



THE GOLDMAN SACHS GROUP, INC.
85 Broad Street
New York, New York 10004

February 24, 2005

Dear Shareholder:

You are cordially invited to attend the 2005 Annual Meeting of Shareholders of The Goldman Sachs Group, Inc. We will hold the meeting on Wednesday, April 6, 2005 at 9:30 a.m., New York City time, at our offices at 32 Old Slip, New York, New York 10005. We hope that you will be able to attend.

Enclosed you will find a notice setting forth the business expected to come before the meeting, the Proxy Statement, a form of proxy and a copy of our 2004 Annual Report.

Your vote is very important to us. Whether or not you plan to attend the meeting in person, your shares should be represented and voted.

Sincerely,

A handwritten signature in cursive script, appearing to read "Henry M. Paulson, Jr.", written in black ink.

Henry M. Paulson, Jr.
Chairman and Chief Executive Officer



THE GOLDMAN SACHS GROUP, INC.
85 Broad Street
New York, New York 10004

Notice of 2005 Annual Meeting of Shareholders

February 24, 2005

The 2005 Annual Meeting of Shareholders of The Goldman Sachs Group, Inc. will be held at our offices at 32 Old Slip, New York, New York 10005, on Wednesday, April 6, 2005 at 9:30 a.m., New York City time, for the following purposes:

1. To elect four directors to our Board of Directors for three-year terms (or one-year terms if the amendments referred to in Item 2 are approved);
2. To approve amendments to our Amended and Restated Certificate of Incorporation to provide for the annual election of all of our directors;
3. To ratify the appointment of PricewaterhouseCoopers LLP as our independent auditors for our fiscal year ending November 25, 2005; and
4. To transact such other business as may properly come before the Annual Meeting.

The record date for the determination of the shareholders entitled to vote at the Annual Meeting, or any adjournments or postponements thereof, was the close of business on February 7, 2005. A list of the shareholders of record as of February 7, 2005 will be available for inspection during ordinary business hours at our offices, 85 Broad Street, New York, New York 10004, from March 25, 2005 to the date of our Annual Meeting. The list also will be available for inspection at the Annual Meeting. Additional information regarding the matters to be acted on at the Annual Meeting can be found in the accompanying Proxy Statement.

By Order of the Board of Directors,

A handwritten signature in cursive script that reads "Beverly L. O'Toole".

Beverly L. O'Toole
Assistant Secretary

New York, New York

PLEASE SUBMIT YOUR PROXY THROUGH THE INTERNET OR BY PHONE
OR MARK, SIGN, DATE AND RETURN YOUR PROXY
IN THE ENCLOSED ENVELOPE



THE GOLDMAN SACHS GROUP, INC.
85 Broad Street
New York, New York 10004

PROXY STATEMENT

ANNUAL MEETING OF SHAREHOLDERS

April 6, 2005

INTRODUCTION

This Proxy Statement is furnished in connection with a solicitation of proxies by the Board of Directors of The Goldman Sachs Group, Inc., a Delaware corporation ("Goldman Sachs," "firm," "we" or "our"), to be used at our 2005 Annual Meeting of Shareholders on Wednesday, April 6, 2005 at 9:30 a.m., New York City time, and at any adjournments or postponements of the Annual Meeting. The approximate date on which this Proxy Statement and the accompanying form of proxy are first being sent to shareholders is February 24, 2005.

Holders of our common stock, par value \$0.01 per share (the "Common Stock"), as of the close of business on February 7, 2005, will be entitled to vote at the Annual Meeting. On that date, there were 481,466,205 shares of Common Stock outstanding, each of which is entitled to one vote for each matter to be voted on at the Annual Meeting, held by 5,718 shareholders of record.

If you properly cast your vote, by either voting your proxy through the Internet or telephonically or by executing and returning the enclosed proxy card, and your vote is not subsequently revoked, your vote will be voted in accordance with your instructions. If you execute the enclosed proxy card but do not give instructions, your proxy will be voted as follows: FOR the election of the nominees for directors named below, FOR the approval of the amendments to our Amended and Restated Certificate of Incorporation to provide for the annual election of all of our directors, FOR the ratification of the appointment of PricewaterhouseCoopers LLP as our independent auditors for our fiscal year ending November 25, 2005 and otherwise in accordance with the judgment of the persons voting the proxy on any other matter properly brought before the Annual Meeting.

A vote through the Internet or by telephone may be revoked by executing a later-dated proxy card, by subsequently voting through the Internet or by telephone or by attending the Annual Meeting and voting in person. A shareholder executing a proxy card also may revoke it at any time before it is exercised by giving written notice revoking the proxy to our Secretary at One New York Plaza, 37th Floor, New York, New York 10004, by subsequently filing another proxy bearing a later date or by attending the Annual Meeting and voting in person. Attending the Annual Meeting will not automatically revoke your prior Internet or telephone vote or your proxy.

If you hold shares in "street name" (that is, through a bank, broker or other nominee) and would like to attend the Annual Meeting and vote in person, you will need to bring an account statement or other acceptable evidence of ownership of Common Stock as of the close of business on February 7, 2005, the record date for voting. Alternatively, in order to vote, you may contact the person in whose name your shares are registered, obtain a proxy from that person and bring it to the Annual Meeting.

Quorum Requirements

The holders of a majority of the outstanding shares of Common Stock on February 7, 2005 present in person or represented by proxy and entitled to vote will constitute a quorum for the transaction of business at the Annual Meeting. Abstentions are treated as "present" for quorum purposes.

Voting Requirements

Election of Directors. You may vote "for" or "withhold" with respect to any or all director nominees. The election of directors requires a plurality of the votes cast "for" the election of directors; accordingly, the directorships to be filled at the Annual Meeting will be filled by the nominees receiving the highest number of votes "for." Votes that are "withheld" will be excluded entirely from the vote and will have no effect on the outcome of the vote.

Amendments to Our Amended and Restated Certificate of Incorporation to Provide for the Annual Election of All of Our Directors. You may vote "for," "against" or "abstain" with respect to the amendments to our Amended and Restated Certificate of Incorporation to provide for the annual election of all of our directors. The affirmative vote of the holders of not less than 80% of all outstanding shares of Common Stock is required to approve the amendments. Only votes cast "for" a matter constitute affirmative votes. Thus, an abstention will not be treated as a vote cast "for" the proposal and will have the same effect as a vote "against" the proposal.

Ratification of the Appointment of Independent Auditors. You may vote "for," "against" or "abstain" with respect to the ratification of the appointment of our independent auditors. The affirmative vote of a majority of the votes cast "for" or "against" the matter by shareholders entitled to vote at the Annual Meeting is required to ratify the appointment of our independent auditors. Because an abstention is not treated as a vote "for" or "against," it will have no effect on the outcome of the vote for this proposal.

Broker Authority to Vote. Under the rules of the National Association of Securities Dealers, Inc., member brokers generally may not vote shares held by them in street name for customers unless they are permitted to do so under the rules of any national securities exchange of which they are a member. Under the rules of the New York Stock Exchange, Inc. ("NYSE"), a member broker who holds shares in street name for customers has the authority to vote on certain items if it has transmitted proxy soliciting materials to the beneficial owner but has not received instructions from that owner. NYSE rules permit member brokers (other than Goldman, Sachs & Co. and any of the other subsidiaries or affiliates of Goldman Sachs that are NYSE member brokers (collectively, "GS&Co.)) that do not receive instructions from their customers to vote on all three of the proposals discussed above in their discretion. In the case of GS&Co., it is NYSE policy that, due to GS&Co.'s relationship with Goldman Sachs, if GS&Co. does not receive voting instructions regarding shares held by it in street name for its customers, it is entitled to vote these shares only in the same proportion as the shares represented by votes cast by all shareholders of record with respect to each proposal.

Employees' Profit Sharing Retirement Income Plan. Pursuant to the terms of The Goldman Sachs Employees' Profit Sharing Retirement Income Plan, any shares beneficially owned through the plan for which voting instructions are not received will be voted in the same proportion as the shares beneficially owned through the plan for which voting instructions are received.

Expenses of Solicitation

We will pay the expenses of the preparation of proxy materials and the solicitation of proxies for the Annual Meeting. In addition to the solicitation of proxies by mail, solicitation may be made by

certain directors, officers or employees of Goldman Sachs or its affiliates telephonically, electronically or by other means of communication and by Georgeson Shareholder Communications Inc., which we have hired to assist in the solicitation and distribution of proxies. Directors, officers and employees will receive no additional compensation for such solicitation, and Georgeson will receive a fee of \$9,000 for its services. We will reimburse brokers, including GS&Co., and other nominees for costs incurred by them in mailing proxy materials to beneficial owners in accordance with applicable rules.

Availability of Certain Documents

A copy of our 2004 Annual Report to Shareholders is enclosed and a copy of our Policy Regarding Director Independence Determinations is attached as Annex A to this Proxy Statement. **You also may obtain a copy of these documents, our 2004 Annual Report on Form 10-K filed with the U.S. Securities and Exchange Commission (the "SEC"), our Corporate Governance Guidelines, our Code of Business Conduct and Ethics and the charters for our Audit, Compensation and Corporate Governance and Nominating Committees, without charge, by writing to: The Goldman Sachs Group, Inc., 85 Broad Street, 17th Floor, New York, New York 10004, Attn: Investor Relations.** All of these documents also are available through our website at http://www.gs.com/investor_relations.

Voting Arrangements

Shareholders' Agreement. All employees of Goldman Sachs who participate in The Goldman Sachs Partner Compensation Plan (the "Partner Compensation Plan") and The Goldman Sachs Restricted Partner Compensation Plan (the "Restricted Partner Compensation Plan") are covered persons under our Shareholders' Agreement. The Shareholders' Agreement, among other things, restricts voting of the shares of Common Stock of which a party to the Shareholders' Agreement is the sole beneficial owner (including for this purpose shares of Common Stock held in a joint account with the person's spouse, but excluding any shares acquired pursuant to The Goldman Sachs Employees' Profit Sharing Retirement Income Plan) ("Voting Shares"). The committee that administers the Shareholders' Agreement (the "Shareholders' Committee") may, under certain circumstances, waive the voting provisions of the Shareholders' Agreement.

Prior to any vote of the shareholders of Goldman Sachs, the Shareholders' Agreement requires a separate, preliminary vote of the Voting Shares on each matter on which a vote of the shareholders is proposed to be taken. In elections of directors, each Voting Share will be voted in favor of the election of those persons, equal in number to the number of such positions to be filled, receiving the highest numbers of votes cast by the Voting Shares in the preliminary vote. In other matters, each Voting Share will be voted at the Annual Meeting in accordance with the majority of the votes cast by the Voting Shares in the preliminary vote.

If you are a party to the Shareholders' Agreement, you previously gave an irrevocable proxy to the Shareholders' Committee to vote your Voting Shares at the Annual Meeting, and you directed that the proxy be voted in accordance with the preliminary vote. You also authorized the holder of the proxy to vote on other matters that come before the Annual Meeting as the holder sees fit in his or her discretion in a manner that is not inconsistent with the preliminary vote or that does not frustrate the intent of the preliminary vote.

As of February 7, 2005, 41,718,738 of the outstanding shares of Common Stock are Voting Shares for purposes of the Shareholders' Agreement (approximately 8.7% of the outstanding shares of Common Stock entitled to vote at the Annual Meeting). The preliminary vote with respect to the Voting Shares will be concluded on or about March 25, 2005.

The Shareholders' Agreement will continue in effect until the earlier of January 1, 2050 and the time it is terminated by the vote of 66 $\frac{2}{3}$ % of the covered shares (as defined in the Shareholders' Agreement).

Item 1. Election of Directors

Introduction

Our Board of Directors presently consists of ten members and is divided into three classes. Currently, at each Annual Meeting of Shareholders, a class of directors is elected generally for a term expiring at the Annual Meeting of Shareholders in the third year following the year of its election. If shareholders approve the amendments to our Amended and Restated Certificate of Incorporation, however, as described under Item 2 of this Proxy Statement, the terms of all of our directors, including the directors to be elected at the Annual Meeting, will expire at the 2006 Annual Meeting of Shareholders and the Board of Directors will consist of one class. In either case, each director will hold office until his or her successor has been elected and qualified or until the director's earlier resignation or removal.

In January 2005, the Board of Directors, upon the recommendation of the Corporate Governance and Nominating Committee, nominated Stephen Friedman for election at the Annual Meeting, and approved an increase in the size of the Board of Directors to eleven members if Mr. Friedman is so elected.

The Board of Directors has determined, upon the recommendation of the Corporate Governance and Nominating Committee and in accordance with our Policy Regarding Director Independence Determinations, that the members of our Board of Directors who are not also officers of Goldman Sachs or any of its affiliates (the "Non-Management Directors") and Mr. Friedman are "independent" within the meaning of the rules of the NYSE. All of our directors other than Henry M. Paulson, Jr. and Lloyd C. Blankfein are Non-Management Directors. Moreover, the Board of Directors has determined, upon the recommendation of the Corporate Governance and Nominating Committee, that each member of the Audit Committee (each of whom is a Non-Management Director) is both "independent" and an "audit committee financial expert" within the meaning of the rules of the SEC. Further, the Board of Directors has determined, upon the recommendation of the Corporate Governance and Nominating Committee, that neither any member of the Compensation Committee or the Corporate Governance and Nominating Committee nor Mr. Friedman receives, directly or indirectly, any consulting, advisory or other compensatory fees that would be prohibited under the SEC's audit committee independence standards. All committees of the Board of Directors are comprised solely of independent directors.

Annual Meeting

At the Annual Meeting, our shareholders will be asked to elect as directors John H. Bryan, Mr. Friedman, William W. George and Mr. Paulson to hold office for terms ending at the 2008 Annual Meeting of Shareholders. The remaining seven directors named below will continue in office. However, if our shareholders approve the amendments to our Amended and Restated Certificate of Incorporation, as described under Item 2 of this Proxy Statement, the terms of all of our directors, including the directors to be elected at the Annual Meeting, will expire at the 2006 Annual Meeting of Shareholders.

While the Board of Directors does not anticipate that any of the nominees will be unable to stand for election as a director at the Annual Meeting, if that is the case, proxies will be voted in favor of such other person or persons as may be recommended by our Corporate Governance and Nominating Committee and designated by the Board of Directors.

Messrs. Bryan, George and Paulson currently are members of the Board of Directors, and all of the nominees have been recommended for election or re-election to the Board of Directors by our Corporate Governance and Nominating Committee and approved and nominated for election or re-election by the Board of Directors. Set forth below is information as of February 1, 2005 regarding the nominees and the directors continuing in office, which was confirmed by them for inclusion in this Proxy Statement.

We encourage our directors to attend Annual Meetings of Shareholders and believe that attendance at Annual Meetings is just as important as attendance at meetings of the Board of Directors and its committees. In fact, we typically schedule Board of Directors and committee meetings to coincide with the dates of our Annual Meetings. All of our directors attended last year's Annual Meeting held on March 31, 2004.

Nominees for Election to the Board of Directors for a Three-Year Term Expiring in 2008

John H. Bryan

Director since November 1999

Mr. Bryan, age 68, is the retired Chairman and Chief Executive Officer of, and currently serves as a consultant to, Sara Lee Corporation. He served as its Chief Executive Officer from 1975 to June 2000 and its Chairman of the Board from 1976 until his retirement in October 2001. He is on the boards of the following public companies in addition to Goldman Sachs: BP p.l.c. and General Motors Corporation. Mr. Bryan is the past Chairman of the Grocery Manufacturers of America, Inc. and the past Vice Chairman and a current member of The Business Council. He also served as Co-Chairman of the World Economic Forum's annual meetings in 1994, 1997 and 2000. In addition, Mr. Bryan is affiliated with certain non-profit organizations, including as a trustee of the University of Chicago, Chairman of the Board of Trustees of The Art Institute of Chicago, Chairman of the Board of Directors of Millennium Park, Inc. and the past Chairman and a current member of The Chicago Council on Foreign Relations; he is also the past Chairman of Catalyst.

Stephen Friedman

Mr. Friedman, age 67, served as Assistant to the President for Economic Policy and Director of the National Economic Council from December 2002 until December 2004. From 1998 until December 2002, Mr. Friedman was a senior principal of Marsh & McLennan Capital Corp. He retired as Senior Partner and Chairman of the Management Committee of The Goldman Sachs Group, L.P., our predecessor, in 1994, having joined the firm in 1966. Mr. Friedman is not on the board of any public company. Mr. Friedman is known to certain members of our Corporate Governance and Nominating Committee because he served on our Board of Directors from May until December 2002.

William W. George

Director since December 2002

Mr. George, age 62, was Chief Executive Officer of Medtronic, Inc. from May 1991 to May 2001 and its Chairman of the Board from April 1996 until his retirement in April 2002. He joined Medtronic in 1989 as President and Chief Operating Officer. Mr. George is currently a Professor of Management Practice at the Harvard Business School and was formerly Professor of Leadership and Governance at the International Institute for Management Development from January 2002 until May 2003, Visiting Professor of Technology Management at the Ecole Polytechnique Fédérale de Lausanne from January 2002 until May 2003 and an Executive-in-Residence at the Yale School of Management from September 2003 through December 2003. Mr. George is on the boards of the following public companies in addition to Goldman Sachs: Target Corporation and Novartis AG. He is also Chairman of the Board of Minnesota Thunder Professional Soccer. In addition, he is affiliated with certain non-profit organizations, including as Chairman of the Global Center for Leadership and Business Ethics and as a member of the Carnegie Endowment for International Peace.

Henry M. Paulson, Jr.

Director since August 1998

Mr. Paulson, age 58, has been our Chairman and Chief Executive Officer since May 1999, and a director since August 1998. He was Co-Chairman and Chief Executive Officer or Co-Chief Executive Officer of The Goldman Sachs Group, L.P. from June 1998 to May 1999, and served as Chief Operating Officer from December 1994 to June 1998. Mr. Paulson is not on the board of any public company other than Goldman Sachs. He is affiliated with certain non-profit organizations, including as a member of the Board of Directors of Catalyst. He also serves on the Advisory Board of the J.L. Kellogg Graduate School of Management at Northwestern University and is a member of the Board of the Dean's Advisors of the Harvard Business School. Mr. Paulson is a member of the Advisory Board of the Tsinghua University School of Economics and Management and a member of the Governing Board of the Indian School of Business. He is also Chairman of the Board of Governors of The Nature Conservancy, Co-Chairman of the Asia/Pacific Council of The Nature Conservancy and Chairman Emeritus of The Peregrine Fund, Inc.

Directors' Recommendation

The Board of Directors unanimously recommends a vote FOR the election of Messrs. Bryan, Friedman, George and Paulson to the Board of Directors.

Directors Continuing in Office — Term Expiring in 2006

Lloyd C. Blankfein

Director since April 2003

Mr. Blankfein, age 50, has been our President and Chief Operating Officer since January 2004, and a director since April 2003. Prior to that, from April 2002 until January 2004, he was a Vice Chairman of Goldman Sachs, with management responsibility for the Fixed Income, Currency and Commodities Division ("FICC") and the Equities Division. Prior to becoming a Vice Chairman, he had been Co-Head of FICC since its formation in 1997. From 1994 until then, he headed or co-headed the J. Aron Currency and Commodities Division. Mr. Blankfein is not on the board of any public company other than Goldman Sachs. He is affiliated with certain non-profit organizations, including as Co-Chair of the Harvard University Financial Aid Task Force and as a member of the Executive Committee of the Harvard University Committee on University Resources, the Board of Trustees of the New York Historical Society, the Board of Overseers of the Weill Medical College of Cornell University and the Board of Directors of the Partnership for New York City and The Robin Hood Foundation.

Edward M. Liddy

Director since June 2003

Mr. Liddy, age 59, has been Chairman, President and Chief Executive Officer of The Allstate Corporation, the parent of the Allstate Insurance Company, since January 1999. He served as President and Chief Operating Officer of The Allstate Corporation from January 1995 until January 1999. Prior to then, Mr. Liddy was Senior Vice President and Chief Financial Officer of Sears, Roebuck and Co., where he held a variety of senior operating and financial positions since 1988. Mr. Liddy is on the boards of the following public companies in addition to Goldman Sachs: 3M Company and The Kroger Co. He is also affiliated with certain non-profit organizations, including as Chairman of Northwestern Memorial Hospital and as a director of Catalyst and the Boys & Girls Clubs of America.

Ruth J. Simmons

Director since January 2000

Dr. Simmons, age 59, has been President of Brown University since July 2001. She was President of Smith College from 1995 to June 2001 and Vice Provost of Princeton University from 1992 to 1995. Dr. Simmons is on the boards of the following public companies in addition to Goldman Sachs: Pfizer Inc. and Texas Instruments Inc. She also serves on the Directors' Advisory Council of MetLife, Inc. In addition, Dr. Simmons is affiliated with certain non-profit organizations, including as a member of the American Academy of Arts and Sciences, the American Philosophical Society, the Business-Higher Education Forum, the Council on Foreign Relations, and the Board of Directors of the Alliance for Lupus Research.

Directors Continuing in Office — Term Expiring in 2007

Lord Browne of Madingley

Director since May 1999

Lord Browne, age 56, was appointed an executive director in 1991 and Group Chief Executive of BP p.l.c. (under its former name, The British Petroleum Company p.l.c.) in 1995. He is on the board of one public company in addition to Goldman Sachs and BP p.l.c.: Intel Corporation. Lord Browne is also a trustee of the British Museum, a non-profit organization.

