

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

Code No: 7272
March 25, 2016

Notice of Resolutions of the 81st 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 81st Ordinary General Meeting of Shareholders of the Company held today.

- Items reported:**
1. Business Report for the 81st Fiscal Year (from January 1, 2015 through December 31, 2015); Consolidated Financial Statements applicable to the 81st Fiscal Year (from January 1, 2015 through December 31, 2015); Report of Independent Auditors on Consolidated Financial Statements; and Report of the Audit & Supervisory Board on Consolidated Financial Statements
 2. Non-consolidated Financial Statements applicable to the 81st Fiscal Year (from January 1, 2015 through December 31, 2015)

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 ¥22 per share. Added to the interim dividend, this gives a total dividend for the year of ¥44 per share.

Proposed Resolution 2 Partial Amendments to the Articles of Incorporation of the Company

The proposal was approved and adopted as proposed. The details of the amendments are as follows.

(Parts to be amended are underlined.)

Current Articles of Incorporation	Proposed Amendments
(Limitation of Liabilities of Directors) Article 29. (Text omitted) 2. In accordance with the provisions of Paragraph 1 of Article 427 of the Corporation Law, the Company may execute agreements with <u>Outside Directors</u> , which limit their liabilities regarding negligence of <u>duties</u> . However, the limits of liabilities under such agreements shall be the amount stipulated by laws and ordinances.	(Limitation of Liabilities of Directors) Article 29. (No change) 2. In accordance with the provisions of Paragraph 1 of Article 427 of the Corporation Law, the Company may execute agreements with <u>Directors (excluding Executive Directors, etc.)</u> , which limit their liabilities regarding negligence of <u>assignments</u> . However, the limits of liabilities under such agreements shall be the amount stipulated by laws and ordinances.

<p>(Limitation of Liabilities of Audit & Supervisory Board Members) Article 39. (Text omitted) 2. In accordance with the provisions of Paragraph 1 of Article 427 of the Corporation Law, the Company may execute agreements with <u>Outside Auditors</u>, which limit their liabilities regarding negligence of <u>duties</u>. However, the limits of liabilities under such agreements shall be the amount stipulated in the laws and ordinances.</p>	<p>(Limitation of Liabilities of Audit & Supervisory Board Members) Article 39. (No change) 2. In accordance with the provisions of Paragraph 1 of Article 427 of the Corporation Law, the Company may execute agreements with <u>Audit & Supervisory Board Members</u>, which limit their liabilities regarding negligence of <u>assignments</u>. However, the limits of liabilities under such agreements shall be the amount stipulated in the laws and ordinances.</p>
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Proposed Resolution 3 Election of Eleven Directors

The proposal was approved and adopted as proposed. Eleven Directors — Hiroyuki Yanagi, Takaaki Kimura, Kozo Shinozaki, Nobuya Hideshima, Masahiro Takizawa, Katsuaki Watanabe, Toshizumi Kato, Yoichiro Kojima, Tamotsu Adachi, Takuya Nakata and Atsushi Niimi — were elected and assumed office.

Proposed Resolution 4 Election of One Substitute Audit & Supervisory Board Member

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

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 Audit & Supervisory Board Members were appointed and assumed office at an Audit & Supervisory Board meeting.

As a result of the above, the Directors and Audit & Supervisory Board Members 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 (Managing Executive Officer)	Katsuaki Watanabe
Director (Managing Executive Officer)	Toshizumi Kato
Director (Senior Executive Officer)	Yoichiro Kojima
Director	Tamotsu Adachi
Director	Takuya Nakata
Director	Atsushi Niimi
Standing Audit & Supervisory Board Member	Hiroshi Ito
Standing Audit & Supervisory Board Member	Kenji Hironaga
Audit & Supervisory Board Member	Isao Endo
Audit & Supervisory Board Member	Tomomi Yatsu

Notes:

1. Tamotsu Adachi, Takuya Nakata, and Atsushi Niimi are Outside Directors as stipulated in Item 15 of Article 2 of the Corporation Act of Japan.
2. Isao Endo and Tomomi Yatsu 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 — Tamotsu Adachi and Atsushi Niimi — as independent directors, and Audit & Supervisory Board Members — Isao Endo and Tomomi Yatsu — as independent Audit & Supervisory Board Members.

Payment of Dividends

The year-end dividend for the 81st fiscal year will be paid to shareholders in the amount of ¥22 per share. Please use the enclosed “Receipt of the Dividend” to receive payment from March 28, 2016 to April 28, 2016.

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.)