The 119th Ordinary General Shareholders’ Meeting

Notice of Convocation

Date and time: 10:00 a.m., Wednesday, June 14, 2023
Venue: Toyota Head Office, 1, Toyota-cho, Toyota City, Aichi Prefecture

Resolutions:
TMC Proposals
- Proposed Resolution 1: Election of 10 Members of the Board of Directors
- Proposed Resolution 2: Election of 4 Audit & Supervisory Board Members
- Proposed Resolution 3: Election of 1 Substitute Audit & Supervisory Board Member

Shareholder Proposal
- Proposed Resolution 4: Partial Amendments to the Articles of Incorporation (Annual review and report on impact on TMC caused by climate-related lobbying activities and the alignment with the goals of the Paris Agreement)

Picture from the award-winning entries of the 16th Dream Car Art Contest

TOYOTA MOTOR CORPORATION
(Securities Code 7203)
We would like to thank our shareholders for their continued understanding and support.

The new management team, under the theme of “inheritance and evolution,” will focus on managing as a team and doing our utmost to further advance product-centered and region-centered management. We will do so by building on the foundation laid by Chairman Toyoda, and take on the challenge of transforming ourselves into a mobility company.

We will continue to create ever-better cars that are safe, reliable, and fun to drive, while keeping in mind our carmaker origins. This is part of Toyota’s unwavering axis of product-centered management. On that basis, we are also building a new core of the Toyota Mobility Concept. Under this vision, which seeks to create a future mobility society, we will change the future of cars based on the two pillars of carbon neutrality and expanding the value of mobility. These are key ideas for our new management team.

One of our goals is to achieve carbon neutrality by 2050, aiming to reduce average CO2 emissions for vehicles we sell worldwide by 50% or more by 2035 compared to 2019. Taking into account local conditions, we will harness the variety of electric vehicle options we have, including battery electric vehicles (BEVs), to steadily promote global decarbonization. We believe that it is our mission as Toyota, a company that offers a full global lineup, to pursue mobility, including electrification, by being attentive to diversifying customer needs around the world.

Under the slogan “Let’s change the future of cars,” we will work as a team to accelerate our initiatives for the future. We will not do it alone, but with the cooperation of our 370,000 Toyota colleagues around the world, our suppliers, and our dealers, who share this passion, as well as with the one million shareholders who support Toyota. We look forward to your warm support.

Looking back on my 13 years as President, there has not been a single year of peace and quiet. I became President immediately after the company fell into the red. Following that, our company faced a series of difficulties such as the global recall crisis, the Great East Japan Earthquake, and the COVID-19 pandemic. I have repeated the messages “Let’s make ever-better cars,” “Let’s aim to be best-in-town, rather than being the best in the world,” and “Let’s work for the sake of others,” and spent my days engaging in a fight to bring back what makes us Toyota. Our products, above all else, are the tangible manifestation of the ways Toyota has changed.

What we have created together over the past 13 years is the capacity to provide a full global lineup. The synergy between the three pillars of TNGA, our in-house company system, and our region-centered structure means we have people focused on fulfilling the world’s needs regardless of the genre of vehicle.

A solid foundation has been built for passing the baton forward. That is my honest feeling right now. It was a lonely struggle at first, but now things are different. I have like-minded colleagues to whom I can pass the baton. The members of this new team captained by President Sato are carmakers who learned firsthand the importance of challenge and failure as they worked together with me at the genba to “make ever-better cars.” No matter how the products we make or services we provide may change, I believe that there is a future that only carmakers can create, and I hope that you will look forward to the future this next generation of carmakers will bring. We appreciate your ongoing support.
Toyoda Principles

Five Main Principles of Founder
Sakichi Toyoda

- Always be faithful to your duties, thereby contributing to the company and to the overall good.
- Always be studious and creative, striving to stay ahead of the times.
- Always be practical and avoid frivolousness.
- Always strive to build a homelike atmosphere at work that is warm and friendly.
- Always have respect for spiritual matters, and remember to be grateful at all times.

Toyota Philosophy

Signpost in transition to a mobility company

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To All Shareholders:

Akio Toyoda
Chairman of the Board of Directors
TOYOTA MOTOR CORPORATION
1, Toyota-cho, Toyota City, Aichi Prefecture

Notice of Convocation of the 119th Ordinary General Shareholders’ Meeting

(Unless otherwise stated, all financial information has been prepared in accordance with accounting principles generally accepted in Japan)

Dear Shareholder,

Please refer to the below for information about the upcoming 119th Ordinary General Shareholders’ Meeting (the “General Shareholders’ Meeting”) of Toyota Motor Corporation (“TMC”).

If you are unable to attend the meeting, you may exercise your voting rights via the Internet or by paper ballot. We kindly ask you to review the Reference Documents for the General Shareholders’ Meeting below and exercise your voting rights by no later than 5:30 p.m. on Tuesday, June 13, 2023 (Japan Time). Thank you very much for your cooperation.

1. Date and time: 10:00 a.m., Wednesday, June 14, 2023
2. Venue: Toyota Head Office, 1, Toyota-cho, Toyota City, Aichi Prefecture

This year we have an additional venue, Sky Hall Toyota.

3. Meeting Agenda:

Reports:
Reports on business review, consolidated and unconsolidated financial statements for FY2023 (April 1, 2022 through March 31, 2023) and report by the Accounting Auditor and the Audit & Supervisory Board on the audit results of the consolidated financial statements for FY2023.

Resolutions:

TMC Proposals  Proposed Resolution 1: Election of 10 Members of the Board of Directors
Proposed Resolution 2: Election of 4 Audit & Supervisory Board Members
Proposed Resolution 3: Election of 1 Substitute Audit & Supervisory Board Member

Shareholder Proposal  Proposed Resolution 4: Partial Amendments to the Articles of Incorporation (Annual review and report on impact on TMC caused by climate-related lobbying activities and the alignment with the goals of the Paris Agreement)

This document has been translated from the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail. The Company assumes no responsibility for this translation or for direct, indirect or any other forms of damages arising from the translation.
In convening this General Shareholders’ Meeting, TMC has taken measures to electronically provide the information, and its electronic provision is posted on the following website:
[TMC website]

In addition to the above, the information is posted on the following website:
[Tokyo Stock Exchange website]
https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show
Access the TSE website above, search “TOYOTA MOTOR CORPORATION” or our securities code “7203,” select “Basic information” and go to “Documents for public inspection/PR information.”

Other Information Concerning the Notice of Convocation
- At this General Shareholders’ Meeting, related reference materials are delivered to shareholders in writing as same as before, regardless of whether a request for delivery has been made.
- Any revisions to matters subject to electronic provision will be posted on the websites above.

Guidance on Exercise of Voting Rights

By attending the meeting
- Date and time of the meeting: 10:00 a.m., June 14, 2023 (Japan Time)
- Via the Internet
- Deadline for exercise: Enter your vote by no later than 5:30 p.m. on June 13, 2023 (Japan Time).

By postal mail
- Deadline for exercise: Your ballot must reach us by post no later than 5:30 p.m. on June 13, 2023 (Japan Time).

(1) Points to note when attending the meeting
- If you attend the meeting in person, please submit the enclosed ballot at the reception desk. You are also kindly requested to bring this Notice of Convocation as meeting materials when you attend.
- Please be advised in advance that you may be guided to an alternative venue if the main venue becomes fully occupied.
- Only our shareholders are allowed to enter the venue. Persons who are attending as proxies of shareholders need to be themselves shareholders. Shareholders who concurrently exercise the voting rights of other shareholders are kindly requested to submit their ballots as shareholders in addition to their ballots for voting as proxies together with documents certifying their status as proxies.

(2) Split voting
- If you intend to engage in split voting, please notify us of that effect and state the reasons for the split voting at least three days prior to the General Shareholders’ Meeting.

(3) Exercise of voting rights
- If you exercise your voting rights both by paper ballot and via the Internet, only the vote via the Internet will be deemed valid. If you exercise your voting rights several times via the Internet, only the last vote will be deemed valid.
- If you do not indicate your approval or disapproval of any of the proposed resolutions on the ballot returned to us, we will treat TMC proposals as approved and the shareholder proposal as disapproved.

(4) Other information
- For shareholders who require sign-language interpretation: Please consult with the staff at the reception desk at the venue.
Reference Documents

Proposed resolutions and reference matters

Proposed Resolution 1: Election of 10 Members of the Board of Directors

The Members of the Board of Directors are selected based on comprehensive consideration of their responsibilities to ensure TMC’s sustainable growth and to enhance its corporate value over the medium to long term.

TMC believes that it is critical to appoint individuals who practice “product-centered and region-centered management” and contribute to decision-making aimed at sustainable growth into the future according to the concept of the “Toyoda Principles”¹, which set forth our founding philosophy. Moreover, these individuals should be able to play a significant role in transforming TMC into a mobility company through responding to electrification, intelligence, and diversification based on trust and friendship and internal two-way interactive teamwork, while working towards the solution of climate change and other social challenges. For outside members of our Board of Directors, TMC expects them to draw on their broad experience and insight in advancing our business from an independent standpoint.

The knowledge, experience, and abilities, etc. of the Members of the Board of Directors are listed in a skills matrix², and TMC’s Board of Directors is to consist of persons with a balance of abilities and diversity in order to make important business decisions and supervise management appropriately.

TMC’s Executive Appointment Meeting, of which more than half the members are outside members of the Board of Directors, makes recommendations to the Board of Directors regarding the appointment of Members of the Board of Directors.

The tenure of the office of all 9 members of the current Board of Directors will expire upon the conclusion of this General Shareholders’ Meeting. Accordingly, we hereby request the appointment of 10 Members of the Board of Directors. The candidates for the positions are as follows.

1. Please see the “Toyoda Principles” on page 3.
2. Please refer to the skills matrix shown on pages 27 and 28.

Highlights on Corporate Governance* (Numbers in black are numbers of people in each category)

<table>
<thead>
<tr>
<th>Tenure</th>
<th>Age</th>
<th>Independence ratio</th>
<th>Diversity</th>
</tr>
</thead>
<tbody>
<tr>
<td>10+ years</td>
<td>67</td>
<td>Outside 40%</td>
<td>Male 66.7%</td>
</tr>
<tr>
<td>5-9 years</td>
<td>62</td>
<td>Outside 30%</td>
<td>Male 66.7%</td>
</tr>
<tr>
<td>0-4 years</td>
<td>60</td>
<td>Outside 40%</td>
<td>Male 66.7%</td>
</tr>
</tbody>
</table>

Candidate List for Directors

<table>
<thead>
<tr>
<th>No.</th>
<th>Name</th>
<th>Gender</th>
<th>Age</th>
<th>Tenure as Director</th>
<th>Outside/Independent Member</th>
<th>Position / responsibilities at TMC</th>
<th>Number of BoD Meetings attended</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Akio Toyoda</td>
<td>Male</td>
<td>67</td>
<td>23</td>
<td>Outside/Independent Member</td>
<td>Chairman of BoD</td>
<td>100% (18/18)</td>
</tr>
<tr>
<td>2</td>
<td>Shigeru Hayakawa</td>
<td>Male</td>
<td>69</td>
<td>8</td>
<td>Outside/Independent Member</td>
<td>Chairman</td>
<td>100% (18/18)</td>
</tr>
<tr>
<td>3</td>
<td>Koji Sato</td>
<td>Male</td>
<td>53</td>
<td>–</td>
<td>Outside/Independent Member</td>
<td>Chief Executive Officer</td>
<td>–</td>
</tr>
<tr>
<td>4</td>
<td>Hiroki Nakajima</td>
<td>Male</td>
<td>61</td>
<td>–</td>
<td>Outside/Independent Member</td>
<td>Chief Technology Officer</td>
<td>–</td>
</tr>
<tr>
<td>5</td>
<td>Yoichi Miyazaki</td>
<td>Male</td>
<td>59</td>
<td>–</td>
<td>Outside/Independent Member</td>
<td>Member</td>
<td>–</td>
</tr>
<tr>
<td>6</td>
<td>Simon Humphries</td>
<td>Male</td>
<td>56</td>
<td>–</td>
<td>Outside/Independent Member</td>
<td>Chief Branding Officer</td>
<td>–</td>
</tr>
<tr>
<td>7</td>
<td>Ikuro Sugawara</td>
<td>Male</td>
<td>66</td>
<td>5</td>
<td>Outside (Scheduled)</td>
<td>Member</td>
<td>100% (18/18)</td>
</tr>
<tr>
<td>8</td>
<td>Sir Philip Craven</td>
<td>Male</td>
<td>72</td>
<td>5</td>
<td>Outside (Scheduled)</td>
<td>Member</td>
<td>100% (18/18)</td>
</tr>
<tr>
<td>9</td>
<td>Masahiko Oshima</td>
<td>Male</td>
<td>62</td>
<td>–</td>
<td>Outside (Scheduled)</td>
<td>Member (Scheduled)</td>
<td>–</td>
</tr>
<tr>
<td>10</td>
<td>Emi Osono</td>
<td>Female</td>
<td>57</td>
<td>–</td>
<td>Outside (Scheduled)</td>
<td>Member (Scheduled)</td>
<td>–</td>
</tr>
</tbody>
</table>

* Corporate Governance Highlights show the numbers when this proposal is approved.

Describes the status of attendance at the Board of Directors for the year ended March 31, 2023.
Process for Appointing the President

Mr. Koji Sato took office as the President of TMC in April 2023. To ensure a thorough selection process, Mr. Akio Toyoda, who was the President and Chief Executive Officer at the time, took it upon himself to create opportunities to develop talent that can pass on the philosophy, skills, and behavior of TMC. Outside members of the Board of Directors, who comprise a majority of the Executive Appointment Meeting, also participated in the evaluation process, through creating opportunities to meet directly with potential candidates and other means.

TMC's Board of Directors decided whom to appoint as President after several individual interviews with candidates and extensive deliberation by the Executive Appointment Meeting.

Position and areas of responsibility

Chairman of the Board of Directors

<Recent contribution>

Mr. Akio Toyoda has been executing operations as President by utilizing his broad and rich experience and insights to lead internal and external activities toward the realization of a mobility society.

In particular, he promotes the development of technologies to expand future options for achieving carbon neutrality and building a more sustainable society. In addition to racing tracks in Japan, those in Thailand and Belgium were the field for globally showcasing the potential of hydrogen engine-powered vehicles. He makes cross-industry efforts to produce, transport, and use energy. Collaboration with Charoen Pokphand Group in Thailand is one example of his accelerated initiatives in Asia.

In product development, he drastically transformed the Crown and Prius lineup while maintaining the brand concepts, harnessing the Toyota New Global Architecture (TNGA). He engaged in developing the GR Corolla as a master driver and showed how agile and speedy development could be. In addition, under the nickname Morizo, he has long leveraged motorsports to “make ever-better cars” and “create fans.” During the 2022 Rally Japan (the final round of the World Rally Championship) held in Akita and Gifu, he greatly contributed to increasing auto fans and revitalizing the region.

Outside TMC, as Chairman of JAMA, and Chair of the Committee on Mobility of the Nippon Keidanren (Japan Business Federation), he has demonstrated the importance of providing customers with a variety of options for achieving carbon neutrality. He strives to raise awareness through programs to facilitate collaboration between automotive and other industries. He also hosts the “5.5 million colleagues working in the automotive industry” campaign.

His passion ever since becoming President has been to develop next-generation talent. He laid the groundwork for management under the new executive structure.

<Reasons for nomination as a Board of Director candidate>

Mr. Akio Toyoda does not flinch in the face of a difficult business environment. He kept his mind on creating a domestic production system of 3 million units as the foundation of Global Toyota. His other passions include forging alliances with comrades who share visions for the future. His directives have a long-term perspective and promote competitive edge. He will always be one of the first to identify changes in society and powerfully pursue TMC's transformation into a mobility company. We believe that he will continue to contribute to the increase of our corporate value in this way. As such, we hereby nominate him as a candidate to continue as a member of the Board of Directors.

Chairman of the Board of Directors

Brief career summary

Apr. 1984
Joined TMC
- Gained experiences in disparate departments, including production and marketing departments, and promoted the operational reform of dealers based on the Toyota Production System. He also promoted the launch of Gazoo, a website presenting information on vehicles.

Jun. 1999
Member of the Board of Directors of TMC

Jun. 2002
Managing Director of TMC

Jun. 2003
Senior Managing Director of TMC

Jun. 2005
Executive Vice President of TMC

Jun. 2009
President of TMC
- Actively led on the front line during crises such as the consolidated operating deficits resulting from the 2008 financial crisis, the large-scale recall issues in 2010, and the temporary suspension of operations resulting from the Great East Japan Earthquake and a flood in Thailand in 2011.

- Attended CES, a consumer electronics trade fair, in Las Vegas, U.S., in 2018 to unveil “e-Palette,” a multi-purpose commercial battery electric vehicle using autonomous driving technology and declared TMC’s intention to transition to a mobility company.

- After serving as a master driver, he led the “making ever-better cars” initiative as chief officer to check how comfortable the car ride was.

- Sent a message to “5.5 million coworkers in the automotive industry” as Chairman of Japan Automobile Manufacturers Association, Inc. (JAMA) in 2021 and promoted initiatives throughout the entire automotive industry.

Apr. 2023
Chairman of TMC (in present)

Following are the nominees

Candidate No. 1

Reappointed

Akio Toyoda

May 3, 1956 (Age: 67)

Chairman of the Board of Directors

Tenure as Director

23 years

Number of Board of Director meetings attended

18/18 (100%)

Number of TMC shares owned

24,307,799 shares

Important concurrent duties

Chairman of TOYOTA FUJOSAN CO., LTD.

Chairman of Japan Automobile Manufacturers Association, Inc.

Member of the Board of Directors of DENGOS CORPORATION

Representative Director of ROOKIE Racing, Inc.

Chairman of TOYOTA GAZOO Racing World Rally Team

Position and areas of responsibility

<Reasons for nomination as a Board Director candidate>

Mr. Akio Toyoda has been executing operations as President by utilizing his broad and rich experience and insights to lead internal and external activities toward the realization of a mobility society.

In particular, he promotes the development of technologies to expand future options for achieving carbon neutrality and building a more sustainable society. In addition to racing tracks in Japan, those in Thailand and Belgium were the field for globally showcasing the potential of hydrogen engine-powered vehicles. He makes cross-industry efforts to produce, transport, and use energy. Collaboration with Charoen Pokphand Group (CP) in Thailand is one example of his accelerated initiatives in Asia.

In product development, he drastically transformed the Crown and Prius lineup while maintaining the brand concepts, harnessing the Toyota New Global Architecture (TNGA). He engaged in developing the GR Corolla as a master driver and showed how agile and speedy development could be. In addition, under the nickname Morizo, he has long leveraged motorsports to “make ever-better cars” and “create fans.” During the 2022 Rally Japan (the final round of the World Rally Championship) held in Akita and Gifu, he greatly contributed to increasing auto fans and revitalizing the region.

Outside TMC, as Chairman of JAMA, and Chair of the Committee on Mobility of the Nippon Keidanren (Japan Business Federation), he has demonstrated the importance of providing customers with a variety of options for achieving carbon neutrality. He strives to raise awareness through programs to facilitate collaboration between automotive and other industries. He also hosts the “5.5 million colleagues working in the automotive industry” campaign.

His passion ever since becoming President has been to develop next-generation talent. He laid the groundwork for management under the new executive structure.

<Reasons for nomination as a Board of Director candidate>

Mr. Akio Toyoda does not flinch in the face of a difficult business environment. He kept his mind on creating a domestic production system of 3 million units as the foundation of Global Toyota. His other passions include forging alliances with comrades who share visions for the future. His directives have a long-term perspective and promote competitive edge. He will always be one of the first to identify changes in society and powerfully pursue TMC's transformation into a mobility company. We believe that he will continue to contribute to the increase of our corporate value in this way. As such, we hereby nominate him as a candidate to continue as a member of the Board of Directors.
Shigeru Hayakawa

Vice Chairman of the Board of Directors

Tenure as Director: 8 years

Number of Board of Director's meetings attended: 18/18 (100%)

Number of TMC shares owned: 286,383 shares

Important concurrent duties: Representative Director of the National Economic Studies

Position and areas of responsibility

Chief Privacy Officer
Chairman of the Executive Appointment Meeting
Chief Executive Officer

Brief career summary

Apr. 1977 - Joined Toyota Motor Sales Co., Ltd.  
- Gained experience in external & public affairs departments and took charge of negotiations at the forefront of U.S.-Japan trade frictions when residing in New York over two periods, for a total of eight years, until 1999.

Jun. 2007 - Managing Officer of TMC

Sep. 2007 - Toyota Motor North America, Inc. President
- Promoted activities to gain supports in American society when facing a decline in the number of automobiles sold, etc. resulting from the 2008 financial crisis.

Apr. 2012 - Senior Managing Officer of TMC
- Assumed office as the Chief Officer of the External & Public Affairs Group in 2013. Improved communication with customers, local communities, and other stakeholders from a global viewpoint.

Jun. 2015 - Member of the Board of Directors and Senior Managing Officer of TMC

Apr. 2017 - Vice Chairman of TMC (to present)
- Serves as Vice Chairman of the Board of Councilors of Nippon Keidanren (Japan Business Federation), and as Chairman of two committees of the Nippon Keidanren, namely, the Committee on U.S. Affairs and the Committee on Trade and Investment. Also serves as Chairman of the Amicale au Japan pour la Maison de la culture du Japon à Paris, to encourage contributions to the stability and development of international society.

Reasons for nomination as a Board of Director candidate

<Recent contribution>
Mr. Shigeru Hayakawa has been in charge of external & public affairs for many years and has promoted the creation of an environment that encourages worldwide support of TMC’s activities, even in complicated international situations, by leveraging his rich international experience.

In particular, as Vice Chairman of the Board of Councilors of the Nippon Keidanren, he is engaged in lobbying activities to have voices of the automotive industry reflected in policy proposals on carbon neutrality for example and raising awareness.

He also sends out TMC’s messages at meetings on pressing issues such as the Green Transformation (GX) Implementation Council and the Management and Labor Policy. Furthermore, as Chair of the Committee on U.S. Affairs, he works to secure and strengthen communication with influential figures in political and business circles. Representing TMC, he is in frequent contact with key persons in Japan and abroad, building camaraderie through close communication.

The motorsport sector is another area of his strength. As Chairman of the Sport Council, an advisory body to the Japan Sports Agency, he compiled and presented the third basic plan for sports and helped build close networks through sports inside and outside TMC. He also leverages motorsport events to increase TMC’s presence. He drives a variety of vehicles himself, and serves as the hands-on, on-site spokesperson for the concept of “making ever-better cars.”

As Chief Privacy Officer, he is working to strengthen TMC’s privacy governance to achieve world-class company-wide digitization.

<Reasons for nomination as a Board of Director candidate>
Mr. Shigeru Hayakawa promotes privacy governance initiatives while considering geopolitical risks amid a growing sense of uncertainty worldwide. He chairs the Executive Appointment Meeting and the Executive Compensation Meeting. We believe that he will continue to contribute to the increase in our corporate value. As such, we hereby nominate him as a candidate to continue as a member of the Board of Directors.

Koji Sato

Chairman of the Executive Appointment Meeting
Chairman of the Executive Compensation Meeting
Chief Executive Officer

Brief career summary

Apr. 1992 - Joined TMC
- Belonged to the Chassis Engineering Department, in charge of product planning mainly of the Camry and Lexus GS.
- In 2011, Lexus GS received negative feedback. This led him to revisit the nature of the Lexus brand. As the Chief Engineer of the Lexus LC in 2016, he and his team took on the challenge in car design of achieving the technically impossible. He reinvented Lexus as a brand that ‘people who know authenticity choose at the end of the day’ and contributed to raising its brand value.

Apr. 2017 - Executive General Manager of TMC
Jan. 2020 - Operating Officer of TMC
- As the President of Lexus International Co., he envisioned its electrification efforts named LEXUS ELECTRIFIED. Launched the NX in 2021 and drove development of the lineup, transforming Lexus into a forerunner of electrification.
- As the President of GAZOO Racing Company, he aggressively pushed for the introduction of cars to be deployed into races with cutting-edge technologies and still under development. He used agile development as the method to perfect cars, having drivers and their cars endure thorough trials and tests. He has been involved in the development of the GR Yaris and hydrogen engine-powered Corolla. He lives the spirit of “making ever-better cars through motorsports.”

Jan. 2021 - Operating Officer of TMC (current system)
Apr. 2023 - Operating Officer and President of TMC (to present)

Position and areas of responsibility

Chief Executive Officer

<Recent contribution>
Mr. Koji Sato’s directives are always in sync with the field. He works as a team with comrades sharing his will and passion. Taking on challenges aiming at the future, he brings attractive cars to market through powerful “product-centered management”.

At GAZOO Racing Company, he made GAZOO’s hydrogen engine-powered vehicles a familiar presence in the Super Takumi Series with his passion to pave the way for the future. He tested the limit of cars to early identify issues and took agile measures in time for the next race. This process and agile development enabled hydrogen engine technology to evolve at an astonishing speed to a level where it can be put to practical use. To facilitate the market of hydrogen and other carbon-neutral fuels, it is necessary to expand options for producing, transporting, and using them. He tackles this issue by working to build coalitions in and outside the industry.

At Lexus International Co., he brought his own experience of engaging in vehicle development into full play to develop and refine basic vehicle performance. This enabled him to lead the way in raising the overall performance of Lexus. As a result, he led product development of the car lineup which coincides with a consistent brand value, and also improved the brand value by providing new brand experience such as driving and traveling experiences centered on mobility. Through electrification technology, he has aimed to extract the full potential of vehicles, and to provide a unique driving experience value that no other company can offer. He set a goal of incorporating battery electric vehicles (BEVs) in all vehicle segments by 2030 and to have BEVs account for 100% of Lexus vehicle sales globally by 2035. He thus has made contributions to the realization of a carbon neutral society.

<Reasons for nomination as a Board of Director candidate>
Mr. Koji Sato has strived to reshape the very existence of cars. He is driven by the principle of having cars serve as the means for making society and people richer and happier. As he embodies TMC’s philosophy, skills, and behavior, we believe that he will be able to drive our transformation into a mobility company and thereby contribute to the increase of our corporate value. As such, we hereby nominate him as a candidate of a member of the Board of Directors.
Newly appointed
Technologies Corporation Japan Partnership

Chief Technology Officer

Position and areas of responsibility

Candidate No.
4

Hiroki Nakajima

Male
April 10, 1962 (Age: 61)

Tenure as Director

Number of Board of Director meetings attended

Number of TMC shares owned
20,000 shares

important concurrent duties
President of Commercial Japan Partnership Technologies Corporation

Brief career summary

Apr. 1987 Joined TMC
- After working in the production engineering field, he gained experience in vehicle body design. He was in charge of developing compact cars such as IQ when he belonged to the Vehicle Development Center from 2005.
- In charge of developing Hilux and other global strategy models as a Chief Engineer of Innovative International Multi-purpose Vehicle (IMV) from 2011.
- As the Chief Engineer of car-frames and commercial vehicles from 2014, he was in charge of development of the new IMV series. Promoted the development of vehicles that combine greater vehicle reliability and comfort than previous models.

Apr. 2014 Executive General Manager of TMC
Apr. 2015 Managing Officer of TMC
Jan. 2020 Operating Officer of TMC
- Took office as President of Mid-size Vehicle (MS) Company from 2020, and concurrently served as President of CV Company from 2021. Led car-making in a wide range of product lines from passenger vehicles to commercial vehicles.

Apr. 2023 Operating Officer and Executive Vice President of TMC (current system)

<Recent contribution>
Mr. Hiroki Nakajima promotes “making ever-better cars” initiatives by utilizing his experience and knowledge in a wide range of vehicle development from passenger vehicles to commercial vehicles.

As a Chief Engineer, Mr. Nakajima is not afraid of mistakes in taking on new challenges. Under the mottoes of “if you make a mistake, fix it quickly” and “be customer-oriented, not self-centred”, he gained the support of many partners as he promoted TMC’s car development.

Specifically, as the President of MS Company, Mr. Nakajima has streamlined resource allocation in development through an overhaul of the process. He successfully reduced development intensity by maturing and evolving the Toyota New Global Architecture (TNGA) platform. Most recently, he came up with the idea of making the 16th-generation Crown a series and developed four models at the same time. All these efforts intend to serve customers by car-making that take their diverse needs into account.

As the President of CV Company, Mr. Nakajima revisited the origins of the IMV series. He plans optimal powertrain lineups not only dealing with local regulations but also focusing on products that are both competitive and commercially viable. He markets products to each region in a timely manner, and works to maximize sales and business revenues. He takes a multi-pathway approach to carbon neutrality, in which he plans optimal powertrain lineups not only dealing with local regulations but also considering customer preference and the usage environment in each region. In doing so, he builds a united front with development departments to commercialize cars.

Specifically, in the situation where the future is uncertain and the correct answer is unclear due to changes in regulations and subsidies related to battery electric vehicles (BEVs) in various countries, he promotes greener vehicles. He pays special attention to rezooming facing each region, and this reflects in his product planning and operation initiatives. Mr. Nakajima tackles semiconductor procurement from the perspective of maximizing our corporate value, and hereby nominate him as a candidate of a member of the Board of Directors.

<Reasons for nomination as a Board of Director candidate>
“Product-centered management” becomes increasingly important as TMC’s total accelerates its transformation into a mobility company. Mr. Hiroki Nakajima will play a key role in electrification, realization of intelligent society, and diversification in car-making through technological development, and thereby contribute to the increase of our corporate value. As such, we hereby nominate him as a candidate of a member of the Board of Directors.

Candidate No.
5

Yoichi Miyazaki

Male
October 19, 1963 (Age: 59)

Tenure as Director

Number of Board of Director meetings attended

Number of TMC shares owned
13,410 shares

important concurrent duties
Chief Competitive Officer

Position and areas of responsibility

Chief Financial Officer
Chief Competitive Officer
Member of the Executive Appointment Meeting
Member of the Executive Compensation Meeting

Brief career summary

Apr. 1986 Joined TMC
- Served as General Manager of Sales & Operation Planning Div. in 2012, and coordinated global supply and demand systems, including Japan, Tackled business crises including the Great East Japan Earthquake and yen appreciation to maximize sales opportunities and profit.

Apr. 2015 Managing Officer of TMC
- From 2015, handled the product lineup for the Toyota New Global Architecture (TNGA). Marked many models aligning them with the business and sales strategies of each region. Contributed to raising the level of competitiveness in each region.

Jan. 2019 Operating Officer of TMC
- As Regional CEO of Asia operations from 2020, he was posted there to direct product and business planning of the Innovative International Multi-purpose Vehicle Zero (IMV0) commercial vehicles. Revisiting the nature of cars, “cars at work,” he led creating products that meet diverse customer needs. Other efforts include new businesses, value chain promotion, as part of his initiative to reform the earnings structure of Asia operations.

Apr. 2022 Operating Officer of TMC (current system)
Apr. 2023 Operating Officer and Executive Vice President of TMC (to present)

<Recent contribution>
Mr. Yoichi Miyazaki serves as Chief Competitive Officer. His product planning focuses on products that are both competitive and commercially viable. He markets products to each region in a timely manner, and works to maximize sales and business revenues. He takes a multi-pathway approach to carbon neutrality, in which he plans optimal powertrain lineups not only dealing with local regulations but also taking into consideration customer preference and the usage environment in each region. In doing so, he builds a united front with development departments to commercialize cars.

Specifically, in the situation where the future is uncertain and the correct answer is unclear due to changes in regulations and subsidies related to battery electric vehicles (BEVs) in various countries, he promotes greener vehicles. He pays special attention to rezooming facing each region, and this reflects in his product planning and operation initiatives. Mr. Miyazaki tackles semiconductor procurement from the perspective of maximizing the number of vehicles produced. He coordinated with relevant departments to make medium- to long-term risks visible and revised end-product specifications for better access to supply.

<Reasons for nomination as a Board of Director candidate>
“Region-centered management” becomes increasingly more important as TMC accelerates its transformation into a mobility company. Mr. Yoichi Miyazaki prioritizes the values of being the “best-in-town carmaker” to boost the competitive edge of each regional operation. Therefore, we believe he will contribute to the increase of our corporate value, and hereby nominate him as a candidate of a member of the Board of Directors.
Furthermore, to realize a future mobility society, he proposes a scenario where cars cut cost. He started his career as a product designer at DCA Design in the UK in 1983. After that, supervised car design for many projects including both advanced and mass production models. He led the creation of future mobility proposals with designs that anticipate needs of customers and society. The e-Palette and the 2019 Tokyo Motor Show concepts embody new values that also introduce new business models with services catering to diverse needs. He also oversaw production oriented concept models such as the Aygo X and the Yaris Cross.

In conceiving the all-new Prius, heated discussions arose with top management on whether it should be a commodity (a mere tool for transportation) or a car to love. The development team pushed for the latter, enabling the customer to make an emotional choice in the coming age of commoditization. Taking a no-compromise approach resulted in a car that’s not only stylish in design but also fuel efficient and functional. The new CROWN inherits the “Innovation and Challenge” DNA of its predecessors and leverages on the TNGA (Toyota New Global Architecture) platform created together with engineers, Humphries renews the model with an unprecedented line-up of 4 different body type variations as new generation flagship models. Also, he streamlines infrastructure to improve development efficiency by harnessing digital technologies to make visualizations of designs from early stages. With a design process that places customers at the center of development, he devises a new method of making cars and contributes to enhancing product appeal while cutting cost. Furthermore, to realize a future mobility society, he proposes a scenario where cars evolve into mobility solutions that cater to individual as well as societal needs and devises the “Toyota Mobility Concept” together with President Koji Sato.

Simon Humphries
Male
March 30, 1967 (Age: 56)

Position and areas of responsibility
Chief Branding Officer

Brief career summary
Sep. 1994 Joined TMC. Initially he worked in design R&D. In 2002 devised and implements the Toyota and Lexus design philosophies grounded in Japanese culture of harmonizing opposing elements to create new values. For Toyota, “Vibrant Clarity”, harmonizing the emotional with the rational. For Lexus, “L-finesse”, the harmony of leading edge and finesse. Both philosophies form the basis on which designers redefine the design directions of both the Toyota and Lexus brands. After that, supervised car design for many projects including both advanced and mass production models.
Jul. 2016 President of Toyota Europe Design Development S.A.R.L. He led the creation of future mobility proposals with designs that anticipate needs of customers and society. The e-Palette and the 2019 Tokyo Motor Show concepts embody new values that also introduce new business models with services catering to diverse needs. He also oversaw production oriented concept models such as the Aygo X and the Yaris Cross.
Jan. 2018 Executive General Manager of TMC
Apr. 2023 Operating Officer of TMC (to present)

Reasons for nomination as a Board Director candidate
As Senior General Manager and Head of Design, Humphries promotes the importance of brand management. Understanding the customer’s value propositions and market demands, he envisions and proposes a future of mobility that caters to the diversifying needs of customers and society. In conceiving the all-new Prius, heated discussions arose with top management on whether it should be a commodity (a mere tool for transportation) or a car to love. The development team pushed for the latter, enabling the customer to make an emotional choice in the coming age of commoditization. Taking a no-compromise approach resulted in a car that’s not only stylish in design but also fuel efficient and functional. The new CROWN inherits the “Innovation and Challenge” DNA of its predecessors and leverages on the TNGA (Toyota New Global Architecture) platform created together with engineers, Humphries renews the model with an unprecedented line-up of 4 different body type variations as new generation flagship models. Also, he streamlines infrastructure to improve development efficiency by harnessing digital technologies to make visualizations of designs from early stages. With a design process that places customers at the center of development, he devises a new method of making cars and contributes to enhancing product appeal while cutting cost. Furthermore, to realize a future mobility society, he proposes a scenario where cars evolve into mobility solutions that cater to individual as well as societal needs and devises the “Toyota Mobility Concept” together with President Koji Sato.

Ikuro Sugawara
Male
March 6, 1957 (Age: 66)

Position and areas of responsibility
Chief Branding Officer

Brief career summary
Jul. 2010 Director-General of the Industrial Science and Technology Policy and Environment Bureau, Ministry of Economy, Trade and Industry
Sep. 2012 Director-General of the Manufacturing Industries Bureau, Ministry of Economy, Trade and Industry. Concurrently served as an officer responsible for forming the Basic Policies for Macroconomic Growth and made efforts to manage and execute related measures.
Jun. 2013 Director-General of the Economic and Industrial Policy Bureau, Ministry of Economy, Trade and Industry
Jul. 2015 Vice-Minister of Ministry of Economy, Trade and Industry
Jul. 2017 Retired from the Ministry of Economy, Trade and Industry
Aug. 2017 Special Advisor to the Cabinet
Jun. 2018 Retired as Special Advisor to the Cabinet
Jun. 2018 Member of the Board of Directors of TMC (to present)

Reasons for nomination as an outside member of the Board of Director candidate
Mr. Ikuro Sugawara has supervised the execution of operations from an independent standpoint as an outside member of the Board of Directors. Specifically, by utilizing his experience and knowledge in policy-making and organizational management related to global environmental issues and energy, which he cultivated when serving as a government official, he accurately pointed out the need to keep the world updated on how TMC will address geopolitical risks. He also emphasized that TMC’s medium- to long-term BEV strategy incorporates political developments in other regions/countries around the world. His insight is based on trends in capital markets with a primarily contemporary international viewpoint. As a member of the Executive Appointment Meeting and the Executive Compensation Meeting, he has contributed to developing appropriate proposals by making comments on various issues. For example, he took part in talent development and executive candidate selection through interviews with young candidates, as well as discussed global labor conditions to develop the ideal compensation system for TMC.

Recent contribution
As a member of the Executive Appointment Meeting and the Executive Compensation Meeting, he has contributed to developing appropriate proposals by making comments on various issues. For example, he took part in talent development and executive candidate selection through interviews with young candidates, as well as discussed global labor conditions to develop the ideal compensation system for TMC.

<Reasons for nomination as an outside member of the Board of Director candidate>
Mr. Ikuro Sugawara has supervised the execution of operations from an independent standpoint as an outside member of the Board of Directors. Specifically, by utilizing his experience and knowledge in policy-making and organizational management related to global environmental issues and energy, which he cultivated when serving as a government official, he accurately pointed out the need to keep the world updated on how TMC will address geopolitical risks. He also emphasized that TMC’s medium- to long-term BEV strategy incorporates political developments in other regions/countries around the world. His insight is based on trends in capital markets with a primarily contemporary international viewpoint. As a member of the Executive Appointment Meeting and the Executive Compensation Meeting, he has contributed to developing appropriate proposals by making comments on various issues. For example, he took part in talent development and executive candidate selection through interviews with young candidates, as well as discussed global labor conditions to develop the ideal compensation system for TMC.

<Independence of Outside Director>
There is no special interest between the Group and Mr. Ikuro Sugawara. TMC has determined that there are no conflicts of interest with shareholders and investors.

Notes:
1. Registration of independent director
   Mr. Ikuro Sugawara is a candidate to become an outside member of the Board of Directors. He is registered as an independent director with the Japanese stock exchanges on which TMC is listed. Upon approval of his reappointment pursuant to this Proposed Resolution, TMC plans to maintain such registration.
2. Outline of limited liability agreement
   TMC has entered into a limited liability agreement with Mr. Ikuro Sugawara to limit the amount of liabilities as stipulated in Article 423, Paragraph 1 of the Companies Act of Japan (the “Companies Act”) to the minimum amount stipulated in Article 425, Paragraph 1 of the Companies Act. Upon approval of his reappointment pursuant to this Proposed Resolution, TMC plans to continue such agreement with him.
Sir Philip Craven  

Male  

July 4, 1950 (Age: 72)  

Member of the Board of Directors

Tenure as Director  
5 years

Number of Board of Director meetings attended  
18/18 (100%)  

Number of TMC shares owned  
—

Important concurrent duties  
—

Position and areas of responsibility  

Member of the Executive Appointment Meeting  
Member of the Executive Compensation Meeting

Brief career summary  

Jul. 1989  
Founding President of the International Wheelchair Basketball Federation

Dec. 2001  
President of the International Paralympic Committee  
- Promoted the standing of the Paralympic games through various reforms. Successfully organized the Paralympics in parallel with the Olympic games during the 2008 Beijing Olympic & Paralympic Games and promoted the realization of a global society where any person can display his/her own character and full ability when given the opportunity.

Jul. 2002  
Retired as President of the International Wheelchair Basketball Federation

Sep. 2017  
Retired as President of the International Paralympic Committee

Jun. 2018  
Member of the Board of Directors of TMC (to present)

Reasons for nomination as an outside member of the Board of Director candidate  

Sir Philip Craven has supervised the execution of operation from an independent standpoint as an outside member of the Board of Directors. Specifically, by utilizing his experience and knowledge obtained from leading international organizations, he has contributed to discussions mainly through accurately pointing out the importance of proactive transmission of information and development of relationships based on trust with stakeholders.

As a member of the Executive Appointment Meeting and the Executive Compensation Meeting, he has contributed to developing appropriate proposals by providing various opinions on matters such as the importance of leadership and team work required of future upper management candidates and a remuneration system bettering TMC's corporate value system befitting of TMC that takes into account global labor conditions.

Sir Philip Craven will continue to contribute to the increase of TMC's corporate value by utilizing his expertise obtained through management of international organizations, reflecting viewpoints of various stakeholders, and aiding in human resource development. As such, we hereby nominate him as a candidate to continue as an outside member of the Board of Directors.

<Independence of Outside Director>

Sir Philip Craven served as an executive of the International Paralympic Committee. Although TMC and the International Paralympic Committee engage in business transactions, TMC has determined that there are no conflicts of interest with shareholders and investors as a reasonable period of time has passed since his retirement.

Notes:  
1. Registration of independent director  
Sir Philip Craven is a candidate to become an outside member of the Board of Directors. He is registered as an independent director with the Japanese stock exchanges on which TMC is listed. Upon approval of his reappointment pursuant to this Proposed Resolution, TMC plans to maintain such registration.

2. Outline of limited liability agreement  
TMC has entered into a limited liability agreement with Sir Philip Craven to limit the amount of liabilities as stipulated in Article 423, Paragraph 1 of the Companies Act. Upon approval of his reappointment pursuant to this Proposed Resolution, TMC plans to continue such agreement with him.

Masahiko Oshima  

Male  

September 13, 1960 (Age: 62)

Position and areas of responsibility  

Member of the Executive Appointment Meeting, Member of the Executive Compensation Meeting (scheduled to take office in June 2023)

Brief career summary  

Apr. 1984  
Joined The Mitsubishi Bank Limited  
- Served as General Manager of the Americas Dept. from 2006, and addressed the 2008 financial crisis first hand.

Apr. 2012  
Executive Officer of Sumitomo Mitsui Banking Corporation (SMBC)  
- Served as Head of Europe Div. and CEO of Sumitomo Mitsui Banking Corporation Europe Limited from 2013. Supervised Europe, Middle East, and Africa and led the restructuring of the governance system.

- Holds ongoing dialogue with European companies and other entities, which are keen on decarbonization efforts, and led SMBC’s sustainability efforts.

Apr. 2014  
Managing Executive Officer of SMBC

Mar. 2017  
Director and Managing Executive Officer of SMBC

Apr. 2017  
Director and Senior Managing Executive Officer of SMBC

Apr. 2018  
Senior Managing Corporate Executive Officer of Sumitomo Mitsui Financial Group, Inc. (SMFG)

Senior Managing Executive Officer of SMBC

Apr. 2019  
Deputy President and Executive Officer of SMFG

Director and Deputy President of SMBC

Apr. 2023  
Deputy Chairman of SMBC (to present)

Reasons for nomination as an outside member of the Board of Director candidate  

Mr. Masahiko Oshima has long served at SMBC. He has an extensive background in domestic and international corporate sales, local subsidiaries in the U.S. and U.K., and managing investor relations and international departments. He currently serves as Deputy Chairman, and supervises the Global Financial Group.

As a former Deputy President, Mr. Oshima is well versed in global crisis management. He experienced the 2008 financial crisis while stationed in the U.S. and the power supply issue in the aftermath of the Great East Japan Earthquake and led recovery efforts in the frontline. He has a strong connection with (global) firms around the world for example in the energy sector, and has a broad network of institutional investors gained through serving as the local administrator of Europe, Middle East and Africa as well as a general manager of an investor relations department. Leveraging his far reach, he is able to gather insight into the rise of awareness on sustainability and government and corporate efforts on decarbonization around the world. Government in Germany and the U.S. are tightening financial regulations. In that regard, he has reconstructed the governance system of foreign operations together with an international workforce, and has a wealth of achievements in management from a global perspective.

We believe that his experience and insight in a wide range of areas, gained through such local hands-on experience, will contribute to our sustainable growth and improvement of capital efficiency. As such, we hereby nominate him as an outside member of the Board of Director candidate.

<Independence of Outside Director>

Mr. Masahiko Oshima formerly served as an Executive Officer of SMBC, with which TMC has business transactions. However, as the size of the transaction is immaterial, TMC has determined that there are no conflicts of interest with shareholders and investors.

Notes:  
1. Registration of independent director  
Mr. Masahiko Oshima is a candidate to become an outside member of the Board of Directors. Upon approval of his appointment pursuant to this Proposed Resolution, TMC plans to register him as an independent director with the Japanese stock exchanges on which TMC is listed.

2. Outline of limited liability agreement  
Upon approval of Mr. Masahiko Oshima’s appointment pursuant to this Proposed Resolution, TMC plans to enter into a limited liability agreement with him to limit the amount of liabilities as stipulated in Article 423, Paragraph 1 of the Companies Act of Japan (the “Companies Act”) to the minimum amount stipulated in Article 423, Paragraph 1 of the Companies Act.
Position and areas of responsibility
Member of the Executive Appointment Meeting. Member of the Executive Compensation Meeting (scheduled to take office in June 2023)

Brief career summary

Apr. 1988 Joined The Sumitomo Bank, Limited
- After leaving the bank, received an MBA from The George Washington University and PhD in Commerce from Hitotsubashi University.

Apr. 1998 Visiting Professor at the Waseda Institute of Asia-Pacific Studies (WAIPS)

Apr. 2000 Full-time lecturer at School of International Corporate Strategy, Hitotsubashi University Business School
- Specializes in competitive strategy and organizational capabilities in innovation. She has a seminar on competitive strategy at the business school, which offers MBA courses in English for midcareer students.
- Since 2001, takes part in managing the Porter Prize, which recognizes competitive companies. Started joint research with TMC in 2001 on organizational capabilities in innovation. Analyzed many cases to theorize TMC's self-transformation structure.

Oct. 2002 Assistant Professor at School of International Corporate Strategy, Hitotsubashi University Business School

Apr. 2010 Professor at School of International Corporate Strategy, Hitotsubashi University Business School

Served as Director of Resona Holdings, Inc., Director of Lawson, Inc., and advisory board member at various public and private entities.

Apr. 2018 Professor at School of Business Administration, Hitotsubashi University Business School

Apr. 2022 Dean and Professor at School of Business Administration and School of International Corporate Strategy, Hitotsubashi University Business School (to present)

Notes: 1. Registration of independent director
Ms. Emi Osono is a candidate to become an outside member of the Board of Director candidate.

2. Outline of limited liability agreement
TMC has entered into a directors and officers liability insurance agreement with an insurance company under which the insurance premiums are fully borne by TMC. The agreement names all Members of the Board of Directors, Audit & Supervisory Board Members, Operating Officers, Executive Fellows, and Senior Fellows as insured persons. The insurance policy covers damages, court costs, etc. that may result from the insured being liable for the performance of their duties in the capacity of their offices. The directors and officers liability insurance agreement stipulates provisions to the effect that the scope of damages to be compensated upon losing a case shall be limited, and that insurance shall not be paid in the case of certain events, for the purpose of guaranteeing the appropriateness of the directors' and officers' execution of duties. The current agreement will expire in July 2023, and TMC plans to renew the agreement with similar provisions.
Proposed Resolution 2: Election of 4 Audit & Supervisory Board Members

TMC aims to achieve sustainable growth globally in the future by transforming itself into a mobility company. In order to conduct audits appropriately, the Audit & Supervisory Board is composed of full-time Audit & Supervisory Board Members who are familiar with internal affairs and Outside Audit & Supervisory Board Members who have a high level of expertise and insight. Further, Audit & Supervisory Board Members maintain an independent system that allows each of them to exert audit authority independently. The Audit & Supervisory Board is composed of persons* who can provide opinions and advice on management from a fair and neutral standpoint. The details of proposals for each candidate for Audit & Supervisory Board Member to be made to the Audit & Supervisory Board are discussed at the Executive Appointment Meeting, where the majority of the members are outside members of the Board of Directors.

Each of the terms of office of Audit & Supervisory Board Members Mr. Haruhiko Kato, Mr. Katsuyuki Ogura, Mr. Hiroshi Ozu, and Mr. Ryuji Sakai will expire upon the conclusion of this General Shareholders’ Meeting. Accordingly, we hereby request that 4 Audit & Supervisory Board Members be elected. The terms of office of Audit & Supervisory Board Member Mr. Haruhiko Kato, Mr. Katsuyuki Ogura, Mr. Hiroshi Ozu, and Mr. Ryuji Sakai will expire upon the conclusion of this General Shareholders’ Meeting. Accordingly, we hereby request that 4 Audit & Supervisory Board Members be elected. The candidates for the positions of Audit & Supervisory Board Members are as follows.

The submission of this proposal at this General Shareholders’ Meeting was approved by the Audit & Supervisory Board.

*Please refer to the skills matrix on page 27, 28 for the knowledge, experience, and abilities of Audit & Supervisory Board Members of TMC.

Composition of the Audit & Supervisory Board (plan after the June 14, 2023 Ordinary General Shareholders’ Meeting)

<table>
<thead>
<tr>
<th>Candidate No.</th>
<th>Name</th>
<th>Gender</th>
<th>Age</th>
<th>Tenure as Director</th>
<th>Outside/Independent Member</th>
<th>Number of Audit &amp; Supervisory Board meetings attended</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Masahide Yasuda</td>
<td>Male</td>
<td>74</td>
<td>4</td>
<td>Outside/Independent Member</td>
<td>18/18 (100%)</td>
</tr>
<tr>
<td>2</td>
<td>Katsuyuki Ogura</td>
<td>Male</td>
<td>60</td>
<td>4</td>
<td>Outside/Independent Member</td>
<td>15/15 (100%)</td>
</tr>
<tr>
<td>3</td>
<td>Ryuji Sakai</td>
<td>Male</td>
<td>65</td>
<td>6 months</td>
<td>Outside/Independent Member</td>
<td>7/7 (100%)</td>
</tr>
<tr>
<td>4</td>
<td>Catherine O’Connell</td>
<td>Female</td>
<td>56</td>
<td>-</td>
<td>-</td>
<td>-</td>
</tr>
</tbody>
</table>

Following are the nominees

<table>
<thead>
<tr>
<th>Candidate No.</th>
<th>Name</th>
<th>Gender</th>
<th>Age</th>
<th>Tenure as Director</th>
<th>Outside/Independent Member</th>
<th>Number of Audit &amp; Supervisory Board meetings attended</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Katsuyuki Ogura</td>
<td>Male</td>
<td>60</td>
<td>4</td>
<td>Outside/Independent Member</td>
<td>18/18 (100%)</td>
</tr>
<tr>
<td>2</td>
<td>Masahide Yasuda</td>
<td>Male</td>
<td>74</td>
<td>5</td>
<td>Outside/Independent Member</td>
<td>17/17 (100%)</td>
</tr>
<tr>
<td>3</td>
<td>George Olcott</td>
<td>Male</td>
<td>68</td>
<td>1</td>
<td>Outside/Independent Member</td>
<td>14/14 (100%)</td>
</tr>
<tr>
<td>4</td>
<td>Catherine O’Connell</td>
<td>Female</td>
<td>56</td>
<td>-</td>
<td>-</td>
<td>-</td>
</tr>
</tbody>
</table>

*Describes the status of attendance for the year ended March 31, 2023.

Katsuyuki Ogura
Male
January 25, 1963 (Age: 60)
Audit & Supervisory Board Member
Tenure as Audit & Supervisory Board Member: 4 years
Number of Board of Director meetings attended: 18/18 (100%)
Number of Audit & Supervisory Board meetings attended: 17/17 (100%)
Number of TMC shares owned: 28,753 shares
Important concurrent duties: Outside Audit & Supervisory Board Member of Aichi Steel Corporation

<Recent contribution>
Mr. Katsuyuki Ogura audits how duties are performed by the members of the Board of Directors from his position as an Audit & Supervisory Board Member. Specifically, his extensive experience mainly in accounting and finance areas give depth to his insight into the automotive and financial businesses. Using his expertise, he performs audits to establish a high-quality corporate governance system and thorough compliance, and thereby contributing to TMC’s sustainable growth.

He attends meetings of the Board of Directors and other important conferences, exchanges opinions with directors and officers, interviews internal divisions and subsidiaries, and coordinates with the Accounting Auditor. Through these efforts, he collects information from a range of perspectives and provides opinions and advice on management from a fair and neutral standpoint.

He emphasizes an open culture in the workplace, improved employee motivation, and good relationships with stakeholders. At the same time, he listens to initiatives and problems in each division and subsidiary and makes proposals to encourage the creation of a sound workplace, to help TMC transform into a mobility company.

<Reasons for nomination as an Audit & Supervisory Board Member candidate>
Mr. Katsuyuki Ogura has extensive experience in a wide range of accounting and finance areas, and is well versed in how management works not only at TMC but also its subsidiaries and affiliated companies in Japan and overseas. We believe that he will continue to contribute to the increase of our corporate value by promoting high-quality audits of the group through leveraging his expertise. As such, we hereby nominate him as a candidate to continue as an Audit & Supervisory Board Member.

Reappointed

Apr. 1985 Joined TMC
- In the accounting and finance department, engaged in fund management and procurement based on business income and expenditure, hedging of foreign exchange risk, establishment of global fund network, and operations related to account settlement and taxation.
- In the general affairs and human resource department, his main responsibilities included operations related to skilled personnel and working hours at plants and other facilities, as well as various employee benefit programs.
- In the domestic sales department, engaged in supply and demand management of new cars at Toyota stores nationwide, planning and deployment of sales promotion measures, management support to dealers, and other efforts to strengthen the sales platform.

Jan. 2012 Executive Vice President of Toyota Motor (China) Investment Co., Ltd.
- Worked to reinforce the earnings structure of the China business.

Jan. 2015 General Manager of Affiliated Companies Finance Dept. of TMC
- Helped strengthen the management base of subsidiaries and affiliated companies in Japan and overseas.

Jan. 2018 General Manager of Audit & Supervisory Board Office of TMC
- Worked to reinforce the earnings structure of the China business.

Jan. 2019 Audit & Supervisory Board Member of TMC (to present)

Reasons for nomination as an Audit & Supervisory Board Member candidate

- Helped reinforce the earnings structure of the China business.
- Worked to reinforce the earnings structure of the China business.
- Helped strengthen the management base of subsidiaries and affiliated companies in Japan and overseas.
- Helped reinforce the earnings structure of the China business.

Brief career summary

Apr. 1985 Joined TMC
- In the accounting and finance department, engaged in fund management and procurement based on business income and expenditure, hedging of foreign exchange risk, establishment of global fund network, and operations related to account settlement and taxation.
- In the general affairs and human resource department, his main responsibilities included operations related to skilled personnel and working hours at plants and other facilities, as well as various employee benefit programs.
- In the domestic sales department, engaged in supply and demand management of new cars at Toyota stores nationwide, planning and deployment of sales promotion measures, management support to dealers, and other efforts to strengthen the sales platform.

Jan. 2012 Executive Vice President of Toyota Motor (China) Investment Co., Ltd.
- Worked to reinforce the earnings structure of the China business.

Jan. 2015 General Manager of Affiliated Companies Finance Dept. of TMC
- Helped strengthen the management base of subsidiaries and affiliated companies in Japan and overseas.

Jan. 2018 General Manager of Audit & Supervisory Board Office of TMC
- Worked to reinforce the earnings structure of the China business.

Jan. 2019 Audit & Supervisory Board Member of TMC (to present)

Reasons for nomination as an Audit & Supervisory Board Member candidate

- Helped reinforce the earnings structure of the China business.
- Worked to reinforce the earnings structure of the China business.
- Helped strengthen the management base of subsidiaries and affiliated companies in Japan and overseas.
- Helped reinforce the earnings structure of the China business.
Newly appointed —

Number of Audit &
Supervisory Board meetings attended
—

Number of Board of Director meetings attended
—

Number of TMC shares owned
—

Important concurrent duties
—

Takeshi Shirane

Male September 5, 1952 (Age: 70)

Brief career summary

<table>
<thead>
<tr>
<th>Year</th>
<th>Event</th>
</tr>
</thead>
<tbody>
<tr>
<td>Apr. 1977</td>
<td>Joined TMC</td>
</tr>
<tr>
<td>Jan. 2001</td>
<td>General Manager of Production Management Div. of TMC</td>
</tr>
<tr>
<td>Jan. 2004</td>
<td>General Manager of Global Procurement Planning Div. of TMC</td>
</tr>
<tr>
<td>Jan. 2005</td>
<td>General Manager of 1st Procurement Div. of TMC</td>
</tr>
<tr>
<td>Jun. 2005</td>
<td>Managing Officer of TMC</td>
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<tr>
<td>Jun. 2009</td>
<td>Senior Managing Director of TMC</td>
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<tr>
<td>Jun. 2011</td>
<td>Senior Managing Officer of TMC</td>
</tr>
</tbody>
</table>

- In the wake of the Great East Japan Earthquake, served as Chief Officer of the Production Restoration Group of TMC, leading its efforts to resume production while keeping an eye on the restoration progress in the region.

Nov. 2011  Advisor of Kanto Auto Works, Ltd.

Jun. 2012  President of Kanto Auto Works, Ltd.

Jul. 2012  President of Toyota Motor East Japan, Inc.

- Promoted local parts procurement and workshops with over 200 parts suppliers. Made regular efforts to help manufacturers in the Tohoku area achieve a firm foothold.

Oct. 2019  Chairman of the Board of Toyota Motor East Japan, Inc.

Apr. 2023  Senior Executive Advisor of Toyota Motor East Japan, Inc. (to present)

Reasons for nomination as an Audit & Supervisory Board Member candidate

<Reasons for nomination as an Audit & Supervisory Board Member candidate>

Mr. Takeshi Shirane possesses extensive experience in production management and procurement at TMC, and as an executive at Toyota Motor East Japan, Inc.

After the establishment of Toyota Motor East Japan, Inc., as the company’s first President, he has worked to support reconstruction efforts through the enhancement of manufacturing activities in the Tohoku area. He also became Vice President of the Service Association of Corporate Executives and Chairman of the Manufacturing Committee, and promoted cross-industry study in cooperation with the government and economic associations. He fostered a culture of promoting improvements based on the wisdom and ingenuity of each individual and a sense of onsite unity, and encouraged the development of human resources not only in the manufacturing industry but also in various other industries, including agriculture, fishery, and marine products processing.

In recent years, with the aim of resolving the issue of declining public transportation routes due to a serious population decline and aging population, he has promoted initiatives rooted in the Tohoku area, including launching the Tohoku Mobility Project.

He has served as a Director of the Manufacturing Association of Japan and as Chairman of the Manufacturing Association of the Tohoku region. He has been a consultant to the Ministry of Economy, Trade, and Industry, and has played a role in various committees and associations related to the promotion of the Tohoku region.

Takashi Shirane has a deep understanding of production management and procurement, and experience in working with various people in the community as an executive. He knows first-hand how to strengthen local manufacturing capabilities, promote human resource development, and solve social issues. We believe that he will contribute to the increase of our corporate value by auditing TMC’s business execution based on his expertise. As such, we hereby nominate him as an Audit & Supervisory Board Member candidate.

Candidate No. 3

Reappointed

Outside

Independent

Ryuji Sakai

Male August 7, 1957 (Age: 65)

Audit & Supervisory Board Member

Tenure as Audit &
Supervisory Board Member
6 months

Number of Board of Director meetings attended
7/7 (100%)

Number of Audit &
Supervisory Board meetings attended
6/6 (100%)

Number of TMC shares owned
—

Important concurrent duties
Attorney

Reasons for nomination as an Outside Audit & Supervisory Board Member candidate

<Recent contribution>

Mr. Ryuji Sakai possesses a wealth of experience and highly specialized knowledge acquired through his many years of activities, mainly related to corporate legal matters including advisory services on corporate overseas expansion, overseas investment and other cross-border transactions, and advisory services on various legal matters such as M&A, corporate governance, intellectual property rights, and capital raising.

He has served as an Outside Audit & Supervisory Board Member since December 2002. At meetings of the Audit & Supervisory Board and the Board of Directors, he addresses TMC’s key initiatives such as transformation into a mobility company and realization of carbon neutrality by confirming and commenting on related business strategies in terms of medium- to long-term risk management. He gives appropriate and useful comments on TMC’s management from an objective perspective and audits how duties are performed by the members of the Board of Directors.

<Reasons for nomination as an Outside Audit & Supervisory Board Member candidate>

Mr. Ryuji Sakai has a wealth of experience and advanced expertise in corporate legal affairs. He will leverage these assets to adequately audit TMC’s corporate activities and management decisions. Therefore, we believe that he will contribute to the increase of our corporate value, and hereby nominate him as a candidate to continue as an Outside Audit & Supervisory Board Member.

<Independence of Outside Audit & Supervisory Board Member>

Mr. Ryuji Sakai is Senior Counsel of Nagashima Ohno & Tsunematsu, with which TMC has business transactions. However, as the size of the transactions is immaterial, TMC has determined that there are no conflicts of interest with shareholders and investors.

Notes: 1. Registration of independent Audit & Supervisory Board Member

Mr. Ryuji Sakai is a candidate to become an Outside Audit & Supervisory Board Member. He is registered as an independent Audit & Supervisory Board Member with the Japanese stock exchanges on which TMC is listed. Upon approval of his reappointment pursuant to this Proposed Resolution, TMC plans to maintain such registration.

2. Outline of limited liability agreement

TMC has entered into a limited liability agreement with Mr. Ryuji Sakai to limit the amount of liabilities as stipulated in Article 423, Paragraph 1 of the Companies Act of Japan (the “Companies Act”) to the minimum amount stipulated in Article 425, Paragraph 1 of the Companies Act. Upon approval of his reappointment pursuant to this Proposed Resolution, TMC plans to continue such agreement with him.

3. Outline of directors and officers liability insurance agreement

Upon approval of Mr. Ryuji Sakai’s reappointment pursuant to this Proposed Resolution, he will be insured under the directors and officers liability insurance agreement described in Proposed Resolution 1.
Newly appointed Limited Board Member of Fujitsu

External Audit & Supervisory Board Member

Registered foreign attorney

Important concurrent duties

—

Number of Board of Director meetings attended
—

Number of Audit & Supervisory Board meetings attended
—

Number of TMC shares owned
—

Important concurrent duties

Registered foreign attorney

External Audit & Supervisory Board Member of Fujitsu Limited

Catherine O’Connell
Female
February 10, 1967 (Age: 56)

Brief career summary

Jan. 1987 Japan Travel Bureau Inc.
Nov. 1994 Senior Solicitor of Anderson Lloyd Barristers & Solicitors (New Zealand)
Nov. 2002 In House Counsel of Olympus Corporation
Jan. 2004 Senior In House Counsel of Matsushita Electric Industrial Co., Ltd. Motor Company, Senior In House Counsel of Matsushita Electronic Components Co., Ltd.
Jan. 2008 Hogan Lovells Honitsu Jimusho Gaikokuho Kyodo Jigyo - Served as in house counsel for a Japanese company as a secondee from Hogan Lovells, and as a Senior Associate in its London and Tokyo Offices.
Mar. 2012 Head of Legal of Moleskine Japan LLC
Jun. 2017 President of O’Connell Consultants
Jan. 2018 CEO of Catherine O’Connell Law (to present)
- Serves as Co-Vice Chair of the Australian and New Zealand Chamber of Commerce in Japan and Co-Chair of Legal Services & IP Committee at the American Chamber of Commerce in Japan.

Reasons for nomination as an Outside Audit & Supervisory Board Member candidate

Ms. Catherine O’Connell possesses a wealth of practical experience in corporate legal departments and at law firms in Japan and abroad. As in-house counsel, she has visited various entities in the U.S., Europe, Asia, and other regions to promote thorough compliance. She has first-hand experience understanding how each individual has different values in each region of the world. This led her to realize that it is crucial to maximize team performance by creating an organizational culture in which people with diverse talents and values can maximize their abilities.

We believe that Ms. Catherine O’Connell’s input will be valuable in TMC’s transformation into a mobility company. She will contribute to the increase of our corporate value by reflecting her knowledge of legal and compliance matters and her insight into international perspectives, diversity and inclusion in auditing TMC’s business execution. As such, we hereby nominate her as a candidate for Outside Audit & Supervisory Board Member.

Note: 1. The information included in the above table is as of the date of this reference document for this General Shareholders’ Meeting (5/10/2023), except for the information of the number of TMC shares owned, which is as of 3/31/2023.

2. Outline of directors and officers liability insurance agreement

TMC has entered into a directors and officers liability insurance agreement with an insurance company under which the insurance premiums are fully borne by TMC. The agreement names all Members of the Board of Directors, Audit & Supervisory Board Members, Operating Officers, Executive Fellows, and Senior Fellows as insured persons. The insurance policy covers damages, court costs, etc. that may result from the insured being liable for the performance of their duties in the capacity of their offices. The directors and officers liability insurance agreement stipulates provisions to the effect that the scope of damages to be compensated upon losing a case shall be limited, and that insurance shall not be paid in the case of certain events, for the purpose of guaranteeing the appropriateness of the directors’ and officers’ execution of duties. The current agreement will expire in July 2023, and TMC plans to renew the agreement with similar provisions.
(Reference) Skills Matrix of Members of the Board of Directors and Audit & Supervisory Board Members of TMC

This skills matrix is based on the knowledge, experience, and abilities that TMC’s Members of the Board of Directors and resource development, which is the common skill we desire across all individuals, the matrix shows up to five skills per

Audit & Supervisory Board Members have acquired in the past mainly as executives and managers. In addition to human person that are priorities for us.

*Human resource development is the common skill we desire across all individuals.

<table>
<thead>
<tr>
<th>Name</th>
<th>Image</th>
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<tbody>
<tr>
<td>Akio Toyoda</td>
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<td>Shigeru Hayakawa</td>
<td><img src="image2" alt="Shigeru Hayakawa" /></td>
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<tr>
<td>Koji Sato</td>
<td><img src="image3" alt="Koji Sato" /></td>
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<tr>
<td>Hioki Nakajima</td>
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<td>Yoshii Miyazaki</td>
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<td>Simon Humphries</td>
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<td>Takashi Shirane</td>
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<tr>
<td>George Olcott</td>
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<tr>
<td>Ryuji Sakai</td>
<td><img src="image15" alt="Ryuji Sakai" /></td>
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<tr>
<td>Catherine O’Connell</td>
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<tr>
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<td><img src="image17" alt="Masahiko Oshima" /></td>
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<tr>
<td>Emi Osono</td>
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**Position**
- Chairman of the Board of Directors
- Vice Chairman of the Board of Directors
- President, Member of the Board of Directors
- Member of the Board of Directors
- Member of the Board of Directors
- Outside member of the Board of Directors
- Outside member of the Board of Directors
- Outside member of the Board of Directors
- Outside member of the Board of Directors
- Outside member of the Board of Directors
- Audit & Supervisory Board Member
- Audit & Supervisory Board Member
- Audit & Supervisory Board Member
- Outside Audit & Supervisory Board Member
- Outside Audit & Supervisory Board Member
- Outside Audit & Supervisory Board Member
- Outside Audit & Supervisory Board Member

**Skills**
- Corporate management
- Governance
- Global
- Finance and accounting
- Environment and energy
- Software and digital
- Technology development
- Production
- Sports and motorsports
- Human resource development*

*(planned composition after the Ordinary General Shareholders’ Meeting on June 14, 2023)*
Proposed Resolution 3: Election of 1 Substitute Audit & Supervisory Board Member

In order to be prepared in the event that TMC lacks the number of Audit & Supervisory Board Members required by laws and regulations, we hereby request that 1 Substitute Audit & Supervisory Board Member be elected. The candidate for the position of a Substitute Audit & Supervisory Board Member is as below. This proposal is made to elect a substitute for the current Outside Audit & Supervisory Board Member, Dr. George Olcott, and if the Proposed Resolution 2 is approved, Mr. Ryuji Sakai and Ms. Catherine O’Connell. In the event the candidate becomes an Audit & Supervisory Board Member, her term of office shall be the remaining part of her predecessor’s term. This resolution shall be effective until the commencement of the next Ordinary General Shareholders’ Meeting, provided, however, that this resolution may be cancelled before the proposed Substitute Audit & Supervisory Board Member assumes office, by a resolution of the Board of Directors, subject to the approval of the Audit & Supervisory Board. The submission of this proposal at this General Shareholders’ Meeting was approved by the Audit & Supervisory Board.

Following is the nominee

Maoko Kikuchi
Female
July 14, 1965 (Age: 57)

Number of TMC shares owned
—

Important concurrent duties
Attorney
Outside Director of MITSUI-SOKO HOLDINGS Co., Ltd.
Outside Director of Hitachi Construction Machinery Co., Ltd.

Brief career summary

Apr. 1992 Public Prosecutor at Public Prosecutor’s Office, Ministry of Justice
Aug. 1997 Joined Paul Hastings, LLP (U.S.)
Mar. 1999 Registered as attorney
Apr. 2004 Chief of the General Secretariat of the Japan Fair Trade Commission
May 2006 General Manager of Legal and Regulatory Affairs Div. of Vodafone K.K.
Apr. 2014 Executive Officer of Microsoft Japan Co., Ltd.
Jun. 2016 Standing Outside Audit & Supervisory Board Member of MITSUI-SOKO HOLDINGS Co., Ltd.
Aug. 2020 President of Compass International Law Office (to present)

Reasons for nomination as a Substitute Outside Audit & Supervisory Board Member candidate

Ms. Maoko Kikuchi is an attorney registered in Japan and New York, the U.S., and has been engaged in corporate legal affairs. She possesses a wealth of experience and advanced expertise in legal affairs and corporate governance acquired through serving at the Public Prosecutor’s Office and the Japan Fair Trade Commission. As such, we believe that she is capable of adequately executing her duties and hereby nominate her as a candidate as a Substitute Outside Audit & Supervisory Board Member.

Notes: 1. The information included in the above table is as of the date of this reference document for this General Shareholders’ Meeting (5/10/2023) except for the information of the number of TMC shares owned, which is as of 3/31/2023.
2. Matters related to the candidate to become a Substitute Outside Audit & Supervisory Board Member are as follows:
   (1) There is no special interest between the Group and Ms. Maoko Kikuchi. Upon her assumption of office as an Outside Audit & Supervisory Board Member, TMC plans to register her as an independent Audit & Supervisory Board Member with the Japanese stock exchanges on which TMC is listed.
   (2) Ms. Maoko Kikuchi served as Outside Audit & Supervisory Board Member of KADOKAWA CORPORATION from June 2020 to June 2022. On January 23, 2023, KADOKAWA CORPORATION published an investigation report to the effect that directors of KADOKAWA CORPORATION had engaged in acts highly likely to constitute bribery in relation to an agreement executed in June 2019, prior to Ms. Maoko Kikuchi’s assumption of office as Outside Audit & Supervisory Board Member. She was not aware of such conduct during her term of office, and had regularly audited the entity’s legal compliance structure and made various efforts to prevent any business from violating laws and regulations.
   (3) Outline of limited liability agreement
      Upon approval of her election pursuant to this Proposed Resolution and her assumption of office as an Audit & Supervisory Board Member, TMC plans to enter into a limited liability agreement with her to limit the amount of her liability as stipulated in Article 423, Paragraph 1 of the Companies Act to the minimum amount stipulated in Article 425, Paragraph 1 of the Companies Act.
   (4) Outline of directors and officers liability insurance agreement
      Upon approval of her election pursuant to this Proposed Resolution and her assumption of office as an Audit & Supervisory Board Member, she will be included as an insured under the directors and officers liability insurance agreement described in Proposed Resolution 1.
Proposed Resolution 4: Partial Amendments to the Articles of Incorporation (Annual review and report on impact on TMC caused by climate-related lobbying activities and the alignment with the goals of the Paris Agreement)

1. Details of the proposal
It is proposed that the following provision be added to the Articles of Incorporation:
The Company shall conduct a comprehensive, annual review and issue a report (at reasonable cost, omitting proprietary information) describing it, and how, the Company’s climate-related lobbying activities (direct and through industry associations), including public statements, serve to reduce risks for the Company from climate change and how they align with the goals of the Paris Agreement and the Company’s goal of carbon neutrality by 2050. The report should disclose any instances of misalignment with those goals, along with the planned actions to address these.

2. Reason for the proposal
The new provision in the Articles of Incorporation is intended to ensure that the Company makes robust disclosures, as part of its annual reporting, of (i) which lobbying activities directed at the issue of climate change the group companies are pursuing (whether through direct or indirectly influencing the legislative and administrative process or through public influence activities), and (ii) the extent to which these serve to reduce risks for the group companies from climate change and how they are aligned with the goals of the Paris Agreement of 12 December 2015 to keep average global temperature rise well below 2 degrees Celsius, aiming for 1.5 degrees Celsius.

The co-filing shareholders of the proposal recognise and appreciate that the Company issued a second report on climate lobbying in December 2022; “Toyota’s Views on Climate Public Policies 2022.” However, like the first report, this report falls far short of investor expectations as set forth, for example, by the Climate Action 100+ Net Zero Company Benchmarks for Climate Policy Engagement (please see the October 2021 edition (ENG)/(JPN) and the September 2021 edition (ENG)/(JPN) for details). Using the CA100+ Benchmark criteria, the quality of the Company’s disclosure on climate policy engagement as of December 2022 was scored 36/100, the same low score as of December 2021.

The co-filing shareholders of the proposal find that the Company and shareholders alike could benefit from a strengthening of the Company’s disclosures in 1) scope, covering more jurisdictions and trade associations, and 2) rigour in the analysis of potential misalignment with the goals of the Paris Agreement, and seek to support such strengthening by proposing an adjustment to the Company’s Articles of Incorporation to introduce annual reporting on this material topic to the Company, shareholders and wider stakeholder groups in line with global investor expectations.

Such disclosures could serve to mitigate reputational and other risks, including potential backlash from customers, business partners, employees and investors associated with the Company’s climate-related lobbying activities in recent years.

The co-filing shareholders of the proposal and other like-minded institutional shareholders of the Company such as Storebrand Asset Management have engaged intensively and constructively with the Company since 2021 and have encouraged the Board of Directors to support and recommend a vote for this proposal.

Opinion of TMC’s Board of Directors

The Board of Directors is against this Proposed Resolution.

The Group considers climate change measures to be one of its important management tasks and is fully concentrated on seeking to achieve carbon neutrality by 2050. Since 2021, the Group has been carrying out the initiatives stated in this shareholder proposal, which is to review and report on impact on TMC caused by climate-related public relations activities and the alignment with the goals of the Paris Agreement. We have committed to updating such information each year taking into account feedback from our stakeholders.

The Group sets aggressive goals to achieve carbon neutrality by 2050. We aim to achieve global sales of 3.5 million units of battery electric vehicles (BEVs) per year by 2030 and at least halve global CO₂ emissions from new vehicles, including those from emerging countries, by 2035, compared to 2019 levels. The best way to achieve these goals is the mass-market adoption of electrified vehicles. However, there are still many obstacles. For example, the economic environment, energy policies, industrial policies, and customer needs differ from country to country and region to region. Countries and regions that have inadequate supplies of clean energy may continue to face a lack of charging infrastructure for decades to come. The Group believes in the idea of “introducing sustainable vehicles practically” to accelerate CO₂ emission reduction. Our initiatives include decarbonizing fuel and supplying a full lineup of electrified vehicles, such as hybrid electric vehicles (HEVs), plug-in hybrid electric vehicles (PHEVs), battery electric vehicles (BEVs), and fuel cell electric vehicles (FCEVs).

Thus, to achieve carbon neutrality by 2050, the Group must embrace many challenges and take action. The role of government and public policy is critical in achieving this goal. As a corporate citizen striving to be the “best in town”, the Group engages in public relations activities to ensure that public policy, societal needs, technology development, and consumer needs are aligned to the greatest extent possible.

As part of our public relations activities this fiscal year, first of all, we helped launch the Committee on Mobility under the Nippon Keidanren (Japan Business Federation) in June 2022. The Committee on Mobility was set up to discuss how mobility-related industries can solve social issues and achieve future growth from perspective of “movement”. In particular, discussions on carbon neutrality, including how to produce and transport energy, need to transcend the automotive industry. We will hold in-depth discussions with the over 200 cross-industry committee members, and ongoing dialogue with government and administrative agencies. One such example was a public-private roundtable meeting on mobility held at the Japanese Prime Minister’s Office in November 2022.

We engage in public relations activities internationally as well. For example, in August 2022, the California Air Resources Board (CARB) approved the Advanced Clean Cars II rule (ACC II). In anticipation of this approval, Toyota Motor North America (TMNA) issued a letter to CARB supporting California’s right to regulate in this area and aiming to achieve emissions reductions consistent with California’s objectives using our portfolio of technologies. In June 2022, we co-wrote a letter to the U.S. Congress with other major automotive companies in support of giving tax credits to EVs. In Europe, Dr. Gill A. Pratt, Chief Scientist and Executive Fellow of the Group, made a presentation at the Davos World Economic Forum in January 2023. He explained, based on evidence, how we can decarbonize more quickly even amid shortages of resources that currently prevent a universal switch to carbon neutrality. In China, the Group made efforts for the Olympic Winter Games Beijing 2022 by working
together with the Beijing government and the Organising Committees to promote and introduce FCEVs at the event. Specifically, the Group provided a fleet of 140 units of the Mirai, 107 units of the FC Coaster (the fuel cell (FC) version of Toyota Coaster) and 212 FC systems to local bus operators, to boost decarbonization at the Olympic Winter Games Beijing 2022. Even after the closing of the Olympic Winter Games Beijing 2022, to carry on the legacy of the Olympics, we have been working with local governments to raise awareness of FC technology and its benefits. In June 2022, with the cooperation of the Beijing government, we began operating FC Coaster shuttle buses in Beijing’s Central Business District.

Since 2021, the Group discloses Toyota’s Views on Climate Public Policies, a yearly report detailing its climate public relations efforts. In FY2023, we plan to make the following improvements to this report. First, to improve transparency of our industry associations evaluation, we will appoint an accredited third party for the reviewing work. We also plan to double the number of industry associations we review and further enhance the disclosure.

In order to pass on Earth, this beautiful home planet, to the next generation, we will carry out a variety of carbon neutrality measures and public relations activities at countries that support them as we take resolute steps into the future where no answers are guaranteed.

On the other hand, the role of TMC’s Board of Directors to address these issues is to make flexible and varying decisions according to the circumstances at the time, make agile changes as required, and swiftly turn decisions into action. Thus, the ideal state of disclosure is subject to sudden change as well. Generally, the articles of incorporation are intended to define the basic details of a corporation and its operation, and is not for stipulating matters related to specific business execution such as those in this shareholder proposal. Therefore, we would like to maintain our current Articles of Incorporation.

Going forward, we will continue open dialogue on climate change measures with the proposing shareholders, other institutional investors and environmental NGOs to achieve carbon neutrality by 2050.
1. Outlook of Associated Companies

1.1 Progress and Achievement in Operation

Toyota group has continued to work on the “making ever-better cars” initiative to exceed the expectations of our customers. In order to promote product-based management, we have implemented the Toyota New Global Architecture (TNGA) platform, which realizes high performance in the basic car parts related to driving, turning, and braking, the “company system,” which enables us to think with passion and responsibility for any type of car, and the “regional system,” which responds to the market characteristics and customer needs in each region. There resulted in a balanced business structure offering a full lineup globally. Through these efforts, we have been able to speedily develop and deploy vehicles launched in the fiscal year under review by utilizing the TNGA platform. In addition, we are leveraging the long-selling brand power of the “Crown” and “GR Corolla” to build a lineup that meets the needs of the times.

**TOYOTA**

Our flagship with four variations for a new era to meet the diverse values and lifestyles of customers, while inheriting the Crown's DNA of innovation and limit-pushing.

**LEXUS**

Developed by putting into practice the concept of “making ever-better motorsports-bred cars”.

Global full-lineup

Global business expansion (Regional Sales)
FY2022 (April 2022 through March 2023) 9,610 thousand units

<table>
<thead>
<tr>
<th>Region</th>
<th>Japan (14.6%)</th>
<th>North America (25.0%)</th>
<th>Europe (19.9%)</th>
<th>China (19.5%)</th>
<th>Asia (excluding China) (14.6%)</th>
<th>Other (15.4%)</th>
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<tbody>
<tr>
<td>Products to meet diverse needs</td>
<td>RX</td>
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<td>Corolla Sport</td>
<td>Yaris Cross</td>
<td>Alphard</td>
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<tr>
<td>BEVs/PEVs</td>
<td>MIRAI</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Commercial Vehicles</td>
<td>2% Tax</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
General Economic Environment in FY2023
During the period under review, the global economy experienced an accelerated rise in consumer prices in both developed and emerging countries as energy and other prices soared against a backdrop of geopolitical tensions. From August onward, there were signs of a decline in demand due to concerns of a slowdown in the global economy as central banks in various countries accelerated the pace of monetary tightening.

Consolidated Financial Results for FY2023
While we maintained high product competitiveness through "making ever-better cars” and onsite efforts by dealers, suppliers, and plants, our consolidated earnings decreased for the period under review under the effects of supply constraints due to a shortage of semiconductors and the impact of materials prices.

(2) Consolidated Financial Summary

<table>
<thead>
<tr>
<th></th>
<th>Yen in millions unless otherwise stated</th>
</tr>
</thead>
<tbody>
<tr>
<td>Sales revenues</td>
<td>29,866,547</td>
</tr>
<tr>
<td>Automotive</td>
<td>26,770,379</td>
</tr>
<tr>
<td>Financial Services</td>
<td>2,172,854</td>
</tr>
<tr>
<td>Other</td>
<td>923,314</td>
</tr>
<tr>
<td>Operating income</td>
<td>2,399,232</td>
</tr>
<tr>
<td>Net income attributable to Toyota Motor Corporation</td>
<td>2,036,140</td>
</tr>
<tr>
<td>Basic earnings per share attributable to Toyota Motor Corporation (yen)</td>
<td>145.49</td>
</tr>
<tr>
<td>Total shareholders’ equity</td>
<td>53,972,363</td>
</tr>
<tr>
<td>Total assets</td>
<td>21,339,012</td>
</tr>
</tbody>
</table>

Notes:
1. Consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”).
2. The amounts represent sales revenues from external customers.
3. On October 1, 2021, TMC effected a five-for-one stock split of shares of its common stock. “Basic earnings per share attributable to Toyota Motor Corporation” is calculated based on the assumption that the stock split was implemented at the beginning of FY2020.

(3) Funding
The automotive business is mainly financed with funds from business operations. Starting in March 2021, Toyota has been issuing Woven Planet Bonds to create a foundation for fundraising in preparation for emergencies and to raise funds for projects that contribute to the achievement of the United Nations Sustainable Development Goals (SDGs). Funds necessary for the financial services business are mainly financed through the issuance of bonds and medium-term notes, as well as with borrowings. The balance of interest bearing debt as of the end of FY2023 was 29,380.2 billion yen.

(4) Capital Expenditures and R&D
As for capital expenditures, the Toyota group has promoted activities to decrease expenditures through effective use of our existing facilities and prioritization of individual projects. At the same time, we made investments in areas such as the remodeling of cars and the improvement of technological capabilities and productivity to strengthen our competitiveness. As a result, consolidated capital expenditures for FY2023 were 1,605.8 billion yen.
As for R&D expenditures, we aspired to reinforce advanced development for the future in new fields such as vehicle electrification and automated driving while also endeavoring to improve development efficiency. As a result, consolidated R&D expenditures for FY2023 were 1,241.6 billion yen.

(5) Policy on Determination of Distribution of Surplus
To reward long-term shareholders, TMC revised its policy on dividends and share repurchases effective from year-end shareholder returns for the year ended March 31, 2023.

Dividends: Increase dividends stably and continuously
60 yen (significant increase of +8 yen year on year)

Repurchase of shares: Conduct flexibly taking into account our share price levels etc.
Set maximum acquisition limit of 150.0 billion yen for both interim and year-end returns
### (6) Initiatives to Achieve Carbon Neutrality

In April 2021, the Toyota group declared its commitment to take on the global challenge of working toward achieving carbon neutrality by 2050. We are promoting practical electric vehicles that can reduce carbon emissions now and steadily, and offer sustainable options that are closely aligned with the energy situation in each region and the reality of how cars are used.

<table>
<thead>
<tr>
<th>CY2021</th>
<th>CY2022</th>
<th>CY2023</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>BEV</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>'21/12 BEV strategy briefing</td>
<td>'22/4 Launched the all-new Lexus RZ</td>
<td>'23/1 Launched the AE86 BEV Concept car</td>
</tr>
<tr>
<td>'22/5 Launched the all-new bZ4X (for China)</td>
<td></td>
<td>'23/2 Announced the introduction of a new BEV in 2026</td>
</tr>
<tr>
<td><strong>Battery</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>'21/7 Launched the all-new Aqua equipped with bipolar nickel-hydrogen battery</td>
<td>'22 Began production of lithium-ion batteries for bZ4X</td>
<td></td>
</tr>
<tr>
<td>'22/3 Collaborate to facilitate CO2-free hydrogen production and usage for Woven City and beyond with ENEOS</td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Hydrogen - Carbon-neutral fuels</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>'21/7- Participation in the Super Taikyu Series with hydrogen engine Corolla</td>
<td>'22/5- Participation in the Super Taikyu Series with hydrogen engine Corolla And carbon-neutral GR86</td>
<td>'22/12 Participation in 25-hour endurance race in Thailand with hydrogen engine Corolla</td>
</tr>
<tr>
<td>Expand options for producing, transporting, and using hydrogen</td>
<td>'22/8 Demonstration run of hydrogen-engine GR Yaris at World Rally Championship (WRC) in Belgium</td>
<td></td>
</tr>
<tr>
<td><strong>Commercial Sector</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>'21/4 Established Commercial Japan Partnership Technologies Corporation (CJPT) with Isuzu and Hino to address social issues and contribute to the realization of carbon neutrality</td>
<td>'22/2 Announcement on acceleration of bus electrification</td>
<td>'22/12 Charoen Pokphand Group(CPT) and Toyota to join forces to study path toward carbon neutrality in Thailand</td>
</tr>
<tr>
<td>'21/7 Suzuki and Daihatsu joined CJPT</td>
<td>'22/7 Introduced and began social implementation of fuel cell light-duty trucks in Fukushima</td>
<td>We will provide energy management using renewable energy resources such as biomass and waste feed in Thailand, efficient flows of goods and people using communication infrastructure and big data, and mobility that reflects customer use cases, including energy projects, economic conditions, driving range and loading capacity.</td>
</tr>
<tr>
<td><strong>HEV - PHEV</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>'21/4 Launched the all-new Crown</td>
<td>'22/11 Launched the all-new Prius</td>
<td></td>
</tr>
<tr>
<td><strong>ESG - Disclosure</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>'21/4 Pledge of carbon neutrality by 2050</td>
<td>'22/9 Validation and approval of Toyota’s emissions reduction targets by the Science Based Targets initiative(SBTi)</td>
<td>'23/1 Explanation of efforts to achieve carbon neutrality at the World Economic Forum (Davos)</td>
</tr>
<tr>
<td>'21/12- Disclosed Toyota’s views on Climate Public Policies</td>
<td>'22/9 AEOI and CJPT began improvement in logistics</td>
<td></td>
</tr>
<tr>
<td>'22/4 Began production of lithium-ion LFP batteries for bZ3</td>
<td>'23/4 Introduced fuel cell light-duty trucks in Tokyo</td>
<td></td>
</tr>
<tr>
<td>'22/11 Launched the all-new bZ3</td>
<td>'23/1 Launched the AE86 H2 Concept car</td>
<td></td>
</tr>
</tbody>
</table>

'22/8 Demonstration run of hydrogen-engine GR Yaris at World Rally Championship (WRC) in Belgium

'22/12 Participation in 25-hour endurance race in Thailand with hydrogen engine Corolla

'23/1 Launched the AE86 H2 Concept car

'23/4 Introduced fuel cell light-duty trucks in Tokyo

We will provide energy management using renewable energy resources such as biomass and waste feed in Thailand, efficient flows of goods and people using communication infrastructure and big data, and mobility that reflects customer use cases, including energy projects, economic conditions, driving range and loading capacity.
(7) Issues to be Addressed
We made a New Management Policy & Direction Announcement on April 7. Our new management structure’s theme is “inheritance and evolution”. The most important value we have cultivated is “Let’s make ever-better cars!”. While talking about cars on the front lines and striving hard to bring smiles to customers’ faces, we continue to pursue ever-better cars. Together with the 370,000 Toyota associates around the world, our suppliers, and our dealers, we all make cars together. Car-making is a team effort. We will accelerate the taking on of challenges for the future, with a management style of “simultaneously and organically working as a team.”

Aiming for the future
From now on, we aim to transform into a mobility company. Toyota’s mission is “Producing happiness for all.” For cars to continue being a necessary part of society, we need to change the future of the car. For that, there are two major themes, “carbon neutrality” and “expanding the value of mobility.”

Carbon neutrality
We are fully committed to achieving carbon neutrality in 2050 over the entire life cycle of our vehicles. When it comes to car manufacturing, we will continue to pursue a variety of options, based on multi-pathway solutions, to stay close to the future of energy and the realities of each region.

First, we will thoroughly implement whatever electrification, we can do immediately. We will strengthen sales of hybrid electric vehicles (HEV), including in emerging markets, and increase our number of plug-in hybrid electric vehicle (PHEV) options. We will expand our lineup of battery electric vehicles (BEV), which represent one important option, over the next several years.

We will do our utmost to develop BEVs and create new business models. We will also accelerate projects for the realization of the hydrogen society that we believe lies just beyond the BEV era. With partners across industries and countries, we will advance the expansion of the realm of hydrogen usage by such means as social implementation in Thailand and Fukushima, the mass production of commercial fuel cell electric vehicles (FCEV), and the development of hydrogen engine technologies in the arena of motorsports. Furthermore, we will work with the energy industry to develop technologies for carbon-neutral fuels.

We will work to promote electrified vehicles and reduce CO₂ emissions while leaving no one behind, including in emerging markets. Through this all-direction approach, we aim to reduce average CO₂ emissions for vehicles we sell worldwide by 33% by 2030 and by more than 50% by 2035 compared to 2019. We will continue to promote decarbonization globally and steadily toward 2050.

Expanding the value of mobility
The cars of the future will become more connected to society as they become more electrified, intelligent, and diversified. In addition to moving people’s hearts and emotions and moving people and goods, we will gather the movements of energy and information and link them together as one through data. By doing so, we will be able to provide seamless mobility experiences that are connected with other mobilities, as well as provide new value for cars as part of the social infrastructure. Cars connected to society will also be closely connected to various services that support people’s daily lives, such as telecommunications and finance, expanding the circle of new value-added services centered on mobility.

Toyota Mobility Concept
We have developed “Toyota Mobility Concept” as our vision of the mobility society that we are aiming for. Evolving the car to be more useful to society based on its essential values, that have been cultivated over time, such as safety, security, and being fun to drive. And realizing a mobility society in which everyone can move freely, happily, and comfortably. To strive toward such a future, we will continue our transformation into a mobility company in the following three domains.

The first is “Mobility 1.0.” What we aim for in this is to expand the value of the car by connecting various types of movement. For example, BEVs offer new mobility possibilities for the transport of electricity. Collectively serving as an energy grid, BEVs can enhance the energy security of society. That is the kind of role that BEVs can also fulfill. Also, intelligence can evolve cars even further by utilizing information gathered from cars and customers. Our software platform Arene holds the key to this new kind of car-making. Connecting the latest hardware and software will enable cars and various software applications to freely connect. Arene will fulfill an important role as a platform to support this kind of evolution. We will do our utmost to develop a next-generation BEV for 2026 together with Woven By Toyota.

What we aim for in the second domain, “Mobility 2.0”, is to expand mobility into new realms. There are many people whose mobility we are currently not able to support, such as the elderly, people living in
In addition, by drawing on the strengths of our Toyota Production System, we will change the way we design and driving performance to set hearts racing.

That would double the driving range by using batteries with far greater efficiency, while also offering to sell 1.5 million units annually by then. Further, we expect to launch a new generation of BEVs in 2026, type. We will expand our current lineup of BEVs, aiming to release ten new models by 2026, and expect needs of customers and individual regions by drawing on the strengths and characteristics of each vehicle.

Electrification will be based on a multi-pathway approach. We will continue to tailor electrification to the needs of customers and individual regions by drawing on the strengths and characteristics of each vehicle type. We will expand our current lineup of BEVs, aiming to release ten new models by 2026, and expect to sell 1.5 million units annually by then. Further, we expect to launch a new generation of BEVs in 2026, that would double the driving range by using batteries with far greater efficiency, while also offering designs and driving performance to set hearts racing.

In addition, by drawing on the strengths of our Toyota Production System, we will change the way we work to reduce the number of processes by half. This will entail a shift to more efficient lines, including autonomous inspections and unmanned transport powered by connected technology. We also aim to achieve carbon neutrality at all of our global plants by 2035. Also, we will overhaul existing supply chains by working with suppliers to procure superior quality parts at lower prices.

To realize these transformations, we are creating a new specialized unit. This specialized unit will work under a single leader entrusted with full authority, to handle every function, from development to production and business operation. We will support this new unit comprehensively through our polished competitiveness, as demonstrated by TNGA having the effect of halving our development intensity and in-house investment, and our 10-million-unit vehicle sales base.

For PHEVs, by increasing battery efficiency to extend the EV-mode driving range beyond 200 km, we will reposition PHEVs as “the practical BEV” and will work harder on developing this as another BEV option.

For FCEVs, we will pursue mass production centered on commercial vehicles. One feature of FCEVs is that the energy source, hydrogen, is lightweight, so even when traveling longer distances the vehicle is not heavy as a BEV, and less space is required. Refueling is also much quicker. We plan to promote FCEVs by starting with commercial vehicles, which permit us to take advantage of these strengths.

The second is intelligence. Intelligence will expand connectivity between cars, services, and society. The shift to intelligent cars will involve expanding advanced safety technology, multimedia, and other constantly evolving feature updates to all of our vehicles. At the same time, alongside advances in the onboard operating system, our next-generation BEVs will enable users to customize “ride feel” according to their preferences for how the vehicle runs, turns, and stops. By also honing the vehicles’ essential attributes, we will create cars that are more fun to drive in terms of both hardware and software.

Intelligent services will provide new services that connect cars to cities and infrastructure. This year, we plan to commence social implementation of logistics systems that use real-time traffic information to boost transport efficiency, and systems that provide optimal energy management. Partnering with cities and public facilities, we will also expand our BEV charging network, while providing a variety of services that support the energy grid and people’s lives. These efforts are already underway at Lexus.

With respect to intelligence in society, we will conduct demonstration experiments regarding various ways of connecting people, cars, and society in Woven City, which we have positioned as our "mobility test course." We will use Woven City to address any issues that come to light through social implementation of connected logistics services, before moving to once again implementing these services in society. By repeating this process, we will accelerate the realization of an intelligent society.
Finally, we come to diversification. Our approach to diversification, goes beyond cars to mobility itself, and even the energy sector. The diversification of cars will involve expanding our product lineup, services that utilize connected technology, as well as parts and accessories and businesses in collaborations with new partners.

With respect to diversification of mobility, we have developed an easy-lock system for securing wheelchairs with a single motion, utilizing the know-how we have accumulated over many years of developing welfare vehicles, and we plan to start installing this system in vehicles.

As for energy diversification, we have started demonstration experiments using hydrogen made from water, food loss and other waste, as well as carbon-neutral fuels made from biomass and other resources, in Japan and Thailand. Our energy use technology will also be strengthened in the field of motorsports with an aim to promoting widespread adoption in society.

Region-centered initiatives

We have refined the performance and cost of hybrid vehicles with each successive generation. As a result, we have been able to enhance greatly their earning power while investing in the future, growing with stakeholders, and reducing CO₂ emissions.

This is precisely an achievement of our region-centered management, which is based on our efforts to make ever-better cars.

We will continue to deepen our region-centered management and further solidify our business foundation. To do so, the first thing that we must address is how to achieve carbon neutrality. Carbon knows no borders, and CO₂ reduction is an issue that cannot wait. We need to immediately start with what we can do.

Therefore, to spread the use of electrified vehicles as quickly as possible and as much as possible, we need to be very attentive to the needs of our customers by taking into account local conditions and the diverse ways of using cars. Thus, along with enhancement of the BEV lineup, we will continue to enhance the attractiveness and competitiveness of all powertrains, including HEV and PHEVs.

In developed countries, in parallel with the preparation of BEVs, we will expand our product lineup, with a focus on the bZ series. In the U.S., we will start the local production of a 3-row SUV in 2025, that will be equipped with batteries to be produced in North Carolina, and we will seek to increase battery production capacity.

In China, we will launch two models of locally developed BEVs in 2024, fit to the local needs, and we plan to continue to increase the number of models in the following years. In Asia and other emerging markets, we will make sure to respond to the growing demand for BEVs, starting with local production of BEV pickup trucks, and also by launching a compact BEV model by the end of the year.

In developed countries, the switch to BEVs is moving forward as the market matures, while in emerging markets, the market is expected to expand due to demand for new and additional vehicles. Toyota, with its full lineup and profitable HEVs and PHEVs, along with its diverse options of BEVs that it will be strengthening, will make sure to meet a wide range of global demand and is committed to further growth.

For growth in emerging markets, profitable HEVs will be used as a source of income, and with a value chain of approximately 10 million units sold, we will also take part in a wide range of business opportunities. In addition, we will achieve cost reductions and Kaizen by leveraging the strengths of the Toyota Production System (TPS), and thereby enhance our future investment capacity for the expansion of growth in BEVs and mobility areas, and establish a strong business foundation whereby carbon neutrality and growth can both be achieved.

While the technological innovations of electrification, intelligence and diversification are progressing, we would like to take on the challenge of contributing to regions in which we operate and to the overall good. For example, in the United States, the automotive industry is at a critical juncture, with people moving away from manufacturing and with structural costs increasing. By combining worksite-honed craftsman skills with intelligence to propose new ways of manufacturing and new "automation with human intelligence" processes, we want to do our part in preserving manufacturing in the United States while solving the country's labor shortage problem. We also plan to start collaborations with Charoen Pokphand and the Siam Cement Group in Thailand. This is the start of an implementation that uses electrification and connected technologies to connect vehicles, people and information, and utilize mobility as part of the social infrastructure. Through these initiatives, we will take on the challenge of solving regional problems such as serious traffic congestion, air pollution and frequent road accidents.

Let’s change the future of cars!

No matter how times change, Toyota is a company that manages by way of its products. And we are a company that intends to produce happiness for all by responding to the diversification of its customers and societies around the world. There is a future mobility society that Toyota in particular can aim for because it has refined the strength of its full lineups worldwide. In an uncharted era, we believe that it is action based on strong will and passion that will change the future. Together with our colleagues, we will challenge ourselves to think outside the box. We believe that future of mobility, one that is unique to carmakers and to Toyota, lies ahead. Let’s change the future of cars! This is our theme as we aim to become a mobility company. Based on our unshakable motives, we will take on challenges with strong will and passion.

On March 4, 2022, TMC’s consolidated subsidiary Hino Motors, Ltd. ("Hino") announced that it identified past misconduct in relation to its applications for certification concerning emissions and the fuel economy performance of its vehicle engines for the Japanese market. Hino subsequently received an investigation
report from a special investigation committee consisting of outside experts concerning this matter. Hino also was subject to an on-site inspection from the Ministry of Land, Infrastructure, Transport and Tourism ("MLIT"), and received a corrective action order from it. On October 7, 2022, Hino submitted a recurrence prevention report to MLIT. To clarify management responsibility regarding this matter, Hino decided to have four persons who were directors or senior managing officers resign, reduce the remuneration of directors, and request the voluntary return of part of the remuneration of certain past representative directors. Further, Hino formulated and announced "Three Reforms", namely reforms to management, corporate culture and vehicle manufacturing, to prevent future misconduct. Hino is committed to addressing this issue head on and living out with renewed intent its corporate mission: "We make a better world and future by helping people and goods get where they need to go."

Furthermore, on April 28, 2023, TMC’s consolidated subsidiary, Daihatsu Motor Co., Ltd. ("Daihatsu") announced that it had committed procedural irregularities in approval applications for side collision tests for vehicles developed by Daihatsu destined for overseas markets. The irregularities were promptly reported to, and consultations were undertaken, with the inspection and certification authorities after they were discovered, and shipments of the vehicles at issue were suspended in the countries in which approval had been granted. In addition, Daihatsu has confirmed and reported that the vehicles at issue conform to laws and regulations in in-house re-tests using proper parts.

In the wake of the large-scale recalls that occurred in 2009, Toyota promised its customers around the world that it would not "run away, hide, or lie". Given this, we take very seriously the fact that this problem nevertheless occurred in our Group. For this matter, as the chief executive officer, TMC’s President will take responsibility for improving the car manufacturing operations of Toyota and the group companies, while the Chairman of the Board of TMC will lead initiatives to strengthen governance and compliance.

At the Group’s worksites, everyone is committed to making better cars. Toyota is a company where, when a problem occurs, everyone always stops, pursues the root cause by going and seeing the location or process where the problem exists, makes improvements, and works to prevent recurrence. This is the Toyota philosophy that has been cherished since the company’s founding. We believe that there is no other way to regain the trust of our customers than for all the Group companies to return to this philosophy once again, for each Group company’s top management to confront the problems at their respective workplaces, uncover them, and make improvements one by one, and continue this steady effort. The entire Group will work together to regain trust of our customers as soon as possible.  

### (8) Main Business

The Toyota group’s business segments are automotive operations, financial services operations and all other operations.

<table>
<thead>
<tr>
<th>Business</th>
<th>Main products and services</th>
</tr>
</thead>
<tbody>
<tr>
<td>Automotive Operations</td>
<td>Vehicles (passenger vehicles, trucks and buses, and mini-vehicles), Parts &amp; components for production, Parts, etc.</td>
</tr>
<tr>
<td>Financial Services Operations</td>
<td>Auto sales financing, Leasing, etc.</td>
</tr>
<tr>
<td>Other Operations</td>
<td>Information Technology, etc.</td>
</tr>
</tbody>
</table>

### (9) Main Sites

<TMC>

<table>
<thead>
<tr>
<th>Name</th>
<th>Location</th>
</tr>
</thead>
<tbody>
<tr>
<td>Head Office</td>
<td>Aichi Prefecture</td>
</tr>
<tr>
<td>Tokyo Head Office</td>
<td>Tokyo</td>
</tr>
<tr>
<td>Nagoya Office</td>
<td>Aichi Prefecture</td>
</tr>
<tr>
<td>Honsha Plant</td>
<td>Aichi Prefecture</td>
</tr>
<tr>
<td>Motomachi Plant</td>
<td>Aichi Prefecture</td>
</tr>
<tr>
<td>Kamigo Plant</td>
<td>Aichi Prefecture</td>
</tr>
<tr>
<td>Takaoka Plant</td>
<td>Aichi Prefecture</td>
</tr>
<tr>
<td>Miyoshi Plant</td>
<td>Aichi Prefecture</td>
</tr>
<tr>
<td>Tsutsumi Plant</td>
<td>Aichi Prefecture</td>
</tr>
<tr>
<td>Myochi Plant</td>
<td>Aichi Prefecture</td>
</tr>
<tr>
<td>Shimoyama Plant</td>
<td>Aichi Prefecture</td>
</tr>
<tr>
<td>Kinu-ura Plant</td>
<td>Aichi Prefecture</td>
</tr>
<tr>
<td>Tahara Plant</td>
<td>Aichi Prefecture</td>
</tr>
<tr>
<td>Tejho Plant</td>
<td>Aichi Prefecture</td>
</tr>
<tr>
<td>Toyota Technical Center Higashi-Fuji</td>
<td>Shizuoka Prefecture</td>
</tr>
<tr>
<td>Toyota Technical Center Shimoyama</td>
<td>Aichi Prefecture</td>
</tr>
</tbody>
</table>

<Domestic and overseas subsidiaries>

Please see section "(11) Status of Principal Subsidiaries."

### (10) Employees

<table>
<thead>
<tr>
<th>Number of employees</th>
<th>Increase (Decrease) from end of FY2022</th>
</tr>
</thead>
<tbody>
<tr>
<td>375,235</td>
<td>+2,418</td>
</tr>
</tbody>
</table>
### Status of Principal Subsidiaries

<table>
<thead>
<tr>
<th>Company name</th>
<th>Location</th>
<th>Capital/Subscription</th>
<th>Percentage ownership interest</th>
<th>Main business</th>
</tr>
</thead>
<tbody>
<tr>
<td>Toyota Financial Services Corporation</td>
<td>Aichi Prefecture, Japan</td>
<td>million yen 78,525</td>
<td>100.00</td>
<td>Management of domestic and overseas financial companies, etc.</td>
</tr>
<tr>
<td>Hino Motors, Ltd.</td>
<td>Tokyo, Japan</td>
<td>million yen 72,717</td>
<td>50.11</td>
<td>Manufacture and sales of automobiles</td>
</tr>
<tr>
<td>Daihatsu Motor Co., Ltd.</td>
<td>Osaka Prefecture, Japan</td>
<td>million yen 28,494</td>
<td>100.00</td>
<td>Manufacture and sales of automobiles</td>
</tr>
<tr>
<td>TOYOTA Mobility Tokyo Inc.</td>
<td>Tokyo, Japan</td>
<td>million yen 18,100</td>
<td>100.00</td>
<td>Sales of automobiles</td>
</tr>
<tr>
<td>Toyota Finance Corporation</td>
<td>Aichi Prefecture, Japan</td>
<td>million yen 16,500</td>
<td>100.00</td>
<td>Finance of automobile sales, Card business</td>
</tr>
<tr>
<td>Toyota Mobility Parts Co., Ltd.</td>
<td>Aichi Prefecture, Japan</td>
<td>million yen 15,000</td>
<td>54.08</td>
<td>Sales of automobile parts</td>
</tr>
<tr>
<td>Toyota Motor Kyushu, Inc.</td>
<td>Fukuoka Prefecture, Japan</td>
<td>million yen 7,750</td>
<td>100.00</td>
<td>Manufacture and sales of automobiles</td>
</tr>
<tr>
<td>Toyota Motor East Japan, Inc.</td>
<td>Miyagi Prefecture, Japan</td>
<td>million yen 6,851</td>
<td>100.00</td>
<td>Manufacture and sales of automobiles</td>
</tr>
<tr>
<td>Daihatsu Motor Kyushu Co., Ltd.</td>
<td>Oita Prefecture, Japan</td>
<td>million yen 6,000</td>
<td>100.00</td>
<td>Manufacture and sales of automobiles</td>
</tr>
<tr>
<td>Catarater Corporation</td>
<td>Shizuoka Prefecture, Japan</td>
<td>million yen 551</td>
<td>56.51</td>
<td>Manufacture and sales of automobile parts</td>
</tr>
<tr>
<td>Toyota Motor Engineering &amp; Manufacturing North America, Inc.</td>
<td>U.S.A.</td>
<td>USD 1,958,950</td>
<td>100.00</td>
<td>Management of manufacturing companies in North America</td>
</tr>
<tr>
<td>Toyota Motor Manufacturing, Kentucky, Inc.</td>
<td>U.S.A.</td>
<td>USD 1,180,000</td>
<td>100.00</td>
<td>Manufacture and sales of automobiles</td>
</tr>
<tr>
<td>Toyota Motor North America, Inc.</td>
<td>U.S.A.</td>
<td>USD 999,158</td>
<td>100.00</td>
<td>Manufacture of North American affiliates</td>
</tr>
<tr>
<td>Toyota Motor Credit Corporation</td>
<td>U.S.A.</td>
<td>USD 915,000</td>
<td>100.00</td>
<td>Finance of automobile sales</td>
</tr>
<tr>
<td>Toyota Motor Manufacturing, Indiana, Inc.</td>
<td>U.S.A.</td>
<td>USD 620,000</td>
<td>100.00</td>
<td>Manufacture and sales of automobiles</td>
</tr>
<tr>
<td>Toyota Motor Manufacturing, Texas, Inc.</td>
<td>U.S.A.</td>
<td>USD 510,000</td>
<td>100.00</td>
<td>Manufacture and sales of automobiles</td>
</tr>
<tr>
<td>Toyota Motor Sales, U.S.A., Inc.</td>
<td>U.S.A.</td>
<td>USD 365,000</td>
<td>100.00</td>
<td>Sales of automobiles</td>
</tr>
<tr>
<td>Toyota Financial Savings Bank</td>
<td>U.S.A.</td>
<td>USD 1</td>
<td>100.00</td>
<td>Finance of automobile sales</td>
</tr>
<tr>
<td>Toyota Motor Manufacturing Canada Inc.</td>
<td>Canada</td>
<td>CAD 680,000</td>
<td>100.00</td>
<td>Manufacture and sales of automobiles</td>
</tr>
<tr>
<td>Toyota Credit Canada Inc.</td>
<td>Canada</td>
<td>CAD 60,000</td>
<td>100.00</td>
<td>Finance of automobile sales</td>
</tr>
<tr>
<td>Toyota Canada Inc.</td>
<td>Canada</td>
<td>CAD 10,000</td>
<td>51.00</td>
<td>Sales of automobiles</td>
</tr>
<tr>
<td>Toyota Motor Manufacturing de Baja California, S. de R. L de C.V.</td>
<td>Mexico</td>
<td>MXN 3,834,821</td>
<td>100.00</td>
<td>Manufacture and sales of automobiles</td>
</tr>
<tr>
<td>Toyota Motor Manufacturing de Guanajuato, S.A.de C.V.</td>
<td>Mexico</td>
<td>MXN 3,395,529</td>
<td>100.00</td>
<td>Manufacture and sales of automobiles</td>
</tr>
</tbody>
</table>

### Other Subsidiaries

<table>
<thead>
<tr>
<th>Company name</th>
<th>Location</th>
<th>Capital/Subscription</th>
<th>Percentage ownership interest</th>
<th>Main business</th>
</tr>
</thead>
<tbody>
<tr>
<td>Toyota Motor Europe NVISA</td>
<td>Belgium</td>
<td>EUR 3,504,469</td>
<td>100.00</td>
<td>Management of all European affiliates</td>
</tr>
<tr>
<td>Toyota Motor Manufacturing France S.A.S.</td>
<td>France</td>
<td>EUR 2,688,079</td>
<td>100.00</td>
<td>Manufacture and sales of automobiles</td>
</tr>
<tr>
<td>Toyota Finance France S.A.S.</td>
<td>France</td>
<td>EUR 2,123,908</td>
<td>100.00</td>
<td>Loans to overseas Toyota related companies</td>
</tr>
<tr>
<td>Toyota Motor Finance (Netherlands) B.V.</td>
<td>Netherlands</td>
<td>EUR 908</td>
<td>100.00</td>
<td>Manufacture and sales of automobiles</td>
</tr>
<tr>
<td>Toyota Central Europe Sp. z o.o.</td>
<td>Poland</td>
<td>EUR 101,010</td>
<td>100.00</td>
<td>Manufacture and sales of automobiles</td>
</tr>
<tr>
<td>Toyota Financial Services (UK) PLC</td>
<td>U.K.</td>
<td>GBP 253,350</td>
<td>100.00</td>
<td>Manufacture and sales of automobiles</td>
</tr>
<tr>
<td>Toyota (GB) PLC</td>
<td>U.K.</td>
<td>GBP 2,600</td>
<td>100.00</td>
<td>Manufacture and sales of automobiles</td>
</tr>
<tr>
<td>Toyota Motor Manufacturing Czech Republic, s.r.o.</td>
<td>Czech Republic</td>
<td>CZK 5,140,000</td>
<td>100.00</td>
<td>Manufacture and sales of automobiles</td>
</tr>
<tr>
<td>Toyota Motor Manufacturing Turkey Inc.</td>
<td>Turkey</td>
<td>TRY 150,165</td>
<td>90.00</td>
<td>Manufacture and sales of automobiles</td>
</tr>
<tr>
<td>Guangqi Toyota Engine Co., Ltd.</td>
<td>China</td>
<td>USD 670,940</td>
<td>70.00</td>
<td>Manufacture and sales of automobiles</td>
</tr>
<tr>
<td>Toyota Motor (China) Investment Co., Ltd.</td>
<td>China</td>
<td>USD 118,740</td>
<td>100.00</td>
<td>Manufacture and sales of automobiles</td>
</tr>
<tr>
<td>Toyota Motor Finance (China) Co., Ltd.</td>
<td>China</td>
<td>CNY 4,100,000</td>
<td>100.00</td>
<td>Manufacture and sales of automobiles</td>
</tr>
<tr>
<td>Toyota Kirloskar Motor Private Ltd.</td>
<td>India</td>
<td>INR 7,000,000</td>
<td>89.00</td>
<td>Manufacture and sales of automobiles</td>
</tr>
<tr>
<td>P.T. Astra Daihatsu Motor</td>
<td>Indonesia</td>
<td>IDR 894,370,000</td>
<td>61.75</td>
<td>Manufacture and sales of automobiles</td>
</tr>
<tr>
<td>PT. Toyota Motor Manufacturing Indonesia</td>
<td>Indonesia</td>
<td>IDR 19,523,503</td>
<td>95.00</td>
<td>Manufacture and sales of automobiles</td>
</tr>
<tr>
<td>Toyota Asia Pacific Pte Ltd.</td>
<td>Singapore</td>
<td>SGD 6,000</td>
<td>100.00</td>
<td>Manufacture and sales of automobiles</td>
</tr>
<tr>
<td>Kuruzi Motors, Ltd.</td>
<td>Taiwan</td>
<td>TWD 3,400,000</td>
<td>70.00</td>
<td>Manufacture and sales of automobiles</td>
</tr>
<tr>
<td>Toyota Leasing (Thailand) Co., Ltd.</td>
<td>Thailand</td>
<td>THB 18,100,000</td>
<td>87.44</td>
<td>Manufacture and sales of automobiles</td>
</tr>
<tr>
<td>Toyota Motor Thailand Co., Ltd.</td>
<td>Thailand</td>
<td>THB 7,520,000</td>
<td>86.43</td>
<td>Manufacture and sales of automobiles</td>
</tr>
<tr>
<td>Toyota Aisatsu Automotive Engineering &amp; Manufacturing Co., Ltd.</td>
<td>Thailand</td>
<td>THB 1,300,000</td>
<td>100.00</td>
<td>Manufacture and sales of automobiles</td>
</tr>
<tr>
<td>Toyota Motor Corporation Australia Ltd.</td>
<td>Australia</td>
<td>AUD 481,100</td>
<td>100.00</td>
<td>Manufacture and sales of automobiles</td>
</tr>
<tr>
<td>Toyota Finance Australia Ltd.</td>
<td>Australia</td>
<td>AUD 120,000</td>
<td>100.00</td>
<td>Manufacture and sales of automobiles</td>
</tr>
<tr>
<td>Toyota Argentina S.A.</td>
<td>Argentina</td>
<td>ARS 900,000</td>
<td>100.00</td>
<td>Manufacture and sales of automobiles</td>
</tr>
<tr>
<td>Toyota de Brasil Ltda.</td>
<td>Brazil</td>
<td>BRL 6,709,980</td>
<td>100.00</td>
<td>Manufacture and sales of automobiles</td>
</tr>
<tr>
<td>Toyota South Africa Motors (Pty) Ltd.</td>
<td>South Africa</td>
<td>ZAR 50</td>
<td>100.00</td>
<td>Manufacture and sales of automobiles</td>
</tr>
</tbody>
</table>

### Notes:
1. * Indicates that the ownership interest includes such ratio of the subsidiaries.
2. The ownership interests are calculated based on the total number of shares issued at the end of the fiscal year.
2. Status of Shares

(1) Total Number of Shares Authorized
50,000,000,000 shares

(2) Total Number of Shares Issued
16,314,987,460 shares

(3) Number of Shareholders
989,548

(Note) The ratio is calculated after deducting the number of shares of treasury stock (2,749,808 thousand shares) from the total number of shares issued.

(4) Major Shareholders

<table>
<thead>
<tr>
<th>Name of Shareholders</th>
<th>Number of Shares (1,000 shares)</th>
<th>Percentage of Shareholding (%)</th>
</tr>
</thead>
<tbody>
<tr>
<td>The Master Trust Bank of Japan, Ltd.</td>
<td>1,905,736</td>
<td>14.05</td>
</tr>
<tr>
<td>Toyota Industries Corporation</td>
<td>1,192,331</td>
<td>8.79</td>
</tr>
<tr>
<td>Custody Bank of Japan, Ltd.</td>
<td>908,259</td>
<td>6.70</td>
</tr>
<tr>
<td>Nippon Life Insurance Company</td>
<td>633,489</td>
<td>4.87</td>
</tr>
<tr>
<td>JPMorgan Chase Bank, N.A. (Standing Proxy: Settlement &amp; Clearing Services Division, Mizuho Bank, Ltd.)</td>
<td>535,113</td>
<td>3.94</td>
</tr>
<tr>
<td>DENSO Corporation</td>
<td>449,576</td>
<td>3.31</td>
</tr>
<tr>
<td>State Street Bank and Trust Company (Standing Proxy: Settlement &amp; Clearing Services Division, Mizuho Bank, Ltd.)</td>
<td>335,369</td>
<td>2.47</td>
</tr>
<tr>
<td>The Bank of New York Mellon as Depositary Bank for Depositary Receipt Holders (Standing Proxy: Sumitomo Mitsui Banking Corporation)</td>
<td>292,036</td>
<td>2.15</td>
</tr>
<tr>
<td>Mitsui Sumitomo Insurance Company, Limited</td>
<td>284,072</td>
<td>2.09</td>
</tr>
<tr>
<td>Tokio Marine &amp; Nichido Fire Insurance Co., Ltd.</td>
<td>255,324</td>
<td>1.88</td>
</tr>
</tbody>
</table>

Notes:
1. The Bank of New York Mellon as Depositary Bank for Depositary Receipt Holders is the nominee of the Bank of New York Mellon, which is the depositary for holders of TMC’s American Depositary Receipts (ADRs).
2. The percentage of shareholding is calculated after deducting the number of shares of treasury stock (2,749,808 thousand shares) from the total number of shares issued.

(5) Status of Shares Issued as Consideration for the Execution of Duties to Members of the Board of Directors and Audit & Supervisory Board Members during FY2023

<table>
<thead>
<tr>
<th>Name of Shareholders</th>
<th>Number of Shares (1,000 shares)</th>
<th>Number of Recipients (Persons)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Members of the Board of Directors (excluding outside members of the Board of Directors)</td>
<td>368</td>
<td>5</td>
</tr>
</tbody>
</table>

3. Status of Members of the Board of Directors and Audit & Supervisory Board Members

(1) Members of the Board of Directors and Audit & Supervisory Board Members

<table>
<thead>
<tr>
<th>Name</th>
<th>Position</th>
<th>Areas of responsibility</th>
<th>Important concurrent duties</th>
</tr>
</thead>
<tbody>
<tr>
<td>Takeshi Udoyama</td>
<td>* Chairman of the Board of Directors</td>
<td>- Chairman of the Board of Directors</td>
<td>- Outside Director of JTEKT Corporation</td>
</tr>
<tr>
<td></td>
<td></td>
<td>- Chairman of the Executive Appointment Meeting</td>
<td>- Outside Director of MITSUI &amp; CO., LTD.</td>
</tr>
<tr>
<td></td>
<td></td>
<td>- Chairman of the Executive Compensation Meeting</td>
<td></td>
</tr>
<tr>
<td>Shigeru Hayakawa</td>
<td>* Vice Chairman of the Board of Directors</td>
<td>- Chief Privacy Officer</td>
<td>- Representative Director of Institute for International Economic Studies</td>
</tr>
<tr>
<td>Akio Toyoda</td>
<td>* President, Member of the Board of Directors</td>
<td>- Chief Executive Officer</td>
<td>- Chairman and CEO of Toyota Motor North America, Inc.</td>
</tr>
<tr>
<td></td>
<td></td>
<td>- Chief Executive Officer and Representative Director of Woven Planet Holdings, Inc.</td>
<td>- Chairman of TOYOTA FUDOSAN CO., LTD.</td>
</tr>
<tr>
<td></td>
<td></td>
<td>- Representative Director of ROOKIE Racing, Inc.</td>
<td>- Chairman of TOYOTA GAZOO Racing World Rally Team Oy</td>
</tr>
<tr>
<td>James Kuffner</td>
<td>Member of the Board of Directors</td>
<td>- Chief Digital Officer</td>
<td>- Chief Executive Officer and Representative Director of Woven Planet Holdings, Inc.</td>
</tr>
<tr>
<td></td>
<td></td>
<td>- Representative Director of Voven Core, Inc.</td>
<td>- President and Representative Director of Woven Alpha, Inc.</td>
</tr>
<tr>
<td></td>
<td></td>
<td>- Outside Director of Joby Aviation, Inc.</td>
<td></td>
</tr>
<tr>
<td>Kenton Kon</td>
<td>Member of the Board of Directors</td>
<td>- Chief Financial Officer</td>
<td>- Member of the Board of Directors of Hino Motors, Ltd.</td>
</tr>
<tr>
<td></td>
<td></td>
<td>- Member of the Executive Appointment Meeting</td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td>- Member of the Executive Compensation Meeting</td>
<td></td>
</tr>
<tr>
<td>Masahiko Maeda</td>
<td>Member of the Board of Directors</td>
<td>- Chief Technology Officer</td>
<td>- Representative Director of Woven Planet Holdings, Inc.</td>
</tr>
<tr>
<td></td>
<td></td>
<td>- Representative Director of Woven Planet Holdings, Inc.</td>
<td>- Outside Director of Toyota Industries Corporation</td>
</tr>
<tr>
<td></td>
<td></td>
<td>- Outside Director of FUJIFILM Holdings Corporation</td>
<td>- Outside Director of Hitachi, Ltd.</td>
</tr>
<tr>
<td>Ikuro Sugawara</td>
<td>Member of the Board of Directors</td>
<td>- Member of the Executive Appointment Meeting</td>
<td>- Outside Director of FUJIFILM Holdings Corporation</td>
</tr>
<tr>
<td></td>
<td></td>
<td>- Member of the Executive Compensation Meeting</td>
<td></td>
</tr>
<tr>
<td>Sir Philip Craven</td>
<td>Member of the Board of Directors</td>
<td>- Member of the Executive Appointment Meeting</td>
<td>- Director Senior Managing Executive Officer of Sumitomo Mitsui Financial Group, Inc.</td>
</tr>
<tr>
<td></td>
<td></td>
<td>- Member of the Executive Compensation Meeting</td>
<td>- Director and Senior Managing Executive Officer of Sumitomo Mitsui Banking Corporation</td>
</tr>
</tbody>
</table>
Woven Planet Holdings, Inc. absorbed and merged with Woven Core, Inc. and Woven Alpha, Inc. and was renamed Woven by Toyota, Inc. on April 1, 2023.

Mr. Akio Toyoda, who is President and a member of the Board of Directors, concurrently serves as Chairman of the Board of Directors. Dr. James Kuffner, who is a member of the Board of Directors, concurrently serves as Operating Officer (President).

Mr. Kenta Kon and Mr. Masahiko Maeda, who are members of the Board of Directors, are outside members of the Board of Directors. They are also Independent Directors as provided by the rules of the Japanese stock exchanges on which TMC is listed.

Mr. Hiroshi Ozu, Mr. Ikuro Sugawara, Sir Philip Craven and Ms. Teiko Kudo, all of whom are members of the Board of Directors, are outside members of the Board of Directors. They are also Independent Audit & Supervisory Board members. They are also Independent Audit & Supervisory Board members.

The “Important concurrent duties” are listed chronologically, in principle, based on the dates the executives assumed their present positions.

TMC has entered into Directors and Officers liability insurance contracts with an insurance company, naming all Members of the Board of Directors, Audit & Supervisory Board Members, Operating Officers, and Executive Fellows as insured persons. For details, please see Proposed Resolution 1 and Proposed Resolution 2 of the Reference Documents.

The “Important concurrent duties” are listed chronologically, in principle, based on the dates the executives assumed their present positions.

TMC believes that it is critical to appoint individuals who practice “product-centered and region-centered management” and contribute to decision-making aimed at sustainable growth into the future according to the concept of the “Toyoda Principles”, which set forth our founding philosophy. Moreover, these individuals should be able to play a significant role in transforming TMC into a mobility company through responding to electrification, intelligence, and diversification based on trust and friendship and internal two-way interactive teamwork, while working towards the solution of climate change and other social challenges. Executive compensation is an important method to motivate executives to take various actions and is determined according to the following policies.

- It should be a system that encourages members of the Board of Directors to work to improve the medium- to long-term corporate value of TMC and align their personal interests with those of the company.
- It should be a system that can maintain compensation levels that will allow TMC to secure and retain talented personnel.
- It should be a system that motivates members of the Board of Directors to promote management from the same viewpoint as our shareholders with a stronger sense of responsibility as corporate managers.

Policies for determining remuneration for each member of the Board of Directors are resolved by the Board of Directors. The remuneration is effectively linked to corporate performance while reflecting individual job responsibilities and performance in determining remuneration levels and methods. Remuneration for outside members of the Board of Directors and Audit & Supervisory Board members consists only of fixed payments. As a result, this remuneration is not readily impacted by business performance, helping to ensure independence from management.

Based on the resolution of the 115th Ordinary General Shareholders’ Meeting held on June 13, 2019 concerning remuneration for the members of the Board of Directors of TMC, the maximum cash compensation was set at 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 maximum share compensation was set at 4.0 billion yen per year. The number of members of the Board of Directors pursuant to the resolution of the 115th Ordinary General Shareholders’ Meeting was nine (including three outside members of the Board of Directors).

## (2) Compensation to Members of the Board of Directors and Audit & Supervisory Board Members for FY2023

### 1) Details on Determination of the Amount and Calculation Method of Remuneration to members of the Board of Directors and Audit & Supervisory Board members and the Determination Method

#### a. Decision Making Policy and Process

TMC believes that it is critical to appoint individuals who practice “product-centered and region-centered management” and contribute to decision-making aimed at sustainable growth into the future according to the concept of the “Toyoda Principles”, which set forth our founding philosophy. Moreover, these individuals should be able to play a significant role in transforming TMC into a mobility company through responding to electrification, intelligence, and diversification based on trust and friendship and internal two-way interactive teamwork, while working towards the solution of climate change and other social challenges. Executive compensation is an important method to motivate executives to take various actions and is determined according to the following policies.

* Please see the “Toyoda Principles” on page 3.

- It should be a system that encourages members of the Board of Directors to work to improve the medium- to long-term corporate value of TMC.
- It should be a system that can maintain compensation levels that will allow TMC to secure and retain talented personnel.
- It should be a system that motivates members of the Board of Directors to promote management from the same viewpoint as our shareholders with a stronger sense of responsibility as corporate managers.

Policies for determining remuneration for each member of the Board of Directors are resolved by the Board of Directors. The remuneration is effectively linked to corporate performance while reflecting individual job responsibilities and performance in determining remuneration levels and methods. Remuneration for outside members of the Board of Directors and Audit & Supervisory Board members consists only of fixed payments. As a result, this remuneration is not readily impacted by business performance, helping to ensure independence from management.

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### Name Position Areas of responsibility

<table>
<thead>
<tr>
<th>Name</th>
<th>Position</th>
<th>Areas of responsibility</th>
<th>Important concurrent duties</th>
</tr>
</thead>
<tbody>
<tr>
<td>Haruhiko Kato</td>
<td>Full-time Audit &amp;</td>
<td>Operating Officer (President)</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Supervisory Board Member</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Masahide Yasuda</td>
<td>Full-time Audit &amp;</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Supervisory Board Member</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Katsuyuki Ogura</td>
<td>Full-time Audit &amp;</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Supervisory Board Member</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Hiroshi Ozu</td>
<td>Audit &amp; Supervisory</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Board Member</td>
<td></td>
<td></td>
</tr>
<tr>
<td>George Olcott</td>
<td>Audit &amp; Supervisory</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Board Member</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Ryuji Sakai</td>
<td>Audit &amp; Supervisory</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Board Member</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Notes:
1. * Representative Director
2. Mr. Akio Toyoda, who is President and a member of the Board of Directors, concurrently serves as Operating Officer (President).
3. Dr. James Kuffner, who is a member of the Board of Directors, concurrently serves as Operating Officer.
4. Mr. Kenta Kon and Mr. Masahiko Maeda, who are members of the Board of Directors, concurrently serve as Operating Officers (Executive Vice Presidents).
5. Mr. Ikuro Sugawara, Sir Philip Craven and Ms. Teiko Kudo, all of whom are members of the Board of Directors, are outside members of the Board of Directors. They are also Independent Directors as provided by the rules of the Japanese stock exchanges on which TMC is listed.
6. Mr. Hiroshi Ozu, Mr. George Olcott and Mr. Ryuji Sakai, all of whom are Audit & Supervisory Board members, are outside Audit & Supervisory Board members. They are also Independent Audit & Supervisory Board members as provided by the rules of the Japanese stock exchanges on which TMC is listed.
7. The “Important concurrent duties” are listed chronologically, in principle, based on the dates the executives assumed their present positions.
8. TMC has entered into Directors and Officers liability insurance contracts with an insurance company, naming all Members of the Board of Directors, Audit & Supervisory Board Members, Operating Officers, and Executive Fellows as insured persons. For details, please see Proposed Resolution 1 and Proposed Resolution 2 of the Reference Documents.
9. Audit & Supervisory Board Member who resigned in FY2023

<table>
<thead>
<tr>
<th>Name</th>
<th>Position</th>
<th>Areas of responsibility</th>
<th>Resignation date</th>
</tr>
</thead>
<tbody>
<tr>
<td>Yoko Wake</td>
<td>Audit &amp; Supervisory</td>
<td>- Professor Emeritus of Keio University</td>
<td>November 30, 2022</td>
</tr>
<tr>
<td></td>
<td>Board Member</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Substitute Audit & Supervisory Board Member Ryuji Sakai was appointed as an Audit & Supervisory Board Member effective December 1, 2022.

10. Woven Planet Holdings, Inc. absorbed and merged with Woven Core, Inc. and Woven Alpha, Inc. and was renamed Woven by Toyota, Inc. on April 1, 2023.
The amount of remuneration for Audit & Supervisory Board members of TMC was set at 30 million yen or less per month at the 104th Ordinary General Shareholders’ Meeting held on June 24, 2008. The number of Audit & Supervisory Board members pursuant to the resolution of the 104th Ordinary General Shareholders’ Meeting was seven.

The amount of remuneration for each member of the Board of Directors and the remuneration system are decided by the Board of Directors and the “Executive Compensation Meeting,” a majority of the members of which are outside members of the Board of Directors, in order to ensure the independence of the decisions. The members of the “Executive Compensation Meeting” are Takeshi Uchiyamada*1 (Chairman), Chairman of the Board of Directors, and Kenta Kon*2, a member of the Board of Directors, as well as Ikuro Sugawara, Sir Philip Craven, and Teiko Kudo, all outside members of the Board of Directors.

* 1. Shigeru Hayakawa, Vice Chairman of the Board of Directors, replaced Takeshi Uchiyamada, Chairman of the Board of Directors, as Chairman of the Executive Compensation Meeting on April 1, 2023.
* 2. Kenta Kon, a member of the Board of Directors, replaced Koji Kobayashi, a member of the Board of Directors, as a member of the Executive Compensation Meeting on June 15, 2022. Yoichi Miyazaki, Operating Officer, subsequently replaced Kenta Kon as a member of the Executive Compensation Meeting on April 1, 2023.

Koji Kobayashi, a member of the Board of Directors, retired as a member of the Board of Directors upon the conclusion of the Ordinary General Shareholders’ Meeting held on June 15, 2022.

3. The amount of remuneration for each non-outside member of the Board of Directors were determined at conventions of the Executive Compensation Meeting held in April 2022 and April 2023, respectively.

The Board of Directors resolves the policy for determining remuneration for and other payments to each member of the Board of Directors and the executive remuneration system as well as the total amount of remuneration for FY2023, and delegates the determination of the amount of remuneration for each member of the Board of Directors to the Executive Compensation Meeting. The Executive Compensation Meeting reviews the remuneration system for members of the Board of Directors and senior management on which it will consult with the Board of Directors and determines the amount of remuneration for each member of the Board of Directors, taking into account factors such as corporate performance as well as individual job responsibilities and performance, in accordance with the policy for determining remuneration for and other payments to each member of the Board of Directors established by the Board of Directors. The Board of Directors considers that such decisions made by the Executive Compensation Meeting are in line with the policy on determining remuneration and other payments for each member of the Board of Directors.

Remuneration for Audit & Supervisory Board members is determined by the Audit & Supervisory Board within the scope determined by resolution of the shareholders’ meeting. FY2023 compensation was discussed and determined at the Executive Compensation Meetings held in April 2022, and March and April 2023.

Preparation meetings with only outside members of the Board of Directors were held five times in total: in July, September and October 2022, as well as January and February 2023. Remuneration for members of the Board of Directors were determined with the unanimous consent of the Executive Compensation Meeting.

Major discussions made at the Executive Compensation Meetings:
- Compensation level by position and duties
- FY2023 KPI evaluation
- Determination of individual compensation amount

Method of Determining Performance-based Remuneration (Bonus and Share Compensation)

1) Directors with Japanese citizenship (excluding outside members of the Board of Directors) TMC sets the total amount of remuneration (“Annual Total Remuneration”) received by each member of the Board of Directors in a year based on consolidated operating income, the fluctuation of TMC’s market capitalization and individual performance evaluation. The balance after deducting monthly compensation as fixed remuneration from Annual Total Remuneration constitutes performance-based remuneration.

TMC sets an appropriate executive compensation level for Annual Total Remuneration based on position and duties by referencing a benchmark of Japanese and also global companies selected based on the size of each person’s role and other factors.

* Calculated by multiplying the closing price of TMC’s common stock for FY2023 on the Tokyo Stock Exchange by the number of shares issued after deducting the number of shares of treasury stock

Method and Reference Value for Evaluating Indicators and Evaluation Results

<table>
<thead>
<tr>
<th>Evaluation Method</th>
<th>Reference Value</th>
<th>Evaluation Result</th>
</tr>
</thead>
<tbody>
<tr>
<td>Evaluate the degree of attainment of consolidated operating income in FY2023, using required income (set in 2011) for TMC’s sustainable growth as reference value</td>
<td>1 trillion yen</td>
<td>180%</td>
</tr>
<tr>
<td>Comparatively evaluate the fluctuation of TMC’s market capitalization for FY2023 (average from January through March), using the market capitalization of TMC and TOPIX for FY2023 (average from January through March) as reference values</td>
<td>TMC: 30.4 trillion yen</td>
<td>TOPIX: 1,909.75</td>
</tr>
</tbody>
</table>

Method of Setting Annual Total Remuneration:

Annual Total Remuneration is set using a theoretical formula that takes into account the benchmarking results of remuneration for members of the Board of Directors. Annual Total Remuneration is set based on consolidated operating income and the fluctuation of the market capitalization of TMC, and then adjusted based on individual performance evaluations. The evaluation takes into account various factors such as initiatives (including the ESG perspective) in keeping with the spirit of the Toyota Principles, which set forth our founding philosophy, trust from his or her peers and contribution to the promotion of human resources development. The scope of adjustments based on individual performance evaluations is set commensurate with position and job responsibilities within the range of 50% above or below Annual Total Remuneration. Annual Total Remuneration for each member of the Board of Directors is calculated based on evaluation results.

* Please see the “Toyota Principles” on page 3.

2) Directors with foreign citizenship (excluding outside members of the Board of Directors) Fixed remuneration and performance-based remuneration are set based on the remuneration levels and structures that allow TMC to secure and retain talented personnel. Fixed remuneration is set, taking into account each member’s job responsibilities and the remuneration standards of such member’s home country (application determined individually). Performance-based remuneration is set based on consolidated operating income, the fluctuation of the market capitalization of TMC and individual performance, taking into account each member’s job responsibilities and the remuneration standards of such member’s home country (application determined individually). The concept of each item is the same as that for directors with Japanese citizenship (excluding outside members of the Board of Directors). In addition, there are cases where we provide income tax compensation for certain members of the Board of Directors in light of the difference in income tax rates with those of his or her home country.
c. Share Compensation System

TMC’s Board of Directors resolves on share compensation within the maximum share compensation amount of 4.0 billion yen per year (with the aggregate number of TMC’s common shares to be allotted to members of the Board of Directors of TMC excluding outside members of the Board of Directors to be subject to a maximum of 4 million shares per year in total) that was established at the 115th Ordinary General Shareholders’ Meeting held on June 13, 2019 and the 118th Ordinary General Shareholders’ Meeting held on June 15, 2022. The overview of the share compensation is as follows.

<table>
<thead>
<tr>
<th>Eligible persons</th>
<th>Members of the Board of Directors of TMC (excluding outside members of the Board of Directors)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Total amount of the share compensation</td>
<td>Maximum of 4.0 billion yen per year</td>
</tr>
<tr>
<td>Amount of the share compensation payable to each member of the Board of Directors</td>
<td>Set each year as part of performance-based remuneration considering factors such as corporate results, duties, and performance</td>
</tr>
<tr>
<td>Type of shares to be allotted and method of allotment</td>
<td>Issue or disposal of common stock (with transfer restrictions under an allotment agreement)</td>
</tr>
<tr>
<td>Total number of shares to be allotted</td>
<td>Maximum of 4 million shares per year in total to eligible members of the Board of Directors (provided, however, that if a stock split, including a gratis allotment, or a reverse stock split of TMC’s common shares is carried out after June 15, 2022, or in case of events that otherwise require an adjustment to the total number of TMC’s common shares to be issued or disposed of as restricted share compensation, such total number of shares will be adjusted to a reasonable extent)</td>
</tr>
<tr>
<td>Amount to be paid</td>
<td>Determined by the Board of Directors of TMC based on the closing price of TMC’s common stock on the Tokyo Stock Exchange on the business day prior to each resolution of the Board of Directors, within a range that is not particularly advantageous to eligible members of the Board of Directors</td>
</tr>
<tr>
<td>Transfer restriction period</td>
<td>A period of between three and fifty years, as predetermined by the Board of Directors of TMC</td>
</tr>
<tr>
<td>Conditions for removal of transfer restrictions</td>
<td>Restrictions will be removed upon the expiration of the transfer restriction period. However, restrictions will also be removed in the case of expiration of the term of office, death, or other legitimate reasons.</td>
</tr>
<tr>
<td>Gratis acquisition by TMC</td>
<td>TMC will be able to acquire all allotted shares without consideration in the case of violations of laws and regulations or other reasons specified by the Board of Directors of TMC during the transfer restriction period.</td>
</tr>
</tbody>
</table>

### 2) Amount of Compensation, the Amount of Compensation by Type of Compensation and the Number of Eligible Executives by Category of Executives

<table>
<thead>
<tr>
<th>Category</th>
<th>Number of eligible executives</th>
<th>Base compensation (million yen)</th>
<th>Performance-based compensation (million yen)</th>
<th>Amount of compensation (million yen)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Members of the Board of Directors (incl. outside members of the Board of Directors)</td>
<td>10 (3)</td>
<td>961 (150)</td>
<td>397</td>
<td>785* (421 thousand shares)</td>
</tr>
<tr>
<td>Audit &amp; Supervisory Board members (incl. outside Audit &amp; Supervisory Board members)</td>
<td>8 (5)</td>
<td>264 (56)</td>
<td>--</td>
<td>264 (56)</td>
</tr>
<tr>
<td>Total</td>
<td>18</td>
<td>1,226</td>
<td>397</td>
<td>785* (421 thousand shares)</td>
</tr>
</tbody>
</table>

Notes:

1. The amount of cash compensation payable to members of the Board of Directors has been set at a maximum total 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 amount of share compensation has been set at a maximum total of 4.0 billion yen per year, by resolution at the 115th Ordinary General Shareholders’ Meeting held on June 13, 2019. Cash compensation consists of monthly compensation and bonuses. The amount of compensation payable to Audit & Supervisory Board members has been set at a maximum total of 30 million yen per month by the resolution of the 104th Ordinary General Shareholders’ Meeting held on June 24, 2008.

2. Performance-based compensation is granted in the amount calculated by multiplying the closing price of common stock on the date immediately before the date of the allotment resolution by the number of shares stated above pursuant to the resolution at the Board of Directors Meeting held on May 10, 2023. *The amount of share compensation stated above is calculated by multiplying the average price of common stock from January through March of FY2023 by the number of shares resolved, as a reference.

3. Share compensation was granted to two individuals, namely Mr. Shigeru Hayakawa, the Vice Chairman of the Board of Directors, and Mr. Akio Toyoda, the President and member of the Board of Directors.
1) Major activities for FY2023

<table>
<thead>
<tr>
<th>Category</th>
<th>Name</th>
<th>Attendance of Board of Directors meetings (total attended/total held)</th>
<th>Attendance of Audit &amp; Supervisory Board meetings (total attended/total held)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Member of the Board of Directors</td>
<td>Ikuro Sugawara</td>
<td>18/18</td>
<td>-</td>
</tr>
<tr>
<td>Member of the Board of Directors</td>
<td>Sir Philip Craven</td>
<td>18/18</td>
<td>-</td>
</tr>
<tr>
<td>Member of the Board of Directors</td>
<td>Teiko Kudo</td>
<td>18/18</td>
<td>-</td>
</tr>
<tr>
<td>Audit &amp; Supervisory Board Member</td>
<td>Yoko Wake</td>
<td>9/11</td>
<td>9/11</td>
</tr>
<tr>
<td>Audit &amp; Supervisory Board Member</td>
<td>Hiroshi Ozu</td>
<td>18/18</td>
<td>17/17</td>
</tr>
<tr>
<td>Audit &amp; Supervisory Board Member</td>
<td>George Olcott</td>
<td>15/15</td>
<td>14/14</td>
</tr>
<tr>
<td>Audit &amp; Supervisory Board Member</td>
<td>Ryuji Sakai</td>
<td>7/7</td>
<td>6/9</td>
</tr>
</tbody>
</table>

Note: The total number of meetings held varies due to the difference in the dates of assumption of office.

Each outside member of the Board of Directors and outside Audit & Supervisory Board member contributed by giving opinions based on his or her experience and insight.

Mr. Ikuro Sugawara and Sir Philip Craven, members of the Board of Directors, played appropriate roles as stated in “Recent contribution” and “Reasons for nomination as an outside member of the Board of Director candidate” of Proposed Resolution 1 of the Reference Documents. Ms. Teiko Kudo has supervised execution of operation from an independent standpoint as an outside member of the Board of Directors. Specifically, she has contributed to the effective use of capital and risk management of TMC including precise advice on the importance of examining adequacy and effects of investments when making alliances and of being aware of potential risks in different regions. She based her advice on decision-making capabilities and insight in investment and financing in the environment and energy field as well as growth areas, gained through her career in banking. Along with this, she suggested further enhancement of discussions on how sharing information could contribute to management decisions and sustainability to improve the effectiveness of the Board of Directors. As a member of the Executive Appointment Meeting and the Executive Compensation Meeting, she has contributed to developing appropriate proposals by providing various opinions from a number of perspectives, including validating the appropriateness of various matters through confirming the background and reasons as well as examining TMC’s unique compensation system that takes into account labor conditions in various regions around the world.

2) Details of Limited Liability Agreements

Agreements between the outside members of the Board of Directors or outside Audit & Supervisory Board members and TMC to limit liability as stipulated in Article 423, Paragraph 1 of the Companies Act, with liability limited to the amount stipulated in Article 425, Paragraph 1 of the Companies Act.

4. Status of Accounting Auditor

(1) Name of Accounting Auditor

PricewaterhouseCoopers Aarata LLC

(2) Compensation to Accounting Auditor for FY2023

1) Total compensation and other amounts paid by TMC for the services provided in Article 2, Paragraph 1 of the Certified Public Accountants Act of Japan

746 million yen

2) Total amount of cash and other property benefits paid by Toyota

1,916 million yen

Notes:
1. The Audit & Supervisory Board examined whether the content of the Accounting Auditor’s audit plan, its execution of duties, basis for calculating the estimated compensation and others were appropriate, and thereupon agreed on the amount of compensation to the Accounting Auditor.
2. The amount in 1) above includes compensation for audits performed in compliance with the Financial Instruments and Exchange Law.
3. The amount in 2) above includes compensation for advice and consultation concerning accounting matters and information disclosure that are not included in the services provided in Article 2, Paragraph 1 of the Certified Public Accountants Act of Japan.
4. Among principal subsidiaries of TMC, overseas subsidiaries are audited by certified public accountants or audit firms other than PricewaterhouseCoopers Aarata LLC.

(3) Policy regarding decisions on the dismissal or non-reappointment of the Accounting Auditor

If an Accounting Auditor falls under any of the items of Article 340, Paragraph 1 of the Companies Act and the Accounting Auditor’s dismissal is accordingly deemed to be appropriate, the Audit & Supervisory Board shall dismiss the Accounting Auditor with the unanimous consent of the Audit & Supervisory Board Members. If any event or situation that hinders an Accounting Auditor from appropriately executing its duties is deemed to have occurred, the Audit & Supervisory Board shall determine the content of a proposal for the dismissal or non-reappointment of the Accounting Auditor to be submitted to the General Shareholders’ Meeting.
5. System to Ensure the Appropriateness of Business Operations and Outline of Implementation
Status of Such Systems

Basic understanding of system to ensure appropriateness of business operations
TMC, together with its subsidiaries, has created and maintained a sound corporate climate based on the "Guiding Principles at Toyota" and the "Toyota Code of Conduct." TMC integrates the principles of problem identification and continuous improvement into its business operation process and makes continuous efforts to train employees who will put these principles into practice.

System to ensure the appropriateness of business operations and outline of implementation status of such systems
TMC has endeavored to establish a system for ensuring the appropriateness of business operations as a corporate group and the proper implementation of that system in accordance with the "Basic Policies on Establishing Internal Controls." Each business year, TMC inspects the establishment and implementation of internal controls to confirm that the organizational units responsible for implementing internal controls are functioning autonomously and are enhancing internal controls as necessary, and findings from the inspection are reviewed at Sustainability Meetings and the Board of Directors' meetings.

(1) System to ensure that Members of the Board of Directors execute their responsibilities in compliance with relevant laws and regulations and the Articles of Incorporation

[System]
1) TMC will ensure that Members of the Board of Directors act in compliance with relevant laws and regulations and the Articles of Incorporation, based on the Code of Ethics and other explanatory documents that include necessary legal information, presented on occasions such as explanation to members of the Board of Directors when they assume office.
2) TMC will properly manage the capital fund through its budgeting system and other forms of control, conduct business operations, and manage the budget, based on the authorities and responsibilities in accordance with the "Ringi" system (effective consensus-building and approval system) and other systems. Significant matters will be properly submitted and discussed at the Board of Directors’ meetings and other meetings of various cross-sectional decision-making bodies. Matters to be decided are properly submitted and discussed at the meetings of those decision-making bodies in accordance with regulations that identify information security issues, including the management of confidential information, and regularly conducts inspections of progress being made in this regard by TMC and its subsidiaries.
3) TMC will appropriately discuss significant matters and measures relating to issues such as corporate ethics, compliance and risk management at the Sustainability Meetings or the Board of Directors’ meetings, etc.

[Implementation status]
1) TMC has stipulated the fundamental provisions to be observed by Members of the Board of Directors and other executives in the "Guiding Principles at Toyota," the "Toyota Code of Conduct," the "Code of Ethics," etc., and all executives have been familiarized with these provisions. The relevant laws and regulations and the Articles of Incorporation that executives are to observe are listed in manuals to make all executives familiarized with those laws, regulations and rules and we conduct compliance education for newly appointed executives.

2) In executing business operations, matters to be discussed are properly presented to the Board of Directors and cross-sectional decision-making bodies in accordance with regulations that identify the matters to be discussed with decision-making bodies. Matters are then comprehensively examined before decisions are made. The following matters require a resolution of the Board of Directors: (1) matters stipulated in the Companies Act and other laws and ordinances, (2) matters stipulated in the Articles of Incorporation, (3) matters delegated for resolution at the General Shareholders' Meeting, and (4) other material business matters. The following matters are required to be reported to the Board of Directors: (1) status of execution of business operations and other matters stipulated in the Companies Act and other laws and ordinances and (2) other matters deemed necessary by the Board of Directors.
3) With the aim of establishing a governance structure that can deliver sustainable growth over the medium- to long-term in accordance with the "Guiding Principles at Toyota," "Toyota Global Vision," "Toyota Philosophy," etc., TMC deliberates on important topics pertaining to sustainability, corporate ethics, compliance and risk management as well as responses thereto at Sustainability Meetings or the Board of Directors’ meetings, etc.

(2) System to retain and manage information relating to the execution of the duties of Members of the Board of Directors

[System]
Information relating to exercising duties by Members of the Board of Directors shall be appropriately retained and managed by each division in charge pursuant to the relevant internal rules and laws and regulations.

[Implementation status]
In accordance with the relevant internal rules as well as laws and regulations, all organizational units are required to properly retain and manage materials used by decision-making bodies, minutes of meetings, and other information needed for the execution of duties by Members of the Board of Directors. TMC has established global systems and mechanisms for addressing full range of information security issues, including the management of confidential information, and regularly conducts inspections of progress being made in this regard by TMC and its subsidiaries.

(3) Rules and systems related to the management of risk loss

[System]
1) TMC will properly manage the capital fund through its budgeting system and other forms of control, conduct business operations, and manage the budget, based on the authorities and responsibilities in accordance with the “Ringi” system (effective consensus-building and approval system) and other systems. Significant matters will be properly submitted and discussed at the Board of Directors’ meeting and other meetings of various bodies in accordance with the standards stipulated in the relevant rules.
2) TMC will ensure accurate financial reporting by issuing documentation on the financial flow and the control system, etc., and by properly and promptly disclosing information through the Disclosure Committee.

3) TMC will manage various risks relating to safety, quality, the environment, etc. and compliance by establishing coordinated systems with all regions, establishing rules or preparing and delivering manuals and by other means, as necessary through each relevant division.

4) As a precaution against events such as natural disasters, TMC will prepare manuals, conduct emergency drills, arrange risk diversification and insurance, etc. as needed.

[Implementation status]

1) Budget is allocated to each organizational unit assigned to administer each expense item, general expenses, research and development expenses, capital expenditures, etc. and is managed in accordance with the earnings plan. Significant matters are properly submitted for discussion in accordance with standards in the rules stipulating the matters to be discussed at the Board of Directors and other decision-making bodies.

2) To ensure accurate financial reporting, commentaries are prepared on financial information collected to prepare consolidated financial reports, and these are distributed to subsidiaries as necessary. To ensure the timely and proper disclosure of information, information is collected through the Disclosure Committee, where decisions on the need for disclosure are made. Processes of TMC and its key subsidiaries are being documented as required by law, and the effectiveness of internal control systems with respect to financial reporting is evaluated. The effectiveness of the disclosure process is also evaluated.

3) Regional CROs have been appointed to develop and oversee risk management systems for their respective regions under the supervision of CRO, who is responsible for global risk management of safety, quality, environmental and other risks. In addition, at the internal head offices, TMC has appointed the chief officer for each group and the risk officer for each department and division to be in charge of risk management for each function, and at each in-house company, TMC has appointed the president and the risk officer to be in charge of risk management for each product. Through this, TMC has established systems that enable collaboration and support with each regional headquarters, and these systems are reviewed and reinforced as necessary.

In the area of quality, the Global-CQO (Chief Quality Officer) is in charge of each Regional-CQO, and is promoting the improvement of products and services sincerely reflecting customer feedback, as well as the manufacturing that is in compliance with laws and regulations, across the entire company globally. TMC is also monitoring market developments and establishes and enhances management structure that responds to quality risks.

4) To prepare against disaster, Group/Region and all divisions have formulated business continuity plans (BCPs) for resuming production and restoring systems, among others, and they are continuing to improve these BCPs by conducting regular training (initial responses and restoration efforts) each year. TMC has also adopted a three-pronged approach to business continuity management (BCM) entailing concerted efforts by employees and their families, Toyota Group companies and their suppliers, and TMC.

(4) System to ensure that Members of the Board of Directors exercise their duties efficiently

[System]

1) TMC will manage consistent policies by specifying the policies at each level of the organization based on the medium- to long-term management policies and the Company’s policies for each fiscal term.

2) Members of the Board of Directors will promptly determine the management policies based on precise on-the-spot information and, in accordance with Toyota’s advantageous “field-oriented” approach, appoint and delegate a high level of authority to officers who take responsibility for business operations in each in-house company, region, function, and process. The responsible officers will proactively compose relevant business plans under their leadership and execute them in a swift and timely manner in order to carry out Toyota’s management policies. Members of the Board of Directors will supervise the execution of duties by the responsible officers.

3) TMC, from time to time, will make opportunities to listen to the opinions of various stakeholders, including external experts in each region, and reflect those opinions in TMC’s management and corporate activities.

[Implementation status]

1) TMC has formulated a medium-term management plan for each region, as well as in-house company management plans, based on long-term business strategies that reflect its customers’ medium- to long-term values, technological trends, and so on.

In addition, TMC formulates a “Policy Guideline” establishing the general direction in which TMC should proceed that year. Furthermore, policies are managed consistently with such guideline by putting them into practice at each level of TMC’s organization.

2) TMC has established product-based in-house companies, and adopted a field-oriented Group-wide organization in which each region, function and process is regarded as a “Group/Region” within which the “in-house companies” and individual divisions of the Group/Region play key roles in executing operations.

The Board of Directors makes decisions efficiently by appropriately receiving updates on the company’s situation that are in line with the field from the president and chief officers who are also Operating Officers.

The in-house company presidents and responsible officers responsible for business execution are independently formulating and implementing policies for each organizational unit, and chief officers and higher management are supervising these efforts.

3) TMC has created opportunities to hear opinions from various stakeholders such as external experts in each region to obtain advice and information from an outside perspective, and utilizes them in the consideration of approaches to management and corporate activities.
(5) System to ensure that employees conduct business in compliance with relevant laws and regulations and the Articles of Incorporation

[System]
1) TMC will clarify the responsibilities of each organization unit and maintain a basis to ensure continuous improvements in the system.
2) TMC will continuously review the legal compliance and risk management framework to ensure effectiveness. For this purpose, each organization unit shall confirm the effectiveness by conducting self-checks, among others, and report the result to the Sustainability Meetings and other meetings.
3) TMC will promptly obtain information regarding legal compliance and corporate ethics and respond to problems and questions related to compliance through its hotline called “Toyota Speak Up Line” that TMC established, as well as through other channels.

[Implementation status]
1) TMC has worked to “visualize” operations and enhance the transparency of responsibility and authority, by clarifying the responsibilities of each organizational unit and by disclosing this information to all employees on our internal website. TMC is also providing training relating to problem-solving abilities in education programs for new recruits as well as in personnel-grade-specific education programs. TMC is fostering a workplace culture for quickly discovering and resolving problems by genchi genbutsu and making “kaizen” (improvements) to prevent recurrences.
2) TMC has been providing education to a wide range of employees including newly hired employees to ensure that all employees acquire basic knowledge about compliance so as to improve compliance awareness throughout the Company. Each organizational unit inspects its compliance framework in its key risk areas and undertakes efforts to make improvements. The outcome of these efforts is reported at Sustainability Meetings.
3) TMC has established a hotline called “Toyota Speak Up Line” to enable employees to consult with outside attorneys or the relevant internal persons in charge about problems and questions concerning compliance. TMC conducts investigations of the facts and takes necessary measures once informed of an issue. The details of these consultations and outcomes of the measures subsequently taken are reported to the relevant executives at TMC.

(6) System to ensure the appropriateness of business operations of the corporation and the business group consisting of the parent company and subsidiaries

[System]
To share Toyota’s management principles, TMC will expand the “Guiding Principles at Toyota” and the “Toyota Code of Conduct” to its subsidiaries, and develop and maintain a sound environment of internal controls for the business group by also promoting its management principles through exchanges of personnel.
In addition, TMC will manage its subsidiaries in a comprehensive manner appropriate to their positioning by clarifying the roles of the division responsible for the subsidiaries’ financing and management and the roles of the division responsible for the subsidiaries’ business activities. Those divisions will confirm the appropriateness and legality of the operations of the subsidiaries by exchanging information with those subsidiaries, periodically and as needed.

1. System concerning a report to the corporation on matters relating to the execution of the duties of Members of the Board of Directors, etc. of subsidiaries
TMC will require prior consent of TMC or a report to TMC on important managerial matters of subsidiaries based on the internal rules agreed between TMC and its subsidiaries. The important managerial matters of subsidiaries will be discussed at TMC’s Board of Directors’ meeting and other meetings in accordance with the standards stipulated in the relevant rules relating to submission of matters to such meetings.

2. Rules and systems related to the management of risk of loss at subsidiaries
TMC will require its subsidiaries to establish a system to implement initiatives related to the management of risk, such as finance, safety, quality, environment, and natural disasters, and require them to immediately report to TMC on significant risks. TMC will discuss significant matters and measures at the Sustainability Meetings or the Board of Directors’ meeting, etc. in accordance with the standards stipulated in the relevant rules relating to submission of matters to such meetings.

3. System to ensure that Members of the Board of Directors, etc. of subsidiaries exercise their duties efficiently
TMC will require Members of the Board of Directors of its subsidiaries to promptly determine the management policies based on precise on-the-ground information, determine responsibilities, implement appropriate delegation of authority based on the responsibilities, and efficiently conduct business.

4. System to ensure that Members of the Board of Directors, etc. and employees of subsidiaries conduct business in compliance with relevant laws and regulations and the Articles of Incorporation
TMC will require its subsidiaries to establish a system concerning compliance. TMC will periodically confirm its status and report the result to TMC’s Sustainability Meetings and other meetings.
TMC will promptly obtain information regarding legal compliance and corporate ethics of its subsidiaries and respond to problems and questions related to compliance of its subsidiaries through the whistleblower offices established by its subsidiaries and through the whistleblower office that TMC has established outside the company and cover its subsidiaries in Japan and other channels.

**[Implementation status]**

TMC has extended the “Guiding Principles at Toyota” and the “Toyota Code of Conduct” to its subsidiaries. Through that as well as propagating the corporate philosophy through personnel exchanges, TMC is providing direction to ensure that these principles are suitably incorporated into the management philosophies and behavioral guidelines of its subsidiaries.

TMC clarified roles and tasks relating to subsidiary management and each department is managing the subsidiaries in a comprehensive manner appropriate to their positioning. Furthermore, each fiscal year TMC conducts inspections of subsidiary management by each department, the results of which are confirmed at the Board of Directors’ meetings, etc.

1. **TMC is providing direction to ensure that on important managerial matters at its subsidiaries,** prior consent is sought from TMC or reports are submitted to TMC in accordance with internal rules agreed upon between TMC and its subsidiaries. Of such important managerial matters, those that have implications for Group operations are discussed at TMC’s Board of Directors’ meetings in accordance with TMC’s standards stipulating matters to be discussed at the Board of Directors.

2. **TMC is requiring its subsidiaries to establish a system to implement initiatives related to the management of risk,** such as finance, safety, quality, environment, and natural disasters, and require them to immediately report to TMC on significant risks through regular communication with the subsidiaries. Significant matters and measures related thereto are discussed at the Sustainability Meetings or the Board of Directors’ meetings, etc. in accordance with the standards relating to submission of matters.

3. **TMC confirms that the organizational structure is reviewed at its subsidiaries to ensure efficient execution of operations,** that responsibilities are being determined appropriately, and that authority is being appropriately delegated, and requires improvements to be made as necessary.

4. **TMC examines significant risk areas to ensure that each subsidiary’s systems for compliance are adequate and undertakes activities to improve these systems and reports the outcomes of these activities at its Sustainability Meetings, etc.**

TMC has extended to its subsidiaries the financial compliance rules that should be instituted at the subsidiaries. TMC also provides subsidiaries with direction on carrying out regular voluntary inspections to ensure that these rules are permeated into the day-to-day operations of its subsidiaries.

In addition, to ensure that the duties performed by directors etc. of subsidiaries are in compliance with laws and regulations, TMC is working to raise awareness among those directors etc. of the laws and regulations that they need to comply with, key points for ensuring such compliance, and so on.

TMC is made aware of problems and questions related to compliance at its subsidiaries through the whistleblower offices established by its subsidiaries and through the whistleblower office that TMC has established outside the company to cover its subsidiaries in Japan. Factual investigations are conducted by subsidiaries and relevant divisions of TMC, and necessary measures, including corrective measures and reporting to relevant executives, are taken.

(7) **System concerning employees who assist the Audit & Supervisory Board Members when required; System concerning independence of the said employees from Members of the Board of Directors; and System to ensure the effectiveness of instructions from the Audit & Supervisory Board Members to the said employees**

[**System**]

TMC has established the Audit & Supervisory Board Office and has assigned a number of full-time staff to support this function. The said employees must follow the directions and orders from the Audit & Supervisory Board Members, and any changes in personnel will require prior consent of the Audit & Supervisory Board or a full-time Audit & Supervisory Board Member selected by the Audit & Supervisory Board.

[**Implementation status**]

TMC has established the Audit & Supervisory Board Office and has assigned a number of full-time staff to support this function. Prior consent of Audit & Supervisory Board Member selected by the Audit & Supervisory Board Office is obtained for organizational changes to and personnel of the Audit & Supervisory Board Office.

(8) **System concerning a report to Audit & Supervisory Board Members and System to ensure that a person who has made the said report does not receive unfair treatment due to the making of said report**

[**System**]

1) **Members of the Board of Directors, from time to time, will properly report to the Audit & Supervisory Board Members any major business operations through the divisions in charge. If any fact that may cause significant damage to TMC and its subsidiaries is discovered, they will report the matter to the Audit & Supervisory Board Members immediately.**
2) Members of the Board of Directors, Operating Officers, and employees will report on the business upon requests by the Audit & Supervisory Board Members periodically and as needed, and Members of the Board of Directors, etc. of subsidiaries will report as necessary. In addition, Members of the Board of Directors, Operating Officers, and employees will report to Audit & Supervisory Board Members on the significant matters that have been reported to the whistleblower offices established by TMC or its subsidiaries.

3) TMC maintains internal rules stipulating that a person who has made a report to the Audit & Supervisory Board Members will not receive unfair treatment due to the making of said report.

[Implementation status]

1) Members of the Board of Directors, Operating Officers, employees, and TMC’s subsidiaries are required to properly submit business reports to Audit & Supervisory Board Members, to report as necessary at meetings of the Audit & Supervisory Board, and to immediately report to Audit & Supervisory Board Members any fact discovered that may cause significant damage to TMC or its subsidiaries.

2) TMC regularly reports to the Audit & Supervisory Board Members on the matters reported to or consulted with the hotline called "Toyota Speak Up Line", the whistleblower office that TMC has established outside the company to cover its subsidiaries in Japan, and the whistleblower offices established by its subsidiaries.

3) TMC has established and disseminated provisions in its rules on whistleblowing to ensure that a person who has made a report to the Audit & Supervisory Board Members will not receive unfair treatment due to the making of said report.

(9) Policies on prepaid expenses for the execution of the duties of the Audit & Supervisory Board Members, on expenses for procedures for repayment and the execution of other relevant duties, or on debt processing

[System]

Regarding the expenses necessary for the Audit & Supervisory Board Members to execute their duties, TMC will take appropriate budgetary steps to secure the amount that the Audit & Supervisory Board Members deem necessary. TMC will also pay for expenses that become necessary as a result of circumstances that were not expected at the time of the taking of budgetary steps.

[Implementation status]

TMC has taken appropriate budgetary steps at the beginning of the fiscal year as part of ordinary corporate procedures for expenses deemed necessary by the Audit & Supervisory Board Members for them to execute their duties. TMC also pays for expenses that become necessary as a result of circumstances that were not expected when the budgetary steps were taken.

(10) Other systems to ensure that the Audit & Supervisory Board Members conducted audits effectively

[System]

TMC will ensure that the Audit & Supervisory Board Members attend major Executives’ Meetings, inspect important Company documents, and make opportunities to exchange information between the Audit & Supervisory Board Members and Accounting Auditor periodically and as needed, as well as appoint external experts.

[Implementation status]

In addition to establishing a system whereby Audit & Supervisory Board Members can attend meetings of executive bodies that deliberate and decide on important projects, TMC ensures that important Company documents requested by Audit & Supervisory Board Members are made available to them. TMC also arranges for opportunities for the Audit & Supervisory Board Members and Accounting Auditor to exchange information at Audit & Supervisory Board meetings and other meetings convened as necessary.
## Consolidated Financial Statements
### CONSOLIDATED STATEMENT OF FINANCIAL POSITION

(Amounts are rounded to the nearest million yen)

<table>
<thead>
<tr>
<th></th>
<th>FY2023 (As of March 31, 2023)</th>
<th>FY2022 (Reference) (As of March 31, 2022)</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Assets</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Current assets</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Cash and cash equivalents</td>
<td>26,459,781</td>
<td>23,722,290</td>
</tr>
<tr>
<td>Trade accounts and other receivables</td>
<td>7,516,966</td>
<td>6,113,655</td>
</tr>
<tr>
<td>Receivables related to financial services</td>
<td>3,586,130</td>
<td>3,142,832</td>
</tr>
<tr>
<td>Other financial assets</td>
<td>8,279,806</td>
<td>7,181,327</td>
</tr>
<tr>
<td>Inventories</td>
<td>4,255,614</td>
<td>3,821,356</td>
</tr>
<tr>
<td>Income tax receivable</td>
<td>218,704</td>
<td>163,925</td>
</tr>
<tr>
<td>Other current assets</td>
<td>886,865</td>
<td>791,947</td>
</tr>
<tr>
<td>Non-current assets</td>
<td>47,843,399</td>
<td>43,966,482</td>
</tr>
<tr>
<td>Investments accounted for using the equity method</td>
<td>5,227,345</td>
<td>4,837,895</td>
</tr>
<tr>
<td>Receivables related to financial services</td>
<td>16,491,045</td>
<td>14,583,130</td>
</tr>
<tr>
<td>Other financial assets</td>
<td>10,566,431</td>
<td>9,517,267</td>
</tr>
<tr>
<td>Property, plant and equipment</td>
<td>12,633,974</td>
<td>12,326,640</td>
</tr>
<tr>
<td>Land</td>
<td>1,426,370</td>
<td>1,361,791</td>
</tr>
<tr>
<td>Buildings</td>
<td>5,464,811</td>
<td>5,284,620</td>
</tr>
<tr>
<td>Machinery and equipment</td>
<td>14,796,619</td>
<td>13,982,362</td>
</tr>
<tr>
<td>Vehicles and equipment on operating leases</td>
<td>6,774,427</td>
<td>6,781,229</td>
</tr>
<tr>
<td>Construction in progress</td>
<td>846,866</td>
<td>565,528</td>
</tr>
<tr>
<td>Less - Accumulated depreciation and impairment losses</td>
<td>16,675,119</td>
<td>(15,648,890)</td>
</tr>
<tr>
<td>Intangible assets</td>
<td>1,249,122</td>
<td>1,191,966</td>
</tr>
<tr>
<td>Deferred tax assets</td>
<td>387,427</td>
<td>342,202</td>
</tr>
<tr>
<td>Other non-current assets</td>
<td>806,867</td>
<td>716,968</td>
</tr>
<tr>
<td><strong>Total assets</strong></td>
<td>74,303,180</td>
<td>67,688,771</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th><strong>Liabilities</strong></th>
<th>FY2023 (As of March 31, 2023)</th>
<th>FY2022 (Reference) (As of March 31, 2022)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Current liabilities</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Trade accounts and other payables</td>
<td>23,959,715</td>
<td>21,842,161</td>
</tr>
<tr>
<td>Receivables related to financial services</td>
<td>12,305,639</td>
<td>11,187,839</td>
</tr>
<tr>
<td>Other financial liabilities</td>
<td>1,552,345</td>
<td>1,520,446</td>
</tr>
<tr>
<td>Income taxes payable</td>
<td>404,606</td>
<td>826,815</td>
</tr>
<tr>
<td>Liabilities for quality assurance</td>
<td>1,686,357</td>
<td>1,555,711</td>
</tr>
<tr>
<td>Other current liabilities</td>
<td>1,632,063</td>
<td>1,413,208</td>
</tr>
<tr>
<td>Non-current liabilities</td>
<td>21,079,251</td>
<td>18,691,790</td>
</tr>
<tr>
<td>Long-term debt</td>
<td>17,074,634</td>
<td>16,308,519</td>
</tr>
<tr>
<td>Other financial liabilities</td>
<td>533,710</td>
<td>461,583</td>
</tr>
<tr>
<td>Retirement benefit liabilities</td>
<td>1,065,508</td>
<td>1,022,749</td>
</tr>
<tr>
<td>Other non-current liabilities</td>
<td>603,052</td>
<td>544,145</td>
</tr>
<tr>
<td><strong>Total liabilities</strong></td>
<td>45,038,967</td>
<td>40,533,951</td>
</tr>
</tbody>
</table>

| **Shareholders’ equity** |                     |                     |
| Total Toyota Motor Corporation shareholders’ equity | 28,338,706          | 26,245,969          |
| Common stock           | 397,050              | 397,050             |
| Additional paid-in capital | 498,728              | 498,575             |
| Retained earnings      | 28,343,296           | 26,453,126          |
| Other components of equity | 2,002,254           | 2,002,254           |
| Treasury stock         | (3,736,550)          | (3,006,037)         |
| Other non-controlling interests | 935,507             | 908,851             |
| **Total shareholders’ equity** | 29,264,213          | 27,154,820          |

| **Total liabilities and shareholders’ equity** | 74,303,180 | 67,688,771 |

### Consolidated Financial Statements
### CONSOLIDATED STATEMENT OF INCOME

(Amounts are rounded to the nearest million yen)

<table>
<thead>
<tr>
<th></th>
<th>FY2023 (April 1, 2022 through March 31, 2023)</th>
<th>FY2022 (Reference) (April 1, 2021 through March 31, 2022)</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Sales revenues</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Sales of products</td>
<td>34,367,619</td>
<td>29,073,428</td>
</tr>
<tr>
<td>Financial services</td>
<td>2,786,679</td>
<td>2,306,079</td>
</tr>
<tr>
<td><strong>Costs and expenses</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Cost of products sold</td>
<td>29,128,561</td>
<td>24,250,784</td>
</tr>
<tr>
<td>Cost of financial services</td>
<td>1,712,721</td>
<td>1,157,050</td>
</tr>
<tr>
<td>Selling, general and administrative</td>
<td>3,587,990</td>
<td>2,975,977</td>
</tr>
<tr>
<td><strong>Operating income</strong></td>
<td>2,725,025</td>
<td>2,995,697</td>
</tr>
<tr>
<td>Share of profit (loss) of investments accounted for using the equity method</td>
<td>643,063</td>
<td>560,346</td>
</tr>
<tr>
<td>Other finance income</td>
<td>379,350</td>
<td>334,760</td>
</tr>
<tr>
<td>Other finance costs</td>
<td>(125,113)</td>
<td>(43,997)</td>
</tr>
<tr>
<td>Foreign exchange gain (loss), net</td>
<td>124,516</td>
<td>216,178</td>
</tr>
<tr>
<td>Other income (loss), net</td>
<td>(78,109)</td>
<td>(72,461)</td>
</tr>
<tr>
<td><strong>Income before income taxes</strong></td>
<td>3,668,733</td>
<td>3,990,532</td>
</tr>
<tr>
<td><strong>Income tax expense</strong></td>
<td>1,175,765</td>
<td>1,115,918</td>
</tr>
<tr>
<td><strong>Net income</strong></td>
<td>2,492,967</td>
<td>2,874,614</td>
</tr>
</tbody>
</table>

**Net income attributable to**
- Toyota Motor Corporation | 2,451,318            | 2,850,110           |
- Non-controlling interests | 41,650               | 24,504              |
- **Net income** | 2,492,967            | 2,874,614           |
## Consolidated Statement of Changes in Equity
### FY2023
(April 1, 2022 through March 31, 2023)

<table>
<thead>
<tr>
<th></th>
<th>Common stock</th>
<th>Additional paid-in capital</th>
<th>Retained earnings</th>
<th>Other components of equity</th>
<th>Treasury stock</th>
<th>Toyota Motor Corporation shareholders' equity</th>
<th>Non-controlling interests</th>
<th>Total shareholders' equity</th>
</tr>
</thead>
<tbody>
<tr>
<td>Balances at April 1, 2022</td>
<td>397,050</td>
<td>498,575</td>
<td>26,453,126</td>
<td>2,203,254</td>
<td>(3,306,037)</td>
<td>26,245,969</td>
<td>908,851</td>
<td>27,154,820</td>
</tr>
<tr>
<td>Comprehensive income</td>
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<td></td>
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<tr>
<td>Net income</td>
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<tr>
<td>Other comprehensive income, net of tax</td>
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<tr>
<td>Total comprehensive income</td>
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</tr>
<tr>
<td>Transactions with owners and other</td>
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<tr>
<td>Dividends paid</td>
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<tr>
<td>Repurchase of treasury stock</td>
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<tr>
<td>Reissuance of treasury stock</td>
<td>334</td>
<td></td>
<td>573</td>
<td></td>
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<td></td>
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</tr>
<tr>
<td>Equity transactions and other</td>
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<tr>
<td>Total transactions with owners and other</td>
<td>152</td>
<td>(727,980)</td>
<td>(431,099)</td>
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<tr>
<td>Reclassification to retained earnings</td>
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</tr>
</tbody>
</table>

### FY2022 (Reference)
(April 1, 2021 through March 31, 2022)

<table>
<thead>
<tr>
<th></th>
<th>Common stock</th>
<th>Additional paid-in capital</th>
<th>Retained earnings</th>
<th>Other components of equity</th>
<th>Treasury stock</th>
<th>Toyota Motor Corporation shareholders' equity</th>
<th>Non-controlling interests</th>
<th>Total shareholders' equity</th>
</tr>
</thead>
<tbody>
<tr>
<td>Balances at April 1, 2021</td>
<td>397,050</td>
<td>497,275</td>
<td>24,104,176</td>
<td>2,850,110</td>
<td>(2,901,680)</td>
<td>23,404,547</td>
<td>24,504</td>
<td>2,874,614</td>
</tr>
<tr>
<td>Comprehensive income</td>
<td></td>
<td></td>
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<td></td>
</tr>
<tr>
<td>Net income</td>
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<td></td>
</tr>
<tr>
<td>Other comprehensive income, net of tax</td>
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<tr>
<td>Total comprehensive income</td>
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<td></td>
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<tr>
<td>Transactions with owners and other</td>
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<td></td>
<td></td>
</tr>
<tr>
<td>Dividends paid</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
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<td></td>
<td></td>
</tr>
<tr>
<td>Repurchase of treasury stock</td>
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<td>Reissuance of treasury stock</td>
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<td>Equity transactions and other</td>
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<tr>
<td>Total transactions with owners and other</td>
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<tr>
<td>Reclassification to retained earnings</td>
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<td></td>
<td></td>
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<td></td>
</tr>
<tr>
<td>Balances at March 31, 2022</td>
<td>397,050</td>
<td>498,575</td>
<td>26,453,126</td>
<td>2,203,254</td>
<td>(3,306,037)</td>
<td>26,245,969</td>
<td>908,851</td>
<td>27,154,820</td>
</tr>
</tbody>
</table>
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

*Amounts are rounded to the nearest million yen unless otherwise stated.

[Significant matters pertaining to the preparation of consolidated financial statements]
1. Number of consolidated subsidiaries and associates accounted for by the equity method:
   TMC has 569 consolidated subsidiaries and 168 associates accounted for by the equity method.

2. Basis of consolidated financial statements:
   TMC’s consolidated financial statements have been prepared in accordance with International
   Financial Reporting Standards (IFRS), pursuant to the provision of Article 120, Paragraph 1 of the
   Ordinance on Accounting of Companies.
   Also, pursuant to the provision of the latter part of the said paragraph, certain disclosure items
   required under IFRS are omitted in the consolidated financial statements.

3. Standards and methods of valuation of financial assets:
   TMC and its consolidated subsidiaries as a group (collectively, “Toyota”) initially recognizes
   financial assets when it becomes a party to a contract and classifies financial assets into “financial
   assets measured at amortized cost,” “debt and equity financial assets measured at fair value
   through other comprehensive income” or “financial assets measured at fair value through profit or
   loss.” The sale or purchase of financial assets that occurred in the normal course of business are
   recognized and derecognized at the trade date.

4. Standards and methods of valuation of inventories:
   Inventories are valued at cost, not in excess of net realizable value. The cost of inventories is
   determined principally by using the weighted-average method.

5. Depreciation of property, plant and equipment and amortization of intangible assets:
   Depreciation of property, plant and equipment is calculated on the straight-line method. An
   intangible asset with a finite useful life is amortized using the straight-line method.

6. Standards of accounting for provisions:
   The amounts of liabilities for quality assurance are recognized primarily based on historical
   experience of repair costs and product failures.
   Allowance for doubtful accounts and credit losses are recognized primarily based on the frequency
   of occurrence and loss severity. Retirement benefit liabilities are recognized based on defined
   benefit obligations measured by actuarial calculations less the fair value of plan assets.

7. Standards of accounting for revenues and expenses:
   In the automotive operations, performance obligations are considered to be satisfied when
   completed vehicles and parts are delivered to the agreed locations with dealers. For parts for
   production, it is when they are loaded on a ship or delivered to manufacturing companies. We do
   not have any material significant payment terms as payment is received at or shortly after the point
   of sale.
   Toyota’s sales incentive programs principally consist of cash payments to dealers calculated based
   on total vehicle volume or vehicle unit sales of certain models sold by a dealer during a certain
   period of time. Toyota accrues these incentives as revenue reductions upon the sale of a vehicle
   corresponding to the program by the amount determined in the related incentive program utilizing
   the most likely outcome method.
   The sale of certain vehicles includes a contractual right, which entitles customers to free vehicle
   maintenance. We use an observable price to determine the stand-alone selling price for separate
   performance obligations or a cost plus margin approach when one is not available. Such revenues
   from free maintenance contracts are deferred and recognized as revenue over the period of the
   contract in proportion to the costs expected to be incurred in satisfying the obligations under the
   contract.
   Revenues from the sales of vehicles under which Toyota conditionally guarantees the minimum
   resale value are recognized on a pro rata basis from the date of sale to the first exercise date of
   the guarantee in accordance with lease accounting. The underlying vehicles of these transactions
   are recorded as assets and are depreciated in accordance with Toyota’s depreciation policy.
   Interest income from financial services is recognized using the effective interest method. Revenues
   from operating leases are recognized on a straight-line basis over the lease term.
   If the period between satisfaction of the performance obligation and receipt of consideration is
   expected to be within one year or less, as a practical expedient, we do not adjust the promised
   amount of consideration for the effects of a significant financing component.
   Revenue is recognized net of any taxes collected from customers and subsequently remitted to
   governmental authorities.
[Accounting estimates]

Of the items recognized through accounting estimates in the consolidated financial statements for the year ended March 31, 2023, those that may have significant effects on the consolidated financial statements for the following year March 31, 2024 are as follows:

1. Liabilities for quality assurance
   1,686,357 million yen
   Liabilities for quality assurance mainly represent management’s best estimate, at the time products are sold, of the total costs that Toyota will incur to repair or replace product parts that fail while still under warranty, as well as the costs of recalls and other safety measures.
   The amount of liabilities for quality assurance is estimated primarily based on currently available information such as historical experience of repair costs and product failures.

2. Allowance for credit losses on finance receivables
   336,413 million yen
   Retail receivables and finance lease receivables consist of retail installment sales contracts secured by passenger cars and commercial vehicles.
   The allowance for credit losses on finance receivables is measured at the portfolio level, based on a systematic, ongoing review and evaluation performed as part of the credit risk evaluation process, historical loss experience, the size and composition of the portfolios, current economic events and conditions, the estimated fair value and adequacy of collateral, forward-looking information including movements of the world economy and other pertinent factors.

[Consolidated statement of financial position]

1. Allowance for doubtful accounts
   121,628 million yen
   Allowance for credit losses
   336,413 million yen

2. Components of other components of equity
   Exchange differences on translating foreign operations
   1,902,493 million yen
   Net changes in revaluation of financial assets measured at fair value through other comprehensive income
   933,702 million yen

3. Assets pledged as collateral
   6,958,325 million yen

4. Guarantees
   3,600,631 million yen

[Consolidated statement of changes in equity]

1. Shares of common stock issued and outstanding as of March 31, 2023
   16,314,987,460 shares

2. Dividends from surplus
   (1) Cash dividends
   
<table>
<thead>
<tr>
<th>Resolutions</th>
<th>Type of shares</th>
<th>Total cash dividends</th>
<th>Dividends per share</th>
<th>Record date</th>
<th>Effective date</th>
</tr>
</thead>
<tbody>
<tr>
<td>Directors’ Meeting held on May 11, 2022</td>
<td>Common stock</td>
<td>385,792 million yen</td>
<td>28.0 yen</td>
<td>March 31, 2022</td>
<td>May 27, 2022</td>
</tr>
<tr>
<td>Directors’ Meeting held on November 1, 2022</td>
<td>Common stock</td>
<td>342,187 million yen</td>
<td>25.0 yen</td>
<td>September 30, 2022</td>
<td>November 22, 2022</td>
</tr>
</tbody>
</table>

   (2) Dividends of which record date falls in the year ended March 31, 2023 and effective date falls in the year ending March 31, 2024
   
<table>
<thead>
<tr>
<th>Resolutions</th>
<th>Type of shares</th>
<th>Total cash dividends</th>
<th>Dividends per share</th>
<th>Record date</th>
<th>Effective date</th>
</tr>
</thead>
<tbody>
<tr>
<td>Directors’ Meeting held on May 10, 2023</td>
<td>Common stock</td>
<td>474,781 million yen</td>
<td>35.0 yen</td>
<td>March 31, 2023</td>
<td>May 26, 2023</td>
</tr>
</tbody>
</table>

[Financial instruments]

1. Matters pertaining to the status of financial instruments
   Toyota has certain financial instruments, which arose in the normal course of business, such as marketable securities and finance receivables. Toyota uses derivative financial instruments to manage the exposure to fluctuations in interest rates and foreign currency exchange rates.

2. Matters pertaining to the fair value of financial instruments
   
<table>
<thead>
<tr>
<th>Assets (Liabilities)</th>
<th>Carrying amount (million yen)</th>
<th>Fair value (million yen)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Public and corporate bonds and stocks, other</td>
<td>10,686,818</td>
<td>10,686,818</td>
</tr>
<tr>
<td>Receivables related to financial services</td>
<td>24,770,851</td>
<td>24,741,916</td>
</tr>
<tr>
<td>Long-term debt (Including current portion)</td>
<td>(24,333,981)</td>
<td>(23,747,616)</td>
</tr>
<tr>
<td>Derivative financial assets</td>
<td>610,340</td>
<td>610,340</td>
</tr>
<tr>
<td>Derivative financial liabilities</td>
<td>(456,257)</td>
<td>(456,257)</td>
</tr>
</tbody>
</table>

3. Fair value information by level within the fair value hierarchy of financial instruments
   In accordance with IFRS, Toyota classifies fair value measurement into the following three levels based on the observability and significance of the inputs used.
   Level 1: Quoted prices in active markets for identical assets or liabilities
   Level 2: Fair value measurement based on inputs other than quoted prices included within Level 1 that are observable for the assets or liabilities, either directly or indirectly
   Level 3: Fair value measurement based on models using unobservable inputs for the assets or liabilities
The methods and assumptions for measuring the fair value of assets and liabilities are as follows:

1) Receivables related to financial services
   The fair value of receivables related to financial services is estimated by discounting expected cash flows to present value using internal assumptions, including prepayment speeds, expected credit losses and collateral value. As unobservable inputs are utilized, the fair value of receivables related to financial services is classified as Level 3.

2) Public and corporate bonds
   Public and corporate bonds include government bonds. Toyota primarily uses quoted market prices for identical assets to measure the fair value of these securities.

3) Stock
   Toyota primarily uses quoted market prices for identical assets to measure fair value. Therefore, stocks with an active market are classified as Level 1. Fair value of stocks with no active market is measured by using the market approach or other appropriate methods. Therefore, stocks with no active market are thus classified as Level 3.
   Price book-value ratios ("PBR") of comparable companies, discount ratios of dated cash flow valuation method and others are the significant unobservable inputs relating to the fair value measurement of stocks classified as Level 3. The fair value increases (decreases) as PBR of a comparable company rises (declines) or the discount rate declines (rises). The estimated increase or decrease in fair value of stocks if the unobservable inputs were to be replaced by other reasonable alternative assumptions are not significant.
   These estimates are based on valuation methods that are considered appropriate in each case. The significant assumptions involved in the estimations include the financial condition and future prospects and trends of the investees and the outcome of the referenced transactions. Due to the uncertain nature of these assumptions or by using different assumptions and estimates, the fair value may be impacted materially.

The shares classified as Level 3 are measured by the responsible department using quarterly available information in accordance with Toyota's consolidated financial accounting policies and reported to the supervisors along with the basis of the change in fair value.

4) Derivative financial instruments
   Toyota employs derivative financial instruments, including foreign exchange forward contracts, foreign currency options, interest rate swaps, interest rate currency swap agreements and interest rate options to manage its exposure to fluctuations in interest rates and foreign currency exchange rates. Toyota primarily estimates the fair value of derivative financial instruments using industry-standard valuation models that require observable inputs including interest rates and foreign exchange rates, and the contractual terms. The usage of these models does not require significant judgment to be applied. These derivative financial instruments are classified as Level 2. In other certain cases when market data are not available, key inputs to the fair value measurement include quotes from counterparties, and other market data. Toyota assesses the reasonableness of changes of the quotes using observable market data. These derivative financial instruments are classified as Level 3. Toyota's derivative fair value measurements consider assumptions about counterparty and Toyota's own non-performance risk, using such as credit default probabilities.

5) Long-term debt (Including current portion)
   The fair value of long-term debt including the current portion, except for secured loans provided by securitization transactions using special-purpose entities ("Loans Based on Securitization"), is estimated based on the discounted amounts of future cash flows using Toyota's current borrowing rates for similar liabilities. As these inputs are observable, the fair value of these debts is classified as Level 2.
   The fair value of the Loans Based on Securitization is primarily estimated based on current market rates and credit spreads for debt with similar maturities. Internal assumptions including prepayment speeds and expected credit losses are used to estimate the timing of cash flows to be paid on the underlying securitized assets. In case these valuations utilize unobservable inputs, the fair value of the Loans Based on Securitization is classified as Level 3.
(1) Disaggregation of revenue
The table below shows Toyota’s sales revenues from external customers by business and by product category.

<table>
<thead>
<tr>
<th>Sales of products</th>
<th>(million yen)</th>
</tr>
</thead>
<tbody>
<tr>
<td>For the year ended March 31, 2023</td>
<td></td>
</tr>
<tr>
<td>Automotive</td>
<td></td>
</tr>
<tr>
<td>Vehicles</td>
<td>28,394,256</td>
</tr>
<tr>
<td>Parts and components for production</td>
<td>1,710,422</td>
</tr>
<tr>
<td>Parts and components for after service</td>
<td>2,866,196</td>
</tr>
<tr>
<td>Other</td>
<td>805,995</td>
</tr>
<tr>
<td>Total automotive</td>
<td>33,776,870</td>
</tr>
<tr>
<td>All other</td>
<td>590,749</td>
</tr>
<tr>
<td>Total sales of products</td>
<td>34,367,619</td>
</tr>
<tr>
<td>Financial services</td>
<td>2,786,679</td>
</tr>
<tr>
<td>Total sales revenues</td>
<td>37,154,298</td>
</tr>
</tbody>
</table>

The majority of sales of products are revenues recognized from contracts with customers under IFRS 15 “Revenue from Contracts with Customers”, and receivables related to such revenues are recognized as “Trade accounts and other receivables.”

(2) Useful information in understanding the amount of revenue for the year ended March 31, 2023, the year ended March 31, 2024 and onward

1) Contract liabilities
Contract liabilities consist of the following:

<table>
<thead>
<tr>
<th>Contract liabilities (million yen)</th>
</tr>
</thead>
<tbody>
<tr>
<td>March 31, 2023</td>
</tr>
<tr>
<td></td>
</tr>
</tbody>
</table>

Contract liabilities are primarily related to advances received from customers. Contract liabilities are included in “Other current liabilities” and “Other non-current liabilities” in the consolidated statement of financial position. For the year ended March 31, 2023, the amounts transferred from contract liabilities at the beginning of the fiscal year to operating income were 529,016 million yen.

2) Performance obligations
The aggregate amounts of transaction prices allocated to unsatisfied performance obligations related to contracts that have original expected durations in excess of one year were 834,624 million yen as of March 31, 2023. The main contents of unsatisfied performance obligations are insurance revenues and maintenance revenues. For insurance revenues, Toyota receives payments agreed upon in the contract at the inception of the contract, and revenue is recognized over the term of the contract, which ranges from three to 120 months. As of March 31, 2023, the unsatisfied performance obligations related to insurance revenues were 352,239 million yen, and Toyota expects to recognize as revenue 101,392 million yen in fiscal 2024, and 250,847 million yen thereafter. For maintenance revenues, Toyota receives payments agreed upon in the contract at the inception of contract, and revenue is recognized over the term of the contract, which ranges from 18 to 84 months.

Unsatisfied performance obligations for sales of products related to contracts that have an original expected duration of one year or less have been excluded from this disclosure.

[Earnings per share] (Amounts are rounded to the nearest hundredth digit yen)

1. Toyota Motor Corporation shareholders’ equity per share | 2,089.08 yen
2. Earnings per share attributable to Toyota Motor Corporation | 179.47 yen
### UNCONSOLIDATED BALANCE SHEET

**(As of March 31, 2023)**

**(Amounts are rounded to the nearest million yen)**

<table>
<thead>
<tr>
<th></th>
<th>FY2023 (Reference)</th>
<th>FY2022 (Reference)</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Assets</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Current assets</td>
<td>9,646,496</td>
<td>8,340,434</td>
</tr>
<tr>
<td>Cash and deposits</td>
<td>2,965,923</td>
<td>2,137,425</td>
</tr>
<tr>
<td>Trade accounts receivable</td>
<td>1,665,651</td>
<td>1,407,374</td>
</tr>
<tr>
<td>Marketable securities</td>
<td>1,069,082</td>
<td>1,830,005</td>
</tr>
<tr>
<td>Finished goods</td>
<td>271,859</td>
<td>268,181</td>
</tr>
<tr>
<td>Work in process</td>
<td>92,409</td>
<td>80,997</td>
</tr>
<tr>
<td>Raw materials and supplies</td>
<td>606,535</td>
<td>505,709</td>
</tr>
<tr>
<td>Short-term loans</td>
<td>1,905,695</td>
<td>1,220,787</td>
</tr>
<tr>
<td>Others</td>
<td>1,071,649</td>
<td>891,096</td>
</tr>
<tr>
<td>Less: allowance for doubtful accounts</td>
<td>(2,300)</td>
<td>(1,100)</td>
</tr>
<tr>
<td>Fixed assets</td>
<td>13,583,824</td>
<td>12,650,607</td>
</tr>
<tr>
<td>Property, plant and equipment</td>
<td>1,493,848</td>
<td>1,447,816</td>
</tr>
<tr>
<td>Buildings, net</td>
<td>368,733</td>
<td>388,600</td>
</tr>
<tr>
<td>Structures, net</td>
<td>72,847</td>
<td>67,075</td>
</tr>
<tr>
<td>Machinery and equipment, net</td>
<td>276,458</td>
<td>286,311</td>
</tr>
<tr>
<td>Vehicle and delivery equipment, net</td>
<td>32,902</td>
<td>34,060</td>
</tr>
<tr>
<td>Tools, furniture and fixtures, Net</td>
<td>84,331</td>
<td>82,469</td>
</tr>
<tr>
<td>Land</td>
<td>476,444</td>
<td>460,271</td>
</tr>
<tr>
<td>Construction in progress</td>
<td>182,132</td>
<td>129,040</td>
</tr>
<tr>
<td>Investments and other assets</td>
<td>12,069,976</td>
<td>11,202,790</td>
</tr>
<tr>
<td>Investments in securities</td>
<td>8,396,331</td>
<td>7,441,721</td>
</tr>
<tr>
<td>Investments in subsidiaries and affiliates</td>
<td>2,923,559</td>
<td>2,951,787</td>
</tr>
<tr>
<td>Long-term loans</td>
<td>306,080</td>
<td>314,203</td>
</tr>
<tr>
<td>Deferred tax assets</td>
<td>203,011</td>
<td>240,473</td>
</tr>
<tr>
<td>Less: allowance for doubtful accounts</td>
<td>(46,700)</td>
<td>(44,400)</td>
</tr>
<tr>
<td><strong>Total assets</strong></td>
<td>23,230,320</td>
<td>20,991,040</td>
</tr>
</tbody>
</table>

| **Liabilities**         |                    |                    |
| Current liabilities     | 5,277,108          | 4,798,256          |
| Trade notes payable     | 971,746            | 723,128            |
| Obligations-operating   | 1,460,170          | 1,585,512          |
| Long-term liabilities   | 359,552            | 277,898            |
| Borrowings              | 131,000            | 296,000            |
| Current portion of bonds | 287,060            | 111,185            |
| Other payables          | 1,509,935          | 1,451,135          |
| Income taxes payable    | 124,141            | 42,429             |
| Accrued expenses        | 1,590,935          | 1,451,135          |
| Deposits received       | 971,746            | 723,128            |
| Others                  | 129,351            | 78,088             |
| **Total liabilities**   | 6,737,278          | 6,383,768          |

| **Total assets**        | 23,230,320         | 20,991,040         |
| **Total liabilities**   | 6,737,278          | 6,383,768          |

### UNCONSOLIDATED STATEMENT OF INCOME

**(April 1, 2022 through March 31, 2023)**

**(Amounts are rounded to the nearest million yen)**

<table>
<thead>
<tr>
<th></th>
<th>FY2023</th>
<th>FY2022</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Revenues</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Net revenues</td>
<td>14,076,956</td>
<td>12,607,858</td>
</tr>
<tr>
<td>Cost of sales</td>
<td>11,039,192</td>
<td>10,295,206</td>
</tr>
<tr>
<td><strong>Gross profit</strong></td>
<td>3,037,764</td>
<td>2,312,652</td>
</tr>
<tr>
<td><strong>Operating income</strong></td>
<td>1,670,484</td>
<td>1,129,689</td>
</tr>
<tr>
<td>Non-operating income</td>
<td>2,157,826</td>
<td>1,511,431</td>
</tr>
<tr>
<td>Interest income</td>
<td>156,740</td>
<td>62,377</td>
</tr>
<tr>
<td>Dividend income</td>
<td>1,575,737</td>
<td>856,050</td>
</tr>
<tr>
<td>Others</td>
<td>425,349</td>
<td>233,005</td>
</tr>
<tr>
<td><strong>Net income</strong></td>
<td>3,520,848</td>
<td>2,171,530</td>
</tr>
</tbody>
</table>

| **Expenses**            |        |        |
| Selling, general and administrative expenses | 1,367,280 | 1,182,963 |
| **Operating income**    |        |        |
| **Income before income taxes** | 3,520,848 | 2,171,530 |
| Income taxes – current | 591,860 | 531,400 |
| Income taxes – deferred | (7,391) | (53,817) |
| **Net income**          | 2,936,379 | 1,693,947 |

| **Adjustments**         |        |        |
| Valuation and translation adjustments | 1,668,468 | 1,560,906 |
| **Net unrealized gains on other securities** | 1,668,468 | 1,560,906 |
| **Total net assets**    | 16,493,041 | 14,607,272 |
| **Total**               | 23,230,320 | 20,991,040 |
## Shareholders' equity

<table>
<thead>
<tr>
<th></th>
<th>Common stock</th>
<th>Capital surplus</th>
<th>Retained earnings</th>
<th>Other retained earnings</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td>Capital reserve</td>
<td>Other capital surplus</td>
<td>Total capital surplus</td>
</tr>
<tr>
<td><strong>Balance at the beginning of current period</strong></td>
<td>635,402</td>
<td>655,323</td>
<td>–</td>
<td>655,323</td>
</tr>
<tr>
<td><strong>Changes of items during the period</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Reversal of reserve for special depreciation</td>
<td>–</td>
<td>–</td>
<td>(34)</td>
<td>34</td>
</tr>
<tr>
<td>Reversal of reserve for reduction of acquisition cost of fixed assets</td>
<td></td>
<td></td>
<td>(1,034)</td>
<td>1,034</td>
</tr>
<tr>
<td>Dividends paid</td>
<td></td>
<td>(727,980)</td>
<td>(727,980)</td>
<td>(727,980)</td>
</tr>
<tr>
<td>Net income</td>
<td></td>
<td>2,936,379</td>
<td>2,936,379</td>
<td></td>
</tr>
<tr>
<td>Repurchase of treasury stock</td>
<td></td>
<td>(431,099)</td>
<td>(431,099)</td>
<td></td>
</tr>
<tr>
<td>Reissuance of treasury stock</td>
<td></td>
<td>573</td>
<td>907</td>
<td></td>
</tr>
<tr>
<td><strong>Net changes of items other than shareholders' equity</strong></td>
<td>107,562</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Total changes of items during the period</strong></td>
<td>(430,526)</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Balance at the end of current period</strong></td>
<td>635,402</td>
<td>655,323</td>
<td>334</td>
<td>655,656</td>
</tr>
</tbody>
</table>

## Valuation and translation adjustments

<table>
<thead>
<tr>
<th></th>
<th>Treasury stock</th>
<th>Total shareholders’ equity</th>
<th>Net unrealized gains on other securities</th>
<th>Total valuation and translation adjustments</th>
<th>Total net assets</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Balance at the beginning of current period</strong></td>
<td>(3,311,202)</td>
<td>13,046,366</td>
<td>1,560,906</td>
<td>1,560,906</td>
<td>14,807,272</td>
</tr>
<tr>
<td><strong>Changes of items during the period</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Reversal of reserve for special depreciation</td>
<td>–</td>
<td>–</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Reversal of reserve for reduction of acquisition cost of fixed assets</td>
<td>–</td>
<td>–</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Dividends paid</td>
<td></td>
<td>(727,980)</td>
<td></td>
<td>(727,980)</td>
<td></td>
</tr>
<tr>
<td>Net income</td>
<td></td>
<td>2,936,379</td>
<td></td>
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<td></td>
</tr>
<tr>
<td>Repurchase of treasury stock</td>
<td></td>
<td>(431,099)</td>
<td></td>
<td>(431,099)</td>
<td></td>
</tr>
<tr>
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<td>573</td>
<td></td>
<td>907</td>
<td></td>
</tr>
<tr>
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<td>107,562</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Total changes of items during the period</strong></td>
<td>(430,526)</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Balance at the end of current period</strong></td>
<td>(3,741,728)</td>
<td>14,824,574</td>
<td>1,668,466</td>
<td>1,668,466</td>
<td>16,493,041</td>
</tr>
</tbody>
</table>
**FY2022 (Reference)**

(April 1, 2021 through March 31, 2022)

(Amounts are rounded to the nearest million yen)

### Shareholders' equity

<table>
<thead>
<tr>
<th>Common stock</th>
<th>Capital surplus</th>
<th>Retained earnings</th>
<th>Legal reserve</th>
<th>Other retained earnings</th>
<th>Total retained earnings</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Capital reserve</td>
<td>Other capital surplus</td>
<td>Total capital surplus</td>
<td>91</td>
<td>0,954</td>
</tr>
</tbody>
</table>

**Balance at the beginning of current period**

|                       | 635,402 | 655,323 | 20,978 | 676,301 | 95,454 | 91 | 0,954 | 6,340,926 | 8,013,393 | 14,462,819 |

**Cumulative effects of changes in accounting policies**

|                       | 104,125 | 104,125 |

**Restated balance**

|                       | 635,402 | 655,323 | 20,978 | 676,301 | 95,454 | 91 | 0,954 | 6,340,926 | 8,117,517 | 14,566,943 |

**Changes of items during the period**

| Revenue or expense of special depreciation | (50) | 50 | – |
| Appropriation to reduce the acquisition cost of fixed assets | 1,003 | (1,003) | – |
| Reversal of reserve for special depreciation | (71) | 71 | – |
| Dividends paid | (712,870) | (712,870) |
| Net income | 1,693,947 | 1,693,947 |
| Repurchase of treasury stock | 192 | 192 |
| Repayment of treasury stock | (502,348) | (502,348) |
| Transfer to capital surplus from retained earnings | 481,177 | 481,177 | (481,177) | (481,177) |
| Net changes of items other than shareholders' equity | – | – | (20,878) | (20,878) | (99) | 932 | – | 499,016 | 499,016 |
| Total changes of items during the period | 635,402 | 655,323 | 20,978 | 676,301 | 95,454 | 42 | 3,086 | 6,340,926 | 8,016,535 | 15,086,843 |

**Balance at the end of current period**

|                       | 635,402 | 655,323 | 20,978 | 676,301 | 95,454 | 91 | 0,954 | 6,340,926 | 8,616,535 | 15,086,843 |

---

### Valuation and translation adjustments

<table>
<thead>
<tr>
<th>Treasury stock</th>
<th>Total shareholders' equity</th>
<th>Net unrealized gains on other securities</th>
<th>Total valuation and translation adjustments</th>
<th>Total net assets</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>(3,168,492)</td>
<td>12,806,029</td>
<td>1,287,992</td>
<td>13,894,021</td>
</tr>
</tbody>
</table>

**Cumulative effects of changes in accounting policies**

|                       | 104,125 | 104,125 |

**Restated balance**

|                       | (3,168,492) | 12,710,154 | 1,287,992 | 1,287,992 | 13,998,146 |

**Changes of items during the period**

| Revenue or expense of special depreciation | – |
| Appropriation to reduce the acquisition cost of fixed assets | – |
| Reversal of reserve for special depreciation | – |
| Dividends paid | (712,870) | (712,870) |
| Net income | 1,693,947 | 1,693,947 |
| Repurchase of treasury stock | (645,371) | (645,371) |
| Resumption of treasury stock | 313 | 313 |
| Retirement of treasury stock | (502,348) | (502,348) |
| Transfer to capital surplus from retained earnings | – |
| Net changes of items other than shareholders' equity | 272,914 | 272,914 | 272,914 |
| Total changes of items during the period | (142,710) | 336,212 | 272,914 | 272,914 | 609,127 |
| Balance at the end of current period | (3,311,202) | 13,046,366 | 1,560,906 | 1,560,906 | 14,607,272 |
NOTES TO UNCONSOLIDATED FINANCIAL STATEMENTS

*Amounts are rounded to the nearest million yen unless otherwise stated.

[Significant accounting policies]
1. Standards and methods of valuation of assets
   (1) Standards and methods of valuation of securities
   Equity securities of subsidiaries and affiliates are stated at cost determined on the moving-average method.
   Other securities:
   Other securities other than equity securities, etc. without market prices are stated at fair value (Differences in valuation are included directly in net assets; costs of securities are determined on the moving-average method.)
   Equity securities, etc. without market prices are stated at cost determined on the moving-average method.
2. Depreciation of property, plant and equipment is computed on the declining balance method.
3. Standards of accounting for reserves
   (1) Allowance for doubtful accounts:
   To prepare for losses from bad debt, allowance for doubtful accounts is provided in an amount which is determined by considering the historical loss experience and the collectibility of the receivables.
   (2) Allowance for retirement benefits:
   To provide for the retirement benefits for employees, including those already retired, allowance for retirement benefits is stated based on estimated retirement benefit obligations and estimated pension assets at the end of the fiscal year.
4. Standards of accounting for revenues and expenses
   In the automotive operations, performance obligations are considered to be satisfied when completed vehicles and parts are delivered to the agreed locations with dealers. For parts for production, it is when they are loaded on a ship or delivered to manufacturing companies. We do not have any material significant payment terms as payment is received at or shortly after the point of sale.
   TMC's sales incentive programs principally consist of cash payments to dealers calculated based on total vehicle volume or vehicle unit sales of certain models sold by a dealer during a certain period of time. TMC accrues these incentives as revenue reductions upon the sale of a vehicle corresponding to the program by the amount determined in the related incentive program utilizing the most likely outcome method. The sale of certain vehicles includes a contractual right, which entitles customers to free vehicle maintenance. We use an observable price to determine the stand-alone selling price for separate performance obligations or a cost plus margin approach when one is not available. Such revenues from free maintenance contracts are deferred and recognized as revenue over the period of the contract in proportion to the costs expected to be incurred in satisfying the obligations under the contract.

[Changes in accounting policies]
TMC has adopted the “Implementation Guidance on Accounting Standard for Fair Value Measurement” (ASBJ Guidance No. 31, June 17, 2021) from the beginning of the year ended March 31, 2023. The new accounting policies prescribed by the Guidance will be applied prospectively in accordance with the transitional treatment the Guidance sets forth in Paragraph 27-2. This does not affect the unconsolidated financial statements.

[Accounting estimates]
Of the items recognized through accounting estimates in the unconsolidated financial statements for the year ended March 31, 2023, those that may have significant effects on the unconsolidated financial statements for the following fiscal year are as follows:
- Liabilities for quality assurance 1,267,086 million yen
- Liabilities for quality assurance contained in accrued expenses mainly represent management’s best estimate, at the time products are sold, of the total costs that TMC will incur to repair or replace product parts that fail while still under warranty, as well as the costs of recalls and other safety measures. The amount of liabilities for quality assurance is estimated primarily based on currently available information such as historical experience of repair costs and product failures.

[Unconsolidated balance sheet]
1. Accumulated depreciation of property, plant and equipment 3,819,555 million yen
2. Receivables from and payables to subsidiaries and affiliates
   - Short-term receivables 3,681,969 million yen
   - Long-term receivables 330,129 million yen
   - Short-term payables 2,414,922 million yen
3. The retirement benefit trust is established to appropriate the retirement benefits of the corporate pension plan. No portion of the trust offsets the severance indemnity plan.

[Unconsolidated statement of income]
Transactions with subsidiaries and affiliates
- Net sales 9,183,453 million yen
- Purchases 6,768,580 million yen
- Non-operating transactions 1,789,613 million yen

[Unconsolidated statement of changes in net assets]
Type and number of treasury stock at the end of FY2023
- Common stock 2,749,807,731 shares

[Tax effect accounting]
TMC has adopted the group tax sharing system from the year ended March 31, 2023. In addition, TMC accounts for and discloses income taxes, local income taxes, and tax effect accounting in accordance with the “Practical Solution on the Accounting and Disclosure Under the Group Tax Sharing System” (PITF No. 42, August 12, 2021). Deferred tax assets mainly relate to accrued expenses, impairment losses on securities, and depreciable assets, and are netted with valuation allowance. Deferred tax liabilities mainly relate to net unrealized gains on other securities.
### Related-party transactions

#### 1. Subsidiaries, affiliates, etc.

<table>
<thead>
<tr>
<th>Category</th>
<th>Name</th>
<th>Voting Interests</th>
<th>Description of Relationship</th>
<th>Transaction</th>
<th>Transaction amounts (million yen)</th>
<th>Account name</th>
<th>Balances as of the end of the fiscal year (million yen)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Subsidiary</td>
<td>Toyota Motor Sales, U.S.A., Inc.</td>
<td>Holding Indirect 100.00%</td>
<td>Sales of TMC products</td>
<td>Mainly vehicle sales (Note 1)</td>
<td>2,072,959</td>
<td>Trade accounts receivable</td>
<td>301,208</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>Loan of funds (Note 2)</td>
<td>431,356</td>
<td>Loans</td>
<td>832,213</td>
</tr>
<tr>
<td>Subsidiary</td>
<td>Toyota Motor Europe NV/SA</td>
<td>Holding Direct 100.00%</td>
<td>Sales of TMC products</td>
<td>Loan of funds (Note 2)</td>
<td>282,423</td>
<td>Loans</td>
<td>339,972</td>
</tr>
<tr>
<td>Subsidiary</td>
<td>Daihatsu Motor Co., Ltd.</td>
<td>Holding Direct 100.00%</td>
<td>Purchase of Daihatsu Motor products</td>
<td>Deposit of funds (Note 2)</td>
<td>289,958</td>
<td>Deposits received</td>
<td>301,897</td>
</tr>
<tr>
<td>Subsidiary</td>
<td>Toyota Financial Services Corporation</td>
<td>Holding Direct 100.00%</td>
<td>Deposit of Toyota Financial Services funds</td>
<td>Concurrent posting of directors</td>
<td>279,344</td>
<td>Deposits received</td>
<td>337,080</td>
</tr>
</tbody>
</table>

Note:
1. Terms of transactions, including price terms, are determined through negotiations.
2. The interest rates of loan of funds and deposit of funds are determined based on the market interest rate. The transaction amount represents average balance during the fiscal year.

#### 2. Members of the Board of Directors, Audit & Supervisory Board Members, major shareholders, etc.

<table>
<thead>
<tr>
<th>Category</th>
<th>Name</th>
<th>Voting Interests</th>
<th>Description of Relationship</th>
<th>Transaction</th>
<th>Transaction amounts (million yen)</th>
<th>Account name</th>
<th>Balances as of the end of the fiscal year (million yen)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Company, etc. with a majority of its voting interests held by TMC executives or their close relatives</td>
<td>ROOKIE Racing, Inc. (Note 1)</td>
<td>-</td>
<td>Outsourcing (participating in motorsport competitions, evaluating prototypes, etc.)</td>
<td>Payment for outsourcing service (Note 2)</td>
<td>464</td>
<td>Other payables</td>
<td>57</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>Vehicle sales</td>
<td>Income from vehicle sales, etc. (Note 2)</td>
<td>28</td>
<td>Other receivables</td>
<td>8</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>Dispatch of secondees</td>
<td>Salaries of secondees/ Income from business support, etc. (Note 2)</td>
<td>166</td>
<td>Other receivables</td>
<td>15</td>
</tr>
</tbody>
</table>

Note:
1. Mr. Akio Toyoda, who is President and a member of the Board of Directors, indirectly holds 100.00% of the voting interests. Mr. Akio Toyoda was appointed as the Chairman of the Board of Directors effective April 1, 2023.
2. Terms and conditions of transactions are determined through appropriate negotiations taking into account costs incurred, etc.

### Earnings per share

(Amounts are rounded to the nearest hundredth digit yen)

1. Net assets per common stock 1,215.84 yen
2. Net income per common stock 214.99 yen
To the Board of Directors of Toyota Motor Corporation

PricewaterhouseCoopers Aarata LLC
Nagoya office

Mori Kato, CPA
Designated limited liability Partner
Engagement Partner

Kenji Tazuka, CPA
Designated limited liability Partner
Engagement Partner

Takeshi Yamaguchi, CPA
Designated limited liability Partner
Engagement Partner

Satoko Nakatani, CPA
Designated limited liability Partner
Engagement Partner

We are independent of the Company in accordance with the ethical requirements in Japan that are relevant to our audit of the consolidated financial statements. We maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances when assessing the risks, while the purpose of the consolidated financial statement audit is not to express an opinion on the effectiveness of the Company’s internal control.
- Evaluate the appropriateness of accounting policies and their applications which management adopted and the reasonableness of the accounting estimates and the appropriateness of the related disclosures made by management.
- Conclude on the appropriateness of management’s use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company’s ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor’s report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor’s report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Assess whether the presentation of the consolidated financial statements and related notes are prepared in accordance with the latter part of Article 120 (1) of the Ordinance on Accounting of Companies that allow the partial omission of the disclosure items required by International Financial Reporting Standards, as well as whether the presentation, composition, and content of the consolidated financial statements and related notes properly present the transactions and accounting events on which the consolidated financial statements are based.
- Obtain sufficient and appropriate audit evidence about the financial information of the Company to express an opinion on the consolidated financial statements. The auditor is responsible for the direction, supervision, and implementation of the audit of the consolidated financial statements. The auditor is solely responsible for the audit opinion.

We communicate with the Audit & Supervisory Board and its members regarding, among other matters required by the auditing standards generally accepted in Japan, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Audit & Supervisory Board and its members with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards in order to reduce the risk of matters which may deteriorate our independence.
Interest required to be disclosed by the Certified Public Accountants Act of Japan

Our firm and its designated engagement partners do not have any interest in the Company that is required to be disclosed pursuant to the provisions of the Certified Public Accountants Act of Japan.

* Notes to the Readers of Independent Auditor’s Report
This is an English translation of the Independent Auditor’s Report as required by the Companies Act of Japan for the conveniences of the readers.

Independent Auditor's Report
(English Translation*)

To the Board of Directors of Toyota Motor Corporation

PricewaterhouseCoopers Aarata LLC
Nagoya office
Mami Kato, CPA
Designated limited liability Partner Engagement Partner
Kenji Tezuka, CPA
Designated limited liability Partner Engagement Partner
Takeshi Yamaguchi, CPA
Designated limited liability Partner Engagement Partner
Satoko Nakatani, CPA
Designated limited liability Partner Engagement Partner

Opinion
We have audited, pursuant to Article 436 (2) (i) of the Companies Act of Japan, the accompanying financial statements, which comprise the balance sheet, statement of income, statement of changes in net assets and notes to the financial statements, and the supplementary schedules of Toyota Motor Corporation (hereinafter referred to as the “Company”) for the 119th fiscal year from April 1, 2022 to March 31, 2023.
In our opinion, the financial statements and the supplementary schedules referred to above present fairly, in all material respects, the financial position and its financial performance for the period covered by the financial statements and the supplementary schedules in accordance with accounting principles generally accepted in Japan.

Basis for Opinion
We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Financial Statements and the Supplementary Schedules section of our report. We are independent of the Company in accordance with the ethical requirements in Japan that are relevant to our audit of the financial statements and the supplementary schedules, and we have fulfilled our other ethical responsibilities in accordance with those requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information
The other information comprises the business report and its accompanying supplementary schedules. Management is responsible for the preparation and disclosure of the other information. In addition, the Audit & Supervisory Board and its members are responsible for overseeing the Company’s reporting process of the other information. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.
We have nothing to report in this regard.
1. Audi...
the audit, are appropriate.

(3) Audit results of consolidated financial statements
The auditing method of PricewaterhouseCoopers Aarata LLC, the Accounting Auditor, and the results of the audit, are appropriate.

As stated in the business report, we will verify the company's efforts to regain the trust of our customers and to prevent recurrence in response to the misconduct in relation to its applications for certification at Hino Motors, Ltd. and Daihatsu Motors Co., Ltd.

May 9, 2023
Audit & Supervisory Board of Toyota Motor Corporation
Full-time Audit & Supervisory Board Member Haruhiko Kato
Full-time Audit & Supervisory Board Member Masahide Yasuda
Full-time Audit & Supervisory Board Member Katsuyuki Ogura
Outside Audit & Supervisory Board Member Hiroshi Ozu
Outside Audit & Supervisory Board Member George Olcott
Outside Audit & Supervisory Board Member Ryuji Sakai

Note: As Outside Audit & Supervisory Board Member Ms. Yoko Wake resigned on November 30, 2022, Substitute Audit & Supervisory Board Member Mr. Ryuji Sakai was appointed as Outside Audit & Supervisory Board Member effective the following day. He audited matters dating before his appointment by receiving reports from other Audit & Supervisory Board Members and related personnel, inspecting related materials and other means.
### Organizational Structure (as of April 2023)

**Koji Sato**
President  
Chief Executive Officer

<table>
<thead>
<tr>
<th>Operating Officers</th>
<th>Head Office*</th>
</tr>
</thead>
</table>
| Hiroki Nakajima    | Takahiro Ishijima*  
Executive Vice President  
Toyota ZEV Factory  
(Chief Officer) |
| Yoichi Miyazaki    | Kyogu Onoue  
Executive Vice President  
TPS Group  
(Chief Officer) |
| Tetsuo Ogawa       | Jun Nagata  
North America Region  
(Chief Executive Officer)  
External & Public Affairs Group  
(Chief Officer) |
| Tatsuro Ueda       | Toshiyuki Hibi  
China Region  
(Chief Executive Officer)  
Information Systems Group  
(Chief Officer) |
| Kazuaki Shingo     | Hiroyoshi Korosue  
Chief Production Officer  
Sales Financial Business Group  
(Chief Officer) |
| Simon Humphries    | Shinji Miyamoto  
Chief Branding Officer  
Global Chief Quality Officer  
Customer First Promotion Group  
(Chief Officer) |
| Kazuaki Shingo     | Kazunari Kumakura  
Chief Production Officer  
Purchasing Group  
(Chief Officer) |
|                    | Nobuhiko Koga  
Frontier Research Center  
(President) |
|                    | Isao Nakanishi  
Business Development Group  
(Chief Officer) |
|                    | Takanori Azuma  
Chief Human Resources Officer  
General Administration & Human Resources Group  
(Chief Officer) |
|                    | Masahiro Yamamoto  
Accounting Group  
(Chief Officer) |
|                    | Kazunari Kumakura  
Production Group  
(Chief Officer) |

<table>
<thead>
<tr>
<th>Region</th>
<th>Business Unit</th>
<th>Product</th>
</tr>
</thead>
</table>
| Tetsuo Ogawa | Hirofumi Inoue  
North America Region  
(Chief Executive Officer)  
Advanced R&D and Engineering Company  
(President) |
| Yoshihiro Nakata | Keiji Kaita  
Europe Region  
(Chief Executive Officer)  
Carbon Neutral Advanced Engineering Development Center  
(President) |
| Shigeki Tomoyama | Takero Kato  
Japan Sales Business Group  
(Chief Officer)  
Vehicle Development Center  
(President) |
| Tatsuro Ueda | Kazuki Shingo  
China Region  
(Chief Executive Officer)  
Toyota Compact Car Company  
(President) |
| Masahiko Maeda | Hiroki Nakajima  
Asia Region  
(Chief Executive Officer)  
Mid-size Vehicle Company/CV Company  
(President) |
| Akitoshi Takeura | Takashi Watanabe  
East Asia, Oceania & Middle East Region  
(Chief Executive Officer)  
Lexus International Company  
(President) |
| Masahiro Inoue | Yoshihito Kondo  
Latam America & Caribbean Region  
(Chief Executive Officer)  
Production Engineering Development Center  
(President) |
|             | Keiji Yamamoto  
Connected Company  
(President) |
|             | Yoshiyuki Takai  
Emerging-market Compact Car Company  
(President) |

**Notes:**
- As of May 15, 2023 (scheduled)
- *1 BEV Factory (President: Takero Kato) is scheduled to be newly established.
- *2 Scheduled to assume the position of President, Vehicle Development Center

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**Fellow**

<table>
<thead>
<tr>
<th>Takeshi Uchiyamada</th>
<th>Executive Fellow</th>
</tr>
</thead>
</table>
| Mitsuru Kawai       | Executive Fellow  
Oyaji               |
| Koji Kobayashi      | Executive Fellow  
Banto  
Chief Risk Officer  
Chief Compliance Officer |
| Shigeki Terashi     | Executive Fellow |
| Shigeki Tomoyama    | Executive Fellow |
| Gill A. Pratt       | Chief Scientist and Executive Fellow  
for Research |
| Keiji Yamamoto      | Senior Fellow  
Chief Information & Security Officer  
Chief Product Integration Officer |
| Yumi Otsuka         | Senior Fellow  
Chief Sustainability Officer |