

Series No.: 12

Tranche No.: 5



## International Finance Corporation

### Debt Issuance Programme

Issue of

**AUD150,000,000 4.25% Medium Term Notes due 21 August 2023 ("Notes")  
(to be consolidated and form a single Series with the Issuer's existing AUD200,000,000 4.25%  
Medium Term Notes due 21 August 2023, issued on 21 August 2013, AUD125,000,000 4.25%  
Medium Term Notes due 21 August 2023, issued on 30 October 2013, AUD150,000,000 4.25%  
Medium Term Notes due 21 August 2023, issued on 19 December 2013 and AUD300,000,000  
4.25% Medium Term Notes due 21 August 2023, issued on 10 September 2018)**

The date of this Pricing Supplement is 25 March 2020. This Pricing Supplement (as referred to in the Information Memorandum dated 7 August 2007 in relation to the above Programme ("**Information Memorandum**")) relates to the Tranche of Notes referred to above. It is supplementary to, and should be read in conjunction with, the Information Memorandum, the Note Deed Poll executed by the Issuer dated 7 August 2007 and the Confirmation Deed Poll executed by the Issuer dated 10 October 2008.

This Pricing Supplement does not constitute, and may not be used for the purposes of, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation, and no action is being taken to permit an offering of the Notes or the distribution of this Pricing Supplement in any jurisdiction where such action is required.

***The Notes are not required to be registered under the United States Securities Act of 1933, as amended. Accordingly, no registration statement has been filed with the U.S. Securities and Exchange Commission (the "Commission"). The Notes have not been approved or disapproved by the Commission or any State Securities Commission, nor has the Commission or any State Securities Commission passed upon the accuracy or adequacy of the Information Memorandum or this Pricing Supplement. Any representation to the contrary is a criminal offence in the United States. For a description of certain restrictions on offers and sales of Notes and on distribution of this Pricing Supplement and the Information Memorandum, see the section headed "Subscription and Sale" in the Information Memorandum.***

**Section 309B(1)(c) of the Securities and Futures Act (Chapter 289 of Singapore) notification** – The Notes are "prescribed capital markets products" (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018) and "Excluded Investment Products" (as defined in the Monetary Authority of Singapore ("**MAS**") Notice SFA04-N12: Notice on the sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

***The Issuer is not a bank which is authorised under the Banking Act 1959 of Australia. THE NOTES ARE NOT THE OBLIGATIONS OF THE INTERNATIONAL BANK FOR RECONSTRUCTION AND DEVELOPMENT OR OF ANY GOVERNMENT and, in particular, are not guaranteed by the Commonwealth of Australia or any other person or governmental agency or instrumentality of any jurisdiction.***

***The Notes do not represent deposits or other liabilities of the Arranger or any Dealer, nor does the Arranger or any Dealer in any way stand behind the capital value and/or the performance of the Notes. The holding of Notes is subject to investment risk, including possible delays in repayment and loss of income and principal invested.***

The particulars to be specified in relation to the Tranche of Notes referred to above are as follows:

- 1 Issuer** : International Finance Corporation
- 2 Type of Notes** : Australian Domestic Notes: 4.25% Fixed Rate
- 3 If to form a single Series with an existing Series, specify the existing Series and the date on which all Notes of the Series become fungible** : On the Issue Date, the Notes are to be consolidated and form a single Series with the Issuer's existing AUD200,000,000 4.25% Medium Term Notes due 21 August 2023, issued on 21 August 2013, AUD125,000,000 4.25% Medium Term Notes due 21 August 2023, issued on 30 October 2013, AUD150,000,000 4.25% Medium Term Notes due 21 August 2023, issued on 19 December 2013 and AUD300,000,000 4.25% Medium Term Notes due 21 August 2023, issued on 10 September 2018
- 4 Method of distribution** : Syndicated Issue
- 5 Lead Manager** : The Toronto-Dominion Bank ("TD")
- 6 Purchasing Dealer** : TD
- 7 Principal amount of Tranche** : AUD150,000,000
- 8 Issue Date** : 27 March 2020
- 9 Issue Price** : 111.382% of the principal amount (plus accrued interest of 0.409% of the principal amount)
- 10 Currency and denomination** : Denominations of AUD1,000. The minimum consideration payable when issued in Australia will be AUD500,000
- 11 Maturity Date** : 21 August 2023
- 12 Status of the Notes** : Senior, unsecured
- 13 If the Notes are Fixed Rate Notes** : Condition 6 applies: Yes
- Fixed Coupon Amount** : AUD21.25 per AUD1,000 in principal amount per Interest Payment Date
- Interest Rate** : 4.25% per annum
- Interest Commencement Date** : 21 February 2020
- Interest Payment Dates** : Semi-annually on 21 February and 21 August, commencing with a full first coupon payable on 21 August 2020 to and including the Maturity Date, subject to Business Day Convention
- Business Day Convention** : Following Business Day Convention (Unadjusted)
- Day Count Fraction** : RBA Bond Basis where:

**RBA Bond Basis** means one divided by the number of Interest Payment Dates in a year (or where the Calculation Period does not constitute an Interest Period, the actual number of days in the Calculation

Period divided by 365 (or, if the portion of the Calculation Period falls in a leap year, the sum of:

- (i) the actual number of days in that portion of the Calculation Period falling in a leap year divided by 366; and
- (ii) the actual number of days in that portion of the Calculation Period falling in a non-leap year divided by 365)).

<b>14</b>	<b>If the Notes are Floating Rate Notes</b>	:	Condition 7 applies: No
<b>15</b>	<b>Relevant Financial Centre</b>	:	Not applicable
<b>16</b>	<b>Linear Interpolation</b>	:	Not applicable
<b>17</b>	<b>If Notes are Structured Notes</b>	:	Condition 8 applies: No
<b>18</b>	<b>Amortisation Yield</b>	:	Not applicable
<b>19</b>	<b>If Notes are Instalment Notes</b>	:	Not applicable
<b>20</b>	<b>If Notes are Partly Paid Notes</b>	:	Not applicable
<b>21</b>	<b>Redemption Amount</b>	:	Outstanding principal amount
<b>22</b>	<b>Early Redemption Amount (Default)</b>	:	Redemption Amount plus interest accrued on each Note to (but excluding) the redemption date
<b>23</b>	<b>Additional or alternate newspapers</b>	:	Not applicable. Notices to be given in accordance with Condition 20.
<b>24</b>	<b>Other relevant terms and conditions</b>	:	<p><b>1. Business Days</b></p> <p>See the definition for Business Days under Condition 1.1, provided that the words "Washington DC" in that definition are deleted.</p> <p><b>2. Amendment to Condition 5.7(a)</b></p> <p>The following is inserted into Condition 5.7(a) as a new sub-paragraph (iii):</p> <p>"(iii) the transferee is not a "retail client" as that term is defined in section 761G of the Corporations Act;"</p>
<b>25</b>	<b>Registrar</b>	:	Reserve Bank of Australia
<b>26</b>	<b>Calculation Agent</b>	:	Not applicable
<b>27</b>	<b>Clearing System(s)</b>	:	<p>Austraclear System</p> <p>Interests in the Notes may also be traded through Euroclear and Clearstream</p>
<b>28</b>	<b>ISIN</b>	:	AU0000IFXHK9
<b>29</b>	<b>Common Code</b>	:	096165200



## SCHEDULE

The section of the Information Memorandum entitled "Subscription and Sale" is amended by deleting the selling restrictions set out in paragraphs 2, 5, 6, 7, 8 and 9 and replacing them with the following:

### "2 Australia

No prospectus or other disclosure document (as defined in the Corporations Act 2001 of Australia ("**Corporations Act**")) in relation to the Programme or any Notes has been, or will be, lodged with the Australian Securities and Investment Commission ("**ASIC**"). Each Dealer has represented and agreed that it:

- (a) has not made or invited, and will not make or invite, an offer of the Notes for issue or sale in Australia (including an offer or invitation which is received by a person in Australia); and
- (b) has not distributed or published, and will not distribute or publish, this Information Memorandum or any other offering material or advertisement relating to any Notes in Australia,

unless:

- (i) the aggregate consideration payable by each offeree is at least A\$500,000 (or its equivalent in an alternate currency, in either case, disregarding moneys lent by the offeror or its associates) or the offer otherwise does not require disclosure to investors under Parts 6D.2 or 7.9 of the Corporations Act;
- (ii) the offer does not constitute an offer to a "retail client" for the purpose of Chapter 7 of the Corporations Act;
- (iii) such action complies with all applicable laws and regulations; and
- (iv) such action does not require any document to be lodged with ASIC.

### 5 Hong Kong

Each Dealer has represented and agreed that:

- (a) the Notes have not been authorised by the Hong Kong Securities and Futures Commission;
- (b) it has not offered or sold and will not offer or sell in Hong Kong, by means of any document, any Notes other than (i) to "professional investors" as defined in the Securities and Futures Ordinance (Cap. 571) (as amended) of Hong Kong ("**SFO**") and any rules made under the SFO, or (ii) in other circumstances which do not result in the document being a "prospectus" as defined in the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) (as amended) of Hong Kong or which do not constitute an offer to the public within the meaning of that Ordinance; and
- (c) unless it is a person permitted to do so under the applicable securities laws of Hong Kong, it has not issued, or had in its possession for the purpose of issue, and will not issue, or have in its possession for the purpose of issue, whether in Hong Kong or elsewhere, any advertisement, invitation, base prospectus or other offering material or other document relating to the Notes, which is directed at, or the contents of which are likely to be accessed or read by, the public in Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to Notes which are or are intended to be disposed of only to persons outside Hong Kong or only to "professional investors" within the meaning of the SFO and any rules made under the SFO.

## 6 Japan

The Notes have not been and will not be registered under the Financial Instruments and Exchange Act of Japan (Act No. 25 of 1948, as amended, the “**Financial Instruments and Exchange Act**”) and, accordingly, each Dealer appointed under the Programme has represented and agreed that it has not offered or sold, and will not offer or sell any Notes directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan (as defined under Item 5, Paragraph 1, Article 6 of the Foreign Exchange and Foreign Trade Act (Act No. 228 of 1949, as amended)) or to others for re-offering or resale, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan, except pursuant to an exemption from the registration requirements of, and otherwise in compliance with, the Financial Instruments and Exchange Act and any other applicable laws, regulations and ministerial guidelines of Japan.

## 7 New Zealand

Each Dealer has represented and agreed that:

- (a) it has not offered or sold, and will not offer or sell, directly or indirectly, any Notes; and
- (b) it has not distributed and will not distribute, directly or indirectly, any offering materials or advertisement in relation to any offer of Notes,

in each case in New Zealand other than:

- (i) to persons who are “wholesale investors” as that term is defined in clauses 3(2)(a), (c) and (d) of Schedule 1 to the Financial Markets Conduct Act 2013 of New Zealand (“**FMC Act**”), being a person who is:
  - (A) an “investment business”;
  - (B) “large”; or
  - (C) a “government agency”,in each case as defined in Schedule 1 to the FMC Act; or
- (ii) in other circumstances where there is no contravention of the FMC Act, provided that (without limiting paragraph (i) above) Notes may not be offered or transferred to any “eligible investors” (as defined in the FMC Act) or any person that meets the investment activity criteria specified in clause 38 of Schedule 1 to the FMC Act.

## 8 Singapore

Each Dealer has acknowledged that the Information Memorandum has not been registered as a prospectus with the Monetary Authority of Singapore.

Accordingly, each Dealer has represented, warranted and agreed that it has not offered or sold any Notes or caused the Notes to be made the subject of an invitation for subscription or purchase and will not offer or sell any Notes or cause the Notes to be made the subject of an invitation for subscription or purchase, and has not circulated or distributed, nor will it circulate or distribute the Information Memorandum or any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the Notes, whether directly or indirectly, to any person in Singapore other than: (a) to an institutional investor (as defined in Section 4A of the Securities and Futures Act (Chapter 289 of Singapore), as modified or amended from time to time (the “**SFA**”)) pursuant to Section 274 of the SFA; (b) to a relevant person (as defined in Section 275(2) of the SFA) pursuant to Section 275(1) of the SFA, or any person pursuant to Section 275(1A) of the SFA, and in accordance with the conditions specified in Section 275 of the SFA, or (c) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where the Notes are subscribed or purchased under Section 275 of the SFA by a relevant person which is:

- (a) a corporation (which is not an accredited investor (as defined in Section 4A of the SFA)) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or
- (b) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary of the trust is an individual who is an accredited investor,

securities or securities-based derivatives contracts (each term as defined in Section 2(1) of the SFA) of that corporation or the beneficiaries' rights and interest (howsoever described) in that trust shall not be transferred within six months after that corporation or that trust has acquired the Notes pursuant to an offer made under Section 275 of the SFA except:

- (i) to an institutional investor or to a relevant person, or to any person arising from an offer referred to in Section 275(1A) or Section 276(4)(i)(B) of the SFA;
- (ii) where no consideration is, or will be, given for the transfer;
- (iii) where the transfer is by operation of law;
- (iv) as specified in Section 276(7) of the SFA; or
- (v) as specified in Regulation 37A of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018.

## **9 Prohibition of sales to European Economic Area and United Kingdom retail investors**

In relation to each Member State of the European Economic Area and the United Kingdom (each, a **"Relevant State"**), each Dealer has represented and agreed, that it has not made and will not make an offer of Notes to the public in that Relevant State, except that it may make an offer of Notes to the public in that Relevant State:

- (a) at any time to any legal entity which is a qualified investor as defined in the Prospectus Regulation;
- (b) at any time to fewer than 150 natural or legal persons (other than qualified investors as defined in the Prospectus Regulation), subject to obtaining the prior consent of the relevant Dealer or Dealers nominated by the Issuer for any such offer; or
- (c) at any time in any other circumstances falling within Article 1(4) of the Prospectus Regulation,

provided that no such offer of Notes shall require the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the Prospectus Regulation.

For the purposes of this provision, the expression "offer of Notes to the public" in relation to any Notes in any Relevant State means the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to purchase or subscribe for the Notes and the expression **"Prospectus Regulation"** means Regulation (EU) 2017/1129."