

**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 or otherwise made available to, and should not be offered, sold or otherwise made available to, any retail investor in the United Kingdom ("**UK**"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (as amended, the "**EUWA**") 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 a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA and regulations made thereunder (the "**UK Prospectus Regulation**"). 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**") for offering or selling the Securities or otherwise making them available to retail investors in the United Kingdom has been prepared and therefore offering or selling the Securities or otherwise making them available to any retail investor in the United Kingdom may be unlawful under the UK PRIIPs Regulation. Notwithstanding the above, if the Issuer subsequently prepares and publishes a key information document under the UK 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 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 February 13, 2024

**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 ZAR Autocallable Notes  
on the Modified Performance of the ordinary shares of British American Tobacco plc., due February 15,  
2029**

**(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 Regulation (EU) 2017/1129 (as amended, the "**EU Prospectus Regulation**") or Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (as amended, the "**EUWA**") and regulations made thereunder (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 17, 2023 (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, February 15, 2024) 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 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 [www.luxse.com](http://www.luxse.com), 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 [www.goldmansachs.co.za/en/services/pricingsupplements](http://www.goldmansachs.co.za/en/services/pricingsupplements) 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:** ZAE000332748.
- (ii) **Stock Code:** GS006C.
- (iii) **Tranche Number:** One.
- (iv) **PIPG Tranche Number:** 591852.
3. **Specified Currency or Currencies:** South African Rand ("ZAR").
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 and/or other fees:** Not Applicable.
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:** February 15, 2024.
9. **Maturity Date:** If an Automatic Early Redemption Event does not occur, the Maturity Date shall be the later to occur of:
  - (i) February 15, 2029 (the "**Scheduled Maturity Date**"); and
  - (ii) the tenth Business Day following the Final Valuation Date.

- The postponement referred to in paragraph (b) of the definition of "Maturity Date" in Share Linked Condition 8 (*Definitions*) shall not apply.
10. **Last Day to Register** The date determined in accordance with the JSE Corporate Actions timetable.
  11. **Books Closed Period** The date determined in accordance with the JSE Corporate Actions timetable.
  12. **Record Date** The date determined in accordance with the JSE Corporate Actions timetable.
  13. **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.
  15. **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.
  17. **Underlying Asset(s):** The Share (as defined in paragraph 38 below).

#### **VALUATION DATE PROVISIONS**

18. **Valuation Date(s):** The Valuation Dates shall be each date as set forth in the "Relevant Date Table" in Schedule 2 hereto, in the column entitled "Valuation Date" (each a "**Scheduled Valuation Date**"), in each case, subject to adjustment in accordance with Share Linked Condition 1.1 (*Single Share and Reference Dates*).
- The Valuation Date scheduled to fall on February 1, 2029 shall be the "**Final Valuation Date**".
19. **Initial Valuation Date(s):** February 1, 2024.
  20. **Averaging Date(s):** Not Applicable.
  21. **Initial Averaging Date(s):** Not Applicable.

#### **INTEREST PROVISIONS**

22. **Interest Basis:** Non-Interest bearing.
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:** Not Applicable.

#### REDEMPTION PROVISIONS

28. **Redemption/Payment Basis:** Share Linked.
29. **Redemption at the option of the Issuer:** Not Applicable.
30. **Redemption at the option of Noteholders:** Not Applicable.
31. **Automatic Early Redemption:** Yes – General Note Condition 12(s) is applicable in respect of each Applicable Date.

- (i) Automatic Early Redemption Event: The Dividend Adjusted Price of the Share on an Applicable Date is equal to or greater than the Trigger Level for such Applicable Date, as determined by the Calculation Agent.

Where:

**"Dividend Adjusted Price"** shall have the meaning ascribed to such term in paragraph 1 (*Determination of the Dividend Adjusted Price*) of Schedule 1 (*Other Applicable Terms*) hereto.

**"GBP"** means British Pound Sterling.

**"Reference Price"** means, in respect of any relevant day, the official closing price of the Share on the Exchange on such day, as determined by the Calculation Agent.

**"Reference Price (Initial)"** means GBP 23.395, being the Reference Price of the Share on the Initial Valuation Date, as determined by the Calculation Agent.

**"Trigger Level"** means, in respect of each Valuation Date, an amount equal to GBP 23.395, being 100 per cent. (100%) of the Reference Price (Initial), as determined by the Calculation Agent.

- (ii) Automatic Early Redemption Date(s): The Automatic Early Redemption Dates shall be each date as set forth in the "Relevant Date Table" in Schedule 2 hereto, in the column entitled "Automatic Early Redemption Date" (each, a **"Scheduled Automatic Early Redemption Date"**), or, in each case, if later, the tenth Business Day following the Valuation Date scheduled to fall on the Scheduled Valuation Date immediately preceding such Scheduled Automatic Early Redemption Date.

The adjustments referred in the definition of "Automatic

Early Redemption Date" in Share Linked Condition 8 (*Definitions*) shall not apply.

- (iii) Automatic Early Redemption Amount: In respect of each Note 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 *product* of (i) the Specified Denomination, *multiplied* by (ii) the Automatic Early Redemption Value corresponding to such Applicable Date, as determined by the Calculation Agent.

Where "**Automatic Early Redemption Value**" means, in respect of each Applicable Date, the percentage amount (expressed as a decimal amount for the purposes of calculation, such that, for example, 117.25% shall be 1.1725) as set forth in the "Relevant Date Table" in Schedule 2 hereto, in the column entitled "Automatic Early Redemption Value", in the row corresponding to the date (specified in the column entitled "Valuation Date") on which such Applicable Date is scheduled to fall.

- (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 or other variable-linked:

- (i) Underlying Asset(s): The Share (as defined in paragraph 38 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 other variable:
- Unless an Automatic Early Redemption Event has occurred on an 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), (ii) or (iii) below, as applicable:
- (i) if the Reference Price (Final) is equal to or greater than the Final Trigger Level, an amount in the Specified Currency equal to the *product* of (a) the Specified Denomination, *multiplied* by (b) 2.725, being ZAR 2,725; or
- (ii) if the Reference Price (Final) is less than the Final Trigger Level but equal to or greater than the

Barrier Level, an amount in the Specified Currency equal to the Specified Denomination, i.e., ZAR 1,000; or

- (iii) if the Reference Price (Final) is less than the Barrier Level, an amount in the Specified Currency determined by the Calculation Agent in accordance with the following formula:

$$SD \times \frac{\text{Reference Price (Final)}}{\text{Reference Price (Initial)}}$$

Where:

**"Barrier Level"** means GBP 16.3765, being equal to 70 per cent. (70%) of the Reference Price (Initial), as determined by the Calculation Agent.

**"Final Trigger Level"** means GBP 23.395, being equal to 100 per cent. (100%) of the Reference Price (Initial), as determined by the Calculation Agent.

**"Reference Price (Final)"** means the Dividend Adjusted Price of the Share on the Final Valuation Date, as determined by the Calculation Agent.

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

- (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 other variable is impossible or impracticable or otherwise disrupted: See paragraph 38 below.
- (iv) Minimum Redemption Amount: Not Applicable.
- (v) Maximum Redemption Amount: Not Applicable.
- 33. **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.
- 35. **Physical Settlement:** Not Applicable.
- 36. **Non-scheduled Early Repayment Amount:** Fair Market Value
  - Adjusted for Issuer Expenses and Costs: Applicable.

**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 / OTHER VARIABLE LINKED NOTE**

37. **Type of Notes:** The Notes are Share Linked Notes – the Share Linked Conditions are applicable, subject to the terms herein.
38. **Share Linked Notes:** Applicable.
- (i) Single Share or Share Basket: Single Share.
  - (ii) Name of Share(s): The ordinary shares of British American Tobacco plc. (*Bloomberg page: BATS LN Equity; Reuters screen: BATS.L; ISIN: GB0002875804*) (the "**Share**" or "**Underlying Asset**").  
  
See the Annex (*Information relating to the Underlying Asset*) hereto for an indication where information about the past and the further performance of the Underlying Asset and its volatility can be obtained.
  - (iii) Exchange(s): London Stock Exchange.
  - (iv) Related Exchange(s): All Exchanges.
  - (v) Options Exchange: Related Exchange.
  - (vi) Valuation Time: As specified in Share Linked Condition 8 (*Definitions*).
  - (vii) Market Disruption Events: As specified in Share Linked Condition 8 (*Definitions*).
  - (viii) Single Share and Reference Dates – Consequences of Disrupted Days: Applicable – as specified in Share Linked Condition 1.1 (*Single Share and Reference Dates*).
  - (a) Maximum Days of Disruption: As specified in Share Linked Condition 8 (*Definitions*).
  - (b) No Adjustment: Not Applicable.
  - (ix) Single Share and Averaging Reference Dates – Consequences of Disrupted Days: Not Applicable.
  - (x) Share Basket and Reference Dates – Basket Valuation (Individual Scheduled Trading Day and Individual Disrupted Day): Not Applicable.
  - (xi) Share Basket and Averaging Reference Dates – Basket Valuation (Individual Scheduled Trading Day and Individual Disrupted Day): Not Applicable.
  - (xii) Share Basket and Reference Dates – Basket Valuation (Common Scheduled Trading Day but Individual



Disrupted Day):

- (xiii) Share Basket and Reference Dates – Not Applicable.  
Basket Valuation (Common  
Scheduled Trading Day and Common  
Disrupted Day):
- (xiv) Fallback Valuation Date: Not Applicable.
- (xv) Observation Period: Not Applicable.
- (xvi) Change in Law: Applicable.
- (xvii) Extraordinary Event – Share Substitution: Applicable.
- (xviii) Additional Disruption Events: Not Applicable.
- (xix) Correction of Share Price: Applicable.
- (xx) Correction Cut-off Date: Applicable – in respect of the Share, and:
  - (i) the Initial Valuation Date and each Valuation Date (other than the Final Valuation Date), the second Business Day prior to the Automatic Early Redemption Date falling immediately after such date; and
  - (ii) the Final Valuation Date, the second Business Day prior to the Maturity Date.
- (xxi) Depositary Receipts Conditions: Not Applicable.
- (xxii) Dividend Amount Conditions: Not Applicable.
- 39. **Index Linked Notes:** Not Applicable.
- 40. **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.
- 43. **Inflation Linked Notes:** Not Applicable.
- 44. **Total/Excess Return Credit Index Linked Notes:** Not Applicable.
- 45. **Credit Linked Notes:** Not Applicable.
- 46. **PSL Notes:** Not Applicable.

47. **Other Variable Linked Notes:** Not Applicable.

#### GENERAL PROVISIONS APPLICABLE TO THE NOTES

48. **FX Disruption Event / FX Linked Conditions Disruption Event / CNY FX Disruption Event:** FX Disruption Event is applicable – General Note Condition 15 shall apply.

49. **Hedging Disruption:** Applicable.

50. **Additional Business Centre(s):** TARGET.

51. **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.

52. **Additional Financial Centre(s) or other special provisions relating to Payment Business Days:** TARGET.

53. **Principal Financial Centre:** Non-Default Principal Financial Centre is applicable, the Principal Financial Centre in relation to ZAR is Johannesburg.

54. **Details relating to Instalment Notes: amount of each instalment date on which each payment is to be made:** Not Applicable.

55. **Minimum Trading Number:** One Note.

56. **Permitted Trading Multiple:** One Note.

57. **Date approval for issuance of Notes obtained:** Not Applicable.

58. **Other terms or special conditions:** Applicable – see Schedule 1 (*Other Applicable Terms*) hereto.

59. **Governing Law:** English law.

60. **Calculation Agent:** Goldman Sachs International.

#### DISTRIBUTION

61. **Method of distribution:** Non-syndicated.

(i) If syndicated, names and addresses of Managers and underwriting commitments: Not Applicable.

(ii) Date of Subscription Agreement: Not Applicable.

- (iii) Stabilising Manager(s) (if any): Not Applicable.
- (iv) If non-syndicated, name of 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.
- 62. **Additional selling restrictions:** Not Applicable.
- 63. (i) **Prohibition of Sales to EEA Retail Investors:** Applicable.
- (ii) **Prohibition of Sales to UK Retail Investors:** Applicable.
- 64. **Prohibition of Offer to Private Clients in Switzerland:** Applicable.
- 65. **Supplementary Provisions for Belgian Securities:** Not Applicable.
- 66. **Swiss Public Offer requiring a Prospectus:** No.
- 67. **Admission to trading of Securities in Switzerland:** No.

**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 305,000,000 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 2,700,000,000 during the current financial year ending December 31, 2024.

**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 and Goldman Sachs Finance Corp International Ltd.

**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 where applicable, section 19 of the 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 Issuer's latest audited annual financial statements. 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.

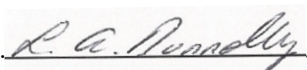
Signed on behalf of Goldman Sachs International:

By:  .....

Duly authorised

Name: Nirubhan Pathmanabhan

Date: 13 February 2024

By:  .....

Duly authorised

Name: Lisa Donnelly

Date: 13 February 2024

## 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 AND ESTIMATED NET AMOUNT OF PROCEEDS

- |  |                 |
|--|-----------------|
| (i) Reasons for the issue:             | Not Applicable. |
| (ii) Estimated net amount of proceeds: | Not Applicable. |

### 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").
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Delivery:	Delivery against payment.
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Names and addresses of additional Paying Agent(s) (if any):	Not Applicable.
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Operational contact(s) for Fiscal Agent:	eq-sd-operations@gs.com.
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Intended to be held in a manner which would allow Eurosystem eligibility:	No.
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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. | <b>South African Paying Agent:</b>                             | The Standard Bank of South Africa Limited, acting through its Corporate and Investment Banking division                     |
| 2. | <b>South African Transfer Agent:</b>                           | Computershare Investor Services Proprietary Limited   |
| 3. | <b>South African Issuer Agent:</b>                             | The Standard Bank of South Africa Limited, acting through its Corporate and Investment Banking division                     |
| 4. | <b>Applicable Credit Rating:</b>                               | Standard & Poor's: "A+" as of April 26, 2023<br>Moody's: "A1" as of August 10, 2023<br>Fitch: "A+" as of September 15, 2023 |
| 5. | <b>Date of the JSE approval of the JSE Placement Document:</b> | October 31, 2023  |
| 6. | <b>Exchange Control Approval:</b>                              | Yes   |

## SCHEDULE 1

### OTHER APPLICABLE TERMS

#### 1. Determination of the Dividend Adjusted Price

The "**Dividend Adjusted Price**" shall be, in respect of each Valuation Date, an amount determined by the Calculation Agent in accordance with the following formula:

$$\text{Max}\{0; [\text{RP}(t) + \text{AADA}(t) - \text{APDA}(t)]\}$$

#### 2. Definitions

For these purposes, the following words and expressions shall have the following meanings:

"**AADA(t)**" or "**Aggregate Actual Dividend Amount (t)**" means, in respect of a Valuation Date and the Dividend Period ending on (and including) such Valuation Date, the *aggregate* of each Actual Dividend Amount corresponding to such Dividend Period, as determined by the Calculation Agent.

"**Actual Dividend Amount**" means, in respect of each Valuation Date and the corresponding Dividend Period for such Valuation Date and subject to the provisions in paragraph 3 (*Dividend Adjustment*) of this Schedule 1 below, each (i) Gross Cash Dividend and/or (ii) Gross Cash Equivalent Dividend declared by the Share Issuer to any holder of record of a single share of such Share on the relevant record date in respect of such Gross Cash Dividend and/or Gross Cash Equivalent Dividend, where the Ex-Dividend Date for such Gross Cash Dividend and/or Gross Cash Equivalent Dividend falls in such Dividend Period, provided that:

- (a) if holders of record of the Share may elect between receiving a Gross Cash Dividend or a Gross Cash Equivalent Dividend for an Ex-Dividend Date, the Actual Dividend Amount for such Ex-Dividend Date shall be deemed to be the Gross Cash Dividend; and
- (b) where any Gross Cash Dividend and/or Gross Cash Equivalent Dividend is declared in a currency other than ZAR or determined to have a value in a currency other than ZAR (the "**Dividend Currency**" for such Gross Cash Dividend and/or Gross Cash Equivalent Dividend), then the Actual Dividend Amount for such Valuation Date shall be such amount determined by the Calculation Agent to be such Gross Cash Dividend and/or Gross Cash Equivalent Dividend converted into ZAR at a rate equal to the FX Rate in respect of such Dividend Currency on the Ex-Dividend Date for such Gross Cash Dividend and/or Gross Cash Equivalent Dividend.

"**APDA(t)**" or "**Aggregate Pre-Defined Decrement Amount (t)**" means, in respect of a Valuation Date and the Dividend Period ending on (and including) such Valuation Date, the *aggregate* of the Pre-Defined Decrement Amount for each Pre-Defined Ex-Decrement Date falling in such Dividend Period, as determined by the Calculation Agent.

"**Applicable Authority**" means any applicable authority having power to tax in respect of any dividends, as determined by the Calculation Agent.

"**Dividend Period**" means, in respect of the Share and each Valuation Date, the period commencing on (but excluding) the Initial Valuation Date and ending on (and including) such Valuation Date.

"**Ex-Dividend Date**" means, in respect of the Share and any amount in cash declared as a dividend by the Share Issuer of the Share or any stock dividend declared by the Share Issuer of the Share, the date on which such Share has commenced trading ex-dividend such dividend on the Exchange, as determined by the Calculation Agent.



**"Extraordinary Dividend"** means, in respect of the Share, any amount in cash or shares per such Share which the Calculation Agent determines and characterises to be an extraordinary dividend.

**"FX Rate"** means, in respect of any relevant Dividend Currency and any relevant day, the official mid exchange rate (expressed as the number of units of such Dividend Currency per ZAR 1.00), published by Refinitiv Benchmark Services Limited at or around 4:00 p.m., London time, on such day on the relevant Reuters screen, as determined by the Calculation Agent, provided that if such exchange rate is not published on, or cannot be obtained from, such Reuters screen, then such FX Rate shall be such rate as determined by the Calculation Agent, acting in good faith and in a commercially reasonable manner.

**"Gross Cash Dividend"** means, in respect of the Share, any amount in cash per share of the Share declared by the Share Issuer, before the withholding or deduction of taxes at the source by or on behalf of any Applicable Authority, and shall exclude:

- (i) any imputation or other credits, refunds or deductions granted by an Applicable Authority (the **"Credits"**);
- (ii) any taxes, credits, refunds or benefits imposed, withheld, assessed or levied on the Credits; and
- (iii) any Extraordinary Dividend.

**"Gross Cash Equivalent Dividend"** means, in respect of the Share, any amount per share of the Share equal to the cash value of any stock dividend (whether or not such stock dividend comprises of shares of the Share) declared by the Share Issuer of the Share, provided that:

- (i) if the Share Issuer does not declare a cash value for such dividend, the Gross Cash Equivalent Dividend shall be an amount determined by the Calculation Agent on the basis of the closing price of the share comprising such stock dividend as published by the relevant primary exchange of such share on the Ex-Dividend Date (the **"Stock Dividend Closing Price"**);
- (ii) if the Stock Dividend Closing Price is not available for any reason, the Gross Cash Equivalent Dividend shall be determined by the Calculation Agent, acting in good faith and in a commercially reasonable manner; and
- (iii) the Gross Cash Equivalent Dividend shall exclude any Extraordinary Dividend.

**"Max"** followed by a series of amounts (or values) inside brackets, means whichever is the greater of the amounts (or values) separated by a semi-colon inside those brackets.

**"Pre-Defined Decrement Amount"** means, in respect of the Share and each Pre-Defined Ex-Decrement Date, the amount set forth in the "Pre-Defined Decrement Table" in paragraph 4 of this Schedule 1 below, in the column entitled "Pre-Defined Decrement Amount", in the row corresponding to the date on which such Pre-Defined Ex-Decrement Date is scheduled to fall.

**"Pre-Defined Ex-Decrement Date"** means each date set forth in the "Pre-Defined Decrement Table" in paragraph 4 of this Schedule 1 below, in the column entitled "Pre-Defined Ex-Decrement Date", or, if such day is not a Scheduled Trading Day, the next following Scheduled Trading Day.

**"RP(t)" or "Reference Price (t)"** means, in respect of each Valuation Date, the Reference Price (as defined in paragraph 31(i) of the Contractual Terms above) of the Share on such Valuation Date, as determined by the Calculation Agent.

**"Share Issuer"** means British American Tobacco plc.

### 3. Dividend Adjustment

If, in respect of any Valuation Date, the corresponding Dividend Period for such Valuation Date, and any Actual Dividend Amount for such Valuation Date, a Dividend Adjustment Event occurs prior to the payment date determined by reference to such Valuation Date, then such Actual Dividend Amount may be adjusted by the Calculation Agent, acting in good faith and in a commercially reasonable manner, to reflect such Dividend Adjustment Event, and any determination in respect of such Valuation Date and such payment date shall be based on such adjusted Actual Dividend Amount.

**HOLDERS SHOULD NOTE THAT, IF ANY SUCH ADJUSTMENT OCCURS, THEN SUCH ACTUAL DIVIDEND AMOUNT IS LIKELY TO BE ADJUSTED TO ZERO.**

Where:

"**Actual Dividend**" means, in respect of any Actual Dividend Amount, the amount actually paid or delivered by the Share Issuer of the Share to holders of record of the Share in respect of such Actual Dividend Amount, as determined by the Calculation Agent.

"**Dividend Adjustment Event**" means, in respect of each Valuation Date, the corresponding Dividend Period for such Valuation Date, and any Actual Dividend Amount for such Valuation Date (and a Dividend Adjustment Event shall be deemed to have occurred if):

- (i) the Actual Dividend corresponding to such Actual Dividend Amount is different from such Actual Dividend Amount; or
- (ii) the Share Issuer of the Share declares an intention to adjust such Actual Dividend Amount,

in each case, as determined by the Calculation Agent. The determination of a Dividend Adjustment Event shall be prior to the application of paragraph (b) of the proviso to the definition of "Actual Dividend Amount" in paragraph 2 of this Schedule 1.

### 4. Pre-Defined Decrement Table

Pre-Defined Ex-Decrement Date	Pre-Defined Decrement Amount
March 21, 2024	GBP 0.5772
July 11, 2024	GBP 0.5772
September 26, 2024	GBP 0.5772
December 19, 2024	GBP 0.5772
March 20, 2025	GBP 0.5772
July 10, 2025	GBP 0.5772
September 25, 2025	GBP 0.5772
December 18, 2025	GBP 0.5772
March 19, 2026	GBP 0.5772
July 9, 2026	GBP 0.5772
September 24, 2026	GBP 0.5772
December 17, 2026	GBP 0.5772
March 18, 2027	GBP 0.5772
July 8, 2027	GBP 0.5772

Pre-Defined Ex-Decrement Date	Pre-Defined Decrement Amount
September 23, 2027	GBP 0.5772
December 16, 2027	GBP 0.5772
March 16, 2028	GBP 0.5772
July 10, 2028	GBP 0.5772
September 25, 2028	GBP 0.5772
December 18, 2028	GBP 0.5772

## SCHEDULE 2

Relevant Date Table		
Valuation Date	Automatic Early Redemption Date	Automatic Early Redemption Value
August 1, 2024	August 16, 2024	117.25%
February 3, 2025	February 17, 2025	134.50%
August 1, 2025	August 15, 2025	151.75%
February 2, 2026	February 16, 2026	169.00%
August 3, 2026	August 18, 2026	186.25%
February 1, 2027	February 15, 2027	203.50%
August 2, 2027	August 17, 2027	220.75%
February 1, 2028	February 15, 2028	238.00%
August 1, 2028	August 16, 2028	255.25%
February 1, 2029	Not Applicable	Not Applicable

## **ANNEX**

### **INFORMATION RELATING TO THE UNDERLYING ASSET**

Information on the Share and the issuer of the Share may be obtained from: <https://www.bat.com/#> (but the information appearing on such website does not form part of this Pricing Supplement).

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

The Offering Circular dated November 17, 2023 has been supplemented by the following Supplement(s):

<b>Supplement(s)</b>	<b>Date</b>
Supplement No. 1	December 14, 2023