

REMUNERATION POLICY OF THE TOYOTA CAETANO PORTUGAL, SA COMPANY

The setting of the remuneration of the members of the corporate bodies of Toyota Caetano Portugal, SA (public-held company) must take into account, as a general principle, the role performed by each of the members, the Company's economic situation and the market situation in that it is included, being established in accordance with the provisions of law 50/2020, the CMVM regulations and the Commercial Companies Code.

In particular, it should take into account the following principles:

- Company's Competitiveness;
- Effectiveness of exercising the functions and associated responsibilities;
- Equity;
- Evaluation of the performance of the members of the governing bodies included in this remuneration policy, according to the roles and level of responsibility assumed;
- Alignment of the interests of the members of the governing bodies concerned in this remuneration policy with the interest of the Company;
- Economic Perspectives of the Company;
- Clearness and transparency;
- Consistency with prudent risk management and control;
- Adaptation to the long-term objectives and interests of the company, its customers, employees and shareholders;
- Conjunction with the policy of distribution of dividends to shareholders and premiums to be paid to employees;
- Proportionality;
- Equality;

By following the above principles, setting maximum remuneration parameters and the policy described herein, it is intended to ensure that the company will not incur excessive costs in relation to its financial capacity.

I. SCOPE

This policy applies to members of the management and supervisory bodies of Toyota Caetano Portugal, SA (listed company).

II. FRAMEWORKD OF THE REMUNERATION POLICY

1. The remuneration of the members of the company's management and supervisory bodies and all employees shall be appropriate to the company's business strategy, its interests and objectives, as well as its sustainability.
2. For the purposes of the previous number, the principles listed above must be followed, in general terms, as well as the following:
 - a. Alignment of the interests of the members of the management bodies with the interests of the company, which can be done through variable components of remuneration and other benefits to be specified.
 - b. Individual performance should be a criterion for determining the variable component of remuneration, if applicable, without prejudice to other criteria which may be relevant, the performance of the company itself and the macroeconomic.
 - c. Medium- and long-term interests of the company.
 - d. The national and international context, particularly in the sectors where the company is part.
3. This remuneration policy, especially regarding executive directors, considers the employment conditions and remuneration of employees of the company as a whole, aiming at a level of balance and internal equity.

III. REMUNERATION

i. MEMBERS OF THE BOARD OF DIRECTORS

The members of the board of directors are remunerated as follows:

- The remuneration shall be composed of a fixed part and, eventually a variable part.
- Fixed remuneration amounts shall accompany the salary policy to be applied to other employees and consider the roles performed on the one hand and market practices for similar responsibilities on the other.
- The fixed remuneration is defined by the remuneration committee and by this review annually, unless otherwise agreed, and it will correspond to a monthly salary paid 14 times.
- There is no place for payment of attendance fees.
- The existence or not of a variable remuneration will be defined annually by the Remuneration Committee and its calculation is based on an annual individual performance assessment. This

assessment is based on a set of quantitative indicators that must be in line with the company's strategic objectives, and on qualitative aspects considered essential for the long-term sustainability of the business, namely:

Quantitative KPI's:

- ✓ Compliance with the company's global budget - Turnover (in Mio€), EBITDA (% on Turnover) and EBT (% on Turnover).

Qualitative KPI's:

- ✓ Compliance with Ser Caetano values (ambition/ Commitment/Trust/cooperation/responsibility)

- Quantitative individual targets weigh 90% in the calculation of individual performance and reflect financial performance related to the company's actual growth and the return generated for shareholders. Qualitative individual goals weigh 10% when calculating individual performance.
- The assignment of the annual variable component must meet the following criteria:
 - Annually values/weight will be defined for each of the indicators identified.
 - Considering individual performance and applying the above metrics, variable remuneration will take place or not.
- Variable remuneration may be paid in cash or in kind.
- The evaluation process of the directors' performance is annual, with half-yearly monitoring, based on concrete evidence and made available to the Remuneration Committee for regular monitoring of the level of compliance of the approved targets.
- The variable remuneration of the members of the Board of Directors as a whole shall not exceed 3% of the distributable profits calculated in the financial year concerned.
- The payment of variable remuneration may be deferred for a period of up to 3 years, if that is the decision of the Remuneration Committee.
- The company cannot request the variable remuneration already delivered.
- To the extent that the company's performance is one of the criteria for determining the variable remuneration of the members of the management body, its deterioration may justify, given the specific circumstances, the limitation of such remuneration, under the terms and conditions to be decided by the Remuneration Committee.
- Non-executive board members are not remunerated.

ii. **MEMBERS OF SUPERVISORY BODY**

The members of the supervisory board may be remunerated, in which case, they must receive a maximum remuneration equivalent to a monthly minimum wage in force in Portugal at the date of their attribution, for 14 months.

IV. OTHER BONUSES AND BENEFITS

Members of the governing bodies may be granted non-cash supplementary benefits under the terms and conditions to be deliberated by the Remuneration Committee.

The Salvador Caetano Group assigns, to all employees of the company, a supplementary pension plan, under the Salvador Caetano Group Pension Fund, which can be extended to members of the bodies of the company, with the following rules.

Plan A - (Defined Benefit): Covers all employees (including directors) who as of 01.01.2008 had already completed, cumulatively, 50 years of age and 15 years of service in the company. It consists in the right to a supplementary pension paid by the Pension Fund, equivalent to 20% of the last pensionable salary, and this supplementary pension will only be guaranteed if the Employee/Member of the Corporate Body reaches the legal retirement age at the service of the company.

Plan B – (Defined Contribution): Covers all other employees. It consists in the right to a supplementary pension paid by the Pension Fund, calculated as follows: Every year the company contributes to the Pension Fund with an amount corresponding to 3% of the gross annual salary of each covered employee by this Plan, this value being allocated to the employer. Upon reaching the company's statutory retirement age, the accumulated value of contributions plus the income generated in the meantime will be transformed into a life annuity to be paid to the Employee/Member of the Governing Body.

Additional non-cash benefits that may be awarded to members of the governing bodies should not have a relevant weight, representing less than 10% of the total remuneration cost.

V. APPOINTMENT

The members of the governing bodies are appointed by the general meeting for a maximum term of 4 years, renewable, in compliance with the articles of association and applicable law.

VI. CONTRACTS OR AGREEMENTS WITH THE MEMBERS OF THE COMPANY'S GOVERNING BODIES

- There are currently no contracts or agreements with members of the company's supervisory or management bodies.

- The right to receive compensation or indemnification is not provided for to the members of the corporate bodies beyond that provided for in the legal terms.

VII. VERIFICATION OF COMPLIANCE WITH THIS POLICY

- The remuneration committee shall receive, annually, elements justifying the financial and non-financial elements considered for the attribution of fixed and variable remuneration, validating its agreement with the criteria and methods defined in this policy.

VIII. VALIDITY OF THIS POLICY AND PREVENTION OF CONFLICTS OF INTEREST

This policy was prepared and signed by all members of the company's Remuneration Committee with the objective of being proposed to the General Meeting to be held on 30/11/2021, coming into force from 1 Jan. 2022, in relation to fiscal year 2022.

The supervision and inspection of the application and compliance with this policy must be carried out, throughout each financial year, by the company's Remuneration Committee, which must be independent from the management and supervisory bodies, to avoid any conflicts of interest.

The members of the management and supervisory bodies as such are prevented from voting on any resolutions of the respective governing bodies that have as their object, or are related to, their own remuneration.

Pursuant to and for the purposes of number two of article 26-F of the CVM, this remuneration policy is in force until the company's General Meeting approves a new remuneration policy.

The review of this remuneration policy and any changes to it are the responsibility of the company's remuneration committee and are subject to the decision of the Company's General Meeting.

The company may temporarily derogate from the Remuneration Policy if such derogation is necessary, exceptionally, to serve long-term interests and its sustainability or to ensure its viability, under the terms and for the purposes of article 26-D of the CVM.

Derogation from the remuneration policy under the terms set out above shall be decided by the company's remuneration committee

IX. PUBLICATION

This policy is published on the company's website and must remain available to the public at least while it is in force and must also mention the date of the General Meeting in which it was approved, as well as the results of the vote.

Approved by the remuneration committee at 27th 2021 and approved by the shareholders meeting at 30th November 2021.

The Remuneration Committee