

Governance

The Yamaha Group is executing highly transparent and healthy management through the strengthening of corporate governance structures, promotion of compliance, appropriate disclosure of information, and other measures in order to further strengthen the trust of all stakeholders.

Corporate Governance

Basic Policies for Corporate Governance

The Yamaha Group (hereinafter referred to as the “Yamaha Group” or “the Group”) aims to create a social that realizes the well-being of people around the world. To achieve this goal, we have set forth the Yamaha Philosophy as our Corporate Philosophy and our Promises to Stakeholders, which we have made to all related parties, and will work to ensure sustainable growth and to enhance the enterprise value over the medium-to-longer term. At the same time, based on the “Basic policies for corporate governance” presented below and the policies stated in Chapter I and thereafter, along with putting in place the organizational design, operating framework, and mechanisms as well as implementing various measures to manage the Company, we will carry out quality business management in a transparent manner through the appropriate disclosure of information.

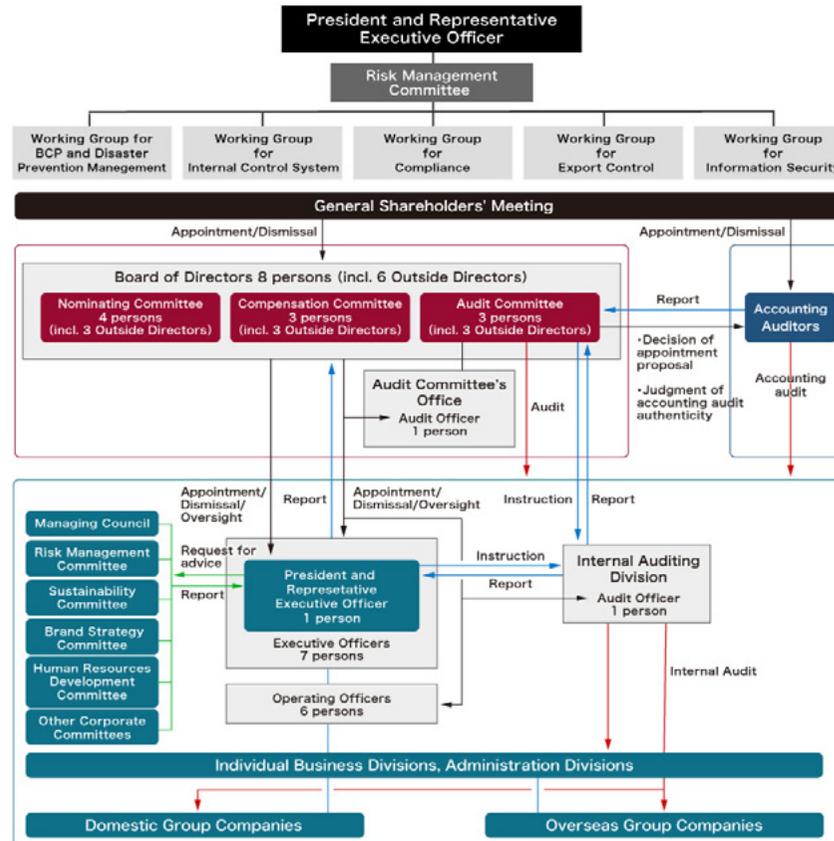
Basic policies for corporate governance

- From a shareholder’s perspective, ensure the rights and equal treatment of shareholders
- Taking into consideration our relationships with all stakeholders, proactively fulfill the Company’s social responsibilities
- Ensure that information is disclosed appropriately and the management is transparent
- By separating the oversight and executive functions and strengthening the oversight function, ensure that the Board of Directors is highly effective while at the same time executing decisions appropriately and with a sense of urgency
- Proactively engage in dialogue with shareholders

Basic Corporate Governance System

Yamaha Corporation (hereinafter referred to as “the Company”) made the transition to a Company with Three Committees (Nominating, Audit, and Compensation) from 2017, with the objectives of making a clear separation between the oversight and the execution in management, thereby enhancing the oversight function of the Board of Directors and speeding up the execution of business.

Corporate Governance Structure (as of June 20th, 2025)



Regarding the composition of the Board of Directors, the Company has appointed a Board with three-fourths (3/4) of the members from outside with a diversity of backgrounds and specialties, including persons with management experience in other industries. Also, by forming a Nominating Committee, Audit Committee, and Compensation Committee with a majority of independent Outside Directors as obligated by law, the Company can execute its oversight function with further transparency and objectivity. The Audit Committee will strengthen the oversight

function through audit by implementing validity checks in addition to legal checks, in cooperation with the Internal Audit Division. Also, as an official function under the Companies Act, the Company established the Executive Officer position to assume a direct responsibility to shareholders, and they have been delegated major authority from the Board of Directors. By having the Executive Officers functioning as important decision-makers in the execution of business operations, the Company is aiming to speed up this process. By implementing the abovementioned measures to strengthen the oversight functions and speed up the execution, the Company endeavors to further strengthen corporate governance and to continuously increase corporate value.

Governance Organization Personnel (as of June 20th, 2025)

		Male	Female
Directors	Total	6	2
	Outside Directors	4	2
Executive Officers	Total	7	0
	President and Representative Executive Officer	1	0
	Managing Executive Officer	2	0
Operating Officers	Total	5	1
Audit Officers	Total	2	0
Nominating Committee Members	Total	4	0
	Outside Directors	3	0
Audit Committee Members	Total	1	2
	Outside Directors	1	2
Compensation Committee Members	Total	3	0
	Outside Directors	3	0

Governance Organization Personnel, by Nationality (as of June 20th, 2025)

		Japan	Overseas
Directors	Total	7	1
	Outside Directors	5	1
Executive Officers	Total	7	0
	President and Representative Executive Officer	1	0
	Managing Executive Officers	2	0
Operating Officers		5	1
Audit Officers		2	0

[Directors and Officers >](#)

■ Directors and Board of Directors

The number of Directors of the Company is eight (8) as of June 20th, 2025 (six (6) of them are Outside Directors). The Board Meeting held monthly (in principle). In keeping with its fiduciary duty, the Board of Directors presses for the Group's sustainable growth and enhancement of enterprise value over the medium-to-longer term. The Board of Directors oversees the conduct of duties by the Executive Officers and the Directors, and makes decisions on important matters that are specified in laws and regulations, the Articles of Incorporation, and Regulations of the Board of Directors, including basic management policy. In addition, the Board of Directors supervises overall management of the Company through overseeing the succession plan for the Chief Executive Officer and other officers, selecting the members and the chairs of the Nominating Committee, Audit Committee, and the Compensation Committee, appointing Executive Officers,

Operating Officers and Audit Officers, approving transactions with related parties, and supervising the development and operation of the Internal Control Systems.

In keeping with its fiduciary duties, the Directors act to ensure the Company's sustainable growth and enhance its enterprise value over the medium-to-longer term, taking into consideration the relationships with all stakeholders.

To enhance the independence of the Board, the Chairman without authority to execute the Company's business will take on the position of chair the Board. Directors understand relevant laws and regulations and the Company's Articles of Incorporation and gather sufficient information in order to proactively express their opinions and engage in constructive discussions at the Board of Directors' meetings as elsewhere.

In accordance with the Article 26, Paragraph 2 of the Company's Articles of Incorporation under the Article 427, Paragraph 1 of the Companies Act, the Company has entered into agreements with non-operating director to limit their liability for damages caused by negligence in executing their duties.

The Board of Directors held a total of fourteen (13) meetings during the fiscal 2025 (from April 1, 2024 through March 31, 2025 the same shall apply hereinafter).

■ Nominating Committee

The number of members of Nominating Committee is four (4) as of June 20th, 2025 (three (3) of them are Outside Directors). The Nominating Committee decides on the content of the proposals to be submitted to the General Shareholders' Meeting for selection/dismissal of Directors and the content of proposals submitted to the Board of Directors for selection/dismissal of Executive Officers and Operating Officers. The Nominating Committee also implements the succession plan for the Chief Executive Officer and other officers through activities to develop human resources that can assume the positions of Director, Executive Officer, and Operating Officer.

The Nominating Committee held a total of four (4) meetings during the fiscal 2025.

■ Audit Committee

The number of members of Audit Committee is three (3) as of June 20th, 2025 (three (3) of them are Outside Directors). The chair shall be an Independent Outside Director. The Audit Committee, either working in collaboration with the Internal Auditing Division or conducting audits directly on its own initiative, audits the structure and operation of the internal control systems of the Company and other Group companies. Based on the results, the Audit Committee conducts audits to determine the legality and appropriateness of the conduct of duties by the Executive Officers and Directors.

When deemed necessary, members of the Audit Committee report to or express their opinions to the Board of Directors, or may issue cease and desist orders to Executive Officers and/or Directors. In addition, the Audit Committee may decide on proposals to be considered in the General Shareholders' Meeting, including the selection/dismissal of the accounting auditor.

The Audit Committee held a total of seventeen (17) meetings during the fiscal 2025.

■ Compensation Committee

The number of members of Compensation Committee is three (3) as of June 20th, 2025 (three (3) of them are Outside Directors). The Compensation Committee establishes policies regarding the setting of compensation for Directors, Executive Officers, and Operating Officers and, based on these policies, sets the compensation of such officers individually.

The Compensation Committee held a total of five (5) meetings during the fiscal 2025.

■ Executive Officers

The number of Executive Officers is seven (7) as of June 20th, 2025 (one (1) of them is the Representative Executive Officer

and two (2) of them are the Managing Executive Officers). The Executive Officers shall be responsible for the execution of business and will make important decisions from a Companywide perspective on matters related to the conduct of business that have been delegated to them by the Board of Directors and will be subject to the oversight of the Board of Directors.

■ Operating Officers

The number of Operating Officers is six (6) as of June 20th, 2025. The Operating Officers will execute the business activities they are responsible for from a Companywide perspective based on the important decisions related to conduct of business by the Board of Directors or the Executive Officers, under the oversight of the Executive Officers.

■ Audit Officers

The number of Audit Officers is two (2) as of June 20th, 2025. The Audit Officers will be responsible for auditing functions in the Yamaha Group as a member of the management team at the equivalent position as Operating Officers.

■ Process and Standards for Selecting Directors and Other Personnel

Regarding the selection of candidates for Director, the Nominating Committee selects candidates based on basic personal qualities and capabilities, competency, experience and record of achievements that are required of internal directors and outside directors as defined by their respective roles, and then decides on the content of selection proposals to be submitted to the General Shareholders' Meeting.

Regarding the selection of members and the chairs of the Nominating Committee, Audit Committee, and Compensation Committee, the Nominating Committee selects candidates based on personal qualities and capabilities as defined by the roles of each of these committees. The Nominating Committee then decides on the content of selection proposals to be submitted to

the Board of Directors. Note that for the selection of candidates for the members and the chair of the Audit Committee, the Nominating Committee gathers opinions from the Audit Committee in advance.

For Executive Officers, the Nominating Committees selects candidates based on basic personal qualities and capabilities, competency, experience, and record of achievements that are required of Executive Officers as defined by their respective roles, and then decides on the content of selection proposals to be submitted to the Board of Directors.

For Operating Officers, the Nominating Committee selects candidates based on personal qualities and capabilities they are required to play as defined by their respective roles, and then decides on the content of selection proposals to be submitted to the Board of Directors.

Reason for Appointment of Directors

Title	Name	Reason for appointment
Director	Takuya Nakata	Having served in positions such as General Manager of our Pro Audio & Digital Musical Instruments Division, President and Director of Yamaha Corporation of America, Mr. Takuya Nakata has a wealth of experience and achievements alongside broad insight in business. He led the Group as President and Representative Director since June 2013 and as Director, President and Representative Executive Officer since June 2017 after our transition to a Company with Three Committees (Nominating, Audit, and Compensation). Additionally, he had been a leader in Corporate Governance reform via initiatives such as the transition to a Company with Three Committees (Nominating, Audit, and Compensation), and had worked to strengthen the oversight function of the Board of Directors. He has been appointed as a director on expectations that he will help further strengthen the oversight function of the Board of Directors through these achievements and insights, etc.
Director	Atsushi Yamaura	Having experience in the development of new business and served in positions such as General Manager of Digital Musical Instruments Division, Executive General Manager of Musical Instruments Business Unit, and President of Yamaha Music & Electronics (China) Co., Ltd., Mr. Atsushi Yamaura has a wealth of experience and achievements alongside broad insight in business. He has led the Group as President and Representative Executive Officer since April 2024 and as Director, President and Representative Executive Officer since June 2024. He has been appointed as a director on expectations that he will help further strengthen the oversight function of the Board of Directors through these achievements and insights, etc.
Director	Paul Candland	Having been involved in management as the person responsible for the Asian region and Japanese arm of a global entertainment company, Mr. Paul Candland has a wealth of experience and achievements alongside broad insight as a corporate officer as well as broad knowledge of brand and marketing. Since assuming the position of Outside Director of the Company in June 2019, he has provided highly effective supervision while supporting the determination of major corporate actions and quick and decisive execution on decision-making, based on his wealth of achievements and insights, etc., as a corporate manager. He has been appointed as a director on expectations that he will help further strengthen the oversight function of the Board of Directors through these achievements and insights, etc.
Director	Hikomichi Shinohara	Having been involved in management as a representative director of one of the largest global communications and ICT companies in Japan, Mr. Hikomichi Shinohara has a wealth of experience and achievements alongside broad insight as a corporate officer. He also has wide-ranging and in-depth knowledge of communications systems and electronics. Since assuming the position of Outside Director of the Company in June 2021, he has provided highly effective supervision while supporting the determination of major corporate actions and quick and decisive execution on decision-making, based on his wealth of achievements and insights, etc., as a corporate officer. He has been appointed as a director on expectations that he will help further strengthen the oversight function of the Board of Directors through these achievements and insights, etc.
Director	Naoko Yoshizawa	Having been involved in management as an executive officer of one of the largest global electronics and ICT companies in Japan and as the CEO of its overseas group company, Ms. Naoko Yoshizawa has a wealth of experience and achievements alongside broad insight as a corporate officer. She also has a high degree of expertise in digital and AI technologies. Since assuming the position of Outside Director of the Company in June 2021, she has provided highly effective supervision while supporting the determination of major corporate actions and quick and decisive execution on decision-making, based on her wealth of achievements and insights, etc., as a corporate officer. She has been appointed as a director on expectations that she will help further strengthen the oversight function of the Board of Directors through these achievements and insights, etc.
Director	Naho Ebata	With a mastery of corporate law and corporate governance, as well as the field of intellectual property in Japan and overseas as an attorney, Ms. Naho Ebata has a high degree of expertise, wealth of experience and achievements alongside broad insight. Since assuming the position of Outside Director of the Company in June 2023, she has provided highly effective supervision while supporting the determination of major corporate actions and quick and decisive execution on decision-making, based on her high degree of expertise, wealth of achievements and insights, etc. She has been appointed as a director on expectations that she will help further strengthen the oversight function of the Board of Directors through these achievements and insights, etc.
Director	Shuji Ito	Having been involved in management as a representative director, president and CEO of one of the largest snack and food manufactures in Japan, Mr. Shuji Ito has a wealth of experience and achievements alongside broad insight as a corporate officer. He also has in-depth knowledge of marketing. He has been appointed as a director on expectations that he will help further strengthen the oversight function of the Board of Directors through these achievements and insights, etc.
Director	Saimon Nogami	Having been involved in management as a representative executive officer of one of the largest global industrial machinery manufactures in Japan, Mr. Saimon Nogami has a wealth of experience and achievements alongside broad insight as a corporate officer. He also has in-depth knowledge of corporate planning and finance. He has been appointed as a director on expectations that he will help further strengthen the oversight function of the Board of Directors through these achievements and insights, etc.

* The Company has registered six (6) Outside Directors — Paul Candland, Hikomichi Shinohara, Naoko Yoshizawa, Naho Ebata, Shuji Ito and Saimon Nogami — as independent directors pursuant to Tokyo Stock Exchange provisions (as of June 20th, 2025).

Expertise held by the Company's Directors

Directors		Corporate management	Legal and risk management	Finance and accounting	IT and digital	Manufacturing, technology, and R&D	Marketing and sales	Global
Takuya Nakata		x			x	x	x	x
Atsushi Yamaura		x			x	x		x
Paul Candland	Outside	x			x		x	x
Hiromichi Shinohara	Outside	x			x	x		x
Naoko Yoshizawa	Outside	x			x	x		x
Naho Ebata	Outside		x					x
Shuji ito	Outside	x				x	x	x
Saimon Nogami	Outside	x	x	x				x

Major Activities by Outside Directors in the fiscal 2025

		Board of Directors	Nominating Committee	Audit Committee	Compensation Committee
Total meetings held		13	4	17	5
Outside Director Yoshihiro Hidaka	Attended	5	1	-	2
	Attendance rate*	83%	50%	-	100%
Outside Director Mikio Fujitsuka	Attended	13	-	17	-
	Attendance rate*	100%	-	100%	-
Outside Director Paul Candland	Attended	13	4	-	5
	Attendance rate*	100%	100%	-	100%
Outside Director Hiromichi Shinohara	Attended	13	4	-	5
	Attendance rate*	100%	100%	-	100%
Outside Director Naoko Yoshizawa	Attended	13	-	17	-
	Attendance rate*	100%	-	100%	-
Outside Director Naho Ebata	Attended	13	-	17	-
	Attendance rate*	100%	-	100%	-

* The attendance rate denominator is the total number of meetings held during each person's term of service

Support system for Outside Directors

In principle, materials for meetings of the Board of Directors are posted on the database system of the intranet at least three days prior to ensure that Outside Directors can share information, and each Outside Director receives explanations regarding proposals if necessary. Details of deliberations at the Managing Council and internal regulations are also shared through the same database system.

In addition, the secretariat provides Outside Directors with information regarding major events at the Company and analyst reports as needed.

Development of Internal Control System

Based on the Companies Act and Ordinances for the Enforcement of the Companies Act, the Company has put in place systems to secure the proper conduct of its business activities (hereinafter referred to as "Internal Control Systems"). The aims of these systems are conducting business efficiently, securing the reliability of reporting, securing strict compliance with laws and regulations, preserving the value of Company assets, and strengthening risk management. The Company has structured the Internal Control Systems for the Group as a whole, based on the "Group Management Charter," which sets forth basic Group management policies, and the "Group Internal Control Regulations," which sets internal control policy for the Group. Regarding decisions on the status of management and on issues with some degree of importance which may have an effect on the management condition of the Group, Subsidiaries are required to receive approval from the Company in advance and report certain items to the Company.

Information Relating to Conflicts of Interest

When engaging in transactions with Directors, Executive Officers, or close relatives thereof, necessary systems shall be put in place and monitored to ensure that they are not detrimental to the Company or its shareholders' common interests. With the approval of the Board of Directors pursuant to the Companies Act, the results of related party transactions shall be reported after a transaction is completed.

Policy and Status Concerning Executive Officer Remuneration

Remunerations for Directors

Individual amounts and policy regarding the compensation of Directors and Executive Officers have been determined in the Compensation Committee.

Compensation for Directors (excluding Outside Directors) and Executive Officers will consist of (i) fixed compensation, (ii) performance-linked bonuses, and (iii) compensation in the form of restricted stock (restricted stock compensation). The approximate breakdown of total compensation of (i), (ii), and (iii) will be 5:3:2.

(1) Fixed compensation is monetary compensation according to job titles and is paid monthly.

(2) Performance-linked bonuses are monetary compensation according to job titles that is linked with consolidated profit for the period and ROE for the current fiscal year and will be calculated, reflecting the individual's record of performance, in order to motivate individuals to contribute to enhancement of the Company's performance. These bonuses are paid after the completion of the applicable fiscal year. The individual's performance will be evaluated based on indicators of performance set by business and function in each area the individual is responsible for.

(3) Restricted stock compensation is share-based compensation according to job titles and has been provided as lump sum for three (3) fiscal years at 199 fiscal year which is the first year of the Medium-Term Management Plan "Make Waves 2.0" with the intent of motivating the Directors and Executive Officers to enhance corporate value sustainably and having them share a common interest with shareholders. In order to motivate the Directors and Executive Officers to achieve the Company's performance goals in the medium term, one-third (1/3) of restricted stock compensation is paid under the condition that an individual remains in the service of the Company for a certain period and two-thirds (2/3) of restricted stock compensation is linked to the Company's

performance. The Company's performance will be measured using "financial targets," "non-financial targets," and "corporate value targets" as performance indicators. Financial targets and non-financial targets are indexed by the management targets set forth in the Medium-Term Management Plan, while corporate value targets are indexed by the total shareholder return (TSR). The ratio of impact on compensation in the form of restricted stock is planned as follows. Financial Targets: Non-Financial Targets: Corporate Value Targets = 50%: 30%: 20%. Transfer restrictions shall remain effective until the retirement of Director or Executive Officer or for thirty (30) years from the receipt of restricted stock compensation for the purpose of aligning the interests of the corporate officers with those of the shareholders over a long period after the end of the Medium-Term Management Plan. In addition, a claw-back clause is included that will require the return of all or a portion of restricted shares transferred to officers on an accumulated basis to date, depending on the responsibility of the officers in charge, in the event of serious cases of accounting fraud and/or major losses during the restricted period. Outside Directors will receive only the fixed compensation.

Revision of the Policy for Determination of Compensation for Directors and Officers

In line with the launch of the new Medium-Term Management Plan beginning in the fiscal 2025, "Rebuild & Evolve," we review the targets for performance-linked bonuses and restricted stock compensation. With a view to achieving company growth, we adopt the revenue growth rate as one of the indicators for performance-linked bonuses for Executive Officers.

We continue to use the same performance indicators (financial targets, non-financial targets, and corporate value targets) for restricted stock compensation, but place greater emphasis on corporate value targets to further encourage alignment with shareholders' perspectives.

Accordingly, we set the weighting of performance indicators for performance-linked compensation as follows.

Financial Targets: Non-Financial Targets: Corporate Value Targets = 50%: 20%: 30%.

The indicators linked to each target are ROIC for financial targets, non-financial targets set forth in the new Medium-Term Management Plan for non-financial targets, and the total shareholder return (TSR) for corporate value targets.

Amount of Remuneration and Other Compensation Provided to the Company Directors and Executive Officers (in the fiscal 2025)

Classification	Total Compensation (Millions of Yen)	Compensation by Type (Millions of Yen)			Number of directors and officers
		Fixed Remuneration	Performance-based bonuses	Compensation in the form of restricted stock	
Director	128	148	-	-19	7
Outside Directors	86	86	-	-	6
Executive Officers	214	193	21	-1	5

Notes:

- The total compensation and number of Executive Officers concurrently serving as Directors are described in the section for Executive Officers.
- Shares under compensation in the form of restricted stock were granted in a lump sum in the 199th fiscal year ended March 31, 2023, the first year of the Medium-Term Management Plan "Make Waves 2.0" as compensation for three (3) business years. The amount of compensation granted is calculated on a pro rata basis over the three (3) years covered by the Medium-Term Management Plan. The amount of compensation stated above is, based on the degree of achievement of the Company's performance, calculated by reducing the reversal of the past year's expense recording amount from the expense recording amount of the restricted stock compensation for the current fiscal year.

■ Remuneration by Director (in the fiscal 2025)

Not stated as there is no director whose total consolidated remuneration is ¥100 million or more.

| Accounting Auditor

The Company employs Ernst and Young ShinNihon LLC as its accounting auditor. Three (3) certified public accountants belonging to the said audit corporation, conduct the accounting audits of the Company for the 201st fiscal year. The said audit corporation has already introduced a voluntary shift system for designated and engagement partners in order to ensure that the duration of the engagement does not exceed a certain fixed period.

In addition, another seven (7) certified public accountants and forty (40) assistants help the aforementioned three certified public accountants conduct the auditing work.

Compensation for Accounting Auditor in the fiscal 2024 and 2025

Classification	Fiscal 2024		Fiscal 2025	
	Compensation based on audit certificate services (Millions of yen)	Compensation based on non-auditing services (Millions of yen)	Compensation based on audit certificate services (Millions of yen)	Compensation based on non-auditing services (Millions of yen)
Filing Company	148	-	162	-
Consolidated affiliates	22	-	22	-
Total	170	-	184	-

Notes:

Compensation based on audit certificate services in the fiscal 2024 includes additional compensation of ¥3 million for the fiscal 2023.

Other important compensation:

Fiscal 2024: A part of overseas consolidated subsidiaries of the Company paid ¥167 million yen in compensation based on audit certificate services to accounting firms, etc. that do not belong to the same auditing accounting auditor network as the Company.

Fiscal 2025: A part of overseas consolidated subsidiaries of the Company paid ¥184 million yen in compensation based on audit certificate services to accounting firms, etc. that do not belong to the same auditing accounting auditor network as the Company.

| Reflecting the Opinions of Stakeholders

■ A System to Reflect the Opinions of Stakeholders in Management

In addition to the respective dialogue with shareholders and investors, the Company gives presentations on its medium-term management plan and quarterly earnings for securities analysts and institutional investors, provides business briefings, and conducts facilities tours and gives presentations to individual investors. The Company also posts its management plan and the explanatory materials used in earnings presentations on the Company website.

The results of the dialogue with shareholders and investors are reported to the Board of Directors by the Director, Executive Officers, or Operating Officers responsible on a timely basis, and they will be appropriately reflected in the management of the Company, leading to the Group's sustainable growth and enhancing enterprise value over the medium-to-longer term. Additionally, the voting is analyzed for each resolution at the Ordinary General Shareholders' Meeting, and this is reported to the Board of Directors.

[Information Disclosure and IR Activities \(Communication with Shareholders and Investors\) >](#)

| Corporate Governance Policies/Report

In accordance to the provisions of the Tokyo Stock Exchange and the Corporate Governance Code, the Company has created a policy and report which describes our thoughts and systems for corporate governance.

[Corporate Governance Policies \(PDF: 360 KB\) Revised on March 27, 2025 >](#)

[Corporate Governance Report \(PDF: 794 KB\) Revised on June 23, 2025 >](#)

| Messages from Outside Directors/Discussion between Outside Directors

[Discussion between Outside Directors \(Hiromichi Shinohara, Paul Candland\) June 2024 >](#)

[Messages from Outside Directors \(Chairperson of the Nominating Committee, Chairperson of the Audit Committee, Chairperson of the Compensation Committee\) June 2023 >](#)

[Discussion between Outside Directors \(Hiromichi Shinohara, Naoko Yoshizawa\) June 2022 >](#)

Risk Management

Risk Management Initiatives

The Yamaha Group is engaged in efforts to develop and improve its risk management promotion structure and system in order to boost risk response capabilities and to realize healthy and transparent management. The Group implements risk management promotion based on the following policies.

1. We shall establish organizations and frameworks for risk management and work to enhance responsiveness to risk in order to maximize corporate value.
2. In risk management activities under normal circumstances, we shall identify, evaluate, and mitigate risks and conduct awareness-raising activities such as education and training to instill a greater awareness of and foster a greater sensitivity toward risks.
3. We shall prioritize people's safety when risks manifest themselves as crises and coordinate with local communities to ensure sincere, appropriate, and speedy responses to minimize adverse impacts. In addition, we shall strive to ensure the stable supply of products and services, continue business to the greatest extent possible, and contribute to the sustainable development of society.
4. After addressing risks, we shall analyze the reasons they occurred and how they were addressed in order to ensure they do not occur again.

Risk Management Promotion System

Under the supervision of the Board of Directors, Yamaha Corporation has established the Risk Management Committee as an advisory body to the president. The committee discusses risk management-related matters from a Companywide perspective and reports the results of these discussions to the president. In addition, the Working Group for BCP and Disaster Prevention Management, Working Group for Financial Management, Working Group for Compliance, Working

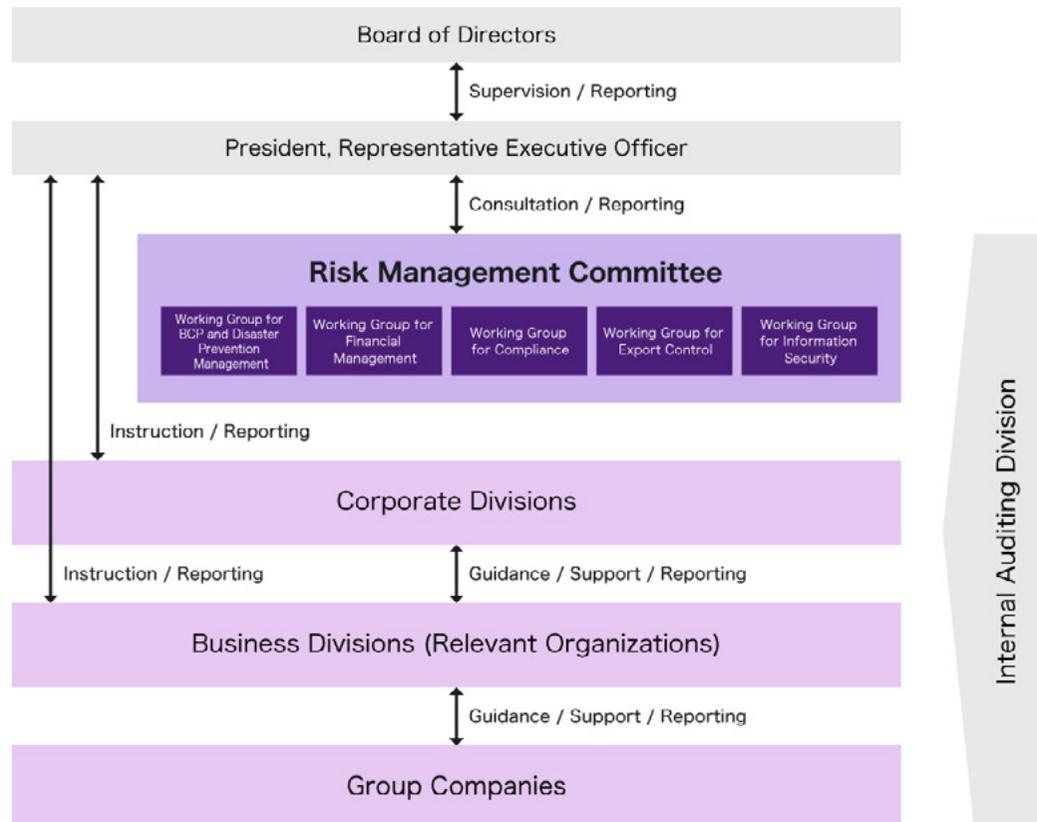
Group for Export Control, and Working Group for Information Security have been established under the Risk Management Committee. Chaired by an executive officer, these working groups set activity policies and monitor activities related to important Companywide themes. The Board of Directors receives and reviews regular reports on discussions by the Risk Management Committee, the effectiveness of

risk management frameworks, and the progress of related measures.

In the case of the materialization of a serious risk with the potential to have a Companywide impact during the course of business activities, a Risk Countermeasure HQ led by the president will be set up to address the risk.

Risk Management Promotion System

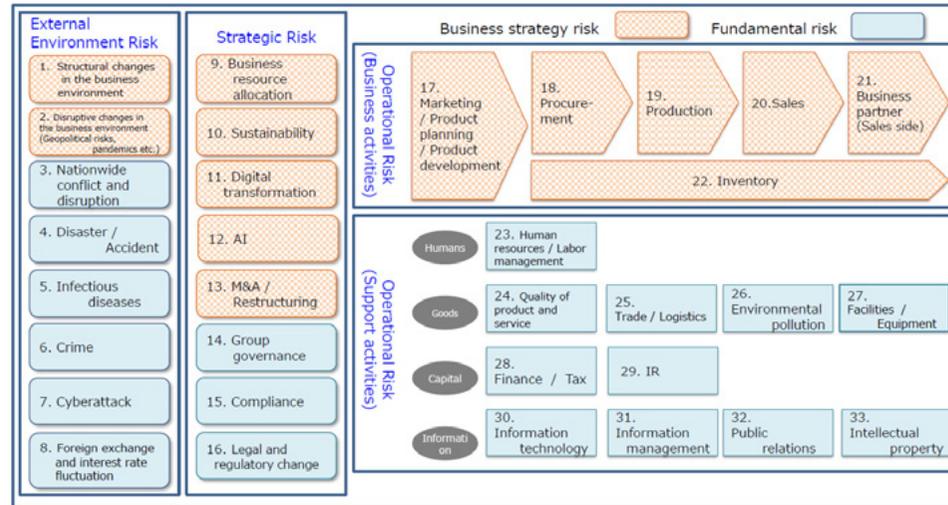
(As of April 1, 2025)



Approach Toward Risk Management

The Risk Management Committee categorizes the various risks identified in relation to the Yamaha Group's business into four categories: external environment risk, strategic risk, operational risk (business activities), and operational risk (support activities). The materiality of risks is assessed based on the projected scale of damages and frequency of materialization. In addition, the level of control is evaluated for each risk category, material risks requiring priority response are identified, and the divisions responsible for managing these risks are designated in order to promote risk mitigation activities and thereby improve overall risk control levels. The identified risks are reviewed on an annual basis and the need of introducing new risks into the framework is assessed.

Categorization of Business Risks



Risk Map

B. Impact (Large) - Likelihood (Small)		A. Impact (Large) - Likelihood (Large)	
3. Nationwide conflict and disruption 4. Disaster / Accident 5. Infectious diseases 25. Trade / Logistics 26. Environmental pollution 27. Facilities / Equipment 30. Information technology 31. Information management 32. Public relations	10. Sustainability 13. M&A / Restructuring	7. Cyberattack 8. Foreign exchange and interest rate fluctuation 14. Group governance 15. Compliance 16. Legal and regulatory change 23. Human resources / Labor management 24. Quality of product and service 28. Finance / Tax	1. Structural changes in the business environment 2. Disruptive changes in the business environment (Geopolitical risks, pandemics etc.) 18. Procurement
D. Impact (Small) - Likelihood (Small)		C. Impact (Small) - Likelihood (Large)	
6. Crime 29. IR		33. Intellectual property	9. Business resource allocation 11. Digital transformation 12. AI 17. Marketing / Product planning / Product development 19. Production 20. Sales 21. Business partner (Sales side) 22. Inventory

Business strategy risk (orange) Fundamental risk (blue)

■ Response to Climate Change

In June 2019, the Yamaha Group declared its endorsement of the recommendations of the Task Force on Climate-related Financial Disclosures (TCFD) and commenced initiatives for analyzing the impact of climate change on its finances and disclosing related information.

[Response to Climate Change >](#)

■ Business Continuity and Disaster Response Initiatives

In preparation for large-scale natural disasters, accidents stemming from external causes, and other emergency situations, the Yamaha Group has formulated business continuity plans (BCPs) and implements other business continuity management efforts through the Working Group for BCP and Disaster Prevention Management. This working group is responsible for developing business continuity policies for responding to natural disasters and other emergency situations. In the event of an emergency, an Emergency Response HQ will be set up to examine potential measures for ensuring Groupwide business continuity. In addition, the Group BCP Policies & Rules establish basic policies for minimizing the effect on business when a risk event occurs through the rapid implementation of appropriate countermeasures.

Moreover, BCPs are formulated on an individual business site level, and drills and other activities are used to assess and refine these plans in pursuit of higher levels of effectiveness.

Major Initiatives

Basic policies and rules	<ol style="list-style-type: none"> 1.Establishment of Group BCP Policies & Rules 2.Formulation of Yamaha Equipment Earthquake Resistance Standards
BCP formulation and training	<ol style="list-style-type: none"> 1.Implemented improvements to the procedures for enacting swift business continuity measures in times of emergency through the Emergency Response HQ that are responsible for Groupwide emergency response measures 2.Conducted first response and information consolidation drills for Emergency Response HQ decision-making assuming teleworking as part of general and local emergency response headquarters operation 3.Monitored and improved the risk-specific BCPs and response manuals established for all global Group companies 4.Conducted twice-annual first-response earthquake drills simulating halts to business immediately after an earthquake to enhance BCP effectiveness (domestic bases)
Infrastructure development	<ol style="list-style-type: none"> 1.Installed seismic-resistance measures at Group-owned buildings 2.Introduced an employee safety check system and performed twice-annual drills to ensure effectiveness in times of emergency 3.Installed redundant lines for special high-voltage power supply at certain factories
Disaster damage reduction measures	<ol style="list-style-type: none"> 1.Applied Yamaha Equipment Earthquake Resistance Standards when installing new equipment and conducted disaster preparedness measures in accordance with standards for important equipment 2.Reviewed water risks based on major typhoon, flooding, and other natural disaster risks defined on an individual base level and installed water expelling equipment and took other preparedness measures 3.Revised disaster response plans, measures, and insurance policies to address identified risks 4.Carried out preparedness measures including reviews of locations and structures of external distribution warehouses

■ Financial Management Initiatives

The Yamaha Group is globally promoting internal control activities centered around financial management, such as the Groupwide standardization of operational processes. The Working Group for Financial Management is responsible for the development and implementation of frameworks for ensuring the reliability of financial reporting, protecting Company assets, and mitigating taxation risks. This working group also monitors operations across the entire Group to ensure that they follow the Group Internal Control Policies & Rules and other regulations.

■ Compliance Initiatives

The Working Group for Compliance both promotes compliance throughout the Group and monitors the business execution of divisions and Group companies to ensure legal compliance and ethical operations.

[Compliance >](#)

■ Export Control Initiatives

The Yamaha Group has established provisions for trade security control in its Compliance Code of Conduct as compliance measures pertaining to international trading. The Working Group

for Export Control has established export control regulations and import and export procedure regulations. This working group also engages in discussion and decision-making regarding Groupwide export control policies and advances the development of processes for managing exports through the promotion of appropriate management in the Group's export activities. Meanwhile, steps are taken to mitigate the risk of legal violations in import and export activities through enhanced management of technologies stipulated in risk-related regulations as well as the development of systems for managing exports from China and India.

[8-3 National Security-Related Trade Control >](#)

■ Information Security Initiatives

The Yamaha Group perceives information security as a critical aspect of risk management. The Working Group for Information Security has defined policies pertaining to the tracking of information security measures regarding personal information, the identification of vulnerabilities, guidance, information management, and the improvement of management levels.

[9-8 Utilization and Management of the Company's Information Systems >](#)

[Information Security and Personal Information Protection >](#)

■ Occupational Health and Safety and Environmental Risk Management Initiatives

In order to prevent occupational accidents and environmental pollution, the Yamaha Group has enacted the Group Occupational Health and Safety Management Policies & Rules and the Group Environmental Management Policies & Rules, and performs risk assessments at factories and other business sites. In addition, regular monitoring, audits, emergency response training, and other activities are carried out under the guidance of dedicated occupational health and safety and environmental preservation staff members. Meanwhile, the Group Facility Policies & Rules

stipulate basic policies for facility management. Based on these policies, we conduct risk management as necessary to safeguard people's lives and the assets of the Company and to ensure that our facilities and equipment can be used with peace of mind.

[Employee Health and Safety >](#)

[Prevention of Pollution and Chemical Substance Management >](#)

Compliance

Compliance Promotion System and Code of Conduct

The Yamaha Group has positioned compliance among its most important management themes. We practice compliance management with a focus on ensuring strong legal compliance, adherence to social norms, and a high level of corporate ethics. The Compliance Code of Conduct puts forth a code for guiding the actions of all members of the Yamaha Group. Since the establishment of the code in 2003, ongoing revisions have been implemented in reflection of changes in environmental and social conditions, and the code has been translated into multiple languages. Moreover, the code is used in internal training programs and other activities for improving compliance awareness among employees.

[Yamaha Compliance Code of Conduct >](#)

■ Education and Awareness-Raising Regarding Compliance Code of Conduct

PDF documents that contain detailed explanations on the Compliance Code of Conduct are made available on the Company intranet in Japan in order to promote education and raise awareness regarding the code. All full-time and dispatch Group employees (including part-time employees with employment contracts) are able to review the contents of these documents at any time. These documents are also used as tools for compliance

training and for workplace training and education activities. Overseas Group companies utilize documents prepared in the respective language based on the documents available in Japanese.

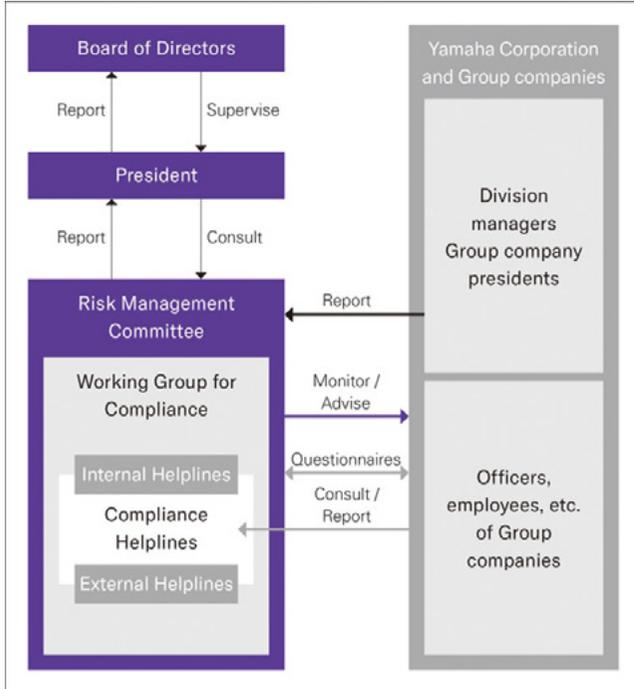
Compliance Management Frameworks and Promotion System

The Working Group for Compliance, an organization that is chaired by an executive officer and positioned within the Risk Management Committee, which is an advisory body to the president, is a central organization in the promotion of compliance. This working group discusses and decides on Groupwide compliance-related policies and measures. In addition, the working group is responsible for monitoring the activities of divisions and Group companies to ensure legal compliance and ethical operations and reporting to the Board of Directors thereon.

Other measures for ensuring good compliance include internal education and training programs, and employee questionnaires. Meanwhile, we are enhancing the effectiveness of our reporting venues through the development of compliance helplines that are made available to all full-time, dispatch, and other Group employees.

[Fair Operating Practices >](#)

Compliance Promotion System



Working Group for Compliance Activities

Major Activities

Four meetings in fiscal 2025

Details

- Confirmation of Groupwide compliance promotion status
- Provision of compliance education content (overseas)
- Seminars on prevention of harassment (for all Yamaha Corporation employees and managers of domestic Group companies)
- Improvement of effectiveness of responses to reports

Monitoring

Compliance is promoted through the Working Group for Compliance, which is comprised of members including executive officers, audit officers, and external lawyers. This working group discusses Groupwide compliance policies and measures, and monitors the operations of divisions and Group companies from the perspective of compliance.

In fiscal 2025, the compliance awareness surveys conducted once every three years were administered at domestic Group companies. These surveys are designed to gauge the compliance awareness of employees and officers of Yamaha Corporation and domestic Group companies, track conditions within organizations, and identify potential risks or other threats so that measures can be implemented to address any issues. Moreover, the surveys function as a tool for gathering input from employees who have identified compliance issues but may not know with whom to consult.

The compliance helpline awareness survey conducted in fiscal 2024 revealed that 93% of all domestic Group employees were aware of the compliance helplines. Despite this high level of recognition, there was still a certain percentage of employees who either did not know of the existence of the helplines or who did know of the helplines but were unaware of how to access them. Accordingly, we recognize a need to conduct ongoing measures to improve awareness regarding the helplines.

Overview of Compliance System and Progress Monitoring Activities

Scope	Yamaha Corporation divisions and 47 Group companies
Purpose	Confirmation of status of compliance promotion systems and helplines (report numbers, etc.)
Frequency	Confirmation of promotion system once per year, confirmation of number of compliance helpline reports at overseas Group companies once every three months

* Note: Figures are for the survey conducted in April 2024.

Overview of Compliance Awareness Surveys

Scope	Approximately 8,000 officers and employees (full-time, contract, dispatch, and part-time employees and employees rehired after mandatory retirement) of Yamaha Corporation and domestic Group companies Approximately 20,000 full-time and seconded employees of 34 overseas Group companies
Purpose	Regular quantitative tracking of employee compliance awareness and organization conditions for use in future initiatives and in identifying and addressing potential risks
Frequency	Once every three years

* Note: Figures are for the survey conducted in Japan in November 2024 and the questionnaire conducted overseas in January 2023.

Overview of Compliance Helpline Awareness Surveys

Scope	Approximately 8,500 full-time, seconded, and dispatch employees (including contract and part-time employees with employment contracts) of domestic Group companies
Purpose	Tracking of employee awareness regarding compliance helplines and contact methods
Frequency	As necessary

* Note: Figures are for the survey conducted in March 2024.

Training and Education

The Yamaha Group provides employees compliance training and education through the intranet and through various training programs. Training programs include online programs or small group sessions for the employees of domestic Group companies on subjects such as compliance topics and means of improving communication with supervisors to foster a more open corporate culture. In addition, employees at Yamaha Corporation and Group companies are able to access information on the Compliance Code of Conduct and other compliance-related topics via the intranet. Employees of domestic Group companies are also provided with accessible, easy-to-understand compliance content that helps them digest compliance concepts in a short amount of time. Such content includes Compliance News, which illustrates common compliance issues through comic strips; Helpline Information explaining how to use compliance helplines; and Compliance Mini-Tests that can be used for self-learning. In Japan, Yamaha’s compliance mascot—Rapunko the Third—was used to more quickly direct users to compliance or helpline information.

Major Initiatives in Fiscal 2025

- Harassment prevention seminars were made available on an on-demand basis for all managers of domestic Group companies and now for employees of Yamaha Corporation. These seminars were a revised version of the prior seminars on preventing abuse of power offered for managers up until fiscal 2024. The decision to revise the seminars was based on a recognition of the importance of providing accurate insight regarding sexual harassment and fostering a shared understanding of harassment among employees and managers. Going forward, the scope of availability for these seminars will be expanded to include all domestic Group employees.
- At overseas Group companies, we distributed compliance-related microlearning content for use in compliance training for locally hired employees over the period from February 2024 to

January 2025. Such content is separated into 12 sections, one distributed each month, that go beyond the “don’ts” that were detailed in prior trainings to also highlight the compliance-related “dos” we expect of Yamaha Group employees. This compliance-related microlearning content is available in seven languages (English, simplified Chinese, Spanish, Hindi, Indonesian, Portuguese, and Japanese).



Rapunko the Third (compliance mascot)

[Respect for Employees' Human Rights >](#)

Fiscal 2025 Compliance Training Programs

	Number of sessions	Number of participants
Rank-based training	8	365
Onboarding training for mid-career hires	11	98
Other training programs	2	3,445
Total	21	3,900

Compliance Helplines

The Yamaha Group has established compliance helplines for addressing compliance-related consultations and reports. These helplines are available to full-time employees, dispatch employees, and all other Group employees and can be used

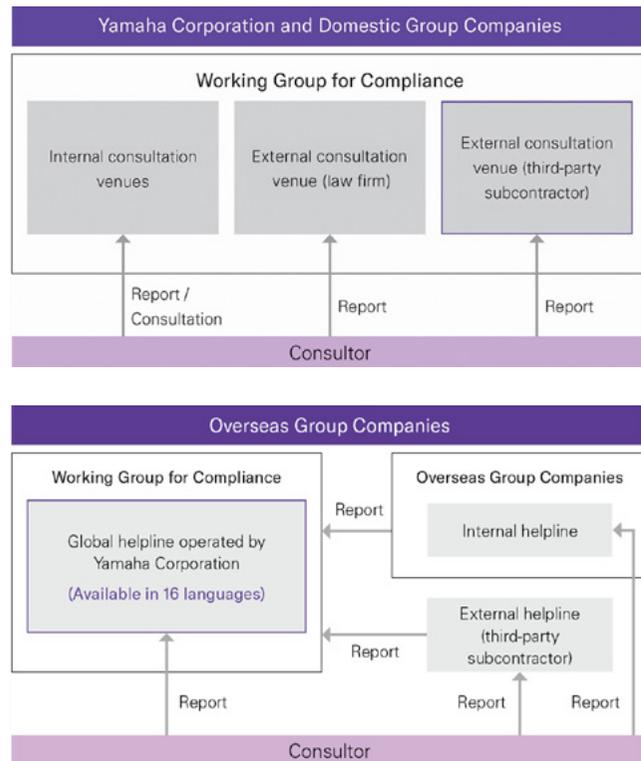
to receive support via the internet, telephone, fax, email, or standard mail. Objective investigations are conducted to confirm the validity of any reports or consultations indicating potential compliance violations, and reports are compiled for use in determining the necessity of response or disciplinary measures.

In Japan, three helplines are available: the Yamaha Compliance Hotline, an external consultation venue for domestic Group companies operated by a subcontractor; an internal consultation venue; and a venue for consultation with an external law firm. Cards detailing the contact information for these helplines are distributed to employees, and posters, digital signage, and stickers are used to raise awareness regarding helplines. We also promote awareness and use of these venues during training sessions. These helplines are available to officers, full-time employees, dispatch employees, and part-time staff. The helplines are operated based on policies and rules pertaining to the handling of whistleblowers that were reinforced in response to the revision to the Whistleblower Protection Act instituted in June 2022. These policies and rules prescribe clear provisions for responding to consultations and reports received through helplines that include confirming the validity of the claims, determining whether legal violations took place, and taking any necessary corrective measures. In addition, annual training sessions are held for employees involved in investigating reports to ensure their compliance with the relevant laws and regulations.

Overseas, internal helplines have been set up at 34 Group companies, and Yamaha Corporation also provides a shared global helpline offering support via the internet that is available in multiple languages. In addition, external helplines have been established at almost all overseas Group companies, meaning that employees at these companies now have multiple options for submitting reports. Moreover, Groupwide policies and rules pertaining to the handling of whistleblowers have been formulated to encourage the use of helplines. In 2023, manuals were

prepared and trainings were held for compliance representatives at Group companies to expedite responses to reports and improve the quality of helpline operation. Harassment and other work-related matters represented the majority of consultations and reports received as of March 31, 2025.

In fiscal 2025, no reports were received on incidents that constituted serious compliance violations with the potential to result in the Company being subject to massive fines or non-monetary sanctions for violating social or economic laws.



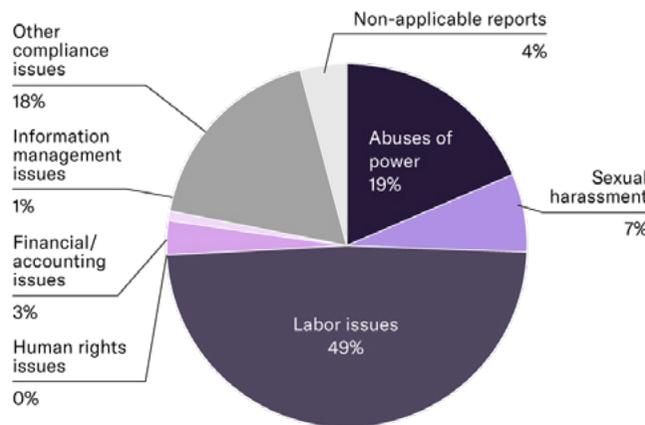
Compliance Helpline System (Top: Japan; Bottom: Overseas)

Number of Reports Received through Compliance Helplines

	Japan ^{*1}	Overseas ^{*2}	Total
FY2021	83	8	91
FY2022	87	32	119
FY2023	114	35	149
FY2024	109	38	147
FY2025	98	40	138

*1 Total number of reports received through domestic and global helplines established by Yamaha Corporation
 *2 Total number of reports received through internal and external helplines established by overseas Group companies

Breakdown of Reports in Fiscal 2025



Fair Operating Practices

Stance on Fair Operating Practices

The Yamaha Group takes great efforts to maintain fair operating practices by complying with laws, regulations, and social norms to contribute to the healthy development of the market economy society. Based on the Compliance Code of Conduct, the Group endeavors to build and maintain fair relationships by eliminating questionable relationships with suppliers or other related parties, practice fair competition by banning the use of unfair comparative advertisements, comply with the Anti-Monopoly Act, and otherwise engage in responsible management of its business. Furthermore, the Group is educating its employees to ensure that all of its members comply with these standards.

[Compliance >](#)

Prevention of Corruption

The Yamaha Group is well aware of the fact that corruption impedes healthy economic activity and is detrimental to the sustainability of society. Accordingly, the Group has endorsed the United Nations (UN) Global Compact, which sets out principles pertaining to anti-corruption. The Group also stipulates in its Compliance Code of Conduct that it rejects improper relationships with business partners, governments, local municipalities, and public institutions and that it will engage only in fair dealings. Groupwide anti-corruption measures are implemented based on this code of conduct.

- [Participation in Initiatives >](#)
- [Yamaha Compliance Code of Conduct >](#)
- [5-4 Elimination of Improper Relationships \(Gift Giving, Business Entertainment, etc.\) >](#)
- [7-1 Transactions with Government and Public Officials >](#)
- [7-2 Prohibition Against Gift Giving to and Entertainment of Government Officials, etc. >](#)
- [8-5 Prohibition Against Bribery to Foreign Government Officials >](#)

■ Extensive Anti-Corruption Frameworks and Measures

The Yamaha Group formulates rules with regard to the compliance program to be implemented by Group companies to promote compliance and prevent corruption. Based on these rules, Group companies worldwide implement measures including having members of senior management voice their commitment to compliance to employees, arranging employee and other training and education programs, and setting up processes for identifying and preemptively addressing activities with the potential to violate laws.

In fiscal 2025, assessment frameworks aimed at preventing inappropriate entertainment and gifts and other acts of corruption were implemented at 13 Group companies (Yamaha Corporation, sales companies, production companies, and operating companies) based on the aforementioned rules.

The Legal Division of Yamaha Corporation is responsible for ensuring that all Group companies around the world are always aware of the corruption risks present in their business activities and for monitoring the status of initiatives within the Group.

In addition to combating misconduct in its own activities, the Yamaha Group is also committed to addressing bribery risks in the activities of business partners. To this end, the Group takes steps such as requiring business partners, through contracts and other stipulations, to prohibit bribery and receiving pledges on this matter from business partners. Furthermore, the Yamaha Supplier CSR Code of Conduct stipulates the prohibition of corruption involving suppliers. Regular surveys are administered to assess compliance with these provisions.

■ Corruption-Related Incidents

In fiscal 2025, no legal violations or government sanctions were incurred as a result of acts of corruption.

[Compliance Helplines >](#)

| Responsible Participation in Politics

With respect to involvement in politics and government policy, the Yamaha Group aims to demonstrate good faith in promoting the formulation and implementation of government policies that benefit society as a whole. Guided by this philosophy, we maintain appropriate relationships with governments and politicians in accordance with prescriptions concerning relationships with such in our Compliance Code of Conduct.

[7-1 Transactions with Government and Public Officials >](#)

[7-2 Prohibition Against Gift Giving to and Entertainment of Government Officials, etc. >](#)

[7-3 Political Contributions >](#)

[7-4 Response to Government Authorities >](#)

■ Political Contributions

The Yamaha Group takes a neutral stance toward political parties and politicians, and complies with the Public Offices Election Act, the Political Funds Control Act, and other laws and ordinances related to politics. The Group prohibits contributions to individual politicians, which is prohibited by law, and to political organizations or parties in excess of the permissible amount under the law.

Under authoritative regulations for political contributions of ¥1,000,000 or more, it is mandatory for Yamaha Corporation to obtain the approval of the president, consult with the General Administration Division, the Corporate Finance Division, and the Legal Division, and confirm the contribution with an audit officer. Group companies are also required to conform to the restrictions of the political fund control laws of the respective countries when making political contributions or payments of any kind to politically related persons or persons belonging to public institutions while also observing the same regulations as Yamaha Corporation.

Furthermore, the senior general manager of the Internal Auditing Division carries out an audit of political contributions each year and determines whether or not these rules are being appropriately observed throughout the Group.

[7-3 Political Contributions >](#)

| Fair Trade Practices

The Yamaha Group does not engage in any unfair trading practices or unjust practices designed to restrict competition and makes every effort to ensure fair competition, the bedrock of healthy development in a market. Moreover, the Yamaha Group familiarizes all Group employees with rules regarding the maintenance of fair relationships with business partners and rules governing corporate practices concerning market competition as laid out in the Compliance Code of Conduct.

[5. Relationship with Business Partners >](#)

[6. Relationship with Competitors >](#)

■ Fair Competition and Trade Frameworks and Measures

Compliance with Competition Laws

As part of its efforts to ensure fair competition, the Yamaha Group has formulated rules regarding the compliance programs to be implemented at Group companies for the purpose of ensuring compliance with competition laws. Based on these rules, competition law training is held at domestic and overseas Group companies emphasizing the prevention of cartel activities, bid rigging, resell price fixing, abuse of a dominant bargaining position, and other illegal activities. In addition, members of senior management voice their commitment to compliance with competition laws to employees worldwide.

In fiscal 2025, competition law training was conducted at 9 domestic Group companies (Yamaha Corporation, sales companies, and operating companies) and at 21 overseas Group

companies (sales companies and operating companies). In Japan, 2,361 individuals underwent such training while 2,129 individuals received training overseas.

Compliance with the Subcontractors Act

At Yamaha Corporation and domestic Group companies, transactions with subcontractors are tracked through the Group's accounting system, and frameworks are in place to prevent payment delays. Furthermore, through internal notifications and meetings with Procurement Division employees, we inform internal departments of notifications from the government regarding the Act against Delay in Payment of Subcontract Proceeds, Etc. to Subcontractors (the "Subcontractors Act") and of related standards as part of measures to stay abreast of and familiarize employees with legal requirements.

Fair Competition Violations

In fiscal 2025, no legal sanctions were imposed by the relevant authorities in response to violations of fair trade, anti-trust laws, or anti-monopoly laws.

In Japan, the Yamaha Group cooperates with written inquiries from the Fair Trade Commission and the Small and Medium Enterprise Agency and has not received any orders or warnings due to violations of laws and ordinances.

Yamaha Group Tax Compliance

The Corporate Philosophy of the Yamaha Group is, "With our unique expertise and sensibilities, gained from our devotion to sound and music, we are committed to creating excitement and cultural inspiration together with people around the world." We are working to secure a high level of profitability based on global competitiveness and increased management efficiency, and we are also striving to fulfill our social responsibilities. With these efforts, we are working to realize sustainable growth and to

improve corporate value over the medium to long term.

Basic policy

The Yamaha Group strives to improve not only the company's values but also boost economic and social development all over the world. To achieve our goals, we observe OECD guidelines on transfer pricing or BEPS (Base Erosion and Profit Shifting) initiatives. We also pay appropriate taxes in accordance with the tax-related laws and regulations stipulated in each state and region where we operate.

Tax governance

The Yamaha Group endeavors to establish, maintain and strengthen our tax governance. Due to an understanding of the risks arising from international taxations, we have positioned the tax strategy as an essential business initiative. The Risk Management Committee as advisory panel for the top management discusses how to carry out continuous risk management and regularly supervises the control activities from the corporate stand point. Under the monitor of the Risk Management Committee, the Corporate Finance Division is engaged in tax governance and control.

Structure of tax management

Under the direction from the Executive Officer in charge of group taxation, the Corporate Finance Division of Yamaha Corporation has established Group Tax Policies & Rules in order to make the basic policies and tax related rules fully understood by all group members. The division keeps each employee of the Yamaha Group companies informed about all procedures and their implementation. The managements of the Yamaha Group companies endeavor to establish and maintain internal control regarding tax in accordance with the Yamaha Group Tax Policies & Rules.

Monitoring to reduce risks related to tax

Under the organization described above, the Corporate Finance

Division of Yamaha Corporation monitors group companies' tax treatments, rectifies when required and supports their operations. The division is also engaged in reducing tax related risks by receiving advice from outside professionals or confirming information with tax authorities beforehand.

Tax planning

The Yamaha Group uses tax incentives in various countries where they are available for use in normal business activities, follows social ethics and strives to take on proper tax burdens. In addition, the Yamaha Group does not engage in intentional tax planning that is against the legislative spirit of domestic and international laws such as the utilization of Tax Havens.

Transfer pricing

The Yamaha Group strives to realize fair income allocation in accordance with the functions and risks of each Group company and to prevent the improper transfer of income. The Yamaha Group maintains arm's length price through regular monitoring of the profits and losses of Group companies. In addition, the Yamaha Group strives for the implementation of Advanced Pricing Agreement (APA) with tax authorities to avoid the risk of retroactive transfer pricing taxation.

Relationships with tax authorities

The Yamaha Group works to minimize tax risks by maintaining faithful relationships with the tax authorities of the regions where it conducts business. We also confirm essential matters with them in advance to mitigate any predicted risks.

Securement of transparency

The Yamaha Group discloses information on its tax in accordance with the related laws and regulations, disclosure standards and accounting standards of each country. In addition, the Yamaha

Group will make every effort to give understandable explanations to the tax authorities of the areas where it conducts business and will ensure transparency.

Information Security and Personal Information Protection

Promotion System

The Yamaha Group recognizes that information security and personal information protection are important management tasks. We therefore take steps to ensure the appropriate management and protection of all personal and other information and information assets in the possession of the Group.

To advance measures to this end, the Working Group for Information Security, which is chaired by an executive officer, has been established under the Risk Management Committee, an advisory body to the president. Also, in accordance with the Group IT Policies & Rules and the Group Personal Data Protection Policies & Rules, the status of compliance with relevant regulations is monitored, reports on incidents are compiled, and potential work improvement measures are examined.

In addition, the Yamaha Group appoints individuals responsible for supervising information security and the handling of personal information on a Groupwide basis, and individuals responsible for managing these tasks are named for specific Group companies. The Group is also promoting the appropriate protection and use of information and has established a system to respond quickly during incidents such as information leaks.

Should an information security incident occur, Yamaha Group rules stipulate that the assigned information management representative of the organization affected by or that detected the

incident shall report to the IT Management Division of Yamaha Corporation or the appropriate Group company. Upon receiving such a report, the IT management division in question is to coordinate with the relevant divisions to minimize and prevent the spread of damages and work to quickly resume operations.

In the case of a serious information security incident, the relevant IT management division will promptly report to the appropriate officer, and, if necessitated by the incident, a Risk Countermeasure HQ led by the president will be set up to address the risk. In the event of a serious incident, the IT management division promptly reports the incident to the director in charge, and depending on the nature of the incident, a General Risk Management HQ headed by the president is established to deal with the incident.

Information Security Initiatives

The advancement of information and communications technology is increasing the risk of information leaks and damage. Meanwhile, leaks of important information in the possession of a company are serious incidents that can not only threaten to damage any third parties to which this information may relate but also undermine the trust of said company. As the usage and importance of information systems in business activities increases, greater concern is being directed toward the risk of information security incidents resulted from causes such as cyberattacks and computer viruses.

The Yamaha Group defines its basic IT management policies in the Group IT Policies & Rules, which delineate basic policies and rules pertaining to IT management. Based on these policies and rules, we seek to improve our security management systems to better protect against computer virus infections or damage to data due to unauthorized access to our IT networks. To this end, we monitor the status of our management systems and seek to identify vulnerabilities on websites and provide guidance on addressing such issues.

We are strengthening efforts to enhance awareness of employees through specialized training for divisions handling information assets and personal information. We also provide information security training for standard employees that covers topics such as information asset protection and information leak prevention. In 2020, we launched an information security e-learning program, which is now provided to all Yamaha Group employees worldwide. This program is regularly implemented to provide knowledge on information security threats, most notably email scams and virus attacks, as well as other cybersecurity information and information on response methods toward these threats.

Cybersecurity Initiatives

The usage and importance of information systems in business activities is constantly increasing. Should a cyberattack, computer virus infection, or other information security incident occur, the Yamaha Group could suffer more than damage to its information systems or alteration of its data; it could be subject to severe economic losses as a product of the resulting damages to its social reputation and brand value. Accordingly, such incidents have the potential to adversely impact the Group's performance and financial position.

The Group IT Policies & Rules define basic policies and rules for IT management. These policies and rules guide the Working Group for Information Security in its efforts to improve our security management systems to better protect against virus infections or damage to data due to unauthorized access to our IT networks. Measures to this end include monitoring the status of our management systems and identifying vulnerabilities on websites and providing guidance on addressing such issues.

In 2024, members of Yamaha Corporation's IT Management Division began visiting Group companies to conduct on-site monitoring to ensure that their security and IT management

practices were in line with the Group IT Policies & Rules. These efforts are anticipated to facilitate the quick detection of and response to security and IT management deficiencies.

■ Information Security Incidents

In fiscal 2025, no serious information security incidents took place within the Yamaha Group. There were, however, numerous cases of security incidents involving loss or theft of personal computers, mobile phones, tablets, USB memory devices, or other IT equipment. To combat such incidents, the Group took steps to raise employees' security awareness while sharing examples of incidents in hopes of preventing their recurrence and spreading awareness with regard to countermeasures and response methods.

[9-8 Utilization and Management of the Company's Information Systems](#) >

[Privacy Policy](#) >

| Personal Information Protection Initiatives

The Yamaha Group possesses important information related to its management and businesses as well as personal information, such as that pertaining to its many customers. In the unlikely event that information is mistakenly leaked outside of the Group, it could not only damage any third parties to which this information may relate but also diminish the social reputation of the Group in a manner that could seriously impact its operations.

The Group IT Policies & Rules and the Group Personal Data Protection Policies & Rules define our basic policies for information management. Based on these provisions, the Working Group for Information Security endeavors to improve organization-wide security management systems. Specific initiatives to this end include efforts to identify weaknesses that may make websites susceptible to information leaks as a result of external attacks and provide guidance for addressing these weaknesses, monitor the status of management systems for preventing leaks

from inside the organization, and conduct systematic training for improving employees' security awareness.

[Privacy Policy](#) >

■ Personal Information Customer Service Organization and Responses

Based on the personal information protection laws and regulations of the countries it serves, the Yamaha Group has set up a service organization regarding the personal information collected from its customers. The Group will respond to requests from customers or their proxies to disclose, change, delete, or stop usage of customer personal data held by the Group.

[Procedures for Responding to Requests to Disclose or Correct Personal Information \(in Japanese only\)](#) >

■ Customer Information Management Initiatives

The Yamaha Group manages personal information on a practical level out of consideration of information security based on the Group IT Management Standards, which detail policies regarding IT management as well as IT systems provisions for protecting personal information. Personal information is stored in a system with an auto-encryption feature. In the unlikely event of an information leak, the system is structured so that only authorized personnel can view or use the personal information for an added degree of security.

■ Incidents of Personal Information Leaks

In fiscal 2025, no serious incidents pertaining to personal information occurred within the Yamaha Group.

Dialogue with Shareholders and Investors

| Policies Regarding Dialogue with Shareholders and Other Investors

The Yamaha Group conducts appropriate disclosure and constructive dialogue with shareholders and other investors in accordance with the following policies and codes of conduct. The input gathered from capital markets through these activities is reported to the Board of Directors via the respective officer as appropriate to reflect this input into business activities in order to drive ongoing growth and medium- to long-term improvements in corporate value.

[Dialogue with Shareholders and Investors \(Chapter V of the Corporate Governance Policies\)](#) >

[2-1 Accurate Accounting Records and Financial Reports](#) >

[2-2 Timely Disclosure of Information](#) >

| IR Activities

The Yamaha Group strives to disclose information in a fair and timely manner for the benefit of institutional and private investors around the world.

Rules for disclosure are set forth in the Disclosure Policy, which is available on the Company's corporate website.

■ Initiatives for Engagement with Shareholders and Other Investors

In order to have constructive dialogue with shareholders and other investors, the Board of Directors appoints a director in charge of these initiatives. If necessary, this director, other internal and outside directors, executive officers, operating officers, or investor relations (IR) representatives will meet with shareholders or other investors to explain matters such as the capital policy, the medium-term management plan, and

related progress in a clear and easy-to-understand manner. The Legal Division, IR Department, and Corporate Finance Division cooperate and assist the director in charge of engagement activities to ensure that dialogue with shareholders and other investors is conducted in a reasonable and orderly manner. Topics for which shareholders and other investors have expressed interest during engagement activities have included performance, business portfolio-related policies, progress of the medium-term management plan, capital allocation policies, shareholder returns policies, and environmental, social, and governance (ESG) and other sustainability initiatives.

In addition to the meetings with individual shareholders and other investors, the Company gives presentations on its medium-term management plan and quarterly earnings, as well as business briefings, facilities tours, and presentations for private investors. Presentation materials from these briefings are always made available on our corporate website. The input gained through engagement with shareholders and other investors is reported to the Board of Directors by the director in charge of engagement activities, executive officers, or operating officers on a timely basis, and this input is appropriately reflected in the management of the Company to drive the Group's sustainable growth and enhance corporate value over the medium to long term. Additionally, the voting is analyzed for each resolution at the Ordinary General Shareholders' Meeting, and the findings of these analyses are reported to the Board of Directors. Regarding measures to control insider information, pursuant to the Company's Disclosure Policy, due consideration is given to controlling insider information, and we endeavor to disclose information in a fair, prompt, and timely manner. When meeting with shareholders and other investors, information is provided after verifying that said information does not constitute insider information.

[Disclosure Policy >](#)

Important Themes of Engagement and of Interest to Investors in Fiscal 2025

- Operating environment, competitive climate, and growth potential of musical instruments and audio equipment businesses
- Outlook and future initiatives for the Chinese market
- Acoustic piano production structure reforms
- Directives of the next medium-term management plan
- Shareholder returns policies
- M&A activity policies

Enhancement of Information Disclosure

Information disclosed as part of IR activities is made available on the Investor Relations section of Yamaha's corporate website (available in English and Japanese), which provides newsletters as well as up-to-date information on our business, including information on management policies, medium-term management plans, earnings reports, IR events, financial data, and annual reports. We also provide concise explanations designed to make our activities easier to understand via videos of explanatory meetings for private investors and videos contained in our video library. In fiscal 2025, the Investor Relations section of our website received a number of honors, namely a 2024 Internet IR Commendation Award (Daiwa Investor Relations Co. Ltd.), recognition as a AAA website in the overall category of the 2024 homepage ranking of all listed companies (Nikko Investor Relations Co., Ltd.), and a silver award in the ranking of companies with superior IR websites (Gomez). These honors reflected the evaluation of the website's extensive selection of financial and management information.

[Investor Relations >](#)

[Video Library >](#)



Major IR Activities

Yamaha is bolstering engagement with shareholders and other investors in both Japan and overseas through various activities such as quarterly results briefings and other regular events as well as business briefings for securities analysts and institutional investors, factory and facility tours, and explanatory meetings for private investors, which are held as needed. We have also been increasingly utilizing online communication tools for IR activities in recent years.

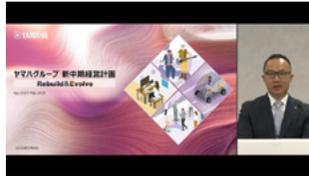
Major Activities in Fiscal 2025

	Target audience	Frequency	Times held in fiscal 2025
Financial results briefings	Securities analysts Institutional investors	Quarterly	4
Factory and facility tours	Same as above	Irregularly	3
Individual meetings	Same as above	Approx. 200 times a year	250
Overseas investor visits	Overseas institutional investors	Three times a year (United States, Europe, and Asia)	2
Company briefings for private investors	Private investors	Irregularly (in Japan)	2

Corporate Governance | Risk Management | Compliance | Fair Operating Practices | Yamaha Group Tax Compliance | Information Security and Personal Information Protection
[Dialogue with Shareholders and Investors](#)



Online explanatory meetings for private investors



Online financial results and medium-term management plan briefing >



Small meeting and factory tour for security analysts >

ESG Investment Initiatives

We are aggressively promoting engagement based on ESG considerations through means such as communication with shareholders and other ESG-conscious investors as well as efforts to meet the requirements of ESG investigation and ratings institutions. Yamaha Corporation has been included in domestic and overseas ESG indices and ESG funds based on the consideration it exercises for the environment and for society.

[External Recognition >](#)

*ESG indexes compile companies evaluated as exhibiting excellence in terms of both profitability and sustainability and track the movements of their stock prices.



FTSE Russell (the trading name of FTSE International Limited and Frank Russell Company) confirms that Yamaha Corporation has been independently assessed according to the FTSE4Good criteria, and has satisfied the requirements to become a constituent of the FTSE4Good Index Series. Created by the global index provider FTSE Russell, the FTSE4Good Index Series is designed to measure the performance of companies demonstrating strong Environmental, Social and Governance (ESG) practices. The FTSE4Good indices are used by a wide variety of market participants to create and assess responsible investment funds and other products.



FTSE Russell (the trading name of FTSE International Limited and Frank Russell Company) confirms that Yamaha Corporation has been independently assessed according to the FTSE Blossom Japan Index criteria, and has satisfied the requirements to become a constituent of the FTSE Blossom Japan Index. Created by the global index provider FTSE Russell, the FTSE Blossom Japan Index is designed to measure the performance of companies demonstrating strong Environmental, Social and Governance (ESG) practices. The FTSE Blossom Japan Index is used by a wide variety of market participants to create and assess responsible investment funds and other products.



FTSE Russell (the trading name of FTSE International Limited and Frank Russell Company) confirms that Yamaha Corporation has been independently assessed according to the FTSE Blossom Japan Sector Relative Index criteria, and has satisfied the requirements to become a constituent of the FTSE Blossom Japan Sector Relative Index. Created by the global index provider FTSE Russell, the FTSE Blossom Japan Sector Relative Index is designed to measure the performance of companies demonstrating strong Environmental, Social and Governance (ESG) practices. The FTSE Blossom Japan Sector Relative Index is used by a wide variety of market participants to create and assess responsible investment funds and other products.



2025 CONSTITUENT MSCI JAPAN ESG SELECT LEADERS INDEX

2025 CONSTITUENT MSCI NIHONKABU ESG SELECT LEADERS INDEX

2025 CONSTITUENT MSCI JAPAN EMPOWERING WOMEN INDEX (WIN)

The inclusion of Yamaha Corporation in any MSCI index, and the use of MSCI logos, trademarks, service marks or index names herein, do not constitute a sponsorship, endorsement or promotion of Yamaha Corporation by MSCI or any of its affiliates. The MSCI indexes are the exclusive property of MSCI. MSCI and the MSCI index names and logos are the trademarks or service marks of MSCI or its affiliates.



Morningstar, Inc., and/or one of its affiliated companies (individually and collectively, "Morningstar") has authorized Yamaha Corporation to use of the Morningstar Japan ex-REIT Gender Diversity Tilt Logo ("Logo") to reflect the fact that, for the designated ranking year, Yamaha Corporation ranks in the top quintile of companies comprising the Morningstar® Japan ex-REIT Gender Diversity Tilt IndexSM ("Index") on the issue

of gender diversity in the workplace. Morningstar is making the Logo available for use by Yamaha Corporation solely for informational purposes. Yamaha Corporation use of the Logo should not be construed as an endorsement by Morningstar of Yamaha Corporation or as a recommendation, offer or solicitation to purchase, sell or underwrite any security associated with Yamaha Corporation. The Index is designed to reflect gender diversity in the workplace in Japan, but Morningstar does not guarantee the accuracy, completeness or timeliness of the Index or any data included in it. Morningstar makes no express or implied warranties regarding the Index or the Logo, and expressly disclaim all warranties of merchantability or fitness for a particular purpose or use with respect to the Index, any data included in it or the Logo. Without limiting any of the foregoing, in no event shall Morningstar or any of its third-party content providers have any liability for any damages (whether direct or indirect), arising from any party's use or reliance on the Index or the Logo, even if Morningstar is notified of the possibility of such damages. The Morningstar name, Index name and the Logo are the trademarks or services marks of Morningstar, Inc. Past performance is no guarantee of future results.

Credit Ratings (As of March 31, 2025)

Rating and Investment Information, Inc. (R&I)	A+
Japan Credit Rating Agency, Ltd. (JCR)	AA-

Shareholder Returns

With consideration paid to the improvement of its consolidated return on equity, Yamaha Corporation undertakes investments for growth—including research and development, investments in marketing capabilities, and other capital investments—based on its medium-term consolidated profit level, while proactively returning profits to shareholders. With continuous and steady cash dividends as the basic policy for its shareholder returns, Yamaha will conduct flexible shareholder returns as it sees fit with the aim of improving its capital efficiency, while giving due consideration to the maintaining of a balance between adequate internal reserves of investment for future growth.

[Shareholder Return >](#)