

(Securities Code Number: 7269)

29 May, 2009

To each Shareholder:

Suzuki Motor Corporation

300, Takatsuka-cho, Minami-ku, Hamamatsu-shi,
Shizuoka-ken

Osamu Suzuki

Representative Director, Chairman of the Board &
President

Notice of Convocation of the 143rd Ordinary General Meeting of Shareholders

We would hereby like to inform you that the 143rd Ordinary General Meeting of Shareholders will be held as follows, and we would be grateful if you could attend the meeting.

If you are unable to attend the meeting in person, you are entitled to exercise your voting right by either of the following methods. We cordially request that you exercise your voting right by 5:00 p.m. of Thursday, 25 June, 2009 after studying the reference documents for the general meeting of shareholders below.

[Exercise of voting right by mail]

Please indicate your approval or disapproval of the agenda in the enclosed voting right exercise form and return it so that it will be delivered to us within the exercise period mentioned above.

[Exercise of voting right by electromagnetic method (Internet, etc.)]

Please access the voting right exercise website (<http://www.web54.net>) designated by us, enter the “voting right exercise code” and “password” specified in the enclosed voting right exercise form, and following the instruction of the page, enter approval or disapproval of the agenda within the exercise period mentioned above.

Please refer to P48 “Procedures for exercising voting rights by electromagnetic method (Internet, etc.)” for exercise of voting right by electromagnetic method (Internet, etc.)

Particulars

- 1. Date and Time:** 10:00 a.m., Friday, 26 June, 2009
- 2. Place:** 1-3-1 Higashiiba, Naka-ku, Hamamatsu-shi, Shizuoka-ken
Banquet Hall Otori, Grand Hotel Hamamatsu
(Please refer to the “simplified map of the venue of the general meeting of the shareholders” at the end.)

3. Matters of purpose

- Items to be reported:**
1. Report on Business Report, Consolidated Financial Statements, Results of the auditing of the Consolidated Financial Statements by the Independent Auditor and the Board of Corporate Auditors for the 143rd fiscal year (from 1 April, 2008 to 31 March, 2009)
 2. Report on the Financial Statements for the 143rd fiscal year (from 1 April, 2008 to 31 March, 2009)

Items to be resolved:

- Agenda Item 1:** Disposal of surplus
- Agenda Item 2:** Partial Amendment to the Articles of Incorporation
- Agenda Item 3:** Election of Eleven (11) Directors
- Agenda Item 4:** Election of One (1) Corporate Auditor
- Agenda Item 5:** Payment of Bonuses to Directors and Corporate Auditors

4. Decisions upon convocation

- (1) No indication of approval or disapproval of each agenda item in the voting right exercise form shall be regarded as having indicated approval.
- (2) The last one shall be regarded as the effective exercise of the voting right if the voting right is exercised for multiple times by the electromagnetic method (Internet, etc.).
- (3) The exercise of voting rights by the electromagnetic method (Internet, etc.) shall be regarded as the effective exercise of the voting right if the voting right is exercised by both of the electromagnetic method (Internet, etc.) and the voting right exercise form.

- End -

◎Request Please submit the enclosed voting right exercise form to the reception when you attend the meeting. Please also submit the letter of attorney if the proxy attends the meeting. Further, the proxy shall be limited to another shareholder who has the voting right of the Company.

◎Notice Revisions, if any, shall be immediately disclosed on our website (<http://www.suzuki.co.jp/ir/index.html>) in the revised form.

ATTACHED DOCUMENTS

BUSINESS REPORT

(From 1 April 2008 to 31 March 2009)

1. Matters relating to the Current Situation of our Corporate Group

(1) Main Business

Our corporate group is mainly engaged in manufacture and sale of motorcycles, automobiles and other items such as marine & power products, motorized wheelchairs, electro senior vehicles and houses, and financial services.

| Business Segment | Main Products |
|-------------------------------|--|
| Motorcycles | Motorcycles, Motor-driven bicycles, All terrain vehicles |
| Automobiles | Mini vehicles, Subcompact vehicles, Standard-sized vehicles |
| Marine & Power products, etc. | Outboard motors, Engines for Snowmobiles, etc, Electro senior vehicles, Houses |
| Financial Services | Sales Finance, etc. |

(2) Main Business Offices and Plants

1) Our Company

| Facility and Plant | Location | Facility and Plant | Location |
|---------------------------------|--------------------------------|--------------------|--------------------------------|
| Head Office | Minami-ku, Hamamatsu, Shizuoka | Sagara Plant | Makinohara, Shizuoka |
| Motorcycle Technical Center | Iwata, Shizuoka | Iwata Plant | Iwata, Shizuoka |
| Outboard Motor Technical Center | Hamana-gun, Shizuoka | Toyokawa Plant | Toyokawa, Aichi |
| Tokyo Branch | Shinjuku-ku, Tokyo | Osuka Plant | Kakegawa, Shizuoka |
| Kosai Plant | Kosai, Shizuoka | Takatsuka Plant | Minami-ku, Hamamatsu, Shizuoka |

2) Subsidiaries

| Name of Subsidiaries | Main Business | Location |
|--------------------------------------|--|------------------------------|
| Suzuki Motor Sales Kinki Inc. | Sale of automobiles | Namihaya-ku, Osaka, Osaka |
| Suzuki Seimitsu Industries Co., Ltd. | Manufacture of parts for motorcycles and automobiles | Kita-ku, Hamamatsu, Shizuoka |
| American Suzuki Motor Corporation | Sale of automobiles and motorcycles | U.S.A. |
| Suzuki International Europe GmbH | Sale of automobiles and motorcycles | Germany |

| | | |
|--------------------------------|--|-----------|
| Magyar Suzuki Corporation Ltd. | Manufacture of automobiles | Hungary |
| P.T. Suzuki Indomobil Motor | Manufacture of automobiles and motorcycles | Indonesia |
| Maruti Suzuki India Limited | Manufacture of automobiles | India |
| Pak Suzuki Motor Co., Ltd. | Manufacture of automobiles and motorcycles | Pakistan |

(3) Employees

1) Consolidated

| Business Segment | Number of employees (person) | Increase(+)/Decrease(-) from the previous fiscal year (person) |
|--------------------|------------------------------|--|
| Motorcycles | 9,172 | -161 |
| Automobiles | 39,681 | +378 |
| Other Items | 1,198 | +119 |
| Financial Services | 49 | +7 |
| Common | 513 | +29 |
| Total | 50,613 | +372 |

Note: 1.The above are the number of the person working in our corporate group and does not include the the number of the employees who are in leave of absence or seconded outside Group.

2.“Common” is the administrative section which can not be divided into any specific business segment.

3.In addition to the above, there are 11,815 (average during the fiscal year) temporary employees.

2) Non-consolidated

| Number of employees (person) | Increase(+)/Decrease(-) from the previous fiscal year (person) | Average age | Average working years |
|------------------------------|--|-------------------|-----------------------|
| 14,266 | +999 | 36 years, 1 month | 13 years, 6 months |

Note: 1.The above are the number of the person working in our company and does not include the number of the employees who are in leave of absence or seconded outside our company.

2.In addition to the above, there are 1,191 (average during the fiscal year) temporary employees.

(4) Main Borrowing Institutes and Borrowing Amount

1) Borrowing Amount remaining at the end of the Fiscal Year from each Bank

(Group)

| Main Borrowing Institutes | Outstanding Balance of Loan Amount |
|--|------------------------------------|
| The Bank of Tokyo-Mitsubishi UFJ, Ltd. | 157,079 Million Yen |
| The Shizuoka Bank, Ltd. | 91,025 Million Yen |

| | |
|--|--------------------|
| Resona Bank, Limited | 47,200 Million Yen |
| Mizuho Corporate Bank, Ltd. | 42,456 Million Yen |
| Syndicated Loan Institutes | 34,464 Million Yen |
| The Chuo Mitsui Trust & Banking Co., Ltd. | 33,000 Million Yen |
| Japan Finance Corporation (Japan Bank for International Cooperation) | 28,107 Million Yen |
| Development Bank of Japan Inc. | 20,000 Million Yen |
| The Sumitomo Trust & Banking Co., Ltd. | 10,000 Million Yen |

Note: 1.The above outstanding balance of loan amount includes overseas subsidiaries of each institute.

2.One of the syndicated loan institutes is that created by 7 banks, The Bank Of Tokyo-Mitsubishi UFJ, Ltd. being the main arranger, and the other is that created 5 banks, Mizuho Corporate Bank, Ltd. being the main arranger.

2) Situation of the Commitment Contracts

The Company has the commitment contract with 5 banks for effective financing. The outstanding balance of the contract at the end of this fiscal year is as follows:

| | |
|----------------------------|---------------------|
| Commitment contract total | 155,000 Million Yen |
| <u>Actual loan balance</u> | — Million Yen |
| Variance | 155,000 Million Yen |

(Contents of the commitment contracts)

| Borrowing Bank | Contract Amount | Actual Loan Balance | Outstanding balance |
|---|---------------------|---------------------|---------------------|
| The Bank Of Tokyo-Mitsubishi UFJ, Ltd. | 65,000 Million Yen | — | 65,000 Million Yen |
| The Shizuoka Bank, Ltd. | 30,000 Million Yen | — | 30,000 Million Yen |
| Resona Bank, Ltd. | 30,000 Million Yen | — | 30,000 Million Yen |
| The Chuo Mitsui Trust & Banking Co., Ltd. | 15,000 Million Yen | — | 15,000 Million Yen |
| Mizuho Corporate Bank, Ltd. | 15,000 Million Yen | — | 15,000 Million Yen |
| Total | 155,000 Million Yen | — | 155,000 Million Yen |

(5) Outline and Result of Business

For the management environment of the Group during this year, the world economy, mostly in the US and Europe, increasingly slowed down on account of the US subprime loan issue and the soaring of the crude oil and raw material prices in the first half, and in the second half, the economy rapidly deteriorated in various parts of the world by the worsening of the financial crisis, being in the extremely severe situation. The management environment in Japan was also drastically changed as a result of the large reduction in manufacturing by the decreased exports, the rapid yen appreciation and the stock price fall, and we are faced with the unprecedented critical situation.

Under these circumstances, consolidated sales were ¥3,004,888 million (85.8% y-o-y) for this fiscal year, below consolidated sales of the previous year, on account of the overseas sales reduction and yen

appreciation. As for consolidated profits, operating income, ordinary income and net income declined to ¥76,926 million (51.5% y-o-y), ¥79,675 million (50.8% y-o-y) and ¥27,429 million (34.2% y-o-y), respectively, because the reduced costs, reduced depreciation/amortization and operating expenses, etc were unable to cover the reduced profits on account of the reduced sales, increased raw material costs, exchange influences and increased research and development expenses.

In addition, non-consolidated sales declined to ¥1,685,777 million (83.0% y-o-y) for this fiscal year. As for non-consolidated profits, operating income, ordinary income and net income declined to ¥11,422 million (16.9% y-o-y), ¥4,133 million (6.7% y-o-y) and ¥3,287 million (8.0% y-o-y), respectively, because the reduced costs, reduced depreciation/amortization and operating expenses, etc were unable to cover the reduced profits on account of the reduced sales, exchange influences and increased research and development expenses.

<The operating results by business segmentation>

(Motorcycle) In the rapid slowdown of the world economy, sales of the motorcycle business were ¥454,349 million (76.8% y-o-y) on account of the large sales decline in North America and Europe as well as the exchange influences by rising yen. Operating income declined to minus ¥6,416 million because the reduced costs, reduced depreciation/amortization and operating expenses, etc. were unable to cover the reduced profits by reduced sales and exchange influences.

(Automobile) While the overall domestic demand is declining, the Group tried to expand sales by completely changing the models of “Wagon R” and “Alto Lapin” for mini vehicles and launching compact car the “Splash” by Magyar Suzuki Corporation Ltd. in Hungary. Domestic sales, however, were slightly below sales of the previous fiscal year. On the other hand, overseas sales were below those of the previous fiscal year on account of the large sales decline in North America, Europe and Asia as well as the exchange influences by rising yen despite the sales expansion efforts such as the new launching of the “Splash” in Europe and the “A-star” in India. As a result, sales of the automobile business were ¥2,524,012 million (89.1% y-o-y), and operating income declined to ¥69,049 million (60.6% y-o-y) because the reduced costs, reduced depreciation/amortization and operating expenses, etc. were unable to cover the reduced profits by reduced sales, increased raw material prices and exchange influences.

(Marine and Power products, etc) Sales and operating income of marine and power products, etc were ¥66,720 million (87.1% y-o-y) and ¥9,234 million (71.6% y-o-y), respectively, on account of reduced sales of outboard motors in North America and Europe.

(Financial services) The financial services business is newly classified from this consolidated second quarter to indicate the business details of the Group more clearly. Sales and operating income for this year were ¥78,693 million and ¥3,993 million, respectively.

Outline by Segment

Fiscal Year 2008

| Business Segment | Sales Volume (Thousand Units) | | | Sales Amount (Million Yen) | | | Operating income/loss (Million Yen) |
|------------------------------|-------------------------------|----------|-------|----------------------------|-----------|-----------|-------------------------------------|
| | Domestic | Overseas | Total | Domestic | Overseas | Total | |
| Motorcycle | 134 | 1,691 | 1,825 | 38,283 | 416,065 | 454,349 | - 6,416 |
| Automobile | 745 | 1,582 | 2,328 | 945,318 | 1,578,693 | 2,524,012 | 69,049 |
| Marine & Power products, etc | — | — | — | 22,373 | 44,347 | 66,720 | 9,234 |
| Financial services | — | — | — | 76,666 | 2,027 | 78,693 | 3,993 |
| Elimination | — | — | — | - 117,075 | - 1,812 | - 118,887 | 1,065 |
| Total | — | — | — | 965,567 | 2,039,321 | 3,004,888 | 76,926 |

Note: Sales amount of Automobile, Marine & Power products, etc. and Financial services include the internal sales amount between the business segments.

Fiscal Year 2007

| Business Segment | Sales Volume (Thousand Units) | | | Sales Amount (Million Yen) | | | Operating income (Million Yen) |
|------------------------------|-------------------------------|----------|-------|----------------------------|-----------|-----------|--------------------------------|
| | Domestic | Overseas | Total | Domestic | Overseas | Total | |
| Motorcycle | 163 | 1,607 | 1,770 | 43,219 | 548,748 | 591,967 | 22,542 |
| Automobile | 775 | 1,637 | 2,412 | 915,685 | 1,918,207 | 2,833,892 | 113,962 |
| Marine & Power products, etc | — | — | — | 22,479 | 54,080 | 76,559 | 12,899 |
| Total | — | — | — | 981,383 | 2,521,036 | 3,502,419 | 149,405 |

(6) Situation of Financing

The fund in hand was secured by short-term loans payable of ¥213,576 million and long-term loans payable of ¥50,829 million for the requirement of settlement of investments under the large reduction of sales in the second half of this fiscal year.

(7) Situation of Investments

Total Investment amount in this fiscal year (including important companies in the application of the equity method) is ¥216,168 million, being used for investments for new model products, investments for production facilities and production rationalization and labor-saving, etc. as well as R & D investments for new products and new technologies, investments for sales bases, information-related investment.

Breakdown by operations is as follows.

| Segment | Investment Amount | Contents of investments |
|--|------------------------------------|---|
| Motorcycles | ¥24,343 million (¥3,395 million) | Production facilities, R&D facilities , sales facilities for motorcycles, etc |
| Automobiles | ¥188,173 million (¥8,779 million) | Production facilities, R&D facilities , sales facilities for automobiles, etc |
| Marine & Power products, etc. and Financial services | ¥3,652 million (—) | Production facilities, R&D facilities , sales facilities for outboard motors, etc |
| Total | ¥216,168 million (¥12,174 million) | — |

Note: 1.The investment amount is the total of the Company, subsidiaries and important companies in the application of the equity method.

2.Figures in () are the investment amount of the important companies in the application of the equity method.

(8) Property and Financial Results for the Last Four Fiscal Years

1) Consolidated

| | FS 2005 (Apr. 2005 – Mar. 2006) | FS 2006 (Apr. 2006 – Mar. 2007) | FS 2007 (Apr. 2007 – Mar. 2008) | FS 2008 (Apr. 2008 – Mar. 2009) |
|----------------------|------------------------------------|------------------------------------|------------------------------------|------------------------------------|
| Net Sales | ¥2,746,453 million | ¥3,163,669 million | ¥3,502,419 million | ¥3,004,888 million |
| Operating income | ¥113,865 million | ¥132,900 million | ¥149,405 million | ¥76,926 million |
| Ordinary income | ¥119,321 million | ¥139,183 million | ¥156,904 million | ¥79,675 million |
| Net income | ¥65,945 million | ¥75,008 million | ¥80,254 million | ¥27,429 million |
| Net income per share | ¥125.64 | ¥169.41 | ¥177.96 | ¥61.68 |
| Total assets | ¥1,849,714 million | ¥2,321,441 million | ¥2,409,165 million | ¥2,157,849 million |
| Net assets | ¥616,770 million | ¥855,973 million | ¥902,894 million | ¥742,915 million |
| Net assets per share | ¥1,397.11 | ¥1,644.56 | ¥1,726.21 | ¥1,471.20 |

Note: 1. In FS 2005, Consolidated Financial Statements as stipulated in Article 19-2 of the old “Act for Special Exceptions to the Commercial Code concerning Audit, etc. of Kabushiki-Kaisha” of Japan were prepared, and from FS 2006, Consolidated Financial Statements as stipulated in Article 444 of “Companies Act” of Japan are prepared.

2. From FS 2006 onward, Accounting Standard for Presentation of Net Assets in the Balance Sheet (ASBJ Statement No 5, 9 Dec. 2005, Accounting Standards Board of Japan) and Guidance on Accounting Standard for Presentation of Net Assets in the Balance Sheet (ASBC Guidance No.8, 9 Dec. 2005, Accounting Standards Board of Japan) have been applied.

2) Non-Consolidated

| | FS 2005 (Apr. 2005 – Mar. 2006) | FS 2006 (Apr. 2006 – Mar. 2007) | FS 2007 (Apr. 2007 – Mar. 2008) | FS 2008 (Apr. 2008 – Mar. 2009) |
|----------------------|------------------------------------|------------------------------------|------------------------------------|------------------------------------|
| Net Sales | ¥1,690,169 million | ¥1,939,805 million | ¥2,031,639 million | ¥1,685,777 million |
| Operating income | ¥47,482 million | ¥55,698 million | ¥67,416 million | ¥11,422 million |
| Ordinary income | ¥52,179 million | ¥61,572 million | ¥62,119 million | ¥4,133 million |
| Net income | ¥37,271 million | ¥43,054 million | ¥40,864 million | ¥3,287 million |
| Net income per share | ¥70.78 | ¥97.23 | ¥90.60 | ¥7.39 |
| Total assets | ¥1,082,344 million | ¥1,381,889 million | ¥1,430,088 million | ¥1,402,420 million |
| Net assets | ¥364,127 million | ¥429,730 million | ¥453,374 million | ¥405,434 million |
| Net assets per share | ¥824.48 | ¥952.95 | ¥1,005.03 | ¥932.70 |

Note: From FS 2006, Accounting Standard for Presentation of Net Assets in the Balance Sheet (ASBJ Statement No 5, 9 Dec. 2005, Accounting Standards Board of Japan) and Guidance on Accounting Standard for Presentation of Net Assets in the Balance Sheet (ASBC Guidance No.8, 9 Dec. 2005, Accounting Standards Board of Japan) have been applied.

(9) Important Subsidiaries

| Name of Subsidiaries | Common Stock | Shareholding Ratio | Main Business |
|--------------------------------------|--------------------|--------------------|--|
| Suzuki Motor Sales Kinki Inc. | ¥50 million | 100.0% | Sale of automobiles |
| Suzuki Seimitsu Industries Co., Ltd. | ¥50 million | 100.0% | Manufacture of parts for motorcycles and automobiles |
| American Suzuki Motor Corporation | US\$61 million | 100.0% | Sale of automobiles and motorcycles |
| Suzuki International Europe GmbH | €50 million | 100.0% | Sale of automobiles and motorcycles |
| Magyar Suzuki Corporation Ltd. | HUF 81,857 million | 97.5% | Manufacture of automobiles |
| P.T. Suzuki Indomobil Motor | US\$45 million | 90.0% | Manufacture of automobiles and motorcycles |
| Maruti Suzuki India Ltd. | INR 1,444 million | 54.2% | Manufacture of automobiles |
| Pak Suzuki Motor Co., Ltd. | PKR 822 million | 73.1% | Manufacture of automobiles and motorcycles |

Note: Consolidated subsidiaries are 140 companies and companies in the application of the equity method are 37 companies. Consolidated net sales in this fiscal year was ¥3,004,888 million and consolidated net income was ¥27,429 million.

(10) Outstanding Issues

We have placed “In order to survive, let us stop acting in a self-styled manner and get back to the basics” as our basic policy in promoting the growth strategy, reviewed every aspect of our business to strengthen our management practices.

Automobile sales have dropped in various parts of the world, however, on account of the world

financial crisis, and we are faced with unprecedented crisis with the prospect of more than 30% fall in expected sales for the next year compared to previous fiscal year.

To overcome this crisis, we have been making concerted efforts as a group with the slogan of “Try our ingenuity to overcome difficulties.”

As specific measures, facing the fact of a large reduction in sales squarely, we promote the establishment of system to ensure profits in the declining sales by cost reduction by “reduction of a gram and cost reduction of 1 yen per part,” squeezing of fixed expenses by “internal cost reduction activities” and further reviewing of organizations and systems.

Next, as for the issues challenged by our major businesses of motorcycle business and automobile business, we will promote launching of products fit for the market needs, strengthening of sales forces and improving of the quality and productivity for motorbikes. Especially, we will strengthen the small motorbike business in the Asian region where further growth can be expected.

In automobile business, the marketing activities and products supply in a close contact with the market will be executed. In domestic market, we will make efforts to reinforce the sales force by increasing and training sales persons, also to build and enhance “Suzuki Arena Shops”, for further expansion of market share.

In overseas markets, we will try to improve SUZUKI brand image by using the slogan of “Way of life” and increase the level of overseas bases through promotion of local procurement of parts, cost reduction activities, further improvement of quality and further progress in productivity, as well as sales enhancement. As to the business in North America that the profit has been declining, we will try to rebuild by reviewing the system of sales etc.

In addition, in research and development, the environmentally friendly product development for protecting global environment such as reduced emission gas, improved mileage, resource saving and recycling has become more and more important.

In the limited research and development resources, we will consolidate power trains, standardize parts and concentrate funding on environmental technologies.

Further, we make efforts for the development of high-mileage and low-emission technologies such as diesel engine cars, hybrid cars and electric cars mainly with the product development abilities for small cars, the strength of our Group, based on the alliance with each company.

Also, we have been continuing individual projects with General Motors Corporation based on individual agreements such as development cooperation for leading edge technologies.

We have decided to review “Suzuki medium term three-year plan (April 2008 - March 2011)” which was the targeted management indexes and medium-term corporate management strategies of our Group on account of a substantial change in the economic environment. We plan to announce the new plans based on the external environment at the appropriate time.

Under the slogan “Small Cars for a Big Future”, we are committed to promoting the “production of small vehicles” and the “development of environmentally friendly products” needed by our customers, and to be “Smaller, Fewer, Lighter, Shorter, and Neater” in all aspects of production, organization, facilities, parts, environment, etc. in order to promote a highly efficient, well-knit, and healthy business operation.

Also, our executive officers and employees will strictly adhere to all statutes, social norms, and in-house rules, etc., act fairly and with sincerity.

We look forward to the continued support and encouragement of our stockholders.

2. Matters relating to the Shares

- (1) Total Number of Authorized Shares** 1,500,000,000 shares
(2) Total Number of Shares Issued 542,647,091 shares (including 107,957,684 treasury stocks)
(3) Number of Stockholders 40,947 shareholders (+5,739 compared with the end of the previous fiscal year)

(4) Principal Shareholders

| Name | Situation of Shareholding | |
|--|---------------------------|--------------------|
| | Number of Shares Held | Shareholding Ratio |
| The Master Trust Bank of Japan, Ltd. (Trust Account) | 25,880 thousand shares | 6.0% |
| Japan Trustee Services Bank, Ltd. (Trust Account 4G) | 23,121 thousand shares | 5.3% |
| Japan Trustee Services Bank, Ltd. (Trust Account) | 23,092 thousand shares | 5.3% |
| Tokio Marine & Nichido Fire Insurance Co., Ltd. | 20,961 thousand shares | 4.8% |
| The Bank of Tokyo-Mitsubishi UFJ, Ltd. | 17,787 thousand shares | 4.1% |
| The Shizuoka Bank, Ltd. | 14,500 thousand shares | 3.3% |
| Resona Bank, Limited | 13,000 thousand shares | 3.0% |
| State Street Bank and Trust company | 11,267 thousand shares | 2.6% |
| Sompo Japan Insurance Inc. | 9,500 thousand shares | 2.2% |
| JPMorgan Chase Bank 380055 | 7,912 thousand shares | 1.8% |

Note: 1. Number of shares disregards and rounds off figures of less than 1,000 shares.

2. Shareholding ratio is calculated eliminating treasury stocks held by our Company.

3. Matters relating to the Right to Subscribe for Shares, etc.

(Bond with right to subscribe for shares issued under the Companies Act of Japan.)

| Item | Balance of bond with right to subscribe for shares | Number of the rights to subscribe for shares | Kind and number of shares subject to the rights to subscribe for shares | Issue Price of the rights to subscribe for shares | Exercising Price of the rights to subscribe for shares |
|---|--|--|---|---|--|
| The 4 th Bonds with right to subscribe for shares of unsecured convertible bond type (Issued on 27 June 2006) | ¥149,975 million | 29,995 units | Common Stock 49,107,727 shares | Free | ¥3,054 |

(Convertible bond issued under the old Commercial Code)

| Item | Balance of Convertible Bond | Kind of shares to be issued by conversion | Conversion Price |
|---|-----------------------------|---|------------------|
| The 3 rd Unsecured Convertible Bonds (Issued on 22 Mar. 2002) | ¥29,605 million | Common Stock | ¥2,000 |

4. Matters relating to Officers

(1) Directors and Corporate Auditors

| Name | Position and Area in charge, Representation of other Legal Entities, Etc. |
|-------------------|--|
| Osamu Suzuki | Chairman of the Board of Directors and President * Chief Executive Officer and Chief Operating Officer Chairman of Suzuki Foundation Chairman of Suzuki Education and Culture Foundation |
| Takashi Nakayama | * Senior Managing Director Executive General Manager of Automobile Engineering |
| Takao Hirosawa | * Senior Managing Director Stationed in Tokyo, & General Manager of Tokyo Branch |
| Minoru Tamura | * Senior Managing Director Executive General Manager of Domestic Marketing, & Representative Director & President of Suzuki Finance Co., Ltd. |
| Shinzo Nakanishi | Director & Senior Managing Executive Officer President of Maruti Suzuki India Ltd., & In charge of Automobiles and Motorcycles in Asia of Global Marketing |
| Takeo Shiegemoto | Director & Senior Managing Executive Officer Deputy Executive General Manager of Domestic Marketing, & Representative Director & President of Suzuki Motor Sales Hamamatsu Inc., & Representative Director & Chairman of Suzuki Motor Sales Shizuoka Inc., & General Area Manager |
| Eiji Mochizuki | Director & Senior Managing Executive Officer Executive General Manager of Purchasing |
| Toshihiro Suzuki | Director & Senior Managing Executive Officer Executive General Manager of Global Marketing |
| Takumi Kunikiyo | Director & Senior Managing Executive Officer In charge of Sagara, Iwata & Osuka Plants in Manufacturing, & General Manager of Sagara Plant |
| Toyokazu Sugimoto | Director & Senior Managing Executive Officer Executive General Manager of Administration (in charge of Finance & Information System), & General Manager of Corporate Planning Office |
| Tamotsu Kamimura | Full-Time Corporate Auditor |
| Nobuyasu Horiuchi | Full-Time Corporate Auditor |
| Katsuhiko Kume | Full-Time Corporate Auditor |
| Shin Ishizuka | Corporate Auditor Attorney-at-Law |

Note:

1. “*” denotes the representative director of our Company.

2. Among Corporate Auditors, Mr. Nobuyasu Horiuchi, Katsuhiko Kume and Shin Ishizuka are the outside corporate auditors as stipulated in Article 2, Item 16 of Companies Act of Japan.
3. Among Corporate Auditors, Mr. Tamotsu Kamimura has been engaged in accounting and financing businesses of our Company for a long period, and has enough knowledge and experiences in relation to finance and accounting.
4. Changes of the positions of the directors during this fiscal year are as follows.

<As of 11 Dec. 2008>

| | | |
|--|------------------|---|
| Representative Director & Chairman | Osamu Suzuki | Took office as Representative Director & Chairman & President |
| Director & Senior Managing Executive Officer | Takashi Nakayama | Took office as Representative Director & Senior Managing Director |
| Director & Senior Managing Executive Officer | Takao Hirokawa | Took office as Representative Director & Senior Managing Director |
| Director & Senior Managing Executive Officer | Minoru Tamura | Took office as Representative Director & Senior Managing Director |

5. Directors and Corporate Auditor who resigned the office during this fiscal year are as follows.

<As of 27 June 2008>

| | |
|---------------------------------------|------------------|
| Director & Managing Executive Officer | Akihiro Sakamoto |
| Director & Managing Executive Officer | Kazuo Suzuki |

<As of 10 Dec. 2008>

| Name | Position and Area in charge, Representation of other Legal Entities, Etc. at the time of Resignation |
|---------------|--|
| Hiroshi Tsuda | * Director & President Chief Operating Officer |

Note: 1. “*” denotes the representative director of our Company.

2. The above is the director who was in office after the next day of the finish date of the 142nd Ordinary General Meeting of Shareholders (held on 27 June 2008) but resigned during this fiscal year.

<As of 31Mar. 2009>

| Name | Position and Area in charge, Representation of other Legal Entities, Etc. at the time of Resignation |
|-----------------|--|
| Kazuhiro Kosugi | Corporate Auditor |

Note: The above is the corporate auditor who was in office after the next day of the finish date of the 142nd Ordinary General Meeting of Shareholders (held on 27 June 2008) but resigned during this fiscal year.

6. Changes of the position and the area in charge of the directors after the end of this fiscal year are as follows.

<As of 1 Apr. 2009>

| Name | Position and Area in charge |
|------------------|--|
| Shinzo Nakanishi | Director & Senior Managing Executive Officer President of Maruti Suzuki India Ltd., & In charge of South Asia, Middle East and Africa of Global Marketing |
| Takeo Shigemoto | Director & Senior Managing Executive Officer Representative Director & President of Suzuki Motor Sales Hamamatsu Inc., & Representative Director & Chairman of Suzuki Motor Sales Shizuoka Inc. |
| Takumi Kunikiyo | Director & Senior Managing Executive Officer Deputy Executive General Manager of Manufacturing, & In charge of domestic plants & domestic manufacturing subsidiaries, & General Manager of Sagara Plant |

7. Senior Managing Executive Officers and Managing Executive Officers who are not Directors as of 1 Apr. 2009 are as follows.

| | | | |
|-----------------------------------|------------------|----------------------------|------------------|
| Senior Managing Executive Officer | Masanori Atsumi | Managing Executive Officer | Toshiaki Hasuike |
| Senior Managing Executive Officer | Naoki Aizawa | Managing Executive Officer | Seiichi Furusho |
| Senior Managing Executive Officer | Osamu Honda | Managing Executive Officer | Hiroyasu Uchida |
| Managing Executive Officer | Sadayuki Inobe | Managing Executive Officer | Takashi Iwatsuki |
| Managing Executive Officer | Akio Kosugi | Managing Executive Officer | Kaoru Sato |
| Managing Executive Officer | Masafumi Yayoshi | Managing Executive Officer | Kazuo Hakamada |
| Managing Executive Officer | Ichizo Aoyama | Managing Executive Officer | Hiroaki Matsuura |

(2) Amount of remuneration for Directors and Corporate Auditors for this fiscal year

| Classification | Number of payees | Amount of remuneration | Amount of remuneration limit |
|---|------------------------|------------------------------|------------------------------|
| Directors | 13 people | ¥495 million | ¥80 million per month |
| Corporate Auditors (of which outside Corporate Auditors) | 5 people (3 people) | ¥74 million (¥39 million) | ¥8 million per month |
| Total | 18 people | ¥570 million | - |

Notes:

1. The amount of remuneration limit for Directors was resolved at the 135th ordinary general meeting of shareholders held on 28 June, 2001 (however, salaries for employees are not included).
2. The amount of remuneration limit for Corporate Auditors was resolved at the 123rd ordinary general meeting of shareholders held on 29 June, 1989.
3. The above-mentioned remuneration includes the following amount recorded as allowance for directors'

and corporate auditors' bonuses at the end of this fiscal year and treated as expenses of this fiscal year.

11 Directors: ¥198 million

5 Corporate Auditors (including three outside corporate auditors): ¥22 million (including ¥10 million for outside Corporate Auditors)

4. The above-mentioned Directors include two Directors who resigned at the completion of the 142nd ordinary general meeting of shareholders on 27 June, 2008.
5. There are following payments in addition to the above.
 - ¥36 million have been paid to a retiring director as retirement benefit allowance in accordance with a resolution of the 140th ordinary general meeting of shareholders held on 29 June, 2006.
 - ¥78 million shall be paid as the amount equivalent to salaries (including bonuses) for the Directors who are also employees.

(3) Matters for outside Corporate Auditors

Major activities during this fiscal year

- Corporate Auditor Mr. Nobuyasu Horiuchi attended 16 meetings out of 16 meetings of the Board of Directors and 8 meetings out of 8 meetings of the Board of Corporate Auditors and expressed his opinions based on extensive experiences and knowledge in other industries.
- Corporate Auditor Mr. Katsuhiko Kume attended 16 meetings out of 16 meetings of the Board of Directors and 8 meetings out of 8 meetings of the Board of Corporate Auditors and expressed his opinions based on his international experiences and knowledge in other industries for a long time.
- Corporate Auditor Mr. Shin Ishizuka attended 13 meetings out of 16 meetings of the Board of Directors and 8 meetings out of 8 meetings of the Board of Corporate Auditors and expressed his opinions based on his knowledge as an attorney.

5. Independent Auditor

(1) Name of Independent Auditor

Seimei Audit Corporation

(2) Independent Auditor Remuneration, Etc. for this Fiscal Year

- | | |
|---|-------------|
| 1) Amount of Remuneration, etc. | ¥72 million |
| 2) Total amount of monetary and other property profit to be paid by the Company and its subsidiaries | ¥74 million |

Note: 1. Because the remuneration amount for the audit under Companies Act of Japan and for the audit under Financial Instruments and Exchange Act of Japan is not divided In the Auditing Agreement between our Company and the Independent Auditor and is not able to be actually divided, the amount described in 1) specifies the total of these remuneration amount.

2. American Suzuki Motor Corporation, Suzuki International Europe GmbH, Magyar Suzuki Corporation Ltd., P.T. Suzuki Indomobil Motor, Maruti Suzuki India Ltd. and Pak Suzuki Motor Co., Ltd., which are the important subsidiaries of our Company, are audited by financial audit companies other than the Independent Auditor of our Company (including entities having

foreign qualifications corresponding thereto) (limited to the audit under Companies Act of Japan and Financial Instruments and Exchange Act of Japan (including foreign laws corresponding to these Acts)).

(3) Determination Policy of Dismissal or Non-Reappointment of Independent Auditor

The Board of Corporate Auditors shall dismiss the Independent Auditor upon consent of all the Corporate Auditors when the Independent Auditor seems to fall under any of the items of Paragraph 1, Article 340 of the Companies Act of Japan.

In addition, the Director shall propose the non-reappointment of the Independent Auditor upon consent of the Board of Corporate Auditors or a request of the Board of Corporate Auditors when the appropriate implementation of auditing is considered difficult because the Independent Auditor is against or breaches the laws and regulations including the Companies Act of Japan and the Certified Public Accountant Law of Japan or conducts activities against public orders and morals in addition to the case of the Company's convenience.

6. The Company's System and Policy

Systems to ensure that Directors' execution of their duties complies with laws and regulations and the Articles of Incorporation, and other systems to ensure the appropriateness of the business operations

- 1) Systems to ensure that Directors' execution of their duties complies with laws and regulations and the Articles of Incorporation
 - (i) Directors respect the "Mission Statement" and the "Suzuki Action Charter" and execute their duties in compliance with the "Rules of the Board of Directors", the "Approval Procedures" and other rules of the Company, and mutually supervise their execution of duties through meetings of the Board of Directors, etc.
 - (ii) The Company established the "Suzuki Corporate Ethics Rules" (April 2002) which lays out a set of basic points for Directors and employees to act in a fair and faithful manner in compliance with the laws, the norms of the society and company rules and observes the same. It is revised whenever necessary by "Corporate Ethics Committee" which promotes corporate ethics in the Company.
 - (iii) Corporate Auditors audit the execution of duties of Directors in accordance with the audit policies and work responsibilities set by the Board of Corporate Auditors.
- 2) Systems relating to the storage and administration of the information in relation to Directors' execution of their duties

Information relating to Directors' decision-making and execution of duties is managed and stored in accordance with the rules of the Company, and be kept available whenever necessary.
- 3) Rules and other systems relating to management of the risk of loss

The Company has set up the "Risk Management Procedure" as part of the "Suzuki Corporate Ethics Rules" to establish the risk management system, and manages and cope with risks of losses in

accordance with the same.

- 4) Systems to ensure that Directors' execution of their duties are made efficiently
 - (i) As the basic system to ensure that Directors' execution of their duties are made efficiently, the meetings of the Board of Directors are held in principle every month and at any time whenever necessary. And management councils are held whenever necessary to discuss the strategic decision on execution of important management issues.
 - (ii) The operational organization is revised from time to time in order to clarify the responsibility, strengthen the cooperation among the concerned sections and establish efficient business operational systems.

- 5) Systems to ensure that employees' execution of their duties complies with laws and regulations and the Articles of Incorporation
 - (i) In addition to 1) (ii) above, the Company keeps every employee informed about the "Suzuki Employees' Action Charter" which lays out the norms of action of employees to ensure that employees' execution of their duties complies with laws and regulations and the Articles of Incorporation, and revises the same whenever necessary.
 - (ii) The Company keeps every employee informed about the "Action Procedures" and the "Job Description" which set up the proceedings of execution of their duties in details, and other rules of the Company, and revises the same whenever necessary.
 - (iii) In accordance with the "Suzuki Corporate Ethics Rules" mentioned in 1) (ii) above, the Company developed compliance system for employees, and has educated them through various training and in-house seminars regarding compliance.
 - (iv) In accordance with the "Rules of Internal Auditing", the Audit Department audits on the integrity and efficiency of various control systems, organizations and rules, and properness of function of internal control, etc.

- 6) Systems to ensure proper business operation of the Group consisting of our Company and subsidiaries. To ensure a proper business operation of the Group, the Company conducts the followings in accordance with the "Rules of Business Control Supervision".
 - (a) Departments in charge stipulated in the Rules at any time give guidance and advice to the subsidiaries and affiliates on their business operations and managements, and cooperate with them.
 - (b) Our Audit Department helps to make rules for the subsidiaries and affiliates, conducts guidance, supporting and auditing for their regulatory compliance. It also promotes efficiency and standardization of their business.

- 7) Matters for employees to support the business of the Corporate Auditors when the Corporate Auditor decides to have the employees
 - (i) The secretariat of the Board of Corporate Auditors shall be established in the Audit Department.

- (ii) The assistants of the business of the Corporate Auditors shall be placed as required.
- 8) Matters for independence of the employees mentioned in 7) above from the Directors
- (i) The hiring, transfer and discipline of the assistants of the Corporate Auditor shall be consulted with the Corporate Auditor previously appointed by the Board of Corporate Auditors.
 - (ii) The Corporate Auditor appointed by the Board of Corporate Auditors may request the change of the assistant at any time. Directors shall not deny the request without reasonable reasons.
 - (iii) The personal evaluation of the assistant of the Corporate Auditor shall be consulted with the Corporate Auditor appointed by the Board of Corporate Auditors.
- (9) System for Directors and employees to report to Corporate Auditors and other system for reporting to the Corporate Auditors
- (i) Approval Procedures, Affiliated Company Consultation Documents and minutes of the management councils shall be circulated to the Corporate Auditors, and any other references requested by the Corporate Auditors shall be provided.
 - (ii) Corporate Auditors shall conduct the followings as required when implementing internal auditing and auditing of affiliated companies.
 - (a) Present at the auditing and attend the briefing of the audit results
 - (b) Adjust the audit themes with the General Manager of the Audit Department
 - (c) Receive the circulation of the audit report or the report of the audit results
 - (iii) The Corporate Ethics Committee shall report to the Board of Corporate Auditors the awareness of the corporate ethics and other important matters for corporate ethics in accordance with the "Suzuki Corporate Ethics Rules."
- (10) Other System to ensure effecting auditing by the Corporate Auditors
- (i) The Audit Department shall have a section to audit domestic and overseas affiliated companies in addition to the section for internal auditing, conducting a triple audit together with the audit by the Corporate Auditors and the Independent Auditor, from the viewpoints of compliance, internal control and management efficiency.
 - (ii) The Corporate Auditors may use the external advisers including attorneys, certified public accountants and others in implementing audit as required.

Consolidated Balance Sheets

(As of 31 March 2009)

(Amount: Yen in million)

| Assets | | Liabilities | |
|--------------------------------------|------------------|---|------------------|
| Current assets | 1,267,790 | Current liabilities | 1,085,121 |
| Cash and deposits | 136,915 | Accounts payable-trade | 368,811 |
| Notes and accounts receivables-trade | 249,289 | Short-term loans payable | 399,010 |
| Short-term investment securities | 343,503 | Current portion of convertible bonds | 29,605 |
| Merchandise and finished goods | 252,255 | Accrued expenses | 138,244 |
| Work in process | 23,620 | Income taxes payable | 6,285 |
| Raw materials and supplies | 48,664 | Provision for product warranties | 57,371 |
| Deferred tax assets | 99,121 | Provision for directors' bonuses | 270 |
| Other | 118,336 | Other | 85,523 |
| Allowance for doubtful accounts | - 3,915 | Noncurrent liabilities | 329,813 |
| Noncurrent assets | 890,058 | Bonds with subscription rights to shares | 149,975 |
| Property, plant and equipment | 588,962 | Long-term loans payable | 102,757 |
| Buildings and structures, net | 128,764 | Deferred tax liabilities | 5,385 |
| Machinery and equipment, net | 231,871 | Provision for retirement benefits | 42,090 |
| Tools, furniture and fixtures, net | 25,649 | Provision for directors' retirement benefits | 1,600 |
| Land | 164,822 | Provision for product liabilities | 7,193 |
| Construction in progress | 37,853 | Provision for recycling end-of-life products | 1,230 |
| Intangible assets | 2,483 | Other | 19,580 |
| Goodwill | 791 | Total liabilities | 1,414,934 |
| Other | 1,691 | Net assets | |
| Investment and other assets | 298,612 | Shareholders' equity | 751,812 |
| Investment securities | 121,631 | Common stock | 120,210 |
| Long-term loans receivable | 24,807 | Capital surplus | 138,142 |
| Deferred tax assets | 124,246 | Retained earnings | 735,337 |
| Other | 31,996 | Treasury stock | - 241,878 |
| Allowance for doubtful accounts | - 1,054 | Valuation and translation adjustments | - 112,379 |
| Allowance for investment loss | - 3,014 | Valuation difference on available-for-sale securities | 2,309 |
| | | Deferred gains or losses on hedges | - 324 |
| | | Foreign currency translation adjustment | - 114,364 |
| | | Minority interests | 103,482 |
| | | Total net assets | 742,915 |
| Total assets | 2,157,849 | Total liabilities and net assets | 2,157,849 |

[Note] Amounts less than one million yen have been omitted.

Consolidated Statements of Income

(1 April 2008 – 31 March 2009)

(Amount: Yen in million)

| | | |
|--|--------|------------------|
| Net sales | | 3,004,888 |
| Cost of sales | | 2,315,958 |
| Gross profit | | 688,930 |
| Selling, general and administrative expenses | | 612,003 |
| Operating income | | 76,926 |
| Non-operating income | | |
| Interest income | 19,825 | |
| Dividends income | 2,633 | |
| Rent income on noncurrent assets | 829 | |
| Foreign exchange gains | 12,040 | |
| Other | 12,805 | 48,135 |
| Non-operating expenses | | |
| Interest expenses | 9,278 | |
| Loss on valuation of securities | 27,487 | |
| Depreciation of assets for rent | 578 | |
| Equity in losses of affiliates | 1,245 | |
| Other | 6,797 | 45,386 |
| Ordinary income | | 79,675 |
| Extraordinary income | | |
| Gain on sales of noncurrent assets | 1,482 | |
| Gain on sales of investment securities | 0 | 1,482 |
| Extraordinary loss | | |
| Loss on sales of noncurrent assets | 708 | |
| Loss on sales of investment securities | 0 | |
| Impairment loss | 344 | 1,052 |
| Income before income taxes etc. | | 80,105 |
| Income taxes-current | 24,651 | |
| Income taxes-deferred | 15,348 | 39,999 |
| Minority interests in income | | 12,676 |
| Net income | | 27,429 |

[Note] Amounts less than one million yen have been omitted.

Consolidated Statements of Changes in Net Assets

(1 April 2008 – 31 March 2009)

(Amount: Yen in million)

| | Shareholders' equity | | | | |
|--|----------------------|-----------------|-------------------|----------------|----------------------------|
| | Common stock | Capital surplus | Retained earnings | Treasury stock | Total shareholders' equity |
| Balance at end of FY2007 | 120,210 | 138,143 | 717,357 | - 219,499 | 756,212 |
| Effect of changes in accounting policies applied to foreign subsidiaries | | | - 2,231 | | - 2,231 |
| Changes of items during the period | | | | | |
| Dividends from surplus | | | - 7,217 | | - 7,217 |
| Net income | | | 27,429 | | 27,429 |
| Purchase of treasury stock | | | | - 22,384 | - 22,384 |
| Disposal of treasury stock | | - 1 | | 5 | 4 |
| Net changes of items other than shareholders' equity | | | | | |
| Total changes of items during the period | - | - 1 | 20,211 | - 22,378 | - 2,168 |
| Balance at end of FY2008 | 120,210 | 138,142 | 735,337 | - 241,878 | 751,812 |

| | Valuation and translation adjustments | | | | Minority interests | Total net assets |
|--|---|------------------------------------|---|---|--------------------|------------------|
| | Valuation difference on available-for-sale securities | Deferred gains or losses on hedges | Foreign currency translation adjustment | Total valuation and translation adjustments | | |
| Balance at end of FY2007 | 16,549 | 9,236 | - 3,389 | 22,396 | 124,285 | 902,894 |
| Effect of changes in accounting policies applied to foreign subsidiaries | | | | | | - 2,231 |
| Changes of items during the period | | | | | | |
| Dividends from surplus | | | | | | - 7,217 |
| Net income | | | | | | 27,429 |
| Purchase of treasury stock | | | | | | - 22,384 |
| Disposal of treasury stock | | | | | | 4 |
| Net changes of items other than shareholders' equity | - 14,239 | - 9,561 | - 110,975 | - 134,776 | - 20,803 | - 155,579 |
| Total changes of items during the period | - 14,239 | - 9,561 | - 110,975 | - 134,776 | - 20,803 | - 157,747 |
| Balance at end of FY2008 | 2,309 | - 324 | - 114,364 | - 112,379 | 103,482 | 742,915 |

[Note] Amounts less than one million yen have been omitted.

Notes to Consolidated Financial Statements

1. Notes to Basic Matters for Preparing Consolidated Financial Statements

(1) Scope of consolidation

1) Number of consolidated subsidiaries and name of main consolidated subsidiaries

Number of consolidated subsidiaries 140

Name of main consolidated subsidiaries

Domestic..... Suzuki Motor Sales Kinki Inc., Suzuki Seimitu Industries Co., Ltd.

Overseas..... American Suzuki Motor Corp.

Suzuki International Europe G.m.b.H.

Magyar Suzuki Corporation Ltd.

P.T. Suzuki Indomobil Motor

Maruti Suzuki India Ltd.

Pak Suzuki Motor Co., Ltd.

2) Name of unconsolidated subsidiary

Name of unconsolidated subsidiary..... Suzuki Motor Co., Ltd.

Reason for exclusion:

Because this subsidiary is a small company, and an influence by its total assets, sales, net income and retained earnings on the consolidated financial statements are insignificant.

(2) Application of the equity methods

1) Number of affiliated companies to which the equity methods is applied and name of main affiliated companies

Number of affiliated companies 37

Name of main affiliated companies.....CAMI Automotive Inc.

Chongqing Changan Suzuki Automobile Co.,Ltd.

2) Name of unconsolidated subsidiary to which the equity methods is not applied

Name of unconsolidated subsidiary.....Suzuki Motor Co., Ltd.

Reason for exclusion:

Because this subsidiary is a small company, and an influence by its total assets, sales, net income and retained earnings on the consolidated financial statements are insignificant.

(3) Change in the scope of consolidation

New 1 Suzuki Automobile Manufacturing (Thailand) Co., Ltd. (incorporation)

(4) Change in the scope of the application of the equity methods

New 1 Suzuki Leasing International (Thailand) Co., Ltd. (incorporation)

(5) Fiscal year of consolidated subsidiaries

1) The account settlement date of 30 consolidated subsidiaries is December 31, but Magyar Suzuki Corporation Ltd. and 4 others are consolidated based on the financial statements of provisional account settlement as of March 31. Other 25 subsidiaries are consolidated with the financial statements based on their respective account settlement date.

2) The account settlement date of other consolidated subsidiaries is the same as the consolidated account settlement date.

(6) Accounting procedures

1) Evaluation standards and evaluation methods of assets

(a) Securities

Other securities.....Securities for which market quotations are available:

Market value method based on the market values as of the consolidated account settlement date (The evaluation differences shall be reported as a component of shareholders' equity, and sales costs shall be calculated mainly by the moving average method)

Securities for which market quotations are unavailable:

Cost method by a moving average method

(b) Derivatives..... Market value method

(c) Inventories..... Cost or market method mainly by the gross average method (figures on the consolidated balance sheet are by the method of book devaluation based on the reduction of profitability)

(d) Method of depreciation and amortization of non-current assets

Property, plant and equipment (excluding lease assets)

..... Mainly declining balance method

Intangible assets (excluding lease assets)

..... Straight line method

Lease assets

Finance lease which transfer ownership

..... The same method as depreciation and amortization of self-owned non-current assets

Finance lease which do not transfer ownership

..... Straight-line method with the lease period as the durable years. As to remaining value, lease assets with guaranteed residual value under lease agreement is to be remaining value, and other lease assets, remaining value zero is applied.

2) Accounting treatment for deferred assets

..... Dealt as expenses at the time of expenditure

3) Basis for significant allowances and provisions

(a) Allowance for doubtful accounts

The allowance is appropriated for an estimated uncollectible amount into this account based on doubtful receivable ratio for general receivables and the identified collectibility for specific receivables.

(b) Allowance for investment loss

The differences between the book value and the fair market value of securities and investment not quoted at an exchange are determined and appropriated as reserve in order to allow for losses from these investments.

(c) Provision for product warranties

The provision is appropriated into this account based on the warranty agreement and past experience in order to allow for expenses related to the maintenance service of products sold.

(d) Provision for directors' bonuses

In order to defray bonuses for directors and corporate auditors, estimated amount of such bonuses is appropriated.

(e) Provision for retirement benefits

In order to allow for payment of employees' retirement benefits, based on estimated amount of retirement benefits liabilities and pension assets at the end of this fiscal year, the allowable amount which occurs at the end of this consolidated fiscal year is appropriated.

With regard to prior service costs, the amount, prorated on a straight line basis over the period of average length of employees' remaining service years at the time when it occurs, is treated as expense.

As for the actuarial differences, the amounts prorated on a straight line basis over the period of average length of employees' remaining service years in each year in which the differences occur are respectively treated as expenses from the next term of the year in which they arise.

(f) Provision for directors' retirement benefits

The amount to be paid at the end of year had been posted pursuant to the Company's regulations on the retirement allowance of directors and corporate auditors. However, the Company's retirement benefit system for them was abolished at the closure of the ordinary general shareholders' meeting held on June 2006. And it was approved at the shareholders' meeting that reappointed directors and corporate auditors are paid their retirement benefit at the time of their retirement, based on their years of service. Estimated amount of such retirement benefits is appropriated. Furthermore, for the directors and corporate auditors of some consolidated subsidiaries, the amount to be paid at the end of the year was posted pursuant to their regulation on the retirement allowance of directors and corporate auditors.

(g) Provision for product liabilities

With regards to the products exported to North American market, to prepare for the payment of compensation, not covered by "Product Liability Insurance" the anticipated amount to be borne by the Company is computed and provided on the basis of actual results in the past.

(h) Provision for recycling end-of-life products

The provision is appropriated for an estimated expense related to the recycling end-of-life products of the Company based on actual sales.

4) Exchange standards for significant assets or liabilities in foreign currencies into the Japanese currency

Monetary credits and liabilities in foreign currencies are exchanged to yen on the spot exchange rate of the consolidated account settlement date, and the exchange difference shall be processed as gain or loss. Further, assets and liabilities of controlled foreign corporations shall be converted to yen by the spot exchange rate as of the consolidated account settlement date, profits and expenses are converted to yen by the average exchange rate during the year, and exchange differences shall be recorded to exchange adjustment account and minority shareholder of the net assets.

5) Method of important hedge accounting

The deferred hedge processing is applied. For the forward exchange contract, allocation processing is applied to those that qualify for allocation processing.

6) Processing method of consumption tax, etc.

The tax exclusion method is applied.

(7) Matters for evaluation of assets and liabilities of consolidated subsidiaries

Market value evaluation method is fully applied.

(8) Matters for amortization of goodwill and negative goodwill

They are amortized by the straight-line method for five years.

(9) Changes in basic matters for preparing consolidated financial statements

1) The “Accounting Standard for Measurement of Inventories”

The “Accounting Standard for Measurement of Inventories” (ASBJ Statement No.9, July 5, 2006) is applied from this consolidated fiscal year, and the evaluation standards are changed from the “cost or market method of mainly gross average method” to the “cost method of mainly gross average method (method of devaluation of book values based on the reduction of profitability for values on the consolidated balance sheets).”

Influences by the above-mentioned change on operating income, ordinary income and income before income taxes etc. for this consolidated fiscal year are insignificant.

2) The “Practical Solution on Unification of Accounting Policies Applied to Foreign Subsidiaries for Consolidated Financial Statements”

The “Practical Solution on Unification of Accounting Policies Applied to Foreign Subsidiaries for Consolidated Financial Statements” (ASBJ Practical Issues Task Force No.18, May 17, 2006) is applied from this consolidated fiscal year, and necessary adjustments in the consolidation process are made.

Influences by the above-mentioned change on operating income, ordinary income and income before income taxes etc. for this consolidated fiscal year are insignificant.

3) The “Accounting Standard for Lease Transactions”

Accounting treatment similar to that for rental transactions had been applied to finance lease transactions in which ownership is not transferred. However, the “Accounting Standards for Lease Transactions (Corporate Accounting Standard No. 13, June 17, 1993 (First Subsection of the Corporate Accounting Council), revised on March 30, 2007)” and the “Guidance on Accounting Standards for Lease Transactions” (Corporate Accounting Standards Application Guideline No. 16, January 18, 1994 (Accounting System Committee of the Japanese Institute of Certified Public Accountants), revised on March 30, 2007 by ASBJ) are applied from this consolidated fiscal year and thus the accounting treatment for ordinary sales transactions are applied.

Influences by the above-mentioned change on operating income, ordinary income and income before income taxes etc. for this consolidated fiscal year are insignificant.

2. Note to Consolidated Balance Sheets

(1) Assets pledged as collateral and secured liabilities

1) Assets pledged as collateral

| | |
|--------------------------------------|--------------------------|
| Notes and accounts receivables-trade | 376 Million Yen |
| Merchandise and finished goods | 203 Million Yen |
| Property, plant and equipment | <u>2,188 Million Yen</u> |
| Total | 2,767 Million Yen |

2) Secured liabilities

| | |
|------------------------------|------------------------|
| Short-term loans payable | 141 Million Yen |
| Long-term loans payable | 42 Million Yen |
| Other noncurrent liabilities | <u>822 Million Yen</u> |
| Total | 1,005 Million Yen |

(2) Accumulated depreciation of property, plant and equipment 1,205,024 Million Yen

(3) Guarantee obligations

Guarantees the other companies' borrowings from banking facilities

| | |
|---|------------------------|
| CAMI Automotive Inc. | 29,469 Million Yen |
| Jiangxi Changhe Suzuki Automobile Co., Ltd. | 6,681 Million Yen |
| PT Suzuki Finance Indonesia. | 4,376 Million Yen |
| Dealers of Suzuki International Europe G.m.b.H. | 2,357 Million Yen |
| Hamamatsu Cable Television Incorporated | 1,277 Million Yen |
| Others | <u>140 Million Yen</u> |
| Total | 44,302 Million Yen |

(4) Discount on export bill of exchange 610 Million Yen

(5) The Company has the commitment contract with 5 banks for effective financing.

The outstanding balance of the contract at the end of this fiscal year is as follows.

| | |
|----------------------------|----------------------|
| Commitment contract total | 155,000 Million Yen |
| <u>Actual loan balance</u> | <u>- Million Yen</u> |
| Variance | 155,000 Million Yen |

3. Note to Consolidated Statements of Changes in Net Assets

(1) Type and number of outstanding shares

(Share)

| Type of shares | Number of shares as of 31 March 2008 | Increased number of shares during this year | Decreased number of shares during this year | Number of shares as of 31 March 2009 |
|----------------|--------------------------------------|---|---|--------------------------------------|
| Common stock | 542,647,091 | — | — | 542,647,091 |

(2) Type and number of treasury stocks

(Share)

| Type of shares | Number of shares as of 31 March 2008 | Increased number of shares during this year | Decreased number of shares during this year | Number of shares as of 31 March 2009 |
|----------------|--------------------------------------|---|---|--------------------------------------|
| Common stock | 91,594,918 | 16,420,227 | 2,453 | 108,012,692 |

[Note] 1. An increase of 16,420,227 shares in treasury stocks of ordinary shares consists of an increase of 16,413,000 shares by purchase of treasury stocks and an increase of 7,227 shares by purchase of odd stocks.

2. A decrease of 2,453 shares in treasury stocks of ordinary shares consists of a decrease of 500 shares by conversion of converted bonds and a decrease of 1,953 shares by sale of odd stocks.

(3) Dividends

1) Dividends paid

| Resolution | Type of stocks | Total amount of dividends | Dividends per share | Record date | Effective date |
|---|----------------|---------------------------|---------------------|---------------|----------------|
| Ordinary general shareholders' meeting held on 27 June 2008 | Common stock | 3,608 Million Yen | 8.00 Yen | 31 March 2008 | 30 June 2008 |
| Meeting of the board of directors held on 31 October 2008 | Common stock | 3,608 Million Yen | 8.00 Yen | 30 Sept. 2008 | 28 Nov. 2008 |

2) Dividends, which record date is during this consolidated fiscal term, with their effective date after the end of this consolidated fiscal year.

The following dividends is proposed as a matter of resolution at the ordinary general shareholders' meeting held on 26 June 2008.

(a) Total amount of dividends

(b) Dividends per share

(c) Record date

(d) Effective date

Resource of dividends (forecast):. Retained earnings

4. Note to Information about per share amount

| | |
|-------------------------------|--------------|
| Net assets per share | 1,471.20 Yen |
| Net income per share, Basic | 61.68 Yen |
| Net income per share, Diluted | 53.97 Yen |

Non-Consolidated Balance Sheets

(As of 31 March 2009)

(Amount: Yen in million)

| Assets | | Liabilities | |
|--|------------------|---|------------------|
| Current assets | 705,203 | Current liabilities | 760,009 |
| Cash and deposits | 50,322 | Accounts payable-trade | 311,599 |
| Notes receivable-trade | 651 | Short-term loans payable | 231,000 |
| Accounts receivable-trade | 152,461 | Current portion of convertible bonds | 29,605 |
| Short-term investment securities | 284,019 | Lease obligations | 12 |
| Merchandise and finished goods | 58,607 | Accounts payable-other | 22,150 |
| Work in process | 18,863 | Accrued expenses | 94,149 |
| Raw materials and supplies | 9,500 | Advances received | 3,091 |
| Prepaid expenses | 1,065 | Deposits received | 33,086 |
| Deferred tax assets | 65,845 | Provision for product warranties | 35,013 |
| Short-term loans receivable | 574 | Provision for directors' bonuses | 220 |
| Short-term loans receivable to subsidiaries and affiliates | 18,029 | Other | 79 |
| Accounts receivable-other | 40,603 | Noncurrent liabilities | 236,976 |
| Other | 4,721 | Bonds with subscription rights to shares | 149,975 |
| Allowance for doubtful accounts | - 62 | Long-term loans payable | 49,899 |
| | | Provision for retirement benefits | 16,896 |
| | | Provision for directors' retirement benefits | 1,550 |
| Noncurrent assets | 697,216 | Provision for product liabilities | 7,193 |
| Property, plant and equipment | 245,091 | Provision for recycling end-of-life products | 1,230 |
| Buildings, net | 64,798 | Long-term guarantee deposited | 10,230 |
| Structures, net | 13,698 | | |
| Machinery and equipment, net | 65,308 | Total liabilities | 996,985 |
| Vehicles | 519 | | |
| Tools, furniture and fixtures, net | 12,055 | Net assets | |
| Land | 84,677 | Shareholders' equity | 403,635 |
| Construction in progress | 4,033 | Common stock | 120,210 |
| Intangible assets | 38 | Capital surplus | 138,142 |
| Right of using facilities | 38 | Legal capital surplus | 126,577 |
| | | Other capital surplus | 11,564 |
| Investment and other assets | 452,086 | Retained earnings | 387,132 |
| Investment securities | 94,211 | Legal retained earnings | 8,269 |
| Stocks of subsidiaries and affiliates | 194,774 | Other retained earnings | 378,862 |
| Investments in capital | 210 | Reserve for special depreciation | 600 |
| Investments in capital of subsidiaries and affiliates | 36,220 | Reserve for dividends | 1,200 |
| Long-term loans receivable | 19,788 | Reserve fund for special depreciation | 477 |
| Long-term loans receivable from subsidiaries and affiliates | 1,964 | Reserve for advanced depreciation of noncurrent assets | 2,586 |
| Long-term prepaid expenses | 180 | General reserve | 367,350 |
| Deferred tax assets | 117,879 | Retained earnings brought forward | 6,649 |
| Other | 1,497 | Treasury stock | - 241,849 |
| Allowance for doubtful accounts | - 16 | Valuation and translation adjustments | 1,798 |
| Allowance for investment loss | - 14,626 | Valuation difference on available-for-sale securities | 738 |
| | | Deferred gains or losses on hedges | 1,060 |
| Total assets | 1,402,420 | Total net assets | 405,434 |
| | | Total liabilities and net assets | 1,402,420 |

[Note] Amounts less than one million yen have been omitted.

Non-Consolidated Statements of Income

(1 April 2008 – 31 March 2009)

(Amount: Yen in million)

| | | |
|--|-----------|------------------|
| Net sales | | 1,685,777 |
| Cost of sales | | |
| Beginning finished goods | 88,032 | |
| Cost of products manufactured | 1,313,767 | |
| Total | 1,401,799 | |
| Transfer to other account | 416 | |
| Ending finished goods | 54,317 | 1,347,065 |
| Gross profit | | 338,711 |
| Selling, general and administrative expenses | | |
| Selling expenses | 203,835 | |
| General and administrative expenses | 123,453 | 327,289 |
| Operating income | | 11,422 |
| Non-operating income | | |
| Interest income | 3,516 | |
| Interest on securities | 1,578 | |
| Dividends income | 5,636 | |
| Reversal of allowance for doubtful accounts | 18 | |
| Rent income on noncurrent assets | 2,355 | |
| Foreign exchange gains | 18,098 | |
| Miscellaneous income | 4,856 | 36,061 |
| Non-operating expenses | | |
| Interest expenses | 1,465 | |
| Depreciation of assets for rent | 1,443 | |
| Provision of allowance for investment loss | 12,036 | |
| Loss on valuation of securities | 27,420 | |
| Miscellaneous expenses | 984 | 43,349 |
| Ordinary income | | 4,133 |
| Extraordinary income | | |
| Gain on sales of noncurrent assets | 421 | |
| Gain on sales of investment securities | 0 | 421 |
| Extraordinary loss | | |
| Loss on sales of noncurrent assets | 0 | |
| Loss on sales of investment securities | 0 | |
| Impairment loss | 296 | 297 |
| Income before income taxes etc. | | 4,257 |
| Income taxes-current | 3,806 | |
| Income taxes-deferred | - 2,835 | 970 |
| Net income | | 3,287 |

[Note] Amounts less than one million yen have been omitted.

Non-Consolidated Statements of Changes in Net Assets

(1 April 2008 – 31 March 2009)

(Amount: Yen in million)

| | Shareholders' equity | | | | | | | | |
|--|----------------------|-----------------------|-----------------------|-----------------------|-------------------------|--------------------------------------|-------------------------|------------------|----------------------------|
| | Common stock | Capital surplus | | | Retained earnings | | | Treasury stock | Total shareholders' equity |
| | | Legal capital surplus | Other capital surplus | Total capital surplus | Legal retained earnings | Other retained earnings ¹ | Total retained earnings | | |
| Balance at end of FY2007 | 120,210 | 126,577 | 11,565 | 138,143 | 8,269 | 382,793 | 391,063 | - 219,471 | 429,946 |
| Changes of items during the period | | | | | | | | | |
| Dividends from surplus | | | | | | - 7,217 | - 7,217 | | - 7,217 |
| Net income | | | | | | 3,287 | 3,287 | | 3,287 |
| Purchase of treasury stock | | | | | | | | - 22,384 | - 22,384 |
| Disposal of treasury stock | | | - 1 | - 1 | | | | 5 | 4 |
| Net changes of items other than shareholders' equity | | | | | | | | | |
| Total changes of items during the period | - | - | - 1 | - 1 | - | - 3,930 | - 3,930 | - 22,378 | - 26,310 |
| Balance at end of FY2008 | 120,210 | 126,577 | 11,564 | 138,142 | 8,269 | 378,862 | 387,132 | - 241,849 | 403,635 |

| | Valuation and translation adjustments | | | Total net assets |
|--|---|------------------------------------|---|------------------|
| | Valuation difference on available-for-sale securities | Deferred gains or losses on hedges | Total valuation and translation adjustments | |
| Balance at end of FY2007 | 13,861 | 9,566 | 23,427 | 453,374 |
| Changes of items during the period | | | | |
| Dividends from surplus | | | | - 7,217 |
| Net income | | | | 3,287 |
| Purchase of treasury stock | | | | - 22,384 |
| Disposal of treasury stock | | | | 4 |
| Net changes of items other than shareholders' equity | - 13,123 | - 8,505 | - 21,629 | - 21,629 |
| Total changes of items during the period | - 13,123 | - 8,505 | - 21,629 | - 47,939 |
| Balance at end of FY2008 | 738 | 1,060 | 1,798 | 405,434 |

[Note] 1. Breakdown of "Other retained earnings".

(Amount: Yen in million)

| | Reserve for special depreciation | Reserve for dividends | Reserve fund for special depreciation | Reserve for advanced depreciation of noncurrent assets | General reserve | Retained earnings brought forward | Total other retained earnings |
|---|----------------------------------|-----------------------|---------------------------------------|--|-----------------|-----------------------------------|-------------------------------|
| Balance at end of FY2007 | 600 | 1,200 | 754 | 2,416 | 333,350 | 44,472 | 382,793 |
| Changes of items during the period | | | | | | | |
| Provision of reserve for special depreciation | | | 12 | | | - 12 | - |
| Reversal of reserve for special depreciation | | | - 288 | | | 288 | - |
| Provision of reserve for advanced depreciation of noncurrent assets | | | | 338 | | - 338 | - |
| Reversal of reserve for advanced depreciation of noncurrent assets | | | | - 168 | | 168 | - |
| Provision of general reserve | | | | | 34,000 | - 34,000 | - |
| Dividends from surplus | | | | | | - 7,217 | - 7,217 |
| Net income | | | | | | 3,287 | 3,287 |
| Net changes of items other than shareholders' equity | | | | | | | |
| Total changes of items during the period | - | - | - 276 | 169 | 34,000 | - 37,823 | - 3,930 |
| Balance at end of FY2008 | 600 | 1,200 | 477 | 2,586 | 367,350 | 6,649 | 378,862 |

2. Amounts less than one million yen have been omitted.

Notes to Non-Consolidated Financial Statements

1. Notes to Accounting Policies

(1) Evaluation standards and evaluation methods of assets

1) Securities

Subsidiaries' stocks and affiliates' stocks

..... Cost method by a moving average method

Other securities.....Securities for which market quotations are available:

Market value method based on the market values as of the account settlement date (The evaluation differences shall be reported as a component of shareholders' equity, and sales costs shall be calculated mainly by the moving average method)

Securities for which market quotations are unavailable:

Cost method by a moving average method

2) Derivatives..... Market value method

3) Inventories..... Cost or market method mainly by the gross average method (figures on the balance sheet are by the method of book devaluation based on the reduction of profitability)

4) Method of depreciation and amortization of non-current assets

Property, plant and equipment (excluding lease assets)

..... Declining balance method

Intangible assets (excluding lease assets)

..... Straight line method

Lease assets

Finance lease which transfer ownership

..... The same method as depreciation and amortization of self-owned non-current assets

Finance lease which do not transfer ownership

..... Straight-line method with the lease period as the durable years. As to remaining value, lease assets with guaranteed residual value under lease agreement is to be remaining value, and other lease assets, remaining value zero is applied.

(2) Accounting treatment for deferred assets

..... Dealt as expenses at the time of expenditure

(3) Allowances and provisions

1) Allowance for doubtful accounts

The allowance is appropriated for an estimated uncollectible amount into this account based on doubtful receivable ratio for general receivables and the identified collectibility for specific receivables.

2) Allowance for investment loss

The differences between the book value and the fair market value of securities and investment not quoted at an exchange are determined and appropriated as reserve in order to allow for losses from these investments.

3) Provision for product warranties

The provision is appropriated into this account based on the warranty agreement and past experience in order to allow for expenses related to the maintenance service of products sold.

4) Provision for directors' bonuses

In order to defray bonuses for directors and corporate auditors, estimated amount of such bonuses is appropriated.

5) Provision for retirement benefits

In order to allow for payment of employees' retirement benefits, based on estimated amount of retirement benefits liabilities and pension assets at the end of this fiscal year, the allowable amount which occurs at the end of this fiscal year is appropriated.

With regard to prior service costs, the amount, prorated on a straight line basis over the period of average length of employees' remaining service years at the time when it occurs, is treated as expense.

As for the actuarial differences, the amounts prorated on a straight line basis over the period of average length of employees' remaining service years in each year in which the differences occur are respectively treated as expenses from the next term of the year in which they arise.

6) Provision for directors' retirement benefits

The amount to be paid at the end of year had been posted pursuant to the Company's regulations on the retirement allowance of directors and corporate auditors. However, the Company's retirement benefit system for them was abolished at the closure of the ordinary general shareholders' meeting held on June 2006. And it was approved at the shareholders' meeting that reappointed directors and corporate auditors are paid their retirement benefit at the time of their retirement, based on their years of service. Estimated amount of such retirement benefits is appropriated.

7) Provision for product liabilities

With regards to the products exported to North American market, to prepare for the payment of compensation, not covered by "Product Liability Insurance" the anticipated amount to be borne by the Company is computed and provided on the basis of actual results in the past.

8) Provision for recycling end-of-life products

The provision is appropriated for an estimated expense related to the recycling end-of-life products of the Company based on actual sales.

(4) Exchange standards for significant assets or liabilities in foreign currencies into the Japanese currency

Monetary credits and liabilities in foreign currencies are exchanged to yen on the spot exchange rate of the account settlement date, and the exchange difference shall be processed as gain or loss.

(5) Method of important hedge accounting

The deferred hedge processing is applied. For the forward exchange contract, allocation processing is applied to those that qualify for allocation processing.

(6) Processing method of consumption tax, etc.

The tax exclusion method is applied.

(7) Changes in basic matters for preparing consolidated financial statements

1) The "Accounting Standard for Measurement of Inventories"

The "Accounting Standard for Measurement of Inventories" (ASBJ Statement No.9, 5 July, 2006) is applied from this fiscal year, and the evaluation standards are changed from the "cost or market method of mainly gross average method" to the "cost method of mainly gross average method (method of devaluation of book values based on the reduction of profitability for values on the balance sheets)."

Influences by the above-mentioned change on operating income, ordinary income and income before income taxes etc. for this fiscal year are insignificant.

2) The “Accounting Standard for Lease Transactions”

Accounting treatment similar to that for rental transactions had been applied to finance lease transactions in which ownership is not transferred. However, the “Accounting Standards for Lease Transactions (Corporate Accounting Standard No. 13, June 17, 1993 (First Subsection of the Corporate Accounting Council), revised on March 30, 2007)” and the “Guidance on Accounting Standards for Lease Transactions” (Corporate Accounting Standards Application Guideline No. 16, January 18, 1994 (Accounting System Committee of the Japanese Institute of Certified Public Accountants), revised on March 30, 2007 by ASBJ) are applied from this fiscal year and thus the accounting treatment for ordinary sales transactions are applied.

Influences by the above-mentioned change on operating income, ordinary income and income before income taxes etc. for this fiscal year are insignificant.

2. Note to Non-Consolidated Balance Sheets

(1) Assets pledged as collateral and secured liabilities

1) Assets pledged as collateral

| | |
|-----------|-----------------------|
| Buildings | 347 Million Yen |
| Land | <u>97 Million Yen</u> |
| Total | 444 Million Yen |

2) Secured liabilities

| | |
|-------------------------------|-----------------|
| Long-term guarantee deposited | 487 Million Yen |
|-------------------------------|-----------------|

(2) Monetary receivables from and payables to subsidiaries and affiliates

| | |
|---------------------------------|---------------------|
| Short-term monetary receivables | 140,963 Million Yen |
| Short-term monetary payables | 74,101 Million Yen |
| Long-term monetary receivables | 1,964 Million Yen |

(3) Accumulated depreciation of property, plant and equipment 770,735 Million Yen

(4) Guarantee obligations

Guarantees the other companies' borrowings from banking facilities

| | |
|---|------------------------|
| CAMI Automotive Inc. | 29,469 Million Yen |
| Suzuki Powertrain India Ltd. | 22,592 Million Yen |
| Maruti Suzuki India Ltd. | 12,249 Million Yen |
| Jiangxi Changhe Suzuki Automobile Co., Ltd. | 6,681 Million Yen |
| PT Suzuki Finance Indonesia. | 4,376 Million Yen |
| Hamamatsu Cable Television Incorporated | 1,277 Million Yen |
| Others | <u>140 Million Yen</u> |
| Total | 76,787 Million Yen |

(5) Discount on export bill of exchange 681 Million Yen

(6) The Company has the commitment contract with 5 banks for effective financing.

The outstanding balance of the contract at the end of this fiscal year is as follows.

| | |
|---------------------------|----------------------|
| Commitment contract total | 155,000 Million Yen |
| Actual loan balance | <u>- Million Yen</u> |
| Variance | 155,000 Million Yen |

3. Note to Non-Consolidated Statements of Income

(1) Volume of transactions with subsidiaries and affiliates

| | |
|--|-----------------------|
| Net Sales | 1,104,611 Million Yen |
| Amount of purchase | 121,678 Million Yen |
| Amount of other operating transactions | 170,168 Million Yen |
| Amount of transactions other than operating transactions | 8,439 Million Yen |

(2) Loss of impairment

The assets are divided into two groups, i.e. the assets for business and the assets for rent respectively in business places.

The book value of the asset group of marketing base of which land price have dropped significantly was decreased to the recoverable amount. As a result, the corresponding amount of decrease was posted as a loss of impairment (mainly Land 293 million yen) in extraordinary loss.

The recoverable amount of this asset group is measured by net selling price and the land value is evaluated by price reasonably calculated.

4. Note to Non-Consolidated Statements of Changes in Net Assets

Type and number of treasury stocks

(Share)

| Type of shares | Number of shares as of 31 March 2008 | Increased number of shares during this year | Decreased number of shares during this year | Number of shares as of 31 March 2009 |
|----------------|---|---|---|---|
| Common stock | 91,539,910 | 16,420,227 | 2,453 | 107,957,684 |

[Note] 1. An increase of 16,420,227 shares in treasury stocks of ordinary shares consists of an increase of 16,413,000 shares by purchase of treasury stocks and an increase of 7,227 shares by purchase of odd stocks.

2. A decrease of 2,453 shares in treasury stocks of ordinary shares consists of a decrease of 500 shares by conversion of converted bonds and a decrease of 1,953 shares by sale of odd stocks.

5. Note to Tax Effect Accounting

(1) Breakdown of deferred tax assets and deferred tax liabilities by their main occurrence causes

| | |
|---|----------------------------|
| (Deferred tax assets) | |
| Excess-depreciation | 47,792 Million Yen |
| Loss on valuation of securities | 43,017 Million Yen |
| Various reserves | 30,519 Million Yen |
| Loss of impairment etc | 10,707 Million Yen |
| Others | <u>61,390 Million Yen</u> |
| Sub-total deferred tax assets | 193,428 Million Yen |
| Valuation reserve | <u>- 6,494 Million Yen</u> |
| Total deferred tax assets | 186,933 Million Yen |
| (Deferred tax liabilities) | |
| Valuation difference on available-for-sale securities | - 487 Million Yen |
| Others | <u>- 2,721 Million Yen</u> |
| Total deferred tax liabilities | <u>- 3,208 Million Yen</u> |
| Deferred tax assets, net | <u>183,725 Million Yen</u> |

(2) Details of differences between statutory tax rate and the effective tax rate

| | |
|--|----------------|
| Statutory tax rate | 39.8 % |
| (Adjustment) | |
| Tax credit | - 55.4 % |
| Valuation reserve | 37.7 % |
| Tax-deductible of entertainment expenses etc | 9.9 % |
| Tax-deductible of dividends income | - 8.9 % |
| Others | <u>- 0.3 %</u> |
| Effective tax rate | <u>22.8 %</u> |

6. Note to Related Party Transactions

Executives and individual principal shareholders etc

| Type | Name | Own (owned) voting right (%) | Relationship | Details of transaction | Amounts of transaction (Million Yen) | Account | Balance at end of FY 2008 (Million Yen) |
|--------------------------------------|--------------|------------------------------|---|------------------------|--------------------------------------|---------|---|
| Executives and their close relatives | Osamu Suzuki | (Owned) 0.1 | Our Chairman, President, CEO and COO Chairman, Suzuki Foundation | Endowment | 20 | - | - |
| | | (Owned) 0.1 | Our Chairman, President, CEO and COO Chairman, Suzuki Education & Culture Foundation | Endowment | 15 | - | - |

Subsidiaries and affiliates etc

| Type | Company name | Own (owned) voting right (%) | Relationship | Details of transaction | Amounts of transaction (Million Yen) | Account | Balance at end of FY 2008 (Million Yen) |
|------------|------------------------------|---|------------------------------------|------------------------|--------------------------------------|---------|---|
| Subsidiary | Suzuki Powertrain India Ltd. | (Own) Direct: 70.0 Indirect: 30.0 | Manufacture parts for our products | Financial guarantee | 22,592 | - | - |
| Affiliate | CAMI Automotive Inc. | (Owned) Direct: 50.0 | Manufacture and sell our products | Financial guarantee | 29,469 | - | - |

7. Note to Information about per share amount

| | |
|-------------------------------|------------|
| Net assets per share | 932.70 Yen |
| Net income per share, Basic | 7.39 Yen |
| Net income per share, Diluted | 6.50 Yen |

Copy of Report of Independent Auditor on Consolidated Financial Statements

Report of Independent Auditor

7 May 2009

To the Board of Directors of
Suzuki Motor Corporation

Seimei Audit Corporation
Satoru Imamura (seal)
Representative and Engagement Partner
Certified Public Accountant
Akira Iwama (seal)
Representative and Engagement Partner
Certified Public Accountant

We have audited the Consolidated Financial Statements, namely the consolidated balance sheet, the consolidated statement of income, the consolidated statement of changes in net assets and the note to consolidated financial statements, of Suzuki Motor Corporation for the consolidated fiscal year from 1 April 2008 to 31 March 2009 in accordance with Article 444 (4) of the Companies Act of Japan. Preparation for these Consolidated Financial Statements is the responsibility of the Company's management. Our responsibility is to express an opinion on these Consolidated Financial Statements based on our audits as independent auditor.

We conducted our audits in accordance with auditing standards generally accepted in Japan. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the Consolidated Financial Statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the Consolidated Financial Statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall Consolidated Financial Statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the Consolidated Financial Statements referred to above present fairly, in all material respects, the consolidated financial position of Suzuki Motor Corporation and its subsidiaries as of 31 March 2008, and the consolidated results of their operations for the years then ended, in conformity with accounting principles generally accepted in Japan.

There is no interest between Suzuki Motor Corporation and our firm or engagement partners which should be disclosed in accordance with the provisions of the Certified Public Accountants Law of Japan.

- End -

Copy of Report of Independent Auditor

Report of Independent Auditor

7 May 2009

To the Board of Directors of
Suzuki Motor Corporation

Seimei Audit Corporation
Satoru Imamura (seal)
Representative and Engagement Partner
Certified Public Accountant
Akira Iwama (seal)
Representative and Engagement Partner
Certified Public Accountant

We have audited the Financial Statements, namely the balance sheet, the statement of income, the statement of changes in net assets and the note to financial statements, as well as their annexed specifications, of Suzuki Motor Corporation for the fiscal year from 1 April 2008 to 31 March 2009 in accordance with Article 436 (2) (i) of the Companies Act of Japan. Preparation for these Financial Statements is the responsibility of the Company's management. Our responsibility is to express an opinion on these Financial Statements and their annexed specifications based on our audits as independent auditor.

We conducted our audits in accordance with auditing standards generally accepted in Japan. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the Financial Statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the Financial Statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall Financial Statement and their detailed statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the Financial Statements and their annexed specifications referred to above present fairly, in all material respects, the financial position of Suzuki Motor Corporation and its subsidiaries as of 31 March 2008, and the results of their operations for the years then ended, in conformity with accounting principles generally accepted in Japan.

There is no interest between Suzuki Motor Corporation and our firm or engagement partners which should be disclosed in accordance with the provisions of the Certified Public Accountants Law of Japan.

- End -

Copy of Report of the Board of Corporate Auditors

Audit Report

With respect to the Directors' performance of their duties during the 143rd business year from 1 April 2008 to 31 March 2009, the Board of Corporate Auditors has prepared this audit report after deliberations based on the audit reports prepared by Corporate Auditor, and hereby report as follows:

1. Method and Contents of Audit by Corporate Auditors and the Board of Corporate Auditors
The Board of Corporate Auditors has established the audit policies, assignment of duties, etc. and received a report from Corporate Auditor regarding the status of implementation of their audits and results thereof. In addition, the Board of Corporate Auditors has received reports from the Directors, etc. and the Accounting Auditor regarding the status of performance of their duties, and requested explanations as necessary. In accordance with the audit policies and assignment of duties, etc., corporate auditor endeavored to facilitate a mutual understanding with the Directors, the Audit Department and other employees, etc., endeavored to collect information and maintain and improve the audit environment, has attended the meetings of the Board of Directors and other important meetings, received reports on the status of performance of duties from the Directors and other employees and requested explanations as necessary, examined important approval/decision documents, and inspected the status of the corporate affairs and assets at the head office and other principal business locations. Also, Corporate Auditor monitored and inspected the status of (i) the contents of the Board of Directors' resolutions regarding the development and maintenance of the system to ensure that the Directors' performance of their duties complied with all laws, regulations and the Articles of Incorporation of the Company and other systems that are set forth in Article 100 (1) and (3) of the Ordinance for Enforcement of the Companies Act of Japan as being necessary for ensuring the appropriateness of the corporate affairs of a joint stock company (kabushiki kaisha), and (ii) the systems (internal control systems) based on such resolutions. With respect to the subsidiaries, Corporate Auditor received from subsidiaries reports on their respective business, endeavored to facilitate a mutual understanding and exchanged information with the directors etc. of each subsidiary, and betake oneself to subsidiaries as necessary to survey subsidiaries' business operation and financial position. Based on the above-described methods, Corporate Auditor examined the business report and annexed specifications for the business year under consideration. In addition, corporate auditor monitored and verified whether the Accounting Auditor maintained its independence and properly conducted its audit, received a report from the Accounting Auditor on the status of its performance of duties, and requested explanations as necessary. Corporate Auditor was notified by the Accounting Auditor that it had established a "system to ensure that the performance of the duties of the Accounting Auditor was properly conducted" (the matters listed in the items of Article 159 of the Company Accounting Regulations) in accordance with the "Quality Control Standards for Audits" (Business Accounting Council on October 28, 2005), and requested explanations as necessary. Based on the above-described methods, Corporate Auditor examined the accounting documents (the balance sheet, the statement of income, the statement of changes in net assets and the note to financial statements) and the annexed specifications thereto, as well as the consolidated accounting documents (the consolidated balance sheet, the consolidated statement of income, the consolidated statement of changes in net assets and the note to consolidated financial statements), for the business year under consideration.
2. Results of Audit
 - (1) Results of Audit of Business Report, etc.
 - (i) We acknowledge that the business report and the annexed specifications thereto fairly present the status of the Company in conformity with the applicable laws and regulations and the articles of incorporation of the company.
 - (ii) We acknowledge that no misconduct or material fact constituting a violation of any law or regulation or the articles of incorporation of the company was found with respect to the Directors' performance of their duties.
 - (iii) We acknowledge that the Board of Directors' resolutions with respect to the internal control systems are appropriate. We did not find any matter to be mentioned with respect to the Directors' performance of their duties concerning the internal control systems.
 - (2) Results of Audit of Accounting Documents and their Annexed Specifications
We acknowledge that the methods and results of audit performed by the Accounting Auditor, Seimei Audit Corporation, are appropriate.
 - (3) Results of Audit of Consolidated Accounting Documents
We acknowledge that the methods and results of audit performed by the Accounting Auditor, Seimei Audit Corporation, are appropriate.

11 May 2009

Board of Corporate Auditors of Suzuki Motor Corporation

| | |
|---|--------------------------|
| Corporate Auditor (Full-time): | Tamotsu Kamimura (seal) |
| Corporate Auditor (Full-time, Outside): | Nobuyasu Horiuchi (seal) |
| Corporate Auditor (Full-time, Outside): | Katsuhiko Kume (seal) |
| Corporate Auditor (Outside): | Shin Ishizuka (seal) |

REFERENCE DOCUMENTS FOR THE GENERAL MEETING OF SHAREHOLDERS

MATTERS TO BE RESOLVED AND REFERENCE MATTERS

Agenda Item 1: Disposal of surplus

Matters for year-end dividend

The management environment drastically changed in the latter half of this fiscal year, and we are now in very severe conditions. The Company was able to record profits for the full-year, however, so we would like to implement the year-end dividend as follows. As a result, the annual dividend including the interim dividend (8 yen per share) shall be 16 yen per share as in the previous fiscal year.

- (1) Matters for distribution of dividend assets to shareholders and their total amount
8 yen per ordinary share of the Company
Total amount 3,477,515,256 yen
- (2) Effective date of distribution of surplus
29 June, 2009

Agenda Item 2: Partial Amendment to The Articles of Incorporation

1. Reasons for Amendment

- (1) “Law for Partial Revision of Laws for Transfer of Corporate Bonds to Rationalize Settlement for Stock Transactions” (2004 Law No. 88) of Japan promulgated on 9 June, 2004 was enforced on 5 January, 2009, and listed shares were concurrently changed to transferred shares (so called “Electronic Share Certificate System”). To respond to this situation, provisions based on the existence of share certificates are to be deleted and other required parts are to be amended.
- (2) In addition, supplementary provisions shall be established to determine transitional measures (Articles 1 and 2, supplementary rules of draft for change).

2. Details of Amendment

Details of Amendment are as follows.

(Underlines denote the amended parts)

| Existing Articles of Incorporation | Proposed Amendments |
|---|---------------------------------|
| Chapter II Shares <u>(Issuance of Share Certificates)</u> <u>Article 7. The Company shall issue share certificates representing its shares.</u> | Chapter II Shares (Deleted) |
| Article 8. (Omitted) | Article 7. (Remained unchanged) |

| | |
|--|--|
| <p>(Share Units, Rights related to the Shares less than One Unit <u>and Nonissuance of Share Certificates for the Shares less than One Unit</u>)</p> <p>Article <u>9</u>.</p> <p>2. The shareholders of the Company (<u>including substantial shareholders, hereinafter the same shall be applicable</u>) may not exercise the rights of shareholders, as to their holding of shares less than one unit, other than the following rights.</p> <ul style="list-style-type: none">(1) rights listed in each item of Article 189, Paragraph 2 of the Companies Act;(2) rights to exercise the demand specified in Article 166, Paragraph 1 of the Companies Act;(3) rights to receive the allotment of the shares for subscription and share options for subscription in accordance with the number of shares held by such shareholders; and(4) rights to exercise the demand stipulated in the following article. <p>3. <u>Notwithstanding the provision of Article 7 hereof, the Company shall not issue the share certificates relating to the shares less than one unit.</u></p> <p>Article <u>10</u>. (Omitted)</p> <p>Article <u>11</u>. (Omitted)</p> <p>(Transfer Agent)</p> <p>Article <u>12</u>.</p> <p>3. The operations related to the register of shareholders (<u>including the register of substantial shareholders, hereinafter the same shall be applicable</u>), the share option registry <u>and the registry of lost share certificates</u>, such as the preparation and keeping of the register of shareholders, the share option registry <u>and the registry of lost share certificates</u>, shall be entrusted to the transfer agent and the Company shall not handle any of them.</p> <p>Article <u>13</u>. ~ (Omitted)</p> <p>Article <u>43</u>.</p> | <p>(Share Units <u>and</u> Rights related to the Shares less than One Unit)</p> <p>Article <u>8</u>.</p> <p>2. The shareholders of the Company may not exercise the rights of shareholders, as to their holding of shares less than one unit, other than the following rights.</p> <ul style="list-style-type: none">(1) rights listed in each item of Article 189, Paragraph 2 of the Companies Act;(2) rights to exercise the demand specified in Article 166, Paragraph 1 of the Companies Act;(3) rights to receive the allotment of the shares for subscription and share options for subscription in accordance with the number of shares held by such shareholders; and(4) rights to exercise the demand stipulated in the following article. <p>(Deleted)</p> <p>Article <u>9</u>. (Remained unchanged)</p> <p>Article <u>10</u>. (Remained unchanged)</p> <p>(Transfer Agent)</p> <p>Article <u>11</u>.</p> <p>3. The operations related to the register of shareholders <u>and</u> the share option registry, such as the preparation and keeping of the register of shareholders <u>and</u> the share option registry, shall be entrusted to the transfer agent and the Company shall not handle any of them.</p> <p>Article <u>12</u>. ~ (Remained unchanged)</p> <p>Article <u>42</u>.</p> |
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| (New Provisions) | <p><u>Supplementary Provisions</u></p> <p><u>Article 1. The operations related to the registry of lost share certificates, such as the preparation and keeping of the registry of lost share certificates, shall be entrusted to the transfer agent and the Company shall not handle any of them.</u></p> <p><u>Article 2. The previous Article and this Article shall be effective until January 5, 2010 and shall be deleted as of passing the date.</u></p> |
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Agenda Item 3: Election of Eleven (11) Directors

The term of office of each of the ten (10) current Directors are due to expire at the close of this general meeting. It is proposed that eleven (11) Directors be elected at the meeting. The names and particulars of the eleven (11) candidates for the position of Director are provided below.

| Candi date No. | Name (Date of birth) | Resume, current position, responsibilities, and status of representation of other legal entities | Number of shares of the Company held | Special interest between the candidate and the Company |
|----------------------|--|---|---|--|
| 1 | Osamu Suzuki (30 Jan., 1930) | Apr. 1958 Joined the Company Nov. 1963 Director of the Company Dec. 1967 Managing Director Nov.1973 Senior Managing Director Jun. 1977 Representative Director & Senior Managing Director Jun. 1978 Representative Director & President Jun. 2000 Representative Director & Chairman of the Board Dec. 2008 Representative Director & Chairman of the Board & President (To the present) (Status of representation of other legal entities) Chairman of Suzuki Foundation Chairman of Suzuki Education and Culture Foundation | 530,700 | Chairman of Suzuki Foundation Chairman of Suzuki Education and Culture Foundation (Note 1) |
| 2. | Takashi Nakayama (27 Nov., 1944) | Mar. 1969 Joined the Company Apr. 1997 General Manager of Overseas Engineering Department Jun. 1997 Director of the Company Jun. 2003 Managing Director Jun. 2004 Senior Managing Director Jun. 2006 Director & Senior Management | 20,600 | None |

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|---|---|--|--------|------|
| | | <p>May 2007 Executive Officer Appointed as Executive General Manager of Automobile Engineering</p> <p>Dec. 2008 Representative Director & Senior Managing Director (To the present)</p> | | |
| 3 | <p>Takao Hirosawa (14 Aug., 1946)</p> | <p>Apr. 1969 Joined Ministry of International Trade and Industry</p> <p>Jun. 1998 Exited from the Ministry</p> <p>Jan. 1999 Director of Japan Regional Development Corporation</p> <p>Mar. 2003 Exited from above</p> <p>Apr. 2003 Joined the Company</p> <p>Jun. 2003 Managing Director of the Company</p> <p>Jun. 2006 Director & Senior Management Executive Officer</p> <p>Aug. 2006 Stationed in Tokyo & appointed as the responsible officer of Corporation Communication Department</p> <p>Aug. 2008 Stationed in Tokyo & appointed as General Manager of Tokyo Branch</p> <p>Dec. 2008 Representative Director & Senior Managing Director (To the present)</p> | 8,900 | None |
| 4 | <p>Minoru Tamura (21 Jun., 1948)</p> | <p>Apr. 1972 Joined the Company</p> <p>Apr. 2003 General Manager of West Japan Automobile Marketing Department</p> <p>Jun. 2003 Director of the Company</p> <p>Jun. 2006 Director & Senior Management Executive Officer</p> <p>May 2007 Appointed as Executive General Manager of Domestic Marketing</p> <p>Sep. 2009 Appointed as Executive General Manager of Domestic Marketing, & Representative Director & President of Suzuki Finance Co., Ltd.</p> <p>Dec. 2008 Representative Director & Senior Managing Director (To the present)</p> | 12,500 | None |
| 5 | <p>Shinzo Nakanishi (14 Sep., 1947)</p> | <p>Apr. 1971 Joined the Company</p> <p>Oct. 1998. General Manager of GM Affairs Department</p> <p>Jun. 1999 Director of the Company</p> <p>Jun. 2003 Managing Director</p> <p>Jun. 2004 Senior Managing Director</p> <p>Jun. 2006 Director & Senior Management Executive Officer</p> | 10,200 | None |

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|---|--------------------------------------|---|---|--------|------|
| | | Jan. 2008 Apr. 2009 | Appointed as President of Maruti Suzuki India Limited and in charge of Asia Automobile & Motorcycle, Global Marketing Appointed as President of Maruti Suzuki India Limited and in charge of Global Marketing South Asia, Middle East and Africa (To the present) | | |
| 6 | Eiji Mochizuki (5 Mar., 1947) | Feb. 1984 Apr. 2003. Jun. 2003 Jun. 2006 May 2007 | Joined the Company Executive General Manager of Product Development Operations & General Manager of Product Project II Director of the Company Director & Senior Management Executive Officer Appointed as Executive General Manager of Purchasing (To the present) | 6,200 | None |
| 7 | Toshihiro Suzuki (1 Mar., 1959) | Jan. 1994 Apr. 2003 Jun. 2003 Jun. 2006 May 2007 Jan. 2008 | Joined the Company Executive General Manager of Product Planning Operations Director of the Company Director & Senior Management Executive Officer Appointed as Deputy Executive General Manager of Automobiles Engineering Appointed as Executive General Manager of Global Marketing (To the present) | 35,800 | None |
| 8 | Toyokazu Sugimoto (16 Mar., 1947) | Apr. 1973 Apr. 2004 Jun. 2004 Jun. 2006 May 2007 Feb. 2009 | Joined the Company Executive General Manager of Corporate Planning Operations Director of the Company Director & Senior Management Executive Officer Appointed as Executive General Manager of Administration (in charge of Finance & Information System,) and General Manager of Corporate Planning Office (To the present) Appointed as Executive General Manager of Administration (in charge of Finance & Information System) and General Manager of Corporate Planning Office (To the present) | 6,700 | None |

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| 9 | ※ Masanori Atsumi (11 Feb., 1948) | Apr. 1970 Joined the Company Apr. 2001 General Manager of Quality Assurance Department Jun. 2001 Director of the Company Jun. 2006 Resign from Director Managing Executive Officer May 2007 Appointed as in charge of general engineering and Design Quality Assurance (automobiles, motorcycles, marine & power products, etc.), Automobile Engineering Jan. 2008 Appointed as Executive General Manager of Motorcycle Engineering (In charge of Compact size models and Quality) May 2008 Senior Managing Executive Officer (To the present) | 11,300 | None |
| 10 | ※ Naoki Aizawa (28 Nov., 1951) | Mar. 1978 Joined the Company Apr. 2003 General Manager of Kosai Plant Jun. 2003 Director of the Company Jun. 2006 Resign from Director Managing Executive Officer Jan. 2008 Appointed as in charge of Kosai, Toyokawa & Takatuka Plants, Manufacturing, and General Manager of Kosai Plant Apr. 2009 Senior Managing Executive Officer Appointed as Executive General Manager of Manufacturing, and in charge of Overseas Plants (To the present) | 5,850 | None |
| 11 | ※ Osamu Honda (6 Oct., 1949) | Apr. 1973 Joined the Company Jan. 2006 In charge of Powertrain, and Chief Engineer of Vehicle Line VI Jun. 2006 Managing Executive Officer May 2007 Senior Managing Executive officer Dec. 2008 Appointed as Deputy Executive General Manager of Automobile Engineering, and in charge of Automobile Powertrain I & Electric Components and Experiment & Quality Apr. 2009 Appointed as Deputy Executive General Manager of Automobile | 12,600 | None |

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| | | Engineering, and in charge of Automobile Powertrain I & Electric Components & Experiment (To the present) | | |
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- Note: 1. The Company pays operational funds, etc to Suzuki Foundation and Suzuki Education and culture Foundation
2. “※” denotes the new candidates

Agenda Item 4: Election of One (1) Corporate Auditor

As Corporate Auditor Kazuhiro Kosugi retired on 31 March, 2009, it is proposed that one (1) Corporate Auditor be elected at this general meeting as substitute. In accordance with the relevant provision of the Articles of Incorporation, the term of his office will last until the term of office of the retired Corporate Auditor expires.

This proposal has been approved in advance by the Board of Corporate Auditors.

The names and particulars of the candidate for the position of Corporate Auditor are provided below.

| Name (Date of Birth) | Resume, current position, responsibilities, and status of representation of other legal entities | Number of shares of the Company held | Special interest between the candidate and the Company |
|------------------------------------|---|--------------------------------------|--|
| Yoshitaka Suzuki (5 Jan., 1953) | Apr. 1975 Joined the Company Apr. 2000 General Manager of Oversea Purchasing Group Jan. 2001 General Manager of Purchase Planning Group Apr. 2004 General Manager of Purchase Planning Department Apr. 2006 Senior Managing Director of Suzuki Business Co., Ltd. Nov. 2006 Senior Operating Officer of Suzuki Business Co., Ltd. (To the present) | 12,600 | None |

Agenda Item 5: Payment of Bonus to Directors and Corporate Auditors

It is proposed that the Company after taking into consideration the incomes and dividends status, etc., pay a bonus in the total amount of ¥220 million (¥198 million for Directors and ¥22 million for Corporate Auditors) to ten (10) Directors present at the end of this fiscal year and one (1) Director who retired in December 2008, and four (4) Corporate Auditors present at the end of this fiscal year and one (1) Corporate Auditor who retired in March 2009.

The amount of the bonus payable to each of the Directors and each of the Corporate Auditors would be left to be determined by the resolution of the Board of Directors with regard to each Director's bonus, and to the consultation among the Corporate Auditors with regard to each Corporate Auditor's bonus.

Procedures for exercising voting rights by electromagnetic method (Internet, etc.)

1. Internet users:

We would like you to confirm the followings in exercising the voting right by Internet.

- 1) The exercise of the voting right by the Internet is possible only by using the voting right exercise website (<http://www.web54.net>) designated by us. Please note that the website for exercising the voting right may not be accessed by the Internet through cellular phones.
- 2) You will need the voting right exercise code and the password specified in the right hand section of the voting right exercise form in exercising the voting right by the Internet. The notified password for this occasion will be effective only for this general meeting of shareholders.
- 3) We would like to request that you exercise your voting right by Internet by 5:00 p.m. of Thursday, 25 June, 2009 after studying the reference documents for the general meeting of shareholders.
- 4) We will regard the last one as the effective exercise of the voting right if the voting right is exercised for multiple times by the Internet.
- 5) We will regard the exercise of the voting right by the Internet as the effective exercise of the voting right if the voting right is exercised by both of the Internet and the voting right exercise form.
- 6) Please note that any expenses for accessing the voting right exercise website shall be borne by you.

Inquiries for exercising the voting right by the Internet

Chuo Mitsui Stock Transfer Agency Business Website Support

Tel: 0120-65-2031 (toll free)

Hours: 9:00 – 21:00 excluding Saturdays, Sundays and Holidays

2. Institutional investors:

If you are a nominal owner (including a standing proxy) such as a management trust bank and you previously applied for the use of the voting right electronic exercise platform, you may use the said platform as a method to exercise your voting right by the electromagnetic method for the general meeting of shareholders of the Company.

(This is an English translation of the original Notice in the Japanese language mailed to shareholders in Japan and is for reference purpose only)

Simplified map of the venue of the general meeting of the shareholders

(English Translation Omitted)