



Prospectus Supplement No. 2 to Base Prospectus, dated April 14, 2023

**The Goldman Sachs Group, Inc.  
Euro Medium-Term Notes, Series F**

This Prospectus Supplement No. 2 (the “Prospectus Supplement”) to the Base Prospectus, dated April 14, 2023 and approved by the Commission de Surveillance du Secteur Financier (the “CSSF”) on April 14, 2023 (the “Base Prospectus”), constitutes a supplement to the Base Prospectus for the purposes of Article 23(1) of Regulation (EU) 2017/1129 (the “Prospectus Regulation”), and should be read in conjunction therewith and with Prospectus Supplement No. 1, dated April 19, 2023 (“Supplement No. 1”). The terms defined in the Base Prospectus have the same meaning when used in this Prospectus Supplement.

To the extent that there is any inconsistency between (a) any statement in this Prospectus Supplement or any statement incorporated by reference in this Prospectus Supplement and (b) any other statement in or incorporated by reference in the Base Prospectus or Supplement No. 1, the statements in (a) above will prevail. Save as disclosed in this Prospectus Supplement, as at the date hereof there has been no other significant new factor, material mistake or inaccuracy which would affect the assessment of securities to be offered to the public or listed and admitted to trading on an EU regulated market pursuant to the Base Prospectus as previously supplemented by Supplement No. 1, relating to the information included in the Base Prospectus, since the publication of Supplement No. 1.

This Prospectus Supplement incorporates by reference:

- the Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2023, dated May 3, 2023 (the “2023 First Quarter Form 10-Q”), which we filed with the U.S. Securities and Exchange Commission (the “SEC”) on May 4, 2023.

A copy of the 2023 First Quarter Form 10-Q has been filed with the CSSF in its capacity as competent authority under the Prospectus Regulation.

In addition:

- The following section entitled “Unaudited Interim Selected Financial Information” is hereby added to p. 46 of the Base Prospectus beneath the section entitled “Use of Proceeds”:

**Unaudited Interim Selected Financial Information**

Selected historical consolidated financial information relating to The Goldman Sachs Group, Inc. which summarizes the consolidated financial position of The Goldman Sachs Group, Inc. for the 3 months ended March 31, 2023 and March 31, 2022; and selected balance sheet information as of March 31, 2023 and December 31, 2022, is set out in the following tables:

<b>Income statement information</b>	<b>For the 3 months ended 31-03</b>	
	<b>2023</b>	<b>2022</b>
<b>(in millions of USD)</b>	<b>(unaudited)</b>	<b>(unaudited)</b>
Total non-interest revenues	10,443	11,106
Net revenues, including net interest income	12,224	12,933
Pre-tax earnings	3,993	4,656

<b>Balance sheet information (in millions of USD)</b>	<b>As of 31-03-2023 (unaudited)</b>	<b>As of 31-12-2022</b>
Total assets	1,538,349	1,441,799
Total liabilities	1,420,840	1,324,610
Total shareholders' equity	117,509	117,189

- The second paragraph under the caption “Material Adverse or Significant Changes and Legal Proceedings” on p. 148 of the Base Prospectus is hereby deleted and replaced with the following:

There has been no significant change in the financial or trading position of The Goldman Sachs Group, Inc. subsequent to March 31, 2023.

- The third paragraph under the caption “Material Adverse or Significant Changes and Legal Proceedings” on p. 148 of the Base Prospectus is hereby deleted and replaced with the following:

The Goldman Sachs Group, Inc. has not been involved in any governmental, legal or arbitration proceedings during the twelve months before the approval date of this Base Prospectus, as supplemented, which may have, or have had in the recent past, significant effects on The Goldman Sachs Group, Inc.'s financial position or profitability, except as may otherwise be indicated in (1) Part II, Item 8: Financial Statements and Supplementary Data – Note 27: Legal Proceedings on pages 210-223 of our 2022 Form 10-K, or (2) Part I, Item 1: Financial Statements — Note 27. Legal Proceedings on pages 84-97 of our 2023 First Quarter Form 10-Q.

The 2023 First Quarter Form 10-Q is incorporated by reference into, and forms part of, this Prospectus Supplement, and the information contained in the 2023 First Quarter Form 10-Q shall be deemed to update any information contained in the Base Prospectus and any document incorporated by reference therein. The 2023 First Quarter Form 10-Q will be available as described in the section “Documents Incorporated By Reference” in the Base Prospectus. This Prospectus Supplement and the 2023 First Quarter Form 10-Q will be available on the website of the Luxembourg Stock Exchange at [www.luxse.com](http://www.luxse.com).

### **Documents Incorporated by Reference**

The following list of documents (the “Reports”) supersedes the list of documents incorporated by reference on pages 41-43 of the Base Prospectus:

1. the Annual Report on Form 10-K for the fiscal year ended December 31, 2022, dated February 23, 2023 (the “2022 Form 10-K”), including Exhibit 21.1 thereto (“Exhibit 21.1”), which we filed with the SEC on February 24, 2023 (accessible on <https://www.goldmansachs.com/investor-relations/financials/10k/2022/2022-10-k.pdf>);
2. the Proxy Statement relating to our 2023 Annual Meeting of Shareholders on April 26, 2023 (the “2023 Proxy Statement”), which we filed with the SEC on March 17, 2023 (accessible on <https://www.goldmansachs.com/investor-relations/financials/proxy-statements/2023/2023-proxy-statement-pdf.pdf>);
3. the terms and conditions of the Notes contained on pages 32-100 of the base prospectus dated June 11, 2010 (accessible on <http://dl.bourse.lu/dlp/10f4681aaa29e64f828ebd3827ecd8e714>);
4. the terms and conditions of the Notes contained on pages 33-102 of the base prospectus dated June 10, 2011 (accessible on <http://dl.bourse.lu/dlp/10ec6a75dd9efe4adc961b3ff8c6cc67b9>);
5. the first bullet on page 2 of the prospectus supplement dated October 19, 2011 to the base prospectus dated June 10, 2011, amending the original terms and conditions of the Notes in the base prospectus dated June 10, 2011 (accessible on <http://dl.bourse.lu/dlp/104703a2d86aba4fbd7e56bb10fd9717>);
6. the terms and conditions of the Notes contained on pages 31-92 of the base prospectus dated June 8, 2012 (accessible on <http://dl.bourse.lu/dlp/10549f5c957be54b8abae2ec6d7fc005da>);

7. the terms and conditions of the Notes contained on pages 29-77 of the base prospectus dated June 10, 2013 (accessible on <http://dl.bourse.lu/dlp/10a174f9d8442743c78ee03d66c0cfd721>);
8. the terms and conditions of the Notes contained on pages 47-105 of the base prospectus dated June 5, 2014 (accessible on <http://dl.bourse.lu/dlp/10e4a7e8a8da014655932178f07c54755a>);
9. the terms and conditions of the Notes contained on pages 52-115 of the base prospectus dated June 5, 2015 (accessible on <http://dl.bourse.lu/dlp/10b9d7952751534de9aa7387fbdafd160c>);
10. the terms and conditions of the Notes contained on pages 56-118 of the base prospectus dated April 21, 2016 (accessible on <http://dl.bourse.lu/dlp/10db53f85d5231431a966473515e50c7b3>);
11. the bullets on pages S-4 to S-6 of the prospectus supplement dated January 13, 2017 to the base prospectus dated April 21, 2016, amending the original terms and conditions of the Notes in the base prospectus dated April 21, 2016 (accessible on <http://dl.bourse.lu/dlp/105e44ac0b58ef4cc58c67826b6cfbe334>);
12. the terms and conditions of the Notes contained on pages 57-121 of the base prospectus dated April 20, 2017 (accessible on <http://dl.bourse.lu/dlp/10fbec74b64dad48bf8c85b7e9e12c8283>);
13. the first bullet on page S-5 of the prospectus supplement dated November 3, 2017 to the base prospectus dated April 20, 2017, amending the original terms and conditions of the Notes in the base prospectus dated April 20, 2017 (accessible on <http://dl.bourse.lu/dlp/107bb175ea44914bc1ba9231d2a89fddfc>);
14. the terms and conditions of the Notes contained on pages 60-124 of the base prospectus dated April 19, 2018 (accessible on <http://dl.bourse.lu/dlp/10edb4b5b0a23f4cf7bdf04428d77cceb>);
15. the second bullet beginning on page S-1 of the prospectus supplement dated June 22, 2018 to the base prospectus dated April 19, 2018, amending the original terms and conditions of the Notes in the base prospectus dated April 19, 2018 (accessible on <http://dl.bourse.lu/dlp/10be851315b2b5436cb070e63b472302bd>);
16. the terms and conditions of the Notes contained on pages 63-117 of the base prospectus dated April 16, 2019 (accessible on <http://dl.bourse.lu/dlp/10f9c96cb91ebc49caad1dd7e180329d56>);
17. the bullets on page S-4 to S-9 of the prospectus supplement dated July 18, 2019 to the base prospectus dated April 16, 2019, amending the original terms and conditions of the Notes in the base prospectus dated April 16, 2019 (accessible on <http://dl.bourse.lu/dlp/1047c653713a614907959f9729108907aa>);
18. the bullets on page S-3 to S-5 of the prospectus supplement dated August 6, 2019 to the base prospectus dated April 16, 2019, amending the original terms and conditions of the Notes in the base prospectus dated April 16, 2019 (accessible on <http://dl.bourse.lu/dlp/1049540c6fdb9b4a3b8e339908c1f91a28>);
19. the bullets on page S-1 to S-3 of the prospectus supplement dated January 15, 2020 to the base prospectus dated April 16, 2019, amending the original terms and conditions of the Notes in the base prospectus dated April 16, 2019 (accessible on <http://dl.bourse.lu/dlp/109da67257297e4282b6710668e9aff305>);
20. the terms and conditions of the Notes contained on pages 43 - 106 of the base prospectus dated April 15, 2020 (accessible on <http://dl.bourse.lu/dlp/1044fb499d1f9e4fff91d428b0115744b4>);
21. the bullets on page S-2 of the prospectus supplement dated May 4, 2020, amending the original terms and conditions of the Notes in the base prospectus dated April 15, 2020 (accessible on <http://dl.bourse.lu/dlp/107a65f5e7ecd241f9b932fdb9a0d5afb5>);
22. the terms and conditions of the Notes contained on pages 46 – 109, and the form of final terms contained on pages S-1 to S-19 of the base prospectus dated April 15, 2021 (accessible on <http://dl.bourse.lu/dlp/1022ce26106ef04d45ad26951e83632606>);
23. the bullets on page S-4 to S-8 of the prospectus supplement dated May 5, 2021, amending the original terms and conditions of the Notes in the base prospectus dated April 15, 2021 (accessible on <http://dl.bourse.lu/dlp/10442512fd4f214ad29c5ff57cc16b22a5>);
24. the bullets on page S-1 of the prospectus supplement dated August 4, 2021, amending the original terms and conditions of the Notes in the base prospectus dated April 15, 2021 (accessible on <http://dl.bourse.lu/dlp/10825342e257d941fbba3708b7723906c6>);

25. the terms and conditions of the Notes contained on pages 46 – 116, and the form of final terms contained on pages S-1 to S-19 of the base prospectus dated April 15, 2022 (accessible on <https://dl.bourse.lu/dlp/10de8c4a2e24c9491497e5387607f9598c>);
26. the first and third bullets on page S-2 of the prospectus supplement dated May 4, 2022, amending the original terms and conditions of the Notes in the base prospectus dated April 15, 2022 (accessible on <https://dl.bourse.lu/dlp/1086701a0229e44d508279ec6d424a4840>);
27. the Current Report on Form 8-K dated April 18, 2023, including Exhibit 99.1 thereto, which we filed with the SEC on April 18, 2023 (accessible on <https://www.goldmansachs.com/investor-relations/financials/8k/2023/8k-04-18-23.pdf>); and
28. the 2023 First Quarter Form 10-Q (accessible on <https://www.goldmansachs.com/investor-relations/financials/10q/2023/first-quarter-2023-10-q.pdf>).

The following table supersedes the table contained on pages 43-45 of the Base Prospectus and indicates where information required by Article 25(1) of Commission Delegated Regulation (EU) 2019/980 (the “Prospectus Regulation Implementing Regulation”) to be disclosed in, and incorporated by reference into, this Prospectus Supplement can be found in the Reports. Unless otherwise specified, page references are to the body of each Report rather than to exhibits attached thereto.

**Information required by the Prospectus Regulation  
Implementing Regulation**

**Document/Location**

**Risk Factors**

Risk Factors ( <i>Annex 6, Section 3.1 of the Prospectus Regulation Implementing Regulation</i> ) .....	2022 Form 10-K (Market Risks (pp. 29-32), Liquidity Risks (pp. 32-34), Credit Risks (pp. 35-36), Operational Risks (pp. 36-40), Legal and Regulatory Risks (pp. 41-48), Competition Risks (pp. 48-50) and Market Developments and General Business Environment Risks (pp. 50-54))
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**Information about us**

History and development of our company ( <i>Annex 6, Section 4.1.1 and 4.1.4 of the Prospectus Regulation Implementing Regulation</i> ) .....	2022 Form 10-K (p. 1)
Details of any recent events particular to us and which are to a material extent relevant to an evaluation of our solvency	2022 Form 10-K (pp. 57-118)
Information on the material changes in the issuer’s borrowing or funding structure since the last financial year ( <i>Annex 6, Section 4.1.7</i> ) .....	2022 Form 10-K (pp. 80-83, 123-126, 180-182)
Description of the expected financing of the issuer’s activities ( <i>Annex 6, Section 4.1.8</i> ) .....	2022 Form 10-K (pp. 80-83)

**Business overview**

Our principal activities ( <i>Annex 6, Section 5.1.1 of the Prospectus Regulation Implementing Regulation</i> ) .....	2022 Form 10-K (pp. 1-5, 127)
Our principal markets ( <i>Annex 6, Section 5.1.1 of the Prospectus Regulation Implementing Regulation</i> ) .....	2022 Form 10-K (pp. 9-10, 56, 209)

**Organizational Structure**

Organizational structure ( <i>Annex 6, Section 6 of the Prospectus Regulation Implementing Regulation</i> ) .....	2022 Form 10-K (p. 34, Exhibit 21.1)
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**Trend Information**

Trend information ( <i>Annex 6, Section 7 of the Prospectus Regulation Implementing Regulation</i> ) .....	2023 First Quarter Form 10-Q (pp. 101-161) 2022 Form 10-K (pp. 57-118)
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**Information required by the Prospectus Regulation  
Implementing Regulation**

**Document/Location**

**Administrative, Management, and Supervisory Bodies**

Administrative, management and supervisory bodies, including conflicts of interest (*Annex 6, Section 9 of the Prospectus Regulation Implementing Regulation*) ..... 2023 Proxy Statement (pp. 6-30, 97-99)  
2022 Form 10-K (pp. 24-25)

**Major Shareholders**

Beneficial owners of more than five per cent. (*Annex 6, Section 10.1 of the Prospectus Regulation Implementing Regulation*).. 2023 Proxy Statement (p. 102)

**Financial information**

Audited historical financial information for the fiscal years ended December 31, 2022 and December 31, 2021 (*Annex 6, Section 11.1-11.5 of the Prospectus Regulation Implementing Regulation*) ..... 2022 Form 10-K (pp. 57-118, 119-231, 123-231)

Audit report (*Annex 6, Section 11.1.1 of the Prospectus Regulation Implementing Regulation*) ..... 2022 Form 10-K (pp. 120-122)

Balance sheet (*Annex 6, Section 11.1.5 of the Prospectus Regulation Implementing Regulation*) ..... 2022 Form 10-K (p. 124)

Income statement (*Annex 6, Section 11.1.5 of the Prospectus Regulation Implementing Regulation*) ..... 2022 Form 10-K (p. 123)

Cash flow statement (*Annex 6, Section 11.1.5 of the Prospectus Regulation Implementing Regulation*) ..... 2022 Form 10-K (p. 126)

Accounting policies and explanatory notes (*Annex 6, Section 11.1.5 of the Prospectus Regulation Implementing Regulation*) ..... 2022 Form 10-K (pp. 59-62, 127-231)

Unaudited Interim and other financial information (*Annex 6, Section 11.2 of the Prospectus Regulation Implementing Regulation*) ..... 2023 First Quarter Form 10-Q (pp. 1-98)

Balance sheet (*Annex 6, Section 11.2 of the Prospectus Regulation Implementing Regulation*) ..... 2023 First Quarter Form 10-Q (p. 2)

Income statement (*Annex 6, Section 11.2 of the Prospectus Regulation Implementing Regulation*) ..... 2023 First Quarter Form 10-Q (p. 1)

Cash flow statement (*Annex 6, Section 11.2 of the Prospectus Regulation Implementing Regulation*) ..... 2023 First Quarter Form 10-Q (p. 4)

Accounting policies and explanatory notes (*Annex 6, Section 11.2 of the Prospectus Regulation Implementing Regulation*) ..... 2023 First Quarter Form 10-Q (pp. 5-98)

Legal and arbitration proceedings (*Annex 6, Section 11.4 of the Prospectus Regulation Implementing Regulation*) ..... 2023 First Quarter Form 10-Q (pp. 84-97)  
2022 Form 10-K (pp. 55, 210-223)

**Additional Information**

Share capital (*Annex 6, Section 12.1 of the Prospectus Regulation Implementing Regulation*) ..... 2023 First Quarter Form 10-Q (pp. 3, 69-71)  
2022 Form 10-K (pp. 125, 192-194)

**Material Contracts**

**Information required by the Prospectus Regulation  
Implementing Regulation**

**Document/Location**

Material Contracts ( <i>Annex 6, Section 13.1 of the Prospectus Regulation Implementing Regulation</i> ) .....	2023 First Quarter Form 10-Q (pp. 57-60) 2022 Form 10-K (pp. 180-183)
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In accordance with Article 23 (2) of the Prospectus Regulation, investors who had already agreed to purchase or subscribe for securities offered under the Base Prospectus before this Prospectus Supplement was published and where the securities had not yet been delivered to the investors at the time when the significant new factor, material mistake or material inaccuracy arose or was noted, have the right, exercisable within two working days after the publication of this Prospectus Supplement, up to and including May 8, 2023, to withdraw their acceptances. Investors should contact Goldman Sachs International for the exercise of the right of withdrawal.

References to the Base Prospectus in the Base Prospectus shall hereafter mean the Base Prospectus as supplemented by this Prospectus Supplement and Supplement No. 1. The Goldman Sachs Group, Inc. accepts responsibility for the information contained in the Base Prospectus, as supplemented by this Prospectus Supplement. To the best of its knowledge, the information contained in the Base Prospectus, as supplemented by this Prospectus Supplement, is in accordance with the facts and contains no omission likely to affect its import.

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

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Prospectus Supplement, dated May 4, 2023