

## TOYOTA CAPITAL MALAYSIA SDN BHD

**ISSUANCE OF COMMERCIAL PAPERS (“CPS”) / MEDIUM TERM NOTES (“MTNS”) UNDER A CP PROGRAMME / MTN PROGRAMME (THE CPS AND MTNS ARE COLLECTIVELY REFERRED TO AS THE “NOTES” AND THE CP PROGRAMME AND THE MTN PROGRAMME ARE COLLECTIVELY REFERRED TO AS THE “NOTES PROGRAMMES”) WHICH (WHEN AGGREGATED WITH AN ICP PROGRAMME AND AN IMTN PROGRAMME) SHALL HAVE A COMBINED AGGREGATE LIMIT OF UP TO RINGGIT TWO BILLION AND FIVE HUNDRED MILLION (RM2,500,000,000.00) IN NOMINAL VALUE**

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### SELLING RESTRICTIONS

Each of the following restrictions must be observed by each Noteholder in relation to offers, invitations, sales, transfers, acquisitions or disposals of the Notes as the case may be, and in relation thereto:-

- (a) at the point of issuance of the Notes: The Notes may only be offered, sold, transferred or otherwise disposed directly or indirectly to persons falling within the relevant category of the persons specified in Section 2(6) of the Companies Act 2016, as amended from time to time, and persons to whom an offer or invitation to subscribe the Notes may be made and to whom the Notes are issued would fall within:
  - (i) Schedule 6 or Section 229(1)(b) of the Capital Markets and Services Act 2007 (“**CMSA**”); and
  - (ii) Schedule 7 or Section 230(1)(b) of the CMSA; and
  - (iii) Schedule 8 or Section 257(3) of the CMSA; and
  - (iv) Schedule 9 or Section 257(3) of the CMSA, read together with items (i), (ii) and (iii) above.
- (b) After the issuance of the Notes: The Notes may only be offered, sold, transferred or otherwise disposed directly or indirectly to persons falling within the relevant category of the persons specified in Section 2(6) of the Companies Act 2016, as amended from time to time, and persons to whom an offer or invitation to subscribe the Notes may be made and to whom the Notes are issued would fall within:
  - (i) Schedule 6 or Section 229(1)(b) of the CMSA; and
  - (ii) Schedule 8 or Section 257(3) of the CMSA; and
  - (iii) Schedule 9 or Section 257(3) of the CMSA, read together with items (i) and (ii) above.
- (c) The Notes are transferable (subject to the Selling Restrictions described above) and tradable under the Rules on Scripless Securities under the Real Time Electronic Transfer of Funds and Securities (“**RENTAS**”) System operated by MyClear.
- (d) each Noteholder shall not sell, transfer or otherwise dispose of all or any part of its legal or beneficial interests in the Notes to another person or persons nor offer to do so, unless such sale, transfer, disposal or offer, is subject to the condition that such person(s) shall undertake to observe the restrictions set out herein; and
- (e) without limitation to paragraphs (a) and (b) above, each Noteholder shall observe all applicable laws and regulations in any jurisdiction (including Malaysia) in which it may offer, sell, transfer or otherwise dispose of all or any part of its legal or beneficial interests in the Notes or distribute any document or other material in connection therewith.