



Prospectus Supplement No. 5 to Base Prospectus, dated April 12, 2024
The Goldman Sachs Group, Inc.
Euro Medium-Term Notes, Series F

This Prospectus Supplement No. 5 (the “Prospectus Supplement”) to the Base Prospectus, dated April 12, 2024 and approved by the Commission de Surveillance du Secteur Financier (the “CSSF”) on April 12, 2024 (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 16, 2024 (“Supplement No. 1”), Prospectus Supplement No. 2, dated May 3, 2024 (“Supplement No. 2”), Prospectus Supplement No. 3, dated July 15, 2024 (“Supplement No. 3”) and Prospectus Supplement No. 4, dated August 2, 2024 (“Supplement No. 4”). 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, Supplement No. 1, Supplement No. 2, Supplement No. 3 or Supplement No. 4, 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, Supplement No. 2, Supplement No. 3 and Supplement No. 4, relating to the information included in the Base Prospectus, since the publication of Supplement No. 4.

This Prospectus Supplement incorporates by reference:

- the Current Report on Form 8-K dated October 15, 2024 (the “October 15 Form 8-K”), including Exhibit 99.1 (“Exhibit 99.1 to the October 15 Form 8-K”), which we filed with the U.S. Securities and Exchange Commission (the “SEC”) on October 15, 2024.

A copy of the October 15 Form 8-K has been filed with the CSSF in its capacity as competent authority under the Prospectus Regulation.

The October 15 Form 8-K is incorporated by reference into, and forms part of, this Prospectus Supplement, and the information contained in the October 15 Form 8-K shall be deemed to update any information contained in the Base Prospectus and any document incorporated by reference therein. The October 15 Form 8-K will be available as described in the section “Documents Incorporated By Reference” in the Base Prospectus. This Prospectus Supplement and the October 15 Form 8-K will be available on the website of the Luxembourg Stock Exchange at www.luxse.com.

Documents Incorporated by Reference

The following list of documents (the “Reports”) supersedes the list of documents incorporated by reference on pages 43-45 of the Base Prospectus:

1. the Annual Report on Form 10-K for the fiscal year ended December 31, 2023, dated February 22, 2024 (the “2023 Form 10-K”), including Exhibit 21.1 thereto (“Exhibit 21.1”), which we filed with the SEC on February 23, 2024 (accessible on <https://www.goldmansachs.com/investor-relations/financials/10k/2023/2023-10-k.pdf>);
2. the Proxy Statement relating to our 2024 Annual Meeting of Shareholders on April 24, 2024 (the “2024 Proxy Statement”), which we filed with the SEC on March 15, 2024 (accessible on <https://www.goldmansachs.com/investor-relations/financials/proxy-statements/2024/2024-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/104703a2d86aba4fbd7e56bb10fbd9717>);
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/10825342e257d941fbb3708b7723906c6>);
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 terms and conditions of the Notes contained on pages 49 – 119, and the form of final terms contained on pages S-1 to S-20 of the base prospectus dated April 14, 2023 (accessible on <https://dl.luxse.com/dlp/10dc37c7dee7d440b99013b00ee8f74f61>);
28. the bullets on page S-1 to S-3 of the prospectus supplement dated September 21, 2023, amending the original terms and conditions of the Notes in the base prospectus dated April 14, 2023 (accessible on <https://dl.luxse.com/dlp/10f5a9fed030a8464d9b66612e6b919a2c>);
29. the bullets on pages S-2 to S-5 of the prospectus supplement dated November 6, 2023, amending the original terms and conditions of the Notes in the base prospectus dated April 14, 2023 (accessible on <https://dl.luxse.com/dlp/1068c97d2296ba4d6c88c7ad27dcb37dde>);
30. the Current Report on Form 8-K dated April 15, 2024, including Exhibit 99.1 thereto, which we filed with the SEC on April 15, 2024 (accessible on <https://www.goldmansachs.com/investor-relations/financials/8k/2024/8k-04-15-24.pdf>);
31. the Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2024, dated May 2, 2024 (the “2024 First Quarter Form 10-Q”), which we filed with the SEC on May 3, 2024 (accessible on <https://www.goldmansachs.com/investor-relations/financials/10q/2024/first-quarter-2024-10-q.pdf>);
32. the Current Report on Form 8-K dated July 15, 2024, including Exhibit 99.1 thereto, which we filed with the SEC on July 15, 2024 (accessible on <https://www.goldmansachs.com/investor-relations/financials/8k/2024/07-15-2024.pdf>);
33. the Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2024, dated August 1, 2024 (the “2024 Second Quarter Form 10-Q”), which we filed with the SEC on August 2, 2024 (accessible on <https://www.goldmansachs.com/investor-relations/financials/10q/2024/second-quarter-2024-10-q.pdf>); and
34. the October 15 Form 8-K, including Exhibit 99.1 thereto (accessible on <https://www.goldmansachs.com/investor-relations/financials/8k/2024/8k-10-15-24.pdf>).

The following table supersedes the table contained on pages 45-47 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>)	2023 Form 10-K (Market Risks (pp. 33-36), Liquidity Risks (pp. 36-38), Credit Risks (pp. 38-40), Operational Risks (pp. 40-45), Legal and Regulatory Risks (pp. 46-53), Competition Risks (pp. 54-56) and Market Developments and General Business Environment Risks (pp. 56-59))
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>)	2023 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	2023 Form 10-K (pp. 62-123)
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>)	2023 Form 10-K (pp. 83-86, 128-131, 188-190)
Description of the expected financing of the issuer's activities (<i>Annex 6, Section 4.1.8</i>).....	2023 Form 10-K (pp. 83-86)
Business overview	
Our principal activities (<i>Annex 6, Section 5.1.1 of the Prospectus Regulation Implementing Regulation</i>)	2023 Form 10-K (pp. 1-5, 132)
Our principal markets (<i>Annex 6, Section 5.1.1 of the Prospectus Regulation Implementing Regulation</i>)	2023 Form 10-K (pp. 9-10, 61, 215)
Organizational Structure	
Organizational structure (<i>Annex 6, Section 6 of the Prospectus Regulation Implementing Regulation</i>)	2023 Form 10-K (p. 38, Exhibit 21.1)
Trend Information	
Trend information (<i>Annex 6, Section 7 of the Prospectus Regulation Implementing Regulation</i>)	2024 Second Quarter Form 10-Q (pp. 104-173) 2023 Form 10-K (pp. 62-123) Exhibit 99.1 to the October 15 Form 8-K (pp. 1-6)
Administrative, Management, and Supervisory Bodies	
Administrative, management and supervisory bodies, including conflicts of interest (<i>Annex 6, Section 9 of the Prospectus Regulation Implementing Regulation</i>)	2024 Proxy Statement (pp. 7-30, 97-99) 2023 Form 10-K (pp. 27-28)
Major Shareholders	
Beneficial owners of more than five per cent. (<i>Annex 6, Section 10.1 of the Prospectus Regulation Implementing Regulation</i>).....	2024 Proxy Statement (p. 102)
Financial information	
Audited historical financial information for the fiscal years ended December 31, 2023 and December 31, 2022 (<i>Annex 6, Section 11.1-11.5 of the Prospectus Regulation Implementing Regulation</i>).....	2023 Form 10-K (pp. 125-239)

Audit report (<i>Annex 6, Section 11.1.1 of the Prospectus Regulation Implementing Regulation</i>)	2023 Form 10-K (pp. 125-127)
Balance sheet (<i>Annex 6, Section 11.1.5 of the Prospectus Regulation Implementing Regulation</i>)	2023 Form 10-K (p. 129)
Income statement (<i>Annex 6, Section 11.1.5 of the Prospectus Regulation Implementing Regulation</i>)	2023 Form 10-K (pp. 128-129)
Cash flow statement (<i>Annex 6, Section 11.1.5 of the Prospectus Regulation Implementing Regulation</i>)	2023 Form 10-K (p. 131)
Accounting policies and explanatory notes (<i>Annex 6, Section 11.1.5 of the Prospectus Regulation Implementing Regulation</i>)	2023 Form 10-K (pp. 64-67, 132-239)
Unaudited Interim and other financial information (<i>Annex 6, Section 11.2 of the Prospectus Regulation Implementing Regulation</i>)	2024 Second Quarter Form 10-Q (pp. 1-101)
Balance sheet (<i>Annex 6, Section 11.2 of the Prospectus Regulation Implementing Regulation</i>)	2024 Second Quarter Form 10-Q (p. 2) Exhibit 99.1 to the October 15 Form 8-K (p. 11)
Income statement (<i>Annex 6, Section 11.2 of the Prospectus Regulation Implementing Regulation</i>)	2024 Second Quarter Form 10-Q (p. 1) Exhibit 99.1 to the October 15 Form 8-K (pp. 9-10)
Cash flow statement (<i>Annex 6, Section 11.2 of the Prospectus Regulation Implementing Regulation</i>)	2024 Second Quarter Form 10-Q (p. 4)
Accounting policies and explanatory notes (<i>Annex 6, Section 11.2 of the Prospectus Regulation Implementing Regulation</i>)	2024 Second Quarter Form 10-Q (pp. 5-101) 2024 Second Quarter Form 10-Q (pp. 88-100)
Legal and arbitration proceedings (<i>Annex 6, Section 11.4 of the Prospectus Regulation Implementing Regulation</i>)	2023 Form 10-K (pp. 60, 216-230)
Additional Information	
Share capital (<i>Annex 6, Section 12.1 of the Prospectus Regulation Implementing Regulation</i>)	2024 Second Quarter Form 10-Q (pp. 3, 73-76) 2023 Form 10-K (pp. 130, 201-203)
Material Contracts	
Material Contracts (<i>Annex 6, Section 13.1 of the Prospectus Regulation Implementing Regulation</i>)	2024 Second Quarter Form 10-Q (pp. 60-63) 2023 Form 10-K (pp. 188-190)

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 October 17, 2024, 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, Supplement No. 1, Supplement No. 2, Supplement No. 3 and Supplement No. 4. 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.

