

**SUPPLEMENT NUMBER 3 DATED 28 MARCH 2024 TO THE OFFERING CIRCULAR
DATED 3 DECEMBER 2021**



INTERNATIONAL FUND FOR AGRICULTURAL DEVELOPMENT

Euro Medium Term Note Programme

This supplement (the “**Supplement**”) is supplemental to, forms part of and must be read and construed in conjunction with, the offering circular dated 3 December 2021 (the “**Offering Circular**”), prepared by International Fund for Agricultural Development (the “**Issuer**”) in connection with its programme (the “**Programme**”) for the issuance of euro medium term notes (“**Notes**”). Terms given a defined meaning in the Offering Circular shall, unless the context otherwise requires, have the same meaning when used in this Supplement.

IMPORTANT NOTICES

The Issuer accepts responsibility for the information contained in this Supplement and declares that, to the best of its knowledge, the information contained in this Supplement is in accordance with the facts and this Supplement makes no omission likely to affect its import.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Offering Circular by this Supplement and (b) any other statement in, or incorporated by reference into, the Offering Circular, the statements in (a) above will prevail.

Save as disclosed in this Supplement, no significant new factor, material mistake or material inaccuracy relating to the information included in the Offering Circular which is capable of affecting the assessment of any Notes issued under the Programme has arisen since publication of the Offering Circular.

SUPPLEMENT TO THE OFFERING CIRCULAR

With effect from the date of this Supplement, the information appearing in, or incorporated by reference into, the Offering Circular shall be supplemented in the manner described below.

INFORMATION INCORPORATED BY REFERENCE

1. IFAD 13

In IFAD's report of the consultation on the thirteenth replenishment of IFAD's resources dated 29 November 2023 ("**IFAD 13**"), IFAD outlined its proposals to update its private sector strategy and establish a new funding model for the Private Sector Financing Programme. Using its own balance sheet, IFAD will be able to catalyse and mobilize additional private investments and financial services to underserved rural areas. Non-sovereign operations will be more closely integrated with IFAD's sovereign investments to create new ways to mobilize domestic and international private sector investments directed at rural people. By de-risking investments for its private sector partners and creating an enabling environment, IFAD will be able to foster more public-private partnerships with agrifood businesses and entrepreneurs. IFAD 13 anticipates up to USD 90 million of financing being provided to private sector enterprises in the period 2025-2027.

Risk Factors

The "*Risk Factors*" section of the Offering Circular shall be updated by:

- a) removing "IFAD loans are made only to developing Member States or to intergovernmental organisations in which such Member States participate" in the "*Credit risk*" section on page 8 of the Offering Circular and replacing it with "IFAD loans are made to developing Member States, intergovernmental organisations in which such Member States participate, or private sector recipients in such Member States"; and
- b) removing "The Issuer makes loans directly to its developing Member States" in the "Changes in creditworthiness of the Issuer's borrowers may affect the Issuer's financial condition" section on page 10 of the Offering Circular and replacing it with "The Issuer makes loans to developing Member States, intergovernmental organisations in which such Member States participate, and private sector recipients in such Member States".

Use of Proceeds

The "*Use of Proceeds*" section of the Offering Circular shall be updated by removing "borrowing Member States" at the end of the final paragraph on page 14 of the Offering Circular and replacing it with "Member States in which projects are to be implemented".

Description of the Issuer

The "*Description of the Issuer*" section of the Offering Circular shall be updated by removing "To service these objectives, the Issuer provides loans and grants to developing Member States." in the final paragraph of the "Mandate and Activities" section on page 15 of the Offering Circular and replacing it with "To service these objectives, the Issuer provides loans and grants to developing Member States, intergovernmental organisations in which such Member States participate, and private sector recipients in such Member States".

2. Incorporation of Accounts

The following specific items are incorporated by reference in and form part of this Supplement and the Offering Circular:

- (a) the IFAD-only balance sheet in United States dollars (US\$), set out on page 3 of IFAD's 2023 financial statements (as published on its website at *www.ifad.org*), as at and for the year ended 31 December 2023;
- (b) the IFAD-only statement of comprehensive income, set out on page 5 of IFAD's 2023 financial statements (as published on its website at *www.ifad.org*), as at and for the years ended 31 December 2022 and 31 December 2023; and
- (c) the Independent Auditor's report, set out on pages 40-45 of IFAD's 2023 financial statements (as published on its website at *www.ifad.org*), as at and for the year ended 31 December 2023.

Copies of documents incorporated by reference in this Supplement can be obtained from the Issuer's website at *www.ifad.org* and, upon request, free of charge, from the registered office of the Specified Offices of the Paying Agents for the time being in London.