

Pricing Supplement

Inter-American Investment Corporation

Global Debt Program

Series No: 12

BRL 50,000,000 11.40% Sustainable Notes due June 24, 2029 (the “Notes”) payable in United States Dollars

Issue Price: 100 per cent.

Application is expected to be made for the Notes to be admitted to the Official List of the Financial Conduct Authority and to trading on the London Stock Exchange plc’s UK Regulated Market.

J.P. Morgan

The date of this Pricing Supplement is June 21, 2024.

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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 December 13, 2021 (the “Prospectus”) (which for the avoidance of doubt does not constitute a prospectus for the purposes of Part VI of the United Kingdom (“UK”) Financial Services and Markets Act 2000 (the “FSMA”) or a prospectus for the purposes of Regulation (EU) 2017/1129 (as amended) or Regulation (EU) 2017/1129 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (“EUWA”). This Pricing Supplement must be read in conjunction with the Prospectus. This document is issued to give details of an issue by the Inter-American Investment Corporation (“IDB Invest”) under its Global Debt Program and to provide information supplemental to the Prospectus. Complete information in respect of IDB Invest and this offer of the Notes is only available on the basis of the combination of this Pricing Supplement and the Prospectus.

UK MiFIR product governance / Professional investors and ECPs only target market

– See “General Information—Additional Information Regarding the Notes—Matters relating to UK MiFIR” below.

Terms and Conditions

The following items under this heading “Terms and Conditions” are the particular terms which relate to the issue the subject of this Pricing Supplement. Together with the applicable Conditions (as defined above), which are expressly incorporated hereto, these are the only terms that form part of the form of Notes for such issue.

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| 1. Series No.: | 12 |
| 2. Aggregate Principal Amount: | BRL 50,000,000 |
| 3. Issue Price: | BRL 50,000,000 which is 100 percent of the Aggregate Principal Amount |
| | The Issue Price will be payable in USD in the amount of USD 9,225,943.35 at the agreed rate of BRL 5.4195 per one USD. |
| 4. Issue Date: | June 24, 2024 |
| 5. Form of Notes
(Condition 1(a)): | Registered only |
| 6. New Global Note: | Not Applicable |
| 7. Authorized Denomination(s)
(Condition 1(b)): | BRL 10,000 and multiples thereof |
| 8. Specified Currency
(Condition 1(d)): | Brazilian Real (BRL) being the lawful currency of the Federative Republic of Brazil, <i>provided</i> that all payments in respect of the Notes will be made in United States Dollars (“USD”) |
| 9. Specified Principal Payment Currency
(Conditions 1(d) and 7(h)): | USD |

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| 10. Specified Interest Payment Currency
(Conditions 1(d) and 7(h)): | USD |
| 11. Maturity Date
(Condition 6(a); Fixed Interest Rate
and Zero Coupon): | June 24, 2029

The Maturity Date is subject to the Business Day Convention with no adjustment to the amount of interest otherwise calculated. Further, the date of payment in respect of the Maturity Date is subject to postponement if any of the Applicable Disruption Fallbacks apply, with no adjustment to the amount of interest otherwise calculated. |
| 12. Interest Basis
(Condition 5): | Fixed Interest Rate (Condition 5(I)) |
| 13. Interest Commencement Date
(Condition 5(III)): | Issue Date (June 24, 2024) |
| 14. Fixed Interest Rate (Condition 5(I)): | |
| 1. Interest Rate: | 11.40 percent per annum |
| 2. Fixed Rate Interest Payment
Date(s): | Annually in arrear on June 24 in each year commencing on June 24, 2025, up to and including the Maturity Date. |

Each Fixed Rate Interest Payment Date is subject to the Business Day Convention, but with no adjustment to the amount of interest otherwise calculated. Further, the date of payment in respect of each Fixed Rate Interest Payment Date is subject to postponement if any of the Applicable Disruption Fallbacks apply, with no adjustment to the amount of interest otherwise calculated.

Calculation of Interest Amount.

For the purposes of the calculation of the Interest Amount payable for any Interest Period, there shall be no adjustment pursuant to the Business Day Convention.

As soon as practicable and in accordance with the procedure specified herein, the Calculation Agent will determine the Reference Rate (as defined below) and calculate the Interest Amount with respect to each minimum Authorized Denomination for the relevant Interest Period.

The Interest Amount with respect to any Interest Period shall be a USD amount calculated using the Reference Rate determined as of the relevant

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Valuation Date (as defined below) as follows:

BRL 1,140 per minimum Authorized
Denomination
divided by
the Reference Rate

(and rounding, if necessary, the entire resulting figure to the nearest two decimal places, with USD 0.005 being rounded upwards).

“Valuation Date” means, in respect of each Fixed Rate Interest Payment Date, the Maturity Date or any date on which an amount is payable, the date which is two Business Days prior to such date (the “Scheduled FX Valuation Date”), provided that if the Scheduled FX Valuation Date is an Unscheduled Holiday, the FX Valuation Date shall be postponed to the first following Business Day, which is not an Unscheduled Holiday. In the event the Scheduled FX Valuation Date is so postponed due to an Unscheduled Holiday and if the FX Valuation Date has not occurred on or before the number of calendar days equal to the Maximum Days of Postponement after the Scheduled FX Valuation Date (any such period being a “Deferral Period”), then the next day after the Deferral Period that is a Business Day, or that would have been a Business Day but for the Unscheduled Holiday shall be deemed to be the FX Valuation Date.

“BRL PTAX Rate” means, in respect of a Valuation Date, the closing USD/BRL offered foreign exchange rate for USD, expressed as the amount of BRL per one USD, as reported by the Banco Central do Brasil on its website (www.bcb.gov.br; see “Cotações e boletins”), or any succeeding rate source, by approximately 1:15 p.m. São Paulo time on such Valuation Date and as published on Refinitiv Screen “BRLUSDPTAX= CBBR” page (or such other page or service as may replace that page to be used for the purpose of obtaining the reference rate), provided that in the event of any inconsistency between such rate on Banco Central do Brasil’s website and such rate on Refinitiv Screen “BRLUSDPTAX= CBBR” Page, the closing USD/BRL offered foreign exchange rate

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on Banco Central do Brasil's website shall prevail.

“Reference Rate” means, in respect of a Valuation Date:

(a) the BRL PTAX Rate; or

(b) in the event that the BRL PTAX Rate is not available on the first Brazil Business Day following the relevant Valuation Date, the Calculation Agent shall determine that a “Price Source Disruption” has occurred, and shall promptly inform IDB Invest, the Noteholders and the Global Agent of such occurrence. For the purposes of obtaining a Reference Rate, the Applicable Disruption Fallbacks will apply.

“Valuation Business Day” means for such purpose any day on which commercial banks are open for general business (including dealing in foreign exchange and foreign currency deposits) in Rio de Janeiro, Brasilia, São Paulo and New York.

Applicable Disruption Fallbacks (in order of application):

1. Valuation Postponement. “Valuation Postponement” means, for purposes of obtaining a Reference Rate, that the Reference Rate will be determined on the Valuation Business Day first succeeding the day on which the Price Source Disruption ceases to exist, unless the Price Source Disruption continues to exist (measured from the date, that, but for the occurrence of the Price Source Disruption, would have been the Valuation Date) for a consecutive number of calendar days equal to the Maximum Days of Postponement. In such event, the Reference Rate will be determined on the next Valuation Business Day after the Maximum Days of Postponement in accordance with the next Applicable Disruption Fallback.

2. Calculation Agent Determination of the Reference Rate. “Calculation Agent Determination of Reference Rate” means,

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for the purpose of obtaining a Reference Rate, the Calculation Agent will determine the Reference Rate (or a method for determining the Reference Rate) in its sole discretion, acting in good faith and in a commercially reasonable manner.

Cumulative Events: Notwithstanding anything herein to the contrary, in no event shall the total number of consecutive calendar days during which either (i) valuation is deferred due to an Unscheduled Holiday, or (ii) a Valuation Postponement shall occur (or any combination of (i) and (ii)), exceed 14 consecutive calendar days in the aggregate. Accordingly, (x) if, upon the lapse of any such 14 day period, an Unscheduled Holiday shall have occurred or be continuing on the day following such period, then such day shall be deemed to be a Valuation Date, and (y) if, upon the lapse of any such 14 day period, a Price Source Disruption shall have occurred or be continuing on the day following such period, then Valuation Postponement shall not apply and the Reference Rate shall be determined in accordance with the next Applicable Disruption Fallback.

“Maximum Days of Postponement” means fourteen (14) calendar days.

“Unscheduled Holiday” means a day that is not a Valuation 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 São Paulo, Brazil two Valuation Business Days prior to the Scheduled FX Valuation Date.

In the event the Scheduled FX Valuation Date becomes subject to the Following Business Day Convention after the occurrence of an Unscheduled Holiday, and if the Valuation Date has not occurred on or before the 14th consecutive day after the Scheduled FX Valuation Date (any such period being a “Deferral Period”), then the next day after the Deferral Period that would have been a Valuation Business Day, but for the Unscheduled Holiday, shall be deemed to be the

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Valuation Date.

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| 3. Business Day Convention: | Following Business Day Convention |
| 4. Fixed Rate Day Count Fraction(s): | Act/Act ICMA |
| 5. Calculation Agent: | Citibank N.A., London Branch |
| 15. Relevant Financial Center: | Brazil, London, New York |
| 16. Relevant Business Day: | Brazil, London, New York |
| 17. Redemption Amount (if other than Principal Amount) (Condition 6(a)): | The Principal Amount, provided however, that the Redemption Amount will be paid on the Maturity Date in USD converted from BRL at the applicable Reference Rate on the Valuation Date in respect of the Maturity Date. |
| 18. IDB Invest's Optional Redemption (Condition 6(e)): | No |
| 19. Redemption at the Option of the Noteholders (Condition 6(f)): | No |
| 20. Early Redemption Amount (including accrued interest, if applicable) (Condition 9): | In the event the Notes become due and payable as provided in Condition 9 (Default), the Early Redemption Amount with respect to each minimum Authorized Denomination will be a USD amount equal to the Redemption Amount that is determined in accordance with "17. Redemption Amount (Condition 6(a))" plus accrued and unpaid interest, if any, as determined in accordance with "14. Fixed Interest Rate (Condition 5(I))"; <i>provided</i> that for purposes of such determination, the "Rate Fixing Date" shall be the date that is two (2) Business Days prior to the date upon which the Notes become due and payable as provided in Condition 9 (Default). |
| 21. Governing Law: | New York |

Other Relevant Terms

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| 1. Listing (if yes, specify Stock Exchange): | London Stock Exchange |
| 2. Details of Clearance System Approved by IDB Invest and the Global Agent and Clearance and Settlement Procedures: | Euroclear Bank SA/NV; Clearstream Banking S.A. |
| 3. Syndicated: | No |

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4. Commissions and Concessions: No commissions or concessions are payable in respect of the Notes. An affiliate of the Dealer has arranged a swap with IDB Invest in connection with this transaction and will receive amounts thereunder that may comprise compensation.
5. Estimated Total Expenses: The Dealer has agreed to pay for all material expenses related to the issuance of the Notes, including the London Stock Exchange listing fees, if applicable.
6. Codes:
1. ISIN: XS2848649138
 2. Common Code: 284864913
7. Identity of Managers: J.P. Morgan Securities plc
8. Provisions for Registered Notes:
1. Individual Definitive Registered Notes Available on Issue Date: No
 2. DTC Global Note(s): No
 3. Other Registered Global Notes: Yes, issued in accordance with the Global Agency Agreement, dated December 13, 2021, as amended, among IDB Invest, Citibank, N.A., London Branch as Global Agent, and the other parties thereto.
9. Intended to be held in a manner which would allow Eurosystem eligibility: Not Applicable
10. Selling Restrictions:
- (a) United States: Under the provisions of the Inter-American Investment Corporation Act (22 U.S.C. 283ii), the Notes are exempted securities within the meaning of Section 3(a)(2) of the U.S. Securities Act of 1933, as amended, and Section 3(a)(12) of the U.S. Securities Exchange Act of 1934, as amended.

- (b) United Kingdom: The Dealer represents and agrees that (a) 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 the Notes in circumstances in which Section 21(1) of the FSMA does not apply to IDB Invest, and (b) it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to such Notes in, from or otherwise involving the UK.
- (c) Brazil: The Dealer has represented and agreed that it has not offered or sold and will not offer or sell any Notes in Brazil. The Notes have not been and will not be registered with the Brazilian Securities and Exchange Commission (Comissão de Valores Mobiliários, the “CVM”).
- (d) Singapore: In the case of the Notes being offered into Singapore in a primary or subsequent distribution, and solely for the purposes of its obligations pursuant to Section 309B of the Securities and Futures Act (Chapter 289) of Singapore (the “SFA”), IDB Invest has determined, and hereby notifies all relevant persons (as defined in Section 309A of the SFA) that the Notes 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).
- (e) General: No action has been or will be taken by IDB Invest that would permit a public offering of the Notes, or possession or distribution of any offering material relating to the Notes in any jurisdiction where action for that purpose is required. Accordingly, the Dealer agrees that it will observe all applicable provisions of law in each jurisdiction in or from which it may offer or sell Notes or distribute any offering material.

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General Information

Additional Information Regarding the Notes

1. Use of Proceeds

The Issuer intends to apply the net proceeds from this offer of Notes specifically for “Eligible Projects”, in accordance with and as defined by the Issuer's Sustainable Debt Framework (the “SDF”). The SDF, along with the relevant second party opinion, are available on the website of the Issuer at www.idbinvest.org/en/investors. However, such information is not incorporated in and does not form part of the Prospectus. Such information relating to the SDF will be updated from time to time.

2. Matters relating to UK MiFIR

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

UK MiFIR product governance / Professional investors and ECPs only target market – Solely for the purposes of the UK manufacturer’s 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 COBS, and professional clients, as defined in UK MiFIR; and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (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 Notes (by either adopting or refining the UK manufacturer’s target market assessment) and determining appropriate distribution channels.

For the purposes of this provision, (i) the expression “UK manufacturer” means the Dealer, (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.

3. Additional Investment Considerations:

There are significant risks associated with the Notes, including but not limited to exchange rate risk, price risk and liquidity risk. Investors should consult their own financial, legal, accounting and tax advisors about the risks associated with an investment in these Notes, the appropriate tools to analyze that investment, and the suitability of the investment in each investor’s particular circumstances.

Payment of each Interest Amount and the Redemption Amount will be based on the Reference Rate, which is a measure of the rate of exchange between the BRL and the USD. Currency exchange rates are volatile and will affect the holder’s return. In addition, the government of Brazil can from time to time intervene in the foreign exchange market. These interventions or other governmental actions could adversely affect the value of the Notes, as well as the yield (in USD terms) on the Notes and the amount payable at maturity or upon acceleration. Even in the absence of governmental action directly affecting

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currency exchange rates, political or economic developments in Brazil or elsewhere could lead to significant and sudden changes in the exchange rate between the BRL and the USD.

The methodologies for determining the Reference Rate may result in a Redemption Amount (or Early Redemption Amount, as the case may be) of the Notes, or an Interest Amount on the Notes, being significantly less than anticipated or less than what an alternative methodology for determining the Reference Rate would yield.


The Notes offered by this Pricing Supplement are complex financial instruments and may not be suitable for certain investors. Investors intending to purchase the Notes should consult with their tax and financial advisors to ensure that the intended purchase meets the investment objective before making such purchase.

4. Matters relating to United States Federal Income Tax

The following supplements the discussion under the “Tax Matters” section of the Prospectus regarding the U.S. federal income tax treatment of the Notes, and is subject to the limitations and exceptions set forth therein. Any tax disclosure in the Prospectus or this Pricing Supplement is of a general nature only, is not exhaustive of all possible tax considerations and is not intended to be, and should not be construed to be, legal, business or tax advice to any particular prospective investor. Each prospective investor should consult its own tax advisor as to the particular tax consequences to it of the acquisition, ownership, and disposition of the Notes, including the effects of applicable U.S. federal, state, and local tax laws and non-U.S. tax laws and possible changes in tax laws.

Because the Notes are denominated in BRL, a United States holder of the Notes will generally be subject to special United States federal income tax rules governing foreign currency transactions, as described in the Prospectus in the last four paragraphs of “—Payments of Interest” under the “United States Holders” section. Pursuant to such rules, a United States holder should determine amounts received with respect to a Note (including principal and interest) by reference to the USD value of the BRL amount of the payment, calculated at the currency exchange rate in effect on the date of payment. The USD amount that is actually received by the United States holder may differ from the amount determined under the preceding sentence, since the USD amount of the payment will be determined by reference to the Reference Rate as of the relevant Valuation Date. Accordingly, a United States holder of the Notes may recognize United States source foreign currency gain or loss in an amount equal to such difference (in addition to any foreign currency gain or loss otherwise recognized upon the receipt of an interest payment or a sale or retirement of the Notes). The U.S. Internal Revenue Service could take the position, however, that the amounts received by a United States holder in respect of a Note should be equal to the USD amount that is actually received by the United States holder. Prospective United States holders of the Notes should consult their tax advisors regarding these rules.

INTER-AMERICAN INVESTMENT CORPORATION

By: 
Name: JAPPE SEVANTO
Title: TREASURER