

Cover Page

Document Name: Extraordinary Report

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Company Name: Mazda Motor Corporation

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Report Available for Public Inspection at: Tokyo Stock Exchange, Inc.
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1. Reason for Filing

Mazda Motor Corporation is filing this Extraordinary Report pursuant to Article 24-5, Paragraph 4 of the Financial Instruments and Exchange Law and Article 19, Paragraph 2, Item 9-2 of the Cabinet Office Ordinance relating to the Disclosure of Corporate Affairs, etc. to report the approval of proposals at its 149th Ordinary General Meeting of Shareholders (“General Shareholders’ Meeting”).

2. Description of Report

(1) Date on which the General Shareholders’ Meeting was held: June 23, 2015

(2) Description of the proposals voted on at the General Shareholders’ Meeting:

Proposal No. 1: Appropriation of Surplus Funds

a. Allocation of assets to be distributed to shareholders and total amount:

¥10 for each share of the company’s common stock

Total amount: ¥5,978,268,940

b. Effective date of distribution of surplus funds: June 24, 2015

Proposal No. 2: Election of Five (5) Directors

The following five (5) Directors were elected: Yuji Harada, Yuji Nakamine, Nobuhide Inamoto, Ichiro Sakai and Kazuaki Jono.

Proposal No. 3: Election of Two (2) Audit & Supervisory Board Members

The following two (2) Audit & Supervisory Board Members were elected: Isao Akaoka and Takao Hotta.

(3) Number of affirmative votes, negative votes and abstentions with respect to the proposals, requirements for approval of the proposals and results of voting:

Proposal	Number of affirmative votes	Number of negative votes	Number of abstentions	Ratio of affirmative votes (%)	Approved/ Disapproved
Proposal No. 1	3,908,573	75,085	10,183	95.36%	Approved
Proposal No. 2					
Yuji Harada	3,861,258	120,552	12,054	94.20%	Approved
Yuji Nakamine	3,891,164	90,646	12,054	94.93%	Approved
Nobuhide Inamoto	3,892,470	89,340	12,054	94.97%	Approved
Ichiro Sakai	3,956,223	29,559	8,085	96.52%	Approved
Kazuaki Jono	3,973,133	12,649	8,085	96.93%	Approved
Proposal No. 3					
Isao Akaoka	3,964,195	21,871	7,772	96.72%	Approved
Takao Hotta	3,975,414	10,652	7,772	96.99%	Approved

Note: The requirements for approval of each proposal are as follows: For Proposal No. 1, a majority vote of the shareholders present at the General Shareholders’ Meeting; for Proposal Nos. 2 and 3, a majority vote of shareholders present at the General Shareholders’ Meeting who hold shares representing in aggregate not less than one third (1/3) of the voting rights of all shareholders who are entitled to vote.

(4) Reasons for not counting certain votes by shareholders present at the meeting

The total of voting rights exercised prior to the General Shareholders’ Meeting and votes by shareholders present at the General Shareholders’ Meeting for which approval or disapproval of each of the proposals could be ascertained was sufficient to meet the requirements for the approval of each proposal, and the proposals were duly approved in accordance with the Companies Act. Accordingly, votes by shareholders present at the General Shareholders’ Meeting for which approval, disapproval or abstention could not be confirmed were not counted.