

ARTICLES OF ASSOCIATION TOYOTA CAETANO PORTUGAL

CHAPTER 1

NAME, REGISTERED OFFICE, OBJECTIVES, ESTABLISHMENT OF BRANCHES, AGENCIES, DELEGATIONS OR OTHER LOCAL FORMS OF REPRESENTATION AND TERMS OF THE COMPANY

ARTICLE 1

(denomination and Head Office)

1. The Company adopts the name of TOYOTA CAETANO PORTUGAL, S.A., with Head Office located at Avenida Vasco da Gama, 1410,Oliveira do Douro, Vila Nova de Gaia.
2. By decision taken at the Board of Directors Meeting, the Head Office of the Company may be changed within the existing council or to a neighbouring one.

ARTICLE 2

Objectives of the Company

The objectives of the Company comprise the import, manufacture and commercialization of automotive vehicles and respective spare parts and accessories and yet the import and commercialization of industrial vehicles and corresponding spare parts and accessories as well as the establishment and operationality of training and development projects,of human resources as well as the management of own properties including their renting.

2. By decision taken at the Board of Directors Meeting, the Company may acquire capital sharing in non limited companies or other companies with different objectives than this one , or in companies ruled by special laws and in complementary groups of companies.

ARTICLE 3

(period)

The Company shall exist for an indefinite period.

CHAPTER II **Equity, shares and debentures**

ARTICLE 4 **Equity and shares**

1. The Equity of the Company, fully subscribed and fully paid-out is of 35.000.000€, represented by 35.000.000 shares with the nominal value of 1€ each one.
2. The share capital of the Company may be increased once or more times, according to the resolution made at the General Shareholders Meeting after the required procedures have been followed, either by capitalisation of reserves, namely the reserves resulting from revaluation of assets, or by issue of new shares to be subscribed and paid-in. In such case, the shareholders shall have the preferential right to subscribe to such new shares in proportion to its shareholdings.
3. The shares may be titleholder or contractual shares, nominative or bearer shares, being reciprocally convertible.
4. In the event of being titleholders shares , it may exist Bonds of one, five, ten , fifty, hundred, five hundred, thousand, ten thousand, hundred thousand, five hundred thousand, million, ten million, and thirty five million shares.
5. The Bonds shall be signed by two Directors, and both signatures can be stamped , duly authorised by them, or by an equal number of Company representatives duly appointed to this end.
6. To each group of 100 shares it correspond one vote
7. In accordance to law and by deliberation of General Meeting of Shareholders, the Company may acquire its own shares.

ARTICLE 5
(Debentures)

1. According to the resolution made at the *General Shareholders Meeting* the Company may issue debentures which cannot be converted into shares since and according to the resolution made at the *General Shareholders Meeting*
2. According to law the Company may acquire its own debentures.

CHAPTER III

**General Meeting of Shareholders, Management structure, auditing of the Company and
Secretary of the Company**

Section I - General Meeting of Shareholders

ARTICLE 6
(Composition of the General Meeting of Shareholders)

1. The *General Shareholders Meeting* shall be composed by the shareholders having the right to vote.
2. The holder of the debenture and the shareholders having no right to vote shall not be allowed to attend the *General Shareholders Meeting*.

ARTICLE 7
(General Shareholders Meeting)

1. The *General Meeting of Shareholders* is composed by a Chairman, a Vice-Chairman and two secretaries, shareholders or not, elected by the *General Meeting of Shareholders* for a period of four years, being renewable.

2. The *General Shareholders Meeting* shall be called and convened according to law and the foreign shareholder shall be called through a written notice for calling the Meeting which shall be directly sent through registered letter to his address as recorded at the Company.

ARTICLE 8
(Vote by correspondence)

The right to vote may be made by correspondence, in which case it must be processed as follows:

1. The declarations of vote by correspondence must be addressed to the Head Office of the Company, by registered mail with return receipt and addressed to the Chairman of the *General Meeting of Shareholders*, with, at least, five working days before the date of the *General Meeting of Shareholders* takes place.

2. The registered mail with the declarations of vote shall only be opened by the Chairman of the *General Meeting of Shareholders*, in presence of the remaining members when the *General Meeting of Shareholders* is held and only at the time of voting;

3. The declaration of vote should be signed by the legal holder of the shares or by its legal representative, and in case the shareholder being an individual, he must attach to the declaration a copy of his Identity Card duly legalized and in case of a corporation the signature must be recognized in the quality and with powers to the act;

4. It shall only be considered as valid the declarations of vote containing:

a) The mention to the *General Meeting of Shareholders* and the item or items concerned of the respective Agenda;

b) The concrete proposal to which it is destined, indicating the proponent(s) of same, being however allowed to a shareholder who sends the declaration of vote regarding a certain proposal, to declare that he votes against all other proposals for same item of the Agenda, without other specifications;

c) The exact and unconditional indication of the voting sense for each proposal, as well as if it is maintained in case the proposal is altered by its proponent, the shareholder being allowed to limit

the voting sense to certain proposal to the approval or refusal of another, under the same item of the Agenda;

5. It is understood that the Shareholders who send their voting declarations by correspondence, are voting negatively to all proposals presented ulterior to the vote issue.

ARTICLE 9

Duties of the General Meeting of Shareholders

1. The duties of the General Meeting of Shareholders are in accordance to law and to the present Articles of Association.

2. The following decisions of the General Meeting of Shareholders shall only be valid when voted by the shareholders with shares representing at least seventy five percent of the equity:

- a) Alteration of these Articles of Association;
- b) Incorporation of reserves into the capital, namely reserves resulting from revaluation of assets;
- c) Transfer, lease or discontinuance of the exploitation of all or of an important part of the Company's business, and succession to or acceptance of consignment of business of a third party;
- d) Reduction or increase of the capital;
- e) Distribution of profits and set-up of the dividends percentage as well as any eventual distribution of free reserves;
- f) Issue of debentures;
- g) Election or dismissal of members of the Board of the General Meeting, the Board of Directors and of Fiscal Council.
- h) Election or dismissal of members of Remunerations Committee.
- i) Merger, cession or dissolution of the Company as well as the appointment of liquidators;

j) Acquisition, disposal, transfer, lease, cession and operation of important fixed assets

3. If to decide about the matters referred in the previous item, the majority of the shareholders then required being not present, then the General Meeting of Shareholders to decide about same matters, shall convene a second Meeting fifteen(15) days later, being required that the resolution concerned is voted by a majority of seventy five percent of votes of present or represented shareholders

SECTION II - MANAGEMENT AND COMPANY AUDITING
ARTICLE 10
(Management and Company auditing structure)

The Management and Auditing structure is composed by the Board of Directors and the Fiscal Council.

Subsection I - Company Management

ARTICLE 11

(Board of Directors)

1. The Company Management shall be exercised by the Board of Directors composed by seven (7) members, shareholders or not, elected by the General Meeting of Shareholders, for a period of four years, being allowed its reelection.

The General Shareholders Meeting shall also elect two (2) Substitute Directors.

2. The Board of Directors shall elect the Chairman, as well as the Vice-Chairman. The Chairman having quality vote.

3. A minority of shareholders representing at least 10% of the equity having voted against the list of directors that has been elected, is entitled to appoint one director.

4. The Director to be appointed according to previous item:

a) Shall be elected, at the same General Meeting of Shareholders, by the shareholders who voted against the proposal approved during the Directors election.

b) He will replace the less voted member of the approved list or, in case of equal number of votes, the member situated in last place .

ARTICLE 12
(Board of Directors Duties)

The Board of Directors has powers to exercise managerial functions, to represent actively or passively the Company in or out of Court, and to execute all necessary business to achieve its objective and in particular:

a) Not being necessary the shareholders deliberation, the Board of Directors may establish branches, agencies, delegations or other local forms of representation, either in Portugal or abroad.

b) To set up, acquire, keep, transfer or close premises, plants laboratories, workshops, depots or warehouses;

c) To acquire, dispose of or encumber in any form its own shares or debentures, according to the General Shareholder's Meeting deliberation, to acquire, dispose of or encumber in any way any own estate and to acquire any real estate and, subject to prior opinion of the Fiscal Council, enter into contract for disposal or encumber through mortgage or any other charge of real estate;

d) To negotiate with any financial institutions, especially banks, any and all financing operations as deemed necessary, namely to obtain loans under such terms, conditions and form as are deemed appropriate;

e) To make movements in banking accounts, to deposit and draw out money, and to issue, endorse, accept drafts, bills of exchange, cheques, invoices and any other securities;

f) To make any statement in Court that come to represent the Company can be charged in any suits as well as waiver in any suits brought to the Court by the Company and to accept judicial composition or enter into arbitration commitments.

g) To appoint the Company's Delegates;

h) To perform any other tasks provided for in these Articles of Association and law

ARTICLE 13
(Board of Directors Meetings)

1. The Board of Directors Meetings shall be held, at least, once every three months.
2. The Board of Directors Meetings shall be convoked by the Chairman of the Board or by other Directors, by a written notice at least seven (7) consecutive days prior to the proposed Meeting unless all members are present at the Meeting or dispense the receipt of the notice.
3. Any Director may be represented in the Board of Directors Meetings by another Director, through a representing letter addressed to the Chairman, and which may only be used once for that meeting.
4. The Board of Directors may make decisions when five (5) or more of its members are presented or represented. Any decision of the Board of Directors shall be made by a majority of votes cast by its members who are present or represented.
5. The Chairman of the Board of Directors shall have a casting vote.

When the Chairman of the Board of Directors has been represented, the Director in question shall hold the privileges referred to in this Article.

6. The decisions taken about the matters below mentioned shall only be valid when taken in the Board of Directors Meeting with an unanimous vote of the seven members who compose it.
 - a) The investments in a third entity or granting of loans to third parties, the amount of which exceeds 2.500.000 Euros, through a sole transaction or various transactions;
 - b) Starting of a new business or closing of existing business.

c) Acquire capital sharing in non limited companies or other companies with different objectives than this one , or in companies ruled by special laws and in complementary groups of companies.

ARTICLE 14
Delegation of powers

The Board of Directors may:

- a) Delegate some of its powers or functions to one or more of its members, if deemed appropriate.
- b) Confer mandates, with or without subestablishment, to any other person to exercise certain power.

ARTICLE 15
Responsibility of the Company

1. To bind the Company, the joint signatures are required as follows:

- a) By two (2) members of the Board of Directors;
- b) By one (1) member of the Board of Directors and one (1) delegate
- c) By two (2) delegates having the power for the specified purpose.
- d) By one member of the Board of Directors or a Delegate having the power to that specific purpose.

2. With respect to the matters of general nature, the Company shall be bound by the signature of any member of the Board of Directors or by one (1) delegate having the relevant power.

ARTICLE 16

(Directors security)

1. Before each Director takes the office of a Director of the Company, a security of at least 250.000 Euros shall be provided to guarantee any possible responsibilities which may arise in the exercise of its duties vis-à-vis the Company.
2. The security shall be lended, by any legal manner, during the thirty (30) days subsequently to the election and remaining until the end of the calendar year after the termination, by any reason, of the respective assignment.

ARTICLE 17

(Absence to Board of Directors Meetings)

1. It shall be declared definitive absence to the Director who, during a calendar year misses to more than six meetings, continued or interpolated, without acceptable justification by the Board of Directors
2. The definitive absence of the Directors must be declared by the Board of Directors, on which case it must be proceeded to the respective substitution, under the following terms:
 - a) By the calling of the substitutes effected by the Chairman being respected the order as mentioned in the listing submitted to the General Meeting;
 - b) In the case of existing no substitute Member, by cooptation, to be effected within sixty days from the date of the definitive absence onwards, exception made if the Directors are not in sufficient number to perform their duties in the Board Directory.
 - c) In case of no cooptation, the substitute shall be appointed by the Fiscal Council;
 - d) By the election of a new Board of Directors Member.

Subsection II - Auditing

ARTICLE 18
(Fiscal Council)

1. The auditing of the Company shall be made by a Fiscal Council and one Statutory Auditor or Society of Statutory Auditors that are not members of the Fiscal Council elected by the General Meeting of Shareholders for the period of four years, being renewable.
2. The Fiscal Council shall be composed by three effective members and one substitute.
3. The General Meeting of Shareholders that shall elect the members of the Fiscal Council, shall also elect its President

ARTICLE 19
(Fiscal Council Meetings)

1. The Fiscal Council shall held Ordinary Meetings, in accordance to law and extraordinary whenever convoked by its President, by the majority of their members or by the Board of Directors.
2. The decisions of the Fiscal Council shall be taken by the majority, and the members that are not in accordance with them, shall register in a Minute the respective reasons.
3. In the event of a parity of votes, the President has a quality vote.

ARTICLE 20
(Security of the members of the Fiscal Council)

1. Each member of the Fiscal Council shall obligatorily give a security on his responsibility in the amount of 250.000 Euro.

2. The security shall be lended, by any legal manner, during the thirty (30) days subsequently to the election and remaining until the end of one calendar year after the termination, by any reason, of the respective assignment.

Subsection III - Secretary of the Company

ARTICLE 21 Secretary of the Company

1. The Board of Directors shall appoint the Secretary of the Company and one substitute.
2. The Secretary of the Company shall exerce the functions according to law by the period corresponding to the terms of the mandate of the Board of Directors that appointed him, being renewable.

CHAPTER IV

Annual Accounts, Profits allocation and antecipated profits,

ARTICLE 22 (Annual Accounts)

The Annual Accounts coincide with the term of the calendar year.

ARTICLE 23 (Profits allocation)

The net profits obtained by the annual accounting shall be distributed as the *General Shareholders Meeting* may decide, after deducting the amounts which are required by laws to be destined to legal reserve.

ARTICLE 24
(Interim Dividends)

During the exercise the payment of interim dividends is allowed since according to the Law.

CHAPTER V
Final Notes

ARTICLE 25
(Minutes of the Governing Bodies Meetings)

1. It shall be elaborated Minutes of the Board of Directors Meetings and of the Fiscal Council, which shall be signed by all members present and by the Secretary of the Company, where are registered all decisions taken and the negative declarations of vote.
2. The Minutes of the *General Meeting* of Shareholders shall be signed by their Chairman and by the remaining members of the Board as well as by the Secretary of the Company.

ARTICLE 26
(Remuneration of the Members of the Governing Bodies)

The remunerations of the Members of the *Governing Bodies* shall be fixed by a Committee elected every four years by the *General Meeting* of Shareholders and shall be composed by three (3) Members.

ARTICLE 27
(Dissolution and liquidation of the Company)

The Company is dissolved under the cases and terms forecasted by law, exception made to otherwise decided by the *General Meeting* of Shareholders, and it shall be extrajudicial

liquidators, the current members of the Board of Directors at the date when the dissolution is taken.