

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

## **Proposal for the Point One of the Agenda for the Ordinary General Meeting of TOYOTA CAETANO PORTUGAL, S.A., 27<sup>th</sup> May 2024**

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 2023 financial year, so that decisions can be taken on such documents as required by law.

Vila Nova de Gaia, 3th May 2024

The Board of Directors,

\_\_\_\_\_X\_\_\_\_\_

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

## **Proposal for the Point Two of the Agenda for the Ordinary General Meeting of TOYOTA CAETANO PORTUGAL, S.A., 27<sup>th</sup> May 2024**

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 2023, amounting to € 17.119.170,02, 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: € 4.340.219,57;
- b) To dividends to be allocated to the share capital: € 0,30 per share, which, considering its number (35 000 000) totals € 10.500.000,00;
- c) To the retained earnings account: € 2.278.950,45.

Vila Nova de Gaia, 3th May 2024

The Board of Directors,

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**Proposal for the Point Three of the Agenda for the Ordinary General Meeting of  
TOYOTA CAETANO PORTUGAL, S.A., 27<sup>th</sup> May 2024**

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 2023 financial year, and also by each of its members.

Vila Nova de Gaia, 3<sup>th</sup> May 2024

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

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## **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 2023 financial year:**

After analyzing the remuneration report prepared by the Board of Directors of Toyota Caetano Portugal, SA, for the year 2023, 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 2024:**

The current Remuneration Policy was subject to a change proposed by this Committee at the meeting on November 15, 2023, and must now be approved by Shareholders at the next General Meeting.

Considering the current socio-economic framework and activity projections for 2024, it is understood that this policy is appropriate for the 2024 financial year, however, it should be closely monitored, considering not only the uncertainties arising from the current political situation in Ukraine and the Gaza Strip but also the uncertainties associated with the current macroeconomic context.

## **NOMINATIONS, EVALUATIONS AND REMUNERATIONS COMMITTEE**

João António Ferreira de Araújo Sequeira

Rui Manuel Machado de Noronha Mendes

Jorge Manuel Cerqueira Magalhães

## **Proposal regarding Item Five of the Agenda of the Ordinary General Meeting of TOYOTA CAETANO PORTUGAL, SA, of May 27, 2024**

The Nominations, Evaluations and Remuneration Committee of Toyota Caetano Portugal, S.A. proposes:

Add a Plan C to other Bonuses and Benefits, for the purposes of supplementing the pension, under the Salvador Caetano Group Pension Fund, with point IV of the Remuneration Policy now having the following wording:

### **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 members of corporate bodies) 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 receive a supplementary pension paid by the Pension Fund, equivalent to 20% of the last pensionable salary.

**Plan B** – (Defined Contribution): Covers all employees (including members of corporate bodies) hired until November 30, 2023. It consists in the right to receive a supplementary pension paid by the Pension Fund, calculated as follows: The company contributes every year to the Pension Fund with an amount corresponding to 3% of the gross annual salary of each employee covered by this Plan, this value being allocated to the employee. At legal retirement age, the accumulated value of contributions plus the income generated in the meantime, will be transformed into a monthly amount to be paid to the Employee/Member of the corporate body.

**Plan C** – (Defined Contribution): covers all employees (including members of corporate bodies) hired after December 1st. 2023. It consists in the right to receive a supplementary pension paid by the Pension Fund, calculated as follows: the Company contributes every year to the Pension Fund with an amount corresponding to 0.5% of the annual gross salary of each employee covered by this Plan, with this value allocated to the employee. At legal retirement age, the accumulated value of contributions plus the income generated in the meantime will be transformed into a monthly amount to be paid to the Employee/Member of the corporate 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.

In accordance with Point IX of the Remuneration Policy, this amendment is published on the Company's website and must remain available to the public at least while it is in effect, and must also mention the date of the General Meeting at which it was approved, as well such as voting results.

#### NOMINATIONS, EVALUATIONS AND REMUNERATIONS COMMITTEE

João António Ferreira de Araújo Sequeira  
Rui Manuel Machado de Noronha Mendes  
Jorge Manuel Cerqueira Magalhães