

November 10, 2009
Mazda Motor Corporation
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**Notice Concerning Final Number of New Shares
to be Issued by Capital Increase by way of Third-Party Allotment**

Mazda Motor Corporation (“Mazda”) announces that it has been notified that, in relation to the issuance of new shares by third-party allotment, which was resolved at the meeting of the board of directors held on October 5, 2009, Nomura Securities Co., Ltd., (the Allottee) elects to subscribe for some of the shares issuable in connection therewith as set out below:

1. Number of New Shares: 46,670,000 shares
(Number of shares issuable: 48,000,000 shares)

2. Total Amount to be Paid: 9,530,014,000 yen
(204.20 yen per share)

3. Amount of Stated Capital and The amount of stated capital to be increased
Additional Paid-in Capital to be 4,765,007,000 yen
Increased: The amount of the additional paid-in capital to be increased
4,765,007,000 yen

4. Subscription Period (Subscription Wednesday, November 11, 2009
Date):

5. Payment Date: Thursday, November 12, 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 the number of new shares to be issued relating to the capital increase by way of third-party allotment, 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.

[For Reference]

1. This capital increase by way of third-party allotment was resolved at the meeting of the board of directors held on October 5, 2009, simultaneously with the issuance of new shares by way of public offering (Public Offering), secondary offering of shares by way of sale of treasury shares (Secondary Offering by way of Underwriting) and secondary offering of shares (Secondary Offering by way of Over-Allotment).

For the details of the capital increase by way of third-party allotment, please see “Notice Concerning Issuance of New Shares, Sale of Treasury Shares and Secondary Offering of Shares” announced on October 5, 2009 and “Notice concerning Determination of Issue Price and Selling Price and Other Matters” announced on October 14, 2009.

2. Change in the Total Number of Issued Shares as a Result of Capital Increase by way of Third-Party Allotment

Total number of issued shares at present:	1,733,707,399 shares (as of October 21, 2009)
Increase in the number of shares as a result of the capital increase by third-party allotment:	46,670,000 shares
Total number of issued shares after the capital increase by third-party allotment:	1,780,377,399 shares

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 93,285,414,000 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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