

(Securities Code 7203)

May 28, 2012

To All Shareholders:

President Akio Toyoda
TOYOTA MOTOR CORPORATION
1, Toyota-cho, Toyota City, Aichi Prefecture

Notice of Convocation of FY2012 Ordinary General Shareholders' Meeting

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

Dear Shareholder,

Please refer to the following for information about the upcoming FY2012 Ordinary General Shareholders' Meeting (the "General Shareholders' Meeting"). We hope that you will be able to attend this meeting.

If you are unable to attend the meeting, you can exercise your voting rights by paper ballot or by electromagnetic means. Please review the enclosed Reference Documents and exercise your voting rights by no later than the close of business (5:30 p.m.) on Thursday, June 14, 2012 (Japan Time). Thank you very much for your cooperation.

1. Date and time: 10:00 a.m., Friday, June 15, 2012

2. Venue: Toyota Head Office, 1, Toyota-cho, Toyota City, Aichi Prefecture

3. Meeting Agenda:

Reports:

Reports on business review, unconsolidated and consolidated financial statements for FY2012 (April 1, 2011 through March 31, 2012) and report by Accounting Auditor and the board of Corporate Auditors on the audit results of the consolidated financial statements.

Resolutions:

Proposed Resolution 1: Distribution of Surplus

Proposed Resolution 2: Election of 13 Directors

Proposed Resolution 3: Payment of Executive Bonuses

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.

Notes: - The Business Report for the 108th Fiscal Year from April 1, 2011 to March 31, 2012 is a reference document for the 108th ordinary general meeting. The Business Report will be available on the Toyota Motor Corporation Investor Relations website on March 31, 2012, which can be accessed at http://www.toyota-global.com/investors/stock_information_ratings/shareholders.html

If you do not have access to the internet and would like to obtain a hard copy, please write to:

Proxy Services Corporation
200 A Executive Drive
Edgewood, NY 11717

You may also request for a hardcopy of The Business Report by calling the toll free number 1-800-555-2470.

- If you attend the meeting in person, please submit the enclosed ballot at the reception desk. It will serve as your admission pass.
You are also kindly requested to bring this Notice as meeting materials when you attend.
- If you intend to engage in split voting, please submit written notice to that effect and the reasons for the split voting at least three days prior to the General Shareholders' Meeting.
- If any revisions are made to the reference documents or attachments for the General Shareholders' Meeting, the revisions will be posted on Toyota Motor Corporation's Web site (<http://www.toyota.co.jp/jpn/investors/>).

Reference Documents

Proposed resolutions and reference matters

Proposed Resolution 1: Distribution of Surplus

We propose the distribution of surplus as follows:

Year-end Dividend

We will strive for the stable and continuous payment of dividends while giving due consideration to factors such as business results for each term, investment plans, and our cash reserves.

In order to survive tough competition, we will focus on the early commercialization of technologies for the next-generation environment and safety, giving priority to customer safety and security.

Considering these factors, we would like to offer a year-end dividend of 30 yen per share. Combined with the interim dividend, the total amount of the annual dividends for the fiscal year ended March 31, 2012 will be 50 yen per share.

(1) Type of dividend assets

Cash

(2) Allocation of dividend assets and the total amount of dividends

Payment of 30 yen per share of common stock (Total amount of dividends: 95,004,292,590 yen)

(3) Effective date of distribution of surplus

June 18, 2012

Proposed Resolution 2: Election of 13 Directors

All Directors will retire upon the expiration of their term of office at the conclusion of this General Shareholders' Meeting. Accordingly, we hereby request that 13 Directors be elected. The candidates for the positions of Director are as follows:

Following are the nominees

no.	Name (birth date)	Position and main areas of responsibility at Toyota Motor Corporation ("TMC")	Brief career summary and important concurrent duties	No. of TMC shares owned
1	Fujio Cho (2/2/1937)	Chairman of the Board	<p>Apr. 1960 Joined TMC Sep. 1988 Director of TMC Dec. 1988 Toyota Motor Manufacturing, U.S.A., Inc. President Sep. 1994 Managing Director of TMC Oct. 1994 Retired from Toyota Motor Manufacturing, U.S.A., Inc. President Jun. 1996 Senior Managing Director of TMC Jun. 1998 Executive Vice President of TMC Jun. 1999 President of TMC Jun. 2005 Vice Chairman of TMC Jun. 2006 Chairman of TMC</p> <p>(important concurrent duties) Corporate Auditor of DENSO CORPORATION Director of Central Japan Railway Company Director of Sony Corporation President and Representative Director of Toyota Kuragaike Kaihatsu Kabushiki Kaisha Director of Toyota Industries Corporation</p>	40,705
2	Akio Toyoda (5/3/1956)	President, Member of the Board	<p>Apr. 1984 Joined TMC Jun. 2000 Director 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</p> <p>(important concurrent duties) Corporate Auditor of Toyota Boshoku Corporation Chairman and CEO of Toyota Motor North America, Inc. Chairman of Toyota Motor Sales & Marketing Corporation Chairman of Japan Automobile Manufacturers Association, Inc.</p>	4,581,575

no.	Name (birth date)	Position and main areas of responsibility at Toyota Motor Corporation ("TMC")	Brief career summary and important concurrent duties	No. of TMC shares owned
3	Takeshi Uchiyamada (8/17/1946)	Executive Vice President, Member of the Board - Research & Development (BR Cockpit Planning, BR Driving Pleasure Promotion, Design Quality Innovation, Technical Administration, Product Planning, Design, R&D Group 1, R&D Management, Higashifuji Technical Administration, R&D Group 2, Motor Sports)	Apr. 1969 Joined TMC Jun. 1998 Director of TMC Jun. 2001 Managing Director of TMC Jun. 2003 Senior Managing Director of TMC Jun. 2005 Executive Vice President of TMC (important concurrent duties) Director of JTEKT Corporation Chairman of Toyota Motor Engineering & Manufacturing (China) Co., Ltd. Director of Toyota Boshoku Corporation	37,039
4	Yukitoshi Funo (2/1/1947)	Executive Vice President, Member of the Board - Asia & Oceania Operations - Middle East, Africa and Latin America Operations - Government Affairs - Operation Planning & Support	Apr. 1970 Joined Toyota Motor Sales Co., Ltd. Jun. 2000 Director of TMC Jun. 2003 Managing Officer of TMC Jun. 2003 Toyota Motor Sales, U.S.A., Inc. President Jun. 2004 Director of TMC Jun. 2005 Senior Managing Director of TMC Jun. 2005 Toyota Motor Sales, U.S.A., Inc. Chairman May 2006 Toyota Motor North America, Inc. Chairman Jun. 2007 Retired from Toyota Motor North America, Inc. Chairman Jun. 2009 Executive Vice President of TMC Jun. 2009 Retired from Toyota Motor Sales, U.S.A. Inc. Chairman (important concurrent duties) Chairman of Toyota Motor Asia Pacific Engineering and Manufacturing Co., Ltd. Chairman of Toyota Motor Asia Pacific Pte Ltd.	34,248

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5	Atsushi Niimi (7/30/1947)	Executive Vice President, Member of the Board - North America Operations - China Operations - Production Control - Production Engineering - Partner Robot - Manufacturing	Apr. 1971 Joined TMC Jun. 2000 Director of TMC Jun. 2002 Toyota Motor Manufacturing North America, Inc. President Jun. 2003 Managing Officer of TMC Jun. 2004 Director of TMC Jun. 2005 Retired from Toyota Motor Manufacturing North America, Inc. President Jun. 2005 Senior Managing Director of TMC Jun. 2009 Executive Vice President of TMC (important concurrent duties) Chairman of Toyota Motor Engineering & Manufacturing North America, Inc. Chairman of Toyota Motor Technical Center (China) Co., Ltd. Corporate Auditor of JTEKT Corporation Vice Chairman of Toyota Motor North America, Inc.	37,000
6	Shinichi Sasaki (12/18/1946)	Executive Vice President, Member of the Board - Business Development - IT & ITS - Purchasing - Japan Sales Business - Customer First Promotion	Apr. 1970 Joined TMC Jun. 2001 Director of TMC Jun. 2003 Managing Officer of TMC Jun. 2004 Toyota Motor Engineering & Manufacturing Europe NV/SA President Jun. 2005 Senior Managing Director of TMC Oct. 2005 Toyota Motor Europe NV/SA, Toyota Motor Marketing Europe NV/SA and Toyota Motor Engineering & Manufacturing Europe NV/SA merged under the name Toyota Motor Europe NV/SA Oct. 2005 Toyota Motor Europe NV/SA President Jul. 2006 Retired from Toyota Motor Europe NV/SA President Jun. 2009 Executive Vice President of TMC (important concurrent duties) Director of KDDI CORPORATION Corporate Auditor of Toyoda Gosei Co., Ltd.	14,210
7	Satoshi Ozawa (8/5/1949)	Executive Vice President, Member of the Board - Europe Operations - General Administration & Human Resources - Accounting - BR Vehicle & Parts Localization Dept.	Apr. 1974 Joined Toyota Motor Sales Co., Ltd. Jun. 2003 Managing Officer of TMC Jun. 2007 Senior Managing Director of TMC May 2010 Executive Vice President of TMC (important concurrent duties) Chairman of Toyota Motor Europe NV/SA	30,200

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8	Nobuyori Kodaira (3/18/1949)	Director, Member of the Board - Corporate Planning Div. - Environmental Affairs Div.	Apr. 1972 Joined Ministry of International Trade and Industry Jul. 2004 Director-General, Agency for Natural Resources and Energy Jul. 2006 Retired from Director-General, Agency for Natural Resources and Energy Aug. 2008 Advisor of TMC Jun. 2009 Managing Officer of TMC Jun. 2010 Senior Managing Director of TMC Jun. 2011 Director and Senior Managing Officer of TMC	9,000
9	Mamoru Furuhashi (1/3/1950)	Director, Member of the Board - Government Affairs Group (Chief Officer)	Apr. 1973 Joined TMC Jun. 2003 Managing Officer of TMC Jun. 2007 Senior Managing Director of TMC Jun. 2011 Director and Senior Managing Officer of TMC	30,105
10	Takahiko Ijichi (7/15/1952)	Director, Member of the Board - Accounting Group (Chief Officer)	Apr. 1976 Joined TMC Jun. 2004 Managing Officer of TMC Jun. 2008 Senior Managing Director of TMC Jun. 2011 Director and Senior Managing Officer of TMC (important concurrent duties) Corporate Auditor of HAMAMATSU PHOTONICS K.K.	20,000
11	Yasumori Ihara (11/17/1951)	Director, Member of the Board - Purchasing Group (Chief Officer) - Corporate Planning Div.	Apr. 1975 Joined Toyota Motor Sales Co., Ltd. Jun. 2004 Managing Officer of TMC Jun. 2007 Toyota Transportation Co., Ltd. President Jun. 2007 Advisor of TMC Jun. 2008 Retired from Advisor of TMC Jun. 2009 Retired from Toyota Transportation Co., Ltd. President Jun. 2009 Senior Managing Director of TMC Jun. 2011 Director and Senior Managing Officer of TMC	10,000
12*	Masamoto Maekawa (10/17/1949)	Senior Managing Officer - Japan Sales Business Group (Chief Officer)	Apr. 1973 Joined Toyota Motor Sales Co., Ltd. Jun. 2003 Managing Officer of TMC Jun. 2007 Toyota Administa Corporation President Jun. 2007 Advisor of TMC Jun. 2009 Retired from Toyota Administa Corporation President Jun. 2009 Senior Managing Director of TMC Jun. 2011 Senior Managing Officer of TMC	20,300

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13*	Mitsuhisa Kato (3/2/1953)	Senior Managing Officer - Product Planning Group (Chief Officer)	Apr. 1975 Joined TMC Jun. 2004 Managing Officer of TMC Jun. 2006 Toyota Technocraft Co., Ltd. President Jun. 2006 Advisor of TMC Jun. 2007 Retired from Advisor of TMC Jun. 2010 Retired from Toyota Technocraft Co., Ltd. President Jun. 2010 Senior Managing Director of TMC Jun. 2011 Senior Managing Officer of TMC (important concurrent duties) Corporate Auditor of TOKAI RIKA CO., LTD.	7,350

Note: * indicates a candidate to be posted as a TMC Director for the first time.

Proposed Resolution 3: Payment of Executive Bonuses

In consideration of the results for FY2012 and other factors, the 11 Directors in office as of the end of FY2012 will be paid a total amount of 148,500,000 yen as executive bonuses.