



## PROSPECTUS SUPPLEMENT NO. 2

TO THE BASE PROSPECTUS DATED 8 MARCH 2024

THE GOLDMAN SACHS GROUP, INC.

(A corporation organised under the laws of the State of Delaware)

as Issuer

### SERIES S PROGRAMME FOR THE ISSUANCE OF WARRANTS, NOTES AND CERTIFICATES

#### This Prospectus Supplement

This prospectus supplement (the "**Prospectus Supplement**") to the base prospectus dated 8 March 2024 prepared by The Goldman Sachs Group, Inc. ("**GSG**") as issuer (the "**Original Base Prospectus**") under its Series S programme for the issuance of warrants, notes and certificates with respect to the Securities (the "**Programme**"), constitutes a supplement to the Base Prospectus for the purposes of Article 23(1) of Regulation (EU) 2017/1129 (as amended, the "**EU Prospectus Regulation**") and should be read in conjunction with Prospectus Supplement dated 20 March 2024 to the Final Terms dated 19 February 2024 (in respect of certain Securities only) issued under the Original Base Prospectus and Prospectus Supplement No. 1 to the Original Base Prospectus dated 30 April 2024 (the Original Base Prospectus as so supplemented, the "**Base Prospectus**"). On 8 March 2024, the Original Base Prospectus was approved by the *Commission de Surveillance du Secteur Financier* (the "**CSSF**") for the purposes of Article 6 of the Luxembourg Law dated 16 July 2019 on prospectuses for securities and by the Luxembourg Stock Exchange pursuant to the rules and regulations of the Luxembourg Stock Exchange for the Luxembourg Stock Exchange's Euro MTF market.

Terms defined in the Base Prospectus have the same meaning when used in this Prospectus Supplement unless otherwise defined herein. This Prospectus Supplement shall form part of and be read in conjunction with the Base Prospectus.

#### Right of withdrawal

**In accordance with Article 23(2) of the EU Prospectus Regulation, investors in the European Economic Area who have already agreed to purchase or subscribe for Securities issued under the Base Prospectus before this Prospectus Supplement is published and where the Securities have not yet been delivered to them at the time when the significant new factor, material mistake or material inaccuracy to which this Prospectus Supplement relates, arose or was noted have the right, exercisable until 31 May 2024, which is two working days after the publication of this Prospectus Supplement, to withdraw their acceptances. Investors may contact the relevant Authorised Offeror(s) (as set out in the Final Terms of the relevant Securities) should they wish to exercise such right of withdrawal.**

#### Responsibility

GSG accepts responsibility for the information given in this Prospectus Supplement and confirms that, having taken all reasonable care to ensure that such is the case, the information contained in this Prospectus Supplement is, to the best of its knowledge, in accordance with the facts and does not omit anything likely to affect its import.

#### Purpose of this Prospectus Supplement

The purpose of this Prospectus Supplement is to (a) incorporate by reference GSG's 2024 Proxy Statement (as defined below) and GSG's 2024 First Quarter Form 10-Q (as defined below), and (b) make certain changes to the information in the "*Risk Factors*", "*Documents Incorporated by Reference*", "*Index Linked Conditions*", "*Swap Rate Linked Conditions*", "*Form of Final Terms (Instruments)*", "*Form of Final Terms (Notes)*" and "*General Information*" sections of the Base Prospectus.

This Prospectus Supplement and the document(s) incorporated by reference into this Prospectus Supplement will be available on the website of the Luxembourg Stock Exchange at [www.luxse.com](http://www.luxse.com).

## Information being supplemented

### *Incorporation by reference*

This Prospectus Supplement supplements the Base Prospectus by incorporating by reference:

- (a) the Proxy Statement relating to GSG's 2024 Annual Meeting of Shareholders on 24 April 2024 ("**GSG's 2024 Proxy Statement**"), as filed with the U.S. Securities and Exchange Commission ("**SEC**") on 15 March 2024; and
- (b) the Quarterly Report on Form 10-Q for the first fiscal quarter ended 31 March 2024 of GSG ("**GSG's 2024 First Quarter Form 10-Q**"), as filed with the SEC on 3 May 2024.

A copy of GSG's 2024 Proxy Statement and GSG's 2024 First Quarter Form 10-Q has been filed with the CSSF in its capacity as competent authority under the Luxembourg Law dated 16 July 2019 on prospectuses for securities.

GSG's 2024 Proxy Statement and GSG's 2024 First Quarter Form 10-Q is incorporated by reference into, and forms part of, this Prospectus Supplement, and the information contained in this Prospectus Supplement, GSG's 2024 Proxy Statement and GSG's 2024 First Quarter Form 10-Q shall be deemed to update and, where applicable, supersede any information contained in the Base Prospectus, or any documents incorporated by reference therein.

### **Amendments and updates to certain information in the Base Prospectus**

The Base Prospectus is amended and supplemented as follows:

#### 1. **Amendments to the section entitled "Risk Factors"**

The information in the section entitled "*Risk Factors*" is amended and supplemented by inserting the following new risk factor immediately after risk factor 5.4(d) (*The occurrence of an index adjustment event or the replacement of the index sponsor by a successor index sponsor may have a negative effect on your Securities*) on page 56 of the Base Prospectus (and all subsequent sub-paragraphs shall be re-named accordingly):

- "(e) ***The occurrence of an index calculation agent cessation event may have a negative effect on your Securities***

If "Index Calculation Agent Cessation Event" is specified as applicable in the relevant Issue Terms and the Index Calculation Agent is not able to calculate and/or announce the Index or is replaced by a successor index calculation agent, we (as Calculation Agent) may replace the Index with another index (or basket of indices) and adjust the terms and conditions of the Securities (without your consent). Any such action may have a negative effect on the value and return on the Securities.

If we believe that (i) it would be unlawful or would contravene any applicable licensing requirements for the Calculation Agent to perform the proposed action above or (ii) the proposed action above would not achieve a commercially reasonable result, we may redeem the Securities early. In such event, we will pay to you the non-scheduled early repayment amount. The non-scheduled early repayment amount may be less than your original investment and you may lose some or all of your money.

If an Index is calculated by a successor index calculation agent, or is replaced by a successor index, the successor index, or index as calculated by the successor index calculation agent, will be deemed to be the Index if approved by us (as Calculation Agent). Any such successor index may perform poorly and may result in holders of Securities receiving less than they otherwise expected."

#### 2. **Amendments to the section entitled "Documents Incorporated by Reference"**

The information in the section entitled "*Documents Incorporated by Reference*" is amended and supplemented by:

- (a) Deleting sub-section 1 entitled "*The Goldman Sachs Group, Inc.*" on pages 138 to 141 of the Base Prospectus in its entirety and replacing it with the following:

**"1. The Goldman Sachs Group, Inc.**

GSG files documents and information with the SEC. The following documents, which have previously been published and filed with the SEC, shall be deemed to be incorporated by reference in, and to form part of, this Base Prospectus:

- (a) The Quarterly Report on Form 10-Q for the first fiscal quarter ended 31 March 2024 of The Goldman Sachs Group, Inc. ("**GSG's 2024 First Quarter Form 10-Q**"), as filed with the SEC on 3 May 2023 (accessible on <https://www.goldmansachs.com/investor-relations/financials/10q/2024/first-quarter-2024-10-q.pdf>);
- (b) The Current Report on Form 8-K dated 15 April 2024 of The Goldman Sachs Group, Inc. ("**GSG's 15 April 2024 Form 8-K**"), including Exhibit 99.1 ("**Exhibit 99.1 to GSG's 15 April 2024 Form 8-K**") as filed with the SEC on 15 April 2024 (accessible on <https://www.goldmansachs.com/investor-relations/financials/8k/2024/8k-04-15-24.pdf>);
- (c) The Proxy Statement relating to GSG's 2024 Annual Meeting of Shareholders on 24 April 2024 ("**GSG's 2024 Proxy Statement**"), as filed with the SEC on 15 March 2024 (accessible on <https://www.goldmansachs.com/investor-relations/financials/proxy-statements/2024/2024-proxy-statement-pdf.pdf>);
- (d) The Annual Report on Form 10-K for the fiscal year ended 31 December 2023 of The Goldman Sachs Group, Inc. ("**GSG's 2023 Form 10-K**"), containing financial statements relating to the fiscal years ended 31 December 2023, 31 December 2022 and 31 December 2021, including Exhibit 21.1, as filed with the U.S. Securities and Exchange Commission on 23 February 2024 (accessible on <https://www.goldmansachs.com/investor-relations/financials/10k/2023/2023-10-k.pdf>);
- (e) The Current Report on Form 8-K dated 16 January 2024 of The Goldman Sachs Group, Inc. ("**GSG's 16 January 2024 Form 8-K**"), including Exhibit 99.1 ("**Exhibit 99.1 to GSG's 16 January 2024 Form 8-K**") as filed with the SEC on 16 January 2024 (accessible on <https://www.goldmansachs.com/investor-relations/financials/8k/2024/8k-01-16-24.pdf>);
- (f) The Quarterly Report on Form 10-Q for the third fiscal quarter ended 30 September 2023 of The Goldman Sachs Group, Inc. ("**GSG's 2023 Third Quarter Form 10-Q**"), as filed with the SEC on 3 November 2023 (accessible on <https://www.goldmansachs.com/investor-relations/financials/10q/2023/third-quarter-2023-10-q.pdf>);
- (g) The Current Report on Form 8-K dated 17 October 2023 of The Goldman Sachs Group, Inc. ("**GSG's 17 October 2023 Form 8-K**"), including Exhibit 99.1 ("**Exhibit 99.1 to GSG's 17 October 2023 Form 8-K**") as filed with the SEC on 17 October 2023 (accessible on <https://www.goldmansachs.com/investor-relations/financials/8k/2023/8k-10-17-23.pdf>);
- (h) The Quarterly Report on Form 10-Q for the second fiscal quarter ended 30 June 2023 of The Goldman Sachs Group, Inc. ("**GSG's 2023 Second Quarter Form 10-Q**"), as filed with the SEC on 3 August 2023 (accessible on <https://www.goldmansachs.com/investor-relations/financials/10q/2023/second-quarter-2023-10-q.pdf>);
- (i) The Current Report on Form 8-K dated 19 July 2023 of The Goldman Sachs Group, Inc. ("**GSG's 19 July 2023 Form 8-K**"), including Exhibit 99.1 ("**Exhibit 99.1 to GSG's 19 July 2023 Form 8-K**") as filed with the SEC on 19 July 2023 (accessible on

<https://www.goldmansachs.com/investor-relations/financials/8k/2023/8k-07-19-23.pdf>);

- (j) The Quarterly Report on Form 10-Q for the fiscal quarter ended 31 March 2023 of the Goldman Sachs Group, Inc. ("**GSG's 2023 First Quarter Form 10-Q**"), as filed with the SEC on 4 May 2023 (accessible on <https://www.goldmansachs.com/investor-relations/financials/10q/2023/first-quarter-2023-10-q.pdf>);
- (k) The Current Report on Form 8-K dated 18 April 2023 of The Goldman Sachs Group, Inc. ("**GSG's 18 April 2023 Form 8-K**"), including Exhibit 99.1 ("**Exhibit 99.1 to GSG's 18 April 2023 Form 8-K**") as filed with the SEC on 18 April 2023 (accessible on <https://www.goldmansachs.com/investor-relations/financials/8k/2023/8k-04-18-23.pdf>);
- (l) The Proxy Statement relating to GSG's 2023 Annual Meeting of Shareholders on 26 April 2023 ("**GSG's 2023 Proxy Statement**"), as filed with the SEC on 17 March 2023 (accessible on <https://www.goldmansachs.com/investor-relations/financials/proxy-statements/2023/2023-proxy-statement-pdf.pdf>);
- (m) The Annual Report on Form 10-K for the fiscal year ended 31 December 2022 of The Goldman Sachs Group, Inc. ("**GSG's 2022 Form 10-K**"), containing financial statements relating to the fiscal years ended 31 December 2022, 31 December 2021 and 31 December 2020, including Exhibit 21.1, as filed with the U.S. Securities and Exchange Commission on 24 February 2023 (accessible on <https://www.goldmansachs.com/investor-relations/financials/10k/2022/2022-10-k.pdf>).

The following table indicates where information required by Commission Delegated Regulation (EU) 2019/980 supplementing Regulation (EU) 2017/1129 of the European Parliament and of the Council and repealing Commission (EC) No 809/2004 (as amended, the "**EU PR Regulation**") is to be disclosed in, and incorporated by reference into, this Base Prospectus can be found in the documents referred to above:

<b>Information required by the EU PR Regulation</b>	<b>Document/Location</b>
Risk factors relating to GSG ( <i>Annex 6, Section 3, Item 3.1 of the EU PR Regulation</i> )	GSG's 2023 Form 10-K (pp. 33-59 in the Annual Report, equivalent to pp. 36-62)
Market	GSG's 2023 Form 10-K (pp. 33-36)
Liquidity	GSG's 2023 Form 10-K (pp. 36-38)
Credit	GSG's 2023 Form 10-K (pp. 38-40)
Operational	GSG's 2023 Form 10-K (pp. 40-45)
Legal and Regulatory	GSG's 2023 Form 10-K (pp. 46-53)
Competition	GSG's 2023 Form 10-K (pp. 54-56)
Market Developments and General Business Environment	GSG's 2023 Form 10-K (pp. 56-59)

**Information about GSG**

History and development of the company ( <i>Annex 6, Section 4, Item 4.1 of the EU PR Regulation</i> )	GSG's 2023 Form 10-K (p. 1)
Details of any recent events particular to GSG and which are to a material extent relevant to	GSG's 2023 Form 10-K (pp. 62-123)

<b>Information required by the EU PR Regulation</b>	<b>Document/Location</b>
an evaluation of GSG's solvency ( <i>Annex 6, Section 4, Item 4.1.5 of the EU PR Regulation</i> )	
Information on the material changes in GSG's borrowing or funding structure since the last financial year ( <i>Annex 6, Section 4, Item 4.1.7 of the EU PR Regulation</i> )	GSG's 2023 Form 10-K (pp. 83-86, 128-131, 188-190)
Description of the expected financing of GSG's activities ( <i>Annex 6, Item 4, Item 4.1.8 of the EU PR Regulation</i> )	GSG's 2023 Form 10-K (pp. 83-86)
<b>Business overview</b>	
GSG's principal activities ( <i>Annex 6, Section 5, Item 5.1 of the EU PR Regulation</i> )	GSG's 2023 Form 10-K (pp. 1-5, 132)
GSG's principal markets ( <i>Annex 6, Section 5, Item 5.1.1 (c) of the EU PR Regulation</i> )	GSG's 2023 Form 10-K (pp. 9-10, 61, 213)
Organisational Structure ( <i>Annex 6, Section 6, Items 6.1 and 6.2 of the EU PR Regulation</i> )	GSG's 2023 Form 10-K (p. 38, Exhibit 21.1)
Trend information ( <i>Annex 6, Section 7, Items 7.1 and 7.2 of the EU PR Regulation</i> )	GSG's 2023 Form 10-K (pp. 62-123)
	GSG's 2024 First Quarter Form 10-Q (pp. 101-165)
	GSG's 2023 Third Quarter Form 10-Q (pp. 108-172)
	GSG's 2023 Second Quarter Form 10-Q (pp. 105-169)
	GSG's 2023 First Quarter Form 10-Q (pp. 101-161)
	Exhibit 99.1 to GSG's 15 April 2024 Form 8-K (pp. 1-6)
	Exhibit 99.1 to GSG's 16 January 2024 Form 8-K (pp. 1-8)
	Exhibit 99.1 to GSG's 17 October 2023 Form 8-K (pp. 1-6)
	Exhibit 99.1 to GSG's 19 July 2023 Form 8-K (pp. 1-6)
	Exhibit 99.1 to GSG's 18 April 2023 Form 8-K (pp. 1-6)
Administrative, management and supervisory bodies, including conflicts of interest ( <i>Annex 6, Section 9, Items 9.1 and 9.2 of the EU PR Regulation</i> )	GSG's 2024 Proxy Statement (pp. 7-30, 97-99)
	GSG's 2023 Form 10-K (pp. 27-28)
	GSG's 2023 Proxy Statement (pp. 6-30, 97-99)

<b>Information required by the EU PR Regulation</b>	<b>Document/Location</b>
	GSG's 2022 Form 10-K (pp. 24-25)
Beneficial owners of more than five per cent. ( <i>Annex 6, Section 10, Item 10.1 of the EU PR Regulation</i> )	GSG's 2024 Proxy Statement (p. 102) GSG's 2023 Proxy Statement (p. 102)
<b>Financial information</b>	
Audited historical financial information for the fiscal years ended 31 December 2022, 31 December 2021, and 31 December 2020 ( <i>Annex 6, Section 11, Items 11.1.1 and 11.1.5 of the EU PR Regulation</i> )	GSG's 2023 Form 10-K (pp. 128-239)
Audit report ( <i>Annex 6, Section 11, Item 11.1.1 of the EU PR Regulation</i> )	GSG's 2023 Form 10-K (pp. 125-127)
Balance sheet ( <i>Annex 6, Section 11, Item 11.1.5 of the EU PR Regulation</i> )	Exhibit 99.1 to GSG's 15 April 2024 Form 8-K (p. 9) GSG's 2023 Form 10-K (p. 129)
Income statement ( <i>Annex 6, Section 11, Item 11.1.5 of the EU PR Regulation</i> )	Exhibit 99.1 to GSG's 15 April 2024 Form 8-K (p. 8) GSG's 2023 Form 10-K (pp. 128)
Cash flow statement ( <i>Annex 6, Section 11, Item 11.1.5 of the EU PR Regulation</i> )	GSG's 2023 Form 10-K (p. 131)
Accounting policies and explanatory notes ( <i>Annex 6, Section 11, Item 11.1.5 of the EU PR Regulation</i> )	GSG's 2023 Form 10-K (pp. 64-67, 132-239)
Unaudited interim and other financial information ( <i>Annex 6, Section 11, Item 11.2.1 of the EU PR Regulation</i> )	GSG's 2024 First Quarter Form 10-Q (pp. 1-98) GSG's 2023 Third Quarter Form 10-Q (pp. 1-105) GSG's 2023 Second Quarter Form 10-Q (pp. 1-102) GSG's 2023 First Quarter Form 10-Q (pp. 1-98)
Balance sheet ( <i>Annex 6, Section 11, Item 11.2.1 of the EU PR Regulation</i> )	GSG's 2024 First Quarter Form 10-Q (p. 2) GSG's 2023 Third Quarter Form 10-Q (p. 2) GSG's 2023 Second Quarter Form 10-Q (p. 2) GSG's 2023 First Quarter Form 10-Q (p. 2) Exhibit 99.1 to GSG's 16 January 2024 Form 8-K (pp. 1-8)

<b>Information required by the EU PR Regulation</b>	<b>Document/Location</b>
Income statement ( <i>Annex 6, Section 11, Item 11.2.1 of the EU PR Regulation</i> )	GSG's 2024 First Quarter Form 10-Q (p. 1)
	GSG's 2023 Third Quarter Form 10-Q (p. 1)
	GSG's 2023 Second Quarter Form 10-Q (p. 1)
	GSG's 2023 First Quarter Form 10-Q (p. 1)
	Exhibit 99.1 to GSG's 16 January 2024 Form 8-K (pp. 1-8)
Cash flow statement ( <i>Annex 6, Section 11, Item 11.2.1 of the EU PR Regulation</i> )	GSG's 2024 First Quarter Form 10-Q (p. 4)
	GSG's 2023 Third Quarter Form 10-Q (p. 4)
	GSG's 2023 Second Quarter Form 10-Q (p. 4)
	GSG's 2023 First Quarter Form 10-Q (p. 4)
Accounting policies and explanatory notes ( <i>Annex 6, Section 11, Item 11.2.1 of the EU PR Regulation</i> )	GSG's 2024 First Quarter Form 10-Q (pp. 5-98)
	GSG's 2023 Third Quarter Form 10-Q (pp. 5-105)
	GSG's 2023 Second Quarter Form 10-Q (pp. 5-102)
	GSG's 2023 First Quarter Form 10-Q (pp. 5-98)
Legal and arbitration proceedings ( <i>Annex 6, Section 11, Item 11.4.1 of the EU PR Regulation</i> )	GSG's 2024 First Quarter Form 10-Q (pp. 85-97)
	GSG's 2023 Form 10-K (pp. 60, 216-230)
	GSG's 2023 Third Quarter Form 10-Q (pp. 91-104)
<b>Additional information</b>	
Share capital ( <i>Annex 6, Section 12, Item 12.1 of the EU PR Regulation</i> )	GSG's 2024 First Quarter Form 10-Q (pp. 5. 72-74)
	GSG's 2023 Form 10-K (pp. 130, 201-203)
<b>Material contracts</b>	
Material contracts ( <i>Annex 6, Section 13, Item 13.1 of the EU PR Regulation</i> )	GSG's 2024 First Quarter Form 10-Q (pp. 59-62)
	GSG's 2023 Form 10-K (pp. 188-191)
	GSG's 2023 Third Quarter Form 10-Q (pp. 62-65)
Certain material risks that are specific to the Issuer and that may affect the Issuer's ability to fulfil its obligations under the Securities may be described by referring to the relevant sections	

therein of the above documents incorporated by reference (as applicable). See "*Risks relating to GSG*" under the section of this Base Prospectus entitled "*Risk Factors*".

Any information included in the documents incorporated by reference that is not included in the cross-reference list is not incorporated by reference and is therefore not relevant to an investor (meaning that it is not necessary information to be included in this Base Prospectus pursuant to Article 6(1) of the EU Prospectus Regulation and is not otherwise required to be included under the relevant schedules of the EU PR Regulation)."

### 3. **Amendments to the section entitled "Index Linked Conditions"**

The information in the section entitled "*Index Linked Conditions*" is amended and supplemented by:

- (a) inserting the following new Index Linked Condition immediately after the Index Linked Condition 3.3 (*Occurrence of a Change in Law*) on page 543 of the Base Prospectus (and all subsequent paragraphs shall be re-numbered accordingly):

#### **"4 Consequences of an Index Calculation Agent Cessation Event**

- 4.1 If the relevant Issue Terms specify "**Index Calculation Agent**" to be applicable for an Index, then an "**Index Calculation Agent Cessation Event**" shall have occurred in respect of an Index if the Calculation Agent, acting in good faith and in a commercially reasonable manner, determines that:
  - (i) on any day in the period commencing on, and including, the TradeDate and ending on, and including, the Maturity Date, the Index Calculation Agent is (a) not able to calculate and/or announce such Index or (b) is replaced by a successor index calculation agent; and
  - (ii) such occurrence could (a) materially interfere with the ability of the Issuer and/or any of its affiliate(s) to unwind, maintain or establish all or a material portion of the hedge positions of the Issuer (and/or its affiliate(s)) in respect of the Index Linked Securities, and/or (b) materially change the risks associated with maintaining such hedge positions.
- 4.2 Subject to the provisos in Index Linked Condition 4.4 below, on the occurrence of an Index Calculation Agent Cessation Event in respect of an Index, the Issuer may, acting in good faith and in a commercially reasonable manner, (i) replace such Index with a replacement asset or basket of assets that preserves as closely as commercially practicable the original economic and investment objective of such Index (the "**Substitution Asset**") with effect from the Substitution Date, and (ii) make such adjustments to the terms of the Index Linked Securities (including, without limitation, any variable or term relevant to the calculation or payment under the Index Linked Securities) as the Calculation Agent determines appropriate to account for the economic effect on the Index Linked Securities of the occurrence or existence of such Index Calculation Agent Cessation Event and the replacement of such Index with the Substitution Asset and to preserve the original economic objective and rationale of the Index Linked Securities.
- 4.3 Following the Substitution Date for an Index and in respect of any relevant day, any reference to such Index shall be deemed to be a reference to the Substitution Asset.
- 4.4 Provided that if:



- (iii) it (a) is or would be unlawful at any time under any applicable law or regulation; or (b) would contravene any applicable licensing requirements for the Issuer and/or Calculation Agent to perform the actions prescribed in paragraph 4.2 above (or it would be unlawful or would contravene those licensing requirements were a determination to be made at such time); or
- (iv) the Calculation Agent, acting in good faith and in a commercially reasonable manner, determines that the Issuer is unable, for whatever reason, to replace such Index with a Substitution Asset in a manner that would achieve a commercially reasonable result for any of the Issuer, the Calculation Agent or the Holders,

then, in either case, on giving notice to Holders in accordance with General Instrument Condition 22 (*Notices*) or General Note Condition 20 (*Notices*), as the case may be, the Issuer may (but shall not be obliged to) redeem the Index Linked Securities in whole but not in part, each Index Linked Security being redeemed by payment of an amount equal to the Non-scheduled Early Repayment Amount of such Index Linked Security, as determined by the Calculation Agent. Payments will be made in such manner as shall be notified to the Holders in accordance with General Instrument Conditions 22 (*Notices*) or General Note Condition 20 (*Notices*), as the case may be.";

- (b) inserting the following new definitions immediately after the definition of "Index Basket" in Index Linked Condition 8 (*Definitions*) on page 553 of the Base Prospectus:

**"Index Calculation Agent"** means, for an Index other than a Proprietary Index, the entity specified in the relevant Issue Terms.

**"Index Calculation Agent Cessation Event"** has the meaning given thereto in Index Linked Condition 4.1 (*Consequences of Index Calculation Agent Cessation Event*); and

- (c) inserting the following new definition immediately after the definition of "Strategy Value" in Index Linked Condition 8 (*Definitions*) on page 560 of the Base Prospectus:

**"Substitution Date"** means the date as determined by the Calculation Agent on which the replacement of an Index with a Substitution Asset and any relevant adjustments to the terms of the Index Linked Securities shall be deemed to be effective."

#### 4. Amendments to the section entitled "Swap Rate Linked Conditions"

The information in the section entitled "Swap Rate Linked Conditions" is amended and supplemented by:

- (a) deleting the definition of "Valuation Date" in Swap Rate Linked Condition 3 (*Definitions*) on page 671 of the Base Prospectus in its entirety and replacing it with the following:

**"Valuation Date"** means, in respect of a Swap Rate:

- (i) each date specified as such in the relevant Issue Terms or otherwise determined as provided in the Conditions, and/or in the relevant Issue Terms; and/or
- (ii) as specified in the relevant Issue Terms, the number of U.S. Government Securities Business Days or New York Business Days or Relevant Swap Rate Business Days or calendar days preceding (a) each Autocall Payment Date, or (b) the date on which each Autocall Payment Date is scheduled to fall; and/or

- (iii) as specified in the relevant Issue Terms, the number of U.S. Government Securities Business Days or New York Business Days or Relevant Swap Rate Business Days or calendar days preceding (a) each Coupon Payment Date, or (b) the date on which each Coupon Payment Date is scheduled to fall; and/or
- (iv) as specified in the relevant Issue Terms, the number of U.S. Government Securities Business Days or New York Business Days or Relevant Swap Rate Business Days or calendar days preceding the Scheduled Maturity Date or Maturity Date,

in each case, subject to adjustment (as a Reference Date) in accordance with these Swap Rate Linked Conditions."

**5. Amendments to the section entitled "Form of Final Terms (Instruments)"**

The information in the section entitled "*Form of Final Terms (Instruments)*" is amended and supplemented by inserting the following new sub-paragraph immediately after sub-paragraph 64(xxix) (*Index Linked Instruments*) on page 888 of the Base Prospectus (and all subsequent sub-paragraphs shall be re-numbered accordingly):

"(xxx) Index Calculation Agent: [Applicable: ] (*specify name of Index Calculation Agent*) / Not Applicable]".

**6. Amendments to the section entitled "Form of Final Terms (Notes)"**

The information in the section entitled "Form of Final Terms (Notes)" is amended and supplemented by inserting the following new sub-paragraph immediately after sub-paragraph 56(xxx) (*Index Linked Notes*) on page 1048 of the Base Prospectus (and all subsequent sub-paragraphs shall be re-numbered accordingly):

"(xxx) Index Calculation Agent: [Applicable: ] (*specify name of Index Calculation Agent*) / Not Applicable]".

**7. Amendments to the section entitled "General Information"**

The information in the section entitled "*General Information*" is amended and supplemented by:

- (a) deleting the no significant change and no material adverse change statement in sub-section 3 entitled "*No significant change in the financial position or financial performance and no material adverse change prospects*" on page 1419 of the Base Prospectus in its entirety and replacing it with the following:

"There has been no significant change in the financial position or financial performance of the Issuer since 31 March 2024. There has been no material adverse change in the prospects of the Issuer since 31 December 2023.";

- (b) deleting sub-section 4 entitled "*Litigation*" on page 1419 of the Base Prospectus in its entirety and replacing it with the following:

**"4. Litigation**

"Save as disclosed in (i) "Legal Proceedings" of Note 27 to the Financial Statements (pages 216 to 230) of GSG's 2023 Form 10-K and (ii) "Legal Proceedings" of Note 27 to the Financial Statements (pages 85 to 97) of GSG's 2024 First Quarter Form 10-Q, there have been no governmental, legal or arbitration proceedings (including any such

proceedings which are pending or threatened of which the Issuer is aware) during the 12 months before the date of this Base Prospectus (as supplemented to, and including the date of Prospectus Supplement No. 2) which may have, or have had in the recent past, significant effects on the Issuer's financial position or profitability."; and

- (c) deleting sub-section 5 entitled "*Availability of Documents*" on pages 1419 to 1420 of the Base Prospectus in its entirety and replacing it with the following:

**"5. Availability of Documents**

Copies of the following documents will be made available for at least 10 years and may be obtained free of charge upon request during normal business hours from the specified office of the Issuer and the office of the Paying Agent in Luxembourg and each of the Paying Agents (save that where the relevant Paying Agent is the Principal Programme Agent or the Fiscal Agent, such copy may be obtained free of charge upon written request during normal office hours from the specified office of the Fiscal Agent (and the Principal Programme Agent), subject to the relevant holder providing a proof of holding and identity in a form satisfactory to the Fiscal Agent (or the Principal Programme Agent)) and (in the case of (i), on <https://www.goldmansachs.com/investor-relations/corporate-governance/corporate-governance-documents/re-stated-certificate-5-2-14.pdf>, in the case of (ii), on <https://www.goldmansachs.com/investor-relations/corporate-governance/corporate-governance-documents/by-laws.pdf> and in the case of (iii) to (xv) on the website of the Issuer at <https://www.goldmansachs.com/investor-relations/>):

- (i) the certificate of incorporation of GSG;
- (ii) the by-laws of GSG;
- (iii) GSG's 15 April 2024 Form 8-K;
- (iv) GSG's 16 January 2024 Form 8-K;
- (v) GSG's 17 October 2023 Form 8-K;
- (vi) GSG's 19 July 2023 Form 8-K;
- (vii) GSG's 18 April 2023 Form 8-K;
- (viii) GSG's 2024 First Quarter Form 10-Q;
- (ix) GSG's 2023 Third Quarter Form 10-Q;
- (x) GSG's 2023 Second Quarter Form 10-Q;
- (xi) GSG's 2023 First Quarter Form 10-Q;
- (xii) GSG's 2024 Proxy Statement;
- (xiii) GSG's 2023 Proxy Statement;
- (xiv) GSG's 2023 Form 10-K;
- (xv) GSG's 2022 Form 10-K;
- (xvi) the Programme Agency Agreement;
- (xvii) the Deed of Covenant;
- (xviii) the Issue Terms for each Tranche or Series of Securities that are listed on the Official List of the Luxembourg Stock Exchange or any other stock exchange;
- (xix) a copy of the Base Prospectus;

- (xx) a copy of any supplement to the Base Prospectus and Issue Terms; and
- (xxi) all reports, letters and other documents, balance sheets, valuations and statements by any expert any part of which is extracted or referred to in this Base Prospectus."

**Applicable Final Terms**

The amendments included in this Prospectus Supplement shall only apply to Final Terms, the date of which falls on or after the date of approval of this Prospectus Supplement.

**Interpretation**

To the extent that there is any inconsistency between (a) any statement in this Prospectus Supplement and (b) any other statement in or incorporated by reference into the Base Prospectus, the statements in (a) above will prevail.

References to the Base Prospectus shall hereafter mean the Base Prospectus as supplemented by this Prospectus Supplement.

**U.S. notice**

This Prospectus Supplement is not for use in, and may not be delivered to or inside, the United States.

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The date of this Prospectus Supplement is 29 May 2024.