

## EXECUTION VERSION

### **MiFID II product governance / Professional investors and ECPs target market**

The Corporation does not fall under the scope of application of the MiFID II package. Consequently, the Corporation does not qualify as an “investment firm”, “manufacturer” or “distributor” for the purposes of MiFID II. Solely for the purposes of the manufacturer’s product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients, each as defined in MiFID II; and (ii) all channels for distribution of the Notes are appropriate. Any person subsequently offering, selling or recommending the Notes (a “distributor”) should take into consideration the manufacturer’s target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer’s target market assessment) and determining appropriate distribution channels.

For the purposes of this provision, the expression “manufacturer” means the Dealer and the expression “MiFID II” means Directive 2014/65/EU, as amended.

### **UK MiFIR product governance / Professional investors and ECPs target market**

The Corporation does not fall under the scope of application of the UK MiFIR package. Consequently, the Corporation does not qualify as an “investment firm”, “manufacturer” or “distributor” for the purposes of UK MiFIR.

Solely for the purposes of the manufacturer’s product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook (“COBS”), and professional clients as defined in UK MiFIR; and (ii) all channels for distribution of the Notes are appropriate. Any person subsequently offering, selling or recommending the Notes (a “distributor”) should take into consideration the manufacturer’s target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer’s target market assessment) and determining appropriate distribution channels.

For the purposes of this provision, the expression “manufacturer” means the Dealer and the expression “UK MiFIR” means Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018.

**Final Terms dated 17 April 2024**



**International Finance Corporation**

Issue of

**GBP 70,000,000 5.500 per cent. Notes due 22 July 2026**

**(to be consolidated and form a single series with the existing GBP 600,000,000 5.500 per cent. Notes due 22 July 2026 issued on 24 July 2023, the GBP 100,000,000 5.500 per cent. Notes due 22 July 2026 issued on 24 August 2023 and the GBP 30,000,000 5.500 per cent. Notes due 22 July 2026 issued on 6 March 2024)**

under its

**Global Medium-Term Note Program**

**PART A – CONTRACTUAL TERMS**

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Prospectus dated 11 October 2021. This document constitutes the Final Terms of the Notes described herein and must be read in conjunction with the Prospectus dated 3 October 2023 and the information incorporated therein by reference (the “2023 Prospectus”) save in respect of the terms and conditions of the Notes with regard to which the Final Terms must be read in conjunction with the Terms and Conditions contained in the Prospectus dated 11 October 2021 (the “2021 Prospectus”). Full information on International Finance Corporation (the “Corporation”) and the offer of the Notes is only available on the basis of the combination of this Final Terms, the Terms and Conditions of the 2021 Prospectus and the 2023 Prospectus (excluding the Terms and Conditions of the 2023 Prospectus. The 2021 Prospectus and the 2023 Prospectus may be obtained (without charge) from the office of the Corporation at International Finance Corporation, 2121 Pennsylvania Avenue, N.W., Washington D.C., U.S.A. 20433 and are available for viewing at the website of the Corporation ([www.ifc.org](http://www.ifc.org)) and copies may be obtained from the website of the Luxembourg Stock Exchange ([www.luxse.com](http://www.luxse.com)).

**THE NOTES ARE NOT OBLIGATIONS OF ANY OTHER WORLD BANK GROUP ENTITY, INCLUDING THE INTERNATIONAL BANK FOR RECONSTRUCTION AND DEVELOPMENT AND THE INTERNATIONAL DEVELOPMENT ASSOCIATION, OR OF ANY GOVERNMENT.**

- |                                      |   |
|--------------------------------------|---|
| 1. Issuer:                           | International Finance Corporation   |
| 2. (i) Series Number:                | 2595  |
| (ii) Tranche Number:                 | 4   |
| 3. Specified Currency or Currencies: | Pound Sterling (“GBP”)  |
| 4. Aggregate Nominal Amount:         |   |
| (i) Series:                          | GBP 800,000,000   |
| (ii) Tranche:                        | GBP 70,000,000  |
| 5. Issue Price:                      | 101.935 per cent. of the Aggregate Nominal Amount (plus 270 days’ accrued interest) |

6.	(i) Specified Denominations:	GBP 1,000
	(ii) Calculation Amount:	GBP 1,000
7.	(i) Issue Date:	19 April 2024
	(ii) Interest Commencement Date:	24 July 2023
8.	Maturity Date:	22 July 2026
9.	Interest Basis:	5.500 per cent. Fixed Rate (further particulars specified below)
10.	Redemption/Payment Basis:	Redemption at par (further particulars specified below)
11.	Change of Interest or Redemption/Payment Basis:	Not Applicable
12.	Put/Call Options:	Not Applicable
13.	Status of the Notes:	Senior
14.	Method of distribution:	Non-syndicated

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

15.	Fixed Rate Note Provisions:	Applicable
	(i) Rate of Interest:	5.500 per cent. per annum payable annually in arrear
	(ii) Interest Payment Date(s):	22 July in each year, from and including 22 July 2024 to and including the Maturity Date
	(iii) Fixed Coupon Amount(s):	GBP 55.00 per Calculation Amount
	(iv) Broken Amount(s):	GBP 54.70 per Calculation Amount in relation to the Interest Payment Date falling on 22 July 2024
	(v) Day Count Fraction:	Actual/Actual (ICMA)
	(vi) Determination Dates:	22 July in each year
	(vii) Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
16.	Floating Rate Note Provisions:	Not Applicable
17.	Zero Coupon Note Provisions:	Not Applicable
18.	Index-Linked Note/other variable-linked interest Note Provisions:	Not Applicable
19.	Dual Currency Interest Note Provisions:	Not Applicable

**PROVISIONS RELATING TO REDEMPTION**

20.	Call Option:	Not Applicable
21.	Automatic Early Redemption:	Not Applicable
22.	Put Option:	Not Applicable
23.	Final Redemption Amount of each Note:	GBP 1,000 per Calculation Amount
	Capital at Risk Notes:	No
24.	Early Redemption Amount:	
	Early Redemption Amount(s) per Calculation Amount payable on event of default or other early redemption and/or the	GBP 1,000 per Calculation Amount

method of calculating the same (if required or if different from that set out in the Conditions):

#### **GENERAL PROVISIONS APPLICABLE TO THE NOTES**

25. Form of Notes:	Registered Notes: Global Certificate available on Issue Date
26. New Global Note (NGN):	No
27. Global Certificate held under the new safe-keeping structure (NSS):	No
28. Financial Centre(s) or other special provisions relating to payment dates:	London and New York
29. Talons for future Coupons or Receipts to be attached to Definitive Bearer Notes (and dates on which such Talons mature):	No
30. Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made:	Not Applicable
31. Details relating to instalment Notes: Instalment Amounts, Instalment Dates:	Not Applicable
32. Redenomination, renominalization and reconventioning provisions:	Not Applicable
33. Consolidation provisions:	Not Applicable
34. Additional terms:	Not Applicable
35. Governing law:	English

#### **DISTRIBUTION**

36. (i) If syndicated, names and addresses of Managers and underwriting commitments:	Not Applicable
(ii) Date of Terms Agreement:	17 April 2024
(iii) Stabilization Manager(s) (if any):	Not Applicable
37. If non-syndicated, name and address of Dealer:	Deutsche Bank AG, London Branch 21 Moorfields London EC2Y 9DB United Kingdom
38. Total commission and concession:	Not Applicable
39. Additional selling restrictions:	Not Applicable

**RESPONSIBILITY**

The Corporation accepts responsibility for the information contained in this Final Terms.

Signed on behalf of the Corporation:

By:

  
.....  
Duly authorized

## PART B – OTHER INFORMATION

### 1. LISTING

- (i) Listing: London
- (ii) Admission to trading: Application has been made for the Notes to be admitted to trading on London Stock Exchange plc's Main Market with effect from 19 April 2024.

### 2. RATINGS

- Ratings: The Notes to be issued are expected to be rated:  
S & P: AAA (Stable)  
Moody's: Aaa (Stable)

### 3. USE OF PROCEEDS

As specified in the Prospectus.

### 4. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save as discussed in "Plan of Distribution" in the Prospectus, so far as the Corporation is aware, no person involved in the offer of the Notes has an interest material to the offer.

### 5. OPERATIONAL INFORMATION

Intended to be held in a manner which would allow Eurosystem eligibility: No

No. Whilst the designation is specified as "no" at the date of these Final Terms, 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, and registered in the name of a nominee of one of the ICSDs acting 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.

ISIN Code: XS2655864655

Common Code: 265586465

Any clearing system(s) other than Euroclear Bank SA/NV, Clearstream Banking S.A. and The Depository Trust Company and the relevant identification number(s): Not Applicable

Delivery: Delivery against payment

Names and addresses of additional Paying Agent(s) (if any): Not Applicable

Names and addresses of any Exchange Agent(s) (other than the Global Agent) (if any): Not Applicable

### 6. GENERAL

Applicable TEFRA exemption: Not Applicable