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(Securities code: 7211)

June 5, 2015

To our shareholders

5-33-8, Shiba, Minato-ku, Tokyo

MITSUBISHI MOTORS CORPORATION

President Tetsuro Aikawa

NOTICE OF THE 46TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 46th Ordinary General Meeting of Shareholders of Mitsubishi Motors Corporation (“MMC”) to be held as described as below.

If you are unable to attend, as described in the “Notice on Exercising Voting Rights” (P. 3), you may exercise your voting right(s) in writing or via the Internet. To do so, please review the “Reference Materials” for the Ordinary General Meeting of Shareholders contained in this notice, and exercise your voting right(s) either by posting your voting form so that it arrives before 5:45 p.m. on Tuesday, June 23, 2015 or inputting your vote on the website for exercising voting right(s) before the aforementioned date and time.

1. **Date and time** Wednesday, June 24, 2015 at 10:00 a.m. (Japan time)
2. **Place** 4-10-30, Takanawa, Minato-ku, Tokyo
Prince Hall, Annex Tower, 5th Floor, Shinagawa Prince Hotel
3. **Purposes**
 - Matters to report**
 1. Contents of Fiscal 2014 (from April 1, 2014 to March 31, 2015) Business Report, contents of Consolidated Financial Statements and Audit Reports of Accounting Auditors and Audit & Supervisory Board on the Consolidated Financial Statements
 2. Report on the Fiscal 2014 (from April 1, 2014 to March 31, 2015) Financial Statements
 - Matters for resolution**
 - Proposal No. 1 Appropriation of surplus
 - Proposal No. 2 Partial amendments to the Articles of Incorporation
 - Proposal No. 3 Election of 14 Members of the Board
 - Proposal No. 4 Election of 2 Audit & Supervisory Board Members
4. **Notice on Exercising Voting Rights**

Please refer to the “Notice on Exercising Voting Rights” described on P. 3.

Requests

- If you attend the meeting, please present the enclosed voting card to the reception desk.
- We are planning to provide a small gift to the shareholders attending on the day. Please note that we intend to provide only one gift for each shareholder attending the meeting, regardless of the number of voting forms the shareholder may hold.
- If you exercise your voting rights by proxy, one other shareholder who possesses voting rights may attend the General Meeting of Shareholders as your proxy. Please note that the shareholder acting as your proxy must submit a document evidencing his or her right of representation.

Notes

- If it becomes necessary to amend any items contained in the reference materials for the Ordinary General Meeting of Shareholders, the Business Report, the Consolidated Financial Statements or the Financial Statements, the amended material will be posted on MMC's website at:
(<http://www.mitsubishi-motors.com/jp/investors/event/meeting.html>)
- The below-mentioned documents are not included in this Notice of Ordinary General Meeting of Shareholders, but are posted on MMC's website pursuant to laws and regulations and Article 13 of MMC's Articles of Incorporation. Consequently, the documents attached to this notice are part of the documents that were audited by the Audit & Supervisory Board Member and the Accounting Auditors in preparing the Audit Reports.
 - (a) "Accounting Auditors" and "System to ensure that the Members of the Board's performance of their duties complied with applicable laws and regulations and the Articles of Incorporation of MMC and other systems to ensure appropriate business activities" of Business Report
 - (b) Consolidated Statement of Changes in Net Assets and Notes to Consolidated Financial Statements
 - (c) Statement of Changes in Net Assets and Notes to Financial Statements(<http://www.mitsubishi-motors.com/jp/investors/event/meeting.html>)

Internet Broadcast

- MMC will broadcast the General Meeting of Shareholders live on the Internet. Please view the broadcast by accessing MMC's website at the following link.
(<http://www.mitsubishi-motors.com/jp/>)

Date and time of availability: Wednesday, June 24, 2015, from 10:00 a.m. (Japan time)

- The live broadcast will end just before the session of questions from shareholders and answers.
- You may not be able to view the broadcast depending on your equipment or network environment.
- Despite the meeting will be filmed from the back of the meeting venue, shareholders attending the meeting may unavoidably come into the picture at times. We ask for your kind understanding in this matter.

Viewing the Meeting After the Broadcast

- The General Meeting of Shareholders will be available to view as a recorded video. Please view the video by accessing MMC's website at the following link.
(<http://www.mitsubishi-motors.com/jp/>)

Period of availability: Approximately one month starting on Wednesday, June 24, 2015

Notice on Exercising Voting Rights

1. Exercising Voting Rights in Writing

Indicate “for” or “against” on your voting form enclosed herewith and submit it to the Company.

In case any voting forms indicating neither “for” or “against” for each proposal are submitted, MMC will treat such voting forms as indicating “for”.

2. Exercising Voting Rights via the Internet

If you exercise your voting right(s) via the Internet, you are kindly requested to ascertain the following items and exercise your voting right(s):

(1) Website for Exercising Voting Rights

- (i) To exercise your voting right(s) via the Internet, you are kindly requested to visit the website for exercising voting right(s) (<http://www.evot.jp/>) via PCs, smartphones, or cell phones and use that site in accordance with indication on the display. (Please note, however, that the website will not be available from 2:00 a.m. to 5:00 a.m. on each day.)
- (ii) The website for exercising voting right(s) may not be available depending on usage environment of the Internet, services to which you subscribe, or device model you use.
- (iii) If you have any questions about the website for exercising voting right(s) (<http://www.evot.jp/>), please make inquiries to the helpdesk shown below.

(2) How to Exercise Voting Right(s) via the Internet

- (i) On the website for exercising voting right(s) (<http://www.evot.jp/>), you are kindly requested to use “login ID” and “tentative password” stated on your voting form to enter “for” or “against” in accordance with the indication on the display.
- (ii) To prevent unauthorized access or falsification of the content for exercising voting right(s) by a person other than a shareholder, shareholders who exercise voting rights via the Internet are kindly requested to change the “tentative password” on the website for exercising voting right(s).

(3) Expenses Incurred to Visit the Website for Exercising Voting Right(s)

Any Internet connection costs, communication charges, etc., incurred to access the website for exercising voting right(s) via PCs, smartphones or cell phones will be borne by shareholders.

Inquiries about the system, etc.

Stock Transfer Agency Department of Mitsubishi UFJ Trust & Banking Corporation (Helpdesk)

Telephone: 0120-173-027 (toll free)

Operating hours: 9:00 – 21:00

3. Deadline for Exercising Voting Right(s) in Writing or via the Internet

The deadline for exercising voting right(s) is 5:45 p.m. on Tuesday, June 23, 2015. When exercising voting right(s) in writing, post the voting form so that it arrives before the aforesaid deadline. When exercising voting right(s) via the Internet, ensure the inputting of your vote to the website for exercising voting right(s) has been completed before the aforesaid deadline.

4. Handling of Duplicate Exercising of Voting Rights in Writing and/or via the Internet

- (1) In case a voting right is exercised in duplicate in writing and via the Internet, exercising of voting rights over the Internet shall be regarded as valid.
- (2) Except in case (1) above, in case a voting right is exercised in duplicate, the last exercising of the voting right shall be regarded as valid.

<For institutional investors>

Institutional investors may use the “Electronic Proxy Voting Platform for Institutional Investors” managed by ICJ, Inc.

NOTICE OF THE 46TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

Reference Materials

Proposal No. 1 Appropriation of surplus

Mitsubishi Motors Corporation (“MMC”) considers returning profits to its shareholders one of the most important tasks of management. In the automobile industry, there is great demand for capital in order for companies to achieve sustainable growth, such as through further promotion of technological innovations and environmental efforts; therefore, it is our basic policy to maintain the stable distribution of profits to shareholders after comprehensively considering cash flows and business performance.

Having comprehensively considered the state of business performance for the full term and other such factors, MMC would like to set the end-of-term dividend at 8.5 yen per share, an increase of 1 yen from the dividend forecast at the beginning of the term. Including the interim dividend of 7.5 yen, this will make the dividend for the term 16 yen per share.

- (1) Type of dividend
Cash
- (2) Dividend allocation to shareholders and total amount of dividends
8.5 yen per common stock of MMC
Total amount of dividends: 8,359,240,629 yen
- (3) Effective date of dividend
June 25, 2015

Proposal No. 2 Partial amendments to the Articles of Incorporation

1. Reason for Proposal

Mitsubishi Motors Corporation (“MMC”) proposes to amend part of the provisions of Article 27 (Exemption from Liability of Directors) and Article 37 (Exemption from Liability of Audit & Supervisory Board Members) of the Articles of Incorporation because the scope of corporate officers with whom MMC is able to execute an agreement for limiting liability has been changed pursuant to the “Act for Partial Revision of the Companies Act” (Act No. 90 of 2014) promulgated on June 27, 2014. The consent of each Audit & Supervisory Board Member has been obtained regarding the amendment to Article 27 of the Articles of Incorporation.

2. Details of Changes

Details of proposed changes are as follows:

(The underlined parts are to be changed.)

Current provisions of the Articles of Incorporation	Proposed changes
Article 1 – 16 (Provisions omitted)	Article 1 – 16 (No change)
CHAPTER 4. DIRECTORS AND BOARD OF DIRECTORS Article 17 – 26 (Provisions omitted)	CHAPTER 4. DIRECTORS AND BOARD OF DIRECTORS Article 17 – 26 (No change)
(Exemption from Liability of Directors) Article 27. (1) (Provisions omitted) (2) The Corporation may execute an agreement for limiting liability for damage under Article 423, Paragraph 1 of the Companies Act with <u>outside directors</u> , if they meet requirements stipulated by laws and ordinances; provided, however, that the maximum amount of liability under the said agreement shall be the greater of (a) the amount predetermined, which shall be Five Million Yen (¥5,000,000) or more, or (b) the minimum amount of liability prescribed by laws and ordinances.	(Exemption from Liability of Directors) Article 27. (1) (No change) (2) The Corporation may execute an agreement for limiting liability for damage under Article 423, Paragraph 1 of the Companies Act with <u>Directors (excluding those who are Executive Directors, Etc.)</u> , if they meet requirements stipulated by laws and ordinances; provided, however, that the maximum amount of liability under the said agreement shall be the greater of (a) the amount predetermined, which shall be Five Million Yen (¥5,000,000) or more, or (b) the minimum amount of liability prescribed by laws and ordinances.
CHAPTER 5. AUDIT & SUPERVISORY BOARD MEMBERS AND AUDIT & SUPERVISORY BOARD Article 28 – 36 (Provisions omitted)	CHAPTER 5. AUDIT & SUPERVISORY BOARD MEMBERS AND AUDIT & SUPERVISORY BOARD Article 28 – 36 (No change)
(Exemption from Liability of Audit & Supervisory Board Members) Article 37. (1) (Provisions omitted) (2) The Corporation may execute an agreement for limiting liability for damage under Article 423, Paragraph 1 of the Companies Act with <u>outside Audit & Supervisory Board Members</u> , if they meet requirements stipulated by laws and ordinances; provided, however, that the maximum amount of liability under the said agreement shall be the greater of (a) the amount predetermined, which shall be Five Million Yen (¥5,000,000) or more, or (b) the minimum amount of liability prescribed by laws and ordinances.	(Exemption from Liability of Audit & Supervisory Board Members) Article 37. (1) (No change) (2) The Corporation may execute an agreement for limiting liability for damage under Article 423, Paragraph 1 of the Companies Act with <u>Audit & Supervisory Board Members</u> , if they meet requirements stipulated by laws and ordinances; provided, however, that the maximum amount of liability under the said agreement shall be the greater of (a) the amount predetermined, which shall be Five Million Yen (¥5,000,000) or more, or (b) the minimum amount of liability prescribed by laws and ordinances.
Article 38 – 45 (Provisions omitted)	Article 38 – 45 (No change)

Proposal No. 3 Election of 14 Members of the Board

As the terms of office of all 14 current Members of the Board will expire at the conclusion of this Ordinary General Meeting of Shareholders, MMC proposes the election of 14 Members of the Board. The candidates for election are as follows.

No.	Name (Date of birth)	History, position and responsibility in MMC and important concurrent positions	Number of MMC shares owned
1	 Osamu Masuko (February 19, 1949) Reappointment	April 1972 Joined Mitsubishi Corporation April 2003 Senior Vice President, Division COO of Motor Vehicle Business Div., Mitsubishi Corporation June 2004 Managing Director, in charge of Overseas Operations Group Headquarters, MMC January 2005 President, Chief Business Ethics Officer, MMC October 2007 President, MMC June 2014 Chairman of the Board and CEO, MMC (to the present)	13,950
2	 Tetsuro Aikawa (April 17, 1954) Reappointment	April 1978 Joined MMC June 2005 Managing Director, in charge of Product Development Group Headquarters, MMC April 2008 Managing Director, in charge of Product Strategy & Development Group Headquarters, MMC April 2009 Managing Director, in charge of Domestic Sales Group Headquarters, MMC April 2010 Managing Director, Head Officer of the Headquarters, Domestic Sales Group Headquarters, MMC April 2011 Managing Director, Head Officer of the Headquarters, Production Group Headquarters and Corporate General Manager of Production Control Office, MMC July 2011 Managing Director, Head Officer of the Headquarters, Production Group Headquarters, MMC June 2014 President and COO, MMC (to the present)	10,244

No.	Name (Date of birth)	History, position and responsibility in MMC and important concurrent positions	Number of MMC shares owned
3	 Hiroshi Harunari (June 18, 1948) Reappointment	April 1973 Joined Mitsubishi Corporation October 1999 General Manager of Motor Vehicle Dept. B, Motor Vehicle Business Div., Mitsubishi Corporation July 2000 Project Leader of International Alliance Team, MMC June 2005 Managing Director, in charge of Overseas Operations Group Headquarters, MMC January 2006 Managing Director, MMC President and CEO, Mitsubishi Motors North America, Inc. ("MMNA") January 2009 Managing Director, in charge of Overseas Operations Group Headquarters A, MMC May 2009 Managing Director, in charge of Overseas Operations Group Headquarters A, Corporate General Manager of Europe & Middle East/Africa Office, MMC April 2010 Managing Director, Head Officer of the Headquarters, Overseas Operations Group Headquarters A and Corporate General Manager of Overseas Business Management Office, in charge of Overseas Operations Group Headquarters B, MMC April 2011 Executive Vice President (Overseas Operations), Head Officer of the Headquarters, Overseas Operations Group Headquarters A and Corporate General Manager of Overseas Business Management Office, in charge of Overseas Operations Group Headquarters B, in charge of Global After Sales Group Headquarters, MMC January 2012 Executive Vice President (Overseas Operations), Head Officer of the Headquarters, Overseas Operations Group Headquarters A, in charge of Overseas Operations Group Headquarters B, in charge of Global After Sales Group Headquarters, MMC April 2014 Executive Vice President (Overseas Operations), in charge of Overseas Operations Group Headquarters A, in charge of Overseas Operations Group Headquarters B, in charge of Global After Sales Group Headquarters, MMC January 2015 Executive Vice President (Overseas Operations), Head Officer of the Headquarters, Overseas Operations Group Headquarters B, in charge of Overseas Operations Group Headquarters A, in charge of Overseas Operations Group Headquarters B, in charge of Global After Sales Group Headquarters, MMC April 2015 Executive Vice President (Overseas Operations), in charge of Overseas Operations Group Headquarters A, in charge of Overseas Operations Group Headquarters B, in charge of Global After Sales Group Headquarters, MMC (to the present)	9,334

No.	Name (Date of birth)	History, position and responsibility in MMC and important concurrent positions	Number of MMC shares owned
4	 Ryugo Nakao (December 15, 1952) Reappointment	April 1976 Joined MMC June 2011 Member of the Board, Head Officer of the Headquarters, Development Group Headquarters, in charge of Procurement, MMC April 2012 Member of the Board, Head Officer of the Headquarters, Development Group Headquarters, MMC November 2012 Member of the Board, Head Officer of the Headquarters, Product Projects & Strategy Group Headquarters and Head Officer of the Headquarters, Development Group Headquarters, MMC April 2013 Managing Director, Head Officer of the Headquarters, Product Projects & Strategy Group Headquarters and Head Officer of the Headquarters, Development Group Headquarters, MMC June 2014 Executive Vice President, in charge of Product Projects & Strategy Group Headquarters, in charge of Development Group Headquarters, MMC (to the present)	8,222
5	 Gayu Uesugi (January 21, 1952) Reappointment	October 1977 Joined MMC June 2009 Member of the Board, in charge of Product Strategy & Development Group Headquarters, MMC April 2010 Managing Director, Head Officer of the Headquarters, Product Strategy & Development Group Headquarters, MMC May 2010 Managing Director, Head Officer of the Headquarters, Product Projects & Strategy Group Headquarters, in charge of Development, MMC April 2011 Executive Vice President (Cost Innovation), Head Officer of the Headquarters, Product Projects & Strategy Group Headquarters and Corporate General Manager of Product Strategy Office, MMC June 2011 Executive Vice President (Cost Innovation), Head Officer of the Headquarters, Product Projects & Strategy Group Headquarters, MMC April 2012 Executive Vice President (Cost Innovation), Head Officer of the Headquarters, Product Projects & Strategy Group Headquarters, in charge of Procurement, MMC November 2012 Executive Vice President, MMC Chairman of the Board, Mitsubishi Motors North America, Inc. ("MMNA") April 2014 Executive Vice President, MMC Chairman of the Board and CEO, MMNA (to the present)	10,123

No.	Name (Date of birth)	History, position and responsibility in MMC and important concurrent positions	Number of MMC shares owned
6	 Shuichi Aoto (February 18, 1949) Reappointment	April 1972 Joined Mitsubishi Heavy Industries, Ltd. June 2001 Acting General Manager of Accounting Dept., Mitsubishi Heavy Industries, Ltd. June 2004 Senior Executive Officer, in charge of Controlling & Accounting, MMC June 2008 Member of the Board, in charge of Corporate Planning, Controlling & Accounting Group Headquarters, Corporate General Manager of Controlling & Accounting Office, MMC April 2009 Member of the Board, in charge of Corporate Planning, Controlling & Accounting Group Headquarters, MMC April 2010 Managing Director, Head Officer of the Headquarters, Corporate Planning, Controlling & Accounting Group Headquarters, MMC May 2010 Managing Director, Chief Business Ethics Officer, Head Officer of the Headquarters, CSR, Corporate Affairs, Controlling & Accounting Group Headquarters, MMC November 2012 Managing Director (Cost Innovation) Chief Business Ethics Officer, Head Officer of the Headquarters, CSR, Corporate Affairs, Controlling & Accounting Group Headquarters, in charge of Procurement, MMC (to the present)	8,868
7	 Yutaka Tabata (November 20, 1952) Reappointment	April 1976 Joined The Mitsubishi Bank, Ltd. June 1999 Chief Manager of Corporate Banking Credit Div., The Bank of Tokyo-Mitsubishi, Ltd. June 2003 Director, KANEMATSU CORPORATION June 2006 Retired from The Bank of Tokyo-Mitsubishi UFJ, Ltd. April 2010 Managing Director, KANEMATSU CORPORATION July 2010 Executive Officer, Corporate General Manager of Finance Office, MMC April 2011 Senior Executive Officer, Corporate General Manager of Finance Office, MMC June 2014 Managing Director, Head Officer of the Headquarters, Corporate Planning & Finance Group Headquarters, MMC (to the present)	5,574

No.	Name (Date of birth)	History, position and responsibility in MMC and important concurrent positions	Number of MMC shares owned
8	 Toshihiko Hattori (March 23, 1952) Reappointment	April 1974 Joined MMC April 2008 Executive Officer, Corporate General Manager of Asia & ASEAN Office, MMC November 2008 Executive Officer, Corporate General Manager of North Asia Office, MMC June 2009 President, Kanto Mitsubishi Motor Sales Co., Ltd. April 2011 Senior Executive Officer, Head Officer of the Headquarters, Global After Sales Group Headquarters, MMC April 2013 Senior Executive Officer, Head Officer of the Headquarters, Domestic Sales Group Headquarters, MMC June 2013 Member of the Board, Head Officer of the Headquarters, Domestic Sales Group Headquarters, MMC (to the present)	5,445
9	 Seiji Izumisawa (September 3, 1957) Reappointment	April 1981 Joined Mitsubishi Heavy Industries, Ltd. April 2008 General Manager of Technology Planning Dept., Technical Headquarters, Mitsubishi Heavy Industries, Ltd. April 2013 Senior Executive Officer, Head Officer of the Headquarters, Quality Affairs Group Headquarters, MMC June 2013 Member of the Board, Head Officer of the Headquarters, Quality Affairs Group Headquarters, MMC (to the present)	2,080
10	 Takeshi Ando (July 7, 1956) Reappointment	April 1982 Joined MMC May 2007 Executive Vice President, Mitsubishi Motors (Thailand) Co., Ltd. ("MMTh") April 2011 Executive Officer, MMC Executive Vice President, MMTh April 2012 Senior Executive Officer, MMC Executive Vice President, MMTh January 2013 Senior Executive Officer, MMC Executive Vice President and COO, MMTh July 2013 Senior Executive Officer, Plant General Manager of Nagoya Plant, MMC June 2014 Member of the Board, Head Officer of the Headquarters, Production Group Headquarters, MMC January 2015 Member of the Board, Head Officer of the Headquarters, Production Group Headquarters and Corporate General Manager of Production Control Office, MMC April 2015 Member of the Board, Head Officer of the Headquarters, Production Group Headquarters, MMC (to the present)	3,545

No.	Name (Date of birth)	History, position and responsibility in MMC and important concurrent positions	Number of MMC shares owned
11	 Mikio Sasaki (October 8, 1937) Reappointment Non-Executive Director	April 1960 Joined Mitsubishi Corporation June 1992 Director, Mitsubishi Corporation June 1994 Managing Director, Mitsubishi Corporation April 1998 President and CEO, Mitsubishi Corporation June 2000 Member of the Board, MMC (to the present) April 2004 Chairman of the Board, Mitsubishi Corporation June 2010 Member of the Board, Senior Corporate Advisor, Mitsubishi Corporation June 2011 Senior Advisor to the Board, Mitsubishi Corporation (to the present) <Important concurrent positions> Senior Advisor to the Board, Mitsubishi Corporation Outside Director, Mitsubishi Electric Corporation Outside Director, Tokio Marine Holdings, Inc. Outside Director, Mitsubishi Research Institute, Inc.	14,074
12	 Harumi Sakamoto (April 10, 1938) Reappointment Non-Executive Director Independent Director	April 1962 Joined Ministry of International Trade and Industry July 1984 Head of Policy Planning Office of Minister's Secretariat, Ministry of International Trade and Industry June 1986 Chief of Sapporo Trade and Industry Bureau, Ministry of International Trade and Industry August 1987 Advisor, The Dai-Ichi Kangyo Bank, Ltd. May 1990 Managing Director, The Seiyu, Ltd. May 1993 Senior Managing Director, The Seiyu, Ltd. May 1997 Executive Vice President, The Seiyu, Ltd. May 1997 Director, The Seibu Department Stores, Ltd. September 1997 Executive Vice President, The Seibu Department Stores, Ltd. October 2000 Secretary General, Japan Association for the 2005 World Exposition October 2003 Vice Chairperson, Japan Association for the 2005 World Exposition June 2006 President, The Distribution Systems Research Institute June 2010 Chairman, Japan Facility Management Promotion Association January 2012 Chairperson, Japan Facility Management Association June 2013 Member of the Board, MMC (to the present) <Important concurrent positions> Outside Director, The Bank of Yokohama, Ltd.	1,852

No.	Name (Date of birth)	History, position and responsibility in MMC and important concurrent positions	Number of MMC shares owned
13	 Shunichi Miyanaga (April 27, 1948) Reappointment Non-Executive Director	April 1972 Joined Mitsubishi Heavy Industries, Ltd. June 2008 Member of the Board, Executive Vice President, Mitsubishi Heavy Industries, Ltd. April 2011 Member of the Board, Senior Executive Vice President, Mitsubishi Heavy Industries, Ltd. April 2013 Member of the Board, President, Mitsubishi Heavy Industries, Ltd. (to the present) June 2014 Member of the Board, MMC (to the present) <Important concurrent positions> Member of the Board, President, Mitsubishi Heavy Industries, Ltd.	779
14	 Takeshi Niinami (January 30, 1959) Reappointment Non-Executive Director Independent Director	April 1981 Joined Mitsubishi Corporation April 2001 General Manager, LAWSON Project Management Unit and Food Service Business Unit, Consumer Business Div., Mitsubishi Corporation May 2002 President and CEO, Representative Director, Lawson, Inc. May 2013 Chief Executive Officer, Representative Director, Lawson, Inc. May 2014 Chairman, Representative Director, Lawson, Inc. May 2014 Chairman, Member of the Board, Lawson, Inc. June 2014 Member of the Board, MMC (to the present) October 2014 President & Chief Executive Officer, Member of the Board, Representative Director, Suntory Holdings Limited (to the present) <Important concurrent positions> President & Chief Executive Officer, Member of the Board, Representative Director, Suntory Holdings Limited Outside Director, ORIX Corporation Outside Director, ACCESS CO., LTD.	779

- (Notes)
1. Mr. Mikio Sasaki, Ms. Harumi Sakamoto, Mr. Shunichi Miyanaga and Mr. Takeshi Niinami are candidates for Non-Executive Directors.
 2. The election of Mr. Mikio Sasaki as Non-Executive Director is proposed in order to reflect the considerable experience and insight as a corporate manager in the management of MMC.
 3. The election of Ms. Harumi Sakamoto as Non-Executive Director is proposed to reflect the considerable experience and knowledge as an administrative officer and a corporate manager in the management of MMC.
 4. The election of Mr. Shunichi Miyanaga as Non-Executive Director is proposed to reflect the considerable experience and knowledge obtained in corporate management in the manufacturing industry for a long period in the management of MMC.
 5. The election of Mr. Takeshi Niinami as Non-Executive Director is proposed in order to reflect the considerable experience and insight as a corporate manager in the management of MMC.
 6. During Mr. Mikio Sasaki's tenure as an Outside Director at Mitsubishi Electric Corporation, an incident of significant overcharging for expenses in a Ministry of Defense contract in connection

with the electronic systems business was uncovered from January 2012 onward, and the said company received a nominated suspension penalty among other orders. Although he was not aware of the facts in advance, they were brought to his attention on a routine basis from the standpoint of compliance with laws and regulations, and after the facts came to light, he gave instructions, etc., for a thorough investigation into revealing the full details of the case, the causes and measures for further strengthening the compliance system to prevent recurrence.

7. Mr. Mikio Sasaki's term of office as Non-Executive Director will be 15 years as of the conclusion of this Ordinary General Meeting of Shareholders.
8. Ms. Harumi Sakamoto's term of office as Non-Executive Director will be two years as of the conclusion of this Ordinary General Meeting of Shareholders.
9. Mr. Shunichi Miyanaga's term of office as Non-Executive Director will be one year as of the conclusion of this Ordinary General Meeting of Shareholders.
10. Mr. Takeshi Niinami's term of office as Non-Executive Director will be one year as of the conclusion of this Ordinary General Meeting of Shareholders.
11. MMC has concluded agreements with Mr. Mikio Sasaki, Ms. Harumi Sakamoto, Mr. Shunichi Miyanaga and Mr. Takeshi Niinami limiting their liability for damages to the higher of 7 million yen or the minimum amount of liability stipulated in Article 425, Paragraph 1 of the Companies Act for the liability stipulated in Article 423, Paragraph 1 of the same Act. MMC intends to continue the above-mentioned limitation of liability agreements with the candidates if their reelections are approved.
12. Mr. Mikio Sasaki was a Director at Mitsubishi Corporation, a specified affiliated business operator (major trading partner), until June 2011. Moreover, Mr. Sasaki has received remuneration as an Advisor to the said company in the last two years, and he plans on doing the same in the future.
13. MMC has provided notification of the status of Ms. Harumi Sakamoto and Mr. Takeshi Niinami as independent directors pursuant to the regulations of the Tokyo Stock Exchange.

Proposal No. 4 Election of 2 Audit & Supervisory Board Members

As the term of office of Audit & Supervisory Board Member Mr. Hideo Kimura will expire at the conclusion of this Ordinary General Meeting of Shareholders and as Audit & Supervisory Board Member Mr. Tatsuhiko Nojima will resign the post, MMC proposes the election of two Audit & Supervisory Board Members. The candidates for election are as follows.

The Audit & Supervisory Board has consented to this proposal.

No.	Name (Date of birth)	History and important concurrent positions	Number of MMC shares owned
1	 Yoshikazu Nakamura (May 31, 1955) New	April 1978 Joined MMC April 2005 Executive Officer, Corporate General Manager of CSR Promotion Office, MMC April 2009 Senior Executive Officer, Corporate General Manager of CSR Promotion Office, MMC August 2009 Senior Executive Officer, Corporate General Manager of EV Business Office, MMC April 2012 Senior Executive Officer, Corporate General Manager of Domestic Sales Office, MMC April 2013 Senior Executive Officer, Head Officer of the Headquarters, Global After Sales Group Headquarters, MMC April 2014 Senior Executive Officer, Chief Environmental Strategy Officer, Corporate General Manager of CSR Promotion Office, MMC April 2015 Senior Executive Officer, Assistant to President, MMC (to the present)	8,537

No.	Name (Date of birth)	History and important concurrent positions	Number of MMC shares owned
2	 Yaeko Takeoka (May 10, 1957) New Outside Audit & Supervisory Board Member Independent Auditor	April 1985 Registered as an attorney-at-law Member of Daini Tokyo Bar Association October 2003 Chairperson of the Sub-Committee on Research, Japan Law Foundation January 2005 Member of Expert Panel on Management of Intellectual Properties under the Council for Science and Technology Policy March 2006 Member of the Council for Small and Medium Enterprise Policy (to the present) January 2007 Joined Kohwa Sohgo Law Offices (to the present) April 2008 Member of the Administrative Council of The University of Electro-Communications (to the present) March 2011 Member of the Industrial Structure Council December 2014 Member of Committee on Intellectual Property for Innovative structural materials under Cross-Ministerial Strategic Innovation Promotion Program (to the present) <Important concurrent positions> Attorney at Law, Kohwa Sohgo Law Offices	-

- (Notes)
1. Ms. Yaeko Takeoka is a candidate for Outside Audit & Supervisory Board Member.
 2. Although Ms. Yaeko Takeoka does not have experience of direct involvement in the senior management of a company, she possesses abundant specialist knowledge and in-depth understanding accumulated over many years as an attorney of law, and MMC wishes to appoint her as Outside Audit & Supervisory Board member so that this knowledge and understanding may be reflected in the Company's auditing.
 3. MMC intends to conclude agreements with Ms. Yaeko Takeoka limiting their liability for damages to the higher of 7 million yen or the minimum amount of liability stipulated in Article 425, Paragraph 1 of the Companies Act for the liability stipulated in Article 423, Paragraph 1 of the same Act.
 4. MMC intends to provide notification of the status of Ms. Yaeko Takeoka as an independent auditor pursuant to the regulations of the Tokyo Stock Exchange.

(Attached documents)

Business Report

(From April 1, 2014 to March 31, 2015)

1. Current status of the MMC Group

(1) Review and results of business activities

The fiscal year under review marked the initial year of MMC Group's mid-term business plan New Stage 2016. During the year, MMC worked toward achieving sustained growth and increasing the corporate value of the MMC Group under the plan's priority measures based on the following six basic policies: 1) Revenue growth by launching strategic models; 2) Development of next-generation technology; 3) Growth strategy based on emerging markets and profit improvements in mature markets; 4) Restructuring of operating structure; 5) Growth investment for building a stable business foundation; and 6) Actions for quality improvement. Consolidated results for the fiscal year under review are as follows:

Sales volume (retail) increased 43,000 units, or 4%, from the previous fiscal year to 1,090,000 units. By region, in Japan sales volume fell 28,000 units, or 20% compared to the previous fiscal year to 115,000 units; with sales of both registered vehicles and minicars declining year-on-year. In North America, amid a steadily recovering U.S. economy, robust sales of the *Outlander Sport* and *Mirage* models drove up sales volume by 20,000 units, or 21% from the previous fiscal year to 117,000 units. In Europe, while sales volume in Russia fell compared to the previous fiscal year as its economy fell into a slump, strong sales of the *Outlander PHEV* model in Western Europe resulted in total sales volume in Europe increasing 25,000 units, or 13% from the previous fiscal year to 227,000 units. In the Asian region, although sales in Thailand were sluggish due to the slow pace of overall demand recovery, sales volume in China in North Asia was solid, driven mainly by GAC Mitsubishi Motors Co., Ltd., resulting in overall sales volume in Asia standing at 344,000 units, a level more or less comparable to that in the previous fiscal year. In other areas, as sales volume in the Middle East region remained strong, overall sales volume in the other regions rose 26,000 units, or 10%, from the previous fiscal year to 287,000 units.

Consolidated net sales increased 87.3 billion yen, or 4%, from the previous fiscal year to 2,180.7 billion yen. While there were negative factors such as increases in selling expenses and research and development expenses and decrease in profits in volume and model mix, consolidated operating income grew 12.5 billion yen, or 10%, from the previous fiscal year, to 135.9 billion yen as a result of improvements in continuous efforts on reducing costs in addition to increasingly favorable foreign exchange rates, contributing to the overall increase. Consolidated ordinary income increased 22.1 billion yen, or 17%, from the previous fiscal year to 151.6 billion yen. Consolidated net income rose 13.5 billion yen, or 13%, from the previous fiscal year to 118.2 billion yen, achieving a new record for all the income categories of operating income, ordinary income, and net income.

Regarding the consolidated results of each business sector, net sales of the automobile business showed an increase of 85.0 billion yen, or 4% from the previous fiscal year to 2,166.2 billion yen. Net sales of the automobile financing business also increased 2.4 billion yen, or 20%, from the previous fiscal year to 14.6 billion yen.

Principal measures the MMC Group carried out during the fiscal year under review were as follows.

<Overview>

Regarding production, MMC has continued working on Growth strategies based on emerging markets and Profit improvements in mature markets, the key principles in the midterm business plan New Stage 2016. In particular, the new plant was launched in the Philippines in January 2015. The new plant is continuing with the production of the *Adventure* and *L300* models produced at the previous plant, which was shut down in December 2014. This

new plant will be able to produce up to 50,000 units per year, exceeding the production capacity at the previous plant. In Indonesia, MMC announced establishing a new plant in the country, switching from the current consignment production to in-house production. The groundbreaking ceremony of the new plant was held in March 2015. The production capacity of the new plant will be 160,000 units per year after it starts operations in April 2017. In addition to the continuous production of the existing small commercial vehicle *Colt L300*, a new MPV to be developed and an all-new SUV *Pajero Sport* will also be produced at this new plant in Indonesia.

These new plants in ASEAN countries will play an important role as a production hub in ASEAN region following the plant in Thailand. In Thailand, MMC is working on expansion of in-house production to reduce costs and improving quality. A large pressing machine and blanking press were installed at the plant, strengthening the press molding process and making blanking processes to be done in-house. Molding of plastic parts at the new plastic factory and painting process also have been done in-house.

In terms of products, the all-new pickup truck *Triton*, the first global strategic model under the current midterm business plan “New Stage 2016,” was launched in to the market in Thailand where it is produced. The new *Triton* has started global rollout since February 2015 and has been introduced in markets in ASEAN, Australia, New Zealand, Middle East, Europe, Africa, and Latin America sequentially and eventually will be exported to about 150 countries globally. Furthermore, in September 2014, MMC signed a non-binding Memorandum of Understanding (MoU) with Fiat Group Automobiles concerning supply of a mid-size pick-up truck based on the new *Triton*, and a detailed study has begun. MMC signed an agreement with Chrysler Mexico for OEM supply of the global compact sedan *Attrage*, the sedan version of the global compact hatchback *Mirage*. The shipment started in November 2014. MMC is also working towards collaborative “win-win” tie-ups.

Regarding R&D and technologies, MMC has launching the *Outlander PHEV* sequentially into global markets. The model is installed with the plug-in hybrid EV system, which provides integrated control of drive battery, motors, engine, and 4WD system. Sales volume of the *Outlander PHEV* in fiscal 2014 totaled 35,000 units, an increase of 15,000 units year-on-year. In Japan, the *Outlander PHEV* reached its target sales volume. In Europe where environmental consciousness is high and various government subsidies are available, the sales volume expanded about 2.5 times more than last fiscal year. The U.K. in particular, its product competitiveness was highly recognized and it achieved a cumulative sales volume of 10,000 units.

From April 2015, MMC is working on building an infrastructure indispensable for expansion of electric vehicles through initiatives such as start of the Mitsubishi Motors EV Support Service which provides services on charging for owners of EVs in Japan. MMC is also working on development of the next-generation PHEV technology looking at the future expansion of plug-in hybrid EV system vehicles.

<Customer First Program>

Under the “Customer-First Program” which comprised promotion activities for quality improvement reform released in April 2013, under the Reform Promotion Committee reporting to the president, MMC has implemented improvement plans by setting up a reform team targeting three areas: product quality, corporate culture, and operational quality.

Regarding quality, in particular with a view to achieving the level of an industry leader for all aspects of vehicle quality, MMC has been working to improve the quality of newly introduced vehicle models by establishing quality indicators such as the number of failures occurring within three months after delivery of vehicles and a period from any occurrence of failures to determination of countermeasures, as well as quality targets to be achieved. Acutely conscious that its company-wide awareness and action reforms are a prerequisite for MMC’s sustainable growth, we have continued to carry out employee awareness reform training programs, while

implementing reform projects based on four themes: Work Style Innovation, Personnel Affairs System Reform, Work Procedure Reform, and Work-Life Balance.

(2) Capital expenditures

The MMC Group's capital expenditures made during the fiscal year under review amounted to 68.0 billion yen in total as a result of: 1) Investments on new products such as the all-new *Triton* model; 2) Investments relating to production line overhauls and productivity improvements at its production facilities in Japan; 3) IT investments aimed at improving its global supply chain; and, 4) Investments for setting up the new plastic plant in Thailand and launching the new plant in the Philippines.

(3) Financing conditions

Funds required for the automobile business during the fiscal year under review were financed chiefly by funds obtained from operating activities, and the outstanding balance of its borrowings stood at 47.7 billion yen as of March 31, 2015. Funds required by the financial services business were financed by bank loans and the securitization of financial receivables. The outstanding balance of its borrowings and others stood at 96.8 billion yen as of March 31, 2015.

(4) Issues to be addressed

The first challenge MMC faces is the requirement to respond appropriately to the growing need seen globally for environmental and for safety technologies. In terms of environmental technology, MMC has played a pioneering role having launched the *i-MiEV*, the world's first mass-production all-electric vehicle in 2009 and the *Outlander PHEV* plug-in hybrid EV, which utilizes the *i-MiEV*'s vehicle EV technology, in 2013.

With competition from other automakers growing in the new category of next-generation eco-cars, it is vital that MMC continue to develop and refine this technology with a view to further boosting product competitiveness. MMC plans to introduce at the beginning of summer this year a new *Outlander PHEV* with significant changes to the design which is both elegant and also sports the dynamic and powerful qualities associated with an SUV.

In terms of safety technology, MMC has developed advanced safety technologies which include: Active Cruise Control (ACC), a radar-based system which maintains a safe distance with the vehicle in front; Forward Collision Mitigation (FCM) braking; and Lane Departure Warning (LDW). These advance safety technologies were first installed in the *Outlander* SUV model launched in 2012, since when it has been fitted in other models as they are released and MMC is continuing its R&D work to improve and increase its functionality.

Currently these environmental and safety technologies are primarily designed to meet the needs of mature markets but, conscious that today's emerging nations will be tomorrow's mature markets, MMC believes that customer demand for such technologies in the emerging markets will without doubt grow as vehicle ownership expands.

Secondly, MMC needs to engage positively with the opportunities for expansion of sales that will accompany mid- and long-term growth in the ASEAN region and other emerging markets. While growth in demand in some countries, Thailand and Indonesia included, may be somewhat sluggish recently, from a mid- to long-term perspective the growing populations, incomes and expansion of vehicle ownership point to major growth in automotive demand in ASEAN nations. The MMC Group launched a new *Triton* pickup truck, which enjoys a strong brand presence in these regions, in November last year and will follow this with an all-new *Pajero Sport* SUV, which also has a strong brand presence, in autumn 2015.

In this way MMC is working to expand total sales using as strategic products its pickup and SUV models,

categories in which the MMC Group excels. The MMC Group has a history of over 50, 50 and 40 years respectively of doing business with Thailand and the Philippines and with Indonesia. In order to further consolidate its operating base, MMC will establish a production base in China to join these countries' production facilities and will also push forward its efforts to strengthen its sales bases in these and neighboring countries.

In addition, MMC will be offering cars with yet more attractive designs. MMC believes design to be an important means by which it can convey the strong points that characterize the MMC Group, without being influenced by the scale of its business. The new concept car for a compact SUV unveiled at the Geneva Motor Show in March this year used a new front face design concept. Its function of protecting people and the car itself is expressed in a dynamic and powerful form using the protective shape of the bumper ends which appear to wrap round toward the center and the skid plate under the bumper, a further evolution of the distinctive and functional "protective" shape inherited from successive generations of the *Pajero*.

The designs MMC will introduce in the near future will share this theme in a consistent manner. To support MMC's work in this area, MMC will be opening a new design studio in Europe. Based in Frankfurt and working with MMC's two studios in Japan on a competitive basis, the new studio will strengthen MMC's design organization through which it will create global-level designs which convey the qualities that characterize Mitsubishi Motors.

As it engages in the challenges outlined above, the MMC Group will give a first priority to compliance in its undertakings and, as a sincere company that works to maintain the trust and confidence of customers and society-at-large, will strengthen its respect for both society and the environment. By subjecting MMC's internal control systems to constant review, MMC will work to further strengthen corporate governance as well as improve and enhance its regulatory compliance and to ensure the appropriateness and efficiency with which it execute its business.

MMC will, guided by its New Stage 2016 mid-term business plan, aim to build up an organization capable of achieving sustainable growth, higher corporate value and returning profit to shareholders in a consistent manner. MMC respectfully asks its shareholders for their continued and unwavering support and guidance.

(5) Financial position and operating results

	Fiscal 2011	Fiscal 2012	Fiscal 2013	Fiscal 2014
Net sales (In millions of yen)	1,807,293	1,815,113	2,093,409	2,180,728
Automobiles	1,797,039	1,805,073	2,081,212	2,166,214
Financial services	10,398	10,059	12,157	14,640
Elimination or unallocated	(144)	(19)	38	(126)
Operating income (In millions of yen)	63,674	67,382	123,434	135,913
Ordinary income (In millions of yen)	60,904	93,903	129,472	151,616
Net income (In millions of yen)	23,928	37,978	104,664	118,170
Net income per share (In yen)	4.32	6.61	156.60	120.16
Net assets (In millions of yen)	265,620	351,227	550,009	670,766
Stockholders' equity per share (In yen)	(32.61)	(9.21)	549.63	669.74
Total assets (In millions of yen)	1,321,306	1,452,809	1,543,890	1,582,802

- (Notes)
1. Net income per share is calculated using the number of shares after deduction of the average number of treasury stock during each fiscal year from the average number of issued shares during each fiscal year.
 2. Stockholders' equity per share is calculated using the number of shares after deduction of the number of treasury stock at each fiscal year end from the total number of issued shares at each fiscal year end.
 3. Ten shares of common stock were consolidated into one share on August 1, 2013, and calculated net income per share and stockholders' equity per share on the assumption that the share consolidation was conducted at the beginning of the fiscal 2013.
 4. The primary reasons for the increase in consolidated net income in fiscal 2012 compared to fiscal 2011 were improvements in the model mix and others and the effects of reductions in raw material and other costs.
 5. The primary reasons for the increase in consolidated net income in fiscal 2013 compared to fiscal 2012 were implementing cost reduction policies and favorable exchange rate movements.
 6. The primary reasons for the increase in consolidated net income in fiscal 2014 compared to fiscal 2013 are as described in "1. (1) Review and results of business activities."

(6) Major subsidiaries (As of March 31, 2015)

Company Name	Location	Capitalization (In millions)	Ownership (%)	Business Lines
Hokkaido Mitsubishi Motor Sales Co., Ltd.	Hokkaido	JPY 100	100.00	Automobile sales
Higashi Nihon Mitsubishi Motor Sales Co., Ltd.	Fukushima	JPY 100	100.00	Automobile sales
Kanto Mitsubishi Motor Sales Co., Ltd.	Tokyo	JPY 100	100.00	Automobile sales
Chubu Mitsubishi Motor Sales Co., Ltd.	Aichi	JPY 100	100.00	Automobile sales
Nishi Nihon Mitsubishi Motor Sales Co., Ltd.	Osaka	JPY 100	100.00	Automobile sales
Mitsubishi Automotive Logistics Technology Co., Ltd.	Kanagawa	JPY 436	83.24	Automobile transport, maintenance and sales of parts
Pajero Manufacturing Co., Ltd.	Gifu	JPY 610	100.00	Automobile manufacture
Suiryo Plastics Co., Ltd.	Okayama	JPY 100	100.00	Manufacture of automobile parts
Mitsubishi Automotive Engineering Co., Ltd.	Aichi	JPY 350	100.00	Automobile engineering
Mitsubishi Motors North America, Inc.	U.S.A.	USD 398	100.00	Automobile manufacturing, sales
Mitsubishi Motors Europe B.V.	Netherlands	EUR 107	100.00	Sales of parts
Mitsubishi Motors (Thailand) Co., Ltd.	Thailand	THB 7,000	100.00	Automobile manufacturing, sales
Mitsubishi Motors Australia, Ltd.	Australia	AUD 1,789	100.00	Automobile sales
Mitsubishi Motors Philippines Corp.	Philippines	PHP 1,640	51.00	Automobile manufacturing, sales
Mitsubishi Motors Credit of America, Inc.	U.S.A.	USD 260	100.00	Automobile leasing, sales, financing

(Note) MMC's ownership of Mitsubishi Motors Credit of America, Inc. consists of ownership through MMC's subsidiary.

(7) Major businesses (As of March 31, 2015)

The major businesses of the Mitsubishi Motors Corporation group (the “MMC group”) are as follows:

(a) Automobiles

MMC group’s major businesses are automobiles and parts for engineering, manufacturing and sales. MMC group’s major products are as follows:

(i) SUVs and pickup trucks

RVR/Outlander Sport/ASX, Outlander, Outlander PHEV, Triton/L200/L200 Sportero/Strada/Strada Triton, Pajero/Montero, Pajero Sport/Montero Sport/Nativa/Challenger **

(ii) Passenger cars, minivan

Attrage/Mirage G4, Galant Fortis/Lancer, Galant Fortis SportBack/Lancer Sportback, Dignity, Delica D:2, Delica D:3, Delica D:5, Delica Van, Proudia, Mirage/Space Star, Lancer Evolution X, Lancer Cargo*

(iii) Minicars

i-MiEV, eK Space, eK Wagon, Townbox, Minicab Truck, Minicab Van, MINICAB-MiEV, MINICAB-MiEV TRUCK

- (Notes)
1. All multiple model names separated by a slash represent one single model. Underlined names are those used solely outside Japan.
 2. Those marked with asterisks (*) are vehicle models that are exclusively available outside Japan.
 3. In March 2015, MMC discontinued production of Galant Fortis and Galant Fortis SportBack, vehicle models targeting the Japanese market, under such model names. From now on, they will continue to be produced under the model names Lancer and Lancer Sportback as models exclusively available outside Japan.

(b) Financial services

MMC group is engaged in leasing, sales financing and others for automobiles.

Note that with respect to the automobile sales financing business in North America, in April 2015, an agreement has been concluded with Ally Financial Inc., a sales finance company in the United States, concerning a comprehensive alliance.

(8) Major offices, research & development centers and plants (As of March 31, 2015)**(a) MMC**

Head Office	Minato-ku, Tokyo
Research & Development Center	Okazaki, Aichi
EV Research & Development Center	Okazaki, Aichi
Kyoto Research & Development Center	Kyoto, Kyoto
Tokachi Research & Development Center	Kato-gun, Hokkaido
Nagoya Plant	Okazaki, Aichi
Mizushima Plant	Kurashiki, Okayama
Powertrain Plant	
Powertrain Plant–Kyoto	Kyoto, Kyoto
Powertrain Plant–Shiga	Konan, Shiga
Powertrain Plant–Mizushima	Kurashiki, Okayama

(b) Subsidiaries

Subsidiaries are as presented in “1. (6) Major Subsidiaries.”

(9) Employees (As of March 31, 2015)

Segment	Number of Employees (persons)	
Automobiles	30,448	(5,324)
Financial services	50	(0)
Total	30,498	(5,324)

- (Notes)
1. The number of employees is the number of employees currently on duty (excluding individuals seconded from MMC group to other companies and including individuals seconded to MMC group from other outside companies). Employees at unconsolidated subsidiaries are not included.
 2. Figures in parentheses () are temporary employees (temporary contract employees, part-time employees, fixed-term employees, dispatched employees, etc.) and are not included in the main figures.

(10) Major lenders (As of March 31, 2015)

The presentation of individual major lenders' names was omitted since MMC's borrowings accounted for only a small proportion of its cash requirement as of March 31, 2015.

For the purpose of raising working capital in a steady and efficient manner, MMC entered into a commitment line agreement on a credit limit of 60,000 million yen with a syndicate of financial institutions lead-managed by The Bank of Tokyo-Mitsubishi UFJ, Ltd. Yet, as of March 31, 2015, there existed no outstanding balance of any loan under this agreement.

Bank Name	Maximum Borrowing Limit
The Bank of Tokyo-Mitsubishi UFJ, Ltd.	20,000 million yen
Mitsubishi UFJ Trust and Banking Corporation	10,000
Development Bank of Japan Inc.	5,200
Mizuho Bank, Ltd.	5,000
Sumitomo Mitsui Banking Corporation	5,000
Others (15 banks)	14,800
Total	60,000

Moreover, MMC's Thai production and marketing subsidiary Mitsubishi Motors (Thailand) Co., Ltd. entered into a commitment line agreement on a combined total credit limit of THB12,000 million with five local Thai banks, effective April 1, 2015.

Bank Name	Maximum Borrowing Limit
Bangkok Bank Public Company Limited	3,600 million THB
Bank of Ayudhya Public Company Limited	3,600
Others (3 banks)	4,800
Total	12,000

2. Stock of MMC (As of March 31, 2015)

(1) Total number of issuable shares

1,575,000,000 shares

(Note) By resolution at the ordinary general meeting of shareholders held on June 25, 2014, a partial amendment to the Articles of incorporation was made to delete provisions related to stock kinds other than common stock (First Series Class A Preferred Stock, First Series Class G Preferred Stock, Second Series Class G Preferred Stock, Third Series Class G Preferred Stock, and Fourth Series Class G Preferred Stock) and provisions of the total number of issuable shares.

(2) Total number of issued shares

983,661,919 shares (no change from the end of the previous fiscal year)

(3) Number of shareholders

333,076 persons (decreased by 48,107 persons from the end of the previous fiscal year)

(4) Major shareholders

Name of Shareholder	Number of Shares	Ratio of Shareholding
Mitsubishi Heavy Industries, Ltd.	124,293,855 shares	12.63%
Mitsubishi Corporation	99,044,251	10.07
MHI Automotive Capital, LLC 1	38,638,625	3.92
The Bank of Tokyo-Mitsubishi UFJ, Ltd.	38,517,159	3.91
MHI Automotive Capital, LLC 2	33,968,253	3.45
Japan Trustee Services Bank, Ltd. (Trust account)	20,342,000	2.06
The Master Trust Bank of Japan, Ltd. (Trust account)	18,477,200	1.87
JP MORGAN CHASE BANK 385632	13,855,969	1.40
Mitsubishi UFJ Trust and Banking Corporation	13,014,521	1.32
CBNY-GOVERNMENT OF NORWAY	11,219,760	1.14

(Note) The above ratios of shareholding have been calculated excluding treasury stock (221,845 common stock).

3. Stock acquisition rights of MMC (As of March 31, 2015)

Not applicable.

4. Members of the Board and Audit & Supervisory Board Members

(1) Members of the Board and Audit & Supervisory Board Members (As of March 31, 2015)

Position	Name	Responsibility and Important Concurrent Positions
*Chairman of the Board and CEO	Osamu Masuko	
*President and COO	Tetsuro Aikawa	
*Executive Vice President (in charge of Overseas Operations)	Hiroshi Harunari	Head Officer of the Headquarters, Overseas Operations Group Headquarters B In charge of Overseas Operations Group Headquarters A In charge of Overseas Operations Group Headquarters B In charge of Global After Sales Group Headquarters
*Executive Vice President	Ryugo Nakao	In charge of Product Projects & Strategy Group Headquarters In charge of Development Group Headquarters
Executive Vice President	Gayu Uesugi	Chairman of the Board and CEO, Mitsubishi Motors North America, Inc.
Managing Director (in charge of Cost Innovation)	Shuichi Aoto	Chief Business Ethics Officer Head Officer of the Headquarters, CSR, Corporate Affairs, Controlling & Accounting Group Headquarters In charge of Procurement
Managing Director	Yutaka Tabata	Head Officer of the Headquarters, Corporate Planning & Finance Group Headquarters
Member of the Board	Toshihiko Hattori	Head Officer of the Headquarters, Domestic Sales Group Headquarters
Member of the Board	Seiji Izumisawa	Head Officer of the Headquarters, Quality Affairs Group Headquarters
Member of the Board	Takeshi Ando	Head Officer of the Headquarters, Production Group Headquarters Corporate General Manager of Production Control Office
Member of the Board (Non-Executive Director)	Mikio Sasaki	Senior Advisor to the Board, Mitsubishi Corporation Outside Director, Mitsubishi Electric Corporation Outside Director, Tokio Marine Holdings, Inc. Outside Director, Mitsubishi Research Institute, Inc.
Member of the Board (Non-Executive Director)	Harumi Sakamoto	Outside Director, The Bank of Yokohama, Ltd.
Member of the Board (Non-Executive Director)	Shunichi Miyanaga	*Member of the Board, President, Mitsubishi Heavy Industries, Ltd.
Member of the Board (Non-Executive Director)	Takeshi Niinami	*President & Chief Executive Officer, Member of the Board, Representative Director, Suntory Holdings Limited Outside Director, ORIX Corporation Outside Director, ACCESS CO., LTD.
Audit & Supervisory Board Member (Full-Time)	Hideo Kimura	
Audit & Supervisory Board Member (Full-Time)	Takitaro Fukuda	
Audit & Supervisory Board Member (Outside Audit & Supervisory Board Member)	Tatsuhiko Nojima	*Director (Member of the Board), Executive Vice President, Mitsubishi Heavy Industries, Ltd.

Position	Name	Responsibility and Important Concurrent Positions
Audit & Supervisory Board Member (Outside Audit & Supervisory Board Member)	Katsunori Nagayasu	*Chairman, The Bank of Tokyo-Mitsubishi UFJ, Ltd. Audit & Supervisory Board Member, NIPPON STEEL & SUMITOMO METAL CORPORATION Outside Director, Isetan Mitsukoshi Holdings Ltd.
Audit & Supervisory Board Member (Outside Audit & Supervisory Board Member)	Toshimitsu Iwanami	Executive Advisor, NEC Corporation

- (Notes)
1. An asterisk (*) indicates a Representative Director.
 2. Mr. Yutaka Tabata, Mr. Takeshi Ando, Mr. Shunichi Miyanaga and Mr. Takeshi Niinami took the office of Members of the Board, and Mr. Katsunori Nagayasu and Mr. Toshimitsu Iwanami took the office of Audit & Supervisory Board Members, respectively, on June 25, 2014 (on the date of the 45th Ordinary General Meeting of Shareholders).
 3. Mr. Takashi Nishioka, Chairman of the Board, Mr. Hiizu Ichikawa, Executive Vice President, Mr. Hidetoshi Yajima, Member of the Board and Mr. Yukio Okamoto, Audit & Supervisory Board Member retired from their position on June 25, 2014 (the date of the 45th Ordinary General Meeting of Shareholders), respectively.
 4. Mr. Shigemitsu Miki, Audit & Supervisory Board Member resigned from his position on June 25, 2014 (the date of the 45th Ordinary General Meeting of Shareholders).
 5. Mr. Takeshi Niinami, Member of the Board, resigned as Chairman, Member of the Board, Lawson, Inc. on July 31, 2014, and assumed the office of President & Chief Executive Officer, Member of the Board, Representative Director, Suntory Holdings Limited on October 1, 2014.
 6. Mr. Katsunori Nagayasu, an Audit & Supervisory Board Member, has a wealth of experience accumulated over many years at financial institutions and extensive knowledge in finance and accounting.
 7. Mr. Tatsuhiko Nojima, an Audit & Supervisory Board Member, has experience as a Senior General Manager of Accounting Dept., etc. at Mitsubishi Heavy Industries, Ltd. and has extensive knowledge in finance and accounting.
 8. MMC has submitted notifications, specifying Ms. Harumi Sakamoto and Mr. Takeshi Niinami, each a Member of the Board and Mr. Toshimitsu Iwanami, an Audit & Supervisory Board Member as an independent director or an independent auditor, to Tokyo Stock Exchange, Inc.
 9. On April 1, 2015, the positions and responsibilities of some Members of the Board were changed as indicated below. (An asterisk (*) indicates a Representative Director.)

Name	Change on April 1, 2015
Hiroshi Harunari	*Executive Vice President (in charge of Overseas Operations) In charge of Overseas Operations Group Headquarters A In charge of Overseas Operations Group Headquarters B In charge of Global After Sales Group Headquarters
Takeshi Ando	Member of the Board Head Officer of the Headquarters, Production Group Headquarters

(2) Amount of compensation of Members of the Board and Audit & Supervisory Board Members

Total amount of compensation for the fiscal year under review (A year from April 1, 2014 to March 31, 2015)

Classification	Fixed Compensation	
	Number of Payees	Amount of Compensation
Member of the Board (of which, Non-Executive Director)	17 persons (5)	462 million yen (43)
Audit & Supervisory Board Member (of which, Outside Audit & Supervisory Board Member)	7 (5)	85 (32)
Total	24	547

- (Notes)
1. The above number of payees includes three Members of the Board and an Audit & Supervisory Board Member who retired as of June 25, 2014 (on the date of the 45th Ordinary General Meeting of Shareholders), and also an Audit & Supervisory Board Member who resigned as of the same date.
 2. The maximum amount of compensation for Members of the Board was set at 80 million yen per month. (Resolution at the 23rd Ordinary General Meeting of Shareholders held on June 26, 1992)
 3. The maximum amount of compensation for Audit & Supervisory Board Members was set at 10 million yen per month. (Resolution at the 45th Ordinary General Meeting of Shareholders held on June 25, 2014)

(3) Non-Executive Directors and Outside Audit & Supervisory Board Members

(a) Relationships between MMC and entities where Non-Executive Directors and Outside Audit & Supervisory Board Members hold important concurrent positions (As of March 31, 2015)

Classification	Name	Important Concurrent Positions	Relations with MMC
Member of the Board	Mikio Sasaki	Senior Advisor to the Board, Mitsubishi Corporation	Sale of automobiles outside Japan, etc.
		Outside Director, Mitsubishi Electric Corporation	Purchase of parts, etc.
		Outside Director, Tokio Marine Holdings, Inc.	MMC has insurance transactions with this company's subsidiary(ies).
		Outside Director, Mitsubishi Research Institute, Inc.	MMC has consulting business entrustment transactions with this firm.
	Harumi Sakamoto	Outside Director, The Bank of Yokohama, Ltd.	Banking transactions
	Shunichi Miyanaga	Member of the Board, President, Mitsubishi Heavy Industries, Ltd.	Purchase of parts, etc.
	Takeshi Niinami	President & Chief Executive Officer, Member of the Board, Representative Director, Suntory Holdings Limited	No notable relations
		Outside Director, ORIX Corporation	Production equipment leasing transactions, etc.
		Outside Director, ACCESS CO., LTD.	No notable relations
Audit & Supervisory Board Member	Tatsuhiko Nojima	Director (Member of the Board), Executive Vice President, Mitsubishi Heavy Industries, Ltd.	Purchase of parts, etc.
	Katsunori Nagayasu	Chairman, The Bank of Tokyo-Mitsubishi UFJ, Ltd.	Banking transactions
		Audit & Supervisory Board Member, NIPPON STEEL & SUMITOMO METAL CORPORATION	Purchase of automobile steel- plate products, etc.
		Outside Director, Isetan Mitsukoshi Holdings Ltd.	Purchase of goods from this company's subsidiary(ies)
	Toshimitsu Iwanami	Executive Advisor, NEC Corporation	MMC has IT system maintenance service entrustment transactions with this firm.

(Note) Mr. Takeshi Niinami, Member of the Board, retired as Chairman, Member of the Board, Lawson, Inc. on July 31, 2014. MMC has no notable relations with this firm.

(b) Principal activities

Classification	Name	Principal Activities
Member of the Board	Mikio Sasaki	He attended 11 out of 13 meetings of the Board of Directors held during the fiscal year under review, and expressed his opinions from his standpoint as an experienced corporate manager.
	Harumi Sakamoto	She attended 11 out of 13 meetings of the Board of Directors held during the fiscal year under review, and expressed her opinions from her knowledge cultivated as an administrative officer and her standpoint as an experienced corporate manager.
	Shunichi Miyanaga	Since assuming the post in June 2014, he attended all 11 meetings of the Board of Directors held during the fiscal year under review, and expressed his opinions from his standpoint as an experienced corporate manager.
	Takeshi Niinami	Since assuming the post in June 2014, he attended 9 out of 11 meetings of the Board of Directors held during the fiscal year under review, and expressed his opinions from his standpoint as an experienced corporate manager.
Audit & Supervisory Board Member	Tatsuhiko Nojima	He attended all 13 meetings of the Board of Directors and all 10 meetings of the Audit & Supervisory Board held during the fiscal year under review, and expressed his opinions from his standpoint as an experienced corporate manager.
	Katsunori Nagayasu	Since assuming the post in June 2014, he attended 10 out of 11 meetings of the Board of Directors and 7 out of 8 meetings of the Audit & Supervisory Board held during the fiscal year under review, and expressed his opinions from his standpoint as an experienced corporate manager.
	Toshimitsu Iwanami	Since assuming the post in June 2014, he attended all 11 meetings of the Board of Directors and all 8 meetings of the Audit & Supervisory Board held during the fiscal year under review, and expressed his opinions from his standpoint as an experienced corporate manager.

(c) Outline of contracts for limitation of liability

MMC has concluded agreements with all Non-Executive Directors and all Outside Audit & Supervisory Board Members limiting their liability for damages to the higher of 7 million yen or the minimum amount of liability stipulated in Article 425, Paragraph 1 of the Companies Act for the damages stipulated in Article 423, Paragraph 1 of the same Act.

Accounting Auditors

(1) Name of Accounting Auditors

Ernst & Young ShinNihon LLC

(2) Amount of compensation to Accounting Auditors for the fiscal year under review

Item	Amount of Compensation
Amount of compensation, etc. for the fiscal year under review	201 million yen
Sum of the amount of money and other material advantage to be paid by MMC and its subsidiaries to Accounting Auditors	348

- (Notes)
1. Among MMC's significant subsidiaries, Mitsubishi Motors North America, Inc. (U.S.), Mitsubishi Motors (Thailand) Co., Ltd. (Thailand) and four other companies are audited by Certified Public Accountants or audit corporations (including persons or entities with equivalent qualifications overseas) other than MMC's Accounting Auditors.
 2. The audit agreement between MMC and the Accounting Auditors does not clearly distinguish the amount of compensation for the audit under the Companies Act and that for the audit under the Financial Instruments and Exchange Act, and the two amounts cannot practically be distinguished from each other. Therefore, the amount of compensation indicated above for the fiscal year under review is the total of these two kinds of amounts.

(3) Details of non-audit work

MMC entrusted fact-verification duties concerning the Productivity Improvement Facility Investment Plan to the Accounting Auditors and paid consideration therefor.

(4) Policy on decision to dismiss or not reappoint Accounting Auditors

If the Board of Directors judges that it is necessary to dismiss or not reappoint the Accounting Auditors due to an impediment in the Accounting Auditors' execution of their duties or other such reason, the Board of Directors shall include this dismissal or non-reappointment in the purposes of the Ordinary General Meeting of Shareholders after obtaining the agreement of the Audit & Supervisory Board or based on a request from the Audit & Supervisory Board.

If the Audit & Supervisory Board judges that it is necessary to dismiss or not reappoint the Accounting Auditors due to an impediment in the Accounting Auditors' execution of their duties or other such reason, the Audit & Supervisory Board shall request the Board of Directors to include this dismissal or non-reappointment in the purposes of the Ordinary General Meeting of Shareholders.

If it is deemed that any of the items prescribed in Article 340, Paragraph 1 of the Companies Act apply to the Accounting Auditors, the Audit & Supervisory Board shall dismiss the Accounting Auditors based on the agreement of all the Audit & Supervisory Board Members. If this occurs, an Audit & Supervisory Board Member selected by the Audit & Supervisory Board shall report the dismissal of the Accounting Auditors and the reasons for this dismissal to the first Ordinary General Meeting of Shareholders held after the dismissal.

- (Notes)
1. The above is the policy on decisions to dismiss or deny reappointment of the Accounting Auditors in the fiscal year under review.
 2. In accordance with the "Act for partial revision of the Companies Act" (Act No. 90 of 2014), which came into force on May 1, 2015, the body for deciding proposals relating to the dismissal or non-reappointment of the Accounting Auditor has changed from the Board of Directors to the Audit & Supervisory Board.

System to ensure that the Members of the Board's performance of their duties complied with applicable laws and regulations and the Articles of Incorporation of MMC and other systems to ensure appropriate business activities

MMC considers strengthening governance through the development of its internal control systems to be an important management issue. Therefore, MMC ceaselessly reviews its internal control system in response to changes in the internal and external environment, and carries out improvements and enhancements mainly to ensure compliance with laws and regulations and appropriate and efficient execution of business. MMC has resolved the following matters regarding the Basic Policy on the Establishment of Internal Control Systems at the Board of Directors.

(1) System to ensure that the Members of the Board's and employees' performance of their duties complied with applicable laws and regulations and the Articles of Incorporation of MMC

- (a) To comply with standards of business ethics, MMC shall establish a code of conduct, build an organizational structure, and carry out education and training. MMC shall also establish a contact point for reporting internal problems to gather up information concerning business ethics, and shall use the information gathered to prevent and rectify problems and stop them from occurring again.
- (b) To monitor company management, MMC shall appoint Non-Executive Directors.
- (c) The internal audit divisions shall conduct strict audits to check whether the company's business execution is in violation of laws and regulations, the Articles of Incorporation, internal regulations or others. If a problem is discovered, the internal audit divisions shall report them to the relevant Members of the Board or others, and periodically check the status of improvement measures following occurrence.
- (d) MMC shall establish the Business Ethics Committee as a Board of Directors advisory committee composed of outside experts and strive to achieve further compliance with business ethics by obtaining direction and advice regarding MMC's business activities from an external perspective.

(2) Regulations and other systems to manage risk of loss

- (a) To manage business risk, MMC shall clearly prescribe respective standards for making proposals and reports to the Board of Directors and the Management Directors' Meetings in each of the rules of the Board of Directors and rules of the Management Directors' Meetings, and operate in accordance with these rules.
- (b) MMC shall appoint an employee in charge of risk management at each division, and shall make efforts to establish and strengthen the risk management structure with the said employee at the core of these efforts.
- (c) MMC shall establish a body in charge of promoting risk management and work to develop and strengthen its overall risk management structure.
- (d) To prepare for the occurrence of unforeseen circumstances, MMC shall develop a system to enable prompt reporting to Members of the Board and others, and prompt, accurate responses.

(3) System to ensure that the Members of the Board's performance of their duties is executed efficiently

- (a) MMC shall prescribe a management plan throughout the company and clarify detailed business targets and methods of execution at each functional company body in order to achieve the plan. Members of the Board shall periodically receive reports on the plan's implementation, and shall work to maintain and improve management efficiency.
- (b) MMC shall clarify the roles and authorizations of Members of the Board, and the Board of Directors and the Management Directors' Meetings shall execute business efficiently based on the rules of the Board of Directors and rules of the Management Directors' Meetings.
- (c) MMC shall unify the reporting lines in the organization, thus expediting decision making and improving internal communication. In addition, MMC shall develop a system for efficient organizational operation and business execution, thus securing efficient execution of duties by the Members of the Board.

(4) System to store and manage information related to the Members of the Board's performance of their duties

Based on internal rules, MMC shall prepare information pertaining to execution of duties by Members of the Board as physical documents or electronic data and appoint a person responsible for the management of this information. Preparation methods, retention methods, retention periods, duplication methods, disposal methods and other matters shall be determined in accordance with the relative importance of information, and the information shall be appropriately managed.

(5) System to ensure appropriate business activities of MMC group which comprises MMC, the parent company and the subsidiaries

- (a) MMC shall determine the bodies with control over subsidiaries, responsibilities and authorizations for the management of subsidiaries, management methods and other matters in the internal rules, thus securing proper operation of duties across the business group.
- (b) MMC and its subsidiaries shall ensure the appropriateness of their respective financial information and develop the bodies and internal rules necessary for the preparation and disclosure of reliable financial reporting.

(6) Matters related to employees requested by Audit & Supervisory Board Members to support audit activities

A body to assist the Audit & Supervisory Board Members with their duties shall be established and dedicated staff shall be allocated to this body.

(7) Matters related to independence of employees in (6) above from Members of the Board

When personnel changes are made in the staff assigned to assist the Audit & Supervisory Board Members with their duties, an opinion shall be sought from the Audit & Supervisory Board Members in advance. In addition, evaluations of these dedicated members of staff shall be carried out by the Audit & Supervisory Board Members.

(8) System to allow Members of the Board and employees to report information to Audit & Supervisory Board Members and other systems

- (a) The Audit & Supervisory Board Members shall attend meetings of the Board of Directors and other important meetings.
- (b) MMC shall develop a framework to steadily provide important internal information regarding management, compliance and other matters to the Audit & Supervisory Board Members and ensure that it is thoroughly operated.

(9) Other systems to ensure that Audit & Supervisory Board Members' activities are conducted effectively

The Audit & Supervisory Board Members shall periodically conduct exchanges of opinions with the President, and work in cooperation with the body in charge of internal auditing and the Accounting Auditors, thus facilitating proper communication and effective auditing operations.

(10) System toward elimination of criminal or unethical organizations

MMC and its subsidiaries shall, in a unified manner across all companies, respond to unreasonable demands from antisocial forces that pose a threat to the order and safety of society with a resolute stance, and shall ensure that they have absolutely no relations with antisocial forces.

Consolidated Financial Statements
Consolidated Balance Sheet

(As of March 31, 2015)

(In millions of yen)

Assets		Liabilities and net assets	
<u>(Assets)</u>	1,582,802	<u>(Liabilities)</u>	912,035
<u>Current assets</u>	963,658	<u>Current liabilities</u>	692,840
Cash and bank deposits	440,272	Notes and accounts payable – trade	353,862
Notes and accounts receivable – trade	184,653	Electronically recorded obligations – operating	21,018
Finance receivables	37,702	Short-term loans payable	90,907
Merchandise and finished goods	155,181	Current portion of long-term debt	27,643
Work in process	25,968	Lease obligations	3,338
Raw materials and supplies	30,533	Accounts payable – other and accrued expenses	122,128
Short-term loans receivable	2,377	Income taxes payable	5,829
Deferred tax assets	24,742	Deferred tax liabilities	11
Other	65,811	Allowance for product warranties	34,108
Allowance for doubtful accounts	(3,585)	Other	33,992
<u>Non-current assets</u>	619,143	<u>Non-current liabilities</u>	219,195
Property, plant and equipment, net	406,310	Long-term debt	25,914
Buildings and structures	80,347	Lease obligations	2,194
Machinery, equipment and vehicles	174,585	Net defined benefit liability	106,821
Tools, furniture and fixtures	37,142	Deferred tax liabilities	29,970
Land	97,129	Other	54,294
Construction in progress	17,105		
Intangible assets	14,043	<u>(Net assets)</u>	670,766
Intangible assets	14,043	<u>Shareholders' equity</u>	682,980
Investments and other assets	198,789	Common stock	165,701
Long-term finance receivables	40,446	Capital surplus	85,257
Investment securities	74,298	Retained earnings	432,241
Long-term loans receivable	6,953	Treasury stock	(220)
Net defined benefit asset	4,823	<u>Accumulated other comprehensive income</u>	(24,327)
Deferred tax assets	9,914	Valuation difference on available-for-sale securities	7,844
Other	69,115	Deferred gains or losses on hedges	286
Allowance for doubtful accounts	(6,763)	Foreign currency translation adjustment	(21,013)
		Remeasurements of defined benefit plans	(11,445)
		Minority interests	12,113
Total	1,582,802	Total	1,582,802

Consolidated Statement of Income
(From April 1, 2014 to March 31, 2015)

(In millions of yen)

	Amount
Net sales	2,180,728
Cost of sales	1,707,091
Gross profit	473,637
Selling, general and administrative expenses	337,724
Operating income	135,913
Non-operating income	23,046
Interest and dividends income	7,248
Foreign exchange gain	4,119
Equity in earnings of affiliates	10,613
Other	1,066
Non-operating expenses	7,343
Interest expenses	4,305
Litigation expenses	1,356
Other	1,682
Ordinary income	151,616
Extraordinary income	4,091
Gain on sales of non-current assets	408
Gain on revision of retirement benefit plan	2,448
Gain on sales of subsidiaries and affiliates' stocks	717
Other	517
Extraordinary losses	26,203
Loss on retirement of non-current assets	2,569
Impairment loss	20,145
Other	3,488
Income before income taxes and minority interests	129,504
Income taxes – current	17,179
Income taxes – deferred	(7,698)
Income before minority interests	120,023
Minority interests in income	1,853
Net income	118,170

Consolidated Statement of Changes in Net Assets

(From April 1, 2014 to March 31, 2015)

(In millions of yen)

	Shareholders' equity				
	Common stock	Capital surplus	Retained earnings	Treasury stock	Total shareholders' equity
Balance at beginning of year	165,701	85,257	340,714	(219)	591,453
Cumulative effects of changes in accounting policies			5,363		5,363
Balance at beginning of year reflecting changes in accounting policies	165,701	85,257	346,077	(219)	596,817
Changes of items during the period					
Dividends of surplus			(31,961)		(31,961)
Net income			118,170		118,170
Purchase of treasury stock				(0)	(0)
Change of scope of equity method			(45)		(45)
Net changes of items other than shareholders' equity					
Total changes of items during the period	—	—	86,163	(0)	86,163
Balance at end of year	165,701	85,257	432,241	(220)	682,980

	Accumulated other comprehensive income					Minority interests	Total net assets
	Valuation difference on available-for-sale securities	Deferred gains or losses on hedges	Foreign currency translation adjustment	Remeasurements of defined benefit plans	Total accumulated other comprehensive income		
Balance at beginning of year	5,786	(1,641)	(51,323)	(3,742)	(50,921)	9,477	550,009
Cumulative effects of changes in accounting policies							5,363
Balance at beginning of year reflecting changes in accounting policies	5,786	(1,641)	(51,323)	(3,742)	(50,921)	9,477	555,373
Changes of items during the period							
Dividends of surplus							(31,961)
Net income							118,170
Purchase of treasury stock							(0)
Change of scope of equity method							(45)
Net changes of items other than shareholders' equity	2,057	1,928	30,310	(7,703)	26,593	2,636	29,229
Total changes of items during the period	2,057	1,928	30,310	(7,703)	26,593	2,636	115,393
Balance at end of year	7,844	286	(21,013)	(11,445)	(24,327)	12,113	670,766

Notes to Consolidated Financial Statements

1. Basis of consolidated financial statements

(1) Scope of consolidation

(a) Number of consolidated subsidiaries and names of major consolidated subsidiaries

Number of consolidated subsidiaries: 42

Names of major consolidated subsidiaries

Kanto Mitsubishi Motor Sales Co., Ltd., Pajero Manufacturing Co., Ltd., Mitsubishi Motors North America, Inc., Mitsubishi Motors Europe B.V., Mitsubishi Motors (Thailand) Co., Ltd., Mitsubishi Motors Australia, Ltd., etc.

Change in scope of consolidation

MMC has included MMCA Auto Owner Trust 2014-1 and one other company in its consolidated subsidiaries from this fiscal year as they were newly established during the year.

In addition, MMC has excluded MMCA Auto Owner Trust 2009-1 and two others from its consolidated subsidiaries from this fiscal year due to their liquidation.

(b) Names of major unconsolidated subsidiaries, etc.

Names of major unconsolidated subsidiaries

Urawa Red Diamonds Co., Ltd., etc.

Reason for exclusion from scope of consolidation

The amounts of total assets, net sales, net loss or income, and retained earnings of unconsolidated subsidiaries, including the above, are all insignificant in size and do not have a significant impact on the consolidated financial statements in aggregate either, therefore such subsidiaries are excluded from the scope of consolidation.

(2) Application of the equity method

(a) Number of affiliates to which the equity method is applied and names of major companies, etc.

Number of affiliates to which the equity method is applied: 21

Names of major companies, etc.

MMC Diamond Finance Corp., JATCO Ltd., Vina Star Motors Corporation, GAC Mitsubishi Motors Co., Ltd., etc.

Change in scope of equity method

Starting from this fiscal year, Mitsubishi Motors de Portugal S.A. is excluded from the scope of MMC group's equity-method affiliates due to selling of shares.

(b) Names of unconsolidated subsidiaries and affiliates to which the equity method is not applied

Names of major companies, etc.

(Unconsolidated subsidiaries)

Urawa Red Diamonds Co., Ltd., etc.

(Affiliates)

Heian Manufacturing Co., Ltd., etc.

Reason for non-application of equity method

The amounts of net loss or income, retained earnings, and others of unconsolidated subsidiaries and affiliates to which the equity method is not applied are all insignificant in size and do not have a significant impact on the consolidated financial statements in aggregate either, therefore such unconsolidated subsidiaries and affiliates are excluded from the scope of equity method.

(3) Fiscal year end dates of consolidated subsidiaries

For those overseas consolidated subsidiaries, for which the fiscal year end date (December 31) is different from the consolidated fiscal year end date (March 31), additional financial statements are prepared as of March 31, for consolidation purposes.

(4) Accounting policies

(a) Valuation bases and methods of assets

(i) Securities

Held-to-maturity securities: Stated at amortized cost.

Other securities with a readily determinable market value:

Stated at fair value based on the market price on the consolidated balance sheet date and the cost of securities sold is computed based on the moving average method. The difference between the acquisition cost and the carrying value of other securities, including unrealized gains and losses, is recognized in valuation difference on available-for-sale securities in the accompanying consolidated balance sheet.

Other securities without a readily determinable market value:

Stated at cost determined by the moving average method.

(ii) Derivative financial instruments

Market price method (excluding interest rate swaps for which the special accounting provisions are applied)

(iii) Inventories

Inventories of MMC and its domestic consolidated subsidiaries are principally stated at cost determined by the first in first out method or specific identification method (under either method, the balance sheet carrying value is reduced to recognize any deterioration of recoverability). Inventories of the overseas consolidated subsidiaries are principally stated at the lower of cost or market value. Cost is determined by the specific identification method.

(b) Depreciation and amortization

(i) Property, plant and equipment (excluding leased assets)

Depreciation of property, plant and equipment (excluding leased assets) is principally calculated using the declining balance method or the straight line method over the estimated useful life of the respective assets for MMC and domestic consolidated subsidiaries. Depreciation is principally calculated using the straight line method for the overseas consolidated subsidiaries.

The useful lives of the assets are based on the estimated lives of assets for MMC and are consistent with the Corporation Tax Act for its domestic consolidated subsidiaries. The useful lives of the assets are determined based on the expected useful lives for the overseas consolidated subsidiaries.

(ii) Intangible assets (excluding leased assets)

Intangible assets (excluding leased assets) are amortized using the straight line method for MMC and its domestic consolidated subsidiaries and using the straight line method primarily over the period for which each asset is available for use for its overseas consolidated subsidiaries. Software intended for use by MMC and its domestic consolidated subsidiaries is amortized using the straight line method over a period of 5 years.

(iii) Leased assets

Assets recognized under finance leases that do not involve transfer of ownership to the lessee are depreciated using the straight line method based on the contract term of the lease agreement. If a guaranteed residual value is determined in the lease agreement, the said guaranteed residual value is deemed as the residual value of such leased assets. If the residual value is not determined, it is deemed to be zero.

(c) Allowances and provisions

(i) Allowance for doubtful accounts

The allowance for doubtful accounts has been provided based on MMC and its consolidated subsidiaries' historical experience with respect to write-offs and an estimate of the amount of specific uncollectible accounts.

(ii) Allowance for product warranties

The allowance for product warranty claims has been calculated based on MMC and its consolidated subsidiaries' historical experience and estimations with respect to future costs relating to claims.

(d) Other significant matters forming the basis of preparing the consolidated financial statements

(i) Translation of foreign currency accounts

Receivables and payables denominated in foreign currencies are translated into Yen at the rates of exchange in effect at the balance sheet date, and differences arising from the translation are included in the statements of income.

The accounts of the consolidated foreign subsidiaries are translated into Yen as follows:

- a. Asset and liability items are translated at the rate of exchange in effect on March 31;
- b. Components of shareholders' equity are translated at their historical rates at acquisition or upon occurrence; and
- c. Revenues, expenses, and cash flow items are translated at the average rate for the financial period.

Translation adjustments are included in "Net assets."

(ii) Hedge accounting

Forward foreign exchange contracts: deferral hedge accounting (those with forecast transactions)

Interest rate swaps: deferral hedge accounting or special accounting provisions prescribed in Accounting Standards for Financial Instruments

(iii) Net defined benefit liability

Accrued retirement benefits for employees at the end of fiscal year are calculated based on the retirement benefits obligation and the fair value of the pension plan assets estimated at the end of fiscal year.

Prior service cost is amortized using the straight line method over periods within the estimated average remaining service years of the employees.

Actuarial gains and losses are being amortized using the straight line method over the periods within the estimated average remaining service years of the employees.

Unrecognized actuarial gains and losses and unrecognized prior service costs were recognized in remeasurements of defined benefit plans in accumulated other comprehensive income in net assets after adjusting for tax effects.

When calculating retirement benefits obligation, the benefit calculation formula standard was used for attributing the expected defined net benefits to the period until this fiscal year under review.

(Additional information)

Effective from February 1, 2015, MMC changed from a defined benefit pension plan to a defined contribution pension plan, and adopted "Accounting for Transfers between Retirement Benefit Plans" (ASBJ Guidance No. 1, May 17, 2012) and "Guidance on Accounting for Transfers between Retirement Benefit Plans" (Practical Issues Task Force No. 2, May 17, 2012). As a result, a gain on revision of retirement benefit plan of 2,448 million yen is included in extraordinary income for this fiscal year.

(iv) Transactions subject to consumption taxes

Consumption tax is excluded from the transaction amount in the Statement of Income and is included in the Balance Sheet amount.

(v) Application of consolidated taxation system

The consolidated taxation system is applied.

(5) Method and period for amortization of goodwill

Goodwill is expensed when incurred or is amortized over seven years depending on the period over which it is estimated to be beneficial for each investment.

2. Change in accounting policy

(Application of Accounting Standard for Retirement Benefits)

Effective from this fiscal year, MMC adopted the “Accounting Standard for Retirement Benefits” (ASBJ Statement No. 26, May 17, 2012. Hereinafter referred to as the “Standard”) and the “Guidance on Accounting Standard for Retirement Benefits” (ASBJ Guidance No. 25, March 26, 2015. Hereinafter, the “Guidance”) with respect to the provisions of Section 35 of the Standard and Section 67 of the Guidance. Accordingly, MMC revised its methods for calculating retirement benefits obligation and service costs, changing the expected retirement benefit period attribution method from a straight-line basis to a benefit formula basis. Moreover, MMC changed its method for determining the discount rate from using the remaining service years of employees to a single weighted average discount rate.

In applying the Standard, etc., the financial effects of the changes to retirement benefits obligation and service cost calculation methods were reflected in the balance of retained earnings at the beginning of this fiscal year, according to the transitional treatment stipulated in Section 37 of the Standard.

As a result, the opening balance of retained earnings increased 5,363 million yen for this fiscal year. Its effect on the profit/loss for this fiscal year was immaterial.

3. Change in presentation method

(Consolidated Balance Sheet)

“Electronically recorded obligations-operating” which had been included in “Notes and accounts payable-trade” (355,724 million yen in the previous fiscal year), under current liabilities until the previous fiscal year, is presented as a separate item from this fiscal year due to the increase of the materiality of the account. The amount of “Electronically recorded obligations” was 9,145 million yen in the previous fiscal year.

4. Notes to Consolidated Balance Sheet

(1) Assets pledged as collateral and liabilities secured

(a) Assets pledged as collateral

Finance receivables and long-term finance receivables	71,872 million yen
Property, plant and equipment, net	106,154 million yen
Other	8,871 million yen
Total	186,898 million yen

(b) Liabilities secured

Short-term loans payable and long-term debt (including current portion)	118,571 million yen
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(2) Accumulated depreciation of property, plant and equipment 930,082 million yen

(3) Guarantee liabilities, etc.

(a) Guarantee liabilities

Guarantee recipient

PCMA Rus, LLC 8,713 million yen

Employees 788 million yen

Other 61 million yen

Total 9,562 million yen

5. Notes to Consolidated Statement of Changes in Net Assets

(1) Class and total number of issued shares at end of this fiscal year

Common stock: 983,661,919 shares

(2) Dividends of surplus

(a) Dividend payment

Resolution	Stock category	Total dividends (In millions of yen)	Dividend per share (In yen)	Cut off date	Effective date
Ordinary General Meeting of Shareholders held on June 25, 2014	Common stocks	24,586	25.0	March 31, 2014	June 26, 2014
Board of Directors meeting held on October 29, 2014	Common stocks	7,375	7.5	September 30, 2014	December 8, 2014

(Note) Dividend per share of 25 yen resolved by the Ordinary General Meeting of Shareholders held on June 25, 2014 included a special dividend of 10 yen per share.

(b) Of dividends for which the cut off date was in this fiscal year, dividends that would come into effect in the following fiscal year.

Expected resolution	Stock category	Resource of dividends	Total dividends (In millions of yen)	Dividend per share (In yen)	Cut off date	Effective date
The Ordinary General Meeting of Shareholders to be held on June 24, 2015	Common stocks	Retained earnings	8,359	8.5	March 31, 2015	June 25, 2015

6. Financial instruments

(1) Overview of financial instruments

(a) Our policy to manage financial instruments

MMC group's capital management policy is to limit its investments to low-risk financial products and to obtain its required funds mainly through bank borrowings. We use derivative instruments to hedge interest rate, foreign currency and similar risks, and we do not enter into any speculative transactions.

(b) Nature and risks of financial instruments and our risk management structure

Trade receivables, which includes notes receivable and accounts receivable, are exposed to the credit risk of our customers. To manage this risk, in accordance with MMC group's credit control rules, each group company monitors the financial condition of its major customers, as well as managing the maturity profiles and outstanding balances of the receivables on a customer by customer basis.

Trade receivables denominated in foreign currency are exposed to foreign currency risk. In principle, forward foreign exchange contracts are used to hedge the net position after offsetting foreign currency denominated payables.

Some investment securities are exposed to the risk of market price fluctuation. However, such securities are composed of mainly the stocks of companies with which MMC group has business relationships.

Trade payables, which include notes payable and accounts payable, and electronically recorded obligations-operating are mostly expected to be settled within one year. While trade payables include certain payables denominated in foreign currencies, in principle these are managed by netting against foreign currency denominated receivables.

Floating rate bank borrowings are exposed to interest rate risk. For some of the borrowings, derivative transactions (interest rate swaps) may be used as hedging instruments on an individual loan contract basis to hedge the interest payable fluctuation risk. Such transactions meet the criteria of special accounting provisions for interest rate swaps, and therefore hedge effectiveness assessment is not required.

Certain intercompany loans are exposed to foreign currency risk, however derivative transactions may be used as hedging instruments for some of these loans.

In order to mitigate counterparty risks, MMC group enters into derivative transactions only with highly rated financial institutions.

Trade payables and bank borrowings are exposed to liquidity risk. Each group company manages these risks, by preparing cash flow projections and other similar tools.

(2) Fair value of financial instruments

The carrying amount, fair value, and the difference between the carrying amount and the fair value of the financial instruments at March 31, 2015 are as follows.

	Carrying amount	Fair value	Difference
	<i>(In millions of yen)</i>	<i>(In millions of yen)</i>	<i>(In millions of yen)</i>
(a) Cash and bank deposits	440,272	440,272	—
(b) Notes and accounts receivable – trade	184,653	184,653	—
(c) Finance receivables	78,149		
Allowance for doubtful accounts (*1)	(2,414)		
	75,734	76,350	615
(d) Investment securities	21,151	21,151	—
Total assets	721,812	722,427	615
(a) Notes and accounts payable – trade	353,862	353,862	—
(b) Electronically recorded obligations-operating	21,018	21,018	—
(c) Short-term loans payable	90,907	90,907	—
(d) Long-term debt	53,557	53,539	(17)
(e) Accounts payable – other and accrued expenses	122,128	122,128	—
Total liabilities	641,474	641,456	(17)
Derivative transactions (*2)	50	50	—

(*1) Allowance for doubtful accounts recognized for individual financial receivable is deducted from the carrying amounts directly.

(*2) The amount of the receivable/payable derived from derivative transactions is presented on a net basis.

(Note)1 Method for measuring the fair value of financial instruments and matters relating to securities and derivative transactions

Assets

(a) Cash and bank deposits

The carrying amounts are used as fair values as these items are settled within a short period of time and the fair values are approximately equal to the carrying amounts.

(b) Notes and accounts receivable – trade

The carrying amounts are used as fair values as these items are generated in the normal course of business operations and principally settled within a short period of time and the fair values are nearly equal to the carrying amounts.

(c) Finance receivables

Finance receivables are classified by certain terms to maturity, and their fair values are determined based on the present values of the respective future cash flows discounted using appropriate rates, such as the rates of government bonds after adding credit risk premiums based on the credit risk classes.

(d) Investment securities

The fair values of investment securities are based on their respective market values.

Liabilities

- (a) Notes and accounts payable – trade, (b) Electronically recorded obligations-operating, (c) Short-term loans payable and (e) Accounts payable – other and accrued expenses

The carrying amounts are used as fair values of these items as these items are settled within a short period of time and the fair values are nearly equal to such carrying amounts.

(d) Long-term debt

Long-term debt is classified by certain terms to maturity, and their fair values are determined based on the respective present values of the total amount of principal and interest discounted using the prevailing interest rates that would be applied if similar loans were made at the valuation date.

Derivative transactions

The determination of fair values is based on quotations obtained from counterparty financial institutions.

As interest rate swaps under the special hedge provisions are accounted together with the corresponding hedged item (long-term debt), their fair values are reflected in the fair value of long-term debt.

(Note)2 Non-listed stocks and stocks of subsidiaries and affiliates (consolidated balance sheet amount: 53,146 million yen) do not have any quoted market price, and their future cash flows cannot be estimated and consequently, it is difficult to reasonably measure fair value. Accordingly, such financial instruments are not included in “(d) Investment securities.”

7. Income and equity per share

Stockholders' equity per share of common stock	669.74 yen
Net income per share of common stock	120.16 yen

8. Subsequent events

Not applicable.

Financial Statements

Balance Sheet

(As of March 31, 2015)

(In millions of yen)

Assets		Liabilities and net assets	
(Assets)	964,905	(Liabilities)	517,446
Current assets	523,823	Current liabilities	396,186
Cash and bank deposits	168,378	Notes payable – trade	3,043
Notes receivable – trade	7	Electronically recorded obligations – operating	21,018
Accounts receivable – trade	199,872	Accounts payable – trade	279,103
Finished goods	31,826	Lease obligations	3,086
Work in process	14,253	Accounts payable – other	48,324
Raw materials and supplies	13,507	Income taxes payable	701
Prepaid expenses	900	Accrued expenses	3,518
Short-term loans receivable	21,834	Deposits received	2,207
Deferred tax assets	18,821	Allowance for product warranties	10,647
Accounts receivable – other	45,162	Other	24,533
Other	9,972		
Allowance for doubtful accounts	(711)		
Non-current assets	441,081	Non-current liabilities	121,260
Property, plant and equipment, net	183,911	Long-term debt	10,000
Buildings	37,202	Lease obligations	1,538
Structures	6,852	Guarantee deposits received	4,410
Machinery and equipment	50,129	Provision for retirement benefits	81,727
Vehicles	1,213	Long-term accounts payable – other	8,051
Tools, furniture and fixtures	33,468	Deferred tax liabilities	6,593
Land	49,338	Asset retirement obligations	3,521
Construction in progress	5,705	Other	5,418
Intangible assets	9,907	(Net assets)	447,458
Intangible assets	9,907	Shareholders' equity	439,750
Investments and other assets	247,262	Common stock	165,701
Investment securities	26,149	Capital surplus	85,257
Subsidiaries and affiliates' stocks	182,312	Other capital surplus	85,257
Long-term loans receivable	2,141	Retained earnings	189,011
Investments in capital of subsidiaries and affiliates	21,721	Legal reserve	3,196
Guarantee deposits	5,963	Other retained earnings	185,815
Long-term prepaid expenses	5,159	Retained earnings brought forward	185,815
Other	5,128	Treasury stock	(220)
Allowance for doubtful accounts	(1,315)	Valuation and translation adjustments	7,708
		Valuation difference on available-for-sale securities	7,708
Total	964,905	Total	964,905

Statement of Income
(From April 1, 2014 to March 31, 2015)

(In millions of yen)

	Amount
Net sales	1,774,489
Cost of sales	1,513,990
Gross profit	260,499
Selling, general and administrative expenses	179,350
Operating income	81,149
Non-operating income	50,724
Interest and dividends income	49,917
Other	807
Non-operating expenses	8,815
Interest expenses	2,447
Foreign exchange losses	5,031
Other	1,336
Ordinary income	123,058
Extraordinary income	2,705
Gain on revision of retirement benefit plan	2,448
Other	257
Extraordinary losses	7,157
Loss on retirement of non-current assets	2,005
Impairment loss	3,230
Loss on valuation of subsidiaries and affiliates' stocks	896
Other	1,024
Income before income taxes	118,607
Income taxes – current	6,726
Income taxes – deferred	(10,037)
Net income	121,918

Statement of Changes in Net Assets
(From April 1, 2014 to March 31, 2015)

(In millions of yen)

	Shareholders' equity							
	Common stock	Capital surplus		Legal reserve	Retained earnings		Treasury stock	Total shareholders' equity
		Other capital surplus	Total capital surplus		Other retained earnings Retained earnings brought forward	Total retained earnings		
Balance at beginning of year	165,701	85,257	85,257	—	93,641	93,641	(219)	344,381
Cumulative effects of changes in accounting policies					5,413	5,413		5,413
Balance at beginning of year reflecting changes in accounting policies	165,701	85,257	85,257	—	99,055	99,055	(219)	349,794
Net change								
Dividends of surplus				3,196	(35,157)	(31,961)		(31,961)
Net income					121,918	121,918		121,918
Purchase of treasury stock							(0)	(0)
Net change of items other than shareholders' equity								
Total net change	—	—	—	3,196	86,760	89,956	(0)	89,955
Balance at end of year	165,701	85,257	85,257	3,196	185,815	189,011	(220)	439,750

	Valuation and translation adjustments			Total net assets
	Valuation difference on available-for-sale securities	Deferred gains or losses on hedges	Total valuation and translation adjustments	
Balance at beginning of year	5,649	(330)	5,318	349,699
Cumulative effects of changes in accounting policies				5,413
Balance at beginning of year reflecting changes in accounting policies	5,649	(330)	5,318	355,113
Net change				
Dividends of surplus				(31,961)
Net income				121,918
Purchase of treasury stock				(0)
Net change of items other than shareholders' equity	2,058	330	2,389	2,389
Total net change	2,058	330	2,389	92,345
Balance at end of year	7,708	—	7,708	447,458

Notes to Financial Statements

1. Significant accounting policies

(1) Valuation bases and methods of assets

(a) Securities

Subsidiaries and affiliates' stocks

Stated at cost determined by the moving average method.

Other securities

Other securities with a readily determinable market value:

Stated at fair value based on the market price on the balance sheet date and the cost of securities sold is computed based on the moving average method. The difference between the acquisition cost and the carrying value of other securities, including unrealized gains and losses, is recognized in valuation difference on available-for-sale securities in the accompanying balance sheet.

Other securities without a readily determinable market value:

Stated at cost determined by the moving average method.

(b) Derivative financial instruments

Market price method (excluding interest rate swaps for which the special accounting provisions are applied)

(c) Inventories

Finished goods and work in process

Principally stated at cost determined by the first in first out method (the balance sheet carrying value is reduced to recognize any deterioration of recoverability)

Raw materials and supplies

Stated at cost determined by the gross average method (the balance sheet carrying value is reduced to recognize any deterioration of recoverability)

(2) Depreciation and amortization

(a) Property, plant and equipment (excluding leased assets)

Depreciation of property, plant and equipment is calculated using the declining balance method (however, the straight line method is applied to buildings (excluding building improvements) acquired on or after April 1, 1998).

The useful lives of the assets are based on the estimated lives of assets for MMC. The main useful lives of assets are as follows.

Buildings and structures

3 to 60 years

Machinery, equipment and vehicles

3 to 17 years

Tools, furniture and fixtures

2 to 20 years

(Low value depreciable assets)

Assets for which the acquisition cost is equal to or more than 100,000 yen and less than 200,000 yen are depreciated in even amounts over three years pursuant to the provisions of the Corporation Tax Law.

(b) Intangible assets (excluding leased assets)

Intangible assets are amortized using the straight line method.

Software intended for use by MMC is amortized using the straight line method over a period for which each asset is available for use (5 years).

(c) Leased assets

Assets recognized under finance leases that do not involve transfer of ownership to the lessee are depreciated using the straight line method based on the contract term of the lease agreement. If a guaranteed residual value is determined in the lease agreement, the said guaranteed residual value is deemed as the residual value of such leased assets. If the residual value is not determined, it is deemed to be zero.

(d) Long-term prepaid expenses

Long-term prepaid expenses are amortized using the straight line method over a fixed period.

(3) Allowances and provisions

(a) Allowance for doubtful accounts

The allowance for doubtful accounts has been provided based on MMC's historical experience with respect to write-offs and an estimate of the amount of specific uncollectible accounts.

(b) Allowance for product warranties

The allowance for product warranty claims has been calculated based on MMC's historical experience and estimations with respect to future costs relating to claims.

(c) Provision for retirement benefits

Accrued retirement benefits for employees are calculated based on the retirement benefits obligation estimated at the end of fiscal year.

Prior service cost is being amortized using the straight line method over a fixed number of years (ten years) within the estimated average remaining service years of the employees.

Actuarial gains and losses are being amortized using the straight line method over a fixed number of years (ten years) within the estimated average remaining service years of the employees.

(Additional information)

Effective from February 1, 2015, MMC changed from a defined benefit pension plan to a defined contribution pension plan, and adopted "Accounting for Transfers between Retirement Benefit Plans" (ASBJ Guidance No. 1, May 17, 2012) and "Guidance on Accounting for Transfers between Retirement Benefit Plans" (Practical Issues Task Force No. 2, May 17, 2012). As a result, a gain on revision of retirement benefit plan of 2,448 million yen is included in extraordinary income for this fiscal year.

(4) Hedge accounting

(a) Forward foreign exchange contracts

Deferral hedge accounting (those with forecast transactions)

(b) Interest rate swaps

Deferral hedge accounting or special accounting provisions prescribed in Accounting Standards for Financial Instruments

(5) Transactions subject to consumption taxes

Consumption tax is excluded from the transaction amount in the Statement of Income and is included in the Balance Sheet amount.

(6) Application of consolidated taxation system

The consolidated taxation system is applied.

2. Change in accounting policy

(Application of Accounting Standard for Retirement Benefits)

Effective from this fiscal year, MMC adopted the “Accounting Standard for Retirement Benefits” (ASBJ Statement No. 26, May 17, 2012. Hereinafter referred to as the “Standard”) and the “Guidance on Accounting Standard for Retirement Benefits” (ASBJ Guidance No. 25, March 26, 2015). Accordingly, MMC revised its methods for calculating retirement benefits obligation and service costs, changing the expected retirement benefit period attribution method from a straight-line basis to a benefit formula basis. Moreover, MMC changed its method for determining the discount rate from using the remaining service years of employees to a single weighted average discount rate.

In applying the Standard, etc., the financial effects of the changes to retirement benefits obligation and service cost calculation methods were reflected in the balance of retained earnings at the beginning of this fiscal year, according to the transitional treatment stipulated in Section 37 of the Standard.

As a result, the opening balances of retained earnings increased 5,413 million yen for this fiscal year. Its effect on the profit/loss for this fiscal year was immaterial.

3. Change in presentation method

(Statement of Income)

“Loss on valuation of investment securities” (1,201 million yen for the previous fiscal year), which was presented as extraordinary losses in the previous year, is included in “Other” under extraordinary losses in this fiscal year due to its decreased financial materiality. Note that “Loss on valuation of investment securities” included in “Other” was 0 million yen.

4. Notes to Balance Sheet

(1) Assets pledged as collateral and liabilities secured

Assets pledged as collateral

Buildings (Note 1)	25,568 million yen
Land (Note 1)	9,089 million yen
Accounts receivable – other (Note 2)	1,209 million yen
Investment securities (Note 3)	46 million yen
Total	35,913 million yen

(Note 1) MMC provided collateral in respect of 10,000 million yen of the borrowings of Mitsubishi Motors (Thailand) Co., Ltd. (one of its subsidiaries) from financial institutions.

(Note 2) Accounts receivable - other were pledged based on a liability in a term lease contract relating to a building with Murata Medical Services, Ltd.

(Note 3) MMC provided collateral for the borrowings of Mizushima Eco-works Co., Ltd.

MMC has no obligations for such collateral.

(2) Accumulated depreciation of property, plant and equipment 671,534 million yen

Accumulated impairment losses are included in the accumulated depreciation amount.

(3) Guarantee liabilities, etc.	
Guarantee liabilities	
Guarantee recipient	
Mitsubishi Motors (Thailand) Co., Ltd.	29,240 million yen
PCMA Rus, LLC	8,713 million yen
Mitsubishi Motors North America, Inc.	773 million yen
Mitsubishi Motors Europe B.V.	49 million yen
Employees	788 million yen
Total	39,564 million yen
(4) Monetary receivables from subsidiaries and affiliates, and payables to subsidiaries and affiliates	
Short-term monetary receivables	92,520 million yen
Long-term monetary receivables	4,367 million yen
Short-term monetary payables	81,422 million yen
Long-term monetary payables	10,715 million yen

5. Notes to Statement of Income

(1) Volume of trade with subsidiaries and affiliates	
Sales	658,288 million yen
Purchases	622,504 million yen
Non-operating transactions	53,368 million yen
(2) Total amount of research and development expenses (Selling, general and administrative expenses)	45,057 million yen

6. Notes to Statement of Changes in Net Assets

Class and total number of treasury shares at end of fiscal year	
Common stock	221,845 shares

7. Income taxes

The significant components of deferred tax assets and liabilities

Deferred tax assets

Net operating losses carried forward	23,540 million yen
Allowance for doubtful accounts	648 million yen
Accrued retirement benefits	24,970 million yen
Loss on valuation of stocks of subsidiaries and affiliates, etc.	277,704 million yen
Accounts payable - warranties	15,214 million yen
Allowance for product warranties	3,481 million yen
Others	25,169 million yen
Subtotal	370,729 million yen
Less valuation allowance	(349,103) million yen
Total deferred tax assets	21,625 million yen

Deferred tax liabilities

Unrealized holding gain on securities	(3,610) million yen
Others	(5,786) million yen
Total deferred tax liabilities	(9,397) million yen
Net deferred tax assets	12,228 million yen

8. Related party transactions

(1) Parent company and major corporate shareholders, etc.

Attribution	Name of company, etc.	Percentage of voting stock held	Relationship with the related party	Details of transactions	Amount of transaction (In millions of yen)	Account title	Balance at year end (In millions of yen)
Major shareholder	Mitsubishi Corporation	Direct 10.07 Indirect 0.00	Sales of products, etc. and purchase of raw materials	Sales of products, etc. (Note)1	300,078	Accounts receivable - trade	23,444

(2) Subsidiaries and affiliates

Attribution	Name of company, etc.	Percentage of voting stock held	Relationship with the related party	Details of transactions	Amount of transaction (In millions of yen)	Account title	Balance at year end (In millions of yen)
Subsidiary	Mitsubishi Motors (Thailand) Co., Ltd.	Direct 100	Sales of products, etc. and purchase of products, etc.	Purchase of products, etc. (Note)2	416,760	Accounts payable - trade	51,881
						Accrued expenses	45
				Borrowings of funds (Note)3	-	Long-term debt	10,000
				Guarantee of obligations (Note)4	29,240	-	-
Subsidiary	Mitsubishi Motors Australia, Ltd.	Direct 100	Sales of products, etc.	Sales of products, etc. (Note)1	133,863	Accounts receivable - trade	13,057
Subsidiary	Mitsubishi Motors North America, Inc.	Direct 100	Sales of products, etc. and purchase of products, etc.	Sales of products, etc. (Note)1	114,362	Accounts receivable - trade	9,903
				Lending of funds (Note)5	1,091	Short-term loans receivable	14,180
Subsidiary	Mitsubishi Motors Europe B.V.	Direct 100	Sales of parts	Increased capital (Note)6	32,158	-	-

Consumption taxes are excluded from the amount of transaction, however, included in the balance at year end.

Terms and conditions of transactions and the policies on determination thereof:

- (Note) 1. MMC determines selling prices of products, etc. as a result of studies and negotiations, taking market prices and total costs into consideration.
- (Note) 2. MMC determines purchase prices of products, etc., as a result of studies and negotiations taking into consideration estimated costs, prices of current products, etc., and market prices for each product, etc. For interest payments incurred in association with the payment of liabilities, interest rates are determined reasonably taking market interest rates into consideration.
- (Note) 3. MMC determines the borrowing rates of borrowed funds in a reasonable manner taking market interest rates into consideration.
- (Note) 4. MMC guarantees obligations for loans, etc. from financial institutions, etc., which are funds for equipment, working capital, etc., and accordingly it receives no guarantee fees, and it has provided collateral in respect of 10,000 million yen of borrowings from financial institutions.
- (Note) 5. MMC determines the interest rates for the lending of funds in a reasonable manner taking market interest rates into consideration.
- (Note) 6. MMC converted loans and increased capital.

9. Income and equity per share

Stockholders' equity per share of common stock	454.99 yen
Net income per share of common stock	123.97 yen

10. Subsequent events

Not applicable.

Report of Accounting Auditors on the Consolidated Financial Statements

Report of Independent Auditors

May 15, 2015

The Board of Directors

MITSUBISHI MOTORS CORPORATION

Ernst & Young ShinNihon LLC

Mitsuo Sakamoto
Designated and Engagement Partner
Certified Public Accountant

Tomohiro Mizuno
Designated and Engagement Partner
Certified Public Accountant

Chihiro Yasunaga
Designated and Engagement Partner
Certified Public Accountant

Pursuant to Article 444, Section 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 MITSUBISHI MOTORS CORPORATION (the “Company”) applicable to the fiscal year from April 1, 2014 through March 31, 2015.

Management’s Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these 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 preparation and fair presentation of the consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditors’ Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in Japan. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors’ judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. The purpose of an audit of the consolidated financial statements is not to express an opinion on the effectiveness of the entity’s internal control, but in making these risk assessments the auditor considers internal controls relevant to the entity’s preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

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 MITSUBISHI MOTORS CORPORATION Group, which consisted of the Company and consolidated subsidiaries, applicable to the fiscal year ended March 31, 2015 in conformity with accounting principles generally accepted in Japan.

Conflicts of Interest

We have no interest in the Company which should be disclosed in compliance with the Certified Public Accountants Act.

Report of Accounting Auditors

Report of Independent Auditors

May 15, 2015

The Board of Directors

MITSUBISHI MOTORS CORPORATION

Ernst & Young ShinNihon LLC

Mitsuo Sakamoto
Designated and Engagement Partner
Certified Public Accountant

Tomohiro Mizuno
Designated and Engagement Partner
Certified Public Accountant

Chihiro Yasunaga
Designated and Engagement Partner
Certified Public Accountant

Pursuant to Article 436, Section 2, Paragraph 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, the notes to the financial statements and the related supplementary schedules of MITSUBISHI MOTORS CORPORATION (the “Company”) applicable to the fiscal year from April 1, 2014 through March 31, 2015.

Management’s Responsibility for the Financial Statements and the Related Supplementary Schedules

Management is responsible for the preparation and fair presentation of these financial statements and the related 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 related supplementary schedules that are free from material misstatement, whether due to fraud or error.

Auditors’ Responsibility

Our responsibility is to express an opinion on these financial statements and the related supplementary schedules based on our audit. We conducted our audit in accordance with auditing standards generally accepted in Japan. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements and the related supplementary schedules are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements and the related supplementary schedules. The procedures selected depend on the auditors’ judgment, including the assessment of the risks of material misstatement of the financial statements and the related supplementary schedules, whether due to fraud or error. The purpose of an audit of the financial statements is not to express an opinion on the effectiveness of the entity’s internal control, but in making these risk assessments the auditor considers internal controls relevant to the entity’s preparation and fair presentation of the financial statements and the related supplementary schedules in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements and the related supplementary schedules.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements and the related supplementary schedules referred to above present fairly, in all material respects, the financial position and results of operations of the Company applicable to the fiscal year ended March 31, 2015 in conformity with accounting principles generally accepted in Japan.

Conflicts of Interest

We have no interest in the Company which should be disclosed in compliance with the Certified Public Accountants Act.

Audit Report of the Audit & Supervisory Board

Audit Report

With respect to the Members of the Board's performance of their duties during the 46th fiscal year from April 1, 2014 to March 31, 2015, the Audit & Supervisory Board has prepared this audit report after deliberations based on the audit reports prepared by each Audit & Supervisory Board Member, and hereby reports as follows:

1. Method and Contents of Audit by Audit & Supervisory Board Members and the Audit & Supervisory Board

The Audit & Supervisory Board has established the audit policies, assignment of duties, etc., and received a report from each Audit & Supervisory Board Member regarding the status of implementation of their audits and results thereof. In addition, the Audit & Supervisory Board has received reports from the Members of the Board, etc. and the accounting auditors regarding the status of performance of their duties, and requested explanations as necessary.

In conformity with the Audit & Supervisory Board Member auditing standards established by the Audit & Supervisory Board, and in accordance with the audit policies and assignment of duties, etc., based on the following-described methods, each Audit & Supervisory Board Member examined the business report and related supplementary schedules for the fiscal year under review.

- (1) Each Audit & Supervisory Board Member endeavored to facilitate mutual understanding with the Members of the Board, the internal audit division and other employees, etc., endeavored to collect information and maintain and improve the audit environment.
- (2) Each Audit & Supervisory Board Member attended the meetings of the Board of Directors and other important meetings, received reports on the status of performance of duties from the Members of the Board and employees, etc. and requested explanations as necessary, inspected important approval/decision documents, and investigated the status of the corporate affairs and assets at the head office, research & development centers and plants.
- (3) Also, each Audit & Supervisory Board Member received reports on a regular basis from the Members of the Board and employees, etc., requested explanations as necessary, and provided opinions with respect to matters mentioned in the business report. Such matters consist of the contents of the Board of Directors' resolutions regarding the development and maintenance of the system to ensure that the Members of the Board's performance of their duties complied with applicable laws and regulations and the Articles of Incorporation of the Company and other systems that are set forth in Article 100, Paragraphs 1 and 3 of the Ordinance for Enforcement of the Companies Act of Japan as being necessary for ensuring the appropriateness of business activities of a joint stock company (kabushiki kaisha), and the systems developed and maintained based on such resolutions (internal control systems). Also, concerning the internal control system over financial reporting, each Audit & Supervisory Board Member received reports on the evaluation and status of audit of that internal control system both from the Members of the Board, etc. and Ernst & Young ShinNihon LLC, and requested explanations as necessary.
- (4) With respect to the subsidiaries, each Audit & Supervisory Board Member endeavored to facilitate mutual understanding and information exchange with the Members of the Board and Audit & Supervisory Board Members, etc. of each subsidiary and received from subsidiaries reports on their respective businesses as necessary.

In addition, based on the following-described methods, each Audit & Supervisory Board Member examined the financial statements (balance sheet, statement of income, statement of changes in net assets, and notes to financial statements) and the related supplementary schedules, as well as the consolidated financial statements (consolidated balance sheet, consolidated statement of income, consolidated statement of changes in net assets, and notes to consolidated financial statements), for the fiscal year under review.

- (1) Each Audit & Supervisory Board Member monitored and verified whether the accounting auditors maintained its independence and properly conducted its audit, received a report from the accounting auditors on the status of its performance of duties, and requested explanations as necessary.
- (2) Each Audit & Supervisory Board Member was notified by the accounting auditors that they had established a “system to ensure that the performance of the duties of the accounting auditors was properly conducted” (the matters set forth in the items of Article 131 of the Ordinance on Accounting of Companies) in accordance with the “Quality Control Standards for Audits” (Business Accounting Council, October 28, 2005), and requested explanations as necessary.

2. Results of Audit

(1) Results of Audit of Business Report, etc.

- (i) We acknowledge that the business report and the related supplementary schedules fairly present the status of the Company in conformity with the applicable laws and regulations and the Articles of Incorporation of the Company.
- (ii) We acknowledge that no misconduct or material fact constituting a violation of any law or regulation or the Article of Incorporation of the Company was found with respect to the Members of the Board’s performance of their duties.
- (iii) We acknowledge that the Board of Directors’ resolutions with respect to the internal control systems are appropriate. We did not find any matter to be mentioned with respect to the contents in the business report and Members of the Board’s performance of their duties concerning the internal control systems, including internal control systems over financial reporting.

(2) Results of Audit of Financial Statements and Related Supplementary Schedules

We acknowledge that the methods and results of audit performed by the accounting auditors Ernst & Young ShinNihon LLC, are appropriate.

(3) Results of Audit of Consolidated Financial Statements

We acknowledge that the methods and results of audit performed by the accounting auditors Ernst & Young ShinNihon LLC, are appropriate.

May 22, 2015

MITSUBISHI MOTORS CORPORATION	Audit & Supervisory Board
Audit & Supervisory Board Member (Full-time)	Hideo Kimura
Audit & Supervisory Board Member (Full-time)	Takitaro Fukuda
Outside Audit & Supervisory Board Member	Tatsuhiko Nojima
Outside Audit & Supervisory Board Member	Katsunori Nagayasu
Outside Audit & Supervisory Board Member	Toshimitsu Iwanami