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Notice of Convocation of the 112th Ordinary General Meeting of Shareholders

Venue

Tokyo Metropolitan Tama Business Activation Center (Tokyo Tama Mirai Messe)
3-19-2, Myojincho, Hachioji-city, Tokyo

Date and time

10:00 a.m., Wednesday, June 26, 2024
(Reception will start at 9:00 a.m.)

Resolutions

Proposed Resolution 1: Election of Seven (7) Members of the Board of Directors
Proposed Resolution 2: Election of Three (3) Audit & Supervisory Board Members
Proposed Resolution 3: Election of One (1) Substitute Audit & Supervisory Board Member

HINO MOTORS, LTD.

Securities Code 7205

Aiming to Enhance Corporate Value

Over two years have passed since the certification misconduct was made public in March 2022, and we are continuing our company-wide efforts to minimize the inconvenience caused to our customers by this problem and to prevent its recurrence through the “Three Reforms.” In addition, at the end of April 2023, we announced “Ideal State,” the future management direction for the rebirth of Hino.

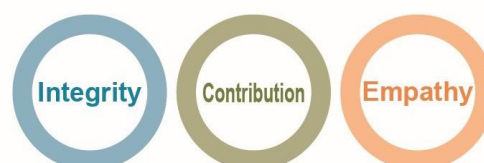
About the “HINO Way”

The HINO Way



In order for all Hino Group members to work together and be united by the same goals, we have announced the formulation of the “HINO Way” composed of HINO Credo, HINO Sustainability Policy, and HINO Code of Conduct. The HINO Way incorporates three values (integrity, contribution, and empathy) which we must carry into the future. During the year since the publication of the HINO Way, we have been working to promote understanding and to instill this new corporate philosophy through dialogue between the management and employees. We will continue to work toward our ideal vision under the HINO Way, with the same spirit of commitment.

The values incorporated into the HINO Way



Consolidated Financial Highlight

Net sales	1,516.3 billion yen Up 0.6% year on year
Operating income	-8.1 billion yen Income of 17.4 billion yen in the previous fiscal year
Profit attributable to owners of parent	17.1 billion yen Loss of 117.7 billion yen in the previous fiscal year
Global unit sales	130.2 thousand units Down 10.0% year on year
Japan	36.3 thousand units Up 0.2% year on year
Overseas	93.9 thousand units Down 13.4% year on year

Dividends

Year-end dividends	0 yen per share (no dividends)
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Securities Code 7205

June 7, 2024

(Measures for electronic provision
taken from: June 1, 2024)

To Shareholders with Voting Rights:

Satoshi Ogiso

President & CEO,

Member of the Board of Directors

HINO MOTORS, LTD.

1-1 Hinodai 3-chome, Hino-shi, Tokyo

Notice of Convocation of the 112th Ordinary General Meeting of Shareholders

Dear Shareholder,

Please refer to the following for information about the upcoming 112th Ordinary General Meeting of Shareholders (the “General Shareholders’ Meeting”) of Hino Motors, Ltd. (“Hino,” or the “Company”).

Information contained in the Reference Documents for the General Meeting of Shareholders (matters to which electronic provision measures apply) are provided electronically and posted on the following website on the Internet. Please access the website to confirm the posted information.

Hino's website (https://www.hino-global.com/corp/for_investors/shareholders/meeting.html)

In addition to the above website, the matters to which electronic provision measures apply are also posted on a website of the Tokyo Stock Exchange (TSE). Please access the following website of the Tokyo Stock Exchange (Listed Company Search), perform a search by entering the issue name (HINO MOTORS) or securities code (7205), and select “Basic Information” and “Documents for public inspection/PR information” to confirm the posted information.

TSE's website (Listed Company Search)

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

You may exercise your voting rights in writing or by electromagnetic means (via the Internet) instead of attending in person on the day of the meeting. Please review the enclosed Reference Documents and exercise your voting rights by no later than 5:25 p.m. (at the close of our business hours) on Tuesday, June 25, 2024 (Japan Time). Thank you very much for your cooperation.

1. Date and time: 10:00 a.m., Wednesday, June 26, 2024

2. Venue: Tokyo Metropolitan Tama Business Activation Center (Tokyo Tama Mirai Messe)
3-19-2, Myojincho, Hachioji-city, Tokyo

3. Meeting Agenda:

Reports:

1. Reports on business review, consolidated financial statements for FY2024 (April 1, 2023 through March 31, 2024) and report by the Accounting Auditor and the Audit & Supervisory Board on the audit results of the consolidated financial statements
2. Reports on unconsolidated financial statements for FY2024 (April 1, 2023 through March 31, 2024)

Resolutions:

Proposed Resolution 1: Election of Seven (7) Members of the Board of Directors

Proposed Resolution 2: Election of Three (3) Audit & Supervisory Board Members

Proposed Resolution 3: Election of One (1) Substitute Audit & Supervisory Board Member

Notes: - If you intend to engage in split voting, please notify the Company to that effect and the reasons for the split voting in writing by June 22, 2024, three days before the meeting.

- The items below are omitted from inclusion in the documents sent to shareholders in accordance with laws and regulations and Article 15, Paragraph 2 of the Articles of Incorporation of Hino. Accordingly, the documents sent are only a part of the statements audited by the Audit & Supervisory Board Members and Accounting Auditor in their preparation of the audit reports.

- Accounting Auditor in the Business Report
- Consolidated Statements of Changes in Net Assets
- Unconsolidated Statements of Changes in Net Assets
- Notes to the Consolidated Financial Statements
- Notes to the Unconsolidated Financial Statements

- If any revisions are made to the matters to which electronic provision measures apply, the revisions will be posted on the above-mentioned websites on which the matters to which electronic provision measures apply are posted.

Reference Documents

Proposed resolutions and reference matters

Proposed Resolution 1: Election of Seven (7) Members of the Board of Directors

The terms of office of all current seven (7) Members of the Board of Directors will expire at the conclusion of this General Shareholders' Meeting. Accordingly, we request that seven (7) Members of the Board of Directors be elected.

The candidates for the positions of Member of the Board of Directors are as follows.

List of candidates for the positions of Member of the Board of Directors

No.	Name	Position at Hino
1	Reappointment Satoshi Ogiso	President & CEO, Member of the Board of Directors
2	Reappointment Naoki Sato	Senior Managing Officer, Member of the Board of Directors,
3	Reappointment Outside Director Independent Director Motokazu Yoshida	Member of the Board of Directors
4	Reappointment Outside Director Independent Director Koichi Muto	Member of the Board of Directors
5	Reappointment Outside Director Independent Director Masahiro Nakajima	Member of the Board of Directors
6	Reappointment Outside Director Independent Director Shoko Kimijima	Member of the Board of Directors
7	New appointment Jun Nagata	

		Skill Matrix of Candidates for the Positions of Members of the Board of Directors							
		Corporate management	Legal/ Compliance/ Internal control	Finance/ Accounting	Global	Sustainability	R&D/ Monozukuri	Marketing/ Sales	IT/Digital
1	Satoshi Ogiso	○		○	○	○	○		○
2	Naoki Sato	○				○	○	○	
3	Motokazu Yoshida	○			○	○		○	
4	Koichi Muto	○			○	○			
5	Masahiro Nakajima	○			○	○			
6	Shoko Kimijima	○	○		○	○			
7	Jun Nagata	○	○		○	○		○	

No.	Name (date of birth)	Brief career summary, positions and main areas of responsibility and important concurrent duties	Number of Hino shares owned
1	Satoshi Ogiso (1/5/1961) (Reappointment)	<p>Apr. 1983 Joined Toyota Motor Corporation (TMC)</p> <p>Apr. 2013 Managing Officer of TMC</p> <p>Apr. 2015 Adviser of TMC</p> <p>Jun. 2015 President of ADVICS CO., LTD.</p> <p>Jan. 2018 Senior Managing Officer of TMC</p> <p>Jan. 2019 Operating Officer of TMC</p> <p>Feb. 2021 Adviser of Hino Motors, Ltd. (Hino)</p> <p>Jun. 2021 President, Member of the Board of Hino (to present)</p> <p>[Responsibilities] Overall management, CEO & CHRO</p>	10,000 shares
	Attendance at Board of Directors meetings: 14/14	<p>[Reason for nomination as a candidate for Member of the Board of Directors] After joining Toyota Motor Corporation, Mr. Satoshi Ogiso engaged in the planning and development of electric vehicles, etc. After serving as President of ADVICS CO., LTD. and Senior Managing Officer and CV Company President of Toyota Motor Corporation, he assumed the position of Adviser of Hino in February 2021. Since June 2021, he has shown his excellent ability as President, Member of the Board of Hino, and is driving efforts to strengthen the business foundation and reform the business structure with strong leadership. He has extensive experience and deep insight as a corporate manager as well as knowledge in commercial vehicles. The Board of Directors nominates him again as a candidate for Member of the Board of Directors in the hope that he will lead Hino with superior management skills and strong leadership for the further growth of the Group.</p>	
2	Naoki Sato (1/26/1967) (Reappointment)	<p>Apr. 1989 Joined Hino Motors, Ltd. (Hino)</p> <p>Feb. 2018 General Manager of Product Strategy Div. of Hino</p> <p>Feb. 2020 Officer of Hino</p> <p>Oct. 2021 Operating Officer, Strategy & Planning of Hino</p> <p>Feb. 2023 Chief Operating Officer, Japan Business of Hino (to present)</p> <p>Jun. 2023 Senior Managing Officer, Member of the Board of Directors of Hino (to present)</p> <p>[Responsibilities] Chief Operating Officer, Japan Business</p>	803 shares
	Attendance at Board of Directors meetings: 11/11	<p>[Reason for nomination as a candidate for Member of the Board of Directors] After joining Hino, Mr. Naoki Sato engaged in the quality assurance division and then the development & product planning division. He has led product development at Hino while serving in positions such as Medium-duty Truck Chief Engineer, has been in charge of Strategy & Planning business area since October 2021, and has since shown his ability as Chief Operating Officer, Japan Business since February 2023. The Board of Directors nominates him again as a candidate for Member of the Board of Directors in the hope that he will lead Hino with superior management skills and strong leadership for further growth of the Group.</p>	

No.	Name (date of birth)	Brief career summary, positions and main areas of responsibility and important concurrent duties	Number of Hino shares owned
3	<p>Motokazu Yoshida (1/7/1948)</p> <p>(Reappointment) (Outside Director) (Independent Director)</p> <p>Attendance at Board of Directors meetings: 14/14</p>	<p>Apr. 1971 Joined Mitsui & Co., Ltd. (Mitsui & Co.)</p> <p>Jun. 2001 Director of Mitsui & Co.</p> <p>Apr. 2002 Director, Senior Executive Officer of Mitsui & Co.</p> <p>Apr. 2003 Managing Executive Officer of Mitsui & Co.</p> <p>Oct. 2005 Senior Managing Executive Officer of Mitsui & Co.</p> <p>Jun. 2007 Director, Senior Managing Executive Officer of Mitsui & Co.</p> <p>Apr. 2008 Director, Executive Vice President of Mitsui & Co.</p> <p>Apr. 2009 Director of Mitsui & Co.</p> <p>Jun. 2009 Adviser of Mitsui & Co.</p> <p>Nov. 2012 Administrative Director of Incorporated Educational Institution Meisei Gakuen (to present)</p> <p>Jun. 2015 Outside Director of Hino Motors, Ltd. (to present)</p> <p>[Important concurrent duties] Administrative Director of Incorporated Educational Institution Meisei Gakuen</p>	31,100 shares
		<p>[Reason for nomination as a candidate for Outside Member of the Board of Directors and expected roles] Having served as Director, President of Mitsui & Co., (U.S.A.), Inc. and Director, Executive Vice President of Mitsui & Co. Ltd., Mr. Motokazu Yoshida has extensive experience and deep insight as a corporate manager. Since assuming the position of Independent and Outside Director of Hino in June 2015, he has provided useful advice on overall management of Hino based on his experience and insight. The Board of Directors nominates him again as a candidate for Outside Member of the Board of Directors in the hope that he will continue to provide adequate advice on overall management of Hino and perform management monitoring and supervisory functions from an independent standpoint as Outside Director.</p>	

No.	Name (date of birth)	Brief career summary, positions and main areas of responsibility and important concurrent duties	Number of Hino shares owned
4	Koichi Muto (9/26/1953) (Reappointment) (Outside Director) (Independent Director) Attendance at Board of Directors meetings: 14/14	<p>Apr. 1976 Joined Mitsui O.S.K. Lines, Ltd.</p> <p>Jun. 2006 Managing Executive Officer of Mitsui O.S.K. Lines, Ltd. (MOL)</p> <p>Jun. 2007 Director, Managing Executive Officer of MOL</p> <p>Jun. 2008 Director, Senior Managing Executive Officer of MOL</p> <p>Jun. 2010 Director, President of MOL</p> <p>Jun. 2015 Director, Chairman of MOL</p> <p>Jun. 2019 Senior Advisor of MOL (to present)</p> <p>Jun. 2020 Outside Director of Hino Motors, Ltd. (to present)</p> <p>[Important concurrent duties] Senior Adviser of Mitsui O.S.K. Lines, Ltd.</p>	5,000 shares
		<p>[Reason for nomination as a candidate for Outside Member of the Board of Directors and expected roles] Having served as Director, President and Director, Chairman of Mitsui O.S.K. Lines, Ltd., Mr. Koichi Muto has extensive experience and deep insight as a corporate manager. Since assuming the position of Independent and Outside Director of Hino in June 2020, he has provided useful advice on overall management of Hino based on his experience and insight. The Board of Directors nominates him again as a candidate for Outside Member of the Board of Directors in the hope that he will continue to provide adequate advice on overall management of Hino and perform management monitoring and supervisory functions from an independent standpoint as Outside Director.</p>	

No.	Name (date of birth)	Brief career summary, positions and main areas of responsibility and important concurrent duties	Number of Hino shares owned
5	Masahiro Nakajima (2/3/1950) (Reappointment) (Outside Director) (Independent Director) Attendance at Board of Directors meetings: 13/14	<p>Mar. 1972 Joined Morita Fire Pump MFG. Co., Ltd. (currently MORITA HOLDINGS CORPORATION)</p> <p>Apr. 2003 Corporate Executive Officer of MORITA CORPORATION (MORITA)</p> <p>Jun. 2004 Director of MORITA</p> <p>Jun. 2006 Director, President of MORITA</p> <p>Oct. 2008 Director, President of MORITA CORPORATION</p> <p>Jun. 2015 Director, Chairman of MORITA HOLDINGS CORPORATION Director, Chairman of MORITA ECONOS CORPORATION Director, Chairman of MORITA TECHNOS CORPORATION Director, Chairman of MORITA CORPORATION (to present)</p> <p>Feb. 2016 Director, Chairman of the Board of BRONTO SKYLIFT OY AB (to present)</p> <p>Jun. 2016 Director, Chairman & CEO of MORITA HOLDINGS CORPORATION (to present)</p> <p>Apr. 2017 Director, Chairman of MORITA ENVIRONMENTAL TECH CORPORATION</p> <p>Jun. 2017 Outside Audit & Supervisory Board Member of Hino Motors, Ltd. (Hino)</p> <p>Jun. 2019 Director of MORITA ENVIRONMENTAL TECH CORPORATION (to present)</p> <p>Jun. 2021 Outside Director of Hino (to present)</p> <p>[Important concurrent duties] Director, Chairman & CEO of MORITA HOLDINGS CORPORATION Director, Chairman of MORITA CORPORATION Director of MORITA ENVIRONMENTAL TECH CORPORATION Director, Chairman of the Board of BRONTO SKYLIFT OY AB</p>	9,600 shares
		<p>[Reason for nomination as a candidate for Outside Member of the Board of Directors and expected roles] Having served as Director, President and Director, Chairman (to present) of MORITA HOLDINGS CORPORATION, Mr. Masahiro Nakajima has extensive experience and deep insight as a corporate manager. Since assuming the position of Independent and Outside Audit & Supervisory Board Member of Hino in June 2017, and Independent Outside Director in June 2021, he has provided useful advice on overall management of Hino based on his experience and insight. The Board of Directors nominates him again as a candidate for Outside Member of the Board of Directors in the hope that he will continue to provide adequate advice on overall management of Hino and perform management monitoring and supervisory functions from an independent standpoint as Outside Director.</p>	

No.	Name (date of birth)	Brief career summary, positions and main areas of responsibility and important concurrent duties	Number of Hino shares owned
6	Shoko Kimijima (3/27/1970) (Reappointment) (Outside Director) (Independent Director) Attendance at Board of Directors meetings: 11/11	<p>Apr. 1996 Joined Nagashima & Ohno (currently Nagashima Ohno & Tsunematsu)</p> <p>Oct. 2002 Joined General Electric International, Inc., Japan branch</p> <p>Jan. 2009 Transferred to GE Japan Corporation</p> <p>Oct. 2010 Associate General Counsel of GE Japan Corporation</p> <p>Jan. 2015 Executive Officer, Compliance General Manager of Legal Division of LIXIL Corporation</p> <p>Apr. 2015 Executive Officer, Compliance General Manager of Legal Division, and Chief Compliance Officer of LIXIL Corporation</p> <p>Jul. 2016 Director, Compliance General Manager of Legal Division, and Chief Compliance Officer of LIXIL Corporation</p> <p>Jan. 2017 Chief Compliance Officer of LIXIL Water Technology of LIXIL Corporation (concurrent position)</p> <p>Feb. 2019 Deputy General Manager of Legal, Compliance Unit and Chief Compliance Officer of Tokyo Electron Ltd.</p> <p>Apr. 2020 Executive Officer, Executive Vice President, and Chief Legal and Compliance Officer of LIXIL Group Corporation</p> <p>Jun. 2020 Director, Senior Officer, and Chief Legal and Compliance Officer of LIXIL Corporation (concurrent position)</p> <p>Dec. 2020 Executive Officer, Executive Vice President, and Chief Legal and Compliance Officer of LIXIL Corporation (concurrent position discontinued due to the merger between LIXIL Group Corporation and LIXIL Corporation; to present)</p> <p>Jun. 2023 Outside Director of Hino Motors, Ltd. (to present)</p> <p>[Important concurrent duties] Executive Officer, Executive Vice President, and Chief Legal and Compliance Officer of LIXIL Corporation</p> <p>[Reason for nomination as a candidate for Outside Member of the Board of Directors and expected roles] Having practiced law at Nagashima & Ohno (currently Nagashima Ohno & Tsunematsu) and then assuming important positions in legal divisions at GE Japan Corporation and LIXIL Corporation, Ms. Shoko Kimijima has advanced expertise as well as extensive experience and deep insight as a senior management member. Since assuming the position of Independent Outside Director of Hino in June 2023, she has provided useful advice on overall management of Hino based on her experience and insight. The Board of Directors nominates her again as a candidate for Outside Member of the Board of Directors in the hope that she will continue to provide adequate advice on overall management of Hino, especially in the fields of corporate governance and compliance, and perform management monitoring and supervisory functions from an independent standpoint as Outside Director.</p>	0 shares

No.	Name (date of birth)	Brief career summary, positions and main areas of responsibility and important concurrent duties	Number of Hino shares owned
7	Jun Nagata (1/6/1966) (New appointment)	<p>Apr. 1990 Joined Toyota Motor Corporation (TMC)</p> <p>Jan. 2015 Seconded to GAC Toyota Motor Co., Ltd.</p> <p>Jan. 2017 General Manager of Japan Sales Planning Division of TMC</p> <p>Jan. 2018 Managing Officer and Deputy Chief Officer of Japan Sales Business Group of TMC</p> <p>May 2020 Deputy Chief Officer of External & Public Affairs Group of TMC</p> <p>Dec. 2020 Member of the Board of Directors of TOYOTA CONIQ Holdings, Inc. (to present)</p> <p>Jan. 2021 Operating Officer and Chief Communication Officer of TMC</p> <p>Jan. 2022 Chief Officer of External & Public Affairs Group of TMC</p> <p>Apr. 2024 Operating Officer, Chief Risk Officer and Chief Compliance Officer of TMC (to present)</p> <p>[Important concurrent duties] Operating Officer, Chief Risk Officer and Chief Compliance Officer of Toyota Motor Corporation Member of the Board of Directors of TOYOTA CONIQ Holdings, Inc.</p> <p>[Reason for nomination as a candidate for Member of the Board of Directors] Having served as Managing Officer as well as Deputy Chief Officer of Japan Sales Business Group; Operating Officer and Chief Communication Officer; and Operating Officer, Chief Risk Officer and Chief Compliance Officer (to present) of Toyota Motor Corporation, Mr. Jun Nagata has extensive experience and a high degree of insight in corporate management and in the sales, external & public affairs and compliance divisions, etc. The Board of Directors newly nominates him as a candidate for Member of the Board of Directors in the hope that he will provide adequate advice on overall management of Hino and perform management monitoring and supervisory functions from a high-level perspective to promote Hino's sustainable growth and strengthen its competitiveness.</p>	0 shares

- Notes: 1. Of the candidates for Members of the Board of Directors, Mr. Jun Nagata is an Operating Officer of Toyota Motor Corporation, Hino's parent company. The relationship between Hino and Toyota Motor Corporation is as described under 1. Overview of the Operation of the Group, (6) Material Parent Company and Subsidiaries, 1) Relationship with the parent company. No special interest exists between the other candidates for Members of the Board of Directors and Hino.
2. Based on the assumption that the election of Mr. Motokazu Yoshida, Mr. Koichi Muto, Mr. Masahiro Nakajima, and Ms. Shoko Kimijima will be approved as proposed, Hino has designated them as independent directors as defined by the Tokyo Stock Exchange and the Nagoya Stock Exchange and registered them with these exchanges. Mr. Motokazu Yoshida, Mr. Koichi Muto, Mr. Masahiro Nakajima, and Ms. Shoko Kimijima will have served as Director of Hino for nine (9) years, four (4) years, three (3) years, and one (1) year, respectively, upon the conclusion of this General Shareholders' Meeting.
3. Although there are business transactions including the selling and buying of cars between Hino and Mitsui & Co., Ltd., where Mr. Motokazu Yoshida served as Director, Executive Vice President as well as Adviser in the past (retired in June 2011), the transactional volume is not more than 0.1% of the consolidated revenue of Mitsui & Co., Ltd., or not more than 3% of consolidated net sales of Hino. The business transactions therefore have no significant impact on decision making by Hino based on their volume and nature. It has been more than 10 years since Mr. Motokazu Yoshida retired from Mitsui & Co., Ltd., and he is currently not an executive of Mitsui & Co., Ltd. There are no business transactions between Hino and Incorporated Educational Institution Meisei Gakuen where Mr. Motokazu Yoshida currently serves as Administrative Director. Accordingly, Hino judges that Mr. Motokazu

Yoshida has independence as an Outside Member of the Board of Directors.

Although there are business transactions in car transportation between Hino and Mitsui O.S.K. Lines, Ltd., where Mr. Koichi Muto currently serves as Senior Advisor, the transactional volume is not more than 0.1% of the consolidated net sales of Mitsui O.S.K. Lines, Ltd., and there were no sales to the same company. The business transactions therefore have no significant impact on decision making by Hino based on their volume and nature. Accordingly, Hino judges that Mr. Koichi Muto has independence as an Outside Member of the Board of Directors.

Although there are business transactions related to selling and buying of cars between Hino and MORITA CORPORATION, where Mr. Masahiro Nakajima currently serves as Director, Chairman, the transactional volume is no more than 1% of the consolidated net sales of the parent company of MORITA CORPORATION, and there were no sales to the same company. The business transactions therefore have no significant impact on decision making by Hino based on their volume and nature. There are no business transactions between Hino and any of MORITA HOLDINGS CORPORATION; MORITA ENVIRONMENTAL TECH CORPORATION; or

BRONTO SKYLIFT OY AB, where Mr. Masahiro Nakajima currently serves as Director, Chairman & CEO; Director; or Director, Chairman of the Board, respectively. Accordingly, Hino judges that Mr. Masahiro Nakajima has independence as an Outside Member of the Board of Directors.

Although there are business transactions between Hino and Nagashima & Ohno (currently Nagashima Ohno & Tsunematsu), where Ms. Shoko Kimijima had served as an attorney until her retirement in October 2002 to provide professional service (concerning legal affairs) from the law firm to Hino, it has been more than 20 years since her retirement from the law firm. There are no business transactions between Hino and any of General Electric International, Inc., Japan branch (retired in December 2008 due to transfer); GE Japan Corporation (retired in December 2014); or Tokyo Electron Ltd. (retired in March 2020), where Ms. Shoko Kimijima previously served, or LIXIL Corporation, where she currently serves as Executive Officer, Executive Vice President. Accordingly, Hino judges that Ms. Shoko Kimijima has independence as an Outside Member of the Board of Directors.

4. Hino has entered into agreements with Outside Director candidates Mr. Motokazu Yoshida, Mr. Koichi Muto, Mr. Masahiro Nakajima, and Ms. Shoko Kimijima to limit their liability pursuant to Article 423, Paragraph 1 of the Companies Act to the amount stipulated in Article 425, Paragraph 1 of the Companies Act, provided that they acted in good faith and were not grossly negligent in performing their duties. If their election is approved as proposed, Hino intends to renew the agreements with them. Hino intends to enter into an agreement with the same content with Mr. Jun Nagata, a candidate for Member of the Board of Directors who will be a non-executive Member of the Board of Directors, if his election is approved as proposed.

5. Candidates who were executives at Toyota Motor Corporation, Hino's parent company, for the last ten (10) years and their areas of responsibility are as follows.

Name	Areas of responsibility
Satoshi Ogiso	Product Planning Group, Chassis Engineering Field, CV Company
Jun Nagata	Domestic Product Dept., Domestic Planning Dept., Japan Sales Business Group, External & Public Affairs Group, Chief Communication Officer, Chief Risk Officer, Chief Compliance Officer

6. A candidate who was an executive at a subsidiary of Hino's parent company for the last ten (10) years and his areas of responsibility are as follows.

Name	Areas of responsibility
Jun Nagata	Member of the Board of Directors of TOYOTA CONIQ Holdings, Inc. Member of the Board of Directors of TOYOTA CONIQ Pro, Inc.

7. The name of Shoko Kimijima on family register is Shoko Wakabayashi.

8. The Company has entered into a Directors and Officers Liability Insurance contract provided for in Article 430-3, Paragraph 1 of the Companies Act with an insurance company. If the election of the candidates for Members of the Board of Directors is approved, they will be covered by the insurance policy. The outline of the insurance contract is as follows:

- The insurance policy covers litigation defense expenses and damages to be incurred by the insured arising from shareholder class actions and lawsuits seeking compensation for damages made against the insured due to their action taken in the course of business, legal reparations and litigation expenses arising from claims for damages made against

the Company pertaining to securities-related transactions, as well as expenses borne by the Company in the event of corporate misconduct.

- As a measure to ensure the appropriateness of the execution of duties by the insured, the insurance policy does not cover damages arising from criminal acts, etc. committed by them.
 - The insurance premiums are fully borne by the Company.
9. If the election of the candidates for Members of the Board of Directors is approved, a total of seven (7) Members of the Board of Directors will consist of six (6) male Directors and one (1) female Director.

Proposed Resolution 2: Election of Three (3) Audit & Supervisory Board Members

The terms of office of Mr. Iwao Kimura, Ms. Tomoko Inoue, and Mr. Naoki Miyazaki will expire at the conclusion of this General Shareholders' Meeting. Accordingly, we request that three (3) Audit & Supervisory Board Members be elected.

The candidates for the positions of Audit & Supervisory Board Members are as follows.

The submission of this proposal at this General Shareholders' Meeting was approved by the Audit & Supervisory Board.

No.	Name (date of birth)	Brief career summary, positions and main areas of responsibility and important concurrent duties	Number of Hino shares owned
1	Iwao Kimura (3/31/1958) (Reappointment) Attendance at Board of Directors meetings: 14/14 Attendance at Audit & Supervisory Board meetings: 13/13	<p>Apr. 1981 Joined Toyota Motor Sales Co., Ltd.</p> <p>Jun. 2012 General Manager of Overseas External Affairs Div. of Toyota Motor Corporation</p> <p>Jul. 2015 Senior General Manager and General Manager of Government & Industrial Affairs Div. of Hino Motors, Ltd. (Hino)</p> <p>Apr. 2016 Managing Officer and General Manager of Government & Industrial Affairs Div. of Hino</p> <p>Feb. 2017 Managing Officer of Hino</p> <p>Feb. 2020 Adviser of Hino</p> <p>Jun. 2020 Audit & Supervisory Board Member of Hino (to present)</p> <p>[Reason for nomination as a candidate for Audit & Supervisory Board Member] Mr. Iwao Kimura has engaged in government & public affairs and internal audit divisions at Toyota Motor Corporation and Hino, and assumed the position of Managing Officer of Hino in April 2016. Since assuming the position of Audit & Supervisory Board Member of Hino in June 2020, he has played an appropriate role as an Audit & Supervisory Board Member based on his experience and expertise. The Board of Directors nominates him again as a candidate for Audit & Supervisory Board Member in the hope that he will perform his duties, appropriately leveraging his extensive experience and advanced expertise to further strengthen Hino's audit system.</p>	3,200 shares
2	Tomoko Inoue (10/9/1960) (Reappointment) Attendance at Board of Directors meetings: 14/14 Attendance at Audit & Supervisory Board meetings: 13/13	<p>Apr. 1983 Joined Hino Motors, Ltd. (Hino)</p> <p>Feb. 2015 General Manager of Audit Div. of Hino</p> <p>Apr. 2017 Senior General Manager and General Manager of Audit Div. of Hino</p> <p>Feb. 2019 Senior General Manager and Internal Audit Vice Officer of Hino</p> <p>Jun. 2019 Audit & Supervisory Board Member of Hino (to present)</p> <p>Jun. 2024 Outside Director of YKK AP Inc. (scheduled to assume office)</p> <p>[Important concurrent duties] Outside Director of YKK AP Inc.</p> <p>[Reason for nomination as a candidate for Audit & Supervisory Board Member] After joining Hino, Ms. Tomoko Inoue has engaged in human resources, finance & accounting, and internal audit divisions. Since assuming the position of Audit & Supervisory Board Member of Hino in June 2019, she has played an appropriate role as an Audit & Supervisory Board Member based on her experience and expertise. The Board of Directors nominates her again as a candidate for Audit & Supervisory Board Member in the hope that she will perform her duties appropriately leveraging her extensive experience and advanced expertise to further strengthen Hino's audit system.</p>	4,500 shares

No.	Name (date of birth)	Brief career summary, positions and main areas of responsibility and important concurrent duties	Number of Hino shares owned
3	<p>Naoki Miyazaki (5/23/1957)</p> <p>(Reappointment) (Outside Audit & Supervisory Board Member)</p> <p>Attendance at Board of Directors meetings: 14/14</p> <p>Attendance at Audit & Supervisory Board meetings: 13/13</p>	<p>Apr. 1980 Joined Toyota Motor Co., Ltd.</p> <p>Jun. 2008 Managing Officer of Toyota Motor Corporation (TMC)</p> <p>Apr. 2013 Senior Managing Officer of TMC</p> <p>Apr. 2014 Adviser of Toyoda Gosei Co., Ltd. (Toyoda Gosei)</p> <p>Jun. 2014 Executive Vice President of Toyoda Gosei</p> <p>Jun. 2015 President of Toyoda Gosei</p> <p>Jun. 2020 Chairman of Toyoda Gosei</p> <p>Jun. 2021 Vice Chairman of TOYOTA BOSHOKU CORPORATION</p> <p>Jun. 2021 Outside Audit & Supervisory Board Member of Hino Motors, Ltd. (to present)</p> <p>Jun. 2024 Director of Toyoda Gosei Chairman of Toyoda Gosei (scheduled to assume office)</p> <p>[Important concurrent duties] Chairman of Toyoda Gosei Co., Ltd.</p> <p>[Reason for nomination as a candidate for Outside Audit & Supervisory Board Member] Having served as Senior Managing Officer at Toyota Motor Corporation, President and then Chairman at Toyoda Gosei Co., Ltd., Mr. Naoki Miyazaki has extensive experience and a deep insight in overall corporate management. He has assumed the position of Outside Audit & Supervisory Board Member of Hino in June 2021, and provided useful and important advice on audit for management of Hino. The Board of Directors nominates him again as a candidate for Outside Audit & Supervisory Board Member in the hope that he will continue to play an appropriate role as an Outside Audit & Supervisory Board Member in providing advice to strengthen Hino's governance and compliance as well as in strengthening the audit system.</p>	0 shares

- Notes:
1. No special interest exists between each of the candidates for Audit & Supervisory Board Members and Hino.
 2. The name of Tomoko Inoue on family register is Tomoko Okazaki.
 3. Ms. Tomoko Inoue will assume the position of Outside Director of YKK AP Inc. at the conclusion of the 68th General Shareholders' Meeting of YKK AP Inc. to be held on June 10, 2024.
 4. Mr. Naoki Miyazaki will retire from the position of Vice Chairman of TOYOTA BOSHOKU CORPORATION at the conclusion of the 99th Ordinary General Meeting of Shareholders of the same company to be held on June 12, 2024. He will assume the position of Director of Toyoda Gosei Co., Ltd. at the conclusion of the 101st Ordinary General Meeting of Shareholders of Toyoda Gosei Co., Ltd. to be held on June 14, 2024, and assume the position of Chairman at the Board of Directors of the same company.
 5. Mr. Naoki Miyazaki will have served as Audit & Supervisory Board Member of Hino for three (3) years upon the conclusion of this General Shareholders' Meeting.
 6. Hino has entered into an agreement with Outside Audit & Supervisory Board Member candidate Mr. Naoki Miyazaki to limit his liability pursuant to Article 423, Paragraph 1 of the Companies Act to the amount stipulated in Article 425, Paragraph 1 of the Companies Act, provided that he acted in good faith and was not grossly negligent in performing his duties. If his election is approved as proposed, Hino intends to renew the agreement with him.
 7. The Company has entered into a Directors and Officers Liability Insurance contract provided for in Article 430-3, Paragraph 1 of the Companies Act with an insurance company. If the election of the candidates for Audit & Supervisory Board Members is approved as proposed, they will be covered by the insurance policy. The outline of the insurance contract is as follows:
 - The insurance policy covers litigation defense expenses and damages to be incurred by the insured arising from shareholder class actions and lawsuits seeking compensation for damages made against the insured due to their action taken in the course of business, legal reparations and litigation expenses arising from claims for damages made against the Company pertaining to securities-related transactions, as well as expenses borne by the Company in the event of corporate misconduct.
 - As a measure to ensure the appropriateness of the execution of duties by the insured, the insurance policy does not cover damages arising from criminal acts, etc. committed by them.
 - The insurance premiums are fully borne by the Company.
 8. If the election of the candidates for Audit & Supervisory Board Members is approved as proposed, a total of four (4) Audit & Supervisory Board Members will consist of two (2) male and two (2) female Audit & Supervisory Board Members.

Proposed Resolution 3: Election of One (1) Substitute Audit & Supervisory Board Member

In order to be prepared in the event that the number of Audit & Supervisory Board Members falls below the requirements of laws and regulations, we hereby request that one (1) substitute Audit & Supervisory Board Member be elected.

The candidate for the position of substitute Audit & Supervisory Board Member is as follows.

This proposal is made to elect a substitute for either Ms. Chika Matsumoto, an Outside Audit & Supervisory Board Member, or, if the Proposed Resolution 2 is approved as proposed, Mr. Naoki Miyazaki.

In the event the substitute Audit & Supervisory Board Member assumes the position of Audit & Supervisory Board Member, his term of office will be until the expiration of his/her predecessor's term.

This resolution shall be effective until the commencement of the next Ordinary General Meeting of Shareholders, provided, however, that this resolution may be cancelled before the proposed substitute Audit & Supervisory Board Member assumes office, by a resolution of the Board of Directors, subject to the approval of the Audit & Supervisory Board.

The submission of this proposal at this General Shareholders' Meeting was approved by the Audit & Supervisory Board.

Name (date of birth)	Brief career summary, positions and important concurrent duties	Number of Hino shares owned
Hyo Kambayashi (10/15/1951)	Nov. 1976 Joined Arthur Andersen & Co.	0 shares
	Jul. 1991 Worldwide Partner of Arthur Andersen & Co.	
	Jul. 1993 Senior Partner of Asahi & Co. (currently KPMG AZSA LLC)	
	Sep. 2001 Director of Andersen Worldwide Organization	
	Jan. 2003 President and Director of Protiviti Japan Co., Ltd.	
	Apr. 2004 Visiting Professor of Tama Graduate School of Business	
	May 2005 Director of Robert Half Japan Ltd.	
	Apr. 2010 Visiting Professor of Professional Graduate Schools of Aoyama Gakuin University	
	Jan. 2011 President and Chief Executive Officer of Protiviti LLC	
	Jan. 2016 Chairman and Senior Managing Director of Protiviti LLC	
	Oct. 2016 Chairman of Japan Internal Control Research Association	
	Jun. 2017 Audit & Supervisory Board Member of Sojitz Corporation	
	Jun. 2018 Outside Director, Board Member Audit and Supervisory Committee Member of Murata Manufacturing Co., Ltd. (to present)	
	Apr. 2021 Senior Managing Director of Protiviti LLC (to present)	
[Important concurrent duties] Outside Director, Board Member Audit and Supervisory Committee Member of Murata Manufacturing Co., Ltd. Senior Managing Director of Protiviti LLC		
[Reason for nomination as a candidate for substitute Outside Audit & Supervisory Board Member] Mr. Hyo Kambayashi served at major accounting firms and is currently a representative of a consulting firm. He has advanced expertise in financial and accounting audit services as well as extensive experience and deep insight as a corporate manager. He served as a visiting professor at graduate schools and has been serving as an outside officer at companies, playing an active role in a wide range of fields. The Board of Directors nominates him as a candidate for substitute Outside Audit & Supervisory Board Member in the hope that he will play an appropriate role in strengthening Hino's audit system.		

- Notes: 1. No special interest exists between Mr. Hyo Kambayashi and Hino.
2. Mr. Hyo Kambayashi is a candidate for substitute Outside Audit & Supervisory Board Member.
3. If the election of Mr. Hyo Kambayashi is approved as proposed and he assumes the position of Outside Audit & Supervisory Board Member, Hino will designate him as an independent auditor as defined by the Tokyo Stock Exchange and the Nagoya Stock Exchange and register him with these exchanges. It has been more than 20 years since Mr. Hyo Kambayashi retired from Arthur Andersen & Co. (retired in March 2003) and Asahi & Co. (retired in March 2003), where he previously served. There are no business transactions between Hino and any of Protiviti Japan Co., Ltd. (retired in December 2015) or Robert Half Japan Ltd. (retired in June 2017) where Mr. Hyo Kambayashi previously served. Although there are business transactions between Hino and Protiviti LLC where he currently serves, to provide professional service (consulting service) from Protiviti LLC to Hino, the amount of remuneration that Hino pays to Protiviti LLC is not more than 20 million yen or not more than 0.1% of the consolidated net sales of Protiviti LLC. The business transactions therefore have no significant impact on decision making by Hino based on their volume and nature. Accordingly, Hino judges that Mr. Hyo Kambayashi has independence as an Outside Audit & Supervisory Board Member.
4. If the election of Mr. Hyo Kambayashi is approved as proposed and if he assumes the position of Outside Audit & Supervisory Board Member, Hino intends to enter into an agreement with Mr. Hyo Kambayashi to limit his liability pursuant to Article 423, Paragraph 1 of the Companies Act to the amount stipulated in Article 425, Paragraph 1 of the Companies Act, provided that he acted in good faith and was not grossly negligent in performing his duties.
5. The Company has entered into a Directors and Officers Liability Insurance contract provided for in Article 430-3, Paragraph 1 of the Companies Act with an insurance company. If the election of Mr. Hyo Kambayashi is approved as proposed and he assumes the position of Outside Audit & Supervisory Board Member, he will be covered by the insurance policy. The outline of the insurance contract is as follows:
- The insurance policy covers litigation defense expenses and damages to be incurred by the insured arising from shareholder class actions and lawsuits seeking compensation for damages made against the insured due to their action taken in the course of business, legal reparations and litigation expenses arising from claims for damages made against the Company pertaining to securities-related transactions, as well as expenses borne by the Company in the event of corporate misconduct.
 - As a measure to ensure the appropriateness of the execution of duties by the insured, the insurance policy does not cover damages arising from criminal acts, etc. committed by them.
 - The insurance premiums are fully borne by the Company.

<Reference>

If Proposed Resolutions 1 and 2 are approved as proposed, the composition of the Board of Directors and the Audit & Supervisory Board will be as follows:

Name	Position at Hino	Attributes			
		Outside officer	Independent officer	Member of Directors' Appointment Plan Review Meeting and Directors' Compensation Plan Review Meeting	
Reappointment	Satoshi Ogiso	President & CEO, Member of the Board of Directors (Representative Director)			○
Reappointment	Naoki Sato	Senior Managing Officer, Member of the Board of Directors			
Reappointment	Motokazu Yoshida	Member of the Board of Directors	○	○	◎
Reappointment	Koichi Muto	Member of the Board of Directors	○	○	○
Reappointment	Masahiro Nakajima	Member of the Board of Directors	○	○	○
Reappointment	Shoko Kimijima	Member of the Board of Directors	○	○	○
New appointment	Jun Nagata	Member of the Board of Directors			
Reappointment	Iwao Kimura	Full-time Audit & Supervisory Board Member			
Reappointment	Tomoko Inoue	Full-time Audit & Supervisory Board Member			
Reappointment	Naoki Miyazaki	Audit & Supervisory Board Member	○		
	Chika Matsumoto	Audit & Supervisory Board Member	○	○	

Note: The position of each Member of the Board and Full-time Audit & Supervisory Board Member, as well as the composition of the Directors' Appointment Plan Review Meeting and the Directors' Compensation Plan Review Meeting will be formally determined after the conclusion of this General Shareholders' Meeting. "◎" indicates the chairperson of the Directors' Appointment Plan Review Meeting and the Directors' Compensation Plan Review Meeting.

Business Report

(April 1, 2023 – March 31, 2024)

1. Overview of the Operations of the Group

(1) Trends in Assets and Profit or Loss

(Millions of yen, unless otherwise indicated)

Item	The 109th fiscal year ended March 31, 2021	The 110th fiscal year ended March 31, 2022	The 111th fiscal year ended March 31, 2023	The 112th fiscal year ended March 31, 2024 (Consolidated fiscal year under review)
Net sales	1,498,442	1,459,706	1,507,336	1,516,255
Operating income	12,250	33,810	17,406	(8,103)
Ordinary income	12,261	37,986	15,787	(9,233)
Profit attributable to owners of parent	(7,489)	(84,732)	(117,664)	17,087
Profit per share	¥(13.05)	¥(147.61)	¥(204.98)	¥29.77
Net assets	604,872	516,007	433,409	463,420
Net assets per share	¥965.54	¥798.17	¥640.94	¥682.98
Total assets	1,231,495	1,258,350	1,361,735	1,464,375

(Note) An overview of the 112th fiscal year is as described in “Business Progress and Results” below.

(2) Business Progress and Results

● Our engine certification misconduct issues

We would like to once again offer our deepest apologies to our shareholders, customers, and many others for the serious inconvenience caused by our engine certification misconduct issue.

Taking to heart the suggestions and recommendations of the special investigation committee of outside experts and the Ministry of Land, Infrastructure, Transport and Tourism regarding the engine certification misconduct issue we announced in March 2022, we have formulated “three reforms” to never let such an incident happen again.

Returning to our Corporate Mission and reforming as a company that fulfills our social responsibilities

Management will take the initiative and promote reform throughout the entire company



In order to realize the Company's mission and fulfill its responsibility to society in accordance with its corporate philosophy, the "HINO Way," which is the cornerstone of all its activities, the Company has been reforming its management, corporate culture, and vehicle manufacturing through the strong determination and leadership of its management team.

The HINO Way



Specifically, in February 2023, we launched a new management structure to ensure that “all employees have a shared purpose across divisions and think and act together as they work to create vehicles together”. Through off-site meetings, the top management became united in strengthening their mindset to tackle reforms. In addition, we have held management information-sharing meetings and workplace round-table discussions to deepen mutual understanding between the management and employees.

With respect to “strengthening risk management”, we established the position of Chief Risk Officer (CRO) in July 2023 and introduced a company-wide risk assessment mechanism.

For “the establishment of a type-approval application system that prevents misconduct”, we worked to introduce a quality management system accompanied by external audits. In April 2024, we obtained ISO 9001 certification for the process from engine design and development to the certification application.

The Company has conducted compensation for excessive fuel expenses and tax refunds to customers in Japan since the summer of 2023.

Regarding the status of engines for which certification was cancelled, shipments of A09C engines were resumed in February 2023, and preparations are underway to reacquire certification for the E13C and A05C-HC engines.

We are continuing to cooperate fully with the U.S. authorities in their investigation. A settlement agreement for the Florida class action lawsuit was signed in October 2023 and received final court approval in April 2024. The class action lawsuits in Australia and Canada are pending.

● Business overview

During this consolidated fiscal year, the global economy experienced a moderate slowdown due to geopolitical risks such as regional conflicts, economic sanctions, and humanitarian crises just as many countries were gradually recovering from the COVID-19 pandemic, as well as the effects of global interest rate and price hikes, inflation, human resource shortages, and labor market crunch. The manufacturing sector also came face-to-face with many of these issues.

In the midst of this business environment, we have continued to strengthen the competitiveness of our existing businesses, achieve carbon neutrality, and address social issues such as logistics and human flow, in order to build a corporate structure less susceptible to external changes.

To meet the precise needs of our customers, in fiscal 2024 we launched improved models of vehicles such as a heavy-duty truck “HINO PROFIA,” a middle-duty truck “HINO RANGER,” a light-duty truck “HINO DUTRO,” and route buses.

The “HINO DUTRO Z EV” light-duty BEV truck, launched in June 2022, is widely used by customers throughout Japan, including Yamato Transport Co., Ltd. and GEEEN CO-OP Fukuoka, which are actively introducing EVs to help realize a decarbonized society, and the sales volume for 2023 exceeded 500 units.

To address logistics and human flow issues, in July 2023, we launched a remote operation management service for private paid passenger transportation ^(Note 1) in Chizu-cho, Tottori Prefecture, as a new initiative to support sustainable regional public transportation.

In addition, at the Shin-Maruyama Dam in Kamo-gun, Gifu Prefecture from September to December 2023, we conducted a demonstration experiment for DX construction ^(Note 2) using advanced tools, including automatic and autonomous construction equipment and automated dump trucks.

In order to solve pressing issues and realize a sustainable society, we are committed to further evolving our solutions through the use of CASE technology and co-creation with our customers and partners.

(Note 1) A program that allows private vehicles to transport passengers for a fee in areas where buses and taxis do not operate

(Note 2) A method to optimize the entire construction process by combining AI, ICT, IoT, and other digital technologies

When it comes to total support for customer vehicle operations, we are continuously establishing, expanding, and renewing offices of domestic and overseas sales companies, developing a system to provide speedy, high-quality services and continue to contribute to our customers' businesses.

To achieve carbon neutrality, a movement gaining momentum worldwide, Hino released the “Strategy of Hino towards Carbon Neutrality” in October 2023 to demonstrate its stance and approach to the challenge of achieving a sustainable society.

The Company will provide a variety of energy options (multi-pathways) that closely match customer needs by improving internal combustion engines and realizing the Range Extender BEV (RE-BEV) ^(Note 3) platform concept.

(Note 3) A battery EV mechanism that converts various types of energy into electricity and charges batteries

In May 2023, we commenced the first driving demonstration of heavy-duty fuel cell trucks in Japan together with operating companies.

Finally, we were accepted to return to Commercial Japan Partnership Technologies (CJPT) in October 2023, having been expelled in August 2022, with the approval of the other CJPT participating companies. Recognizing the significance of this opportunity, we will contribute to CJPT's efforts to realize a carbon-neutral society through the widespread use of CASE technology.

● Status of sales and production

As for the Japanese domestic truck market in this consolidated fiscal year, the total demand for heavy-, medium-, and light-duty trucks increased because the business activities of group companies recovered along with the improvement in the supply of parts, including semiconductors. In the domestic bus market, total demand for buses increased mainly due to recovery from the impact of COVID-19.

As a result of the above, total domestic demand for trucks and buses was 149.5 thousand vehicles, an increase of 18.5 thousand vehicles (14.1%) compared to the previous fiscal year. As a result of continued solid sales activities amidst an increase in overall demand, while continuing to deal with the certification misconduct and other issues, as for Japanese domestic sales, the total volume of sales of trucks and buses was 38.6 thousand units, an increase of 0.6 thousand units (1.5%) compared to the previous fiscal year.

As for the overseas truck and bus market, due to slowing demand trends, mainly in ASEAN countries, the volume of overseas sales of trucks and buses was 92.1 thousand vehicles, a decrease of 21.8 thousand vehicles (−19.2%) compared to the previous fiscal year.

As a result of the above, total unit sales of Hino Brand trucks and buses decreased to 130.6 thousand units by 21.2 thousand units (−14.0%) compared to the previous fiscal year.

As for the volume of sales to Toyota Motor Corporation, because the sales of SUV and light-duty truck decreased, total sales volume decreased to 104.3 thousand units by 23.5 thousand units (−18.4%) compared to the previous fiscal year.

● Profit and loss

In addition to the above, due mainly to the impact of yen conversions of overseas subsidiaries and price improvements, net sales in this consolidated fiscal year were ¥1,516,255 million, which is an increase of ¥8,919 million (0.6%) compared to the previous fiscal year.

As for profit and loss, despite an increase in sales volume thanks to resumption of shipments in Japan and a favorable turnaround in the foreign exchange environment, due to the soaring market prices of materials and other factors, operating loss was ¥8,103 million, which is a decrease of ¥25,510 million (an operating income of ¥17,406 million in the previous fiscal year) and ordinary loss was ¥9,233 million, which is a decrease of ¥25,021 million (an ordinary income of ¥15,787 million in the previous fiscal year). Profit attributable to owners of parent was ¥17,087 million which is an increase of ¥134,752 million compared to the previous fiscal year (a loss attributable to owners of parent of ¥117,664 million in the previous fiscal year). This is mainly because gain on sale of non-current assets of ¥92,067 million was posted as an extraordinary income while a loss of ¥24,216 million related to domestic certification and a loss of ¥36,363 million related to North American certification were posted as an extraordinary loss.

Breakdown of sales by product is as follows

Breakdown of sales by product

- Composition ratio of domestic/overseas trucks and buses
 Overseas: 92,056 units (70.5%)
 Japan: 38,572 units (29.5%)
 Total: 130,628 units
- Composition of amounts
 Trucks and buses: ¥824,856 million (54.4%)
 Vehicles for Toyota: ¥72,206 million (4.8%)
 Spare parts: ¥162,702 million (10.7%)
 Other: ¥456,489 million (30.1%)
 Total: ¥1,516,255 million

Trucks and buses

Total sales for the fiscal year under review:
¥824,856 million

Domestic

Number of units (Units)		Amount (Millions of yen)	
FY2023	FY2024	FY2023	FY2024
37,988	38,572	224,328	293,323

Overseas (including parts for overseas production)

Number of units (Units)		Amount (Millions of yen)	
FY2023	FY2024	FY2023	FY2024
113,867	92,056	602,075	531,533

Vehicles for Toyota

Total sales for the fiscal year under review:
¥72,206 million

Number of units (Units)		Amount (Millions of yen)	
FY2023	FY2024	FY2023	FY2024
127,858	104,326	95,505	72,206

Spare parts

Total sales for the fiscal year under review:
¥162,702 million

Domestic		Overseas	
Amount (Millions of yen)		Amount (Millions of yen)	
FY2023	FY2024	FY2023	FY2024
70,482	74,162	84,877	88,540

Other

Total sales for the fiscal year under review: **¥456,489 million**

Domestic		Overseas		Toyota	
Amount (Millions of yen)		Amount (Millions of yen)		Amount (Millions of yen)	
FY2023	FY2024	FY2023	FY2024	FY2023	FY2024
187,807	210,283	18,336	26,764	223,920	219,442

(3) Capital Investments

Capital investments during this consolidated fiscal year totaled ¥73,747 million (+6.9% year-on-year), mainly for the construction of production facilities to bolster new products and overseas production systems, as well as for the establishment and renovation of new sites at domestic sales companies.

(4) Financing

Financing for this consolidated fiscal year was provided by Toyota Motor Corporation and borrowings from financial institutions, in addition to the Company's own funds. Interest-bearing debt at the end of the fiscal year was ¥373,789 million (up ¥83,337 million from the end of the previous fiscal year), mainly as a result of an increase in short-term loans.

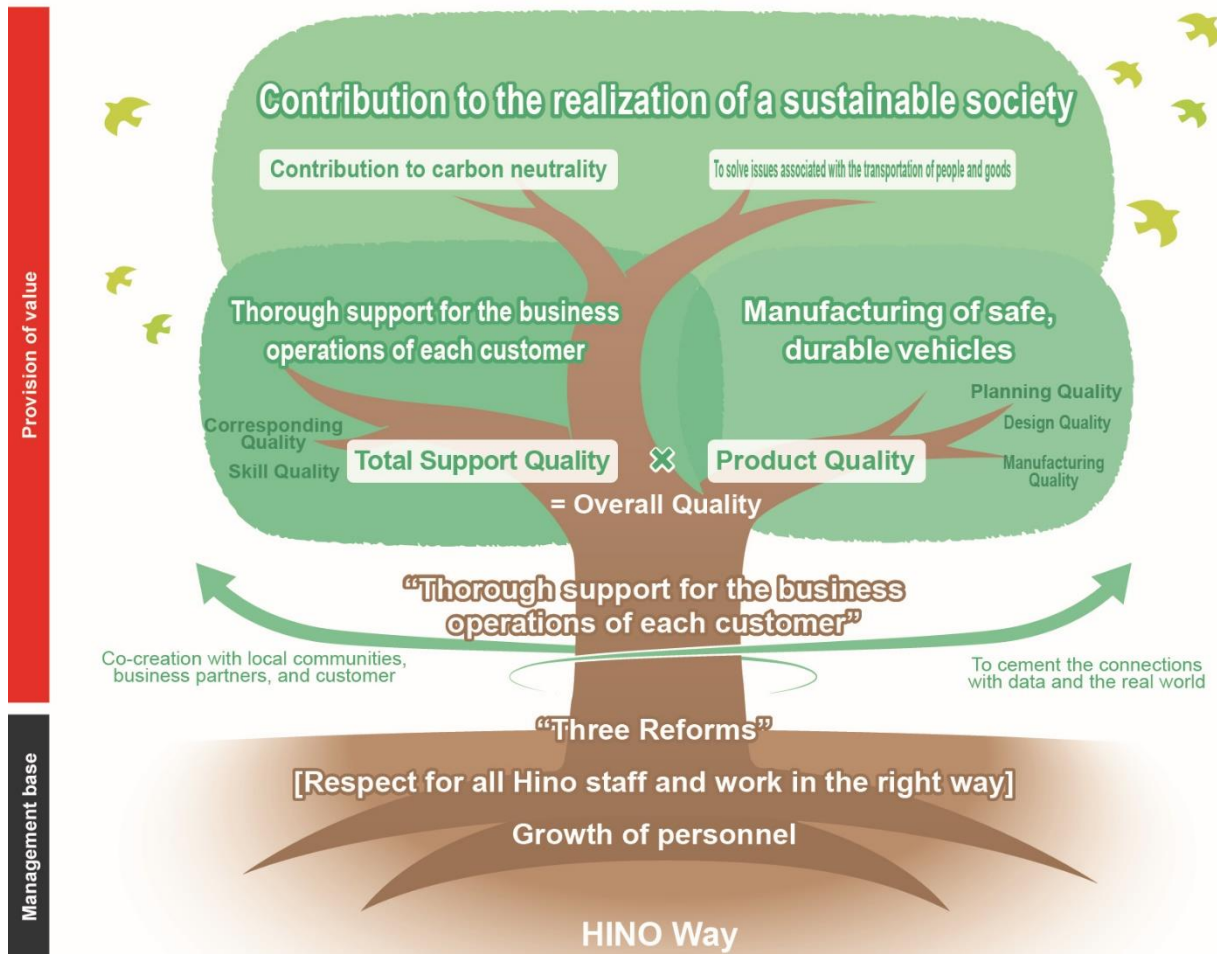
(5) Issues to Be Addressed

[Efforts to normalize the current situation toward the realization of our “Ideal State”]

In order to return to our normal state as a company, we will strive to regain profitability by consolidating all of our company's resources. We believe that continuing to support our customers' businesses by further improving the Overall Quality, which is a combination of product quality and total support quality, as stated in our “Ideal State” (Note 1), will help us to recover profitability.

Corporate Mission

We make a better world and future by helping people and goods get where they need to go.



“Ideal State” of Hino

To go back to the starting point of our foundation and become a company indispensable to our customers and society, we will optimize the scale of our business that exceeded the capability of the company prior to the announcement of the certification misconduct matter, and take concrete steps toward implementation of reorganizing businesses and products that are not satisfying our customers.

In addition, to improve productivity, we will promote the visualization of goods and information at administrative and engineering workplaces, utilizing the know-how of Toyota Motor Corporation, and strive to fully eliminate waste.

We will raise our competitiveness by proactively applying the resources created by such selection, concentration, and productivity improvement, in addition to cost reduction activities, to improve the Overall Quality.

As part of our total support for ensuring Overall Quality, we will step up efforts to fix products and parts before they break and fix them as soon as they break so as not to halt our customers' operations. For example, we will continue to improve the quality of our customer support by offering preventive maintenance (Note 2) using the connected technology of the ICT service “HINO-CONNECT” and have established a 24-hour emergency support system (Note 3) to promptly respond to customer problems. Through these efforts, we aim to increase the number of customers who recognize the value of Overall Quality as we contribute to the development of their business and continue to connect with them more deeply and for longer periods of time while achieving our own sustainable growth.

We will also rebuild our financial base by shortening the lead time to deliver products to customers to implement lean distribution inventory management, thoroughly slimming down fixed costs without any

exceptions, and effectively utilizing and selling assets held by the Company.

(Note 1) “Ideal State” of Hino, announced on April 26, 2023

(Note 2) and (Note 3) Initiatives in Japan

[Continuing efforts to contribute to a sustainable society]

We have established a new sense of materiality to contribute to a sustainable society, and will maintain our efforts to become carbon neutral and to resolve issues faced by our customers and society.

There is little time left for us to address social issues, such as the so-called 2024 logistics problem in Japan (possibility of logistics service disruptions due to a truck driver shortage). As a shipper, we are not only working to improve the efficiency and shorten the time required to wait for and handle cargo on our own. NEXT Logistics Japan Co., LTD., a subsidiary, is working with shippers and logistics companies across industries and business categories to reduce labor and improve logistics efficiency through double-articulated trucks.

In order to achieve carbon neutrality, we are promoting electric vehicles. One such effort is the “Emo-Plat” (Note 4) energy management platform, provided through our subsidiary CUBE-LINX Co., Ltd., to maximize the operation of “HINO DUTRO Z EV,” a light-duty BEV truck that we have launched in the market.

(Note 4) Integrated support services from selection and installation of charging facilities to system installation and operation

On the other hand, there is a limit to what Hino alone can achieve, and so collaboration with like-minded associates is vital. In May 2023, we announced a four-company collaboration with Toyota Motor Corporation, Daimler Truck AG, and Mitsubishi Fuso Truck and Bus Corporation (“MFTBC”), with the aim of “making a sustainable contribution to a prosperous society through mobility,” as well as a business integration with MFTBC. Discussions toward the four-company collaboration are currently in progress.

We will continue these efforts and move forward step by step toward the realization of a sustainable society.

As a member of the Toyota Group, Hino and the Hino Group are guided by the Toyota Group Vision “Inventing our path forward, together”. Based on the “HINO Way,” we will continue our utmost efforts to create an organizational culture of “respect for all Hino staff” and pursue “*Tadashii-shigoto*” (“Do the right thing”)“ at every phase of our service through an attitude of putting compliance first. Under this management foundation, we will work tirelessly to regain the trust of our customers and society as soon as possible and to become a company that is indispensable to our customers and society around the world by providing value through Hino’s “Overall Quality”.

We hope to rely on all of our shareholders for their continued support in the years ahead.

(6) Material Status of Parent Company and Subsidiaries (As of March 31, 2024)

1) Relationship with the parent company

The Company's parent company is Toyota Motor Corporation, which holds 287,897,000 shares of the Company's stock (50.14% of the Company's shares after deduction of treasury shares).

Since October 1966, we have had a business alliance with Toyota Motor Corporation, and we currently produce their LAND CRUISER “250,” a passenger car, and the DYNA light-duty truck as well as other products and services. We are also developing and strengthening our alliance in various areas such as complementary transactions and sales of our products through Toyota's sales network. The Company decides on product sales to Toyota and other details after negotiating prices each fiscal year, taking into consideration the market price of raw materials, the number of units to produce on consignment, and other factors.

As for the purchase of parts, etc., the Company sets reasonable prices after consulting with Toyota, giving due consideration to market prices and other factors in the same manner as general transaction conditions.

Interest rates for borrowing funds are determined in the same manner as for general transactions, in consideration of market interest rates. The Board of Directors determines the validity of these important transactions between the Company and the parent company group after consulting with and receiving a report in advance from a special committee composed solely of independent outside directors.

In the current fiscal year, the Company's Board of Directors has determined, based on the report, that the transactions are not detrimental to the interests of the Company.

In addition, certain matters, such as key management measures of the Company, are reported and approved between the Company and the parent company under the authority regulations.

In May 2023, the Company, MFTBC, Toyota Motor Corporation, and Daimler Truck AG entered into a Memorandum of Understanding regarding the business integration of the Company and MFTBC in order to

realize carbon neutrality by strengthening global CASE technology development and commercial vehicle operations as well as to create a rich mobility society.

In the discussion and examination of the integration, we implemented measures to ensure fairness by obtaining advice from independent financial advisors and law firms and have taken steps to avoid conflicts of interest by obtaining written reports from a special committee with no vested interest in the integration.

2) Material subsidiaries

Company name	Location	Capital	The Company's shareholding ratio	Principal business
SOHSHIN Co., Ltd.	Saitama, Japan	¥1,465 million	100.0%	Manufacturing and sales of automobile parts
TAKEBE TEKKOSHO Co., Ltd.	Kanagawa, Japan	¥135 million	55.0%	Manufacturing of sheet-metal processed parts
Trantechs, Ltd.	Ishikawa, Japan	¥1,100 million	100.0%	Manufacturing and sales of truck bodies
Minami Kanto Hino Motor Ltd.	Tokyo, Japan	¥100 million	100.0%*	Sales of automobiles
Osaka Hino Motors, Ltd.	Osaka, Japan	¥100 million	100.0%*	Sales of automobiles
Kyushu Hino Motors, Ltd.	Fukuoka, Japan	¥100 million	100.0%*	Sales of automobiles
Hino Motors Manufacturing (Thailand) Ltd.	Thailand	2,500 million Thai bahts	80.0%	Assembly of automobiles and manufacturing of unit parts
Hino Motors Manufacturing U.S.A., Inc.	U.S.A.	U.S. \$1,626	100.0%	Assembly of automobiles and manufacturing of unit parts
PT. Hino Motors Manufacturing Indonesia	Indonesia	931,010 million Indonesian rupiah	90.0%	Assembly of automobiles
Hino Motors Asia Ltd.	Thailand	560 million Thai bahts	100.0%	Import and export of automobiles

(Note) Asterisk (*) indicates the ratio of indirect holdings by subsidiaries.

(7) Principal Business (As of March 31, 2024)

The Hino Group is mainly engaged in manufacturing and sales of following products.

Category		Main products
Trucks	Heavy-duty trucks	HINO PROFIA series (HINO 700 series)
	Middle-duty trucks	HINO RANGER series (HINO 500 series) HINO 600 series
	Light-duty trucks	HINO DUTRO series (HINO 300 series)
Buses	Heavy-duty buses	HINO SELEGA series HINO BLUE RIBBON series
	Middle-duty buses	HINO MELPHA series HINO RAINBOW series
	Light-duty buses	HINO Poncho series HINO Liesse II series
Vehicles for Toyota	Passenger cars (on consignment)	LAND CRUISER "250"
	Light-duty trucks (OEM)	DYNA
Spare parts, etc.		Various spare parts, unit parts, etc. for Japan and overseas
Other		Automobile engines Industrial engines for power generators and construction machines, etc.

(Note) The names in parentheses in the "Main products" column are the names of overseas products with overseas specifications of the same product.

(8) Principal Offices and Plants (As of March 31, 2024)**The Company:**

Name	Location
Head Office	Hino-shi, Tokyo
Hino Plant	Hino-shi, Tokyo
Hamura Plant	Hamura-shi, Tokyo
Nitta Plant	Ota-shi, Gunma
Koga Plant	Koga-shi, Ibaraki
Hino Global Parts Center	Ome-shi, Tokyo
Hidaka Vehicle Distribution Center	Hidaka-shi, Saitama
Ibaraki Proving Ground	Hitachiomiya-shi, Ibaraki
Memuro Proving Ground	Memuro-cho, Kasai-gun, Hokkaido

Subsidiaries in Japan and overseas:

Please refer to “(6) 2) Material subsidiaries.”

(9) Employees (As of March 31, 2024)

Number of employees	Increase/decrease from previous fiscal year-end
34,072 persons	Decrease of 159 persons

(Notes) 1. The number of employees is the number of full-time employees (excluding employees transferred to outside the Group but including employees transferred from outside the Group).

2. The above figures exclude a total of 9,486 fixed-term employees and temporary employees, etc.

(10) Principal Lenders (As of March 31, 2024)

(Millions of yen)

Lender	Balance of borrowing
Toyota Motor Corporation	186,578
Sumitomo Mitsui Banking Corporation	56,020
MUFG Bank, Ltd.	41,961
Sumitomo Mitsui Trust Bank, Limited	20,148

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

- (1) Total number of shares authorized to be issued 1,400,000,000 shares
- (2) Total number of shares outstanding 574,580,850 shares
(including 425,851 treasury shares)
- (3) Number of shares constituting one trading unit 100 shares
- (4) Number of shareholders 49,616 persons
(up 3,922 year on year)
- (5) Major shareholders (top 10)

Name of shareholder	Number of shares held	Shareholding ratio
	thousand shares	%
Toyota Motor Corporation	287,897	50.14
The Master Trust Bank of Japan, Ltd. (Trust Account)	58,595	10.21
Custody Bank of Japan, Ltd. (Trust Account)	18,058	3.15
SSBTC CLIENT OMNIBUS ACCOUNT	6,104	1.06
NORTHERN TRUST GLOBAL SERVICES SE, LUXEMBOURG RE LUDU RE: UCITS CLIENTS 15.315 PCT NON TREATY ACCOUNT	5,210	0.91
JP JPMSE LUX RE NOMURA INT PLC 1 EQ CO	5,115	0.89
GOLDMAN SACHS INTERNATIONAL	3,941	0.69
JP MORGAN CHASE BANK 385781	3,725	0.65
Tokio Marine & Nichido Fire Insurance Co., Ltd.	3,664	0.64
STATE STREET BANK WEST CLIENT - TREATY 505234	3,314	0.58

(Note) The Company's treasury shares were excluded in the calculation of the shareholding ratio.

(Reference) Share distribution by shareholder type (as of March 31, 2024)

■ Number of shareholders and ratio (total: 46,041) ^(Note1)

Private individuals / Other	45,013	97.8%
Other corporations in Japan	559	1.2%
Foreign nationals, etc.	405	0.9%
Financial institutions	25	0.1%
Financial instruments firms	39	0.1%

■ Number of shares and ratio (total: 5,744,025 units) ^(Note1)

Other corporations in Japan	3,087,999 units	53.8%
Foreign nationals, etc.	962,978 units	16.8%
Financial institutions	902,042 units	15.7%
Private individuals / Other ^(Note2)	738,465 units	12.9%
Financial instruments firms	52,541 units	0.9%

(Notes) 1. The above numbers of shareholders and shares do not include 3,575 holders of shares of less than one unit and 178,350 shares of less than one unit.

2. "Private individuals / Other" includes 4,258 units of treasury shares. In addition, the shares of less than one unit as stated in 1. above include 51 shares of treasury stock.

3. Company Officers

(1) Members of the Board of Directors and Audit & Supervisory Board Members (As of March 31, 2024)

Position	Name	Responsibilities and significant concurrent positions
President & CEO*	Satoshi Ogiso	Overall management, CEO & CHRO
Member of the Board of Directors	Naoki Sato	Chief Operating Officer, Japan Business
Member of the Board of Directors	Motokazu Yoshida	Administrative Director of Incorporated Educational Institution Meisei Gakuen
Member of the Board of Directors	Koichi Muto	Senior Advisor of Mitsui O.S.K. Lines, Ltd.
Member of the Board of Directors	Masahiro Nakajima	Representative Director, Chairman & CEO of MORITA HOLDINGS CORPORATION Representative Director, Chairman of MORITA CORPORATION Director of MORITA ENVIRONMENTAL TECH CORPORATION Director, Chairman of the Board of BRONTO SKYLIFT OY AB
Member of the Board of Directors	Shoko Kimijima	Executive Officer, Executive Vice President, and Chief Legal and Compliance Officer of LIXIL Corporation
Member of the Board of Directors	Kenta Kon	Director on the Board of Directors and Chief Financial Officer of Woven by Toyota
Full-time Audit & Supervisory Board Member	Iwao Kimura	
Full-time Audit & Supervisory Board Member	Tomoko Inoue	
Audit & Supervisory Board Member	Naoki Miyazaki	Vice Chairman of TOYOTA BOSHOKU CORPORATION Director of Toyoda Gosei Co., Ltd.
Audit & Supervisory Board Member	Chika Matsumoto	Outside Statutory Auditor of Brother Industries, Ltd.

(Notes) 1. Asterisk (*) indicates a Representative Director.

2. Members of the Board of Directors Motokazu Yoshida, Koichi Muto, Masahiro Nakajima, and Shoko Kimijima are Outside Member of the Board of Directors. Hino has designated them as independent directors as defined by the Tokyo Stock Exchange and the Nagoya Stock Exchange and registered them with these exchanges.

3. There are no material transactions between Hino and Incorporated Educational Institution Meisei Gakuen where a Member of the Board of Directors Motokazu Yoshida assumes a significant concurrent position.

4. There are business transactions in car transportation between Hino and Mitsui O.S.K. Lines, Ltd., where a Member of the Board of Directors Koichi Muto assumes a significant concurrent position.

5. There are no material transactions between Hino and any of MORITA HOLDINGS CORPORATION, MORITA CORPORATION, MORITA ENVIRONMENTAL TECH CORPORATION, or BRONTO SKYLIFT OY AB, where a Member of the Board of Directors Masahiro Nakajima assumes significant concurrent positions.

6. There are no material transactions between Hino and LIXIL Corporation where a Member of the Board of Directors Shoko Kimijima assumes a significant concurrent position.

7. The name of a Member of the Board of Directors Shoko Kimijima on family register is Shoko

Wakabayashi.

8. A Member of the Board of Directors Kenta Kon is a non-executive Member of the Board of Directors, etc. pursuant to Article 427, Paragraph 1 of the Companies Act.
9. Audit & Supervisory Board Members Naoki Miyazaki and Chika Matsumoto are Outside Audit & Supervisory Board Members. Hino has designated Ms. Chika Matsumoto as an independent auditor as defined by the Tokyo Stock Exchange and the Nagoya Stock Exchange and registered her with these exchanges.
10. There are business transactions in vehicle parts between Hino and both of TOYOTA BOSHOKU CORPORATION and Toyoda Gosei Co., Ltd., where an Audit & Supervisory Board Member Naoki Miyazaki assumes significant concurrent positions.
11. There are no material transactions between Hino and Brother Industries, Ltd. where an Audit & Supervisory Board Member Chika Matsumoto assumes a significant concurrent position.
12. An Audit & Supervisory Board Member Chika Matsumoto is registered as a certified public accountant and has adequate knowledge in finance and accounting.
13. Mr. Katsuya Natori resigned from the position of Audit & Supervisory Board Members at the conclusion of the 111th General Shareholders' Meeting held on June 27, 2023.
14. The name of an Audit & Supervisory Board Member Tomoko Inoue on family register is Tomoko Okazaki.
15. Hino has entered into agreements with non-executive Members of the Board of Directors, Outside Members of the Board of Directors and Outside Audit & Supervisory Board Members to limit their liability pursuant to Article 423, Paragraph 1 of the Companies Act to the amount stipulated in Article 425, Paragraph 1 of the Companies Act, provided that they acted in good faith and were not grossly negligent in performing their duties.
16. The Company has entered into a Directors and Officers Liability Insurance contract with an insurance company for Members of the Board of Directors, Audit & Supervisory Board Members, Senior Managing Officer, and Officers as the insured persons. The outline of the insurance contract is as follows:
 - The insurance policy covers litigation defense expenses and damages to be incurred by the insured arising from shareholder class actions and lawsuits seeking compensation for damages made against the insured due to their action taken in the course of business, legal reparations and litigation expenses arising from claims for damages made against the Company pertaining to securities-related transactions, as well as expenses borne by the Company in the event of corporate misconduct.
 - As a measure to ensure the appropriateness of the execution of duties by the insured, the insurance policy does not cover damages arising from criminal acts, etc. committed by them.
 - The insurance premiums are fully borne by the Company.

(2) Remuneration, etc. for Members of the Board of Directors and Audit & Supervisory Board Members

1) Remuneration, etc. for Members of the Board of Directors

(i) Basic policy

Hino Motor's remuneration for Members of the Board of Directors (hereinafter "directors") employs a compensation structure designed to foster the Company's sustained growth and improve its corporate value, and it encourages the practice of management from the shareholder perspective. Since it is linked to the Company's performance as well as individual achievements, it also serves as an incentive for improved performance. This policy was determined by the Company's Board of Directors.

Remuneration for the Board of Directors is comprised of basic remuneration as fixed remuneration, performance-based bonuses, and share remuneration with restriction on transfer.

However, only basic remuneration is paid to outside directors in view of their function of providing supervision and oversight of management from an independent viewpoint, and to non-managing directors in view of their undertaking supervision and oversight of management.

Basic remuneration, bonuses, and share remuneration with restriction on transfer for directors are determined within the scope of the maximum total remuneration stipulated by a decision of the General Meeting of Shareholders held on June 19, 2019 (an annual amount of 1 billion yen, of which the annual amount for outside directors is within 100 million yen).

The number of shares to be granted for share remuneration with restriction on transfer is determined by the Board of Directors to be within the scope of the maximum number of shares stipulated by a decision of the General Meeting of Shareholders held on June 19, 2019 (300,000 shares) based on position, duties, stock prices, etc.

(ii) Basic remuneration

Basic remuneration for directors is paid every month as a fixed monthly remuneration. The amount is comprehensively determined according to position and duties by taking into consideration the Company's performance, employee salary levels, and the levels of other companies.

(iii) Bonuses

Bonuses provided to directors in the form of performance-based remuneration are based on the consolidated operating profit in each term (for the fiscal year ended in March 2024, the target for the start of the period was 20.0 billion yen, the midterm revised target was 1.0 billion yen in October 2023 and 1.0 billion yen in February 2024, and actual performance was -8.1 billion yen) to ensure they function as an incentive to achieve management targets and also take into comprehensive consideration factors including positions, duties, dividends to shareholders (for the fiscal year ended March 31, 2024, the forecasted dividend at the start of the period was yet to be determined, the midterm revised forecasted dividend was 0 yen, and the actual dividend was 0 yen) employee bonus levels, medium-to-long-term business performance, past salaries, and trends in other companies. Bonuses are paid every year at a fixed timing.

(iv) Share remuneration with restriction on transfer

With the aims of providing an incentive to continuously improve the Company's corporate value and promote further shared value with shareholders, shares with restriction on transfer are granted to directors annually during a specified period. The restricted transfer period is the period immediately following the point a director retires from his/her position that is stipulated in advance by the Company's Board of Directors. The number of shares to be granted is determined based on the director's position, duties, stock prices, etc., that align with the aims of provision noted above.

(v) Policy on determining the amount and percentage of remuneration, etc., for each director

The total amount of basic remuneration, bonuses that are performance-based remuneration, and share remuneration with restriction on transfer for directors is decided by the Board of Directors after the Review Committee on Proposed Remuneration for Officers, which is comprised of Chairman of the Board of Directors, President, and two or more Outside Member of the Board of Directors, determines the amount of remuneration for each director. The approximation of the percentage for each type of remuneration is determined by comprehensively considering the Company's performance, employee bonus levels, mid-to-long-term performance, and the levels of other companies.

(vi) Determining the content of remuneration, etc., for each director

Hino Motors Board of Directors determines the total amount after deciding whether the amount of remuneration for each director that is established by the Review Committee on Proposed Remuneration for Officers is appropriate by considering the aforementioned indicators and adherence to the basic policy.

Based on a resolution of the Board of Directors, Chairman of the Board of Directors and President & CEO, who are capable of evaluating each director's duties and contribution to the Company's performance, are entrusted with the authority to decide on each director's basic remuneration amount and bonus distribution.

So that the said authority is appropriately exercised, the Review Committee on Proposed Remuneration for Officers gives consideration to the determined remuneration amounts for each position, and the number of shares allotted for the share remuneration with restriction on transfer is similarly determined for each director by the Board of Directors based on the decision of the Review Committee on Proposed Remuneration for Officers.

The content of remuneration, etc., for each director on the Company's Board of Directors for the current fiscal year is also determined by the Company's Board of Directors in keeping with policy, based on the fact that the Review Committee on Proposed Remuneration for Officers determines the remuneration amount and total amount for each executive position in light of each indicator and in accordance with Hino Motors' basic policy, with decision-making authority delegated to President & CEO Satoshi Ogiso.

2) Remuneration, etc. for Audit & Supervisory Board Members

Only basic remuneration is paid to Audit & Supervisory Board Members in view of their function of providing supervision/oversight of management from an independent viewpoint.

Remuneration for Audit & Supervisory Board Members is determined within the scope of the maximum total remuneration stipulated by a decision of the General Meeting of Shareholders held on June 25, 2008 (a monthly amount of 15 million yen), and the amount of basic remuneration of each Audit & Supervisory Board Member is determined by deliberation of Audit & Supervisory Board Members.

In the deliberations among Audit & Supervisory Board Members, the proposed amount of basic remuneration for each Audit & Supervisory Board Member shall be reviewed, determined, and presented to the Review Committee on Proposed Remuneration for Officers.

3) Total amount of remuneration, etc. for directors and Audit & Supervisory Board Members

Total amount of remuneration, etc. for directors and Audit & Supervisory Board Members for the fiscal year under review is as follows.

(Millions of yen)

Category	Number of officers (Persons)	Total amount of remuneration	Basic remuneration	Bonuses	Share remuneration with restriction on transfer
Directors	7	143	143	—	—
Of which, Outside Directors	4	45	45	—	—
Audit & Supervisory Board Members	5	90	90	—	—
Of which, Outside Audit & Supervisory Board Members	3	19	19	—	—
Total	12	233	233	—	—

(Notes) 1. The numbers of officers shown above include one Outside Audit & Supervisory Board Member who retired at the close of the 111th Ordinary General Meeting of Shareholders held on June 27, 2023, and the total amount of remuneration, etc., includes the amount paid to the retired officer.

2. No remuneration other than the officer remuneration specified above was paid to any director or Audit & Supervisory Board Member.

3. The total amount of remuneration for directors and Audit & Supervisory Board Members are resolved at the General Meetings of Shareholders as follows.

Category	Composition of remuneration	Maximum amount of remuneration	Resolution of the General Meeting of Shareholders
Director	<ul style="list-style-type: none"> Basic remuneration Bonuses Share remuneration with restriction on transfer <p>* Only basic remuneration is paid to outside directors and non-managing directors</p>	<p>Annual amount of 1.0 billion yen or less (Excluding the employee portion of directors concurrently serving as employees)</p> <p>Of which, an annual amount of 0.1 billion yen or less is for outside directors</p> <p>Share remuneration with restriction on transfer is 300,000 shares or less</p>	<p>The resolution at the 107th Ordinary General Meeting of Shareholders held on June 19, 2019</p> <p>Number of directors as of the resolution: 10 (Of which, outside directors: 2)</p>
Audit & Supervisory Board Member	<ul style="list-style-type: none"> Basic remuneration 	<p>Monthly amount of 15 million yen or less</p>	<p>The resolution at the 96th Ordinary General Meeting of Shareholders held on June 25, 2008</p> <p>Number of Audit & Supervisory Board Members as of the resolution: 5 (Of which, Outside Audit & Supervisory Board Members: 3)</p>

(3) Outside Officers

Main activities of outside officers in the fiscal year under review

(Status of attendance and making comments at Board of Directors meetings and Audit & Supervisory Board meetings)

Title	Name	Attendance at Board of Directors meetings	Attendance at Audit & Supervisory Board meetings
Member of the Board of Directors	Motokazu Yoshida	14/14	—
Member of the Board of Directors	Koichi Muto	14/14	—
Member of the Board of Directors	Masahiro Nakajima	13/14	—
Member of the Board of Directors	Shoko Kimijima	11/11	—
Audit & Supervisory Board Member	Naoki Miyazaki	14/14	13/13
Audit & Supervisory Board Member	Chika Matsumoto	10/11	9/10

The differences in the total number of times are due to differences in appointment timings.

Each of the Outside Members of the Board of Directors and Outside Audit & Supervisory Board Members made comments as necessary based on their extensive experience.

A summary of the duties performed by Outside Members of the Board of Directors and Outside Audit & Supervisory Board Members with respect to the roles they are expected to fulfill is as follows.

- Board of Directors Member, Motokazu Yoshida, has provided useful and extensive advice and proposals on overall management of Hino at the Board of Directors meetings based on his abundant experience and extensive knowledge on overall corporate management from an independent standpoint, and performed management monitoring and supervisory functions appropriately.
- Board of Directors Member, Koichi Muto, has provided appropriate advice and proposals for Hino Group's sustainable growth at the Board of Directors meetings based on his abundant experience and extensive knowledge on overall corporate management from an independent standpoint, and performed management monitoring and supervisory functions appropriately.
- Board of Directors Member, Masahiro Nakajima, has expressed a wide range of opinions from a minority shareholder's standpoint at the Board of Directors meetings based on his abundant experience and extensive knowledge on overall corporate management from an independent standpoint, and performed management monitoring and supervisory functions appropriately.
- Board of Directors Member, Shoko Kimijima, has provided appropriate and useful advice and proposals on Hino's compliance and governance at the Board of Directors meetings based on her advanced expertise in legal affairs and abundant experience and extensive knowledge on overall corporate management from an independent standpoint, and performed management monitoring and supervisory functions appropriately.
- Audit & Supervisory Board Member, Naoki Miyazaki, has provided useful and valuable advice and proposals on Hino's compliance and governance at the Board of Directors meetings and the Audit & Supervisory Board meetings based on his abundant experience and extensive knowledge on overall corporate management from an independent standpoint, and played an appropriate role in strengthening Hino's audit system.
- Audit & Supervisory Board Member, Chika Matsumoto, has provided useful and valuable advice and proposals on audit for Hino's management at the Board of Directors meetings and the Audit & Supervisory Board meetings based on her deep insight in finance and accounting from an independent standpoint, and played an appropriate role in strengthening Hino's audit system.

4. Company's Systems and Policies

1) System to Ensure the Appropriateness of Business Operations

Based on the results of the special investigation committee into the issue of misconduct concerning engine certification that was made public on March 4, 2022, Hino added measures to prevent recurrence of misconducts to the fiscal 2022 internal control activities and strengthened the internal control system. Moreover, in view of the fact that the misconduct went unnoticed over a long period of time, to say nothing of having to ensure that similar incidents will never happen again, Hino also determined to review the basic policy for the internal control system. A Board of Directors' meeting in April 2023 made the following resolutions regarding the establishment of a system to ensure the appropriateness of business operations.

Hino has established a Corporate Mission that states, "We make a better world and future by helping people and goods get where they need to go." The Company contributes to the realization of a sustainable society by solving issues and challenges related to flows of people and goods.

To achieve these goals, Hino has established the HINO Way, a corporate philosophy composed of the HINO Credo, the HINO Sustainability Policy, and the HINO Code of Conduct, which incorporate integrity, contribution, and empathy as the three shared values, to foster a sound corporate culture in the Hino Group, including its subsidiaries.

Hino also recognizes that further strengthening corporate governance is vital to gain the trust of stakeholders, achieve sustained growth, and enhance corporate value, and it will work relentlessly to improve the operation of the Board of Directors.

In addition to detecting problems in operational processes and incorporating mechanisms for improvement at the sites where operations are actually executed, Hino will make unwavering efforts to develop the human resources to implement these approaches.

1. System to ensure that the execution of duties by directors and employees complies with laws and regulations and the Articles of Incorporation
 - (1) The Board of Directors supervises the implementation of the HINO Way and ensures that the execution of duties by directors and employees complies with laws and regulations and the Articles of Incorporation.
 - (2) Decisions are made following comprehensive review by the Board of Directors and a variety of inter-organizational meetings based on laws and regulations, the Articles of Incorporation, the division of duties, and in-house regulations, and directors supervise one another.
 - (3) An independent internal audit organization has been established and regularly and continuously conducts internal audits to assess the status of the development and operation of systems to ensure the proper execution of duties and the legality, appropriateness, and efficiency of operations, and to make the necessary improvements. In addition, internal audit activities and audit results are regularly reported to the Audit & Supervisory Board and the Board of Directors.
 - (4) To develop and strengthen the compliance system, the Compliance Committee has been established, and it is chaired by the President and attended by all of the directors, Audit & Supervisory Board members, as well as outside experts. The committee deliberates on the company-wide approach and issues related to compliance and works to foster an organizational culture that ensures and supports the implementation of the HINO Code of Conduct.
 - (5) In order to practice "*Tadashii-shigoto*" ("Do the right thing") in accordance with the HINO Way, the Senior Managing Officers, the Chief Officers (CxOs), and the Operating Officers responsible for business execution work on the development and operation of business processes in their respective areas of responsibility and roles.
 - (6) Hino strives for early identification and resolution of compliance concerns and issues related to the observance of laws and regulations and internal rules. Whistleblowers are protected to ensure that they are not disadvantaged, and an environment and system is in place and is operated to ensure that if an employee discovers questions, concerns, or violations of laws and regulations or internal rules, they can report and consult with their workplace supervisor, specialized departments, the HINO Compliance Consulting Desk, and other services with confidence.
2. System regarding storage and management of information on execution of duties by the directors
In order to ensure sound, efficient, and transparent management, Hino has established and effectively operates a system for the appropriate storage and management of information on the execution of duties by directors and employees.
3. Rules for management of risk of loss and other systems
 - (1) For business and investment-related risks, the Senior Managing Officers, the CxOs, and the Operating Officers responsible for business execution implement the appropriate risk management

in their respective areas of responsibility and roles, and important risks are managed on a company-wide basis in consultation with the Board of Directors and the Management Committee.

- (2) All risks including in the areas of safety, quality, the environment and information security, in addition to those above, are managed by the various meeting bodies in accordance with the Risk Management Regulations, and the Risk Management Committee identifies, assesses and verifies countermeasures from a company-wide, cross-departmental perspective. In preparation for disasters and other events, Hino establishes manuals and conducts drills in addition to taking measures to diversify risk and arranging insurance coverage as necessary.
- (3) Hino works to ensure appropriate financial reporting, including the documentation of fund flows and management systems, as well as ensuring timely and appropriate information disclosure.

4. System to ensure efficient execution of duties by directors

- (1) Based on the mid-to-long-term management plan and company policies for each fiscal year, Hino executes its policies at each level of the organization, engaging in consistent policy management. Hino strives to ensure appropriate and efficient execution, taking into full account the actual resources of each workplace and based on fostering an organizational culture and respect for human resources to implement the HINO Way.
- (2) In order to implement prompt decision-making based on management policy by the Board of Directors and directors, Senior Managing Officers, the CxOs, and the Operating Officers responsible for business execution are designated and delegated with executive authority in their respective areas of responsibility and roles. The Senior Managing Officers, the CxOs, and the Operating Officers responsible for business execution execute business in a flexible manner, supervised by the Board of Directors.

5. System to ensure appropriate operations in corporate group composed of the joint stock company as well as its parent company and subsidiaries

Hino has extended the HINO Way, which is based on the Toyota Philosophy and the Toyota Guiding Principles—basic philosophies of its parent company, Toyota Motor Corporation—to its subsidiaries as a common policy for the Group. The Company also endeavors to create an environment to properly ensure the soundness of Group operations by working to disseminate the management philosophy through human interaction.

Hino also ensures the appropriateness of transactions with its parent company, Toyota Motor Corporation, and Toyota Group companies.

- (1) System concerning reporting to the joint stock company on matters related to the execution of the duties by the directors of subsidiaries
Hino has established the Management Regulations for Affiliated Companies and related regulations, and the department at Hino with responsibility for subsidiaries verifies the appropriateness and legality of operations at subsidiaries by conducting information exchange regularly and at other times when needed. Important matters for Group management are deliberated on and reported to the Board of Directors of Hino, which oversees the appropriateness of operations at its subsidiaries.
- (2) System to ensure that execution of duties by directors and employees of subsidiaries complies with laws, regulations, and the Articles of Incorporation
Hino has extended the HINO Way to its subsidiaries and helps its subsidiaries to operate a compliance system and to establish a whistleblowing hotline. In addition, Hino has established and operates an outside whistleblowing hotline for its subsidiaries. The Company conducts regular inspections including a variety of audits on the state of compliance at its subsidiaries, which are reported to the Compliance Committee. Hino provides support and supervision including by holding training seminars and other events as appropriate for compliance staff at its subsidiaries.
- (3) Rules for management of risk of loss at subsidiaries and other systems
Hino requires its subsidiaries to establish and operate risk management systems based on risk management regulations at the Company. The Company's Risk Management Committee and the department at Hino with responsibility for subsidiaries deliberate on the identification, assessment and countermeasures for key risks at its subsidiaries and supervise the implementation of risk management at the Hino Group.
- (4) System to ensure efficient execution of duties by directors of subsidiaries
Hino requires the directors of subsidiaries to produce management policies and annual business plans as well as make regular reports. In addition, the Company has established in-house rules on areas such as provisions for authority and the division of duties based on the Management Regulations for Affiliated Companies and provides supervision to ensure that authority is delegated appropriately based on these rules and duties are performed appropriately and efficiently based on the HINO Way.

6. Systems for ensuring that audits by Audit & Supervisory Board members are conducted effectively
Hino has established and operates the following systems for ensuring that audits by Audit & Supervisory Board members are conducted effectively.
 - (1) Hino assigns the appropriate number of staff to support the duties of Audit & Supervisory Board members. These personnel decisions are approved in advance by the Audit & Supervisory Board or the Full-time Audit & Supervisory Board member designated by the Audit & Supervisory Board.
 - (2) Directors report properly on the execution of the main operations to the Audit & Supervisory Board members as appropriate through the department in charge. In addition, they report immediately to the Audit & Supervisory Board members when they discover facts likely to cause significant damage to the Company or its subsidiaries. The officers and employees of the Company and its subsidiaries report on the business of the Company or its subsidiaries to the Audit & Supervisory Board members regularly and as required on the request of the Audit & Supervisory Board members.
No person who makes a report to the Audit & Supervisory Board members shall receive disadvantageous treatment by reason of having made said report, and Hino makes this well known to officers and employees.
 - (3) With regard to the expenses required for the execution of the duties of the Audit & Supervisory Board members, Hino makes budgetary provision for the amount considered necessary by the Audit & Supervisory Board members. The Company also pays the expenses required for reasons that cannot be anticipated when making budgetary provisions.
 - (4) In addition to having Audit & Supervisory Board members attend the main meetings of officers, Hino ensures there are opportunities for Audit & Supervisory Board members to view important documents and exchange information with accounting auditors regularly and as necessary.

2) Outline of the Operational Status of the System to Ensure the Appropriateness of Operations

1. Overall internal control system
The basis of the internal control system at Hino consists of oversight of management by the Board of Directors and decision-making after comprehensive reviews conducted by the Board of Directors (once a month), the Management Committee (four times a month) and various other inter-organizational meetings, as well as the implementation of internal audits regarding the legality, appropriateness, and efficiency of operations by the Internal Audit Division, based on in-house regulations. Furthermore, on April 27, 2022, Hino established the HINO Way, a corporate philosophy composed of the HINO Credo, the HINO Sustainability Policy, and the HINO Code of Conduct, which incorporate integrity, contribution, and empathy as the three shared values, to foster a sound corporate culture, including at subsidiaries. Ongoing improvements in the systems are being implemented based on these policies after assessments are made in light of actual operational status and the results are reported to the Board of Directors.
In regard to the issue of misconduct concerning engine certification that was made public on March 4, 2022, system improvements that include addressing the misconduct are being made based on the results of investigation by the special investigation committee. In addition, Hino has revised the basic policy on internal control system in April 2023 and is working to promote the development, operation, and strengthening of business process systems for the practice of "*Tadashii-shigoto*" ("Do the right thing") in accordance with the HINO Way.
2. Compliance and risk management
Regarding the issue of misconduct concerning engine certification that was made public on March 4, 2022, initiatives for company-wide compliance and risk management are being strengthened as a part of measures to prevent recurrence, based on the results of an investigation by the special investigation committee. In order to strengthen the compliance promotion system, Hino has established the Compliance Committee, which meets four times each fiscal year, is chaired by the President & CEO and attended by all the directors, all the Audit & Supervisory Board members, and outside experts, to deliberate on company-wide policies and issues related to compliance, enforce the HINO Code of Conduct, and foster the organizational culture that supports it. Based on the plan approved by the Compliance Committee and in accordance with the requests of the Chief Compliance Officer (CCO), the Chief Officers (CxOs) and Operating Officers implement compliance measures (human resources development, organizational/culture development) in their respective business units and functions. The Compliance Promotion Division under the CCO works with relevant company departments to report on the status of compliance activities, etc. to the chair of the Compliance Committee. Furthermore, to grasp important information on compliance at an early stage, it operates a framework for internal reporting with the Hino Group through the HINO Compliance Consulting Desk, a contact point for reaching out to

an outside law firm in Japan, and the HINO Global Compliance Hotline, which serves all Group companies outside Japan as a contact point with an international specialized company.

It also preserves minutes from meetings of the Board of Directors, etc., in keeping with laws and regulations, and appropriately stores written approval of important matters, etc., in accordance with internal rules and manages them so that they can be viewed.

For risk management, the position of Chief Risk Officer (CRO) was established in July 2023, and a system has been established to identify, assess, and confirm countermeasures against risks from a company-wide, cross-sectional perspective, including the Group, while increasing the risk sensitivity of each and every employee. Under the basic policy of preventing potential risks from materializing, Hino manages critical risks identified by each department and organizes and reports them on a company-wide basis to corporate management through the Risk Management Committee, while also implementing detailed control activities and strengthening risk management through the Information Security Committee, HINO Safety, Health and Disaster Prevention Committee, HINO Environment Committee, and HINO Export Transactions Control Committee, among others.

3. Ensuring efficient execution of duties

Company-wide policy decisions are centralized in the Management Committee consisting of all CxOs, Operating Officers, and Full-time Audit & Supervisory Board Members to speed up and improve the quality of management. Important matters such as the medium-to-long-term management policy and company policies for each fiscal year are purposefully examined, swiftly deliberated in the Management Committee, and then decided by the Board of Directors. In addition, with the common goal of creating good products that contribute to customers and society based on the “HINO Way”, Hino also conducts integrated policy management that ensures policy takes root at each level of the organization and establishes in-house regulations on the provisions for authority and the division of duties to foster agile decision-making takes place in each business unit and function, ensuring the efficiency of operations. In fiscal 2024, the Board of Directors met 14 times and the Management Committee met 51 times.

4. Ensuring appropriate operations in group companies

Hino supervises and audits the execution of operations related to important matters for the management of subsidiaries based on the Management Regulations for Affiliated Companies, and dispatches part-time directors and Audit & Supervisory Board members to key subsidiaries. Moreover, in addition to presenting the Code of Conduct and various guidelines to Group companies for building and operating systems, Hino exchanges opinions with subsidiaries with the aim of developing systems to ensure the appropriateness of operations.

5. Ensuring the effectiveness of Audit & Supervisory Board members

Hino shares information in a timely and appropriate manner by having the Full-time Audit & Supervisory Board Members attend all the meetings of the Board of Directors, the Management Committee and other important meetings. In addition, the departments in charge report on the execution of key operations such as the status of internal audits and the operational status of internal reporting to the Audit & Supervisory Board members regularly, while also forwarding them documents on important decisions. Each business site or subsidiary makes the necessary reports at the time of site visits by the Audit & Supervisory Board members. Hino assigns independent staff to assist the duties of the Audit & Supervisory Board members. The expenses that arise in connection with the duties of the Audit & Supervisory Board members are paid smoothly, and the directors and the Audit & Supervisory Board members and the accounting auditor and the Audit & Supervisory Board members work to enhance the audits through the Company's internal control system by holding meetings, striving to communicate, and exchanging the necessary information.

3) Policy on Determination of Dividends from Surplus, etc.

The Company will strive to maintain a stable dividend payout ratio of around 30% on a consolidated basis, while strengthening its financial position and taking into consideration its business performance each fiscal year, new investments, and other factors.

(Reference) Status of cross-shareholdings

Basically, our policy is to reduce cross-shareholdings based on the Corporate Governance Code.

Each year, the Board of Directors will evaluate each issue and continue to hold the stock only when it is judged to have overall significance.

In fiscal 2023, we sold 37 listed stocks (¥24,200 million), and in fiscal 2024, we will continue our efforts to reduce cross-shareholdings.

Number of stocks

	As of March 31, 2021	As of March 31, 2022	As of March 31, 2023	As of March 31, 2024
Unlisted stocks	40	39	38	37
Stocks other than unlisted stocks	55	53	53	16

Amount recorded in the balance sheet

(Millions of yen)

	As of March 31, 2021	As of March 31, 2022	As of March 31, 2023	As of March 31, 2024
Unlisted stocks	4,325	4,568	4,763	4,819
Stocks other than unlisted stocks	72,054	67,137	74,006	58,875

Accounting Auditor

(1) Accounting Auditor's Name

PricewaterhouseCoopers Japan LLC

(2) Accounting Auditor's Compensation, etc. for the Fiscal Year under Review

(1) Amount of compensation, etc. payable by the Company	¥126 million
(2) Total amount of cash and other profits payable by the Company or its subsidiaries	¥220 million

- (Notes)
1. Under the audit agreement between the Company and its Accounting Auditor, compensation for audits pursuant to the Companies Act and audits pursuant to the Financial Instruments and Exchange Act are not separated, and otherwise cannot be separated. Consequently, the amount in (1) above reflects total compensation.
 2. The above amounts include compensation for advice and guidance on information disclosure, which are services outside the scope of Article 2, Paragraph 1 of the Certified Public Accountants Act.
 3. The Audit & Supervisory Board has reviewed and considered, among other things, the contents of the Accounting Auditor's audit plan, the status of the performance of his duties, changes in audit fees, and whether the basis for estimating fees incorporates the key issues for the year under review and, accordingly, has issued its consent regarding the amount of the Accounting Auditor's fees as stipulated in Article 399, Paragraph 1 of the Companies Act.
 4. Of the Company's material subsidiaries, Hino Motors Manufacturing (Thailand) Ltd., Hino Motors Manufacturing U.S.A., Inc., PT. Hino Motors Manufacturing Indonesia, and Hino Motors Asia Ltd. are audited by audit corporations (including those with comparable qualifications abroad) other than the Company's Accounting Auditor. ((The scope of the audit is within the scopes of the provisions of the Companies Act and the Financial Instruments and Exchange Act [including their equivalent laws and regulations].)

(3) Policy Regarding Determination of Termination or Nonrenewal of Appointment of Accounting Auditor

In the event that the Accounting Auditor is deemed to have met any of the grounds set forth in the clauses of Article 340, Paragraph 1 of the Companies Act, the Audit & Supervisory Board shall terminate the appointment of the Accounting Auditor subject to the unanimous consent of the Audit & Supervisory Board Members. In addition, should the Accounting Auditor be found to have been hindered in performing the audit properly or be in other similar situations, the Audit & Supervisory Board shall determine the details of the proposal to terminate or not reappoint the Accounting Auditor for submission to the General Meeting of Shareholders.

(4) Outline of the Content of the Liability Limitation Agreement

The Company has not concluded a liability limitation agreement with the Accounting Auditor.

(Note) Amounts and numbers of shares in this Business Report are rounded down to the nearest unit.