

Cover Page

Document Name: Extraordinary Report

Filed with: Director General of the Kanto Local Finance Bureau

Filing Date: June 28, 2019

Company Name: Mazda Motor Corporation

Name and Title of Representative: Akira Marumoto, President and Chief Executive Officer

Location of Head Office: 3-1 Shinchi, Fuchu-cho, Aki-gun, Hiroshima, Japan

Telephone Number: (082) 282-1111

Name of Contact Person: Hiroshi Yamashita, Manager, Corporate Legal Affairs & Planning Group,
Legal Affairs Department, Corporate Services Division

Nearest Contact Location: 1-1-7, Uchisaiwai-cho, Chiyoda Ward, Tokyo, Japan

Telephone Number: (03) 3508-5031

Name of Contact Person: Satoshi Ohtsuru, Staff Manager, Tokyo General Affairs Department

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 153rd Ordinary General Meeting of Shareholders (“General Shareholders’ Meeting”).

2. Description of Report

(1) Date on which the General Shareholders’ Meeting was held: June 26, 2019

(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: ¥12,595,338,120

b. Effective date of distribution of surplus funds: June 27, 2019

Proposal No. 2: Amendments to Part of the Articles of Incorporation

Changed to the Articles of Incorporation regarding the transition to a company with an audit and supervisory committee.

Proposal No. 3: Election of Nine (9) Directors (Excluding Directors who are Audit & Supervisory Committee Members)

The following five (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.

Proposal No. 4: Election of Six (6) Directors who are Audit & Supervisory Committee Members

The following six (6) Directors who are Audit & Supervisory Committee Members were elected: Masatoshi Maruyama, Masahiro Yasuda, Ichiro Sakai, Kunihiko Tamano, Akira Kitamura and Hiroko Shibasaki.

Proposal No. 5: Setting Amount of Remuneration 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 set at 1.0 billion yen per year.

Proposal No. 6: Setting Amount of Remuneration for Directors who are Audit & Supervisory Committee Members

The maximum amount of remuneration for directors who are Audit & Supervisory Committee members was set at 300 million yen per year.

Proposal No. 7: Determining Details of Director Compensation in the Form of Stock Options (Excluding Directors who are Audit & Supervisory Committee Members)

The Company’s directors (excluding outside directors as well as directors who are Audit & Supervisory Committee members) compensation in the form of stock options (stock acquisition rights). The Company allocated stock acquisition rights issued in the form of stock options to the Company’s directors (excluding outside directors as well as directors who are Audit & Supervisory Committee members). (The maximum number of stock acquisition rights to be allotted shall be 2,000, and the number of shares underlying the stock acquisition rights shall be 100 shares of the Company’s common stock.)

(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	4,689,289	7,314	71	99.58%	Approved
Proposal No. 2	4,638,572	58,022	71	98.51%	Approved
Proposal No. 3					
Masamichi Kogai	4,641,481	48,143	7,046	98.57%	Approved
Akira Marumoto	4,639,565	50,057	7,046	98.53%	Approved
Kiyoshi Fujiwara	4,641,912	47,712	7,046	98.58%	Approved
Kiyotaka Shobuda	4,644,013	45,611	7,046	98.62%	Approved
Mitsuru Ono	4,643,290	46,334	7,046	98.61%	Approved
Akira Koga	4,643,610	46,014	7,046	98.61%	Approved
Masahiro Moro	4,643,137	46,487	7,046	98.60%	Approved
Kiyoshi Sato	4,685,302	11,299	71	99.50%	Approved
Michiko Ogawa	4,684,742	11,859	71	99.49%	Approved
Proposal No. 4					
Masatoshi Maruyama	4,532,909	156,692	7,046	96.26%	Approved
Masahiro Yasuda	4,532,095	157,506	7,046	96.24%	Approved
Ichiro Sakai	4,585,957	110,628	71	97.39%	Approved
Kunihiko Tamano	4,686,456	10,129	71	99.52%	Approved
Akira Kitamura	3,775,863	920,712	71	80.18%	Approved
Hiroko Shibasaki	4,685,613	10,972	71	99.50%	Approved
Proposal No. 5	4,684,563	11,726	374	99.48%	Approved
Proposal No. 6	4,684,075	12,232	374	99.47%	Approved
Proposal No. 7	4,550,191	146,412	71	96.63%	Approved

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

For Proposal Nos. 1, 5, 6 and 7, 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, at least two-thirds 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 a majority of the total voting rights of the shareholders who are entitled to exercise their voting rights are present.

For Proposal Nos. 3 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 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.