

October 20, 2009  
Mazda Motor Corporation  
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### **Notice Concerning Determination of the Number of New Shares to be Issued**

Mazda Motor Corporation (“Mazda”) determined, in relation 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, the number of shares of common stock of Mazda (the “shares”) to be additionally issued upon exercise of an option granted to the Underwriters in connection with the sales to overseas investors as a part of issuance of new shares by way of public offering (Public Offering) as follows:

Number of shares to be additionally issued upon exercise of an option granted to the Underwriters in connection with the sale to overseas investors as a part of the Public Offering: 12,000,000 shares

[For Reference]

1. Number of Shares to be Offered in Public Offering

315,198,000 shares which are the sum of (i) and (ii) below:

- (i) 303,198,000 shares underwritten by the Underwriters in the Public Offering.
- (ii) 12,000,000 shares to be additionally issued upon exercise of an option granted to the Underwriters in connection with the sale to overseas investors as a part of the Public Offering

105,800,000 shares, being the sum of (a) 93,800,000 shares out of the shares set forth in (i) above and (b) 12,000,000 shares set forth in (ii) above, shall be sold to overseas investors in overseas market such as Europe (but excluding the United States and Canada).

2. Change in the Total Number of Issued Shares as a Result of Capital Increase by Public Offering

Total number of issued shares at present: 1,418,509,399 shares  
(as of September 30, 2009)

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 the number of new shares to be issued 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. 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.

Increase in the number of shares as a result of the capital increase by public offering: 315,198,000 shares

Total number of issued shares after the capital increase by public offering: 1,733,707,399 shares

In addition, up to 48,000,000 shares may be additionally issued on November 12, 2009, by way of third-party allotment to Nomura Securities Co., Ltd. in connection with the Secondary Offering by way of Over-Allotment.

### 3. 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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