

Please note that the following is an unofficial English translation of the Japanese original text of the Notice of Resolutions at the 80th 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 24, 2011

**Fuji Heavy Industries Ltd.**

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

**NOTICE OF RESOLUTIONS AT  
THE 80TH ORDINARY GENERAL MEETING OF SHAREHOLDERS**

To Our Shareholders:

Please take notice that at the 80th Ordinary General Meeting of Shareholders of Fuji Heavy Industries Ltd. (the “Company”) held on June 24, 2011, reports were made and resolutions were adopted as described below.

Sincerely,  
**Yasuyuki Yoshinaga,**  
*President and COO*

- Matters Reported:**
1. Presentation of the Business Report and the Consolidated Financial Statements for the 80th Fiscal Period (April 1, 2010, through March 31, 2011), as well as the Audit Reports of the Accounting Auditor and the Board of Corporate Auditors on the Consolidated Financial Statements
  2. Presentation of the Non-Consolidated Financial Statements for the 80th Fiscal Year (April 1, 2010, through March 31, 2011)

**Matters Resolved:**

- Proposal No. 1:** Approval of the Proposed Appropriation of Retained Earnings  
This proposal was approved and adopted as proposed. It was decided to pay the year-end dividends of ¥ 4.50 per share. As a result, the annual dividend for the year under review is ¥ 9.00 per share including the paid interim dividend.
- Proposal No. 2:** Election of Seven (7) Directors of the Board  
The proposal was approved and adopted as proposed. Ikuo Mori, Yasuyuki Yoshinaga, Jun Kondo, Akira Mabuchi, Naoto Muto, Tomohiko Ikeda and Toshio Arima were elected as Directors of the Board, and each assumed office. Toshio Arima is an Outside Director.
- Proposal No. 3:** Election of One (1) Substitute Corporate Auditor  
The proposal was approved and adopted as proposed. Kenji Tamazawa was elected as a Substitute Corporate Auditor, and he assumed office. The validity of the resolution on the election of Kenji Tamazawa shall expire at the opening of the first Ordinary General Meeting of Shareholders to be held after said resolution is made, and can be nullified by resolution of the Board of Directors, with the consent of the Board of Corporate Auditors, only before he assumes office.

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Representative Directors of the Board were elected at a meeting of the Board of Directors held after the closing of the Ordinary General Meeting of Shareholders as follows, and each assumed office.

Representative Director of the Board, Chairman and CEO  
Representative Director of the Board, President and COO  
Representative Director of the Board, Deputy President

Ikuo Mori  
Yasuyuki Yoshinaga  
Jun Kondo

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