7-Year Quanto EUR Worst of Autocallable Notes on FTSE 100 Index, Nikkei 225 Stock Average Index, S&P 500® Index and EURO STOXX 50® Index (Price EUR)

Product Type: Yield Enhancement Products (Non-Principal Protected)
Document Type: Indicative Termsheet
EUSIPA / SSPA Type: Express Certificate with Barrier (1260)
Offering: Private Placement Only (non-US Investors only)

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

Reference should be made to the Private Placement Memorandum Series M dated January 14, 2020, as supplemented up to and including the Issue Date (the "Programme"), and the Pricing Supplement, which together contain the only legally binding terms of the securities described in this material (the "Securities") as well as other information and risks related to the issue of the Securities. The Programme and Pricing Supplement are obtainable free of charge from the Issuer upon request and the Programme is also available on the website of the Luxembourg Stock Exchange at http://www.bourse.lu. Before investing in the Securities you should read the risk factors described under "Risk Information" below and in the Programme. The Pricing Supplement may describe additional risk factors relating to the Securities.

Warning: The contents of this document have not been reviewed by any regulatory authority in any jurisdiction. Investors are advised to exercise caution in relation to any offer. If an investor is in any doubt about any of the contents of this document, the investor should obtain independent professional advice.

A. PRODUCT DESCRIPTION

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

An autocallable Note offers a potential return which is higher than the return on an equivalent term vanilla bond.
If on predefined Observation Dates all Underlyings trade at or above their respective trigger, the Note 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 one or more of the Underlyings trade below their respective Barrier at maturity, the Investor will 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

Issue Size	EUR 5'000'000
Security Numbers	ISIN: XS1971434441, Common Code: 197143444, Valor: 47503778.
Nominal	EUR 1'000
Issue Price	100%
Minimum Trading Number / Permitted Trading Multiple	EUR 1'000

DATES

Trade Date	February 27, 2020
Initial Fixing Date	February 28, 2020
Issue Date	March 6, 2020
Final Fixing Date	March 1, 2027
Redemption Date	March 8, 2027

UNDERLYING INFORMATION

Underlying	Currency	Fixing (Initial)	Strike[1]	Barrier[1]
Bloomberg / Reuters			100%	60%
FTSE 100 Index UKX Index / .FTSE	GBP	[TBD]	[TBD]	[TBD]
Nikkei 225 Stock Average Index NKY Index / .N225	JPY	[TBD]	[TBD]	[TBD]
S&P 500® Index SPX Index / .SPX	USD	[TBD]	[TBD]	[TBD]
EURO STOXX 50® Index (Price EUR) SX5E Index / .STOXX50E	EUR	[TBD]	[TBD]	[TBD]

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 each Fixing (Final) is equal to or above its respective Barrier:**

100% of the Nominal in cash; or

2: **if at least one Fixing (Final) is below its respective Barrier:**

The Nominal multiplied by the Worst Performance, paid in cash.

Worst Performance The Worst Performance is calculated by dividing the Fixing (Final) by the Fixing (Initial) in relation to each Underlying. The Worst Performance corresponds to the lowest of all such calculated values.

Early Redemption If on one of the below noted Observation Dates the Fixing of each Underlying is equal to or above its respective Trigger Percentage multiplied by the Fixing (Initial), the Note 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
March 1, 2021	March 8, 2021	100%	108.82%
August 31, 2021	September 7, 2021	100%	113.23%
February 28, 2022	March 7, 2022	100%	117.64%
August 30, 2022	September 6, 2022	100%	122.05%
February 28, 2023	March 7, 2023	100%	126.46%
August 29, 2023	September 5, 2023	100%	130.87%
February 28, 2024	March 6, 2024	100%	135.28%
August 28, 2024	September 4, 2024	100%	139.69%
February 28, 2025	March 7, 2025	100%	144.1%
August 28, 2025	September 4, 2025	100%	148.51%
March 2, 2026	March 9, 2026	100%	152.92%
August 28, 2026	September 4, 2026	100%	157.33%
March 1, 2027	March 8, 2027	100%	161.74%

Fixing The official closing price of an 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 each Underlying is usually calculated and published by its respective Index Sponsor.

GENERAL INFORMATION

Issuer Goldman Sachs Finance Corp International Ltd, Jersey, JE4 8PX.
The Issuer is not subject to prudential supervision.

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 A3 (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 Private Placement Memorandum Series M dated January 14, 2020.

Dealer	Goldman Sachs International, its licensed branches, and/or Goldman Sachs Bank Europe SE, as applicable.
Paying Agent	Citibank N.A. (Non-UK).
Calculation Agent	Goldman Sachs International, London, GB.
Form	Registered Notes.
Depository / Registrar	Citibank N.A. (Non-UK).
Clearing	Euroclear, Clearstream Luxembourg.
Governing Law / Jurisdiction	**English Law / London.**
Exchange / Index Sponsor	FTSE 100 Index : FTSE International Limited, Nikkei 225 Stock Average Index : Nikkei Inc., S&P 500® Index : S&P Dow Jones Indices LLC., EURO STOXX 50® Index (Price EUR) : STOXX Limited.
Date Adjustment	*Roll on Observation Dates:* The Initial Fixing Date, Final Fixing Date and each Interest Observation Date / Observation Date / Averaging 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 and the applicable Pricing Supplement.
Business Days	TARGET.
Listing	Not Applicable.
Secondary Trading	The Dealer intends to make a market in the Notes 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 Notes. Secondary market prices of the Notes are quoted “dirty”.
Distribution Fee	A selling commission may have been paid by Goldman Sachs International or any of its affiliates (collectively, “GS”) in relation to this transaction. Please refer to the Pricing Supplement for more details.
Prohibition of Sales to EEA Retail Investors	Not Applicable.
Swiss Prohibition of Offer to Private Clients in Switzerland	Applicable.
Section 871(m)	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

Effect of the performance of the Underlying(s) on the redemption amount	**Positive performance:** If all the Underlyings perform positively, the investor realises a positive return. **Sideways to slightly negative performance:** If all the Underlyings perform sideways to slightly negative, the investor realises either no return or a positive return. **Pronounced negative performance:** If at least one of the Underlyings performs negatively and the Barrier is triggered, the investor may lose some or all of the investment.
Maximum Profit at Maturity/ Maximum Loss at Maturity	Maximum Loss: The minimum repayment of the Note is zero in case at least one of the Underlyings is zero on the Final Fixing Date. Maximum Profit: The maximum payout to the investor is limited to the highest Early Redemption Value multiplied by the Nominal.
Note specific risks	This product offers no minimum repayment amount and you may lose your entire investment. This product is intended to provide a limited maximum return and a limited exposure to the worst performing underlying, therefore your return will be lower than a direct investment in the underlyings in certain circumstances. 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. 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 Underlyings, the volatility of the Underlyings, dividends payable by the Underlyings, prevailing interest rates, the time to maturity of the product and the credit spread of the Issuer.

C. SIGNIFICANT RISKS FOR INVESTORS

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

RISK INFORMATION

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 Pricing Supplement 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.

The occurrence of an FX Disruption Event may lead to delayed payment and/or payment in USD: if the relevant currency is subject to convertibility, transferability, market disruption or other conditions affecting its availability at or about the time when a payment on the Securities comes due because of circumstances beyond our control, we will be entitled to make the payment in U.S. dollars or delay making the payment.

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 Note could be subject to a U.S. withholding tax of 30% under FATCA. If a payment on the Notes is subject to such withholding tax, no additional amounts will be paid by the Issuer, and a holder of Notes 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 Notes (including coupon payments on the Notes, 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. We will not make payments of any additional amounts for such withholding tax. You should consult your own tax advisor regarding the U.S. tax consequences of purchasing, holding and disposing of the Notes.

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

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.

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D. OTHER INFORMATION

OFFERING INFORMATION

No action has been taken by GS to permit a public offering of the Securities in any jurisdiction.

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.

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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 I.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 the 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 Prospectus Regulation;
- to fewer than 150 natural or legal persons (other than qualified investors as defined in the Prospectus Regulation;
- in any other circumstances falling within Article 1(4) of the Prospectus Regulation,

provided that no such offer of Securities shall require GS to publish a prospectus pursuant to Article 3 of the Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the 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 and the expression "Prospectus Regulation" means Regulation (EU) 2017/1129.

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