Goldman Sachs Asset Management International

IFPR: MIFIDPRU Disclosures

For the period ended December 31, 2024

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Introduction

Overview

Goldman Sachs Asset Management International (the company or GSAMI) is an asset management company principally operating in the Europe, the Middle East and Africa (EMEA) region.

The company is authorised and regulated by the Financial Conduct Authority (FCA).

The company's ultimate parent undertaking and controlling entity is The Goldman Sachs Group, Inc. (Group Inc. or parent company), a Delaware corporation, together with its consolidated subsidiaries (collectively, the firm), is a leading global financial institution that delivers a broad range of financial services across investment banking, securities, investment management and consumer banking to a large and diversified client base that includes corporations, financial institutions, governments and individuals. When we use the terms "Goldman Sachs", "the firm" and "firmwide" we mean Group Inc. and its consolidated subsidiaries and when we use the terms "GSAMI", "the company", "we", "us", and "our", we mean Goldman Sachs Asset Management International.

The Board of Governors of the Federal Reserve System (FRB) is the primary regulator of Group Inc., a bank holding company (BHC) under the U.S. Bank Holding Company Act of 1956 and a financial holding company under amendments to this Act. The firm is subject to consolidated regulatory capital requirements which are calculated in accordance with the regulations of the FRB (Capital Framework).

For information on Group Inc.'s financial statements and regulatory capital ratios, please refer to the firm's annual Pillar 3 Disclosures and Annual Report on Form 10-K. References to the "2024 Form 10-K" are to the firm's Annual Report on Form 10-K for the year ended December 31, 2024. All reference to December 2024 refer to the period ended, or the date, as the context requires, December 31, 2024.

https://www.goldmansachs.com/investor-relations/financials/other-information/2024/4q-pillar3-2024.pdf

https://www.goldmansachs.com/investor-relations/financials/10k/2024/2024-10-k.pdf

As a UK investment firm undertaking activities within the scope of the UK Markets in Financial Instruments Directive ("MIFID"), GSAMI is subject to the prudential requirements of the Investment Firms Prudential Regime ("IFPR") contained in the MIFIDPRU Prudential sourcebook. The IFPR is a framework governing prudential requirements for investment firms tailored to smaller, non-systemically important investment firms, such as the company. The IFPR comprises rules on capital requirements, internal capital and risk assessment, liquidity requirements, governance, remuneration, reporting and disclosure requirements. GSAMI is categorised as a non-small non-interconnected ("non-SNI") MIFIDPRU investment firm.

The company seeks to be a leading participant in the asset management industry and continues to develop its business having regard to the broader strategy defined by GS Group.

The annual IFPR-MIFIDPRU disclosures set out qualitative and quantitative elements for which more frequent disclosure is appropriate, if business undergoes a significant change to its business model.

The company primarily operates in a U.S. dollar environment as part of GS Group. Accordingly, the company's functional currency is the U.S. dollar and these disclosures have been prepared in that currency.

Future Outlook

The directors consider that the year end financial position of the company was satisfactory. No significant change in the company's principal business activities is currently expected.

Business environment

In 2024, the global economy grew, but was impacted throughout the year by broad macroeconomic and geopolitical concerns. Concerns regarding inflation and ongoing geopolitical stresses, including tensions with China and the conflicts in Ukraine and the Middle East, remained elevated. Despite these concerns, the economy in the U.S. has remained resilient and equity markets have reacted favourably to the outcomes of national elections, and in the U.K. and Eurozone, economic activity showed some improvement from low levels. Additionally, markets were focused on policy interest rate cuts by several central banks, including the U.S. Federal Reserve, the Bank of England and the European Central Bank.

Date of authorisation of publication

The IFPR-MIFIDPRU disclosures were authorised for publication by Board of Directors on March 26, 2025.

Risk Management

Overview

GSAMI is incorporated as a separate legal entity with its own management, governance and risk management focus. The risk philosophy and approach to risk appetite within GSAMI is, however, consistent with that of GS Group to the extent applicable to GSAMI's activities. This includes GS Group's risk preferences with respect to reputational risk management, credit risk management, market risk management, liquidity and funding risk management, compliance risk management, operational risk management, including model risk management, and strategic and business environment risk management, including climate risk management and sustainability risk management, amongst others. GSAMI additionally has practices that are tailored to the specifics of GSAMI's business as an Investment Management entity which are incorporated into GSAMI's risk appetite and reflected in its risk management approach.

GSAMI is in the business of serving our clients across multiple business areas and geographies. In the normal course of activities in serving such clients, GSAMI commits capital in support of its activities, engages in transactions on behalf of its clients, and otherwise incurs risk as an inherent part of its business. Consistent with the GS Group risk philosophy, GSAMI endeavours, however, not to undertake risk in form or amount that could potentially materially impair either the entity's capital and liquidity position, or the entity's ability to generate revenues, or damage the entity's reputation, even in a stressed environment.

GSAMI believes that effective risk management is critical to the success of the company. Accordingly, GSAMI has established a risk management framework that employs a comprehensive, integrated approach to risk management, and is designed to enable risk management processes through which the risks associated with the company's business are identified, assessed, monitored and managed, and which is built around three core components: governance, processes and people.

GSAMI has its own Board of Directors and its own Board Risk Committee, with the responsibility of assisting the Board in overseeing the implementation of the company's risk appetite and strategy. The GSAMI Board Risk Committee held six meetings in 2024.

The implementation of the company's risk governance structure and core risk management processes are overseen by the Asset Management Global Risk team, which operates independently of the portfolio managers and reports to the company's Chief Risk Officer. The Asset Management Global Risk team is responsible for ensuring that the company's risk management framework provides the Board of directors of GSAMI, the Executive Risk Committee and senior management with a consistent and integrated approach to managing the various risks in a manner consistent with the company's risk appetite.

Governance

The company has its own governance framework which complements the Firmwide and EMEA organisation and governance. In addition, investment funds are also governed by their respective Fund Boards and regulators. The governance of GSAMI is distinct and separate from the governance of investment funds, for which GSAMI has been appointed as investment advisor.

Risk management governance starts with the Board of Directors of the company (the Board), which both directly and through its committees, including the Board Risk Committee, oversees the risk management policies and practices. The Board is also responsible for the annual review and approval of the company's risk appetite statement. The risk appetite statement describes the levels and types of risk the company is willing to accept or to avoid, in order to achieve strategic business objectives included in the strategic business plan, while remaining in compliance with regulatory requirements. The Board reviews the strategic business plan and is responsible for overseeing and providing direction about strategy and risk appetite. In addition, GSAMI has an Executive Risk Committee which reports to the company's Management Committee and the Board. The Executive Risk Committee has responsibility for directing and overseeing GSAMI's management in implementing appropriate risk policies and frameworks and for the risk management strategy for the legal entity including, but not limited to, taking steps to ensure adherence to risk tolerance levels and establishing an appropriate risk limit framework. The Executive Risk Committee convenes monthly to review key financial and non-financial risk metrics for the company including, but not limited to, financial performance, eligible regulatory capital and liquidity versus management and regulatory requirements, credit risk, market risk, operational risk including conduct risk, and relevant stress tests. The Executive Risk Committee additionally oversees the annual

Internal Capital Adequacy and Risk Assessment (ICARA) exercise of the company and monitors the implementation of the risk governance framework relevant to client funds and separately managed accounts where the company is appointed as investment advisor.

Risk Culture

Our culture, as it relates to risk management, is the set of shared norms and traditions of behaviour of individuals and of groups that determine the way in which we identify, understand, discuss and act on the risks we confront and choose to take. Core aspects of our culture, as fully articulated in the GS Group Business Principles, include integrity, teamwork, excellence, risk management, philanthropy and service, and above all, a deep commitment to the goals and needs of our clients.

As a legal entity of GS Group, GSAMI is committed to maintaining a culture that encourages and expects ethical conduct, as reflected in the firm's Business Principles, Core Values and Code of Business Conduct and Ethics. We spend considerable time and effort establishing and maintaining an appropriate culture of compliance and ensuring that all employees are aware of their responsibilities in this regard. The independence and stature of our control functions, accountability, escalation and communication, and disciplined marking and accounting practices, are all integral components of our risk management approach.

The GSAMI Board, similar to the GS Group Board, oversees everything GSAMI does as an entity. The firmwide "Three Lines of Defence" framework empowers and drives accountability to first line risk takers, provides a construct for effective challenge by the second line, and ensures independent risk assurance from the third line.

The company's first line of defence consists of the company's revenue-producing units, Conflicts Resolution, Controllers, Engineering, Corporate Treasury and certain other corporate functions. The first line of defence is responsible for the company's risk-generating activities, as well as for the design and execution of controls to mitigate such risks.

The company's Risk and Compliance functions are considered as the second line of defence and provide independent assessment, oversight and challenge of the risks taken by the first line of defence, as well as lead and participate in the Executive Risk Committee.

Internal Audit is considered the third line of defence and reports directly to the GSAMI Board and administratively to the co-chief executive officers. Internal Audit includes professionals with a broad range of audit and industry experience, including risk management expertise. Internal Audit is responsible for independently assessing and validating the effectiveness of key controls, including those within the risk management framework, and providing timely reporting to the GSAMI Board, senior management and regulators.

The company maintains strong and proactive communication about risk and it has a culture of collaboration in decision-making among the first and second lines of defence, committees and senior management. While the first line of defence is responsible for management of their risk, the company dedicates extensive resources to the second line of defence in order to ensure a strong oversight structure and an appropriate segregation of duties. The company regularly reinforces its strong culture of escalation and accountability across all functions.

Identification and Assessment of Key Risks

GSAMI maintains various processes that are critical components of its risk management framework, including (i) risk identification and control assessment, (ii) risk appetite, limit, threshold and alerts setting, (iii) risk reporting and monitoring, and (iv) risk decision-making.

The company's approach for risk identification and assessment is comprehensive across all risk types, is dynamic and forward-looking to reflect and adapt to the company's changing risk profile and business environment, leverages subject matter expertise, and allows for prioritisation of the company's most critical risks. The company also recognises that climate change is an emerging risk that presents both challenges and opportunities for its business. Risk management functions continue to develop the company approach to identify and manage the risks to its assets and counterparties arising from climate change.

To effectively assess and monitor risks, GSAMI maintains a rigorous framework of limits and thresholds to control and monitor risk across the principal risk types, consistent with the company's risk appetite. The risk appetite and associated metrics of the company are reassessed at least annually, or more frequently in response to material changes to the nature of the business or its strategy.

Material Potential Harms

The company is required to identify, monitor and reduce all material potential harms/risks that may result from its ongoing operations, or the entity winding down. For each material risk, an internal assessment of the likelihood and severity of harm to the company's clients, the markets in which it operates, and to the company itself, is performed to ensure that each risk is managed, governed and subject to effective internal controls, and where appropriate additional own funds and/or liquid assets are proposed to be held to address material potential harms. The company's risk management framework acts as a strong mitigant against the potential for harm associated with its business strategy. Risks and/or harms are identified through a formal risk appetite and identification process with mitigants/limits assigned against risk where appropriate. The selection of risks reviewed as part of the ICARA is subject to governance through the ICARA Steering Group, GSAMI Risk Committee and ultimately the GSAMI Board Risk Committee and Board as part of the overall ICARA.

Reputational Risk

Reputational risk is the potential risk that negative publicity regarding the company's business practices, whether true or not, will cause a decline in the company's customer base, costly litigation or revenue reductions. The company's reputation is critical to effectively serving the company's clients and fostering and maintaining long-term client relationships, and it is integral to how the company is viewed by the key stakeholders.

In evaluating business opportunities, reputational risk is one of the most significant components the company considers. The company evaluates the ethics, suitability and transparency of transactions undertaken. The company's employees are responsible for considering the reputational impacts that the business activities may have.

The company is included in a comprehensive programme designed to monitor reputational risk which GS Group has implemented.

Risk Appetite by Risk Type

The following sections articulate GSAMI's risk appetite for the key risk types as relevant to its activities.

Credit Risk

GSAMI is subject to credit risk, which is the potential for loss due to the default or deterioration in credit quality of a counterparty. Credit risk for GSAMI arises primarily from cash at bank, asset management fees owed and intercompany loans. GSAMI is also exposed to credit risk associated with balances held in its bank accounts, an unsecured term loan with an affiliate, and general intercompany balances held with an affiliate entity, Goldman Sachs International. GSAMI's credit risk exposure is monitored and managed to management thresholds with this process being overseen by the GSAMI Executive Risk Committee monthly.

Refer "Concentration Risk" section of this document for further information.

Market Risk

GSAMI is subject to market risk which is defined as the risk of an adverse impact to our earnings due to changes in market conditions which arises from positions held for market making for clients and the company's investing and financing activities. GSAMI's market risk profile arises principally from fluctuations in foreign exchange rates related to non-USD denominated balance sheet exposures and interest rate risk related to intercompany loans, and is therefore not expected to be a material risk for the entity. GSAMI's market risk exposure is monitored and managed to management thresholds with this process being overseen by the GSAMI Executive Risk Committee monthly.

Liquidity and Funding Risk

Refer "Liquidity Risk" and "Own Funds" sections of this document for further information.

Compliance Risk

GSAMI is subject to compliance risk, which is comprised of the risk of legal or regulatory actions, financial loss, or damage to reputation that we may suffer because of a failure to comply with laws, regulations, standards, or codes of conduct applicable to our business lines.

We strive to comply with all applicable laws and regulations and will not tolerate or commence business that presents levels of compliance risk that jeopardises our regulatory standing, which are quantitatively expressed through the company's compliance risk appetite metrics. We have zero tolerance for intentional non-compliance with legal or regulatory requirements, yet acknowledge that unintentional violations, actual or potential, may occur through our business activities.

We recognise that such violations, and their associated compliance risks such as financial crimes, fair markets, consumer protection, and others, may arise from the execution of our strategy, the nature of the products and services we offer, our diverse client base, and the regulatory environments in the geographic locations in which we operate.

We are committed to the timely prevention, detection, response, and orderly remediation if compliance risk levels exceed our stated appetite. Specifically, it leverages its compliance risk management frameworks and other firmwide capabilities (e.g., risk governance and three lines of defence models, and the established control environment) to manage its compliance risk and supervisory expectations within risk appetite. Additionally, the company utilises compliance risk appetite metrics to support ongoing monitoring, escalation, and reporting to the GSAMI Board and other oversight bodies.

Operational Risk

GSAMI is subject to operational risk, which is the risk of an adverse outcome resulting from inadequate or failed internal processes, people, systems, or external events applicable to our business lines and subsidiaries.

GSAMI seeks to reduce or avoid unacceptable levels of operational risk and to manage within our risk appetite as defined in this statement and through our associated risk appetite thresholds. The company only pursues and retains business with due consideration of the necessary resources, infrastructure, and capabilities required to manage within our stated appetite and that avoids jeopardising our regulatory standing.

GSAMI acknowledges that operational risks remain inherently present in all activities conducted by the company, and are aware of the sources of operational risk, including information and cyber security, third party risks, and operational resilience among others. These risks manifest due to our complex and evolving regulatory and operating environment, the nature of the products and services we offer, and the need to protect our clients, counterparties, and shareholders. We recognise that effective management and mitigation of operational risk is integral to building and maintaining trust in the business environment and markets in which the company operates.

GSAMI is committed to timely identification, escalation, orderly mitigation, and remediation as applicable when operational risks arise. To achieve this, GSAMI leverages both firm and GSAMI-specific operational risk management capabilities, which include the Firmwide Operational Risk Event Program, the Risk and Control Self-Assessment, monitoring and testing programs, and other firmwide processes. The company has established risk metrics for purposes of monitoring and reporting to the Board, and other oversight bodies, as appropriate. We use both leading and lagging risk metrics aligned to specific risk types (e.g., Information & Cybersecurity), or to key company and firmwide programs (e.g., issue management, RCSA), spanning all risk types.

Model Risk

GSAMI is subject to model risk, considered a type of operational risk, which is the risk of potential for adverse consequences from decisions made based on model outputs that may be incorrect or used inappropriately. Model Risk is inherent across various parts of the business due to the wide-ranging use and application of models, including but not limited to estimating asset values, measuring risk, estimating capital and liquidity, and informing decision making. Model risk may be realised through the production of inaccurate outputs when compared to the model's design objective and intended business use, and inadequate awareness of underlying model limitations and assumptions. Model risk increases with complexity, uncertainty about inputs and assumptions, extent of use, and potential impact.

GSAMI seeks to minimise the level of model risk incurred through fundamental model errors and/or incorrect or inappropriate model use at both an aggregate and individual model level.

Model Risk is mitigated by disciplined model development practices, independent validation and usage controls that are governed by firmwide policies and standards. The firm's level of appetite is further measured through performance of model Risk Appetite thresholds.

Strategic and Business Environment Risk

GSAMI is subject to strategic and business environment risk, which is the risk of an adverse outcome resulting from strategic business decision making or structural changes to our business environment. We acknowledge that strategic and business environment risk is driven by structural and cyclical changes to our business environment, the macroeconomic backdrop, internal operational capabilities including infrastructure and governance processes, and talent retention.

GSAMI seeks to avoid pursuing strategies or conducting businesses that would exceed our financial constraints, including capital adequacy and liquidity, or that jeopardise our reputation and/or regulatory standing. We aim to identify and pursue predominantly client-driven market opportunities where the company understands the risk associated with the opportunity, has the appropriate expertise and competencies necessary to support successful execution and can effectively quantify and manage the associated risk.

To proactively identify, assess, and manage these risks, GSAMI regularly monitors progress and performance against our defined strategy by assessing financial performance, employee satisfaction, employee attrition, commitment to strategic targets, and by closely monitoring the external market for changing conditions and geopolitical developments that could impact the company's risk profile. Management of strategic risk is supported and enabled by the review of Significant Strategic Business Initiatives framework as well as governance and oversight provided by the GSAMI Executive Risk Committee and other business and risk related forums which allow us to assess our risk profile against our stated appetite.

Climate Risk

GSAMI is subject to climate risk, considered a type of business environment risk, which arises from the long and/ or short-term impacts of climate change including both transition risk and physical risk but does not include the discrete occurrence of a natural catastrophe. Physical risk is the risk that asset values may decline or operations may be disrupted as a result of changes in the climate, while transition risk is the risk that asset values may decline due to changes in climate policies or changes in the economy due to decarbonisation.

Physical risk impacts may arise from acute risks (e.g., event-driven damage to assets from increasing frequency/severity of weather events, disruption to operations and supply chains) or chronic risks (e.g., longer-term shifts impacting resource availability such as sea-level risk or chronic heat waves). Transition risk impacts may arise from policy, legal, technology, and/or market changes resulting from the adaptation to a greener economy.

GSAMI seeks to identify, manage, and where possible mitigate these risks through its climate-related and environmental risk program and recognises the importance of ongoing program expansion in-line with industry best-practices and regulatory expectations. The company also integrates climate risk considerations into other risk types (i.e., Credit, Market, Liquidity and Funding, Operational). This environmental risk management program includes capabilities to quantify the impact of physical and transition risks across various time horizons through scenario analysis. In addition, the company has established portfolio level monitoring of associated risks as they continue to evolve and has incorporated climate assessments into transaction level due diligence for select portfolios to manage climate risk associated with new company commitments and investments. Climate assessments are utilised to evaluate the company's transition risk, focusing on high-emitting sectors, as well as physical risk, which focuses on real estate transactions (including investing and lending) exposed to the highest severity physical risk factors. Other important climate-related capabilities are described in the company's Strategy and Risk Management sections of the Task Force on Climate-related Financial Disclosures (TCFD).

Sustainability Risk

Sustainability risk is defined as an environmental, social or governance event or condition, that if it occurs, could cause an actual or a potential material negative impact on the value of a client's investment. Sustainability risk integration plays an important part in our investment approach alongside all other risks relevant to the portfolios. GSAMI leverages Asset Management's sustainability risk framework, including associated thresholds, to monitor the evolution of sustainability risks within portfolios where sustainability is specified as an investment objective. Breaches of binding sustainability-related commitments are escalated to the GSAMI CRO, portfolios managers and senior management.

GSAMI has implemented internal policies and procedures to identify, monitor and manage within our decision-making processes, the most relevant environmental, social and governance-related events that could affect the value of sustainability aligned portfolios managed by GSAMI, or impact GSAMI financially, reputationally or from a regulatory perspective.

Where we delegate the management of client portfolios and funds to third-parties, we will consider and evaluate the regard for, and application of, sustainability risk policies by external managers as part of our initial due diligence and ongoing oversight of these external managers.

The company's risk reporting and monitoring processes are designed to take into account information about both existing and emerging risks, thereby enabling the company's risk committees and senior management to perform their responsibilities with the appropriate level of insight into risk exposures. Furthermore, the company's limit and threshold breach processes provide the means for timely escalation. The company further evaluates changes in its risk profile and businesses, including changes in business mix and jurisdictions in which it operates.

An important part of GSAMI's risk management process is reverse stress testing of the company, as required as part of the annual ICARA process. This allows the company to identify and quantify its exposure to potential tail risks, assess and mitigate identified vulnerabilities, including with respect to financial and non-financial risks, and quantify the potential impacts of such events on the company's capital adequacy and available liquidity.

People

Even the best technology serves only as a tool for helping to make informed decisions in real time about the risks the company is taking. Ultimately, effective risk management requires people to interpret risk data on an ongoing and timely basis and adjust risk positions accordingly. The experience of the company's professionals, and their understanding of the nuances and limitations of each risk measure, guides the company in assessing exposures and maintaining them within prudent levels.

The company reinforces a culture of effective risk management, consistent with its risk appetite, in its training and development programmes, as well as in the way it evaluates performance, and recognises and rewards people. The company's training and development programmes, including certain sessions led by the most senior leaders, are focused on the importance of risk management, client relationships and reputational excellence.

As part of the company's annual performance review process, the company assesses reputational excellence, including how an employee exercises good risk management and reputational judgement, and adheres to the company's code of conduct and compliance policies. GSAMI's review and reward processes are designed to discourage imprudent risk taking and to communicate and reinforce to its professionals the link between behaviour and how people are recognised, the need to focus on clients and reputation and to always act in accordance with the highest standards of the company.

Structure

Oversight of GSAMI's risk appetite and strategy, as set by senior management, is ultimately the responsibility of GSAMI's Board of Directors, who oversees risk both directly and through its various committees, most notably the Board Risk Committee. A series of executive committees and working groups within Asset Management with specific risk-management mandates covering important aspects of the company's businesses also have oversight or decision-making responsibilities for key areas of risk.

The three GSAMI Board committees authorised by the GSAMI Board are described below:

GSAMI Board Risk Committee. The Board Risk Committee is responsible for providing advice to the Board on the overall current and future risk appetite and strategy and assisting the Board in overseeing the implementation of that risk appetite and strategy by senior management. The Board Risk Committee endeavours to meet on a quarterly basis.

GSAMI Remuneration Committee. The Remuneration Committee of the Board of Directors of GSAMI oversees the remuneration policies and practices of the company generally applicable to all its employees. The Board Remuneration Committee oversees the development and implementation of those remuneration policies and practices of the company that are required to supplement the Firm Remuneration Policies in accordance with the relevant provisions of the FCA Handbook and other applicable law and regulation.

GSAMI Board Nominations Committee. The Board Nominations Committee is responsible for assisting and providing guidance and recommendations to the Board and shareholders of the Company in relation to new appointments to the Board and assessing the performance of the Board and Board Committees.

The two GSAMI Executive Committees are described below:

GSAMI Management Committee. The duties and responsibilities of the Committee include receiving regular updates on GSAMI's businesses and reviewing business and operational performance. It has the GSAMI Co-Chief Executive Officers as its chairperson. The Committee also receives reports on significant regulatory matters and reviews GSAMI's financial condition and performance, as well as regular updates from the Chairperson of the GSAMI Executive Risk Committee, with reference to the current Board-approved GSAMI Risk Appetite Statement.

GSAMI Executive Risk Committee. The Committee is responsible for directing and overseeing GSAMI's management in implementing the appropriate risk guidelines, policies and risk management strategy for the legal entity, including but not limited to taking steps reasonably designed to ensure adherence to risk tolerance levels and establishing an appropriate risk limit framework. Its membership includes the GSAMI Chief Financial Officer and Chief Compliance Officer, as well as other senior managers from the Asset Management business and relevant independent control and support functions. It has the GSAMI Chief Risk Officer as its chairperson. The Executive Risk Committee endeavours to meet at least on a monthly basis.

Goldman Sachs and Goldman Sachs Asset Management are governed primarily on a global basis. However, given GSAMI's materiality to the Goldman Sachs business, regional and entity-specific governance arrangements are required and in place. There are a number of global firmwide governance structures, committees and working groups in place that also provide governance over the activities of GSAMI, the most significant of which are the GS Group Board of Directors, the Firmwide Audit Committee, the Firmwide Management Committee, the Firmwide Client and Business Standards Committee, the Firmwide Risk Committee and Firmwide Enterprise Risk Committee.

There is representation from GSAMI senior management and executive directors on the key global Asset Management forums and on certain of the European regional sub-committees of key firmwide committees. As examples, GSAMI's Co-Chief Executive Officers are members of the European Management Committee (EMC) and the GSAMI Chief Risk Officer is a member on the Asset Management Risk Working Group, the Asset Management Operational Risk and Resilience Council (AMORRC) and the EMEA Compliance and Operational Risk Committee (ECORC).

The key committees and working groups which operate for the benefit of the GS Group as a whole and are not dedicated to individual GS Group legal entities, as well as those acting for the benefit of the global business of Asset Management, are described below:

European Management Committee (EMC). The Committee is accountable for business standards and practices, including reputational risk management and client services and conduct risk. Its membership includes senior managers from the revenue-producing divisions, including the Co-Chief Executive Officers of GSAMI, and from the independent control and support functions. The EMC reports to the Firmwide Client and Business Standards Committee. Items discussed at the EMC that are relevant to GSAMI are reported to the GSAMI Board or its committees, as appropriate.

EMEA Conduct Committee (ECC). The EMEA Conduct Committee has oversight responsibility for conduct risk, as well as with assisting senior management in overseeing the integrity of the company personnel. Its membership includes senior managers from the revenue-producing divisions and from the independent control and support functions. The EMEA Conduct Committee reports to the European Management Committee, GS Group's Firmwide Client and Business Standards Committee, and the GSAMI Board or its committees, as appropriate.

EMEA Compliance and Operational Risk Committee (ECORC). The Committee provides oversight of the ongoing development and implementation of operational risk policies, framework and methodologies in the EMEA region, and monitors the effectiveness of operational risk and resilience management. The Committee is accountable for business standards and practices, including reputational risk management, client service and conduct risk, within the scope of its mission. Membership includes representation from Operational Risk, Credit, Market Risk, Legal, Compliance, Operations, Controllers and Technology, including the Chief Risk Officer for GSAMI. The ECORC reports to the EMEA Risk Committee and to the Firmwide Compliance and Operational Risk Committee. Items discussed at ECORC that are relevant to GSAMI are reported to the GSAMI Board or its committees, as appropriate.

Asset Management Public and Private Risk Councils (AM Public and Private Risk Councils). The AM Public and Private Risk Councils provides global oversight for the monitoring and control of the financial and non-financial risks associated with the activities of Asset Management Public and Alternatives Private business, respectively. The Councils review market, counterparty credit, operational, liquidity and reputational risks and establishes governance standards as appropriate. The Councils are co-chaired by the global Chief Risk Officers and Business Leads of the respective businesses. The membership includes senior members from Independent Risk, including the Chief Risk Officer of GSAMI, Business Management, Portfolio Management and Trading, Engineering, Legal, Compliance, Controllers, Operations and Internal Audit.

Asset & Wealth Management Public Sustainable Investing Oversight Group. The Sustainable Investing Oversight Group oversees sustainability and impact decisions for Public Markets Investing across risk and business issues, such as climate-related topics. This includes final approval on material changes to sustainable investing methodologies and frameworks, oversight on sustainable investing commitments, external statements on sustainable investing, stewardship materials, and the strategic sustainable investing direction for Public Markets Investing. This multidisciplinary body comprises representatives from Risk, Legal, Compliance, ESG Product Groups, Investment Area Chief Operating Officers, Sustainable Investing and Innovation Platform, Client Relations, Imprint, and Marketing. This Group meets quarterly, or more frequently on an ad-hoc basis, as needed. Climate-related issues are escalated to the AWM Sustainable Investing Executive Group, when deemed necessary.

Risk Profile and Strategy

In evaluating our risk appetite, GSAMI recognises that our ability to safely incur risk can only be evaluated in the context of our overall control environment. This control environment is supported by the Board and its associated committees, the company's Executive Risk Committee and Management Committee, our senior management, and the various committees and operating groups relevant to GSAMI and the Asset Management business as a whole. Our control environment is also supported by the relevant lines of defence which include our business units and our independent risk and control functions, which work together to identify, manage and provide oversight for the risks incurred in the conduct of the entity's business. Finally, this overall control environment is subject to independent reviews by our internal audit department, our third line of defence, and by our external auditors.

The company's overall risk appetite is established through an assessment of opportunities relative to potential loss, and is calibrated to GSAMI's respective capital, liquidity and earnings capability. The primary means of evaluating opportunities relative to potential loss is through the ICARA. The key aspects of risk management documented through the ICARA process also form part of GSAMI's day-to-day decision making process and culture.

GSAMI's Risk Appetite Statement (RAS) operates under, and complements the GS Group RAS, with respect to GSAMI's specific activities. The GSAMI RAS articulates the risk philosophy, the identification of risks generated by its business activities, as well as the tolerance and limits set in order to manage effectively those risks. Consistent with this objective, we pay particular attention to evaluating risks that are concentrated, correlated, illiquid, or have other adverse characteristics. The intention is to mitigate or eliminate these risks, limiting them to such an extent that they could not, individually or collectively, materially and adversely affect GSAMI. GSAMI's management and Board regularly review risk exposures and risk appetite, and take into consideration the key external constituencies, in particular GSAMI's clients, shareholders, creditors, rating agencies, and regulators. The long-term success of our business model is directly linked to the preservation of strong relationships with each of these key constituents.

The GSAMI Boards of Directors, and the Board Risk Committee, are actively engaged in reviewing and approving our overall risk appetite, as well as in reviewing GSAMI's risk profile. GSAMI's RAS is reviewed in the first instance by the Board Risk Committee and subsequently approved by the Board at least annually. The Board Risk Committee also assesses and reviews any required amendments to the RAS outside of the annual approval process, which are required to be approved by the Board. The Board of Directors receives quarterly updates on risk as well as ad-hoc risk-related updates, as appropriate.

The consideration of risk appetite and the underlying risk management framework ensures that GSAMI's businesses are congruent with our strategy under both normal and stressed environments. We believe that the risk management framework and the associated risk policies, procedures and systems in place are comprehensive and effective with regard to our risk profile and strategy. The framework is evaluated on an ongoing basis and subject to independent internal audit assessments to ensure that our risk management framework, and the implementation thereof, remain effective.

Risk Measurement

On a day-to-day basis, risk measurement plays an important role in articulating the risk appetite of GSAMI and in managing the risk profile as expressed in the RAS. We measure risk using a suite of metrics, as relevant to each type of risk, including stress scenario analysis conducted periodically on the company itself, and regularly on the client portfolios contracted to the company. These risks are tracked systematically and they are monitored and reported to the relevant senior management committees and the Board on a regular basis.

A number of specialist committees and governance bodies sit within the broader risk management framework with responsibilities for the monitoring of specific risks against limits or tolerances and the escalation of any breaches. Specific governance bodies are in place for the management of credit, market, liquidity, model and operational risk.

GSAMI's risk management framework, which is subject to oversight from the Board of Directors, operates independently of revenue producing divisions and other non-revenue producing units such as compliance, finance, legal, internal audit and operations.

GSAMI is connected and integrated, where appropriate, into the broader firmwide organisational structure and risk governance framework, and applies a risk philosophy and risk management principles consistent with GS Group, to the extent applicable to GSAMI's activities.

For an overview of GS Group's risk management framework, including Board governance, processes and committee structure, see "Risk Management – Overview and Structure of Risk Management" in Part II, Item 7 "Management's Discussion and Analysis of Financial Condition and Results of Operations" in the firm's 2024 Form 10-K.

Adequacy of Risk Management Arrangements

The company is satisfied that the risk management arrangements and systems, as described above, are appropriate given the strategy and risk profile of GSAMI. These elements are reviewed at least annually and, where appropriate, updated on an ongoing basis to reflect best practice, evolving business and market conditions and changing regulatory requirements.

Own Funds Requirements

K-Factor Requirement and Fixed Overheads Requirements

In accordance with MIFIDPRU 4.3.2, the Company is required to hold own funds in excess of the greater of the K-Factors, Fixed Overhead Requirements ("FOR") or its Permanent Minimum Capital Requirement ("PMR").

In accordance with MIFIDPRU 8.5, a company must disclose its K-Factor requirements and the amount of Fixed Overhead Requirements ("FOR") as detailed in Table 1 below:

Table 1: Own Funds Requirements

Item		US$'000
K-Factor	Σ K-AUM + K-CMH + K-ASA	83,662
	Σ K-DTF + K-COH	530
	Σ K-NPR + K-CMG + K-TCD + K-CON	-
Fixed Overheads Requirement ("FOR")		126,377
Permanent Minimum capital requirement		94

Approach to assessing the adequacy of own funds

The objective of the Internal Capital Adequacy and Risk Assessment (ICARA) is to ensure that appropriate controls are in place to identify and manage potential harms that may arise from the ongoing operations of the company's and to ensure that the company holds sufficient financial resource for the business it undertakes.

GSAMI is required to disclose its approach to assessing the adequacy of its own funds in accordance with the Overall Financial Adequacy Rule ("OFAR") as outlined in MIFIDPRU 7.4.7R. The ICARA reflects the capital and liquid assets requirements laid out in MIFIDPRU which require two quantitative assessments to determine the overall capital and liquid asset threshold requirement:

- Assessment of capital and liquid assets required to support ongoing operations, and
- Assessment of capital and liquid assets required to execute an orderly wind-down.

The higher of these two assessments determines the overall capital and liquid asset threshold requirements.

Risk Identification and associated harm analysis

In the ICARA we perform a comprehensive risk identification and assessment of potential harms to the company, clients and wider market that may arise through GSAMI's business operations.

The risks and associated harms assessment comprises a five-step process which includes:

- identification of risks and their associated harms;
- an assessment of the harms and impacted stakeholders;
- assessment of likelihood and severity of each risk potentially resulting in harm;
- quantitative and non-quantitative mitigants for each risk and
- a conclusion of whether additional capital and liquid assets is required to mitigate any residual risk.

The result of this analysis is a key input to ICARA's quantitative capital and liquid asset assessments.

Assessment of Capital and Liquid Asset Threshold Requirement

Capital Threshold requirement

The capital threshold requirement is the amount of capital that GSAMI is required to hold to comply with the overall financial adequacy rule.

We calculate the capital threshold requirement as the higher of:

- **Assessment from ongoing operations:** the higher of the permanent minimum capital requirement, K-factors and our internal assessment of the capital required for ongoing operations.
- **Assessment from wind-down:** the higher of the Fixed Overhead Requirement ("FOR") and our internal assessment of capital required to execute an orderly wind-down.

Liquid Asset Threshold Requirement

For information on Liquidity Asset Threshold Requirement, see "Liquidity Risk".

Liquidity Risk

Overview

Goldman Sachs Asset Management International (GSAMI or "the company") is subject to the Prudential sourcebook for MIFID Investment Firms (MIFIDPRU regulation) with regards to liquid assets requirements for investment firms (the "liquidity standards"). The liquidity standards set forth minimum liquidity levels designed to ensure that investment companies maintain adequate liquid assets to cover ongoing business operations and wind down liquidity requirements, as well as mitigate harms that manifest as liquidity requirements.

Liquidity Risk Management

Liquidity risk is the risk that the company will be unable to fund itself or meet its liquidity needs in the event of company-specific, broader industry or market liquidity stress events.

Liquidity is of critical importance to the company, and accordingly, the company has in place a comprehensive and conservative set of liquidity and funding policies. The principal objective of the company is to be able to fund the company and to enable its core businesses to continue to serve clients and generate revenues, even under adverse circumstances.

Liquidity Risk, which is independent of the First Line of Defence ("1LoD"), and reports to the Chief Risk Officer of GS Group, has the primary responsibility for assessing, monitoring, and managing our liquidity risk through oversight and establishment of stress testing and limits frameworks.

The company uses liquidity thresholds and limits across relevant liquidity risk types to monitor and manage the size of its liquidity exposures. The purpose of the company's Liquidity Risk Limits Framework is to assist senior management in monitoring and managing our overall liquidity profile and to ensure that the company always maintains appropriate levels of liquidity relative to established risk tolerance.

The company is considered to have minimal liquidity risk due to the nature of its business activity, the term of its funding sources (i.e., capital) and the amount of liquid assets held in the entity.

Compliance with Liquidity Requirements

The company is subject to compliance with the liquidity regulations of the FCA's MIFIDPRU regime which require the company to maintain core liquid assets in excess of the wind down threshold, and total liquid assets in excess of the liquidity threshold requirement. The company manages its liquidity across metrics in excess of the regulatory requirements and in excess of our established liquidity risk appetite threshold and limits. Monitoring of liquidity against these thresholds and limits is reported to the Company's Risk Committee and the Board.

The FCA also requires the company to assess harms as detailed in MIFIDPRU 7 Annex 1 arising from insufficient liquid assets, and to quantify whether additional liquid assets are required to mitigate these harms. The company's assessment concludes that the existing liquidity risk framework appropriately mitigates against the identified harms such that there is no requirement to hold additional liquid assets above the FCA's threshold requirement (further detail in Potential for harm associated with the business strategy section).

Threshold Requirement for Total Liquid Assets

Compliance with the FCA's liquid asset threshold requirement ensures that the company holds sufficient liquid assets to fund its ongoing business operations during each quarter over the next 12 months, remain financially viable throughout the economic cycle, has the ability to address any material potential harm that may result from its ongoing activities, and account for relevant severe but plausible stresses that could affect the company's business.

The company holds liquid assets as a mitigant to harms that may result in liquidity outflows i.e. operational expenses, errors and fails, intraday receipts and payments, and currency mismatch in asset-related and liability-related outflows. To meet the company's "basic liquid asset" requirements, a portion of the entity's liquid assets is held in GBP to qualify as a "core liquid asset". Remaining non-core liquid assets are maintained to meet the threshold requirement.

Wind Down Requirement for Core Liquid Assets

The FCA Wind Down requirement is sized as 1-month of fixed operating costs for the company, and a sufficient amount of GBP-denominated liquid assets (described in Threshold Requirement for Total Liquid Assets section) is held to meet this.

The Company has also established its own wind down “runway trigger”. This is calibrated based on costs to initiate orderly wind down, and the company maintains a sufficient amount of core and non-core liquid assets to meet this.

Potential for harm associated with business strategy

For each potential harm assessed in line with the MIFIDPRU 7 regulation, the materiality for the company has been determined, and appropriate mitigants identified from the existing liquidity risk framework. Where relevant, liquid assets held as a mitigant for these harms have also been identified.

The company’s balance sheet is composed primarily of short dated liquid assets and intercompany receivables, which are funded by its capital base, and intercompany payables, which results in minimal liquidity risk. The company’s payment obligations are primarily operating expenses and intercompany payables.

The company maintains excess liquidity and various risk management methods in accordance with the liquidity risk appetite as approved by the Board. There is sufficient liquidity to enable the entity to continue to fund operating cash flows through periods of stress, quantified through the internal estimate of operating expenses, and in parallel the liquidity is in excess of the FCA MIFIDPRU liquidity requirements covering ongoing business operations and wind down liquidity requirements.

The company is also exposed to intraday risk through cash payment and securities settlement agents - and the liquidity held is significantly higher than the intraday need (supported by assessment of the average daily payments and receipts in the entity).

Where there are potential liquidity outflows related to other harms (detailed in MIFIDPRU 7 Annex 1), which are not already prefunded in the company’s liquidity pool, liquidity is prefunded at the GS Group level (as in the case of franchise considerations) or may be met with the company’s contingent liquidity options where harm-related outflows are longer-dated.

To ensure appropriate strategies and processes are in place to manage risk, the company has its own governance framework which complements the GS Group and EMEA organisation and governance. Risk management is ultimately overseen by the company’s Board of Directors, but the company also has an Executive Risk Committee, which reviews liquidity risk policy on an annual basis. The governance of the company is distinct and separate from the governance of investment funds, for which GSAMI has been appointed as investment advisor.

Senior management review the liquidity risk management framework on an ongoing basis. They ensure appropriate risk guidelines, policies and risk management strategy for the legal entity are implemented, and, among other things, review risk reports for the purpose of identifying significant harms or exposures at the entity level as well as harms that could impact the entity’s clients and broader market.

Concentration Risk

Overview

Goldman Sachs Asset Management International (GSAMI or "the company") is subject to the Prudential sourcebook for MIFID Investment Firms (MIFIDPRU regulation) with regards to the requirement to monitor concentration risk.

Concentration Risk Management

Concentration risk is the over-reliance on an individual counterparty or a group of connected counterparties.

GSAMI generates revenues in the form of fees from funds, separate accounts, and through management of assets held on group undertakings. Fees from funds are settled either from the Assets under Management of the fund or through amounts due from group undertakings, for which credit risk is considered minimal. For separate accounts, the company manages its credit risk through periodic review and escalation of any amounts overdue. Separate account receivable exposures are generally well diversified. Fees from management of assets held on group undertakings are directly settled on a regular basis from these group undertakings, for which the credit risk is considered minimal. The company is also exposed to credit risk associated with balances held in its bank accounts, an unsecured term loan with the Goldman Sachs International, and general intercompany balances held with affiliate entities. The credit risk associated with cash is mitigated through placement with highly-rated banks. The credit risk associated with amounts due from affiliates is considered minimal considering the credit quality of these entities.

Exposures to significant counterparties are also captured as part of monthly balance sheet reporting to the Executive Risk Committee. The company's assets primarily comprise its liquid assets and its unsecured term loan with an affiliate, Goldman Sachs International. GSAMI's liquid assets are ringfenced and held with a third party to mitigate concentration of GSAMI's total assets.

Further, the liquidity of the entity is managed excluding any benefit of the recall of the unsecured term loan with the affiliate, Goldman Sachs International.

Own Funds

GSAMI own funds comprise of CET 1 capital in the form of common shares, share premium, reserves and retained profits. Currently, GSAMI has no additional Tier 1 or Tier 2 capital but does have a Tier 2 eligible subordinated debt agreement with Goldman Sachs Group Inc. that is available to meet additional capital requirements if required.

The table below presents information on the detailed capital position as at December 31, 2024.

Table 2: Composition of Regulatory Own Funds[1]

	Item	US$'000	Source based on reference numbers/ letters of the balance sheet in the audited financial statements
1	OWN FUNDS	560,059	
2	TIER 1 CAPITAL	560,059	
3	COMMON EQUITY TIER 1 CAPITAL	560,059	
4	Fully paid up capital instruments	100,944	Item 8
5	Share premium	69,232	Item 9
6	Retained earnings	466,196	Item 10
7	Accumulated other comprehensive income	-	
8	Other reserves	-	
9	Adjustments to CET1 due to prudential filters	-	
10	Other funds	-	
11	(-)TOTAL DEDUCTIONS FROM COMMON EQUITY TIER 1	(76,313)	Item 2 and Item 5
19	CET1: Other capital elements, deductions and adjustments	-	
20	ADDITIONAL TIER 1 CAPITAL	-	
21	Fully paid up, directly issued capital instruments	-	
22	Share premium	-	
23	(-) TOTAL DEDUCTIONS FROM ADDITIONAL TIER 1	-	
24	Additional Tier 1: Other capital elements, deductions and adjustments	-	
25	TIER 2 CAPITAL	-	
26	Fully paid up, directly issued capital instruments	-	
27	Share premium	-	
28	(-) TOTAL DEDUCTIONS FROM TIER 2	-	
29	Tier 2: Other capital elements, deductions and adjustments	-	

[1] During the year ended 31 December 2024, the company paid an interim cash dividend of $81mn to Goldman Sachs Asset Management International Holdings Ltd (year ended 31 December 2023: $139mn).

The following table provides a reconciliation of GSAMI balance sheet as of December 31, 2024 on accounting consolidation basis to the GSAMI balance sheet under regulatory scope of consolidation. The company is required to publish the disclosures on solo basis as per MIFIDPRU 8, hence column "Under regulatory scope of consolidation" is not applicable.

Table 3: Reconciliation of regulatory own funds to balance sheet in the audited financial statements

		Balance sheet as in published / audited financial statements	Under regulatory scope of consolidation	Cross reference to table 2
		As at period end	**As at period end**	**US$'000**
Assets - Breakdown by asset classes according to the balance sheet in the audited financial statements				
	Fixed assets			
1	Investments	$ 46		
2	Intangible assets	55,141		Item 11
		$ 55,187		
	Current assets			
3	Cash and cash equivalents	$ 655,207		
4	Debtors: Amounts falling due within one year	661,408		
5	Deferred tax	21,172		Item 11
		$ 1,337,787		
6	**Creditors: Amounts falling due within one year**	**$ (694,793)**		
	Net current assets	**$ 642,994**		

Liabilities - Breakdown by liability classes according to the balance sheet in the audited financial statements				
7	**Creditors: Amounts falling due after more than one year**	**$ (61,809)**		
	Net assets	**$ 636,372**		
Shareholder's equity				
	Capital and reserves			
8	Called up share capital	$ 100,944		Item 4
9	Share premium account	69,232		Item 5
10	Profit and loss account	466,196		Item 6
	Total Shareholder's funds	**$ 636,372**		

The following table summarises the main features of capital instruments issued by GSAMI as of December 2024.

Table 4: Main features of own instruments issued by the company

US$'000	As of December 2024
Public or private placement	Private Placement
Instrument type	Ordinary shares
Amount recognised in regulatory capital	$ 100,944
Nominal amount of instrument	$ 100,944
Issue price	$ 100,944
Redemption price	N/A
Accounting classification	Shareholder's Equity
Original date of issuance	27 February 1990
Perpetual or dated	Perpetual
Maturity date	No Maturity
Issuer call subject to prior supervisory approval	N/A
Optional call date, contingent call dates and redemption amount	N/A
Subsequent call dates, if applicable	N/A
Coupons/dividends	N/A
Fixed or floating dividend/coupon	N/A
Coupon rate and any related index	N/A
Existence of a dividend stopper	No
Convertible or non-convertible	N/A
Write-down features	N/A
Link to the terms and conditions of the instrument	See below

The shares have attached to them full voting, dividend and capital distribution (including on winding up) rights; they do not confer any rights of redemption.

Governance Arrangements

The board of directors of the company (the Board) has overall responsibility for the management of the company. As part of this role, the Board approves and oversees implementation of the company's strategic objectives, risk strategy and internal governance. The Board monitors the integrity of the company's accounting and financial reporting systems including financial and operational controls and regulatory compliance and has oversight of senior management.

As a subsidiary within GS Group, the company's strategy is aligned to that of the GS Group. The Executive Directors and senior management are responsible for implementing the company's strategy, risk management framework based on its risk appetite, oversight of controls and compliance and the company's business objectives, which are set and overseen by the Board. The Non-Executive Directors scrutinise and challenge the decisions of the Executive Directors and senior management who update the Board on the company's performance against its strategic objectives at Board meetings. The Board is supported by Risk, Nominations and Remuneration Board Committees, whose membership includes non-executive directors to enable oversight and challenge to senior management. The chairs of these Board Committees report to the Board on the proceedings and recommendations of the Board Committees.

The Board and its Committees are supported by a Corporate Governance function that ensures the timely and accurate flow of information so that the company meets all its legal and regulatory obligations and that the Board is appropriately briefed at all times. The company's governance model fully incorporates the Senior Managers and Certification Regime.

The directors collectively possess a broad range of skills, backgrounds, experience and knowledge appropriate for the effective oversight of the company's business, as can be seen from their biographies below. The Board Nominations Committee oversees the effectiveness of the Board and its Committees and their chairs and members and evaluates this annually. It also reviews the size, structure and composition of the Board, and the company's diversity policy. The approach to directors' conflicts of interest and the anticipated time commitment required is discussed with each director on their joining the Board and reviewed annually as part of the fitness and propriety assessment process.

Diversity Policy

Directors of the company are selected based primarily on the following criteria: (i) judgement, character, expertise, skills and knowledge useful to the oversight of the company's business; (ii) diversity of viewpoints, backgrounds, work and other experiences, and other demographics; (iii) business or other relevant experience; and (iv) the extent to which the interplay of the candidate's expertise, skills, knowledge and experience with that of other Board members will build a strong and effective Board that is collegial and responsive to the needs of the company.

In selecting new directors, we consider a number of factors in seeking to develop a Board that, as a whole, reflects a range of skills, diversity, experience and expertise. It is our aim that at least 40% of the members of the Board are women. As of December 31, 2024, 62.5% of the members of the Board were women.

Directorships held by the Board

We have set out below the biographies of the members of the Board of GSAMI who served throughout the year, except where noted, together with the positions and number of directorships they held at December 31, 2024, including those at Goldman Sachs. We have excluded appointments held with organisations which do not pursue predominantly commercial objectives, such as charitable, educational and religious community organisations and counted directorships held within the same group as a single directorship in accordance with the FCA's MIFIDPRU handbook at 8.3.2. A waiver for one year of SYSC 4.3A.6R(1) to allow a member of the Board to hold additional directorships was requested and granted in respect of one director. The waiver was no longer required from 15 January 2024.

Table 5: GSAMI Board of Directors

Name	Role	Background	Directorships
Katherine Uniacke	Chair	Katherine (Kaysie) is a non-executive director and the Chair of the company. She is also chair of the company’s Board Remuneration Committee and a member of the Board Risk Committee and the Board Nominations Committee. Kaysie is an advisory director to Goldman Sachs and also serves on the boards of a number of Goldman Sachs US-based Business Development Companies. Previously, Kaysie served on the boards of the Goldman Sachs Luxembourg and Dublin family of funds. Kaysie was global chief operating officer of Goldman Sachs Asset Management’s portfolio management business until 2012 and served on the Investment Management Division Client and Business Standards Committee. Prior to that, she was president of Goldman Sachs Trust, the mutual fund family, and was head of the Fiduciary Management business within Global Manager Strategies, responsible for business development and client service globally. Earlier in her career, Kaysie managed Goldman Sachs Asset Management's US and Canadian Distribution groups and was head of the Global Cash Services business. Kaysie joined Goldman Sachs in 1983 and was named managing director in 1997 and partner in 2002. Kaysie earned a BA in Economics from Gettysburg College in 1983 and an MBA from New York University’s Stern School of Business in 1988.	1
Fadi Abuali	Co-Chief Executive Officer	Fadi is an executive director and co-chief executive officer of the company. He is also co-chair of the GSAMI Management Committee. Fadi is global co-head of the Institutional Client Business, co-chief executive officer of Goldman Sachs for the Middle East and North Africa region and a member of the European Management Committee. Fadi joined Goldman Sachs in 1997 as an associate and rejoined the firm in 2001 as an executive director. He was named managing director in 2006 and partner in 2014. Fadi serves on the Board of Directors of the Walkabout Foundation and is a member of The Investment Association’s Advisory Council in the United Kingdom. He earned a BA from the University of Pennsylvania and a BSc from the Wharton School of the University of Pennsylvania.	2
James Reynolds [1]	Co-Chief Executive Officer	James is an executive director and a co-chief executive officer of the company. He is also co-chair of the GSAMI Management Committee. James is global co-head of Private Credit within Goldman Sachs Asset Management, where he leads efforts to significantly grow the firm's scaled private credit business. James is chair of the Asset Management Private Credit Investment Committee and a member of the European Management Committee, the Partnership Committee, the Asset Management Private Equity Investment Committee and the EMEA Inclusion and Diversity Committee. James joined Goldman Sachs in 2000 as an analyst and was named managing director in 2007 and partner in 2010. James is a director of Greenhouse Sports Limited and serves as a member of the Corporation Development Committee of the Massachusetts Institute of Technology (MIT). James earned a BS from the École Nationale des Ponts et Chaussées in 1998 and an MSc from MIT in 2000.	2
Satish Bapat [2]	Chief Operating Officer	Satish is an executive director and the chief operating officer of the company. Throughout 2024, Satish was also the chief operating officer for Goldman Sachs Asset Management in EMEA. He joined Goldman Sachs in 2022 as a partner following the acquisition of NN Investment Partners (NN IP). Prior to joining the firm, Satish was the chief executive officer (CEO) of NN IP and a member of the Management Board of NN Group. Previously, he held a number of senior leadership roles within ING Group, including as CEO of ING Life Japan, CEO for Asia Pacific for ING Investment Management, based in Hong Kong, and the global chief financial officer for ING Investment Management. Satish began his career at Deloitte & Touche in the US, subsequently working at TNT N.V, ABN AMRO Asset Management, Robeco Asset Management and the Royal Bank of Scotland. Satish earned a bachelor's degree in Commerce from The University of Bombay and an MBA in Finance from Temple University in Philadelphia. He is a chartered accountant.	1

[1] James Reynolds was approved as an executive director and co-CEO of the company by the GSAMI Board on 10 August 2023, subject to regulatory approval. This approval was granted, and he was appointed a director of the company on 9 February 2024.

[2] Satish Bapat resigned as a director of the company on 26 March 2025.

Kristy Jago	Executive Director	Kristy is an executive director of the company. Within Asset Management at Goldman Sachs she now serves as chief operating officer of Asset Management in EMEA, global head of Investment Operations and regional head of Public Markets Operations for EMEA and Asia Pacific. She is a member of the Operations Leadership Group, the EMEA Regulatory Oversight Committee and the Goldman Sachs Asset Management Risk Committee. Additionally, Kristy is a managing director ally of the LGBTQ+ Network and is also a mental health first aider. Previously, Kristy was regional head of Public Markets Operations for EMEA, and before that, was regional head of Consumer and Investment Management Division (CIMD) Operations in EMEA and Asia Pacific, the global CIMD Operations Regulatory Middle Office and the GSAM Request for Proposal team. Prior to that, she was global head of Bank Relations and Operations Vendor Management, head of European Trading Operations and an embedded risk manager for Securities Operations. Kristy joined Goldman Sachs in 1998 as an analyst and was named managing director in 2015. Kristy earned an MSc in Environmental Science from the University of Sheffield in 1994.	1
Petra Monteiro	Chief Financial Officer	Petra Monteiro is an executive director and the chief financial officer of the company. Petra is head of EMEA Regulatory Controllers within the Controllers Division. She is also co-head of Firmwide Recovery and Resolution Planning, with responsibility for the Firm's Recovery and Resolution Plans. Petra is a member of the Capital Policy & Procedures Oversight Committee, the Goldman Sachs International and Goldman Sachs International Bank's Asset & Liability Committees and Risk Committees. She is also a gérant of Goldman Sachs Paris Inc. et Cie ("GSPIC") and the chair of the GSPIC and Goldman Sachs International, Paris Branch's Compliance and Risk Committees. Previously, she managed Equities Product Control within Controllers. Petra joined Goldman Sachs in 2000 as a vice president in Controllers and was named managing director in 2010. Prior to joining the firm, Petra worked at Merrill Lynch International in product control and also at KPMG. Petra earned a BSc in Physics from the University of Manchester and is a fellow of the Institute of Chartered Accountants in England and Wales.	1
Rebecca Fuller	Independent Non-Executive Director	Rebecca is an independent, non-executive director of the company. She is the chair of the Board Nominations Committee and member of the Board Risk Committee. Rebecca is also the independent chair and a non-executive director of BMO Capital Markets Limited and an independent non-executive director of CCLA Fund Managers Limited. Previously, Rebecca was independent chair and non-executive director of CBOE Europe Limited, the largest pan-European equities exchange, where she also chaired the Audit, Risk and Compliance Committee prior to taking over as board Chair, and was also independent chair and non-executive director of Columbia Threadneedle Investments. Rebecca was also previously general counsel and head of compliance at Citadel Investment Group (Europe) and a director of Citadel Securities (Europe) Limited. In her earlier career, Rebecca's roles included in house counsel at Lehman Brothers International (Europe) Limited and a finance practice lawyer at Clifford Chance. Rebecca trained as a solicitor at Freehills in Melbourne, Australia where she also worked as Associate to the Chief Justice of the Federal Court. Rebecca is also qualified as a solicitor in the UK. She holds an M.Juris in European and Comparative Law from Balliol College, Oxford. Rebecca has a bachelor of laws degree and a bachelor of arts degree in French and economics from the University of Queensland, Australia.	4[3]
Karen Sharpe	Independent Non-Executive Director	Karen is an independent non-executive director of the company, chair of the Board Risk Committee and member of the Board Nominations and Remuneration Committees. Karen is also a non-executive director of State Street Global Advisors Limited, where she chairs the Audit, Risk and Compliance Committee and has a key focus on technology. Karen is a trustee and director of the Suffolk Agricultural Association ("SAA"), where she serves as Treasurer and Chair of the Investment Committees and a director of Trinity Park Events Limited, a wholly-owned subsidiary of the SAA. Previously, Karen led a team at PwC, providing third party assurance services to UK Asset Managers. In her earlier career, Karen has held senior positions at Norwich Union General Insurance, Deloitte & Touche, British Aerospace plc and the National Audit Office. Karen has also previously served as the president and treasurer on the board of the London Chapter of ISACA, a global professional association for IT auditors. Karen earned a BA(Hons) in business studies from the University of Central Lancashire and is a Chartered Accountant. She is a fellow of the Institute of Chartered Accountants in England and Wales (ICAEW), and a member of PwC's Women in Risk in Asset Management network.	3

[3] On 9 August 2023, a waiver of SYSC 4.3A.6R(1) for one year was granted to Rebecca Fuller by the FCA, allowing Rebecca to hold 5 directorships. On 15 January 2024, Rebecca Fuller retired from one of her directorships.

Investment Policy

The following templates includes information on voting rights and behaviour in respect of certain investments held by the company or on behalf of client where the aggregate holdings controlled by the company exceeds 5% of total voting rights at the time of the company annual general meeting and only to investments in shares listed on regulated markets.

All of Goldman Sachs Asset Management's proxy voting records are disclosed on a quarterly basis and can be found here, as well as our Global Proxy Voting Policy which can be accessed here.

Table 6 provides a breakdown of Proportion of Voting Rights as at the date of the relevant annual meeting.

Table 6: Template on Proportion of Voting Rights

Company Name	LEI	Proportion of voting rights attached to shares held directly or indirectly in accordance with MIFIDPRU 8.7.4R
Gokaldas Exports Ltd.	335800EI4T29Z2KFOF66	5.67%
Medi Assist Healthcare Services Ltd.	984500B67B3CF5AF5822	5.29%

Table 7 provides a description of Voting Behaviour as at the date of the relevant annual meeting.

Table 7: Table on the Description of Voting Behaviour

Row	Item	Value
1	Number of relevant companies in the scope of disclosure	2
2	Number of general meetings in the scope of disclosure during the past year	2
3	Number of general meetings in the scope of disclosure in which the firm has voted during the past year	2
4	Does the investment firm inform the company of negative votes prior to the general meeting? (Yes/No/Other – please explain) **Reason:** Global Stewardship Team regularly engages on proxy and shareholder relations topics, and through these engagements we often provide feedback on our proxy voting decisions and approach. Additionally, we outline in our Global Proxy Voting Policy the factors we generally consider when making voting decisions and disclose our global voting records on a quarterly basis for proxies voted in accordance with our policy. The rationale is included at constituents of the S&P500 and FTSE 350 where we voted against the recommendation of management and/or the item is a shareholder proposal.	No
5	On a consolidated basis, does the investment firm group possess a policy regarding conflicts of interests between relevant entities of the group? (Yes/No)	Yes
6	If yes, summary of this policy	See below

Summary of the policy regarding conflicts of interests

We have implemented processes designed to prevent conflicts of interest from influencing our stewardship activities.

The arrangements put in place by Goldman Sachs Asset Management to seek to manage its conflicts of interests include:

Information barriers / separation of function

Both Goldman Sachs & Co among its various divisions, and Goldman Sachs Asset Management between certain businesses, have established certain physical, procedural and electronic information barriers. These barriers are designed to restrict the flow of information and to achieve arms-length interaction among different parts of Goldman Sachs & Co and Goldman Sachs Asset Management. This enables business to be carried out within the firm while minimising the possibility of that business being influenced by any conflicts that may exist.

Policies and procedures (building on regulatory requirements)

There are many different laws and regulations to which Goldman Sachs & Co and Goldman Sachs Asset Management are subject around the world that prohibit or require Goldman Sachs & Co / Goldman Sachs Asset Management to manage situations where a conflict of interest may arise. Goldman Sachs Asset Management has policies and procedures, including escalation protocols, designed to ensure compliance with these laws and regulations and, in Goldman Sachs Asset Management's case as an investment management agent or advisor, designed to ensure that it manages its conflicts in a way that is compatible with its duty to act as trusted agent or advisor of the client.

Governance and control oversight

Through compliance monitoring, review oversight and targeted testing, as well as governance oversight by relevant committees and management bodies including boards, and internal audit reviews of key areas on a rolling basis Goldman Sachs Asset Management seeks to ensure that the practice of its business operations are carried out in line with its information barriers, policies and procedures, and duties to clients.

Compensation / rewards structure

Goldman Sachs Asset Management's compensation policy seeks to align employee, shareholder and Goldman Sachs Asset Management client interests to the extent appropriate while not encouraging excessive risk-taking by employees.

Disclosure / client understanding

Whilst disclosure is not itself a substitute for the appropriate management of conflicts in all respects, it is important that in deciding to partner with Goldman Sachs Asset Management, clients understand the potential conflicts to which Goldman Sachs Asset Management is subject and why, so that they understand the context in which Goldman Sachs Asset Management operates its business.

For additional information on Conflicts of Interest, please see section C of our Proxy Voting Policy as well as Our Approach to Stewardship document on our website.

Table 8: Template on Voting Behaviour

Row	Item	Value	Percentage (of all resolutions)
1	General meetings resolutions:	10	100%
2	the firm has approved management's recommendation	10	100%
3	the firm has opposed management's recommendation	0	0%
4	in which the firm has abstained	0	0%
5	General meetings in which the firm has opposed at least one resolution	0	0%

Table 9 provides a description of Voting Behaviour in Resolutions by Theme as at the date of the relevant annual meeting.

Table 9: Template on Voting Behaviour in Resolutions by Theme

Row	Item	Voted for	Voted against	Abstained	Total
1	Voted resolutions by theme during the past year:	**10**	**0**	**0**	**10**
2	Board structure	2	0	0	2
3	Executive remuneration	3	0	0	3
4	Auditors	0	0	0	0
5	Environment, social, governance not covered by rows 2-4	0	0	0	0
6	Capital transactions	0	0	0	0
7	External resolutions (eg shareholder proposals)	0	0	0	0
8	Other	5	0	0	5
9	Percentage of all resolutions put forward by the administrative or management body that are approved by the firm	**100%**	**0%**	**0%**	**100%**

IP3- Table on the use of Proxy Advisor Firms

Goldman Sachs Asset Management has developed a customised Global Proxy Voting Policy and guidelines in order to execute our voting responsibilities where clients have delegated proxy voting responsibility to us.

We have retained a third-party proxy voting service (the “Proxy Service”) to assist in the implementation of certain proxy voting-related functions, including, without limitation, operational, recordkeeping and reporting services.

For more information on the use of Proxy Advisory Firms, please see our Proxy Voting Policy.

IP4- Table on Voting Guidelines

Exercising our rights via proxy voting is an important element of the public equity portfolio management service we provide to our advisory clients who have authorised us to address these matters on their behalf. As a fiduciary, our guiding principle in performing proxy voting is to seek to make decisions that favour proposals that in our view maximise a company’s shareholder value. This reflects our belief that sound corporate governance can create a framework within which a company can be managed for the long-term benefit of shareholders.

Goldman Sachs Asset Management has developed a customised Global Proxy Voting Policy (the Policy), in order to execute our voting responsibilities where clients have delegated proxy voting responsibility to us.

For more information on our voting guidelines, please see our Proxy Voting Policy.

Remuneration Disclosures

Introduction

The following disclosures are made by Goldman Sachs Asset Management International ("GSAMI") in accordance with Article 8.6 of the Markets in Financial Instruments Directive Prudential Regulation ("MIFIDPRU") in respect of GSAMI, applicable in the UK pursuant to the European Union (Withdrawal) Act in 2018 and in accordance with the Prudential Sourcebooks of the Financial Conduct Authority ("FCA") in respect of GSAMI. The Investment Firms Prudential Regime ("IFPR") is the FCA's prudential regime for MiFID investment firms which aims to streamline and simplify the prudential requirements for UK investment firms. The IFPR provisions apply to GSAMI as an FCA-authorised and regulated MIFIDPRU firm.

Remuneration Programme Philosophy

Retention of talented employees is critical to executing the firm's business strategy successfully. Remuneration is, therefore, a key component of the costs the firm incurs to generate revenues, similar to cost of goods sold or manufacturing costs in other industries.

The remuneration philosophy and the objectives of the remuneration programme for the firm are reflected in the Compensation Principles for The Goldman Sachs Group, Inc. ("GS Group"), as posted on the Goldman Sachs public website:

http://www.goldmansachs.com/investor-relations/corporate-governance/corporate-governance-documents/compensation-principles.pdf

In particular, effective remuneration practices should:

(1) Encourage a real sense of teamwork and communication, binding individual short-term interests to the institution's long-term interests;

(2) Evaluate performance on a multi-year basis;

(3) Discourage excessive or concentrated risk-taking;

(4) Allow an institution to attract and retain proven talent;

(5) Align aggregate remuneration for the firm with performance over the cycle; and

(6) Promote a strong risk management & control environment.

Firmwide Compensation Frameworks

The Firmwide Performance Management and Incentive Compensation Framework, as amended from time to time ("Firmwide PM-IC Framework") formalises the variable remuneration practices of the firm.

The primary purpose of this Firmwide PM-IC Framework is to assist the firm in assuring that its variable compensation programme does not provide "covered employees" (i.e., senior executives as well as other employees of the firm, who, either individually or as part of a group, have the ability to expose the firm to material amounts of risk) with incentives to take imprudent risks and is consistent with the safety and soundness of the firm.

The firm's Remuneration and Compensation Policies are gender neutral and are based on equal remuneration of male and female employees for equal or equivalent work. The firm is also actively taking into account the requirements of the Consumer Duty to ensure that the firm's remuneration policies comply.

Remuneration Governance

The Board Compensation Committee

The Board of Directors of GS Group (the "Group Board") oversees the development, implementation and effectiveness of the firm's global remuneration practices, and it generally exercises this responsibility directly or through delegation to the Compensation Committee of the Group Board (the "Board Compensation Committee"). The responsibilities of the Board Compensation Committee include:

- Review and approval of (or recommendation to the Group Board to approve) the firm's variable remuneration structure, including the portion to be paid as share-based awards, all year-end share-based grants for eligible employees (including those employed by GSAMI), and the terms and conditions of such awards.
- Assisting the Group Board in its oversight of the development, implementation and effectiveness of policies and strategies relating to the Human Capital Management ("HCM") function, including recruiting, retention, career development and progression, management succession (other than that within the purview of the Corporate Governance and Nominating Committee) and diversity.

The Board Compensation Committee held 11 meetings in 2024 to discuss and make determinations regarding remuneration.

The members of the Board Compensation Committee at the end of 2024 were Kimberley D. Harris (Chair), M. Michele Burns, John B. Hess, Kevin, R. Johnson, Ellen J. Kullman, Lakshmi N. Mittal and David A. Viniar (ex-officio). None of the members of the Board Compensation Committee was an employee of the firm. All members of the Board Compensation Committee were "independent" within the meaning of the New York Stock Exchange Rules and the Group Board Policy on Director Independence.

External Consultants

The Board Compensation Committee recognises the importance of using a remuneration consultant that is appropriately qualified and is determined to be independent. The independence of the remuneration consultant is reviewed and confirmed annually by the Board Compensation Committee.

For 2024, the Board Compensation Committee received the advice of a remuneration consultant from Frederic W. Cook & Co. ("FW Cook").

Other Group Stakeholders

In carrying out the responsibilities of the Board Compensation Committee, the Chair of the Board Compensation Committee met multiple times with senior management during the year, including the firm's Chief Executive Officer ("CEO"), President and Chief Operating Officer ("COO"), the Executive Vice President and Secretary of the Board of Directors, the Global Head of HCM and Corporate and Workplace Solutions and other members of senior management.

The GSAMI Remuneration Committee

The responsibilities of the Board Remuneration Committee of GSAMI (the "Remuneration Committee") include:

- Overseeing the development and implementation of the remuneration policies of GSAMI insofar as they relate to employees of GSAMI whose remuneration is subject to the relevant provisions of the FCA Handbook.
- Taking steps to satisfy itself that the remuneration policies of GSAMI are in accordance with the relevant provisions of the FCA Handbook ("Remuneration Code"), including

in particular that:

  - the remuneration policies of GSAMI appropriately take into account the long-term interests of shareholders, investors and other stakeholders in GSAMI; and
  - the remuneration policies of GSAMI are consistent with and promote sound and effective risk management and do not encourage risk-taking that exceeds the level of tolerated risk of GSAMI.

- Making recommendations to the GSAMI Board for approval and adoption of the remuneration policies of GSAMI once satisfied that the policies are in accordance with the Remuneration Code.

The Remuneration Committee held 5 meetings in 2024 to discuss and make determinations regarding the remuneration policies of GSAMI.

At the end of 2024 the members of the GSAMI Remuneration Committee were Kaysie Uniacke (Chair), Karen Sharpe, Fadi Abuali and James Reynolds.

Compensation-related Risk Assessment

The firm's Chief Risk Officer ("CRO") presented an annual compensation-related risk assessment to the Board Compensation Committee, meeting jointly with the Risk Committee of the Group Board, to assist the Board Compensation Committee in its assessment of the effectiveness of the firm's remuneration programme, and particularly, whether the programme is consistent with the principle that variable remuneration does not encourage employees to expose the firm to imprudent risk. This assessment most recently occurred in December 2024.

The CRO for GSAMI also provided a compensation-related risk assessment to the Remuneration Committee.

In addition, the firm's EMEA Conduct Committee assists senior management of GSAMI in the oversight of conduct risk and business standards.

Global Remuneration Determination Process

The firm's global process for setting variable remuneration (including the requirement to consider risk and compliance issues) applies to employees of GSAMI in the same way as to employees in other regions and is subject to oversight by the senior management of the firm in the region. The firm uses a highly disciplined and robust process for setting variable remuneration across all regions following the processes outlined in the Firmwide PM-IC Framework.

This process involves remuneration managers and compensation committees at various levels in the firm, along with the business and business unit heads, HCM and the Firmwide Management Committee (the firm's most senior leaders), as appropriate.

In addition, as part of the remuneration determination process, members of the firm's HCM, Compliance, Risk, and Internal Audit functions make arrangements for business and business unit management to take into consideration certain compliance, risk or control matters when determining remuneration of individuals. Before any individual remuneration decisions are finalised, HCM and Legal review remuneration recommendations to identify discrepancies or anomalies that may appear to relate to protected characteristics.

Additionally, the Remuneration Committee oversees the development and implementation of the remuneration policies of GSAMI, and reviews remuneration-related information during the year, including an annual compensation-related risk assessment, an overview of the firm's remuneration programme and structure, and certain remuneration data.

Link Between Pay and Performance

In 2024, annual remuneration for employees comprised fixed remuneration (including base salary) and variable remuneration. The firm's remuneration practices provide for variable remuneration determinations to be made on a discretionary basis. Variable remuneration is based on multiple factors and is not set as a fixed percentage of revenue or by reference to any other formula, consistent with the process outlined in the Firmwide PM-IC Framework. Firmwide performance is a key factor in determining variable remuneration.

The firm is committed to aligning variable remuneration with performance, across several financial and non-financial factors. These factors include business-specific performance (as applicable), along with the performance of the firm, and the individual, over the past year, as well as over prior years.

The firm believes that the firm's senior leaders have responsibility for overall performance and, as a result, senior employees have experienced more volatility in their remuneration year-over-year, particularly in periods when the firm's performance declined significantly.

The firm does not award multi-year guarantees as they risk misaligning remuneration and performance, and guaranteed variable remuneration should only be awarded in exceptional circumstances and limited to new hires within their first year of employment.

The firm ensures that any severance payments made to employees relating to the termination of employment reflects accrued tenure and prevailing salary, and does not reward failure or misconduct.

Performance Measurement

Firmwide performance

The following metrics are among the firmwide financial performance measures, considered in determining amounts, although the firm does not use specific measures/targets as part of a formula[1].

- Net revenues;
- Provision for credit losses;
- Revenues net of provision for credit losses;
- Compensation and benefits expense;
- Non-compensation expenses;
- Total operating expenses;
- Pre-tax earnings;
- Taxes;
- Net earnings;
- Net earnings applicable to common shareholders;
- Ratio of compensation and benefits to revenues net of provision for credit losses;
- Pre-tax margins
- Efficiency ratio;
- Diluted earnings per share;
- Return on average common equity;
- Return on average tangible common equity;
- Change in book value per common share; and
- Standardised CET1 Ratio

Business, business unit, desk performance

Additionally, at both the business and business unit level, quantitative and/or qualitative metrics specific to such levels, respectively, are used to evaluate the performance of the business/business unit and their respective employees.

[1] In certain cases, financial information was reviewed both including and excluding selected items and the FDIC special assessment fee, where applicable. Selected items include those that the firm has sold or is selling related to the narrowing of the firm's ambitions in consumer-related activities and related to the transitioning of Asset & Wealth Management to a less capital-intensive business.

Individual performance

Employees are evaluated annually as part of the performance review feedback process. This process reflects input from a number of employees, including supervisors, peers and those who are junior to the employee, regarding an array of performance measures. The performance evaluations for 2024 included assessments of: 1) Culture as measured by adherence to our Core Values (i.e., Partnership, Client Service, Integrity, and Excellence); and 2) Compliance and Risk Management.

Since 2023, the firm has implemented a number of Risk Management & Control enhancements to drive greater accountability for the quality of the firm's risk and control environment by strengthening the link with remuneration outcomes. These enhancements have included a suite of non-financial risk and control metrics which were reflected in performance assessments for covered employees of GSAMI, and were overseen by the Remuneration Committee.

As part of the performance review feedback process, managers with three or more direct reports are assessed and receive feedback on their performance as a manager.

Risk Adjustment

Prudent risk management is a hallmark of the firm's culture and sensitivity to risk and risk management are key elements in assessing employee performance, and variable remuneration, including as part of the performance review feedback process noted above.

The firm takes risk, including conduct risk, into account both on an ex-ante and ex-post basis when setting the amount and form of variable remuneration for employees. As indicated in the Firmwide PM-IC Framework, different lines of business have different risk profiles that inform remuneration decisions. These include credit, market, liquidity, operational, reputational, legal, compliance and conduct risks.

Guidelines are provided to assist remuneration managers when exercising discretion during the remuneration process to promote appropriate consideration of the different risks presented by the firm's businesses. Further, to ensure the independence of control function employees, remuneration for those employees is not determined by individuals in revenue-producing positions but rather by the management of the relevant control function.

Consistent with prior years, for 2024, certain employees received a portion of their variable remuneration as a share-based award that is subject to a number of terms and conditions that could result in forfeiture or recapture. For further details, see "Structure of Remuneration" below.

In the 2024 annual compensation-related risk assessment presented to the Board Compensation Committee, meeting jointly with the Risk Committee of the Group Board, and separately to the Remuneration Committee, by the CRO for GSAMI, the CRO confirmed that the various components of the firm's remuneration programmes and policies (for example, process, structure and governance) balanced risk and incentives in a manner that does not encourage imprudent risk-taking. In addition, the CRO stated that the firm has a risk management process that, among other things, is consistent with the safety and soundness of the firm and focuses on our:

(1) *Risk management culture*: the firm's culture emphasises continuous and prudent risk management;

(2) *Risk-taking authority*: there is a formal process for identifying employees who, individually or as part of a group, have the ability to expose the firm to material amounts of risk;

(3) *Upfront risk management:* the firm has tight controls on the allocation, utilisation and overall management of risk-taking, as well as comprehensive profit and loss and other management information which provide ongoing performance feedback. In addition, in determining variable remuneration, the firm reviews performance metrics that incorporate ex-ante risk adjustments; and

(4) *Governance*: the oversight of the Group Board, management structure and the associated processes all contribute to a strong control environment and control functions have input into remuneration structure and design.

Material Risk Takers

The firm identifies Material Risk Takers ("MRTs") in accordance with SYSC 19G.5 of the MIFIDPRU Remuneration Code (the "Remuneration Code"), with regard to the identification of categories of staff whose professional activities have a material impact on an institution's risk profile. This population is designated as Senior Management ("GSAMI Senior Management MRTs") and other Material Risk Takers ("GSAMI Other MRTs") according to the following definitions:

- **GSAMI Senior Management MRTs:** members of the Board of Directors of GSAMI.

- **GSAMI Other MRTs:** employees (who are not defined as GSAMI Senior Management MRTs) whose activities have a material impact on the risk profile of the firm, including heads of each business unit and heads of significant sub-business units who perform a significant management function corresponding to FCA Senior Managers of GSAMI.

Structure of Remuneration

Fixed Remuneration

The firm has a global salary approach to ensure consistency in salary levels and to achieve an appropriate balance between fixed and variable remuneration.

For certain employees identified as MRTs, in accordance with the Remuneration Code, additional fixed remuneration may be awarded in cash. The selection of recipients and the value of the additional fixed remuneration awarded are determined as a result of an evaluation of professional experience, role and level of organisational responsibility.

Variable Remuneration

For employees with total remuneration and variable remuneration above specific thresholds, variable remuneration is generally paid in a combination of cash and share-based remuneration. In general, the portion paid in the form of a share-based award increases as variable remuneration increases. For MRTs, at least 40% of total variable remuneration is deferred and delivered in share-based awards. This proportion increases to 60% where total variable remuneration is greater than or equal to £500,000. If eligible for share-based awards, employees generally receive their awards in the form of Restricted Stock Units (“RSUs”) that deliver in shares of common stock (shares) of GS Group.

The variable remuneration programme is flexible to allow the firm to respond to changes in market conditions and to maintain its pay-for-performance approach. Variable remuneration is discretionary (even if paid consistently over a period of years).

Share-Based Remuneration

The firm believes that remuneration should encourage a long-term, firmwide approach to performance and discourage imprudent risk-taking. One way the firm achieves this approach is to pay a significant portion of variable remuneration in the form of share-based remuneration that delivers over time, changes in value according to the price of GS Group shares of common stock or underlying investment funds, and is subject to forfeiture or recapture. This approach encourages a long-term, firmwide focus because value is realised with a dependency on long-term responsible behaviour and the financial performance of the firm or underlying investment funds.

To ensure continued alignment to the investment activities of GSAMI, certain MRTs and portfolio managers within specified investment functions are generally awarded both GS Group RSUs and Phantom Investment Units under The Amended and Restated Goldman Sachs Asset Management Performance Plan (“GSAM Phantom Stock Plan”), described further below.

The firm imposes transfer restrictions (in certain cases), retention requirements, and anti-hedging policies to further align the interests of the firm’s employees with those of the firm’s shareholders and investors. The firm's retention and transfer restriction policies, coupled with the practice of paying senior employees a significant portion of variable remuneration in the form of share-based awards, ensures a high degree of alignment with the longer term financial performance of the firm and where appropriate with its funds under management.

- **Deferral Policy:** The deferred portion of fiscal year 2024 annual variable remuneration was generally awarded in the form of RSUs. An RSU is an unfunded, unsecured promise to deliver a share on a predetermined date. For certain individuals, a portion of their deferred variable remuneration was awarded in the form of GSAM Phantom Stock Plan units, which are tied to performance of funds managed by portfolio managers. RSUs awarded in fiscal year 2024 generally deliver in three equal instalments on or about each of the first, second and third anniversaries of the grant date, and GSAM Phantom Stock Plan units generally deliver in three equal instalments on or about each of the second, third and fourth anniversaries of the grant date, assuming the employee has satisfied the terms and conditions of the award at each such date.

  Where required under the Remuneration Code, RSUs and GSAM Phantom Stock Plan units awarded in respect of fiscal year 2024 for MRTs generally deliver in three or four equal instalments (for GSAMI Other MRTs and GSAMI Senior Management MRTs respectively) on or about each of the first, second, third and, where applicable, fourth anniversaries of the grant date, assuming in each case, the employee has satisfied the terms and conditions of the award at each such date.

- **Transfer Restrictions**: The firm generally requires certain individuals to hold a material portion of the shares they receive in respect of RSUs granted as part of their year-end remuneration according to the firm’s global deferral table.

These transfer restrictions apply to the lower of 50% of the shares delivered before reduction for tax withholding, or the number of shares received after reduction for tax withholding. Because combined tax and social security rates in the United Kingdom are close to 50%, transfer restrictions apply to substantially all net shares delivered to employees resident in the United Kingdom.

An employee generally cannot sell, exchange, transfer, assign, pledge, hedge or otherwise dispose of any RSUs or shares that are subject to transfer restrictions.

No transfer restrictions apply to the GSAM Phantom Stock Plan which is cash settled.

- **Retention Requirement**: All shares delivered to employees designated as MRTs in relation to their variable remuneration are subject to a 12-month retention period. No retention requirement applies to the GSAM Phantom Stock Plan which is cash settled.
- **Forfeiture and Recapture Provisions:** The RSUs and underlying shares and GSAM Phantom Stock Plan units in relation to variable remuneration are subject to forfeiture or recapture if the Board Compensation Committee or its delegate(s) determine(s) that during 2024 the employee participated (or otherwise oversaw or was responsible for, depending on the circumstances, another individual's participation) in the structuring or marketing of any product or service, or participated on behalf of the firm or any of its clients in the purchase or sale of any security or other property, in any case without appropriate consideration of the risk to the firm or the broader financial system as a whole (for example, if the employee were to improperly analyse risk or fail sufficiently to raise concerns about such risk) and, as a result of such action or omission, the Board Compensation Committee or its delegate(s) determine(s) there has been, or reasonably could be expected to be, a material adverse impact on the firm, the employee's business unit (or other relevant group structured under the business unit) or the broader financial system.

This provision is not limited to financial risks and is designed to encourage the consideration of the full range of risks associated with the activities (for example, legal, compliance or reputational). The provision also does not require that a material adverse impact actually occur, but rather may be triggered if the firm determines that there is a reasonable expectation of such an impact.

The Board Compensation Committee previously adopted guidelines that set forth a formal process regarding determinations to forfeit or recapture awards for failure to consider risk appropriately upon the occurrence of certain pre-determined events (for example, in the event of annual losses at the firmwide, business unit (or other relevant group structured under the business unit) or individual level). The review of whether forfeiture or recapture is appropriate includes input from the CRO, as well as representatives from Legal and Compliance, as appropriate. Determinations are made by the Board Compensation Committee or its delegates, with any determinations made by delegates reported to the Board Compensation Committee.

RSUs and GSAM Phantom Stock Plan units granted to all MRTs in relation to variable remuneration are generally subject to forfeiture until delivery of the underlying shares or cash settlement if GS Group is determined by US bank regulators to be "in default" or "in danger of default" as defined under the US Dodd-Frank Wall Street Reform and Consumer Protection Act 2010, or fails to maintain for 90 consecutive business days, the required "minimum tier 1 capital ratio" (as defined under Federal Reserve Board regulations). RSUs and GSAM Phantom Stock Plan units awarded in relation to variable remuneration are also subject to forfeiture if the firm or the relevant business unit or other group structured below the business unit suffers a "material downturn in financial performance".

All variable remuneration granted to MRTs is subject to forfeiture or recapture in the event of a "material failure of risk management", or in the event that the employee engages in "serious misconduct", at any time during the four or five year period (for GSAMI Other MRTs and GSAMI Senior Management MRTs respectively) after grant (share-based awards) or payment (cash).

Additionally, RSUs and shares delivered thereunder and GSAM Phantom Stock Plan units in relation to variable remuneration are subject to forfeiture or recapture if it is determined to be appropriate to hold an MRT accountable in whole or in part for "serious misconduct" related to compliance, control or risk that occurred during 2024 by an individual for whom the MRT had supervisory responsibility as a result of direct or indirect reporting lines or management responsibility for an office or a business unit (or other relevant group structured under the business unit).

An employee's RSUs and GSAM Phantom Stock Plan units may also be forfeited, and shares delivered thereunder recaptured if the employee engages in conduct constituting "cause" at any time before the RSUs are delivered and any applicable transfer restrictions lapse. Cause includes, among other things, any material violation of any firm policy, any act or statement that negatively reflects on the firm's name, reputation or business interests and any conduct detrimental to the firm.

With respect to all of the forfeiture conditions, if the firm determines after delivery, payment or release of transfer restrictions that an RSU, share delivered thereunder or GSAM Phantom Stock Plan unit should have been forfeited or recaptured, the firm can require return of any shares delivered or repayment to the firm of the fair market value of the shares or GSAM Phantom Stock Plan units when delivered (including those withheld to pay taxes) or any other amounts paid or delivered in respect thereof.

- **Hedging**: The firm's anti-hedging policy ensures employees maintain the intended exposure to the firm's stock performance. In particular, all employees are prohibited from hedging RSUs, shares that are subject to transfer restrictions, and, to the extent applicable, retention shares. In addition, executive officers of GS Group (as defined under the Securities Exchange Act of 1934) are prohibited from hedging any shares that they can freely sell. Employees, other than executive officers, may hedge only shares that they can otherwise sell. However, no employee may enter into uncovered hedging transactions or sell short any shares. Employees may only enter into transactions or otherwise make investment decisions with respect to shares during applicable "window periods".
- **Treatment upon Termination or Change-in-Control:** As a general matter, delivery schedules are not accelerated, and transfer restrictions are not removed, when an employee leaves the firm. The limited exceptions include death and "conflicted employment." A change in control alone is not sufficient to trigger acceleration of any deliveries or payment or removal of transfer restrictions; only if the change in control is followed within 18 months by a termination of employment by the firm without "cause" or by the employee for "good reason" will delivery/payment and release of transfer restrictions be accelerated.

Quantitative Disclosures

The following tables show aggregate quantitative remuneration information for 72 individuals, categorised as MRTs for the purposes of the Remuneration Code in respect of their duties for GSAMI.

MRTs are also eligible to receive certain general non-discretionary ancillary payments and benefits on a similar basis to other employees. These payments and benefits are not included in the disclosures below.

Aggregate remuneration: split between fixed and variable remuneration and forms of variable remuneration

Remuneration paid or awarded for the financial year ended December 31, 2024 comprised fixed remuneration (salaries, allowances and director fees) and variable remuneration.

As required by Article 8.6 of the Remuneration Code, quantitative information has been provided for GSAMI including detailed information for employees identified as MRTs. In addition, the deferred remuneration shown in the table below includes remuneration subject to the deferral requirements set out in the Remuneration Code. The amounts relate only to those employees who were MRTs at the end of the fiscal year, December 31, 2024.

Individuals benefitting from exemptions set out in SYSC 19G.5.9R

SYSC 19G.5.9R sets out exemptions to disapply the following required provisions of:

(1) Shares, instruments and alternative arrangements;

(2) Retention policy;

(3) Deferral; and

(4) Discretionary pension benefits.

The firm has disapplied the above provisions to MRTs whose total variable remuneration:

(1) Does not exceed £167,000 per annum; and

(2) Does not represent more than one-third of the individual's total annual remuneration.

Table 10: Quantitative Disclosures

All figures in USD ($) in millions

	All Staff	Non-MRT Staff	GSAMI Senior Management MRTs	GSAMI Other MRTs
Remuneration by category of Staff				
Number of Staff	**803**	**731**	**8**	**64**
2024 Total Remuneration awarded	**327.85**	**178.93**	**16.67**	**132.25**
2024 Total Fixed Remuneration awarded	**157.14**	**99.20**	**8.40**	**49.54**
2024 Total Variable Remuneration awarded	**170.71**	**79.73**	**8.27**	**82.71**
of which, awarded in cash	95.77	64.39	2.23	29.15
of which, awarded in shares	**74.94**	**15.34**	**6.04**	**53.56**
of which, awarded in share-linked instruments	-	-	-	-
of which, awarded in other forms of remuneration	-	-	-	-
of which awarded in upfront non-cash	1.49	0.01	0.17	1.31
of which awarded in deferred non-cash	73.45	15.33	5.87	52.25
MRTs benefitting from exemptions set out in SYSC 19G.5.9R[1]				
Number of MRTs	-	-	-	1
2024 Total Remuneration awarded	-	-	-	
of which, Total Fixed Remuneration awarded	-	-	-	
of which, Total Variable Remuneration awarded	-	-	-	
Guaranteed variable remuneration awarded to MRTs during the financial year[1]				
Number of recipients	-	-	-	1
Total amount of guaranteed variable remuneration awards	-	-	-	
Severance payments awarded to MRTs during the financial year				
Number of recipients	-	-	-	-
Total amount of severance payments	-	-	-	-
Highest severance payment awarded	-	-	-	-
MRT deferred remuneration				
Outstanding unvested as at 1 January 2024	-	-	34.03	152.72
Awarded during 2024	-	-	9.53	66.56
(-) Paid out in 2024	-	-	10.22	56.70
Withheld in 2024 as a result of performance adjustment	-	-	-	-
Outstanding unvested as at 31 December 2024	-	-	**33.34**	**162.54**
(-) Delivered in 2025	-	-	11.43	56.51
Delivered in 2026 and subsequent years	-	-	21.92	106.03

[1] The company has relied on the exemptions in MIFIDPRU 8.6.8(7)R and not disclosed quantitative information to prevent individual identification of a MRT.

Cautionary Note on Forward-Looking Statements

We have included in these disclosures, and our management may make, statements that may constitute "forward-looking statements." Forward-looking statements are not historical facts or statements of current conditions, but instead represent only our beliefs regarding future events, many of which, by their nature, are inherently uncertain and outside of our control. These statements may relate to, among other things, (i) our future plans and results, (ii) the objectives and effectiveness of our risk management and liquidity policies, and (iii) the effect of changes to the regulations, and our future status, activities or reporting under banking and financial regulation.

It is possible that our actual results and financial condition may differ, possibly materially, from the anticipated results and financial condition in these forward-looking statements. Important factors that could cause our actual results and financial condition to differ from those in these statements include, among others, those discussed in "Risk Factors" in Part I, Item 1A in the firm's 2024 Form 10-K.

Glossary

- **Assets Safeguarded and Administered (ASA).** the value of assets, as calculated in accordance with the rules in MIFIDPRU 4.9 (K-ASA requirement), belonging to a client that a company holds in the course of MiFID business, irrespective of whether those assets appear on the company's own balance sheet or are deposited into accounts opened with third parties.

- **Assets Under Management (AUM).** the value of assets, as calculated in accordance with the rules in MIFIDPRU 4.7 (K-AUM requirement), that a company manages for its clients under the discretionary portfolio management and non-discretionary arrangements constituting investment advice of an ongoing nature.

- **Basic Liquid Assets Requirement.** the requirement in MIFIDPRU 6.2.1R for a MIFIDPRU investment firm to hold a minimum amount of core liquid assets.

- **Clearing Margin Given (CMG).** the total margin required by a clearing member or CCP, where the execution and settlement of transactions of a MIFIDPRU investment firm's dealing on own account take place under the responsibility of a clearing member or CCP.

- **Client Money Held (CMH).** the amount of MiFID client money that a company holds.

- **Client Orders Handled (COH).** the value of orders, as calculated in accordance with the rules in MIFIDPRU 4.10 (K-COH requirement), that a company handles for clients when providing the reception and transmission of client orders and execution of orders on behalf of clients.

- **CON own funds requirement.** the own funds requirement calculated in accordance with MIFIDPRU 5.7.2R, which relates to a concentrated exposure to a client or group of connected clients.

- **Concentration Risk.** the risks arising from the strength or extent of a company's relationships with, or direct exposure to, a single client or group of connected clients.

- **Conduct Risk.** Conduct Risk is the risk that our people fail to act in a manner consistent with the company's Business Principles, the Code of Business Conduct and Ethics, policies, codes, or applicable laws and regulations, thereby falling short of fulfilling their responsibilities to clients, colleagues, the firm, other market participants or the broader community.

- **Credit Risk.** the potential for loss due to the default or deterioration in credit quality of a counterparty (e.g., an OTC derivatives counterparty or a borrower) or an issuer of securities or other instruments we hold.

- **Daily Trading Flow (DTF).** the daily value of transactions that a MIFIDPRU investment firm enters through dealing on own account or the execution of orders on behalf of clients in the company's own name.

- **K-Factor Requirement.** the part of the own funds requirement calculated in accordance with MIFIDPRU 4.6.

- **Liquidity Risk.** Liquidity risk is the risk that the company will be unable to fund itself or meet its liquidity needs in the event of company-specific, broader industry or market liquidity stress events.

- **Market Risk.** Market risk is the risk of an adverse impact to the earnings due to changes in market conditions.

- **MIFIDPRU.** the Prudential sourcebook for MiFID Investment Firms.

- **Net Position Risk (NPR).** the value of the trading book positions and positions other than trading book positions where such positions give rise to foreign exchange risk or commodity risk.

- **Operational Risk.** the risk of an adverse outcome resulting from inadequate or failed internal processes, people, systems or from external events.

- **Own Funds Requirement.** the own funds requirement for exposures to a client or group of connected clients calculated in accordance with MIFIDPRU 5.7.3R(2).

- **Own Funds Threshold Requirement.** the amount of own funds that a firm needs to hold to comply with the overall financial adequacy rule.

- **Own Funds Wind-down Trigger.** the amount of own funds that is equal to the company's fixed overheads requirement or another amount specified by the FCA in a requirement applied to the company.

- **Permanent Minimum Capital Requirement.** the part of the own funds requirement calculated in accordance with MIFIDPRU 4.4.

- **Stress Testing.** Stress testing is a method of determining the effect of various hypothetical stress scenarios.

- **Trading Counterparty Default (TCD).** the exposures in the trading book of a MIFIDPRU investment firm in instruments and transactions specified in MIFIDPRU 4.14.3R, and not otherwise excluded by MIFIDPRU 4.14.5R or MIFIDPRU 4.14.6R, giving rise to the risk of trading counterparty default.

Glossary of Acronyms

Acronyms	Description
AMORRC	Asset Management Operational Risk and Resilience Council
ASA	Assets Safeguarded and Administered
AUM	Assets Under Management
AWM	Asset Wealth Management
BHC	Bank Holding Company
CEO	Chief Executive officer
CMG	Clearing Margin Given
CMH	Client Money Held
COH	Client Orders Handled
CON	Concentration Risk
COO	Chief Operating Officer
CRO	Chief Risk Officer
DTF	Daily Trading Flow
ECC	EMEA Conduct Committee
ECORC	EMEA Compliance and Operational Risk Committee
EMC	European Management Committee
EMEA	Europe, Middle East and Africa
ERC	Enterprise Risk Committee
ESG	Environment, Social and Governance
FCA	Financial Conduct Authority
FDIC	Federal Deposit Insurance Corporation
FOR	Fixed Overheads Requirement
FRB	Federal Reserve Board
FRRC	Firmwide Reputational Risk Committee
GSAM	Goldman Sachs Asset Management
GSAMI	Goldman Sachs Asset Management International
HCM	Human Capital Management
ICARA	Internal Capital Adequacy and Risk Assessment
IFPR	Investment Firms Prudential Regime
ISS	Institutional Shareholder Services
MiFID	Markets in Financial Instruments Directive
MIFIDPRU	Markets in Financial Instruments Directive Prudential Regulation
MRTs	Material Risk Takers
Non-SNI	Non-Small and Non-interconnected Investment firm
NPR	Net Position Risk
OFAR	Overall Financial Adequacy Rule
PM-IC Framework	Performance Management and Incentive Compensation Framework
PMR	Permanent Minimum Capital Requirement
RAS	Risk Appetite Statement
RCSA	Risk and Control Self- Assessment
RSU	Restricted Stock Units
SNI	Small and Non-interconnected Investment firm
SREP	Supervisory Review & Evaluation Process
TCD	Trading Counterparty Default
TCFD	Task Force on Climate-related Financial Disclosures