

May 9, 2014  
Mazda Motor Corporation  
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Code No. 7261  
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## **Notice Concerning a Partial Revision of the Articles of Incorporation**

Mazda Motor Corporation (hereinafter the “Company”) hereby announces that at its Board of Directors meeting on May 9, 2014, it resolved to submit a proposal for the partial revision of the Articles of Incorporation to the Company’s 148<sup>th</sup> ordinary general meeting of shareholders to be held on June 24, 2014, as described below.

### **1. Purpose of revision**

- (1) In view of the reduction in the total number of outstanding shares as the result of the consolidation of five shares into one share, the Company will change the total number of shares that may be issued from 6 billion shares to 1.2 billion shares in line with the consolidation ratio. Thus Article 6 of the Articles of Incorporation (Total number of shares that may be issued) will be revised.
- (2) The Company respects the purport of the “Action Plan for the Consolidation of Share Trading Units” issued by Japan’s stock exchanges and will change the number of shares per share unit from 1,000 to 100. Thus Article 8 of the Articles of Incorporation (Number of shares per share unit) will be revised.
- (3) The partial revision of the Articles of Incorporation is subject to the approval of the consolidation of shares at the general meeting of shareholders and includes a supplementary provision stating that the revision shall come into effect on August 1, 2014, the date the consolidation of shares will take effect. This supplementary provision shall be deleted on August 1, 2014.

### **2. Content of revisions**

Please refer to the attachment.

### **3. Schedule**

Date of the general meeting of shareholders for approval of the revision of the Articles of Incorporation: June 24, 2014

Date when the revision of the Articles of Incorporation comes into effect: August 1, 2014

### **4. Other**

The Company released a “Notice Concerning Consolidation of Shares, Change in the Number of Shares Per Share Unit, and Change in the Total Number of Shares that May Be Issued” on February 5, 2014.

<Attachment>

(The revised portions are underlined.)

Present Provisions	Proposed Revisions
<p style="text-align: center;">ARTICLES OF INCORPORATION OF Mazda Motor Corporation</p> <p>CHAPTER 2 SHARES</p> <p>Total number of shares that may be issued Article 6 The total number of shares that may be authorized for issue by the Company shall be <u>six billion (6,000,000,000)</u>.</p> <p>Number of shares per share unit Article 8 The number of shares in one share unit of the Company's stock shall be <u>one thousand (1,000)</u>.</p> <p style="text-align: center;">(Add)</p>	<p style="text-align: center;">ARTICLES OF INCORPORATION OF Mazda Motor Corporation</p> <p>CHAPTER 2 SHARES</p> <p>Total number of shares that may be issued Article 6 The total number of shares that may be authorized for issue by the Company shall be <u>one billion, two hundred million (1,200,000,000)</u>.</p> <p>Number of shares per share unit Article 8 The number of shares in one share unit of the Company's stock shall be <u>one hundred (100)</u>.</p> <p><u>SUPPLEMENTARY PROVISION</u> <u>The effective date for the revision to Articles 6 and 8 shall be August 1, 2014. This supplementary provision shall be deleted on August 1, 2014.</u></p>