

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

Code No: 7272
March 25, 2009

Notice of Resolutions of the 74th 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 74th Ordinary General Meeting of Shareholders of the Company.

- Items reported:**
1. Business Report for the 74th Fiscal Year (from January 1, 2008 through December 31, 2008); Consolidated Financial Statements applicable to the 74th Fiscal Year (from January 1, 2008 through December 31, 2008); Report of Accounting Auditor on Consolidated Financial Statements; and Report of Board of Corporate Auditors on Consolidated Financial Statements
 2. Non-consolidated Financial Statements applicable to the 74th Fiscal Year (from January 1, 2008 through December 31, 2008)
- 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 5.00 yen per share.

Proposed Resolution 2 Amendments to the Articles of Incorporation
The proposal was approved and adopted as proposed. The details of the amendments are as follows.

Before Amendments	After Amendments
<p style="text-align: right;">(Text omitted)</p> <p>Article 5</p> <p>(Maximum Number of Shares to Be Issued)</p> <p>Article 6</p> <p>The maximum number of shares which the Company can issue is <u>600,000,000</u>.</p> <p><u>(Issuance of Stock Certificates)</u></p> <p>Article 7</p> <p><u>The Company shall issue certificates for stocks.</u></p> <p>(Acquisition of Own Shares)</p> <p>Article 8 (Text omitted)</p>	<p style="text-align: right;">(No change)</p> <p>Article 5</p> <p>(Maximum Number of Shares to Be Issued)</p> <p>Article 6</p> <p>The maximum number of shares which the Company can issue is <u>900,000,000</u>.</p> <p style="text-align: center;">(Deleted)</p> <p>(Acquisition of Own Shares)</p> <p>Article 7 (No change)</p>

Before Amendments	After Amendments
<p>(Number of Shares Per Unit <u>and No Issue of Any Shares Less Than One Unit</u>)</p> <p>Article 9 The number of the Company's shares per unit is one hundred (100) shares.</p> <p><u>2. The Company shall not issue any stock certificates for shares less than one unit (hereafter referred to as "fractional unit shares") regardless of the provisions in Article 7, unless the Share Handling Regulations stipulate otherwise.</u></p>	<p>(Number of Shares Per Unit)</p> <p>Article 8 The number of the Company's shares per unit is one hundred (100) shares.</p> <p>(Deleted)</p>
<p>(Rights of Shareholders Holding Fractional Unit Shares)</p> <p>Article 10 Shareholders holding fractional unit shares of the Company (<u>including beneficial shareholders, hereafter the same</u>) are not entitled to exercise any rights except the following:</p> <ol style="list-style-type: none"> ① Rights provided in each item of Paragraph 2 of Article 189 of the Corporation Law; ② Rights to make a demand in accordance with the provisions in Paragraph 1 of Article 166 of the Corporation Law; ③ Rights to receive allocation of subscription for share acquisition rights, or share purchase warrants in accordance with the number of shares held; ④ Rights to demand further purchase of fractional unit shares, as stipulated in the following article. 	<p>(Rights of Shareholders Holding Fractional Unit Shares)</p> <p>Article 9 Shareholders holding fractional unit shares of the Company are not entitled to exercise any rights except the following:</p> <ol style="list-style-type: none"> ① Rights provided in each item of Paragraph 2 of Article 189 of the Corporation Law; ② Rights to make a demand in accordance with the provisions in Paragraph 1 of Article 166 of the Corporation Law; ③ Rights to receive allocation of subscription for share acquisition rights, or share purchase warrants in accordance with the number of shares held; ④ Rights to demand further purchase of fractional unit shares, as stipulated in the following article.
<p>(Sale of Fractional Unit Shares)</p> <p>Article 11 (Text omitted)</p>	<p>(Sale of Fractional Unit Shares)</p> <p>Article 10 (No change)</p>
<p>(Share Handling Regulations)</p> <p>Article 12 (Text omitted)</p>	<p>(Share Handling Regulations)</p> <p>Article 11 (No change)</p>
<p>(Transfer Agent)</p> <p>Article 13 The Company shall have a transfer agent.</p> <p>2. The transfer agent and the location of its office shall be designated by a resolution of the Board of Directors and announced in a public notice.</p> <p>3. The creation and storage of the register of shareholders (<u>including beneficial shareholders, hereafter the same</u>), share purchase warrants <u>and lost stock certificates</u>, and operations relating to the register of other shareholders, share purchase warrants <u>and lost stock certificates</u> shall be handled by the transfer agent and not by the Company.</p>	<p>(Transfer Agent)</p> <p>Article 12 The Company shall have a transfer agent.</p> <p>2. The transfer agent and the location of its office shall be designated by a resolution of the Board of Directors and announced in a public notice.</p> <p>3. The creation and storage of the register of shareholders <u>and</u> share purchase warrants, and operations relating to the register of other shareholders <u>and</u> share purchase warrants shall be handled by the transfer agent and not by the Company.</p>
<p>Article 14 (Text omitted) Article 47</p>	<p>Article 13 (No change) Article 46</p>

Before Amendments	After Amendments
<p>Supplementary Provision (Newly established)</p> <p>(Newly established)</p> <p>Article 47 and this <u>supplementary provision</u> shall be deleted when all of the convertible bonds issued by the Company on March 4, 2002, are converted or redeemed.</p>	<p>Supplementary Provision</p> <p>Article 1 <u>The creation and storage of the lost stock certificates, and other operations relating to the lost stock certificates shall be handled by the transfer agent and not by the Company.</u></p> <p>Article 2 <u>This article and the preceding article shall be deleted on the day when one year has passed from the day following January 5, 2009.</u></p> <p>Article 3 Article 46 and this <u>article</u> shall be deleted when all of the convertible bonds issued by the Company on March 4, 2002, are converted or redeemed.</p>

- Proposed Resolution 3 Election of Eleven Directors
The proposal was approved and adopted as proposed. Ten Directors – Tsuneji Togami, Takashi Kajikawa, Tetsuo Uchiyama, Toru Watabiki, Shuji Ito, Toyoo Ohtsubo, Takaaki Kimura, Masahito Suzuki, Masayoshi Furuhata, and Eizo Kobayashi were re-elected and assumed office. Additionally, Yuko Kawamoto was newly elected as a Director and assumed office.
- Proposed Resolution 4 Election of Two Corporate Auditors
The proposal was approved and adopted as proposed. Tetsuo Kawawa and Tsutomu Mabuchi were newly elected as Corporate Auditors and assumed office.
- Proposed Resolution 5 Revision of the Amount of Remuneration for Corporate Auditors
The proposal was approved and adopted as proposed.
It was approved that the amount of remuneration to Corporate Auditors of the Company be revised to ninety million yen (¥90,000,000) or less per year.

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 elected and assumed office. In addition, Standing Corporate Auditors were elected and assumed office at a Board of Corporate Auditors meeting. The Representative Directors, Executive Directors, and Standing Corporate Auditors of the Company are as follows.

Chairman and Director	Tsuneji Togami
President and Representative Director	Takashi Kajikawa
Representative Director	Tetsuo Uchiyama
Representative Director	Toru Watabiki
Standing Corporate Auditor	Haruhiko Wakuda
Standing Corporate Auditor	Tsutomu Mabuchi

Payment of Year-end Dividend

The year-end dividend for the 74th fiscal year will be paid to shareholders in the amount of 5.00 yen per share. Please refer to the items shown on the enclosed “Receipt of the Dividend,” and take receipt of the dividend during the payment period (from March 26, 2009 to April 27, 2009) at your nearby head office, branch and local office of Japan Post Bank Co., Ltd., and post office (bank agent).

If you have already requested dividend payment via bank transfer, please confirm that the procedures as stated in the enclosed “Dividend Calculation Sheet” and “Reference to the Beneficiary Account for Dividend Transfer” have been completed.