

Final Terms No. 1061 to the Base Prospectus dated April 12, 2024, as supplemented



The Goldman Sachs Group, Inc.

Euro Medium-Term Notes, Series F

Legal Entity Identifier (LEI): 784F5XWPLTWKTBV3E584

Up to EUR 80,000,000 Fixed Rate Notes due June 2031 (the “Notes”)

(referred to by the Distributor as "GS Accrued Interest Rate Callable EUR Giugno 2031")

Contractual Terms:

Terms used herein shall be deemed to be defined as such for the purposes of the General Note Conditions set forth in the Base Prospectus dated April 12, 2024, as it may be supplemented (the “**Base Prospectus**”), which is a base prospectus for the purposes of the Prospectus Regulation. This document constitutes the Final Terms of the Notes described herein for the purposes of the Prospectus Regulation and must be read in conjunction with such Base Prospectus. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus.

The Base Prospectus is available for viewing at www.luxse.com and during normal business hours at the registered office of the Issuer, and copies may be obtained from the specified office of the Paying Agent in Luxembourg. These Final Terms are available for viewing at www.luxse.com and on the websites www.goldman-sachs.it and www.gruppomps.it.

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

| | |
|--|---|
| Tranche Number | F-1061 |
| Face Amount (Aggregate Notional Amount) | Up to EUR 80,000,000 |
| Denomination | EUR 1,000 |
| Minimum Investment | EUR 1,000 |
| Type of Note | Fixed Rate Series F Note |
| Specified Currency | Euro (“EUR”) |
| Trade Date | The final date of the Offer Period, scheduled to be June 14, 2024 |
| Original Issue Date (Settlement Date) | June 19, 2024 |
| ISIN Code | XS2708221341 |

| | |
|---|--|
| Common Code | 270822134 |
| Valoren Number | 132683974 |
| Stated Maturity Date | June 19, 2031 |
| Original Issue Price | 100.00 per cent. of the Face Amount |
| Net Proceeds to Issuer | A minimum of 96.60 per cent. of the Face Amount |
| Original Issue Discount | Not Applicable |
| Amount Payable at Maturity (Final Redemption Amount) | 100% of the Face Amount outstanding on the Stated Maturity Date |
| Indexed (Participation) Notes | Not Applicable |
| Yield to Maturity | 3.15% |
| Interest Rate Note Provisions | Applicable For all the Interest Payment Dates Fixed Rate: Applicable See "General Note Conditions — Interest Rates — Fixed Rate Notes" Interest Rate: 3.15% per annum Interest Payment Dates: the Issuer's Redemption Date (in the event of a redemption at the Issuer's option) or the Stated Maturity Date, as applicable, subject to the Business Day Convention Day Count Fraction: 30/360 (ISDA) |
| Non-Scheduled Early Repayment Amount | Par Plus Accrued |
| Interest Commencement Date | June 19, 2024 |
| Interest Payment Date | The Issuer's Redemption Date (in the event of a redemption at the Issuer's option) or the Stated Maturity Date, as applicable, subject to the Business Day Convention |
| Interest Period | The period from an including the Interest Commencement Date to but excluding the originally scheduled Issuer's Redemption Date (in the event of a redemption at the Issuer's option) or the originally scheduled Stated Maturity Date, as applicable |
| Calculation Basis | Per Denomination |
| Regular Record Dates | 1 Business Day |

Additional Redemption Rights at the Option of the Issuer

Applicable

Your note will be redeemable at the Issuer's option on the Issuer's Redemption Dates specified in the table below at the corresponding Issuer's Redemption Amount

| Issuer's Redemption Dates | Issuer's Redemption Amount |
|---|--|
| June 19 and December 19 of each year from and including December 19, 2027 to and excluding the Stated Maturity Date | 100.00 per cent. of the Face Amount plus accrued but unpaid interest to the applicable originally scheduled Issuer's Redemption Date |

Issuer's Redemption Notice Period: Ten (10) Business Days

Repurchase at the Holder's Option

Not Applicable

Redemption Upon Change in Law

Applicable

Gross-up and Call in the Case of Tax Law Changes

Not Applicable

Non-Default Business Day

Not Applicable

Additional Business Centre

None

Business Day Convention

Following, Unadjusted

Final BDC Procedure

Not Applicable

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.

Form of Notes

Registered global notes only, registered in the name of a nominee of a common depositary or safekeeper for Euroclear and Clearstream, Luxembourg

Any Clearing System(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme and the relevant identification number(s):

Not Applicable

Calculation Agent

Goldman Sachs International

Listing and Admission to Trading

Application will be made by Banca Monte dei Paschi di Siena S.p.A. in its capacity as lead manager (“**MPS**” or the “**Lead Manager**”) for the Notes to be admitted to trading on the EuroTLX market, a multilateral trading facility organised and managed by Borsa Italiana S.p.A. (the “**EuroTLX Market**”), which is not a regulated market for the purposes of Directive 2014/65/EU on Markets in Financial Instruments (as amended, “**MiFID II**”). The Lead Manager expects that trading of the Notes on the EuroTLX Market will commence on or around five (5) Business Days from the Original Issue Date, but no assurances can be given that admission to trading will be granted (or, if granted, will be granted by the Original Issue Date). The Lead Manager will act as liquidity provider (specialist) in accordance with the conditions of the Regulation of the EuroTLX Market, available for viewing on the website *www.borsaitaliana.it*. The execution of sale and purchase orders on the EuroTLX Market will occur pursuant to the operational rules of the EuroTLX Market, published on the website *www.borsaitaliana.it*.

Finally, MPS expressly reserves the right to trade the Notes on its own account outside of any trading venues and to act as market maker and/or liquidity provider in accordance with the rules and regulations of MiFID II, as implemented in Italy and in accordance with the guidelines issued by the supervision authorities. In such events, MPS shall provide bid/ask quotes for the amount of the Notes effectively placed, to be determined based on the market conditions from time to time prevailing. The price so determined, in the case of “ask quotes” (purchase by the investor), shall be increased by a margin of up to a maximum of 1.00 per cent. (1.00%); in case of “bid quotes” (sale by the investor), it shall be reduced by a margin of up to a maximum of 3.50 per cent. (3.50%).

There is 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).

Credit Ratings

The Notes to be issued have not been rated

Interests of Natural and Legal Persons Involved in the Issue/Offer

Save for any fees payable to MPS both in its capacity as Lead Manager and in its capacity as distributor (the “**Distributor**”) and save as disclosed in section “Additional Information” below, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer. Goldman Sachs International (the “**Dealer**”), MPS and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

Section 871(m)

The Issuer has determined that the Notes will not be subject to withholding under Section 871(m) of the U.S. Internal Revenue Code

Postponement Following FX Disruption Event and Payments in USD

Applicable

Final Terms, dated April 26, 2024

The Notes have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the “**Securities Act**”). The Notes may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons (as such terms are defined in Regulation S under the Securities Act). These Final Terms are not for use in, and may not be delivered to or inside, the United States.

TERMS AND CONDITIONS OF THE OFFER

Offer Period: An offer of the Notes has commenced by the Distributor other than pursuant to Article 1(4) of the Prospectus Regulation in the Republic of Italy (the “**Public Offer Jurisdiction**”) during the period commencing on (and including) April 26, 2024 and ending on (and including) June 14, 2024 (the “**Offer Period**”), subject to early termination or extension of the Offer Period as described below under “Terms and Conditions of the Offer – Conditions to which the offer is subject”.

Investors may apply for the subscription of the Notes during normal Italian banking hours at the offices (*filiali*) of the Distributor from (and including) April 26, 2024 and ending on (and including) June 14, 2024, subject to early termination or extension of the Offer Period as described below under “Terms and Conditions of the Offer-Conditions to which the offer is subject”.

Offer Price: 100.00% of the Face Amount, ie. the Original Issue Price.

The Offer Price includes the Selling Fee and the Management Fee described under the paragraph “Distribution—Estimated total expenses” below.

Conditions to which the offer is subject: The offer of the Notes to the public in the Public Offer Jurisdiction is subject to the relevant regulatory approvals having been granted, and the Notes being issued.

The Issuer may, at any time during the Offer Period, after consultation with the Lead Manager, terminate early the Offer Period and immediately suspend the acceptance of additional orders without any prior notice. If the Offer Period is terminated early, a notice to that effect will be made available during normal business hours at the registered office of the Distributor and on www.goldman-sachs.it and www.gruppomps.it.

The offer of the Notes may be withdrawn in whole or in part at any time before the Original Issue Date by the Issuer, after consultation with the Lead Manager, and any such withdrawal will be set out in one or more notices to be made available during normal business hours at the registered office of the Distributor and on www.goldman-sachs.it and www.gruppomps.it.

For the avoidance of doubt, if any application has been made by a potential investor and the Issuer exercises such right, the relevant subscription applications will become void and have no effect and no potential investor will be entitled to receive the relevant Notes.

The Issuer reserves the right, after consultation with the Lead Manager, to extend the Offer Period. If the Offer Period is extended, a notice to that effect will be made available during normal business hours at the registered office of the Distributor and on www.goldman-sachs.it and www.gruppomps.it.

The Issuer reserves the right, after consultation with the Lead Manager, to increase the number of Notes to be issued during the Offer Period. The Issuer will inform the public of the size increase by means of a notice to be published on www.goldman-sachs.it and www.gruppomps.it.

The Distributor is responsible for the notification of any withdrawal right applicable in relation to the offer of the Notes to potential investors.

The Issuer expects to file with the Commission de Surveillance du Secteur Financier (the “**CSSF**”) a supplement to the Base Prospectus to incorporate its Quarterly Report on Form 10-Q (the “**Form 10-Q**”) for the fiscal quarter ended March 31, 2024 prior to the issuance of the Notes. The filing of a supplement to the Base Prospectus prior to the issuance of the Notes will trigger withdrawal rights for investors who have subscribed for Notes. Upon approval, the supplement will be published by the Luxembourg Stock Exchange on its website at www.luxse.com. See also “Documents Incorporated by Reference” in the Base Prospectus for additional information on how to obtain copies of the Form 10-Q and related supplements and other relevant documents. Investors who have subscribed for Notes will have the right to withdraw their subscription for three business days following the day of publication of the Form 10-Q supplement, which is expected to occur on May 2, 2024 or shortly thereafter.

Description of the application process: A prospective investor in the Notes should contact

the Distributor for details of the application process in order to subscribe the Notes during the Offer Period. A prospective investor in the Notes will invest in accordance with the arrangements existing between the Distributor and its customers relating to the placement and subscription of securities generally.

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 per investor will be EUR 1,000 in nominal amount of the Notes. The maximum amount of application will be subject only to availability at the time of application.

Details of the method and time limits for paying up and delivering the Notes: The Notes will be issued on the Original Issue Date against payment to the Issuer of the net subscription moneys.

Investors will be notified by the Distributor of their allocations of Notes in accordance with the settlement arrangement in respect of the Notes at the time of such investor's application and payment for the Notes shall be made by the investor to the Distributor in accordance with arrangements existing between the Distributor and its customers relating to the placement and subscription of securities.

The Issuer estimates that the Notes will be delivered to the subscribers' respective book-entry securities account on or around the Original Issue Date.

Manner in and date on which results of the offer are to be made public: The results of the offer will be available on the following websites not later than five Business Days after close of the Offer Period, www.goldman-sachs.it and www.gruppomps.it.

Procedure for exercise of any right of preemption, negotiability of subscription rights and treatment of subscription rights not exercised: Not Applicable.

Whether tranche(s) have been reserved for certain countries: An offer of the Notes to the public in the Public Offer Jurisdiction has commenced.

Offers may only be made by offerors authorised to do so in the Public Offer Jurisdiction. Neither the Issuer nor the Dealer has taken or will take any action specifically in relation to the Notes referred to herein to permit a public offering of such Notes in any jurisdiction other than the Public Offer Jurisdiction.

Notwithstanding anything else in the Base Prospectus, the Issuer will not accept responsibility for the information given in the Base Prospectus or these Final Terms in relation to offers of Notes made by an offeror not authorised by the Issuer to make such offers.

Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made: Each investor will be notified by the Distributor of its allocation in accordance with the arrangements existing between the Distributor and its customers relating to the placement and subscription of securities.

No dealings in the Notes may take place prior to the Original Issue Date.

Amount of any expenses and taxes specifically charged to the subscriber or purchaser: Not Applicable.

Please refer to "Italy" in the section "Taxation" of the Base Prospectus.

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

Banca Monte dei Paschi di Siena S.p.A., Piazza Salimbeni, 3, 53100 Siena, Italy, will act as "*Responsabile del Collocamento*" pursuant to article 93-bis of Legislative Decree No. 58 of 24 February 1998 and as distributor.

Name(s) and address(es) of any paying agents and depository agents in each country: The Bank of New York Mellon, London Branch, 160 Queen Victoria Street, EC4V 4LA, London, United Kingdom; Banque Internationale à Luxembourg, 69 route d'Esch, L-2953, Luxembourg

Consent to use the Base Prospectus

Identity of financial intermediary(ies) that are allowed to use the Base Prospectus: MPS both in its capacity as Lead Manager and Distributor.

Offer period during which subsequent resale or final placement of Notes by financial intermediaries can be made: The Offer Period.

Conditions attached to the consent:

- (i) The Issuer and, *inter alia*, MPS have entered into a distribution agreement with respect to the Notes (the "**Distribution Agreement**"). Subject to the conditions that the consent is (a) only valid during the Offer Period and (b) subject to the terms and conditions of the Distribution Agreement, MPS has agreed to promote and place the Notes in the Public Offer Jurisdiction.
- (ii) The Issuer consents to the use of the Base Prospectus and these Final Terms by the financial intermediary/ies (each, an "**Authorised Offeror**"). The consent is subject to the following conditions:
 - (a) the consent is only valid during the Offer Period; and
 - (b) the consent only extends to the use of the Base Prospectus and these Final Terms to make Non-exempt Offers of the tranche of Notes in the Public Offer

Jurisdiction.

The Issuer may, after consultation with the Lead Manager, (I) at any time during the Offer Period terminate early the Offer Period, and/or (II) extend the Offer Period, and/or (III) increase the number of Notes to be issued during the Offer Period, and/or (IV) remove or add conditions attached to the consent under these Final Terms and/or (V) withdraw in whole or in part at any time before the Original Issue Date the offer and, if it does so, any such information will be published by the Issuer on the websites of the Issuer (www.goldman-sachs.it), the Lead Manager and the Distributor (www.gruppomps.it). Any additional information which is relevant in connection with the consent to the use of the Base Prospectus by the Lead Manager and the Distributor that is not known as of the date of these Final Terms will be published by the Issuer on the websites of the Issuer (www.goldman-sachs.it), the Lead Manager and the Distributor (www.gruppomps.it).

DISTRIBUTION

| | |
|--|---|
| Method of distribution: | Non-syndicated |
| Name and address of the Dealer: | Goldman Sachs International Plumtree Court 25 Shoe Lane London EC4A 4AU United Kingdom |
| Non-exempt Offer: | <p>An offer of the Notes may be made by the Distributor other than pursuant to Article 1(4) of the Prospectus Regulation in the Public Offer Jurisdiction during the period commencing on (and including) April 26, 2024 and ending on (and including) June 14, 2024 (the “Offer Period”), subject to early termination or extension of the Offer Period as described above under “Terms and Conditions of the Offer – Conditions to which the offer is subject”.</p> <p>See further paragraph entitled “Terms and Conditions of the Offer” above.</p> |
| Reasons for the offer | We intend to use the net proceeds from the sale of the Notes to provide additional funds for our operations and for other general corporate purposes |
| Estimated net proceeds: | Up to EUR 80,000,000, less the fees described below |
| Estimated total expenses: | In connection with the distribution of the Notes, Goldman Sachs International shall pay (i) the selling fee of between a minimum of 2.40% and a maximum of 2.72% of the Face Amount of the Notes (the “ Selling Fee ”) payable to MPS in its capacity as Distributor, and (ii) the management fee of between a minimum of 0.60% and a maximum of 0.68% of the Face Amount of the Notes (the “ Management Fee ”) payable to MPS in its capacity as Lead Manager. The Selling Fee and the Management Fee will be published not later than five Business Days following close of the Offer Period on the websites of the Issuer (www.goldman-sachs.it), the Lead Manager and the Distributor (www.gruppomps.it). |
| Name(s) and address(es) of any paying agents and depository agents in each country: | <p>The Bank of New York Mellon, London Branch 160 Queen Victoria Street EC4V 4LA London UK</p> <p>Banque Internationale à Luxembourg 69 route d’Esch L-2953 Luxembourg</p> |
| Prohibition of Sales to EEA Retail Investors: | Not Applicable |
| Prohibition of Sales to UK | Not Applicable |

Retail Investors:

**Public Offers in
Switzerland:**

**Prohibition of Offer to
Private Clients in
Switzerland:** Not Applicable

**Swiss withdrawal right
pursuant to article 63 para 5
FinSA:** Not Applicable

ADDITIONAL INFORMATION

[MPS may have a conflict of interest with respect to the distribution of the Notes because it will receive the Selling Fee, in its capacity as Distributor, and the Management Fee, in its capacity as Lead Manager, from us determined as a percentage of the Face Amount of the Notes, as indicated in "Distribution" above.

MPS (a) acts as hedging counterparty of Goldman Sachs International, which is part of the same group of the Issuer, in relation to the issuance of the Notes and is also the Calculation Agent, and (b) acts as liquidity provider, providing bid/ask quotes for the Notes for the benefit of the holders of the Notes. An application shall be made for the Notes to be admitted to trading on the EuroTLX Market, on which the Lead Manager acts as specialist, which may give rise to a potential conflict of interest.

Goldman Sachs International may resell any Notes it purchases as principal to other brokers or dealers at a discount, which may include all or part of the discount the agent received from Goldman Sachs International. If all the Notes are not sold at the initial offering price, the agent may change the offering price and the other selling terms, which may have a negative effect on the market price of the Notes.]

ISSUE-SPECIFIC SUMMARY OF THE SECURITIES

| INTRODUCTION AND WARNINGS |
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| <p>This summary should be read as an introduction to the Base Prospectus. Any decision to invest in the Notes should be based on a consideration of the Base Prospectus as a whole, including any documents incorporated by reference. In certain circumstances, the investor could lose all or part of the invested capital. Where a claim relating to the information contained in the Base Prospectus is brought before a court, the plaintiff investor might, under the national legislation of the member states of the European Economic Area, have to bear the costs of translating the Base Prospectus before the legal proceedings are initiated. Civil liability attaches only to those persons who have tabled the summary including any translation thereof, but only if the summary is misleading, inaccurate or inconsistent when read together with the other parts of the Base Prospectus or it does not provide, when read together with the other parts of the Base Prospectus, key information in order to aid investors when considering whether to invest in the Notes.</p> |
| <p>Securities: Issue of up to EUR 80,000,000 Fixed Rate Notes, due June 2031 (ISIN: XS2708221341) (the “Notes”).</p> |
| <p>Issuer: The Goldman Sachs Group, Inc. (the “Issuer”). Its registered office is 200 West Street, New York, New York 10282, United States and its Legal Entity Identifier (“LEI”) is 784F5XWPLTWKTBV3E584.</p> |
| <p>Authorised Offeror(s): The authorised offeror is Banca Monte dei Paschi di Siena S.p.A., a <i>società per azioni</i> incorporated under the laws of Italy, having its registered office at Piazza Salimbeni, 3, 53100 Siena, Italy. Its LEI is J4CP7MHCXR8DAQMKIL78 (“MPS”), acting both as lead manager (the “Lead Manager”) and distributor (the “Distributor”).</p> |
| <p>Competent authority: The Base Prospectus was approved on April 12, 2024 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: direction@cssf.lu.</p> |
| KEY INFORMATION ON THE ISSUER |
| Who is the Issuer of the securities? |
| <p>Domicile and legal form, law under which the Issuer operates and country of incorporation: The Issuer is a Delaware corporation organized and existing under the Delaware General Corporation Law. Its Legal Entity Identifier (LEI) is 784F5XWPLTWKTBV3E584.</p> |
| <p>Issuer’s principal activities: The Issuer is a bank holding company and a financial holding company regulated by the Board of Governors of the Federal Reserve System (Federal Reserve Board). The Issuer’s U.S. depository institution subsidiary, Goldman Sachs Bank USA (GS Bank USA), is a New York State-chartered bank. The Issuer is the parent holding company of the Goldman Sachs Group (the “Group”).</p> <p>As of December 2023, the Group had offices in over 41 countries and 49% of its headcount was based outside the Americas. The Group’s clients are located worldwide and the Group is an active participant in financial markets around the world. The Issuer is a publicly listed company on the New York Stock Exchange.</p> <p>The Issuer reports its activities in three business segments: Global Banking & Markets, Asset & Wealth Management and Platform Solutions.</p> |
| <p>Major shareholders, including whether it is directly or indirectly owned or controlled and by whom:</p> <p>As of February 26, 2024, BlackRock, Inc. beneficially owned 23,010,145 shares or 7.09% of the Issuer’s common stock, State Street Corporation beneficially owned 19,616,360 shares or 6.04% of the Issuer’s common stock, and The Vanguard Group beneficially owned 28,546,582 shares or 8.80% of the Issuer’s common stock.</p> |
| <p>Key directors: The directors of the Issuer are David M. Solomon, M. Michele Burns, Mark A. Flaherty, Kimberley D. Harris, Kevin R. Johnson, Ellen J. Kullman, Lakshmi N. Mittal, Thomas Montag, Adebayo O. Ogunlesi, Peter Oppenheimer, Jan E. Tighe, Jessica R. Uhl, and David A. Viniar.</p> |
| <p>Statutory auditors: The Issuer’s statutory auditor is PricewaterhouseCoopers LLP, of 300 Madison Ave, New York, NY 10017, United States.</p> |

What is the key financial information regarding the Issuer?

The following key financial information has been extracted from the audited consolidated financial statements of the Issuer as of and for the years ended December 31, 2023 and December 31, 2022.

Summary information – income statement

| (in USD millions) | For the year ended 31-12- (audited) | |
|---|--|--------|
| | 2023 | 2022 |
| Selected income statement data | | |
| Total non-interest revenues | 39,903 | 39,687 |
| Net revenues, including net interest income | 46,254 | 47,365 |
| Pre-tax earnings | 10,739 | 13,486 |

Summary information – balance sheet

| (in USD millions) | As of 31-12 (audited) | |
|----------------------------|--------------------------|-----------|
| | 2023 | 2022 |
| Total assets | 1,641,594 | 1,441,799 |
| Total liabilities | 1,524,689 | 1,324,610 |
| Total shareholders' equity | 116,905 | 117,189 |

Summary information – cash flow

| (in USD millions) | For the year ended 31-12- (audited) | |
|--------------------------------------|--|----------|
| | 2023 | 2022 |
| Cash flows from operating activities | (12,587) | 8,708 |
| Cash flows from financing activities | 27,800 | 59,602 |
| Cash flows from investing activities | (17,312) | (75,960) |

Qualifications in audit report on historical financial information: Not Applicable; there are no qualifications in the audit report of the Issuer on its historical financial information.

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

In purchasing Notes, investors assume the risk that the Issuer may become insolvent or otherwise be unable to make all payments due in respect of the Notes. The Group is a leading global investment banking, securities and investment management group and faces a variety of significant risks which may affect the Issuer's ability to fulfil its

obligations under the Notes, including market and credit risks, liquidity risks, business activities and industry risks, operational risks and legal, regulatory and reputational risks.

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 Notes are cash settlement securities in the form of notes.

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

The issue date of the Notes is June 19, 2024 (the “**Original Issue Date**”). The issue price of the Notes is 100.00 per cent. of the aggregate nominal amount of the Notes (the “**Issue Price**”).

ISIN: XS2708221341; Common Code: 270822134.

Currency, denomination, number of securities issued and term of the securities: The currency of the Notes will be Euro (the “**Settlement Currency**” or “**EUR**”). The specified denomination per Note is EUR 1,000 (the “**Denomination**”). The aggregate nominal amount of the Notes is up to EUR 80,000,000 (the “**Face Amount**”).

Maturity Date: June 19, 2031. This is the date on which the Notes are scheduled to be redeemed subject to adjustment in accordance with the terms and conditions and subject to any early redemption of the Notes.

Rights attached to the securities:

The Notes 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 Notes will comprise (i) the Issuer’s redemption amount (if we exercise our option to redeem your Note), (ii) the non-scheduled early repayment amount(s) (if an early redemption event occurs) and (iii) (unless otherwise early redeemed) the final redemption amount payable on the Stated Maturity Date.

Interest: The Notes will pay interest on the Issuer’s Redemption Date (in the event of a redemption at the Issuer’s option) or on the Stated Maturity Date, as applicable, subject to the Business Day Convention

Early Redemption and Repayment:

Redemption at the Option of The Goldman Sachs Group, Inc.

Applicable; your Note will be redeemable at the Issuer’s option on the Issuer’s Redemption Dates specified in the table below at the corresponding Issuer’s Redemption Amount:

| Issuer’s Redemption Dates | Issuer’s Redemption Amount |
|--|--|
| June 19 and December 19 of each year, from and including December 19, 2027 to and excluding the Stated Maturity Date | 100.00 per cent. of the Face Amount plus accrued but unpaid interest to the applicable originally scheduled Issuer’s Redemption Date |

Issuer’s Redemption Notice Period: Ten (10) Business Days

Repayment at the Option of the Holder

Not Applicable; the Notes are not redeemable at the option of the holder.

Redemption Upon Change in Law

The Issuer may redeem, as a whole but not in part, any outstanding Notes, if at any time on or after the settlement date, as a result of (i) the adoption of or any change in any applicable law or regulation or (ii) the promulgation of or any change in the interpretation of any court, tribunal or regulatory authority with competent jurisdiction of any applicable law or regulation, the calculation agent determines that the Issuer and/or any of its affiliates will incur a materially increased cost in performing its obligations under the Notes or if such performance becomes illegal, in whole or in part. In such cases, the non-scheduled early repayment amount payable on such unscheduled early redemption shall be 100 per cent. of the Linearly Accreted Value as of the date of redemption or acceleration.

Final redemption amount: Unless previously redeemed, or purchased and cancelled, the Notes will be redeemed by payment of the Amount Payable at Maturity (Final Redemption Amount) on the maturity date. The Amount Payable at Maturity is 100% of the Face Amount outstanding on the Stated Maturity Date.

Governing law: The Notes will be governed by New York law.

Status of the securities: The Notes will rank pari passu with all other unsecured and unsubordinated indebtedness of The Goldman Sachs Group, Inc.

Description of restrictions on free transferability of the securities: Not Applicable. There are no restrictions on the free transferability of the Notes. Sales and resales of the Notes may be subject to restrictions arising under the laws of various jurisdictions.

Where will the securities be traded?

Application will be made by MPS in its capacity as Lead Manager for the Notes to be admitted to trading on the EuroTLX market, a multilateral trading facility organised and managed by Borsa Italiana S.p.A. (the “**EuroTLX Market**”), which is not a regulated market for the purposes of Directive 2014/65/EU on Markets in Financial Instruments (as amended, “**MiFID II**”). The Lead Manager expects that trading of the Notes on the EuroTLX Market will commence on or around five (5) Business Days from the Original Issue Date, but no assurances can be given that admission to trading will be granted (or, if granted, will be granted by the Original Issue Date). The Lead Manager will act as liquidity provider (specialist) in accordance with the conditions of the Regulation of the EuroTLX Market, available for viewing on the website www.borsaitaliana.it. The execution of sale and purchase orders on the EuroTLX Market will occur pursuant to the operational rules of the EuroTLX Market, published on the website www.borsaitaliana.it.

What are the key risks that are specific to the securities?

Risk factors associated with the securities: The Notes are subject to the following key risks:

- The market price of any Notes we may issue may be influenced by many unpredictable factors and if you buy a Note and sell it prior to the stated maturity date, you may receive less than the face amount of your Note.
- Changes in interest rates are likely to affect the market price of any Notes we may issue.
- Any Notes we may issue may not have an active trading market; the aggregate nominal amount outstanding at any given time may be significantly less than that outstanding on the issue date, and this could have a negative impact on your ability to sell the Notes in the secondary market.
- Changes in our credit ratings may affect the market price of a Note.
- There are also risks associated with Notes payable in or linked to currencies other than U.S. dollars.
- Holders of the Issuer’s Notes could be at greater risk for being structurally subordinated if the Issuer sells or transfers its assets substantially as an entirety to one or more of its subsidiaries.
- The Notes we may issue are not insured by the Federal Deposit Insurance Corporation.
- If we redeem your Notes or there is an adjustment upon a change in law, you may receive less than your initial investment.
- Distributors or other entities involved in the offer or listing of the Notes may have potential conflicts of interest.
- Public offers of the Notes may be subject to extension, postponement, revocation and/or termination.

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: An offer of the Notes has commenced by the Distributor other than pursuant to Article 1(4) of the Prospectus Regulation in the Republic of Italy (the “**Public Offer Jurisdiction**”) during the period commencing on (and including) April 26, 2024 and ending on (and including) June 14, 2024 (the “**Offer Period**”), subject to early termination or extension of the Offer Period.

Investors may apply for the subscription of the Notes during normal Italian banking hours at the offices (*filiali*) of the Distributor from (and including) April 26, 2024 and ending on (and including) June 14, 2024, subject to early termination or extension of the Offer Period.

The offer price will be equal to 100 per cent. (100%) of the Face Amount of the Notes.

The offer of the Notes is conditional on their issue. As between the Distributor and its customers, offers of the Notes are further subject to such conditions as may be agreed between them and/or as is specified in the arrangements in place between them.

Estimated expenses of the Issue/Offer: the Issue Price may include (i) the selling fee of between a minimum of 2.40% and a maximum of 2.72% of the Face Amount of the Notes (the "**Selling Fee**") payable to MPS in its capacity as Distributor, and (ii) the management fee of between a minimum of 0.60% and a maximum of 0.68% of the Face Amount of the Notes (the "**Management Fee**") payable to MPS in its capacity as Lead Manager. The Selling Fee and the Management Fee will be published not later than five Business Days following close of the Offer Period on the websites of the Issuer (www.goldman-sachs.it), the Lead Manager and the Distributor (www.gruppomps.it).

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

See the item entitled "*Authorised Offeror(s)*" above.

The Lead Manager will apply for the Notes to be admitted to trading on the EuroTLX Market.

Why is the Prospectus being produced?

Reasons for the offer, estimated net proceeds and use of proceeds: We intend to use the net proceeds from the sale of the Notes to provide additional funds for our operations and for other general corporate purposes.

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

Material conflicts pertaining to the issue/offer:

The Management Fee may be payable to MPS in its capacity as Lead Manager and the Selling Fee may be payable to MPS in its capacity as Distributor, as described above.

MPS (a) acts as hedging counterparty of Goldman Sachs International, which is part of the same group of the Issuer, in relation to the issuance of the Notes and is also the Calculation Agent, and (b) acts as liquidity provider, providing bid/ask quotes for the Notes for the benefit of the holders of the Notes. An application shall be made for the Notes to be admitted to trading on the EuroTLX Market, on which the Lead Manager acts as specialist, which may give rise to a potential conflict of interest.

Goldman Sachs International, the Lead Manager and the Distributor and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business. The Issuer is subject to a number of conflicts of interest between its own interests and those of holders of Notes, including: (a) distributors or other entities involved in the offer or listing of the Notes may have potential conflicts of interest; (b) Issuer's business activities may create conflicts of interest with the Investors; and (c) as calculation agent, Goldman Sachs International will have the authority to make determinations that could affect when the Note matures and the amount payable at maturity.

