

(Reference Translation)

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1. Reason for Filing

Toyota Motor Corporation (“TMC”) is filing this Extraordinary Report pursuant to Article 24-5, Paragraph 4 of the Financial Instruments and Exchange Law and Article 19, Paragraph 2, Item 9-2 of the Cabinet Office Ordinance relating to the Disclosure of Corporate Affairs, Etc. to report the approval of resolutions at the 115th Ordinary General Shareholders’ Meeting (the “General Shareholders’ Meeting”) of TMC.

2. Description of Report

(1) Date on which the General Shareholders’ Meeting was held:

June 13, 2019

(2) Details of the proposed resolutions voted on at the General Shareholders’ Meeting:

Proposed Resolution 1: Election of 9 Members of the Board of Directors

It was proposed that the following 9 persons be elected as Members of the Board of Directors:

Takeshi Uchiyamada, Shigeru Hayakawa, Akio Toyoda, Koji Kobayashi, Didier Leroy, Shigeki Terashi, Ikuro Sugawara, Sir Philip Craven and Teiko Kudo.

Proposed Resolution 2: Election of 4 Audit & Supervisory Board Members

It was proposed that the following 4 persons be elected as Audit & Supervisory Board Members:

Haruhiko Kato, Katsuyuki Ogura, Yoko Wake, and Hiroshi Ozu.

Proposed Resolution 3: Election of 1 Substitute Audit & Supervisory Board Member

It was proposed that Ryuji Sakai be elected as a substitute Audit & Supervisory Board Member.

Proposed Resolution 4: Determination of Compensation for Granting Restricted Shares to Members of the Board of Directors (excluding Outside Members of the Board of Directors) and Revision of the Amount of Compensation Payable to Members of the Board of Directors

It was proposed that, with regard to the compensation payable to Members of the Board of Directors (excluding compensation payable to Members of the Board of Directors as officers or employees, for those who serve concurrently as officers or employees), the maximum Cash Compensation of 4.0 billion yen per year (of which, the maximum amount payable to Outside Members of the Board of Directors is 0.3 billion yen per year) be reduced to a maximum of 3.0 billion yen per year (of which, the maximum amount payable to Outside Members of the Board of Directors is 0.3 billion yen per year), and the new

compensation for granting restricted shares to Members of the Board of Directors (excluding Outside Members of the Board of Directors) be set at a maximum of 4.0 billion yen per year.

- (3) Number of “affirmative votes,” “negative votes” or “abstentions” in respect of the resolutions described above, requirements for the approval of such resolutions and results of voting:

(Proposed by TMC)

Resolutions	Number of affirmative votes	Number of negative votes	Number of abstentions	Number of voting rights held by shareholders present at the meeting	Results of voting	
					Ratio of affirmative votes (%)	Approved/ Disapproved
Proposed Resolution 1						
Takeshi Uchiyamada	22,542,713	1,219,035	73,155	24,217,414	93.08	Approved
Shigeru Hayakawa	23,517,850	290,334	26,727	24,217,422	97.11	Approved
Akio Toyoda	23,601,742	196,772	36,399	24,217,424	97.45	Approved
Koji Kobayashi	23,486,580	321,597	26,734	24,217,422	96.98	Approved
Didier Leroy	23,517,126	291,078	26,707	24,217,422	97.10	Approved
Shigeki Terashi	23,518,528	289,604	26,779	24,217,422	97.11	Approved
Ikuro Sugawara	23,809,978	20,812	4,127	24,217,428	98.31	Approved
Sir Philip Craven	23,470,142	343,191	21,577	24,217,421	96.91	Approved
Teiko Kudo	23,291,475	521,746	21,691	24,217,423	96.17	Approved
Proposed Resolution 2						
Haruhiko Kato	22,943,806	874,291	16,719	24,217,411	94.74	Approved
Katsuyuki Ogura	22,936,762	881,187	16,868	24,217,412	94.71	Approved
Yoko Wake	23,816,034	17,630	1,171	24,217,430	98.34	Approved
Hiroshi Ozu	23,817,420	16,167	1,248	24,217,430	98.34	Approved
Proposed Resolution 3	21,300,644	2,533,298	983	24,217,429	87.95	Approved
Proposed Resolution 4	23,553,203	280,305	1,449	24,217,427	97.25	Approved

- Note: 1. “Number of affirmative votes”, “Number of negative votes” and “Number of abstentions” include the aggregate affirmative votes, negative votes and abstentions, respectively, exercised in writing or by means of electronic transmission as well as affirmative votes and negative votes, respectively, exercised by shareholders present at the General Shareholders’ Meeting.
2. “Number of voting rights held by shareholders present at the meeting” is the aggregate number of voting rights exercised in writing or by means of electronic transmission and the number of voting rights held by all shareholders present at the General Shareholders’ Meeting.
3. The requirements for approval of each resolution are as follows:
For Proposed Resolutions 1, 2 and 3, a majority vote of the shareholders present at the General Shareholders’ Meeting who hold shares representing in aggregate not less than one-third (1/3) of the voting rights of all shareholders who are entitled to vote.
For Proposed Resolution 4, a majority vote of the shareholders present at the General Shareholders’ Meeting.
In addition, each number of voting rights held by shareholders present at the meeting includes the number of voting rights exercised in writing or by means of electronic transmission.

- (4) Reasons for not including certain voting rights held by shareholders present at the meeting in the number of voting rights:

The aggregate number of voting rights exercised prior to the General Shareholders' Meeting and the voting rights which were confirmed by certain shareholders present at the General Shareholders' Meeting to represent approval or disapproval of each of the proposed resolutions were sufficient to meet the requirements to approve all of the proposed resolutions. Accordingly, voting rights which were held by the shareholders present at the General Shareholders' Meeting but for which approval or disapproval of each proposed resolution could not be confirmed were not counted.