

Yamaha Motor Co., Ltd.
2500 Shingai, Iwata, Shizuoka, Japan

Code No: 7272
March 25, 2014

Notice of Resolutions of the 79th Ordinary General Meeting of Shareholders

This document has been translated from the Japanese original, for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

Dear Shareholders:

We are pleased to announce that the matters outlined below were reported and resolved at the 79th Ordinary General Meeting of Shareholders of the Company held today.

- Items reported:**
1. Business Report for the 79th Fiscal Year (from January 1, 2013 through December 31, 2013); Consolidated Financial Statements applicable to the 79th Fiscal Year (from January 1, 2013 through December 31, 2013); Report of Independent Auditor on Consolidated Financial Statements; and Report of Audit & Supervisory Board on Consolidated Financial Statements
 2. Non-consolidated Financial Statements applicable to the 79th Fiscal Year (from January 1, 2013 through December 31, 2013)

The particulars of the above 1 and 2 were reported.

Items resolved:

Proposed Resolution 1 Appropriation of Surplus

The proposal was approved and adopted as proposed. The year-end dividend shall be 16 yen per share. Added to the interim dividend, this gives a total dividend for the year of ¥26 per share.

Proposed Resolution 2 Election of Twelve Directors

The proposal was approved and adopted as proposed. Twelve Directors — Hiroyuki Yanagi, Takaaki Kimura, Kozo Shinozaki, Nobuya Hideshima, Masahiro Takizawa, Hiroyuki Suzuki, Yoshiaki Hashimoto, Masamitsu Sakurai, Tamotsu Adachi, Katsuaki Watanabe, Toshizumi Kato and Takuya Nakata — were elected and assumed office.

Proposed Resolution 3 Election of One Substitute Audit & Supervisory Board Member

The proposal was approved and adopted as proposed. Masayuki Satake was elected.

Proposed Resolution 4 Payment of Bonuses to Directors

The proposal was approved and adopted as proposed. The total of ¥ 106 million for Bonuses to Directors shall be paid.

Proposed Resolution 5 Revision of Amount of Remuneration for Directors

The proposal was approved and adopted as proposed. The annual amount of remuneration for Directors excluding Directors' bonuses shall be ¥540 million or less, of which ¥50 million or less shall be for Outside Directors, and as for Directors' bonuses, the total amount (annual amount) shall be within 0.5% of the consolidated net income of the previous fiscal year and payment shall be made within this range.

At a Board of Directors meeting held after the conclusion of the Ordinary General Meeting of Shareholders, the Representative Directors and the Executive Directors were appointed and assumed office. In addition, Standing Corporate Auditors were appointed and assumed office at a Board of Corporate Auditors meeting.

As a result of the above, the Directors and Corporate Auditors of the Company are as follows.

President and Representative Director (President and Chief Executive Officer)	Hiroyuki Yanagi
Representative Director (Executive Vice President and Executive Officer)	Takaaki Kimura
Director (Managing Executive Officer)	Kozo Shinozaki
Director (Managing Executive Officer)	Nobuya Hideshima
Director (Managing Executive Officer)	Masahiro Takizawa
Director (Senior Executive Officer)	Hiroyuki Suzuki
Director (Senior Executive Officer)	Yoshiaki Hashimoto
Director (Senior Executive Officer)	Katsuaki Watanabe
Director (Senior Executive Officer)	Toshizumi Kato
Director	Masamitsu Sakurai
Director	Tamotsu Adachi
Director	Takuya Nakata
Standing Audit & Supervisory Board Member	Yutaka Kume
Standing Audit & Supervisory Board Member	Shigeki Hirasawa
Audit & Supervisory Board Member	Tetsuo Kawawa
Audit & Supervisory Board Member	Isao Endo

Notes:

1. Masamitsu Sakurai, Tamotsu Adachi and Takuya Nakata are Outside Directors as stipulated in Item 15 of Article 2 of the Corporation Act of Japan.
2. Tetsuo Kawawa and Isao Endo are Outside Audit & Supervisory Board Members as stipulated in Item 16 of Article 2 of the Corporation Act of Japan.
3. The Company has given a notice to Tokyo Stock Exchange, Inc. pursuant to its rules and regulations to register Directors — Masamitsu Sakurai and Tamotsu Adachi — as independent directors, and Audit & Supervisory Board Members — Tetsuo Kawawa and Isao Endo — as independent Audit & Supervisory Board Members.

Payment of Dividends

The year-end dividend for the 79th fiscal year will be paid to shareholders in the amount of 16 yen per share. Please use the enclosed “Receipt of the Dividend” to receive payment from March 26, 2014 to April 25, 2014. For those who have requested dividend payment via bank transfer, please review the enclosed “Dividend Calculation Sheet” and “Reference to the Beneficiary Account for Dividend Transfer.” For those who have requested dividend payment via the method of allocation in proportion to the number of shares held, please review the enclosed “Dividend Calculation Sheet” and “Reference for Receiving Dividend Payments.” In accordance with the provisions of the Act on Special Measures Concerning Taxation, a “Notice of Payment” has been included with the “Dividend Calculation Sheet.” Shareholders who will receive the dividend payment using the Receipt of the Dividend and shareholders who have requested dividend payment via bank transfer may use the Notice of Payment when filing their final tax return. Shareholders who have requested dividend payment via the method of allocation in proportion to the number of shares held may consult with their account management institution (i.e., securities company, etc.)