



# Express fallend mbR bezogen auf MSCI World

**Product Type:** Yield Enhancement Products (Non-Principal Protected)

**Document Type:** Final Termsheet

**EUSIPA / SSPA Type:** Barrier Reverse Convertible with Conditional Coupon (1260)

**Offering:** Germany (non-US Investors only)

All material herein is for discussion purposes only and is only a summary.

Reference should be made to the Programme and the Final Terms, which together contain the only legally binding terms of the Certificate described in this material (the "Securities") as well as other information related to the issue of the Securities. The Programme and the Final Terms are obtainable free of charge from the Issuer upon request and are also available on the website [www.gs.de](http://www.gs.de). Before investing in the Securities you should read the risk factors described under Risk Information below and in the Programme.

## A. PRODUCT DESCRIPTION

The Investor expects a sideward or moderate rise of the Underlying. The Barrier should be lower than the level the Investor expects the Underlying to be at the maturity of the Certificate.

An autocallable Certificate offers a potential return which is higher than the return on an equivalent term vanilla bond.

If on predefined Observation Dates the Underlying trades at or above its trigger, the Certificate will terminate early at an amount equal to the relevant Early Redemption Value multiplied by the Nominal.

In return, the Investor is taking the risk that in case the Underlying trades below its Barrier at maturity, the Investor may suffer a loss compared to the Issue Price as they will receive a cash amount less than the Nominal. Otherwise, the Investor will receive the Nominal at maturity.

### PRODUCT DETAILS

<b>Issue Size</b>	250,000 Certificates
<b>Security Numbers</b>	ISIN: JE00BS6BGB58, Common Code: 182060143, Sedol: BS6BGB5, WKN: GP2LZ0.
<b>Nominal</b>	USD 100
<b>Issue Price</b>	USD 100 (excluding an Agio of USD 1.5)
<b>Minimum Trading Number</b>	/ 1 Certificate / 1 Certificate
<b>Permitted Trading Multiple</b>	

### DATES

<b>Subscription Period</b>	January 29, 2025 - February 11, 2025
<b>Initial Fixing Date</b>	February 12, 2025
<b>Issue Date</b>	February 20, 2025
<b>First Exchange Trading Date</b>	February 20, 2025
<b>Last Exchange Trading Date</b>	The trading day immediately preceding the Final Fixing Date.
<b>Final Fixing Date</b>	February 12, 2030
<b>Redemption Date</b>	February 20, 2030

### UNDERLYING INFORMATION

Underlying	Currency	Fixing (Initial)	Strike <sup>1</sup>	Barrier <sup>1</sup>
Bloomberg / Reuters			100%	65%
<b>MSCI World Index</b>				
MXWO Index / .MIWO00000PUS	USD	3,848.18	3,848.18	2,501.317

1: Values expressed as percentage of Fixing (Initial) and displayed to 4 d.p.

### REDEMPTION

Subject to an Early Redemption, on the Redemption Date, the Investor will receive either:

- 1: **if the Fixing (Final) is equal to or above the Barrier:**  
100% of the Nominal in cash; or

2:

**if the Fixing (Final) is below the Barrier:**

The Nominal multiplied by the Fixing (Final) and divided by the Strike, paid in cash.

**Early Redemption**

If on one of the below noted Observation Dates the Fixing is equal to or above the Trigger Percentage multiplied by the Fixing (Initial), the Certificate will be redeemed and the Investor will receive on the respective Early Redemption Date an amount equal to the relevant Early Redemption Value multiplied by the Nominal.

Observation Date	Early Redemption Date	Trigger Percentage	Early Redemption Value
February 12, 2026	February 20, 2026	100%	106.3%
February 12, 2027	February 22, 2027	95%	112.6%
February 14, 2028	February 22, 2028	90%	118.9%
February 12, 2029	February 20, 2029	85%	125.2%
February 12, 2030	February 20, 2030	65%	131.5%

**Fixing**

The official closing price of the Underlying on any Index Calculation Day as calculated and published by the Index Sponsor.

**Fixing (Initial)**

The Fixing on the Initial Fixing Date.

**Fixing (Final)**

The Fixing on the Final Fixing Date.

**Index Calculation Day**

Such day on which the Underlying is usually calculated and published by the Index Sponsor.

**GENERAL INFORMATION**

**Issuer**

Goldman Sachs Finance Corp International Ltd, Jersey, JE4 8PX.

The Issuer is not subject to prudential supervision.

**Issuer Tax Status**

The Certificate will be treated as having been issued by a United States corporation for United States federal income tax purposes and will be subject to United States withholding tax rules. Please refer to the Programme for further information

**Issuer Rating**

Goldman Sachs Finance Corp International Ltd has not sought or obtained any rating from any of the major rating agencies.

**Status**

Direct, unsubordinated, unconditional and unsecured obligations of the Issuer.

**Guarantor**

The Goldman Sachs Group, Inc., Delaware, USA.

The Guarantor is a bank holding company and a financial holding company under the U.S. Bank Holding Company Act of 1956 which is regulated by the Federal Reserve Board.

**Guarantor Rating**

A2 (Moody's) / BBB+ (Standard & Poor's) / A (Fitch).

**Guarantee**

Irrevocable and unconditional; the Guarantee relates to the payment obligations of the Issuer arising under the Securities only. Consequently, if the amount of those obligations is reduced, then so is the amount guaranteed.

**Programme**

Goldman Sachs Finance Corp International Ltd. Base Prospectus, dated March 11, 2024, as supplemented from time to time.

**Dealer**

Goldman Sachs Bank Europe SE

**Paying Agent**

Citibank Europe plc, Germany Branch.

**Calculation Agent**

Goldman Sachs International, London, GB.

**Form**

Bearer Certificates.

**Depository / Registrar**

Citibank N.A. (Non-UK).

**Clearing**

Euroclear, Clearstream Luxembourg.

**Governing Law / Jurisdiction**

**German Law / Frankfurt am Main.**

**Exchange / Index Sponsor**

MSCI Inc..

**Date Adjustment**

*Roll on Observation Dates:* The Initial Fixing Date, Final Fixing Date and each Interest Observation Date / Observation Date / Fixing (Initial) Observation Date / Fixing (Final) Observation Date (if applicable) may be adjusted due to the occurrence of a disruption event or if such day is not a Trading Day/Index Calculation Day (as applicable). If such adjustment occurs, there may be a corresponding impact to the Issue Date, Redemption Date or the relevant

Interest Payment Date / Early Redemption Date (if applicable). Furthermore, each of these dates is subject to adjustment in accordance with the Following business day convention.

Further details are available in the Programme

<b>Business Days</b>	New York, TARGET.
<b>Listing</b>	Application will be made to list the Certificates on the Euro TLX, a multilateral trading facility organised and managed by Euro TLX SIM S.p.A. The admission to trading of the Certificates is expected to be by the Issue Date. The issuance of the Certificates is conditional upon such admission to trading.
<b>Secondary Trading</b>	The Dealer intends to make a market in the Certificates on a regular basis under normal market conditions, but the Dealer does not commit and is under no obligation legal or otherwise to make any market in the Certificates. Secondary market prices of the Certificates are quoted "dirty".
<b>Distribution Fee</b>	Up to 1.25% fee is included in the Issue Price.
<b>Prohibition of Sales to EEA Retail Investors</b>	Not Applicable.
<b>Prohibition of Sales to UK Retail Investors</b>	Not Applicable.
<b>Prohibition of Offer to Swiss Private Investors</b>	Not Applicable.
<b>Section 871(m)</b>	The Issuer has determined that the Securities will not be subject to withholding under Section 871(m) of the U.S. Internal Revenue Code.

## B. PROFIT / LOSS PROSPECTS

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<b>Effect of the performance of the Underlying(s) on the redemption amount</b>	<p><b>Positive performance:</b> If the Underlying performs positively, the investor realises a positive return.</p> <p><b>Sideways to slightly negative performance:</b> If the Underlying performs sideways to slightly negative, the investor realises either no return or a positive return.</p> <p><b>Pronounced negative performance:</b> If the Underlying performs negatively and the Barrier is triggered, the investor may lose some or all of the investment.</p>
<b>Maximum Profit at Maturity/ Maximum Loss at Maturity</b>	<p>Maximum Loss: The minimum repayment of the Certificate is zero in case the Underlying is zero on the Final Fixing Date.</p> <p>Maximum Profit: The maximum payout to the investor is limited to the highest Early Redemption Value multiplied by the Nominal.</p>
<b>Certificate specific risks</b>	<p>This product offers no minimum repayment amount and you may lose your entire investment.</p> <p>This product is intended to provide a limited maximum return and a limited exposure to the Underlying, therefore your return will be lower than a direct investment in the Underlying in certain circumstances.</p> <p>This product may redeem early. Should this occur and you wish to reinvest, you may not be able to achieve a potential return similar to the potential return available under this product.</p> <p>If a secondary market is offered in the product, the bid/offer spread will be subject to change and any such price is likely to be impacted by changes in factors including (but not limited to) the price of the underlying, the volatility of the underlying, dividends payable by the underlying, prevailing interest rates, the time to maturity of the product and the credit spread of the Issuer.</p>

## C. SIGNIFICANT RISKS FOR INVESTORS

Such information is also contained in sub-section "Certificate specific risks" of section "B PROFIT / LOSS PROSPECTS".

### RISK INFORMATION

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**THESE SECURITIES ARE NOT PRINCIPAL PROTECTED. THERE IS A RISK THAT YOU COULD LOSE ALL OF YOUR INVESTMENT.**

**Credit risk:** Investors in Securities will be exposed to the credit risk of Goldman Sachs. If the Issuer and/or Guarantor become(s) insolvent or cannot make the payments on the Securities for any other reason, you will lose some or all of your investment. A decline in Goldman Sachs' credit quality is likely to reduce the market value of the Securities and therefore the price an investor may receive for the Securities if they were to sell them in the market.

**Volatility:** These Securities are volatile instruments. Volatility refers to the degree of unpredictable change over time of a certain variable in this case the price, performance or investment return of a financial asset. Volatility does not imply direction of the price or investment returns. An instrument that is volatile is likely to increase or decrease in value more often and/or to a greater extent than one that is not volatile.

**Leverage:** These Securities may be subject to leverage. Where an investment is subject to leverage, the effective exposure to the underlying asset or payment reference is increased. Leverage may expose investors to increased losses where the value of underlying asset falls. Leverage can be embedded in derivative components of complex financial instruments.

**Combining investment types:** These Securities may have some or all of the characteristics of debt and derivatives instruments. These elements could interact to produce both an enhanced possibility of loss of the initial investment or an enhanced return.

**Investment return:** The price of these Securities and the income generated, if any, may go down or up. You may realize losses on any investment made and you may get back nothing at all. You should read the Programme and the applicable Final Terms for the final terms and conditions and for a description of related risks. Risks include, but are not limited to, the following:

- The market price of the Securities may be influenced by many unpredictable factors, including economic conditions, the creditworthiness of GS, the value of any Underlyings and certain actions taken by GS (see **Conflict of Interests** below). Accordingly, if you sell your Securities prior to maturity you may receive less than the issue price of the Securities.
- In the case of Securities referencing one or more indices or other underlying assets (collectively, the “Underlyings”), changes in the price of the Securities may not correlate to changes in the value of the Underlyings; any declines or gains in the value of one Underlying may be more than offset by movements in the value of other Underlyings.
- The price of these Securities may be adversely affected by trading and other transactions by GS relating to the Securities and/or any Underlyings
- The price of these Securities could be significantly impacted by determinations that GS may make in its sole discretion from time to time as calculation agent and/or index sponsor, as the case may be.

**Relevant Information:** GS may, by virtue of its status as an underwriter, advisor or otherwise, possess or have access to information relating to these Securities, and/or any Underlyings and any derivative instruments referencing them (together “Relevant Instruments”). GS will not be obliged to disclose any such Relevant Information to you.

**No Exchange Guarantee nor Contract Ownership:** These Securities are not guaranteed by an exchange nor does it result in the ownership of any futures contracts.

**No Liquidity:** There may be no market for these Securities. An investor must be prepared to hold them until the Redemption Date. GS may, but is not obliged to, make a market. If it does, it may cease at any time without notice.

**Valuation:** Assuming no change in market conditions or other factors, the value of these Securities on the Issue Date may be significantly less than the execution price on the trade date. If you unwind your investment early, you may receive less than the stated redemption amount.

**Price Discrepancy:** Any price quoted for these Securities by GS may differ significantly from (i) the Securities’ value determined by reference to GS pricing models and (ii) any price quoted by a third party.

**Foreign Exchange:** Foreign currency denominated Securities are subject to fluctuations in exchange rates that could have an adverse effect on the value or price of, or income derived from, the investment.

**Secondary market risks:** The Dealer intends, under normal market conditions, to provide bid and offer prices for this Security on a regular basis. However, the Dealer makes no firm commitment to provide liquidity by means of bid and offer prices for this Security, and assumes no legal obligation to quote any such prices or with respect to the level or determination of such prices. Potential Investors therefore should not rely on the ability to sell this Security at a specific time or at a specific price.

In special market situations, where the Issuer is completely unable to enter into hedging transactions, or where such transactions are very difficult to enter into, the spread between the bid and offer prices may be temporarily expanded, in order to limit the economic risks of the Issuer.

**Foreign Account Tax Compliance Act (FATCA) Withholding:** Payment on the Certificate could be subject to a U.S. withholding tax of 30% under FATCA. If a payment on the Certificates is subject to such withholding tax, no additional amounts will be paid by the Issuer, and a holder of Certificates will receive less than the amount the holder would have otherwise received. You should also consult your own tax advisors regarding the relevant U.S. law and other official guidance on FATCA.

**Classification for U.S. Tax Purposes:** Because the United States federal income tax treatment of the Certificates (including coupon payments on the Certificates, if any) is uncertain, in the absence of further guidance, we intend to withhold on any coupon payments made

to you (including any such coupon payments made at maturity) at a 30% rate or at a lower rate specified by an applicable income tax treaty with the United States under an "other income" or similar provision. No additional amounts will be paid for such withholding tax by us or by the applicable withholding agent. You should consult your own tax advisor regarding the U.S. tax consequences of purchasing, holding and disposing of the Certificates.

**Taxation:** Neither the Issuer nor the Guarantor shall be liable for or otherwise obliged to pay any present or future tax, duty, withholding or other similar payment which may arise as a result of the ownership, transfer or exercise of any Securities. Where such withholding or deduction is required by law, the appropriate withholding or deduction shall be made and neither the Issuer nor the Guarantor shall have any obligation to pay any additional amounts to compensate for such withholding or deduction.

**Section 871(m) of the U.S. Internal Revenue Code:** 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% (or a lower rate under an applicable treaty). We have determined that, as of the issue date of the Securities, the Securities 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 Securities for United States federal income tax purposes.

## DISCLAIMER

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**Conflict of Interests:** GS may from time to time be an active participant on both sides of the market for the Relevant Instruments at any time and have long or short positions in, or buy and sell Relevant Instruments (on a principal basis or otherwise) identical or related to those mentioned herein. GS' hedging and trading activities with respect to the Securities may affect the value of other Relevant Instruments and vice versa. GS may be calculation agent or sponsor of Underlyings and as such may make determinations affecting the value of the Securities.

**No Offer:** This term sheet has been prepared for discussion purposes only. It is not an offer to buy the Securities described within or enter into any agreement. Neither GS, nor any of their officers or employees is soliciting any action based upon it. Finalised terms and conditions are subject to further discussion and negotiation and also to GS internal legal, compliance and credit approval.

**No Representation:** GS makes no representations as to (a) the suitability of the Securities for any particular investor (b) the appropriate accounting treatment or possible tax consequences of investing in the Securities or (c) the future performance of the Securities either in absolute terms or relative to competing investments. Changes in the creditworthiness or performance of the Securities or any Underlying may affect the value of the Securities and could result in it redeeming or being valued at zero.

**Not Complete Information:** This term sheet does not completely describe the merits and risks of the Securities and will, if a transaction results, be superseded by final legal documentation.

**No Advice:** This material should not be construed as investment, financial, strategic, legal, regulatory, accounting or tax advice. It does not take into account the particular investment objectives, financial situation or needs of individual clients. Certain transactions, including those involving futures, options and high yield securities, give rise to substantial risk and are not suitable for all investors. Accordingly clients should consider whether the Securities described herein are suitable for their particular circumstances and should consult their own accounting, tax, investment and legal advisors before investing. GS is acting as an arm's-length contractual counterparty and not as an advisor or fiduciary. GS does not accept any responsibility to update any opinions or other information contained in this material.

**Representation:** If a transaction arises as a result of this term sheet you agree that you will not offer, sell or deliver the Securities in any jurisdiction except under circumstances that will result in compliance with the applicable laws thereof, and that you will take at your own expense whatever action is required to permit your purchase and resale of the Securities. EEA and the United Kingdom standard selling restrictions apply.

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**Disclosure of Information:** No part of this material may be (i) copied, photocopied, or duplicated in any form, by any means or (ii) redistributed without GS prior written consent. However, GS agrees that, subject to applicable law, any and all aspects of the Securities that are necessary to support any U.S. federal income tax benefits, may be disclosed without GS imposing any limitation of any kind.

**No bank deposits:** The Securities are not bank deposits insured or guaranteed by the UK Financial Services Compensation Scheme, the Jersey Depositors Compensation Scheme, the United States Federal Deposit Insurance Corporation, the Deposit Insurance Fund or any other governmental agency or deposit protection fund run by public, private or community banks. The Securities are guaranteed by the Guarantor and the Guarantee will rank pari passu with all other unsecured and unsubordinated indebtedness of the Guarantor.

## UNDERLYING DISCLAIMER

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## D. OTHER INFORMATION

### OFFERING INFORMATION

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These Securities qualify for distribution and public offering in and from Germany.

**Information for German investors:** This document is neither a sales prospectus in terms of the German Securities Sales Prospectus Act, nor a prospectus in terms of the German Securities Prospectus Act or general civil law, and may not be interpreted as such. Reference should be made to the published base prospectus including any supplements thereto and the final terms relating to the Certificates (together referred to as the "**Prospectus**"), which contain the only legally binding terms of the Certificates. The final terms relating to the Certificates will be published in Germany on the first day of the Subscription Period by being made available free of charge at Goldman Sachs Bank Europe SE, Marienforum, Taunusanlage 9-10, 60329 Frankfurt am Main. In addition, the base prospectus, any supplements thereto and the final terms will be available for investors from the first day of the Subscription Period in electronic form on the website [www.gs.de](http://www.gs.de). Please note that subscription orders must not be accepted prior to the start of the Subscription Period. The Subscription Period for the Certificates in Germany is expected to commence on the date defined above under the definition of Subscription Period.

No action has been taken by GS to permit a public offering of the Securities in any jurisdiction other than the one(s) stated above.

You agree that: (i) you will not offer, sell or deliver any of the Securities described in this material in any jurisdiction, except in compliance with all applicable laws, and (ii) you will take, at your own expense, whatever action is required to permit your purchase and resale of the Securities.

Where you receive a selling commission from GS you confirm that such payment complies with all applicable law in the territory into which you distribute the product, including where applicable that: (i) you have disclosed the nature and amount of the payment to the extent you are required to do so; (ii) you have confirmed that the receipt of any payment by you from GS does not conflict with your duty to act in the best interests of those to whom you owe such duties; and (iii) you have determined that the payment is designed to enhance the quality of the service to any investor seeking to invest in the investments set out in this material.

### SELLING RESTRICTIONS

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**United States:** No Sales to United States Persons. The Securities have not been and will not be registered under the Securities Act of 1933, as amended (the "Act"), and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons, as defined in the Act. Accordingly, you represent that you will not offer or sell the Securities inside the United States or to U.S. Persons.

In the case of Securities referencing one or more indices which provide for discretionary management of the index constituent exposures, you represent and covenant that you will not offer or sell the Securities to beneficial owners that are U.S. Tax Persons. A "U.S. Tax Person" is a beneficial owner of Securities that is currently, or will be during any time that it holds the Securities, either (a) subject to United States

tax with respect to income from the Securities or (b) required to file a U.S. tax return (including, if applicable, a partnership tax return) in which any income or loss from the Securities is reported.

**United Kingdom:** This document is for information purposes only and does not constitute an invitation or offer to underwrite, subscribe for or otherwise acquire or dispose of any securities in any jurisdiction. This document is only addressed to and directed at persons outside the United Kingdom and persons in the United Kingdom who have professional experience in matters related to investments falling under Article 19 of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "**Order**"), are high net worth persons falling under Article 49 of the Order, or other persons to whom it may otherwise lawfully be communicated (all such persons together being referred to as "Relevant Persons") and must not be acted on or relied on by other persons in the United Kingdom under any circumstances. Any investment or investment activity to which this document relates is available only to Relevant Persons and will be engaged in only with Relevant Persons.

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If you are authorised and regulated by the Financial Conduct Authority or if you are authorized by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority to provide investment advice to retail investors in the United Kingdom and you are providing advice to retail investors in respect a Goldman Sachs retail investment product, you undertake not to request any commission or fee from Goldman Sachs and to otherwise reject any such payment offered to you. Under no circumstances shall Goldman Sachs facilitate the payment of an adviser charge on behalf of retail clients in the United Kingdom.

**Switzerland:** Each offeror of Securities represents and agrees that it has not made and will not make an offer of Securities to the public in Switzerland prior to the publication of a prospectus in relation to the Securities which has been approved by a Swiss prospectus office, all in accordance with the Swiss Federal Financial Services Act ("FinSA"), except that it may make an offer of such Securities to the public in Switzerland in any circumstances falling within the exemptions listed in article 36 para. 1 FinSA, provided that no such offer of Securities shall require the Issuer or any offeror to publish a prospectus pursuant to article 35 of the FinSA. Neither the Issuer nor the Guarantor, if any, has authorised, nor does any of them authorise any offer of Securities which would require the Issuer or any offeror to publish a prospectus pursuant to article 35 of the FinSA in respect of such offer. For the purposes of this provision, the expression "offer to the public" refers to the respective definitions in article 3 lit. g and h of the FinSA and as further detailed in the FinSO.

**Belgium:** You shall notify us promptly and, in any event, not later than the trade date of these Securities, if you intend – or if any of your sub-distributors or other selling agents intend – that any of the Securities will be offered, sold and/or delivered to any person qualifying as a consumer within the meaning of Article 1.1.2 of the Belgian Code of Economic Law, as amended from time to time (being any natural person who acts for purposes which do not fall within the scope of her/his commercial, industrial, craft or liberal activity) (a "Belgian Consumer") or if you become aware at any time that any investor intends to on-sell Securities to a Belgian Consumer.

If you have not notified us accordingly by the trade date the Securities may not be offered, sold and/or delivered or at any time held by a Belgian Consumer.

**Distribution to European Economic Area ("EEA") Countries:** In relation to each member state of the European Economic Area, each purchaser of the Securities represents and agrees that it has not made and will not make an offer of the Securities to the public in that member state prior to the publication of a prospectus in relation to the Securities which has been approved by the competent authority in that member state or, where appropriate, approved in another member state and notified to the competent authority in that member state, all in accordance with Article 23(1) of Regulation (EU) 2017/1129 (as amended, the "EU Prospectus Regulation"), except that it may make an offer of Securities to the public in that member state:

- to any legal entity which is a qualified investor as defined in the EU Prospectus Regulation;
- to fewer than 150 natural or legal persons (other than qualified investors as defined in the EU Prospectus Regulation);
- in any other circumstances falling within Article 1(4) of the EU Prospectus Regulation,

provided that no such offer of Securities shall require GS to publish a prospectus pursuant to Article 3 of the EU Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the EU Prospectus Regulation.

For the purposes of the provision above, the expression an "offer of Securities to the public" in relation to any Securities in any member state means the communication in any form and by any means of sufficient information on the terms of the offer and the Securities to be offered so as to enable an investor to decide to purchase or subscribe for the Securities.

**Distribution to the United Kingdom:** In relation to the United Kingdom, each purchaser of the Securities represents and agrees that it has not made and will not make an offer of the Securities to the public in the UK prior to the publication of a prospectus in relation to

the Securities which has been approved by the Financial Conduct Authority for the purposes of section 85 of the Financial Services and Markets Act 2000 (the "FSMA"), except that it may make an offer of Securities to the public in the UK:

- to any legal entity which is a qualified investor as defined in Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 and regulations made thereunder (the "**UK Prospectus Regulation**");
- to fewer than 150 natural or legal persons (other than qualified investors as defined in the UK Prospectus Regulation);
- in any other circumstances falling within section 86 of the FSMA,

provided that no such offer of Securities shall require GS to publish a prospectus pursuant to section 85 of the FSMA or supplement a prospectus pursuant to Article 23 of the UK Prospectus Regulation.

For the purposes of the provision above, the expression an "offer of Securities to the public" in relation to any Securities in the UK means the communication in any form and by any means of sufficient information on the terms of the offer and the Securities to be offered so as to enable an investor to decide to purchase or subscribe for the Securities.

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