

Series No.: 025
Tranche No.: A
Date: 2 February 2021

INTER-AMERICAN DEVELOPMENT BANK



Australian Dollar Medium Term Note Program

issue of

**A\$300,000,000 1.00% Medium Term Notes due 4 August 2028
("MTNs")**

***The Program has been rated AAA by Standard & Poor's
and Aaa by Moody's Investors Service, Inc.***

Each offer to purchase or invitation to buy MTNs must (a) constitute an offer or invitation which does not require disclosure to investors under Parts 6D.2 or 7.9 of the Corporations Act 2001 of Australia such that the amount payable by each person who subscribes for MTNs must be at least A\$500,000 (disregarding moneys lent by the offeror or its associates), and (b) must comply with Banking exemption No. 1 dated 21 March 2018 promulgated by the Australian Prudential Regulation Authority as if it applied to the Issuer, mutatis mutandis. The sale of the MTNs is also subject to other selling restrictions as set out in the Information Memorandum dated 18 December 2009 and this Pricing Supplement.

The Issuer is not a bank which is authorised under the Banking Act 1959 of Australia. The MTNs are not the obligations of any government and, in particular, are not guaranteed by the Commonwealth of Australia.

This Pricing Supplement (as referred to in the Information Memorandum dated 18 December 2009 ("Information Memorandum") and Deed Poll dated 16 July 1999, as amended and restated on 18 December 2009, together the "Deed Poll" in relation to the above Program) relates to the Tranche of MTNs referred to above.

The Terms and Conditions of the MTNs are as set out on pages 12 to 28 of the Information Memorandum, as supplemented and amended by this Pricing Supplement. The MTNs are constituted by the Deed Poll. Terms used but not defined in this Pricing Supplement have the meanings given to them in the Information Memorandum.

UK MiFIR product governance / Retail investors, professional investors and ECPs target market – See "General Information – Additional Information Regarding the MTNs – Matters relating to UK MiFIR" below.

The most recent Information Statement incorporated by reference in the Information Memorandum is dated 27 February 2020.

The particulars to be specified in relation to such Tranche are as follows:

| | | |
|----|--|--|
| 1 | Description of MTNs: | Fixed Rate MTNs |
| 2 | Issuer: | Inter-American Development Bank |
| 3 | Registrar: | Reserve Bank of Australia |
| 4 | Type of Issue: | Underwritten |
| 5 | Dealers: | J.P. Morgan Securities Australia Limited (ABN 61 003 245 234) Nomura International plc The Toronto-Dominion Bank |
| 6 | Currency: | |
| | - of Denomination | Australian dollars |
| | - of Payment | Australian dollars |
| 7 | Aggregate principal amount of Tranche: | A\$300,000,000 |
| 8 | If interchangeable with existing Series: | Not applicable |
| 9 | Issue Date: | 4 February 2021 |
| 10 | Issue Price: | 99.910% of the Aggregate principal amount of the Tranche |
| 11 | Denomination: | A\$1,000, subject to the requirement that the amount payable by each person who subscribes for MTNs when issued in or transferred within Australia must be at least A\$500,000. In addition, the issue and the transfer of MTNs in Australia must comply with Banking exemption No. 1 of 2018 dated 21 March 2018 promulgated by the Australian Prudential Regulation Authority as if it applied to the Issuer <i>mutatis mutandis</i> (and which requires all offers of any parcels of MTNs to be for an aggregate principal amount of at least A\$500,000). |
| 12 | Definition of Business Day: | A day (other than a Saturday or Sunday) on which commercial banks are open for general banking business in Sydney. |

13 Interest:

(a) If Interest bearing:

- | | | |
|--------|-------------------------------------|--|
| (i) | Interest Rate: | 1.00% per annum paid semi-annually in arrear. |
| (ii) | Interest Amount: | A\$5.00 per MTN on each Interest Payment Date. |
| (iii) | Interest Payment Dates: | 4 February and 4 August of each year, commencing on 4 August 2021 and ending on the Maturity Date |
| (iv) | Interest Period End Dates: | Interest Payment Dates |
| (v) | Applicable Business Day Convention: | Following |
| | - for Interest Payment Dates: | As above |
| | - for Maturity Date: | Unadjusted |
| | - for Interest Period End Dates: | Unadjusted |
| | - any other dates: | As above |
| (vi) | Day Count Fraction: | <p>RBA Bond Basis, which means one divided by the number of Interest Payment Dates in a year (or in respect of the calculation of interest for any period of time where the Calculation Period does not constitute an Interest Period, the actual number of days in the Calculation Period divided by 365 (or, if any portion of the Calculation Period falls in a leap year, the sum of:</p> <p>(i) the actual number of days in that portion of the Calculation Period falling in a leap year divided by 366; and</p> <p>(ii) the actual number of days in that portion of the Calculation Period falling in a non-leap year divided by 365)).</p> |
| (vii) | Interest Commencement Date: | 4 February 2021 |
| (viii) | Minimum Interest Rate: | Not applicable |

| | | |
|----|---|--|
| | (ix) Maximum Interest Rate: | Not applicable |
| | (x) Issue Yield: | 1.0125% per annum (semi-annual) |
| | (b) If non-interest bearing: | |
| | - Amortisation Yield: | Not applicable |
| 14 | Maturity Date: | 4 August 2028 |
| 15 | Maturity Redemption Amount: | Outstanding Principal Amount |
| 16 | Early Termination Amount: | Outstanding Principal Amount |
| 17 | Any Clearing System other than Austraclear: | Interests in MTNs traded in the Austraclear System may also be traded through Euroclear and Clearstream, Luxembourg. See the section of the Information Memorandum entitled “ <i>Clearing System</i> ” on page 10. |
| 18 | Additional Tax Consequences and Disclosure: | See the section of the Information Memorandum entitled “ <i>Taxation</i> ” on pages 33 to 37, amended as set out in Schedule A to the Pricing Supplement. |
| 19 | Other Conditions: | Not applicable |
| 20 | Selling Restrictions: | The Selling Restrictions are amended as set out in Schedule B to this Pricing Supplement and, in addition, the MTNs will not be offered, sold or distributed, directly or indirectly, in the United States of America, its territories or possessions or to, or for the account or benefit of, U.S. Persons (as such term is defined in Rule 902(k) of Regulation S under the United States Securities Act of 1933, as amended). |
| 21 | Address for Notices (if necessary): | Not applicable |
| 22 | Listing: | Not applicable |
| 23 | ISIN: | AU3CB0277432 |
| 24 | Common Code: | 229347667 |

General Information

Additional Information Regarding the MTNs – Matters relating to UK MiFIR

The Issuer does not fall under the scope of application of the UK MiFIR regime. Consequently, the Issuer does not qualify as an “investment firm”, “manufacturer” or “distributor” for the purposes of UK MiFIR.

UK MiFIR product governance / Retail investors, professional investors and ECPs target market – Solely for the purposes of the UK manufacturer’s product approval process, the target market assessment in respect of the MTNs has led to the conclusion that: (i) the target market for the MTNs is retail clients, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (“EUWA”), eligible counterparties, as defined in COBS, and professional clients, as defined in UK MiFIR; and (ii) all channels for distribution of the MTNs are appropriate, subject to the distributor’s suitability and appropriateness obligations under COBS, as applicable. Any person subsequently offering, selling or recommending the MTNs (a “distributor”) should take into consideration the UK manufacturer’s target market assessment; however, a distributor subject to the UK MiFIR Product Governance Rules is responsible for undertaking its own target market assessment in respect of the MTNs (by either adopting or refining the UK manufacturer’s target market assessment) and determining appropriate distribution channels, subject to the distributor’s suitability and appropriateness obligations under COBS, as applicable.

For the purposes of this provision, (i) the expression “**UK manufacturer**” means Nomura International plc, (ii) the expression “**COBS**” means the FCA Handbook Conduct of Business Sourcebook, (iii) the expression “**UK MiFIR**” means Regulation (EU) No 600/2014 as it forms part of UK domestic law by virtue of the EUWA and (iv) the expression “**UK MiFIR Product Governance Rules**” means the FCA Handbook Product Intervention and Product Governance Sourcebook.

SCHEDULE A

The section entitled "United States Taxation" set out on pages 33 and 37 of the Information Memorandum is deleted and replaced with the following:

United States Taxation

United States Internal Revenue Service Circular 230 Notice: To ensure compliance with Internal Revenue Service Circular 230, you are hereby notified that (a) any discussion of United States federal tax issues contained or referred to in this Information Memorandum or any document referred to herein is not intended or written to be used, and cannot be used, by you for the purpose of avoiding penalties that may be imposed on you under the United States Internal Revenue Code, (b) such discussion is written for use in connection with the promotion or marketing of the transactions or matters addressed herein, and (c) you should seek advice based on your particular circumstances from an independent tax advisor.

This section describes certain United States federal income tax consequences of owning the MTNs and certain provisions of the Bank Agreement concerning the taxation of the MTNs. It applies only to MTN Holders acquiring MTNs in the offering who hold such MTNs as capital assets for tax purposes. This section does not apply to an MTN Holder that is a member of a class of holders subject to special rules, such as:

- a dealer in securities or currencies;
- a trader in securities that elects to use a mark-to-market method of accounting for its securities holdings;
- a bank;
- a life insurance company;
- a tax-exempt organization;
- a person that owns MTNs that are a hedge or that are hedged against interest rate or currency risks;
- a person that owns MTNs as part of a straddle or conversion transaction for tax purposes;
- a person that purchases or sells MTNs as part of a wash sale for tax purposes; or
- a United States MTN Holder, as defined below, whose functional currency for tax purposes is not the United States Dollar.

This section is based on the Internal Revenue Code of 1986, as amended ("**Code**"), its legislative history, existing and proposed regulations under the Code, published rulings and court decisions, all as currently in effect. These laws are subject to change, possibly on a retroactive basis.

This section applies only to MTNs issued on a fully paid basis, that bear interest at a fixed rate, that are not issued with original issue discount, and that do not provide for amortization payments prior to maturity. Accordingly, this section does not apply to MTNs that are non-interest bearing, that provide for floating interest payments, or that are issued on a partly paid basis. If any MTNs are subject to special rules (for example, the rules regarding original issue discount or contingent payment debt instruments), such rules will be discussed in the applicable Pricing Supplement.

Notwithstanding any of the tax information provided in this Information Memorandum, which does not purport to be complete, all persons considering the purchase of the MTNs should consult their own tax advisor concerning the consequences of owning these MTNs in their particular circumstances under the Code and the laws of any other taxing jurisdiction.

1. Tax Status – General

The MTNs and the interest thereon generally will be subject to taxation.

The Bank Agreement provides that the MTNs and the interest thereon are not subject to any tax by a member of the Issuer (a) which tax discriminates against the MTNs solely because they are issued by the Issuer, or (b) if the sole jurisdictional basis for the tax is the place or currency in which the MTNs are issued, made payable or paid, or the location of any office or place of business maintained by the Issuer. Also, under the Bank Agreement, the Issuer is not under any obligation to withhold or pay any tax imposed by any member on the MTNs. Accordingly, payments on the MTNs will be made to the Registrar without deduction in respect of any such tax.

The imposition of United States federal income tax in the manner described herein is not inconsistent with the provisions of the Bank Agreement.

2. Tax Status – United States

The United States Treasury Department has issued to the Issuer rulings dated May 4, 1988 and May 5, 1989 (“**Rulings**”) regarding certain United States tax consequences under the Code of the receipt of interest on securities issued by the Issuer. The Rulings provide that interest paid by the Issuer on such securities, including payments attributable to accrued original issue discount, constitutes income from sources outside the United States. The Rulings further determine that neither the Issuer nor an agent appointed by it as principal for the purpose of paying interest on securities issued by the Issuer is required to withhold tax on interest paid by the Issuer.

Under the Rulings, interest paid by the Issuer ordinarily would not be subject to United States federal income tax, including withholding tax, if paid to a non-resident alien individual (or foreign partnership, estate or trust) or to a foreign corporation, whether or not such person is engaged in trade or business in the United States. However, absent any special statutory or treaty exception, such interest would be subject to United States federal income tax in the following cases: (i) such interest is derived by such person in the active conduct of a banking, financing or similar business within the United States and such interest is attributable to an office or other fixed place of business of such person within the United States, or (ii) such person is a foreign corporation taxable as an insurance company carrying on a United States insurance business and such interest is attributable to its United States business.

3. United States MTN Holders

This section describes the tax consequences to a United States MTN Holder. An MTN Holder is a United States MTN Holder if it is a beneficial owner of an MTN and is:

- a citizen or resident of the United States;
- a domestic corporation;
- an estate whose income is subject to United States federal income tax regardless of its source; or
- a trust if a United States court can exercise primary supervision over the trust's administration and one or more United States persons are authorized to control all substantial decisions of the trust.

Except for portions that explicitly address foreign persons, this section does not apply to MTN Holders who are not United States MTN Holders.

4. Payments of Interest

MTN Holders will be taxed on any interest on their MTNs as ordinary income at the time such holder receives the interest or when it accrues, depending on such holder's method of accounting for tax purposes.

Cash Basis Taxpayers. If an MTN Holder is a taxpayer that uses the cash receipts and disbursements method of accounting for tax purposes, such MTN Holder must recognize income equal to the United States Dollar value of each Australian dollar interest payment received, based on the exchange rate in effect on the date of receipt, regardless of whether such MTN Holder actually converts such payment into United States Dollars.

Accrual Basis Taxpayers. If an MTN Holder is a taxpayer that uses an accrual method of accounting for tax purposes, such MTN Holder may determine the amount of income that such holder recognizes with respect to each Australian dollar interest payment using one of two methods. Under the first method, such MTN Holder will determine the amount of income accrued based on the average exchange rate in effect during the interest accrual period or, with respect to an accrual period that spans two taxable years, that part of the period within the taxable year.

If such MTN Holder elects the second method, such MTN Holder would determine the amount of income accrued on the basis of the exchange rate in effect on the last day of the accrual period, or, in the case of an accrual period that spans two taxable years, the exchange rate in effect on the last day of the part of the period within the taxable year. Additionally, under this second method, if such MTN Holder receives a payment of interest within five business days of the last day of such MTN Holder's accrual period or taxable year, such MTN Holder may instead translate the interest accrued into United States Dollars at the exchange rate in effect on the day that such MTN Holder actually receives the interest payment. If such MTN Holder elects the second method it will apply to all debt instruments that such MTN Holder holds at the beginning of the first taxable year to which the election applies and to all debt instruments that such MTN Holder subsequently acquires. Such MTN Holders may not revoke this election without the consent of the Internal Revenue Service.

When such MTN Holders actually receive an interest payment, including a payment attributable to accrued but unpaid interest upon the sale or retirement of their MTNs, for which such MTN Holder accrued an amount of income, such MTN Holder will recognize ordinary income or loss measured by the difference, if any, between the exchange rate that such MTN Holder used to accrue interest income and the exchange rate in effect on the date of receipt, regardless of whether such holder actually converts the payment into United States Dollars.

For foreign tax credit limitation purposes, interest paid by the Issuer on the MTNs will be income from sources outside the United States and will, depending on the MTN Holder's circumstances, be either "passive income" or "general income" for purposes of computing the foreign tax credit allowable to an MTN Holder.

5. Purchase, Sale and Retirement of the MTNs

An MTN Holder's tax basis in an MTN will generally be the United States Dollar cost, as defined below, of the MTN. If an MTN Holder purchases an MTN with Australian dollars, the United States Dollar cost of the MTN will generally be the United States Dollar value of the purchase price on the date of purchase. However, if such MTN Holder is a cash basis taxpayer, or an accrual basis taxpayer if such MTN Holder so elects, and the MTN is traded on an established securities market, as defined in the applicable United States Treasury regulations, the United States Dollar cost of the MTN will be the United States Dollar value of the purchase price on the settlement date of the purchase.

An MTN Holder will generally recognize gain or loss on the sale or retirement of the MTN equal to the difference between the amount such MTN Holder realizes on the sale or retirement and such MTN Holder's tax basis in the MTN. If the MTN is sold or retired for an amount in Australian dollars, the amount realized will be the United States Dollar value of such amount on:

- the date of disposition, if the MTNs are not traded on an established securities market, as defined in the applicable United States Treasury regulations; or
- the settlement date for the sale, if the MTNs are traded on an established securities market, as defined in the applicable United States Treasury regulations, and the MTN Holder is a cash basis taxpayer, or an accrual basis taxpayer that so elects.

An MTN Holder will recognize capital gain or loss when such MTN Holder sells or retires the MTNs, except to the extent:

- attributable to accrued but unpaid interest; or
- attributable to changes in exchange rates as described below.

Capital gain of a non-corporate MTN Holder is generally taxed at preferential rates where the property is held more than one year.

An MTN Holder must treat any portion of the gain or loss that such MTN Holder recognizes on the sale or retirement of an MTN as ordinary income or loss to the extent attributable to changes in exchange rates. However, such MTN Holder takes exchange gain or loss into account only to the extent of the total gain or loss realized on the transaction.

6. Exchange of Amounts in Other Than United States Dollars

If an MTN Holder receives Australian dollars as interest on an MTN or on the sale or retirement of an MTN, such holder's tax basis in Australian dollars will equal its United States Dollar value when the interest is received or at the time of the sale or retirement. If such MTN Holder purchases Australian dollars, such MTN Holder generally will have a tax basis equal to the United States Dollar value of the Australian dollars on the date of the purchase. If such MTN Holder sells or disposes of Australian dollars, including if such MTN Holder uses it to purchase MTNs or exchange it for United States Dollars, any gain or loss recognized generally will be ordinary income or loss.

7. Medicare Tax

An MTN 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 on the lesser of (1) the holder's "net investment income" for the relevant taxable year and (2) the excess of the 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). An MTN Holder's net investment income generally includes its interest income and its net gains from the disposition of MTNs, 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). An MTN Holder that is an individual, estate or trust is urged to consult a tax advisors regarding the applicability of the Medicare tax to the holder's income and gains in respect of the holder's investment in the MTNs.

8. Treasury Regulations Requiring Disclosure of Reportable Transactions

United States Treasury regulations require United States taxpayers to report certain transactions that give rise to a loss in excess of certain thresholds (a "**Reportable Transaction**"). Under these regulations, an MTN Holder that recognizes a loss with respect to the MTNs that is characterized as an ordinary loss due to changes in currency exchange rates (under any of the rules discussed above) would be required to report the loss on Internal Revenue Service Form 8886 (Reportable Transaction Statement) if the loss exceeds the thresholds set forth in the regulations. For individuals and trusts, this loss threshold is US\$50,000 in any single taxable year. For other types of taxpayers and other types of losses, the thresholds are higher. An MTN Holder should consult with the holder's tax advisor regarding any tax filing and reporting obligations that may apply in connection with acquiring, owning and disposing of MTNs.

9. Foreign Account Tax Compliance Withholding

Certain non-U.S. financial institutions must comply with information reporting requirements or certification requirements in respect of their direct and indirect United States shareholders and/or United States accountholders to avoid becoming subject to withholding on certain payments. Those non-U.S. financial institutions may accordingly be required to report information to the Internal Revenue Service regarding the holders of MTNs. MTN Holders are

urged to consult their own tax advisors and any banks or brokers through which they will hold MTNs as to the consequences (if any) of these rules to them.

10. 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, 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. MTN Holders are urged to consult their tax advisors regarding the application of this reporting requirement to their ownership of the MTNs.

11. Backup Withholding and Information Reporting

The Issuer is not subject to the information reporting and backup withholding requirements that are imposed by United States law with respect to certain payments of interest or principal on debt obligations. While United States Treasury regulations confirm that the information reporting and backup withholding requirements do not apply to the Registrar with respect to the MTNs, the Registrar may file information returns with the Internal Revenue Service with respect to payments on MTNs made within the United States to certain United States persons as if such returns were required of it. Under the book-entry system as operated by the Federal Reserve Bank of New York, no such information returns will be filed by the Registrar with respect to book-entry MTNs.

Brokers, trustees, custodians and other intermediaries within the United States are subject to the reporting and backup withholding requirements with respect to certain payments on the MTNs received by them for the account of certain United States persons, and foreign persons receiving payments on the MTNs within the United States may be required by such intermediaries to establish their status in order to avoid information reporting and backup withholding of tax by such intermediaries in respect of such payments. Payment of the proceeds from the sale of an MTN effected at a foreign office of a broker generally will not be subject to information reporting or backup withholding. However, a sale effected at a foreign office of a broker could be subject to information reporting in the same manner as a sale within the United States (and in certain cases may be subject to backup withholding as well) if (i) the broker has certain connections to the United States, (ii) the proceeds or confirmation are sent to the United States or (iii) the sale has certain other specified connections with the United States.

An MTN Holder generally may obtain a refund of any amounts withheld under the backup withholding rules that exceed the holder’s income tax liability by filing a refund claim with the IRS.

SCHEDULE B

The European Economic Area selling restriction set out on pages 39 and 40 of the Information Memorandum is deleted and replaced with the following:

"European Economic Area

In relation to each Member State of the European Economic Area, each Dealer has represented and agreed, and each further Dealer under the Program will be required to represent and agree, that it has not made and will not make an offer of MTNs which are the subject of the offering contemplated by the Information Memorandum as completed by the Pricing Supplement in relation thereto to the public in that Member State, except that it may, make an offer of such MTNs to the public in that Member State:

- (a) at any time to any legal entity which is a qualified investor as defined in the Prospectus Regulation;
- (b) at any time to fewer than 150 natural or legal persons (other than qualified investors as defined in the Prospectus Regulation) subject to obtaining the prior consent of the relevant Dealer or Dealers nominated by the Issuer for any such offer; or
- (c) at any time in any other circumstances falling within Article 1(4) of the Prospectus Regulation,

provided that no such offer of MTNs referred to in (a) to (c) above shall require the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the Prospectus Regulation.

For the purposes of this provision, the expression "**an offer of MTNs to the public**" in relation to any MTNs in any Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the MTNs to be offered so as to enable an investor to decide to purchase or subscribe for the MTNs and the expression "**Prospectus Regulation**" means Regulation (EU) 2017/1129."

The United Kingdom selling restriction set out on page 40 of the Information Memorandum is deleted and replaced with the following:

"United Kingdom

Each Dealer has represented and agreed, and each further Dealer appointed under the Program will be required to represent and agree, that it has not made, and will not make an offer of MTNs which are the subject of the offering contemplated by the Information Memorandum as completed by the Pricing Supplement in relation thereto to the public in the United Kingdom, except that it may make an offer of such MTNs to the public in the United Kingdom:

- (a) at any time to any legal entity which is a qualified investor as defined in Article 2 of the UK Prospectus Regulation;
- (b) at any time to fewer than 150 natural or legal persons (other than qualified investors as defined in Article 2 of the UK Prospectus Regulation) in the United Kingdom subject to obtaining the prior consent of the relevant Dealer or Dealers nominated by the Issuer for any such offer; or
- (c) at any time in any other circumstances falling within Section 86 of the Financial Services and Markets Act 2000 ("**FSMA**"),

provided that no such offer of MTNs referred to in (a) to (c) above shall require the Issuer or any Dealer to publish a prospectus pursuant to Section 85 of the FSMA or supplement a prospectus pursuant to Article 23 of the UK Prospectus Regulation.

For the purposes of this provision, the expression “**an offer of MTNs to the public**” in relation to any MTNs means the communication in any form and by any means of sufficient information on the terms of the offer and the MTNs to be offered so as to enable an investor to decide to purchase or subscribe for the MTNs and the expression “**UK Prospectus Regulation**” means Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018.

Other regulatory restrictions

Each Dealer has represented and agreed, and each further Dealer appointed under the Program will be required to represent and agree, that:

- (i) it has only communicated or caused to be communicated and will only communicate or cause to be communicated an invitation or inducement to engage in investment activity (within the meaning of Section 21 of the FSMA) received by it in connection with the issue or sale of any MTNs in circumstances in which Section 21(1) of the FSMA does not apply to the Issuer; and
- (ii) it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to any MTNs in, from or otherwise involving the United Kingdom.”

The Hong Kong selling restriction set out on page 40 of the Information Memorandum is deleted and replaced with the following:

“Hong Kong

Each Dealer acknowledges and agrees that the MTNs have not been authorised by the Hong Kong Securities and Futures Commission. Each Dealer has represented and agreed, and each further Dealer under the Program will be required to represent and agree, that:

- (a) it has not offered or sold and will not offer or sell in Hong Kong, by means of any document, any MTNs (except for MTNs which are a “structured product” as defined in the Securities and Futures Ordinance (Cap. 571) of Hong Kong (“**Securities and Futures Ordinance**”)) other than (a) to “professional investors” as defined in the Securities and Futures Ordinance and any rules made under that Ordinance; or (b) in other circumstances which do not result in the document being a “prospectus” as defined in the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong or which do not constitute an offer to the public within the meaning of that Ordinance; and
- (b) it has not issued or had in its possession for the purposes of issue, and will not issue or have in its possession for the purposes of issue, whether in Hong Kong or elsewhere, any advertisement, invitation or document relating to the MTNs, which is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to MTNs which are or are intended to be disposed of only to persons outside Hong Kong or only to “professional investors” as defined in the Securities and Futures Ordinance and any rules made under that Ordinance.”

The Japan selling restriction set out on page 40 of the Information Memorandum is deleted and replaced with the following:

“Japan

The MTNs have not been and will not be registered under the Financial Instruments and Exchange Act of Japan (Act No. 25 of 1948, as amended) (“**Financial Instruments and Exchange Act**”) and, accordingly, each Dealer has represented and agreed, and each further Dealer appointed under the Program will be required to represent and agree, that, unless an applicable Pricing Supplement (or another supplement to the Information Memorandum) otherwise provides, it has not offered or sold nor will it offer or sell any MTNs directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan (as defined under Item 5, Paragraph 1, Article 6 of the Foreign Exchange and Foreign Trade Act

(Act No. 228 of 1949, as amended)) or to others for re-offering or resale, directly or indirectly, in Japan or for the benefit of a resident in Japan, except pursuant to an exemption from the registration requirements of, and otherwise in compliance with, the Financial Instruments and Exchange Act and any other applicable laws, regulations and ministerial guidelines of Japan.”

The New Zealand selling restriction set out on page 41 of the Information Memorandum is deleted and replaced with the following:

“New Zealand

Each Dealer has represented and agreed that:

- (a) it has not offered or sold, and will not offer or sell, directly or indirectly, any MTNs; and
- (b) it has not distributed and will not distribute, directly or indirectly, any offering materials or advertisement in relation to any offer of MTNs,

in each case in New Zealand other than:

- (i) to persons who are “wholesale investors” as that term is defined in clauses 3(2)(a), (c) and (d) of Schedule 1 to the Financial Markets Conduct Act 2013 of New Zealand (“**FMC Act**”), being a person who is:
 - (A) an “investment business”;
 - (B) “large”; or
 - (C) a “government agency”,in each case as defined in Schedule 1 to the FMC Act; or
- (ii) in other circumstances where there is no contravention of the FMC Act, provided that (without limiting paragraph (i) above) MTNs may not be offered or transferred to any “eligible investors” (as defined in the FMC Act) or any person that meets the investment activity criteria specified in clause 38 of Schedule 1 to the FMC Act.”

The Singapore selling restriction set out on pages 41 and 42 of the Information Memorandum is deleted and replaced with the following:

“Singapore

Each Dealer has acknowledged, and each further Dealer appointed under the Program will be required to acknowledge, that the Information Memorandum has not been registered as a prospectus with the Monetary Authority of Singapore.

Accordingly, each Dealer has represented, warranted and agreed, and each further Dealer appointed under the Program will be required to represent, warrant and agree, that it has not offered or sold any MTNs or caused the MTNs to be made the subject of an invitation for subscription or purchase and will not offer or sell any MTNs or cause the MTNs to be made the subject of an invitation for subscription or purchase, and has not circulated or distributed, nor will it circulate or distribute, the Information Memorandum or any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the MTNs, whether directly or indirectly to persons in Singapore other than:

- (a) to an institutional investor (as defined in Section 4A of the Securities and Futures Act (Chapter 289 of Singapore), as modified or amended from time to time (the “**SFA**”)) pursuant to Section 274 of the SFA;

- (b) to a relevant person (as defined in Section 275(2) of the SFA) pursuant to Section 275(1) of the SFA, or to any person pursuant to Section 275(1A) of the SFA, and in accordance with the conditions specified in Section 275 of the SFA; or
- (c) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where the MTNs are subscribed or purchased under Section 275 of the SFA by a relevant person which is:

- (1) a corporation (which is not an accredited investor (as defined in Section 4A of the SFA)) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or
- (2) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary of the trust is an individual who is an accredited investor,

securities or securities-based derivatives contracts (each term as defined in Section 2(1) of the SFA) of that corporation or the beneficiaries' rights and interest (howsoever described) in that trust shall not be transferred within six months after that corporation or that trust has acquired the MTNs pursuant to an offer made under Section 275 of the SFA except:

- (i) to an institutional investor or to a relevant person, or to any person arising from an offer referred to in Section 275(1A) or Section 276(4)(i)(B) of the SFA;
- (ii) where no consideration is, or will be, given for the transfer;
- (iii) where the transfer is by operation of law;
- (iv) as specified in Section 276(7) of the SFA; or
- (v) as specified in Regulation 37A of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018.

In the case of the MTNs being offered into Singapore in a primary or subsequent distribution, and solely for the purposes of its obligations pursuant to Section 309B of the SFA, the Issuer has determined, and hereby notifies all relevant persons (as defined in Section 309A of the SFA) that the MTNs are "prescribed capital markets products" (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products)."