

Final Terms dated July 8, 2016



International Finance Corporation

Issue of

U.S.\$ 500,000,000 2.125 per cent. Notes due April 7, 2026

(to be consolidated and form a single series with the existing issue of U.S.\$ 700,000,000 2.125 per cent. Notes due April 7, 2026, issued on April 7, 2016)

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 June 3, 2008. This document constitutes the Final Terms of the Notes described herein and must be read in conjunction with the 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 and the Prospectus. The Prospectus may be obtained (without charge) from the office of the Corporation at 2121 Pennsylvania Avenue, N.W., Washington D.C. 20433, U.S.A. and is available for viewing at the website of the Corporation (www.ifc.org) and copies may be obtained from the website of the Luxembourg Stock Exchange (www.bourse.lu).

THE NOTES ARE NOT AN OBLIGATION OF THE INTERNATIONAL BANK FOR RECONSTRUCTION AND DEVELOPMENT OR OF ANY GOVERNMENT.

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|--------------------------------------|---|
| 1. Issuer: | International Finance Corporation |
| 2. (i) Series Number: | 1529 |
| (ii) Tranche Number: | 2; to be consolidated and form a single series with the existing issue of U.S.\$ 700,000,000 2.125 per cent. Notes due April 7, 2026, issued on April 7, 2016 |
| 3. Specified Currency or Currencies: | United States Dollars (U.S.\$) |

4. Aggregate Nominal Amount:
 - (i) Series: U.S.\$ 1,200,000,000
 - (ii) Tranche: U.S.\$ 500,000,000
5. Issue Price: 104.667 per cent. of the Aggregate Nominal Amount, plus U.S.\$ 2,834,666.67 representing 96 days' accrued interest from and including the Interest Commencement Date to but excluding the Issue Date
6. (i) Specified Denominations: U.S.\$ 1,000 and integral multiples thereof
 - (ii) Calculation Amount: U.S.\$ 1,000
7. Issue Date: July 13, 2016
Interest Commencement Date: April 7, 2016
8. Maturity Date: April 7, 2026
9. Interest Basis: 2.125 per cent. Fixed Rate (further particulars specified below)
10. Redemption/Payment Basis: Redemption at par
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: Syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15. Fixed Rate Note Provisions: Applicable
 - (i) Rate of Interest: 2.125 per cent. per annum payable semi-annually in arrear
 - (ii) Interest Payment Date(s): April 7 and October 7 in each year, from and including October 7, 2016 to and including the Maturity Date.
 - (iii) Fixed Coupon Amount: U.S.\$ 10.63 per Calculation Amount
 - (iv) Broken Amount: Not Applicable
 - (v) Day Count Fraction: 30/360 (unadjusted)
 - (vi) Determination Dates: Not Applicable
 - (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 Interest Note/other variable-linked interest Note Provisions: Not Applicable

19. Dual Currency Note Provisions: Not Applicable

PROVISIONS RELATING TO REDEMPTION

20. Call Option I: Not Applicable

Call Option II (Automatic): Not Applicable

21. Put Option: Not Applicable

22. Final Redemption Amount of each Note: U.S.\$ 1,000 per Calculation Amount

23. Early Redemption Amount: U.S.\$ 1,000 per Calculation Amount
Early Redemption Amount(s) of each Note payable on redemption for taxation reasons or on event of default or other early redemption and/or the method of calculating the same (if required or if different from that set out in the Conditions):

GENERAL PROVISIONS APPLICABLE TO THE NOTES

24. Form of Notes: Registered Notes:
DTC Global Registered Certificate available on Issue Date

25. New Global Note (NGN): No

26. Financial Centre(s) or other special provisions relating to payment dates: New York and London

27. Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): No

28. Details relating to Partly Paid Notes: Not Applicable

29. Details relating to installment Notes: amount of each installment, date on which each payment is to be made: Not Applicable

30. Redenomination, renominalization and reconventioning provisions: Not Applicable

31. Consolidation provisions: Not Applicable
32. Additional terms: Applicable
- (i) Governing law: New York

DISTRIBUTION

33. (i) If syndicated, names and addresses of Managers and underwriting commitments: Merrill Lynch International U.S.\$ 250,000,000
 2 King Edward Street
 London EC1A 1HQ
 United Kingdom
 Tel: +44 (0)20 7995 3966
 Fax: +44 (0)20 7995 0048
 Attn: Syndicate Desk
- The Toronto-Dominion Bank U.S.\$ 250,000,000
 60 Threadneedle Street
 London EC2R 8AP
 United Kingdom
 Attention: Origination and Syndication Desk
 Email: TMG@tdsecurities.com
 Telephone: +44 (0) 20 7628 2262
- (ii) Date of Terms Agreement: July 8, 2016
- (iii) Stabilizing Manager(s) (if any): Not Applicable
34. If non-syndicated, name and address of Dealer: Not Applicable
35. Total commission and concession: 0.175 per cent. of the Aggregate Nominal Amount
36. 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

LISTING

- (i) Listing: London
- (ii) Admission to trading: Application will be made for the Notes to be admitted to the Official List of the United Kingdom Listing Authority and to trading on the London Stock Exchange plc's Regulated Market with effect from July 14, 2016.

The Notes are to be consolidated and form a single series with the existing issue of U.S.\$ 700,000,000 2.125 per cent. Notes due April 7, 2026, issued on April 7, 2016, which are admitted to the Official List of the United Kingdom Listing Authority and to trading on the London Stock Exchange plc's Regulated Market.

RATINGS

Ratings: Notes under the Program have been rated:
S & P: AAA
Moody's: Aaa

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.

OPERATIONAL INFORMATION

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

ISIN Code: US45950VHX73

Common Code: 139042930

CUSIP: 45950VHX7

Any clearing system(s) other than Euroclear Bank S.A./N.V., Clearstream Banking, *société anonyme* 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

GENERAL

Applicable TEFRA exemption: Not Applicable

USE OF PROCEEDS

The net proceeds of the issue of the Notes will be allocated within IFC's treasury to a special sub-portfolio that will be linked to IFC's lending operations for climate-related projects ("Eligible Projects"). The sub-portfolio will be invested by IFC's Treasury in accordance with IFC's liquid asset management investment guidelines. So long as the Notes are outstanding, the balance of the sub-portfolio will be reduced by amounts matching disbursements made in respect of Eligible Projects.

Eligible Projects will be selected from all climate-related projects funded, in whole or in part, by IFC. IFC reserves the right to lend directly or indirectly. Eligible Projects may include the following investments:

- investments in equipment, systems and services which result in a reduced use of energy per unit of product or service generated, such as waste heat recovery, cogeneration, building insulation, energy loss reduction in transmission and distribution;
- investments in equipment, systems and services which enable the productive use of energy from renewable resources such as wind, hydro, solar and geothermal production;
- investments to improve industrial processes, services and products that enhance the conversion efficiency of manufacturing inputs (energy, water, raw materials) to saleable outputs, including reduction of impact at source;
- investments in manufacturing of components used in energy efficiency, renewable energy or cleaner production, such as solar photovoltaics, manufacture of turbines, building insulation materials;
- investments in sustainable forestry; and
- lending to financial intermediaries with the requirement that the IFC's investment be on-lent to specific climate projects that fit the criteria contained herein.

The above examples of Eligible Projects are for illustrative purposes only and no assurance can be provided that disbursements for projects with these specific characteristics will be made by IFC during the term of the Notes. The payment of interest and principal in respect of the Notes is strictly based on the credit quality of IFC, and is not directly affected by the result of the underlying investments that IFC makes.

UNITED STATES TAXATION

The following supplements the discussion under "Tax Matters" in the Prospectus and is subject to the limitations and exceptions set forth therein.

A portion of the purchase price of the Notes is attributable to interest accrued for the period starting from and including the Interest Commencement Date to but excluding the Issue Date. Accordingly, a portion of the interest received on the Interest Payment Date scheduled for October 7, 2016 equal to such accrued interest should not be taxable when received but should instead reduce the holder's adjusted tax basis in the Notes by a corresponding amount.

Because the purchase price of the Notes, excluding the portion attributable to accrued interest as described above, exceeds the principal amount of the Notes, a U.S. Holder may elect to treat the excess as amortizable bond premium. A U.S. Holder that makes this election would reduce the amount required to be included in such holder's income each year with respect to interest on the Notes by the amount of amortizable bond premium allocable to that year, based on the Note's yield to maturity. If a U.S. Holder makes an election to amortize bond premium, the election would apply to all debt instruments, other than debt instruments the interest on which is excludible from gross income, that the U.S. Holder holds at the beginning of the first taxable year to which the election applies or that such holder thereafter acquires, and the U.S. Holder may not revoke the election without the consent of the Internal Revenue Service.

Capital Gains

As discussed in the Prospectus under "Tax Matters—United States Federal Income Taxation—Purchase, Sale and Retirement of the Notes", a U.S. Holder may recognize capital gain or loss upon a sale of the Notes. Capital gain of a non-corporate U.S. Holder is generally taxed at preferential rates (which may exceed the 15% rate referenced in the Prospectus) where the property is held for more than one year.

Medicare Tax

A U.S. Holder that is an individual or estate, or a trust that does not fall into a special class of trusts that is exempt from such tax, is subject to a 3.8% tax (the "Medicare tax") on the lesser of (1) the U.S. Holder's "net investment income" (or "undistributed net investment income" in the case of an estate or trust) for the relevant taxable year and (2) the excess of the U.S. Holder's modified adjusted gross income for the taxable year over a certain threshold (which in the case of individuals is between U.S.\$ 125,000 and U.S.\$ 250,000, depending on the individual's circumstances). A holder's net investment income generally includes its interest income and its net gains from the disposition of Notes, unless such interest income or net gains are derived in the ordinary course of the conduct of a trade or business (other than a trade or business that consists of certain passive or trading activities). U.S. Holders that are individuals, estates or trusts are urged to consult their tax advisors regarding the applicability of the Medicare tax to their income and gains in respect of their investments in the Notes.

Information with Respect to Foreign Financial Assets

Owners of "specified foreign financial assets" with an aggregate value in excess of U.S.\$ 50,000 (and in some circumstances, a higher threshold) may be required to file an information report with respect to such assets with their tax returns. "Specified foreign financial assets" may include financial accounts maintained by foreign financial institutions, as well as the following, but only if they are held for investment and not held in accounts maintained by financial institutions: (i) stocks and securities issued by non-United States persons, (ii) financial instruments and contracts that have non-United States issuers or counterparties, and (iii) interests in foreign entities. Holders are urged to consult their tax advisors regarding the application of this reporting requirement to their ownership of the Notes.