

**PROHIBITION OF SALES TO EEA RETAIL INVESTORS** – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“*EEA*”). For these purposes, a “retail investor” means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “*MiFID II*”); (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (as amended, the “*Prospectus Regulation*”).

**PROHIBITION OF SALES TO UK RETAIL INVESTORS** – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (“*UK*”). For these purposes, a “retail investor” means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (“*EUWA*”); (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (as amended, “*FSMA*”) and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97 (as amended), where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of the Prospectus Regulation as it forms part of domestic law by virtue of the EUWA (the “*UK Prospectus Regulation*”).

**MiFID II product governance / Professional investors and ECPs only target market** – Solely for the purposes of each 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 and professional clients only, each as defined in MiFID II; 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 manufacturers’ target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers’ target market assessment) and determining appropriate distribution channels.

**UK MiFIR product governance / Professional investors and ECPs only target market** – Solely for the purposes of each 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 only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook (“*COBS*”) and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA (“*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 “*UK distributor*”) should take into consideration the manufacturers’ target market assessment; however, a UK distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers’ target market assessment) and determining appropriate distribution channels.

**Notification under Section 309B of the Securities and Futures Act (Chapter 289) of Singapore (the “*SFA*”)** – In connection with Section 309B of the SFA and the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore (the “*CMP Regulations 2018*”), the Issuer has determined, and hereby notifies all relevant persons (as defined in Section 309A(1) of the SFA), that the Notes are prescribed capital markets products (as defined in the CMP Regulations 2018) and are 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).

## Final Terms

Dated 15 July 2021

**TOYOTA MOTOR FINANCE (NETHERLANDS) B.V.**

**Legal Entity Identifier (“LEI”): 724500OPA8GZSQUNSR96**

**Issue of GBP 450,000,000 0.750 per cent. Notes due 19 December 2025  
under the €50,000,000,000**

**Euro Medium Term Note Programme  
established by**

**Toyota Motor Finance (Netherlands) B.V., Toyota Credit Canada Inc.,  
Toyota Finance Australia Limited and Toyota Motor Credit Corporation**

### PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions of the Notes set forth in the Prospectus dated 18 September 2020 and the supplements to it dated 10 November 2020, 1 December 2020, 12 February 2021, 3 March 2021, 7 April 2021, 13 May 2021 and 29 June 2021, including all documents incorporated by reference (the Prospectus as so supplemented, the “*Prospectus*”) which constitutes a base prospectus for the purposes of the Prospectus Regulation (as defined above). This document constitutes the Final Terms of the Notes described herein for the purposes of the UK Prospectus Regulation (as defined above) and must be read in conjunction with the Prospectus in order to obtain all the relevant information. The Prospectus has been published on the website of the London Stock Exchange at <https://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html>.

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|-----|------|-----------------------------|---|
| 1.  | (i)  | Issuer:                     | Toyota Motor Finance (Netherlands) B.V.   |
|     | (ii) | Credit Support Providers:   | Toyota Motor Corporation<br>LEI - 5493006W3QUS5LMH6R84<br>Toyota Financial Services Corporation<br>LEI - 353800WDOBRSAV97BA75   |
| 2.  | (i)  | Series Number:              | 351   |
|     | (ii) | Tranche Number:             | 1   |
| 3.  |      | Specified Currency:         | Pounds Sterling (“ <i>GBP</i> ”)  |
| 4.  |      | Aggregate Nominal Amount:   |   |
|     | (i)  | Series:                     | GBP 450,000,000   |
|     | (ii) | Tranche:                    | GBP 450,000,000   |
| 5.  |      | Issue Price:                | 99.462 per cent. of the Aggregate Nominal Amount  |
| 6.  | (i)  | Specified Denominations:    | GBP 100,000 and integral multiples of GBP 1,000 in excess thereof up to and including GBP 199,000. No Notes in definitive form will be issued with a denomination above GBP 199,000 |
|     | (ii) | Calculation Amount:         | GBP 1,000   |
| 7.  | (i)  | Issue Date:                 | 19 July 2021  |
|     | (ii) | Interest Commencement Date: | Issue Date  |
| 8.  |      | Maturity Date:              | 19 December 2025  |
| 9.  |      | Interest Basis:             | 0.750 per cent. Fixed Rate<br>(See paragraph 16 below)  |
| 10. |      | Redemption Basis:           | Redemption at par   |
| 11. |      | Change of Interest Basis:   | Not Applicable  |
| 12. |      | Put/Call Options:           | Not Applicable  |

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|-----|------|---|--|
| 13. | (i)  | Status of the Notes:                                | Senior   |
|     | (ii) | Nature of the Credit Support:                       | See “ <i>Relationship of TFS and the Issuers with the Parent</i> ” in the Prospectus dated 18 September 2020 |
| 14. |      | Date Board approval for issuance of Notes obtained: | 1 June 2021  |
| 15. |      | Negative Pledge covenant set out in Condition 3:    | Not Applicable   |

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

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|-----|-------|--------------------------------------|--|
| 16. |       | <b>Fixed Rate Note Provisions</b>    | Applicable   |
|     | (i)   | Fixed Rate of Interest:              | 0.750 per cent. per annum payable annually in arrear on each Interest Payment Date. The first Fixed Interest Period shall be the period commencing on, and including, the Interest Commencement Date and ending on, but excluding, 19 December 2021 (short first coupon).  |
|     | (ii)  | Interest Payment Date(s):            | 19 December in each year from, and including, 19 December 2021 up to, and including, the Maturity Date, adjusted in accordance with the Following Business Day Convention, with the Additional Business Day Centre for the definition of “Business Day” being a day on which the TARGET2 System is open, in addition to London, with no adjustment for period end dates. For the avoidance of doubt, the Fixed Coupon Amount and the Broken Amount shall remain unadjusted |
|     | (iii) | Fixed Coupon Amount(s):              | GBP 7.50 per Calculation Amount (applicable to the Notes in definitive form) and GBP 3,375,000 per Aggregate Nominal Amount of the Notes (applicable to the Notes in global form), payable annually in arrear on each Interest Payment Date, except for the amount of interest payable on the first Interest Payment Date falling on 19 December 2021.   |
|     | (iv)  | Broken Amount(s):                    | GBP 3.14 per Calculation Amount (applicable to the Notes in definitive form) and GBP 1,414,726.03 per Aggregate Nominal Amount of the Notes (applicable to the Notes in global form), payable on the first Interest Payment Date falling on 19 December 2021.  |
|     | (v)   | Fixed Day Count Fraction:            | Actual/Actual (ICMA)   |
|     | (vi)  | Determination Date(s):               | 19 December in each year   |
| 17. |       | <b>Floating Rate Note Provisions</b> | Not Applicable   |
| 18. |       | <b>Zero Coupon Note Provisions</b>   | Not Applicable   |

**PROVISIONS RELATING TO REDEMPTION**

- |     |  |  |                                  |
|-----|--|--|----------------------------------|
| 19. |  | <b>Issuer Call Option</b>  | Not Applicable                   |
| 20. |  | <b>Issuer Maturity Par Call Option</b>                                   | Not Applicable                   |
| 21. |  | <b>Issuer Make-Whole Call Option</b>                                     | Not Applicable                   |
| 22. |  | <b>Investor Put Option</b>   | Not Applicable                   |
| 23. |  | <b>Final Redemption Amount</b>   | GBP 1,000 per Calculation Amount |
| 24. |  | <b>Early Redemption Amount</b>   | GBP 1,000 per Calculation Amount |
|     |  | Early Redemption Amount payable on redemption for taxation reasons or on |                                  |

event of default or other earlier redemption:

#### GENERAL PROVISIONS APPLICABLE TO THE NOTES

25.	Form of Notes:	Bearer Notes:  A Temporary Global Note in bearer form without Coupons will be deposited with a common safekeeper for Euroclear Bank SA/NV (“Euroclear”) and Clearstream Banking S.A. (“Clearstream, Luxembourg”) on or about the Issue Date. The Temporary Global Note is exchangeable for a Permanent Global Note in bearer form on and after the Exchange Date (as defined in the Temporary Global Note and also set out in the “Form of the Notes” section of the Prospectus dated 18 September 2020) upon certification of non-U.S. beneficial ownership.  A Permanent Global Note in bearer form without Coupons will be deposited with a common safekeeper for Euroclear and Clearstream, Luxembourg on or about the Issue Date and is exchangeable (free of charge) in whole, but not in part, for security printed definitive Notes either (a) at the request of the Issuer; and/or (b) upon the occurrence of an Exchange Event (as defined in the Permanent Global Note and also set out in the “Form of the Notes” section of the Prospectus dated 18 September 2020)
26.	New Global Note:	Yes
27.	Additional Financial Centre(s):	A day on which the TARGET2 System is open, in addition to London
28.	Talons for future Coupons to be attached to definitive Notes:	No
29.	Reference Currency Equivalent (if different from US dollars as set out in Condition 5(h)):	Not Applicable
30.	Defined terms/Spot Rate (if different from that set out in Condition 5(h)):	Not Applicable
31.	Calculation Agent responsible for calculating the Spot Rate for the purposes of Condition 5(h) (if not the Agent):	Not Applicable
32.	RMB Settlement Centre(s) for the purposes of Conditions 5(a) and 5(h):	Not Applicable
33.	Settlement (if different from that set out in Condition 5(h)):	Not Applicable
34.	Relevant Benchmark:	Not Applicable

## **RESPONSIBILITY**

The Issuer accepts responsibility for the information contained in these Final Terms. With respect to any information included herein and specified to be sourced from a third party, the Issuer confirms that any such information has been accurately reproduced and that, so far as it is aware and is able to ascertain from information available to it from such third party, no facts have been omitted which would render the reproduced information inaccurate or misleading.

Signed on behalf of the Issuer:

## **TOYOTA MOTOR FINANCE (NETHERLANDS) B.V.**

By: GEORGE JUGANAR

Name: George Juganar

Title: Chief Executive Officer

*Duly authorised*

cc: The Bank of New York Mellon, acting through its London branch

## PART B – OTHER INFORMATION

### 1. LISTING AND ADMISSION TO TRADING

- (i) Listing and admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the London Stock Exchange's main market and for listing on the Official List of the UK Financial Conduct Authority with effect from the Issue Date.
- (ii) Estimate of total expenses related to admission to trading: GBP 4,840

### 2. RATINGS

#### Credit Ratings:

The Notes to be issued are expected to be rated:

Moody's Japan K.K. ("*Moody's Japan*"): A1

Obligations rated 'A' are judged to be upper-medium grade and are subject to low credit risk. The modifier 1 indicates that the obligation ranks in the higher end of its generic rating category.

Source: [https://www.moodys.com/researchdocumentcontentpage.aspx?docid=PBC\\_79004](https://www.moodys.com/researchdocumentcontentpage.aspx?docid=PBC_79004)

S&P Global Ratings, acting through S&P Global Ratings Japan Inc. ("*Standard & Poor's Japan*"): A+

An obligation rated 'A' is somewhat more susceptible to the adverse effects of changes in circumstances and economic conditions than obligations in higher-rated categories. However, the obligor's capacity to meet its financial commitments on the obligation is still strong. The plus (+) sign shows relative standing within the rating categories.

Source: [https://www.standardandpoors.com/en\\_US/web/guest/article/-/view/sourceId/504352](https://www.standardandpoors.com/en_US/web/guest/article/-/view/sourceId/504352)

Moody's Japan and Standard & Poor's Japan are not established in the European Union or the UK and have not applied for registration under Regulation (EC) No. 1060/2009 (the "*CRA Regulation*") or the Credit Rating Agencies (Amendment etc.) (EU Exit) Regulations 2019 (the "*UK CRA Regulation*"), respectively. However, Moody's Deutschland GmbH has endorsed the ratings of Moody's Japan and S&P Global Ratings Europe Limited has endorsed the ratings of Standard & Poor's Japan, in accordance with the CRA Regulation and Moody's Investors Service Ltd. has endorsed the ratings of Moody's Japan and S&P Global Ratings UK Limited has endorsed the ratings of Standard & Poor's Japan, in accordance with the UK CRA Regulation. Each of Moody's Deutschland GmbH and S&P Global Ratings Europe Limited is established in the European Union and is registered under the CRA Regulation. Each of Moody's Investors Service Ltd. and S&P Global Ratings UK Limited is established in the UK and is registered under the UK CRA Regulation.

### 3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save as discussed in "*Subscription and Sale*" in the Prospectus dated 18 September 2020 and for any fees payable to the Managers, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The Managers and their affiliates may have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform the services for, the Issuer and its affiliates in the ordinary

course of business.

#### 4. REASONS FOR THE OFFER AND ESTIMATED NET PROCEEDS

Reasons for the offer: As set out in “*Use of Proceeds*” in the Prospectus dated 18 September 2020

Estimated net proceeds: GBP 446,188,500 (following deduction of the Managers’ commission)

#### 5. Fixed Rate Notes only – YIELD

Indication of yield: 0.875 per cent. per annum  
Calculated as the yield to maturity on an annual basis on the Issue Date.

As set out above, the yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield

#### 6. OPERATIONAL INFORMATION

(i) ISIN: XS2365671259

(ii) Common Code: 236567125

(iii) Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking S.A. and the relevant identification number(s): Not Applicable

(iv) Delivery: Delivery against payment

(v) Names and addresses of additional Paying Agent(s) (if any): Not Applicable

(vi) Deemed delivery of clearing system notices for the purposes of Condition 16 (*Notices*): Any notice delivered to Noteholders through the clearing systems will be deemed to have been given on the third day after the day on which it was given to Euroclear Bank SA/NV and Clearstream Banking S.A.

(vii) Intended to be held in a manner which would allow Eurosystem eligibility: Yes  
Note that the designation “yes” means that the Notes are intended upon issue to be deposited with Euroclear Bank SA/NV or Clearstream Banking S.A. as common safekeeper and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem either upon issue or at any or all times during their life as such recognition depends upon satisfaction of the Eurosystem eligibility criteria

#### 7. DISTRIBUTION

(i) Method of distribution: Syndicated

(ii) If syndicated:

(a) Names of Managers: Barclays Bank Ireland PLC  
HSBC Bank plc  
MUFG Securities (Europe) N.V.  
RBC Europe Limited  
SMBC Nikko Capital Markets Europe GmbH  
Standard Chartered Bank AG

(b) Date of Syndicate Purchase Agreement: 15 July 2021

- |   |                             |
|---|-----------------------------|
| (c) Stabilising<br>Manager(s) (if any):                     | Not Applicable              |
| (iii) If non-syndicated, name of<br>Dealer/Purchaser:       | Not Applicable              |
| (iv) U.S. Selling Restrictions:                             | Reg. S, Category 2; TEFRA D |
| (v) Prohibition of Sales to EEA<br>and UK Retail Investors: | Applicable                  |
| (vi) Prohibition of Sales to Belgian<br>Consumers:          | Applicable                  |