

22 August 2023

**Toyota Motor Finance (Netherlands) B.V.**  
**(“TMF” or the “Company”)**

Annual Financial Report for the financial year ended 31 March 2023

TMF was incorporated as a private company with limited liability (*besloten vennootschap met beperkte aansprakelijkheid*) under the laws of the Netherlands on 3 August 1987 and registered in the Trade Register of the Dutch Chamber of Commerce under number 33194984. TMF is a wholly-owned subsidiary of Toyota Financial Services Corporation (“TFS”), which is a wholly-owned subsidiary of Toyota Motor Corporation (“TMC”). TMF presents its Annual Financial Report for the financial year ended 31 March 2023.

References herein to “Toyota” means TMC and its consolidated subsidiaries.

The principal activity of the Company is to act as a group finance company for some of the subsidiaries and affiliates of TMC and TFS. The Company raises funds by issuing bonds and notes in the international capital markets and from other sources and on-lends to other Toyota companies. The Company also provides committed facilities to certain other Toyota companies and guarantees for debt issuances of certain other Toyota companies. In addition, the Company generates income from other investments and deposits incidental to its primary funding activities. As a group finance company, the Company is dependent on the performance of the subsidiaries and affiliates of TMC and TFS to which the Company grants loans and in respect of which it provides guarantees.

## **1. Management Report**

(A) Review of the development and performance of the Company’s business during the financial year and the position of the Company at the end of the financial year

The Company’s principal borrowings are from its short-term Commercial Paper Programmes and from the Company’s Euro Medium Term Note Programme. In addition, the Company has raised medium-term funds from banks. The Company’s funding programmes and related costs are influenced by changes in the capital markets and prevailing interest rates, which may affect its ability to obtain cost-effective funding to support earning asset growth.

The Company lends to the subsidiaries and affiliates of TMC and TFS on both a fixed rate and floating rate basis. Almost all fixed rate lending is swapped into floating on a three-month floating basis in line with the Company’s risk management policy.

The Company’s liquidity strategy is to maintain the capacity to fund assets and repay liabilities in a timely and cost-effective manner even in the event of adverse market conditions. This capacity primarily arises from the Company’s high credit rating, its ability to raise funds in the international capital markets, and its ability to generate liquidity from its balance sheet. This strategy has led the Company to develop a

borrowing base that is diversified by market and geographic distribution and type of security, among other factors.

*References herein to “fiscal 2023” denote the financial year ended 31 March 2023.*

*Certain financial data has been rounded. As a result of this rounding, the totals of data presented in this document may vary slightly from the actual arithmetic totals of such data.*

### **Fiscal 2023 Operating Summary**

The volume of short-term and long-term loans to related companies increased by 12.5% to € 19.5 billion at 31 March 2023 from € 17.4 billion at 31 March 2022.

Revenue increased by 187% to € 364.1 million for the twelve months ended 31 March 2023 from € 127.0 million for the twelve months ended 31 March 2022, and the cost of funding increased by 260% to € 312.9 million for the twelve months ended 31 March 2023 from € 86.8 million for the twelve months ended 31 March 2022. The increase in interest income by 193.2% to € 356.8 million for the twelve months ended 31 March 2023 from € 121.7 million for the twelve months ended 31 March 2022 was due to increased lending volumes to related companies combined with general interest rates increases. The increase in the cost of funding was caused by higher borrowing values combined with increasing interest rates. Interest expenses increased by 340% to € 292.6 million for the twelve months ended 31 March 2023 from € 66.6 million for the twelve months ended 31 March 2022.

Gross margin increased by 27.7% to € 51.2 million for the twelve months ended 31 March 2023 from € 40.1 million for the twelve months ended 31 March 2022, primarily due to higher average loan balances compared to the previous year.

There was a loss before tax of € 98.5 million for the twelve months ended 31 March 2023 compared to a loss before tax of € 128.8 million for the twelve months ended 31 March 2022. The improved result before tax is primarily due to lower unrealised losses due to fair value adjustments on interest rate swaps, cross currency swaps and FX swaps of € 107.4 million for the twelve months ended 31 March 2023 compared to € 159.2 million loss for the twelve months ended 31 March 2022. The losses due to fair value adjustments on the financial instruments are primarily caused by interest rate movements on contracts hedging the Company’s lending and funding volumes. Furthermore, the reversal of gains in previous periods due to contracts coming to maturity added to the losses. See Note 11 of the Notes to the Financial Statements – Net gains / (losses) on financial instruments for more details of the reasons for the volatility of the Company’s losses on financial instruments. To reduce the impact of the volatility of the fair value adjustments on the financial instruments due to the accounting mismatch between the derivative financial instruments and the underlying financial assets and liabilities on the Company’s results and ultimately the equity of the Company, the Company has implemented hedge accounting effective from 1 December 2022.

There was a loss for the year after tax of € 76.7 million for the twelve months ended 31 March 2023, compared to a loss of € 98.9 million for the twelve months ended 31 March 2022.

During the financial year ended 31 March 2023, in order to finance the growth in the volume of loans to related companies outlined above, the Company increased the amount of funding obtained by increasing its borrowing from banks and its issue of commercial paper. There was a small decrease in EMTN funding.

Current liabilities increased by 14.1% to € 9.5 billion at 31 March 2023 from € 8.3 billion at 31 March 2022. This was primarily due to (i) increased short term commercial paper borrowings as well as (ii) long term EMTN borrowings becoming due within one year whereas current loans to related parties remained more or less stable compared to the prior financial year.

Current assets increased by 3.8% to € 8.5 billion at 31 March 2023 from € 8.2 billion at 31 March 2022. Current assets mainly consist of short-term loans to related companies. Other current assets include derivative financial instruments, other receivables including collateral deposits paid, and cash and cash equivalents.

As a result, at 31 March 2023, net current liabilities increased by 523.5% to € 1,031 million from € 165 million at 31 March 2022.

As set out in Note 2 of the Notes to the Financial Statements - Summary of significant accounting policies – Going concern, the board of management of the Company has concluded that the Company is able to continue its normal business operations for the foreseeable future, achieving its strategic targets in accordance with its budget, that notwithstanding the risks associated with the Company's current operations, it expects to realise a positive gross margin as it has in prior years and that external developments such as the impact of the war in Ukraine can be managed by the Company. The volatility in the result before tax due to interest and exchange rate movements, as seen in previous financial years, will be largely offset by the valuation adjustments to the corresponding loans to related parties, bank borrowings and EMTN borrowings as a result of hedge accounting which has been adopted by the Company and effective from 1 December 2022. All financial instruments are held to maturity, therefore the impact of the valuation results for each derivative is temporary and will ultimately disappear.

From the start of the geopolitical crisis between Russia and Ukraine, the Company has been closely monitoring the regulations applicable to the Company's loans to its affiliates in Russia to ensure compliance with the various regulations with respect to sanctions, and their updates, that have been imposed by the European Union, the United Kingdom and the United States of America. In parallel, starting 5 March 2022 with Decree #95, payments due from the Company's affiliates in Russia to the Company have on certain occasions been subject to Russian regulatory constraints where cash transfers outside Russia above RUB 10 million have been prohibited. This has resulted in interest payments and loan repayments due to the Company from its Russian affiliates being now past due for more than 90 days. The Company has reassessed its scenarios related to future economic and political conditions to identify the expected credit loss on its portfolio of loans to its affiliates in Russia, including accrued interest. The Company has aligned the recovery probabilities for the years in scope with current

developments having an effect on the discounted cash flow analysis when using the original effective interest on loans the Company had agreed with its affiliates in Russia. The Company has recognised an expected credit loss of € 35.3 million against its Russian loans and accrued interest at 31 March 2023.

TFS has provided the Company with an additional capital contribution to offset the impact of the expected credit loss related to loans to, and accrued interest from, affiliates in Russia. The contribution amount was determined at € 41 million and paid in full to the Company on 18 November 2022. The amount is recorded as share premium in accordance with a Share Premium Contribution Agreement between the Company and TFS.

### ***Liquidity and Capital Resources***

Liquidity risk is the risk arising from the inability to meet obligations when they come due. The Company's liquidity strategy is to maintain the capacity to fund assets and repay liabilities in a timely and cost-effective manner even in the event of adverse market conditions. This capacity primarily arises from the Company's ability to raise funds in the international capital markets as well as its ability to generate liquidity from its balance sheet. This strategy has led the Company to develop a borrowing base that is diversified by market and geographic distribution, type of security, and investor type, among other factors. Credit support provided by TFS provides an additional source of liquidity to the Company, although it is not relied upon in the Company's liquidity planning and capital and risk management.

For liquidity purposes, the Company held cash and cash equivalents of € 1,179 million at 31 March 2023, including 4 short term deposits with a total sum of € 90 million, with maturities ranging from 101 to 151 days, compared to € 952 million at 31 March 2022.

The following table summarises the outstanding components of the Company's funding sources (Euro in millions):

	31 March	
	2023	2022
Commercial paper	5,096	3,759
Euro medium term notes	10,533	10,718
Loans from bank	5,056	3,714
Total borrowings	<u>20,685</u>	<u>18,191</u>

The Company does not rely on any single source of funding and may choose to realign its funding activities depending upon market conditions, relative costs, and other factors. The Company believes that its funding sources, combined with operating and investing activities, provide sufficient liquidity to meet future funding requirements and business growth. The Company's funding volume is based on asset growth and debt maturities.

(a) *Commercial Paper and Other Short-Term Loans*

Short-term funding needs are met through the issuance of commercial paper in Europe and the United States. Commercial paper outstanding under the Company's Commercial Paper Programmes ranged from approximately € 3.1 billion to € 5.1 billion during fiscal 2023, with an average outstanding balance of € 4.0 billion. The Company's Commercial Paper Programmes are supported by the liquidity facilities discussed later in this section.

(b) *Medium Term Notes*

Some of the term funding requirements are met through the issuance of debt securities ("EMTNs") under the Company's Euro Medium Term Note Programme (the "**EMTN Programme**"). To diversify its funding sources, the Company issued in a variety of markets, currencies and maturities, and to a variety of investors, which allows the Company to broaden its distribution of securities and further enhance liquidity.

The following table summarises the Company's total EMTNs (Euro in millions):

	Total EMTNs <sup>(1)</sup>
Balance at 31 March 2022	10,718
Issuances during the twelve months ended 31 March 2023 <sup>(2)</sup>	2,695
Redemptions during the twelve months ended 31 March 2023	(2,672)
Change in foreign exchange revaluation, fair value adjustment, amortisation and interest accruals	(208)
Balance at 31 March 2023	<u>10,533</u>

(1) Consists of fixed and floating rate debt. Upon the issuance of fixed rate debt, the Company generally elects to enter into pay-floating rate interest rate swaps.

(2) EMTNs were issued in Euro and non-Euro currencies, had terms to maturity ranging from approximately 2 years to 10 years, had fixed or floating interest rates at the time of issuance ranging from 0% to 4.7%.

Concurrent with the issuance of non-Euro denominated notes, the Company entered into cross currency interest rate swap agreements to convert payments of principal and interest on these notes to Euro, Pounds Sterling or U.S. Dollars.

The Company maintains the EMTN Programme together with its affiliates Toyota Credit Canada Inc., Toyota Finance Australia Limited and Toyota Motor Credit Corporation (the Company and such affiliates, the "**EMTN Issuers**"), providing for the issuance of debt securities in the international capital markets. In September 2022, the EMTN Issuers renewed the EMTN Programme for a one year period. The maximum aggregate principal amount of debt securities that may be issued by the EMTN Issuers and outstanding under the EMTN Programme at any time is € 60 billion, or the equivalent in other currencies, which may be increased from time to time to allow for the continued use of this source of funding. In addition, the Company may issue bonds or enter into other unsecured financing arrangements through the international capital

markets that are not issued under its EMTN Programme. Debt securities issued under the EMTN Programme are issued pursuant to the terms of an agency agreement, which contains customary terms and conditions. Certain debt securities issued under the EMTN Programme are subject to negative pledge provisions.

(c) *Loans from Group Companies*

During the twelve months ended 31 March 2023 there were no drawdowns under loan facilities from each of TFS and Toyota Motor Credit Corporation to the Company.

(d) *Loans from Third Parties*

During the twelve months to 31 March 2023, the Company entered into two bilateral bank credit agreements for an aggregate amount of Yen 77.5 billion two year to four year loans, three bilateral bank credit agreements for an aggregate amount of £ 370 million two year to three year loans, three bilateral bank credit agreements for an aggregate amount of € 1,100 million two year to three and a half year loans and four bilateral bank credit agreements for an aggregate amount of U.S.\$ 850 million two year to four year loans. The ability to make draws under these bilateral credit agreements is subject to covenants and conditions customary in transactions of this nature, including negative pledge provisions, cross default provisions and limitations on consolidations, mergers and sales of assets. These bilateral credit agreements may be used for general corporate purposes or working capital and were fully drawn upon as of 31 March 2023.

The following table summarises the Company's total borrowings from third parties (Euro in millions):

	Total borrowings from Bank
Balance at 31 March 2022	3,714
Drawdowns during the twelve months ended 31 March 2023	2,916
Redemptions during the twelve months ended 31 March 2023	(1,596)
Change in foreign exchange revaluation, fair value adjustment, amortisation and interest accruals	21
Balance at 31 March 2023	<u>5,055</u>

Since 31 March 2023, the Company has entered into one bilateral bank credit agreement for an amount of € 200 million three year loan and one bilateral bank credit agreement for an amount of U.S.\$ 125 million eighteen-month loan. The ability to make draws under these bilateral credit agreements is subject to covenants and conditions customary in transactions of this nature, including negative pledge provisions, cross default provisions and limitations on consolidations, mergers and sales of assets. These bilateral credit agreements may be used for general corporate purposes or working capital and were fully drawn upon as of 22 August 2023.

(e) *Liquidity Facilities*

For additional liquidity purposes, the Company maintains syndicated and bilateral bank revolving credit facilities with certain banks. On 18 November 2022, the Company and other Toyota affiliates entered into U.S.\$ 5.0 billion 364 day, U.S.\$ 5.0 billion three year and U.S.\$ 5.0 billion five year syndicated bank credit agreements. The U.S.\$ 5.0 billion 364 day syndicated bank credit agreement dated as of 5 November 2021, which was extended on 4 November 2022 to 21 November 2022, the U.S.\$ 5.0 billion three year and U.S.\$ 5.0 billion five year syndicated bank credit agreements each dated as of 5 November 2021, were all terminated, on 18 November 2022.

On 28 November 2022, the Company entered into € 225 million 364-day and € 225 million three year bilateral bank revolving credit agreements. The € 225 million 364-day bilateral bank revolving credit agreement dated as of 24 November 2021, which was extended on 23 November 2022 to 28 November 2022, and the € 225 million three year bilateral bank revolving credit agreement dated as of 27 November 2019, terminated on 28 November 2022.

On 16 December 2022, the Company and other Toyota affiliates entered into U.S.\$ 350 million 364-day and U.S.\$ 350 million three year bilateral bank revolving credit agreements. The U.S.\$ 350 million 364-day and U.S.\$ 350 million three year bilateral bank revolving credit agreements dated as of 17 December 2021, terminated, or was terminated, on 16 December 2022.

On 14 March 2023 the Company entered into € 175 million 364-day, € 175 million three year and € 150 million five year bilateral bank revolving credit agreements. The € 175 million 364-day, € 175 million three year and € 150 million five year bilateral bank revolving credit agreements each dated as of 15 March 2022, terminated, or were terminated, on 14 March 2023.

On 10 April 2023, the Company entered into two 364-day bilateral bank revolving credit agreements for an aggregate amount of € 300 million and the two 364-day bilateral bank revolving credit agreements for an aggregate amount of € 300 million dated 11 April 2022 terminated on 10 April 2023.

On 31 May 2023, the Company entered into a € 200 million 364-day bilateral bank revolving credit agreement and the € 200 million 364-day bilateral bank revolving credit agreement dated 1 June 2022 terminated on 31 May 2023.

In addition to the above revolving credit facilities, on 12 December 2022, the Company entered into three 364-day bilateral bank revolving credit agreements for an aggregate amount of € 700 million, and on 16 December 2022, the Company entered into four 364-day bilateral bank revolving credit agreements for an aggregate amount of € 1.7 billion, for contingent liquidity purposes for the benefit of related companies. Each of the six 364-day bilateral bank revolving credit agreements for an aggregate amount of € 2 billion dated 31 December 2021, and entered into for contingent liquidity purposes for the benefit of related companies, terminated on 30 December 2022.

The ability to make drawdowns under all of the above revolving credit agreements is subject to covenants and conditions customary in transactions of this nature, including

negative pledge provisions, cross default provisions and limitations on consolidations, mergers and sales of assets and the proceeds may be used for general corporate purposes and were not drawn upon as of 22 August 2023.

(f) *Credit Support Agreements*

Under the terms of a credit support agreement between TMC and TFS (“**TMC Credit Support Agreement**”), TMC agreed to: 1) maintain 100 percent ownership of TFS; 2) cause TFS and its subsidiaries to have a net worth of at least ¥ 10 million; and 3) make sufficient funds available to TFS so that TFS will be able to (i) service the obligations arising out of its own bonds, debentures, notes and other investment securities and commercial paper (collectively “**TFS Securities**”) and (ii) honour its obligations incurred as a result of guarantees or credit support agreements that it has extended. The TMC Credit Support Agreement is not a guarantee by TMC of any securities or obligations of TFS. TMC’s obligations under the TMC Credit Support Agreement rank *pari passu* with its senior unsecured debt obligations. The TMC Credit Support Agreement is governed by, and construed in accordance with, the laws of Japan.

Under the terms of a similar credit support agreement between TFS and the Company (“**TFS Credit Support Agreement**”), TFS agreed to: 1) maintain 100 percent ownership of the Company; 2) cause the Company and its subsidiaries, if any, to have a net worth of at least € 100,000; and 3) make sufficient funds available to the Company so that the Company will be able to service the obligations arising out of its own bonds, debentures, notes and other investment securities and commercial paper (collectively, “**TMF Securities**”). The TFS Credit Support Agreement is not a guarantee by TFS of any TMF Securities or other obligations of the Company. TFS’s obligations under the TFS Credit Support Agreement rank *pari passu* with its senior unsecured debt obligations. The TFS Credit Support Agreement is governed by, and construed in accordance with, the laws of Japan.

Holders of TMF Securities have the right to claim directly against TFS and TMC to perform their respective obligations under the TFS Credit Support Agreement and the TMC Credit Support Agreement by making a written claim together with a declaration to the effect that the holder will have recourse to the rights given under the TFS Credit Support Agreement and/or the TMC Credit Support Agreement, as the case may be. If TFS and/or TMC receives such a claim from any holder of TMF Securities, TFS and/or TMC shall indemnify, without any further action or formality, the holder against any loss or damage resulting from the failure of TFS and/or TMC to perform any of their respective obligations under the TFS Credit Support Agreement and/or the TMC Credit Support Agreement, as the case may be. The holder of TMF Securities who made the claim may then enforce the indemnity directly against TFS and/or TMC.

The TMC Credit Support Agreement and the TFS Credit Support Agreement each provide for termination by either party upon 30 days written notice to the other party. Such termination will not take effect until or unless all TFS Securities or all TMF Securities, respectively, have been repaid or each relevant rating agency has confirmed to TFS or the Company, respectively, that the debt ratings of all such TFS Securities or all such TMF Securities, respectively, will be unaffected by such termination.



In connection with the TFS Credit Support Agreement, the Company and TFS are parties to a credit support fee agreement (“**Credit Support Fee Agreement**”). The Credit Support Fee Agreement requires the Company to pay to TFS a semi-annual fee which is based upon the weighted average outstanding amount of TMF Securities entitled to credit support.

(g) *Credit Ratings*

The cost and availability of unsecured financing is influenced by credit ratings. Lower ratings generally result in higher borrowing costs as well as reduced access to capital markets. Credit ratings are not recommendations to buy, sell or hold securities and are subject to revision or withdrawal at any time by the assigning nationally recognised statistical rating organisation (“**NRSRO**”). Each NRSRO may have different criteria for evaluating risk, and therefore ratings should be evaluated independently for each NRSRO. The Company’s credit ratings depend in part on the existence of the credit support agreements of TFS and TMC.

*Guarantees*

The Company has guaranteed the payments of principal and interest with respect to commercial paper, medium term notes and other debt issuance of other TMC subsidiaries. The Company earned fees of € 4.2 million in the year ended 31 March 2023 (compared to fees of € 4.5 million in the year ended 31 March 2022) for guaranteeing such payments. The nature and amounts of these guarantees are described in Note 30 – Contingent liabilities of the Notes to the Financial Statements. The Company assesses the requirement for provisions by reviewing the net assets and profitability of the relevant TMC subsidiaries. The TFS Credit Support Agreement and the Credit Support Fee Agreement apply to the Company’s contingent liabilities with respect to commercial paper, medium term notes and other debt issuance of the relevant TMC subsidiaries.

*Contractual Obligations and Credit-Related Commitments*

The Company has certain obligations to make future payments under contracts and credit-related financial instruments and commitments. Aggregate contractual obligations and credit-related commitments in existence at 31 March 2023 are summarised as follows (Euro in millions):

31 March 2023	Payments due by period			
	Due within 3 months	Due between 4 and 12 months	Due between 1 and 5 years	Due after 5 years
Contractual Obligations				
Bank borrowings	232	128	5,091	-
Commercial paper	4,395	728	-	-
EMTNs	1,770	2,196	6,924	142
Collateral deposits received	280	-	-	-
Total	<u>6,678</u>	<u>3,052</u>	<u>12,015</u>	<u>142</u>

*Critical Accounting Estimates*

The Company has identified the estimates below as critical to its business operations and the understanding of its results of operations. The evaluation of the factors used in determining the Company's critical accounting estimates involves significant assumptions, complex analyses, and management judgment. Changes in the evaluation of these factors may significantly impact the financial statements. Different assumptions or changes in economic circumstances could result in additional changes to the determination of the Company's results of operations and financial condition.

#### *Derivative Instruments*

The Company manages its exposure to market risks such as interest rate and foreign exchange risks with derivative instruments. These instruments include interest rate swaps, cross-currency swaps, and foreign currency contracts. The Company's use of derivatives is limited to the management of interest rate and foreign exchange risks.

#### *Nature of Estimates and Assumptions Required*

Management determines the application of derivatives accounting through the identification of hedging instruments, hedged items, and the nature of the risk being hedged, as well as the methodology used to assess the hedging instrument's effectiveness. The fair values of the Company's derivative financial instruments are calculated by applying standard valuation techniques, such as discounted cash flow analysis employing readily available market data, including interest rates, foreign exchange rates, and volatilities. However, considerable judgment is required in interpreting market data to develop estimates of fair value; therefore, the estimates are not necessarily indicative of the amounts that could be realised or would be paid in a current market exchange.

#### *Employees*

The Company had an average of 16 employees, 2 seconded and 14 local (2022: 12 employees, 2 seconded and 10 local) during the year.

The Company has not experienced any strikes or other labour disturbances that have interfered with its operations since its inception, and the Company believes that the relationship among its management and its employees is good.

#### **(B) Risks and Uncertainties facing the Company**

The Company's principal activity is to act as a group finance company for some of the subsidiaries and affiliates of TMC and TFS. The Company raises funds by issuing bonds and notes in the international capital markets which have the benefit of the credit support arrangements stated below (see "*The Company's borrowing costs and access to the unsecured debt capital markets depends significantly on its and its parent companies credit ratings and their credit support arrangements*") and from other sources and on-lends to other Toyota companies. The Company also provides guarantees for debt issuances of certain other Toyota companies and such guarantees issued by the Company also have the benefit of the same credit support arrangements. The Company's role as a financing vehicle exposes it to a variety of financial risks that include credit risk, liquidity risk, interest rate risk and foreign currency exchange rate

risk. The Company has in place a risk management programme that seeks to limit the adverse effects on its financial performance of those risks by entering into agreements to exchange collateral, matching foreign currency assets and liabilities and through the use of financial instruments, including interest rate swaps, cross-currency swaps and foreign currency contracts, to manage interest rate and foreign currency risk.

The Company has no control over how the other Toyota companies to which the Company on-lends funds source their financing. The Company competes with other providers of finance to such Toyota companies and any increases in competitive pressures, such as cost of funding, could have an adverse impact on the Company's financing volume, revenues and margins. Further, the financial condition of the subsidiaries and affiliates of TMC and TFS to which the Company on-lends funds or the Toyota companies to which the Company provides guarantees in respect of their debt issuances, may have an impact on the financial services the Company provides to such subsidiaries and affiliates of TMC and TFS or such Toyota companies. This could have an adverse impact on the Company's results of operations and financial condition.

Each of the Company, TFS and Toyota may be exposed to certain risks and uncertainties that could have a material adverse impact directly or indirectly on its business, results of operations and financial condition. There may be additional risks and uncertainties not presently known to each of the Company, TFS and Toyota or that it currently considers immaterial that may also have a material adverse impact on its business, results of operations and financial condition.

## **INDUSTRY AND BUSINESS RISKS**

***General business, economic and geopolitical conditions, as well as other market events, may adversely affect the Company's business, results of operations and financial condition***

The Company's results of operations and financial condition are affected by a variety of factors, including changes in the overall market for retail contracts, wholesale motor vehicle financing, leasing or dealer financing, the new and used vehicle market, changes in the level of sales of Toyota, Lexus, private label vehicles or other vehicles in Toyota's markets, the rate of growth in the number and average balance of customer accounts, the finance industry's regulatory environment in the countries in which Toyota conducts business, competition from other financiers, rate of default by its customers, changes in the funding markets, its credit ratings, the success of efforts to expand Toyota's product lines, levels of the Company's operating and administrative expenses (including, but not limited to, labour costs, technology costs and premises costs), general economic conditions, inflation, consequences from changes in tax laws, fiscal and monetary policies in the Netherlands, the United States, as well as Europe and other countries in which the Company issues debt. Further, a significant and sustained increase in fuel prices could lead to lower new and used vehicle purchases. This could reduce the demand for motor vehicle retail, lease and wholesale financing.

Elevated levels of market disruption and volatility globally could increase the Company's cost of capital and adversely affect its ability to access the international capital markets and fund its business in a similar manner, and at a similar cost, to the funding raised in the past. These market conditions could also have an adverse effect

on the results of operations and financial condition of the Company by increasing the Company's cost of funding. If, as a result, the Company increases the rates it charges its customers, the Company's competitive position could be negatively affected.

Challenging market conditions may result in less liquidity, greater volatility, widening of credit spreads and lack of price transparency in credit markets. Changes in investment markets, including changes in interest rates, exchange rates and returns from equity, property and other investments, will affect (directly or indirectly) the financial performance of the Company.

During a continued and sustained period of market disruption and volatility:

- there can be no assurance that the Company will continue to have access to the capital markets in a similar manner and at a similar cost as it has had in the past;
- issues of debt securities by the Company may be undertaken at spreads above benchmark rates that are greater than those on similar issuances undertaken during prior periods;
- the Company may be subject to over-reliance on a particular funding source or a simultaneous increase in funding costs across a broad range of sources; and
- the ratio of the Company's short-term debt outstanding to total debt outstanding may increase if negative conditions in the debt markets lead the Company to replace some maturing long-term liabilities with short-term liabilities (for example, commercial paper).

Any of these developments could have an adverse effect on the Company's results of operations and financial condition.

Geopolitical conditions and other market events may also impact the Company's results of operations and financial condition. Restrictive exchange or import controls or other disruptive trade policies, disruption of operations as a result of systemic political or economic instability, adverse changes to tax laws and regulations, social unrest, outbreak of war or expansion of hostilities (including the current conflict in Ukraine), health epidemics and other outbreaks, climate-related risks, and acts of terrorism, could lead to, among other things, declines in market liquidity and activity levels, delays or cancellations of payments due to the Company in respect of loans made by the Company to its affiliates due to regulatory restrictions, volatile market conditions, a contraction of available credit, inflation, fluctuations in interest rates, weaker economic growth, and reduced business confidence on an international level, each of which could have a material adverse effect on the Company's results of operations and financial condition.

***Changes in interest rates and credit spreads may adversely affect the Company's business, results of operations and financial condition***

Benchmark interest rates and credit spreads have both increased during the financial year ended 31 March 2023. When interest rates are high or increasing, the Company generally expects to earn higher financing revenue from its new originations. However,

during the financial year ended 31 March 2023, increasing rates have and in the future could continue to have an adverse effect on the Company's business, financial condition and results of operations by increasing its cost of capital and the rates charged to Toyota companies, which could, in turn, decrease the Company's financing volumes and market share, as a result of Toyota's customers and dealers, or such Toyota companies, seeking alternative solutions or increasing the amount of cash purchases, thereby resulting in a decline in their competitive positions. On the other hand, a low or negative interest rate environment may increase the Company's financing volumes and market share, however it could also have an adverse effect on Toyota's business, financial condition and results of operations by reducing returns on their investments in marketable securities and compressing their net interest margin. When credit spreads widen, it becomes more expensive for the Company to borrow. The Company's credit spreads may widen or narrow not only in response to events and circumstances that are specific to the Company but also as a result of general economic and geopolitical events and conditions. Changes in credit spreads will affect, positively or negatively, the value of the Company's derivatives, which could result in volatility in the results of operations, financial condition, and cash flows.

***The Company's results of operations and financial condition are substantially dependent upon Toyota's sale of Toyota, Lexus and private label vehicles***

The Company's business is dependent upon the performance of Toyota companies to which the Company grants loans and/or in respect of which it provides guarantees and, thereby, sales of Toyota, Lexus and private label vehicles by Toyota companies.

Changes in the volume of Toyota distributor sales may result from governmental action, changes in governmental regulation or trade policies, changes in consumer demand, new vehicle incentive programmes, recalls, the actual or perceived quality, safety or reliability of Toyota, Lexus and private label vehicles, changes in economic conditions, inflation, increased competition, increases in the price of vehicles due to increased raw material costs, changes in import fees or tariffs on raw materials or imported vehicles, changes to, or withdrawals from, trade agreements, currency fluctuations, fluctuations in interest rates, and decreased or delayed vehicle production due to extreme weather conditions, natural disasters, supply chain interruptions, including shortages of parts, components or raw materials, or other events. For example, the Company's ultimate parent, TMC, has continued to experience a decrease in new inventory resulting from production constraints due to supply shortages affecting the automotive industry and continued steady demand for new vehicles.

The volume of Toyota distributor sales may also be affected by Toyota's ability to successfully grow through investments in the area of emerging opportunities such as mobility and connected services, vehicle electrification, fuel cell technology and autonomy, which depends on many factors, including advancements in technology, regulatory changes and other factors that are difficult to predict. Any negative impact on the volume of Toyota, Lexus and private label vehicle sales could have a material adverse effect on the Company's business, results of operations and financial condition.

***Changes in consumer behaviour could affect the automotive industry, Toyota including the Company, and as a result, its business, results of operations and financial condition***

A number of trends are affecting the automotive industry. These include a market shift from cars to sport utility vehicles (SUVs) and trucks, high demand for incentives, the rise of mobility services such as vehicle sharing and ride hailing, the development of autonomous and alternative-energy vehicles, the impact of demographic shifts in attitudes and behaviours towards vehicle ownership and use, the development of flexible alternatives to traditional financing and leasing such as subscription service offerings, changing expectations around the vehicle buying experience, increased focus on climate-related initiatives and regulation, adjustments in the geographic distribution of new and used vehicle sales, and advancements in communications and technology. Any one or more of these trends could adversely affect the automotive industry, Toyota distributors and Toyota, and could in turn have an adverse impact on the Company's business, results of operations and financial condition.

***Recalls and other related announcements by Toyota or private label companies could decrease the sales of Toyota, Lexus and private label vehicles, which could affect the business, results of operations and financial condition of the Company***

Toyota periodically conducts vehicle recalls, which could include temporary suspensions of sales and production of certain Toyota, Lexus and private label vehicle models. As the Company's business is dependent upon the performance of Toyota companies to which the Company grants loans and/or in respect of which it provides guarantees, such events could adversely affect the Company's business, results of operations and financial condition.

A decrease in the level of sales, including as a result of the actual or perceived quality, safety or reliability of Toyota, Lexus and private label vehicles or a change in standards of regulatory bodies, will have a negative impact on the level of the Company's financing volume. Further, certain Toyota affiliated entities are or may become subject to litigation and governmental investigations, and have been or may become subject to fines or other penalties. These factors could affect sales of Toyota, Lexus and private label vehicles and, accordingly, could have a negative effect on the Company's business, results of operations and financial condition.

***If the Company is unable to compete successfully or if competition increases, the Company's results of operations could be negatively affected***

The Company operates in a highly competitive environment and the Company has no control over how Toyota dealers source financing for their customers. Competitors of the Company include commercial banks, credit unions and other financial institutions. To a lesser extent, the Company competes with other motor vehicle manufacturers' affiliated finance companies. In addition, online financing options provide consumers with alternative financing sources. Increases in competitive pressures could have an adverse impact on contract volume, market share, net financing revenues and margins. Further, the financial condition and viability of competitors and peers of the Company may have an adverse impact on the financial services industry in which the Company operates, resulting in a decrease in demand for its products and services. This could

have an adverse impact on the volume of the Company's business and its results of operations.

***A failure or interruption in the operations of the Company could adversely affect its results of operations and financial condition***

Operational risk is the risk of loss resulting from, among other factors, lack of established processes, inadequate or failed processes, systems or internal controls, theft, fraud, extreme weather conditions, natural disasters (such as wildfires or bushfires, floods, tornadoes, earthquakes, hurricanes (including an increase in the frequency of such conditions and disasters as the result of climate change)) or other catastrophes (including without limitation, explosions, terrorist attacks, riots, civil disturbances, health epidemics and other outbreaks) that could affect the Company.

Operational risk can occur in many forms including, but not limited to, errors, business interruptions, failure of controls, failure of systems or other technology, deficiencies in the Company's insurance risk management programme, inappropriate behaviour or misconduct by employees of, or those contracted to perform services for, the Company and vendors that do not perform in accordance with their contractual agreements. These events can potentially result in financial losses or other damages to the Company, including damage to reputation.

The Company has established business recovery plans to address interruptions in its operations but can give no assurance that these plans will be adequate to remedy all events that the Company may face. A catastrophic event that results in the destruction or disruption of any of the critical business or information technology systems of the Company could harm its ability to conduct normal business operations.

The Company relies on a framework of internal controls designed to provide a sound and well-controlled operating environment. Due to the complex nature of the Company's business and the challenges inherent in implementing control structures across large organisations, control issues may be identified in the future that could have an adverse effect on the Company's operations.

***Various risks related to health epidemics and other outbreaks faced by the Company have had and may continue to have material adverse effects on its business, financial condition, results of operations and cash flows***

The Company faces various risks related to health epidemics and other outbreaks, such as the global outbreak of the coronavirus ("COVID-19"), which have led, and may in the future lead, to periodic disruption and volatility in the international capital markets and in the economies of many countries, including in the Netherlands, and which in turn, could have a material impact on the Company's financial condition, liquidity and results of operations. Although global economies, including where the Company operates, have begun to recover from the COVID-19 pandemic, certain adverse consequences of the pandemic, including labour shortages, disruptions of global supply chains and inflationary pressures continue to impact the global economies, which have continued to impact certain financial results of other Toyota companies during the financial year ended 31 March 2023. The long-term and ultimate impacts of the social, economic and financial disruptions caused by the COVID-19 pandemic, including

negative impacts on the Company's financial condition, liquidity and results of operations, will depend on future developments that remain uncertain, including, for example, future actions taken by governmental authorities, central banks and other parties in response to the pandemic and its adverse consequences, and the effects on other Toyota companies.

The likelihood of future health epidemics or other outbreaks, the ultimate duration of any pandemic, and the possibility of a resurgence of the COVID-19 pandemic or similar public health issues are uncertain. A new pandemic or the resurgence of the COVID-19 pandemic may subject Toyota to, among several other things, increased delinquencies and defaults by its customers and dealers, the reinstatement of certain payment relief options, closures of manufacturing plants by Toyota, and disruption among the supply chain and with other third-party vendors.

## **FINANCIAL MARKET AND ECONOMIC RISKS**

***The Company's borrowing costs and access to the unsecured debt capital markets depends significantly on its and its parent companies credit ratings and their credit support arrangements***

The credit ratings for notes, bonds and commercial paper issued by the Company, depend, in large part, on the existence of the credit support arrangements with TFS and TMC and on the results of operations and financial condition of TMC and its consolidated subsidiaries. If these arrangements (or replacement arrangements acceptable to the rating agencies) are not available to the Company, or if the credit ratings of TMC and TFS as credit support providers were lowered, the credit ratings for notes, bonds and commercial paper issued by the Company would be adversely impacted.

Credit rating agencies which rate the credit of TMC and its affiliates, including TFS and the Company, may qualify or alter ratings at any time. Global economic conditions, including the ongoing impact of COVID-19 and other geopolitical factors may directly or indirectly affect such ratings. Any downgrade in the sovereign credit ratings of Japan may directly or indirectly have a negative effect on the ratings of TMC, TFS and the Company. Downgrades or placement on review for possible downgrades could result in an increase in the Company's borrowing costs as well as reduced access to the domestic and international capital markets. These factors would have a negative impact on the Company's competitive position, results of operations, liquidity and financial condition.

***A disruption in funding sources and access to the capital markets would have an adverse effect on liquidity***

Liquidity risk is the risk arising from the inability to meet obligations in a timely manner when they become due. The Company's liquidity strategy is to maintain the capacity to fund assets and repay liabilities in a timely and cost-effective manner even in adverse market conditions. A disruption in the Company's funding sources may adversely affect its ability to meet its obligations as they become due. An inability to meet obligations in a timely manner would have a negative impact on the Company's ability



to refinance maturing debt and fund new asset growth and would have an adverse effect on its results of operations and financial condition.

***Use of models, estimates and assumptions – if the design, implementation or use of models is flawed or if actual results differ from estimates or assumptions, the results of operations and financial condition of the Company could be materially and adversely affected***

The Company uses quantitative models, estimates and assumptions to price products and services, measure risk, estimate asset and liability values, assess liquidity, manage its balance sheet and otherwise conduct its business and operations. If the design, implementation, or use of any of these models is flawed or if actual results differ from the Company's estimates or assumptions, it may adversely affect the Company's results of operations and financial condition. In addition, to the extent that any inaccurate model outputs are used in reports to regulatory agencies or the public, the Company could be subjected to supervisory actions, litigation, and other proceedings that may adversely affect its business, results of operations and financial condition.

The Company's assumptions and estimates often involve matters that require the exercise of its management's judgment, are inherently difficult to predict and are beyond the Company's control (for example, macro-economic conditions). In addition, such assumptions and estimates often involve complex interactions between a number of dependent and independent variables, factors, and other assumptions. As a result, the Company's actual experience may differ materially from these estimates and assumptions. A material difference between the estimates and assumptions and the actual experience may adversely affect the Company's results of operations and financial condition.

***Exposure to credit risk could negatively affect the Company's results of operations and financial condition***

Credit risk is the risk of loss arising from the failure of a customer or other party to meet the terms of any contract with the Company or otherwise fail to perform as agreed. An increase in credit risk would require a provision, or would increase the Company's provision, for credit losses, which would have a negative impact on the Company's results of operations and financial condition. There can be no assurance that the Company's monitoring of credit risk and its efforts to mitigate credit risk are, or will be, sufficient to prevent an adverse effect on its results of operations and financial condition.

An economic slowdown and recession, extreme weather conditions, natural disasters, health epidemics, such as the COVID-19 pandemic, and other factors increase the risk that a customer may not meet the terms of a contract with the Company or may otherwise fail to perform as agreed. A weak economic environment evidenced by, among other things, unemployment, underemployment and consumer bankruptcy filings, may affect some of the Company's customers' ability to make their scheduled payments.

***The Company's results of operations, financial condition and cash flows may be adversely affected by market risks related to changes in interest rates, foreign currency exchange rates and market prices***

Market risk is the risk that changes in interest rates and foreign currency exchange rates cause volatility in the Company's results of operations, financial condition and cash flows.

Derivative financial instruments are entered into by the Company to economically hedge or manage its exposure to market risk. However, changes in interest rates, foreign currency exchange rates and market prices cannot always be predicted or hedged.

Changes in interest rates or foreign currency exchange rates (due to inflationary pressure or other factors) could affect the Company's interest expense and the value of its derivative financial instruments, which could result in volatility in its results of operations, financial condition and cash flows.

***The transition away from the London Interbank Offered Rate ("LIBOR") and the adoption of alternative reference rates ("ARRs") could adversely impact the Company's business and results of operations***

The Company may become exposed to LIBOR-based financial instruments, including through certain of the Company's financing activities. The transition away from the use of LIBOR to alternative rates and other potential interest rate benchmark reforms is continuing. These reforms have caused and may in the future cause such rates to perform differently than in the past, or to disappear entirely, or have other consequences which cannot be predicted.

The publication of non-U.S. dollar LIBOR rates on a representative basis, as well as the publication of the lesser used 1-week and 2-month U.S. dollar LIBOR tenors, ceased as of the end of December 2021. The most commonly used U.S. dollar LIBOR tenors were expected to be published until 30 June 2023.

In June 2017, the New York Federal Reserve's Alternative Reference Rates Committee recommended the Secured Overnight Financing Rate ("SOFR") as an alternative to U.S. dollar LIBOR. On 16 December 2022, the Federal Reserve Board adopted the final rule that implemented the Adjustable Interest Rate (LIBOR) Act passed by Congress in March 2022 ("LIBOR Act"). The LIBOR Act identified benchmark replacement rates based on SOFR for covered derivative transactions and cash transactions where a practicable interest rate fallback method has not been established by 30 June 2023.

The composition and characteristics of SOFR are not the same as those of LIBOR. As a result, there can be no assurance that SOFR or any ARR will perform in the same way as LIBOR would have at any time, including, without limitation, as a result of changes in interest and yield rates in the market, market volatility or global or regional economic, financial, political, regulatory, judicial or other events. With limited operating history, it remains unknown whether SOFR will continue to evolve and what the effects of its implementation may be on the markets for financial instruments.

Although the LIBOR Act and its implementing regulations include safe harbours if the Federal Reserve Board's SOFR-based replacement rates are used, these safe harbours are untested, and the Company could still be exposed to risks associated with disputes and litigation with counterparties and other market participants in connection with implementing replacement rates for LIBOR.

On 29 November 2017, the Bank of England and the United Kingdom's Financial Conduct Authority announced that, as of January 2018, its Working Group on Sterling Risk-Free Rates has been mandated with implementing a broad-based transition to the Sterling Overnight Index Average ("SONIA") over the next four years across sterling bond, loan and derivative markets, so that SONIA was established as the primary sterling interest rate benchmark by the end of 2021.

SONIA is based on actual transactions and reflects the average of the interest rates that banks pay to borrow sterling overnight from other financial institutions and other institutional investors and in relation to EMTNs is determined by reference to a compounded daily rate or a compounded index rate. In each case such rate will differ from sterling LIBOR in a number of material respects, including (without limitation) that compounded daily rate is a risk-free overnight non-term rate, whereas sterling LIBOR is expressed on the basis of a forward-looking term and includes a credit risk-element based on inter-bank lending. Sterling LIBOR and SONIA may behave materially differently as interest reference rates. The use of SONIA as a reference rate is nascent, and is subject to change and development, both in terms of the substance of the calculation and in the development and adoption of market infrastructure for financial instruments referencing SONIA.

To facilitate an orderly transition from LIBOR to ARR, the Company has established an initiative led by senior management, with board and committee oversight. As a result of this initiative, the Company has committed to using SOFR linked rates in connection with various borrowing arrangements and the prime rate in connection with various lending arrangements. Nevertheless, the Company may continue to be subject to risk on outstanding instruments which rely on LIBOR. Those risks arise in connection with transitioning such instruments to a new reference rate, the taking of discretionary actions (for example, under fallback provisions) or the negotiation of fallback provisions and final amendments to existing LIBOR based agreements. If a contract or instrument is not transitioned to a new reference rate and LIBOR ceases to exist, the Company may experience increased interest rate risk. In addition, the Company may be dependent on third parties to upgrade their systems, software, and other critical functions to assist in its orderly transition from LIBOR. A failure to properly transition away from LIBOR could expose the Company to various financial, operational, and regulatory risks, which could have a significant impact on the Company's financial condition and results of operations.

***The failure or commercial soundness of the Company's counterparties and other financial institutions may have an effect on the Company's liquidity, results of operations or financial condition***

The Company has exposure to many different financial institutions and the Company routinely executes transactions with counterparties in the financial industry. The

Company's debt, derivative and investment transactions, and its ability to borrow under committed and uncommitted credit facilities, could be adversely affected by the actions and commercial soundness of other financial institutions. The Company cannot guarantee that its ability to borrow under committed and uncommitted credit facilities will continue to be available on reasonable terms or at all. Deterioration of social, political, employment or economic conditions in a specific country or region may also adversely affect the ability of financial institutions, including the Company's derivative counterparties and lenders, to perform their contractual obligations. Financial institutions are interrelated as a result of trading, clearing, lending or other relationships and, as a result, financial and political difficulties in one country or region may adversely affect financial institutions in other jurisdictions, including those with which the Company has relationships. The failure of any of the financial institutions and other counterparties to which the Company has exposure, directly or indirectly, to perform their contractual obligations, and any losses resulting from that failure, may adversely affect the Company's liquidity, results of operations and financial condition.

## **REGULATORY, LEGAL AND OTHER RISKS**

### ***Changes in accounting standards could adversely affect the Company's results of operations and financial condition***

The audited financial statements of the Company for the financial year ended 31 March 2023 have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as adopted by the European Union and with Part 9 of Book 2 of the Dutch Civil Code.

The International Accounting Standards Board ("IASB") is continuing to develop new accounting standards where it perceives they are required and to rewrite existing standards where it perceives they can be improved. Any future change in IFRS adopted by the IASB may have a beneficial or detrimental impact on the reported earnings of the Company.

Accounting Standards are periodically revised and/or expanded. The application of accounting principles is also subject to varying interpretations over time. Accordingly, the Company is required to adopt new or revised accounting standards or comply with revised interpretations that are issued from time to time by various parties, including accounting standard setters and those who interpret the standards, such as the IASB. Those changes could adversely affect the Company's results of operations and financial condition.

### ***A failure or interruption of the information systems of the Company could adversely affect its business, results of operations and financial condition***

The Company relies on its own information systems and third-party information systems to manage its operations which creates meaningful operational risk for the Company. Any failure or interruption of the Company's information systems or the third-party information systems on which it relies as a result of inadequate or failed processes or systems, human error, employee misconduct, catastrophic events, security breaches, acts of vandalism, computer viruses, malware, ransomware, misplaced or lost data, or other events could disrupt the Company's normal operating procedures, damage

its reputation and have an adverse effect on its business, results of operations and financial condition. These operational risks may be increased as a result of remote or hybrid work arrangements.

In addition, any upgrade or replacement of the Company's existing transaction systems and treasury systems could have a significant impact on its ability to conduct its core business operations and increase the risk of loss resulting from disruptions of normal operating processes and procedures that may occur during and after the implementation of new systems. For example, the development and implementation of new systems and any future upgrades related thereto may require significant expenditure and divert management attention and other resources from the Company's core business operations. There are no assurances that such new systems will provide the Company with any of the anticipated benefits and efficiencies. There can also be no assurance that the time and resources management will need to devote to implementation and upgrades, potential delays in the implementation or upgrade or any resulting service interruptions, or any impact on the reliability of the Company's data from any upgrade of its legacy system, will not have a material adverse effect on its business, results of operations and financial condition.

***A security breach or a cyber-attack could adversely affect the Company's business, results of operations and financial condition***

The Company collects and stores certain personal and financial information from customers, employees and other third parties. Security breaches or cyber-attacks involving the Company's systems or facilities, or the systems or facilities of third-party providers, could expose the Company to a risk of loss of personal information of customers, employees and third parties or other confidential, proprietary or competitively sensitive information, business interruptions, regulatory scrutiny, actions and penalties, litigation, reputational harm, a loss of confidence and other financial and non-financial costs, all of which could potentially have an adverse impact on the Company's future business with current and potential customers, results of operations and financial condition.

The Company relies on encryption and other information security technologies licensed from third parties to provide security controls necessary to help in securing online transmission of confidential information pertaining to customers, employees and other aspects of the Company's business. Advances in information system capabilities, new discoveries in the field of cryptography or other events or developments may result in a compromise or breach of the technology that the Company uses to protect sensitive data. A party who is able to circumvent these security measures by methods such as hacking, fraud, trickery or other forms of deception could misappropriate proprietary information or cause interruption to the operations of the Company. The Company may be required to expend capital and other resources to protect against such security breaches or cyber-attacks or to remedy problems caused by such breaches or attacks. The Company's security measures are designed to protect against security breaches and cyber-attacks, but the Company's failure to prevent such security breaches and cyber-attacks could subject it to liability, decrease its profitability and damage its reputation. Even if a failure of, or interruption in, the Company's systems or facilities is resolved in a timely manner or an attempted cyber incident or other security breach is

successfully avoided or thwarted, it may require the Company to expend substantial resources or to take actions that could adversely affect customer satisfaction or behaviour and expose the Company to reputational harm.

The Company could also be subjected to cyber-attacks that could result in slow performance and loss or temporary unavailability of its information systems. Information security risks have increased because of new technologies, the use of the internet and telecommunications technologies (including mobile devices) to conduct financial and other business transactions, and the increased sophistication and activities of state-sponsored actors, organised crime, perpetrators of fraud, terrorists, and others. In addition, the Company may face increased cyber-security risks and increased vulnerability to security breaches and other information technology disruptions as a result of increased remote or hybrid work arrangements among its workforce. The Company may not be able to anticipate or implement effective preventative measures against all security breaches of these types, especially because the techniques used change frequently and because attacks can originate from a wide variety of sources. The occurrence of any of these events could have a material adverse effect on the Company's business, results of operations and financial condition.

***The Company's enterprise data practices, including the collection, use, sharing, disposal and security of personal and financial information of its customers, employees and third-party individuals, are subject to increasingly complex, restrictive, and punitive laws and regulations which could adversely affect the Company's business, results of operations and financial condition***

Under these laws and regulations, the failure to maintain compliant data practices could result in consumer complaints, lawsuits and regulatory inquiry, resulting in civil or criminal penalties, as well as brand impact or other harm to the Company's business. In addition, increased consumer sensitivity to real or perceived failures in maintaining acceptable data practices could damage the Company's reputation and deter current and potential customers from using its products and services. For example, well-publicised allegations involving the misuse or inappropriate sharing of personal information have led to expanded governmental scrutiny of practices relating to the safeguarding of personal information and the use or sharing of personal data by companies in the Netherlands and other countries. That scrutiny has in some cases resulted in, and could in the future lead to, the adoption of stricter laws and regulations relating to the use and sharing of personal information which, if applicable to the Company, could impact its business. These types of laws and regulations could prohibit or significantly restrict financial services providers such as the Company from sharing information among affiliates or with third parties such as vendors, and thereby increase compliance costs, or could restrict the Company's use of personal data when developing or offering products or services to its customers. These restrictions could inhibit the Company's development or marketing of certain products or services or increase the costs of offering them to customers. Because many of these laws and regulations are new, there is little clarity as to their interpretation, as well as a lack of precedent for the scope of enforcement. The cost of compliance with these laws and regulations will be high and is likely to increase in the future. Any failure or perceived failure of the Company to comply with applicable privacy or data protection laws and regulations could, for the

Company, result in requirements to modify or cease certain of its operations or practices, significant liabilities or fines, penalties or other sanctions.

***The regulatory environment in which the Company operates could have a material adverse effect on its business and results of operations***

Regulatory risk is the risk to the Company arising from the failure or alleged failure to comply with applicable regulatory requirements and the risk of liability and other costs imposed under various laws and regulations, including changes in applicable law, regulation and regulatory guidance.

***Changes to Laws, Regulations or Government Policies***

Changes to the laws, regulations or to the policies of governments (state or local) of the Netherlands or of any other national governments (federal, state or local) of any other jurisdiction in which the Company conducts its business or of any other national governments (federal, state or local) or international organisations (and the actions flowing from such changes to policies) may have a negative impact on the Company's business or require significant expenditure by the Company, or significant changes to the Company's processes and procedures, to ensure compliance with those laws, regulations or policies so that it can effectively carry on its business.

Compliance with applicable laws and regulations is costly and such costs can adversely affect the Company's results of operations. Compliance requires forms, processes, procedures, controls and the infrastructure to support these requirements. Compliance may create operational constraints and place limits on pricing, as the laws and regulations in the financial services industry are designed primarily for the protection of consumers. Changes in laws and regulations could restrict the Company's ability to operate its business as currently operated, could impose substantial additional costs or require the Company to implement new processes, which could adversely affect its business, prospects, financial performance or financial condition. The failure to comply with applicable laws and regulations could result in significant statutory civil and criminal fines, penalties, monetary damages, attorney or legal fees and costs, restrictions on the Company's ability to operate its business, possible revocation of licenses and damage to the Company's reputation, brand and valued customer relationships. Any such costs, restrictions, revocations or damage could adversely affect the Company's business, prospects, results of operations or financial condition.

***A negative outcome in legal proceedings may adversely affect the Company's results of operations and financial condition***

The Company may be subject to various legal actions, governmental proceedings and other claims arising in the ordinary course of business. A negative outcome in one or more of these legal proceedings may adversely affect the Company's results of operations and financial condition.

***Environmental Related Regulation***

Concern over climate change or other environmental matters may result in new or increased legal and regulatory requirements and new financial incentives regarding

electrified vehicles intended to mitigate factors contributing to, or intended to address the potential impacts of, climate change or other environmental concerns. Such regulations (including laws related to greenhouse gas emitting products or services) and government incentives may require Toyota companies to alter their proposed business plans, lead to increased compliance costs and changes to their operations and could have an adverse effect on their and in turn the Company's business, results of operations and financial condition.

### ***Industry and Business Risks - Toyota***

#### *The worldwide automotive market is highly competitive*

The worldwide automotive market is highly competitive. Toyota faces intense competition from automotive manufacturers in the markets in which it operates. In recent years, competition in the automotive industry has further intensified amidst difficult overall market conditions. In addition, competition is likely to further intensify as technological advances in areas such as Connected, Autonomous / Automated, Shared, and Electric technologies progress in the worldwide automotive industry, possibly resulting in industry reorganisations. Factors affecting competition include product quality and features, safety, reliability, fuel economy, the amount of time required for innovation and development, pricing, customer service, financing terms and tax credits or other government policies in various countries. Increased competition may lead to lower vehicle unit sales, which may result in further downward price pressure and adversely affect Toyota's financial condition and results of operations. Toyota's ability to adequately respond to the recent rapid changes in the automotive market, particularly shifts in consumer preferences to electrified vehicles, and to maintain its competitiveness will be fundamental to its future success in existing and new markets and to maintain its market share. There can be no assurances that Toyota will be able to compete successfully in the future.

#### *The worldwide automotive industry is highly volatile*

Each of the markets in which Toyota competes has been subject to considerable volatility in demand. Demand for vehicles depends to a large extent on economic, social and political conditions in a given market and the introduction of new vehicles and technologies. As Toyota's revenues are derived from sales in markets worldwide, economic conditions in such markets are particularly important to Toyota.

Reviewing the world economy for the financial year ended 31 March 2023, energy prices soared due to geopolitical tensions, and the rise in consumer prices accelerated in both advanced and emerging countries. From August onwards, demand declined because of concerns regarding a slowdown in the global economy due to the acceleration of monetary tightening by central banks around the world. Although the automotive market continued to be subjected to global production constraints due to the tightening of global supply of, and increasing demand for, semiconductors as well as components shortages, the production cuts eased towards the second half of the financial year ended 31 March 2023.

Changes in demand for automobiles are continuing, and it is unclear how this situation will transition in the future. Toyota's financial condition and results of operations may



be adversely affected if the changes in demand for automobiles continue or progress further beyond Toyota's expectations. Demand may also be affected by factors directly impacting vehicle price or the cost of purchasing and operating vehicles such as sales and financing incentives, prices of raw materials and parts and components, cost of fuel and governmental regulations (including tariffs, import regulation and other taxes). Volatility in demand may lead to lower vehicle unit sales, which may result in downward price pressure and adversely affect Toyota's financial condition and results of operations.

*Toyota's future success depends on its ability to offer new, innovative and competitively priced products that meet customer demand on a timely basis*

Meeting customer demand by introducing attractive new vehicles and reducing the amount of time required for product development are critical to automotive manufacturers. In particular, it is critical to meet customer demand with respect to quality, safety, reliability and sustainability. The timely introduction of new vehicle models, at competitive prices, meeting rapidly changing customer preferences and demand is more fundamental to Toyota's success than ever, as the automotive market is rapidly transforming in light of the changing global economy and technological advances.

There is no assurance, however, that Toyota will adequately and appropriately respond to changing customer preferences and demand with respect to quality, safety, reliability, styling, sustainability and other features in a timely manner. Even if Toyota succeeds in perceiving customer preferences and demand, there is no assurance that Toyota will be capable of developing and manufacturing new, price competitive products in a timely manner with its available technology, intellectual property, sources of raw materials and parts and components, and production capacity, including cost reduction capacity. Further, there is no assurance that Toyota will be able to offer new products or implement capital expenditures at the level and times planned by management, including as described in targets or goals that Toyota has disclosed publicly. Toyota's inability to develop and offer products that meet customers' preferences and demand with respect to quality, safety, reliability, styling, sustainability and other features in a timely manner could result in a lower market share and reduced sales volumes and margins, and may adversely affect Toyota's financial condition and results of operations.

*Toyota's ability to market and distribute effectively is an integral part of Toyota's successful sales*

Toyota's success in the sale of vehicles depends on its ability to market and distribute effectively based on distribution networks and sales techniques tailored to the needs of its customers. There is no assurance that Toyota will be able to develop sales techniques and distribution networks that effectively adapt to changing customer preferences or changes in the geopolitical and regulatory environment in the major markets in which it operates. Toyota's inability to maintain well-developed sales techniques and distribution networks may result in decreased sales and market share and may adversely affect its financial condition and results of operations.

*Toyota's success is significantly impacted by its ability to maintain and develop its brand image and reputation*

In the highly competitive automotive industry, it is critical to maintain and develop a brand image and reputation. In order to do so, it is necessary to further increase stakeholders' confidence by ensuring that Toyota and its suppliers comply with laws and regulations, provide safe, high-quality products that meet customer preferences and demand, as well as timely and appropriately disseminate information to stakeholders. It is also becoming increasingly important for companies to contribute to sustainability.

However, Toyota may not be able to ensure that it or its suppliers do so in all cases. Concerns regarding product safety or Toyota's product safety validation processes, whether raised internally, by regulators, or consumer advocates, can lead to product delays, recalls, lost sales, regulatory investigations, legal claims that cause reputational damage. For example, on 4 March 2022, Hino Motors, Ltd. ("**Hino**"), a consolidated subsidiary of Toyota, confirmed and announced misconduct in relation to its applications for certification concerning the emissions and the fuel economy performance of certain of its engines for the Japanese market. Additionally, Daihatsu Motor Co., Ltd. ("**Daihatsu**"), a consolidated subsidiary of Toyota, confirmed and announced misconduct in relation to its applications for certification concerning safety tests of certain of its vehicles for the overseas market on 28 April 2023 for vehicles developed by Daihatsu. In addition, actual or perceived failures on the part of Toyota or its suppliers to contribute to sustainability or to meet certain sustainability-related goals or objectives, including those relating to climate change or the protection of human rights in Toyota's supply chain, may also harm Toyota's reputation. Any insufficient measures taken by Toyota or its suppliers to maintain and develop Toyota's brand image and reputation may have an adverse effect on Toyota's financial condition and results of operations.

*Toyota relies on suppliers for the provision of certain supplies including parts, components and raw materials*

Toyota purchases supplies including parts, components and raw materials from a number of external suppliers located around the world. For some supplies, Toyota relies on a single supplier or a limited number of suppliers, whose replacement with another supplier may be difficult. Inability to obtain supplies from a single or limited source supplier may result in difficulty obtaining supplies and may restrict Toyota's ability to produce vehicles. Furthermore, even if Toyota were to rely on a large number of suppliers, first-tier suppliers with whom Toyota directly transacts may in turn rely on a single second-tier supplier or limited second-tier suppliers.

Irrespective of the number of suppliers, Toyota's ability to continue to obtain supplies from its suppliers in a timely and cost-effective manner is subject to a number of factors, some of which are not within Toyota's control. These factors include the ability of Toyota's suppliers to provide a continued source of supply, and Toyota's ability to effectively compete and obtain competitive prices from suppliers. Circumstances that may adversely affect such abilities include geopolitical tensions as well as related governmental actions such as economic sanctions.

A loss of any single or limited source supplier, or inability to obtain supplies from suppliers in a timely and cost-effective manner, could lead to increased costs or delays or suspensions in Toyota's production and deliveries, which could have an adverse effect on Toyota's financial condition and results of operations.

*The worldwide financial services industry is highly competitive*

The worldwide financial services industry is highly competitive. Increased competition in automobile financing may lead to decreased margins. A decline in Toyota's vehicle unit sales, an increase in residual value risk due to lower used vehicle prices, an increase in the ratio of credit losses and increased funding costs are additional factors which may impact Toyota's financial services operations. If Toyota is unable to adequately respond to the changes and competition in automobile financing, Toyota's financial services operations may adversely affect its financial condition and results of operations.

*Toyota's operations and vehicles rely on various digital and information technologies, as well as information security, which are subject to frequent attack*

Toyota depends on various information technology networks and systems, some of which are managed by third parties, to process, transmit and store electronic information, including sensitive data, and to manage or support a variety of business processes and activities, including manufacturing, research and development, supply chain management, sales and accounting. In addition, Toyota's vehicles may rely on various digital and information technologies, including information service and driving assistance functions. Despite security measures, Toyota's digital and information technology networks and systems may be vulnerable to damage, disruptions, shutdowns due to unauthorised access or attacks by hackers, computer viruses, breaches due to unauthorised use, errors or malfeasance by employees and others who have or gain access to the networks and systems Toyota depends on or otherwise uses, service failures or bankruptcy of third parties such as software development or cloud computing vendors, power shortages and outages, and utility failures or other catastrophic events like natural disasters. In particular, cyber-attacks or other intentional malfeasance are increasing in terms of intensity, sophistication and frequency, and Toyota has been and expects to continue to be the subject of such attacks. Such attacks have, in some cases, and could again disrupt critical operations, disclose sensitive data, interfere with information services and driving assistance functions in Toyota's vehicles, and/or give rise to legal claims or proceedings, liability or regulatory penalties under applicable laws, which could have an adverse effect on Toyota's brand image and its financial condition and results of operations. Moreover, similar attacks on Toyota's suppliers and business partners have had, and may in the future have, a similar negative impact on Toyota's financial condition and results of operations.

*Toyota is exposed to risks associated with climate change, including the physical risks of climate change and risks from the transition to a lower-carbon economy*

Risks associated with climate change are subject to increasing societal, regulatory and political focus in Japan and globally. These risks include the physical risks of climate change and risks from the transition to a lower-carbon economy.

The physical risks of climate change include both acute, event-driven risks such as those relating to hurricanes, floods and tornadoes, as well as longer-term weather patterns and related effects, such as sustained higher temperatures, sea level rise, drought and increased wildfires. Despite Toyota's contingency planning, large-scale disasters due to extreme weather conditions have in the past harmed, and may in the future again harm, Toyota's employees or its facilities and other assets, as well as those of Toyota's suppliers and other business partners, thereby adversely affecting Toyota's production, sales or other operational capacities. Large-scale disasters may also adversely affect the financial condition of Toyota's customers, and thereby demand for its products and services.

Transition risks are those attributable to regulatory, technological and market changes to address the mitigation of, or adaptation to, climate-related risks. For example, Toyota is subject to the risk of changes in customer demand for vehicles due to such factors as changes in laws, regulations and government policies relating to climate change, technological innovation to address climate change, and new entrants into the automobile industry that seek to capitalise on changing market dynamics. Changes in customer demand may pose ancillary risks and challenges, such as Toyota's having to establish new, or enhance existing, supply networks in order to source the raw materials, parts and components necessary for it to manufacture the products then in demand at desired volumes and at competitive costs. Toyota may incur significant costs and expenses as a result of the materialisation of such risks, or in its efforts to mitigate or adapt to such risks. Toyota's inability to develop and offer products that meet customers' preferences and demand in a timely manner could result in a lower market share and reduced sales revenues and margins and may adversely affect Toyota's financial condition and results of operations.

Furthermore, Toyota has published disclosures on climate-change related matters relating to its business and its partners. Such disclosures include forward-looking statements based on Toyota's expectations and assumptions, involving substantial discretion and forecasts about costs and future circumstances, which may prove to be incorrect. In addition, Toyota's initiatives relating to climate change may not have the intended results, and estimates concerning the timing and cost of implementing, and ability to meet, stated goals are subject to risks and uncertainties. As a result, Toyota may not be able to meet its goals on expected timing or at all, or within expected costs.

In particular, progress towards achieving Toyota's climate-related targets requires significant investment of resources and management time, as well as implementation of new compliance and risk management systems, internal controls and other internal procedures. Toyota's ability to achieve its climate-related goals, which are to be pursued over the long-term and are inherently aspirational, is subject to numerous risks and uncertainties, many of which are outside of Toyota's control, such as changes in environmental and energy regulation and policy, the pace of technological change and innovation, and the actions of Toyota's customers and competitors. Any failure, or perceived failure, by Toyota to achieve its climate-change related goals could adversely impact its reputation, financial condition and results of operations.

*Toyota's operations are dependent on securing, retaining and developing talented, diverse employees*

Given in particular the rapid changes in its business environment and its efforts to transform into a mobility company, Toyota's success depends on its ability to continue to recruit, retain and develop talented and diverse employees. However, competition for such employees is intense and if Toyota cannot recruit and retain diverse employees with a high level of expertise and extensive experience as planned, or it is unable to provide its employees with the opportunities, training and resources they need to develop themselves further, it may reduce Toyota's competitiveness, and its financial condition, results of operations and cashflow could be adversely affected.

### ***Financial Market and Economic Risks – Toyota***

*Toyota's operations are subject to currency and interest rate fluctuations*

Toyota is sensitive to fluctuations in foreign currency exchange rates and is principally exposed to fluctuations in the value of the Japanese yen, the U.S. dollar and the euro and, to a lesser extent, the Australian dollar, the Canadian dollar and the British pound. Toyota's consolidated financial statements, which are presented in Japanese yen, are affected by foreign currency exchange fluctuations through translation risk, and changes in foreign currency exchange rates may also affect the price of products sold and materials purchased by Toyota in foreign currencies through transaction risk. In particular, strengthening of the Japanese yen against the U.S. dollar can have an adverse effect on Toyota's operating results.

Toyota believes that its use of certain derivative financial instruments including foreign exchange forward contracts and interest rate swaps and increased localised production of its products have reduced, but not eliminated, the effects of interest rate and foreign currency exchange rate fluctuations. Nonetheless, a negative impact resulting from fluctuations in foreign currency exchange rates and changes in interest rates may adversely affect Toyota's financial condition and results of operations.

*High prices of raw materials and strong pressure on Toyota's suppliers has and could continue to negatively impact Toyota's profitability*

Increases in prices for raw materials that Toyota and Toyota's suppliers use in manufacturing their products or parts and components such as steel, precious metals, non-ferrous alloys including aluminium, and plastic parts, may lead to higher production costs for parts and components. This could, in turn, negatively impact Toyota's profitability because Toyota may not be able to pass all those costs on to its customers or require its suppliers to absorb such costs. For example, Toyota believes that the surge in materials costs has had a significant negative impact on its business performance in the financial year ended 31 March 2023, and expects the impact to continue in the financial year ending 31 March 2024.

*A downturn in the financial markets could adversely affect Toyota's ability to raise capital*

Should the world economy suddenly deteriorate, a number of financial institutions and investors will face difficulties in providing capital to the financial markets at levels corresponding to their own financial capacity, and, as a result, there is a risk that companies may not be able to raise capital under terms that they would expect to receive with their creditworthiness. If Toyota is unable to raise the necessary capital under appropriate conditions on a timely basis, Toyota's financial condition and results of operations may be adversely affected.

***Regulatory, Legal, Political and Other Risks – Toyota***

*The automotive industry is subject to various governmental regulations and actions*

The worldwide automotive industry is subject to various laws and governmental regulations including those related to vehicle safety and environmental matters such as emission levels, fuel economy, noise and pollution. In particular, automotive manufacturers such as Toyota are required to implement safety measures such as recalls for vehicles that do not or may not comply with the safety standards of laws and governmental regulations. In addition, Toyota may, in order to reassure its customers of the safety of Toyota's vehicles, decide to voluntarily implement sales suspensions, recalls or other safety measures even if the vehicle complies with the safety standards of relevant laws and governmental regulations. If Toyota launches products that result in safety measures such as recalls (including where parts related to recalls or other measures were procured by Toyota from a third party), Toyota may incur various costs including significant costs for free repairs. Similarly, many governments also impose tariffs and other trade barriers, taxes and levies, or enact price or exchange controls.

Furthermore, the failure to comply with such regulations could result in legal proceedings, recalls, negotiated remedial actions, fines, revocations of government approvals and the imposition of other government sanctions, restricted product offerings, compensatory payments or adverse consequences, such as those that have ensued in connection with the misconduct that Hino engaged in relating to emissions and fuel efficiency testing.

Toyota has incurred significant costs in response to governmental regulations and actions, including costs relating to changes in global trade dynamics and policies, and expects to incur such costs in the future. Furthermore, new legislation or regulations or changes in existing legislation or regulations may also subject Toyota to additional costs in the future. If Toyota incurs significant costs related to implementing safety measures or responding to laws, regulations and governmental actions, Toyota's financial condition and results of operations may be adversely affected.

*Toyota may become subject to various legal proceedings*

Toyota may become subject to legal proceedings in respect of various issues, including issues relating to product liability and infringement of intellectual property. Toyota may also be subject to legal proceedings brought by its shareholders and governmental proceedings and investigations. Toyota is in fact currently subject to a number of

pending legal proceedings and government investigations. A negative outcome in one or more of these pending legal proceedings could adversely affect Toyota's reputation, brand image, financial condition and results of operations.

*Toyota may be adversely affected by natural calamities, epidemics, political and economic instability, fuel shortages or interruptions in social infrastructure, wars, terrorism and labour strikes*

Toyota is subject to various risks associated with conducting business worldwide. These risks include natural calamities, epidemics, political and economic instability, fuel shortages, interruption in social infrastructure including energy supply, transportation systems, gas, water or communication systems resulting from natural hazards or technological hazards, wars, terrorism, labour strikes and work stoppages. Disruptions, delays and other adverse changes in the operations of Toyota's business have ensued from such risks materialising in the past. Should the major markets in which Toyota purchases materials, parts and components and supplies for the manufacture of Toyota products or in which Toyota's products are produced, distributed or sold be affected by any of these events, it may result in future disruptions, delays and other adverse changes in the operations of Toyota's business. Should significant or prolonged disruptions or delays related to Toyota's business operations occur, it may adversely affect Toyota's financial condition and results of operations.

**2. Annual Report & Financial Statements for the financial year ended 31 March 2023 and Auditor's Report**

**The Annual Report & Financial Statements were adopted by the Annual General Meeting held on 22 August 2023**

**TOYOTA MOTOR FINANCE  
(NETHERLANDS) B.V.  
REGISTERED NUMBER: 33194984**

**Annual Report & Financial Statements  
for the year ended 31 March 2023**



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**BOARD OF MANAGEMENT**

George Juganar  
 Akihiko Sekiguchi  
 Toshiaki Kawai  
 Manabu Ueno

## Report of the Board of Management for the year ended 31 March 2023

The Board of Management herewith submits its report and the Financial Statements of Toyota Motor Finance (Netherlands) B.V. ("the Company") for the year ended 31 March 2023. The Company operates under a single tier board structure.

### Overview of activities

The principal activity of the Company is to act as a group finance company and to provide finance services to Toyota group companies. The Company raises funds by issuing bonds and notes in the international capital markets and from other sources and on-lends to other Toyota companies. The Company also provides committed facilities to other Toyota companies and issues guarantees for debt issuances of other Toyota companies.

The nature of the activities of the Company has remained unchanged during the year ended 31 March 2023 from the prior year.

A loss of € 76.7 million was incurred in the year compared to a loss of € 98.9 million for the year ended 31 March 2022.

Gross margin for the year increased to € 51.2 million from € 40.1 million for the year ended 31 March 2022. The loss before tax for the year of € 98.5 million compares to a loss before tax of € 128.8 million for the year ended 31 March 2022. The increase in interest income from € 121.7 million to € 356.8 million was due to increased lending volumes to related parties combined with general interest rates increases in the various geographical areas where the Company had on-lent to. The increase in interest expenses from € 66.6 million to € 292.6 million is due to higher borrowing values and increased interest rates throughout the year. The improved result before tax is primarily caused by lower unrealised losses due to fair value adjustments on interest rate swaps, cross currency swaps and FX swaps. The losses due to fair value adjustments on the financial instruments are predominantly caused by interest rate movements on contracts hedging the Company's lending and funding volumes. Furthermore, the reversal of gains in previous periods due to contracts coming to maturity added to the losses. More details of the reasons for the volatility of the Company's results are given in note 11 of the Notes to the Financial Statements. To reduce the impact of the volatility of the fair value adjustments of derivatives due to the accounting mismatch between derivatives and underlying borrowing and lending on the result and ultimately the equity of the Company, the Company decided to start hedge accounting as per 1 December 2022.

At the reporting date, a total equivalent amount of € 19,517 million had been lent to related companies, compared to € 17,352 million at 31 March 2022.

During the year the Company has increased funding from the financial markets by increasing Commercial paper and bank loans partly off-set by a small decrease of MTN funding. At 31 March 2023, there were net current liabilities of € 1,031 million compared to net current liabilities of € 165 million for the year ended 31 March 2022. The increase of current liabilities over current assets is primarily due to growth in current borrowing during the year ended 31 March 2023 compared to the prior year. This was driven by (i) increased short term Commercial paper borrowings as well as (ii) long term EMTN borrowings becoming due within one year, whilst the current loans to related parties remained more or less stable versus prior year.

To strengthen the equity position of the Company Toyota Financial Services, as shareholder of the Company, deposited € 41 million as share premium with the Company in November 2022.

As per the start of the geopolitical crisis between Russia and Ukraine the Company is closely monitoring the regulations applicable to the Company's loans to affiliates in Russia to ensure compliance to the various sanction legislations, and their updates, imposed by the European Union and the Governments of the United Kingdom and the United States of America. In parallel, starting 5 March 2022 with Decree #95, payments due from affiliates in Russia were in certain occasions subject to Russian regulatory constraints where cash transfers outside Russia above RUB 10 million were prohibited. This has resulted in interest payments and loan repayments from Russian affiliates now past due for more than 90 days. The Company has reassessed its scenarios related to future economic and political conditions to identify the expected credit loss on its portfolio of loans to the affiliates in Russia including accrued interest. The Company determined to align the recovery probabilities for the years in scope with current developments having an effect on the discounted cash flow analysis when using the original effective interest on loans the Company had agreed with its affiliates in Russia. The Company recorded € 35.3 million as an amount for expected credit loss for Russian loans and accrued interest on 31 March 2023. See also note 14 Loans to related companies. The total gross amount outstanding to Russian affiliates as at 31 March 2023 was € 73.1 million or 0.37% of the total outstanding loan amount of € 19,517 million of the Company

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

### **Risk management**

The Board of Management utilises risk management policies and receives regular reports from the business to enable prompt identification of risks so that appropriate actions may be taken.

Financial risk: the Company employs written policies and procedures that set out specific guidelines to manage foreign exchange risk, interest rate risk, credit risk, liquidity risk and the use of financial instruments to manage these. Please refer to note 31 of the Financial Statements where the Company has explained the risks and uncertainties to which the Company is exposed and its use of financial instruments. The Company has not changed its economic hedging strategy and remains fully hedged on micro basis (1 to 1) to floating benchmark rates in its core funding currencies (EUR, USD, GBP and JPY). However the accounting mismatch between borrowings and related party loans (hedged items) and the derivatives (hedging instruments) causes significant volatility in the result on financial instruments and net assets of the Company. The company has adopted fair value hedge accounting effective 1 December 2022 to reduce this volatility.

Operational risk: the Company has an adequate administrative organisation and system of internal controls in place. There are control mechanisms in place to test the adequacy of the internal controls and security, and risk evaluations of operational activities are performed on a continuous basis. The Company has an extensive system of internal controls in place to prevent fraud.

Legal and Compliance risk: the regulatory environment in which the Company operates is continuously changing with existing legislation being regularly updated or new laws being implemented. Greater emphasis is being placed by regulators on integrity risks, particularly in respect of customer due diligence and transparency. The Company is continuously reviewing the changes in the legal and compliance environment, including current sanctions, and implements where applicable changes in its policies and processes.

Financial reporting and disclosure risk: governance surrounding financial reporting and disclosure risk promotes the importance of accurate, timely and complete financial reporting. The accounting department is responsible for financial reporting. Policies, procedures and controls are in place to prevent and detect errors in the financial information and to reduce subjective judgements in measurement and reporting.

### **Capital Management**

The Board of Management assessed that the Company has complied with internal capital requirements by maintaining adequate capital during the year.

### **Composition of the Board**

The size and composition of the Board of Management and the combined experience and expertise should reflect the best fit for the profile and strategy of the Company. Currently the Board consists of four male board members. The Company is paying close attention to gender diversity in the process of recruiting and appointing new managing directors.

**Future Outlook**

It is expected that the nature of the activities of the Company will remain unchanged during the year to 31 March 2024. Future gross margin is expected to be positive and will depend largely on the gross margin earned on loans to Toyota group companies, The Company does not expect changes in its capacity to extract funds from the capital markets. In current and prior years there has been volatility in the “Net gain on financial instruments (loss)/gain” in the Statement of comprehensive income, due to accounting measurement mismatch between derivatives and the underlying financial contracts instruments. With the implementation of fair value hedge accounting in the year, the company expects this “Net gain on financial instruments (loss)/gain” volatility will diminish in future years. The number of personnel is expected to increase to 21 due to formerly outsourced services being brought into the Company.

Report of the Board of Management  
for the year ended 31 March 2023

**8 August 2023**

**Board of Management**

George Juganar

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Akihiko Sekiguchi

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Toshiaki Kawai

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Manabu Ueno

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**Statement of comprehensive income for the year ended 31 March 2023**

	Note	2023 €'000	2022 €'000
Interest income calculated using effective interest method	5	356,831	121,718
Dividend income	6	268	163
Commitment facility fees	7	2,815	602
Guarantee fee income	7	4,216	4,501
<b>Revenue</b>	<b>4</b>	<b>364,130</b>	<b>126,984</b>
Interest expense calculated using effective interest method	8	(292,621)	(66,557)
Fee expenses	9	(20,261)	(20,281)
<b>Cost of funding</b>		<b>(312,882)</b>	<b>(86,838)</b>
<b>Gross margin</b>		<b>51,248</b>	<b>40,146</b>
Administration expenses	10	(7,984)	(8,614)
Net gain on financial instruments (loss)/gain	11	(107,352)	(159,212)
Adjustment credit losses on group loans	14	(34,429)	(1,113)
<b>Total operating expenses</b>		<b>(149,765)</b>	<b>(168,939)</b>
<b>Result before tax</b>		<b>(98,517)</b>	<b>(128,793)</b>
Taxation	13	21,863	29,876
<b>Result after tax</b>		<b>(76,654)</b>	<b>(98,917)</b>
Net gain/(loss) on equity instruments designated at fair value through other comprehensive income	28	(87)	21
<b>Total comprehensive income for the year, net of tax</b>		<b>(76,741)</b>	<b>(98,896)</b>
<b>Attributable to:</b>			
<b>Equity holder</b>		<b>(76,741)</b>	<b>(98,896)</b>

The notes on pages 10 to 46 are an integral part of these Financial Statements

## Statement of financial position as at 31 March 2023 after appropriation of the result

	Note	2023 €'000	2022 €'000
<b>Assets</b>			
<b>Current assets</b>			
Loans to related companies	14	6,915,411	6,948,689
Other receivables	20	198,086	108,859
Financial guarantee assets	24	7,775	9,154
Derivative financial instruments	16	185,251	156,346
Cash and cash equivalents	22	1,178,636	952,524
<b>Total current assets</b>		<b>8,485,159</b>	<b>8,175,572</b>
<b>Non-current assets</b>			
Loans to related companies	14	12,601,864	10,403,770
Derivative financial instruments	16	580,472	288,735
Equity investment – related company	15	1,181	1,270
Property, plant and equipment	17	21	15
Intangible assets	18	114	166
Deferred tax assets	19	60,661	27,827
<b>Total non-current assets</b>		<b>13,244,313</b>	<b>10,721,783</b>
<b>Liabilities</b>			
<b>Current liabilities</b>			
Borrowings	23	9,139,508	8,027,056
Derivative financial instruments	16	70,497	148,651
Financial guarantee liability	24	7,775	9,154
Current tax liability	21	5,084	9,124
Other liabilities and accrued expenses	25	293,061	146,892
Bank overdraft		-	3
<b>Total current liabilities</b>		<b>9,515,925</b>	<b>8,340,880</b>
<b>Net current liabilities</b>		<b>(1,030,766)</b>	<b>(165,308)</b>
<b>Non-current liabilities</b>			
Borrowings	23	11,545,745	10,163,405
Derivative financial instruments	16	588,306	277,833
Deferred tax liabilities	19	-	-
<b>Total non-current liabilities</b>		<b>12,134,051</b>	<b>10,441,238</b>
<b>Net assets</b>		<b>79,496</b>	<b>115,237</b>
<b>Shareholder's equity</b>			
Equity attributable to owners of the parent			
Share capital	27	908	908
Share premium	27	41,000	-
Retained earnings		37,161	113,815
Other reserves for equity instruments FVOCI	28	427	514
<b>Total shareholder's equity</b>		<b>79,496</b>	<b>115,237</b>

The notes on pages 10 to 46 are an integral part of these Financial Statements

**Statement of changes in equity for the year ended 31 March 2023**

	Note	Share Capital €'000	Share Premium €'000	Retained Earnings €'000	Fair Value Reserves €'000	Total €'000
<b>Balance at 1 April 2021</b>		908	-	212,732	493	214,133
Equity instruments	28	-	-	-	21	21
Result for the year		-	-	(98,917)	-	(98,917)
Total comprehensive income for the year		-	-	(98,917)	21	(98,896)
<b>Balance at 31 March 2022</b>		<b>908</b>	<b>-</b>	<b>113,815</b>	<b>514</b>	<b>115,237</b>
Share premium	27	-	41,000	-	-	41,000
Equity instruments	28	-	-	-	(87)	(87)
Result for the year		-	-	(76,654)	-	(76,654)
Total comprehensive income for the year		-	-	(76,654)	(87)	(76,741)
<b>Balance at 31 March 2023</b>		<b>908</b>	<b>41,000</b>	<b>37,161</b>	<b>427</b>	<b>79,496</b>

The notes on pages 10 to 46 are an integral part of these Financial Statements

<b>Statement of cash flows for the year ended 31 March 2023</b>	<b>Note</b>	<b>2023</b> <b>€'000</b>	<b>2022</b> <b>€'000</b>
Result for the year		(76,654)	(98,917)
<b>Adjustments for:</b>			
Depreciation and amortisation	17/18	60	58
Dividend income	6	(268)	(163)
Taxation	13	(21,863)	(29,876)
Interest income	5	(356,831)	(121,718)
Interest expense	8	292,621	66,557
Fair value (gains)/losses		(104,621)	(27,439)
Unrealised foreign currency translation (gains)/losses		210,606	87,674
Credit losses on loans	14	34,429	1,113
Net (increase)/decrease in loans to affiliates	14	(2,566,411)	(1,725,269)
Net (increase)/decrease in other current assets		(88,102)	(146)
Increase/(decrease) in other current liabilities		145,491	22,464
		<b>(2,531,543)</b>	<b>(1,825,662)</b>
Interest received		(240,383)	117,033
Interest paid		298,469	(57,462)
Taxes paid		(15,010)	(5,125)
<b>Cash flows from operating activities</b>		<b>(2,488,467)</b>	<b>(1,771,216)</b>
Purchase of intangible assets	18	-	(49)
Purchase of property, plant and equipment	17	(14)	(2)
Dividend received	6	268	163
<b>Cash flows from investing activities</b>		<b>254</b>	<b>112</b>
Proceeds from borrowings	23	32,258,895	22,626,583
Repayments of borrowings	23	(29,592,064)	(20,832,117)
Proceeds from share premium	27	41,000	-
<b>Cash flows from financing activities</b>		<b>2,707,831</b>	<b>1,794,466</b>
Net increase/(decrease) in cash and cash equivalents		219,618	23,362
Cash and cash equivalents at beginning of period		952,520	903,636
Exchange gains and (losses) on cash and cash equivalents		6,498	25,526
<b>Cash and cash equivalents at end of period</b>	<b>22</b>	<b>1,178,636</b>	<b>952,524</b>

In the cash and cash equivalent an amount of € 1,169 million is deposited on short term deposits for which an amount of € 90 million has a maturity exceeding three months. See also note 22.

The notes on pages 10 to 46 are an integral part of these Financial Statements



## Notes to the Financial Statements

### 1. General information

Toyota Motor Finance (Netherlands) B.V. ('the Company') is a wholly-owned subsidiary of Toyota Financial Services Corporation. The principal activity of the Company is to act as a group finance company. The Company raises funds by issuing bonds and notes in the international capital markets and from other sources and on-lends to other Toyota companies. The Company also issues guarantees for debt issuance of other Toyota companies.

The Company is incorporated and domiciled in the Netherlands. The address of its registered office is World Trade Center, Tower H, Level 10, Zuidplein 90, 1077 XV, Amsterdam, the Netherlands. The financial statements of the Company can be obtained from <http://www.toyotamotorfinance.com>.

The ultimate management company and controlling party and the largest undertaking into which the Company's results are consolidated is Toyota Motor Corporation (TMC), which is incorporated in Japan.

The smallest undertaking into which the Company's results are consolidated is Toyota Financial Services Corporation (TFSC), which is incorporated in Japan.

The Financial Statements of Toyota Motor Corporation can be obtained from <http://www.toyota-global.com>.

The Financial Statements of the Company have been approved for issue by the Board of Management on 8 August 2023.

### 2. Summary of significant accounting policies

The principal accounting policies applied in the preparation of these Financial Statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

The Company has no subsidiary, joint venture or associated company investments and is therefore not required to prepare consolidated financial statements.

#### Basis of preparation

- The Financial Statements of the Company have been prepared in accordance with International Financial Reporting Standards (IFRS) and interpretations issued by the International Financial Reporting Interpretations Committee (IFRIC) as adopted by the European Union and also in accordance with the statutory provisions of Part 9, Book 2 of the Dutch Civil Code.
- As a result of the accounting policies adopted, the Financial Statements of the Company are also consistent with all IFRS issued by the International Accounting Standards Board (IASB) and interpretations issued by IFRIC.
- The Financial Statements have been prepared under the historical cost convention, except for derivative financial instruments, financial assets and liabilities held for trading or designated as measured at fair value through profit or loss, financial instruments not held in a hold to collect business model, debt instruments that do not meet the Solely Payments of Principal and Interest (SPPI) test, all of which are measured at fair value. In the year the Company has implemented fair value hedge accounting as allowed under IFRS 9 and this has been applied to selected loan assets, bank borrowings, EMTN bonds and the related derivatives.
- The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the Financial Statements are disclosed in note 3.
- The Company's Financial Statements are presented in Euro, which is the Company's functional and reporting currency. Except as indicated financial information presented has been presented in Euro and rounded to the nearest thousand.

#### Going concern

At 31 March 2023 there was an excess of current liabilities over current assets. Having assessed the available liquidity facilities and credit support agreement in place, the Board of Management has a reasonable expectation that the Company has adequate resources to continue to fund its current obligations for the

foreseeable future and therefore the Financial Statements have been prepared on a going concern basis. Further, the Company has Credit Support Agreements in place with its parent TFSC which in turn has Credit Support Agreements in place with the ultimate parent TMC. TFSC has agreed in the Credit Support Agreement with the Company to cause the Company to have a consolidated tangible net worth, as determined in accordance with generally accepted accounting principles of the Netherlands, and as shown on the Company's most recent audited annual balance sheet, of at least EUR100 thousand so long as the Company has guarantee or credit support obligations outstanding. Tangible net worth means the aggregate amount of issued capital, capital surplus and retained earnings less any intangible assets. In addition, the Credit Support Agreements warrant that if the Company at any time determines that it will run short of cash or other liquid assets to meet its payment obligations on any securities then or subsequently to mature and that it shall have no unused commitments available under its credit facilities with lenders other than TFSC, then the Company will promptly notify TFSC of the shortfall and TFSC will make available to the Company, before the due date of such securities, funds sufficient to enable it to pay such payment obligations in full as they fall due.

The Board of Management has concluded that the Company is sufficiently equipped to continue with its normal business operations into the foreseeable future and is well positioned in achieving the strategic targets in accordance with its budget. The Board of Management is aware of risks and dependencies associated with the current operations and expects to realize a positive gross margin like in prior years. The volatility in the result before tax due to interest and exchange rate movements, as seen in previous financial years, will be largely offset by the valuation adjustments to the corresponding loans to related parties, bank borrowings and EMTN borrowings as a result of hedge accounting. All financial instruments are held till maturity and therefore the valuation results for each derivative are of temporarily nature and will ultimately disappear. External developments like the impact of the war in Ukraine have been assessed and are considered manageable.

#### **Changes in accounting policy and disclosures**

The Company has elected to apply IFRS 9 hedge accounting and adopted micro fair value hedge accounting effective 1 December 2022 for loans to related companies, bank loans and EMTN borrowing where derivatives are applied to mitigate interest rate and foreign exchange risks. With the adoption of fair value hedge accounting effect from 1 December 2022 for the key accounting measurement difference (see Derivative financial instruments and hedge accounting section below), the accounting measurement differences will be mitigated for new contracts. Existing legacy contracts will have the pre fair value hedge difference reverse over the remaining life of the contracts which will result in accounting measurement difference over the next few years.

#### **New and amended standards effective for the financial year starting 1 April 2022**

On 14 May 2020, the IASB issued 'Property, Plant and Equipment — Proceeds before Intended Use (Amendments to IAS 16)' regarding proceeds from selling items produced while bringing an asset into the location and condition necessary for it to be capable of operating in the manner intended by management. The amendments are effective for annual reporting periods beginning on or after 1 January 2022.

On 14 May 2020, the IASB issued 'Onerous Contracts — Cost of Fulfilling a Contract (Amendments to IAS 37)' amending the standard regarding costs a company should include as the cost of fulfilling a contract when assessing whether a contract is onerous. The amendments are effective for annual reporting periods beginning on or after 1 January 2022.

On 14 May 2020, the IASB issued amendments to IFRS 3 to update a reference to the Conceptual Framework. IFRS 3, *Business Combinations* specifies how an entity should account for the assets and liabilities it acquires when it obtains control of a business. IFRS 3 requires an entity to refer to the *Conceptual Framework for Financial Reporting (Conceptual Framework)* to determine what constitutes an asset or a liability. The amendment is effective for annual periods beginning on or after 1 January 2022.

On 14 May 2020, the IASB issued AIP IFRS 9 *Financial Instruments – Fees in the '10 per cent' test for derecognition of financial liabilities*. The amendment clarifies which fees an entity includes when it applies the '10 per cent' test in paragraph B3.3.6 of IFRS 9 in assessing whether to derecognise a financial liability. The amendment is effective for annual periods beginning on or after 1 January 2022.

On 18 May 2017, the IASB issued IFRS 17 Insurance Contracts. The Board published some amendments to IFRS 17, including a deferral of the effective date of IFRS 17 by two years so that entities are required to apply IFRS 17 for annual periods beginning on or after 1 January 2023.

On 23 January 2020, the IASB issued *Classification of Liabilities as Current or Non-current*, which amended IAS 1 *Presentation of Financial Statements*. The amendments clarified how an entity classifies debt and other financial liabilities as current or non-current in particular circumstances. The amendments are effective for annual reporting periods beginning on or after 1 January 2023.

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On 12 February 2021, the IASB issued 'Definition of Accounting Estimates (Amendments to IAS 8)' to help entities to distinguish between accounting policies and accounting estimates. The amendments are effective for annual periods beginning on or after 1 January 2023

On 12 February 2021, the IASB issued 'Disclosure of Accounting Policies (Amendments to IAS 1 and IFRS Practice Statement 2)' with amendments that are intended to help preparers in deciding which accounting policies to disclose in their financial statements. The amendments are effective for annual periods beginning on or after 1 January 2023.

On 7 May 2021, the IASB issued *Deferred Tax related to Assets and Liabilities arising from a Single Transaction*. The amendments narrow the scope of the recognition exemption in paragraphs 15 and 24 of IAS 12 (recognition exemption) so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences. The amendments are effective for annual periods beginning on or after 1 January 2023.

Amendments to IFRS 1, *First-time Adoption of International Financial Reporting Standards – Subsidiary as a first-time adopter*, and IAS41, *Agriculture – Taxation in fair value measurements*, both effective for annual periods beginning on or after 1 January 2023, have been reviewed by the Company and are deemed not applicable.

None of the new and amended standards had a material impact on the results of the Company.

### **New standards, amendments and interpretations issued but not effective for the financial year beginning 1 April 2023 and not early adopted**

On 12 February 2021, the IASB issued 'Disclosure of Accounting Policies (Amendments to IAS 1 and IFRS Practice Statement 2)' with amendments that are intended to help preparers in deciding which accounting policies to disclose in their financial statements. The amendments are effective for annual periods beginning on or after 1 January 2023.

On 23 January 2020, the IASB issued 'Classification of Liabilities as Current or Non-current (Amendments to IAS 1)' providing a more general approach to the classification of liabilities under IAS 1 based on the contractual arrangements in place at the reporting date. The amendments were originally effective for annual reporting periods beginning on or after 1 January 2022, however, their effective date has been delayed to 1 January 2023.

On 12 February 2021, the IASB issued 'Definition of Accounting Estimates (Amendments to IAS 8)' to help entities to distinguish between accounting policies and accounting estimates. The amendments are effective for annual periods beginning on or after 1 January 2023.

On 7 May 2021, the IASB issued 'Deferred Tax related to Assets and Liabilities arising from a Single Transaction (Amendments to IAS 12)' that clarify how companies account for deferred tax on transactions such as leases and decommissioning obligations. The amendments are effective for annual periods beginning on or after 1 January 2023.

The new standards, amendments and interpretations issued are not expected to have a material effect on the Company. There are no other IFRS or IFRIC interpretations that would be expected to have a material impact on the Company.

### **Segmental reporting**

The single operating segment is reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Board of Management that makes strategic decisions.

### **Foreign currency**

#### Transactions and balances

The Financial Statements are presented in Euro, which is the Company's functional currency.

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement, in 'Net gain on financial instruments (loss)/gain'.

### **Financial assets and liabilities**

The classification and measurement of financial assets under IFRS 9 is determined by the business model in which the assets are held and whether the contractual cash flows are Solely Payments of Principal and Interest (SPPI). Under IFRS 9, financial assets can be measured at amortised cost, Fair Value through Other Comprehensive Income (FVOCI) or Fair Value Through Profit or Loss (FVTPL).

The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of the investments at initial recognition. Regular-way trades of derivatives contracts are accounted for on a trade date basis, and regular-way trades of all other financial assets are accounted for on a settlement date basis. A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised when the rights to receive cash flows from the assets has expired.

a) Debt instruments at amortised cost and fair value

Debt instruments are classified at amortised cost or when designated for fair value hedge accounting with adjustments for the fair value movement in the hedged risk. Guarantee fees receivable from fellow subsidiaries in respect of debt guaranteed by the Company are included in 'Other receivables' in the Statement of financial position.

b) Financial assets at amortised cost and fair value

Loans to related entities are initially recognised at amortised cost or when designated for fair value hedge accounting at fair value through profit and loss ("FVTPL").

c) Financial assets designated at FVOCI (equity instruments)

Upon initial recognition, the Company irrevocably classifies its equity investments at FVOCI. Gains and losses on these equity instruments are never recycled to profit. Dividends are recognized in profit or loss as Dividend income. Equity instruments at FVOCI are not subject to an impairment assessment.

d) Financial assets/liabilities at FVTPL

Financial assets and liabilities at fair value through profit or loss include derivative portfolio. The Company enters into derivatives to mitigate the risks associated with other underlying financial assets and financial liabilities.

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently adjusted at fair value. Transaction costs are expensed in the Statement of comprehensive income. The method of recognising the result (gain or loss) depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged. Consequently, all changes in the fair value of any financial instruments, net of accrued interest on derivatives, are recognised immediately in the Statement of comprehensive income, within 'Net gains / (losses) on financial instruments'. Accrued interest on derivatives is recorded in the income statement within "Interest expense".

### **Derivative financial instruments and hedge accounting**

#### **Initial recognition and subsequent measurement**

The Company uses derivative financial instruments, such as forward currency contracts, cross currency swaps and interest rate swaps to hedge its foreign currency risks and interest rate risks respectively. Such derivative financial instruments are initially recognised at fair value on the (trade) date on which a derivative contract is entered into and are subsequently remeasured at fair value with changes through profit and loss.

The Company has classified its hedge accounting as fair value hedge accounting, this is a micro hedged approach, as the Company use derivatives to hedge its exposure to changes in the fair value of a recognised underlying financial asset or liability.

A hedging relationship qualifies for hedge accounting if there is 'an economic relationship' between the hedged item and the hedging instrument, the effect of credit risk does not 'dominate the value changes' that result from that economic relationship and there is a one-on-one relationship of the hedging relationship between the hedged item and the hedging instrument. At the inception of a hedge relationship, the Company formally designates and documents the hedge relationship, the risk management objective and risk strategy for undertaking the hedge. The documentation includes identification of the hedging instrument, the hedged item, the nature of the risk being hedged and how the Company will assess whether the hedging relationship meets the hedge effectiveness requirements including the analysis of sources of hedge ineffectiveness. The hedge ineffectiveness can arise from different interest rate curve applied to discount the hedge item and hedging instrument.

### **Fair value hedges**

The change in the fair values of the hedging instruments and hedged items are recognised in the statement of profit or loss as "Net gain on financial instruments (loss)/gain".

For fair value hedges relating to items carried at amortised cost, any adjustment as of designation date to carrying value is amortised through profit or loss over the remaining term of the hedge (called reverse amortisation).

In the event the hedged item would be derecognised, the unamortised fair value would be recognised immediately in profit or loss.

### **Property, plant and equipment**

Items of property, plant and equipment are carried at cost less any accumulated depreciation and any accumulated impairment losses.

Depreciation is charged to profit or loss on a straight-line basis so as to write off the depreciable amount of property, plant and equipment over the estimated useful life of the assets as follows:

- Fixture & Fittings: 5 years
- Furniture: 5 years
- Computer hardware: 5 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each reporting date.

Gains and losses on disposal of items of property, plant and equipment are determined by comparing proceeds with the carrying amount. These are included in 'Administration expenses' in the Statement of comprehensive income.

### **Intangible assets**

Intangible assets that are acquired by the Company are stated at cost less accumulated amortisation and any accumulated impairment losses.

Amortisation is charged to profit or loss on a straight-line basis over the asset's estimated useful life and is included in 'Administration expenses' in the Statement of comprehensive income.

The estimated useful economic lives are as follows:

- Computer software: 5 years

The assets' values and useful lives are reviewed, and adjusted if appropriate, at each reporting date.

Gains and losses on disposal of items of intangible assets are determined by comparing proceeds with the carrying amount. These are included in 'Administration expenses' in the Statement of comprehensive income.

### **Impairment of non-financial assets**

An impairment loss is the amount by which the carrying amount of an asset exceeds its recoverable amount.

At each reporting date the Company assesses whether there is any indication that an asset may be impaired. If any such indication exists, the recoverable amount of the asset is estimated.

Property, plant, equipment as well as intangible assets are subject to an impairment review if there are events or changes in circumstance which indicate that the carrying amount may not be recoverable.

### **Impairment of financial assets**

At each reporting date the Company assesses whether there is any indication that an asset may be specifically impaired. If any such indication exists, the recoverable amount of the financial asset is estimated. To the extent the present value of the recoverable amount is lower than the carrying value, the loss is recognised as an impairment.

### **Cash and cash equivalents**

Cash and cash equivalents are defined as cash and deposits which can be realised within three months. These include overnight money market deposits with banks, current account and deposit account balances with banks and short-term investments.

Cash and cash equivalents are measured at amortised cost.

The cash flow statement has been drawn up in accordance with the indirect method, making a distinction between cash flows from operating, investment and financing activities. Cash flows related to interest payments, receipts and tax payments are classified as cash flows from operating activities.

### **Borrowings**

Borrowings are recognised, net of transaction costs incurred, at amortized value. Where designated as a part of a fair value hedge relationship the borrowing carrying value is amended by the subsequent fair value movements in the documented hedged risk. Recognition and de-recognition is on a settlement basis

Depending on the maturity date of the contract, less than 12 months or more than 12 months, the borrowing is classified as current or non-current respectively.

### **Taxation**

The charge for current tax is based on the results for the period as adjusted for items that are not taxable or disallowed. It is calculated using tax rates that have been enacted or substantively enacted per the reporting date.

Deferred income tax is provided in full, using the balance sheet liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the Financial Statements. However, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting, nor taxable profit or loss.

Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the reporting date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

### **Guarantees**

The Company issues guarantees to debt holders of other TMC subsidiaries. The Company receives guarantee fees from TMC subsidiaries in respect of the guaranteed debt in issuance. The guarantees are issued under the credit support the Company has with TFSC and for which the Company pays a credit support fee. The initial fair value is the present value of the future cash flows at the point of issuance of the guarantee.

### **Revenue recognition**

#### **Interest income**

Interest income is recorded using the Effective Interest Rate (EIR) method for all financial assets measured at amortised cost, interest rate derivatives for which hedge accounting is applied and the related amortisation/recycling effect of hedge accounting. The EIR is the rate that discounts estimated future cash receipts through the expected life of the financial asset or liability or, when appropriate, a shorter period, to the gross carrying amount of the financial asset.

The EIR is calculated by taking into account transaction costs and any discount or premium on the acquisition of the financial asset, as well as fees and costs that are an integral part of the EIR. The Company recognises interest income using a rate of return that represents the best estimate of a constant rate of return over the expected life of the loan. Hence, the EIR calculation also takes into account the effect of potentially different interest rates that may be charged at various stages of the financial asset's expected life, and other characteristics of the product life cycle (including prepayments, penalty interest and charges).

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If expectations of fixed rate financial assets' or liabilities' cash flows are revised for reasons other than credit risk, then changes to future contractual cash flows are discounted at the original EIR with a consequential adjustment to the carrying amount. The difference from the previous carrying amount is booked as a positive or negative adjustment to the carrying amount of the financial asset or liability on the balance sheet with a corresponding increase or decrease in Interest revenue/expense calculated using the effective interest method.

### **Guarantee fee income**

Guarantee fee income is recognised during the life of the guarantee on an accrual's basis in accordance with the substance of the relevant agreements.

### **Dividend income**

Dividend income is recognised when the right to receive payment is established.

### **Committed facility fee income**

Committed facility fee income is recognised on accrual basis.

## **3. Critical accounting estimates and judgements**

The notes to the Financial Statements set out areas where significant judgement, complex calculations or assumptions have been used to arrive at the Financial Statements presented. Areas of significant judgement or complexity will include the fair valuation of financial instruments as well as expected credit losses.

### **3.1 Fair value estimation of financial instruments**

The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques. The Company uses a variety of methods and market assumptions that are based on market conditions existing at each reporting date. Quoted market prices or dealer quotes for similar instruments are used for long-term debt. Other techniques, such as estimated discounted cash flows, are used to determine the fair value for the remaining financial instruments. The fair value of hedging instruments (interest rate swaps, cross currency swaps and forward foreign exchange contracts) and hedged items (intercompany loans, bank borrowings and EMTN borrowings) are calculated as the present value of the estimated future cash flows.

The nominal value less impairment provision of other receivables and payables, normally maturing within 30 days, are assumed to approximate their fair values. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Company for similar financial instruments.

### **3.2 Initial recognition and valuation of guarantees**

The initial fair value recognition of guarantee liabilities, in relation to related party debt issuance, is required by IFRS 9. As the guarantees of related party debt are not actively traded and no initial fee is charged for entering into the guarantee, a valuation technique is required to assess the initial liability to the third-party debt holder.

The Company uses the discounted future income cash flows over the life of the guarantee to assess the initial guarantee liability. The initial recognition of the guarantee liability is calculated using the market interest rates applicable to the specific currency of debt issuance on the date the related party issues the debt. The estimation of the initial fair value of the guarantees is subject to a significant level of management judgement and complexity, as the individual related group companies do not have a separate credit rating from that of the overall Toyota Motor Corporation group. A guarantee asset is recognised of an amount equal to the guarantee liability. Changes in the value of the guarantee liability are matched by equal changes in the value of the guarantee asset; since such changes have no impact on the Statement of comprehensive income, no sensitivity analysis of the guarantee liability is included in the notes to the Financial Statements.

### 3.3 Expected credit losses –

IFRS 9 has a forward looking expected credit model approach to impairment of financial assets. The company applies a three stage model for measuring expected credit losses (ECL) based on changes in credit quality since initial recognition, as summarised below:

Stage 1: 12- months ECL

A financial asset is not credit impaired on initial recognition is classified as Stage 1 and has credit risk continuously monitored. The portion of lifetime ECL associated with the probability of default events occurring within the next 12 months is recognised.

Stage 2: Lifetime ECL – not credit impaired

If a significant increase in credit risk since initial recognition is identified, the financial asset is moved to Stage 2 but is not yet deemed to be credit impaired. A lifetime ECL is recognised.

Stage 3: Lifetime ECL – credit impaired

Financial assets are assessed as credit impaired when one or more events that have a detrimental impact on the estimated future cashflows of the asset have occurred. In such a case the financial asset is moved to Stage 3.

At each reporting date, the company makes an assessment on whether there has been a significant increased in credit risk for the financial assets since initial recognition.

Impairment losses are assessed individually for financial assets that are individually significant or collectively for assets that are not individually significant. In making a collective assessment of impairment financial assets are grouped into portfolios on the basis of similar credit risk characteristics.

IFRS introduced the use of macroeconomic factors with the impairment model and these affect the ECL. Examples could include the change in country credit risk in which a borrower trades, or the imposition of sanctions or exchange controls which affect the timing of expected cashflows.

If the credit quality of the financial asset improves and reverses any previously assessed significant increased in credit risk since origination, then the provision may revert from lifetime ECL to 12 months ECL.



**4. Breakdown by geographical market**

The Company consists of a single operating reporting segment as defined under IFRS 8. Income generation is principally from lending to related companies, with other income generation from guarantees of related companies, providing committed facilities to related group companies and from other investment and deposit income incidental to the primary funding activities.

Income can be categorised geographically as follows:

	<b>2023</b>	<b>2022</b>
	<b>€'000</b>	<b>€'000</b>
UK (group)	114,988	25,507
Norway (group)	36,985	19,049
Germany (group)	27,359	6,545
Poland (group)	21,827	6,592
Italy (group)	18,674	7,889
Sweden (group)	18,173	7,077
Spain (group)	16,484	6,020
Thailand (group)	16,267	11,923
South Africa (group)	15,198	13,024
France (group)	13,022	3,563
Other countries (group)	49,949	16,323
Interest received from others	15,204	3,472
<b>Total</b>	<b>364,130</b>	<b>126,984</b>

**5. Interest income**

	<b>2023</b>	<b>2022</b>
	<b>€'000</b>	<b>€'000</b>
Interest income on loans to related companies	341,627	118,246
Interest income on deposits	11,151	759
Interest (premium) income on commercial paper	1,640	2,196
Interest income on collateral deposits paid	2,413	519
Interest income on corporate tax	-	(2)
<b>Total</b>	<b>356,831</b>	<b>121,718</b>

**6. Dividend income**

The Company received a dividend from Toyota Leasing (Thailand) Co. Ltd. of € 268,000 in the year (2022: € 163,000).

**7. Other related party income**

The Company guarantees the debt of certain other TMC subsidiaries for which it receives guarantee fee income. All guarantee fee income is from related parties. Guarantee fee income for the year ended 31 March 2023 was € 4,216,000 (2022: € 4,501,000).

The Company entered into commitment facilities during the year with a group of banks on behalf of certain related parties. All fees related to the facilities charged by the banks are invoiced pro rata to the related parties. Commitment facility fees income for the year was € 2,815,000 (2022: € 602,000).

**8. Interest expense**

	<b>2023</b>	<b>2022</b>
	<b>€'000</b>	<b>€'000</b>
Interest charge on euro medium term notes	(139,303)	(86,431)
Interest expense from bank borrowing	(76,426)	(6,893)
Interest expense on commercial paper	(79,563)	(5,616)
Interest component of foreign exchange derivative contracts	(4,612)	(2,067)
Interest paid on loan assets	(403)	(1,495)
Commitment facility fees	(2,757)	(602)
Interest expense on collateral deposits received	(3,203)	(473)
Net interest on swap agreements	13,693	37,022
Bank overdraft interest	(47)	(2)
<b>Total</b>	<b>(292,621)</b>	<b>(66,557)</b>

**9. Fee expenses**

The Company has the benefit of a credit support agreement with Toyota Financial Services Corporation ('TFSC'). TFSC has the benefit of a credit support agreement with Toyota Motor Corporation. The Company pays credit support fees to TFSC based on the Company's debt issuance and guarantees issued to related parties. The credit support fees charged in the year by TFSC were € 20,261,000 (2022: € 20,281,000).

**10. Administration expenses**

	<b>2023</b>	<b>2022</b>
	<b>€'000</b>	<b>€'000</b>
Staff costs	(2,303)	(1,800)
Legal fees	(884)	(1,412)
Related party costs	(1,308)	(1,477)
Committed facilities	(1,416)	(1,836)
Independent auditor's expenses	(312)	(328)
Other assurance services	(72)	(80)
Communication expenses	(505)	(411)
Office rent	(125)	(126)
Rating annual fees	(175)	(106)
Tax advisor fees	(81)	(64)
Other administration expenses	(743)	(916)
Depreciation of PPE	(8)	(6)
Amortisation intangible assets	(52)	(52)
<b>Total</b>	<b>(7,984)</b>	<b>(8,614)</b>

The Company had an average of 16 employees, 2 seconded and 14 local (2022: 12 employees, 2 seconded and 10 local) during the year.

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Staff costs consist of the following expenses and include the payroll costs of seconded employees:

	<b>2023</b>	<b>2022</b>
	<b>€'000</b>	<b>€'000</b>
Wages, salaries and bonuses (on accruals basis)	(2,043)	(1,645)
Social security costs	(154)	(90)
Pension premiums (defined pension scheme)	(106)	(65)
<b>Total</b>	<b>(2,303)</b>	<b>(1,800)</b>

Wages, salaries and bonuses (on accruals basis) include remuneration of key management. The table below consist of all payments and benefits to directors of the Company.

	<b>2023</b>	<b>2022</b>
	<b>€'000</b>	<b>€'000</b>
Short-term employee benefits	(301)	(258)
<b>Total</b>	<b>(301)</b>	<b>(258)</b>

### 11. Net gains / (losses) on financial instruments

Net gains and losses arise from both foreign exchange rate movements and from interest rate movements on the following categories of financial instruments:

	<b>2023</b>	<b>2022</b>
	<b>€'000</b>	<b>€'000</b>
<b>Gains / (losses) arising from foreign exchange rate movements</b>		
Derivative financial instruments not in scope of hedge accounting	10,047	144,099
Derivative financial instruments designated as fair value hedge	123,514	-
Loans and receivables at amortised cost	(140,282)	107,534
Loans and receivables as fair value hedged item	(346,335)	-
Financial liabilities measured at amortised cost	125,266	(249,166)
Financial liabilities as fair value hedged item	213,271	-
	<b>(14,519)</b>	<b>2,467</b>
<b>Gains / (losses) arising from interest rate movements</b>		
Derivative financial instruments not in scope of hedge accounting	(20,594)	(161,679)
Derivative financial instruments designated as a fair value hedge	(12,158)	-
Loans and receivables designated at fair value	(54,793)	-
Financial liabilities designated at fair value	(5,288)	-
	<b>(92,833)</b>	<b>(161,679)</b>
<b>Total</b>	<b>(107,352)</b>	<b>(159,212)</b>

The Company issues debt to third parties and loans to related parties in a number of currencies, and then swaps this borrowing and lending back into one of four funding books: US Dollar (USD), Pound Sterling (GBP), Japanese Yen (JPY) and Euro (EUR).

The effect of foreign exchange rate movements on the market value of the derivative financial instruments is offset by equal and opposite exchange losses or gains on the underlying financial assets and liabilities. The net gains and losses arising from foreign exchange rate movements arise from the Company's net foreign exposure to GBP, USD and other currencies.

As per 1 December 2022 the Company applies fair value hedge accounting, measuring derivatives at fair value as well as amending the carrying value of the underlying financial assets and liabilities for the changes in hedged fair value risk. Therefore, the effect of foreign exchange and interest rate movements on the market

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value of the derivative financial instruments is significantly offset by the movement on the underlying financial assets and liabilities and should reduce the accounting measurement differences in the Statement of comprehensive income going forward.

The result on financial instruments improved from € 159,212,000 losses for the year ended March 2022 to € 107,352,000 losses for the year ended March 2023.

The Company has adopted fair value hedge accounting as per 1 December 2022 implying the result on financial instrument did not benefit from the equal-and-opposite movement between the hedged item and hedging instrument over the first 8 months of the fiscal year 2023. The loss for the period was caused by (i) interest rate movements on contracts hedging the Company's lending and funding operation and (ii) the reversal of previous gains on financial instruments coming to maturity during the period.

The Company recognised a gain of € 24,194,000 related to fair value of the hedging instruments as per the start of the designation date on the hedged items.

### 12. Independent auditor's expenses

Administration expenses include the following fees paid to the Company's independent auditors Ernst & Young Accountants LLP for the statutory audit and other assurance services:

	<b>2023</b>	<b>2022</b>
	<b>€'000</b>	<b>€'000</b>
Audit (statutory), Other audit-related work	(220)	(278)
Audit - Other assurance services	(92)	(50)
<b>Total</b>	<b>(312)</b>	<b>(328)</b>

### 13. Taxation

	<b>2023</b>	<b>2022</b>
	<b>€'000</b>	<b>€'000</b>
<b>Current</b>		
Taxation on profit / (loss) for the year	(13,186)	(11,712)
Prior period tax adjustment	2,215	-
	(10,971)	(11,712)
<b>Deferred</b>		
Recognition of timing differences	32,834	41,588
<b>Total</b>	<b>21,863</b>	<b>29,876</b>

The tax on the Company's result before tax differs from the amounts that would arise using the weighted average statutory tax rate applicable to the result of the Company as follows:

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	<b>2023</b>	<b>2022</b>
	<b>€'000</b>	<b>€'000</b>
Results before tax	(98,517)	(128,793)
Weighted average tax rate for the year	25,68%	25.00%
Tax calculated at weighted average tax rate applicable	25,294	32,411
Change in tax rates on deferred tax balances	159	593
Foreign irrecoverable withholding tax	(5,873)	(3,169)
Taxable expense	(1)	(1)
Non-taxable income	69	42
Prior period tax adjustment	2,215	-
<b>Total</b>	<b>21,863</b>	<b>29,876</b>

The current tax rate is 25.8% for calendar year 2023 (2022: 25.8%) in the Netherlands.

#### 14. Loans to related companies

The Company lends to other TMC subsidiaries on both a fixed rate and a floating rate basis. All fixed rate lending (with tenors longer than six months) is swapped into three-month floating basis in line with the Company's risk management policy.

The currency of related party lending is determined by counterparty demand and then either funded directly from one of four main funding books (USD, GBP, JPY and EUR) or swapped back into the appropriate funding currency using a matching currency swap.

Under IFRS 9 the Company has developed an impairment model for financial assets. The expected credit loss (ECL) is calculated over all outstanding loan assets (current and non-current). The total calculated amount is deducted from outstanding current loan assets.

	<b>2023</b>	<b>2022</b>
	<b>€'000</b>	<b>€'000</b>
<b>Current assets</b>		
Loans to related companies – amortised cost	3,407,528	6,951,400
Loans to related companies – with fair value adjustment	3,545,023	-
Expected credit loss	(37,140)	(2,711)
<b>Current loans to related companies</b>	<b>6,915,411</b>	<b>6,948,689</b>

	<b>2023</b>	<b>2022</b>
	<b>€'000</b>	<b>€'000</b>
Non-current loans to related parties – amortised cost	2,858,862	10,403,770
Non-current loans to related parties – with value hedged adjustment	9,743,002	-
<b>Non-current loans to related parties</b>	<b>12,601,864</b>	<b>10,403,770</b>
<b>Total loans to related parties</b>	<b>19,517,275</b>	<b>17,352,459</b>

**Movement in expected credit loss:**

	<b>2023</b>	<b>2022</b>
	<b>€'000</b>	<b>€'000</b>
Balance at 1 April	(2,711)	(1,598)
Impairment Russian loans	(35,283)	-
(Addition) / release provision	854	(1,113)
<b>Balance at 31 March</b>	<b>(37,140)</b>	<b>(2,711)</b>

In accordance with IFRS 9, the entire portfolio of financial assets, excluding loans to affiliates in Russia, is classified as stage 1 given the creditworthiness and payment history of the related companies. Further, all current year movement in the ECL relates to a reserve based upon an updated expected credit loss calculation from the increase in the loan balance. The 1-year probability of default (pd) of TMC, as published by Bloomberg, is a significant part of the ECL calculation. The ECL-provision decreased compared to prior year due to the 1year pd of TMC improving compared to prior year. Total balance of ECL increased due to the impairment on Russian loans.

A portion of the loans and interest receivables due from affiliates in Russia have been subject to impact of the sanctions imposed by governments on Russia and were transferred to stage 3 in September 2022. The total stage 3 expected credit loss assessed 31 March 2023 was determined at € 35,283,000. Of this amount an amount of € 33,777,000 relates to loans to Russian affiliates. The remainder of the stage 3 expected credit loss, € 1,506,000 relates to interest receivable on these loans with Russian affiliates.

The total gross amount outstanding to Russian affiliates as at 31 March 2023 was € 73.1 million or 0.37% of the total outstanding loan amount of 19,517 million of the Company.

No other related party loans are overdue and there has been no actual impairment of related party loans either in the current or previous financial years. There has been no renegotiation of any loans that would otherwise have been past due or impaired.

Interest rates on group lending can be either fixed or floating. The interest range for group lending on 31 March 2023 was between (0.125)% and 17.263 % per annum, depending on the currency of the loan.

Outside the calculated expected credit loss no other impairment provisions or losses have been incurred in the current or previous financial year for any class of financial assets.

**15. Equity investment - related company**

The Company owns 0.038% (2022: 0.042%) of the issued share capital of Toyota Leasing (Thailand) Co. Ltd. ("TLT"), a company domiciled in Thailand. TLT has issued share capital of 63.4 million shares (face value 1,000 Thai Baht (THB) per share). Of the registered share capital of THB 63,400,000,000, THB 18,100,000,000 is fully paid up. The original cost of the investment in 1997 was € 750,000.

Management has assessed the fair value of the investment in TLT with reference to discounted cash flow modelling of TLT assets and liabilities, and by applying the current market interest rates and exchange rates prevailing on 31 March 2023. The investment in TLT shares at the reporting date is measured at fair value. The valuation of TLT, although using third-party market data, is subject to management judgement when assessing the probable cash flows from the current asset base. The investment in TLT is classified as a level 3 investment as shown in Note 32.1.

<b>Investment in Toyota Leasing (Thailand) Co. Ltd.</b>	<b>2023</b>	<b>2022</b>
	<b>€'000</b>	<b>€'000</b>
Balance at 1 April	1,270	1,248
Fair value adjustment	(89)	22
<b>Balance at 31 March</b>	<b>1,181</b>	<b>1,270</b>

**16. Derivative financial instruments**

The derivative financial instruments are categorised as carried at fair value through profit or loss. The fair values of derivative contracts are shown in the table below. As the Company has adopted fair value hedge accounting, the hedging instruments on assets and liability side are split between designated as fair value hedge and not designated as fair value hedge. Additional disclosures are set out in the accounting policies relating to risk management.

A - Derivatives assets not designated as fair value hedges	<b>2023</b>	<b>2022</b>
	<b>€'000</b>	<b>€'000</b>
<b>Derivative financial instruments</b>		
<b>Current assets</b>		
Interest swaps	6,143	7,348
Cross-currency swaps	2,492	132,305
Forward foreign exchange contracts	6,984	16,693
<b>Total current assets</b>	<b>15,619</b>	<b>156,346</b>
<b>Derivative financial instruments</b>		
<b>Non-current assets</b>		
Interest swaps	2,205	113,550
Cross-currency swaps	-	175,185
<b>Total non-current assets</b>	<b>2,205</b>	<b>288,735</b>
<b>Derivative financial instruments</b>		
<b>Total assets</b>	<b>17,824</b>	<b>445,081</b>
	<b>2023</b>	<b>2022</b>
	<b>€'000</b>	<b>€'000</b>
B – Derivatives assets in effective hedges		
<b>Derivative financial instruments</b>		
<b>Current assets</b>		
Interest swaps	36,803	-
Cross-currency swaps	132,829	-
<b>Total current assets</b>	<b>169,632</b>	<b>-</b>
<b>Derivative financial instruments</b>		
<b>Non-current assets</b>		
Interest swaps	256,962	-
Cross-currency swaps	321,305	-
<b>Total non-current assets</b>	<b>578,267</b>	<b>-</b>
<b>Derivative financial instruments</b>		
<b>Total assets</b>	<b>747,899</b>	<b>-</b>

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C: Derivatives assets total (A+B)	<b>2023</b>	<b>2022</b>
	<b>€'000</b>	<b>€'000</b>
<b>Derivative financial instruments</b>		
<b>Current assets</b>		
Interest swaps	42,945	7,348
Cross-currency swaps	135,321	132,305
Forward foreign exchange contracts	6,985	16,693
<b>Total current assets</b>	<b>185,251</b>	<b>156,346</b>
<b>Derivative financial instruments</b>		
<b>Non-current assets</b>		
Interest swaps	259,167	113,550
Cross-currency swaps	321,305	175,185
<b>Total non-current assets</b>	<b>580,472</b>	<b>288,735</b>
<b>Derivative financial instruments</b>		
<b>Total assets</b>	<b>765,723</b>	<b>445,081</b>
D - Derivatives liabilities not designated as fair value hedges	<b>2023</b>	<b>2022</b>
	<b>€'000</b>	<b>€'000</b>
<b>Derivative financial instruments</b>		
<b>Current liabilities</b>		
Interest swaps	703	1,680
Cross-currency swaps	-	146,635
Forward foreign exchange contracts	14,592	336
<b>Total current liabilities</b>	<b>15,295</b>	<b>148,651</b>
<b>Derivative financial instruments</b>		
<b>Non-current liabilities</b>		
Interest swaps	1,704	132,976
Cross-currency swaps	-	144,857
<b>Total non-current liabilities</b>	<b>1,704</b>	<b>277,833</b>
<b>Derivative financial instruments</b>		
<b>Total liabilities</b>	<b>16,999</b>	<b>426,484</b>



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E – Derivatives liabilities in effective hedges	<b>2023</b>	<b>2022</b>
	<b>€'000</b>	<b>€'000</b>
<b>Derivative financial instruments</b>		
<b>Current liabilities</b>		
Interest swaps	13,140	-
Cross-currency swaps	42,062	-
<b>Total current liabilities</b>	<b>55,202</b>	<b>-</b>
<b>Derivative financial instruments</b>		
<b>Non-current liabilities</b>		
Interest swaps	308,501	-
Cross-currency swaps	278,101	-
<b>Total non-current liabilities</b>	<b>586,602</b>	<b>-</b>
<b>Derivative financial instruments</b>		
<b>Total liabilities</b>	<b>641,804</b>	<b>-</b>
F - Derivatives liabilities total (D+E)	<b>2023</b>	<b>2022</b>
	<b>€'000</b>	<b>€'000</b>
<b>Derivative financial instruments</b>		
<b>Current liabilities</b>		
Interest swaps	13,843	1,680
Cross-currency swaps	42,062	146,635
Forward foreign exchange contracts	14,592	336
<b>Total current liabilities</b>	<b>70,497</b>	<b>148,651</b>
<b>Derivative financial instruments</b>		
<b>Non-current liabilities</b>		
Interest swaps	310,205	132,976
Cross-currency swaps	278,101	144,857
<b>Total non-current liabilities</b>	<b>588,306</b>	<b>277,833</b>
<b>Derivative financial instruments</b>		
<b>Total liabilities</b>	<b>658,803</b>	<b>426,484</b>

Derivative assets and liabilities are recognised at fair value through profit and loss.

In accordance with IFRS 9, “Financial instruments: Recognition and measurement”, the Company has reviewed all contracts for embedded derivatives and found there are none. Derivative assets and liabilities are recognised at fair value through the income statement. All derivative contracts have collateral agreements attached. Therefore, the debit/credit valuation adjustment is not considered material and is not considered in determining the fair value of derivative assets and liabilities.

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The impact of the hedging instrument on the statement of financial position as at 31 March 2023 is as follows:

<b>All in €'000</b>	<b>Notional Amount</b>	<b>Carrying Amount</b>	<b>Fair Value change since hedge designation</b>
Interest rate swap assets	8,888,944	293,632	17,310
Interest rate swap liabilities	6,237,890	(320,866)	(13,083)
Cross currency swap assets	4,763,792	454,024	(6,794)
Cross currency swap liabilities	4,592,213	(320,134)	37,869
<b>Total hedging instrument</b>	<b>24,482,839</b>	<b>106,656</b>	<b>(17,376)</b>

The impact of the hedged item on the statement of financial position as at 31 March 2023 is as follows:

<b>All in €'000</b>	<b>Carrying Amount</b>	<b>Fair value adjustments</b>	<b>Fair Value change since hedge designation</b>
Related party lending	13,288,025	136,778	136,788
<b>Total hedged items – assets</b>	<b>13,288,025</b>	<b>(136,778)</b>	<b>(136,778)</b>
Bank borrowings	3,119,748	35,940	35,940
EMTN borrowings	8,091,556	98,781	98,781
<b>Total hedged items – liabilities</b>	<b>11,211,304</b>	<b>134,721</b>	<b>134,721</b>
<b>Total hedged items</b>			<b>(2,057)</b>
<b>Net fair value movement</b>			<b>(19,433)</b>

The net ineffectiveness recognised in the statement of profit or loss as from hedge designation date is € 19.43 million.

The hedge ineffectiveness can arise from:  
different interest rate curve applied to discount the hedged item and hedging instrument

**17. Property, plant and equipment**

	<b>2023</b>	<b>2022</b>
	<b>Computer hardware and office equipment</b>	<b>Computer hardware and office equipment</b>
	<b>€'000</b>	<b>€'000</b>
<b>Cost</b>		
Cost b/fwd at 1 April	114	112
Additions	14	2
<b>Total</b>	<b>128</b>	<b>114</b>
<b>Depreciation</b>		
Depreciation b/fwd at 1 April	99	93
Depreciation charge for the year	8	6
<b>Total</b>	<b>107</b>	<b>99</b>
<b>Reconciliation at the beginning and end of the year</b>		
Opening net book amount - at 1 April	15	19
<b>Closing net book amount - at 31 March</b>	<b>21</b>	<b>15</b>

**18. Intangible assets**

	<b>2023</b>	<b>2022</b>
	<b>Computer software</b>	<b>Computer software</b>
	<b>€'000</b>	<b>€'000</b>
<b>Cost</b>		
Cost b/fwd at 1 April	274	225
Additions	-	49
<b>Total</b>	<b>274</b>	<b>274</b>
<b>Amortisation</b>		
Amortisation b/fwd at 1 April	108	56
Amortisation charge for the year	52	52
<b>Total</b>	<b>160</b>	<b>108</b>
<b>Reconciliation at the beginning and end of the year</b>		
Opening net book amount - at 1 April	166	169
<b>Closing net book amount - at 31 March</b>	<b>114</b>	<b>166</b>

**19. Deferred tax**

Deferred tax is provided in full on temporary differences under the balance sheet liability method, using the tax rate of 25.8% that will be the applicable corporate tax rate as of 1 January 2023. The tax rates apply to calendar years.

The calculation of the expected credit loss, as stated in note 14, had a reverse impact, against the current tax rate of 25%-25.8%, on the balance as of 31 March 2022 and 25.8% on the balance as of 31 March 2023 of deferred tax assets.

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The movement on deferred tax assets as well as on deferred tax liabilities is shown below:

	<b>2023</b>	<b>2022</b>
	<b>€'000</b>	<b>€'000</b>
Deferred tax b/fwd 1 April	27,827	(13,761)
Impact from expected credit loss adjustment	8,883	300
Fair valuation of assets and liabilities through profit or loss	23,951	41,288
<b>Total</b>	<b>60,661</b>	<b>27,827</b>

Deferred tax assets (liabilities) have been recognised for all tax gains (losses) and other temporary differences giving rise to deferred tax assets (liabilities), because it is possible that these assets (liabilities) will crystallise.

### 20. Other receivables

	<b>Note</b>	<b>2023</b>	<b>2022</b>
		<b>€'000</b>	<b>€'000</b>
Collateral deposits posted		194,100	104,900
Related party receivables	29	1,993	2,290
Prepaid Commitment Facility Fees		293	721
Commitment Facility Fees receivables (group companies)	29	964	548
Non-related party prepaid expenses		139	198
Interest receivable (cash collateral posted)		476	69
Other receivable		50	64
Deposit for rented property		35	35
Prepaid rent		36	34
<b>Total</b>		<b>198,086</b>	<b>108,859</b>

Collateral deposits posted are cash deposits with derivative counterparties held as collateral in respect of derivative contracts. The fair value of the deposits approximates the carrying amount.

The Company entered into committed facilities with banks for the benefit of certain related parties. Besides quarterly fees the Company paid upfront fees to the banks. These fees are amortized in a straight line method during the year.

### 21. Current taxes

Current taxes are charged based on the prevailing tax rates. The tax rates apply to calendar years and profit for the accounting year is therefore pro-rated between the two calendar years on a day-count basis to compute the effective tax rate. The current tax rate is 25.8% for calendar year 2023 (2022: 25.8%) in the Netherlands. Corporation tax liability at 31 March 2023 is € 5,084,000 (2022 tax liability € 9,124,000). The tax payments are made during the year in which the profits are earned on an estimated basis. The extent to which the final taxable charge differs from the original estimated amount results in a current tax asset or liability due to over- or underpayment of tax respectively.

## 22. Cash and cash equivalents

Current assets	2023 €'000	2022 €'000
Cash and bank balances	8,057	9,926
Deposits for liquidity purposes	1,170,579	942,598
<b>Total</b>	<b>1,178,636</b>	<b>952,524</b>

As of 31 March 2023 'Deposits for liquidity purposes' consists of 17 short term deposits with maturities ranging from 3 days to 90 days with a total sum of € 1,079 million and 4 short term deposits, with a total sum of € 90 million, with maturities ranging from 101 to 151 days, exceeding three months. There are no restrictions on current cash and cash equivalents.

## 23. Borrowings

	2023		2022	
	Current €'000	Non-current €'000	Current €'000	Non-current €'000
Commercial paper – amortised costs	5,096,465	-	3,758,575	-
Medium term note - amortised cost	2,190,168	251,328	2,778,766	7,939,293
Medium term note - with fair value adjustment	1,640,309	6,451,247	-	-
Bank loans – amortised cost	204,813	1,731,175	1,489,715	2,224,112
Bank loans – with fair value adjustment	7,753	3,111,995	-	-
<b>Total</b>	<b>9,139,508</b>	<b>11,545,745</b>	<b>8,027,056</b>	<b>10,163,405</b>

Borrowings by currency	2023		2022	
	Current €'000	Non-current €'000	Current €'000	Non-current €'000
Pound Sterling	2,317,830	1,933,882	2,251,025	1,744,289
US Dollar	1,039,542	2,639,351	1,692,135	1,536,668
Australian Dollar	2,858	769,170	446,463	662,832
New Zealand Dollar	231	31,672	29,135	-
Euro	5,386,614	5,108,201	2,594,113	5,530,211
Hong Kong Dollar	97,616	91,035	1,636	138,136
Japanese Yen	352	538,655	989,212	-
Norwegian Krone	5,107	177,308	4,354	154,262
South African Rand	-	-	18,621	-
Singapore Dollar	646	104,540	-	-
Swiss Franc	-	85,260	-	83,762
Swedish Krona	288,712	66,671	362	313,245
<b>Total</b>	<b>9,139,508</b>	<b>11,545,745</b>	<b>8,027,056</b>	<b>10,163,405</b>

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<b>Borrowings</b>	<b>2023</b>	<b>2022</b>
	<b>€'000</b>	<b>€'000</b>
<b>Commercial paper</b>		
Start	3,758,575	4,367,244
Accrued interest	-	(232)
Issue	26,647,685	16,527,048
Redemption	(25,324,379)	(17,056,681)
Amortisation	17,016	2,916
FX revaluation	(2,432)	(81,720)
<b>Total</b>	<b>5,096,465</b>	<b>3,758,575</b>
<b>Medium term notes</b>		
Start	10,718,059	9,257,325
Accrued interest	21,465	(1,729)
Issue	2,694,773	4,570,776
Redemption	(2,671,819)	(3,310,224)
Amortisation	(13,429)	(5,168)
FX revaluation	(235,840)	207,079
Fair value adjustment	19,843	-
<b>Total</b>	<b>10,533,052</b>	<b>10,718,059</b>
<b>Bank loans</b>		
Start	3,713,827	2,626,691
Accrued interest	11,555	77
Issue	2,916,437	1,528,756
Redemption	(1,595,866)	(465,212)
Amortisation	(1,041)	911
FX revaluation	25,379	22,604
Fair value adjustment	(14,555)	-
<b>Total</b>	<b>5,055,736</b>	<b>3,713,827</b>

The Company's principal borrowings are from short-term commercial paper programmes, a medium term note programme and long-term bank borrowing. Commercial paper is a short-term debt instrument normally issued at a discount and repaid at face value. The Company can issue commercial paper with maturities between 1 day and 364 days. Interest rates of bank borrowings are fixed or floating (mostly based on the relevant three months Libor plus spread). The interest range of bank borrowings on 31 March 2023 was between 0.10% and 5.75% per annum. As at 31 March 2023 there are current borrowings of € 9,139,508,000 (2022: € 8,027,056,000) and non-current borrowings of € 11,545,745,000 (2022: € 10,163,405,000).

#### 24. Financial guarantee liability

The current value of guarantees outstanding is: € 7,775,000 (2022: € 9,154,000) and these relate only to guarantees issued in respect of debt issuance for other related group companies (see note 2).

Of the total, € 624,000 relates to bonds maturing in less than one year and € 7,151,000 relates to bonds maturing in greater than one year.

**25. Other liabilities and accrued expenses**

	<b>Note</b>	<b>2023</b> <b>€'000</b>	<b>2022</b> <b>€'000</b>
Collateral deposits received		280,000	134,199
Interest payable on collateral deposits		720	40
Related party accounts payable	29	10,733	11,135
Accrued administration expenses		1,331	1,221
Other accrued taxes		216	297
Other liabilities		61	-
<b>Total</b>		<b>293,061</b>	<b>146,892</b>

Collateral deposits received are cash deposits from derivative counterparties held as collateral under derivative contracts.

**26. Capital management**

The Company's internal objectives when managing capital are:

- To safeguard the Company's ability to continue as a going concern, in order to provide returns for shareholders and benefits for other stakeholders; and
- To provide an adequate return to the Company's primary shareholder, Toyota Financial Services Corporation, by pricing products and services commensurately with the level of risk.

During the financial year 2023 the Company's capital management strategy remained unchanged from the financial year 2022 and was to generate a positive gross margin and add the final result to retained earnings.

**27. Share capital and share premium**

	<b>2023</b> <b>€'000</b>	<b>2022</b> <b>€'000</b>
Authorised		
10,000 (2022: 10,000) ordinary shares of € 454 each	4,540	4,540
Issued <b>and fully</b> paid up		
2,000 (2022: 2,000) ordinary shares of € 454 each	908	908
Share premium	41,000	-

100% of the share capital of the Company is owned by Toyota Financial Services Corporation (see note1).

**Appropriation of Result**

The loss for the financial year ended 31 March 2022 was deducted from the retained earnings as agreed in the Annual General Meeting of Shareholders held in Amsterdam on 29 July 2022.

The Board of Management proposed that the loss for the past financial year 2023 be deducted from the retained earnings.

**28. Other reserves for equity instruments FVOCI – movement**

	<u>€'000</u>
At 1 April 2021	493
<b>Movement</b>	
Unrealised gains on equity instruments FVOCI	<u>21</u>
At 31 March 2022	<b>514</b>
Unrealised gains on equity instruments FVOCI	<u>(87)</u>
<b>Net fair value reserve at 31 March 2023</b>	<b><u>427</u></b>

The fair valuation reserve arises from the fair valuation of equity investments and the related deferred taxation on the fair valuation adjustment.

**29. Related-party transactions**

**Parent and ultimate controlling party**

The Company is a wholly-owned subsidiary of Toyota Financial Services Corporation (TFSC), a company incorporated in Japan. The ultimate management company and controlling party is Toyota Motor Corporation (TMC), a company incorporated in Japan.

**Transactions with parent company**

During the year TFSC provided credit support to the Company in respect of debt issuance in the capital markets and related party guarantees. The fees charged were € 20,261,000 (2022: € 20,281,000) with € 10,318,000 (2022: € 10,062,000) outstanding at year-end. The outstanding amount bears no interest and the payment term is 30 days.

**Fellow subsidiaries**

During the year transactions were entered into with the following TMC subsidiaries:

Toyota Motor Credit Corporation

Toyota Financial Services (UK) PLC, as well as its subsidiaries and associated undertakings:

Toyota Financial Services (UK) PLC subsidiaries:

Toyota Finance Finland Oy  
 Toyota Financial Services Belgium NV / SA  
 Toyota Financial Services Czech s.r.o.  
 Toyota Financial Services Slovakia s.r.o.  
 Toyota Financial Services Denmark A/S  
 Toyota Financial Services Hungary Rt.  
 Toyota Financial Services (Ireland) DAC  
 Toyota Financial Services Italy SpA  
 Toyota Financial Services Kazakhstan  
 Toyota Louwman Financial Services B.V.

Toyota Financial Services (UK) PLC associated undertakings:

Toyota Financial Services (South Africa) (Proprietary) Limited

Toyota Kreditbank GmbH, as well as with its branches and subsidiaries:

Toyota Kreditbank GmbH branches:

Toyota France Financement  
 Toyota Financial Services Austria  
 Toyota Financial Services Norway  
 Toyota Financial Services Spain  
 Toyota Financial Services Sweden



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Toyota Kreditbank GmbH subsidiaries:  
AO Toyota Bank  
Toyota Leasing (OOO)  
Toyota Bank Polska S.A.  
Toyota Leasing Polska Sp.z o.o.

Toyota Leasing (Thailand) Co. Ltd  
Toyota Financial Services Korea Ltd  
Toyota Capital Malaysia Sdn. Bhd.  
Toyota Financial Services Philippines Corporation  
Toyota Financial Services Singapore Pte Ltd  
Toyota Financial Services India Ltd  
Toyota Financial Services Vietnam Company Ltd

Kinto Europe GmbH, as well as its subsidiaries;  
Kinto Spain S.L.  
Kinto France SAS  
Kinto Italia SpA  
Kinto UK  
Kinto Germany GmbH

### Transactions with fellow subsidiaries

#### Guarantees

The Company earned € 4,216,000 (2022: € 4,501,000) from fellow subsidiaries as guarantees fees. The amount relating to the guarantee fees that remained unpaid at year-end was € 1,993,000 (2022: € 2,290,000). The outstanding amount bears no interest and the payment term is 30 days.

#### Commitment Facility Fees

The Company earned € 2,815,000 (2022 € 602,000) from fellow subsidiaries as reimbursement for charges paid to banks for commitment facilities the Company had entered into for these related parties. The amount relating to the commitment facility fees that remained unpaid at year end was € 964,000 (2022 € 548,000). The outstanding amount bears no interest and the payment term is 30 days.

#### Dividends

The Company received € 268,000 (2022: € 163,000) in dividends as disclosed in note 6 on its unlisted investment in Toyota Leasing (Thailand) Co. Ltd.

#### Borrowings

At 31 March 2023, there was no borrowings from related companies (2022: € 0).

#### Lending

The summary of loans to fellow subsidiaries and the income and expenses incurred thereon during the year is set out below:

<b>Loans to related parties</b>	<b>2023</b>	<b>2022</b>
	<b>€'000</b>	<b>€'000</b>
Balance at the beginning of the year	17,355,170	15,590,708
Loans advanced during the year	21,093,822	21,910,022
Loans repaid	(18,527,406)	(20,184,753)
Interest income	341,627	118,246
Interest received	(284,390)	(113,706)
Interest expense	(402)	(1,495)
Interest paid	706	1,385
Exchange revaluation	(369,919)	34,763
Fair value adjustment	(54,793)	-
<b>Ending Balance</b>	<b>19,554,415</b>	<b>17,355,170</b>

Other than the calculated expected credit loss and the impairment on Russian loans of € 35,283,000 no other impairment has been recognised on the amounts outstanding at year-end (see note 14). Transactions with related companies are at arm's length prices.

### Directors

Mr. K. Noda resigned as director of the Company on 1 January 2023. Mr. M. Ueno was appointed as director of the Company on 1 January 2023.

### Transactions with directors, management and employees

There were no transactions, other than emoluments, with directors, management or employees during the year.

### Summary of related party payables included in other liabilities

	<b>2023</b>	<b>2022</b>
	<b>€'000</b>	<b>€'000</b>
Credit support fees payable to parent company	10,318	10,062
Business and administration services payable to related companies	415	1,073
<b>Total</b>	<b>10,733</b>	<b>11,135</b>

### Summary of guarantees and related party receivables

	<b>2023</b>	<b>2022</b>
	<b>€'000</b>	<b>€'000</b>
Related party receivables for guarantees	1,993	2,290
Commitment facility fees receivable	964	548
<b>Total</b>	<b>2,957</b>	<b>2,838</b>

Amounts receivable from related parties have not been impaired.

## 30. Contingent liabilities

The Company issues guarantees to debt holders of other TMC subsidiaries, including AO Toyota Bank in Russia. The Company receives guarantee fees from TMC subsidiaries in respect of the guaranteed debt in issuance.

The Company assessed the need for provisions by reviewing the net assets and profitability of the companies for the year ended 31 March 2023. The accounts of the respective debt issuers indicate that there are adequate assets to cover the borrowings. The guaranteed bonds issued by AO Toyota Bank are Russian domestic bonds and there are no restrictions for AO Toyota Bank to make payments related to its bonds. AO Toyota Bank has sufficient liquidity to meet its obligations under these bonds.

No provisions have been required against contingent liabilities in either the current or prior fiscal years.

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Set out below is the Euro equivalent of the guarantees issued in relation to debt issuance by other TMC subsidiaries.

	<b>2023</b>	<b>2022</b>
	<b>€'000</b>	<b>€'000</b>
Malaysian Ringgit	249,654	267,637
Russian Ruble	118,849	166,791
South African Rand	507,386	473,714
Thai Baht	1,589,302	1,675,056
Polish Zloty	64,108	64,459
<b>Total</b>	<b>2,529,299</b>	<b>2,647,657</b>

The nature of the guarantees is that they are unconditional guarantees issued to the debt holders. If for any reason the issuer is unable to pay as and when the debt falls due, the Company may be required to repay the debt on behalf of the issuer. The guarantees are for commercial paper and medium-term notes.

### 31. Financial risk management

#### 31.1 Financial risk factors

The Company's principal activities are the lending of funds to other subsidiaries of Toyota Financial Services Corporation (the parent company) and acting as a guarantee vehicle for third party debts of other related companies within the Toyota Motor Corporation group.

The Company's role as a financing vehicle for Toyota related companies exposes it to a variety of financial risks that include credit risk, liquidity risk, interest rate risk and foreign currency exchange rate risk. The Company has in place a risk management program that seeks to limit the adverse effects on the financial performance of the Company of those risks by matching foreign currency assets and liabilities and through the use of financial instruments, including interest rate swaps, cross-currency swaps and foreign currency contracts, to manage interest rate and foreign currency risk.

In respect of the credit risk arising from the market values of derivative contracts to manage market risks, agreements are concluded to exchange collateral with counterparties to mitigate those credit risks. The Board of Management utilises a risk management policy and receives regular reports from the business to enable prompt identification of financial risks so that appropriate actions may be taken. The Company employs written policies and procedures that specify guidelines for managing foreign exchange risk, interest rate risk, liquidity risk, credit risk and the use of financial instruments to manage these risks.

The risk management strategy has not changed year-on-year in terms of economic hedging. The Company has implemented fair value hedge accounting in the fiscal year. Please refer to the Directors report and accounting policies sections for details.

#### 31.2 Foreign exchange risk

The Company has transactions with related Toyota group companies in Euro, other continental European currencies, South African Rand, Thai Baht, Malaysian Ringgit, Singapore Dollar, Japanese Yen, Pound Sterling and US Dollars. The Company actively borrows in a number of currencies to meet investor demand for its issued debt. The Company makes use of cross-currency swaps and forward foreign exchange contracts to match assets and liabilities into specific currency portfolios. The net exposure results in the Company being exposed to foreign exchange risks primarily with respect to Pound Sterling and US Dollars.

The Company manages its exposure to foreign exchange risk by ensuring that its holdings of financial assets and financial liabilities are matched within each of its four funding currency portfolios, to ensure that any net long or short positions within each currency fall within levels that management considers acceptable. The remaining net exposures at the reporting date were as follows:

	<b>2023</b>	<b>2022</b>
	<b>€'000</b>	<b>€'000</b>
Pound Sterling	(488)	1,085
US Dollar	(4,149)	519
Thai Baht	2,430	2,828
Russian Ruble	56,717	12,359
South African Rand	339	367
Japanese Yen	31	35
Other	393	287
<b>Total</b>	<b>55,273</b>	<b>17,480</b>

The above exposure represents the present value of future foreign currency cash flows discounted at market interest rates at the reporting date. The exposure derives from the net equity investment in the four foreign currency funding books that the Company uses to provide funding to related parties.

The following sensitivity analysis shows the impact on equity, through both profit or loss and recognition directly in reserves, of a 5% appreciation and depreciation in the value of the Euro against all other currencies at the reporting date:

	<b>2023</b>			<b>2022</b>		
	<b>Sensitivity of profit and loss</b>	<b>Sensitivity of equity</b>	<b>Total</b>	<b>Sensitivity of profit and loss</b>	<b>Sensitivity of equity</b>	<b>Total</b>
	<b>Gain/(Loss) €'000</b>	<b>Gain/(Loss) €'000</b>	<b>Gain/(Loss) €'000</b>	<b>Gain/(Loss) €'000</b>	<b>Gain/(Loss) €'000</b>	<b>Gain/(Loss) €'000</b>
5 % Euro Strengthening	(2,051)	(20)	(2,071)	(649)	(26)	(675)
5 % Euro Weakening	2,051	(20)	2,071	649	26	675

Sensitivity of Equity relates to Other reserves for equity instruments FVOCI as described in note 28.

### 31.3 Interest rate risk

The Company has both interest-bearing assets and interest-bearing liabilities. The Company has a policy of maintaining assets and liabilities at floating interest rates. The Company uses swaps, in respect of financial assets, including inter-company lending to manage risk. In respect of borrowing, swaps are used to retain flexibility in the debt capital markets. The interest rate swaps are settled on a bi-annual or quarterly basis with payment or receipt of the difference between the agreed fixed interest rate and the floating interest rate amounts on the principal.

Interest rate risk in relation to the Company's related party lending activities is managed by ensuring that any fixed rate funding is swapped into floating rate, with reset dates typically of a three-month duration. Interest rate risk in relation to the Company's borrowing activities is managed by ensuring that any fixed rate borrowing is swapped into floating rate, with reset dates typically of a three-month duration. As such, movement in the prevailing market rates will not have a material impact on income. This interest rate profile broadly matches that of the Company's intra-group loan assets, either carrying variable coupons with a three month re-pricing or, where fixed for longer periods, swapped into three month floating rates.

The Company's interest rate risk exposure derives from the following financial contracts:

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Interest rate risk exposure at 31 March 2023	Fixed rate	Floating rate	Non- interest bearing	Total
	€'000	€'000	€'000	€'000
<b>Non-current assets</b>				
Loans to related companies	8,136,643	4,465,221	-	12,601,864
Equity investment – related company	-	-	1,181	1,181
<b>Current assets</b>				
Loans to related companies	3,138,731	3,813,820	-	6,952,551
Receivables from affiliated companies	-	-	2,957	2,957
Other receivables – financial instruments only		194,575	554	195,129
Cash and cash equivalents	41,000	1,137,636	-	1,178,636
<b>Current liabilities</b>				
Commercial paper	-	(5,096,465)	-	(5,096,465)
Medium term note	(1,582,026)	(2,248,451)	-	(3,830,477)
Bank loans	(6,556)	(206,010)	-	(212,566)
Affiliated company accounts payable	-	-	(10,733)	(10,733)
Other liabilities and accrued expenses - financial instruments only	-	(280,720)	(1,608)	(282,328)
<b>Non-current liabilities</b>				
Medium term note	(6,299,309)	(403,266)	-	(6,702,575)
Bank loans	(2,789,555)	(2,053,615)	-	(4,843,170)
Pre-derivative position (a)	638,928	(677,275)	(7,649)	(45,996)
Nominal value derivatives (b)	(610,149)	717,070	-	106,921
Net interest bearing asset / (liability) position (a)+(b)	28,779	39,795	(7,649)	60,925

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Interest rate risk exposure at 31 March 2022	Fixed rate	Floating rate	Non-interest bearing	Total
	€'000	€'000	€'000	€'000
<b>Non-current assets</b>				
Loans to related companies	5,816,627	4,587,143	-	10,403,770
Equity investment – related company	-	-	1,270	1,270
<b>Current assets</b>				
Loans to related companies	2,784,666	4,166,734	-	6,951,400
Receivables from affiliated companies	-	-	2,838	2,838
Other receivables - financial instruments only	-	104,969	1,052	106,021
Cash and cash equivalents	33,197	919,327	-	952,524
<b>Current liabilities</b>				
Commercial paper	-	(3,758,575)	-	(3,758,575)
Medium term note	(1,511,127)	(1,267,639)	-	(2,778,766)
Bank loans	(989,895)	(499,820)	-	(1,489,715)
Affiliated company accounts payable	-	-	(11,135)	(11,135)
Other liabilities and accrued expenses - financial instruments only	-	(134,239)	(1,518)	(135,757)
Bank overdraft	-	(3)	-	(3)
<b>Non-current liabilities</b>				
Medium term note	(5,536,484)	(2,402,809)	-	(7,939,293)
Bank loans	(1,098,871)	(1,125,241)	-	(2,224,112)
Pre-derivative position (a)	(501,887)	589,847	(7,493)	80,467
Nominal value derivatives (b)	568,980	(550,383)	-	18,597
Net interest bearing asset / (liability) position (a)+(b)	<b>67,093</b>	<b>39,464</b>	<b>(7,493)</b>	<b>99,064</b>

Short-term borrowing with an original term of less than 6 months is subject to regular interest rate changes on replacement, therefore, short-term funding of this nature is classified as floating rate funding in the above tables.

### 31.4 Credit risk

Counter party exposure from investments, deposits and derivative financial investments is limited to financial institutions with investment-grade credit ratings with more stringent rating thresholds for exposures in excess of 5 years. The amount of exposure to any individual counter party is subject to a limit, which is reassessed annually.

The Company is exposed to credit risk from its activities as a lender and guarantor of TMC operating companies' third-party debts in various geographical locations. While the Company's primary credit risk exposure is default by the related companies to which it lends or issues guarantees to third parties, this risk is mitigated by credit support agreements with its parent and ultimate parent company, whereby they have undertaken to the debt and guarantee holders to maintain the equity of the Company at a specified level. The Moody's credit rating of the parent as of 31 March 2023 is A1.

In addition, the Company's lending and guarantee activity is to significant operating entities as part of the Toyota group, and therefore the Company's continuing trading viability is ultimately dependent upon the trading

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performance of the TMC group as a whole. Lending is on an un-subordinated basis, but there are instances where loans are subordinated to assist in meeting regulatory funding requirements of the borrower.

Derivatives entered into by the Company exclusively to manage its interest rate and currency risk are traded solely with recognised credit institutions with credit ratings as detailed above. Fair value movement in the derivative liability does not materially pertain to credit risk.

The Company's cash and cash equivalents are held with a selection of banks from a list approved by TFSC within specified limits.

The maximum exposure to credit risk from financial instruments at the reporting date is as follows:

	<b>2023</b>	<b>2022</b>
	<b>€'000</b>	<b>€'000</b>
<b>Current assets</b>		
Loans to related companies	6,952,551	6,951,400
Other receivables		
- Collateral deposits paid and related party receivables	198,086	108,859
Derivative financial instruments	185,251	156,346
Cash and cash equivalents	1,178,636	952,524
<b>Non-current assets</b>		
Loans to related companies	12,601,864	10,403,770
Derivative financial instruments	580,472	288,735
<b>Contingent liabilities</b>		
Guarantees of related party debt	2,529,299	2,647,657

Agreements to exchange collateral in cash have been concluded with counterparties to mitigate the credit risk arising from the value of derivative financial instruments shown above. At 31 March 2023, the value of cash collateral received, shown as Collateral deposits received in note 25 within Other liabilities and accrued expenses was € 280,000,000 (2022: € 134,199,000).

Details of the Contingent liabilities are shown in note 30.

The maximum single exposure from derivative assets at the reporting date to a single counterparty is € 104,600,000 (2022: € 61,554,000) and the 3 largest counterparty positions represent € 214,100,000 (2022: € 92,426,000). These counterparties exposures are collateralised.

### 31.5 Liquidity risk

Liquidity risk is the risk that the Company is unable to meet payment obligations associated with its financial liabilities when they fall due.

The Company regularly forecasts short and medium-term funding requirements incorporating information from other related companies and ensures that there is an appropriate level of liquid resources to cover any unforeseen cash requirements.

The Company actively maintains a mixture of long-term and short-term debt maturities, together with long-term committed facilities and liquid investments that are designed to ensure the Company has sufficient available funds for operations. The Company maintains committed credit lines with a syndicate of commercial banks to mitigate the liquidity risk. In addition, the Company has entered into a credit support agreement and a supplemental credit support agreement with its parent company in which it will make sufficient funds available to the Company so that the Company will be able to service the obligations arising out of its capital market borrowing and guarantee obligations respectively.

The credit support agreement and the supplemental credit support agreement provide for termination by either party upon 30 days' written notice to the other party. Such terminations will not take effect until or unless all relevant securities have been repaid or each relevant rating agency has confirmed to the parent company or the Company that the debt ratings of all relevant securities will be unaffected by such termination.

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The following table details the expected maturity of non-derivative financial liabilities. The analysis is based on gross contractual (undiscounted) cash flows payable. Foreign currency cash flows included in the table below have been translated using market rates. Where future interest payments are variable, the cash flows are based on the interest rate index at the reporting date.

<b>Debt cash flows at 31 March 2023</b>	<b>Due within 3 months</b>	<b>Due between 4 and 12 months</b>	<b>Due between 1 and 5 years</b>	<b>Due after 5 years</b>
	<b>€'000</b>	<b>€'000</b>	<b>€'000</b>	<b>€'000</b>
Bank loans	232,190	128,133	5,090,850	-
Commercial paper	4,395,409	727,817	-	-
EMTN	1,769,926	2,195,998	6,923,785	141,937
Collateral deposits received	280,000	-	-	-
<b>Total</b>	<b>6,677,525</b>	<b>3,051,948</b>	<b>12,014,635</b>	<b>141,937</b>

<b>Debt cash flows at 31 March 2022</b>	<b>Due within 3 months</b>	<b>Due between 4 and 12 months</b>	<b>Due between 1 and 5 years</b>	<b>Due after 5 years</b>
	<b>€'000</b>	<b>€'000</b>	<b>€'000</b>	<b>€'000</b>
Bank loans	152,945	1,370,533	1,921,315	401,371
Commercial paper	3,357,780	403,167	-	-
EMTN	513,781	2,358,785	7,597,205	865,277
Collateral deposits received	134,199	-	-	-
<b>Total</b>	<b>4,158,705</b>	<b>4,132,485</b>	<b>9,518,520</b>	<b>1,266,648</b>



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The following table details the expected maturity of derivative financial instruments. The analysis is based on the gross contractual (undiscounted) cash flows. When the amount payable or receivable is not fixed, the amount disclosed has been determined by reference to current market indices at the reporting date.

<b>Net cash flows at 31 March 2023</b>	<b>Due within 3 months</b>	<b>Due between 4 and 12 months</b>	<b>Due between 1 and 5 years</b>	<b>Due after 5 years</b>
	<b>€'000</b>	<b>€'000</b>	<b>€'000</b>	<b>€'000</b>
Net settled:				
Interest derivatives payable/(receivable)	(1,266)	(32,855)	64,624	(16)
Gross settled:				
Currency derivatives - receivable	(2,973,499)	(1,880,616)	(7,745,589)	(385,734)
Currency derivatives - payable	2,960,491	1,826,702	7,666,129	366,334
<b>Total derivative cash flows</b>	<b>(14,274)</b>	<b>(86,769)</b>	<b>(14,836)</b>	<b>(19,416)</b>
<b>Total</b>	<b>6,663,251</b>	<b>2,965,179</b>	<b>11,999,799</b>	<b>122,521</b>

<b>Net cash flows at 31 March 2022</b>	<b>Due within 3 months</b>	<b>Due between 4 and 12 months</b>	<b>Due between 1 and 5 years</b>	<b>Due after 5 years</b>
	<b>€'000</b>	<b>€'000</b>	<b>€'000</b>	<b>€'000</b>
Net settled:				
Interest derivatives payable/(receivable)	(3,887)	(26,757)	61,236	14,578
Gross settled:				
Currency derivatives – receivable	(1,844,272)	(2,905,302)	(6,206,340)	(810,850)
Currency derivatives – payable	1,814,505	2,964,328	6,176,558	781,152
<b>Total derivative cash flows</b>	<b>(33,654)</b>	<b>32,269</b>	<b>31,454</b>	<b>(15,120)</b>
<b>Total</b>	<b>4,125,051</b>	<b>4,164,754</b>	<b>9,549,974</b>	<b>1,251,528</b>

The Company has extended loan facilities to related parties and to the extent that these loan facilities are undrawn at the reporting date this represents a future lending commitment.

Potential cash outflows from undrawn loan facilities at the reporting date are shown in the table below at the earliest possible draw down date. The cash flow effect of probable future related party borrowing requirements is monitored through regular cash flow forecasts provided to the Company by the related parties.

<b>Undrawn commitments at 31 March 2023</b>	<b>Due within 3 months</b>	<b>Due between 4 and 12 months</b>	<b>Due between 1 and 5 years</b>	<b>Due after 5 years</b>
	<b>€'000</b>	<b>€'000</b>	<b>€'000</b>	<b>€'000</b>
Undrawn loan commitments	2,400,000	311,316	-	-
<b>Total</b>	<b>2,400,000</b>	<b>311,316</b>	<b>-</b>	<b>-</b>

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Undrawn commitments at 31 March 2022	Due within 3 months	Due between 4 and 12 months	Due between 1 and 5 years	Due after 5 years
	€'000	€'000	€'000	€'000
Undrawn loan commitments	2,000,000	109,075	-	-
<b>Total</b>	<b>2,000,000</b>	<b>109,075</b>	<b>-</b>	<b>-</b>

**31.6 Price risk**

The Company is not significantly exposed to equity price risk or commodity price risk.

**31.7 Offsetting financial assets and financial liabilities**

The following financial instruments are subject to enforceable master netting agreements:

As at 31 March 2023	Gross amounts of recognised financial assets	Gross amounts of recognised financial liabilities	Net collateral exchanged	Net assets / (liabilities)
	€'000	€'000	€'000	€'000
<b>Derivative financial instruments</b>				
<i>Collateralised</i>	765,723	(658,803)	(85,900)	21,021
<b>Derivative financial instruments</b>				
<i>Non-collateralised</i>	-	-	-	-
<b>Total</b>	<b>765,723</b>	<b>(658,803)</b>	<b>(85,900)</b>	<b>21,021</b>

  

As at 31 March 2022	Gross amounts of recognised financial assets	Gross amounts of recognised financial liabilities	Net collateral exchanged	Net assets / (liabilities)
	€'000	€'000	€'000	€'000
<b>Derivative financial instruments</b>				
<i>Collateralised</i>	445,081	(426,484)	(29,299)	(10,702)
<b>Derivative financial instruments</b>				
<i>Non-collateralised</i>	-	-	-	-
<b>Total</b>	<b>445,081</b>	<b>(426,484)</b>	<b>(29,299)</b>	<b>(10,702)</b>

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Financial instruments are settled on a gross basis, however each party to a master netting agreement will have the option to settle all such amounts on a net basis in the event of default of the other party. All financial instruments on the Statement of financial position are shown on a gross basis.

### 32. Fair value of financial instruments as well as loan assets and liabilities

Fair value is defined as the price that would be received when selling an asset or paid when transferring a liability in an orderly transaction between market participants at the measurement date.

#### 32.1 Financial assets and liabilities at fair value in the statement of financial position

The table below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

Level 1 - Quoted prices (unadjusted) in active markets for identical assets and liabilities;

Level 2 – Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is derived from prices);

Level 3 – Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs).

Level 2 trading and hedging derivatives comprise forward exchange contracts and cross currency interest rate swaps. These forward foreign exchange contracts have been fair valued using forward exchange rates that are quoted in an active market. Interest rate swaps are fair valued using forward interest rates from observable yield curves.

Level 3 In the absence of a Level 1 or Level 2 inputs, the company use various discounted future cashflow modelling techniques, based on future market curves from observable financial instrument data incorporating the appropriate credit spreads for the respective group of financial asset or financial liability. The level 3 financial contracts are company originated contracts, which are held to maturity and the majority are private transactions with no publicly observable current pricing.

Management will continually assess whether its understanding of the valuation method hierarchy remains accurate for each financial instrument and if a change is deemed to occur it will disclose the date of the event and the change in circumstances in addition to the reporting period it is applicable to.

31 March 2023				31 March 2022			
Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
€'000	€'000	€'000	€'000	€'000	€'000	€'000	€'000

#### Financial assets

Equity instruments

- related company - 1,181 1,181 - - 1,270 1,270

Loans to related parties - 2,571,851 - 2,571,851 - - - -

Derivative financial instruments - 765,723 - 765,723 - 445,081 - 445,081

#### Financial liabilities

Bank borrowings - 504,349 - 504,349 - - - -

EMTN borrowings 2,106,541 - 2,106,541 - - - -

Derivative financial instruments -- 658,803 - 658,803 - 426,484 426,484

There were no transfers between level 1, level 2 and level 3. The carrying value for all other financial assets and liabilities not presented in the previous graph is a reasonable approximation of Fair Value in accordance with disclosure requirements as stated within IFRS 7.

### 32.2 Financial assets and liabilities not measured at fair value in the statement of financial position

The following tables compare the carrying value and fair value of those financial assets and liabilities not presented on the statement of financial position at fair value.

	31 March 2023		31 March 2022	
	Level 2		Level 2	
	Carrying amount €'000	Fair value €'000	Carrying amount €'000	Fair value €'000
<b>Financial assets</b>				
Loans to related parties at amortised cost	6,230,517	6,298,272	17,352,459	17,440,678
Loans to related parties designated for fair value hedge accounting.	10,714,907	10,586,624	-	-
Guarantee fee receivable	7,775	7,775	9,154	9,154
<b>Financial liabilities</b>				
Bank loans at amortised cost	1,935,988	1,957,592	3,713,827	3,705,799
Bank loans designated for fair value hedge accounting.	2,615,399	2,542,727	-	-
Commercial paper at amortised cost	5,096,465	5,096,882	3,758,575	3,758,194
Euro medium term note at amortised cost	2,441,496	2,444,025	10,718,059	10,645,214
Euro medium term note designated for fair value hedge accounting.	5,985,015	5,702,187	-	-
Related party guarantee	7,775	7,775	9,154	9,154

#### Financial assets

The fair value calculation for loans to related parties is based on discounting expected future cash flows using an estimated discount rate that reflects the expected future interest rates, derived from quoted market rates at the reporting date. Early settlements, credit losses and credit spread assumptions are reviewed periodically, but currently are not relevant to this class of assets.

#### Financial liabilities

The fair value of borrowings is based on current market prices where available. Fair value of EMTN is based on the discounted cash flow model that incorporates observable inputs including interest rate yield curves and the appropriate discount rate for the currency and tenor of the cash flow. Where active market prices are not available, the fair value of fixed interest borrowings is based on future cash flows discounted at the current rate for similar debts or assets with the same remaining maturities.

### 33. Events occurring after the reporting date

There were no events to be reported post balance sheet date.

TOYOTA MOTOR FINANCE (NETHERLANDS) B.V.

**Board of Management**

The board of management has the power to amend the financial statements after issue, if applicable

George Juganar

Akihiko Sekiguchi

Toshiaki Kawai

Manabu Ueno

**Other Information**

**Retained Earnings**

In accordance with Article 21 of the Articles of Association, retained earnings are at the disposal of the shareholder in the general meeting. Subject to the Company being in a profitable position, the Board of Management may decide to pay a dividend subject to the approval of the shareholder in the general meeting.

**Independent Auditor's Report**

The independent auditor's report is set out on page 48.

## Independent auditor's report

To: the shareholder and board of management of Toyota Motor Finance (Netherlands) B.V.

### Report on the audit of the financial statements for the year ended 31 March 2023 included in the annual report

#### Our opinion

We have audited the financial statements for the year ended 31 March 2023 of Toyota Motor Finance (Netherlands) B.V., based in Amsterdam.

In our opinion the accompanying financial statements give a true and fair view of the financial position of Toyota Motor Finance (Netherlands) B.V. as at 31 March 2023, and of its result and its cash flows for the year ended 31 March 2023 in accordance with International Financial Reporting Standards as adopted by the European Union (EU-IFRS) and with Part 9 of Book 2 of the Dutch Civil Code.

The company financial statements comprise:

- ▶ The statement of financial position as at 31 March 2023
- ▶ The following statements for the year ended 31 March 2023: the statements of comprehensive income, changes in equity and cash flows
- ▶ The notes comprising a summary of the significant accounting policies and other explanatory information

#### Basis for our opinion

We conducted our audit in accordance with Dutch law, including the Dutch Standards on Auditing. Our responsibilities under those standards are further described in the Our responsibilities for the audit of the financial statements section of our report.

We are independent of Toyota Motor Finance (Netherlands) B.V. (the company) in accordance the Wet toezicht accountantsorganisaties (Wta, Audit firms supervision act), the Verordening inzake de onafhankelijkheid van accountants bij assurance-opdrachten (ViO, Code of Ethics for Professional Accountants, a regulation with respect to independence) and other relevant independence regulations in the Netherlands. Furthermore we have complied with the Verordening gedrags- en beroepsregels accountants (VGBA, Dutch Code of Ethics).

We believe the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Information in support of our opinion

We designed our audit procedures in the context of our audit of the financial statements as a whole and in forming our opinion thereon. The following information in support of our opinion and any findings were addressed in this context, and we do not provide a separate opinion or conclusion on these matters.

#### Our understanding of the business

The main activity of Toyota Motor Finance (Netherlands) B.V. is to operate as a financing company of the Toyota Motor Corporation (Toyota) group, raising funds from third party lenders through bond issuance, loans and commercial paper and subsequently lending such funds to Toyota Group companies (related companies). The main income of Toyota Motor Finance (Netherlands) B.V. is the interest income on loans to related parties. We paid specific attention in our audit to a number of areas driven by the operations of the company and our risk assessment.

We determined materiality and identified and assessed the risks of material misstatement of the financial statements, whether due to fraud or error in order to design audit procedures responsive to those risks and to obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.

#### Materiality

Materiality	€108 million (31 March 2022: €94 million)
Benchmark applied	0.5% (rounded) of total assets (total current assets and non-current assets) as at 31 March 2023
Explanation	We determined materiality based on our understanding of the company's business and our perception of the financial information needs of users of the financial statements. We considered that total assets reflect the source of income and repayments to the holders of the bonds issued by the company and other lenders. We determined materiality consistent with prior financial year.

We have also taken into account misstatements and/or possible misstatements that in our opinion are material for the users of the financial statements for qualitative reasons.

We agreed with the board of management that misstatements in excess of €5 million, which are identified during the audit, would be reported to them, as well as smaller misstatements that in our view must be reported on qualitative grounds.

#### Teaming and use of specialists

We ensured that the audit team included the appropriate skills and competences which are needed for the audit of a listed finance company. We involved specialists in the areas of hedge accounting, transfer pricing, treasury, income tax the fair valuation of financial derivatives and sanctions.

#### Our focus on fraud and non-compliance with laws and regulations

##### Our responsibility

Although we are not responsible for preventing fraud or non-compliance and we cannot be expected to detect non-compliance with all laws and regulations, it is our responsibility to obtain reasonable assurance that the financial statements, taken as a whole, are free from material misstatement, whether caused by fraud or error. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.



#### **Our audit response related to fraud risks**

We identified and assessed the risks of material misstatements of the financial statements due to fraud. During our audit we obtained an understanding of the company and its environment and the components of the system of internal control, including the risk assessment process and management's process for responding to the risks of fraud and monitoring the system of internal control as well as the outcomes. We refer to the Risk management section of the board of management report for the board's risk assessment whereby the board of management considered the potential for fraud.

We evaluated the design and relevant aspects of the system of internal control and in particular the fraud risk assessment. We evaluated the design and the implementation of internal controls designed to mitigate fraud risks.

As part of our process of identifying fraud risks, we evaluated fraud risk factors with respect to financial reporting fraud and misappropriation of assets. We evaluated whether these factors indicate that a risk of material misstatement due to fraud is present.

We incorporated elements of unpredictability in our audit. We also considered the outcome of our other audit procedures and evaluated whether any findings were indicative of fraud or non-compliance.

As in all of our audits, we addressed the risks related to management override of controls. We have used data analysis to identify and address high-risk journal entries. We evaluated whether transactions with related parties were accounted for at-arm's-length and in accordance with transfer pricing documentation and contractual agreements. We have also performed procedures among others to evaluate key accounting estimates for management bias that may represent a risk of material misstatement due to fraud, in particular relating to important judgment areas and significant accounting estimates as disclosed in Note 3 of the financial statements. We did not identify a risk of fraud in revenue recognition. These risks did not require significant auditor's attention.

We considered available information and made enquiries of relevant executives and the company's board of management.

The consideration of the potential risk of management override of controls or other inappropriate influence over the financial reporting process, enquiries and assessment of other available information did not lead to specific indications for fraud or suspected fraud potentially materially impacting the view of the financial statements.

#### **Our audit response related to risks of non-compliance with laws and regulations**

We performed appropriate audit procedures regarding compliance with the provisions of those laws and regulations that have a direct effect on the determination of material amounts and disclosures in the financial statements. Furthermore, we assessed factors related to the risks of non-compliance with laws and regulations that could reasonably be expected to have a material effect on the financial statements from our general industry experience, through discussions with the board of management, reading minutes and performing substantive tests of details of classes of transactions, account balances or disclosures.

We also inspected lawyers' letter and correspondence with regulatory authorities and remained alert to any indication of (suspected) non-compliance throughout the audit. Finally we obtained written representations that all known instances of non-compliance with laws and regulations have been disclosed to us.

#### Our audit response related to going concern

As disclosed in section Going concern in Note 2 to the financial statements, the board of management made a specific assessment of the company's ability to continue as a going concern and to continue its operations for at least the next twelve months.

We discussed and evaluated the specific assessment with the board of management exercising professional judgment and maintaining professional skepticism. We considered whether the board of management's going concern assessment, based on our knowledge and understanding obtained through our audit of the financial statements or otherwise, contains all events or conditions that may cast significant doubt on the company's ability to continue as a going concern, including considerations relating to the financial position of Toyota Group.

Based on our procedures performed, we did not identify material uncertainties on the company's ability to continue as a going concern for the next twelve months. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause a company to cease to continue as a going concern.

#### Our key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements. We have communicated the key audit matters to the board of management. The key audit matters are not a comprehensive reflection of all matters discussed.

Following the adoption of fair hedge accounting by the company per 1 December 2022, a new key audit matter about hedge accounting has been defined.

Hedge accounting, note 11 to the financial statements	
Risk	<p>Toyota Motor Finance (Netherlands) B.V. hedges interest rate and currency risks related to its borrowings obtained and loans issued through derivative contracts. As disclosed in note 11 to the financial statements (net gains/losses on financial instruments), the company started with the application of micro fair value hedge accounting per 1 December 2022 to a nominal total amount of €13 billion. The application of hedge accounting enables the synchronization of the reported results for the hedging instrument (interest rate and fx derivatives) and the hedged position (borrowings obtained and loans issued), insofar the hedge is effective and the hedge relation is formally documented. Both the fair value adjustments of the hedged position related to the hedged risk and the fair value adjustments of the derivatives are recorded in the net gains/(losses) on financial instruments including any resulting ineffectiveness. For the year ended 31 March 2023 the company recorded a net hedge accounting ineffectiveness of €3 million loss.</p>

Hedge accounting, note 11 to the financial statements	
	Given the technical requirements that are applicable to the application of hedge accounting, the operational complexity of initial application and that incorrect application of these requirements can lead to a material effect on the statement of comprehensive income, we determined this a significant item for our audit.
Our audit approach	We performed a walkthrough to obtain an understanding of the company's hedge accounting policy and documentation, as well as the hedge accounting process including the assessment of hedge effectiveness. In our audit we have tested, on a sample basis, whether the hedge documentation meets the EU-IFRS requirements. Furthermore, our hedge accounting specialists have been involved to assess whether the hedge relationships are effective and the valuation of derivatives, valuation of hedged items and the hedge effectiveness have been calculated correctly. Finally, we considered the completeness and accuracy of the disclosures to assess compliance with disclosure requirements included in EU-IFRS.
Key observations	Based on our procedures performed no material findings were noted with respect to the first time adoption, the adequacy of the hedge documentation and the hedge effectiveness tests. We found the disclosure on hedge accounting to be in accordance with EU-IFRS requirements.

Valuation of loans issued to related companies, note 14 to the financial statements	
Risk	<p>The main activity of Toyota Motor Finance (Netherlands) B.V. is to operate as a financing company of the Toyota Group, raising funds from third party lenders through bond issuance, loans and other facilities and subsequently on-lending such funds to Toyota Group companies (related companies). The company is exposed to the risk that a Toyota Group company defaults on its obligations, as disclosed in Note 31.4 Credit risk to the financial statements.</p> <p>Loans to related companies represent the most significant proportion of the company's current and non-current assets. In addition, expected credit losses may have a material impact on the financial statements and, when such losses materialize, the available cash flows to fulfill obligations towards third party lenders. Estimating expected credit losses is a key area of judgment for the board of management. The identification of the probability of default and the determination of the recoverable amount are an inherently uncertain process involving various assumptions and factors including the financial condition of the counterparty, expected future cash flows, the value of collateral and the assessment of objective evidence for the expected credit losses of a loan. The use of different assumptions could produce significantly different estimates of loan loss provisions. As such we identified the valuation of loans issued and especially the loan issued to Russian group companies to as key audit matter.</p> <p>We refer to Note 2 Summary of significant accounting policies and Note 14 Loans to related companies of the financial statements where the board of management has disclosed the policies and procedures for loans issued to related companies and where the board of management has disclosed that the entire portfolio of financial assets and payment history of the related companies.</p>

Valuation of loans issued to related companies, note 14 to the financial statements	
Our audit approach	<p>We evaluated the appropriateness of accounting policies applied related to recognition of loans to related companies and expected credit losses in accordance with IFRS 9 Financial Instruments and the reasonableness of accounting estimates and related disclosures made by the board of management. We obtained an understanding of internal controls related to the valuation and the estimation of expected credit losses on loans to related companies. We have applied mainly substantive audit procedures on the balances of loans issued to related companies. These procedures included, amongst others:</p> <ul style="list-style-type: none"> <li>▶ Inspecting loan contracts to related companies and obtaining loan confirmations to verify the existence of the loans to related companies</li> <li>▶ Obtaining an understanding of the expected credit loss process and model</li> <li>▶ Evaluated key judgments and estimates made by the board of management to calculate the expected credit loss</li> <li>▶ Challenging the internal assessment of identification and measurement of expected credit losses for outstanding loans to Russia as influenced by sanction regulation</li> <li>▶ Verifying the calculation of the expected credit loss and evaluating the appropriateness of the relevant disclosures made</li> <li>▶ Reading the 2023 statutory financial statements of Toyota Motor Corporation (TMC), evaluating the financial position of TMC and its external credit rating as well as evaluating the appropriateness of the relevant disclosures made</li> <li>▶ Inspecting the fair valuation of notes issued by the company and TMC to identify potential increased credit risk</li> </ul>
Key observations	<p>Based on our procedures performed, we consider the allowance for expected credit losses on loans issued to related companies to be reasonable. The disclosures on loans issued to related companies meet the requirements of EU-IFRS.</p>

## Report on other information included in the annual report

The annual report contains other information in addition to the financial statements and our auditor's report thereon.

Based on the following procedures performed, we conclude that the other information:

- ▶ Is consistent with the financial statements and does not contain material misstatements
- ▶ Contains the information as required by Part 9 of Book 2 of the Dutch Civil Code for the management report and the other information as required by Part 9 of Book 2 of the Dutch Civil Code

We have read the other information. Based on our knowledge and understanding obtained through our audit of the financial statements or otherwise, we have considered whether the other information contains material misstatements. By performing these procedures, we comply with the requirements of Part 9 of Book 2 of the Dutch Civil Code and the Dutch Standard 720. The scope of the procedures performed is substantially less than the scope of those performed in our audit of the financial statements.

Management is responsible for the preparation of the other information, including the management report in accordance with Part 9 of Book 2 of the Dutch Civil Code and other information required by Part 9 of Book 2 of the Dutch Civil Code.

## Report on other legal and regulatory requirements

### Engagement

We were engaged by the board of management as auditor of Toyota Motor Finance (Netherlands) B.V. on 26 June 2017, as of the audit for the year ended 31 March 2018 and have operated as statutory auditor ever since that financial year.

## Description of responsibilities regarding the financial statements

### Responsibilities of the board of management for the financial statements

The board of management is responsible for the preparation and fair presentation of the financial statements in accordance with EU-IFRS and Part 9 of Book 2 of the Dutch Civil Code. Furthermore, the board of management is responsible for such internal control as the board determines is necessary to enable the preparation of the financial statements that are free from material misstatement, whether due to fraud or error.

As part of the preparation of the financial statements, the board of management is responsible for assessing the company's ability to continue as a going concern. Based on the financial reporting frameworks mentioned, the board of management should prepare the financial statements using the going concern basis of accounting unless the board of management either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so. The board of management should disclose events and circumstances that may cast significant doubt on the company's ability to continue as a going concern in the financial statements.

### Our responsibilities for the audit of the financial statements

Our objective is to plan and perform the audit engagement in a manner that allows us to obtain sufficient and appropriate audit evidence for our opinion.

Our audit has been performed with a high, but not absolute, level of assurance, which means we may not detect all material errors and fraud during our audit.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. The materiality affects the nature, timing and extent of our audit procedures and the evaluation of the effect of identified misstatements on our opinion.

We have exercised professional judgment and have maintained professional skepticism throughout the audit, in accordance with Dutch Standards on Auditing, ethical requirements and independence requirements. The Information in support of our opinion section above includes an informative summary of our responsibilities and the work performed as the basis for our opinion.

Our audit further included among others:

- ▶ Performing audit procedures responsive to the risks identified, and obtaining audit evidence that is sufficient and appropriate to provide a basis for our opinion
- ▶ Obtaining an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control
- ▶ Evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by board of management

- ▶ Evaluating the overall presentation, structure and content of the financial statements, including the disclosures
- ▶ Evaluating whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation

#### Communication

We communicate with the board of management regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant findings in internal control that we identify during our audit.

We provide the board of management with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the board of management, we determine the key audit matters: those matters that were of most significance in the audit of the financial statements. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, not communicating the matter is in the public interest.

Amsterdam, 8 August 2023

Ernst & Young Accountants LLP

signed by Paul Sira

### **3. Responsibility Statement**

The members of the Company's Board of Management confirm that to the best of their knowledge:

- (a) the financial statements, prepared in accordance with International Financial Reporting Standards and interpretations issued by the International Financial Reporting Interpretations Committee as adopted by the European Union and also in accordance with the statutory provisions of Part 9, Book 2 of the Dutch Civil Code, give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company; and
- (b) the management report includes a fair review of the development and performance of the business and the position of the Company, together with a description of the principal risks and uncertainties that it faces.