

Toyota Caetano Portugal, S.A.

Sociedade Aberta

Sede: Av. Vasco da Gama, 1410 - Oliveira do Douro
Vila Nova de Gaia

Capital Social: 35.000.000 €

Matriculada na Conservatória do Registo Comercial
de Vila Nova de Gaia sob o nº 500 239 037

Pessoa Colectiva nº 500 239 037

NOTICE

Notice is hereby given that the Ordinary General Meeting of Shareholder of this Company **TOYOTA CAETANO PORTUGAL, S.A.**, and the share capital of which is Euro 35.000.000, fully paid-in, taxpayer and registered in the "Conservatória do Registo Comercial of Vila Nova de Gaia", under the number 500 239 037, shall be held at its Head Office, at Avenida Vasco da Gama, Oliveira do Douro, Vila Nova de Gaia, on April 23th at 10:30 a.m. with the following

AGENDA

- a) To deliberate on the Annual Report, Balance Sheet and Accounts of the Company for 2009;
- b) To deliberate on the Consolidated Annual Report, Consolidated Balance Sheet and Accounts for 2009;
- c) To deliberate on the proposal for Appropriation of Profits;
- d) To make the general appraisal and auditing of the Company;
- e) To make the general appraisal of the statement by the Remuneration Commission for the remuneration of the governing bodies;
- f) To ratify the appointment by cooptation of the member of the Board Mr Andrea Formica;
- g) To ratify the appointment by cooptation of the members of the Board Mr Miguel Pedro Caetano Ramos and Mr. Rui Manuel Machado de Noronha Mendes;
- h) To ratify the appointment by cooptation of the surrogate of the Board Mr Shigeki Enami;

- i) Replacement of the External Auditors member and surrogate due to the renouncement presented by the company Deloitte & Associates, SROC, represented by Mr Jorge Manuel Araújo de Beja Neves as Auditor and Mr Carlos Luis Oliveira de Melo Loureiro as Auditor surrogate ;
- j) To appoint the new Remuneration Commission.

The necessary documentation for information by the Shareholders and all the preparatory documents and information of the General Meeting of Shareholders referred to in article 289 of the Companies Code, is also available in the site on the Internet www.toyotacaetano.pt for consultation, 15 days prior to the date of the General Meeting of Shareholders.

All documents for the financial year 2009 shall also be made available on the Information Dissemination System of CMVM 15 days before the date of the General Meeting of Shareholders.

Only have the right to be present at the General Meeting of Shareholders and to discuss and vote, the Shareholders who bear shares with right to at least one vote corresponding each set of 100 (one hundred) shares to one vote. However the Shareholders who do not own the minimum number referred of 100 shares may group with others in order to complete it, and in such case they may be represented by only one of them whose name shall be indicated in a letter addressed to the President of the General Meeting of Shareholders. Up to five days before the date stipulated for the General Meeting of Shareholders, the shareholders who intend to be present must have all their shares in their own name at the Book of Registration of Shares of the Company or prove the respective deposit in a financial intermediate.

The Shareholders are entitled to exercise their voting rights by correspondence, under the following terms:

- a) The votes by correspondence shall be addressed to the Company Head Office, to the attention of the President of the General Meeting, and received by the same, through registered mail, with acknowledgement note, at least 5 working days before the date of the General Meeting of Shareholders, whose letter shall include the declaration issued by the financial intermediate evidencing the ownership of the shares and yet, a closed envelope containing the declaration of vote.

- b) The declaration of vote shall be signed by the shareholder himself or by his legal representative, and the shareholder shall, in case of being an individual, send the said declaration together with the authenticated copy of his Identity Card, and in the case of a Corporation, the signature should be certified accordingly and with powers for the act;
- c) The votes by correspondence shall be considered at the time destined to voting at the General Meeting of Shareholders being added to those there existing.
- d) Only the voting declarations in which the following is stated, very clearly, are valid:
- the indication of the General Meeting of Shareholders and the item(s) of the Agenda
 - The intended proposal, indicating the respective proponent(s) being however allowed that the shareholder who sends the declaration of vote in relation to a certain proposal to declare that votes against all the remaining proposals in the same item of the Agenda, with no other specifications.
 - The precise and unconditional indication of the sense of vote for each proposal, as well as, if the same shall be maintained, in the event of the proposal being changed by his proponent, and the same shareholder is allowed to condition the sense of vote of a certain proposal to the approval or rejection of any other, within the ambit of the same item of the Agenda;
- e) It should be noted that the shareholders sending declarations of vote by correspondence, vote negatively all proposals of deliberation presented ulterior to the voting issue.

The shareholders may use the vote by correspondence or use the power of attorney to be represented in the General Meeting of Shareholders as per the form available at our company or at its site on the Internet (www.toyotacaetano.pt).

Vila Nova de Gaia, 19 March 2010

The Chairman of the General Assembly
Prof. Dr. Manuel de Oliveira Marques