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To whom it may concern:

3 June 2010

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Chairman, President, CEO and COO
(Code No.: 7269, the First Section of Tokyo Stock Exchange)
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Notice regarding Offer of Shares to be Issued by Third-Party Allotment

At the board meeting held on 9 December 2009, the Board of Directors of SUZUKI MOTOR CORPORATION (“Suzuki”) adopted a resolution to enter into a comprehensive agreement with Volkswagen Aktiengesellschaft regarding a business alliance and the cross-holding of shares (the “Comprehensive Agreement”). In connection with the alliance, at the board meeting held on 3 June 2010, the Board of Directors of Suzuki adopted a resolution to offer the shares to be issued by third-party allotment to Volkswagen Aktiengesellschaft. Details are as follows.

1. Outline of Offer

(1) Issue period	23 June 2010 to 5 July 2010 (*)
(2) Number of shares to be newly issued	3,660,000 shares
(3) Issue price	1,755 yen per share
(4) Amount to be procured	6,423,300,000 yen
(5) Offer or allotment method (Allotted party)	Third-party allotment Volkswagen Aktiengesellschaft
(6) Other	Each of the above items is subject to the effectiveness of the notification to be given under applicable laws and regulations.

Note*: We have resolved a payment period from and including 23 June 2010 to and including 5 July 2010 as a payment period under the Companies Act of Japan. It is because, in giving a notification of acquisition of the shares or equity of a corporation to the Bank of Japan under the Foreign Exchange and Foreign Trade Act of Japan, Volkswagen Aktiengesellschaft is prohibited from implementing a transaction pertaining to the notification (completion of payment above) until the expiration of 30 days in principle from the day on which the Bank of Japan accepts the notification. The said 30 days could generally be shortened to 2 weeks in case a procedure for shortening is approved.

2. Rationale and Objective of the Offer

As described in “Transfer of Treasury Shares by Third-party Allotment; Business Alliance and Cross-holding of Shares with Volkswagen Aktiengesellschaft; and Changes to the Major Shareholders and the Largest Shareholder” dated 9 December 2009, as a result of the conversion of the “3rd Unsecured Convertible Bonds” issued by Suzuki due to maturing, the percentage of the number of Suzuki shares held by Volkswagen Aktiengesellschaft was less than 19.89% of the total number of the issued shares as of the last day of March 2010, in accordance with the Comprehensive Agreement between Suzuki and Volkswagen Aktiengesellschaft, upon request of Volkswagen Aktiengesellschaft, Suzuki issues new shares to Volkswagen Aktiengesellschaft so that the above-mentioned percentage equals 19.89%.

3. Amount to be Procured, Intended Use and Schedule of Funds Procured

(1) Amount to be Procured (estimated amount net of expenses)

Total amount to be paid	6,423,300,000 yen
Estimated expenses of issuance	30,000,000 yen
Estimated net after expenses	6,393,300,000 yen

(2) Intended Use of Funds Procured

Use of funds	Amount	Payment schedule
Equipment funds for research and development	6,393,300,000 yen	from payment date (*) to 31 December 2010

The funds procured will mainly be applied to equipment funds for research and development for automobile business. The funds procured are planned to be kept in our bank account as deposits until they are used.

Note*: As described in 1. Outline of Offer above, payment date is the day on which the procedures of the Bank of Japan is completed during the period from 23 June 2010 (Wed) to 5 July 2010 (Mon).

4. Rationale for Use of Funds

Suzuki considers that the use of the procured funds is fair and reasonable because it will be applied to equipment funds for research and development for automobile business, our main business.

5. Rationale for Terms of Issue, etc.

(1) Basis for Calculation of Issue Price and Description of Details

The amount to be paid is decided ¥1,755 per share that is the 5% discounted amount to the simple average closing price of Suzuki's shares at the Tokyo Stock Exchange during the retroactive one (1) month from 2 June 2010, the immediate previous business day of the resolution of the Board of Directors for this third-party allotment.

Such amount to be paid (¥1,755) is equal to the 4.0% discounted amount to the closing price of Suzuki's shares on 2 June 2010, the immediate previous business day of the resolution of the Board of Directors for this third-party allotment (¥1,828); the 10.5% discounted amount to the simple average closing price during the retroactive three (3) months from the immediate previous business day (¥1,960); and the 14.2% discounted amount to the simple average closing price during the retroactive six (6) months from the immediate previous business day (¥1,960).

Suzuki thinks this issue price is rational and does not constitute an advantageous issue, and all Corporate Auditors present at the meeting of the Board of Directors for this third-party allotment gave their opinions that this issue price does not constitute an advantageous issue and is legal.

(2) Rationale and Basis for the Number of Shares Issued and the Degree of Share Dilution

The number of increased shares by this third-party allotment is 3,660,000 shares (36,600 shareholder votes), and if considering this third-party allotment in the aggregate with the transferred number of the treasury shares 107,950,000 shares (1,079,500 shareholder votes) on 9 December 2009, the dilution ratio for the total number of the shareholder votes before such transfer of the treasury shares (4,344,176 shareholder votes) is calculated approximately 25.69% (this is the dilution ratio for the total number of the shareholder votes as of 30 November 2009, and does not consider the result of the conversion of Suzuki's 3rd Unsecured Convertible Bonds due to incoming of the redemption date as described in 2. Rationale and Objective of the Offer above. The dilution ratio by this third-party allotment for the total number of the shareholder votes as of 30 April 2010 is calculated 0.66%).

However, Suzuki has judged that the number of shares to be issued and the degree of dilution by this third-party allotment is rational because this third-party allotment is made in accordance with the Comprehensive Agreement with Volkswagen Aktiengesellschaft for the capital and business alliance and, in the medium-to-long term, performance of the Agreement has the potential to contribute to the enhancement of Suzuki's competitiveness and to further development of Suzuki's business, resulting in an increase of Suzuki's corporate value and ultimately being beneficial to Suzuki's shareholders.

6. Basis for Selection of Allotted party, etc.

(1) Outline of Allotted Party (as of 31 December 2009, except as otherwise specified)

(1) Company name	Volkswagen Aktiengesellschaft			
(2) Address	Berliner Ring 2, 38440 Wolfsburg, Bundesrepublik Deutschland			
(3) Position and name of representative	Martin Winterkorn, Chairman of the Board of Management			
(4) Main business	Automobile manufacturing and sales			
(5) Amount of capital	1,025 million euro			
(6) Established	28 May 1937			
(7) Number of shares Issued	400,243 thousand shares			
(8) Financial year end	31 December			
(9) Number of staff (consolidated)	368,500 staff members			
(10) Main clients	Bosch, Continental, Thyssen			
(11) Main banks	Commerzbank, Banco Santander, BNP Paribas, BBVA			
(12) Large shareholders and percentage of shares Held	Porsche Automobile Holding SE (37.4%), State of Lower Saxony (14.8%), Qatar Holding (12.3%), Porsche Holding Salzburg (1.8%)			
(13) Relationship between Suzuki and Volkswagen Aktiengesellschaft (as of 31 March 2010)				
	Capital relationship	Volkswagen Aktiengesellschaft owns 107,950,000 shares of ordinary shares of Suzuki. Suzuki owns 2,000,000 shares of ordinary shares (0.67% for the total number of shareholder votes) of Volkswagen Aktiengesellschaft.		
	Personnel relationship	There are no personnel relationships between Suzuki and Volkswagen Aktiengesellschaft, nor are there any material personnel relationships between personnel or companies affiliated with Suzuki and personnel or companies affiliated with Volkswagen Aktiengesellschaft.		
	Business relationship	Suzuki continues to implement a comprehensive business alliance with Volkswagen Aktiengesellschaft for mutual cooperation in all fields of our respective businesses ranging from product development to manufacturing and sales and pursuit of economies of scale owing to, and synergistic effects of, the mutual cooperation.		
	Status of related parties	Volkswagen Aktiengesellschaft is a major shareholder of Suzuki and owns 19.37% of Suzuki's shares.		
(14) Three-year operating results and financial position				
	Years ended:	31 December 2007	31 December 2008	31 December 2009
Consolidated net assets		31,938	37,388	37,430
Consolidated total assets		145,357	167,919	177,178
Consolidated net assets per share (euro)		80.38	87.49	88.15
Consolidated sales		108,897	113,808	105,187
Consolidated operating income		6,151	6,333	1,855
Consolidated net income before tax		6,543	6,608	1,261
Consolidated net income		4,120	4,753	960
Consolidated net income per share (euro)		10.43	11.92	2.38
Dividend per ordinary share (euro)		1.80	1.93	1.60
Dividend per preference share (euro)		1.86	1.99	1.66

(in millions of euro, except as otherwise specified)

Note: The allotted party has attested that neither the officers nor any major shareholders (main investors) of the allotted party company have any relationships with crime syndicates or other antisocial bodies and has submitted a report confirming this matter to the Tokyo Stock Exchange.

(2) Reasons for Selection of the Allotted Party

As described in 2. Rationale and Objective of the Offer above, as a result of the conversion of the “3rd Unsecured Convertible Bonds” issued by Suzuki due to maturing, the percentage of the number of Suzuki shares held by Volkswagen Aktiengesellschaft was less than 19.89% of the total number of the issued shares as of the last day of March 2010, upon request of Volkswagen Aktiengesellschaft, Suzuki issue new shares to Volkswagen Aktiengesellschaft so that the above-mentioned percentage equals 19.89%.

The Comprehensive Agreement with Volkswagen Aktiengesellschaft is important to Suzuki’s future business evolution, this third-party allotment is designed to further ensure the business alliance of two companies.

(3) Allotted Party’s Policy on Holding Shares

Suzuki has been notified by Volkswagen Aktiengesellschaft of its intention to continuously and for the long term hold the shares that it is to acquire through this third-party allotment. In addition, Volkswagen Aktiengesellschaft and Suzuki have agreed that (i) in principle, Volkswagen Aktiengesellschaft may not increase or decrease its shareholding ratio of Suzuki, and (ii) if Volkswagen Aktiengesellschaft desires to dispose of its shares of Suzuki, Suzuki may repurchase such shares or cause a third party designated by it to purchase such shares.

(4) Confirming the Sufficiency of Allotted Party’s Funds

Suzuki has verified that there is no problem with Volkswagen Aktiengesellschaft’s payment for this third-party allotment, by confirming the sales, the amount of total assets, the amount of net assets, the cash and deposits and other financial information stated in the annual report of Volkswagen Aktiengesellschaft for the financial period ended 31 December 2009.

7. Large Shareholders and Shareholding Ratios After Offer

Before offer (as of 31 March 2010)		After offer	
Volkswagen AG	19.37%	Volkswagen AG	19.89%
Japan Trustee Services Bank, Ltd. (Trust Account)	4.14%	Japan Trustee Services Bank, Ltd. (Trust Account)	4.11%
Tokio Marine & Nichido Fire Insurance Co., Ltd.	3.76%	Tokio Marine & Nichido Fire Insurance Co., Ltd.	3.74%
The Master Trust Bank of Japan, LTD. (Trust Account)	3.72%	The Master Trust Bank of Japan, LTD. (Trust Account)	3.69%
The Bank of Tokyo-Mitsubishi UFJ, Ltd.	3.19%	The Bank of Tokyo-Mitsubishi UFJ, Ltd.	3.17%
The Shizuoka Bank, Ltd.	2.60%	The Shizuoka Bank, Ltd.	2.58%
Resona Bank, Limited.	2.33%	Resona Bank, Limited	2.32%
Nomura International PLC Account CB Client	1.79%	Nomura International PLC Account CB Client	1.78%
Sompo Japan Insurance Inc.	1.70%	Sompo Japan Insurance Inc.	1.69%
State Street Bank and Trust Company	1.65%	State Street Bank and Trust Company	1.64%

8. Outlook

Suzuki expects that the impact on the results of the fiscal year ending on 31 March 2011 and the results in the short-term will be minor. The long-term business alliance between Suzuki and Volkswagen Aktiengesellschaft will lead to achievements in a variety of fields with the development and distribution of an environmentally friendly small-size vehicle being a central part. Consequently, in the medium- to long-term, it is expected that the business and capital alliance, will lead to the enhancement of Suzuki's competitiveness and further the development of Suzuki's business.

9. Procedures relating to the Corporate Code of Conduct

If considering this third-party allotment in the aggregate with the transferred number of the treasury shares 107,950,000 shares (1,079,500 shareholder votes) on 9 December 2009, the dilution ratio for the total number of the shareholder votes before such transfer of the treasury shares (4,344,176 shareholder votes) is calculated approximately 25.69%, so the procedures for receiving the opinion of an independent person or confirming the intent of shareholders under Article 432 of the Securities Listing Regulations of Tokyo Stock Exchange, Inc. are required. Suzuki explained to the independent auditor who is the outside corporate auditor of Suzuki the details of the matters related to this third-party allotment (rationale and objective of the offer; amount, intended use and schedule of procured fund; terms of issue; basis for selection of allotted party; large shareholders and shareholding ration after offer; and outlook) and other necessary matters.

As the result, on 2 June 2010, Suzuki has received the opinion of such independent auditor that this third-party allotment has the necessity and properness because this third-party allotment is made in accordance with the Comprehensive Agreement with Volkswagen Aktiengesellschaft for the capital and business alliance and, in the medium-to-long term, performance of the Agreement has the potential to contribute to the enhancement of Suzuki's competitiveness and to further development of Suzuki's business, resulting in an increase of Suzuki's corporate value and ultimately being beneficial to Suzuki's shareholders.

10. Three-Year Summary and Equity Finance Overview

(1) Three-Year Summary (consolidated)

	Year ended on 31 March 2008	Year ended on 31 March 2009	Year ended on 31 March 2010
Consolidated net sales	3,502,419 million yen	3,004,888 million yen	2,469,063 million yen
Consolidated operating income	149,405 million yen	76,926 million yen	76,368 million yen
Consolidated ordinary income	156,904 million yen	79,675 million yen	93,841 million yen
Consolidated net income	80,254 million yen	27,429 million yen	28,913 million yen
Consolidated net income per share	177.96 yen	61.68 yen	62.76 yen
Dividend per share	16.00 yen	16.00 yen	12.00 yen
Consolidated net assets per share	1,726.21 yen	1,471.20 yen	1,708.16 yen

(2) Number of Issued Shares and Potential Shares of Ordinary Share (as of 31 March 2010)

	Number of shares	Ratio to issued shares
Number of issued shares	557,387,304	100.0%
Number of potential shares at current conversion price (exercise price)	49,634,299	8.9%
Number of potential shares at minimum conversion price (exercise price)	49,634,299	8.9%
Number of potential shares at maximum conversion price (exercise price)	49,634,299	8.9%

(3) Recent Share Price Trends

(i) Past Three Years

	Year ended on 31 March 2008	Year ended on 31 March 2009	Year ended on 31 March 2010
Opening	3,070 yen	2,510 yen	1,659 yen
High	3,790 yen	2,920 yen	2,485 yen
Low	2,300 yen	1,037 yen	1,644 yen
Closing	2,515 yen	1,629 yen	2,063 yen

Note: The prices shown in the above table are for shares traded on the first section of the Tokyo Stock Exchange.

(ii) Past Six Months

	December	January	February	March	April	May
Opening	2,010 yen	2,272 yen	2,058 yen	1,884 yen	2,100 yen	1,900 yen
High	2,395 yen	2,340 yen	2,136 yen	2,115 yen	2,138 yen	1,975 yen
Low	1,999 yen	2,038 yen	1,863 yen	1,880 yen	1,910 yen	1,716 yen
Closing	2,280 yen	2,051 yen	1,889 yen	2,063 yen	1,989 yen	1,827 yen

Note: The prices shown in the above table are for shares traded on the first section of the Tokyo Stock Exchange.

(iii) Business Day Prior to the Board Resolution Date

	2 June 2010
Opening	1,842 yen
High	1,879 yen
Low	1,815 yen
Closing	1,828 yen

(4) Three-Year Summary of Equity Finance

- Transfer of treasury shares by third-party allotment

Transfer date	15 January 2010
Amount procured	222,484,950,000 yen
Total amount of transfer price	222,484,950,000 yen
Number of issued shares at the time of transfer	542,647,591 shares
Number of shares transferred	107,950,000 shares
Total number of issued shares after the transfer	542,647,591 shares
Allotted party	Volkswagen Aktiengesellschaft
Intended use of funds at the time of transfer	(i) Research and development expenses focusing on environmentally friendly, next generation technology for automobiles 122,484 million yen (ii) Reduction of interest-bearing liabilities to improve financial position 100,000 million yen
Fund payment schedule at the time of transfer	As for (i), from and after 15 January 2010. As for (ii), during the period from 15 January 2010 to 31 March 2010.
Current status of appropriation	As for (i), the use of funds is intended for the medium-to-long term. The remaining funds are investing in low-risk financial products. As for (ii), the use of funds had been implemented by the end of March 2010

11. Outline of Offer

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| (1) Number of shares to be newly issued: | 3,660,000 ordinary shares |
| (2) Offer price: | 1,755 yen per share |
| (3) Total amount of offer price: | 6,423,300,000 yen |
| (4) Amount of capital incorporation: | 877.50 yen per share |
| (5) Total amount of capital incorporation: | 3,211,650,000 yen |
| (6) Offer or transfer method
(Allotted party) | Third-party allotment
Volkswagen Aktiengesellschaft |
| (7) Application period: | From and including 22 June 2010 (Tues) to and including 5 July 2010 (Mon) |
| (8) Payment period: | From and including 23 June 2010 (Wed) to and including 5 July 2010 (Mon) |
| (9) Each of the above items is subject to the effectiveness of the notification to be filed under applicable laws and regulations. | |

Note: As described in 1. Outline of Offer above, payment date is the day on which the procedures of the Bank of Japan is completed during the period from 23 June 2010 (Wed) to 5 July 2010 (Mon).