

HITACHI CAPITAL CORPORATION

(incorporated with limited liability in Japan)

as Issuer and Guarantor

and

HITACHI CAPITAL (UK) PLC

(incorporated with limited liability in England and Wales)

as Issuer

and

HITACHI CAPITAL AMERICA CORP.

(incorporated with limited liability in the State of Delaware)

as Issuer

U.S.\$2,500,000,000 Euro Note Programme

This supplement (the "**Supplement**") to the offering circular dated 17 August 2012 (the "**Offering Circular**") relating to the U.S.\$2,500,000,000 Euro Note Programme (the "**Programme**") of Hitachi Capital Corporation, Hitachi Capital (UK) PLC and Hitachi Capital America Corp. (the "**Issuers**") constitutes a supplementary prospectus for the purposes of Directive 2003/71/EC, as amended (the "**Prospectus Directive**").

Terms defined in the Offering Circular have the same meaning when used in this Supplement. This Supplement is supplemental to, and should be read in conjunction with, the Offering Circular.

The purpose of this Supplement is (a) to incorporate Hitachi Capital Corporation's Third Quarter Report (as defined below) in the Offering Circular, (b) to update the significant change statement with respect to Hitachi Capital Corporation set out in the Offering Circular and (c) to update the details of Hitachi Capital (UK) PLC's registered office.

This Supplement has been approved by UK Listing Authority in its capacity as United Kingdom competent authority for the purposes of 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.

The Issuers accept responsibility for the information contained in this Supplement. To the best of the knowledge and belief of the Issuers (having taken all reasonable care to ensure that such is the case), the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

To the extent that there is any inconsistency between (i) any statement in this Supplement or any statement incorporated by reference into the Offering Circular by this Supplement and (ii) any other statement in, or incorporated by reference to the Offering Circular, the statements in (i) above will prevail.

Save as disclosed in this Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Offering Circular which is capable of affecting the assessment of Notes issued under the Programme since the publication of the Offering Circular.

Investors should be aware of their rights under Section 87(Q)(4) of the Financial Services and Markets Act 2000.

With effect from the date of this Supplement the information appearing in, or incorporated by reference into, the Offering Circular shall be amended and/or supplemented in the manner described below.

Third Quarter Report 2012

On 8 February 2013, Hitachi Capital Corporation published its English language third quarter report for the nine month period ending 31 December 2012 (the "**Third Quarter Report**"). The Third Quarter Report contains unaudited consolidated financial statements and has been filed with the UK Listing Authority. By virtue of this Supplement, the Third Quarter Report is incorporated in, and forms part of, the Offering Circular, except for:

- (i) the subsection on page 1 titled "*3. Forecast for the Fiscal Year Ending March 31, 2013 (April 1, 2012 – March 31, 2013)*" in the part of the document headed "*Consolidated Third Quarter Earnings Report*";
- (ii) the last paragraph on page 2 titled "*Note: Explanation for proper use of the forecasts, etc.*" in the part of the document headed "*Consolidated Third Quarter Earnings Report*"; and
- (iii) the subsection on page 5 titled "*3. Qualitative Information concerning Consolidated Earnings Forecasts*" in the part of the document headed "*Qualitative Information Concerning Financial Results for the Third Quarter Ended December 31, 2012*",

which are not incorporated in and do not form part of the Offering Circular.

For avoidance of doubt, the portions of the Third Quarter Report which are not incorporated by reference into, and do not form a part of, the Offering Circular and are not relevant to investors.

Copies of the Third Quarter Report may either be inspected, free of charge, at the registered office of each Issuer and from the specified office of the Principal Paying Agent in London as described in the Offering Circular or may be downloaded at:

http://www.hitachi-capital.co.jp/hcc/english/ir_english/report.html

To the extent that the Third Quarter Report 2012 itself incorporates any information or other documents by reference, either expressly or impliedly, such information or other documents will not form part of this Supplement for the purposes of the Prospectus Directive, except where such information is stated within this Supplement as specifically being incorporated by reference or where this Supplement is specifically defined as including such information.

Significant Change

There has been no significant change in the financial or trading position of Hitachi Capital Corporation and its subsidiaries taken as a whole since 31 December 2012.

Change of Address

In November 2012, both Hitachi Capital (UK) PLC's Head Office and its Business Finance division business physically relocated to Hitachi Capital House, Thorpe Road, Staines-upon-Thames, Surrey, TW18 3HP. This is now also the registered address for Hitachi Capital (UK) PLC.