

## To each Shareholder:

### **Suzuki Motor Corporation**

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

#### **Osamu Suzuki**

Representative Director, Chairman of the Board &  
President

## **Notice of Convocation of the 147<sup>th</sup> Ordinary General Meeting of Shareholders**

We appreciate very much your support always given to us.

Now, we would hereby like to inform you that the 147<sup>th</sup> 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 Wednesday, 26 June 2013 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 P38 “Procedures for exercising voting rights by electromagnetic method (Internet, etc.)” for exercise of voting right by electromagnetic method (Internet, etc.)

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- 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. We would hold the meeting in light dress way (so-called Cool Biz), the hall being moderate in air-cooling, to save electricity, and so, please attend the meeting in light dress way.
- Notice** Revisions, if any, shall be immediately disclosed on our website on the Internet (<http://www.suzuki.co.jp/ir/index.html>) in the revised form.

## Particulars

**1. Date and Time:** 10:00 a.m., Thursday, 27 June 2013

**2. Place:** 1-3-1 Higashiiba, Naka-ku, Hamamatsu-City, 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 Company Auditors for the 14<sup>7</sup><sup>th</sup> fiscal year (from 1 April 2012 to 31 March 2013)
  2. Report on the Financial Statements for the 14<sup>7</sup><sup>th</sup> fiscal year (from 1 April 2012 to 31 March 2013)

**Items to be resolved:**

**Agenda Item 1:** Disposal of surplus

**Agenda Item 2:** Election of Nine (9) Directors

**Agenda Item 3:** Payment of Bonuses to Directors and Company Auditors

**Agenda Item 4:** Grant of Stock Options as Compensation (Stock Acquisition Rights) to Directors

### 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.

### 5. Other Matters for this Notice of Convocation

We have uploaded Notes to Consolidated Financial Statements and Notes to Non-Consolidated Financial Statements included in the documents which are to be provided upon this Notice of Convocation, on our website (<http://www.suzuki.co.jp/ir/index.html>) in accordance with the laws and regulations and Article 16 of the Articles of Incorporation, therefore they are not attached to this Notice of Convocation.

- End -

## **ATTACHED DOCUMENTS**

### **BUSINESS REPORT**

(From 1 April 2012 to 31 March 2013)

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

### **(1) Outline and Result of Business**

The management environment of the Group for FY2012 was in a worrying situation with slowdown of economy in Asia in addition to economic stagnation in Europe. On the other hand, there is a growing expectation for economic recovery against a background of sign of economic recovery in the United States, easing of extreme yen appreciation and effect of economic stimulus measures in Japan.

Under these circumstances, the Japanese domestic net sales exceeded ¥1 trillion for the first time, which increased by ¥54.1 billion (5.5%) to ¥1,040.9 billion compared to the previous fiscal year. As for the overseas, the net sales increased by ¥12.0 billion (0.8%) to ¥1,537.4 billion year-on-year by covering the impact of the exchange conversion due to the yen appreciation, and the economic stagnation in Europe, such as with the increase of automobile sales in Asia. As a result, the consolidated net sales of the FY2012 (April 2012 to March 2013) increased by ¥66.1 billion (2.6%) to ¥2,578.3 billion year-on-year.

In terms of the consolidated income, the operating income increased by ¥25.3 billion (21.2%) to ¥144.6 billion year-on-year, and the ordinary income increased by ¥25.0 billion (19.2%) to ¥155.6 billion year-on-year. The Group was able to increase the operating income by covering the factors of income decrease such as the sales decrease in Europe and the impact of the exchange rate, with the factors of income increase such as the increase of automobile sales in Japan and Asia, and cost reduction. Net income became the highest ever, which increased by ¥26.5 billion (49.2%) to ¥80.4 billion year-on-year. Although there was loss on liquidation of subsidiaries and affiliates in connection with the winding down of automobile marketing business in the U.S., the Group was able to increase the net income by covering the loss.

#### **< The operating results by business segmentation >**

##### **(Motorcycle)**

The net sales decreased by ¥24.5 billion (9.6%) to ¥230.3 billion year-on-year, mainly due to the sales decrease in Europe and Asia. As for the operating income, the operating loss of ¥2.4 billion in the previous fiscal year became an operating loss of ¥11.9 billion.

##### **(Automobile)**

The Japanese domestic net sales increased year-on-year as a result of expanding its sales and strengthening the products such as by the launch of the new Wagon R and Spacia. As for the overseas, the net sales increased year-on-year by covering the sales decrease in Europe and the impact of the exchange conversion due to the yen appreciation, with the sales increase in Asia. As a result, the overall net sales of the automobile business increased by ¥88.8 billion (4.0%) to ¥2,297.8 billion year-on-year. Operating income increased by ¥36.1 billion (31.5%) to ¥150.6 billion year-on-year, mainly due to the increase of income in India, Indonesia, and the Japanese domestic automobile business.

##### **(Marine and Power products, etc)**

The net sales increased by ¥1.8 billion (3.6%) to ¥50.2 billion year-on-year. Operating income decreased by ¥1.3 billion (17.7%) to ¥5.9 billion year-on-year.

### Breakdown of Consolidated Net Sales

(Unit: Thousand, Amount: Yen in million)

		FY2011 (1 April, 2011 –31 March, 2012)		FY2012 (1 April, 2012 –31 March, 2013)		Change	
		Unit	Amount	Unit	Amount	Unit	Amount
Motorcycle	Domestic	72	22,419	72	22,201	(0)	(217)
	Overseas	1,333	232,341	1,291	208,089	(42)	(24,252)
	Europe	58	42,363	43	30,561	(15)	(11,801)
	North America	54	37,826	51	37,753	(3)	(72)
	Asia	1,126	108,473	1,093	102,369	(32)	(6,103)
	Others	94	43,678	103	37,403	9	(6,274)
	Total	1,406	254,761	1,363	230,290	(42)	(24,470)
Automobile	Domestic	759	946,329	817	999,979	58	53,650
	Overseas	1,728	1,262,640	1,768	1,297,834	40	35,194
	Europe	242	299,729	210	245,740	(32)	(53,989)
	North America	30	55,873	22	45,186	(7)	(10,686)
	Asia	1,339	773,731	1,420	880,394	80	106,663
	Others	115	133,305	115	126,513	0	(6,792)
	Total	2,487	2,208,969	2,586	2,297,814	98	88,844
Marine & Power products, etc.	Domestic	-	18,026	-	18,767	-	741
	Overseas	-	30,429	-	31,444	-	1,015
	Europe	-	8,767	-	10,222	-	1,455
	North America	-	11,610	-	12,612	-	1,001
	Asia	-	4,096	-	2,634	-	(1,461)
	Others	-	5,954	-	5,974	-	20
	Total	-	48,455	-	50,212	-	1,756
Subtotal	Domestic		986,774		1,040,948		54,173
	Overseas		1,525,411		1,537,368		11,957
	Europe		350,860		286,524		(64,335)
	North America		105,310		95,552		(9,757)
	Asia		886,301		985,399		99,097
	Others		182,938		169,891		(13,046)
	Total		2,512,186		2,578,317		66,131

[Notes] Consolidated Sales are counted based on the location of external customers.

## (2) Situation of Investments

Total Investment amount in this fiscal year is ¥169,288 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	¥15,683 million	Production facilities, R&D facilities, sales facilities, etc. for motorcycles
Automobiles	¥152,701 million	Production facilities, R&D facilities, sales facilities, etc. for automobiles
Marine & Power products, etc.	¥903 million	Production facilities, R&D facilities, sales facilities, etc. for outboard motors
Total	¥169,288 million	—

Note: The investment amount is the total of the Company and subsidiaries.

## (3) Situation of Financing

In this fiscal year, we borrowed ¥150 billion as long-term bank loan to appropriate for reimbursement against bonds with right of subscription for shares (due date: 29 Mar. 2013).

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

### 1) Consolidated

	FS2009 (Apr. 2009 – Mar. 2010)	FS2010 (Apr. 2010 – Mar. 2011)	FS2011 (Apr. 2011 – Mar. 2012)	FS2012 (Apr. 2012 – Mar. 2013)
Net Sales	¥2,469,063 million	¥2,608,217 million	¥2,512,186 million	¥2,578,317 million
Operating income	¥79,368 million	¥106,934 million	¥119,304 million	¥144,564 million
Ordinary income	¥93,841 million	¥122,502 million	¥130,553 million	¥155,593 million
Net income	¥28,913 million	¥45,174 million	¥53,887 million	¥80,389 million
Net income per share	¥62.76	¥80.65	¥96.06	¥143.31
Total assets	¥2,381,314 million	¥2,224,344 million	¥2,302,439 million	¥2,487,635 million
Net assets	¥1,089,757 million	¥1,106,999 million	¥1,111,757 million	¥1,298,553 million
Net assets per share	¥1,708.16	¥1,728.41	¥1,760.81	¥2,044.62

### 2) Non-Consolidated

	FS 2009 (Apr. 2009 – Mar. 2010)	FS 2010 (Apr. 2010 – Mar. 2011)	FS 2011 (Apr. 2011 – Mar. 2012)	FS 2012 (Apr. 2012 – Mar. 2013)
Net Sales	¥1,286,633 million	¥1,409,205 million	¥1,383,269 million	¥1,422,595 million
Operating income	¥12,006 million	¥27,886 million	¥50,100 million	¥76,431 million
Ordinary income	¥12,075 million	¥32,025 million	¥49,875 million	¥76,748 million
Net income	¥7,086 million	¥10,834 million	¥15,846 million	¥36,405 million
Net income per share	¥15.38	¥19.34	¥28.25	¥64.89
Total assets	¥1,625,023 million	¥1,524,232 million	¥1,597,903 million	¥1,641,700 million
Net assets	¥673,803 million	¥691,207 million	¥703,292 million	¥761,353 million
Net assets per share	¥1,208.88	¥1,232.03	¥1,253.58	¥1,356.92

## **(5) Outstanding Issues**

The Group set a basic policy of “We must use our knowledge and try harder to break out of the present situation” and is united as one to tackle following problems amid challenging condition.

### **-Product development**

The Group set “Create a Wow! Beyond customer expectation” as a vision for the Group in development of products. The Group will continue to develop products that would fulfill “driving pleasure,” “fun to use” and “pride of ownership”

### **-Strengthening of research and development**

The Group will make effort to strengthen its ability of research and development such as environment technology, fuel efficient technology, weight reduction technology and safety technology. Also, the Group will make effort to manufacture cars with lower cost by improving efficiency of development by integrating engine, powertrain and platform, and cost reduction.

### **-Strengthening and expansion of sales network**

To respond to intensifying competition at various regions and products, the Group will be expanding and strengthening its sales network both in Japan and overseas, and execute marketing activities in a close contact with the market.

### **-Strengthening of manufacturing capability**

Based on the concept of “local production for local consumption,” the Group will continue to strengthen manufacturing outside Japan. Especially in Asia, which has a growing demand for automobiles, the Group will strive to increase the ratio of in-house manufacturing, expand global procurement and enhance production capability at respective local markets. Moreover, along with the advancement of economic cooperation among different regions through FTA and the trend of the foreign currency market, the Group will also work to optimize the balance of manufacturing activities in and outside Japan.

### **-Reconstruction of motorcycle business**

In the Motorcycle business, the Group will be aiming at recovering its presence in the motorcycle market by uniting the planning, technology and sales functions and by developing new products that suit the market needs further. The Group will particularly be focusing on compact motorcycle business in Asia where growth potential is high, and at the same time, will be offering ASEAN-standard vehicles in wider areas, reducing cost by reducing the number of engines and engine integration and streamlining the development process. Furthermore, the Group will also be strengthening its lineup of middle and large-sized motorcycles

### **-Commitment to global environmental problem**

Concerning the environmental issues, the Group has been offering mini vehicles in Japan and many types of compact vehicles that are highly fuel-efficient in places like India and other Asian countries. The Group believes that a spread of such compact vehicles would be one of the best ways to contribute to solving the environmental issues. In addition to enhancement of next generation environmental technology in “Suzuki Green Technology”, the Group will continue to tackle global environmental problem based on newly instituted “Suzuki Environmental Plan 2015” and “Suzuki Biodiversity Protection Guideline”

#### -Disaster prevention

While the Group has been taking various measures to prevent anticipated damage caused by Tokai and Tonankai Earthquake, after experiencing the Great East Japan Earthquake, it has diversified production and research sites including overseas. Firstly, it acquired space in Miyakoda district in northern part of Hamamatsu City to relocate plants and facilities in Ryuyo region in Iwata City, Shizuoka Prefecture since massive tsunami damages are anticipated in the region. Also, the Group has diversified its production of engine for mini-vehicle, which was concentrated to Sagara plant, to Kosai plant to mitigate risk. Further, the Group is expanding its research facilities in India partly aimed at mitigating risk related to product development facility for automobile in Sagara test course. The Group will continue to enhance its preparedness against natural disasters.

The Group has carried out its operations on the basis of manufacturing of "value-packed products" to satisfy customers since its establishment with the motto "Develop products of superior value by focusing on the customer" in the first paragraph of its mission statement. The Group set "Create a Wow! Beyond customer expectation" as a vision for the Group and make effort to fulfill the motto.

The Group commits itself to make efforts to promote the "production of small and subcompact vehicles" and the "development of environmentally benign products" needed by customers, and "to be small, less, light, short and beautiful" on every side of organization, facilities, parts, environment and so on as well as production, with the slogan, "Small Cars for a Big Future", and has been working for the efficient, well-knit and healthy management.

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.

## (6) Main Business

The Group is mainly engaged in manufacture and sale of motorcycles, automobiles and other items such as marine & power products, electro senior vehicles and houses.

Business Segment	Main Products
Motorcycles	Motorcycles, All terrain vehicles
Automobiles	Mini vehicles, Sub-compact vehicles, Standard-sized vehicles
Marine & Power products, etc.	Outboard motors, Engines for Snowmobiles, etc, Electro senior vehicles, Houses

## (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 Auto Parts Mfg. Co., Ltd.	Iwata, Shizuoka	¥10 million	100.0%	Manufacture of parts for motorcycles and automobiles
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 1,510 million	56.2%	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: 1. Consolidated subsidiaries are 135 companies and companies in the application of the equity method are 37 companies.

## (8) Employees

### 1) Consolidated

Business Segment	Number of employees (person)	Increase(+)/Decrease(-) from the previous fiscal year (person)
Motorcycles	8,829	+73
Automobiles	45,469	+1,454
Marine & Power products, etc.	1,098	-70
Common	552	+7
Total	55,948	+1,464

Note: 1. The above are the number of the person working in the Group and do not include the number of the employees who are in leave of absence or seconded outside the 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 17,315 (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
14,405	+16	37 years, 10 months	15 years, 7 months

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

2. In addition to the above, there are 148 (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.	81,417 Million Yen
The Shizuoka Bank, Ltd.	76,293 Million Yen
Syndicated Loan Institutes	70,000 Million Yen
Resona Bank, Ltd.	45,732 Million Yen
Development Bank of Japan Inc.	40,800 Million Yen
Sumitomo Mitsui Trust Bank, Limited	38,577 Million Yen
Mizuho Corporate Bank, Ltd.	30,411 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 14 banks, The Bank of Tokyo-Mitsubishi UFJ, Ltd. being the main arranger, and the other is that created by 21 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	200,000 Million Yen
<u>Actual loan balance</u>	<u>— Million Yen</u>
Variance	200,000 Million Yen

(Contents of the commitment contracts)

Borrowing Bank	Contract Amount	Actual Loan Balance	Outstanding balance
The Bank of Tokyo-Mitsubishi UFJ, Ltd.	84,000 Million Yen	—	84,000 Million Yen
The Shizuoka Bank, Ltd.	38,000 Million Yen	—	38,000 Million Yen
Resona Bank, Ltd.	38,000 Million Yen	—	38,000 Million Yen
Sumitomo Mitsui Trust Bank, Limited	20,000 Million Yen	—	20,000 Million Yen
Mizuho Corporate Bank, Ltd.	20,000 Million Yen	—	20,000 Million Yen
Total	200,000 Million Yen	—	200,000 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** 561,047,304 shares (including 21,497 treasury stocks)
- (3) Number of Shareholders** 45,390 shareholders (-2,526 compared with the end of the previous fiscal year)

### (4) Principal Shareholders

Name	Number of Shares Held	Shareholding Ratio
Volkswagen AG	111,610 thousand shares	19.9%
The Master Trust Bank of Japan, Ltd. (Trust Account)	20,227 thousand shares	3.6%
Japan Trustee Services Bank, Ltd. (Trust Account)	19,749 thousand shares	3.5%
Tokio Marine & Nichido Fire Insurance Co., Ltd.	17,961 thousand shares	3.2%
The Bank of Tokyo-Mitsubishi UFJ, Ltd.	16,000 thousand shares	2.9%
The Shizuoka Bank, Ltd.	14,500 thousand shares	2.6%
Resona Bank, Ltd.	13,000 thousand shares	2.3%
Sompo Japan Insurance Inc.	9,500 thousand shares	1.7%
SSBT OD05 Omnibus Account – Treaty Clients	8,588 thousand shares	1.5%
Nippon Steel & Sumitomo Metal Corporation	7,759 thousand shares	1.4%

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 Concerning the Company's Stock Acquisition Rights, etc.

### (1) Status of the stock acquisition rights granted to Directors/Company Auditors as remuneration for the execution of their duties at the end of this fiscal year

Description of the terms of the stock acquisition rights held by Directors (excluding Outside Directors)

Name (date of resolution of issuance)	Class and number of shares that are the subject of stock acquisition rights	Issue price of shares to be issued upon the exercise of stock acquisition rights	Amount to be paid upon the exercise of stock acquisition rights	Period for the exercise of stock acquisition rights	Number of stock acquisition rights and number of holders of stock acquisition rights	Terms and conditions for the exercise of stock acquisition rights
Suzuki Motor Corporation - First Stock Acquisition Rights (28 June 2012)	Common stock 80,000 shares	1,227 yen per share (Note) 1.	1 yen per share	From 21 July 2012 through 20 July 2042	800 10 people	(Note) 2.

## **(2) Status of the stock acquisition rights granted to Company employees as remuneration for the execution of their duties during this fiscal year**

### **Description of the terms of the stock acquisition rights granted to Managing Officers of the Company who do not concurrently serve as Directors**

Name (date of resolution of issuance)	Class and number of shares that are the subject of stock acquisition rights	Issue price of the shares to be issued upon the exercise of stock acquisition rights	Amount to be paid upon the exercise of stock acquisition rights	Period for the exercise of stock acquisition rights	Number of stock acquisition rights and number of persons who are granted stock acquisition rights	Terms and conditions for the exercise of stock acquisition rights
Suzuki Motor Corporation - First Stock Acquisition Rights (28 June 2012)	Common stock 12,000 shares	1,227 yen per share (Note) 1.	1 yen per share	From 21 July 2012 through 20 July 2042	120 6 people	(Note) 2.

Note: 1.The issue price is calculated by adding the fair value of the stock acquisition rights on the allotment date (1,226 yen per share) and the amount to be paid upon the exercise of the stock acquisition rights (1 yen per share). In addition, the persons who are allotted the stock acquisition rights have set off the amount to be paid upon the exercise of the stock acquisition rights against their remuneration receivables from the Company.

2. (i) A person holding the stock acquisition rights recorded in the stock acquisition rights registry (hereinafter referred to as the "Person with the Stock Acquisition Rights") may exercise these stock acquisition rights only up until the 10<sup>th</sup> day (the next business day if the 10<sup>th</sup> day falls on a non-business day) from the day immediately following the date of resignation as the Company's Director as well as Senior Managing Officer or Managing Officer without the role of Director being served concurrently.
- (ii) If any Person with Stock Acquisition Rights dies, his/her heir may exercise the stock acquisition rights.

#### 4. Matters relating to Directors/Company Auditors

##### (1) Directors and Company 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
Minoru Tamura	* Director & Executive Vice President	Corporate Planning Committee Member & Executive General Manager of Domestic Marketing Representative Director & President of Suzuki Finance Co., Ltd.
Osamu Honda	* Director & Executive Vice President	Corporate Planning Committee Member & Executive General Manager of Automobile Engineering Representative Director & President of Smile FC System Corporation
Toshihiro Suzuki	* Director & Executive Vice President	Corporate Planning Committee Member & Executive General Manager of Corporate Planning Office Director of Chubu Gas Co., Ltd.
Yasuhito Harayama	* Director & Executive Vice President	Corporate Planning Committee Member & Executive General Manager of Business Development
Shinzo Nakanishi	Director & Senior Managing Officer	President of Maruti Suzuki India Ltd.
Toyokazu Sugimoto	Director & Senior Managing Officer	In charge of Corporate Planning Management of Corporate Planning Office
Masanori Atsumi	Director & Senior Managing Officer	Executive General Manager of Quality Control
Naoki Aizawa	Director & Senior Managing Officer	Executive General Manager of Manufacturing
Eiji Mochizuki	Director & Senior Managing Officer	Executive General Manager of Global Purchasing Center
Masakazu Iguchi	Director	
Sakutaro Tanino	Director	
Tamotsu Kamimura	Full-Time Company Auditor	
Kunio Nakamura	Full-Time Company Auditor	
Shin Ishizuka	Company Auditor	Attorney-at-Law
Masataka Osuka	Company Auditor	Representative Director & Chairman of the Board of Directors of Hamakyorex Co., Ltd.
Norio Tanaka	Company Auditor	Certified Public Accountant

Note:

1. “\*” denotes the representative director of our Company.
2. Among Directors, Mr. Masakazu Iguchi and Mr. Sakutaro Tanino are the outside directors as stipulated

in Article 2, Item 15 of Companies Act of Japan and also the independent director/auditor under the rules of the Tokyo Stock Exchange, Inc.

3. Among Company Auditors, Mr. Shin Ishizuka, Mr. Masataka Osuka and Mr. Norio Tanaka are the outside company auditors as stipulated in Article 2, Item 16 of Companies Act of Japan and also the independent director/auditor under the rules of the Tokyo Stock Exchange, Inc.
4. Among Company Auditors, Mr. Tamotsu Kamimura and Mr. Kunio Nakamura had been engaged in accounting and financing businesses of our Company for a long period and Mr. Norio Tanaka is the qualified Certified Public Accountant, and they have enough knowledge and experiences in relation to finance and accounting.
5. Retired Company Auditors during this fiscal year are as follows.

<As of 28 June 2012>

Full-Time Company Auditor Yoshitaka Suzuki  
 Company Auditor Nobuyasu Horiuchi  
 Company Auditor Katsuhiko Kume

6. Changes of the areas in charge, of the directors after the end of this fiscal year are as follows.

<As of 1 April 2013>

Name	Position and Area in charge
Shinzo Nakanishi	Director & Senior Managing Officer In charge of India of Global Automobile Marketing
Eiji Mochizuki	Director & Senior Managing Officer Executive General Manager of Motorcycle Operations

7. Senior Managing Officer and Managing Officers who are not concurrently a Director as of 1 May 2013 are as follows.

Senior Managing Officer	Kenichi Ayukawa	Managing Officer	Motoo Murakami
Managing Officer	Ichizo Aoyama	Managing Officer	Masato Kasai
Managing Officer	Toshiaki Hasuike	Managing Officer	Izumi Oishi
Managing Officer	Hiroyasu Uchida	Managing Officer	Taisuke Toyoda
Managing Officer	Takashi Iwatsuki	Managing Officer	Masahiko Nagao
Managing Officer	Kazuo Hakamata	Managing Officer	Tatsuyoshi Okusa
Managing Officer	Hiroaki Matsuura	Managing Officer	Tomoyoshi Aiso
Managing Officer	Seiichi Furusho	Managing Officer	Akira Kato
Managing Officer	Tsuneo Ohashi	Managing Officer	Hirofumi Nagao
Managing Officer	Tadashi Kondo		

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

Classification	Total amount of remuneration, etc.	Amount of each type of remuneration, etc			Number of payees
		Basic remuneration	Stock Options	Bonus	
Directors (excluding outside Directors)	¥604 million	¥343 million	73	¥187 million	10 people
Company Auditors (excluding outside Company Auditors)	¥53 million	¥38 million	-	¥15 million	3 people
Outside Directors/Company Auditors	¥24 million	¥17 million	-	¥7 million	7 people

Notes:

1. The amount of remuneration limit for Directors (¥80 million per month) was resolved at the 135<sup>th</sup> Ordinary General Meeting of Shareholders held on 28 June 2001.
2. The amount of remuneration limit for Company Auditors (¥8 million per month) was resolved at the 123<sup>rd</sup> Ordinary General Meeting of Shareholders held on 29 June 1989.
3. The maximum amount of remuneration for Directors for stock options as compensation (¥170 million per year) was resolved at the 146<sup>th</sup> Ordinary General Meeting of Shareholders held on 28 June 2012.
4. The above-mentioned bonus was recorded as allowance for directors' and company auditors' bonuses at the end of this fiscal year and treated as expenses of this fiscal year.
5. The above includes three Company Auditors who retired at the closure of the 146<sup>th</sup> Ordinary General Meeting of Shareholders held on 28 June 2012.
6. In addition to the above, ¥7 million was paid to one retired Director and ¥9 million was paid to two retired outside Company Auditors as retirement benefits for Directors and Company Auditors under the resolution at the 140<sup>th</sup> Ordinary General Meeting of Shareholders held on 29 June 2006.

### **(3) Policy on determining the amount of remuneration, etc. for Directors/Company Auditors**

Remuneration for Directors/Company Auditors consists of basic remuneration, bonuses and stock options with respect to Directors, and basic remuneration and bonuses with respect to Company Auditors.

While the Company discontinued its retirement benefits plan for Directors and Company Auditors at the 140<sup>th</sup> Ordinary General Meeting of Shareholders, held on 29 June 2006, it has introduced the granting of stock options as compensation with a view toward strengthening Directors' connection to the Company's performance and stock price and ensuring that Directors share with shareholders not only the benefits of any increases in the stock price, but also the risks of any declines, pursuant to the approval granted at the 146<sup>th</sup> Ordinary General Meeting of Shareholders, held on 28 June 2012.

#### **(Directors)**

As for basic remuneration, the amount of remuneration limit (monthly amount) for all Directors shall be determined by a resolution of a General Meeting of Shareholders, and the amount of remuneration for each Director shall be determined by the representative Director who is authorized by the Board of Directors in consideration of the duties and responsibilities of each Director to enhance the corporate value in each fiscal year and on a mid- and long-term basis.

As for bonuses, the Board of Directors will decide on a proposal regarding bonus payments to Directors/Company Auditors in consideration of the management environment and the Company's performance in each fiscal year, and the representative Director who is authorized by the Board of Directors will decide, pursuant to the approval of a General Meeting of Shareholders concerning the total amount of the bonus, the amount of the bonus for each Director that reflects each Director's achievement of his or her duties and responsibilities.

As for granting stock options as compensation, the Board of Directors will decide, pursuant to the approval of a General Meeting of Shareholders concerning the maximum amount of remuneration, etc. with respect to the stock acquisition rights in each fiscal year, the allocation of stock acquisition rights to each Director (excluding Outside Directors).

#### **(Company Auditors)**

As for basic remuneration, the amount of remuneration limit (monthly amount) for all Company Auditors shall be determined by a resolution of a General Meeting of Shareholders. As for bonuses, the total amount of bonuses shall be determined through the approval of a General Meeting of Shareholders in each fiscal year.

The amount of the basic remuneration and bonus for each Company Auditor shall be determined

through consultations among Company Auditors in proportion to each Company Auditor's duties and responsibilities.

#### **(4) Matters concerning Outside Directors/Company Auditors**

##### **Relationship to the Company of important concurrent offices and the status of major activities in this fiscal year**

###### 1) Masakazu Iguchi, Director

- Mr. Iguchi attended all eleven (11) meetings of the Board of Directors held in this fiscal year (after he assumed office as Director), and thirty (30) or more in total of the monthly reporting meetings of the actual status of each department, review meetings of the proposed operating plans of each department, inspections of each factory, product planning meetings, technical strategy meetings and the company-wide event at the beginning of each fiscal year, etc. In addition, he has conducted individual interviews and meetings to exchange opinions with Directors/Company Auditors and employees several times a month in order to determine the actual status of each department, and has actively and energetically expressed his opinions including on the presentation of problems based on his ample academic expertise as a doctor of engineering in order to supervise and give advice on management from time to time.
- In addition to the above, he has proposed creating a culture in which Directors/Company Auditors and employees may be creatively and challengingly engaged. The Company has delivered a message to all employees that reflects his proposal.

###### 2) Sakutaro Tanino, Director

- Mr. Tanino attended eight (8) out of the eleven (11) meetings of the Board of Directors held in this fiscal year (after he assumed office as Director) and thirty (30) or more in total of the monthly reporting meetings of the actual status of each department, review meetings of the proposed operating plans of each department, inspections of each factory, product planning meetings and the company-wide event at the beginning of each fiscal year, etc. In addition, he has conducted individual interviews with Directors/Company Auditors and employees at least once a month in order to determine the actual status of each department, and has actively and energetically expressed his opinions including on the presentation of problems based on his longtime international experience in order to supervise and give advice on management from time to time.
- In addition to the above, he has conducted lectures with respect to international events that might affect the Company's operations and to prevent risks to Directors/Company Auditors and employees who are responsible for international sales.

###### 3) Shin Ishizuka, Company Auditor

- Mr. Ishizuka attended all fifteen (15) meetings of the Board of Directors and all seven (7) meetings of the Board of Company Auditors that were held in this fiscal year, and expressed his opinions based on his knowledge as an attorney-at-law.

###### 4) Masataka Osuka, Company Auditor

- Mr. Osuka concurrently serves as Representative Director and Chairman of Hamakyorex Co., Ltd. Hamakyorex Co., Ltd. has no business relationship with the Company.
- He attended nine (9) out of the eleven (11) meetings of the Board of Directors, and four (4) out of the six (6) meetings of the Board of Company Auditors that were held in this fiscal year (after he assumed office as Company Auditor), and expressed his opinions based on his knowledge as a company manager.

###### 5) Norio Tanaka, Company Auditor

- Mr. Tanaka attended all eleven (11) meetings of the Board of Directors and all six (6) meetings of the Board of Company Auditors that were held in this fiscal year (after he assumed office as Company Auditor), and expressed his opinions based on his knowledge as a certified public accountant.

## **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. ¥87 million
- 2) Total amount of monetary and other property profit to be paid by the Company and its subsidiaries ¥90 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. 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 Company Auditors shall dismiss the Accounting Auditor upon consent of all the Company 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 Company Auditors or a request of the Board of Company 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**

- 1) 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.
- 2) 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.

- 3) Company Auditors audit the execution of duties of Directors in accordance with the audit policies and work responsibilities set by the Board of Company 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 is made efficiently**

- 1) As the basic system to ensure that Directors’ execution of their duties is 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.
- 2) 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**

- 1) 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.
- 2) 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.
- 3) 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.
- 4) 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 Company Auditors when the Company Auditor decides to have the employees**

- 1) The secretariat of the Board of Company Auditors shall be established in the Audit Department.
- 2) The assistants of the business of the Company Auditors shall be placed as required.

**(8) Matters for independence of the employees mentioned in (7) above from the Directors**

- 1) The hiring, transfer and discipline of the assistants of the Company Auditors shall be consulted with the Company Auditor previously appointed by the Board of Company Auditors.
- 2) The Company Auditor appointed by the Board of Company Auditors may request the change of the assistant at any time. The Directors shall not deny the request without reasonable reasons.
- 3) The personal evaluation of the assistant of the Company Auditors shall be consulted with the Company Auditor appointed by the Board of Company Auditors.

**(9) System for Directors and employees to report to Company Auditors and other system for reporting to the Company Auditors**

- 1) Approval Procedures, Affiliated Company Consultation Documents and minutes of the management councils shall be circulated to the Company Auditors, and any other references requested by the Company Auditors shall be provided.
- 2) Company 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
- 3) The Corporate Ethics Committee shall report to the Board of Company 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 Company Auditors**

- 1) 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 Company Auditors and the Accounting Auditor, from the viewpoints of compliance, internal control and management efficiency.
- 2) The Company Auditors may use the external advisers including attorneys, certified public accountants and others in implementing audit as required.

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## **Consolidated Balance Sheets**

(As of 31 March 2013)

(Amount: Yen in million)

Account Title	Amount	Account Title	Amount
<b>Assets</b>		<b>Liabilities</b>	
<b>Current assets</b>	<b>1,560,218</b>	<b>Current liabilities</b>	<b>884,616</b>
Cash and deposits	279,009	Accounts payable-trade	350,472
Notes and accounts receivables-trade	253,237	Short-term loans payable	171,790
Short-term investment securities	559,609	Current portion of long-term loans payable	35,299
Merchandise and finished goods	183,195	Accrued expenses	155,519
Work in process	30,334	Income taxes payable	21,420
Raw materials and supplies	47,850	Provision for product warranties	57,656
Deferred tax assets	93,307	Provision for directors' bonuses	273
Other	119,561	Provision for loss on liquidation of subsidiaries and affiliates	5,521
Allowance for doubtful accounts	(5,887)	Other	86,662
		<b>Noncurrent liabilities</b>	<b>304,464</b>
<b>Noncurrent assets</b>	<b>927,416</b>	Long-term loans payable	220,392
<b>Property, plant and equipment</b>	<b>608,460</b>	Deferred tax liabilities	111
Buildings and structures, net	123,940	Provision for retirement benefits	37,903
Machinery and equipment, net	173,455	Provision for directors' retirement benefits	1,330
Tools, furniture and fixtures, net	20,476	Provision for disaster	17,214
Land	211,512	Provision for product liabilities	3,935
Construction in progress	79,075	Provision for recycling expenses	1,959
<b>Intangible assets</b>	<b>10,618</b>	Other	21,617
Goodwill	7,633	<b>Total liabilities</b>	<b>1,189,081</b>
Other	2,985	<b>Net assets</b>	
<b>Investment and other assets</b>	<b>308,337</b>	<b>Shareholders' equity</b>	<b>1,194,597</b>
Investment securities	216,332	Capital stock	138,014
Long-term loans receivable	528	Capital surplus	144,364
Deferred tax assets	36,179	Retained earnings	912,304
Other	56,039	Treasury stock	(86)
Allowance for doubtful accounts	(743)	<b>Accumulated Other Comprehensive Income</b>	<b>(47,642)</b>
		Valuation difference on available-for-sale securities	58,888
		Deferred gains or losses on hedges	1,687
		Foreign currency translation adjustment	(108,218)
		<b>Subscription rights to shares</b>	<b>84</b>
		<b>Minority interests</b>	<b>151,513</b>
		<b>Total net assets</b>	<b>1,298,553</b>
<b>Total assets</b>	<b>2,487,635</b>	<b>Total liabilities and net assets</b>	<b>2,487,635</b>

[Note] Amounts less than one million yen are rounded down.

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## **Consolidated Statements of Income**

(1 April 2012 – 31 March 2013)

(Amount: Yen in million)

Account Title	Amount	
<b>Net sales</b>		<b>2,578,317</b>
Cost of sales		1,919,218
<b>Gross profit</b>		<b>659,098</b>
Selling, general and administrative expenses		514,534
<b>Operating income</b>		<b>144,564</b>
Non-operating income		
Interest income	16,387	
Dividends income	3,162	
Reversal of allowance for investment loss	26	
Rent income on noncurrent assets	1,532	
Equity in earnings of affiliates	664	
Other	12,399	34,172
Non-operating expenses		
Interest expenses	5,510	
Loss on valuation of securities	3,849	
Depreciation of assets for rent	286	
Provision of allowance for doubtful accounts	327	
Foreign exchange losses	1,898	
Other	11,271	23,143
<b>Ordinary income</b>		<b>155,593</b>
Extraordinary income		
Gain on sales of noncurrent assets	967	967
Extraordinary loss		
Loss on sales of noncurrent assets	1,168	
Impairment loss	458	
Loss on liquidation of subsidiaries and affiliates	15,531	17,157
<b>Income before income taxes</b>		<b>139,403</b>
Income taxes-current	40,405	
Income taxes-deferred	7,971	48,377
<b>Income before minority interests</b>		<b>91,026</b>
Minority interests in income		10,636
<b>Net income</b>		<b>80,389</b>

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## **Consolidated Statements of Changes in Net Assets**

(1 April 2012– 31 March 2013)

(Amount: Yen in million)

	Shareholders' equity				
	Capital stock	Capital surplus	Retained earnings	Treasury stock	Total shareholders' equity
<b>Balance at beginning of current fiscal year</b>	<b>138,014</b>	<b>144,364</b>	<b>834,296</b>	<b>(81)</b>	<b>1,116,594</b>
<b>Changes of items during the period</b>					
Dividends from surplus			(8,976)		(8,976)
Change in equity			6,595		6,595
Net income			80,389		80,389
Purchase of treasury stock				(5)	(5)
Net changes of items other than shareholders' equity					
<b>Total changes of items during the period</b>	<b>-</b>	<b>-</b>	<b>78,008</b>	<b>(5)</b>	<b>78,003</b>
<b>Balance at end of current fiscal year</b>	<b>138,014</b>	<b>144,364</b>	<b>912,304</b>	<b>(86)</b>	<b>1,194,597</b>

	Accumulated other comprehensive income				Subscription rights to shares	Minority Interests	Total net assets
	Valuation difference on available-for-sale securities	Deferred gains or losses on hedges	Foreign currency translation adjustment	Total accumulated other comprehensive income			
<b>Balance at beginning of current fiscal year</b>	<b>29,865</b>	<b>(1,119)</b>	<b>(157,591)</b>	<b>(128,845)</b>	<b>-</b>	<b>124,009</b>	<b>1,111,757</b>
<b>Changes of items during the period</b>							
Dividends from surplus							(8,976)
Change in equity							6,595
Net income							80,389
Purchase of treasury stock							(5)
Net changes of items other than shareholders' equity	29,022	2,807	49,373	81,203	84	27,504	108,792
<b>Total changes of items during the period</b>	<b>29,022</b>	<b>2,807</b>	<b>49,373</b>	<b>81,203</b>	<b>84</b>	<b>27,504</b>	<b>186,796</b>
<b>Balance at end of current fiscal year</b>	<b>58,888</b>	<b>1,687</b>	<b>(108,218)</b>	<b>(47,642)</b>	<b>84</b>	<b>151,513</b>	<b>1,298,553</b>

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## **Non-Consolidated Balance Sheets**

(As of 31 March 2013)

(Amount: Yen in million)

Account Title	Amount	Account Title	Amount
<b>Assets</b>		<b>Liabilities</b>	
<b>Current assets</b>	<b>921,352</b>	<b>Current liabilities</b>	<b>663,178</b>
Cash and deposits	156,442	Accounts payable-trade	285,378
Notes receivable-trade	1,527	Short-term loans payable	126,810
Accounts receivable-trade	142,794	Current portion of long-term loans payable	9,600
Short-term investment securities	430,900	Lease obligations	4
Merchandise and finished goods	40,701	Accounts payable-other	7,311
Work in process	14,840	Accrued expenses	88,900
Raw materials and supplies	8,295	Income taxes payable	14,295
Prepaid expenses	703	Advances received	4,294
Deferred tax assets	67,926	Deposits received	75,718
Short-term loans receivable	457	Provision for product warranties	43,611
Short-term loans receivable to subsidiaries and affiliates	11,732	Provision for directors' bonuses	210
Accounts receivable-other	40,660	Provision for loss on liquidation of subsidiaries and affiliates	6,629
Other	7,063	Other	412
Allowance for doubtful accounts	(2,693)	<b>Noncurrent liabilities</b>	<b>217,169</b>
<b>Noncurrent assets</b>	<b>720,347</b>	Long-term loans payable	174,200
<b>Property, plant and equipment</b>	<b>194,434</b>	Provision for retirement benefits	11,862
Buildings, net	51,288	Provision for directors' retirement benefits	1,304
Structures, net	10,533	Provision for disaster	11,955
Machinery and equipment, net	20,048	Provision for product liabilities	3,935
Vehicles, net	311	Provision for recycling expenses	1,959
Tools, furniture and fixtures, net	6,842	Asset retirement obligations	393
Land	102,966	Long-term guarantee deposited	11,559
Construction in progress	2,442	<b>Total liabilities</b>	<b>880,347</b>
<b>Intangible assets</b>	<b>215</b>	<b>Net assets</b>	
Right of using facilities	215	<b>Shareholders' equity</b>	<b>702,107</b>
<b>Investment and other assets</b>	<b>525,697</b>	<b>Capital stock</b>	<b>138,014</b>
Investment securities	197,619	<b>Capital surplus</b>	<b>144,364</b>
Stocks of subsidiaries and affiliates	227,703	Legal capital surplus	144,364
Investments in capital	2	<b>Retained earnings</b>	<b>419,772</b>
Investments in capital of subsidiaries and affiliates	43,130	Legal retained earnings	8,269
Long-term loans receivable	196	Other retained earnings	411,502
Long-term loans receivable from subsidiaries and affiliates	21,424	Reserve fund for special depreciation	249
Long-term prepaid expenses	113	Reserve for advanced depreciation of noncurrent assets	5,323
Deferred tax assets	19,665	General reserve	368,000
Other	19,715	Retained earnings brought forward	37,929
Allowance for doubtful accounts	(19)	<b>Treasury stock</b>	(44)
Allowance for investment loss	(3,853)	<b>Valuation and translation adjustments</b>	<b>59,160</b>
		Valuation difference on available-for-sale securities	56,958
		Deferred gains or losses on hedges	2,202
		<b>Subscription rights to shares</b>	84
		<b>Total net assets</b>	<b>761,353</b>
<b>Total assets</b>	<b>1,641,700</b>	<b>Total liabilities and net assets</b>	<b>1,641,700</b>

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## **Non-Consolidated Statements of Income**

(1 April 2012 – 31 March 2013)

(Amount: Yen in million)

Account Title	Amount	
<b>Net sales</b>		<b>1,422,595</b>
Cost of sales		
Beginning finished goods	35,213	
Cost of products manufactured	1,063,816	
Total	1,099,029	
Transfer to other account	1,188	
Ending finished goods	36,525	1,061,315
<b>Gross profit</b>		<b>361,280</b>
Selling, general and administrative expenses		
Selling expenses	172,278	
General and administrative expenses	112,569	284,848
<b>Operating income</b>		<b>76,431</b>
Non-operating income		
Interest income	759	
Interest on securities	616	
Dividends income	4,758	
Rent income on noncurrent assets	2,401	
Foreign exchange gains	1,443	
Miscellaneous income	2,480	12,459
Non-operating expenses		
Interest expenses	1,325	
Depreciation of assets for rent	1,181	
Provision of allowance for doubtful accounts	10	
Provision of allowance for investment loss	4,534	
Loss on valuation of securities	3,845	
Miscellaneous expenses	1,247	12,143
<b>Ordinary income</b>		<b>76,748</b>
Extraordinary income		
Gain on sales of noncurrent assets	373	
Gain on sales of investment securities	2,212	2,586
Extraordinary loss		
Loss on sales of noncurrent assets	30	
Impairment loss	130	
Loss on liquidation of subsidiaries and affiliates	10,506	10,667
<b>Income before income taxes</b>		<b>68,666</b>
Income taxes-current	15,760	
Income taxes-deferred	16,501	32,261
<b>Net income</b>		<b>36,405</b>

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## **Non-Consolidated Statements of Changes in Net Assets**

(1 April 2012 – 31 March 2013)

(Amount: Yen in million)

	Shareholders' equity							
	Capital stock	Capital surplus		Retained earnings			Treasury stock	Total shareholders' equity
		Legal capital surplus	Total capital surplus	Legal retained earnings	Other retained earnings [Note] 1	Total retained earnings		
<b>Balance at beginning of current fiscal year</b>	<b>138,014</b>	<b>144,364</b>	<b>144,364</b>	<b>8,269</b>	<b>384,073</b>	<b>392,343</b>	<b>(38)</b>	<b>674,684</b>
<b>Changes of items during the period</b>								
Dividends from surplus					(8,976)	(8,976)		(8,976)
Net income					36,405	36,405		36,405
Purchase of treasury stock							(5)	(5)
Net changes of items other than shareholders' equity								
<b>Total changes of items during the period</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>27,428</b>	<b>27,428</b>	<b>(5)</b>	<b>27,423</b>
<b>Balance at end of current fiscal year</b>	<b>138,014</b>	<b>144,364</b>	<b>144,364</b>	<b>8,269</b>	<b>411,502</b>	<b>419,772</b>	<b>(44)</b>	<b>702,107</b>

	Valuation and translation adjustments			Subscription rights to shares	Total net assets
	Valuation difference on available-for-sale securities	Deferred gains or losses on hedges	Total valuation and translation adjustments		
<b>Balance at beginning of current fiscal year</b>	<b>29,287</b>	<b>(679)</b>	<b>28,608</b>	<b>-</b>	<b>703,292</b>
<b>Changes of items during the period</b>					
Dividends from surplus					(8,976)
Net income					36,405
Purchase of treasury stock					(5)
Net changes of items other than shareholders' equity	27,670	2,881	30,552	84	30,637
<b>Total changes of items during the period</b>	<b>27,670</b>	<b>2,881</b>	<b>30,552</b>	<b>84</b>	<b>58,060</b>
<b>Balance at end of current fiscal year</b>	<b>56,958</b>	<b>2,202</b>	<b>59,160</b>	<b>84</b>	<b>761,353</b>

(This is an English translation of the original Notice in the Japanese language mailed to shareholders in Japan and is for reference purpose only. If there are any discrepancies between this document and the original Japanese Notice, the original Japanese Notice prevails.)

[Notes] 1. Breakdown of “Other retained earnings” is as follows.

(Amount: Yen in million)

	Reserve fund for special depreciation	Reserve for advanced depreciation of noncurrent assets	General reserve	Retained earnings brought forward	Total other retained earnings
<b>Balance at beginning of current fiscal year</b>	<b>344</b>	<b>5,119</b>	<b>360,000</b>	<b>18,610</b>	<b>384,073</b>
<b>Changes of items during the period</b>					
Reversal of reserve fund for special depreciation	(94)			94	-
Accumulation of Reserve for advanced depreciation of noncurrent assets		461		(461)	-
Reversal of Reserve for advanced depreciation of noncurrent assets		(258)		258	-
Accumulation of General reserve			8,000	(8,000)	
Dividends from surplus				(8,976)	(8,976)
Net income				36,405	36,405
<b>Total changes of items during the period</b>	<b>(94)</b>	<b>203</b>	<b>8,000</b>	<b>19,318</b>	<b>27,428</b>
<b>Balance at end of current fiscal year</b>	<b>249</b>	<b>5,323</b>	<b>368,000</b>	<b>37,929</b>	<b>411,502</b>

2. Amounts less than one million yen are rounded down.

## **Copy of Report of Accounting Auditor on Consolidated Financial Statements**

### **Report of Independent Auditor**

8 May 2013

To the Board of Directors of  
Suzuki Motor Corporation

Seimei Audit Corporation  
Satoru Imamura (seal)  
Designated and Engagement Partner  
Certified Public Accountant  
Koji Sato (seal)  
Designated and Engagement Partner  
Certified Public Accountant

We have audited the accompanying consolidated financial statements of Suzuki Motor Corporation and its subsidiaries, which comprise the consolidated balance sheets as at 31 March 2013, the consolidated statement of income, the consolidated statements of changes in equity and the notes to consolidated financial statements, for the consolidated fiscal year from 1 April 2012 to 31 March 2013 in accordance with Article 444 (4) of the Companies Act of Japan.

#### **Management's Responsibility for the Consolidated Financial Statements**

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with accounting principles generally accepted in Japan, and for such internal control as management determines is necessary to enable the preparation and fair presentation of the consolidated financial statements that are free from material misstatement, whether due to fraud or error.

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit 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 from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

#### **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 consolidated subsidiaries as at 31 March 2013, and the consolidated results of their operations for the year then ended, in accordance with accounting principles generally accepted in Japan.

#### **No Interest**

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**

8 May 2013

To the Board of Directors of  
Suzuki Motor Corporation

Seimei Audit Corporation  
Satoru Imamura (seal)  
Designated and Engagement Partner  
Certified Public Accountant  
Koji Sato (seal)  
Designated and Engagement Partner  
Certified Public Accountant

We have audited the accompanying financial statements of Suzuki Motor Corporation, which comprise the balance sheets as at the end of 31 March 2013, the statement of income, the statement of changes in equity and the notes to financial statements, as well as their supplementary schedules, for the fiscal year from 1 April 2012 to 31 March 2013 in accordance with Article 436 (2) (i) of the Companies Act of Japan.

Management's Responsibility for the Financial Statements, etc.

Management is responsible for the preparation and fair presentation of these financial statements and their supplementary schedules in accordance with accounting principles generally accepted in Japan, and for such internal control as management determines is necessary to enable the preparation and fair presentation of the financial statements and their supplementary schedules that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements and their supplementary schedules based on our audit. We conducted our audit 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 from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements and their supplementary schedules. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements and their supplementary schedules, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the equity's preparation and fair presentation of the financial statements and their supplementary schedules in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements and their supplementary schedules.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

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 as at 31 March 2013, and the results of their operations for the year then ended, in accordance with accounting principles generally accepted in Japan.

No Interest

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 Company Auditors**

### **Audit Report**

With respect to the Directors' performance of their duties during the 147th fiscal year from 1 April 2012 to 31 March 2013, the Board of Company Auditors has prepared this audit report after deliberations based on the audit reports prepared by Company Auditor, and hereby report as follows:

#### **1. Method and Contents of Audit by Company Auditors and the Board of Company Auditors**

The Board of Company Auditors has established the audit policies, assignment of duties, etc. and received a report from Company Auditor regarding the status of implementation of their audits and results thereof. In addition, the Board of Company 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., Company 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, Company Auditor periodically received reports from the Directors and other employees, requested explanations as necessary and expressed opinions about 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) as mentioned in the business report, and (ii) the systems (internal control systems) based on such resolutions. With respect to the subsidiaries, Company 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, Company Auditor examined the business report and the supplementary schedules thereto for the business year under consideration.

In addition, company 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. Company 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, Company Auditor examined the financial statements (the balance sheets, 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 sheets, 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.**

- 1) 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.
- 2) 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.
- 3) 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 contents of the business report and 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.

9 May 2013

Board of Company Auditors of Suzuki Motor Corporation

Company Auditor (Full-time):	Tamotsu Kamimura (seal)
Company Auditor (Full-time):	Kunio Nakamura (seal)
Company Auditor (Outside):	Shin Ishizuka (seal)
Company Auditor (Outside):	Masataka Osuka (seal)
Company Auditor (Outside):	Norio Tanaka (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 based on the performances, dividend payout ratio, strengthening of the corporate nature and full internal reserve for future business expansion from the medium to long term viewpoint, with the emphasis on the continuous and stable distribution.

As to this FY2012, the Group was able to record the highest ever consolidated net income by covering the factors of income decrease such as the sales decrease in Europe and the impact of the exchange rate, with the factors of income increase such as the increase of automobile sales in Japan and Asia, and cost reduction.

Although the management environment is still expected to be grim, the Company plans to distribute year-end dividends amounting to ¥10.00 per share for this fiscal year. As a result, the annual dividends including interim dividends will be ¥18.00 per share and up by ¥3.00 per share from the previous fiscal year.

#### 1. Matters for year-end dividend

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

¥10 per ordinary share of the Company

Total amount ¥5,610,258,070

##### (2) Effective date of distribution of surplus

28 June 2013

#### 2. Matters for other disposals of the surplus

##### (1) Item and amount of the increased surplus

General Reserve ¥24,000,000,000

##### (2) Items and amount of the decreased surplus

Retained earnings brought forward ¥24,000,000,000

## Agenda Item 2: Election of Nine (9) Directors

The term of office of each of the twelve (12) current Directors are due to expire at the close of this General Meeting of Shareholders. It is proposed that nine (9) Directors be elected at the meeting.

The names and particulars of the candidates for the position of Director are provided below.

Candidate No.	Name (Date of birth)	Resume, current position and area in charge in the Company, 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)	<p>Apr. 1958    Joined the Company</p> <p>Nov. 1963    Director of the Company</p> <p>Dec. 1967    Managing Director</p> <p>Nov. 1973    Senior Managing Director</p> <p>Jun. 1977    Representative Director &amp; Senior Managing Director</p> <p>Jun. 1978    Representative Director &amp; President</p> <p>Jun. 2000    Representative Director &amp; Chairman of the Board</p> <p>Dec. 2008    Representative Director &amp; Chairman of the Board &amp; 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>	543,300	<p>Chairman of Suzuki Foundation</p> <p>Chairman of Suzuki Education and Culture Foundation</p> <p>(Note)</p>
2	Minoru Tamura (21 Jun. 1948)	<p>Apr. 1972    Joined the Company</p> <p>Apr. 2003    General Manager of West Japan Automobile Marketing Department</p> <p>Jun. 2003    Director of the Company</p> <p>Jun. 2006    Director &amp; Senior Managing Officer</p> <p>Sep. 2007    Appointed as Executive General Manager of Domestic Marketing, &amp; Representative Director &amp; President of Suzuki Finance Co., Ltd.</p> <p>Dec. 2008    Representative Director &amp; Senior Managing Director</p> <p>Apr. 2011    Appointed as Corporate Planning Committee Member, &amp; Executive General Manager of Domestic Marketing, &amp; Representative Director &amp; President of Suzuki Finance Co., Ltd.</p> <p>Jun. 2011    Representative Director &amp; Executive Vice President (To the present)</p>	17,400	None

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3	Osamu Honda (6 Oct. 1949)	<p>Apr. 1973    Joined the Company</p> <p>Jan. 2006    In charge of Powertrain, and Chief Engineer of Vehicle Line VI</p> <p>Jun. 2006    Managing Officer</p> <p>May 2007    Senior Managing Officer</p> <p>Jun. 2009    Director &amp; Senior Managing Officer</p> <p>Feb. 2010    Appointed as Executive General Manager of Automobile Engineering</p> <p>Apr. 2011    Appointed as Corporate Planning Committee Member &amp; Executive General Manager of Automobile Engineering</p> <p>Jun. 2011    Representative Director &amp; Executive Vice President (To the present) (Important concurrent office) Representative Director &amp; President of Smile FC System Corporation</p>	15,000	None
4	Toshihiro Suzuki (1 Mar. 1959)	<p>Jan. 1994    Joined the Company</p> <p>Apr. 2003    Executive General Manager of Product Planning Operations</p> <p>Jun. 2003    Director of the Company</p> <p>Jun. 2006    Director &amp; Senior Managing Officer</p> <p>Jan. 2008    Appointed as Executive General Manager of Global Marketing</p> <p>Apr. 2011    Appointed as Corporate Planning Committee Member &amp; Executive General Manager of Corporate Planning Office</p> <p>Jun. 2011    Representative Director &amp; Executive Vice President (To the present) (Important concurrent office) Director of Chubu Gas Co., Ltd.</p>	48,500	None

5	Yasuhito Harayama (22 Jun. 1956)	<p>Apr. 1979    Joined Ministry of International Trade and Industry (now Ministry of Economy, Trade and Industry)</p> <p>Jul. 2009    Exited from the Ministry Joined the Company Managing Officer</p> <p>Feb. 2010    Appointed as Executive General Manager of Global Alliance</p> <p>Jun. 2010    Director &amp; Senior Managing Officer</p> <p>Apr. 2011    Appointed as Corporate Planning Committee Member &amp; Executive General Manager of Business Development</p> <p>Jun. 2011    Representative Director &amp; Executive Vice President (To the present)</p>	6,100	None
6	Naoki Aizawa (28 Nov. 1951)	<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 Officer</p> <p>Jan. 2008    Appointed as in charge of Kosai, Toyokawa &amp; Takatuka Plants, Manufacturing, and General Manager of Kosai Plant</p> <p>Apr. 2009    Senior Managing Officer Appointed as Executive General Manager of Manufacturing</p> <p>Jun. 2009    Director &amp; Senior Managing Officer (To the present)</p>	9,150	None
7	Eiji Mochizuki (5 Mar. 1955)	<p>Feb. 1984    Joined the Company</p> <p>Apr. 2003.    Executive General Manager of Product Development Operations &amp; General Manager of Product Project II</p> <p>Jun. 2003    Director of the Company</p> <p>Jun. 2006    Director &amp; Senior Managing Officer</p> <p>Jan. 2012    Appointed as Executive General Manager of Global Purchasing Center</p> <p>April. 2013    Appointed as Executive General Manager of Motorcycle Operations (To the present)</p>	9,900	None
8	Masakazu Iguchi (22 Nov. 1934)	<p>Feb. 1973    Professor of Faculty of Engineering, the University of Tokyo</p> <p>Apr. 1995    Professor emeritus of Faculty of Engineering, the University of Tokyo</p> <p>Jun. 1995    Executive Vice President &amp; Head of Japan Automobile Research Institute</p> <p>May 2003    Counselor of Japan Automobile</p>	200	None

		Apr. 2007 Jun. 2012 Mar. 2013	Research Institute Technical Counselor of Railway Technical Research Institute Director of the Company Resigned from Technical Counselor of Railway Technical Research Institute (To the present)		
9	Sakutaro Tanino (6 Jun. 1936)	Apr. 1960 Sep. 1995 Apr. 1998 Apr. 2001 Jun. 2001 Jun. 2002 Jun. 2007 Jun. 2012	Joined Ministry of Foreign Affairs Ambassador of Japan to India Ambassador of Japan to China Exited from the Ministry Director of Toshiba Corporation Vice Chairman of Japan-China Friendship Center Resigned from Director of Toshiba Corporation Counselor of Japan-China Friendship Center Director of the Company (To the present)	0	None

**Notes:**

1. The Company pays operational funds, etc to Suzuki Foundation and Suzuki Education and Culture Foundation.
2. Mr. Masakazu Iguchi and Mr. Sakutaro Tanino are the candidates of the outside directors as stipulated in Article 2, Item 15 of Companies Act of Japan. In addition, they have been filed as the independent director/auditor under the rules of the Tokyo Stock Exchange, Inc and will, when elected, continue to be the independent director/auditor.
3. The reason why the Company elects Mr. Masakazu Iguchi as a candidate of the outside director is that the Company finds that he is the suitable person to give appropriate advice related to the management of the Company in the manufacturing industry based on his ample academic expertise as a doctor of engineering. His term in office as Director of the Company will be 1 year as of the close of this General Meeting of Shareholders.
4. The reason why the Company elects Mr. Sakutaro Tanino as a candidate of the outside director is that the Company finds that he is the suitable person to give appropriate advice related to the management of the Company from the international viewpoints based on his ample experience and knowledge as a diplomat. His term in office as Director of the Company will be 1 year as of the close of this General Meeting of Shareholders.

**Agenda Item 3: Payment of Bonuses to Directors and Company Auditors**

It is proposed that the Company after taking into consideration the incomes and dividends status, etc. of this fiscal year, pay a bonus in the total amount of ¥210 million (¥191.5 million for Directors (¥4 million for two (2) outside Directors) and ¥18.5 million for Company Auditors (¥3.15 million for three (3) outside Company Auditors)) to twelve (12) Directors present at the end of this fiscal year and five (5) Company Auditors present at the end of this fiscal year.

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

## **Agenda Item 4: Grant of Stock Options as Compensation (Stock Acquisition Rights) to Directors**

### **1. Reason for the Proposal**

The Company discontinued its retirement benefits plan for Directors and Company Auditors at the 140<sup>th</sup> Ordinary Meeting of Shareholders, held on 29 June 2006. With regard to the remuneration system for Directors, we have introduced the granting of stock options as compensation (stock acquisition rights) with a view to strengthening their connection to the Company's performance and stock price and ensuring that Directors share with shareholders not only the benefits of any increase in the stock price, but also the risks of any declines, pursuant to the approval granted at the 146<sup>th</sup> Ordinary General Meeting of Shareholders, held on 28 June 2012.

With this, we would like to request your approval to set the maximum amount of remuneration per year for stock acquisition rights at 170 million yen and approval of their terms, which would be granted to Directors of the Company (excluding outside Directors) for one year from the date of this Ordinary General Meeting of Shareholders, and would be separate from the amount of the remuneration for Directors that was approved at the 135<sup>th</sup> Ordinary General Meeting of Shareholders, held on 28 June 2001 (80 million per month maximum).

The number of Directors will be nine (9) (including two (2) outside Directors) upon the closure of this General Meeting of Shareholders, should Agenda Item 2 be approved as per the original proposal.

The terms of the stock acquisition rights to be issued to the Directors (excluding the outside directors) as remuneration are as follows.

### **2. Terms of the Stock Acquisition Rights**

#### **(1) Class and number of shares that are the subject of the stock acquisition rights**

The class of shares that are the subject of the stock acquisition rights shall be common stock of the Company, and the number of shares that are the subject of each stock acquisition right (the "Number of Shares to be Granted") shall be 100.

If it becomes appropriate to make an adjustment to the Number of Shares to be Granted as a result of a share split, allotment of shares without contribution, reverse share split, or similar action taken by the Company, the Number of Shares to be Granted shall be adjusted in accordance with the following formula. The adjustment shall be made only to the stock acquisition rights which have not been exercised at the relevant time, with any fraction of less than a whole share created as a result of the adjustment being rounded down.

Number of Shares to be Granted after the adjustment = Number of Shares to be Granted before the adjustment x ratio of share split, allotment of shares without contribution, or reverse share split

Further, in the event that the Company undergoes an absorption-type merger or incorporation-type merger and assumes the stock acquisition rights, or the Company enters into a share exchange or share transfer by which the Company becomes a 100% subsidiary and the stock acquisition rights are assumed, the Company shall have the right to make adjustments to the Number of Shares to be Granted as it finds necessary according to the merger ratio, etc.

#### **(2) Total number of stock acquisition rights**

360 units shall be the maximum number of units that can be issued within a year from the date of this General Meeting of Shareholders. However, in the event that the situation described in (1), above, arises after the date of the closure of this General Meeting of Shareholders, an adjustment shall be made

accordingly.

**(3) Amount to be paid for the stock acquisition rights**

A fair value as calculated using a Black-Scholes model or other method as at the date of the allotment of the stock acquisition rights shall be considered to be the amount to be paid for the stock acquisition rights. This amount shall be offset by the Company against the remuneration receivable of the relevant Director of the same amount.

**(4) Value of the asset to be contributed upon the exercise of the stock acquisition rights**

The value of the asset to be contributed upon the exercise of each of the stock acquisition rights shall be an amount equal to the amount to be paid of one (1) yen per share to be delivered upon the exercise of the stock acquisition rights multiplied by the Number of Shares to be Granted.

**(5) Period during which the stock acquisition rights can be exercised**

This shall be a period as determined by the Board of Directors of the Company within the range from the day immediately following the date of the allotment of the stock acquisition rights up to thirty (30) years.

**(6) Terms of exercise of the stock acquisition rights**

A person who is allocated the stock acquisition rights (the "Person with the Stock Acquisition Rights") shall be able to exercise the stock acquisition rights only up until the 10<sup>th</sup> day (the next business day if the 10<sup>th</sup> day falls on a non-business day) from the day immediately following the date of resignation as the Company's Director as well as the Senior Managing Officer or Managing Officer without the role of Director being served concurrently.

Other terms of exercise shall be determined by the Board of Directors of the Company.

**(7) Restriction on assignment of the stock acquisition rights**

The acquisition of the stock acquisition rights through assignment shall require the approval of the Board of Directors of the Company.

**(8) Rules regarding any fraction of less than a whole share created as a result of the exercise of the stock acquisition rights**

Any fraction of less than a whole share in the number of shares to be delivered to the Person with the Stock Acquisition Rights who exercises the stock acquisition rights shall be rounded down.

**(9) Other terms of the stock acquisition rights**

The particulars in (1) to (8) above and the other terms of the stock acquisition rights shall be specified at a meeting of the Board of Directors held to determine the terms of the subscription to the stock acquisition rights.

**(For your reference)**

- The Company plans to allocate the stock acquisition rights with identical terms to the above stock options as compensation to the Senior Managing Officer and Managing Officer who are not serving concurrently as the Directors of the Company by a resolution of the Board of Directors.
- With regard to the exercise of the rights of the stock acquisition rights by those who are granted the above stock options as compensation, we do not intend to cause a change to the ratio of voting rights held by each of our shareholders. Therefore, the Company shall review a method of acquiring the shares to be delivered which fits the above objective as and when the exercise becomes likely to occur, and shall deliver the shares to those to whom the stock options are granted promptly after they are

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acquired. If the Company chooses to procure the shares by its own shares as a result of the review, it shall deliver those shares to them after going through a resolution of the Board of Directors and the disclosure.

- 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 rights by the Internet.

- 1) The exercise of the voting rights by the Internet is possible only by using the voting right exercise website (<http://www.web54.net>) designated by us. Please note that the website used exclusively for cellular phones is not opened.
- 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 rights 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 rights by the Internet by 5:00 p.m. of Wednesday, 26 June 2013 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 rights if the voting rights are exercised for multiple times by the Internet.
- 5) We will regard the exercise of the voting rights by the Internet as the effective exercise of the voting rights if the voting rights are 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 rights by the Internet**

Sumitomo Mitsui Trust Bank, Limited, Stock Transfer Agency Business Website Support  
Tel: 0120-652-031 (exclusive number)  
Hours: 9:00 – 21:00

### **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 rights by the electromagnetic method for the General Meeting of Shareholders of the Company.

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## **Simplified map of the venue of the General Meeting of the shareholders**

(English Translation Omitted)