

**REPORT ON VESTING OF EQUITY-BASED AWARDS DUE TO VOLUNTARY
RESIGNATION TO ENTER GOVERNMENT SERVICE**

None of the Senior Executives of The Goldman Sachs Group, Inc. hold any year-end equity-based awards that would vest upon their voluntary resignation to enter into government service.

In the case of awards that are already vested, our award agreements provide for accelerated delivery and transferability of the underlying stock and/or cash payments in lieu of equity, but only in circumstances where the continued holding of our equity-based awards would result in an actual or perceived conflict of interest as a result of the government employment (referred to in our award agreements as “conflicted employment”). See “Potential Payments Upon Termination or Change in Control” in our proxy statement, available at www.gs.com/proxymaterials, for more information on these and other termination-related provisions of our equity-based awards.

Our Senior Executives (executive officers serving as Chief Executive Officer, Chief Operating Officer or Chief Financial Officer) are: David Solomon, John Waldron and Denis Coleman.