



PROSPECTUS SUPPLEMENT NO. 2

TO THE BASE PROSPECTUS DATED 7 MARCH 2025

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 7 March 2025 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 No. 1 to the Original Base Prospectus dated 24 April 2025 (the Original Base Prospectus as so supplemented, the "**Base Prospectus**"). On 7 March 2025, 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.

Application has also been made to the Luxembourg Stock Exchange under part IV of the Luxembourg law dated 16 July 2019 on prospectuses for securities, to approve this Prospectus Supplement.

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 28 May 2025, which is three working days after the publication of this Prospectus Supplement, to withdraw their acceptances, provided that the significant new factor, material mistake or material inaccuracy to which this Prospectus Supplement relates arose or was noted before the closing of the offer period or delivery of the Securities, whichever occurs first. 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 2025 First Quarter Form 10-Q (as defined below), and (b) make certain changes to the information in the "*Documents Incorporated by Reference*" 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.

Information being supplemented

Incorporation by reference

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

- (a) the Quarterly Report on Form 10-Q for the first fiscal quarter ended 31 March 2025 of GSG ("**GSG's 2025 First Quarter Form 10-Q**"), as filed with the SEC on 2 May 2025.

A copy of GSG's 2025 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 2025 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 and GSG's 2025 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 "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 99 to 103 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 2025 of The Goldman Sachs Group, Inc. ("**GSG's 2025 First Quarter Form 10-Q**"), as filed with the SEC on 2 May 2025 (accessible on <https://www.goldmansachs.com/investor-relations/financials/10q/2025/first-quarter-2025-10-q.pdf>);
- (b) The Current Report on GSG's 14 April 2025 Form 8-K of The Goldman Sachs Group, Inc. ("**GSG's 14 April 2025 Form 8-K**"), including Exhibit 99.1 ("**Exhibit 99.1 to GSG's 14 April 2025 Form 8-K**") as filed with the SEC on 14 April 2025 (accessible on <https://www.goldmansachs.com/investor-relations/financials/8k/2025/8k-04-14-25.pdf>);
- (c) The Proxy Statement relating to GSG's 2025 Annual Meeting of Shareholders on 23 April 2025 ("**GSG's 2025 Proxy Statement**"), as filed with the SEC on 14 March 2025 (accessible on <https://www.goldmansachs.com/investor-relations/financials/proxy-statements/2025/proxy-statement.pdf>);
- (d) The Annual Report on Form 10-K for the fiscal year ended 31 December 2024 of The Goldman Sachs Group, Inc. ("**GSG's 2024 Form 10-K**"), containing financial statements relating to the fiscal years ended 31 December 2024, 31 December 2023 and 31 December 2022, including Exhibit 21.1, as filed with the U.S. Securities and Exchange Commission on 27 February 2025 (accessible on <https://www.goldmansachs.com/investor-relations/financials/10k/2024/2024-10-k.pdf>);
- (e) The Current Report on Form 8-K dated 15 January 2025 of The Goldman Sachs Group, Inc. ("**GSG's 15 January 2025 Form 8-K**"), including Exhibit 99.1 ("**Exhibit 99.1 to GSG's 15 January 2025 Form 8-K**") as filed with the SEC on 15 January 2025

(accessible on <https://www.goldmansachs.com/investor-relations/financials/8k/2024/8k-01-15-24.pdf>);

- (f) The Quarterly Report on Form 10-Q for the third fiscal quarter ended 30 September 2024 of The Goldman Sachs Group, Inc. ("**GSG's 2024 Third Quarter Form 10-Q**"), as filed with the SEC on 4 November 2024 (accessible on <https://www.goldmansachs.com/investor-relations/financials/10q/2024/third-quarter-2024-10-q.pdf>);
- (g) The Current Report on Form 8-K dated 15 October 2024 of The Goldman Sachs Group, Inc. ("**GSG's 15 October 2024 Form 8-K**"), including Exhibit 99.1 ("**Exhibit 99.1 to GSG's 15 October 2024 Form 8-K**") as filed with the SEC on 15 October 2024 (accessible on <https://www.goldmansachs.com/investor-relations/financials/8k/2024/8k-10-15-24.pdf>);
- (h) The Quarterly Report on Form 10-Q for the second fiscal quarter ended 30 June 2024 of The Goldman Sachs Group, Inc. ("**GSG's 2024 Second Quarter Form 10-Q**"), as filed with the SEC on 2 August 2024 (accessible on <https://www.goldmansachs.com/investor-relations/financials/10q/2024/second-quarter-2024-10-q.pdf>);
- (i) The Current report on Form 8-K dated 15 July 2024 of The Goldman Sachs Group, Inc. ("**GSG's 15 July 2024 Form 8-K**"), including Exhibit 99.1 ("**Exhibit 99.1 to GSG's 15 July 2024 Form 8-K**") as filed with the SEC on 15 July 2024 (accessible on <https://www.goldmansachs.com/investor-relations/financials/8k/2024/07-15-2024.pdf>);
- (j) 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 2024 (accessible on <https://www.goldmansachs.com/investor-relations/financials/10q/2024/first-quarter-2024-10-q.pdf>);
- (k) 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>);
- (l) 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>);
- (m) 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>);

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:

Information required by the EU PR Regulation	Document/Location
Risk factors relating to GSG (<i>Annex 6, Section 3, Item 3.1 of the EU PR Regulation</i>)	GSG's 2024 Form 10-K (pp. 33-59)
Market	GSG's 2024 Form 10-K (pp. 33-36)

Information required by the EU PR Regulation	Document/Location
Liquidity	GSG's 2024 Form 10-K (pp. 36-38)
Credit	GSG's 2024 Form 10-K (pp. 38-40)
Operational	GSG's 2024 Form 10-K (pp. 40-45)
Legal and Regulatory	GSG's 2024 Form 10-K (pp. 46-53)
Competition	GSG's 2024 Form 10-K (pp. 53-55)
Market Developments and General Business Environment	GSG's 2024 Form 10-K (pp. 56-59)

Information about GSG

History and development of the company
(Annex 6, Section 4, Item 4.1 of the EU PR Regulation) GSG's 2024 Form 10-K (p. 1)

Details of any recent events particular to GSG and which are to a material extent relevant to an evaluation of GSG's solvency (Annex 6, Section 4, Item 4.1.5 of the EU PR Regulation) GSG's 2024 Form 10-K (pp. 62-126)

Information on the material changes in GSG's borrowing or funding structure since the last financial year (Annex 6, Section 4, Item 4.1.7 of the EU PR Regulation) GSG's 2024 Form 10-K (pp. 83-87, 131-134, 190-192)

Description of the expected financing of GSG's activities (Annex 6, Item 4, Item 4.1.8 of the EU PR Regulation) GSG's 2024 Form 10-K (pp. 83-87)

Business overview

GSG's principal activities (Annex 6, Section 5, Item 5.1 of the EU PR Regulation) GSG's 2024 Form 10-K (pp. 1-5, 135)

GSG's principal markets (Annex 6, Section 5, Item 5.1.1 (c) of the EU PR Regulation) GSG's 2024 Form 10-K (pp. 9-10, 61, 214)

Organisational Structure (Annex 6, Section 6, Items 6.1 and 6.2 of the EU PR Regulation) GSG's 2024 Form 10-K (p. 38, Exhibit 21.1)

Trend information (Annex 6, Section 7, Items 7.1 and 7.2 of the EU PR Regulation) GSG's 2025 First Quarter Form 10-Q (pp. 102-169)

GSG's 2024 Form 10-K (pp. 62-126)

GSG's 2024 Third Quarter Form 10-Q (pp. 104-173)

GSG's 2024 Second Quarter Form 10-Q (pp. 104-173)

GSG's 2024 First Quarter Form 10-Q (pp. 101-165)

GSG's 2023 Form 10-K (pp. 62-123)

Information required by the EU PR Regulation	Document/Location
	Exhibit 99.1 to GSG's 14 April 2025 Form 8-K (pp. 1-6)
	Exhibit 99.1 to GSG's 15 January 2025 Form 8-K (pp. 1-8)
	Exhibit 99.1 to GSG's 15 October 2024 Form 8-K (pp. 1-6)
	Exhibit 99.1 to GSG's 15 July 2024 Form 8-K (pp. 1-6)
	Exhibit 99.1 to GSG's 15 April 2024 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 Form 10-K (p. 27) GSG's 2025 Proxy Statement (pp. 8-32, 93-95) GSG's 2024 Proxy Statement (pp. 7-30, 97-99)
Beneficial owners of more than five per cent. (<i>Annex 6, Section 10, Item 10.1 of the EU PR Regulation</i>)	GSG's 2025 Proxy Statement (p. 98) GSG's 2024 Proxy Statement (p. 102)
Financial information	
Audited historical financial information for the fiscal years ended 31 December 2024, 31 December 2023, and 31 December 2022 (<i>Annex 6, Section 11, Items 11.1.1 and 11.1.5 of the EU PR Regulation</i>)	GSG's 2024 Form 10-K (pp. 131-239)
Audit report (<i>Annex 6, Section 11, Item 11.1.1 of the EU PR Regulation</i>)	GSG's 2024 Form 10-K (pp. 128-130)
Balance sheet (<i>Annex 6, Section 11, Item 11.1.5 of the EU PR Regulation</i>)	GSG's 2024 Form 10-K (p. 132)
Income statement (<i>Annex 6, Section 11, Item 11.1.5 of the EU PR Regulation</i>)	GSG's 2024 Form 10-K (pp. 131)
Cash flow statement (<i>Annex 6, Section 11, Item 11.1.5 of the EU PR Regulation</i>)	GSG's 2024 Form 10-K (p. 134)
Accounting policies and explanatory notes (<i>Annex 6, Section 11, Item 11.1.5 of the EU PR Regulation</i>)	GSG's 2024 Form 10-K (pp. 64-67, 135-239)
Unaudited interim and other financial information (<i>Annex 6, Section 11, Item 11.2.1 of the EU PR Regulation</i>)	GSG's 2025 First Quarter Form 10-Q (pp. 1-99) GSG's 2024 Third Quarter Form 10-Q (pp. 1-101) GSG's 2024 Second Quarter Form 10-Q (pp. 1-101) GSG's 2024 First Quarter Form 10-Q (pp. 1-98)

Information required by the EU PR Regulation	Document/Location
Balance sheet (<i>Annex 6, Section 11, Item 11.2.1 of the EU PR Regulation</i>)	GSG's 2025 First Quarter Form 10-Q (p. 2) GSG's 2024 Third Quarter Form 10-Q (p. 2) GSG's 2024 Second Quarter Form 10-Q (p. 2) GSG's 2024 First Quarter Form 10-Q (p. 2) Exhibit 99.1 to GSG's 14 April 2025 Form 8-K (p. 9) Exhibit 99.1 to GSG's 15 January 2025 Form 8-K (pp. 13)
Income statement (<i>Annex 6, Section 11, Item 11.2.1 of the EU PR Regulation</i>)	GSG's 2025 First Quarter Form 10-Q (p. 1) GSG's 2024 Third Quarter Form 10-Q (p. 1) GSG's 2024 Second Quarter Form 10-Q (p. 1) GSG's 2024 First Quarter Form 10-Q (p. 1) Exhibit 99.1 to GSG's 14 April 2025 Form 8-K (p. 8) Exhibit 99.1 to GSG's 15 January 2025 Form 8-K (pp. 11-12)
Cash flow statement (<i>Annex 6, Section 11, Item 11.2.1 of the EU PR Regulation</i>)	GSG's 2025 First Quarter Form 10-Q (p. 4) GSG's 2024 Third Quarter Form 10-Q (p. 4) GSG's 2024 Second Quarter Form 10-Q (p. 4) GSG's 2024 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 2025 First Quarter Form 10-Q (p. 5-98) GSG's 2024 Third Quarter Form 10-Q (pp. 5-100) GSG's 2024 Second Quarter Form 10-Q (pp. 5-101) GSG's 2024 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 2025 First Quarter Form 10-Q (pp. 86-98) GSG's 2024 Form 10-K (pp. 60, 218-230) GSG's 2024 Third Quarter Form 10-Q (pp. 88-100) GSG's 2024 Second Quarter Form 10-Q (pp. 88-100) GSG's 2024 First Quarter Form 10-Q (pp. 85-97)
Additional information	
Share capital (<i>Annex 6, Section 12, Item 12.1 of the EU PR Regulation</i>)	GSG's 2025 First Quarter Form 10-Q (pp. 3, 72-74)

Information required by the EU PR Regulation	Document/Location
	GSG's 2024 Form 10-K (pp. 133, 202-204)
	GSG's 2024 Third Quarter Form 10-Q (pp. 3, 73-76)
	GSG's 2024 Second Quarter Form 10-Q (pp. 3, 73-76)
	GSG's 2024 First Quarter Form 10-Q (pp. 5, 72-74)
Material contracts	
Material contracts (<i>Annex 6, Section 13, Item 13.1 of the EU PR Regulation</i>)	GSG's 2025 First Quarter Form 10-Q (pp. 60-63)
	GSG's 2024 Form 10-K (pp. 190-192)
	GSG's 2024 Third Quarter Form 10-Q (pp. 60-63)
	GSG's 2024 Second Quarter Form 10-Q (pp. 60-63)
	GSG's 2024 First Quarter Form 10-Q (pp. 59-62)

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)."

2. 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 1249 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 2025. There has been no material adverse change in the prospects of the Issuer since 31 December 2024.";

- (b) deleting sub-section 4 entitled "*Litigation*" on page 1249 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 218 to 230) of GSG's 2024 Form 10-K and (ii) "Legal Proceedings" of Note 27 to the Financial Statements (pages 86 to 98) of GSG's 2025 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 1249 to 1250 of the Base Prospectus in its entirety and replacing it with the following:

"5. Availability of Documents

Copies of the followings 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.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 (xxiii) 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 14 April 2025 Form 8-K;
- (iv) GSG's 15 January 2025 Form 8-K;
- (v) GSG's 15 October 2024 Form 8-K;
- (vi) GSG's 15 July 2024 Form 8-K;
- (vii) GSG's 15 April 2024 Form 8-K;
- (viii) GSG's 16 January 2024 Form 8-K;
- (ix) GSG's 17 October 2023 Form 8-K;
- (x) GSG's 19 July 2023 Form 8-K;
- (xi) GSG's 18 April 2023 Form 8-K;
- (xii) GSG's 2025 First Quarter Form 10-Q;
- (xiii) GSG's 2024 Third Quarter Form 10-Q;
- (xiv) GSG's 2024 Second Quarter Form 10-Q;
- (xv) GSG's 2024 First Quarter Form 10-Q;
- (xvi) GSG's 2023 Third Quarter Form 10-Q;
- (xvii) GSG's 2023 Second Quarter Form 10-Q;
- (xviii) GSG's 2023 First Quarter Form 10-Q;
- (xix) GSG's 2025 Proxy Statement;
- (xx) GSG's 2024 Proxy Statement;
- (xxi) GSG's 2023 Proxy Statement;
- (xxii) GSG's 2023 Form 10-K;

- (xxiii) GSG's 2022 Form 10-K;
- (xxiv) the Programme Agency Agreement;
- (xxv) the Deed of Covenant;
- (xxvi) 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;
- (xxvii) a copy of the Base Prospectus;
- (xxviii) a copy of any supplement to the Base Prospectus and Issue Terms; and
- (xxix) 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."

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.

The date of this Prospectus Supplement is 23 May 2025.