

June 25, 2012

Company name: Fuji Heavy Industries Ltd.  
Representative: Mr. Yasuyuki Yoshinaga, President and CEO  
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 81th Ordinary General Meeting of Shareholders

Below are the results of the exercise of voting rights at the 81th Ordinary General Meeting of Shareholders held on June 22, 2012.

1. Date on which the General Meeting of Shareholders was held  
June 22, 2012

2. Proposals for voting

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

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: ¥3,513,866,117

3. Effective Date:

June 25, 2012

Proposal No. 2: Partial amendment to the Articles of Incorporation

Proposal No. 3: Election of Seven (7) Directors of the Board

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

Proposal No. 4: Election of Two (2) Corporate Auditors

To elect Nobushige Imai and Takatoshi Yamamoto as Corporate Auditors

Proposal No. 5: 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	591,391	10,386	843	96.69%	Approved
Proposal No. 2	601,572	206	843	98.36%	Approved
Proposal No. 3					
Yasuyuki Yoshinaga	589,963	11,808	843	96.46%	Approved
Jun Kondo	600,264	1,509	843	98.14%	Approved
Akira Mabuchi	600,269	1,504	843	98.15%	Approved
Naoto Muto	600,297	1,476	843	98.15%	Approved
Tomohiko Ikeda	600,290	1,483	843	98.15%	Approved
Mitsuru Takahashi	598,845	2,928	843	97.91%	Approved
Toshio Arima	600,752	1,021	843	98.22%	Approved
Proposal No. 4					
Nobushige Imai	445,116	156,656	843	72.78%	Approved
Takatoshi Yamamoto	598,555	3,220	843	97.87%	Approved
Proposal No. 5					
Kenji Tamazawa	601,315	463	843	98.32%	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  
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) two-thirds or more of the voting rights exercised by the shareholders who attended the General Meeting of Shareholders are affirmative.
- Proposal No. 3, No. 4 and No. 5  
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.