

Amendment to Programme Information

Japan Finance Organization for Municipalities

AMENDMENT TO PROGRAMME INFORMATION

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This amendment, consisting of this cover page and the Supplement No. 2 dated 6 January 2017 to the Base Prospectus dated 5 August 2016, is filed to update the information included in the Programme Information dated 2 February 2016 as amended by the amendment dated 8 August 2016 and the amendment dated 3 October 2016 (the "**Programme Information**"). This document constitutes an integral part of the Programme Information and shall be read together with it.



JAPAN FINANCE ORGANIZATION FOR MUNICIPALITIES

(Incorporated under the Japan Finance Organization for Municipalities Law of Japan)

¥3,000,000,000,000

Global Medium Term Note Programme

This Supplement (the "**Supplement**") constitutes a supplementary prospectus for the purposes of Section 87G of the Financial Services and Markets Act 2000 (the "**FSMA**") and is supplemental to, forms part of and must be read and construed in conjunction with, the base prospectus dated 5 August 2016 (the "**Base Prospectus**") as supplemented by the supplementary prospectus dated 30 September 2016, and is prepared by Japan Finance Organization for Municipalities ("**JFM**") in connection with its Global Medium Term Note Programme (the "**Programme**") for the issuance of up to ¥3,000,000,000,000 in aggregate principal amount of notes ("**Notes**"). Terms given a defined meaning in the Base Prospectus shall, unless the context otherwise requires, have the same meaning when used in this Supplement.

This Supplement is issued in order to (i) incorporate by reference into the Base Prospectus JFM's unaudited semiannual financial statements in respect of the six months ended 30 September 2016, (ii) provide information with regard to JFM's capitalisation and indebtedness as of 30 September 2016, (iii) provide information with regard to JFM's selected historical financial information as of and for the six months ended 30 September 2015 and 2016, and (iv) provide information with regard to JFM's operating and financial review as of and for the six months ended 30 September 2015 and 2016.

This Supplement has been approved by the United Kingdom Financial Conduct Authority (the "**FCA**"), which is the United Kingdom competent authority for the purposes of Directive 2003/71/EC (the "**Prospectus Directive**") and relevant implementing measures in the United Kingdom, as a base prospectus supplement issued in compliance with the Prospectus Directive and relevant implementing measures in the United Kingdom.

JFM accepts responsibility for the information contained in this Supplement and declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Supplement is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus by this Supplement and (b) any other statement in, or incorporated by reference into, the Base Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Supplement, no significant new fact, material mistake or inaccuracy relating to the information included in the Base Prospectus which is capable of affecting the assessment of the Notes issued under the Programme has arisen or been noted, as the case may be, since publication of the Base Prospectus.

Investors should be aware of their rights under Section 87Q(4) of the FSMA.

Document Incorporated by Reference

On 13 December 2016, JFM published its unaudited semiannual financial statements in English in respect of the six months ended 30 September 2016 (the "**Document**"). A copy of the Document has been filed with the FCA and, by virtue of this Supplement, the Document is incorporated in, and forms part of, the Base Prospectus.

Copies of the Document incorporated by reference in the Base Prospectus by virtue of this Supplement can be obtained without charge from the registered office of JFM, JFM's website at http://www.jfm.go.jp/en/investors/financial_information/F.S/S.F.S_2016.pdf and the website of the Regulatory New Service operated by the London Stock Exchange at <http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html>.

Capitalisation and Indebtedness

The following table sets out the capitalisation and indebtedness of JFM as of 30 September 2016, and has been extracted without material adjustment from JFM's unaudited semiannual financial statements as of the same date:

	As of 30 September 2016 (Millions of yen)
Indebtedness:	
Bonds ⁽¹⁾⁽²⁾	¥20,019,395
Borrowed money.....	145,500
Total indebtedness.....	20,164,895
Funds and Reserves:	
Fund for lending rate reduction ⁽³⁾	920,287
<i>Of which:</i>	
Basic fund for lending rate reduction.....	920,287
Reserves under special laws.....	3,513,382
<i>Of which:</i>	
Reserve for interest rate volatility ⁽⁴⁾	1,980,000
Management account reserve for interest rate volatility ⁽⁴⁾	1,488,812
Reserve for interest rate reduction ⁽⁵⁾	44,570
Net Assets:	
Capital	16,602
Retained earnings.....	150,135
<i>Of which:</i>	
General account appropriated surplus reserve	137,900
General account semiannual unappropriated retained earnings	12,234
Valuation, translation adjustments and others	7,662
Management account surplus reserve	53,666
Total net assets.....	228,065
Total capitalisation and indebtedness ⁽⁶⁾⁽⁷⁾	¥24,826,631

Notes:

- (1) JFM issued ¥120,000 million (face value) in aggregate principal amount of government-guaranteed bonds and ¥376,350 million (face value) in aggregate principal amount of non-guaranteed bonds from 30 September 2016 to 6 January 2017.
- (2) Includes current maturities.
- (3) Funds for lending rate reduction pursuant to the JFM Law. This has been included in the above table although, under the JFM Law, this item is presented as a liability on JFM's balance sheets.
- (4) Reserves to prepare for interest rate risk associated with refinancing of bonds pursuant to the JFM Law. This has been included in the above table although, under the JFM Law, this item is presented as a liability on JFM's balance sheets.
- (5) Reserve for interest rate reduction pursuant to the JFM Law. This has been included in the above table although, under the JFM Law, this item is presented as a liability on JFM's balance sheets.
- (6) Total capitalisation and indebtedness comprises the aggregate of bonds, borrowed money, fund for lending rate reduction, reserves under special laws and total net assets.
- (7) Other than as described above, there has been no material change in JFM's capitalisation and indebtedness since 30 September 2016.

Selected Historical Financial Information

The following table, which supplements the selected historical financial information of JFM set out in the Base Prospectus, shows selected financial information of JFM as of each of the indicated dates and for each of the indicated periods below. Such information is extracted without material adjustment from JFM's unaudited semiannual financial statements as of the indicated date and for each of the indicated periods below. This information is qualified in its entirety by, and should be read in conjunction with, the more detailed information and financial statements, including the notes to the financial statements, that are included elsewhere or incorporated by reference in the Base Prospectus.

Statements of Income Data

	For the six months ended 30 September	
	2015	2016
	(Billions of yen)	
Income.....	¥205.0	¥189.3
Interest income.....	204.9	189.2
Fees and commissions	0.0	0.0
Other income	0.0	0.0
Expenses.....	120.2	110.4
Interest expenses	116.0	106.5
Fees and commissions	0.1	0.1
Other operating expenses.....	2.5	2.1
General and administrative expenses.....	1.5	1.6
Ordinary income	84.7	78.8
Special gains.....	224.2	223.7
Special losses.....	295.3	290.3
Net income	¥13.6	¥12.2

Balance Sheet Data

	As of 30 September 2016
	(Billions of yen)
Assets:	
Loans.....	¥23,603.3
Securities.....	99.0
Cash and bank deposits	1,111.2
Cash collateral paid for financial instruments	46.2
Total assets	24,874.4
Liabilities:	
Bonds	20,019.3
Borrowed money.....	145.5
Cash collateral received for financial instruments.....	39.7
Other liabilities	7.8
Fund for lending rate reduction.....	920.2
Reserves under special laws.....	3,513.3
Reserve for interest rate volatility	1,980.0
Management account reserve for interest rate volatility.....	1,488.8
Total liabilities.....	24,646.3
Net Assets:	
Capital	16.6
Retained earnings.....	150.1
Valuation, translation adjustments and others	7.6
Management account surplus reserve.....	53.6
Total net assets.....	¥228.0

Operating and Financial Review

The following operating and financial review of JFM, which forms the remainder of the Supplement, is based on information contained in the unaudited semiannual financial statements of JFM as of and for the six months ended 30 September 2016 and, with respect to the amounts of loans under "— Overview" below and the amounts of bonds issued under "— Liquidity and Capital Resources — Fund-Raising Operations for the Six Months Ended 30 September 2016" below, the accounting records of JFM, and is intended to convey management's perspective on the operating performance and financial condition of JFM during the period under review, as measured in accordance with Japanese GAAP. The following supplements the operating and financial review as of and for the years ended 31 March 2015 and 2016 contained in the Base Prospectus.

Overview

JFM's net income for the six months ended 30 September 2016 decreased by 10.4 per cent. to ¥12.2 billion compared to ¥13.6 billion in the six months ended 30 September 2015. The decrease was primarily a result of a decrease in ordinary income as described below, partially offset by a slight decrease in special losses. JFM's

ordinary income for the six months ended 30 September 2016 decreased by 7.0 per cent. to ¥78.8 billion compared to ¥84.7 billion in the six months ended 30 September 2015. The decrease was due primarily to a decrease of 7.7 per cent. in interest income to ¥189.2 billion in the six months ended 30 September 2016 partially offset by a 8.2 per cent. decrease in interest expenses to ¥106.5 billion.

Based on its lending plan, JFM extended 5,405 loans to local governments in an aggregate amount of ¥764.0 billion with the consent or approval of the Minister for Internal Affairs and Communications and prefectural governors in the six months ended 30 September 2016. These loans included:

- loans, for a total of ¥418.5 billion, for general account-related businesses such as local road construction and special municipal merger projects;
- loans, in the amount of ¥178.8 billion, for temporary financial countermeasures funding to make up for a shortfall of local allocation tax pursuant to the provisions of the Local Government Finance Law; and
- loans, for a total of ¥166.6 billion, for municipal enterprise-related businesses such as sewerage and water supply.

In accordance with its fund-raising plan, during the six months ended 30 September 2016, JFM issued ¥558.0 billion (face value) of public offering bonds without government guarantee, ¥238.0 billion of private placement bonds without government guarantee subscribed to by pension funds and mutual aids for local government officials, including the Pension Fund Association for Local Government Officials for lending, and ¥360.0 billion (face value) of government-guaranteed bonds to refinance the existing government-guaranteed bonds of the Predecessor to smoothly manage the Predecessor's assets to which JFM has succeeded.

Factors Affecting Results of Operations

Reduction of JFM's Reserves for Interest Rate Volatility

JFM manages assets and liabilities succeeded from the Predecessor in its management account. JFM manages its other assets and liabilities in its general account. For a breakdown, see note 10 to JFM's unaudited semiannual financial statements for the six months ended 30 September 2016. Total assets and liabilities in the management account are expected to decline as time passes because no new loans or bonds (other than bonds issued to refinance Predecessor bonds) have been issued in this account since October 2008 and no such loans or bonds are expected to be issued.

In January 2015, the Minister for Internal Affairs and Communications and the Minister of Finance (the "Ministers") made a determination and required that JFM transfer up to ¥600 billion from JFM's reserves for interest rate volatility maintained in the management account to the national treasury over the three-year period ending 31 March 2018. In October 2015 and on 7 October 2016, ¥300 billion and ¥200 billion were transferred by JFM to the national treasury, respectively. JFM is not currently aware of and does not anticipate making further such transfers during the fiscal year ending 31 March 2017. In December 2016, the Ministers made a further determination and required that JFM transfer up to ¥900 billion from JFM's reserves for interest rate volatility maintained in the management account to the national treasury over the three-year period ending 31 March 2020, including a transfer of ¥400 billion in the year ending on 31 March 2018 of which the transfer of ¥100 billion is pursuant to the January 2015 determination. The completed transfers have not had, and JFM does not expect any planned transfers to have, a material effect on JFM's business, results of operations or financial condition. This is due primarily to the fact that the margins on the management account loan portfolio are generally improving in the current low interest rate environment because bonds are being refinanced at lower rates and that interest rate risk in the management account is expected to decline overall as the size of that portfolio declines over time.

Results of Operations

The table below sets forth JFM's results of operations for the six months ended 30 September 2015 and 2016:

	For the six months ended 30 September	
	2015	2016
	(Billions of yen)	
Interest income.....	¥204.9	¥189.2
Interest expenses.....	116.0	106.5
Net interest income	88.8	82.6
Fees and commissions.....	0.0	0.0
Fees and commissions expenses.....	0.1	0.1
Net fees and commissions	(0.0)	(0.0)
Other income	0.0	0.0
Other operating expenses.....	2.5	2.1
General and administrative expenses.....	1.5	1.6
Ordinary income	84.7	78.8
Reversal of management account reserve for interest rate volatility.....	220.0	220.0
Reversal of reserve for interest rate reduction.....	4.2	3.7
Special gains.....	224.2	223.7
Provision for reserve for interest rate volatility.....	220.0	220.0
Provision for management account reserve for interest rate volatility	75.3	70.3
Special losses.....	295.3	290.3
Net income	¥13.6	¥12.2

Net Interest Income

Six Months Ended 30 September 2015 Compared to Six Months Ended 30 September 2016. JFM's net interest income decreased by ¥6.2 billion, or 7.0 per cent., from ¥88.8 billion in the six months ended 30 September 2015 to ¥82.6 billion in the six months ended 30 September 2016. This decrease was mainly due to a decrease in interest income caused by a decrease in the average interest rate on loans as a result of redemptions of loans made in the past with relatively high interest rates. While the decrease in interest income was offset by a decrease in the interest expense caused by a decrease in the average interest rate on bonds as a result of the maturity of bonds issued in the past with relatively high interest rates, the offset was only partial due to the longer average term of the maturing loans compared to the average term of the maturing bonds.

Net Fees and Commissions

Six Months Ended 30 September 2015 Compared to Six Months Ended 30 September 2016. JFM's net fees and commissions expenses were relatively unchanged in the six months ended 30 September 2016 compared to the six months ended 30 September 2015.

Other Income

Six Months Ended 30 September 2015 Compared to Six Months Ended 30 September 2016. JFM's other income was relatively unchanged in the six months ended 30 September 2016.

Other Operating Expenses

Six Months Ended 30 September 2015 Compared to Six Months Ended 30 September 2016. JFM's other operating expenses decreased by ¥0.3 billion, or 13.5 per cent., from ¥2.5 billion in the six months ended 30 September 2015 to ¥2.1 billion in the six months ended 30 September 2016. The decrease was due primarily to an increase in issuance of private placement bonds that do not require payment of underwriting commissions.

General and Administrative Expenses

Six Months Ended 30 September 2015 Compared to Six Months Ended 30 September 2016. JFM recorded general and administrative expenses of ¥1.6 billion in the six months ended 30 September 2016, which were relatively unchanged from the six months ended 30 September 2015.

Ordinary Income

Six Months Ended 30 September 2015 Compared to Six Months Ended 30 September 2016. JFM's ordinary income decreased from ¥84.7 billion in the six months ended 30 September 2015 to ¥78.8 billion in the six months ended 30 September 2016, a decrease of ¥5.9 billion or 7.0 per cent. The decrease was due to the factors described above.

Special Gains and Losses

Six Months Ended 30 September 2015 Compared to Six Months Ended 30 September 2016. JFM recorded special gains of ¥223.7 billion in the six months ended 30 September 2016, slightly less than the ¥224.2 billion recorded in the six months ended 30 September 2015. Special losses decreased from ¥295.3 billion in the six months ended 30 September 2015 to ¥290.3 billion in the six months ended 30 September 2016, a decrease of ¥4.9 billion or 1.7 per cent., which mainly reflected the decrease in provision for management account reserve for interest rate volatility.

The special gains and losses for both periods reflect the transfer of ¥220.0 billion from the management account reserve for interest rate volatility to the general account reserve for interest rate volatility as required by the JFM Law and the Cabinet Order concerning the Preparation of the Related Cabinet Orders and Transitional Measures in connection with the Abolishment of the Japan Finance Corporation for Municipal Enterprises Law (Cabinet Order 226 of 2008, as amended). See "Japan Finance Organization for Municipalities — Risk Management — Market Risk — Interest Rate Risk" in the Base Prospectus for greater detail.

Net Income

Six Months Ended 30 September 2015 Compared to Six Months Ended 30 September 2016. As a result of the foregoing, JFM's net income decreased from ¥13.6 billion in the six months ended 30 September 2015 to ¥12.2 billion in the six months ended 30 September 2016, a decrease of ¥1.4 billion, or 10.4 per cent.

Allocation of Profit to the General and Management Accounts

Profits for each of the six months ended September 2015 and 2016 were allocated to the general account as general account semiannual unappropriated earnings and to the management account as management account semiannual unappropriated earnings.

General Account

Six Months Ended 30 September 2015 Compared to Six Months Ended 30 September 2016. Profits allocated to the general account decreased from ¥13.6 billion in the six months ended 30 September 2015 to ¥12.2 billion in the six months ended 30 September 2016.

Management Account

Six Months Ended 30 September 2015 Compared to Six Months Ended 30 September 2016. Profits allocated to the management account were relatively unchanged in the six months ended 30 September 2016 compared to the six months ended 30 September 2015.

Financial Condition

Overview

The table below summarises selected balance sheet items of JFM as of 31 March 2016 and 30 September 2016:

	As of 31 March 2016	As of 30 September 2016
	(Billions of yen)	
Assets:		
Loans.....	¥23,664.5	¥23,603.3
Securities.....	235.0	99.0
Cash and bank deposits	711.6	1,111.2
Total assets	24,643.3	24,874.4
Liabilities:		
Bonds	19,799.6	20,019.3
Borrowed money.....	120.5	145.5

	As of 31 March 2016	As of 30 September 2016
	(Billions of yen)	
Cash collateral received for financial instruments.....	129.5	39.7
Other liabilities	10.3	7.8
Fund for lending rate reduction.....	920.2	920.2
Reserve under special laws	3,446.8	3,513.3
Total liabilities.....	24,427.1	24,646.3
Net Assets:		
Capital.....	16.6	16.6
Retained earnings.....	137.9	150.1
General account appropriated surplus reserve	137.9	137.9
General account semiannual unappropriated retained earnings	—	12.2
Valuation, translation adjustments and others.....	8.0	7.6
Management account surplus reserve	53.6	53.6
Total net assets.....	¥216.1	¥228.0

Assets. In the six months ended 30 September 2016, JFM's total assets increased by ¥231.0 billion to ¥24,874.4 billion as of 30 September 2016 compared to ¥24,643.3 billion as of 31 March 2016. The increase in total assets in the six months ended 30 September 2016 was mainly due to an increase in cash and bank deposits, partially offset by decreases in loans and securities.

Liabilities. In the six months ended 30 September 2016, JFM's total liabilities increased by ¥219.1 billion to ¥24,646.3 billion as of 30 September 2016 compared to ¥24,427.1 billion as of 31 March 2016. This increase was mainly due to the increases in bonds, borrowed money and reserves under special laws, which were partially offset by a decrease in cash collateral received for financial instruments and other liabilities.

Net Assets. In the six months ended 30 September 2016, JFM's total net assets increased by ¥11.8 billion to ¥228.0 billion as of 30 September 2016 compared to ¥216.1 billion as of 31 March 2016. The increase in total net assets in the six months ended 30 September 2016 was mainly due to retained earnings recorded in the general account. As of 30 September 2016, JFM's retained earnings were ¥150.1 billion.

Liquidity and Capital Resources

Fundraising Operations for the Six Months Ended 30 September 2016

In the six months ended 30 September 2016, JFM issued bonds in the amount of ¥1,156.0 billion (face value) and raised ¥25 billion of long-term borrowed money. Bonds issued by JFM in the six months ended 30 September 2016, included:

- ¥215 billion (face value) of non-guaranteed domestic public offering bonds, of which ¥120 billion were ten-year bonds, ¥65 billion were 20-year bonds, ¥20 billion were five-year bonds and ¥10 billion were 30-year bonds;
- ¥178.0 billion FLIP bonds;
- ¥165.0 billion under its medium-term notes programme;
- ¥108.5 billion of ten-year private placement bonds and ¥129.5 billion of 20-year private placement bonds subscribed to by pension funds and mutual aids for local government officials, including the Pension Fund Association for Local Government Officials; and
- ¥360.0 billion of government-guaranteed domestic bonds to refinance government-guaranteed bonds issued by the Predecessor.

As a result, the outstanding balance of JFM bonds and long-term borrowed money amounted to ¥20,019.3 billion and ¥145.5 billion, respectively, as of 30 September 2016.

Cash Flow Analysis for JFM for the Six Months Ended 30 September 2015 and 2016

The following table sets out selected cash flow information for the six months ended 30 September 2015 and 2016.

	For the six months ended 30 September	
	2015	2016
	(Billions of yen)	
Net cash provided by operating activities	¥117.8	¥263.7
Net cash provided by investing activities.....	20.8	135.8
Net cash provided by/(used in) financing activities.....	—	—
Net increase in cash and cash equivalents.....	138.7	399.6
Cash and cash equivalents at beginning of period.....	399.2	711.6
Cash and cash equivalents at end of period.....	538.0	1,111.2

Cash Flow from Operating Activities

JFM's net cash flow from operating activities was a cash inflow of ¥263.7 billion in the six months ended 30 September 2016 compared with a cash inflow of ¥117.8 billion in the six months ended 30 September 2015. The change in the six months ended 30 September 2016 was due primarily to an increase in bonds and a decrease in loans, partially offset by decreases in interest received and in others. The change in others resulted from an increase in cash collateral paid for financial instruments, partially offset by a decrease in cash collateral received for financial instruments.

Cash Flow from Investing Activities

JFM's net cash flow from investing activities was a cash inflow of ¥135.8 billion in the six months ended 30 September 2016, compared with a cash inflow of ¥20.8 billion in the six months ended 30 September 2015. The change in the six months ended 30 September 2016 was due primarily to a decrease in purchases of securities, partially offset by a decrease in proceeds from redemption of securities.

Cash Flow from Financing Activities

JFM's net cash flow from financing activities was nil in both the six months ended 30 September 2016 and the six months ended 30 September 2015 due primarily to the absence of payments to the national treasury.