

**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 Article 2 of 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 the 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 manufacturer’s 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 manufacturer’s target market assessment) and determining appropriate distribution channels.

#### **Final Terms**

**Dated 14 September 2021**

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

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

**Issue of GBP 100,000,000 Floating Rate Notes due 28 April 2023 (the “*Notes*”) (to be consolidated and form a single series with the existing GBP 100,000,000 Floating Rate Notes due 28 April 2023 issued on 28 April 2021 (the “*Existing Notes*”))  
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, 29 June 2021 and 6 August 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>.

1.	(i)	Issuer:	Toyota Motor Finance (Netherlands) B.V.
	(ii)	Credit Support Providers:	Toyota Motor Corporation LEI - 5493006W3QUS5LMH6R84 Toyota Financial Services Corporation LEI - 353800WDOBRSAV97BA75
2.	(i)	Series Number:	343
	(ii)	Tranche Number:	2
	(iii)	Date on which the Notes will be consolidated and form a single Series:	The Notes shall be consolidated and form a single Series and be interchangeable for trading purposes with the Existing Notes with effect on and after the date which is 40 days after completion of the distribution of the Notes which is expected to be on or about 26 October 2021
3.		Specified Currency:	Pounds Sterling (“GBP”)
4.		Aggregate Nominal Amount:	
	(i)	Series:	GBP 200,000,000
	(ii)	Tranche:	GBP 100,000,000
5.		Issue Price:	100.242 per cent. of the Aggregate Nominal Amount plus 50 days’ accrued interest of GBP 61,705.48 in respect of the period from, and including, 28 July 2021 to, but excluding, 16 September 2021
6.	(i)	Specified Denominations:	GBP 100,000
	(ii)	Calculation Amount:	GBP 100,000
7.	(i)	Issue Date:	16 September 2021
	(ii)	Interest Commencement Date:	28 July 2021
8.		Maturity Date:	The Specified Interest Payment Date falling on or nearest to 28 April 2023
9.		Interest Basis:	SONIA + 0.40 per cent. per annum Floating Rate (See paragraph 17 below)
10.		Redemption Basis:	Redemption at par
11.		Change of Interest Basis:	Not Applicable
12.		Put/Call Options:	Not Applicable
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**

16.	<b>Fixed Rate Note Provisions</b>	Not Applicable
17.	<b>Floating Rate Note Provisions</b>	Applicable

(i)	Interest Period(s)/Interest Payment Dates:	The period from (and including) the Interest Commencement Date to (but excluding) the First Interest Payment Date and each successive period from (and including) an Interest Payment Date to (but excluding) the next following Interest Payment Date. Quarterly on 28 January, 28 April, 28 July and 28 October in each year from (and including) the First Interest Payment Date to (and including) the Maturity Date, subject to adjustment in accordance with the Business Day Convention set out in (iii) below.
(ii)	First Interest Payment Date:	28 October 2021
(iii)	Business Day Convention:	Modified Following Business Day Convention
(iv)	Additional Business Centre(s):	Not Applicable
(v)	Manner in which the Rate of Interest and Interest Amount is/are to be determined:	Screen Rate Determination
(vi)	Party responsible for calculating the Rate of Interest and Interest Amount (if not the Agent) (the “ <i>Calculation Agent</i> ”):	Not Applicable
(vii)	Screen Rate Determination:	Applicable
	- Reference Rate:	SONIA
	- Calculation Method:	Compounded Daily Rate
	- D:	365
	- Observation Method:	Lag
	- SONIA Compounded Index:	Not Applicable
	- Relevant Financial Centre:	Not Applicable
	- Interest Determination Date(s):	The fifth London Banking Day prior to the end of each Interest Period
	- Relevant Number:	Not Applicable
	- Relevant Screen Page:	Reuters Screen Page SONIA
	- Specified Time:	Not Applicable
	- Reference Banks:	Not Applicable
	- Observation Look-Back Period:	Five London Banking Days
(viii)	ISDA Determination:	Not Applicable
(ix)	Linear Interpolation:	Not Applicable
(x)	Margin(s):	+ 0.40 per cent. per annum
(xi)	Minimum Rate of Interest:	0.00 per cent. per annum
(xii)	Maximum Rate of Interest:	Not Applicable
(xiii)	Day Count Fraction:	Actual/365 (Fixed)
18.	<b>Zero Coupon Note Provisions</b>	Not Applicable
<b>PROVISIONS RELATING TO REDEMPTION</b>		
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 100,000 per Calculation Amount
24.	<b>Early Redemption Amount</b>	
	Early Redemption Amount payable on redemption for taxation reasons or on event of default or other earlier redemption:	GBP 100,000 per Calculation Amount

**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: SONIA is provided by the Bank of England. As at the date hereof, the Bank of England does not appear in the register of administrators and benchmarks established and maintained by ESMA and/or the FCA pursuant to Article 36 (*Register of administrators and benchmarks*) of the EU Benchmarks Regulation and/or as Article 36 (*Register of administrators and benchmarks*) of the EU Benchmarks Regulation forms part of the UK Benchmarks Regulation, respectively.

## **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 for any fees payable to the Dealer, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The Dealer and its 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 “ <i>Use of Proceeds</i> ” in the Prospectus dated 18 September 2020
Estimated net proceeds:	GBP 100,271,705.48 (including 50 days’ accrued interest of GBP 61,705.48 and following deduction of the Dealer’s commission and concession)

#### 5. Fixed Rate Notes only – YIELD

Indication of yield:	Not Applicable
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#### 6. OPERATIONAL INFORMATION

(i) ISIN:	XS2387915023 (prior to the Notes being consolidated and forming a single series with the Existing Notes, ISIN: XS2337309129)
(ii) Common Code:	238791502 (prior to the Notes being consolidated and forming a single series with the Existing Notes, Common Code: 233730912)
(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 ( <i>Notices</i> ):	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:	Non-syndicated
(ii) If syndicated:	Not Applicable
(iii) If non-syndicated, name of Dealer/Purchaser:	Barclays Bank Ireland PLC One Molesworth Street Dublin 2 DO2RF29 Ireland
(iv) U.S. Selling Restrictions:	Reg. S, Category 2; TEFRA D
(v) Prohibition of Sales to EEA and UK Retail Investors:	Applicable



(vi) Prohibition of Sales to Belgian Consumers: Applicable