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| [Type of document submitted]           | Extraordinary Report   |
| [Place of submission]                  | Director-General of Kanto Local Finance Bureau   |
| [Date of submission]                   | March 29, 2019   |
| [Company name]                         | Yamaha Motor Co., Ltd.   |
| [Name and title of the representative] | Yoshihiro Hidaka, President and Representative Director  |
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| [Name of the contact person]           | Hisaji Kuroda, General Manager of Government & Industrial Affairs<br>Division  |
| [Place available for inspection]       | Tokyo Stock Exchange, Inc.<br>(2-1 Nihombashi Kabutocho, Chuo-ku, Tokyo)   |

## 1 [Reason for submission]

Since all items were duly resolved at the 84th Ordinary General Meeting of Shareholders held on March 27, 2019, the Company hereby submits this extraordinary report, in accordance with the provisions of Paragraph 4 of Article 24-5 of the Financial Instruments and Exchange Act, as well as Paragraph 2, Item 9-2 of Article 19 of the Cabinet Office Ordinance on Disclosure of Corporate Affairs.

## 2 [Matters to be reported]

### (1) Date of General Meeting of Shareholders

March 27, 2019

### (2) Items resolved

- |                       |  |
|-----------------------|--|
| Proposed Resolution 1 | Appropriation of Surplus<br>Year-end dividend<br>(a) Distribution of dividend property, and the total amount distributed:<br>45 yen per share of common stock<br>Total amount: 15,717,449,565 yen<br>(b) Effective date of distribution:<br>March 28, 2019   |
| Proposed Resolution 2 | Election of Eleven Directors<br>Eleven Directors – Hiroyuki Yanagi, Yoshihiro Hidaka, Katsuaki Watanabe, Toshizumi Kato, Katsuhito Yamaji, Makoto Shimamoto, Tatsumi Okawa, Takuya Nakata, Genichi Tamatsuka, Takehiro Kamigama, and Yuko Tashiro – were elected.  |
| Proposed Resolution 3 | Election of Three Audit & Supervisory Board Members<br>Three Audit & Supervisory Board Members – Kenji Hironaga, Junzo Saitoh, and Masatake Yone – were elected.   |
| Proposed Resolution 4 | Election of One Substitute Audit & Supervisory Board Member<br>Eriko Kawai was elected.  |
| Proposed Resolution 5 | Revision of Remuneration Amounts for Directors and Audit & Supervisory Board Members<br>Regarding remuneration amounts for Directors, the Company determined to revise basic compensation (fixed remuneration) to an annual amount of up to ¥500 million (of which, the portion for Outside Directors is an annual amount of up to ¥100 million) and individual performance-based bonuses to an annual amount of up to ¥100 million. Moreover, the whole-company performance-based bonus was determined to be payable up to 0.5% of the net income attributable to owners of parent of the previous consolidated fiscal year. In addition, the remuneration amounts for Directors are, as in the past, not to include the employee salary amounts of those Directors who work both as an employee and a Director.<br>Regarding remuneration amounts for Audit & Supervisory Board Members, the Company determined the annual amount of up to ¥120 million. |
| Proposed Resolution 6 | Decision of Remuneration for Imparting Shares with Restriction on Transfer for Directors (Excluding Outside Directors)<br>The Company determined to newly offer remuneration as share options for imparting shares with restriction on transfer to Directors excluding Outside Directors as replacement for the previous stock compensation plan, separate from the remuneration amounts in Proposed Resolution 5. The total annual amount was determined to be up to ¥200 million (however, this amount is not to include the employee salary amounts of those Directors who work both as an employee and a Director).  |

(3) Number of voting rights representing approval, disapproval, and abstention with respect to the items resolved, requirements for affirmative resolution, and the voting results

| Items resolved        | Approval<br>(Number of votes) | Disapproval<br>(Number of votes) | Abstention<br>(Number of votes) | Requirements for<br>affirmative<br>resolution | Voting results<br>(% of<br>approval/disapproval) |
|-----------------------|-------------------------------|----------------------------------|---------------------------------|---|--|
| Proposed Resolution 1 | 3,021,706                     | 828                              | 590                             | Note 1  | Approval (99.6%)                                 |
| Proposed Resolution 2 |                               |                                  |                                 |   |  |
| Hiroyuki Yanagi       | 2,912,254                     | 106,019                          | 4,845                           | Note 2  | Approval (95.9%)                                 |
| Yoshihiro Hidaka      | 2,981,993                     | 36,985                           | 4,139                           |   | Approval (98.2%)                                 |
| Katsuaki Watanabe     | 2,979,450                     | 42,159                           | 1,510                           |   | Approval (98.2%)                                 |
| Toshizumi Kato        | 2,992,835                     | 28,774                           | 1,510                           |   | Approval (98.6%)                                 |
| Katsuhito Yamaji      | 2,992,862                     | 28,747                           | 1,510                           |   | Approval (98.6%)                                 |
| Makoto Shimamoto      | 2,992,727                     | 28,882                           | 1,510                           |   | Approval (98.6%)                                 |
| Tatsumi Okawa         | 2,992,786                     | 28,823                           | 1,510                           |   | Approval (98.6%)                                 |
| Takuya Nakata         | 2,854,572                     | 166,326                          | 2,216                           |   | Approval (94.0%)                                 |
| Genichi Tamatsuka     | 2,938,240                     | 84,284                           | 590                             |   | Approval (96.8%)                                 |
| Takehiro Kamigama     | 3,007,346                     | 15,187                           | 590                             |   | Approval (99.1%)                                 |
| Yuko Tashiro          | 3,020,677                     | 1,856                            | 590                             |   | Approval (99.5%)                                 |
| Proposed Resolution 3 |                               |                                  |                                 |   |  |
| Kenji Hironaga        | 3,002,124                     | 20,408                           | 590                             | Note 2  | Approval (98.9%)                                 |
| Junzo Saitoh          | 2,942,963                     | 79,567                           | 590                             |   | Approval (97.0%)                                 |
| Masatake Yone         | 2,943,243                     | 79,288                           | 590                             |   | Approval (97.0%)                                 |
| Proposed Resolution 4 | 3,015,450                     | 7,063                            | 590                             | Note 2  | Approval (99.3%)                                 |
| Proposed Resolution 5 | 3,007,692                     | 14,165                           | 1,265                           | Note 1  | Approval (99.1%)                                 |
| Proposed Resolution 6 | 2,991,082                     | 31,445                           | 594                             | Note 1  | Approval (98.5%)                                 |

Notes:

1. Majority of the affirmative voting rights representing shareholders in attendance
2. Majority of the affirmative voting rights representing shareholders in attendance, subject to attendance by shareholders holding one third or more of the voting rights representing all shareholders entitled to exercise their voting rights

(4) Reason for not counting part of the voting rights of the shareholders in attendance at the General Meeting of Shareholders

Given the total number of voting rights recognized as approval or disapproval for each proposal - those from prior exercise and those representing part of the shareholders in attendance - the aforementioned requirements for affirmative resolutions for each proposal were met, whereby approval was resolved legitimately for the purpose of the Corporation Act of Japan. As such, the number of voting rights representing shareholders in attendance at the general meeting that were not recognized as approval or disapproval was not counted.