

Please note that the following is an unofficial English translation of Japanese original text of the Notice of Resolutions at the 77th Ordinary General Meeting of Shareholders of Fuji Heavy Industries Ltd. The Company provides this translation for reference and convenience purposes only and without any warranty as to its accuracy or otherwise. In the event of any discrepancy between this translation and the Japanese original, the latter shall prevail.

(Securities Code: 7270)

June 25, 2008

Fuji Heavy Industries Ltd.

7-2, Nishi-Shinjuku 1-chome,
Shinjuku-ku, Tokyo, Japan

**NOTICE OF RESOLUTIONS AT
THE 77TH ORDINARY GENERAL MEETING OF SHAREHOLDERS**

To our Shareholders:

Please take notice that at the 77th the Ordinary General Meeting of Shareholders of Fuji Heavy Industries Ltd. (the "Company") held on June 25, 2008, reports were made and resolutions were adopted as described below.

Sincerely,

*Ikuo Mori,
President and CEO*

- Matters Reported:**
1. Presentation of the Business Report and the Consolidated Financial Statements for the 77th Fiscal Period (April 1, 2007, through March 31, 2008), as well as the Audit Reports of the Accounting Auditor and the Board of Corporate Auditors on the Consolidated Financial Statements
 2. Presentation of the Non-Consolidated Financial Statements for the 77th Fiscal Year (April 1, 2007, through March 31, 2008)

Matters Resolved:

- Proposal No. 1:** Approval of the Proposed Appropriation of Retained Earnings
The proposal was approved and adopted as proposed. The year-end dividend shall be ¥4.50 per share. Including the interim dividend, the annual dividend for the year under review would be ¥9.00 per share.
- Proposal No. 2:** Election of Eight (8) Directors of the Board
The proposal was approved and adopted as proposed. Messrs. Ikuo Mori, Hiroshi Komatsu, Shunsuke Takagi, Hiroyuki Oikawa, Norihisa Matsuo, Kazushige Okuhara, Masatsugu Nagato and Jun Kondo were elected as Directors of the Board and each of them assumed office.
- Proposal No. 3:** Election of Two (2) Corporate Auditors
The proposal was approved and adopted as proposed. Messrs. Nobushige Imai and Giichi Miyakawa were elected as Corporate Auditors and each of them assumed office.
- Proposal No. 4:** Election of One (1) Substitute Corporate Auditor
The proposal was approved and adopted as proposed. Mr. Iwao Sekiya was elected as a Substitute Corporate Auditor and he assumed office. The validity of the resolution on the election of Iwao Sekiya shall expire at the opening of the first Ordinary General Meeting of Shareholders to be held after said resolution was made, and can be nullified by resolution of the Board of Directors, with the content of the Board of Corporate Auditors Meeting, only before he assumes office.

- END -

[Translation for Reference and Convenience Purposes Only]

Payment of the Year-end Dividend

The dividend will be paid out on or after June 26, 2008, at your nearby office of Japan Post Bank Co., Ltd. and post office, in accordance with the enclosed receipt of the year-end dividend for the 77th fiscal period. (The period for receiving payment: June 26, 2008 through July 25, 2008)

Please refer the notes of receipt of the year-end dividend for the 77th fiscal period when you receive the payments.

Shareholders who have requested that these payments be made by bank transfer are asked to confirm the enclosed payment statement for the year-end dividend for the 77th fiscal period and the account information for the dividend receipt, and to confirm the bank account into which dividend payments are to be transferred.