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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.  
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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 157th Ordinary General Meeting of Shareholders (hereinafter “General Shareholders’ Meeting”).

## 2. Description of Report

(1) Date on which the General Shareholders’ Meeting was held: June 27, 2023

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

Proposal No. 1: Appropriation of Surplus Funds

a. Type of asset to be distributed: Cash

b. Allocation of asset to be distributed to shareholders and total amount:

25yen per share of the Company’s common stock

Total amount: 15,749,241,325yen

c. Date on which distribution of surplus funds will take effect: June 28, 2023

Proposal No. 2: Election of Ten (10) Directors (Excluding Directors who are Audit & Supervisory Committee Members)

The following ten (10) Directors (Excluding Directors who are Audit & Supervisory Committee Members) were elected: Kiyotaka Shobuda, Mitsuru Ono, Masahiro Moro, Yasuhiro Aoyama, Ichiro Hirose, Takeshi Mukai, Jeffrey H. Guyton, Takeji Kojima, Kiyoshi Sato and Michiko Ogawa.

Proposal No. 3: Election of Five (5) Directors who are Audit & Supervisory Committee Members

The following Five (5) Directors who are Audit & Supervisory Committee Members were elected: Nobuhiko Watabe, Akira Kitamura, Hiroko Shibasaki, Masato Sugimori and Hiroshi Inoue.

Proposal No. 4: Revision of the Remuneration Amount for Directors (excluding Directors who are Audit & Supervisory Committee members)

The maximum amount of remuneration for directors (excluding directors who are Audit & Supervisory Committee members) was revised to 1.5 billion yen per year.

(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	Approved/ Disapproved	Ratio of affirmative votes
Proposal No. 1	4,769,771	71,403	4,563	Approved	98.20%
Proposal No. 2					
Kiyotaka Shobuda	4,557,217	288,545	16	Approved	93.82%
Mitsuru Ono	4,719,875	79,535	46,376	Approved	97.17%
Masahiro Moro	4,656,132	143,269	46,376	Approved	95.86%
Yasuhiro Aoyama	4,721,867	77,543	46,376	Approved	97.21%
Ichiro Hirose	4,721,239	78,171	46,376	Approved	97.20%
Takeshi Mukai	4,721,284	78,126	46,376	Approved	97.20%
Jeffrey H. Guyton	4,711,317	88,092	46,376	Approved	96.99%
Takeji Kojima	4,719,325	80,084	46,376	Approved	97.16%
Kiyoshi Sato	4,807,889	33,324	4,577	Approved	98.98%
Michiko Ogawa	4,782,470	63,302	16	Approved	98.46%

Proposal	Number of affirmative votes	Number of negative votes	Number of abstentions	Approved/ Disapproved	Ratio of affirmative votes
Proposal No. 3					
Nobuhiko Watabe	4,356,593	442,766	46,376	Approved	89.69%
Akira Kitamura	3,876,637	922,683	46,416	Approved	79.81%
Hiroko Shibasaki	4,829,215	16,522	16	Approved	99.42%
Masato Sugimori	4,816,104	29,633	16	Approved	99.15%
Hiroshi Inoue	4,825,976	19,761	16	Approved	99.36%
Proposal No. 4	4,818,756	22,318	4,736	Approved	99.21%

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

For Proposal No. 1 and 4, 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 and 3, 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.