

Series No.: 31

Tranche No.: 3



International Finance Corporation

Debt Issuance Programme

Issue of

AUD150,000,000 4.60% Medium Term Notes due 19 October 2028 ("Notes")
(to be consolidated and form a single Series with the Issuer's existing AUD300,000,000 4.60%
Medium Term Notes due 19 October 2028, issued on 19 October 2023 and AUD700,000,000 4.60%
Medium Term Notes due 19 October 2028, issued on 8 December 2023)

The date of this Pricing Supplement is 17 April 2024. 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.

UK MiFIR product governance / Retail investors, professional investors and eligible counterparties target market: The Issuer does not fall under the scope of application of the UK MiFIR package. Consequently, the Issuer 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 retail clients, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("**EUWA**"), and 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 (the "**UK MiFIR Product Governance Rules**") 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 Nomura International plc and the expression "**UK MiFIR**" means Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA.

Section 309B(1)(c) of the Securities and Futures Act 2001 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: 4.60% 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 AUD300,000,000 4.60% Notes due 19 October 2028, issued on 19 October 2023 and AUD700,000,000 4.60% Notes due 19 October 2028, issued on 8 December 2023
4	Method of distribution	:	Syndicated Issue
5	Joint Lead Managers	:	Commonwealth Bank of Australia (ABN 48 123 123 124) (“ CBA ”) Nomura International plc (“ Nomura ”)
6	Purchasing Dealers	:	CBA and Nomura
7	Principal amount of Tranche	:	AUD150,000,000
8	Issue Date	:	19 April 2024
9	Issue Price	:	100.687% of the principal amount of the Tranche
10	Currency and denomination	:	Denominations of AUD1,000. The minimum consideration payable when issued in Australia will be AUD500,000
11	Maturity Date	:	19 October 2028
12	Status of the Notes	:	Senior, unsecured

13	If the Notes are Fixed Rate Notes	: Condition 6 applies: Yes
	Fixed Coupon Amount	: AUD23.00 per AUD1,000 in principal amount per Interest Payment Date
	Interest Rate	: 4.60% per annum
	Interest Commencement Date	: 19 April 2024
	Interest Payment Dates	: Semi-annually on 19 April and 19 October in each year, commencing with a full first coupon payable on 19 October 2024 to and including the Maturity Date, subject to the Business Day Convention
	Business Day Convention	: Following Business Day Convention (Unadjusted)
	Day Count Fraction	: RBA Bond Basis where:
		<p>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:</p> <ul style="list-style-type: none"> (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)).
14	If the Notes are Floating Rate Notes	: Condition 7 applies: No
15	Relevant Financial Centre	: Not applicable
16	Linear Interpolation	: Not applicable
17	If Notes are Structured Notes	: Condition 8 applies: No
18	Amortisation Yield	: Not applicable
19	If Notes are Instalment Notes	: Not applicable
20	If Notes are Partly Paid Notes	: Not applicable
21	Redemption Amount	: Outstanding principal amount
22	Early Redemption Amount (Default)	: Redemption Amount plus interest accrued on each Note to (but excluding) the redemption date
23	Additional or alternate newspapers	: Not applicable. Notices to be given in accordance with Condition 20.

24	Other relevant terms and conditions	<p>1. Business Days</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>2. Amendment to Condition 5.7(a)</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>
25	Registrar	: Reserve Bank of Australia
26	Calculation Agent	: Not applicable
27	Clearing System(s)	: Austraclear System Interests in the Notes may also be traded through Euroclear and Clearstream
28	ISIN	: AU3CB0303451
29	Common Code	: 270711596
30	Selling restrictions	: The Selling Restrictions are amended as set out in the Schedule to this Pricing Supplement
31	Listing	: It is intended that the Notes will be listed on the Australian Securities Exchange operated by ASX Limited (ABN 98 008 624 691)
32	Additional information	: Not applicable

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CONFIRMED
For and on behalf of
International Finance Corporation

By:

Name:

Title:

Date: 17 April 2024

SCHEDULE

The section of the Information Memorandum entitled "Subscription and Sale" is amended by deleting the selling restriction set out in paragraph 9 in its entirety and deleting the selling restrictions set out in paragraphs 2, 3, 5, 6, 7 and 8 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.

3 United Kingdom

Each Dealer has represented and agreed that it has complied and will comply with all applicable provisions of the Financial Services and Markets Act 2000 with respect to anything done by it in relation to the Notes in, from or otherwise involving the United Kingdom.

5 Hong Kong

Each Dealer has represented and agreed that:

- (a) 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) of Hong Kong ("**Securities and Futures Ordinance**") and any rules made under that Ordinance, 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) of Hong Kong or which do not constitute an offer to the public within the meaning of that Ordinance; and
- (b) it has not issued or had in its possession for the purposes of issue, and will not issue or have in its possession for the purposes of issue, whether in Hong Kong or elsewhere, any advertisement, invitation or 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" as defined in the Securities and Futures Ordinance and any rules made under that Ordinance.

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 Law**”) and each Dealer has represented and agreed that it 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, a resident of Japan except pursuant to an exemption from the registration requirements of, or otherwise in compliance with, the Financial Instruments and Exchange Law 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 that it will not offer or sell any Notes or cause such 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 persons in Singapore other than (a) to an institutional investor (as defined in Section 4A of the Securities and Futures Act 2001 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.”