

# **Toyota Caetano Portugal, S.A.**

## **Proposal for the Single Point of the Agenda for the Extraordinary General Meeting of TOYOTA CAETANO PORTUGAL, SA, of 11st June 2012**

Under the terms and for the purposes of the single point of the Extraordinary General Meeting Agenda, the Board of Directors proposes the amendment of the paragraph j), number 2 of Article 9.º, the amendment of paragraph c) of Article 12.º and the addition of paragraph d) to the number 6 of Article 13.º of the Articles of Association, which shall read as follows:

### **ARTICLE 9.º**

#### **(Duties of the General Meeting of Shareholders)**

1 - (...)

2 - (...)

j) Acquisition, disposal, transfer, lease and cession of fixed assets with the transaction having a value exceeding two million five hundred thousand euros.

3 - (...)

### **ARTICLE 12.º**

#### **(Board of Directors Duties)**

(...)

c) To acquire, dispose of or encumber in any form its own shares or debentures, according to the General Meeting of Shareholder's deliberation; to acquire any real estate and, subject to prior opinion of the Fiscal Council dispose of real estate;

(...)

### **ARTICLE 13.º**

#### **(Board of Directors Meetings)**

1 - (...)

2 - (...)

3 - (...)

4 - (...)

5 - (...)

6 - (...)

d) Subject to a favorable opinion of the Fiscal Council, to decide on the encumbrance of fixed assets with a transaction value exceeding two million five hundred thousand euros.

Vila Nova de Gaia, 15 de May de 2012

The Board of Directors