

Please note that the following is an unofficial English translation of the Japanese original text of the Notice of Resolutions at the 83rd Ordinary General Meeting of Shareholders of Fuji Heavy Industries Ltd. The Company provides this translation for reference and convenience purposes only and without any warranty as to its accuracy or otherwise. In the event of any discrepancy between this translation and the Japanese original, the latter shall prevail.

(Securities Code: 7270)

June 24, 2014

FUJI HEAVY INDUSTRIES LTD.

1-7-2 Nishi-Shinjuku, Shinjuku-ku, Tokyo, Japan

NOTICE OF RESOLUTIONS AT THE 83RD ORDINARY GENERAL MEETING OF SHAREHOLDERS

To our Shareholders:

Please take notice that at the 83rd Ordinary General Meeting of Shareholders of Fuji Heavy Industries Ltd. (the “Company”) held on June 24, 2014, 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 83rd Fiscal Period (April 1, 2013, through March 31, 2014), as well as the Independent Auditors’ Reports of the Accounting Auditors and the Board of Corporate Auditors on the Consolidated Financial Statements
 2. Presentation of the Non-Consolidated Financial Statements for the 83rd Fiscal Year (April 1, 2013, through March 31, 2014)

Matters Resolved:

- Proposal No. 1:** Approval of the Proposed Appropriation of Retained Earnings
The proposal was approved and adopted as proposed. It was decided to pay the year-end dividend of ¥33 per share. As a result, the annual dividend for the year under review is ¥53 per share including the paid interim dividend, increased by ¥38 compared with the previous fiscal year.
- Proposal No. 2:** Partial Amendment to the Articles of Incorporation
The proposal was approved and adopted as proposed.
The contents of the proposed Amendment are as follows:

[Translation for Reference and Convenience Purposes Only]

(All revisions to the Articles are shown as underlined text.)

Current version	Revised version
<p>Chapter 1, General Provisions</p> <p>(Location of Head Office)</p> <p>Article 2.</p> <p>The Company will establish its head office in <u>Shinjuku-ku</u>, Tokyo.</p>	<p>Chapter 1, General Provisions</p> <p>(Location of Head Office)</p> <p>Article 2.</p> <p>The Company will establish its head office in <u>Shibuya-ku</u>, Tokyo.</p> <p><u>Supplementary Provision</u></p> <p><u>Article 1.</u></p> <p><u>Amendment to Article 2 shall take effect as of the date of relocation of the head office, which is to be determined by a resolution of the Board of Directors. This provision shall be removed following the effective date of relocation of the head office.</u></p>

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, Mitsuru Takahashi, Takeshi Tachimori 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 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.

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, President and CEO
Representative Director of the Board, Deputy President

Yasuyuki Yoshinaga
Jun Kondo

- END -