**PROHIBITION OF SALES TO EEA AND 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 European Economic Area ("*EEA*") or 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 (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*").

**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 16 December 2020

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

### Legal Entity Identifier ("LEI"): 7245000PA8GZSQUNSR96

Issue of EUR 100,000,000 0.625 per cent. Notes due 26 September 2023 (the "Notes") (to be consolidated and form a single series with the existing EUR 600,000,000 0.625 per cent. Notes due 26 September 2023 issued on 26 September 2018 (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 (the "*Conditions*") set forth in and extracted from the Prospectus dated 14 *September 2018* and which are incorporated by reference in the Prospectus dated 18 September 2020. This document constitutes the Final Terms of the Notes described herein for the purposes of the Prospectus Regulation (as defined above) and must be read in conjunction with the Prospectus dated 18 September 2020, including the Conditions which are incorporated by reference in it and the supplements to it dated 10 November 2020 and 1 December 2020, 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 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:	276
	(ii)	Tranche Number:	2

(iii)	Date on which the Notes will be	
	consolidated and form a single	
	Series:	

- 3. Specified Currency:
- 4. Aggregate Nominal Amount:
  - (i) Series:
  - (ii) Tranche:
- 5. Issue Price:
- 6. (i) Specified Denominations:
  - (ii) Calculation Amount:
- 7. (i) Issue Date:
  - (ii) Interest Commencement Date:
- 8. Maturity Date:
- 9. Interest Basis:
- 10. Redemption Basis:
- io. Redemption basis.
- 11. Change of Interest Basis:
- 12. Put/Call Options:

16.

- 13. (i) Status of the Notes:
  - (ii) Nature of the Credit Support:
- 14. Date Board approval for issuance of Notes obtained:
- 15. Negative Pledge covenant set out in Condition 3:

# PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

**Fixed Rate Note Provisions** Applicable (i) Fixed Rate(s) of Interest: 0.625 per cent. per annum payable annually in arrear on each Interest Payment Date (ii) Interest Payment Date(s): 26 September in each year from, and including, 26 September 2021 up to, and including, the Maturity Date, adjusted in accordance with the Following Business Day Convention, with no adjustment for period end dates. For the avoidance of doubt, the Fixed Coupon Amount shall remain unadjusted. (iii) Fixed Coupon Amount(s): EUR 6.25 per Calculation Amount (applicable to the Notes in definitive form) and EUR 625,000 per Aggregate Nominal Amount of the Notes (Tranche 2) (applicable to the Notes in global form) and EUR 4,375,000 per Aggregate Nominal Amount of the Series 276 (applicable to notes of

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 27 January 2021

Euro ("EUR")

EUR 700,000,000

EUR 100,000,000

102.534 per cent. of the Aggregate Nominal Amount plus 83 days' accrued interest of EUR 142,123.29 in respect of the period from, and including, 26 September 2020 to, but excluding, 18 December 2020

EUR 100,000 and integral multiples of EUR 1,000 in excess thereof up to and including EUR 199,000. No Notes in definitive form will be issued with a denomination above EUR 199,000

EUR 1,000

- 18 December 2020
- 26 September 2020
- 26 September 2023

0.625 per cent. Fixed Rate

(See paragraph 16 below)

Redemption at par

Not Applicable

Not Applicable

Not Applicable

Senior

See "*Relationship of TFS and the Issuers with the Parent*" in the Prospectus dated 18 September 2020 26 August 2020

Page 2

the Series 276 in global form), payable annually in arrear on each Interest Payment Date.

- (iv) Broken Amount(s):
- (v) Fixed Day Count Fraction:
- (vi) Determination Date(s):
- Floating Rate Note Provisions
- 18. Zero Coupon Note Provisions

### PROVISIONS RELATING TO REDEMPTION

19. Issuer Call Option

17.

- 20. Issuer Maturity Par Call Option
- 21. Issuer Make-Whole Call Option
- 22. Investor Put Option
- 23. **Final Redemption Amount**

### 24. Early Redemption Amount

Early Redemption Amount payable on redemption for taxation reasons or on event of default or other earlier redemption: Not Applicable Not Applicable Not Applicable EUR 1,000 per Calculation Amount

EUR 1,000 per Calculation Amount

### GENERAL PROVISIONS APPLICABLE TO THE NOTES

25. Form of Notes:

#### Bearer Notes:

Not Applicable

Not Applicable

Not Applicable

Not Applicable

Actual/Actual (ICMA)

26 September in each year

A Temporary Global Note in bearer form without Coupons will be deposited with a common safekeeper Euroclear for 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).

		<b>i</b> ,
26.	New Global Note:	Yes
27.	Additional Financial Centre(s):	Not Applicable
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	Not Applicable

that set out in Condition 5(h)):

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: JORRIT VAN ELK Name: Jorrit van Elk Title: Senior Manager BERNARDO S. ANDRADE Name: Bernardo S. Andrade Title: Senior Manager, Treasury

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 Regulated 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 3,545
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:<u>https://www.moodys.com/researchdocumentcon</u> tentpage.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:<u>https://www.standardandpoors.com/en\_US/web</u>/guest/article/-/view/sourceId/504352

Moody's Japan 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 S&P Global Ratings 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 S&P Global Ratings Europe Limited is established in the United Kingdom or the European Union and is registered under the 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 "Use of Proceeds" in the Prospectus dated 18 September 2020
Estimated net proceeds:	EUR 102,676,123.29 (including 83 days' accrued interest of EUR 142,123.29)

### 5. Fixed Rate Notes only – YIELD

Indication of yield:

-0.284 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:
- (ii) Common Code:
- (iii) Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking S.A. and the relevant identification number(s):
- (iv) Delivery:
- (v) Names and addresses of additional Paying Agent(s) (if any):
- (vi) Deemed delivery of clearing system notices for the purposes of Condition 16 (*Notices*):
- (vii) Intended to be held in a manner which would allow Eurosystem eligibility:

XS2275306855 (prior to the Notes being consolidated and forming a single series with the Existing Notes, ISIN: XS1884740041)

227530685 (prior to the Notes being consolidated and forming a single series with the Existing Notes, Common Code: 188474004)

Not Applicable

## Delivery against payment

Not Applicable

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.

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:
- (ii) If syndicated:
- (iii) If non-syndicated, name of Dealer/Purchaser:
- (iv) U.S. Selling Restrictions:
- (v) Prohibition of Sales to EEA and UK Retail Investors:
- (vi) Prohibition of Sales to Belgian Applicable Consumers:

Not Applicable Mizuho International plc

Non-syndicated

Reg. S, Category 2; TEFRA D Applicable