

The Securities do not constitute a participation in a Collective Investment Scheme within the meaning of the Swiss Federal Act on Collective Investment Schemes ("CISA"). The Securities are neither subject to the authorisation nor to the supervision by the Swiss Financial Market Supervisory Authority FINMA and investors do not benefit from the specific investor protection provided under the CISA. Investors should be aware that they are exposed to the credit risk of the relevant Issuer and the relevant Guarantor, if any, respectively.

Final Terms dated July 20, 2023

**GOLDMAN SACHS FINANCE CORP INTERNATIONAL LTD**

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

**Issue of Three Series of Three-Year EUR Memory Digital Coupon Certificates  
linked to Indices, due July 20, 2026**

**(the "Certificates" or the "Securities")**

**Guaranteed by The Goldman Sachs Group, Inc.**

**CONTRACTUAL TERMS**

Terms used herein shall have the same meaning as in the General Instrument Conditions, the Payout Conditions, the Coupon Payout Conditions and the applicable Underlying Asset Conditions set forth in the base prospectus dated January 13, 2023 (expiring on January 13, 2024) (the "**Base Prospectus**") as supplemented by the supplements to the Base Prospectus dated January 30, 2023, February 14, 2023, March 15, 2023, May 5, 2023, May 12, 2023 and June 12, 2023, and as further supplemented by any supplements (if any) up to, and including, the date of these Final Terms, together with any further supplement(s) dated on or after the date of these Final Terms but prior to or on the Issue Date of the Certificates (save for any such further supplement(s) which are expressed to apply only to Final Terms dated on or after the date of such further supplement(s)). This document constitutes the Final Terms of the Certificates described herein for the purposes of Article 8 of the Regulation (EU) 2017/1129 (as amended, the "**EU Prospectus Regulation**") and must be read in conjunction with such Base Prospectus as so supplemented. Full information on the Issuer, the Guarantor and the offer of the Certificates is only available on the basis of the combination of these Final Terms and the Base Prospectus, as supplemented up to, and including, the closing of the Offer Period, which together constitute a base prospectus for the purposes of the EU Prospectus Regulation. The Base Prospectus and the supplements to the Base Prospectus are available for viewing at [www.luxse.com](http://www.luxse.com) 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](http://www.goldman-sachs.it).

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

These Final Terms cover two or more Series of Securities, as specified in the table(s) set out in the section entitled "SPECIFIC PROVISIONS FOR EACH SERIES" below. Unless otherwise specified in these Final Terms or the Conditions, the provisions below and the Conditions shall be construed as applying separately to each Series of Securities.

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:** July 20, 2023.
7. **Maturity Date:** Scheduled Maturity Date is July 20, 2026.
  - (i) Strike Date: July 19, 2023.
  - (ii) Relevant Determination Date (General Instrument Condition 2(a)): 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.
  - (ix) One-Delta Open-Ended Optional: Not Applicable.

Redemption Payout:

8. **Underlying Asset(s):** In respect of each Series, the Index (as defined below) for such Series.

**VALUATION PROVISIONS**

9. **Valuation Date(s):** July 15, 2024, July 14, 2025 and July 13, 2026.  
– Final Reference Date: The Valuation Date scheduled to fall on July 13, 2026.
10. **Entry Level Observation Dates:** Not Applicable.
11. **Initial Valuation Date(s):** July 19, 2023.
12. **Averaging:** Not Applicable.
13. **Asset Initial Price:** In respect of each Series and the Underlying Asset corresponding to such Series, the Initial Closing Price.
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. **Fixed Rate Instrument Conditions (General Instrument Condition 13):** Not Applicable.
23. **BRL FX Conditions (Coupon Payout Condition 1.1(c)):** Not Applicable.
24. **FX Security Conditions (Coupon Payout Condition 1.1(d)):** Not Applicable.
25. **Floating Rate Instrument Conditions (General Instrument Condition 14):** Not Applicable.
26. **Change of Interest Basis (General Instrument Condition 15):** Not Applicable.
27. **Alternative Fixed Coupon Amount (Coupon Payout Condition 1.1):** Not Applicable.

28. **Lock-In Coupon Amount (Coupon Payout Condition 1.1(f)):** Not Applicable.
29. **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 a Coupon Observation Date and the Underlying Asset, the amount set forth for the Underlying Asset in the Contingent Coupon Table in the column entitled "Coupon Barrier Level" in the row corresponding to the Coupon Observation Date.
    - (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".
  - Set of Coupon Barrier Averaging Dates: Not Applicable
  - (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: In respect of each Series, as specified in the table set out in "Specific Provisions for each Series" below.
  - (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 Coupon Observation Date corresponding to such Coupon Payment Date.
- (xi) Multi-Coupon Value: Not Applicable.
- (xii) Simultaneous Coupon Conditions: Not Applicable.

<b>Contingent Coupon Table</b>			
<b>Coupon Observation Date</b>	<b>Coupon Payment Date</b>	<b>Coupon Barrier Level</b>	<b>Coupon Value Multiplier</b>
The Valuation Date scheduled to fall on July 15, 2024	July 22, 2024	100 per cent. (100%) of the Asset Initial Price	1
The Valuation Date scheduled to fall on July 14, 2025	July 21, 2025	100 per cent. (100%) of the Asset Initial Price	2
Final Reference Date	Maturity Date	100 per cent. (100%) of the Asset Initial Price	3

30. **Range Accrual Coupon (Coupon Payout Condition 1.4):** Not Applicable.
31. **Performance Coupon (Coupon Payout Condition 1.5):** Not Applicable.
32. **Dual Currency Coupon (Coupon Payout Condition 1.6):** Not Applicable.
33. **Dropback Security (Coupon Payout Condition 1.7):** Not Applicable.
34. **Inflation Index Linked Coupon (Coupon Payout Condition 1.8):** Not Applicable.

**AUTOCALL PAYOUT CONDITIONS**

35. **Automatic Early Exercise (General Instrument Condition 17):** Not Applicable.
36. **Autocall Payout Conditions:** Not Applicable.

**SETTLEMENT AMOUNT AND PAYOUT CONDITIONS**

37. **Settlement:** Cash Settlement is applicable.

38. **Single Limb Payout (Payout Condition 1.1):** Applicable.
- (i) **Participation Security (Payout Condition 1.1(a)(i)):** Not Applicable.
  - (ii) **Participation FX Security (Payout Condition 1.1(a)(ii)):** Not Applicable.
  - (iii) **Delta-One Security (Payout Condition 1.1(a)(iii)):** Not Applicable.
  - (iv) **Delta-One Security (Performance) (Payout Condition 1.1(a)(iv)):** Not Applicable.
  - (v) **BRL FX Conditions (Payout Condition 1.1(a)(v)):** Not Applicable.
  - (vi) **FX Security Conditions (Payout Condition 1.1(a) (vi)):** Not Applicable.
  - (vii) **Redemption Percentage (Payout Condition 1.1(a) (vii)):** Applicable.
    - Redemption Percentage: 100 per cent. (100%).
  - (viii) **Variable Floor Participation Security (Payout Condition 1.1(a) (viii)):** Not Applicable.
  - (ix) **Modified Participation Security (Payout Condition 1.1(a)(ix)):** Not Applicable.
  - (x) **Modified Participation FX Security (Payout Condition 1.1(a)(x)):** Not Applicable.
  - (xi) **Alternative Redemption Percentage (Payout Condition 1.1(a)(xi)):** Not Applicable.
  - (xii) **Call Security (Payout Condition 1.1(a)(xii)):** Not Applicable.
  - (xiii) **Modified Call Security (Payout Condition 1.1(a)(xiii)):** Not Applicable.
  - (xiv) **Dropback Security (Payout Condition 1.1(a)(xiv)):** Not Applicable.
39. **Multiple Limb Payout (Payout Condition 1.2):** Not Applicable.
40. **Dual Currency Payout (Payout Condition 1.2):** Not Applicable.

**1.4):**

41. **Warrants Payout (Payout Condition 1.3):** Not Applicable.
42. **Portfolio Payout (Payout Condition 1.5):** Not Applicable.
43. **One-Delta Open-Ended Optional Redemption Payout (Payout Condition 1.6):** Not Applicable.
44. **Basket Dispersion Lock-In Payout (Payout Condition 1.7):** Not Applicable.
45. **Barrier Event Conditions (Payout Condition 2):** Not Applicable.
46. **Trigger Event Conditions (Payout Condition 3):** Not Applicable.
47. **Currency Conversion:** Not Applicable.
48. **Physical Settlement (General Instrument Condition 9(e)):** Not Applicable.
49. **Non-scheduled Early Repayment Amount:** Fair Market Value.
- Adjusted for Issuer Expenses and Costs: Applicable.

**EXERCISE PROVISIONS**

50. **Exercise Style of Certificates (General Instrument Condition 9):** The Certificates are European Style Instruments. General Instrument Condition 9(b) is applicable.
51. **Exercise Period:** Not Applicable.
52. **Specified Exercise Dates:** Not Applicable.
53. **Expiration Date:** The Final Reference Date.
- Expiration Date is Business Day Adjusted: Not Applicable.
54. **Redemption at the option of the Issuer (General Instrument Condition 18):** Not Applicable.
55. **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.
56. **Minimum Exercise Number (General Instrument Condition 12(a)):** Not Applicable.

57. **Permitted Multiple (General Instrument Condition 12(a)):** Not Applicable.
58. **Maximum Exercise Number:** Not Applicable.
59. **Strike Price:** Not Applicable.
60. **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 / SWAP RATE LINKED INSTRUMENT / CREDIT LINKED INSTRUMENT**

61. **Type of Certificates:** The Certificates are Index Linked Instruments – the Index Linked Conditions are applicable
62. **Share Linked Instruments:** Not Applicable.
63. **Index Linked Instruments:** Applicable.
- (i) Single Index or Index Basket or Multi-Asset Basket: Single Index.
- (ii) Name of Index(ices): In respect of each Series, as specified in the table set out in "Specific Provisions for each Series" below.
- (iii) Type of Index: In respect of each Series, as specified in the table set out in "Specific Provisions for each Series" below.
- (iv) Exchange(s): In respect of each Series, as specified in the table set out in "Specific Provisions for each Series" below.
- (v) Related Exchange(s): All Exchanges.
- (vi) Options Exchange: Not Applicable.
- (vii) Index Sponsor: In respect of each Series, as specified in the table set out in "Specific Provisions for each Series" below.
- (viii) Index Currency: EUR.
- (ix) Relevant Screen Page: Not Applicable.
- (x) Valuation Time: Default Valuation Time.
- (xi) Index-Linked Derivatives Contract Provisions: Not Applicable.
- (xii) Single Index and Reference Dates – Consequences of Disrupted Days: Applicable in respect of each Reference Date – as specified in Index Linked Condition 1.1.
- (a) Maximum Days of Disruption: As specified in Index Linked Condition 8.



(b) No Adjustment:	Not Applicable.
(xiii) Single Index and Averaging Reference Dates – Consequences of Disrupted Days:	Not Applicable.
(xiv) Index Basket and Reference Dates – Basket Valuation (Individual Scheduled Trading Day and Individual Disrupted Day):	Not Applicable.
(xv) Index Basket and Averaging Reference Dates – Basket Valuation (Individual Scheduled Trading Day and Individual Disrupted Day):	Not Applicable.
(xvi) Index Basket and Reference Dates – Basket Valuation (Common Scheduled Trading Day but Individual Disrupted Day):	Not Applicable.
(xvii) Index Basket and Averaging Reference Dates – Basket Valuation (Common Scheduled Trading Day but Individual Disrupted Day):	Not Applicable.
(xviii) Index Basket and Reference Dates – Basket Valuation (Common Scheduled Trading Day and Common Disrupted Day):	Not Applicable.
(xix) Index Basket and Averaging Reference Dates – Basket Valuation (Common Scheduled Trading Day and Common Disrupted Day):	Not Applicable.
(xx) Fallback Valuation Date:	Not Applicable.
(xxi) Specified Number of Strategy Business Days:	Not Applicable.
(xxii) Index Modification:	See Index Linked Condition 3.2.
(xxiii) Index Cancellation:	See Index Linked Condition 3.2.
(xxiv) Index Disruption:	See Index Linked Condition 3.2.
(xxv) Administrator/Benchmark Event:	See Index Linked Condition 3.2.
(xxvi) Change in Law:	Applicable.
(xxvii) Correction of Index Level:	Applicable.
(xxviii) Correction Cut-off Date:	Default Correction Cut-off Date is applicable in respect

		of: each Reference Date.
	(xxix) Index Disclaimer:	Applicable to an Index.
	(xxx) Reference Price subject to Decrement Adjustment:	Not Applicable.
64.	<b>Commodity Linked Instruments (Single Commodity or Commodity Basket):</b>	Not Applicable.
65.	<b>Commodity Linked Instruments (Single Commodity Index or Commodity Index Basket):</b>	Not Applicable.
66.	<b>FX Linked Instruments:</b>	Not Applicable.
67.	<b>Inflation Linked Instruments:</b>	Not Applicable.
68.	<b>Fund-Linked Instruments:</b>	Not Applicable.
69.	<b>Multi-Asset Basket Linked Instruments:</b>	Not Applicable.
70.	<b>Swap Rate Linked Instruments:</b>	Not Applicable.
71.	<b>Credit Linked Certificates:</b>	Not Applicable.
<b>GENERAL PROVISIONS APPLICABLE TO THE CERTIFICATES</b>		
72.	<b>FX Disruption Event/ FX Linked Conditions Disruption Event/ CNY FX Disruption Event/ Currency Conversion Disruption Event (General Instrument Condition 16):</b>	FX Disruption Event is applicable to the Instruments – General Instrument Condition 16 shall apply.
73.	<b>Hedging Disruption:</b>	Applicable.
74.	<b>Rounding (General Instrument Condition 27):</b>	
	(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.
75.	<b>Additional Business Centre(s):</b>	Not Applicable.
	– Non-Default Business Day:	Not Applicable.
76.	<b>Principal Financial Centre:</b>	Not Applicable.
	– Non-Default Principal Financial Centre:	Not Applicable.

77. **Form of Certificates:** Euroclear/Clearstream Instruments.
78. **Representation of Holders:** Not Applicable.
79. **Identification information of Holders in relation to French Law Instruments (General Instrument Condition 3(d)):** Not Applicable.
80. **Minimum Trading Number (General Instrument Condition 5(c)):** One Certificate.
81. **Permitted Trading Multiple (General Instrument Condition 5(c)):** One Certificate.
82. **Calculation Agent (General Instrument Condition 22):** Goldman Sachs International.
83. **Governing law:** English law.

#### **DISTRIBUTION**

84. **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.
85. **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 day on which the Certificates are admitted to trading on the EuroTLX market, a multilateral trading facility organised and managed by Borsa Italiana S.p.A. (the "**EuroTLX Market**"), 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 December 21, 2023 (the "**Offer Period**"). See further paragraph entitled "Terms and Conditions of the Offer" below.
86. (i) **Prohibition of Sales to EEA Retail Investors:** Not Applicable.

- (ii) **Prohibition of Sales to UK Retail Investors** Not Applicable.
- 87. **Prohibition of Offer to Private Clients in Switzerland:** Not Applicable.
- 88. **Swiss withdrawal right pursuant to article 63 para 5 FinSO:** Not Applicable.
- 89. **Consent to use the Base Prospectus in Switzerland:** Not Applicable.
- 90. **Supplementary Provisions for Belgian Securities:** Not Applicable.

Signed on behalf of Goldman Sachs Finance Corp International Ltd:

By: .....

Duly authorised

**SPECIFIC PROVISIONS FOR EACH SERIES**

<b>ISIN</b>	<b>Common Code</b>	<b>Valoren</b>	<b>PIPG Tranche Number</b>	<b>Coupon Value Multiplied</b>	<b>Underlying Asset or the Index</b>	<b>Bloomberg / Refinitiv</b>	<b>Type of Index</b>	<b>Exchange</b>	<b>Index Sponsor</b>
JE00BLS3 CQ73	248715774	127060007	570448	0.0495	FTSE MIB Index	FTSEMIB <Index> /.FTMIB	Unitary Index	Borsa Italiana	FTSE International Limited
JE00BLS3 CR80	248715766	127060006	570446	0.0480	EURO STOXX 50® Index (Price EUR)	SX5E <Index> /.STOXX 50E	Multi-Exchange Index	As specified in Index Linked Condition 8.	STOXX Limited
JE00BLS3 CK12	248715782	127060008	570449	0.0565	EURO STOXX® Banks (Price EUR) Index	SX7E <Index> /.SX7E	Multi-Exchange Index	As specified in Index Linked Condition 8.	STOXX Limited

## OTHER INFORMATION

1. **LISTING AND ADMISSION TO TRADING** Application will be made by the Issuer (or on its behalf) for the admission to trading of the Certificates on the EuroTLX Market.  
  
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 trading (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: See "Use of Proceeds" in the Base Prospectus.
  - (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 future performance and volatility of the Underlying Asset may be obtained free of charge from the website of the relevant Index Sponsor (in respect of the EURO STOXX 50<sup>®</sup> Index (Price EUR) and the EURO STOXX<sup>®</sup> Banks (Price EUR) Index, [www.qontigo.com](http://www.qontigo.com) and in respect of the FTSE MIB Index, [www.ftserussell.com](http://www.ftserussell.com)). However, past performance is not indicative of future performance. The information appearing on such website(s) does not form part of these Final Terms.  
  
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): Not Applicable.

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 Public Offer Jurisdiction during the period commencing on (and including) the day on which the Certificates are admitted to trading on the EuroTLX Market 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 December 21, 2023 (the "**Offer Period**").

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](http://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 EuroTLX Market rules) (the "**Specialist**") will publish offer prices (and bid prices) at which the Specialist is prepared to sell (and purchase) the Certificates on the EuroTLX Market.

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 EuroTLX Market (each, an "**Authorised Intermediary**"), and purchase and settlement of the Certificates shall be in accordance with the usual rules of the EuroTLX Market.

Description of possibility to reduce subscriptions and manner for refunding: Not Applicable.

excess amount paid by applicants:

Details of the minimum and/or maximum amount of application: Not Applicable.

Minimum amount of application: Minimum trading number (as specified in paragraph 80 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 the EuroTLX Market by payment of the purchase price to an Authorised Intermediary. Purchase and sale contracts concluded on the EuroTLX Market shall be settled on the second day following their conclusion, subject to and in accordance with the applicable EuroTLX Market 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 EuroTLX Market.

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, in respect of each Series of Securities for which the ISIN is specified in the table set out in "Specific Provisions for each Series" below as:

- (i) JE00BLS3CQ73, EUR 2.58 per Certificate;
- (ii) JE00BLS3CR80, EUR 2.09 per Certificate; and
- (iii) JE00BLS3CK12, EUR 2.63 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 "Jersey Tax Considerations", "United States Tax Considerations" and "Italian Tax Considerations" in the section entitled "Taxation" in the Base Prospectus (as supplemented).

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.

#### **Classification for U.S. Tax Purposes**

We intend to treat the Certificates, for United States federal income tax purposes, in the manner described under "*United States Tax Considerations – Securities Issued by GSFCl – Securities that are Classified as Debt for United States Tax Purposes*" in the Base Prospectus, which description includes details for United States alien holders eligible for an exemption from United States federal withholding tax on payments of principal and interest. However this determination is not binding on the United States Internal Revenue Service ("**IRS**") and the IRS may disagree with the treatment. In the case of Certificates that bear periodic coupons, the consequences of the IRS disagreeing with the treatment include the possibility that coupon payments made to you (including any such coupon payments made at maturity) could be subject to tax at a 30 per cent. rate or at a lower rate specified by an applicable income tax treaty under an "other income" or similar provision. No additional amounts will be paid for such tax by us or by the applicable withholding agent. Amounts paid upon the redemption or maturity of the Certificates are not expected to be subject to U.S. withholding tax and, if we (including any of our affiliates) are the withholding agent, we do not intend to withhold on such amounts. You should consult your own tax advisor regarding the U.S. tax consequences of purchasing, holding and disposing of the Certificates.

### **10. BENCHMARKS REGULATION**

#### **FTSE MIB INDEX**

The FTSE MIB Index is provided by FTSE International Limited. As at the date of these Final Terms, FTSE International Limited does not appear in the register of administrators and benchmarks established and maintained by ESMA pursuant to article 36 of the Benchmarks Regulation.

#### **EURO STOXX 50<sup>®</sup> Index (Price EUR) and EURO STOXX<sup>®</sup> Banks (Price EUR) Index**

The EURO STOXX 50<sup>®</sup> Index (Price EUR) and the EURO STOXX<sup>®</sup> Banks (Price EUR) Index are provided by STOXX Limited. As at the date of these Final Terms, STOXX Limited appears in the register of administrators and benchmarks established and maintained by ESMA pursuant to article 36 of the EU Benchmarks Regulation.

### **11. INDEX DISCLAIMER**

#### **FTSE MIB Index**

These Securities are not in any way sponsored, endorsed, sold or promoted by FTSE International Limited ("**FTSE**") or by The London Stock Exchange Plc (the "**Exchange**") or by The Financial Times Limited ("**FT**") and neither FTSE or Exchange or FT makes any warranty or representation whatsoever, expressly or impliedly, either as to the results to be obtained from the use of the FTSE MIB Index and/or the figure at which the FTSE MIB Index stands at any particular time on any particular day or otherwise.

The FTSE MIB Index is compiled and calculated solely by FTSE. However, neither FTSE nor the Exchange nor FT shall be liable (whether in negligence or otherwise) to any person for any error in the FTSE MIB Index and neither FTSE nor Exchange nor FT shall be under any obligation to advise any person of any error therein.

**EURO STOXX 50® Index (Price EUR) and EURO STOXX® Banks (Price EUR) Index (the "Indices")**

STOXX Limited ("**STOXX**") and its licensors (the "**Licensors**") have no relationship to the Issuer, other than the licensing of the Indices, and the related trademarks for use in connection with the Securities.

STOXX and its Licensors do not:

- Sponsor, endorse, sell or promote the Securities.
- Recommend that any person invest in the Securities or any other securities.
- Have any responsibility or liability for or make any decisions about the timing, amount or pricing of Securities.
- Have any responsibility or liability for the administration, management or marketing of the Securities.
- Consider the needs of the Securities or the owners of the Securities in determining, composing or calculating the Indices or have any obligation to do so.

STOXX and its Licensors will not have any liability in connection with the Securities. Specifically,

- STOXX and its Licensors do not make any warranty, express or implied and disclaim any and all warranty about:
  - The results to be obtained by the Securities, the owner of the Securities or any other person in connection with the use of the Indices and the data included in the Indices;
  - The accuracy or completeness of the Indices and its data;
  - The merchantability and the fitness for a particular purpose or use of the Indices and its data.
- STOXX and its Licensors will have no liability for any errors, omissions or interruptions in the Indices or its data.
- Under no circumstances will STOXX or its Licensors be liable for any lost profits or indirect, punitive, special or consequential damages or losses, even if STOXX or its Licensors knows that they might occur.

The licensing agreement between the Issuer and STOXX is solely for their benefit and not for the benefit of the owners of the Securities or any other third parties.

## EXAMPLES

### THE EXAMPLES PRESENTED BELOW ARE FOR ILLUSTRATIVE PURPOSES ONLY.

For the purposes of each Example:

- (i) in respect of each Series, the Issue Price is EUR 100 per Certificate, the Calculation Amount is EUR 100;
- (ii) in respect of each Series and the Underlying Asset corresponding to such Series, the Coupon Barrier Level is 100 per cent. (100%) of the Asset Initial Price; and
- (iii) the Coupon Value Multiplicand is 0.0515 and the Redemption Percentage is 100 per cent. (100%).

For the purposes of these Examples only, the Coupon Value Multiplicand in respect of each Series is deemed to be 0.0515. The Coupon Value Multiplicand in respect of each Series will be set out in the "SPECIFIC PROVISIONS FOR EACH SERIES" and may be a lesser or greater value than 0.0515. Therefore, as the actual Coupon Value Multiplicand may be lower than the deemed value used for the purposes of these Examples, the actual amounts received by investors may be less than the amounts stated in the Examples.

## SETTLEMENT AMOUNT

**Example 1 – neutral scenario and Coupon Amount:** *The Reference Price of the Underlying Asset on the Valuation Date scheduled to fall on July 13, 2026 is 100 per cent. (100%) or more of the Asset Initial Price. The Coupon Value Multiplier corresponding to such Coupon Observation Date is three.*

In this Example, the Certificates will be automatically exercised on the Final Reference Date and the Settlement Amount payable in respect of each 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) 0.1545, *minus* (ii) the *aggregate* of the Coupon Amounts (if any) per Certificate previously paid on the Coupon Payment Dates preceding the Final Reference Date.

**Example 2 – neutral scenario and no Coupon Amount:** *The Reference Price of the Underlying Asset on the Valuation Date scheduled to fall on July 13, 2026 is 99 per cent. (99%) of the Asset Initial Price.*

In this Example, the Certificates will be automatically exercised on the Final Reference Date and the Settlement Amount payable in respect of each 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. No Coupon Amount will be payable on the Coupon Payment Date falling on the Maturity Date.

## ISSUE-SPECIFIC SUMMARY OF THE SECURITIES

INTRODUCTION AND WARNINGS		
<p>This summary (the "<b>Summary</b>") should be read as an introduction to the prospectus (the "<b>Prospectus</b>") (comprised of the base prospectus dated January 13, 2023 (the "<b>Base Prospectus</b>") as supplemented by any supplements (if any) up to, and including, the date of these final terms, 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, the Guarantor 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.</p> <p><b>You are about to purchase a product that is not simple and may be difficult to understand.</b></p>		
<p><b>Securities:</b> Issue of Three Series of Three-Year EUR Memory Digital Coupon Certificates linked to Indices, due July 20, 2026 (the "<b>Securities</b>").</p> <p>This Issue-Specific Summary covers two or more Series of Securities, as specified in the table(s) set out at the end of this summary. Unless otherwise specified in this Issue-Specific Summary, the information provided herein shall be construed as applying separately to each Series of Securities.</p>		
<p><b>Issuer:</b> Goldman Sachs Finance Corp International Ltd ("<b>GSFCI</b>"). Its registered office is 22 Grenville Street, St. Helier, Jersey JE4 8PX and its Legal Entity Identifier ("<b>LEI</b>") is 549300KQWCT26VXWW684 (the "<b>Issuer</b>").</p>		
<p><b>Authorised Offeror(s):</b> The authorised offeror is Goldman Sachs International ("<b>GSI</b>"), Plumtree Court, 25 Shoe Lane, London EC4A 4AU, England, provided that Goldman Sachs Bank Europe SE ("<b>GSBE</b>"), Marieturm, Taunusanlage, 9-10, 60329 Frankfurt am Main, Germany, may act as authorised offeror in respect of some or all of the Securities acquired by it from GSI. GSI is a private unlimited liability company incorporated in England mainly operating under English law. Its LEI is W22LROWP2IHZNBB6K528. GSBE is a European company (Societas Europaea) incorporated in Germany mainly operating under German Law. Its LEI is 8IBZUGJ7JPLH368JE346 (the "<b>Authorised Offeror</b>").</p>		
<p><b>Competent authority:</b> The Base Prospectus was approved on January 13, 2023 by the Luxembourg <i>Commission de Surveillance du Secteur Financier</i> 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).</p>		
KEY INFORMATION ON THE ISSUER		
Who is the Issuer of the Securities?		
<p><b>Domicile and legal form, law under which the Issuer operates and country of incorporation:</b> GSFCI is a public limited liability company incorporated under the laws of Jersey on October 19, 2016. GSFCI is registered with the Companies Registry in Jersey with registration number 122341. Its LEI is 549300KQWCT26VXWW684.</p>		
<p><b>Issuer's principal activities:</b> GSFCI's business principally consists of issuing securities, lending and entering into derivatives transactions with its affiliates for hedging purposes. It does not carry out any other operating business activities.</p>		
<p><b>Major shareholders, including whether it is directly or indirectly owned or controlled and by whom:</b> GSFCI is directly wholly-owned by GS Global Markets, Inc. ("<b>GS GM</b>"). GS GM is directly wholly-owned by The Goldman Sachs Group, Inc. ("<b>GSG</b>").</p>		
<p><b>Key directors:</b> The directors of GSFCI are Pierre Benichou, Anshuman Bajpayi, Vikram Sethi, Michael Lynam, Stephen McGrath, Ed Fletcher and Christo Van Der Spuy.</p>		
<p><b>Statutory auditors:</b> GSFCI's statutory auditor is PricewaterhouseCoopers LLP, of 7 More London Riverside, London, SE1 2RT, England.</p>		
What is the key financial information regarding the Issuer?		
<p>The following table shows selected key historical financial information prepared in accordance with International Financial Reporting Standards ("<b>IFRS</b>") in relation to the Issuer which is derived from the audited financial statements as of December 31, 2022 for each of the yearly periods ended December 31, 2022 and December 31, 2021.</p>		
Summary information – income statement		
(in USD millions)	Year ended December 31, 2022 (audited)	Year ended December 31, 2021 (audited)
Selected income statement data	(in millions USD)	(in millions USD)

Operating profit/(loss)	36	78
<b>Summary information – balance sheet</b>		
<b>(in USD millions)</b>	<b>As at December 31, 2022 (audited)</b>	<b>As at December 31, 2021 (audited)</b>
Total assets	34,720	16,605
Total shareholder's equity	709	184
<b>Summary information – cash flow</b>		
<b>(in USD millions)</b>	<b>Year ended December 31, 2022 (audited)</b>	<b>Year ended December 31, 2021 (audited)</b>
Cash flows from operating activities	1	4
Cash flows from financing activities	0.0*	0.0*
Cash flows from investing activities	0.0*	0.0*

\* As values are nil they are not included in the financial statements.

**Qualifications in audit report on historical financial information:** Not applicable; there are no qualifications in the audit report of GSFCE 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 and Guarantor. The Securities are the Issuer's unsecured obligations and the Guarantee is the Guarantor's unsecured obligation. Investors are dependent on the Issuer's and Guarantor's ability to pay all amounts due on the Securities, and therefore investors are subject to the Issuer's and Guarantor's credit risk and to changes in the market's view of the Issuer's and Guarantor's creditworthiness. Neither the Securities nor the Guarantee are bank deposits, and neither are 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 and the Guarantor's ability to fulfil their obligations under the Securities, including market and credit risks, liquidity risks, business activities and industry risks, operational risks and legal, regulatory and reputational risks.
- GSFCE is a wholly-owned subsidiary of the Goldman Sachs group. GSFCE is primarily involved in issuing securities, lending and entering into derivatives transactions with its affiliates for hedging purposes, and does not carry out any other operating business activities. As a result, GSFCE does not have a significant amount of share capital. Investors are exposed to a significantly greater credit risk by purchasing the Securities where GSFCE is the Issuer than they would be by purchasing securities from an issuer equipped with significantly more capital. If GSFCE becomes insolvent, investors may lose some or all of the amount invested.

#### **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 index-linked Securities in the form of certificates.

The Securities will be cleared through Euroclear Bank S.A./N.V. and Clearstream Banking S.A.

The issue date of the Securities is July 20, 2023 (the "**Issue Date**"). In respect of each Series, the issue price of the Securities is EUR 100 per Security (the "**Issue Price**").

In respect of each Series, ISIN, Common Code and Valoren are each as specified in the table(s) set out at the end of this summary.

**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. In respect of each Series, the aggregate number of Securities is 100,000.

**Maturity Date:** July 20, 2026. This is the date on which the Securities are scheduled to be redeemed, subject to adjustment in accordance with the terms and conditions.

##### **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 Coupon Amounts (if applicable) and the Settlement Amount, and the Coupon Amount(s) payable will depend on the performance of the relevant Underlying Asset (being, in respect of each Series, such underlying asset specified in the column entitled "Underlying Asset" in the row corresponding to such Series in the table(s) set out at the end of this Issue-

Specific Summary).

**Coupon Amount:** on a Coupon Observation Date:

- (i) if the Reference Price of the Underlying Asset is greater than or equal to the Coupon Barrier Level for such Coupon Observation Date, 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:

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

- (ii) if the Reference Price of the Underlying Asset is less than the Coupon Barrier Level for such Coupon Observation Date, then no Coupon Amount will be payable on the following Coupon Payment Date.

**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 an amount calculated in accordance with the following formula:

$$CA \times \text{Redemption Percentage}$$

**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; 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 (if any) paid in respect of one Security on all Coupon Payment Dates (if any) preceding such Coupon Observation Date.
- **CA:** Calculation Amount, EUR 100.
- **Coupon Barrier Level:** in respect of each Series and the Underlying Asset corresponding to such Series, and each Coupon Observation Date, 100 per cent. of its Initial Closing Price.
- **Coupon Observation Dates:** the Coupon Observation Dates occur on a specified day in July in each year, starting from July 2024 and ending in July 2026, in each case, subject to adjustment in accordance with the terms and conditions.
- **Coupon Payment Dates:** a day falling approximately five business days after each Coupon Observation Date, in each case, subject to adjustment in accordance with the terms and conditions.
- **Coupon Value Multiplicand:** in respect of each Series, as specified in the table set out in "Specific Provisions for each Series" below.
- **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 3 for the final 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.
- **Initial Closing Price:** the Reference Price of the Underlying Asset on July 19, 2023, subject to adjustment in accordance with the terms and conditions.
- **Reference Price:** the closing index level of the Underlying Asset for the relevant date.
- **Redemption Percentage:** 100 per cent. (100%).

**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.

**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?**

Application will be made by the Issuer (or on its behalf) for the Securities to be listed and admitted to trading on the EuroTLX market, an Italian multilateral trading facility organised and managed by Borsa Italiana S.p.A. , which is not a regulated market for the purposes of Directive 2014/65/EU as amended (the "**EuroTLX Market**") with effect from at the earliest the Issue Date.

**Is there a guarantee attached to the Securities?**

**Brief description of the Guarantor:** The Guarantor is GSG. GSG is the parent holding company of the Goldman Sachs group. GSG operates under the laws of the State of Delaware with company registration number 2923466 and LEI 784F5XWPLTWKTBV3E584.

**Nature and scope of the guarantee:** GSG unconditionally and irrevocably guarantees the Issuer's payment obligations. GSG guarantees the Issuer's delivery obligations but is only obliged to pay a cash amount instead of delivering the relevant underlying asset. The guarantee will rank pari passu with all other unsecured and unsubordinated indebtedness of GSG.

**Key financial information of the Guarantor:**

The following key financial information has been extracted from the audited consolidated financial statements of GSG for the years ended December 31, 2022 and December 31, 2021. GSG's consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States.

<b>Summary information – income statement</b>		
<b>(in millions USD, except per share amounts)</b>	<b>Year ended December 31, 2022 (audited)</b>	<b>Year ended December 31, 2021 (audited)</b>
<b>Selected income statement data</b>		
Net interest income	7,678	6,470
Commissions and fees	4,034	3,590
Provision for credit losses	2,715	357
Total net revenues	47,365	59,339
Pre-tax earnings	13,486	27,044
Net earnings applicable to common shareholders	10,764	21,151
Earnings per common share (basic)	30.42	60.25
<b>Summary information – balance sheet</b>		
<b>(in millions USD)</b>	<b>As at December 31, 2022 (audited)</b>	<b>As at December 31, 2021 (audited)</b>
Total assets	1,441,799	1,463,988
Unsecured borrowings excluding subordinated borrowings	294,870	287,642
Subordinated borrowings	13,229	13,405
Customer and other receivables	135,448	160,673
Customer and other payables	262,045	251,931
Total liabilities and shareholders' equity	1,441,799	1,463,988
<b>(in per cent.)</b>		
CET1 capital ratio (Standardized)	15.0	14.2
Tier 1 capital ratio (Standardized)	16.6	15.8
Total capital ratio (Standardized)	19.1	17.9
CET1 capital ratio (Advanced)	14.4	14.9
Tier 1 capital ratio (Advanced)	16.0	16.5
Total capital ratio (Advanced)	17.8	18.3
Tier 1 leverage ratio	7.3	7.3

**Qualifications in audit report on historical financial information:** Not applicable; there are no qualifications in the audit report of GSG on its historical financial information.

**Risk factors associated with the Guarantor:**

- GSG is the parent holding company of the group of companies comprising Goldman Sachs. Goldman Sachs is a leading global investment banking, securities and investment management firm that faces a variety of significant risks which may affect GSG'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.



- Investors are exposed to the credit risk of GSG and its subsidiaries since the assets of GSG consist principally of interests in its subsidiaries. GSG's right as a shareholder to benefit in any distribution of assets of any of its subsidiaries upon the subsidiary's liquidation or otherwise, is junior to the creditors of GSG's subsidiaries. As a result, investors' ability to benefit from any distribution of assets of any of GSG's subsidiaries upon the subsidiary's liquidation or otherwise, is junior to the creditors of GSG's subsidiaries. Any liquidation or otherwise of a subsidiary of GSG may result in GSG being liable for the subsidiary's obligations which could reduce its assets that are available to satisfy its obligations under the guarantee.

#### 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.

- The market price of your Securities prior to maturity may be significantly lower than the purchase price you pay for them. Consequently, if you sell your Securities before the stated scheduled redemption date, you may receive far less than your original invested amount.
- Your Securities may be redeemed in certain extraordinary circumstances set out in the conditions of the Securities prior to scheduled maturity and, in such case, the early redemption amount paid to you may be less than the amount you paid for the Securities and might be zero.
- The principal repaid at maturity will not provide protection from the effect of inflation. After adjustment for inflation, the real return (or yield) on the Securities at maturity could be negative. Accordingly, inflation may have a negative effect on the value of and return on the Securities.

**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 Asset over the term of the Securities will be limited, no matter how much the price of the 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 Asset directly.

**Risks relating to the Underlying Asset:**

- *The value of and return on your Securities depends on the performance of the Underlying Asset.* The return on your Securities depends on the performance of the Underlying Asset. The level of the Underlying Asset may be subject to unpredictable change over time. This degree of change is known as "volatility". The volatility of the 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 level of the 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 the Underlying Asset is not indicative of future performance.* You should not regard any information about the past performance of the Underlying Asset as indicative of the range of, or trends in, fluctuations in the Underlying Asset that may occur in the future. The Underlying Asset 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.
- Equity indices are comprised of a synthetic portfolio of shares, and as such, the performance of the Index is dependent upon the macroeconomic factors relating to the shares that underlie such Index, 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 the index composition, which may change over time.

#### 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 by the Authorised Offeror 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 day on which the Securities are admitted to trading on the EuroTLX Market, 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 December 21, 2023 (the "**Offer Period**").

The Offer Period is subject to adjustment by or on behalf of the Issuer in accordance with the applicable regulations.

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. Depending on market conditions, the offer price shall be equal, higher or lower than the Issue Price of the Securities.

Method Investments & Advisory Ltd (in its capacity as appointed specialist under the EuroTLX Market rules) (the "**Specialist**") will publish offer prices (and bid prices) at which the Specialist is prepared to sell (and purchase) the Securities

on the EuroTLX Market.

Securities may be purchased from any market intermediary approved and admitted to trading on the EuroTLX Market by Borsa Italiana S.p.A. (each, an "**Authorised Intermediary**"), and purchase and settlement of the Securities shall be in accordance with the usual rules of the EuroTLX Market.

**Estimated expenses charged to the investor by the Issuer/offeree:** 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 requesting for the admission to trading of the Securities on the EuroTLX Market.

**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 Asset or any derivative instruments referencing them, but which the Issuer is under no obligation (and may be subject to legal prohibition) to disclose.

**SPECIFIC PROVISIONS FOR EACH SERIES**

ISIN	Common Code	Valoren	PIPG Tranche Number	Coupon Value Multiplicand	Underlying Asset or the Index	Bloomberg / Refinitiv	Type of Index	Exchange	Index Sponsor
JE00BLS3 CQ73	248715774	127060007	570448	0.0495	FTSE MIB Index	FTSEMIB <Index> / .FTMIB	Unitary Index	Borsa Italiana	FTSE International Limited
JE00BLS3 CR80	248715766	127060006	570446	0.0480	EURO STOXX 50® Index (Price EUR)	SX5E <Index> / .STOXX 50E	Multi-Exchange Index	As specified in Index Linked Condition 8.	STOXX Limited
JE00BLS3 CK12	248715782	127060008	570449	0.0565	EURO STOXX® Banks (Price EUR) Index	SX7E <Index> / .SX7E	Multi-Exchange Index	As specified in Index Linked Condition 8.	STOXX Limited

## NOTA DI SINTESI DELLA SPECIFICA EMISSIONE DEGLI STRUMENTI FINANZIARI

### INTRODUZIONE E AVVERTENZE

La presente nota di sintesi (la “**Nota di Sintesi**”) va letta come un'introduzione al prospetto (il “**Prospetto**”) (costituito dal prospetto di base datato 13 gennaio 2023 (il “**Prospetto di Base**”) come supplementato da qualsiasi eventuale supplemento fino a, ed inclusa, la data di queste condizioni definitive, letto congiuntamente alle condizioni definitive). Qualsiasi decisione di investire negli Strumenti Finanziari dovrebbe essere basata su una considerazione del prospetto nel suo complesso da parte dell'investitore. In determinate circostanze, l'investitore potrebbe perdere tutto o parte del capitale investito. La presente Nota di Sintesi fornisce solo informazioni chiave per consentire all'investitore di comprendere la natura essenziale e i principali rischi dell'Emittente, del Garante e degli Strumenti Finanziari, e non descrive tutti i diritti connessi agli Strumenti Finanziari (e non può indicare date specifiche di valutazione e di potenziali pagamenti o gli adeguamenti a tali date) che sono indicati nel Prospetto nel suo complesso. Qualora sia proposta un'azione legale avente ad oggetto le informazioni contenute nel Prospetto dinnanzi un tribunale, l'investitore ricorrente potrebbe, ai sensi di legge nazionale, essere tenuto a sostenere i costi di traduzione del Prospetto prima che l'azione legale abbia inizio. La responsabilità civile ricade unicamente sulle persone che hanno presentato la presente Nota di Sintesi, comprese eventuali traduzioni, unicamente nel caso in cui tale Nota di Sintesi risulti fuorviante, inesatta o incoerente, se letta congiuntamente alle altre parti del Prospetto oppure se letta insieme con le altre parti del Prospetto, non contenga informazioni chiave che possano aiutare l'investitore a decidere se investire o meno negli Strumenti Finanziari.

**State per acquistare un prodotto che non è semplice e che potrebbe essere di difficile comprensione.**

**Strumenti Finanziari:** Emissione di Tre Serie di Certificati EUR *Memory Digital Coupon* con Durata Tre Anni collegati a Indici, con scadenza 20 luglio 2026) (gli “**Strumenti Finanziari**”).

Questa Nota di Sintesi della Specifica Emissione copre due o più serie di Strumenti Finanziari, come specificato nella tabella indicata alla fine di questa nota di sintesi. A meno che non sia diversamente indicato in questa Nota di Sintesi della Specifica Emissione, le informazioni qui fornite dovranno essere interpretate come applicabili separatamente a ciascuna Serie di Strumenti Finanziari.

**Emittente:** Goldman Sachs Finance Corp International Ltd (“**GSFCI**”). La sua sede legale è situata in 22 Grenville Street, St. Helier, Jersey JE4 8PX e il suo *Legal Entity Identifier* (identificativo dell'entità giuridica - “**LEI**”) corrisponde al n. 549300KQWCT26VXWW684 (l’“**Emittente**”).

**Offerente(i) Autorizzato(i):** L'offerente autorizzato è Goldman Sachs International (“**GSI**”), Plumtree Court, 25 Shoe Lane, Londra EC4A 4AU, Inghilterra, posto che Goldman Sachs Bank Europe SE (“**GSBE**”), Marienurm, Taunusanlage, 9-10, 60329 Frankfurt am Main, Germania, potrà agire in qualità di offerente autorizzato rispetto ad alcuni o a tutti gli Strumenti Finanziari acquisiti dalla stessa da GSI. GSI è una società privata a responsabilità illimitata costituita in Inghilterra che opera principalmente secondo il diritto inglese. Il suo LEI è W22LROWP2IHZNBB6K528. GSBE è una società europea (*Societas Europaea*) costituita in Germania che opera principalmente secondo il diritto tedesco. Il suo LEI è 8IBZUGJ7JPLH368JE346 (l’“**Offerente Autorizzato**”).

**Autorità Competente:** Il Prospetto di Base è stato approvato in data 13 gennaio 2023 dalla *Commission de Surveillance du Secteur Financier* (Commissione di Vigilanza del Settore Finanziario) del Lussemburgo sita in 283 Route d'Arlon, 1150 Lussemburgo (Contatto telefonico: (+352) 26 25 1-1; Fax: (+352) 26 25 1 – 2601; Email: *direction@cssf.lu*).

### INFORMAZIONI CHIAVE RIGUARDANTI L'EMITTENTE

#### Chi è l'Emittente degli Strumenti Finanziari?

**Domicilio e forma giuridica, legislazione in base alla quale l'Emittente opera e paese di costituzione:** GSFCI è una società pubblica a responsabilità limitata costituita ai sensi della legge del Jersey in data 19 ottobre 2016. GSFCI è iscritta al Registro delle Imprese (*Companies Registry*) del Jersey al numero 122341. Il suo LEI è 549300KQWCT26VXWW684.

**Attività principali dell’Emittente:** L'attività principale di GSFCI è l'emissione di titoli, prestiti e sottoscrizioni di operazioni su strumenti derivati con le proprie società controllate, collegate o sottoposte a comune controllo ai fini di copertura. Non svolge alcuna altra attività commerciale operativa.

**Principali azionisti, indicare se la società è direttamente o indirettamente detenuta o controllata e indicare il relative nome:** GSFCI è interamente detenuta, direttamente, da GS Global Markets, Inc. ("GS GM"). GS GM è, direttamente, interamente detenuta da The Goldman Sachs Group, Inc. ("GSG").

**Amministratori chiave:** Gli amministratori di GSFCI sono Pierre Benichou, Anshuman Bajpayi, Vikram Sethi, Michael Lynam, Stephen McGrath, Ed Fletcher e Christo Van Der Spuy.

**Revisori Legali:** Il revisore legale di GSFCI è PricewaterhouseCoopers LLP, sito in 7 More London Riverside, Londra, SE1 2RT, Inghilterra.

### Quali sono le informazioni finanziarie relative all’Emittente?

La seguente tabella mostra informazioni finanziarie storiche chiave preparate ai sensi degli *International Financial Reporting Standards* (“IFRS”) in relazione all’Emittente, che sono derivate dal bilancio consolidato, sottoposto a revisione, al 31 dicembre 2022 per ciascuno dei periodi annuali chiusi al 31 dicembre 2022 e 31 dicembre 2021.

<b>Informazioni sintetiche – conto economico</b>		
	<b>Anno chiuso al 31 dicembre 2022</b> (sottoposto a revisione)	<b>Anno chiuso al 31 dicembre 2021</b> (sottoposto a revisione)
<b>Dati del conto economico selezionati</b>	<b>(in milioni di USD)</b>	<b>(in milioni di USD)</b>
Utile operativo/(perdita)	36	78
<b>Informazioni sintetiche – stato patrimoniale</b>		
	<b>Al 31 dicembre 2022 (sottoposto a revisione)</b>	<b>Al 31 dicembre 2021 (sottoposto a revisione)</b>
	<b>(in milioni di USD)</b>	<b>(in milioni di USD)</b>
Attività totali	34.720	16.605
Fondi totali per gli azionisti	709	184
<b>Informazioni sintetiche – flusso di cassa</b>		
	<b>Al 31 dicembre 2022 (sottoposto a revisione)</b>	<b>Al 31 dicembre 2021 (sottoposto a revisione)</b>
	<b>(in milioni di USD)</b>	<b>(in milioni di USD)</b>
Flusso di cassa derivante da attività operative	1	4
Flusso di cassa derivante da attività finanziarie	0,0*	0,0*
Flusso di cassa derivante da attività di investimento	0,0*	0,0*

\* Poiché i valori sono nulli, non sono inclusi nel bilancio.

**Riserve nella relazione di revisione sulle informazioni finanziarie storiche:** Non applicabile; non vi sono rilievi nella relazione di revisione di GSFCI in merito alle informazioni finanziarie relative agli esercizi passati.

### Quali sono i principali rischi che sono specifici per l’Emittente?

**L’Emittente è soggetto ai seguenti rischi principali:**

- Il pagamento di qualsiasi importo dovuto sugli Strumenti Finanziari è soggetto al rischio di credito dell’Emittente e del Garante. Gli Strumenti Finanziari sono obbligazioni non garantite dell’Emittente e la Garanzia è un’obbligazione non garantita del Garante. Gli investitori dipendono dalla capacità dell’Emittente e del Garante di versare tutti gli importi dovuti sugli Strumenti Finanziari, e pertanto gli investitori sono

soggetti al rischio di credito dell'Emittente e del Garante e ai cambiamenti nella visione di mercato del merito di credito dell'Emittente e del Garante. Né gli Strumenti Finanziari né la Garanzia costituiscono depositi bancari, e non sono assicurati o garantiti da alcuno schema di protezione di compensazione o deposito. Il valore e il rendimento sugli Strumenti Finanziari saranno soggetti al rischio di credito dell'Emittente e ai cambiamenti nella visione di mercato del merito di credito dell'Emittente.

- GSG e le sue controllate consolidate ("**Goldman Sachs**") costituiscono un gruppo leader mondiale nell'*investment banking*, nei titoli e nella gestione degli investimenti e fanno fronte ad una varietà di rischi significativi che potrebbero pregiudicare la capacità dell'Emittente e del Garante di adempiere ai propri obblighi relativi agli Strumenti Finanziari, inclusi i rischi di mercato e di credito, rischi di liquidità, rischi legati all'attività e all'industria, rischi operative e rischi legali, regolamentari e reputazionali.
- GSFCI è una controllata al 100% del gruppo Goldman Sachs. GSFCI si occupa principalmente dell'emissione di titoli, del prestito e della stipula di contratti derivati con le sue società controllate, collegate o sottoposte a comune controllo a scopo di copertura e non svolge altre attività operative. Di conseguenza, GSFCI non dispone di un capitale sociale di rilevante entità. Gli investitori sono esposti a un rischio di credito significativamente maggiore acquistando gli Strumenti Finanziari in cui GSFCI è l'Emittente di quanto lo sarebbero acquistando titoli da un emittente dotato di un capitale significativamente maggiore. Se GSFCI diventa insolvente, gli investitori possono perdere una parte o la totalità dell'importo investito.

## INFORMAZIONI PRICIPALI SUGLI STRUMENTI FINANZIARI

### Quali sono le caratteristiche principali degli Strumenti Finanziari?

#### **Tipologia e categoria degli Strumenti Finanziari offerti e numero(i) di identificazione dello strumento finanziario:**

Gli Strumenti Finanziari sono Strumenti Finanziari pagati in contanti e sono Strumenti Finanziari collegati ad indice in forma di certificati.

Gli Strumenti Finanziari saranno autorizzati tramite Euroclear Bank S.A./N.V. e Clearstream Banking S.A.

La data di emissione degli Strumenti Finanziari è il 20 luglio 2023 (la "**Data di Emissione**"). Per ciascuna Series, il prezzo di emissione degli Strumenti Finanziari è EUR 100 per Strumento Finanziario (il "**Prezzo di Emissione**").

Per ciascuna Serie, ISIN, Codice Comune e Valoren sono ciascuno come specificato nella tabella riportate alla fine della presente Nota di Sintesi.

**Valuta, denominazione, numero degli Strumenti Finanziari emessi e durata degli Strumenti Finanziari:** La valuta degli Strumenti Finanziari sarà l'Euro ("EUR" o la "**Valuta di Regolamento**"). L'importo di calcolo è EUR 100. Per ciascuna Serie, l'ammontare aggregato degli Strumenti Finanziari è 100.000.

**Data di Scadenza:** 20 luglio 2026. Questa è la data in cui è previsto il rimborso degli Strumenti Finanziari, soggetto a rettifica in conformità ai termini e alle condizioni.

#### **Diritti connessi agli Strumenti Finanziari:**

Gli Strumenti Finanziari daranno a ciascun investitore il diritto di ricevere un rendimento, insieme ad alcuni diritti accessori, come il diritto di ricevere la notifica di specifiche determinazioni ed eventi. Il rendimento degli Strumenti Finanziari comprenderà il potenziale pagamento di Importi del Coupon (se applicabile) e l'Importo di Regolamento, e l'Importo(i) del Coupon pagabile dipenderà dall'andamento della Attività Sottostante di riferimento (che è, con riferimento a ciascuna Serie, tale attività sottostante specificata nella colonna intitolata "Attività Sottostante" nella riga corrispondente a tale Serie nella tabella riportate alla fine della presente Nota di Sintesi della Specifica Emissione).

**Importo del Coupon:** in una Data di Osservazione del Coupon:

- (i) se il Prezzo di Riferimento dell'Attività Sottostante è maggiore o uguale al Livello della Barriera del Coupon per tale Data di Osservazione del Coupon, allora un Importo del Coupon in EUR in relazione a ciascuno Strumento Finanziario sarà pagabile alla successiva Data di Pagamento del Coupon, calcolato secondo la seguente formula:

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

- (ii) se il Prezzo di Riferimento dell'Attività Sottostante è inferiore al Livello della Barriera del Coupon per tale Data di Osservazione del Coupon, allora nessun Importo del Coupon sarà pagabile alla successiva Data di Pagamento del Coupon.

**Importo di Regolamento:** salvo che siano stati esercitati anticipatamente, o acquistati e cancellati, l'Importo di Regolamento in EUR pagabile in relazione a ciascuno Strumento Finanziario alla Data di Scadenza sarà un importo calcolato secondo la formula riportata di seguito:

$$CA \times \text{Percentuale di Rimborso}$$

**Rimborso Anticipato Non Programmato:** Gli Strumenti Finanziari potranno essere rimborsati prima della scadenza programmata: (i) a scelta dell'Emittente (a) qualora l'Emittente determini che un cambiamento della legge applicabile abbia l'effetto di rendere la prestazione dell'Emittente o delle sue società controllate, collegate o sottoposte a comune controllo ai sensi degli Strumenti Finanziari o gli accordi di copertura relativi a Strumenti Finanziari, illegali o eccessivamente onerosi (in tutto o in parte) (o vi sia una sostanziale probabilità che lo diventino nell'immediato futuro), o (b) se del caso, qualora l'Agente di Calcolo determini che taluni eventi di turbativa o eventi di rettifica addizionali come previsti nei termini e nelle condizioni degli Strumenti Finanziari si siano verificati; o (ii) in virtù di comunicazione da parte di un Detentore che dichiari gli Strumenti Finanziari immediatamente esigibili a causa del verificarsi di un evento di *default* che sia ancora in corso.

In tal caso, l'Importo di Rimborso Anticipato Non Programmato pagabile in relazione a tale rimborso anticipato non programmato sarà, per ciascuno Strumento Finanziario, un importo che rappresenta il valore equo di mercato (*fair market value*) degli Strumenti Finanziari, tenendo conto di tutti fattori rilevanti al netto dei costi sostenuti dall'Emittente o da qualsiasi delle sue società controllate, collegate o sottoposte a comune controllo in relazione a tale rimborso anticipato, compresi quelli relativi alla liquidazione del sottostante e/o degli accordi di copertura correlati.

***L'Importo di Rimborso Anticipato Non Programmato può essere inferiore al vostro investimento iniziale e pertanto potreste perdere parte del o tutto il vostro investimento per un rimborso anticipato non programmato.***

Definizione dei termini:

- **APCA:** per ciascuna Data di Osservazione del Coupon, la *somma* di ciascun Importo del Coupon (se presente) pagato in relazione ad uno Strumento Finanziario in tutte le Date di Pagamento del Coupon (se presenti) precedenti tale Data di Osservazione del Coupon.
- **CA:** Importo di Calcolo, EUR 100.
- **Livello della Barriera del Coupon:** rispetto a ciascuna Serie e all'Attività Sottostante corrispondente a tale Serie e a ciascuna Data di Osservazione del Coupon, 100 per cento del suo Prezzo di Chiusura Iniziale.
- **Date di Osservazione del Coupon:** le Date di Osservazione del Coupon si verificano in un determinato giorno di luglio di ogni anno, a partire da luglio 2024 e fino a luglio 2026, in ogni caso, soggette a rettifica in conformità ai termini e alle condizioni.
- **Date di Pagamento del Coupon:** un giorno che cade circa cinque giorni lavorativi successivi a ciascuna Data di Osservazione del Coupon, in ciascun caso, soggetto a rettifica in conformità ai termini e condizioni.
- **Moltiplicando del Coupon Value:** per ciascuna Serie, come specificato nella tabella riportata nella sezione "Previsioni Specifiche per ogni Serie" sotto.
- **Moltiplicatore del Coupon Value:** una serie di numeri interi unici ascendenti per le Date di Osservazione del Coupon, a partire da 1 per la prima Data di Osservazione del Coupon, fino a 3 per l'ultima Data di Osservazione del Coupon.
- **CV:** in relazione a una Data di Osservazione del Coupon, un importo pari al *prodotto* di (i) il Moltiplicatore del Coupon Value corrispondente a tale Data di Osservazione del Coupon, *moltiplicato* per (ii) il Moltiplicando del Coupon Value.
- **Prezzo di Chiusura Iniziale:** il Prezzo di Riferimento dell'Attività Sottostante il 19 luglio 2023, soggetto a rettifica in conformità ai termini e alle condizioni.
- **Prezzo di Riferimento:** il livello di chiusura dell'indice dell'Attività Sottostante per la data rilevante.
- **Percentuale di Rimborso:** 100 per cento (100%).

**Legge applicabile:** Gli Strumenti Finanziari sono regolati dal diritto inglese.

**Stato degli Strumenti Finanziari:** Gli Strumenti Finanziari sono obbligazioni non subordinate e non garantite dell'Emittente e si classificheranno allo stesso modo tra di loro e con tutte le altre obbligazioni non subordinate e non garantite dell'Emittente di volta in volta in essere.

**Descrizione delle restrizioni alla libera trasferibilità degli Strumenti Finanziari:** Gli Strumenti Finanziari non sono stati e non saranno registrati ai sensi dello U.S. Securities Act del 1933 (il "**Securities Act**") e non possono essere offerti o venduti all'interno degli Stati Uniti o a, o per conto o a beneficio di, persone statunitensi, tranne che in alcune operazioni esenti dagli obblighi di registrazione del Securities Act e dalle leggi statali applicabili in materia di strumenti finanziari. Nessuna offerta, vendita o consegna degli Strumenti Finanziari, o distribuzione di qualsiasi materiale d'offerta relativo agli Strumenti Finanziari, può essere effettuata in o da qualsiasi giurisdizione, salvo in circostanze

che risultino conformi alle leggi e ai regolamenti applicabili. Fermo restando quanto sopra, gli Strumenti Finanziari saranno liberamente trasferibili.

#### Dove verranno negoziati gli Strumenti Finanziari?

Sarà presentata dall'Emittente (o verrà presentata per suo conto) una richiesta di quotazione e ammissione alle negoziazioni degli Strumenti Finanziari sul mercato EuroTLX, un sistema multilaterale di negoziazione italiano organizzato e gestito da Borsa Italiana S.p.A., che non è un mercato regolamentato ai fini della Direttiva 2014/65/UE e successive modifiche (il "Mercato EuroTLX") con effetto non prima della Data di Emissione.

#### C'è una garanzia legata agli Strumenti Finanziari?

**Breve descrizione del Garante:** Il Garante è GSG. GSG è la holding del gruppo Goldman Sachs. GSG opera secondo le leggi dello Stato del Delaware con numero di registrazione della società 2923466 e LEI 784F5XWPLTWKTBV3E584.

**Natura e portata della garanzia:** GSG garantisce incondizionatamente e irrevocabilmente gli obblighi di pagamento dell'Emittente. GSG garantisce gli obblighi di consegna dell'Emittente, ma è obbligata a pagare solo un importo in contanti invece di consegnare la relativa attività sottostante. La garanzia è pari a tutti gli altri debiti non garantiti e non subordinati di GSG.

**Informazioni finanziarie principali del Garante:** Le seguenti informazioni finanziarie principali sono state estratte dai bilanci consolidati sottoposti a revisione contabile di GSG per gli esercizi chiusi al 31 dicembre 2022 e al 31 dicembre 2021. Il bilancio consolidato di GSG è redatto in conformità ai principi contabili generalmente accettati negli Stati Uniti.

<b>Informazioni sintetiche - conto economico</b>		
<b>(in milioni di USD, ad eccezione degli importi delle azioni)</b>	<b>Esercizio chiuso al 31 dicembre 2022 (sottoposto a revisione contabile)</b>	<b>Esercizio chiuso al 31 dicembre 2021 (sottoposto a revisione contabile)</b>
<b>Informazioni ricavate dal conto economico</b>		
Margine di interesse	7.678	6.470
Commissioni e spese	4.034	3.590
Accantonamento per perdite su crediti	2.715	357
Totale ricavi netti	47.365	59.339
Utili al lordo delle imposte	13.486	27.044
Utile netto applicabile agli azionisti ordinari	10.764	21.151
Utile per azione ordinaria (base)	30,42	60,25
<b>Informazioni sintetiche – stato patrimoniale</b>		
<b>(in milioni di USD)</b>	<b>Al 31 dicembre 2022 (sottoposto a revisione contabile)</b>	<b>Al 31 dicembre 2021 (sottoposto a revisione contabile)</b>
Totale attività	1.441.799	1.463.988
Debiti non garantiti, esclusi i prestiti subordinati	294.870	287.642
Prestiti subordinati	13.229	13.405
Crediti verso clienti e altri crediti	135.448	160.673
Debiti verso clienti e altri debiti	262.045	251.931
Totale passivo e patrimonio netto	1.441.799	1.463.988
<b>(in percentuale)</b>		
Coefficiente patrimoniale di capitale primario di classe 1 (CET 1) (Standardizzato)	15,0	14,2
Coefficiente patrimoniale di capitale di classe 1 (Tier 1) (Standardizzato)	16,6	15,8
Coefficiente patrimoniale totale (Standardizzato)	19,1	17,9

Coefficiente patrimoniale di capitale primario di classe 1 (CET 1) (Avanzato)	14,4	14,9
Coefficiente patrimoniale di capitale di classe 1 (Avanzato)	16,0	16,5
Coefficiente patrimoniale totale (Avanzato)	17,8	18,3
Coefficiente di leva finanziaria di classe 1 (Tier 1)	7,3	7,3

**Fattori di rischio associati al Garante:**

- GSG è la holding del gruppo di società che comprende Goldman Sachs. Goldman Sachs è una società leader a livello mondiale nel settore dell'investment banking, dei titoli e della gestione degli investimenti, che si trova ad affrontare una serie di rischi significativi che possono influire sulla capacità di GSG di adempiere ai propri obblighi in materia di titoli, compresi i rischi di mercato e di credito, i rischi di liquidità, le attività commerciali e i rischi del settore, i rischi operativi e i rischi legali, normativi e di reputazione.
- Gli investitori sono esposti al rischio di credito della GSG e delle sue controllate in quanto il patrimonio della GSG è costituito principalmente da partecipazioni nelle sue controllate. Il diritto di GSG, in qualità di azionista, di beneficiare di qualsiasi distribuzione del patrimonio di una delle sue controllate in caso di liquidazione della controllata o in altro modo è subordinato ai creditori delle controllate di GSG. Di conseguenza, la capacità degli investitori di trarre vantaggio da qualsiasi distribuzione di attività di una qualsiasi delle controllate di GSG al momento della liquidazione della controllata o in altro modo è subordinata ai creditori delle controllate di GSG. La liquidazione o meno di una controllata della GSG può comportare la responsabilità della GSG per gli obblighi della controllata, il che potrebbe ridurre i suoi attivi disponibili per soddisfare gli obblighi derivanti dalla garanzia.

**Quali sono i rischi principali che sono specifici per gli Strumenti Finanziari?**

**Fattori di rischio associati agli Strumenti Finanziari:** Gli Strumenti Finanziari sono soggetti ai seguenti principali rischi:

Il valore ed il prezzo stimato dei Vostri Strumenti Finanziari (se del caso) in qualsiasi momento dipenderanno da molti fattori e non potranno essere prevedibili.

- Il prezzo di mercato dei Vostri Strumenti Finanziari prima della scadenza può essere significativamente inferiore al prezzo di acquisto pagato. Di conseguenza, se vendete i Vostri Strumenti Finanziari prima della data di rimborso prevista, potreste ricevere molto meno dell'importo investito inizialmente.
- I Vostri Strumenti Finanziari possono essere rimborsati in alcune circostanze straordinarie indicate nelle condizioni degli Strumenti Finanziari prima della scadenza prevista e, in tal caso, l'importo del rimborso anticipato pagato a voi potrebbe essere inferiore all'importo che avete pagato per gli Strumenti Finanziari e potrebbe essere pari a zero.
- Il capitale rimborsato alla scadenza non proteggerà dall'effetto dell'inflazione. Dopo la correzione per l'inflazione, il rendimento reale (o rendimento) degli Strumenti Finanziari alla scadenza potrebbe essere negativo. Di conseguenza, l'inflazione può avere un effetto negativo sul valore e sul rendimento degli Strumenti Finanziari.

**Rischi relativi a determinate caratteristiche degli Strumenti Finanziari:**

- I termini e le condizioni dei Vostri Strumenti Finanziari prevedono che gli Strumenti Finanziari siano soggetti ad un *cap*. Pertanto, la Vostra capacità di partecipare in qualsiasi cambiamento nel valore dell'Attività Sottostante per tutta la durata degli Strumenti Finanziari sarà limitata, a prescindere da quanto il prezzo dell'Attività Sottostante sia superiore al livello del *cap* nel corso della vita degli Strumenti Finanziari. Di conseguenza, il rendimento sui Vostri Strumenti Finanziari potrebbe essere significativamente inferiore a quello che sarebbe stato se aveste acquistato l'Attività Sottostante direttamente.

**Rischi relativi all'Attività Sottostante:**

- Il valore ed il rendimento dei Vostri Strumenti Finanziari dipendono dall'andamento dell'Attività Sottostante. Il rendimento dei Vostri Strumenti Finanziari dipende dall'andamento dell'Attività Sottostante. Il livello dell'Attività Sottostante può essere soggetto nel tempo a modifiche imprevedibili. Questo grado di cambiamento è noto come "volatilità". La volatilità dell'Attività Sottostante può essere condizionata da eventi nazionali ed



internazionali di natura finanziaria, politica, militare o economica, incluse azioni governative, o da azioni da parte dei partecipanti al mercato rilevante. Uno qualunque di questi eventi o azioni può influenzare negativamente il valore ed il rendimento degli Strumenti Finanziari. La volatilità non implica una direzione del livello dell'Attività Sottostante, anche se un'Attività Sottostante che è più volatile è più probabile che aumenti o diminuisca di valore più spesso e/o in misura maggiore rispetto ad una che è meno volatile.

- *L'andamento passato dell'Attività Sottostante non è indicativo dell'andamento futuro.* Non dovete considerare informazioni relative all'andamento passato dell'Attività Sottostante come indicative del *range*, delle tendenze, o di fluttuazioni dell'Attività Sottostante che possano verificarsi in futuro. L'Attività Sottostante può avere un andamento diverso (o uguale) rispetto al passato, e ciò può avere un significativo effetto negativo sul valore e sul rendimento dei Vostri Strumenti Finanziari.
- Gli indici azionari sono composti da un portafoglio sintetico di azioni, e pertanto, l'andamento dell'Indice dipende da fattori macroeconomici relativi alle azioni sottostanti tali Indice, quali livelli di interesse e prezzo sui mercati dei capitali, sviluppi valutari e fattori politici così come da fattori specifici relativi alle società come utili, posizione di mercato, situazione di rischio, struttura azionaria e politica di distribuzione, così come pure dalla composizione dell'indice, che può variare nel tempo.

## INFORMAZIONI CHIAVE SULL'OFFERTA DEGLI STRUMENTI FINANZIARI AL PUBBLICO E/O SULL'AMMISSIONE ALLE NEGOZIAZIONI SU DI UN MERCATO REGOLAMENTATO

### A quali condizioni e con quale tempistica posso investire nello Strumento Finanziario?

#### **Regolamento dell'offerta:**

Un'offerta di Strumenti Finanziari sarà avviata dall'Offerente Autorizzato con procedura diversa rispetto a quanto previsto dall'Articolo 1(4) del Regolamento Prospetti UE nella Repubblica Italiana (la "**Giurisdizione dell'Offerta al Pubblico**") durante il periodo che inizia (e include) il giorno in cui gli Strumenti Finanziari sono ammessi alle negoziazioni sul Mercato EuroTLX, e che termina il (ed incluso) giorno in cui l'Offerente Autorizzato cessa di svolgere attività di marketing attivo (*active marketing activities*) con riferimento agli Strumenti Finanziari nella Giurisdizione dell'Offerta al Pubblico, ci si aspetta che tale data cada il, o intorno al 21 dicembre 2023 (il "**Periodo di Offerta**").

Il Periodo di Offerta è soggetto a rettifica da parte o per conto dell'Emittente in conformità alla normativa applicabile.

Gli Strumenti Finanziari saranno offerti al prezzo di mercato che sarà determinato dall'Offerente Autorizzato su base continua in base alle condizioni di mercato prevalenti in quel momento. A seconda delle condizioni di mercato, il prezzo d'offerta sarà uguale, superiore o inferiore al Prezzo di Emissione degli Strumenti Finanziari.

Method Investments & Advisory Ltd (in qualità di specialista nominato secondo le regole del Mercato EuroTLX) (lo "**Specialista**") pubblicherà i prezzi di offerta (e i prezzi *bid*) ai quali lo Specialista è disposto a vendere (e acquistare) gli Strumenti Finanziari sul Mercato EuroTLX.

Gli Strumenti Finanziari possono essere acquistati da ciascun intermediario approvato e ammesso alla negoziazione sul Mercato EuroTLX da parte di Borsa Italiana S.p.A. (ciascuno, un "**Intermediario Autorizzato**") e l'acquisto ed il regolamento degli Strumenti Finanziari deve essere effettuato in conformità alle normali regole del Mercato EuroTLX.

**Stima delle spese caricate sull'investitore dall'Emittente/offerte:** Non Applicabile. Non ci sono spese stimate che verranno caricate sull'investitore dall'Emittente.

### Chi è l'offerente e/o il soggetto richiedente l'ammissione alle negoziazioni?

Si veda il precedente punto intitolato "Offerente(i) Autorizzato(i)".

L'Emittente richiederà l'ammissione alla negoziazione degli Strumenti Finanziari sul Mercato EuroTLX.

### Perché viene prodotto il Prospetto?

**Ragioni per l'offerta o dell'ammissione a negoziazione su un mercato regolamentato, importo degli incassi netti attesi e uso degli incassi:** L'importo degli incassi netti dell'offerta saranno usati dall'Emittente per procurare fondi aggiuntivi alle proprie attività e per scopi societari generali (i.e., a fini di profitto e/o a copertura di certi rischi).

**Accordo di sottoscrizione con assunzione a fermo:** L'offerta degli Strumenti Finanziari non è soggetta ad un accordo di sottoscrizione con assunzione a fermo.

**Conflitti significativi relativi all'emissione/offerta:**

L'Emittente è soggetto a numerosi conflitti di interesse tra i propri interessi e quelli dei portatori degli Strumenti Finanziari, inclusi: (a) rispetto a certi calcoli e decisioni, ci potrebbe essere una differenza di interesse tra gli investitori e l'Emittente, (b) nel normale corso delle proprie attività l'Emittente (o sue società controllate, collegate o sottoposte a comune controllo) possono compiere operazioni per proprio conto e possono concludere operazioni di copertura rispetto agli Strumenti Finanziari o derivati collegati, che possono influenzare il prezzo di mercato, liquidità o valore degli Strumenti Finanziari, e (c) l'Emittente (o sue società controllate, collegate o sottoposte a comune controllo) possono avere informazioni confidenziali in relazione all'Attività Sottostante o qualsiasi strumento derivativo che ad essa(e) si riferiscono, ma che l'Emittente non ha alcun obbligo (o sia allo stesso proibito) di rendere pubbliche.

**PREVISIONI SPECIFICHE PER OGNI SERIE**

ISIN	Codice Comune	Valoren	Numero di Tranch e PIPG	Moltiplicand o del Coupon Value	Attività Sottostant e o Indice	Bloomberg / Refinitiv	Tipo di Indice	Sede di Negoziazion e	Sponsor dell'Indice
JE00BLS3CQ7 3	24871577 4	12706000 7	570448	0,0495	Indice FTSE MIB	FTSEMIB <Index> / .FTMIB	Indice Unitario (Unitary Index)	Borsa Italiana	FTSE International Limited
JE00BLS3CR80	24871576 6	12706000 6	570446	0,0480	Indice EURO STOXX 50® (Price EUR)	SX5E <Index> / .STOXX50 E	Indice Multi-Sede di Negoziazion e (Multi-Exchange Index)	Come specificato nella Condizione dei Collegati all'Indice 8	STOXX Limited
JE00BLS3CK1 2	24871578 2	12706000 8	570449	0,0565	Indice EURO STOXX® Banks (Price EUR)	SX7E <Index> / .SX7E	Indice Multi-Sede di Negoziazion e (Multi-Exchange Index)	Come specificato nella Condizione dei Collegati all'Indice 8	STOXX Limited