

Supplement

pursuant to Article 23 (1) of the Regulation (EU) 2017/1129 (as amended from time to time)
(the "**Prospectus Regulation**")

dated 4 June 2024

with respect to the

Base Prospectuses

of

Goldman Sachs Bank Europe SE
Frankfurt am Main, Germany

(the "**Issuer**")

This supplement contains individual supplements to the following base prospectuses:

- 1) Base Prospectus for Securities (issued in the form of Certificates or Notes, Series B-1a (Coupon)) of Goldman Sachs Bank Europe SE dated 16 November 2023*
- 2) Base Prospectus for Securities (issued in the form of Certificates, Notes or Warrants, Series B-1a) of Goldman Sachs Bank Europe SE dated 10 April 2024
(each a "**Prospectus**" and together the "**Prospectuses**").*

The significant new factor resulting in this supplement (the "**Supplement**") to the prospectuses listed in the table below (page 7, the "**Table**") is the publication of the audited annual report of Goldman Sachs Bank Europe SE for the period ended 31 December 2023 on 31 May 2024. The audited annual report of Goldman Sachs Bank Europe SE for the period ended 31 December 2023 is incorporated by reference into the prospectuses listed in the table below.

Due to this Supplement the information contained in the Prospectuses shall be supplemented as follows:

1. In the Prospectuses in the Table below (page 7) the information in section "**VI. Important information about the Issuer**" on the page(s) mentioned under **Point 1** in the Table below shall be replaced as follows:

"With respect to the required information about Goldman Sachs Bank Europe SE as Issuer of the Securities, reference is made pursuant to Article 19 paragraph 1 of the Prospectus Regulation to the Registration Document of Goldman Sachs Bank Europe SE dated 20 July 2023 (the "**GSBE Registration Document**") which has been approved by BaFin, the second supplement dated 4 June 2024 to the GSBE Registration Document (the "**Second Supplement to the GSBE Registration Document**"), as well as to the audited annual report of GSBE for the year ended 31 December 2023 (the "**GSBE Annual Report 2023**") and the audited annual report of GSBE for the year ended 31 December 2022 (the "**GSBE Annual Report 2022**"), from which information is incorporated by reference into this Base Prospectus (detailed information regarding the pages in the GSBE Registration Document, the Second Supplement to the GSBE Registration Document, the GSBE Annual Report 2023 and the GSBE Annual Report 2022 to which reference is made with respect to the required information about the Issuer, can be found in section "X.6. Information incorporated by reference")."

2. In the Prospectus No. 1 in the Table below (page 7) in subsection "**6. Information incorporated by reference**" of section "**X. General Information**" on the pages mentioned under **Point 2** in the Table below the table shall be replaced as follows:

"

| INFORMATION REQUIRED BY THE DELEGATED REGULATION | DOCUMENT (INCORPORATED PAGE(S) OF THE DOCUMENT)* | INCORPORATION OF INFORMATION IN THIS BASE PROSPECTUS ON THE FOLLOWING PAGES |
|--|--|---|
| GSBE Registration Document | | |
| A. Risk Factors relating to GSBE | pages 3-42 | II.1 Risk Factors in connection with the Issuer / 11 |
| C. Information about Goldman Sachs Bank Europe SE II. General information III. Business overview IV. Organizational structure VIII. Additional information | page 45 page 46 pages 46-47 pages 52-53 | VI. Important information about the Issuer / 145 |

| Second Supplement to the GSBE Registration Document | | |
|--|---|--|
| I. Statutory auditors | page 2 | VI. Important information about the Issuer / 145 |
| V. Trend information | page 2 | |
| VI. Management and legal representation | pages 6-7 | |
| VII.1. Historical financial information for the financial year 2023 (German Commercial Code (Handelsgesetzbuch - HGB)) | page 3 | |
| VII.2. Historical financial information for the financial year 2022 (German Commercial Code (Handelsgesetzbuch - HGB)) | page 3 | |
| VII.3. Auditing of historical financial information | page 3 | |
| VII.4. Legal and arbitration proceedings | page 3 | |
| VII.5. Significant change in GSBE's financial position | page 3 | |
| VII.6. Statements in relation to prospects, financial performance or financial position | page 3 | |
| IX. Documents available | page 4 | |
| GSBE Annual Report 2023 | | |
| Management Report for the Financial Year 2023 | pages 3-31 (except for <i>section Forecast and Opportunities Report</i> on page 11) | VI. Important information about the Issuer / 145 |
| Balance Sheet | page 32 | |
| Income Statement for the Financial Year 2023 | page 33 | |
| Statement of Cash Flows for the Financial Year 2023 | page 34 | |
| Notes to the Financial Statements | pages 35-44 | |
| Independent auditors' report | pages 45-51 | |
| GSBE Annual Report 2022 | | |
| Management Report for the Financial Year 2022 | pages 3-29 (except for <i>section Forecast and Opportunities Report</i> on page 10) | VI. Important information about the Issuer / 145 |
| Balance Sheet | page 30 | |
| Income Statement for the Financial Year 2022 | page 31 | |
| Statement of Cash Flows for the Financial Year 2022 | page 32 | |
| Notes to the Financial Statements | pages 33-42 | |
| Independent auditors' report | pages 43-50 | |

* The page numbers referenced above relate to the order in which the pages appear in the PDF version of such document. "

3. In the Prospectus No. 2 in the Table below (page 7) in subsection "**6. Information incorporated by reference**" of section "**X. General Information**" on the pages mentioned under **Point 3** in the Table below the table shall be replaced as follows:

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| INFORMATION REQUIRED BY THE DELEGATED REGULATION | DOCUMENT (INCORPORATED PAGE(S) OF THE DOCUMENT)* | INCORPORATION OF INFORMATION IN THIS BASE PROSPECTUS ON THE FOLLOWING PAGES |
|---|---|---|
| GSBE Registration Document | | |
| A. Risk Factors relating to GSBE | pages 3-42 | II.1 Risk Factors in connection with the Issuer / 12 |
| C. Information about Goldman Sachs Bank Europe SE II. General information III. Business overview IV. Organizational structure VIII. Additional information | page 45 page 46 pages 46-47 pages 52-53 | VI. Important information about the Issuer / 372 et seqq. |
| Second Supplement to the GSBE Registration Document | | |
| I. Statutory auditors V. Trend information VI. Management and legal representation VII.1. Historical financial information for the financial year 2023 (German Commercial Code (Handelsgesetzbuch - HGB)) VII.2. Historical financial information for the financial year 2022 (German Commercial Code (Handelsgesetzbuch - HGB)) VII.3. Auditing of historical financial information VII.4. Legal and arbitration proceedings VII.5. Significant change in GSBE's financial position VII.6. Statements in relation to prospects, financial performance or financial position IX. Documents available | page 2 page 2 pages 6-7 page 3 page 3 page 3 page 3 page 3 page 3 page 4 | VI. Important information about the Issuer / 372 et seqq. |
| GSBE Annual Report 2023 | | |
| Management Report for the Financial Year 2023 Balance Sheet Income Statement for the Financial Year 2023 Statement of Cash Flows for the Financial Year 2023 Notes to the Financial Statements | pages 3-31 (except for <i>section Forecast and Opportunities Report</i> on page 11) page 32 page 33 page 34 pages 35-44 | VI. Important information about the Issuer / 372 et seqq. |

| | | |
|---|---|---|
| Independent auditors' report | pages 45-51 | |
| GSBE Annual Report 2022 | | |
| Management Report for the Financial Year 2022 | pages 3-29 (except for <i>section Forecast and Opportunities Report</i> on page 10) | VI. Important information about the Issuer / 372 et seqq. |
| Balance Sheet | page 30 | |
| Income Statement for the Financial Year 2022 | page 31 | |
| Statement of Cash Flows for the Financial Year 2022 | page 32 | |
| Notes to the Financial Statements | pages 33-42 | |
| Independent auditors' report | pages 43-50 | |

* The page numbers referenced above relate to the order in which the pages appear in the PDF version of such document. "

4. In the Prospectuses in the Table below (page 7) in subsection "6. **Information incorporated by reference**" of section "X. **General Information**" the information on Goldman Sachs Bank Europe SE in the table contained on the pages mentioned under **Point 4** in the Table below shall be replaced as follows:

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|---|---|
| GSBE Registration Document | https://www.gs.de/en/services/documents/registration |
| GSBE Annual Report 2023 | https://www.goldmansachs.com/investor-relations/financials/subsidiary-financial-info/gsbe/2023/german-gaap-annual-report-en.pdf |
| GSBE Annual Report 2022 | https://www.goldmansachs.com/investor-relations/financials/subsidiary-financial-info/gsbe/2022/gsbe-12-31-22-financial-statements-english.pdf |
| Second Supplement to the GSBE Registration Document | https://www.gs.de/en/services/documents/registration |

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| No. | Description of the Prospectus | Issuer | Supplement No. | Date of the Prospectus | Point 1 | Point 2 | Point 3 | Point 4 |
|------------|---|------------------------------|-----------------------|-------------------------------|-----------------|----------------|----------------|----------------|
| 1 | Base Prospectus for Securities (issued in the form of Certificates or Notes, Series B-1a (Coupon)) | Goldman Sachs Bank Europe SE | 1 | 16 November 2023 | p. 145 | p. 184 et seq. | N/A | p. 186 |
| 2 | Base Prospectus for Securities (issued in the form of Certificates, Notes or Warrants, Series B-1a) | Goldman Sachs Bank Europe SE | 1 | 10 April 2024 | p. 372 et seqq. | N/A | p. 428 et seq. | p. 431 |

The Supplement, the Prospectuses and any further supplements are published on the website www.gs.de/en/services/documents/base-prospectus.

Pursuant to article 23 para. 2 of the Prospectus Regulation, investors who have already agreed to purchase or subscribe for the securities before the supplement was published and where the securities had not yet been delivered to the investors at the time when the significant new factor, material mistake or material inaccuracy arose or was noted shall have the right, exercisable within a time period of three working days after the publication of this Supplement, to withdraw their acceptances. The right to withdraw the acceptance only applies to securities that have been offered under the Base Prospectus of Goldman Sachs Bank Europe SE dated 16 November 2023 and the Base Prospectus of Goldman Sachs Bank Europe SE dated 10 April 2024 and which relate to this Supplement.

If the acceptance to purchase or subscribe for the securities has been made to the Issuer, the addressee of a withdrawal is Goldman Sachs Bank Europe SE, Marienturm, Taunusanlage 9-10, 60329 Frankfurt am Main, Germany. If the acceptance to purchase or subscribe for the securities has been made to someone else than the Issuer (the "Third Party"), the withdrawal must be addressed to this Third Party.