

## REMUNERATION COMMITTEE DECLARATION:

The Remuneration Committee of Toyota Caetano Portugal, S.A states the following:

a) Compliance with the policy set defined for Financial Year of 2013:

Analyzed all accounting data and other records of Toyota Caetano Portugal, this Committee verified that there was no change on the remuneration of the Governing Bodies during the year 2013, thus having been complied the proposals of this Committee approved in the General Meeting of Shareholders of April 24, 2013.

b) Policy of Remuneration applicable during the Financial Year 2014:

In view of the current economic climate and given the forecasts of activity and results for the financial year 2014, provided by the Management of the Company, is the understanding of this Committee that should be maintained the amounts of remuneration of the fixed nature for all members of the governing bodies, until the terminus of the current term of office and if they remain in executive functions.

However, this Committee considers the possibility of revise the policy now defined, as strategic measure to adapt to the economic conditions evolution and their impacts on the automotive sector. For the non-Executive, this Committee has the opinion that they shall not receive any remuneration, as it is the practice hitherto followed.

Regarding the Variable Remuneration of the executive members of the Board of Directors, it has been allocated according to the results obtained by the Company, combining with the distribution policy of dividends to the shareholders and the bonus payable to employees.

In 2013, this component of remuneration did not exceed 2% of distributable results as proposed by this Committee. In fact this remuneration did not exist.

Therefore and referring to paragraph b) of number 3 of article 2 of Law 28/2009 of 19 June, this Remuneration Committee propose the maintenance of the criteria established for 2014, namely that the variable remuneration of the Executive Members of the Board of Directors

does not exceeds 2% of the profits distributable determined in the financial year.

The decision to award Variable Remuneration depending on the results obtained has implicit the verification of the alignment of interests of the members of the Board of Directors with the interests of the Company and, therefore, is one of the mechanisms to be integrated in paragraph a) of number 3 of article 2 of Law No. 28/2009 of 19 June and simultaneously responding to paragraph e) of the same number of article 2 of Law No.28/2009, ensuring the limitation of the variable remuneration in the case that the results obtained are of a negative nature.

Concerning the information related to paragraph c) of number 3 of article 2 of Law No. 28/2009 of June 19, we certify the absence of any plan of allocation of shares or options to acquire shares by the members of the administration and supervision. This committee proposes to maintain this criterion.

The company's practice in the timing of annual payments must, in our opinion, remain, and therefore shall be excluded the possibility stated in paragraph d) of number 3 of article 2 of Law No. 28/2009.

### **The Remuneration Committee**

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