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Securities Identification Code: 7202
June 6, 2012

To Our Shareholders,

Susumu Hosoi, President
ISUZU MOTORS LIMITED
26-1, 6-chome, Minami-oi,
Shinagawa-ku, Tokyo

NOTICE OF CONVOCAION OF THE 110TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 110th Annual General Meeting of Shareholders of the Company, which will be held as described below.

If you are unable to attend the meeting, you may exercise your voting rights by either of the following methods. Please refer to the attached Reference Material for the General Meeting of Shareholders and cast your vote.

Voting via Postal Mail

Please indicate your approval or disapproval on the Voting Rights Exercise Form enclosed herewith, and return the form to us to arrive no later than 5:30 p.m. on Wednesday, June 27, 2012.

Voting via the Internet

Please access our voting website (<http://www.evotep.jp/>) with a personal computer, smartphone, or cellular phone, and use the log-in ID and temporary password shown on the enclosed Voting Rights Exercise Form. Follow the on-screen instructions to indicate your approval or disapproval no later than 5:30 p.m. on Wednesday, June 27, 2012. Please also refer to the "Guide to Exercising Voting Rights via the Internet" on page 3.

- 1. Date & Time:** Thursday, June 28, 2012 at 10:00 a.m.
(The reception desk will open at 8:45 a.m.)
- 2. Venue:** ISUZU Hall
Second Floor, Oomori Bell Port A,
26-1, 6-chome, Minami-oi, Shinagawa-ku, Tokyo
ISUZU MOTORS LIMITED

3. Agenda of the Meeting

Items to be Reported

1. The Business Report and the Consolidated Financial Statements, as well as the results of the audits of the Consolidated Financial Statements by both the Independent Auditor and the Board of Corporate Auditors for the 110th Term (from April 1, 2011 to March 31, 2012) are to be reported in detail.
2. The Financial Statements for the 110th Term (from April 1, 2011 to March 31, 2012) is to be reported in detail.

Items to be Resolved

- Proposal 1 Appropriation of Surplus
- Proposal 2 Election of Six (6) Directors
- Proposal 3 Election of Two (2) Corporate Auditors

4. Items Relating to the Meeting

- 1) Votes that do not indicate approval or disapproval
If you do not indicate your approval or disapproval of a proposal in your vote, we will assume that you have voted in favor of the proposal.
- 2) Multiple exercises of voting rights
 - i) If you cast multiple votes by using both the postal Exercise Form and the Internet Voting Rights Exercise site, we will deem your Internet vote to be valid.
 - ii) You can cast your vote repeatedly on the Internet site (to re-vote or make a correction). In this case, we will deem the last vote you cast to be valid, whether from a personal computer, smartphone, or cellular phone.
- 3) Proxy exercise of voting rights
If you cannot attend the General Meeting of Shareholders, you can delegate the exercise of your voting rights to another shareholder of the Company, as a proxy, who also owns voting rights. In this case, a written power of attorney must be submitted to the Company.

NOTES:

1. If you attend the meeting in person, please submit the enclosed Voting Rights Exercise Form at the venue's reception.
2. If we need to revise the Reference Material for the General Meeting of Shareholders, the Business Report, the Consolidated Financial Statements, or the Financial Statements, we will post the revised content on the Company's website (<http://www.isuzu.co.jp/investor/soukai/index.html>).

Guide to Exercising Voting Rights via the Internet

1) Website for exercising voting rights

You can only exercise your voting rights via the Internet by accessing and using the Company's designated website (<http://www.evotep.jp/>) from a personal computer, smartphone, or cellular phone (i-mode, EZweb, or Yahoo! Keitai). Please note that the website is not available daily from 2:00 a.m. to 5:00 a.m. ("i-mode" is a trademark or registered trademark of NTT DoCoMo, Inc.; "EZweb" of KDDI Corporation; and "Yahoo! Keitai" of Yahoo! Inc. in the U.S.)

2) How to exercise your voting rights via the Internet

- i) On the above-mentioned site for exercising voting rights, please use the log-in ID and temporary password shown on the enclosed Voting Rights Exercise Form and cast your vote in accordance with the on-screen instructions.
- ii) To prevent improper access by a third party other than the shareholder (imposters) as well as alteration of votes, you are asked to change the temporary password to a new one on the above-mentioned site.
- iii) You will receive a new log-in ID and a new temporary password with each convocation notice for a General Meeting of Shareholders.
- iv) If you are unsure how to operate a personal computer to exercise your voting rights via the Internet, please contact the Help Desk at the number below.

3) Fees for accessing the Voting Rights Exercise site

Fees for accessing the Voting Rights Exercise site (including the Internet provider's connection fee and a telephone fee) shall be borne by the shareholder. If you use a cellular phone, fees such as packet communication fees and other fees for cellular phone use shall also be borne by the shareholder.

4) System specifications for executing voting rights via the Internet

- i) Please note that if you use a firewall, have antivirus software installed, or use a proxy server etc., you may not be able to exercise your voting rights via the Internet from the Voting Rights Exercise site.
- ii) To exercise your voting rights from a cellular phone, you must be able to use i-mode, EZweb, or Yahoo! Keitai. Additionally, your cellular phone must be able to send SSL encrypted communication and transmit information about itself. Therefore, you may not be able to vote from your cellular phone depending on the model and its functions.

<p>If you have any questions about computer systems or other issues, please contact: (Help Desk) Transfer Agent Dept., Mitsubishi UFJ Trust and Banking Corporation Tel.: 0120-173-027 (from 9:00 to 21:00, toll free, only in Japan)</p>

Business Report
(April 1, 2011 to March 31, 2012)

1. Current Conditions of the Corporate Group

1) Business Progress and Results of the Current Consolidated Fiscal Year

(Including the status of fund raising and capital investments)

Business Progress

In the current consolidated fiscal year, the Japanese economy experienced a sharp downturn after the Great East Japan Earthquake, but recovered by summer in line with the restoration of the supply chain. Following this, the economy came to a standstill due to the influence of the overseas economic slowdown, the strong yen, and flooding in Thailand, though it recovered by the end of the fiscal year. In the meantime, the pace of the global economic recovery from the world recession has slackened partly because of concerns over the financial collapse of some countries in Europe.

Demand in the domestic truck market increased in the current consolidated fiscal year, boosted by demand related to recovery efforts following the Great East Japan Earthquake and subsidies (eco-car subsidies) for promoting environmentally-friendly vehicles. Overseas markets continued to expand, mainly in Asia.

In response to these conditions, the Group supplied products with excellent environmental credentials to the market, while expanding its business areas and stabilizing its business structure to build a strong corporate foundation.

With respect to products released in the current consolidated fiscal year, the Company improved the light-duty truck ELF and the medium-duty truck FORWARD, and released them in May 2011 in compliance with the 2010 emissions regulations in Japan (the so-called "post new-long term regulations"). Based on our development concept of "SEE Technology," with SEE standing for three core performance values: Safety, Economy, and Environment, we met the world's strictest emissions regulations. We also thoroughly implemented measures to improve our vehicles' fuel economy and reduce their weight. As a result, we successfully attained a high-level balance between the three requirements of commercial vehicles: environmental performance, fuel economy and loading capacity.

In Thailand, which is the largest market for the Group's pickup trucks, the Company implemented a full model change of its 1-ton pickup truck D-MAX, and launched it last October. The new D-MAX employs a new design featuring dynamic and elegant styling suitable for pickup trucks and improved aerodynamic characteristics. Further, the platform (undercarriage) has been fully redesigned in line with environmental performance and safety performance requirements expected in various countries.

Prior to these changes, the Company made Isuzu Operations (Thailand) Co., Ltd., which was a local marketing base, its subsidiary in July 2011, changing the name to Isuzu Motors International Operations (Thailand) Co., Ltd. ("IMIT"). This was carried out by increasing the percentage of shares held from 20% to 51%. The Company intends to use the subsidiary as an operational base for exporting pickup trucks on a global scale.

The Company will consolidate and rationalize the pickup truck export and after-sales service operations, which have been conducted both in Japan and Thailand, to IMIT. It will also promote product proposals specializing in pickup trucks and strengthen service and parts supply functions.

In response to further growth in the market for pickup trucks, the Company commenced

construction of a new plant on the premises of Isuzu Motors Co., (Thailand) Ltd., which is the Company's production base for pickups. Investment for the construction of the new plant is estimated to total approximately 4.9 billion bahts (approximately 13.2 billion yen). The new plant is slated to begin operation in the autumn of 2012, reinforcing production capacity in Thailand to 400,000 vehicles a year (including knock-down vehicles).

In addition, with the aim of stabilizing its business structure, the Company acquired shares of JFE Holdings, Inc., which owns JFE Steel Corporation, a steel manufacturer, for the purpose of strengthening the relationship with JFE Steel Corporation and ensuring the continued procurement of steel and steel sheets. This was carried out in response to their offer of treasury shares for disposal by third-party allocation. The number of acquired shares accounts for approximately 1.2% of the total number of shares issued by JFE Holdings, Inc., and the acquisition price is approximately 10.0 billion yen.

The funds raised during the current consolidated fiscal year include short-term borrowings of 30.0 billion yen, which the Company raised to ensure liquidity in hand immediately after the Great East Japan Earthquake, and the creation of short-term borrowing facilities by Isuzu Motors Co., (Thailand) Ltd. The short-term borrowing facilities were created in response to financial difficulties caused by flood damage in Thailand (borrowing limit of 11.0 billion bahts, which is approximately 28.0 billion yen). The Group steadily repaid debt, and as a consequence, interest-bearing debt, including lease obligations, decreased to 203.0 billion yen, down 70.5 billion yen compared with the end of the previous consolidated fiscal year.

Group capital investment during the current consolidated fiscal year totaled 33.3 billion yen, with the Company taking the lead. Major ongoing uses of capital investment include the seismic strengthening of our production facilities, the development of products that comply with emissions regulations, and facilities for assembling vehicles in Thailand.

Business Results

Total sales volume for vehicles in the current consolidated fiscal year was 380,677 units, down by 26,649 units (6.5%) compared to the previous consolidated fiscal year. In Japan, there was rebound in demand partly due to reconstruction efforts following the Great East Japan Earthquake, and this contributed to a 7,299 unit (15.6%) year-on-year increase in domestic vehicle sales, to 54,066 units. Total overseas vehicle sales dropped 33,948 units (9.4%) to 326,611 units, year on year, as shipments declined due to the floods in Thailand.

Sales of parts for overseas production declined 8.1 billion yen or 11.0% year on year to 65.8 billion yen. Sales of engines and components dropped 26.9 billion yen or 14.6% to 156.8 billion yen from the previous consolidated fiscal year.

As a result, net sales totaled 1,400.0 billion yen, dropping 1.1% or 15.4 billion yen from the previous consolidated fiscal year. This includes 558.4 billion yen of net sales in Japan (a gain of 12.0% year on year) and 841.6 billion yen in the rest of the world (a drop of 8.2% year on year).

The table below shows the sales volume and amount by product.

Category		Sales Volume (units)	Sales Amount (JPY billion)
Vehicles	Heavy-duty (and medium-duty) vehicles	58,407	352.7
	Light-duty vehicles and others	322,270	526.2
	Subtotal	380,677	879.0
Parts for overseas production		-	65.8
Engines and components		-	156.8
Service parts and others		-	298.2
Total		-	1,400.0

Despite the net sales decrease, continued improvements in cost structure contributed to a rise in operating income to 97.3 billion yen (up 10.4% from the previous consolidated fiscal year) and a rise in ordinary income to 102.8 billion yen (up 12.7% year on year). Net income totaled 91.2 billion yen (a 76.9% rise from the previous consolidated fiscal year).

NOTE: Amounts have been rounded down to the nearest 100 million yen. Percentages are rounded to one decimal place.

2) Issues Faced by the Corporate Group

Looking at the Group's business environment, demand is expected to grow in emerging countries, including China and the ASEAN countries. We anticipate that the entry of rapidly growing Asian companies in these growing markets will lead to fiercer competition.

Further, we expect to focus on global and environmentally friendly, resource-saving and energy-saving efforts to address escalating energy problems and reduce greenhouse gas emissions.

In such a market environment, the Company must keep supplying competitive products to emerging markets that comply with the emissions regulations gradually being enforced there. Satisfying demands for greater fuel economy and lower carbon dioxide emissions in developed countries, in accordance with the trend towards stricter emissions regulations by their governments, is also a necessity.

Setting our sights on the fiscal year ending in March 2016, we formulated a new Mid-term Business Plan in November 2011. In addition to the commercial vehicle (CV) business based in Japan and the light commercial vehicle (pickups and their derivatives) (LCV) business based in Thailand, this Plan now includes the CV business for emerging countries as one of our three global business pillars. Through the Mid-term Business Plan, we aim to become a company that excels at our environmental mission, in response to the demands of society, and that enables our customers to make their businesses more productive and cost-efficient. In line with this plan, we will develop products with reduced environmental impacts and products that satisfy the needs of newly emerging markets. We will also promote initiatives for sales growth in emerging countries, while maintaining our business in developed countries.

At the same time, we are also making further efforts to monitor and improve quality and enhance our compliance system.

We hope that all our shareholders will continue to give us their unflagging encouragement and support.

3) Assets and Earnings in the Current and Past Three Terms

The assets and earnings in the current 110th term (FY2012) and the past three terms (FY2009 to FY2011) are as follows:

i) Changes in assets and earnings of the Corporate Group

(JPY million, unless otherwise stated)

Category	107th Term (Ended March 2009)	108th Term (Ended March 2010)	109th Term (Ended March 2011)	110th Term (Ended March 2012)
Net Sales	1,424,708	1,080,928	1,415,544	1,400,074
Ordinary Income	15,236	11,393	91,258	102,893
Net Income	(26,858)	8,401	51,599	91,256
Net Income per Share (JPY)	(15.85)	4.96	30.45	53.86
Net Assets	331,773	354,534	387,058	479,644
Net Assets per Share (JPY)	165.61	175.62	193.62	245.22
Total Assets	1,026,786	1,110,383	1,112,459	1,213,402

ii) Changes in assets and earnings of the Company

(JPY million, unless otherwise stated)

Category	107th Term (Ended March 2009)	108th Term (Ended March 2010)	109th Term (Ended March 2011)	110th Term (Ended March 2012)
Net Sales	857,439	649,533	870,575	943,656
Ordinary Income	(3,268)	5,151	55,258	73,615
Net Income	(35,220)	14,250	39,036	79,029
Net Income per Share (JPY)	(20.78)	8.41	23.03	46.63
Net Assets	229,287	245,296	275,682	356,397
Net Assets per Share (JPY)	135.27	144.72	162.66	210.28
Total Assets	761,263	811,200	781,001	836,916

NOTES:

1. Amounts in parentheses indicate negative figures.
2. Amounts of net sales, ordinary income, net income, net assets and total assets have been rounded down to the nearest one million yen.
3. Amounts of net income per share and net assets per share have been rounded to the nearest 1/100 of a yen.

4) Principal Subsidiaries (as of March 31, 2012)

The 15 major subsidiaries out of a total of 87 are listed below:

(JPY million, unless otherwise stated)

Company	Capital	% of Shares Held by the Company	Main Operations
ISUZU MOTORS SALES LTD.	25,025	75.00	Selling vehicles
ISUZU MOTOR SYUTOKEN CO., LTD.	300	75.00 (75.00)	Selling and repairing vehicles
Isuzu Motors Kinki Co., Ltd.	300	75.00 (75.00)	Selling and repairing vehicles
Isuzu Motors Tokai-Hokuriku Co., Ltd.	500	75.00 (75.00)	Selling and repairing vehicles
Isuzu Motors Chugoku-Shikoku Co., Ltd.	400	75.00 (75.00)	Selling and repairing vehicles
Isuzu Motors Kyushu Co., Ltd.	450	75.00 (75.00)	Selling and repairing vehicles
I Metal Technology Co., Ltd.	1,480	54.91	Casting, machining, and selling automotive parts
Isuzu LINEX Co., Ltd.	800	100.00	Warehousing and transportation
Isuzu North America Corporation	(USD thousand) 232,776	100.00	Controlling subsidiaries in North America and providing common indirect operations
Isuzu Motors America, LLC	(USD thousand) 50,773	100.00 (100.00)	Selling parts for vehicles and industrial engines, after-sales service for light vehicles
Isuzu Commercial Truck of America, Inc.	(USD thousand) 25	80.00 (80.00)	Importing and selling vehicles
Isuzu Motors Asia Ltd.	(USD thousand) 187,272	100.00	Importing and selling parts for vehicle production
Isuzu Motors Co., (Thailand) Ltd.	(TBH million) 8,500	71.15 (64.43)	Producing and selling vehicles
Isuzu Motors International Operations (Thailand) Co., Ltd.	(TBH million) 678	51.00 (51.00)	Exporting and selling vehicles
Isuzu Australia Limited	(AUD thousand) 47,000	100.00	Importing and selling vehicles

NOTES:

- The percentage of shares held is the percentage of number of shares held to the total number of outstanding shares, rounded off to two decimal places.
- The numerals in parentheses indicate the percentage of shares indirectly held by the Company and are included in the total number of shares held by the Company.
The percentage of shares indirectly held by the Company is the total of the percentages which are individually calculated by the percentage of shares of each subsidiary held by the Company where said subsidiaries directly held shares of a company, multiplied by the percentage of shares of said companies directly held by the said subsidiaries of the Company.
- Amounts have been rounded down to the nearest US\$1,000.
- Tokyo Isuzu Motors Ltd. merged with Kanagawa Isuzu Motors Ltd. and Yamanashi Isuzu Motors Ltd. (Tokyo Isuzu Motors Ltd. being the surviving company) and changed its name to ISUZU MOTOR SYUTOKEN CO., LTD. on October 1, 2011.

5) Major Operations (as of March 31, 2012)

Our Corporate Group mainly manufactures and sells vehicles, parts, and industrial engines. It also deploys logistics and various other services relating to these products.

Category		Main Product	
Vehicles	Heavy-duty (and medium-duty) vehicles	Truck	Heavy-duty trucks (GIGA series) Medium-duty trucks (FORWARD series)
		Bus	Sightseeing buses (GALA series) Transit buses (ERGA series)
	Light-duty vehicles	Truck	ELF series, COMO, D-MAX
		Bus	JOURNEY
Parts for overseas production		KD units and parts for overseas production	
Engines and components		Industrial engines and components (such as engines, transaxles, and transmissions)	
Service parts and accessories		Parts, components, options and accessories for repair and service	

NOTE: GIGA, FORWARD, GALA, ERGA, ELF, COMO and JOURNEY are brand names for Japan, while D-MAX is a brand name for Thailand.

6) Major Operation Bases and Plants (as of March 31, 2012)

i) The Company

Name of Operation Bases	Location
Head Office	Shinagawa-ku, Tokyo
Tochigi Plant	Tochigi City, Tochigi Prefecture
Fujisawa Plant	Fujisawa City, Kanagawa Prefecture

ii) Subsidiaries

Name of Company	Location
ISUZU MOTORS SALES LTD.	Shinagawa-ku, Tokyo
ISUZU MOTOR SYUTOKEN CO., LTD.	Koto-ku, Tokyo
Isuzu Motors Kinki Co., Ltd.	Moriguchi City, Osaka Prefecture
Isuzu Motors Tokai-Hokuriku Co., Ltd.	Nagoya City, Aichi Prefecture
Isuzu Motors Chugoku-Shikoku Co., Ltd.	Hiroshima City, Hiroshima Prefecture
Isuzu Motors Kyushu Co., Ltd.	Fukuoka City, Fukuoka Prefecture
I Metal Technology Co., Ltd.	Tsuchiura City, Ibaraki Prefecture
Isuzu LINEX Co., Ltd.	Shinagawa-ku, Tokyo
Isuzu North America Corporation	Anaheim, California, USA
Isuzu Motors America, LLC	Anaheim, California, USA
Isuzu Commercial Truck of America, Inc.	Anaheim, California, USA
Isuzu Motors Asia Ltd.	Temasek Boulevard, Singapore
Isuzu Motors Co., (Thailand) Ltd.	Phra Pradaeng, Samut Prakan, Thailand
Isuzu Motors International Operations (Thailand) Co., Ltd.	Chatuchak, Bangkok, Thailand
Isuzu Australia Limited	Melbourne, Victoria, Australia

7) Employees (as of March 31, 2012)

i) Employees of the Corporate Group

No. of Employees	Increase from March 31, 2011
24,656	195

NOTE: 'No. of Employees' is the workforce, which excludes employees seconded from the Group to outside organizations, but includes employees seconded from outside the Group as well as employees hired on a regular part-time basis (regular part-time employees).

ii) Employees of the Company

No. of Employees	Decrease from March 31, 2011	Average Age	Average Years of Service
7,867	41	40.6	18.3

NOTE: 'No. of Employees' is the workforce, which excludes employees seconded from the Company to outside organizations, but includes employees seconded from outside the Company as well as employees hired on a regular part-time basis (regular part-time employees).

8) Principal Creditor and Amount of Loan Payable (as of March 31, 2012)

Creditor	Amount Payable
Syndicate of Mizuho Corporate Bank, Ltd. and other financial institutions	99,885 million yen

NOTES:

1. The syndicate mainly comprises the following financial institutions:
Mizuho Corporate Bank, Ltd., Mitsubishi UFJ Trust and Banking Corporation, The Bank of Yokohama, Ltd., The Bank of Tokyo-Mitsubishi UFJ, Ltd. and Sumitomo Mitsui Banking Corporation.
2. Amounts have been rounded down to the nearest one million yen.

2. Items relating to Shares of the Company (as of March 31, 2012)

- 1) Total number of shares the Company is authorized to issue: 3,369,000,000 shares
- 2) Total number of outstanding shares: 1,696,845,339 shares
- 3) Total number of shareholders: 65,045

NOTE: The total number of outstanding shares did not change during the current business term.

4) Ten major shareholders

The ten major shareholders of the Company are as follows:

Shareholder	No. of Shares Held (1,000 shares)	Ratio of Shares Held (%)
Mitsubishi Corporation	156,487	9.23
ITOCHU Corporation	135,098	7.97
Japan Trustee Services Bank, Ltd. (Trust Account)	116,075	6.85
Toyota Motor Corporation	100,000	5.90
The Master Trust Bank of Japan, Ltd. (Trust Account)	70,800	4.18
State Street Bank and Trust Company	55,122	3.25
SSBT OD05 OMNIBUS ACCOUNT-TREATY CLIENTS	36,518	2.15
Mizuho Corporate Bank, Ltd.	31,931	1.88
JFE Steel Corporation	28,869	1.70
Development Bank of Japan Inc.	26,366	1.56

NOTES:

1. Treasury stock (2,005,627 shares) is excluded from the calculation of the "ratio of shares held".
2. Amounts have been rounded down to the nearest 1,000 shares.

3. New Share Subscription Rights, etc.

There are no relevant items.

4. Directors and Corporate Auditors of the Company

1) Directors and Corporate Auditors (as of March 31, 2012)

Position and Title	Name	Responsibilities and Primary Profession
President, and Representative Director	Susumu Hosoi	Senior Division Executive of Operations Headquarters, Senior Division Executive of PT Business Division, Sales Headquarters Senior Division Executive of Sales Headquarters, Senior Division Executive of Quality Assurance Division Division Executive of Corporate Planning & Finance Division Division Executive of Administration Division, Division Executive of PT Business Division, Sales Headquarters ASEAN Operations Executive Division Executive of CSR Division, Division Executive of Quality Assurance Division Division Executive of Sales Division No.2, Sales Headquarters Division Executive of Engineering Division, Operations Headquarters Division Executive of Manufacturing Division, Operations Headquarters President, and Representative Director of Isuzu Motors Sales Ltd. Lawyer President, and Representative Director of R&Y Insurance Services Co., Ltd.
Executive Vice President, and Representative Director	Yoshihiro Tadaki	
Executive Vice President, and Director	Ryouzo Tsukioka	
Director	Toshio Sasaki	
Director	Takanobu Furuta	
Director	Masanori Katayama	
Director	Tsutomu Yamada	
Director	Ryo Sakata	
Director	Katsumasa Nagai	
Director	Haruki Mizutani	
Director	Chikao Mitsuzaki	
Standing Corporate Auditor	Shunichi Satomi	
Standing Corporate Auditor Corporate Auditor	Kouzou Issiki Yasuharu Nagashima	
Corporate Auditor	Hajime Mita	

NOTES:

1. There are no outside directors on the Company's board.
2. Corporate Auditors Kouzou Issiki, Yasuharu Nagashima and Hajime Mita are outside auditors.
3. Standing Corporate Auditor Yoshio Kinouchi passed away on December 12, 2011, and his term as Corporate Auditor came to an end.
4. Significant concurrent positions held by Directors and Corporate Auditors at other organizations during the current business term are as follows:
Director Takanobu Furuta concurrently serves as Chairman of the Isuzu Group Employee Health Insurance Association and Chairman of the Isuzu Motors Limited Pension Fund.
5. Corporate Auditor Kouzou Issiki has a high degree of professionalism and a wealth of experience in financial and corporate financial affairs, as well as considerable expertise in finance and accounting.
6. Corporate Auditors Kouzou Issiki, Yasuharu Nagashima and Hajime Mita have been notified as independent auditors to Tokyo Stock Exchange, Inc.

7. Positions and responsibilities of Directors and Corporate Auditors of the Company as of April 27, 2012 are as follows:

Position and Title	Name	Responsibilities and Primary Profession
President, and Representative Director	Susumu Hosoi	
Executive Vice President, and Director	Ryouzo Tsukioka	Senior Division Executive of Sales Headquarters, Senior Division Executive of Quality Assurance Division, Division Executive of Sales Operations Support Division
Director	Toshio Sasaki	Division Executive of Corporate Planning & Finance Division
Director	Takanobu Furuta	Division Executive of Administration Division, Division Executive of PT Business Division, Sales Headquarters
Director	Ryo Sakata	Division Executive of Sales Division No.2, Sales Headquarters
Director	Masanori Katayama	ASEAN Operations Executive
Director	Tsutomu Yamada	Division Executive of CSR Division, Division Executive of Quality Assurance Division
Director	Katsumasa Nagai	Division Executive of Engineering Division
Director	Haruki Mizutani	Division Executive of Manufacturing Division
Director	Chikao Mitsuzaki	President, and Representative Director of Isuzu Motors Sales Ltd.
Director	Yoshihiro Tadaki	Chairman, and Director of Isuzu Advanced Engineering Center, Ltd.
Standing Corporate Auditor	Shunichi Satomi	
Standing Corporate Auditor	Kouzou Issiki	
Provisional Standing Corporate Auditor	Hiroshi Oyama	
Corporate Auditor	Yasuharu Nagashima	Lawyer
Corporate Auditor	Hajime Mita	President, and Representative Director of R&Y Insurance Services Co., Ltd.

8. Mr. Hiroshi Oyama was elected as and assumed the position of Provisional Corporate Auditor as of April 9, 2012 pursuant to Section 2, Article 346 of the Corporation Law. In addition, he was appointed as Standing Provisional Corporate Auditor at the Board of Corporate Auditors Meeting held on April 27, 2012 and assumed the position on the same date.

2) Total remuneration for Directors and Corporate Auditors

Category	Number of Persons	Total Remuneration (JPY million)
Directors	13	524
Corporate Auditors (including outside auditors)	5 (3)	91 (40)
Total	18	616

NOTES:

1. Amounts have been rounded down to the nearest one million yen.
2. The total amount of Directors' remuneration is limited to 64 million yen per month (excluding amounts paid as salaries for employees to those Directors who are also employees) by a resolution passed at the 86th Annual General Meeting of Shareholders held on January 30, 1989.
3. The total amount of Corporate Auditors' remuneration is limited to 10 million yen per month by a resolution passed at the 103rd Annual General Meeting of Shareholders held on June 29, 2005.
4. It has been resolved that the Company would abolish the retirement benefit system for Directors and Corporate Auditors at the close of the 103rd Annual General Meeting of Shareholders held on June 29, 2005. In addition, it would provide Directors and Corporate Auditors who continue to hold office after the close of such General Meeting of Shareholders with the retirement benefits for Directors and Corporate Auditors when such Directors or Corporate Auditors retired in accordance with the term of office until the abolishment of the retirement benefit system.
Accordingly, in addition to the amounts of remuneration cited above, the Company provided one (1) Director who retired during the current business term, with retirement benefits of 169 million yen.

3) Outside auditors

- i) Status of concurrent outside directorship positions at other organizations (as of March 31, 2012)

Corporate Auditor Hajime Mita also serves as Representative Director of R&Y Insurance Services Co., Ltd. and Outside Corporate Auditor of Miyoshi Oil & Fat Co., Ltd. The Company does not have any special relationship with these companies.

- ii) Principal activities during the current business term

Statements made and attendance at Board of Directors Meetings and Board of Corporate Auditors Meetings:

Name	Status of Statements Made and Attendance
Corporate Auditor Kouzou Issiki	Attended all 16 Meetings of the Board of Directors and all 16 Meetings of the Board of Corporate Auditors held in the current business term. When necessary, he stated his opinions from the standpoint of a specialist in financial and corporate financial affairs. He gave words of support and advice to ensure the appropriateness and suitability of the decisions of the Board of Directors.
Corporate Auditor Yasuharu Nagashima	Attended all 16 Meetings of the Board of Directors and all 16 Meetings of the Board of Corporate Auditors held in the current business term. When necessary, he stated his opinions based on his rich experience and from the standpoint of a specialist in corporate legal affairs. He gave words of support and advice to ensure the legality of the decisions of the Board of Directors.
Corporate Auditor Hajime Mita	Attended 15 of the 16 Meetings of the Board of Directors and all 16 Meetings of the Board of Corporate Auditors held in the current business term. When necessary, he stated his opinions based on his wealth of experience in and insight into finance and corporate management affairs. He gave words of support and advice to ensure the appropriateness and suitability of the decisions of the Board of Directors.

5. Matters concerning the Independent Auditor

1) Name of the Independent Auditor: Ernst & Young ShinNihon LLC

2) Fee and other amounts payable to the Independent Auditor:

	Amount Payable (JPY million)
Independent auditor's fee payable by the Company for the current business term	103
Total cash and other financial profits payable by the Company and its subsidiaries to the Independent Auditor:	213

NOTES:

1. Amounts have been rounded down to the nearest one million yen.
2. The Company and the Independent Auditor have signed an Audit Contract. This contract, however, does not make a clear distinction between the auditing fees stipulated in the Corporation Law and those defined in the Financial Instruments and Exchange Law. These fees cannot be practically separated. The above fee, therefore, shows the aggregate amount of these fees.
3. Ernst & Young ShinNihon LLC serves as the Independent Auditor for significant subsidiaries in Japan, and significant overseas subsidiaries are subject to the audit of Ernst & Young or Deloitte Touche Tohmatsu.

3) Non-audit duties of the Independent Auditor

The Company has engaged Ernst & Young ShinNihon LLC in consulting work in procedural processes, etc. as agreed for the settlement of account of a subsidiary that controls domestic sales subsidiaries.

4) Policy regarding decision to dismiss or not reappoint Independent Auditors

If anything occurs to negatively impact the qualifications or independence of the Independent Auditor, leading the Board of Directors to believe that the Independent Auditor is unlikely to be able to properly perform an audit, the Board of Directors will, with the approval of the Board of Corporate Auditors, propose at the General Meeting of Shareholders that the Independent Auditor be not reappointed.

If the Board of Corporate Auditors unanimously agrees, it will dismiss the Independent Auditor when it confirms that the Independent Auditor falls under any of the items of Section 1, Article 340 of the Corporation Law.

6. Systems for Ensuring the Propriety of Operations

The Company has constructed and is maintaining a system to secure the propriety of its operations by adopting the following basic policies:

1) System for ensuring that Directors and employees execute their duties in compliance with the laws and Articles of Incorporation

The Company places utmost importance on thorough compliance. The Company defines “compliance” to mean that all Directors, Corporate Auditors and employees comply with laws, and behave in line with ethical standards high enough to gain the trust of society.

To secure thorough compliance, we will ensure that all Directors, Corporate Auditors and employees are familiar with and fully understand the “Basic Policy Measures Relating to Compliance” and the “Code of Conduct Relating to Compliance.”

The members of the Compliance Committee include outside experts and provide objective advice, supervision, and assessments for the Company with regard to its compliance promotion activities and system. The Compliance Management Group of the CSR Promotion Dept. manages and promotes compliance activities. Additionally, compliance-related internal auditing functions are secured via auditing by the Internal Audit Group of Corporate Audit Dept. These efforts will continue in the future.

2) System for maintaining and managing information relating to Directors’ performance of their duties

Information relating to the Directors’ performance of their duties is maintained and managed by different departments in accordance with the Company’s bylaws, which designate what information is handled by which department. The Chief Executive for Confidential Information Management properly manages confidential information in accordance with the “Rules for Handling Confidential Information.”

3) Rules and other systems for the management of risk of loss

The Risk Manager of each Division in the Company manages all risks in his/her Division in accordance with the “Rules for Risk Management.” The Chief Executive for Risk Management controls company-wide risks. Members of the Management Meeting occasionally follow up and assess the status of risk management. In a crisis, the Company ensures thorough risk management by having the members of the Management Meeting deliberate, decide on, and implement proper response measures (including systems for them), and report on their progress as necessary to the Board of Directors.

4) System for assuring the Directors’ efficient execution of their duties

The Company formulates a mid-term business plan and a business plan for each business term, develops an organizational system and formulates specific measures for each department to realize such plans, and also establishes a Board of Directors to make decisions on principal operations, while establishing its subordinate organ, the Management Meeting. Under the Management Meeting are such groups as the Quality Assurance & Customer Satisfaction Improvement Committee, the Global Environment Committee, the Export Control Committee, the Budget Special Committee, the Price Strategy Committee, the Facility Investment Committee, and the Product Program Committee, to ensure efficient deliberations in their respective areas of expertise.

The Company continues to employ the Executive Officer System to properly help the Directors perform their duties.

5) System for ensuring the propriety of operations of the Company and the Corporate Group subsidiaries

With the objective of gaining public trust in the Company and the Corporate Group based on our policy of serving society in meaningful ways, the Company has established the “Corporate Group Vision,” the “Corporate Mission,” and the “Group Basic Compliance Initiative.” The Company takes proper measures to ensure that all Directors, Corporate Auditors and

employees of the Corporate Group act in accordance with the “Corporate Group Vision,” the “Corporate Mission,” and the “Group Basic Compliance Initiative.”

The Company asks subsidiaries and affiliates to develop their own compliance systems suited to their respective circumstances and ensure that their systems are fully implemented. The Company Management continually monitors the activities of its subsidiaries’ management, and requests improvements if they determine that a subsidiary’s system for ensuring proper operations is inadequate.

The Company has adopted and will continue to use a system to ensure the reliability of financial reports made under the Financial Instruments and Exchange Law.

6) Matters regarding employees who assist Corporate Auditors in their duties when Corporate Auditors request assignment of such employees

At the request of Corporate Auditors, the Company has set up a division called “the Corporate Auditors’ Staff Group,” and has assigned employees to assist the Corporate Auditors with their duties.

7) Matters regarding the independence of employees who assist Corporate Auditors from Directors

The Company ensures that employees who assist the Corporate Auditors with their duties are independent from the Directors. It does this by placing such employees under the direct control and supervision of the Corporate Auditors and obtaining the prior consent of the Corporate Auditors when changing, assessing, rewarding, or punishing employees.

8) System for Directors and employees to report to Corporate Auditors and system for other types of reporting to Corporate Auditors

The Directors and employees of the Company report to the Corporate Auditors on the status of the business operations, the status of the Company’s management, and any other matters that need to be reported as agreed by the Company and the Corporate Auditors. The Company also discloses or reports information whenever requested by the Corporate Auditors.

9) Other systems for securing the effectiveness of auditing by Corporate Auditors

With the aim of establishing systems to help the Corporate Auditors audit effectively, the Company has regular discussions with the Corporate Auditors and takes any necessary measures to meet their requests.

CONSOLIDATED BALANCE SHEET

As of March 31, 2012

(millions of yen)

ASSETS		LIABILITIES	
ITEMS	AMOUNT	ITEMS	AMOUNT
CURRENT ASSETS	593,484	CURRENT LIABILITIES	481,016
Cash and deposits	160,492	Trade notes and accounts payable	313,398
Trade notes and accounts receivable	232,679	Short-term borrowings	53,370
Merchandise and finished goods	93,142	Current portion of bonds	20,000
Work in progress	9,108	Lease obligations	3,167
Raw materials and supplies	52,262	Accrued income taxes	9,688
Deferred tax assets	22,227	Accrued expenses	38,102
Other	24,684	Accrued bonus costs	13,318
Allowance for doubtful accounts	(1,113)	Provisions for warranty costs	3,398
NON-CURRENT ASSETS	619,918	Deposits received	3,336
Property, plant and equipment	476,142	Other	23,235
Buildings and structures	99,900	NON-CURRENT LIABILITIES	252,742
Machinery, equipment and vehicles	83,649	Long-term borrowings	121,019
Land	263,141	Lease obligations	5,531
Lease assets	7,458	Deferred tax liabilities	2,309
Construction in progress	15,298	Deferred tax liabilities on revaluation reserve for land	49,142
Other	6,693	Accrued retirement benefits	66,266
Intangible assets	7,256	Long-term deposits received	1,414
Goodwill	1,273	Other	7,057
Other	5,983	TOTAL LIABILITIES	733,758
Investments and other assets	136,518	NET ASSETS	
Investment securities	103,736	SHAREHOLDERS' EQUITY	370,451
Long-term loans receivable	3,586	Common stock	40,644
Deferred tax assets	14,740	Capital surplus	50,427
Other	19,453	Retained earnings	280,032
Allowance for doubtful accounts	(4,999)	Treasury stock	(653)
		ACCUMULATED OTHER COMPREHENSIVE INCOME	45,037
		Unrealized holding gain or loss on securities	7,505
		Unrealized gain or loss from hedging activities	(216)
		Unrealized holding gain or loss on land revaluation	79,114
		Foreign currency translation adjustments	(41,366)
		MINORITY INTEREST	64,155
		TOTAL NET ASSETS	479,644
TOTAL ASSETS	1,213,402	TOTAL LIABILITIES & NET ASSETS	1,213,402

NOTE: Amounts have been rounded down to the nearest one million yen.

CONSOLIDATED STATEMENT OF INCOME

From April 1, 2011 through March 31, 2012

(millions of yen)

ITEMS	AMOUNT	
NET SALES		1,400,074
COST OF SALES		1,189,109
GROSS PROFIT		210,964
SELLING, GENERAL AND ADMINISTRATIVE EXPENSES		113,591
OPERATING INCOME		97,373
NON-OPERATING INCOME		
Interest income	1,748	
Dividends income	858	
Equity income from affiliated companies	6,134	
Rent income	370	
Foreign exchange gains	225	
Reversal of compensation expenses due to change of contract	1,353	
Other	2,394	13,084
NON-OPERATING EXPENSES		
Interest expense	3,795	
Litigation settlement	1,008	
Other	2,760	7,564
ORDINARY INCOME		102,893
EXTRAORDINARY GAINS		
Gain on sale of property, plant and equipment	2,205	
Gain on sale of investment securities	12	
Compensation income for expropriation	121	
Gain on negative goodwill	281	
Gain on step acquisitions	615	
Other	940	4,177
EXTRAORDINARY LOSSES		
Loss on disposal of property, plant and equipment	1,896	
Loss on impairment of property, plant and equipment	692	
Loss on disaster	1,741	
Other	858	5,189
INCOME BEFORE INCOME TAXES AND MINORITY INTEREST		101,881
INCOME TAXES (CURRENT)	16,844	
INCOME TAXES (DEFERRED)	(13,088)	3,756
INCOME BEFORE MINORITY INTERESTS		98,124
MINORITY INTEREST		6,868
NET INCOME		91,256

NOTE: Amounts have been rounded down to the nearest one million yen.

CONSOLIDATED STATEMENT OF CHANGES IN NET ASSETS

From April 1, 2011 through March 31, 2012

(millions of yen)

	SHAREHOLDERS' EQUITY				
	Common stock	Capital surplus	Retained earnings	Treasury stock	Total shareholders' equity
Balance at the beginning of current period	40,644	50,427	196,816	(632)	287,256
Change of the period					
Cash dividends			(8,474)		(8,474)
Reversal of unrealized holding gain or loss on land revaluation			433		433
Net income			91,256		91,256
Acquisition of treasury stock				(21)	(21)
Net changes on items other than shareholders' equity					
Total change of the period	–	–	83,215	(21)	83,194
Balance at the end of current period	40,644	50,427	280,032	(653)	370,451

	ACCUMULATED OTHER COMPREHENSIVE INCOME					Minority interest	Total net assets
	Unrealized holding gain or loss on securities	Unrealized gain or loss from hedging activities	Unrealized holding gain or loss on land revaluation	Foreign currency translation adjustments	Total accumulated other comprehensive income		
Balance at the beginning of current period	3,002	(78)	73,311	(35,424)	40,810	58,991	387,058
Change of the period							
Cash dividends							(8,474)
Reversal of unrealized holding gain or loss on land revaluation							433
Net income							91,256
Acquisition of treasury stock							(21)
Net changes on items other than shareholders' equity	4,503	(138)	5,803	(5,942)	4,226	5,164	9,391
Total change of the period	4,503	(138)	5,803	(5,942)	4,226	5,164	92,585
Balance at the end of current period	7,505	(216)	79,114	(41,366)	45,037	64,155	479,644

NOTE: Amounts have been rounded down to the nearest one million yen.

NOTES ON THE CONSOLIDATED FINANCIAL STATEMENTS

Basis for Consolidated Financial Statements

1. Scope of Consolidation

- (1) Number of consolidated subsidiaries: 61
- (2) Principal subsidiaries: ISUZU MOTORS SALES LTD.; Isuzu Motors Kinki Co., Ltd.; ISUZU MOTOR SYUTOKEN CO., LTD.; Isuzu Motors America, LLC.; Isuzu Motors Co., (Thailand) Ltd.
- (3) Changes in scope of consolidation
- i) ISUZU (CHONGQING) TRADING CO., LTD. and ISUZU MOTORS SAUDI ARABIA COMPANY LIMITED have been included in the scope of consolidation because they were newly established. Furthermore, Isuzu Motors International Operations (Thailand) Co., Ltd. has become a consolidated subsidiary from a company accounted for by the equity method due to an additional acquisition of shares.
- ii) Kanagawa Isuzu Motors Ltd. and Yamanashi Isuzu Motors Ltd. have been excluded from the scope of consolidation because they were merged with ISUZU MOTOR SYUTOKEN CO., LTD. (the former Tokyo Isuzu Motors Ltd.).
- (4) Principal non-consolidated subsidiaries: Hakodate Isuzu Motors Ltd.
- (5) Reasons for excluding subsidiaries from consolidation
The non-consolidated subsidiaries are small in terms of their total assets, net sales, total net income or loss, and total retained earnings (the Company's interest basis). Thus, they only have minor effects on the consolidated financial statements.

2. Scope of Equity Method

- (1) Number of companies accounted for by the equity method: 65
- (2) Principal companies accounted for by the equity method
- Non-consolidated subsidiaries: Omori Regional Airconditioning Co., Ltd.
Affiliates: Jidosha Buhin Kogyo Co., Ltd.; TDF Corporation
- (3) Changes in scope of equity method accounting
Isuzu Motors International Operations (Thailand) Co., Ltd. has become a consolidated subsidiary from a company accounted for by the equity method due to an additional acquisition of shares.
- (4) Principal companies not accounted for by the equity method
- Non-consolidated subsidiaries: Hakodate Isuzu Motors Ltd.
Affiliates: Anadolu Isuzu Otomotiv Sanayi Ve Ticaret A.S.
- (5) Reasons for not accounting by the equity method
These companies are not accounted for by the equity method because their effect on the consolidated financial statements is not significant, either individually or collectively.

3. Fiscal Period of Consolidated Subsidiaries

Of the consolidated subsidiaries, the accounting date for 19 overseas subsidiaries is December 31, 2011.

In preparing consolidated financial statements, the Company uses subsidiaries' respective financial statements. If significant transactions have been made between the two accounting dates, the Company may make necessary adjustments.

The accounting date for 31 domestic subsidiaries and 11 overseas subsidiaries are the same as the consolidated accounting date.

4. Significant Accounting Policies

(1) Valuation methods for securities

Other securities

i) Marketable securities

Marketable securities are measured at fair value. Changes in unrealized holding gain or loss, net of deferred tax liabilities (assets), are directly included in net assets. The cost of securities sold is calculated by the moving average method.

ii) Non-marketable securities

Non-marketable securities are measured at cost determined by moving average method.

(2) Valuation methods for inventories

i) Parent company

Inventories are measured at the cost determined by the gross average method.

(Balance sheet values are measured by the method of devaluing book price to reflect decreases in profitability.)

ii) Consolidated subsidiaries

Inventories are principally measured at the cost determined by the specific identification method. (Balance sheet values are measured by the method of devaluing book value to reflect decreases in profitability.)

(3) Derivative financial instruments

Derivative financial instruments are measured at fair value.

(4) Depreciation of non-current assets

i) Depreciation of property, plant and equipment (excluding lease assets)

Depreciation of property, plant and equipment is calculated principally by the straight-line method. Some fixed assets are calculated by the declining balance method.

ii) Depreciation of intangible assets (excluding lease assets)

Depreciation of intangible assets is calculated by the straight-line method. "Software," included in intangible assets, is depreciated by the straight-line method based on the estimated useful lifetime (5 years).

iii) Lease assets

Lease assets relating to finance lease transactions without transfer of ownership are depreciated over the lease contract's lifetime by the straight-line method, assuming the residual value is zero.

In addition, lease transactions whose lease transaction commencement date was on or prior to March 31, 2008 are accounted for on a basis similar to that for ordinary rental transactions.

(5) Basis for provisions and allowances

i) Allowance for doubtful accounts

The Company provides an allowance for doubtful accounts based on its past experience of normal receivables and with reference to the collectability of receivables from companies in financial difficulty. Foreign consolidated subsidiaries determine allowances for doubtful accounts by assessing each individual account. The Company makes necessary adjustments to allowance for doubtful accounts in consolidation of receivables and payables of each consolidated subsidiary.

ii) Accrued bonus costs

Accrued bonus costs are provided in an amount estimated to cover the bonus payment for services rendered by employees during the fiscal year.

iii) Provisions for warranty costs

Provisions for warranty costs are provided to cover the cost of all services anticipated to be incurred during the entire warranty period in accordance with the warranty contracts. These provisions are calculated based on past experience.

iv) Accrued retirement benefits

Accrued retirement benefits are calculated in an amount based on the projected benefit obligation expected and the pension plan assets expected at the end of the current fiscal year. Prior service costs are amortized by the straight-line method over periods shorter than the average remaining years of service of eligible employees. Actuarial gain or loss is amortized by the straight-line method over periods shorter than the average remaining years of service of eligible employees (10 years) from the year following the year when company recognizes the actuarial gain or loss.

(6) Foreign currency translation

Receivables and payables denominated in foreign currencies are translated into yen at the exchange rate prevailing at the date of the balance sheet, and differences arising from the translation are included in the financial statements as a gain or loss. The Company translates the balance sheet accounts of foreign consolidated subsidiaries into yen at the exchange rate prevailing on the date of the balance sheet of each of those subsidiaries. Statement of income accounts are translated using the average exchange rate of the statement of income's period. Translation adjustments are included in the foreign currency translation adjustments account and minority interest account of net assets.

(7) Hedge accounting

i) Hedge accounting

a. Forward foreign exchange contracts and currency options

Designated hedge accounting is adopted.

(except transactions which do not fulfill the required conditions)

b. Interest rate swaps and interest rate options

Deferral hedge accounting or exceptional accounting method specified in the accounting standard for financial instruments is adopted.

ii) Hedging instruments and hedged items

a. Hedging instruments

Interest rate swaps, interest rate options, forward foreign exchange contracts, and currency options.

b. Hedged items

Receivables and payables denominated in foreign currencies, and borrowings.

iii) Hedging policy

The Company utilizes derivative financial instruments, with receivables and payables denominated in foreign currencies, and borrowings to hedge possible future fluctuations in market prices.

iv) Assessment of hedge effectiveness

The Company determines hedge effectiveness by comparing the cumulative changes in cash flows from hedging instruments with those from hedged items. However, this assessment excludes the effectiveness of interest rate swaps accounted by exceptional accounting method.

v) Other

The Company has a bylaw on derivative transactions and executes its transactions and risk management based on this bylaw, which stipulates policies, procedures, retention limits, and reporting systems.

- (8) Recognition of profits and expenses
With the exception of a few consolidated subsidiaries, profit for installment sales is recognized based on accounting methods for installment sales.
- (9) Amortization of Goodwill and Period
The Company estimates the period for goodwill to remain in effect and in principle amortizes that account over 20 years or less under straight-line method.
- (10) Other
Transactions subject to consumption tax are recorded at amounts excluding consumption tax.

5. Additional Information

- (1) Application of accounting standard for accounting changes and error corrections, etc.
The “Accounting Standard for Accounting Changes and Error Corrections” (ASBJ Statement No. 24, December 4, 2009) and the “Guidance on Accounting Standard for Accounting Changes and Error Corrections” (ASBJ Guidance No. 24, December 4, 2009) are adopted for accounting changes and corrections of prior period errors that were made on or after the beginning of the current fiscal year.
- (2) Correction of Amounts of Deferred Tax Assets and Deferred Tax Liabilities due to Changes in Corporation Tax Rates, Etc.
Following the promulgation on December 2, 2011 of the “Act for Partial Revision of the Income Tax Act, etc. for the Purpose of Creating Taxation System Responding to Changes in Economic and Social Structures” (Law No. 114 of 2011) and the “Act on Special Measures for Securing Financial Resources Necessary to Implement Measures for Reconstruction following the Great East Japan Earthquake” (Law No. 117 of 2011), corporation tax rates will be reduced and the special reconstruction corporation tax will be imposed for the fiscal years beginning on or after April 1, 2012. In line with these changes, the effective statutory tax rate used to measure deferred tax assets and liabilities will be changed from 40.0% to 38.0% for temporary differences expected to be eliminated in the fiscal years beginning on or after April 1, 2012 and the fiscal year beginning on April 1, 2014. The rate will be changed to 35.6% for temporary differences expected to be eliminated in the fiscal years beginning on or after April 1, 2015.
As a result of this change, Deferred tax assets (after deduction of Deferred tax liabilities) decreased by 1,491 million yen and Income taxes (deferred) and Unrealized holding gain or loss on securities increased by 1,944 million yen and 452 million yen, respectively. Moreover, Deferred tax liabilities on revaluation reserve for land decreased by 6,123 million yen and Unrealized holding gain or loss on land revaluation increased by the same amount.

Notes on the Consolidated Balance Sheet

1. Pledged Assets	
Assets pledged as collateral	
Land	6,958 million yen
Buildings and structures	11,655 million yen
Machinery, equipment and vehicles	7,937 million yen
Other	161 million yen
Secured liabilities	
Short-term borrowings	150 million yen
Long-term borrowings (including borrowings to be returned within a year)	11,111 million yen
2. Accumulated Depreciation of Property, Plant and Equipment	654,254 million yen
3. Balance of Contingent Liabilities	
Balance of guaranteed obligation	617 million yen

4. Revaluation of Business Land

The Company and some consolidated subsidiaries and affiliates accounted for by the equity method revalue their business land under the Law to Revise Part of Land Revaluation Law (Law No. 24 of March 31, 1999). The tax equivalent to this revaluation variance has been stated in Liabilities as "Deferred tax liabilities on revaluation reserve for land," the amount deducted this has been stated in Net Assets as "Unrealized holding gain or loss on land revaluation."

The difference between the total fair value of the revaluated land at the end of the current consolidated fiscal year and the total book value after revaluation was 63,756 million yen.

Notes on the Consolidated Statement of Changes in Net Assets

1. Number of Shares Issued and Outstanding at the End of the Fiscal Year
 Common stock 1,696,845,339 shares

2. Details of Dividends Paid as Distribution of Profits

(1) Amount of dividends paid

Date of Resolution	Type of Stock	Source of Funds for Dividends	Total Amount of Dividends Paid (millions of yen)	Dividend per Share	Record Date	Effective Date
June 29, 2011 General Meeting of Shareholders	Common stock	Retained earnings	3,389	2.00 yen	March 31, 2011	June 30, 2011
October 28, 2011 Board of Directors Meeting	Common stock	Retained earnings	5,084	3.00 yen	September 30, 2011	November 29, 2011

(2) Of the dividends whose record date belongs to the current fiscal year, the dividend whose effective date falls in the following fiscal year

Planned date of Resolution	Type of Stock	Source of Funds for Dividends	Total Amount of Dividends Paid (millions of yen)	Dividend per Share	Record Date	Effective Date
June 28, 2012 General Meeting of Shareholders	Common stock	Retained earnings	5,084	3.00 yen	March 31, 2012	June 29, 2012

Notes on Financial Instruments

1. Matters Relating to the Status of Financial Instruments

The Company restricts investments only in a part of deposits and obtains funds from bank borrowings. The customer credit risks in connection with trade notes and accounts receivable are managed by monitoring the balances by customer on a timely basis, in accordance with the Company's internal accounting manual. Investment securities are mainly equity securities issued by affiliates, and it continually monitors their market prices in accordance with the Company's internal rules for securities. Derivatives are utilized for the purpose of avoiding risks of future fluctuation of market prices, within the limits of receivables and payables denominated in foreign currencies and borrowings.

2. Matters Relating to the Fair Values of Financial Instruments

The table below shows the amounts of financial instruments recorded in the consolidated balance sheet and their fair values as of March 31, 2012 (at the end of the current fiscal year), as well as their variances. Financial instruments, whose fair values are deemed extremely difficult to assume, are not included in the following table. (See NOTE 2)

(millions of yen)

	Consolidated balance sheet amount (*1)	Fair value (*1)	Variance
(1) Cash and deposits	160,492	160,492	-
(2) Trade notes and accounts receivable	232,679	232,679	-
(3) Investment securities Other securities	41,144	41,144	-
(4) Trade notes and accounts payable	(313,398)	(313,398)	-
(5) Short-term borrowings	(14,091)	(14,091)	-
(6) Accrued expenses	(38,102)	(38,102)	-
(7) Bonds (*2)	(20,000)	(20,108)	(108)
(8) Long-term borrowings (*3)	(160,298)	(160,865)	(567)
(9) Derivatives (*4)	(328)	(328)	-

*1 The figures in parenthesis indicate those posted in liabilities.

*2 Bonds include those to be redeemed within one year.

*3 Long-term borrowings include those falling due within one year.

*4 Assets and liabilities arisen from derivatives are offset against each other and stated in net, and net liabilities are shown in parentheses.

NOTE 1:

Method of fair value measurement of financial instruments and matters regarding securities and derivatives

(1) Cash and deposits, and (2) Trade notes and accounts receivable

Since these accounts are settled in a short period of time, their fair values are nearly equal to their book values. Therefore, the book values are deemed as their fair values.

(3) Investment securities

The fair values of equity securities are based on prices quoted on stock exchanges.

(4) Trade notes and accounts payable, (5) Short-term borrowings, and (6) Accrued expenses

Since these accounts are settled in a short period of time, their fair values are nearly equal to their book values. Therefore, the book values are deemed as their fair values.

(7) Bonds

The fair value of bonds issued by the Company for which market price is available are based on the market prices, and those for which market price is not available are measured on the basis of present values calculated by discounting the future cash flows of principles and interests by an interest rate that is applicable to bonds issued on similar conditions.

(8) Long-term borrowings

The fair values of long-term borrowings are measured by discounting the future cash flows of principles and interests at an interest rate that would apply for a new loan borrowed under similar conditions.

(9) Derivatives

Interest rate swaps under the exceptional accounting method are accounted for as an integral part of long-term borrowings, the hedged item. Therefore, their fair values are included in the fair value of their underlying long-term borrowings (See (8) above).

As forward foreign exchange contracts under designated hedge accounting method are accounted for as an integral part of accounts receivable, the hedged item, their fair values are included in the fair value of their underlying accounts receivable.

NOTE 2:

Because market prices of unlisted equity securities (1,739 million yen shown in the consolidated balance sheet), public and corporate bonds (5 million yen shown in the consolidated balance sheet), and investments in non-consolidated subsidiaries and affiliates (60,847 million yen shown in the consolidated balance sheet) are not available, and their future cash flow cannot be estimated, it is extremely difficult to determine their fair values. Therefore, they are not included in “(3) Investment securities, other securities” mentioned above.

Matters on Investment and Rental Property

Disclosures are omitted due to immateriality in amounts.

Notes on Net per Share

Net Assets per Share	245.22 yen
Net Income per Share	53.86 yen

NOTE: The basis of calculation of Net Income per Share is as follows:

Average number of stocks issued	1,694,366,023 shares
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Notes on Subsequent Events

There are no relevant items.

Other Notes

(Consolidated Statement of Income)

Extraordinary loss in the current fiscal year includes loss on disaster, especially 513 million yen due to the Great East Japan Earthquake and 1,227 million yen due to the impacts of the floods in Thailand. More precisely these losses were principally fixed expenses incurred while operations and businesses were suspended.

BALANCE SHEET

As of March 31, 2012

(millions of yen)

ASSETS		LIABILITIES	
ITEMS	AMOUNT	ITEMS	AMOUNT
CURRENT ASSETS	330,905	CURRENT LIABILITIES	307,008
Cash and deposits	86,887	Trade notes payable	25,783
Accounts receivable	151,572	Accounts payable	169,375
Finished products	33,735	Current portion of bonds	20,000
Productive material and supplies	18,705	Current portion of long-term borrowings	30,044
Work in progress	6,597	Lease obligations	1,575
Advance accounts	3,441	Other accounts payable	6,445
Prepaid expenses	1,377	Accrued expenses	33,456
Deferred tax assets	16,082	Income tax payable	1,323
Short-term loans	1,217	Advances received	163
Other accounts receivable	10,463	Deposits received	7,518
Other	1,044	Unearned revenue	16
Allowance for doubtful accounts	(220)	Provisions for warranty costs	3,398
NON-CURRENT ASSETS	506,011	Accrued bonus costs	7,704
Property, plant and equipment	311,724	Notes payable related to facilities	21
Buildings	48,825	Other	183
Structures	6,109	NON-CURRENT LIABILITIES	173,509
Machinery and equipment	46,356	Long-term borrowings	77,791
Vehicles	401	Lease obligations	1,212
Tools, furniture and fixtures	3,954	Accrued retirement benefits	44,412
Land	198,453	Asset retirement obligations	432
Lease assets	2,635	Deferred tax liabilities on revaluation reserve for land	48,132
Construction in progress	4,987	Guarantee deposits received	304
Intangible assets	4,362	Other	1,221
Software	4,316	TOTAL LIABILITIES	480,518
Other	46	NET ASSETS	
Investments & other assets	189,924	SHAREHOLDERS' EQUITY	272,600
Investment securities	40,764	Common stock	40,644
Securities investment in subsidiaries and affiliates	122,360	Capital surplus	49,855
Investments in capital	266	Capital reserve	49,855
Investments in capital of subsidiaries and affiliates	14,198	Retained earnings	182,656
Long-term loans	30,190	Other retained earnings	182,656
Long-term prepaid expenses	83	Unappropriated retained earnings	182,656
Deferred tax assets	7,645	Treasury stock	(555)
Other	1,952	VALUATION, FOREIGN CURRENCY TRANSLATION ADJUSTMENTS & OTHER	83,797
Allowance for doubtful accounts	(26,772)	Unrealized holding gain or loss on securities	7,203
Allowance for loss in investments	(767)	Unrealized gain or loss from hedging activities	(207)
		Unrealized holding gain or loss on land revaluation	76,801
TOTAL ASSETS	836,916	TOTAL NET ASSETS	356,397
		TOTAL LIABILITIES & NET ASSETS	836,916

NOTE: Amounts have been rounded down to the nearest one million yen.

STATEMENT OF INCOME

From April 1, 2011 through March 31, 2012

(millions of yen)

ITEMS	AMOUNT	
NET SALES		943,656
COST OF SALES		800,826
GROSS PROFIT		142,829
SELLING, GENERAL AND ADMINISTRATIVE EXPENSES		76,722
OPERATING INCOME		66,106
NON-OPERATING INCOMES		
Interest income	547	
Dividends income	11,451	
Rent income	29	
Other	1,738	13,767
NON-OPERATING EXPENSES		
Interest expense	2,368	
Interest on bonds	341	
Commission fee for bonds	63	
Commission fee for stocks	246	
Foreign exchange losses	324	
Litigation settlement	1,008	
Settlement package	669	
Other	1,235	6,258
ORDINARY INCOME		73,615
EXTRAORDINARY GAINS		
Gain on disposal of property, plant and equipment	47	
Gain on sale of investment securities	219	
Reversal of environmental expenses	400	
Other	3	671
EXTRAORDINARY LOSSES		
Loss on disposal of property, plant and equipment	950	
Write-off of non-consolidated subsidiaries & affiliates and receivables	533	
Loss on impairment of property, plant and equipment	16	
Loss on disaster	578	
Other	19	2,099
INCOME BEFORE INCOME TAXES		72,187
INCOME TAXES (CURRENT)	3,527	
INCOME TAXES (DEFERRED)	(10,369)	
NET INCOME		79,029

NOTE: Amounts have been rounded down to the nearest one million yen.

STATEMENT OF CHANGES IN NET ASSETS

From April 1, 2011 through March 31, 2012

(millions of yen)

	SHAREHOLDERS' EQUITY						
	Common stock	Capital surplus		Retained Earnings		Treasury stock	Total shareholders' equity
		Capital reserve	Total capital surplus	Other retained earnings Unappropriated retained earnings	Total retained earnings		
Balance at the beginning of current period	40,644	49,855	49,855	111,814	111,814	(540)	201,773
Change of the period							
Cash dividends				(8,474)	(8,474)		(8,474)
Reversal of unrealized holding gain or loss on land revaluation				286	286		286
Net income				79,029	79,029		79,029
Acquisition of treasury stock						(14)	(14)
Net changes on items other than shareholders' equity							
Total change of the period	–	–	–	70,841	70,841	(14)	70,826
Balance at the end of current period	40,644	49,855	49,855	182,656	182,656	(555)	272,600

	VALUATION, FOREIGN CURRENCY TRANSLATION ADJUSTMENTS & OTHER				Total net assets
	Unrealized holding gain or loss on securities	Unrealized gain or loss from hedging activities	Unrealized holding gain or loss on land revaluation	Total valuation, foreign currency translation adjustments & other	
Balance at the beginning of current period	2,846	(46)	71,108	73,908	275,682
Change of the period					
Cash dividends					(8,474)
Reversal of unrealized holding gain or loss on land revaluation					286
Net income					79,029
Acquisition of treasury stock					(14)
Net changes on items other than shareholders' equity	4,356	(160)	5,692	9,888	9,888
Total change of the period	4,356	(160)	5,692	9,888	80,715
Balance at the end of current period	7,203	(207)	76,801	83,797	356,397

NOTE: Amounts have been rounded down to the nearest one million yen.

NOTES ON THE FINANCIAL STATEMENTS

Basis for Financial Statements

1. Significant Accounting Policies

(1) Valuation standards and methods for securities

i) Securities investment in subsidiaries and affiliates

Securities investment in subsidiaries and affiliates are measured at the cost determined by the moving average method. Some of the securities have been written-off.

ii) Other securities

a. Marketable securities

Marketable securities are measured at fair value with changes in unrealized holding gain or loss, net of deferred tax liabilities (assets), directly included in net assets.

Cost of securities sold is calculated by the moving average method.

b. Non-marketable securities

Non-marketable securities are measured at cost using the moving average method.

(2) Derivative financial instruments

Derivative financial instruments are measured at fair value.

(3) Valuation methods for inventories

Inventories are measured at cost using the gross average method.

(Balance sheet values are measured by method of devaluing book value to reflect decreases in profitability.)

(4) Depreciation of non-current assets

i) Depreciation of property, plant and equipment (excluding lease assets)

Depreciation of property, plant and equipment is calculated by the straight-line method.

Property with an acquisition cost of more than 100 thousand yen and less than 200 thousand yen is depreciated equally over 3 years.

ii) Depreciation of intangible assets (excluding lease assets)

Depreciation of intangible assets is calculated by the straight-line method.

“Software” included in intangible assets, is depreciated by the straight-line method based on the estimated useful lifetime (5 years).

iii) Lease assets

Lease assets relating to finance lease transactions without transfer of ownership are depreciated over the lease contract’s lifetime by the straight-line method, assuming the residual value is zero.

In addition, lease transactions whose lease transaction commencement date was on or prior to March 31, 2008 are accounted for on a basis similar to that for ordinary rental transactions.

(5) Basis for provisions and allowances

i) Allowance for doubtful accounts

Allowance for doubtful accounts is provided based on past experience of normal receivables and with reference to the collectability of receivables from companies in financial difficulty.

ii) Accrued bonus costs

Accrued bonus costs are provided in an amount estimated to cover the bonus payment for services rendered by employees during the fiscal year.

iii) Provisions for warranty costs

Provisions for warranty costs are provided to cover the cost of all services anticipated to be incurred during the entire warranty period in accordance with warranty contracts. The provisions are calculated based on past experience.

iv) Accrued retirement benefits

Accrued retirement benefits are calculated in an amount based on the projected benefit obligation expected and the pension plan assets expected at the end of the current fiscal year. Prior service costs are amortized by the straight-line method over periods shorter than the average remaining years of service of eligible employees (1 year). Actuarial gain or loss is amortized by the straight-line method over periods shorter than average remaining years of service of eligible employees (10 years) from the year following the year when company recognizes the actuarial gain or loss.

(6) Foreign currency translation

Receivables and payables denominated in foreign currencies are translated into yen at the exchange rate prevailing on the date of the balance sheet, and any differences arising from the translation are included in the financial statements as gains or losses.

(7) Hedge accounting

i) Hedge accounting

a. Forward foreign exchange contracts and currency options

Designated hedge accounting is adopted.

(except transactions which do not fulfill the required conditions)

b. Interest rate swaps and interest rate options

Deferral hedge accounting or exceptional accounting method specified in the accounting standard for financial instruments is adopted.

ii) Hedging instruments and hedged items

a. Hedging instruments

Interest rate swaps, interest rate options, forward foreign exchange contracts, and currency options.

b. Hedged items

Receivables and payables denominated in foreign currencies, borrowings.

iii) Hedging policy

The Company utilizes derivative financial instruments with receivables and payables denominated in foreign currency and borrowings to hedge against possible future fluctuations in the market price.

iv) Assessment of hedge effectiveness

Hedge effectiveness is determined by comparing the cumulative changes in cash flows from the hedging instruments with those from the hedged items. However, this assessment excludes the effectiveness of interest rate swaps accounted by exceptional accounting method.

v) Other

The Company has a bylaw on derivative transactions and executes its transactions and risk management based on this bylaw, which stipulates policies, procedures, retention limits and reporting systems.

(8) Deferred Assets

Deferred assets are all accounted as an expense on payment.

(9) Other

Transactions subject to consumption tax are recorded at amounts excluding consumption tax.

2. Additional Information

Application of accounting standard for accounting changes and error corrections, etc.

The "Accounting Standard for Accounting Changes and Error Corrections" (ASBJ Statement No. 24, December 4, 2009) and the "Guidance on Accounting Standard for Accounting Changes and Error Corrections" (ASBJ Guidance No. 24, December 4, 2009) are adopted for accounting changes and corrections of prior period errors that were made on or after the beginning of the current fiscal year.

Notes on the Balance Sheet

1. Pledged Assets	
Assets pledged as collateral	
Land	74 million yen
Secured liabilities	
Current portion of long-term borrowings	0 million yen
Long-term borrowings	3 million yen
2. Accumulated Depreciation of Property, Plant and Equipment	436,985 million yen
3. Balance of Contingent Liabilities	
Balance of guaranteed obligation	322 million yen
4. Debts and Credits to Subsidiaries and Affiliates	
Short-term credits	118,929 million yen
Long-term credits	30,446 million yen
Short-term debts	54,222 million yen
Long-term debts	141 million yen
5. Other	
The difference between the total fair value of the revalued business land, as stipulated in Article 10 of the Land Revaluation Law, and the total book value after revaluation is 61,843 million yen.	

Notes on the Statement of Income

1. Transactions with Subsidiaries and Affiliates	
Sales to subsidiaries and affiliates	449,812 million yen
Purchases from subsidiaries and affiliates	241,530 million yen
Other	11,302 million yen
2. Loss on Disaster Reported as Extraordinary Losses on the Statement of Income	
Loss on disaster is loss due to the Great East Japan Earthquake, which is principally the fixed expenses incurred while operations and businesses were suspended.	

Notes on the Statement of Changes in Net Assets

Type and Number of Stocks Held as Treasury Stocks

Common stock

2,005,627 shares

Notes on Tax-Effect Accounting

1. Significant Components of Deferred Tax Assets and Deferred Tax Liabilities

Deferred tax assets (of current assets)	
Accrued bonus costs	2,924 million yen
Accrued expenses	5,195 million yen
Inventory write-offs	448 million yen
Tax credit carried forward	5,816 million yen
Other	2,088 million yen
Valuation allowance	(365) million yen
Total amount of deferred tax assets (of current assets)	<u>16,107 million yen</u>
Deferred tax liabilities (of current liabilities)	
Deferred gains or losses on hedges	24 million yen
Total amount of deferred tax liabilities (of current liabilities)	<u>24 million yen</u>
Net amount of deferred tax assets (of current assets)	<u>16,082 million yen</u>
Deferred tax assets (of non-current assets)	
Accrued retirement benefits	16,230 million yen
Write-off of investments	11,301 million yen
Other	2,934 million yen
Valuation allowance	(19,358) million yen
Total amount of deferred tax assets (of non-current assets)	<u>11,107 million yen</u>
Deferred tax liabilities (of non-current liabilities)	
Unrealized holding gain or loss on securities	3,461 million yen
Total amount of deferred tax liabilities (of non-current liabilities)	<u>3,461 million yen</u>
Net amount of deferred tax assets (of non-current assets)	<u>7,645 million yen</u>

2. Reconciliation of the Effective Tax Rate and the Statutory Tax Rate

Statutory tax rate	40.0%
(Adjustment)	
Changes in valuation allowance	(45.1)%
Foreign withholding tax	4.9%
Dividends received from overseas subsidiaries	(4.6)%
Tax credit carried forward	(8.4)%
Effect of changes in tax rate	2.4%
Other	1.3%
Effective tax rate after application of tax-effect accounting	<u>(9.5)%</u>

3. Correction of Amounts of Deferred Tax Assets and Deferred Tax Liabilities due to Changes in Corporation Tax Rates, Etc.

Following the promulgation on December 2, 2011 of the "Act for Partial Revision of the Income Tax Act, etc. for the Purpose of Creating Taxation System Responding to Changes in Economic and Social Structures" (Law No. 114 of 2011) and the "Act on Special Measures for Securing Financial Resources Necessary to Implement Measures for Reconstruction following the Great East Japan Earthquake" (Law No. 117 of 2011), corporation tax rates will be reduced and the special reconstruction corporation tax will be imposed for the fiscal years beginning on or after April 1, 2012. In line with these changes, the effective statutory tax rate used to measure deferred tax assets and liabilities will be changed from 40.0% to 38.0% for temporary differences expected to be eliminated in the fiscal years beginning on or after April 1, 2012 and the fiscal year beginning on April 1, 2014. The rate will be changed to 35.6% for temporary differences expected to be eliminated in the fiscal years beginning on or after April 1, 2015.

As a result of this change, Deferred tax assets (after deduction of Deferred tax liabilities)

decreased by 1,275 million yen and Income taxes (deferred) and Unrealized holding gain or loss on securities increased by 1,705 million yen and 430 million yen, respectively. Moreover, Deferred tax liabilities on revaluation reserve for land decreased by 5,979 million yen and Unrealized holding gain or loss on land revaluation increased by the same amount.

Notes on Lease Assets

Among finance lease transactions other than those in which the ownership of the lease assets is transferred to the lessee, those whose lease transaction commencement date was prior to the commencement of the first year of application of the “Accounting Standards for Lease Transactions” (ASBJ Statement No. 13).

1. Amounts Equivalent to Acquisition Cost, Accumulated Depreciation, and Net Balance

	Acquisition Cost (millions of yen)	Accumulated Depreciation (millions of yen)	Net Balance at the End of the Fiscal Year (millions of yen)
Tools, furniture and fixtures	33	28	4
Other	31	25	6
Total	65	54	11

2. Amount of Future Payment Obligations

Due within one year	11 million yen
Due after one year	-
Total	11 million yen

3. Lease Payments, Amount Equivalent to Depreciation Expense, and Interest Expense

Lease payments	16 million yen
Depreciation expense	15 million yen
Interest expense	0 million yen

4. Calculation of Depreciation

Lease assets are depreciated over the lease contract's lifetime by the straight-line method, assuming the residual value is zero.

5. Calculation of Amount Equivalent to Interest Expense

Amount equivalent to interest expense is calculated by the interest method based on an excess of the aggregate sum of lease payments over amounts equivalent to acquisition costs.

Notes on Transactions with Related Parties

Refer to the attachment “Notes on Transactions with Related Parties”.

Notes on Net per Share

Net Assets per Share	210.28 yen
Net Income per Share	46.63 yen

NOTE: The basis of calculation of Net Income per Share is as follows:

Average number of stocks issued	1,694,864,308 shares
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Notes on Subsequent Events

There are no relevant items.

(Attachment)
Notes on Transactions with Related Parties

1. Transactions with Subsidiaries

(millions of yen)						
Name of Subsidiary	Percentage of Voting Right Owned	Connections with Related Parties	Details of Transactions	Amount of Transaction	Account	Balance Outstanding
Truck Service Tokyo Co., Ltd.	Direct 100%	Lending funds for running costs	Lending funds (NOTE 1)	-	Long-term loans (NOTE 1)	20,126
ISUZU MOTORS SALES LTD.	Direct 75%	Supply of vehicles and parts under an exclusive agent agreement	Sales of products (NOTE 2)	284,187	Accounts receivable	75,908
Isuzu Australia Limited	Direct 100%	Supply of vehicles and parts under an exclusive agent agreement	Sales of products (NOTE 2)	33,979	Accounts receivable	8,548

Transaction conditions and policy on determining transaction conditions

NOTE 1: Allowance for doubtful accounts (18,960 million yen) has been accounted for as a contra-asset of loans. The loan is unsecured.

NOTE 2: Prices and other transaction conditions are determined in the same way as general transactions.

2. Transactions with affiliates

(millions of yen)						
Name of Affiliate	Percentage of Voting Rights Owned	Connections with Related Parties	Details of Transactions	Amount of Transaction	Account	Balance Outstanding
Jidosha Buhin Kogyo Co., Ltd.	Direct 34% Indirect 1%	Supply of parts	Purchase of raw materials (NOTE)	63,378	Accounts payable	10,576

Transaction conditions and policy on determining transaction conditions

NOTE: Transaction conditions are determined in the same way as general transactions.

(English Translation of Report of Independent Auditors on the Consolidated Financial Statements,
Originally Issued in the Japanese Language)

Report of Independent Auditors

May 16, 2012

The Board of Directors
ISUZU MOTORS LIMITED

Ernst & Young ShinNihon LLC

Yoshikatsu Sugiyama
Certified Public Accountant
Designated and Limited Liability Partner

Harukazu Ogane
Certified Public Accountant
Designated and Limited Liability Partner

Kenji Takagi
Certified Public Accountant
Designated and Limited Liability Partner

Pursuant to Section 4, Article 444 of the Corporation Law, we have audited the consolidated balance sheet, the consolidated statement of income, the consolidated statement of changes in net assets and the notes on the consolidated financial statements of ISUZU MOTORS LIMITED (the "Company") applicable to the consolidated fiscal year from April 1, 2011 through March 31, 2012.

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; this includes the development, implementation, and maintenance of internal control deemed necessary by management for the preparation and fair presentation of the consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Independent Auditors' Responsibility

Our responsibility is to express an opinion on the consolidated financial statements based on our audit as independent auditors. 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 of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The audit procedures selected and applied depend on our 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 is not to express an opinion on the effectiveness of the entity's internal control. However, in making the risk assessment, we consider internal control 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 assessing the accounting principles and procedures adopted by management, and significant 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 opinion.

Audit 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 Isuzu Group, which consisted of the Company and consolidated subsidiaries, applicable to the consolidated fiscal year ended March 31, 2012 in conformity with accounting principles generally accepted in Japan.

Interest in the Company

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

(English Translation of Report of Independent Auditors on the Financial Statements, Originally Issued in the Japanese Language)

Report of Independent Auditors

May 16, 2012

The Board of Directors
ISUZU MOTORS LIMITED

Ernst & Young ShinNihon LLC

Yoshikatsu Sugiyama
Certified Public Accountant
Designated and Limited Liability Partner

Harukazu Ogane
Certified Public Accountant
Designated and Limited Liability Partner

Kenji Takagi
Certified Public Accountant
Designated and Limited Liability Partner

Pursuant to Paragraph 1, Section 2, Article 436 of the Corporation Law, we have audited the balance sheet, the statement of income, the statement of changes in net assets, the notes on the financial statements and the related supplementary schedules of ISUZU MOTORS LIMITED (the "Company") applicable to the 110th business term from April 1, 2011 through March 31, 2012.

Management's Responsibility for the Financial Statements

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; this includes the development, implementation, and maintenance of internal control deemed necessary by management for 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.

Independent Auditors' Responsibility

Our responsibility is to express an opinion on the financial statements and the related supplementary schedules based on our audit as independent auditors. 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 of 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 audit procedures selected and applied depend on our 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 is not to express an opinion on the effectiveness of the entity's internal control. However, in making the risk assessment, we consider internal control 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 assessing the accounting principles and procedures adopted by management, and significant 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 opinion.

Audit 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 applicable to the fiscal year ended March 31, 2012 in conformity with accounting principles generally accepted in Japan.

Interest in the Company

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

(English Translation of Report of the Board of Corporate Auditors)

AUDIT REPORT

In relation to the Directors' performance of their duties during the 110th business term from April 1, 2011 to March 31, 2012, the Board of Corporate Auditors prepared this Audit Report based on the audit report prepared by each Corporate Auditor.

1. Auditing Procedures Adopted by the Corporate Auditors and Board of Corporate Auditors and Details of Such Procedures

The Board of Corporate Auditors established the audit policies and audit plan, and received reports from all the Corporate Auditors regarding their auditing activities and the results thereof. In addition, we received reports from the Directors and the Independent Auditor regarding the execution of their duties, and when necessary, we requested their explanations.

In accordance with the auditing standards for Corporate Auditors and the audit plan stipulated by the Board of Corporate Auditors, we communicated with the Directors, the internal auditing division, and other employees of the Company and endeavored to gather information and develop and maintain an environment for gathering information and auditing. We also attended board and other important meetings, received reports from the Directors and employees regarding the performance of their duties, sought explanations as necessary, examined important documents related to important decisions, and examined the operations and assets at the Company's head office and major operational establishments.

In addition, with regard to the contents of the resolution of the Board of Directors concerning the establishment of the systems, stipulated in Section 1 and Section 3, Article 100 of the Enforcement Regulations of the Corporation Law, and described in the Business Report as those essential to ensuring the propriety of the Company's operations including a system for ensuring that Directors execute their duties in compliance with the laws and Articles of Incorporation, as well as the establishment and operations of those systems (the Internal Control System) set up based on the resolution thereof, we periodically received reports from the Directors and other employees of the Company, and when necessary, requested their explanations, and expressed our opinions.

Regarding the internal control relating to financial reports, we received reports from the Directors, etc, and Ernst & Young ShinNihon LLC for status of their evaluation and auditing, and when necessary, we requested their explanations.

The Corporate Auditors took steps to enhance communication and information exchange with the Directors and Corporate Auditors of the subsidiaries, and when necessary, received reports from the subsidiaries on the status of their businesses. Using the foregoing methods, we examined the business report and the related supplementary schedules for this business term.

Furthermore, we monitored and verified whether the Independent Auditor maintained their independence and audited appropriately, and we received reports from the Independent Auditor regarding the performance of their duties and sought explanations as necessary. The Corporate also received notification from the Independent Auditor that they have taken steps to improve the "system for ensuring appropriate execution of their duties" (as stated in Article 131 of the Company Accounting Regulation Ordinance) in compliance with the "Quality Control Standards Relating to Auditing" (adopted by the Business Accounting Deliberation Council on October 28, 2005). When necessary, we sought explanations. Based on the above methods, we examined the financial statements (balance sheet, statement of income, statement of changes in net assets, and notes on financial statements), the related supplementary schedules for this current business term, as well as the consolidated financial statements (consolidated balance sheet, consolidated statement of income, consolidated statement of changes in net assets, and notes on the consolidated financial statements) for this consolidated fiscal year.

2. Audit Results

(1) Results of Audit of Business Report and Other Relevant Documents

- i) We confirm that the business report and the related supplementary schedules give a fair view of the state of affairs of the Company in accordance with the laws, regulations, and Articles of Incorporation.
- ii) We have found no significant evidence of wrongful acts or violations of the laws and regulations, or Articles of Incorporation with regard to the performance of duties by the Directors.
- iii) We confirm that the content of the resolution by the Board of Directors regarding the Internal Control System is proper. Furthermore, we have found no problems regarding the content described in the Business Report and the Directors' execution of their duties towards the Internal Control System including the internal control relating to financial reports.

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

We confirm that the methods and results of the audits made by the Independent Auditor, Ernst & Young ShinNihon LLC, are proper.

(3) Results of Audit of Consolidated Financial Statements

We confirm that the methods and results of the audits made by the Independent Auditor, Ernst & Young ShinNihon LLC, are proper.

May 21, 2012

The Board of Corporate Auditors of ISUZU MOTORS LIMITED

Standing Corporate Auditor	Shunichi Satomi
Standing Corporate Auditor	Kouzou Issiki
Standing Provisional Corporate Auditor	Hiroshi Oyama
Corporate Auditor	Yasuharu Nagashima
Corporate Auditor	Hajime Mita

- NOTE: 1. Standing Corporate Auditor Kouzou Issiki, Corporate Auditor Yasuharu Nagashima, and Corporate Auditor Hajime Mita are outside auditors as specified in Paragraph 16, Article 2, and Section 3, Article 335, of the Corporation Law.
2. Mr. Hiroshi Oyama was elected as and assumed the position of Provisional Corporate Auditor as of April 9, 2012 pursuant to Section 2, Article 346 of the Corporation Law. In addition, he was appointed as Standing Provisional Corporate Auditor at the Board of Corporate Auditors Meeting held on April 27, 2012 and assumed the position on the same date.

Reference Material for the General Meeting of Shareholders

Proposal 1: Appropriation of Surplus

Taking into account such factors as our business results for the current business term and our future business deployment, we propose to appropriate surplus in the form of year-end dividends for the 110th business term. The details are as follows.

1. Type of dividend property

Money

2. Allotment of dividend property and total amount thereof

We propose to pay a dividend of 3 yen per share of the Company's common stock; a total amount of 5,084,519,136 yen.

The annual dividend for the current business term, including the interim dividend of 3 yen that has already been paid, will be 6 yen per share.

3. Effective date of dividends from surplus

We propose June 29, 2012 as the effective date of dividends from surplus.

Proposal 2: Election of Six (6) Directors

The terms of office of six (6) Directors (Susumu Hosoi, Ryouzo Tsukioka, Toshio Sasaki, Takanobu Furuta, Tsutomu Yamada and Yoshihiro Tadaki) will expire at the close of this General Meeting of Shareholders. Accordingly, we ask the shareholders to elect six (6) Directors.

The candidates are listed below:

No.	Name (Date of birth)	Brief career summary, positions and responsibilities in the Company and significant concurrent positions at other organizations	No. of Company shares owned
1	Susumu Hosoi (August 9, 1949)	Apr. 1973 Jun. 2002 Apr. 2006 Jun. 2007 to present Joined Isuzu Motors Limited Director of Isuzu Motors Limited Executive Vice President, and Director of Isuzu Motors Limited President, and Representative Director of Isuzu Motors Limited	203,000
2	Ryouzo Tsukioka (November 28, 1948)	Apr. 1972 Jun. 2006 Apr. 2010 Apr. 2012 to present Joined Isuzu Motors Limited Director of Isuzu Motors Limited Executive Vice President, and Director of Isuzu Motors Limited Executive Vice President, and Director, Senior Division Executive of Sales Headquarters, Senior Division Executive of Quality Assurance Division, Division Executive of Sales Operations Support Division, Isuzu Motors Limited	150,000
3	Toshio Sasaki (March 3, 1952)	Apr. 1974 Apr. 2004 Mar. 2005 Mar. 2005 Mar. 2006 Jun. 2006 Jun. 2007 Jul. 2007 Apr. 2008 Feb. 2009 Oct. 2009 Apr. 2010 Jun. 2010 to present Joined The Dai-Ichi Kangyo Bank, Ltd. (predecessor of Mizuho Bank, Ltd. and Mizuho Corporate Bank, Ltd.) Managing Executive Officer of Mizuho Bank, Ltd. Retired from Mizuho Bank, Ltd. Senior Managing Director of Mizuho Capital Co., Ltd. Retired as Director of Mizuho Capital Co., Ltd. Representative Director and Vice President of Chuo Real Estate Co., Ltd. Retired as Director of Chuo Real Estate Co., Ltd. Senior Executive Officer, Assistant to Division Executive of Corporate Planning & Finance Division, Isuzu Motors Limited Senior Executive Officer, Assistant to Division Executive of International Sales Division No.2, International Sales Headquarters, Isuzu Motors Limited Senior Executive Officer, Division Executive of International Division No.1, Sales Headquarters, Isuzu Motors Limited Senior Executive Officer, Division Executive of Sales Planning Division, Sales Headquarters, Isuzu Motors Limited Senior Executive Officer, Division Executive of Corporate Planning & Finance Division, Isuzu Motors Limited Director, Division Executive of Corporate Planning & Finance Division, Isuzu Motors Limited	101,000

No.	Name (Date of birth)	Brief career summary, positions and responsibilities in the Company and significant concurrent positions at other organizations	No. of Company shares owned
4	Takanobu Furuta (March 16, 1951)	<p>Apr. 1973 Joined ITOCHU Corporation</p> <p>Jun. 2006 Representative Director, Managing Director, ITOCHU Corporation</p> <p>Mar. 2010 Retired as Director of ITOCHU Corporation</p> <p>Apr. 2010 Managing Executive Officer, Division Executive of Administration Division and PT Business Division, Sales Headquarters, Isuzu Motors Limited</p> <p>Jun. 2010 to present Director, Division Executive of Administration Division and PT Business Division, Sales Headquarters, Isuzu Motors Limited</p> <p>(Significant concurrent positions) Chairman of Isuzu Group Employee Health Insurance Association Chairman of Isuzu Motors Limited Pension Fund</p>	39,000
5	Tsutomu Yamada (January 14, 1951)	<p>Apr. 1977 Joined Isuzu Motors Limited</p> <p>Apr. 2007 Senior Executive Officer, Division Executive of Corporate Audit & Compliance Division and Quality Assurance Division, Isuzu Motors Limited</p> <p>Apr. 2008 Senior Executive Officer, Division Executive of Corporate Audit & Compliance Division and Quality Assurance Division, Executive of Quality Assurance Dept., Isuzu Motors Limited</p> <p>Feb. 2009 Senior Executive Officer, Division Executive of Corporate Audit & Compliance Division and Quality Assurance Division, Isuzu Motors Limited</p> <p>Apr. 2010 Senior Executive Officer, Division Executive of CSR Division and Quality Assurance Division, Isuzu Motors Limited</p> <p>Jun. 2010 to present Director, Division Executive of CSR Division and Quality Assurance Division, Isuzu Motors Limited</p>	119,000
6	*Kazuhiko Ito (May 6, 1956)	<p>Apr. 1979 Joined Isuzu Motors Limited</p> <p>Apr. 2007 Executive Officer, Executive of North America Operations Dept. and ASEAN Operations Dept., International Sales Division, Isuzu Motors Limited</p> <p>Dec. 2007 Executive Officer, Executive of North America Operations Dept. and ASEAN Operations Dept., International Sales Division No.1, International Sales Headquarters, and General Manager of North America Operations Dept., Isuzu Motors Limited</p> <p>Mar. 2008 Executive Officer, ASEAN Operations Executive, Isuzu Motors Limited</p> <p>Feb. 2009 Senior Executive Officer, ASEAN Operations Executive, Isuzu Motors Limited</p> <p>Feb. 2011 Senior Executive Officer, Division Executive of Purchasing Division, Operations Headquarters, Isuzu Motors Limited</p> <p>Apr. 2012 to present Senior Executive Officer, Division Executive of Purchasing Division, Isuzu Motors Limited</p>	87,000

NOTES:

1. New candidate is marked with an asterisk.
2. Mr. Takanobu Furuta also serves as Chairman of the Isuzu Group Employee Health Insurance Association. In accordance with a medical practice agreement with the Association, the Company (Isuzu Hospital) provides medical treatment benefits for any sickness or injury of persons, as well as of their dependents, who are or were insured by a health insurance system managed by the said Association. Mr. Furuta also concurrently serves as Chairman of the Isuzu Motors Limited Pension Fund. The Company pays due contribution as an employer to the Fund pursuant to the Rules of the Isuzu Motors Limited Pension Fund.
3. There are no conflicts of interests between other candidates and the Company.

Proposal 3: Election of Two (2) Corporate Auditors

The term of office of Corporate Auditor Hajime Mita will expire at the close of this General Meeting of Shareholders. Accordingly, we ask the shareholders to elect two (2) Corporate Auditors, including one (1) new candidate.

The Board of Corporate Auditors has already consented to us making the proposal at this General Meeting of Shareholders.

The candidates are listed below:

No.	Name (Date of birth)	Brief career summary, positions in the Company and significant concurrent positions at other organizations	No. of Company shares owned
1	Hajime Mita (December 15, 1950)	<p>Apr. 1974 Joined The Mitsubishi Trust and Banking Corporation (predecessor of Mitsubishi UFJ Trust and Banking Corporation)</p> <p>Jun. 2005 Managing Director of The Mitsubishi Trust and Banking Corporation (predecessor of Mitsubishi UFJ Trust and Banking Corporation)</p> <p>Jun. 2007 Retired as Director of Mitsubishi UFJ Trust and Banking Corporation</p> <p>Jun. 2007 President and Representative Director at MU Trust Apple Planning Company, Ltd.</p> <p>Mar. 2008 to present Outside Corporate Auditor of Miyoshi Oil & Fat Co., Ltd.</p> <p>Jun. 2008 to present Corporate Auditor of Isuzu Motors Limited</p> <p>Jun. 2009 Retired as Director of MU Trust Apple Planning Company, Ltd.</p> <p>Jun. 2009 to present President, and Representative Director of R&Y Insurance Services Co., Ltd.</p> <p>(Significant concurrent positions) President, and Representative Director of R&Y Insurance Services Co., Ltd. Outside Corporate Auditor of Miyoshi Oil & Fat Co., Ltd.</p>	13,000
2	*Hiroshi Oyama (May 22, 1956)	<p>Apr. 1979 Joined Isuzu Motors Limited</p> <p>Apr. 2007 Executive Officer, China Operations Executive, Executive of Legal & Intellectual Property Dept., Administration Division and China Operations Dept., International Sales Division, Isuzu Motors Limited</p> <p>Dec. 2007 Executive Officer, China Operations Executive, Executive of Legal & Intellectual Property Dept., Administration Division and China Operations Dept., International Sales Division No.1, International Sales Headquarters, Isuzu Motors Limited</p> <p>Apr. 2008 Executive Officer, China Operations Executive, Isuzu Motors Limited</p> <p>Feb. 2009 Retired as Executive Officer of Isuzu Motors Limited</p> <p>Feb. 2009 President, and Representative Director of Isuzu UMAX Corporation</p> <p>Apr. 2012 Chairman, and Representative Director of Isuzu UMAX Corporation</p> <p>Apr. 2012 Retired as Director of Isuzu UMAX Corporation</p> <p>Apr. 2012 to present Standing Provisional Corporate Auditor of Isuzu Motors Limited</p>	48,000

NOTES:

1. New candidate is marked with an asterisk.
2. There are no conflicts of interests between the candidates and the Company.
3. Mr. Hajime Mita is a candidate for outside auditor.
4. We chose Mr. Hajime Mita as a candidate for outside auditor because we can expect that he will carry out audits based on his considerable experience and insight with respect to finance and corporate management as an officer of Mitsubishi UFJ Trust and Banking Corporation and representative of R&Y Insurance Services Co., Ltd., and from an objective and neutral viewpoint. In addition, it has been 3 years and 11 months since he became Corporate Auditor of the Company.
5. The Company has not entered into liability limitation agreements with outside auditors.

6. We have notified Mr. Hajime Mita as independent auditor pursuant to the regulations of Tokyo Stock Exchange, Inc. If the reappointment of Mr. Mita is approved, we intend to continue to designate him as independent auditor.
7. Mr. Hiroshi Oyama was elected as and assumed the position of Provisional Corporate Auditor as of April 9, 2012 pursuant to Section 2, Article 346 of the Corporation Law. In addition, he was appointed as Standing Provisional Corporate Auditor at the Board of Corporate Auditors Meeting held on April 27, 2012 and assumed the position on the same date.