

**NOTICE OF FINAL ISSUE SIZE AND OTHER INFORMATION**

**GOLDMAN SACHS INTERNATIONAL**  
*(Incorporated with unlimited liability in England)*

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

**Issue of the Aggregate Nominal Amount\* of Six-Year Quanto EUR Basket Autocallable Certificates on the ordinary shares of DNB ASA, the ordinary shares of Nordea Bank ABP, the ordinary shares of Skandinaviska Enskilda Banken AB - Class A, the ordinary shares of Svenska Handelsbanken AB - Class A, and the ordinary shares of Swedbank AB - Class A, due February 26, 2030**

**(the "Certificates" or the "Securities")**

|                      |              |
|----------------------|--------------|
| ISIN:                | XS2691855626 |
| Common Code:         | 269185562    |
| Valoren:             | 130764674    |
| PIPG Tranche Number: | 587098       |

We refer to the final terms dated January 2, 2024 relating to the Securities (the "**Final Terms**") and the base prospectus dated January 13, 2023 (the "**Base Prospectus**"). The Base Prospectus constitutes a base prospectus for the purposes of Regulation (EU) 2017/1129 (as amended or superseded) (the "**Prospectus Regulation**"). The Issuer hereby gives notice of the following information in accordance with Article 17(2) of the Prospectus Regulation and the terms of the Final Terms:

**1. Issue Size**

The Aggregate Nominal Amount of Certificates in the Series and the Tranche is EUR 20,000,000.

**2. Autocall Value Multiplicand**

The Autocall Value Multiplicand is EUR 62.50.

**3. Trigger Percentage**

The Trigger Percentage is 175 per cent. (175%).

**4. Redemption Percentage**

The Redemption Percentage is 137.50 per cent. (137.50%).

Capitalised terms not defined herein shall have the meaning given thereto in the Final Terms.

This Notice will be filed with the *Luxembourg Commission de Surveillance du Secteur Financier*.

The Securities do not constitute a participation in a Collective Investment Scheme within the meaning of the Swiss Federal Act on Collective Investment Schemes ("CISA"). The Securities are neither subject to the authorisation nor to the supervision by the Swiss Financial Market Supervisory Authority FINMA and investors do not benefit from the specific investor protection provided under the CISA. Investors should be aware that they are exposed to the credit risk of the relevant Issuer and the relevant Guarantor, if any, respectively.

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of Warrants, Notes and Certificates**

**Issue of the Aggregate Nominal Amount\* of Six-Year Quanto EUR Basket Autocallable Certificates on the ordinary shares of DNB ASA, the ordinary shares of Nordea Bank ABP, the ordinary shares of Skandinaviska Enskilda Banken AB - Class A, the ordinary shares of Svenska Handelsbanken AB - Class A, and the ordinary shares of Swedbank AB - Class A, due February 26, 2030**

**(the "Certificates" or the "Securities")**

**\*The Aggregate Nominal Amount will be an amount determined by the Issuer on or around the Issue Date based on the results of the offer and which will be specified in a notice dated on or around the Issue Date. As of the date of this Final Terms, the Aggregate Nominal Amount of the Certificates in the Series and the Tranche is indicatively set at EUR 20,000,000 provided that it may be a greater or lesser amount but shall not exceed EUR 90,000,000.**

**CONTRACTUAL TERMS**

Terms used herein shall have the same meaning as in the General Instrument Conditions, the Payout Conditions, the Autocall Payout Conditions and the applicable Underlying Asset Conditions set forth in the base prospectus dated January 13, 2023 (expiring on January 13, 2024) (the "**Base Prospectus**") as supplemented by the supplements to the Base Prospectus dated January 30, 2023, February 14, 2023, March 15, 2023, May 5, 2023, May 12, 2023, June 12, 2023, July 20, 2023, July 26, 2023, August 18, 2023, September 6, 2023, September 19, 2023, October 11, 2023, October 20, 2023, November 3, 2023, November 28, 2023, December 1, 2023, and December 14, 2023, and as further supplemented by any further supplements (if any) up to, and including, the date of these Final Terms, together with any further supplement(s) dated on or after the date of these Final Terms but prior to or on the Issue Date of the Certificates (save for any such further supplement(s) which are expressed to apply only to Final Terms dated on or after the date of such further supplement(s)). This document constitutes the Final Terms of the Certificates described herein for the purposes of Article 8 of Regulation (EU) 2017/1129 (as amended, the "**EU Prospectus Regulation**") and must be read in conjunction with such Base Prospectus as

so supplemented. Full information on the Issuer and the offer of the Certificates is only available on the basis of the combination of these Final Terms and the Base Prospectus as supplemented up to, and including, the later of the closing of the Offer Period and the time when trading of the Certificates on the relevant regulated market begins, which together constitute a base prospectus for the purposes of the EU Prospectus Regulation. The Base Prospectus and the supplements to the Base Prospectus are available for viewing at [www.luxse.com](http://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 Luxembourg Paying Agent. These Final Terms are available for viewing at [www.gspip.info](http://www.gspip.info) and [www.luxse.com](http://www.luxse.com).

**The Offer Period for the Certificates extends beyond the validity of the Base Prospectus which will expire on January 13, 2024 (the "Expiry Date").** On or prior to this date, a successor base prospectus in respect of the Programme (the "**Successor Base Prospectus**") will be published. From and including the date on which the Successor Base Prospectus is approved by the CSSF, (i) these Final Terms must be read in conjunction with the Successor Base Prospectus and (ii) full information on the Issuer, the Guarantor and the offer of the Certificates shall only be available on the basis of the combination of these Final Terms and the Successor Base Prospectus as supplemented up to, and including, the closing of the Offer Period. The Successor Base Prospectus will be available for viewing at [www.luxse.com](http://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 Luxembourg Paying Agent

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

1. **Tranche Number:** One.
2. **Settlement Currency:** Euro, as defined in General Instrument Condition 2(a) ("EUR").
3. **Aggregate Nominal Amount of Certificates in the Series:**
  - (i) **Series:** Aggregate Nominal Amount.

The Aggregate Nominal Amount will be an amount determined by the Issuer on or around the Issue Date based on the results of the offer and which will be specified in a notice dated on or around the Issue Date. As of the date of this Final Terms, the Aggregate Nominal Amount of the Certificates in the Series is indicatively set at EUR 20,000,000 provided that it may be a greater or lesser amount but shall not exceed EUR 90,000,000.
  - (ii) **Tranche:** Aggregate Nominal Amount.

The Aggregate Nominal Amount will be an amount determined by the Issuer on or around the Issue Date based on the results of the offer and which will be specified in a notice dated on or around the Issue Date. As of the date of this Final Terms, the Aggregate Nominal Amount of the Certificates in the Tranche is indicatively set at EUR 20,000,000 provided that it may be a greater or lesser amount but shall not exceed EUR 90,000,000.

- (iii) Trading in Nominal: Applicable.
  - (iv) Non-standard Securities Format: Not Applicable.
  - (v) Nominal Amount: EUR 1,000.
4. **Issue Price:** 100 per cent. (100%) of the Aggregate Nominal Amount.
5. **Calculation Amount:** EUR 1,000.
6. **Issue Date:** February 19, 2024.
7. **Maturity Date:** Scheduled Maturity Date is February 26, 2030.
- (i) Strike Date: Not Applicable.
  - (ii) Relevant Determination Date (General Instrument Condition 2(a)): Latest Reference Date in respect of the 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": 10 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 Redemption Payout: Not Applicable.
8. **Underlying Asset(s):** The Shares (as defined below).

#### VALUATION PROVISIONS

9. **Valuation Date(s):** August 12, 2025, February 12, 2026, August 12, 2026, February 12, 2027, August 12, 2027, February 14, 2028, August 14, 2028, February 12, 2029, August 13, 2029, and February 12, 2030.

|     |   |  |
|-----|---|--|
| –   | Final Reference Date:                         | The Valuation Date scheduled to fall on February 12, 2030.                               |
| 10. | <b>Entry Level Observation Dates:</b>         | Not Applicable.  |
| 11. | <b>Initial Valuation Date(s):</b>             | February 12, 2024.   |
| 12. | <b>Averaging:</b>                             | Not Applicable.  |
| 13. | <b>Asset Initial Price:</b>                   | In respect of each Underlying Asset, the Initial Closing Price of such Underlying Asset. |
| 14. | <b>Adjusted Asset Final Reference Date:</b>   | Not Applicable.  |
| 15. | <b>Adjusted Asset Initial Reference Date:</b> | Not Applicable.  |
| 16. | <b>FX (Final) Valuation Date:</b>             | Not Applicable.  |
| 17. | <b>FX (Initial) Valuation Date:</b>           | Not Applicable.  |
| 18. | <b>Final FX Valuation Date:</b>               | Not Applicable.  |
| 19. | <b>Initial FX Valuation Date:</b>             | Not Applicable.  |

#### **COUPON PAYOUT CONDITIONS**

|     |   |                 |
|-----|---|-----------------|
| 20. | <b>Coupon Payout Conditions:</b>  | Not Applicable. |
| 21. | <b>Interest Basis:</b>  | Not Applicable. |
| 22. | <b>Fixed Rate Instrument Conditions (General Instrument Condition 13):</b>    | Not Applicable. |
| 23. | <b>BRL FX Conditions (Coupon Payout Condition 1.1(c)):</b>                    | Not Applicable. |
| 24. | <b>FX Security Conditions (Coupon Payout Condition 1.1(d)):</b>               | Not Applicable. |
| 25. | <b>Floating Rate Instrument Conditions (General Instrument Condition 14):</b> | Not Applicable. |
| 26. | <b>Change of Interest Basis (General Instrument Condition 15):</b>            | Not Applicable. |
| 27. | <b>Alternative Fixed Coupon Amount (Coupon Payout Condition 1.1):</b>         | Not Applicable. |
| 28. | <b>Lock-In Coupon Amount (Coupon Payout Condition 1.1(f)):</b>                | Not Applicable. |
| 29. | <b>Conditional Coupon (Coupon Payout Condition 1.3):</b>                      | Not Applicable. |
| 30. | <b>Range Accrual Coupon (Coupon Payout</b>                                    | Not Applicable. |

**Condition 1.4):**

31. **Performance Coupon (Coupon Payout Condition 1.5):** Not Applicable.
32. **Dual Currency Coupon (Coupon Payout Condition 1.6):** Not Applicable.
33. **Dropback Security (Coupon Payout Condition 1.7):** Not Applicable.
34. **Inflation Index Linked Coupon (Coupon Payout Condition 1.8):** Not Applicable.
35. **Basket Multi-Underlying Asset Conditional Coupon (Coupon Payout Condition 1.9):** Not Applicable.

**AUTOCALL PAYOUT CONDITIONS**

36. **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": 10 Business Days.
      - Relevant Automatic Early Exercise Determination Date: The Latest Reference Date in respect of 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.
37. **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 Basket Value.   |
| (a) Autocall Asset Price:                            | Autocall Closing Price.  |
| (b) Weight:  | In respect of each Underlying Asset, as set forth in the Underlying Asset Table in the column entitled "Weighting" in the row corresponding to such Underlying Asset.  |
| (c) BDNA:  | Not Applicable.  |
| (d) Reference Price (Initial):                       | Not Applicable.  |
| (iv) Autocall Level:                                 | In respect of each Autocall Observation Date, 1.00.  |
| – Autocall Level Comparative Method:                 | Not Applicable.  |
| – Autocall Level Preceding Performance 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".  |
| – Set of Autocall Averaging Dates:                   | Not Applicable.  |
| (vii) Autocall Observation Period:                   | Not Applicable.  |
| (viii) Autocall Event Amount:                        | Autocall Multiplier Method is applicable.  |
| (a) Autocall Protection Level:                       | Not Applicable.  |
| (b) Autocall Event Floor Amount:                     | Not Applicable.  |
| (c) Autocall Event Base Amount:                      | EUR 1,000.   |
| (d) Autocall Value Multiplicand:                     | An amount as determined by the Calculation Agent on or around February 12, 2024 based on market conditions and which will be specified in a notice published by the Issuer on or around the Issue Date. As of the date of these Final Terms, the Autocall Value Multiplicand is indicatively set at EUR 60, but which may be a lesser or greater amount provided that it will not be less than EUR 53. |

- (e) Autocall Asset Price: Not Applicable.
- (f) Autocall Coupon Rate: Not Applicable.
- (g) Multiplier: Not Applicable.
- (ix) Simultaneous Autocall Conditions: Not Applicable.
- (x) Autocall Observation Period (Per AOD): Not Applicable.

| <b>AUTOCALL TABLE</b>                                     |                                      |                                  |
|---|--------------------------------------|----------------------------------|
| <b>Autocall Observation Date</b>                          | <b>Automatic Early Exercise Date</b> | <b>Autocall Value Multiplier</b> |
| The Valuation Date scheduled to fall on August 12, 2025   | August 26, 2025                      | 3                                |
| The Valuation Date scheduled to fall on February 12, 2026 | February 26, 2026                    | 4                                |
| The Valuation Date scheduled to fall on August 12, 2026   | August 26, 2026                      | 5                                |
| The Valuation Date scheduled to fall on February 12, 2027 | February 26, 2027                    | 6                                |
| The Valuation Date scheduled to fall on August 12, 2027   | August 26, 2027                      | 7                                |
| The Valuation Date scheduled to fall on February 14, 2028 | February 28, 2028                    | 8                                |
| The Valuation Date scheduled to fall on August 14, 2028   | August 28, 2028                      | 9                                |
| The Valuation Date scheduled to fall on February 12, 2029 | February 26, 2029                    | 10                               |
| The Valuation Date scheduled to fall on August 13, 2029   | August 27, 2029                      | 11                               |

#### **SETTLEMENT AMOUNT AND PAYOUT CONDITIONS**

- 38. **Settlement:** Cash Settlement is applicable.
- 39. **Single Limb Payout (Payout Condition 1.1):** Not Applicable.
- 40. **Multiple Limb Payout (Payout Condition 1.2):** Applicable.
  - (i) **Trigger Event (Payout Condition 1.2(a)(i)):** Applicable.
    - (a) **Trigger Payout 1:** Applicable.



- **Trigger Percentage:** A percentage as determined by the Calculation Agent on or around February 12, 2024 based on market conditions and which will be specified in a notice published by the Issuer on or around the Issue Date. As of the date of these Final Terms, the Trigger Percentage is indicatively set at 172 per cent. (172%), but which may be a lesser or greater amount provided that it will not be less than 163.60 per cent. (163.60%).
  
- (b) **Trigger Payout 2:** Not Applicable.
- (c) **Trigger Payout 3:** Not Applicable.
- (d) **Trigger Payout 4:** Not Applicable.
- (e) **Trigger Cap:** Not Applicable.
- (f) **Trigger Floor:** Not Applicable.
  
- (ii) **Payout 1 (Payout Condition 1.2(b)(i)(A)):** Applicable.
  - **Redemption Percentage:** A percentage as determined by the Calculation Agent on or around February 12, 2024 based on market conditions and which will be specified in a notice published by the Issuer on or around the Issue Date. As of the date of these Final Terms, the Redemption Percentage is indicatively set at 136 per cent. (136%), but which may be a lesser or greater amount provided that it will not be less than 131.80 per cent. (131.80%).
  
- (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.
- (vii) **Payout 6 (Payout Condition 1.2(b)(i)(F)):** Not Applicable.
- (viii) **Payout 7 (Payout Condition 1.2(b)(i)(G)):** Not Applicable.
- (ix) **Payout 8 (Payout Condition 1.2(b)(i)(H)):** Not Applicable.
- (x) **Payout 9 (Payout Condition 1.2(b)(i)(I)):** Not Applicable.

|        |  |  |
|--------|--|--|
|        | <b>1.2(b)(i)(I):</b>   |  |
| (xi)   | <b>Payout 10 (Payout Condition 1.2(b)(i)(J)):</b>                | Not Applicable.  |
|        | <b>1.2(b)(i)(J):</b>   |  |
| (xii)  | <b>Payout 11 (Payout Condition 1.2(b)(i)(K)):</b>                | Not Applicable.  |
|        | <b>1.2(b)(i)(K):</b>   |  |
| (xiii) | <b>Payout 12 (Payout Condition 1.2(b)(i)(L)):</b>                | Not Applicable.  |
|        | <b>1.2(b)(i)(L):</b>   |  |
| (xiv)  | <b>Payout 13 (Payout Condition 1.2(b)(i)(M)):</b>                | Not Applicable.  |
|        | <b>1.2(b)(i)(M):</b>   |  |
| (xv)   | <b>Payout 14 (Payout Condition 1.2(b)(i)(N)):</b>                | Not Applicable.  |
|        | <b>1.2(b)(i)(N):</b>   |  |
| (xvi)  | <b>Downside Cash Settlement (Payout Condition 1.2(c)(i)(A)):</b> | Applicable, for the purpose of Payout Condition 1.2(c)(i)(A), Weighted Basket is applicable. |
| (a)    | Minimum Percentage:  | Not Applicable.  |
| (b)    | Final Value:   | Not Applicable.  |
| (c)    | Initial Value:   | Not Applicable.  |
| (d)    | Downside Cap:  | Not Applicable.  |
| (e)    | Downside Floor:  | Not Applicable.  |
| (f)    | Final/Initial (FX):  | Not Applicable.  |
| (g)    | Asset FX:  | Not Applicable.  |
| (h)    | Buffer Level:  | Not Applicable.  |
| (i)    | Reference Price (Final):   | For the purpose of Payout Condition 1.2(c)(i)(A), Not Applicable.                            |
| (j)    | Reference Price (Initial):                                       | For the purpose of Payout Condition 1.2(c)(i)(A), Not Applicable.                            |
| (k)    | Perf:  | For the purpose of Payout Condition 1.2(c)(i)(A), Not Applicable.                            |
| (l)    | Strike:  | For the purpose of Payout Condition 1.2(c)(i)(A), Not Applicable.                            |
| (m)    | Participation:   | For the purpose of Payout Condition 1.2(c)(i)(A), Not Applicable.                            |
| (n)    | FXR:   | For the purpose of Payout Condition 1.2(c)(i)(A), Not Applicable.                            |
| (o)    | Reference Value (Final)  | Final Closing Price.   |

|     |  |   |
|-----|--|---|
|     | Value):  |   |
|     | (p) Reference Value (Initial Value):   | 100 per cent. (100%) of the Initial Closing Price.  |
|     | (q) Basket Strike:   | One.  |
|     | (xvii) <b>Downside Physical Settlement (Payout Condition 1.2(c)(ii)):</b>      | Not Applicable.   |
| 41. | <b>Dual Currency Payout (Payout Condition 1.4):</b>                            | Not Applicable.   |
| 42. | <b>Warrants Payout (Payout Condition 1.3):</b>                                 | Not Applicable.   |
| 43. | <b>Portfolio Payout (Payout Condition 1.5):</b>                                | Not Applicable.   |
| 44. | <b>One-Delta Open-Ended Optional Redemption Payout (Payout Condition 1.6):</b> | Not Applicable.   |
| 45. | <b>Basket Dispersion Lock-In Payout (Payout Condition 1.7):</b>                | Not Applicable.   |
| 46. | <b>Barrier Event Conditions (Payout Condition 2):</b>                          | 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 Basket Value is applicable.   |
|     | (a) Barrier Asset Price:   | Barrier Closing Price.  |
|     | (b) Weighting:   | In respect of each Underlying Asset, as set forth in the Underlying Asset Table in the column entitled "Weighting" in the row corresponding to such Underlying Asset. |
|     | (c) BDNA:  | Not Applicable.   |
|     | (d) Reference Price (Initial):   | Not Applicable.   |
|     | (iii) Barrier Level:   | 0.75.   |
|     | (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.   |

- (vii) Dual Digital Event Condition: Not Applicable.
47. **Trigger Event Conditions (Payout Condition 3):** Applicable.
- (i) Trigger Event: Applicable, for the purposes of the definition of "Trigger Event" in the Payout Conditions, Trigger Reference Value less than the Trigger Level is applicable.
- (ii) Trigger Reference Value: Trigger Basket Value.
- (a) Trigger Asset Price: Trigger Closing Price.
- (b) Weighting: In respect of each Underlying Asset, as set forth in the Underlying Asset Table in the column entitled "Weighting" in the row corresponding to such Underlying Asset.
- (iii) Trigger Level: 1.00.
- Trigger Level Comparative Method: Not Applicable.
- Trigger Level Preceding Worst Performance Method: Not Applicable.
- (iv) Trigger Observation Period: Not Applicable.
48. **Currency Conversion:** Not Applicable.
49. **Physical Settlement (General Instrument Condition 9(e)):** Not Applicable.
50. **Non-scheduled Early Repayment Amount:** Fair Market Value.
- Adjusted for Issuer Expenses and Costs: Applicable.

#### EXERCISE PROVISIONS

51. **Exercise Style of Certificates (General Instrument Condition 9):** The Certificates are European Style Instruments. General Instrument Condition 9(b) is applicable.
52. **Exercise Period:** Not Applicable.
53. **Specified Exercise Dates:** Not Applicable.
54. **Expiration Date:** If:
- (i) an Automatic Early Exercise Event does not occur on any Applicable Date, the Latest Reference Date in respect of the Final Reference Date; or
- (ii) an Automatic Early Exercise Event occurs on any

Applicable Date, the Latest Reference Date in respect of such Applicable Date.

- Expiration Date is Business Day Not Applicable.  
Adjusted:
  - 55. **Redemption at the option of the Issuer (General Instrument Condition 18):** Not Applicable.
  - 56. **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.
  - 57. **Minimum Exercise Number (General Instrument Condition 12(a)):** Not Applicable.
  - 58. **Permitted Multiple (General Instrument Condition 12(a)):** Not Applicable.
  - 59. **Maximum Exercise Number:** Not Applicable.
  - 60. **Strike Price:** Not Applicable.
  - 61. **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 / SWAP RATE LINKED INSTRUMENT /CREDIT LINKED INSTRUMENT**
- 62. **Type of Certificates:** The Certificates are Share Linked Instruments – the Share Linked Conditions are applicable.

| <b>UNDERLYING ASSET TABLE</b>   |                                  |              |                     |                  |
|---|----------------------------------|--------------|---------------------|------------------|
| <b>Underlying Asset</b>   | <b>Bloomberg / Refinitiv</b>     | <b>ISIN</b>  | <b>Exchange</b>     | <b>Weighting</b> |
| The ordinary shares of DNB ASA<br>("DNB")                                     | DNB NO<br><Equity> /<br>DNB.OL   | NO0010161896 | Oslo Stock Exchange | 0.20             |
| The ordinary shares of Nordea Bank ABP<br>("NDA")                             | NDA FH<br><Equity> /<br>NDAFI.HE | FI4000297767 | Nasdaq Helsinki     | 0.20             |
| The ordinary shares of Skandinaviska Enskilda Banken AB - Class A<br>("SEBA") | SEBA SS<br><Equity> /<br>SEBa.ST | SE0000148884 | Nasdaq Stockholm    | 0.20             |

|  |                            |              |                  |      |
|--|----------------------------|--------------|------------------|------|
| The ordinary shares of Svenska Handelsbanken AB - Class A ("SHBA") | SHBA SS Equity / SHBa.ST   | SE0007100599 | Nasdaq Stockholm | 0.20 |
| The ordinary shares of Swedbank AB - Class A ("SWEDA")             | SWEDA SS Equity / SWEDa.ST | SE0000242455 | Nasdaq Stockholm | 0.20 |

63. **Share Linked Instruments:** Applicable.
- (i) Single Share or Share Basket or Multi-Asset Basket: Share Basket.
- (ii) Name of Share(s): As specified in the column entitled "Underlying Asset" in the Underlying Asset Table.
- (iii) Exchange(s): In respect of each Share, as specified in the column entitled "Exchange" in the Underlying Asset Table.
- (iv) Related Exchange(s): In respect of each Share, All Exchanges.
- (v) Options Exchange: In respect of each Share, Related Exchange.
- (vi) Valuation Time: Default Valuation Time.
- (vii) Single Share and Reference Dates – Consequences of Disrupted Days: 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): Applicable in respect of each Reference Date – as specified in Share Linked Condition 1.5.
- (a) Maximum Days of Disruption: As specified in Share Linked Condition 7.

|  |   |
|--|---|
| (b) No Adjustment:   | 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) Correction of Share Price:  | Applicable.   |
| (xviii) Correction Cut-off Date:   | Default Correction Cut-off Date is applicable in respect of: each Reference Date. |
| (xix) Depository Receipts Provisions:  | Not Applicable.   |
| (xx) Closing Share Price (Italian Reference Price):  | Not Applicable to any Underlying Asset.   |
| (xxi) Reference Price subject to Dividend Adjustment:  | Not Applicable.   |
| 64. <b>Index Linked Instruments:</b>   | Not Applicable.   |
| 65. <b>Commodity Linked Instruments (Single Commodity or Commodity Basket):</b>  | Not Applicable.   |
| 66. <b>Commodity Linked Instruments (Single Commodity Index or Commodity Index Basket):</b>                                      | Not Applicable.   |
| 67. <b>FX Linked Instruments:</b>  | Not Applicable.   |
| 68. <b>Inflation Linked Instruments:</b>   | Not Applicable.   |
| 69. <b>Fund-Linked Instruments:</b>  | Not Applicable.   |
| 70. <b>Multi-Asset Basket Linked Instruments:</b>  | Not Applicable.   |
| 71. <b>Swap Rate Linked Instruments:</b>   | Not Applicable.   |
| 72. <b>Credit Linked Certificates:</b>   | Not Applicable.   |

## GENERAL PROVISIONS APPLICABLE TO THE CERTIFICATES

73. **FX Disruption Event / FX Linked Conditions 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 shall apply.
74. **Hedging Disruption:** Applicable.
75. **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.
76. **Additional Business Centre(s):** Helsinki.
- Non-Default Business Day: Not Applicable.
77. **Principal Financial Centre:** Not Applicable.
78. **Form of Certificates:** Euroclear/Clearstream Instruments.
79. **Representation of Holders:** Not Applicable.
80. **Identification information of Holders in relation to French Law Instruments (General Instrument Condition 3(d)):** Not Applicable.
81. **Minimum Trading Number (General Instrument Condition 5(c)):** Five Certificates (corresponding to an aggregate nominal amount of EUR 5,000).
82. **Permitted Trading Multiple (General Instrument Condition 5(c)):** One Certificate (corresponding to a nominal amount of EUR 1,000).
83. **Calculation Agent (General Instrument Condition 22):** Goldman Sachs International.
84. **Governing law:** English law.

## DISTRIBUTION

85. **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 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.
86. **Non-exempt Offer:** An offer of the Certificates may be made by the placers other than pursuant to Article 1(4) of the EU Prospectus Regulation in the Republic of Finland (the "**Public Offer Jurisdiction**") during the period commencing on (and including) January 2, 2024 and ending on (and including) February 2, 2024 (the "**Offer Period**"). See further paragraph entitled "Terms and Conditions of the Offer" below.
87. (i) **Prohibition of Sales to EEA Retail Investors:** Not Applicable.
- (ii) **Prohibition of Sales to UK Retail Investors:** Not Applicable.
88. **Prohibition of Offer to Private Clients in Switzerland:** Not Applicable.
89. **Swiss withdrawal right pursuant to article 63 para 5 FinSO:** Not Applicable.
90. **Consent to use the Base Prospectus in Switzerland:** Not Applicable.
91. **Supplementary Provisions for Belgian Securities:** Not Applicable.

Signed on behalf of Goldman Sachs International:

By:  .....

Duly authorised

362203656(Ver5)/Ashurst(BTAN)/MA

## OTHER INFORMATION

1. **LISTING AND ADMISSION TO TRADING** Application will be made by the Issuer (or on its behalf) for the Certificates to be listed on the Official List and admitted to trading on the regulated market of the Luxembourg Stock Exchange with effect from, at the earliest, the Issue Date.  
  
No assurances can be given that such application for listing and admission to trading will be granted (or, if granted, will be granted by the Issue Date).  
  
The Issuer has no duty to maintain the listing (if any) of the Certificates on the relevant stock exchange(s) over their entire lifetime. The Certificates may be suspended from trading and/or de-listed at any time in accordance with applicable rules and regulations of the relevant stock exchange(s).
2. **LIQUIDITY ENHANCEMENT AGREEMENTS** Not Applicable.
3. **RATINGS** Not Applicable.
4. **INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE OFFER**  
  
The Issue Price of 100 per cent. (100%) of the Aggregate Nominal Amount includes a selling commission of up to 5.00 per cent. (5.00%) of the Aggregate Nominal Amount which has been paid by the Issuer.
5. **REASONS FOR THE OFFER, ESTIMATED NET AMOUNT OF PROCEEDS AND TOTAL EXPENSES**
  - (i) Reasons for the offer: See "Use of Proceeds" in the Base Prospectus.
  - (ii) Estimated net amount of proceeds: Not Applicable.
  - (iii) Estimated total expenses: Not Applicable.
6. **PERFORMANCE AND VOLATILITY OF THE UNDERLYING ASSET(S)**  
  
Information on the Underlying Assets, including information on the past and future performance and volatility of the Underlying Assets, may be obtained free of charge from the website of the relevant Exchanges (<https://www.euronext.com/en/markets/oslo> and <https://www.nasdaqomxnordic.com/>). However, past performance is not indicative of future performance. The information appearing on such website(s) does not form part of these Final Terms.  
  
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: An offer of the Certificates may be made by the placers other than pursuant to Article 1(4) of the EU Prospectus Regulation in the Public Offer Jurisdiction during the period commencing on (and including) January 2, 2024 and ending on (and including) February 2, 2024.

Offer Price: Issue Price.

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

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 published by way of notice which will be available on the website of the Issuer ([www.gspip.info](http://www.gspip.info)). In the event of an extension of the Offer Period, a supplement to the Base Prospectus will be prepared pursuant to Article 13.1 of the Luxembourg law of July 16, 2019 on prospectuses for securities.

The offer of the Certificates may be withdrawn in whole or in part at any time before the Issue Date at the discretion of the Issuer.

Description of the application process: The subscription forms will be collected by the Authorised Offeror either directly from end investors or via brokers who are allowed to collect forms on behalf of the Authorised Offeror. There is no preferential subscription right for this offer.

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 5,000 in aggregate nominal amount of the Securities.

|  |   |
|--|---|
|  | 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 Certificates:   | Each subscriber shall pay the Issue Price to the relevant Authorised Offeror who shall pay the Issue Price reduced by the selling commission to the Issuer.<br><br>The delivery of the subscribed Securities will be made after the Offer Period on the Issue Date.   |
| Manner in and date on which results of the offer are to be made public:  | The results of the offer will be filed with the <i>Commission de Surveillance du Secteur Financier</i> (CSSF) and published on the website of the Issuer ( <a href="http://www.gspip.info">www.gspip.info</a> ) on or around the Issue Date.  |
| 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:   | The Certificates will be offered to the public in the Public Offer Jurisdiction.<br><br>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 Certificates referred to herein to permit a public offering of such Certificates in any jurisdiction other than the Public Offer Jurisdiction.<br><br>In other EEA countries, offers will only be made pursuant to an exemption from the obligation under the EU Prospectus Regulation to publish a prospectus.<br><br>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 Certificates 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:      | Allocation of Securities is simultaneous with the acceptance of the offer by each individual investor and subject to (i) the availability of funds in his or her account for the total amount invested and (ii) the total amount for which acceptances have been received not exceeding the maximum Aggregate Nominal Amount of Certificates in the Series.   |
| Amount of any expenses and taxes specifically charged to the subscriber or purchaser. Where required and to the extent they are known,       | The Entry Costs (as described in Commission Delegated Regulation (EU) 2017/653, which supplements Regulation (EU) No 1286/2014)   |

include those expenses contained in the price: contained in the price of the Securities as of the date of these Final Terms is 7.00 per cent. (7.00%) of the Aggregate Nominal Amount. 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.

The Issue Price of 100 per cent. (100%) of the Aggregate Nominal Amount includes a selling commission of up to 5.00 per cent. (5.00%) of the Aggregate Nominal Amount which has been paid by the Issuer.

Please refer to "United Kingdom Tax Considerations", "Finnish Tax Considerations" and "Luxembourg Tax Considerations" in the section entitled "Taxation" in 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: Alexandria Markets Oy and Alexandria Group Oyj, Eteläesplanadi 22A, 4th Floor, 00130 Helsinki, Finland, and such other placers as may be notified to potential investors from time to time by publication on the Issuer's website ([www.gspip.info](http://www.gspip.info)) in accordance with the applicable laws and regulations of the Public Offer Jurisdiction.

#### **Consent to use the Base Prospectus**

Identity of financial intermediary(ies) that are allowed to use the Base Prospectus: Alexandria Markets Oy and Alexandria Group Oyj, Eteläesplanadi 22A, 4th Floor, 00130 Helsinki, Finland, and such other placers as may be notified to potential investors from time to time by publication on the Issuer's website ([www.gspip.info](http://www.gspip.info)) in accordance with the applicable laws and regulations of the Public Offer Jurisdiction.

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 financial intermediary/ies (each, an "**Authorised Offeror**") in the Public Offer Jurisdiction.

Each 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.

## 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 100 per cent. (100%) of the Aggregate Nominal Amount, and the Calculation Amount is EUR 1,000;
- (ii) in respect of each Underlying Asset, the Autocall Level is 1.00, the Trigger Level is 1.00 and the Barrier Level is 0.75; and
- (iii) the Basket Performance is the arithmetic average of the performance of each Underlying Asset in respect of the relevant date.

For the purposes of these Examples only, (i) the Autocall Value Multiplicand is deemed to be EUR 60, (ii) the Trigger Percentage is deemed to be 172 per cent. (172%), and (iii) the Redemption Percentage is deemed to be 136 per cent. (136%). The actual Autocall Value Multiplicand, the Trigger Percentage and the Redemption Percentage will each be determined by the Calculation Agent on or around February 12, 2024 and, in respect of (i) the Autocall Value Multiplicand may be a lesser or greater amount than EUR 60 (but shall not be less than EUR 53), (ii) the Trigger Percentage may be a lesser or greater percentage than 172 per cent. (172%) (but shall not be less than 163.60 per cent. (163.60%)) and (iii) the Redemption Percentage may be a lesser or greater percentage than 136 per cent. (136%) (but shall not be less than 131.80 per cent. (131.80%)). Therefore, as the actual Autocall Value Multiplicand, the Trigger Percentage and the Redemption Percentage may each be lower than the deemed values used for the purposes of these Examples, the actual amounts received by investors may be less than the amounts stated in the Examples below.

### AUTOMATIC EARLY EXERCISE

**Example 1 – Automatic Early Exercise: *The Basket Performance on the first Autocall Observation Date is greater than or equal to its Autocall Level. The Autocall Value Multiplier is 3.***

In this Example, the Certificates will be exercised on such Valuation Date, and the Automatic Early Exercise Amount payable per Certificate (of the Nominal Amount) on the Automatic Early Exercise Date immediately following such Autocall Observation Date will be an amount in the Settlement Currency equal to the *sum* of (i) the Autocall Event Base Amount, *plus* (ii) the *product* of (a) the Autocall Value Multiplier for such Autocall Observation Date, *multiplied* by (b) the Autocall Value Multiplicand, i.e., EUR 1,180.

**Example 2 – no Automatic Early Exercise: *The Basket Performance on the first Autocall Observation Date is less than its Autocall Level.***

In this Example, the Certificates will not be automatically exercised on such Autocall Observation Date.

### SETTLEMENT AMOUNT

**Example 3 – positive scenario: *The Certificates have not been exercised on an Applicable Date and the Basket Performance for the Final Reference Date is greater than or equal to the Trigger Level.***

In this Example, the Certificates will be exercised on the Final Reference Date and the Settlement Amount payable per Certificate (of the Nominal Amount) 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 Trigger Percentage, i.e., EUR 1,720.

**Example 4 – positive scenario: *The Certificates have not been exercised on an Applicable Date and the Basket Performance for the Final Reference Date is less than the Trigger Level but greater than or equal to the Barrier***

*Level.*

In this Example, the Certificates will be exercised on the Final Reference Date and the Settlement Amount payable per Certificate (of the Nominal Amount) 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 1,360.

**Example 5 – negative scenario: *The Certificates have not been exercised on an Applicable Date, and the Basket Performance for the Final Reference Date is 0.74.***

In this Example, the Certificates will be exercised on the Final Reference Date and the Settlement Amount payable per Certificate (of the Nominal Amount) 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 Basket Performance for the Final Reference Date, i.e., EUR 740. **In this Example, an investor who purchased the Certificates at the Issue Price will sustain a substantial loss of the amount originally invested.**

**Example 6 – negative scenario: *The Certificates have not been exercised on an Applicable Date, and the Basket Performance for the Final Reference Date is zero.***

In this Example, the Certificates will be exercised on the Final Reference Date and the Settlement Amount payable per Certificate (of the Nominal Amount) 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 Basket Performance for the Final Reference Date, i.e., zero. **In this Example, an investor will sustain a total loss of the amount invested in the Certificates.**



## ISSUE-SPECIFIC SUMMARY OF THE SECURITIES

| INTRODUCTION AND WARNINGS   |
|---|
| <p>This summary (the "<b>Summary</b>") should be read as an introduction to the prospectus (the "<b>Prospectus</b>") (comprised of the base prospectus dated January 13, 2023 (the "<b>Base Prospectus</b>") as supplemented by any supplements (if any) up to, and including, the date of these final terms, 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 and the Securities, and does not describe all the rights attaching to the Securities (and may not set out specific dates of valuation and potential payments or the adjustments to such dates) that are set out in the Prospectus as a whole. Where a claim relating to the information contained in the Prospectus is brought before a court, the plaintiff investor might, under the national law, have to bear the costs of translating the Prospectus before the legal proceedings are initiated. Civil liability attaches only to those persons who have tabled this Summary including any translation thereof, but only where this Summary is misleading, inaccurate or inconsistent, when read together with the other parts of the Prospectus or where it does not provide, when read together with the other parts of the Prospectus, key information in order to aid investors when considering whether to invest in the Securities.</p> <p><b><i>You are about to purchase a product that is not simple and may be difficult to understand.</i></b></p> |
| <p><b>Securities:</b> Issue of the Aggregate Nominal Amount* of Six-Year Quanto EUR Basket Autocallable Certificates on the ordinary shares of DNB ASA, the ordinary shares of Nordea Bank ABP, the ordinary shares of Skandinaviska Enskilda Banken AB - Class A, the ordinary shares of Svenska Handelsbanken AB - Class A, and the ordinary shares of Swedbank AB - Class A, due February 26, 2030 (ISIN: XS2691855626) (the "<b>Securities</b>").</p> <p>The "<b>Aggregate Nominal Amount</b>" will be an amount determined by the Issuer on or around the Issue Date based on the results of the offer and which will be specified in a notice dated on or around the Issue Date. As of the date of this Final Terms, the aggregate nominal amount of the Certificates in the Series is indicatively set at EUR 20,000,000 provided that it may be a greater or lesser amount but shall not exceed EUR 90,000,000.</p>   |
| <p><b>Issuer:</b> Goldman Sachs International ("<b>GSI</b>"). Its registered office is Plumtree Court, 25 Shoe Lane, London EC4A 4AU and its Legal Entity Identifier ("<b>LEI</b>") is W22LROWP2IHZNBB6K528 (the "<b>Issuer</b>").</p>  |
| <p><b>Authorised Offeror:</b> The authorised offeror is Alexandria Markets Oy and Alexandria Group Oyj, Eteläesplanadi 22A, 4th Floor, 00130 Helsinki, Finland. The Authorised Offeror is a distributor incorporated in Finland mainly operating under Finnish law. Its LEI is 7437002ONTEZT59NA993 (the "<b>Authorised Offeror</b>").</p>  |
| <p><b>Competent authority:</b> The Base Prospectus was approved on January 13, 2023 by the Luxembourg <i>Commission de Surveillance du Secteur Financier</i> of 283 Route d'Arlon, 1150 Luxembourg (Telephone number: (+352) 26 25 1-1; Fax number: (+352) 26 25 1 – 2601; Email: <a href="mailto:direction@cssf.lu">direction@cssf.lu</a>).</p>  |
| KEY INFORMATION ON THE ISSUER   |
| Who is the Issuer of the Securities?  |
| <p><b>Domicile and legal form, law under which the Issuer operates and country of incorporation:</b> GSI is a private unlimited liability company incorporated under the laws of England and Wales and was formed on June 2, 1988. GSI is registered with the Registrar of Companies. Its LEI is W22LROWP2IHZNBB6K528.</p>  |
| <p><b>Issuer's principal activities:</b> GSI's business principally consists of securities underwriting and distribution; trading of corporate debt and equity securities, non-U.S. sovereign debt and mortgage securities, execution of swaps and derivative instruments, mergers and acquisitions; financial advisory services for restructurings, private placements and lease and project financings; real estate brokerage and finance, merchant banking and stock brokerage and research.</p>   |
| <p><b>Major shareholders, including whether it is directly or indirectly owned or controlled and by whom:</b> GSI is directly wholly-owned by Goldman Sachs Group UK Limited. Goldman Sachs Group UK Limited is an indirect wholly owned subsidiary of The Goldman Sachs Group, Inc. ("<b>GSG</b>").</p>  |
| <p><b>Key directors:</b> The directors of GSI are Jose M. D. Barroso, Richard J. Gnodde, Sam P. Gyimah, Nigel Harman, Therese L. Miller, Nirubhan Pathmanabhan, Catherine G. Cripps, Lisa A. Donnelly, Sir Bradley Fried and M. M. Burns.</p>   |
| <p><b>Statutory auditors:</b> GSI's statutory auditor is PricewaterhouseCoopers LLP, of 7 More London Riverside, London, SE1 2RT, England.</p>  |
| What is the key financial information regarding the Issuer?   |
| <p>The following table shows selected key historical financial information from GSI's 2022 audited financial statements and the unaudited interim financial information for the nine months ended September 30, 2023 and September 30, 2022, which were prepared in accordance with international accounting standards in conformity with the requirements of the Companies Act 2006 and International Financial Reporting Standards ("<b>IFRS</b>") adopted pursuant to Regulation (EC) No 1606/2002 as it applies in the E.U. This includes information for the year ended and as of December 31, 2022 and comparative information for the year ended and as of December 31, 2021.</p>  |
| <p><b>Summary information – income statement</b></p>  |

|   | Year ended December 31, 2022 (audited) | Year ended December 31, 2021 (audited) | Nine months ended September 30, 2023 (unaudited) | Nine months ended September 30, 2022 (unaudited) |
|---|--|--|--|--|
| <b>(in USD millions except for share amounts)</b> |  |  |  |  |
| <b>Selected income statement data</b>             |  |  |  |  |
| Total interest income                             | 7,981                                  | 3,448                                  | N/A  | N/A  |
| Non-interest income <sup>1</sup>                  | 12,430                                 | 11,414                                 | 10,965   | 9,673  |
| Profit before taxation                            | 4,974                                  | 3,552                                  | 4,464  | 4,298  |
| Operating profit                                  | N/A                                    | N/A                                    | N/A  | N/A  |
| Dividend per share                                | N/A                                    | N/A                                    | N/A  | N/A  |
| <b>Summary information – balance sheet</b>        |  |  |  |  |
|   | As at December 31, 2022 (audited)      | As at December 31, 2021 (audited)      | As at September 30, 2023 (unaudited)             |  |
| <b>(in USD millions)</b>                          |  |  |  |  |
| Total assets                                      | 1,203,041                              | 1,143,420                              | 1,233,802  |  |
| Total unsecured borrowings <sup>2</sup>           | 76,205                                 | 79,813                                 | 73,841   |  |
| Customer and other receivables                    | 78,967                                 | 86,135                                 | 74,008   |  |
| Customer and other payables                       | 110,983                                | 119,883                                | 122,938  |  |
| Total shareholder's equity                        | 42,209                                 | 38,895                                 | 42,615   |  |
| <b>(in per cent.)</b>                             |  |  |  |  |
| Common Equity Tier 1 (CET1) capital ratio         | 12.8                                   | 10.7                                   | 12.2   |  |
| Total capital ratio                               | 18.4                                   | 15.7                                   | 16.8   |  |
| Tier 1 leverage ratio                             | 6.1                                    | 4.2                                    | 5.1  |  |

**Qualifications in audit report on historical financial information:** Not applicable; there are no qualifications in the audit report of GSI 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. The Securities are the Issuer's unsecured obligations. Investors are dependent on the Issuer's ability to pay all amounts due on the Securities, and therefore investors are subject to the Issuer's credit risk and to changes in the market's view of the Issuer's creditworthiness. The Securities are not bank deposits, and they are not 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 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.
- GSI is a wholly-owned subsidiary of the Goldman Sachs group and a key banking subsidiary of the Goldman Sachs group. As a result, it is subject to a variety of risks that are substantial and inherent in its businesses including risks relating to economic and market conditions, regulation, Brexit, market volatility, liquidity, credit markets, concentration of risk, credit quality, composition of client base, derivative transactions, operational infrastructure, cyber security, risk management, business initiatives, operating in multiple jurisdictions, conflicts of interest, competition, changes in underliers, personnel, negative publicity, legal liability, catastrophic events and climate change.
- GSI is subject to the Bank Recovery and Resolution Directive, which is intended to enable a range of actions to be taken by a resolution authority in relation to credit institutions and investment firms considered by the resolution authority to be at risk of failing and where such action is necessary in the public interest. The resolution powers available to the resolution authority include powers to (i) write down the amount owing, including to zero, or convert the Securities into other securities, including ordinary shares of the relevant institution (or a subsidiary) – the so-called "bail-in" tool; (ii) transfer all or part of the business of the relevant institution to a "bridge bank"; (iii)

<sup>1</sup> "Fees and commissions" are included within "non-interest income" and therefore are not included as a single line item.

<sup>2</sup> "Subordinated loans" are included within "total unsecured borrowings" and therefore are not included as a single line item.

transfer impaired or problem assets to an asset management vehicle; and (iv) sell the relevant institution to a commercial purchaser. In addition, the resolution authority is empowered to modify contractual arrangements, suspend enforcement or termination rights that might otherwise be triggered. The resolution regime is designed to be triggered prior to insolvency, and holders of Securities may not be able to anticipate the exercise of any resolution power by the resolution authority. Further, holders of Securities would have very limited rights to challenge the exercise of powers by the resolution authority, even where such powers have resulted in the write down of the Securities or conversion of the Securities to equity.

## 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 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 February 19, 2024 (the "**Issue Date**"). The issue price of the Securities is 100 per cent. (100%) of the Aggregate Nominal Amount (the "**Issue Price**").

ISIN: XS2691855626; Common Code: 269185562; Valoren: 130764674.

**Currency, denomination, amount 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 nominal amount of Securities is up to the Aggregate Nominal Amount.

**Maturity Date:** February 26, 2030. This is the date on which the Securities are scheduled to be exercised, 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 the potential payment of the Autocall Event Amount (if applicable) or the Settlement Amount (if applicable), and the amounts payable will depend on the performance of the following Underlying Assets:

| Underlying Assets or the Shares                                   | Bloomberg / Refinitiv / ISIN              | Exchange            |
|---|---|---------------------|
| The ordinary shares of DNB ASA                                    | DNB NO <Equity> / DNB.OL / NO0010161896   | Oslo Stock Exchange |
| The ordinary shares of Nordea Bank ABP                            | NDA FH <Equity> / NDAFI.HE / FI4000297767 | Nasdaq Helsinki     |
| The ordinary shares of Skandinaviska Enskilda Banken AB - Class A | SEBA SS <Equity> / SEBa.ST / SE0000148884 | Nasdaq Stockholm    |
| The ordinary shares of Svenska Handelsbanken AB - Class A         | SHBA SS Equity / SHBa.ST / SE0007100599   | Nasdaq Stockholm    |
| The ordinary shares of Swedbank AB - Class A                      | SWEDA SS Equity / SWEDA.ST / SE0000242455 | Nasdaq Stockholm    |

**Autocall Event Amount:** on an Autocall Observation Date, if the Basket Performance for such Autocall Observation Date is greater than or equal to the Autocall Level then the Securities will be exercised early on such Autocall Observation Date, and the Autocall Event Amount in respect of such Autocall Observation Date shall be payable in respect of each Security on the following Autocall Payment Date.

**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 Basket Performance (Final) is greater than or equal to the Trigger Level, the Settlement Amount payable in respect of each Security will be calculated in accordance with the formula below:  

$$CA \times \text{Trigger Percentage}; \text{ or}$$
- (ii) if the Basket Performance (Final) is less than the Trigger Level, and:
  - (a) if the Basket Performance (Final) is greater than or equal to the Barrier Level, the Settlement Amount payable in respect of each Security will be calculated in accordance with the formula below:  

$$CA \times \text{Redemption Percentage}; \text{ or}$$
  - (b) if the Basket Performance (Final) is less than the Barrier Level, the Settlement Amount payable in respect of each Security will be calculated in accordance with the formula below:  

$$CA \times \text{Basket Performance (Final)}$$

**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; 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:

- **Autocall Event Amount:** in respect of each Autocall Observation Date, an amount equal to the *sum* of (i) the Autocall Event Base Amount, *plus* (ii) the *product* of (a) the Autocall Value Multiplier for such Autocall Observation Date, *multiplied* by (b) the Autocall Value Multiplicand.
- **Autocall Event Base Amount:** EUR 1,000.
- **Autocall Level:** 1.00.
- **Autocall Observation Dates:** the Autocall Observation Dates occur on or around the 12<sup>th</sup> calendar day of February and August in each calendar year, starting from August 2025 and ending in August 2029, in each case, subject to adjustment in accordance with the terms and conditions.
- **Autocall Payment Dates:** in respect of each Autocall Observation Date, the 10<sup>th</sup> business day following such Autocall Observation Date, in each case, subject to adjustment in accordance with the terms and conditions.
- **Autocall Value Multiplicand:** An amount as determined by the Calculation Agent on or around February 12, 2024 based on market conditions and which will be specified in a notice published by the Issuer on or around the Issue Date. As of the date of these Final Terms, the Autocall Value Multiplicand is indicatively set at EUR 60, but which may be a lesser or greater amount provided that it will not be less than EUR 53.
- **Autocall Value Multiplier:** in respect of each Autocall Observation Date, a series of unique ascending whole numbers starting from 3 in respect of the first Autocall Observation Date and ending at 11 in respect of the final Autocall Observation Date.
- **Basket Performance:** in respect of any date, the *sum* of the Weighted Performance of each Underlying Asset in the basket for the relevant date.
- **Basket Performance (Final):** the Basket Performance on February 12, 2030, subject to adjustment in accordance with the terms and conditions.
- **Barrier Level:** 0.75.
- **CA:** Calculation Amount, EUR 1,000.
- **Initial Closing Price:** in respect of each Underlying Asset, its Reference Price on February 12, 2024, subject to adjustment in accordance with the terms and conditions.
- **Redemption Percentage:** a percentage as determined by the Calculation Agent on or around February 12, 2024 based on market conditions and which will be specified in a notice published by the Issuer on or around the Issue Date. As of the date of these Final Terms, the Redemption Percentage is indicatively set at 136 per cent. (136%), but which may be a lesser or greater amount provided that it will not be less than 131.80 per cent. (131.80%).
- **Reference Price:** in respect of each Underlying Asset, the closing share price on the Exchange of such Underlying Asset for the relevant date.
- **Reference Price (t):** in respect of an Underlying Asset and a relevant date, the Reference Price for such relevant date.
- **Trigger Level:** 1.00.
- **Trigger Percentage:** a percentage as determined by the Calculation Agent on or around February 12, 2024 based on market conditions and which will be specified in a notice published by the Issuer on or around the Issue Date. As of the date of these Final Terms, the Trigger Percentage is indicatively set at 172 per cent. (172%), but which may be a lesser or greater amount provided that it will not be less than 163.60 per cent. (163.60%).
- **Weighted Performance:** in respect of each Underlying Asset in the basket on any relevant date, an amount calculated in accordance with the formula below:

$$\text{Weighting} \times \frac{\text{Reference Price}(t)}{\text{Initial Closing Price}}$$

- **Weighting:** in respect of each Underlying Asset, 0.20.

**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.

The taking of any action by a resolution authority under the Bank Recovery and Resolution Directive, in relation to the Issuer could materially affect the value of, or any repayments linked to, the Securities, and/or risk a conversion into equity of the Securities.

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

#### Where will the Securities be traded?

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

#### 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 Assets, you may lose some or all of your investment.
- The market price of your Securities prior to maturity may be significantly lower than the purchase price you pay for them. Consequently, if you sell your Securities before the stated scheduled redemption date, you may receive far less than your original invested amount.
- Your Securities may be redeemed in certain extraordinary circumstances set out in the conditions of the Securities prior to scheduled maturity and, in such case, the early redemption amount paid to you may be less than the amount you paid for the Securities and might be zero.

**Risks relating to certain features of the Securities:**

- The terms and conditions of your Securities provide that the Securities are subject to a cap, so your ability to participate in any change in the value of the Underlying Assets over the term of the Securities will be limited, no matter how much the level, price, rate or other applicable value of the Underlying Assets 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 Assets directly.

**Risks relating to the Underlying Assets:**

- *The value of and return on your Securities depends on the performance of the Underlying Assets.* The return on your Securities may depend on the performance of one or more Underlying Asset(s). The level, price, rate, net asset value or other applicable value of the Underlying Asset(s) may be subject to unpredictable change over time. This degree of change is known as "volatility". The volatility of an 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 level, price, rate, net asset value or other applicable value, 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 an Underlying Asset is not indicative of future performance.* You should not regard any information about the past performance of the Underlying Asset(s) as indicative of the range of, or trends in, fluctuations in the Underlying Asset(s) that may occur in the future. Underlying Asset(s) 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 Shares 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(s) which, in turn, would have a negative effect on the value of and return on your Securities.

#### 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 Securities may be made other than pursuant to Article 1(4) of the EU Prospectus Regulation in the Republic of Finland (the "**Public Offer Jurisdiction**") by the Authorised Offeror during the period commencing on (and including) January 2, 2024 and ending on (and including) February 2, 2024 (the "**Offer Period**"). The Offer Period may be discontinued at any time.

The offer price is 100 per cent. (100%) of the Aggregate Nominal Amount. The Authorised Offeror will offer and sell the Securities to its customers in accordance with arrangements in place between the Authorised Offeror and its customers by

reference to the Issue Price and market conditions prevailing at the time.

The offer of the Securities is subject to the relevant regulatory approvals having been granted, and the Securities being issued. 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 published by way of notice which will be available on the website of the Issuer ([www.gspip.info](http://www.gspip.info)). The offer of the Securities may be withdrawn in whole or in part at any time before the Issue Date at the discretion of the Issuer. The delivery of the subscribed Securities will be done after the Offer Period on the Issue Date. The results of the offer will be filed with the *Commission de Surveillance du Secteur Financier* (CSSF) and published on the websites of the Luxembourg Stock Exchange ([www.luxse.com](http://www.luxse.com)) and the Issuer ([www.gspip.info](http://www.gspip.info)) at or around the Issue Date.

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

**Estimated expenses charged to the investor by the Issuer/offeree:** The Issue Price includes a selling commission of up to 5.00 per cent. (5.00%) of the Aggregate Nominal Amount which has been paid by the Issuer.

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

See the item entitled "Authorised Offeror" above. The Issuer is the entity requesting for the admission to trading of the Securities on a regulated market.

#### **Why is this Prospectus being produced?**

**Reasons for the offer, estimated net 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 the Authorised Offeror.

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, may act as a member of a market determination committee and may enter into hedging transactions with respect to the Securities or the related derivatives, which may affect the market price, liquidity or value of the Securities, and (c) the Issuer (or an affiliate) may have confidential information in relation to the underlying asset(s) or any derivative instruments referencing them, but which the Issuer is under no obligation (and may be subject to legal prohibition) to disclose.

## ARVOPAPERIEN LIIKKEESEENLASKUKOHTAINEN TIIVISTELMÄ

### JOHDANTO JA VAROITUKSET

Tämä tiivistelmä ("tiivistelmä") on luettava esitteen ("esite" (Prospectus)) johdantona (esite käsittää 13.1.2023 päivätyn ohjelmaesitteen ("ohjelmaesite" (Base Prospectus)) sekä sen (mahdolliset) täydennykset, jotka on julkaistu näiden lopullisten ehtojen päivämäärään mennessä, luettuna yhdessä lopullisten ehtojen kanssa). Sijoittajan on arvopapereihin liittyvä sijoituspäätöstä tehdessään otettava huomioon esite kokonaisuudessaan. Tietyissä tapauksissa sijoittaja saattaa menettää sijoittamansa pääoman kokonaan tai osittain. Tämä tiivistelmä sisältää ainoastaan sellaisia keskeisiä tietoja, joita sijoittajat tarvitsevat voidakseen ymmärtää liikkeeseenlaskijan ja arvopapereiden olennaisen luonteen sekä niihin liittyvät keskeiset riskit, eikä se kuvaa kaikkia arvopapereihin liittyviä esitteessä esitettyjä oikeuksia (eikä se välttämättä sisällä arvostuspäivämääriä ja mahdollisia maksuja tai muutoksia näihin päivämääriin). Jos tämän esitteen sisältämiin tietoihin liittyvä kanne tulee käsiteltäväksi tuomioistuimessa, kanteen nostanut sijoittaja saattaa kansallisen lainsäädännön mukaan olla velvollinen käynnättämään esitteen omalla kustannuksellaan ennen tuomioistuinkäsittelyn alkua. Siviilioikeudellinen vastuu on yksinomaan henkilöillä, jotka ovat julkistaneet tiivistelmän (sen käännös mukaan luettuna), mutta vain siinä tapauksessa, että tiivistelmä on harhaanjohtava, epätarkka tai epäjohdonmukainen esitteen muihin osiin verrattuna tai että se ei yhdessä esitteen muiden osien kanssa anna keskeisiä tietoja, jotka auttavat arvopapereihin sijoittamista harkitsevia henkilöitä.

***Olette ostamassa tuotetta, joka ei ole yksinkertainen ja jota saattaa olla vaikea ymmärtää.***

***Arvopaperit:*** Liikkeeseenlaskuun sisältyy kokonaisnimellisarvon\* suuruisen erä Quanto EUR Autocallable sertifikaatteja kuuden vuoden juoksuajalla, jotka on sidottu DNB ASA:n kantaosakkeista, Nordea Bank Abp:n kantaosakkeista, Skandinaviska Enskilda Banken AB A-osakkeista, Svenska Handelsbanken AB A-osakkeista ja Swedbank AB A-osakkeista muodostuvan korin kehitykseen ja jotka erääntyvät 26.2.2030 (Issue of the Aggregate Nominal Amount\* of Six-Year Quanto EUR Basket Autocallable Certificates on the ordinary shares of DNB ASA, the ordinary shares of Nordea Bank ABP, the ordinary shares of Skandinaviska Enskilda Banken AB – Class A, the ordinary shares of Svenska Handelsbanken AB – Class A, and the ordinary shares of Swedbank AB – Class A, due February 26, 2030) (ISIN: XS2691855626) ("arvopaperit", the Securities).

"Kokonaisnimellisarvo" on liikkeeseenlaskijan liikkeeseenlaskupäivänä tai sen tienoilla määrittämä summa, joka perustuu tarjouksen tuloksiin ja joka ilmoitetaan liikkeeseenlaskupäivänä tai sen tienoilla päivätyssä ilmoituksessa. Näissä lopullisissa ehdoissa esitetystä päivästä lähtien sarjassa olevien sertifikaattien kokonaisnimellisarvo on viitteellisesti asetettu EUR 20 000 000 suuruiseksi sillä ehdolla, että arvo voi olla suurempi tai pienempi, mutta ei saa ylittää EUR 90 000 000.

***Liikkeeseenlaskija:*** Goldman Sachs International ("GSI"). Liikkeeseenlaskijan rekisteröidyn toimipaikan osoite on Plumtree Court, 25 Shoe Lane, London EC4A 4AU, Englanti, ja oikeushenkilötunnus ("LEI-tunnus") on W22LROWP2IHZNBB6K528. ("liikkeeseenlaskija", Issuer)

***Valtuutettu tarjoaja:*** Valtuutettu tarjoaja on Alexandria Markets Oy ja Alexandria Group Oyj, Eteläesplanadi 22A, 4. kerros, 00130 Helsinki. Valtuutettu tarjoaja on Suomessa perustettu jakelija, joka toimii pääasiassa Suomen lain alla ja sen LEI-tunnus on 7437002ONTEZT59NA993 ("valtuutettu tarjoaja", Authorised Offeror).

***Toimivaltainen viranomainen:*** Ohjelmaesitteen on hyväksynyt 13.1.2023 Luxemburgin *Commission de Surveillance du Secteur Financier* –valvontaviranomainen, jonka osoite on 283 Route d'Arlon, 1150 Luxembourg (puhelin: (+352) 26 25 1-1; faksi: (+352) 26 25 1 – 2601; sähköposti: direction@cssf.lu).

### KESKEISET TIEDOT LIIKKEESEENLASKIJASTA

#### Kuka on arvopapereiden liikkeeseenlaskija?

***Liikkeeseenlaskijan kotipaikka ja oikeudellinen muoto, liikkeeseenlaskijaan sovellettava laki ja perustamismääräys:*** GSI on Englannin ja Walesin lain mukaan perustettu yksityinen rajoittamattoman vastuun yhtiö, jonka perustamispäivä on 2.6.1988. GSI on kirjattu yhtiörekisteriin (Registrar of Companies). Sen LEI-tunnus on W22LROWP2IHZNBB6K528.

***Liikkeeseenlaskijan pääasiallinen toiminta:*** GSI:n pääasiallisena toimintana on arvopaperitransaktioiden järjestely, yritysten velkakirjojen ja osakkeiden sekä muiden kuin yhdysvaltalaisien valtionvelkakirjojen ja asuntolainarvopapereiden kaupankäyntipalvelut, swap-sopimusten ja johdannaisinstrumenttien toteuttaminen, fuusioiden ja yrityskauppojen järjestäminen, uudelleenjärjestelyihin, suunnattuihin anteihin, rahoitusleasingiin ja projektirahoitukseen liittyvät rahoitusneuvontapalvelut, kiinteistönvälitys ja -rahoitus, investointipankkitoiminta sekä arvopaperivälitys ja tutkimus.

***Liikkeeseenlaskijan suurimmat osakkeenomistajat sekä tieto siitä, onko se suoraan tai välillisesti jonkun omistuksessa tai määräysvallassa ja jos on, kenen:*** GSI on Goldman Sachs Group UK Limitedin suorassa omistuksessa ja sen kokonaan

omistama. Goldman Sachs Group UK Limited on The Goldman Sachs Group, Inc.:n ("GSG") välillisesti kokonaan omistama tytäryhtiö.

**Johtoon kuuluvat avainhenkilöt:** GSI:n hallituksen jäsenet ovat Jose M. D. Barroso, Richard J. Gnodde, Sam P. Gyimah, Nigel Harman, Therese L. Miller, Nirubhan Pathmanabhan, Catherine G. Cripps, Lisa A. Donnelly, Sir Bradley Fried ja M. M. Burns.

**Lakisäätteiset tilintarkastajat:** GSI:n lakisäätöinen tilintarkastaja on PricewaterhouseCoopers LLP, jonka osoite on 7 More London Riverside, London, SE1 2RT, Englanti.

#### Mitä ovat liikkeeseenlaskijaa koskevat keskeiset taloudelliset tiedot?

Seuraavat taulukot sisältävät valikoituja keskeisiä taloudellisia tietoja GSI:n vuoden 2022 tilintarkastetuista tilinpäätöksistä sekä tilintarkastamattomista taloudellisista tiedoista 30.9.2023 ja 30.9.2022 päättyneiltä yhdeksän kuukauden jaksoilta, jotka on laadittu kansainvälisten tilinpäätösstandardien mukaisesti täyttäen vuoden 2006 Companies Act -lain asettamat vaatimukset sekä kansainvälisten kirjanpitostandardien ("IFRS") asettamat vaatimukset, joita sovelletaan asetuksen (EY) N:o 1606/2002 mukaisesti, sellaisena kuin sitä sovelletaan Euroopan unionissa. Tilinpäätökset sisältävät tietoja 31.12.2022 päättyneeltä tilikaudelta, sekä vertailutietoja 31.12.2021 päättyneeltä tilikaudelta.

| <b>Tiivistelmä - tuloslaskelma</b>  |  |  |  |  |
|---|--|--|--|--|
|   | <b>31.12.2022<br/>päättynyt tilikausi<br/>(tilintarkastettu)</b> | <b>31.12.2021<br/>päättynyt tilikausi<br/>(tilintarkastettu)</b> | <b>30.9.2023 päättynyt<br/>yhdeksän<br/>kuukauden jakso<br/>(tilintarkastamaton)</b> | <b>30.9.2022 päättynyt<br/>yhdeksän<br/>kuukauden jakso<br/>(tilintarkastamaton)</b> |
| <b>(miljoonaa Yhdysvaltain dollaria<br/>paitsi osakekohtaiset määrät)</b> |  |  |  |  |
| <b>Valikoituja tuloslaskelman tietoja</b>                                 |  |  |  |  |
| Korkotuotot yhteensä  | 7 981  | 3 448  | Ei sovellu   | Ei sovellu   |
| Muut kuin korkotuotot <sup>1</sup>  | 12 430   | 11 414   | 10 965   | 9 673  |
| Tulos ennen veroja  | 4 974  | 3 552  | 4 464  | 4 298  |
| Liikevoitto   | Ei sovellu   | Ei sovellu   | Ei sovellu   | Ei sovellu   |
| Osakekohtainen osinko   | Ei sovellu   | Ei sovellu   | Ei sovellu   | Ei sovellu   |
| <b>Tiivistelmä - tase</b>   |  |  |  |  |
|   | <b>31.12.2022<br/>(tilintarkastettu)</b>                         | <b>31.12.2021<br/>(tilintarkastettu)</b>                         | <b>30.9.2023 (tilintarkastamaton)</b>  |  |
| <b>(miljoonaa Yhdysvaltain dollaria)</b>                                  |  |  |  |  |
| Varat yhteensä  | 1 203 041  | 1 143 420  | 1 233 802  |  |
| Vakuudettomat lainat yhteensä <sup>2</sup>                                | 76 205   | 79 813   | 73 841   |  |
| Asiakas- ja muut saatavat   | 78 967   | 86 135   | 74 008   |  |
| Asiakas- ja muut velat  | 110 983  | 119 883  | 122 938  |  |
| Oma pääoma yhteensä   | 42 209   | 38 895   | 42 615   |  |
| <b>(prosenttia)</b>   |  |  |  |  |
| Ydinpääomasuhde (CET1)  | 12,8   | 10,7   | 12,2   |  |
| Kokonaisvakavaraisuussuhde  | 18,4   | 15,7   | 16,8   |  |
| Ensisijaisen pääoman (T1)<br>vähimmäisomavaraisuusaste                    | 6,1  | 4,2  | 5,1  |  |

<sup>1</sup> "Palkkiot ja provisiot" sisältyvät kohtaan "Muut kuin korkotuotot", joten niitä ei ole esitetty erillisenä kohtana.

<sup>2</sup> "Etuoikeusamaltaan huonommat lainat" sisältyvät kohtaan "Vakuudettomat lainat yhteensä", joten niitä ei ole esitetty erillisenä kohtana.



**Historiallisia taloudellisia tietoja koskevat varaukset tilintarkastuskertomuksessa:** Ei sovellu. GSI:n historiallisia taloudellisia tietoja koskevissa tilintarkastuskertomuksissa ei ollut ehdollisia varauksia.

### Liikkeeseenlaskijaan liittyvät keskeiset riskit

Liikkeeseenlaskijaan kohdistuu seuraavat keskeiset riskit.

- Kaikkiin arvopapereiden perusteella suoritettaviin maksuihin kohdistuu liikkeeseenlaskijan luottoriski. Arvopaperit ovat liikkeeseenlaskijan vakuudettomia velvoitteita. Sijoittajat ovat riippuvaisia liikkeeseenlaskijan kyvystä suorittaa kaikki arvopapereiden perusteella erääntyneet maksut, joten sijoittajiin kohdistuu liikkeeseenlaskijan luottoriski, ja arvopapereihin vaikuttavat liikkeeseenlaskijan luottokelpoisuudesta vallitsevaan näkemykseen kohdistuvat muutokset. Arvopaperit eivät ole pankkitalletuksia, eikä arvopapereita kata mikään vakuutus eivätkä ne ole minkään korvaus- tai talletussuojajärjestelmän piirissä. Sijoittajan omistamien arvopapereiden arvoon ja tuottoon kohdistuu liikkeeseenlaskijan luottoriski, ja niihin vaikuttavat liikkeeseenlaskijan luottokelpoisuudesta vallitsevaan käsitykseen kohdistuvat muutokset.
- GSG ja sen konsolidoidut tytäryhtiöt ("**Goldman Sachs**") on merkittävä maailmanlaajuinen investointipankki- ja arvopaperitoimintaa harjoittava sekä omaisuudenhoitopalveluita tarjoava konserni. Siihen kohdistuu useita merkittäviä riskejä, jotka saattavat vaikuttaa liikkeeseenlaskijan kykyyn suorittaa arvopapereista johtuvista maksuvelvoitteistaan. Tällaisia riskejä ovat esimerkiksi markkina- ja luottoriskit, likviditeettiriskit, liiketoimintoihin ja toimialaan liittyvät riskit, operatiiviset riskit sekä lainsäädäntöön ja sääntelyyn liittyvät riskit ja maineriski.
- GSI on Goldman Sachs –konsernin kokonaan omistama tytäryhtiö ja Goldman Sachs –konsernin keskeinen pankkitoimintaa harjoittava tytäryhtiö. Siihen kohdistuu useita huomattavia sen liiketoimintojen luonteeseen liittyviä riskejä, mukaan lukien riskit, jotka liittyvät yleiseen taloustilanteeseen ja rahoitusmarkkinatilanteeseen, sääntelyyn, Brexitiin, markkinoiden volatilitettiin, likviditeettiin, lainamarkkinoihin, riskikeskittymiin, luottokelpoisuuteen, asiakaskunnan koostumukseen, johdannaistransaktioihin, operatiiviseen infrastruktuuriin, kyberturvallisuuteen, riskienhallintaan, liiketoimintojen laajentamiseen, useilla eri lainkäyttöalueilla toimimiseen, eturistiriitisiin, kilpailuun, kohde-etuksien muutoksiin, henkilöistöön, negatiiviseen julkisuuteen, oikeudelliseen vastuuseen, katastrofitalanteisiin ja ilmastonmuutokseen.
- GSI-yhtiöön sovelletaan pankkien elvytys- ja kriisinratkaisudirektiiviä, jonka nojalla kriisinratkaisuviranomainen voi toteuttaa erilaisia toimia, jos se katsoo luottolaitoksen tai sijoituspalveluyrityksen olevan lähellä kaatumista ja kriisinratkaisutoimien olevan välttämättömiä yleisen edun vuoksi. Kriisinratkaisuviranomaisen toimivaltuuksiin kuuluvat: 1) velkojen arvon alaskirjaaminen jopa nolnaan asti tai tässä tiivistelmässä tarkoitettujen arvopapereiden muuntaminen muiksi arvopapereiksi, mukaan lukien kriisinratkaisun kohteena olevan laitoksen (tai tytäryhtiön) kantaosakkeet – niin sanottu "bail-in"-väline; 2) kriisinratkaisun kohteena olevan laitoksen koko liiketoiminnan tai sen osan siirtäminen omaisuudenhoitoyhtiölle; 3) ongelmavarojen siirtäminen varainhoitoyhtiölle; ja 4) kriisinratkaisun kohteena olevan laitoksen myyminen kaupalliselle ostajalle. Lisäksi kriisinratkaisuviranomaisella on valtuudet muuttaa sopimusjärjestelyjä ja keskeyttää mahdollinen muutoin käynnistytävä täytäntöönpano tai purkamisoikeuksien käyttö. Kriisinratkaisujärjestelyt on tarkoitus käynnistää ennen maksukyvyttömyysmenettelyä, eivätkä arvopapereiden haltijat välttämättä pysty ennakoimaan, milloin kriisinratkaisuviranomainen aikoo käyttää kriisinratkaisuvaltuuksiaan. Lisäksi arvopapereiden haltijoiden oikeudet hakea muutosta kriisinratkaisuviranomaisen toimivaltuuksiensa nojalla toteuttamiin toimiin olisivat hyvin rajoitetut silloinkin, kun toteutettu toimi olisi arvopapereiden arvon alaskirjaaminen tai arvopapereiden muuntaminen osakkeiksi.

### KESKEISET TIEDOT ARVOPAPEREISTA

#### Mitkä ovat arvopapereiden keskeiset ominaisuudet?

#### **Tarjottavien arvopapereiden tyyppi, laji ja tunnistenumero(t):**

Arvopaperit ovat käteisselvitetäviä, osakesidonnaisia arvopapereita, jotka ovat muodoltaan sertifikaatteja.

Arvopapereiden selvittäjänä toimii Euroclear Bank S.A./N.V. ja Clearstream Banking S.A.).

Arvopapereiden liikkeeseenlaskupäivä on 19.2.2024 ("**liikkeeseenlaskupäivä**", Issue Date). Arvopapereiden liikkeeseenlaskuhinta on 100 prosenttia (100 %) kokonaisnimellisarvosta ("**liikkeeseenlaskuhinta**", Issue Price).

ISIN: XS2691855626; Common Code: 269185562; Valoren: 130764674.

**Liikkeeseenlaskettavien arvopapereiden valuutta, nimellisarvo, lukumäärä ja voimassaoloaika:** Arvopapereiden valuutta on euro ("**EUR**" tai "**selvitysvaluutta**", Settlement Currency). Laskentamäärä on EUR 1 000. Arvopapereiden kokonaisnimellisarvo on enintään määritetty kokonaisnimellisarvo.

**Erääntymispäivä:** 26.2.2030. Erääntymispäivä on päivä, jolloin arvopaperit aikataulun mukaan erääntyvät, mikäli arvopapereiden ehdoista ei muuta johdu eikä arvopapereita ole muutoin toteutettu ennaikaisesti.

**Arvopapereihin liittyvät oikeudet:**

Arvopaperit antavat kullekin sijoittajalle oikeuden saada mahdollinen tuotto sekä tietyt lisäoikeudet, kuten oikeuden saada ilmoitus tietyistä päätöksistä ja tapahtumista. Arvopapereiden perusteella mahdollisesti maksettava tuotto koostuu mahdollisesta Autocall-tapahtuman määrästä (Autocall Event Amount) (jos sovellettavissa) tai selvitysmäärästä (Settlement Amount) (jos sovellettavissa) ja maksettavat määrät ovat riippuvaisia seuraavien kohde-etuuksien (Underlying Assets) kehityksestä:

| Kohde-etuudet (Underlying Assets) tai osakkeet (Shares) | Bloomberg/ Reuters/ISIN                   | Pörssi              |
|---|---|---------------------|
| DNB ASA:n kantaosakkeet                                 | DNB NO <Equity> / DNB.OL / NO0010161896   | Oslo Stock Exchange |
| Nordea Bank Abp:n kantaosakkeet                         | NDA FH <Equity> / NDAFI.HE / FI4000297767 | Nasdaq Helsinki     |
| Skandinaviska Enskilda Banken AB A-osakkeet             | SEBA SS <Equity> / SEBa.ST / SE0000148884 | Nasdaq Stockholm    |
| Svenska Handelsbanken AB A-osakkeet                     | SHBA SS Equity / SHBa.ST / SE0007100599   | Nasdaq Stockholm    |
| Swedbank AB A-osakkeet                                  | SWEDA SS Equity / SWEDa.ST / SE0000242455 | Nasdaq Stockholm    |

**Autocall-tapahtuman määrä** (Autocall Event Amount): mikäli korin kehitys (Basket Performance) Autocall-tarkastelupäivänä (Autocall Observation Date) on suurempi tai yhtä suuri kuin Autocall-taso (Autocall Level) arvopaperit toteutetaan sinä Autocall-tarkastelupäivänä ja Autocall-tarkastelupäivän soveltuva Autocall-tapahtuman määrä maksetaan jokaisesta arvopaperista seuraavana Autocall-maksupäivänä (Autocall Payment Date).

**Selvitysmäärä** (Settlement Amount): jos arvopapereita ei ole toteutettu ennaikaisesti aiemmin tai ostettu ja peruttu, kunkin arvopaperin erääntymispäivänä maksettava EUR selvitysmäärä (Settlement Amount) on:

- (i) jos korin kehitys (lopullinen) (Basket Performance (Final)) on suurempi tai yhtä suuri kuin trigger-taso (Trigger Level), määrä, joka lasketaan seuraavan kaavan mukaan:

$$CA \times \text{Trigger Percentage}; \text{ tai}$$

- (ii) jos korin kehitys (lopullinen) on pienempi kuin trigger-taso, ja:

- (a) korin kehitys (lopullinen) on suurempi tai yhtä suuri kuin rajataso (Barrier Level), arvopaperikohtainen selvitysmäärä, joka lasketaan seuraavan kaavan mukaan:

$$CA \times \text{Redemption Percentage}; \text{ tai}$$

- (b) korin kehitys (lopullinen) on pienempi kuin rajataso (Barrier Level), arvopaperikohtainen selvitysmäärä, joka lasketaan seuraavan kaavan mukaan;

$$CA \times \text{Basket Performance (Final)}$$

**Epätavanomaisen ennaikaisen takaisinmaksun määrä** (Non-scheduled Early Repayment Amount): Arvopaperit voidaan lunastaa ennen säännöllistä erääntymispäivää (i) liikkeeseenlaskijan päätöksestä (a) liikkeeseenlaskijan todettua, että sovellettavan lainsäädännön muutoksen vuoksi liikkeeseenlaskijan tai sen tytäryhtiöiden toiminnasta arvopapereiden osalta taikka arvopapereihin liittyvistä suojausjärjestelyistä on tullut (tai lähitulevaisuudessa hyvin todennäköisesti tulee) lainvastaisia tai mahdottomia toteuttaa (kokonaan tai osittain), (b) soveltuviissa tapauksissa laskenta-asiamiehen (Calculation Agent) todettua, että on esiintynyt tietyt arvopapereiden ehdoissa määritetyt ylimääräisiä häiriö- tai muutostapahtumia tai (ii) arvopapereiden haltijan vaadittua kyseisten arvopapereiden välitöntä takaisinmaksua jatkuvan maksulaiminlyönnin vuoksi.

Tässä tapauksessa kyseisen epätavanomaisen ennaikaisen lunastuksen yhteydessä maksettava epätavanomaisen ennaikaisen takaisinmaksun määrä (Non-scheduled Early Repayment Amount) on kunkin arvopaperin kohtuullinen markkina-arvo, jossa on otettu huomioon kaikki asiaankuuluvat tekijät ja josta on vähennetty kaikki ennaikaisesta lunastuksesta liikkeeseenlaskijalle tai sen tytäryhtiölle aiheutuvat kulut, mukaan lukien kohde-etuuden ja/tai siihen liittyvän suojausjärjestelyn purkamisesta johtuvat kulut. **Epätavanomaisen ennaikaisen takaisinmaksun määrä saattaa olla pienempi kuin alkuperäisen sijoituksen määrä, joten sijoittaja saattaa epätavanomaisen ennaikaisen lunastuksen yhteydessä menettää koko sijoittamansa pääoman tai osan siitä.**

Termien määritelmät:

- **Autocall Event Amount** (Autocall-tapahtuman määrä): kunkin Autocall-tarkastelupäivän osalta määrä, joka vastaa seuraavien *summaa*: (i) Autocall-tapahtuman perusmäärä *lisättyinä* (ii) seuraavien *tulolla*: (a) kyseisen Autocall tarkastelupäivän Autocall-arvon kerroin *kerrottuna* (b) Autocall-arvon kerrottavalla määrällä.
- **Autocall Event Base Amount** (Autocall-tapahtuman perusmäärä): EUR 1 000.
- **Autocall Level (Autocall-taso)**: 1,00.
- **Autocall Observation Dates** (Autocall-tarkastelupäivät): Autocall-tarkastelupäivät esiintyvät jokaisen kalenterivuoden helmikuun ja elokuun kahdentenatoista (12.) päivänä tai niillä main, alkaen elokuussa 2025 ja päättyen elokuussa 2029, mikäli ehtojen määräyksistä ei muuta johdu.
- **Autocall Payment Dates** (Autocall-maksupäivät): kunkin Autocall-tarkastelupäivän osalta, 10. pankkipäivä kyseisen Autocall-tarkastelupäivän jälkeen, mikäli ehtojen määräyksistä ei muuta johdu.
- **Autocall Value Multiplicand** (Autocall-arvon kerrottava määrä): laskenta-asiamiehen 12.2.2024 tai sen tienoilla määrittämä määrä, joka perustuu markkinaolosuhteisiin ja jonka liikkeeseenlaskija ilmoittaa liikkeeseenlaskupäivänä tai sen tienoilla. Näiden lopullisten ehtojen päivämääränä Autocall-arvon kerrottava määrä on alustavasti EUR 60 mutta se voi olla matalampi tai korkeampi olematta kuitenkaan pienempi kuin EUR 53.
- **Autocall Value Multiplier** (Autocall-arvon kerroin): sarja kasvavia kokonaislukuja kunakin Autocall-tarkastelupäivänä, alkaen ensimmäisenä Autocall-tarkastelupäivänä luvusta 3 ja päättyen lopullisena Autocall-tarkastelupäivänä lukuun 11.
- **Basket Performance** (korin kehitys): korin kunkin kohde-etuuden (Underlying Asset) painotetun kehityksen (Weighted Performance) *summa* kyseisenä päivänä.
- **Basket Performance (Final)** (korin kehitys (lopullinen)): korin kehitys 12.2.2030, mikäli ehtojen määräyksistä ei muuta johdu.
- **Barrier Level** (rajataso): 0,75.
- **CA**: Calculation Amount (laskentamäärä). EUR 1 000.
- **Initial Closing Price** (alustava päätöshinta): kunkin kohde-etuuden osalta, kohde-etuuden viitehinta (Reference Price) 12.2.2024, mikäli ehtojen määräyksistä ei muuta johdu.
- **Redemption Percentage** (lunastuksen prosenttiosuus): laskenta-asiamiehen 12.2.2024 tai sen tienoilla määrittämä prosenttiosuus, joka perustuu markkinaolosuhteisiin ja jonka liikkeeseenlaskija ilmoittaa liikkeeseenlaskupäivänä tai sen tienoilla. Näiden lopullisten ehtojen päivämääränä lunastuksen prosenttiosuus on alustavasti 136 prosenttia (136 %) mutta se voi olla matalampi tai korkeampi olematta kuitenkaan pienempi kuin 131,80 prosenttia (131,80 %).
- **Reference Price** (viitehinta): kunkin kohde-etuuden osalta kyseisen kohde-etuuden osakkeen päätöshinta pörssissä kyseisenä päivänä.
- **Reference Price (t)** (viitehinta (t)): kohde-etuuden ja kyseisen päivän osalta, kyseisen päivän viitehinta.
- **Trigger Level** (trigger-taso): 1,00.
- **Trigger Percentage** (trigger-prosenttiosuus): laskenta-asiamiehen 12.2.2024 tai sen tienoilla määrittämä prosenttiosuus, joka perustuu markkinaolosuhteisiin ja jonka liikkeeseenlaskija ilmoittaa liikkeeseenlaskupäivänä tai sen tienoilla. Näiden lopullisten ehtojen päivämääränä trigger-prosenttiosuus on alustavasti 172 prosenttia (172 %) mutta se voi olla matalampi tai korkeampi olematta kuitenkaan pienempi kuin 163,60 prosenttia (163,60 %).
- **Weighted Performance** (painotettu kehitys): kyseisenä päivänä korin kunkin kohde-etuuden osalta määrä, joka lasketaan seuraavan kaavan mukaan:
$$\text{Weighting} \times \frac{\text{Reference Price}(t)}{\text{Initial Closing Price}}$$
- **Weighting** (painotus): kunkin kohde-etuuden osalta 0,20.

**Sovellettava lainsäädäntö:** Arvopapereihin sovelletaan Englannin lainsäädäntöä.

**Arvopapereiden etuoikeusasema:** Arvopaperit ovat liikkeeseenlaskijan etuoikeudellisia ja vakuudettomia velvoitteita, jotka ovat maksunsaantijärjestyksessä samassa asemassa kaikkiin muihin liikkeeseenlaskijan kulloinkin eräänntyneisiin etuoikeudellisiin ja vakuudettomiin velvoitteisiin nähden.

Pankkien elvytys- ja kriisinratkaisudirektiivin nojalla kriisinratkaisuviranomaisen mahdollisesti toteutetut liikkeeseenlaskijaan kohdistuvat toimet saattavat vaikuttaa olennaisesti arvopapereiden arvoon tai arvopapereista johtuviin takaisinmaksuihin ja/tai aiheuttaa riskin arvopapereiden muuttamisesta osakkeiksi.

**Arvopapereiden vapaan siirtokelpoisuuden rajoitukset:** Tässä ohjelmaesitteessä tarkoitettuja arvopapereita ei ole rekisteröity eikä niitä tulla rekisteröimään Yhdysvaltain vuoden 1933 arvopaperilain nojalla ("**arvopaperilaki**"), eikä niitä saa tarjota tai myydä Yhdysvalloissa tai yhdysvaltalaisille henkilöille taikka yhdysvaltalaisen henkilöiden puolesta tai eduksi muutoin kuin tietyissä transaktioissa, jotka on vapautettu arvopaperilain ja sovellettavien liittovaltion arvopaperilakien rekisteröintivaatimuksista. Arvopapereiden tarjoaminen, myyminen tai toimittaminen tai niihin liittyvän

tarjousmateriaalin levittäminen tietyllä lainkäyttöalueella tai sieltä käsin on tehtävä kaikkien sovellettavien lakien ja säädösten mukaisesti. Jos edellä mainitusta ei muuta johdu, arvopaperit ovat vapaasti vaihdettavissa.

### **Missä arvopapereilla tullaan käymään kauppaa?**

Liikkeeseenlaskija (tai sen puolesta toimiva taho) aikoo hakea arvopapereiden listaamista viralliselle listalle ja ottamista kaupankäynnin kohteeksi Luxembourgin pörssin säännellyllä markkinalla alkaen aikaisintaan liikkeeseenlaskupäivästä.

### **Mitkä ovat arvopapereihin liittyvät keskeiset riskit?**

**Arvopapereihin liittyvät riskit:** Arvopapereihin kohdistuvat seuraavat keskeiset riskit.

- Sijoittajan hankkimien arvopapereiden arvoon ja kulloinkin noteerattuun hintaan (jos sellaista on) vaikuttavat useat tekijät, eikä arvoa tai hintaa voida ennustaa. Kohde-etuuksien kehityksestä riippuen sijoittaja saattaa menettää osan sijoituksestaan tai koko sijoituksensa.
- Ennen eräänymistä arvopapereiden markkinahinta saattaa olla huomattavasti matalampi kuin sijoittajan maksama ostohinta. Näin ollen sijoittaja voi saada huomattavasti vähemmän kuin sijoittamansa määrän myydessään arvopaperit ennen määrättyä lunastuspäivää.
- Arvopaperit saatetaan arvopapereiden ehdoissa mainituissa tietyissä poikkeuksellisissa tapauksissa lunastaa ennenaikaisesti, jolloin ennenaikainen lunastusmäärä saattaa olla pienempi kuin sijoittajan arvopapereista maksama määrä tai jopa nolla.

**Arvopapereiden tiettyihin ominaisuuksiin liittyvät riskit:**

- Arvopapereiden ehdoissa määrätään, että arvopapereihin sovelletaan ylärajaa. Näin ollen, sijoittajan mahdollisuus osallistua kohde-etuuksien arvon muutokseen arvopapereiden voimassaoloaikana on rajoitettu riippumatta siitä, missä määrin kohde-etuuksien taso, hinta, kurssi tai muu sovellettava arvo mahdollisesti ylittää ylärajan arvopapereiden voimassaoloaikana. Vastaavasti sijoittajan arvopapereista saama tuotto saattaa olla huomattavasti pienempi kuin se olisi suorassa kohde-etuuksiin tehdyssä sijoituksessa.

**Kohde-etuuksiin liittyvät riskit:**

- *Sijoittajan hankkimien arvopapereiden arvo ja niille maksettava tuotto riippuvat kohde-etuuksien kehityksestä.*  
Arvopapereille maksettava voi riippua yhden tai useamman kohde-etuuden kehityksestä. Kohde-etuuden taso, hinta, kurssi, nettovarallisuusarvo tai muu sovellettava arvo saattaa muuttua ennakoimattomasti ajan kuluessa. Tämän muutoksen määrää kutsutaan "volatiliteetiksi". Kohde-etuuden volatiliteettiin saattavat vaikuttaa kansalliset ja kansainväliset rahoitusmarkkinoihin liittyvät, poliittiset, sotilaalliset tai taloudelliset tapahtumat, mukaan lukien hallitusten toimet, tai niihin saattavat vaikuttaa kyseisten markkinaosapuolten toimet. Kaikki nämä tapahtumat tai toimet saattavat vaikuttaa haitallisesti arvopapereiden arvoon ja niille maksettavaan tuottoon. Volatiliteetti ei kerro kohde-etuuden tason, hinnan, kurssin, nettovarallisuusarvon tai muun sovellettavan arvon muutoksen suunnasta, vaikkakin volatiilimman kohde-etuuden arvo todennäköisesti nousee tai laskee useammin ja/tai enemmän kuin vähemmän volatiilin kohde-etuuden arvo.
- *Kohde-etuuden aiempi tuotto ei ole tae tulevasta tuotosta.*  
Sijoittajan ei pidä tulkita mitään tietoja kohde-etuuden aiemmasta tuotosta osoitukseksi kohde-etuuden tulevaisuudessa esiintyvistä arvojen vaihteluväleistä, trendeistä tai muutoksista. Kohde-etuus saattaa kehittyä eri tavoin (tai samalla tavoin) kuin aiemmin, millä voi olla olennainen haitallinen vaikutus sijoittajan hankkimien arvopapereiden arvoon ja sijoittajan niiden perusteella saamaan tuottoon.
- Osakkeiden kehitys riippuu makrotaloudellisista tekijöistä, kuten esimerkiksi pääomamarkkinoiden korko- ja hintatasot, valuuttakurssien muutokset ja poliittiset tekijät sekä yrityskohtaiset tekijät kuten tulosasema, markkina-asema, riskitilanne, omistusrakenne ja osinkopolitiikka sekä liikkeeseenlaskijoiden liiketoimintariskit. Yksittäiset tekijät tai yhdistelmä tekijöitä saattaa vaikuttaa haitallisesti kohde-etuuksien kehitykseen, mikä puolestaan vaikuttaa haitallisesti arvopapereiden arvoon ja tuottoon.

### **KESKEISET TIEDOT ARVOPAPEREIDEN YLEISÖLLE TARJOAMISESTA JA/TAI KAUPANKÄYNNIN KOHTEEKSI SÄÄNNELLYLLÄ MARKKINALLA OTTAMISESTA**

### **Mitkä ovat arvopapereihin sijoittamisen edellytykset ja aikataulu?**

**Tarjouksen ehdot:**

Arvopapereita tarjotaan merkittäväksi muutoin kuin esiteasetuksen (Prospectus Regulation) artiklan 1(4) alla Suomen tasavallassa ("**julkisen tarjouksen oikeudenkäyttöalue**", Public Offer Jurisdiction) valtuutetun tarjoajan toimesta alkaen 2.1.2024 (kyseinen päivä mukaan lukien) ja päättyen 2.2.2024 (kyseinen päivä mukaan lukien) ("**tarjousaika**", Offer Period). Tarjousaika voidaan keskeyttää milloin tahansa.

Tarjoushinta (Offer Price) on 100 prosenttia (100 %) kokonaisnimellismäärästä. Valtuutettu tarjoaja tarjoaa ja myy arvopapereita asiakkailleen valtuutetun tarjoajan ja asiakkaiden välillä sovittujen järjestelyjen mukaisesti kulloinkin soveltuvaan liikkeeseenlaskuhintaan ja vallitsevia markkinaolosuhteita soveltaen.

Arvopapereiden tarjous on riippuvainen sovellettavien viranomaishyväksymisten saamisesta sekä arvopapereiden liikkeeseenlaskun toteutumisesta. Tarjousaikaa voidaan muuttaa liikkeeseenlaskijan toimesta tai puolesta sovellettavien sääntöjen puitteissa. Muutokset tarjousaikaan julkaistaan tiedoksiannolla liikkeeseenlaskijan verkkosivuilla ([www.gspip.info](http://www.gspip.info)). Arvopapereiden tarjous voidaan liikkeeseenlaskijan harkinnan mukaan peruuttaa kokonaan tai osittain milloin tahansa ennen liikkeeseenlaskupäivää. Merkityt arvopaperit toimitetaan sijoittajille tarjousajan päätyttyä liikkeeseenlaskupäivänä. Tarjouksen lopputulos toimitetaan Luxembourgin rahoitusalan valvontaviranomaiselle *Commission de Surveillance du Secteur Financier* (CSSF) tiedoksi ja julkaistaan liikkeeseenlaskupäivänä tai sen tiennoilla Luxembourgin pörssin ([www.luxse.com](http://www.luxse.com)) ja liikkeeseenlaskijan ([www.gspip.info](http://www.gspip.info)) kotisivuilla.

Liikkeeseenlaskija (tai sen valtuuttama taho) hakee sertifiikaattien listausta säännellylle markkinalle Luxembourgin pörssin (Luxembourg Stock Exchange) viralliselle listalle aikaisintaan liikkeeseenlaskupäivästä alkaen. .

**Arvio kustannuksista, jotka liikkeeseenlaskija tai tarjoaja veloittaa sijoittajalta:** Liikkeeseenlaskuhinta sisältää myyntiprovision, joka on enintään 5,00 prosenttia (5,00 %) liikkeeseenlaskijan maksamasta kokonaisnimellisarvosta.

#### **Kuka on tarjoaja ja/tai kaupankäynnin kohteeksi ottamista hakeva henkilö?**

Ks. kohta "Valtuutettu tarjoaja" yllä. Liikkeeseenlaskija hakee arvopapereiden ottamista kaupankäynnin kohteeksi säännellyllä markkinalla.

#### **Miksi tämä esite on laadittu?**

**Syyt tarjouksen tekemiseen, tuottojen arvioitu nettomäärä ja niiden käyttötarkoitus:** Liikkeeseenlaskija käyttää tarjouksen nettomääräiset tuotot saadakseen lisävaroja toimintoihinsa ja muihin yleisen yritystoiminnan tarkoituksiin (esim. voiton hankkimiseen ja/tai tietyiltä riskeiltä suojautumiseen).

**Liikkeeseenlaskulle annettu merkintätakausta:** Arvopapereita tarjotaan ilman liikkeeseenlaskulle annettua merkintätakausta.

#### **Liikkeeseenlaskuun/tarjoukseen liittyvät olennaiset eturistiriidat:**

Palkkiot maksetaan valtuutetulle tarjoajalle.

Liikkeeseenlaskijalla on useita eturistiriitoja suhteessa arvopapereiden haltijoihin, mukaan lukien seuraavat: (a) tietyissä liikkeeseenlaskijan tekemissä laskelmissa ja päätöksissä saattaa ilmetä sijoittajien ja liikkeeseenlaskijan välinen eturistiriita, (b) liikkeeseenlaskija (tai sen tytäryhtiö) saattaa osana normaalia liiketoimintaansa toteuttaa transaktioita omaan lukuunsa, saattaa toimia markkinoiden määrittelykomitean jäsenenä ja ryhtyä osapuoleksi suojaustransaktioihin, jotka liittyvät arvopapereihin tai niihin sidoksissa oleviin johdannaisiin ja jotka saattavat vaikuttaa arvopapereiden markkinahintaan, likviditeettiin tai arvoon, ja (c) liikkeeseenlaskijalla (tai sen tytäryhtiöllä) saattaa olla kohde-etuudesta/kohde-etuuksista tai sen mahdollisista viiteperusteena olevista johdannaisinstrumenteista luottamuksellisia tietoja, joiden julkistamiseen sillä ei ole velvollisuutta (ja joiden julkistaminen saattaa olla lain mukaan kielletty).