

(Securities Code Number: 7269)

29 May 2015

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 149th 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 149th Ordinary General Meeting of Shareholders will be held as follows, and we would be grateful if you could attend the meeting.

If you are unable to attend the meeting in person, you are entitled to exercise your voting right by either of the following methods. We cordially request that you exercise your voting right by 5:00 p.m. of Thursday, 25 June 2015 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 P42 “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.
- 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., Friday, 26 June 2015

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 149th fiscal year (from 1 April 2014 to 31 March 2015)
 2. Report on the Financial Statements for the 149th fiscal year (from 1 April 2014 to 31 March 2015)

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

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.

Therefore, “Consolidated Financial Statements” and “Non-Consolidated Financial Statements” included in the attached documents constitute only certain part of the entire consolidated financial statements and non-consolidated financial statements which have been audited by Company Auditors and Accounting Auditors for preparing their respective Audit Reports.

- End -

ATTACHED DOCUMENTS

BUSINESS REPORT

(From 1 April 2014 to 31 March 2015)

In advance of reporting of the “Matters relating to the Current Situation of our Corporate Group “ for this fiscal year, we would like to express our profound apology for any disturbance and inconvenience caused to our customers and shareholders by a large scale recalls we conducted.

As the Group intends to make utmost efforts to further strengthen the quality control system with the basic stance of ensuring the customer’s safety, we ask for your kind understanding.

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

(1) Outline and Result of Business

As for the management environment of the Group for FY2014, although influence by the trend of normalization of monetary policy in the US, unpredictable economic outlook for emerging countries, downfall in crude oil prices and geopolitical risk in some regions, overseas economy is showing a moderate recovery trend. Particularly in India, it shows a steady recovery trend because of reformation by the newly-elected government and low price of crude oil. On the other hand, outlook for Japanese economy is unpredictable partly owing to the impact of the hike in the rate of consumption tax.

Under these circumstances, the consolidated net sales of this fiscal year (April 2014 to March 2015) increased by ¥77.2 billion (2.6%) to ¥3,015.5 billion compared to the previous fiscal year. The Company was able to recover the net sales to ¥3.0 trillion, which had declined after the financial crisis of 2008. The Japanese domestic net sales decreased by ¥38.1 billion (3.4%) to ¥1,094.6 billion year-on-year owing to the decrease in the automobile sales. However, the overseas net sales increased by ¥115.3 billion (6.4%) to ¥1,920.9 billion year-on-year mainly owing to the increase in the automobile sales in India.

In terms of the consolidated income, the operating income decreased by ¥8.3 billion (4.4%) to ¥179.4 billion year-on-year. Although the decrease in the income in Indonesia and Thailand were covered by the increase in the income in India, the operating income decreased mainly owing to the increase in the operating expenses of Japan and overseas. The ordinary income decreased by ¥3.5 billion (1.8%) to ¥194.3 billion year-on-year. The net income decreased by ¥10.6 billion (9.9%) to ¥96.9 billion year-on-year mainly owing to the increase in the adjustment of minority interests in income.

< The operating results by business segmentation >

(Motorcycle)

The net sales decreased by ¥16.1 billion (6.0%) to ¥250.5 billion year-on-year mainly owing to the decrease in the sales in Asia. The operating income of ¥0.1 billion in the previous fiscal year became an operating loss of ¥0.7 billion.

(Automobile)

The Company made efforts to expand its sales and strengthen the products such as by winning numbers of awards including the 2015 RJC Car of the Year award for the much-favored Hustler minicar, launching the all-new Alto minicar, which has achieved the best fuel efficiency among non-hybrid gasoline vehicles in Japan, and launching the Every and Every Wagon one-box minicars which have pursued roominess, fuel efficiency, and user-friendliness. However, partly owing to the impact of the recoil reduction from the hike in the rate of the consumption tax in Japan, the Japanese domestic net

sales decreased year-on-year. The overseas net sales increased year-on-year mainly owing to the increase in India. Consequently, the net sales of the automobile business increased by ¥86.3 billion (3.3%) to ¥2,702.0 billion year-on-year. The operating income decreased by ¥7.5 billion (4.2%) to ¥171.8 billion year-on-year mainly owing to the decrease in the income in Japan, Indonesia, and Thailand, despite the increase in the income in India.

(Marine and Power products, etc)

The net sales increased by ¥7.0 billion (12.5%) to ¥63.0 billion year-on-year mainly owing to the increase in the sales of the outboard motors in Europe and North America. The operating income was at the same level as the previous fiscal year at ¥8.3 billion.

Breakdown of Consolidated Net Sales

(Unit: Thousand, Amount: Yen in million)

		FY2013 (1 April 2013 – 31 March 2014)		FY2014 (1 April 2014 – 31 March 2015)		Change	
		Unit	Amount	Unit	Amount	Unit	Amount
Motorcycle	Domestic	73	24,159	62	20,838	(10)	(3,320)
	Overseas	1,332	242,443	1,130	229,646	(201)	(12,796)
	Europe	49	45,282	45	42,924	(4)	(2,357)
	North America	45	42,299	46	43,331	1	1,031
	Asia	1,018	111,555	833	99,177	(184)	(12,378)
	Others	218	43,306	203	44,213	(14)	907
	Total	1,405	266,602	1,192	250,485	(212)	(16,117)
Automobile	Domestic	824	1,089,048	830	1,054,321	5	(34,726)
	Overseas	1,781	1,526,615	1,877	1,647,620	96	121,004
	Europe	217	341,356	188	314,197	(28)	(27,158)
	North America	1	8,509	-	5,390	(1)	(3,118)
	Asia	1,386	997,041	1,480	1,111,626	94	114,584
	Others	175	179,708	207	216,406	32	36,697
	Total	2,605	2,615,664	2,707	2,701,942	102	86,277
Marine & Power products, etc.	Domestic	-	19,524	-	19,451	-	(73)
	Overseas	-	36,522	-	43,582	-	7,060
	Europe	-	12,264	-	14,905	-	2,641
	North America	-	14,275	-	17,255	-	2,979
	Asia	-	3,304	-	3,715	-	411
	Others	-	6,678	-	7,705	-	1,027
	Total	-	56,046	-	63,033	-	6,986
Subtotal	Domestic		1,132,732		1,094,611		(38,120)
	Overseas		1,805,581		1,920,849		115,268
	Europe		398,902		372,028		(26,874)
	North America		65,084		65,976		892
	Asia		1,111,900		1,214,519		102,618
	Others		229,693		268,325		38,631
	Total		2,938,314		3,015,461		77,147

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

(2) Situation of Investments

Total Investment amount in this fiscal year is ¥194,457 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	¥8,356 million	Production facilities, R&D facilities, sales facilities, etc. for motorcycles
Automobiles	¥184,785 million	Production facilities, R&D facilities, sales facilities, etc. for automobiles
Marine & Power products, etc.	¥1,314 million	Production facilities, R&D facilities, sales facilities, etc. for outboard motors
Total	¥194,457 million	—

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

(3) Situation of Financing

In this fiscal year, we borrowed ¥100 billion as long-term bank loan to appropriate for investment in the Company's overseas subsidiaries etc..

(4) Property and Financial Results

1) Consolidated

	FS2011 (Apr. 2011 – Mar. 2012)	FS2012 (Apr. 2012 – Mar. 2013)	FS2013 (Apr. 2013 – Mar. 2014)	FS2014 (Apr. 2014 – Mar. 2015)
Net Sales	¥2,512,186 million	¥2,578,317 million	¥2,938,314 million	¥3,015,461 million
Operating income	¥119,304 million	¥144,564 million	¥187,747 million	¥179,424 million
Ordinary income	¥130,553 million	¥155,593 million	¥197,842 million	¥194,318 million
Net income	¥53,887 million	¥80,389 million	¥107,484 million	¥96,862 million
Net income per share	¥96.06	¥143.31	¥191.60	¥172.67
Total assets	¥2,302,439 million	¥2,487,635 million	¥2,874,074 million	¥3,252,800 million
Net assets	¥1,111,757 million	¥1,298,553 million	¥1,494,357 million	¥1,701,390 million
Net assets per share	¥1,760.81	¥2,044.62	¥2,365.03	¥2,641.99

2) Non-Consolidated

	FS 2011 (Apr. 2011 – Mar. 2012)	FS 2012 (Apr. 2012 – Mar. 2013)	FS 2013 (Apr. 2013 – Mar. 2014)	FS 2014 (Apr. 2014 – Mar. 2015)
Net Sales	¥1,383,269 million	¥1,422,595 million	¥1,498,853 million	¥1,663,147 million
Operating income	¥50,100 million	¥76,431 million	¥97,009 million	¥69,127 million
Ordinary income	¥49,875 million	¥76,748 million	¥99,322 million	¥74,651 million
Net income	¥15,846 million	¥36,405 million	¥67,219 million	¥51,248 million
Net income per share	¥28.25	¥64.89	¥119.81	¥91.34
Total assets	¥1,597,903 million	¥1,641,700 million	¥1,850,068 million	¥2,096,545 million
Net assets	¥703,292 million	¥761,353 million	¥859,224 million	¥937,767 million
Net assets per share	¥1,253.58	¥1,356.92	¥1,531.18	¥1,671.03

(5) Outstanding Issues

The Group sets a basic policy of “Think smarter, work harder and unite as a Suzuki group; overcome our challenges and navigate our way to a brighter future” and will tackle following issues amid challenging condition.

- Strengthening of quality management system

The Group takes the quality management seriously as a management issue of utmost importance that needs to be addressed as early as possible. The Group will review its quality management system fundamentally for the purpose of preventing the recurrence.

-Product development and strengthening of research and development

The Group will make effort to strengthen research and development such as environment technology, fuel efficient technology, weight reduction technology, safety technology, information and communications technology and product designing ability to enhance competitiveness of products. Also, the Group will make effort to reduce costs by improving efficiency of development by integrating engine, powertrain and platform, standardization of parts and others.

-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.

-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.

-Reconstruction of motorcycle business

As for the Motorcycle business, the Group will review its omni-directional business strategy and take aggressive steps such as selecting and concentrating the region, product and technology, strengthening its marketing capability, shortening its development period, introducing its products in timely manner and challenging to state-of-the-art technology and design, among others, thereby offering value that exceeds customers’ expectations. By so doing, the Group will be aiming at recovering its presence in the motorcycle market.

-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 “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 is relocating plants and facilities in Ryuyo region in Iwata City, Shizuoka Prefecture since massive tsunami damages are anticipated in the region, to inland area of Hamamatsu City. 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 in order to mitigate risk concerning product development facility for automobile in Sagara test course. The Group will continue to enhance its preparedness against natural disasters.

The Group has the motto "Develop products of superior value by focusing on the customer" in the first paragraph of its mission statement. The Group will continuously strive for manufacturing of really valuable products appreciated by customers.

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 with the slogan "Small Cars for a Big Future".

The Group make efforts to promote the "to be small, less, light, short and beautiful" on every side 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	Minato-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	¥110 million	100.0%	Manufacture of parts for motorcycles and automobiles
Suzuki International Europe GmbH	Germany	€50 million	100.0%	Sale of automobiles and motorcycles
Magyar Suzuki Corporation Ltd.	Hungary	€302 million	97.5%	Manufacture and sale of automobiles
Maruti Suzuki India Ltd.	India	INR 1,510 million	56.2%	Manufacture and sale of automobiles
P.T. Suzuki Indomobil Motor	Indonesia	US\$68 million	93.4%	Manufacture and sale of automobiles and motorcycles
Pak Suzuki Motor Co., Ltd.	Pakistan	PKR 822 million	73.1%	Manufacture and sale of automobiles and motorcycles
Suzuki Motor (Thailand) Co., Ltd.	Thailand	THB 12,861 million	100.0%	Manufacture and sale of automobiles

Note: 1. Consolidated subsidiaries are 133 companies and companies in the application of the equity method are 35 companies.

(8) Employees

1) Consolidated

Business Segment	Number of employees (person)	Increase(+)/Decrease(-) from the previous fiscal year (person)
Motorcycles	7,827	-855
Automobiles	47,849	+395
Marine & Power products, etc.	1,130	+101
Common	603	+19
Total	57,409	-340

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 17,366 (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
14,751	+180	39 years, 0 month	16 years, 6 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 177 (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.	146,449 Million Yen
Syndicated Loan Institutes	95,000 Million Yen
The Shizuoka Bank, Ltd.	84,407 Million Yen
Mizuho Bank, Ltd.	60,533 Million Yen
Resona Bank, Ltd.	57,451 Million Yen
Sumitomo Mitsui Trust Bank, Limited	48,368 Million Yen

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

2.The syndicated loan institutes are created by the following three groups:

- 14 banks, The Bank of Tokyo-Mitsubishi UFJ, Ltd. being the main arranger;
- 21 banks, Mizuho Bank, Ltd. being the main arranger; and
- 15 banks, Development Bank of Japan Inc. 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
Actual loan balance	— Million Yen
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 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 7,248 treasury stocks)
- (3) Number of Shareholders** 33,311 shareholders (-5,140 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)	22,869 thousand shares	4.1%
Tokio Marine & Nichido Fire Insurance Co., Ltd.	17,961 thousand shares	3.2%
Japan Trustee Services Bank, Ltd. (Trust Account)	16,485 thousand shares	2.9%
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%
JP Morgan Chase Bank 380055	9,429 thousand shares	1.7%
Sompo Japan Nipponkoa Insurance Inc.	7,761 thousand shares	1.4%
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 65,000 shares	1,227 yen per share (Note) 1.	1 yen per share	From 21 July 2012 through 20 July 2042	650 7 people	(Note) 2.

Suzuki Motor Corporation – Second Stock Acquisition Rights (27 June 2013)	Common stock 36,000 shares	2,248 yen per share (Note) 1.	1 yen per share	From 20 July 2013 through 19 July 2043	360 7 people	(Note) 2.
Suzuki Motor Corporation – Third Stock Acquisition Rights (27 June 2014)	Common stock 26,400 shares	3,001 yen per share (Note) 1.	1 yen per share	From 23 July 2014 through 22 July 2044	264 6 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 - Third Stock Acquisition Rights (27 June 2014)	Common stock 6,000 shares	3,001 yen per share (Note) 1.	1 yen per share	From 23 July 2014 through 22 July 2044	60 6 people	(Note) 2.

Note:

1. The issue price is calculated by adding the fair value per share of the stock acquisition rights on the allotment date and the amount to be paid per share upon the exercise of the stock acquisition rights. 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 10th day (the next business day if the 10th 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	*	Supporting CEO, in charge of Domestic Marketing, Executive General Manager of Domestic Marketing & Representative Director & President of Suzuki Finance Co., Ltd. Director & Executive Vice President
Osamu Honda	*	Supporting CEO, in charge of Automobile Engineering, Development and Quality, Executive General Manager of Automobile Engineering Representative Director & President of Smile FC System Corporation Director & Executive Vice President
Toshihiro Suzuki	*	Supporting CEO & in charge of Global Marketing Outside Director of Chubu Gas Co., Ltd. Director & Executive Vice President
Yasuhito Harayama	*	Supporting CEO, in charge of Business Development & Executive General Manager of Business Development Director & Executive Vice President
Naoki Aizawa		In charge of Manufacturing; Chief Officer of Gujarat Project Director & Senior Managing Officer
Eiji Mochizuki		Executive General Manager of Motorcycle Operations Director & Senior Managing Officer
Masakazu Iguchi		Director
Sakutaro Tanino		Outside Director of Alconix Corporation Outside Director of Toshiba Corporation Director
Kunio Nakamura		Full-Time Company Auditor
Syunji Matsumoto		Full-Time Company Auditor
Shin Ishizuka		Company Auditor Attorney-at-Law
Masataka Osuka		Representative Director & Chairman of the Board of Directors of Hamakyorex Co., Ltd. Company Auditor
Norio Tanaka		Certified Public Accountant Outside Company Auditor of ASTI Corporation Company Auditor

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. Kunio Nakamura and Mr. Shunji Matsumoto had been engaged in accounting and financing businesses of our Group 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 Auditor during this fiscal year are as follows.

<As of 27 June 2014>

Company Auditor Tamotsu Kamimura

6. Senior Managing Officer and Managing Officers who are not concurrently a Director are as follows.

Senior Managing Officer	Kenichi Ayukawa	Managing Officer	Masato Kasai
Senior Managing Officer	Ichizo Aoyama	Managing Officer	Izumi Oishi
Managing Officer	Toshiaki Hasuiki	Managing Officer	Taisuke Toyoda
Managing Officer	Hiroyasu Uchida	Managing Officer	Masahiko Nagao
Managing Officer	Takashi Iwatsuki	Managing Officer	Tatsuyoshi Okusa
Managing Officer	Kazuo Hakamata	Managing Officer	Tomoyoshi Aiso
Managing Officer	Hiroaki Matsuura	Managing Officer	Hirofumi Nagao
Managing Officer	Seiichi Furusho	Managing Officer	Keiichi Asai
Managing Officer	Motoo Murakami		

(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 (Outside Directors)	¥545 million (¥17 million)	¥291 million (¥17 million)	¥79 million (-)	¥174 million (-)	9 people (2 people)
Company Auditors (Outside Company Auditors)	¥57 million (¥ 9 million)	¥57 million (¥ 9 million)	-	-	6 people (3 people)

Notes:

1. The amount of remuneration limit for Directors (¥80 million per month) was resolved at the 135th 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 123rd Ordinary General Meeting of Shareholders held on 29 June 1989.
3. The maximum amount of remuneration for stock acquisition rights granted for stock options as compensation (¥170 million per year) was resolved at the 147th Ordinary General Meeting of Shareholders held on 27 June 2013 and the 148th Ordinary General Meeting of Shareholders held on 27 June, 2014.
4. The above-mentioned “stock options” is the amount recorded as expenses of this fiscal year, among the amount of remuneration for stock acquisition rights granted for stock options.
5. 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. Please notice that bonus for Outside Directors and Company Auditors were abolished for the following years of FY2013 and basic remuneration as consideration for performance of their duties is solely maintained.
6. The above includes one Company Auditor who retired at the closure of the 148th Ordinary General

Meeting of Shareholders held on 27 June 2014.

7. In addition to the above, ¥7 million was paid to one retired Director as retirement benefits for Director and ¥5 million was paid to one retired Company Auditor as retirement benefits for Company Auditor under the resolution at the 140th Ordinary General Meeting of Shareholders held on 29 June 2006.

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

The Company established “the Advisory Committee on Personnel and Remuneration, etc.”, with Outside Directors constituting half or more of its members, as an advisory committee to the Board of Directors, in April 2015 in order to enhance the objectivity and transparency of remuneration of Directors, etc.

[Remuneration of Directors]

Remuneration of Directors (excluding Outside Directors) shall consist of basic remuneration consisting of basic pay for each position and evaluation of individual performance, bonus linked to the Company’s performance of each fiscal year and stock-based remuneration linked to the Company’s mid- and long-term performance or stock price. Remuneration of Outside Directors shall be solely basic remuneration (at the fixed amount).

Also, remuneration of Directors shall be decided by the Board of Directors based on the deliberation results of “the Advisory Committee on Personnel and Remuneration, etc.” on the policy regarding the decision of Director’s remuneration, standards, remuneration system and adequacy of the remuneration level.

The basic remuneration shall be within the range of the amount of remuneration limit (monthly amount) approved at a General Meeting of Shareholders, and the amount of remuneration for each Director shall be determined and paid in consideration of the duties and responsibilities of each Director.

As for bonuses, a proposal based on the calculation method linked with the Company’s performance shall be submitted to an Ordinary General Meeting of Shareholders for approval and then paid.

Bonuses for Outside Directors were abolished for the following years of FY2013.

The stock-based remuneration shall be paid within the range of amount of remuneration limit (monthly amount) approved at the General Meeting of Shareholders, as the remuneration that is linked to mid-and long-term Company’s performance and stock price. Directors shall contribute such type of remuneration to the officer stockholding association every month, acquire the Company’s shares and continuously hold them during their term of office.

[Remuneration of Company Auditors]

Remuneration of Company Auditors shall be solely basic remuneration (at fixed amount), and the amount shall be decided and paid in the discussion among Company Auditors within the range of the amount of remuneration limit (monthly amount) approved at a General Meeting of Shareholders.

Bonuses for Company Auditors were abolished for the following years of FY2013.

While the Company discontinued its retirement benefits plan for officers at the 140th Ordinary General Meeting of Shareholders, held on 29 June 2006, it has introduced the granting of stock options as compensation (stock acquisition rights) 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 146th Ordinary General Meeting of Shareholders, held on 28 June 2012. However, the Company has decided not to newly grant options after granting them in July 2014.

(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 thirteen (13) meetings of the Board of Directors held in this fiscal year. Having ample academic expertise as a doctor of engineering, from the viewpoint independent of business operations, he has actively and energetically expressed his opinions including on the presentation of problems which are necessary for deliberations on agendas.
- In addition, he has attended 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, meetings for exchange of views attended by the Outside Directors and the Outside Company Auditors, etc.
- He is also in charge of a member of “the Advisory Committee on Personnel and Remuneration, etc.” established as an voluntary advisory committee to the Board of Directors in April 2015.

2) Sakutaro Tanino, Director

- Mr. Tanino attended all thirteen (13) meetings of the Board of Directors held in this fiscal year. Having longtime international experience, from the viewpoint independent of business operations, he has actively and energetically expressed his opinions including on the presentation of problems which are necessary for deliberations on agendas.
- In addition, he has attended 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, meetings for exchange of views attended by the Outside Directors and the Outside Company Auditors, etc.
- He concurrently serves as Outside Director of Alconix Corporation. The Company has transactions with Alconix Corporation, however the amount of such transactions is less than 0.1 % of the consolidated sales of the Company and is also less than 0.3 % of those of Alconix Corporation.
- He concurrently serves as Outside Director of Toshiba Corporation. The Company has transactions with Toshiba Corporation, however the amount of such transactions is less than 0.1 % of the consolidated sales of the Company and is also less than 0.1 % of those of Toshiba Corporation.
- He is also in charge of a member of “the Advisory Committee on Personnel and Remuneration, etc.” established as an voluntary advisory committee to the Board of Directors in April 2015.

3) Shin Ishizuka, Company Auditor

- Mr. Ishizuka attended all thirteen (13) 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.
- He is also in charge of an observer of “the Advisory Committee on Personnel and Remuneration, etc.” established as an voluntary advisory committee to the Board of Directors in April 2015.

4) Masataka Osuka, Company Auditor

- Mr. Osuka attended eight (8) out of the thirteen (13) meetings of the Board of Directors, and five (5) out of the 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 a company manager.
- He concurrently serves as Representative Director and Chairman of Hamakyorex Co., Ltd.. Hamakyorex Co., Ltd. has no transaction with the Company. Actually, some subsidiaries of Hamakyorex Co., Ltd. have transactions with the Company’s subsidiaries, however, the amount of such transactions is less

than 0.1 % of the consolidated sales of the Company and is also less than 0.8 % of those of Hamakyorex Co., Ltd..

5) Norio Tanaka, Company Auditor

- Mr. Tanaka attended all thirteen (13) 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 a certified public accountant.
- He concurrently serves as Outside Company Auditor of ASTI Corporation. The Company has transactions with ASTI Corporation, however the amount of such transactions is less than 0.1 % of the consolidated sales of the Company and is also less than 0.8 % of those of ASTI Corporation.

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. | ¥85 million |
| 2) Total amount of monetary and other property profit to be paid by the Company and its subsidiaries | ¥88 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., Maruti Suzuki India Limited, P.T. Suzuki Indomobil Motor, Pak Suzuki Motor Co., Ltd. and Suzuki Motor (Thailand) 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 Board of Company Auditors may decide an agenda regarding the dismissal or non-reappointment of the Accounting Auditor and the Board of Directors shall propose such agenda to the General Meeting of Shareholders upon such decision when the appropriate implementation of auditing is considered difficult because of certain reasons such as that 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.

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) 2) 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 “the Division of Duties” 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) 2) 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.

The description, “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” was revised as below, by the resolution of the Board of Director’s meeting held on May 11, 2015.

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 of the Company or those of the Corporate Group consisting of the Company and its subsidiaries

(1) Systems to ensure that Directors’ execution of their duties complies with laws and regulations and the Articles of Incorporation

- 1) Directors shall 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 “the Suzuki Corporate Ethics Rules” 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 shall 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 shall be managed and stored in accordance with laws and regulations and the rules of the Company, and be kept available whenever necessary.

(3) Rules and other systems relating to management of the risk of loss

- 1) The Company has set up the “Risk Management Procedure” as part of the “Suzuki Corporate Ethics Rules” to establish the risk management system, and shall manage and cope with risks of losses in accordance with the same.
- 2) Decision shall be made, while important management matters are sufficiently deliberated, including risk evaluation, in the meetings of the Board of Directors and through the approval system in accordance with the deliberation standard.
- 3) Risk that is expected to arise with regard to the execution of operation of departments such as engineering, production or sales shall be handled by each department in accordance with the rules of or manuals on the prevention or handling of such risk.
- 4) To prepare for the occurrence of disasters, the Company shall develop behaviour manual and Business Continuity Plan (BCP), take out insurance or provide training, or other suitable measures.

(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 shall be held in principle every month and at any time whenever necessary. And management councils shall be held whenever necessary to discuss the strategic decision on execution of important management issues.
- 2) The operational organization shall be revised from time to time in order to clarify the responsibility, strengthen the cooperation among the concerned sections and establish efficient business operational systems.
- 3) Business shall be efficiently operated by developing the business plan, periodically confirming the progress of the plan, taking measures and making revisions from time to time.

(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) 2) above, the Company shall keep 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 shall keep every employee informed about the "Action Procedures" and the "the Division of Duties" 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) 2) above, the Company shall develop the compliance system for employees, and educate them through various training and in-house seminars regarding compliance.
- 4) The Company shall make its employees report the fact of violation or suspected violation of laws or regulations, and establish the consultation office with which employees can consult on such fact, etc. or which they can notify in order to promptly detect it and take corrective measures or actions to prevent the reoccurrence.
- 5) In accordance with the "Rules of Internal Auditing", the Audit Department shall audit 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 Corporate Group consisting of our Company and subsidiaries.

A) The system regarding the reporting of matters relating to execution of duties of Directors, etc. of subsidiaries to the Company

Matters relating to decision making and execution of duties of Directors, etc. of affiliated companies are promptly or periodically reported by affiliated companies to the Company in accordance with the "Rules of Business Control Supervision for Affiliated Companies".

B) Rules and other systems regarding the management of the risk of losses in subsidiaries

The Company shall manage the risk of losses in affiliated companies in accordance with "Risk Management Procedure" set up in "Suzuki Corporate Ethics Rules". If the risk of losses arises, the Company shall appropriately take actions jointly with affiliated companies.

C) Systems to ensure that the execution of duties of Directors, etc. of subsidiaries is made efficiently

- 1) To ensure an efficient business operation of the Corporate Group, the Company shall conduct the followings in accordance with the "Rules of Business Control Supervision for Affiliated

Companies”.

- (a) The Company’s departments in charge stipulated in the Rules at any time shall give guidance and advice to the affiliated companies on their business operations and managements, and cooperate with them.
 - (b) The Company’s Audit Department shall make rules for the affiliated companies in order to reinforce their management practices. It shall also promote efficiency and standardization of their business.
- 2) The Company shall periodically confirm the progress of the business plan developed by affiliated companies and provide guidance, supports and auditing in order to urge affiliated companies to take actions or make revisions appropriately.
 - 3) The Company and its affiliated companies shall share the management policies or information in the Company’s monthly meetings to report the status of performance for each section and group meetings held as needed in order to efficiently and properly conduct business through mutual cooperation.

D) Systems to ensure that the execution of the duties of Directors, etc. and employees of subsidiaries complies with laws and regulations and the Articles of Incorporation

The Company shall keep every Director, etc. and employee of affiliated companies informed about the importance of the compliance with laws and regulations, the norm of the society and internal rules, etc. and fair and sincere behaviours. It shall also provide guidance, supports and auditing in order to make appropriate rules in accordance with laws and regulations or legal environment of the country where affiliated companies locate.

(7) Matters for employees to support the business of the Company Auditors when the Company Auditor seeks appointment of 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 and for ensuring the efficiency of instructions given the employees

- 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.
- 4) The Audit Department shall clearly state that the assistant work for the Company Auditor conducted under the instruction and control of the Company Auditor shall not be subject to the instruction and control of any other persons than the Company Auditor in the Division of Duties, and carry out it thoroughly.

(9) System for Directors and employees to report to the Company Auditors and system for the Directors, the Company Auditors and employees of subsidiaries to report or any recipient of such reporting to report to the Company’s Company Auditor, and other systems for reporting to the Company Auditors

- 1) If Directors, etc. of the Company and its affiliated companies find any fact that could cause

- tremendous loss on the Company, they shall immediately report it to the Company Auditors.
- 2) 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.
 - 3) The Company Auditors shall conduct the followings as required when implementing internal auditing and auditing of affiliated companies.
 - (a) Adjust the audit themes with the General Manager of the Audit Department
 - (b) Present at the auditing and attend the briefing of the audit results
 - (c) Receive the circulation of the audit report or the report of the audit results
 - 4) The Group's department in charge of consultation shall periodically report to the Company Auditors about the status of consultation from the Group's employees.

(10) Systems to ensure that any person reporting to Company Auditors will not be unfairly treated on the ground of making such reporting

In accordance with "Suzuki Corporate Ethics Rules", the Company shall not make any disadvantageous treatment such as dismissal on the basis of having reported to Company Auditors mentioned in (9) above. It shall also take suitable measures to prevent the worsening of office environment surrounding the reporter.

(11) Matters regarding procedures for prepayment or redemption of expenses arising from the execution of duties of Company Auditors and processing of other expenses or liabilities arising from the execution of such duties

- 1) The Company shall allocate a certain amount of budget every year to pay expenses arising from the execution of duties of Company Auditors.
- 2) If the Company Auditors require the Company to make prepayment, etc. of expenses in accordance with Article 388 of the Companies Act, the Company shall quickly process that expenses or liabilities, except where it is considered that the expenses or liabilities relating such request are not necessary for the performance of duties of Company Auditors.
- 3) The Company Auditors may use the external advisers including attorneys, certified public accountants and others in implementing audit as required.

(12) Other System to ensure effecting auditing by the Company Auditors

- 1) The Company Auditors shall attend the meetings of the Board of Directors and other important meetings.
- 2) The Company Auditors shall hold periodic meetings with Accounting Auditors, exchange information or opinions and ask Accounting Auditors to make reports, when necessary.

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Consolidated Balance Sheets

(As of 31 March 2015)

(Amount: Yen in million)

Account Title	Amount	Account Title	Amount
Assets		Liabilities	
Current assets	2,008,729	Current liabilities	1,152,601
Cash and deposits	457,513	Accounts payable-trade	479,950
Notes and accounts receivables-trade	316,826	Short-term loans payable	177,805
Short-term investment securities	685,647	Current portion of long-term loans payable	104,145
Merchandise and finished goods	227,170	Accrued expenses	181,217
Work in process	31,094	Income taxes payable	21,797
Raw materials and supplies	56,126	Deferred tax liabilities	6,190
Deferred tax assets	115,015	Provision for product warranties	60,305
Other	123,930	Provision for directors' bonuses	262
Allowance for doubtful accounts	(4,596)	Other	120,926
		Noncurrent liabilities	398,808
		Long-term loans payable	272,717
		Deferred tax liabilities	43,766
		Provision for directors' retirement benefits	1,223
		Provision for disaster	8,923
		Provision for product liabilities	3,938
		Provision for recycling expenses	4,582
		Liabilities for retirement benefits	40,791
		Other	22,864
		Total liabilities	1,551,409
Noncurrent assets	1,244,071	Net assets	
Property, plant and equipment	795,892	Shareholders' equity	1,364,757
Buildings and structures, net	143,830	Capital stock	138,014
Machinery, equipment and vehicles, net	277,033	Capital surplus	144,364
Tools, furniture and fixtures, net	45,031	Retained earnings	1,082,440
Land	259,540	Treasury stock	(62)
Construction in progress	70,456	Accumulated Other Comprehensive Income	117,333
Intangible assets	6,065	Valuation difference on available-for-sale securities	158,788
Goodwill	3,973	Deferred gains or losses on hedges	679
Other	2,091	Foreign currency translation adjustment	(42,997)
Investments and other assets	442,113	Accumulated adjustment for retirement benefit	864
Investment securities	364,268	Subscription rights to shares	250
Long-term loans receivable	455	Minority interests	219,048
Assets for retirement benefits	1,860	Total net assets	1,701,390
Deferred tax assets	19,985	Total liabilities and net assets	3,252,800
Other	56,473		
Allowance for doubtful accounts	(714)		
Allowance for investment loss	(217)		
Total assets	3,252,800		

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

Consolidated Statements of Income

(1 April 2014 – 31 March 2015)

(Amount: Yen in million)

Account Title	Amount	
Net sales		3,015,461
Cost of sales		2,190,309
Gross profit		825,152
Selling, general and administrative expenses		645,727
Operating income		179,424
Non-operating income		
Interest income	19,693	
Dividends income	5,566	
Rent income on noncurrent assets	1,482	
Other	12,080	38,822
Non-operating expenses		
Interest expenses	9,433	
Depreciation of assets for rent	385	
Provision of allowance for doubtful accounts	218	
Provision of allowance for investment loss	217	
Equity in losses of affiliates	1,454	
Foreign exchange losses	1,597	
Other	10,621	23,928
Ordinary income		194,318
Extraordinary income		
Gain on sales of noncurrent assets	1,356	1,356
Extraordinary loss		
Loss on sales of noncurrent assets	1,458	
Impairment loss	969	2,428
Income before income taxes		193,246
Income taxes-current	70,589	
Income taxes-deferred	(4,970)	65,619
Income before minority interests		127,627
Minority interests in income		30,765
Net income		96,862

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

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Consolidated Statements of Changes in Net Assets

(1 April 2014– 31 March 2015)

(Amount: Yen in million)

	Shareholders' equity				
	Capital stock	Capital surplus	Retained earnings	Treasury stock	Total shareholders' equity
Balance at beginning of current fiscal year	138,014	144,364	1,008,555	(57)	1,290,877
Cumulative effects of changes in accounting policies			(8,118)		(8,118)
Balance at beginning of current fiscal year reflected changes in accounting policies	138,014	144,364	1,000,437	(57)	1,282,759
Changes of items during the period					
Dividends from surplus			(13,464)		(13,464)
Net income			96,862		96,862
Effects of changes of fiscal year			(1,384)		(1,384)
Purchase of treasury stock				(30)	(30)
Disposal of Treasury stock		(9)		25	16
Transfer of loss on disposal of treasury stock		9	(9)		-
Net changes of items other than shareholders' equity					
Total changes of items during the period	-	-	82,003	(4)	81,998
Balance at end of current fiscal year	138,014	144,364	1,082,440	(62)	1,364,757

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	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	Accumulated adjustment for retirement benefit	Total accumulated other comprehensive income			
Balance at beginning of current fiscal year	104,745	131	(72,898)	3,867	35,846	168	167,464	1,494,357
Cumulative effects of changes in accounting policies								(8,118)
Balance at beginning of current fiscal year reflected changes in accounting policies	104,745	131	(72,898)	3,867	35,846	168	167,464	1,486,239
Changes of items during the period								
Dividends from surplus								(13,464)
Net income								96,862
Effects of changes of fiscal year								(1,384)
Purchase of treasury stock								(30)
Disposal of treasury stock								16
Transfer of loss on disposal of treasury stock								-
Net changes of items other than shareholders' equity	54,042	548	29,901	(3,003)	81,487	81	51,583	133,152
Total changes of items during the period	54,042	548	29,901	(3,003)	81,487	81	51,583	215,151
Balance at end of current fiscal year	158,788	679	(42,997)	864	117,333	250	219,048	1,701,390

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

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Non-Consolidated Balance Sheets

(As of 31 March 2015)

(Amount: Millions of yen)

Account Title	Amount	Account Title	Amount
Assets		Liabilities	
Current assets	1,191,614	Current liabilities	859,998
Cash and deposits	357,976	Accounts payable-trade	394,164
Notes receivable-trade	1,498	Short-term loans payable	134,656
Accounts receivable-trade	163,790	Current portion of long-term loans payable	67,600
Short-term investment securities	422,198	Accounts payable-other	10,427
Merchandise and finished goods	43,661	Accrued expenses	91,320
Work in process	11,797	Income taxes payable	12,339
Raw materials and supplies	8,849	Advances received	6,884
Prepaid expenses	1,559	Deposits received	94,420
Deferred tax assets	86,077	Provision for product warranties	48,000
Other	96,533	Provision for directors' bonuses	174
Allowance for doubtful accounts	(2,329)	Other	11
Noncurrent assets	904,931	Noncurrent liabilities	298,778
Property, plant and equipment	214,924	Long-term loans payable	227,000
Buildings, net	47,912	Deferred tax liabilities	23,237
Structures, net	10,081	Provision for retirement benefits	19,244
Machinery and equipment, net	27,770	Provision for directors' retirement benefits	1,213
Vehicles, net	453	Provision for disaster	7,167
Tools, furniture and fixtures, net	10,015	Provision for product liabilities	3,938
Land	115,933	Provision for recycling expenses	4,582
Construction in progress	2,758	Asset retirement obligations	340
Intangible assets	194	Other	12,054
Right of using facilities	194	Total liabilities	1,158,777
Investments and other assets	689,811	Net assets	
Investment securities	331,261	Shareholders' equity	786,427
Stocks of subsidiaries and affiliates	257,392	Capital stock	138,014
Investments in capital	2	Capital surplus	144,364
Investments in capital of subsidiaries and affiliates	32,077	Legal capital surplus	144,364
Long-term loans receivable	350	Retained earnings	504,067
Long-term loans receivable from subsidiaries and affiliates	53,926	Legal retained earnings	8,269
Long-term prepaid expenses	845	Other retained earnings	495,797
Other	14,642	Reserve for special depreciation	100
Allowance for doubtful accounts	(400)	Reserve for advanced depreciation of noncurrent assets	6,170
Allowance for investment loss	(287)	General reserve	445,000
		Retained earnings brought forward	44,526
		Treasury stock	(19)
		Valuation and translation adjustments	151,089
		Valuation difference on available-for-sale securities	150,310
		Deferred gains or losses on hedges	779
		Subscription rights to shares	250
		Total net assets	937,767
Total assets	2,096,545	Total liabilities and net assets	2,096,545

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

Non-Consolidated Statements of Income

(1 April 2014 – 31 March 2015)

(Amount: Yen in million)

Account Title	Amount	
Net sales		1,663,147
Cost of sales		
Beginning finished goods	32,997	
Cost of products manufactured	1,250,914	
Total	1,283,911	
Transfer to other account	1,135	
Ending finished goods	38,993	1,243,783
Gross profit		419,363
Selling, general and administrative expenses		
Selling expenses	228,752	
General and administrative expenses	121,484	350,236
Operating income		69,127
Non-operating income		
Interest income	1,975	
Interest on securities	551	
Dividends income	9,368	
Rent income on noncurrent assets	2,619	
Foreign exchange gains	1,797	
Miscellaneous income	1,766	18,079
Non-operating expenses		
Interest expenses	1,848	
Depreciation of assets for rent	1,451	
Provision of allowance for doubtful accounts	220	
Provision of allowance for investment loss	372	
Loss on valuation of securities	5,697	
Miscellaneous expenses	2,965	12,555
Ordinary income		74,651
Extraordinary income		
Gain on sales of noncurrent assets	814	
Gain on sales of shares of subsidiaries and affiliates	5,128	5,943
Extraordinary loss		
Loss on sales of noncurrent assets	153	
Impairment loss	771	924
Income before income taxes		79,669
Income taxes-current	32,430	
Income taxes-deferred	(4,008)	28,421
Net income		51,248

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

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Non-Consolidated Statements of Changes in Net Assets

(1 April 2014 – 31 March 2015)

(Amount: Yen in million)

	Shareholders' equity					
	Capital stock	Capital surplus			Retained earnings	
		Legal capital surplus	Other capital surplus	Total capital surplus	Legal retained earnings	Other retained earnings
					Reserve for special depreciation	
Balance at beginning of current fiscal year	138,014	144,364	-	144,364	8,269	119
Cumulative effects of changes in accounting policies						
Balance at beginning of current fiscal year reflected changes in accounting policies	138,014	144,364	-	144,364	8,269	119
Changes of items during the period						
Provision of reserve for special depreciation						53
Reversal of reserve for special depreciation						(72)
Provision of reserve for advanced depreciation of noncurrent assets						
Reversal of reserve for advanced depreciation of noncurrent assets						
Provision of general reserve						
Dividends from surplus						
Net income						
Purchase of treasury stock						
Disposal of treasury stock			(9)	(9)		
Transfer of loss on disposal of treasury stock			9	9		
Net changes of items other than shareholders' equity						
Total changes of item during the period	-	-	-	-	-	(19)
Balance at end of current fiscal year	138,014	144,364	-	144,364	8,269	100

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	Shareholders' equity					
	Retained earnings				Treasury stock	Total shareholders' equity
	Other retained earnings			Total retained earnings		
	Reserve for advanced depreciation of noncurrent assets	General reserve	Retained earnings brought forward			
Balance at beginning of current fiscal year	5,627	392,000	69,740	475,757	(14)	758,122
Cumulative effects of changes in accounting policies			(9,464)	(9,464)		(9,464)
Balance at beginning of current fiscal year reflected changes in accounting policies	5,627	392,000	60,276	466,293	(14)	748,658
Changes of items during the period						
Provision of reserve for special depreciation			(53)	-		-
Reversal of reserve for special depreciation			72	-		-
Provision of reserve for advanced depreciation of noncurrent assets	684		(684)	-		-
Reversal of reserve for advanced depreciation of noncurrent assets	(141)		141	-		-
Provision of general reserve		53,000	(53,000)	-		-
Dividends from surplus			(13,464)	(13,464)		(13,464)
Net income			51,248	51,248		51,248
Purchase of treasury stock					(30)	(30)
Disposal of treasury stock					25	16
Transfer of loss on disposal of treasury stock			(9)	(9)		-
Net changes of items other than shareholders' equity						
Total changes of items during the period	543	53,000	(15,750)	37,773	(4)	37,769
Balance at end of current fiscal year	6,170	445,000	44,526	504,067	(19)	786,427

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	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		
Balance at beginning of current fiscal year	101,079	(146)	100,933	168	859,224
Cumulative effects of changes in accounting policies					(9,464)
Balance at beginning of current fiscal year reflected changes in accounting policies	101,079	(146)	100,933	168	849,760
Changes of items during the period					
Provision of reserve for special depreciation					-
Reversal of reserve for special depreciation					-
Provision of reserve for advanced depreciation of noncurrent assets					-
Reversal of reserve for advanced depreciation of noncurrent assets					-
Provision of general reserve					-
Dividends from surplus					(13,464)
Net income					51,248
Purchase of treasury stock					(30)
Disposal of treasury stock					16
Transfer of loss on disposal of treasury stock					-
Net changes of items other than shareholders' equity	49,230	926	50,156	81	50,238
Total changes of items during the period	49,230	926	50,156	81	88,007
Balance at end of current fiscal year	150,310	779	151,089	250	937,767

[Notes] 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 2015

To the Board of Directors of
Suzuki Motor Corporation

Seimei Audit Corporation
Takashi 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 statement of financial position as at 31 March 2015, 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 2014 to 31 March 2015 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 2015, 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 2015

To the Board of Directors of
Suzuki Motor Corporation

Seimei Audit Corporation
Takashi 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 statement of financial position as at 31 March 2015, the statement of income, the statement of changes in equity and the notes to financial statements, as well as their supplementary schedules, for the 149th fiscal year from 1 April 2014 to 31 March 2015 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 2015, 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 149th fiscal year from 1 April 2014 to 31 March 2015, 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 fiscal 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 sheet, the statement of income, the statement of changes in net assets and the note to financial statements) and the supplementary schedules thereto, as well as the consolidated financial statements (the consolidated balance sheet, the consolidated statement of income, the consolidated statement of changes in net assets and the note to consolidated financial statements), for the fiscal 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.

11 May 2015

Board of Company Auditors of Suzuki Motor Corporation

Company Auditor (Full-time):	Kunio Nakamura (seal)
Company Auditor (Full-time):	Syunji Matsumoto (seal)
Company Auditor (Outside):	Shin Ishizuka (seal)
Company Auditor (Outside):	Masataka Osuka (seal)
Company Auditor (Outside):	Norio Tanaka (seal)

- END -

REFERENCE DOCUMENTS FOR THE GENERAL MEETING OF SHAREHOLDERS

MATTERS TO BE RESOLVED AND REFERENCE MATTERS

Agenda Item 1: Disposal of surplus

The Group's earnings heavily depend on the overseas production sites located mainly at emerging countries and are susceptible to the fluctuations of foreign currencies. Furthermore, the Group plans to invest actively on such overseas sites going forward. With a view for the Group to achieve a sustainable growth in the future, it is indispensable to strengthen the Company's structure and prepare for unexpected contingency.

The Company determines the profit distribution with the dividend payout ratio of approximately 15% based on the performances, strengthening of the corporate nature and full internal reserve for future business expansion and others from the medium to long term viewpoint, with the emphasis on the continuous and stable distribution.

As to this fiscal year, although the income decreased year-on-year, with the consolidated dividend payout ratio, the year-end dividends is scheduled to be up by ¥3.00 per share from the previous fiscal year to ¥17.00 per share. As a result, the annual dividends including interim dividends will be ¥27.00 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

¥17 per ordinary share of the Company

Total amount ¥9,537,680,952

(2) Effective date of distribution of surplus

29 June 2015

2. Matters for other disposals of the surplus

(1) Item and amount of the increased surplus

General Reserve ¥26,000,000,000

(2) Items and amount of the decreased surplus

Retained earnings brought forward ¥26,000,000,000

Agenda Item 2: Election of Nine (9) Directors

The term of office of each of the nine (9) 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 candidates in this proposal have been decided at the meeting of the Board of Directors after the deliberation at “the Advisory Committee on Personnel and Remuneration, etc.”, for which Outside Directors constitute half or more of members.

While the Company establishes “the Standard for Independence of Outside Directors and Outside Company Auditors” (Contents of the standard is provided in the pages 40 and 41), both of two candidates for Outside Directors in this proposal have satisfied the standard.

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)	Apr. 1958 Joined the Company Nov. 1963 Director of the Company Dec. 1967 Managing Director Nov. 1973 Senior Managing Director Jun. 1977 Representative Director & Senior Managing Director Jun. 1978 Representative Director & President Jun. 2000 Representative Director & Chairman of the Board Dec. 2008 Representative Director & Chairman of the Board & President (To the present) (Important concurrent offices) Chairman of Suzuki Foundation Chairman of Suzuki Education and Culture Foundation	550,800	Chairman of Suzuki Foundation Chairman of Suzuki Education and Culture Foundation (Note)
2	Osamu Honda (6 Oct. 1949)	Apr. 1973 Joined the Company Jan. 2006 In charge of Powertrain, and Chief Engineer of Vehicle Line VI Jun. 2006 Managing Officer May 2007 Senior Managing Officer Jun. 2009 Director & Senior Managing Officer Apr. 2011 Appointed as Corporate Planning Committee Member & Executive General Manager of Automobile Engineering Jun. 2011 Representative Director & Executive Vice President Oct. 2013 Appointed as Supporting CEO, in charge of Automobile Engineering,	15,800	None

		<p>Feb. 2014 Development and Quality & Executive General Manager of Automobile Engineering</p> <p>Apr. 2014 Appointed also as Executive General Manager of Quality</p> <p>Appointed as Supporting CEO, in charge of Automobile Engineering, Development and Quality & Executive General Manager of Automobile Engineering (To the present) (Important concurrent office) Representative Director & President of Smile FC System Corporation</p>		
3	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 & Senior Managing Officer</p> <p>Apr. 2011 Appointed as Corporate Planning Committee Member & Executive General Manager of Corporate Planning Office</p> <p>Jun. 2011 Representative Director & Executive Vice President</p> <p>Oct. 2013 Appointed as Supporting CEO & in charge of Global Marketing (To the present) (Important concurrent office) Outside Director of Chubu Gas Co., Ltd.</p>	52,700	None
4	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 & Senior Managing Officer</p> <p>Apr. 2011 Appointed as Corporate Planning Committee Member & Executive General Manager of Business Development</p> <p>Jun. 2011 Representative Director & Executive</p>	7,800	None

		Oct. 2013	Vice President Appointed as Supporting CEO, in charge of Business Development & Executive General Manager of Business Development (To the present)		
5	Eiji Mochizuki (5 Mar. 1955)	Feb. 1984 Apr. 2003. Jun. 2003 Jun. 2006 Jan. 2012 Apr. 2013	Joined the Company Executive General Manager of Product Development Operations & General Manager of Product Project II Director of the Company Director & Senior Managing Officer Appointed as Executive General Manager of Global Purchasing Center Appointed as Executive General Manager of Motorcycle Operations (To the present)	10,700	None
6	[New candidate] Takashi Iwatsuki (18 Apr. 1957)	Apr. 1980 Jan. 2008 May. 2008 Apr. 2011 Jan. 2014 May. 2014	Joined the Company Deputy Executive General Manager of Global Marketing & Department General Manager of America/Oceania Automobile Marketing Group Managing Officer Deputy Executive General Manager of Global Marketing Delegated as resident officer of Global Marketing at American Suzuki Motor Corporation (USA) Delegated as resident officer of Global Marketing in USA, in charge of North America Appointed as Executive General Manager of Global Marketing Administration & Planning (To the present)	2,400	None
7	[New candidate] Masahiko Nagao (4 Jan. 1958)	Apr. 1981 Sep. 2012 Jan. 2013 Apr. 2013	Joined Ministry of International Trade and Industry (now Ministry of Economy, Trade and Industry) Exited from the Ministry Joined the Company In charge of Corporate Planning Administration, Corporate Planning Office. Managing Officer Appointed as Executive General	900	None

		<p>Manager of Corporate Planning Operations, Corporate Planning Office</p> <p>Oct. 2013 Appointed as Executive General Manager of Corporate Planning Office</p> <p>(To the present)</p>		
8	<p>Masakazu Iguchi (22 Nov. 1934)</p>	<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 & Head of Japan Automobile Research Institute</p> <p>May 2003 Counselor of Japan Automobile Research Institute</p> <p>Apr. 2007 Technical Counselor of Railway Technical Research Institute</p> <p>Jun. 2012 Outside Director of the Company</p> <p>Mar. 2013 Resigned from Technical Counselor of Railway Technical Research Institute</p> <p>(To the present)</p>	1,100	None
9	<p>Sakutaro Tanino (6 Jun. 1936)</p>	<p>Apr. 1960 Joined Ministry of Foreign Affairs</p> <p>Sep. 1995 Ambassador of Japan to India</p> <p>Apr. 1998 Ambassador of Japan to China</p> <p>Apr. 2001 Exited from the Ministry</p> <p>Jun. 2002 Vice Chairman of Japan-China Friendship Center</p> <p>Jun. 2012 Counselor of Japan-China Friendship Center</p> <p>Outside Director of the Company (To the present)</p> <p>(Important concurrent offices)</p> <p>Outside Director of Alconix Corporation</p> <p>Outside Director of Toshiba Corporation</p>	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 perform duties as the Outside Director adequately, giving 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 3 years 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 perform duties as the Outside Director adequately, giving 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 3 years as of the close of this General Meeting of Shareholders.

Agenda Item 3: Payment of Bonuses to Directors

It is proposed that the Company after taking into consideration the incomes status of this fiscal year, pay a bonus in the total amount of ¥174 million to seven (7) Directors other than Outside Directors present at the end of this fiscal year.

The amount of the bonus has been decided at the meeting of the Board of Directors after the deliberation at “the Advisory Committee on Personnel and Remuneration, etc.”, for which Outside Directors constitute half or more of members.

(Reference) The Standard for Independence of Outside Directors and Outside Company Auditors

The Company never elect any person who falls under any of the followings as a candidate for the Outside Director or Outside Company Auditor in order to ensure the independence:

1. Persons concerned with the Company and its subsidiaries (“The Group”)

- (1) With regard to Outside Directors, any person who is or was a person executing business (Note 1) of the Group at present or in the past,
- (2) With regard to Outside Company Auditors, any person who is or was a Director, Managing Officer, executive officer or employee of the Group at present or in the past, or
- (3) A spouse or a relative within the second degree of kinship of the present Director, Managing Officer or executive officer of the Group.

2. Persons concerned such as business partners or major shareholders, etc.

- (1) Any person who is a person executing business of any of the followings:
 - 1) A company of which major business partner is the Group (Note 2)
 - 2) A major business partner of the Group (Note 3)
 - 3) A major shareholder having 10% or more of total voting rights of the Company
 - 4) A company for which the Group has 10% or more of total voting rights
- (2) A person who is or was a representative partner or a partner of the Group’s Accounting Auditor at present or in the past five years
- (3) A person who receives a large amount of remuneration from the Group other than remuneration for Director/Company Auditor (Note 4)
- (4) A person who receives a large amount of donation from the Group (Note 5)

- (5) A spouse or a relative within the second degree of kinship of the person who falls under category from (1) through (4) above

(Note 1) A person executing business:

A director executing business, a Managing Officer, an executive officer or an employee

(Note 2) A company of which major business partner is the Group:

A company which belongs to the group of the business partner who receives 2% or more of its consolidated net sales in the latest business year ended of the group from our Group in any of the business year in past three years

(Note 3) A major business partner of the Group:

A company which belongs to the group of the business partner who makes payment 2% or more of our Group's consolidated net sales or provides the Group with 2% or more of loans of its consolidated total assets in the latest business year ended of the Group in any of the business year in past three years

(Note 4) A person who receives a large amount of remuneration:

A consultant or legal or accounting expert who receives annual compensation more 10 million yen or more (for the organization, 2% or more of its annual total revenues) in any of the business year in past three years

(Note 5) A person who receives a large amount of donation:

A person who receives annual donation 10 million yen or more (for the organization, a person directly involved in activities which is the purpose of the donation) in any of the business year in past three years

- 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 Thursday, 25 June 2015 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.

(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.)

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

(English Translation Omitted)