

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

Registration Document for retail and wholesale non-equity securities

of

Goldman Sachs Bank Europe SE

Frankfurt am Main, Germany

This supplement is related to the following registration document:
Registration Document for retail and wholesale non-equity securities of
Goldman Sachs Bank Europe SE dated 20 July 2023 (the "**Registration Document**").

The significant new factor resulting in this supplement (the "**Supplement**") is the publication of the audited annual report of Goldman Sachs Bank Europe SE for the fiscal year ended 31 December 2023 (the "**GSBE Annual Report 2023**") on 31 May 2024.

Furthermore, by way of this Supplement, the information about the executive board and about the supervisory board of Goldman Sachs Bank Europe SE is updated as set out in Section B of this Supplement. This amendment does not constitute a significant new factor, material mistake or material inaccuracy within the meaning of Article 23 (1) of the Prospectus Regulation.

Due to this Supplement, the information contained in the Registration Document (in the form as lastly supplemented) shall be supplemented as follows:

Section A - Changes to the Registration Document in relation to the publication of the GSBE Annual Report 2023

*1. In the Registration Document the subsection "**I. Statutory Auditors**" of section "**C. Information about Goldman Sachs Bank Europe SE**" on page 45 shall be replaced as follows:*

"I. STATUTORY AUDITORS

The statutory auditor for the financial statements of GSBE as of and for the financial years ended 31 December 2023 and 31 December 2022 was Mazars GmbH & Co. KG Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft ("**Mazars GmbH & Co. KG**"), Theodor-Stern-Kai 1, 60596 Frankfurt am Main, Deutschland. Mazars GmbH & Co. KG is a member of the German Chamber of Public Accountants (*Wirtschaftsprüferkammer*), a public body (*Körperschaft des öffentlichen Rechts*), Rauchstraße 26, 10787 Berlin."

*2. In the Registration Document the subsection "**V. Trend information**" of section "**C. Information about Goldman Sachs Bank Europe SE**" on pages 47 et seq. shall be replaced as follows:*

"V. TREND INFORMATION

There has been no material adverse change in the prospects of GSBE since 31 December 2023 (date of its last published audited financial statement).

Since the end of the last financial period for which financial information has been published (31 December 2023), there has been no significant change in the financial performance of GSBE."

*3. In the Registration Document the subsection "**VII. Financial information concerning GSBE's assets and liabilities, financial position and profit and losses**" of section "**C. Information about Goldman Sachs Bank Europe SE**" on pages 51 et seq. shall be replaced as follows:*

"VII. FINANCIAL INFORMATION CONCERNING GSBE'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFIT AND LOSSES

1. Historical financial information for the financial year 2023 (German Commercial Code (*Handelsgesetzbuch - HGB*))

The Annual Financial Statements and the Management Report of GSBE for the financial year ended 31 December 2023 (German Commercial Code (*Handelsgesetzbuch – HGB*)) (the "**GSBE Annual Report 2023**") are incorporated by reference pursuant to Article 19 of the Prospectus Regulation (detailed information about the pages in the financial statements can be found in section "X. Information incorporated by reference").

2. Historical financial information for the financial year 2022 (German Commercial Code (*Handelsgesetzbuch - HGB*))

The Annual Financial Statements and the Management Report of GSBE for the financial year ended 31 December 2022 (German Commercial Code (*Handelsgesetzbuch – HGB*)) (the "**GSBE Annual Report 2022**") are incorporated by reference pursuant to Article 19 of the Prospectus Regulation (detailed information about the pages in the financial statements can be found in section "X. Information incorporated by reference").

3. Auditing of historical financial information

Mazars GmbH & Co. KG audited the financial statements of GSBE as of and for the financial years ended 31 December 2023 and 31 December 2022, and issued in each case an unqualified auditor's report (*Bestätigungsvermerk*).

4. Legal and arbitration proceedings

During the last 12 months, there were no governmental, legal or arbitration proceedings which may have, or have had in the recent past, significant effects on GSBE's financial position or profitability, and none of them were settled during the last 12 months, respectively. Neither are there any such proceedings pending or threatened of which GSBE is aware.

5. Significant change in GSBE's financial position

Since the end of the last financial period for which audited financial statements have been published (31 December 2023) no significant change in GSBE's financial position has occurred.

6. Statements in relation to prospects, financial performance or financial position

In this Registration Document, where GSBE makes statements that "there has been no material adverse change in the prospects", "there has been no significant change in the financial performance" and "no significant change in the financial position" of GSBE, references in these statements to the "prospects", "financial performance" and "financial position" of GSBE are specifically to the respective ability of GSBE to meet its full payment obligations under the Securities in a timely manner. Material information about GSBE's prospects, financial performance and financial position is included in the GSBE Annual Report 2023 and the GSBE Annual Report 2022, which are incorporated by reference pursuant to Article 19 of the Prospectus Regulation into this Registration Document (detailed information about the pages in the financial statements can be found in section "X. Information incorporated by reference")."

4. In the Registration Document the subsection "**IX. Documents available**" of section "**C. Information about Goldman Sachs Bank Europe SE**" on pages 53 et seq. shall be replaced as follows:

"IX. DOCUMENTS AVAILABLE

During the validity of the Registration Document, the following documents may be inspected in electronic form on the following websites:

- the up-to-date Articles of Association of Goldman Sachs Bank Europe SE dated 1 March 2024: <https://www.goldmansachs.com/investor-relations/financials/subsidiary-financial-info/gsbe/2024/aoa-01-03-2024.pdf>;
- GSBE Annual Report 2023: <https://www.goldmansachs.com/investor-relations/financials/subsidiary-financial-info/gsbe/2023/german-gaap-annual-report-en.pdf>; and
- GSBE Annual Report 2022: <https://www.goldmansachs.com/investor-relations/financials/subsidiary-financial-info/gsbe/2022/gsbe-12-31-22-financial-statements-english.pdf>.

Information contained on such websites shall not form part of this Registration Document and has not been scrutinized or approved by the Competent Authority, unless specified differently in section "X. Information incorporated by reference" below."

5. In the Registration Document the paragraph "**1. Documents**" of subsection "**X. Information incorporated by reference**" of section "**C. Information about Goldman Sachs Bank Europe SE**" on page 54 shall be replaced as follows:

"1. Documents

- GSBE Annual Report 2023
- GSBE Annual Report 2022"

6. In the Registration Document the table and the two paragraphs below the table in paragraph "**2. Information**" of subsection "**X. Information Incorporated by Reference**" of section "**C. Information about Goldman Sachs Bank Europe SE**" on pages 54 et seq. shall be replaced as follows:

"

Information incorporated by reference	Page references in the Document*	Section and pages in this Registration Document
GSBE Annual Report 2023		
Management Report for the Financial Year 2023	pages 3-31 (except for section <i>Forecast and Opportunities Report</i> on page 11)	VII.1. / 51
Balance Sheet	page 32	VII.1. / 51
Income Statement for the Financial Year 2023	page 33	VII.1. / 51
Statement of Cash Flows for the Financial Year 2023	page 34	VII.1. / 51
Notes to the Financial Statements	pages 35-44	VII.1. / 51

Independent auditors' report pages 45-51 VII.1. / 51

GSBE Annual Report 2022

Management Report for the Financial Year 2022 pages 3-29 (except for section Forecast and Opportunities Report on page 10) VII.2. / 51

Balance Sheet page 30 VII.2. / 51

Income Statement for the Financial Year 2022 page 31 VII.2. / 51

Statement of Cash Flows for the Financial Year 2022 page 32 VII.2. / 51

Notes to the Financial Statements pages 33-42 VII.2. / 51

Independent auditors' report pages 43-50 VII.2. / 51

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

The GSBE Annual Report 2023 has been published on the website <https://www.goldmansachs.com/investor-relations/financials/index.html> and can be downloaded under the following link <https://www.goldmansachs.com/investor-relations/financials/subsidiary-financial-info/gsbe/2023/german-gaap-annual-report-en.pdf>.

The GSBE Annual Report 2022 has been published on the website <https://www.goldmansachs.com/investor-relations/financials/index.html> and can be downloaded under the following link <https://www.goldmansachs.com/investor-relations/financials/subsidiary-financial-info/gsbe/2022/gsbe-12-31-22-financial-statements-english.pdf>."

Section B: Other amendments to the Registration Document

1. In the Registration Document, the list under the header "**Executive Board**" of section "**VI. Management and Legal Representation**" on page 49 shall be replaced as follows:

"

Name	Occupation	Business Address	Principal Outside Activities
Dr. Wolfgang Fink (Chairman)	Managing Director	Taunusanlage 9-10, 60329 Frankfurt am Main, Germany	- Member of the Board of the Association of German Banks - Member of the Board of Deutsches Aktieninstitut
Peter Hermann	Managing Director	Amaliegade 27, 1256 Copenhagen, Denmark	- No other outside activities
Robert Charnley	Managing Director	85 Avenue Marceau, 75116 Paris, France	- Board Director of OOO Goldman Sachs Bank
Lear Janiv	Managing Director	85 Avenue Marceau, 75116 Paris, France	- Director of OTCDeriv Limited and OTCDerivNet Limited
Thomas Degn-Petersen	Managing Director	Taunusanlage 9-10, 60329 Frankfurt am Main, Germany	- Member of the Board of Goldman Sachs Poland Services Sp. z.o.o - Non-executive director of Goldman Sachs Saudi Arabia - Member of the International Banking Committee of the German Banking Association - Accountant and member of the Chartered Institute of Management Accountants
Michael Holmes	Managing Director	Taunusanlage 9-10, 60329 Frankfurt am Main, Germany	- Chair of the Board of Directors of OOO Goldman Sachs Bank - Non-executive Director of Goldman Sachs International Service Entities Holdings Limited - Non-executive Director of Goldman Sachs Realty Management Europe GmbH

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2. In the Registration Document, the list under the header "**Supervisory Board**" of section "**VI. Management and Legal Representation**" on page 50 shall be replaced as follows:

"

Name	Occupation	Business Address	Principal Outside Activities
John F. W. Rogers (Chairman)	Managing Director	200 West Street New York, NY 10282	- Chairman of the Goldman Sachs Foundation - Member of the Board of Directors of The Goldman Charitable Gift Fund - Member of the Executive Board of Directors of the Securities Industry and Financial Markets Association - Chairman of the Board of Directors of The Atlantic Council - Chairman of the Board of Directors of The White House Historical Association
Richard J. Gnodde (Deputy Chairman)	Managing Director	Plumtree Court 25 Shoe Lane London EC4A 4AU	- CEO & Board Director of Goldman Sachs International and Goldman Sachs International Bank

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Lisa Donnelly	Managing Director	Plumtree Court 25 Shoe Lane London EC4A 4AU	- Board Director of Goldman Sachs International - Board Director of Goldman Sachs International Bank
Efthalia Chrysosikou	Managing Director	Plumtree Court 25 Shoe Lane London EC4A 4AU	- Chair of the Board of Directors of the Association for Financial Markets in Europe on behalf of Goldman Sachs
Monique Rollins	Managing Director	200 West Street New York, NY 10282	- Board Manager of MCP Holding Company, LLC and MCP UK Holding Company LLC - Board Director of MCLP Asset Company, Inc. and Goldman Sachs (Cayman) Holding Company
Manuela Better	Managing Director	Taunusanlage 9-10, 60329 Frankfurt am Main, Germany	- Managing Director of Dr. Ingrid Better Vermögensverwaltungs GmbH & Co.KG, Better GmbH and BetterScholzBau GmbH & Co.KG, Better Scholz GmbH
Simon Morris	Investment Fund Manager	Plumtree Court 25 Shoe Lane London EC4A 4AU	- Sole Director and Beneficiary of Boltons Place Capital Management Limited and SPM Capital Management Limited
Dr. Wolfgang Feuring	Lawyer	Taunusanlage 9-10, 60329 Frankfurt am Main, Germany	- No other outside activities
Ulrich Pukropski	Retired (Partner in Financial Services)	Taunusanlage 9-10, 60329 Frankfurt am Main, Germany	- Independent member of the Risk Monitoring Committee for Deposit Insurance Scheme for „Landesbanken“ in Germany - Member of the Supervisory Board of the Deutsche Apotheker- und Ärztebank eG

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The Supplement, the Registration Document and any further supplements are published on the website <https://www.gs.de/de/info/dokumente/registrierungsformulare>.

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. 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.