares held by certain shareholders concerned with the control of a company, a group that generally includes the following: officers and directors and related individuals whose holdings are publicly disclosed, private equity, venture capital, special equity firms, publicly traded companies that hold shares for control in another company, strategic partners, holders of restricted shares, employee stock ownership plans, employee and family trusts, foundations associated with the company, holders of unlisted share classes of stock, government entities at all levels (except government retirement or pension funds) and any individual person listed as a 5% or greater stakeholder in a company as reported in regulatory filings (collectively, "control holders"). To this end, S&P excludes all share-holdings (other than depositary banks, pension funds, mutual funds, exchange traded fund providers, 401(k) plans of the company, government retirement and pension funds, investment funds of insurance companies, asset managers and investment funds, independent foundations, savings plans and investment plans) with a position greater than 5% of the outstanding shares of a company from the float-adjusted share count to be used in S&P MidCap 400® Index calculations.

The exclusion is accomplished by calculating an Investable Weight Factor ("IWF") for each stock that is part of the numerator of the float-adjusted index fraction described above:

IWF = (available float shares)/(total shares outstanding)

where available float shares is defined as total shares outstanding less shares held by control holders. In most cases, an IWF is reported to the nearest one percentage point. For companies with multiple share class lines, a separate IWF is calculated for each share class line.

Maintenance of the S&P MidCap 400® Index

In order to keep the S&P MidCap 400® Index comparable over time S&P engages in an index maintenance process. The S&P MidCap 400® Index maintenance process involves changing the constituents as discussed above, and also involves maintaining quality assurance processes and procedures, adjusting the number of shares used to calculate the S&P MidCap 400® Index, monitoring and completing the adjustments for company additions and deletions, adjusting for stock splits and stock dividends and adjusting for other corporate actions. In addition to its daily governance of indices and maintenance of the index methodology, at least once within any 12 month period, the S&P Index Committee reviews the index methodology to ensure the S&P MidCap 400® Index continues to achieve the stated objective, and that the data and methodology remain effective. The S&P Index Committee may at times consult with investors, market participants, security issuers included or potentially included in the S&P MidCap 400® Index, or investment and financial experts.

Divisor Adjustments

The two types of adjustments primarily used by S&P are divisor adjustments and adjustments to the number of shares (including float adjustments) used to calculate the S&P MidCap 400® Index. Set forth below is a table of certain corporate events and their resulting effect on the divisor and the share count. If a corporate event requires an adjustment to the divisor, that event has the effect of altering the market value of the affected index stock and consequently of altering the aggregate market value of the index stocks following the event. In order that the level of the S&P MidCap 400® Index not be affected by the altered market value (which could be an increase or decrease) of the affected index stock, S&P generally derives a new divisor by dividing the post-event market value of the index stocks by the pre-event index value, which has the effect of reducing the S&P MidCap 400® Index's post-event value to the pre-event level.

Changes to the Number of Shares of a Constituent

The index maintenance process also involves tracking the changes in the number of shares included for each of the index companies. The timing of adjustments to the number of shares depends on the type of event causing the change, and whether the change represents 5% or more of the total share count (for companies with multiple share class lines, the 5% threshold is based on each individual share class line rather than total company shares). Changes as a result of mergers or acquisitions are implemented when the transaction occurs. At S&P's discretion, however, de minimis merger and acquisition changes may be accumulated and implemented with the updates made at the quarterly share updates as described below. Changes in a constituent's total shares of 5% or more due to public offerings (which must be underwritten, have a publicly available prospectus or prospectus summary filed with the Securities and Exchange Commission and include a public confirmation that the offering has been completed) are implemented as soon as reasonably possible. Other changes of 5% or more are made weekly and are announced on Fridays for implementation after the close of trading on the following Friday. For changes of less than 5%, on the third Friday of the last month in each calendar quarter, S&P updates the share totals of companies in the S&P MidCap 400® Index as required by any changes in the number of shares outstanding. S&P implements a share / IWF freeze beginning after the market close on the Tuesday preceding the second Friday of each quarterly rebalancing month and ending after the market close on the third Friday of the quarterly rebalancing month. During this frozen period, shares and IWFs are not changed except for certain corporate action events (merger activity, stock splits and rights offerings).

Adjustments for Corporate Actions

There is a large range of corporate actions that may affect companies included in the S&P MidCap 400® Index. Certain corporate actions require S&P to recalculate the share count or the float adjustment or to make an adjustment to the divisor to prevent the value of the S&P MidCap 400® Index from changing as a result of the corporate action. This helps ensure that the movement of the S&P MidCap 400® Index does not reflect the corporate actions of individual companies in the S&P MidCap 400® Index.

Spin-Offs

As a general policy, a spin-off security is added to the S&P MidCap 400® Index at a zero price at the market close of the day before the ex-date (with no divisor adjustment). The spin-off security will remain in the S&P MidCap 400® Index if it meets all eligibility criteria. If the spin-off security is determined ineligible to remain in the S&P MidCap 400® Index, it will generally be removed after at least one day of regular way trading (with a divisor adjustment). If there is a gap between the ex-date and distribution date (or payable date), or if the spin-off security does not trade regular way on the ex-date, the spin-off security is kept in the S&P MidCap 400® Index until the spin-off security begins trading regular way.

Several additional types of corporate actions, and their related adjustments, are listed in the table below.

Corporate Action	Share Count Revision Required?	Divisor Adjustment Required?
Stock split	Yes – share count is revised to reflect new count	No – share count and price changes are off-setting
Change in shares outstanding (secondary issuance, share repurchase and/or share buy-back)	Yes – share count is revised to reflect new count	Yes
Special dividends	No	Yes – calculation assumes that share price drops by the amount of the dividend; divisor adjustment reflects this change in index market value
Change in IWF	No	Yes – divisor change reflects the change in market value caused by the change to an IWF
Company added to or deleted from the S&P MidCap 400® Index	No	Yes – divisor is adjusted by the net change in market value, calculated as the shares issued multiplied by the price paid.
Rights Offering	No	Yes – divisor adjustment reflects increase in market capitalization (calculation assumes that offering is fully subscribed)

Recalculation Policy

S&P reserves the right to recalculate and republish the S&P MidCap 400® Index at its discretion in the event one of the following issues has occurred: (1) incorrect or revised closing price of one or more constituent securities; (2) missed corporate event; (3) incorrect application of corporate action or index methodology; (4) late announcement of a corporate event; or (5) incorrect calculation or data entry error. The decision to recalculate the S&P MidCap 400® Index is made at the discretion of the index manager and/or index committee, as further discussed below. The potential market impact or disruption resulting from the potential recalculation is considered when making any such decision. In the event of an incorrect closing price, a missed corporate event or a misapplied corporate action, a late announcement of a corporate event, or an incorrect calculation or data entry error that is discovered within two trading days of its occurrence, the index manager may, at his or her discretion, recalculate the S&P MidCap 400® Index without involving the index committee. In the event any such event is discovered beyond the two trading day period, the index committee shall decide whether the S&P MidCap 400® Index should be recalculated. In the event of an incorrect application of the methodology that results in the incorrect composition and/or weighting of index constituents, the index committee shall determine whether or not to recalculate the S&P MidCap 400® Index following specified guidelines. In the event that the S&P MidCap 400® Index is recalculated, it shall be done within a reasonable timeframe following the detection and review of the issue.

Calculations and Pricing Disruptions

Closing levels for the S&P MidCap 400® Index are calculated by S&P based on the closing price of the individual constituents of the index as set by their primary exchange. Closing prices are received by S&P from one of its third party vendors and verified by comparing them with prices from an alternative vendor. The vendors receive the closing price from the primary exchanges. Real-time intraday prices are calculated similarly without a second verification. Prices used for the calculation of real time index values are based on the "Consolidated Tape". The Consolidated Tape is an aggregation of trades for each constituent over all regional exchanges and trading venues and includes the primary exchange. If there is a failure or interruption on one or more exchanges, real-time calculations will continue as long as the "Consolidated Tape" is operational.

If an interruption is not resolved prior to the market close, official closing prices will be determined by following the hierarchy set out in NYSE Rule 123C. A notice is published on the S&P website at spdji.com indicating any changes to the prices used in S&P MidCap 400® Index calculations. In extreme circumstances, S&P may decide to delay index adjustments or not publish the S&P MidCap 400® Index. Real-time indices are not restated.

Unexpected Exchange Closures

An unexpected market/exchange closure occurs when a market/exchange fully or partially fails to open or trading is temporarily halted. This can apply to a single exchange or to a market as a whole, when all of the primary exchanges are closed and/or not trading. Unexpected market/exchange closures are usually due to unforeseen circumstances, such as natural disasters, inclement weather, outages, or other events.

To a large degree, S&P is dependent on the exchanges to provide guidance in the event of an unexpected exchange closure. S&P's decision making is dependent on exchange guidance regarding pricing and mandatory corporate actions.

NYSE Rule 123C provides closing contingency procedures for determining an official closing price for listed securities if the exchange is unable to conduct a closing transaction in one or more securities due to a system or technical issue.

3:00 PM ET is the deadline for an exchange to determine its plan of action regarding an outage scenario. As such, S&P also uses 3:00 PM ET as the cutoff.

If all major exchanges fail to open or unexpectedly halt trading intraday due to unforeseen circumstances, S&P will take the following actions:

Market Disruption Prior to Open of Trading:

(i) If all exchanges indicate that trading will not open for a given day, S&P will treat the day as an unscheduled market holiday. The decision will be communicated to clients as soon as possible through the normal channels. Indices containing multiple markets will be calculated as normal, provided that at least one market is open that day. Indices which only contain closed markets will not be calculated.

(ii) If exchanges indicate that trading, although delayed, will open for a given day, S&P will begin index calculation when the exchanges open.

Market Disruption Intraday:

(i) If exchanges indicate that trading will not resume for a given day, the S&P MidCap 400® Index level will be calculated using prices determined by the exchanges based on NYSE Rule 123C. Intraday S&P MidCap 400® Index values will continue to use the last traded composite price until the primary exchange publishes official closing prices.

License Agreement between S&P and GS Finance Corp.

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S&P DOW JONES INDICES DOES NOT GUARANTEE THE ADEQUACY, ACCURACY, TIMELINESS AND/OR THE COMPLETENESS OF THE S&P MidCap 400® INDEX OR ANY DATA RELATED THERETO OR ANY COMMUNICATION, INCLUDING BUT NOT LIMITED TO ORAL OR WRITTEN COMMUNICATION (INCLUDING ELECTRONIC COMMUNICATIONS) WITH RESPECT THERETO. S&P DOW JONES INDICES SHALL NOT BE SUBJECT TO ANY DAMAGES OR LIABILITY FOR ANY ERRORS, OMISSIONS, OR DELAYS THEREIN. S&P DOW JONES INDICES MAKE NO EXPRESS OR IMPLIED WARRANTIES, AND EXPRESSLY DISCLAIMS ALL WARRANTIES, OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE OR USE OR AS TO RESULTS TO BE OBTAINED BY GOLDMAN, OWNERS OF THE NOTES, OR ANY OTHER PERSON OR ENTITY FROM THE USE OF THE S&P MidCap 400® INDEX OR WITH RESPECT TO ANY DATA RELATED THERETO. WITHOUT LIMITING ANY OF THE FOREGOING, IN NO EVENT WHATSOEVER SHALL S&P DOW JONES INDICES BE LIABLE FOR ANY INDIRECT, SPECIAL, INCIDENTAL, PUNITIVE, OR CONSEQUENTIAL DAMAGES, INCLUDING BUT NOT LIMITED TO LOSS OF PROFITS, TRADING LOSSES, LOST TIME OR GOODWILL, EVEN IF THEY HAVE BEEN ADVISED OF THE POSSIBILITY OF SUCH DAMAGES, WHETHER IN CONTRACT, TORT, STRICT LIABILITY, OR OTHERWISE. THERE ARE NO THIRD PARTY BENEFICIARIES OF ANY AGREEMENTS OR ARRANGEMENTS BETWEEN S&P DOW JONES INDICES AND GOLDMAN, OTHER THAN THE LICENSORS OF S&P DOW JONES INDICES.

The MSCI Emerging Markets Index

The MSCI Emerging Markets Index is a stock index calculated, published and disseminated daily by MSCI Inc. (“MSCI”) through numerous data vendors, on the MSCI website and in real time on Bloomberg Financial Markets and Reuters Limited.

The MSCI Emerging Markets Index is a free float-adjusted market capitalization index and is one of the MSCI Global Investable Market Indices (the “MSCI Indices”), the methodology of which is described below. The MSCI Emerging Markets Index is considered a “standard” index, which means it consists of all eligible large capitalization and mid-capitalization stocks, as determined by MSCI, in the relevant emerging markets. Additional information about the MSCI Indices is available on the following website: msci.com/index-methodology. Daily closing level information for the MSCI Emerging Markets Index is available on the following website: msci.com. We are not incorporating by reference the website, the sources listed above or any material they include in this prospectus supplement.

The MSCI Emerging Markets Index is intended to provide performance benchmarks for the emerging equity markets in the Americas, Europe, the Middle East, Africa and Asia, which are, as of the date of this prospectus supplement, Brazil, Chile, China, Colombia, Czech Republic, Egypt, Greece, Hungary, India, Indonesia, Korea, Malaysia, Mexico, Pakistan, Peru, Philippines, Poland, Qatar, Russia, South Africa, Taiwan, Thailand, Turkey and the United Arab

Emirates. The constituent stocks of the MSCI Emerging Markets Index are derived from the constituent stocks in the 24 MSCI standard single country indices for the emerging market countries listed above. The MSCI Emerging Markets Index is calculated in U.S. dollars on a total return net basis. The MSCI Emerging Markets Index was launched on December 31, 1987 at an initial value of 100.

MSCI Emerging Markets Index Stock Weighting by Country as of March 1, 2019

Country	Percentage (%)*
Brazil	7.40%
Chile	1.08%
China	32.75%
Colombia	0.44%
Czech Republic	0.17%
Egypt	0.13%
Greece	0.22%
Hungary	0.31%
India	8.53%
Indonesia	2.19%
Korea, Republic Of	13.54%
Malaysia	2.28%
Mexico	2.65%
Pakistan	0.04%
Peru	0.42%
Philippines	1.08%
Poland	1.17%
Qatar	0.96%
Russian Federation	3.74%
South Africa	5.98%
Taiwan, Province Of China	11.16%
Thailand	2.38%
Turkey	0.64%
United Arab Emirates	0.73%

*Information provided by MSCI. Percentages may not sum to 100% due to rounding..

As of the close on May 31, 2018, MSCI began a multi-step process to include, in the MSCI Emerging Markets Index, large cap China A shares that are not in trading suspension. As part of the first step of the inclusion process, which resulted from the May 2018 semi-annual index review, MSCI added such large cap China A shares to the MSCI Emerging Markets Index at 2.5% of their foreign inclusion factor-adjusted market capitalization. In connection with the August 2018 quarterly index review, MSCI implemented the second step of the inclusion process by increasing the foreign inclusion factor-adjusted market capitalization of those existing China A share constituents from 2.5% to 5%. With the implementation of this second step, and the inclusion of additional China A shares in connection with the August 2018 quarterly index review, China A shares were initially expected to represent approximately 0.75% of the MSCI Emerging Markets Index.

MSCI has announced that, beginning in May 2019, it will begin a three-step process to further increase the weight of China A shares in the MSCI Emerging Markets Index. The first step will coincide with the May 2019 semi-annual index review, when MSCI will increase the foreign inclusion factor-adjusted market capitalization of all large cap China A shares in the MSCI Emerging Markets Index from 5% to 10% and add large cap ChiNext shares at 10% of their foreign inclusion factor-adjusted market capitalization. The second step will coincide with the August 2019 quarterly index review, when MSCI will increase the foreign inclusion factor-adjusted market capitalization of all large cap China A shares from 10% to 15%. The third step will coincide with the November 2019 semi-annual index review, when MSCI will increase the foreign inclusion factor-adjusted market capitalization of all large cap China A shares from 15% to 20% and add mid cap China A shares, including eligible ChiNext shares, to the MSCI Emerging Markets Index at 20% of their foreign inclusion factor-adjusted market capitalization. On completion of this three-step implementation, there will be 253 large- and 168 mid-cap China A shares, including 27 ChiNext shares, on a pro forma basis in the MSCI Emerging Markets Index, representing a weight of 3.3% in the pro forma index.

MSCI has announced that, beginning in June 2019, it expects to include the MSCI Saudi Arabia Index in the MSCI Emerging Markets Index, representing on a pro forma basis a weight of approximately 2.6% of the MSCI Emerging Markets Index with 32 securities, following a two-step inclusion process. The first inclusion step is expected to coincide with the May 2019 semi-annual index review and the second inclusion step is expected to take place as part of the August 2019 quarterly index review. In addition, MSCI has announced the reclassification of the MSCI Argentina Index from a "frontier market" to an "emerging market", and the MSCI Argentina Index is expected to be included in the MSCI Emerging Markets Index coinciding with the May 2019 semi-annual index review. MSCI expects to continue to restrict the inclusion in the MSCI Argentina Index to only foreign listings of Argentinian companies, such as American depositary receipts.

MSCI divides the companies included in the MSCI Emerging Markets Index into eleven Global Industry Classification Sectors: Communication Services, Consumer Discretionary, Consumer Staples, Energy, Financials, Health Care, Industrials, Information Technology, Materials, Real Estate and Utilities.

MSCI Emerging Markets Index Stock Weighting by Sector as of March 1, 2019

Sector**	Percentage (%)*
Communication Services	12.01%
Consumer Discretionary	13.29%
Consumer Staples	6.38%
Energy	7.99%
Financials	24.61%
Health Care	2.70%
Industrials	5.52%
Information Technology	14.57%
Materials	7.36%
Real Estate	3.00%
Utilities	2.58%

*Information provided by MSCI. Percentages may not sum to 100% due to rounding.

** Sector designations are determined by the index sponsor using criteria it has selected or developed. Index sponsors may use very different standards for determining sector designations. In addition, many companies operate in a number of sectors, but are listed in only one sector and the basis on which that sector is selected may also differ. As a result, sector comparisons between indices with different index sponsors may reflect differences in methodology as well as actual differences in the sector composition of the indices. As of the close of business on September 21, 2018, MSCI and S&P Dow Jones Indices LLC updated the Global Industry Classification Sector structure. Among other things, the update broadened the Telecommunications Services sector and renamed it the Communication Services sector. The renamed sector includes the previously existing Telecommunication Services Industry group, as well as the Media Industry group, which was moved from the Consumer Discretionary sector and renamed the Media & Entertainment Industry group. The Media & Entertainment Industry group contains three industries: Media, Entertainment and Interactive Media & Services. The Media industry continues to consist of the Advertising, Broadcasting, Cable & Satellite and Publishing sub-industries. The Entertainment industry contains the Movies & Entertainment sub-industry (which includes online entertainment streaming companies in addition to companies previously classified in such industry prior to September 21, 2018) and the Interactive Home Entertainment sub-industry (which includes companies previously classified in the Home Entertainment Software sub-industry prior to September 21, 2018 (when the Home Entertainment Software sub-industry was a sub-industry in the Information Technology sector)), as well as producers of interactive gaming products, including mobile gaming applications). The Interactive Media & Services industry and sub-industry includes companies engaged in content and information creation or distribution through proprietary platforms, where revenues are derived primarily through pay-per-click advertisements, and includes search engines, social media and networking platforms, online classifieds and online review companies. The Global Industry Classification Sector structure changes are effective for the MSCI Emerging Markets Index as of the open of business on December 3, 2018 to coincide with the November 2018 semi-annual index review.

Construction of the MSCI Emerging Markets Index

MSCI undertakes an index construction process, which involves: (i) defining the equity universe; (ii) determining the market investable equity universe for each market; (iii) determining market capitalization size segments for each market; (iv) applying index continuity rules for the standard index; (v) creating style segments within each size segment within each market; and (vi) classifying securities under the Global Industry Classification Standard. The MSCI Emerging Markets Index construction methodology differs in some cases depending on whether the relevant market is considered a developed market or an emerging market. All of the MSCI Indices are standard indices, meaning that only securities that would qualify for inclusion in a large cap index or a mid cap index will be included as described below.

Defining the Equity Universe

Identifying Eligible Equity Securities: The equity universe initially looks at securities listed in any of the countries in the MSCI Global Index series, which will be classified as either “developed markets” or “emerging markets”. All listed equity securities, including real estate investment trusts and certain income trusts in Canada are eligible for inclusion in the equity universe. Limited partnerships, limited liability companies and business trusts, which are listed in the U.S. and are not structured to be taxed as limited partnerships, are likewise eligible for inclusion in the equity universe. Conversely, mutual funds, exchange traded funds, equity derivatives and most investment trusts are not eligible for inclusion in the equity universe. Preferred shares that exhibit characteristics of equity securities are eligible.

Country Classification of Eligible Securities: Each company and its securities (i.e., share classes) are classified in one and only one country, which allows for a distinctive sorting of each company by its respective country.

Determining the Market Investable Equity Universes

A market investable equity universe for a market is derived by (i) identifying eligible listings for each security in the equity universe; and (ii) applying investability screens to individual companies and securities in the equity universe that are classified in that market. A market is generally equivalent to a single country. The global investable equity universe is the aggregation of all market investable equity universes.

(i) Identifying Eligible Listings: A security may have a listing in the country where it is classified (a “local listing”) and/or in a different country (a “foreign listing”). A security may be represented by either a local listing or a foreign listing (including a depositary receipt) in the global investable equity universe. A security may be represented by a foreign listing only if the security is classified in a country that meets the foreign listing materiality requirement (as described below), and the security’s foreign listing is traded on an eligible stock exchange of a developed market country if the security is classified in a developed market country or, if the security is classified in an emerging market country, an eligible stock exchange of a developed market country or an emerging market country.

In order for a country to meet the foreign listing materiality requirement, MSCI determines all securities represented by a foreign listing that would be included in the country’s MSCI Country Investable Market Index if foreign listings were eligible from that country. The aggregate free-float adjusted market capitalization for all such securities should represent at least (i) 5% of the free float-adjusted market capitalization of the relevant MSCI Country Investable Market Index and (ii) 0.05% of the free-float adjusted market capitalization of the MSCI ACWI Investable Market Index. If a country does not meet the foreign listing materiality requirement, then securities in that country may not be represented by a foreign listing in the global investable equity universe.

(ii) Applying Investability Screens: The investability screens used to determine the investable equity universe in each market are:

Equity Universe Minimum Size Requirement: This investability screen is applied at the company level. In order to be included in a market investable equity universe, a company must have the required minimum full market capitalization. The equity universe minimum size requirement applies to companies in all markets and is derived as follows:

- First, the companies in the developed market equity universe are sorted in descending order of full market capitalization and the cumulative coverage of the free float-adjusted market capitalization of the developed market equity universe is calculated for each company. Each company’s free float-adjusted market capitalization is represented by the aggregation of the free float-adjusted market capitalization of the securities of that company in the equity universe.
- Second, when the cumulative free float-adjusted market capitalization coverage of 99% of the sorted equity universe is achieved, by adding each company’s free float-adjusted market capitalization in descending order, the full market capitalization of the company that reaches the 99% threshold defines the equity universe minimum size requirement.
- The rank of this company by descending order of full market capitalization within the developed market equity universe is noted, and will be used in determining the equity universe minimum size requirement at the next rebalance.

As of May 2017, the equity universe minimum size requirement was set at U.S. $236 million. Companies with a full market capitalization below this level are not included in any market investable equity universe. The equity universe minimum size requirement is reviewed and, if necessary, revised at each semi-annual index review, as described below.

Equity Universe Minimum Free Float-Adjusted Market Capitalization Requirement: This investability screen is applied at the individual security level. To be eligible for inclusion in a market investable equity universe, a security must have a free float-adjusted market capitalization equal to or higher than 50% of the equity universe minimum size requirement.

Minimum Liquidity Requirement: This investability screen is applied at the individual security level. To be eligible for inclusion in a market investable equity universe, a security must have at least one eligible listing that has adequate liquidity as measured by its 12-month and 3-month annualized traded value ratio (“ATVR”) and 3-month frequency of trading. The ATVR attempts to mitigate the impact of extreme daily trading volumes and takes into account the free float-adjusted market capitalization of securities. A minimum liquidity level of 20% of the 3-month ATVR and 90% of 3-month frequency of trading over the last 4 consecutive quarters, as well as 20% of the 12-month ATVR, are required for inclusion of a security in a market investable equity universe of a developed market. A minimum liquidity level of 15% of the 3-month ATVR and 80% of 3-month frequency of trading over the last 4 consecutive quarters, as well as 15% of the 12-month ATVR, are required for inclusion of a security in a market investable equity universe of an emerging market.

Only one listing per security may be included in the market investable equity universe. In instances where a security has two or more eligible listings that meet the above liquidity requirements, then the following priority rules are used to determine which listing will be used for potential inclusion of the security in the market investable equity universe:

(1) Local listing (if the security has two or more local listings, then the listing with the highest 3-month ATVR will be used).

(2) Foreign listing in the same geographical region (MSCI classifies markets into three main geographical regions: EMEA, Asia Pacific and Americas. If the security has two or more listings in the same geographical region, then the listing with the highest 3-month ATVR will be used).

(3) Foreign listing in a different geographical region (if the security has two or more listings in a different geographical region, then the listing with the highest 3-month ATVR will be used).

Due to liquidity concerns relating to securities trading at very high stock prices, a security that is currently not a constituent of a MSCI Global Investable Markets Index that is trading at a stock price above U.S. $10,000 will fail the liquidity screening and will not be included in any market investable equity universe.

Global Minimum Foreign Inclusion Factor Requirement: This investability screen is applied at the individual security level. To determine the free float of a security, MSCI considers the proportion of shares of such security available for purchase in the public equity markets by international investors. In practice, limitations on the investment opportunities for international investors include: strategic stakes in a company held by private or public shareholders whose investment objective indicates that the shares held are not likely to be available in the market; limits on the proportion of a security’s share capital authorized for purchase by non-domestic investors; or other foreign investment restrictions which materially limit the ability of foreign investors to freely invest in a particular equity market, sector or security.

MSCI will then derive a "foreign inclusion factor" for the company that reflects the proportion of shares outstanding that is available for purchase in the public equity markets by international investors. MSCI will then "float-adjust" the weight of each constituent company in an index by the company's foreign inclusion factor.

Once the free float factor has been determined for a security, the security's total market capitalization is then adjusted by such free float factor, resulting in the free float-adjusted market capitalization figure for the security.

Minimum Length of Trading Requirement: This investability screen is applied at the individual security level. For an initial public offering to be eligible for inclusion in a market investable equity universe, the new issue must have started trading at least three months before the implementation of a semi-annual index review. This requirement is applicable to small new issues in all markets. Large initial public

S-60

offerings are not subject to the minimum length of trading requirement and may be included in a market investable equity universe and a standard index, such as the MSCI Emerging Markets Index, outside of a quarterly or semi-annual index review.

Minimum Foreign Room Requirement: This investability screen is applied at the individual security level. For a security that is subject to a foreign ownership limit to be eligible for inclusion in a market investable equity universe, the proportion of shares still available to foreign investors relative to the maximum allowed (referred to as "foreign room") must be at least 15%.

Defining Market Capitalization Size Segments for Each Market

Once a market investable equity universe is defined, it is segmented into the following size-based indices:

•Investable Market Index (Large Cap + Mid Cap + Small Cap)

•Standard Index (Large Cap + Mid Cap)

•Large Cap Index

•Mid Cap Index

•Small Cap Index

Creating the size segment indices in each market involves the following steps: (i) defining the market coverage target range for each size segment; (ii) determining the global minimum size range for each size segment; (iii) determining the market size−segment cutoffs and associated segment number of companies; (iv) assigning companies to the size segments; and (v) applying final size-segment investability requirements. For emerging market indices, the market coverage for a standard index is 42.5%. As of April 2017, the global minimum size range for an emerging market standard index is a full market capitalization of USD 1.37 billion to USD 3.16 billion.

Index Continuity Rules for Standard Indices

In order to achieve index continuity, as well as provide some basic level of diversification within a market index, notwithstanding the effect of other index construction rules, a minimum number of five constituents will be maintained for a developed market standard index and a minimum number of three constituents will be maintained for an emerging market standard index, and involves the following steps:

•If after the application of the index construction methodology, a developed market standard index contains fewer than five securities or an emerging market standard index contains fewer than three securities, then the largest securities by free float-adjusted market capitalization are added to the MSCI Emerging Markets Index in order to reach the minimum number of required constituents.

•At subsequent MSCI Emerging Markets Index reviews, if the minimum number of securities described above is not met, then after the market investable equity universe is identified, the securities are ranked by free float-adjusted market capitalization, however, in order to increase stability the free float-adjusted market capitalization of the existing index constituents (prior to review) is multiplied by 1.50, and securities are added until the desired minimum number of securities is reached.

With respect to the MSCI Emerging Markets Index, constituent index means any of the component country indices comprising the MSCI Emerging Markets Index.

Creating Style Indices within Each Size Segment

All securities in the investable equity universe are classified into value or growth segments. The classification of a security into the value or growth segment is used by MSCI to construct additional indices.

Classifying Securities under the Global Industry Classification Standard

All securities in the global investable equity universe are assigned to the industry that best describes their business activities. The GICS classification of each security is used by MSCI to construct additional indices.

Calculation Methodology for the MSCI Emerging Markets Index

The performance of the MSCI Emerging Markets Index is a free float weighted average of the U.S. dollar values of its component securities.

Prices used to calculate the component securities are the official exchange closing prices or prices accepted as such in the relevant market. In the case of a market closure, or if a security does not trade on a specific day or during a specific period, MSCI carries forward the previous day’s price (or latest available closing price). In the event of a market outage resulting in any component security price to be unavailable, MSCI will generally use the last reported price for such component security for the purpose of performance calculation unless MSCI determines that another price is more appropriate based on the circumstances. Closing prices are converted into U.S. dollars, as applicable, using the closing spot exchange rates calculated by WM/Reuters at 4:00 P.M. London Time.

Maintenance of the MSCI Emerging Markets Index

In order to maintain the representativeness of the MSCI Emerging Markets Index, structural changes may be made by adding or deleting component securities. Currently, such changes in the MSCI Emerging Markets Index may generally only be made on four dates throughout the year: after the close of the last business day of each February, May, August and November.

Each country index is maintained with the objective of reflecting, on a timely basis, the evolution of the underlying equity markets. In maintaining each component country index, emphasis is also placed on its continuity, continuous investability of constituents and replicability of the index and on index stability and minimizing turnover.

MSCI classifies index maintenance in three broad categories. The first consists of ongoing event related changes, such as mergers and acquisitions, which are generally implemented in the country indices in which they occur. The second category consists of quarterly index reviews, aimed at promptly reflecting other significant market events. The third category consists of semi-annual index reviews that systematically re-assess the various dimensions of the equity universe.

Ongoing event-related changes to the MSCI Emerging Markets Index are the result of mergers, acquisitions, spin-offs, bankruptcies, reorganizations and other similar corporate events. They can also result from capital reorganizations in the form of rights issues, stock bonus issues, public placements and other similar corporate actions that take place on a continuing basis. MSCI will remove from the index as soon as practicable securities of companies that file for bankruptcy or other protection from their creditors, that are suspended and for which a return to normal business activity and trading is unlikely in the near future; or that fail stock exchange listing requirements with a delisting announcement. Securities may also be considered for early deletion in other significant cases, such as decreases in free float and foreign ownership limits, or when a constituent company acquires or merges with a non-constituent company or spins-off another company. In practice, when a constituent company is involved in a corporate event which results in a significant decrease in the company’s free float adjusted market capitalization or the company decreases its foreign inclusion factor to below 0.15, the securities of that constituent company are considered for early deletion from the indices simultaneously with the event unless, in either case, it is a standard index constituent with a minimum free float-adjusted market capitalization is not at least two-thirds of one-half of the standard index interim size segment cut-off. Share conversions may also give rise to an early deletion. All changes resulting from corporate events are announced prior to their implementation, provided all necessary information on the event is available.

S-62

MSCI's quarterly index review process is designed to ensure that the country indices continue to be an accurate reflection of evolving equity markets. This goal is achieved by timely reflecting significant market driven changes that were not captured in each index at the time of their actual occurrence and that should not wait until the semi-annual index review due to their importance. These quarterly index reviews may result in additions and deletions of component securities from a country index (or a security being removed from one country listing and represented by a different country listing) and changes in "foreign inclusion factors" and in number of shares. Additions and deletions to component securities may result from: the addition of large companies that did not meet the minimum size criterion for inclusion at the time of their initial public offering or secondary offering; the replacement of companies which are no longer suitable industry representatives; the deletion of securities whose overall free float has fallen to less than 15% and that do not meet specified criteria; the deletion of securities that have become very small or illiquid; and the addition or deletion of securities as a result of other market events. Significant changes in free float estimates and corresponding changes in the foreign inclusion factor for component securities may result from: block sales, block buys, secondary offerings and transactions made by way of immediate book-building that did not meet the requirements for implementation at the time of such event; corporate events that should have been implemented at the time of such event but could not be reflected immediately due to lack of publicly available details at the time of the event; exercise of IPO over-allotment options which result in an increase in free float; increases in foreign ownership limits; decreases in foreign ownership limits which did not require foreign investors to immediately sell shares in the market; re-estimates of free float figures resulting from the reclassification of shareholders from strategic to non-strategic, and vice versa, the end of lock-up periods or expiration of loyalty incentives for non-strategic shareholders; conversion of a non-index constituent share class or an unlisted line of shares which has an impact on index constituents; and acquisition by shares of non-listed companies or assets. However, no changes in foreign inclusion factors are implemented for any of the above events if the change in free float estimate is less than 1%, except in cases of correction. Small changes in the number of shares resulting from, for example, exercise of options or warrants, conversion of convertible bonds or other instruments, conversion of a non-index constituent share class or an unlisted line of shares which has an impact on index constituents, periodic conversion of a share class into another share class, exercise of over-allotment options, exercise of share buybacks, or the cancellation of shares, are generally updated at the quarterly index review rather than at the time of the event. The results of the quarterly index reviews are announced at least two weeks in advance of their effective implementation dates as of the close of the last business day of February and August. MSCI has noted that consistency is a factor in maintaining each component country index.

MSCI's semi-annual index review is designed to systematically reassess the component securities of the MSCI Emerging Markets Index. During each semi-annual index review, the universe of component securities is updated and the global minimum size range for the MSCI Emerging Markets Index is recalculated, which is based on the full market capitalization and the cumulative free float-adjusted market capitalization coverage of each security that is eligible to be included in the MSCI Emerging Markets Index. The following MSCI Emerging Markets Index maintenance activities, among others, are undertaken during each semi-annual index review: the list of countries in which securities may be represented by foreign listings is reviewed; the component securities are updated by identifying new equity securities that were not part of the MSCI Emerging Markets Index at the time of the previous quarterly index review; the minimum size requirement for the MSCI Emerging Markets Index is updated and new companies are evaluated relative to the new minimum size requirement; existing component securities that do not meet the minimum liquidity requirements of the MSCI Emerging Markets Index may be removed (or, with respect to any such security that has other listings, a determination is made as to whether any such listing can be used to represent the security in the market investable universe); and changes in "foreign inclusion factors" are implemented (provided the change in free float is greater than 1%, except in cases of correction). During a semi-annual index review, component securities may be added or deleted from a country index for a range of reasons, including the reasons discussed with respect to component securities changes during quarterly index reviews as discussed above. Foreign listings may become eligible to represent securities only from the countries that met the foreign listing materiality requirement during the previous semi-annual index review (this requirement is applied only to countries that do not yet include foreign listed securities). Once a country meets the foreign listing materiality requirement at a given semi-annual index review, foreign listings will remain eligible for such country even if the foreign listing materiality requirements are not met in the future.

The results of the semi-annual index reviews are announced at least two weeks in advance of their effective implementation date as of the close of the last business day of May and November.

MSCI Emerging Markets Index maintenance also includes monitoring and completing adjustments for share changes, stock splits, stock dividends, and stock price adjustments due to company restructurings or spin-offs.

These guidelines and the policies implementing the guidelines are the responsibility of, and, ultimately, subject to adjustment by, MSCI.

Daily closing price information for the MSCI Emerging Markets Index is available on the following website: msci.com. We are not incorporating by reference that website or any material it includes in this prospectus supplement.

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Historical Closing Levels of the Underlying Basket Indices

The closing levels of the underlying basket indices have fluctuated in the past and may, in the future, experience significant fluctuations. Any historical upward or downward trend in the closing levels of the underlying basket indices during the period shown below is not an indication that the underlying basket indices are more or less likely to increase or decrease at any time during the life of your notes.

You should not take the historical levels of the underlying basket indices as an indication of the future performance of the underlying basket indices. We cannot give you any assurance that the future performance of the underlying basket indices or the underlying index stocks will result in your receiving an amount greater than the outstanding face amount of your notes, or that you will not incur a loss on your investment, on the stated maturity date.

Neither we nor any of our affiliates make any representation to you as to the performance of the underlying basket indices. Before investing in the offered notes, you should consult publicly available information to determine the levels of the underlying basket indices between the date of this prospectus supplement and the date of your purchase of the offered notes. The actual performance of the underlying basket indices over the life of the offered notes, as well as the cash settlement amount, may bear little relation to the historical levels shown below.

The graph below shows the daily historical closing levels of the underlying index from April 3, 2009 through April 3, 2019. We obtained the closing levels in the graph below from Bloomberg Financial Services, without independent verification. Although the official closing levels of the MSCI EAFE Index and the MSCI Emerging Markets Index are published to six decimal places by its underlying basket index sponsor, Bloomberg Financial Services reports the levels of the MSCI EAFE Index and the MSCI Emerging Markets Index to fewer decimal places.

Historical Performance of the S&P 500® Index

Historical Performance of the MSCI EAFE Index

Historical Performance of the S&P MidCap 400® Index

S-67

Historical Performance of the MSCI Emerging Markets Index

S-68

Historical Underlying Basket Levels

The following graph is based on the underlying basket closing level for the period from April 3, 2009 through April 3, 2019 assuming that the underlying basket closing level was 100 on April 3, 2009. We derived the underlying basket closing levels based on the method to calculate the underlying basket closing level as described in this prospectus supplement and on actual closing levels of the relevant underlying basket indices on the relevant date. The underlying basket closing level has been normalized such that its hypothetical level on April 3, 2009 was 100. As noted in this prospectus supplement, the initial underlying basket level will be set at 100 on the trade date. The underlying basket closing level can increase or decrease due to changes in the levels of the underlying basket indices.

SUPPLEMENTAL DISCUSSION OF U.S. FEDERAL INCOME TAX CONSEQUENCES

The following section supplements the discussion of U.S. federal income taxation in the accompanying prospectus.

The following section is the opinion of Sidley Austin llp, counsel to GS Finance Corp. and The Goldman Sachs Group, Inc. In addition, it is the opinion of Sidley Austin llp that the characterization of the notes for U.S. federal income tax purposes that will be required under the terms of the notes, as discussed below, is a reasonable interpretation of current law.

This section does not apply to you if you are a member of a class of holders subject to special rules, such as:

- a dealer in securities or currencies;
- a trader in securities that elects to use a mark-to-market method of accounting for your securities holdings;
- a bank;
- a life insurance company;
- a tax exempt organization;
- a partnership;
- a regulated investment company;
- an accrual method taxpayer subject to special tax accounting rules as a result of its use of financial statements;
- a person that owns a note as a hedge or that is hedged against interest rate risks;
- a person that owns a note as part of a straddle or conversion transaction for tax purposes; or
- a United States holder (as defined below) whose functional currency for tax purposes is not the U.S. dollar.

Although this section is based on the U.S. Internal Revenue Code of 1986, as amended, its legislative history, existing and proposed regulations under the Internal Revenue Code, published rulings and court decisions, all as currently in effect, no statutory, judicial or administrative authority directly addresses how your notes should be treated for U.S. federal income tax purposes, and as a result, the U.S. federal income tax consequences of your investment in your notes are uncertain. Moreover, these laws are subject to change, possibly on a retroactive basis.

You should consult your tax advisor concerning the U.S. federal income tax and any other applicable tax consequences of your investments in the notes, including the application of state, local or other tax laws and the possible effects of changes in federal or other tax laws.

United States Holders

This section applies to you only if you are a United States holder that holds your notes as a capital asset for tax purposes. You are a United States holder if you are a beneficial owner of each of your notes and you are:

- a citizen or resident of the United States;
- a domestic corporation;
- an estate whose income is subject to U.S. federal income tax regardless of its source; or
- a trust if a United States court can exercise primary supervision over the trust's administration and one or more United States persons are authorized to control all substantial decisions of the trust.

Tax Treatment. You will be obligated pursuant to the terms of the notes — in the absence of a change in law, an administrative determination or a judicial ruling to the contrary — to characterize your notes for all tax purposes as pre-paid derivative contracts in respect of the underlying basket indices. Except as otherwise stated below, the discussion herein assumes that the notes will be so treated.

Upon the sale, exchange or maturity of your notes, you should recognize capital gain or loss equal to the difference, if any, between the amount of cash you receive at such time and your tax basis in your notes.

Your tax basis in the notes will generally be equal to the amount that you paid for the notes. If you hold your notes for more than one year, the gain or loss generally will be long-term capital gain or loss. If you hold your notes for one year or less, the gain or loss generally will be short-term capital gain or loss. Short-term capital gains are generally subject to tax at the marginal tax rates applicable to ordinary income.

No statutory, judicial or administrative authority directly discusses how your notes should be treated for U.S. federal income tax purposes. As a result, the U.S. federal income tax consequences of your investment in the notes are uncertain and alternative characterizations are possible. Accordingly, we urge you to consult your tax advisor in determining the tax consequences of an investment in your notes in your particular circumstances, including the application of state, local or other tax laws and the possible effects of changes in federal or other tax laws.

Alternative Treatments. There is no judicial or administrative authority discussing how your notes should be treated for U.S. federal income tax purposes. Therefore, the Internal Revenue Service might assert that a treatment other than that described above is more appropriate. For example, the Internal Revenue Service could treat your notes as a single debt instrument subject to special rules governing contingent payment debt instruments. Under those rules, the amount of interest you are required to take into account for each accrual period would be determined by constructing a projected payment schedule for the notes and applying rules similar to those for accruing original issue discount on a hypothetical noncontingent debt instrument with that projected payment schedule. This method is applied by first determining the comparable yield – i.e., the yield at which we would issue a noncontingent fixed rate debt instrument with terms and conditions similar to your notes – and then determining a payment schedule as of the issue date that would produce the comparable yield. These rules may have the effect of requiring you to include interest in income in respect of your notes prior to your receipt of cash attributable to that income.

If the rules governing contingent payment debt instruments apply, any gain you recognize upon the sale, exchange or maturity of your notes would be treated as ordinary interest income. Any loss you recognize at that time would be treated as ordinary loss to the extent of interest you included as income in the current or previous taxable years in respect of your notes, and, thereafter, as capital loss.

If the rules governing contingent payment debt instruments apply, special rules would apply to a person who purchases notes at a price other than the adjusted issue price as determined for tax purposes.

It is also possible that your notes could be treated in the manner described above, except that any gain or loss that you recognize at maturity would be treated as ordinary gain or loss. You should consult your tax advisor as to the tax consequences of such characterization and any possible alternative characterizations of your notes for U.S. federal income tax purposes.

It is possible that the Internal Revenue Service could seek to characterize your notes in a manner that results in tax consequences to you that are different from those described above. You should consult your tax advisor as to the tax consequences of any possible alternative characterizations of your notes for U.S. federal income tax purposes.

Possible Change in Law

On December 7, 2007, the Internal Revenue Service released a notice stating that the Internal Revenue Service and the Treasury Department are actively considering issuing guidance regarding the proper U.S. federal income tax treatment of an instrument such as the offered notes, including whether holders should be required to accrue ordinary income on a current basis and whether gain or loss should be ordinary or capital. It is not possible to determine what guidance they will ultimately issue, if any. It is possible, however, that under such guidance, holders of the notes will ultimately be required to accrue income currently and this could be applied on a retroactive basis. The Internal Revenue Service and the Treasury Department are also considering other relevant issues, including whether foreign holders of such instruments should be subject to withholding tax on any deemed income accruals, and whether the special “constructive ownership rules” of Section 1260 of the Internal Revenue Code might be applied to such instruments. Except to the extent otherwise provided by law, we intend to continue treating the notes for U.S. federal income tax purposes in accordance with the treatment described above under "Tax Treatment" unless and until such time as Congress, the Treasury Department or the Internal Revenue Service determine that some other treatment is more appropriate.

Furthermore, in 2007, legislation was introduced in Congress that, if enacted, would have required holders that acquired instruments such as your notes after the bill was enacted to accrue interest income over the term of such instruments even though there will be no interest payments over the term of such instruments. It is not possible to predict whether a similar or identical bill will be enacted in the future, or whether any such bill would affect the tax treatment of your notes.

It is impossible to predict what any such legislation or administrative or regulatory guidance might provide, and whether the effective date of any legislation or guidance will affect notes that were issued before the date that such legislation or guidance is issued. You are urged to consult your tax advisor as to the possibility that any legislative or administrative action may adversely affect the tax treatment of your notes.

Backup Withholding and Information Reporting

Please see the discussion under "United States Taxation — Taxation of Debt Securities — Backup Withholding and Information Reporting—United States Holders" in the accompanying prospectus for a description of the applicability of the backup withholding and information reporting rules to payments made on your notes.

United States Alien Holders

This section applies to you only if you are a United States alien holder. You are a United States alien holder if you are the beneficial owner of notes and are, for U.S. federal income tax purposes:

- a nonresident alien individual;
- a foreign corporation; or
- an estate or trust that in either case is not subject to U.S. federal income tax on a net income basis on income or gain from the notes.

You will be subject to generally applicable information reporting and backup withholding requirements as discussed in the accompanying prospectus under "United States Taxation — Taxation of Debt Securities — Backup Withholding and Information Reporting — United States Alien Holders" with respect to payments on your notes at maturity and, notwithstanding that we do not intend to treat the notes as debt for tax purposes, we intend to backup withhold on such payments with respect to your notes unless you comply with the requirements necessary to avoid backup withholding on debt instruments (in which case you will not be subject to such backup withholding) as set forth under "United States Taxation — Taxation of Debt Securities — United States Alien Holders" in the accompanying prospectus.

As discussed above, alternative characterizations of the notes for U.S. federal income tax purposes are possible. Should an alternative characterization of the notes, by reason of a change or clarification of the law, by regulation or otherwise, cause payments at maturity with respect to the notes to become subject to withholding tax, we will withhold tax at the applicable statutory rate and we will not make payments of any additional amounts. Prospective United States alien holders of the notes should consult their tax advisor in this regard.

Furthermore, on December 7, 2007, the Internal Revenue Service released Notice 2008-2 soliciting comments from the public on various issues, including whether instruments such as your notes should be subject to withholding. It is therefore possible that rules will be issued in the future, possibly with retroactive effect, that would cause payments on your notes at maturity to be subject to withholding, even if you comply with certification requirements as to your foreign status.

The Treasury Department has issued regulations under which amounts paid or deemed paid on certain financial instruments ("871(m) 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% (or a lower rate under an applicable treaty), which in the case of any amounts you receive upon the sale, exchange or maturity of your notes, could be collected via withholding. If these regulations were to apply to the notes, we may be required to withhold such taxes if any U.S.-source dividends are paid on any of the stocks included in the underlying basket indices during the term of the notes. We could also require you to make certifications (e.g., an applicable Internal Revenue Service Form W-8) prior to the maturity of the notes in order to avoid or minimize withholding obligations, and we could withhold accordingly (subject to your potential right to claim a refund from the Internal Revenue Service) if such certifications were not received or were not satisfactory. If withholding was required, we would not be required to pay any additional amounts with respect to amounts so withheld. These regulations generally will apply to 871(m) financial instruments (or a combination of financial instruments treated as having been entered into in connection with each other) issued (or significantly modified and treated as retired and reissued) on or after January 1, 2021, but will also apply to certain 871(m) financial instruments (or a combination of financial instruments treated as having been entered into in connection with each other) that have a delta (as defined in the applicable Treasury regulations) of one and are issued (or significantly modified and treated as retired and reissued) on or after January 1, 2017. In addition, these regulations will not apply to financial instruments that reference a "qualified index" (as defined in the regulations). We have determined that, as of the issue date of your notes, your notes will not be subject to withholding under these rules. In certain limited circumstances, however, you should be aware that 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. You should consult your tax advisor concerning these regulations, subsequent official guidance and regarding any other possible alternative characterizations of your notes for U.S. federal income tax purposes.

Foreign Account Tax Compliance Act (FATCA) Withholding

Pursuant to Treasury regulations, Foreign Account Tax Compliance Act (FATCA) withholding (as described in "United States Taxation—Taxation of Debt Securities—Foreign Account Tax Compliance Act (FATCA) Withholding" in the accompanying prospectus) will generally apply to obligations that are issued on or after July 1, 2014; therefore, the notes will generally be subject to the FATCA withholding rules. Pursuant to recently proposed regulations, the Treasury Department has indicated its intent to eliminate the requirements under FATCA of withholding on gross proceeds from the sale, exchange, maturity or other disposition of relevant financial instruments. The Treasury Department has indicated that taxpayers may rely on these proposed regulations pending their finalization.

EMPLOYEE RETIREMENT INCOME SECURITY ACT

This section is only relevant to you if you are an insurance company or the fiduciary of a pension plan or an employee benefit plan (including a governmental plan, an IRA or a Keogh Plan) proposing to invest in the notes.

The U.S. Employee Retirement Income Security Act of 1974, as amended ("ERISA"), and the U.S. Internal Revenue Code of 1986, as amended (the "Code"), prohibit certain transactions ("prohibited transactions") involving the assets of an employee benefit plan that is subject to the fiduciary responsibility provisions of ERISA or Section 4975 of the Code (including individual retirement accounts, Keogh plans and other plans described in Section 4975(e)(1) of the Code) (a "Plan") and certain persons who are "parties in interest" (within the meaning of ERISA) or "disqualified persons" (within the meaning of the Code) with respect to the Plan; governmental plans may be subject to similar prohibitions unless an exemption applies to the transaction. The assets of a Plan may include assets held in the general account of an insurance company that are deemed "plan assets" under ERISA or assets of certain investment vehicles in which the Plan invests. Each of The Goldman Sachs Group, Inc. and certain of its affiliates may be considered a "party in interest" or a "disqualified person" with respect to many Plans, and, accordingly, prohibited transactions may arise if the notes are acquired by or on behalf of a Plan unless those notes are acquired and held pursuant to an available exemption. In general, available exemptions are: transactions effected on behalf of that Plan by a "qualified professional asset manager" (prohibited transaction exemption 84-14) or an "in-house asset manager" (prohibited transaction exemption 96-23), transactions involving insurance company general accounts (prohibited transaction exemption 95-60), transactions involving insurance company pooled separate accounts (prohibited transaction exemption 90-1), transactions involving bank collective investment funds (prohibited transaction exemption 91-38) and transactions with service providers under Section 408(b)(17) of ERISA and Section 4975(d)(20) of the Code where the Plan receives no less and pays no more than "adequate consideration" (within the meaning of Section 408(b)(17) of ERISA and Section 4975(f)(10) of the Code). The person making the decision on behalf of a Plan or a governmental plan shall be deemed, on behalf of itself and the plan, by purchasing and holding the notes, or exercising any rights related thereto, to represent that (a) the plan will receive no less and pay no more than "adequate consideration" (within the meaning of Section 408(b)(17) of ERISA and Section 4975(f)(10) of the Code) in connection with the purchase and holding of the notes, (b) none of the purchase, holding or disposition of the notes or the exercise of any rights related to the notes will result in a nonexempt prohibited transaction under ERISA or the Code (or, with respect to a governmental plan, under any similar applicable law or regulation), and (c) neither The Goldman Sachs Group, Inc. nor any of its affiliates is a "fiduciary" (within the meaning of Section 3(21) of ERISA) or, with respect to a governmental plan, under any similar applicable law or regulation) with respect to the purchaser or holder in connection with such person's acquisition, disposition or holding of the notes, or as a result of any exercise by The Goldman Sachs Group, Inc. or any of its affiliates of any rights in connection with the notes, and neither The Goldman Sachs Group, Inc. nor any of its affiliates has provided investment advice in connection with such person's acquisition, disposition or holding of the notes.

If you are an insurance company or the fiduciary of a pension plan or an employee benefit plan (including a government plan, an IRA or a Keogh plan) and propose to invest in the notes, you should consult your legal counsel.

SUPPLEMENTAL PLAN OF DISTRIBUTION

GS Finance Corp. has agreed to sell to GS&Co., and GS&Co. has agreed to purchase from GS Finance Corp., the aggregate face amount of the offered notes specified on the front cover of this prospectus supplement. GS&Co. proposes initially to offer the notes to the public at the original issue price set forth on the cover page of this prospectus supplement, and to UBS Financial Services Inc. at such price less a concession not in excess of 2.5% of the face amount.

In connection with the initial offering of the notes, the minimum face amount of notes that may be purchased by any investor is $1,000.

We will deliver the notes against payment therefor in New York, New York on April 8, 2019. Under Rule 15c6-1 of the Securities Exchange Act of 1934, trades in the secondary market generally are required to settle in two business days, unless the parties to any such trade expressly agree otherwise. Accordingly, purchasers who wish to trade notes on any date prior to two business days before delivery will be required to specify alternative settlement arrangements to prevent a failed settlement.

In the future, GS&Co. or other affiliates of GS Finance Corp. may repurchase and resell the offered notes in market-making transactions, with resales being made at prices related to prevailing market prices at the time of resale or at negotiated prices. GS Finance Corp. estimates that its share of the total offering expenses, excluding underwriting discounts and commissions, will be approximately $20,000. For more information about the plan of distribution and possible market-making activities, see "Plan of Distribution" in the accompanying prospectus.

We have been advised by GS&Co. that it intends to make a market in the notes. However, neither GS&Co. nor any of our other affiliates that makes a market is obligated to do so and any of them may stop doing so at any time without notice. No assurance can be given as to the liquidity or trading market for the notes.

Any notes which are the subject of the offering contemplated by this prospectus supplement, the accompanying prospectus and the accompanying prospectus supplement may not be offered, sold or otherwise made available to any retail investor in the European Economic Area. Consequently no key information document required by Regulation (EU) No 1286/2014 (the "PRIIPs Regulation") for offering or selling the notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation. For the purposes of this provision:

(a) the expression "retail investor" means a person who is one (or more) of the following:

(i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, "MiFID II"); or
(ii) a customer within the meaning of Directive 2002/92/EC (as amended, the "Insurance Mediation Directive"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or
(iii) not a qualified investor as defined in Directive 2003/71/EC (as amended, the "Prospectus Directive"); and

(b) the expression an "offer" includes the communication in any form and by any means of sufficient information on the terms of the offer and the notes to be offered so as to enable an investor to decide to purchase or subscribe for the notes.

In relation to each Member State of the European Economic Area which has implemented the Prospectus Directive (each, a "Relevant Member State"), GS&Co. has represented and agreed that with effect from and including the date on which the Prospectus Directive is implemented in that Relevant Member State (the "Relevant Implementation Date") it has not made and will not make an offer of notes which are the subject of the offering contemplated by this prospectus supplement, the accompanying prospectus and the accompanying prospectus supplement to the public in that Relevant Member State except that, with effect from and including the Relevant Implementation Date, an offer of such notes may be made to the public in that Relevant Member State:

a) at any time to any legal entity which is a qualified investor as defined in the Prospectus Directive;
b) at any time to fewer than 150 natural or legal persons (other than qualified investors as defined in the Prospectus Directive), subject to obtaining the prior consent of the relevant dealer or dealers nominated by the issuer for any such offer; or
c) at any time in any other circumstances falling within Article 3(2) of the Prospectus Directive,

provided that no such offer of notes referred to above shall require us or any dealer to publish a prospectus pursuant to Article 3 of the Prospectus Directive.

For the purposes of this provision, the expression an "offer of notes to the public" in relation to any notes in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the notes to be offered so as to enable an investor to decide to purchase or subscribe for the notes, as the same may be varied in that Member State by any measure implementing the Prospectus Directive in that Member State and the expression "Prospectus Directive" means Directive 2003/71/EC (as amended, including by Directive 2010/73/EU), and includes any relevant implementing measure in the Relevant Member State.

Any invitation or inducement to engage in investment activity (within the meaning of Section 21 of the FSMA) in connection with the issue or sale of the notes may only be communicated or caused to be communicated in circumstances in which Section 21(1) of the FSMA does not apply to GS Finance Corp. or The Goldman Sachs Group, Inc.

All applicable provisions of the FSMA must be complied with in respect to anything done by any person in relation to the notes in, from or otherwise involving the United Kingdom.

The notes may not be offered or sold in Hong Kong by means of any document other than (i) to "professional investors" as defined in the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) and any rules made thereunder, or (ii) in other circumstances which do not result in the document being a "prospectus" as defined in the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32 of the Laws of Hong Kong) or which do not constitute an offer to the public within the meaning of that Ordinance; and no advertisement, invitation or document relating to the notes may be issued or may be in the possession of any person for the purpose of issue (in each case whether in Hong Kong or elsewhere) which is directed at, or the contents of which are likely to be accessed or read by, the public in Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to the notes which are or are intended to be disposed of only to persons outside Hong Kong or only to "professional investors" as defined in the Securities and Futures Ordinance and any rules made thereunder.

This prospectus supplement, along with the accompanying prospectus supplement and the accompanying prospectus have not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, this prospectus supplement, along with the accompanying prospectus supplement and the accompanying prospectus and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the notes may not be circulated or distributed, nor may the notes be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than (i) to an institutional investor (as defined in Section 4A of the Securities and Futures Act, Chapter 289 of Singapore (the "SFA")) under Section 274 of the SFA, (ii) to a relevant person (as defined in Section 275(2) of the SFA) pursuant to Section 275(1) of the SFA, or any person pursuant to Section 275(1A) of the SFA, and in accordance with the conditions specified in Section 275 of the SFA or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA, in each case subject to conditions set forth in the SFA.

Where the notes are subscribed or purchased under Section 275 of the SFA by a relevant person which is a corporation (which is not an accredited investor (as defined in Section 4A of the SFA)) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor, the securities (as defined in Section 239(1) of the SFA) of that corporation shall not be transferable for six months after that corporation has acquired the notes under Section 275 of the SFA except: (1) to an institutional investor under Section 274 of the SFA or to a relevant person (as defined in Section 275(2) of the SFA), (2) where such transfer arises from an offer in that corporation's securities pursuant to Section 275(1A) of the SFA, (3) where no consideration is or will be given for the transfer, (4) where the transfer is by operation of law, (5) as specified in Section 276(7) of the SFA, or (6) as specified in Regulation 32 of the Securities and Futures (Offers of Investments) (Shares and Debentures) Regulations 2005 of Singapore ("Regulation 32").

Where the notes are subscribed or purchased under Section 275 of the SFA by a relevant person which is a trust (where the trustee is not an accredited investor (as defined in Section 4A of the SFA)) whose sole purpose is to hold investments and each beneficiary of the trust is an accredited investor, the beneficiaries' rights and interest (howsoever described) in that trust shall not be transferable for six months after that trust has acquired the notes under Section 275 of the SFA except: (1) to an institutional investor under Section 274 of the SFA or to a relevant person (as defined in Section 275(2) of the SFA), (2) where such transfer arises from an offer that is made on terms that such rights or interest are acquired at a consideration of not less than S$200,000 (or its equivalent in a foreign currency) for each transaction (whether such amount is to be paid for in cash or by exchange of securities or other assets), (3) where no consideration is or will be given for the transfer, (4) where the transfer is by operation of law, (5) as specified in Section 276(7) of the SFA, or (6) as specified in Regulation 32.

The notes have not been and will not be registered under the Financial Instruments and Exchange Act of Japan (Act No. 25 of 1948, as amended), or the FIEA. The notes may not be offered or sold, directly or indirectly, in Japan or to or for the benefit of any resident of Japan (including any person resident in Japan or any corporation or other entity organized under the laws of Japan) or to others for reoffering or resale, directly or indirectly, in Japan or to or for the benefit of any resident of Japan, except pursuant to an exemption from the registration requirements of the FIEA and otherwise in compliance with any relevant laws and regulations of Japan.

The notes are not offered, sold or advertised, directly or indirectly, in, into or from Switzerland on the basis of a public offering and will not be listed on the SIX Swiss Exchange or any other offering or regulated trading facility in Switzerland. Accordingly, neither this prospectus supplement nor any accompanying prospectus supplement, prospectus or other marketing material constitute a prospectus as defined in article 652a or article 1156 of the Swiss Code of Obligations or a listing prospectus as defined in article 32 of the Listing Rules of the SIX Swiss Exchange or any other regulated trading facility in Switzerland. Any resales of the notes by the underwriters thereof may only be undertaken on a private basis to selected individual investors in compliance with Swiss law. This prospectus supplement and accompanying prospectus and prospectus supplement may not be copied, reproduced, distributed or passed on to others or otherwise made available in Switzerland without our prior written consent. By accepting this prospectus supplement and accompanying prospectus and prospectus supplement or by subscribing to the notes, investors are deemed to have acknowledged and agreed to abide by these restrictions. Investors are advised to consult with their financial, legal or tax advisers before investing in the notes.

Conflicts of Interest

GS&Co. is an affiliate of GS Finance Corp and The Goldman Sachs Group, Inc. and, as such, will have a "conflict of interest" in this offering of notes within the meaning of Financial Industry Regulatory Authority, Inc. (FINRA) Rule 5121. Consequently, this offering of notes will be conducted in compliance with the provisions of FINRA Rule 5121. GS&Co. will not be permitted to sell notes in this offering to an account over which it exercises discretionary authority without the prior specific written approval of the account holder.

VALIDITY OF THE NOTES AND GUARANTEE

In the opinion of Sidley Austin llp, as counsel to GS Finance Corp. and The Goldman Sachs Group, Inc., when the notes offered by this prospectus supplement have been executed and issued by GS Finance Corp., the related guarantee offered by this prospectus supplement has been executed and issued by The Goldman Sachs Group, Inc., and such notes have been authenticated by the trustee pursuant to the indenture, and such notes and the guarantee have been delivered against payment as contemplated herein, (a) such notes will be valid and binding obligations of GS Finance Corp., enforceable in accordance with their terms, subject to applicable bankruptcy, insolvency and similar laws affecting creditors' rights generally, concepts of reasonableness and equitable principles of general applicability (including, without limitation, concepts of good faith, fair dealing and the lack of bad faith), provided that such counsel expresses no opinion as to the effect of fraudulent conveyance, fraudulent transfer or similar provision of applicable law on the conclusions expressed above and (b) such related guarantee will be a valid and binding obligation of The Goldman Sachs Group, Inc., enforceable in accordance with its terms, subject to applicable bankruptcy, insolvency and similar laws affecting creditors' rights generally, concepts of reasonableness and equitable principles of general applicability (including, without limitation, concepts of good faith, fair dealing and the lack of bad faith), provided that such counsel expresses no opinion as to the effect of fraudulent conveyance, fraudulent transfer or similar provision of applicable law on the conclusions expressed above. This opinion is given as of the date hereof and is limited to the laws of the State of New York and the General Corporation Law of the State of Delaware as in effect on the date hereof. In addition, this opinion is subject to customary assumptions about the trustee’s authorization, execution and delivery of the indenture and the genuineness of signatures and certain factual matters, all as stated in the letter of such counsel dated July 10, 2017, which has been filed as Exhibit 5.6 to the registration statement on Form S-3 filed with the Securities and Exchange Commission by GS Finance Corp. and The Goldman Sachs Group, Inc. on July 10, 2017.

We have not authorized anyone to provide any information or to make any representations other than those contained or incorporated by reference in this prospectus supplement, the accompanying prospectus supplement and the accompanying prospectus. We take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. This prospectus supplement, the accompanying prospectus supplement and the accompanying prospectus is an offer to sell only the notes offered hereby, but only under the circumstances and in jurisdictions where it is lawful to do so. The information contained in this prospectus supplement, the accompanying prospectus supplement and the accompanying prospectus is current only as of the respective dates of such documents.

TABLE OF CONTENTS

Prospectus Supplement

Prospectus Supplement dated July 10, 2017

Prospectus dated July 10, 2017

Other operational costs

(94,368

)

(108,589

)

(14,658

)

(2,573

)

GROSS VALUE ADDED

3,351,859

2,980,589

(15,570

)

(3,855

)

RETENTIONS

Depreciation and amortization

(232,797

)

(213,904

)

(89

)

(45

)

NET ADDED VALUE PRODUCED BY THE COMPANY

3,119,062

2,766,685

(15,659

)

(3,900

)

ADDED VALUE RECEIVED BY TRANSFER

Equity gain (loss) on subsidiaries

556,552

519,319

Financial revenues

203,788

235,642

24,163

35,294

ADDED VALUE TO BE DISTRIBUTED	
	3,322,850
	3,002,327
	565,056

550,713

DISTRIBUTION OF ADDED VALUE

%

%

%

%

Employees

	295,644
	8.90
	291,696
	10.63
	10,953
	1.95
	11,526
	1.96
Direct remuneration	
	192,863
	5.80
	214,219
	7.45
	3,657
	0.65

4,368

0.79

Benefits

80,527

2.42

51,047

2.26

3,993

0.71

5,968

1.08

FGTS

15,308

0.46

15,297

	0.53
	803
	0.14
	819
	0.15
Other	
	6,946
	0.22
	11,133
	0.39
	2,500
	0.45
	371
	0.07

Taxes, charges and contributions	**1,994,407**
	60.02
	1,814,987
	62.11
	(375
)	
	(0.07
)	

6,073

1.91

Federal

1,138,187

34.25

1,090,184

36.89

(433

)

(0.08

)

6,018

1.09

State

853,203

25.68

721,504

25.11

5

5

Municipal

3,016

0.09

3,299

0.11

52

0.01

50

0.01

Remuneration of third party capital	
	506,648
	15.25
	375,578
	12.67
	28,327
	5.01

13,048

2.37

Interest

486,596

14.65

365,088

12.30

28,130

4.98

12,876

2.34

Rentals

20,052

0.60

10,490

0.37

197

0.03

172

0.03

Remuneration of own capital

	526,151
	15.83
	520,066
	14.59
	526,151
	93.11
	520,066
	94.44
Retained earnings	
	526,151
	15.83
	520,066
	14.59
	526,151
	93.11

520,066
94,44
3,322,850
100
3,002,327
100
565,056
100
550,713
100

See Explanatory Note 28 for more information on the Statement of Added Value.

Table of Contents

EXPLANATORY NOTES TO THE QUARTERLY INFORMATION (ITR)

AT MARCH 31, 2011

(Figures in R$ 000, except where otherwise indicated)

1. OPERATIONAL CONTEXT

Companhia Energetica de Minas Gerais (Cemig or the Company) is a listed corporation registered in the Brazilian Registry of Corporate Taxpayers (CNPJ) under number 17.155.730/0001 -64, with shares traded on the BM&F Bovespa (Bovespa) at Corporate Governance Level 1, ADRs traded on the New York Stock Exchange (NYSE), and shares traded on the Latibex System of the Madrid Stock exchange. It operates exclusively as a holding company, with stockholdings in companies controlled individually or jointly, the principal objectives of which are the construction and operation of systems for generation, transformation, transmission, distribution and sale of electricity, and also activities in the various fields of energy, for the purpose of commercial operation.

It is an entity domiciled in Brazil, with head office at Avenida Barbacena 1200, Belo Horizonte, in the Brazilian State of Minas Gerais.

CEMIG has stockholdings in the following companies that were operational on March 31, 2011.

- CEMIG GERAÇÃO E TRANSMISSÃO S.A. (Cemig GT) (subsidiary, 100.00% stake): registered for listing with the CVM (Securities Commission): Generation and transmission of electricity, through 48 power plants, 43 being hydroelectric, 4 wind power plants and one thermal plant, and their transmission lines, most of them belonging to the Brazilian national generation and transmission grid system. Cemig GT has stockholdings in the following subsidiaries and jointly-controlled subsidiaries:

- Hidreletrica Cachoeirao S.A. (Cachoeirao) (jointly controlled): Production and sale of electricity as an independent power producer, through the *Cachoeirão* hydroelectric power plant located at Pocrane, in the State of Minas Gerais. The plant began operating in 2009.

- Central Eólica Praias de Parajuru S.A. (Parajuru) (jointly controlled) Production and sale of electricity through the *Parajuru* wind farm in the county of Beberibe, in the State of Ceará. The plant began operating in August 2009.

Table of Contents

• Baguari Energia S.A. (Baguari Energia) (jointly controlled): Construction, operation, maintenance and commercial operation of the *Baguari* Hydroelectric Plant, through participation in the *UHE Baguari* Consortium (*Baguari Energia* 49.00%, *Neoenergia* 51.00%), located on the Doce River in Governador Valadares, Minas Gerais State. The plant began operation of its units from September 2009 to May 2010.

• Transmissora Alianca de Energia Elétrica S.A. (*Taesa*), previously named Terna Participações S. A., (jointly controlled): Construction, operation and maintenance of the transmission facilities in 11 States of Brazil. *Taesa* has the following subsidiaries: *ETAU* (Empresa de Transmissão do Alto Uruguai S.A.) and *Brasnorte* (Brasnorte Transmissora de Energia S.A.).

• Central Eólica Praia do Morgado S.A. (Morgado) (jointly controlled): Production and sale of electricity by the *Morgado* Wind Farm in the county of Aracaju in the State of Ceará, Northern Brazil. The plant began operating in April 2010.

• Central Eolica Volta do Rio S.A. (Volta do Rio) (jointly controlled): Production and sale of electricity by the *Volta do Rio* Wind Farm in the County of Aracaju in the State of Ceará, Northern Brazil. The plant began operating in September 2010.

• Hidrelétrica Pipoca S.A. (Pipoca) (jointly controlled): Independent production of electricity, through construction and commercial operation of the *Pipoca* Small Hydro Plant, located on the Manhuaçu River, in the Municipalities of Caratinga and Ipanema, in the State of Minas Gerais. The plant began commercial operation in October 2010.

Subsidiaries and jointly-controlled subsidiaries of Cemig GT at pre-operational stage:

• Guanhães Energia S.A. (Guãnhaes Energia) (jointly controlled): Production and sale of electricity through building and commercial operation of the following Small Hydro Plants in Minas Gerais state: Dores de Guanhães, Senhora do Porto and Jacaré, in the municipality of Dores de Guanhães; and Fortuna II, in the municipality of Virginópolis. These plants are scheduled to start operation in August 2011.

• Cemig Baguari Energia S.A. (Cemig Baguari) (subsidiary): Production and sale of electricity as an independent power producer, in future projects.

Table of Contents

• Madeira Energia S.A. (Madeira) (jointly controlled): Implementation, construction, operation and commercial operation, through the subsidiary Santo Antônio Energia S.A., of the *Santo Antônio* hydroelectric power plant located in the basin of the *Madeira* River, in the State of Rondônia, with commercial startup scheduled for December 2011.

• EBTE (Empresa Brasileira de Transmissão de Energia) (jointly-controlled subsidiary): Holder of a public electricity transmission concession, operating transmission lines in the state of Mato Grosso. Operational startup is scheduled for May 2011.

Lightger S.A. (Lightger) (jointly controlled): Independent power production through building and commercial operation of the hydroelectric potential referred to as the *Paracambi* Small Hydro Plant, on the *Ribeirão das Lages* river in the county of Paracambi, in the State of Rio de Janeiro. The first rotor is scheduled to start operation in October 2011.

• CEMIG DISTRIBUIÇÃO S.A. (Cemig D) (subsidiary) registered for listing with the CVM (Brazilian Securities Commission): Distribution of electricity through distribution networks and lines in approximately all of the Brazilian state of Minas Gerais.

• LIGHT S.A. (Light) (jointly-controlled): Its objects are to hold stock or unit shares in other companies, and direct or indirect operation of electricity generation, transmission, sales, distribution and related services. Light has the following subsidiaries and jointly-controlled subsidiaries:

• Light Servicos de Eletricidade S.A. (Light SESA) (subsidiary): The principal activity of this listed company is distribution of electricity, operating in various municipalities of the State of Rio de Janeiro.

• Light Energia S.A. (Light Energia) (subsidiary): Principal activities of this unlisted company are to study, plan, build, and commercially operate systems of generation, transmission and sale of electricity and related services. Light Energia holds interests in Central Eólica São Judas Tadeu Ltda and Central Eólica Fontainha Ltda;

• Light Esco Prestação de Serviços Ltda. (Light Esco) (subsidiary): Principal activity is purchase, sale, importation, exportation, and provision of consultancy services in the energy sector.

• Itaocara Energia Ltda. (Itaocara Energia) (subsidiary): At pre-operational phase; principal activity is to plan, build, install and commercially operate electricity generation plants.

Table of Contents

• Lightger S.A. (Lightger): At pre-operational stage, formed to participate in auctions of concessions, authorizations and permissions in new plants. On December 24, 2008, Lightger obtained the installation license authorizing the start of works on the *Paracambi* Small Hydro Plant. Jointly controlled by Light S.A (51%) and Cemig GT (49%).

• Light Soluções em Eletricidade Ltda.: Formerly named *Light Hidro* Ltda. (Light Hidro), and renamed by new articles of association dated January 27, 2011, this company s main activity is provision of services to low-voltage clients including assembly, refurbishment and maintenance of facilities.

• Instituto Light para o Desenvolvimento Urbano e Social (the Light Institute) (subsidiary): Participation in social and cultural projects, and interest in economic and social development of cities.

• Lightcom Comercializadora de Energia S.A. (Lightcom) (subsidiary): Purchase, sale, importation and exportation of electricity and general consultancy in the Free and Regulated Markets for electricity.

• Axxiom Soluções Tecnológicas S.A. (Axxiom) (jointly-controlled subsidiary): Unlisted company providing technological solutions and systems for operational management of public service concessions, including electricity, gas, water and sewerage companies and other utilities. Jointly controlled by Light S.A (51%) and Cemig (49%).

• Sá Carvalho S.A. (Sá Carvalho) (subsidiary): Production and sale of electricity, as a public electricity service concession holder, through the *Sá Carvalho* hydroelectric power plant.

• Usina Térmica Ipatinga S.A. (Ipatinga) (subsidiary): Production and sale, as an Independent Power Producer, of thermally generated electricity, through the *Ipatinga* thermal plant, located on the premises of *Usiminas* (Usinas Siderúrgicas de Minas Gerais S.A.).

• Companhia de Gás de Minas Gerais Gasmig (Gasmig) (jointly controlled): Acquisition, transport and distribution of combustible gas or sub-products and derivatives, through a concession for distribution of gas in the State of Minas Gerais.

Table of Contents

• Cemig Telecomunicações S.A. Cemig Telecom (Cemig Telecom), previously named Empresa de Infovias S.A. (subsidiary): Provision and commercial operation of specialized telecommunications services, through an integrated system consisting of fiber optic cables, coaxial cables, and electronic and associated equipment (multi-service network); holds 49% of Ativas Data Center (*Ativas*) (jointly-controlled subsidiary), the principal activity of which is provision of services to supply IT and communications infrastructure, comprising hosting and related services for medium-sized and large corporations.

• Efficientia S.A. (Efficientia) (subsidiary): Provides electricity efficiency and optimization services and energy solutions through studies and execution of projects, as well as providing services of operation and maintenance in energy supply facilities.

• Horizontes Energia S.A. (Horizontes) (subsidiary): Production and sale of electricity, as an Independent Power Producer, through the *Machado Mineiro* and *Salto do Paraopeba* hydroelectric power plants, in the State of Minas Gerais, and the *Salto do Voltão* and *Salto do Passo Velho* power plants in the State of Santa Catarina.

• Central Termelétrica de Cogeração S.A. (Cogeração) (subsidiary): Production and sale of electricity produced by thermal generation as an independent producer, in future projects.

• Rosal Energia S.A. (Rosal) (subsidiary): Production and sale of electricity, as a public electricity service concession holder, through the *Rosal* hydroelectric power plant located on the border between the States of Rio de Janeiro and Espírito Santo, Brazil.

• Central Hidrelétrica Pai Joaquim S.A. (Pai Joaquim) (subsidiary): Production and sale of electricity as an independent producer, in future projects.

• Cemig PCH S.A. (Cemig PCH) (subsidiary): Production and sale of electricity as an Independent Power Producer, through the Pai Joaquim hydroelectric power plant.

• Cemig Capim Branco Energia S.A. (Capim Branco) (subsidiary): Production and sale of electricity as an independent power producer, through the *Amador Aguiar I* and *Amador Aguiar II* hydroelectric power plants, built through a consortium with private-sector partners.

Table of Contents

- UTE Barreiro S.A. (Barreiro) (subsidiary): Production and sale of thermally generated electricity, as an Independent Power Producer, through the construction and operation of the *UTE Barreiro* thermal generation plant, located on the premises of *Vallourec & Mannesmann Tubes*, in the State of Minas Gerais.

- Cemig Trading S.A. (Cemig Trading) (subsidiary): Sale and intermediation of business transactions related to energy.

- Companhia Transleste de Transmissão (Transleste) (jointly controlled): Operation of a transmission line connecting the substation located in *Montes Claros* to the substation of the *Irapé* hydroelectric power plant.

- Companhia Transudeste de Transmissão (Transudeste) (jointly controlled): Construction, operation and maintenance of the *Itutinga Juiz de Fora* transmission line, and its facilities, part of the Brazilian national grid.

- Companhia Transirapé de Transmissão (Transirapé) (jointly controlled): Construction, operation and maintenance of the *Irapé Araçuaí* transmission line also part of the national grid.

- EPTE (Empresa Paraense de Transmissão de Energia S.A.) (jointly controlled): Holder of a public service electricity transmission concession for a transmission line in the State of Pará. ETEP has formed the subsidiary ESDE (Empresa Santos Dumont de Energia S.A.), of which it owns 100%.

- ENTE (Empresa Norte de Transmissão de Energia S.A.) (jointly controlled): Holder of a public service electricity transmission concession, for two transmission lines in the States of Pará and Maranhão.

- ERTE (Empresa Regional de Transmissão de Energia S.A.) (jointly controlled 35.78% stake): Holder of a public service electricity transmission concession, for a 230kV transmission line in the State of Pará.

- Empresa Amazonense de Transmissão de Energia S.A. (EATE) (jointly controlled): holder of the public service electricity transmission concession, for the transmission lines between the sectionalizing Substations of *Tucuruí, Marabá, Imperatriz, Presidente Dutra* and *Açailândia*. EATE has holdings in the following transmission companies: Empresa Brasileira de Transmissão de Energia S.A.- (EBTE) (jointly controlled); Sistema de Transmissão Catarinense S.A. (STC) (subsidiary) and Lumitrans Companhia Transmissora de Energia Elétrica S.A. (Lumitrans) (subsidiary).

Table of Contents

- ECTE (Empresa Catarinense de Transmissão de Energia S.A.) (jointly controlled): Holder of a public electricity transmission service concession for transmission lines in the State of Santa Catarina.

- Axxiom Soluções Tecnológicas S.A. (Axxiom) (jointly-controlled subsidiary): Unlisted company providing technological solutions and systems for operational management of public service concessions, including electricity, gas, water and sewerage companies and other utilities. Jointly controlled by Light S.A (51%) and Cemig (49%).

- Transchile Charrúa Transmisión S.A. (Transchile) (jointly controlled): Implementation, operation and maintenance of the Charrúa Nueva Temuco transmission line and two sections of transmission line at the *Charrúa* and *Nueva Temuco* substations, in the central region of Chile. The head office of Transchile is in Santiago, Chile. The transmission line began operating in January 2010.

- Companhia de Transmissão Centroeste de Minas (Centroeste) (jointly controlled): Construction, operation and maintenance of the *Furnas Pimenta* transmission line, part of the national grid. The transmission line began operating in April 2010.

Cemig also has stockholdings in the companies listed below, which on March 31, 2011 were at pre-operational stage:

- Cemig Serviços S.A. (Cemig Serviços) (subsidiary): Provision of services related to planning, construction, operation and maintenance of electricity generation, transmission and distribution systems, and provision of administrative, commercial and engineering services in the various fields of energy, from any source.

- Parati S.A Participações em Ativos de Energia Elétrica (Parati) (jointly controlled, 49% stake): holdings of stock or unit shares in other Brazilian or non-Brazilian companies, operating in any activity.

Where Cemig exercises joint control it does so through stockholders agreements with the other stockholders of the investee company.

Table of Contents

2. BASIS OF PREPARATION

2.1) Presentation of the Quarterly Information

The individual interim accounting information has been prepared in compliance with Technical Pronouncement CPC 21 *Interim Statements*, and with International Standard IAS 34 *Interim Financial Reporting*, issued by the International Accounting Standards Board IASB, and also in accordance with the requirement to present this information in a manner compliant with the rules issued by the Brazilian Securities Commission (CVM *Comissão de Valores Mobiliários*) applicable to Quarterly Information (ITR).

This Quarterly Information (ITR) has been prepared according to principles, practices and criteria consistent with those adopted in the preparation of the annual accounting statements at December 31, 2010. Hence this Quarterly Information should be read in conjunction with those annual accounting statements, which were approved by the Executive Board on March 16, 2011 and filed with the CVM on March 29, 2011.

2.2 Re-presentation of the Quarterly Information

As a function of the adoption of the new accounting rules issued by the CPC, and the international accounting rules (IFRS), in the financial statements of December 31, 2010, the Company has re-stated the quarterly information for the first quarter of 2010.

The effects on the Income statement for the first quarter of 2010 arising from the adoption of the new accounting rules are as shown below. The effects of the adjustments, in each quarter of the business year 2010, can be seen in the Financial Statements at December 31, 2010.

	1st quarter 2010
Profit previously presented for the quarter	**419,223**
Stockholders Equity valuation adjustment (Attributed cost) ICPC 10 and 27	(33,478)
Assets of Gas concessions ICPC 01 and ICPC 05	3,299
Assets of Wind Generation concessions ICPC 01 and OCPC 05	(394)
Assets of new Transmission concessions ICPC 01 and OCPC 05	101,823
Reversal of Administration Cost allocation CPC 27 and ICPC 01	(122)
Concession contracts Granted for payment OCPC 05	(2,096)
Charges capitalized CPC 20	2,122
Post-employment obligations	(10,860)
Reversal of Regulatory Assets and Liabilities Conceptual Framework	40,549
Effect of adoption of the new accounting practices	**100,843**
Adjusted profit for the quarter (as re-presented)	**520,066**

3. PRINCIPLES OF CONSOLIDATION

The financial statements of the subsidiaries and jointly-controlled subsidiaries mentioned in Explanatory Note 1 have been consolidated.

Table of Contents

The Company uses the full and proportional consolidation criteria, as shown in the following table. The proportion of holding indicated is of the subsidiary s total capital:

Subsidiaries and jointly-controlled subsidiaries	Form of consolidation	3/31/2011 Direct stake (%)	3/31/2011 Indirect stake (%)	12/31/2010 Direct stake (%)	12/31/2010 Indirect stake (%)
Subsidiaries and jointly-controlled companies					
Cemig GT	Full	100		100	
Cemig Baguari Energia	Full		100		100
Hidrelétrica Cachoeirão	Proportional		49		49
Guanhães Energia S.A.	Proportional		49		49
Madeira Energia	Proportional		10		10
Hidrelétrica Pipoca	Proportional		49		49
Baguari Energia	Proportional		69.39		69.39
Empresa Brasileira de Transmissão de Energia S.A EBTE	Proportional		49		49
Central Eólica Praias de Parajuru	Proportional		49		49
Central Eólica Volta do Rio	Proportional		49		49
Central Eólica Praias de Morgado	Proportional		49		49
TAESA	Proportional		56.69		56.69
Transmissora Alterosa de Energia	Proportional				
Lightger	Proportional		49		49
Cemig Distribuição	Full	100		100	
Cemig Telecom	Full	100		100	
Ativas Data Center	Proportional		49		49
Rosal Energia	Full	100		100	
Sá Carvalho	Full	100		100	
Horizontes Energia	Full	100		100	
Usina Térmica Ipatinga	Full	100		100	
Cemig PCH	Full	100		100	
Cemig Capim Branco Energia	Full	100		100	
Cemig Trading	Full	100		100	
Efficientia	Full	100		100	
Central Termelétrica de Cogeração	Full	100		100	
UTE Barreiro	Full	100		100	
Central Hidrelétrica Pai Joaquim	Full	100		100	
Cemig Serviços	Full	100		100	
Gasmig	Proportional	55.19		55.19	
Companhia Transleste de Transmissão	Proportional	25		25	
Companhia Transleste de Transmissão	Proportional	24		24	
Companhia Transleste de Transmissão	Proportional	24.5		24.5	
Light S.A.	Proportional	26.06		26.06	
Light Sesa	Full		26.06		26.06
Light Energia	Full		26.06		26.06
Light Esco	Full		26.06		26.06
Light Ger	Full		13.29		13.29
Light Soluções em Eletricidade	Full		26.06		26.06
Light Institute	Full		26.06		26.06
Itacoara Energia	Full		26.06		26.06
Lightcom	Full		26.06		26.06
Axxiom	Proportional		13.29		13.29
Transchile	Proportional	49		49	
Companhia de Transmissão Centroeste de Minas	Proportional	51		51	
EATE (Empresa Amazonense de Transmissão de Energia S.A.)	Proportional	38.53		38.53	
Sistema de Transmissão Catarinense STC	Full		30.82		30.82

Lumitrans Cia. Transmissora de Energia Elétrica	Full		30.82		30.82
Empresa Brasileira de Transmissão de Energia S.A EBTE	Proportional		19.65		19.65
Empresa Paraense de Transmissão de Energia EPTE	Proportional	41.96		41.96	
Empresa Santos Dumont Energia ESDE	Full		41.96		41.96
Empresa Norte de Transmissão de Energia ENTE	Proportional	49.99		49.99	
Empresa Regional de Transmissão de Energia ERTE	Proportional	49.99		49.99	
Empresa Catarinense de Transmissão de Energia ECTE	Proportional	19.09		19.09	
Axxiom	Proportional	49		49	

Table of Contents

4. CASH AND CASH EQUIVALENTS

	Consolidated IFRS		Holding company BRGAAP	
	3/31/2011	12/31/2010	31/3/2011	12/31/2010
Bank accounts	95,889	94,605	4,027	10,164
Cash investments				
Bank deposit certificates (CDBs)	2,127,385	2,516,342	283,243	289,642
Treasury Financial Notes (LFTs)	166,854	121,586	518	566
National Treasury Notes (LTNs)	114,230			
Other	228,884	247,160	1,316	2,369
	2,637,353	2,885,088	285,077	292,577
	2,733,242	2,979,693	289,104	302,741

Cash investments are transactions contracted with Brazilian institutions, and international financial institutions with branch offices in Brazil, at normal market prices and on normal market conditions. All the transactions are highly liquid; they are promptly convertible into a known amount of cash; and they are subject to insignificant risk of change in value. Bank Certificates of Deposit (CBDs), with fixed or floating rates, and Time Deposits with Special Guarantee (DPGEs) are remunerated at a percentage (which varies from 100% to 110%) of the CDI rate, which is published by Cetip (the Custody and Settlement Chamber).

The Company s exposure to interest rate risk and an analysis of sensitivity of financial assets and liabilities are given in Explanatory Note no26.

5. SECURITIES

Securities refers to transactions contracted with Brazilian institutions, and international financial institutions with branch offices in Brazil, at normal market prices and on normal market conditions, with redemption periods of more than 90 days.

	Consolidated IFRS		Holding company BRGAAP	
	3/31/2011	12/31/2010	3/31/2011	12/31/2010
Cash investments				
Bank deposit certificates (CDBs)	849,931	321,858	1,055	55
	849,931	321,858	1,055	55

Table of Contents

6. CONSUMERS AND TRADERS

	Consolidated		Holding company	
	3/31/2011	**12/31/2010**	**3/31/2011**	**12/31/2010**
Retail supply invoiced	2,115,052	1,996,853	26,091	26,173
Retail supply not invoiced	879,030	856,222		
Wholesale supply to other concession holders	83,131	66,134		
(-) Provision for doubtful receivables	(577,214)	(560,917)	(26,091)	(26,173)
	2,499,499	**2,358,292**		
CURRENT ASSETS	**2,405,981**	**2,262,585**		
NON-CURRENT ASSETS	**94,018**	**95,707**		

The Company makes provisions for doubtful receivables through individual analysis of clients outstanding balances, taking into account the default history, negotiations in progress and the existence of any real guarantees.

The Company s exposure to credit risk related to Consumers and Traders is given in Note 26.

7. TAXES OFFSETABLE AND INCOME TAX AND SOCIAL CONTRIBUTION TAX RECOVERABLE

	Consolidated IFRS		Holding company BRGAAP	
a) TAXES OFFSETABLE	**3/31/2011**	**12/31/2010**	**3/31/2011**	**12/31/2010**
Current				
ICMS tax recoverable	236,782	223,395	3,843	3,843
PIS and Pasep taxes	19,163	26,730	2	
Cofins tax	95,133	116,723	8	
Other	10,513	7,582	1,384	1,390
	361,591	374,430	5,237	5,233
Non-current				
ICMS tax recoverable	87,314	84,746	426	426
PIS, Pasep and Cofins taxes	55,948	55,137		
	143,262	139,883	426	426
	504,853	**514,313**	**5,663**	**5,659**

The credits for Pasep and Cofins taxes arise from payments made in excess by the Company as a result of adoption of the non-cumulative regime for revenues of the transmission companies whose electricity supply contracts were prior to October 31, 2003, and for which subsequent regulation by the Brazilian tax authority allowed review and inclusion in the cumulative regime. As a consequence of this review, restitution of excess tax paid in prior periods was allowed.

The balances of income tax and Social Contribution tax refer to tax credits in corporate income tax returns of previous years, and advance payments made in 2011, which will be offset against federal taxes payable, calculated during the business year, posted in Taxes and contributions.

Table of Contents

The credits of ICMS tax recoverable, posted in Non-current assets, arise from acquisitions of fixed assets, and can be offset in 48 months. The transfer to Current assets was made in accordance with Management s estimates of the amounts likely to be realized up to the end of March 2012.

	Consolidated IFRS		Holding company BRGAAP	
b) INCOME TAX AND SOCIAL CONTRIBUTION TAX RECOVERABLE	**3/31/2011**	**12/31/2010**	**3/31/2011**	**12/31/2010**
Current				
Income tax	420,770	353,196		
Social Contribution tax	165,905	136,617		
	586,675	489,813		
Non-current				
Income tax	52,373	66,439	49,564	63,120
Social Contribution tax	20,429	16,999	19,417	16,997
	72,802	83,438	68,981	80,117
	659,477	**573,251**	**68,981**	**80,117**

8. INCOME TAX AND SOCIAL CONTRIBUTION TAX

a) Deferred income tax and Social Contribution tax:

Cemig, its subsidiaries and jointly-controlled subsidiaries have income tax credits, constituted at the rate of 25.00%, and Social Contribution tax credits, at the rate of 9.00%, as follows:

	Consolidated IFRS		Holding company BRGAAP	
	3/31/2011	**12/31/2010**	**3/31/2011**	**12/31/2010**
Tax credits:				
Tax loss carryforwards / Negative taxable balances	556,334	570,611	262,434	260,966
Provisions	131,241	125,412	58,205	56,354
Post-employment obligations	355,173	349,989	18,526	18,105
Provision for doubtful receivables	197,710	191,866	8,871	8,899
Goodwill on absorption of subsidiary	81,350	84,166		
Financial Instruments	33,043	33,043		
FX variation	125,224	124,957		
Taxes with demandability suspended	158,194	143,109		
Other	166,655	177,414	299	1,148
	1,804,924	**1,800,567**	**348,335**	**345,472**

At its meeting on March 28, 2011, the Board of Directors approved the technical study prepared by Cemig s Chief Finance and Investor Relations Officers Department on the forecasts for future profitability adjusted to present value, which show capacity for realization of the deferred tax asset in a maximum period of 10 years, as defined in CVM Instruction 371.

Table of Contents

In accordance with the individual estimates of Cemig, its subsidiaries, and its jointly-controlled subsidiaries, future taxable profits enable the deferred tax asset existing on March 31, 2011 to be realized according to the following estimate:

	Consolidated IFRS	Holding company BRGAAP
2011	472,113	60,027
2012	296,239	49,220
2013	276,518	34,079
2014	277,996	35,557
2015 up to 2016	301,045	58,605
2017 up to 2018	85,029	49,946
2019 and 2020	95,984	60,901
	1,804,924	**348,335**

On March 31, 2011 the Holding Company has tax credits not recognized in its financial statements in the amount of R$100,839 (R$100,839 on December 31, 2010), which relate, basically, to the effective loss, due to the assignment of the credits in Accounts Receivable from the Government of the State to the Credit Rights Fund, in the first quarter of 2006, as per Explanatory Note 10. As a result of this assignment the provision for losses on recovery of the amounts constituted in previous years became deductible for the purposes of income tax and Social Contribution.

Deductible temporary differences and accumulated tax losses do not expire, under the tax legislation currently in force. Deferred tax assets have not been recognized in relation to these items, because it is not probable that future taxable profits will be available for the Company to be able to use the benefits of these.

b) Reconciliation of the expense on income tax and the Social Contribution tax:

This table shows the reconciliation of the nominal expense on income tax (rate 25%) and Social Contribution tax (rate 9%) with the actual expense, shown in the Income statement:

	Consolidated IFRS		Holding company BRGAAP	
	3/31/2011	**3/31/2010**	**3/31/2011**	**3/31/2010**
Profit before income tax and Social Contribution tax	776,642	820,872	523,288	526,084
Income tax and Social Contribution nominal expense	(264,056)	(279,096)	(177,918)	(178,869)
Tax effects applicable to:				
Subsidiaries: Equity gain (loss) +Interest on Equity received			187,189	176,568
Non-deductible contributions and donations	(628)	(758)	(2)	(82)
Tax incentives	1,514	9,564		50
Tax credits not recognized	(2,798)	589	(2,996)	30
Amortization of goodwill	(2,988)	(2,787)	(3,267)	(2,787)
	1,104			

Adjustment in income tax and Social Contribution tax prior year				
Recognition of credits on Tax loss carryforwards / Negative taxable amounts				
Other	17,360	(28,318)	(143)	(928)
Income tax and Social Contribution effective gain (expense)	**(250,492)**	**(300,806)**	**2,863**	**(6,018)**
Effective rate	**32.25%**	**36.64%**	**-0.55%**	**1.14%**

Table of Contents

9. DEPOSITS LINKED TO LEGAL ACTIONS

Deposits linked to legal actions are mainly related to contingencies for employment-law litigation and tax obligations.

The main payments into court in relation to tax obligations relate to income tax withheld at source on Interest on Equity, and to the ICMS tax relating to its exclusion from the amount taxable by PIS and Cofins tax.

	Consolidated IFRS		Holding company BRGAAP	
	3/31/2011	12/31/2010	3/31/2011	12/31/2010
Employment law cases	213,400	212,142	46,265	46,142
Tax obligations				
Income tax on Interest on Equity	13,714	13,714		
Pasep and Cofins tax cases	690,138	550,944	61,686	61,592
Other	11,446	57,289		
Other	208,187	193,117	94,774	87,783
	1,136,885	**1,027,206**	**202,725**	**195,517**

The balances of deposits paid into court in relation to the Pasep and Cofins taxes have a corresponding provision recorded in Taxes, Charges and Contributions. For more details, please see Explanatory Note 16.

10. ACCOUNTS RECEIVABLE FROM THE GOVERNMENT OF THE STATE OF MINAS GERAIS AND CREDIT RECEIVABLES INVESTMENT FUND

The outstanding credit balance receivable on the CRC (Results Compensation) Account was transferred to the State of Minas Gerais in 1995, under an Agreement to assign that account (the CRC Agreement), in accordance with Law 8724/93, for monthly amortization over 17 years starting on June 1, 1998, with annual interest of 6% plus monetary updating by the Ufir index.

a) Fourth Amendment to the CRC Agreement

As a result of default in receipt of the credits specified in the Second and Third Amendments, the Fourth Amendment was signed, with the aim of making possible full receipt of the CRC balance through retention of dividends becoming payable to State Government. This agreement was approved by the Extraordinary General Meeting of Stockholders completed on January 12, 2006.

The Fourth Amendment to the CRC contract had backdated effect on the outstanding balance existing on December 31, 2004, and consolidated the amounts receivable under the Second and Third Amendments, corresponding to R$5,200,478 on March 31, 2011 (R$5,070,376 on December 31, 2010).

Table of Contents

The government of the state will amortize the debit in 61 consecutive half-yearly installments, becoming due by June 30 and December 31 of each year, over the period from June 2005 to June 2035 inclusive. The amounts of the portions for amortization of the principal, updated by the IGP-DI index, increase over the period, from R$28,828 for the 1st, to R$102,733 for the 61st expressed in currency of March 31, 2011.

The debt is being amortized, as priority, by retention of 65% of the minimum obligatory dividends payable to the State Government. If the amount is not enough to amortize the portion becoming due, the retention may be of up to 65% of all and any amount of extraordinary dividends or extraordinary Interest on Equity. The dividends retained are to be used for amortization of the agreement in the following order: (i) settlement of past due installments; (ii) settlement of an installment for the current half-year; (iii) anticipated settlement of up to 2 installments; and, (iv) amortization of the debtor balance.

On March 31, 2011 the installments of the contract becoming due on June 30 and December 31, 2011 had already been amortized.

The Fourth Amendment to the agreement provides that, so as to ensure complete receipt of the credits, the provisions of the Bylaws must be obeyed they define certain targets to be met annually in conformity with the Strategic Plan, as follows:

Target	**Index required**
Debt / Ebitda	Less than 2 (1)
(Debt) / (Debt plus Stockholders equity)	40% or less (2)
Capital expenditure and acquisition of assets	40%, or less, of Ebitda

Ebitda = Earnings before interest, taxes on profit, depreciation and amortization.

(1) Less than 2.5 in certain situations specified in the Bylaws.

(2) 50% or less, in certain situations also specified in the Bylaws.

b) Transfer of the CRC credits to a Receivables Investment Fund (FIDC)

On January 27, 2006 Cemig transferred the CRC credits into a Receivables Investment Fund (FIDC). The amount of the FIDC was established by the administrator based on long-term financial projections for Cemig, with estimation of the dividends that will be retained for amortization of the outstanding debtor balance on the CRC Agreement. Based on these projections, the FIDC was valued at a total of R$1,659,125, of which R$900,000 in senior units and R$759,125 in subordinated units.

The senior units were subscribed and acquired by financial institutions and will be amortized in 20 half-yearly installments, from June 2006, updated by the variation of the CDI plus interest of 1.7% of interest per year, guaranteed by Cemig.

The subordinated units were subscribed by Cemig and correspond to the difference between the total value of the FIDC and the value of the senior units.

Table of Contents

The updating of the subordinated units corresponds to the difference between the valuation of the FIDC using a rate of 10.00% per year, and the increase in value of the senior units by the variation of the CDI plus interest of 1.70% per year.

The composition of the FIDC is as follows:

	3/31/2011	12/31/2010
- Senior units held by third parties	830,923	890,517
- Subordinated units owned by Cemig	953,452	938,704
Dividends retained by the Fund	7,618	7,867
	961,070	**946,571**
Total	**1,791,993**	**1,837,088**

Movement in the FIDC in 1Q11 was as follows:

	Consolidated and Holding company
Balance at December 31, 2010	**1,837,088**
Monetary updating of the senior units	7,804
Monetary updating of the subordinated units	14,500
Amortization of the senior units	(67,399)
Balance at March 31, 2011	**1,791,993**

Cemig paid dividends on December 21, 2010, R$67,399 being used for amortization of part of the senior units. Additionally, the Company injected R$18,835 into the fund to complete the amount necessary for redemption of the senior units and other operational expenses of the FIDC.

Table of Contents

c) Criterion of consolidation for the FIDC

Due to the guarantee offered by Cemig of settlement of the senior units, in the event that the dividends due to the state government are not sufficient for amortization of the installments, the consolidated Quarterly Information presents the balance of the FIDC registered in full in Cemig, and the senior units are presented as a debt under Loans and financings in Current and Non-current liabilities. Similarly, in the consolidation, the monetary updating of the FIDC has been recognized in full as a financial revenue, and in counterpart, the amount of the monetary updating of the senior units is recorded as a cost of debt.

11. FINANCIAL ASSETS OF THE CONCESSION

The Company s concession contracts for distribution, transmission, gas and wind power generation are within the criteria for application of Technical Interpretation ICPC 01, which deals with the accounting of concessions.

The balances of the financial assets are as follows:

Consolidated	**3/31/2011**	**12/31/2010**
Distribution concessions	2,514,897	2,509,339
Gas concessions	535,743	287,425
New transmission concessions	4,432,636	4,399,627
Old transmission concessions	741,962	744,697
Total	**8,225,238**	**7,941,088**
Current assets	786,080	625,332
Non-current assets	7,439,158	7,315,756

For new transmission concessions, the rate used for remuneration of financial assets varies between 7.8% and 14.48%, in accordance with the specified characteristics of each concession and their investment dates.

Table of Contents

12. CAPITAL EXPENDITURE

The table below presents a summary of the financial information in subsidiaries, affiliated companies and jointly-controlled enterprises. The information presented below is adjusted for the percentage of the stake held by the Company.

	Holding company BRGAAP	
	3/31/2011	**12/31/2010**
In subsidiaries and jointly controlled companies		
Cemig GT	5,297,872	5,050,645
Cemig Distribuição	2,520,498	2,376,898
Light	911,267	867,918
Cemig Telecom	291,637	287,718
Gasmig	464,579	444,043
Rosal Energia	141,492	137,543
Sá Carvalho	127,972	121,843
Horizontes Energia	73,550	70,017
Usina Térmica Ipatinga	39,564	36,865
Cemig PCH	96,656	93,145
Cemig Capim Branco Energia	43,768	34,797
Companhia Transleste de Transmissão	25,235	24,040
UTE Barreiro	15,409	7,695
Companhia Transudeste de Transmissão	13,737	12,937
Usina Hidrelétrica Pai Joaquim	83,129	108,291
Companhia Transirapé de Transmissão	11,036	10,602
Transchile	29,318	28,908
Efficientia	9,910	8,944
Central Termelétrica de Cogeração	6,470	6,281
Companhia de Transmissão Centroeste de Minas	19,086	17,953
Cemig Trading	16,751	7,416
Empresa Paraense de Transmissão de Energia-ETEP	68,731	63,950
Empresa Norte de Transmissão de Energia-ENTE	169,599	168,069
Empresa Regional de Transmissão de Energia-ERTE	33,256	29,914
Empresa Amazonense de Transmissão de Energia-EATE	306,363	303,575
Empresa Catarinense de Transmissão de Energia-ECTE	23,834	24,353
Axxiom Soluções Tecnológicas	3,340	2,970
Cemig Serviços	5,117	45
	10,849,176	10,347,375
Goodwill on acquisition of stake in Rosal Energia	20,721	22,103
Goodwill on acquisition of stake in ETEP	59,552	60,292
Goodwill on acquisition of stake in ENTE	130,345	131,853
Goodwill on acquisition of stake in ERTE	33,625	34,014
Goodwill on acquisition of stake in EATE	348,610	352,942
Goodwill on acquisition of stake in ECTE	22,128	22,412
Goodwill on acquisition of stake in Light	337,387	342,978
	953,368	966,594
	11,801,544	**11,313,969**

Table of Contents

a) The following is the principal information on the subsidiaries and jointly-controlled subsidiaries:

Subsidiary	Number of shares	Cemig stake %	On March 31, 2011 Registered capital	Stockholders equity	January to March 2011 Dividends	Profit (Loss)
Cemig Geração e Transmissão	2,896,785,358	100.00	3,296,785	5,297,872		246,375
Cemig Distribuição	2,261,997,787	100.00	2,261,998	2,520,498		143,599
Light	203,934,060	26.06	2,225,822	3,496,469		166,525
Cemig Telecom	381,023,385	100.00	225,082	295,659		6,881
Rosal Energia	46,944,467	100.00	46,944	141,492	1,787	5,737
Sá Carvalho	361,200,000	100.00	36,833	127,972		6,129
GASMIG	409,255,483	55.19	643,780	841,742		37,209
Horizontes Energia	64,257,563	100.00	64,258	73,550		3,533
Usina Térmica Ipatinga	29,174,281	100.00	29,174	39,564		2,699
Cemig PCH	30,952,000	100.00	30,952	96,656	939	4,450
Cemig Capim Branco Energia	5,528,000	100.00	5,528	43,768		8,971
Companhia Transleste de Transmissão	49,569,000	25.00	49,569	100,264	1,392	5,494
UTE Barreiro	23,328,000	100.00	30,902	15,409		(140)
Companhia Transudeste de Transmissão	30,000,000	24.00	30,000	57,236	775	3,250
Central Hidrelétrica Pai Joaquim	486,000	100.00	486	83,129	26,927	1,766
Companhia Transirapé de Transmissão	22,340,490	24.50	22,340	45,045	510	2,892
Transchile	47,233,672	49.00	68,902	59,834		941
Efficientia	6,051,944	100.00	6,052	9,910		966
Central Termelétrica de Cogeração	5,001,000	100.00	5,001	6,470		189
Companhia de Transmissão Centroeste de Minas	51,000	51.00	51	37,424		2,224
Cemig Trading	160,297	100.00	160	16,751		9,334
Empresa Paraense de Transmissão de Energia ETEP	45,000,010	41.96	82,544	163,804		11,389
Empresa Norte de Transmissão de Energia ENTE	100,840,000	49.99	145,663	339,272	27,531	27,635
Empresa Regional de Transmissão de Energia ERTE	23,400,000	49.99	23,400	66,529		6,683
Empresa Amazonense de Transmissão de Energia EATE	180,000,010	38.53	323,579	798,477	48,923	60,931
Empresa Catarinense de Transmissão de Energia ECTE	42,095,000	19.09	42,095	124,833		9,215
Axxiom Soluções Tecnológicas	7,200,000	49.00	9,200	6,815		297
Cemig Serviços	100,000	100.00	5,100	5,117		72

Subsidiary	Number of shares	Cemig stake %	On March 31, 2010 Registered capital	Stockholders equity	January to March 2010 Dividends	Profit (Loss)
Cemig Geração e Transmissão	2,896,785,358	100.00	3,296,785	4,739,257		232,512
Cemig Distribuição	2,261,997,787	100.00	2,261,998	2,276,940		182,335
Light	203,934,060	25.53	2,225,822	3,488,280		224,779
Cemig Telecom	381,023,385	100.00	225,081	281,513		5,535
Rosal Energia	46,944,467	100.00	46,944	129,565		5,234

Sá Carvalho	361,200,000	100.00	36,833	114,192		5,627
GASMIG	409,255,483	55.19	643,779	752,134	55,012	24,945
Horizontes Energia	64,258,000	100.00	64,258	69,046		1,892
Usina Térmica Ipatinga	29,174,281	100.00	29,174	33,422	160	1,714
Cemig PCH	30,952,000	100.00	30,952	84,794	23	3,630
Cemig Capim Branco Energia	5,528,000	100.00	5,528	19,090		5,552
Companhia Transleste de Transmissão	49,569,000	25.00	49,569	94,291	3,063	3,894
UTE Barreiro	11,918,000	100.00	11,918	4,468		684
Companhia Transudeste de Transmissão	30,000,000	24.00	30,000	53,558	1,852	2,064
Central Hidrelétrica Pai Joaquim	486,000	100.00	486	492		6
Companhia Transirapé de Transmissão	22,340,490	24.50	22,340	43,961	1,567	2,015
Transchile	33,340,000	49.00	62,852	54,504		
Efficientia	6,051,994	100.00	6,052	6,901		324
Central Termelétrica de Cogeração	5,000,000	100.00	5,001	5,848		255
Companhia de Transmissão Centroeste de Minas	51,000	51.00	51	34,794		(1,024)
Cemig Trading	160,297	100.00	160	30,700		(4,353)
Empresa Paraense de Transmissão de Energia ETEP	45,000,010	40.19	82,039	143,748	13,142	8,187
Empresa Norte de Transmissão de Energia ENTE	100,840,000	36.69	144,863	223,811	39,670	14,921
Empresa Regional de Transmissão de Energia ERTE	23,400,000	36.69	23,400	43,451	15,729	2,969
Empresa Amazonense de Transmissão de Energia EATE	180,000,010	36.35	323,579	535,991	103,939	31,143
Empresa Catarinense de Transmissão de Energia ECTE	42,095,000	13.37	42,095	116,997	22,999	5,059
Axxiom Soluções Tecnológicas	7,200,000	49.00	7,200	5,009		(244)
Cemig Serviços	100,000	100.00	100	98		(1)

Table of Contents

The movement of investments in subsidiaries and jointly-controlled subsidiaries is as follows:

Subsidiary	12/31/2010	Equity gain (loss)	Injection (reduction) of capital	Dividends proposed	Other	3/31/2011
Cemig Geração e Transmissão	5,050,645	246,375			852	5,297,872
Cemig Distribuição	2,376,898	143,599			1	2,520,498
Cemig Telecom	287,718	6,881			(2,962)	291,637
Rosal Energia	137,543	5,737		(1,788)		141,492
Sá Carvalho	121,843	6,129				127,972
Gasmig	444,043	20,536				464,579
Horizontes Energia	70,017	3,533				73,550
Usina Térmica Ipatinga	36,865	2,699				39,564
Cemig PCH	93,145	4,450		(939)		96,656
Cemig Capim Branco Energia	34,797	8,971				43,768
Companhia Transleste de Transmissão	24,040	1,374		(348)	169	25,235
UTE Barreiro	7,695	140	7,574			15,409
Companhia Transudeste de Transmissão	12,937	780		(186)	206	13,737
Central Hidrelétrica Pai Joaquim	108,291	1,766		(26,927)	(1)	83,129
Companhia Transirapé de Transmissão	10,602	709		(125)	(150)	11,036
Transchile	28,908	461			(51)	29,318
Efficientia	8,944	966				9,910
Central Termelétrica de Cogeração	6,281	189				6,470
Companhia de Transmissão Centroeste de Minas	17,953	1,134			(1)	19,086
Light	867,918	43,402			(53)	911,267
Cemig Trading	7,416	9,334			1	16,751
Empresa Paraense de Transmissão de Energia - ETEP	63,950	4,779			2	68,731
Empresa Norte de Transmissão de Energia ENTE	168,069	13,814		(13,763)	1,479	169,599
Empresa Regional de Transmissão de Energia - ERTE	29,914	3,340			2	33,256
Empresa Amazonense de Transmissão de Energia EATE	303,575	23,477	772	(18,850)	(2,611)	306,363
Empresa Catarinense de Transmissão de Energia - ECTE	24,353	1,759			(2,278)	23,834
Axxiom Soluções Tecnológicas	2,970	146			224	3,340
Cemig Serviços	45	72	5,000			5,117
	10,347,375	556,552	13,346	(62,926)	(5,171)	10,849,176

b) Stockholding in Light

On the acquisition of **Light**, an amount of diminished value of the concession was recorded, corresponding to the difference between the amount paid by Rio Minas Energia S.A. (RME) and the book value of the interest in the Stockholders equity of Light in the amount of R$364,961, of which Cemig s portion corresponds to 25.00%. This discount arises from the estimate of the results of future years as a function of the commercial operation of the electricity distribution and generation concessions, and is being amortized from October 2006 to May 2026, the date of the termination of the distribution concession, on a straight-line basis. The remaining amount of the diminished value of the concession is R$70,363 at March 31, 2011 (R$71,523 on December 31, 2010).

c) Added value on the acquisitions of equity interests

The goodwill on acquisition of the companies by the Company is the difference between the amount paid for the subsidiary or jointly-controlled subsidiary and the book value of the stake in their stockholders equity, arising from the added value of the concessions (Intangible asset) and of the Financial Assets of the Concession. The amortization of the added value of those assets that have defined useful life will take place during the remaining period of validity of the concessions.

Table of Contents

d) Completion of the transaction to purchase shares in LIGHT

The payment for the acquisition by Cemig of the 25,494,500 common shares in Light S.A. (Light) owned by Andrade Gutierrez Concessões (AGC), representing 12.50% of the registered capital and voting stock of Light, was made on March 25, 2010. Cemig paid R$718.518 for the purchase, corresponding to R$29.54 per share. This amount results from the adjustment of the price stipulated in the Contract by the index published by Cetip (*Securities Settlement and Custody Center*) from December 1, 2009 to the present date, and from the deduction of the dividends of R$2.12 per share declared by Light at the Ordinary General Meeting of Stockholders completed on March 24, 2010.

On November 17, 2010, the payment for, and the transfer of, 1,081,649 common shares issued by Light S.A., owned by Andrade Gutierrez Concessões S.A., representing 0.53% do capital total and voting capital of Light S.A., to Cemig, was realized. The amount relating to the sale of the shares was R$ 30,471.

An Offsetting and Settlement Undertaking was signed between Cemig and AGC, stating that the debtor balance of the Generation Option premium payable by AGC should be paid in full to Cemig, against offsetting by the amounts owed by Cemig to AGC. For payment at sight, through the said compensation, Cemig granted AGC a discount in the amount of R$1,558. The net amount received by AGC was R$15,783.

The Company recognized a premium, in this transaction, in the amount of R$359,184, arising from the added value of the concession.

Additional option to buy shares in Light

On March 24, 2010, Enlighted Partners Venture Capital LLC (Enlighted) signed an option sale contract with Cemig under which Cemig granted to Enlighted the option to sell to Cemig the holding of Luce Investment Fund, owner of 75% of the unit shares in Luce Brasil Fundo de Investimentos em Participações (this fund owns 13.03% of the total capital of Light S.A.) while Cemig had the option to indicate third parties to acquire the interest in Luce Investment Fund. As a result Cemig will be able to acquire 19,932,112 common shares issued by Light, representing 9.75% of its total and voting investment capital, for US$340,455,000, from which will be deducted any dividends and Interest on Equity paid or declared by Light from December 1, 2009 up to the date of the exercise of the option.

The option was exercised on October 6, 2010 by Enlighted, which gave notice of its decision to exercise its option to sell units of Luce Brasil Fundo de Investimento em Participações, as mentioned in the Material Announcement published on October 7, 2010.

Table of Contents

The completion of this transaction, however, is conditional upon certain contractually established requirements being complied with, and also approval by the competent bodies, including ANEEL, the Brazilian electricity Regulator, and CADE, the Brazilian Monopolies authority, and also, where necessary, the financing agents and debenture holders of Light and of its subsidiaries.

e) Acquisition of a complementary stake in Transmissora Aliança de Energia Elétrica Taesa

On May 6, 2010 Cemig GT made a Public Offer to Acquire shares and units from minority stockholders, through Transmissora Alterosa de Energia Elétrica. The transaction resulted in the acquisition of 24.42% of the shares until then held by the non-controlling stockholders, equivalent to 56.69% of the total capital of Taesa, for R$1,001,851, or R$15.57 per share.

The transaction was found to create a goodwill premium of R$523,367, corresponding to the added value of the financial asset to be received in the period of the concession specified by the regulator. The recovery of the goodwill will be amortized over the remaining period of validity of the concessions.

With this transaction Cemig GT, jointly with Fundo de Investimentos em Participação Coliseu, concluded the process of acquisition of Taesa. Some of the minority stockholders did not accept the public offer to acquire shares, and 4.72% of the shares of Taesa remained in circulation in the market.

On December 31, 2010 the companies Transmissora Alterosa de Energia Elétrica and Transmissora Alvorada Energia Elétrica were absorbed by Transmissora Aliança de Energia Elétrica Taesa, with consequent extinction of the companies absorbed, which were succeeded in all their rights and obligations. The percentage holding of Cemig GT in Taesa was not changed due to the holding in Transmissora Alterosa de Energia Elétrica.

Table of Contents

13. FIXED ASSETS

		3/31/2011		12/31/2010
Consolidated	**Historic cost**	**Accumulated depreciation**	**Net value**	**Net value**
In service	**18,584,268**	**(11,622,820)**	**6,961,448**	**6,997,380**
- Generation	17,990,184	(11,359,544)	6,630,640	6,671,591
Land	434,438		434,438	410,855
Reservoirs, dams and water courses	7,896,613	(4,879,438)	3,017,175	2,999,805
Buildings, works and improvements	2,116,930	(1,441,231)	675,699	724,933
Machinery and equipment	7,490,572	(4,995,732)	2,494,840	2,527,378
Vehicles	11,837	(10,314)	1,523	1,604
Furniture and utensils	39,794	(-32,829)	6,965	7,016
- Transmission	50,326	(1,615)	48,711	42,337
Land	61		61	61
Machinery and equipment	50,247	(1,605)	48,642	42,266
Furniture and utensils	18	(10)	8	10
- Directors	82,331	(52,828)	29,503	31,485
Land	63		63	63
Buildings, works and improvements	27,130	(14,922)	12,208	8,451
Machinery and equipment	35,667	(27,991)	7,676	13,528
Vehicles	13,331	(4,632)	8,699	9,233
Furniture and utensils	6,140	(5,283)	857	210
- Telecoms	461,427	(208,833)	252,594	251,967
Land	31,227		31,227	82
Buildings, works and improvements	108,871	(39,791)	69,080	69,435
Machinery and equipment	320,351	(168,333)	152,018	182,190
Furniture and utensils	978	(709)	269	260
In progress	**1,335,461**		**1,335,461**	**1,231,133**
- Generation	1,267,456		1,267,456	1,016,972
- Transmission	161		161	122
- Directors	49,355		49,355	14,555
- Telecoms	18,489		18,489	12,426
Net fixed assets Consolidated	**19,919,729**	**(11,622,820)**	**8,296,909**	**8,228,513**

Changes in fixed assets

Consolidated	**Balance on 12/31/2010**	**Additions / transfers**	**Written off**	**Depreciation**	**Balance on 3/31/2011**
In service	6,997,380	103,082	(84)	(138,930)	6,961,448
Land	411,061	54,872	(84)		465,849
Reservoirs, dams and water courses	2,999,805	55,666		(38,295)	3,017,176
Buildings, works and improvements	802,819	(73,438)		(14,668)	714,713
Machinery and equipment	2,765,362	64,029		(83,949)	2,745,442
Vehicles	10,837	767		(1,382)	10,222
Furniture and utensils	7,496	1,186		(636)	8,046

In progress		1,231,133	104,328			1,335,461
Net fixed assets	Consolidated	**8,228,513**	**207,410**	**(84)**	**(138,930)**	**8,296,909**

Table of Contents

The company has not identified any indications of loss of the recoverable value of its fixed assets. The concession contracts specify that at the end of the period of each concession the Concession-granting Power shall decide the amount to be indemnified to the Company. As a result Management believes that the accounting value of fixed assets that are not depreciated at the end of the concession period will be reimbursed by the Concession-granting Power.

ANEEL, under the Brazilian regulatory framework, is responsible for establishing the useful economic life of the generation and transmission assets of the electricity sector, with periodic reviews of the estimates. The rates established by the Agency are used in the processes of (i) tariff Review, and (ii) calculation of the indemnity at the end of the concession, and are recognized as a reasonable estimate of useful life of the assets of the concession. Hence, these rates were used as the basis for amortization of the Fixed Assets.

The average annual depreciation rates applied in the subsidiaries on March 31, 2011 are as follows:

Generation	
Hydroelectric plants	2.49%
Thermal plants	3.98%
Administration and other	12.69%
Telecoms	6.72%

Consortia

The Company participates in consortia to operate electricity generation concessions, for which companies with an independent legal existence were not constituted to administer the object of the concession; and the controls of the specific portion equivalent to the investments made were/are maintained in the accounting of Cemig GT under Fixed Assets and Intangible Assets, , as follows:

Table of Contents

	Stake in the electricity generated	Average annual depreciation rate %	3/31/2011	12/31/2010
In service				
Porto Estrela Plant	33.33%	2.48	38,627	38,627
Igarapava Plant	14.50%	2.58	55,554	55,554
Funil Plant	49.00%	2.64	182,360	182,360
Queimado Plant	82.50%	2.45	206,729	206,729
Aimorés Plant	49.00%	2.62	549,537	549,537
Consórcio Capim Branco Energia S.A.	21.05%	2.52	56,240	56,240
Accumulated depreciation			(178,242)	(171,321)
Total, in operation			**910,805**	**917,726**
In progress				
Queimado Plant	82.50%		1,751	1,579
Funil Plant	49.00%		642	648
Aimorés Plant	49.00%		1,483	1,187
Igarapava Plant	14.50%		1,171	1,171
Porto Estrela Plant	33.33%		157	156
Consórcio Capim Branco Energia S.A.	21.05%		998	1,264
Total, under construction			**6,202**	**6,005**
Total, consortia Holding company			**917,007**	**923,731**
Baguari Plant under construction	34.00%		181,491	181,416
Total, consortia Consolidated			**1,098,498**	**1,105,147**

The depreciation of the assets in the property, plant and equipment of the consortia is calculated by the straight-line method, based on rates established by ANEEL.

This table shows the interests of the other members of the consortia in the energy generated by the projects:

Consortia	Other shareholders	Stake, %
Porto Estrela Plant	Companhia de Tecidos Nortes de Minas Gerais Coteminas	33.34
	Vale S.A.	33.33
Igarapava Plant	Vale S.A.	38.15
	Companhia Mineira de Metais CMN	23.93
	Companhia Siderúrgica Nacional CSN	17.92
	Mineração Morro Velho MMV	5.50
Funil Plant	Vale S.A.	51.00
Queimado Plant	Companhia Energética de Brasília	17.50
Aimorés Plant	Vale S.A.	51.00
Baguari Plant	Furnas Centrais Elétricas S.A.	15.00
	Baguari I Geração de Energia Elétrica S.A.	51.00

Amador Aguiar Plants I and II .	Vale S.A.	48.43
	Comercial e Agrícola Paineiras Ltda.	17.89
	Votorantim Metais e Zinco S.A.	12.63

Table of Contents

14. INTANGIBLE ASSETS

Holding company	Historic cost	3/31/2011 Accumulated amortization	Residual value	12/31/2010 Residual value
In service	**13,323**	**(12,533)**	**790**	**833**
Useful life defined	**13,323**	**(12,533)**	**790**	**833**
- Software use rights	3,808	(3,021)	787	830
- Brands and patents	5	(2)	3	3
- Assets of the concession				
-Cemig Telecom S.A.	9,510	(9,510)		
In progress	**5**		**5**	**5**
- Assets in formation	5		5	5
Intangible, net Holding company	**13,328**	**(12,533)**	**795**	**838**

Consolidated	Historic cost	3/31/2011 Accumulated amortization	Residual value	12/31/2010 Residual value
In service	**9,266,181**	**(6,662,114)**	**2,604,067**	**3,080,733**
Useful life defined				
- Temporary easements	31,387	(1,478)	29,909	61,459
- Concessions for consideration	32,034	(7,961)	24,073	24,336
- Assets of the concession	9,163,417	(6,618,922)	2,544,495	2,965,606
- Other	39,343	(33,753)	5,590	29,332
In progress	**2,003,922**		**2,003,922**	**1,722,954**
- Assets in formation	2,003,922		2,003,922	1,722,954
Net intangible assets Consolidated	**11,270,103**	**(6,662,114)**	**4,607,989**	**4,803,687**

The movement in Intangible assets is as follows:

Consolidated	Balance on 12/31/2010	Additions	Written off	Amortization	Special Obligations	Balance on 3/31/2011
- Temporary easements	61,459		(31,503)	(47)		29,909
- Concessions for consideration	24,336			(263)		24,073
- Assets of the concession	2,965,606		(2,649)	(135,249)	(283,213)	2,544,495
- Other	29,332		(23,339)	(403)		5,590
- Assets in formation	1,722,954	280,968				2,003,922
Net intangible assets Consolidated	4,803,687	280,968	(57,491)	(135,962)	(283,213)	4,607,989

The intangible assets Software use rights, Brands and patents, and Temporary easements, and others, are amortizable by the linear method, and the rates used are those set by ANEEL, which are based on the useful life of the assets.

The Company has not identified indications of loss of recoverable value of its intangible assets, which have defined useful life, amortizable by the linear method and the rates used are those set by ANEEL Normative Resolution 367/09 or by the period of the concessions.

Table of Contents

15. SUPPLIERS

	Consolidated IFRS	
	3/31/2011	12/31/2010
Wholesale supply and transport of electricity		
Eletrobrás energy from Itaipu	146,173	150,953
Furnas	22,685	30,555
CCEE	112,513	127,089
Electricity auctions	51,532	39,155
Other	520,124	364,561
	853,027	**712,313**
Materials and services	251,883	408,696
	1,104,910	**1,121,009**

16. TAXES, CHARGES AND CONTRIBUTIONS AND INCOME TAX AND SOCIAL CONTRIBUTION TAX

a) Taxes, charges and contributions

	Consolidated IFRS		Holding company BRGAAP	
	3/31/2011	12/31/2010	3/31/2011	12/31/2010
Current				
ICMS tax	307,120	277,202	18,091	18,095
Cofins tax	56,822	65,803		9,947
Pasep tax	12,345	10,738		2,159
Social security system	17,771	23,267	1,612	1,887
Other	27,119	26,523	957	748
	421,177	**403,533**	**20,660**	**32,836**
Non-current				
Cofins tax	586,382	530,638		
Pasep tax	127,306	115,189		
Other	47,403	46,976		
	761,091	**692,803**		

The non-current Obligations for Pasep and Cofins taxes refer to the legal action challenging the constitutionality of the inclusion of the ICMS tax amount, already charged, inside the taxable amount for these taxes, and applying for offsetting of the amounts paid in the last 10 years. The Company and its subsidiaries Cemig D and Cemig GT obtained a Court injunction enabling it not to make the payment and authorizing payment into Court starting from 2008.

a) Income tax and Social Contribution tax

Current		
Income tax	218,517	111,713
Social Contribution tax	61,575	25,322
	280,092	**137,035**
Non-current		
Deferred obligations		
Income tax	709,826	712,254
Social Contribution tax	352,945	353,145
	1,062,771	**1,065,399**

The Deferred obligations in Non-current, for income tax and the Social Contribution tax refer, mostly, to the tax effect arising from the cost attributed to the generation assets in the initial adoption of ICPC 10 on December 31, 2010.

Table of Contents

17. LOANS, FINANCINGS AND DEBENTURES

				Consolidated			
	Principal				3/31/2011		12/31/2010
Financing sources	maturity	Current financing cost	Currenc	Current	Non-current	Total	Total
FOREIGN CURRENCY							
ABN AMRO Real S.A. (3)	2013	6	US$	21,387	40,718	62,105	62,597
Banco do Brasil A. Various bonds (1)	2024	Various	US$	9,656	40,961	50,617	51,035
BNP Paribas	2012	5.89	EURO	2,591		2,591	3,809
KFW	2016	4.5	EURO	1,628	7,628	9,256	8,817
Brazilian national Treasury (10)	2024	Libor + Spread	US$	3,781	15,884	19,665	19,414
Inter-American Development Bank (13)	2026	4.2	US$	1,526	29,826	31,352	33,873
Others	2025	Various	Various	9,457	3,685	13,142	11,722
Debt in foreign currency				**50,026**	**138,702**	**188,728**	**191,267**
BRAZILIAN CURRENCY							
Banco do Brasil S.A.	2012	109.8 of CDI	R$	331,293	582,000	913,293	887,523
Banco do Brasil	2013	CDI + 1.70	R$	33,033	54,639	87,672	85,063
Banco do Brasil	2013	107.60 of CDI	R$	13,124	126,000	139,124	135,276
Banco do Brasil	2014	104.10 of CDI	R$	57,454	1,200,000	1,257,454	1,223,789
Banco do Brasil	2013	10.83	R$	54,039	594,585	648,624	630,494
Banco Itaú BBA	2013	CDI + 1.70	R$	91,847	150,432	242,279	235,052
Banco Itaú BBA	2014	CDI + 1.70	R$	947	1,736	2,683	3,875
Banco Votorantim	2013	CDI + 1.70	R$	26,952	50,658	77,610	77,020
BNDES	2026	TJLP+ 2.34	R$	8,048	109,374	117,422	119,336
Banco Bradesco	2014	CDI + 1.70	R$	498	910	1,408	1,366
Bradesco	2013	CDI + 1.70	R$	116,750	188,626	305,376	296,286
Bradesco	2011	105.50 of CDI	R$	360,674		360,674	350,890
Debentures (12)	2011	104.00 of CDI	R$	249,717		249,717	243,038
Debentures Minas Gerais State Government (12)	2031	IGP-M	R$		42,931	42,931	37,083
Debentures (12)	2014	IGP -M + 10.50	R$	29,723	342,573	372,296	354,638
Debentures (12)	2017	IPCA + 7.96	R$	10,945	481,161	492,106	472,333
Debentures	2012	CDI + 0.90	R$	1,601,879		1,601,879	1,725,974
Debentures	2015	IPCA + 7.68	R$	18,016	1,224,418	1,242,434	1,284,860
Eletrobrás	2013	FINEL + 7.50 to 8.50	R$	12,652	21,087	33,739	36,724
Eletrobrás	2023	UFIR. RGR + 6.00 8.00	R$	61,794	295,600	357,394	373,365
Santander do Brasil S.A.	2013	CDI + 1.70	R$	21,223	39,837	61,060	60,641
Unibanco S.A	2013	CDI + 1.70	R$	93,642	154,642	248,284	240,879
Unibanco (2)	2013	CDI + 1.70	R$	24,538	36,794	61,332	59,503
Itaú and Bradesco (9)	2015	CDI + 1.70	R$	160,618	670,305	830,923	890,517
Minas Gerais Development Bank	2025	10	R$	687	8,241	8,928	9,090
Banco do Brasil (14)	2020	TJLP + 2.55	R$	2,049	22,768	24,817	25,500
Unibanco(14)	2020	TJLP + 2.55	R$	539	5,748	6,287	6,460
Debentures I and IV (10)	2010/2015	TJLP + 4.00	R$	5	16	21	22
Debentures V (10)	2014	CDI + 1.50	R$	28,387	177,980	206,367	210,287
Debentures VI (10)	2011	115% of CDI	R$	81,218		81,218	78,642
CCB Bradesco S.A (10)	2017	CDI + 0.85	R$	6,736	117,286	124,022	120,242
ABN Amro Real (10)	2010	CDI + 0.95	R$	1,268	20,851	22,119	21,541
Banco Itaú BBA (16)	2022	TJLP + 4.55	R$	485	4,673	5,158	5,274
BNDES Finem (10)	2019	TJLP	R$	41,214	158,928	200,142	189,686
Regional Development Bank of the Extreme South (16)	2022	TJLP + 4.55	R$	579	4,584	5,163	5,274
Unibanco (16)	2022	TJLP + 4.55	R$	163	1,560	1,723	1,762
Unibanco (16)	2022	IGPM + 9.85	R$	557	3,049	3,606	3437
Debentures (16)	2016	CDI+ 1.30%	R$	1,900	12,497	14,397	
Debentures (16)	2016	CDI+ 1.30%	R$	12,600	82,891	95,491	

Debentures (16)	2016	CDI+ 1.30%	R$	18,399	121,053	139,452	
BNDES (17)	2033	TJLP + 2.40	R$		297,400	297,400	262,420
Debentures (17)	2013	IPCA	R$		189,296	189,296	182,188
BNDES Onlending (17)	2033	TJLP	R$		352,744	352,744	316,159
BNDES A/B/C/D Principal Subcredit (16)	2022	Various	R$	19,301	146,015	165,316	365,577
BNDES (18)	2024	TJLP + 2.50	R$	3,023	38,798	41,821	42,119
Federal Savings Bank (CEF) (19)	2022	TJLP + 3.50	R$	6,602	59,973	66,575	67,128
CEF (20)	2021	TJLP + 3.50	R$	5,413	48,262	53,675	54,157
CEF (21)	2022	TJLP + 3.50	R$	8,901	89,001	97,902	96,601
BNDES (22)	2018	Various	R$	2,039	11,566	13,605	14,147
Bank Syndicate (22)	2010	CDI + 1.50	R$	6,952	18,447	25,399	27,696
CEF (22)	2016	117.5 of CDI	R$	2,392	9,944	12,336	12,904
Debentures (22)	2017	CDI+ 1.6	R$	39,966	805,754	845,720	819,065
BNDES (24)	2016	TJLP + 3.12	R$	20,282	130,716	150,998	158,373
BNDES (25) Cemig Telecom	2017	Various	R$	2,042	46,211	48,253	48,539
Others	2025	Various	R$	16,158	64,863	81,021	65,408
Debt in Brazilian Currency				**3,709,263**	**9,419,423**	**13,128,686**	**13,035,223**
Total, Consolidated				**3,759,289**	**9,558,125**	**13,317,414**	**13,226,490**

(1) Interest rates vary: 2.00 to 8.00 % p.a.; Six-month Libor plus spread of 0.81 to 0.88% per year.

(2) Loan of the holding company.

(3) to (8) Swaps for exchange of rates were contracted. The following are the rates for the loans and financings taking the swaps into account:

(3) CDI + 1.50% p.a.; (4) CDI + 2.12% p.a.; (5) 111.00% of the CDI rate; (6) CDI + 2.98% p.a.; (7) and (8) CDI + 3.01% p.a..

(9) Refers to the senior units of the credit rights funds. See Explanatory Note 12.

(10) Loans, financings and debentures of RME (Light).

(11) Consolidated loans and financings of the transmission companies acquired in August 2006.

(12) Nominal, unsecured, book-entry debentures not convertible into shares, without preference.

(13) Financing of Transchile.

(14) Financing of Cachoeirão.

(15) Contracts adjusted to present value, as per changes to the Corporate Law made by Law 11638/07.

(16) Consolidated loans and financings of the TBE group;

(17) Loan contracted for the jointly-controlled subsidiary Madeira Energia.

(18) Loan contracted for the jointly-controlled subsidiary Hidrelétrica Pipoca S.A.

(19) Loan contracted for the jointly-controlled subsidiary Praia de Morgado S.A.

(20) Loan contracted for the jointly-controlled subsidiary Praia de Parajuru S.A.

(21) Loan contracted for the jointly-controlled subsidiary VDR S.A.

(22) Loan contracted for the jointly-controlled subsidiary Taesa.

(23) 3rd issue of Promissory Notes by Cemig GT.

(24) Loan and financing of Gasmig.

(25) Loan arranged by Cemig Telecom Ativas.

The consolidated composition of loans, by currency and indexor, with the respective amortization, is as follows:

	2011	**2012**	**2013**	**2014**	**2015**	**2016**	**2017**	**2018 and later**	**Total**
Currency									
US dollar	45,768	30,033	27,022	4,296	1,997	2,238	2,401	60,587	174,342
Euro	2,932	2,814	1,526	1,525	1,525	1,525			11,847
UMBndes (**)	238	303	304	304	304	304	304	478	2,539
	48,938	**33,150**	**28,852**	**6,125**	**3,826**	**4,067**	**2,705**	**61,065**	**188,728**
Indexors									
IPCA (Expanded CPI)	37,563	124,940	521,669	456,259	629,427	161,209	160,387		2,091,454
Ufir (Fiscal Reference Unit) / RGR	46,508	58,464	52,815	51,435	45,132	36,358	28,127	39,195	358,034
Interbank CD (CDI)	1,787,194	3,184,725	1,245,560	931,576	433,288	144,753	130,063		7,857,159

Eletrobrás Finel internal index	9,489	12,652	11,598						33,739
URTJ (*)	82,093	107,112	112,049	130,361	120,279	115,937	93,041	793,374	1,554,246
IGP-M inflation index	30,710	3,066	2,774	345,385	2,066	1,862	1,790	52,853	440,506
UMBndes (**)	15,312	20,571	20,395	20,394	20,164	19,025	8,677	5,784	130,322
Others (IGP-DI, INPC, TR, Selic) (***)	4,255	2,298	2,042	1,990	611	208	206	208	11,818
No indexor	54,332	(3,213)	599,010	538	594	85	17	45	651,408
	2,067,456	**3,510,615**	**2,567,912**	**1,937,938**	**1,251,561**	**479,437**	**422,308**	**891,459**	**13,128,686**
	2,116,394	**3,543,765**	**2,596,764**	**1,944,063**	**1,255,387**	**483,504**	**425,013**	**952,524**	**13,317,414**

(*) URTJ = Interest Rate Reference Unit.

(**) UMBNDES = BNDES Monetary Unit.

(***) IGP-DI inflation index = General Price Index Domestic Availability. INPC = National Consumer Price Index.

The principal currencies and indexors used for monetary updating of loans and financings had the following variations:

Currencies	**Change in quarter ended 3/31/2011 %**	**Change to date in 2011 %**	**Indexors**	**Change in quarter ended 3/31/2011 %**	**Change to date in 2011 %**
US dollar	(2.25)	(2.25)	IGP M	2.43	2.43
Euro	3.81	3.81	IPCA	2.28	2.28
			Finel	0.48	0.48
			CDI	2.60	2.60
			Selic	2.65	2.65

Table of Contents

The movement on loans, financings and debentures is as follows:

	Consolidated	Holding company
Balance at December 31, 2010	**13,226,490**	**410,393**
Loans and financings obtained	325,061	
Monetary and FX variation	59,760	
Amortization of costs of obtaining funding	1,853	
Financial charges provisioned	315,956	11,614
Financial charges paid	(267,794)	
Capitalization	3	
Adjustment to present value	5,395	
Amortization of financings	(349,310)	
Balance at March 31, 2011	**13,317,414**	**422,007**

Debentures

The Debentures issued by the subsidiaries and jointly-controlled subsidiaries are of the type: non-convertible into shares.

Restrictive covenant clauses

Cemig has contracts for loans and financings with restrictive covenant clauses requiring compliance at the end of each calendar half-year (June 30 and December 31).

18. REGULATORY CHARGES

	Consolidated	
	3/31/2011	**12/31/2010**
Global Reversion Reserve RGR	46,772	46,086
Fuel Consumption Account CCC	57,059	51,438
Energy Development Account CDE	44,165	35,264
Eletrobrás Compulsory loan	1,207	1,210
ANEEL inspection charge	3,345	3,764
Energy Efficiency	143,765	157,488
Research and Development	195,140	196,191
Energy System Expansion Research	4,023	3,847
National Scientific and Technological Development Fund	14,171	7,704
Proinfa Alternative electricity sources incentive program	2,935	17,755
Emergency capacity charge	19,071	3,022
0.30% additional payment Law 12111/09	33,962	3,127
	565,615	**526,896**

Current liabilities	392,717	384,415
Non-current liabilities	172,898	142,481

19. POST-EMPLOYMENT OBLIGATIONS

The Forluz Pension Fund

Cemig is a sponsor of Forluz Forluminas Social Security Foundation, a non-profit legal entity whose object is to provide its associates and participants and their dependents and beneficiaries with a financial income to complement retirement and pension, in accordance with the Forluz pension plan they are subscribed to.

Table of Contents

The actuarial obligations and assets of the plan on December 31, 2004 were segregated between Cemig, Cemig GT and Cemig D on the basis of the allocation of the employees to each of these companies.

Forluz makes the following supplementary pension benefit plans available to its participants:

The Mixed Benefits Plan (Plan B): This is a defined-contribution plan at the phase of accumulation of funds, for retirement benefits for normal time of service, and as a defined-benefit plan for disability or death of participants still in active employment, and for receipt of benefits for time of contribution. The Sponsors match the basic monthly contributions of the participants. This is the only plan open for joining by new participants.

The contribution of the Sponsors to this plan is 27.52% for the portion with defined benefit characteristics, relating to the coverage for disability or death for the active participant, and this is used for amortization of the defined obligation through an actuarial calculation. The remaining 72.48%, relating to the portion of the plan with defined-contribution characteristics, goes to the nominal accounts of the participants and is recognized in the current income statement as and when the Company makes payments, under Personnel expenses.

Pension Benefits Balances Plan (Plan A): This includes all the currently employed and assisted participants who opted to migrate from the previous Defined Benefit Plan, and are entitled to a benefit proportional to those balances. For participants who are still working, this benefit has been deferred to the retirement date.

Cemig, Cemig GT and Cemig D also maintain, independently of the plans made available by Forluz, payments of part of the life insurance premium for the retirees, and contribute to a health plan and a dental plan for the employees, retirees and dependents, administered by Forluz.

Amortization of the actuarial obligations and recognition in the accounting statements

In this Explanatory Note the Company demonstrates the liabilities and the expenses in connection with the Retirement Supplement Plan, the Health Plan, the Dental Plan and Life Insurance in accordance with the terms of Technical Pronouncement CPC 33 (*Benefits to employees*) and an opinion prepared by independent actuaries based on December 31, 2010.

Table of Contents

The Company recognized an obligation payable for past actuarial deficits in the amount of R$866,850 on March 31, 2011 (R$868,178 on December 31, 2010). This amount was recognized as an obligation payable by Cemig and its subsidiaries Cemig GT and Cemig D, and is being amortized by June 2024, through monthly installments calculated by the system of constant installments (known as the Price Table). After the Third Amendment to the Forluz Agreement, the amounts began to be adjusted only by the IPCA Inflation Index (Amplified National Consumer Price Index) published by the Brazilian Geography and Statistics Institute (IBGE), plus 6% per year.

Thus, in cases of retirement obligations, the liability recognized in the balance sheet is the debt agreed with the foundation for amortization of the actuarial obligations, mentioned above, in view of the fact that it is greater than the liability to the pension fund contained in the actuary s opinion. Since this debt must be paid even in the event of the Foundation having a surplus, the Company decided to record the debt in full against Stockholders equity on the transition date, and record the impacts relating to monetary updating and interest in Financial revenue (expenses).

The Braslight Pension Fund

Light is sponsor of Fundação de Seguridade Social Braslight, a non-profit private pension plan entity whose purpose is to guarantee retirement revenue to Company employees subscribed with the Foundation, and pension revenue to their dependents.

Braslight was instituted in April 1974, and has three plans A, B and C put in place in 1975, 1984 and 1998 respectively. About 96% of the active participants of the other plans have migrated to plan C.

In plans A and B the benefits are of the defined benefit type. In Plan C, which is of the mixed type, the programmable benefits (retirement not arising from invalidity, and the respective conversion into pension), during the capitalization phase are of the defined contribution type, without any link to the INSS, and the risk benefits (illness assistance, retirement for invalidity and pension for death of a participant who is still working, becomes invalid or receives illness assistance), as well as those of continued income, once granted, are of the defined benefit type.

On October 2, 2001, the Private Pension Plans Secretariat approved a contract for a solution to the technical deficit and the refinancing of the reserve to be amortized relating to the pension plans of Braslight, which were recorded in full. This is being paid in 300 monthly installments, starting from July 2001, updated by the variation of the IGP-DI inflation index and interest of 6,00% per year, totaling R$1,028,958 at 31 March, 2011 (R$1,016,185 on December 31, 2010). The effect in the consolidated results of the jointly-controlled subsidiary on March 31, 2011 is of the portion corresponding to 26.06% of this amount, as per proportional consolidation.

Table of Contents

The movement in Net liabilities has been as follows:

Holding company	Pension and retirement supplement plans Forluz	Health Plan	Dental Plan	Life Insurance
Net liabilities on December 31, 2010	42,805	28,029	1,555	23,663
Expense recognized in the Income statement	1,591	1,108	28	973
Contributions paid	(1,669)	(637)	(10)	(220)
Net liabilities on March 31, 2011	**42,727**	**28,500**	**1,573**	**24,416**
Current liabilities	3,677			
Non-current liabilities	39,050	28,500	1,573	24,416

Consolidated	Pension and retirement supplement plans Forluz	Braslight	Health Plan	Dental Plan	Life Insurance
Net liabilities on December 31, 2010	868,178	264,850	553,669	30,132	443,999
Expense recognized in the Income statement	32,337	9,915	17,229	347	13,312
Contributions paid	(33,665)	(6,583)	(12,688)	(202)	(2,747)
Net liabilities on March 31, 2011	866,850	268,182	558,210	30,277	454,564
Current Liabilities	73,757	26,597			
Non-current liabilities	793,092	241,585	558,210	30,277	454,564

The amounts recorded as Current refer to the contributions to be made by Cemig in the next 12 months for amortization of the actuarial liabilities.

20. PROVISIONS

Cemig and its subsidiaries and jointly-controlled subsidiaries are parties in court and administrative proceedings before various courts and government bodies, arising from the normal course of business, involving tax, labor-law, civil and other issues.

Actions in which the company would be debtor

The Company, its subsidiaries and jointly-controlled subsidiaries have made provisions for contingencies for legal actions in which it is considered, on the date of the financial statements, that the existence of an obligation is more likely than not.

Cemig s management believes that any disbursements in excess of the amounts provisioned, when the respective processes are completed, will not materially affect the result of operations or the individual and consolidated financial position of the Company.

Table of Contents

	Balance on 12/31/2010	Consolidated Additions / updating ( ) Reversals	Balance on 3/31/2011
Employment-law matters			
Various	114,145	2,046	116,191
Civil cases			
Personal damages	42,970	3,270	46,240
Tariff increases	25,715	2,281	27,996
Environmental	3,185	67	3,252
Other	70,364	17,960	88,324
Tax matters			
Finsocial tax	21,807	78	21,885
PIS and Cofins taxes	1,702	267	1,969
ICMS tax	24,604	2,747	27,351
Taxes and contributions demandabilities suspended			
Social Contribution tax			
Social security system	17,788	225	18,013
Other	21,347	4,929	26,276
Regulatory			
ANEEL administrative proceedings	27,280	528	27,808
Total	**370,907**	**34,398**	**405,305**

	Balance on 12/31/2010	Holding company Additions / updating ( ) Reversals	Balance on 3/31/2011
Employment-law matters			
Various	57,896	(1,265)	56,631
Civil cases			
Personal damages	15,761	635	16,396
Tariff increases	13,444	1,866	15,310
Other	45,488	(1,055)	44,433
Tax matters			
Finsocial tax	21,807	78	21,885
Taxes and contributions demandabilities suspended			
Social security system	1,226	22	1,248
Other	4,813	4,717	9,530
Regulatory			
ANEEL administrative proceedings	27,118	524	27,642
Total	**187,553**	**5,522**	**193,075**

The details on the provisions constituted are as follows:

(a) Employment-law matters

The complaints under the labor laws are basically disputes on overtime, additional amounts for dangerous work, property damages and pain and suffering.

Table of Contents

(b) ICMS tax

Since 1999, Light has been inspected on various occasions by the tax authority of Rio de Janeiro State in relation to the ICMS value added tax, charged by states. The infringement notices received so far and not paid are the subject of contestation in the administrative and legal spheres. The management, based on the opinion of its counsel and on assessing the amounts involved in the infringement notices, believes that only part of these amounts represent a risk of loss in which, on the date of the financial statements, the existence of an obligation is more likely than not, and this part is provisioned in the amount of R$104,938 (R$94,400 on December 31, 2010). The proportional part of this obligation attributable to Cemig, in proportion to its ownership in Light, is R$27,351 (R$24,604 on December 31, 2010).

(c) Social security system

In December 1999 the National Social Security Institute (INSS) issued infringement notices against Light for alleged joint liability to withhold payments at source on amounts paid for services of contractors, and the applicability of the Social Security Contribution to employees profit shares.

Light challenges the legality of Law 7787/89, which increased the Social Security contribution percentage applying to payrolls, believing that it also changed the basis of calculations of Social Security contributions during the period July to September 1989. As a result of the Provisional Remedy given by the Court, the Company has offset the amounts payable for Social Security contribution.

The company assesses the chance of loss, in the actions referred to, as probable , and the amounts provisioned for the actions brought by the INSS were a total of R$16,764 on March 31, 2011 (R$16,562 on December 31, 2010).

(d) Environmental administrative proceedings

Cemig GT was served an infringement notice by the Minas Gerais State Forests Institute (IEF), alleging that it omitted to take measures to protect the fish population, causing fish deaths, as a result of the flow and operation of the machinery of the *Três Marias* Hydroelectric Plant. The Company has presented a defense and considers the chances, on the date of the financial statements, of there being a present obligation more likely than not, in the amount of R$3,252 on March 31, 2011 (R$3,185 on December 31, 2010), which has been duly provisioned.

(e) Other

Other civil actions are primarily claims for personal damages by individuals, mainly due to accidents allegedly occurring as a result of the Company s business, and damages as a result of power outages. The provision at March 31, 2011 represents the potential loss on these claims.

Table of Contents

(f) Contingent liabilities

(I) Acts of ANEEL

ANEEL filed an administrative action against Cemig stating that the company owes R$971,380 to the federal government (R$962,572 on December 31, 2010) as a result of an alleged error in the calculation of the credits under the CRC (Results Compensation) Account, which were, in the past, used to offset amounts owed to the federal government. On October 31, 2002 ANEEL issued a final administrative decision against Cemig. On January 9, 2004 the National Treasury issued an Official Collection Notice for the amount of the debit. Cemig did not make the payment because it believed that it has arguments on the merit for defense in the Courts and, thus, has not constituted a provision for this action. The Company assesses the chances of loss in this action as possible .

(II) Social security and tax obligations indemnity of the Anuênio and profit shares.

In 2006 Cemig and its subsidiaries Cemig GT and Cemig D paid indemnities to their employees, totaling R$177,686, in exchange for the rights to future payments known as the Anuênio which would otherwise be incorporated, in the future, into salaries. The Company and its subsidiaries did not make payments of income tax and Social Security contribution in relation to this amount because they considered that these obligations are not applicable to amounts paid as indemnity. However, to avoid the risk of a future fine arising from a different interpretation by the federal tax authority and the National Social Security Institution, the company and its subsidiaries decided to file for orders of Mandamus to allow payment into Court of potential obligations under this heading, in the amount of R$121,834. These are posted in Deposits connected to legal actions.

Additionally, the Federal Revenue Service issued an Infringement Notice challenging the non-payment of the social security contributions (employer s portion) on the anuênio amount indemnified, to prevent expiry by lapse of time, in the amount of R$16,754.

In September 2006, Cemig was notified by the INSS (National Social Security System) as a result of the non-payment of the Social Security contribution on the amounts paid as profit shares in the period 2000 to 2004, representing a total of R$195,368 (R$192,707 on December 31, 2010). The Company has appealed in administrative proceedings against the decision. No provision has been made for any losses. Cemig believes it has arguments of merit for defense, and the chances of loss in this action are assessed as remote .

Table of Contents

(III) ICMS tax

Cemig was served an infringement notice, as a co-guarantor party, in relation to sales of excess electricity by industrial consumers during the period of electricity rationing, in which the Minas Gerais State Tax Authority demanded payment of the ICMS tax on these transactions, in the amount of R$51,870 (R$51,159 on December 31, 2010). If the Company does have to pay the ICMS tax on these transactions, it can charge consumers the same amount to recover the amount of the tax plus any possible penalty charge. The Company assesses the chances of loss in this action as possible .

(IV) Regulatory contingency CCEE

In an action dating from August 2002, AES Sul Distribuidora has challenged in the courts the criteria for accounting of electricity sale transactions in the wholesale electricity market during the period of rationing. It obtained a judgment in its favor in February 2006, which orders ANEEL, working with the CCEE, to comply with the claim by AES Sul and recalculate the settlement of the transactions during the rationing period, leaving out of account ANEEL s Dispatch No. 288/2002. This measure was to be put into effect in the CCEE as from November 2008, which would have resulted in an additional disbursement for Cemig, for the expense on purchase of energy in the spot market, in the CCEE, in the amount of approximately R$113,861 (R$112,838 on December 31, 2010). On November 9, 2008 the Company obtained an injunction from the Regional Federal Appeal Court suspending the obligatory nature of the requirement to deposit the amount owed arising from the Special Financial Settlement carried out by the CCEE. Because of the above, no provision was constituted for this dispute, since the Company believes it has arguments on the merit for defense against this claim. The Company assesses the chances of loss in this action as possible .

(V) Civil claims consumers

Several consumers and the Public Attorney of the State of Minas Gerais have brought civil actions against Cemig, contesting tariff increases applied in previous years, including: the tariff subsidies granted to low-income consumers, the extraordinary tariff recomposition and the inflation index used to increase the tariff for electricity in April 2003, and requesting 200% reimbursement on the amounts considered charge in error by the company. These proceeding were rejected by the courts in August 2010 and the cases were set aside, as expected by the Company s counsel.

Table of Contents

The company is defendant in legal proceedings challenging the criteria for measurement of amounts to be charged in relation to the contribution for public illumination, in the total amount of R$650,254 (R$636,723 on December 31, 2010). The Company believes that it has arguments on the merit for defense in this dispute and as a result has not constituted provision for this action. The Company assesses the chances of loss in this action as possible .

(VI) Denial of offsetting of tax credits

The Federal Revenue Service did not homologate the statement filed by the Company of offsetting of credits for payments made unduly or in excess, in the amount of R$360,804, relating to various administrative taxation proceedings on offsetting of federal taxes.

Action in which the Company is potential creditor and success is rated probable

Pasep and Cofins Widening of the calculation base

The holding company has legal proceedings challenging the enlargement (by Law 9718 of November 27, 1998) of the taxable basis for calculation of the Pasep and Cofins taxes, to apply to financial revenue and other non-operational revenues, in the period from 1999 to January 2004; and has a judgment in its favor at first instance. In the event that this action is won in the final instance (i.e. when subject to no further appeal) and we note that the Federal Supreme Court has ruled on similar proceedings in favor of the taxpayer the gain to be registered in the Income statement will be R$188,131 (R$185,906 on December 31, 2010), net of income tax and Social Contribution Tax.

21. STOCKHOLDER S EQUITY AND REMUNERATION TO STOCKHOLDERS

The Registered Capital of Cemig on March 31, 2011, is R$ 3,412,073, represented by 298,269,668 common shares and 384,144,914 preferred shares all with nominal unit value of R$5.00.

The Ordinary and Extraordinary General Meetings of Stockholders held on April 29, 2011, decided to distribute R$1,196,074 to the stockholders as dividends, comprising the obligatory dividend, of R$1,128,988, and complementary dividends of R$67,086.

The Company has dividends that will be received from its subsidiaries during 2011 for settlement of its obligations payable, including the dividends referred to above, and its other operational expenses.

Table of Contents

22. REVENUES

	Consolidated IFRS	
	3/31/2011	**3/31/2010**
Revenue from supply of electricity (a)	3,969,051	3,465,493
Revenue from use of the electricity distribution systems (TUSD)	524,375	335,042
Revenue from use of the transmission grid (b)	329,028	317,875
Other operational revenues (c)	211,783	152,379
Deductions from operational revenues (d)	(1,647,650)	(1,393,136)
Net operational revenue	**3,386,587**	**2,877,653**

(a) Revenue from supply of electricity

This table shows supply of electricity by type of consumer:

	MWh (*)		R$	
	3/31/2011	**3/31/2010**	**3/31/2011**	**3/31/2010**
Residential	2,831,408	2,350,021	1,300,117	1,127,342
Industrial	6,257,236	5,587,941	1,006,968	925,399
Commercial, services and others	1,809,749	1,472,502	741,501	642,495
Rural	536,842	503,200	151,794	140,764
Public authorities	301,685	229,729	124,048	98,174
Public illumination	322,755	287,009	78,146	73,136
Public service	355,273	309,607	96,273	90,166
Subtotal	12,414,948	10,740,009	3,498,847	3,097,476
Own consumption	15,040	11,436		
Low-income subsidy (1)			22,641	33,229
Supply not yet invoiced, net			12,451	(44,327)
	12,429,988	10,751,445	3,533,939	3,086,378
Wholesale supply to other concession holders (**)	3,410,217	3,237,078	364,724	331,127
Transactions in electricity on the CCEE	2,128,694	1,520,035	66,914	45,441
Sales under the Proinfa program	12,261	10,392	3,473	2,547
Total	**17,981,160**	**15,518,950**	**3,969,051**	3,465,493

(*) The ***MWh*** column includes the total of electricity sold by Light, in proportion to the Company s stockholding.

(**) Includes Regulated Market Electricity Sale Contracts (CCEARs) and bilateral contracts with other agents.

(1) Revenue recognized arising from the subsidy from Eletrobrás, for the discount given on tariffs charged to low-income consumers.

The amounts have been homologated by ANEEL and are reimbursed by Eletrobrás.

(b) Revenue from use of the transmission grid

	Consolidated IFRS	
	3/31/2011	**3/31/2010**
Revenue from use of the Basic Grid	289,527	291,694
System Connection Revenue	39,501	26,181
	329,028	317,875

Table of Contents

(c) Other operational revenues

	Consolidated IFRS 3/31/2011	3/31/2010
Supply of gas	126,159	89,640
Charged service	3,903	3,554
Telecoms service	39,096	29,687
Services provided	25,194	14,330
Rental and leasing	17,094	15,128
Other	337	40
	211,783	152,379

(d) Deductions from operational revenues

	Consolidated IFRS 3/31/2011	3/31/2010
Taxes on revenue		
ICMS tax	851,169	718,997
Cofins tax	353,055	313,369
PIS and Pasep taxes	76,655	68,349
Other	1,145	1,586
	1,282,024	1,102,301
Charges to the consumer		
Global Reversion Reserve RGR	43,107	42,690
Energy Efficiency Program P.E.E.	9,935	10,863
Energy Development Account CDE	122,855	110,176
Fuel Consumption Account CCC	157,302	98,942
Research and Development P&D	9,077	8,403
National Scientific and Technological Development Fund FNDCT	7,981	7,630
Energy System Expansion Research (EPE / Energy Ministry)	3,989	3,801
Emergency Capacity Charge	4,143	5,420
0.30% additional payment (Law 12111/09)	7,237	11,910
	365,626	290,835
	1,647,650	**1,393,136**

23. OPERATIONAL COSTS AND EXPENSES

	Consolidated IFRS		Holding company BRGAAP	
OPERATIONAL COSTS AND EXPENSES	**3/31/2011**	**3/31/2010**	**3/31/2011**	**3/31/2010**
Personnel (a)	281,967	294,543	10,273	9,032
Employees and managers profit shares	23,022	36,130	992	479
Post-employment obligations	30,888	27,905	2,109	2,160
Materials	18,340	28,251	55	46
Outsourced services (b)	214,649	178,221	960	1,310

Electricity bought for resale (c)	1,075,760	717,941		
Depreciation and amortization	232,797	213,904	89	45
Royalties for use of water resources	37,993	41,505		
Provisions (reversals) for operational losses (d)	41,068	23,148	5,229	(4,672)
Charges for the use of the basic transmission grid	189,614	186,921		
Gas purchased for resale	62,366	49,481		
Construction costs	49,164	56,793		
Other operational expenses, net (e)	69,497	72,592	9,693	7,327
	2,327,125	**1,927,335**	**29,400**	**15,727**

Table of Contents

	Consolidated IFRS		Holding company BRGAAP	
(a) PERSONNEL EXPENSES	**3/31/2011**	**3/31/2010**	**3/31/2011**	**3/31/2010**
Remuneration and salary-related charges and expenses	349,045	251,987	8,138	8,260
Supplementary pension contributions Defined contribution plan	16,970	17,371	974	972
Assistance benefits	30,814	30,688	851	830
	343,696	300,046	9,963	10,062
The PDV Temporary Voluntary Retirement Program	7,300	11,133	2,500	371
(-) Personnel costs transferred to Works in progress	(15,897)	(16,636)	(2,190)	(1,401)
	(61,729)	(5,503)	310	(1,030)
	281,967	**294,543**	**10,273**	**9,032**

Profit shares

The Company and its subsidiaries Cemig D and Cemig GT use, as a general criterion for provision of employees profit shares, a percentage of 3% of operational profit, adjusted for certain items specified by ANEEL in the Annual Reporting Procedure (PAC).

	Consolidated IFRS		Holding company BRGAAP	
b) OUTSOURCED SERVICES	**3/31/2011**	**3/31/2010**	**2010**	**2009**
Collection / Meter reading / Bill delivery Agents	31,220	30,181		
Communication	20,204	17,227	435	360
Maintenance and conservation of electrical facilities and equipment	43,120	42,071	6	7
Building conservation and cleaning	14,623	10,963	12	10
Contracted labor	11,912	12,851	12	2
Freight and airfares	2,322	2,096	237	193
Accommodation and meals	6,046	4,185	43	41
Security services	4,666	4,137		
Consultancy	2,164	1,645	120	554
Maintenance and conservation of furniture and utensils	6,719	4,336	5	
Maintenance and conservation of vehicles	6,362	5,366	3	3
Disconnection and reconnection	12,454	6,477		
Other	52,837	36,686	87	140
	214,649	**178,221**	**960**	**1,310**

	Consolidated IFRS	
(C) ELECTRICITY BOUGHT FOR RESALE	**3/31/2011**	**3/31/2010**
From Itaipu Binacional	221,067	203,592
Spot market	95,259	34,258
Proinfa	49,050	43,757
Bilateral contracts	112,022	80,725
Electricity acquired in Regulated Market auctions	535,948	432,469
Electricity acquired in the Free Market	151,131	
Credits of Pasep and Cofins taxes	(88,717)	(76,860)

	1,075,760	**717,941**

Table of Contents

(d) OPERATIONAL PROVISIONS	Consolidated IFRS 3/31/2011	Consolidated IFRS 3/31/2010	Holding company BRGAAP 3/31/2011	Holding company BRGAAP 3/31/2010
Pension plan premiums	(1,602)	(2,021)	(215)	(88)
Provision (reversal) for doubtful receivables	27,281	20,796		
Provision for labor-law contingencies	2,619	5,734		5,324
Provision for ANEEL administrative proceedings	528	3,563	524	880
Provision for legal contingencies civil actions	1,109	3,958	635	3,810
Provision (Reversal) for civil actions on tariff increases	1,904	(11,042)	1,866	(11,330)
Other provisions (reversals)	9,229	2,160	2,419	(3,268)
	41,068	**23,148**	**5,229**	**(4,672)**

(e) OTHER OPERATIONAL EXPENSES, NET	Consolidated IFRS 3/31/2011	Consolidated IFRS 3/31/2010	Holding company BRGAAP 3/31/2011	Holding company BRGAAP 3/31/2010
Leasings and rentals	20,052	13,425	197	275
Advertising	3,862	6,198		3
Own consumption of electricity	674	3,562		
Subsidies and donations	3,678	3,811	5	240
ANEEL inspection charge	11,170	11,889		
Concessions for consideration	5,947	5,565		
Taxes and charges (IPTU, IPVA and others)	6,849	7,099	67	62
Insurance	1,846	3,171	157	443
CCEE annual charge	1,629	1,194	1	1
TDRF (*) License fee	9			
Net loss on deactivation and disposal of assets	2,326			
Forluz Current Administration expense	7,086	5,128	3,098	270
Other expenses	4,369	11,550	6,168	6,033
	69,497	**72,592**	**9,693**	**7,327**

(*)TFDR = License Charge for use or occupation of Land adjoining Highways.

24. NET FINANCIAL REVENUE (EXPENSES)

	Consolidated IFRS 3/31/2011	Consolidated IFRS 3/31/2010	Holding company BRGAAP 3/31/2011	Holding company BRGAAP 3/31/2010
FINANCIAL REVENUES -				
Revenue from cash investments	84,981	94,093	6,922	12,746
Arrears penalty payments on electricity bills	33,588	32,464		
Monetary variations	25,180	3,435	810	
Interest and monetary updating on accounts receivable from the Minas Gerais state government	22,304	40,336		
FX variations	5,752	15,445	33	
Pasep and Cofins taxes on financial revenues	(10)	(825)		
Gains on financial instruments	23,407	465		
Adjustment to present value	2,258	9,547		
FIDC revenues			14,500	18,994
Other	6,317	40,682	1,899	3,554
	203,777	**235,642**	**24,164**	**35,294**

FINANCIAL EXPENSES				
Costs of loans and financings	(302,699)	(231,034)	(11,613)	(1,926)
FX variations	(6,548)	(22,932)	(2)	(8)
Monetary updating on loans and financings	(50,964)	(31,975)		
Monetary updating - paid concessions	(10,101)	(9,519)		
Losses on financial instruments	(33,045)	(1,203)		
Charges and monetary updating on Post-employment obligations	(32,338)	(30,358)	(1,594)	(1,499)
Amortization of goodwill premium /discount on investments	(23,028)	(12,953)	(14,226)	(8,196)
Other	(27,873)	(25,114)	(695)	(1,247)
	(486,596)	**(365,088)**	**(28,130)**	**(12,876)**
NET FINANCIAL REVENUE (EXPENSES)	**(282,819)**	**(129,446)**	**(3,966)**	**22,418**

Table of Contents

The Pasep and Cofins expenses apply to Interest on Equity.

25. TRANSACTIONS WITH RELATED PARTIES

The principal balances and transactions with related parties of Cemig and its subsidiaries are:

	Consolidated and Holding company							
	ASSETS		**LIABILITIES**		**REVENUES**		**EXPENSES**	
COMPANIES	**3/31/2011**	**12/31/2010**	**3/31/2011**	**12/31/2010**	**3/31/2011**	**3/31/2010**	**3/31/2011**	**3/31/2010**
Cemig Distribuição S.A.								
Interest on Equity, and dividends	50,842	50,842						
Affiliates and subsidiaries / parent company	4,622	4,622	3,737	3,328				
Cemig Geração e Transmissão S.A.								
Interest on Equity, and dividends	46,819	46,819						
Affiliates and subsidiaries / parent company	5,366	5,366	2,738	2,682				
Light S.A.								
Interest on Equity, and dividends	35,487	35,487						
Minas Gerais state government								
Consumers and traders (1)	6,565	8,619			18,621	19,188		
Taxes offsetable ICMS current (2)	201,802	202,523	305,977	270,990	(681,751)	(639,431)		
Accounts receivable from Minas Gerais state government CRC (3)	1,791,993	1,837,088			7,804	21,342		
Taxes offsetable ICMS Non-current (2)	72,221	69,653						
Consumers and traders (4)	35,578	39,893						
Interest on Equity, and dividends			251,426	251,426				
Debentures (5)			42,931	37,083			(5,848)	(1,107)
Receivables fund (6)			830,923	890,517				
Financings Minas Gerais Dev t Bank (7)			12,818	13,219				
Forluz								
Post-employment obligations Current (8)			100,354	99,220			(30,888)	(36,766)
Post-employment obligations Non-current (8)			2,077,728	2,061,608				
Other			31,671	62,640				
Personnel (9)							16,970	(17,371)
Current administration expense (10)							(3,870)	(5,128)
Other								
Interest on Equity	93,288	97,258						
Affiliates and subsidiaries / parent company	21,199	2,877	776	677				

Main material comments on the above transactions:

(1) Refers to sale of energy to the government of the State of Minas Gerais transactions made on terms equivalent to those which prevail in the transactions with independent parties, considering that the price of the electricity is that defined by ANEEL through a resolution referring to the company s annual tariff adjustment.

(2) The transactions in ICMS tax posted in the financial statements refer to transactions for sale of electricity and are carried out in conformity with the specific legislation of the State of Minas Gerais.

(3) Injection of the credits of the CRC into a Receivables Fund, in senior and subordinated units. For more information please see Explanatory Note 11.

(4) A substantial portion of the amount refers to the renegotiation of a debit originating from the sale of energy to Copasa, with payment scheduled up to September 2012, and financial updating by the IGP M inflation index + 0.5% per month.

(5) Private issue of non-convertible debentures for R$ 120,000, updated by the IGP M inflation index, for completion of the *Irapé* hydroelectric plant, with redemption after 25 years from the issue date. The amount at December 31, 2009 was adjusted to present value, as per Explanatory Note 22.

(6) Senior units owned by third parties, in the amount of R$ 900,000, amortized in 20 half-yearly installments, from June 2006, with monetary updating by the CDI rate plus interest of 1.7% p.a. For more information please see Explanatory Note 12.

(7) Financings of the subsidiaries *Transudeste* and *Transirapé* with maturity in 2019 (TJLP long-term interest rate + 4. 5 p.a. and UMBndes 4.54% p.a.), and of *Transleste*, in 2017 and 2025 (rates 5% p.a. and 10% p. a.).

Table of Contents

(8) Some of the contracts of Forluz are adjusted by the IPCA (Expanded Consumer Price) Inflation Index of the IBGE (Brazilian Geography and Statistics Institute), and others are adjusted based on the Salary Adjustment Index of the employees of Cemig, Cemig GT and Cemig D, excluding productivity factors, plus 6% p.a., with amortization up to 2024. For more information please see Explanatory Note 24.

(9) Cemig s contributions to the Pension Fund related to the employees participating in the Mixed Plan (see Explanatory Note 24), calculated on the monthly remunerations in accordance with the regulations of the Fund.

(10) Funds for annual current administrative costs of the Pension Fund in accordance with the specific legislation of the sector. The amounts are estimated as a percentage of the Company s total payroll.

26. FINANCIAL INSTRUMENTS

The Company s Financial Instruments are restricted to the following: Cash and cash equivalents, Cash investments, Consumers and traders, Credits receivable from the Minas Gerais State Government, Financial assets of the concession, Loans and financings, Obligations under debentures, and Currency swaps, the gains and losses obtained in the transactions being registered in full in accordance with the Accrual method.

The Company s financial instruments were recorded at fair value and are classified as follows:

- Financial instruments measured at fair value via the income statement: In this category are Cash investments and Derivative investments (mentioned in item b). They are valued at fair value and the gains or losses are recognized directly in the Income statement.

- Receivables: In this category are Cash and cash equivalents, credits receivable from consumers and traders, and credits receivable from the Government of Minas Gerais State. They are recognized at their nominal realization value, similar to the fair values.

- Loans and financings, and Obligations under debentures: These are measured at the amortized cost using the effective interest rates method.

- Derivative financial instruments: These are valued at fair value and the gains or losses are recognized directly in the income statement.

	3/31/2011		**12/31/2010**	
Financial instruments	**Book value**	**Fair value**	**Book value**	**Fair value**
Assets				
Cash equivalents	2,733,242	2,733,242	2,979,693	2,979,693
Securities cash investments	849,931	849,931	321,858	321,858

Credits from consumers	2,499,999	2,501,688	2,262,585	2,262,585
Credits from the Minas Gerais State Government	1,791,993	1,791,993	1,837,088	1,837,088
Liabilities				
Loans and financings	13,317,415	13,317,415	13,226,490	13,226,490
Derivative instruments	78,511	78,511	69,271	69,271

a) Management of risks

Management of corporate risks is a management tool that is part of Corporate Governance practices and aligned with the process of planning, which sets the strategic objectives of the Company s business.

Table of Contents

The Company has a Financial Risks Management Committee, the purpose of which is to implement guidelines and monitor the financial risk of transactions that might negatively affect the Company s liquidity or profitability, recommending hedge protection strategies in relation to foreign exchange, interest rate and inflation risks. These have effects that are in line with the Company s strategy.

A key aim of the Financial Risks Management Committee is to give predictability to the Company s cash flow and position for a maximum of 12 months, taking into account the economic scenario published by a firm of external consultants.

The principal risks to which the Company is exposed are as follows:

Exchange rate risk

Cemig and its jointly-controlled subsidiaries as a whole are exposed to the risk of increase in exchange rates, especially of the US dollar and Euro against the Real, with significant impact on indebtedness, profit and cash flow. For the purpose of reducing its exposure to increases in exchange rates, on March 31, 2011 and December 31, 2010, Cemig had hedge transactions contracted, which are described in more detail in item b .

The net exposure to exchange rates is as follows:

	Consolidated and Holding company	
EXPOSURE TO EXCHANGE RATES	**3/31/2011**	**12/31/2010**
US dollar		
Loans and financings	174,342	175,963
(+/) Contracted hedges / swaps	(44,403)	(45,426)
	129,939	130,537
Other foreign currencies		
Loans and financings Euro	11,847	12,626
Other	2,539	2,675
Net liability exposure	**14,386**	**15,301**
	144,325	**145,838**

Sensitivity analysis

Based on its financial consultants, the Company estimates that, in a probable scenario, the appreciation of the exchange rates of foreign currencies against the Real on March 31, 2012 will be 5.42% for the Dollar (i.e. to US$1:R$ 1.717) and 1.95% for the Euro (to 1:R$ 2.358). The Company has made a sensitivity analysis of the effects on its results arising from increases of 25% and 50% in the exchange rate, in relation to the scenario that it rates as probable designating these alternative scenarios as possible and remote , respectively.

Table of Contents

Risk: FX exposure	Base scenario 3/31/2011	Probable scenario	Possible scenario: FX depreciation 25%	Remote scenario: FX depreciation 50%
US dollar				
Loans and financings	174,342	183,791	229,739	275,687
( ) Contracted hedges and swaps	(44,403)	(46,810)	(58,512)	(70,214)
	129,939	**136,981**	**171,227**	**205,473**
Other foreign currencies				
Loans and financings	2,539	2,677	3,346	4,015
Euro	11,847	12,078	15,098	18,117
	14,386	**14,755**	**18,444**	**22,132**
Net liability exposure	**144,325**	**151,738**	**189,671**	**227,605**
Net effect of exchange rate depreciation		**(7,413)**	**(45,328)**	**(83,241)**

Interest rate risk

Cemig and its jointly-controlled subsidiaries were exposed to the risk of increase in international interest rates, affecting Loans and financings in foreign currency with floating interest rates (principally Libor), in the amount of R$57,860 at December 31, 2011 (R$58,905 on December 31, 2010).

As to the risk of increase in domestic Brazilian interest rates, the Company s exposure arises from its net liabilities indexed to variation in the Selic and CDI rates, as follows:

EXPOSURE TO BRAZILIAN INTEREST RATES	Consolidated 3/31/2011	12/31/2010
Assets		
Cash equivalents cash investments (Note 5)	2,637,353	2,885,088
Securities (Note 5)	849,931	321,858
	3,487,284	3,206,946
Liabilities		
Loans, financings and debentures (Note 18)	(7,857,159)	(7,655,139)
Contracted hedges / swaps (Interest rates)	(600,000)	
Contracted hedges / swaps (FX rates)	(44,403)	(45,426)
	(8,501,562)	(7,700,565)
Net liability exposure	**(5,014,278)**	**(4,815,477)**

Sensitivity analysis

In relation to the most significant risk of increase in interest rates, the Company estimates that, in a probable scenario, the Selic rate on March 31, 2012 will be 11.75%. The Company has made a sensitivity analysis of the effects on its results arising from increases of 25% and 50% in the Selic rate, in relation to the scenario that it considers as Probable designating these alternative scenarios as Possible and Remote , respectively. Variation in the CDI rate accompanies the variation in the Selic rate.

Estimation of the Scenarios for the path of interest rates will consider the projection of the Company s basic, optimistic and pessimistic scenarios, as described in the Hedging Policy.

Table of Contents

Risk: Increase in Brazilian domestic interest rates	Base scenario: Selic 10.75%	Probable scenario: Selic 11,75%	Possible scenario: Selic 14.6875%	Remote scenario: Selic 17,625%
Assets				
Cash equivalents Cash investments (Note 4)	2,637,353	2,947,242	3,024,714	3,102,186
Securities (Note 5)	849,931	949,798	974,765	999,731
	3,487,284	3,897,040	3,999,479	4,101,917
Liabilities				
Loans, financings and debentures (Note 17)	(7,857,159)	(8,780,375)	(9,011,179)	(9,241,983)
Contracted hedges / swaps (Interest rates)	(600,000)	(670,500)	(688,125)	(705,750)
Contracted hedges / swaps (FX)	(44,403)	(49,620)	(50,925)	(52,229)
	(8,501,562)	(9,500,495)	(9,750,229)	(9,999,962)
Net liability exposure	**(5,014,278)**	**(6,603,455)**	**(5,750,750)**	**(5,898,045)**
Net effect of the variation in the Selic rate		**(686,225)**	**(857,781)**	**(1,029,337)**

Credit risk

The risk arising from the possibility of Cemig and its subsidiaries incurring losses as a result of difficulty in receiving amounts billed to its clients is considered to be low. The Company carries out monitoring for the purpose of reducing default, on an individual basis, with its consumers. Negotiations are also entered into for receipt of any receivables in arrears.

In relation to the risk of the Company suffering losses resulting from declaration of insolvency by a financial institution where it makes deposits, a Cash Investment Policy was approved, and has been in force since 2004, in which each institution is analyzed according to criteria of current liquidity, degree of leverage, degree of default, profitability, and costs, and also analysis by three financial risk rating agencies. The institutions receive maximum limits of allocation of funds, and these are reviewed, both periodically and also in the event of any change in the macroeconomic scenarios of the Brazilian economy.

Energy scarcity risk

The electricity sold is generated, substantially, by hydroelectric power plants. A prolonged period of scarcity of rainfall could result in reduction of the volume of water in the reservoirs of the generation plants, limiting recovery of their volume, and resulting in losses as a result of increased costs for acquisition of energy, or reduction of revenues in the event of adoption of another rationing program, like the one put in place in 2001.

Risk of non-renewal of concessions

The Company has concessions for commercial operation of generation, transmission and distribution services, and its Management expects that they will be renewed by ANEEL and/or the Mining and Energy Ministry. If the regulatory bodies do not grant the applications for renewals of these concessions, or if they decide to renew them upon imposition of additional costs for the Company (concessions for consideration) or setting of a price ceiling, the present levels of profitability and activity could be altered.

Table of Contents

The Company has not suffered any significant negative impact as a result of events related to the risks described above.

Liquidity risk

Cemig has sufficient cash flow to cover its short-term requirements and for its program of acquisitions and investments.

The principal indicators of financial covenants, which compare the requirements for debt and cash generation (Ebitda) in the 1st quarter of 2011, show the Company s liquidity profile.

Also, just as important as the quality of the business s operational cash flow is management of the liquidity risk, with a group of methodologies, procedures and instruments that are coherent with the complexity of the business and applied in permanent control of the financial processes, so as to guarantee appropriate risk management.

The structure adopted for the management of Cemig s risks is matrix-based and decentralized, but with centralized monitoring, which generates material information with a systemic vision. This structure enables the process of management of corporate risks to interact with other components of management including: The Corporate Governance Committee, the Budget Prioritization Committee, the Energy Risks Management Committee, the Insurable Risks Committee, the Control and Management Committee, and the Financial Risks Management Committee as well as complying with the Sarbanes-Oxley Law, and the requirements of Internal Auditing.

The Financial Risk Management Committee, in particular, has as its purpose the implementation of directives to control the financial risk of transactions that could compromise the Company s liquidity and profitability.

In the operational aspect, Cemig adopts rigid and conservative principles in management of cash flow, establishing financial covenants in its Bylaws, that are more restrictive than those contained in the debt contracts, and a minimum cash amount for each one of the companies, stipulated as 5% of Ebitda.

In its management of liquidity risk, Cemig carries out permanent, and conservative, monitoring of its cash flow, in a budget-based vision, which projects balances monthly, for each one of the companies, over a period of 12 months, and monitoring of daily liquidity, which projects balances daily for 180 days.

The short-term allocations also obey rigid principles established in the Cash Investment Policy, handling up to 20% of the funds in exclusive private credit investment funds, without market risk, with the excess margin applied directly in bank CDs or repo transactions remunerated at the CDI rate.

Table of Contents

In the management of cash investments, the Company seeks to obtain profitability on its transactions based on a rigid analysis of bank credit, obeying operational limits with banks, based on assessments of the banks that take into account ratings, exposures and equity. It also seeks returns by working on lengthening of the tenors of cash investments, always on the basis of the central principle, which is control of liquidity.

b) Financial instruments Derivatives

The derivative instruments contracted by Cemig and its subsidiaries have the purpose of protecting their operations against the risks arising from foreign exchange variation and are not used for speculative purposes.

The principal amounts of the transactions in derivatives are not posted in the Balance sheet, since they refer to transactions that do not require cash payments of the principal: only the gains or losses that actually occur are recorded. On March 31, 2011 the net result of these transactions was a loss of R$9,638 (vs. loss of R$6,072 on December 31, 2010), recorded in Financial revenues (expenses).

The Company has a Financial Risks Management Committee, created to monitor the financial risks in relation to volatility and trends of inflation indices, exchange rates and interest rates that affect its financial transactions and which could negatively affect its liquidity and profitability. This Committee aims, when implementing Action Plans, to set Guidelines for proactive operation in the environment of financial risks.

Method of calculation of the fair value of positions

The fair value of cash investments has been calculated taking into consideration the market prices of the security, or market information that makes such calculation possible, and future interest rates and FX rates applying to similar securities. The market value of the security corresponds to its value at maturity, brought to present value by the discount factor obtained from the market yield curve, in Reais.

Table of Contents

This table shows the derivative instruments contracted by the subsidiaries Cemig Distribuição and Madeira Energia on March 31, 2011.

Receivable by the Company	Payable by the Company	Maturities period	Trading market	Value of principal contracted 3/31/2011	Value of principal contracted 12/31/2010	Unrealized loss: Amount according to contract 3/31/2011	Unrealized loss: Amount according to contract 12/31/2010	Unrealized loss: Fair value 3/31/2011	Unrealized loss: Fair value 12/31/2010	Accumulated effect: Amount received 3/31/2011	Accumulated effect: Amount paid 3/31/2011
Cemig Distribuição SA											
US$ FX variation + rate (5.58 % to 7.14 % p.a.)	In R$: 100% of CDI + spread (1.5% 3.01% p.a.)	April 2009 to June 2013	Over-the-counter	US$27,263	US$27,263	(73,742)	(69,366)	(75,066)	(70,565)		
Rate of 11.47 % p.a.	Rate: 96% of CDI	Matures on May 10, 2013	Over-the-counter	R$600,000		6,237		(3,445)			
Cemig GT and Madeira Energia SA											
R$ IGP-M	R$: fixed rate of 5.86%	December 2012	Over-the-counter	R$120,000	R$120,000	3,563	2,235	3,563	2,235		
Euro	Variation in Euro FX rate	February 2012	Option	R$ 2,375	R$ 2,375	33	44	33	44		
						(63,909)	**(66,987)**	**(74,915)**	**(68,186)**)		

The counterparty in the derivatives transactions of Cemig Distribuição and Madeira Energia is Banco Santander ABN, and the contracts are for FX and indexor swaps.

Sensitivity analysis

The derivative instrument described above shows that the Company is exposed to variation in the CDI rate. The Company estimates that the CDI rate on March 31, 2012 will be 11.75%. The Company has made a sensitivity analysis of the effects on its results arising from increases in the CDI rate of 25% and 50%, in relation to March 31, 2011 scenarios which it assesses as possible and remote , respectively. In these scenarios, the CDI rate at March 31, 2012 would be, respectively: 14.6875%, and 17.6250%.

a) Risk: of CDI rate differing from the Base Scenario of 11.75%

	Base scenario: Selic 11.75%	Probable scenario: Selic 11.75%	Possible scenario: Selic 14.6875%	Remote scenario: Selic 17.6250%
Risk: Increase in Brazilian domestic interest rates				
Contracts updated at 100.00% of CDI rate	44,403	49,620	50,925	52,229
Net effect of the variation in the CDI rate		**(5,218)**	**(6,522)**	**(7,826)**
Risk: Increase in US$ exchange rate				

Contracts updated at 100.00% of CDI rate	44,403	46,810	58,512	70,214
Net effect of variation of US$		**(2,408)**	**(14,103)**	**(25,799)**
Net effect		**(2,810)**	**7,587**	**17,985**

Table of Contents

b) Risk of variation of the CDI in relation to a fixed rate of 11.47% p.a.

	Base, 3/31/2011 11.28%	Probable scenario 11.28%	Possible scenario 14.10%	Remote scenario 16,92%
Risk: Increase in Brazilian domestic interest rates				
Contracts updated at 96% of CDI rate	600,000	667,680	684,600	701,520
Net effect of the variation in the CDI rate		(67,680)	(84,600)	(101,520)
Risk Fixed interest rate				
Contracts updated at 11.47% p.a.	600,000	668,820	668,820	668,820
Net effect of variation of US$		(68,820)	(68,820)	(68,820)
Net effect		**1,140**	**(15,780)**	**(32,700)**

Value and type of margin guarantees

The Company does not make margin deposits for derivative instruments.

c) Administration of capital

This table gives the ratio of debt to Adjusted Capital:

	3/31/2011	12/31/2010
Total liabilities	22,305,978	22,079,701
Cash and cash equivalents	2,733,242	2,979,693
Net debt	19,572,736	19,100,008
Total Stockholders equity	12,003,107	11,476,133
Accumulated amounts in Stockholders equity related to hedges of cash flow	801	772
Adjusted Capital	12,003,908	11,476,905
Net debt / Adjusted Capital	1.63	1.66

27. MEASUREMENT AT FAIR VALUE

The Company adopts measurement at fair value of its financial assets and liabilities. Fair value is measured at market value, based on assumptions in which the participants in the market are able to measure an asset or liability. To increase coherence and comparability, we use a hierarchy of fair value that puts the mechanism used for measurement into three levels by order of priority, as follows:

- Level 1. With active market: Quoted price A financial instrument is considered as quoted on an active market if the prices quoted are promptly and regularly made available by an exchange or organized over-the-counter market, by operators, brokers, or a market association, or by entities whose objective is to publicize prices, or by regulatory agencies, and provided that these prices represent market transactions that occur regularly between independent parties, without favoring any party.

Table of Contents

- Level 2. Without active market: Valuation technique For an instrument that does not have an active market the fair value should be ascertained using a valuation/pricing methodology. Criteria that can be used include data on the current fair price of another instrument that is substantially the same, analysis of discounted cash flow, and option pricing models. The aim of a valuation technique is to establish what would be the price of the transaction on the date of measurement in an exchange of value not affected by any extraneous interest, and motivated by business considerations.

- Level 3. Without active market: Equity security Fair value of investments in equity securities that do not have market prices quoted on an active market and of derivatives that are linked to them and which are to be settled by the delivery of non-quoted equity assets.

This is a summary of the instruments that are measured at fair value:

		Fair value at March 31, 2011		
Account line	**Balance at March 31, 2011**	**Active market quoted price (Level 1)**	**No active market Valuation technique (Level 2)**	**No active market Equity security (Level 3)**
Assets				
Cash equivalents Cash investments				
Bank deposit certificates (CDBs)	2,127,385		2,127,385	
Treasury Financial Notes (LFTs)	166,854	166,854		
Treasury Notes	114,230	114,230		
Securities				
Bank deposit certificates (CDBs)	849,931		849,931	
Liabilities				
Swap contracts	78,511		78-,511	

Methodology of calculation of fair value

a) The fair value of cash investments is calculated taking into consideration the market prices of the security, or market information that makes such calculation possible, taking into account future fixed-income market and FX rates applicable to similar securities. The market value of the security corresponds to its maturity value brought to present value by the discount factor obtained from the market yield curve in Reais.

b) Swap contracts: The criterion for marking to market of transactions in derivatives consists of establishing the present price of a transaction contracted in the past in such a way that its replacement provides the same results as a new transaction. Swaps are priced by the difference between the market values of each one of their end points, adjusted by their indexor. Pricing of a swap on its CDI (interbank CD) side is calculated from the start date of the transaction up to the date concerned, considering the future forecast for this index or made by the market on the date of measurement. Pricing of the dollar side of the Swap is adjusted by the variation in the exchange rate, using a future expectation and an embedded risk premium.

Table of Contents

28. STATEMENTS OF ADDED VALUE (DVAs)

In accordance with a requirement applied by the CVM to listed companies, and with the status of additional information for the purposes of IFRS, the Company has prepared individual and consolidated statements of added value.

These statements, which are based on macroeconomic concepts, seek to present the portion of the Group in the formation of GDP by calculation of the respective amount both added by the Group and received by other entities, and the distribution of these amounts to their employees, spheres of government, parties leasing assets, creditors under loans, financings and debt securities, controlling and non-controlling stockholders, and other remunerations that constitute transfer of wealth to third parties. The said added value represents the overall wealth created by the Group, measured by the revenues from sales of goods and services provided, less the respective inputs acquired from third parties, also including the added value produced by third parties and transferred to the entity.

29. SUBSEQUENT EVENTS

a) The 2011 Tariff Adjustment of Cemig D

On April 8, 2011 ANEEL published the result of the Tariff Adjustment of Cemig D. The Company s tariffs were differentiated by voltage level, and the average impact was an increase of 6.04%, effective on that date.

b) Acquisition of shares in Redentor Energia S.A. by Parati S.A.

On April 12, 2011, **Parati S.A.** Participações em Ativos de Energia Elétrica (Parati), a company controlled by Cemig, acquired 58,671,565 common shares, representing 54.08% of the registered capital, in **Redentor Energia S.A.** (Redentor), for a total of R$ 403,350, corresponding to a price per share of R$6.87.

Since the transaction resulted in the transfer of control of **Redentor**, **Parati** will make a public offer (the Public Offer) to acquire the remaining shares of **Redentor**, in accordance with the terms and conditions of Article 254-A of the Corporate Law, CVM Instruction 361/02, as amended, and Item 8.1 of the Listing Regulations of the *Novo Mercado* of BM&FBovespa S.A. (the *Novo Mercado*), for the same price per share that was paid to FIP-PCP.

Additionally Parati may, within a period of one year, make a public offer for acquisition of shares for the purpose of Redentor s canceling its registry for listing, and leaving the *Novo Mercado*, without the stockholders receiving the difference, if any, between the price paid in the Public Offer and the price that is paid in the offer referred to in this paragraph.

Table of Contents

30. FINANCIAL STATEMENTS SEPARATED BY COMPANY, AT MARCH 31, 2011

	HOLDING	CEMIG - GT	CEMIG-D	LIGHT	ETEP, ENTE, ERTE, EATE, ECTE	GASMIG	CEMIG TELECOM	SÁ CARVALHO	ROSAL	OUTRAS	ELIMINAÇÕ
ASSETS	**13,995,828**	**15,025,071**	**9,880,858**	**2,509,619**	**1,100,330**	**861,427**	**397,354**	**181,437**	**149,736**	**664,510**	**(10,457,(**
Cash and cash equivalents	289,104	1,506,107	464,450	97,134	40,815	62,586	67,673	3,494	8,078	193,801	
Securities Cash investments	1,055	845,144	32							3,700	
Accounts receivable	1,187,506	543,569	1,863,021	448,934	27,385	153,037		5,401	3,734	19,381	451,7
Other assets	709,290	1,129,796	2,388,618	449,410	34,009	105,154	58,600	14,081	116	38,603	(58,5
Investments / Fixed assets / Intangible assets / Financial Assets of the Concession	11,808,873	11,000,455	5,164,737	1,514,141	998,121	540,650	271,081	158,461	137,808	409,025	(10,850,3
LIABILITIES	**13,995,828**	**15,025,071**	**9,880,858**	**2,509,619**	**1,100,330**	**861,427**	**397,354**	**181,437**	**149,736**	**664,510**	**(10,457,(**
Suppliers and supplies	5,186	159,175	778,334	160,150	4,522	34,937	10,392	962	1,977	7,263	(40,4
Loans, financings and debentures	422,007	7,638,588	3,115,034	656,122	356,964	150,998	80,295			66,484	830,9
Interest on Equity, and dividends	1,153,895	46,819	50,823	35,602	36,551	21,588		2,315	1,788	36,088	(231,5
Post-employment obligations	97,217	433,376	1,379,306	268,183							
Other liabilities	314,416	1,449,241	2,036,863	478,261	99,220	189,325	15,030	50,188	4,479	62,768	(165,6
Stockholders equity	12,003,107	5,297,872	2,520,498	911,301	603,073	464,579	291,637	127,972	141,492	491,907	(10,850,3
INCOME STATEMENT											
Net operational revenue	103	1,014,087	1,725,681	478,181	66,650	100,012	31,590	12,399	9,830	57,194	(109,1
OPERATIONAL COSTS AND EXPENSES											
Personnel	(10,273)	(69,779)	(172,715)	(16,126)	(1,769)	(4,183)	(4,335)	(309)	(334)	(2,144)	
Employees profit shares	(992)	(5,191)	(16,708)				(35)	(65)	(31)		
Post-employment obligations	(2,109)	(6,946)	(21,833)								
Materials	(55)	(3,701)	(12,355)	(1,636)	160	(274)	(115)	(93)	(25)	(246)	
Raw materials											
Outsourced services	(960)	(29,724)	(145,190)	(27,011)	(3,339)	(1,281)	(5,000)	(211)	(1,012)	(3,781)	2,8
		(35,392)						(878)	(391)	(1,332)	

Royalties for use of water resources											
Electricity bought for resale		(137,818)	(757,381)	(229,761)					(43)	(285)	49,5
Charges for the use of the basic transmission grid		(57,403)	(155,246)	(29,193)				(4)	(707)	(2,280)	55,2
Depreciation and amortization	(89)	(94,705)	(94,404)	(23,663)	(335)	(5,039)	(8,900)	(1,410)	(1,097)	(3,155)	
Operational provisions	(5,229)	(61)	(18,999)	(15,969)				(5)	(50)	(755)	
Gas purchased for resale						(62,366)					
Other expenses, net	(9,693)	(22,112)	(37,302)	(44,863)	(984)	478	(3,709)	(107)	(137)	(1,765)	1,5
	(29,400)	(462,832)	(1,432,133)	(388,222)	(6,267)	(72,665)	(22,094)	(3,082)	(3,827)	(15,743)	109,1
Operational profit (loss) before Equity gain (loss) and Financial revenue (expenses)	(29,297)	551,255	293,548	89,959	60,383	27,347	9,496	9,317	6,003	41,451	
Net financial revenue (expenses)	(3,966)	(179,492)	(73,657)	(25,177)	(6,891)	3,264	(182)	(40)	93	3,229	
Profit (loss) before income tax, Soc. Cont. tax and employee profit shares	(33,263)	371,763	219,891	64,782	53,492	30,611	9,314	9,277	6,096	44,680	
Income tax and Social Contribution tax	2,863	(125,388)	(76,292)	(21,380)	(6,322)	(10,075)	(2,433)	(3,148)	(359)	(7,958)	
Net profit for the period	**(30,400)**	**246,375**	**143,599**	**43,402**	**47,170**	**20,536**	**6,881**	**6,129**	**5,737**	**36,722**	

68

Table of Contents

31. INCOME STATEMENTS SEPARATED BY ACTIVITY, AT MARCH 31, 2011

ITEM	GENERATION	ELECTRICITY TRANSMISION	DISTRIBUTION	GAS	TELECOMS	OTHER	ELIMINATION	TOTAL
OPERATIONAL REVENUE								
Revenue from supply of electricity	1,059,651		1,870,276				(51,817)	**2,878,110**
Revenue from use of the network Captive Consumers			1,090,941					**1,090,941**
Revenue from use of the grid Free Consumers	58,453	316,270	536,905				(58,226)	**853,403**
Other operational revenues	2,003	1,159	30,413	126,159	39,096	15,049	(2,096)	**211,783**
Gross revenue from sales and/or services	1,120,107	317,429	3,528,536	126,159	39,096	15,049	(112,139)	**5,034,237**
DEDUCTIONS FROM OPERATIONAL REVENUES	(228,753)	(59,617)	(1,324,674)	(26,147)	(7,505)	(955)		**(1,647,650)**
NET OPERATIONAL REVENUE	**891,353**	**257,812**	**2,203,862**	**100,012**	**31,590**	**14,095**	**(112,139)**	**3,386,587**
COST OF ELECTRICITY SERVICE								
COST OF ELECTRICITY AND GAS								
Electricity bought for resale	(138,145)		(987,142)				49,528	**(1,075,760)**
Charges for use of the transmission system	(63,360)	(34)	(184,438)				58,218	**(189,614)**
Gas purchased for resale				(62,366)				**(62,366)**
Total cost of electricity and gas	**(201,505)**	**(34)**	**(1,171,581)**	**(62,366)**			**107,747**	**(1,327,739)**
OPERATIONAL COSTS AND EXPENSES								
Personnel and managers	(40,447)	(31,864)	(188,841)	(4,183)	(4,335)	(12,298)		**(281,967)**
Employees profit shares	(3,730)	(1,557)	(16,708)		(35)	(992)		**(23,022)**
Private pension plan entity	(6,946)		(21,833)			(2,109)		**(30,888)**
Materials	(2,569)	(1,322)	(13,991)	(274)	(115)	(69)		**(18,340)**
Raw materials and inputs for generation								
Outsourced services	(24,878)	(12,638)	(172,200)	(1,281)	(5,000)	(1,511)	2,860	**(214,649)**
Depreciation and amortization	(89,942)	(10,720)	(118,067)	(5,039)	(8,900)	(129)		**(232,797)**
Operational provisions	1,445	(2,304)	(34,968)			(5,241)		**(41,068)**
Royalties for use of water resources	(37,993)							**(37,993)**
Other	(18,560)	(6,757)	(82,167)	479	(3,709)	(9,480)	1,533	**(118,661)**

Total Cost of operation	**(223,621)**	**(67,162)**	**(648,774)**	**(10,299)**	**(22,094)**	**(31,828)**	**4,393**	**(999,385)**
TOTAL COST	**(425,126)**	**(67,196)**	**(1,820,355)**	**(72,665)**	**(22,094)**	**(31,828)**	**112,139**	**(2,327,125)**
Operational profit before Equity gain (loss) and Financial revenue (expenses)	466,227	190,617	383,507	27,347	9,496	(17,733)		**1,059,462**
FINANCIAL REVENUES (EXPENSES)	(92,348)	(91,407)	(98,834)	3,264	(182)	(3,311)		**(282,819)**
Profit (loss) before income tax, Social Cont. tax and employee profit shares	**373,879**	**99,210**	**284,673**	**30,611**	**9,314**	**(21,045)**		**776,643**
Income tax and Social Contribution tax	(124,913)	(13,225)	(78,721)	(10,075)	(2,588)	(1,569)		**(231,091)**
Deferred income tax and Social Contribution tax	**8,882**	**(12,218)**	**(18,951)**		**155**	**2,731**		**(19,401)**
Minority interests								
NET PROFIT FOR THE PERIOD	**257,848**	**73,767**	**187,001**	**20,536**	**6,881**	**(19,883)**		**526,151**

Table of Contents

ECONOMIC AND FINANCIAL PERFORMANCE CONSOLIDATED

Adoption of International Financial Reporting Standards

The results below are reported under the new Brazilian accounting practices, resulting from the process of harmonization of Brazilian accounting rules with International Financial Reporting Standards. For this reason the results for the first quarter of 2010 have been restated to reflect these changes and to allow comparability with the first quarter of 2011.

Profit in the period

Cemig reports consolidated net profit for 1Q11 of R$526,151, which compares with R$520,066 in 1Q10, an increase of 1.17% . This mainly reflects the higher revenue due to volume of electricity sold being 3.11% higher year-on-year, in turn mainly due to higher industrial activity; and also to revenue from use of the grid being 3.51% higher year-on-year, principally because of the addition of the transmission company *Taesa* to the network in May 2010.

(Method of calculation not reviewed by external auditors)

Cemig s Ebitda in 1Q11 was 11% higher than in 1Q10.

EBITDA - R$ 000	**3/31/2011**	**3/31/2010**	**Change, %**
Profit (loss) for the year	526,151	520,066	1.17
+ Provision for income tax and Social Contribution tax	250,492	300,806	(16,73)
+ Financial revenues (expenses)	282,819	129,446	118.48
+ Depreciation and amortization	232,797	213,904	8.83
= Ebitda	**1,292,259**	**1,164,222**	**11.00**

The higher Ebitda in 1Q11 than in 1Q10 mainly reflects Revenue 17.69% higher, partially offset by Operational costs and expenses (excluding depreciation and amortization) 22.23% higher. The higher Operational costs and expenses in 1Q11 than in 1Q10 are reflected in Ebitda margin, which was 40.46% in 1Q10, and 38.16% in 1Q10.

Revenue from supply of electricity

Gross revenue from supply of electricity in 1Q11 was R$3,969,051, 14.53% more than in 1Q10 (R$3,465,493).

Table of Contents

Final consumers

The revenue from electricity sold to final consumers in 1Q10, excluding the group s own consumption, was R$3,498,847, compared to R$3,097,476 in the first quarter of 2010. The main factors in this result are:

- The volume of energy invoiced to final consumers (excluding Cemig s own consumption) was 15.60% higher.

- There was a tariff increase for Cemig D with average effect on consumer tariffs of 1.67%, effective April 8, 2010.

- There were price adjustment in contracts for sale of electricity, most of which are indexed to the IGP M inflation index.

- Is spite of these effects, revenue was up 14.53%, mainly because of the impacts arising from regulatory assets and liabilities that were transferred to the tariffs in the periods concerned.

Electricity sold to final consumers (MWh)

(Data not reviewed by external auditors)

Consumption by consumer category	**1st quarter 2011**	**MWh** **1st quarter 2010**	**Change %**
Residential	2,831,408	2,350,021	20.48
Industrial	6,257,236	5,587,941	11.98
Commercial, services and others	1,809,749	1,472,502	22.90
Rural	536,842	503,200	6.69
Public authorities	301,685	229,729	31.32
Public illumination	322,755	287,009	12.45
Public service	355,273	309,607	14.75
Total	**12,414,948**	**10,740,009**	**15.60**

Wholesale revenue

The volume of electricity sold to other concession holders in 1Q11 was 5.35% higher than in 1Q10, and average price in these sales was 4.56% higher, at R$106.95/MWh in 2011, compared to R$102.29/MWh in 2010. As a result, revenue from wholesale supply to other concession holders was 10.15% higher year-on-year, at R$364,724 in 2011, than in 2010 (R$331,127). Revenues from energy sold to other concession holders totaled R$3,410,217 in 1Q11, compared to R$3,237,078 million in 1Q10.

Revenue from use of the electricity distribution systems (TUSD)

The revenue from the TUSD (Tariff for Use of the Distribution System), received by Cemig D and Light, was 56.51% higher in 1Q11, at R$524,375, compared to R$335,042 in 1Q10. This revenue comes from charges made to Free Consumers on energy sold by other agents of the electricity sector, and its increase arises from a higher volume of transport of energy for free consumers, a consequence of the recovery of industrial activity and of migration of captive clients to the free market.

Table of Contents

Revenue from use of the transmission grid

Revenue from use of the network, at R$329,028, was 3.51% (R$11,153) higher year-on-year than in 1Q10 (R$317,875).

This revenue is from the transmission capacity of Cemig GT made available to the national grid, and also from the jointly-controlled transmission subsidiaries, among which we highlight the transmission groups known as TBE and Taesa.

The increase in this revenue in 2011 is mainly due to acquisition of an interest in Taesa, in May 2010, through a public offer to acquire shares, which increased these revenues in 1Q11.

Deductions from operational revenues

Deductions from operational revenues in 1Q11 totaled R$1,647,650, or 18.27% more than in 1Q10 (R$1,393,136). The main variations in these deductions from revenue between the two years are:

The Fuel Consumption Account CCC

The deduction for the CCC charge was R$157,302 in 1Q11, compared to R$98,942 in 1Q10, an increase of 58.98% . This charge is for the costs of operation of the thermal plants in the national grid and in the isolated systems. It is prorated between electricity concession holders, on a basis set by an ANEEL Resolution.

This is a non-controllable cost: in the distribution activity, the difference between the amounts used as a reference for calculation of tariffs and the cost actually incurred is compensated for in the next tariff adjustment. For the portion relating to transmission services the Company charges the CCC amount to Free Consumers on their invoices and passes it on to Eletrobrás.

CDE Energy Development Account

The deduction from revenue for the CDE charge was R$122,855 in 1Q11, compared to R$110,176 in 1Q10, an increase of 11.51% . These payments are specified by a Resolution issued by the regulator, ANEEL. This is a non-controllable cost: in the distribution activity, the difference between the amounts used as a reference for calculation of tariffs and the cost actually incurred is compensated for in the next tariff adjustment. For the portion related to transmission services the Company merely acts as a channel for the CDE amount, charging it to Free Consumers on their invoices and paying it on to Eletrobrás.

The other deductions from revenue operate as taxes, calculated as a percentage of amounts invoiced. Hence their variations are substantially proportional to the changes in revenue.

Table of Contents

Operational costs and expenses (excluding Financial revenue/expenses)

Operational costs and expenses (excluding Net financial revenue (expenses)) totaled R$2,327,125 in 1Q11, 20.74% more than in 1Q10 (R$1,927,535). This is mainly due to increases in the costs of Electricity bought for resale, and Outsourced services. There is more information on this in Explanatory Note 23 to the Consolidated Quarterly Information.

The following paragraphs outline the main variations in expenses:

Electricity bought for resale

The expense on electricity bought for resale in 1Q11 was R$1,075,760, or 49.84% more than in 1Q10 (R$717,941). The higher amount is basically due to a higher volume of selling activity by Cemig GT reflected in higher revenues in the distribution activity. This is a non-controllable cost: in the distribution activity, the difference between the amounts used as a reference for calculation of tariffs and the cost actually incurred is compensated for in the next tariff adjustment. There is more information on this in Explanatory Note 23 to the Consolidated Quarterly Information.

Charges for use of the transmission grid

The expense on charges for use of the transmission network in 1Q11 was R$189,614, 1.44% more than in 1Q10 (R$186,921).

These charges, set by an ANEEL Resolution, are payable by electricity distribution and generation agents for use of the facilities that are components of the national grid. This is a non-controllable cost: in the distribution activity, the difference between the amounts used as a reference for calculation of tariffs and the cost actually incurred is compensated for in the next tariff adjustment.

Personnel

Personnel expenses totaled R$281,967 in 1Q11, 4.27% less than in 1Q10 (R$294,543). This is largely due to the reduction of the number for employees from 2010 to 2011, as a result of the Company s Voluntary Retirement Program, the effect being partly offset by the average salary increase of 7% agreed in November 2010, in the negotiations for the annual Collective Work Agreement for 2010 11.

Depreciation and amortization

Depreciation and amortization was 8.83% higher year-on-year: R$232,797 in 1Q11, compared to R$213,904 in 1Q10. The increase effectively reflects the Company s increased investment program, mainly in the distribution business.

Table of Contents

Post-employment obligations

Expenses on post-employment obligations totaled R$30,888 in 1Q11, 10.69% more than in 1Q10 (R$27,905). This expense represents the updating of the obligation, calculated in accordance with an actuarial opinion prepared by external consultants.

Operational provisions

Operational provisions totaled R$41,068 in 1Q11, compared to R$23,148 in 1Q10, an increase of 77.42% . The higher figure mainly reflects a reversal of R$11,042 in 1Q10, of the provision for civil lawsuits on the subject of tariff increases, due to finalization of the cases. Further information is given in Explanatory Note 23 to the Consolidated Quarterly Information.

Gas purchased for resale

The cost of gas purchased for resale was R$62,366 in 1Q11, 26.04% higher than in 1Q10 (R$49,481). This mainly reflects higher quantity of gas bought by Gasmig since Gasmig sold more gas in 1Q11, as a consequence of increased industrial activity.

Financial revenues (expenses)

The company posted net financial expenses of R$282,819 for 1Q11, which compares with net financial expenses of R$129,446 in 1Q10. The main factors in this financial result are:

- Higher expense on costs of loans and financings: R$302,699 in 1Q11, compared to R$231,034 in 1Q10. The higher figure reflects entry of new financings, one of the most important being the raising of R$600,000 by Cemig D in May 2010; and also the higher aggregate CDI rate over 1Q11 than in 1Q10 the result of the increase in the Selic Rate by the Central Bank.

- Increase in the expense of monetary variation on Loans and financings in Brazilian currency: R$50,964 in 1Q11, compared to R$31,975 in 1Q10. This increase is due, substantially, to the higher volume of funds indexed to the IPCA in first quarter 2011 than in 1Q10, arising from financings obtained at the end of 1st quarter 2010.

For a breakdown of financial revenues and expenses, please see Explanatory Note 24 to the Consolidated Quarterly Information.

Income tax and Social Contribution tax

In 1Q11, Cemig posted expenses on income tax and Social Contribution tax of R$250,492, which was 32.25% of the pre-tax profit of R$776,643. In 1Q10, Cemig posted expenses on income tax and Social Contribution tax of R$300,806, representing 36.65% of the pre-tax profit of R$820,872. These effective rates are reconciled with the nominal rates in Note 8 to the Consolidated Quarterly Information.

Table of Contents

OTHER INFORMATION THAT THE COMPANY BELIEVES TO BE MATERIAL

(Data not reviewed by external auditors)

Investor Relations

In 2010, through strategic activities aiming to enable investors and stockholders to make a correct valuation of our businesses and our prospects for growth and addition of value, we increased Cemig s exposure to the Brazilian and global capital markets as a leading company in its sector.

We keep up a constant and proactive flow of communication with Cemig s investor market, strengthening our credibility, seeking to increase interest in our securities and ensure that investors are satisfied with them.

Our results are published in presentations given by video webcasts and conference calls, with simultaneous translation into English, at which members of the Executive Board are always present developing an increasingly transparent relationship, in line with the best corporate governance practices.

To serve our stockholders, who are spread over 40 countries, and facilitate optimum coverage of investors, Cemig was present in Brazil and worldwide at innumerable seminars, conferences, investor meetings, congresses, and roadshows; and also held video and telephone conference calls with analysts, investors and other parties interested in the capital markets.

At the end of May, for the 15th year running, we held our now traditional Cemig Meeting with the Capital Markets and Investors, together with Apimec, the Brazilian Capital Markets and Analysts Association, in the town of Belo Horizonte, Minas Gerais, where these professionals once again had the opportunity to interact with the Company s directors and principal executives.

Corporate governance

Our corporate governance model is based on principles of transparency, equity and accountability, focusing on clear definition of the roles and responsibilities of the Board of Directors and the Executive Board in the formulation, approval and execution of policies and guidelines for managing the company s business.

We seek sustainable development of the Company through balance between the economic, financial, environmental and social aspects of our enterprises, aiming to improve the relationship with our stockholders, clients, and employees, the public at large and other stakeholders.

Cemig s preferred and common shares have been listed under Corporate Governance Level 1 on the São Paulo Stock Exchange since 2001 (with tickers CMIG3 and CMIG4

75

Table of Contents

respectively). This classification represents a guarantee to our stockholders of optimum reporting of information, and also that stockholdings are relatively widely dispersed.

Because Cemig has ADRs (American Depository Receipts) listed on the New York Stock Exchange representing both the preferred shares (with ticker CIG) and the common shares (with ticker CIG.C) it is also subject to the regulations of the US Securities and Exchange Commission (SEC) and the New York Stock Exchange Listed Companies Manual.

Our preferred shares have been listed on the Latibex of the Madrid stock exchange (with ticker XCMIG) since 2002.

Since the end of 2006 our material procedures related to preparation of the Consolidated Financial Statements have been compliant with the requirements of Section 404 of the Sarbanes-Oxley law of the US.

As well as our dividend policy, our bylaws include the targets of the Strategic Plan, as follows :

- to keep consolidated indebtedness equal to or less than 2 times Ebitda.

- to keep the consolidated ratio (Net debt) / (Net debt + Stockholders equity) equal to or less than 40%.

- to limit consolidated funds in Current assets to 5% of Ebitda.

- consolidated funds allocated to capital expenditure in each business year to be limited to 40% of Ebitda (exceptionally, 65% in 2006 and 55% in 2007).

- to invest only in distribution, generation and transmission projects which offer real minimum internal rates of return equal to or greater than those specified in the company s Long-Term Strategic Plan, subject to the legal obligations.

- to limit the expenses of the subsidiary Cemig Distribuição (Cemig D), and of any subsidiary which operates in distribution of electricity, to amounts not greater than the amounts recognized in the tariff adjustments and reviews.

- The Board of Directors may authorize numbers in excess of these standards, in response to temporary needs, up to the following limits:

- consolidated debt: maximum of 2.5 times Ebitda.

- consolidated ratio (Net debt) / (Net debt + Stockholders equity): maximum of 50%.

- consolidated funds in Current assets: maximum of 10% of Ebitda.

Table of Contents

Board of Directors

Meetings

Our Board of Directors met 27 times in 2010, to discuss strategic planning, expansion projects, acquisition of new assets, and various other investments, among other subjects.

Membership, election and period of office

The present Board of Directors was elected on April 29, 2010, by the cumulative voting method, as specified by Article 141 of Law 6404 of December 15, 1976, as amended.

The periods of office of the present members of the Board of Directors expire at the Annual General Meeting of Stockholders to be held in 2012.

Principal responsibilities and attributions:

The Board of Directors has the following responsibilities and attributions, as well as those conferred on it by law:

- Decision, before signing, on any contract to be entered into between Cemig and any stockholders or their parent companies.

- Decision on any sale of assets, loans or financings, charge on the company s property, plant or equipment, guarantees to third parties, or other legal acts or transactions, with value of R$ 5 million or more.

- Authorization for issuance of securities in the domestic or external market to raise funds.

- Approval of the Long-term Strategic Plan, and revisions of it, and of the Multi-year Strategic Implementation Plan and revisions of it, and the Annual Budget.

Since 2006 Cemig has had **committees**, made up of members of the Board of Directors, to discuss and analyze matters to be decided by the Board, as follows:

1. The Board of Directors Support Committee;
2. The Corporate Governance and Sustainability Committee;
3. The Human Resources Committee;
4. The Strategy Committee;
5. The Committee for Business Development and Corporate Control of Subsidiaries and Affiliates; and,
6. The Finance, Audit and Risks Committee.

Qualification and remuneration

The members of the Board of Directors have training and experience in a wide range of areas (business administration, engineering, law, diplomacy, etc.), and very broad experience in business management. Their remuneration is on average 20% of that of the Chief Officers, and does not include any share purchase options.

Table of Contents

Information on the composition of the Board of Directors, and the résumés of its members, are available on our website: http://ri.cemig.com.br

Audit Committee

As well as the Brazilian Corporate Law, in relation to the requirements of the Sarbanes-Oxley law, to which we are subject due to our shares being registered with the US Securities and Exchange Commission (SEC), the capital markets regulator of the United states, we opted for the exemption allowed by the Exchange Act, rule 10-3A, and regulated by SEC release 82-1234, which accepts the activity of the Audit Board as an alternative to the Audit Committee specified by the Sarbanes-Oxley law.

The Executive Board

The Executive Board is made up of eleven members whose individual functions are set by the company s Bylaws. They are elected by the Board of Directors for periods of office of three years. They may be reelected; they may also be dismissed at any time by the Board of Directors.

Members are allowed also to hold simultaneous non-remunerated positions in the management of wholly-owned subsidiaries, subsidiaries or affiliates of Cemig, on decision by the Boards of Directors of those companies. They are also, obligatorily, members, with the same positions, of the Boards of Directors of Cemig GT (Generation and Transmission) and Cemig D (Distribution).

The periods of office of the present Chief Officers expire at the first meeting of the Board of Directors held after the Ordinary General Meeting of Stockholders of 2012.

The members of the Executive Board and brief résumés are on our website: http://ri.cemig.com.br.

The Chief Officers have individual responsibilities established by the Board of Directors and the Bylaws, including:

Current management of the company s business, complying with the Bylaws, the Long-Term Strategic Plan, the Multi-year Strategic Implementation Plan and the Annual Budget;

Decision on any disposal of goods, loans or financings; charges on any of the company s property, plant or equipment; guarantees to third parties; or other legal acts or transactions, in all cases for amounts less than R$ 14 million.

The Executive Board normally meets weekly. In 2010 it held 65 meetings.

A list of the names and summary resumes of its members is available on our website: http://ri.cemig.com.br.

Table of Contents

Audit Board

Meetings

The Audit Board held 11 meetings in 2010.

Membership, election and period of office

We have a permanent Audit Board, made up of five sitting members and their respective substitute members. They are elected by the Annual General Meeting of Stockholders, for periods of office of one year, and may be reelected. They are:

one elected by the holders of the preferred shares;

one elected by holders of common shares other than those of the controlling group and representing at least 10% of the registered capital; and

three elected by the majority stockholder.

The members of the Audit Board are listed on our website: http://ri.cemig.com.br.

Principal responsibilities and attributions:

As well as the attributions specified by Law 6404 of December 15, 1976, as amended, in relation to the Sarbanes-Oxley law to which we are subject due to our shares being registered with the Securities and Exchange Commission (SEC), the capital markets regulator of the United states we opted to exercise the exemption allowed by Rule 10-3A of the Exchange Act, regulated by SEC Release 82-1234, which accepts the activity of the Audit Board as an alternative to the Audit Committee as defined by the Sarbanes-Oxley law.

Qualification and remuneration

The Audit Board is a multi-disciplinary body, made up of members with various competencies (accounting, economics, business administration, and others). Their remuneration is 10% of the average earned by the Chief Officers.

Résumé information on its members is on our website: http://ri.cemig.com.br.

The Sarbanes-Oxley Law

Cemig obtained the first certification of its internal controls for mitigation of risks associated with the preparation and disclosure of the financial statements issued in accordance with Section 404 of the Sarbanes-Oxley Law and the rules of the Public Company Accounting Oversight Board (PCAOB). It is included in the 20-F Form relating to the business year ending December 31, 2006, filed with the US Securities and Exchange Commission (SEC) on July 23, 2007.

Table of Contents

A link was established between the controls and the potentially significant accounting records, in the financial statements for 2009. Also, the design of the processes and key controls for ensuring mitigation of the risks associated with the preparation and disclosure of the financial statements for the year ended December 31, 2009 was validated.

Management of corporate risks

Corporate risk management is a management tool that is an integral part of our corporate governance practices. For it to have maximum efficacy, and for it to be more easily included in the organization s culture, we aim to align it with the company s process of Strategic Planning which defines the strategic objectives of the company s business. Other instances of management that relate to corporate risk management include: The Corporate Governance Committee, Compliance with the Sarbanes-Oxley Law, the Budget Prioritization Committee, Internal Auditing, the Energy Risks Management Committee, the Insurable Risks Committee, and the Control and Management Committee.

Cemig s corporate risks management structure was put in place in 2003. The risks matrix was revised for the first time in 2004, and a second time in 2005-6, aiming to identify changes in relation to the level of performance expected for each process. The result has been a perceived improvement in the effectiveness of the strategic controls, a commitment to implementation of the mitigating action plans proposed and, consequently, reduction of the financial impact and the probability of occurrence of innumerable risks.

The method for measurement of risks that Cemig has chosen is the ORCA method, which was put in place with the assistance of external consultants, based on four dimensions: objectives, risks, internal controls, and alignment.

To ensure safety, confidentiality of information, and speed in the process of periodic revision and review of the matrix of corporate risks, we use the SGIR (Integrated Risk Management System) application, which embodies the methodology referred to above. Cemig also has a site giving employees access to information on the subject, which enables the risks identified by managers to be continuously and dynamically monitored.

Functional structure

The main determining factor for the option adopted for functional structure is decentralized management by Risk Managers. This expresses the corporative and matricidal nature of the function, with monitoring centralized by the Corporate Risk Management Unit, which generates relevant information with a systemic view and meets the demands of the Corporate Risk Management Committee. The Committee analyzes and prioritizes the actions established by the Board of Directors and the Executive Board.

Table of Contents

Challenges

The main challenges to be faced by corporate risk management in Cemig are:

Improvement of the methodology of calculation of financial exposure risks, to provide the maximum possible objectivity for the assessment made by managers, offering senior management maximum security in the process of taking decisions. The results expected are: improvement in the quality of the information related to the matrix, and guarantee of compliance with the directive guidelines that arise from the Corporate Risk Management Policy.

Creation of standard reports, to meet the needs of various decision levels in the company.

Statement of Ethical Principles and Code of Professional Conduct

The approval by Cemig s Board of Directors, in May 2004, of the Statement of Ethical Principles and Code of Professional Conduct (http://ri.cemig.com.br), established a list of 11 principles of ethical conduct and value incorporated into Cemig s company culture, and was an important step in perfecting the company s internal system of corporate government and increasing our overall corporate transparency.

Cemig s Ethics Committee was created on August 12, 2004, to coordinate all actions relating to management of the Declaration of Ethical Principles and Code of Professional Conduct. This includes assessment and decision on any possible non-compliances with the document.

In December 2006 we created the Information Channel, to be used only by Cemig employees and workers. It enabled the Ethics Committee to receive anonymous reports, via an open channel on our intranet the Anonymous Information Channel. These reports can deal with any type of irregular practice contrary to the Company s interest, such as: financial fraud, including unauthorized alteration of documents, changing or suppression of financial, tax or accounting documents; undue appropriation of goods or resources; receipt of undue advantage by managers or employees; irregular contracting; or other illegal practices.

The Ethics Committee

This was created on August 12, 2004, with three sitting members and three substitute members, and is responsible for management (interpreting, publicizing, applying and updating) of the Code of Professional Conduct.

It can receive and investigate any reports of violations of the ethical principles and rules of conduct, provided they are presented in a written document signed by the interested party. They are sent to the address: Cemig, Av. Barbacena 1200, SA/17°/B2 accompanied by indication of the corresponding means of proof (witnesses,

Table of Contents

documents or other appropriate and sufficient means). They can also be sent by email or telephone the address and phone number are well known to all the company s employees.

In December 2006 we put in place our Anonymous Information Channel, available on the corporate intranet, the purpose of which is to receive, submit and process accusations of irregular practices, such as financial fraud, undue appropriation of assets, receipt of irregular advantages or illegal contracting. This channel is one more step for the company in the direction of improving transparency, correct behavior and the concept of corporate governance within Cemig. This new instrument of corporate governance improves the management of our employees and of our business, and reaffirms our ethical principles.

The Statement of Ethical Principles and Code of Professional Conduct of Cemig is based on 11 Principles, which express the ethical conduct and values incorporated into its culture. It is available on our website: http://ri.cemig.com.br.

Table of Contents

POSITION OF STOCKHOLDERS WITH MORE THAN 5% OF THE VOTING STOCK ON

MARCH 31, 2011

STOCKHOLDERS	COMMON SHARES (thousands)	%	PREFERRED SHARES (thousands)	%	TOTAL SHARES (thousands)	%
State of Minas Gerais	151,993,292	50.96		0.00	151,993,292	22.27
Other entities of Minas Gerais State	40,197	0.01	7,057,472	1.84	7,097,669	1.00
Total, controlling stockholder	152,033,489	50.97	7,057,472	1.84	159,090,961	23.31
AGC Energia S/A	98,321,592	32.96		0.00	98,321,592	14.41

Note: The stockholder AGC Energia S.A. is 100% controlled by Andrade Gutierrez Concessões S.A., a company registered for listing with the CVM (Brazilian Securities Commission).

Table of Contents

SHARES OF THE CONTROLLING STOCKHOLDER, SENIOR MANAGEMENT AND

MEMBERS OF THE AUDIT BOARD

	31.03.2011		31.03.2010	
	ON	PN	ON	PN
CONTROLLING STOCKHOLDER	152,033,489	7,057,472	138,212,264	6,415,884
Board of Directors	2,324	1,188	109	438
Adriano Magalhães Chaves	1		1	
Antônio Adriano Silva	1		1	
Arcângelo Eustáquio Torres Queiroz	1			
Cezar Manoel de Medeiros	1		1	
Djalma Bastos de Morais		55		50
Dorothea Fonseca Furquim Werneck	1			
Eduardo Borges de Andrade		1		
Fernando Henrique Schüffner Neto		424		386
Francelino Pereira dos Santos	1		1	
Franklin Moreira Gonçalves	1		1	
Guilherme Horta Gonçalves Junior	1		1	
Guy Maria Villela Paschoal	11		10	
João Camilo Penna	1	1	1	1
Lauro Sérgio Vasconcelos David	1		1	
Luiz Antônio Athayde Vasconcelos	1		1	
Luiz Carlos Costeira Urquiza	1			
Marco Antônio Rodrigues da Cunha	1		1	
Maria Estela Kubitschek Lopes	1		1	
Newton Brandão Ferraz Ramos	1			
Otávio Marques de Azevedo		1		
Paulo Márcio de Oliveira Monteiro		421		
Paulo Roberto Reckziegel Guedes		1		
Paulo Sérgio Machado Ribeiro	96	1	88	1
Renato Torres de Faria		1		
Ricardo Antônio Mello Castanheira	1			
Ricardo Coutinho de Sena		1		
Saulo Alves Pereira Júnior		1		
Tarcísio Augusto Carneiro	2,201	280		

	STOCK POSITION			
	31.03.2011		31.03.2010	
NAME	ON	PN	ON	PN
EXECUTIVE BOARD	9	696	7	634
Djalma Bastos de Morais		55		50
Arlindo Porto Neto	1		1	
Fernando Henrique Schüffner Neto		424		386
Frederico Pacheco de Medeiros	1			
Fuad Jorge Noman Filho				
José Carlos de Mattos				
José Raimundo Dias Fonseca				
Luiz Fernando Rolla	6		6	
Luiz Henrique de Castro Carvalho				
Luiz Henrique Michalick		217		198
Maria Celeste Morais Guimarães	1			

AUDIT BOARD	4,400	
Aliomar Silva Lima		
Ari Barcelos da Silva		
Aristóteles Luiz Menezes Vasconcellos Drummond		
Helton da Silva Soares		
Luiz Guaritá Neto		
Marcus Eolo de Lamounier Bicalho		
Newton de Moura		
Rafael Cardoso Cordeiro	4,400	
Thales de Souza Ramos Filho		
Vicente de Paulo Barros Pegoraro		

Table of Contents

FREE FLOAT (shares in circulation)

(other than shares owned by the State of Minas Gerais) (*)

DATE	ON (common) shares	%	PREFERRED SHARES (thousands)	%	Total ++TOTAL SHARES++	%
31.03.2011	146,233,846	49.03	376,794,638	98.09	523,028,484	76.64
31.03.2010	132,934,068	49.03	342,541,418	98.09	475,475,486	76.64

(*) Changes in numbers of shares arise from corporate action and/or events during 2010.

Table of Contents

REPORT ON REVIEW OF THE QUARTERLY INFORMATION

To the Board of Directors and Stockholders of

Companhia Energética de Minas Gerais Cemig

Belo Horizonte, Minas Gerais

Introduction

We have reviewed the interim individual and consolidated accounting information of Companhia Energética de Minas Gerais Cemig, contained in the Quarterly Information (ITR) Form, relating to the quarter ending on March 31, 2011. This comprises the balance sheet and the related income statements, statement of comprehensive income, statement of changes in stockholders equity and statements of cash flows for the quarter ending on that date, including the explanatory notes.

The management is responsible for preparation of the individual interim accounting statements in accordance with Technical Pronouncement CPC 21 *Interim Reporting*; for preparation of the consolidated interim accounting information in accordance with CPC 21 and the international rules of IAS 34 *Interim Financial Reporting*, issued by the International Accounting Standards Board IASB; and also for the presentation of that information in a way that is coherent with the rules issued by the Brazilian Securities Commission (CVM *Comissão de Valores Mobiliários*) that are applicable to preparation of the Quarterly Information (ITR). Our responsibility is to express a conclusion on this interim accounting information based on our review.

Scope of the review

We have conducted our review in accordance with the Brazilian and international rules on review of interim information (NBC TR 2410 *Review of Interim Information by the Entity s Auditor*, and ISRE 2410 *Review of Interim Financial Information Performed by the Independent Auditor of the Entity*, respectively). A review of the interim information consists of: asking of questions, principally of the people responsible for the financial and accounting subjects; and application of analytical procedures and other procedures of review. The scope of a review is significantly less than that of an audit conducted in accordance with the rules of auditing and, consequently, did not enable us to be certain that we became aware of all the significant subjects that could be identified in an audit. Thus, we have not expressed an audit opinion.

Conclusion on the individual interim accounting information

Based on our review, we have not become aware of any fact that could lead us to believe that the individual interim accounting information included in the Quarterly Information has not been prepared, in all material aspects, in accordance with CPC 21 applicable to the preparation of Quarterly Information (ITR)and presented in a way that is coherent with the rules issued by the CVM.

Table of Contents

Conclusion about the consolidated interim accounting information

Based on our review, we are not aware of any fact that could lead us to believe that the consolidated interim accounting information included in the Quarterly Information referred to above has not been prepared, in all material aspects, in accordance with CPC 21 and IAS 34 applicable to the preparation of Quarterly Information (ITR) and presented in a way that is coherent with the rules issued by the CVM.

Point of emphasis

The indirectly jointly-controlled subsidiary Madeira Energia S.A. Mesa and its subsidiary have incurred expenses related to development of the project for construction of the Santo Antonio hydroelectric power plant which, in accordance with the financial projections prepared by its Management, should be absorbed by the future revenues from the operations. The realization of the fixed asset constituted by the said expenditure, which on March 31, 2011 totaled R$ 8,066.8 billion, will, in accordance with management s expectations, take place as from the start of operation, planned for December 2011. The amount proportionate to the Company is R$ 806.7 million in Fixed assets on March 31, 2011.

Table of Contents

Other matters

Interim information on added value

We have also reviewed the individual and consolidated interim information of added value (DVAs) for the quarter ended March 31, 2011, presentation of which in the interim information is required under the rules of the CVM applicable to preparation of the Quarterly Information (ITR), and which is considered to be supplementary information under IFRS, which do not require presentation of the DVA. These statements were submitted to the same procedures of review described above and, based on our review, we are not aware of any fact that would lead us to believe that they were not prepared, in all material aspects, in accordance with the individual and consolidated interim information taken as a whole.

Belo Horizonte, May 16, 2011

KPMG Auditores Independentes

CRC No.: SP014428/O-6-F-MG

Marco Túlio Fernandes Ferreira

Accountant CRCMG058176/O-0

Table of Contents

2. Presentation of Financial Forecast Guidance 2011-2015 16th Annual CEMIG-APIMEC Meeting, June 3, 2011

Table of Contents

3. Material Announcement Acquisition of Interest in Transmission Assets by CEMIG Affiliate TAESA, June 2, 2011

Table of Contents

COMPANHIA ENERGÉTICA DE MINAS GERAIS CEMIG

LISTED COMPANY

CNPJ 17.155.730/0001-64

NIRE 31300040127

MATERIAL ANNOUNCEMENT

Cemig (Companhia Energética de Minas Gerais), a listed company with securities traded on the stock exchanges of São Paulo, New York and Madrid, hereby informs the public, the Brazilian Securities Commission (CVM), the São Paulo Stock, Commodities and Futures Exchange (BM&FBovespa) and the market in accordance with CVM Instruction 358 of January 3, 2002, as amended as follows:

On June 2, 2011, **Transmissora Aliança de Energia Elétrica S.A.** (**TAESA**), an affiliated company of **CEMIG,** signed two **Share Purchase Agreements** with the **ABENGOA Group:**

1) the first is for acquisition of 50% of the shares held by **Abengoa Concessões** Brasil Holding S.A. in the registered capital of **Abengoa Participações** Holding S.A., which on the closing date of the transaction will own 100% (one hundred per cent) of the registered capital of the following transmission companies:

STE Sul Transmissora de Energia S.A.,
ATE Transmissora de Energia S.A.,
ATE II Transmissora de Energia S.A., and
ATE III Transmissora de Energia S.A.;

2) the second is for acquisition of 100% of the shares held by Abengoa **Concessões** Brasil Holding S.A. and by Abengoa **Construção** Brasil Ltda. in the registered capital of:

NTE - Nordeste Transmissora de Energia S.A.;

(the five companies being referred to jointly as the Transmission Companies).

For the acquisitions described in the two Share Purchase Agreements TAESA will pay a total of R$ 1,099,224,000.00 (one billion, ninety nine million two hundred twenty four thousand Reais), in currency of December 31, 2010.

The acquisition price will be updated in monetary terms by the accumulated variation of the Selic rate from the base-date of December 31, 2010 to the last business day prior to the date of conclusion of the transaction, on which day the payment and effective acquisition of the shares by TAESA takes place. The acquisition price will be adjusted for stockholder proceeds and/or any increases or reductions in capital that occur between the base date and the date of conclusion of the transaction.

Conclusion of the transaction and effective acquisition of the shares by TAESA shall be subject to certain conditions precedent, among which we mention:

(i) approval by the General Meeting of Stockholders of the Company;

(ii) consent of the financing banks of the Transmission Companies; and

(iii) approval by the Brazilian electricity regulator, Aneel.

The transaction will also be submitted to the Brazilian monopolies authority, CADE, in accordance with Law 8884/94.

The company will keep the market duly and timely informed on progress of the transaction.

Belo Horizonte, June 2, 2011.

Luiz Fernando Rolla

Chief Finance and Investor Relations Officer

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Table of Contents

4. Market Announcement File of Media Release on Acquisitions by TAESA, June 2, 2011

Table of Contents

COMPANHIA ENERGÉTICA DE MINAS GERAIS CEMIG

LISTED COMPANY

CNPJ 17.155.730/0001-64

NIRE 31300040127

MARKET ANNOUNCEMENT

MEDIA RELEASE ON ABENGOA ACQUISITION

Cemig (Companhia Energética de Minas Gerais), a listed company with securities traded on the stock exchanges of São Paulo, New York and Madrid, hereby informs the public, the Brazilian Securities Commission (CVM), the São Paulo Stock, Commodities and Futures Exchange (BM&FBovespa) and the market in accordance with CVM Instruction 358 of January 3, 2002, as amended as follows:

Today **Transmissora Aliança de Energia Elétrica S.A. (TAESA)**, an affiliated company of **Cemig**, issued a Media Release with the following content:

MEDIA RELEASE

TAESA ACQUIRES CONCESSION AND EQUITY IN

FOUR ELECTRICITY TRANSMISSION ASSETS FROM THE ABENGOA GROUP

• Transaction **increases** the **Cemig Group s** Brazilian **Transmission Market Share** (measured by Permitted Annual Revenue RAP) **from 6.5% to 8.6%.**

- Consistent with Cemig s strategy of **sustainable growth that adds value for stockholders.**

- On 2010 figures (pre-IFRS), the acquisition **increases Taesa s Ebitda** by over **R$ 200 million.**

- **TAESA becomes** the **largest private-sector transmission company with New Model contracts** those granted since 2000, for **periods of 30 years.**

Rio de Janeiro, Brasil, June 2, 2011: **TAESA (IBOV:** TRNA11) hereby informs its stockholders, the market and the public that today it signed two Share Purchase Agreements:

1) for acquisition of 50% of the shares held by **Abengoa Concessões** Brasil Holding S.A. in the registered capital of **Abengoa Participações** Holding S.A., which on the closing date of the transaction will own 100% (one hundred per cent) of the registered capital of the following transmission companies:

STE Sul Transmissora de Energia S.A.,	**ATE II Transmissora de Energia S.A., and**
ATE Transmissora de Energia S.A.,	**ATE III Transmissora de Energia S.A.;**

2) for acquisition of 100% of the shares held by Abengoa **Concessões** Brasil Holding S.A. and by Abengoa **Construção** Brasil Ltda. in the registered capital of:

NTE - Nordeste Transmissora de Energia S.A.;

Av. Barbacena 1200 Santo Agostinho 30190-131 Belo Horizonte, MG Brazil Tel.: +55 31 3506-5024 Fax +55 31 3506-5025

Table of Contents

TRANSACTION STRUCTURE

The transaction is fully in line with TAESA s strategy of maximizing its results through increase in its electricity transmission market share, with returns that add value and are compatible with the characteristics of its business. With the acquisition:

- **TAESA increases the length of its transmission network** (considering 100% of the lines) **by 68% from the present 3,712km to 6,250km**; and

- **TAESA will increase its Brazilian electricity transmission market share** (in terms of Permitted Annual Revenue (RAP) **from the present 6.5% to 8.6%.**

The transaction is also in line with the principle of maximization of TAESA s results: it represents 2010 **EV/ Ebitda of 7.4x** (BRGAAP), in line with precedent transactions in the Brazilian market.

For the total of the transaction the acquisitions under the two Share Purchase Agreements TAESA will pay a total of R$ 1,099,224,000.00 (one billion, ninety nine million two hundred twenty four thousand Reais), in currency of December 31, 2010. Taesa has a comfortable financial situation and will raise the necessary funds to finance this acquisition in the financial market.

Belo Horizonte, June 2, 2011.

Luiz Fernando Rolla

Chief Finance and Investor Relations Officer

Table of Contents

5. Summary of Minutes of the 510th Meeting of the Board of Directors, May 5, 2011

Table of Contents

COMPANHIA ENERGÉTICA DE MINAS GERAIS CEMIG

LISTED COMPANY

CNPJ 17.155.730/0001-64 NIRE 31300040127

BOARD OF DIRECTORS

SUMMARY OF MINUTES OF THE 510TH MEETING

Date, time and place:	May 5, 2011 at 9.30 a.m. at the company s head office, Av. Barbacena 1200, 21th Floor, Belo Horizonte, Minas Gerais, Brazil.
Meeting Committee:	Chairman: Dorothea Fonseca Furquim Werneck; Secretary: Anamaria Pugedo Frade Barros

Summary of proceedings:

I **The Chair asked** the Board Members present whether they had any conflict of interest in the matters on the agenda of this meeting, and all said there was no such conflict of interest.

II **The Chair stated** that all the matters on the agenda had been examined by Committees of the Board of Directors, and their approval recommended.

III **The Chair reported** that the Ordinary and Extraordinary General Meetings of Stockholders held, concurrently, on April 29, 2011 had changed the names of two Chief Officers Departments:

- **From:** *Department of Business Development and Corporate Control of Subsidiaries and Affiliates*

To: *Department of Business Development*

- **From:** *Department of Finance, Investor Relations and Financial Control of Holdings*

To: *Department of Finance and Investor Relations.*

IV The Board approved:

a) The proposal by the Chair that the following should be elected to serve the same period of office that remains to the other Chief Officers, that is to say, up to the first meeting of the Board of Directors held after the Annual General Meeting of 2012:

as Chief Finance and Investor Relations Officer:

Luiz Fernando Rolla	Brazilian, married, engineer, resident and domiciled in Belo Horizonte, Minas Gerais, at Rua Ney Lambert 112, Belvedere, CEP 30320-440, CI MG-1389219 and CPF 195805686-34;

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Table of Contents

and as Chief Business Development Officer:

Fernando Henrique Schüffner Neto	Brazilian, married, engineer, resident and domiciled in Belo Horizonte, Minas Gerais, at Rua Martim de Carvalho 395/700, Santo Agostinho, CEP 30190-090, Identity Card M-1311632-SSP/MG and CPF 320008396-49;

b) Change in the Internal Regulations of the Board of Directors to change the names of those Departments.

c) The minutes of this meeting.

V The Board authorized signing of a Loan Agreement between **Cemig** and **Light S.A.**, as lenders, and **Lightger** S.A., as borrower, establishing, among others, the following points:

- the participation of **Cemig GT** will be 49%, and that of **Light S.A.** 51%;

- the loan will be given for twelve months, from the date of signature of the agreement, and paid in a single installment, augmented by interest and charges;

- in the event of default by Lightger S.A., the creditors may use their credit in the form of subscription of the registered capital of Lightger S.A., either directly or indirectly, through any one of their subsidiaries, obligatorily maintaining the proportion of ownership of the registered capital of that Company; and

- the loan shall mature early, in favor of Cemig and Light, in the event that the amounts lent are used for expenses not related to payment of the installments in the contracts for construction of the **Paracambi Small Hydro Plant** (PCH) and/or in the acquisition of the real estate properties necessary for its construction and operation.

VI **The Board terminated**, on May 5, 2011, the **PDV** Temporary Voluntary Retirement Program, which had been approved by Board Spending Decision (CRCA) 020/2009.

VII **The Board ratified** signature of the Technical Cooperation Working Agreement for secondment of an employee with **Copasa MG**, for assignment of Ms. Denise Abijaode Abras, to provide services to that company, for a period of one year, from February 1, 2011, able to be extended, by prior agreement of the interested party and formalization of the appropriate legal instrument.

VIII The Board ratified:

a) The conditions set by CRCA-003/2011 for signature by **Cemig**, as consenting party, jointly with **Furnas** Centrais Elétricas S.A. and **Eletrobrás**, of BNDES Financing Facility Contract 10.2.1862.1 to finance Companhia de Transmissão **Centroeste de Minas** for construction of the **Furnas Pimenta transmission line**, to register the alteration demanded by the BNDES, to provide that the beneficiary will pay that Bank a charge for allocation of lending credit.

b) CRCA-066/2010, to reduce the amount relating to the Loan Agreement with Lightger S.A., the other terms of that CRCA being unchanged.

Table of Contents

IX The Chair stated that the members of the Executive Board are now as follows:

CEO:	Djalma Bastos de Morais;
Deputy CEO:	Arlindo Porto Neto;
Chief Trading Officer:	José Raimundo Dias Fonseca;
Chief Distribution and Sales Officer:	José Carlos de Mattos;
Chief Finance and Investor Relations Officer	Luiz Fernando Rolla;
Chief Generation and Transmission Officer:	Luiz Henrique de Castro Carvalho;
Chief Corporate Management Officer:	Frederico Pacheco de Medeiros;
Chief Business Development Officer	Fernando Henrique Schüffner Neto;
Chief Officer for the Gas Division:	Fuad Jorge Noman Filho;
Chief Counsel:	Maria Celeste Morais Guimarães; and
Chief Institutional Relations and Communication Officer:	Luiz Henrique Michalick.

X The elected Chief Officers declared in advance that they are not subject to any prohibition on exercise of commercial activity, that they do not occupy any post in a company which may be considered a competitor of the Company, and that they do not have nor represent any interest conflicting with that of Cemig, and assumed a solemn undertaking to become aware of, obey and comply with the principles, ethical values and rules established by the Code of Ethical Conduct of Government Workers and Senior Administration of the State of Minas Gerais.

XI The following spoke on general matters and business of interest to the Company:

Members of the Board; and the Chief Finance and Investor Relations Officer, Luiz Fernando Rolla.

The following were present:

Board members:	Dorothea Fonseca Furquim Werneck,	Paulo Roberto Reckziegel Guedes,
	Djalma Bastos de Morais,	Saulo Alves Pereira Junior,
	Antônio Adriano Silva,	Paulo Márcio de Oliveira Monteiro,
	Arcângelo Eustáquio Torres Queiroz,	Cezar Manoel de Medeiros,
	Eduardo Borges de Andrade,	Fernando Henrique Schüffner Neto,
	Francelino Pereira dos Santos,	Lauro Sérgio Vasconcelos David,
	Guy Maria Villela Paschoal,	Marco Antonio Rodrigues da Cunha,
	João Camilo Penna,	Newton Brandão Ferraz Ramos,
	Luiz Carlos Costeira Urquiza,	Paulo Sérgio Machado Ribeiro,
	Maria Estela Kubitschek Lopes,	Ricardo Antônio Mello Castanheira,
		Tarcísio Augusto Carneiro;
Chief Officer:	Luiz Fernando Rolla;	
Secretary:	Anamaria Pugedo Frade Barros.	

Table of Contents

6. Summary of Principal Decisions of the 511th Meeting of the Board of Directors, June 2, 2011

Table of Contents

COMPANHIA ENERGÉTICA DE MINAS GERAIS CEMIG

LISTED COMPANY

CNPJ 17.155.730/0001-64

NIRE 31300040127

BOARD OF DIRECTORS

Meeting of June 2, 2011

SUMMARY OF PRINCIPAL DECISIONS

At its 511th meeting, held on June 2, 2011, the Board of Directors of Companhia Energética de Minas Gerais decided the following:

1. Signing of a mutual cooperation working agreement for secondment of an employee.

2. Contracting of services for construction, electrical and hydraulic infrastructure works and refurbishment, for preventive and corrective building maintenance, preparation of plans, engineering and technical support in building facilities, to serve the real estate units of Belo Horizonte and Contagem, Minas Gerais.

3. Contracting of corporate credit card implementation and administration services.

4. Orientation of vote at the Extraordinary General Meeting of Stockholders and in the meetings of the Board of Directors of Amazonense de Transmissão de Energia S.A. EATE.

5. Investment in generation.

6. Change in the composition of the Board of Directors Support Committee.

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Table of Contents

7. Summary of Principal Decisions of the 129th Meeting of the Board of Directors of CEMIG Distribuição S.A., June 2, 2011

Table of Contents

CEMIG DISTRIBUIÇÃO S.A.

LISTED COMPANY

CNPJ: 06.981.180/0001-16

NIRE: 3130002056-8

BOARD OF DIRECTORS

Meeting of June 2, 2011

SUMMARY OF PRINCIPAL DECISIONS

At its 129th meeting, held on June 2, 2011, the Board of Directors of Cemig Distribuição S.A. decided the following:

1. Project: Internal and External Recovery of Materials and Equipment.

2. Filing of a legal action against the State of Minas Gerais for issuance of Environmental Intervention Authorizations (DAIAs), Environmental Functioning Authorizations (AAFs) and such other documents as are necessary to make it possible to go forward with the works of the Distributor Development Plan.

3. Contracting of services of management for the works of Phase 3 of the *Light for Everyone* (*Luz para Todos*) Program.

4. Contracting of operational risk insurance.

5. Delegation of powers for signing of documents in the Trading Department.

6. Signature of a debt recognition undertaking and agreement with ArcelorMittal Brasil S.A.

7. Signature of a settlement agreement under judicial recovery proceedings, with Indústria Labortêxtil LTDA.

8. Contracting of services for construction, electrical and hydraulic infrastructure works and refurbishment, for preventive and corrective building maintenance, preparation of plans, engineering and technical support in building facilities, to serve the real estate units of Belo Horizonte and Contagem, Minas Gerais.

9. Contracting of corporate credit card implementation and administration services.

10. Change in the composition of the Board of Directors Support Committee.

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Table of Contents

8. Summary of Principal Decisions of the 137th Meeting of the Board of Directors of CEMIG Geração e Transmissão S.A., June 2, 2011

Table of Contents

CEMIG GERAÇÃO E TRANSMISSÃO S.A.

LISTED COMPANY

CNPJ 06.981.176/0001-58

NIRE 31300020550

BOARD OF DIRECTORS

Meeting of June 2, 2011

SUMMARY OF PRINCIPAL DECISIONS

At its 137th meeting, held on June 2, 2011, the Board of Directors of Cemig Geração e Transmissão S.A. decided the following:

1. Signing of a contract for provision of owner s engineering services with Empresa Santos Dumont de Energia S.A. ESDE.

2. Signing of a Working Agreement with Epamig Empresa de Pesquisa Agropecuária de Minas Gerais (*Minas Gerais Farming Research Company*).

3. Signing of a Working Agreement with the State of Minas Gerais, through the Minas Gerais State Military Police PMMG.

4. Signing of an amendment to Contract for Use of the Transmission System (CUST) No. 076/2002, with the National Electricity System Operator (ONS).

5. Signing of amendments to Contract for Use of the Transmission System (CUST) No. 026/2003, with the National Electricity System Operator (ONS).

6. Increase in the registered capital of Empresa Brasileira de Transmissão de Energia S.A. EBTE / Re-ratification of Board Spending Decision (CRCA).

7. Contracting of operational risk insurance.

8. Delegation of powers for signing of documents in the Trading Department.

9. Contracting of services for construction, electrical and hydraulic infrastructure works and refurbishment, for preventive and corrective building maintenance, preparation of plans, engineering and technical support in building facilities, to serve the real estate units of Belo Horizonte and Contagem, Minas Gerais.

10. Contracting of corporate credit card implementation and administration services.

11. Investment in transmission.

12. Investment in generation.

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Table of Contents

13. Change in the composition of the Board of Directors Support Committee.

Table of Contents

9. Market Announcement Presentation of 16th Annual CEMIG-APIMEC Meeting

Table of Contents

10. Market Announcement Presentation of TAESA Acquisition of Transmission Assets

Table of Contents

11. Market Announcement Presentation of Supply/Demand Balance CEMIG GT and the Grid 16th Annual CEMIG-APIMEC Meeting, June 3, 2011

Table of Contents

12. Notice to Stockholders June 29, 2011, Dividend Payment, June 7, 2011

Table of Contents

COMPANHIA ENERGÉTICA DE MINAS GERAIS CEMIG

LISTED COMPANY

CNPJ 17.155.730/0001-64

NOTICE TO STOCKHOLDERS

DIVIDEND PAYMENT, JUNE 29, 2011

Cemig hereby advises stockholders that it will pay R$ 598,037,000, equivalent to R$ 0.876728126 per share, to stockholders on **June 29, 2011**.

This is the first portion of the stockholder proceeds for the business year 2010, and is equal to 50% of the amount decided by the Ordinary and Extraordinary General Meetings of Stockholders held, concurrently, on April 29, 2011.

Stockholders entitled to this payment are those whose names were on the Company s Nominal Share Registry on April 29, 2011.

- Stockholders whose bank details are up to date with the Custodian Bank for Cemig s nominal shares (Banco Bradesco S.A.) will have their credits posted automatically on the day of payment, on which occasion they will receive the advice of the corresponding credit.

- In the event of not receiving the notice of credit, the stockholder should visit a branch of Banco Bradesco S.A. to update his/her registry details.

- Proceeds from shares deposited in custody at CBLC (Companhia Brasileira de Liquidação e Custódia the Brazilian Settlement and Custody Company) will be credited to that entity and the Depository Brokers will be responsible for passing the amounts through to holders.

Belo Horizonte, June 7, 2011

Luiz Fernando Rolla

Chief Finance and Investor Relations Officer

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Table of Contents

13. Summary of Minutes of the 511th Meeting of the Board of Directors, June 2, 2011

Table of Contents

COMPANHIA ENERGÉTICA DE MINAS GERAIS CEMIG

LISTED COMPANY

CNPJ 17.155.730/0001-64 NIRE 31300040127

BOARD OF DIRECTORS

SUMMARY OF

MINUTES

OF THE 511TH MEETING

Date, time and place:	June 2, 2011 at 9.30 a.m. at the company s head office, Av. Barbacena 1200, 21th Floor, Belo Horizonte, Minas Gerais, Brazil.
Meeting Committee:	Chair: Dorothea Fonseca Furquim Werneck; Secretary: Anamaria Pugedo Frade Barros.

Summary of proceedings:

I **The Chair asked** the Board Members present whether any of them had **conflict of interest** in relation to the matters on the agenda of this meeting, and all stated there was no such conflict of interest, except in relation to the proposal to enter into a Mutual Cooperation Working Agreement with the State of Minas Gerais, through the State Environment and Sustainable Development Department (Semad) on which the Board Member Adriano Magalhães Chaves stated himself a conflict of interest.

II **The Chairman stated** that all the matters on the agenda had been examined by Committees of the Board of Directors, and their approval recommended.

III The Board approved:

a) The proposal by the Chair to alter the composition of the Board of Directors Support Committee, to replace the board Member Franklin Moreira Gonçalves by the Board Member Leonardo Maurício Colombini Lima.

b) The minutes of this meeting.

IV The Board authorized:

a) Opening of administrative tender proceedings for, and contracting of, services of works infrastructure, and building, electrical and hydraulic refurbishment, for preventive and corrective building maintenance, preparation of plans, engineering and technical support in building facilities, through a single contract to serve the real estate units of Belo Horizonte and Contagem, Minas Gerais, with cost to be prorated as follows: 80% for Cemig D, 19% for Cemig GT and 1% for Cemig these percentages to be reviewed at every extension of the contractual period, whenever it is found that there is insufficiency of funds for any of the companies, provided that the total estimated value for the contracting is not exceeded.

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Table of Contents

b) Opening of administrative tender proceedings for, and contracting, through a single public instrument, of, implementation and administration of corporate credit card services, for payment of expenses such as accommodation, meals, fuel and automobile services, land transport, Brazilian and international air travel, vehicle rental, road tolls and parking, for a period of up to sixty months, for the following companies, and prorated between them as follows: Cemig 3.98%; Cemig D 69.25%; Cemig GT 24.65%; Efficientia 0.44%; Cemig Trading 0.08%; CemigTelecom 0.80%; Cemig Serviços 0.72%; and Central Hidrelétrica Pai Joaquim 0.08% the prorating percentages to be reviewed, at the time of renewal of the Contracts, when any insufficiency of funds for any of the companies is found, provided that the estimated total value for contracting is not exceeded.

V **The Board oriented** vote in favor of the agenda, by the representative of Cemig, in the Extraordinary General Meetings and/or meetings of the Board of Directors of Empresa Amazonense de Transmissão de Energia (**EATE**) that decide on the increase of capital of Empresa Brasileira de Transmissão de Energia S.A. (**EBTE**) to up to two hundred and seventy million five hundred and seventy five Reais and fourteen centavos, and the subscription and paying up of the respective shares.

VI **The Board ratified** signature of the Mutual Cooperation Working Agreement with the State of Minas Gerais, through the State Environment and Sustainable Development Department (Semad), for secondment of the employee Adriano Magalhães Chaves, personal number 43311, to that Department for a period of four years, as from January 3, 2011.

VII **Conflict of interest:** The Board Member Adriano Magalhães Chaves withdrew from the meeting room during the debate on the item relating to ratification of the mutual cooperation working agreement mentioned in Item VI above, since he believed he had conflict of interest in the matter, returning to the meeting only after decision on this matter by the other Board Members.

VIII **The following spoke** on general matters and business of interest to the Company:

Board members;	
Chief Officer:	Luiz Fernando Rolla;
General Manager:	Cezar Vaz de Melo Fernandes;

The following were present:

Board members:	Dorothea Fonseca Furquim Werneck,	Francelino Pereira dos Santos,
	Saulo Alves Pereira Junior,	Lauro Sérgio Vasconcelos David,
	Djalma Bastos de Morais,	Guy Maria Villela Paschoal,
	Fernando Henrique Schüffner Neto,	Leonardo Maurício Colombini Lima,
	Antônio Adriano Silva,	João Camilo Penna,

	Adriano Magalhães Chaves,	Newton Brandão Ferraz Ramos,
	Arcângelo Eustáquio Torres Queiroz,	Luiz Carlos Costeira Urquiza,
	Cezar Manoel de Medeiros,	Paulo Sérgio Machado Ribeiro,
	Eduardo Borges de Andrade,	Paulo Roberto Reckziegel Guedes,
	Franklin Moreira Gonçalves,	Tarcísio Augusto Carneiro,
		Ricardo Coutinho de Sena;
	Luiz Fernando Rolla;	
General Manager:	Cesar Vaz de Melo Fernandes;	
Secretary:	Anamaria Pugedo Frade Barros.	