



Asset  
Management

Supplement

## Goldman Sachs Funds SICAV

An undertaking for collective  
investment organised under the laws  
of the Grand Duchy of Luxembourg  
(S.I.C.A.V)



Supplement III to the  
Prospectus  
- Global Manager Strategies  
Portfolios

0823



**Asset  
Management**

**Prospectus**

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An undertaking for collective investment organised under the laws of the Grand Duchy of Luxembourg (S.I.C.A.V.)

August 2023

Supplement III to the Prospectus

- Global Manager Strategies Portfolios

## This Supplement

The purpose of this Supplement is to describe in more detail those Portfolios of the Fund which are managed by the Management Company, the Investment Adviser and their Affiliates under the Global Manager Strategies Programme (referred to herein as the “Multi-Manager Portfolios”).

This Supplement must always be read in conjunction with the Prospectus. The Prospectus contains detailed information on the Fund including: a description of Share Classes; the risks associated with an investment in the Fund; information on the management and administration of the Fund and in respect of those third parties providing services to the Fund; the purchase, redemption and exchange of Shares; the determination of Net Asset Value; dividend policy; fees and expenses of the Fund; general information on the Fund; meetings of and reports to Shareholders; and taxation. In addition, the Prospectus contains in its Appendices, information on derivatives and efficient portfolio management techniques, applicable investment restrictions and overall risk exposure and risk management.

Potential investors are advised to read the Prospectus and this Supplement, as amended from time to time, together with the latest annual and semi-annual report before making an investment decision. The rights and duties of the investor as well as the legal relationship with the Fund are set out in the Prospectus.

This Supplement provides information on each of the Multi-Manager Portfolios including details of the Share Classes within each Multi-Manager Portfolio that are available as of the date of the Prospectus.

A list of the Managers is always available to Shareholders on request or from the registered office of the Fund, and/or the Management Company or at the office of the Investment Adviser. In addition, a list of the Managers will be disclosed in the semi-annual and annual reports of the Fund.

**Before purchasing, redeeming, transferring or exchanging any Shares, the Board of Directors strongly encourages all potential and current Shareholders to seek appropriate professional advice on the legal and taxation requirements of investing in the Fund, together with advice on the suitability and appropriateness of an investment in the Fund or any of its Portfolios. The Fund, its Directors and (unless such duties are separately and expressly assumed by them in writing in respect of investment matters only) the Management Company, the Investment Adviser and other Goldman Sachs entities shall not have any responsibility in respect of these matters. As more particularly described in the Prospectus, certain distributors may be remunerated by Goldman Sachs or the Fund for distributing Shares and any advice received by them should not, in consequence, be assumed to be free of conflict.**

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## Definitions

In this Supplement the following capitalised words and phrases will have the meanings set out below. Capitalised words and phrases used but not otherwise defined herein shall have the meaning given to such term in the Prospectus. In the event of a conflict, the meaning in the Supplement shall prevail.

<b>“Allocated Assets”</b>	means the respective proportion of the Multi-Manager Portfolio to be managed by each of the Managers from time to time;
<b>“EPM”</b>	means efficient portfolio management;
<b>“Global Manager Strategies Programme”</b>	means the programme, described in this Supplement, of selecting Managers to manage Multi-Manager Portfolios of the Fund;
<b>“Multi-Manager Portfolios”</b>	means those Portfolios of the Fund which are part of the Global Manager Strategies Programme and which are contemplated by this Supplement;
<b>“Managers”</b>	means those third-party investment managers selected and appointed by the Investment Adviser (or its Affiliates) from time to time to manage the Allocated Assets of the Multi-Manager Portfolios;
<b>“Primarily”</b>	means, where referring to a Portfolio’s investment objective or investment policy, at least two thirds of the net assets of that Portfolio unless expressly stated to the contrary in respect of a Portfolio;
<b>“Sub-Management Agreement”</b>	means the discretionary investment management agreement entered into between the Investment Adviser and each of the Managers.

## 1. Goldman Sachs Funds – Summary Table of Portfolios

Appendix	Multi-Manager Portfolios	Launch Date
1	Goldman Sachs Multi-Manager Dynamic World Equity Portfolio	March 2006

For those Portfolios where no exact launch date has been stated, please contact your usual Goldman Sachs representative or the Management Company to establish whether the Portfolio has been launched since the date of this Prospectus. Investors may request information about the Fund as well as the creation and launching of additional Portfolios and Share Classes at the registered office of the Fund.

## 2. Goldman Sachs Funds - Calculation of Global Exposure and Expected Level of Leverage

Each Portfolio's description includes a table at Paragraph "Calculation of Global Exposure and Expected Level of Leverage", setting out:

1. Market Risk Calculation: this is the methodology that the Management Company has adopted to calculate the Global Exposure to comply with the UCITS Regulations;
2. Limit: this is the limit on Global Exposure that the Portfolio must comply with. These are:
  - a. Relative VaR: VaR is limited to twice the VaR of a reference portfolio;
  - b. Absolute VaR: VaR is limited to 20% of the net asset value of the Portfolio. The calculation of the VaR is conducted on the basis of a one-sided confidence interval of 99%, and a holding period of 20 days;
  - c. Commitment: Global Exposure related to positions on financial derivative instruments may not exceed the total net value of the portfolio.
3. Reference Portfolio/Benchmark: this is to comply with the UCITS Regulations where Relative VaR approach is used and for information purposes only for the other Portfolios. Shareholders should be aware that such Portfolios might not be managed to the reference portfolio/benchmark and that investment returns may deviate materially from the performance of the specified reference portfolio/benchmark. Shareholders should also be aware that the reference benchmark referred to may change over time; and
4. Expected Level of Leverage: the method used for the determination of the expected level of leverage of the Portfolios, using the Relative VaR or Absolute VaR approach for the purpose of calculating their Global Exposure, is derived from expected gross sum of notionals of the financial derivative instruments used for each Portfolio. Shareholders should be aware that a Portfolio's leverage may, from time to time, exceed the range disclosed. The expected level of leverage takes into account the financial derivative instruments entered into by the Portfolio, the reinvestment of collateral received (in cash) in relation to operations of EPM and any use of collateral in the context of any other operations of EPM, e.g. securities lending.

Please refer to Paragraph 1 "Investment Objective" and Paragraph 2 "Investment Policies" of each Portfolio for further information on the relevant Portfolio's strategy and the Synthetic Risk and Reward Indicator (SRRI) in the KIID of the relevant Portfolio for details on the Portfolio's historic risk profile where applicable.

### 3. Goldman Sachs Funds – Goldman Sachs Global Manager Strategies Programme

#### Goldman Sachs Global Manager Strategies Programme

The Goldman Sachs Global Manager Strategies Programme has been established to provide investors with exposure to and the benefit of investment strategies and approaches offered by Managers.

In its role as Investment Adviser to the Fund, GSAMI, in its sole discretion, will select one or more Managers for each Multi-Manager Portfolio. The Investment Adviser shall inform the Luxembourg Supervisory Authority on each occasion that a Manager is appointed to a Multi-Manager Portfolio. The Managers for each Multi-Manager Portfolio will be selected by the Investment Adviser through a multi-step process which seeks to identify one or more Managers who are suitable and qualified to manage the assets of the Multi-Manager Portfolio in accordance with the overall strategy for that Multi-Manager Portfolio, either alone or together. These steps involve: screening the universe of potential managers, taking into account both quantitative information (such as performance data) and qualitative reports (such as an analysis of the stability of the investment team); after identifying a number of potential candidates, a further screening process is conducted (through site visits, questionnaires and other research tools), to seek to ensure that any Managers selected will, when taken together, possess the requisite investment styles and track-records capable of realising a Multi-Manager Portfolio's investment objectives. In assessing a candidate Manager's suitability for a particular Multi-Manager Portfolio a number of factors will be considered, including: the overall organisation of the candidate's business and its market standing and reputation; appropriateness of investment philosophy and processes; stability of the investment team and relevant experience of key individuals; extent of the advisory and research capabilities; integrity of portfolio construction models and risk management operations; and the reliability of its internal systems and compliance controls. The Investment Adviser will negotiate on behalf of the Fund the terms of the Sub-Management Agreements to be entered into with each Manager selected for the Multi-Manager Portfolios and will arrange for the Managers to be compensated.

The Investment Adviser will develop the overall strategy for each Multi-Manager Portfolio, including the establishment of appropriate investment guidelines. Whilst the Managers will be responsible for the day-to-day investment decisions of the Multi-Manager Portfolios, the Investment Adviser shall however be entitled from time to time, in its sole discretion, to retain part of the day-to-day investment decisions and/or delegate their performance to another suitable Goldman Sachs entity, subject to obtaining the Luxembourg Supervisory Authority's prior approval, where needed.

In the event that a Sub-Management Agreement with a Manager is terminated, the Investment Adviser will seek to replace that Manager as soon as is reasonably practicable or, if appropriate, shall allocate the Allocated Assets of the departing Manager to the remaining Managers. The termination and/or replacement of a Manager may require the implementation of appropriate transitional arrangements (including the appointment of a dedicated transition manager) the purpose of which is to ensure the continued compliance with the investment objectives and policies of the relevant Multi-Manager Portfolio. In certain circumstances, whether at launch or following the termination of a Manager a Multi-Manager Portfolio may be managed by a single Manager.

The Managers for each Multi-Manager Portfolio will receive an allocation of the Multi-Manager Portfolio's assets for management. The size of the Allocated Assets will be determined by the Investment Adviser in its sole discretion but the emphasis on any such allocation will always be to maintain and/or enhance compliance with the investment objectives and policies of each such Multi-Manager Portfolio. The Investment Adviser will monitor the Multi-Manager Portfolio's investment activity and the Managers' performance. The Managers are responsible for compliance with all applicable rules and regulations pertaining to their investment activities. Notwithstanding this, the Investment Adviser will be responsible for ensuring compliance of the Multi-Manager Portfolio with the UCITS requirements. The Investment Adviser may supplement, replace or terminate the Managers from time to time and/or reallocate assets of a Multi-Manager Portfolio among the Managers without prior notice to Shareholders in circumstances where the Investment Adviser believes that such action is necessary or desirable.

Each of the Managers appointed to manage the Allocated Assets of the relevant Multi-Manager Portfolio have full discretion to acquire and dispose of securities and otherwise manage the assets in the Multi-Manager Portfolio subject always to the Investment Adviser's responsibility for maintaining the Multi-Manager Portfolio's compliance with the investment objectives and policies and applicable investment restrictions. While each of the Managers' investment management activities (insofar as they are referable to their respective Allocated Assets) may not comply

with the Multi-Manager Portfolio's investment objectives and policies and applicable investment restrictions, it is the blend of the various Managers and the aggregate effect of the Allocated Assets which is intended to achieve this aim (this is not the case, however, where a single Manager is responsible for managing the relevant Multi-Manager Portfolio). The selection of Managers by the Investment Adviser will be done independently for each of the Multi-Manager Portfolios contemplated by the Prospectus and this Supplement. It is also possible that the Managers selected for each Multi-Manager Portfolio may change over time.

A list of the Manager or Managers referable to the Multi-Manager Portfolio in which a Shareholder has invested is always available to Shareholders on request or from the registered office of the Fund and/or the Management Company or at the office of the Investment Adviser. In addition, a list of the Managers will be disclosed in the semi-annual and annual reports of the Fund. This list will be updated in the event that the Investment Adviser determines that it is appropriate to supplement, replace or terminate one or more of the Managers.

Subject to the prior written consent of the Investment Adviser and of the regulatory authorities, the Manager may delegate its functions under a Sub-Management Agreement at its own cost and expense and under its responsibility. In such a case, the delegate will be added to the list of Managers mentioned above.

### **Investment Objectives and Policies**

The Multi-Manager Portfolios are Equity Portfolios. Their specific investment objective and policies is disclosed in each Multi-Manager Portfolio's Appendix.

## Appendix

### 1. Goldman Sachs Multi-Manager Dynamic World Equity Portfolio

#### 1. Investment Objectives

The Goldman Sachs Multi-Manager Dynamic World Equity Portfolio (the “Portfolio”) seeks long-term capital appreciation by investing primarily in equity securities of companies domiciled anywhere in the world that seek to adhere to the Portfolio’s environmental, social and governance (“ESG”) criteria as described below.

#### 2. Investment Policies

The Portfolio will, under normal circumstances, invest at least two thirds of its net assets in equity and/or equity related Transferable Securities and Permitted Funds which provide exposure to companies domiciled anywhere in the world.

Equity and equity related Transferable Securities may include common stock, preferred stock, warrants and other rights to acquire stock, ADRs, EDRs and GDRs.

The Portfolio may also invest up to one third of its net assets in non-equity related Transferable Securities and Permitted Funds.

The Investment Adviser implements a multi-faceted approach to Environmental, Social and Governance (ESG) considerations (“ESG Criteria”) into its fundamental investment process. Further details of the ESG characteristics of the Portfolio can be found in the Portfolio’s relevant Appendix in Supplement V of the Prospectus.

The Portfolio may invest up to 10% of its net assets in Permitted Funds.

The Portfolio may invest in PRC Equity Securities directly (e.g., through the Stock Connect scheme (“Stock Connect”) or the Renminbi qualified foreign institutional investor program (“RQFII Program”)) or indirectly (e.g., through Access Products or Permitted Funds investing in China A-Shares). For further information on Stock Connect, the RQFII Program and the associated risk considerations, please refer to Paragraph 4.2.11 “Investments in China” of the Prospectus.

The Portfolio may also use financial derivative instruments as part of its investment policy or for hedging purposes. These may include, but are not limited to, foreign currency forward contracts, futures and option contracts (on equity securities and markets) and swaps (including equity swaps and total return swaps). For further information on the use of financial derivative instruments and associated risks, please refer to Appendix C - “Derivatives and Efficient Portfolio Management” together with Section 4 “Risk Considerations” in the Prospectus.

The Portfolio may also hold bank deposits at sight, such as cash held in current accounts with a bank accessible at any time. Such holdings may only temporarily exceed 20% of the net assets of the Portfolio under exceptionally unfavourable market conditions. Moreover, cash equivalents such as deposits, Money Market Instruments and money market funds may be used for the purpose of cash management and in case of unfavourable conditions, provided that the Investment Adviser considers this to be in the best interests of the Shareholders.

The managers intend to engage in SFTR techniques on, amongst other things, equity securities, markets and other Permitted Investments in line with the exposures set out below (in each case as a percentage of net asset value).

Type of transaction	Under normal circumstances it is generally expected that the principal amount of such transactions would represent a proportion of the Portfolio's net asset value indicated below. *	Under normal circumstances, it is generally expected that the principal amount of the Portfolio's assets that can be subject to the transaction may represent up to a maximum of the proportion of the Portfolio's net asset value indicated below.
Total return swaps	0%	50%
Repurchase, including reverse repurchase, transactions	0%	50%
Securities lending transactions	3%	15%

\*In certain circumstances this proportion may be higher.

### 3. Additional Investment Restrictions

The Portfolio continuously invests at least 51% of its net asset value in equity securities which are listed on a stock exchange or traded on an organized market and which for this purpose are not investments in shares in investment funds. Investments in Real Estate Investment Trusts (REITs) are not eligible equity securities for this purpose.

### 4. Calculation of Global Exposure and Expected Level of Leverage

The table below sets out for this Portfolio the information mentioned in Section 2 "Goldman Sachs Funds – Calculation of Global Exposure and Expected Level of Leverage" of the Supplement.

Market Risk Calculation	Limit	Reference Portfolio/Benchmark*	Expected Level of Leverage
			Gross Sum of Notionals (Gross Exposure)
Commitment	100%	MSCI World Index (Total Return Net)	N/A

\*The Portfolio is actively managed and is not designed to track its Reference Portfolio/Benchmark. Therefore the performance of the Portfolio and the Reference Portfolio/Benchmark may deviate.

The Portfolio may offer Share Classes which are denominated in or hedged into currencies other than the Base Currency of the Portfolio. Accordingly, the Reference Portfolio/Benchmark noted above may be denominated in or hedged into the relevant currency of a particular Share Class.

### 5. Principal Risks of the Portfolio

Investing in the Portfolio implies (without limitation) the following risk factors which are listed in the same order than in the Prospectus:

- 4.2 Investment risks
- 4.5 Investment in equity securities
- 4.6 Investment in derivatives
- 4.7 Other investments
- 4.9 Leverage and hedging
- 4.10 Currency risks

The Portfolio may be exposed to sustainability risks from time to time. A sustainability risk is defined in the EU Sustainable Finance Disclosure Regulation as an environmental, social or governance event or condition that could cause an actual or a potential material negative impact on the value of investments. The universe of sustainability events or conditions is very broad, and their relevance, materiality and impact on investments will depend on a number of factors such as the investment strategy pursued by the Portfolio, asset class, asset location and asset sector. Depending on the circumstances, examples of sustainability risks can include physical environmental risks, climate change transition risks, supply chain disruptions, improper labour practices, lack of board diversity and corruption. If they materialise, sustainability risks can reduce the value of underlying investments held within the Portfolio and could have a material impact on the performance and returns of the Portfolio.

The Investment Adviser may integrate sustainability risk considerations within its processes for selecting and overseeing external managers appointed to manage the Portfolio. As part of its initial due diligence and ongoing oversight of these external managers, the Investment Adviser may consider, alongside other relevant factors, external managers' frameworks for identifying and managing relevant sustainability risks and external managers' responses to relevant sustainability events or conditions that have or could have a material negative impact on the part of the Portfolio managed by the relevant external manager. The Investment Adviser may utilise proprietary and/or third-party tools and research to assess and monitor external managers and/or sustainability risks that are relevant to the Portfolio.

Please refer to the relevant paragraphs of Section 4 "Risk Considerations" in the Prospectus which includes further relevant risk considerations.

## 6. Portfolio Share Class Table

The following table sets out the Share Classes of the Portfolio and the relevant fees and expenses. For further details on the Share Classes, please refer to Section 3 "Description of Share Classes" of the Prospectus.

Base Currency:	USD
Additional Note:	<p>Class "I" Shares of the Portfolio are limited to qualifying investors on whose behalf investment in the Portfolio is made by a Goldman Sachs entity pursuant to a contractual agreement concluded between the investor and Goldman Sachs (for further details please see Section 3 "Description of Share Classes" in the Prospectus).</p> <p>Each type of Share Class listed in the table below may also be offered:</p> <p>(i) Denominated in or hedged into the following currencies: USD, EUR, GBP, ISK, JPY, CHF, HKD, SGD, CAD, SEK, NOK, DKK, AUD, NZD, INR, RMB, BRL, PLN and IDR. The Sales Charge, Management Fee, distribution fee and performance fee (in each case, where applicable) for these additional Share Classes are the same as for the relevant Share Class type in the below table. The amount of the investment minimum for these Share Classes in each of the following currencies is the same amount in the relevant currency as the amount quoted for that Share Class type's USD or EUR class in the below table: GBP, CHF, HKD, SGD, CAD, AUD, NZD (e.g., the minimum for the Class I Shares (GBP) class is GBP 5m). In the case of JPY, INR, BRL, RMB, PLN, and IDR, the investment minimum will be equal to the amount quoted for that Share Class type's USD or EUR class multiplied by 100, 40, 2, 6, 3 and 10,000, respectively. In the case of DKK, NOK and SEK, the investment minimum will be equal to the amount quoted for that Share Class type's USD or EUR class multiplied by 6, 7 and 8, respectively. In the case of ISK, the investment minimum will be equal to the amount quoted for that Share Class type's USD or EUR class multiplied by 150.</p> <p>With respect to Currency Hedged Share Classes, there may be distinct types of currency hedged share classes available:</p> <p>(a) Share Classes which seek to hedge the base currency exposure and/or other currencies of the Portfolio to the currency denomination of the Share Class. Such Share Classes will, using a EUR denominated class as an example, be denoted: "(EUR-Hedged)", or</p> <p><i>Note: Shareholders should note that the Share Classes which seek to hedge currency exposure will seek to hedge only the currency exposures in the Portfolio's Reference Benchmark to the Share Class currency. Given the difference between the Reference Benchmark and the Portfolio at any given time, some currency exposures may remain and may be significant. For example, a USD-Hedged Share Class will seek to hedge EUR, GBP, CHF and any other currency exposure of the Reference Benchmark into USD, but there may be residual currency exposures that remain unhedged as a result of the different currency exposures between the Reference Benchmark and the Portfolio at any given time. Investors should be aware that even if a Portfolio attempts such hedging techniques, it is not possible to hedge fully or perfectly and there is no assurance or guarantee that such hedging will be effective (please see Section 4 "Risk Considerations" in the Prospectus).</i></p> <p>(b) Share Classes which seek to only hedge the portfolio return in a given currency (and not the underlying currency exposures) back to the currency denomination of the Share Class. Note that some investors might not regard this as a currency hedged class at all as the currency transactions are not linked to the underlying currency exposures of the portfolio.</p> <p>For example, in the case of a EUR denominated class where the return to be hedged is the return in USD the Investment Adviser will, following a EUR subscription into the class, convert EUR to USD whilst entering into a USD/EUR currency forward transaction with the aim of creating a hedged exposure from USD back to EUR. <b>This means an investor in this Share Class will be exposed to the movement of the underlying portfolio currencies relative to USD rather than being exposed to the underlying portfolio currencies relative to EUR.</b> Such a Share Class is denoted: "(EUR) (Long Global CCY vs. USD)".</p>

	<p><b>Such a Share Class would only be suitable for an investor who believes that the EUR will appreciate against the USD. If instead the USD appreciates against the EUR the Share Class will return less to the investor than if the investor had just invested in an unhedged class denominated in EUR.</b></p> <p>(ii) As accumulation or distribution classes. Please refer to Section 18 “Dividend Policy” of the Prospectus.</p>				
Share Class	Share Class Currency	Sales Charge	Management Fee	Operating Expenses <sup>1</sup>	Minimum Investment
Base Shares	USD	Up to 5.50 %	Up to 2.75 %	Variable	USD 25,000
Other Currency Shares	EUR	Up to 5.50 %	Up to 2.75 %	Variable	EUR 25,000
Class P Shares	USD	Up to 5.50 %	Up to 2.50 %	Variable	USD 100,000
Class R Shares	USD	Up to 5.50 %	Up to 1.75 %	Variable	USD 100,000
Class RS Shares	USD	Up to 5.50 %	Up to 1.75 %	Variable	USD 100,000
Class S Shares	USD	Up to 5.50 %	Up to 1.75 %	Variable	USD 200,000
Class I Shares	USD	Nil	Up to 1.75 %	Variable	USD 5 m
Class IP Shares	USD	Nil	Up to 1.75 %	Variable	USD 5 m
Class IS Shares	USD	Nil	Up to 1.75 %	Variable	USD 2 billion
Class IX Shares	USD	Nil	Up to 1.75 %	Variable	USD 5 m
Class IO Shares	USD	Nil	Up to 1.75 %	Variable	On application
Class IXO Shares	USD	Nil	Up to 1.75 %	Variable	On application

<sup>1</sup>The Portfolio pays transaction costs, including taxes and brokerage commissions, each time it buys and sells securities or instruments and may also pay Borrowing Costs. Shareholders should note that, these costs are not reflected in the Portfolio's operating expenses, but will be reflected in the Portfolio's performance.

## 7. Subscriptions, Redemptions and Exchanges

Subject to the terms outlined in the Prospectus, subscriptions, redemptions and exchanges of Shares of the Portfolio may take place on any Business Day. The cut-off time is 2:00 p.m. Central European time on the same Business Day.

## 2. Goldman Sachs Funds – Specific Risk Considerations and Conflicts of Interest

The Risk Considerations and Conflicts of Interest referred to below are specific to the Multi-Manager Portfolios and are in addition to and not in substitution for those described respectively in Section 4 “Risk Considerations” and in Appendix F – “Potential Conflicts of Interest” described in the Prospectus. The Risk Considerations referred to below must be read in conjunction with those described in the Prospectus.

**Investors should read all Risk Considerations to determine applicability to a specific Multi-Manager Portfolio.**

### **Limitations on Investment Adviser’s Authority**

Although the Investment Adviser generally has the authority to waive or amend the investment objectives, policies, and strategies of each Multi-Manager Portfolio, subject always to the investment restrictions and the contents of the Prospectus, and terminate the Managers of any Multi-Manager Portfolio, the Sub-Management Agreements may impose certain limitations on that authority. Specific limitations may include the following; (a) if any modification to the investment guidelines for a Multi-Manager Portfolio would cause the continued holding of any security or instrument to cease to be consistent with such revised investment guidelines, the Manager may not dispose of any such security or instrument until a reasonable time after such modification; (b) the Investment Adviser may not withdraw securities from a Multi-Manager Portfolio without prior written notice, unless instructed to do so by a Shareholder to effect a redemption of that Shareholder’s interest in the Multi-Manager Portfolio; (c) the Investment Adviser may not withdraw cash from a Multi-Manager Portfolio without prior written notice unless the withdrawal from the Multi-Manager Portfolio is necessary to satisfy a request by a Shareholder to redeem the Shareholder’s interest in the Multi-Manager Portfolio; and (d) the Investment Adviser may have to give prior written notice to terminate the appointment of a Manager, potentially resulting in a delay until the assets under the Manager’s management are liquidated, although the Investment Adviser may generally require the Manager to transfer discretionary authority over the assets of the Multi-Manager Portfolio to another Manager or other third party upon receipt of notice to terminate the Sub-Management Agreement. As a result of these limitations, changes in a Multi-Manager Portfolio’s investment objectives, reallocations of Shareholder assets among Multi-Manager Portfolios, and liquidation of a Multi-Manager Portfolio’s assets are potentially subject to delay, and losses may result during the time it takes the Investment Adviser to react to market or other conditions and comply with the required notice obligations.

### **Reliance on the Investment Adviser and the Managers**

The investment decisions in respect of each Multi-Manager Portfolio will be made by its Managers. The Investment Adviser, the Management Company, the Board of Directors and the Shareholders in a Multi-Manager Portfolio will not make decisions with respect to the purchase, management, disposition, or other realization of the Multi-Manager Portfolio’s investments. Shareholders will not have the opportunity to evaluate the specific investments in which the assets of the Multi-Manager Portfolio will be invested or the terms of any such investment. Furthermore, Shareholders in a Multi-Manager Portfolio will not have the right to remove any or all of the Managers. It is not intended that the Managers will be selected from the Goldman Sachs group or any of its Affiliates. Consequently, Goldman Sachs has no control, directly or indirectly, over the business affairs or market conduct of the Managers. In selecting the Managers, the Investment Adviser has undertaken reasonable investigative and due diligence procedures but is nevertheless reliant on information supplied to it by each of the Managers as well as information in relation to the Managers obtained from independent sources and from the public domain.

### **Other Investment Funds and Proprietary Trading**

Each of the Management Company and the Investment Adviser may be the sponsor and investment manager of other investment funds and may sponsor similar investment funds in the future. Certain investments may be appropriate either for the Multi-Manager Portfolios or for such other funds. A Manager is not under any obligation to share any investment idea or strategy with the Multi-Manager Portfolios. The Multi-Manager Portfolios may also invest in securities that are not followed or recommended by Goldman Sachs.

## Performance of Affiliated Funds

The results of other funds or managed accounts, if any, managed by the Managers are not indicative of the results that the Multi-Manager Portfolios may achieve. Each Multi-Manager Portfolio will make investments in a different portfolio of securities and, accordingly, its results are independent of the previous results obtained by any prior investment vehicles sponsored and/or managed by Goldman Sachs or the Managers. Further, each Multi-Manager Portfolio and its method of operation may differ in several respects from other investment vehicles sponsored and/or managed by Goldman Sachs and/or managed by the Managers.

## Conflicts of Interest

Each of the Management Company and the Investment Adviser may have a conflict of interest in selecting itself or its Affiliates as a Manager for a Multi-Manager Portfolio. Further, the Management Company, the Investment Adviser, Goldman Sachs & Co. and their Affiliates and their directors, officers and employees, including those involved in the investment activities and business operations of the Multi-Manager Portfolios (collectively, for the purposes of this Section, "Goldman Sachs"), and the Managers retained to invest the assets of the Multi-Manager Portfolios, are engaged in business unrelated to the Multi-Manager Portfolios. In addition, certain principals and certain of the employees of the Management Company and the Investment Adviser are also principals or employees of Goldman Sachs entities.

Goldman Sachs is a major participant in the global currency, equity, commodity, fixed income and other markets in which the Multi-Manager Portfolios trade. As such, Goldman Sachs is actively engaged in transactions in the same securities and other instruments in which the Multi-Manager Portfolios invest. The Managers may likewise be engaged in such transactions. Subject to applicable law, Goldman Sachs and the Managers may purchase or sell the securities of, or otherwise invest in or finance, issuers in which the Multi-Manager Portfolios have an interest. Goldman Sachs and the Managers also have proprietary interests in, and manage and advise, other accounts or investment funds that have investment objectives similar or dissimilar to those of the Multi-Manager Portfolios and/or which engage in transactions in the same types of securities and instruments as the Multi-Manager Portfolios. Goldman Sachs and the Managers are not under any obligation to share any investment opportunity, idea or strategy with the Multi-Manager Portfolios. As a result, Goldman Sachs and the Managers may compete with the Multi-Manager Portfolios for appropriate investment opportunities. If both the Multi-Manager Portfolios and other accounts or funds managed by the Managers invest in securities of the same issuer, the allocation between such investors may present certain conflicts.

The proprietary activities or portfolio strategies of Goldman Sachs and the Managers, or the activities or strategies used for accounts managed by Goldman Sachs or the Managers, could conflict with the transactions and strategies employed by the Managers in managing the Multi-Manager Portfolios and affect the prices and availability of the securities and instruments in which the Multi-Manager Portfolios invest. Such transactions may be executed independently of the Multi-Manager Portfolios' transactions, and thus at prices or rates that may be more or less favourable. Issuers of the securities held by the Multi-Manager Portfolios may have publicly or privately traded securities in which Goldman Sachs or the Managers are investors or make a market. Goldman Sachs' trading activities generally are carried out, and the trading activities of the Managers may be carried out, without reference to positions held by the Multi-Manager Portfolios and may have an effect on the value of the positions so held, or may result in Goldman Sachs or the Managers having an interest in the issuers adverse to that of the Multi-Manager Portfolios. In addition, such activities may limit investment opportunities in certain emerging markets and regulated industries in which limitations are imposed upon the aggregate amount of investment by affiliated investors.

Goldman Sachs and the Managers may create, write or issue derivative instruments with respect to which the underlying securities or instruments may be those in which the Multi-Manager Portfolios invest. Goldman Sachs and the Managers may keep any profits, commissions and fees accruing to them in connection with their activities for themselves and other clients, and Goldman Sachs' fees to the investor whose assets are invested in the Multi-Manager Portfolios will not be reduced thereby.

The Sub-Management Agreements provide for differing rates of remuneration for the Managers, often referable to the Allocated Assets. The Investment Adviser is responsible for agreeing the appropriate level of fees with each of the Managers and for determining the Allocated Assets referable to each Manager. The Investment Adviser is entitled to an annual Management Fee which operates on the basis of a range and a maximum threshold, and the Investment Adviser is required to pay the Managers from the annual Management Fee which it receives. Consequently, investors

should note, while the Investment Adviser is not obliged to vary its annual Management Fee by reference to the aggregate levels of the remuneration payable to the Managers, that the aggregate levels of such fees may be a factor in its decision to vary its annual Management Fee within the stated range. Further, investors should note, while any decision by the Investment Adviser to reset the respective Allocated Assets of a Multi-Manager Portfolio between the Managers may result in a change in the aggregate level of fees which the Investment Adviser is required to pay to the Managers, that the Investment Adviser shall not be under an obligation to alter the rate of its annual Management Fee. Investors should be aware that a conflict of interest may exist, therefore, in the selection of the Managers and the way in which the Allocated Assets are apportioned between the Managers, as such decisions may vary the remuneration received by the Investment Adviser.

The results of the Multi-Manager Portfolios' investment activities may differ significantly from the results achieved (i) by other Portfolios within the Fund (ii) by Goldman Sachs for its proprietary accounts or accounts managed by it, and (iii) by the Managers for their advised accounts (including investment companies and collective investment vehicles). The Multi-Manager Portfolios' investment programme may be similar to those of investment funds and separately managed accounts managed by Goldman Sachs or the Managers in the future. While certain investment opportunities may be appropriate for the Multi-Manager Portfolios as well as such other accounts, and many of the securities position for the Multi-Manager Portfolio and such other accounts may from time to time overlap, the portfolios of such accounts will differ due to, among other things, differences in risk tolerance, investment techniques, investment restrictions (whether or not due to applicable legal and regulatory restrictions), liquidity requirements and liquidity of a particular investment, cash available for investment and the timing of contributions and withdrawals or redemptions from such accounts. Further, Goldman Sachs, the Managers, and certain of their employees (including employees of the Managers with portfolio management responsibility for the Multi-Manager Portfolios) may directly purchase securities that are the same as or related to those held by the Multi-Manager Portfolios. Employees of the Managers with portfolio management responsibility for the Multi-Manager Portfolios may also serve in similar capacities with respect to other investment funds and separate accounts utilising an investment programme similar to or different from that of the Multi-Manager Portfolios.

From time to time, the Multi-Manager Portfolios' activities may be restricted because of regulatory requirements applicable to Goldman Sachs or the Managers, or their respective internal policies designed to comply with or limit the applicability of such requirements. For example, there may be periods when the Manager will not initiate or recommend certain types of transactions in certain securities or instruments for which it or an affiliate is performing investment banking or other services, making a market in certain securities or when position limits have been reached. Similar situations could arise if personnel of a Manager serve as directors of companies, the securities of which a Multi-Manager Portfolio managed by that Manager wishes to purchase or sell.

The Manager may cause the Multi-Manager Portfolios to enter into transactions and invest in securities or other instruments on behalf of the Multi-Manager Portfolios in which Goldman Sachs, acting as principal or on a proprietary basis for its customer, serves as the counterparty to the extent permissible under applicable law. The Managers also may cause the Multi-Manager Portfolios to allocate a portion of the brokerage transactions of the Multi-Manager Portfolios to Goldman Sachs, or broker-dealers affiliated with the Manager, and for which Goldman Sachs or the affiliated broker-dealers will receive compensation.

To the extent permitted by applicable law, the Multi-Manager Portfolios also may invest in securities of companies in which Goldman Sachs or a Manager has an equity or other participation interest. The purchase, holding and sale of such investments by the Multi-Manager Portfolios may enhance the profitability of Goldman Sachs' or the Manager's own investments in such companies. The Multi-Manager Portfolios also may invest in securities issued by Goldman Sachs. The Managers, and their Affiliates and personnel, may engage in the same breadth of activities as Goldman Sachs, and therefore such Managers are subject to the same potential conflicts to which Goldman Sachs is subject and as described in the Prospectus and this Supplement. Among these potential conflicts, the Managers may engage Goldman Sachs to provide services, such as prime brokerage, execution, administration, financing and transaction and advisory services in respect of the Managers and other accounts or activities of the Managers, their Affiliates or personnel, creating potential conflicts, including without limitation the potential conflicts described above relating to the receipt of fees. The Managers to a Multi-Manager Portfolio have fiduciary responsibilities with respect to that Multi-Manager Portfolio and will make all investment decisions in a manner which is consistent with those responsibilities. Future activities of Goldman Sachs, the Management Company, the Investment Adviser, the Managers and/or their Affiliates may give rise to additional conflicts of interest.