



Goldman Sachs International Bank
Johannesburg Branch

Pillar 3 Disclosures

For the period ended September 30, 2024

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Pillar 3 Disclosures**Introduction****Overview**

Goldman Sachs International Bank Johannesburg Branch (the branch) is a branch of Goldman Sachs International Bank (the head office) and is incorporated and domiciled in the Republic of South Africa.

Goldman Sachs International Bank (GSIB) is a UK-domiciled bank involved in lending and deposit-taking activities, securities lending, and a primary dealer for UK government bonds.

The branch's ultimate parent undertaking and controlling entity is The Goldman Sachs Group, Inc. (Group Inc.), a Delaware corporation, which together with its consolidated subsidiaries (collectively, the firm), is a leading global financial institution that delivers a broad range of financial services to a large and diversified client base that includes corporations, financial institutions, governments and individuals. When we use the terms "Goldman Sachs" and "the firm", we mean Group Inc. and its consolidated subsidiaries and when we use the terms "the branch", "we", "us" and "our", we mean Goldman Sachs International Bank Johannesburg Branch.

The Board of Governors of the Federal Reserve System is the primary regulator of Group Inc., a bank holding company (BHC) under the U.S. Bank Holding Company Act of 1956 and a financial holding company under amendments to this Act. The firm is subject to consolidated regulatory capital requirements which are calculated in accordance with the regulations of the FRB (Capital Framework).

The Capital requirements are expressed as risk-based capital and leverage ratios that compare measures of regulatory capital to risk-weighted assets (RWAs), on and off-balance-sheet exposures. Failure to comply with these capital requirements could result in restrictions being imposed by our regulators and could limit our ability to repurchase shares, pay dividends and make certain discretionary compensation payments. The branch's capital levels are also subject to qualitative judgements by the regulators about components of capital, risk weightings and other factors.

For information on Group Inc.'s financial statements and regulatory capital ratios, please refer to the firm's most recent Quarterly Pillar 3 Disclosures and Quarterly Report on Form 10-Q. References to the "Quarterly Report on Form 10-Q" are to the firm's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2024.

<https://www.goldmansachs.com/investor-relations/financials/other-information/2024/3q-pillar3-2024.pdf>

<https://www.goldmansachs.com/investor-relations/financials/10q/2024/third-quarter-2024-10-q.pdf>

This quarterly disclosure for the branch has been prepared for the three-month period ended September 30, 2024, in line with the accounting reference date for GSIB. All references to September 2024 refer to the three-month period ended thereof, or the date, as the context requires, September 30, 2024.

The branch is supervised by the Prudential Authority (PA) of the South African Reserve Bank (SARB) and as such is subject to minimum capital adequacy standards. Quarterly disclosures are prepared in accordance with the Basel Committee on Banking Supervision (BCBS)'s revised pillar 3 disclosure requirements, and the SARB Directive 1 of 2019 issued in terms of section 6(6) of the Banks Act No. 94 of 1990 and Regulation 43(1) of the regulations relating to banks.

Measures of exposures and other metrics disclosed in this report may not be based on International Financial Reporting Standards (IFRS), may not be directly comparable to measures reported in financial statements, and may not be comparable to similar measures used by other companies or branches. These disclosures are not required to be, and have not been, audited by our independent auditors.

Definition of Risk-Weighted Assets

The risk weights used in the calculation of RWAs reflect an assessment of the riskiness of our assets and exposures. These risk weights are based on predetermined levels set by regulators. The relationship between available capital and capital requirements can be expressed in the form of a capital ratio.

Regulatory Development

The branch's businesses are subject to extensive regulation and supervision. Regulations have been adopted or are being considered by regulators and policy-makers worldwide.

Given that many of the new and proposed rules are highly complex, the full impact of regulatory reform will not be known until the rules are implemented and market practices develop under final South African regulations.

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In August and September 2022, the PA published initial proposed requirements implementing Basel III standards. The proposed rules set a floor on internally developed capital requirements at a percentage of the capital requirements under the standardised approach (known as the “output floor”). They also revised the standardised and model-based approaches for credit risk, updated the leverage exposure measure definition for the leverage ratio and provided a new standardised approach for operational risk capital, as well as the revised framework for market risk and credit valuation adjustment (CVA) risk capital. In September 2024, the PA published a new consultation making additional amendments to the initial proposals, which are yet to be finalised. The proposed effective date is July 1, 2025.

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Capital Framework

Capital Structure

For regulatory capital purposes, the total available capital has the following components:

- Common Equity Tier 1 capital (CET1), which is comprised of endowment capital from GSIB and retained earnings, after giving effect to deductions for disallowed items and other adjustments;
- Tier 1 capital which is comprised entirely of CET1 capital and no other qualifying capital instruments for GSIBJB; and
- Tier 2 capital, which is not currently applicable for GSIBJB.

Certain components of our regulatory capital are subject to regulatory limits and restrictions under the rules. In general, to qualify as Tier 1 or Tier 2 capital, an instrument must be fully paid and unsecured. A qualifying Tier 1 or Tier 2 capital instrument must also be subordinated to all senior indebtedness of the organisation.

Regulatory Capital Ratios

The risk-based capital requirements are expressed as capital ratios that compare measures of regulatory capital to RWAs. The CET1 ratio is calculated as CET1 divided by RWAs. The Tier 1 capital ratio is defined as Tier 1 capital divided by RWAs. The Total capital ratio is defined as Total capital divided by RWAs.

Compliance with Capital Requirements

As of September 30, 2024, the branch had capital levels in excess of its minimum regulatory capital requirements.

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Key Prudential metrics and overview of RWA

The table below provides an overview of the branch's prudential regulatory position as measured by key regulatory metrics as at September 30, 2024, June 30, 2024, March 31, 2024, December 31, 2023 and September 30, 2023.

Table 1: Key Metrics (KM1)

	Sep 24	Jun 24	Mar 24	Dec 23	Sep 23
	R'm	R'm	R'm	R'm	R'm
Available capital (amounts)					
1	Common Equity Tier 1 (CET1)	1,120	1,120	1,120	1,120
1a	Fully loaded ECL accounting model CET1	-	-	-	-
2	Tier 1	1,120	1,120	1,120	1,120
2a	Fully loaded ECL accounting model Tier 1	-	-	-	-
3	Total capital	1,120	1,120	1,120	1,120
3a	Fully loaded ECL accounting model total capital	-	-	-	-
Risk-weighted assets (amounts)					
4	Total risk-weighted assets (RWA)	605	646	675	719
Risk-based capital ratios as a percentage of RWA¹					
5	Common Equity Tier 1 ratio (%)	185.2%	173.3%	165.9%	155.8%
5a	Fully loaded ECL accounting model CET1 (%)	-	-	-	-
6	Tier 1 ratio (%)	185.2%	173.3%	165.9%	155.8%
6a	Fully loaded ECL accounting model Tier 1 ratio (%)	-	-	-	-
7	Total capital ratio (%)	185.2%	173.3%	165.9%	155.8%
7a	Fully loaded ECL accounting model total capital ratio (%)	-	-	-	-
Additional CET1 buffer requirements as a percentage of RWA					
8	Capital conservation buffer requirement (2.5% from 2019) (%)	2.5%	2.5%	2.5%	2.5%
9	Countercyclical buffer requirement (%)	0.0%	0.0%	0.0%	0.0%
10	Bank D-SIB additional requirements (%)	0.0%	0.0%	0.0%	0.0%
11	Total of bank CET1 specific buffer requirements (%) (row 8 + row 9+ row 10)	2.5%	2.5%	2.5%	2.5%
12	CET1 available after meeting the bank's minimum capital requirements (%)	173.7%	161.8%	154.4%	144.3%
Basel III Leverage Ratio					
13	Total Basel III leverage ratio measure	2,659	2,642	2,825	2,919
14	Basel III leverage ratio (%) (row 2/row 13)	42.1%	42.4%	39.6%	38.4%
14a	Fully loaded ECL accounting model Basel III leverage ratio (%) (row 2A/row 13)	-	-	-	-
Liquidity Coverage Ratio					
15	Total HQLA	1,829	1,798	1,798	1,814
16	Total net cash outflow	65	77	105	218
17	LCR ratio (%)	2,815%	2,382%	1,837%	1,269%
Net Stable Funding Ratio					
18	Total available stable funding	2,295	2,207	2,323	2,267
19	Total required stable funding	333	358	455	406
20	NSFR ratio (%)	690%	617%	510%	558%

1. GSIBJB total capital ratio increased from 173.3% in June 2024 to 185.2% in September 2024 driven by decreased credit risk exposures.

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RWAs are calculated based on measures of credit risk, market risk and operational risk. The tables below represent a summary of the RWAs and capital requirements by type as at September 30, 2024 and June 30, 2024.

Table 2: Overview of RWA (OV1)

	RWA		Minimum capital requirements (8%)
	Sep 2024	Jun 2024	Sep 2024
	R'm	R'm	R'm
1 Credit risk (excluding counterparty credit risk)	121	165	10
2 Of which: standardised approach (SA)	121	165	10
3 Of which: foundation internal ratings-based (F-IRB) approach	-	-	-
4 Of which: supervisory slotting approach	-	-	-
5 Of which: advanced internal ratings-based (A-IRB) approach	-	-	-
6 Counterparty credit risk (CCR)	70	85	6
7 Of which: standardised approach for counterparty credit risk	70	85	6
8 Of which: Internal Model Method (IMM)	-	-	-
9 Of which: other CCR	-	-	-
10 Credit valuation adjustment (CVA)	60	48	5
11 Equity positions under the simple risk weight approach	-	-	-
12 Equity investments in funds - look-through approach	-	-	-
13 Equity investments in funds - mandate-based approach	-	-	-
14 Equity investments in funds - fall-back approach	-	-	-
15 Settlement risk	-	-	-
16 Securitisation exposures in the banking book	-	-	-
17 Of which: securitisation internal ratings-based approach (SEC-IRBA)	-	-	-
18 Of which: securitisation external ratings-based approach (SEC-ERBA), including internal assessment approach	-	-	-
19 Of which: securitisation standardised approach (SEC-SA)	-	-	-
20 Market risk	4	2	0
21 Of which: standardised approach (SA)	4	2	0
22 Of which: internal model approaches (IMA)	-	-	-
23 Capital charge for switch between trading book and banking book	-	-	-
24 Operational risk	321	321	26
25 Amounts below thresholds for deduction (subject to 250% risk weight)	29	25	2
26 Aggregate capital floor applied	-	-	-
27 Floor adjustment (before application of transitional cap)	-	-	-
28 Floor adjustment (after application of transitional cap)	-	-	-
29 Total (1+6+10+11+12+13+14+15+16+20+23+24+25+28)	605	646	49

GSIBJB RWAs decreased from R646mn in June 2024 to R605mn in September 2024 driven by decreased credit risk exposures as a result of lower cash at bank.

Pillar 3 Disclosures**Leverage Ratio**

The branch is required to monitor and disclose its leverage ratio that compares Tier 1 capital to a measure of leverage exposure, defined as the sum of certain assets plus certain off-balance-sheet exposures, less Tier 1 capital deductions.

The table below presents information about the branch's leverage ratio.

Table 3: Summary Comparison of Accounting Assets vs Leverage Ratio Exposure (LR1)

		Sep 2024
		R'm
1	Total consolidated assets as per the BA 900	2,608
2	Adjustment for investments in banking, financial, insurance or commercial entities that are consolidated for accounting purposes but outside the scope of regulatory consolidation	-
3	Adjustment for securitised exposures that meet the operational requirements for the recognition of risk transference	-
4	Adjustments for temporary exemption of central bank reserves (if applicable)	-
5	Adjustment for fiduciary assets recognised on the balance sheet pursuant to the operative accounting framework but excluded from the leverage ratio exposure measure	-
6	Adjustments for regular-way purchases and sales of financial assets subject to trade date accounting	-
7	Adjustments for eligible cash pooling transactions	-
8	Adjustments for derivative financial instruments	211
9	Adjustment for securities financing transactions (ie repos and similar secured lending)	-
10	Adjustment for off-balance sheet items (ie conversion to credit equivalent amounts of off-balance sheet exposures)	-
11	Adjustments for prudent valuation adjustments and specific and general provisions which have reduced Tier 1 capital	-
12	Other adjustments	(160)
13	Leverage ratio exposure measure	2,659

Pillar 3 Disclosures**Table 4: Leverage Ratio (LR2)**

		Sep 2024	Jun 2024
		R'm	R'm
On-balance sheet exposures			
1	On-balance sheet exposures (excluding derivatives and securities financing transactions (SFTs), but including collateral)	2,448	2,451
2	(Asset amounts deducted in determining Basel III Tier 1 capital)	-	-
3	Total on-balance sheet exposures (excluding derivatives and SFTs) (sum of row 1 and 2)	2,448	2,451
Derivative exposures			
4	Replacement cost associated with all derivatives transactions (where applicable net of eligible cash variation margin and/or with bilateral netting)	104	59
5	Add-on amounts for PFE associated with all derivatives transaction	107	132
6	Gross-up for derivatives collateral provide where deducted from the balance sheet assets pursuant to the operative accounting framework	-	-
7	(Deductions of receivable assets for cash variation margin provided in derivatives transactions)	-	-
8	(Exempted CCP leg of client-cleared trade exposures)	-	-
9	Adjusted effective notional amount of written credit derivatives	-	-
10	(Adjusted effective notional offsets and add-on deductions for written credit derivatives)	-	-
11	Total derivative exposures (sum of rows 4 to 10)	211	191
Securities financing transactions			
12	Gross SFT assets (with no recognition of netting), after adjusting for sale accounting transaction	-	-
13	(Netted amounts of cash payables and cash receivables of gross SFT assets)	-	-
14	CCR exposure for SFT assets	-	-
15	Agent transaction exposures	-	-
16	Total securities financing transaction exposures (sum of rows 12 to 15)	-	-
Other off-balance sheet exposures			
17	Off-balance sheet exposure at gross notional amount	-	-
18	(Adjustments for conversion to credit equivalent amounts)	-	-
19	Off-balance sheet items (sum of rows 17 and 18)	-	-
Capital and total exposures			
20	Tier 1 capital	1,120	1,120
21	Total exposures (sum of rows 3, 11, 16 and 19)	2,659	2,642
Leverage ratio			
22	Basel III leverage ratio	42.1 %	42.4 %

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Liquidity Risk

Table 5: Liquidity Coverage Ratio (LIQ1)²

		Total unweighted value	Total weighted value
		(average)	(average)
		R'm	R'm
High-quality liquid assets			
1	Total HQLA		1,829
Cash outflows			
2	Retail deposits and deposits from small business customers, of which:	-	-
3	Stable deposits	-	-
4	Less stable deposits	-	-
5	Unsecured wholesale funding, of which:	-	-
6	Operational deposits (all counterparties) and deposits in networks of cooperative banks	-	-
7	Non-operational deposits (all counterparties)	-	-
8	Unsecured debt	-	-
9	Secured wholesale funding		-
10	Additional requirements, of which:	260	260
11	Outflows related to derivative exposures and other collateral requirements	260	260
12	Outflows related to loss of funding of debt products	-	-
13	Credit and liquidity facilities	-	-
14	Other contractual funding obligations	-	-
15	Other contingent funding obligations	-	-
16	TOTAL CASH OUTFLOWS		260
Cash inflows			
17	Secured lending (eg reverse repo)	-	-
18	Inflows from fully performing exposures	394	394
19	Other cash inflows	20	20
20	TOTAL CASH INFLOWS	414	414
		Total adjusted value	
21	Total HQLA		1,829
22	Total net cash outflows		65
23	Liquidity coverage ratio (%)³		2,815 %

GSIBJB average daily LCR increased from 2,382% in June 2024 to 2,815% in September 2024 driven by a decrease in Total net cash outflows and an increase in High quality liquid assets. Net cash outflows decrease was mainly driven by a decrease in outflows related to derivative exposures.

2. The quarterly average figures reported in the template above are based on 64 data points where applicable
3. The ratio reported in this row is calculated as average of the daily LCR's for the period and may not equal the calculation of ratio using component amounts reported in rows "Total high quality liquid assets" and "Total net cash outflows"

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Table 6: Net Stable Funding Ratio (LIQ2)

	Unweighted value by residual maturity				Weighted value R'm
	No maturity	<6 months	6 months to <1 year	≥1 year	
	R'm	R'm	R'm	R'm	
Available stable funding (ASF) item					
1 Capital:	1,120	-	-	-	1,120
2 Regulatory capital	1,120	-	-	-	1,120
3 Other capital instruments	-	-	-	-	-
4 Retail deposits and deposits from small business customers:	-	-	-	-	-
5 Stable deposits	-	-	-	-	-
6 Less stable deposits	-	-	-	-	-
7 Wholesale funding:	-	-	-	1,028	1,028
8 Operational deposits	-	-	-	-	-
9 Other wholesale funding	-	-	-	1,028	1,028
10 Liabilities with matching interdependent assets	-	-	-	-	-
11 Other liabilities:	-	119	-	181	147
12 NSFR derivative liabilities	-	-	-	34	-
13 All other liabilities and equity not included in the above categories	-	119	-	147	147
14 Total ASF					2,295
Required stable funding (RSF) item					
15 Total NSFR high-quality liquid assets (HQLA)	-	183	-	-	-
16 Deposits held at other financial institutions for operational purposes	66	-	-	-	33
17 Performing loans and securities:	396	227	376	1,059	143
18 Performing loans to financial institutions secured by Level 1 HQLA	-	227	376	1,059	84
19 Performing loans to financial institutions secured by non-Level 1 HQLA and unsecured performing loans to financial institutions	396	-	-	-	59
20 Performing loans to non-financial corporate clients, loans to retail and small business customers, and loans to sovereigns, central banks and PSEs, of which:	-	-	-	-	-
21 With a risk weight of less than or equal to 35%	-	-	-	-	-
22 Performing residential mortgages, of which:	-	-	-	-	-
23 With a risk weight of less than or equal to 35%	-	-	-	-	-
24 Securities that are not in default and do not qualify as HQLA, including exchange-traded equities	-	-	-	-	-
25 Assets with matching interdependent liabilities	-	-	-	-	-
26 Other assets:	-	-	-	157	157
27 Physical traded commodities, including gold	-	-	-	-	-
28 Assets posted as initial margin for derivative contracts and contributions to default funds of CCPs	-	-	-	-	-
29 NSFR derivative assets	-	-	-	-	-
30 NSFR derivative liabilities before deduction of variation margin posted	-	-	-	16	16
31 All other assets not included in the above categories	-	-	-	141	141
32 Off-balance sheet items	-	-	-	-	-
33 Total RSF					333
34 Net Stable Funding Ratio (%)					690 %

GSIBJB NSFR ratio increased from 617% in June 2024 to 690% in September 2024 driven by a decrease in Required stable funding and an increase in Available stable funding. Required stable funding decrease was driven by a decrease in deposits held at other institutions. Available stable funding increase was driven by an increase in other wholesale funding.

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Cautionary Note on Forward-Looking Statements

We have included in these disclosures, and our management may make, statements that may constitute “forward-looking statements.” Forward-looking statements are not historical facts or statements of current conditions, but instead represent only our beliefs regarding future events, many of which, by their nature, are inherently uncertain and outside our control. These statements may relate to, among other things, (i) our future plans and results, (ii) the objectives and effectiveness of our risk management and liquidity policies, and (iii) the effect of changes to the regulations, and our future status, activities or reporting under banking and financial regulation.

It is possible that our actual results and financial condition may differ, possibly materially, from the anticipated results and financial condition indicated in these forward-looking statements. The branch continues to analyse capital rules proposals and is subject to the risk that the final rules may differ from the proposed rules. In addition, important factors that could cause our actual results and financial condition to differ from those indicated in these statements include, among others, those discussed in “Risk Factors” in Part I, Item 1A in the firm’s 2023 Form 10-K.