



Independent auditor's report

To the Board of Directors of Kintetsu World Express, Inc.:

Opinion

We have audited the accompanying consolidated financial statements of Kintetsu World Express, Inc. (“the Company”) and its consolidated subsidiaries (collectively referred to as “the Group”), which comprise the Consolidated Balance Sheets as at March 31, 2021 and 2020, the Consolidated Statements of Income and Comprehensive Income, Changes in Net Assets and Cash Flows for the years then ended, and notes, comprising a summary of significant accounting policies and other explanatory information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at March 31, 2021 and 2020, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with accounting principles generally accepted in Japan.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Appropriateness of the Company's judgment as to whether an impairment loss should be recognized on APL Logistics Ltd's non-current assets (including customer-related assets, trademarks, and goodwill)

The key audit matter	How the matter was addressed in our audit
As described in Note “(22) Significant Accounting Estimates, Recognition of an impairment loss on non-current assets,” in the consolidated balance sheet of the Company, non-current assets of ¥99,058 million (including customer-related assets of ¥26,168 million, trademarks of ¥6,978 million, and goodwill of ¥46,159 million) related to APL	The primary procedures we performed to examine the appropriateness of the Company's judgment with respect to whether an impairment loss should be recognized on the non-current assets related to APLL (including customer-related assets, trademarks and goodwill), included the following:

Logistics Ltd (“APLL”) were recognized, accounting for approximately 23.6% of the total assets. The customer-related assets, trademarks, and goodwill were initially recognized when APLL became the Company’s subsidiary through a business combination.

As stated in “Note to the Consolidated Financial Statements”, “Note 2: Summary of Significant Accounting Policies, (8) Property and Equipment excluding Leased Assets”, and “(9) Intangible Assets excluding Leased Assets”, the non-current assets related to APLL including customer-related assets, trademarks, and goodwill are depreciated on a systematic basis, and when the profitability of the assets decreases, it is necessary to reduce their carrying amount and recognize an impairment loss.

Any indications of impairment of the non-current assets related to APLL are not identified as of the fiscal year-end; however, if the entity’s financial performance deteriorated and resulted in recognizing an impairment loss, the loss would have a significant impact on the consolidated financial statements. Therefore, the Company compares undiscounted future cash flows with the carrying amount of the assets related to APLL in order to analyze the likelihood of the occurrence of an impairment loss and its impact. The undiscounted future cash flows were estimated on the basis of APLL’s mid-term business plan prepared by management. Key assumptions underlying the mid-term business plan, such as the forecasts of net sales from major customers (including the impact and the timing of ease of the novel coronavirus disease (“COVID-19”)), mid- to long-term net sales growth rate, operating gross profit ratio and expected selling, general and administrative expenses, involved a high uncertainty and management’s judgment thereon had a significant effect on the estimated future cash flows.

We, therefore, determined our examination of the appropriateness of the Company’s judgment as to whether an impairment loss should be recognized on the non-current assets related to APLL (including customer-related assets, trademarks, and goodwill) was the most significant in our audit of the consolidated financial statements for the current fiscal year, and accordingly, a key audit matter.

(1) Internal control testing

We tested the design and operating effectiveness of the certain Company’s internal controls relevant to determining impairment losses on the non-current assets related to APLL to be recognized. In this assessment, we focused our testing on internal controls designed to prevent or detect the use of unreasonable assumptions as key assumptions adopted by management for the mid-term business plan, including comparison with past actual results and evaluating the consistency with the business strategies and the business environment.

(2) Assessment of the reasonableness of the undiscounted future cash flows

In order to assess the reasonableness of key assumptions embedded in APLL’s mid-term business plan, which were used as the basis for estimating the undiscounted future cash flows, we inquired of the Company’s and APLL’s managements and inspected the relevant documents. During these procedures, we also:

- inquired about the business status of major customers, and compared the forecasts of net sales from the major customers (including the impact and the timing of the ease of COVID-19) with the prior results including the current fiscal year and the results for the latest months in the following fiscal year;
- assessed whether the economic indicators adopted by the Company as the mid- to long-term net sales growth rate were consistent with the business status of APLL and its future business strategies, and evaluated their reasonableness based on data published by an external specialized agency; and
- compared the forecasts of operating gross profit ratio and expected selling, general and administrative expenses with those for the prior fiscal years, and inquired about the reasons for the movements.

After considering the results of the above procedures, we assessed whether there was any potential effect on the recognition of an impairment loss by incorporating specific uncertainties into the undiscounted future cash flows.

Responsibilities of Management and Corporate Auditors and the Board of Corporate Auditors for the Consolidated Financial Statements

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

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern in accordance with accounting principles generally accepted in Japan and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Corporate auditors and the board of corporate auditors are responsible for overseeing the directors' performance of their duties with regard to the design, implementation and maintenance of the Group's financial reporting process.

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with auditing standards generally accepted in Japan will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of our audit in accordance with auditing standards generally accepted in Japan, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, while the objective of the audit is not to express an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate whether the presentation and disclosures in the consolidated financial statements are in accordance with accounting standards generally accepted in Japan, the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that

achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with corporate auditors and the board of corporate auditors regarding, among other matters, the planned scope and timing of the audit, significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide corporate auditors and the board of corporate auditors with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with corporate auditors and the board of corporate auditors, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Convenience Translation

The U.S. dollar amounts in the accompanying consolidated financial statements with respect to the year ended March 31, 2021 are presented solely for convenience. Our audit also included the translation of yen amounts into U.S. dollar amounts and, in our opinion, such translation has been made on the basis described in Note 1 to the consolidated financial statements.

Interest required to be disclosed by the Certified Public Accountants Act of Japan

We do not have any interest in the Group which is required to be disclosed pursuant to the provisions of the Certified Public Accountants Act of Japan.

/S/ Katsunori Hanaoka
Designated Engagement Partner
Certified Public Accountant

/S/ Daika Azuma
Designated Engagement Partner
Certified Public Accountant

KPMG AZSA LLC
Tokyo Office, Japan
June 15, 2021

Notes to the Reader of Independent Auditor's Report:

This is a copy of the Independent Auditor's Report and the original copies are kept separately by the Company and KPMG AZSA LLC.