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# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

100 F Street, N.E. Washington, D.C. 20549

# REPORT OF INTERNATIONAL FINANCE CORPORATION

In respect of its
U.S. \$50,000,000 0.425 per cent. Fixed Rate Notes due 19 November 2024
under its
Global Medium-Term Note Program

FILED PURSUANT TO RULE 3 OF REGULATION IFC

Dated: 19 November 2020

### http://www.oblible.com

The following information regarding an issue of U.S. \$50,000,000 0.425 per cent. Fixed Rate Notes due November 19, 2024 (the "Notes") by International Finance Corporation (the "Corporation") under its Global Medium-Term Note Program is being filed pursuant to Rule 3 of Regulation IFC. As authorized by Rule 4 of Regulation IFC, certain information may be provided in the form of a Prospectus and other comparable documents. In the case of the Notes, the relevant issuing documentation is the Information Statement dated October 7, 2020 (the "Information Statement"), the Prospectus dated June 3, 2008 (the "Prospectus"), the Amended and Restated Program Agreement and Standard Provisions dated as of June 3, 2008 (the "Program Agreement"), the Amended and Restated Global Agency Agreement the Corporation and Citibank, N.A., London Branch, ("Citibank") dated as of June 3, 2008 (the "Global Agency Agreement"), the Final Terms dated November 17, 2020 (the "Final Terms"), and the Terms Agreement dated November 17, 2020 (the "Terms Agreement"), each of which is either attached as an Exhibit hereto or incorporated by reference from previous SEC filings made by the Corporation.

#### Item 1. Description of Obligations

See, generally, Final Terms.

- (a) Title and Date. U.S. \$50,000,000 0.425 per cent. Fixed Rate Notes due November 19, 2024.
  - The Notes will be issued in registered form represented by a registered global certificate deposited with a custodian for DTC. Citibank is the Global Agent for Notes held through DTC. Citibank has direct custodial and depositary linkages with, and will act as custodian for Global Certificates held by DTC. See Prospectus.
- (b) <u>Interest Rate/Interest Payment Date.</u> 0.425 per cent. per annum payable semi-annually in arrears on May 19 and November 19 of each year beginning May 19, 2021 and ending on the Maturity Date. <u>See</u>, Final Terms, Item 15.
- (c) Maturity Date. November 19, 2024.
- (d) <u>Redemption Provisions/Amortization Provisions.</u> The Notes are not redeemable prior to maturity. <u>See</u> Prospectus, Terms and Conditions of the Notes, Condition 5.
- (e) <u>Kind and Priority of Liens</u>. Not applicable.
- (f) <u>Priority of Obligations.</u> The Notes will constitute direct, unconditional, general and unsecured obligations of the Corporation and will rank <u>pari passu</u> and without any preference among themselves and <u>pari passu</u> with all other outstanding unsecured and unsubordinated obligations for borrowed money of the Corporation. <u>See</u> Prospectus, Terms and Conditions of the Notes, Condition 3.
- (g) Amendment of Terms.

The Corporation shall only permit any modification of, or any waiver or authorization of any breach or proposed breach of or any failure to comply with, the Global Agency Agreement or the Terms and Conditions of the Notes, as modified, supplemented and amended by the Final Terms, if to do so could not reasonably be expected to be materially prejudicial to the interests of the Noteholders. <u>See</u> Prospectus at p. 37.

- (h) Other Material Provisions. Not applicable.
- (i) <u>Fiscal/Paying Agent.</u> The Global Agent is Citibank, N.A., London Branch, Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB, England.

#### Item 2. Distribution of Obligations

- (a) <u>Plan of Distribution. See</u>, generally, Prospectus, cover page, pp. 45-47, the Program Agreement, and the Terms Agreement.

  The Dealer, party to the Terms Agreement, has agreed to purchase the Notes at an aggregate purchase price of 99.95 per cent. of the aggregate nominal amount of the Notes. <u>See</u> p. 1 of the Terms Agreement.
- (b) <u>Stabilization Provisions.</u> Not applicable.
- (c) Responsibility of Each Underwriter/Withholding of Commissions. See generally Program Agreement and Terms Agreement.
- Item 3. <u>Distribution Spread</u>. <u>See</u> Final Terms, "Distribution".
- Item 4. Discounts and Commissions to Sub-Underwriters and Dealers. See Item 2(a) above.
- Item 5. Other Expenses of Distribution Not applicable.
- Item 6. <u>Application of Proceeds</u>. The net proceeds will be used for general operations of the Corporation in accordance with its Articles of Agreement.

#### Item 7. Exhibits

- A. Information Statement (dated October 7, 2020);<sup>1</sup>
- B. Prospectus (June 3, 2008);2
- C. Amended and Restated Program Agreement and Standard Provisions (as of June 3, 2008);2
- D. Resolution No. IFC 2014-0018 adopted May 9, 2014 by the Board of Directors of the Corporation;<sup>3</sup>
- E. Global Agency Agreement (dated as of June 3, 2008);2
- F. Final Terms (November 17, 2020); and
- G. Terms Agreement (November 17, 2020).

Incorporated by reference from filing pursuant to Rule 2(a)(3) of Regulation IFC dated October 7, 2020

Filed on September 17, 2008.

<sup>3</sup> Filed on July 10, 2014

**EXHIBIT F** EXECUTION VERSION

#### Final Terms dated November 17, 2020



#### **International Finance Corporation**

Issue of

#### U.S.\$ 50,000,000 0.425 per cent. Fixed Rate Notes due 19 November 2024

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.

1. Issuer: International Finance Corporation

2. (i) Series Number: 2272(ii) Tranche Number: 1

3. Specified Currency or Currencies: United States Dollars (U.S.\$)

4. Aggregate Nominal Amount:

 (i) Series:
 U.S.\$ 50,000,000

 (ii) Tranche:
 U.S.\$ 50,000,000

5. Issue Price: 100.00 per cent. of the Aggregate Nominal Amount

6. (i) Specified Denominations: U.S.\$ 10,000 and integral multiples thereof

(ii) Calculation Amount: U.S.\$ 10,000

Issue Date: November 19, 2020 7. Maturity Date: November 19, 2024 8.

9. Interest Basis: 0.425 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

Method of distribution: Non-syndicated

#### PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15. Fixed Rate Note Provisions: Applicable

(i) Rate of Interest: 0.425 per cent. per annum

May 19 and November 19 in each year, from and including May 19, (ii) Interest Payment Date(s):

Senior

Not Applicable

2021 to and including the Maturity Date.

(iii) Fixed Coupon Amount: U.S.\$ 21.25 per Calculation Amount

(iv) Broken Amount: Not Applicable Day Count Fraction: 30/360 (unadjusted) (v) (vi) **Determination Dates:** Not Applicable Other terms relating to the method of calculating interest for Not Applicable

Fixed Rate Notes:

16. Floating Rate Note Provisions:

17. Zero Coupon Note Provisions: Not Applicable Index Linked Interest Note/other variable-linked interest Note Not Applicable

Provisions:

13. Status of the Notes:

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

U.S.\$ 10,000 per Calculation Amount 22. Final Redemption Amount of each Note:

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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):

U.S.\$ 10,000 per Calculation Amount

#### GENERAL PROVISIONS APPLICABLE TO THE NOTES

24. Form of Notes: Registered Notes:

DTC Global Certificate available on Issue Date

25. New Global Note (NGN):

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

Talons for future Coupons or Receipts to be attached to Definitive Notes

(and dates on which such Talons mature):

28. Details relating to Partly Paid Notes: Not Applicable

29. Details relating to installment Notes: amount of each installment, date on Not Applicable

which each payment is to be made:

30. Redenomination, renominalization and reconventioning provisions: Not Applicable

31. Consolidation provisions: Not Applicable

32. Additional terms: Applicable

New York (i) Governing law:

#### DISTRIBUTION

33. (i) If syndicated, names and addresses of Managers and underwriting commitments:

Not Applicable

(ii) Date of Terms Agreement: November 17, 2020

(iii) Stabilizing Manager(s) (if any): Not Applicable

34. If non-syndicated, name and address of Dealer: Wells Fargo Securities, LLC

550 South Tryon Street, 4th Floor

MAC D1086-041

Charlotte, NC 28202-4200 Attention: Agency Trading Desk

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35. Total commission and concession:

0.05 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: /s/ Tom Ceusters
Duly authorized

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#### ART B - OTHER INFORMATION

#### LISTING

(i) Listing: Not Applicable (ii) Admission to trading: Not Applicable

**RATINGS** 

Notes to be issued 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 No

eligibility:

US45950VPG58 ISIN Code: Common Code: Not Applicable CUSIP: 45950VPG5 Not Applicable

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):

Delivery against payment Delivery:

Names and addresses of additional Paying Agent(s) (if any): Not Applicable

**GENERAL** 

Applicable TEFRA exemption: Not Applicable

#### 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.

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The Notes will be issued with a de minimis amount of original issue discount ("OID"). While a U.S. Holder is generally not required to include de minimis OID in income prior to the sale or maturity of the notes, under recently enacted legislation, U.S. Holders that maintain certain types of financial statements and that are subject to the accrual method of tax accounting may be required to include de minimis OID on the notes in income no later than the time upon which they include such amounts in income on their financial statements. U.S. Holders that maintain financial statements should consult their tax advisors regarding the tax consequences to them of this legislation.

#### 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 will generally recognize capital gain or loss. This capital gain or loss will generally equal the difference, if any, between (i) the amount realized on the disposition (other than amounts attributable to accrued but unpaid interest, which would be treated as such) and (ii) the U.S. Holder's adjusted tax basis in the Note. A U.S. Holder's adjusted tax basis in a Note generally will equal the cost of the Note to the U.S. Holder. 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 \$125,000 and \$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 \$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.

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EXHIBIT G EXECUTION VERSION

## TERMS AGREEMENT NO. 2272 – TRANCHE 1 UNDER THE STANDARD PROVISIONS

November 17, 2020

International Finance Corporation 2121 Pennsylvania Avenue, N.W. Washington, D.C. 20433

- The undersigned agree to purchase from you (the "Corporation") the Corporation's U.S.\$ 50,000,000 0.425 per cent. Fixed Rate Notes due 19 November 2024 (the "Notes") described in the Final Terms, dated as of the date hereof in the form of Annex I hereto (the "Final Terms") at 11:00 a.m. New York City time on November 19, 2020 (the "Settlement Date") at an aggregate purchase price of U.S.\$ 49,975,000 (which is 99.95% of the aggregate nominal amount of the Notes) on the terms set forth herein and in the Standard Provisions, dated as of June 3, 2008 (as amended from time to time, the "Standard Provisions"), incorporated herein by reference. In so purchasing the Notes, the undersigned understands and agrees that it is not acting as an agent of the Corporation in the sale of the Notes.
- When used herein and in the Standard Provisions as so incorporated, the term "Notes" refers to the Notes as defined herein, the term "Time of Sale" refers to November 12, 2020, 2:35 p.m. New York City time and the term "Dealers" refers to the undersigned. All other terms defined in the Prospectus, the Final Terms relating to the Notes and the Standard Provisions shall have the same meaning when used herein.
- 3 The Corporation represents and warrants to the undersigned that the representations, warranties and agreements of the Corporation set forth in Clause 2 of the Standard Provisions (with the term "Prospectus" revised to read the "Prospectus as amended and supplemented with respect to Notes at the date hereof") are true and correct on the date hereof.
- 4 The obligation of the undersigned to purchase Notes hereunder is subject to the accuracy, on the date hereof and on the Settlement Date, of the Corporation's representations and warranties contained in Clause 2 of the Standard Provisions and to the Corporation's performance and observance of all applicable covenants and agreements contained therein, in each case with respect to the Notes. The obligation of the undersigned to purchase Notes hereunder is further subject to the receipt by the undersigned of an officer's certificate of the Corporation substantially in the form referred to in Clause 6.1 of the Standard Provisions, dated as of the Settlement Date.
- The Corporation agrees that it will issue the Notes and the undersigned agrees to purchase the Notes at the purchase price specified above. The purchase price specified above will be paid by undersigned by wire transfer in same-day funds to the Corporation for value on the Settlement Date
- 6 The Corporation hereby appoints the undersigned as a Dealer under the Standard Provisions solely for the purpose of the issue of Notes to which this Terms Agreement relates. The undersigned accepts such appointment, whereupon it shall be vested, solely with respect to this issue of Notes, with all authority, rights and powers of a Dealer purchasing Notes as principal set out in the Standard Provisions, a copy of which it acknowledges it has received.

- 7 In consideration of the Corporation appointing the undersigned as a Dealer under the Standard Provisions solely with respect to this issue of Notes, the undersigned hereby undertakes for the benefit of the Corporation that, in relation to this issue of Notes, it will perform and comply with all of the duties and obligations expressed to be assumed by a Dealer under the Standard Provisions.
- 8 The undersigned acknowledges that such appointment is limited to this particular issue of Notes and is not for any other issue of Notes of the Corporation and that such appointment will terminate upon issue of the relevant Notes, but without prejudice to any rights (including, without limitation, any indemnification rights), duties or obligations of the undersigned which have arisen prior to such termination.
- 9 For purposes hereof, the notice details of the undersigned are set out in Schedule I hereto.

All notices and other communications hereunder shall be in writing and shall be transmitted in accordance with Clause 10 of the Standard Provisions.

- 10 This Terms Agreement shall be governed by and construed in accordance with the laws of New York.
- 11 This Terms Agreement may be executed by any one or more of the parties hereto in any number of counterparts, each of which shall be deemed to be an original, but all such respective counterparts together shall constitute one and the same instrument.

#### By: WELLS FARGO SECURITIES, LLC

By: /S/ Barbara Garafalo

Name: Barbara Garafalo

Title: Director

CONFIRMED AND ACCEPTED, as of the date first written

above:

#### INTERNATIONAL FINANCE CORPORATION

By: <u>/S/ Tom Ceusters</u>
Name: Tom Ceusters

Title: Director

#### SCHEDULE I

Notice Details of the Dealer:

Wells Fargo Securities, LLC 550 South Tryon Street, 4th Floor MAC D1086-041 Charlotte, NC 28202-4200

Attention: Agency Trading Desk

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