

Toyota Caetano Portugal, S.A.

Proposal for the Point One of the Agenda for the Ordinary General Meeting of TOYOTA CAETANO PORTUGAL, S.A., 30th May 2023

Under the terms of paragraph a) of number 1 of article 376º of the Portuguese Company Code, the Board of Directors has the honor to propose to the Shareholders the Single Management Report and the Individual and Consolidated Accounts and respective annexes, namely the Corporate Governance Report, which includes the Remuneration Report and the Sustainability Report, for the 2022 financial year, so that decisions can be taken on such documents as required by law.

Vila Nova de Gaia, 8th May 2023

The Board of Directors,

Toyota Caetano Portugal, S.A.

Proposal for the Point Two of the Agenda for the Ordinary General Meeting of TOYOTA CAETANO PORTUGAL, S.A., 30th May 2023

In accordance with the provision laid down in article 376 (1-b) of the Código das Sociedades Comerciais (Commercial Companies Code), we propose the following allocation for profits obtained in the financial year 2022, amounting to € 14 701 869,44, stated in the individual financial statements of Toyota Caetano Portugal, S.A.:

- a) To the account of adjustments on financial assets arising from the application of the equity method: € 119 715,53;
- b) To dividends to be allocated to the share capital: € 0,25 per share, which, considering its number (35 000 000) totals € 8 750 000,00;
- c) To the retained earnings account: € 5 832 153,91.

Vila Nova de Gaia, 8th May 2023

The Board of Directors,

**Proposal for the Point Three of the Agenda for the Ordinary General Meeting of
TOYOTA CAETANO PORTUGAL, S.A., 30th May 2023**

Under the terms and for the purposes of subparagraph c) of paragraph 1 of article 376 and article 455 of the Commercial Companies Code, the General Meeting shall carry out a general assessment of the Management and Auditing of the Company.

Therefore, it is proposed to be approved a vote of praise and confidence to the activity performed by the Management and Auditing of the Company during the 2022 financial year, and also by each of its members.

Vila Nova de Gaia, 8th May 2023

Pela Salvador Caetano – Auto - SGPS, S.A.:

DECLARATION OF NOMINATIONS, EVALUATIONS AND REMUNERATIONS COMMITTEE

The Nominations, Evaluations and Remunerations Committee of the company Toyota Caetano Portugal, S.A. hereby declares the following:

a) Compliance with the Remuneration Policy in force in the Company during the 2022 financial year:

After analyzing the remuneration report prepared by the Board of Directors of Toyota Caetano Portugal, SA, for the year 2022, included in the Corporate Governance Report of the same year, this Committee considers that the attribution of remuneration (fixed and variable, when applicable) to the members of corporate bodies, during the identified period, are in accordance with the remuneration policy in force in the Company, and that there was no deviation from the same.

b) Remuneration Policy for the year 2023:

The remuneration policy in force was approved by the General Meeting of the Company on the 30th November 2021 and, as it has not been subject to any change, it remains in force as of today.

Considering the current socio-economic framework and activity projections for 2023, it is understood that the aforementioned policy is appropriate for the 2023 financial year, however it should be closely monitored, considering not only the uncertainties resulting from the current political situation in Ukraine but also the uncertainties associated with the current macroeconomic context.

NOMINATIONS, EVALUATIONS AND REMUNERATIONS COMMITTEE

Alberto Luis Lema Mandim

Maria Conceição Monteiro da Silva

Francelim Costa da Silva Graça

**Proposal for the Point Five of the Agenda for the Ordinary General Meeting of
TOYOTA CAETANO PORTUGAL, S.A., 30th May 2023**

Under the terms and for the purposes of the aforementioned point of the Notice, it is proposed to amend number 1 of article 7 of the Company's Articles of Association, changing it to the following wording:

Article 7

(General Meeting Board)

1. The Board of the General Meeting is composed of a Chairman and a Secretary, shareholders or not, elected by the general meeting, for a period of four years, renewable.
2. Unchanged

Vila Nova de Gaia, May 08, 2023

By Salvador Caetano - Auto - SGPS, S.A.:

**Proposal for the Point Six of the Agenda for the Ordinary General Meeting of
TOYOTA CAETANO PORTUGAL, S.A., 30th May 2023**

Under the terms and for the purposes of the aforementioned point of the Notice, it is proposed to divide subparagraph c) into two subparagraphs and consequent renumbering of the remaining subparagraphs of article 12 of the Company's Articles of Association, with this article having the following numbering:

Article 12

(Competence of the Board of Directors)

It is incumbent upon the Board of Directors to exercise the broadest powers, representing the Company in and out of court, actively and passively, as well as performing all acts aimed at achieving the corporate purpose and, in particular:

- a) unaltered;
- b) unaltered;
- c) Acquire, dispose of and oblige in any way own shares and bonds, as decided by the General Meeting;
- d) Acquire real estate and, with the prior opinion of the Supervisory Board, dispose them;
- e) Previous item d)
- f) Previous item e)
- g) Previous item f)
- h) Previous item g)
- i) Previous item h).

Vila Nova de Gaia, May 08, 2023

By Salvador Caetano - Auto - SGPS, S.A.:

**Proposal for the Point Seven of the Agenda for the Ordinary General Meeting of
TOYOTA CAETANO PORTUGAL, S.A., 30th May 2023**

Under the terms and for the purposes of the aforementioned point of the Call, it is proposed that the following persons be elected to the following corporate bodies, for the new mandate corresponding to the four-year period from 2023 to 2026:

GENERAL MEETING BOARD

PRESIDENT: Jorge Manuel Coutinho Franco da Quinta

SECRETARY: António José da Cruz Espinheira Rio

ADMINISTRATIVE COUNCIL

PRESIDENT: José Reis da Silva Ramos

MEMBER: Maria Angelina Martins Caetano Ramos

MEMBER: Miguel Pedro Caetano Ramos

MEMBER: Tom Fux

MEMBER: Kazunori Takagi

MEMBER: Gisela Maria Falcão Sousa Pires Passos

ALTERNATE: Florian Aragon

FISCAL COUNCIL

PRESIDENT: Maria da Conceição Monteiro da Silva

MEMBER: José Domingos da Silva Fernandes

MEMBER: Daniel Broekhuizen

ALTERNATE: Francelim Costa da Silva Graça

ALTERNATE: Tomokazu Takeda

Vila Nova de Gaia, May 08, 2023

By Salvador Caetano - Auto - SGPS, S.A.:

Toyota Caetano Portugal, S.A.

Proposal for the Point Eight of the Agenda for the Ordinary General Meeting of TOYOTA CAETANO PORTUGAL, S.A., 30th May 2023

Under the terms and for the purposes of the above-mentioned point of the Call Notice and under the terms of paragraph b) of number 2 of article 420 of the Commercial Companies Code, it is proposed to be appointed as Statutory Auditor for the mandate corresponding to the quadrennium from 2023 to 2026:

Effective Statutory Auditor (ROC): Deloitte & Associados, SROC S.A., legal person 501 776 311 and registered with the Portuguese Chartered Accountants Association under number 43, headquartered at Avenida Engenheiro Duarte Pacheco, 7, 1070-100 Lisbon, represented by Mr. Miguel Nuno Machado Canavarro Fontes, NIF 199 926 530, registered with the Chamber of Statutory Auditors under number 1397.

Alternate Statutory Auditor (ROC): João Carlos Henriques Gomes Ferreira, NIF 200 212 460, registered with the Chamber of Statutory Auditors under number 1129.

In the preparation of this proposal were duly considered the advantages and disadvantages of maintaining statutory auditors the same entity for the exercise of functions in the new term of office .

It is the opinion of the Supervisory Board that the quality of the work carried out by Deloitte & Associados, SROC S.A. and the accumulated experience in the sector where Toyota Caetano Portugal, S.A. act, represents an advantage for the Company and justify the re-election that is now proposed.

The Supervisory Board of Toyota Caetano Portugal,

**Proposal for the Point Nine of the Agenda for the Ordinary General Meeting of
TOYOTA CAETANO PORTUGAL, S.A., 30th May 2023**

Under the terms and for the purposes of the aforementioned point of the Call, it is proposed to elect the following people to the Nominations, Evaluations and Remunerations Committee, for the new mandate corresponding to the four-year period from 2023 to 2026:

NOMINATIONS, EVALUATIONS AND REMUNERATION COMMITTEE

PRESIDENT: João António Ferreira de Araújo Sequeira

MEMBER: Rui Manuel Machado de Noronha Mendes

MEMBER: Jorge Manuel Cerqueira Magalhães

Vila Nova de Gaia, May 08, 2023

By Salvador Caetano - Auto - SGPS, S.A.:

**Proposal for the Point Ten of the Agenda for the Ordinary General Meeting of
TOYOTA CAETANO PORTUGAL, S.A., 30th May 2023**

Under the terms and for the purposes of the aforementioned point of the Call, it is proposed that each member of the Board of Directors and the Supervisory Board guarantee their liability in the amount of € 250,000.00 each.

This guarantee may be provided in any of the ways permitted by law, which must be done within 30 days following the election of each of the said members, and the guarantee must remain until the end of the calendar year following the year in which the respective functions cease.

Vila Nova de Gaia, May 08, 2023

By Salvador Caetano - Auto - SGPS, S.A.: