

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

## **Open Company**

Headquarters: Av. Vasco da Gama, 1410 - Oliveira do Douro

Vila Nova de Gaia

Share Capital: 35,000,000 €

Registered at Vila Nova de Gaia Companies Registry

under no. 500 239 037

Legal Person No. 500 239 037

## **NOTICE**

At the request of the Board of Directors and in accordance with the law and statutes, the Shareholders of **TOYOTA CAETANO PORTUGAL, S.A.**, Open Company, with a fully paid up share capital of 35,000,000 Euros, registered at the Companies Registry Office of Vila Nova de Gaia under no. 500 239 037, legal person no. 500 239 037, are hereby convoked to the Annual General Shareholders' Meeting to be held on **30 April 2015 at eleven o'clock (11a.m.)** at the headquarters located at Avenida Vasco da Gama, 1410, Oliveira do Douro, Vila Nova de Gaia, Portugal, with the following agenda:

**One:** To deliberate on the annual report and accounts, both individual and consolidated, of the financial year 2014, as well as other accounting documents pertaining to the same financial year;

**Two:** To deliberate on the proposal for the appropriation of net income obtained in the financial year of 2014;

**Three:** To deliberate on the distribution of dividends by the use of reserves;

**Four:** General assessment of the governance and auditing of the Company;

**Five:** Assessment of the Statement on the Policy of Remuneration of the Governing and Auditing Bodies' Members of the Company, prepared by the Remuneration Committee;

**Six:** To deliberate on the election of the Company bodies' members for the four-year period of 2015 to 2018;

**Seven:** To deliberate on the election of members of the Remuneration Committee for the four-year period of 2015 to 2018;

**Eight:** To deliberate on the guarantee to be provided by Governing and Auditing Bodies of the Company.

Taking into account the provisions laid down in law and in the Articles of Association of the Company, the following should be highlighted:

#### **I) PREPARATORY INFORMATION OF THE GENERAL SHAREHOLDERS' MEETING**

The accounting documents, the complete wording of the proposals and the other elements referred to in the provisions laid down in Article 289 (1) of *Código das Sociedades Comerciais* (Portuguese Commercial Companies Code), as well as all elements and documents referred to in Article 21-C (1) of *Código dos Valores Mobiliários* (Portuguese Securities Code) are at the disposal of the Shareholders, for consultation, at the headquarters of the Company, in the Company's website at [www.toyotacaetano.pt](http://www.toyotacaetano.pt), and at the Dissemination of Information System of the Securities Market Committee at [www.cmvm.pt](http://www.cmvm.pt), from the date of disclosure of this convening notice.

#### **II) PARTICIPATION IN THE GENERAL SHAREHOLDERS' MEETING**

1. Only Shareholders holding shares with right to at least one vote, at 00:00 PM (GMT), on 23 April 2015 ('Registration Date'), will be entitled to take part of the General Shareholders' Meeting to discuss and vote. As such, Shareholders with no voting rights cannot attend the General Shareholders' Meeting.
2. To each group of one hundred shares corresponds one vote.
3. The exercise of the rights referred to in paragraph 1 above, is not affected by the transference of shares subsequently to the 'Registration Date', and is not dependent on share freezing between that date and the date of the Meeting.
4. Shareholders who would like to take part of the General Shareholders' Meeting shall express such desire, in writing, to the Chairman of the Board of the General Meeting and to the financial intermediary where the individual registration account is open, the latest by 11:59 PM (GMT) of 22 April 2015 and may to this end, use the e-mail and declaration forms available at the Company's headquarters and in the website [www.toyotacaetano.pt](http://www.toyotacaetano.pt). For the statements to be sent to the Chairman of the Board of the General Shareholders' Meeting, the e-mail address [assembleiageral@toyotacaetano.pt](mailto:assembleiageral@toyotacaetano.pt) can be used.
5. In turn, until 11:59 PM (GMT) of 23 April 2015, the financial intermediary informed of the intention of the Shareholders in taking part of the General Shareholders' Meeting shall send the Chairman of the Board of the General Shareholders' Meeting information on the number of registered shares held by each of the aforesaid clients, with reference to the 'Registration Date'. To this end, the e-mail address [assembleiageral@toyotacaetano.pt](mailto:assembleiageral@toyotacaetano.pt) can be used.

6. However, Shareholders who have declared their intention to participate in the General Shareholders' Meeting and conveyed the ownership of shares between the 'Registration Date' and the end of the General Shareholders' Meeting should inform immediately to Chairman of the Board of the General Meeting and the Securities Market Committee on such intention.
7. The shareholders who, professionally, are holders of shares in their own name but on behalf of clients and would like to vote differently, should comply with the provisions of paragraphs 4 and 5 above and submit to the Chairman of the Board of the General Meeting by 11:59 PM (GMT) on 22 April 2015, using sufficient and equivalent evidence, (i) the identification of each client and the number of shares to be voted on their behalf and (ii) voting instructions, specific for each item on the agenda, provided by each client.
8. In the case of shared ownership of shares, the common representative or a representative may attend the General Shareholders' Meeting.

### **III) Shareholders Representation**

1. Shareholders with voting right may be represented in the General Shareholders' Meeting by means of a written document, signed and addressed to the Chairman of the General Meeting and submitted to the latter until the beginning of the activities undertaken by the General Shareholders' Meeting, and, to this end, the representation document form can be used; the form is available from the date of publication of this convening notice at the headquarters of the Company and also at the website [www.toyotacaetano.pt](http://www.toyotacaetano.pt), and can be sent by e-mail to the address [assembleiageral@toyotacaetano.pt](mailto:assembleiageral@toyotacaetano.pt).
2. Without prejudice of the collective voting referred to in Article 385 of *Código das Sociedades Comerciais* (Portuguese Commercial Companies Code), a Shareholder may appoint different representatives regarding the shares held in different securities accounts.
3. Shareholders holding less than one hundred shares may be grouped in order to complete the number of shares with voting rights, but they should be represented by a person with full legal capacity designated for that purpose; to this end, the form available at the headquarters of the Company and also in the website [www.toyotacaetano.pt](http://www.toyotacaetano.pt) can be used and the instruments used for the grouping of Shareholders and respective representation should be addressed to the Chairman of the Board of the General Meeting and be submitted until the beginning of the activities carried out by the General Shareholders' Meeting; to this end, the e-mail address [assembleiageral@toyotacaetano.pt](mailto:assembleiageral@toyotacaetano.pt) can be used.

### **IV) Inclusion of Subjects in the Agenda and Submission of Deliberation Proposals**

Shareholders owning shares corresponding to at least two percent of the share capital, and

upon written request addressed to the Chairman of the Board of the General Meeting within five days after publication of this convening notice may:

- (i) request the inclusion of new subjects in the agenda, the request accompanying a deliberation proposal for each subject whose inclusion is intended;
- (ii) request the inclusion of deliberation proposals regarding subject(s) included in the agenda or added to the agenda, attaching to the request the information that should accompany the deliberation proposal.

#### **V) Right to Information in the General Shareholders' Meeting**

Any Shareholder may request, during the General Shareholders' Meeting, the provision of truthful, complete and explanatory information that enables him/her to form an opinion on the matters subject to deliberation. The information requested which may cover the relationships between the Company and other joined companies, should be provided by the company's body authorized to do so and can only be withheld if the disclosure of such information greatly jeopardizes the Company or other joined company or breaches confidentiality imposed by law.

#### **VI) Postal Voting**

Postal voting is allowed and should be carried out according to the following terms and conditions:

- a) Postal voting should be sent to and received by the headquarters of the Company by registered letter with acknowledgement of receipt addressed to the Chairman of the Board of the General Meeting until 11:59 PM (GMT) of 23 April 2015. The letter shall be sent in a closed envelope containing the votes, without prejudice of the declaration of intention to participate and of the information of the financial intermediary alluded to in II) – PARTICIPATION IN THE GENERAL SHAREHOLDERS' MEETING, paragraphs 4 and 5 respectively.
- b) The voting paper shall be signed by the legitimate shareholder or by his/her legal representative, and if the Shareholder is a natural person, the vote shall be accompanied by a certified copy of his/her Identification Card; if the Shareholder is a legal person, the signatures of the representatives should be certified by a competent authority as and empowered to do so.
- c) Postal votes shall be considered at the moment of voting at the General Shareholders' Meeting, when they will be added to the votes cast at the meeting.
- d) Only votes containing the following clear and unequivocal information shall be deemed valid:

- indication of the General Shareholders' Meeting and of the item/s of the respective agenda to which the vote refers;
  - the specific proposal for which it is to be cast, including the indication of the respective proponent or proponents; however, the Shareholder casting a postal vote in relation to a given proposal may declare that he/she votes against all other proposals pertaining to the same point of the agenda, with no further specification.
  - the precise and unconditional indication of the voting decision for each proposal, as well as whether the vote is maintained in case the proposal is altered by its proponent, the Shareholder being permitted to make his/her vote conditional on a given proposal to the approval or rejection of another proposal, within the scope of the same agenda item.
- e) It is understood that Shareholders who send postal votes vote negatively on all deliberative proposals presented after the issuance of the vote.
- Shareholders may use the postal voting template available at the headquarters of the Company and at the website on the internet, [www.toyotacaetano.pt](http://www.toyotacaetano.pt).

Vila Nova de Gaia, 8 April 2015

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Chairman of the Board of the General Meeting  
José Lourenço Abreu Teixeira