

The Goldman Sachs Group, Inc (NYSE: GS)

Position: (L) Price Target \$1,070.20
(19% Upside)

Goldman Sachs

Morgan Stanley & Co. LLC (NYSE: MS)

Position: (S) Price Target \$130.15
(-29% Downside)

Morgan Stanley

Industry Overview

Definition

Global capital markets firms advise corporations, governments, and institutions on M&A, capital raising, and strategic transactions

Global Investment Banks

Investment Banking Fees

- ➔ M&A Advisory
- ➔ Debt Underwriting
- ➔ Equity Underwriting



Volatile

Global Markets

- ➔ FICC Trading: Market-making and client facilitation in rates, credit, and commodities
- ➔ Equities Trading: Cash equities, derivatives, and prime brokerage

Asset & Wealth Management

- ➔ Management fees - tied to Asset Under Management (AUM)

Stable

Competitive landscape*

High Wealth



Low IB + Low Wealth

High IB (based on Fees)

Tailwind / Headwind

Tailwinds

- Volatility in the markets [S&T is expanding]
- Growth in global wealth
- Digitalization of financial services

Headwinds

- Private Markets
- Competitive pricing compression in asset and wealth management

Key Industry Drivers

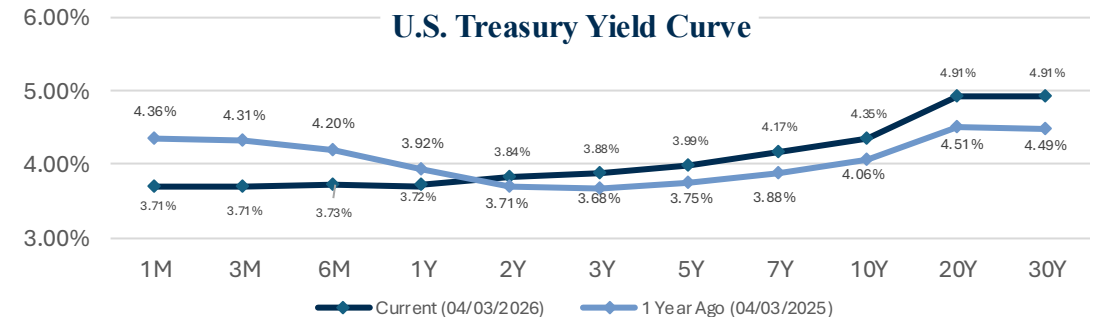
Regulations

- ❖ New Fed, SEC, Treasury leadership signaling lighter regulatory burden
- ❖ Deregulation means more capital freedom: support M&A, LBOs, transactions, buybacks

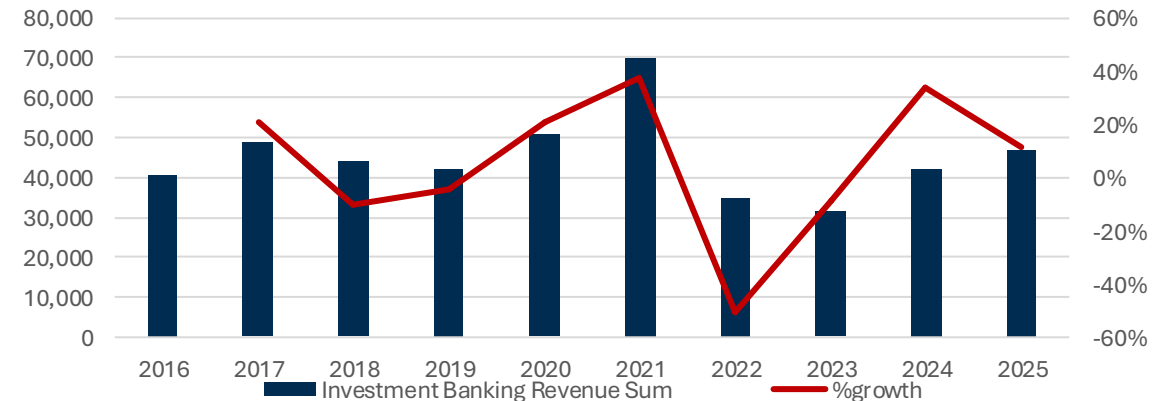
Rate Environment

- ❖ FED cuts and steeper yield curve compress funding costs and reopen issuance windows
- ❖ Credit spread tightening reopens leveraged finance and high-yield markets shut since 2022

U.S. Treasury Yield Curve



Global IB Fees - Recovery



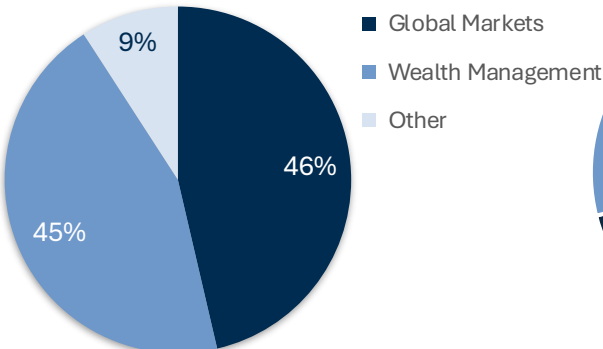
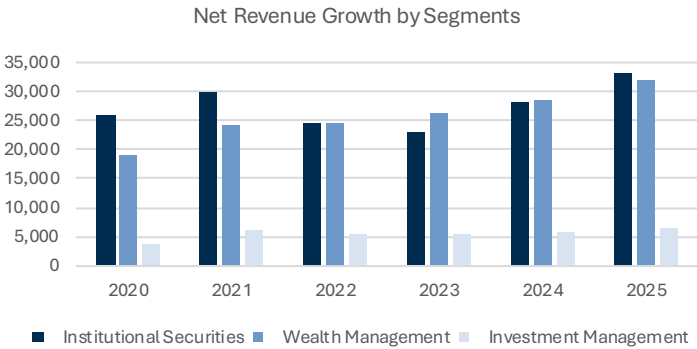
*Estimation

Executive Summary

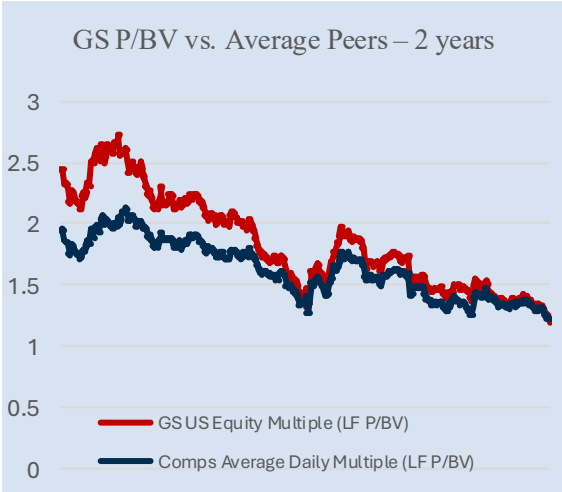
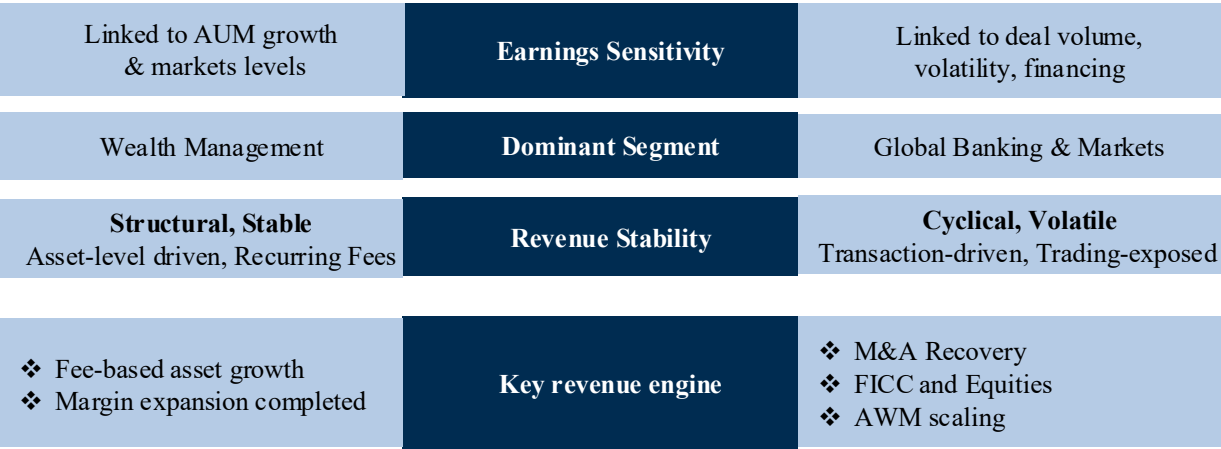
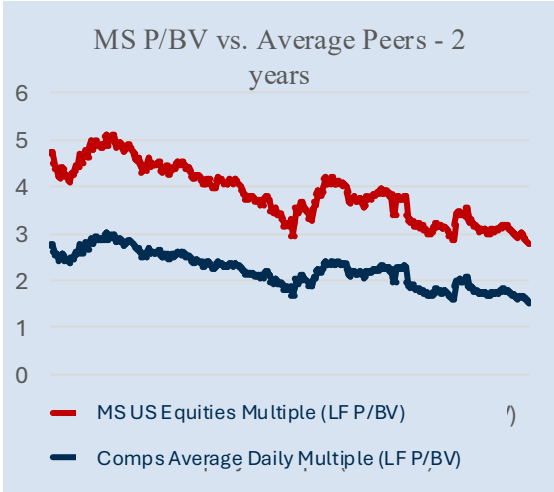
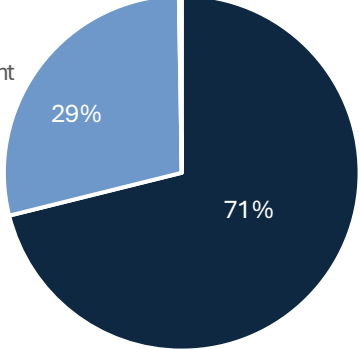
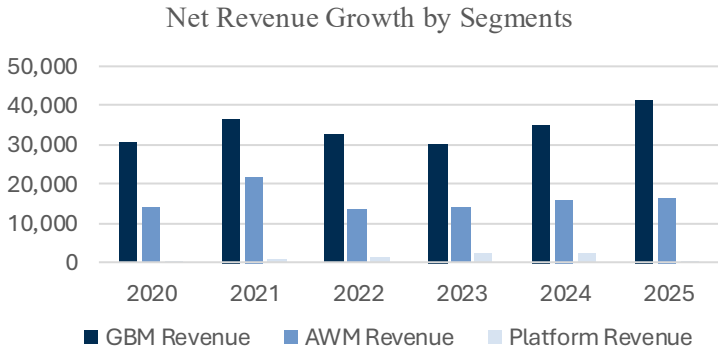
Business Overview



Morgan Stanley



Goldman Sachs



MS consistently trades at a **premium** to peers, reflecting its stable, wealth-driven earnings



GS trades **closer to or below** peers, reflecting its more cyclical, capital-driven business mix

Thesis Overview

Thesis 1:

Primary Beneficiary of
IB Fee Recovery Cycle

Thesis 2:

From Trading Discount
To Financing Premium

Thesis 3:

AWM Transformation Unlocks
Structural Share Gains

**BUY**

Price Target: **\$1,070.20**
(19% Upside)

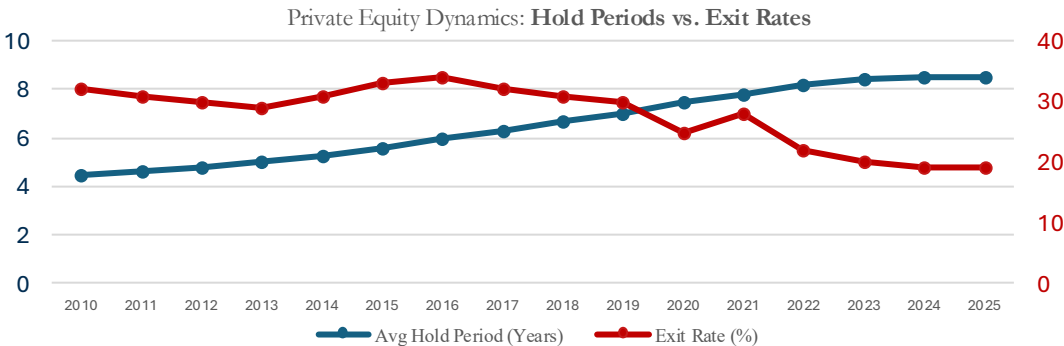
SELL

Price Target: **\$130.15**
(-29% Downside)

Rebound in IB Fees is Underway

IB Fees are expected to grow

U.S. Private Equity Exit Backlog



Backlog Building

- ❖ PE backlog: \$3.8T and 32,000 unsold companies that need to exit
- ❖ **Hold periods ↑ + Exit rates ↓ = A growing backlog**
- ❖ **These exits happen through 3 channels that all generate IB fees : IPO (ECM fees), M&A sale (advisory fees), Secondary sale to sponsors (advisory fees)**

Why Hold Periods Are So High

- ❖ Rate shock (2022–2023): Higher rates killed valuations = buyers couldn’t pay previous prices
- ❖ Bid-ask spread: Sellers want 2021 prices, buyers price in higher cost of capital

Why They Can’t Keep Going Higher

- ❖ Fund life pressure: IRR erosion: Longer hold => lower returns => hurts fundraising
- ❖ Record high holding period: PE funds typically around 10 years, they are running out of time

Why Now Is A Good Time To Exit

- ❖ Rates are more stabilized
- ❖ Deregulation makes it easier

Deregulation

The Basel III Endgame re-proposal and its subsequent shelving in 2025 freed approximately \$175B in excess capital that the eight largest U.S. banks had been holding in reserve since 2023 - capital that can now flow directly into M&A financing, LBO underwriting, and sponsor transactions.

Basel III Re-proposal **Capital Released**

\$175B

Executives consider using excess cash for deals

MS Co-President
Daniel Simkowitz

“The firm excess capital would allow it to take advantage of acquisition opportunities, and fund potential dividend increase and stock buybacks.”

GS CEO
David Solomon

“The firm would continue to consider acquisition opportunities with its excess capital”

Bear Case for IB Fees: Backlog

GS future fee visibility

Enter 2026 with
**Highest IB fees
backlog in 4 years**

- ❖ **Higher revenue visibility:** Large pipeline of advanced mandates supports future advisory, underwriting, and financing fees
- ❖ **Sustained IB momentum:** Strong backlog underpins continued revenue growth despite potential market volatility
- ❖ **M&A leverage:** Backlog is primarily advisory-driven, positioning GS to capture a disproportionate share of the recovery

Q4 2025 + Q1
2026 Earnings call

MS avoidance to disclose backlog

Q1 2025 +
Q3 2025
Earnings call

Analysts asked: “sustainability of these trends” and specifically referenced the “backlog in investment banking”

Ted Pick responded in broad terms about promising growth, but again **not with an explicit backlog figure**

GS is Well-positioned to benefit from IB Recovery

GS M&A Current M&A Dominance

2025

#1 M&A
for 23 years

\$1.66T volume
36.4% market share

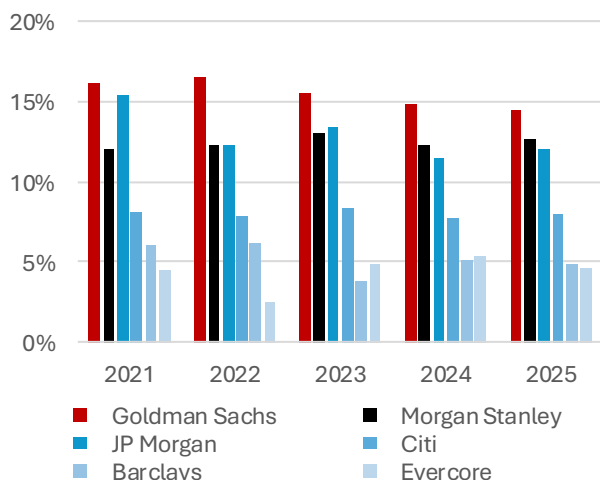
38 out of 68
megadeals (+\$10B)

- ❖ **Deep C-suite relationships** make GS the trusted first call for strategic transactions
- ❖ Proven execution on large, complex deals creates **high switching costs** for clients
- ❖ **Compounding market leadership**: GS's consistent #1 ranking reinforces client trust and drives recurring deal flow

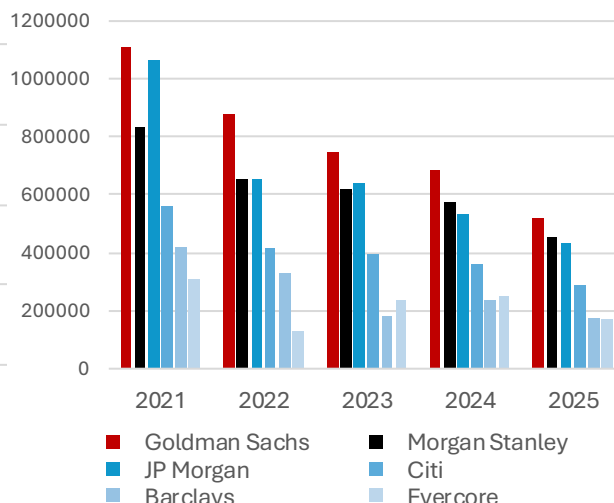
GS relationships + execution + high switching costs = **repeat and consistent mandates**

GS maintain #1, MS is losing Market Share

GS M&A Market Share vs. Peers

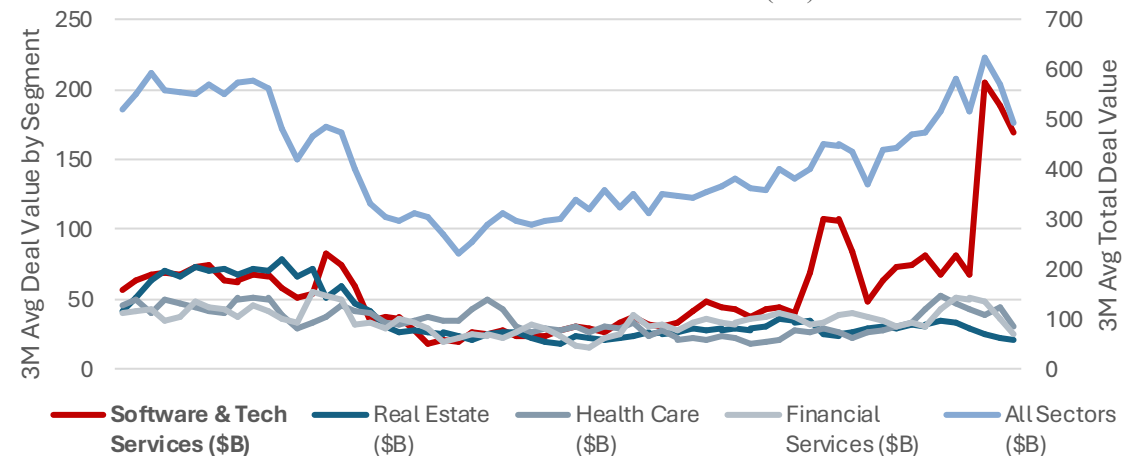


GS M&A Volume vs. Peers (in \$mm)



Tech M&A Leading

Past 5 Years M&A Deal Value (\$B)



GS Strengthening Tech M&A

2025

#1 Global Tech M&A

\$337.8B volume

42.5% market share

2026

Brian Cayne (co-founder of Qatalyst)
new Partner and Co-Head of Global Software Investment Banking



Qatalyst
PARTNERS

- ❖ **Brian Cayne**: co-founder of **Qatalyst**, 1 of the leading tech M&A boutiques
- ❖ **\$500B+** total deal value advised, across large-cap technology transactions
- ❖ **1,000+** technology transactions firm-wide at Qatalyst (high concentration in software & internet deals)
- ❖ Top-tier client relationships: Tech CEOs, PE sponsors, Software companies

Enhances GS's ability to win and execute large-cap software M&A mandates

Thesis 2: Growth in Financing Durability

Financing Durability in FICC and Equities net revenue

- ❖ Financing revenues within GS FICC and Equities have grown significantly.
- ❖ GS has deliberately shifted the mix away from purely transaction-driven intermediation toward financing, which compounds as their client balances grow.

Why Financing is more Durable

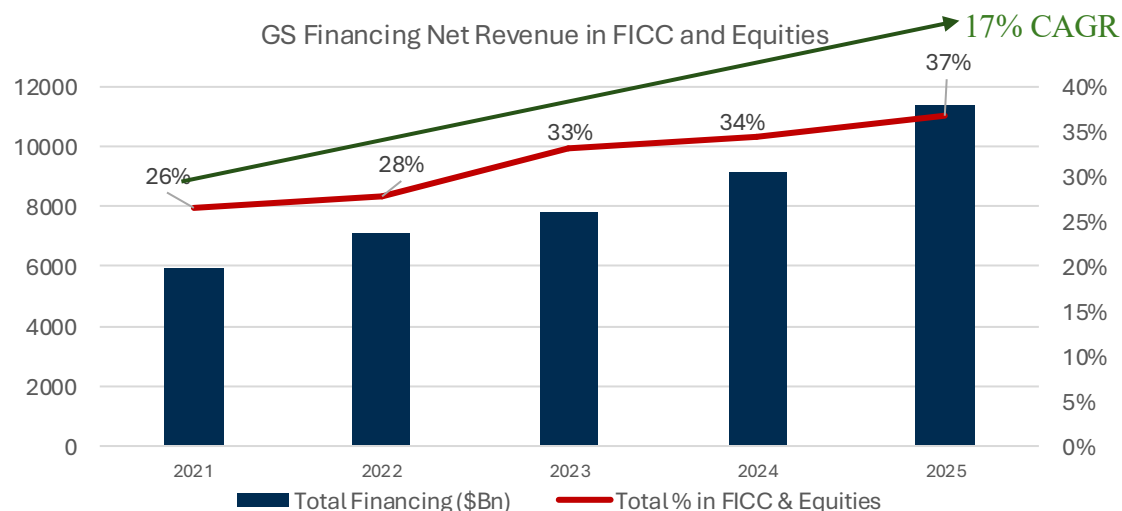
- ❖ These come from lending to hedge funds (prime brokerage), secured lending, and structured financing - revenues that **recur more predictably than pure market-making**
- ❖ **Structural demand and Lower volatility**



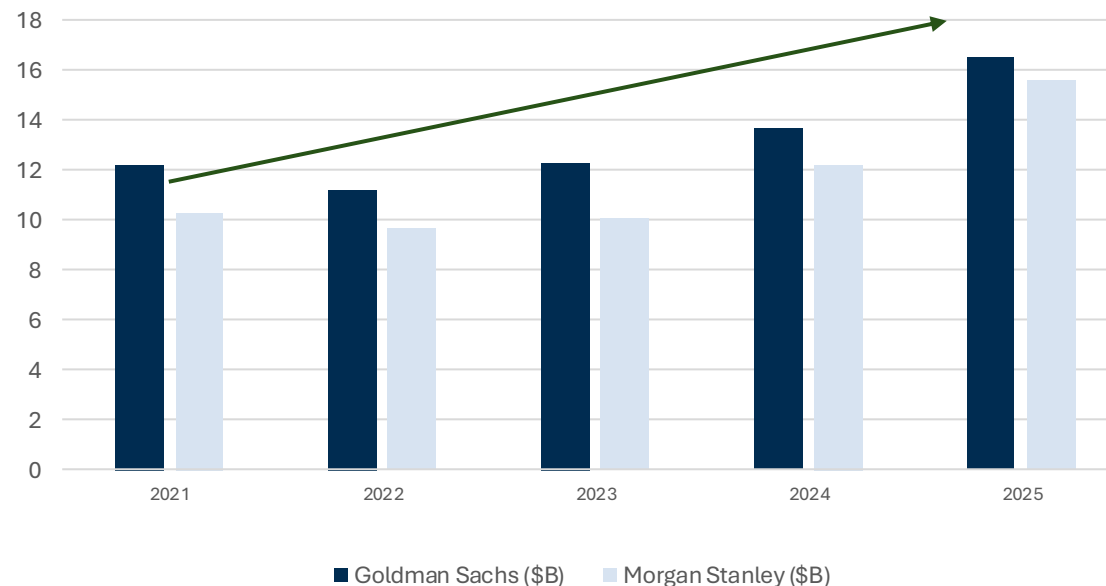
David Solomon - GS

“The strength of our financing businesses give us confidence in the durability of our earnings - irrespective of short-term market conditions.” – GS Annual Report 2025

The Financing Mix Shift GS



GS vs MS Equities Revenue comparison



- ❖ GS overtook MS in equities revenue in 2025 despite trading at 90bps P/TBV discount
=> **GS is already outperforming MS in the business where it supposedly has a discount**

Why the Market Hasn't Repriced Yet:

- ❖ GS Equities has historically been viewed as **volatility-sensitive** because trading and market-making revenues typically strengthen when client activity and hedging demand rise
- ❖ As financing revenues become larger share of reported results each quarter, low VIX correlation becomes undeniable

Thesis 2: Volatility Decorrelation

Why VIX

It reflects expected **market volatility**

Low VIX

- ❖ Quiet Market
- ❖ Less trading

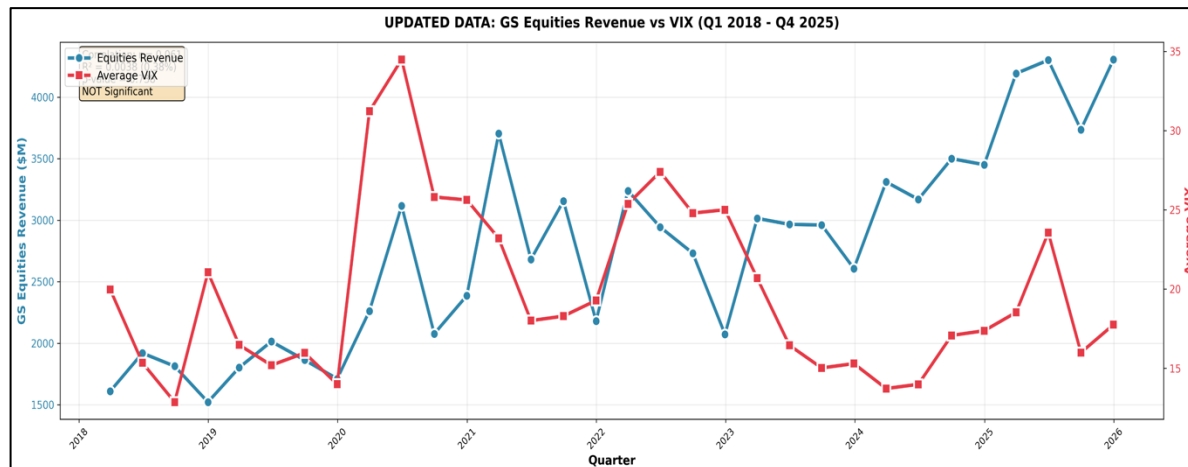
High VIX

- ❖ More trading activity
 - ❖ More hedging
- => More FICC and Equities revenue

If the correlation to market volatility decrease, that shows the business is less dependent on **volatility spikes**.

VIX and Equities Prior Correlation

- ❖ Pre-2020 GS equities revenue was dominated by cash trading and market-making - spread-based businesses requiring volatility to generate volume and widen bid-ask spreads
- ❖ This created a structural discount: investors applied a cyclical trading multiple to GS regardless of actual revenue



Equities Independence of VIX

Equities Revenue Statistically De-correlation from Volatility

- ❖ R^2 vs VIX : 0.38% to - Volatility now statistically explains minimal variation in revenues
- ❖ While volatility still impacts trading, it is no longer the primary driver of revenues, reducing earnings cyclical

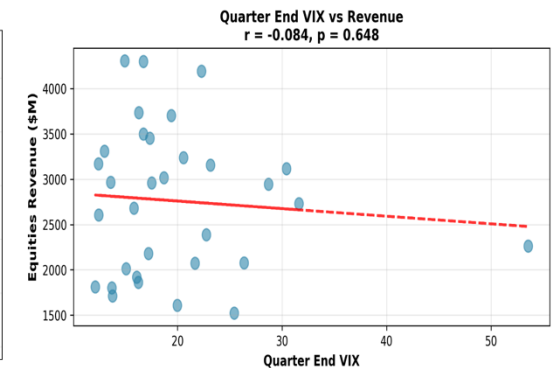
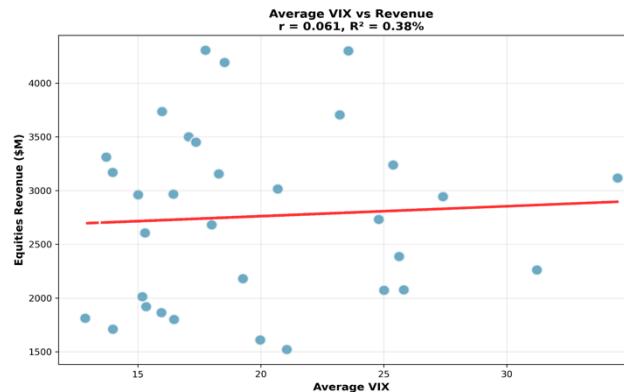
What drives the independence

Financing Shield

- More revenue from:
- ❖ Prime brokerage balances
 - ❖ Margin financing
 - ❖ Securities lending

Less dependent on Volatility

- Driven by:
- ❖ Client assets
 - ❖ Hedge fund activity
 - ❖ Financing spreads



The business is earning consistently regardless of whether markets are calm or volatile

Thesis 3: AWM Growth

MS AUS Premium Relies on Outsized Market Returns

❖ MS Record high Net New Asset (NNA) is structurally leveraged to equity market performance
 => Iranian conflict / geopolitical uncertainty creates exactly the equity market normalization scenario that hits MS Wealth flows

Year	NNA (\$B)	YoY NNA Change	S&P 500 Return % (LT Avr = 10 %)	Notes
2021	438	173.8%	28.7%	E*TRADE Opens
2022	311	-29.0%	-18.1%	Bear market
2023	282	-9.3%	26.3%	Recovery year
2024	251	-11.0%	25.0%	Below target
2025	356	41.8%	23.0%	Record NNA

MS CEO Ted Pick

When asked about targets: “ It didn’t feel prudent to revamp targets just because **we’ve had a couple of good years.**”

=> flagging exceptional years

Why NNA and S&P 500

- ❖ Wealth effect
- ❖ Pro-cyclical investor behavior
- ❖ Cash deployment

Market mean reversion Pressures MS NNA growth & Fee-based revenue

These acquisitions are complementary, enhancing GS’s asset mix across **scalable ETFs, high-margin alternatives, and global distribution** supporting both growth and revenue quality

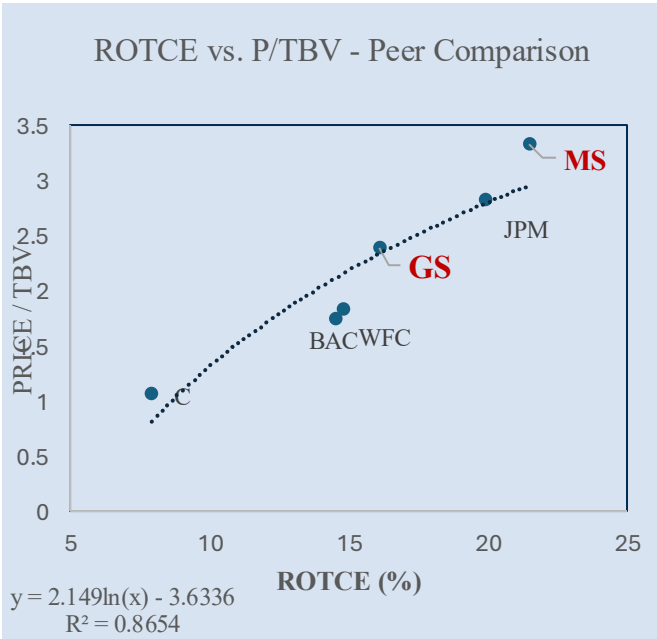
GS Structural Growth Through Acquisitions

Deal	Innovator	Industry Ventures	NNIP
Date	Closed 2026	Closed early 2026	Acquired 2022
Price	\$2.0B	\$665M + \$300M earnout	€1.7B closed
AUS Added	\$31 billion	Solomon: "enormous synergies in the wealth business"	\$335 billion
Market added to GS	ETFs, retail/wealth distribution, packaged outcome strategies	Alternatives, venture secondaries, private markets	European distribution, institutional asset management, scale
What is added to GS	❖ Expands ETF platform ❖ Strengthens retail + wealth distribution ❖ Adds scalable, rules-based products	❖ Expands venture capital platform ❖ Adds VC and secondary exposure ❖ Deepens relationships founders and sponsors	❖ Immediate AUM growth ❖ Expands European presence ❖ Adds distribution + client base
Main Upside	Drives AUM scale and distribution expansion in high-growth ETF market	Increases exposure to high-margin alternatives and long-term fee growth	Provides scale and international distribution to support stable fee revenues
Main Risk	Fee compression / ETF competition	VC cycle / liquidity risk	Active fee pressure / integration
Debt Taken	No separate debt disclosed	No separate debt disclosed	No separate debt disclosed

GS deployed relatively small capital (~\$5B), while adding scalable fee revenue and positioning the firm for long-term AWM growth

Comps & Valuation

Ticker	Name	Mkt Cap (\$B)	P/TBV	ROTCE	P/E	P/B	ROE (%)	Net Interest Margin (%)
Median	Median	278.05	2.28	15.44	15.87	2.04	14.17	2.24
GS	GOLDMAN SACHS	272.87	2.64	16.06	16.07	2.46	15.87	0.82
MS	MORGAN STANLEY	283.23	3.58	21.52	17.57	2.78	16.50	1.01
C	CITIGROUP	214.94	1.29	8.17	17.63	1.14	6.94	2.47
BAC	BANK OF AMERICA	378.12	1.85	14.48	13.74	1.38	10.72	2.01
JPM	JPMORGAN CHASE	834.57	2.92	20.14	15.67	2.45	16.56	2.50
WFC	WELLS FARGO & CO	264.72	1.92	14.81	13.74	1.62	12.48	2.64



Goldman Sachs					
FREE CASH FLOW TO EQUITY (In millions of USD except per share)					
KEY VALUES:	2026	2027	2028	2029	2030
Equity Value					
FCFE	14,359	16,727	17,864	17,261	518,159
Cost of Equity	13.6%	13.60% <i>Bloomberg</i>			
EQUITY VALUE	322,531				
Diluted Shares Outstanding	314				
Intrinsic Price	\$ 1,026.81	19%			
Continuing Value					
ROE	20.0%				
Payout ratio	50.0%				
Growth Rate (g)	10.01%				
Cost of Equity	13.6%				
Book Value of Equity	183,620				
Continuing Value	518,159				
Beta = 1.25 ke = 13.6% g = 10%					
Price Target \$1,070.20 (19% Upside)					

Morgan Stanley					
FREE CASH FLOW TO EQUITY (In millions of USD except per share)					
KEY VALUES:	2025	2026	2027	2028	2029
Equity Value					
FCFE	6,700	8,040	9,648	11,578	354,993
Cost of Equity	14.3%				
EQUITY VALUE	207,196				
Diluted Shares Outstanding	1,592				
Intrinsic Price	\$ 130.15	-29%			
Continuing Value					
ROE	16.5%				
Growth Rate (g)	10.00%				
Cost of Equity	14.3%				
Book Value of Equity	233,595				
Continuing Value	354,993				
Beta = 1.35 ke = 14.3% g = 10%					
Price Target \$130.15 (-29% Downside)					

Risks and Mitigants

Risks

Risk 1:
IB recovery underdelivers

Risk 2:
Deal/Advisory Pipeline Dependency on
M&A Cycle Recovery

GS Mitigants

- ❖ Equities “financing shield”: large portion of equities revenue tied to client balances (not just volatility) => more stable revenues
- ❖ AWM upside still remaining: currently 25% margin vs 30% target => clear path to expansion
=> Even if recovery slows, GS still benefits from backlog + mix shift toward fee-based + financing revenues

- ❖ Best-in-class league table positioning and sponsor relationships mean GS disproportionately captures deal flow when M&A volumes recover;
- ❖ Deeper alternatives/private credit pipeline through GS Asset Management

MS Mitigants

- ❖ Equity underwriting and advisory franchises provide some offset;
- ❖ Wealth Management (~\$7T AUM) adds a significant fee-based revenue buffer against trading weakness.

- ❖ Strong equity capital markets franchise (IPO, follow-ons) allows some substitution when M&A lags
- ❖ Wealth Management provides insulation from fee compression in slower deal years.

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Goldman Sachs

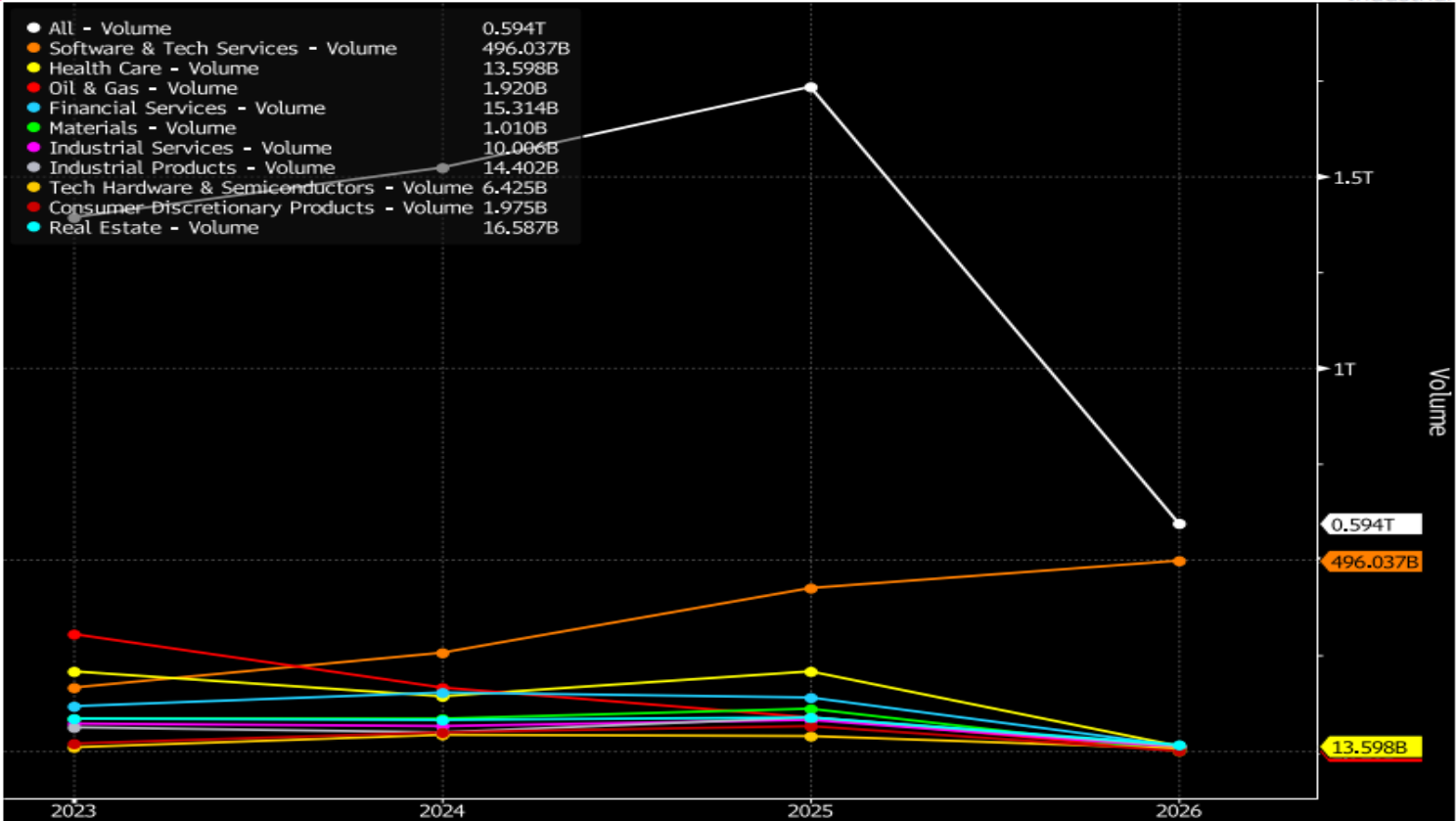
Morgan Stanley & Co. LLC (NYSE: MS)

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Morgan Stanley

All - Volume
Software & Tech Services - Volume
Health Care - Volume
Oil & Gas - Volume

Bloomberg
Financial Services - Volume
Materials - Volume
Industrial Services - Volume
Industrial Products - Volume



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Appendix – S&P 500 Returns

S&P 500 Total Return Index							
Range	12/31/2001	-	12/31/2025	Period	Yearly	High	15,220.45 on 12/31/25
Fields	Total Return Ir	Bid Price	Currency	USD	Average	Low	1,261.18 on 12/31/02
View	Price with % Chg				Net Chg		0.00
							13,601.47 840.13%
Date	Total Return I...	Net Change	% Change	Bid Price	Net Change	% Change	
We 12/31/25	15,220.45	+2,308.63	+17.88%				
Tu 12/31/24	12,911.82	+2,583.99	+25.02%				
Fr 12/29/23	10,327.83	+2,149.81	+26.29%	0.00	+0.00	NaN	
Fr 12/30/22	8,178.02	-1,808.68	-18.11%				
Fr 12/31/21	9,986.70	+2,227.35	+28.71%				
Th 12/31/20	7,759.35	+1,205.78	+18.40%				
Tu 12/31/19	6,553.57	+1,569.35	+31.49%				
Mo 12/31/18	4,984.22	-228.54	-4.38%				
Fr 12/29/17	5,212.76	+934.10	+21.83%				
Fr 12/30/16	4,278.66	+457.06	+11.96%				
Th 12/31/15	3,821.60	+52.16	+1.38%				
We 12/31/14	3,769.44	+453.85	+13.69%				
Tu 12/31/13	3,315.59	+811.15	+32.39%				
Mo 12/31/12	2,504.44	+345.50	+16.00%				
Fr 12/30/11	2,158.94	+44.65	+2.11%				
Fr 12/31/10	2,114.29	+276.79	+15.06%				
Th 12/31/09	1,837.50	+384.52	+26.46%	0.00			
We 12/31/08	1,452.98	-853.25	-37.00%				
Mo 12/31/07	2,306.23	+120.10	+5.49%				
Fr 12/29/06	2,186.13	+298.19	+15.79%				
Fr 12/30/05	1,887.94	+88.39	+4.91%				
Fr 12/31/04	1,799.55	+176.61	+10.88%				
We 12/31/03	1,622.94	+361.76	+28.68%				
Tu 12/31/02	1,261.18	-357.80	-22.10%				
Mo 12/31/01	1,618.98	-218.39	-11.89%				

Appendix – IB Fees Market Share

Investment Banking Dashboard (BI IBNKG) Global														Change your default startup in Terminal Settings.	
Research	Market Share	Global IBNKGs - Adjusted Rev Analysis													
	Actual Value	% Chg	Mkt Shr												
Data Library	View	48	Quarters	Growth	None	Select Companies								Currency USD	
	Name					2026	2025	2025	2025	2025	2024	2024	2024	2024	2023
Monitor						Q1	Q4	Q3	Q2	Q1	Q4	Q3	Q2	Q1	Q4
News/Research	* Excludes valuation adjustments and writ...														
	Note: Peer group based on revenue size														
Events	► Global Banking and Markets Revenue						51,061.6	51,090.2	49,266.7	52,961.2	46,284.8	42,136.6	43,422.0	46,367.6	35,337.3
Comp Sheets	and level of disclosure detail														
Markets	► Global Markets Revenue					37,088.76	35,847.04	36,645.81	40,569.35	33,395.37	30,439.17	30,906.35	34,205.81	25,331.89	32,678.10
	► FICC Sales & Trading Revenue					20,528.92	20,416.29	20,796.43	23,248.96	19,279.75	17,399.64	17,711.05	21,388.08	14,840.04	20,260.32
	► Equity Sales & Trading Revenue					16,437.24	15,303.09	15,659.85	16,666.27	13,781.88	12,737.73	12,907.44	12,547.51	10,482.17	12,103.78
	▼ Investment Banking Revenue					11,877.20	13,128.71	10,710.33	10,428.55	11,025.44	9,979.83	10,716.91	10,326.20	8,304.52	7,677.37
	► Goldman Sachs Group Inc					2,577.00	2,657.00	2,191.00	1,914.00	2,054.00	1,865.00	1,733.00	2,080.00	1,652.00	1,554.00
	► JPMorgan Chase & Co					2,347.00	2,627.00	2,513.00	2,248.00	2,479.00	2,267.00	2,356.00	2,001.00	1,654.00	1,717.00
	► Bank of America					1,697.00	2,054.00	1,498.00	1,598.00	1,685.00	1,437.00	1,611.00	1,621.00	1,177.00	1,250.00
	► Morgan Stanley					2,412.00	2,108.00	1,540.00	1,559.00	1,641.00	1,463.00	1,619.00	1,447.00	1,318.00	938.00
	► Citigroup Inc					1,287.00	1,169.00	1,058.00	1,104.00	951.00	999.00	935.00	977.00	706.00	694.00
	► Barclays PLC					806.20	871.10	758.54	811.37	786.69	772.31	856.98	782.26	633.27	474.88
	► Deutsche Bank AG						586.61	471.78	484.18	556.74	440.52	630.93	545.94	328.25	351.49
	► UBS AG					751.00	1,056.00	680.00	710.00	872.00	736.00	975.00	872.00	836.00	698.00
	Credit Suisse Group AG^^^														
	► Fixed Income Underwriting					4,402.00	5,887.67	4,531.44	5,159.77	4,223.44	4,529.00	5,150.59	5,021.31	3,303.41	3,132.20
	► Equity Underwriting					2,393.00	2,971.60	2,482.57	1,955.73	2,705.99	2,042.25	2,590.83	2,419.76	1,785.06	1,706.03
	► Advisory					5,027.00	4,454.34	3,617.77	3,211.67	4,181.31	3,372.26	3,093.50	2,974.88	3,418.79	3,062.26

Appendix – VIX and GS Equities Correlation

