

October 14, 2009
Mazda Motor Corporation
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Notice concerning Determination of Issue Price and Selling Price and Other Matters

Mazda Motor Corporation ("Mazda") determined the issue price, the selling price and other matters relating to the issuance of new shares, the sale of treasury shares and the secondary offering of shares of Mazda, which were resolved at the meeting of the board of directors held on October 5, 2009, as set forth below:

1. Issuance of New Shares by way of Offering (Public Offering)

(1) Issue Price	(*1)		<u>¥ 213 per share</u>
(2) Total Amount of the Issue Price	(*2)		<u>¥ 67,137,174,000</u>
(3) Amount to be Paid	(*1)		<u>¥ 204.20 per share</u>
(4) Total Amount to be Paid	(*2)		<u>¥ 64,363,431,600</u>
(5) Amount of Stated Capital and Additional Paid-in Capital to be Increased	(*2)	<u>The amount of stated capital to be increased</u> <u>The amount of the additional paid-in capital to be increased</u>	<u>¥ 31,666,729,160</u> <u>¥ 31,666,729,160</u>
(6) Subscription Period (in Japan)		<u>The subscription period shall be from Thursday, October 15, 2009 to Friday, October 16, 2009.</u>	
(7) Payment Date			<u>Wednesday, October 21, 2009</u>

(*1) The Underwriters shall purchase for sale the shares at the amount to be paid and offer them at the issue price.

(*2) This amount assumes that the Underwriters exercise in whole an option to purchase additionally issued shares of common stock of Mazda as mentioned in "For Reference" 2. (b) below.

2. Secondary Offering of Shares by way of Sale of Treasury Shares (Secondary Offering by way of Underwriting)

(1) Selling Price	(*)		<u>¥ 213 per share</u>
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Note: This press release does not constitute an offer of any securities for sale. This press release has been prepared for the sole purpose of publicly announcing that Mazda has determined an issue price and a selling price and other matters relating to the issuance of new shares, the sale of treasury shares and the secondary offering of our shares, and not for the purpose of soliciting investment or engaging in any other similar activities within or outside Japan. Investors for our shares should carefully review a prospectus as well as any amendments thereto prepared by Mazda prior to making any investment decisions. This press release is not an offer of securities for sale in the United States. The securities may not be offered or sold in the United States absent registration or an exemption from registration under the U.S. Securities Act of 1933. No offer of securities in the United States will be made in connection with the above-mentioned transactions.

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|-----|--|--|
| (2) | Total Amount of the Selling Price | ¥ 20,618,826,000 |
| (3) | Amount to be Paid (*)
(Disposition Price) | ¥ 204.20 per share |
| (4) | Total Amount to be Paid | ¥ 19,766,968,400 |
| (5) | Subscription Period | <u>The subscription period shall be from Thursday, October 15, 2009 to Friday, October 16, 2009.</u> |
| (6) | Payment Date | <u>Wednesday, October 21, 2009</u> |
| (7) | Delivery Date | <u>Thursday, October 22, 2009</u> |
- (*) The Underwriters shall purchase for sale the treasury shares at the amount to be paid (disposition price) and offer them at the selling price.

3. Secondary Offering of Shares (Secondary Offering by way of Over-Allotment)

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|-----|-----------------------------------|--|
| (1) | Number of Shares to be Sold | <u>48,000,000 shares</u> |
| (2) | Selling Price | <u>¥ 213 per share</u> |
| (3) | Total Amount of the Selling Price | <u>¥ 10,224,000,000</u> |
| (4) | Subscription Period | <u>The subscription period shall be from Thursday, October 15, 2009 to Friday, October 16, 2009.</u> |
| (5) | Delivery Date | <u>Thursday, October 22, 2009</u> |

4. Issuance of New Shares by way of Third-Party Allotment

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|-----|---|--|
| (1) | Amount to be Paid | ¥ 204.20 per share |
| (2) | Total Amount to be Paid (Maximum) | ¥ 9,801,600,000 |
| (3) | Amount of Stated Capital and Additional Paid-in Capital to be Increased (Maximum) | <u>The amount of stated capital to be increased</u> ¥ 4,900,800,000
<u>The amount of the additional paid-in capital to be increased</u> ¥ 4,900,800,000 |
| (4) | Subscription Period (Subscription Date) | <u>Wednesday, November 11, 2009</u> |
| (5) | Payment Date | <u>Thursday, November 12, 2009</u> |

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[For Reference]

1. Calculation of Issue Price and Selling Price

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|---|------------------------------------|--------------|
| (1) Price Calculation Date
and Price | <u>Wednesday, October 14, 2009</u> | <u>¥ 220</u> |
| (2) Discount Rate | | <u>3.18%</u> |

2. Number of Shares to be Offered in the Public Offering

The total of shares of common stock of Mazda of (a) and (b) below	315,198,000 shares
(a) Shares of common stock of Mazda to be purchased for sale by the Underwriters in the Public Offering	303,198,000 shares
(b) Shares of common stock of Mazda subject to an option granted to the Underwriters to purchase additionally issued shares of common stock of Mazda in connection with the sale to overseas investors as a part of the Public Offering (maximum)	12,000,000 shares

93,800,000 shares out of the shares to be offered as mentioned in (a) above will be sold to overseas investors in the overseas market such as Europe (but excluding the United States and Canada), and Mazda grants to the Underwriters an option to purchase additionally issued shares of common stock of Mazda as mentioned in (b) above in connection with such sale to overseas investors.

3. Syndicate Cover Transaction Period

From Saturday, October 17, 2009 to Thursday, November 5, 2009

4. Use of Proceeds

Out of proceeds from the public offering of new shares, sale of the treasury shares and Capital Increase by way of Third-Party Allotment of shares which will be up to 93,556,000,000 yen in total, 60,000,000,000 yen is planned to be used for research and development of environment- and safe- responsive vehicles, and the remainder for capital expenditure.

For the details of a plan to develop important facilities in Mazda group, please see "Notice concerning Issuance of New Shares, Sale of Treasury Shares and Secondary Offering of Shares" announced on October 5, 2009.

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