

June 24, 2013

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 82nd Ordinary General Meeting of Shareholders

Below are the results of the exercise of voting rights at the 82nd Ordinary General Meeting of Shareholders held on June 21, 2013.

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

June 21, 2013

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:

¥10 per share of the Company's common stock

Total dividends: ¥7,808,304,250

3. Effective Date:

June 24, 2013

Proposal No. 2: Election of Eight (8) Directors of the Board

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

Proposal No. 3: Election of Two (2) Corporate Auditors

To elect Masakazu Kimura and Norio Saito as Corporate Auditors

Proposal No. 4: 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	605,767	8,141	1,514	97.60%	Approved
Proposal No. 2					
Yasuyuki Yoshinaga	575,827	38,089	1,502	92.77%	Approved
Jun Kondo	599,165	14,756	1,502	96.53%	Approved
Akira Mabuchi	600,122	13,799	1,502	96.69%	Approved
Naoto Muto	607,704	6,217	1,502	97.91%	Approved
Tomohiko Ikeda	607,702	6,219	1,502	97.91%	Approved
Mitsuru Takahashi	607,703	6,218	1,502	97.91%	Approved
Takeshi Tachimori	607,928	5,993	1,502	97.95%	Approved
Toshio Arima	608,130	5,791	1,502	97.98%	Approved
Proposal No. 3					
Masakazu Kimura	590,229	23,687	1,502	95.09%	Approved
Norio Saito	590,241	23,675	1,502	95.10%	Approved
Proposal No. 4					
Kenji Tamazawa	613,510	416	1,502	98.85%	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, No. 3 and No. 4

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 Corporation 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.