

# Notice of Convocation

of

## the 155<sup>th</sup> Ordinary General Meeting of Shareholders

(English translation of the rest of the cover is omitted)

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## To Our Shareholders

Thank you very much for your continued support.

We would like to express our deepest condolences to those around the world who have passed away due to the novel coronavirus (COVID-19). We would also like to extend our deepest sympathies to all those who have been affected and who are living with anxiety and pain. We would like to express our sincere gratitude to all medical staff and others who are working hard every day to prevent the spread of COVID-19.

Regarding the business environment surrounding the Company, while it is necessary to accelerate efforts toward carbon neutrality and electrification in the future, the current outlook is uncertain due to factors such as the recurring spread of COVID-19 infections including variants, semiconductor shortages, and soaring raw material prices.

Under these circumstances, in February 2021, the Company formulated the Mid-Term Management Plan (April 2021 to March 2026) ~ “Sho-Sho-Kei-Tan-Bi” ~ for the five years beginning from the 2021 fiscal year. Suzuki Motor Corporation celebrated its 100th anniversary in March 2020. Over the last 100 years, Suzuki has taken on many challenges in the areas of looms, motorcycles, automobiles, outboard motors and more. Under the slogan of “Smaller, Fewer, Lighter, Shorter, and Neater”, which represents the basis of Suzuki's manufacturing since its founding, we are also aiming to achieve carbon neutrality. Additionally, we will do our utmost to maintain excellent quality.

Over the next five years, we will invest in growth and strengthen our management base, delivering valuable products and services, as well as steadily promoting sustainable growth and improvement of corporate value.

We look forward to the continued support and encouragement of our shareholders.

Toshihiro Suzuki, Representative Director and President

May 2021

## **Mission Statement**

1. Develop products of superior value by focusing on the customer
2. Establish a refreshing and innovative company through teamwork
3. Strive for individual excellence through continuous improvement

## **Smaller, Fewer, Lighter, Shorter, and Neater**

Our slogan of “Smaller, Fewer, Lighter, Shorter, and Neater” has taken root over many years as a direct expression of the ideology and culture of Suzuki.

“Smaller” refers to making things more compact to improve efficiency. “Fewer” refers to eliminating waste and allocating resources to necessary places. “Lighter” refers to building lighter vehicles to further improve efficiency. “Shorter” refers to speeding up decision-making, execution, and the sharing of information.

Finally, “Neater” refers to the inclusion of the concepts that all of our activities are for the benefit of our customers, and that we will contribute to the formation of an equally prosperous society through the achievement of SDGs, and the connection to our belief that customer satisfaction, and by extension, the realization of an equally prosperous and beautiful society, can only be achieved by meeting every type of need in performance, quality, cost, reliability, safety/security and compliance.

In order to develop products of superior value by focusing on the customer, the motto which we hold as our foremost mission statement, we will continue to strive for “Smaller, Fewer, Lighter, Shorter, and Neater” in every kind of work in which we are involved.

(Securities Code Number: 7269)

31 May 2021

## To each Shareholder:

### **Suzuki Motor Corporation**

300, Takatsuka-cho, Minami-ku, Hamamatsu-City,  
Shizuoka-ken

#### **Toshihiro Suzuki**

Representative Director and President

### **Notice of Convocation of the 155<sup>th</sup> Ordinary General Meeting of Shareholders**

We appreciate very much your support always given to us.

Now, we would hereby like to inform you that the 155<sup>th</sup> Ordinary General Meeting of Shareholders will be held as follows.

This year, in order to prevent the spread of COVID-19, we kindly ask you to exercise your voting right by either of the methods detailed below instead of attending the meeting in person. We cordially request that you exercise your voting right by 5:00 p.m. of Thursday, 24 June 2021 after studying the reference documents for the General Meeting of Shareholders below.

This year, the General Meeting of Shareholders will be broadcast live via the Internet for shareholders, enabling the viewing of the General Meeting of Shareholders at home. For details, please refer to the enclosed "Information on Live Streaming for General Meeting of Shareholders".

Regards,

#### **[Exercise of voting right by mail]**

Please indicate your approval or disapproval of the agenda in the enclosed voting right exercise form and return it so that it will be delivered to us within the exercise period mentioned above.

#### **[Exercise of voting right by the Internet]**

Please check "Exercising voting rights by the Internet" in P5 and "Guidance for exercising voting rights by the Internet" in P6, and enter approval or disapproval of the agenda.

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## **Particulars**

**1. Date and Time:** 10:00 a.m., Friday, 25 June 2021 (Registration: from 9:00 a.m.)

**2. Place:** 1-3-1 Higashiiba, Naka-ku, Hamamatsu-City, Shizuoka-ken

Banquet Hall Otori, Grand Hotel Hamamatsu

(Please refer to the "Map of the venue of the General Meeting of the Shareholders" at the end.)

### 3. Matters of purpose

- Items to be reported:**
1. Report on Business Report, Consolidated Financial Statements, Results of the auditing of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board for the 155<sup>th</sup> fiscal year (from 1 April 2020 to 31 March 2021)
  2. Report on the Financial Statements for the 155<sup>th</sup> fiscal year (from 1 April 2020 to 31 March 2021)

**Items to be resolved:**

- Agenda Item 1:** Disposal of Surplus  
**Agenda Item 2:** Election of Nine (9) Directors  
**Agenda Item 3:** Election of One (1) Audit & Supervisory Board Member

### 4. Decisions upon convocation

- (1) No indication of approval or disapproval of each agenda item in the voting right exercise form shall be regarded as having indicated approval.
- (2) The last one shall be regarded as the effective exercise of the voting right if the voting right is exercised for multiple times by the Internet.
- (3) The exercise of voting rights by the Internet shall be regarded as the effective exercise of the voting right if the voting right is exercised by both of the Internet and the voting right exercise form.

### 5. Other Matters for this Notice of Convocation

We have uploaded Notes to Consolidated Financial Statements and Notes to Non-Consolidated Financial Statements among the documents which are to be provided upon this Notice of Convocation, on our website (<https://www.suzuki.co.jp/ir/>) in accordance with the laws and regulations and Article 16 of the Articles of Incorporation, therefore they are not attached to this Notice of Convocation.

Therefore, “Consolidated Financial Statements” and “Non-Consolidated Financial Statements” included in the attached documents constitute only certain part of the entire consolidated financial statements and non-consolidated financial statements which have been audited by Audit & Supervisory Board Members and Accounting Auditors for preparing their respective Audit Reports.

- End -

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Revisions of the reference documents for the General Meeting of Shareholders and/or the attached documents, if any, shall be immediately disclosed on our website on the Internet (<https://www.suzuki.co.jp/ir/>) in the revised form.

(For this English translation, the picture is omitted.)

## **Guidance for exercising voting rights**

### **[For those who will exercise voting rights by mail or the Internet]**

<Exercising voting rights by mail>

Please express your approval or disapproval of the agenda in the enclosed voting right exercise form, and send the same by the deadline indicated below:

**Deadline:** 5:00 p.m., Thursday, 24 June 2021

<Exercising voting rights by the Internet> (Please check the next page for details.)

Please access our voting right exercise website, and enter your approval or disapproval of the agenda by the deadline indicated below following instructions on the screen.

To exercise your voting right from a smartphone or tablet, please use Smart Vote.  
Details on the next page.

**Deadline:** 5:00 p.m., Thursday, 24 June 2021

### **[For those who will attend the meeting]**

Please submit the enclosed voting right exercise form to the reception when you attend the meeting. Please also submit the letter of attorney to the reception if the proxy attends the meeting. Further, the proxy shall be limited to another shareholder who has the voting right of the Company. (Proxies and escorts who are not shareholder may not attend the meeting.)

**Date and Time:** 10:00 a.m., Friday, 25 June 2021

**Place:** Banquet Hall Otori, Grand Hotel Hamamatsu

(For this English translation, the picture is omitted.)

## **Guidance for exercising voting rights by the Internet**

You can exercise voting rights by the Internet only by using our voting right exercise website below.

**Deadline: 5:00 p.m., Thursday, 24 June 2021**

**Voting Right Exercise Website:** <https://www.web54.net>

You can use your smart phones, etc. if it equips QR code reader to read out the “QR code” shown next, and access the Voting Right Exercise Website. Please check the instruction manual of your smart phones, etc. for details of operation procedure. (“QR code” is the registered trademark of Denso Wave Incorporated.)

(For this English translation, the QR code is omitted.)

### **Smart Vote**

Convocation Online offers easy access to Smart Vote by adding a camera button. You can scan the QR code with the button. (Convocation Online can be accessed by reading the QR code printed in the cover page.)

The website can be accessed by reading out the Voting Right Exercise Website login QR code for smartphones specified in the enclosed voting right exercise form without having to enter the voting right exercise code or the password.

\*Voting right can be exercised using the above method only once.

(For this English translation, the picture is omitted.)

For detailed information, please see the enclosed leaflet

- You will need the voting right exercise code and the password specified in the right hand section on the reverse side of the voting right exercise form in exercising the voting rights by the Internet. The notified password for this occasion will be effective only for this General Meeting of Shareholders.
- We would like to request that you exercise your voting rights by the Internet by 5:00 p.m. of Thursday, 24 June 2021 after studying the reference documents for the General Meeting of Shareholders.
- We will regard the last one as the effective exercise of the voting rights if the voting rights are exercised for multiple times by the Internet.
- We will regard the exercise of the voting rights by the Internet as the effective exercise of the voting rights if the voting rights are exercised by both of the Internet and the voting right exercise form.
- Please note that any expenses for accessing the voting right exercise website (internet access fee, telephone fee, packet fee, etc.) shall be borne by you.

(For this English translation, the picture is omitted.)

### **Inquiries for exercising the voting rights by the Internet**

(1) Inquiries regarding operation of computers, smartphones, etc. to exercise voting rights by the Internet

Sumitomo Mitsui Trust Bank, Limited, Stock Transfer Agency Business Website Support

exclusive number: 0120 (652) 031 (9:00–21:00)

(2) Other inquiries

**Shareholders with an account with a securities company**

Please inquire with your securities company.

**Shareholders with no account with a securities company (shareholders with special accounts)**

Stock Transfer Agency Business Planning Dept., Sumitomo Mitsui Trust Bank, Limited

0120 (782) 031 (9:00–17:00; closed Saturdays, Sundays, and non-business days)

### **Institutional investors:**

If you are a nominal owner (including a standing proxy) such as a management trust bank and you previously applied for the use of the voting right electronic exercise platform, you may use the said platform as a method to exercise your voting rights by electromagnetic method for the General Meeting of Shareholders of the Company.



## REFERENCE DOCUMENTS FOR THE GENERAL MEETING OF SHAREHOLDERS

### MATTERS TO BE RESOLVED AND REFERENCE MATTERS

#### Agenda Item 1: Disposal of Surplus

The Company views shareholder returns as one of the key management issues.

As a general rule, dividends are periodically paid out with a targeted dividend payout ratio of 30%, as set in the Mid-Term Management Plan (April 2021 to March 2026) ~ "Sho-Sho-Kei-Tan-Bi" ~ which was announced on 24 February 2021.

Under this dividend policy, the Company proposes to set the year-end dividend for the fiscal year at ¥53.00 per share, up by ¥5.00 per share from the previous fiscal year.

Since the Company paid ¥37.00 per share as the interim dividend, the annual dividend for the fiscal year will be ¥90.00 per share, up by ¥5.00 per share from the previous fiscal year.

1. Matters for year-end dividend

(1) Matters for distribution of dividend assets to shareholders and their total amount

¥53 per ordinary share of the Company

Total amount ¥25,738,832,073

(2) Effective date of distribution of surplus

28 June 2021

2. Matters for other disposals of the surplus

(1) Item and amount of the decreased surplus

Retained earnings brought forward      ¥32,000,000,000

(2) Items and amount of the increased surplus

General Reserve      ¥32,000,000,000

(For this English translation, the chart is omitted.)

## Agenda Item 2: Election of Nine (9) Directors

The term of office of each of the nine (9) current Directors are due to expire at the close of this General Meeting of Shareholders. Accordingly, the election of nine (9) Directors is proposed.

The names and particulars of the candidates for the positions of Director are provided below.

Candidate Number		Name	Current positions at the Company	Attendance at the Board of Directors
1	Reappointment Male	Toshihiro Suzuki	Representative Director & President	15 times / 15 times (100%)
2	Reappointment Male	Osamu Honda	Representative Director & Senior Technical Executive	15 times / 15 times (100%)
3	Reappointment Male	Masahiko Nagao	Director & Senior Managing Officer	15 times / 15 times (100%)
4	Reappointment Male	Toshiaki Suzuki	Director & Senior Managing Officer	12 times / 12 times (100%)
5	New appointment Male	Kinji Saito	Senior Managing Officer	-
6	New appointment Male	Yukihiro Yamashita	Senior Managing Officer	-
7	Reappointment Male Outside Director Independent Director/Audit & Supervisory Board Member	Osamu Kawamura	Outside Director	11 times / 12 times (91%)
8	Reappointment Male Outside Director Independent Director/Audit & Supervisory Board Member	Hideaki Domichi	Outside Director	12 times / 12 times (100%)
9	Reappointment Female Outside Director Independent Director/Audit & Supervisory Board Member	Yuriko Kato	Outside Director	12 times / 12 times (100%)

(Notes) 1. Mr. Toshihiro Suzuki and Mr. Toshiaki Suzuki are not relatives.

2. The attendance of Mr. Toshiaki Suzuki, Mr. Osamu Kawamura, Mr. Hideaki Domichi, and Ms. Yuriko Kato at meetings of the Board of Directors is those held after their assumption of office as Directors on 26 June 2020.

Candidate No.1 <b>Toshihiro Suzuki</b> (Date of birth: 1 March 1959) [Reappointment] [Male]	
<Portrait omitted>	Resume, current positions and areas in charge
Number of shares of the Company held: 85,698	<p>Jan. 1994    Joined the Company</p> <p>Apr. 2003    Executive General Manager of Product Planning Operations, Automobile Engineering</p> <p>Jun. 2003    Director</p> <p>Jun. 2006    Director &amp; Senior Managing Officer</p> <p>Apr. 2011    Director &amp; Senior Managing Officer, Corporate Planning Committee Member and Executive General Manager of Corporate Planning Office</p> <p>Jun. 2011    Representative Director &amp; Executive Vice President</p> <p>Oct. 2013    Representative Director &amp; Executive Vice President, Supporting CEO, and in charge of Global Marketing</p> <p>Jun. 2015    Representative Director &amp; President (COO)</p> <p>Jun. 2016    Representative Director &amp; President (CEO &amp; COO)</p> <p>Jun. 2018    Representative Director &amp; President</p> <p>Apr. 2019    Representative Director &amp; President, Executive General Manager of Motorcycle Company</p> <p>Jun. 2020    Representative Director &amp; President (To the present)</p>
<Attendance at the Board of Directors> 15 times / 15 times (100%)	
<Years of service as Director (at the close of this meeting)> 18 years	
	Important concurrent office(s)
	Chairman of Suzuki Education and Culture Foundation
	Special interest between the candidate and the Company
	<p>The Company pays fundamental property to Suzuki Education and Culture Foundation*, for which Mr. Toshihiro Suzuki is appointed as Chairman.</p> <p>* Suzuki Education and Culture Foundation was established in 2000 as a commemorative project to mark the Company's 80th anniversary with the goal of making contributions to the nurturing of healthy youths in Shizuoka Prefecture.</p>
	<p><b>Reason to elect him as a candidate of Director:</b></p> <p>Having business experience and knowledge in vast fields such as production, product planning, corporate planning and global marketing, Mr. Toshihiro Suzuki has taken a lead in the Company as Representative Director &amp; President. In the 2020 fiscal year, he worked closely with employees to ensure the effectiveness of measures in preventing recurrence of issues in final vehicle inspections, as well as formulating a long-term environmental vision and reforming systems to ensure quality. The Company elected him as a candidate of Director again this time, because his strong leadership is indispensable for the implementation and achievement of technological development, quality assurance, and accelerating the resolution of quality issues for the realization of carbon neutrality set forth in the Mid-Term Management Plan.</p>

Candidate No.2 <b>Osamu Honda</b> (Date of birth: 6 October 1949) [Reappointment] [Male]	
<Portrait omitted>	Resume, current positions and areas in charge
Number of shares of the Company held: 55,100	<p>Apr. 1973    Joined the Company</p> <p>Jan. 2006    In charge of Powertrain, Automobile Engineering</p> <p>Jun. 2006    Managing Officer</p> <p>May 2007    Senior Managing Officer in charge of Automobile Powertrain and Electrical Equipment, Automobile Engineering</p> <p>Jun. 2009    Director &amp; Senior Managing Officer</p> <p>Apr. 2011    Director &amp; Senior Managing Officer, Corporate Planning Committee Member, and Executive General Manager of Automobile Engineering</p> <p>Jun. 2011    Representative Director &amp; Executive Vice President</p> <p>Oct. 2013    Representative Director &amp; Executive Vice President, Supporting CEO and in charge of Automobile Engineering, Development &amp; Quality</p> <p>Jun. 2015    Representative Director &amp; Executive Vice President, and in charge of Engineering</p> <p>Jun. 2016    Senior Technical Executive</p> <p>Jun. 2017    Director &amp; Senior Technical Executive</p> <p>Jun. 2019    Director &amp; Senior Technical Executive, and in charge of Special Missions</p> <p>Nov. 2019    Director &amp; Senior Technical Executive, in charge of Special Missions, and Chief Officer of Inspection Reform Committee</p> <p>Jun. 2020    Representative Director &amp; Senior Technical Executive, in charge of Engineering, and Chief Officer of Inspection Reform Committee</p> <p>Apr. 2021    Representative Director &amp; Senior Technical Executive, and in charge of Engineering (To the present)</p>
<Attendance at the Board of Directors> 15 times / 15 times (100%)	
<Years of service as Director (at the close of this meeting)> 11 years	
	Important concurrent office(s)
	None
	Special interest between the candidate and the Company
	None
	<p><b>Reason to elect him as a candidate of Director:</b></p> <p>Mr. Osamu Honda has promoted technology development of the Company based on his ample business experience and knowledge in the field of automobile engineering, and taken a lead in the Company as Representative Director. In the 2020 fiscal year, he has made efforts to ensure the effectiveness of measures to prevent recurrence of issues in final vehicle inspections, while also working on guidance and supervision of thorough measures in quality assurance and quality issues. The Company elected him as a candidate for Director again this time, because his deep insight and talent are indispensable for the development of electrification technology, quality assurance, and synergistic effects through collaboration with other companies, as set forth in the Mid-Term Management Plan.</p>

Candidate No.3 <b>Masahiko Nagao</b> (Date of birth: 4 January 1958) [Reappointment] [Male]	
<Portrait omitted>	Resume, current positions and areas in charge
Number of shares of the Company held: 7,869	Apr. 1981    Joined Ministry of International Trade and Industry (currently known as Ministry of Economy, Trade and Industry)
<Attendance at the Board of Directors> 15 times / 15 times (100%)	Sep. 2012    Joined the Company
<Years of service as Director (at the close of this meeting)> 6 years	Apr. 2013    Managing Officer, and Executive General Manager of Corporate Planning Operations, Corporate Planning Office
	Oct. 2013    Managing Officer, and Executive General Manager of Corporate Planning Office
	Jun. 2015    Director & Managing Officer
	Jul. 2018    Director & Managing Officer and in charge of Human Resources, and Executive General Manager of Corporate Planning Office
	Sep. 2019    Director & Managing Officer, and Executive General Manager of Corporate Planning Office
	Apr. 2021    Director & Senior Managing Officer, and Executive General Manager of Corporate Planning Office (To the present)
	Important concurrent office(s)
	None
	Special interest between the candidate and the Company
	None
	<p><b>Reason to elect him as a candidate of Director:</b></p> <p>Based on ample administrative experience and knowledge from his career as official of Ministry of Economy, Trade and Industry, Mr. Masahiko Nagao has promoted enhancement of the function of corporate planning and improvement of corporate governance since entering the Company, and in the 2020 fiscal year, he continued to take a lead in the Company in initiatives including providing internal leadership in cross-departmental projects and formulation of the Mid-Term Management Plan. The Company elected him as a candidate of Director again this time, because his talent is indispensable for further strengthening public relations functions such as responding appropriately to the carbon neutrality by 2050.</p>

(Note) If his reelection is approved in this agenda, Mr. Masahiko Nagao's position and area in charge after the conclusion of this meeting will be Director & Senior Managing Officer, delegated as resident officer of Tokyo Branch Office, in charge of public relations.

Candidate No.4 <b>Toshiaki Suzuki</b> (Date of birth: 7 June 1958) [Reappointment] [Male]	
<Portrait omitted>	Resume, current positions and areas in charge
Number of shares of the Company held: 2,970	Apr. 1982 Joined the Company
	Apr. 2009 Representative Director and President of SUZUKI JIHAN SHONAN CORPORATION Inc.
	Apr. 2012 Representative Director and President of SUZUKI JIHAN TOKYO CORPORATION Inc.
<Attendance at the Board of Directors> 12 times / 12 times (100%)	Apr. 2013 Vice Executive General Manager of Domestic Marketing, the Company
	Jun. 2015 Managing Officer and Executive General Manager of Domestic Marketing; Representative Director and President of Suzuki Finance Co., Ltd.
(After his assumption of office on 26 June 2020)	Apr. 2016 Managing Officer and Executive General Manager of Domestic Marketing I, Domestic Marketing; Representative Director and President of Suzuki Finance Co., Ltd.
	Jun. 2020 Director & Managing Officer
	Apr. 2021 Director & Senior Managing Officer, and Executive General Manager of Domestic Marketing I, Domestic Marketing; Representative Director and President of Suzuki Finance Co., Ltd. (To the present)
<Years of service as Director (at the close of this meeting)> 1 year	Important concurrent office(s)
	None
	Special interest between the candidate and the Company
	None
	<b>Reason to elect him as a candidate of Director:</b>
	Having ample business experience and knowledge in the field of automobile marketing in the domestic market, Mr. Toshiaki Suzuki continued to contribute to strengthening the area in the 2020 fiscal year. In order for the Group to promote the domestic automobile market changing due to the declining population and aging society, the development of sales and service personnel accompanying technological innovations such as the electrification and computerization of automobiles, and functional enhancement of production bases, etc., it will be essential to utilize his experience and knowledge in important decision-making and business execution for the Group's continuous growth. Therefore, the Company elected him as a candidate for Director again this time.

Candidate No.5 <b>Kinji Saito</b> (Date of birth: 22 July 1958) [New appointment] [Male]	
<Portrait omitted>	Resume, current positions and areas in charge
Number of shares of the Company held: 7,436	Apr. 1981    Joined the Company
	Dec. 1998    General Manager of India Branch Office, Global Automobile Marketing
	Jul. 2002    Delegated as resident officer in charge of Marketing at Maruti (India)
	Apr. 2006    General Manager of Asia Automobile Marketing Dept., Global Marketing Division
	Jul. 2008    President of American Suzuki Motor Corporation
	Apr. 2012    Vice Executive General Manager of Global Automobile Marketing
	Oct. 2013    Executive General Manager of Asia / Africa / Latin America Automobile Marketing
	Jun. 2015    Managing Officer and Executive General Manager of Global Automobile Operations
	Apr. 2021    Senior Managing Officer, in charge of Global Automobile Marketing, and Executive General Manager of Global Automobile Marketing (To the present)
	Important concurrent office(s)
	None
	Special interest between the candidate and the Company
	None
	<b>Reason to elect him as a candidate of Director:</b>  Having ample business experience and knowledge in the field of global automobile marketing, Mr. Kinji Saito has contributed to strengthening the area since June 2015 as a Managing Officer, striving to make Maruti (India) into a subsidiary and boost sales for the company, etc. In order for the Group to promote the provision of economical, high-quality products and services in emerging economies while developing the African market through collaboration with other companies, it is judged that utilizing his experience and knowledge in important decision-making and business execution will contribute to the Group's continuous growth. Therefore, the Company newly elected him as a candidate for Director this time.

Candidate No.6 <b>Yukihiro Yamashita</b> (Date of birth: 26 September 1967) [New appointment] [Male]	
<Portrait omitted>	Resume, current positions and areas in charge
Number of shares of the Company held: 86	Apr. 1990    Joined NIPPONDENSO CO., LTD. (currently known as DENSO CORPORATION)
	Aug. 2018    Joined the Company as Vice Executive General Manager of Automobile Engineering
	Jun. 2019    Managing Officer
	Jan. 2020    Managing Officer and General Manager of Automobile Powertrain Engineering Area
	Apr. 2021    Senior Managing Officer and Executive General Manager of Automobile Powertrain Engineering (To the present)
	Important concurrent office(s)
	None
	Special interest between the candidate and the Company
	None
	<p><b>Reason to elect him as a candidate of Director:</b></p> <p>Since joining the company after serving at DENSO CORPORATION, Mr. Yukihiro Yamashita has tackled various issues in the automobile technology field with perspective and experience that other in-house employees do not have, and contributed to strengthening the area since June 2019 as a Managing Officer. In order for the Group to promote electrification, carbon neutrality, and quality assurance, it is judged that utilizing his experience and knowledge in important decision-making and business execution will contribute to the Group's continuous growth. Therefore, the Company newly elected him as a candidate for Director this time.</p>



Candidate No.7 <b>Osamu Kawamura</b> (Date of birth: 30 July 1942) [Reappointment] [Male] [Outside Director] [Independent Director/Audit & Supervisory Board Member]	
Number of concurrent offices in listed companies: 0	
<Portrait omitted>	Resume, current positions and areas in charge
Number of shares of the Company held: 0	Jan. 1973 Representative Director and President of CHANSON COSMETICS HONPO Co., LTD Representative Director and President of CHANSON SHOJI Co., LTD (Both companies were merged in September 1997 into a company currently known as CHANSON COSMETICS Inc.)
<Attendance at the Board of Directors> 11 times / 12 times (91%)	Feb. 1973 Representative Director and Chairman of Shizuoka Information Processing Center (To the present)
(After his assumption of office on 26 June 2020)	Jul. 1975 Representative Director and Chairman of CHANSON YUSHI KOGYO Co., LTD (currently known as CARING JAPAN Inc.) (To the present)
	Feb. 1977 Representative Director and President of Takken Inc. (To the present)
	Nov. 2006 Representative Director and Chairman of CHANSON TEA WORLD Co., LTD (To the present)
	Oct. 2017 Representative Director and Chairman of CHANSON COSMETICS Inc. (To the present)
<Years of service as Director (at the close of this meeting)> 1 year	Jun. 2020 Outside Director of the Company (To the present)
	Important concurrent office(s)
	Representative Director and Chairman of CHANSON COSMETICS Inc. Representative Director and Chairman of Shizuoka Information Processing Center Representative Director and Chairman of CARING JAPAN Inc. Representative Director and President of Takken Inc. Representative Director and Chairman of CHANSON TEA WORLD Co., LTD (The above five companies are in the same group.)
	Special interest between the candidate and the Company
	None
	<b>Matters concerning independence:</b> The Company deems that Mr. Osamu Kawamura satisfies the Company's "Standard for Independence of Outside Directors and Outside Audit & Supervisory Board Members" in P22. He has been filed as the independent director/audit & supervisory board member under the rules of the Tokyo Stock Exchange, Inc., and will continue to be an independent director/audit & supervisory board member when reelected according to this agenda. Mr. Osamu Kawamura is Representative Director of CHANSON COSMETICS Inc. and its group companies. The Group has transactions with said group including the purchase of management devices and renting a part of the roof of the building owned by said company, but the annual payment from the Group in the latest business year was less than 0.1% of the annual net sales of said group or the consolidated net sales of the Group, and therefore the Company has judged that this presents no issues to his independence.
	<b>Reason to elect him as a candidate of Outside Director and his expected roles:</b> Having engaged in corporate management in cosmetic business and other businesses, Mr. Osamu Kawamura has ample experience and knowledge as a specialist in business

management. In addition, through business activities, he is proactively working on supporting women's advancement in society, environmentally friendly manufacturing that emphasizes quality, and the SDGs. Based on this experience and knowledge, as an Outside Director, it is expected that he will appropriately supervise management from an independent standpoint, and at the same time, provide useful suggestions and advice from various perspectives. An overview of the duties he has performed since taking office in June 2020 is given in "Summary of duties performed with regard to the roles expected to be executed by Outside Directors" on P49-50 of the Business Report. The Company elected him as a candidate for Outside Director again this time, because it has judged that he is able to perform the duties as Outside Director properly.

**Outline of Contract for Limitation of Liability:**

The Company concluded with Mr. Osamu Kawamura the contract for limitation of liability which specifies his liability under Paragraph 1, Article 423 of the Companies Act as the minimum amount of the limit for liability provided in Paragraph 1, Article 425 of the Act, according to the provision of Paragraph 1, Article 427 of the Act. If Mr. Osamu Kawamura is reelected in this agenda, the Company will continue the contract with him.

Candidate No.8 <b>Hideaki Domichi</b> (Date of birth: 14 December 1948) [Reappointment] [Male] [Outside Director] [Independent Director/Audit & Supervisory Board Member]	
Number of concurrent offices in listed companies: 0	
<Portrait omitted>	Resume, current positions and areas in charge
Number of shares of the Company held: 136	Apr. 1972    Joined Ministry of Foreign Affairs Aug. 2003    Director-General of Middle Eastern and African Affairs Bureau Jun. 2004    Ambassador of Japan to Iran Sep. 2007    Ambassador of Japan to India and Kingdom of Bhutan Feb. 2011    Ambassador in Charge of Economic Diplomacy
<Attendance at the Board of Directors> 12 times / 12 times (100%)	Apr. 2012    Executive Senior Vice President of Japan International Cooperation Agency Oct. 2016    Senior Managing Officer of Hotel Management International Co., Ltd. Jun. 2017    External Audit & Supervisory Board Member of Konoike Transport Co., Ltd. (scheduled to retire in June 2021)
(After his assumption of office on 26 June 2020)	Jun. 2020    Outside Director of the Company (To the present)
	Important concurrent office(s)
	None
	Special interest between the candidate and the Company
	None
<Years of service as Director (at the close of this meeting)> 1 year	<b>Matters concerning independence:</b> The Company deems that Mr. Hideaki Domichi satisfies the Company's "Standard for Independence of Outside Directors and Outside Audit & Supervisory Board Members" in P22. He has been filed as the independent director/audit & supervisory board member under the rules of the Tokyo Stock Exchange, Inc., and will continue to be an independent director/audit & supervisory board member when reelected according to this agenda. Mr. Hideaki Domichi served as Senior Managing Officer of Hotel Management International Co., Ltd. from October 2016 to January 2019 after working for the Ministry of Foreign Affairs and Japan International Cooperation Agency. The Group has transactions with Grand Hotel Hamamatsu, an affiliate of said company, regarding facility usage, etc., but these transactions have been ongoing since before February 2014 (before Mr. Hideaki Domichi assumed the office of Senior Managing Officer of said company), when Hotel Management International Co., Ltd. took over the business operations of Grand Hotel Hamamatsu. Additionally, the annual payment from the Group in the latest business year was less than 0.3% of the annual net sales of said group and less than 0.1% of the consolidated net sales of the Group, and therefore the Company has judged that this presents no issues to his independence.
	<b>Reason to elect him as a candidate of Outside Director and his expected roles:</b> Mr. Hideaki Domichi has held important positions such as the Ambassador of Japan to India, which is a focus market for the Group, and has a wealth of international experience as a diplomat and deep insight into world affairs. In addition, he has been engaged in various issues such as the environment and society on a global scale. Based on this experience and knowledge, as an Outside Director, it is expected that he will appropriately supervise management from an independent standpoint, and at the same

time, provide useful suggestions and advice from various perspectives. An overview of the duties he has performed since taking office in June 2020 is given in “Summary of duties performed with regard to the roles expected to be executed by Outside Directors” on P49-50 of the Business Report. The Company elected him as a candidate for Outside Director again this time, because it has judged that he is able to perform the duties as Outside Director properly.

**Outline of Contract for Limitation of Liability:**

The Company concluded with Mr. Hideaki Domichi the contract for limitation of liability which specifies his liability under Paragraph 1, Article 423 of the Companies Act as the minimum amount of the limit for liability provided in Paragraph 1, Article 425 of the Act, according to the provision of Paragraph 1, Article 427 of the Act. If Mr. Hideaki Domichi is reelected in this agenda, the Company will continue the contract with him.

Candidate No.9 <b>Yuriko Kato</b> (Date of birth: 19 June 1974) [Reappointment] [Female] [Outside Director] [Independent Director/Audit & Supervisory Board Member]	
Number of concurrent offices in listed companies: 1	
<Portrait omitted>	Resume, current positions and areas in charge
Number of shares of the Company held: 136	<p>Oct. 2009 Founder and President of M2Labo. Inc. (To the present)</p> <p>Jun. 2015 Outside Director of Toclas Corporation</p> <p>Mar. 2017 Founder and Representative Director of VegiBus Inc. (To the present)</p> <p>Mar. 2018 Outside Director of SHIZUOKA GAS CO., LTD. (To the present)</p> <p>Jul. 2018 Representative Director of Glocal Design School Inc.</p> <p>May 2020 Corporate Auditor of TERRACE MILE, Inc. (To the present)</p> <p>Jun. 2020 Outside Director of the Company (To the present)</p>
<Attendance at the Board of Directors> 12 times / 12 times (100%)	Important concurrent office(s)
(After her assumption of office on 26 June 2020)	<p>President of M2Labo. Inc.</p> <p>Representative Director of VegiBus Inc.</p> <p>(The above two companies are in the same group.)</p> <p>Outside Director of SHIZUOKA GAS CO., LTD. &lt;Concurrent post as an officer in a listed company&gt;</p> <p>Corporate Auditor of TERRACE MILE, Inc.</p>
<Years of service as Director (at the close of this meeting)> 1 year	Special interest between the candidate and the Company
	None
	<p><b>Matters concerning independence:</b></p> <p>The Company deems that Ms. Yuriko Kato satisfies the Company's "Standard for Independence of Outside Directors and Outside Audit &amp; Supervisory Board Members" in P22. She has been filed as the independent director/audit &amp; supervisory board member under the rules of the Tokyo Stock Exchange and will continue to be an independent director/audit &amp; supervisory board member when elected in this agenda.</p> <p>Ms. Yuriko Kato is Representative Director of M2Labo. Inc. and its group company, VegiBus Inc. Said group buys machinery and vegetables from a consolidated subsidiary of the Company, but the annual payment to the consolidated subsidiary of the Company in the latest fiscal year was around 14 million yen. In addition, the Company and M2Labo. Inc. jointly develop an electric transportation vehicle for agriculture, but pay their own expenses themselves, with no sales or payments. Taking into account the above, the Company has judged that this presents no issues to her independence.</p> <p>Although a consolidated subsidiary of the Company has invested 5 million yen in M2Labo. Inc., the investment relationship was dissolved in December 2020.</p>
	<p><b>Reason to elect her as a candidate of Outside Director and her expected roles:</b></p> <p>Ms. Yuriko Kato founded her own company with the aim of contributing to the achievement of a sustainable society after having engaged in research and development of industrial machinery and robots in a private company and as a sole proprietor, and she is proactively working on the development of agricultural machinery and robots, the efficient distribution of agricultural products, and human resource development through agriculture in order to solve social issues such as a decrease in the number of agricultural workers and the aging of society. Based on this experience and knowledge,</p>

as an Outside Director, it is expected that she will appropriately supervise management from an independent standpoint, and at the same time, provide useful suggestions and advice from various perspectives. An overview of the duties she has performed since taking office in June 2020 is given in “Summary of duties performed with regard to the roles expected to be executed by Outside Directors” on P49-50 of the Business Report. The Company elected her as a candidate for Outside Director again this time, because it has judged that she is able to perform the duties as Outside Director properly.

**Outline of Contract for Limitation of Liability:**

The Company concluded with Ms. Yuriko Kato the contract for limitation of liability which specifies her liability under Paragraph 1, Article 423 of the Companies Act as the minimum amount of the limit for liability provided in Paragraph 1, Article 425 of the Act, according to the provision of Paragraph 1, Article 427 of the Act. If Ms. Yuriko Kato is reelected in this agenda, the Company will continue the contract with her.

## **Outline of the Directors and Officers Liability Insurance Contract in Which Candidates of Directors Will Be Included as the Insured**

The Company has concluded a directors and officers liability insurance (D&O insurance) that insures all Directors and Audit & Supervisory Board Members. The insurance contract covers damages such as compensation for dispute costs based on legal liability for damages borne by the insured due to his/her acts as the Company's officer. If each of the candidates is elected and assumes office of Director, each of them will be insured under the insurance contract. The term of the insurance contract is one year, and the Company plans to renew the contract before the expiration of the term upon the resolution of the Board of Directors.

## **(Reference) The Standard for Independence of Outside Directors and Outside Audit & Supervisory Board Members**

The Company never elect any person who falls under any of the followings as a candidate of Outside Director or a candidate of Outside Audit & Supervisory Board Member in order to ensure the independence:

1. Persons concerned with the Company and its subsidiaries ("the Group")
  - (1) With regard to Outside Directors, any person who is or was a person executing business (Note 1) of the Group at present or in the past,
  - (2) With regard to Outside Audit & Supervisory Board Members, any person who is or was a Director, Managing Officer or employee of the Group at present or in the past, or
  - (3) A spouse or a relative within the second degree of kinship of the present Director or Managing Officer of the Group.
2. Persons concerned such as business partners or major shareholders, etc.
  - (1) Any person who is a person executing business of any of the followings:
    - 1) A company of which major business partner is the Group (Note 2)
    - 2) A major business partner of the Group (Note 3)
    - 3) A major shareholder having 10% or more of total voting rights of the Company
    - 4) A company for which the Group has 10% or more of total voting rights
  - (2) A person who is or was a representative partner or a partner of the Group's Accounting Auditor at present or in the past five years
  - (3) A person who receives a large amount of remuneration from the Group other than remuneration for Director/Audit & Supervisory Board Member (Note 4)
  - (4) A person who receives a large amount of donation from the Group (Note 5)
  - (5) A spouse or a relative within the second degree of kinship of the person who falls under category from (1) through (4) above

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(Note 1) A person executing business:

A director executing business, an executive officer, a managing officer or an employee

(Note 2) A company of which major business partner is the Group:

A company which belongs to the group of the business partner who receives 2% or more of its consolidated net sales in the latest business year ended of the group from the Group in any of the business year in past three years

(Note 3) A major business partner of the Group:

A company which belongs to the group of the business partner who makes payment 2% or more of the Group's consolidated net sales or provides the Group with 2% or more of loans of its consolidated total assets in the latest business year ended of the Group in any of the business year in past three years

(Note 4) A person who receives a large amount of remuneration:

A consultant or legal or accounting expert who receives annual compensation 10 million yen or more (for the organization, 2% or more of its annual total revenues) in any of the business year in past three years

(Note 5) A person who receives a large amount of donation:

A person who receives annual donation 10 million yen or more (for the organization, a person directly involved in activities which is the purpose of the donation) in any of the business year in past three years

-End-



### **Agenda Item 3: Election of One (1) Audit & Supervisory Board Member**

Audit & Supervisory Board Member Mr. Toyokazu Sugimoto will resign at the close of this General Meeting of Shareholders. It is proposed that one (1) Audit & Supervisory Board Member be elected at the meeting.

Since the Company proposes to elect Mr. Taisuke Toyoda as a substitute for Mr. Toyokazu Sugimoto, his term of office will be until the expiration date of the retiring Audit & Supervisory Board Member's term of office, as provided for in the Company's Articles of Incorporation.

We have acquired the consent of the Audit & Supervisory Board in relation to this agenda.

The name and particulars of the candidate for the position of Audit & Supervisory Board Member are provided below.

<b>Taisuke Toyoda</b> (Date of birth: 6 August 1957) [New Appointment] [Male]	
<Portrait omitted>	Resume and current positions
Number of shares of the Company held: 3,991	Apr. 1980    Joined the Company
	Jul. 2008    General Manager of Audit Dept.
	Apr. 2011    Vice Executive General Manager of Administration Dept.
	Apr. 2013    Managing Officer and General Manager of Accounting Management Dept., Corporate Planning Office
	Jul. 2013    Managing Officer and Executive General Manager of Finance
	Jun. 2019    Managing Officer and Executive General Manager of Audit (To the present)
	Important concurrent office(s)
	None
	Special interest between the candidate and the Company
	None
	<b>Reason to elect him as a candidate of Audit &amp; Supervisory Board Member:</b> Having ample business experience in the financial and audit divisions, Mr. Taisuke Toyoda has contributed to strengthening these areas since 2013 as a Managing Officer. The Company newly elected him as a candidate for Audit & Supervisory Board Member this time, because it has judged that he is able to perform the duties as Audit & Supervisory Board Member properly based on his knowledge cultivated through experience in finance, accounting, internal control systems, and internal audits.

### **Outline of the Directors and Officers Liability Insurance Contract in Which Candidates of Audit & Supervisory Board Members Will Be Included as the Insured**

The Company has concluded a directors and officers liability insurance (D&O insurance) that insures all Directors and Audit & Supervisory Board Members. The insurance contract covers damages such as compensation for dispute costs based on legal liability for damages borne by the insured due to his/her acts as the Company's officer. If the candidate is elected and assumes office of Audit & Supervisory Board Member, the candidate will be insured under the insurance contract. The term of the insurance contract is one year, and the Company plans to renew the contract before the expiration of the term upon the resolution of the Board of Directors.

## **(Reference) Policy and procedures for nominating candidate of Directors and candidate of Audit & Supervisory Board Members**

The standard for electing Directors includes that they must have a great deal of experience and knowledge in their respective fields, that they must be capable and qualified managers, and that they must have a wide-ranging view of global business management.

For candidate of Outside Directors, the Company looks for people who have a broad range of knowledge, experience and sufficient achievements in their field of origin, and who satisfy the Company's "Standard for Independence of Outside Directors and Outside Audit & Supervisory Board Members" in order to strengthen their ability to supervise management.

For candidate of Audit & Supervisory Board Members, the election standard includes that the candidate must possess a high level of knowledge and proficiency in auditing all fields of the Company's business, including auditing accounts.

For candidate of Outside Audit & Supervisory Board Members, the Company looks for people who have a high level of specialist knowledge and a great deal of experience in finance, accounting, legal affairs, technology, etc., and who satisfy the Company's "Standard for Independence of Outside Directors and Outside Audit & Supervisory Board Members" in order to strengthen the neutrality of the auditing system.

Furthermore, for both candidate of Directors and candidate of Audit & Supervisory Board Members, the Company does not consider whether within or without company, gender or nationality.

The suitability of candidate of Directors and candidate of Audit & Supervisory Board Members is deliberated by the "Advisory Committee on Personnel and Remuneration, etc.", of which Outside Directors / Audit & Supervisory Board Members make up half or more of the membership, and based on the result of this deliberation, and with the assent of the Audit & Supervisory Board in the case of candidate of Audit & Supervisory Board Members, the Board of Directors then decides on the candidates to propose for election as an agenda item for the General Meeting of Shareholders.

## **(Reference) Structure of Directors and Audit & Supervisory Board Members when Agenda Item 2 and Agenda Item 3 are approved**

### **Directors (nine people)**

Name	Positions and areas in charge
Toshihiro Suzuki	Representative Director & President (Chairman of the Board)
Osamu Honda	Representative Director & Senior Technical Executive, and in charge of Engineering
Masahiko Nagao	Director & Senior Managing Officer, delegated as resident officer of Tokyo Branch Office, in charge of public relations
Toshiaki Suzuki	Director & Senior Managing Officer, and Executive General Manager of Domestic Marketing I, Domestic Marketing; Representative Director and President of Suzuki Finance Co., Ltd.
Kinji Saito (New appointment)	Director & Senior Managing Officer, in charge of Global Automobile Marketing, and Executive General Manager of Global Automobile Marketing
Yukihiro Yamashita (New appointment)	Director & Senior Managing Officer, and Executive General Manager of Automobile Powertrain Engineering
Osamu Kawamura	Outside Director
Hideaki Domichi	Outside Director
Yuriko Kato	Outside Director

**Audit & Supervisory Board Members (five people)**

Name	Positions
Taisuke Toyoda (New appointment)	Full-time Audit & Supervisory Board Member
Masato Kasai	Full-time Audit & Supervisory Board Member
Norio Tanaka	Outside Audit & Supervisory Board Member
Nobuyuki Araki	Outside Audit & Supervisory Board Member
Norihisa Nagano	Outside Audit & Supervisory Board Member

-End-

## **ATTACHED DOCUMENTS**

### **BUSINESS REPORT**

(From 1 April 2020 to 31 March 2021)

#### **1. Matters relating to the Current Situation of the Group**

##### **(1) Outline and Result of Business**

###### **- Management results of FY2020**

With respect to the management environment of the Company for FY2020, the spread of the COVID-19 infection has slowed the global economy significantly. Although the spread of infection has subsided for a time and economic recovery is progressing, the future is uncertain due to factors such as the re-expansion of infection including COVID-19 variants, semiconductor shortages, and soaring raw material prices.

Under these circumstances, with respect to the operating results for FY2020, sales and profits that declined during the term from April to June could not be covered by the sales recovery and cost reduction efforts in India and Japan from July onward, and the consolidated net sales decreased by ¥310.2 billion (8.9%) to ¥3,178.2 billion year-on-year. The operating profit decreased by ¥20.7 billion (9.6%) to ¥194.4 billion year-on-year due to a decrease in sales and soaring raw material prices, etc.

The ordinary profit increased by ¥2.9 billion (1.2%) to ¥248.3 billion, helped by an improvement in the financial revenue and expenditure. The profit attributable to owners of the parent increased by ¥12.2 billion (9.1%) to ¥146.4 billion, due mainly to the recording of gain on sale of investment securities of ¥14.2 billion.

**(Automobile)** (90.5% of total net sales)

Sales and profits that declined during the term from April to June could not be covered by the sales recovery and cost reduction efforts in India and Japan from July onward, and the net sales decreased by ¥280.8 billion (8.9%) to ¥2,876.6 billion year-on-year. The operating profit decreased by ¥25.1 billion (12.7%) to ¥172.0 billion year-on-year mainly owing to soaring raw material prices in addition to a decrease in sales.

(For this English translation, the pictures and the charts are omitted.)

**(Motorcycle)** (6.5% of total net sales)

The net sales decreased by ¥36.1 billion (14.9%) to ¥206.5 billion year-on-year, mainly owing to a fall during the April-June period, which typically sees strong sales for large motorcycles, in addition to the decrease in sales of compact motorcycles in areas such as India and ASEAN. The operating profit increased by ¥1.9 billion to ¥2.6 billion year-on-year as a result of cost reductions through constitutional improvement and other factors.

(For this English translation, the pictures and the chart are omitted.)

**(Marine Business)** (2.6% of total net sales)

The net sales increased by ¥8.9 billion (11.9%) to ¥83.4 billion year-on-year and the operating profit increased by ¥3.0 billion (21.1%) to ¥17.1 billion year-on-year owing to expanding demand for large outboard motors, mainly in North America.

(For this English translation, the pictures and the chart are omitted.)

**(Other Business)** (0.4% of total net sales)

With respect to other business including motorized wheelchairs, solar power generation, and real estate, the net sales decreased by ¥2.2 billion (16.1%) to ¥11.7 billion year-on-year, and the operating profit decreased by ¥0.5 billion (14.7%) to ¥2.7 billion year-on-year, mainly owing to a decrease in real estate sales.

(For this English translation, the pictures and the chart are omitted.)

With respect to the marine business, etc., which refers to a combination of the marine business and other business, the net sales increased by ¥6.7 billion (7.5%) to ¥95.1 billion year-on-year, and the operating profit increased by ¥2.5 billion (14.6%) to ¥19.8 billion year-on-year.

## Breakdown of Consolidated Net Sales

(Unit: Thousand, Amount: Billions of yen)

		FY2019 (1 April 2019 - 31 March 2020)		FY2020 (1 April 2020 - 31 March 2021)		Change				
						Unit		Amount		
		Unit	Amount	Unit	Amount	Change	Ratio	Change	Ratio	
Automobile Business	Japan	742	1,142.1	710	1,139.0	-32	-4.3%	-31	-0.3%	
	Overseas	2,186	2,015.3	1,960	1,737.6	-226	-10.3%	-2777	-13.8%	
	Europe	241	411.5	198	373.9	-42	-17.6%	-376	-9.1%	
	North America		1.3		0.9			-4	-36.1%	
	Asia	1,760	1,391.3	1,596	1,182.6	-165	-9.3%	-2087	-15.0%	
	(India)	(1,461)	(1,058.7)	(1,362)	(915.7)	(-99)	(-6.8%)	(-1430)	(-13.5%)	
	Others	185	211.2	166	180.2	-19	-10.3%	-310	-14.7%	
	<b>Total</b>	<b>2,927</b>	<b>3,157.4</b>	<b>2,670</b>	<b>2,876.6</b>	<b>-258</b>	<b>-8.8%</b>	<b>-2808</b>	<b>-8.9%</b>	
Motorcycle Business	Japan	50	19.9	49	19.7	-0	-0.5%	-2	-0.7%	
	Overseas	1,360	222.7	1,096	186.8	-264	-19.4%	-359	-16.1%	
	Europe	39	35.8	33	30.9	-5	-14.2%	-49	-13.7%	
	North America	33	30.1	26	24.1	-8	-23.8%	-60	-20.0%	
	Asia	1,121	125.2	854	100.2	-267	-23.8%	-250	-20.0%	
	Others	167	31.6	183	31.6	+16	+9.5%	-0	-0.0%	
		<b>Total</b>	<b>1,410</b>	<b>242.6</b>	<b>1,145</b>	<b>206.5</b>	<b>-265</b>	<b>-18.8%</b>	<b>-361</b>	<b>-14.9%</b>
Marine Business, etc.	Marine Business	Japan		3.6		3.6			+0	+1.9%
		Overseas		70.9		79.8			+89	+12.4%
		Europe		18.0		17.9			-1	-0.8%
		North America		35.6		43.1			+75	+21.1%
		Asia		7.2		10.4			+32	+44.3%
		Others		10.1		8.4			-17	-17.1%
			<b>Total</b>		<b>74.5</b>		<b>83.4</b>			<b>+89</b>
	Other Business (Japan)		13.9		11.7			-22	-16.1%	
	<b>Total</b>		<b>88.4</b>		<b>95.1</b>			<b>+6.7</b>	<b>+7.5%</b>	
Total	Japan		1,179.5		1,174.0			-5.5	-0.5%	
	Overseas		2,308.9		2,004.2			-304.7	-13.2%	
	Europe		465.3		422.7			-42.6	-9.1%	
	North America		67.0		68.1			+1.1	+1.5%	
	Asia		1,523.7		1,293.2			-230.5	-15.1%	
	Others		252.9		220.2			-32.7	-12.9%	
		<b>Total</b>		<b>3,488.4</b>		<b>3,178.2</b>			<b>-310.2</b>	<b>-8.9%</b>

[Notes]

1. Consolidated Sales are counted based on the location of external customers.
2. North America...United States and Canada  
Automobile in North America...Sales of parts and accessories, etc.

## **(2) Situation of Capital Investments**

Total capital investment amount in the current fiscal year is ¥170.9 billion, being used for investments for production facilities, R&D facilities, sales facilities and so on.

Breakdown by business segment is as follows.

Business Segment	Investment Amount	Contents of investments
Automobiles Business	¥160,762 million	Production facilities, R&D facilities, sales facilities, etc. for automobiles
Motorcycles Business	¥8,350 million	Production facilities, R&D facilities, sales facilities, etc. for motorcycles
Marine Business, etc.	¥1,833 million	Production facilities, R&D facilities, sales facilities, etc. for outboard motors
<b>Total</b>	<b>¥170,947 million</b>	-

Note: The investment amount is the total of the Company and its subsidiaries.

## **(3) Situation of Financing**

While the outlook for the spread of the COVID-19 infection is uncertain, the Company borrowed ¥400.0 billion during the first quarter to secure sufficient cash on hand.

## (4) Property and Financial Results

### ① Consolidated

	FY2017 (Apr. 2017 – Mar. 2018)	FY2018 (Apr. 2018 – Mar. 2019)	FY2019 (Apr. 2019 – Mar. 2020)	FY2020 (Apr. 2020 – Mar. 2021)
Net Sales	¥3,757,219 million	¥3,871,496 million	¥3,488,433 million	¥3,178,209 million
Operating profit	¥374,182 million	¥324,365 million	¥215,069 million	¥194,432 million
Ordinary profit	¥382,787 million	¥379,530 million	¥245,414 million	¥248,255 million
Profit attributable to owners of Parent	¥215,730 million	¥178,759 million	¥134,222 million	¥146,421 million
Profit per share	¥488.86	¥395.26	¥286.36	¥301.65
Total assets	¥3,340,828 million	¥3,401,970 million	¥3,339,783 million	¥4,036,360 million
Net assets	¥1,595,227 million	¥1,715,914 million	¥1,793,657 million	¥2,031,964 million
Net assets per share	¥2,937.35	¥3,018.41	¥3,065.01	¥3,475.34
Cash flows from operating activities	¥445,171 million	¥383,437 million	¥171,533 million	¥415,439 million
Cash flows from investing activities	-¥341,585 million	-¥250,848 million	-¥296,989 million	-¥232,985 million
Free cash flow	¥103,586 million	¥132,589 million	-¥125,456 million	¥182,454 million
Cash flows from financing activities	-¥113,922 million	-¥256,110 million	¥80,708 million	¥302,633 million
Cash and cash equivalents at the end of period	¥600,846 million	¥473,097 million	¥420,392 million	¥924,392 million

(For this English translation, the charts are omitted.)

### ② Non-Consolidated

	FY2017 (Apr. 2017 – Mar. 2018)	FY2018 (Apr. 2018 – Mar. 2019)	FY2019 (Apr. 2019 – Mar. 2020)	FY2020 (Apr. 2020 – Mar. 2021)
Net Sales	¥1,852,766 million	¥1,940,224 million	¥1,792,834 million	¥1,707,133 million
Operating profit	¥124,705 million	¥96,747 million	¥72,702 million	¥65,061 million
Ordinary profit	¥137,112 million	¥117,223 million	¥97,046 million	¥88,291 million
Profit	¥104,849 million	¥42,414 million	¥78,110 million	¥80,431 million
Profit per share	¥237.56	¥93.77	¥166.62	¥165.67
Total assets	¥1,774,498 million	¥1,707,283 million	¥1,807,640 million	¥2,273,758 million
Net assets	¥588,547 million	¥583,024 million	¥700,726 million	¥766,257 million
Net assets per share	¥1,331.87	¥1,263.36	¥1,443.33	¥1,577.60



## **(5) Outstanding Issues**

### **① Basic Policy of Company Management**

The Group has the motto “Develop products of superior value by focusing on the customer” as its foremost mission statement. We will continue to strive to offer products and services with true value which provide joy for customers.

While we comply with laws and regulations, we are making efforts to promote the “Smaller, Fewer, Lighter, Shorter, and Neater” slogan and we have been working for efficient and healthy management on the principle of safety and quality first.

Suzuki's commitments are “Assure people's means of mobility” and “Emerging economies will continue to be a pillar of growth.” Suzuki will stay focused upon customer throughout the next 100 years, and with our “Smaller, Fewer, Lighter, Shorter, and Neater” concept, we strive to create value-packed products and services.

<p><b>Assure people's means of mobility</b></p> <ul style="list-style-type: none"><li>• Mini vehicles in Japan function as local transportation and are an indispensable means of living</li><li>• As a mobility company, Suzuki contributes to the environment providing small products worldwide</li></ul>	<p><b>Emerging economies will continue to be a pillar of growth</b></p> <ul style="list-style-type: none"><li>• Providing economical and quality products and services to customers in emerging countries</li><li>• Emerging economies as a pillar of Suzuki's future growth, anticipating the medium- and long-term development</li></ul>
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### **② Outstanding Issues**

In February 2021, Suzuki formulated the Mid-Term Management Plan (April 2021 to March 2026) ~ “Sho-Sho-Kei-Tan-Bi” ~. In FY2021, the first year of the plan, we will steadily promote the initiatives stipulated in the Mid-Term Management Plan.

Going forward, we believe that it will become even more important to achieve carbon neutrality. The Company will actively promote carbon neutralization of mobility. For that purpose, it will be necessary to electrify mobility and upgrade existing software. In a world where electrification and software are more sophisticated and mobility is connected with the outside world, it is necessary to place even greater emphasis on quality. Therefore, we will give priority to three issues: “CO<sub>2</sub> emissions in use”, “CO<sub>2</sub> emissions from production”, and “high-quality manufacturing”.

#### **a) CO<sub>2</sub> emissions in use**

We will develop electrification technologies including hybrid systems and EVs by 2025, fully implement these technologies in products from 2025, and expand the supply of electrified products from 2030.

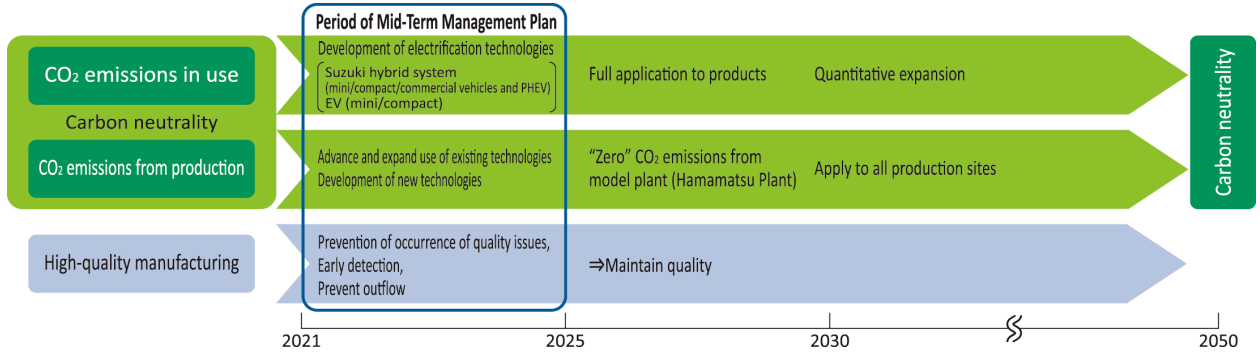
For vehicles other than automobiles, we are planning to introduce EV scooters. Regarding outboard motors, we are working on supporting new technologies such as electrification.

#### **b) CO<sub>2</sub> emissions from production**

We will take on the challenge toward zero CO<sub>2</sub> emissions from production in 2050. Toward carbon neutrality, alongside CO<sub>2</sub> reductions through energy conservation and utilization of renewable energy, we will proactively promote development of various technologies for carbon neutrality. As a first step, we will take on the challenge of achieving carbon neutrality at our Hamamatsu Plant by 2030 as a proof of concept.

### c) High-quality manufacturing

In terms of quality, we will work to create high-quality, affordable, reasonable and valuable products from customers' perspective. In addition, we will strive to forestall the occurrence of quality issues, detect them early, and prevent the distribution of defective products by promptly investigating the causes and taking countermeasures, producing products with constant quality, and expanding traceability management.



### d) Automobile business

The target for Japan is to maintain a 30% or more share in the mini-vehicle market, as well as a 50% increase in sub-compact and standard-sized vehicle sales (compared to the fiscal year ended March 31, 2021). While maintaining and strengthening the wholesale network, we will aim to strengthen our direct sales capabilities and expand sales of sub-compact and standard-sized vehicles by increasing the size of our bases and securing human resources accordingly. In terms of software, we will also promote the digitization of sales.

In India, efforts will be made to promote the spread of hybrid vehicles and launch EVs, and we will take the initiative in promoting electrification required by society in response to environmental issues. Furthermore, through strengthening sales power, strengthening product power, and improving production, we will maintain a market share of more than 50% in the passenger car sector.

### e) Alliance with Toyota

We will deepen our alliance by cooperating in terms of electrified vehicles, the African market, and supplementary product and components. Regarding the collaboration in electric vehicles, we will promote mutual supply of hybrid vehicles, mutual use of batteries for hybrid vehicles produced in India, and development of a small EV platform. Regarding collaboration in the African market, we will promote market development, such as launching products from India and promoting the establishment of logistics/service systems. Regarding supplementary product and components, we will expand bilateral support between vehicles and powertrains.

### f) Motorcycle business

We will standardize our platforms and build an attractive and diverse lineup to achieve sales of 2 million units and an operating margin of 5% or more, as set in the Mid-Term Management Plan.

### g) Marine business

Under the slogan "THE ULTIMATE OUTBOARD MOTOR", we will strive to achieve the net sales target of ¥100 billion as set in the Mid-Term Management Plan. Additionally, we will promote our SUZUKI CLEAN OCEAN PROJECT to protect beautiful oceans all over the world.

h) Efforts for SDGs

Thus far, we have contributed to developing and distributing environmentally friendly products and creating jobs in emerging economies. Going forward, we will continue to work toward the realization of a sustainable society and tackle various social issues while generating profits through business activities which utilize Suzuki's merits.

Environment	<ul style="list-style-type: none"> <li>• Efforts to develop environmental technologies</li> <li>• Challenge toward carbon neutral</li> <li>• Disclosures in line with TCFD (Task Force on Climate-related Financial Disclosures)</li> </ul>
Social	<ul style="list-style-type: none"> <li>• Reducing the number of traffic fatalities and injuries (Safety technology initiatives)</li> <li>• Resolving regional and elderly mobility issues (next-generation mobility and services)</li> <li>• Securement and development of human resources with expertise that will lead the next generation *1</li> <li>• Development of an environment and personnel system that enables diverse human resources to work</li> <li>• Diversification of work styles and promotion of health management</li> <li>• Preventing occupational accidents and promoting a safe and secure working environment</li> </ul>
Governance	<ul style="list-style-type: none"> <li>• Continuation of measures to prevent recurrence of inappropriate incidents *2</li> <li>• Risk management for environmental and social issues related to business activities</li> <li>• Strengthening information security</li> </ul>

\*1 Examples of “securement and development of human resources with expertise that will lead the next generation”

We believe that to be able to respond to carbon neutrality and “CASE” promptly, employees in charge of these projects need to change as well.

As electrification progresses, we will accelerate response to batteries and motors for what we create. In terms of what we sell, we need to respond to mobility services. Furthermore, it is necessary to respond to new technologies such as connected and autonomous driving. To respond to these changes in what we create and sell and in new technologies, it is important to secure and develop the necessary human resources in addition to raising the awareness of each individual employee, and we will work to flexibly review our systems for responses and education.

\*2 “Continuation of measures to prevent recurrence of inappropriate incidents”

In terms of dealing with improper handling with regards to final vehicle inspections, we have implemented a total of 120 measures to prevent recurrence of compliance issues, including commitments by the management team, raising companywide awareness, and improving our organizational culture, and in June 2020 we reported to the Ministry of Land, Infrastructure, Transport and Tourism that all of these measures had been implemented.

Among these efforts, with regard to the final inspection operations, we made progress on a variety of initiatives, including increasing the number of inspectors, improving inspection facilities, establishing official regulations, providing thorough training for inspectors, and improving on-site communication, etc. Moving forward, we will continue to develop new inspection lines at all of our automobile and motorcycle plants to make inspections easier to perform while still making them stricter, and through these improvement activities, we will work to establish a strong system and awareness to ensure that issues can never arise in inspections.

As for group-wide compliance initiatives, we distributed Compliance Handbooks to all employees to raise awareness, and further enhanced and utilized “Remember 5.18” and quality education room with panel displays on both issues to never forget the improper sampling inspection of fuel consumption and exhaust gas in 2016 and the final vehicle inspection issues in 2018. At the same time, we will also focus on improving internal communication and strive to prevent such inappropriate cases from occurring.

i) Mid-term management performance target

As for management performance targets, we expect a recovery from the COVID-19 pandemic and growth in the Indian market, and aim for a record consolidated net sales of ¥4.8 trillion.

The operating profit margin target is set at 5.5% due to aggressive investment in research and development, such as electrification, which amounts to ¥1 trillion over 5 years.

The dividend payout ratio is targeted at 30%.

We will make steady efforts to increase corporate value while balancing investment for growth and strengthening our management base.

		FY2019 Result	FY2020 Result	FY2025 Target
Performance	Consolidated net sales	¥3,488.4 billion	¥3,178.2 billion	¥4,800.0 billion
	Operating profit margin	6.2%	6.1%	5.5%
Shareholder return	ROE	9.3%	9.2%	8%
	Payout ratio	29.7%	29.8%	30%
Investment	R&D	¥148.1 billion	¥146.2 billion	¥1 trillion/5 years (¥200.0 billion/year)
	Capital investment	¥236.4 billion	¥170.9 billion	¥1,200.0 billion/5 years (¥240.0 billion/year)
Global sales	Automobiles	2.85 million units	2.57 million units	3.70 million units
	Motorcycles	1.71 million units	1.53 million units	2.00 million units

(Note) Exchange rate assumptions: US \$1 = ¥104, 1 Euro = ¥124, 1 INR = ¥1.42.

\* For details of the Mid-Term Management Plan, please refer to the Mid-Term Management Plan (April 2021 to March 2026) ~ "Sho-Sho-Kei-Tan-Bi" ~ announced on 24 February 2021.

Suzuki website for IR information <https://www.globalsuzuki.com/ir/>

## (6) Main Business

The Group is mainly engaged in manufacture and sale of automobiles, motorcycles, and Marine business, etc., and the services related them.

Business Segment	Main Products
Automobiles Business	Mini vehicles, Sub-compact vehicles, Standard-sized vehicles
Motorcycles Business	Motorcycles, All terrain vehicles
Marine Business, etc.	Outboard motors, Motorized wheel chairs, Solar power generation, Real estate

## (7) Main Business Bases, etc. and Important Subsidiaries

### ① Main Offices and Plant of the Company

Office and Plant	Location	Office and Plant	Location
Head Office	Hamamatsu, Shizuoka	Sagara Plant	Makinohara, Shizuoka
Outboard Motor Technical Center	Kosai, Shizuoka	Iwata Plant	Iwata, Shizuoka
Tokyo Branch	Minato-ku, Tokyo	Hamamatsu Plant	Hamamatsu, Shizuoka
Kosai Plant	Kosai, Shizuoka	Osuka Plant	Takegawa, Shizuoka

## ② Important Subsidiaries

Name of Subsidiaries	Location	Ordinary Share	Shareholding Ratio	Main Business
Suzuki Auto Parts Mfg. Co., Ltd.	Hamamatsu, Shizuoka	¥110 million	100.0%	Manufacture of parts for automobiles, motorcycles and outboard motors
Suzuki Motor Sales Kinki Inc.	Osaka, Osaka	¥50 million	100.0%	Sale of automobiles
Magyar Suzuki Corporation Ltd.	Hungary	€212 million	97.5%	Manufacture and sale of automobiles
Suzuki Deutschland GmbH	Germany	€50 million	100.0%	Sale of automobiles, motorcycles and outboard motors
Maruti Suzuki India Limited	India	INR 1,510 million	56.4%	Manufacture and sale of automobiles
Suzuki Motor Gujarat Private Limited	India	INR 126,800 million	100.0%	Manufacture of automobiles
Suzuki Motorcycle India Private Limited	India	INR 17,815 million	100.0%	Manufacture and sale of motorcycles
Pak Suzuki Motor Co., Ltd.	Pakistan	PKR 822 million	73.1%	Manufacture and sale of automobiles and motorcycles
P.T. Suzuki Indomobil Motor	Indonesia	US\$89 million	94.9%	Manufacture and sale of automobiles and motorcycles

Note: 1. Consolidated subsidiaries are 120 companies and companies in the application of the equity method are 31 companies.

## **(8) Employees**

### **① Consolidated**

Business Segment	Number of employees (person)	Increase(+)/Decrease(-) from the previous fiscal year (person)
Automobiles Business	58,206	+764
Motorcycles Business	8,091	-639
Marine Business, etc.	1,631	+144
Common	811	-29
<b>Total</b>	<b>68,739</b>	<b>+240</b>

Note: 1.The above are the number of the persons working in the Group and do not include the number of the employees who are in leave of absence or seconded outside the Group.

2. "Common" is the administrative section which cannot be divided into any specific business segment.

3. In addition to the above, there are 35,152 (average during the fiscal year) temporary employees.

### **② Non-consolidated**

Number of employees	Increase/Decrease from the previous fiscal year	Average age	Average working years
16,073	+427	40 years, 6 months	17 years, 11 months

Note: 1.The above are the number of the persons working in the Company and do not include the number of the employees who are in leave of absence or seconded outside the Company.

2. In addition to the above, there are 1,930 (average during the fiscal year) temporary employees.

## (9) Main Borrowing Institutes and Borrowing Amount

### ① Borrowing Amount remaining at the end of the Fiscal Year from each Bank

(Group)

Main Borrowing Institutes	Outstanding Balance of Loan Amount
MUFG Bank, Ltd.	320,513 Million Yen
The Shizuoka Bank, Ltd.	116,284 Million Yen
Sumitomo Mitsui Banking Corporation	102,769 Million Yen
Mizuho Bank, Ltd.	79,621 Million Yen
Resona Bank, Ltd.	57,497 Million Yen
Sumitomo Mitsui Trust Bank, Limited	37,682 Million Yen
Syndicated Loan Institute	25,000 Million Yen

Note: 1. The above outstanding balance of loan amount includes overseas subsidiaries, etc. of each institute.

2. The syndicated loan institute is created by 15 banks, Development Bank of Japan Inc. being the main arranger.

### ② Situation of the Commitment Line Contract

The Company has the commitment line contract with 6 banks for effective financing.

The outstanding balance of the contract at the end of the fiscal year is as follows:

Commitment line contract total	300,000 Million Yen
<u>Actual loan balance</u>	<u>— Million Yen</u>
Variance	300,000 Million Yen

(Contents of the commitment line contract)

Borrowing Bank	Contract Amount	Actual Loan Balance	Outstanding balance
MUFG Bank, Ltd.	120,000 Million Yen	—	120,000 Million Yen
The Shizuoka Bank, Ltd.	45,600 Million Yen	—	45,600 Million Yen
Resona Bank, Ltd.	45,600 Million Yen	—	45,600 Million Yen
Sumitomo Mitsui Trust Bank, Limited	32,400 Million Yen	—	32,400 Million Yen
Mizuho Bank, Ltd.	32,400 Million Yen	—	32,400 Million Yen
Sumitomo Mitsui Banking Corporation	24,000 Million Yen	—	24,000 Million Yen
<b>Total</b>	<b>300,000 Million Yen</b>	<b>—</b>	<b>300,000 Million Yen</b>

## 2. Matters relating to the Shares of the Company (As of 31 March 2021)

<b>(1) Total Number of Authorized Shares</b>	1,500,000,000 shares
<b>(2) Total Number of Shares Issued</b>	491,098,300 shares (including 5,459,959 treasury stocks)
<b>(3) Number of Shareholders</b>	31,588 shareholders (+563 compared with the end of the previous fiscal year)

(For this English translation, the chart is omitted.)

### (4) Principal Shareholders

Name	Number of Shares Held	Shareholding Ratio
The Master Trust Bank of Japan, Ltd. (Trust Account)	52,404 thousand shares	10.8%
Custody Bank of Japan, Ltd. (Trust Account)	24,508 thousand shares	5.0%
Toyota Motor Corporation	24,000 thousand shares	4.9%
Tokio Marine & Nichido Fire Insurance Co., Ltd.	17,961 thousand shares	3.7%
MUFG Bank, Ltd.	16,000 thousand shares	3.3%
Resona Bank, Ltd.	13,000 thousand shares	2.7%
The Shizuoka Bank, Ltd.	11,600 thousand shares	2.4%
JP Morgan Chase Bank 385632	8,415 thousand shares	1.7%
Sompo Japan Insurance Inc.	7,761 thousand shares	1.6%
NIPPON STEEL CORPORATION	7,759 thousand shares	1.6%

Note: 1. Number of shares disregards and rounds off figures of less than 1,000 shares.

2. Shareholding ratio is calculated eliminating treasury shares held by the Company.

### (5) Status of Shares Granted to Directors/ Audit & Supervisory Board Members as Remuneration for the Execution of Their Duties during This Fiscal Year

	Number of Shares	Number of Payees
Directors (excluding Outside Directors)	30,500 shares	6

Note: The above is the number of shares granted as restricted stock remuneration. Directors (excluding Outside Directors) receive ordinary shares of the Company by paying all remuneration paid based on the resolution of the Board of Directors (monetary remuneration rights) as contribution in kind. The transfer restriction period is until the date of retirement from the position of Director. If a Director falls under certain grounds, such as the Director retires for any reason other than that deemed as reasonable by the Board of Directors, the Company shall acquire the shares allotted for no fee.



### 3. Matters Concerning the Company's Share Acquisition Rights, etc.

#### (1) Status of the share acquisition rights granted to Directors/ Audit & Supervisory Board Members as remuneration for the execution of their duties at the end of the fiscal year

##### Description of the terms of the share acquisition rights held by Directors (excluding Outside Directors)

Name (date of resolution of issuance)	Class and number of shares that are the subject of share acquisition rights	Issue price of shares to be issued upon the exercise of share acquisition rights	Amount to be paid upon the exercise of share acquisition rights	Period for the exercise of share acquisition rights	Number of share acquisition rights and number of holders of share acquisition rights	Terms and conditions for the exercise of share acquisition rights
Suzuki Motor Corporation - First Share Acquisition Rights (28 June 2012)	Ordinary Share 35,000 shares	1,227 yen per share (Note) 1.	1 yen per share	From 21 July 2012 through 20 July 2042	350 3 people	(Note) 2.
Suzuki Motor Corporation - Second Share Acquisition Rights (27 June 2013)	Ordinary Share 18,000 shares	2,248 yen per share (Note) 1.	1 yen per share	From 20 July 2013 through 19 July 2043	180 3 people	(Note) 2.
Suzuki Motor Corporation - Third Share Acquisition Rights (27 June 2014)	Ordinary Share 10,600 shares	3,001 yen per share (Note) 1.	1 yen per share	From 23 July 2014 through 22 July 2044	106 2 people	(Note) 2.

##### Note:

- The issue price is calculated by adding the fair value per share of the share acquisition rights on the allotment date and the amount to be paid per share upon exercise of the share acquisition rights. In addition, the persons who are allotted the share acquisition rights have set off the amount to be paid upon exercise of the share acquisition rights against their remuneration receivables from the Company.
- (i) A person holding the share acquisition rights recorded in the share acquisition rights registry (hereinafter referred to as the "Person with the Share Acquisition Rights") may exercise these share acquisition rights only up until the 10<sup>th</sup> day (the next business day if the 10<sup>th</sup> day falls on a non-business day) from the day immediately following the date of resignation as the Company's Director as well as Senior Managing Officer or Managing Officer without the role of Director being served concurrently.  
(ii) If any person with Share Acquisition Rights dies, his/her heir may exercise the share acquisition rights.

## (2) Other Important Matters concerning the share acquisition rights

The details of the Bonds with share acquisition rights for which the resolution of issuance is made on 7 March 2016 as of 31 March 2021 are as follows:

Name	Amount of the bonds with share acquisition rights	Number of share acquisition rights	Class of shares for which share acquisition rights are exercised	Period for the exercise of share acquisition rights	Amount for the exercise of share acquisition rights
Euro Yen Zero Coupon (subject to the maximum number of shares to be delivered) Convertible Bonds due 2023 with share acquisition rights, <i>tenkanshasaigata shinkabu yoyakukentzuki shasai</i>	8,560 Million Yen	856	Ordinary Share	From 15 April 2016 through 17 March 2023	4,001.7 Yen

#### 4. Matters relating to Directors/Audit & Supervisory Board Members

##### (1) Directors and Audit & Supervisory Board Members (As of 31 March 2021)

Position	Name	Area in charge	Important Concurrent Offices
Representative Director & Chairman (Chairman of the Board)	Osamu Suzuki		Chairman of Suzuki Foundation
Representative Director & Vice Chairman	Yasuhito Harayama	Supporting Chairman	
Representative Director & President	Toshihiro Suzuki		Chairman of Suzuki Education and Culture Foundation
Representative Director & Senior Technical Executive	Osamu Honda	In charge of Engineering and Chief Officer of Inspection Reform Committee	
Director & Managing Officer	Masahiko Nagao	Executive General Manager of Corporate Planning Office	
Director & Managing Officer	Toshiaki Suzuki	Executive General Manager of Domestic Marketing I, Domestic Marketing and Representative Director and President of Suzuki Finance Co., Ltd.	
Director	Osamu Kawamura		Representative Director and Chairman of CHANSON COSMETICS Inc. Representative Director and Chairman of Shizuoka Information Processing Center Representative Director and Chairman of CARING JAPAN Inc. Representative Director and President of Takken Inc. Representative Director and Chairman of CHANSON TEA WORLD Co., LTD (The above five companies are in the same group.)
Director	Hideaki Domichi		External Audit & Supervisory Board Member of Konoike Transport Co., Ltd.
Director	Yuriko Kato		President of M2Labo. Inc. Representative Director of VegiBus Inc. (The above two companies are in the same group.) Outside Director of SHIZUOKA GAS CO., LTD. Corporate Auditor of TERRACE MILE, Inc.

Position	Name	Area in charge	Important Concurrent Offices
Full-Time Audit & Supervisory Board Member	Toyokazu Sugimoto		
Full-Time Audit & Supervisory Board Member	Masato Kasai		
Audit & Supervisory Board Member	Norio Tanaka		Certified Public Accountant Outside Corporate Auditor of ENSHU TRUCK CO., LTD.
Audit & Supervisory Board Member	Nobuyuki Araki		
Audit & Supervisory Board Member	Norihisa Nagano		Attorney Outside Corporate Auditor of Brookman Technology, Inc.

Note:

1. Mr. Osamu Kawamura, Mr. Hideaki Domichi, and Ms. Yuriko Kato, all of whom are Director, are outside director. Also, the Company reported all of them as independent director/audit & supervisory board member to the Tokyo Stock Exchange, Inc.
2. Mr. Norio Tanaka, Mr. Nobuyuki Araki and Mr. Norihisa Nagano, all of whom are Audit & Supervisory Board Member, are outside audit & supervisory board member. Also, the Company reported all of them as independent director/audit & supervisory board member to the Tokyo Stock Exchange, Inc.
3. Mr. Toyokazu Sugimoto, Full-time Audit & Supervisory Board Member, had served as General Manager of Accounting Dept. and Director in charge of Finance for a long period, and Mr. Norio Tanaka, Audit & Supervisory Board Member, has ample experience as Certified Public Accountant. They have sufficient knowledge and experience in relation to finance and accounting.
4. The following changes were made to Directors during this fiscal year.

Name	Current Position	Previous Position	Date of Change
Toshihiro Suzuki	Representative Director & President	Representative Director & President Executive General Manager of Motorcycle Company	1 June 2020
Yasuhito Harayama	Representative Director & Vice Chairman Supporting Chairman	Representative Director & Vice Chairman In charge of Special Missions	26 June 2020
Osamu Honda	Representative Director & Senior Technical Executive In charge of Engineering and Chief Officer of Inspection Reform Committee	Director & Senior Technical Executive In charge of Special Missions and Chief Officer of Inspection Reform Committee	26 June 2020

5. Mr. Masakazu Iguchi and Mr. Sakutaro Tanino retired as Director as of the close of the 154th Ordinary General Meeting of Shareholders held on 26 June 2020 due to expiration of their terms of office.

6. The following changes were made to Directors as of 1 April 2021.

<b>Name</b>	<b>Current Position</b>	<b>Previous Position</b>
Osamu Honda	Representative Director & Senior Technical Executive In charge of Engineering	Representative Director & Senior Technical Executive In charge of Engineering and Chief Officer of Inspection Reform Committee
Masahiko Nagao	Director & Senior Managing Officer Executive General Manager of Corporate Planning Office	Director & Managing Officer Executive General Manager of Corporate Planning Office
Toshiaki Suzuki	Director & Senior Managing Officer Executive General Manager of Domestic Marketing I, Domestic Marketing and Representative Director and President of Suzuki Finance Co., Ltd.	Director & Managing Officer Executive General Manager of Domestic Marketing I, Domestic Marketing and Representative Director and President of Suzuki Finance Co., Ltd.

7. As of 1 April 2021, Senior Managing Officers and Managing Officers who are not concurrently Director are as follows.

Vice President	Kenichi Ayukawa	Managing Officer	Yasuharu Osawa
Senior Managing Officer	Ichizo Aoyama	Managing Officer	Satoshi Uchida
Senior Managing Officer	Kinji Saito	Managing Officer	Shigetoshi Torii
Senior Managing Officer	Yukihiro Yamashita	Managing Officer	Masayuki Fujisaki
Senior Managing Officer	Naomi Ishii	Managing Officer	Yutaka Kikukawa
Managing Officer	Taisuke Toyoda	Managing Officer	Masahiro Ikuma
Managing Officer	Keiichi Asai	Managing Officer	Hisanori Takashiba
Managing Officer	Keiji Miyamoto	Managing Officer	Masamichi Suzuki
Managing Officer	Shinichi Imaizumi	Managing Officer	Hisashi Takeuchi
Managing Officer	Naoki Suzuki	Managing Officer	Kenichiro Toyofuku
Managing Officer	Kazunobu Hori	Managing Officer	Masayoshi Ito
Managing Officer	Katsuhiro Kato	Managing Officer	Tatsuro Takeuchi
Managing Officer	Shigeo Yamagishi		

## **(2) Amount of remuneration, etc. for Directors and Audit & Supervisory Board Members for the fiscal year**

- ① Matters concerning the decision-making policy regarding the content of individual remuneration of Directors and matters concerning delegation of the determination of the content of individual remuneration of Directors

Regarding the decision-making policy for individual remuneration of Directors (hereinafter referred to as the “Decision-making Policy”), a report on the validity of the proposed Decision-making Policy is received from the Advisory Committee on Personnel and Remuneration, etc., with a majority of the members as Outside Directors and Outside Audit & Supervisory Board Members. The Board of Directors deliberates and makes a resolution based on the report. The outline of the Decision-making Policy is as follows.

Remuneration of Directors (excluding Outside Directors) consists of basic remuneration, bonuses linked to the Company’s performance of each fiscal year, and restricted stock remuneration linked to the medium- to long-term stock price to function as an incentive for continuous improvement of the Company’s corporate value. The ratio is roughly 40% basic remuneration, 30% bonuses, and 30% restricted stock remuneration. Outside Directors’ remuneration shall be solely basic remuneration, given their duties.

Basic remuneration for Directors is fixed monthly remuneration, which is determined and paid in consideration of duties and responsibilities, remuneration levels at other companies, and employee salary levels. Bonuses are calculated based on a formula for each position linked to consolidated operating profit and are paid at a certain period each year. In addition, the content of restricted stock remuneration is determined based on the criteria for each position and is delivered at a certain period every year.

The specific details of the basic remuneration of Directors for the current fiscal year are delegated to Representative Director & Chairman Osamu Suzuki, based on a resolution of the Board of Directors. This delegation of authority is for making some adjustments to the standard amount for each position based on the performance of each Director, and the reason for doing as such is because the Board of Directors has judged the delegation of said authority to Mr. Osamu Suzuki, the Chairman of the Board, to be appropriate. Additionally, the specific details of bonuses for Directors and restricted stock remuneration for the current fiscal year are decided by a resolution of the Board of Directors based on the Decision-making Policy.

Based on the above, the Board of Directors has determined that the content of individual remuneration for Directors for the current fiscal year is in line with the Decision-making Policy.

- ② Matters concerning resolutions at the General Meetings of Shareholders related to remuneration, etc. for Directors and Audit & Supervisory Board Members

The annual amount of basic remuneration for Directors and bonuses for Directors excluding Outside Directors were resolved to be within ¥750 million (including an annual amount of ¥36 million for Outside Directors) at the 151st Ordinary General Meeting of Shareholders held on 29 June 2017. The number of Directors after the conclusion of such General Meeting of Shareholders was eight (8) including two (2) Outside Directors.

Separate from this framework of remuneration, it was resolved at the 154th Ordinary General Meeting of Shareholders held on 26 June 2020 that the total amount of remuneration to be paid to Directors excluding Outside Directors for the purpose of granting of restricted stock (monetary

remuneration right) shall be within the annual amount of ¥300 million, the total annual limit of the ordinary shares to be granted shall be within 100,000 shares, and the transfer restriction period shall be from the date of allotment until the date of retirement from the position of Director. The number of Directors excluding Outside Directors after the conclusion of such General Meeting of Shareholders was six (6).

The annual amount of remuneration for Audit & Supervisory Board Members was resolved to be within ¥120 million at the 151st Ordinary General Meeting of Shareholders held on 29 June 2017. The number of Audit & Supervisory Board Members after the conclusion of such General Meeting of Shareholders was five (5). Audit & Supervisory Board Members' remuneration is basic remuneration only.

⑤ Total amount of remuneration, etc. for Directors and Audit & Supervisory Board Members

Classification of Directors/Audit & Supervisory Board Members	Total amount of remuneration, etc.	Amount of each type of remuneration, etc.			Number of Payees (Directors/Audit & Supervisory Board Members)
		Basic remuneration	Remuneration, etc. linked to the Company's performance	Non-monetary remuneration, etc.	
Directors (excluding Outside Directors)	¥457 million	¥219 million	¥129 million	¥108 million	6 people
Outside Directors	¥34 million	¥34 million	-	-	5 people
<b>Total</b>	<b>¥492 million</b>	<b>¥254 million</b>	<b>¥129 million</b>	<b>¥108 million</b>	<b>11 people</b>
Audit & Supervisory Board Members (excluding Outside Audit & Supervisory Board Members)	¥56 million	¥56 million	-	-	2 people
Outside Audit & Supervisory Board Members	¥33 million	¥33 million	-	-	3 people
<b>Total</b>	<b>¥89 million</b>	<b>¥89 million</b>	<b>-</b>	<b>-</b>	<b>5 people</b>

Notes:

1. The above "Remuneration, etc. linked to the Company's performance" is a bonus linked to the Company's performance for the current fiscal year. It is paid to Directors (excluding Outside Directors) in order to raise awareness of improvement of each fiscal year's performance and to function as an incentive for continuous improvement of the corporate value. The specific amount of remuneration for each individual is calculated by multiplying the performance indicators predetermined by the Board of Directors by a stipulated percentage and the multiplication rate by position predetermined by the Board of Directors. The performance indicator is consolidated operating profit from the perspective of company profitability, and changes in consolidated operating profit including the current period are as described in "(4) Property and Financial Results" in "1. Matters relating to the Current Situation of the Group".
2. The above "Non-monetary remuneration, etc." is restricted stock remuneration. It is paid to Directors (excluding Outside Directors) in order to function as an incentive for continuous improvement of the

corporate value and to further promote shared value with shareholders. The details of said stock remuneration and the status of its delivery are as described in “(5) Status of Shares Granted to Directors/Audit & Supervisory Board Members as Remuneration for the Execution of Their Duties during This Fiscal Year” in “2. Matters relating to the Shares of the Company”.

3. The above “Remuneration, etc. linked to the Company’s performance” (bonus) and “Non-monetary remuneration, etc.” (restricted stock remuneration) for Directors (excluding Outside Directors) are amounts reported as expenses for the fiscal year.
4. The above basic remuneration for Outside Directors includes basic remuneration for two Outside Directors who retired as of the conclusion of the 154th Ordinary General Meeting of Shareholders held on 26 June 2020.

### **(3) Matters concerning Outside Directors/Audit & Supervisory Board Members**

#### **① Relationship to the Company of important concurrent offices**

Outside Directors

Name	Concurrent offices	Relationship to the Company of concurrent offices
Osamu Kawamura	Representative Director and Chairman of CHANSON COSMETICS Inc. Representative Director and Chairman of Shizuoka Information Processing Center Representative Director and Chairman of CARING JAPAN Inc. Representative Director and President of Takken Inc. Representative Director and Chairman of CHANSON TEA WORLD Co., LTD (The above five companies are in the same group.)	The Company has paid CHANSON COSMETICS Inc. a part of the rent on the roof of the building owned by said company, however the amount of such payment is less than 0.1% of the net sales of CHANSON COSMETICS Inc. and the Company. There are no particular relationship to be described between the other concurrent offices and the Company.
Hideaki Domichi	External Audit & Supervisory Board Member of Konoike Transport Co., Ltd. (Scheduled to retire in June 2021)	There is no particular relationship to be described between the concurrent office and the Company.
Yuriko Kato	President of M2Labo. Inc. Representative Director of VegiBus Inc. (The above two companies are in the same group.) Outside Director of SHIZUOKA GAS CO., LTD. Corporate Auditor of TERRACE MILE, Inc.	The Company and M2Labo. Inc. jointly develop an electric transportation vehicle for agriculture, but pay their own expenses themselves, with no sales or payments. There are no other particular relationship to be described between the other concurrent offices and the Company.



#### Outside Audit & Supervisory Board Members

Name	Concurrent offices	Relationship to the Company of concurrent offices
Norio Tanaka	Outside Corporate Auditor of ENSHU TRUCK CO., LTD.	The Company pays transportation charges to ENSHU TRUCK CO., LTD., however the amount of such payment is less than 1% of the operating revenue of ENSHU TRUCK CO., LTD. and is also less than 0.1% of the net sales of the Company.
Norihisa Nagano	Outside Corporate Auditor of Brookman Technology, Inc.	There is no special relationship to be described between the concurrent office and the Company.

#### ② The status of major activities in the fiscal year

##### Outside Directors

Name	Attended Meeting	The status of major activities
Osamu Kawamura	Meetings of the Board of Directors: eleven (11) out of twelve (12)	Based on his ample experience and knowledge as a company manager, he has expressed his opinions which have beneficial effect at meetings of the Board of Directors. He is also a member of “the Advisory Committee on Personnel and Remuneration, etc.”, which aims the improvement of transparency and objectivity, etc., in election of candidates of Directors and decision of remuneration.
Hideaki Domichi	Meetings of the Board of Directors: twelve (12) out of twelve (12)	Based on his ample experience and knowledge as diplomat, etc., he has expressed his opinions which have beneficial effect at meetings of the Board of Directors. He is also a member of “the Advisory Committee on Personnel and Remuneration, etc.”, which aims the improvement of transparency and objectivity, etc., in election of candidates of Directors and decision of remuneration.
Yuriko Kato	Meetings of the Board of Directors: twelve (12) out of twelve (12)	Based on her ample experience and knowledge as a company manager, she has expressed her opinions which have beneficial effect at meetings of the Board of Directors. She is also a member of “the Advisory Committee on Personnel and Remuneration, etc.”, which aims the improvement of transparency and objectivity, etc., in election of candidates of Directors and decision of remuneration.

Note) The attendance of Mr. Osamu Kawamura, Mr. Hideaki Domichi, and Ms. Yuriko Kato, all of whom are Director at meetings of the Board of Directors is those held after their assumption of office on 26 June 2020.

#### Outside Audit & Supervisory Board Members

Name	Attended Meetings	The status of major activities
Norio Tanaka	Meetings of the Board of Directors: fifteen (15) out of fifteen (15) Meetings of the Audit & Supervisory Board: thirteen (13) out of thirteen (13)	Based on his ample experience and knowledge as certified public accountant, he has expressed his opinions which have beneficial effect in the Board of Directors and the Audit & Supervisory Board. He is also a member of “the Advisory Committee on Personnel and Remuneration, etc.”, which aims the improvement of transparency and objectivity, etc. in election of candidates of Directors and decision of remuneration.
Nobuyuki Araki	Meetings of the Board of Directors: fifteen (15) out of fifteen (15) Meetings of the Audit & Supervisory Board: thirteen (13) out of thirteen (13)	Based on his ample academic expertise as doctor of engineering, he has expressed his opinions which have beneficial effect in the Board of Directors and the Audit & Supervisory Board. He is also a member of “the Advisory Committee on Personnel and Remuneration, etc.”, which aims the improvement of transparency and objectivity, etc., in election of candidates of Directors and decision of remuneration.
Norihisa Nagano	Meetings of the Board of Directors: fifteen (15) out of fifteen (15) Meeting of the Audit & Supervisory Board: thirteen (13) out of thirteen (13)	Based on his ample experience and knowledge as attorney, he has expressed his opinions which have beneficial effect in the Board of Directors and the Audit & Supervisory Board. He is also a member of “the Advisory Committee on Personnel and Remuneration, etc.”, which aims the improvement of transparency and objectivity, etc., in election of candidates of Directors and decision of remuneration.

#### ③ Summary of duties performed with regard to the roles expected to be executed by Outside Directors

Mr. Osamu Kawamura has been part of the deliberations of Mid-Term Management Plan formulation at meetings of the Board of Directors and on “the Advisory Committee on Personnel and Remuneration, etc.” while supervising management from an objective standpoint independent of business executives since assuming the post of Outside Director in June 2020. In addition, at meetings of the Board of Directors, based on his abundant management experience and knowledge from various perspectives that other in-house employees do not have, he made comments and gave advice regarding efforts for SDGs including promotion of female employees’ advancement and measures for business in direct contact with customers amid concerns surrounding COVID-19.

Mr. Hideaki Domichi has been part of the deliberations of Mid-Term Management Plan formulation at meetings of the Board of Directors and on “the Advisory Committee on Personnel and Remuneration, etc.” while supervising management from an objective standpoint independent of business executives since assuming the post of Outside Director in June 2020. Additionally, he frequently attended monthly business report meetings to collect information, and at meetings of the Board of Directors, made comments and

gave advice from a global perspective on the characteristics of other countries that could affect future business development and the recruitment of overseas human resources.

Ms. Yuriko Kato has been part of the deliberations of Mid-Term Management Plan formulation at meetings of the Board of Directors and on “the Advisory Committee on Personnel and Remuneration, etc.” while supervising management from an objective standpoint independent of business executives since assuming the post of Outside Director in June 2020. Additionally, based on experience and knowledge of her own venture company management and human resource development, as well as her various perspectives that other in-house employees do not have, she made comments and gave advice regarding the fact that venture companies are accelerating efforts toward the commercialization of MaaS (Mobility as a Service) due to the COVID-19 pandemic, and the need to invest in digital human resources.

#### **④ The outline of the status contract for limitation of liability**

The Company concludes with each of Outside Directors and Outside Audit & Supervisory Board Members a contract for limitation of liability which specifies the liability under Paragraph 1, Article 423 of the Companies Act as the minimum amount of the limit for liability provided by Paragraph 1, Article 425 of the Act, according to Paragraph 1, Article 427 of the Act.

#### **⑤ The outline of the directors and officers liability insurance (D&O insurance) contract**

The Company has concluded the following contents as a directors and officers liability insurance (D&O insurance) contract.

##### a) Scope of the insured

All Directors, Managing Officers, Executive General Managers, and Audit & Supervisory Board Members of the Company and all of its subsidiaries.

##### b) Overview of insurance policy

The insurance covers compensation for damages and dispute costs borne by the insured due to a claim for damages that arises from actions (including failure to act) relating to duties performed by the insured as a corporate officer, etc. of one of the companies mentioned in a) above. However, criminal acts such as bribery and damages borne by officers, etc. due to intentional violation of laws are not covered so as to maintain the appropriateness of the execution of duties by officers, etc. The Company bears all insurance premiums.

## **5. Accounting Auditor**

### **(1) Name of Accounting Auditor**

Seimei Audit Corporation

### **(2) Accounting Auditor Remuneration, Etc. for the Fiscal Year**

- |   |              |
|---|--------------|
| ① Amount of Remuneration, etc.  | ¥115 million |
| ② Total amount of monetary and other property profit to be paid by the Company and its subsidiaries | ¥118 million |

Note:

1. Through obtaining the documents and reporting from relevant departments of the Company and the Accounting Auditor, checking the audit plans and performance for the previous fiscal year and conducting necessary assessment for adequacy of the audit plans and estimation for remuneration, etc. of the fiscal year, the Audit & Supervisory Board makes consent to remuneration, etc. of the Accounting Auditor under Paragraph 1, Article 399 of the Companies Act.
2. Because the remuneration amount for the audit under the Companies Act of Japan and for the audit under the Financial Instruments and Exchange Act of Japan is not divided in the auditing agreement between the Company and the Accounting Auditor and is not able to be actually divided, the amount described in ① specifies the total of these remuneration amount.
3. Magyar Suzuki Corporation Ltd., Suzuki Deutschland GmbH, Maruti Suzuki India Limited, Suzuki Motor Gujarat Private Limited, Suzuki Motorcycle India Private Limited, Pak Suzuki Motor Co., Ltd. and P.T. Suzuki Indomobil Motor, which are the important subsidiaries of the Company, are audited by financial audit companies other than the Accounting Auditor of the Company (including entities having foreign qualifications corresponding thereto) (limited to the audit under the Companies Act of Japan and the Financial Instruments and Exchange Act of Japan (including foreign laws corresponding to these Acts)).

### **(3) Determination Policy of Dismissal or Non-Reappointment of Accounting Auditor**

The Audit & Supervisory Board shall dismiss the Accounting Auditor upon consent of all the Audit & Supervisory Board Members when the Accounting Auditor seems to fall under any of the items of Paragraph 1, Article 340 of the Companies Act of Japan.

In addition, the Audit & Supervisory Board may decide an agenda regarding the dismissal or non-reappointment of the Accounting Auditor(s) to be proposed at the General Meeting of Shareholders, in case of necessity such as when appropriate performance of duties of such Accounting Auditor(s) is considered difficult.

## **6. Overview of Systems for Ensuring Appropriate Execution of Duties and Their Status**

### **(1) Systems for ensuring appropriate execution of duties**

Basic policies related to the development of systems for ensuring appropriate execution of duties. These policies were resolved by the Board of Directors based on the Companies Act and the Order for Enforcement of the Companies Act.

#### **① Systems to ensure that Directors' and employees' execution of their duties complies with laws and regulations and the Articles of Incorporation**

- a. The Board of Directors shall formulate the "Suzuki Group Code of Conduct" to ensure Directors and Managing Officers and employees in the Company and the Group (Suzuki Group) execute their duties in a healthy manner as well as shall oversee the state in which the Code is fully disseminated throughout the Group.
- b. A Corporate Governance Committee, chaired by the Director and Managing Officer in charge of corporate planning, shall be established under the Board of Directors. The Corporate Governance Committee shall deploy measures for advancing thorough compliance and promote efforts to address cross-sectional challenges in coordination with the relevant sections.
- c. Executive General Managers shall clearly define the division of work among their responsible sections and establish work regulations and manuals that include compliance with laws and regulations related to their responsible duties, approval and decision procedures, and rules for the confirmation process by other sections. Executive General Managers shall ensure that the people concerned are fully aware of said regulations, manuals, rules, etc.
- d. The Human Resources Department shall hold seminars about compliance and individual laws/regulations for executives and employees in a continuous manner in cooperation with the Corporate Planning Office, Legal Department, Engineering Department and other related departments.
- e. To prevent violations of laws and regulation and take corrective measures at an early stage, a whistleblowing system (Suzuki Group Risk Management Hotline) that has both internal and external contact points, shall be established to allow executives and employees of the Suzuki Group to report on breach of laws and regulations or their possibility without any disadvantageous treatment to the whistleblower.  
The Corporate Planning Office shall strive to make the whistleblowing system fully known and to promote its use.

#### **② Systems relating to the storage and administration of the information in relation to Directors' execution of their duties**

The minutes of meetings of the Board of Directors and other information related to Directors' execution of their duties shall be retained and administered by responsible sections pursuant to laws, regulations and internal regulations, and shall be made available to Directors and Audit & Supervisory Board members for examination when the need arises.

#### **③ Rules and other systems relating to management of the risk of loss**

- a. Important matters regarding corporate management shall be decided after meetings of the Board of Directors, the Executive Committee, circular resolutions and other systems deliberate and evaluate their risks in accordance with the standard for deliberation.
- b. Executive General Managers shall establish work regulations and manuals that include preventive measures against risks that can be presumed in their responsible duties, and counter-measures in case of their occurrence. Executive General Managers shall ensure that the people concerned are fully aware of said regulations, manuals, measures, etc.
- c. To prepare for a large-scale disaster, action manuals and business continuity plans shall be formulated, and drills shall be carried out.

#### **④ Systems to ensure efficient execution of duties by Directors**

- a. Important matters regarding corporate management shall be deliberated at the Executive Committee and other meetings prior to decision-making.

- b. The Board of Directors shall clarify responsibilities regarding the execution of Managing Officers' and Executive General Managers' duties, and shall supervise their execution.
- c. The Board of Directors shall receive reporting from the person responsible for the execution of the duties, as necessary, on how the matters, which were decided at meetings of the Board of Directors, the Executive Committee and other meetings, are executed. In response to reports, the Board of Directors shall give necessary instructions.
- d. The Board of Directors shall formulate mid-term management plans that include consolidated subsidiaries and regularly verify the progress of business plans for fiscal years as made by Executive General Managers in order to achieve the mid-term plan.
- e. The Audit Department, which directly reports to President, shall audit the state of establishment and operation of internal controls, which are based on the basic policies, on a regular basis and shall report on the outcome to the Board of Directors.  
The Board of Directors shall make Managing Officers and Executive General Managers attend meetings of the Board of Directors, if necessary, and ask them to explain or report on issues that were detected in activities such as internal audits and whistleblowing. Accordingly, the Board of Directors shall give instructions for correction of the issues and require reporting on results.

**⑤ Systems to ensure appropriateness of duties of the Corporate Group consisting of the Company and subsidiaries**

- a. The Board of Directors shall formulate mid-term management plans that include consolidated subsidiaries, and the presidents of the subsidiaries shall make business plans in the fiscal years in order to achieve the mid-term plans.
- b. The Company shall set forth regulations for managing subsidiaries, which clarify the departments that are responsible for administering the subsidiaries, and receive reporting from subsidiaries on the situation of their business on a regular basis and on matters set forth in the regulations. Important matters related to the corporate management of subsidiaries shall be subject to prior approval from the Company.
- c. The Corporate Governance Committee shall deploy thorough compliance and measures for risk management, which include consolidated subsidiaries, to the presidents of subsidiaries as well as give them necessary assistance in coordination with the relevant departments.  
The Audit Department, directly reporting to President, shall regularly audit the state of dissemination of "the Suzuki Group Code of Conduct", compliance, risk management and the state of establishment of a whistleblowing system as well as report the results to the Board of Directors.  
The Board of Directors shall make the presidents of subsidiaries attend meetings of the Board of Directors, if necessary, and ask them to explain or report on issues that were detected in activities such as internal audits and whistleblowing. Accordingly, the Board of Directors shall give instructions for correction of the issues and require reporting on results.
- d. The Corporate Planning section shall create awareness for the "Suzuki Group Risk Management Hotline" at subsidiaries to allow the Directors, Managing Officers and employees of subsidiaries to report directly to the Company on violations or possible violations of laws and regulations.

**⑥ Matters for employees to support the business of the Audit & Supervisory Board Members when the Audit & Supervisory Board Member seeks appointment of the employees; matters for independence of such employees from the Directors; and matters for ensuring the efficiency of instructions given the employees**

- a. The Company shall establish the Secretariat of Audit & Supervisory Board in which staff is dedicated to executing their duties under the direction of Audit & Supervisory Board Members.
- b. Audit & Supervisory Board Members whom the Audit & Supervisory Board appoints can ask a change of their staff anytime, and Directors shall not refuse the requests without proper reason.
- c. Transfers, treatments, disciplinary punishments, etc. of the staff in the Secretariat of Audit & Supervisory Board shall be subject to approval from Audit & Supervisory Board Members whom the Audit & Supervisory Board appoints. Evaluation of personnel shall be conducted by Audit & Supervisory Board Members as appointed by the Audit & Supervisory Board.

## **⑦ Systems for reporting to the Audit & Supervisory Board Members**

- a. Audit & Supervisory Board Members may attend the Executive Committee, other important meetings and various committees in addition to meetings of the Board of Directors to ask questions and express their opinions.
- b. In additions to delivering circular resolutions and other important documents to Audit & Supervisory Board Members, the Board of Directors, departments and the presidents of subsidiaries shall submit necessary information and report on the state of business and duties at the request of Audit & Supervisory Board Members.
- c. Upon finding a fact that can cause serious damage to the Suzuki Group, the Board of Directors shall report on the fact to the Audit & Supervisory Board immediately.
- d. The Audit Department, directly reporting to President, shall report on the results of internal audits to the Audit & Supervisory Board.
- e. One of the contacts of the “Suzuki Group Risk Management Hotline” shall be Audit & Supervisory Board Members. In addition, the state of whistleblowing activities outside that of Audit & Supervisory Board Members shall be reported to Audit & Supervisory Board Members on a regular basis.
- f. The Company shall not engage in disadvantageous treatment against those who reported to Audit & Supervisory Board Members, and shall ask the subsidiaries to treat them in the same way.

## **⑧ Matters regarding procedures for prepayment or redemption of expenses arising from the execution of duties of Audit & Supervisory Board Members and processing of other expenses or liabilities arising from the execution of such duties**

The Company shall budget a certain amount of funds each year to pay expenses, etc. caused by the execution of Audit & Supervisory Board Members’ duties. When Audit & Supervisory Board Members claim an advance payment of expenses and others related to the execution of their duties, the Company shall process the claim without delay.

## **⑨ Other System to ensure effecting auditing by the Audit & Supervisory Board Members**

Audit & Supervisory Board Members may seek advice, etc. from lawyers and other external experts, if necessary, at the expense of the Company.

### **(2) Overview of Operation of the Systems for Ensuring Appropriate Execution of Duties**

The following is an overview of operation of the basic policies related to the systems for ensuring appropriate execution of duties:

#### **① Measures relating to compliance**

- a. The Board of Directors confirms the implementation status of measures to prevent recurrence of the improper sampling inspection of fuel consumption and exhaust gas in 2016 and the improper conducts regarding final vehicle inspection in 2018. In addition, the Inspection Reform Committee deliberates on each of these efforts and, if necessary, conducts on-site inspections to confirm their validity.
- b. Education, training, and urging posters at all worksites are some methods being used continuously to ensure awareness of the “Suzuki Group Risk Management Hotline” in an effort to discover compliance issues early and to respond appropriately.
- c. The Corporate Governance Committee engages in enhancement of compliance awareness by employees by distributing the Compliance Handbook and promoting its utilization, and urges caution for individual legal compliance throughout the Company. Furthermore, if compliance issues arise, the Committee conducts deliberation for each issue, formulates required measures, and reports the details to the Board of Directors and the Audit & Supervisory Board Member as appropriate.

#### **② Measures relating to risk management**

- a. The Company has constructed a system in which issues occurring or recognized in any department are deliberated on promptly by the Executive Committee or the Corporate Governance Committee, depending on their urgency and severity. The Company checks concerns of the impact and measures from each headquarters every week at the Executive Committee in order to quickly grasp the impact of

issues related to product quality, certifications, final vehicle inspections, etc., COVID-19, and issues of shortages of parts or raw materials on the business and make necessary management decisions.

- b. Centered around the “COVID-19 Response Headquarters” established in March 2020, the Company is thoroughly implementing infection prevention measures for Suzuki Group employees by frequently exchanging updated information with all domestic and overseas bases while promoting remote work, staggering office hours, ensuring social distancing in workplaces and cafeterias, and establishing and spreading awareness for standards of conduct. In addition, the Company is working to reduce the risk of infection for its customers by adopting customer service and sales methods in which representatives do not directly interact with customers in on-site sales.
- c. The Company is working to strengthen its system for prompt investigation of causes and swift implementation of countermeasures to avoid situations where the prolonged response to quality issues causes major inconvenience to customers and an increase in the cost of countermeasures, and the Company constantly keeps track of the latest status of quality issues at weekly and monthly meetings such as the Executive Committee. Market actions such as recalls are decided after deliberation by the Quality Assurance Committee, which is composed of related officers, Executive General Managers, General Managers, etc.
- d. To properly manage personal and confidential information, based on the Suzuki Basic Policy for Information Security, an information security officers' committee was established under the Corporate Governance Committee to deal with information security in general including product security, and the Company is promoting the Suzuki Group's information security measures.
- e. Internal rules are constantly being developed in each department. The Company is working to strengthen systems for efficient and appropriate operations in compliance with laws, regulations, etc. We all have provided chances for ourselves to check each work procedure and make the necessary improvements regularly every year.
- f. In accordance with the Company's “CSR Guidelines for Suppliers” to comply with laws and regulations, we are working with suppliers to fulfill our corporate responsibilities together, including those relating to human rights, labor and the environment, with the principle of safety and quality first in our mind.
- g. As part of measures to prepare for natural disasters, the Company has formulated the Business Continuity Plan (BCP) assuming the occurrence of the Nankai Trough Earthquake, and based on this, the Company has secured the necessary cash on hand and lines of credit. In addition, while the impact of the spread of COVID-19 is uncertain in the current fiscal year, the Company considered the risk of group business financing, and procured additional funds through bank loans.

### ③ Measures relating to efficiency improvements in Directors' execution of their duties

- a. To allow the Board of Directors to make decisions on vital management issues efficiently and quickly, such issues are deliberated at the Executive Committee attended by the Representative Directors and other concerned Directors, Managing Officers and others before being put to the Board of Directors. Also, in order to allow sufficient time for the Board of Directors to deliberate important issues related to management, meetings of the Board of Directors are operated to secure ample time in schedule and materials for the meetings are distributed in advance.
- b. The Company clearly assigns a person responsible for execution to new management issues as they arise, and gives instructions as necessary.
- c. The Company is aiming to improve efficiency and speed in decision-making by the Board of Directors through certain measures such as by delegating decisions on individual matters to Directors or Managing Officers through the approval system, by receiving monthly reports on the state of operations of each department, the state of progress of each department's plans. etc., and by holding meetings of the Executive Committee attended by the Representative Directors and other concerned Directors, Managing Officers and others periodically and as the need arises to deliberate and make decisions on vital management issues and measures quickly.
- d. The internal audit department audits the state of establishment and operation of internal controls, which are based on these basic policies, on a regular basis and reports the results of audits to the Board of Directors.

### ④ Measures for ensuring appropriate execution of duties at the Group

- a. The Company has defined the Rules of Business Control Supervision for Affiliated Companies and established departments responsible for the management of each of its subsidiaries. Subsidiaries are managed and supervised to ensure regular provision of status reports and reports on other matters as



defined by these Rules, and to ensure the receipt of approval from the Company ahead of any significant matters.

- b. The Company has established a whistleblowing system in the Group and strives to identify compliance issues at subsidiaries.
- c. In accordance with the audit plan, through on-site and remote auditing and investigation of written documentation, etc., the Company's internal audit department with personnel thoroughly familiar with the various fields of the Company's operation periodically audits the state of establishment and operation of internal controls, including the appropriateness and efficiency of business at departments of the Company and at domestic/overseas subsidiaries, the state of compliance with laws/regulations and internal rules, and the state of management/maintenance for assets. The results of these audits are reported to the President and other concerned Directors each time an audit is conducted, and once every half period to the Board of Directors, and the internal audit department provides advice and guidance to the audited departments and audited subsidiaries based on audit results until the applicable improvements have been completed. For subsidiaries that have an internal audit department, the Company's audit department checks the activities of those internal audit departments, receives reports on audit plans and results, and provides advice and guidance as needed.

#### **⑤ Measures related to audits by Audit & Supervisory Board Members**

- a. The Company has established the Secretariat of the Audit & Supervisory Board, which is a full-time staff department independent from the chain of command of Directors, etc., to support the duties of Audit & Supervisory Board Members. Merit Rating of staff at the Secretariat of the Audit & Supervisory Board shall be performed by Audit & Supervisory Board Members whom the Audit & Supervisory Board appoints, and approval from Audit & Supervisory Board Members whom the Audit & Supervisory Board appoints shall be obtained in advance of personnel transfers, etc.
- b. By having Audit & Supervisory Board Members attend meetings of the Board of Directors, the Executive Committee, corporate governance meetings, the Inspection Reform Committee, and other meetings related to business operations and management, the Company makes it possible for Audit & Supervisory Board Members to verify the decision-making process and receive any necessary reports, and express their opinions.
- c. The decision documents concerning the business operations of the Company and its subsidiaries are provided to the Audit & Supervisory Board Members, and when necessary, the business and business conditions are explained as necessary.
- d. The internal audit department properly reports results of audits to Audit & Supervisory Board Members, allowing for more efficient auditing to be carried out in joint collaboration between Audit & Supervisory Board Members and the internal audit department.
- e. In the whistleblowing system of the Suzuki Group, a contact point with Audit & Supervisory Board Members for whistleblowing is established. Additionally, all of the reports received for other contacts are also reported to the Audit & Supervisory Board promptly so that information regarding various issues within the Company is shared with them.
- f. Expenses for the execution of duties of the Audit & Supervisory Board Members are independently budgeted and properly processed.

### **(Reference) Status of cross-shareholdings**

The Company will hold shares of business partners and others for realizing sustainable growth and enhancing our mid- and long-term corporate value when we determine that such shareholdings will contribute to creation of business opportunities, business alliances as well as establishment, retention, reinforcement, etc. of stable transactions and cooperative relations.

Appropriateness of individual cross-shareholdings is examined by the Board of Directors every year. The Company makes a comprehensive judgment on the accompanying benefits, risks, and other factors of holdings taking into consideration nature, scale, and other factors of transactions and setting qualitative criterion including aspect of enhancement of corporate value as well as quantitative criterion including comparison with capital costs. Once a stock is decided to be sold, then the company shall advance reduction.

As a result, following the verification by the Board of Directors, 13 listed stocks were sold (for ¥4,170 million) in addition to 2 stocks sold (for ¥12,314 million) by subscription to tender offers in the current fiscal year.

#### **<Holding stocks and amounts posted on the balance sheet>**

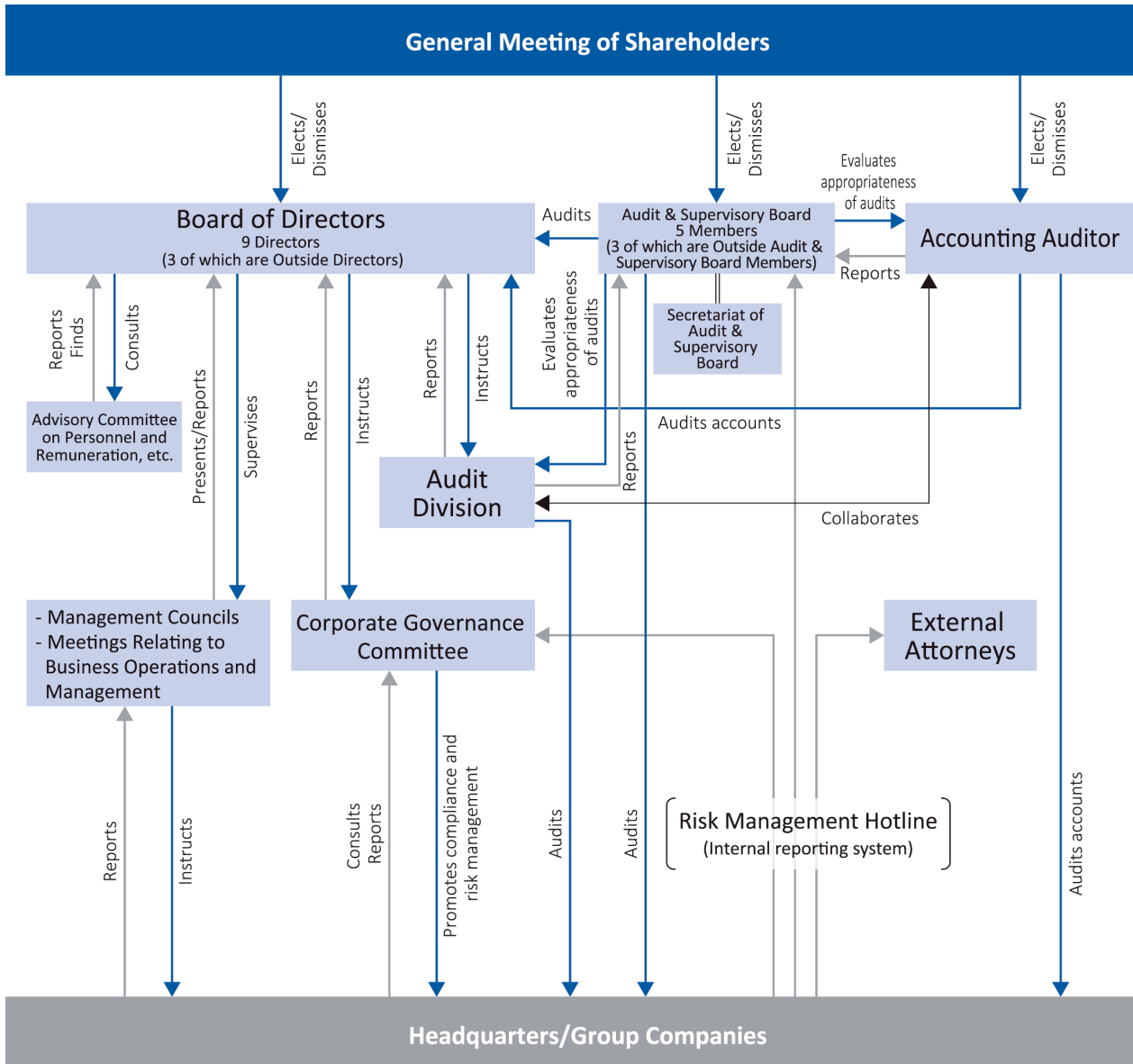
Number of stocks					Amounts posted on the balance sheet (Millions of yen)				
	End of March 2018	End of March 2019	End of March 2020	End of March 2021		End of March 2018	End of March 2019	End of March 2020	End of March 2021
Unlisted stocks	41	41	42	44	Unlisted stocks	17,173	17,126	16,907	17,305
Stocks other than unlisted stocks	94	88	80	64	Stocks other than unlisted stocks	121,014	104,109	123,422	157,378

### **(Reference) Corporate governance system**

Holding fair and efficient business activities as a main principle, the Company hopes to continue to earn the trust of its shareholders and its various stakeholders, such as customers, partners, local communities, and employees, as well as to further contribute to international society and continue to develop as a company. To realize this goal, the Company recognizes strengthening of corporate governance as one of the most vital tasks of its business, and the Company will continue to actively take various measures toward this end.

(As of the end of March 2021)

## Corporate Governance System



## Consolidated Balance Sheets

(Amount: Millions of yen)

Account Title	FY2020 (As of 31 March 2021)	(Reference) FY2019 (As of 31 March 2020)
<b>Assets</b>		
<b>Current assets</b>	<b>2,158,793</b>	<b>1,539,722</b>
Cash and deposits	1,024,553	485,808
Notes and accounts receivable-trade	448,601	427,358
Securities	201,549	118,584
Merchandise and finished goods	246,567	245,409
Work in process	46,298	47,420
Raw materials and supplies	63,045	62,662
Other	132,315	155,349
Allowance for doubtful accounts	(4,138)	(2,871)
<b>Non-current assets</b>	<b>1,877,566</b>	<b>1,800,060</b>
<b>Property, plant and equipment</b>	<b>978,916</b>	<b>920,144</b>
Buildings and structures, net	202,409	186,544
Machinery, equipment and vehicle, net	270,729	241,974
Tools, furniture and fixtures, net	61,065	68,402
Land	317,813	304,652
Construction in progress	126,897	118,571
<b>Intangible assets</b>	<b>2,351</b>	<b>1,604</b>
<b>Investments and other assets</b>	<b>896,298</b>	<b>878,312</b>
Investment securities	704,305	662,194
Long-term loans receivable	545	549
Retirement benefit asset	4,261	-
Deferred tax assets	140,922	174,320
Other	46,825	41,843
Allowance for doubtful accounts	(329)	(445)
Allowance for investment loss	(232)	(150)
<b>Total assets</b>	<b>4,036,360</b>	<b>3,339,783</b>

Account Title	FY2020 (As of 31 March 2021)	(Reference) FY2019 (As of 31 March 2020)
<b>Liabilities</b>		
<b>Current liabilities</b>	<b>1,688,462</b>	<b>1,225,506</b>
Accounts payable-trade	330,522	257,996
Electronically recorded obligations - operating	78,663	71,869
Short-term borrowings	287,577	121,082
Current portion of long-term borrowings	281,277	74,515
Current portion of bonds with share acquisition rights	-	2,972
Accrued expenses	228,726	207,996
Income taxes payable	32,138	22,310
Provision for product warranties	254,076	315,835
Provision for bonuses for directors	83	95
Other	195,397	150,830
<b>Non-current liabilities</b>	<b>315,932</b>	<b>320,619</b>
Bonds with share acquisition rights	8,560	8,560
Long-term borrowings	193,413	197,064
Deferred tax liabilities	5,802	5,121
Provision for retirement benefits for directors	17	1,161
Provision for disaster	358	436
Provision for product liabilities	4,217	4,646
Provision for recycling expenses	12,363	9,654
Retirement benefit liabilities	62,081	67,206
Other	29,120	26,768
<b>Total liabilities</b>	<b>2,004,395</b>	<b>1,546,126</b>
<b>Net assets</b>		
<b>Shareholders' equity</b>	<b>1,780,462</b>	<b>1,677,583</b>
Share capital	138,262	138,202
Capital surplus	143,400	146,490
Retained earnings	1,519,826	1,414,665
Treasury shares	(21,027)	(21,775)
<b>Accumulated other comprehensive income</b>	<b>(92,984)</b>	<b>(190,032)</b>
Valuation difference on available-for-sale securities	121,133	87,455
Deferred gains or losses on hedges	(484)	(269)
Foreign currency translation adjustment	(193,295)	(255,266)
Remeasurement of defined benefit plans	(20,337)	(21,951)
<b>Share acquisition rights</b>	<b>115</b>	<b>115</b>
<b>Non-controlling interests</b>	<b>344,371</b>	<b>305,990</b>
<b>Total net assets</b>	<b>2,031,964</b>	<b>1,793,657</b>
<b>Total liabilities and net assets</b>	<b>4,036,360</b>	<b>3,339,783</b>

[Note] Amounts less than one million yen are rounded down.

## Consolidated Statements of Income

(Amount: Millions of yen)

Account Title	FY2020 (1 April 2020 – 31 March 2021)	(Reference) FY2019 (1 April 2019 – 31 March 2020)
<b>Net sales</b>	<b>3,178,209</b>	<b>3,488,433</b>
Cost of sales	2,311,592	2,514,779
<b>Gross profit</b>	<b>866,617</b>	<b>973,654</b>
Selling, general and administrative expenses	672,184	758,585
<b>Operating profit</b>	<b>194,432</b>	<b>215,069</b>
Non-operating profit	68,543	51,021
Interest income	36,221	25,450
Dividend income	5,282	3,325
Foreign exchange gains	7,196	-
Share of profit of entities accounted for using equity method	7,900	6,315
Other	11,942	15,930
Non-operating expenses	14,720	20,675
Interest expenses	4,935	5,555
Foreign exchange losses	-	3,508
Other	9,784	11,612
<b>Ordinary profit</b>	<b>248,255</b>	<b>245,414</b>
Extraordinary income	14,914	1,672
Gain on sale of non-current assets	741	1,501
Gain on sale of investment securities	14,173	170
Extraordinary losses	22,106	1,060
Loss on COVID-19	15,542	-
Loss on sale of non-current assets	1,238	279
Loss on sale of investment securities	1	215
Impairment losses	5,323	565
<b>Profit before income taxes</b>	<b>241,064</b>	<b>246,027</b>
Income taxes-current	50,772	48,881
Income taxes-deferred	20,869	34,537
<b>Income taxes</b>	<b>71,641</b>	<b>83,418</b>
<b>Profit</b>	<b>169,422</b>	<b>162,608</b>
Profit attributable to non-controlling interests	23,000	28,386
<b>Profit attributable to owners of parent</b>	<b>146,421</b>	<b>134,222</b>

[Note] Amounts less than one million yen are rounded down.

## Consolidated Statements of Changes in Net Assets (1 April 2020– 31 March 2021)

(Amount: Millions of yen)

	Shareholders' equity				
	Share capital	Capital surplus	Retained earnings	Treasury shares	Total shareholders' equity
<b>Balance at the beginning of current fiscal year</b>	<b>138,202</b>	<b>146,490</b>	<b>1,414,665</b>	<b>(21,775)</b>	<b>1,677,583</b>
<b>Changes during period</b>					
Issuance of new shares	60	60			120
Dividends of surplus			(41,261)		(41,261)
Profit attributable to owners of parent			146,421		146,421
Purchase of shares of consolidated subsidiaries		(2,400)			(2,400)
Purchase of treasury shares				(1)	(1)
Disposal of treasury share		(749)		750	0
Net changes in items other than shareholders' equity					
<b>Total changes during period</b>	<b>60</b>	<b>(3,089)</b>	<b>105,160</b>	<b>748</b>	<b>102,879</b>
<b>Balance at the end of current fiscal year</b>	<b>138,262</b>	<b>143,400</b>	<b>1,519,826</b>	<b>(21,027)</b>	<b>1,780,462</b>

	Accumulated other comprehensive income					Share acquisition rights	Non-controlling interests	Total net assets
	Valuation difference on available-for-sale securities	Deferred gains or losses on hedges	Foreign currency translation adjustment	Remeasurement of defined benefit plans	Total accumulated other comprehensive income			
<b>Balance at the beginning of current fiscal year</b>	<b>87,455</b>	<b>(269)</b>	<b>(255,266)</b>	<b>(21,951)</b>	<b>(190,032)</b>	<b>115</b>	<b>305,990</b>	<b>1,793,657</b>
<b>Changes during period</b>								
Issuance of new shares								120
Dividends of surplus								(41,261)
Profit attributable to owners of parent								146,421
Purchase of shares of consolidated subsidiaries								(2,400)
Purchase of treasury shares								(1)
Disposal of treasury shares								0
Net changes in items other than shareholders' equity	33,678	(215)	61,971	1,613	97,048	-	38,380	135,428
<b>Total changes during period</b>	<b>33,678</b>	<b>(215)</b>	<b>61,971</b>	<b>1,613</b>	<b>97,048</b>	<b>-</b>	<b>38,380</b>	<b>238,307</b>
<b>Balance at the end of current fiscal year</b>	<b>121,133</b>	<b>(484)</b>	<b>(193,295)</b>	<b>(20,337)</b>	<b>(92,984)</b>	<b>115</b>	<b>344,371</b>	<b>2,031,964</b>

[Note] Amounts less than one million yen are rounded down.

## Non-Consolidated Balance Sheets

(Amount: Millions of yen)

Account Title	FY2020 (As of 31 March 2021)	(Reference) FY2019 (As of 31 March 2020)
<b>Assets</b>		
<b>Current assets</b>	<b>1,097,929</b>	<b>684,717</b>
Cash and deposits	680,531	281,778
Notes receivable-trade	422	1,508
Accounts receivable-trade	196,022	176,830
Securities	30,000	30,000
Merchandise and finished goods	36,335	35,573
Work in process	18,087	20,521
Raw materials and supplies	12,774	11,794
Prepaid expenses	566	522
Other	124,049	126,915
Allowance for doubtful accounts	(861)	(728)
<b>Non-current assets</b>	<b>1,175,828</b>	<b>1,122,922</b>
<b>Property, plant and equipment</b>	<b>286,479</b>	<b>270,528</b>
Buildings, net	73,960	71,579
Structures, net	12,088	11,477
Machinery and equipment, net	41,746	31,341
Vehicles, net	622	707
Tools, furniture and fixtures, net	10,430	12,299
Land	141,436	139,138
Construction in progress	6,194	3,983
<b>Intangible assets</b>	<b>374</b>	<b>422</b>
Right to use facilities	374	422
<b>Investments and other assets</b>	<b>888,974</b>	<b>851,971</b>
Investment securities	209,992	189,146
Shares of subsidiaries and associates	481,857	448,313
Investments in capital	3	60
Investments in capital of subsidiaries and associates	19,280	19,528
Long-term loans receivable	182	245
Long-term loans receivable from subsidiaries and associates	24,009	22,999
Long-term prepaid expenses	304	414
Prepaid pension costs	23,540	15,207
Deferred tax assets	135,176	155,834
Other	1,298	1,238
Allowance for doubtful accounts	(37)	(40)
Allowance for investment loss	(6,636)	(978)
<b>Total assets</b>	<b>2,273,758</b>	<b>1,807,640</b>



Account Title	FY2020 (As of 31 March 2021)	(Reference) FY2019 (As of 31 March 2020)
<b>Liabilities</b>		
<b>Current liabilities</b>	<b>1,329,970</b>	<b>942,181</b>
Accounts payable-trade	182,879	163,470
Electronically recorded obligations - operating	78,663	71,869
Short-term borrowings	236,500	71,500
Current portion of long-term borrowings	217,000	11,172
Current portion of bonds with shares acquisition rights	-	2,972
Accounts payable-other	9,130	8,126
Accrued expenses	112,679	95,239
Income taxes payable	11,407	4,762
Advances received	9,120	5,743
Deposits received	233,209	208,928
Provision for product warranties	235,491	295,212
Other	3,889	3,183
<b>Non-current liabilities</b>	<b>177,530</b>	<b>164,731</b>
Bonds with share acquisition rights	8,560	8,560
Long-term borrowings	117,000	107,000
Provision for retirement benefits	21,473	20,666
Provision for retirement benefits for directors	16	1,161
Provision for product liabilities	4,217	4,646
Provision for recycling expenses	12,363	9,654
Asset retirement obligations	1,311	1,242
Other	12,588	11,800
<b>Total liabilities</b>	<b>1,507,500</b>	<b>1,106,913</b>
<b>Net assets</b>		
<b>Shareholders' equity</b>	<b>726,789</b>	<b>687,499</b>
<b>Share Capital</b>	<b>138,262</b>	<b>138,202</b>
<b>Capital surplus</b>	<b>147,758</b>	<b>148,447</b>
Legal capital surplus	144,612	144,552
Other capital surplus	3,145	3,894
<b>Retained earnings</b>	<b>461,744</b>	<b>422,574</b>
Legal retained earnings	8,269	8,269
Other Retained earnings		
Reserve for special depreciation	415	608
Reserve for tax purpose reduction entry of non-current assets	6,346	6,375
General reserve	366,000	326,000
Retained earnings brought forward	80,712	81,320
<b>Treasury shares</b>	<b>(20,976)</b>	<b>(21,724)</b>
<b>Valuation and translation adjustments</b>	<b>39,353</b>	<b>13,111</b>
Valuation difference on available-for-sale securities	39,484	12,753
Deferred gains or losses on hedges	(130)	358
<b>Share acquisition rights</b>	<b>115</b>	<b>115</b>
<b>Total net assets</b>	<b>766,257</b>	<b>700,726</b>
<b>Total liabilities and net assets</b>	<b>2,273,758</b>	<b>1,807,640</b>

[Note] Amounts less than one million yen are rounded down.

## Non-Consolidated Statements of Income

(Amount: Millions of yen)

Account Title	FY2020 (1 April 2020 – 31 March 2021)	(Reference) FY2019 (1 April 2019 – 31 March 2020)
<b>Net sales</b>	<b>1,707,133</b>	<b>1,792,834</b>
Cost of sales	1,314,363	1,358,216
Beginning finished goods inventory	29,757	28,100
Cost of products manufactured	1,315,418	1,361,082
Total	1,345,176	1,389,183
Transfer to other account	1,381	1,208
Ending finished goods inventory	29,431	29,757
<b>Gross profit</b>	<b>392,769</b>	<b>434,618</b>
Selling, general and administrative expenses	327,708	361,915
Selling expenses	178,328	211,443
General and administrative expenses	149,379	150,471
<b>Operating profit</b>	<b>65,061</b>	<b>72,702</b>
Non-operating profit	35,647	39,186
Interest income	1,247	2,147
Interest on securities	2,421	1,850
Dividend income	20,654	25,661
Rental income from non-current assets	3,400	3,189
Foreign exchange gains	5,484	-
Miscellaneous income	2,439	6,338
Non-operating expenses	12,417	14,843
Interest expenses	767	651
Loss on valuation of securities	50	1,812
Depreciation of assets for rent	2,548	2,224
Provision of allowance for investment loss	5,658	970
Foreign exchange losses	-	4,832
Miscellaneous expenses	3,392	4,351
<b>Ordinary profit</b>	<b>88,291</b>	<b>97,046</b>
Extraordinary income	14,197	508
Gain on sale of non-current assets	24	338
Gain on sale of investment securities	14,173	170
Extraordinary losses	4,610	704
Loss on sale of non-current assets	11	46
Loss on sale of investment securities	-	215
Impairment losses	4,599	441
<b>Profit before income taxes</b>	<b>97,877</b>	<b>96,851</b>
Income taxes-current	7,960	4,120
Income taxes-deferred	9,486	14,621
<b>Income taxes</b>	<b>17,446</b>	<b>18,741</b>
<b>Profit</b>	<b>80,431</b>	<b>78,110</b>

[Note] Amounts less than one million yen are rounded down.

## Non-Consolidated Statements of Changes in Net Assets

(1 April 2020 – 31 March 2021)

(Amount: Millions of yen)

	Shareholders' equity					
	Share capital	Capital surplus			Retained earnings	
		Legal capital surplus	Other capital surplus	Total capital surplus	Legal retained earnings	Other retained earnings Reserve for special depreciation
<b>Balance at the beginning of current fiscal year</b>	<b>138,202</b>	<b>144,552</b>	<b>3,894</b>	<b>148,447</b>	<b>8,269</b>	<b>608</b>
<b>Changes during period</b>						
Issuance of new shares	60	60		60		
Provision of reserve for special depreciation						10
Reversal of reserve for special depreciation						(202)
Reversal of reserve for tax purpose reduction entry of non-current asset						
Provision of general reserve						
Dividends of surplus						
Profit						
Purchase of treasury shares						
Disposal of treasury shares			(749)	(749)		
Net changes in items other than shareholders' equity						
<b>Total changes during period</b>	<b>60</b>	<b>60</b>	<b>(749)</b>	<b>(689)</b>	<b>-</b>	<b>(192)</b>
<b>Balance at the end of current fiscal year</b>	<b>138,262</b>	<b>144,612</b>	<b>3,145</b>	<b>147,758</b>	<b>8,269</b>	<b>415</b>

(Amount: Millions of yen)

	Shareholders' equity					
	Retained earnings				Treasury shares	Total shareholders' equity
	Other retained earnings			Total retained earnings		
	Reserve for tax purpose reduction entry of non-current asset	General reserve	Retained earnings brought forward			
<b>Balance at the beginning of current fiscal year</b>	<b>6,375</b>	<b>326,000</b>	<b>81,320</b>	<b>422,574</b>	<b>(21,724)</b>	<b>687,499</b>
<b>Changes during period</b>						
Issuance of new shares						120
Provision of reserve for special depreciation			(10)	-		-
Reversal of reserve for special depreciation			202	-		-
Reversal of reserve for tax purpose reduction entry of non-current asset	(29)		29	-		-
Provision of general reserve		40,000	(40,000)	-		-

(This is an English translation of the original Notice in the Japanese language mailed to shareholders in Japan and is for reference purpose only. If there are any discrepancies between this document and the original Japanese Notice, the original Japanese Notice prevails.)

Dividends of surplus			(41,261)	(41,261)		(41,261)
Profit			80,431	80,431		80,431
Purchase of treasury shares					(1)	(1)
Disposal of treasury shares					750	0
Net changes in items other than shareholders' equity						
<b>Total changes during period</b>	<b>(29)</b>	<b>40,000</b>	<b>(608)</b>	<b>39,170</b>	<b>748</b>	<b>39,289</b>
<b>Balance at the end of current fiscal year</b>	<b>6,346</b>	<b>366,000</b>	<b>80,712</b>	<b>461,744</b>	<b>(20,976)</b>	<b>726,789</b>

	Valuation and translation adjustments			Share acquisition rights	Total net assets
	Valuation difference on available-for-sale securities	Deferred gains or losses on hedges	Total valuation and translation adjustments		
<b>Balance at the beginning of current fiscal year</b>	<b>12,753</b>	<b>358</b>	<b>13,111</b>	<b>115</b>	<b>700,726</b>
<b>Changes during period</b>					
Issuance of new shares					120
Provision of reserve for special depreciation					-
Reversal of reserve for special depreciation					-
Reversal of reserve for tax purpose reduction entry of non-current asset					-
Provision of general reserve					-
Dividends of surplus					(41,261)
Profit					80,431
Purchase of treasury shares					(1)
Disposal of treasury shares					0
Net changes in items other than shareholders' equity	26,730	(488)	26,241	-	26,241
<b>Total changes during period</b>	<b>26,730</b>	<b>(488)</b>	<b>26,241</b>	<b>-</b>	<b>65,531</b>
<b>Balance at the end of current fiscal year</b>	<b>39,484</b>	<b>(130)</b>	<b>39,353</b>	<b>115</b>	<b>766,257</b>

[Note] Amounts less than one million yen are rounded down.

## AUDIT REPORTS

### Copy of Report of Accounting Auditor on Consolidated Financial Statements

#### Report of Independent Auditor

11 May 2021

To the Board of Directors of  
Suzuki Motor Corporation

Seimei Audit  
Corporation  
Machida, Tokyo  
Ryo Imamura (seal)  
Designated and Engagement  
Partner Certified Public  
Accountant  
Koji Nishikawa (seal)  
Designated and Engagement  
Partner Certified Public  
Accountant  
Takashi Imamura (seal)  
Designated and Engagement  
Partner Certified Public Accountant

#### Opinion

Pursuant to Article 444, Paragraph 4 of the Companies Act, we have audited the accompanying consolidated financial statements, which comprise the consolidated balance sheet, the consolidated statement of income, the consolidated statement of changes in net assets and the notes to the consolidated financial statements of Suzuki Motor Corporation (the "Company") for the fiscal year from 1 April 2020 through 31 March 2021.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position and results of operations of the Company, which consists of the Company and its consolidated subsidiaries, for the period covered by the consolidated financial statements in conformity with accounting principles generally accepted in Japan.

#### Basis for the Opinion

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibility under the auditing standards is stated in "Auditor's Responsibility for the Audit of the Consolidated Financial Statements". We are independent of the Company and its consolidated subsidiaries in accordance with the provisions related to professional ethics in Japan, and are fulfilling other ethical responsibilities as an auditor. We believe that we have obtained sufficient and appropriate audit evidence to provide a basis for our audit opinion.

#### Responsibilities of Management, Audit & Supervisory Board Members and the Audit & Supervisory Board for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with accounting principles generally accepted in Japan, and for designing and operating such internal control as management determines is necessary to enable the presentation and fair presentation of the consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing whether it is appropriate to prepare the consolidated financial statements in accordance with the premise of a going concern, and for disclosing matters relating to going concern when it is required to do so in accordance with accounting principles generally accepted in Japan.

Audit & Supervisory Board Members and the Audit & Supervisory Board are responsible for monitoring the execution of Directors' duties related to designing and operating the financial reporting process.

#### Auditor's Responsibility for the Audit of the Consolidated Financial Statements

Our responsibility is to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to express an opinion on the consolidated financial statements from an independent standpoint in an audit report, based on our audit.

Misstatements can occur as a result of fraud or error, and are deemed material if they can be reasonably expected to, either individually or collectively, influence the decisions of users taken on the basis of the consolidated financial statements.

We make professional judgment in the audit process in accordance with auditing standards generally accepted in Japan, and perform the following while maintaining professional skepticism.

- Identify and assess the risks of material misstatement, whether due to fraud or error. Design and implement audit procedures to address the risks of material misstatement. The audit procedures shall be selected and applied as determined by the auditor. In addition, sufficient and appropriate audit evidence shall be obtained to provide a basis for the audit opinion.
- In making those risk assessments, the auditor considers internal control relevant to the entity's audit in order to design audit procedures that are appropriate in the circumstances, although the purpose of the audit of the consolidated financial statements is not to express an opinion on the effectiveness of the entity's internal control.
- Assess the appropriateness of accounting policies adopted by management and the method of their application, as well as the reasonableness of accounting estimates made by management and the adequacy of related notes.
- Determine whether it is appropriate for management to prepare the consolidated financial statements on the premise of a going concern and, based on the audit evidence obtained, determine whether there is a significant uncertainty in regard to events or conditions that may cast significant doubt on the entity's ability to continue as a going concern. If there is a significant uncertainty concerning the premise of a going concern, the auditor is required to call attention to the notes to the consolidated financial statements in the audit report, or if the notes to the consolidated financial statements pertaining to the significant uncertainty are inappropriate, issue a modified opinion on the consolidated financial statements. While the conclusions of the auditor are based on the audit evidence obtained up to the date of the audit report, depending on future events or conditions, an entity may be unable to continue as a going concern.
- Besides assessing whether the presentation of and notes to the consolidated financial statements are in accordance with accounting principles generally accepted in Japan, assess the presentation, structure, and content of the consolidated financial statements including related notes, and whether the consolidated financial statements fairly present the transactions and accounting events on which they are based.
- Obtain sufficient and appropriate audit evidence regarding the financial information of the Company and its consolidated subsidiaries in order to express an opinion on the consolidated financial statements. The auditor is responsible for instructing, supervising, and implementing the audit of the consolidated financial statements, and is solely responsible for the audit opinion.

The auditor reports to Audit & Supervisory Board Members and the Audit & Supervisory Board regarding the scope and timing of implementation of the planned audit, material audit findings including material weaknesses in internal control identified in the course of the audit, and other matters required under the auditing standards.

The auditor reports to Audit & Supervisory Board Members and the Audit & Supervisory Board regarding the observance of provisions related to professional ethics in Japan as well as matters that are reasonably considered to have an impact on the auditor's independence and any safeguards that are in place to reduce or eliminate obstacles.

#### Interest

Our firm and engagement partners have no interests in the Company or its consolidated subsidiaries requiring disclosure under the provisions of the Certified Public Accountants Act of Japan.

- End -

## Copy of Report of Accounting Auditor

### Report of Independent Auditor

11 May 2021

To the Board of Directors of  
Suzuki Motor Corporation

Seimei Audit Corporation  
Machida, Tokyo  
Ryo Imamura (seal)  
Designated and Engagement Partner  
Certified Public Accountant  
Koji Nishikawa (seal)  
Designated and Engagement Partner  
Certified Public Accountant  
Takashi Imamura (seal)  
Designated and Engagement Partner  
Certified Public Accountant

#### Opinion

Pursuant to Article 436, Paragraph 2, Item 1 of the Companies Act, we have audited the accompanying financial statements, which comprise the balance sheet, the statement of income, the statement of changes in net assets and the related notes, and the accompanying supplementary schedules of Suzuki Motor Corporation (the "Company") for the 155th fiscal year from 1 April 2020 through 31 March 2021.

In our opinion, the financial statements and the accompanying supplementary schedules referred to above present fairly, in all material respects, the financial position of the Company as of 31 March 2021, and the results of its operations for the year then ended in conformity with accounting principles generally accepted in Japan.

#### Basis for the Opinion

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibility under the auditing standards is stated in "Auditor's Responsibility for the Audit of the Financial Statements and the Accompanying Supplementary Schedules". We are independent of the Company in accordance with the provisions related to professional ethics in Japan, and are fulfilling other ethical responsibilities as an auditor. We believe that we have obtained sufficient and appropriate audit evidence to provide a basis for our audit opinion.

Responsibilities of Management, Audit & Supervisory Board Members and the Audit & Supervisory Board for the Financial Statements and the Accompanying Supplementary Schedules

Management is responsible for the preparation and fair presentation of the financial statements and the accompanying supplementary schedules in accordance with accounting principles generally accepted in Japan, and for designing and operating such internal control as management determines is necessary to enable the preparation and fair presentation of the financial statements and the accompanying supplementary schedules that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements and the accompanying supplementary schedules, management is responsible for assessing whether it is appropriate to prepare the financial statements and the accompanying supplementary schedules in accordance with the premise of a going concern, and for disclosing matters relating to going concern when it is required to do so in accordance with accounting principles generally accepted in Japan.

Audit & Supervisory Board Members and the Audit & Supervisory Board are responsible for monitoring the execution of Directors' duties related to designing and operating the financial reporting process.

#### Auditor's Responsibility for the Audit of the Financial Statements and the Accompanying Supplementary Schedules

Our responsibility is to obtain reasonable assurance about whether the financial statements and the accompanying supplementary schedules as a whole are free from material misstatement, whether due to fraud or error, and to express an opinion on the financial statements and the accompanying supplementary schedules from an independent standpoint in an audit report, based on our audit. Misstatements can occur as a result of fraud or error, and are deemed material if they can be reasonably expected to, either individually or collectively, influence the decisions of users taken on the basis of the financial statements and the accompanying supplementary schedules.

We make professional judgment in the audit process in accordance with auditing standards generally accepted in Japan, and perform the following while maintaining professional skepticism.

- Identify and assess the risks of material misstatement, whether due to fraud or error. Design and implement audit procedures to address the risks of material misstatement. The audit procedures shall be selected and applied as determined by the auditor. In addition, sufficient and appropriate audit evidence shall be obtained to provide a basis for the audit opinion.
- In making those risk assessments, the auditor considers internal control relevant to the entity's audit in order to design audit procedures that are appropriate in the circumstances, although the purpose of the audit of the financial statements and the accompanying supplementary schedules is not to express an opinion on the effectiveness of the entity's internal control.
- Assess the appropriateness of accounting policies adopted by management and the method of their application, as well as the reasonableness of accounting estimates made by management and the adequacy of related notes.
- Determine whether it is appropriate for management to prepare the financial statements and the accompanying supplementary schedules on the premise of a going concern and, based on the audit evidence obtained, determine whether there is a significant uncertainty in regard to events or conditions that may cast significant doubt on the entity's ability to continue as a going concern. If there is a significant uncertainty concerning the premise of a going concern, the auditor is required to call attention to the notes to the financial statements and the accompanying supplementary schedules in the audit report, or if the notes to the financial statements and the accompanying supplementary schedules pertaining to the significant uncertainty are inappropriate, issue a modified opinion on the financial statements and the accompanying supplementary schedules. While the conclusions of the auditor are based on the audit evidence obtained up to the date of the audit report, depending on future events or conditions, an entity may be unable to continue as a going concern.
- Besides assessing whether the presentation of and notes to the financial statements and the accompanying supplementary schedules are in accordance with accounting principles generally accepted in Japan, assess the presentation, structure, and content of the financial statements and the accompanying supplementary schedules including related notes, and whether the financial statements and the accompanying supplementary schedules fairly present the transactions and accounting events on which they are based.

The auditor reports to Audit & Supervisory Board Members and the Audit & Supervisory Board regarding the scope and timing of implementation of the planned audit, material audit findings including material weaknesses in internal control identified in the course of the audit, and other matters required under the auditing standards.

The auditor reports to Audit & Supervisory Board Members and the Audit & Supervisory Board regarding the observance of provisions related to professional ethics in Japan as well as matters that are reasonably considered to have an impact on the auditor's independence and any safeguards that are in place to reduce or eliminate obstacles.

#### Interest

Our firm and engagement partners have no interests in the Company requiring disclosure under the provisions of the Certified Public Accountants Act of Japan.

- End -



## Copy of Report of the Audit & Supervisory Board

### Audit Report

With respect to the Directors' performance of their duties during the 155th fiscal year from 1 April 2020 to 31 March 2021, the Audit & Supervisory Board has prepared this audit report after deliberations based on the audit reports prepared by Audit & Supervisory Board Member, and hereby report as follows:

1. Method and Contents of Audit by Audit & Supervisory Board Members and the Audit & Supervisory Board
  - (1) The Audit & Supervisory Board has established the audit policies, assignment of duties, etc. and received a report from Audit & Supervisory Board Members regarding the status of implementation of their audits and results thereof, and has endeavored to hold deliberations and share relevant information. In addition, the Audit & Supervisory Board has received reports from the Directors, etc. and the Accounting Auditor regarding the status of performance of their duties, and requested explanations as necessary.
  - (2) In accordance with the standards for Audit & Supervisory Board Members' audit established by the Audit & Supervisory Board and following the audit policies, assignment of duties, etc., Audit & Supervisory Board Members endeavored to facilitate a mutual understanding with the Directors, the internal audit department and other employees, etc., and to collect information and maintain and improve the audit environment, and conducted the audit by following manners:
    - ① Audit & Supervisory Board Members attended the meetings of the Board of Directors and other important meetings, received reports on the status of performance of duties from the Directors and other employees, requested explanations as necessary, and expressed opinions. In addition, Audit & Supervisory Board Members examined important approval/decision documents, conducted audits, etc. regarding the performance of duties by the senior management, and inspected the status of the corporate affairs and assets at the head office and other principal business locations. With respect to the subsidiaries, Audit & Supervisory Board Members received from the subsidiaries reports on their respective business, endeavored to facilitate a mutual understanding and exchanged information with the senior management, etc., and we procured business management materials from the subsidiaries as necessary to survey subsidiaries' business operation and financial position, and conducted deliberations via video conferences. In addition, Audit & Supervisory Board Members received reports from the internal audit department on the results of audits conducted on the head office, principal business locations and subsidiaries, and requested explanations as necessary.
    - ② Audit & Supervisory Board Members periodically received reports from the Directors and other employees, requested explanations as necessary and expressed opinions about the status of (a) the contents of the Board of Directors' resolutions regarding the development and maintenance of the system to ensure that the Directors' performance of their duties complied with all laws, regulations and the Articles of Incorporation of the Company and other systems that are set forth in Article 100 (1) and (3) of the Ordinance for Enforcement of the Companies Act of Japan as being necessary for ensuring the appropriateness of the corporate affairs of the corporate group comprised of a joint stock company (kabushiki kaisha) and its subsidiaries as mentioned in the business report, and (b) the systems (internal control systems) based on such resolutions.
    - ③ Audit & Supervisory Board Members monitored and verified whether the Accounting Auditor maintained its independence and properly conducted its audit, received a report from the Accounting Auditor on the status of its performance of duties, and requested explanations as necessary. Audit & Supervisory Board Members were notified by the Accounting Auditor that it had established a "system to ensure that the performance of the duties of the Accounting Auditor was properly conducted" (the matters listed in the items of Article 131 of the Company Accounting Regulations) in accordance with the "Quality Control Standards for Audits" (Business Accounting Council on 28 October 2005), and requested explanations as necessary. Additionally, we discussed "key audit matters (KAMs)" with the Accounting Auditor Seimei Audit Corporation.

Based on the above-described methods, Audit & Supervisory Board Members examined the business report and the supplementary schedules thereto, the financial statements (the balance sheet, the statement of income, the statement of changes in net assets and the note to financial statements) and the supplementary schedules thereto, and the consolidated financial statements (the consolidated balance sheet, the consolidated statement of income, the consolidated statement of changes in net assets and the note to consolidated financial statements), for the fiscal year under consideration.

2. Results of Audit
  - (1) Results of Audit of Business Report, etc.
    - ① We acknowledge that the business report and the supplementary schedules thereto fairly present the status of the Company in conformity with the applicable laws and regulations and the Articles of Incorporation of the Company.
    - ② We acknowledge that no misconduct or material fact constituting a violation of any law or regulation or the Articles of Incorporation of the Company was found with respect to the Directors' performance of their duties.
    - ③ We acknowledge that the Board of Directors' resolutions with respect to the internal control systems are appropriate.
  - (2) Results of Audit of Financial Statements and their Supplementary schedules  
We acknowledge that the methods and results of audit performed by the Accounting Auditor, Seimei Audit Corporation, are appropriate.
  - (3) Results of Audit of Consolidated Financial Statements  
We acknowledge that the methods and results of audit performed by the Accounting Auditor, Seimei Audit Corporation, are appropriate.

12 May 2021

Audit & Supervisory Board of Suzuki Motor Corporation

Audit & Supervisory Board Member (Full-time):

Toyokazu Sugimoto (seal)

Audit & Supervisory Board Member (Full-time):

Masato Kasai (seal)

Audit & Supervisory Board Member (Outside):

Norio Tanaka (seal)

Audit & Supervisory Board Member (Outside):

Nobuyuki Araki (seal)

Audit & Supervisory Board Member (Outside):

Norihisa Nagano (seal)

-End-

## **(reference) TOPICS**

(For English Translation, the pictures and the chart are omitted.)

### **June 2020**

#### **Unveiled new DF140BG/115BG outboards**

We have unveiled new DF140BG/115BG outboards, the first 4-stroke 140/115 horsepower outboards in the world\* to offer drive-by-wire throttle and shift.

The DF140BG/115BG have adopted the drive-by-wire throttle and shift control technology called the Suzuki Precision Control, which were installed on Suzuki's large-sized outboards ranging from 150 to 350 horsepower before. This control system replaces the conventional mechanical cable with electrical wires to realize smooth and secure shifting as well as swift and precise throttle control. Combined with Lean Burn Control System, their fuel efficiency has been enhanced in a wide range of speeds.

\*Based on Suzuki research as of the end of March 2021.

### **July 2020**

#### **Maruti Suzuki reduced rail transport CO<sub>2</sub> emissions**

Maruti Suzuki India Limited uses railroads as part of its transportation in order to reduce CO<sub>2</sub> emissions during the transportation of completed vehicles in India. The company started this effort in 2014 and reduced nearly 3,000 tons of CO<sub>2</sub> emissions by transporting over 670,000 cars in 6 years. The reduction is equivalent to 100,000 truck trips and approximately 100 million liters of fossil fuel.

As of July 2020, Maruti Suzuki has expanded its rail network between loading terminals and terminals in 13 cities. While taking into consideration the reduction of CO<sub>2</sub> emissions, use of fossil fuels and the alleviation of domestic traffic congestion, we are promoting mass and rapid vehicle transportation.

### **July 2020**

#### **Expanded mutual supply of completed vehicles with Toyota**

As part of the business alliance between Toyota Motor Corporation and Suzuki, we have been expanding the mutual supply of completed vehicles since FY2020.

We started supply of the compact passenger car Baleno (Toyota name: Glanza), produced by Maruti Suzuki, a subsidiary in India, and supplied to Toyota's domestic market in India from 2019, to the African market from July 2020 (Toyota name: Starlet). In addition, we have expanded our selection of models of the compact SUV Vitara Brezza (Toyota name: Urban Cruiser), starting its supply to the domestic market in India from October 2020 and to the African market from January 2021.

Furthermore, in Europe, Suzuki accepted the supply of vehicles from Toyota and started sale of the SUV Suzuki Across (Toyota name: RAV4) from September 2020, and the station wagon Suzuki Swace (Toyota name: Corolla Touring) from November 2020.

### **August 2020**

#### **Started MaaS proof of concept at Asahimachi in Toyama Prefecture**

The town of Asahimachi in Toyama Prefecture, Suzuki and Hakuodo started a MaaS proof of concept on mobility

support for local residents of the town. The purpose of this demonstration is to provide a solution to the mobility problems faced by the residents of Asahimachi, and to promote the development and practical application of transportation methods using private vehicles. The public transportation service “Nokkaru Asahimachi” provided by Asahimachi uses a MaaS system that utilizes Suzuki mini vehicles in addition to private vehicles under development by Hakuodo.

Through its participation in this initiative, Suzuki aims to address issues related to transportation in rural areas, such as the increasing number of people surrendering their driver’s licenses due to old age and the decline of public transportation as a result of the declining population, and to promote local communities and industries while coexisting with local residents by being involved in solving these issues in a sustainable manner.

\*MaaS: Mobility as a Service, the provision of a variety of transportation methods as a service.

## August 2020

### Suzuki Education and Culture Foundation 20th bursary recipients selected

The Suzuki Education and Culture Foundation newly selected 43 high school students and 5 university students as bursary recipients for FY2020 and held a certificate presentation ceremony. Including these newly certified students, the Foundation is funding 93 high school students and 16 university students with bursaries, for a total of 109.

Since its establishment in 2000, the Foundation has provided bursaries which do not need to be paid back to students who have a desire to learn but are unable to focus on their studies due to economic reasons. Students of high schools in Shizuoka Prefecture and university students who graduated from high schools in Shizuoka Prefecture are eligible. The year 2020 marked the 20th anniversary of the foundation. The Foundation has contributed a gross amount of approximately ¥460 million, including bursaries and school supports, since its establishment until the 2019 fiscal year.

## October 2020

### Developed the world's first Micro-Plastic Collecting Device for outboard motors

In order to tackle the issue of marine plastic waste, we have developed the world’s first Micro-Plastic Collecting Device which can be installed on outboard motors\*. We focused on the structure of the outboard motor, which pumps up tons of seawater to cool the engine and then returned to the ocean, and the collecting device is in the form of a filter that is attached to the return water hose. This device collects micro-plastic waste around the water surfaces just by running the boat.

We have started the new initiatives for environment “Suzuki Clean Ocean Project.” This "development of the Micro-Plastic Collecting Device" and other two initiatives, "waterside cleaning activities" and "reduction of plastics from packaging materials" for outboard motors and parts, will together form our three pillars to tackle the issue of marine plastic waste.

\*Based on Suzuki research as of March 2021.

## October 2020

### Gujarat Plant in India achieved accumulated automobile production of 1 million units

Suzuki Motor Gujarat Private Limited (SMG), a subsidiary for the production of automobiles in India, has achieved accumulated automobile production of 1 million units. SMG becomes the fastest production site of the Group to reach 1 million units in just 3 years and 9 months since starting production in February 2017.

SMG started production of Baleno in February 2017, followed by the production of Swift in January 2018, and subsequently started production for exports in March 2018. In January 2019, the second production site, B Plant, and the Powertrain Plant started operation to meet the growing needs in India and abroad. Additionally, in April 2021, the third production site, C Plant, started operation and commenced the production of Dzire. SMG's three plants produce 750,000 units per year, and combined with the capacity at Maruti Suzuki, Suzuki's total production capacity in India is now 2.25 million units.

## November 2020

### Joan Mir became 2020 MotoGP world champion

Team SUZUKI ECSTAR's Joan Mir aboard the GSX-RR in the MotoGP class became the 2020 world champion. This is the first time in 20 years for the Suzuki rider to become a champion since Kenny Roberts Jr. in 2000.

Also, with Alex Rins ranking third in this season, the team won the first team title for the Team SUZUKI ECSTAR, giving double crown for Suzuki.

## November 2020

### Announced the Suzuki Environmental Vision 2050

We announced a long-term vision toward tackling environmental issues, the Suzuki Environmental Vision 2050, which presents the ideal appearance of the company in 2050, as well as the Milestone 2030 toward realizing the vision.

With regard to CO<sub>2</sub> emitted from products, we aim to reduce CO<sub>2</sub> emissions from new automobiles by 90% in Well-to-Wheel base compared to FY2010 by 2050, and by 40% compared to FY2010 by 2030.

Additionally, with regard to CO<sub>2</sub> emitted from business activities, we aim to reduce the emission by 80% in base unit per sales unit compared to FY2016 by 2050, and by 45% compared to FY2016 by 2030.

Furthermore, we will work on other issues including air conservation, water resource, and resource circulation.

## November 2020

### Restructured US subsidiary and separated Motorcycle/ATV and Marine operations

Suzuki Motor of America, Inc., a US subsidiary with a lineup of motorcycle/ATV and marine products, was restructured, and since April 2021, motorcycle/ATV products have been handled by SUZUKI MOTOR USA, LLC and marine products have been handled by SUZUKI MARINE USA, LLC.

SUZUKI MOTOR USA will continue to be headquartered in Brea, California, and strengthen motorcycle/ATV sales.

SUZUKI MARINE USA will be newly headquartered in Tampa, Florida, on the coast of Gulf of Mexico, which is well-suited to strengthen its relationship with boat builders, dealers, and vendors. The primary goal of this reorganization is to strengthen each business. Key objectives are to achieve greater efficiencies, speed up decision-making, and position each company for increased sales and growth in the United States.

## November 2020

### Launched the all-new compact passenger car SOLIO and SOLIO BANDIT

SOLIO and SOLIO BANDIT both have compact and easy-to-handle bodies with large interior space, sliding doors on both sides of the rear seats and walk-throughs on the front, back, left and right. They are compact height wagons with excellent usability with layouts that make it easy to get on and off.

In this makeover, while maintaining good maneuverability, the luggage compartment space has been expanded in addition to creating large seating spaces by expanding the body size. We have further evolved the preventative safety technologies of Suzuki Safety Support; for example, these cars are the first in Suzuki compact cars to use a colored heads-up display that shows information necessary for driving, in an easy-to-read manner.

## December 2020

### Launched the S-MALL e-commerce website

We developed the S-MALL online sales website, and released it in January 2021.

S-MALL is an e-commerce site operated by Suzuki, making it possible to easily purchase Suzuki-related products from all over Japan on the Internet regardless of time or location. It is a mall-type site where store owners manage sales, on which 3 stores have opened with around 300 items on sale: Auto Rimessa, which handles genuine motorcycle/automobile accessories and apparel, ESSENCIA, which deals with Hungarian wine and tomato juice in Shimokawa, Hokkaido, which is home to a test-driving course, and Suzuki Motorcycle Goods Shop, which handles motorcycle supplies.

Website URL: <https://s-mall.jp/>

## January 2021

### Started production and exports of Jimny in India

Maruti Suzuki has started production and exports of Jimny (Jimny Sierra in Japan).

Jimny produced at Maruti Suzuki's Gurgaon Plant in India shares the same specification as the export models produced at the Kosai Plant of Japan. They are produced exclusively for exports to areas including Latin America, the Middle East, and Africa.

The current generation of Jimny was launched in 2018, and since has been favored and receiving orders from customers throughout the world. Through its production in India, we aim to reinforce its global production structure for delivering the products to customers in the earliest possible timing.

## February 2021

### Started selling residual value credit with special premature cancellation contracts for customers aged 60 to 75

Suzuki's automobile sales finance subsidiary, Suzuki Finance Co., Ltd., has started selling a residual value credit with premature cancellation contracts for customers aged 60 to 75 at the time of application, named Anshin 60 Plan.

Anshin 60 Plan comes with a special contract that, in the event of a vehicle return as a result of a customer becoming unable to drive due to injury or illness or retiring the license during the payment period, payment of the outstanding credit is waived.

Website URL: <https://www.suzuki-finance.co.jp/credit/anshin60-plan/>

## February 2021

### Unveiled the flagship model, the all-new Hayabusa

We have made full-model change of its flagship motorcycle, the Hayabusa. Worldwide sale of the all-new Hayabusa has started from Europe, subsequently followed by markets including North America and Japan. The all-new Hayabusa is the third-generation model. Under the product concept “Ultimate Sport”, inherited from the very first generation, it has further evolved the unique styling design with outstanding aerodynamic performance and superior riding performance. The 1,340cm<sup>3</sup> in-line four engine features ride-by-wire electronic throttle system and revised intake and exhaust mechanism for enhanced output and torque in the low-to-mid speed range. It meets the Euro5 emission standards (for European specification) while maintaining its best performance in the highspeed range by pursuing top level of aerodynamic performance.

## February 2021

### The Suzuki Foundation established “Yaramaika Award” and “Special Award”

In commemoration of the 40th anniversary of establishment, the Suzuki Foundation (Chairman: Osamu Suzuki) has established the “Yaramaika Award” and the “Yaramaika Special Award” to further develop Japan's machine industry technology. The awards annually recognize researchers who always enthusiastically take on challenges with the "Yaramaika spirit" of "giving it a try first", and have made outstanding achievements.

## Memo for the shareholders

Ordinary General Meetings of Shareholders	In June	
Record Date	Ordinary General Meetings of Shareholders	31 March
	Year-End Dividends	31 March
	Interim Dividends	30 September
	In case it is necessary, we shall give public notices in advance.	
The method of public notices	<p>Electronic public notices provided, however, in the event of accidents or any unavoidable circumstances which makes electronic public notices impossible, the Company's public notices shall be given in the Nihon Keizai Shimbun published in Tokyo-to.</p> <p><a href="https://www.suzuki.co.jp/ir/index.html">https://www.suzuki.co.jp/ir/index.html</a></p>	
Stock Code	7269	
Transfer Agent (The institute managing the special bank account)	〒100-8233 1-4-1 Marunouchi, Chiyoda-ku, Tokyo-to Sumitomo Mitsui Trust Bank Ltd.	
Place to contact for the above matter	〒460-8685 3-15-33 Sakae, Naka-ku, Nagoya-shi Sumitomo Mitsui Trust Bank Ltd. Department of Stock Agent	
Place to send mails (call)	〒168-0063 2-8-4 Izumi, Suginami-ku, Tokyo-to Sumitomo Mitsui Trust Bank Ltd. Stock Agent Center Call Free: 0120-782-031 (Opening hours: 9:00~17:00, except for Saturdays, Sundays and public holidays)	
Place to contact for the above matter	Sumitomo Mitsui Trust Bank Ltd. Any branch in Japan	

About any procedure for stocks	
About contact points for changing address, selling or purchasing shares less than one unit, etc.	About outstanding dividend payment
① Shareholders who use stock company Please contact your stock company. ② Shareholders for whom the special bank account was opened, not having bank account in stock company Please contact Sumitomo Mitsui Trust Bank Ltd., which is the institute managing the special account.	Please contact Sumitomo Mitsui Trust Bank Ltd., which is the Transfer Agent.



## **Map of the venue of the General Meeting of the Shareholders**

(English Translation Omitted)