

**Final Terms dated February 8, 2023****GOLDMAN SACHS FINANCE CORP INTERNATIONAL LTD****Series P Programme for the issuance  
of Warrants, Notes and Certificates****Issue of USD 15,000,000 10-Year Fixed Rate Notes, due February 8, 2033  
(the "Notes" or the "Securities")****Guaranteed by The Goldman Sachs Group, Inc.****CONTRACTUAL TERMS**

Terms used herein shall have the same meaning as in the General Note Conditions and the Coupon Payout Conditions set forth in the base prospectus dated January 13, 2023 (expiring on January 13, 2024) (the "**Base Prospectus**") as supplemented by the supplement to the Base Prospectus dated January 30, 2023. This document constitutes the Final Terms of the Notes described herein for the purposes of Article 8 of Regulation (EU) 2017/1129 (as amended, the "**EU Prospectus Regulation**") and must be read in conjunction with such Base Prospectus as so supplemented. Full information on the Issuer, the Guarantor and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus as so supplemented, which together constitute a base prospectus for the purposes of the EU Prospectus Regulation. The Base Prospectus and the supplement to the Base Prospectus are available for viewing at [www.bourse.lu](http://www.bourse.lu) and during normal business hours at the registered office of the Issuer, and copies may be obtained from the specified office of the Luxembourg Paying Agent. These Final Terms are available for viewing at [www.bourse.lu](http://www.bourse.lu).

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

1. **Tranche Number:** One.
2. **Specified Currency or Currencies:** United States Dollar ("USD").
3. **Aggregate Nominal Amount:**
  - (i) Series: USD 15,000,000.
  - (ii) Tranche: USD 15,000,000.
4. **Issue Price:** 100 per cent. of the Aggregate Nominal Amount.
5. **Specified Denomination:** USD 1,000.
6. **Calculation Amount:** USD 1,000.
7. **Issue Date:** February 8, 2023.
8. **Maturity Date:** Scheduled Maturity Date is February 8, 2033.

- (i) Strike Date: Not Applicable.
  - (ii) Relevant Determination Date (General Note Condition 2(a)): Not Applicable.
  - (iii) Scheduled Determination Date: Not Applicable.
  - (iv) First Maturity Date Specific Adjustment: Not Applicable.
  - (v) Second Maturity Date Specific Adjustment: Not Applicable.
  - (vi) Business Day Adjustment: Applicable.
    - Maturity Date Business Day Convention: Modified Following Business Day Convention.
  - (vii) Maturity Date Roll on Payment Date Adjustment: Not Applicable.
9. **Underlying Asset(s):** Not Applicable.

#### VALUATION PROVISIONS

- 10. **Valuation Date(s):** Not Applicable.
- 11. **Entry Level Observation Dates:** Not Applicable.
- 12. **Initial Valuation Date(s):** Not Applicable.
- 13. **Averaging:** Not Applicable.
- 14. **Asset Initial Price:** Not Applicable.
- 15. **Adjusted Asset Final Reference Date:** Not Applicable.
- 16. **Adjusted Asset Initial Reference Date:** Not Applicable.
- 17. **FX (Final) Valuation Date:** Not Applicable.
- 18. **FX (Initial) Valuation Date:** Not Applicable.
- 19. **Final FX Valuation Date:** Not Applicable.
- 20. **Initial FX Valuation Date:** Not Applicable.

#### COUPON PAYOUT CONDITIONS

- 21. **Coupon Payout Conditions:** Applicable.
- 22. **Interest Basis:** 4.25 per cent. Fixed Rate.
  - Fixed Interest Commencement Date: February 8, 2023.

23. **Fixed Rate Note Conditions (General Note Condition 9):** Applicable.
- (i) Rate(s) of Interest: 4.25 per cent. per annum payable semi-annually in arrear.
- (ii) Interest Payment Date(s): The 8<sup>th</sup> day of February and August in each calendar year from, and including, August 8, 2023 to, and including, February 8, 2033, subject to adjustment in accordance with the Business Day Convention.
- The Interest Periods shall be Unadjusted.
- (iii) Fixed Coupon Amount(s): Not Applicable.
- (iv) Broken Amount(s): Not Applicable.
- (v) Day Count Fraction: 30/360
- (vi) Step Up Fixed Rate Note Conditions (General Note Condition 9(e)): Not Applicable.
- (vii) Business Day Convention: Modified Following Business Day Convention.
24. **BRL FX Conditions (Coupon Payout Condition 1.1(c)):** Not Applicable.
25. **FX Security Conditions (Coupon Payout Condition 1.1(d)):** Not Applicable.
26. **Floating Rate Note Conditions (General Note Condition 10):** Not Applicable.
27. **Change of Interest Basis (General Note Condition 11):** Not Applicable.
28. **Alternative Fixed Coupon Amount (Coupon Payout Condition 1.1):** Not Applicable.
29. **Lock-In Coupon Amount (Coupon Payout Condition 1.1(f)):** Not Applicable.
30. **Conditional Coupon (Coupon Payout Condition 1.3):** Not Applicable.
31. **Range Accrual Coupon (Coupon Payout Condition 1.4):** Not Applicable.
32. **Performance Coupon (Coupon Payout Condition 1.5):** Not Applicable.
33. **Dual Currency Coupon (Coupon Payout Condition 1.6):** Not Applicable.
34. **Dropback Security (Coupon Payout Condition 1.7):** Not Applicable.

**Condition 1.7):**

35. **Inflation Index Linked Coupon (Coupon Payout Condition 1.8):** Not Applicable.

**AUTOCALL PAYOUT CONDITIONS**

36. **Automatic Early Redemption (General Note Condition 12(l)):** Not Applicable.
37. **Autocall Payout Conditions:** Not Applicable.

**REDEMPTION PROVISIONS**

38. **Redemption/Payment Basis:** Redemption at par.
39. **Redemption at the option of the Issuer (General Note Condition 12(c)):** Not Applicable.
40. **Redemption at the option of Noteholders (General Note Condition 12(d)):** Not Applicable.
41. **Zero Coupon Note Conditions:** Not Applicable.
42. **Final Redemption Amount of each Note (General Note Condition 12(a)):** USD 1,000 per Calculation Amount.

**FINAL REDEMPTION AMOUNT PAYOUT CONDITIONS**

43. **Single Limb Payout (Payout Condition 1.1):** Not Applicable.
44. **Multiple Limb Payout (Payout Condition 1.2):** Not Applicable.
45. **Dual Currency Payout (Payout Condition 1.4):** Not Applicable.
46. **Portfolio Payout (Payout Condition 1.5):** Not Applicable.
47. **Basket Dispersion Lock-In Payout (Payout Condition 1.7):** Not Applicable.
48. **Barrier Event Conditions (Payout Condition 2):** Not Applicable.
49. **Trigger Event Conditions (Payout Condition 3):** Not Applicable.
50. **Currency Conversion:** Not Applicable.
51. **Physical Settlement (General Note Condition 14(a)):** Not Applicable.
52. **Non-scheduled Early Repayment Amount:** Par plus accrued.

-- Adjusted for Issuer Expenses and Costs: Not Applicable.

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

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| 53. <b>Type of Notes:</b>   | The Notes are Fixed Rate Notes – the Fixed Rate Note Conditions are applicable. |
| 54. <b>Share Linked Notes:</b>  | Not Applicable.   |
| 55. <b>Index Linked Notes:</b>  | Not Applicable.   |
| 56. <b>Commodity Linked Notes (Single Commodity or Commodity Basket):</b>             | Not Applicable.   |
| 57. <b>Commodity Linked Notes (Single Commodity Index or Commodity Index Basket):</b> | Not Applicable.   |
| 58. <b>FX Linked Notes:</b>   | Not Applicable.   |
| 59. <b>Inflation Linked Notes:</b>  | Not Applicable.   |
| 60. <b>Fund Linked Notes:</b>   | Not Applicable.   |
| 61. <b>PSL Notes:</b>   | Not Applicable.   |
| 62. <b>Multi-Asset Basket Linked Notes:</b>   | Not Applicable.   |
| 63. <b>Swap Rate Linked Notes:</b>  | Not Applicable.   |
| 64. <b>Credit Linked Notes:</b>   | Not Applicable.   |

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

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| 65. <b>FX Disruption Event/FX Linked Conditions Disruption Event/CNY FX Disruption Event/Currency Conversion Disruption Event (General Note Condition 15):</b> | Not Applicable. |
| 66. <b>Hedging Disruption:</b>   | Not Applicable. |
| 67. <b>Rounding (General Note Condition 24):</b>   |                 |
| (i) Non-Default Rounding – calculation values and percentages:   | Not Applicable. |
| (ii) Non-Default Rounding – amounts due and payable:   | Not Applicable. |
| (iii) Other Rounding Convention:   | Not Applicable. |
| 68. <b>Additional Business Centre(s):</b>  | Not Applicable. |

69.	<b>Form of Notes:</b>	Registered Notes.  Global Registered Note registered in the name of a nominee for a common depositary for Euroclear and Clearstream, Luxembourg exchangeable for Individual Note Certificates in the limited circumstances described in the Global Registered Note.
70.	<b>Representation of Holders:</b>	Not Applicable.
71.	<b>Identification information of Holders in relation to French Law Notes (General Note Condition 3(b)):</b>	Not Applicable.
72.	<b>Additional Financial Centre(s) relating to Payment Business Days:</b>	Not Applicable.
73.	<b>Principal Financial Centre:</b>	Non-Default Principal Financial Centre is applicable, the Principal Financial Centre in relation to USD is the State of New York.
	– Non-Default Principal Financial Centre:	Applicable.
74.	<b>Instalment Notes (General Note Condition 12(t)):</b>	Not Applicable.
75.	<b>Minimum Trading Number (General Note Condition 5(g)):</b>	One Note (corresponding to a nominal amount of USD 1,000).
76.	<b>Permitted Trading Multiple (General Note Condition 5(g)):</b>	One Note (corresponding to a nominal amount of USD 1,000).
77.	<b>Record Date (General Note Condition 13):</b>	Not Applicable.
78.	<b>Calculation Agent (General Note Condition 20):</b>	Goldman Sachs International.
79.	<b>Governing law:</b>	English law.

## DISTRIBUTION

80.	<b>Method of distribution:</b>	Non-syndicated.
	(i) If syndicated, names and addresses of Managers and underwriting commitments:	Not Applicable.
	(ii) Date of Subscription Agreement:	Not Applicable.
	(iii) If non-syndicated, name of Dealer:	Goldman Sachs International (" <b>GSI</b> ") (including its licensed branches) shall act as Dealer and purchase all Securities from the Issuer, provided that Goldman Sachs Bank Europe SE may act as Dealer in respect of

some or all of the Securities acquired by it from GSI.

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| 81. | <b>Non-exempt Offer:</b>   | Not Applicable. |
| 82. | (i) <b>Prohibition of Sales to EEA Retail Investors:</b>           | Not Applicable. |
|     | (ii) <b>Prohibition of Sales to UK Retail Investors:</b>           | Not Applicable. |
| 83. | <b>Prohibition of Offer to Private Clients in Switzerland:</b>     | Applicable.     |
| 84. | <b>Swiss withdrawal right pursuant to article 63 para 5 FinSO:</b> | Not Applicable. |
| 85. | <b>Consent to use the Base Prospectus in Switzerland:</b>          | Not Applicable. |
| 86. | <b>Supplementary Provisions for Belgian Securities:</b>            | Not Applicable. |

Signed on behalf of Goldman Sachs Finance Corp International Ltd:

A handwritten signature in black ink, appearing to read "Ashurst", is written over a horizontal line.

By: .....

Duly authorised





## OTHER INFORMATION

1. **LISTING AND ADMISSION TO TRADING**

Application will be made by the Issuer (or on its behalf) for the Notes to be listed on the Official List and admitted to trading on the regulated market of the Luxembourg Stock Exchange with effect from, at the earliest, the Issue Date.

No assurances can be given that such application for listing and admission to trading will be granted (or, if granted, will be granted by the Issue Date).

The Issuer has no duty to maintain the listing (if any) of the Notes on the relevant stock exchange(s) over their entire lifetime. The Notes may be suspended from trading and/or de-listed at any time in accordance with applicable rules and regulations of the relevant stock exchange(s).
2. **ESTIMATED TOTAL EXPENSES RELATED TO THE ADMISSION TO TRADING**

Not Applicable.
3. **LIQUIDITY ENHANCEMENT AGREEMENTS**

Not Applicable.
4. **RATINGS**

The Notes to be issued have been rated:

Fitch: A

"A" by Fitch: An "A" rating denotes expectations of low default risk. The capacity for payment of financial commitments is considered strong. This capacity may, nevertheless, be more vulnerable to adverse business or economic conditions than is the case for higher ratings.

The rating is by a registered rating agency established in the EU.
5. **INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE**

Not Applicable.
6. **REASONS FOR THE OFFER, ESTIMATED NET AMOUNT OF PROCEEDS AND TOTAL EXPENSES**
  - (i) Reasons for the offer: See "Use of Proceeds" in the Base Prospectus.
  - (ii) Estimated net amount of proceeds: USD 15,000,000
  - (iii) Estimated total expenses: Not Applicable.
7. **YIELD:**

Indication of yield: The yield is 4.25 per cent.

8. **HISTORIC INTEREST RATES:** Not Applicable.

9. **PERFORMANCE AND VOLATILITY OF THE UNDERLYING ASSET**

Not Applicable.

10. **OPERATIONAL INFORMATION**

Any Clearing System(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking S.A. and the relevant identification number(s): Not Applicable.

Delivery: Delivery against payment.

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

Operational contact(s) for Fiscal Agent: eq-sd-operations@gs.com.

Intended to be held in a manner which would allow Eurosystem eligibility: No.

Whilst the designation is specified as "no" at the date of these Final Terms, should the Eurosystem eligibility criteria be amended in the future such that the Notes are capable of meeting them the Notes may then be deposited with one of the ICSDs as common safekeeper, and registered in the name of a nominee of one of the ICSDs acting as common safekeeper. Note that this does not necessarily mean that the Notes will then be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

11. **TERMS AND CONDITIONS OF THE OFFER**

Not Applicable.

12. **UNITED STATES TAX CONSIDERATIONS**

**Section 871(m) Withholding Tax**

Not Applicable.

**Classification for U.S. Tax Purposes**

We intend to treat the Notes, for United States federal income tax purposes, in the manner described under "*United States Tax Considerations -- Securities Issued by GSFICI -- Securities that are Classified as Debt for United States Tax Purposes*" in the Base Prospectus, which description includes details for United States alien holders eligible for an exemption from United States federal withholding tax on payments of principal and interest. However this determination is not binding on the United States Internal Revenue Service ("**IRS**") and the IRS may disagree with the treatment. In the case of Notes that bear periodic coupons, the consequences of the IRS disagreeing with the treatment include the possibility

that coupon payments made to you (including any such coupon payments made at maturity) could be subject to tax at a 30 per cent. rate or at a lower rate specified by an applicable income tax treaty under an "other income" or similar provision. No additional amounts will be paid for such tax by us or by the applicable withholding agent. Amounts paid upon the redemption or maturity of the Notes are not expected to be subject to U.S. withholding tax and, if we (including any of our affiliates) are the withholding agent, we do not intend to withhold on such amounts. You should consult your own tax advisor regarding the U.S. tax consequences of purchasing, holding and disposing of the Notes.

13. **BENCHMARKS REGULATION**

Not Applicable.

14. **INDEX DISCLAIMER**

Not Applicable.

## ISSUE-SPECIFIC SUMMARY OF THE SECURITIES

INTRODUCTION AND WARNINGS				
<p>This Summary should be read as an introduction to the Prospectus (comprised of the Base Prospectus read together with the Final Terms). Any decision to invest in the Securities should be based on a consideration of the Prospectus as a whole by the investor. In certain circumstances, the investor could lose all or part of the invested capital. This Summary only provides key information in order for an investor to understand the essential nature and the principal risks of the Issuer, the Guarantor and the Securities, and does not describe all the rights attaching to the Securities (and may not set out specific dates of valuation and potential payments or the adjustments to such dates) that are set out in the Prospectus as a whole. Where a claim relating to the information contained in the Prospectus is brought before a court, the plaintiff investor might, under the national law, have to bear the costs of translating the Prospectus before the legal proceedings are initiated. Civil liability attaches only to those persons who have tabled this summary including any translation thereof, but only where this Summary is misleading, inaccurate or inconsistent, when read together with the other parts of the Prospectus or where it does not provide, when read together with the other parts of the Prospectus, key information in order to aid investors when considering whether to invest in the Securities.</p> <p><b><i>You are about to purchase a product that is not simple and may be difficult to understand.</i></b></p>				
<p><b>Securities:</b> Issue of USD 15,000,000 10-Year Fixed Rate Notes, due February 8, 2033 (the "Securities").</p>				
<p><b>Issuer:</b> Goldman Sachs Finance Corp International Ltd ("GSFCI"). Its registered office is 22 Grenville Street, St. Helier, Jersey JE4 8PX and its Legal Entity Identifier ("LEI") is 549300KQWCT26VXWW684 (the "Issuer").</p>				
<p><b>Competent authority:</b> The Base Prospectus was approved on January 13, 2023 by the Luxembourg <i>Commission de Surveillance du Secteur Financier</i> of 283 Route d'Arlon, 1150 Luxembourg (Telephone number: (+352) 26 25 1-1; Fax number: (+352) 26 25 1 – 2601; Email: <a href="mailto:direction@cssf.lu">direction@cssf.lu</a>).</p>				
KEY INFORMATION ON THE ISSUER				
Who is the Issuer of the Securities?				
<p><b>Domicile and legal form, law under which the Issuer operates and country of incorporation:</b> GSFCI is a public limited liability company incorporated under the laws of Jersey on October 19, 2016. GSFCI is registered with the Companies Registry in Jersey with registration number 122341. Its LEI is 549300KQWCT26VXWW684.</p>				
<p><b>Issuer's principal activities:</b> GSFCI's business principally consists of issuing securities, lending and entering into derivatives transactions with its affiliates for hedging purposes. It does not carry out any other operating business activities.</p>				
<p><b>Major shareholders, including whether it is directly or indirectly owned or controlled and by whom:</b> GSFCI is directly wholly-owned by GS Global Markets, Inc. ("GS GM"). GS GM is directly wholly-owned by The Goldman Sachs Group, Inc ("GSG").</p>				
<p><b>Key directors:</b> The directors of GSFCI are Pierre Benichou, Anshuman Bajpayi, Vikram Sethi, Michael Lynam, Stephen McGrath, Ed Fletcher and Christo Van Der Spuy.</p>				
<p><b>Statutory auditors:</b> GSFCI's statutory auditor is PricewaterhouseCoopers LLP, of 7 More London Riverside, London, SE1 2RT, England.</p>				
What is the key financial information regarding the Issuer?				
<p>The following table shows selected key historical financial information prepared in accordance with International Financial Reporting Standards ("IFRS") in relation to the Issuer which is derived from the audited financial statements as of December 31, 2021 for each of the two years in the period ended December 31, 2021 and December 31, 2020 and the unaudited interim financial statements of GSFCI for the half year period ended June 30, 2022.</p>				
Summary information – income statement				
	Year ended December 31, 2021 (audited)	Year ended December 31, 2020 (audited)	Six months ended June 30, 2022 (unaudited)	Six months ended June 30, 2021 (unaudited)
Selected income statement data	(in millions USD)	(in millions USD)	(in millions USD)	(in millions USD)
Operating profit/(loss)	78	38	(23)	48
Summary information – balance sheet				
	As at December 31, 2021 (audited)	As at December 31, 2020 (audited)	As at June 30, 2022 (unaudited)	
	(in millions USD)	(in millions USD)	(in millions USD)	
Total assets	16,605	15,518	24,652	

Total shareholder's equity	184	48	817
<b>Summary information – cash flow</b>			
	<b>As at December 31, 2021 (audited)</b>	<b>As at December 31, 2020 (audited)</b>	<b>As at June 30, 2022 (unaudited)</b>
	<b>(in millions USD)</b>	<b>(in millions USD)</b>	<b>(in millions USD)</b>
Cash flows from operating activities	4	(131)	24
Cash flows from financing activities	0.0*	125	0.0*
Cash flows from investing activities	0.0*	0.0*	0.0*

\* As values are nil they are not included in the financial statements.

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

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

The Issuer is subject to the following key risks:

- The payment of any amount due on the Securities is subject to the credit risk of the Issuer and Guarantor. The Securities are the Issuer's unsecured obligations and the Guarantee is the Guarantor's unsecured obligation. Investors are dependent on the Issuer's and Guarantor's ability to pay all amounts due on the Securities, and therefore investors are subject to the Issuer's and Guarantor's credit risk and to changes in the market's view of the Issuer's and Guarantor's creditworthiness. Neither the Securities nor the Guarantee are bank deposits, and neither are insured or guaranteed by any compensation or deposit protection scheme. The value of and return on the Securities will be subject to the Issuer's credit risk and to changes in the market's view of the Issuer's creditworthiness.
- GSG and its consolidated subsidiaries ("**Goldman Sachs**") is a leading global investment banking, securities and investment management group and faces a variety of significant risks which may affect the Issuer's and the Guarantor's ability to fulfil their obligations under the Securities, including market and credit risks, liquidity risks, business activities and industry risks, operational risks and legal, regulatory and reputational risks.
- GSFCI is a wholly-owned subsidiary of the Goldman Sachs group. GSFCI is primarily involved in issuing securities, lending and entering into derivatives transactions with its affiliates for hedging purposes, and does not carry out any other operating business activities. As a result, GSFCI does not have a significant amount of share capital. Investors are exposed to a significantly greater credit risk by purchasing the Securities where GSFCI is the Issuer than they would be by purchasing securities from an issuer equipped with significantly more capital. If GSFCI becomes insolvent, investors may lose some or all of the amount invested.

#### **KEY INFORMATION ON THE SECURITIES**

##### **What are the main features of the Securities?**

**Type and class of Securities being offered and security identification number(s):** The Securities are cash settlement Securities in the form of notes.

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

The issue date of the Securities is February 8, 2023. The issue price of the Securities is 100 per cent. of the aggregate nominal amount of the Securities (the "**Issue Price**").

ISIN: XS2482774168; Common Code: 248277416.

**Currency, denomination, number of Securities issued and term of the Securities:** The currency of the Securities will be United States Dollar (the "**Settlement Currency**" or "**USD**"). The specified denomination per Security is USD 1,000. The aggregate nominal amount of the Securities is USD 15,000,000.

**Maturity Date:** February 8, 2033. This is the date on which the Securities are scheduled to redeem subject to adjustment in accordance with the terms and conditions and subject to any early redemption of the Securities.

##### **Rights attached to the Securities:**

The Securities will give each investor the right to receive a return, together with certain ancillary rights such as the right to receive notice of certain determinations and events. The return on the Securities will comprise (i) the payment of the

Interest Amount, and (ii) (unless otherwise early redeemed) the final redemption amount payable on the Maturity Date plus accrued interest (if any).

**Interest Amount:** The Securities bear interest from February 8, 2023 (the "**Fixed Interest Commencement Date**") at the rate of 4.25 per cent. per annum (the "**Rate of Interest**").

The interest amount payable on each of the Interest Payment Dates in respect of each Security shall be calculated by multiplying the Rate of Interest by the Calculation Amount, and further multiplying the product by the relevant day count fraction applicable to the Interest Period ending on (but excluding) the date on which such Interest Payment Date is scheduled to fall, and rounding the resultant figure in accordance with the terms and conditions.

**Non-scheduled early repayment amount:** The Securities may be redeemed prior to the scheduled maturity (i) at the Issuer's option if the Issuer determines a change in applicable law has the effect that performance by the Issuer or its affiliates under the Securities or hedging transactions relating to the Securities has become (or there is a substantial likelihood in the immediate future that it will become) unlawful or impracticable (in whole or in part) or (ii) upon notice by a Holder declaring such Securities to be immediately repayable due to the occurrence of an event of default which is continuing.

In such case, the Non-scheduled Early Repayment Amount payable on such unscheduled early redemption shall be, for each nominal amount of each Security equal to the Calculation Amount, the specified denomination of USD 1,000 plus, if applicable, any accrued but unpaid interest to (but excluding) the date of redemption of the Notes.

**Final redemption amount:**

Unless previously redeemed or purchased and cancelled, each Security (with the specified denomination of USD 1,000) will be redeemed by the Issuer on the Maturity Date by payment of USD 1,000.

Defined terms:

- **Interest Payment Date:** the 8<sup>th</sup> calendar day of February and August in each year, commencing on (and including) August 8, 2023 up to and including February 8, 2033, subject to adjustment in accordance with the terms and conditions.
- **Interest Period:** Each period commencing on, and including, the date on which an Interest Payment Date is scheduled to fall (or the Fixed Interest Commencement Date in respect of the first Interest Period) and ending on, but excluding, the date on which the next Interest Payment Date is scheduled to fall.

**Governing law:** The Securities are governed by English law.

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

**Description of restrictions on free transferability of the Securities:** The Securities have not been and will not be registered under the U.S. Securities Act of 1933 (the "**Securities Act**") and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons except in certain transactions exempt from the registration requirements of the Securities Act and applicable state securities laws. No offers, sales or deliveries of the Securities, or distribution of any offering material relating to the Securities, may be made in or from any jurisdiction except in circumstances that will result in compliance with any applicable laws and regulations. Subject to the above, the Securities will be freely transferable.

**Where will the Securities be traded?**

Application will be made by the Issuer (or on its behalf) for the Securities to be listed on the Official List and admitted to trading on the regulated market of the Luxembourg Stock Exchange with effect from at the earliest the Issue Date.

**Is there a guarantee attached to the Securities?**

**Brief description of the Guarantor:** The Guarantor is GSG. GSG is the parent holding company of the Goldman Sachs group. GSG operates under the laws of the State of Delaware with company registration number 2923466 and LEI 784F5XWPLTWKTBV3E584.

**Nature and scope of the guarantee:** GSG unconditionally and irrevocably guarantees the Issuer's payment obligations. GSG guarantees the Issuer's delivery obligations but is only obliged to pay a cash amount instead of delivering the relevant underlying asset. The guarantee will rank *pari passu* with all other unsecured and unsubordinated indebtedness of GSG.

**Key financial information of the Guarantor:** The following key financial information has been extracted from the audited consolidated financial statements of GSG for the years ended December 31, 2021 and December 31, 2020 and for the nine months ended September 30, 2022 and September 30, 2021. GSG's consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States.

Summary information – income statement				
(in millions USD, except per share amounts)	Year ended December 31, 2021 (audited)	Year ended December 31, 2020 (audited)	Nine months ended September 30, 2022 (unaudited)	Nine months ended September 30, 2021 (unaudited)

<b>Selected income statement data</b>				
Net interest income	6,470	4,751	5,604	4,675
Commissions and fees	3,619	3,548	3,079	2,766
Provision for credit losses	357	3,098	1,743	13
Total net revenues	59,339	44,560	36,772	46,700
Pre-tax earnings	27,044	12,479	11,956	22,019
Net earnings applicable to common shareholders	21,151	8,915	9,579	17,342
Earnings per common share (basic)	60.25	24.94	27.03	49.23

<b>Summary information – balance sheet</b>			
<b>(in millions USD)</b>	<b>As at December 31, 2021 (audited)</b>	<b>As at December 31, 2020 (audited)</b>	<b>As at September 30, 2022 (unaudited)</b>
Total assets	1,463,988	1,163,028	1,555,994
Unsecured borrowings excluding subordinated borrowings	287,642	251,247	278,729
Subordinated borrowings	13,405	15,104	13,086
Customer and other receivables	160,673	121,331	165,421
Customer and other payables	251,931	190,658	278,457
Total liabilities and shareholders' equity	1,463,988	1,163,028	1,555,994
<b>(in per cent.)</b>			
CET1 capital ratio (Standardized)	14.2	14.7	14.3
Tier 1 capital ratio (Standardized)	15.8	16.7	15.9
Total capital ratio (Standardized)	17.9	19.5	18.1
CET1 capital ratio (Advanced)	14.9	13.4	14.6
Tier 1 capital ratio (Advanced)	16.5	15.2	16.2
Total capital ratio (Advanced)	18.3	17.4	18.0
Tier 1 leverage ratio	7.3	8.1	6.9

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

**Risk factors associated with the Guarantor:**

- GSG is the parent holding company of the group of companies comprising Goldman Sachs. Goldman Sachs is a leading global investment banking, securities and investment management firm that faces a variety of significant risks which may affect GSG's ability to fulfil its obligations under the Securities, including market and credit risks, liquidity risks, business activities and industry risks, operational risks and legal, regulatory and reputational risks.
- Investors are exposed to the credit risk of GSG and its subsidiaries since the assets of GSG consist principally of interests in its subsidiaries. GSG's right as a shareholder to benefit in any distribution of assets of any of its subsidiaries upon the subsidiary's liquidation or otherwise, is junior to the creditors of GSG's subsidiaries. As a result, investors' ability to benefit from any distribution of assets of any of GSG's subsidiaries upon the subsidiary's liquidation or otherwise, is junior to the creditors of GSG's subsidiaries. Any liquidation or otherwise of a subsidiary of GSG may result in GSG being liable for the subsidiary's obligations which could reduce its assets that are available to satisfy its obligations under the guarantee.

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

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

- The value and quoted price of your Securities (if any) at any time will reflect many factors and cannot be predicted.

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



<b>Under which conditions and timetable can I invest in this Security?</b>
<b>Terms and conditions of the offer:</b> The Securities are not being publicly offered.
<b>Who is the offeror and/or the person asking for admission to trading?</b>
The Issuer is the entity requesting for the admission to trading of the Securities.
<b>Why is the Prospectus being produced?</b>
<b>Reasons for the offer, estimated net proceeds and use of proceeds:</b> The net proceeds of the offer will be used by the Issuer to provide additional funds for its operations and for other general corporate purposes (i.e., for making profit and/or hedging certain risks). The estimated net proceeds are USD 15,000,000.
<b>Underwriting agreement on a firm commitment basis:</b> The offer of the Securities is not subject to an underwriting agreement on a firm commitment basis.
<b>Material conflicts pertaining to the issue/offer:</b> The Issuer is subject to a number of conflicts of interest between its own interests and those of holders of Securities, including: (a) in making certain calculations and determinations, there may be a difference of interest between the investors and the Issuer, (b) in the ordinary course of its business the Issuer (or an affiliate) may effect transactions for its own account and may enter into hedging transactions with respect to the Securities or the related derivatives, which may affect the market price, liquidity or value of the Securities, and (c) the Issuer (or an affiliate) may have confidential information in relation to the underlying asset(s) or any derivative instruments referencing them, but which the Issuer is under no obligation (and may be subject to legal prohibition) to disclose.