

The following is an English translation of the Notice of the 159th Ordinary General Meeting of Shareholders of Yamato Holdings Co., Ltd. The Company provides this translation for your reference and convenience only and without any warranty as to its accuracy.

Stock code: 9064

May 30, 2024

Start date of measures for electronic provision: May 29, 2024

Yamato Holdings Co., Ltd.

16-10, Ginza 2-chome, Chuo-ku, Tokyo

Director and President: Yutaka Nagao

To Our Shareholders

Notice of the 159th Ordinary General Meeting of Shareholders

We are pleased to announce that the 159th Ordinary General Meeting of Shareholders of Yamato Holdings Co., Ltd. (hereinafter “the Company”) will be held as described below.

When convening this general meeting of shareholders, the Company takes measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. (matters for which measures for providing information in electronic format are to be taken) in electronic format, and posts this information on each of the websites below. Please access any of the websites by using the internet address shown below to review the information.

[The Company’s website]

<http://www.yamato-hd.co.jp/>

(From the above website, select “Investor Relations,” “Stock and Other Information,” and “General Meeting of Shareholders.”)

[Website for posting materials for the General Meeting of Shareholders]

<https://d.sokai.jp/9064/teiji/>

[Tokyo Stock Exchange website (TSE Listed Company Search)]

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show>

(Access the TSE website by using the internet address shown above, enter “Yamato Holdings” in “Issue name (company name)” or the Company’s stock code “9064” in “Code,” and click “Search.” Then, click “Basic information” and select “Documents for public inspection/PR information.” Under “Filed information available for public inspection,” click “Click here for access” under “[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting].”)

You can exercise your voting rights in advance in writing or via electromagnetic means (the Internet, etc.). If you do not attend the meeting in person, please review the below “Reference Documents for the General Meeting of Shareholders” and exercise your voting rights by 5:00 p.m., Thursday, June 20, 2024 (JST).

When exercising
voting rights by mail

Please indicate your vote “for” or “against” each of the items on the enclosed Voting Rights Exercise Form, and return the form to the Company **by 5:00 p.m., Thursday, June 20, 2024 (JST)**.

When exercising
voting rights via the
Internet

Please review the “Exercise of Voting Rights via the Internet” on page 4 and enter your vote for each of the items **by 5:00 p.m., Thursday, June 20, 2024 (JST)**.

When exercising
voting rights by
attending the meeting

Please bring the enclosed Voting Rights Exercise Form and **present the form to the person at reception**.

The 159th Ordinary General Meeting of Shareholders

1. Date and Time: Friday, June 21, 2024, 10:00 a.m. (The reception desk will open at 9:00 a.m.)

2. Venue: B1 Hall Bellesalle Shiodome
Sumitomo Realty & Development Shiodome Hamarikyu Building
21-1, Ginza 8-chome, Chuo-ku, Tokyo

3. Objectives of Meeting

Matters to be reported:

1. Report of the Business Report, the Consolidated Financial Statements, and Audit Reports of the Accounting Auditor and the Audit & Supervisory Board for the Consolidated Financial Statements for the 159th Fiscal Year (from April 1, 2023 to March 31, 2024)
2. Report of the Non-consolidated Financial Statements for the 159th Fiscal Year (from April 1, 2023 to March 31, 2024)

Matters to be resolved:

- Agenda Item 1. Election of Seven (7) Directors
Agenda Item 2. Election of Two (2) Audit & Supervisory Board Members

4. Items Decided for the Convocation of Meeting

(1) Treatment of cases when there is no indication of a vote for or against

In the event that there is no indication of a vote for or against a proposal when voting rights are exercised in writing (by mail), it shall be treated as an indication of a vote for the proposal.

(2) Treatment of duplicate voting

In the event that you exercise your voting rights, both by mail and via the Internet etc., the vote via the Internet etc. shall be upheld as the valid exercise of your voting rights. In the event of multiple voting via the Internet etc., your last vote shall be upheld as the valid exercise of your voting rights.

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- ① If revisions to the matters subject to measures for electronic provision arise, a notice of the revisions and the details of the matters before and after the revisions will be posted on each of the aforementioned websites.
 - ② The Company shall send paper-based documents that include the matters subject to measures for electronic provision to shareholders who have requested the delivery of paper-based documents. In accordance with the provisions of laws and regulations and Article 15 of the Articles of Incorporation of the Company, however, the following matters shall be excluded from these documents.
 - (i) "Notes to Consolidated Financial Statements" in Consolidated Financial Statements
 - (ii) "Notes to Non-consolidated Financial Statements" in Non-consolidated Financial StatementsAccordingly, the Business Report, Consolidated Financial Statements, and Non-consolidated Financial Statements included in these documents constitute part of the documents audited by the Accounting Auditor and the Audit & Supervisory Board Members when preparing the accounting audit report and audit report, respectively.
 - ③ If future developments necessitate a major change in whether to hold or in the way the general meeting of shareholders will be run, shareholders will be informed via on our website.

Website: <http://www.yamato-hd.co.jp/>

Exercise of Voting Rights via the Internet

Method of exercise of voting rights by scanning QR code: “Smart Vote”

You can log in the Website for Exercising Voting Rights by scanning the QR code without entering your exercise of voting rights code and password.

1. Please scan QR code provided at the bottom right of the Voting Rights Exercise Form.

*QR Code is a registered trademark of DENSO WAVE INCORPORATED.

2. Please follow the directions that appear on the screen to vote “for” or “against” each of the items.

Note that exercising voting rights by using “Smart Vote” method is available only once.

If you need to change your votes after exercising your voting rights, please log in the voting website for a personal computer by using your voting rights exercise code and password provided on the Voting Rights Exercise Form and exercise your voting rights again.

* If you rescan the QR code, you can access the Website for Exercising Voting Rights for a personal computer.

Method of exercise of voting rights by entering exercise of voting rights code and password

1. Please access the Website for Exercising Voting Rights.

<https://soukai.mizuho-tb.co.jp/>

2. Please enter your “exercise of voting rights code” provided on the back of the Voting Rights Exercise Form.
3. Please enter your “password” provided on the back of the Voting Rights Exercise Form.
4. Please follow the directions that appear on the screen to vote “for” or “against” each of the items.

If you have any inquiries about the operation of a personal computer or a smartphone regarding the exercise of voting rights via the Internet, contact the following:

Internet Help Dial: Securities Agent Dept. of
Mizuho Trust & Banking Co., Ltd.
0120-768-524
(Business hours: 9 a.m. to 9 p.m. (JST) except for
the year-end and new year holidays)

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Directions regarding livestreaming over the Internet

The General Meeting of Shareholders will be streamed online via the Internet (video with sound - Japanese only). We encourage shareholders to use this, so that they may view the proceedings from home.

When viewing the meeting via livestreaming, you will not be able to exercise your voting rights on the day like shareholders attending the meeting are able to, so please exercise your voting rights beforehand.

Date and time of livestreaming	<p>Friday, June 21, 2024, from 10:00 a.m.</p> <ul style="list-style-type: none">* Access to the livestream is exclusive to shareholders with rights to attend this Ordinary General Meeting of Shareholders.* Out of consideration for the privacy of shareholders attending the meeting in person, footage to be broadcast will be limited to the area where the seats for the chairperson and officers are located.
Method of viewing the livestream	<p>(1) With personal computer</p> <ul style="list-style-type: none">i) Please access the URL below. URL: https://vgm.smart-portal.ne.jpii) Please click the login button after entering the ID and password shown on the “Notice Regarding the Livestreaming of the 159th Ordinary General Meeting of Shareholders” enclosed with this notice. <p>(2) With smartphone</p> <p>Shareholders may access the livestream by using a smartphone to scan the QR Code shown on the “Notice Regarding the Livestreaming of the 159th Ordinary General Meeting of Shareholders” enclosed with this notice.</p>
Matters to take care of when viewing	<ul style="list-style-type: none">● Please be aware that livestream viewership of the General Meeting of Shareholders is not legally regarded as attendance at the meeting.● Those accessing livestream content may encounter video or audio irregularities due to factors such as the operating environment of their personal computer or smartphone, or their telecommunications environment.● Shareholders shall bear their own expenses for connection to the Internet.● Shareholders viewing the livestream broadcast will not be able to voice questions, etc. at the meeting. Also, <u>because shareholders viewing the livestream broadcast will not be able to exercise their voting rights on the day like shareholders who attend the meeting are able to, the Company asks those shareholders to exercise their voting rights beforehand.</u>● It is strictly forbidden to provide your ID and password to a third party by any means, including photo, video, sound recording, data file, etc.● If some kind of future development prevents the livestreaming from taking place, shareholders will be informed on our website (https://www.yamato-hd.co.jp/investors/stock/meeting/)
Inquiries	<p>If you have any concerns, please contact the Stock Transfer Agency Dept., Mizuho Trust & Banking Co., Ltd. 0120-288-324 (toll-free only from Japan) Business hours: 9 a.m. to 5 p.m. (JST) on weekdays</p>

Reference Documents for the General Meeting of Shareholders

Agenda Item 1. Election of Seven (7) Directors

The terms of all the eight (8) Directors currently in office will expire at the close of this General Meeting of Shareholders. Accordingly, we would like to propose the election of seven (7) Directors.

The following are the candidates for Directors.

Please note that Mariko Tokuno, Shiro Sugata, Noriyuki Kuga, Charles Yin, and Junichiro Ikeda are candidates for Outside Directors.

No.	Name of Candidate	Attributes of Candidate	Current Position at the Company	Board Tenure (at the close of this General Meeting):	Attendance to the Board of Directors Meetings
1	Yutaka Nagao	Reelection Male	Representative Director, Executive Officer and President	7 years	20/20 (100%)
2	Toshizo Kurisu	Reelection Male	Representative Director, Executive Officer and Vice President	2 years	20/20 (100%)
3	Mariko Tokuno	Reelection Independent Outside Female	Director	7 years	19/20 (95%)
4	Shiro Sugata	Reelection Independent Outside Male	Director	5 years	20/20 (100%)
5	Noriyuki Kuga	Reelection Independent Outside Male	Director	4 years	20/20 (100%)
6	Charles Yin	Reelection Independent Outside Male	Director	2 years	19/20 (95%)
7	Junichiro Ikeda	New election Independent Outside Male	—	—	—

New election New candidates for Directors

Reelection Candidates for Directors to be reelected

Outside Candidates for Outside Directors

Independent Independent officers


[Reference]


“Policies and procedures for the Board of Directors in appointing and dismissing senior management members and nominating candidates for positions as Directors and Audit & Supervisory Board Members”

Under the policy of appointing candidates with abundant experience and considerable insight relating to corporate management and business promotion, a sense of humanity from observing and evaluating from diverse perspectives, ability to grasp the essence of the issues facing the Company, and capabilities that will enhance our management structure, nominations are decided by the Board of Directors following deliberations on appointment and dismissal of Directors, Audit & Supervisory Board Members, and Executive Officers by the Nomination and Compensation Committee, which comprises a majority of Outside Directors, and obtaining the consent of the Audit & Supervisory Board for appointment of Audit & Supervisory Board Members.

No.	Name of Candidate (Date of Birth)	Brief Background, Position and Responsibility at the Company	Number of Shares Owned
		Apr. 1988 Joined the Company	
		Apr. 2004 Regional Branch Manager of Yamaguchi Regional Branch	
		Apr. 2006 Regional Branch Manager of Saitama Regional Branch of Yamato Transport Co., Ltd.	
		Apr. 2009 General Manager of TSS Sales Promotion Office	
		Apr. 2010 Executive Officer and President of Kanto Regional Office	
		Apr. 2013 Managing Executive Officer	
		Apr. 2015 Executive Officer of the Company	
		Apr. 2015 Representative Director, Executive Officer and President of Yamato Transport Co., Ltd.	35,100
	Yutaka Nagao (Aug. 31, 1965)	Jun. 2017 Director and Executive Officer of the Company	Number of Shares to Be Delivered under the Stock Compensation Plan
1	Board tenure (at the close of this General Meeting): 7 years	Apr. 2019 Representative Director, Executive Officer and President (current)	12,586
	Attendance to the Board of Directors Meetings FY2024/3: 20/20 (100%)	Apr. 2021 Representative Director, Executive Officer and President of Yamato Transport Co., Ltd. (current) (Important Concurrent Positions at Other Organizations) Representative Director, Executive Officer and President of Yamato Transport Co., Ltd.	
		[Reasons for nomination as a candidate for Director] Yutaka Nagao possesses experience and achievements developed in the course of taking on leadership roles in Group management. In that regard, he has acted as Managing Executive Officer and Representative Director and President of the Company's subsidiary Yamato Transport Co., Ltd, and Director and Executive Officer of the Company. Since April 2019, he has been serving as Representative Director, Executive Officer, and President of the Company and has led the enhancement of the management of the Group to promote its growth. Accordingly, the Company proposes his reelection as Director.	


No.	Name of Candidate (Date of Birth)	Brief Background, Position and Responsibility at the Company	Number of Shares Owned
		Apr. 1983 Joined the Company	
		Jul. 1999 General Manager of Accounting Division	
		Jun. 2002 General Manager of Finance Division	
		Apr. 2006 Executive Officer	
		Apr. 2012 Representative Director, Executive Officer and President of Yamato Financial Co., Ltd.	
		Apr. 2017 Representative Director and Senior Managing Executive Officer of Yamato Transport Co., Ltd.	
		Apr. 2019 Representative Director, Executive Officer and President	
		Mar. 2020 Managing Executive Officer of the Company	
		Apr. 2021 Senior Managing Executive Officer of Yamato Transport Co., Ltd.	
		Feb. 2022 Executive Officer and Vice President of the Company	40,110
		Feb. 2022 Responsible for Finance, Public Relations and Digital	Number of Shares to Be Delivered under the Stock Compensation Plan 6,550
2	<p>Board tenure (at the close of this General Meeting): 2 years</p> <p>Attendance to the Board of Directors Meetings FY2024/3: 20/20 (100%)</p>	<p>Feb. 2022 Representative Director, Executive Officer and Vice President of Yamato Transport Co., Ltd. (current)</p> <p>Jun. 2022 Representative Director, Executive Officer and Vice President of the Company (current)</p> <p>(Important Concurrent Positions at Other Organizations) Representative Director, Executive Officer, and Vice President of Yamato Transport Co., Ltd.</p> <p>[Reasons for nomination as a candidate for Director] Toshizo Kurisu possesses experience and achievements developed in the course of taking on leadership roles in Group management. In that regard, he had been acting as Representative Director, Executive Officer, and President of the Company's subsidiary Yamato Financial Co., Ltd. (currently Yamato Transport Co., Ltd.), Representative Director, Executive Officer, and President of Yamato Transport Co., Ltd., and Executive Officer, Managing Executive Officer, and Executive Officer and Vice President of the Company.</p> <p>Since June 2022, he has been serving as Representative Director, Executive Officer, and Vice President of the Company. Accordingly, in order to enhance the management of the Group and promote its growth, the Company proposes his reelection as Director.</p>	

No.	Name of Candidate (Date of Birth)	Brief Background, Position and Responsibility at the Company	Number of Shares Owned
		<p>Jan. 1994 Joined Louis Vuitton Japan KK</p> <p>Apr. 2002 Senior Director for Sales Administration</p> <p>Mar. 2004 Vice President of Tiffany & Co. Japan Inc.</p> <p>Aug. 2010 Representative Director and President of Christian Dior Japan KK</p> <p>Sep. 2013 Representative Director, President and CEO of Ferragamo Japan KK</p> <p>Jun. 2017 Director of the Company (current)</p>	
		<p>Reelection (Important Concurrent Positions at Other Organizations)</p> <p>Outside Outside Director of Mitsubishi Materials Corporation</p> <p>Independent Outside Director of Shiseido Company, Limited</p>	
3	<p>Mariko Tokuno (Oct. 6, 1954)</p> <p>Board tenure (at the close of this General Meeting): 7 years</p> <p>Attendance to the Board of Directors Meetings FY2024/3: 19/20 (95%)</p>	<p>[Reasons for nomination as a candidate for Outside Director and expected roles]</p> <p>Mariko Tokuno possesses abundant experience and considerable insight, particularly in the fields of marketing/sales and global business, as a corporate manager. She has been utilizing this insight to furnish advice on the Company's general management from a managerial standpoint in addition to the standpoint of customers and employees, particularly regarding business execution, business strategy, and human resources strategy. Accordingly, in order to further enhance our management structure, the Company proposes her reelection as Outside Director. Furthermore, if she is elected, the Company plans for her to contribute to selecting Company officer candidates and deciding officer remuneration and other compensation as a member of the Nomination and Compensation Committee, enlisting her position of objectivity and neutrality.</p>	7,700

No.	Name of Candidate (Date of Birth)	Brief Background, Position and Responsibility at the Company	Number of Shares Owned
		Apr. 1972 Joined USHIO INC. Jan. 1993 President of BLV LICHT- UND VAKUUMTECHNIK GmbH Jun. 2000 Director and Corporate Senior Vice President of USHIO INC. Apr. 2004 Director and Corporate Executive Vice President Jun. 2004 Representative Director and Corporate Executive Vice President Mar. 2005 President and CEO Oct. 2014 Director and Corporate Advisor Jun. 2016 Corporate Advisor Jul. 2017 Special Corporate Advisor Jun. 2019 Director of the Company (current)	
			
	Reelection		
	Outside	(Important Concurrent Positions at Other Organizations)	
4	Independent	Outside Director of Yokogawa Electric Corporation (scheduled to retire in June 2024)	0
	Shiro Sugata (Nov. 17, 1949)	[Reasons for nomination as a candidate for Outside Director and expected roles] Shiro Sugata possesses abundant experience and considerable insight, particularly in the fields of marketing/sales, IT/digital/technology, and global business, as a corporate manager. He has been utilizing this insight to furnish advice on the Company's general management from a managerial standpoint, particularly regarding business execution, business strategy, increasing productivity, and cost structure reform. Accordingly, in order to further enhance our management structure, the Company proposes his reelection as Outside Director. Furthermore, if he is elected, the Company plans for him to contribute to selecting Company officer candidates and deciding officer remuneration and other compensation as a member of the Nomination and Compensation Committee, enlisting his position of objectivity and neutrality.	
	Board tenure (at the close of this General Meeting): 5 years		
	Attendance to the Board of Directors Meetings FY2024/3: 20/20 (100%)		

No.	Name of Candidate (Date of Birth)	Brief Background, Position and Responsibility at the Company	Number of Shares Owned
		Apr. 1979 Joined Tokyo Electron Ltd. Apr. 2002 Vice President & General Manager Oct. 2004 President & Representative Director of Tokyo Electron BP Ltd. Oct. 2006 Executive Vice President of TOKYO ELECTRON DEVICE LIMITED Jun. 2007 Corporate Director and Executive Vice President Jun. 2011 Senior Executive Vice President & Representative Director Jun. 2016 Chairman of the Board Jun. 2020 Director of the Company (current)	
		(Important Concurrent Positions at Other Organizations) None	
5	 Reelection Outside Independent Noriyuki Kuga (Aug. 25, 1955) Board tenure (at the close of this General Meeting): 4 years Attendance to the Board of Directors Meetings FY2024/3: 20/20 (100%)	[Reasons for nomination as a candidate for Outside Director and expected roles] Noriyuki Kuga possesses abundant experience and considerable insight, particularly in the fields of personnel/labor management, finance/accounting, and global business as a corporate manager. He has been utilizing this insight to furnish advice on the Company's general management from a managerial standpoint, particularly regarding business execution, financial strategy, and corporate governance. Accordingly, in order to further enhance our management structure, the Company proposes his reelection as Outside Director. Furthermore, if he is elected, the Company plans for him to contribute to selecting Company officer candidates and deciding officer remuneration and other compensation as a member of the Nomination and Compensation Committee, enlisting his position of objectivity and neutrality.	1,600

No.	Name of Candidate (Date of Birth)	Brief Background, Position and Responsibility at the Company	Number of Shares Owned
		Feb. 1990 Joined L3, Inc. (New York) Mar. 1992 Vice President Sep. 1996 Joined Fuji Xerox Asia Pacific Pte. Ltd. (Singapore) Aug. 2007 CEO of Worldwide City Group (Hong Kong) Jul. 2018 Executive Chairman (current) Jun. 2022 Director of the Company (current)	
	Reelection	(Important Concurrent Positions at Other Organizations) Executive Chairman of Worldwide City Group (Hong Kong)	
	Outside	Chairman of China-Japan CEO Forum Chairman of China-Japan Asia CEO Forum	
	Independent		
6	Charles Yin (May 29, 1964) Board tenure (at the close of this General Meeting): 2 years Attendance to the Board of Directors Meetings FY2024/3: 19/20 (95%)	<p>[Reasons for nomination as a candidate for Outside Director and expected roles]</p> <p>Charles Yin possesses abundant experience and considerable insight, particularly in the fields of marketing/sales, IT/digital/technology, and global business as a corporate manager. He has been utilizing this insight to furnish advice on the Company's general management from a managerial standpoint, particularly regarding business execution and global business strategy. Accordingly, in order to further enhance our management structure, the Company proposes his reelection as Outside Director. Furthermore, if he is elected, the Company plans for him to contribute to selecting Company officer candidates and deciding officer remuneration and other compensation as a member of the Nomination and Compensation Committee, enlisting his position of objectivity and neutrality.</p>	0

No.	Name of Candidate (Date of Birth)	Brief Background, Position and Responsibility at the Company	Number of Shares Owned
7	 <div style="background-color: #00a651; color: white; padding: 2px; border-radius: 3px; display: inline-block;">New election</div> <div style="background-color: #00a0e3; color: white; padding: 2px; border-radius: 3px; display: inline-block;">Outside</div> <div style="background-color: #808080; color: white; padding: 2px; border-radius: 3px; display: inline-block;">Independent</div> Junichiro Ikeda (Jul. 16, 1956)	<p>Apr. 1979 Joined Mitsui O.S.K. Lines, Ltd. (currently Mitsui O.S.K. Lines, Ltd.)</p> <p>Jun. 2004 General Manager of Human Resources Division</p> <p>Jun. 2007 General Manager of Liner Division</p> <p>Jun. 2008 Executive Officer</p> <p>Jun. 2010 Managing Executive Officer</p> <p>Jun. 2013 Director and Senior Managing Executive Officer</p> <p>Jun. 2015 Representative Director and President</p> <p>Apr. 2021 Representative Director and Chairman Executive Officer</p> <p>Apr. 2023 Director and Chairman of the Board (current)</p> <p>(Important Concurrent Positions at Other Organizations)</p> <p>Director and Chairman of the Board of Mitsui O.S.K. Lines, Ltd.</p> <p>Junichiro Ikeda possesses abundant experience and considerable insight, particularly in the fields of human resources and global business, as a corporate manager. We expect him to use this insight to furnish advice on the Company's general management from a managerial standpoint, particularly regarding business execution, business strategy, and human resources strategy. Accordingly, in order to further enhance our management structure, the Company proposes his election as Outside Director. Furthermore, if he is elected, the Company plans for him to contribute to selecting Company officer candidates and deciding officer remuneration and other compensation as a member of the Nomination and Compensation Committee, enlisting his position of objectivity and neutrality.</p>	0

Notes:

1. There are no particular vested interests between the Company and the candidates.
2. Additional information regarding the candidates of Outside Directors is as follows.
 - (1) Independent officers
The Company appointed Mariko Tokuno, Shiro Sugata, Noriyuki Kuga, and Charles Yin as independent officers provided for under the provisions of Tokyo Stock Exchange, Inc. and registered the individuals as such with that exchange. The Company plans on having the officers keep their positions if their reelection is approved. In addition, if the election of Junichiro Ikeda is approved, the Company will appoint him as an independent officer.
Mariko Tokuno, Shiro Sugata, Noriyuki Kuga, Charles Yin, and Junichiro Ikeda satisfy the requirements for Criteria for Determining Independence of the Company on page 19.
 - (2) The number of years as Outside Director of the Company
Mariko Tokuno, Shiro Sugata, Noriyuki Kuga, and Charles Yin have been serving as the Company's Outside Directors for seven years, five years, four years, and two years, respectively, as of the closing of this General Meeting of Shareholders.
3. Agreement on liability limitation
The Company has concluded an agreement with Mariko Tokuno, Shiro Sugata, Noriyuki Kuga, and Charles Yin regarding liability limitation according to Article 423, paragraph (1) of the Companies Act. According to the agreement, the maximum liability amount is the minimum amount stipulated by Article 425, paragraph (1) of the Companies Act. If the reelection proposal is approved, the Company will continue its agreement with them. In addition, if the election of Junichiro Ikeda is approved, the Company will conclude said agreement with him.
4. Directors and officers liability insurance policy
The Company has entered into a directors and officers liability insurance policy, as provided for in Article 430-3, paragraph (1) of the Companies Act, with an insurance company. The policy covers Directors, Audit & Supervisory Board Members, and Executive Officers of the Company and its subsidiaries. If the election of each candidate is approved, they will be included as the insured.
The summary of the policy contents is as stated under "3. Officers and Executives" in the Business Report.
In addition, when the policy is renewed, the Company plans to renew the policy with the same terms.

Agenda Item 2. Election of Two (2) Audit & Supervisory Board Members

The term of two (2) Audit & Supervisory Board Members, namely Ryuji Matsuda and Yoshihide Shimoyama, will expire at the close of this General Meeting of Shareholders. Accordingly, we would like to propose the election of two (2) Audit & Supervisory Board Members.

The following are the candidates for Audit & Supervisory Board Members.

Ryuji Matsuda and Setsuko Ino are candidates for Outside Audit & Supervisory Board Members. In addition, the Audit & Supervisory Board has already approved this proposal.

No.	Name of Candidate	Attributes of Candidate	Current Position at the Company	Board Tenure (at the close of this General Meeting):	Attendance to the Board of Directors Meetings	Attendance to the Audit & Supervisory Board Meetings
1	Ryuji Matsuda	<div style="display: flex; flex-direction: column; gap: 5px;"> <div style="background-color: #FFD700; padding: 2px; border-radius: 3px;">Reelection</div> <div style="background-color: #ADD8E6; padding: 2px; border-radius: 3px;">Outside</div> <div style="background-color: #A9A9A9; padding: 2px; border-radius: 3px;">Independent</div> <div style="border: 1px solid #A9A9A9; padding: 2px; border-radius: 3px;">Male</div> </div>	Audit & Supervisory Board Member	4 years	20/20 (100%)	22/22 (100%)
2	Setsuko Ino	<div style="display: flex; flex-direction: column; gap: 5px;"> <div style="background-color: #008080; padding: 2px; border-radius: 3px;">New election</div> <div style="background-color: #ADD8E6; padding: 2px; border-radius: 3px;">Outside</div> <div style="background-color: #A9A9A9; padding: 2px; border-radius: 3px;">Independent</div> <div style="border: 1px solid #A9A9A9; padding: 2px; border-radius: 3px;">Female</div> </div>	—	—	—	—

New election

New candidate for Audit & Supervisory Board Member

Reelection

Candidate for Audit & Supervisory Board Member to be reelected


Outside

Candidates for Outside Audit & Supervisory Board Member

Independent

Independent officers

No.	Name of Candidate (Date of Birth)	Brief Background and Position at the Company	Number of Shares Owned
	 <div style="background-color: #FFD700; padding: 2px; text-align: center;">Reelection</div> <div style="background-color: #00AEEF; padding: 2px; text-align: center;">Outside</div> <div style="background-color: #808080; padding: 2px; text-align: center;">Independent</div> Ryuji Matsuda (Apr. 30, 1955)	Apr. 1986 Registered as Attorney at Law and Certified Public Accountant Jul. 1992 Established Matsuda Law Office (current) Jun. 2007 Audit & Supervisory Board Member of SQUARE ENIX CO., LTD. Jun. 2008 Audit & Supervisory Board Member of Seika Corporation May 2012 Auditor of the Japan Federation of Bar Associations Jun. 2014 Auditor of ASAHI GROUP ARTS FOUNDATION (currently ASAHI GROUP FOUNDATION) (current) Jun. 2020 Audit & Supervisory Board Member of the Company (current)	
1	Board Tenure (at the close of this General Meeting): 4 years Attendance to the Board of Directors Meetings FY2024/3: 20/20 (100%) Attendance to the Audit & Supervisory Board Meetings FY2024/3: 22/22 (100%)	(Important Concurrent Positions at Other Organizations) Matsuda Law Office, Attorney at law [Reasons for nomination as a candidate for Outside Audit & Supervisory Board Member] Ryuji Matsuda has a high level of expertise as an attorney at law. We believe that he will provide appropriate supervision of the management of the entire Group from an objective standpoint. Accordingly, the Company proposes his reelection as Outside Audit & Supervisory Board Member. Although he does not have previous experience contributing to corporate management in any way other than as an outside officer, the Company has determined that he will appropriately perform duties as an Outside Audit & Supervisory Board Member because, in addition to the reasons above, he has served as an outside audit & supervisory board member at other companies.	0

No.	Name of Candidate (Date of Birth)	Brief Background and Position at the Company	Number of Shares Owned
2	 New election Outside Independent Setsuko Ino (Mar. 18, 1964) (Setsuko Ino's name in the family register is Setsuko Yamada.)	Apr. 1988 Joined Suntory Spirits Ltd. Sep. 1994 Joined PepsiCo, Inc. Jul. 2003 CFO and Finance Director of Sun Microsystems Japan KK Nov. 2006 CFO and Representative Director of SAP Japan Mar. 2012 CFO of Retail Division of Amazon Japan Jun. 2017 CFO of Asurion Japan Jan. 2024 Venture Partner of Eight Roads Ventures Japan (current)	0
		(Important Concurrent Positions at Other Organizations) Venture Partner of Eight Roads Ventures Japan [Reasons for nomination as a candidate for Outside Audit & Supervisory Board Member] Setsuko Ino has a wealth of experience and extensive knowledge mainly in the fields of finance and accounting at other companies. We believe that she will provide appropriate supervision of the management of the entire Group from an objective standpoint. Accordingly, the Company proposes her election as Outside Audit & Supervisory Board Member.	

Notes:

1. There are no particular vested interests between the Company and the candidates.
2. Additional information regarding the candidates of Outside Audit & Supervisory Board Members are as follows.
 - (1) Independent officers
 The Company appointed Ryuji Matsuda as an independent officer provided for under the provisions of the Tokyo Stock Exchange, Inc. and registered him as such with that exchange. The Company plans on having the officer keep his position if his reelection is approved. In addition, if the election of Setsuko Ino is approved, the Company will appoint her as an independent officer. Ryuji Matsuda and Setsuko Ino(*) satisfy the requirements for Criteria for Determining Independence of the Company on page 19.
 (*) Setsuko Ino was CFO of Retail Division of Amazon Japan, a business partner of the Company, from March 2012 to June 2017. However, she retired from that company approximately seven years ago and the Company judges her to be independent.
 - (2) The number of years as Outside Audit & Supervisory Board Member of the Company
 Ryuji Matsuda has been serving as the Company's Audit & Supervisory Board Member for four years as of the closing of this General Meeting of Shareholders.
3. Agreement on liability limitation
 The Company has concluded an agreement with Ryuji Matsuda regarding liability limitation according to Article 423, paragraph (1) of the Companies Act. According to the agreement, the maximum liability amount is the minimum amount stipulated by Article 425, paragraph (1) of the Companies Act. If the reelection proposal is approved, the Company will continue its agreement with him. In addition, if the election of Setsuko Ino is approved, the Company will conclude said agreement with her.
4. Directors and officers liability insurance policy
 The Company has entered into a directors and officers liability insurance policy, as provided for in Article 430-3, paragraph (1) of the Companies Act, with an insurance company. The policy covers Directors, Audit & Supervisory Board Members and Executive Officers, etc. of the Company and its subsidiaries. If the election of each candidate is approved, they will be included as the insured.
 The summary of the policy contents is as stated under "3. Officers and Executives" in the Business Report. In addition, when the policy is renewed, the Company plans to renew the policy with the same terms.

[Reference]

Criteria for Determining Independence in Electing Outside Officers of the Yamato Group

1. Criteria for determining independence

Yamato Holdings Co., Ltd. has established the following criteria for determining the independence of the Outside Directors and Outside Audit & Supervisory Board Members of the Company (hereinafter collectively referred to as “Outside Officers”).

2. Independence requirements for Outside Officers

A party with respect to whom any of the following apply shall be deemed as not having met the requirements for independence of an Outside Director or Outside Audit & Supervisory Board Member of the Company.

- 1) A party whose major business partner^(Note 1) is the Company or a Group company (hereinafter collectively referred to as the “Company”), or otherwise if such party is a corporation or other such entity, a person who executes business thereof;
- 2) A major business partner^(Note 2) of the Company, or otherwise if such party is a corporation or other such entity, a person who executes business thereof;
- 3) A consultant, accounting professional or legal professional who receives substantial monetary consideration and/or other economic benefits^(Note 3) from the Company besides officer remuneration;
- 4) A consultant, accounting professional, legal professional or other such professional who is a member of a corporation or other such entity in the professional service industry whose major business partner^(Note 4) is the Company;
- 5) A major shareholder^(Note 5) of the Company, or otherwise if such major shareholder is a corporation or other such entity, a person who executes business thereof;
- 6) A recipient of donations^(Note 6) from the Company or a person who executes business thereof;
- 7) A person who falls under any of the aforementioned items in the past 3 years;
- 8) A person who has served in the past 3 years as a certified public accountant or a member of an audit corporation that acts as the Company’s accounting auditor;
- 9) A person who has served in the past 10 years as a Director (excluding Outside Director), Audit & Supervisory Board Member (excluding Outside Audit & Supervisory Board Member), Executive Officer, or employee of either the Company;
- 10) A close relative^(Note 8) of a person who falls under any of the aforementioned items (limited to significant persons^(Note 7)).

Note 1: This refers to a business partner whose transaction amount in the most recent fiscal year exceeds 2% of the annual consolidated operating revenue of such group.

Note 2: This refers to a business partner whose transaction amount in the most recent fiscal year exceeds 2% of the Company’s annual consolidated operating revenue, or a financial institution whose financing to the Company in the most recent fiscal year exceeds 2% of the Company’s consolidated total assets.

Note 3: This refers to monetary consideration and/or other economic benefits that exceed ¥10 million per annum in the most recent fiscal year.

Note 4: This refers to a corporation or other such entity that has received payments from the Company that make up 2% or more of the consolidated operating revenue of the said corporation or other such entity on average in the past three fiscal years.

Note 5: This refers to a person or corporation who directly or indirectly holds voting rights that constitute 10% or more of all voting rights of the Company.

Note 6: In the event that the donation exceeds ¥10 million in one fiscal year or if the party receiving the donation is a corporation, this refers to donations that exceed 2% of the annual operating revenue of the said party in the most recent fiscal year.

Note 7: "Significant person" refers to Directors (excluding Outside Directors), executive officers (Shikkoyaku), executive officers (Shikkoyakuin), and other persons who execute business in positions of general manager or above; certified public accountants belonging to audit corporations or accounting offices; attorneys at law belonging to legal professional corporations or law firms; and other persons objectively and reasonably deemed to be in positions of similar importance.

Note 8: A spouse or a relative within the second-degree of kinship.

Management Structure After Agenda Items 1 and 2 Are Approved (Planned)

Name	Position	Outside	Nomination and Compensation Committee	Expertise and experience						
				Corporate management	Marketing/sales	Personnel/labor management	Finance/accounting	Legal affairs/risk management	IT/digital/technology	Global
Yutaka Nagao	Representative Director, Executive Officer and President		○	●	●	●			●	●
Toshizo Kurisu	Representative Director, Executive Officer and Vice President			●			●	●	●	
Mariko Tokuno	Director	○	○	●	●					●
Shiro Sugata	Director	○	○	●	●				●	●
Noriyuki Kuga	Director	○	○	●		●	●			●
Charles Yin	Director	○	○	●	●				●	●
Junichiro Ikeda	Director	○	○	●		●				●
Tsutomu Sasaki	Full-time Audit & Supervisory Board Member			●	●			●		
Yoshito Shoji	Full-time Audit & Supervisory Board Member			●			●			
Takashi Yamashita	Audit & Supervisory Board Member	○					●	●		
Ryuji Matsuda	Audit & Supervisory Board Member	○					●	●		
Setsuko Ino	Audit & Supervisory Board Member	○					●			●

Notes:

1. Full-time Audit & Supervisory Board Members will be determined at the Audit & Supervisory Board meeting after the close of this General Meeting of Shareholders, and Directors with titles and members of the Nomination and Compensation Committee will be determined at a subsequent meeting of the Board of Directors.
2. The Board of Directors will be chaired by Shiro Sugata.
3. The above list shows fields in which each of them has more expert knowledge in light of their experience and other factors, and does not cover all their knowledge.

The reasons for the selection of the skill items expected of Directors and Audit & Supervisory Board Members by the Company are as follows.

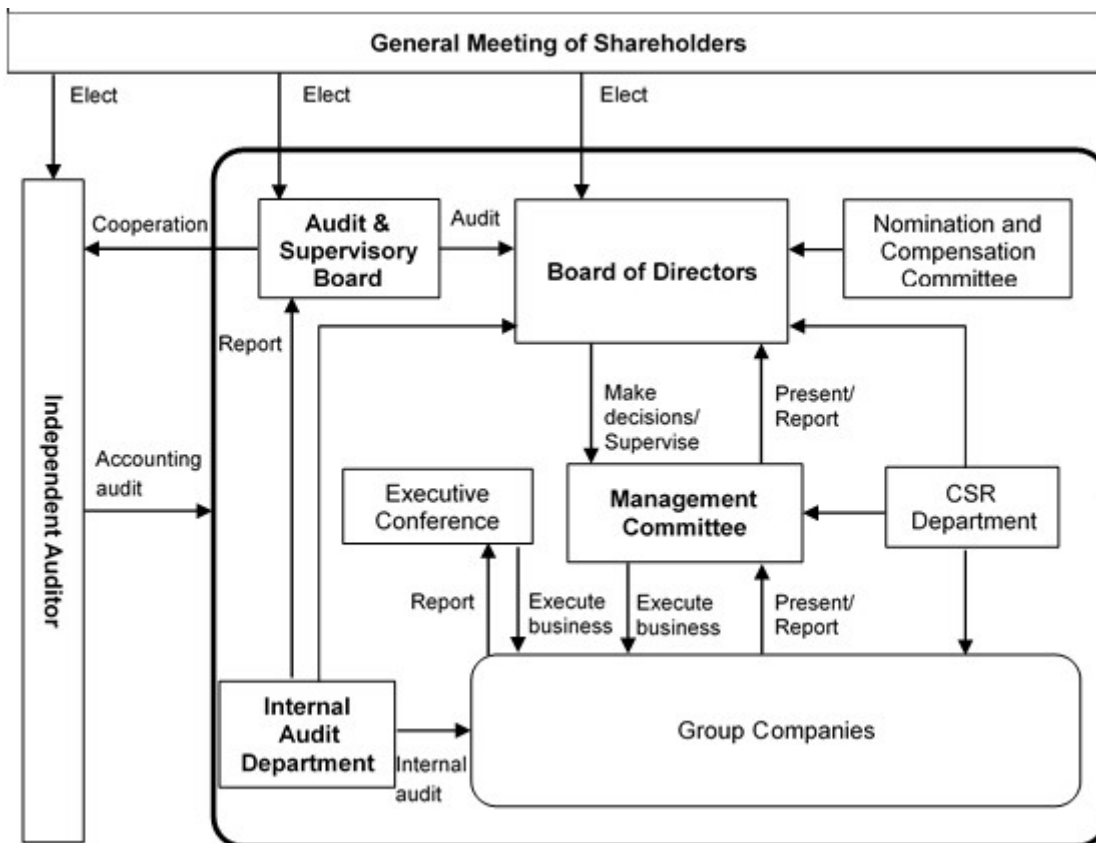
Expertise and experience (Skill items)	Reason for Selection
Corporate management	The Company has selected abundant experience and knowledge regarding corporate management as necessary items in order for a manager to demonstrate adequate decision-making and supervisory functions in the formulation and execution of medium-to long-term management plans that continuously enhance its corporate value.
Marketing/ sales	The Company has selected abundant experience and knowledge regarding the marketing/sales fields as necessary items in order for it to provide value with the use of Group resources to meet the changing needs of its customers and greater society.
Personnel/ labor management	The Company has selected abundant experience and knowledge regarding the personnel/labor management fields as necessary items in order to become a company that causes its employees, the Group's greatest asset, to take a vibrant approach to work that they find rewarding, reflects respect for human rights and diversity, and enables those employees to work with peace of mind.
Finance/ accounting	The Company has selected abundant experience and knowledge regarding the finance/accounting fields as necessary items in order for it to establish a strong financial foundation and promote investment that links to business growth and the improvement of capital efficiency.
Legal affairs/ risk management	The Company has selected abundant experience and knowledge regarding the legal affairs field and risk management ability as necessary items in order to become a company that is fair and trusted through safe and secure business activities conducted in line with the law and social norms in accordance with the Yamato Group Corporate Philosophy.
IT/ digital/technology	The Company has selected abundant experience and knowledge regarding the IT/digital/technology fields as necessary items in order for it to realize the optimal assignment of management resources based on data analysis and efficient business operation that makes full use of digital technology.
Global	The Company has selected abundant experience and knowledge regarding the global business field as necessary items in order for it to contribute to the transformation of customer-side supply chains and business processes through the global development of its businesses.

Basic Views on Corporate Governance

Based on its corporate philosophy, the Yamato Group carries out business activities in accordance with the law and social norms and actively promotes compliance management. Striving to maximize corporate value by effectively utilizing the management resources of the Group is one of the top priorities of management, and we have implemented measures and bolstered management systems as part of our corporate governance initiative.

Corporate Governance System

The Company is a company with an audit & supervisory board. In addition to important management decision-making and the supervision of business execution by the Board of Directors, Audit & Supervisory Board members and the Audit & Supervisory Board, which are independent from the Board of Directors, shall audit the status of execution of duties by Directors. Also, to complement the functions of the Board of Directors, the Company established a Nomination and Compensation Committee comprising a majority of Outside Directors. At the same time, the Company has adopted an executive officer system to ensure prompt decision-making related to business execution.



Business Report

(From April 1, 2023 to March 31, 2024)

1. Status of the Corporate Group

(1) Operating Performance

In the economic environment during the fiscal year under review, while the global inflationary trend has calmed down as prices of resources and energy, which had soared due to the unstable international situation, have turned to decline, monetary authorities in the U.S. and Europe have kept policy interest rates unchanged to prepare for a future economic slowdown. In Japan, meanwhile, amid moves to pass on price increases to consumers, business confidence is improving at the moment thanks to the expansion of service consumption supported by the recovery in holiday demand and inbound tourism, as well as increase in capital investment. However, with sluggish consumer spending due to the lack of real wage growth and other factors and expanding labor shortage, it remains difficult to foresee a full-fledged economic recovery.

Under these circumstances, in order to realize sustainable enhancement of corporate value through “helping enrich our society,” as stated in our management philosophy, the Yamato Group is promoting efforts to expand the overall value it provides to meet the diversifying needs of customers and society under a Group management structure that mobilizes the management resources of each Group company.

Our consolidated financial results for the fiscal year ended March 31, 2024 were as follows.

Item	Fiscal year ended	Fiscal year ended	Change	Growth (%)
	March 31, 2023	March 31, 2024		
Operating revenue	1,800,668	1,758,626	(42,041)	(2.3)
Operating profit	60,085	40,059	(20,025)	(33.3)
Ordinary profit	58,066	40,458	(17,607)	(30.3)
Profit attributable to owners of parent	45,898	37,626	(8,271)	(18.0)

Operating revenue amounted to 1,758,626 million yen, down 42,041 million yen from the previous fiscal year. This was mainly due to a decrease in parcel delivery volume and demand for international transportation, despite efforts for price optimization. Operating expenses amounted to 1,718,566 million yen, down 22,016 million yen from the previous fiscal year. This was mainly because we focused on efforts to optimize operating costs to fight the continuous rise in costs owing to changes in the external environment, including resource and energy prices and hourly wage rates.

As a result, operating profit amounted to 40,059 million yen, down 20,025 million yen from the previous fiscal year. Profit attributable to owners of parent amounted to 37,626 million yen, down 8,271 million yen from the previous fiscal year, mainly due to gain on sale of non-current assets.

At the Board of Directors meeting held on July 27, 2023, the Company resolved to sign an agreement regarding the strategic business alliance with WORLD HOLDINGS CO., LTD., and the Company transferred 51% of the outstanding shares of the Company's consolidated subsidiary, YAMATO.STAFF.SUPPLY.CO.,LTD. (hereinafter, “YSS”) to WORLD STAFFING CO.,LTD., a consolidated subsidiary of WORLD HOLDINGS CO., LTD. As a result of this share transfer, the Company's ownership of voting rights in YSS became 49%, and YSS became an equity-method affiliate of the Company effective from the end of the second quarter of the fiscal year under review.

Initiatives for the entire Yamato Group

The Yamato Group is, in order to realize sustainable enhancement of corporate value through “helping enrich our society,” as stated in our management philosophy, promoting efforts to expand the overall value it provides to meet the diversifying needs of customers and society. Furthermore, we are forging ahead with price optimization to cope with rising costs associated mainly with changes in the external environment, and responding to rising costs at partner companies in a timely and appropriate manner, thereby working to maintain and strengthen our transportation and delivery network and to create an environment in which we can continue to provide better service to our customers.

i) Structural reform of network operations

We are building a dedicated network optimized for diversifying logistics needs, as witnessed by the growing EC demand and trend toward small-lot, high-frequency B2B logistics. In addition, with a view to achieving more flexible response to fluctuations in delivery volume, more efficient transportation between bases, and shorter waiting times for cargo, we are: consolidating and upsizing last-mile collection and delivery bases, which have been deployed in many small stores; redefining terminal functions; reforming “sorting” and “carrying methods” using digital technology; and improving efficiency in administrative processing; and promoting other initiatives to strengthen the TA-Q-BIN network. In the fiscal year under review, we began handling Kuroneko Yu-Packet and Kuroneko Yu-Mail in accordance with the basic agreement on cooperation concluded with the Japan Post Group. We continue to make effective use of the management resources of the two companies in a bid to establish transportation services that contribute to greater customer convenience and to achieve business growth, while promoting initiatives to solve issues facing the logistics industry, such as the “2024 problem” and “carbon neutrality.”

ii) Expansion of corporate business area

Amid increasing risk factors such as division of the world into political and economic blocs, reshaping of global supply chains, and global environmental problems, the Yamato Group positions the solutions business aiming to solve customers’ management issues that extend throughout the entire supply chain as a new growth area. Against this backdrop, sales and operations continue to work together, while making optimum use of the Group’s management resources to enhance the value provided to the entire supply chain, which extends from Japan to the rest of the world.

Furthermore, in order to achieve “net-zero (in-house) greenhouse gas (GHG) emissions by 2050,” we are promoting the reduction of the Company’s GHG emissions by introducing EVs and implementing cold storage transportation without using dry ice, etc. At the same time, in order to optimize our customers’ inventory and production activities, we are building a supply chain with a lower environmental impact. To this end, we continue to work on creating new value to offer to our corporate customers, including the development of a GHG emissions visualization tool in compliance with the international standard ISO 14083:2023. During the fiscal year under review, we made a carbon neutral claim for TA-Q-BIN, TA-Q-BIN Compact, and EAZY (the three parcel delivery services). This claim consists of achievement of carbon neutrality pursuant to the international standard ISO 14068-1:2023 in the fiscal year ended March 31, 2023 (April 2022 - March 2023) and commitment to achieving carbon neutrality for the three parcel delivery services by 2050 through continuous efforts to reduce in-house GHG emissions from our business activities. Through the provision of such climate-friendly transportation services, the Yamato Group will further promote the use of these services by individual and corporate customers.

iii) Promoting strategies for achieving sustainable enhancement of corporate value

The Yamato Group is pressing on with its digital and HR strategies and strengthening sustainable management and governance as the foundation for expanding the value it provides to the “end to end” supply chain and enhancing sustainable corporate value.

Regarding digital strategy, we are working to expand the value we provide to customers and improve operational efficiency by establishing a system in which “business and digitalization”

are being promoted in an integrated manner and using the Yamato Digital Platform, a digital information platform that enables real-time understanding of all types of information and linkage with internal and external systems. During the fiscal year under review, we continued to promote the collection and analysis of customer feedback and the improvement and design of services through the use of digital technology in order to further enhance the value of the customer experience. Regarding HR strategy, based on the “Human Resource Management Policy” that links employee growth to the growth of the Group, we are working to build an optimal human resources portfolio to create new added value and to improve the work comfort and job satisfaction of our diverse employees. To strengthen sustainable management, we are intensifying our efforts to tackle the identified key issues (materiality) to enhance corporate value and realize a sustainable society over the medium to long term based on our two visions: “Connect. Deliver the future via green logistics” and “Through co-creation and fair business activities, help create a society that ‘Leaves No One Behind.’”

In the area of the environment, in order to realize “net-zero (in-house) GHG emissions in 2050” and “48% reduction in GHG emissions in 2030 (compared with the fiscal year ended March 31, 2021),” we will continue to implement measures such as “introduction of 23,500 EVs,” “introduction of 810 solar power generation units,” and “increase in the use of electricity derived from renewable energy sources.” During the fiscal year under review, the Yawata Sales Office in Kyoto Prefecture was reopened as a demonstration base for energy management, including optimal EV operations and the use of electricity generated via renewable energy sources. The Yawata Sales Office is the first in Japan to carry out pickup and delivery operations with a full fleet of electric trucks (32 trucks). It has also installed solar power generation equipment and storage batteries to utilize electricity derived from renewable energy sources and is working to balance-out energy consumption peaks through the use of electric power leveling systems.

We are also collaborating with automobile manufacturers to realize sustainable logistics, such as by launching a demonstration experiment for kei (mini) EV pickup and delivery operations using cartridge-type batteries. In the area of society, we continue to work toward the realization of an affluent society by, for example, respecting the diversity of human resources, creating a work environment where employees can play an active role, addressing various social issues, and promoting community development in collaboration with local communities. To strengthen corporate governance, we continue to put effort into separation of management supervision and business execution responsibilities to maintain and enhance the transparency of our business. We also undertake business structure reforms under a governance structure with an emphasis on the speed of decision-making.

iv) Formulation of the medium-term management plan “Sustainability Transformation 2030—1st Stage—”

The Yamato Group has set “a value-creating company that contributes to the realization of a sustainable future” as its vision for 2030, and formulated the medium-term management plan “Sustainability Transformation 2030—1st Stage—,” which ends in the fiscal year ending March 31, 2027, on February 2024. Under the medium-term management plan, the Group will work on initiatives to generate economic value, such as reinforcing the TA-Q-BIN network and expanding its value proposition, expanding the corporate business area by providing business solutions on an “End to End” basis to the supply chain, commercializing new business models that meet diversifying customer and social needs, and strengthening the Group’s management platform. It will also create environmental value and social value through initiatives for social sustainability. From the fiscal year ending March 31, 2025, we will change our segments to the four business segments defined in this medium-term management plan: Express Business, Contract Logistics Business, Global Business, and Mobility Business.

Business strategies of each segment

Retail Business Unit

- i) The Retail Business Unit provides high-quality small-lot transportation services, including TA-Q-BINs. As the starting point for the entire Group's business, our front-line employees identify changes in customers' lifestyles and business environments accompanying such changes, and work with corporate sales representatives to propose solutions that leverage the Group's management resources, thereby taking advantage of the points of contact with customers created through the TA-Q-BIN services, and providing value in response to customer needs. We have also been working in part through efforts to provide services that make delivery and pick-up more convenient, particularly the "Kuroneko Members" service, which has more than 50 million registered members, and the "Yamato Business Members" service, which is used by more than 1.7 million corporate clients, and also through efforts to upgrade various services other than those involving transportation that are beneficial in terms of people's lives and business.
- ii) In addition, we are promoting efforts to strengthen the TA-Q-BIN network in order to improve the productivity of the entire network operations. In the fiscal year under review, we continued to consolidate and upsize last-mile pickup and delivery bases, which had been deployed in many small stores mainly in urban areas, and promoted the establishment of a dedicated cold storage network, as well as a system to flexibly set delivery areas and delivery routes in accordance with fluctuations in delivery volume.
- iii) Operating revenues from customers decreased 1.9% from the previous year to 877,948 million yen, attributable mainly to a decline in handling volume despite an increase in the unit price of parcel delivery services. Operating profit decreased by 9,708 million yen from the preceding year, as efforts to optimize operating costs failed to offset the decline in handling volume.

Corporate Business Unit

- i) In the Corporate Business Unit, sales and operations are working together to build and expand dedicated networks to increase the value provided to the entire supply chain, which extends from Japan to the rest of the world. We are also working to strengthen customer-oriented sales not only by improving logistics operations and efficiency, but also by proposing improvements based on customers' management issues, and by building and managing more effective projects.
- ii) In the urban areas where EC demand is concentrated, the Unit has been building an EC logistics network with more simplified operations covering sorting, transportation, and last mile deliveries, as well as using our partnerships with major e-commerce companies to implement initiatives to further improve convenience and expand sales for services that completely or partially replace operational functions from order receiving to shipping and delivery, with the aim of optimizing logistics for e-commerce vendors with stores in online shopping malls.
- iii) In cross border EC for which growth is accelerating, we are working on initiatives to enhance value provided on an "End to End" basis over the supply chain, such as connecting the IT system for import customs clearance with the domestic delivery network, in order to shorten the lead time to delivery. During the period under review, we started providing a small-lot ocean transportation service for cross-border EC operators to enable low-cost, speedy deliveries to buyers using cross-border EC services.
- iv) Operating revenues from customers was 824,096 million yen, down 2.6% year-on-year, mainly as a result of a decline in international transportation volume. Operating profit declined 8,551 million yen year-on-year, due to factors including the increase in expenses to consign deliveries to the Retail Business Unit.

[Reference]

Category	(Million parcels/units)			
	Fiscal year ended March 31, 2023	Fiscal year ended March 31, 2024	Change	Growth (%)
TA-Q-BIN/TA-Q-BIN Compact/EAZY	1,926	1,886	(40)	(2.1)
Nekopos/Kuroneko Yu-Packet	413	409	(3)	(0.9)
Kuroneko DM-Bin/Kuroneko Yu-Mail	800	626	(173)	(21.7)

Other

- i) During the period under review, the Company continued to expand sales of box transportation and vehicle maintenance services using a network of several corporate groups.
- ii) Operating revenue from customers was 56,581 million yen, down 5.8% from the previous fiscal year. In addition, the operating profit was 12,734 million yen, down 8.4% from the previous fiscal year.

<Initiatives such as safety and regional co-creation>

- i) The Yamato Group places utmost priority on protecting human life and conducts a range of safety measures. Accordingly, its transport safety management practices in that regard involve drawing up its Safety Management Regulations, building up its transport safety management systems, and formulating fiscal year plans, all centered on respective Group companies whose main operations involve transport. During the period under review, we continued to conduct the “Traffic Safety Class for Children” at kindergartens and elementary schools, as well as engage in activities to raise awareness towards safety, including the “Zero Traffic Accidents Campaign” by the entire Group, as well as the “National Safety Competition,” in which drivers from all over Japan competed with each other in their skills and knowledge regarding driving safety.
- ii) Aiming to create more sustainable social value, the Yamato Group promotes initiatives for sharing value with society based on the concept of “Creating Shared Value (CSV).” We continue to engage in various initiatives to such ends. For instance, we have been operating our community-based Neko Support Station locations utilizing close local ties and facilitating healthy and sustainable development of local communities, along with lifestyles of safety and comfort among local residents. We have also been setting up housekeeping support services, expanding the “Kuroneko monitoring service: Hello Light Visit Plan” that uses “HelloLight” IoT light bulbs, providing consultation services for everyday life, and holding events that enable interaction among community members. Moreover, during the period under review, based on the basic agreement regarding the partnership signed between a retailer that operates drug stores in Hokkaido and Yamato Transport, we are promoting activities to address social issues faced by Hokkaido and realize a sustainable regional economy, through initiatives such as enhancing shopping support using the TA-Q-BIN sales offices and mobile vending vehicles, making it possible to receive parcels at drug stores, and having items purchased in stores delivered to people’s homes, as well as providing efficient and stable deliveries of merchandise to retailers.
- iii) Aspiring to be a company that continually evolves in step with society, led by Yamato Welfare Foundation, the Yamato Group conducts various activities to help realize a society in which disabled people can freely enjoy a lifestyle as a member of each community. Specifically, we engage in ongoing programs that support economic independence of people with disabilities, such as actively employing people with disabilities at the Swan Bakery, which makes and sells bread, and operating job-finding support facilities where they take part in training to acquire the skills and knowledge necessary for employment.

(2) Issues to Be Addressed

In the business environment surrounding the Yamato Group, although the global inflationary trend appears to be calming down, it remains difficult to foresee a full-fledged economic recovery in Japan as consumer spending remains sluggish. In addition, costs are expected to rise in line with changes in the external environment such as the enforcement of overtime work cap in car driving operations (2024 issue) starting from April 2024. Furthermore, in the medium and long-term, we are expecting the growth of EC, heightening of geopolitical risks, aging society, declining birthrate, depopulation of suburban areas, labor shortage, climate change intensifying, etc. Under these circumstances, at the Yamato Group we will continue to accelerate the following initiatives i) through v) in order to realize sustainable enhancement of corporate value through “Contribution to the realization of an affluent society” as stated in our Management Philosophy, setting our aspiration “A value-creating company that contributes to the realization of a sustainable future” to be realized in 2030, based on the Medium-term Management Plan “Sustainability Transformation 2030 ~1st Stage~,” which ends in the fiscal year ending March 31, 2027.

- i) **Reinforcement of the TA-Q-BIN network and expanding the value we provide**
In light of the growth of EC, aging society, declining birthrate, depopulation of suburban areas, labor shortage, and climate change intensifying, we will continue to promote structural reforms of network operations in order to reinforce the TA-Q-BIN network more efficiently and sustainably as the social infrastructure. Specifically, in order to respond more flexibly to business volume fluctuations, improve efficiency in trunk-route transportation and reduce the waiting time for cargo, we will consolidate and enlarge last-mile facilities, which had been deployed in small-scale and multi-location, redefine terminal functions, and transform our way of “sorting,” “transporting” and “working” using digital technologies. In addition, by continuing to promote standardization of the administrative operations of our frontline employees and back-office operation, and business process re-engineering (BPR) by digitalization, we will realize the optimization of operating costs while maintaining and improving the safety and quality of operation as well as the working environment and job satisfaction for employees and partners.
We will expand value provided to customers through broadening the line-up of transportation service, improving customer experience value through “Kuroneko Members,” and “Carbon Neutral Delivery” for TA-Q-BIN/TA-Q-BIN Compact/EAZY. Also, we will revise reported fares each year based on changes in the external environment, and review individual contracts with corporate clients. Through those initiatives, among others, we will promote appropriate pricing and fee collection.
- ii) **Expansion of corporate business domain**
The Yamato Group is positioning the solutions business as a new growth area, aiming to solve customers’ management issues that extend throughout the entire supply chain, amid increasing risk factors such as global political and economic blockages in the supply chain and environmental issues, and will focus to expand Contract Logistics business and Global business.
In Contract Logistics business, putting an emphasis on synergy with Express business, we will strengthen our efforts to further expand the usage of TA-Q-BIN, charge appropriate pricing corresponding to the value provided, and acquire new logistics revenue through providing solutions that help solve problems and grow business of customers using TA-Q-BIN. We will establish a sales support structure and improve skills of sales staff so that corporate sales staff assigned to each area can make suitable proposals by utilizing information noticed by sales drivers through contacts with customers, etc.
In Global business, viewing changes in the supply chain as an opportunity, leveraging the existing vast client base accumulated by TA-Q-BIN, we will make efforts to further expand business areas such as automotive and high-tech industries where the Yamato Group is demonstrating its strength, and strengthen sales capabilities especially in Japan, U.S. & Mexico, India and ASEAN. Also, we will improve the efficiency in mixed-loading of forwarding by narrowing down the focus markets, strengthen proposals to the growing cross-border EC,

and capture the logistics demands such as consumer goods accompanying expansion of domestic demand in the focus regions.

In order to accelerate the expansion of the growth areas, we will promote M&A and strategic alliances in addition to autonomous growth. In considering M&A, the division responsible for revenue and the dedicated M&A team will work together in an integrated way with discipline, focusing on compatibility with the growth strategies of Contract Logistics business and Global business as well as establishing quantitative criteria to measure investment effectiveness, among other things.

iii) Develop new business model

We will promote commercialization of new business models that addresses diverse needs of customers and society with a diverse range of partners, while utilizing existing management resources, to realize a sustainable future.

In Mobility business, we will develop platform and ecosystem that achieves both decarbonization and the right economics, and contribute to the overall sustainability of society and the logistics industry, by supporting introduction and operation of commercial EVs utilizing know-how of EVs, solar power generation equipment, energy management, etc. accumulated so far through environment investment and demonstration experiment within the Yamato Group based on our vehicle maintenance business. In addition, in order to respond to various needs of regional society besides sending and receiving packages, we will create new value by deploying “Neko Support Station” with an aim to provide new services, expanding sales of the “Kuroneko monitoring service: Hello Light Visit Plan” that uses “HelloLight” IoT light bulbs, etc. Moreover, we started operation of cargo aircraft (freighter) starting April 2024 in order to capture new demand by providing stable and speedy transportation, revitalize the regional economy through expanded distribution, and maintain and improve the transportation quality. We will gradually increase the number of flights and respond to new customer needs by offering flexible flight segment and timetables.

iv) Reinforcement of the Group’s management platform

The Yamato Group will be working on HR strategy, digital strategy, reinforcement of sustainable management, and reinforcement of governance as the foundation for sustainable enhancement of corporate value.

With regard to the HR strategy, with priority given to the optimal allocation of human resources in conjunction with business structure reform, we will optimize organization and headcount, and revise evaluation and compensation scheme. We will also promote the development and operation of an HR management structure that promotes independent and autonomous career development in order to develop human resources who can create added value. Moreover, toward enhancing support to and motivation of diverse employees, we will establish welfare policy that matches the diversifying lifestyles of employees, promote employee health management and health promotion measures, and continue initiatives to promote diversity, human rights due diligence, and participation of women. Through those initiatives, we will aim to create higher added value by maximizing activities and contribution of each and every employee.

With regard to the digital strategy, we will strengthen our DX promotion framework and promote DX in tandem with our business, such as expanding the value we provide to customers by utilizing our digital infrastructure, transforming our way of “sorting,” “transporting” and “working,” and business process reengineering of back-office operation.

With regard to reinforcement of sustainable management, we will strengthen our initiatives for each of the identified key issues (materiality) to enhance corporate value and realize a sustainable society over the medium to long term based on our two visions: “Connect. Deliver the future via green logistics” and “Through co-creation and fair business activities, help create a society that ‘Leaves No One Behind.’” With regard to the Environment, in order to realize “net-zero (in-house) GHG emissions in 2050” and “48% reduction in GHG emissions in 2030 (compared with fiscal year ended March 31, 2021),” we will continue to implement measures such as “introduction of 23,500 EVs,” “introduction of 810 solar power generation units,” and “increase in the use of electricity derived from renewable energy sources,” and develop a measurement method for supply chain (Scope 3) emissions. With regard to Social,

we will continue to take initiatives that involve developing a work environment in which we respect diverse personnel and in which employees are able to play active roles, while also working to build a sustainable supply chain through suitable relationships with business partners by holding regular discussions and establishing structure, process and mechanism for early detection and resolution of issues.

In strengthening corporate governance, we will continue working to separate management supervision and execution and maintain and enhance management transparency, while striving to sustainably increase corporate value through constructive dialogue with shareholders and investors and enhancement of disclosure.

- v) Embed management that places more focus on capital efficiency within the Group. In addition to the above strategic initiatives i) through iv), the Yamato Group set ROIC as a new management metric, besides operating margin and ROE, to embed management with greater emphasis on capital efficiency and achieve ROI above WACC. During the period of the Medium-term Management Plan, we will promote actively growth investments in facility strategy and DX strategy, etc. to help improve operation efficiency, while also promoting environmental investments in EVs, solar power generation equipment, etc. to realize a low carbon society, balancing the provision of logistics services with low environmental impact to customers and the improvement of energy efficiency of operations. In the growth domain of Contract Logistics business and Global business, we will utilize M&A and strategic alliances in addition to autonomous growth.

To support the above plan, we will raise funds through borrowings from financial institutions and issuance of corporate bonds as necessary, while being aware of financial soundness and efficiency, such as status of cash generation, cash and deposits held, and capital ratio, etc. as well as effective use of funds held in the Group. From the perspective of financial soundness, we set capital ratio at around 45~50% and D/E ratio at 0.3~0.5 times as guides, and will make efforts to maintain credit rating (Rating and Investment Information, Inc./AA-). With regard to shareholder return, the Company set targets of a payout ratio at 40% and more and a total shareholder return ratio at 50% or more based on profit attributable to owners of parent. We will flexibly consider the acquisition of treasury shares from standpoints of the progress of growth investments, cash flow trends, stock price movement, etc.

Through the Group's unified efforts, Yamato will create greater corporate value.

We look to the continued understanding and support of our shareholders and investors.

[Reference]

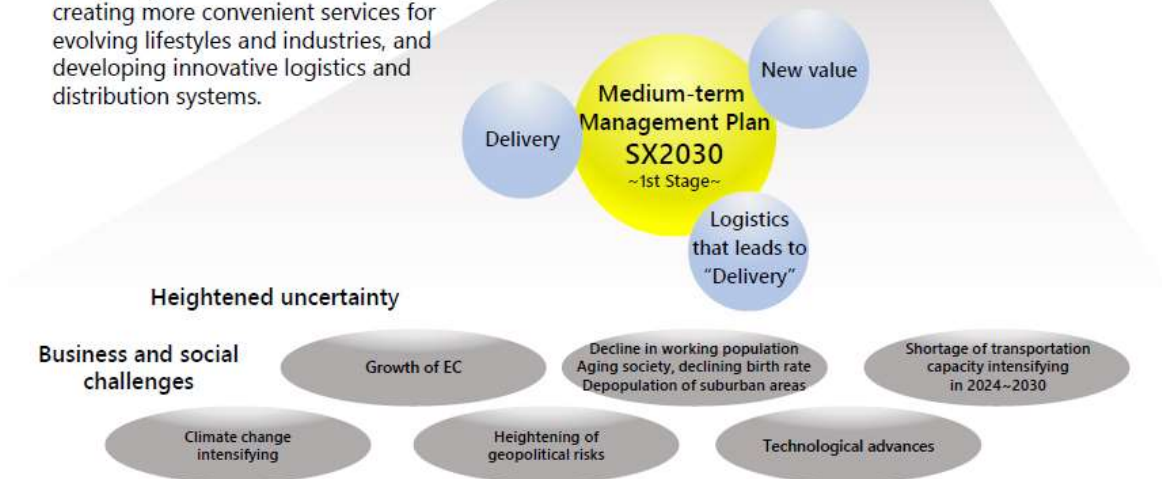
Yamato Group Medium-term Management Plan Sustainability Transformation 2030 ~1st Stage~

Our aspiration



Management Philosophy

Yamato helps enrich our society by enhancing our social infrastructure, creating more convenient services for evolving lifestyles and industries, and developing innovative logistics and distribution systems.



Growth image

Dramatic profit growth through the reinforcement of the EXP business (base domain) and business portfolio reform (expansion of business domain)

FY2027/3 plan

Operating revenue	2,000~2,400 bn yen
Operating profit	120~160 bn yen
Operating margin	6% or above
Profit attributable to owners of parent	80~100 bn yen
ROE	12% or above
ROIC	8% or above

Business portfolio reform

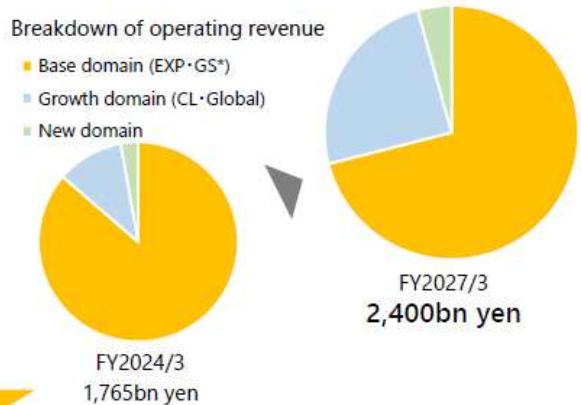
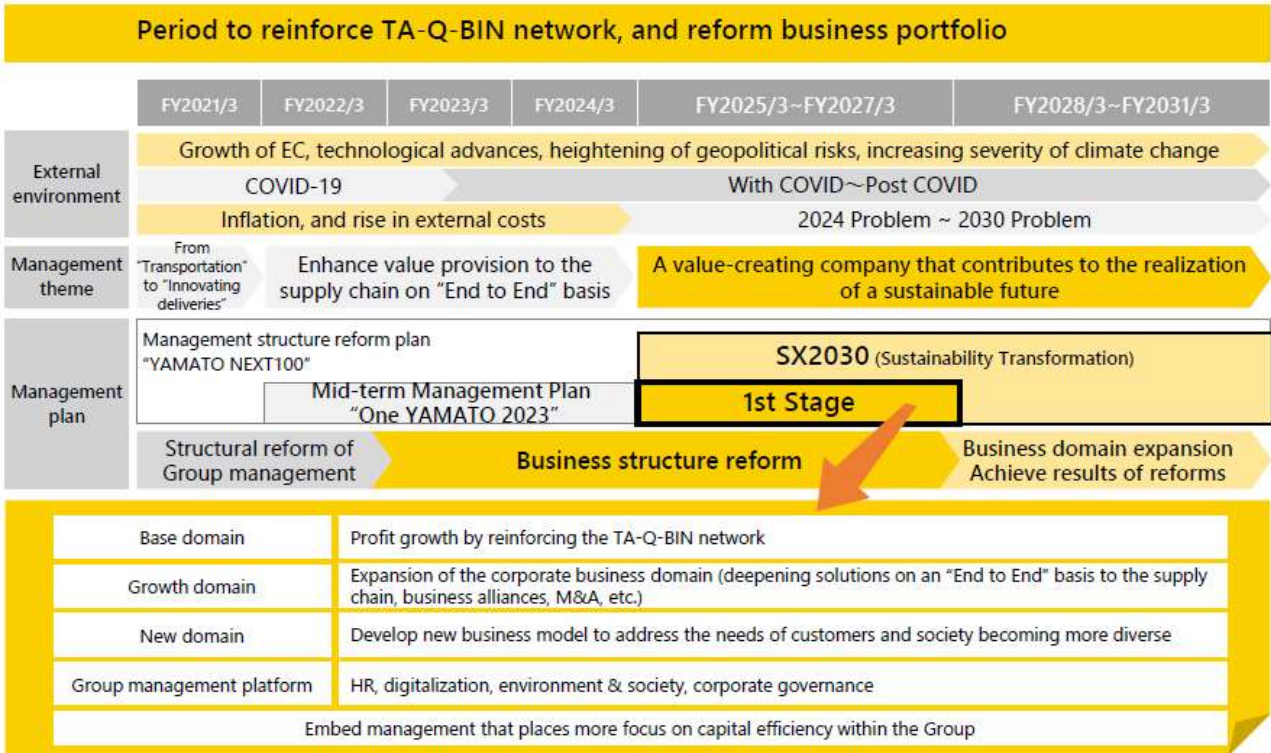


Image for FY2031/3 Operating margin: 8% or above ROE:16% or above ROIC:12% or above

*EXP: Domestic transportation and delivery business, centered around transportation (TA-Q-BIN) services that pay consideration to climate change
GS: Group support (Yamato System Development Co., Ltd., etc.) CL: Contract Logistics

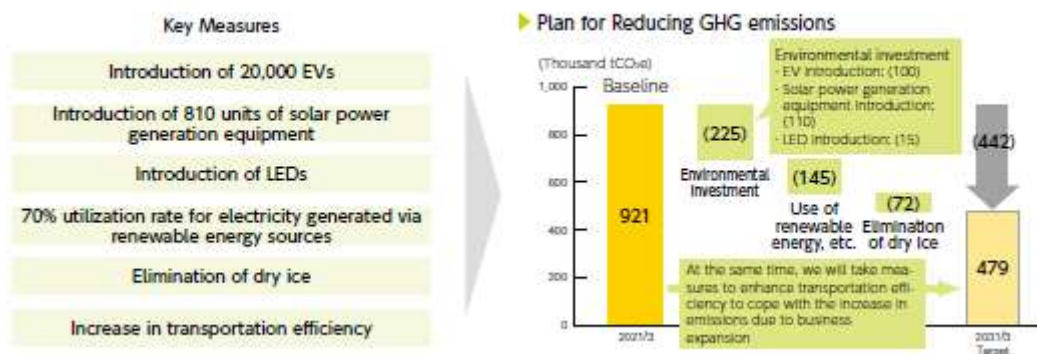
Positioning and growth story line of “SX2030 ~1st Stage~”



Environmental Strategy

We are promoting environmentally-conscious management, based on our Environmental Vision, to achieve both sustainable business growth and the development of a sustainable society. To realize our long-term target of achieving virtually zero GHG emissions (in-house emissions) by 2050 and medium-term target of a 48% reduction in GHG emissions by 2030 (compared with the fiscal year ended March 31, 2021), we will promote measures to reduce such emissions, such as the introduction of EVs and solar power generation equipment in conjunction with facility strategies in the structural reform of network operations based on climate change-related risks and opportunities. At the same time, we will expand the corporate business domain by supporting the creation of supply chains with a low environmental burden and visualizing GHG emissions in relation to customer needs, such as reducing GHG emissions related to logistics.

Plan for Reducing GHG Emissions to Achieve Medium-Term Targets (2030)



Cases of Initiatives in Environmental Area

Full-scale operations of a model store that carries out energy management —Install solar power generation equipment and storage batteries to utilize renewable energy—

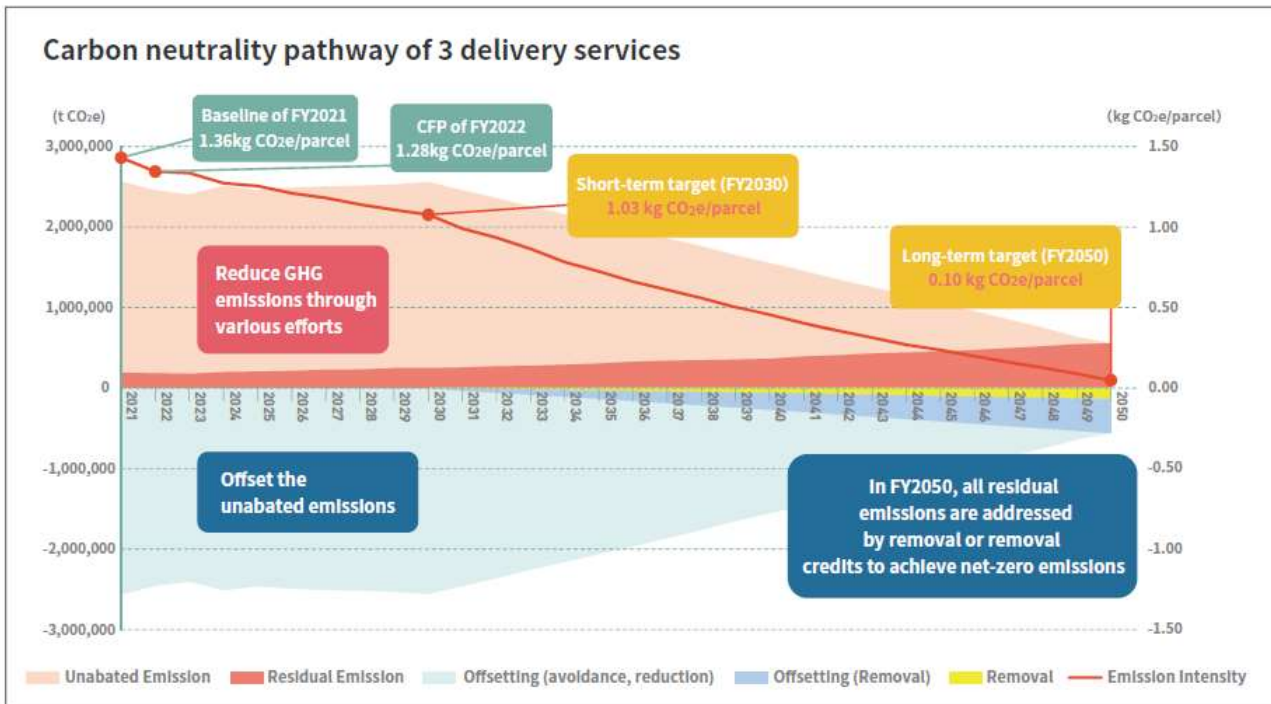
In order to realize net-zero (in-house) GHG emissions in 2050, the Yamato Group has set targets such as the introduction of 20,000 EVs and 810 solar power generation units by 2030. In October 2023, Yamato Transport converted all pickup and delivery vehicles at its Yawata Sales Office (Kyoto Prefecture) to EVs (32 vehicles) and began full-scale operations of the sales office as a model store utilizing electricity generated via renewable energy sources. The sales office has installed solar power generation equipment and storage batteries to cover EV recharging and part of its buildings' power usage* with electricity generated during the day. It also utilizes the Kansai Electric Power Group's power leveling system to reduce peak load due to simultaneous EV charging at night, thereby contributing to the realization of sustainable logistics.

*For the portion that cannot be covered by solar power generation, we purchase CO₂-free electricity from The Kansai Electric Power Company, Incorporated.

Declaration of Carbon Neutrality

Yamato Transport Co., Ltd. implemented the "Declaration of Carbon Neutrality" for three of our parcel delivery services: TA-Q-BIN, TA-Q-BIN Compact, and EAZY, our mainstay service. This declaration is to show that we achieved carbon neutrality in accordance with the international standard ISO 14068-1:2023 in the fiscal year ended March 31, 2023 (April 2022 to March 2023), and to show our commitment that we will continue our efforts to reduce our own GHG emissions from business activities, to achieve carbon neutrality for three of our parcel delivery services by 2050.

Through the provision of transportation services that are mindful of climate change, the Yamato Group will further promote the use of such services by individual and corporate customers.



(3) Business Performance and Changes in Financial Position

Item	(Millions of yen)			
	FY2021/3 156th	FY2022/3 157th	FY2023/3 158th	FY2024/3 159th
Operating revenue	1,695,867	1,793,618	1,800,668	1,758,626
Profit attributable to owners of parent	56,700	55,956	45,898	37,626
Basic earnings per share (Yen)	151.55	151.03	126.64	107.23
Total assets	1,089,991	1,086,854	1,107,587	1,135,895
Net assets	584,287	598,233	616,430	591,980
Net assets per share (Yen)	1,553.45	1,611.34	1,684.87	1,708.00

Note: Basic earnings per share is calculated based on the average number of shares outstanding in each fiscal year and net assets per share is calculated based on the total number of shares outstanding at the end of each fiscal year.

(4) Changes in Delivery Volume of Small Parcels

Category	(Million parcels/units)			
	FY2021/3 156th	FY2022/3 157th	FY2023/3 158th	FY2024/3 159th
TA-Q-BIN/TA-Q-BIN Compact/EAZY	1,803	1,890	1,926	1,886
Nekopos/Kuroneko Yu-Packet	293	384	413	409
Kuroneko DM-Bin/Kuroneko Yu-Mail	826	824	800	626

Note: The delivery volume of Kuroneko Yu-Packet is not included in the Nekopos/Kuroneko Yu-Packet category from the 156th fiscal year to the 158th fiscal year. Also, the delivery volume of Kuroneko Yu-Mail is not included in the Kuroneko DM-Bin/Kuroneko Yu-Mail category from the 156th fiscal year to the 158th fiscal year.

(5) Principal Business Activities

The Yamato Group operates its business in two divisions, the Retail Business Unit and the Corporate Business Unit, based on customer segment units.

Item	Content of business
Retail Business Unit	Engages in providing small-lot transportation services, including TA-Q-BIN (Home delivery business for individuals and small and medium-sized corporate customers)
Corporate Business Unit	Provides value to the entire corporate logistics supply chain. (Transportation business for large corporate customers, planning and operation of distribution centers, customs clearance, air transportation agency business, settlement services business)
Other	Engages in maximizing the Group's value to the customer by utilizing IT & maintenance functions and various forms of transportation business that support both the Retail Business Unit and Corporate Business Unit (Development, operation and management of IT systems and vehicle maintenance business, fuel sales business, nonlife insurance agent business, cargo vehicle transportations business, and roll box pallet transportation business)

(6) Capital Expenditure

i) Capital Expenditure for the period under review

The capital expenditure for the fiscal year ended March 31, 2024, totaled 56,780 million yen and the principal components were as follows:

(Millions of yen)

Name	Category	Content of investment	Amount invested
Yamato Holdings Co., Ltd.	Corporate	Construction of new company building	4,000
		Purchase of vehicles (1,048 units)	5,312
		Freezing and refrigeration construction at the Low Temperature Transportation and Delivery Center (South Tokyo Area)	5,912
Yamato Transport Co., Ltd.	Retail Business Unit Corporate Business Unit	Tenant improvement construction at MFLP•LOGIFRONT Tokyo-Itabashi	2,974
		Tenant improvement construction at Logi-port Nagoya	2,128
		Tenant improvement construction at the Fuji base	2,067

ii) Significant sales of non-current assets during the period under review

During the period under review, the Tokyo base land of Yamato Transport Co., Ltd. (transport division) was sold (sales amount: 17,247 million yen). Since a land lease agreement for the use of that location (building) was executed with the buyer, there is no significant impact on transportation and delivery capabilities.

(7) Financing Activities

During the period under review, the Company raised 20,000 million yen through the first issuance of unsecured bonds (Green Bonds) in order to actively promote environmentally friendly initiatives.

The Company also raised 21,000 million yen in loan-term borrowings by forming syndicated loans and utilizing fiscal investment and loans, in addition to the borrowings from financial institutions, to secure funding for capital investment of the Group, etc.

(8) Principal Creditors

(Millions of yen)

Creditors	Outstanding borrowing
Mizuho Bank, Ltd.	10,000
Sumitomo Mitsui Banking Corporation	10,000
Syndicated loans	10,000

Note: Syndicated loans are co-financed by nine financial institutions with Mizuho Bank, Ltd. as the lead manager.

(9) Employees

(Persons)

Business area	Number of employees	Changes from previous fiscal year-end
Retail Business Unit	154,130	(16,705)
Corporate Business Unit	16,952	(1,719)
Other	6,329	(14,341)
Corporate	19	(2)
Total	177,430	(32,767)

- Notes: 1. The above numbers include 88,513 part timers (a year-on-year decrease of 28,957).
2. Employees in the Retail Business Unit include employees in the transport and Head Office divisions of Yamato Transport Co., Ltd.
3. The number of corporate employees is the number of employees of the Company.
4. The number of employees in the Other business area decreased by 14,341 from the end of previous period. This is mainly due to the exclusion of Yamato Staff Supply Co. Ltd. from the scope of consolidation following the transfer of its shares.

(10) Vehicles

(Units)

Classification	Number of vehicles	Changes from previous fiscal year-end
Retail Business Unit	50,000	605
Corporate Business Unit	3,176	(581)
Other	1,844	(102)
Corporate	2	(1)
Total	55,022	(79)

Notes: 1. Vehicles in the Retail Business Unit include vehicles owned by the transport and Head Office divisions of Yamato Transport Co., Ltd.

2. The number of corporate vehicles is the number of vehicles owned by the Company.

(11) Major Subsidiaries

Name	Classification	Share capital	Ownership	Principal business activities
		Millions of yen	(%)	
Yamato Transport Co., Ltd.	Retail Business Unit Corporate Business Unit	50,000	100.0	Home delivery business for individuals and small and medium-sized corporate customers Transportation business for large corporate customers
Okinawa Yamato Transport Co., Ltd.		50	100.0	Delivery business for individuals and corporate customers in Okinawa
YAMATO TRANSPORT U.S.A., INC.	Corporate Business Unit	(Millions of US\$) 4	100.0	Handling of air cargo and marine cargo, and international moving in North America; Import/export customs clearance services
YAMATO ASIA PTE. LTD. (Note 1)		(Millions of S\$) 352	100.0	Management of regional operations in Southeast Asia, business development, and market research
YAMATO INVESTMENT (HONG KONG) LIMITED (Note 1)		(Millions of HK\$) 970	100.0	Management of regional operations in East Asia, business development, and market research
YAMATO BOX CHARTER CO., LTD.		400	100.0	Cargo vehicle transportation service, roll box pallets transportation service
Yamato System Development Co., Ltd.	Other	1,800	100.0	Development, operation and management of IT systems Vehicle maintenance business, fuel sales business, and nonlife insurance agent business, etc.
Yamato Autoworks Co., Ltd.		30	100.0	

Notes: 1. At a meeting of the Company's Board of Directors held in the previous fiscal year, the liquidation of this subsidiary was approved, and procedures for liquidation are currently being proceeded.

2. The status of a specified wholly owned subsidiary company as of March 31, 2024 is as follows.

(Millions of yen)

Name	Location	Book value of the shares in the Company	Total assets of the Company
Yamato Transport Co., Ltd.	16-10, Ginza 2-chome, Chuo-ku, Tokyo	258,539	449,053

(12) Major Offices

Name	Classification	Head office location	Number of offices (stores)
Yamato Transport Co., Ltd.	Retail Business Unit Corporate Business Unit	Chuo-ku, Tokyo	3,449
Okinawa Yamato Transport Co., Ltd.		Itoman City, Okinawa	36
YAMATO TRANSPORT U.S.A., INC.	Corporate Business Unit	California, U.S.A.	25
YAMATO ASIA PTE. LTD.		Singapore	1
YAMATO INVESTMENT (HONG KONG) LIMITED		Hong Kong	1
YAMATO BOX CHARTER CO., LTD.		Chuo-ku, Tokyo	91
Yamato System Development Co., Ltd.	Other	Koto-ku, Tokyo	10
Yamato Autoworks Co., Ltd.		Chuo-ku, Tokyo	100
Yamato Holdings Co., Ltd.	Corporate	Chuo-ku, Tokyo	1

2. Overview of Shares (As of March 31, 2024)

(1) Total Number of Shares Authorized: 1,787,541,000

(2) Number of Shares Issued: 360,496,492

Note: The total number of shares issued has decreased by 19,328,400 from the end of previous period due to cancellation of treasury stock, executed as of March 29, 2024.

(3) Number of Shareholders: 57,562

(4) Principal Shareholders

Shareholders	Number of shares owned	Ownership percentage
	(Thousands of shares)	(%)
The Master Trust Bank of Japan, Ltd. (Trust Account)	57,566	16.76
Yamato Employees' Shareholding Association	27,106	7.89
Custody Bank of Japan, Ltd. (Trust Account)	26,423	7.69
Meiji Yasuda Life Insurance Company	14,814	4.31
Nippon Life Insurance Company	14,770	4.30
Mizuho Bank, Ltd.	10,247	2.98
Yamato Trading-Partner Shareholding Association	8,186	2.38
TOYOTA MOTOR CORPORATION	5,748	1.67
STATE STREET BANK WEST CLIENT-TREATY 505234	5,481	1.60
Sompo Japan Insurance Inc.	5,133	1.49

Notes: 1. Although the Company holds 17,068,785 treasury shares, it is excluded from the above list of principal shareholders.

2. Ownership percentage is calculated exclusive of treasury shares.

(5) Shares Delivered During the Fiscal Year to Officers and Executives as Consideration for Their Execution of Duties

Shares delivered as consideration for execution of duties during the fiscal year under review consisted of 2,000 shares delivered to one Director (excluding Outside Directors).

3. Officers and Executives

(1) Directors and Audit & Supervisory Board Members

Position	Name	Responsibilities and important concurrent positions outside the Company
President and Representative Director Executive Officer and President	Yutaka Nagao	Representative Director, Executive Officer and President of Yamato Transport Co., Ltd.
Senior Vice President & Representative Director Senior Vice President & Executive Officer	Toshizo Kurisu	Representative Director, Executive Officer, and Vice President of Yamato Transport Co., Ltd.
Director	Yasuharu Kosuge	Director Chairman of Yamato Transport Co., Ltd.
Director	Mariko Tokuno	Outside Director of Mitsubishi Materials Corporation Outside Director of Shiseido Company, Limited
Director	Yoichi Kobayashi	
Director	Shiro Sugata	Outside Director of Yokogawa Electric Corporation
Director	Noriyuki Kuga	
Director	Charles Yin	Executive Chairman of Worldwide City Group (Hong Kong) Chairman of China-Japan CEO Forum Chairman of China-Japan Asia CEO Forum
Full-time Audit & Supervisory Board Member	Tsutomu Sasaki	
Full-time Audit & Supervisory Board Member	Yoshito Shoji	
Audit & Supervisory Board Member	Takashi Yamashita	Representative of Takashi Yamashita CPA Office Outside Director of Shin Nippon Biomedical Laboratories, Ltd.
Audit & Supervisory Board Member	Ryuji Matsuda	Matsuda Law Office, Attorney at law
Audit & Supervisory Board Member	Yoshihide Shimoyama	Outside Audit & Supervisory Board Member of NIPPON HUME CORPORATION

- Notes:
1. Of the Directors, Mariko Tokuno, Yoichi Kobayashi, Shiro Sugata, Noriyuki Kuga, and Charles Yin are five (5) candidates for Outside Directors.
 2. Takashi Yamashita, Ryuji Matsuda, and Yoshihide Shimoyama serve as Outside Audit & Supervisory Board Members.
 3. The Company appoints all outside Directors and outside Audit & Supervisory Board Members as independent officers provided under the provisions of the Tokyo Stock Exchange, Inc. and registers the individuals as such with that exchange.
 4. Yoshito Shoji, Audit & Supervisory Board Member, possesses considerable insight into finance and accounting related matters through his experience in engaging in finance and accounting operations of the Group over many years.
 5. Takashi Yamashita, Audit & Supervisory Board Member, possesses considerable insight into finance and accounting-related matters through his services as a certified public accountant.
 6. Ryuji Matsuda, Audit & Supervisory Board Member, possesses considerable insight into finance and accounting-related matters through his services as an attorney.
 7. Yoshihide Shimoyama, Audit & Supervisory Board Member, possesses considerable insight into finance and accounting-related matters through his experience as a director and an outside Audit & Supervisory Board Member at other companies.
 8. Mariko Tokuno, Director, retired from the position of outside Director of HAPPINET CORPORATION as on June 21, 2023.
 9. There are no significant relationships between the Company and the other organizations where concurrent positions are held by outside Directors and outside Audit & Supervisory Board Members.
 10. On February 1, 2024, there were changes in responsibilities and key concurrent positions outside the Company as follows:

Name	Before	After
Yasuharu Kosuge	Position Senior Vice President & Representative Director Senior Vice President & Executive Officer	Position Director
	Key concurrent position Representative Director, Executive Officer, and Vice President of Yamato Transport Co., Ltd.	Key concurrent position Director Chairman of Yamato Transport Co., Ltd.

(2) Limited Liability Agreements

The Company's Articles of Incorporation allow for the conclusion of agreements with Directors (excluding Executive Directors, etc.) and Audit & Supervisory Board Members limiting liability stipulated in the Companies Act, Article 423, paragraph (1). Thus, the Company has concluded Limited Liability Agreements with five (5) Directors, Mariko Tokuno, Yoichi Kobayashi, Shiro Sugata, Noriyuki Kuga, and Charles Yin, and all Audit & Supervisory Board Members based on the Articles of Incorporation. The amount of liability allowed for in those agreements is as per the minimum amount of liability provided for under the Companies Act, Article 425, paragraph (1).

(3) Summary of Contents of Directors and Officers Liability Insurance Policy

The Company has entered into a directors and officers liability insurance policy, as provided for in Article 430-3, paragraph (1) of the Companies Act, with an insurance company. The insured parties of this policy include Directors, Audit & Supervisory Board Members, and Executive Officers of the Company and its subsidiaries, and the insured parties do not pay the insurance premium. This policy covers losses, such as the amount of indemnification and litigation expenses incurred by the insured parties in cases where claims for the insured parties' action (or omission) based on their position in the Company are brought forward. However, in order not to lose appropriateness of the execution of operation by the insured parties, the policy does not cover the insured parties' criminal acts or illegal acts done intentionally.

(4) Amount Paid as Remuneration to Directors and Audit & Supervisory Board Members

i) Total Amount Paid as Remuneration

Categories of Directors and Audit & Supervisory Board Members	Total amount of remuneration (million yen)	Total amount of remuneration by type (millions of yen)				Number of recipient Directors and Audit & Supervisory Board Members
		Basic remuneration	Short-term performance-based remuneration	Medium- to long-term performance-based stock compensation Notes:	Of the left, non-monetary remuneration, etc.	
Director	367	261	64	42	42	9
(Of which, Outside Directors)	(77)	(77)	(-)	(-)	(-)	(5)
Audit & Supervisory Board Members	82	82	-	-	-	6
(Of which, Outside Audit & Supervisory Board Members)	(33)	(33)	(-)	(-)	(-)	(3)
Total	450	344	64	42	42	15
(Of which, Outside Officers)	(110)	(110)	(-)	(-)	(-)	(8)

Note: The amount of expenses recorded for share delivery points during the period.

ii) Policy for determining performance-based remuneration (variable remuneration)

The short-term performance-based remuneration (variable) is based on the basic remuneration (fixed) determined by position, with a proportion set for each position and a standard amount set. Then the amount of the payment for each individual is determined within the range of 0% to 150% of the standard amount, depending on the Company's achievement rate of performance indicators and the mission assessment of each individual. The performance indicators are consolidated operating revenue, consolidated operating profit, and profit attributable to owners of the parent.

The medium- to long-term performance-based stock compensation (variable) is based on the basic remuneration (fixed) determined by position, with a proportion set for each position and a standard amount set. Then the amount of the payment for each individual is determined within the range of 0% to 150% of the standard amount, depending on the Company's achievement rate of performance indicators and the mission assessment of each individual. The performance indicators are ROE, TSR, and ESG indicators. One point per share is granted each fiscal year as the number of points obtained by dividing the amount of medium- to long-term performance-based Stock Compensation (variable) by the average closing price of the Company's shares on the Tokyo Stock Exchange during the month preceding the fiscal year in which the Medium-term Management Plan is initiated.

The above indicators for performance-based remuneration are used to better link remuneration to corporate performance and also to achieve greater transparency and objectivity.

The Company has calculated the annual amount of performance-based remuneration based on these results and then converted that result to a monthly amount, which is applied to the period extending from July 2023 through June 2024.

<Formula for calculating performance-based remuneration>

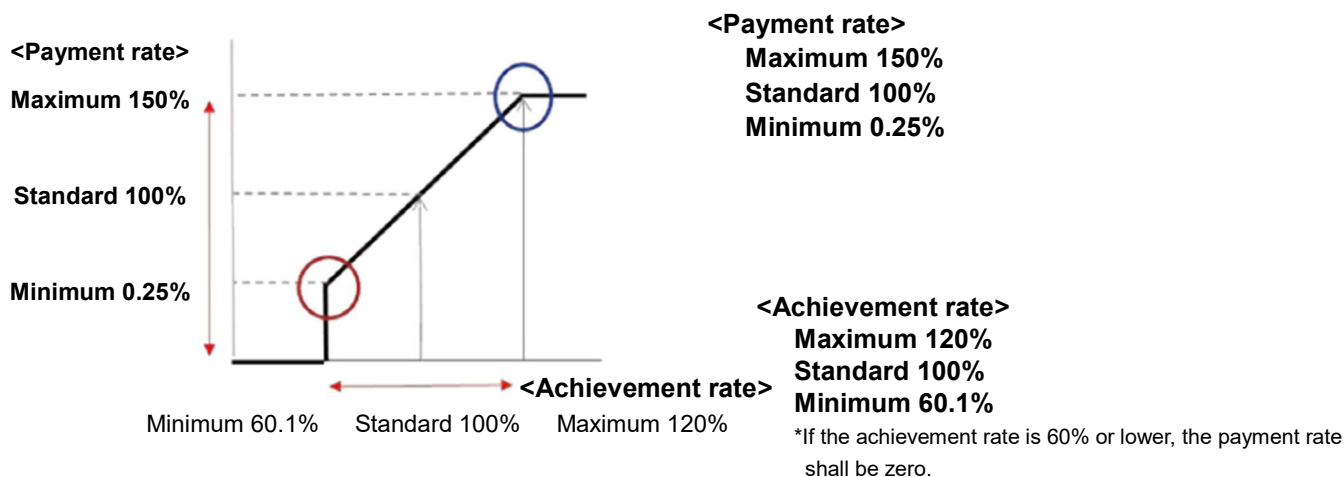
Variable remuneration	Performance indicator	Indicator rate for each Director	Actual	Target	Achievement rate
			(Millions of yen)	(Millions of yen)	%
Short-term performance indicator	i. The Group's consolidated operating revenue	○ 30%	1,800,700	1,820,000	98.9
	ii. The Group's consolidated operating profit	○ 30%	60,100	90,000	66.8
	iii. The Group's consolidated profit	○ 30%	45,900	57,000	80.5
	iv. Mission evaluation (individual)	○ 10%		–	

[(i. Achievement rate × 0.3 + ii. Achievement rate × 0.3 + iii. Achievement rate × 0.3) + Mission evaluation (individual) 10% maximum]

Variable remuneration	Performance indicator	Details	Indicator rate for each Director	Actual	Target	Achievement rate
				%	%	%
Long-term performance indicator	i. ROE	–	○ 40%	7.6	10	76.0
	ii. TSR	Relative TSR TOPIX including dividends	○ 30%	101.0 (TOPIX 105.8 including dividends)	100	95.5
	iii. ESG indicators	TSR comparison Greenhouse gas emissions single-year target *8% reduction from FY2020	○ 20%	(6.6)	(8)	82.5
	iv. Medium- to long-term innovative action targets	Mission evaluation (individual)	○ 10%		–	

[(i. Achievement rate × 0.4 + ii. Achievement rate × 0.3 + iii. Achievement rate × 0.2) + Mission evaluation (individual) 10% maximum]

<Reference: Relationship between target achievement rate and payment rate>



Achievement rate on short-term performance indicator in FY2023: 73.9%

(i. 98.9% × 0.3 + ii. 66.8% × 0.3 + iii. 80.5% × 0.3)

Achievement rate on mid- to long-term performance indicator in FY2023: 75.6%

(i. 76.0% × 0.4 + ii. 95.5% × 0.3 + iii. 82.5% × 0.2)

With the formulation of the Yamato Group Medium-Term Management Plan “Sustainability Transformation 2030 — 1st Stage —,” to aim to penetrate management more focusing on capital efficiency, based on a report from a discussion by the Nomination and Compensation Committee, we have added ROIC to the mid- to long-term performance indicators since April 1, 2024.

iii. Resolution of the General Meeting of Shareholders on remuneration and other compensation for Audit & Supervisory Board Members and Directors

A resolution of the General Meeting of Shareholders to determine remuneration for the Company’s Directors was approved on June 23, 2020. Accordingly, it was resolved that remuneration for Directors shall amount to not more than 431 million yen per year (of which, up to 109 million yen is to be allocated to Outside Directors), and short-term and mid- to long-term performance-based remunerations paid to Directors (excluding Outside Directors) shall amount to not more than 245 million yen and 173 million yen per year, respectively. The Company has deemed that these are competitive remuneration levels for recruiting and retaining talented persons amid its rapidly changing business environment. The Company furthermore seeks to contend with developments that include an increase in Director’s responsibilities along with the Company having increased its number of Directors and Audit & Supervisory Board Members with the aims of achieving transparency and vigor of the Board of Director’s operations and enhancing management oversight. There were nine (9) Directors on the Company’s Board of Directors upon approval of the resolution. Meanwhile, remuneration for Audit & Supervisory Board Members was set at an amount of up to 800 million yen per month, per resolution at its General Meeting of Shareholders held on June 29, 1994. The Company had four (4) Audit & Supervisory Board Members upon approval of the resolution.

iv) Policy, etc. on making decisions on content of officer remuneration and other compensation

i. Basic policy

The Company determines matters regarding remuneration for the Company's Directors based on the following considerations.

Competitive remuneration levels

- The remuneration level shall reward Officers for their roles, responsibilities, and business performance, and shall be appropriate for securing talented persons.

Remuneration system that places emphasis on increasing corporate value and shareholder value

- The remuneration system shall be linked to business performance and furthermore serve as motivation for achieving performance targets.
- The remuneration structure shall be linked to medium- to long-term corporate value and furthermore encourage a sense of common interests with shareholders.

Fairness and impartiality of the remuneration system

- The process of determining remuneration shall be objective and highly transparent.

ii. Remuneration structure

The Company's remuneration for Directors consists of basic remuneration (fixed), short-term performance-based remuneration (variable), and medium- to long-term performance-based stock compensation (variable), considering the remuneration level at other companies and other factors. In addition, remuneration for Audit & Supervisory Board Members and Outside Officers consists exclusively of basic remuneration due to the nature of their functional roles.

iii. Policy for determining basic remuneration (fixed remuneration)

Basic remuneration (fixed remuneration) is determined in accordance with rank and title and based on responsibilities, upon having considered remuneration levels at other companies and other such factors.

iv. Policy for determining mix of remuneration and other compensation types for individual Directors

The mix of remuneration types is such that the higher a Director's position, the more weight assigned to performance-based remuneration. The Company has opted for this approach upon having taken into account remuneration levels at other companies, in part because this approach makes it possible to further fuel motivation with respect to achieving performance targets, generating medium- to long-term corporate value, and attaining sustainable growth, and also because the Company seeks to offer remuneration levels competitive for recruiting and retaining talented persons.

v. Timing of delivery and conditions

The Company pays its basic remuneration (fixed remuneration) and short-term performance-based remuneration (variable remuneration) as monetary sums on a monthly basis encompassing twelve equal installments annually. The medium- to long-term performance-based stock compensation (variable) will be granted once a year in the form of points around June, which will be distributed at the time of retirement in accordance with the Stock Compensation Rules for Officers with the accumulated points up to the time of retirement being converted into one share per point.

v) Authority for decisions on remuneration and other compensation for individual Directors

On the basis of policy for decisions resolved by the Board of Directors, the Company decides the amounts of basic remuneration (fixed), short-term performance-based remunerations (variable), and medium- to long-term performance-based stock compensation (variable) for individual Directors upon having taken into consideration the amount of remuneration for individual Directors and details of calculation of such amount discussed and reported by the Nomination and Compensation Committee, where Independent Outside Directors occupy the majority of its members and which is chaired by one of the Outside Directors, so that it will assess each of the Directors while taking factors such as Company-wide business results into consideration.

vi) Other

A certain percentage of the monetary remuneration shall be allocated to the purchase of shares of the Company through the Officers and Executives' Shareholding Association. In order to implement a process with high objectivity and transparency for activities of the Nomination and Compensation Committee to decide remuneration and other compensation for individual Directors in the fiscal year ended March 31, 2024, the Company held 10 meetings of the Nomination and Compensation Committee, and the decision was made by the Board of Directors upon having taken into consideration the amount of remuneration for individual Directors and details of calculation of such amount based on the Policy for determining remuneration and other compensation for individual Directors.

(5) Outside Officers

Principal activities

Position	Name	Attendance and participation at meetings, and overview of duties performed in relation to expected role
Director	Mariko Tokuno	<p>Attended 19 of 20 meetings of the Board of Directors held in the fiscal year under review, and provided necessary comments and advice on overall management as appropriate from her perspective as a manager with rich experience and profound critical insight.</p> <p>She fulfills her role with respect to ensuring suitability and adequacy of decision-making in part by furnishing oversight and advice by taking the viewpoint of customers and employees, combined with a managerial standpoint particularly regarding business execution, business strategy, and human resource strategy. Serving as the head of the Nomination and Compensation Committee, she also leads proceedings of committee meetings and has attended all 10 committee meetings held during the fiscal year under review. She has fully performed the oversight function in the process of selecting Company officer candidates and making decisions on evaluations involving officer remuneration and other compensation, utilizing her position of objectivity and neutrality.</p>
Director	Yoichi Kobayashi	<p>Attended 19 of 20 meetings of the Board of Directors held in the fiscal year under review, and provided necessary comments and advice on overall management as appropriate from his perspective as a manager with rich experience and profound critical insight.</p> <p>He fulfills his role with respect to ensuring suitability and adequacy of decision-making in part by furnishing oversight and advice from a managerial standpoint particularly regarding business execution, business strategy, and investment strategy. Serving as a member of the Nomination and Compensation Committee, he has attended 9 of 10 committee meetings held during the fiscal year under review and has fully performed the oversight function in relation to selecting Company officer candidates and engaging in the process of making decisions on evaluations involving officer remuneration and other compensation, utilizing his position of objectivity and neutrality.</p>
Director	Shiro Sugata	<p>Attended all 20 meetings of the Board of Directors held in the fiscal year under review, and provided necessary comments and advice on overall management as appropriate from his perspective as a manager with rich experience and profound critical insight. He has also served as Chairperson of the Board of Directors since June 2022, and has appropriately fulfilled his duties and responsibilities, contributing to enhancing the effectiveness of the Board of Directors.</p> <p>He fulfills his role with respect to ensuring suitability and adequacy of decision-making in part by furnishing oversight and advice from a managerial standpoint particularly regarding business execution, business strategy, increasing productivity, and cost structure reform. Serving as a member of the Nomination and Compensation Committee, he has attended all 10 committee meetings held during the fiscal year under review and has fully performed the oversight function in relation to selecting Company officer candidates and engaging in the process of making decisions on evaluations involving officer remuneration and other compensation, utilizing his position of objectivity and neutrality.</p>

Position	Name	Attendance and participation at meetings, and overview of duties performed in relation to expected role
Director	Noriyuki Kuga	<p>Attended all 20 meetings of the Board of Directors held in the fiscal year under review, and provided necessary comments and advice on overall management as appropriate from his perspective as a manager with rich experience and profound critical insight.</p> <p>He fulfills his role with respect to ensuring suitability and adequacy of decision-making in part by furnishing oversight and advice from a managerial standpoint particularly regarding business execution, financial strategy, and corporate governance. Serving as a member of the Nomination and Compensation Committee, he has attended all 10 committee meetings held during the fiscal year under review and has fully performed the oversight function in relation to selecting Company officer candidates and engaging in the process of making decisions on evaluations involving officer remuneration and other compensation, utilizing his position of objectivity and neutrality.</p>
Director	Charles Yin	<p>Attended 19 of 20 meetings of the Board of Directors held in the fiscal year under review, and provided necessary comments and advice on overall management as appropriate from his perspective as a manager with rich experience and profound critical insight.</p> <p>He fulfills his role with respect to ensuring suitability and adequacy of decision-making in part by furnishing oversight and advice from a managerial standpoint particularly regarding business execution and global business strategy. Serving as a member of the Nomination and Compensation Committee, he has attended all 10 committee meetings held during the fiscal year under review and has fully performed the oversight function in relation to selecting Company officer candidates and engaging in the process of making decisions on evaluations involving officer remuneration and other compensation, utilizing his position of objectivity and neutrality.</p>
Audit & Supervisory Board Member	Takashi Yamashita	<p>Attended 19 of 20 meetings of the Board of Directors held in the fiscal year under review, and offered necessary comments based on his expertise and rich experience in finance and accounting. Furthermore, he attended all 22 meetings of the Audit & Supervisory Board held in the fiscal year under review, and had regular exchange with the Representative Director and President. He examined the execution of the Directors' duties mainly from his perspective as a certified public accountant with rich experience and profound critical insight.</p>
Audit & Supervisory Board Member	Ryuji Matsuda	<p>Attended all 20 meetings of the Board of Directors held in the fiscal year under review, and offered the necessary comments based on his expertise and rich experience as an attorney as well as in finance and accounting. Furthermore, he attended all 22 meetings of the Audit & Supervisory Board held in the fiscal year under review, and had regular exchange with the Representative Director and President. He examined the execution of the Directors' duties mainly from his perspective as an attorney with rich experience and profound critical insight.</p>
Audit & Supervisory Board Member	Yoshihide Shimoyama	<p>Attended all 20 meetings of the Board of Directors held in the fiscal year under review, and offered the necessary comments based on his rich experience in the fields of management and audit. Furthermore, he attended all 22 meetings of the Audit & Supervisory Board held in the fiscal year under review, and had regular exchange with the Representative Director and President. He examined the execution of the Directors' duties mainly from his perspective as a manager and Outside Audit & Supervisory Board Member with rich experience and profound critical insight.</p>

4. Accounting Auditor

(1) Name Deloitte Touche Tohmatsu LLC

(2) Amount Paid as Remuneration to Accounting Auditor for the Fiscal Year

(Millions of yen)

Item	Amount paid
i) Remuneration paid or payable to the Accounting Auditor concerning the operation prescribed in the Certified Public Accountant Act, Article 2, paragraph (1)	281
ii) Remuneration other than (i)	9
iii) Remuneration to be paid to the Accounting Auditor by the Company and subsidiaries	291

Note: The Audit & Supervisory Board furnished its consent with respect to remuneration payable to the Accounting Auditor upon having verified as necessary the content of the Accounting Auditor's audit plan, circumstances with respect to performing duties of the accounting audit, basis for calculating estimates of the remuneration and other such details.

(3) Policy on Dismissal or Non-Reappointment of Accounting Auditor

If the Company's Audit & Supervisory Board recognizes a fact about the Accounting Auditor, as the Company's accounting auditor, that falls under the matters prescribed in each item of Article 340, paragraph (1) of the Companies Act, it shall deliberate on the dismissal of the Accounting Auditor based on the fact, and dismiss the Accounting Auditor based on the consent of all members of the Audit & Supervisory Board.

If the Company's Audit & Supervisory Board recognizes a fact deemed to show that the audit quality and other standards of the Accounting Auditor, as the Company's accounting auditor, are insufficient for performing audit services, it shall deliberate on the non-reappointment of the Accounting Auditor based on the fact, and resolve on an agenda item for the non-reappointment of the Accounting Auditor to be submitted to the General Meeting of Shareholders.

(4) Non-Audit Services

The Company entrusts the Accounting Auditor with training, etc., in the accounting field for the Company's consolidated subsidiaries as non-audit services outside the scope prescribed in the Certified Public Accountant Act, Article 2, paragraph (1).

5. Corporate Governance and Company Policy, and Operational Status

(1) Corporate framework ensuring that execution of duties by directors of the Company complies with laws and regulations and the Articles of Incorporation, and other systems for ensuring the proper business operation of the corporate group consisting of the Company and its subsidiaries

In accordance with the Companies Act and the Regulation for Enforcement of the Companies Act, the Company has established the Policy to develop its internal control system.

- i) Corporate framework ensuring that execution of duties by directors of the Company complies with laws and regulations and the Articles of Incorporation, and other systems for ensuring the proper business operation of the corporate group consisting of the Company and its subsidiaries
 - i. To ensure that execution of duties by directors of the Company complies with laws and regulations and the Articles of Incorporation, and to ensure the proper business operation of the Company and each Group company, the Company has established the “Group Corporate Philosophy” and the “Statement of Compliance.” The Representative Director of the Company is responsible for ensuring that this statement is fully understood by directors of the Company and each Group company. At the same time, directors shall perform their businesses in accordance with this statement.
 - ii. To ensure that the above directives are fully understood, the Company establishes the Compliance and Risk Committee headed by the executive officer who oversees the Group’s compliance and risk management and shall monitor the undertaking of the Group-wide compliance and risk management. The Head of the committee shall monitor compliance at the Company and each Group company and report the situation to the Board of Directors of the Company.
 - iii. The Company shall develop a whistle-blower system for the Group to allow employees to report any compliance violations by directors of the Company and each Group company.
 - iv. In “Corporate Stances” of the “Group Corporate Philosophy,” the Company declares it shall have no relationship with antisocial forces, and shall station employees to perform related businesses in departments responsible for compliance and risk management of the Company and each Group company. Departments responsible for compliance and risk management make systematic efforts in collaboration with outside specialized institutions, such as the police and attorneys, to prevent antisocial forces from being involved in management and prevent possible damage caused by antisocial forces.
- ii) Framework for storing and managing information related to execution of duties by directors of the Company
 - Directors of the Company shall prescribe the retention period of the documents and the division in charge in the organization regulations and basic regulations on document

management and prepare, store, and manage the material documents in relation to the execution of duties by directors and minutes of each meeting.

- iii) Policy and framework for managing risks of loss of the Company and its subsidiaries
 - i. The Company shall assign an executive officer to oversee Group-wide compliance and risk management. Employees shall be stationed to perform related businesses in the Company and each Group company.
 - ii. The Company shall develop a “Risk Management Basic Policy” as the basis of risk management. Each Group company shall also develop a “Risk Management Basic Policy” on the basis of this policy.
 - iii. Large companies under the Companies Act in the Group companies shall establish a division in charge of compliance and risk management and assign an officer in charge of the same. Departments responsible for compliance and risk management of the Company shall oversee this, and monitor and manage risk status at each Group company in a timely manner.
 - iv. The Company shall establish the Internal Audit Department to audit the implementation status and the effectiveness of risk management at the Company and each Group company.
- iv) Framework ensuring the efficiency of execution of duties by directors of the Company and its subsidiaries
 - i. The Company shall adopt the executive officer system in order to realize the efficiency of the management and the clarification of responsibility through the clear division of management decision-making, supervision, and execution.
 - ii. The Company shall hold the Board of Directors Meeting once or more a month. In addition, material matters to be deliberated at the Board of Directors Meeting shall be discussed and examined at the management committee comprising executive directors, executive officers, and full-time Audit & Supervisory Board Members.
 - iii. The Company shall define in the organizational regulations the procedure and the officer in charge with respect to the business operation based on the resolution of the Board of Directors and at the management committee of the Company as well as the resolution of each Group company’s Board of Directors.
- v) Framework ensuring that execution of duties by employees of the Company as well as directors and employees of its subsidiaries complies with laws and regulations and the Articles of Incorporation
 - i. To realize management in conformity with compliance at the Company and each Group company, the Company and each Group company shall formulate “Corporate Stances” and

“Employee Credo of Conduct” as directives applicable to all employees. The documents shall be displayed and distributed, etc. and training implemented.

- ii. Large companies under the Companies Act in the Group companies shall establish a division in charge of compliance and risk supervising and assign an officer in charge of the same. Departments responsible for compliance and risk management of the Company shall oversee this, and monitor and manage the status of compliance promotion at each Group company in a timely manner.
 - iii. The Company shall establish the Internal Audit Department to audit the implementation status and the effectiveness of compliance at the Company and each Group company.
 - iv. The Company shall hold Compliance and Risk Committee meetings regularly to develop and promote specific measures to ensure compliance and monitor the progress at the Company and each Group company.
 - v. The Company shall establish a whistle-blower system for the Group to develop an environment in which compliance violations are promptly reported.
- vi) Framework ensuring the proper business operation of the corporate group consisting of the Company and its subsidiaries
- i. To ensure the proper business operation of the Company and each Group company, the Company shall establish the “Group Corporate Philosophy.” The Company and each Group company shall formulate their company rules and execute business operations accordingly.
 - ii. The Company shall assign an executive officer to be in charge of basic strategy for Group-wide management, and station employees to perform related businesses at the Management Strategy Department at the Company and each Group company.
 - iii. The Company, as a pure holding company, shall be responsible for the planning and control of each Group company’s operation in accordance with the executive management contract that prescribes the management duties that the Company will execute with respect to each Group company.
 - iv. Each Group company shall execute business operations in accordance with the group company management rules established by the Company, and shall obtain the approval of the Company’s Board of Directors Meeting or the management committee in advance, when executing material matters. In addition, all material management matters shall be reported to the Company’s related division.
- vii) Appointment of supporting personnel, when Audit & Supervisory Board Members of the Company request such personnel
- The Internal Audit Department shall provide support to Audit & Supervisory Board Members,

and personnel shall be appointed when deemed necessary in consultation with the Audit & Supervisory Board.

viii) Securing independence of the personnel in the preceding item from directors and effectiveness of instructions from Audit & Supervisory Board Members

The personnel in the preceding item cannot hold a concurrent position that has the duties of planning or control of business operations. Accordingly, reassignment, evaluation, or disciplinary action against the supporting personnel requires the approval of the Audit & Supervisory Board in advance.

ix) Framework for reporting to Audit & Supervisory Board Members by directors and employees of the Company and framework for reporting to Audit & Supervisory Board Members of the Company by directors, Audit & Supervisory Board Members, and employees of subsidiaries, or those who have received reports from said persons

i. In addition to matters designated by law, directors and employees of the Company and directors, Audit & Supervisory Board Members, and employees of each Group company shall report the following to Audit & Supervisory Board Members of the Company without delay.

a. Material violations of laws and regulations and the Articles of Incorporation as well as misconduct, by directors or employees

b. Crucial information obtained through whistle-blowing

c. Other facts that threaten to cause significant losses to the Company and each Group company

ii. The Company and each Group company shall create a framework to ensure that persons who have reported to Audit & Supervisory Board Members of the Company and each Group company are not treated disadvantageously because of said report.

x) Policy on procedures for advance payment or reimbursement of expenses incurred in the execution of duties by Audit & Supervisory Board Members of the Company, and other expenses incurred in the said execution of duties, or handling of debts

The Company shall develop a policy regarding the handling of audit expenses and secure a budget of a certain amount to cover audit expenses.

xi) Framework ensuring the effectiveness of auditing by Audit & Supervisory Board Members of the Company

i. Audit & Supervisory Board Members of the Company may attend Board meetings, those of the management committee, the executive conferences, and other important meetings, and understand the process of important decision-making and status of business operation, and provide necessary opinions.

ii. The Company shall establish regular meetings between Audit & Supervisory Board Members and the Representative Director to exchange opinions.

- iii. The Internal Audit Department of the Company shall report on the progress and results of internal audits of the Company and each Group company as necessary to Audit & Supervisory Board Members of the Company to realize a collaborative framework for effective audits.
- iv. Audit & Supervisory Board Members of the Company and each Group company shall exchange information and enhance collaboration throughout the Group at Group Audit & Supervisory Board Members' Liaison Meetings.
- v. The Company shall establish a liaison office for the Audit & Supervisory Board and Group Audit & Supervisory Board Members' Liaison Meetings in the Internal Audit Department of the Company to promote efficient audits by Audit & Supervisory Board Members of the Company and each Group company.
- vi. The Company shall receive explanations on the contents of its accounts from the Accounting Auditor as needed and exchange information to realize a collaborative framework for effective audits.

(2) Operational Status of Systems for Ensuring Proper Business Operations

Details are provided as follows on the operational status of systems for ensuring proper business operations.

i) Execution of duties by directors

The Board of Directors holds 20 meetings which are attended by the directors and Audit & Supervisory Board Members (one resolution was separately adopted by means of writing). Those in attendance adopt resolutions on individual proposals in accordance with decision-making standards, and also discuss matters and make resolutions with respect to key issues of mid- to long-term management strategies encompassing areas such as growth strategy, investment, capital management policy, and human resource strategy.

ii) Compliance

We regard compliance as one of the top priority issues in our business management, and have established a Compliance and Risk Committee and a division in charge of compliance promotion at the Company and our Group companies in order to manage and monitor the implementation of compliance. In the event of matters requiring correction, there is a framework in place, where the Committee will directly provide guidance and recommendations to the manager of the relevant division, hear the results of the correction, and report the results to the Board of Directors and the Audit & Supervisory Board.

There is also a mechanism established for a Group internal reporting system that allows employees of the Company and our Group companies to report directly in the event of compliance violation.

In addition, in order to be a corporate Group broadly trusted by society, we have declared in the “Corporate Stances” of our “Group Corporate Philosophy” that we will resolutely reject any relationship with antisocial forces or groups that threaten the order and safety of civic life, and have already established a dedicated department in the Group. This dedicated department works in cooperation with the police, lawyers, and other external organizations to prevent involvement in management by antisocial forces and damage to the Company.

iii) Risk management

Officers responsible for divisions in charge of compliance and risk management are stationed at the Company and each Group company, forming a system to address risk in a swift and harmonious manner.

Any emergency situation is accurately and promptly assessed and reported without delay to the relevant parties within the Company, including Directors and Audit & Supervisory Board Members, in accordance with the Group’s common framework for reporting emergencies.

In addition, in order to prevent situations that could have a significant impact on corporate activities, major risks are identified, case examples are shared, and countermeasures are discussed at the Compliance and Risk Committee of the Company and our Group companies.

iv) Audit structure

The Internal Audit Department of the Company and internal audit departments of major Group companies respectively check to make sure that business operations are being performed effectively in accordance with the rules, and they accordingly develop frameworks to immediately rectify matters when aberrations are found to exist.

Moreover, Audit & Supervisory Board Members of the Company and full-time Audit & Supervisory Board Members of each Group company hold monthly Group Audit & Supervisory Board Members’ Liaison Meetings. In so doing, they collaborate by sharing information, and effectively monitor operations in a manner that is coordinated with Group management.

(3) Policy on Decision of Appropriation of Surplus

As a pure holding company, the purpose of the Company is to enhance the entire Group’s corporate value. Accordingly, the Company pays dividends from surplus with the goal of having a payout ratio of 40% or more on the basis of profit attributable to owners of parent for the fiscal year under review. Retained earnings are used to facilitate the growth of the Group as a whole through capital expenditure—to strengthen the network, one of our management resources, and develop new businesses and products, for example—and investments are aimed at raising the corporate value in the future. Finally, the Company will flexibly consider the use of treasury shares, such as utilization for M&A, as a part of our capital policy.

Consolidated Statement of Income

(From April 1, 2023 to March 31, 2024)

(Millions of yen)

Operating revenue		1,758,626
Operating cost		1,664,317
Operating gross profit		94,308
Selling, general, and administrative expenses		54,249
Operating profit		40,059
Non-operating income		
Interest and dividend income	1,771	
Other revenue	2,869	4,640
Non-operating expenses		
Interest expenses	1,404	
Share of loss of entities accounted for using equity method	837	
Other	1,999	4,241
Ordinary profit		40,458
Extraordinary income		
Gain on sales of non-current assets	12,239	
Gain on sales of investment securities	3,861	
Other	10	16,110
Extraordinary losses		
Loss on retirement of non-current assets	401	
Impairment loss	1,423	
Loss on valuation of investment securities	95	
Payments for retirement and other	2,727	
Provision of allowance for doubtful accounts	188	
Other	29	4,865
Profit before income taxes		51,704
Income taxes-current	13,926	
Income taxes-deferred	(61)	13,864
Profit		37,840
Profit attributable to non-controlling interests		213
Profit attributable to owners of parent		37,626

Consolidated Statement of Comprehensive Income

(From April 1, 2023 to March 31, 2024)

(Millions of yen)

Profit	37,840
Other comprehensive income	
Valuation difference on available-for-sale securities	5,063
Foreign currency translation adjustment	1,118
Remeasurements of defined benefit plans, net of tax	(1,971)
Share of other comprehensive income of entities accounted for using equity method	(48)
Total other comprehensive income	<u>4,163</u>
Comprehensive income	42,003
 (Breakdown)	
Comprehensive income attributable to owners of parent	41,798
Comprehensive income attributable to non-controlling interests	<u>205</u>

Consolidated Statement of Changes in Equity

(From April 1, 2023 to March 31, 2024)

(Millions of yen)

	Shareholders' equity				Total shareholders' equity
	Share capital	Capital surplus	Retained earnings	Treasury shares	
Balance as of April 1, 2023	127,234	36,839	473,891	(39,835)	598,130
Changes during period					
Dividends of surplus			(16,432)		(16,432)
Profit attributable to owners of parent			37,626		37,626
Purchase of treasury shares				(50,001)	(50,001)
Disposal of treasury shares		0		10	10
Cancellation of treasury shares		(0)	(46,975)	46,975	-
Net changes in items other than shareholders' equity					
Total changes during period	-	-	(25,781)	(3,015)	(28,796)
Balance as of March 31, 2024	127,234	36,839	448,109	(42,850)	569,333

(Millions of yen)

	Accumulated other comprehensive income				Non-controlling interests	Total net assets
	Valuation difference on available-for-sale securities	Foreign currency translation adjustment	Remeasurements of defined benefit plans	Total accumulated other comprehensive income		
Balance as of April 1, 2023	9,280	1,781	1,188	12,250	6,049	616,430
Changes during period						
Dividends of surplus						(16,432)
Profit attributable to owners of parent						37,626
Purchase of treasury shares						(50,001)
Disposal of treasury shares						10
Cancellation of treasury shares						-
Net changes in items other than shareholders' equity	5,074	1,126	(2,028)	4,171	175	4,347
Total changes during period	5,074	1,126	(2,028)	4,171	175	(24,449)
Balance as of March 31, 2024	14,354	2,907	(839)	16,422	6,225	591,980

Notes to Consolidated Financial Statements

1. Basis of Preparation of the Financial Statements

(1) Amounts described are rounded down to the nearest million yen.

(2) Scope of Consolidation

- 1) Number of Consolidated Subsidiaries: 27
Names of major consolidated subsidiaries:
Yamato Transport Co., Ltd. Okinawa Yamato Transport Co., Ltd. YAMATO TRANSPORT U.S.A., INC.
YAMATO ASIA PTE. LTD. YAMATO INVESTMENT (HONG KONG) LIMITED YAMATO BOX CHARTER CO., LTD.
Yamato System Development Co., Ltd. Yamato Autoworks Co., Ltd.
Effective from the beginning of the fiscal year under review, Express Network Co., Ltd. is excluded from the scope of consolidation due to the conclusion of its liquidation, and Yamato Staff Supply Co. Ltd. is excluded from the scope of consolidation due to the partial transfer of its shares.
- 2) Non-consolidated Subsidiaries, etc.
OTL ASIA SDN. BHD. and certain other subsidiaries are not included within the scope of consolidation. The total assets, operating revenue, profit, and retained earnings of these non-consolidated subsidiaries are immaterial and, even taken together as a group, they do not exert a significant influence on the consolidated financial statements.

(3) Application of Equity Method

- 1) Number of Affiliates Accounted for Using Equity Method: 30
Names of major equity method affiliates:
Packcity Japan Co., Ltd. GDEX BHD.
Yamato Lease Co., Ltd. Yamato Home Convenience Co., Ltd.
Yamato Staff Supply Co. Ltd.
Effective from the beginning of the fiscal year under review, Yamato Staff Supply Co. Ltd. is excluded from the scope of consolidation and included in the scope of the equity method due to the partial transfer of shares. Effective from the beginning of the fiscal year under review, ALP Capital Sdn. Bhd. and four other companies are included in the scope of the equity method due to the acquisition of new shares by GDEX BHD., an entity accounted for using the equity method.
- 2) Non-consolidated Subsidiaries and Affiliates Not Accounted for Using Equity Method
Entities not subject to the equity method such as OTL ASIA SDN. BHD., certain other non-consolidated subsidiaries, and YAMATO UNYU (THAILAND) CO., LTD., and certain other affiliated companies are excluded from the scope of entities accounted for using the equity method because they do not exert a significant influence on the consolidated financial statements even when taken together as a group, given the immateriality of their profit (the amount corresponding to the ownership held by the Company), retained earnings (the amount corresponding to the ownership held by the Company), and other financial results.
- 3) Special Note on the Application of Equity Method
The fiscal year-end dates of certain entities accounted for using the equity method differ from the consolidated fiscal year-end date, and accordingly the financial statements have been prepared on the basis of the financial statements and provisional financial results for the respective fiscal years of each of those entities.

(4) Closing Date of Consolidated Subsidiaries

Of consolidated subsidiaries, YAMATO TRANSPORT U.S.A., INC. and nine other overseas subsidiaries have December 31 as their financial year end. Financial statements as of this closing date were used in the preparation of the consolidated financial statements. However, the consolidated figures have been adjusted as required to reflect significant transactions occurring between December 31, 2023, and March 31, 2024, which is the consolidated closing date.

(5) Accounting Policies

- 1) Valuation Basis and Methods for Securities Available-for-sale Securities
 - Other than stocks and other securities with no market price
 - Stated at the fair market value based on the quoted market price (valuation differences are recognized in net assets; the cost of securities sold is calculated by the moving average method)
 - Stocks and other securities with no market price
 - Stated at the cost calculated by the moving-average method
 - Investments in the limited partnership for investment and similar partnerships (Securities deemed to be securities pursuant to Article 2, Paragraph 2 of the Financial Instruments and Exchange Act)
 - Net amount of the Company's interest in the partnership based on the most recent financial statements available, according to the reporting date stipulated in the partnership agreement
- 2) Valuation Basis and Methods for Inventories
 - Stated at the cost calculated by first-in first-out method (for the value stated in the balance sheet, book value is written down based on the decreased profitability)
- 3) Depreciation and Amortization Methods of Non-current Assets
 - Property, plant, and equipment (excluding leased assets):
 - Straight-line method
 - Intangible assets (excluding leased assets):
 - Straight-line method. However, software is amortized by the straight-line method over the estimated useful life (five years).
 - Leased assets:
 - Straight-line method where the useful life of leased assets shall be equal to the lease period and the residual value shall be zero
- 4) Accounting Method for Provision
 - Allowance for doubtful accounts
 - The allowance for doubtful accounts is provided to prepare for losses from uncollectible credits. For ordinary receivables, the amount is estimated using the rate based on the historical bad debt experience. For special receivables with higher uncertainty, collectivity is considered in individual cases and prospective uncollectible amount is provided.
 - Provision for bonuses
 - The provision for bonuses is provided for the payment of bonuses to employees based on the amount expected to be paid.
 - Provisions for share based remuneration for officers
 - In preparation for the payment of shares based on the Regulations on Share-based Remuneration for Officers, the expected amount of compensation is recorded according to the points allocated to Officers.
- 5) Method of Accounting for Retirement Benefits
 - i. Method of attributing expected retirement benefit to periods
 - In calculating the retirement benefit obligations, the straight-line basis is used in determining the amount of the expected retirement benefit obligation attributed to service performed up to the end of the fiscal year under review.
 - ii. Method of recognizing actuarial differences and prior service costs
 - The entire amount of prior service cost is recognized in profit or loss in the fiscal year during which it arises.
 - Actuarial differences are recognized in profit or loss in the year following the year in which a respective gain or loss arises and are amortized proportionally on a straight-line basis over a period of time (mainly five years), which is within the average remaining years of service of the eligible employees.
 - iii. Method of accounting for unrecognized actuarial difference
 - Unrecognized actuarial difference is accounted for in remeasurements of defined benefit

plans, after adjusting for tax effects, under accumulated other comprehensive income of net assets.

6) Accounting Method for Revenues and Costs

Revenue from contracts with customers

The following is a summary of the principal performance obligations in the Company's and its consolidated subsidiaries' principal businesses relating to revenues from contracts with customers and the normal time at which such performance obligations are satisfied (the normal time for recognizing revenues).

i. Retail Business Unit

The Retail Business Unit provides small parcel delivery services such as TA-Q-BIN for consumers and small to medium-sized corporations. In this transportation service, based on contracts with customers, the Company provides pickup and delivery services at the request of customers, and revenues from these services are recognized in proportion to the fulfillment of performance obligations measured by the progress of deliveries, since other companies are not required to re-perform the transportation process that has already been executed even if the delivery to the designated destination cannot be completed.

ii. Corporate Business Unit

In addition to the same transportation services as the Retail Business Unit, the Corporate Business Unit provides logistics support services, such as cargo storage and logistics services for inbound and outbound shipments, in order to provide value to the entire supply chain of its customers. The Company provides logistics support services, which include the collection, storage, packing, and delivery of cargo based on contracts with customers, and recognizes each contractually agreed-upon process as a performance obligation. The Company recognizes revenue for each process under the contract as the fulfillment of the performance obligation, which is measured by the progress of the work, as the customer receives the economic benefit of the work as it progresses.

2. Accounting Estimates

(Impairment of non-current assets)

(1) The amount recognized in the consolidated financial statements for the fiscal year under review

The following is a list of items that have been recognized in the consolidated financial statements for the fiscal year under review based on accounting estimates and that may have a material effect on the consolidated financial statements for the following fiscal year.

Property, plant, and equipment:	454,753 million yen
Intangible assets:	41,215 million yen

(2) Information on significant accounting estimates for identified items

When there is an indication that an asset may be impaired, the Company assesses whether impairment is necessary based on the future cash flows of the asset. The cash flow generating unit, which is the unit used to determine whether impairment is required, is the smallest unit of the asset group identified as generating cash inflows that are generally independent of the cash inflows of other assets or asset groups.

Asset groups are created in consideration of the management accounting classification and the unit used for investment decision making. For Yamato Transport Co., Ltd., the Company reviewed its grouping in accordance with the changes of the management accounting classification. The grouping is based on customer segments and business segments, and assets associated with Corporate function are classified as common assets.

Regarding the above property, plant, and equipment and intangible assets, the Company identified signs of impairment and judged the necessity to recognize impairment losses of the assets by each group. However, there is a possibility that those numbers used for the evaluation may be impacted by uncertain future economic and business conditions, including cost situation caused by the changes in the external environment such as the trends of prices and delivery volumes of TA-Q-BIN, resource and energy prices, hourly wage rates, etc. If it becomes necessary to revise the premise and assumptions of estimates, it may have a material impact on the consolidated financial statements for the next and subsequent periods.

3. Notes on Additional Information

(The “Board Benefit Trust (BBT),” a performance-linked stock compensation plan)

The Company has adopted the Board Benefit Trust (BBT) performance-linked and share based remuneration system (the “System”). The purpose of the Trust is to further clarify the linkage of remuneration for Directors (excluding Outside Directors) and executive officers, etc. who do not concurrently serve as Directors (collectively, “Officers”), and the Company’s business performance and share value, and ensuring that not only the benefit of the increase in share prices, but also the risk of the decrease in share prices is shared between the Officers and the shareholders, thereby further motivating the Officers to contribute to the improvement in the business performance and corporate value over the medium to long term.

(1) Overview of transactions

The System is a performance-linked and share-based remuneration system under which the Company’s shares are acquired through a trust using money contributed by the Company as the source of funds (the “Trust”), and the Officers are provided with the Company’s shares and an amount of money equivalent to the market value of the Company’s shares (the “Company’s Shares, etc.”) through the Trust in accordance with the Regulations on Share-based Remuneration for Officers established by the Company. The Officers shall receive the Company’s Shares, etc. upon their retirement, in principle.

(2) Accounting procedures

Accounting for the trust shall be carried out in accordance with the “Practical Solution on Transactions of Delivering the Company’s Own Stock to Employees, etc. through Trusts” (ASBJ Practical Issues Task Force (PITF) No. 30, March 26, 2015).

(3) Shares of the Company remaining in trust

Shares of the Company remaining in trust are to be recorded as treasury shares under net assets at book value in trust (excluding incidental expense amounts). There are 480 thousand shares of such treasury shares at a book value of 1,366 million yen as of March 31, 2024.

(Dissolution and Liquidation of Subsidiaries)

At the Company’s Board of Directors meeting held in the previous fiscal year, the Company resolved to liquidate its subsidiaries, YAMATO ASIA PTE. LTD. and YAMATO INVESTMENT (HONG KONG) LIMITED, and is preparing for the liquidation proceedings now.

(1) Reasons for Dissolution and Liquidation

As the Company progresses with the reconstruction of an appropriate governance structure that aligns with business scale, characteristics, country/region-specific factors, and the growth stage of overseas operations, the Company has determined the need to reorganize the current management structure based on the previous overseas governance framework. Consequently, the Company decided to initiate the liquidation of YAMATO ASIA PTE. LTD. and YAMATO INVESTMENT (HONG KONG) LIMITED.

(2) Name, Business Content, and Ownership of Subsidiary

- 1) Name YAMATO ASIA PTE. LTD.
- 2) Content of business Management of regional operations in Southeast Asia, business development, and market research
- 3) Ownership 100% owned by the Company

- 1) Name YAMATO INVESTMENT (HONG KONG) LIMITED
- 2) Content of business Management of regional operations in East Asia, business development, and market research
- 3) Ownership 100% owned by the Company

(3) Timing of Dissolution and Liquidation

(YAMATO ASIA PTE. LTD.)

- Extraordinary General Meeting of Shareholders (companies concerned)
September 2024 (planned)
- Completion of liquidation
September 2025 (planned)

(YAMATO INVESTMENT (HONG KONG) LIMITED)

- Extraordinary General Meeting of Shareholders (companies concerned)
May 2024 (planned)
- Completion of liquidation
December 2024 (planned)

(4) Status and Total Liabilities of the Subsidiaries

(YAMATO ASIA PTE. LTD.)

Net assets	8,112 million yen
Total assets	8,123 million yen
Total liabilities	11 million yen

(YAMATO INVESTMENT (HONG KONG) LIMITED)

Net assets	10,188 million yen
Total assets	10,192 million yen
Total liabilities	4 million yen

(5) Impact on Profit/Loss due to the Dissolution and Liquidation

The impact caused by expenses incurred due to the dissolution and liquidation of subsidiaries on profit and loss is minor.

(6) Significant Impact of the Dissolution and Liquidation on Business Activities

The impact of the dissolution and liquidation of the subsidiaries on business activities is minor.

(Application of Group Tax Sharing System)

Regarding the accounting treatment and disclosure related to tax effect accounting for corporate income tax and local corporate tax, the Company and some domestic consolidated subsidiaries are applying the Group Tax Sharing System from the fiscal year under review in compliance with the "Practical Solution on the Accounting and Disclosure Under the Group Tax Sharing System" (ASBJ Practical Solutions No. 42, August 12, 2021).

4. Notes to the Consolidated Balance Sheet

(1) Receivables, contract assets, and contract liabilities arising from contracts with customers

- 1) Amounts of notes receivable - trade, accounts receivable - trade and contract assets arising from contracts with customers
Notes receivable - trade: 1,083 million yen
Accounts receivable - trade: 182,771 million yen
Contract assets: 4,551 million yen
- 2) Amount of contract liabilities included in other current liabilities
Contract liabilities: 13,431 million yen

(2) Accumulated depreciation of property, plant, and equipment: 523,900 million yen

(3) Balance of liabilities on guarantee

Guarantee of obligation for debt financing: 20 million yen

5. Notes to the Consolidated Statement of Income

(1) Revenue from contracts with customers

The Company does not separately present revenues from contracts with customers and other revenues. The amount of revenue from contracts with customers is presented in “8. Revenue Recognition (1) Information on breakdown of revenue from contracts with customers” in the Notes to Consolidated Financial Statements.

(2) Impairment loss

During the fiscal year under review, the Yamato Group posted an impairment loss on the following asset group.

Use of asset	Type of asset	Region	Impairment loss (Millions of yen)
Idle assets and other	Machinery and equipment, software, other	Yamato Transport Co., Ltd. Kansai Gateway (Ibaraki City, Osaka) Six other premises	1,423

At the Yamato Group, asset groups are created in consideration of the management accounting classification and the unit used for investment decision making. For Yamato Transport Co., Ltd., the Company reviewed its grouping in accordance with the changes of the management accounting classification. The grouping is based on customer segments and business segments, and assets associated with Corporate function are classified as common assets. For the Company and its consolidated subsidiaries, the grouping is based on the unit of department. For idle assets, the grouping is based on individual assets.

During the fiscal year under review, the Group recognized no future usage and a continuous decrease in profit and loss arising from operating activities or significant declines in market prices for the asset group consisting of Kansai Gateway of Yamato Transport Co., Ltd. and 6 other premises, and it decreased the book value of the relevant asset group to the recoverable value and posted the relevant decrease of 1,423 million yen to extraordinary losses as an impairment loss.

A main breakdown of this decrease shows that 863 million yen was attributable to machinery and equipment and 522 million yen was attributable to software.

If the recoverable value of such asset group is calculated based on value in use, the amount is valued by discounting future cash flows with a discount ratio (mainly 6.00%). Where the recoverable value is calculated based on net realizable value, idle assets are assumed to be zero, and assets other than idle assets are valued based mainly on real estate appraisal standards, the assessed value of property tax, or the posted land price.

6. Notes to the Consolidated Statement of Changes in Equity

(1) Class and Total Number of Issued Shares and Treasury Shares:

	(Thousands of shares)			
	Number of shares as of beginning of fiscal year under review	Number of increased shares in fiscal year under review	Number of decreased shares in fiscal year under review	Number of shares as of end of fiscal year under review
Issued shares				
Common shares*1	379,824	–	19,328	360,496
Total	379,824	–	19,328	360,496
Treasury shares				
Common shares*2	17,552	19,328	19,332	17,548
Total	17,552	19,328	19,332	17,548

Notes: 1. The decrease of 19,328 thousand shares in the number of common shares issued is due to the cancellation of treasury stock held.

2. The number of treasury stock of common stock includes the Company's shares held by the Board Benefit Trust (BBT) (483 thousand shares at the beginning of the fiscal year under review and 480 thousand shares at the end of the fiscal year under review).

The increase of 19,328 thousand shares of treasury shares of common shares is mainly due to the

purchase of 19,328 thousand treasury shares.

The decrease of 19,332 thousand shares of treasury shares of common shares is mainly due to the cancellation of 19,328 thousand treasury shares and the provision of three thousand treasury shares to retired officers through the Board Benefit Trust (BBT).

(2) Dividends

1) Payments of dividends

Resolution	Type of shares	Total amount of dividends (Millions of yen)	Dividend per share (Yen)	Record date	Effective date on and after
May 17, 2023 Board of Directors	Common shares	8,343	23	March 31, 2023	June 2, 2023
November 1, 2023 Board of Directors	Common shares	8,089	23	September 30, 2023	December 8, 2023

- Notes: 1. The total amount of dividends resolved by the Board of Directors on May 17, 2023, includes dividends of 11 million yen for the Company's shares held by the Board Benefit Trust (BBT).
2. The total amount of dividends resolved by the Board of Directors on November 1, 2023 includes dividends of 11 million yen for the Company's shares held by the Board Benefit Trust (BBT).

2) Dividends with a record date that falls within the fiscal year under review but an effective date starting in the upcoming fiscal year

Resolution	Type of shares	Total amount of dividends (Millions of yen)	Source of dividend	Dividend per share (Yen)	Record date	Effective date on and after
May 15, 2024 Board of Directors	Common shares	7,898	Retained earnings	23	March 31, 2024	May 31, 2024

Note: The total amount of dividends resolved by the Board of Directors on May 15, 2024, includes dividends of 11 million yen for the Company's shares held by the Board Benefit Trust (BBT).

7. Notes to the Financial Instruments

(1) Matters concerning the status of financial instruments

1) Policy on financial instruments

To finance further business growth, the Yamato Group raises capital through bank loans and bond issuances based on a facilities investment scheme that includes the network development plan. One-time surplus funds are invested in safe financial assets. Derivative products are mainly used for hedging against variable interest rate risk, and no speculative transactions are undertaken.

Some of the Group's consolidated subsidiaries are engaged in businesses such as third-party credit sales.

2) Features and risks of financial instruments and risk management structure

Operating receivables such as notes and accounts receivable - trade and accounts receivable - installment carry credit risk of trading partners, and thus the Company manages and controls cash received, as well as outstanding receivables, for each period to identify the credit risk of each trading partner.

Regarding investment securities, the Yamato Group mainly holds shares of companies with which the Group has business relationships or forms a capital alliance, and such shares involve the risk of stock price fluctuations.

The majority of operating payables, such as notes and accounts payable - trade, are due within one year.

Short-term borrowings and long-term borrowings are mainly used to raise capital for the Group's financial business. Borrowings are mainly procured at fixed rates of interest.

Within the Yamato Group, each Group company controls liquidity risk associated with operating payables and borrowings by monitoring payments and settlements, bookkeeping, and balances, as well as managing cash positions.

3) Supplemental remarks on the fair value of the financial instruments

Since variable factors are incorporated in the calculation of the market value of financial

instruments, the value may change due to the adoption of different assumptions, etc.

(2) Matters concerning fair value of financial instruments

The table below shows the amounts recorded on the consolidated balance sheet as of March 31, 2024, their fair values, and differences between them.

	(Millions of yen)		
	Amount on the consolidated balance sheet	Fair value	Difference
Notes and accounts receivable - trade and contract assets	212,094		
Allowance for doubtful accounts	(302)		
	211,792	211,812	20
Accounts receivable - installment	52,787		
Allowance for doubtful accounts	(1,003)		
Deferred installment income	[5,163]		
	46,620	50,952	4,332
Investment securities			
Investment securities	25,822	25,822	-
Shares of subsidiaries and associates	3,764	7,205	3,440
Short-term borrowings	[10,181]	[10,181]	-
Long-term borrowings	[20,818]	[20,802]	(15)

Notes: 1. Items recognized as liabilities are shown in brackets [] both under Amount on the consolidated balance sheet and Fair value.

2. Cash and deposits are omitted because they are settled in a short period of time and their fair value approximates their book value.
3. Notes and accounts receivable - trade and contract assets are presented after deducting allowances for doubtful accounts set up for notes and accounts receivable - trade and contract assets not payable in the short term.
4. Accounts receivable - installment is presented after deducting the relevant allowance for doubtful accounts and deferred installment income.
5. Stocks and other securities that have no market price are not included in investment securities. Such financial instruments are unlisted equity and investments in capital, which amounted to 11,979 million yen in the consolidated balance sheets.
6. Investments in partnerships and other similar entities that are recorded on the consolidated balance sheets at a net amount equivalent to the Company's ownership interest are not included in investment securities. The amount of this investment in the consolidated balance sheet is 9,300 million yen.
7. Notes and accounts payable - trade are omitted because most of them are due within one year and their fair values are approximately equal to their book values.

(3) Matters concerning the breakdown of the fair value of financial instruments by level and other items
The fair value of financial instruments is classified into the following three levels based on the observability and materiality of the inputs used to calculate fair value.

Level 1 fair value Of the inputs related to the observable fair value calculation, the fair value is calculated based on the market price of the asset or liability formed in the active market.

Level 2 fair value Of the inputs related to the observable fair value calculation, the fair value is calculated based on inputs other than the inputs used in level 1.

Level 3 fair value Fair value is calculated using inputs for calculating unobservable fair value.

When multiple inputs that have a significant influence on the market value calculation are used, the market value is classified into the lowest priority level in the market value calculation among the levels to which those inputs belong.

1) Financial instruments carried on the consolidated balance sheet at fair value

Item	Fair value (Millions of yen)			
	Level 1	Level 2	Level 3	Total
Investment securities				
Available-for-sale securities				
Stocks	25,655	–	–	25,655
Others	167	–	–	167
Total assets	25,822	–	–	25,822

2) Financial instruments other than those carried on the consolidated balance sheet at fair value

Item	Fair value (Millions of yen)			
	Level 1	Level 2	Level 3	Total
Notes and accounts receivable - trade and contract assets	–	211,812	–	211,812
Accounts receivable - installment	–	50,952	–	50,952
Investment securities				
Shares of subsidiaries and associates				
Stocks	7,205	–	–	7,205
Total assets	7,205	262,765	–	269,970
Short-term borrowings	–	10,181	–	10,181
Long-term borrowings	–	20,802	–	20,802
Total liabilities	–	30,984	–	30,984

Notes: Explanation of valuation techniques used and inputs related to the calculation of fair value

Investment securities

Stocks are listed stocks and are valued using quoted market prices. Since listed stocks are traded in active markets, their fair value is classified as Level 1 fair value.

Others are stock acquisition rights and are valued using quoted market prices. Since stock acquisition rights are traded in active markets, their fair value is classified as Level 1 fair value.

Notes and accounts receivable - trade and contract assets

The fair value of those assets is determined using the discounted present value method based on the amount of the receivable, the period to maturity, and the interest rate that takes into account credit risk for each receivable classified by certain time periods, and is classified as Level 2 fair value.

Accounts receivable - installment

The fair value of accounts receivable - installment is determined using the discounted present value method based on the amount of the receivable, the period to maturity, and the interest rate that takes into account credit risk for each receivable classified by certain time periods, and is classified as Level 2 fair value.

Short-term borrowings and long-term borrowings

The fair value of short-term borrowings and long-term borrowings is determined using the discounted present value method based on the total amount of principal and interest and an interest rate that takes into account the remaining term of the debt, and credit risk and is classified as Level 2 fair value.

8. Revenue Recognition

(1) Information that breaks down revenue from contracts with customers

(Millions of yen)

	Retail Business Unit	Corporate Business Unit	Other Note 1	Total
Transportation income	1,181,251	627,096	22,835	1,831,183
Logistical support income	3,640	226,522	–	230,162
Other	28,913	31,842	137,728	198,484
Revenue from contracts with customers	1,213,805	885,460	160,564	2,259,830
Other revenue (Note 2)	–	–	3,387	3,387
Total	1,213,805	885,460	163,951	2,263,217
Operating revenue or transfers within the segment	(3,082)	(48,129)	(6,603)	(57,815)
Operating revenue by segment	1,210,723	837,331	157,347	2,205,402
Operating revenue or transfers between segments	(332,775)	(13,234)	(100,766)	(446,775)
Operating revenue from customers	877,948	824,096	56,581	1,758,626

- Notes: 1. Other includes Yamato System Development Co., Ltd. (information systems development), and Yamato Autoworks Co., Ltd. (collective vehicle management agent business for transportation companies).
 2. Other revenue consists of transactions related to financial instruments included in the scope of ASBJ Statement No. 10 “Accounting Standard for Financial Instruments,” such as installment sales.

(2) Information that provides a basis for understanding revenue from contracts with customers

The same information as in “1. Basis of Preparation of the Financial Statements, (5) Accounting Policies, 6) Accounting Method for Revenues and Costs” in the Notes to Consolidated Financial Statements has been omitted.

None of the contracts include significant financial elements or variable consideration, and the contractual consideration for services is generally received within 30–70 days from the time of revenue recognition. The contractual consideration for transportation services provided to individual customers in the Retail Business Unit is received at the time the shipment is accepted.

(3) Information about the relationship between the satisfaction of performance obligations under contracts with customers and cash flows from such contracts, and the amount and timing of revenue expected to be recognized in subsequent periods from contracts with customers that existed at the end of the fiscal year under review

1) Financial instruments carried on the consolidated balance sheet at fair value

(Millions of yen)

	Fiscal year ended March 31, 2024
Receivables from contracts with customers (beginning balance)	185,549
Receivables from contracts with customers (balance at end of period)	183,854
Contract assets (beginning balance)	4,793
Contract assets (balance at end of period)	4,551
Contract liabilities (beginning balance)	14,263
Contract liabilities (balance at end of period)	13,431

Contract assets are mainly recognized in TA-Q-BIN transactions and are recognized based on the estimated revenue from the progress of deliveries up to the end of the fiscal year. Contract assets are reclassified to receivables from contracts with customers when the subsidiary’s rights to the consideration become unconditional.

Contract liabilities mainly relate to advances received from customers who have subscribed to the Kuroneko Member Discount program for TA-Q-BIN transactions. Contract liabilities are reversed upon the recognition of revenue.

Among the revenues recognized during the fiscal year under review, the amount included in the contract liability balance at the beginning of the period was 11,282 million yen. The amount of revenue recognized in the fiscal year under review from performance obligations satisfied in prior periods was not material.

2) Transaction prices allocated to remaining performance obligations

The Company and its subsidiaries apply the practical expedient in noting transaction prices allocated to the remaining performance obligations and do not include performance obligations with original expected contractual terms of one year or less and performance obligations for which the entity is entitled to receive consideration directly corresponding to the value to the customer of the portion of the obligation that has been performed by the entity to date. As a result, there are no significant performance obligations that should be noted as the transaction price allocated to the remaining performance obligations.

The performance obligations with an initial expected term of one year or less mainly relate to courier services such as TA-Q-BIN in the Retail Business Unit.

In addition, there are no material amounts of consideration arising from contracts with customers that are not included in the transaction price.

9. Per Share Information

(1) Net assets per share	1,708.00 yen
(2) Basic earnings per share	107.23 yen

Note: The number of shares of common stock at the end of the fiscal year under review and the average number of shares of common stock during the fiscal year under review used for the calculation of net assets per share and basic earnings per share are calculated by deducting the number of shares held in the Company's own name and the number of shares of the Company's stock held by the Board Benefit Trust (BBT) (480 thousand shares at the end of the fiscal year under review and 481 thousand shares in the average number of shares during the fiscal year under review).

Non-consolidated Balance Sheet

(As of March 31, 2024)

(Millions of yen)

Assets		Liabilities	
Current assets	40,285	Current liabilities	102,543
Cash and deposits	18,386	Trade accounts payable	654
Trade accounts receivable	88	Short-term borrowings	10,181
Short-term loans receivable	15,539	Income taxes payable	326
Income taxes receivable	5,082	Deposits received	83,979
Other	1,188	Provision for bonuses	4
		Accounts payable - purchase of shares of subsidiaries and associates	7,236
Non-current assets	408,768	Other	161
Property, plant, and equipment	17,895	Non-current liabilities	41,592
Buildings	2,781	Bonds payable	20,000
Tools, furniture, and fixtures	257	Long-term borrowings	20,818
Land	6,632	Provision for retirement benefits	124
Construction in progress	8,199	Provisions for share based remuneration for officers	328
Other	24	Other	321
Intangible assets	332	Total liabilities	144,135
Software	331	Net assets	
Other	1	Shareholders' equity	291,678
Investments and other assets	390,539	Share capital	127,234
Investment securities	33,791	Capital surplus	36,822
Shares of subsidiaries and associates	309,329	Legal capital surplus	36,822
Long-term loans receivable	38,585	Retained earnings	170,471
Deferred tax assets	7,735	Other retained earnings	170,471
Other	1,740	General reserve	138,965
Allowance for doubtful accounts	(590)	Retained earnings brought forward	31,505
Allowance for investment loss	(54)	Treasury shares	(42,850)
		Valuation and translation adjustments	13,239
		Valuation difference on available-for-sale securities	13,239
		Total net assets	304,918
Total assets	449,053	Total liabilities and net assets	449,053

Non-consolidated Statement of Income

(From April 1, 2023 to March 31, 2024)

(Millions of yen)

Operating revenue		36,454
Selling, general, and administrative expenses		6,532
Operating profit		29,922
Non-operating income		
Interest and dividend income	1,394	
Leasing income	2,117	
Other revenue	287	3,800
Non-operating expenses		
Interest expenses	80	
Facility charges	2,117	
Other	944	3,142
Ordinary profit		30,580
Extraordinary income		
Gain on sales of investment securities	1,347	
Gain on sales of shares of subsidiaries and associates	2,142	
Other	191	3,680
Extraordinary losses		
Loss on valuation of investment securities	95	
Loss on valuation of shares of subsidiaries and associates	835	
Provision of allowance for doubtful accounts	188	
Other	0	1,118
Profit before income taxes		33,141
Income taxes-current	1,490	
Income taxes-deferred	(689)	801
Profit		32,340

Non-consolidated Statement of Changes in Equity

(From April 1, 2023 to March 31, 2024)

(Millions of yen)

	Shareholders' equity					
	Share capital	Capital surplus			Retained earnings	
		Legal capital surplus	Other capital surplus	Total capital surplus	Other retained earnings	
					General reserve	Retained earnings brought forward
Balance as of April 1, 2023	127,234	36,822	–	36,822	138,965	62,573
Changes during period						
Dividends of surplus						(16,432)
Profit						32,340
Purchase of treasury shares						
Disposal of treasury shares			0	0		
Cancellation of treasury shares			(0)	(0)		(46,975)
Net changes in items other than shareholders' equity						
Total changes during period	–	–	–	–	–	(31,067)
Balance as of March 31, 2024	127,234	36,822	–	36,822	138,965	31,505

(Millions of yen)

	Shareholders' equity			Valuation and translation adjustments	Total net assets
	Retained earnings	Treasury shares	Total shareholders' equity	Valuation difference on available-for-sale securities	
	Total retained earnings				
Balance as of April 1, 2023	201,539	(39,835)	325,761	8,106	333,868
Changes during period					
Dividends of surplus	(16,432)		(16,432)		(16,432)
Profit	32,340		32,340		32,340
Purchase of treasury shares		(50,001)	(50,001)		(50,001)
Disposal of treasury shares		10	10		10
Cancellation of treasury shares	(46,975)	46,975	–		–
Net changes in items other than shareholders' equity				5,133	5,133
Total changes during period	(31,067)	(3,015)	(34,082)	5,133	(28,949)
Balance as of March 31, 2024	170,471	(42,850)	291,678	13,239	304,918

Notes to Non-Consolidated Financial Statements

1. Amounts described are rounded down to the nearest million yen.

2. Summary of Significant Accounting Policies

(1) Valuation Basis and Methods for Securities

Available-for-sale securities

Other than stocks and other securities with no market price

Stated at the fair market value based on the quoted market price

(valuation differences are recognized in net assets; the cost of securities sold is calculated by the moving average method)

Stocks and other securities with no market price

Stated at the cost calculated by the moving-average method

Investments in the limited partnership for investment and similar partnerships

(Securities deemed to be securities pursuant to Article 2, Paragraph 2 of the Financial Instruments and Exchange Act)

Net amount of the Company's interest in the partnership based on the most recent financial statements available, according to the reporting date stipulated in the partnership agreement

Shares of subsidiaries and associates

Stated at the cost calculated by the moving-average method

(2) Depreciation and Amortization Methods of Non-current Assets

Property, plant, and equipment:

Straight-line method

Intangible assets:

Straight-line method, but software is amortized by the straight line method over the estimated useful life (five years)

(3) Accounting Method for Provision

Allowance for doubtful accounts:

The allowance for doubtful accounts is provided to prepare for loss from uncollectible credits. For special receivables with higher uncertainty, collectivity is considered on individual cases and the prospective uncollectible amount is provided.

Allowance for investment loss:

To prepare for a devaluation loss of investments in subsidiaries and associates, allowances are provided considering the financial position and recoverability of the relevant subsidiary or associate.

Provision for bonuses:

The provision for bonuses is provided for the payment of bonuses to employees based on the amount expected to be paid.

Provision for retirement benefits:

To provide for employees' retirement benefits, a provision for retirement benefits is recorded based on the projected retirement benefit obligations and related pension assets as of the end of the fiscal year ended March 31, 2024.

1) Method of attributing expected retirement benefit to periods

In calculating the retirement benefit obligations, the straight-line basis is used in determining the amount of the expected retirement benefit obligation attributed to service performed up to the end of the fiscal year under review.

- 2) Method of recognizing actuarial differences
Actuarial differences are recognized in profit or loss in the year following the year in which a respective gain or loss arises and are amortized proportionally on a straight-line basis over a period of time (mainly five years), which is within the average remaining years of service of the eligible employees.

Provisions for share based remuneration for officers

In preparation for the payment of shares based on the Regulations on Share-based Remuneration for Officers, the expected amount of compensation is recorded according to the points allocated to Officers.

(4) Method of Accounting for Retirement Benefits

The method of accounting for unrecognized actuarial differences on retirement benefits is different from the method in the consolidated financial statements.

(5) Accounting Method for Revenues and Costs

The Company mainly engages in executive management of its subsidiaries. Under the executive management contracts, the Company provides management and planning guidance to its subsidiaries. Since the economic benefits of these services are provided equally over the contract period, the Company recognizes revenue as the performance obligations are satisfied, which is measured by the passage of time.

3. Revenue Recognition

Information that forms the basis for understanding revenues from contracts with customers has been omitted, because the same information is presented in “2. Summary of Significant Accounting Policies (5) Accounting Method for Revenues and Costs” in the Notes to the Non-consolidated Financial Statements.

For all services, the consideration for transactions does not include significant financial elements or variable consideration, and the consideration for transactions with subsidiaries is received primarily at the end of each quarter.

4. Accounting Estimates

(Valuation of shares of subsidiaries and associates)

(1) The amount recognized in the non-consolidated financial statements for the fiscal year under review

The following is a list of items that have been recognized in the financial statements for the fiscal year under review based on accounting estimates and that may have a material effect on the financial statements for the following fiscal year.

Shares of subsidiaries and associates	309,329 million yen
Allowance for investment loss	(54) million yen

(2) Information on significant accounting estimates for identified items

In principle, stocks of subsidiaries and affiliates are stated at the cost calculated by the moving-average method. In the event of a decline in the effective value, the Company determines whether or not to recognize a write-down based on estimates of the business plans and other factors of the relevant company. In determining whether or not to recognize a write-down, certain assumptions are made with respect to business plans and other estimates. These assumptions are subject to uncertain future economic and business conditions, which may have a material impact on the financial statements for the next and subsequent periods.

5. Notes on Additional Information

(The “Board Benefit Trust (BBT),” a performance-linked stock compensation plan)

The Company has established the “Board Benefit Trust (BBT),” a performance-linked stock compensation plan, in order to clarify the linkage between the compensation of directors (excluding outside directors) and executive officers who do not concurrently serve as directors (“Officers”) and the

Company's business performance and stock value and also having the Officers share not only the benefits of higher stock prices but also the risks of lower stock prices with shareholders, thereby raising awareness of contributing to improving the Company's medium- to long-term business performance and increasing its corporate value.

The outline of this plan is described in "3. Notes on Additional Information" in the Notes to Consolidated Financial Statements and thus omitted.

(Dissolution and Liquidation of Subsidiaries)

At the Company's Board of Directors meeting held in the previous fiscal year, the Company resolved to liquidate its subsidiaries, YAMATO ASIA PTE. LTD. and YAMATO INVESTMENT (HONG KONG) LIMITED, and is preparing for the liquidation proceedings now.

For details, please refer to "3. Notes on Additional Information" in the Notes to Consolidated Financial Statements.

6. Notes to the Non-consolidated Balance Sheet

(1) Accumulated depreciation of property, plant, and equipment:	1,727 million yen
(2) Balance of liabilities on guarantee	
1) Joint and several guarantee based on clearing agreements with other transportation companies:	300 million yen
2) Guarantee of obligation for debt financing:	345 million yen
(3) Monetary receivables from, and monetary payables to, subsidiaries and associates	
Short-term monetary receivables:	15,998 million yen
Long-term monetary receivables:	37,058 million yen
Short-term monetary payables:	91,457 million yen

7. Notes to the Non-consolidated Statement of Income

(1) Transaction with subsidiaries and associates	
Operating revenue:	36,453 million yen
Operating expenses:	2,562 million yen
Non-operating transactions:	3,145 million yen

8. Notes to the Non-consolidated Statement of Changes in Equity

Class and Total Number of Treasury Shares:

	(Thousands of shares)			
	Number of shares as of beginning of fiscal year under review	Number of increased shares in fiscal year under review	Number of decreased shares in fiscal year under review	Number of shares as of end of fiscal year under review
Common shares (Note)	17,552	19,328	19,332	17,548

Notes: The number of treasury stock of common stock includes the Company's shares held by the Board Benefit Trust (BBT) (483 thousand shares at the beginning of the fiscal year under review and 480 thousand shares at the end of the fiscal year under review).

The increase of 19,328 thousand shares of treasury shares of common shares is mainly due to the purchase of 19,328 thousand treasury shares.

The decrease of 19,332 thousand shares of treasury shares of common shares is mainly due to the cancellation of 19,328 thousand treasury shares and the provision of three thousand treasury shares to retired officers through the Board Benefit Trust (BBT).

9. Notes to Tax Effect Accounting

Detailed deferred tax assets and deferred tax liabilities

(Millions of yen)

Deferred tax assets	
Provision for bonuses	1
Accrued enterprise tax	30
Provision for retirement benefits	38
Loss on valuation of investment securities	663
Shares of subsidiaries and associates	62,505
Other	704
	Subtotal
	63,942
Allowance for devaluation	(52,050)
	Total
	11,891
Deferred tax liabilities	
Valuation difference on available-for-sale securities	(4,109)
Other	(46)
	Total
	(4,156)
Net deferred tax assets	
	7,735

Regarding the accounting treatment and disclosure related to tax effect accounting for corporate income tax and local corporate tax, the Company is applying the Group Tax Sharing System from the fiscal year under review and complies with the “Practical Solution on the Accounting and Disclosure Under the Group Tax Sharing System” (ASBJ Practical Solutions No. 42, August 12, 2021).

10. Notes to Dealings with Related Parties

Subsidiaries, etc.

Status	Company	Location	Capital	Main business	Holding of voting rights	(Millions of yen)
						Relationship Concurrent positions held by officers
Subsidiary	Yamato Transport Co., Ltd.	Chuo-ku, Tokyo	50,000	Home delivery business for individuals and small and medium-sized corporate customers Transportation business for large corporate customers	Direct holdings 100.0%	Concurrently 4 persons
Subsidiary	YAMATO ASIA PTE. LTD.	Singapore	(Millions of S\$) 352	Management of regional operations in Southeast Asia, business development, and market research	Direct holdings 100.0%	Concurrently 2 persons
Subsidiary	YAMATO INVESTMENT (HONG KONG) LIMITED	Hong Kong	(Millions of HK\$) 970	Management of regional operations in East Asia, business development, and market research	Direct holdings 100.0%	None
Subsidiary	Yamato System Development Co., Ltd.	Koto-ku, Tokyo	1,800	System development	Direct holdings 100.0%	Concurrently 2 persons
Subsidiary	Yamato Credit & Finance Co., Ltd.	Toshima-ku, Tokyo	500	Installment credit and finance services	Direct holdings 70.0%	Concurrently 1 person
Subsidiary	Yamato Autoworks Co., Ltd.	Chuo-ku, Tokyo	30	Vehicle Management Service business	Direct holdings 100.0%	Concurrently 2 persons

(Millions of yen)

Status	Company	Relationship Business relationships	Relationship	Dealing amount	Account item	Balance at end of period
Subsidiary	Yamato Transport Co., Ltd.	Executive management	Receipt of executive management fee	4,189	–	–
			Payment of consignment service fee, etc.	2,038	Trade accounts payable	198
			Leasing income	2,117	Other current assets	191
			Loans for environmental investment	21,000	Short-term loans receivable	181
					Long-term loans receivable	20,818
			Receipt of interest	52	Other current assets	18
			Funding	(1,916)		
		Payment of interest	1	Deposits received	50,028	
Subsidiary	YAMATO ASIA PTE. LTD.	Executive management	Acquisition of shares of subsidiaries and associates, etc.	8,423	Account payable for acquisition of shares of subsidiaries and associates	887
Subsidiary	YAMATO INVESTMENT (HONG KONG) LIMITED	Executive management	Acquisition of shares of subsidiaries and associates	6,282	Account payable for acquisition of shares of subsidiaries and associates	6,348
			Cash and deposits received for the liquidation proceedings	–	Deposits received	4,217
Subsidiary	Yamato System Development Co., Ltd.	Executive management	Funding	1,535		
			Payment of interest	0	Deposits received	15,834
Subsidiary	Yamato Credit & Finance Co., Ltd.	Executive management	Loans for working capital	7,055	Short-term loans receivable	14,757
			Repayment of working capital	6,914	Long-term loans receivable	12,146
		Loans for funding	Receipt of interest	43		
Subsidiary	Yamato Autoworks Co., Ltd.	Executive management	Funding	1,813		
			Payment of interest	0	Deposits received	6,859

Notes: Trade terms and decision policy of the dealing

- (1) The executive management fee and the consignment service fee are determined reasonably through mutual consultation, considering the business contents, etc.
- (2) Leasing income is determined based on the prevailing market conditions.
- (3) Interest on deposits received and loans receivable is determined based on market interest rates.
- (4) The amount of "Funding" records the net amount of increase or decrease during the period.
- (5) The acquisition value of shares, etc. of YAMATO ASIA PTE. LTD. and YAMATO INVESTMENT (HONG KONG) LIMITED is determined based on the prices calculated by a third party or market prices.
- (6) Deposits received from YAMATO INVESTMENT (HONG KONG) LIMITED are its cash and deposits entrusted to the Company due to the closure of bank accounts for its liquidation proceedings.
- (7) Of loans provided as working capital to Yamato Credit & Finance Co., Ltd., the dealing amount of short-term loans records the net amount of increase or decrease during the period.
- (8) To prepare for the loss of business in subsidiaries, an allowance for doubtful accounts of 188 million yen for loans receivable was recorded in the fiscal year under review. The balance of allowance for doubtful accounts was 590 million yen.

11. Per Share Information

(1) Net assets per share	889.11 yen
(2) Basic earnings per share	92.17 yen

Note: The number of shares of common stock at the end of the fiscal year under review and the average number of shares of common stock during the fiscal year under review used for the calculation of net assets per share and basic earnings per share are calculated by deducting the number of shares held in the Company's own name and the number of shares of the Company's stock held by the Board Benefit Trust (BBT) (480 thousand shares at the end of the fiscal year under review and 481 thousand shares in the average number of shares during the fiscal year under review).

(TRANSLATION)

Audit Report of Accounting Auditor on Consolidated Financial Statements

INDEPENDENT AUDITOR'S REPORT

May 9, 2024

To the Board of Directors of Yamato Holdings Co., Ltd.

Deloitte Touche Tohmatsu LLC Tokyo Office

Designated Limited Liability Partner, Engagement Partner	CPA	Koichi Yano
Designated Limited Liability Partner Engagement Partner	CPA	Shinji Seki
Designated Limited Liability Partner Engagement Partner	CPA	Yusuke Kumei

Audit Opinion

Pursuant to Article 444, paragraph (4) of the Companies Act, we have audited the consolidated financial statements, namely, the Consolidated Balance Sheet as of March 31, 2024 of Yamato Holdings Co., Ltd. (the "Company"), and the Consolidated Statement of Income and Consolidated Statement of Changes in Equity for the fiscal year from April 1, 2023 to March 31, 2024, and the Notes to the Consolidated Financial Statements.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Yamato Holdings Co., Ltd. and its consolidated subsidiaries (collectively, the "Group") as of March 31, 2024, and the results of their operations for the year then ended in accordance with accounting principles generally accepted in Japan.

Basis for Audit Opinion

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company and its consolidated subsidiaries in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Japan, and we have fulfilled our ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Other Information

The other information comprises the business report and its supplemental schedules. Management is

responsible for the preparation and disclosure of the other information. Audit & Supervisory Board Members and the Audit & Supervisory Board are responsible for overseeing the Directors' execution of their duties with regard to the design, implementation and maintenance of the reporting process for the other information.

The other information is not included in the scope of our opinion on the consolidated financial statements, and we do not provide our opinion on the other information.

Our responsibility in auditing the consolidated financial statements is to read the other information and, in the course of reading, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the course of our audit, and pay attention to whether there are any other signs of material errors in the other information in addition to such material inconsistency.

If, based on the work we have performed, we conclude that there is a material error in the other information, we are required to report that fact.

We have nothing to report with respect to the other information.

Responsibilities of Management, Audit & Supervisory Board Members and the Audit & Supervisory Board for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with accounting principles generally accepted in Japan, and for such internal control as management determines is necessary to enable the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error. In preparing the consolidated financial statements, management is responsible for assessing whether it is appropriate to prepare the consolidated financial statements with the assumption of a going concern, and in accordance with accounting principles generally accepted in Japan, for disclosing, as necessary, matters related to going concern.

Audit & Supervisory Board Members and the Audit & Supervisory Board are responsible for overseeing the Directors' performance of duties within the maintenance and operation of the financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our responsibilities are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that expresses our opinion on the consolidated financial statements based on our audit from an independent point of view. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the decisions of users of these consolidated financial statements.

In accordance with auditing standards generally accepted in Japan, we exercise professional judgment and maintain professional skepticism throughout the audit process to perform the following:

- Identify and assess the risks of material misstatement, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Selecting audit procedures to be applied is at the discretion of the auditor. Obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.
- When auditing the consolidated financial statements, consider internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances in making risk assessments, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control.
- Evaluate the appropriateness of accounting policies used by management and their method of application, as well as the reasonableness of accounting estimates made by management and related notes thereto.
- Conclude on the appropriateness of preparing the consolidated financial statements with the assumption of a going concern by management, and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the notes to the consolidated financial statements or, if the notes to the consolidated financial statements on material uncertainty are inadequate, to express a qualified opinion with exceptions on the consolidated financial statements. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate whether the presentation of the consolidated financial statements and notes to the consolidated financial statements are in accordance with accounting standards generally accepted in Japan, as well as evaluate the presentation, structure, and content of the consolidated financial statements, including the related notes thereto, and whether the consolidated financial statements fairly present the underlying transactions and accounting events.
- Obtain sufficient appropriate audit evidence regarding the financial information of the Company and its consolidated subsidiaries to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the consolidated financial statements. We remain solely responsible for our audit opinion.

We report to the Audit & Supervisory Board Members and the Audit & Supervisory Board regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit process, and other matters required by auditing standards.

We also provide the Audit & Supervisory Board Members and the Audit & Supervisory Board with a statement that we have complied with relevant ethical requirements in Japan regarding independence, and to communicate with them all relationships and other matters that may reasonably be deemed to bear on our independence, and where applicable, any measures taken to remove hinderances to independence or any safeguards applied to mitigate hinderances to a tolerable level.

Interest

Our firm and the engagement partners do not have any interest in the Company and its consolidated subsidiaries for which disclosure is required under the provisions of the Certified Public Accountants Act.

End

The above represents a translation, for convenience only, of the original report issued in the Japanese language.

Audit Report of Accounting Auditor on Non-consolidated Financial Statements**INDEPENDENT AUDITOR'S REPORT**

May 9, 2024

To the Board of Directors of Yamato Holdings Co., Ltd.

**Deloitte Touche Tohmatsu LLC
Tokyo Office**

Designated Limited Liability Partner Engagement Partner	CPA	Koichi Yano
Designated Limited Liability Partner Engagement Partner	CPA	Shinji Seki
Designated Limited Liability Partner Engagement Partner	CPA	Yusuke Kumei

Audit Opinion

Pursuant to Article 436, paragraph (2), item (i) of the Companies Act, we have audited the non-consolidated financial statements, namely, the Non-consolidated Balance Sheet as of March 31, 2024 of Yamato Holdings Co., Ltd. (the "Company"), and the Non-consolidated Statement of Income and Non-consolidated Statement of Changes in Equity for the 159th fiscal year from April 1, 2023 to March 31, 2024, and the Notes to Non-consolidated Financial Statements and the accompanying supplemental schedules (collectively, the "Financial Statements").

In our opinion, the Financial Statements referred to above present fairly, in all material respects, the financial position of Yamato Holdings Co., Ltd. as of March 31, 2024, and the results of its operations for the year then ended in accordance with accounting principles generally accepted in Japan.

Basis for Audit Opinion

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the Financial Statements in Japan, and we have fulfilled our ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Other Information

The other information comprises the business report and its supplemental schedules. Management is responsible for the preparation and disclosure of the other information. Audit & Supervisory Board Members and the Audit & Supervisory Board are responsible for overseeing the Directors' execution of their duties with regard to the design, implementation and maintenance of the reporting process for the other information.

The other information is not included in the scope of our opinion on the non-consolidated financial statements, and we do not provide our opinion on the other information.

Our responsibility in auditing the non-consolidated financial statements is to read the other information and, in the course of reading, consider whether the other information is materially inconsistent with the non-consolidated financial statements or our knowledge obtained in the course of our audit, and pay attention to whether there are any other signs of material errors in the other information in addition to such material inconsistency.

If, based on the work we have performed, we conclude that there is a material error in the other information, we are required to report that fact.

We have nothing to report with respect to the other information.

Responsibilities of Management, Audit & Supervisory Board Members and the Audit & Supervisory Board for the Financial Statements

Management is responsible for the preparation and fair presentation of these Financial Statements in accordance with accounting principles generally accepted in Japan, and for such internal control as management determines is necessary to enable the preparation and fair presentation of Financial Statements that are free from material misstatement, whether due to fraud or error.

In preparing the Financial Statements, management is responsible for assessing whether it is appropriate to prepare the Financial Statements with the assumption of a going concern, and in accordance with accounting principles generally accepted in Japan, for disclosing, as necessary, matters related to going concern.

Audit & Supervisory Board Members and the Audit & Supervisory Board are responsible for overseeing the Directors' performance of duties within the maintenance and operation of the financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our responsibilities are to obtain reasonable assurance about whether the Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that expresses our opinion on the Financial Statements based on our audit from an independent point of view. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the decisions of users of these Financial Statements.

In accordance with auditing standards generally accepted in Japan, we exercise professional judgment and maintain professional skepticism throughout the audit process to perform the following:

- Identify and assess the risks of material misstatement, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Selecting audit procedures to be applied is at the discretion of the auditor. Obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.
- When auditing the Financial Statements, consider internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances in making risk assessments, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control.
- Evaluate the appropriateness of accounting policies used by management and their method of application, as well as the reasonableness of accounting estimates made by management and related notes thereto.
- Conclude on the appropriateness of preparing the Financial Statements with the assumption of a going concern by management, and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the notes to the Financial Statements or, if the notes to the Financial Statements on material uncertainty are inadequate, to express a qualified opinion with exceptions on the Financial Statements. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate whether the presentation of the Financial Statements and notes to the Financial Statements are in accordance with accounting standards generally accepted in Japan, as well as evaluate the presentation, structure, and content of the Financial Statements, including the related notes thereto, and whether the Financial Statements fairly present the underlying transactions and accounting events.

We report to the Audit & Supervisory Board Members and the Audit & Supervisory Board regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any

significant deficiencies in internal control that we identify during our audit process, and other matters required by auditing standards.

We also provide the Audit & Supervisory Board Members and the Audit & Supervisory Board with a statement that we have complied with relevant ethical requirements in Japan regarding independence, and to communicate with them all relationships and other matters that may reasonably be deemed to bear on our independence, and where applicable, any measures taken to remove hinderances to independence or any safeguards applied to mitigate hinderances to a tolerable level.

Interest

Our firm and the engagement partners do not have any interest in the Company for which disclosure is required under the provisions of the Certified Public Accountants Act.

End

The above represents a translation, for convenience only, of the original report issued in the Japanese language.

(TRANSLATION)

Audit Report of the Audit & Supervisory Board

AUDIT REPORT

Regarding the performance of duties by the Directors for the 159th business year from April 1, 2023 to March 31, 2024, the Audit & Supervisory Board hereby submits its audit report, which has been prepared through discussions based on the audit report prepared by each Audit & Supervisory Board Member.

1. Auditing Methods Employed by the Audit & Supervisory Board Members and Audit & Supervisory Board and Details of Such Methods

- (1) The Audit & Supervisory Board established auditing policies, allocation of duties, and other relevant matters, and received reports from Audit & Supervisory Board Members regarding their audits and results thereof, as well as received reports from the Directors, other relevant personnel, and Accounting Auditors regarding performance of their duties, and sought explanations as necessary.
- (2) Each Audit & Supervisory Board Member complied with the auditing standards of Audit & Supervisory Board Members established by the Audit & Supervisory Board, followed the auditing policies, allocation of duties, and other relevant matters, communicated with the Directors, the internal audit division, other employees, and any other relevant personnel, and made efforts to optimize the environment for information collection and audit. We have executed the audit based on the following methods.
 - 1) Each Audit & Supervisory Board Member participated in the Board of Directors Meetings and other important meetings, received reports from the Directors, employees, and other relevant personnel regarding performance of their duties, sought explanations as necessary, examined important authorized documents and associated information, and studied the operations and financial positions. With respect to subsidiaries, we communicated and exchanged information with Directors, Audit & Supervisory Board Members, and other relevant personnel of the subsidiaries, and received business reports from subsidiaries as necessary.
 - 2) We received periodic reports from Directors and employees and sought explanations as necessary on the details of the resolution of the Board of Directors related to the provision of a system described in Article 100, paragraphs (1) and (3) of the Regulation for Enforcement of the Companies Act that not only ensures Directors are carrying out their duties indicated in the business report in compliance with laws and regulations and the Articles of Incorporation, but also ensures the propriety of the work activities of the corporate group consisting of the Company and its subsidiaries. We also received periodic reports from Directors and employees, sought explanations and expressed an opinion as necessary on the status of development and operation of the system (internal control system) put in place in accordance with the aforesaid resolution.
 - 3) Furthermore, we monitored and verified whether the Accounting Auditors maintained their independence and implemented appropriate audits, and we received reports from the Accounting Auditors regarding the performance of their duties and sought explanations as necessary. In addition, we received notice from the Accounting Auditors that “the system for ensuring that duties are performed properly” (matters set forth in each item of Article 131 of the Regulation on Corporate Accounting) is organized in accordance with the “product quality management standards regarding audits” (Business Accounting Council) and other relevant standards, and sought explanations as necessary.

Based on the above methods, we examined the business report and supplemental schedules, non-consolidated financial statements (Non-consolidated Balance Sheet, Non-consolidated Statement of Income, Non-consolidated Statement of Changes in Equity, and Notes to the Non-consolidated Financial Statement) and supplemental schedules, as well as consolidated financial statements (Consolidated Balance Sheet, Consolidated Statement of Income, Consolidated Statement of Changes in Equity, and Notes to the Consolidated Financial Statements) related to the relevant business year.

2. Audit Results

- (1) Results of Audit of Business Report and Other Reference Documents
- 1) In our opinion, the business report and supplemental schedules are in accordance with the related laws and regulations and Articles of Incorporation, and fairly represent the Company's condition.
 - 2) With regard to the performance of duties by the Directors, we have found no evidence of wrongful action or material violation of related laws and regulations, nor of any violation with respect to the Articles of Incorporation.
 - 3) In our opinion, the contents of the resolutions of the Board of Directors regarding the internal control system are fair and reasonable. In addition, we have found no matters on which to remark in regard to the performance of duties of the Directors regarding the internal control system.
- (2) Results of Audit of Non-consolidated Financial Statements and Supporting Schedules
In our opinion, the methods and results employed and rendered by the Accounting Auditor, Deloitte Touche Tohmatsu LLC, are fair and reasonable.
- (3) Results of Audit of Consolidated Financial Statements
In our opinion, the methods and results employed and rendered by the Accounting Auditor, Deloitte Touche Tohmatsu LLC, are fair and reasonable.

May 9, 2024

Audit & Supervisory Board, Yamato Holdings Co., Ltd.

Full-time Audit & Supervisory Board Member	Tsutomu Sasaki	(seal)
Full-time Audit & Supervisory Board Member	Yoshito Shoji	(seal)
Outside Audit & Supervisory Board Member	Takashi Yamashita	(seal)
Outside Audit & Supervisory Board Member	Ryuji Matsuda	(seal)
Outside Audit & Supervisory Board Member	Yoshihide Shimoyama	(seal)

Access to the Venue

Date and time: Friday, June 21, 2024, 10:00 a.m. (The reception desk will open at 9:00 a.m.)
Meeting venue: B1F Hall, Belle Salle Shiodome
Sumitomo Realty & Development Shiodome Hamarikyu Building 21-1, Ginza 8-chome, Chuo-ku, Tokyo
TEL: 03-3541-4141

JR Line:

From Shimbashi Station (Shiodome Exit or Karasumori Exit) 15 minute walk

Toei Asakusa Line

From Shimbashi Station (JR Shimbashi Station and Shiodome district Exit)
15 minute walk

Tokyo Metro Ginza Line

From Shimbashi Station (Exit 4) 15 minute walk

Toei Oedo Line

From Shiodome Station (JR Shimbashi Station Exit) 10 minute walk

* Vehicle parking will not be available at the meeting venue.

- If you do not attend the meeting in person, please exercise your voting rights prior to the meeting by mail or by electromagnetic means such as the Internet.
- The Company will livestream the General Meeting of Shareholders over the Internet so that shareholders may view it from home. The Company also asks that you consider utilizing this method. For details regarding how to view the livestream, etc., please refer to page 5 of this notice.
- If future developments necessitate a major change in the holding of the meeting or in the way the meeting will be run, the Company will revise the information at its website below as needed.
<https://www.yamato-hd.co.jp/investors/stock/meeting/>