

PROHIBITION OF SALES TO EEA RETAIL INVESTORS - The Securities are not intended to be offered, sold or otherwise made available to, and should not be offered, sold or otherwise made available to, any retail investor in the European Economic Area. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, "MiFID II"); (ii) a customer within the meaning of Directive (EU) 2016/97, as amended, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (as amended, the "EU Prospectus Regulation"). Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the "EU PRIIPs Regulation") for offering or selling the Securities or otherwise making them available to retail investors in the European Economic Area has been prepared and therefore offering or selling the Securities or otherwise making them available to any retail investor in the European Economic Area may be unlawful under the EU PRIIPs Regulation. Notwithstanding the above, if the Issuer subsequently prepares and publishes a key information document under the EU PRIIPs Regulation in respect of the Securities, then the prohibition on the offering, sale or otherwise making available the Securities to a retail investor in the European Economic Area as described above shall no longer apply in relation to any member state whose requirements for a key information document in relation to the relevant Securities have been satisfied.

**PROHIBITION OF SALES TO UK RETAIL INVESTORS** – The Securities are not intended to be offered, sold, distributed or otherwise made available to, and should not be offered, sold, distributed or otherwise made available to, any retail investor in the United Kingdom ("UK"). For these purposes, a retail investor means:

- (a) a person who is one (or more) of: (i) a client, as defined in point (7) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (as amended, the "EUWA") ("UK MiFIR"), who is not a professional client, as defined in point (8) of Article 2(1) of UK MiFIR (a "UK Professional Client"); or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (as amended, the "FSMA") and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as UK Professional Client; or (iii) not a qualified investor as defined (A) in Article 2 of Regulation (EU) 2017/1129 as it forms part of UK domestic law by virtue of the EUWA and regulations made thereunder (the "UK Prospectus Regulation") or (B) in the case of any offer first made on or after the day on which the revocation of the UK Prospectus Regulation comes into force, in Regulation 16 of the Public Offers and Admissions to Trading Regulations 2024 (the "POATRs"); or
- (b) in the case of any Securities being offered, sold, distributed or otherwise made available on or after the day on which the revocation of the UK PRIIPs Regulation comes into force, a person who is either (or both):
  (i) a retail investor as defined in the product disclosure rules made by the Financial Conduct Authority under the Consumer Composite Investments (Designated Activities) Regulations 2024 (the "CCI Regulations"); or (ii) not a qualified investor as defined in Regulation 16 of the POATRs.

Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of UK domestic law by virtue of the EUWA (as amended, the "UK PRIIPs Regulation"), or product summary as required by product disclosure rules made by the Financial Conduct Authority under the CCI Regulations, for offering, selling or distributing the Securities or otherwise making them available to retail investors in the United Kingdom has been prepared and therefore offering, selling or distributing the Securities or otherwise making them available to any retail investor in the United Kingdom may be unlawful under the UK PRIIPs Regulation or the

product disclosure rules made by the Financial Conduct Authority under the CCI Regulations. Notwithstanding the above, if the Issuer subsequently prepares and publishes a key information document under the UK PRIIPs Regulation, or a product summary as required by product disclosure rules made by the Financial Conduct Authority under the CCI Regulations, in respect of the Securities, then the prohibition on the offering, sale, distribution or otherwise making available the Securities to a retail investor in the United Kingdom as described above shall no longer apply.

The Notes may only be publicly offered and the Offering Circular and this Pricing Supplement as well as any other offering or marketing material relating to the Notes may only be publicly offered to investors in Switzerland pursuant to an exception from the prospectus requirement under the Swiss Financial Services Act ("FinSA"), as such terms are defined under the FinSA. Neither this document nor the Offering Circular nor any other document related to the Notes constitute a prospectus with the meaning of the FinSA and no prospectus pursuant to the FinSA will be prepared in connection with such public offering of the Notes.

Pricing Supplement dated December 15, 2025

#### **GOLDMAN SACHS INTERNATIONAL**

Legal Entity Identifier (LEI): W22LROWP2IHZNBB6K528

**Series P Programme for the issuance of Warrants, Notes and Certificates** 

Issue of ZAR 100,000,000 Five-Year Quanto ZAR Worst of Memory Phoenix Autocallable Notes on an Index Basket, due December 18, 2030 (the "Notes" or the "Securities")

Guaranteed by The Goldman Sachs Group, Inc. ("GSG" or the "Guarantor")

The Securities are not bank deposits and are not insured or guaranteed by the UK Financial Services Compensation Scheme, the Jersey Depositors Compensation Scheme, the United States Federal Deposit Insurance Corporation, the U.S. Deposit Insurance Fund or any other government or governmental or private agency or deposit protection scheme in any jurisdiction.

The payment obligations of the Issuer in respect of the Securities are guaranteed by the Guarantor (the "Guarantee"). The Guarantee will rank *pari passu* with all other unsecured and unsubordinated indebtedness of the Guarantor.

The Offering Circular referred to below (as completed by this Pricing Supplement) has been prepared on the basis that any offer of Notes in any member state of the European Economic Area or in the United Kingdom will be made pursuant to an exemption under the EU Prospectus Regulation or the UK Prospectus Regulation, as applicable, from the requirement to publish a prospectus for offers of the Notes. Accordingly any person making or intending to make an offer of the Notes in any member state of the European Economic Area or in the United Kingdom may only do so in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the EU Prospectus Regulation or the UK Prospectus Regulation in relation to such offer. Neither the Issuer nor any Dealer has authorised, nor do they authorise, the making of any offer of Notes in any other circumstances.

See "Other Information – United States Tax Considerations – Section 871(m) Withholding Tax" below, for an indication of whether the Notes are subject to Section 871(m) of the U.S. Internal Revenue Code of 1986, as amended.

#### **CONTRACTUAL TERMS**

Terms used herein shall be deemed to be defined as such for the purposes of the General Note Conditions and the applicable Specific Product Conditions each set forth in (i) the Offering Circular dated November 14, 2025 (the "Offering Circular") as supplemented by the supplement(s) to the Offering Circular listed in the section entitled "Supplement(s) to the Offering Circular" below (and any further supplements up to, and including, December 18, 2025) or (ii) the JSE Placement Document for the issuance of South African Securities (as defined in the JSE Placement Document) dated October 13, 2023 (the "JSE Placement Document"). This document must be read in conjunction with such Offering Circular as so supplemented and the JSE Placement Document. Full information on the Issuer, the Guarantor and the offer of the Notes is only available on the basis of the combination of this Pricing Supplement, the JSE Placement Document and the Offering Circular as so supplemented. The Offering Circular and the supplement(s) to the Offering Circular are available for viewing at <a href="www.luxse.com">www.luxse.com</a>, and during normal business hours at the registered office of the Issuer, and copies may be obtained from the specified office of the Luxembourg Paying Agent. The Offering Circular, JSE Placement Document and this Pricing Supplement are available for viewing on the Issuer's website at <a href="www.goldmansachs.co.za/en/services/pricingsupplements">www.goldmansachs.co.za/en/services/pricingsupplements</a> and copies of which may be obtained free of charge from the Specified Office of the South African Transfer Agent.

1. (i) **Issuer:** Goldman Sachs International.

(ii) Guarantor: The Goldman Sachs Group, Inc.:

- GSG (New York law) Guaranty.

2. (i) **ISIN:** ZAE000355970

(ii) Stock Code: GS125C

(iii) Tranche Number: One.

(iv) **PIPG Tranche Number:** 714049.

3. Specified Currency or South African Rand ("ZAR").

**Currencies:** 

4. Aggregate number of Notes:

(i) Series: 100,000.

(ii) Tranche: 100,000.

(iii) Trading in Units: Applicable: One Note (of the Specified Denomination) equals one unit, and the Notes

will be tradable by reference to the number of Notes being traded (each having the

Specified Denomination).

5. **Issue Price:** ZAR 1,000 per Note.

6. **Inducements,** commissions A selling commission of up to 5.00 per cent. (5.00%) of the Aggregate Nominal

and/or other fees: Amount has been paid by the Issuer. Further details are available on request.

7. (i) **Specified Denomination:** ZAR 1,000.

(ii) Calculation Amount: ZAR 1,000.

(iii) Minimum Number: The Notes shall be issuable at a minimum of one Note and trading multiples of one

Note in excess thereof.

8. **Issue Date:** December 18, 2025.

9. **Maturity Date:** If an Automatic Early Redemption Event does not occur, the Maturity Date shall be

the later to occur of:

(i) December 18, 2030 (the "Scheduled Maturity Date"), or, if such day is not a

Business Day, the next following Business Day; and

(ii) the tenth Business Day following the Latest Reference Date in respect of the

Final Valuation Date.

The postponement referred to in paragraph (b) of the definition of "Maturity Date" in

Index Linked Condition 9 (Definitions) shall not apply.

1( Last Day to Register: Not Applicable.

11 **Books Closed Period:** Not Applicable.

12 **Record Date:** The date determined in accordance with the JSE Corporate Actions timetable.

1: Last Day to Trade: The date determined in accordance with the JSE Corporate Actions timetable.

14 **Ex-Date:** The date determined in accordance with the JSE Corporate Actions timetable.

1: **Finalisation Date:** The date determined in accordance with the JSE Corporate Actions timetable.

16 **Declaration Date:** The date determined in accordance with the JSE Corporate Actions timetable.

1. Underlying Asset(s): The Indices (as defined in paragraph 39 below).

## VALUATION DATE PROVISIONS

18 **Valuation Date(s):** The Valuation Dates shall be each date as set forth in the "Relevant Date Table" in the

Schedule hereto, in the column entitled "Valuation Date" (each, a "Scheduled Valuation Date"), in each case, subject to adjustment in accordance with Index Linked Condition 1.5 (Index Basket and Reference Dates – Common Scheduled

Trading Day but Individual Disrupted Day).

The Valuation Date scheduled to fall on December 3, 2030 shall be the "Final

Valuation Date".

19 **Initial Valuation Date(s):** December 3, 2025.

2( Averaging Date(s): Not Applicable.

21 **Initial Averaging Date(s):** Not Applicable.

INTEREST PROVISIONS

22 **Interest Basis:** Index Linked.

23 Interest Commencement Date: Not Applicable.

24 **Fixed Rate Note Conditions:** Not Applicable.

25 Floating Rate Note Conditions: Not Applicable.

26 Zero Coupon Note Conditions:

Not Applicable.

27 Interest linked to one or more Underlying Assets Conditions:

Yes – General Note Condition 11 is applicable, subject to the provisions below.

(i) Underlying Asset(s):

The Indices (as defined in paragraph 39 below).

Conditions (ii) for interest determining amount where calculated by reference to Share and/or and/or Index Commodity and/or FX Rate and/or Inflation Index and/or other variable:

Unless the Notes are automatically or otherwise redeemed early, are purchased and cancelled, or are adjusted, in each case in accordance with the Conditions, in respect of each Note (of the Specified Denomination) and each Interest Payment Date:

- (i) if the Index Level of each Index in the Index Basket on the Valuation Date immediately preceding such Interest Payment Date is equal to or greater than its respective Coupon Level, the Interest Amount shall be payable on such Interest Payment Date in respect of each Note (of the Specified Denomination); or
- (ii) if the Index Level of any Index in the Index Basket on the Valuation Date immediately preceding such Interest Payment Date is less than its Coupon Level, no Interest Amount shall be payable on such Interest Payment Date.

Where:

"APIA" or "Aggregate Preceding Interest Amounts" means, in respect of each Valuation Date and the Interest Payment Date immediately following such Valuation Date, an amount calculated by the Calculation Agent in respect of each Note (of the Specified Denomination) as being equal to the aggregate amount of the Interest Amounts (if any) paid in respect of one Note (of the Specified Denomination) for all Interest Payment Dates (if any) preceding such Interest Payment Date, provided that if there are no preceding Interest Payment Dates and/or no Interest Amount has been paid prior to such Interest Payment Date, then the APIA for such Valuation Date shall be zero.

"CHF" means Swiss Franc.

"Coupon Level" means, in respect of:

- (i) NKY, JPY 42,384.9780
- (ii) NDX, USD 21,765.5590;
- (iii) SMI, CHF 10,929.5805; and
- (iv) SX5E, EUR 4,840.3760,

in each case, being an amount equal to 85 per cent. (85%) of the Reference Price (Initial) of such Index, as determined by the Calculation Agent.

"CV" or "Coupon Value" means, in respect of each Valuation Date, the amount calculated as the *product* of (i) 0.1220, *multiplied* by (ii) the Coupon Value Multiplier for such Valuation Date.

"Coupon Value Multiplier" means, in respect of each Valuation Date, the amount as set forth in the "Relevant Date Table" in the Schedule hereto, in the column entitled

"Coupon Value Multiplier" in the row corresponding to the date (specified in the column entitled "Valuation Date") on which such Valuation Date is scheduled to fall.

"Interest Amount" means, in respect of each Valuation Date and the Interest Payment Date immediately following such Valuation Date, an amount in the Specified Currency determined by the Calculation Agent in respect of each Note (of the Specified Denomination) in accordance with the following formula:

$$(SD \times CV) - APIA$$

"JPY" means Japanese Yen.

"Reference Price (Initial)" means, in respect of:

- (i) NKY, JPY 49,864.68
- (ii) NDX, USD 25,606.54;
- (iii) SMI, CHF 12,858.33; and
- (iv) SX5E, EUR 5,694.56,

in each case, being the Index Level of such Index on its respective Initial Valuation Date, as determined by the Calculation Agent.

"SD" means the Specified Denomination, as specified in paragraph 7(i) above.

(iii) Conditions for interest determination date(s) (if any):

Not Applicable.

(iv) Conditions for determining interest amount where calculation by reference to Share and/or Index and/or Commodity and/or FX Rate and/or Inflation Index and/or other variable is impossible or impracticable or otherwise disrupted:

See paragraph 30 below.

(v) Conditions for interest or calculation period(s) (if any): Not Applicable.

(vi) Interest Payment Date(s):

The Interest Payment Dates shall be:

(i) the later to occur of (a) each date as set forth in the "Relevant Date Table" in the Schedule hereto, in the column entitled "Interest Payment Date", other than the Maturity Date (each, a "Scheduled Interest Payment Date"), in each case, subject to adjustment in accordance with the Business Day Convention, and (b) the tenth Business Day following the Latest Reference Date in respect of

the Valuation Date scheduled to fall on the Scheduled Valuation Date immediately preceding such Scheduled Interest Payment Date; and

(ii) the Maturity Date,

provided that the final Interest Payment Date shall be the earlier to occur of (a) the Interest Payment Date following the first Applicable Date (if any) on which an Automatic Early Redemption Event has occurred, and (b) the Maturity Date.

(vii) Business Day Convention: Following Business Day Convention.

(viii) Minimum Rate of Interest: Not Applicable.

(ix) Maximum Rate of Interest: Not Applicable.

(x) Day Count Fraction: Not Applicable.

#### REDEMPTION PROVISIONS

28 Redemption/Payment Basis: Index Linked.

29 **Redemption at the option of the** Not Applicable. **Issuer:** 

3( Redemption at the option of Not Applicable. Noteholders:

31 Automatic Early Redemption:

Yes – General Note Condition 12(s) is applicable in respect of each Applicable Date.

(i) Automatic Early Redemption Event:

The Index Level of each Index in the Index Basket on any Applicable Date is equal to or greater than its respective Trigger Level, as determined by the Calculation Agent.

Where "Trigger Level" means, in respect of:

- (i) NKY, JPY 49,864.68
- (ii) NDX, USD 25,606.54;
- (iii) SMI, CHF 12,858.33; and
- (iv) SX5E, EUR 5,694.56,

in each case, being an amount equal to 100 per cent. (100%) of the Reference Price (Initial) of such Index, as determined by the Calculation Agent.

(ii) Automatic Early Redemption Date(s):

Each Interest Payment Date (other than the Maturity Date).

The adjustment set out in the definition of "Automatic Early Redemption Date" in Index Linked Condition 9 (*Definitions*) shall not apply.

(iii) Automatic Early Redemption Amount:

In respect of each Note (of the Specified Denomination) and the Automatic Early Redemption Date following the first Applicable Date (if any) on which an Automatic Early Redemption Event occurs, an amount in the Specified Currency equal to the Specified Denomination, i.e., ZAR 1,000 (together with, for the avoidance of doubt, the Interest Amount payable on such Automatic Early Redemption Date, as described

in paragraph 27 above).

(iv) Applicable Date:

Each Valuation Date (other than the Final Valuation Date).

## 32 Final Redemption Amount of each Note:

In cases where the Final Redemption Amount is Share-Linked, Index-Linked, Commodity-Linked, FX-Linked, Inflation Linked, Bond Linked or other variable-linked:

(i) Underlying Asset(s):

The Indices (as defined in paragraph 39 below).

(ii) Conditions for determining Final Redemption Amount where calculated by reference to Share and/or Index and/or Commodity and/or FX Rate and/or Inflation Index and/or Bond and/or other variable:

Unless an Automatic Early Redemption Event has occurred on any Applicable Date or the Notes are otherwise redeemed early, are purchased and cancelled, or are adjusted, in each case in accordance with the Conditions, each Note shall be redeemed on the Maturity Date by payment of the Final Redemption Amount, which shall be determined by the Calculation Agent in accordance with paragraph (i) or (ii) below, as applicable:

- (i) if the Reference Price (Final) of each Index in the Index Basket is greater than or equal to its respective Barrier Level, the Final Redemption Amount payable in respect of each Note (of the Specified Denomination) shall be an amount in the Specified Currency equal to the Specified Denomination, i.e., ZAR 1,000; or
- (ii) if the Reference Price (Final) of any Index in the Index Basket is less than its respective Barrier Level, the Final Redemption Amount payable in respect of each Note (of the Specified Denomination) shall be an amount in the Specified Currency in accordance with the following formula:

 $SD \times MUP$ 

Where:

"Barrier Level" means, in respect of:

- (i) NKY, JPY 32,412.0420;
- (ii) NDX, USD 16,644.2510;
- (iii) SMI, CHF 8,357.9145; and
- (iv) SX5E, EUR 3,701.4640,

in each case, being an amount equal to 65 per cent. (65%) of the Reference Price (Initial) of such Index, as determined by the Calculation Agent.

"MUP" or "Minimum Underlying Performance" means the Underlying Performance of the Worst Performing Underlying, as determined by the Calculation Agent.

"Reference Price (Final)" means, in respect of each Index in the Index Basket, the Index Level of such Index on the Final Valuation Date, as determined by the Calculation Agent.

"Underlying Performance" means, in respect of each Index in the Index Basket, an amount determined by the Calculation Agent in accordance with the following formula:

Reference Price (Final)
Reference Price (Initial)

"Worst Performing Underlying" means the Index in the Index Basket with the lowest Underlying Performance, as determined by the Calculation Agent. In the event that two or more of the Indices have the same lowest Underlying Performance, then the Calculation Agent shall determine in its sole and absolute discretion which of such Indices shall be the Worst Performing Underlying, and such Index as so selected shall be deemed the Worst Performing Underlying.

(iii) Conditions for determining
Final Redemption Amount
where calculation by
reference to Share and/or
Index and/or Commodity
and/or FX Rate and/or
Inflation Index and/or
Bond and/or other variable
is impossible or
impracticable or otherwise

disrupted:

Amount:

See paragraph 39 below.

- (iv) Minimum Redemption Not Applicable. Amount:
- (v) Maximum Redemption Not Applicable.
- 3: Procedure in the event that a Holder of Security fails to exercise its rights prior to the Expiry Date:

Not Applicable.

34 Cash Payment(s): Applicable.

3: **Physical Settlement:** Not Applicable.

36 Non-scheduled Early Fair Market Value.

**Repayment Amount:** 

Adjusted for Issuer Applicable.
 Expenses and Costs:

SHARE LINKED NOTE / INDEX LINKED NOTE / COMMODITY LINKED NOTE / FX LINKED NOTE / INFLATION LINKED NOTE / TOTAL/EXCESS RETURN CREDIT INDEX LINKED NOTE / CREDIT LINKED

#### NOTE / BOND LINKED NOTE / OTHER VARIABLE LINKED NOTE

3′ **Type of Notes:** The Notes are Index Linked Notes – the Index Linked Conditions are applicable,

subject to the terms herein.

38 **Share Linked Notes:** Not Applicable.

39 Index Linked Notes: Applicable.

(i) Single Index or Index Index Basket. Basket:

(ii) Name of Index(ices): A basket of indices (the "Index Basket") comprising:

- (i) the Nikkei 225 Stock Average Index (*Bloomberg page: NKY < Index>; Reuters screen: .N225*) ("**NKY**");
- (ii) the NASDAQ-100 Index® (Bloomberg page: NDX <Index>; Reuters screen: .NDX) ("NDX");
- (iii) the SMI® Index (Bloomberg page: SMI Index; Reuters screen: .SSMI) ("SMI"); and
- (iv) the EURO STOXX 50<sup>®</sup> Index (Price EUR) (*Bloomberg page: SX5E <Index>;* Reuters screen: .STOXX50E) ("SX5E"),

each, an "Underlying Asset" or an "Index", and together, the "Underlying Assets" or the "Indices".

See Annex A (*Information relating to the Underlying Assets*) hereto for an indication where information about the past and future performance of each Underlying Asset and its volatility can be obtained. See also Annex B (*Index Disclaimers*).

(iii) Type of Index: In respect of:

- (i) NKY, Unitary Index;
- (ii) NDX, Unitary Index;
- (iii) SMI, Unitary Index; and
- (iv) SX5E, Multi-Exchange Index.
- (iv) Exchange(s): In respect of:
  - (i) NKY, Tokyo Stock Exchange;
  - (ii) NDX, the NASDAQ Stock Market;
  - (iii) SMI, SIX Swiss Exchange AG.; and
  - (iv) SX5E, as specified in Index Linked Condition 9 (*Definitions*) in respect of a Multi-Exchange Index.
- (v) Related Exchange(s): In respect of each Index, All Exchanges.

- (vi) Options Exchange: In respect of each Index, Related Exchange.
- (vii) Index Sponsor:

In respect of:

- (i) NKY, Nikkei Inc.;
- (ii) NDX, The NASDAQ OMX Group, Inc.;
- (iii) SMI, SIX Swiss Exchange AG.; and
- (iv) SX5E, STOXX Limited.
- (viii) Index Level:

In respect of each Index and any relevant day, the official closing level of such Index (expressed as an amount in the relevant Index Currency) as at the Valuation Time on such day as calculated and published by the relevant Index Sponsor, as determined by the Calculation Agent.

Where "Index Currency" means, in respect of:

- (i) NKY, JPY;
- (ii) NDX, USD;
- (iii) SMI, CHF; and
- (iv) SX5E, EUR.
- (ix) Valuation Time:

In respect of:

- (i) NKY, as specified in Index Linked Condition 9 (*Definitions*) in respect of a Unitary Index;
- (ii) NDX, as specified in Index Linked Condition 9 (*Definitions*) in respect of a Unitary Index;
- (iii) SMI, as specified in Index Linked Condition 9 (*Definitions*) in respect of a Unitary Index; and
- (iv) SX5E, as specified in Index Linked Condition 9 (*Definitions*) in respect of a Multi-Exchange Index.
- (x) Index-Linked Derivatives
  Contract Conditions:

Not Applicable.

(xi) Market Disruption Event /Disrupted Days:

In respect of:

- (i) NKY, as specified in Index Linked Condition 9 (*Definitions*) in respect of a Unitary Index;
- (ii) NDX, as specified in Index Linked Condition 9 (*Definitions*) in respect of a Unitary Index;
- (iii) SMI, as specified in Index Linked Condition 9 (*Definitions*) in respect of a Unitary Index; and
- (iv) SX5E, as specified in Index Linked Condition 9 (Definitions) in respect of a

#### Multi-Exchange Index.

(xii) Single Index and Not Applicable.

Reference Dates –

Consequences of
Disrupted Days:

(xiii) Single Index and Not Applicable.

Averaging Reference

Dates – Consequences of

Disrupted Days:

(xiv) Index Basket and Not Applicable.

Reference Dates – Basket

Valuation (Individual

Scheduled Trading Day

and Individual Disrupted

Day):

(xv) Index Basket and Not Applicable.

Averaging Reference
Dates – Basket Valuation
(Individual Scheduled
Trading Day and
Individual Disrupted Day):

(xvi) Index Basket and Reference Dates – Basket Valuation (Common Scheduled Trading Day but Individual Disrupted Day):

Applicable in respect of each Valuation Date – as specified in Index Linked Condition 1.5 (*Index Basket and Reference Dates – Common Scheduled Trading Day but Individual Disrupted Day*).

(a) Maximum Days of As specified in Index Linked Condition 9 (*Definitions*). Disruption:

(b) No Adjustment: Not Applicable.

(xvii) Index Basket and Not Applicable.

Reference Dates – Basket

Valuation (Common
Scheduled Trading Day
and Common Disrupted
Day):

(xviii) Fallback Valuation Date: Not Applicable.

(xix) Observation Period: Not Applicable.

(xx) Index Modification: See Index Linked Condition 3.2.

(xxi) Index Cancellation: See Index Linked Condition 3.2.

(xxii) Index Disruption: See Index Linked Condition 3.2.

(xxiii) Administrator/Benchmark

See Index Linked Condition 3.2.

Event:

The "Strike Date" is December 3, 2025.

(xxiv) Index Calculation Agent:

Not Applicable.

(xxv) Change in Law:

Applicable.

(xxvi) Correction of Index Level:

In respect of each Index, Applicable.

(xxvii) Correction Cut-off Date:

Applicable – in respect of each Index, and:

- (i) each Initial Valuation Date and each Valuation Date (other than the Final Valuation Date), the second Business Day prior to the Interest Payment Date immediately following such date; and
- (ii) the Final Valuation Date, the second Business Day prior to the Maturity Date.

(xxviii) Dividend Amount Conditions:

Not Applicable.

(xxix) Index Disclaimer:

Applicable. See also Annex B (Index Disclaimers) below.

(xxx) Information relating to the Indices:

In respect of: Calculation methodology, details of past performance and other background information (including (i) a description of the relevant index, the name of the publisher of the relevant index, its date of establishment and how it is compiled, (ii) the provisions in the event of modification and discontinuance of the relevant index, (iii) the historic highs and lows of the relevant index for the last five years, and (iv) the authority to use the relevant index from the party sponsors and/or calculates the relevant index) in respect of the indices may be obtained from the index rulebook at the following links and at the website of the relevant Index Sponsor:

- (a) Nikkei 225 Stock Average Index: https://indexes.nikkei.co.jp/en/nkave/;
- (b) NDX, https://indexes.nasdaq.com/docs/Methodology NDX.pdf;
- (c) SMI® Index, https://www.six-group.com/dam/download/market-data/indices/equity-indices/six-methodology-smi-equity-and-re-en.pdf; and
- (d) EURO STOXX 50® Index (Price EUR): https://www.stoxx.com/document/Indices/Common/Indexguide/stoxx\_index\_guide.pdf.

The Issuer is permitted to make use of each Index pursuant to the relevant authorisation granted by the relevant Index Sponsor.

The level of each Index will be published daily, in respect of:

- (i) Nikkei 225 Stock Average Index, on the following website: https://indexes.nikkei.co.jp/en/nkave/;
- (ii) NDX, https://www.nasdaq.com/market-activity/index/ndx;
- (iii) SMI® Index, on the following website: https://www.six-group.com/en/market-

data/indices/switzerland/equity/smi.html; and

(iv) EURO STOXX 50<sup>®</sup> Index (Price EUR), on the following website: https://stoxx.com/index/sx5e/.

Any changes to the Index methodology will be announced on SENS and communicated to the JSE. All other changes to the ground rules are expected to be published on the Index Sponsor's website.

(xxxi) Underlying Indices:

The components of the following indices can be found at the links below:

- (i) Nikkei 225 Stock Average Index: https://indexes.nikkei.co.jp/en/nkave/;
- (ii) NDX, https://www.nasdaq.com/market-activity/index/ndx;
- (iii) SMI® Index, https://www.six-group.com/en/market-data/indices/switzerland/equity/smi.html; and
- (iv) EURO STOXX 50<sup>®</sup> Index (Price EUR): https://stoxx.com/index/sx5e/.
- 4( Commodity Linked Notes (Single Commodity or Commodity Basket):

Not Applicable.

41 Commodity Linked Notes (Single Commodity Index or Single Commodity Strategy):

Not Applicable.

42 FX Linked Notes:

Not Applicable.

4: Inflation Linked Notes:

Not Applicable.

44 Total/Excess Return Credit Index Linked Notes:

Not Applicable.

4: Credit Linked Notes:

Not Applicable.

4 PSL Notes:

Not Applicable.

47 Bond Linked Notes:

Not Applicable.

**48 Other Variable Linked Notes:** 

Not Applicable.

## GENERAL PROVISIONS APPLICABLE TO THE NOTES

49 FX Disruption Event/FX Linked Conditions Disruption Event/CNY FX Disruption Event:

FX Disruption Event is applicable – General Note Condition 15 shall apply.

5( Hedging Disruption:

Applicable.

51 Additional Business Centre(s):

TARGET.

52 Form of Notes:

Registered Notes.

Global Registered Note registered in the name of a nominee for a common depositary for Euroclear and Clearstream, Luxembourg exchangeable for Individual Note Certificates in the limited circumstances described in the Global Registered Note.

5: Additional Financial Centre(s) or other special provisions relating to Payment Business Davs:

TARGET.

54 Principal Financial Centre:

Non-Default Principal Financial Centre is applicable, the Principal Financial Centre

in relation to ZAR is Johannesburg.

5: Details relating to Instalment Notes: amount of each instalment date on which each

Not Applicable.

payment is to be made:

56 Minimum Trading Number: One Note (corresponding to a nominal amount of ZAR 1,000).

51 Permitted Trading Multiple: One Note (corresponding to a nominal amount of ZAR 1,000).

58 Date approval for issuance of

Notes obtained:

Not Applicable.

59 Other terms special or

conditions:

Applicable – see Schedule 1 (Other Applicable Terms) hereto.

60 Governing Law: English law.

61 Calculation Agent:

Goldman Sachs International.

**DISTRIBUTION** 

62 Method of distribution:

Non-syndicated.

(i) If syndicated, names and addresses of Managers and

underwriting commitments: Not Applicable.

(ii) Date of Subscription Not Applicable.

Agreement:

(iii) Stabilising Manager(s) (if Not Applicable.

any):

If non-syndicated, name of (iv)

Dealer:

Goldman Sachs International ("GSI") (including its licensed branches) shall act as Dealer and purchase all Securities from the Issuer, provided that Goldman Sachs Bank Europe SE may act as Dealer in respect of some or all of the Securities acquired by it

from GSI.

63 Additional selling restrictions:

Not Applicable.

**Prohibition of Sales to** 64 (i)

Applicable.

#### **EEA Retail Investors:**

**UK Retail Investors:** 

(ii) Prohibition of Sales to

Applicable.

65 Prohibition of Offer to Private

Applicable.

**Clients in Switzerland:** 

66 Supplementary Provisions for

Not Applicable.

**Belgian Securities:** 

67 Swiss Public Offer requiring a

No.

**Prospectus:** 

68 Admission to trading of

No.

**Securities in Switzerland:** 

# DISCLOSURE REQUIREMENTS IN TERMS OF PARAGRAPHS 3(5) OF THE COMMERCIAL PAPER REGULATIONS IN RELATION TO SOUTH AFRICAN SECURITIES ISSUED BY GSI

#### Paragraph 3(5)(a)

The ultimate borrower is the Issuer.

#### Paragraph 3(5)(b)

The Issuer is a going concern and can in all circumstances be reasonably expected to meet its commitments, thereby reflecting the adequacy of the liquidity and solvency of the Issuer.

## Paragraph 3(5)(c)

The auditor of the Issuer is PricewaterhouseCoopers LLP.

#### Paragraph 3(5)(d)

As at the Issue Date:

- (i) the Issuer has issued ZAR 13,075,000,000 of Commercial Paper (as defined in the Commercial Paper Regulations) (exclusive of the Notes issued in terms of this issue and any other Notes issuing on the same Issue Date) in South Africa; and
- (ii) to the best of the Issuer's knowledge and belief, the Issuer estimates that it will still issue Commercial Paper of up to an amount of ZAR 1,900,000,000 during the current financial year ending December 31, 2025.

## Paragraph 3(5)(e)

All information that may reasonably be necessary to enable the investor to ascertain the nature of the financial and commercial risk of its investment is contained in the JSE Placement Document, Offering Circular and this Pricing Supplement.

## Paragraph 3(5)(f)

There has been no material adverse change in the Issuer's financial position since the date of its last audited financial statements.

#### Paragraph 3(5)(g)

This Series of Notes will be listed on the Main Board of the JSE.

#### Paragraph 3(5)(h)

The proceeds of the issue of this Series of Notes will be applied by the Issuer for its general corporate purposes.

#### Paragraph 3(5)(i)

The obligations of the Issuer in respect of this Series of Notes are unsecured, however, they are guaranteed by the Guarantor.

## Paragraph 3(5)(j)

PricewaterhouseCoopers LLP has confirmed that, based on their procedures performed, nothing has come to their attention which indicates that this issue of Notes does not comply in all material respects with the relevant provisions of the Commercial Paper Regulations.

#### PURPOSE OF PRICING SUPPLEMENT

This Pricing Supplement comprises the Pricing Supplement required for issue, and admission to trading on the Main Board of the JSE Limited, of the Notes described herein pursuant to the Series P Programme for the issuance of Warrants, Notes and Certificates of Goldman Sachs International, Goldman, Sachs & Co. Wertpapier GmbH, Goldman Sachs Finance Corp International Ltd and Goldman Sachs Bank Europe SE.

#### RESPONSIBILITY

The Issuer accepts responsibility for the information contained in this Pricing Supplement. To the best of the knowledge and belief of the Issuer (which has taken all reasonable care to ensure that such is the case) the information contained in the Offering Circular, as completed and/or amended by this Pricing Supplement in relation to the Series of Notes referred to above, is true and accurate in all material respects and, in the context of the issue of this Series, there are no other material facts the omission of which would make any statement in such information misleading.

The Issuer certifies that to the best of its knowledge and belief there are no facts that have been omitted from the JSE Placement Document or this Pricing Supplement which would make any statement false or misleading, that all reasonable enquiries to ascertain such facts have been made and that the JSE Placement Document together with this Pricing Supplement, contain all information required by law and the Debt & Specialist Securities Listings Requirements of the JSE. The Issuer accepts full responsibility for the accuracy of the information contained in the JSE Placement Document, this Pricing Supplement and all documents incorporated by reference and any amendments or supplements to the aforementioned documents (see the section of the JSE Placement Document headed "Documents Incorporated by Reference").

The JSE takes no responsibility for the contents of the JSE Placement Document, the annual financial statements, annual report, this Pricing Supplement and any amendments or supplements to the aforementioned documents. The JSE makes no representation as to the accuracy or completeness of the JSE Placement Document and the annual financial statements, the annual report or this Pricing Supplement of the Issuer and any amendments or supplements to the aforementioned documents and expressly disclaims any liability for any loss arising from or in reliance upon the whole or any part of the aforementioned documents. The JSE's approval of the registration of the JSE Placement Document and listing of the Notes is not to be taken in any way as an indication of the merits of the Issuer or of the Notes and, to the extent permitted by law, the JSE will not be liable for any claim whatsoever.

#### MATERIAL CHANGE

As at the date of this Pricing Supplement, and after due and careful enquiry, there has been no material change in the financial or trading position of the Issuer and its Subsidiaries since the date of the unaudited interims. As at the date of this Pricing Supplement, there has been no involvement by PricewaterhouseCoopers LLP in making the aforementioned statement.

Where the Issuer makes statements that "there has been no material adverse change" and "no significant change in the financial position or financial performance" of the Issuer, references in these statements to the "financial or trading position" of the Issuer is specifically to its respective ability to meet its full payment obligations under the South African Securities in a timely manner. Material information about the financial condition of the Issuer is included in each of the Issuer's annual and interim reports, which are incorporated by reference into the JSE Placement Document.

#### REPRESENTATION

Each Holder will be deemed to have agreed that it will not offer, sell or deliver the Notes in any jurisdiction except under circumstances that will result in compliance with the applicable laws thereof, and that such Holder will take at its own expense whatever action is required to permit its purchase and resale of the Notes.

Signed on behalf of Goldman Sachs International:

By: (-18)

Duly authorised

Name: Kunal Shah

Date: 15 December 2025

Duly authorised

By: Ra Roppelly

Name: Lisa Donnelly

Date: 15 December 2025

366704494(Ver10)/Ashurst(TYEO)/AD

#### OTHER INFORMATION

#### LISTING AND ADMISSION TO TRADING

Application will be made by the Issuer (or on its behalf) for the Securities to be listed on the Main Board of the JSE Limited and admitted to trading through the CSD with effect from, at the earliest, the Issue Date. No assurances can be given that such application for listing and admission to trading will be granted (or, if granted, will be granted by the Issue Date).

The Issuer has no duty to maintain the listing (if any) of the Securities on the relevant stock exchange(s) over their entire lifetime. Securities may be suspended from trading and/or delisted at any time in accordance with applicable rules and regulations of the relevant stock exchange(s).

# REASONS FOR THE ISSUE, ESTIMATED NET AMOUNT OF PROCEEDS AND INTERNATIONAL ISSUE

(i) Reasons for the issue: Not Applicable.

(ii) Estimated net amount of proceeds: Not Applicable.

(iii) International issue, simultaneous public and Not Applicable. private placement of bonds:

#### OPERATIONAL INFORMATION

Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking S.A. and the relevant identification number(s):

Strate Proprietary Limited (the "CSD").

Delivery: Delivery against payment.

Names and addresses of additional Paying Agent(s) (if any):

Not Applicable.

Operational contact(s) for Fiscal Agent: eq-sd-operations@gs.com.

Intended to be held in a manner which would allow Eurosystem eligibility:

No.

Whilst the designation is specified as "no" at the date of this Pricing Supplement, should the Eurosystem eligibility criteria be amended in the future such that the Notes are capable of meeting them the Notes may then be deposited with one of the ICSDs as common safekeeper. Note that this does not necessarily mean that the Notes will then be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria

have been met.

#### UNITED STATES TAX CONSIDERATIONS

## Section 871(m) Withholding Tax

The U.S. Treasury Department has issued regulations under which amounts paid or deemed paid on certain financial instruments that are treated as attributable to U.S.-source dividends could be treated, in whole or in part depending on the circumstances, as a "dividend equivalent" payment that is subject to tax at a rate of 30 per cent. (or a lower rate under an applicable treaty). We have determined that, as of the issue date of the Notes, the Notes will not be subject to withholding under these rules. In certain limited circumstances, however, it is possible for United States alien holders to be liable for tax under these rules with respect to a combination of transactions treated as having been entered into in connection with each other even when no withholding is required. United States alien holders should consult their tax advisor concerning these regulations, subsequent official guidance and regarding any other possible alternative characterisations of their Notes for United States federal income tax purposes. See "United States Tax Considerations – Dividend Equivalent Payments" in the Offering Circular for a more comprehensive discussion of the application of Section 871(m) to the Notes.

## ADDITIONAL INFORMATION FOR LISTING THE NOTES ON THE MAIN BOARD OF THE JSE LIMITED

1. South African Paying Agent: The Standard Bank of South Africa Limited, acting

through its Corporate and Investment Banking division

2. South African Transfer Agent: Computershare Investor Services Proprietary Limited

3. South African Issuer Agent: The Standard Bank of South Africa Limited, acting

through its Corporate and Investment Banking division

4. Applicable Credit Rating: Standard & Poor's: "A+" as of April 24, 2025

Moody's: "A1" as of September 23, 2024

Fitch: "A+" as of May 21, 2025

5. Date of the JSE approval of the JSE October 31, 2023

**Placement Document:** 

6. Exchange Control Approval: Yes

7. Unwind Level is available for viewing at

https://www.goldmansachs.co.za/en/services/indicative-

quotes.

## **SCHEDULE**

Relevant Date Table		
Valuation Date	Interest Payment Date	Coupon Value Multiplier
December 3, 2026	December 18, 2026	1
December 3, 2027	December 20, 2027	2
December 4, 2028	December 18, 2028	3
December 3, 2029	December 18, 2029	4
December 3, 2030	Maturity Date	5

## ANNEX A

## INFORMATION RELATING TO THE UNDERLYING ASSETS

Information on the Indices and the relevant Index Sponsors may be obtained from, in respect of:

- (i) NKY, https://indexes.nikkei.co.jp/en/nkave/;
- (ii) NDX, https://www.nasdaq.com/market-activity/index/ndx;
- (iii) SMI, https://www.six-group.com/en/market-data/indices/switzerland/equity/smi.html; and
- (iv) SX5E, https://stoxx.com/index/sx5e/,

but the information appearing on such websites does not form part of this Pricing Supplement.

#### ANNEX B

#### INDEX DISCLAIMERS

## Nikkei 225 Stock Average Index ("NKY")

"Nikkei", "Nikkei225" and "Nikkei Stock Average" are the trademarks owned by Nikkei Inc. "Nikkei", "Nikkei225" or "Nikkei Stock Average" in this material is used only to explain the features, and/or to identify the relevant underlier/reference asset, of the financial product (the "**Product**") in this material. The Product is not in any way sponsored, endorsed, sold or promoted by Nikkei Inc. or its affiliates. Nikkei Inc. and its affiliates shall have no liability (whether in negligence or otherwise) to any person for any error in Nikkei Stock Average, or otherwise in relation to the Product. Nikkei Inc. and its affiliates makes no representation or warranty, express or implied, regarding the advisability of investing in the Product." Nikkei Inc. shall be entitled to change the details of the Nikkei Stock Average and to suspend the announcement thereof.

#### NASDAQ-100 Index®

The Securities are not sponsored, endorsed, sold or promoted by The NASDAQ OMX Group, Inc. or its affiliates (NASDAQ OMX, with its affiliates, are referred to as the "Corporations"). The Corporations have not passed on the legality or suitability of, or the accuracy or adequacy of descriptions and disclosures relating to, the Securities. The Corporations make no representation or warranty, express or implied to the owners of the Securities or any member of the public regarding the advisability of investing in securities generally or in the Securities particularly, or the ability of the NASDAQ-100 Index® to track general stock market performance. The Corporations' only relationship to the Issuer (the "Licensee") is in the licensing of the NASDAQ®, OMX®, NASDAQ OMX®, trademarks, and certain trade names of the Corporations and the use of the NASDAQ-100 Index® which is determined, composed and calculated by NASDAQ OMX without regard to the Licensee or the Securities. NASDAQ OMX has no obligation to take the needs of the Licensee or the owners of the Securities into consideration in determining, composing or calculating the NASDAQ-100 Index®. The Corporations are not responsible for and have not participated in the determination of the timing of, prices at, or quantities of the Securities to be issued or in the determination or calculation of the equation by which the Securities are to be converted into cash. The Corporations have no liability in connection with the administration, marketing or trading of the Securities.

THE CORPORATIONS DO NOT GUARANTEE THE ACCURACY AND/OR UNINTERRUPTED CALCULATION OF THE NASDAQ-100 Index® OR ANY DATA INCLUDED THEREIN. THE CORPORATIONS MAKE NO WARRANTY, EXPRESS OR IMPLIED, AS TO RESULTS TO BE OBTAINED BY THE LICENSEE, OWNERS OF THE SECURITIES, OR ANY OTHER PERSON OR ENTITY FROM THE USE OF THE NASDAQ-100 Index® OR ANY DATA INCLUDED THEREIN. THE CORPORATIONS MAKE NO EXPRESS OR IMPLIED WARRANTIES, AND EXPRESSLY DISCLAIM ALL WARRANTIES OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE OR USE WITH RESPECT TO THE NASDAQ-100 Index® OR ANY DATA INCLUDED THEREIN. WITHOUT LIMITING ANY OF THE FOREGOING, IN NO EVENT SHALL THE CORPORATIONS HAVE ANY LIABILITY FOR ANY LOST PROFITS OR SPECIAL, INCIDENTAL, PUNITIVE, INDIRECT, OR CONSEQUENTIAL DAMAGES, EVEN IF NOTIFIED OF THE POSSIBILITY OF SUCH DAMAGES.

## SMI® Index ("SMI Index")

These Securities are not in any way sponsored, ceded, sold or promoted by the SIX Swiss Exchange Ltd and the SIX Swiss Exchange Ltd makes no warranty or representation whatsoever, express or implied, either as to the results to be obtained from the use of the SMI Index and/or the level at which the SMI Index stands at any particular time on any particular day. However, the SIX Swiss Exchange Ltd shall not be liable (whether through

negligence or otherwise) to any person for any error in the SMI Index and the SIX Swiss Exchange Ltd shall not be under any obligation to disclose such errors.

SIX®, SIX Swiss Exchange®, SPI®, Swiss Performance Index (SPI)®, SPI EXTRA®, SPI ex SLI®, SMI®, Swiss Market Index® (SMI)®, SMIM®, SMI MID (SMIM)®, SMI Expanded®, SLI®, SLI Swiss Leader Index®, SXI®, SXI LIFE SCIENCES®, SXI Bio+Medtech®, SBI®, SBI Swiss Bond Index®, VSMI®, SWX Immobilienfonds Index® and SWX Quotematch® are trademarks that have been registered in Switzerland and/or abroad by the SIX Group Ltd respectively SIX Swiss Exchange Ltd. Their use is subject to a licence.

## EURO STOXX 50<sup>®</sup> Index (Price EUR) ("SX5E")

STOXX Limited ("STOXX") and its licensors (the "Licensors") have no relationship to the Issuer, other than the licensing of SX5E and the related trademarks for use in connection with the Securities.

#### STOXX and its Licensors do not:

- Sponsor, endorse, sell or promote the Securities.
- Recommend that any person invest in the Securities or any other securities.
- Have any responsibility or liability for or make any decisions about the timing, amount or pricing of Securities.
- Have any responsibility or liability for the administration, management or marketing of the Securities.
- Consider the needs of the Securities or the owners of the Securities in determining, composing or calculating SX5E or have any obligation to do so.

STOXX and its Licensors will not have any liability in connection with the Securities. Specifically,

- STOXX and its Licensors do not make any warranty, express or implied and disclaim any and all warranty about:
  - the results to be obtained by the Securities, the owners of the Securities or any other person in connection with the use of SX5E and the data included in SX5E;
  - the accuracy or completeness of SX5E and its data; and
  - the merchantability and the fitness for a particular purpose or use of SX5E and its data.
- STOXX and its Licensors will have no liability for any errors, omissions or interruptions in SX5E or its data.
- Under no circumstances will STOXX or its Licensors be liable for any lost profits or indirect, punitive, special or consequential damages or losses, even if STOXX or its Licensors knows that they might occur.

The licensing agreement between the Issuer and STOXX is solely for their benefit and not for the benefit of the owners of the Securities or any other third parties.

## **Supplement(s) to the Offering Circular**

The Offering Circular dated November 14, 2025 has been supplemented by the following Supplement(s):

Supplement(s)	Date
Supplement No. 1	November 20, 2025
Supplement No. 2	December 12, 2025