NOTICE OF RESOLUTIONS AT
THE 80TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

To Our Shareholders:

Please take notice that at the 80th Ordinary General Meeting of Shareholders of Fuji Heavy Industries Ltd. (the “Company”) held on June 24, 2011, reports were made and resolutions were adopted as described below.

Sincerely,

Yasuyuki Yoshinaga,
President and COO

Matters Reported:
1. Presentation of the Business Report and the Consolidated Financial Statements for the 80th Fiscal Period (April 1, 2010, through March 31, 2011), 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 80th Fiscal Year (April 1, 2010, through March 31, 2011)

Matters Resolved:
Proposal No. 1: Approval of the Proposed Appropriation of Retained Earnings
This proposal was approved and adopted as proposed. It was decided to pay the year-end dividends of ¥4.50 per share. As a result, the annual dividend for the year under review is ¥9.00 per share including the paid interim dividend.

Proposal No. 2: Election of Seven (7) Directors of the Board
The proposal was approved and adopted as proposed. Ikuo Mori, Yasuyuki Yoshinaga, Jun Kondo, Akira Mabuchi, Naoto Muto, Tomohiko Ikeda and Toshio Arima were elected as Directors of the Board, and each assumed office. Toshio Arima is an Outside Director.

Proposal No. 3: Election of One (1) Substitute Corporate Auditor
The proposal was approved and adopted as proposed. Kenji Tamazawa was elected as a Substitute Corporate Auditor, and he assumed office. The validity of the resolution on the election of Kenji Tamazawa shall expire at the opening of the first Ordinary General Meeting of Shareholders to be held after said resolution is 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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Representative Directors of the Board were elected at a meeting of the Board of Directors held after the closing of the Ordinary General Meeting of Shareholders as follows, and each assumed office.

Representative Director of the Board, Chairman and CEO Ikuo Mori
Representative Director of the Board, President and COO Yasuyuki Yoshinaga
Representative Director of the Board, Deputy President Jun Kondo

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