

**PRICING SUPPLEMENT**



**INTERNATIONAL BANK FOR  
RECONSTRUCTION AND DEVELOPMENT**

**Global Debt Issuance Facility**

**No. 943-2**

**ZAR 150,000,000**

**10.75 per cent. Notes due December 12, 2007**

**TD SECURITIES**

**Tradename of The Toronto-Dominion Bank**

**Bayerische Landesbank Girozentrale**

**Caboto IntesaBci**

**DZ BANK AG**

**Landesbank Baden-Württemberg**

**The Standard Bank of South Africa  
Limited, acting through its division,  
Standard Corporate and Merchant Bank**

The date of this Pricing Supplement is March 7, 2002

This document ("**Pricing Supplement**") is issued to give details of an issue by International Bank for Reconstruction and Development (the "**Bank**") under its Global Debt Issuance Facility.

This Pricing Supplement supplements the terms and conditions in, and incorporates by reference, the Prospectus dated October 7, 1997, and all documents incorporated by reference therein (the "**Prospectus**"), and should be read in conjunction with the Prospectus. Unless otherwise defined in this Pricing Supplement, terms used herein have the same meaning as in the Prospectus.

### **Terms and Conditions**

The following items under this heading **Terms and Conditions** are the particular terms which relate to the issue the subject of this Pricing Supplement. These are the only terms which form part of the form of Notes for such issue:—

- |           |  |  |
|-----------|--|--|
| <b>1</b>  | No.:                                       | 943-2  |
| <b>2</b>  | Aggregate Principal Amount:                | ZAR 150,000,000  |
|           |  | The Notes will be consolidated and form a single Series with the Bank's existing ZAR 150,000,000 10.75 per cent. Notes due December 12, 2007 issued on February 20, 2002 (the " <b>Original Notes</b> ")   |
| <b>3</b>  | Issue Price:                               | 99.275 per cent. of the Aggregate Principal Amount plus 20 days' accrued interest in the amount of ZAR 883,561.64  |
| <b>4</b>  | Issue (Settlement) Date:                   | March 12, 2002   |
| <b>5</b>  | Form of Notes (Condition 1(a)):            | Bearer Notes   |
| <b>6</b>  | Authorized Denominations (Condition 1(b)): | ZAR 5,000, ZAR 50,000 and ZAR 500,000  |
| <b>7</b>  | Specified Currency (Condition 1(d)):       | South African Rand (" <b>ZAR</b> ")  |
| <b>8</b>  | Maturity Date (Conditions 1(a) and 6(a)):  | December 12, 2007  |
| <b>9</b>  | Interest Basis (Condition 5):              | Fixed Interest Rate (Condition 5(l))   |
| <b>10</b> | Fixed Interest Rate (Condition 5(l)):      |  |
|           | (a) Interest Rate:                         | 10.75 per cent. per annum  |
|           | (b) Fixed Rate Interest Payment Dates:     | December 12 in each year commencing on December 12, 2002 and with the final payment to be made on December 12, 2007. There will be a short initial coupon in respect of the period from and including February 20, 2002 to, but excluding December 12, 2002. |
|           | (c) Initial Broken Amount                  | ZAR 434.42 for Notes of ZAR 5,000 denomination, ZAR 4,344.18 for Notes of ZAR 50,000 denomination and ZAR 43,441.78 for Notes of ZAR 500,000 denomination.   |

	(d) Day Count Fraction:	Actual/Actual-ISMA
		For the avoidance of doubt, Actual/Actual (ISMA) refers to Actual/Actual as set in Rule 251 of the statutes, by-laws, rules and recommendations of the International Securities Market Association (ISMA) as published in April 1999 and as applied to straight and convertible notes issued after December 31, 1998.
<b>11</b>	Relevant Financial Centre:	Johannesburg
<b>12</b>	Relevant Business Day:	London, Johannesburg, and New York
<b>13</b>	Issuer's Optional Redemption (Condition 6(e)):	No
<b>14</b>	Redemption at the option of the Noteholders (Condition 6(f)):	No
<b>15</b>	Long Maturity Note (Condition 7(f)):	No
<b>16</b>	Prescription (Condition 8):	
	(a) Principal:	10 years
	(b) Interest:	5 years
<b>17</b>	Governing Law of the Notes:	English
<b>Other Relevant Terms</b>		
<b>18</b>	Listing (if yes, specify Stock Exchange):	Yes — Luxembourg Stock Exchange
<b>19</b>	Details of Clearance System approved by the Bank and the Global Agent and Clearance and Settlement Procedures:	Clearstream Banking, société anonyme and Euroclear Bank S.A./N.V., as operator of the Euroclear System. Payment for the Notes will be on a delivery versus payment basis.
<b>20</b>	Syndicated:	Yes
<b>21</b>	If syndicated:	
	(a) Liability:	Joint and several
	(b) Lead Manager	The Toronto-Dominion Bank
	(c) Stabilizing Manager	The Toronto-Dominion Bank
<b>22</b>	Codes:	
	(a) Temporary Common Code	14394907
	(b) Temporary ISIN	XS0143949070
	(c) Temporary WKN (German Security Code)	846317
	(d) Common Code:	14245111

- |     |                             |              |
|-----|-----------------------------|--------------|
| (e) | ISIN:                       | XS0142451110 |
| (f) | WKN (German Security Code): | 840737       |
- 23** Identity of Dealer(s)/Manager(s):
- The Toronto-Dominion Bank  
 Bayerische Landesbank Girozentrale  
 Caboto IntesaBci - SIM S.p.A.  
 DZ BANK AG Deutsche Zentral-  
 Genossenschaftsbank, Frankfurt am Main  
 Landesbank Baden-Württemberg  
 The Standard Bank of South Africa Limited, acting  
 through its division, Standard Corporate and  
 Merchant Bank
- 24** Provisions for Bearer Notes:
- |     |                          |   |
|-----|--------------------------|---|
| (a) | Exchange Date:           | Not earlier than April 22, 2002 from which date the Notes shall become fungible and form a single issue with the Original Notes |
| (b) | Permanent Global Note:   | Yes   |
| (c) | Definitive Bearer Notes: | No  |

### General Information

The Bank's latest Information Statement was issued on September 20, 2001.

The following additional selling restrictions shall apply to the issue:—

- |                              |  |
|------------------------------|--|
| United States:               | Each Dealer represents and agrees that it has not and will not offer, sell or deliver any Notes within the United States or to United States persons.  |
| United Kingdom:              | Each Dealer is required to 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.   |
| The Republic of South Africa | Each Dealer represents and agrees that it has not and will not offer for sale or subscription or sell any Notes, directly or indirectly, in the Republic of South Africa or to any person or corporate or other entity resident in the Republic of South Africa except in accordance with the exchange control regulations of the Republic of South Africa and any other applicable laws and regulations of the Republic of South Africa in force from time to time. |

**INTERNATIONAL BANK FOR RECONSTRUCTION  
AND DEVELOPMENT**

By:

Name:

Title:

**INTERNATIONAL BANK FOR  
RECONSTRUCTION AND DEVELOPMENT**

1818 H Street, NW  
Washington, DC 20433

**GLOBAL AGENT**

**Citibank, N.A.**  
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**LEGAL ADVISERS TO THE MANAGERS**

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