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11th May, 2018



To whom it may concern:

Company name: SUZUKI MOTOR CORPORATION
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Notice regarding partial amendment to the Articles of Incorporation

SUZUKI MOTOR CORPORATION (the “Company”) hereby announces that, in the board meeting held on 11th May, 2018 the board of directors resolved to submit a proposal to make “partial amendment to the Articles of Incorporation” to the 152nd General Meeting of Shareholders of the Company to be held on 28th June 2018.

1. Reasons for amendment

- (1) As one of the actions to enhance corporate governance in the Company and also to ensure transparency of the corporate management, the board of directors resolved to terminate the position of Corporate Advisors and Executive Counselors. In this respect, Article 27 in the Articles of Incorporation shall be deleted.
- (2) Article 23 item 1 stipulates Senior Managing Director and Managing Director that no longer exist at the moment. Amendment shall be proposed to delete the positions, review contents to match the current management structure as well as forward the paragraph 2 before paragraph 1, as it is a mandatory item in the Companies Act. Proposal also includes deletion of Article 33 paragraph 2 stipulating Standing Audit & Supervisory Board Member that do not exist anymore.
- (3) In the course of transition to a team management, and in order to restructure the management organization, the board of directors resolved not to place Chief Executive Officer and Chief Operations Officer. In this regard, Article 23 paragraph 3 shall be deleted. In order to align with the above change, convene of general meeting of shareholders as well as chairman of general meeting of shareholder in Articles 15 and 17 shall be amended accordingly.

2. Details of amendment

Details of amendment are as per appendix I.

3. Schedules

Date of General Meeting of Shareholders for the Amendment to the Articles of Incorporation (tentative) 28th June, 2018

Effective date of amendment to the Articles of Incorporation (tentative) 28th June, 2018

End

Appendix I

Current Articles of Incorporation	Proposed Changes
Chapter III. General Meeting of Shareholders (Person to Convene General Meetings) Article 15 Unless otherwise provided for in laws or ordinances, the <u>Chief Executive Officer</u> shall convene a general meeting of shareholders in accordance with a resolution of the Board of Directors; provided, however, if the office of the <u>Chief Executive Officer</u> is vacant or if the <u>Chief Executive Officer</u> is unable to act, the other Directors shall act in his or her place in the order previously determined by a resolution of the Board of Directors. Article 16 [Text omitted] (Chairman of General Meetings) Article 17 The <u>Chief Executive Officer</u> shall act as chairman of general meetings of shareholders; provided, however, if the office of the <u>Chief Executive Officer</u> is vacant or if the <u>Chief Executive Officer</u> is unable to act, the other Directors shall act in his or her place in the order previously determined by a resolution of the Board of Directors. Article 18 to Article 19 [Text omitted]	Chapter III. General Meeting of Shareholders (Person to Convene General Meetings) Article 15 Unless otherwise provided for in laws or ordinances, the <u>President-Director</u> shall convene a general meeting of shareholders in accordance with a resolution of the Board of Directors; provided, however, if the office of the <u>President-Director</u> is vacant or if the <u>President-Director</u> is unable to act, the other Directors shall act in his or her place in the order previously determined by a resolution of the Board of Directors. Article 16 [As current] (Chairman of General Meetings) Article 17 The <u>President-Director</u> shall act as chairman of general meetings of shareholders; provided, however, if the office of the <u>President-Director</u> is vacant or if the <u>President-Director</u> is unable to act, the other Directors shall act in his or her place in the order previously determined by a resolution of the Board of Directors. Article 18 to Article 19 [As current]
Chapter IV. Directors and Board of Directors Article 20 to Article 22 [Text omitted] (<u>Directors with Specific Titles, Representative Directors, Chief Executive Officer and Chief Operating Officer</u>) Article 23 1. The Board of Directors may, by its resolution, appoint one (1) Chairman of the Board of Directors, one (1) Vice Chairman of the Board of Directors, one (1) President-Director and several	Chapter IV. Directors and Board of Directors Article 20 to Article 22 [As current] (<u>Representative Directors and Directors with Specific Titles</u>) Article 23 1. The Board of Directors shall, by its resolution, elect several Representative Directors.

Vice-President-Directors, <u>Senior Managing Directors and Managing Directors.</u> 2. The Board of Directors shall, by its resolution, elect several Representative Directors. 3. <u>The Board of Directors shall, by its resolution, appoint one (1) Chief Executive Officer and one (1) Chief Operating Officer from among the Representative Directors.</u> Article 24 to Article 26 [Text omitted] <u>(Corporate Advisor and Executive Counselor)</u> Article 27 <u>By a resolution of the Board of Directors, Corporate Advisors and Executive Counselors may be appointed.</u> Article 28 to Article 29 [Text omitted] Chapter V. Audit & Supervisory Board Members and Audit & Supervisory Board Article 30 to Article 32 [Text omitted] <u>(Full-time Audit & Supervisory Board Members and Standing Audit & Supervisory Board Members)</u> Article 33. 1. [Text omitted] 2. <u>The Audit & Supervisory Board may, by its resolution, appoint a Standing Audit & Supervisory Board Member or Members.</u> Article 34 to Article 42 [Text omitted]	2. The Board of Directors may, by its resolution, appoint one (1) Chairman of the Board of Directors, one (1) Vice Chairman of the Board of Directors, one (1) President-Director and several Vice-President-Directors <u>and other Directors with Specific Titles whom the Board of Directors deems necessary.</u> [Change of the order of paragraph 1 and paragraph 2] [Deleted] Article 24 to Article 26 [As current] [Deleted] Article 27 to Article 28 [Articles renumbered; Text is as current] Chapter V. Audit & Supervisory Board Members and Audit & Supervisory Board Article 29 to Article 31 [Articles renumbered; Text is as current] <u>(Full-time Audit & Supervisory Board Members)</u> Article 32. 1. [Article renumbered; Text is as current] [Deleted] Article 33 to Article 41 [Articles renumbered; Text is as current]
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Appendix II

Board members after the 152nd General Meeting of Shareholders (Proposal)

The board of directors of the Company, in the meeting held on 11th May 2018, made a decision on the board members to be proposed at the 152nd General Meeting of Shareholders to be held on 28th June, 2018. The board members are subject to approval at the 152nd General Meeting of Shareholders and the meeting of the board of directors to be held immediately afterwards.

Name	Position
Osamu Suzuki	Representative Director & Chairman
Yasuhito Harayama	Representative Director & Vice Chairman
Toshihiro Suzuki	Representative Director & President
Osamu Honda	Senior Technical Executive
Masahiko Nagao	Director & Managing Officer
Hiroaki Matsuura	Director & Managing Officer
Masakazu Iguchi	Director *
Sakutaro Tanino	Director *
* Outside Director	