

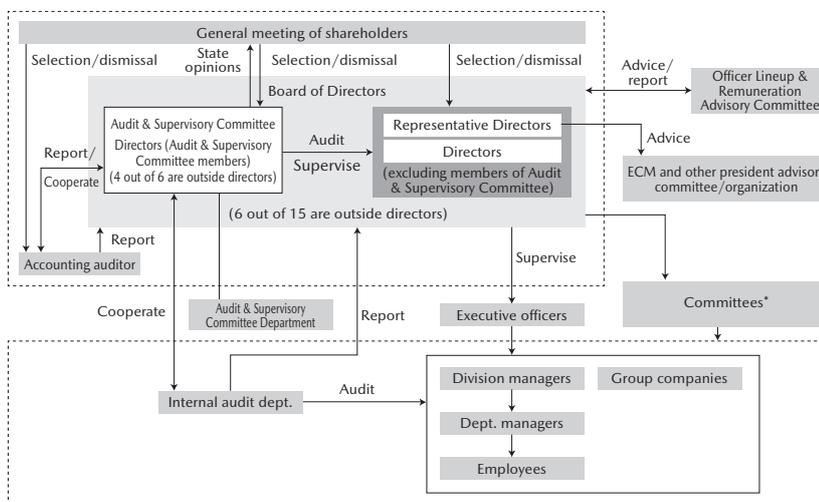
MANAGEMENT

Corporate Governance

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Mazda respects the purport of the Corporate Governance Code formulated by the Tokyo Stock Exchange and, while working to build a good relationship with its stakeholders, including shareholders, customers, suppliers, the local community and its employees, the Company strives to sustain growth and enhance its corporate value over the medium and long term through transparent, fair, prompt and decisive decision-making and to continue to enhance its corporate governance. The Company's surrounding business environment is undergoing rapid changes. In order to enable faster business decision-making, further enhance discussion of management strategies and strengthen supervisory functions of Board of Directors' meetings, Mazda has adopted a Company with an Audit & Supervisory Committees structure.

a Corporate Governance Framework



* Health & Safety Committee, Quality Committee, Risk & Compliance Committee, Human Rights Committee, Security Export Control Committee, etc.

b For detailed information, please see the following.

■ Corporate Governance Report

<https://www.mazda.com/en/investors/library/governance/>

■ Annual Report 2021

<https://www.mazda.com/en/investors/library/annual/>

- Officers' areas of responsibility, profiles, etc. (pp.64-65)
- Officers' compensation (p. 68)

■ Company Outline

<https://www.mazda.com/en/about/profile/executive/>

- Officers' areas of responsibility

■ Securities Report (Japanese only)

https://www.mazda.com/globalassets/ja/assets/investors/library/s-report/files/f_repo210625.pdf

- Corporate governance, etc. (pp. 32-48)

Corporate Governance Framework

Board of Directors

The Company's Board of Directors deliberates and makes decisions on items related to the execution of important business, such as management strategy and basic management policies, and supervises the execution of individual directors' duties. In addition, in order to facilitate quick and flexible decision-making, based on the Articles of Incorporation, a substantial part of decision-making regarding the execution of important business will be delegated to management, and executive directors including and below the president to whom authority has been delegated based on the Company's rules of administrative authority will make decisions regarding these matters. The board is made up of 15 directors, six of whom are highly independent outside directors.

Audit & Supervisory Committee

The Company's Audit & Supervisory Committee audits the Board of Directors' decision-making process and business execution through the execution of voting rights at board of directors' meetings and the execution of its right to state opinions on the personnel changes and remuneration of directors (excluding directors who are Audit & Supervisory Committee Members) at the general meeting of shareholders. The Audit & Supervisory Committee is made up of six members, four of whom are highly independent outside directors.

Accounting Auditor

Accounting audits are conducted by KPMG AZSA LLC.

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C Numbers of Directors in Board of Directors and Audits & Supervisory Committee

Directors*	Number	9 (Inside Directors:7, Outside Directors: 2), including 1 female director
Directors who are members of the Audit & Supervisory Committee	Number	6 (Inside Directors:2, Outside Directors: 4), including 1 female director
Total number of Directors	Number	15 (Inside Directors:9, Outside Directors: 6), including 2 female directors
	Ratio of Outside Directors	40%
	Ratio of Female Directors	13.3%

* Excluding directors who are members of the Audit & Supervisory Committee.

Management**Executive Officer System**

Mazda has also introduced an executive officer system. By separating execution and management, the effectiveness of the oversight of the Board of Directors is enhanced, and decision-making is speeded up through expanded debate by the Board of Directors and by delegating authority to executive officers. In this way, the Company is working to further managerial efficiency.

Officer Lineup & Remuneration Advisory Committee

The Company established the Officer Lineup & Remuneration Advisory Committee, made up of three representative directors and six outside directors and chaired by a representative director, as an advisory body to the Board of Directors. The committee reports to the board of directors the results of its deliberation on matters such as officer lineup and policies regarding the selection and training of directors, as well as remuneration payment policies and the remuneration system and process based on those policies, which contribute to the Company's sustainable growth and raising of corporate value in the medium and long term.

The policies and procedures for the nomination, appointment and dismissal of officers and for determining their remuneration are disclosed in the Corporate Governance Report.

Executive Committee Meetings, etc.

In addition to the general meeting of shareholders and meetings of the Board of Directors, the Audit & Supervisory Board and other bodies designated by law, Mazda holds executive committee meetings to report information necessary for debate on important companywide policies and initiatives and business management as well as advisory bodies, to contribute to decisions by the president.

Support System for Outside Directors

Mazda provides explanations of matters to be brought before the Board of Directors as necessary so that outside directors can freely state their opinions at board meetings and so that outside directors can easily participate in decision-making. The Company also arranges for outside officers to interview executive officers and provides opportunities for them to inspect facilities and participate in events both inside and outside the Company.

Audit & Supervisory Committee Members (full-time) offer observations based on information they have acquired or opinions they have formed through their attendance at important internal meetings or through their audit activities. The departments concerned work together to provide information based on the opinions of the outside directors and to support them.

Analysis and Evaluation of the Effectiveness of the Board of Directors

Mazda analyzes and evaluates the effectiveness of the Board of Directors in order to steadily advance measures for the further enhancement of the board's efficiency. In this initiative, based on a survey prepared by the board's secretariat, all of the directors evaluate the board's effectiveness. After the results are compiled by the secretariat, an analysis of the current situation is shared at a board meeting, and the ideal to be pursued and improvements are discussed.

In FY March 2021, the survey primarily covered the constitution of the Board of Directors, debate on the business strategy, debate on compliance and internal control, the provision of information (the amount of information, materials, explanations, and support for outside directors), and involvement in the debate. Additionally, results were inspected regarding the objectives of the transition to a Company with an Audit & Supervisory Committee, namely improved management decision-making speed, enhanced deliberation among the Board of Directors, and the strengthened supervisory function of the Board of Directors. Consequently, it was found that members of the Board of Directors were properly involved in determining the Company's business strategy and share an understanding of its content, that outside directors and corporate auditors expressed their opinions from an independent perspective after gaining an understanding of the Company's situation by receiving explanations of resolutions in advance and other forms of support, and that the oversight function of the execution of operations was ensured. Additionally, it was confirmed that the business strategy and other matters were thoroughly discussed by securing ample time, that decision-making speed had been improved by delegating the Board of Directors' authorities to representative directors within an appropriate scope based on the Company's Articles of Incorporation, and that active discussion was conducted without any problems even in an online meeting environment (Web conference) due to the COVID-19 pandemic. However, it was confirmed that although some improvements were observed compared with the previous year, initiatives are necessary to further improve and strengthen areas such as the monitoring of the business strategy and other important matters, as well as thorough discussion of risks and profitability. The Company will analyze and evaluate the board's effectiveness annually and continue to make improvements in order to enhance corporate value over the medium and long term.

Cooperation among Parties Responsible for Auditing

Audit & Supervisory Board members (full-time), the auditing company, and Mazda's auditing department hold three kinds of meetings on a regular basis to deepen their mutual understanding and improve the quality of auditing by exchanging information and opinions on audit plans and results.

Group Governance

To achieve comprehensive development of business, sustainable and stable growth, and proper governance as a group, Mazda has established and disseminated the Group Company Management Regulations to all its Group companies.

In the Mazda Group, each Group company has established a corporate governance framework in accordance with the Regulations as well as the laws and regulations of the relevant country, with the aim of enhancing cooperation between Mazda and the Group companies.

Japan

Group companies in Japan set the corporate auditors who audit directors' execution of their duties. Through the Group Audit & Supervisory Board Members' Meetings attended by Mazda's Audit & Supervisory Committee members (full time), the Audit & Supervisory Board members (full time) of the Group's large companies and the appointment of each Group company's part-time corporate auditors from among Mazda middle managers, Mazda aims not only to reinforce each Group company's governance framework but also to strengthen ties between Mazda and its Group companies.

Overseas

Many overseas Group companies hold meetings of the Audit Committee.*¹ Members participating in these meetings are executives and internal auditing-related departments of each overseas Group company, Mazda's executives and internal auditing-related department, and the department in charge of each Group company. They enhance each Group company's internal control by discussing and exchanging opinions on activities related to internal control. Mazda further provides appropriate guidance and support to other overseas Group companies, to improve their internal control-related initiatives.

Internal Auditing

The internal auditing departments of Mazda and its Group companies collaboratively conduct internal audits for the purpose of ensuring sound and efficient management. In June 2020, the Mazda Group Basic Internal Audit Regulations were established, which define basic and common matters concerning internal auditing, such as the role, mission, organizational position, and scope of activities. In accordance with the Regulations, Mazda's internal auditing department holds regular meetings with and training sessions online for the internal auditing departments of Group companies in Japan and overseas. In addition, the department also conducts various tasks, such as approval of the internal audit plans of Group companies, receipt of their internal audit reports and follow-up of their improvement activities, thereby ensuring consistency of auditing policies across the Group and gathering audit-related information. Also, Mazda's internal auditing department evaluates the functions of auditing departments of Group companies and supports their activities with the aim of strengthening internal auditing departments of respective Group companies. The Mazda's internal auditing department is staffed with those qualified as Certified Internal Auditor (CIA), Certified Information System Auditor (CISA), etc. Members of the department are continuously encouraged to improve their auditing skills, acquire specialized qualifications, and participate in outside training programs and internal workshops.

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d Status of cooperation

- Meeting between Audit & Supervisory Board members (full time) and the auditing company
- Meeting between Audit & Supervisory Board members (full time) and the Mazda's auditing department
- Three-party meeting among Audit & Supervisory Board members (full time), the auditing company, and the Mazda's auditing department

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e Internal auditing in Group companies

- Major Group companies (North America, Europe, China, Thailand, Australia, etc.): The internal auditing department of each company conducts audits and reports the results to Mazda. To ensure high auditing quality, Mazda's auditing department conducts audits advises on annual audit plans and audit results, and provides information related to auditing, and various other supports.
- Other Group companies in Japan and overseas, and Mazda: Mazda's auditing department conducts audits.

*1 Committees are set and operated independently for each overseas group company for the purpose of gathering information and exchanging opinions on internal control.

Management

System Auditing

The Mazda's auditing department and the internal auditing departments of overseas Group companies conduct audits on overall IT control concerning financial reports and IT security for individual operations and systems, with the aim of reducing IT-related risks.

Internal controls

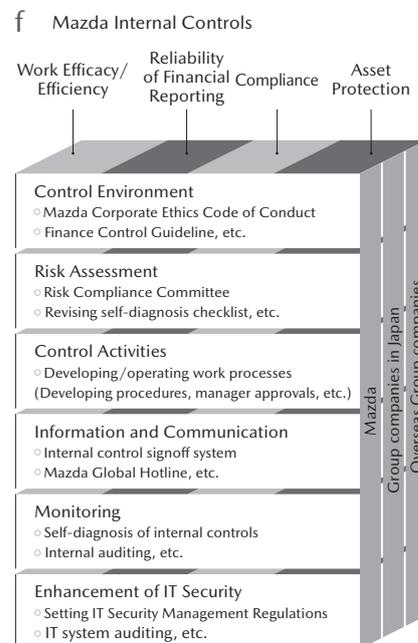
Mazda has established the Mazda Corporate Ethics Code of Conduct (see p. 112), which states action guidelines for employees, the Finance Control Guideline for global financial control, and other guidelines. Based on these guidelines, each department develops rules, procedures, manuals, etc. to promote establishment of internal control. For Group companies, cooperative systems have been established, in accordance with the affiliates' administration rules established by Mazda. The responsible department at Mazda supports training and system improvement for each Group company.

Internal Control Self-Diagnosis

In 1998 Mazda initiated a system of self-diagnosis of internal controls for the purpose of disseminating awareness concerning internal controls. Currently, self-diagnosis is carried out at almost all Mazda Group companies in Japan and overseas. This system enables the supervisors and persons in charge of actually developing and operating the processes and mechanisms, not third parties such as internal auditing departments or auditing companies, to evaluate internal controls using the checklist. Through this system, Mazda's departments and Mazda Group companies find inadequacies in internal controls and take actions to improve them. Mazda's relevant department reviews the checklist and makes necessary revisions while ensuring that any newly found risks will be reflected in the checklist so as to always ensure proper and effective diagnosis.

Implementation of Internal Controls Signoff System

From FY March 2007 Mazda has introduced the signoff system, in which top management of each department and each Group company of Mazda ensures internal controls by "signing off" after confirming the status and issues of its organization's internal controls through auditing and self-diagnosis. The Mazda Internal Controls Report is prepared based on the contents of these signoffs. From FY March 2010, for the purpose of early discovery of inadequacies at each department or Group company, a new system of quarterly reporting has been implemented whereby inadequacies found are reported to the Mazda's auditing department on a quarterly basis. For each inadequacy reported, the deadline and responsible person for improvement are specified to facilitate speedy improvement.



Risk Management

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Mazda makes continuous efforts to identify and reduce various internal and external risks in accordance with the Basic Policy on Risk Management, Risk Management Regulations, and other related internal regulations, so as to ensure continuous and stable progress of business activities. Among the risks identified, considering the level of importance, individual business risks are managed by the department in charge of that business area while company-wide risks are handled by departments that carry out business on a company-wide basis. These departments manage the risks appropriately, following the PDCA cycle.

In the event of an emergency, such as a natural disaster or situation that creates serious managerial consequences, Mazda takes appropriate measures in reference to its internal regulations, including establishing an emergency response taskforce when necessary. The Risk Compliance Committee reviewed the activities implemented under the medium-term action plan up to FY March 2020 and established a new medium-term action plan (2020-2024) in FY March 2021. In line with the new action plan, the committee has worked to further clarify the risks in the Company and its Group companies and to strengthen risk management. The committee has also ascertained the progress of these activities on a half-yearly basis. Its initiatives are periodically reported to the Board of Directors. In FY March 2021, as in the previous year, the committee confirmed the risks identified by each division and the progress of measures taken to address those risks, and it selected the common key issues to be addressed across the Mazda Group. Then, the committee took measures to deal with these key issues. Moreover, the committee clarified the rules that must be observed across the Group and launched a plan to strengthen Group companies' independent risk management activities in accordance with those rules.

Mazda is presently upgrading and expanding its business continuity plan (BCP) to avoid suspension of business that would extensively impact society. In response to the spread of COVID-19, Mazda holds regular meetings under the direct control of top management to discuss and address various issues, including infection prevention and production continuity.

Basic Policies of Risk Management

Concept

With the advance of IT and globalization and the growing awareness of environmental issues and compliance with the law, the environment surrounding the company's activities is rapidly changing, and it can be expected to change even further in the future. In order to realize this "Corporate Vision," it is necessary to specifically address these changes in the environment and minimize the potential risks that threaten to interfere with the continuous, safe furtherance of our business activities. The company must also create a system that will allow a rapid recovery when abnormal or emergency circumstances occur and gain the strong trust from our customers, shareholders and the community. The entire Mazda Group shall address risk management and work toward becoming a company that can truly be trusted.

Goals

In the following ways, Mazda shall strive for Enhancement of Corporate Value and Harmony with the Community thereby realizing the company's "Corporate Vision."

1. Ensure the health and safety of all those who make up the Mazda Group as well as local citizens
2. Maintain and increase the trust from the community
3. Make appropriate use of the tangible and intangible corporate assets of the Mazda Group
4. Secure interests of the stakeholders, earn their trust and meet their expectations
5. Support the functions of the organization and seek a rapid restoration of business activities at the time of abnormal circumstances or emergencies

Action Plan

All corporate officers and all employees shall have responsibility for carrying out risk management based on the awareness that risk exists in every facet of business activities. Risk management shall be addressed from all angles at every stage of operations.

Methods

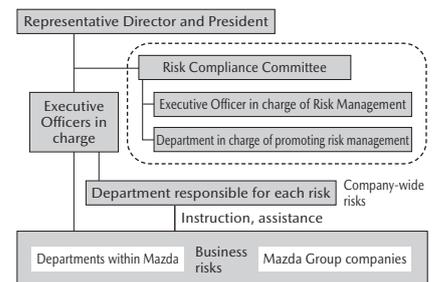
Risk management activities shall be divided into two types:

1. Continuous efforts to prevent and mitigate potential risks existing in everyday duties and the promotion of the proactive use of these activities (risk management)
2. Minimization of damage resulting from crisis and rapid recovery (crisis management)

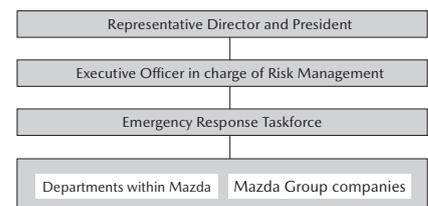
Scope of Application

1. Shall include the control of all types of business risk.
2. Shall apply to the entire Mazda Group including subsidiaries and related companies.

g Risk Management Structure in Normal Times



h Emergency Risk Management Structure



For incidents that fall outside the scope of existing risk management organizations and require a coordinated interdepartmental response, the executive officer in charge of risk management will consult with the president, establish an emergency response taskforce, and appoint a general manager for this taskforce.

■ Annual Report 2021

<https://www.mazda.com/en/investors/library/annual/>

•Business risk (pp. 16-17)

Response to Accidents and Other Emergencies

Mazda has been systematically working to enhance both the “hardware” and “software” aspects of emergency readiness, in preparation for major earthquakes such as the expected Nankai Trough Earthquake and tsunamis associated with them. Examples of such “hardware” and “software” measures include quake-proofing buildings and facilities and raising embankments, as well as introducing an employee safety confirmation system, maintaining emergency-contact networks and organizing self-disaster-defense teams.

Meanwhile, disaster drills are held both jointly with fire authorities and solely by Mazda’s self-disaster-defense teams, based on lessons learned from the Great East Japan Earthquake and other earthquakes that occurred in various parts of Japan. In FY March 2021, in addition to a simultaneous evacuation drill, the Company conducted practical disaster drills to prevent the spread of damage to neighboring areas due to a secondary disaster, by incorporating disaster simulation exercises to respond to various emergency situations, such as the leakage of high-pressure gas or hazardous substances, and practical training.

Information Security

Personal information and other important information are appropriately managed and protected based on the established information management policies and internal regulations, so as to ensure information security. The Information Security Committee*¹ recognizes cyber security risks across the entire supply chain, reports the identified risks to the Executive Committee Meeting and continuously takes measures under the initiative of the person in charge of information security.

Each year, Mazda checks the implementation status of information security measures and the management system. Also, Mazda participates in the Japan and U.S. Auto-ISAC,*² which collects and analyzes information on cyber security incidents detected within the industry.

To raise employees’ awareness about information security, Mazda requires its employees to execute training on the management of confidential information, protection of personal information, and IT security. When newly joining the Company, management of confidential information and personal information protection are covered in the introduction programs, while e-learning is used for IT security training. Other continuous education efforts are also available, including an Intranet site dedicated to information and knowledge on information security.

For companies in the Mazda Group, Mazda provides guidelines and educational tools regarding information security, realizing a group-wide effort to ensure information security.

IT Security Management Rules

The IT security policy based on several global standards for information security*³ has been established as IT security management rules, under which the mechanisms for security control and monitoring that should be incorporated into IT systems are determined. Whether such mechanisms are properly installed and operated is confirmed on both a regular and random basis.

Number of participants in drills* at Mazda Head Office

	FY March 2019	FY March 2020	FY March 2021
Participants	18,900	12,500	8,059

* Drill for disaster response, firefighting and first aid (using AED) in preparation for an earthquake, tidal wave, etc.

*1 An organization that manages company-wide information security on a global basis. The committee regularly holds company-wide information security meetings as the decision-making body regarding information security issues on a company-wide level.

*2 Stands for the Automotive Information Sharing & Analysis Center. In addition to participating in the U.S. Auto-ISAC, Mazda has participated in the establishment and operation of the Auto-ISAC of Japan (J-Auto-ISAC).

*3 These standards include the ISO 27000 series, the NIST SP800 series, and the NIST Cyber Security Framework.

Protection of Personal Information

Mazda rigorously protects personal information in line with its own Personal Information Protection Policy.

Handling rules are set out in order to ensure appropriate management of personal information, regular examination of management records for retained personal data is taken, and management statuses are checked once a year. In cases in which the handling of personal information is entrusted to outside parties, such contractors are carefully selected based on a checklist which determined the necessary items including security management. The Mazda Call Center responds to customers who wish to inquire about the Company's handling of personal information and those who request disclosure regarding privacy issues.

In FY March 2021, as in the previous year, Mazda reviewed the rules and mechanisms to enable more proper management of personal information, in view of the establishment and revision of laws and regulations concerning personal information in each country.

Personal Information Protection Policy

The Company endeavors to adequately protect the personal information of its customers, business partners, employees and other parties in accordance with laws and regulations on the protection of personal information and the basic guidelines described below.

1. Mazda shall establish Regulations for the Protection of Personal Information, to be adhered to by all parties that handle personal information.
2. Mazda shall put in place a presiding supervisor for the management of personal information, and provide corresponding educational activities for its employees (directors, employees, part-time workers, temporary agency workers, etc.) and other related persons.
3. Mazda shall acquire personal information through appropriate means. When collecting personal information, Mazda shall either inform that person of the purposes of use and its contact address, or announce such information by a well-recognized method or methods (such as through a website).
4. At Mazda, personal information shall only be utilized by those who have been authorized to manage such data, to the extent disclosed to the parties concerned or publicly announced, and within the scope necessary.
5. Mazda shall take all necessary measures required by law, including obtaining consent from the relevant party, for the provision of such personal information to a third party.
6. If Mazda assigns a third party to any business relating to personal information, the Company shall make an appropriate selection of the assignee for such business, and take all necessary measures required by law, such as conducting necessary and adequate supervision.
7. If Mazda receives any claim for disclosure, correction, suspension, or elimination of all or any part of the personal information retained by the Company, Mazda shall react appropriately in accordance with laws after the Company confirms that said claim was made by the relevant party.
8. Mazda shall ensure reasonable security measures, and continuously improve such measures to prevent illegal access, loss, destruction, falsification, and/or leakage of personal information.

Basic Policy on Intellectual Property

Mazda's overall vision for intellectual property is to use intellectual property as a management resource in support of its business management and enterprise activities, based on respect for its own and others' intellectual property.

Based on this vision, Mazda has established an Intellectual Property Committee to discuss and decide key items regarding intellectual property. The committee is comprised of division general managers from related divisions and chaired by an executive officer responsible for intellectual property issues.

Also, the invention incentive system increases motivation for inventions among employees working at the forefront of research and development. For its Group companies in Japan and overseas, Mazda supports them in developing/ implementing policies and establishing systems for handling intellectual property, with the aim of enhancing the intellectual property management functions of the entire Mazda Group.

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Invention and device awards

Once a year on Mazda's foundation day, certificates of commendation, commemorative medals, prize money, etc. are presented to the selected recipients through the manager of their department. No limit is set for the amount of prize money, so that inventors are fully rewarded for their contribution.

Protection of Intellectual Property and Intellectual Property Risk Management

Mazda's dedicated Intellectual Property Department leads Company activities regarding intellectual properties so as not to infringe upon the intellectual property rights of other companies, and conducts strategic activities aimed at fiercely protecting, accumulating, and making optimal use of the intellectual properties generated through these in-house activities.

1. Globally obtains rights concerning intellectual properties created by its business activities, including new technologies, markings, model names and vehicle designs, and protects Mazda technologies, designs and the Mazda brand.
2. Takes steps to exhaustively uncover as well as prevent and solve any problems regarding intellectual properties that may obstruct business activities in each domain, such as infringement of other parties' patent rights; trademark rights, design rights and copyrights; and violations of the Unfair Competition Prevention Act.

In May 2020, Mazda Motor Corporation joined the IP Open Access Declaration Against Covid-19 to cooperate in preventing the spread of the novel coronavirus in terms of intellectual property activities. The declaration states that for a fixed period of time, all participating companies and research institutions will not exercise any intellectual property rights, such as patent rights, utility model rights, design rights and/or copyrights, for acts aimed at ending the spread of Covid-19. This is in order to allow for prompt development, manufacturing and provision of therapeutic drugs, vaccines, medical equipment, infection control products, etc. that can prevent the spread of the novel coronavirus pandemic.

Awareness-Raising Activities

The Mazda Corporate Ethics Code of Conduct (see p.112) stipulates "Protect confidential information. Never infringe on any intellectual property rights, whether belonging to Mazda or another party," so as to clearly convey a relevant code of conduct to all employees and guide their behavior. The Intellectual Property Department is responsible for the overall management of intellectual property, and also regularly conducts awareness-raising activities to instill respect for intellectual property law. Based on periodic review of risks according to changes in the external environment, the Department offers awareness-raising programs tailored to the management level and position of each employee and executive in Mazda and each Mazda Group company at home and overseas. For example, in accordance with increasing opportunities to co-create new technologies and new services with others outside the Company, Mazda has provided education on the risks involved in joint development. In addition, in response to an increase in communication through social media, Mazda has recently provided education with particular focus on intellectual property risks in the internet environment, thereby promoting information sharing and awareness raising to prevent intellectual-property-related problems.

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k Examples of awareness-raising activities

- Preparing manuals for creating and publishing materials
- Developing Mazda-Shared Image-Collection, which collects communication materials that involve no risks of intellectual property infringements

Brand Protection (Measures against Imitation Products)

To protect customers, Mazda implements activities to eliminate the risk posed to customers by the purchase of imitation products. These activities are aimed at supporting and improving the strength of the Mazda brand and its trustworthiness, as a brand that continues to be relied on by customers.

[Details of Activities]

1. Mazda develops and implements its own measures against the sale of imitation products.
2. Mazda actively participates in programs organized by the private and public sectors against imitations.
3. To promote brand protection activities in countries and regions that are major sources of imitation products, Mazda implements constructive and systematic measures through local related companies and in close cooperation with government and other agencies tasked with exposing imitation products.

Management

Compliance

At Mazda the concept of compliance applies not only to laws and regulations, but also includes adherence to other rules such as internal guidelines and societal norms and expectations. Business operations are conducted in accordance with the Mazda Corporate Ethics Code of Conduct to ensure fair and honest practice. As part of its efforts to prevent corruption, Mazda presents its basic ideas on anti-corruption in the Guidelines on the Mazda Corporate Ethics Code of Conduct. Also, to promote highly transparent and fair transactions with all partner companies, Mazda has established the Guidelines on Entertainment and Gifts, which lays out the policy for prohibiting bribery.

These guidelines are revised as needed to cope with changes in the social environment, social needs, etc.

Overseas as well, Mazda not only complies with international regulations and the laws of each country and region, but also respects local history, culture, and customs.

The Global Employee Engagement Survey, which includes a questionnaire concerning compliance, is conducted to check the employees' degree of understanding of compliance.

Outline of the Mazda Corporate Ethics Code of Conduct

Five principles of "faithful" behavior

1. To comply with laws and regulations, company rules, common sense and sound practice in international society.
2. To be fair and even-handed.
3. To fulfill the company's social responsibilities.
4. To fulfill your own duties truthfully.
5. To be honest.

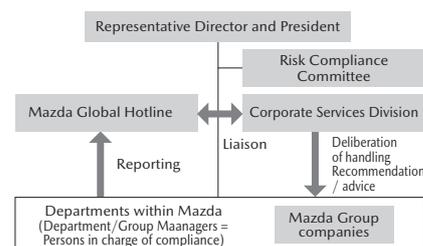
Guidelines

1. Comply with laws and regulations and the company rules. In a situation where such rules are not clearly defined, make a judgment considering their spirit.
2. Treat employees, customers and clients fairly and justly. Do not obtain from or give anybody an unjust benefit and/or favor taking advantage of your business position.
3. Make distinctions between public and private affairs, and never pocket or abuse the company assets.
4. Keep confidential information. Never infringe on any intellectual property rights, whether it belongs to Mazda or another party.
5. Seek to develop, manufacture and sell products taking human safety and the environment into consideration.
6. Act with a view to seeking sound profit.
7. Respect human rights and human dignity.
8. State the truth honestly and timely in reporting internally and/or to the public.

Recommendation from the Japan Fair Trade Commission

On March 19, 2021, Mazda received a recommendation from the Japan Fair Trade Commission (JFTC) based on the Act against Delay in Payment of Subcontract Proceeds, Etc. to Subcontractors (Subcontract Act) with regard to transactions with subcontractors. It was determined that Mazda had breached the Subcontract Act (Article 4, Paragraph 2, Item 3 "Prohibition of requesting unreasonable economic benefit") by receiving, in relation to part of a centralized purchase of materials for automobile parts, the difference between the price at which three materials manufacturers sold to the parts manufacturer and the price agreed in advance between the materials manufacturers and Mazda as settlement. Mazda has not requested the materials manufacturers to pay the settlement since November 2019, and the form of transaction that was determined to be a problem has been abolished. In addition, Mazda has already returned the full amount that was found to be "unreasonable profit," including the transfer fee, to the materials manufacturers. To prevent this kind of incident from recurring, Mazda will strengthen its legal compliance system by means such as strengthening the legal affairs department's check system, implementing recurrence prevention measures including regular training for all employees and enhanced training programs for employees engaged in transactions with subcontractors.

Compliance Promotion System



Global Employee Engagement Survey Percentage of positive responses (Consolidated)

	FY March 2019	FY March 2020	FY March 2021
Legal and company policy compliance is strictly observed in this company.	77%	76%	76%

Overview of Compliance Activities

- 1997 Ethics Committee established under the direct supervision of the president
- 1998 Mazda Corporate Ethics Code of Conduct established
- Guidelines on Entertainment and Gifts established
- 1999 Ethics Advisory Office established
- 2002 Compliance Seminar held for executives and middle managers (once a year in principle)
- 2005 A mandatory e-learning course held for all indirect employees
- Ethics Questionnaire conducted targeting executives and employees
- A wallet-size "Compliance Card" is distributed to every employees in the Mazda Group.
- 2007 The Mazda Global Hotline established
- 2008 Distribution of "Learning from Other Companies" and "Compliance Communications" started on the Company Intranet
- The Ethics Committee reorganized to Risk Compliance Committee
- 2013 Compliance Card revised and disseminated through the Mazda Global Hotline
- 2017 Distribution of "Let's Learn Together about Compliance!" started on the Company Intranet
- 2019 The Special Risk Compliance Committee Meeting organized for executive officers and department heads held (sharing of the Company's cases)

Management

Mazda Global Hotline

The Company has established the Mazda Global Hotline, as an in-house system to receive reports regarding non-compliance and other issues. With its contact points set up both inside the Company and outside (attorney's office), the hotline enables Mazda Group employees to choose a contact point to submit their reports to either under their real names or anonymously. The content of these reports is carefully handled, and the whistleblowers' confidentiality is completely protected. In so doing, Mazda takes sufficient follow-up measures to ensure that those who make reports to the hotline or who cooperate in an investigation will not be subject to unfavorable treatment. The Company has distributed the Compliance Card with the contact information to all employees at Mazda Motor Corporation, on the occasion of compliance education. As part of its efforts to make the hotline better known to everyone, Mazda puts up posters and implements e-learning programs.

In FY March 2021, in response to the amendment to the Whistleblower Protection Act, Mazda started reviews of its relevant regulations and the operating procedures of the persons in charge of contact points.

The Mazda Global Hotline is also introduced to suppliers so that they can report the questions arose from any transaction.

The hotline received a total of 53 reports, including consultation, in FY March 2021. The major contents of the reports were about harassment and other labor-related problems, working hours management, and suspected violations of the Mazda working regulations. Of all the reports received, 28 were regarding Mazda, 24 were regarding Group companies, and one was regarding an unknown company.

Compliance Education

Mazda believes that mere adherence to laws and regulations is not enough; it is important to have each and every employee understand the essence of such laws and regulations and to practice integrity.

Various compliance education activities are organized in line with the changes in the social environment and social needs. The content of voluntary learning opportunities using e-learning is also being enhanced.

Continued initiatives targeting executives and middle managers of Mazda as well as Group company executives are also taking place to reemphasize the importance of compliance through compliance seminars taught by internal and external lecturers, and timely provision of information.

Enhancing Global Tax Compliance

The Mazda Group handles tax affairs with integrity, in keeping with the Mazda Corporate Ethics Code of Conduct and other relevant rules and regulations. It is an important duty as a good corporate citizen to pay taxes in an appropriate and timely manner, in accordance with followings: international rules, each country's laws and regulations, and the Company's Finance Control Guidelines. With this in mind, Mazda contributes to social development in each country, by voluntarily fulfilling its tax obligations.

The Mazda Group supports the Base Erosion and Profit Shifting (BEPS) initiatives, which are promoted by the OECD and the G20 countries. The Group will not engage in tax-evasion behaviors through the abuse of tax havens, but will sincerely cooperate in implementing information disclosure in response to requests from the tax authorities of each country, to ensure tax transparency. Particularly in its global business operations, Mazda is well aware of the importance of transfer pricing taxation as a means of determining proper profit-sharing among Group companies in the respective countries. By promoting active dialogue with tax authorities through effective use of Advance Pricing Arrangement, the Mazda Group is committed to transparent and fair transfer pricing.

The Group will continue to establish trusted relationships with the tax authorities in each country and enhance tax compliance from a global standpoint, while taking into account changes in the social environment and needs regarding tax affairs.

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Mazda Global Hotline



Various Contact Points



Compliance Education Themes (Example)

- Agreement
- Insider Stock Trading
- Act on Subcontracting
- Act against Unjustifiable Premiums and Misleading Representations
- Anti-Monopoly Act
- Security Export Control
- Non-Disclosure Agreement
- Anti-Corruption (entertainment and gifts)
- Copyright
- Personal Information
- Security Control
- Ordinances on Exclusion of Violence Group
- Unfair Competition Prevention Act (including bribery of national civil servants)
- Outsourcing Agreement
- And others

Supporting Enhancement of Compliance at Dealerships in Japan

To support transparent management throughout all Mazda Group companies, Mazda systematically promotes the strengthening of compliance among its dealers in Japan based on the principle as compliance being the base for building the brand.

Specific initiatives:

- The Sustainability site has been opened on the intranet used by all dealerships in Japan in order to promote understanding of compliance and internal controls among dealership employees. The site provides the “Standard Operating Procedures,” which define the basic business operations to be performed by dealerships, as well as education tools, such as “One-point Lessons on Compliance” concerning near-at-hand case studies, “Learning from Other Companies,” which records the true causes of accident cases and recurrence prevention measures, and specialized e-learning programs.
- Questions encompassing risks concerning standard operating procedures and laws particular to dealerships in Japan as well as internal control were added to the Self Diagnosis Checklist on Internal Controls, which is deployed throughout the Mazda Group. It supports the promotion of dealership management in compliance with related laws and improvement of work efficiency. The Self-Diagnosis Checklist reflects examples of dealerships’ activities. It is intended to promptly share best practices and risks with related parties and to promote more practical self-diagnosis.
- At training sessions with dealerships in Japan, trainees’ awareness is raised to fully implement measures to find inadequacies in compliance and internal controls and prevent recurrence of similar problems. They also share examples of these inadequacies with related parties and carry out relevant investigations.
- For immediate reporting of problems regarding compliance, internal controls, human rights and other Sustainability-related issues, an in-house consultation contact point has been set up at each dealership in Japan, and effective use of the Mazda Global Hotline reporting system has been brought back to attention.