

Final Terms dated July 30, 2015



## International Finance Corporation

Issue of

**BRL 75,000,000 10.00 per cent. Notes due June 12, 2017  
payable in United States Dollars**

(to be consolidated and form a single series with the BRL 50,000,000 10.00 per cent. Notes due June 12, 2017 issued on December 12, 2013, the BRL 50,000,000 10.00 per cent. Notes due June 12, 2017 issued on December 23, 2013, the BRL 150,000,000 10.00 per cent. Notes due June 12, 2017 issued on January 22, 2014, the BRL 50,000,000 10.00 per cent. Notes due June 12, 2017 issued on January 31, 2014, the BRL 25,000,000 10.00 per cent. Notes due June 12, 2017 issued on February 13, 2014, the BRL 50,000,000 10.00 per cent. Notes due June 12, 2017 issued on March 14, 2014, the BRL 200,000,000 10.00 per cent. Notes due June 12, 2017 issued on April 16, 2014, the BRL 100,000,000 10.00 per cent. Notes due June 12, 2017 issued on May 2, 2014, the BRL 50,000,000 10.00 per cent. Notes due June 12, 2017 issued on May 16, 2014, the BRL 50,000,000 10.00 per cent. Notes due June 12, 2017 issued on May 29, 2014, the BRL 75,000,000 10.00 per cent. Notes due June 12, 2017 issued on June 5, 2014, the BRL 50,000,000 10.00 per cent. Notes due June 12, 2017 issued on June 16, 2014, the BRL 50,000,000 10.00 per cent. Notes due June 12, 2017 issued on June 24, 2014, the BRL 75,000,000 10.00 per cent. Notes due June 12, 2017 issued on August 7, 2014, the BRL 50,000,000 10.00 per cent. Notes due June 12, 2017 issued on August 19, 2014, the BRL 50,000,000 10.00 per cent. Notes due June 12, 2017 issued on August 26, 2014, the BRL 75,000,000 10.00 per cent. Notes due June 12, 2017 issued on September 19, 2014, the BRL 75,000,000 10.00 per cent. Notes due June 12, 2017 issued on October 3, 2014, the BRL 60,000,000 10.00 per cent. Notes due June 12, 2017 issued on October 23, 2014, the BRL 50,000,000 10.00 per cent. Notes due June 12, 2017 issued on November 25, 2014, the BRL 75,000,000 10.00 per cent. Notes due June 12, 2017 issued on January 16, 2015, the BRL 50,000,000 10.00 per cent. Notes due June 12, 2017 issued on February 17, 2015, the BRL 50,000,000 10.00 per cent. Notes due June 12, 2017 issued on March 6, 2015, the BRL 100,000,000 10.00 per cent. Notes due June 12, 2017 issued on July 1, 2015 and the BRL 100,000,000 10.00 per cent. Notes due June 12, 2017 issued on July 15, 2015)

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](http://www.ifc.org)) and copies may be obtained from the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://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: | 1282                              |
| (ii) Tranche Number:  | 26                                |

to be consolidated and form a single series with the BRL 50,000,000 10.00 per cent. Notes due June 12, 2017 issued on December 12, 2013, the BRL 50,000,000 10.00 per cent. Notes due June 12, 2017 issued on December 23, 2013, the BRL 150,000,000 10.00 per cent. Notes due June 12, 2017 issued on January 22, 2014, the BRL 50,000,000 10.00 per cent. Notes due June 12, 2017 issued on January 31, 2014, the BRL 25,000,000 10.00 per cent. Notes due June 12, 2017 issued on February 13, 2014, the BRL 50,000,000 10.00 per cent. Notes due June 12, 2017 issued on March 14, 2014, the BRL 200,000,000 10.00 per cent. Notes due June 12, 2017 issued on April 16, 2014, the BRL 100,000,000 10.00 per cent. Notes due June 12, 2017 issued on May 2, 2014, the BRL 50,000,000 10.00 per cent. Notes due June 12, 2017 issued on May 16, 2014, the BRL 50,000,000 10.00 per cent. Notes due June 12, 2017 issued on May 29, 2014, the BRL 75,000,000 10.00 per cent. Notes due June 12, 2017 issued on June 5, 2014, the BRL 50,000,000 10.00 per cent. Notes due June 12, 2017 issued on June 16, 2014, the BRL 50,000,000 10.00 per cent. Notes due June 12, 2017 issued on June 24, 2014, the BRL 75,000,000 10.00 per cent. Notes due June 12, 2017 issued on August 7, 2014, the BRL 50,000,000 10.00 per cent. Notes due June 12, 2017 issued on August 19, 2014, the BRL 50,000,000 10.00 per cent. Notes due June 12, 2017 issued on August 26, 2014, the BRL 75,000,000 10.00 per cent. Notes due June 12, 2017 issued on September 19, 2014, the BRL 75,000,000 10.00 per cent. Notes due June 12, 2017 issued on October 3, 2014, the BRL 60,000,000 10.00 per cent. Notes due June 12, 2017 issued on October 23, 2014, the BRL 50,000,000 10.00 per cent. Notes due June 12, 2017 issued on November 25, 2014, the BRL

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3. Specified Currency or Currencies: The lawful currency of the Federative Republic of Brazil (“Brazilian Real” or “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 1,835,000,000
  - (ii) Tranche: BRL 75,000,000
5. Issue Price: 99.578 per cent. of the Aggregate Nominal Amount of this Tranche plus the amount of BRL 1,086,065.57 representing 53 days’ accrued interest from and including June 12, 2015 to but excluding the Issue Date
6. (i) Specified Denominations: BRL 5,000 and multiples thereof
  - (ii) Calculation Amount: BRL 5,000
7. (i) Issue Date: August 4, 2015
  - (ii) Interest Commencement Date: June 12, 2015
8. Maturity Date: June 12, 2017 or the Postponed Maturity Date, as the case may be
9. Interest Basis: 10.00% Fixed Rate  
(further particulars specified below)
10. Redemption/Payment Basis: Redemption at par payable in USD (further particulars specified below)
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: Non-syndicated

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

15. Fixed Rate Note Provisions: Condition 4(a), as amended and supplemented below, shall apply to the Notes.
  - (i) Rate of Interest: 10.00 per cent. per annum payable annually in arrear
  - (ii) Interest Payment Date(s): June 12, in each year, commencing on June 12, 2016 and

- ending on and including the Maturity Date
- (iii) Fixed Coupon Amount: BRL 500.00 per Calculation Amount; *provided* that the Fixed Coupon Amount will be paid in USD calculated as provided below
- (iv) Broken Amount(s): Not Applicable
- (v) Day Count Fraction: Actual/Actual (ICMA), following unadjusted
- (vi) Determination Date: As to the determination of the BRL/USD exchange rate, the Rate Fixing Date (as defined below)
- (vii) Other terms relating to the method of calculating interest for Fixed Rate Notes: The Fixed Coupon Amount will be payable in USD and determined by the Determination Agent on the relevant Rate Fixing Date by applying the following formula:

BRL 500.00 *divided by*  
Reference Rate  
and rounding down to the nearest cent.

As soon as is reasonably practicable, the Determination Agent shall make the required determinations and notify the Issuer and the Calculation Agent of the amount determined by it. The Determination Agent shall make all its determinations in good faith and in a commercially reasonable manner.

Where:

“**Reference Rate**” means the rate determined by the Determination Agent that is equal to the Brazilian Real/USD spot offer rate (i.e., the rate at which banks buy BRL and sell USD) expressed as the amount of BRL per one USD, for settlement in two São Paulo and New York Business Days, reported by the Banco Central do Brasil on SISBACEN Data System under transaction code PTAX-800 (“Consultas de Câmbio” or “Exchange Rate Inquiry”), Option 5 (“Cotações para Contabilidade” or “Rates for Accounting Purposes”) (the “**PTAX Rate**”) and published on Bloomberg page <BZFXPTAX><INDEX> and available on the Central Bank of Brazil website (<http://www.bcb.gov.br/?english>) or such other page or service as may replace any such page for the purposes of displaying the BRL/USD reference rate published by the Banco Central do Brasil at around 8:30 p.m. São Paulo time on the relevant Rate Fixing Date, *provided, however*, that:

(1) if the PTAX Rate is unavailable, then the Reference Rate will be BRL12 and

(2) If the PTAX Rate is not available for any reason and BRL12 is also unavailable on any Rate Fixing Date, the Calculation 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 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 10th Relevant Business Day following a Price Source Disruption Event the PTAX Rate and BRL12 (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 Calculation Agent in its sole discretion, acting in good faith and in a commercially reasonable manner;

**“Rate Fixing Date”** means five (5) Relevant Business Days prior to each of the relevant Interest Payment Date and the Maturity Date; *provided, however*, that if such date is an Unscheduled Holiday, the Rate Fixing Date shall be the next following Relevant Business Day;

**“Determination Agent”** means The Toronto-Dominion Bank, Toronto;

**“Calculation Agent”** means Citibank, N.A.;

**“BRL12”** means the EMTA BRL Industry Survey Rate (BRL12), which is the BRL/USD specified rate for USD, expressed as the amount of BRL per one USD, for settlement in two Relevant Business Days, as set forth on Reuters Page EMTA at around 12:30 p.m. São Paulo time, or as soon thereafter as practicable, on the relevant Rate Fixing Date. BRL12 is calculated by EMTA using the EMTA BRL Industry Survey Methodology, as amended from time to time, pursuant to which (as of the date of this Final Terms) EMTA conducts a twice-daily survey of up to 15 Brazilian financial institutions that are active participants in the BRL/USD spot market. BRL12 will be deemed to be unavailable on the Rate Fixing Date if (a) it is not published on Reuters Page EMTA at around 12:30 p.m. São Paulo

time, or as soon thereafter as practicable or (b) fewer than five (5) financial institutions participated in the survey;

**“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 each of São Paulo, London and New York;

**“Unscheduled Holiday”** means a day that is not a Relevant Business Day and the market was not aware of such fact (by means of a public announcement or by reference to other publicly available information) until a time later than 9:00 a.m. local time in the relevant Financial Centre(s) of the Specified Currency two Relevant Business Days prior to the relevant Rate Fixing Date.

**“São Paulo and New York Business Day”** means a day (other than a Saturday or a Sunday) on which the banks and foreign exchange markets are open for business in both São Paulo and New York;

**“São Paulo Business Day”** means a day (other than a Saturday or a Sunday) on which the banks and foreign exchange markets are open for business in São Paulo.

**“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);

**“Early Redemption Date”** means the date on which the Notes become due and payable pursuant to Condition 9;

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

- |  |                |
|--|----------------|
| 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: BRL 5,000 per Calculation Amount; provided that the Final Redemption Amount will be paid in USD calculated as provided below:

BRL 5,000 divided by Reference Rate with respect to the Maturity Date

And rounding down to the nearest cent.

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):

As per Condition 9 payable in USD as determined in accordance with 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**

24. Form of Notes: Registered Notes:  
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: São Paulo, 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: 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, renominialization 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 and underwriting commitments: Not Applicable
- (ii) Date of Terms Agreement: July 30, 2015
- (iii) Stabilizing Manager(s) (if any): Not Applicable
34. If non-syndicated, name and address of Dealer: The Toronto-Dominion Bank  
60 Threadneedle Street  
London EC2R 8AP  
United Kingdom
35. Total commission and concession: 1.625 per cent. of the Aggregate Nominal Amount (comprising a 1.400 per cent. selling concession and a 0.225 per cent. management and underwriting commission)
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: .....  
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 regulated market of the Luxembourg Stock Exchange with effect from or about August 4, 2015.

The Notes are to be consolidated and form a single series with the existing issue of BRL 50,000,000 10.00 per cent. Notes due June 12, 2017 issued on December 12, 2013, the BRL 50,000,000 10.00 per cent. Notes due June 12, 2017 issued on December 23, 2013, the BRL 150,000,000 10.00 per cent. Notes due June 12, 2017 issued on January 22, 2014, the BRL 50,000,000 10.00 per cent. Notes due June 12, 2017 issued on January 31, 2014, the BRL 25,000,000 10.00 per cent. Notes due June 12, 2017 issued on February 13, 2014, the BRL 50,000,000 10.00 per cent. Notes due June 12, 2017 issued on March 14, 2014, the BRL 200,000,000 10.00 per cent. Notes due June 12, 2017 issued on April 16, 2014, the BRL 100,000,000 10.00 per cent. Notes due June 12, 2017 issued on May 2, 2014, the BRL 50,000,000 10.00 per cent. Notes due June 12, 2017 issued on May 16, 2014, the BRL 50,000,000 10.00 per cent. Notes due June 12, 2017 issued on May 29, 2014, BRL 75,000,000 10.00 per cent. Notes due June 12, 2017 issued on June 5, 2014, the BRL 50,000,000 10.00 per cent. Notes due June 12, 2017 issued on June 16, 2014, the BRL 50,000,000 10.00 per cent. Notes due June 12, 2017 issued on June 24, 2014, the BRL 75,000,000 10.00 per cent. Notes due June 12, 2017 issued on August 7, 2014, the BRL 50,000,000 10.00 per cent. Notes due June 12, 2017 issued on August 19, 2014, the BRL 50,000,000 10.00 per cent. Notes due June 12, 2017 issued on August 26, 2014, the BRL 75,000,000 10.00 per cent. Notes due June 12, 2017 issued on September 19, 2014, the BRL 75,000,000 10.00 per cent. Notes due June 12, 2017 issued on October 3, 2014, the BRL 60,000,000 10.00 per cent. Notes due June 12, 2017 issued on October 23, 2014, the BRL 50,000,000 10.00 per cent. Notes due June 12, 2017 issued on November 25, 2014, the BRL 75,000,000 10.00 per cent. Notes due June 12, 2017 issued on January 16, 2015, the BRL 50,000,000 10.00 per cent. Notes due June 12, 2017 issued on February 17, 2015, the BRL 50,000,000 10.00 per cent. Notes due June 12, 2017 issued on March 6, 2015, the BRL 100,000,000 10.00 per cent. Notes due June 12, 2017 issued on July 1, 2015 and the BRL 100,000,000 10.00 per cent. Notes due June 12, 2017 issued on July 15, 2015, 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: XS1000657970  
Common Code: 100065797  
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

## 5. GENERAL

Applicable TEFRA exemption: Not Applicable

## 6. CONFLICTS OF INTEREST

The Toronto-Dominion Bank, Toronto ("TD") 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 TD creates possible conflicts of interest. For example, the amounts payable by TD 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 TD in its discretion as a Determination Agent for the Notes may affect the amounts payable by TD under the related swap transaction, and, in making such determinations, TD may have economic interest adverse to those of the Noteholders. The Noteholder understands that although IFC will enter into the related swap transaction with TD as swap counterparty in order to hedge its obligations under 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.