

TOYOTA CAPITAL MALAYSIA SDN BHD
ISSUANCE OF ISLAMIC COMMERCIAL PAPERS (“ICPs”) / ISLAMIC MEDIUM TERM NOTES (“IMTNs”) UNDER AN ICP PROGRAMME / IMTN PROGRAMME (THE ICPs AND IMTNs ARE COLLECTIVELY REFERRED TO AS THE “SUKUK MUSHARAKAH” AND THE ICP PROGRAMME AND THE IMTN PROGRAMME ARE COLLECTIVELY REFERRED TO AS THE “SUKUK MUSHARAKAH PROGRAMMES”) WHICH (WHEN AGGREGATED WITH A CP PROGRAMME AND AN MTN 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

SELLING RESTRICTIONS

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

- (a) at the point of issuance of the Sukuk Musharakah: The Sukuk Musharakah 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 4(6) of the Companies Act 1965, as amended from time to time, and persons to whom an offer or invitation to subscribe the Sukuk Musharakah may be made and to whom the Sukuk Musharakah 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 Sukuk Musharakah: The Sukuk Musharakah 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 4(6) of the Companies Act 1965, as amended from time to time, and persons to whom an offer or invitation to subscribe the Sukuk Musharakah may be made and to whom the Sukuk Musharakah 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 Sukuk Musharakah 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 Sukukholder shall not sell, transfer or otherwise dispose of all or any part of its legal or beneficial interests in the Sukuk Musharakah 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 Sukukholder 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 Sukuk Musharakah or distribute any document or other material in connection therewith.