

Public Responsibilities Committee Charter

Purpose of Committee

The purpose of the Public Responsibilities Committee (the “Committee”) of the Board of Directors (the “Board”) of The Goldman Sachs Group, Inc. (the “Company”) is to assist the Board in its oversight of the Company’s relationships with major external constituencies and the Company’s reputation, including oversight of the development, implementation and effectiveness of the Company’s policies and strategies relating to citizenship, corporate engagement and relevant significant public policy issues.

Committee Membership

The Committee shall consist of no fewer than three members of the Board. At least a majority of the Committee shall consist of members of the Board who the Board has determined are “independent” under the rules of the New York Stock Exchange and the Securities and Exchange Committee heightened independence rules for members of an audit committee (an “Independent Director”).

Members shall be appointed by the Board based on the recommendations of the Corporate Governance and Nominating Committee and shall serve at the pleasure of the Board and for such term or terms as the Board may determine.

Committee Structure and Operations

The Independent Directors, taking into account the views of the Chairman of the Board, shall recommend for approval by the Board one member of the Committee as its chairperson. The Committee shall meet at least three times per year, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its chairperson.

The Committee may invite such members of management and other persons to its meetings as it may deem desirable or appropriate. The Committee shall report regularly to the Board summarizing the Committee’s actions and any significant issues considered by the Committee. Such reporting shall not be required if all directors are present at the Committee meeting at which such actions or issues are considered or if individual directors not present are otherwise informed with respect to such actions or issues as appropriate.

Committee Duties and Responsibilities

The following are the duties and responsibilities of the Committee:

1. To review periodically and provide guidance on the development, implementation and effectiveness of the Company’s strategy for managing its relationships with major external constituencies as well as its reputation and culture. This may include:
 - a. Periodically receiving updates about and providing guidance with respect to the Company’s client franchise matters and related reputational considerations, as needed.

- b. Periodically receiving updates from, and providing guidance to, the Company's Firmwide Reputational Risk Committee, including with respect to processes for evaluation of transactions that may present heightened reputational risk, and engaging with control-side only personnel regarding matters related thereto, as needed.
 - c. Periodically reviewing and providing guidance on the Company's brand, reputational and other initiatives relating to its relationships with major internal and external constituencies, as needed.
 - d. Periodically reviewing and providing guidance, as needed, on the Goldman Sachs Statement on Policy Engagement and Political Participation and the Company's lobbying activities and memberships in trade associations.
- 2. To review periodically the Company's philanthropic and educational initiatives, including 10,000 Women, 10,000 Small Businesses and Goldman Sachs Gives.
 - 3. To review periodically the Company's support of charitable organizations through The Goldman Sachs Foundation or otherwise.
 - 4. To review sustainability issues affecting the Company, including through the periodic review of the Company's sustainability reporting, and in coordination with the Board and other committees, as may be appropriate.
 - 5. To discharge any other duties or responsibilities delegated to the Committee by the Board from time to time.

In fulfilling its duties and responsibilities, the Committee shall consider, among other things, the potential effect of any matter on the Company's reputation.

Performance Evaluation and Review of Charter

The Committee shall conduct an annual performance evaluation of the Committee, which evaluation shall, among other things, compare the performance of the Committee with the requirements of this charter. The performance evaluation shall be conducted in such manner as the Committee deems appropriate. The Committee shall report to the Board on this evaluation.

The Committee shall review the adequacy of this charter on at least an annual basis and shall recommend to the Board any revisions the Committee deems necessary or desirable, although the Board shall have the sole authority to amend this charter.

Delegation to Subcommittee

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.

Resources and Authority of the Committee

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other

retention terms of special counsel or other experts or consultants, as it deems appropriate, without seeking approval of the Board or management.