



Final Terms dated August 3, 2016

International Finance Corporation

Issue of BRL 100,000,000 10.50 per cent. Notes due April 17, 2018 payable in United States Dollars (to be consolidated and form a single series with the existing issue of BRL 200,000,000 10.50 per cent. Notes due April 17, 2018 issued on April 17, 2014, BRL 150,000,000 10.50 per cent. Notes due April 17, 2018 issued on June 13, 2014, BRL 150,000,000 10.50 per cent. Notes due April 17, 2018 issued on August 8, 2014, BRL 75,000,000 10.50 per cent. Notes due April 17, 2018 issued on September 15, 2014, BRL 100,000,000 10.50 per cent. Notes due April 17, 2018 issued on September 25, 2014, BRL 75,000,000 10.50 per cent. Notes due April 17, 2018 issued on October 27, 2014, BRL 100,000,000 10.50 per cent. Notes due April 17, 2018 issued on November 24, 2014, BRL 200,000,000 10.50 per cent. Notes due April 17, 2018 issued on January 8, 2015, BRL 150,000,000 10.50 per cent. Notes due April 17, 2018 issued on January 15, 2015, BRL 150,000,000 10.50 per cent. Notes due April 17, 2018 issued on February 13, 2015 and BRL 100,000,000 10.50 per cent. Notes due April 17, 2018 issued on January 11, 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 International Finance Corporation, 2121 Pennsylvania Avenue, N.W., Washington D.C. 20433 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: | 1312 |
| | (ii) Tranche Number: | 12 (to be consolidated and form a single series with the existing issue of BRL 200,000,000 10.50 per cent. Notes due April 17, 2018 issued on April 17, 2014, BRL 150,000,000 10.50 per cent. Notes due April 17, 2018 issued on June 13, 2014, BRL 150,000,000 10.50 per cent. Notes due April 17, 2018 issued on August 8, 2014, BRL 75,000,000 10.50 per cent. Notes due April 17, 2018 |

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- 3** Specified Currency or Currencies: Brazilian Real (“**BRL**”) provided that all payments in respect of the Notes will be made in United States Dollars (“**USD**”)
- 4** Aggregate Nominal Amount:
- (i) Series: BRL 1,550,000,000 (of which BRL 700,000,000 remains outstanding)
- (ii) Tranche: BRL 100,000,000
- 5** Issue Price: 100.6250 per cent. of the Aggregate Nominal Amount plus BRL 3,164,383.56 representing 110 days’ accrued interest from and including April 17, 2016 to but excluding the Issue Date
- 6** (i) Specified Denominations: BRL 5,000
- (ii) Calculation Amount: BRL 5,000
- 7** (i) Issue Date: August 5, 2016
- (ii) Interest Commencement Date: April 17, 2016
- 8** Maturity Date: April 17, 2018
- 9** Interest Basis: 10.50 per cent. per annum Fixed Rate (further particulars specified below)
- 10** Redemption/Payment Basis: Redemption at par, payable in USD
- 11** Change of Interest or Redemption/Payment Basis: See Items 15 and 22
- 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: 10.50 per cent. per annum payable annually in arrear

- (ii) Interest Payment Dates: April 17 in each year from and including April 17, 2017 to and including the Maturity Date.
- (iii) Fixed Coupon Amount(s): BRL 525.00 per Calculation Amount payable in USD applying the following formula:
BRL 525.00 *divided* by Reference Rate (as defined in Item 15(vii) below).
- (iv) Broken Amount(s): Not Applicable
- (v) Day Count Fraction: Actual/Actual (ICMA), unadjusted
- (vi) Determination Dates: Not Applicable
- (vii) Other terms relating to the method of calculating interest for Fixed Rate Notes: **“Reference Rate”** means, in respect of a Rate Fixing Date, the BRL/USD exchange rate, expressed as the amount of BRL per one USD:
- (a) determined by the Determination Agent for the relevant Rate Fixing Date by reference to the applicable BRL-PTAX Rate; or
 - (b) in the event that the BRL-PTAX Rate is not available on the applicable Rate Fixing Date, determined by the Determination Agent for the relevant Rate Fixing Date by reference to the applicable EMTA BRL Industry Survey Rate (if such rate is available); or
 - (c) in the event that both the BRL-PTAX Rate and the EMTA BRL Industry Survey Rate are not available on the applicable Rate Fixing Date, the Determination Agent shall determine that a Price Source Disruption Event (a **“Price Source Disruption Event”**) has occurred, and shall promptly inform the Issuer and the Calculation Agent of such occurrence. Following the determination of the occurrence of a Price Source Disruption Event, Noteholders will not be entitled to any amounts in respect of the Notes until the earlier to occur of (i) the day falling five (5) Relevant Business Days after the day on which the Issuer is notified by the Determination Agent that a Price Source Disruption Event no longer subsists and (ii) the Postponed Fixed Interest Date (as defined below), the Postponed Maturity Date (as defined below), or the Postponed Early Redemption Date (as defined below), as the case may be. If on the tenth Relevant Business Day following a Price Source Disruption Event the PTAX Rate and EMTA BRL Industry Survey Rate (or successor pages) are still unavailable then the Reference

Rate shall be the average of firm quotes (expressed as the number of BRL per one USD) from the Reference Dealers as the Determination Agent is able to obtain for the sale of USD and the purchase of BRL at or about 5:00 p.m. São Paulo time on the Rate Fixing Date for settlement two São Paulo Business Days hereafter, provided, however, that if fewer than four (but at least two) Reference Dealers provide such firm quotes then the average of the quotes actually obtained shall apply. If none, or only one, of the Reference Dealers provides such a firm quote, the Reference Rate will be determined by the Determination Agent in its sole discretion in good faith and in a commercially reasonable manner, having taken into account relevant market practice, provided that:

- (i) if, for the applicable Rate Fixing Date, the Determination Agent determines that a Price Materiality has occurred on such Rate Fixing Date, the Reference Rate will be the EMTA BRL Industry Survey Rate applicable in respect of such Rate Fixing Date; and
- (ii) if, for the applicable Rate Fixing Date, the Determination Agent determines that an EMTA Failure has occurred for such Rate Fixing Date, the Reference Rate will be determined in the manner set out in paragraph (c) above

As soon as is reasonably practicable the Determination Agent will determine the relevant currency and/or exchange rates and notify the Calculation Agent of such amount.

“BRL-PTAX Rate” means, in respect of a Rate Fixing Date, the BRL/USD offered rate for USD, expressed as the amount of BRL per one USD, for settlement in two New York and São Paulo Business Days reported by the Banco Central do Brasil on the following platforms by approximately 1:30 p.m. São Paulo time on such Rate Fixing Date:

1. SISBACEN Data System under transaction code PTAX-800 (“Consulta de Cambio” or Exchange Rate Inquiry), Option 5 (“Cotacões para Contabilidade” or Rates for Accounting Purposes)
2. Bloomberg page <BZFXPTAX Index>

3. Reuters page <BRLPTAX=CBBR>

“Rate Fixing Date” means 5 Relevant Business Days prior to each Interest Payment Date and the Maturity Date, as the case may be

“Relevant Business Day” means a day (other than a Saturday or a Sunday) on which the banks and foreign exchange markets are open for general business (including dealings in foreign exchange and foreign currency deposits) in either Rio de Janeiro, Brasilia or São Paulo; and in London and New York

“EMTA” means Emerging Markets Traders Association

“EMTA BRL Industry Survey Methodology” means a methodology, dated as of March 1, 2004, as amended from time to time, for a centralised industry-wide survey of financial institutions in Brazil that are active participants in the BRL/USD spot markets for the purposes of determining the EMTA BRL Industry Survey Rate

“EMTA BRL Industry Survey Rate” means the foreign exchange rate as specified in the ISDA 1998 FX and Currency Option Definitions (as updated from time to time) – Settlement Rate Options: “EMTA BRL Industry Survey Rate (BRL12)”, meaning that the spot rate for a Rate Fixing Date will be the BRL/USD offered rate for USD, expressed as the amount of BRL per one USD, for settlement in two New York and São Paulo Business Days, calculated by EMTA (or a service provider EMTA may in its sole discretion select) pursuant to the EMTA BRL Industry Survey Methodology and published on EMTA's website (www.emta.org) at approximately 3:45p.m. São Paulo time or as soon thereafter as practicable on such Rate Fixing Date

“EMTA Failure” means, in respect of a Rate Fixing Date, that the EMTA BRL Industry Survey Rate, having been requested as prescribed by EMTA, is not available for any reason. For the avoidance of doubt, an EMTA Failure may still occur notwithstanding that the BRL-PTAX Rate is available on the applicable Rate Fixing Date

“Price Materiality” means, in respect of a Rate Fixing Date, that the EMTA BRL Industry Survey Rate is available on such date and that the BRL-PTAX Rate differs from the EMTA BRL Industry Survey Rate by more than 3 per cent

“Postponed Fixed Interest Date” means the tenth Relevant Business Day following the originally

scheduled Interest Payment Date

“**Postponed Maturity Date**” means the tenth Relevant Business Day following the originally schedule Maturity Date

“**Postponed Early Redemption Date**” means the tenth Relevant Business Day following the Early Redemption Date (if any)

“**Reference Dealers**” means four leading dealers, banks or banking corporations which regularly deal in the BRL/USD exchange market, as selected by the Determination Agent in its sole discretion, acting in good faith and in a commercially reasonable manner

“**Calculation Agent**” means Citibank N.A., London Branch

“**Determination Agent**” means JPMorgan Chase Bank, N.A.

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| 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

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| 20 | Call Option: | Not Applicable |
| 21 | Put Option: | Not Applicable |
| 22 | Final Redemption Amount of each Note: | BRL 5,000 per Calculation Amount. |

The Final Redemption Amount per Calculation Amount will be payable in USD and determined by the Calculation Agent as follows, on the Rate Fixing Date prior to the Maturity Date:

5,000 *divided* by Reference Rate (as defined in Item 15 above).

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| 23 | Early Redemption 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): |
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As per Condition 9 payable in USD as determined in accordance with Item 22 above, converted into USD as if the Rate Fixing Date was five (5) Relevant Business Days before the date for early redemption

GENERAL PROVISIONS APPLICABLE TO THE NOTES

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| 24 | Form of Notes: | Registered Notes: |
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		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:	Any of Rio de Janeiro, Brasilia or Sao Paulo; and London and New York
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: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any) of failure to pay, including any right of the Corporation to forfeit the Notes and interest due on late payment:	Not Applicable
29	Details relating to instalment Notes: amount of each instalment, 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:	English

DISTRIBUTION

33	(i) If syndicated, names and addresses of Managers:	Not Applicable
	(ii) Date of Terms Agreement:	August 3, 2016
	(iii) Stabilizing Manager(s) (if any):	Not Applicable
34	If non-syndicated, name and address of Dealer:	J.P. Morgan Securities plc 25 Bank Street Canary Wharf London E14 5JP
35	Total commission and concession:	0.225 per cent. of the Aggregate Nominal Amount
36	Additional selling restrictions:	Brazil

The Dealer has acknowledged that the Notes may not be offered or sold to the public in Brazil and that accordingly, the offering of the Notes has not been submitted to the Brazilian Securities and Exchange Commission (Comissão de Valores Mobiliários, the CVM) for approval. The Dealer has represented and agreed that documents relating to such offering, as well as the information contained herein and therein, may not be

supplied to the public, as a public offering in Brazil or be used in connection with any offer for subscription or sale to the public in Brazil

RESPONSIBILITY

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

Signed on behalf of the Corporation:

By:

A handwritten signature in blue ink, appearing to be 'G. B. L.', written in a cursive style.

Duly authorized

PART B – OTHER INFORMATION

1 LISTING

- (i) Listing: Luxembourg
- (ii) Admission to trading: Application has been made for the Notes to be admitted to trading on the Luxembourg Stock Exchange's Regulated Market with effect from August 5, 2016.
- The Notes will be consolidated and form a single series with the existing issue of BRL 200,000,000 10.50 per cent. Notes due April 17, 2018 issued on April 17, 2014, BRL 150,000,000 10.50 per cent. Notes due April 17, 2018 issued on June 13, 2014, BRL 150,000,000 10.50 per cent. Notes due April 17, 2018 issued on August 8, 2014, BRL 75,000,000 10.50 per cent. Notes due April 17, 2018 issued on September 15, 2014, BRL 100,000,000 10.50 per cent. Notes due April 17, 2018 issued on September 25, 2014, BRL 75,000,000 10.50 per cent. Notes due April 17, 2018 issued on October 27, 2014, BRL 100,000,000 10.50 per cent. Notes due April 17, 2018 issued on November 24, 2014, BRL 200,000,000 10.50 per cent. Notes due April 17, 2018 issued on January 8, 2015, BRL 150,000,000 10.50 per cent. Notes due April 17, 2018 issued on January 15, 2015, BRL 150,000,000 10.50 per cent. Notes due April 17, 2018 issued on February 13, 2015 and BRL 100,000,000 10.50 per cent. Notes due April 17, 2018 issued on January 11, 2016 which are listed and admitted to trading on the Luxembourg Stock Exchange.

2 RATINGS

- Ratings: The Notes to be issued have been rated:
- S & P: AAA
- Moody's: Aaa

3 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.

4 OPERATIONAL INFORMATION

- Intended to be held in a manner which would allow Eurosystem eligibility: No
- ISIN Code: XS1055095290
- Common Code: 105509529
- Any clearing system(s) other than Euroclear Bank S.A./N.V., Clearstream Banking, société anonyme and The Depository Trust Company and the
- Not Applicable

relevant identification number(s):

Delivery: Delivery against payment

Names and addresses of additional Not Applicable

Paying Agent(s) (if any):

5 GENERAL

Applicable TEFRA exemption: Not Applicable

6 CONFLICTS OF INTEREST

7 JPMorgan Chase Bank, N.A. will be the Determination Agent under the Notes and will also be IFC's counterparty in a related swap transaction entered into by IFC in order to hedge its obligations under the Notes. The existence of such multiple roles and responsibilities for JPMorgan Chase Bank, N.A. creates possible conflicts of interest. For example, the amounts payable by JPMorgan Chase Bank, N.A. to IFC under the related swap transaction are expected, as of the Issue Date, to be calculated on the same basis as the amounts payable by IFC under the Notes. As a result, the determinations made by JPMorgan Chase Bank, N.A. in its discretion as a Determination Agent for the Notes may affect the amounts payable by JPMorgan Chase Bank, N.A. under the related swap transaction, and, in making such determinations, JPMorgan Chase Bank, N.A. may have economic interest adverse to those of the Noteholders. The Noteholder understands that although IFC will enter into the related swap transaction with JPMorgan Chase Bank, N.A. as swap counterparty in order to hedge its obligations under the Notes, IFC's rights and obligations under the related swap transaction will be independent of its rights and obligations under the Notes, and Noteholders will have no interest in the related swap transaction or any payment to which IFC may be entitled thereunder.