NOTICE OF RESOLUTIONS AT
THE 81ST ORDINARY GENERAL MEETING OF SHAREHOLDERS

To Our Shareholders:

Please take notice that at the 81st Ordinary General Meeting of Shareholders of Fuji Heavy Industries Ltd. (the “Company”) held on June 22, 2012, reports were made and resolutions were adopted as described below.

Sincerely,

Yasuyuki Yoshinaga,
President and CEO

Matters Reported:
1. Presentation of the Business Report and the Consolidated Financial Statements for the 81st Fiscal Period (April 1, 2011, through March 31, 2012), as well as the Independent Auditor’s 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 81st Fiscal Year (April 1, 2011, through March 31, 2012)

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: Partial amendment to the Articles of Incorporation
The proposal was approved and adopted as proposed. The detailed amendments to the Articles of Incorporation are as follows.

(Underlines indicate amendments.)

<table>
<thead>
<tr>
<th>Current Articles of Incorporation</th>
<th>Proposed amendments</th>
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<tbody>
<tr>
<td>Chapter 1, General Provisions</td>
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<td>(Method for Public Notices)</td>
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<td>Article 4. The public notices of the Company shall be given by way of publication in the Nihon Keizai Shinbun.</td>
<td>Article 4. The public notices of the Company shall be given by way of electronic public notice, provided however, that the method of publication in the Nihon Keizai Shinbun shall be used for cases where the Company is unable to give public notice by way of electronic public notice due to an accident or other unavoidable circumstances.</td>
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Proposal No. 3: Election of Seven (7) Directors of the Board
The proposal was approved and adopted as proposed. Yasuyuki Yoshinaga, Jun Kondo, Akira Mabuchi, Naoto Muto, Tomohiko Ikeda, Mitsuru Takahashi and Toshio Arima were elected as Directors of the Board, and each assumed office. Toshio Arima is an Outside Director.

Proposal No. 4: Election of Two (2) Corporate Auditors
The proposal was approved and adopted as proposed. Nobushige Imai and Takatoshi Yamamoto were elected as Corporate Auditors, and each assumed office. Nobushige Imai and Takatoshi Yamamoto are Outside Corporate Auditors.

Proposal No. 5: Election of One (1) Substitute Corporate Auditor
The proposal was approved and adopted as proposed. Kenji Tamazawa was elected as a Substitute Corporate Auditor. 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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