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**Proposal referring to item h) of the Agenda for the Ordinary Meeting of Shareholders of
TOYOTA CAETANO PORTUGAL, S.A. at 30 April 2009.**

In accordance with the terms of item h) of the Agenda, The Board of Directors proposes the replacement of the Member of the Board of Auditors, Mr. Kazuki Ogura by Mr. Makino Kenichiro for the remaining part of the four years period still in course owing to the resignation of Mr. Kazuki Ogura, being the Board of Auditors as follows:

President: Dr. José Jorge Abreu Fernandes Soares;

Member: Makino Kenichiro;

Member: António Pimpão & Maximino Mota SROC, represented by Mr. António Maia Pimpão;

Substitute: Mr. Fernando Sousa Matos Pires.

Vila Nova de Gaia, 14th April, 2009

The Board of Directors