

To Those Shareholders with Voting Rights

Shinji Kamei
President
MABUCHI MOTOR CO., LTD.
430 Matsuhidai, Matsudo-shi, Chiba-ken, Japan

**NOTICE OF RESOLUTIONS PASSED
AT THE 66TH ORDINARY GENERAL MEETING OF SHAREHOLDERS**

We are pleased to announce that the scheduled matters were reported and resolved as follows at the 66th Ordinary General Meeting of Shareholders held today.

Matters reported:

1. The Business Report and the Consolidated Financial Statements for the 66th Fiscal Term (from January 1, 2006 to December 31, 2006), as well as the Audit Reports of the Independent Certified Public Accountants and the Board of Statutory Auditors for the Consolidated Financial Statements
The contents of the above Business Report and the Consolidated Financial Statements and the Audit Reports for the Consolidated Financial Statements were duly reported.
2. The Financial Statements for the 66th Fiscal Term (from January 1, 2006 to December 31, 2006)
The contents of the above Financial Statements were duly reported.

Matters resolved:

Proposal 1: Proposed Appropriation of Surplus for the 66th Fiscal Term

The matter was approved as originally proposed. The year-end dividend was determined to be an ordinary dividend of ¥30 plus a special dividend of ¥33, for a total of ¥63 per share. The aggregate dividend totals ¥2,492,246,043.

The distribution of surplus was determined to be paid from March 30, 2007.

Proposal 2: Proposed Partial Amendments to the Articles of Incorporation

The matter was approved as originally proposed.

The amendments were as follows:

(1) An amendment was approved to allow the Company to adopt electronic dissemination for advertisement and release of public relations information and to prepare a supplementary method in the event of an emergency or if something should happen to make electronic advertisement impossible.

(2) The following amendments were approved following the enforcement of the Corporation Law (2005 Law, No. 86), the “Law Concerning Arrangements of Related Laws Due to Enforcement of the Corporation Law” (2005 Law, No. 87) and other related laws, effective on May 1, 2006.

1. The Company established a new Article to stipulate organs to be installed in the Company pursuant to the Corporation Law.

2. The Company established a new Article to clarify the rights with respect to shares constituting less than one unit.

3. In light of dissemination of the Internet and to rationalize the procedure to convene a General Meeting of Shareholders, the Company established a new Article to stipulate that the Company shall be deemed to have provided necessary documents such as the Reference Documents for the General Meeting of Shareholders by having presented such information using the Internet.

4. The Company made a necessary amendment to clarify the number of proxies who can exercise a voting right attending the General Meeting of Shareholders.

5. For more flexible management of the Board of Directors, the Company established a new Article to allow the Board of Directors to make a resolution without holding a meeting of the Board of Directors.

6. To make it easier to invite competent human resources from outside the Company, the Company established new Articles to be able to enter into an agreement limiting liability for compensation of damages with outside directors and outside statutory auditors.

7. In addition to the above amendments and to comply with the Corporation Law, the Company made necessary amendments such as changes in wording, expressions and terms of the current Articles.

(3) In addition to the above amendments, the Company made necessary amendments throughout the Articles of Incorporation such as changes in wording, expressions and terms of the current Articles as well as adding, eliminating, revising and rearranging some Articles and provisions.

Proposal 3: Election of Seven (7) Directors

The matter was approved as originally proposed. Takaichi Mabuchi, Shinji Kamei, Nobuyo Habuchi and Shunroku Nishimura were reelected as directors and took office again. As new directors, Akira Okuma, Takashi Kamei and Kaoru Kato were elected and took office.

Proposal 4: Payment of Retirement Benefits to Retiring Directors

As originally proposed, it was approved that retirement allowances be presented to the Directors—Sun Zuei Che, Seiya Nakanishi, Yasuo Uehara and Yoshinori Sugimoto, who are retiring from their office at the conclusion of this Meeting, in commendation for their faithful and outstanding services to the Company, within due amounts calculated in accordance with the Company's relevant standards.

It was also approved that the amounts, timing and method of payment of such allowances to the retiring directors be left to the discretion of the Board of Directors.

Proposal 5: Payment of Bonuses to Directors and Statutory Auditors

As originally proposed, it was approved that that bonuses be paid to eight (8) Directors and four (4) Statutory Auditors in office as of the end of this term to reward their services to the Company for this fiscal year in the aggregate amount of ¥55 million, consisting of ¥48 million for Directors and ¥7 million for Statutory Auditors.

Proposal 6: Proposed Revision of the Amount of Compensation to Directors and Statutory Auditors

The matter was approved as originally proposed at the amount of compensation to Directors within ¥15 million a month as a fixed amount, and a variable amount within 0.7% of each fiscal year's consolidated net income (computed excluding profit-related compensation to directors) with a ceiling amount of ¥200 million a year, effective from 2007. Compensation to Statutory Auditors from 2007 was approved at an amount within ¥4 million a month as a fixed amount.

It was also approved that no change be made in the conventional computation of compensation to a director having duties in an employee's capacity that does not include an employee's portion within compensation of a director.

At the Board of Directors meeting held after the Ordinary General Meeting of Shareholders, the following representative directors and directors with a special title were elected and accepted the appointment.

Takaichi Mabuchi, Chairman and Representative Director

Shinji Kamei, President and Representative Director

Nobuyo Habuchi, Executive Managing Director

Shunroku Nishimura, Managing Director

Payment of Dividend for the 66th Fiscal Term

1. Please refer to the enclosed "Postal Transfer Payment Notice" and take receipt of the dividend by the method most convenient for you.
2. If you have already designated a specific account to which we should transfer the dividend, please refer to the enclosed "Dividend Calculation Sheet for the Fiscal Term" and "Reference to the Beneficiary Account for Dividend Transfer."