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Document Name: Extraordinary Report

Filed with: Director General of the Kanto Local Finance Bureau

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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 154th Ordinary General Meeting of Shareholders (“General Shareholders’ Meeting”).

## 2. Description of Report

(1) Date on which the General Shareholders’ Meeting was held: June 24, 2020

(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: ¥12,595,868,060

b. Effective date of distribution of surplus funds: June 25, 2020

Proposal No. 2: Election of Nine (9) Directors (Excluding Directors who are Audit & Supervisory Committee Members)

The following nine (9) Directors (Excluding Directors who are Audit & Supervisory Committee

Members) were elected: Masamichi Kogai, Akira Marumoto, Kiyoshi Fujiwara, Kiyotaka Shobuda,

Mitsuru Ono, Akira Koga, Masahiro Moro, Kiyoshi Sato and Michiko Ogawa.

(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	4,711,129	16,623	2	99.63%	Approved
Proposal No. 2					
Masamichi Kogai	4,683,368	51,153	4,676	99.04%	Approved
Akira Marumoto	4,681,578	52,943	4,676	99.00%	Approved
Kiyoshi Fujiwara	4,682,456	52,065	4,676	99.02%	Approved
Kiyotaka Shobuda	4,683,303	51,218	4,676	99.04%	Approved
Mitsuru Ono	4,681,628	52,893	4,676	99.00%	Approved
Akira Koga	4,682,831	51,690	4,676	99.03%	Approved
Masahiro Moro	4,683,125	51,396	4,676	99.03%	Approved
Kiyoshi Sato	4,727,665	11,531	2	99.97%	Approved
Michiko Ogawa	4,727,477	11,719	2	99.97%	Approved

Note: The requirements for approval of each proposal are as follows:

For Proposal No. 1, a majority of the affirmative votes of the shareholders who are entitled to exercise their voting rights and present at the General Shareholders’ Meeting.

For Proposal No. 2, a majority of the affirmative votes of the shareholders who are entitled to exercise their voting rights and present at the General Shareholders’ Meeting where the shareholders holding one third or more of the total voting rights of the shareholders who are entitled to exercise their voting rights are present.

(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.