

June 25, 2014

Company name: Fuji Heavy Industries Ltd.  
Representative: 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 83rd Ordinary General Meeting of Shareholders

Below are the results of the exercise of voting rights at our 83rd Ordinary General Meeting of Shareholders held on June 24, 2014.

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

June 24, 2014

2. Proposals for voting

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

1. Type of Dividend:

Cash

2. Regarding Dividends of Retained Earnings to Shareholders and its Amount:

¥33 per share of the Company's common stock

Total dividends: ¥25,766,018,619

3. Effective Date:

June 25, 2014

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

To change Location of Head Office, stated in Article 2 of the Articles of Incorporation, from Shinjuku-ku, Tokyo to Shibuya-ku, Tokyo

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

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

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	Approval requirements	Results of the resolutions/Ratio of affirmative vote (%)
Proposal No. 1 Approval of the Proposed Appropriation of Retained Earnings	6,026,418	106,783	7,690	Note 1	Approved / 96.95
Proposal No. 2 Partial Amendment to the Articles of Incorporation	6,123,882	1,068	15,944	Note 2	Approved / 98.52
Proposal No. 3 Election of Seven (7) Directors of the Board					
Yasuyuki Yoshinaga	5,920,668	213,002	7,250	Note 3	Approved / 95.25
Jun Kondo	6,096,710	30,692	13,519		Approved / 98.08
Akira Mabuchi	6,106,270	21,132	13,519		Approved / 98.24
Naoto Muto	6,106,301	21,101	13,519		Approved / 98.24
Mitsuru Takahashi	6,106,470	20,932	13,519		Approved / 98.24
Takeshi Tachimori	6,104,998	22,403	13,519		Approved / 98.22
Toshio Arima	6,118,300	15,373	7,250		Approved / 98.43
Proposal No. 4 Election of One (1) Substitute Corporate Auditor				Note 3	
Kenji Tamazawa	6,122,485	11,167	7,250		Approved / 98.50

Notes: 1. A majority of voting rights exercised by the shareholders who attended the General Meeting of Shareholders are affirmative.

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) a two-thirds of voting rights exercised by the shareholders who attended the General Meeting of Shareholders are affirmative.

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 Companies Act 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.