



For Immediate Release

May 1, 2017

Company Name: YAMAHA CORPORATION

President and Representative Director: Takuya Nakata

Code Number: 7951 (First Section of Tokyo Stock Exchange)

### **Partial Amendments to the Articles of Incorporation**

Yamaha Corporation (the “Company”) announces that its Board of Directors resolved at its meeting held today to submit the following proposal for “Partial Amendments to the Articles of Incorporation” to the 193rd Ordinary General Shareholders’ Meeting scheduled to be held on June 22, 2017.

#### **1. Objectives of the Amendments**

- (1) As notified in the release made on March 27, 2017, “Transition to a Company with Nominating Committee, Etc.,” the Company will make a transition to a Company with Nominating Committee, Etc., with the objectives of making a clear separation between the oversight and execution in the management, thereby enhancing the oversight function of the Board of Directors and speeding up the execution of management. Accompanying this transition, the Company will make some necessary changes including addition of new paragraphs related to the Nominating Committee, Audit Committee, Compensation Committee and Executive Officers, as well as deletion of paragraphs related to Auditors and the Board of Auditors.
- (2) As for exemption of Directors and Executive Officers from liability, the Board of Directors will be authorized to exempt any Director and Executive Officer from liability for damages to the extent provided by law by its resolution.
- (3) The Company will make an amendment to change the scope of officers, etc. who may enter into agreements with the Company to limit their liability from Outside Directors to non-operating directors.
- (4) The Company will make other necessary changes including those to the numbering of the current Articles of Incorporation in line with the aforementioned changes.

## **2. Details of the Amendments**

The details of the proposed amendments are as shown in the Attachment.

## **3. Schedule**

The date of the Ordinary General Shareholders' Meeting to resolve the proposed amendments to the Articles of Incorporation: Thursday, June 22, 2017

The amendments to the Articles of Incorporation will become effective at the conclusion of the aforementioned Ordinary General Shareholders' Meeting.

For further information, please contact:

Yamaha Corporation

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(Attachment) Details of the Amendments to the Articles of Incorporation

(Underlined parts are amended.)

Current Articles of Incorporation	Proposed Amendments
Chapter 1 General Rules	Chapter 1 General Rules
Article 1-Article 3 (Omitted)	Article 1-Article 3 (No change)
(Organs)	(Organs)
Article 4 The Company shall have the following organs in addition to General Shareholders' Meeting and Directors:	Article 4 <u>As a Company with Nominating Committee, Etc.</u> , the Company shall have the following organs in addition to General Shareholders' Meeting and Directors:
(1) Board of Directors;	(1) Board of Directors;
(2) <u>Auditors</u> ;	(2) <u>Nominating Committee, Audit Committee and Compensation Committee</u> ;
(3) <u>Board of Auditors</u> ; and	(3) <u>Executive Officers</u> ; and
(4) Accounting Auditors.	(4) Accounting Auditors.
Article 5 (Omitted)	Article 5 (No change)
Chapter 2 Shares	Chapter 2 Shares
Article 6-Article 10 (Omitted)	Article 6-Article 10 (No change)
(Administrator of Register of Shareholders)	(Administrator of Register of Shareholders)
Article 11 (Omitted)	Article 11 (No change)
2. The administrator of register of shareholders and its business office shall be determined by <u>resolutions of the Board of Directors</u> and shall be announced by public notice.	2. The administrator of register of shareholders and its business office shall be determined by <u>President, Executive Officer</u> and shall be announced by public notice.
3. (Omitted)	3. (No change)
Chapter 3 General Shareholders' Meeting	Chapter 3 General Shareholders' Meeting
Article 12-Article 13 (Omitted)	Article 12-Article 13 (No change)
(Convocation of Meetings and Chairman)	(Convocation of Meetings and Chairman)
Article 14 1. <u>The President shall convene</u> the General Shareholders' Meeting <u>and act as the chairman thereof.</u>	Article 14 1. <u>The Director predetermined by resolutions of the Board of Directors shall convene</u> the General Shareholders' Meeting. <u>In the event of accidental incapacitation of the Director, one of the other Directors shall convene in the order of precedence predetermined by the Board of Directors.</u>
(Added)	
2. <u>In the event of accidental incapacitation of the President, one of the other Directors shall act as chairman in the order of precedence predetermined by the Board of Directors.</u>	2. <u>The Director or Executive Officer predetermined by resolutions of the Board of Directors shall act as the chairman of the General Shareholders' Meeting. In the event of accidental incapacitation</u>

Current Articles of Incorporation	Proposed Amendments
<p>Article 15-Article 18 (Omitted)</p>	<p><u>of the Director or Executive Officer, one of the other Directors or Executive Officers shall act as chairman in the order of precedence predetermined by the Board of Directors.</u></p>
<p>Chapter 4 Directors and Board of Directors</p>	<p>Article 15-Article 18 (No change)</p> <p>Chapter 4 Directors and Board of Directors</p>
<p>Article 19 (Omitted)</p>	<p>Article 19 (No change)</p>
<p><u>(Representative Directors and Senior Directors)</u></p> <p>Article 20 1. The Board of Directors shall <u>elect the Representative Directors</u> by its resolution.</p> <p>2. <u>The Board of Directors may appoint one (1) Chairman of the Board, one (1) President, several Vice Presidents, Senior Managing Directors and Managing Directors by its resolution.</u></p>	<p><u>(Chairman and Director)</u></p> <p>Article 20 The Board of Directors <u>may appoint one (1) Chairman and Director</u> by its resolution.</p>
<p>Article 21 (Omitted)</p>	<p>Article 21 (No change)</p>
<p>(Remuneration etc.)</p> <p>Article 22 <u>The amount of Remuneration, bonuses and any other proprietary benefits to be granted to Directors by the Company in consideration of their performance of duty (hereinafter, remuneration etc.) shall be determined by resolutions of the General Shareholders' Meeting.</u></p>	<p>(Deleted)</p>
<p>(Person to Convene Meetings of the Board of Directors and Chairman)</p> <p>Article 23 1. <u>The Company president</u> shall convene the meetings of the Board Directors and serve as the chairman, except as otherwise provided by law.</p> <p>2. In the event of accidental incapacitation of <u>the President</u>, one of the other Directors shall act as chairman in the order of precedence predetermined by the Board of Directors.</p>	<p>(Person to Convene Meetings of the Board of Directors and Chairman)</p> <p>Article 22 1. <u>The Director predetermined by resolutions of the Board of Directors</u> shall convene the meetings of the Board Directors and serve as the chairman, except as otherwise provided by law.</p> <p>2. In the event of accidental incapacitation of <u>the Director provided in the preceding paragraph</u>, one of the other Directors shall act as chairman in the order of precedence predetermined by the Board of Directors.</p>
<p>(Notice of Convocation of the Board of Directors)</p> <p>Article 24 1. Notice of convocation of a meeting of the Board of Directors, except for the case where the Board of Directors determines the date in advance, shall</p>	<p>(Notice of Convocation of the Board of Directors)</p> <p>Article 23 1. Notice of convocation of a meeting of the Board of Directors, except for the case where the Board of Directors determines the date in advance, shall be</p>

Current Articles of Incorporation	Proposed Amendments
<p>be sent to each Director <u>and Auditor</u> at least three (3) days prior to the meeting date; provided, however, that in the event of urgency, such period may be shortened.</p> <p>2. When the consent of all Directors <u>and Auditors</u> is obtained in advance, a meeting of the Board of Directors may be held without following the procedures for convening a meeting.</p>	<p>sent to each Director at least three (3) days prior to the meeting date; provided, however, that in the event of urgency, such period may be shortened.</p> <p>2. When the consent of all Directors is obtained in advance, a meeting of the Board of Directors may be held without following the procedures for convening a meeting.</p>
<p>Article <u>25</u> (Omitted)</p>	<p>Article <u>24</u> (No change)</p>
<p>(Minutes of the Board of Directors)</p>	<p>(Minutes of the Board of Directors)</p>
<p>Article <u>26</u> The outline of the proceedings at a meeting of the Board of Directors and the results thereof, as well as other matters provided by law, shall be entered or recorded in the minutes, and the Directors <u>and Auditors</u> present shall inscribe their names and affix their seals thereon or put their electronic signatures thereon.</p>	<p>Article <u>25</u> The outline of the proceedings at a meeting of the Board of Directors and the results thereof, as well as other matters provided by law, shall be entered or recorded in the minutes, and the Directors present shall inscribe their names and affix their seals thereon or put their electronic signatures thereon.</p>
<p>(<u>Agreement on Limitation of Liabilities of Outside Directors</u>)</p>	<p>(<u>Exemption of Liability of Directors</u>)</p>
<p>Article <u>27</u> (Paragraph 1 added)</p> <p>In accordance with Article 427, Paragraph 1 of the Company Law, the Company may enter into agreements with <u>Outside Directors</u> to limit their liability for damages caused by negligence in executing their duties. However, the liabilities for damages under this agreement will be limited to the amount stipulated by law.</p>	<p>Article <u>26</u> <u>1. In accordance with Article 426, Paragraph 1 of the Company Law, the Company may, by resolutions of the Board of Directors, exempt Directors (including former Directors) from liability for damages under Article 423, Paragraph 1 of the same law to the extent provided by law.</u></p> <p><u>2. In accordance with Article 427, Paragraph 1 of the Company Law, the Company may enter into agreements with non-operating directors to limit their liability for damages caused by negligence in executing their duties. However, the liability for damages under this agreement will be limited to the amount stipulated by law.</u></p>
<p>Article <u>28</u> (Omitted)</p>	<p>Article <u>27</u> (No change)</p>
<p><u>Chapter 5 Auditors and the Board of Auditors</u></p>	<p>(Deleted)</p>
<p>(<u>Number of Auditors and Method of Their Election</u>)</p>	<p>(Deleted)</p>
<p>Article <u>29</u> <u>1. The number of Auditors shall not exceed five (5). All Auditors shall be elected at the General Shareholder's Meeting.</u></p> <p><u>2. Resolutions for the elections of Auditors shall be adopted by a majority vote of the shareholders.</u></p>	

Current Articles of Incorporation	Proposed Amendments
<p><u>with voting rights, provided that one-third (1/3) or more of the total shareholders with voting rights are in attendance.</u></p>	
<p><u>(Standing Auditors)</u></p>	(Deleted)
<p><u>Article 30 The Board of Auditors shall elect one or more standing Auditors by its resolution.</u></p>	
<p><u>(Term of Office)</u></p>	(Deleted)
<p><u>Article 31 The term of office of Auditors shall expire upon conclusion of the Ordinary General Shareholders' Meeting held in the last business year ending within four (4) years from his/her election to office.</u></p>	
<p><u>(Remuneration etc.)</u></p>	(Deleted)
<p><u>Article 32 The amount of remuneration etc. to be granted to Auditors shall be determined by resolution of the General Shareholders' Meeting.</u></p>	
<p><u>(Notice of Convocation of the Board of Auditors)</u></p>	(Deleted)
<p><u>Article 33 1. Notice of convocation of a meeting of the Board of Auditors, except for the case where the Board of Directors determines the date in advance, shall be sent to each Auditor at least three (3) days prior to the meeting date; provided, however, that in the event of urgency, such period may be shortened.</u></p> <p><u>2. When the consent of all Auditors is obtained in advance, a meeting of the Board of Auditors may be held without following the procedures for convening a meeting.</u></p>	(Deleted)
<p><u>(Method of Adopting Resolutions of the Board of Auditors)</u></p>	
<p><u>Article 34 Except as otherwise provided by law, resolutions of the Board of Auditors shall be adopted by a majority of the Auditors.</u></p>	
<p><u>(Minutes of the Board of Auditors)</u></p>	(Deleted)
<p><u>Article 35 The outline of proceedings at a meeting of the Board of Auditors and results thereof, as well as other matters provided by law, shall be entered or recorded in the minutes, and the Auditors present shall inscribe their names and affix their seals thereon or put their electronic signatures thereon.</u></p>	
<p><u>(Agreement on Limitation for the Liability of Outside Auditors)</u></p>	

Current Articles of Incorporation	Proposed Amendments
<p><u>Article 36</u> <u>In accordance with Article 427, Section 1 of the Company Law, the Company may enter into agreements with Outside Auditors to limit their liability for damages caused by negligence in executing.</u></p>	
(Added)	<p><u>Chapter 5 Nominating Committee, Audit Committee and Compensation Committee</u></p>
(Added)	<p><u>(Appointment of Committee Members)</u></p>
	<p><u>Article 28</u> <u>All members of the Nominating Committee, Audit Committee and Compensation Committee shall be appointed from Directors by resolutions of the Board of Directors.</u></p>
(Added)	<p><u>Chapter 6 Executive Officers</u></p>
(Added)	<p><u>(Election of Executive Officers)</u></p>
	<p><u>Article 29</u> <u>All Executive Officers of the Company shall be elected by resolutions of the Board of Directors.</u></p>
(Added)	<p><u>(Term of Office)</u></p>
	<p><u>Article 30</u> <u>The term of office of Executive Officers shall expire upon conclusion of the first meeting of the Board of Directors held after the conclusion of the Ordinary General Shareholders' Meeting for the last business year ending within one (1) year from his/her election to office.</u></p>
(Added)	<p><u>(Representative Executive Officers and Senior Executive Officers )</u></p>
	<p><u>Article 31</u> <u>1. The Board of Directors shall appoint the Representative Executive Officers by its resolution.</u></p> <p><u>2. In addition to Representative Executive Officers provided in the preceding paragraph, one (1) President, Executive Officer may be appointed by resolutions of the Board of Directors. Several Senior Executive Officers may also be appointed.</u></p>
(Added)	<p><u>(Exemption of Liability of Executive Officers)</u></p> <p><u>Article 32</u> <u>In accordance with Article 426, Paragraph 1 of the Company Law, the Company may, by resolutions of the Board of Directors, exempt Executive Officers (including former Executive Officers) from liability for damages under Article 423, Paragraph 1 of the</u></p>

Current Articles of Incorporation	Proposed Amendments
<p data-bbox="389 383 695 409">Chapter <u>6</u> Accounting Auditors</p> <p data-bbox="226 456 531 483">Article <u>37</u>-Article <u>38</u> (Omitted)</p> <p data-bbox="435 530 649 557">Chapter <u>7</u> Accounting</p> <p data-bbox="226 568 531 595">Article <u>39</u>-Article <u>42</u> (Omitted)</p>	<p data-bbox="1011 306 1396 333"><u>same law to the extent provided by law.</u></p> <p data-bbox="1054 383 1358 409">Chapter <u>7</u> Accounting Auditors</p> <p data-bbox="887 456 1216 483">Article <u>33</u>-Article <u>34</u> (No change)</p> <p data-bbox="1098 530 1311 557">Chapter <u>8</u> Accounting</p> <p data-bbox="887 568 1216 595">Article <u>35</u>-Article <u>38</u> (No change)</p>