

(Securities Code Number: 7269)

31 May 2010

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 144th Ordinary General Meeting of Shareholders

We would hereby like to inform you that the 144th 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 Monday, 28 June 2010 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 P49 “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., Tuesday, 29 June 2010

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 Accounting Auditor and the Board of Corporate Auditors for the 144th fiscal year (from 1 April 2009 to 31 March 2010)
 2. Report on the Financial Statements for the 144th fiscal year (from 1 April 2009 to 31 March 2010)

Items to be resolved:

Agenda Item 1: Disposal of surplus

Agenda Item 2: Election of Twelve (12) Directors

Agenda Item 3: 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 2009 to 31 March 2010)

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

(1) Outline and Result of Business

The management environment of the Group for this year continues to be in a severe situation with high unemployment rates continued in the US and Europe, while the global economy has not fully recovered although it is gradually recovering on account of the economic recoveries mainly in Asia and economic stimulus measures by each government. The domestic economy has recovered to some extent with recoveries in export and production based on the overseas economic recovery and the influences of economic measures, but it is still in a severe situation with deflationary concerns and a high unemployment rate.

Under these circumstances, consolidated sales largely declined for the two consecutive years to ¥2,469.1 billion (82.2% y-o-y) on account of the reduced domestic and overseas sales volume and fluctuations in exchange rates due to Yen appreciation. As for the consolidated profits, the reduced profits caused by a sales decline and exchange influences were covered by the reduction of operating expenses mainly by “internal cost reduction” initiative and favorable sales of automobiles in Asia, and profits exceeded those of the previous year with ¥79.4 billion of operating income (103.2% y-o-y), ¥93.8 billion of ordinary income (117.8% y-o-y) and ¥28.9 billion of net income (105.4% y-o-y).

Meanwhile, non-consolidated sales declined to ¥1,286.6 billion (76.3% y-o-y). However, as for the profits, the reduced profits caused by a sales decline and exchange influences were covered by the vigorous reduction of various expenses and profits exceeded those of the previous year with ¥12.0 billion of operating income (105.1% y-o-y), ¥12.1 billion of ordinary income (292.1% y-o-y) and ¥7.1 billion of net income (215.6% y-o-y).

< The operating results by business segmentation > (Motorcycle)

In the slowdown of the world economy, domestic and overseas sales were reduced, and sales of the motorcycle business were ¥262.9 billion (57.9% y-o-y), also influenced by exchange fluctuations by yen appreciation. As for profit, the Group posted an operating loss of ¥21.1 billion because the reduced operating expenses were unable to cover the reduced profits by reduced sales and influence of exchange fluctuations.

(Automobile)

In domestic market, on account of the launching of fuel consumption improved cars including “SWIFT,” “MR WAGON,” and “PALLETE,” the strengthened product and expanded sales efforts such as the launching of new “ALTO,” all the types of which fit the environmentally friendly car dissemination

promotion tax system, and the implementation of governmental measures, sales increased over the previous year. On the other hand, overseas sales in India increased by the increased number of units sold where sales of new model automobiles including “A-star” and “Ritz (SPLASH for the Japanese name)” were favorable, but overseas sales over the cumulative period were below those of the same period of the previous year, partly affected by exchange fluctuations by yen appreciation. As a result, sales for the automobile business were 2,184.0 billion yen (86.5% y-o-y). Operating income increased to 90.6 billion yen (131.2% y-o-y) because the cost reduction and the reduced operating expenses covered the sales decrease and the reduced profits by exchange influences.

(Marine and Power products, etc)

Sales and operating income of marine and power products, etc. business were ¥45.4 billion (68.1% y-o-y) and ¥5.3 billion (57.5% y-o-y), respectively, on account of global decreasing demand for outboard motors.

(Financial services)

Sales and operating income of financial services business were ¥79.6 billion (101.1% y-o-y) and ¥3.8 billion (95.5% y-o-y), respectively.

Outline by Segment

Fiscal Year 2009

Business Segment	Sales Volume (Thousand Units)			Sales Amount (Million Yen)			Operating income/loss (Million Yen)
	Domestic	Overseas	Total	Domestic	Overseas	Total	
Motorcycle	81	1,180	1,261	25,987	236,922	262,910	- 21,057
Automobile	712	1,542	2,254	931,343	1,252,621	2,183,965	90,608
Marine & Power products, etc	—	—	—	18,506	26,920	45,427	5,306
Financial services	—	—	—	79,402	168	79,571	3,815
Elimination	—	—	—	- 102,682	- 128	- 102,810	694
Total	—	—	—	952,558	1,516,504	2,469,063	79,368

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.

(2) Situation of Investments

Total Investment amount in this fiscal year (including important companies in the application of the equity method) is ¥131,279 million, being used for investments for new model products, R & D investments and so on.

Breakdown by operations is as follows.

Business Segment	Investment Amount	Contents of investments
Motorcycles	¥15,331 million (¥3,051 million)	Production facilities, R&D facilities, sales facilities for motorcycles, etc
Automobiles	¥114,802 million (¥7,983 million)	Production facilities, R&D facilities, sales facilities for automobiles, etc
Marine & Power products, etc.	¥1,143 million (—)	Production facilities, R&D facilities, sales facilities for outboard motors, etc
Financial services	¥1 million (—)	Sales facilities, etc
Total	¥131,279 million (¥11,034 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.

(3) Situation of Financing

In this fiscal year, the long-term loans payable of ¥50 billion was secured in the beginning of this fiscal year when the payments of the funds for facilities were concentrated. Further, ¥222.5 billion was secured by way of third-party allotment of treasury shares to Volkswagen AG in January 2010, of which ¥100 billion was appropriated to the repayment of the short-term loans payable.

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

1) Consolidated

	FS 2006 (Apr. 2006 – Mar. 2007)	FS 2007 (Apr. 2007 – Mar. 2008)	FS 2008 (Apr. 2008 – Mar. 2009)	FS2009 (Apr. 2009 – Mar. 2010)
Net Sales	¥3,163,669 million	¥3,502,419 million	¥3,004,888 million	¥2,469,063 million

Operating income	¥132,900 million	¥149,405 million	¥76,926 million	¥79,368 million
Ordinary income	¥139,183 million	¥156,904 million	¥79,675 million	¥93,841 million
Net income	¥75,008 million	¥80,254 million	¥27,429 million	¥28,913 million
Net income per share	¥169.41	¥177.96	¥61.68	¥62.76
Total assets	¥2,321,441 million	¥2,409,165 million	¥2,157,849 million	¥2,381,314 million
Net assets	¥855,973 million	¥902,894 million	¥742,915 million	¥1,089,757 million
Net assets per share	¥1,644.56	¥1,726.21	¥1,471.20	¥1,708.16

2) Non-Consolidated

	FS 2006 (Apr. 2006 – Mar. 2007)	FS 2007 (Apr. 2007 – Mar. 2008)	FS 2008 (Apr. 2008 – Mar. 2009)	FS 2009 (Apr. 2009 – Mar. 2010)
Net Sales	¥1,939,805 million	¥2,031,639 million	¥1,685,777 million	¥1,286,633 million
Operating income	¥55,698 million	¥67,416 million	¥11,422 million	¥12,006 million
Ordinary income	¥61,572 million	¥62,119 million	¥4,133 million	¥12,075 million
Net income	¥43,054 million	¥40,864 million	¥3,287 million	¥7,086 million
Net income per share	¥97.23	¥90.60	¥7.39	¥15.38
Total assets	¥1,381,889 million	¥1,430,088 million	¥1,402,420 million	¥1,625,023 million
Net assets	¥429,730 million	¥453,374 million	¥405,434 million	¥673,803 million
Net assets per share	¥952.95	¥1,005.03	¥932.70	¥1,208.88

(5) Outstanding Issues

We have reviewed every aspect of our business to strengthen our management practices placing “Let’s review the current practices and stay true to the basics in order to survive the competition.” as our basic policy in promoting the growth strategy.

However, automobile sales declined in various regions of the world due to the global financial crises of the last year, and the situation we are in has been difficult, with our sales for this year having dropped by more than 30% from the peak of the fiscal year ended in March 2008.

To overcome this crisis, we have been making concerted efforts as a group with the slogan of “Let’s start again in all areas to address our 30% sales decrease.”

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 “weight reduction of 1g and cost reduction of 1 yen per part,” squeezing of fixed expenses by “internal cost reduction activities” and further reviewing of organizations and structure.

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 motorcycles. Especially, we will strengthen the small motorcycle business in the Asian region where further growth can be expected.

In automobile business, we will promote product development and sales activities closely tied with both domestic and overseas markets. In Japan, we will strengthen sales abilities and after sale

activities in the Suzuki sales offices nationwide to promote the improvement of the customer satisfaction. We will try to create sales offices loved by as many customers as possible in order to achieve a sales increase.

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 sales structure etc.

In addition, in research and development, the environmentally friendly product development for protecting global environment such as reduced emission gas, improved fuel efficiency, 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 fuel efficiency and low emission technologies such as diesel engine vehicles, hybrid vehicles and electric vehicles mainly with the product development abilities for small cars, the strength of the Group, based on the alliance with each company.

On 9 December last year, the Company and Volkswagen AG ("VW") have reached a common understanding to establish a comprehensive partnership.

In terms of product portfolio, global distribution and manufacturing capacities, both companies ideally complement each other. The companies plan a joint approach to the growing worldwide demand for more environmentally friendly vehicles.

The management of the Company and VW have concluded that the complementary strengths of each company make for a perfect fit in exploiting their respective advantages as well as rising to the challenge of the global market.

In the automotive industry, where globalization and diversification proceed in parallel, both companies will establish a cooperative relationship while respecting each other's independence as a stand-alone entity. Both companies are focused on achieving synergies in the areas of rapidly growing emerging markets as well as in the development and manufacturing of innovative and environmentally friendly compact cars.

To support a smooth development of this relationship, VW has purchased 19.9%*¹ of the Company's issued shares and the Company also intends to invest up to one half of the amount received from VW*² into shares of VW.

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.

*¹Payment procedure was completed on 15 January 2010 and VW became the Company's largest shareholder. In addition, by the increase of number of the outstanding shares due to conversion of convertible bonds, the shares that VW owns become 19.4% at the end of this March.

*²At the end of this March, the Company owns 2,000,000 shares of common stock of VW.

(6) 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.

(7) Main Business Bases, etc. and Important Subsidiaries

1) Main Business Facilities and Plant of Our Company

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

2) Important Subsidiaries

Name of Subsidiaries	Location	Common Stock	Shareholding Ratio	Main Business
Suzuki Motor Sales Kinki Inc.	Osaka, Osaka	¥50 million	100.0%	Sale of automobiles
Suzuki Seimitsu Industries Co., Ltd.	Hamamatsu, Shizuoka	¥50 million	100.0%	Manufacture of parts for motorcycles and automobiles
American Suzuki Motor Corporation	California, U.S.A.	US\$64 million	100.0%	Sale of automobiles and motorcycles

Suzuki International Europe GmbH	Bensheim, Germany	€50 million	100.0%	Sale of automobiles and motorcycles
Magyar Suzuki Corporation Ltd.	Esztergom, Hungary	€302 million	97.5%	Manufacture and sale of automobiles
P.T. Suzuki Indomobil Motor	Jakarta, Indonesia	US\$45 million	90.0%	Manufacture and sale of automobiles and motorcycles
Maruti Suzuki India Ltd.	New Delhi, India	INR 1,444 million	54.2%	Manufacture and sale of automobiles
Pak Suzuki Motor Co., Ltd.	Karachi, Pakistan	PKR 822 million	73.1%	Manufacture and sale of automobiles and motorcycles

Note: Consolidated subsidiaries are 138 companies and companies in the application of the equity method are 35 companies.

(8) Employees

1) Consolidated

Business Segment	Number of employees (person)	Increase(+)/Decrease(-) from the previous fiscal year (person)
Motorcycles	8,571	-601
Automobiles	41,263	+1,582
Marine & Power products, etc.	1,092	-106
Financial Services	52	+3
Common	525	+12
Total	51,503	+890

Note: 1.The above are the number of the person working in our corporate group and does not include 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 8,115 (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
14,504	+238	35 years, 6 month	13 years, 4 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 170 (average during the fiscal year) temporary employees.

(9) 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.	76,435 Million Yen
Development Bank of Japan Inc.	70,000 Million Yen
The Shizuoka Bank, Ltd.	67,528 Million Yen
Mizuho Corporate Bank, Ltd.	32,699 Million Yen
Resona Bank, Ltd.	31,427 Million Yen
Japan Finance Corporation (Japan Bank for International Cooperation)	28,686 Million Yen
Syndicated Loan Institutes	26,850 Million Yen
The Chuo Mitsui Trust & Banking Co., Ltd.	22,500 Million Yen
The Sumitomo Trust & Banking Co., Ltd.	10,875 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 by 5 banks, Mizuho Corporate Bank, Ltd. being the main arranger.

2) Situation of the Commitment Contracts

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

Commitment contracts 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

2. Matters relating to the Shares

- (1) Total Number of Authorized Shares** 1,500,000,000 shares
(2) Total Number of Shares Issued 557,387,304 shares (including 8,737 treasury stocks)
(3) Number of Stockholders 52,829 shareholders (+11,882 compared with the end of the previous fiscal year)

(4) Principal Shareholders

Name	Number of Shares Held	Shareholding Ratio
Volkswagen AG	107,950 thousand shares	19.4%
Japan Trustee Services Bank, Ltd. (Trust Account)	23,062 thousand shares	4.1%
Tokio Marine & Nichido Fire Insurance Co., Ltd.	20,961 thousand shares	3.8%
The Master Trust Bank of Japan, Ltd. (Trust Account)	20,719 thousand shares	3.7%
The Bank of Tokyo-Mitsubishi UFJ, Ltd.	17,787 thousand shares	3.2%
The Shizuoka Bank, Ltd.	14,500 thousand shares	2.6%
Resona Bank, Ltd.	13,000 thousand shares	2.3%
Nomura International PLC Account CB Client	9,991 thousand shares	1.8%
Sompo Japan Insurance Inc.	9,500 thousand shares	1.7%
State Street Bank and Trust Company	9,213 thousand shares	1.7%

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.

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 49,634,299 shares	Free	¥3,021.60

4. Matters relating to Officers

(1) Directors and Corporate Auditors

Name	Position and Area in charge, Important Concurrent Offices	
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 Quality Control
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.
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
Toyokazu Sugimoto	Director & Senior Managing Executive Officer	Executive General Manager of Administration (in charge of Finance & Information System)
Masanori Atsumi	Director & Senior Managing Executive Officer	Executive General Manager of Motorcycle Engineering
Naoki Aizawa	Director & Senior Managing Executive Officer	Executive General Manager of Manufacturing
Osamu Honda	Director & Senior Managing Executive Officer	Executive General Manager of Automobile Engineering
Tamotsu Kamimura	Full-Time Corporate Auditor	
Yoshitaka Suzuki	Full-Time Corporate Auditor	
Nobuyasu Horiuchi	Corporate Auditor	
Katsuhiko Kume	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, Mr. Katsuhiko Kume and Mr. 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. Among Corporate Auditors, Mr. Shin Ishizuka has been filed with Tokyo Stock Exchange, Inc. as the independent director/auditor under the rules of the Tokyo Stock Exchange, Inc.

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

<As of 26 June 2009>

Director & Senior Managing Executive Officer Takeo Shigemoto

Director & Senior Managing Executive Officer Takumi Kunikiyo

6. Senior Managing Executive Officers and Managing Executive Officers who are not concurrently Directors as of 1 April 2010 are as follows.

Senior Managing Executive Officer Takeo Shigemoto Managing Executive Officer Toshiaki Hasuike

Senior Managing Executive Officer Takumi Kunikiyo Managing Executive Officer Seiichi Furusho

Managing Executive Officer Sigeaki Hamada Managing Executive Officer Hiroyasu Uchida

Managing Executive Officer Sadayuki Inobe Managing Executive Officer Takashi Iwatsuki

Managing Executive Officer Masafumi Yayoshi Managing Executive Officer Kaoru Sato

Managing Executive Officer Yasuhito Harayama Managing Executive Officer Kazuo Hakamata

Managing Executive Officer Ichizo Aoyama Managing Executive Officer Hiroaki Matsuura

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

Classification	Number of payees	Amount of remuneration, etc.	Amount of remuneration limit
Directors	13 people	¥459 million	¥80 million per month
Corporate Auditors (of which outside Corporate Auditors)	5 people (3 people)	¥61 million (¥20 million)	¥8 million per month
Total	18 people	¥520 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, etc. 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: ¥148 million
 - 5 Corporate Auditors (including three outside Corporate Auditors): ¥17 million (including ¥4 million for outside Corporate Auditors)
4. The above-mentioned Directors include two Directors who resigned at the completion of the 143rd ordinary general meeting of shareholders held on 26 June 2009.
5. In addition to the above, the amount of remuneration, etc. which outside officers obtained from subsidiaries of our Company as their officers is ¥4 million for one person.
6. In addition to the above, ¥201 million was paid to ten retired Directors as retirement benefit allowance in accordance with a resolution of the 140th ordinary general meeting of shareholders held on 29 June

2006. Further, ¥1 million was paid to a retired Director and ¥1 million was paid to a retired Corporate Auditor, as pensions for directors and corporate auditors under the Rules of Retirement Benefit Allowance for Directors and Corporate Auditors.

(3) Matters for outside Corporate Auditors

Major activities during this fiscal year

- Corporate Auditor Mr. Nobuyasu Horiuchi attended 15 meetings out of 16 meetings of the Board of Directors and 7 meetings out of 7 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 15 meetings out of 16 meetings of the Board of Directors and 7 meetings out of 7 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 14 meetings out of 16 meetings of the Board of Directors and 7 meetings out of 7 meetings of the Board of Corporate Auditors and expressed his opinions based on his knowledge as an attorney.

5. Accounting Auditor

(1) Name of Accounting Auditor

Seimei Audit Corporation

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

- | | |
|--|-------------|
| 1) Amount of Remuneration, etc. | ¥74 million |
| 2) Total amount of monetary and other property profit to be paid by the Company and its subsidiaries | ¥76 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 Accounting 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 Accounting 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 Accounting Auditor

The Board of Corporate Auditors shall dismiss the Accounting Auditor upon consent of all the Corporate Auditors when the Accounting 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 Accounting 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 Accounting 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 Accounting 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 2010)

(Amount: Yen in million)

Assets		Liabilities	
Current assets	1,479,336	Current liabilities	933,915
Cash and deposits	147,394	Accounts payable-trade	391,874
Notes and accounts receivables-trade	248,565	Short-term loans payable	221,320
Short-term investment securities	602,388	Current portion of long-term loans payable	39,616
Merchandise and finished goods	172,322	Accrued expenses	121,136
Work in process	19,380	Income taxes payable	13,129
Raw materials and supplies	44,492	Provision for product warranties	60,715
Deferred tax assets	97,657	Provision for directors' bonuses	215
Other	150,834	Other	85,906
Allowance for doubtful accounts	- 3,698	Noncurrent liabilities	357,641
		Bonds with subscription rights to shares	149,975
		Long-term loans payable	136,104
Noncurrent assets	901,977	Deferred tax liabilities	3,299
Property, plant and equipment	565,853	Provision for retirement benefits	39,337
Buildings and structures, net	129,164	Provision for directors' retirement benefits	1,453
Machinery and equipment, net	201,793	Provision for product liabilities	5,854
Tools, furniture and fixtures, net	20,180	Provision for recycling end-of-life products	1,257
Land	180,538	Other	20,359
Construction in progress	34,174	Total liabilities	1,291,556
Intangible assets	2,824	Net assets	
Goodwill	1,212	Shareholders' equity	1,026,251
Other	1,611	Common stock	134,803
Investment and other assets	333,299	Capital surplus	141,153
Investment securities	152,080	Retained earnings	750,357
Long-term loans receivable	35,363	Treasury stock	- 61
Deferred tax assets	101,277	Valuation and translation adjustments	- 74,268
Other	45,794	Valuation difference on available-for-sale securities	16,546
Allowance for doubtful accounts	- 1,002	Deferred gains or losses on hedges	910
Allowance for investment loss	- 214	Foreign currency translation adjustment	- 91,725
		Minority interests	137,774
		Total net assets	1,089,757
Total assets	2,381,314	Total liabilities and net assets	2,381,314

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

Consolidated Statements of Income

(1 April 2009 – 31 March 2010)

(Amount: Yen in million)

Net sales		2,469,063
Cost of sales		1,881,772
Gross profit		587,291
Selling, general and administrative expenses		507,923
Operating income		79,368
Non-operating income		
Interest income	14,882	
Dividends income	1,294	
Rent income on noncurrent assets	911	
Equity in earnings of affiliates	692	
Foreign exchange gains	4,560	
Other	11,453	33,796
Non-operating expenses		
Interest expenses	8,276	
Loss on valuation of securities	19	
Depreciation of assets for rent	449	
Other	10,577	19,323
Ordinary income		93,841
Extraordinary income		
Gain on sales of noncurrent assets	824	
Gain on sales of investment securities	145	969
Extraordinary loss		
Loss on sales of noncurrent assets	790	
Loss on sales of investment securities	1,520	
Impairment loss	0	2,311
Income before income taxes etc.		92,499
Income taxes-current	29,419	
Income taxes-deferred	10,840	40,260
Minority interests in income		23,325
Net income		28,913

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

Consolidated Statements of Changes in Net Assets

(1 April 2009 – 31 March 2010)

(Amount: Yen in million)

	Shareholders' equity				
	Common stock	Capital surplus	Retained earnings	Treasury stock	Total shareholders' equity
Balance at end of previous fiscal year	120,210	138,142	735,337	- 241,878	751,812
Changes of items during the period					
Issuance of new shares	14,592	14,575			29,167
Dividends from surplus			- 5,650		- 5,650
Net income			28,913		28,913
Purchase of treasury stock				- 19	- 19
Disposal of treasury stock		- 19,348		241,835	222,487
Transfer of loss on disposal of treasury stock		7,783	- 7,783		-
Change of scope of consolidation			- 459		- 459
Net changes of items other than shareholders' equity					
Total changes of items during the period	14,592	3,010	15,019	241,816	274,439
Balance at end of this fiscal year	134,803	141,153	750,357	- 61	1,026,251

	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 previous fiscal year	2,309	- 324	- 114,364	- 112,379	103,482	742,915
Changes of items during the period						
Issuance of new shares						29,167
Dividends from surplus						- 5,650
Net income						28,913
Purchase of treasury stock						- 19
Disposal of treasury stock						222,487
Transfer of loss on disposal of treasury stock						-
Change of scope of consolidation						- 459
Net changes of items other than shareholders' equity	14,237	1,235	22,638	38,110	34,291	72,402
Total changes of items during the period	14,237	1,235	22,638	38,110	34,291	346,841
Balance at end of this fiscal year	16,546	910	- 91,725	- 74,268	137,774	1,089,757

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

Notes to Consolidated Financial Statements

1. Notes to Basic Significant 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 138

Name of main consolidated subsidiaries

Domestic..... Suzuki Motor Sales Kinki Inc., Suzuki Seimitsu 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, net sales, net income (the amounts equivalent to the Company's interest in the company) and retained earnings (the amounts equivalent to the Company's interest in the company) 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 35

Name of main affiliated companies.....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 non-application:

In terms of net income and retained earnings (the amounts equivalent to the Company's interest in the company) of this company do not significantly influence on consolidated financial statements, and it is not important as a whole.

(3) Change in the scope of consolidation

Increase	2	Taiwan Suzuki Automobile Corporation	(Transfer from affiliated company)
		Vietnam Suzuki Corp.	(Transfer from affiliated company)
Decrease	4	Suzuki Motor Sales Sendai Inc.	(Absorption)
		SBS Inc.	(Absorption)
		Suzuki Motorcycle Sales (Nishi Nihon) Inc.	(Absorption)
		Suzuki Sport Europe Trading, Manufacturing, Servicing and Consulting Limited Liability Company	(Sales of investment in capital)

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

Increase	2	Krishna Ishizaki Auto Ltd.	(New investment)
		Suzuki Motor Rus	(New investment)
Decrease	4	Suzuki Sport Co., Ltd.	(Sales of stocks)
		CAMI Automotive Inc.	(Sales of stocks)
		Taiwan Suzuki Automobile Corporation	(Transfer to consolidated subsidiary)
		Vietnam Suzuki Corp.	(Transfer to consolidated subsidiary)

(5) Fiscal year of consolidated subsidiaries

- 1) The account settlement date of 31 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 26 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 significant assets

(a) Securities

Available-for-sale 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..... Fair value method

(c) Inventories..... Cost 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)

2) Method of depreciation and amortization of significant depreciable assets

(a) Property, plant and equipment (excluding lease assets)

..... Mainly declining balance method

(b) Intangible assets (excluding lease assets)

..... Straight line method

(c) 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.

3) Accounting treatment for deferred assets

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

4) 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 carrying amount 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 consolidated 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 29 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.

- 5) Exchange standards for significant assets or liabilities in foreign currencies into the Japanese currency
Foreign currency receivable and payable 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 foreign currency translation adjustment and minority interests of the net assets.
 - 6) Method of important hedge accounting
The deferred hedge processing is mainly applied. For the forward exchange contract, allocation processing is applied to those that qualify for allocation processing.
 - 7) Processing method of consumption taxes
The tax exclusion method is applied.
 - 8) Recognition of revenue and expense
Revenue recognition of finance lease transaction:
Net sales and costs of sales are recognized when due for payment of lease fees has come.
- (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 significant matters for preparing consolidated financial statements
- 1) Revenue recognition
The “Accounting Standards for Construction Contracts” (Accounting Standards Board of Japan; ASBJ Statement No.15, 27 December 2007) and “Guidance on Accounting Standards for Construction Contracts (ASBJ Guidance No. 18, 27 December 2007) are applied from this consolidated fiscal year. The percentage-of-completion method is applied to works with confirmed results for progress of construction contracts implemented during this consolidated fiscal year until the end of this consolidated fiscal year, and the completed-contract method is applied to other works. This change gives no influences on the net sales, operating income, ordinary income and income before income taxes for this consolidated fiscal year.
 - 2) Application of the “Partial Amendments to Accounting Standard for Retirement Benefits (Part3) ”
The “Partial Amendments to Accounting Standard for Retirement Benefits (Part3)” (ASBJ Statement No.19, 31 July 2008) is applied from this consolidated fiscal year. This change gives no influences on the operating income, ordinary income and income before income taxes for this consolidated fiscal year. In addition, there is no balance amount of retirement benefit liabilities to accrue with the application of this accounting standard.
 - 3) Change in presentation
(Consolidated balance sheets)
“Current portion of long term-loans payable” which was included in “Short-term loans payable” of the current liabilities in previous consolidated fiscal year has been presented as a separate item in this consolidated fiscal year due to an increase of significance. The amount of “Current portion of long-term loans payable” which was included in “Short-term loans payable” of the current liabilities in previous consolidated fiscal year” was ¥14,442 million.

2. Note to Consolidated Balance Sheets

(1) Assets pledged as collateral and secured liabilities

1) Assets pledged as collateral

Notes and accounts receivables-trade	142 Million Yen
Merchandise and finished goods	36 Million Yen
Work in process	16 Million Yen
Raw materials and supplies	34 Million Yen
Property, plant and equipment	<u>1,155 Million Yen</u>
Total	1,386 Million Yen

2) Secured liabilities

Short-term loans payable	174 Million Yen
Current portion of long-term loans payable	17 Million Yen
Long-term loans payable	1 Million Yen
Other noncurrent liabilities	<u>857 Million Yen</u>
Total	1,050 Million Yen

(2) Accumulated depreciation of property, plant and equipment 1,315,414 Million Yen

(3) Guarantee obligations

Guarantees the other companies' borrowings from financial institutions;

PT Suzuki Finance Indonesia	4,491 Million Yen
Dealers of Suzuki International Europe G.m.b.H.	1,138 Million Yen
Hamamatsu Cable Television Incorporated	1,006 Million Yen
Others	<u>361 Million Yen</u>
Total	6,997 Million Yen

(4) Discount on export bill of exchange 318 Million Yen

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

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

Commitment contracts total	155,000 Million Yen
<u>Actual loan balance</u>	<u>-</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 at end of previous fiscal year	Increased number of shares during the period	Decreased number of shares during the period	Number of shares at end of this fiscal year
Common stock	542,647,091	14,740,213	-	557,387,304

(2) Type and number of treasury stocks

(Share)

Type of shares	Number of shares at end of previous fiscal year	Increased number of shares during the period	Decreased number of shares during the period	Number of shares at end of this fiscal year
Common stock	108,012,692	11,906	107,951,353	73,245

- [Note] 1. An increase of 11,906 shares in treasury stocks of common stock consists of an increase of 9,500 shares by purchase of treasury stocks and an increase of 2,406 shares by purchase of odd stocks.
2. A decrease of 107,951,353 shares in treasury stocks of common stock consists of a decrease of 107,950,000 shares by third party allotment to Volkswagen AG, a decrease of 1,000 shares by conversion of converted bonds and a decrease of 353 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 26 June 2009	Common stock	3,477 Million Yen	8.00 Yen	31 March 2009	29 June 2009
Meeting of the board of directors held on 2 November 2009	Common stock	2,173 Million Yen	5.00 Yen	30 Sept. 2009	30 Nov. 2009

- 2) Dividends, which record date is during this consolidated fiscal year, 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 scheduled to be held on 29 June 2010.

- (a) Total amount of dividends 3,901 Million Yen
(b) Dividends per share 7.00 Yen
(c) Record date 31 March 2010
(d) Effective date 30 June 2010

Resource of dividends (forecast): Retained earnings

4. Note to Financial Instruments

(1) Matters for conditions of financial instruments

As for the fund management, the Group uses short-term deposits and short-term investment securities, and as for the fund-raising, the Group uses borrowings from financial institutions such as banks and issuance of bonds.

The Group mitigates customers' credit risks from notes and accounts receivables-trade in line with our rules and regulations for credit control. The Group hedges risks of exchange-rate fluctuations from operating receivables denominated in foreign currency by forward exchange contract in principle. Investment securities are mainly stocks, and as for listed stocks, the Group quarterly identifies those fair value.

Applications of borrowings are operating capital (mainly short term) and fund for capital expenditures (long term), and the Group uses interest-rate swaps for the interest rate risks of some long-term borrowings to fix interest expenses. In addition, the Group use derivatives within the actual demand in accordance with our administrative rules.

(2) Matters for fair values of the financial instruments

Carrying amounts in the consolidated balance sheet, fair value and differences between them at 31 March 2010 (consolidated settlement dated of this fiscal year) are as follows.

(Amount: Yen in million)

	Carrying amount (*)	Fair value (*)	Difference
(a) Cash and deposits	147,394	147,394	-
(b) Notes and accounts receivables-trade	248,565	248,565	-
(c) Short-term investment securities and investment securities			
Available-for-sale securities	261,867	261,867	-
Stocks of affiliates	5,937	6,618	680
(d) Accounts payable-trade	(391,874)	(391,874)	-
(e) Short-term loans payable	(221,320)	(221,320)	-
(f) Current portion of long-term loans payable	(39,616)	(39,629)	- 13
(g) Bonds with subscription rights to shares	(149,975)	(153,724)	- 3,749
(h) Long-term loans payable	(136,104)	(136,559)	- 455
(i) Derivatives	1,504	1,504	-

(*) Carrying amounts of liabilities are shown as ().

(Note) 1. Matters for methods used to measure fair values of financial instruments, securities and derivatives

(a) Cash and deposits and (b) Notes and accounts receivables-trade

Because these are settled in short term and those fair values are approximately equal to the carrying amounts, such carrying amounts are used.

(c) Short-term investment securities and investment securities

These fair values are prices of exchanges.

(d) Accounts payable-trade and (e) Short-term loans payable

Because these are settled in short term and those fair values are approximately equal to the

carrying amounts, such carrying amounts are used.

(f) Current portion of long-term loans payable and (h) Long-term loans payable

These fair values are measured by discounting. The discounting are based on the estimated interest rates at which similar new loans with same amount of principal and interest could have been borrowed.

(g) Bonds with subscription rights to shares

Fair values of bonds with subscription rights to shares are measured based on market value.

(i) Derivatives

Calculated based on prices offered by financial institutions, etc..

2. Negotiable certificate of deposit (carrying amount in the consolidated balance sheet ¥452,000 million), unlisted stocks other than stocks of affiliates (carrying amount in the consolidated balance sheet ¥18,952 million) and unlisted stocks of stocks of affiliates (carrying amount in the consolidated balance sheet ¥10,656 million) are not included in “(c) Short-term investment securities and investment securities”, because those fair values are not available and are unable to estimate future cash flows, it is extremely difficult to identify those fair values.

(Additional Information)

The “Accounting Standard for Financial Instruments” (ASBJ Statement No. 10, 10 March 2008) and “Guidance on Disclosures about Fair Value of Financial Instruments” (ASBJ Guidance No.19, 10 March 2008) are applied from this consolidated fiscal year.

5. Note to Information about Per Share Amount

Net assets per share	1,708.16 Yen
Net income per share, Basic	62.76 Yen
Net income per share, Diluted	55.26 Yen

Non-Consolidated Balance Sheets

(As of 31 March 2010)

(Amount: Yen in million)

Assets		Liabilities	
Current assets	899,655	Current liabilities	691,367
Cash and deposits	59,717	Accounts payable-trade	351,948
Notes receivable-trade	710	Short-term loans payable	163,564
Accounts receivable-trade	155,488	Current portion of long-term loans payable	18,680
Short-term investment securities	454,760	Lease obligations	19
Merchandise and finished goods	46,828	Accounts payable-other	13,426
Work in process	12,228	Accrued expenses	61,997
Raw materials and supplies	8,313	Income taxes payable	520
Prepaid expenses	789	Advances received	5,796
Deferred tax assets	69,068	Deposits received	43,483
Short-term loans receivable	16,373	Provision for product warranties	30,891
Short-term loans receivable to subsidiaries and affiliates	9,740	Provision for directors' bonuses	165
Accounts receivable-other	31,929	Other	874
Other	36,261	Noncurrent liabilities	259,851
Allowance for doubtful accounts	- 2,555	Bonds with subscription rights to shares	149,975
Noncurrent assets	725,367	Long-term loans payable	77,078
Property, plant and equipment	226,369	Provision for retirement benefits	13,768
Buildings, net	64,718	Provision for directors' retirement benefits	1,410
Structures, net	12,842	Provision for product liabilities	5,854
Machinery and equipment, net	43,849	Provision for recycling end-of-life products	1,257
Vehicles, net	324	Long-term guarantee deposited	10,506
Tools, furniture and fixtures, net	10,740	Total liabilities	951,219
Land	85,117	Net assets	
Construction in progress	8,776	Shareholders' equity	656,721
Intangible assets	33	Common stock	134,803
Right of using facilities	33	Capital surplus	141,153
Investment and other assets	498,964	Legal capital surplus	141,153
Investment securities	134,540	Retained earnings	380,784
Stocks of subsidiaries and affiliates	195,345	Legal retained earnings	8,269
Investments in capital	108	Other retained earnings	372,514
Investments in capital of subsidiaries and affiliates	39,416	Reserve for special depreciation	600
Long-term loans receivable	32,680	Reserve for dividends	1,200
Long-term loans receivable from subsidiaries and affiliates	4,447	Reserve fund for special depreciation	226
Long-term prepaid expenses	34	Reserve for advanced depreciation of noncurrent assets	2,276
Deferred tax assets	94,789	General reserve	367,350
Other	14,493	Retained earnings brought forward	862
Allowance for doubtful accounts	- 15	Treasury stock	- 19
Allowance for investment loss	- 16,877	Valuation and translation adjustments	17,082
		Valuation difference on available-for-sale securities	16,219
		Deferred gains or losses on hedges	862
Total assets	1,625,023	Total net assets	673,803
		Total liabilities and net assets	1,625,023

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

Non-Consolidated Statements of Income

(1 April 2009 – 31 March 2010)

(Amount: Yen in million)

Net sales		1,286,633
Cost of sales		
Beginning finished goods	54,317	
Cost of products manufactured	1,028,821	
Total	1,083,139	
Transfer to other account	6,753	
Ending finished goods	42,525	1,033,860
Gross profit		252,773
Selling, general and administrative expenses		
Selling expenses	146,469	
General and administrative expenses	94,296	240,766
Operating income		12,006
Non-operating income		
Interest income	2,262	
Interest on securities	971	
Dividends income	3,536	
Rent income on noncurrent assets	2,435	
Foreign exchange gains	4,479	
Miscellaneous income	4,742	18,426
Non-operating expenses		
Interest expenses	3,945	
Depreciation of assets for rent	1,202	
Provision of allowance for doubtful accounts	13	
Provision of allowance for investment loss	7,090	
Loss on valuation of securities	2	
Miscellaneous expenses	6,103	18,357
Ordinary income		12,075
Extraordinary income		
Gain on sales of noncurrent assets	5	
Gain on sales of investment securities	4,843	4,848
Extraordinary loss		
Loss on sales of noncurrent assets	6	
Loss on sales of investment securities	0	7
Income before income taxes etc.		16,917
Income taxes-current	47	
Income taxes-deferred	9,784	9,831
Net income		7,086

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

Non-Consolidated Statements of Changes in Net Assets

(1 April 2009 – 31 March 2010)

(Amount: Yen in million)

	Shareholders' equity								
	Common stock	Capital surplus			Retained earnings			Treasury stock	Total share-holders' equity
		Legal capital surplus	Other capital surplus	Total capital surplus	Legal retained earnings	Other retained earnings ¹	Total retained earnings		
Balance at end of previous fiscal year	120,210	126,577	11,564	138,142	8,269	378,862	387,132	- 241,849	403,635
Changes of items during the period									
Issuance of new shares	14,592	14,575		14,575					29,167
Dividends from surplus						- 5,650	- 5,650		- 5,650
Net income						7,086	7,086		7,086
Purchase of treasury stock								- 4	- 4
Disposal of treasury stock			- 19,348	- 19,348				241,835	222,487
Transfer of loss on disposal of treasury stock			7,783	7,783		- 7,783	- 7,783		-
Net changes of items other than shareholders' equity									
Total changes of items during the period	14,592	14,575	- 11,564	3,010	-	- 6,348	- 6,348	241,830	253,085
Balance at end of this fiscal year	134,803	141,153	-	141,153	8,269	372,514	380,784	- 19	656,721

	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 previous fiscal year	738	1,060	1,798	405,434
Changes of items during the period				
Issuance of new shares				29,167
Dividends from surplus				- 5,650
Net income				7,086
Purchase of treasury stock				- 4
Disposal of treasury stock				222,487
Transfer of loss on disposal of treasury stock				-
Net changes of items other than shareholders' equity	15,481	- 198	15,283	15,283
Total changes of items during the period	15,481	- 198	15,283	268,368
Balance at end of this fiscal year	16,219	862	17,082	673,803

[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 previous fiscal year	600	1,200	477	2,586	367,350	6,649	378,862
Changes of items during the period							
Reversal of reserve fund for special depreciation			- 251			251	-
Reversal of reserve for advanced depreciation of noncurrent assets				- 310		310	-
Dividends from surplus						- 5,650	- 5,650
Net income						7,086	7,086
Transfer of loss on disposal of treasury stock						- 7,783	- 7,783
Total changes of items during the period	-	-	- 251	- 310	-	- 5,786	- 6,348
Balance at end of this fiscal year	600	1,200	226	2,276	367,350	862	372,514

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

Notes to Non-Consolidated Financial Statements

1. Notes to Significant Accounting Policies

(1) Evaluation standards and evaluation methods of assets

1) Securities

Subsidiaries' stocks and affiliates' stocks

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

Available-for-sale 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 by the moving average method)

Securities for which market quotations are unavailable:

Cost method by a moving average method

2) Derivatives..... Fair 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)

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

1) Property, plant and equipment (excluding lease assets)

..... Declining balance method

2) Intangible assets (excluding lease assets)

..... Straight line method

3) 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.

(3) Accounting treatment for deferred assets

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

(4) 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 carrying amount 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 29 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.

(5) 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.

(6) 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.

(7) Processing method of consumption taxes

The tax exclusion method is applied.

(8) Changes in basic significant matters for preparing financial statements

1) Revenue recognition

The "Accounting Standards for Construction Contracts" (Accounting Standards Board of Japan; ASBJ Statement No.15, 27 December 2007) and "Guidance on Accounting Standards for Construction Contracts (ASBJ Guidance No. 18, 27 December 2007) are applied from this fiscal year. The percentage-of-completion method is applied to works with confirmed results for progress of construction contracts implemented during this fiscal year until the end of this fiscal year, and the completed-contract method is applied to other works.

This change gives no influences on the net sales, operating income, ordinary income and income before income taxes for this fiscal year.

2) Application of the “Partial Amendments to Accounting Standard for Retirement Benefits (Part3) ”

The “Partial Amendments to Accounting Standard for Retirement Benefits (Part3)” (ASBJ Statement No.19, 31 July 2008) is applied from this fiscal year.

This change gives no influences on the operating income, ordinary income and income before income taxes for this fiscal year.

In addition, there is no balance amount of retirement benefit liabilities to accrue with the application of this accounting standard.

2. Note to Non-Consolidated Balance Sheets

(1) Assets pledged as collateral and secured liabilities

1) Assets pledged as collateral

Buildings	321 Million Yen
Land	<u>97 Million Yen</u>
Total	418 Million Yen

2) Secured liabilities

Long-term guarantee deposited	441 Million Yen
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(2) Monetary receivables from and payables to subsidiaries and affiliates

Short-term receivables	144,441 Million Yen
Long-term receivables	4,447 Million Yen
Short-term payables	81,324 Million Yen

(3) Accumulated depreciation of property, plant and equipment 808,451 Million Yen

(4) Guarantee obligations

Guarantees the other companies' borrowings from financial institutions;

Suzuki Powertrain India Ltd.	19,099 Million Yen
Maruti Suzuki India Ltd.	8,701 Million Yen
PT Suzuki Finance Indonesia	4,491 Million Yen
Magyar Suzuki Corporation Ltd.	1,249 Million Yen
Hamamatsu Cable Television Incorporated	1,006 Million Yen
Others	<u>494 Million Yen</u>
Total	35,042 Million Yen

(5) Discount on export bill of exchange 318 Million Yen

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

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

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

3. Note to Non-Consolidated Statements of Income

Amount of transactions with subsidiaries and affiliates

Amount of sales	923,981 Million Yen
Amount of purchase	83,295 Million Yen
Amount of other operating transactions	109,777 Million Yen
Amount of transactions other than operating transactions	6,288 Million Yen

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

Type and number of treasury stocks

(Share)

Type of shares	Number of shares at end of previous fiscal year	Increased number of shares during the period	Decreased number of shares during the period	Number of shares at end of this fiscal year
Common stock	107,957,684	2,406	107,951,353	8,737

- [Note] 1. An increase of 2,406 shares in treasury stocks of common stock is purchase of odd stocks.
2. A decrease of 107,951,353 shares in treasury stocks of common stock consists of a decrease of 107,950,000 shares by third party allotment to Volkswagen AG, a decrease of 1,000 shares by conversion of converted bonds and a decrease of 353 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	48,525 Million Yen
Loss on valuation of securities	35,103 Million Yen
Various reserves	28,955 Million Yen
Loss of impairment etc	10,711 Million Yen
Others	<u>64,499 Million Yen</u>
Sub-total deferred tax assets	187,795 Million Yen
Valuation reserve	<u>- 11,016 Million Yen</u>
Total deferred tax assets	176,778 Million Yen

(Deferred tax liabilities)

Valuation difference on available-for-sale securities	- 10,700 Million Yen
Others	<u>- 2,219 Million Yen</u>
Total deferred tax liabilities	<u>- 12,920 Million Yen</u>
Deferred tax assets, net	<u>163,858 Million Yen</u>

(2) Details of differences between statutory tax rate and the effective tax rate after application of tax effect accounting

Statutory tax rate	39.8 %
(Adjustment)	
Valuation reserve	26.7 %
Tax-deductible of dividends income	- 4.7 %
Others	<u>- 3.7 %</u>
Effective tax rate after application of tax effect accounting	<u>58.1 %</u>

6. Note to Related Party Transactions

Directors and corporate auditors, and individual major shareholders etc

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

[Note] 1. Transaction with Suzuki Foundation and Suzuki Education & Culture Foundation is so-called transaction for the benefit of a third party.

2. Amounts of transaction do not include consumption taxes.

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 this fiscal year (Million Yen)
Subsidiary	Suzuki Powertrain India Ltd.	(Own) Direct: 70.0 Indirect: 30.0	Manufacture parts for our products	Guarantee obligation	19,099	-	-

7. Note to Information about Per Share Amount

Net assets per share	1,208.88 Yen
Net income per share	15.38 Yen
Net income per share, Diluted	13.57 Yen

Copy of Report of Accounting Auditor on Consolidated Financial Statements

Report of Independent Auditor

6 May 2010

To the Board of Directors of
Suzuki Motor Corporation

Seimei Audit Corporation
Satoru Imamura (seal)
Designated and Engagement Partner
Certified Public Accountant
Akira Iwama (seal)
Designated 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 2009 to 31 March 2010 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 2010, and the consolidated results of their operations for the year 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 Accounting Auditor

Report of Independent Auditor

6 May 2010

To the Board of Directors of
Suzuki Motor Corporation

Seimei Audit Corporation
Satoru Imamura (seal)
Designated and Engagement Partner
Certified Public Accountant
Akira Iwama (seal)
Designated 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 supplementary schedules, of Suzuki Motor Corporation for the fiscal year from 1 April 2009 to 31 March 2010 in accordance with Article 436 (2) (i) of the Companies Act of Japan. Preparation for these Financial Statements and their supplementary schedules is the responsibility of the Company's management. Our responsibility is to express an opinion on these Financial Statements and their supplementary schedules 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 and their supplementary schedules are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the Financial Statements and their supplementary schedules. 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 supplementary schedules presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the Financial Statements and their supplementary schedules referred to above present fairly, in all material respects, the financial position of Suzuki Motor Corporation and its subsidiaries as of 31 March 2010, and the results of their operations for the year 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 144th business year from 1 April 2009 to 31 March 2010, 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 the supplementary schedules thereto 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 131 of the Company Accounting Regulations) in accordance with the "Quality Control Standards for Audits" (Business Accounting Council on 28 October 2005), and requested explanations as necessary. Based on the above-described methods, Corporate Auditor examined the financial statements (the balance sheet, the statement of income, the statement of changes in net assets and the note to financial statements) and the supplementary schedules thereto, as well as the consolidated financial statements (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 supplementary schedules 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 Financial Statements and their Supplementary schedules

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 Financial Statements

We acknowledge that the methods and results of audit performed by the Accounting Auditor, Seimei Audit Corporation, are appropriate.

10 May 2010

Board of Corporate Auditors of Suzuki Motor Corporation

Corporate Auditor (Full-time):	Tamotsu Kamimura (seal)
Corporate Auditor (Full-time):	Yoshitaka Suzuki (seal)
Corporate Auditor (Outside):	Nobuyasu Horiuchi (seal)
Corporate Auditor (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

It is proposed that the disposal of the surplus will be as follows.

1. Matters for year-end dividend

The management environment substantially changed from the latter half of the previous year, and sales have continued to drop substantially, but we were able to record profits by vigorous cost reductions in every aspect.

The management environment still looks grim, but to express our gratitude for your daily support, we would like to provide ¥7 of year-end dividend per share. As a result, the annual dividend including the interim dividend (¥5 per share) will be ¥12 per share.

(1) Matters for distribution of dividend assets to shareholders and their total amount

¥7 per ordinary share of the Company

Total amount ¥3,901,649,969

(2) Effective date of distribution of surplus

30 June 2010

2. Matters for other disposals of the surplus

We would like to make other disposals of the surplus as follows in order to secure the flexibility of capital policy taking the management environment in the future into consideration.

(1) Item and amount of the increased surplus

Retained earnings brought forward ¥9,150,000,000

(2) Items and amount of the decreased surplus

Reserve for special depreciation ¥600,000,000

Reserve for dividends ¥1,200,000,000

General Reserve ¥7,350,000,000

Agenda Item 2: Election of Twelve (12) Directors

The term of office of each of the eleven (11) current Directors are due to expire at the close of this general meeting. It is proposed that twelve (12) Directors be elected at the meeting. The names and particulars of the twelve (12) candidates for the position of Director are provided below.

Candidate No.	Name (Date of birth)	Resume, current position, responsibilities, and important concurrent offices	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	531,300	Chairman of Suzuki Foundation

		<p>Dec. 1967 Managing Director</p> <p>Nov. 1973 Senior Managing Director</p> <p>Jun. 1977 Representative Director & Senior Managing Director</p> <p>Jun. 1978 Representative Director & President</p> <p>Jun. 2000 Representative Director & Chairman of the Board</p> <p>Dec. 2008 Representative Director & Chairman of the Board & President (To the present)</p> <p>(Important concurrent offices)</p> <p>Chairman of Suzuki Foundation</p> <p>Chairman of Suzuki Education and Culture Foundation</p>		<p>Chairman of Suzuki Education and Culture Foundation (Note 1)</p>
2.	<p>Takashi Nakayama (27 Nov. 1944)</p>	<p>Mar. 1969 Joined the Company</p> <p>Apr. 1997 General Manager of Overseas Engineering Department</p> <p>Jun. 1997 Director of the Company</p> <p>Jun. 2003 Managing Director</p> <p>Jun. 2004 Senior Managing Director</p> <p>Jun. 2006 Director & Senior Managing Executive Officer</p> <p>May 2007 Appointed as Executive General Manager of Automobile Engineering</p> <p>Dec. 2008 Representative Director & Senior Managing Director</p> <p>Feb. 2010 Appointed as Executive General Manager of Quality Control (To the present)</p>	21,700	None
3	<p>Takao Hirose (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 Managing 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>	10,900	None

		Dec. 2008	Representative Director & Senior Managing Director (To the present)		
4	Minoru Tamura (21 Jun. 1948)	Apr. 1972 Apr. 2003 Jun. 2003 Jun. 2006 May 2007 Sep. 2007 Dec. 2008	Joined the Company General Manager of West Japan Automobile Marketing Department Director of the Company Director & Senior Managing Executive Officer Appointed as Executive General Manager of Domestic Marketing Appointed as Executive General Manager of Domestic Marketing, & Representative Director & President of Suzuki Finance Co., Ltd. Representative Director & Senior Managing Director (To the present)	14,200	None
5	Shinzo Nakanishi (14 Sep. 1947)	Apr. 1971 Oct. 1998. Jun. 1999 Jun. 2003 Jun. 2004 Jun. 2006 Jan. 2008 Apr. 2009	Joined the Company General Manager of GM Affairs Department Director of the Company Managing Director Senior Managing Director Director & Senior Managing Executive Officer 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 (To the present)	10,500	None
6	Eiji Mochizuki (5 Mar. 1955)	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 Managing Executive Officer Appointed as Executive General Manager of Purchasing (To the present)	7,100	None
7	Toshihiro Suzuki (1 Mar. 1959)	Jan. 1994 Apr. 2003 Jun. 2003	Joined the Company Executive General Manager of Product Planning Operations Director of the Company	38,600	None

		<p>Jun. 2006 Director & Senior Managing Executive Officer</p> <p>May 2007 Appointed as Deputy Executive General Manager of Automobiles Engineering</p> <p>Jan. 2008 Appointed as Executive General Manager of Global Marketing (To the present)</p>		
8	<p>Toyokazu Sugimoto (16 Mar. 1947)</p>	<p>Apr. 1973 Joined the Company</p> <p>Apr. 2004 Executive General Manager of Corporate Planning Operations</p> <p>Jun. 2004 Director of the Company</p> <p>Jun. 2006 Director & Senior Managing Executive Officer</p> <p>Feb. 2009 Appointed as Executive General Manager of Administration (in charge of Finance & Information System) and General Manager of Corporate Planning Office</p> <p>Feb. 2010 Appointed as Executive General Manager of Administration (in charge of Finance & Information System) (To the present)</p>	7,500	None
9	<p>Masanori Atsumi (11 Feb. 1948)</p>	<p>Apr. 1970 Joined the Company</p> <p>Apr. 2001 General Manager of Quality Assurance Department</p> <p>Jun. 2001 Director of the Company</p> <p>Jun. 2006 Resign from Director Managing Executive Officer</p> <p>May 2007 Appointed as in charge of General Engineering and Design Quality Assurance (automobiles, motorcycles, marine & power products, etc.), Automobile Engineering</p> <p>Jan. 2008 Appointed as Executive General Manager of Motorcycle Engineering</p> <p>May 2008 Senior Managing Executive Officer</p> <p>Jun. 2009 Director & Senior Managing Executive Officer (To the present)</p>	11,700	None
10	<p>Naoki Aizawa (28 Nov. 1951)</p>	<p>Mar. 1978 Joined the Company</p> <p>Apr. 2003 General Manager of Kosai Plant</p> <p>Jun. 2003 Director of the Company</p> <p>Jun. 2006 Resign from Director Managing Executive Officer</p>	6,250	None

		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		
		Jun. 2009	Director & Senior Managing Executive Officer (To the present)		
11	Osamu Honda (6 Oct. 1949)	Apr. 1973	Joined the Company	13,000	None
		Jan. 2006	In charge of Powertrain, and Chief Engineer of Vehicle Line VI		
		Jun. 2006	Managing Executive Officer		
		May 2007	Senior Managing Executive Officer		
		Jun. 2009	Director & Senior Managing Executive Officer Appointed as Deputy Executive General Manager of Automobile Engineering, and in charge of CAE, Powertrain I & Electric Components		
		Feb. 2010	Appointed as Executive General Manager of Automobile Engineering (To the present)		
12	※ Yasuhito Harayama (22 Jun. 1956)	Apr. 1979	Joined Ministry of International Trade and Industry	2,000	None
		Jul. 2009	Exited from the Ministry Joined the Company Managing Executive Officer Appointed as Deputy Executive General Manager of Global Marketing		
		Feb. 2010	Appointed as Executive General Manager of Global Alliance (To the present)		

- Note: 1. The Company pays operational funds, etc to Suzuki Foundation and Suzuki Education and Culture Foundation
2. “※” denotes the new candidate.

Agenda Item 3: Payment of Bonuses 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 ¥165 million (¥148 million for Directors and ¥17 million for Corporate Auditors) to eleven (11) Directors present at the end of this fiscal year and five (5) Corporate Auditors present at the end of this fiscal year.

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

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

the consultation among the Corporate Auditors with regard to each Corporate Auditor's bonus.

- End -

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 voting right exercise website 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 Monday, 28 June 2010 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.

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

(English Translation Omitted)