### Final Terms dated August 23, 2019

# **International Bank for Reconstruction and Development**

# Issue of US\$3,500,000,000 1.500 per cent. Notes due August 28, 2024

# 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 May 28, 2008. This document constitutes the Final Terms of the Notes described herein and must be read in conjunction with such Prospectus.

MiFID II product governance / Retail investors, professional investors and ECPs target markets – See Term 28 below.

#### SUMMARY OF THE NOTES

1. Issuer: International Bank for Reconstruction and Development

("IBRD")

2. (i) Series Number: 100903

(ii) Tranche Number: 1

3. Specified Currency or Currencies United States Dollars ("US\$")

(Condition 1(d)):

4. Aggregate Nominal Amount:

(i) Series: US\$3,500,000,000 (ii) Tranche: US\$3,500,000,000

5. (i) Issue Price: 99.875 per cent. of the Aggregate Nominal Amount

(ii) Net proceeds: US\$3,491,250,000

6. Specified Denominations US\$1,000 and integral multiples thereof

(Condition 1(b)):

Issue Date: August 28, 2019
 Maturity Date (Condition 6(a)): August 28, 2024

9. Interest Basis (Condition 5): 1.500 per cent. Fixed Rate

(further particulars specified below)

10. Redemption/Payment Basis Redemption at par

(Condition 6):

11. Change of Interest or Not Applicable

Redemption/Payment Basis:

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: 1.500 per cent. per annum payable semi-annually in arrear

(ii) Interest Payment Date(s): February 28 and August 28 of each year, from and including

February 28, 2020, 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) Fixed Coupon Amount(s): US\$7.50 per minimum Specified Denomination

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

30/360

(vii) 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: No

21. Financial Centre(s) or other special No.

provisions relating to payment

dates (Condition 7(h)):

New York

22. Governing law (Condition 14): New York

23. Other final terms: Not Applicable

### **DISTRIBUTION**

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

Barclays Bank PLC:	US\$847,000,000
J.P. Morgan Securities plc:	US\$847,000,000
Morgan Stanley & Co. International plc:	US\$847,000,000
The Toronto-Dominion Bank:	US\$847,000,000

Wells Fargo Securities, LLC:	US\$40,000,000
RBC Capital Markets, LLC:	US\$25,000,000
CastleOak Securities, L.P.:	US\$17,000,000

BMO Capital Markets Corp.:	US\$3,000,000
BNP Paribas:	US\$3,000,000
Citigroup Global Markets Limited:	US\$3,000,000

Crédit Agricole Corporate

and Investment Bank: US\$3,000,000
Deutsche Bank AG, London Branch: US\$3,000,000
Goldman Sachs International: US\$3,000,000
HSBC Bank plc: US\$3,000,000
Merrill Lynch International: US\$3,000,000
Nomura International plc: US\$3,000,000
Skandinaviska Enskilda Banken AB (publ): US\$3,000,000

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

Not Applicable

25. If non-syndicated, name of Dealer:

Not Applicable

26. Total commission and concession:

0.125 per cent. of the Aggregate Nominal Amount

27. Additional selling restrictions:

Not Applicable

28. MiFID II product governance Retail investors, professional investors and ECPs target markets:

# Directive 2014/65/EU (as amended, "MiFID II") product governance / Retail investors, professional investors and eligible counterparties ("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, professional clients and retail clients, each as defined in MiFID II; 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 the manufacturer's target market assessment; however, a distributor subject to MiFID II 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.

IBRD does not fall under the scope of application of the MiFID II package. Consequently, IBRD does not qualify as an

"investment firm", "manufacturer" or "distributor" for the

purposes of MiFID II.

For the purposes of this provision, the term "manufacturers" means the Joint Lead Managers.

### **OPERATIONAL INFORMATION**

29. ISIN Code: US459056HV23 30. CUSIP: 459056HV2

31. Common Code: 204762511

32. 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; Euroclear

Bank SA/NV; Clearstream Banking, S.A.

33. Delivery: Delivery against payment

34. 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 17, 2018. That Information Statement, together with IBRD's Management's Discussion & Analysis and Financial Statements for the fiscal year ended June 30, 2019 (filed with the U.S. Securities and Exchange Commission on August 9, 2019), are incorporated by reference in the Prospectus.

### **USE OF PROCEEDS**

### Supporting sustainable development in IBRD's member countries

The net proceeds from the sale of the Notes will be used by IBRD to finance sustainable development projects and programs in IBRD's member countries (without being committed or earmarked for lending to, or financing of, any particular projects or programs). IBRD's financing is made available solely to middle-income and creditworthy lower-income member countries who are working in partnership with IBRD to eliminate extreme poverty and boost shared prosperity, so that they can achieve equitable and sustainable economic growth in their national economies and find sustainable solutions to pressing regional and global economic and environmental problems. Projects and programs supported by IBRD are designed to achieve a positive social impact and undergo a rigorous review and internal approval process aimed at safeguarding equitable and sustainable economic growth.

IBRD integrates five cross cutting themes into its lending activities helping its borrowing members create sustainable development solutions: climate change; gender; jobs; public-private partnerships; and fragility, conflict and violence.

IBRD's administrative and operating expenses are covered entirely by IBRD's various sources of revenue (net income) consisting primarily of interest margin, equity contribution and investment income (as more fully described in the Information Statement).

### SUPPLEMENTAL PROSPECTUS INFORMATION

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

### SUPPLEMENTAL U.S. FEDERAL INCOME TAX CONSIDERATIONS

You should carefully consider the matters set forth under "Tax Matters" in the accompanying Prospectus. The following discussion supplements the section "Tax Matters" in the accompanying Prospectus and is subject to the limitations and exceptions set forth therein. The following section applies to you only if you are a U.S. Holder (as defined in the accompanying Prospectus), you acquire your Notes on the issue date and you hold your Notes as a capital asset for tax purposes.

You should consult with your own tax advisor concerning the consequences of investing in and holding the Notes in your particular circumstances, including the application of state, local or other tax laws and the possible effects of changes in federal or other tax laws.

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, 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 requirement.

Upon a sale or retirement of a Note, a U.S. Holder will generally recognize capital gain or loss equal to the difference, if any, between (i) the amount realized on the sale, redemption or retirement (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 individual taxpayers from the sale or retirement of a Note held for more than one year may be eligible for reduced rates of taxation. The deductibility of a capital loss is subject to significant limitations.

Information with Respect to Foreign Financial Assets. Owners of "specified foreign financial assets" with an aggregate value in excess of US\$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 (which may include the Notes), 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 should consult their tax advisors regarding the application of this reporting obligation to their ownership of the Notes.

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 US\$125,000 and US\$250,000, depending on the individual's circumstances). A U.S. Holder's net investment income will generally include its gross interest income and its net gains from the disposition of Notes, unless such interest payments 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). If you are a U.S. Holder that is an individual, estate or trust, you are urged to consult your tax advisors regarding the applicability of the Medicare tax to your income and gains in respect of your investment in the Notes.

# 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 accepts responsibility for the information contained in these Final Terms.
	The accepts responsibility for the information contained in these r mai Terms.
	Signed on behalf of IBRD:
By:	
	Name:
	Title:
	Duly authorized