

June 27, 2011

Company name: Fuji Heavy Industries Ltd.
Representative: Mr. Yasuyuki Yoshinaga, President and COO
Code number: 7270 (First Section of Tokyo Stock Exchange)
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Notification of the Results of the Exercise of Voting Rights at
the 80th Ordinary General Meeting of Shareholders

Below are the results of the exercise of voting rights at the 80th Ordinary General Meeting of Shareholders held on June 24, 2011.

1. Date on which the General Meeting of Shareholders was held

June 24, 2011

2. Proposals for voting

Proposal No. 1: Approval of the Proposed Appropriation of Retained Earnings

1. Regarding Year-end Dividend:

(1) Type of Dividend:

Cash

(2) Regarding Dividends to Shareholders and its Amount:

¥4.50 per share of the Company's common stock

Total dividends: ¥3,512,973,294

(3) Effective Date:

June 27, 2011

2. Regarding Appropriation of Retained Earnings

(1) Item of Decreasing Retained Earning and its Amount

General reserve ¥50,000,000,000

(2) Item of Increasing Retained Earning and its Amount

Retained earnings brought forward ¥50,000,000,000

Proposal No. 2: Election of Seven (7) Directors of the Board

To Elect Ikuo Mori, Yasuyuki Yoshinaga, Jun Kondo, Akira Mabuchi, Naoto Muto, Tomohiko Ikeda and Toshio Arima as Directors of the Board

Proposal No. 3: Election of One (1) Substitute Corporate Auditor

To elect Kenji Tamazawa as a Substitute Corporate Auditor

3. Number of exercised voting rights by affirmative vote, negative vote and abstention for each proposal, requirements for each proposal to be approved and the results of the resolutions

Proposal	Number of affirmative votes	Number of negative votes	Number of abstentions	Ratio of affirmative vote	Approved/disapproved
Proposal No. 1	592,957	5,281	242	95.12%	Approved
Proposal No. 2					
Ikuo Mori	583,199	14,893	392	93.55%	Approved
Yasuyuki Yoshinaga	596,041	2,053	392	95.61%	Approved
Jun Kondo	596,026	2,068	392	95.61%	Approved
Akira Mabuchi	596,063	2,031	392	95.62%	Approved
Naoto Muto	596,059	2,035	392	95.62%	Approved
Tomohiko Ikeda	596,013	2,081	392	95.61%	Approved
Toshio Arima	596,782	1,312	392	95.73%	Approved
Proposal No. 3					
Kenji Tamazawa	593,316	4,788	392	95.18%	Approved

Note: The quorum/approval requirements for each proposal are as follows;

- Proposal No. 1

A majority of voting rights exercised by the shareholders who attended the General Meeting of Shareholders are affirmative

- Proposal No. 2 and No.3

Both of the following: 1) the number of total voting rights owned by the shareholders who attended the General Meeting of Shareholders equals or exceeds one-third of the voting rights owned by shareholders eligible for exercising their voting rights, and 2) a majority of voting rights exercised by the shareholders who attended the General Meeting of Shareholders are affirmative.

4. Reason why some of the voting rights exercised by the shareholders who attended the General Meeting of Shareholders were not added to the calculation

The resolutions were legally passed pursuant to the Corporate Law because the approval required for each proposal was satisfied when the voting results were confirmed affirmative, negative or abstentions by the Company, of those shareholders who exercised their voting rights prior to the day of the Meeting and of some shareholders who attended the Meeting. Therefore, the numbers of affirmative votes, negative votes and abstentions do not include the numbers of voting rights exercised by the shareholders who attended the Meeting which were not confirmed as any one of these three.