SUPPLEMENTARY PROSPECTUS DATED 14 FEBRUARY 2014 TO THE PROSPECTUS DATED 13 SEPTEMBER 2013

TOYOTA MOTOR FINANCE (NETHERLANDS) B.V.

(a private company incorporated with limited liability under the laws of the Netherlands, with its corporate seat in Amsterdam, the Netherlands)

and

TOYOTA CREDIT CANADA INC.

(a company incorporated with limited liability under the Canada Business Corporations Act)

and

TOYOTA FINANCE AUSTRALIA LIMITED

(ABN 48 002 435 181, a company registered in New South Wales and incorporated with limited liability in Australia)

and

TOYOTA MOTOR CREDIT CORPORATION

(a company incorporated with limited liability in California, United States)

€50,000,000,000

Euro Medium Term Note Programme

This Supplementary Prospectus (the "**Supplementary Prospectus**"), to the Prospectus dated 13 September 2013 (the "**Prospectus**") which comprises a base prospectus for the purposes of Article 5.4 of Directive 2003/71/EC as amended (which includes the amendments made by Directive 2010/73/EU to the extent that such amendments have been implemented in a relevant Member State of the European Economic Area) (the "**Prospectus Directive**") for each of Toyota Motor Finance (Netherlands) B.V. ("**TMF**" and the "**TMF Base Prospectus**", respectively), Toyota Credit Canada Inc. ("**TCCI**" and the "**TCCI Base Prospectus**", respectively), Toyota Finance Australia Limited ("**TFA**" and the "**TFA Base Prospectus**", respectively) and Toyota Motor Credit Corporation ("**TMCC**" and the "**TMCC Base Prospectus**", respectively, and TMF, TCCI, TFA and TMCC together, the "**Issuers**" and each an "**Issuer**"), constitutes a supplementary base prospectus for the purposes of Article 16 of the Prospectus Directive in relation to TMF with respect to the TMF Base Prospectus, TCCI with respect to the TCCI Base Prospectus, TFA with respect to the TFA Base Prospectus and TMCC with respect to the TMCC Base Prospectus, and is prepared in connection with the €50,000,000,000 Euro Medium Term Note Programme (the "**Programme**") established by the Issuers.

The purpose of this Supplementary Prospectus is to incorporate by reference the Quarterly Report for the quarter ended 31 December 2013 of TMCC into the TMCC Base Prospectus; to update the Programme Summary with respect to such financial information incorporated by reference; and to reference the announcement on 10 February 2014 of Toyota Motor Corporation ("**TMC**") and Toyota Motor Corporation Australia Limited ("**TMCA**"), TMC's production and sales subsidiary in Australia, that they have decided to end Toyota vehicle and engine production in Australia by the end of 2017.

This Supplementary Prospectus is supplemental to, and should be read in conjunction with, the Prospectus and the Supplementary Prospectuses dated 7 November 2013, 13 November 2013, 3 December 2013 and 5 February 2014 issued by the Issuers or any Issuer. Each of the TMF Base Prospectus, the TCCI Base Prospectus, the TFA Base Prospectus and the TMCC Base Prospectus has been supplemented by the Supplementary Prospectuses dated 7 November 2013, 3 December 2013 and 5 February 2014. In addition, the TMCC Base Prospectus has been supplemented by a Supplementary Prospectus dated 13 November 2013.

Any statement contained in the Prospectus or in a document which is incorporated by reference in the Prospectus shall be deemed to be modified or superseded for the purpose of the Prospectus to the extent that a statement contained in any document which is subsequently incorporated by reference in the Prospectus by way of a supplement (including this Supplementary Prospectus) prepared in accordance with Article 16 of the Prospectus Directive modifies or supersedes such earlier statement (whether expressly, by implication or otherwise) and any statement so modified or superseded shall not, except as so modified or superseded, constitute a part of the Prospectus. Terms defined in the Prospectus have the same meaning when used in this Supplementary Prospectus.

This Supplementary Prospectus has been approved by the Central Bank of Ireland, as competent authority for the purposes of the Prospectus Directive. The Central Bank of Ireland only approves this Supplementary Prospectus as meeting the requirements imposed under Irish and EU law pursuant to the Prospectus Directive.

This Supplementary Prospectus (i) in respect of each of TMF and the TMF Base Prospectus, TCCI and the TCCI Base Prospectus and TFA and the TFA Base Prospectus includes all information contained within this Supplementary Prospectus, except for information in this Supplementary Prospectus relating to TMCC and its Quarterly Report for the quarter ended 31 December 2013 (including TMCC's no significant change statement); and (ii) in respect of TMCC and the TMCC Base Prospectus, includes all information contained within this Supplementary Prospectus together with all documents incorporated herein by reference.

Each Issuer accepts responsibility for the information contained in its Supplementary Prospectus as described above. Each Issuer confirms that, having taken all reasonable care to ensure that such is the case, the information contained in its Supplementary Prospectus is, to the best of its knowledge, in accordance with the facts and does not omit anything likely to affect the import of such information.

TMC accepts responsibility for the information contained in this Supplementary Prospectus insofar as such information relates to itself. TMC confirms that, having taken all reasonable care to ensure that such is the case, the information about itself contained in this Supplementary Prospectus is, to the best of its knowledge, in accordance with the facts and does not omit anything likely to affect the import of such information.

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

Except as disclosed in this Supplementary Prospectus and the Supplementary Prospectuses dated 7 November 2013, 13 November 2013, 3 December 2013 and 5 February 2014, there has been no significant new factor, material mistake or inaccuracy relating to information included in the Prospectus which is capable of affecting the assessment of Notes issued under the Programme since the publication of the Prospectus.

In circumstances where Article 16(2) of the Prospectus Directive apply, investors who have agreed to purchase or subscribe for Notes before this Supplementary Prospectus is published have the right, exercisable before the end of the period of two working days beginning with the working day after the date on which this Supplementary Prospectus was published, to withdraw their acceptances. This right to withdraw will expire by close of business on 18 February 2014.

The Dealers have not separately verified the information contained in this Supplementary Prospectus. Accordingly, no representation, warranty or undertaking, express or implied, is made and no responsibility is accepted by the Dealers as to the accuracy or completeness of the information contained or incorporated in the Prospectus by this Supplementary Prospectus.

The distribution of the Prospectus, this Supplementary Prospectus, any other supplements to the Prospectus and any Final Terms and the offering or sale of the Notes in certain jurisdictions may be restricted by law. Persons into whose possession the Prospectus, this Supplementary Prospectus, any other supplements to the Prospectus or any Final Terms come are required by the Issuers, the Dealers and the Arranger to inform themselves about and to observe any such restriction. In particular, there are restrictions on the distribution of the Prospectus, this Supplementary Prospectus, any other supplements to the Prospectus, any Final Terms and other information in relation to the Issuers and the Notes, and the offering or sale of Notes in the United States, the European Economic Area (including United Kingdom and the Netherlands), Japan, Canada, Australia, New Zealand, the People's Republic of China, Hong Kong, Singapore, Switzerland, Ireland, Spain and Sweden. For a further description of restrictions on offers, sales and transfers of Notes and distribution of the Prospectus, this Supplementary Prospectus, any other supplements to the Prospectus and any Final Terms, see "Subscription and Sale" in the Prospectus. The Notes have not been and will not be registered under the U.S. Securities Act of 1933, as amended, and are subject to U.S. tax law requirements. Subject to certain exceptions, Notes may not be offered, sold or delivered within the United States or to U.S. persons.

None of the Prospectus, this Supplementary Prospectus, any other supplements to the Prospectus or any Final Terms constitutes an offer of, or an invitation by or on behalf of the Issuers, the Arranger or the Dealers to subscribe for, or purchase, any Notes.

FORM 10-Q FILING: TOYOTA MOTOR CREDIT CORPORATION

On 12 February 2014, TMCC filed its Quarterly Report for the quarter ended 31 December 2013 on Form 10-Q with the Securities and Exchange Commission (the "**Form 10-Q**").

A copy of the Form 10-Q has been published on the website of the London Stock Exchange (http://www.rns-pdf.londonstockexchange.com/rns/0109A_-2014-2-13.pdf) and will be filed with the National Storage Mechanism and, by virtue of this Supplementary Prospectus, the Form 10-Q (excluding all information incorporated by reference therein either expressly or implicitly and excluding any information or statement included therein either expressly or implicitly that is or might be considered to be forward looking) is incorporated in, and forms part of, the TMCC Base Prospectus.

There has been no significant change in the financial position or trading position of TMCC and its consolidated subsidiaries (considered as a whole) since 31 December 2013, the date of the most recently published financial statements of TMCC.

UPDATE OF THE SUMMARY OF THE PROGRAMME

The Summary of the Programme included in the Prospectus is updated in the Appendix to this Supplementary Prospectus.

TOYOTA TO END PRODUCTION IN AUSTRALIA BY THE END OF 2017

TMC and TMCA, TMC's production and sales subsidiary in Australia, announced on 10 February 2014 that they have decided to end Toyota vehicle and engine production in Australia by the end of 2017. TMCA will continue to be the primary distributor of Toyota and Lexus vehicles in Australia.

APPENDIX

SUMMARY OF THE PROGRAMME

Summaries are made up of disclosure requirements known as 'Elements'. These Elements are numbered in Sections A – E (A.1 – E.7). This Summary contains all the Elements required to be included in a summary for the Notes and the Issuers. Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements. Even though an Element may be required to be inserted in the summary because of the type of securities and issuers, it is possible that no relevant information can be given regarding the Element. In this case a short description of the Element is included in the Summary with the mention of 'Not Applicable'.

Section A – Introduction and warnings

Element	Title	
A.1	Warning	**This Summary must be read as an introduction to the Prospectus and the applicable Final Terms. Any decision to invest in any Notes should be based on a consideration of the Prospectus as a whole, including any documents incorporated by reference, and the applicable Final Terms. Following the implementation of the relevant provisions of the Prospectus Directive in each Member State of the European Economic Area, no civil liability will attach to any Issuer, Toyota Financial Services Corporation ("*TFS*") or Toyota Motor Corporation ("*TMC*") in any such Member State solely on the basis of this Summary, including any translation hereof, unless it is misleading, inaccurate or inconsistent when read together with the other parts of the Prospectus and the applicable Final Terms or it does not provide, when read together with the other parts of the Prospectus and the applicable Final Terms, key information (as defined in Article 2.1(s) of the Prospectus Directive) in order to aid investors when considering whether to invest in the Notes. Where a claim relating to information contained in the Prospectus and the applicable Final Terms is brought before a court in a Member State of the European Economic Area, the plaintiff may, under the national legislation of the Member State where the claim is brought, be required to bear the costs of translating the Prospectus and the applicable Final Terms before the legal proceedings are initiated.**
A.2	Consent to use of the Prospectus	Certain Tranches of Notes with a denomination of less than €100,000 (or its equivalent in any other currency) may be offered in circumstances where there is no exemption from the obligation under the Prospectus Directive to publish a prospectus. Any such offer is referred to as a "*Non-exempt Offer*". [Not Applicable]/[The Issuer consents to the use of its Base Prospectus (that is all information in the Prospectus, except for information relating to any of the other Issuers) in connection with a Non-exempt Offer of Notes subject to the following conditions:
		(i) the consent is only valid during the Offer Period specified in paragraph 9 of Part B of the applicable Final Terms;
		(ii) the only Offerors authorised to use the Issuer's Base Prospectus to make the Non-exempt Offer of the Notes are the relevant Dealer and: [(a) the financial intermediaries named in paragraph 9 of Part B of the applicable Final Terms; and/or (b) any financial intermediary which is authorised to make such offers under the Markets in Financial Instruments Directive 2004/39/EC and which has been duly appointed directly or indirectly by the Issuer to make such offers, provided that such financial intermediary states on its website (I) that it has been duly appointed as a financial intermediary to offer the Notes during the Offer Period, (II) it is relying on the Issuer's Base Prospectus for such Non-exempt Offer with the consent of the Issuer and (III) the conditions attached to that consent (the "*Placers*");]
		(iii) the consent only extends to the use of the Issuer's Base Prospectus to make Non-exempt Offers of the Notes in each Relevant Member State specified in paragraph 9 of Part B of the applicable Final Terms; and
		(iv) the consent is subject to any other conditions set out in paragraph 9 of Part B of the applicable Final Terms.]

		[**Any Offeror falling within sub-paragraph (ii)(b) above who meets all of the other conditions stated above and wishes to use the Issuer's Base Prospectus in connection with a Non-exempt Offer is required, for the duration of the Offer Period, to publish on its website (i) that it has been duly appointed as a financial intermediary to offer the Notes during the Offer Period, (ii) it is relying on the Issuer's Base Prospectus for such Non-exempt Offer with the consent of the Issuer and (iii) the conditions attached to that consent. The consent referred to above relates to Offer Periods occurring within twelve months from the date of the Prospectus.**
		The Issuer accepts responsibility, in the jurisdictions to which the consent to use its Base Prospectus extends, for the content of its Base Prospectus in relation to any investor who acquires any Notes in a Non-exempt Offer made by any person to whom consent has been given to use the Issuer's Base Prospectus in that connection in accordance with the preceding paragraphs, provided that such Non-exempt Offer has been made in accordance with all the conditions attached to that consent.
		AN INVESTOR INTENDING TO ACQUIRE OR ACQUIRING ANY NOTES IN A NON-EXEMPT OFFER FROM AN OFFEROR OTHER THAN THE ISSUER WILL DO SO, AND OFFERS AND SALES OF SUCH NOTES TO AN INVESTOR BY SUCH OFFEROR WILL BE MADE, IN ACCORDANCE WITH ANY TERMS AND OTHER ARRANGEMENTS IN PLACE BETWEEN SUCH OFFEROR AND SUCH INVESTOR INCLUDING AS TO PRICE, ALLOCATIONS AND SETTLEMENT ARRANGEMENTS. THE ISSUER WILL NOT BE A PARTY TO ANY SUCH TERMS AND ARRANGEMENTS WITH SUCH INVESTORS IN CONNECTION WITH THE NON-EXEMPT OFFER OR SALE OF THE NOTES CONCERNED AND, ACCORDINGLY, THE PROSPECTUS AND THE APPLICABLE FINAL TERMS WILL NOT CONTAIN SUCH INFORMATION. THE INVESTOR MUST LOOK TO THE OFFEROR AT THE TIME OF SUCH OFFER FOR THE PROVISION OF SUCH INFORMATION AND THE OFFEROR WILL BE RESPONSIBLE FOR SUCH INFORMATION. NEITHER THE ISSUER NOR ANY MANAGER OR DEALER HAS ANY RESPONSIBILITY OR LIABILITY TO AN INVESTOR IN RESPECT OF SUCH INFORMATION.]

Section B – Issuer

Element	**Title**	
B.1	Legal and commercial name of the Issuer	Toyota Motor Finance (Netherlands) B.V. ("*TMF*")/ Toyota Credit Canada Inc. ("*TCCI*")/ Toyota Finance Australia Limited ("*TFA*")/ Toyota Motor Credit Corporation ("*TMCC*")
B.2	Domicile/ legal form/ legislation/ country of incorporation	If the Issuer is TMF, TMF is a private company with limited liability incorporated and domiciled in the Netherlands under the laws of the Netherlands, with its corporate seat in Amsterdam, the Netherlands. If the Issuer is TCCI, TCCI is a corporation incorporated under the Canada Business Corporations Act. If the Issuer is TFA, TFA is a public company limited by shares incorporated under the Corporations Act 2001 of Australia (the "*Australian Corporations Act*") and domiciled in New South Wales, Australia. If the Issuer is TMCC, TMCC is a corporation incorporated and domiciled in California, United States under the laws of the State of California.
B.4b	Trend information	Not Applicable with respect to TMF and TFA; there are no known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the prospects of the Issuer for the current financial year. Applicable if the Issuer is TCCI: • prices of used vehicles have remained at recent high levels during fiscal 2013 and the first half of fiscal 2014. There can be no assurance that future prices of used vehicles will remain high, and a decline in such prices may have an adverse effect on lease termination losses, residual value provisions and net write-offs.

		Applicable if the Issuer is TMCC: • prices of used vehicles remained near historically high levels during fiscal 2013 and continued to be strong during the first nine months of fiscal 2014, despite slight declines compared to prior periods. There can be no assurance that future prices of used vehicles will remain high, and a decline in such prices may have an adverse effect on depreciation expense, default frequency and net charge-offs; • the level of lease maturities increased in fiscal 2013 and the first nine months of fiscal 2014. Lease maturities are expected to remain higher than TMCC's historical pattern for the next few years as a result of the recent increase in leasing volume, which could increase vehicle return rates, negatively affect used vehicle values and increase depreciation expense; and • despite recent increases in loss severity during the first nine months of fiscal 2014, the favourable levels in TMCC's delinquencies, default frequency and net charge-offs reflect patterns of difference from TMCC's historical patterns and levels. Changes in economic condition and the supply of new and used vehicles may adversely affect TMCC's per unit loss severity, delinquencies, default frequency, net charge-offs, and provision for credit losses.[(1)]
B.5	Description of the Group	If the Issuer is TMF, TCCI or TFA, the Issuer is a wholly-owned subsidiary of TFS, a Japanese corporation. If the Issuer is TMCC, TMCC is a wholly-owned subsidiary of Toyota Financial Services Americas Corporation ("*TFSA*"), a California corporation which itself is a wholly-owned subsidiary of TFS. TFS is a wholly-owned holding company subsidiary of TMC, a Japanese corporation and the ultimate parent company of the Toyota group.
B.9	Profit forecast or estimate	Not Applicable; there are no profit forecasts or estimates made in the Prospectus.
B.10	Audit report qualifications	Not Applicable; there are no qualifications in the audit report(s) on the audited financial statements for the years ended 31 March 2013 and 31 March 2012.
B.12	Selected historical key financial information	
	If the Issuer is TMF	The selected financial information set forth below has been extracted without material adjustment from the audited financial statements in the Annual Financial Report of TMF for the year ended 31 March 2013, prepared in accordance with International Financial Reporting Standards as adopted by the European Union and the unaudited condensed interim financial statements for the six months ended 30 September 2013 prepared in accordance with International Accounting Standard (IAS) 34.[(2)]

Statements of Financial Position as at 30 September and 31 March

	30 September 2013[(3)]	31 March 2013	31 March 2012
	(€'000)	(€'000)	(€'000)
Assets			
Current assets			
Loans to related companies	2,426,297	2,332,176	2,141,835
Other receivables	187,002	12,669	2,998
Current tax assets	1,448	1,183	953
Derivative financial instruments	137,845	232,192	285,495
Cash and bank balances	1,112	322	201,519
Total current assets	2,753,704	2,578,542	2,632,800

(1) The trend information for TCCI has been updated by virtue of the publication of a Supplementary Prospectus dated 3 December 2013 with respect to TCCI's Half-Yearly Financial Report for the six months ended 30 September 2013 and the trend information for TMCC has been updated by virtue of the publication of TMCC's Quarterly Report on Form 10-Q for the quarter ended 31 December 2013.

(2) The selected historical key financial information has been updated by virtue of the publication of a Supplementary Prospectus dated 3 December 2013 with respect to TMF's Half-Yearly Financial Report for the six months ended 30 September 2013.

(3) The financial information has been updated by virtue of the publication of a Supplementary Prospectus dated 3 December 2013 with respect to TMF's Half-Yearly Financial Report for the six months ended 30 September 2013.

Statements of Financial Position as at 30 September and 31 March			
	30 September 2013[3]	31 March 2013	31 March 2012
	(€'000)	(€'000)	(€'000)
Non-current assets			
Loans to related companies	3,176,322	2,778,066	2,776,163
Available-for-sale investment – related company	764	811	822
Property, plant and equipment	45	49	67
Intangible assets	3	4	7
Deferred tax assets	-	-	826
Total non-current assets	3,177,134	2,778,930	2,777,885
Liabilities			
Current liabilities			
Borrowings	2,440,440	1,695,529	2,316,230
Derivative financial instruments	341,261	124,450	109,418
Financial guarantee liability	3,938	3,743	2,268
Other liabilities and accrued expenses	28,554	104,672	174,473
Bank overdraft	-	9	28
Current tax liability	-	-	-
Total current liabilities	2,814,193	1,928,403	2,602,417
Net current (liabilities) / assets	(60,489)	650,139	30,383
Non-current liabilities			
Borrowings	2,992,182	3,310,453	2,709,794
Deferred tax liabilities	3,391	2,763	-
Total non-current liabilities	2,995,573	3,313,216	2,709,794
Net assets	**121,072**	**115,853**	**98,474**
Shareholder's equity Equity attributable to owners of the parent			
Share capital	908	908	908
Retained earnings	120,154	114,888	97,498
Fair value reserve	10	57	68
Total shareholder's equity	**121,072**	**115,853**	**98,474**

Statements of Comprehensive Income for the six months ended 30 September and the years ended 31 March				
	30 September 2013[3]	30 September 2012[3]	31 March 2013	31 March 2012
	(€'000)	(€'000)	(€'000)	(€'000)
Revenue	50,560	55,975	106,073	112,223
Cost of funding	(44,152)	(49,435)	(92,508)	(97,509)
Gross profit	6,408	6,540	13,565	14,714
Administration expenses	(2,007)	(2,002)	(3,967)	(3,776)
Net gains / (losses)	2,471	30,111	13,349	(21,015)
Dividend income	89	46	46	89
Profit / (loss) before tax	6,961	34,695	22,993	(9,988)
Taxation	(1,695)	(8,456)	(5,603)	2,672
Profit / (loss) for the period	5,266	26,239	17,390	(7,316)
Other comprehensive income for the period, net of tax:				
Fair value (losses) / gains on available for sale investments	(47)	63	(11)	68
Total comprehensive income / (loss) for the period	5,219	26,302	17,379	(7,248)
Attributable to:				
Owners of the parent	**5,219**	**26,302**	**17,379**	**(7,248)**

		There has been no significant change in the financial position or trading position of TMF since 30 September 2013,[4] the date of the most recently published financial statements of TMF. There has been no material adverse change in the financial position or prospects of TMF since 31 March 2013, the date of the most recently published audited financial statements of TMF.
	If the Issuer is TCCI	The selected financial information set forth below has been extracted without material adjustment from the audited financial statements in the Annual Financial Report of TCCI for the year ended 31 March 2013, prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board and the unaudited condensed interim financial statements for the six months ended 30 September 2013 prepared in accordance with International Accounting Standard (IAS) 34.[5]

[4] The no significant change statement has been updated by virtue of the publication of a Supplementary Prospectus dated 3 December 2013 with respect to TMF's Half-Yearly Financial Report for the six months ended 30 September 2013.

[5] The selected historical key financial information has been updated by virtue of the publication of a Supplementary Prospectus dated 3 December 2013 with respect to TCCI's Half-Yearly Financial Report for the six months ended 30 September 2013.

Statements of Financial Position as at 30 September and 31 March			
	30 September 2013[6]	31 March 2013	31 March 2012
	(C$'000)	(C$'000)	(C$'000)
Assets			
Cash and cash equivalents	28,349	14,238	5,111
Finance receivables - net	9,955,837	9,649,954	9,144,129
Derivative assets	60,705	50,740	35,309
Other assets	3,708	4,044	8,282
	10,048,599	9,718,976	9,192,831
Liabilities			
Cheques and other items in transit	484	9,971	10,535
Accounts payable and accrued liabilities	20,401	15,503	18,133
Due to affiliated company	124,096	145,101	159,636
Income and other taxes payable	10,941	7,016	1,125
Interest payable	32,398	31,000	32,266
Debt payable	8,485,404	8,056,082	7,457,234
Derivative liabilities	46,288	59,939	191,400
Deferred taxes	441,432	407,817	341,661
	9,161,444	8,732,429	8,211,990
Shareholder's Equity			
Share capital	60,000	60,000	60,000
Retained earnings	827,155	926,547	920,841
	887,155	986,547	980,841
	10,048,599	9,718,976	9,192,831

Statements of Comprehensive Income for the six months ended 30 September and the years ended 31 March				
	30 September 2013[6]	30 September 2012[6]	31 March 2013	31 March 2012
	(C$'000)	(C$'000)	(C$'000)	(C$'000)
Financing revenue	268,154	267,254	524,678	556,592
Other income	164	146	285	956
	268,318	267,400	524,963	557,548
Financial instruments marked to market	13,502	7,863	21,289	(8,887)
Expenses				
Interest	97,267	100,649	198,955	213,328
Employee benefits	6,831	6,825	14,671	13,264
Provision for (recovery of) finance receivables	(13,543)	(23,924)	(12,036)	4,698
Other	2,263	2,339	4,383	4,684
Registration and search costs	2,921	3,007	6,008	6,430
IT and communications	2,587	2,349	4,666	4,440
Occupancy	561	570	1,062	1,042
Depreciation and amortization	732	551	1,218	603
Capital taxes	(1)	184	490	356
	99,618	92,550	219,417	248,845
Income before income taxes	182,202	182,713	326,835	299,816
Income taxes				
Current	17,339	18,399	28,975	28,230
Deferred	33,615	38,713	66,478	43,097
	50,954	57,112	95,453	71,327
Net income for the period	131,248	125,601	231,382	228,489
Other comprehensive income (loss) Actuarial losses on defined benefit pension plans – net of tax recovery of $322 (2012 – $1,236)	-	-	(742)	(3,555)
Comprehensive income for the period, attributable to the owner of the parent	131,248	125,601	230,640	224,934

[6] The financial information has been updated by virtue of the publication of a Supplementary Prospectus dated 3 December 2013 with respect to TCCI's Half-Yearly Financial Report for the six months ended 30 September 2013.

		There has been no significant change in the financial position or trading position of TCCI since 30 September 2013,[7] the date of the most recently published financial statements of TCCI. There has been no material adverse change in the financial position or prospects of TCCI since 31 March 2013, the date of the most recently published audited financial statements of TCCI.
	If the Issuer is TFA	The selected financial information set forth below has been extracted without material adjustment from the audited consolidated financial statements in the Annual Financial Report of TFA for the year ended 31 March 2013 and the unaudited condensed financial statements for the six months ended 30 September 2013,[8] prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board as well as the Australian Corporations Act and comply with International Financial Reporting Standards as issued by the International Accounting Standards Board.

Statements of Financial Position as at 30 September and 31 March

	Consolidated 30 September 2013[9]	Consolidated 31 March 2013	Consolidated 31 March 2012
	(A$'000)	(A$'000)	(A$'000)
Assets			
Cash and cash equivalents	632,527	298,863	179,200
Loans and receivables	12,872,421	12,528,096	10,690,263
Derivative financial instruments	220,043	48,835	57,506
Investments accounted for using the equity method	56,873	52,569	51,754
Intangible assets	38,806	36,433	34,531
Property, plant and equipment	15,216	10,372	8,822
Deferred tax assets	26,694	26,355	18,600
Other assets	35,891	21,049	30,410
Total assets	13,898,471	13,022,572	11,071,086
Liabilities			
Due to banks and other financial institutions	5,803,577	5,670,973	5,644,844
Bonds and commercial paper	6,606,397	5,587,106	4,017,841
Due to affiliated entity	214,535	335,796	-
Derivative financial instruments	179,605	366,046	341,293
Other liabilities	292,157	307,235	368,017
Total liabilities	13,096,271	12,267,156	10,371,995
Net assets	802,200	755,416	699,091
Equity			
Contributed equity	120,000	120,000	120,000
Reserves	2,058	(3,617)	(4,608)
Retained earnings	680,142	639,033	583,699
Total equity	802,200	755,416	699,091

Statements of Comprehensive Income for the six months ended 30 September and the years ended 31 March

	Consolidated 30 September 2013[9]	Consolidated 30 September 2012[9]	Consolidated 31 March 2013	Consolidated 31 March 2012
	(A$'000)	(A$'000)	(A$'000)	(A$'000)
Interest and similar revenue	433,581	422,083	841,680	805,998
Interest expense and similar charges	(271,593)	(320,446)	(555,699)	(561,664)
Net financing income	161,988	101,637	285,981	244,334
Other income	16,633	13,276	22,818	18,216
Net operating income	178,621	114,913	308,799	262,550
Bad and doubtful debts expense	(21,981)	(25,418)	(53,664)	(37,800)
Employee benefits expense	(37,643)	(34,000)	(68,442)	(60,285)
Depreciation and amortisation expense	(7,620)	(5,869)	(13,136)	(8,724)
IT and communication expense	(4,486)	(3,492)	(8,418)	(7,499)
Sales and marketing expense	(2,700)	(3,224)	(9,182)	(22,272)

[7] The no significant change statement has been updated by virtue of the publication of a Supplementary Prospectus dated 3 December 2013 with respect to TCCI's Half-Yearly Financial Report for the six months ended 30 September 2013.

[8] The selected historical key financial information has been updated by virtue of the publication of a Supplementary Prospectus dated 3 December 2013 with respect to TFA's Half-Yearly Financial Report for the six months ended 30 September 2013.

[9] The financial information has been updated by virtue of the publication of a Supplementary Prospectus dated 3 December 2013 with respect to TFA's Half-Yearly Financial Report for the six months ended 30 September 2013.

Statements of Comprehensive Income for the six months ended 30 September and the years ended 31 March					
		Consolidated 30 September 2013[9]	Consolidated 30 September 2012[9]	Consolidated 31 March 2013	Consolidated 31 March 2012
		(A$'000)	(A$'000)	(A$'000)	(A$'000)
Occupancy		(2,878)	(2,542)	(5,482)	(4,744)
Other expenses		(8,558)	(7,568)	(16,005)	(12,899)
Share of net profits of associates accounted for using the equity method		3,985	3,268	7,038	7,262
Profit before income tax		96,740	36,068	141,508	115,589
Income tax expense		(26,641)	(9,287)	(39,906)	(30,249)
Profit attributable to owners of the parent		70,099	26,781	101,602	85,340
Other comprehensive income *Items that may be classified to profit or loss*					
Exchange differences on translation of foreign operations		5,675	574	991	3,566
Total comprehensive income attributable to the owners of the parent		75,774	27,355	102,593	88,906
		There has been no significant change in the financial position or trading position of TFA and its consolidated subsidiaries (considered as a whole) since 30 September 2013,[10] the date of the most recently published financial statements of TFA. There has been no material adverse change in the financial position or prospects of TFA and its consolidated subsidiaries (considered as a whole) since 31 March 2013, the date of the most recently published audited financial statements of TFA.			
	If the Issuer is TMCC	The following selected financial data as of and for the years ended 31 March 2013 and 31 March 2012 has been extracted without material adjustment from audited financial statements prepared in accordance with U.S. generally accepted accounting principles ("U.S. GAAP") included in TMCC's Annual Report on Form 10-K for the financial year ended 31 March 2013. The following selected financial data as at 30 June 2013 and for the three months ended 30 June 2013 and 30 June 2012 has been extracted without material adjustment from TMCC's unaudited financial statements included in TMCC's Quarterly Report on Form 10-Q for the quarter ended 30 June 2013. The following selected financial data as at 30 September 2013 and for the three months and six months ended 30 September 2013 and 30 September 2012, respectively, has been extracted without material adjustment from TMCC's unaudited financial statements included in TMCC's Quarterly Report on Form 10-Q for the quarter ended 30 September 2013. The following selected financial data as at 31 December 2013 and for the three months and nine months ended 31 December 2013 and 31 December 2012, respectively, has been extracted without material adjustment from TMCC's unaudited financial statements included in TMCC's Quarterly Report on Form 10-Q for the quarter ended 31 December 2013.[11]			

[10] The no significant change statement has been updated by virtue of the publication of a Supplementary Prospectus dated 3 December 2013 with respect to TFA's Half-Yearly Financial Report for the six months ended 30 September 2013.

[11] The selected historical key financial information has been updated by virtue of the publication of a Supplementary Prospectus dated 13 November 2013 with respect to TMCC's Quarterly Report on Form 10-Q for the quarter ended 30 September 2013 and by virtue of the publication of TMCC's Quarterly Report on Form 10-Q for the quarter ended 31 December 2013.

Balance Sheet Data as at 31 March, 30 June, 30 September and 31 December

	31 December	30 September	30 June	31 March	
	2013[12]	2013[13]	2013	2013	2012
	(U.S. Dollars in Millions)				
Finance receivables, net	$66,126	$64,212	$63,911	$62,567	$58,042
Investments in operating leases, net	23,541	22,424	21,186	20,384	18,743
Total assets	99,651	98,083	95,355	95,302	88,913
Debt	82,693	81,529	78,619	78,832	73,234
Capital stock(a)	915	915	915	915	915
Retained earnings(b)	6,292	6,099	6,520	6,429	6,585
Total shareholder's equity	7,402	7,214	7,610	7,557	7,662

(a) No par value (100,000 shares authorised; 91,500 issued and outstanding) at 31 December 2013, 30 September 2013, 30 June 2013 and at 31 March 2013 and 2012.[12]

(b) The Board of Directors declared and paid cash dividends to TFSA of $665 million during fiscal 2014, $1,487 million during fiscal 2013 and $741 million during fiscal 2012.[11]

Income Statement Data for the years ended 31 March, the three months ended 30 June, the three months ended 30 September, the six months ended 30 September, the three months ended 31 December and the nine months ended 31 December

	Three Months Ended 31 December[12]		Nine Months Ended 31 December[12]		Three Months Ended 30 September[13]		Six Months Ended 30 September[13]		Three Months Ended 30 June		Years Ended 31 March	
	2013	2012	2013	2012	2013	2012	2013	2012	2013	2012	2013	2012
	(U.S. Dollars in Millions)											
Financing Revenues:												
Operating lease	$1,290	$1,197	$3,754	$3,541	$1,255	$1,187	$2,464	$2,344	$1,209	$1,157	$4,748	$4,693
Retail	475	514	1.436	1,571	483	525	961	1,057	478	532	2,062	2,371
Dealer	111	110	326	328	107	110	215	218	108	108	434	365
Total financing revenues	1.876	1,821	5,516	5,440	1,845	1,822	3,640	3,619	1,795	1,797	7,244	7,429
Depreciation on operating leases	1,033	907	2,950	2,653	966	891	1,917	1,746	951	855	3,568	3,339
Interest expense	386	284	1,236	625	314	283	850	341	536	58	940	1,300
Net financing revenues	457	630	1,330	2,162	565	648	873	1,532	308	884	2,736	2,790
Insurance earned premiums and contract revenues	141	140	423	435	143	145	282	295	139	150	571	604
Investment and other income, net	68	63	88	136	14	38	20	73	6	35	173	113
Net financing revenues and other revenues	666	833	1,841	2,733	722	831	1,175	1,900	453	1,069	3,480	3,507
Expenses:												
Provision for credit losses	63	88	102	107	28	3	39	19	11	16	121	(98)
Operating and administrative	240	229	700	674	233	229	460	445	227	216	911	857
Insurance losses and loss adjustment expenses	57	77	196	231	68	73	139	154	71	81	293	325
Total expenses	360	394	998	1,012	329	305	638	618	309	313	1,325	1,084
Income before income taxes	306	439	843	1,721	393	526	537	1,282	144	756	2,155	2,423
Provision for income taxes	113	156	315	635	149	200	202	479	53	279	824	937
Net income	$193	$283	$528	$1,086	$244	$326	$335	$803	$91	$477	$1,331	$1,486

		There has been no significant change in the financial position or trading position of TMCC and its consolidated subsidiaries (considered as a whole) since 31 December 2013,[14] the date of the most recently published financial statements of TMCC. There has been no material adverse change in the financial position or prospects of TMCC and its consolidated subsidiaries (considered as a whole) since 31 March 2013, the date of the most recently published audited financial statements of TMCC.
B.13	Events impacting the Issuer's solvency	Not Applicable; there have been no recent events particular to the Issuer which are to a material extent relevant to the evaluation of its solvency.

[12] The financial information has been updated by virtue of the publication of TMCC's Quarterly Report on Form 10-Q for the quarter ended 31 December 2013.

[13] The financial information has been updated by virtue of the publication of a Supplementary Prospectus dated 13 November 2013 with respect to TMCC's Quarterly Report on Form 10-Q for the quarter ended 30 September 2013.

[14] The no significant change statement has been updated by virtue of the publication of TMCC's Quarterly Report on Form 10-Q for the quarter ended 31 December 2013.

B.14	Dependence upon other group entities	If the Issuer is TMF, the Issuer is dependent on the performance of the subsidiaries and affiliates of TMC and TFS to which TMF grants loans and/or in respect of which it issues guarantees. If the Issuer is TCCI, the Issuer's business is substantially dependent upon the sale of Toyota, Lexus and Scion vehicles in Canada by its primary distributor, Toyota Canada Inc. If the Issuer is TFA, the Issuer's business is substantially dependent upon the sale of Toyota and Lexus vehicles in Australia by its primary distributor, Toyota Motor Corporation Australia Limited. In addition, TFA is also dependent on Toyota Finance New Zealand Limited's performance, to the extent of TFA's interest in that company. If the Issuer is TMCC, the Issuer's business is substantially dependent upon the sale of Toyota, Lexus and Scion vehicles in the United States by its primary distributor, Toyota Motor Sales, U.S.A., Inc.
B.15	Principal activities	If the Issuer is TMF, TMF's principal activity is to act as a group finance company for some of TMC's consolidated subsidiaries. TMF raises funds by issuing bonds and notes in the international capital markets and from other sources and on-lends to other Toyota group companies. TMF also issues guarantees for debt issuances of certain other Toyota group companies. If the Issuer is TCCI, TCCI's principal activity is to provide financing services for authorised Toyota dealers and users of Toyota products. Financial products offered (i) to customers, include lease and loan financing and (ii) to Toyota dealers, include floor plan financing and dealership financing. Such financing programmes are offered in all provinces and territories of Canada. If the Issuer is TFA, TFA's principal activity is to provide retail finance (comprising loans and leases to personal and commercial customers) and wholesale finance (comprising loans and bailment facilities to motor vehicle dealerships) to customers and motor vehicle dealers throughout Australia. If the Issuer is TMCC, TMCC's principal activity is to provide a variety of finance and insurance products to authorised Toyota (including Scion) and Lexus vehicle dealers or dealer groups and, to a lesser extent, other domestic and import franchise dealers and their customers in the United States (excluding Hawaii) and Puerto Rico.
B.16	Controlling shareholders	If the Issuer is TMF, TCCI or TFA, all of the outstanding capital stock and voting stock of the Issuer is owned directly by TFS. If the Issuer is TMCC, all of the outstanding capital stock and voting stock of the Issuer is owned indirectly by TFS. TFS is a wholly-owned holding company subsidiary of TMC. As a result, TFS effectively controls the Issuer and is able to directly control the composition of the Issuer's Board of Directors and direct the management and policies of the Issuer.
B.17	Credit ratings	The senior long-term debt of the Issuer has been rated Aa3/Outlook Stable by, if the Issuer is TMF, TCCI or TFA, Moody's Japan K.K. ("*Moody's Japan*"), or if the Issuer is TMCC, Moody's Investors Service, Inc. ("*Moody's*"), and AA-/Outlook Stable by Standard & Poor's Ratings Japan K.K. ("*Standard & Poor's Japan*"). Moody's Japan, Moody's and Standard & Poor's Japan are not established in the European Union and have not applied for registration under Regulation (EC) No. 1060/2009 (the "*CRA Regulation*"). However, Moody's Investors Service Ltd. has endorsed the ratings of Moody's Japan and Moody's, and Standard and Poor's Credit Market Services Europe Limited has endorsed the ratings of Standard & Poor's Japan, in accordance with the CRA Regulation. Each of Moody's Investors Service Ltd. and Standard and Poor's Credit Market Services Europe Limited is established in the European Union and is registered under the CRA Regulation. Credit ratings of the Issuer depend, in large part, on the existence of the credit support arrangements with TFS and TMC described below and on the financial condition and the results of operations of TMC and its consolidated subsidiaries. See also "*Credit ratings*" below with respect to TMC. [The Notes to be issued [have been]/[are expected to be] rated [ ] by [ ].] / [The above ratings reflect ratings assigned to Notes of this type issued under the Programme generally.] A security rating is not a recommendation to buy, sell or hold securities and may be revised or withdrawn by the rating agency at any time. / [The Issuer has not applied to Moody's [Japan] or Standard & Poor's Japan for ratings to be assigned to the Notes.]
B.18	Credit Support Agreements	The Notes have the benefit of certain Credit Support Agreements governed by Japanese law, one between TMC and TFS dated 14 July 2000 as supplemented by a Supplemental Credit Support Agreement dated 14 July 2000 and a Supplemental Credit Support Agreement No. 2 dated 2 October 2000 (collectively, the "*TMC Credit Support Agreement*") and between TFS and, if the Issuer is TMF, TCCI or TFA, dated 7 August 2000, and if the Issuer is TMCC, dated 1 October 2000 (the "*Credit Support Agreement*" and together with the TMC Credit Support Agreement the "*Credit Support Agreements*"). The Credit Support Agreements do not constitute a direct or indirect

		guarantee by TMC or TFS of the Notes. TMC's obligations under its Credit Support Agreement and the obligations of TFS under its Credit Support Agreements, rank *pari passu* with its direct, unconditional, unsubordinated and unsecured debt obligations. Under the TMC Credit Support Agreement, TMC agrees that it will make available to TFS funds sufficient to make its payment obligations on securities issued by it (including securities issued by subsidiaries or affiliates of TFS such as the Issuer in respect of which TFS has credit support obligations) and agrees to ensure that TFS always has at least JPY 10,000,000 in consolidated tangible net worth so long as TFS has credit support obligations outstanding. TFS agrees in its Credit Support Agreements with the Issuer to make available to the Issuer funds sufficient to make its payment obligations on securities issued by it and agrees to ensure that (i) if the Issuer is TMF, TMF always has at least EUR100,000 in tangible net worth, (ii) if the Issuer is TCCI, TCCI always has at least C$150,000 in tangible net worth, (iii) if the Issuer is TFA, TFA always has at least A$150,000 in consolidated tangible net worth, and (iv) if the Issuer is TMCC, TMCC always has at least U.S.$100,000 in consolidated tangible net worth, so long as the Issuer has securities outstanding. Tangible net worth means the aggregate amount of issued capital, capital surplus and retained earnings less any intangible assets.
B.19	Legal and commercial name of the Credit Support Providers	Toyota Financial Services Corporation (credit support provider to the Issuer) and Toyota Motor Corporation (credit support provider to Toyota Financial Services Corporation).
	Domicile/ legal form/ legislation/ country of incorporation	TFS is a private company with limited liability incorporated and domiciled in Japan under the laws of Japan. TMC is a limited liability, joint-stock company incorporated and domiciled in Japan under the Commercial Code of Japan. TMC continues to exist under the Companies Act of Japan.
	Trend information	Not Applicable; there are no known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the prospects of TFS or TMC for the current financial year.
	Description of the Group	TFS is a holding company established by TMC to oversee the management of Toyota's finance companies worldwide. TFS has 50 consolidated subsidiaries and seven affiliates, most of which are incorporated outside of Japan as of the date of the Prospectus. TFS is a wholly-owned subsidiary of TMC and TMC is the ultimate parent company of the Toyota group.
	Profit forecast or estimate	Not Applicable; there are no profit forecasts or estimates made in the Prospectus.
	Audit report qualifications	Not Applicable; there are no qualifications in the audit report on the audited financial statements of TMC for the years ended 31 March 2013 and 2012.
	Selected historical key financial information	
	TMC	The following selected financial data has been extracted without material adjustment from the audited financial statements prepared in accordance with U.S. GAAP of TMC contained in TMC's Annual Report on Form 20-F for the year ended 31 March 2013.

	Years Ended 31 March	
	2013	2012
	(in millions, except share and per share data)	
Consolidated Statement of Income Data:		
Automotive:		
Revenues	¥ 20,419,100	¥ 16,994,546
Operating income	944,704	21,683
Financial Services:		
Revenues	1,170,670	1,100,324
Operating income	315,820	306,438
All Other:		
Revenues	1,066,461	1,048,915
Operating income	53,616	42,062

	Years Ended 31 March	
	2013	2012
	(in millions, except share and per share data)	
Elimination of intersegment:		
Revenues	(592,039)	(560,132)
Operating income (loss)	6,748	(14,556)
Total Company:		
Revenues	22,064,192	18,583,653
Operating income	1,320,888	355,627
Income before income taxes and equity in earnings of affiliated companies	1,403,649	432,873
Net income attributable to TMC	962,163	283,559
Net income attributable to TMC per share:		
Basic	303.82	90.21
Diluted	303.78	90.20
Shares used in computing net income attributable to TMC per share, basic (in thousands)	3,166,909	3,143,470
Shares used in computing net income attributable to TMC per share, diluted (in thousands)	3,167,155	3,143,470
	As at 31 March	
	2013	2012
	(in millions)	
Consolidated Balance Sheet Data (end of period):		
Total Assets:	¥ 35,483,317	¥ 30,650,965
Short-term debt, including current portion of long-term debt	6,793,956	5,963,269
Long-term debt, less current portion	7,337,824	6,042,277
TMC shareholders' equity	12,148,035	10,550,261
Common Stock	397,050	397,050

The following selected financial data has been extracted without material adjustment from TMC's unaudited consolidated financial statements prepared in accordance with U.S. GAAP contained in TMC's Financial Summary FY2014 First Quarter for the three months ended 30 June 2013, TMC's Financial Summary FY2014 Second Quarter for the six months ended 30 September 2013 and TMC's Financial Summary FY2014 Third Quarter for the nine months ended 31 December 2013.[15]

	Three Months Ended 31 December[16]		Nine Months Ended 31 December[16]		Three Months Ended 30 September[17]		Six Months Ended 30 September[17]		Three Months Ended 30 June	
	2013	2012	2013	2012	2013	2012	2013	2012	2013	2012
	(in millions, except per share data)									
Consolidated Statement of Income Data:										
Total Company:										
Total net revenues	¥ 6,585,044	¥ 5,318,752	¥ 19,122,529	¥ 16,227,106	¥ 6,282,166	¥ 5,406,781	¥ 12,537,485	¥ 10,908,354	¥ 6,255,319	¥ 5,501,573
Operating income	600,509	124,757	1,855,984	818,507	592,092	340,607	1,255,475	693,750	663,383	353,143
Income before income taxes and equity in earnings of affiliated companies	678,956	131,249	2,022,481	925,786	619,362	379,334	1,343,525	794,537	724,163	415,203
Net income attributable to TMC	525,464	99,914	1,526,087	648,183	438,429	257,922	1,000,623	548,269	562,194	290,347
Net income attributable to TMC per share:										
Basic	165.80	31.55	481.60	204.68	138.35	81.45	315.80	173.13	177.45	91.68
Diluted	165.70	31.55	481.27	204.67	138.26	81.44	315.58	173.13	177.32	91.68

(15) The selected historical key financial information has been updated by virtue of the publication of a Supplementary Prospectus dated 7 November 2013 with respect to TMC's Financial Summary FY2014 Second Quarter for the six months ended 30 September 2013 and by virtue of the publication of a Supplementary Prospectus dated 5 February 2014 with respect to TMC's Financial Summary FY2014 Third Quarter for the nine months ended 31 December 2013.

(16) The financial information has been updated by virtue of the publication of a Supplementary Prospectus dated 5 February 2014 with respect to TMC's Financial Summary FY2014 Third Quarter for the nine months ended 31 December 2013.

(17) The financial information has been updated by virtue of the publication of a Supplementary Prospectus dated 7 November 2013 with respect to TMC's Financial Summary FY2014 Second Quarter for the six months ended 30 September 2013.

Consolidated Balance Sheet Data (end of period):	As at 31 December 2013[16]	As at 30 September 2013[17]	As at 30 June 2013	As at 31 March 2013
	(in millions)			
Total Assets	¥ 40,518,144	¥ 38,246,709	¥ 37,168,264	¥ 35,483,317
Short-term debt, including current portion of long-term debt	7,760,103	7,073,878	6,802,581	6,793,956
Long-term debt, less current portion	8,612,914	8,127,766	7,911,237	7,337,824
Total TMC shareholders' equity	14,210,095	13,370,056	12,897,538	12,148,035
Common Stock	397,050	397,050	397,050	397,050

		There has been no significant change in the financial position or trading position of TMC and its consolidated subsidiaries (considered as a whole) since 31 December 2013,[18] the date of the most recently published financial statements of TMC. There has been no material adverse change in the financial position or prospects of TMC and its consolidated subsidiaries (considered as a whole) since 31 March 2013, the date of the most recently published audited financial statements of TMC.
	Events impacting the Credit Support Providers' solvency	Not Applicable; there have been no recent events particular to TFS or TMC which are to a material extent relevant to the evaluation of their solvency.
	Dependence upon other group entities	As a holding company, TFS is dependent on the performance of its subsidiaries. As the ultimate parent company of Toyota, TMC is dependent on the performance of all of the subsidiaries of Toyota.
	Principal activities	The principal activity of TFS as a holding company is formulating the plans and strategies of the financial business, management of earnings and risk management of Toyota's finance companies, in addition to the promotion of an efficient financial business. TMC is the parent company of the Toyota group which primarily conducts business in the automotive industry in the following business sectors: automotive operations; financial services operations; and all other operations.
	Controlling shareholders	TFS is a wholly-owned holding company subsidiary of TMC. TMC's common stock is listed on the Tokyo Stock Exchange, the four other stock exchanges in Japan and on the Official List of the UK Listing Authority and admitted for trading on the London Stock Exchange. In addition, TMC's shares in the form of American Depositary Shares are listed on the New York Stock Exchange. TMC is not directly or indirectly controlled by any of its shareholders.
	Credit ratings	The senior long-term debt of TMC and its supported subsidiaries (including TFS) has been rated Aa3/Outlook Stable by Moody's Japan and AA-/Outlook Stable by Standard & Poor's Japan. See "*Credit ratings*" above.

Section C – Notes

Element	**Title**	
C.1	Description of the Notes/ISIN	The Notes described in this section are debt securities with a denomination of less than €100,000 (or its equivalent in any other currency). The Notes may be Fixed Rate Notes, Floating Rate Notes or Zero Coupon Notes or a combination of the foregoing. [ ] [[ ] per cent./ Floating Rate/ Zero Coupon] Notes due [ ]. International Securities Identification Number (ISIN): [ ].
C.2	Currency	The currency of each Series of Notes issued will be agreed between the Issuer and the relevant Dealer at the time of issue. The currency of this Series of Notes is [ ].

[18] The no significant change statement has been updated by virtue of the publication of a Supplementary Prospectus dated 5 February 2014 with respect to TMC's Financial Summary FY2014 Third Quarter for the nine months ended 31 December 2013.

C.5	Transfer-ability of the Notes	There are no restrictions on the transferability of the Notes save that the Issuer and the Dealers have agreed certain customary restrictions on offers, sales and deliveries of Notes and on the distribution of offering material in the United States, the European Economic Area (including the United Kingdom and the Netherlands), Japan, Canada, Australia, New Zealand, the People's Republic of China ("*PRC*" (which excludes the Hong Kong Special Administrative Region of the People's Republic of China, the Macau Special Administrative Region of the People's Republic of China and Taiwan)), Hong Kong, Singapore, Switzerland, Ireland and Spain.
C.8	Rights attaching to the Notes and ranking and limitations to those rights	***Status*** The Notes and any relevant coupons constitute direct, unconditional, unsubordinated and (subject to the application of the negative pledge) unsecured obligations of the Issuer and will rank *pari passu* and rateably without any preference among themselves and (save for certain obligations required to be preferred by law) equally with all other unsecured and unsubordinated obligations of the Issuer from time to time outstanding.
		Taxation All payments in respect of the Notes will be made without withholding or deduction for, or on account of, any taxes or other charges imposed by any governmental authority or agency within (i) if the Issuer is TMF, the Netherlands, (ii) if the Issuer is TCCI, Canada, (iii) if the Issuer is TFA, Australia, and (iv) if the Issuer is TMCC, the United States, unless such withholding or deduction is required by law. In the event that any such withholding or deduction is required, the Issuer will be required to pay additional amounts to cover the amounts so withheld or deducted, subject to certain limited exceptions. All payments in respect of the Notes will be made subject to any deduction or withholding required by provisions of U.S. federal income tax law commonly referred to as the U.S. Foreign Account Tax Compliance Act ("*FATCA*"), and no additional amounts will be paid to cover the amounts so withheld or deducted.
		Events of default The Terms and Conditions of the Notes contain the following events of default: (a) default in payment of any principal or interest due in respect of the Notes, continuing for a specified period of time; (b) non-performance or non-observance by the Issuer of any covenant, condition or provision under the Terms and Conditions of the Notes or the Agency Agreement for the benefit of holders of Notes (other than the covenant to pay the principal and interest in respect of the Notes), continuing for a specified period of time; and (c) events relating to the winding up, liquidation, bankruptcy, insolvency and creditor arrangements of the Issuer. The Notes will contain no cross default provision.
		Meetings The Terms and Conditions of the Notes contain provisions for calling meetings of holders of such Notes to consider matters affecting their interests generally. These provisions permit defined majorities to bind all holders, including holders who did not attend and vote at the relevant meeting and holders who voted in a manner contrary to the majority.
		Governing law English law.
C.9	Interest/ Redemption	Notes may or may not bear interest. Interest-bearing Notes will either bear interest payable at a fixed rate or a floating rate. [The Notes bear interest [from their date of issue] at the fixed rate of [ ] per cent. per annum. The yield of the Notes is [ ] per cent. Interest will be paid [semi-annually]/[annually] in arrear on [ ] in each year up to and including the Maturity Date.] [The Notes bear interest [from their date of issue] at floating rates calculated by reference to [*specify reference rate*] [plus/minus] a margin of [ ] per cent. Interest will be paid [quarterly] in arrear on [ ], [ ], [ ], and [ ] in each year[, subject to adjustment for non-business days].] [The Notes do not bear any interest.]

		Redemption The terms under which Notes may be redeemed (including the maturity date and the price at which they will be redeemed, as well as any provisions relating to early redemption at the option of the Issuer (either in whole or part) and/or the holders of the Notes) will be agreed between the Issuer and the relevant purchaser(s) at the time of issue of the relevant Notes. Subject to any purchase and cancellation or early redemption, the Notes will be redeemed at par. The Notes may be redeemed early for tax reasons [or [*specify other*]] at [*specify the early redemption price and any maximum or minimum redemption amounts, if applicable.*]
		Representatives of holders A trustee has not been appointed to act as trustee for the holders of Notes. The Bank of New York Mellon, acting through its London branch has been appointed as the issuing agent [and principal paying agent] [and calculation agent]/[and [ ] has been appointed [principal paying agent and] calculation agent]. [Registered Notes issued by TCCI are also issued subject to, and with the benefit of, an amended and restated note agency agreement made between TCCI, Royal Bank of Canada as registrar and transfer agent and Royal Bank of Canada, London Branch as transfer agent and paying agent.] [Registered Notes issued by TMCC are also issued subject to and with the benefit of, an amended and restated note agency agreement made between TMCC, The Bank of New York Mellon (Luxembourg) S.A. as registrar and transfer agent and The Bank of New York Mellon, acting through its London branch, as transfer agent and paying agent.]
C.10	Payments of interest where the security has a derivative component	Not Applicable; the Notes are not derivative securities.
C.11	Listing/ Distribution	Notes may be listed on the London Stock Exchange's Regulated Market and on the Official List of the UK Listing Authority or may be issued on an unlisted basis. [The Notes will be listed on the London Stock Exchange's Regulated Market and on the Official List of the UK Listing Authority.]/[The Notes will not be listed on any stock exchange.] [The Notes may be offered to the public in [*specify member states of the European Economic Area*].] [The Notes are being sold only to [*specify*].]

Section D - Risks

Element	**Title**	
D.2	Key risks regarding the Issuer	Each of the Issuer, TFS and TMC has identified in the Prospectus a number of factors which could materially adversely affect its business, and, in the case of the Issuer, its ability to make payments due under the Notes or, in the case of TFS and TMC, to fulfil its obligations under the Credit Support Agreements. These factors include: • if the Issuer is TCCI, TFA or TMCC, changes in general business, economic and market conditions, including the overall market for retail sales, retail or wholesale motor vehicle financing, leasing or dealer financing, changes in the level of sales of Toyota, Lexus and/or, in the case of TCCI and TMCC, Scion vehicles or other vehicles in the Issuer's market; • if the Issuer is TCCI, TFA or TMCC, recalls and other related announcements which could adversely affect sales, including as a result of the actual or perceived quality, safety or reliability of Toyota, Lexus and, in the case of TCCI and TMCC, Scion vehicles as the Issuer's business is substantially dependent upon the sale of Toyota, Lexus and, in the case of TCCI and TMCC, Scion vehicles; • a decrease in the level of sales of Toyota, Lexus and, in the case of TCCI and TMCC, Scion vehicles will have a negative impact on the level of the Issuer's financing volume; • if the Issuer is TMF, TMF's role as a financing vehicle exposes it to a wide variety of financial risks that include credit risk, liquidity risk, interest rate risk and foreign currency exchange rate risk; • changes to the senior long-term debt credit ratings of TMC and certain of its affiliates including the Issuer; • if the Issuer is TCCI, TFA or TMCC, the failure of a customer or dealer to meet the terms of any contract with an Issuer or otherwise to perform as agreed; • the failure of any of the financial institutions and other counterparties in the finance industry to perform their contractual obligations;

		• if the Issuer is TCCI, TFA, or TMCC, the estimated residual values at lease origination may not be recoverable at the end of the lease terms; • if the Issuer is TMCC, its insurance operations could suffer losses if TMCC's reserves are insufficient to absorb losses or if a reinsurer or other company that has assumed insurance risk is unable to meet its obligations under the terms of its agreement with TMCC; • liquidity risk arising from the inability of the TFS group (including the Issuer) to maintain the capacity to fund assets and repay liabilities in a timely and cost-effective manner; • changes in market interest rates, foreign currency exchange rates and other relevant market parameters or prices and/or a decline in the value of the investment portfolio; • inadequate or failed processes, systems or internal controls, the failure to perfect collateral, theft, fraud, cybersecurity breaches, earthquakes, other natural disasters or other catastrophes; • the worldwide automotive market is highly competitive and volatile and the worldwide financial services industry is also highly competitive; • the inability to offer new, innovative, competitively priced products that meet customer demand on a timely basis; • an inability to cover ongoing expenses with ongoing income subsequent to the event of a major market contraction; • if the Issuer is TCCI, TFA or TMCC, changes in law or regulation in relation to the financial services industry and the automotive industry, including those related to vehicle safety and environmental matters or a failure to comply with relevant laws or regulations applicable to it; and • if the Issuer is TMCC, adverse economic conditions or changes in laws in states in which it has customer concentrations may negatively affect its financial condition and results of operations.
D.3	Key risks regarding the Notes	There are also risks associated with the Notes including a range of risks relating to the structure of the Notes, market risks and risks relating to Notes generally including that: • changes in market interest rates will affect the value of the Notes which bear interest at a fixed rate; if the Issuer has the right to redeem any Notes at its option, an investor may not be able to reinvest the redemption proceeds in a manner which achieves the return the investor would have received if the investor had been allowed to hold the Notes to maturity and the existence of the option may therefore adversely affect the market value and the secondary market for the Notes; • if the Issuer has the right to convert the interest rate on the Notes from a fixed rate to a floating rate, or vice versa, the Issuer is likely to exercise its rights in order to reduce the interest paid after the conversion, the spread on the new floating rate may be less favourable than prevailing floating rate spreads, the new fixed rate may be lower than the prevailing market rates and the existence of the conversion right may therefore adversely affect the market value and the secondary market for the Notes; • Bearer Notes in new global note form and Registered Notes in global form held under the new safekeeping structure may not satisfy Eurosystem eligibility criteria; • Notes denominated in Renminbi are subject to additional risks; Renminbi is not freely convertible or transferable and there are significant restrictions on remittance of Renminbi into and outside the PRC which may adversely affect the liquidity of Notes denominated in Renminbi; there is only limited availability of Renminbi outside the PRC, which may affect the liquidity of such Notes and the Issuer's ability to source Renminbi outside the PRC to service such Notes; if the Issuer is unable to source Renminbi, it may pay holders of such Notes in U.S. dollars; • the Terms and Conditions of the Notes contain provisions which permit their modification without the consent of all investors in certain circumstances; • the holder may not receive payment of the full amounts due in respect of the Notes as a result of amounts being withheld by the Issuer in order to comply with applicable law; • investors are exposed to the risk of changes in law or regulation affecting the value of their Notes; • the value of an investor's investment may be adversely affected by exchange rate movements where the Notes are not denominated in the investor's own currency;

		• there may be no or only a limited secondary market in the Notes; • any credit rating assigned to Notes may not adequately reflect all the risks associated with an investment in the Notes; • interest on Notes issued with a floating interest rate which is capped will never exceed the maximum rate of interest specified for the relevant period and investors may earn less than the specified maximum interest rate; and • assuming no change in market conditions from the time of issue of the Notes, if the Issuer has hedged its payment obligations on the Notes with the purchaser distributing the Notes, the price, if any, at which a purchaser may be willing to purchase Notes in secondary market transactions will be lower than the issue price.

Section E - Offer

Element	**Title**	
E.2b	Reasons for the Offer and use of proceeds	The net proceeds from the issue of the Notes will be applied by the Issuer for its general corporate purposes, which include making a profit. If the Issuer is TMF, TMF may also use part of the proceeds from the issue of the Notes for the purpose of posting collateral with third party hedge providers rather than for the purpose of on-lending to other Toyota companies.
E.3	Terms and conditions of the offer	The Terms and Conditions of the Notes will be determined by agreement between the Issuer and the purchaser(s) at the time of issue. The issue price of the Notes is [ ] per cent. of their nominal amount. [The Notes are being offered to [*specify*].]
		Offer Period: [From the date of, and following, publication of the Final Terms being [ ] to [ ].]
		Offer Price: [The Issuer has offered and will sell the Notes to the Managers (and no one else) at the Issue Price of [ ] per cent. less a total commission [and concession] of [ ] per cent. of the Aggregate Nominal Amount of Notes. Managers and Placers will offer and sell the Notes to their customers in accordance with arrangements in place between each such Manager and its customers (including Placers) or each such Placer and its customers by reference to the Issue Price and market conditions prevailing at the time.]
		Conditions to which the offer is subject: [Offers of the Notes are conditional on their issue and are subject to such conditions as are set out in the Syndicate Purchase Agreement dated [ ] between the Issuer and the Managers. As between Managers and their customers (including Placers) or between Placers and their customers, offers of the Notes are further subject to such conditions as may be agreed between them and/or as is specified in the arrangements in place between them.]
		Description of the application process: [A prospective Noteholder will purchase the Notes in accordance with the arrangements in place between the relevant Manager and its customers or the relevant Placer and its customers, relating to the purchase of securities generally. Noteholders (other than Managers) will not enter into any contractual arrangements directly with the Issuer in connection with the offer or purchase of the Notes.]
		Description of possibility to reduce subscriptions and the manner for refunding excess amount paid by applicants: [Not Applicable]/[give details]
		Details of the minimum and/or maximum amount of application: [There are no pre-identified allotment criteria. The Managers and the Placers will adopt allotment and/or application criteria in accordance with customary market practices and applicable laws and regulations and/or as otherwise agreed between them.]
		Method and time limits for paying up and delivering the Notes: [The Notes will be purchased by the Managers from the Issuer on a delivery versus payment basis on the Issue Date. Prospective Noteholders will be notified by the relevant Manager or Placer of their allocations of Notes and the settlement arrangements in respect thereof.]
		Manner in and date on which results of the offer are to be made public: [Not Applicable]/[*give details*]

		Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised: [Not Applicable]/[*give details*]
		Whether tranche(s) have been reserved for certain countries: [Not Applicable]/[*give details*]
		Process for notification to applicants of the amount allotted and indication whether dealing may begin before notification is made: [Prospective Noteholders will be notified by the relevant Manager or Placer in accordance with the arrangements in place between such Managers or Placers and its customers. Any dealings in the Notes which take place will be at the risk of prospective Noteholders.]
		Amount of any expenses and taxes specifically charged to the subscriber or purchaser: [Not Applicable]/[*give details*]
		Name(s) and address(es), to the extent known to the Issuer, of the Placers in the various countries where the offer takes place: [None known to the Issuer]/[*specify*]
E.4	Interest of natural and legal persons involved in the issue/ offer	Purchasers may be paid fees in relation to the issue of the Notes under the Programme. The [Dealers/Managers/Purchasers] will be paid aggregate commissions equal to [ ] per cent. of the nominal amount of the Notes. Any [Dealer/Manager/Purchaser] and its affiliates may have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.
E.7	Expenses charged to the investor by the Issuer or an offeror	[Not Applicable; the Issuer will not charge any expenses to the investor.]/[*specify*]