

(Securities Code 7203)

May 30, 2011

To All Shareholders:

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

Notice of Convocation of FY2011 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 FY2011 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 16, 2011(Japan Time). Thank you very much for your cooperation.

1. Date and time: 10:00 a.m., Friday, June 17, 2011

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 FY2011 (April 1, 2010 through March 31, 2011) 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: Partial Amendment of the Articles of Incorporation
- Proposed Resolution 3: Election of 11 Directors
- Proposed Resolution 4: Election of 4 Corporate Auditors
- Proposed Resolution 5: Revision of the Amount of Remuneration for Directors
- Proposed Resolution 6: Payment of Executive Bonuses

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Notes: - The Business Report for the 107th Fiscal Year from April 1, 2010 to March 31, 2011 is a reference document for the 107th ordinary general meeting. The Business Report will be available on the Toyota Motor Corporation Investor Relations website on March 31, 2011 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 and the "TOYOTA REPORT 2011" (enclosed herewith) 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, 2011 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: 94,070,960,610 yen)

(3) Effective date of distribution of surplus

June 20, 2011

Proposed Resolution 2: Partial Amendment of the Articles of Incorporation

1. Reason for Amendment

The position of the Senior Managing Director will be discontinued and the number of directors of the board will be reduced in accordance with changes in the management structure. The changes are intended to enhance prompt management decision-making and agile management to respond to the changing business environment.

2. Detail of Amendment

The details of amendments are as follows.

We propose that the following amendment be put into effect upon the conclusion of this General Shareholders' Meeting:

(Underlined part indicates amendments)

Current Articles of Incorporation	Proposed Amendments
<p>CHAPTER IV. DIRECTORS AND BOARD OF DIRECTORS</p> <p>Article 16. (Number of Directors) The Corporation shall have no more than <u>thirty (30)</u> Directors.</p> <p>Article 20. (Representative Directors and Executive Directors)</p> <p>1. (Omitted)</p> <p>2. The Board of Directors may appoint one Chairman of the Board, one President and one or more Vice Chairman of the Board, Executive Vice Presidents <u>and Senior Managing Directors</u> by its resolution.</p>	<p>CHAPTER IV. DIRECTORS AND BOARD OF DIRECTORS</p> <p>Article 16. (Number of Directors) The Corporation shall have no more than <u>twenty (20)</u> Directors.</p> <p>Article 20. (Representative Directors and Executive Directors)</p> <p>1. (The same as the current provision)</p> <p>2. The Board of Directors may appoint one Chairman of the Board, one President and one or more Vice Chairmen of the Board <u>and</u> Executive Vice Presidents by its resolution.</p>

Proposed Resolution 3: Election of 11 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 11 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's 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</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 (China) Investment Co., Ltd. Chairman of Toyota Motor Europe NV/SA Chairman of Toyota Motor Sales & Marketing Corporation</p>	4,574,800

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's shares owned
3*	Takeshi Uchiyamada (8/17/1946)	Executive Vice President, Member of the Board - Research & Development (Technical Administration, Product Development, Design, R&D Group 1, R&D Management, Higashifuji Technical Administration, R&D Group 2)	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 Vice President of Calty Design Research, Inc. Chairman of Toyota Motor Engineering & Manufacturing (China) Co., Ltd.	32,264
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	34,248
5*	Atsushi Niimi (7/30/1947)	Executive Vice President, Member of the Board - North America Operations - China Operations - Production Control - Production Engineering - Manufacturing - North America Operations Group (Chief Officer)	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	37,000

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's shares owned
6*	Shinichi Sasaki (12/18/1946)	Executive Vice President, Member of the Board - Business Development - IT & ITS - Information Systems - Purchasing - Customer Service - Quality	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	14,210
7*	Satoshi Ozawa (8/5/1949)	Executive Vice President, Member of the Board - Europe Operations - General Administration & Human Resources - Accounting	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	30,200
8*	Nobuyori Kodaira (3/18/1949)	Senior Managing 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	6,000
9*	Mamoru Furuhashi (1/3/1950)	Senior Managing 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	28,105
10*	Takahiko Ijichi (7/15/1952)	Senior Managing 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 (important concurrent duties) Corporate Auditor of HAMAMATSU PHOTONICS K.K.	18,000

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's shares owned
11*	Yasumori Ihara (11/17/1951)	Senior Managing Director, Member of the Board - Purchasing Group (Chief Officer) - Corporate Planning Div.	Apr. 1975 Jun. 2004 Jun. 2007 Jun. 2007 Jun. 2008 Jun. 2009 Jun. 2009	Joined Toyota Motor Sales Co., Ltd. Managing Officer of TMC Toyota Transportation Co., Ltd. President Advisor of TMC Retired from Advisor of TMC Retired from Toyota Transportation Co., Ltd. President Senior Managing Director of TMC	10,000

Note: * indicates current Director of TMC.

Proposed Resolution 4: Election of 4 Corporate Auditors

Corporate Auditors, Mr. Yoshikazu Amano, Mr. Chiaki Yamaguchi, Mr. Yoichi Kaya and Mr. Kunihiro Matsuo will retire upon the expiration of their term of office at the conclusion of this General Shareholders' Meeting. Accordingly, we hereby request that 4 Corporate Auditors be elected. The proposal of this resolution at this General Shareholders' Meeting was consented by the Board of Corporate Auditors. The candidates for the positions of Corporate Auditor are as follows:

Following are the nominees

no.	Name (birth date)	Position at Toyota Motor Corporation ("TMC")	Brief career summary and important concurrent duties	No. of TMC's shares owned
1*	Kunihiro Matsuo (9/13/1942)	Outside Corporate Auditor	Jun. 2004 Supreme Public Prosecutors Office Prosecutor-General Jun. 2006 Retired from Supreme Public Prosecutors Office Prosecutor-General Sep. 2006 Registered as Attorney Jun. 2007 Outside Corporate Auditor of TMC (important concurrent duties) Outside Director of Asahi Glass Co., Ltd. Outside Corporate Auditor of MITSUI & CO., LTD. Outside Corporate Auditor of KOMATSU LTD.	-
2	Yoko Wake (11/18/1947)	—	Apr. 1970 Joined the Fuji Bank, Limited Dec. 1973 Retired from the same Apr. 1977 Instructor of Faculty of Business and Commerce of Keio University Apr. 1982 Associate Professor of the same Apr. 1993 Professor of the same	-
3	Yoichiro Ichimaru (10/10/1948)	Executive Vice President, Member of the Board	Jul. 1971 Joined Toyota Motor Sales Co., Ltd. Jun. 2001 Director of TMC Jun. 2003 Managing Officer of TMC Jun. 2005 Senior Managing Director of TMC Jun. 2009 Executive Vice President of TMC	25,568
4	Masahiro Kato (9/17/1952)	Managing Officer	Apr. 1975 Joined TMC Jan. 2009 Toyota Motor (China) Investment Co., Ltd. President Jun. 2009 Managing Officer of TMC Apr. 2011 Retired from Toyota Motor (China) Investment Co., Ltd. President	2,600

Notes: 1. * indicates current Corporate Auditor of TMC.

2. Matters related to the candidates for the position of Outside Corporate Auditor are as follows:

(1) Mr. Kunihiro Matsuo and Ms. Yoko Wake are candidates for the position of Outside Corporate Auditor.

(2) Reasons for their nomination as candidates for the position of Outside Corporate Auditor:

Mr. Kunihiro Matsuo and Ms. Yoko Wake have not been directly involved in the management of corporations, but we consider that both of them will adequately execute their duties as outside corporate auditors with their broad experience and insights in their specialized fields.

- (3) MITSUI & CO., LTD., a company where Mr. Kunihiro Matsuo has served as an Outside Corporate Auditor since June 2008, has been implicated in the following cases of misconduct: Mitsui Oil (Asia) Pte. Ltd., its wholly owned subsidiary in Singapore, concealed losses caused by the false reporting of market prices in naphtha trades; a business section of its Kyushu Branch Office was involved in inappropriate circular transactions, including fictitious transactions, with respect to agricultural materials etc. for local customers, between September 2000 and February 2008; and a business section of its Functional Chemicals Unit recorded fictitious transactions as exports to Southeast Asia, including Indonesia, between April 2004 and August 2008.

Mr. Kunihiro Matsuo regularly makes various kinds of recommendations at the board of directors' meetings and other occasions from the viewpoint of reinforcing compliance and internal control, based on prior discussions at the board of corporate auditors' meetings and other occasions. Since the discovery of the aforesaid cases of misconduct, he has made recommendations for and expressed opinions on the further enhancement of internal control to prevent recurrences.

- (4) Number of years since assumption of office as an Outside Corporate Auditor of TMC (up to the conclusion of this General Shareholders' Meeting):

Mr. Kunihiro Matsuo 4 years

- (5) Summary of liability limitation agreement

TMC has concluded a liability limitation agreement with Mr. Kunihiro Matsuo to limit his liability as stipulated in Article 423, Paragraph 1 of the Corporation Act up to the total sum stipulated in Article 425, Paragraph 1 of the Corporation Act.

TMC will also conclude an agreement of the same kind with Ms. Yoko Wake upon the approval of her election in this proposed resolution.

Proposed Resolution 5: Revision of the Amount of Remuneration for Directors

Remuneration paid to Directors has been set at a maximum total of 200 million yen per month since the Ordinary General Shareholders' Meeting held on June 23, 2006. However, in light of the reduction of the number of Directors pursuant to the revision of the executive system and in consideration of other factors, we propose a decrease of the maximum total amount of director remuneration to 130 million yen per month.

If Proposed Resolution 3 is approved, 11 Directors will be in office as of the end of this Shareholders' Meeting.

Proposed Resolution 6: Payment of Executive Bonuses

In consideration of the results for FY2011 and other factors, the 27 Directors in office as of the end of FY2011 will be paid a total amount of 340,700,000 yen as executive bonuses.