

Please note that the following is an unofficial English translation of Japanese original text of the Notice of Convocation of the 79th Ordinary General Meeting of Shareholders of Fuji Heavy Industries Ltd. The Company provides this translation for reference and convenience purposes only and without any warranty as to its accuracy or otherwise. In the event of any discrepancy between this translation and the Japanese original, the latter shall prevail.

(Securities Code: 7270)

June 3, 2010

**Fuji Heavy Industries Ltd.**

7-2, Nishi-Shinjuku 1-chome,  
Shinjuku-ku, Tokyo, Japan

**NOTICE OF CONVOCATION OF  
THE 79TH ORDINARY GENERAL MEETING OF SHAREHOLDERS**

To our Shareholders:

You are cordially invited to attend the 79th Ordinary General Meeting of Shareholders of Fuji Heavy Industries Ltd. (the “Company”), to be held as set forth below.

**If you are unable to attend the meeting, you can exercise your voting rights via the following methods. After reading the “Reference Documents for the Exercise of Voting Rights” contained herein, please exercise your voting rights.**

**[Exercise of Voting Rights by Mail]**

Please indicate your vote for or against each of the proposals on the enclosed voting form, and return the form to the Company so that it arrives no later than 5:45 p.m., Thursday, June 24, 2010.

**[Exercise of Voting Rights via the Internet]**

Please access the relevant Web site for the exercise of voting rights (<http://www.it-soukai.com/> or <https://daiko.mizuho-tb.co.jp/>). This site is provided in Japanese only. Enter the “Voting Code” and the “Password” provided on the enclosed voting form and follow the instructions on the screen to enter your vote for or against each of the proposals no later than 5:45 p.m., Thursday, June 24, 2010.

Sincerely,

*Ikuro Mori,*  
*President and CEO*

**1. Date and Time:** Friday, June 25, 2010, 10 a.m.

**2. Place:** Lower Ground F1, Century Room  
Hyatt Regency Tokyo (former Century Hyatt Tokyo)  
7-2, Nishi-Shinjuku 2-chome, Shinjuku-ku, Tokyo

Please refer to the map of the place;

<http://tokyo.regency.hyatt.com/hyatt/hotels/services/maps/index.jsp;jsessionid=A7192759A1B2D57DE470173823513FA1.atg04-prd-atg2?icamp=propMapDirections>

**[Translation for Reference and Convenience Purposes Only]**

**3. Agenda of the Meeting:**

**Matters to Be Reported:** These are provided in Japanese only.

1. Presentation of the Business Report and the Consolidated Financial Statements for the 79th Fiscal Period (April 1, 2009, through March 31, 2010), as well as the Independent Auditors' Reports of the Accounting Auditors and the Board of Corporate Auditors on the Consolidated Financial Statements
2. Presentation of the Non-Consolidated Financial Statements for the 79th Fiscal Year (April 1, 2009, through March 31, 2010)

**Proposals to Be Voted on:**

- |                        |  |
|------------------------|--|
| <b>Proposal No. 1:</b> | Election of Six (6) Directors of the Board       |
| <b>Proposal No. 2:</b> | Election of One (1) Corporate Auditor            |
| <b>Proposal No. 3:</b> | Election of One (1) Substitute Corporate Auditor |

\* If you attend the meeting in person, please submit your completed voting form at the reception desk. If a shareholder exercises his/her voting rights through a proxy, the proxy should present that shareholder's voting form and a letter of proxy or other written proof of proxy at the reception desk. The Company's Articles of Incorporation prescribe that such proxy must be another shareholder (one) who has voting rights in the Company.

\* In case any changes are made in the Reference Documents for the Exercise of Voting Rights, the Business Report and the Consolidated/Non-Consolidated Financial Statements, such changes will be posted on the Company's Web site: <http://www.fhi.co.jp/english/ir/index.html>

## REFERENCE DOCUMENTS FOR THE EXERCISE OF VOTING RIGHTS

**Proposals and Information:**

**Proposal No. 1:** Election of Six (6) Directors of the Board

The terms of office of seven (7) Directors of the Board will expire at the conclusion of this Ordinary General Meeting of Shareholders. It is hereby proposed that six (6) Directors of the Board be elected.

Candidates for the position of Director of the Board are as follows:

No.	Name (Date of Birth)	Biography, Posts and Responsibilities in the Company, and Significant Positions Concurrently Held	Number of the Company's Shares Held
1	Ikuo Mori (August 19, 1947)	<p>Apr. 1970    Joined the Company</p> <p>Jun. 1995    Staff General Manager of North America Affiliate Department, Subaru Overseas Division</p> <p>Jun. 2001    General Manager of Sales Planning Department and Staff General Manager of Sales Promotion Department</p> <p>Jun. 2002    Corporate Vice President, Chief General Manager of Europe Region and Chief General Manager of Asia Pacific Region, Subaru Sales &amp; Marketing Division</p> <p>Jun. 2004    Corporate Vice President, Chief General Manager of Subaru Parts &amp; Accessories Division</p> <p>Apr. 2005    Corporate Senior Vice President, Chief General Manager of Subaru Overseas Sales &amp; Marketing Division</p> <p>Jun. 2006    Corporate Executive Vice President, Chief General Manager of Subaru Overseas Sales &amp; Marketing Division</p> <p>Jun. 2006    Representative Director of the Board, President and CEO (to the present)</p> <p><i>(Significant Positions Concurrent Held)</i>                      Director, SUBARU of INDIANA AUTOMOTIVE, INC.                      Director, Subaru of America, Inc.                      Chairman, Japan Aircraft Development Corporation                      Chairman, International Aircraft Development Fund</p>	39,000 shares

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No.	Name (Date of Birth)	Biography, Posts and Responsibilities in the Company, and Significant Positions Concurrently Held	Number of the Company's Shares Held
2	Kazushige Okuhara (January 27, 1948)	<p>Apr. 1970    Joined the Company</p> <p>Jun. 1993    Regional Manager of Regional Management Department, Domestic Sales Division (Chugoku, Shikoku and Kyusyu)</p> <p>Apr. 1994    General Manager of 4th Sales Department, Domestic Sales Division</p> <p>Oct. 1999    Temporarily transferred to TOKYO SUBARU Inc. as its Senior Managing Director, while serving with the Company's Human Resources Department</p> <p>Jun. 2001    Corporate Vice President, Senior General Manager of Japan Region, Subaru Sales &amp; Marketing Division Chief General Manager of Subaru Parts &amp; Accessories Division and General Manager of Customer Service Center</p> <p>Jun. 2003    Corporate Senior Vice President, Chief General Manager of Subaru Japan Sales &amp; Marketing Division and Chief General Manager of Subaru Marketing Division</p> <p>Apr. 2005    Corporate Senior Vice President, General Manager of Human Resources Department</p> <p>Jun. 2006    Director of the Board, Corporate Executive Vice President, General Manager of Human Resources Department</p> <p>Apr. 2009    Director of the Board and Corporate Executive Vice President (to the present)</p> <p><i>(Responsibilities in the Company)</i> Secretarial Office., Finance &amp; Accounting Department, Corporate Communications Department, Human Resources Department, Business Process &amp; Information System Management Department, General Administration Department, Legal Department, Internal Audit Department</p>	27,000 shares

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No.	Name (Date of Birth)	Biography, Posts and Responsibilities in the Company, and Significant Positions Concurrently Held	Number of the Company's Shares Held
3	Masatsugu Nagato (November 18, 1948)	<p>Apr. 1972    Joined Industrial Bank of Japan, Limited. (IBJ)</p> <p>Jun. 2001    Managing Executive Officer in charge of Research Headquarters, IBJ</p> <p>Apr. 2002    Managing Executive Officer, Mizuho Bank, Ltd.</p> <p>Apr. 2003    Managing Executive Officer and Head of Americas, Mizuho Corporate Bank, Ltd.</p> <p>Jun. 2006    Corporate Executive Vice President of the Company</p> <p>Apr. 2007    Corporate Executive Vice President, Chief General Manager of Subaru Overseas Sales &amp; Marketing Division 2</p> <p>Jun. 2007    Director of the Board, Corporate Executive Vice President, Chief General Manager of Subaru Overseas Sales &amp; Marketing Division 2</p> <p>Jun. 2008    Director of the Board and Corporate Executive Vice President (to the present)</p> <p><i>(Responsibilities in the Company)</i> Subaru Global Marketing Division, Subaru Overseas Sales &amp; Marketing Division 1, Subaru Overseas Sales &amp; Marketing Division 2 and Subaru of America, Inc.</p> <p><i>(Significant Position Concurrently Held)</i> Director, Subaru of America, Inc.</p>	27,000 shares

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No.	Name (Date of Birth)	Biography, Posts and Responsibilities in the Company, and Significant Positions Concurrently Held	Number of the Company's Shares Held
4	Jun Kondo (July 20, 1950)	<p>Apr. 1976    Joined the Company</p> <p>Apr. 1999    General Manager of 2nd Production Department, Gunma Plant</p> <p>Jun. 2001    Senior General Manager of Gunma Plant</p> <p>Jun. 2003    Corporate Vice President, Chief General Manager of Subaru Manufacturing Division and Chief General Manager of Gunma Plant</p> <p>May 2004    Corporate Vice President, Chief General Manager of Subaru Cost Planning &amp; Management Division and General Manager of Cost Planning Department</p> <p>Jun. 2004    Corporate Senior Vice President, Chief General Manager of Subaru Cost Planning &amp; Management Division</p> <p>Jun. 2006    Corporate Senior Vice President, Chief General Manager of Subaru Cost Planning &amp; Management Division and Senior General Manager of Subaru Purchasing Division</p> <p>Apr. 2007    Corporate Senior Vice President Chief General Manager of Strategy Development Division and Chief General Manager of Subaru Cost Planning &amp; Management Division</p> <p>Jun. 2008    Director of the Board and Corporate Executive Vice President, Chief General Manager of Strategy Development Division</p> <p>Apr. 2009    Director of the Board and Corporate Executive Vice President (to the present)</p> <p><u>(Responsibilities in the Company)</u> Strategy Development Division, Subaru Quality Assurance Division, Aerospace Company, Industrial Products Company, and Eco Technologies Company</p>	24,000 shares

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No.	Name (Date of Birth)	Biography, Posts and Responsibilities in the Company, and Significant Positions Concurrently Held	Number of the Company's Shares Held
5	Yasuyuki Yoshinaga (March 5, 1954)	<p>Apr. 1977    Joined the Company</p> <p>Oct. 1999    General Manager of Sales Planning Department, Domestic Sales Division</p> <p>Oct. 2003    Senior General Manager of Subaru Strategy Development Division and General Manager of Corporate Planning Department</p> <p>Apr. 2005    Corporate Vice President, Senior General Manager of Strategy Development Division and General Manager of Corporate Planning Department</p> <p>Jun. 2006    Corporate Vice President, Chief General Manager of Strategy Development Division</p> <p>Apr. 2007    Corporate Vice President, Chief General Manager of Subaru Japan Sales &amp; Marketing Division and General Manager of Sales Promotion Department</p> <p>Jun. 2007    Corporate Senior Vice President, Chief General Manager of Subaru Japan Sales &amp; Marketing Division</p> <p>Jun. 2009    Director of the Board and Corporate Executive Vice President, Chief General Manager of Subaru Japan Sales &amp; Marketing Division (to the present)</p> <p><u>(Responsibilities in the Company)</u> Subaru Japan Sales &amp; Marketing Division, Subaru Parts &amp; Accessories Division, Subaru Customer Center</p>	19,000 shares

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No.	Name (Date of Birth)	Biography, Posts and Responsibilities in the Company, and Significant Positions Concurrently Held	Number of the Company's Shares Held
6	Akira Mabuchi (September 11, 1953)	<p>Apr. 1979    Joined the Company</p> <p>Jul. 2000    General Manager of Chassis Design Department, Subaru Engineering Division</p> <p>Jun. 2004    Senior General Manager of Subaru Engineering Division and General Manager of Engineering Administration Department</p> <p>Apr. 2005    Corporate Vice President Senior General Manager of Subaru Engineering Division and General Manager of Engineering Administration Department</p> <p>Jun. 2007    Corporate Senior Vice President Chief General Manager of Subaru Engineering Division</p> <p>Apr. 2009    Corporate Senior Vice President Chief General Manager of Strategy Development Division (to the present)</p> <p><i>(Significant Positions Concurrently Held)</i> Director, Subaru of Indiana Automotive, Inc. Director, Subaru of America, Inc.</p>	16,000 shares

Note: The candidates have no special interest relationships with the Company.

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**Proposal No. 2:** Election of One (1) Corporate Auditor

The term of office of Corporate Auditor Yoji Ishimaru will expire at the conclusion of this Ordinary General Meeting of Shareholders. It is hereby proposed that one (1) Corporate Auditor be elected. This proposal has been approved at a Board of Corporate Auditors Meeting. The candidate for the position of Corporate Auditor is as follows.

Name (Date of Birth)	Biography, Posts in the Company, and Significant Positions Concurrently Held	Number of the Company's Shares Held
Hiroyuki Oikawa (July 29, 1946)	Apr. 1969    Joined the Company	29,000 shares
	Jun. 2001    Corporate Vice President, Senior General Manager of Manufacturing Division and Chief General Manager of Gunma Plant	
	Jun. 2002    Corporate Senior Vice President, Chief General Manager of Subaru Manufacturing Division and Chief General Manager of Gunma Plant	
	Jun. 2003    Corporate Senior Vice President, President of Subaru of Indiana Automotive, Inc. (SIA)	
	Jun. 2006    Director of the Board and Corporate Executive Vice President, President of SIA	
	Jun. 2008    Director of the Board and Corporate Executive Vice President (to the present)	

Note: The candidate has no special interest relationship with the Company.

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**Proposal No. 3:** Election of One (1) Substitute Corporate Auditor

The resolution on the election of a Substitute Auditor for Outside Corporate Auditor made at the 78th Ordinary General Meeting of Shareholders held on June 24, 2009, expires at the opening of this 79th Ordinary General Meeting of Shareholders. It is therefore proposed that one (1) Substitute Auditor for Outside Corporate Auditor be elected in case of vacancy of the statutory number of Corporate Auditors.

The candidate for the position of Substitute Auditor for Outside Corporate Auditor is as follows:

The validity of the resolution on the election of Iwao Sekiya shall expire at the opening of the first Ordinary General Meeting of Shareholders to be held after said resolution was made, and can be nullified by resolution of the Board of Directors, with the consent of the Board of Corporate Auditors Meeting, only before he assumes office.

The proposal has been approved by the Board of Corporate Auditors Meeting.

Name (Date of Birth)	Biography, Posts and Responsibilities in the Company, and Significant Positions Concurrently Held	Number of the Company's Shares Held
Iwao Sekiya (December 11, 1945)	Apr. 1973 Registered as a lawyer with the Tokyo Bar Association Oct. 1983 Established Sekiya Law Office Nov. 2006 Auditor of Keio University Apr. 2008 Outside Auditor, Ryoyo Electro Corporation (to the present)	41,000 shares

Notes:

1. The above candidate for Substitute Corporate Auditor has no special interest relationship with the Company.
2. The above candidate is nominated for Substitute Auditor for Outside Corporate Auditor.
3. We chose Iwao Sekiya as a candidate for Substitute Auditor for Outside Corporate Auditor in the belief that he is capable as an Outside Corporate Auditor of the Company and should be able to fulfill the relevant duties if he takes office.

Due to his long experience as a lawyer, Iwao Sekiya has advanced professional expertise in corporate legal affairs. Although he has no experience dealing directly with corporate management, he has adequate insights to guide corporate management based on his experience in corporate legal affairs.

4. To allow the Company's Outside Corporate Auditors to fulfill their expected roles, Article 37 of the Company's Articles of Incorporation provides that the Company may conclude a contract with its Outside Corporate Auditors to limit liabilities for compensation of damages under Article 423, Section 1 of the Corporate Law. Accordingly, if Iwao Sekiya assumes office as an Outside Corporate Auditor, the Company will conclude such a contract with him. The outline of the contract is as follows.

(1) The ceiling amount for liabilities under Article 423-1 of the Corporation Law for Outside Corporate Auditors shall be whichever is higher, a previously designated amount of ¥5 million or more, or an amount stipulated by laws and regulations.

(2) The limitation of liabilities as described above shall be accepted only when the Outside Corporate Auditors performed the duty in good faith and without gross negligence that was associated with the damages they are liable for.