

March 5, 2012  
Mazda Motor Corporation  
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**Notice concerning Determination of Issue Price and Selling Price and Other Matters relating to Issuance of New Shares and Secondary Offering of Shares**

Mazda Motor Corporation (the "Company") has determined the issue price, the selling price and other matters relating to the issuance of new shares and the secondary offering of shares of the Company, which were resolved at the meeting of the Board of Directors held on February 22, 2012, as set forth below:

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

- |   |      |  |                               |
|---|------|--|-------------------------------|
| (1) Issue Price   | (*1) |  | <u>¥ 124 per share</u>        |
| (2) Total Amount of the Issue Price   | (*2) |  | <u>¥ 136,369,000,000</u>      |
| (3) Amount to be Paid   | (*1) |  | <u>¥ 118.88 per share</u>     |
| (4) Total Amount to be Paid   | (*2) |  | <u>¥ 130,738,280,000</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>¥ 65,369,140,000</u>       |
|   |      | <u>The amount of the additional paid-in capital to be increased</u>                              | <u>¥ 65,369,140,000</u>       |
| (6) Subscription Period (in Japan)  |      | <u>The subscription period shall be from Tuesday, March 6, 2012 to Wednesday, March 7, 2012.</u> |                               |
| (7) Payment Date  |      |  | <u>Monday, March 12, 2012</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 the Company as mentioned in "For Reference" 2. (b) below.

Note: This press release does not constitute an investment solicitation for any securities for sale. This press release has been prepared for the purpose of publicly announcing that the Company has determined certain matters relating to the issuance of new shares and the secondary offering of its shares, and not for the purpose of soliciting investment or engaging in any other similar activities within or outside Japan. Investors for its shares of common stock should carefully review the prospectus for the issuance of new shares and the secondary offering of shares, as well as any amendments thereto (if any), prepared by the Company prior to making any investment decisions, and should make such decisions on its own responsibilities and at its own discretion. This press release does not constitute an offer of investment in nor solicitation for purchase of its shares of common stock within the United States. The Company has not, and will not, registered any of its shares of common stock under the U.S. Securities Act of 1933. 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 for sale in the United States will be made in connection with the above-mentioned transactions.

2. Secondary Offering of Shares (Secondary Offering by way of Over-Allotment)
- |                                       |  |                                |
|---------------------------------------|--|--------------------------------|
| (1) Number of Shares to be Sold       |  | <u>119,250,000 shares</u>      |
| (2) Selling Price                     |  | <u>¥ 124 per share</u>         |
| (3) Total Amount of the Selling Price |  | <u>¥ 14,787,000,000</u>        |
| (4) Subscription Period               | <u>The subscription period shall be from Tuesday, March 6, 2012 to Wednesday, March 7, 2012.</u> |                                |
| (5) Delivery Date                     |  | <u>Tuesday, March 13, 2012</u> |
3. Issuance of New Shares by way of Third-Party Allotment (Capital Increase by way of Third-Party Allotment)
- |   |   |                                |
|---|---|--------------------------------|
| (1) Amount to be Paid   |   | <u>¥ 118.88 per share</u>      |
| (2) Total Amount to be Paid (Maximum)   |   | <u>¥ 14,176,440,000</u>        |
| (3) Amount of Stated Capital and Additional Paid-in Capital to be Increased (Maximum) | <u>The amount of stated capital to be increased</u>                 | <u>¥ 7,088,220,000</u>         |
|   | <u>The amount of the additional paid-in capital to be increased</u> | <u>¥ 7,088,220,000</u>         |
| (4) Subscription Period (Subscription Date)   |   | <u>Monday, March 26, 2012</u>  |
| (5) Payment Date  |   | <u>Tuesday, March 27, 2012</u> |

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[For Reference]

1. Calculation of Issue Price and Selling Price

(1) Price Calculation Date Monday, March 5, 2012 ¥ 128  
and Price

(2) Discount Rate 3.13%

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

The total of shares of common stock of the Company of (a) and (b) 1,099,750,000 shares  
below

(a) Shares of common stock of the Company to be purchased for sale 1,060,000,000 shares  
by the Underwriters in the Public Offering

(b) Shares of common stock of the Company subject to an option 39,750,000 shares  
granted to the Underwriters to purchase additionally issued shares  
of common stock of the Company in connection with the sale to  
overseas investors as a part of the Public Offering (maximum)

265,000,000 shares out of the shares to be offered as mentioned in (a) above will be sold to overseas investors in the overseas markets such as Europe (but excluding the United States and Canada), and the Company grants to the Underwriters an option to purchase additionally issued shares of common stock of the Company as mentioned in (b) above in connection with such sale to overseas investors.

3. Syndicate Cover Transaction Period

From Thursday, March 8, 2012 to Thursday, March 22, 2012

4. Use of Proceeds to be Raised

Out of proceeds from the public offering of new shares and the capital increase by way of third-party allotment of shares, which is estimated to be up to 144,207,720,000 yen in total, 40,000,000,000 yen is planned to be used for: (a) equity/debt investments with respect to the construction of the automobile and engine assembly factories and the facility investments by the Company's subsidiary in Mexico and which is expected to start operations during the fiscal year ending March 2014 and (b) equity/debt investments with respect to the facility investments by equity-method affiliates to be newly incorporated in Russia and ASEAN countries. Also, 30,000,000,000 yen is planned to be used for manufacturing facility investments with respect to environmental and safety vehicles using SKYACTIV technology, and 74,207,720,000 yen is planned to be used for the research and development of the next-generation of environmental and safety technologies to further improve the environmental function of internal-combustion systems and to expand the use of electric device technologies.

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The Company has stated in the “Structural Reform Plan”, which supplements the “Framework for Medium- and Long-term Initiatives” it issued in February 2012, that the Company will reinforce its business in emerging markets and establish a global production footprint, and the Company will revamp its income structure by heightening resistance to foreign exchange ratio fluctuations by strengthening its overseas manufacturing and sales footprint through investments in Mexico, Russia and ASEAN countries.

Further, the Company will make steady investments in facilities for manufacturing automobiles equipped with SKYACTIV technology to be introduced in the future, and will expand strategic investments and development, including development of next-generation environmental and safety technologies through further evolution of the existing SKYACTIV technology.

The detailed spending schedule is as follows:

(Thousands of yen)

Use of Proceeds	Contents	Fiscal Year ending March 2013	Fiscal Year ending March 2014	Fiscal Year ending March 2015	Total
Investment and Loan Program Funds	Construction of factories and automobile manufacturing facilities in Mexico	—	20,000,000	10,000,000	30,000,000
	Automobile manufacturing facilities in Russia	—	2,500,000	2,500,000	5,000,000
	Automobile manufacturing and sales facilities in ASEAN countries	5,000,000	—	—	5,000,000
Facility Investment	Manufacturing facilities for automobile using environmental and safety technologies at Hiroshima and Hofu Plants	10,000,000	10,000,000	10,000,000	30,000,000
Research and Development	Development of next-generation environmental and safety technologies	25,000,000	25,000,000	24,207,720	74,207,720
Total		40,000,000	57,500,000	46,707,720	144,207,720

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For the details of the total amount stated in the facility investment plan of the Company and its consolidated subsidiaries for the fiscal year ending March 2013 to fiscal year ending March 2015, please see “Notice Concerning Issuance of New Shares, Secondary Offering of Shares and Subordinated Loan Financing” announced on February 22, 2012.

- End -

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