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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.  
(2-1 Nihombashi Kabuto-cho, Chuo Ward, Tokyo, Japan)

## 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 152nd Ordinary General Meeting of Shareholders (“General Shareholders’ Meeting”).

## 2. Description of Report

(1) Date on which the General Shareholders’ Meeting was held: June 26, 2018

(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:

¥20 for each share of the company’s common stock

Total amount: ¥12,595,062,600

b. Effective date of distribution of surplus funds: June 27, 2018

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

The following five (5) Directors were elected: Masamichi Kogai, Akira Marumoto, Kiyotaka Shobuda, Kiyoshi Fujiwara and Akira Koga.

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

The following two (2) Audit & Supervisory Board Members were elected: Hirofumi Kawamura and Akira Kitamura.

(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	4,479,779	103,233	627	97.44%	Approved
Proposal No. 2					
Masamichi Kogai	3,986,069	449,233	148,481	86.71%	Approved
Akira Marumoto	4,090,047	411,236	82,502	88.97%	Approved
Kiyotaka Shobuda	4,380,334	196,449	7,003	95.28%	Approved
Kiyoshi Fujiwara	4,375,854	200,928	7,003	95.18%	Approved
Akira Koga	4,309,532	201,272	72,982	93.74%	Approved
Proposal No. 3					
Hirofumi Kawamura	4,392,732	190,330	627	95.55%	Approved
Akira Kitamura	3,427,819	1,155,240	627	74.56%	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.