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Final Terms dated May 24, 2021

GOLDMAN SACHS INTERNATIONAL

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

Issue of 100,000 Three-Year Quanto EUR Worst of Memory Phoenix Autocallable Certificates on the ordinary shares of Bayer AG and Moderna, Inc., due May 28, 2024 (the "Certificates" or the "Securities")

CONTRACTUAL TERMS

Terms used herein shall have the same meaning as in the General Instrument Conditions, the Payout Conditions, the Coupon Payout Conditions, the Autocall Payout Conditions and the applicable Underlying Asset Conditions set forth in the base prospectus dated July 17, 2020 (expiring on July 17, 2021) (the "**Base Prospectus**") as supplemented by the supplements to the Base Prospectus dated August 4, 2020, August 21, 2020, August 31, 2020, October 8, 2020, October 26, 2020, November 18, 2020, February 1, 2021, February 17, 2021, March 22, 2021, April 20, 2021, April 21, 2021 and May 21, 2021 which together constitute a base prospectus for the purposes of Regulation (EU) 2017/1129 (as amended, the "**EU Prospectus Regulation**"). This document constitutes the Final Terms of the Certificates described herein for the purposes of Article 8 of 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 so supplemented. The Base Prospectus and the supplements to the Base Prospectus are available for viewing at www.bourse.lu 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.goldman-sachs.it*.

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

1. **Tranche Number:** One.

2. **Settlement Currency:** EUR.

3. **Aggregate number of Certificates:**

   (i) Series: 100,000.

   (ii) Tranche: 100,000.

   (iii) Trading in Nominal: Not Applicable.

   (iv) Non-standard Securities Format: Not Applicable.

   (v) Nominal Amount: Not Applicable.

4.	**Issue Price:**	EUR 100 per Certificate.
5.	**Calculation Amount:**	EUR 100.
6.	**Issue Date:**	May 24, 2021.
7.	**Maturity Date:**	Scheduled Maturity Date is May 28, 2024.
	(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":	Five 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.
8.	**Underlying Asset(s):**	The Shares (as defined below).

VALUATION PROVISIONS

9.	**Valuation Date(s):**	August 23, 2021, November 22, 2021, February 22, 2022, May 23, 2022, August 22, 2022, November 21, 2022, February 21, 2023, May 22, 2023, August 21, 2023, November 21, 2023, February 21, 2024 and May 21, 2024.
	– Final Reference Date:	The Valuation Date scheduled to fall on May 21, 2024.
10.	**Entry Level Observation Dates:**	Not Applicable.
11.	**Initial Valuation Date(s):**	May 21, 2021.
12.	**Averaging:**	Not Applicable.

13.	**Asset Initial Price:**	In respect of each Underlying Asset, as set forth in the Underlying Asset Table in the column entitled "Asset Initial Price" in the row corresponding to such Underlying Asset.
14.	**Adjusted Asset Final Reference Date:**	Not Applicable.
15.	**Adjusted Asset Initial Reference Date:**	Not Applicable.
16.	**FX (Final) Valuation Date:**	Not Applicable.
17.	**FX (Initial) Valuation Date:**	Not Applicable.
18.	**Final FX Valuation Date:**	Not Applicable.
19.	**Initial FX Valuation Date:**	Not Applicable.

COUPON PAYOUT CONDITIONS

20.	**Coupon Payout Conditions:**	Applicable.
21.	**Interest Basis:**	Conditional Coupon.
22.	**Interest Commencement Date:**	Issue Date.
23.	**Fixed Rate Instrument Conditions (General Instrument Condition 13):**	Not Applicable.
24.	**BRL FX Conditions (Coupon Payout Condition 1.1(c)):**	Not Applicable.
25.	**FX Security Conditions (Coupon Payout Condition 1.1(d)):**	Not Applicable.
26.	**Floating Rate Instrument Conditions (General Instrument Condition 14):**	Not Applicable.
27.	**Change of Interest Basis (General Instrument Condition 15):**	Not Applicable.
28.	**Alternative Fixed Coupon Amount (Coupon Payout Condition 1.1):**	Not Applicable.
29.	**Lock-In Coupon Amount (Coupon Payout Condition 1.1(f)):**	Not Applicable.
30.	**Conditional Coupon (Coupon Payout Condition 1.3):**	Applicable.
	(i) Deferred Conditional Coupon:	Not Applicable.
	(ii) Memory Coupon (Deferred):	Not Applicable.
	(iii) Coupon Payment Event:	Applicable, for the purposes of the definition of "Coupon Payment Event" in the Coupon Payout Conditions, Coupon Barrier Reference Value greater than or equal to

		the Coupon Barrier Level is applicable in respect of each Coupon Observation Date.
(iv)	Coupon Barrier Reference Value:	Coupon Barrier Closing Price.
(v)	Coupon Barrier Level:	In respect of each Underlying Asset and each Coupon Observation Date, 60 per cent. (60%) of the Asset Initial Price of such Underlying Asset.
	(a) Coupon Barrier Level 1:	Not Applicable.
	(b) Coupon Barrier Level 2:	Not Applicable.
(vi)	Coupon Observation Date:	Each date set forth in the Contingent Coupon Table in the column entitled "Coupon Observation Date".
(vii)	Coupon Barrier Observation Period:	Not Applicable.
(viii)	Memory Coupon:	Applicable.
(ix)	Coupon Value:	In respect of each Coupon Observation Date, Coupon Value Multiplier Method is applicable.
	– Coupon Value Multiplicand:	0.0295.
(x)	Coupon Payment Date:	In respect of a Coupon Observation Date, the date set forth in the Contingent Coupon Table in the column entitled "Coupon Payment Date" in the row corresponding to such Coupon Observation Date.
	(a) First Coupon Payment Date Specific Adjustment:	Not Applicable.
	(b) Second Coupon Payment Date Specific Adjustment:	Applicable in respect of each Coupon Payment Date other than the Maturity Date.
	– Specified Number of Business Day(s) for the purposes of "Second Coupon Payment Date Specific Adjustment":	Five Business Days.
	– Relevant Coupon Payment Determination Date:	The Latest Reference Date in respect of the Coupon Observation Date corresponding to such Coupon Payment Date.
(xi)	Multi-Coupon Value:	Not Applicable.
(xii)	Simultaneous Coupon Conditions:	Not Applicable.

Contingent Coupon Table		
Coupon Observation Date	**Coupon Payment Date**	**Coupon Value Multiplier**
The Valuation Date scheduled to fall on August 23, 2021	August 30, 2021	1

The Valuation Date scheduled to fall on November 22, 2021	November 29, 2021	2
The Valuation Date scheduled to fall on February 22, 2022	March 1, 2022	3
The Valuation Date scheduled to fall on May 23, 2022	May 30, 2022	4
The Valuation Date scheduled to fall on August 22, 2022	August 29, 2022	5
The Valuation Date scheduled to fall on November 21, 2022	November 28, 2022	6
The Valuation Date scheduled to fall on February 21, 2023	February 28, 2023	7
The Valuation Date scheduled to fall on May 22, 2023	May 29, 2023	8
The Valuation Date scheduled to fall on August 21, 2023	August 28, 2023	9
The Valuation Date scheduled to fall on November 21, 2023	November 28, 2023	10
The Valuation Date scheduled to fall on February 21, 2024	February 28, 2024	11
Final Reference Date	Maturity Date	12

31. **Range Accrual Coupon (Coupon Payout Condition 1.4):** Not Applicable.

32. **Performance Coupon (Coupon Payout Condition 1.5):** Not Applicable.

33. **Dual Currency Coupon (Coupon Payout Condition 1.6):** Not Applicable.

AUTOCALL PAYOUT CONDITIONS

34. **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:	Applicable.
	– Automatic Early Exercise Specified Day(s) for the purposes of "Second Automatic Early Exercise Date Specific Adjustment":	Five 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.
35.	**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 Closing Price.
(iv)	Autocall Level:	In respect of each Autocall Observation Date and each Underlying Asset, 100 per cent. (100%) of the Asset Initial Price of such Underlying Asset.
(v)	TARN Amount:	Not Applicable.
(vi)	Autocall Observation Date:	Each date set forth in the Autocall Table in the column entitled "Autocall Observation Date".
(vii)	Autocall Observation Period:	Not Applicable.
(viii)	Autocall Event Amount:	In respect of each Autocall Observation Date, EUR 100.
(ix)	Simultaneous Autocall Conditions:	Not Applicable.
(x)	Autocall Observation Period (Per AOD):	Not Applicable.

AUTOCALL TABLE	
Autocall Observation Date	**Automatic Early Exercise Date**

The Valuation Date scheduled to fall on August 23, 2021	August 30, 2021
The Valuation Date scheduled to fall on November 22, 2021	November 29, 2021
The Valuation Date scheduled to fall on February 22, 2022	March 1, 2022
The Valuation Date scheduled to fall on May 23, 2022	May 30, 2022
The Valuation Date scheduled to fall on August 22, 2022	August 29, 2022
The Valuation Date scheduled to fall on November 21, 2022	November 28, 2022
The Valuation Date scheduled to fall on February 21, 2023	February 28, 2023
The Valuation Date scheduled to fall on May 22, 2023	May 29, 2023
The Valuation Date scheduled to fall on August 21, 2023	August 28, 2023
The Valuation Date scheduled to fall on November 21, 2023	November 28, 2023
The Valuation Date scheduled to fall on February 21, 2024	February 28, 2024

SETTLEMENT AMOUNT AND PAYOUT CONDITIONS

36. **Settlement:** Cash Settlement is applicable.

37. **Single Limb Payout (Payout Condition 1.1):** Not Applicable.

38. **Multiple Limb Payout (Payout Condition 1.2):** Applicable.

    (i) **Trigger Event (Payout Condition 1.2(a)(i)):** Not Applicable.

    (ii) **Payout 1 (Payout Condition 1.2(b)(i)(A)):** Applicable.

    – Redemption Percentage: 100 per cent. (100%).

    (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.
(xi)	**Payout 10 (Payout Condition 1.2(b)(i)(J)):**	Not Applicable.
(xii)	**Payout 11 (Payout Condition 1.2(b)(i)(K)):**	Not Applicable.
(xiii)	**Payout 12 (Payout Condition 1.2(b)(i)(L)):**	Not Applicable.
(xiv)	**Payout 13 (Payout Condition 1.2(b)(i)(M)):**	Not Applicable.
(xv)	**Downside Cash Settlement (Payout Condition 1.2(c)(i)(A)):**	Applicable, for the purpose of Payout Condition 1.2(c)(i)(A), Worst of Basket is applicable.
	(a) Minimum Percentage:	Not Applicable.
	(b) Final Value:	Final Closing Price.
	(c) Initial Value:	In respect of each Underlying Asset, the amount specified in the Underlying Asset Table in the column entitled "Initial Value" in the row corresponding to such Underlying Asset.
	(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 Value):	Not Applicable.
	(p) Reference Value (Initial Value):	Not Applicable.
	(q) Basket Strike:	Not Applicable.
	(xvi) **Downside Physical Settlement (Payout Condition 1.2(c)(ii)):**	Not Applicable.
39.	**Dual Currency Payout (Payout Condition 1.4):**	Not Applicable.
40.	**Warrants Payout (Payout Condition 1.3):**	Not Applicable.
41.	**Portfolio Payout (Payout Condition 1.5):**	Not Applicable.
42.	**Barrier Event Conditions (Payout Condition 2):**	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 Closing Price is applicable.
	(iii) Barrier Level:	In respect of each Underlying Asset, the value set forth in the Barrier and Trigger Table in the column entitled "Barrier Level" in the row corresponding to such Underlying Asset.
	(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.

BARRIER AND TRIGGER TABLE		
Underlying Asset	**Barrier Level**	**Trigger Level**
BAYGn.DE	EUR 33.594	Not Applicable
MRNA.OQ	USD 96.87	Not Applicable

43. **Trigger Event Conditions (Payout Condition 3):** Not Applicable.

44. **Currency Conversion:** Not Applicable.

45. **Physical Settlement (General Instrument Condition 9(e)):** Not Applicable.

46. **Non-scheduled Early Repayment Amount:** Fair Market Value.

    – Adjusted for Issuer Expenses and Costs: Applicable.

EXERCISE PROVISIONS

47. **Exercise Style of Certificates (General Instrument Condition 9):** The Certificates are European Style Instruments. General Instrument Condition 9(b) is applicable.

48. **Exercise Period:** Not Applicable.

49. **Specified Exercise Dates:** Not Applicable.

50. **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 Adjusted: Not Applicable.

51. **Redemption at the option of the Issuer (General Instrument Condition 18):** Not Applicable.

52. **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.

53. **Minimum Exercise Number (General Instrument Condition 12(a)):** Not Applicable.

54. **Permitted Multiple (General Instrument Condition 12(a)):** Not Applicable.

55. **Maximum Exercise Number:** Not Applicable.

56. **Strike Price:** Not Applicable.

57. **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

58. **Type of Certificates:** The Certificates are Share Linked Instruments – the Share Linked Conditions are applicable.

UNDERLYING ASSET TABLE					
Underlying Asset	**Bloomberg/ Reuters**	**ISIN**	**Exchange**	**Asset Initial Price**	**Initial Value**
The ordinary shares of Bayer AG ("**BAYGn.DE**")	BAYN GY <Equity> / BAYGn.DE	DE000BAY0017	Xetra	EUR 55.99	EUR 55.99
The ordinary shares of Moderna, Inc. ("**MRNA.OQ**")	MRNA UW <Equity> / MRNA.OQ	US60770K1079	NASDAQ Global Select Market	USD 161.45	USD 161.45

59. **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)	Extraordinary Event – Share Substitution:	Applicable.
(xviii)	Correction of Share Price:	Applicable.
(xix)	Correction Cut-off Date:	Default Correction Cut-off Date is applicable in respect of: each Reference Date.
(xx)	Depositary Receipts Provisions:	Not Applicable.
(xxi)	Closing Share Price (Italian Reference Price):	Not Applicable to any Underlying Asset.

	(xxii) Reference Price subject to Dividend Adjustment:	Not Applicable.
60.	**Index Linked Instruments:**	Not Applicable.
61.	**Commodity Linked Instruments (Single Commodity or Commodity Basket):**	Not Applicable.
62.	**Commodity Linked Instruments (Single Commodity Index or Commodity Index Basket):**	Not Applicable.
63.	**FX Linked Instruments:**	Not Applicable.
64.	**Inflation Linked Instruments:**	Not Applicable.
65.	**Fund Linked Instruments:**	Not Applicable.
66.	**Multi-Asset Basket Linked Instruments:**	Not Applicable.

GENERAL PROVISIONS APPLICABLE TO THE CERTIFICATES

67.	**FX 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 and FX Linked Condition 4 shall apply.
	(i) Base Currency:	Settlement Currency.
	(ii) Reference Currency:	USD.
	(iii) Reference Country:	The United States of America, the United Kingdom and the Euro-zone.
	(iv) CNY Financial Centre(s):	Not Applicable.
	(v) USD/CNY Exchange Rate:	Not Applicable.
	(vi) Currency Conversion Reference Country:	Not Applicable.
	(vii) USD/Affected Currency FX Rate:	As specified in FX Linked Condition 4.
	(a) Affected Currency:	Settlement Currency.
	(b) FX Disruption Event Cut-off Date (General Instrument Condition 2(a)):	Default FX Disruption Event Cut-off Date.
	(c) Adjusted Affected Payment Date (General Instrument Condition 2(a)):	Default Adjusted Affected Payment Date.

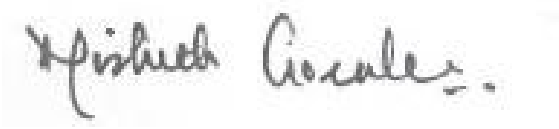
	(d) Affected Payment Cut-off Date (General Instrument Condition 2(a)):	Default Affected Payment Cut-off Date.
	(e) USD/Affected Currency FX Rate Fixing Price Sponsor Determination:	Applicable.
	(f) Fixing Price Sponsor:	Refinitiv Benchmark Services Limited.
	(g) Valuation Time:	At or around 4:00 p.m., London time.
	(viii) Trade Date:	Not Applicable.
68.	**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.
69.	**Additional Business Centre(s):**	Not Applicable.
70.	**Principal Financial Centre:**	Not Applicable.
71.	**Form of Certificates:**	Euroclear/Clearstream Instruments.
72.	**Representation of Holders:**	Not Applicable.
73.	**Identification information of Holders in relation to French Law Instruments (General Instrument Condition 3(d)):**	Not Applicable.
74.	**Minimum Trading Number (General Instrument Condition 5(c)):**	One Certificate.
75.	**Permitted Trading Multiple (General Instrument Condition 5(c)):**	One Certificate.
76.	**Calculation Agent (General Instrument Condition 22):**	Goldman Sachs International.
77.	**Governing law:**	English law.

DISTRIBUTION

78.	**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 and address 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.
79.	**Non-exempt Offer:**		An offer of the Certificates may be made by the Dealer other than pursuant to Article 1(4) of the EU Prospectus Regulation in the Republic of Italy (the "**Public Offer Jurisdiction**") during the period commencing on (and including) the first day on which the Certificates are traded on SeDeX and ending on (and including) the date on which the Dealer ceases to carry on active marketing activities in respect of the Certificates in the Public Offer Jurisdiction, which date is expected to fall on or around July 17, 2021 (the "**Offer Period**"). See further paragraph entitled "Terms and Conditions of the Offer" below.
80.	**(i)**	**Prohibition of Sales to EEA Retail Investors:**	Not Applicable.
	(ii)	**Prohibition of Sales to UK Retail Investors:**	Not Applicable.
81.	**Prohibition of Offer to Private Clients in Switzerland:**		Applicable.
82.	**Swiss withdrawal right pursuant to article 63 para 5 FinSO:**		Not Applicable.
83.	**Consent to use the Base Prospectus in Switzerland:**		Not Applicable.
84.	**Supplementary Provisions for Belgian Securities:**		Not Applicable.

Signed on behalf of Goldman Sachs International:



By: .....

Duly authorised

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OTHER INFORMATION

1.	**LISTING AND ADMISSION TO TRADING**	Application has been made by the Issuer (or on its behalf) for admission to trading of the Certificates on the SeDeX market, a multilateral trading facility organised and managed by Borsa Italiana S.p.A. The admission to trading of the Certificates is expected to be on or around the Issue Date. No assurances can be given that such application for admission to trading will be granted (or, if granted will be granted on 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**

Not Applicable. There are no estimated expenses charged to the investor by the Issuer.

5. **REASONS FOR THE OFFER, ESTIMATED NET AMOUNT OF PROCEEDS AND TOTAL EXPENSES**

(i)	Reasons for the offer:	Not Applicable.
(ii)	Estimated net amount of proceeds:	Not Applicable.
(iii)	Estimated total expenses:	Not Applicable.

6. **PERFORMANCE AND VOLATILITY OF THE UNDERLYING ASSET(S)**

Details of the past and further performance and volatility of each Underlying Asset may be obtained from Bloomberg and Reuters. However, past performance is not indicative of future performance.

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 S.A. and the relevant identification number(s):	The Certificates will be cleared indirectly through Monte Titoli S.p.A. through its bridge account.
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 Dealer other than pursuant to Article 1(4) of the EU Prospectus Regulation in the Republic of Italy (the "**Public Offer Jurisdiction**") during the period commencing on (and including) the first day on which the Certificates are traded on SeDeX and ending on (and including) the date on which the Dealer ceases to carry on active marketing activities in respect of the Certificates in the Public Offer Jurisdiction, which date is expected to fall on or around July 17, 2021 (the "**Offer Period**"). The Issuer will pay third parties to carry out advertising activities. 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 set out in one or more notices to be made available on *www.goldman-sachs.it*. The offer of the Certificates may be withdrawn in whole or in part at any time at the discretion of the Issuer or the Dealer and any such withdrawal will be set out in one or more notices to be made available on *www.goldman-sachs.it*.
Offer Price:	The Certificates will be offered at the market price which will be determined by the Dealer on a continuous basis in accordance with the market conditions then prevailing. Depending on market conditions, the offer price shall be equal, higher or lower than the Issue Price of the Certificates. Method Investments & Advisory Ltd (in its capacity as appointed specialist under the SeDeX rules) (the "**Specialist**") will publish offer prices (and bid prices) at which the Specialist is prepared to sell (and purchase) the Certificates on the SeDeX.
Conditions to which the offer is subject:	Not Applicable.
Description of the application process:	Certificates may be purchased from any market intermediary approved and admitted to trading on the SeDeX by Borsa Italiana S.p.A. (each, an "**Authorised**

	Intermediary"), and purchase and settlement of the Certificates shall be in accordance with the usual rules of the SeDeX.
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:	Not Applicable. Minimum amount of application: Minimum trading number (as specified in paragraph 74 of the Contractual Terms).
Details of the method and time limits for paying up and delivering the Certificates:	The Certificates will be issued by the Issuer on the Issue Date and held by it in inventory. Investors may purchase the Certificates on SeDeX by payment of the purchase price to an Authorised Intermediary. Purchase and sale contracts concluded on the SeDeX market shall be settled on the second day following their conclusion, subject to and in accordance with the applicable SeDeX rules.
Manner in and date on which results of the offer are to be made public:	Not Applicable.
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:	Not Applicable.
Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made:	Not Applicable. No dealings in Certificates may take place prior to the first day of trading of the Certificates on the SeDeX.
Amount of any expenses and taxes specifically charged to the subscriber or purchaser. Where required and to the extent they are known, include those expenses contained in the price:	The Entry Costs (as described in Commission Delegated Regulation (EU) 2017/653, which supplements Regulation (EU) No 1286/2014) contained in the price of the Securities as of the date of these Final Terms are EUR 2.92 per Certificate. 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. Please refer to "Italian Tax Considerations" and "United Kingdom Tax Considerations" in the section entitled "Taxation" in the Base Prospectus.

	Expenses, taxes and other fees may be charged by the Authorised Intermediary: potential purchasers of Certificates should check with the relevant Authorised Intermediary.
Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place:	The Dealer.

Consent to use the Base Prospectus

Identity of financial intermediary(ies) that are allowed to use the Base Prospectus:	The Dealer.
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 Dealer (the "**Authorised Offeror**") in the Public Offer Jurisdiction. The 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 EUR 100 per Certificate and the Calculation Amount is EUR 100;

(ii) the Initial Closing Price is, in respect of the Underlying Asset which is (i) BAYGn.DE, EUR 55.99, and (ii) MRNA.OQ, USD 161.45;

(iii) the Autocall Level is, in respect of the Underlying Asset which is (i) BAYGn.DE, EUR 55.99, and (ii) MRNA.OQ, USD 161.45;

(iv) the Coupon Barrier Level is, in respect of the Underlying Asset which is (i) BAYGn.DE, EUR 33.594, and (ii) MRNA.OQ, USD 96.87;

(v) the Barrier Level is, in respect of the Underlying Asset which is (i) BAYGn.DE, EUR 33.594, and (ii) MRNA.OQ, USD 96.87; and

(vi) the Coupon Value Multiplicand is 0.0295 and the Redemption Percentage is 100 per cent. (100%).

AUTOMATIC EARLY EXERCISE

Example 1 – Automatic Early Exercise and Coupon Amount: ***The Reference Price of each Underlying Asset for the first Valuation Date (scheduled to fall on August 23, 2021) is greater than or equal to its respective Autocall Level. The Coupon Value Multiplier corresponding to such Coupon Observation Date is one.***

In this Example, the Certificates will be exercised on such Valuation Date, and the Automatic Early Exercise Amount payable per Certificate on the Automatic Early Exercise Date immediately following such Valuation Date will be an amount in the Settlement Currency equal to the Autocall Event Amount, i.e., EUR 100. Additionally, a Coupon Amount per Certificate will be payable on the Coupon Payment Date falling on such Automatic Early Exercise Date, and such Coupon Amount will be an amount in the Settlement Currency equal to the *product* of (i) the Calculation Amount, *multiplied* by (ii) the Coupon Value Multiplier corresponding to such Coupon Observation Date, and further *multiplied* by (iii) the Coupon Value Multiplicand, i.e., EUR 2.95.

Example 2 – no Automatic Early Exercise but Coupon Amount: ***The Reference Price of one Underlying Asset for the first Valuation Date (scheduled to fall on August 23, 2021) is less than its Autocall Level but greater than or equal to its Coupon Barrier Level and the Reference Price of the other Underlying Asset for such Valuation Date is greater than or equal to its Autocall Level. The Coupon Value Multiplier corresponding to such Coupon Observation Date is one.***

In this Example, the Certificates will not be exercised on such Valuation Date, and no Automatic Early Exercise Amount will be payable on the Automatic Early Exercise Date immediately following such Valuation Date. A Coupon Amount per Certificate will be payable on the Coupon Payment Date falling on such Automatic Early Exercise Date, and such Coupon Amount will be an amount in the Settlement Currency equal to the *product* of (i) the Calculation Amount, *multiplied* by (ii) the Coupon Value Multiplier corresponding to such Coupon Observation Date, and further *multiplied* by (iii) the Coupon Value Multiplicand, i.e., EUR 2.95.

Example 3 – no Automatic Early Exercise and no Coupon Amount: ***The Reference Price of one Underlying Asset for the first Valuation Date (scheduled to fall on August 23, 2021) is less than its Coupon Barrier Level and the Reference Price of the other Underlying Asset for such Valuation Date is greater than or equal to its Autocall Level.***

In this Example, the Certificates will not be exercised on such Valuation Date, and no Automatic Early Exercise Amount will be payable on the Automatic Early Exercise Date immediately following such Valuation Date. No Coupon Amount will be payable on the Coupon Payment Date immediately following such Valuation Date.

Example 4 – Automatic Early Exercise and Coupon Amount: ***The Reference Price of each Underlying Asset for the sixth Valuation Date (scheduled to fall on November 21, 2022) is greater than or equal to its respective Autocall Level. The Coupon Value Multiplier corresponding to such Coupon Observation Date is six.***

In this Example, the Certificates will be exercised on such Valuation Date, and the Automatic Early Exercise Amount payable per Certificate on the Automatic Early Exercise Date immediately following such Valuation Date will be an amount in the Settlement Currency equal to the Autocall Event Amount, i.e., EUR 100. Additionally, a Coupon Amount per Certificate will be payable on the Coupon Payment Date falling on such Automatic Early Exercise Date, and such Coupon Amount will be an amount in the Settlement Currency equal to the *difference* between (i) the *product* of (a) the Calculation Amount, *multiplied* by (b) 0.177, *minus* (ii) the *aggregate* of the Coupon Amounts (if any) per Certificate previously paid on the Coupon Payment Dates preceding such Valuation Date.

Example 5 – no Automatic Early Exercise but Coupon Amount: ***The Reference Price of one Underlying Asset for the sixth Valuation Date (scheduled to fall on November 21, 2022) is less than its Autocall Level but greater than or equal to its Coupon Barrier Level and the Reference Price of the other Underlying Asset for such Valuation Date is greater than or equal to its Autocall Level. The Coupon Value Multiplier corresponding to such Coupon Observation Date is six.***

In this Example, the Certificates will not be exercised on such Valuation Date, and no Automatic Early Exercise Amount will be payable on the Automatic Early Exercise Date immediately following such Valuation Date. A Coupon Amount per Certificate will be payable on the Coupon Payment Date falling on such Automatic Early Exercise Date, and such Coupon Amount will be an amount in the Settlement Currency equal to the *difference* between (i) the *product* of (a) the Calculation Amount, *multiplied* by (b) 0.177, *minus* (ii) the *aggregate* of the Coupon Amounts (if any) per Certificate previously paid on the Coupon Payment Dates preceding such Valuation Date.

Example 6 – no Automatic Early Exercise and no Coupon Amount: ***The Reference Price of one Underlying Asset for the sixth Valuation Date (scheduled to fall on November 21, 2022) is less than its Coupon Barrier Level and the Reference Price of the other Underlying Asset for such Valuation Date is greater than or equal to its Autocall Level.***

In this Example, the Certificates will not be exercised on such Valuation Date, and no Automatic Early Exercise Amount will be payable on the Automatic Early Exercise Date immediately following such Valuation Date. No Coupon Amount will be payable on the Coupon Payment Date immediately following such Valuation Date.

SETTLEMENT AMOUNT

Example 7 – neutral scenario and Coupon Amount: ***The Certificates have not been exercised on an Applicable Date, and the Final Closing Price of each Underlying Asset is greater than or equal to its respective Barrier Level. The Coupon Value Multiplier corresponding to such Coupon Observation Date is 12.***

In this Example, the Certificates will be exercised on the Final Reference Date, and the Settlement Amount payable per Certificate 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 100. Additionally, a Coupon Amount per Certificate will be payable on the Coupon Payment Date falling on the Maturity Date, and such Coupon Amount will be an amount in the Settlement Currency equal to the *difference* between (i) the *product* of (a) the Calculation Amount, *multiplied* by (b) 0.354, *minus* (ii) the *aggregate* of the Coupon Amounts (if any) per Certificate previously paid on the Coupon Payment Dates preceding the Final Reference Date.

<u>Example 8 – negative scenario and no Coupon Amount:</u> ***The Certificates have not been exercised on an Applicable Date, the Final Closing Price of one Underlying Asset is 59 per cent. (59%) of its Initial Closing Price and the Final Closing Price of the other Underlying Asset is 60 per cent. (60%) or more of its Initial Closing Price.***

In this Example, the Certificates will be exercised on the Final Reference Date, and the Settlement Amount payable per Certificate 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 *quotient* of (a) the Final Closing Price of the Final Worst Performing Asset, *divided* by (b) the Initial Closing Price of the Final Worst Performing Asset, i.e., EUR 59. No Coupon Amount will be payable on the Coupon Payment Date falling on the Maturity Date. **In this Example, an investor who purchased the Certificates at the Issue Price will sustain a substantial loss of the amount invested in the Certificates (apart from any Coupon Amounts received prior to the Maturity Date).**

<u>Example 9 – negative scenario and no Coupon Amount:</u> ***The Certificates have not been exercised on an Applicable Date, the Final Closing Price of one Underlying Asset is zero per cent. (0%) of its Initial Closing Price and the Final Closing Price of the other Underlying Asset is 60 per cent. (60%) or more of its Initial Closing Price.***

In this Example, the Certificates will be exercised on the Final Reference Date, and the Settlement Amount payable per Certificate 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 *quotient* of (a) the Final Closing Price of the Final Worst Performing Asset, *divided* by (b) the Initial Closing Price of the Final Worst Performing Asset, i.e., zero. No Coupon Amount will be payable on the Coupon Payment Date falling on the Maturity Date. **In this Example, an investor will sustain a total loss of the amount invested in the Certificates (apart from any Coupon Amounts received prior to the Maturity Date).**

ISSUE-SPECIFIC SUMMARY OF THE SECURITIES

INTRODUCTION AND WARNINGS

This Summary should be read as an introduction to the Prospectus (comprised of the Base Prospectus 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.

You are about to purchase a product that is not simple and may be difficult to understand.

Securities: Issue of 100,000 Three-Year Quanto EUR Worse of Memory Phoenix Autocallable Certificates on the ordinary shares of Bayer AG and Moderna, Inc., due May 28, 2024 (ISIN: GB00BN341P19) (the "**Securities**").

Issuer: Goldman Sachs International ("**GSI**"). Its registered office is Plumtree Court, 25 Shoe Lane, London EC4A 4AU, England and its Legal Entity Identifier ("**LEI**") is W22LROWP2IHZNBB6K528 (the "**Issuer**").

Authorised Offeror(s): The authorised offeror is Goldman Sachs International, Plumtree Court, 25 Shoe Lane, London EC4A 4AU, England. The authorised offeror is a private unlimited liability company incorporated in England mainly operating under English law. Its LEI is W22LROWP2IHZNBB6K528 (the "**Authorised Offeror**").

Competent authority: The Base Prospectus was approved on July 17, 2020 by the Luxembourg *Commission de Surveillance du Secteur Financier* of 283 Route d'Arlon, 1150 Luxembourg (Telephone number: (+352) 26 25 1-1; Fax number: (+352) 26 25 1 – 2601; Email: direction@cssf.lu).

KEY INFORMATION ON THE ISSUER

Who is the Issuer of the Securities?

Domicile and legal form, law under which the Issuer operates and country of incorporation: 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.

Issuer's principal activities: 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.

Major shareholders, including whether it is directly or indirectly owned or controlled and by whom: 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. ("**GSG**").

Key directors: The directors of GSI are Jose M. D. Barroso, Sally A. Boyle, Richard J. Gnodde, Lord Anthony S. Grabiner, Sam P. Gyimah, Nigel Harman, Esta E. Stecher, Dermot W. McDonogh, Marius O. Winkelman, Therese L. Miller and Catherine G. Cripps.

Statutory auditors: GSI's statutory auditor is PricewaterhouseCoopers LLP, of 7 More London Riverside, London, SE1 2RT, England

What is the key financial information regarding the Issuer?

The following table shows selected key historical financial information prepared in accordance with international accounting standards in conformity with the requirements of the Companies Act 2006 and International Financial Reporting Standards ("**IFRS**") adopted pursuant to Regulation (EC) No 1606/2002 as it applies in the E.U. in relation to the Issuer which is derived from the audited financial statements as of December 31, 2020 for each of the two years in the period ended December 31, 2020 and November 30, 2019 and the unaudited Financial Information for the period ended March 31, 2021. GSI's 2019 Financial Statements have been prepared under United Kingdom Generally Accepted Accounting Practices ("**U.K. GAAP**") in accordance with FRS 101 Reduced Disclosure Framework ("**FRS 101**"). As such, GSI has prepared IFRS transition disclosures required by IFRS 1 (First-time adoption of International Financial Reporting Standards).

Summary information – income statement

(in USD millions except for share amounts)	Year ended December 31, 2020 (audited)	Year ended November 30, 2019 (audited)	Three months ended March 31, 2021 (unaudited)	Three months ended February 29, 2020 (unaudited)

Selected income statement data		IFRS	U.K. GAAP		
Total interest income	4,196	7,659	7,509	808	1,515
Non-interest income[1]	10,996	8,292	8,292	3,521	2,044
Profit before taxation	3,524	2,434	2,426	840	419
Operating profit	N/A	N/A	2,656	N/A	N/A
Dividend per share	N/A	1.7	1.7	N/A	N/A
Summary information – balance sheet					
(in USD millions)	**As at December 31, 2020 (audited)**	**As at November 30, 2019 (audited)**		**As at March 31, 2021 (unaudited)**	
		IFRS	**U.K. GAAP**		
Total current assets	1,263,014	1,035,557	1,040,845	N/A	
Total unsecured borrowings[2]	80,351	88,669	87,450	74,003	
Amounts due from broker/dealers and customers	90,380	71,807	59,102	91,168	
Amounts due to broker/dealers and customers	100,519	84,968	62,254	104,976	
Total shareholder's equity	36,578	34,248	34,248	37,208	
(in per cent.)					
Common Equity Tier 1 (CET1) capital ratio	10.7	11.6	11.6	10.1	
Total capital ratio	14.0	15.7	18.3	13.2	
Tier 1 leverage ratio	10.0	10.7	4.4	N/A	

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

[1] "Fees and commissions" are included within "non-interest income" and therefore are not included as a single line item.

[2] "Subordinated loans" are included within "total unsecured borrowings" and therefore are not included as a single line item.

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) 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 SA/NV and Clearstream Banking S.A., and cleared indirectly through Monte Titoli S.p.A. through its bridge account.

The issue date of the Securities is May 24, 2021 (the "**Issue Date**"). The issue price of the Securities is EUR 100 per Security (the "**Issue Price**").

ISIN: GB00BN341P19; Common Code: 208063600; Valoren: 111149665.

Currency, denomination, number 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 100. The aggregate number of Securities is 100,000.

Maturity Date: May 28, 2024. This is the date on which the Securities are scheduled to be redeemed, 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 Coupon Amount(s) and 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 / Reuters / ISIN	Exchange
The ordinary shares of Bayer AG	BAYN GY <Equity> / BAYGn.DE / DE000BAY0017	Xetra
The ordinary shares of Moderna, Inc.	MRNA UW <Equity> / MRNA.OQ / US60770K1079	NASDAQ Global Select Market

Coupon Amount: on a Coupon Observation Date:

- if the Reference Price of each Underlying Asset is greater than or equal to its respective Coupon Barrier Level, then a Coupon Amount in EUR in respect of each Security will be payable on the following Coupon Payment Date, calculated in accordance with the following formula:

$$(\mathrm{CA} \times \mathrm{CV}) - \mathrm{APCA}; \text{ or}$$

- if the Reference Price of any Underlying Asset is less than its Coupon Barrier Level, then no Coupon Amount will be payable on the following Coupon Payment Date.

Autocall Event Amount: on an Autocall Observation Date, if the Reference Price of each Underlying Asset is greater than or equal to its respective Autocall Level then the Securities will be exercised early on such Autocall Observation Date, and the Autocall Event Amount payable in respect of each Security on the following Autocall Payment Date will be an amount equal to EUR 100.

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:

- if the Final Closing Price of each Underlying Asset is greater than or equal to its respective Barrier Level, an amount equal to EUR 100; or
- if the Final Closing Price of any Underlying Asset is less than its Barrier Level, an amount calculated in accordance with the following formula:

$$\mathrm{CA} \times \frac{\text{Final Reference Value}}{\text{Initial Reference Value}}$$

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 in relation to the underlying assets; 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:

- **APCA:** for each Coupon Observation Date, the *sum* of each Coupon Amount paid in respect of one Security on all Coupon Payment Dates (if any) preceding such Coupon Observation Date.
- **Autocall Level:** in respect of the Underlying Asset which is (i) BAYGn.DE, EUR 55.99, and (ii) MRNA.OQ, USD 161.45.
- **Autocall Observation Dates:** each Coupon Observation Date other than the Coupon Observation Date scheduled to fall in May 2024.
- **Autocall Payment Dates:** each Coupon Payment Date other than the Coupon Payment Date scheduled to fall in May 2024.
- **Barrier Level:** in respect of the Underlying Asset which is (i) BAYGn.DE, EUR 33.594, and (ii) MRNA.OQ, USD 96.87.
- **CA:** Calculation Amount, EUR 100.
- **Coupon Barrier Level:** in respect of the Underlying Asset which is (i) BAYGn.DE, EUR 33.594, and (ii) MRNA.OQ, USD 96.87.
- **Coupon Observation Dates:** the Coupon Observation Dates occur on a specified day quarterly in each year, starting from August 2021 and ending in May 2024, in each case, subject to adjustment in accordance with the terms and conditions.
- **Coupon Payment Dates:** in respect of each Coupon Observation Date, the fifth business day following such Coupon Observation Date, in each case, subject to adjustment in accordance with the terms and conditions.
- **Coupon Value Multiplicand:** 0.0295.
- **Coupon Value Multiplier:** a series of unique ascending whole numbers for the Coupon Observation Dates, starting from 1 for the first Coupon Observation Date, and running to 12 for the 12th Coupon Observation Date.
- **CV:** in respect of a Coupon Observation Date, an amount equal to the *product* of (i) the Coupon Value Multiplier corresponding to such Coupon Observation Date, *multiplied* by (ii) the Coupon Value Multiplicand.
- **Final Closing Price:** in respect of each Underlying Asset, its Reference Price on May 21, 2024, subject to adjustment in accordance with the terms and conditions.
- **Final Reference Value:** the Final Closing Price of the Final Worst Performing Asset.
- **Final Worst Performing Asset:** the Underlying Asset with the lowest performance. The performance of each Underlying Asset is an amount equal to the *quotient* of (i) its Final Closing Price, *divided* by (ii) its Initial Closing Price.
- **Initial Closing Price:** in respect of the Underlying Asset which is (i) BAYGn.DE, EUR 55.99, and (ii) MRNA.OQ, USD 161.45.
- **Initial Reference Value:** 100 per cent. (100%) of the Initial Closing Price of the Final Worst Performing Asset.
- **Reference Price:** in respect of each Underlying Asset, the closing share price of such Underlying Asset for the relevant date

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?

The Securities will not be admitted to trading on any regulated market. Application has been made to admit the Securities to trading on the SeDeX market, a multilateral trading facility organised and managed by Borsa Italiana S.p.A.

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.

Risks relating to certain features of the Securities:

- The terms and conditions of your Securities provide that the Securities are subject to a cap. Therefore, 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 price of an Underlying Asset 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.
- The terms and conditions of your Securities provide that the return on the Securities depends on the "worse-of" performance of the basket of Underlying Assets. Therefore, you will be exposed to the performance of each Underlying Asset and, in particular, to the Underlying Asset which has the worse performance. This means that, irrespective of how the other Underlying Asset performs, if any Underlying Asset fails to meet a relevant threshold or barrier for the payment of interest or the calculation of any settlement amount, you may receive no interest payments and/or could lose some or all of your initial investment.

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 depends on the performance of one or more Underlying Assets. The price of an Underlying Asset 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 price of an Underlying Asset, 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 Assets as indicative of the range of, or trends in, fluctuations in the Underlying Assets that may occur in the future. The Underlying Assets 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 Assets 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 by the Authorised Offeror in the Republic of Italy (the "**Public Offer Jurisdiction**") during the period commencing on (and including) the first day on which the Securities are traded on SeDeX and ending on (and including) the date on which the Authorised Offeror ceases to carry on active marketing activities in respect of the Securities in the Public Offer Jurisdiction, which date is expected to fall on or around July 17, 2021. The Issuer will pay third parties

to carry out advertising activities. The Securities will be offered at the market price which will be determined by the Authorised Offeror on a continuous basis in accordance with the market conditions then prevailing. Securities may be purchased from any market intermediary approved and admitted to trading on the SeDeX by Borsa Italiana S.p.A., and purchase and settlement of the Securities shall be in accordance with the usual rules of the SeDeX.
Estimated expenses charged to the investor by the Issuer/offeror: Not applicable. There are no estimated expenses charged to the investor by the Issuer.
Who is the offeror and/or the person asking for admission to trading?
See the item entitled "Authorised Offeror(s)" above. The Issuer is the entity that requested for the admission to trading of the Securities on the SeDeX market, a multilateral trading facility organised and managed by Borsa Italiana S.p.A.
Why is this Prospectus being produced?
Reasons for the offer or for the admission to trading on a regulated market, estimated net amount of 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: 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 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 Assets or any derivative instruments referencing them, but which the Issuer is under no obligation (and may be subject to legal prohibition) to disclose.