

To Our Shareholders

In accordance with its corporate mission of “Our Steel, Your Future,” the Yamato Kogyo Group operates from its headquarters in Himeji, with overseas locations, including the United States and ASEAN (Thailand, Vietnam, and Indonesia). We put our conviction into our mission in an effort to fulfill the infrastructural needs of those countries and regions through locally produced products for local use, and to support the development of each country and region and the current and future lives of the people living there.

In FY2024, in addition to the global downturn in steel demand and the softening of structural steel market, the Group recorded a large amount of equity in losses of affiliates associated with impairment loss in the Middle East business, resulting in a substantial decrease in earnings year on year. Meanwhile, we secured high earnings in our business in the U.S., which is a core source of profit, and our new business base in Indonesia has made a significant contribution to consolidated performance. In Japan, we made steady progress toward achieving our “Vision 2030” announced two years ago, including the upgrade to the latest rolling line at Yamato Steel Co., Ltd., the Group’s mother factory. Considering the above, we will propose the year-end dividend of ¥200 per share (totaling annual dividend of ¥400 per share, including the interim dividend) as previously forecasted, at the Ordinary General Meeting of Shareholders.

In preparation for achieving the “Vision 2030” with the objective of making further contributions to realizing a prosperous global society, we will continue to promote growth investments and returns to shareholders and strive to respond to their expectations by achieving further increases in corporate value.

We ask for your further and continued support going forward.

Handwritten signature of Kenji Kobayashi in black ink.

Representative Director, President



MISSION

Our Steel, Your Future

- Creating more value for an even richer society -

VISION

**To be a global leading company with cutting-edge technology
supporting world's infrastructure**

Yamato SPIRIT - We are

Pride	committed to be professionals of Steel and Trackwork business.
Manufacturing	committed to deliver world class products with the highest safety standards in mind.
Global	committed to be successful anywhere in the world.
Harmony	committed to be "One Team" beyond nationality, race, age or gender.
Fairness	committed to be honest and maintain the highest level of ethical standards.
Challenge	committed to challenge the future with no fear of failure.

Note: This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

To Our Shareholders

Securities code: 5444

June 9, 2025

(Date on which measures for providing information in electronic format begin: June 2, 2025)

Mikio Kobayashi
Representative Director, President
Yamato Kogyo Co., Ltd.
380 Kibi, Otsu-ku, Himeji, Hyogo Pref.

Notice of the 106th Ordinary General Meeting of Shareholders

We are pleased to invite you to attend the 106th Ordinary General Meeting of Shareholders of Yamato Kogyo Co., Ltd. (hereinafter “the Company”), which will be held as described below.

In convening this General Meeting of Shareholders, the Company has taken measures for providing information that constitutes the content of reference documents for the general meeting of shareholders (matters subject to electronic provision measures) in electronic format, and has posted the information on the following websites. Please access one of them to view the information.

<The Company’s website>

<https://www.yamatokogyo.co.jp/en/ir/investors/>



Matters subject to electronic provision measures are also made available on the Listed Company Search website of the Tokyo Stock Exchange (TSE). Enter “Yamato Kogyo” in “Issue name (company name)” or “5444” in “Code,” click “Search,” then click “Basic information” and select “Documents for public inspection/PR information.”

<TOKYO STOCK EXCHANGE’s website (Listed Company Search) >

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>



If you are not attending in person on the day, you may exercise your voting rights either online or in writing. Please review the Reference Documents for the General Meeting of Shareholders included in the matters subject to electronic provision measures, and exercise your voting rights by 5:00 p.m. on Thursday, June 26, 2025 in accordance with the instructions provided below.

1. Date and Time 10:00 a.m., Friday, June 27, 2025 (reception starts at 9:00 a.m.)
2. Venue Korin, 3F, Hotel Nikko Himeji
100 Minami Ekimae-cho, Himeji, Hyogo Pref.

3. Objectives

Matters to be reported

- (1) Report of the Business Report, Consolidated Financial Statements, and Audit Reports of the Accounting Auditor and the Audit & Supervisory Board for the Consolidated Financial Statements for the 106th fiscal year (April 1, 2024 to March 31, 2025)
- (2) Report of the Non-consolidated Financial Statements for the 106th fiscal year (April 1, 2024 to March 31, 2025)

Matters to be resolved

- | | |
|---------------|---|
| Proposal No.1 | Appropriation of Surplus |
| Proposal No.2 | Partial Revision to the Articles of Incorporation |
| Proposal No.3 | Election of Seven (7) Directors |

- In the event of revisions to matters subject to electronic provision measures, details of the matters both before and after revision will be provided on the websites on which the matters have been made available.
- In accordance with laws and regulations and the Articles of Incorporation, the following items among the matters subject to electronic provision measures will not be included in the paper-based documents provided to shareholders requesting the delivery of paper-based documents. These items include the Business Report, Consolidated Financial Statements, and Non-consolidated Financial Statements audited by the Audit & Supervisory Board Members, and the Consolidated Financial Statements and Non-consolidated Financial Statements audited by the accounting auditor.
 - “Systems for Ensuring the Appropriateness of Operations and the Operating Status of Such Systems” in the Business Report
 - “Consolidated Statements of Changes in Net Assets” and “Notes to Consolidated Financial Statements” in Consolidated Financial Statements
 - “Statements of Changes in Net Assets” and “Notes to Non-consolidated Financial Statements” in Non-consolidated Financial Statements

Reference Documents for the General Meeting of Shareholders

Proposals and Reference Information

Proposal No. 1 Appropriation of Surplus

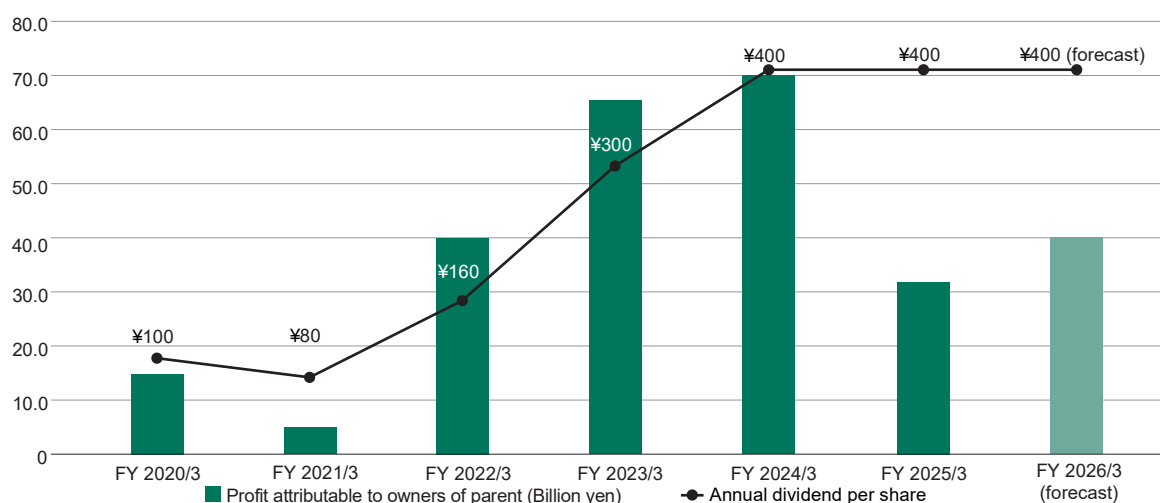
The year-end dividend for the fiscal year under review will be as follows, considering consolidated management performance of the Group inside and outside Japan, financial condition and future business expansion based on internal reserves.

Matters regarding year-end dividends

- (1) Type of dividend property Cash
- (2) Allotment of dividend property to shareholders and the total amount
¥200 per common share of Company stock
Total amount: ¥12,655,365,400
(Consisting of an ordinary dividend of ¥150 and a commemorative dividend of ¥50)
(The annual dividend totals ¥400 including an interim dividend of ¥200 per share)
- (3) Effective date of dividends of surplus
June 30, 2025

[Reference] Dividends per share

(Billion yen)



Proposal No. 2 Partial Revision to the Articles of Incorporation

1. Reasons for the Proposal

The Company will revise the term of office of directors from two years to one year for the purpose of better clarifying management responsibilities, building a management structure that can rapidly address changes in the business environment, and increasing opportunities to earn the confidence of the Company's shareholders.

The revision will include a supplementary provision to clarify that the existing provision will apply to the term of office of directors appointed at the 105th Ordinary General Meeting of Shareholders held on June 25, 2024.

2. Details of Revision

The details of the revision are as follows.

(The revised portions are underlined.)

Existing Articles of Incorporation	Proposed Revision of the Articles of Incorporation
<p>Article 18 (Term of Office of Directors)</p> <p>The term of office of directors shall expire at the conclusion of the Ordinary General Meeting of Shareholders relating to the last fiscal year ending within <u>two</u> years after their election.</p> <p>2. The term of office of a director appointed to fill a vacancy shall be the remaining term of his/her predecessor.</p> <p>(New Article)</p>	<p>Article 18 (Term of Office of Directors)</p> <p>The term of office of directors shall expire at the conclusion of the Ordinary General Meeting of Shareholders relating to the last fiscal year ending within <u>one</u> year after their election.</p> <p>2. The term of office of a director appointed to fill a vacancy shall be the remaining term of his/her predecessor.</p> <p><u>Supplementary Provision</u> <u>(Transitional measures regarding the term of office of directors)</u> <u>Regardless of the provisions of Article 18, the term of office of directors appointed at the 105th Ordinary General Meeting of Shareholders held on June 25, 2024 shall conclude at the end of the Ordinary General Meeting of Shareholders for the fiscal year ending on March 31, 2026.</u> <u>Furthermore, this Supplementary Provision shall be removed once this period has passed.</u></p>

Proposal No. 3 Election of Seven (7) Directors

The terms of office of six (6) Directors Hiroyuki Inoue, Kazuhiro Tsukamoto, Damri Tunshevavong, Takenosuke Yasufuku, Kunitoshi Takeda, and Motomu Takahashi will expire upon the conclusion of the General Meeting. In addition, Kazumi Yonezawa resigned from the position of Director on August 31, 2024. Therefore, the Company proposes the election of seven (7) Directors.

The candidates for Director are as follows:

No.	Name (Age)		Current position in the Company	Years of office as Director	Attendance at Board of Directors meetings
1	Hiroyuki Inoue (80)	[Reelection]	Chairman	51 years	100% (6/6)
2	Kazuhiro Tsukamoto (64)	[Reelection]	Representative Director, Managing Executive Officer	8 years	100% (6/6)
3	Damri Tunshevavong (71)	[Reelection]	Director	14 years	100% (6/6)
4	Takenosuke Yasufuku (51)	[Reelection]	Director	10 years	100% (6/6)
5	Kunitoshi Takeda (69)	[Reelection] [Outside] [Independent]	Outside Director	6 years	100% (6/6)
6	Motomu Takahashi (72)	[Reelection] [Outside] [Independent]	Outside Director	4 years	100% (6/6)
7	Tomofumi Osaki (60)	[New election]	Managing Executive Officer	–	–

[New election] Candidate for Election as New Director
 [Reelection] Candidate for Reelection as Director
 [Outside] Candidate for Outside Director
 [Independent] Candidate for Independent Director

- (Notes)
1. The ages of the candidates are the ages as of the conclusion of the General Meeting.
 2. There is no special interest between any of the candidates and the Company.
 3. The term of office of Kunitoshi Takeda as an Outside Director of the Company will be six years as of the conclusion of the Ordinary General Meeting of Shareholders.
 4. The term of office of Motomu Takahashi as an Outside Director of the Company will be four years as of the conclusion of the Ordinary General Meeting of Shareholders.
 5. Kunitoshi Takeda and Motomu Takahashi are candidates for Outside Directors. They have been designated as independent officers in accordance with the provisions of Tokyo Stock Exchange, and will continue to be designated as independent officers if their reelection is approved. The criteria for determining the independence of Outside Officers specified by the Company are stated on pages 15 and 16.
 6. The Company has concluded agreements with Directors who are not Executive Directors limiting their liability for compensation of damages under Article 427, Paragraph 1 of the Companies Act, and the limit on liability of Directors pursuant to the agreements is the minimum liability amount specified under Article 425, Paragraph 1 of the same Act. If Damri Tunshevavong, Takenosuke Yasufuku, Kunitoshi Takeda, and Motomu Takahashi are reelected, the Company plans to renew the agreement with them.
 7. The Company has entered into a directors and officers liability insurance policy pursuant to Article 430-3, Paragraph 1 of the Companies Act with an insurance company, and damages arising from being held liable for the execution of duties by the insured and being subject to claims seeking such liability are covered by the insurance policy, with the Company bearing the cost of all insurance premiums. However, damages, etc. caused by acts conducted while aware of a violation of laws and regulations are excluded from coverage to ensure the appropriateness of execution of duties of the insured is not impaired. All candidates for Director are included in the insured under the insurance policy.

No.	Name (Date of birth)	Career summary, position in the Company, responsibilities and significant concurrent positions outside the Company	Years of office as Director: 51 years
1	Hiroyuki Inoue (February 9, 1945) (80 years of age) [Reelection]	Mar. 1969 Joined Yamato Kogyo Co., Ltd. Dec. 1973 Director, General Manager, Research & Planning Office, Yamato Kogyo Co., Ltd. Jun. 1974 Managing Director, Yamato Kogyo Co., Ltd. Jan. 1978 Representative Director, Senior Managing Director, Yamato Kogyo Co., Ltd. Dec. 1981 Representative Director, President, Yamato Kogyo Co., Ltd. Jun. 2017 Chairman, Yamato Kogyo Co., Ltd. (to present)	Attendance at Board of Directors meetings: 100% (6/6) Number of the Company's shares owned: 7,662,211 shares
[Reasons for nomination as candidate for Director] As Representative Director, President of the Company between 1981 and 2017, Hiroyuki Inoue provided strong leadership to lead the Group, appropriately making crucial management decisions and executing important matters of business. Based on his extensive experience and track record, the Company has determined that he is an appropriate person for the realization of sustained improvement of the Company's corporate value, and proposes his re-election as Director.			

No.	Name (Date of birth)	Career summary, position in the Company, responsibilities and significant concurrent positions outside the Company	Years of office as Director: 8 years
2	Kazuhiro Tsukamoto (September 1, 1960) (64 years of age) [Reelection]	Apr. 2013 Director, Mitsui & Co. Europe Ltd; Chief Administrative Officer, EMEA (Europe, the Middle East and Africa) Business Unit, Mitsui & Co., Ltd. Jul. 2015 Managing Director, General Manager, Steel Plate & Pipe Business Unit, Mitsui & Co. Steel Ltd. Jun. 2017 Managing Director in charge of Business Development Department, Yamato Kogyo Co., Ltd. Jun. 2020 Managing Director in charge of Overseas Business Department, Yamato Kogyo Co., Ltd. Jun. 2021 Director, Managing Executive Officer in charge of Overseas Business Department, Yamato Kogyo Co., Ltd. Jul. 2022 Director, Managing Executive Officer in charge of Overseas Business Department and Sustainability Management Office (currently: Sustainability Management Department), Yamato Kogyo Co., Ltd. Sep. 2024 Representative Director, Managing Executive Officer in charge of General Affairs Department, HR Department, IT Department, and Sustainability Management Office (to present)	Attendance at Board of Directors meetings: 100% (6/6) Number of the Company's shares owned: 4,997 shares
[Reasons for nomination as candidate for Director] Kazuhiro Tsukamoto has extensive experience and knowledge of overseas business development and administration. As Director in charge of the General Affairs Department, HR Department, IT Department, and Sustainability Management Department, he has appropriately made management decisions and executed important matters of business. The Company has determined that he is an appropriate person for the realization of sustained improvement of the Company's corporate value and proposes his re-election as Director.			

No.	Name (Date of birth)	Career summary, position in the Company, responsibilities and significant concurrent positions outside the Company	Years of office as Director: 14 years
3	Damri Tunshevavong (July 20, 1953) (71 years of age) [Reelection]	Jan. 1999 Managing Director, Siam Yamato Steel Co., Ltd. Jul. 2004 Executive Vice President, Cementhai Holding Co., Ltd. Feb. 2005 Director, Siam Yamato Steel Co., Ltd. (to present) Jul. 2005 President, Cementhai Holding Co., Ltd. Jan. 2011 Advisor, The Siam Cement Public Co., Ltd. Jun. 2011 Director, Yamato Kogyo Co., Ltd. (to present) Jul. 2020 Director, SCG Ceramics Public Co., Ltd. (to present)	Attendance at Board of Directors meetings: 100% (6/6) Number of the Company's shares owned: 0 shares
		[Reasons for nomination as candidate for Director] Damri Tunshevavong has been involved in projects for the Overseas Business of the Group, and has devoted himself to the development of the business overseas. The Company has determined that he is an appropriate person for the realization of sustained improvement of the Company's corporate value, and proposes his re-election as Director.	

No.	Name (Date of birth)	Career summary, position in the Company, responsibilities and significant concurrent positions outside the Company	Years of office as Director: 10 years
4	Takenosuke Yasufuku (July 5, 1973) (51 years of age) [Reelection]	Jun. 2007 Director, Vice President, KOBE SHU-SHIN-KAN BREWERIES, LTD. Aug. 2011 Representative Director and President, KOBE SHU-SHIN-KAN BREWERIES, LTD. (to present) Jun. 2015 Director, Yamato Kogyo Co., Ltd. (to present) (Significant Concurrent Positions Outside the Company) Representative Director and President, KOBE SHU-SHIN-KAN BREWERIES, LTD.	Attendance at Board of Directors meetings: 100% (6/6) Number of the Company's shares owned: 1,900 shares
		[Reasons for nomination as candidate for Director] Using the management experience and broad insights accumulated over many years in his role as Representative Director and President of KOBE SHU-SHIN-KAN BREWERIES, LTD., Takenosuke Yasufuku has provided valuable advice on the management of the Company in general. The Company has determined that he is an appropriate person for the realization of sustained improvement of the Company's corporate value, and proposes his re-election as Director.	

No.	Name (Date of birth)	Career summary, position in the Company, responsibilities and significant concurrent positions outside the Company	Years of office as Director
5	Kunitoshi Takeda (September 21, 1955) (69 years of age) [Reelection] [Outside] [Independent]	<p>Jul. 2007 Director, Overseas Region Business, Bridgestone Corporation</p> <p>Jun. 2008 Chairman, General Manager, Bridgestone (China) Investment Co., Ltd.</p> <p>Mar. 2010 Vice President-Officer, Bridgestone Corporation; Chairman, General Manager, Bridgestone (China) Investment Co., Ltd.</p> <p>Jul. 2011 Vice President-Officer in charge of Specialty Tire Business, Bridgestone Corporation</p> <p>Sep. 2012 Vice President-Officer in charge of Overseas Region Tire Business; Director, Overseas Region Tire Business, Bridgestone Corporation</p> <p>Jul. 2014 Vice President-Officer, Bridgestone Corporation; Director, COO, Bridgestone Asia Pacific Pte. Ltd.</p> <p>Mar. 2015 Vice President-Officer, Bridgestone Corporation; Director, COO, Bridgestone South Africa (Pty) Ltd.</p> <p>Jun. 2019 Outside Director, Yamato Kogyo Co., Ltd. (to present)</p>	<p>Director: 6 years</p> <p>Attendance at Board of Directors meetings: 100% (6/6)</p> <p>Number of the Company's shares owned: 500 shares</p>
<p>[Reasons for nomination as candidate for Outside Director and overview of expected role]</p> <p>Kunitoshi Takeda has extensive experience and broad insights accumulated over many years of involvement in overseas business projects for Bridgestone Corporation. He has appropriately supervised management since becoming an Outside Director of the Company in June 2019, and the Company therefore proposes his re-election as Outside Director. In addition to supervising the Company's management in his role if elected as Outside Director, he is expected to provide advice to encourage the sustained growth and enhance medium- to long-term corporate value of the Company. The Company also plans to continue to delegate him as member of the Nomination and Remuneration Committees.</p>			

No.	Name (Date of birth)	Career summary, position in the Company, responsibilities and significant concurrent positions outside the Company	Years of office as Director
6	Motomu Takahashi (June 12, 1953) (72 years of age) [Reelection] [Outside] [Independent]	<p>Apr. 2009 Managing Officer, Mitsui & Co., Ltd.; Executive Vice President, Mitsui & Co. (U.S.A.), Inc.</p> <p>Apr. 2010 Managing Officer, Chief Operating Officer, Iron & Steel Products Business Unit, Mitsui & Co., Ltd.</p> <p>Apr. 2011 Executive Managing Officer, Chief Operating Officer, Iron & Steel Products Business Unit, Mitsui & Co., Ltd.</p> <p>Apr. 2014 Senior Executive Managing Officer, Mitsui & Co., Ltd.; President & CEO, Mitsui & Co. (U.S.A.), Inc.</p> <p>Apr. 2015 Executive Vice President, Mitsui & Co.; President & CEO, Mitsui & Co. (U.S.A.), Inc.</p> <p>Jun. 2016 Representative Director, Executive Vice President, Mitsui & Co., Ltd.</p> <p>Apr. 2017 Member, APEC Business Advisory Council Japan</p> <p>Jun. 2017 Counselor, Mitsui & Co., Ltd.</p> <p>Jun. 2021 Outside Director, Yamato Kogyo Co., Ltd. (to present)</p>	<p>Director: 4 years</p> <p>Attendance at Board of Directors meetings: 100% (6/6)</p> <p>Number of the Company's shares owned: 800 shares</p>
<p>[Reasons for nomination as candidate for Outside Director and overview of expected role]</p> <p>Having served in such roles as Representative Director Executive Vice President of Mitsui & Co., Ltd., Motomu Takahashi has extensive management experience and an outstanding track record in and knowledge of the iron and steel sector. He has appropriately supervised management since becoming an Outside Director of the Company in June 2021, and the Company therefore proposes his re-election as Outside Director. In addition to supervising the Company's management in his role if elected as Outside Director, he is expected to provide advice to encourage the sustained growth and enhance medium- to long-term corporate value of the Company. The Company also plans to continue to delegate him as member of the Nomination and Remuneration Committees.</p>			

No.	Name (Date of birth)	Career summary, position in the Company, responsibilities and significant concurrent positions outside the Company	
7	Tomofumi Osaki (August 20, 1964) (60 years of age) [New election]	<p>Feb. 2009 General Manager, Business Management Department, Mitsui & Co. (U.S.A.), Inc.</p> <p>Apr. 2014 General Manager, Iron & Steel Products Business Unit Department, Iron & Steel Products Division, Mitsui & Co., Ltd.</p> <p>Apr. 2019 General Manager, Investment Administrative Department, Investment Management Division, Mitsui & Co., Ltd.</p> <p>Apr. 2021 Director, Mitsui & Co., Ltd.; Chairman of the Board, Mitsui & Co. (Taiwan) Ltd.</p> <p>May 2024 Managing Executive Officer, General Manager, Global Business Department, Yamato Kogyo Co., Ltd.</p> <p>Sep. 2024 Managing Executive Officer in charge of Global Business Department, Yamato Kogyo Co., Ltd. (to present)</p> <p>(Significant Concurrent Positions Outside the Company) Tomofumi Osaki is scheduled to be appointed as a director of Hyoki Kaiun Kaisha, Ltd. if his appointment is approved at the Ordinary General Meeting of Shareholders scheduled for June 26, 2025.</p>	Number of the Company's shares owned: 413 shares
<p>[Reasons for nomination as candidate for Director] Mr. Tomofumi Osaki has extensive experience and knowledge gained from many years of service at Mitsui & Co., Ltd., where he was involved in steel-related businesses, business management, and the management of subsidiaries. As the Managing Executive Officer in charge of Global Business Department, he has executed important matters of business. The Company has determined that he is an appropriate person for the realization of sustained improvement of the Company's corporate value and proposes his election as a new Director.</p>			

[Reference] Structure of the Board of Directors and the Audit & Supervisory Board After the Approval of Proposal No. 3

If Proposal No. 3 is approved as proposed, the structure of the Board of Directors after the conclusion of the Ordinary General Meeting of Shareholders will be as follows.

The 11 Directors will include four Outside Directors (36%) and one woman (9%), and the five members of the Nomination and Remuneration Committee will include four Independent Officers (Directors and Audit & Supervisory Board Members) (80%).

	Name	Attributes	Positions and Committee Memberships, etc., to be Assumed	Age	Years in Office	Number of the Company's shares owned (as of Mar. 31, 2025)	Experience, Knowledge and Expertise
Board of Directors	Hiroyuki Inoue	Male Executive	Chairman	80	51 years	7,662,211 shares	General management Global experience Technology development/DX Business strategy/ marketing
	Mikio Kobayashi	Male Executive	Representative Director, President; Chair of Sustainability Committee	68	13 years	14,400 shares	General management Global experience Business strategy/ marketing CSR/sustainability

	Name	Attributes	Positions and Committee Memberships, etc., to be Assumed	Age	Years in Office	Number of the Company's shares owned (as of Mar. 31, 2025)	Experience, Knowledge and Expertise
Board of Directors	Kazuhiro Tsukamoto	Male Executive	Representative Director, Managing Executive Officer in charge of General Affairs Department, HR Department, IT Department, and Sustainability Management Department; Member of Nomination Committee; Member of Remuneration Committee; Member of Sustainability Committee	64	8 years	4,997 shares	General management Global experience Business strategy/ marketing CSR/sustainability Finance & accounting/ business investment
	Tomofumi Osaki	Male Executive	Director, Managing Executive Officer in charge of Global Business Department; Member of Sustainability Committee	60	–	413 shares	General management Global experience Business strategy/ marketing Finance & accounting/ business investment Legal affairs/ risk management
	Nobuo Oki	Male Executive	Director, Executive Officer in charge of Technology Management Department and Technology Development Department	50	1 year	1,100 shares	Global experience Technology development/DX
	Damri Tunshevavong	Male Non-Japanese Non-executive	Director	71	14 years	0 shares	General management Global experience Business strategy/ marketing
	Takenosuke Yasufuku	Male Non-executive	Director; Member of Sustainability Committee	51	10 years	1,900 shares	General management Global experience CSR/sustainability Legal affairs/ risk management
	Kiyoshige Akamatsu	Male Non-executive Independent Outside	Outside Director; Chair of Nomination Committee; Chair of Remuneration Committee; Member of Sustainability Committee	76	9 years	3,300 shares	General management Global experience Business strategy/ marketing Finance & accounting/ business investment
	Kunitoshi Takeda	Male Non-executive Independent Outside	Outside Director; Member of Nomination Committee; Member of Remuneration Committee; Member of Sustainability Committee	69	6 years	500 shares	General management Global experience Business strategy/ marketing Finance & accounting/ business investment
	Motomu Takahashi	Male Non-executive Independent Outside	Outside Director; Member of Nomination Committee; Member of Remuneration Committee; Member of Sustainability Committee	72	4 years	800 shares	General management Global experience Business strategy/ marketing CSR/sustainability
	Pimjai Wangkiat	Female Non-Japanese Non-executive Independent Outside	Outside Director	61	3 years	0 shares	General management Global experience Business strategy/ marketing Finance & accounting/ business investment

	Name	Attributes	Positions and Committee Memberships, etc., to be Assumed	Age	Years in Office	Number of the Company's shares owned (as of Mar. 31, 2025)	Experience, Knowledge and Expertise
Audit and Supervisory Board	Kengo Nakaya	Male Non-executive	Audit & Supervisory Board Member (full-time)	58	5 years	3,200 shares	Global experience Finance & accounting/ business investment
	Shigeaki Katayama	Male Non-executive Independent Outside	Outside Audit & Supervisory Board Member (full-time); Member of Nomination Committee; Member of Remuneration Committee	68	6 years	2,200 shares	General management Global experience Business strategy/ marketing Finance & accounting/ business investment
	Mikio Nakajo	Male Non-executive Independent Outside	Outside Audit & Supervisory Board Member	62	6 years	900 shares	Legal affairs/ risk management

The Company has specified the criteria for determining the independence of Outside Directors and Outside Audit & Supervisory Board Members (collectively referred to as "Outside Officers" below) and candidates for Outside Officer as follows, and deems that they have independence and that there is no risk of a conflict of interest with general shareholders if none of the following items applies.

1. A person who is an executive (Note 1) of the Company or the Company's subsidiaries (collectively referred to as "the Group" below) or has been an executive of the Group in the past ten years (however, in the case of a person who was a non-executive Director, Audit & Supervisory Board Members or Accounting Advisor of the Group in the past ten years, the ten years before appointment to these positions)
2. A person for which the Group is a major transaction partner (Note 2), or an executive thereof
3. A person who is a major transaction partner of the Group (Note 3), or an executive thereof
4. A consultant, accounting expert or legal expert who has obtained a large sum of money or other property (Note 4) other than officer remuneration from the Group (if the person who obtained the property is an organization such as a corporation or an association, a person who belongs to said organization)
5. A person who belongs to an audit firm conducting statutory audits of the Group
6. A person who has received a donation or grant exceeding a certain amount (Note 5) from the Group (if the person who obtained the donation or grant is an organization such as a corporation or an association, an executive of said organization)
7. An executive of major financial institution or other large creditor (Note 6) that is essential for the Group's financing and is depended upon to a degree that it is irreplaceable, or the parent company or a subsidiary thereof
8. A major shareholder (Note 7) of the Company, or if the major shareholder is a corporation, an executive of the corporation
9. An executive of a company of which the Company is a major shareholder
10. An executive of a company that has accepted a director (regardless of whether full-time or part-time) from the Group, or the parent company or a subsidiary thereof
11. A person who has fallen under 2 through 10 above in the past three years
12. A close relative (Note 9) of a person who falls under 1 through 11 above (limited to persons in a significant position (Note 8))
13. Notwithstanding the provisions of the preceding items, a person otherwise found to have special grounds that could cause a conflict of interest with the Company

- (Notes)
1. An executive refers to an executive prescribed in Article 2, Paragraph 3, Item (vi) of the Regulations for Enforcement of the Companies Act, and includes not only executive directors but also employees. Audit & Supervisory Board Members are not included. Note that outside Audit & Supervisory Board Members include non-executive directors.
 2. A person for which the Group is a major transaction partner is a business partner group (meaning a corporate group made up of a direct business partner, the parent company and subsidiaries thereof, and subsidiaries of the parent company; the same applies below) providing products or services to the Group, for which the transaction amount in the most recent fiscal year exceeds 2% of the annual consolidated net sales of that group.
 3. A major transaction partner of the Group is a transaction partner group to which the Group provides products or services and the transaction amount for the most recent fiscal year exceeds 2% of the annual consolidated net sales of the Group.
 4. A large sum of money or other property refers to money or other economic benefit exceeding ¥10 million other than officer remuneration in the most recent fiscal year (if the person who obtained the property is an organization such as a corporation or an association, money or other property exceeding 2% of the total revenue of the organization in the most recent fiscal year).
 5. A donation or grant exceeding a certain amount refers to a donation or a grant exceeding the higher of either an average of ¥10 million per year for the three most recent fiscal years or 2% of the total revenue for the most recent fiscal year.
 6. A major financial institution or other large creditor refers to a financial institution or creditor from whom the total amount of borrowings or the total amount of credit in the most recent fiscal year exceeds 2% of the total consolidated assets of the Company.
 7. A major shareholder refers to a shareholder holding 10% or more of voting rights.
 8. Persons in a significant position refer to directors (excluding outside directors), executives, executive officers, employees in a senior management position of general manager or higher, in addition to certified public accountants who belong to an audit firm or an accounting firm, attorneys who belong to a law firm, officers such as councilors, directors and auditors who belong to incorporated foundations, incorporated associations, incorporated schools and other corporations, and other persons objectively and rationally deemed to have equivalent importance.
 9. A close relative refers to a spouse or a person within two degrees of kinship.

Business Report (from April 1, 2024 to March 31, 2025)

1. Status of the Group's Business

(1) Business progress and results

During the fiscal year ended March 31, 2025 (the fiscal year under review), the business environment surrounding the Group continued to deteriorate, affected by the protracted slump in domestic demand in China and intensifying competition with inexpensive Chinese products mainly in the ASEAN region. In addition to the global downturn in steel demand and the softening of structural steel market, the Group recorded a large amount of equity in losses of affiliates associated with impairment loss in the Middle East business, resulting in a substantial decrease in earnings year on year.

Meanwhile, we secured high earnings in our business in the U.S., which is a core source of profit, and our new business base in Indonesia has made a significant contribution to consolidated performance.

As a result of the above, net sales for the fiscal year under review were ¥168,268 million (up 2.9% year on year). On the profit front, operating profit was ¥11,493 million (down 33.5% year on year), ordinary profit was ¥54,402 million (down 45.2% year on year) and profit attributable to owners of parent was ¥31,833 million (down 54.5% year on year).

	Million yen	Year-on-year change
Net sales	168,268	up 2.9%
Operating profit	11,493	down 33.5%
Ordinary profit	54,402	down 45.2%
Profit attributable to owners of parent	31,833	down 54.5%

Results by segment during period under review are explained below.

Steel (Japan)	Net sales 59,514 million yen	-18.0% year on year
Major products	H-beam, channel, I-beam, sheet pile, patterned H-beam, rolled steel for shipbuilding, cast steel products, structural components for ships, heavy-duty machining	

In Japan, demand for structural steel has been stagnant partly due to delays in construction schedule resulting from labor shortages in the industry and stubbornly high construction costs. Additionally, the increasing influx of inexpensive imported products from countries like China has further contributed to the prolonged softening of the steel market. At Yamato Steel Co., Ltd., amid electricity and logistics costs rising sharply, efforts were made to penetrate selling prices that incorporate higher costs, implement integrated production and sales operations to meet short delivery schedules, and secure orders by capturing demand in the civil engineering sector. However, maintaining prices and securing order volumes remained challenging. In terms of performance, both sales and profit decreased year on year, partly affected by production suspension for a little more than one month for the renewal of a straightener of the rolling line. As a result, net sales were ¥59,514 million (a decrease of ¥13,056 million in comparison with the previous year), and operating profit was ¥5,961 million (a decrease of ¥4,901 million in comparison with the previous year).

Steel (Thailand)	Net sales 69,115 million yen	-14.0% year on year
Major products	H-beam, channel, I-beam, sheet pile	

At our Thai consolidated subsidiary Siam Yamato Steel Co., Ltd. (SYS), demand for structural steel remained sluggish due to delays in government budget execution and a wait-and-see stance on private-sector projects. Additionally, competition with low-priced Chinese products intensified. In exports markets as well, a challenging competitive environment persisted, particularly against Chinese manufacturers, leading to a decline in sales volume compared to the previous fiscal year. The structural steel market also remained soft in both domestic and export markets due to the influence of Chinese products, and metal margins deteriorated due to a decline in sales prices. As a result, net sales were ¥69,115 million (a decrease of ¥11,294 million in comparison with the previous year), and operating profit was ¥5,345 million (a decrease of ¥3,491 million in comparison with the previous year).

Steel (Indonesia)	Net sales 27,966 million yen	—% year on year
Major products	H-beam, channel, equal angle	

At our Indonesian consolidated subsidiary PT Garuda Yamato Steel (GYS), demand for structural steel remained sluggish due to the temporary stagnation of government-led infrastructure investment and large-scale private-sector projects before the inauguration of a new government in October, 2024. On the other hand, factors such as trade barriers attributable to curtailed influx of inexpensive imported products have led to high prices in the structural steel market, allowing us to secure high metal margins. As a result, net sales were ¥27,966 million and operating profit was ¥3,787 million. GYS was included in the scope of consolidation from the end of the first quarter of the fiscal year under review, following the acquisition of its shares in May 2024. Therefore, although GYS's fiscal year runs from January to December, its financial results for the nine months from April to December 2024 are reflected in the segment results.

Trackwork Materials	Net sales 8,725 million yen	+15.5% year on year
Major products	Turnouts, expansion joints, NEW crossings, glued insulated joint rail, anti-derailing guards, tie plates, bolts	

Net sales were ¥8,725 million (an increase of ¥1,171 million in comparison with the previous year), and operating profit was ¥1,430 million (an increase of ¥525 million in comparison with the previous year).

Other Businesses	Net sales 2,945 million yen	+0.1% year on year
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Net sales were ¥2,945 million (an increase of ¥1 million in comparison with the previous year), and operating profit was ¥297 million (an increase of ¥156 million in comparison with the previous year).

Overview of Major Overseas Locations with Affiliates Accounted for by the Equity Method

(United States)

At Nucor-Yamato Steel Company (NYS), our equity-method affiliate in the U.S., demand remained firm, particularly for large-scale construction projects related to semiconductors, electric vehicles, and data centers. However, in the second half of the fiscal year, some distributors held back purchases ahead of the presidential election and the growth of sale volume slowed. Although structural steel market continued to be softening partly affected by imported products, metal margins remained high throughout the fiscal year, with a slight year-on-year decline. In terms of performance, stable high profitability was maintained, despite a year-on-year decrease in profit.

(Bahrain)

At SULB Company BSC (c) (SULB), our equity-method affiliate in the Middle East, structural steel demand in the Middle East, especially from infrastructure investments, remained solid, and production and sales volume remained at a high level. On the other hand, price competition with manufacturers in the region has been intensifying, affected by the influx of inexpensive Chinese products, and selling prices have continued to decline. In terms of performance, even excluding impairment losses, profit declined year on year.

(Vietnam)

At Posco Yamato Vina Steel Joint Stock Company (PY VINA), our equity-method affiliate in Vietnam, sales volume increased year on year resulting from capturing demand for power transmission towers in the first half of the fiscal year, though demand for structural steel was severely affected by typhoons in the second half. On the other hand, selling prices have significantly plunged due to intensifying competition with imported products, including construction materials processed using Chinese steel sheets/plates. As a result, PY VINA recorded a year-on-year decrease in profit.

(South Korea)

At YK Steel Corporation (YKS), our equity-method affiliate in South Korea, sales continued to be sluggish as prolonged and worsened conditions in the construction and real estate industries led to a significant decline in demand for rebars. In terms of performance, a decrease in sales volume and a decline in sales prices led to a deterioration in metal margins, resulting in a decrease in profit year on year.

(2) Issues to address

(Forecast for the Fiscal Year Ending March 31, 2026)

With regard to forecast for the fiscal year ending March 31, 2026, amidst increasing uncertainty in the global economy, China is expected to focus on measures to expand domestic demand as the U.S.-China trade friction intensifies. However, it is unlikely that a significant reduction in China's exports of low-priced steel products will materialize, and global slump in steel demand and the softening of steel market conditions are expected to continue. Demand for H-beams, the Group's main product, and other steel products used in civil engineering and construction is expected to remain generally lackluster, and intense price competition is projected to continue, with the exception of the U.S., which has implemented additional tariff measures. In response, at each of our locations, we will continue to implement measures against Chinese steel products, striving to secure sales volume, maintain metal margins, and lower costs.

(Billion yen)

	Consolidated results of the fiscal year ended March 31, 2025	Consolidated forecast for the fiscal year ending March 31, 2026
Net sales	168.2	164.0
Operating profit	11.4	6.0
Ordinary profit	54.4	56.0
Profit attributable to owners of parent	31.8	40.0

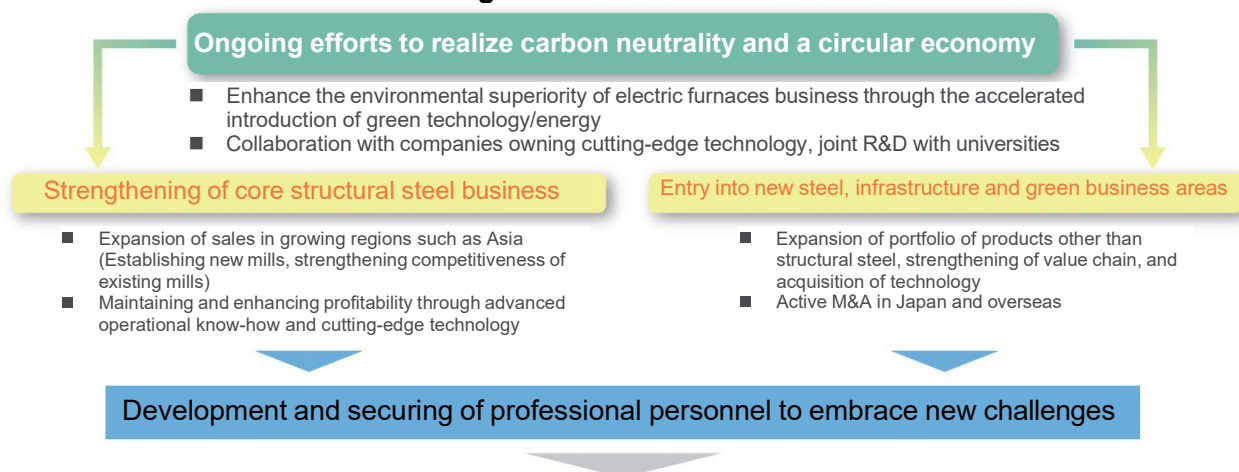
(Management issues)

Through its global steel business, the Group will continue initiatives aimed at realizing a sustainable society going forward, in accordance with its mission of contributing to the advancement of global society and the realization of rich regional communities.

The Group will also forge ahead with the priority strategies described in the “Vision 2030”, in preparation for achieving further growth in the business. In preparation for realizing carbon neutrality and the circular economy, in terms of “strengthening of core structural steel business” we will expand sales in growing regions such as Asia, and maintain and enhance profitability of each location through advanced operational know-how and cutting-edge technology. In terms of “entry into new steel, infrastructure and green business areas,” through an active program of M&A and other measures both in Japan and overseas we will embrace the challenge of expanding the product portfolio, strengthening the value chain, and acquiring technology, while focusing even more tightly on developing and securing the professional personnel needed to support these initiatives.

Vision 2030:

Achieve and solidify the No.1 position as the global leader in structural steel (volume and profitability), and continue to embrace challenges in new business areas



Creation of new value and contribution to the realization of a rich society as a global company

(3) Status of capital investment

During the period under review, the Company conducted capital investment totaling ¥16,296 million, primarily for investments in the renewal of press molding and electrical equipment in the Steel (Japan) segment and renewal and maintenance investments in the Steel (Thailand) segment.

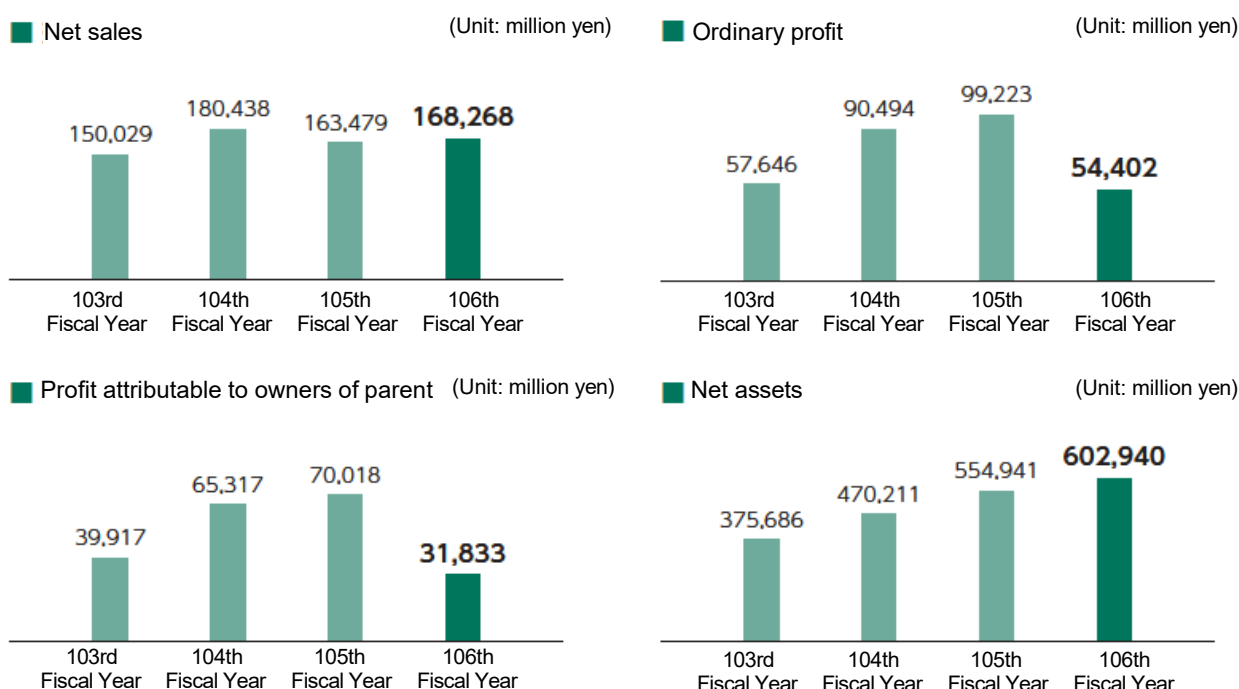
(4) Status of fund-raising

No financing through capital increases or the issuance of bonds took place during the period under review.

(5) Status of assets and profit/loss

	103rd Fiscal Year	104th Fiscal Year	105th Fiscal Year	106th Fiscal Year
Item	(from April 1, 2021 to March 31, 2022)	(from April 1, 2022 to March 31, 2023)	(from April 1, 2023 to March 31, 2024)	(from April 1, 2024 to March 31, 2025)
Net sales (Million yen)	150,029	180,438	163,479	168,268
Ordinary profit (Million yen)	57,646	90,494	99,223	54,402
Profit attributable to owners of parent (Million yen)	39,917	65,317	70,018	31,833
Basic earnings per share (Yen)	618.62	1,025.49	1,099.15	502.51
Total assets (Million yen)	414,928	515,000	608,783	657,481
Net assets (Million yen)	375,686	470,211	554,941	602,940

(Note) Earnings per share are calculated using the average number of shares issued during the period (excluding treasury shares).



2. Status of the Group (as of March 31, 2025)

(1) Major sales offices and factories

(The Company)

Name	Location of head office	Sales offices and factories
Yamato Kogyo Co., Ltd.	Himeji-shi, Hyogo	—

(Consolidated subsidiaries and affiliates accounted for by the equity method)

Name	Location of head office	Sales offices and factories
Yamato Steel Co., Ltd.	Himeji-shi, Hyogo	Tokyo Branch (Minato-ku, Tokyo) Osaka Branch (Nishi-ku, Osaka)
Yamato Trackwork System Co., Ltd.	Himeji-shi, Hyogo	Tokyo Branch (Minato-ku, Tokyo) Osaka Branch (Nishi-ku, Osaka) Kyushu Sales Office (Hakata-ku, Fukuoka-shi)
Yamato Shoji Co., Ltd.	Himeji-shi, Hyogo	—
Matsubara Techno Co., Ltd.	Kako-gun, Hyogo	—
Yamato Korea Holdings Co., Ltd.	South Korea	—
Yamato Kogyo America, Inc.	United States	—
Yamato Kogyo (U.S.A.) Corporation	United States	—
Yamato Holding Corporation	United States	—
Siam Yamato Steel Co., Ltd.	Thailand	—
PT Garuda Yamato Steel	Indonesia	—
Nucor-Yamato Steel Company	United States	—
Arkansas Steel Associates LLC	United States	—
SULB Company BSC (c)	Bahrain	—
United Steel Company ("Sulb") Bahrain venture Co. W. L. L.	Bahrain	—
United SULB Company ("Saudi Sulb") LLC	Saudi Arabia	—
Posco Yamato Vina Steel Joint Stock Company	Vietnam	—
YK Steel Corporation	South Korea	—

(2) Major lenders

There were no significant borrowings.

In order to enable stable, flexible and efficient financing for future demand for funding, the Company has concluded a specified commitment line contract (syndication type commitment line contract) with three financial institutions.

(3) Status of major subsidiaries and affiliates

(Subsidiaries)

Name	Share capital or investments in capital	The Company's percentage of voting rights (including indirect holdings)	Main businesses
Yamato Holding Corporation	USD 46,000	100.00%	Investment in joint venture Nucor-Yamato Steel Company (25.00%)
Yamato Kogyo (U.S.A.) Corporation	USD 14,000	100.00%	Investment in joint venture Nucor-Yamato Steel Company (24.00%) Investment in joint venture Arkansas Steel Associates LLC (50.00%) Investment in Yamato Korea Holdings Co., Ltd. (75.00%)
Yamato Kogyo America, Inc.	USD 13,000	100.00%	Management of Yamato Holding Corporation and Yamato Kogyo (U.S.A.) Corporation
Yamato Steel Co., Ltd.	¥450 million	100.00%	Business related to the manufacture and sale of steel products and heavy industry products
Yamato Trackwork System Co., Ltd.	¥310 million	100.00%	Businesses related to the manufacture and sale of trackwork materials
Yamato Korea Holdings Co., Ltd.	KRW 5,937 million	100.00%	Business related to leasing of real estate Investment in joint venture YK Steel Corporation (30.00%)
Siam Yamato Steel Co., Ltd.	THB 3,000 million	64.18%	Businesses related to the manufacture and sale of steel products
PT Garuda Yamato Steel	IDR 6,375,951 million	80.00%	Businesses related to the manufacture and sale of steel products
Yamato Shoji Co., Ltd.	¥38 million	81.82%	Business related to transportation, medical waste processing and leasing of real estate
Matsubara Techno Co., Ltd.	¥20 million	100.00%	Manufacture and sale of counterweights Design, manufacture, installation and sale of plant equipment

(Note) The figures in parentheses under "Main businesses" indicate the percentages of investment in the respective companies.

(Affiliates)

Name	Share capital or investments in capital	The Company's percentage of voting rights (including indirect holdings)	Main businesses
Nucor-Yamato Steel Company	USD 185 million	49.00%	Businesses related to the manufacture and sale of steel products
Arkansas Steel Associates LLC	USD 26 million	50.00%	Business related to the manufacture and sale of steel products and trackwork materials
SULB Company BSC (c)	USD 705 million	49.00%	Businesses related to the manufacture and sale of steel products
United Steel Company ("Sulb") Bahrain venture Co. W. L. L.	USD 75 million	49.00%	Investment in joint venture United SULB Company ("Saudi Sulb") LLC
United SULB Company ("Saudi Sulb") LLC	SAR 206 million	49.00%	Businesses related to the manufacture and sale of steel products
Posco Yamato Vina Steel Joint Stock Company	VND 8,345,225 million	49.00%	Businesses related to the manufacture and sale of steel products
YK Steel Corporation	KRW 5,924 million	30.00%	Businesses related to the manufacture and sale of steel products

(4) Status of employees

1) Status of employees of corporate group

Number of employees	Change from end of previous fiscal year
2,585	Increased by 1,171

(Notes) 1. The number of employees is the number of personnel employed and excludes temporary employees.

2. The main reason for the increase in the number of employees compared to the end of the previous fiscal year is that PT Garuda Yamato Steel was made a consolidated subsidiary.

2) Status of employees of the Company

Number of employees	Change from end of previous fiscal year	Average age	Average years of service
106	Increased by 18	39.1	8.9 years

(Note) The number of employees is the number of personnel employed and excludes temporary employees and seconded employees.

3. Matters Regarding the Company's Shares (as of March 31, 2025)

- (1) Total number of authorized shares: 171,257,770 shares
- (2) Total number of issued shares: 65,000,000 shares (including 1,723,173 treasury shares)
- (3) Number of shareholders: 13,842
- (4) Status of major shareholders (top ten)

Shareholder name	Number of shares held	Percentage of shares held
Hiroyuki Inoue	7,661 thousand shares	12.11%
The Master Trust Bank of Japan, Ltd. (Trust Account)	7,446 thousand shares	11.77%
Inoue Real Estate Ltd.	4,592 thousand shares	7.26%
Mitsui & Co., Ltd.	4,573 thousand shares	7.23%
Custody Bank of Japan, Ltd. (Trust Account)	3,184 thousand shares	5.03%
SMBC Trust Bank Ltd. (Sumitomo Mitsui Banking Corporation Pension Trust Account)	2,837 thousand shares	4.48%
Kimiko Inoue	1,739 thousand shares	2.75%
Mizuho Bank, Ltd.	1,675 thousand shares	2.65%
SEC CARBON, LIMITED	1,307 thousand shares	2.07%
Yamato Shoji Co., Ltd.	1,162 thousand shares	1.84%

(Note) The Company holds 1,723,173 treasury shares but is not included in the list of major shareholders above. The percentages of shares are calculated by excluding treasury shares.

(5) Other important matters regarding shares

At the Board of Directors meeting held on October 31, 2024, the Company on the following matters concerning the acquisition of treasury shares, pursuant to Article 156 of the Companies Act of Japan, as applied with necessary modifications under Article 165, Paragraph 3 of the same Act.

Type of shares to be repurchased:	Shares of common stock of the Company
Total number of shares to be repurchased:	Up to 3,000,000 shares (4.64% of the total number of issued shares, excluding treasury shares)
Total amount of repurchase price:	Up to 25,500,000,000 yen
Repurchase period:	From November 1, 2024 to October 31, 2025

Repurchases during the fiscal year under review were as follows.

Type of shares repurchased:	Shares of common stock of the Company
Total number of shares repurchased:	1,416,800 shares
Total amount of repurchase price:	11,003,311,900 yen
Repurchase period:	From November 1, 2024 to March 31, 2025

(6) Status of shares granted to the Company's officers as consideration for the execution of duties in the fiscal year under review

The details of share-based remuneration granted during the fiscal year under review are as follows.

The Company has introduced a restricted share-based remuneration system for the Company's Directors other than Outside Directors and Part-time Directors for the purpose of sustained improvement of corporate value by increasing shared value with shareholders through the holding of shares.

Item	Number of shares	Number of recipients of shares
Directors (excluding Outside Directors and Part-time Directors)	3,317 shares	5

(Note) In addition to the above, 3,446 shares have been granted to two Executive Officers of the Company, and to six Directors and one Executive Officer of subsidiaries of the Company.

4. Matters Regarding Company Officers

(1) Status of company officers (as of March 31, 2025)

Name	Current position and responsibilities in the Company	Significant concurrent positions outside the Company
Hiroyuki Inoue	Chairman	
Mikio Kobayashi	Representative Director, President	
Kazuhiro Tsukamoto	Representative Director, Managing Executive Officer in charge of General Affairs Department, HR Department, IT Department, and Sustainability Management Department	
Nobuo Oki	Director; Chief Production Officer, Posco Yamato Vina Steel Joint Stock Company	
Damri Tunshevavong	Director	
Takenosuke Yasufuku	Director	Representative Director and President, KOBE SHU-SHIN-KAN BREWERIES, LTD.
Kiyoshige Akamatsu	Director	
Kunitoshi Takeda	Director	
Motomu Takahashi	Director	
Pimjai Wangkiat	Director	
Kengo Nakaya	Audit & Supervisory Board Member (full-time)	
Shigeaki Katayama	Audit & Supervisory Board Member (full-time)	
Mikio Nakajo	Audit & Supervisory Board Member	Representative Partner, Sawada Nakajo Mori Law Office; Outside Director (Audit and Supervisory Committee Member), MORESCO Corporation

- (Notes) 1. At the 105th Ordinary General Meeting of Shareholders held on June 25, 2024, Nobuo Oki was newly elected as Director and assumed office.
2. Directors Kiyoshige Akamatsu, Kunitoshi Takeda, Motomu Takahashi and Pimjai Wangkiat are Outside Directors specified under Article 2, Item (xv) of the Companies Act.
3. Audit & Supervisory Board Members Shigeaki Katayama and Mikio Nakajo are Outside Corporate Auditors specified under Article 2, Item (xvi) of the Companies Act.
4. Directors Kiyoshige Akamatsu, Kunitoshi Takeda, Motomu Takahashi and Pimjai Wangkiat, and Audit & Supervisory Board Members Shigeaki Katayama and Mikio Nakajo have been registered with the Tokyo Stock Exchange as independent officers.
5. Audit & Supervisory Board Member Shigeaki Katayama has many years of experience in financial institutions, and has considerable knowledge related to finance and accounting.
6. Changes in the positions and responsibilities of Directors during the fiscal year under review were as follows.
- Please note that Mr. Katsumasa Kohata and Mr. Kazumi Yonezawa resigned as Directors on April 30, 2024, and August 31, 2024, respectively.

Name	New role	Previous role	Effective date
Katsumasa Kohata	Advisor	Representative Director, Executive Vice President; Chief Technology Officer (Steel Business) in charge of Technology Management Department	Apr. 30, 2024
Kazumi Yonezawa	Managing Executive Officer	Representative Director, Managing Executive Officer in charge of General Affairs Department, HR Department and IT Department	Aug. 31, 2024
Kazuhiro Tsukamoto	Representative Director, Managing Executive Officer in charge of General Affairs Department, HR Department, IT Department, and Sustainability Management Office	Director, Managing Executive Officer in charge of Global Business Department and Sustainability Management Office	Sep. 1 2024

7. Changes in the positions and responsibilities of Director after the fiscal year under review were as follows.

Name	New role	Previous role	Effective date
Nobuo Oki	Director, Executive Officer in charge of Technology Management Department and Technology Development Department	Director; Chief Production Officer, Posco Yamato Vina Steel Joint Stock Company	Apr. 1, 2025

(2) Overview of content of agreements limiting liability

The Company has entered into agreements limiting liability with Damri Tunshevavong, Takenosuke Yasufuku, Kiyoshige Akamatsu, Kunitoshi Takeda, Motomu Takahashi, Pimjai Wangkiat, Kengo Nakaya, Shigeaki Katayama and Mikio Nakajo pursuant to Article 427, Paragraph 1 of the Companies Act. The limit on liability for compensation for damages pursuant to the agreements is the minimum liability amount specified in Article 425, Paragraph 1 of the Companies Act.

(3) Overview of directors and officers liability insurance policy

The Company has entered into a directors and officers liability insurance policy pursuant to Article 430-3, Paragraph 1 of the Companies Act with an insurance company, and damages arising from being held liable for the execution of duties by the insured and being subject to claims seeking such liability are covered by the insurance policy. However, damages, etc. caused by acts conducted while aware of a violation of laws and regulations are excluded from coverage to ensure the appropriateness of execution of duties of the insured is not impaired.

The insured under the insurance policy are the Directors, Audit & Supervisory Board Members and Executive Officers of the Company and certain subsidiaries, and the Company bears the cost of all insurance premiums.

(4) Remuneration, etc. for company officers

1) Total amount of remuneration, etc. of Directors and Audit & Supervisory Board Members

4) Total amount of remuneration, etc. of Directors and Audit & Supervisory Board Members						
Type of officer	Total amount of remuneration, etc. (Million yen)	Total amount of remuneration, etc. by type (Million yen)				Number of recipients
		Monetary remuneration			Non-financial remuneration, etc.	
		Total	Base remuneration	Performance-linked remuneration, etc.		
Directors (Outside Directors)	545 (64)	518 (64)	274 (64)	244 (-)	26 (-)	12 (4)
Audit & Supervisory Board Members (Outside Audit & Supervisory Board Members)	65 (38)	65 (38)	65 (38)	- (-)	- (-)	3 (2)

(Note) The non-financial remuneration, etc. consists of the Company's restricted share-based remuneration, which is set to no more than ¥100 million annually and separately from the amount of up to ¥720 million in monetary remuneration.

2) Matters regarding resolutions of the General Meeting of Shareholders on remuneration, etc. of Directors and Audit & Supervisory Board Members

The amount of remuneration of the Company's Directors was approved to be up to ¥720 million per year (including up to ¥70 million per year for Outside Directors) in the 104th Ordinary General Meeting of Shareholders held on June 29, 2023. The number of Directors as of the conclusion of the relevant General Meeting of Shareholders was 11 (including four Outside Directors).

Furthermore, the Company introduced a "restricted share-based remuneration system" at the 102nd Ordinary General Meeting of Shareholders held on June 29, 2021, which resolved to make the total amount of monetary claims paid to Directors pursuant to the system up to ¥100 million per year apart from the above remuneration limit. The number of Directors eligible for share-based remuneration as of the conclusion of the relevant General Meeting of Shareholders was five (excluding Outside Directors and Part-time Directors).

The amount of remuneration of Audit & Supervisory Board Members was resolved to be up to ¥75 million per year in the 98th Ordinary General Meeting of Shareholders held on June 29, 2017. The number of Audit & Supervisory Board Members as of the conclusion of the relevant General Meeting of Shareholders was three.

3) Matters concerning the policy on determining the remuneration, etc. of individual Directors

The policy on determination of the remuneration, etc. of individual Directors is specified as follows.

- Remuneration of the Company's Directors (excluding Outside Directors and Part-time Directors) is paid at a fixed time every month as monthly remuneration made up of fixed portion of remuneration determined based on comprehensive consideration of the responsibility to supervise management of the Company in addition to the responsibility to contribute to Group management and position, etc., and the performance-linked portion of remuneration determined according to the level of achievement of performance targets and individual evaluations, etc. The total amount of remuneration of Directors was specified as being up to ¥720 million per year at the 104th Ordinary General Meeting of Shareholders held on June 29, 2023. Furthermore, at the 102nd Ordinary General Meeting of Shareholders held on June 29, 2021, as part of the review of the officer remuneration system, a decision was made to pay remuneration for the granting of restricted shares to eligible Directors for the purpose of providing the Company's Directors (excluding Outside Directors and Part-time Directors) an incentive for the sustained enhancement of the Company's corporate value and further promoting the sharing of value with shareholders, and the total amount of monetary claims paid to eligible Directors under the system is specified as being up to ¥100 million per year apart from the above remuneration limit. Remuneration for granting restricted shares is allocated at a fixed time every year. The amount of remuneration of individual Directors is determined within the remuneration limit resolved by the General Meeting of Shareholders by the Representative Director, President delegated by the Board of Directors based on deliberation and recommendations of the Remuneration Committee.
- The indicator for performance-linked remuneration is consolidated ordinary profit, etc. and the

standard value is set based on the consolidated ordinary profit under the annual business plan, with a coefficient table being set with a minimum of 0 and a maximum of 2.0 according to annual performance. The coefficient is used as a multiplier for the standard amount of performance-linked remuneration for each position to calculate individual performance-linked remuneration every year.

- The percentages of payment of fixed remuneration, performance-linked remuneration and restricted share-based remuneration vary depending on the fiscal year's performance and position, but are generally designed to be 50% fixed remuneration, 40% performance-linked remuneration and 10% restricted share-based remuneration.
- A voluntary Remuneration Committee chaired by an Outside Director has been established to ensure the transparency and objectivity of determination of remuneration of Directors, and the Remuneration Committee conducts reviews of the officer remuneration system (such as reviews of remuneration levels, performance evaluation KPIs and standard values) with consideration for the management environment and general remuneration levels, and deliberates upon the remuneration of Directors and makes recommendations to the Board of Directors based on consultation with the Board of Directors.

The policy on determination of remuneration, etc. is determined by the Board of Directors based on deliberation in the Remuneration Committee. When determining the details of remuneration, etc. of individual Directors for the fiscal year under review, the Remuneration Committee conducted multifaceted consideration of the original proposal including consistency with the determination policy, and the Board of Directors respected these recommendations and found them to be in line with the determination policy.

4) Matters concerning performance-linked remuneration, etc.

The indicator for performance-linked remuneration is consolidated ordinary profit, etc. and the reason for choosing this indicator is to clarify responsibility to the Group's overall performance. The standard value is set based on the consolidated ordinary profit under the annual business plan, with a coefficient table being set with a minimum of 0 and a maximum of 2.0 according to annual performance. The coefficient is used as a multiplier for the standard amount of performance-linked remuneration for each position to calculate individual performance-linked remuneration every year. The actual result of the indicator for performance-linked remuneration (consolidated ordinary profit) in the fiscal year under review (using the figures for the fiscal year ended March 31, 2024) was ¥99.2 billion (coefficient 2.0).

5) Matters concerning the delegation of determination of the remuneration, etc. of individual Directors

The determination of specific details of individual remuneration of Directors within the amount of remuneration, etc. resolved by the General Meeting of Shareholders is delegated to Representative Director, President Mikio Kobayashi by resolution of the Board of Directors. The reason for delegation to the Representative Director, President is because it was determined that he has the greatest knowledge of the Group such as the environment surrounding the Group and the management condition of the Group, and is capable of comprehensively determining the amounts of remuneration of officers. Steps have been taken to ensure authority is exercised appropriately without making arbitrary decisions due to decisions being made after deliberation by the voluntary Remuneration Committee chaired by an Outside Director.

(5) Matters regarding outside officers

- 1) Significant concurrent positions and relationships with entities where such positions are held Audit & Supervisory Board Member Mikio Nakajo concurrently serves as Representative Partner of Sawada Nakajo Mori Law Office and an Outside Director who is an Audit and Supervisory Committee Member of MORESCO Corporation, but there are no significant transactions or special relationships with these.

2) Status of the main activities of outside officers

Item	Name	Status of main activities
Outside Directors	Kiyoshige Akamatsu	He attended all six meetings of the Board of Directors held in the fiscal year under review, and made comments required for the deliberation of proposals. Furthermore, he provided advice, etc. for the enhancement of the Company's medium- to long-term corporate value, served as chair of the voluntary Nomination Committee and Remuneration Committee, and fulfilled the important role of supervising management from an independent and objective perspective.
	Kunitoshi Takeda	He attended all six meetings of the Board of Directors held in the fiscal year under review, and made comments required for the deliberation of proposals. Furthermore, he provided advice, etc. for the enhancement of the Company's medium- to long-term corporate value, served as a member of the voluntary Nomination Committee and Remuneration Committee, and fulfilled the important role of supervising management from an independent and objective perspective.
	Motomu Takahashi	He attended all six meetings of the Board of Directors held in the fiscal year under review, and made comments required for the deliberation of proposals. Furthermore, he provided advice, etc. for the enhancement of the Company's medium- to long-term corporate value, served as a member of the voluntary Nomination Committee and Remuneration Committee, and fulfilled the important role of supervising management from an independent and objective perspective.
	Pimjai Wangkiat	She attended all six meetings of the Board of Directors held in the fiscal year under review, and made comments required for the deliberation of proposals. Furthermore, she provided advice, etc. for the enhancement of the Company's medium- to long-term corporate value.
Outside Audit & Supervisory Board Members	Shigeaki Katayama	He attended all six meetings of the Board of Directors held in the fiscal year under review, and made comments required for the deliberation of proposals. Similarly, he attended all 12 meetings of the Audit & Supervisory Board held in the fiscal year under review, exchanged opinions on audit results and conducted discussion of important matters related to auditing.
	Mikio Nakajo	He attended all six meetings of the Board of Directors held in the fiscal year under review, and made comments required for the deliberation of proposals. Similarly, he attended all 12 meetings of the Audit & Supervisory Board held in the fiscal year under review, exchanged opinions on audit results and conducted discussion of important matters related to auditing.

(Note) Six meetings of the Board of Directors and 12 meetings of the Audit & Supervisory Board were held in the fiscal year under review.

5. Matters Regarding the Accounting Auditor

(1) Name of accounting auditor

PricewaterhouseCoopers Japan LLC

(2) Amount of remuneration, etc. of accounting auditor for the fiscal year under review

(Million yen)

Amount of remuneration for services under Article 2, Paragraph 1 of the Certified Public Accountants Act	62
Total amount of money or other economic benefits to be paid by the Company and the Company's subsidiaries	62

(Note) The audit agreement between the Company and the accounting auditor does not differentiate between the amount of remuneration for auditing under the Companies Act and the amount of remuneration for auditing pursuant to the Financial Instruments and Exchange Act. Therefore, the above amounts are stated as the totals for these.

(3) Matters regarding audits of subsidiaries

The Company's subsidiaries located overseas are audited by certified public accountants or audit firms other than PricewaterhouseCoopers Japan LLC.

(4) Consent on the amount of remuneration, etc. of the accounting auditor

The Audit & Supervisory Board has provided consent under Article 399, Paragraph 1 of the Companies Act for the remuneration, etc. of the accounting auditor as a result of comparing the audit plan and results for the previous fiscal year and confirming the audit time and remuneration, and verifying the appropriateness of the scheduled audit time and remuneration for the fiscal year under review based on the Practical Guideline on Coordination with Accounting Auditors published by Japan Audit & Supervisory Board Members Association.

(5) Policies for determination of dismissal or refusal of reelection of the accounting auditor

If it is found that there is an impediment to the appropriate execution of duties of the accounting auditor, the Audit & Supervisory Board determines the content of a proposal for the dismissal or refusal of reelection of the accounting auditor for the General Meeting of Shareholders.

If it is found that any of the items under Article 340, Paragraph 1 of the Companies Act applies to the accounting auditor, the Audit & Supervisory Board will dismiss the accounting auditor based on the consent of all Audit & Supervisory Board Members. In this case, an Audit & Supervisory Board Member selected by the Audit & Supervisory Board Members will report the dismissal of the accounting auditor and the reason of dismissal in the first General Meeting of Shareholders held after the dismissal.

(Note) The amounts stated in this Business Report are rounded down to the nearest unit represented.

Consolidated Financial Statements
Consolidated Balance Sheets (As of March 31, 2025)

(Unit: million yen)

Item	Amount	Item	Amount
Assets		Liabilities	
Current assets	310,115	Current liabilities	25,265
Cash and deposits	224,968	Notes and accounts payable - trade	10,197
Notes receivable - trade	0	Current portion of long-term borrowings	1,174
Accounts receivable - trade	24,054	Accounts payable - other	3,761
Merchandise and finished goods	24,530	Accrued expenses	3,394
Work in process	891	Income taxes payable	2,190
Raw materials and supplies	29,797	Advances received	1,858
Other	5,893	Provision for bonuses	862
Allowance for doubtful accounts	(21)	Other	1,824
		Non-current liabilities	29,275
Non-current assets	347,365	Long-term borrowings	782
Property, plant and equipment	115,119	Deferred tax liabilities	20,057
Buildings and structures	21,324	Retirement benefit liability	3,145
Machinery, equipment and vehicles	55,791	Other	5,290
Tools, furniture and fixtures	724	Total liabilities	54,540
Land	29,882		
Construction in progress	5,198	Net assets	
Other	2,197	Shareholders' equity	420,369
Intangible assets	17,746	Share capital	7,996
Goodwill	13,895	Capital surplus	228
Other	3,851	Retained earnings	424,470
Investments and other assets	214,499	Treasury shares	(12,326)
Investment securities	74,427	Accumulated other comprehensive income	137,203
Investments in capital	110,827	Valuation difference on available-for-sale securities	10,463
Long-term loans receivable from subsidiaries and associates	21,673	Foreign currency translation adjustment	126,419
Retirement benefit asset	1,513	Remeasurements of defined benefit plans	321
Other	6,132	Non-controlling interests	45,367
Allowance for doubtful accounts	(74)		
		Total net assets	602,940
Total assets	657,481	Total liabilities and net assets	657,481

Consolidated Statements of Income (from April 1, 2024 to March 31, 2025)

(Unit: million yen)

Item	Amount	
Net sales		168,268
Cost of sales		138,740
Gross profit		29,527
Selling, general and administrative expenses		18,033
Operating profit		11,493
Non-operating income		
Interest income and dividend income	12,820	
Equity in earnings of affiliates	27,773	
Foreign exchange gains	1,756	
Other	1,229	43,580
Non-operating expenses		
Interest expenses	253	
Loss on valuation of derivatives	209	
Loss on disaster	35	
Other	174	671
Ordinary profit		54,402
Extraordinary income		
Gain on sale of non-current assets	25	
Gain on sale of investment securities	101	126
Extraordinary losses		
Loss on retirement of non-current assets	499	
Provision for loss on litigation	118	
Other	26	645
Profit before income taxes		53,883
Income taxes - current	20,470	
Income taxes - deferred	(578)	19,892
Profit		33,991
Profit attributable to non-controlling interests		2,157
Profit attributable to owners of parent		31,833

Non-consolidated Financial Statements
Balance Sheets (As of March 31, 2025)

		(Unit: million yen)	
Item	Amount	Item	Amount
Assets		Liabilities	
Current assets	17,810	Current liabilities	1,828
Cash and deposits	16,874	Accounts payable - other	591
Accounts receivable - trade	369	Accrued expenses	704
Accounts receivable - other	375	Income taxes payable	275
Other	191	Provision for bonuses	154
Allowance for doubtful accounts	(0)	Other	104
Non-current assets	129,972	Non-current liabilities	5,983
Property, plant and equipment	4,334	Long-term accounts payable - other	814
Buildings	1,990	Deferred tax liabilities	4,899
Structures	202	Retirement benefit liability	240
Machinery and equipment	5	Other	29
Vehicles	26	Total liabilities	7,812
Tools, furniture and fixtures	128	Net assets	
Land	1,315	Shareholders' equity	129,808
Construction in progress	627	Share capital	7,996
Other	38	Capital surplus	72
		Other capital surplus	72
Intangible assets	54	Retained earnings	133,707
		Legal retained earnings	1,999
Investments and other assets	125,583	Other retained earnings	131,708
Investment securities	19,421	Reserve for specific purpose	42
Shares of subsidiaries and affiliates	83,845	General reserve	26,090
Long-term loans receivable from subsidiaries and associates	21,673	Retained earnings brought forward	105,575
Other	716	Treasury shares	(11,967)
Allowance for doubtful accounts	(74)	Valuation and translation adjustments	10,162
		Valuation difference on available-for-sale securities	10,162
Total assets	147,783	Total net assets	139,971
		Total liabilities and net assets	147,783

Statements of Income (from April 1, 2024 to March 31, 2025)

(Unit: million yen)

Item	Amount	
Operating income		74,830
Operating expenses		
Selling, general and administrative expenses		4,246
Operating profit		70,583
Non-operating income		
Interest income and dividend income	1,939	
Other	32	1,971
Non-operating expenses		
Interest expenses	123	
Foreign exchange losses	69	
Loss on investments in investment partnerships	58	
Other	7	258
Ordinary profit		72,296
Extraordinary income		
Gain on sale of non-current assets	2	
Gain on sale of investment securities	48	51
Extraordinary losses		
Loss on retirement of non-current assets	345	
Loss on valuation of shares of subsidiaries and associates	26,683	
Other	347	27,377
Profit before income taxes		44,970
Income taxes - current	976	
Income taxes - deferred	(1,561)	(584)
Profit		45,555