



Execution Version

ISIN: JE00BLS35G87

Common Code: 239024874

Valoren: 116687201

PIPG Tranche Number: 530626

Final Terms dated January 24, 2023

(in relation to the Final Terms dated April 4, 2022)

GOLDMAN SACHS FINANCE CORP INTERNATIONAL LTD

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

**Offer of 5,000 Two-Year Quanto EUR Memory Phoenix Autocallable Certificates on the ordinary shares
of Micron Technology, Inc., due April 2, 2024
(the "Certificates" or the "Securities")**

Guaranteed by The Goldman Sachs Group, Inc.

CONTRACTUAL TERMS

Terms used herein shall have the same meaning as in the General Instrument Conditions, the Payout Conditions, the Coupon Payout Conditions, the Autocall Payout Conditions and the applicable Underlying Asset Conditions set forth in the base prospectus dated July 16, 2021 (expiring on July 16, 2022) as supplemented by the supplements dated August 20, 2021, October 29, 2021, November 19, 2021, January 13, 2022, January 21, 2022, February 1, 2022 and February 11, 2022 (collectively, the "**2021 Base Prospectus**") which are incorporated by reference into the base prospectus dated January 13, 2023 (the "**Base Prospectus**"). This document constitutes the Final Terms of the Certificates described herein for the purposes of Article 8 of the EU Prospectus Regulation (EU) 2017/1129 (as amended, the "**EU Prospectus Regulation**") and must be read in conjunction with the Base Prospectus which constitutes a base prospectus for the purposes of the EU Prospectus Regulation, including the General Instrument Conditions, the Payout Conditions, the Coupon Payout Conditions, the Autocall Payout Conditions and the applicable Underlying Asset Conditions set forth in the 2021 Base Prospectus, which are incorporated by reference into the Base Prospectus. From, and including, January 13, 2023, full information on the Issuer, the Guarantor and the offer of the Certificates is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus and the 2021 Base Prospectus are available for viewing at 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.goldman-sachs.it.

The Offer Period for the Certificates commenced under a final terms dated April 4, 2022 during the validity of the 2021 Base Prospectus, extended beyond the validity of the 2021 Base Prospectus (which expired on July 16, 2021) and continued under a successor base prospectus to the 2021 Base Prospectus dated July 15, 2022 (which was scheduled to expire on July 15, 2023 (the "Expiry Date")) (the "2022 Base Prospectus"). Prior to the Expiry Date, the 2022 Base Prospectus was superseded and replaced by the publication of the Base Prospectus on January 13, 2023.

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

1. **Tranche Number:** One.
2. **Settlement Currency:** EUR.
3. **Aggregate number of Certificates:**
 - (i) Series: 5,000.
 - (ii) Tranche: 5,000.
 - (iii) Trading in Nominal: Not Applicable.
 - (iv) Non-standard Securities Format: Not Applicable.
 - (v) Nominal Amount: Not Applicable.
4. **Issue Price:** EUR 1,000 per Certificate.
5. **Calculation Amount:** EUR 1,000.
6. **Issue Date:** April 4, 2022.
7. **Maturity Date:** Scheduled Maturity Date is April 2, 2024.
 - (i) Strike Date: Not Applicable.
 - (ii) Relevant Determination Date (General Instrument Condition 2(a)): Final Reference Date.
 - (iii) Scheduled Determination Date: Not Applicable.
 - (iv) First Maturity Date Specific Adjustment: Not Applicable.
 - (v) Second Maturity Date Specific Adjustment: Applicable.
 - Specified Day(s) for the purposes of "Second Maturity Date Specific Adjustment": Five Business Days.
 - Maturity Date Business Day Convention for the purposes of "Second Maturity Date Specific Adjustment": Following Business Day Convention.
 - (vi) Business Day Adjustment: Not Applicable.
 - (vii) American Style Adjustment: Not Applicable.
 - (viii) Maturity Date Roll on Payment Date Adjustment: Not Applicable.

(ix) One-Delta Open-Ended Optional Not Applicable.
Redemption Payout:

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

VALUATION PROVISIONS

9. **Valuation Date(s):** April 22, 2022, May 23, 2022, June 22, 2022, July 22, 2022, August 22, 2022, September 22, 2022, October 24, 2022, November 22, 2022, December 22, 2022, January 23, 2023, February 22, 2023, March 22, 2023, April 24, 2023, May 22, 2023, June 22, 2023, July 24, 2023, August 22, 2023, September 22, 2023, October 23, 2023, November 22, 2023, December 22, 2023, January 22, 2024, February 22, 2024 and March 22, 2024.

– Final Reference Date: The Valuation Date scheduled to fall on March 22, 2024.

10. **Entry Level Observation Dates:** Not Applicable.

11. **Initial Valuation Date(s):** March 22, 2022.

12. **Averaging:** Not Applicable.

13. **Asset Initial Price:** In respect of the Underlying Asset, the Initial Closing Price.

14. **Adjusted Asset Final Reference Date:** Not Applicable.

15. **Adjusted Asset Initial Reference Date:** Not Applicable.

16. **FX (Final) Valuation Date:** Not Applicable.

17. **FX (Initial) Valuation Date:** Not Applicable.

18. **Final FX Valuation Date:** Final Reference Date.

19. **Initial FX Valuation Date:** Not Applicable.

COUPON PAYOUT CONDITIONS

20. **Coupon Payout Conditions:** Applicable.

21. **Interest Basis:** Conditional Coupon.

22. **Interest Commencement Date:** Issue Date.

23. **Fixed Rate Instrument Conditions (General Instrument Condition 13):** Not Applicable.

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 Instrument Conditions (General Instrument Condition 14):** Not Applicable.
27. **Change of Interest Basis (General Instrument Condition 15):** 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):** Applicable.
- (i) Deferred Conditional Coupon: Not Applicable.
- (ii) Memory Coupon (Deferred): Not Applicable.
- (iii) Coupon Payment Event: Applicable, for the purposes of the definition of "Coupon Payment Event" in the Coupon Payout Conditions, Coupon Barrier Reference Value greater than or equal to the Coupon Barrier Level is applicable in respect of each Coupon Observation Date.
- (iv) Coupon Barrier Reference Value: Coupon Barrier Closing Price.
- (v) Coupon Barrier Level: In respect of a Coupon Observation Date and the Underlying Asset, the amount set forth for the Underlying Asset in the Contingent Coupon Table in the column entitled "Coupon Barrier Level" in the row corresponding to the Coupon Observation Date.
- (a) Coupon Barrier Level 1: Not Applicable.
- (b) Coupon Barrier Level 2: Not Applicable.
- (vi) Coupon Observation Date: Each date set forth in the Contingent Coupon Table in the column entitled "Coupon Observation Date".
- (vii) Coupon Barrier Observation Period: Not Applicable.
- (viii) Memory Coupon: Applicable.
- (ix) Coupon Value: In respect of each Coupon Observation Date, Coupon Value Multiplier Method is applicable.
- Coupon Value Multiplicand: 0.0075.
- (x) Coupon Payment Date: In respect of a Coupon Observation Date, the date set forth in the Contingent Coupon Table in the column entitled "Coupon Payment Date" in the row corresponding to such Coupon Observation Date.

- (a) First Coupon Payment Date Specific Adjustment: Not Applicable.
- (b) Second Coupon Payment Date Specific Adjustment: Applicable in respect of each Coupon Payment Date other than the Maturity Date.
- Specified Number of Business Day(s) for the purposes of "Second Coupon Payment Date Specific Adjustment": Five Business Days.
 - Relevant Coupon Payment Determination Date: The Coupon Observation Date corresponding to such Coupon Payment Date.
- (xi) Multi-Coupon Value: Not Applicable.
- (xii) Simultaneous Coupon Conditions: Not Applicable.

| Contingent Coupon Table | | | |
|--|----------------------------|--|--------------------------------|
| Coupon Observation Date | Coupon Payment Date | Coupon Barrier Level | Coupon Value Multiplier |
| The Valuation Date scheduled to fall on April 22, 2022 | April 29, 2022 | Zero per cent. (0%) of the Asset Initial Price | 1 |
| The Valuation Date scheduled to fall on May 23, 2022 | May 30, 2022 | Zero per cent. (0%) of the Asset Initial Price | 2 |
| The Valuation Date scheduled to fall on June 22, 2022 | June 29, 2022 | Zero per cent. (0%) of the Asset Initial Price | 3 |
| The Valuation Date scheduled to fall on July 22, 2022 | July 29, 2022 | Zero per cent. (0%) of the Asset Initial Price | 4 |
| The Valuation Date scheduled to fall on August 22, 2022 | August 29, 2022 | Zero per cent. (0%) of the Asset Initial Price | 5 |
| The Valuation Date scheduled to fall on September 22, 2022 | September 29, 2022 | Zero per cent. (0%) of the Asset Initial Price | 6 |
| The Valuation Date scheduled to fall on October 24, 2022 | October 31, 2022 | 50 per cent. (50%) of the Asset Initial Price | 7 |
| The Valuation Date scheduled to fall on November 22, 2022 | November 29, 2022 | 50 per cent. (50%) of the Asset Initial Price | 8 |

| | | | |
|--|--------------------|---|----|
| The Valuation Date scheduled to fall on December 22, 2022 | December 30, 2022 | 50 per cent. (50%) of the Asset Initial Price | 9 |
| The Valuation Date scheduled to fall on January 23, 2023 | January 30, 2023 | 50 per cent. (50%) of the Asset Initial Price | 10 |
| The Valuation Date scheduled to fall on February 22, 2023 | March 1, 2023 | 50 per cent. (50%) of the Asset Initial Price | 11 |
| The Valuation Date scheduled to fall on March 22, 2023 | March 29, 2023 | 50 per cent. (50%) of the Asset Initial Price | 12 |
| The Valuation Date scheduled to fall on April 24, 2023 | May 2, 2023 | 50 per cent. (50%) of the Asset Initial Price | 13 |
| The Valuation Date scheduled to fall on May 22, 2023 | May 29, 2023 | 50 per cent. (50%) of the Asset Initial Price | 14 |
| The Valuation Date scheduled to fall on June 22, 2023 | June 29, 2023 | 50 per cent. (50%) of the Asset Initial Price | 15 |
| The Valuation Date scheduled to fall on July 24, 2023 | July 31, 2023 | 50 per cent. (50%) of the Asset Initial Price | 16 |
| The Valuation Date scheduled to fall on August 22, 2023 | August 29, 2023 | 50 per cent. (50%) of the Asset Initial Price | 17 |
| The Valuation Date scheduled to fall on September 22, 2023 | September 29, 2023 | 50 per cent. (50%) of the Asset Initial Price | 18 |
| The Valuation Date scheduled to fall on October 23, 2023 | October 30, 2023 | 50 per cent. (50%) of the Asset Initial Price | 19 |
| The Valuation Date scheduled to fall on November 22, 2023 | November 29, 2023 | 50 per cent. (50%) of the Asset Initial Price | 20 |
| The Valuation Date scheduled to fall on December 22, 2023 | January 3, 2024 | 50 per cent. (50%) of the Asset Initial Price | 21 |
| The Valuation Date scheduled to fall on January 22, 2024 | January 29, 2024 | 50 per cent. (50%) of the Asset Initial Price | 22 |
| The Valuation Date scheduled to fall on February 22, 2024 | February 29, 2024 | 50 per cent. (50%) of the Asset Initial Price | 23 |
| Final Reference Date | Maturity Date | 50 per cent. (50%) of | 24 |

| | | | |
|--|--|-------------------------|--|
| | | the Asset Initial Price | |
|--|--|-------------------------|--|

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.

AUTOCALL PAYOUT CONDITIONS

35. **Automatic Early Exercise (General Instrument Condition 17):** Applicable.
- (i) Applicable Date(s): Each Autocall Observation Date.
- (ii) Automatic Early Exercise Date(s): Each date set forth in the Autocall Table in the column entitled "Automatic Early Exercise Date".
- (a) First Automatic Early Exercise Date Specific Adjustment: Not Applicable.
- (b) Second Automatic Early Exercise Date Specific Adjustment:
- Automatic Early Exercise Specified Day(s) for the purposes of "Second Automatic Early Exercise Date Specific Adjustment": Five Business Days.
 - Relevant Automatic Early Exercise Determination Date: The Applicable Date corresponding to such Scheduled Automatic Early Exercise Date.
- (iii) Automatic Early Exercise Amount(s): In respect of each Applicable Date, the Autocall Event Amount corresponding to such Applicable Date.
36. **Autocall Payout Conditions:** Applicable.
- (i) Autocall Event: Applicable, for the purposes of the definition of "Autocall Event" in the Autocall Payout Conditions, Autocall Reference Value greater than or equal to the Autocall Level is applicable in respect of each Autocall Observation

- Date.
- No Coupon Amount payable following Autocall Event: Not Applicable.
 - (ii) Daily Autocall Event Amount: Not Applicable.
 - (iii) Autocall Reference Value: Autocall Closing Price.
 - (iv) Autocall Level: In respect of each Autocall Observation Date and the Underlying Asset, the percentage of the Asset Initial Price of such Underlying Asset set forth in the Autocall Table in the column "Autocall Level" in the row corresponding to such Autocall Observation Date.
 - Autocall Level Comparative Method: Not Applicable.
 - (v) TARN Amount: Not Applicable.
 - (vi) Autocall Observation Date: Each date set forth in the Autocall Table in the column entitled "Autocall Observation Date".
 - (vii) Autocall Observation Period: Not Applicable.
 - (viii) Autocall Event Amount: In respect of each Autocall Observation Date, EUR 1,000.
 - (ix) Simultaneous Autocall Conditions: Not Applicable.
 - (x) Autocall Observation Period (Per AOD): Not Applicable.

| AUTOCALL TABLE | | |
|--|--------------------------------------|---|
| Autocall Observation Date | Automatic Early Exercise Date | Autocall Level |
| The Valuation Date scheduled to fall on September 22, 2022 | September 29, 2022 | 100 per cent. (100%) of the Asset Initial Price |
| The Valuation Date scheduled to fall on October 24, 2022 | October 31, 2022 | 100 per cent. (100%) of the Asset Initial Price |
| The Valuation Date scheduled to fall on November 22, 2022 | November 29, 2022 | 100 per cent. (100%) of the Asset Initial Price |
| The Valuation Date scheduled to fall on December 22, 2022 | December 30, 2022 | 100 per cent. (100%) of the Asset Initial Price |
| The Valuation Date scheduled to fall on January 23, 2023 | January 30, 2023 | 100 per cent. (100%) of the Asset Initial Price |
| The Valuation Date scheduled to fall on February 22, 2023 | March 1, 2023 | 100 per cent. (100%) of the Asset Initial Price |
| The Valuation Date scheduled to fall on March 22, 2023 | March 29, 2023 | 95 per cent. (95%) of the Asset Initial Price |
| The Valuation Date scheduled to fall on April 24, 2023 | May 2, 2023 | 95 per cent. (95%) of the Asset Initial Price |

| | | |
|--|--------------------|---|
| The Valuation Date scheduled to fall on May 22, 2023 | May 29, 2023 | 95 per cent. (95%) of the Asset Initial Price |
| The Valuation Date scheduled to fall on June 22, 2023 | June 29, 2023 | 95 per cent. (95%) of the Asset Initial Price |
| The Valuation Date scheduled to fall on July 24, 2023 | July 31, 2023 | 95 per cent. (95%) of the Asset Initial Price |
| The Valuation Date scheduled to fall on August 22, 2023 | August 29, 2023 | 95 per cent. (95%) of the Asset Initial Price |
| The Valuation Date scheduled to fall on September 22, 2023 | September 29, 2023 | 90 per cent. (90%) of the Asset Initial Price |
| The Valuation Date scheduled to fall on October 23, 2023 | October 30, 2023 | 90 per cent. (90%) of the Asset Initial Price |
| The Valuation Date scheduled to fall on November 22, 2023 | November 29, 2023 | 90 per cent. (90%) of the Asset Initial Price |
| The Valuation Date scheduled to fall on December 22, 2023 | January 3, 2024 | 90 per cent. (90%) of the Asset Initial Price |
| The Valuation Date scheduled to fall on January 22, 2024 | January 29, 2024 | 90 per cent. (90%) of the Asset Initial Price |
| The Valuation Date scheduled to fall on February 22, 2024 | February 29, 2024 | 90 per cent. (90%) of the Asset Initial Price |

SETTLEMENT AMOUNT AND PAYOUT CONDITIONS

37. **Settlement:** Cash Settlement and/or Physical Settlement is applicable.
38. **Single Limb Payout (Payout Condition 1.1):** Not Applicable.
39. **Multiple Limb Payout (Payout Condition 1.2):** Applicable.
- (i) **Trigger Event (Payout Condition 1.2(a)(i)):** Not Applicable.
- (ii) **Payout 1 (Payout Condition 1.2(b)(i)(A)):** Applicable.
- Redemption Percentage: 100 per cent. (100%).
- (iii) **Payout 2 (Payout Condition 1.2(b)(i)(B)):** Not Applicable.
- (iv) **Payout 3 (Payout Condition 1.2(b)(i)(C)):** Not Applicable.
- (v) **Payout 4 (Payout Condition 1.2(b)(i)(D)):** Not Applicable.
- (vi) **Payout 5 (Payout Condition 1.2(b)(i)(E)):** Not Applicable.

- 1.2(b)(i)(E)):**
- (vii) **Payout 6 (Payout Condition 1.2(b)(i)(F)):** Not Applicable.
- 1.2(b)(i)(F)):**
- (viii) **Payout 7 (Payout Condition 1.2(b)(i)(G)):** Not Applicable.
- 1.2(b)(i)(G)):**
- (ix) **Payout 8 (Payout Condition 1.2(b)(i)(H)):** Not Applicable.
- 1.2(b)(i)(H)):**
- (x) **Payout 9 (Payout Condition 1.2(b)(i)(I)):** Not Applicable.
- 1.2(b)(i)(I)):**
- (xi) **Payout 10 (Payout Condition 1.2(b)(i)(J)):** Not Applicable.
- 1.2(b)(i)(J)):**
- (xii) **Payout 11 (Payout Condition 1.2(b)(i)(K)):** Not Applicable.
- 1.2(b)(i)(K)):**
- (xiii) **Payout 12 (Payout Condition 1.2(b)(i)(L)):** Not Applicable.
- 1.2(b)(i)(L)):**
- (xiv) **Payout 13 (Payout Condition 1.2(b)(i)(M)):** Not Applicable.
- 1.2(b)(i)(M)):**
- (xv) **Downside Cash Settlement (Payout Condition 1.2(c)(i)(A)):** Not Applicable.
- (xvi) **Downside Physical Settlement (Payout Condition 1.2(c)(ii)):** Applicable, for the purpose of Payout Condition 1.2(c)(ii), Single Asset is applicable.
40. **Dual Currency Payout (Payout Condition 1.4):** Not Applicable.
41. **Warrants Payout (Payout Condition 1.3):** Not Applicable.
42. **Portfolio Payout (Payout Condition 1.5):** Not Applicable.
43. **One-Delta Open-Ended Optional Redemption Payout (Payout Condition 1.6):** Not Applicable.
44. **Basket Dispersion Lock-In Payout (Payout Condition 1.7):** Not Applicable.
45. **Barrier Event Conditions (Payout Condition 2):** Applicable.
- (i) **Barrier Event:** Applicable, for the purposes of the definition of "Barrier Event" in the Payout Conditions, Barrier Reference Value less than the Barrier Level is applicable.

- (ii) Barrier Reference Value: Barrier Closing Price is applicable.
- (iii) Barrier Level: 50 per cent. (50%) of the Asset Initial Price.
 - (a) Barrier Level 1: Not Applicable.
 - (b) Barrier Level 2: Not Applicable.
- (iv) Barrier Observation Period: Not Applicable.
- (v) Lock-In Event Condition: Not Applicable.
- (vi) Star Event: Not Applicable.
- 46. **Trigger Event Conditions (Payout Condition 3):** Not Applicable.
- 47. **Currency Conversion:** Not Applicable.
- 48. **Physical Settlement (General Instrument Condition 9(e)):** Applicable, General Instrument Condition 9(e) shall apply.
Single Asset is applicable.
 - (i) Physical Settlement Date: Maturity Date.
 - (ii) Deliverable Assets: As specified in Payout Condition 5.
 - (iii) Deliverable Assets Price: In respect of the Underlying Asset, 100 per cent. of the Initial Value.
 - (iv) Lot size: Not Applicable.
 - (v) Fractional Cash Amount: As specified in Payout Condition 5.
 - (vi) Physical Settlement Disruption Amount: As specified in Payout Condition 5.
 - (vii) Holder's Election for Physical Settlement (General Instrument Condition 9(f)): Not Applicable.
 - (viii) Initial Value: 100 per cent. of the Initial Closing Price.
 - (ix) Final Value: Final Closing Price.
- 49. **Non-scheduled Early Repayment Amount:** Fair Market Value.
 - Adjusted for Issuer Expenses and Costs: Applicable.

EXERCISE PROVISIONS

- 50. **Exercise Style of Certificates (General Instrument Condition 9):** The Certificates are European Style Instruments. General Instrument Condition 9(b) is applicable.
- 51. **Exercise Period:** Not Applicable.

52. **Specified Exercise Dates:** Not Applicable.
53. **Expiration Date:** If:
- (i) an Automatic Early Exercise Event does not occur on any Applicable Date, the Final Reference Date; or
 - (ii) an Automatic Early Exercise Event occurs on any Applicable Date, such Applicable Date.
- Expiration Date is Business Day Adjusted: Not Applicable.
54. **Redemption at the option of the Issuer (General Instrument Condition 18):** Not Applicable.
55. **Automatic Exercise (General Instrument Condition 9(i)):** The Certificates are Automatic Exercise Instruments – General Instrument Condition 9(i) is applicable, save that General Instrument Condition 9(i)(ii) is not applicable.
56. **Minimum Exercise Number (General Instrument Condition 12(a)):** Not Applicable.
57. **Permitted Multiple (General Instrument Condition 12(a)):** Not Applicable.
58. **Maximum Exercise Number:** Not Applicable.
59. **Strike Price:** Not Applicable.
60. **Closing Value:** Not Applicable.

SHARE LINKED INSTRUMENT / INDEX LINKED INSTRUMENT / COMMODITY LINKED INSTRUMENT / FX LINKED INSTRUMENT / INFLATION LINKED INSTRUMENT / FUND LINKED INSTRUMENT / MULTI-ASSET BASKET LINKED INSTRUMENT

61. **Type of Certificates:** The Certificates are Share Linked Instruments – the Share Linked Conditions are applicable

| UNDERLYING ASSET TABLE | | | |
|--|----------------------------|--------------|-----------------------------|
| Underlying Asset | Bloomberg / Reuters | ISIN | Exchange |
| The ordinary shares of Micron Technology, Inc. | MU UW <Equity> / MU.OQ | US5951121038 | NASDAQ Global Select Market |

| ASSET FX TABLE | | | | | | |
|-------------------------|-----------------------|----------------------|--------------------------------------|--------------------------------|-----------------------|------------------------------|
| Underlying Asset | Asset Currency | Base Currency | Asset FX Fixing Price Sponsor | Asset FX Valuation Time | Specified Rate | Asset FX Price Source |
| | | | | | | |

| | | | | | | |
|--|-----|-----|--------------------------------------|------------------------|---------------------------|-------------------------------|
| The ordinary shares of Micron Technology, Inc. | USD | EUR | WM Performance Services Company Plc. | 4.00 p.m., London time | Official mid closing rate | Reuters screen EURUSDFIXMP=WM |
|--|-----|-----|--------------------------------------|------------------------|---------------------------|-------------------------------|

62. **Share Linked Instruments:** Applicable.
- (i) Single Share or Share Basket or Multi-Asset Basket: Single Share.
- (ii) Name of Share(s): As specified in the column entitled "Underlying Asset" in the Underlying Asset Table.
- (iii) Exchange(s): As specified in the column entitled "Exchange" in the Underlying Asset Table.
- (iv) Related Exchange(s): All Exchanges.
- (v) Options Exchange: Related Exchange.
- (vi) Valuation Time: Default Valuation Time.
- (vii) Single Share and Reference Dates – Consequences of Disrupted Days: Applicable in respect of each Reference Date – as specified in Share Linked Condition 1.1.
- (a) Maximum Days of Disruption: As specified in Share Linked Condition 7.
- (b) No Adjustment: Not Applicable.
- (viii) Single Share and Averaging Reference Dates – Consequences of Disrupted Days: Not Applicable.
- (ix) Share Basket and Reference Dates – Basket Valuation (Individual Scheduled Trading Day and Individual Disrupted Day): Not Applicable.
- (x) Share Basket and Averaging Reference Dates – Basket Valuation (Individual Scheduled Trading Day and Individual Disrupted Day): Not Applicable.
- (xi) Share Basket and Reference Dates – Basket Valuation (Common Scheduled Trading Day but Individual Disrupted Day): Not Applicable.
- (xii) Share Basket and Averaging Reference Dates – Basket Valuation (Common Scheduled Trading Day but Individual Disrupted Day): Not Applicable.

- | | |
|--|--|
| (xiii) Share Basket and Reference Dates – Basket Valuation (Common Scheduled Trading Day and Common Disrupted Day): | Not Applicable. |
| (xiv) Share Basket and Averaging Reference Dates – Basket Valuation (Common Scheduled Trading Day and Common Disrupted Day): | Not Applicable. |
| (xv) Fallback Valuation Date: | Not Applicable. |
| (xvi) Change in Law: | Applicable. |
| (xvii) Extraordinary Event – Share Substitution: | Applicable. |
| (xviii) Correction of Share Price: | Applicable. |
| (xix) Correction Cut-off Date: | Default Correction Cut-off Date is applicable in respect of each Reference Date. |
| (xx) Depository Receipts Provisions: | Not Applicable. |
| (xxi) Closing Share Price (Italian Reference Price): | Not Applicable to any Underlying Asset. |
| (xxii) Reference Price subject to Dividend Adjustment: | Not Applicable. |
| 63. Index Linked Instruments: | Not Applicable. |
| 64. Commodity Linked Instruments (Single Commodity or Commodity Basket): | Not Applicable. |
| 65. Commodity Linked Instruments (Single Commodity Index or Commodity Index Basket): | Not Applicable. |
| 66. FX Linked Instruments: | Not Applicable. |
| 67. Inflation Linked Instruments: | Not Applicable. |
| 68. Fund-Linked Instruments: | Not Applicable. |
| 69. Multi-Asset Basket Linked Instruments: | Not Applicable. |

GENERAL PROVISIONS APPLICABLE TO THE CERTIFICATES

- | | |
|--|---|
| 70. FX Disruption Event/CNY FX Disruption Event/Currency Conversion Disruption Event (General Instrument Condition 16): | FX Disruption Event is applicable to the Instruments – General Instrument Condition 16 and FX Linked Condition 4 shall apply. |
| (i) Base Currency: | Settlement Currency. |

| | | |
|--------|---|---|
| (ii) | Reference Currency: | USD. |
| (iii) | Reference Country: | The United States of America, the United Kingdom and the Euro-zone. |
| (iv) | CNY Financial Centre(s): | Not Applicable. |
| (v) | USD/CNY Exchange Rate: | Not Applicable. |
| (vi) | Currency Conversion Reference Country: | Not Applicable. |
| (vii) | USD/Affected Currency FX Rate: | As specified in FX Linked Condition 4. |
| | (a) Affected Currency: | Settlement Currency. |
| | (b) FX Disruption Event Cut-off Date (General Instrument Condition 2(a)): | Default FX Disruption Event Cut-off Date. |
| | (c) Adjusted Affected Payment Date (General Instrument Condition 2(a)): | Default Adjusted Affected Payment Date. |
| | (d) Affected Payment Cut-off Date (General Instrument Condition 2(a)): | Default Affected Payment Cut-off Date. |
| | (e) USD/Affected Currency FX Rate Fixing Price Sponsor Determination: | Applicable. |
| | (f) Fixing Price Sponsor: | Refinitiv Benchmark Services Limited. |
| | (g) Valuation Time: | At or around 4:00 p.m., London time. |
| (viii) | Trade Date: | Not Applicable. |
| 71. | Rounding (General Instrument Condition 27): | |
| | (i) Non-Default Rounding – calculation values and percentages: | Not Applicable. |
| | (ii) Non-Default Rounding – amounts due and payable: | Not Applicable. |
| | (iii) Other Rounding Convention: | Not Applicable. |
| 72. | Additional Business Centre(s): | Not Applicable. |
| 73. | Principal Financial Centre: | Not Applicable. |
| 74. | Form of Certificates: | Euroclear/Clearstream Instruments. |

75. **Representation of Holders:** Not Applicable.
76. **Identification information of Holders in relation to French Law Instruments (General Instrument Condition 3(d)):** Not Applicable.
77. **Minimum Trading Number (General Instrument Condition 5(c)):** One Certificate.
78. **Permitted Trading Multiple (General Instrument Condition 5(c)):** One Certificate.
79. **Calculation Agent (General Instrument Condition 22):** Goldman Sachs International.
80. **Governing law:** English law.

DISTRIBUTION

81. **Method of distribution:** Non-syndicated.
- (i) If syndicated, names and addresses of placers and underwriting commitments: Not Applicable.
- (ii) Date of Subscription Agreement: Not Applicable.
- (iii) If non-syndicated, name and address of Dealer: Goldman Sachs International ("**GSI**") (including its licensed branches) shall act as Dealer and purchase all Securities from the Issuer, provided that Goldman Sachs Bank Europe SE may act as Dealer in respect of some or all of the Securities acquired by it from GSI.
82. **Non-exempt Offer:** Active marketing activities in respect of the Certificates in the Republic of Italy (the "**Public Offer Jurisdiction**") will be carried out by Banca Generali S.p.A. commencing on (and including) the first day on which the Certificates are traded on the EuroTLX market, a multilateral trading facility organised and managed by Borsa Italiana S.p.A. (the "**EuroTLX Market**"). Accordingly, an offer of the Certificates may be made by the Dealer other than pursuant to Article 1(4) of the EU Prospectus Regulation in the Public Offer Jurisdiction during the period commencing on (and including) the first day on which the Certificates are traded on the EuroTLX Market and ending on (and including) the date on which Banca Generali S.p.A. ceases to carry on active marketing activities in respect of the Certificates in the Public Offer Jurisdiction, which date is expected to fall on or around April 4, 2023 (the "**Offer Period**").
- See further paragraph entitled "Terms and Conditions of the Offer" below.

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

Signed on behalf of Goldman Sachs Finance Corp International Ltd:

By:

Duly authorised

OTHER INFORMATION

1. **LISTING AND ADMISSION TO TRADING** Application was made by the Issuer (or on its behalf) for the admission to trading of the Certificates on the EuroTLX Market.

The admission to trading of the Certificates is expected to be on or around the Issue Date.

No assurances can be given that such application for admission to trading will be granted (or if granted, will be granted on the Issue Date). The Issuer has no duty to maintain the trading (if any) of the Certificates on the relevant stock exchange(s) over their entire lifetime. The Certificates may be suspended from trading and/or delisted at any time in accordance with applicable rules and regulations of the relevant stock exchange(s).
2. **LIQUIDITY ENHANCEMENT AGREEMENTS** Not Applicable.
3. **RATINGS** Not Applicable.
4. **INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE OFFER**

A selling commission per Certificate of 1.00 per cent. (1.00%) of the Issue Price has been paid by the Issuer to Banca Generali S.p.A. in respect of each Certificate sold by Banca Generali S.p.A. by the Issue Date.

Furthermore, the Issuer shall also pay to Banca Generali S.p.A. a fee of 0.50 per cent (0.50%) of the Calculation Amount for each Certificate purchased on the EuroTLX Market during the Offer Period for the active marketing activity in relation to the Certificates to be performed by Banca Generali S.p.A. during the Offer Period.
5. **REASONS FOR THE OFFER, ESTIMATED NET AMOUNT OF PROCEEDS AND TOTAL EXPENSES**
 - (i) Reasons for the offer: Not Applicable.
 - (ii) Estimated net amount of proceeds: Not Applicable.
 - (iii) Estimated total expenses: Not Applicable.
6. **PERFORMANCE AND VOLATILITY OF THE UNDERLYING ASSET(S)**

Details of the past and further performance and volatility of the Underlying Asset may be obtained from Bloomberg and Reuters. However, past performance is not indicative of future performance.

See the section entitled "Examples" below for examples of the potential return on the Securities in various hypothetical scenarios.
7. **OPERATIONAL INFORMATION**

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

S.A. and the relevant identification number(s):

Delivery: Delivery against payment.

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

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

8. TERMS AND CONDITIONS OF THE OFFER

Offer Period: Active marketing activities in respect of the Certificates in the Public Offer Jurisdiction will be carried out by Banca Generali S.p.A. commencing on (and including) the first day on which the Certificates are traded on the EuroTLX Market. Accordingly, an offer of the Certificates may be made by the Dealer other than pursuant to Article 1(4) of the EU Prospectus Regulation in the Public Offer Jurisdiction during the Offer Period, i.e. the period commencing on (and including) the first day on which the Certificates are traded on the EuroTLX Market and ending on (and including) the date on which Banca Generali S.p.A. ceases to carry on active marketing activities in respect of the Certificates in the Public Offer Jurisdiction, which date is expected to fall on or around April 4, 2023. The Offer Period is subject to adjustment by or on behalf of the Issuer in accordance with the applicable regulations and any adjustments to such period will be set out in one or more notices to be made available on www.goldman-sachs.it.

Offer Price: The Certificates will be offered at the market price which will be determined by the Dealer on a continuous basis in accordance with the market conditions then prevailing.

A selling commission per Certificate of 1.00 per cent. (1.00%) of the Issue Price has been paid by the Issuer to Banca Generali S.p.A. for each Certificate sold by Banca Generali S.p.A. by the Issue Date.

Furthermore, the Issuer shall pay to Banca Generali S.p.A. a fee of 0.50 per cent (0.50%) of the Calculation Amount for each Certificate purchased on the EuroTLX Market during the Offer Period for the active marketing activity in relation to the Certificates to be performed by Banca Generali S.p.A. during the Offer Period.

Depending on market conditions, the Offer Price shall be equal, higher or lower than the Issue Price of the

| | |
|--|---|
| | Certificates. |
| | Method Investments & Advisory Ltd (in its capacity as appointed specialist under the EuroTLX Market rules) (the " Specialist ") will publish offer prices (and bid prices) at which the Specialist is prepared to sell (and purchase) the Certificates on the EuroTLX Market. |
| Conditions to which the offer is subject: | Not Applicable. |
| Description of the application process: | Certificates may be purchased from any market intermediary approved and admitted to trading on the EuroTLX Market by Borsa Italiana S.p.A. (each, an " Authorised Intermediary "), and purchase and settlement of the Certificates shall be in accordance with the usual rules of the EuroTLX Market. |
| Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants: | Not Applicable. |
| Details of the minimum and/or maximum amount of application: | The minimum amount of application will be the minimum trading number (as specified in paragraph 77 of the Contractual Terms). |
| Details of the method and time limits for paying up and delivering the Certificates: | The Certificates will be issued by the Issuer on the Issue Date and held by it in inventory. Investors may purchase the Certificates on the EuroTLX Market, by payment of the purchase price to an Authorised Intermediary. Purchase and sale contracts concluded on the EuroTLX Market shall be settled on the second day following their conclusion, subject to and in accordance with the applicable EuroTLX Market rules. |
| Manner in and date on which results of the offer are to be made public: | Not Applicable. |
| Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised: | Not Applicable. |
| Whether tranche(s) have been reserved for certain countries: | Not Applicable. |
| Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made: | Not Applicable. No dealings in Certificates may take place prior to the first day of trading of the Certificates on the EuroTLX Market. |
| Amount of any expenses and taxes specifically charged to the subscriber or purchaser. Where required and to the extent | The Entry Costs (as described in Commission Delegated Regulation (EU) 2017/653, which supplements Regulation (EU) No 1286/2014) contained in the price |

they are known, include those expenses contained in the price:

of the Securities as of the date of these Final Terms are EUR 14.30 per Certificate. Such Entry Costs may change during the Offer Period and over the term of the Securities. For the amount of the Entry Costs at the time of purchase, please refer to the cost disclosure under Regulation (EU) No 1286/2014.

Please refer to "Jersey Tax Considerations", "United States Tax Considerations" and "Italian Tax Considerations" in the section entitled "Taxation" in the Base Prospectus.

Expenses, taxes and other fees may be charged by the Authorised Intermediary: potential purchasers of Certificates should check with the relevant Authorised Intermediary.

Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place:

The Dealer.

Consent to use the Base Prospectus

Identity of financial intermediary(ies) that are allowed to use the Base Prospectus:

The Dealer.

Offer period during which subsequent resale or final placement of Instruments by financial intermediaries can be made:

The Offer Period.

Conditions attached to the consent:

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

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

9. **UNITED STATES TAX CONSIDERATIONS**

Section 871(m) Withholding Tax

The U.S. Treasury Department has issued regulations under which amounts paid or deemed paid on certain financial instruments that are treated as attributable to U.S.-source dividends could be treated, in whole or in part depending on the circumstances, as a "dividend equivalent" payment that is subject to tax at a rate of 30 per cent. (or a lower rate under an applicable treaty). We have determined that, as of the issue date of the Certificates, the Certificates will not be subject to withholding under these rules. In certain limited circumstances, however, it is possible for United States alien holders to be liable for tax under these rules with respect to a combination of transactions treated as having been entered into in connection with each other even when no withholding is required. United States alien holders should consult their tax advisor concerning these regulations, subsequent official guidance and regarding any other possible alternative characterisations of their Certificates for United States federal income tax purposes. See "*United States Tax Considerations – Dividend Equivalent Payments*" in the Base Prospectus for a more comprehensive discussion of the application of Section 871(m) to the Certificates.

Classification for U.S. Tax Purposes

We have determined that there is a material risk that the Certificates will not be treated as a debt instrument, but will rather be treated as a forward or derivative contract, for United States federal income tax purposes. In light of this possibility, we intend to treat the Certificates in the manner described under "*United States Tax Considerations – Securities Issued by GSFCl – Securities that are not Classified as Debt for United States Tax Purposes*" in the Base Prospectus. If the Certificates bear periodic coupons, then, due to uncertainty regarding the U.S. withholding tax treatment of coupon payments on Certificates that are not treated as debt, it is expected that withholding agents will (and we, if we are the withholding agent, intend to) withhold on coupon payments on the Certificates 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. We will not make payments of any additional amounts in respect of such withholding tax. Amounts paid upon the redemption or maturity of the Certificates 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 Certificates.

10. **BENCHMARKS REGULATION**

Not Applicable.

11. **INDEX DISCLAIMER**

Not Applicable.

EXAMPLES

THE EXAMPLES PRESENTED BELOW ARE FOR ILLUSTRATIVE PURPOSES ONLY.

For the purposes of each Example:

- (i) the Issue Price is EUR 1,000 per Certificate and the Calculation Amount is EUR 1,000;
- (ii) in respect of the Underlying Asset and the Valuation Date scheduled to fall on September 22, 2022, the Autocall Level is 100 per cent. (100%) of the Asset Initial Price and the Coupon Barrier Level is zero per cent. (0%) of the Asset Initial Price;
- (iii) in respect of the Underlying Asset and the Valuation Date scheduled to fall on January 23, 2023, the Autocall Level is 100 per cent. (100%) of the Asset Initial Price and the Coupon Barrier Level is 50 per cent. (50%) of the Asset Initial Price; and
- (iv) the Barrier Level is 50 per cent. (50%) of the Asset Initial Price, the Coupon Value Multiplicand is 0.0051 and the Redemption Percentage is 100 per cent. (100%);
- (v) the Coupon Value Multiplicand is 0.0075.

COUPON AMOUNT

Example 1 – no Automatic Early Exercise but Coupon Amount: *The Reference Price of the Underlying Asset for the Valuation Date scheduled to fall on September 22, 2022 is less than the Autocall Level but greater than or equal to zero per cent. (0%) of the Asset Initial Price. The Coupon Value Multiplier corresponding to such Coupon Observation Date is six.*

In this Example, the Certificates will not be automatically exercised on such Valuation Date. A Coupon Amount per Certificate will be payable on the Coupon Payment Date immediately following such Valuation Date, and such Coupon Amount will be an amount in the Settlement Currency equal to the *difference* between (i) the *product* of (a) the Calculation Amount, *multiplied* by (b) 0.045, *minus* (ii) the *aggregate* of the Coupon Amounts per Certificate previously paid on the Coupon Payment Dates preceding such Valuation Date.

AUTOMATIC EARLY EXERCISE

Example 2 – Automatic Early Exercise and Coupon Amount: *The Reference Price of the Underlying Asset for the Valuation Date scheduled to fall on January 23, 2023 is greater than or equal to the Autocall Level for such Valuation Date. The Coupon Value Multiplier corresponding to such Coupon Observation Date is 10.*

In this Example, the Certificates will be automatically exercised on such Valuation Date, and the Automatic Early Exercise Amount payable per Certificate on the Automatic Early Exercise Date immediately following such Valuation Date will be an amount in the Settlement Currency equal to the Autocall Event Amount for such Valuation Date, i.e., EUR 1,000. Additionally, a Coupon Amount per Certificate will be payable on the Coupon Payment Date falling on such Automatic Early Exercise Date, and such Coupon Amount will be an amount in the Settlement Currency equal to the *difference* between (i) the *product* of (a) the Calculation Amount, *multiplied* by (b) 0.075, *minus* (ii) the *aggregate* of the Coupon Amounts per Certificate previously paid on the Coupon Payment Dates preceding such Valuation Date.

Example 3 – no Automatic Early Exercise but Coupon Amount: *The Reference Price of the Underlying Asset for the Valuation Date scheduled to fall on January 23, 2023 is less than the Autocall Level but greater than or equal to the Coupon Barrier Level for such Valuation Date. The Coupon Value Multiplier corresponding to such Coupon Observation Date is 10.*

In this Example, the Certificates will not be automatically exercised on such Valuation Date. A Coupon Amount per Certificate will be payable on the Coupon Payment Date immediately following such Valuation Date, and such Coupon Amount will be an amount in the Settlement Currency equal to the *difference* between (i) the *product* of (a) the Calculation Amount, *multiplied* by (b) 0.075, *minus* (ii) the *aggregate* of the Coupon Amounts per Certificate previously paid on the Coupon Payment Dates preceding such Valuation Date.

Example 4 – no Automatic Early Exercise and no Coupon Amount: *The Reference Price of the Underlying Asset for the Valuation Date scheduled to fall on January 23, 2023 is less than the Coupon Barrier Level for such Valuation Date.*

In this Example, the Certificates will not be automatically exercised on such Valuation Date and no Coupon Amount will be payable on the Coupon Payment Date immediately following such Valuation Date.

SETTLEMENT AMOUNT

Example 5 – neutral scenario and Coupon Amount: *The Certificates have not been automatically exercised on an Applicable Date, and the Final Closing Price of the Underlying Asset is 50 per cent. (50%) or more of the Asset Initial Price. The Coupon Value Multiplier corresponding to such Coupon Observation Date is 24.*

In this Example, the Certificates will be automatically exercised on the Final Reference Date and Cash Settlement shall apply and the Settlement Amount payable in respect of each Certificate on the Maturity Date will be an amount in the Settlement Currency equal to the *product* of (i) the Calculation Amount, *multiplied* by (ii) the Redemption Percentage, i.e., EUR 1,000. Additionally, a Coupon Amount per Certificate will be payable on the Coupon Payment Date falling on the Maturity Date, and such Coupon Amount will be an amount in the Settlement Currency equal to the *difference* between (i) the *product* of (a) the Calculation Amount, *multiplied* by (b) 0.18, *minus* (ii) the *aggregate* of the Coupon Amounts per Certificate previously paid on the Coupon Payment Dates preceding the Final Reference Date.

Example 6 – negative scenario and no Coupon Amount: *The Certificates have not been automatically exercised on an Applicable Date, and the Final Closing Price of the Underlying Asset is less than 50 per cent. (50%) of the Asset Initial Price.*

In this Example, Physical Settlement shall apply, and each Certificate (of the Calculation Amount) will be redeemed by delivering the Deliverable Assets and any Fractional Cash Amount will also be payable. No Coupon Amount will be payable on the Coupon Payment Date falling on the Maturity Date. **In this Example, an investor in the Certificates may sustain a partial or total loss of the amount invested in each Certificate (of the Calculation Amount), depending on the value of the Deliverable Assets on the date that an investor receives the Deliverable Assets and/or is able to sell them.**

ISSUE-SPECIFIC SUMMARY OF THE SECURITIES

INTRODUCTION AND WARNINGS

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.

You are about to purchase a product that is not simple and may be difficult to understand.

Securities: Offer of 5,000 Two-Year Quanto EUR Memory Phoenix Autocallable Certificates on the ordinary shares of Micron Technology, Inc., due April 2, 2024 (ISIN: JE00BLS35G87) (the "**Securities**").

Issuer: 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**").

Authorised Offeror(s): The authorised offeror is Goldman Sachs International ("**GSI**"), Plumtree Court, 25 Shoe Lane, London EC4A 4AU, England, provided that Goldman Sachs Bank Europe SE ("**GSBE**"), Marieturm, Taunusanlage, 9-10, 60329 Frankfurt am Main, Germany, may act as authorised offeror in respect of some or all of the Securities acquired by it from GSI. GSI is a private unlimited liability company incorporated in England mainly operating under English law. Its LEI is W22LROWP2IHZNBB6K528. GSBE is a European company (*Societas Europaea*) incorporated in Germany mainly operating under German Law. Its LEI is 8IBZUGJ7JPLH368JE346.

Competent authority: The Base Prospectus was approved on January 13, 2023 by the Luxembourg *Commission de Surveillance du Secteur Financier* of 283 Route d'Arlon, 1150 Luxembourg (Telephone number: (+352) 26 25 1-1; Fax number: (+352) 26 25 1 – 2601; Email: direction@cssf.lu).

KEY INFORMATION ON THE ISSUER

Who is the Issuer of the Securities?

Domicile and legal form, law under which the Issuer operates and country of incorporation: 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.

Issuer's principal activities: 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.

Major shareholders, including whether it is directly or indirectly owned or controlled and by whom: 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**").

Key directors: The directors of GSFCI are Pierre Benichou, Anshuman Bajpayi, Vikram Sethi, Michael Lynam, Stephen McGrath, Ed Fletcher and Christo Van Der Spuy.

Statutory auditors: GSFCI's statutory auditor is PricewaterhouseCoopers LLP, of 7 More London Riverside, London, SE1 2RT, England.

What is the key financial information regarding the Issuer?

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.

| 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 |
| Summary information – cash flow | | | |
| | 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) |
| 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 GSFCl 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.
- GSFCl is a wholly-owned subsidiary of the Goldman Sachs group. GSFCl 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, GSFCl does not have a significant amount of share capital. Investors are exposed to a significantly greater credit risk by purchasing the Securities where GSFCl is the Issuer than they would be by purchasing securities from an issuer equipped with significantly more capital. If GSFCl 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 settled and physically settled Securities which are share-linked Securities in the form of certificates.

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

The issue date of the Securities is April 4, 2022 (the "**Issue Date**"). The issue price of the Securities is EUR 1,000 per Security (the "**Issue Price**").

ISIN: JE00BLS35G87; Common Code: 239024874; Valoren: 116687201.

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

is 5,000.

Maturity Date: April 2, 2024. This is the date on which the Securities are scheduled to be redeemed, subject to adjustment in accordance with the terms and conditions and subject to an early exercise of the Securities.

Rights attached to the Securities:

The Securities will give each investor the right to receive a return, together with certain ancillary rights such as the right to receive notice of certain determinations and events. The return on the Securities will comprise (i) the potential payment of Coupon Amounts and the Autocall Event Amount (if applicable) or (ii) the payment of the Settlement Amount or delivery of the Physical Settlement Amount. The payment of Coupon Amount(s) (if applicable), the Autocall Event Amount (if applicable) and the Settlement Amount or the delivery of the Physical Settlement Amount will depend on the performance of the following Underlying Asset:

| Underlying Asset or the Share | Bloomberg / Reuters / ISIN | Exchange |
|--|---------------------------------------|-----------------------------|
| The ordinary shares of Micron Technology, Inc. | MU UW <Equity> / MU.OQ / US5951121038 | NASDAQ Global Select Market |

Coupon Amount: on a Coupon Observation Date:

(i) if the Reference Price of the Underlying Asset is greater than or equal to the Coupon Barrier Level for such Coupon Observation Date, then a Coupon Amount in EUR in respect of each Security will be payable on the following Coupon Payment Date, calculated in accordance with the following formula:

$$(CA \times CV) - APCA; \text{ or}$$

(ii) if the Reference Price of the Underlying Asset is less than the Coupon Barrier Level for such Coupon Observation Date, then no Coupon Amount will be payable on the following Coupon Payment Date.

Autocall Event Amount: on an Autocall Observation Date, if the Reference Price of the Underlying Asset is greater than or equal to its Autocall Level for such Autocall Observation Date, then the Securities will be exercised early on such Autocall Observation Date, and the Autocall Event Amount payable in respect of each Security on the following Autocall Payment Date will be equal to EUR 1,000.

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

(i) if the Final Closing Price of the Underlying Asset is greater than or equal to the Barrier Level, Cash Settlement shall apply and an amount equal to EUR 1,000; or

(ii) if the Final Closing Price of the Underlying Asset is less than the Barrier Level Physical Settlement shall apply and the Issuer shall transfer or procure the transfer of the Deliverable Assets and also pay the Fractional Cash Amount (if any) on the Maturity Date.

Non-scheduled Early Repayment Amount: The Securities may be redeemed prior to the scheduled maturity: (i) at the Issuer's option (a) if the Issuer determines a change in applicable law has the effect that performance by the Issuer or its affiliates under the Securities or hedging transactions relating to the Securities has become (or there is a substantial likelihood in the immediate future that it will become) unlawful or impracticable (in whole or in part), or (b) where applicable, if the Calculation Agent determines that certain additional disruption events or adjustment events as provided in the terms and conditions of the Securities have occurred in relation to the underlying asset; or (ii) upon notice by a Holder declaring such Securities to be immediately repayable due to the occurrence of an event of default which is continuing.

In such case, the Non-scheduled Early Repayment Amount payable on such unscheduled early redemption shall be, for each Security, an amount representing the fair market value of the Security taking into account all relevant factors less all costs incurred by the Issuer or any of its affiliates in connection with such early redemption, including those related to unwinding of any underlying and/or related hedging arrangement. ***The Non-scheduled Early Repayment Amount may be less than your initial investment and therefore you may lose some or all of your investment on an unscheduled early redemption.***

Defined terms:

- **Asset Currency:** in respect of the Underlying Asset, USD.
- **Asset FX Rate:** in respect of the Underlying Asset, the official mid exchange rate of EUR/USD (expressed as the number of units of USD per EUR 1.00) published by WM Performance Services Company Plc. on the Final FX Valuation Date, at or around 4:00 p.m., London time, on Reuters screen EURUSDFIXMP=WM, as determined by the Calculation Agent.
- **APCA:** for each Coupon Observation Date, the *sum* of each Coupon Amount paid in respect of one Security on all Coupon Payment Dates (if any) preceding such Coupon Observation Date.
- **Autocall Level:** in respect of the Underlying Asset, a specified percentage of its Initial Closing Price.
- **Autocall Observation Dates:** each Coupon Observation Date other than the Coupon Observation Dates scheduled to fall before September 22, 2022 and the Coupon Observation Date scheduled to fall on March 22, 2024.
- **Autocall Payment Dates:** each Coupon Payment Date other than the Coupon Payment Dates scheduled to fall before September 29, 2022 and the Coupon Payment Date scheduled to fall on April 2, 2024.
- **Barrier Level:** in respect of the Underlying Asset, 50 per cent. (50%) of its Initial Closing Price.

- **Base Currency:** in respect of the Underlying Asset, EUR.
- **CA:** Calculation Amount, EUR 1,000.
- **Coupon Barrier Level:** in respect of the Underlying Asset and each Coupon Observation Date, a specified percentage of its Initial Closing Price on such Coupon Observation Date.
- **Coupon Observation Dates:** April 22, 2022, May 23, 2022, June 22, 2022, July 22, 2022, August 22, 2022, September 22, 2022, October 24, 2022, November 22, 2022, December 22, 2022, January 23, 2023, February 22, 2023, March 22, 2023, April 24, 2023, May 22, 2023, June 22, 2023, July 24, 2023, August 22, 2023, September 22, 2023, October 23, 2023, November 22, 2023, December 22, 2023, January 22, 2024, February 22, 2024 and March 22, 2024, subject to adjustment in accordance with the terms and conditions.
- **Coupon Payment Dates:** a day falling approximately five business days after each Coupon Observation Date, subject to adjustment in accordance with the terms and conditions.
- **Coupon Value Multiplicand:** 0.0075.
- **Coupon Value Multiplier:** a series of unique ascending whole numbers for the Coupon Observation Dates, starting from 1 for the first Coupon Observation Date, and running to 24 for the final Coupon Observation Date.
- **CV:** in respect of a Coupon Observation Date, an amount equal to the *product* of (i) the Coupon Value Multiplier corresponding to such Coupon Observation Date, *multiplied* by (ii) the Coupon Value Multiplicand.
- **Deliverable Assets:** in respect of the Underlying Asset, a number of whole shares of such Underlying Asset equal to the *quotient* of (a) the amount in the Asset Currency resulting from the conversion by the Calculation Agent of the Calculation Amount from the Base Currency into the Asset Currency at the Asset FX Rate, *divided* by (b) the Deliverable Assets Price, rounded down to the nearest whole share of such Underlying Asset, as determined by the Calculation Agent.
- **Deliverable Assets Price:** in respect of the Underlying Asset, 100 per cent. of its Initial Closing Price.
- **Final Closing Price:** the Reference Price of the Underlying Asset on March 22, 2024, subject to adjustment in accordance with the terms and conditions.
- **Fractional Cash Amount:** in respect the Underlying Asset, an amount in EUR equal to the *product* of (a) the *difference* between (I) the number and/or fraction of the such Underlying Asset comprising the Deliverable Assets prior to rounding down to the nearest whole unit of such Underlying Asset, *minus* (II) the Deliverable Assets, *multiplied* by (b) the Final Closing Price, converted into the Base Currency at the Asset FX Rate, as determined by the Calculation Agent.
- **Final FX Valuation Date:** March 22, 2024, subject to adjustment in accordance with the terms and conditions.
- **Initial Closing Price:** the Reference Price of the Underlying Asset on March 22, 2022, subject to adjustment in accordance with the terms and conditions.
- **Reference Price:** the closing share price on the relevant Exchange of the Underlying Asset for the relevant date.

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 was made by the Issuer (or on its behalf) for the Securities to be listed and admitted to trading on the EuroTLX market, a multilateral trading facility organised and managed by Borsa Italiana S.p.A. (the "**EuroTLX Market**") with effect from on or around 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) |
| Selected income statement data | | | | |
| 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 |
| Summary information – balance sheet | | | | |
| (in millions USD) | As at December 31, 2021 (audited) | As at December 31, 2020 (audited) | As at September 30, 2022 (unaudited) | |
| 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 | |
| (in per cent.) | | | | |
| 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 risks:

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

Risks relating to certain features of the Securities:

- The terms and conditions of your Securities provide that the Securities are subject to a cap. Therefore, your ability to participate in any change in the value of the Underlying Asset over the term of the Securities will be limited, no matter how much the price of the Underlying Asset may rise beyond the cap level over the life of the Securities. Accordingly, the return on your Securities may be significantly less than if you had purchased the Underlying Asset directly.
- The terms of your Securities provide that, subject to the fulfilment of a particular condition, the Securities shall be redeemed at their maturity by delivery of Shares. As a holder of Securities, you will receive such Shares rather than a monetary amount upon maturity. You will, therefore, be exposed to the issuer of such Shares and the risks associated with holding such Shares. The value of each such Share to be delivered multiplied by the number of Shares to be delivered (together with any residual cash amount) to you may be less than the purchase amount paid by you for your Securities and the principal amount (if any) of the Securities. You will also be exposed to fluctuations in the exchange rate between the Settlement Currency and the currency of the Shares. In the worst case, the Shares to be delivered may be worthless. You should also consider that you will be exposed to any fluctuations in the price of the Shares to be delivered after the end of the term of the Securities until the respective actual delivery. This means that your actual loss (or gain) and final return on the Securities can only be determined after delivery of the Shares to you. Further, you may be subject to documentary or stamp taxes in relation to the delivery and/or disposal of Shares.

Risks relating to the Underlying Asset:

- *The value of and return on your Securities depends on the performance of the Underlying Asset.* The return on your Securities depends on the performance of the Underlying Asset. The price of the Underlying Asset may be subject to unpredictable change over time. This degree of change is known as "volatility". The volatility of the Underlying Asset may be affected by national and international financial, political, military or economic events, including governmental actions, or by the activities of participants in the relevant markets. Any of these events or activities could adversely affect the value of and return on the Securities. Volatility does not imply direction of the price of the Underlying Asset, though an Underlying Asset that is more volatile is likely to increase or decrease in value more often and/or to a greater extent than one that is less volatile.
- *Past performance of the Underlying Asset is not indicative of future performance.* You should not regard any information about the past performance of the Underlying Asset as indicative of the range of, or trends in, fluctuations in the Underlying Asset that may occur in the future. The Underlying Asset may perform differently (or the same) as in the past, and this could have material adverse effect on the value of and return on your Securities.
- The performance of the Share is dependent upon macroeconomic factors, such as interest and price levels on the capital markets, currency developments, political factors as well as company-specific factors such as earnings position, market position, risk situation, shareholder structure and distribution policy, as well as business risks faced by the issuers thereof. Any one or a combination of such factors could adversely affect the performance of the Underlying Asset which, in turn, would have a negative effect on the value of and return on your Securities.
- The performance of foreign exchange rates, currency units or units of account is dependent upon the supply and demand for currencies in the international foreign exchange markets, which are subject to economic factors, including inflation rates in the countries concerned, interest rate differences between the respective countries, economic forecasts, international political factors, currency convertibility and safety of making financial investments in the currency concerned, speculation and measures taken by governments and central banks. Such measures include, without limitation, imposition of regulatory controls or taxes, issuance of a new currency to replace an existing currency, alteration of the exchange rate or exchange characteristics by devaluation or revaluation of a currency or imposition of exchange controls with respect to the exchange or transfer of a specified currency that would affect exchange rates as well as the availability of a specified currency.

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

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

Terms and conditions of the offer:

Active marketing activities in respect of the Securities in the Public Offer Jurisdiction will be carried out by Banca Generali S.p.A. commencing on (and including) the first day on which the Securities are traded on the EuroTLX Market. Accordingly, an offer of the Securities may be made by the Authorised Offeror other than pursuant to Article 1(4) of the EU Prospectus Regulation in the Republic of Italy (the "**Public Offer Jurisdiction**") during the period commencing on (and including) the first day on which the Securities are traded on the EuroTLX Market and ending on (and including) the date on which Banca Generali S.p.A. ceases to carry on active marketing activities in respect of the Securities in the Public Offer Jurisdiction, which date is expected to fall on or around April 4, 2023 (the "**Offer Period**").

The Offer Period is subject to adjustment by or on behalf of the Issuer in accordance with the applicable regulations.

The Securities will be offered at the market price which will be determined by the Authorised Offeror on a continuous basis in accordance with the market conditions then prevailing. Depending on market conditions, the offer price shall be equal, higher or lower than the Issue Price of the Securities.

Method Investments & Advisory Ltd (in its capacity as appointed specialist under the EuroTLX Market rules) (the "**Specialist**") will publish offer prices (and bid prices) at which the Specialist is prepared to sell (and purchase) the Securities on the EuroTLX Market.

Securities may be purchased from any market intermediary approved and admitted to trading on the EuroTLX Market by Borsa Italiana S.p.A. (each, an "**Authorised Intermediary**"), and purchase and settlement of the Securities shall be in accordance with the usual rules of the EuroTLX Market.

Estimated expenses charged to the investor by the Issuer/offeror: A selling commission per Security 1.00 per cent. (1.00%) of the Issue Price has been paid by the Issuer to Banca Generali S.p.A. in respect of each Certificate sold by Banca Generali S.p.A. by the Issue Date.

Furthermore, the Issuer shall also pay to Banca Generali S.p.A. a fee of 0.50 per cent (0.50%) of the Calculation Amount for each Security purchased on the EuroTLX Market during the Offer Period for the active marketing activity in relation to the Securities to be performed by Banca Generali S.p.A. during the Offer Period.

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

See the item entitled "Authorised Offeror(s)" above. The Issuer is the entity requesting for the admission to trading of the Securities on the EuroTLX Market.

Why is this Prospectus being produced?

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

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

Material conflicts pertaining to the issue/offer:

Fees shall be payable to Banca Generali S.p.A.

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 or any derivative instruments referencing them, but which the Issuer is under no obligation (and may be subject to legal prohibition) to disclose.