# Final Terms dated September 21, 2022

## **International Bank for Reconstruction and Development**

## Issue of US\$3,000,000,000 3.625 per cent. Notes due September 21, 2029

# under the Global Debt Issuance Facility

Terms used herein shall be deemed to be defined as such for the purposes of the terms and conditions (the "Conditions") set forth in the Prospectus dated September 24, 2021. This document constitutes the Final Terms of the Notes described herein and must be read in conjunction with such Prospectus.

UK MiFIR product governance / Retail investors, professional investors and ECPs target market – See Term 28 below.

#### SUMMARY OF THE NOTES

| 1.  | Issuer:  |                 | International Bank for Reconstruction and Development ("IBRD")   |
|-----|--|-----------------|--|
| 2.  | (i)  | Series number:  | 101591   |
|     | (ii)   | Tranche number: | 1  |
| 3.  | Specified Currency or Currencies (Condition 1(d)): |                 | United States Dollars ("US\$")                                   |
| 4.  | Aggregate Nominal Amount                           |                 |  |
|     | (i)  | Series:         | US\$3,000,000,000  |
|     | (ii)   | Tranche:        | US\$3,000,000,000  |
| 5.  | (i)  | Issue Price:    | 99.329 per cent. of the Aggregate Nominal Amount                 |
|     | (ii)   | Net proceeds:   | US\$2,975,370,000  |
| 6.  | Specified Denominations (Condition 1(b)):          |                 | US\$1,000 and integral multiples thereof                         |
| 7.  | Issue Date:  |                 | September 23, 2022   |
| 8.  | Maturity Date (Condition 6(a)):                    |                 | September 21, 2029   |
| 9.  | Interest basis (Condition 5):                      |                 | 3.625 per cent. Fixed Rate (further particulars specified below) |
| 10. | Redemption/Payment basis (Condition 6):            |                 | Redemption at par  |
| 11. | Change of interest or redemption/payment basis:    |                 | Not Applicable   |
| 12. | Call/Put Options (Condition 6):                    |                 | Not Applicable   |
| 13. | Status of the Notes (Condition 3):                 |                 | Unsecured and unsubordinated                                     |
| 14. | Listing:   |                 | Luxembourg Stock Exchange  |

15. Method of distribution: Syndicated

## PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

16. Fixed Rate Note provisions Applicable

(Condition 5(a)):

(i) Rate of Interest: 3.625 per cent. per annum payable semi-annually in arrear

(ii) Interest Payment Date(s): March 21 and September 21 of each year, from and including

March 21, 2023, to and including the Maturity Date, not subject to adjustment in accordance with a Business Day

Convention

(iii) Interest Period Date(s): Each Interest Payment Date

(iv) Business Day Convention: Not Applicable

(v) Day Count Fraction (Condition 5(1)):

30/360

(vi) Other terms relating to the method of calculating

interest for Fixed Rate

Notes:

Not Applicable

#### PROVISIONS RELATING TO REDEMPTION

17. Final Redemption Amount of each US\$1,000 per minimum Specified Denomination

Note (Condition 6):

18. Early Redemption Amount As set out in the Conditions

(Condition 6(c)):

#### GENERAL PROVISIONS APPLICABLE TO THE NOTES

19. Form of Notes (Condition 1(a)): Fed Bookentry Notes:

Fed Bookentry Notes available on Issue Date

20. New Global Note / New Safekeeping No

Structure:

New York

21. Financial Centre(s) or other special provisions relating to payment dates

(Condition 7(h)):

22. Governing law (Condition 14): New York

23. Other final terms: Not Applicable

**DISTRIBUTION** 

24. (i) If syndicated, names of Barclays Bank PLC US\$637,875,000

Managers and underwriting commitments:

BMO Capital Markets Corp.

US\$637,875,000

J.P. Morgan Securities plc US\$637,875,000

RBC Capital Markets, LLC US\$637,875,000

BNP Paribas US\$46,000,000

CastleOak Securities, L.P. US\$58,500,000

| Citigroup Global Markets Limited                 | US\$250,000,000 |
|--|-----------------|
| Scotiabank Europe plc                            | US\$28,000,000  |
| The Toronto-Dominion Bank                        | US\$42,000,000  |
|  |                 |
| Crédit Agricole Corporate and<br>Investment Bank | US\$2,000,000   |
| Daiwa Capital Markets Europe<br>Limited          | US\$2,000,000   |
| Deutsche Bank AG, London Branch                  | US\$2,000,000   |
| Goldman Sachs International                      | US\$2,000,000   |
| HSBC Bank plc                                    | US\$2,000,000   |
| ICBC Standard Bank Plc                           | US\$2,000,000   |
| Merrill Lynch International                      | US\$2,000,000   |
| Mesirow Financial, Inc.                          | US\$2,000,000   |
| Morgan Stanley & Co. International plc           | US\$2,000,000   |
| National Bank of Canada Financial Inc.           | US\$2,000,000   |
| Nomura International plc                         | US\$2,000,000   |
| Wells Fargo Securities, LLC                      | US\$2,000,000   |

All sales of Notes in the U.S. will be made by or through U.S.-registered broker-dealers. ICBC Standard Bank Plc is restricted in its U.S. securities dealings under the United States Bank Holding Company Act and may not underwrite, subscribe, agree to purchase or procure purchasers to purchase securities that are offered or sold in the United States. Accordingly, ICBC Standard Bank Plc shall not be obligated to, and shall not, underwrite, subscribe, agree to purchase or procure purchasers to purchase Notes constituting part of its allotment that may be offered or sold by other underwriters in the United States. ICBC Standard Bank Plc shall offer and sell Notes constituting part of its allotment solely outside the United States.

(ii) Stabilizing Manager(s) (if any):

Not Applicable

25. If non-syndicated, name of Dealer:

Not Applicable

26. Total commission and concession:

0.150 per cent. of the Aggregate Nominal Amount

27. Additional selling restrictions:

Not Applicable

28. UK MiFIR product governance / Retail investors, professional investors and ECPs target market:

Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("UK MiFIR") product governance / Retail investors, professional investors and ECPs target market:

Solely for the purposes of the manufacturers' product approval process, the target market assessment in respect of the Notes has led to the conclusion that (i) the target market for the Notes is eligible counterparties (as defined in the United Kingdom Financial Conduct Authority (the "FCA") Handbook Conduct of Business Sourcebook ("COBS")), professional clients (as defined in UK MiFIR) and retail clients (as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018); and (ii) all channels for distribution of the Notes are appropriate. Any person subsequently offering, selling or recommending the Notes (a "distributor") should take into consideration manufacturers' target market assessment; however, each distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the "UK MiFIR **Product Governance Rules**") is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

For the purposes of this Term 28, "manufacturers" means Barclays Bank PLC and J.P. Morgan Securities plc.

IBRD does not fall under the scope of application of UK MiFIR. Consequently, IBRD does not qualify as an "investment firm", "manufacturer" or "distributor" for the purposes of UK MiFIR.

#### **OPERATIONAL INFORMATION**

29. Legal Entity Identifier of the Issuer: ZTMSNXROF84AHWJNKQ93

30. ISIN Code: US459058KL69

31. Common code: 25370701132. CUSIP: 459058KL6

33. Any clearing system(s) other than Euroclear Bank SA/NV, Clearstream Banking, S.A. and The Depository Trust Company and the relevant identification number(s):

Bookentry system of the Federal Reserve Banks

34. Delivery: Delivery versus payment

35. Intended to be held in a manner which would allow Eurosystem eligibility:

Not Applicable

### **GENERAL INFORMATION**

IBRD's most recent Information Statement was issued on September 22, 2021.

#### SUPPLEMENTAL PROSPECTUS INFORMATION

The Prospectus is hereby supplemented with the following information, which shall be deemed to be incorporated in, and to form part of, the Prospectus.

The Dealers are represented by Sullivan & Cromwell LLP. From time to time Sullivan & Cromwell LLP performs legal services for IBRD.

## LISTING APPLICATION

These Final Terms comprise the final terms required for the admission to the Official List of the Luxembourg Stock Exchange and to trading on the Luxembourg Stock Exchange's regulated market of the Notes described herein issued pursuant to the Global Debt Issuance Facility of International Bank for Reconstruction and Development.

# RESPONSIBILITY

| IBRD a | accepts responsibility for the information contained in these Final Terms |
|--------|---|
| Signed | on behalf of IBRD:  |
|        |   |
| By:    |   |
|        | Name:   |
|        | Title:  |
|        | Duly authorized   |