

Please note that the following is an unofficial English translation of the Japanese original text of the Notice of Resolutions at the 78th 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 24, 2009

**Fuji Heavy Industries Ltd.**

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

**NOTICE OF RESOLUTIONS AT  
THE 78TH ORDINARY GENERAL MEETING OF SHAREHOLDERS**

To Our Shareholders:

Please take notice that at the 78th Ordinary General Meeting of Shareholders of Fuji Heavy Industries Ltd. (the “Company”) held on June 24, 2009, 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 78th Fiscal Period (April 1, 2008, through March 31, 2009), 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 78th Fiscal Year (April 1, 2008, through March 31, 2009)

**Matters Resolved:**

- Proposal No. 1:** Amendments to the Articles of Incorporation  
The proposal was approved and adopted as proposed. Details of the amendments are as follows.

(Underlines indicate amendments.)

Current Articles of Incorporation	Proposed amendments
(Issuance of Share Certificates) <u>Article 6.</u> <u>The Company shall issue share certificates related to the shares.</u> Article <u>7.</u> [Provisions omitted] (Shareholder Register Administrator) Article <u>8.</u> The Company will establish a shareholder register administrator. The shareholder register administrator and its place of operation will be determined by a resolution of the Board of Directors and will be publicly announced. Preparing and maintaining the register of shareholders ( <u>including the register of beneficial shareholders; the same applies hereinafter</u> ), the register of share purchase warrants <u>and the register of loss of share certificates</u> , and other matters related to the register of shareholders, the register of share purchase warrants <u>and the register of loss of share certificates</u> , will be delegated to the shareholder register administrator, and will not be handled by the Company.	[To be deleted]  Article <u>6.</u> [Same as the current] (Shareholder Register Administrator) Article <u>7.</u> The Company will establish a shareholder register administrator. The shareholder register administrator and its place of operation will be determined by a resolution of the Board of Directors and will be publicly announced. Preparing and maintaining the register of shareholders, the register of share purchase warrants and other matters related to the register of shareholders <u>and the register of share purchase warrants</u> will be delegated to the shareholder register administrator and will not be handled by the Company.

**[Translation for Reference and Convenience Purposes Only]**

Current Articles of Incorporation	Proposed amendments
<p>(Number of Shares in Unit Share <u>and Non-Issuance of Share Certificates for Fractional Unit Shares</u>)  Article 9.  The number of shares in a unit share of the Company is one thousand (1,000) shares.  <del>Notwithstanding the provision of Article 6, the Company will not issue share certificates relating to fractional unit shares; provided however, that this will not apply if the Regulations for Handling Shares provide otherwise.</del>  (Rights Regarding Fractional Unit Shares)  Article 10.  The Company's shareholders <del>(including beneficial shareholders; the same applies hereinafter)</del> may not exercise any right other than the following rights regarding the fractional unit shares they own:  1. - 4. [Provisions omitted]  Articles 11.-49. [Provisions omitted]  [New Provisions]</p>	<p>(Number of Shares in Unit Share)  Article 8.  The number of shares in a unit share of the Company is one thousand (1,000) shares.  [To be deleted]</p> <p>(Rights Regarding Fractional Unit Shares)  Article 9.  The Company's shareholders may not exercise any right other than the following rights regarding the fractional unit shares they own:  1. - 4. [Same as the current]  Articles 10.-48. [Same as the current]  <u>Supplementary Provisions</u>  Article 1.  <u>Preparing and maintaining the register of loss of share certificates and other matters related to the register of loss of share certificates will be delegated to the shareholder register administrator and will not be handled by the Company.</u>  Article 2.  <u>The preceding Article 1 and this Article 2 shall be deleted as of January 6, 2010.</u></p>

- Proposal No. 2:** Election of Seven (7) Directors of the Board  
The proposal was approved and adopted as proposed. Ikuo Mori, Hiroshi Komatsu, Hiroyuki Oikawa, Kazushige Okuhara, Masatsugu Nagato, Jun Kondo and Yasuyuki Yoshinaga were elected as Directors of the Board, and each assumed office.
- Proposal No. 3:** Election of One (1) Corporate Auditor  
The proposal was approved and adopted as proposed. Shunsuke Takagi was elected as a Corporate Auditor, and he assumed office.
- Proposal No. 4:** Election of One (1) Substitute Corporate Auditor  
The proposal was approved and adopted as proposed. 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 consent of the Board of Corporate Auditors, only before he assumes office.

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