

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 156th Ordinary General Meeting of Shareholders (hereinafter “General Shareholders’ Meeting”).

2. Description of Report

(1) Date on which the General Shareholders’ Meeting was held: June 24, 2022

(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: ¥12,597,436,240

b. Effective date of distribution of surplus funds: June 27, 2022

Proposal No. 2: Partial Amendment of the Articles of Incorporation

Changes to the Articles of Incorporation regarding the introduction of the system for electronic provision of materials for general meetings of shareholders.

Proposal No. 3: 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, Akira Marumoto, Mitsuru Ono, Akira Koga, Masahiro Moro, Yasuhiro Aoyama, Ichiro Hirose, Takeshi Mukai, 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	Approved/ Disapproved	Ratio of affirmative votes
Proposal No. 1	4,876,764	45,570	11,307	Approved	98.83%
Proposal No. 2	4,929,046	4,653	44	Approved	99.88%
Proposal No. 3					
Kiyotaka Shobuda	4,418,569	490,505	24,657	Approved	89.54%
Akira Marumoto	4,544,916	367,469	21,347	Approved	92.10%
Mitsuru Ono	4,775,932	156,141	1,662	Approved	96.78%
Akira Koga	4,777,269	154,804	1,662	Approved	96.81%
Masahiro Moro	4,777,254	154,819	1,662	Approved	96.81%
Yasuhiro Aoyama	4,786,387	145,686	1,662	Approved	96.99%
Ichiro Hirose	4,785,290	146,783	1,662	Approved	96.97%
Takeshi Mukai	4,785,633	146,440	1,662	Approved	96.98%
Kiyoshi Sato	4,849,721	83,937	81	Approved	98.28%
Michiko Ogawa	4,851,108	82,550	81	Approved	98.30%

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, 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 No. 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.