

May 25, 2022
Mazda Motor Corporation
Akira Marumoto, Representative Director, President and CEO
Code No. 7261
Contact: Ayumu Doi, General Manager,
Corporate Communications Division
Phone: (082) 282-1111

Notice Concerning Amendments to Part of the Articles of Incorporation

Mazda Motor Corporation (hereinafter the “Company”) hereby announces that at its Board of Directors meeting held today, it resolved to submit a proposal for amendments to part of the Articles of Incorporation to the Company’s 156th Ordinary General Meeting of Shareholders to be held on June 24, 2022, as described below.

1. Purpose of the amendments

The amended provisions stipulated in the proviso of Article 1 of the supplementary provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) will be enforced on September 1, 2022. Accordingly, in order to prepare for the introduction of the system for electronic provision of documents for general meetings of shareholders, the Articles of Incorporation of the Company shall be amended as follows.

- (1) The proposed Article 16, Paragraph 1 provides that information contained in the reference documents for general meetings of shareholders, etc. shall be provided electronically.
- (2) The purpose of the proposed Article 16, Paragraph 2 is to establish a provision to limit the scope of matters to be included in the paper copy to be sent to shareholders who request it.
- (3) The provisions related to the disclosure via the internet and deemed provision of general meeting of shareholders documents (Article 16 of the current Articles of Incorporation) will become unnecessary and will therefore be deleted.
- (4) In line with the above establishment and deletion of provisions, supplementary provisions related to the effective date, etc. shall be established.

2. Content of revisions

Please refer to the attachment.

3. Schedule

Date of the Ordinary General Meeting of Shareholders for approval of the amendments to part of the Articles of Incorporation: June 24, 2022

Date when the amendments to part of the Articles of Incorporation come into effect: June 24, 2022

<Attachment>

(Amended parts are underlined.)

Current Articles of Incorporation	Proposed Amendments
<p><u>(Disclosure via the Internet and Deemed Provision of Reference Documents for General Meeting of Shareholders)</u></p> <p><u>Article 16 When convening a General Meeting of Shareholders, the Company shall be deemed to have provided to shareholders information concerning matters to be described or presented in reference documents for the General Meeting of Shareholders, business reports, and non-consolidated and consolidated financial statements by disclosing such information via the Internet in accordance with the Ordinance of the Ministry of Justice..</u></p> <p>(Newly established)</p>	<p>(Deleted)</p> <p><u>(Measures for Electronic Provision, etc.)</u></p> <p><u>Article 16 When convening a General Meeting of Shareholders, the Company shall provide information contained in the reference documents for the General Meeting of Shareholders, etc. electronically.</u></p> <p><u>2 Among the matters to be provided electronically, the Company may choose not to include all or part of the matters stipulated in the Ordinance of the Ministry of Justice in the paper copy to be sent to shareholders who request it by the record date for voting rights.</u></p>

Current Articles of Incorporation	Proposed Amendments
<p data-bbox="186 300 517 331">Supplementary Provisions</p> <p data-bbox="368 427 616 459">(Newly established)</p>	<p data-bbox="820 300 1150 331">Supplementary Provisions</p> <p data-bbox="820 342 1433 409"><u>(Transitional Measures Regarding Measures for Electronic Provision, etc.)</u></p> <p data-bbox="820 421 1433 1245"><u>Article 2 The deletion of Article 16 (Disclosure via the Internet and Deemed Provision of Reference Documents for General Meeting of Shareholders) of the Articles of Incorporation before the amendment (hereinafter “Articles of Incorporation Before the Amendment”) due to the conclusion of the 156th Ordinary General Meeting of Shareholders held in June 2022, and the establishment of Article 16 (Measures for Electronic Provision, etc.) of the Articles of Incorporation after the amendment due to the conclusion of the same General Meeting of Shareholders shall come into effect on September 1, 2022 (hereinafter “Effective Date”), the date of enforcement of the amended provisions stipulated in the proviso of Article 1 of the supplementary provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019).</u></p> <p data-bbox="935 1256 1433 1496"><u>2 Notwithstanding the provisions of the preceding paragraph, Article 16 of the Articles of Incorporation before the amendment shall remain in force with respect to a General Meeting of Shareholders held within six months from the Effective Date.</u></p> <p data-bbox="935 1507 1433 1747"><u>3 This article shall be deleted after the lapse of six months from the Effective Date or the lapse of three months from the date of the General Meeting of Shareholders set forth in the preceding paragraph, whichever is later.</u></p>