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(Securities Code: 1870)

June 5, 2024

To Our Shareholders:

Mitsuhiro Takayanagi, President and Director

YAHAGI CONSTRUCTION CO., LTD.

3-19-7, Aoi, Higashi-ku, Nagoya-shi

Notice of the 83rd Annual General Meeting of Shareholders

We would like to inform you that the 83rd Annual General Meeting of Shareholders of YAHAGI CONSTRUCTION CO., LTD. (the “Company”) will be held as set forth below.

When convening this General Meeting of Shareholders, the Company takes measures for providing information that constitutes the content of the Reference Documents for the General Meeting of Shareholders, etc. (matters subject to measurement for electronic provision are to be taken) in electronic format, and posts this information as “Notice of the 83rd Annual General Meeting of Shareholders” on the Company’s website. Please access each website below by using the internet address shown below to review the information.

The Company’s website:

https://www.yahagi.co.jp/en/ir/stock_situation/general_meeting/

Website for posted informational materials for the general meeting of shareholders:

<https://d.sokai.jp/1870/teiji/> (in Japanese)

If you are unable to attend the meeting in person, you may exercise your voting rights via the Internet, etc. or in writing (by mail). Please review the Reference Documents for the General Meeting of Shareholders, and exercise your voting rights by 5:00 p.m. on Wednesday, June 26, 2024 (JST).

1. Date and Time: Thursday, June 27, 2024 at 10:00 a.m. (JST)

2. Venue: Aoi Center Building, 8th Floor; Conference room of the Company
3-19-7, Aoi, Higashi-ku, Nagoya-shi

3. Purpose of the Meeting

Matters to be reported:

1. Report on the Business Report and the Consolidated Financial Statements and on the Audit Results of the Consolidated Financial Statements by the Financial Auditors and the Audit & Supervisory Board for the 83rd Fiscal Year (from April 1, 2023 to March 31, 2024)
2. Report on the Non-consolidated Financial Statements for the 83rd Fiscal Year (from April 1, 2023 to March 31, 2024)

Matters to be resolved:

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| Proposal No. 1 | Election of Nine (9) Directors |
| Proposal No. 2 | Election of Two (2) Audit & Supervisory Board Members |

- When attending the meeting in person, please submit the voting form sent with this notice at the reception desk of the venue.
- If revisions to the matters subject to measures for electronic provision arise, a notice of the revisions and the details of the items before and after the revisions will be posted on each website that the items are listed.
- Paper-based documents stating the matters subject to measures for electronic provision are sent to shareholders who have requested the delivery of paper-based documents, however those documents do not include “Notes to Consolidated Financial Statements” and the “Notes to Non-consolidated Financial Statements” in accordance with the provisions of laws and regulations and Article 15 of the Company’s Articles of Incorporation. Therefore, the Consolidated Financial Statements and the Non-consolidated Financial

Statements indicated in the documents are part of the documents audited by the Financial Auditor and the Audit & Supervisory Board Members and the Financial Auditors for the preparation of their audit reports.

Reference Documents for the General Meeting of Shareholders

Proposal No. 1 Election of Nine (9) Directors

The terms of office of all nine (9) Directors will expire at the conclusion of this meeting. Therefore, the Company proposes the election of nine (9) Directors.

The candidates for Director are as follows:

Candidate No.	Name	Current position and responsibility in the Company	Tenure	Attendance of Board of Directors' meetings
Re-election 1	Mitsuhiro Takayanagi	President and Representative Director Officer in charge of Architectural Business Division	13 years	100% (12/12)
Re-election 2	Shuji Nawa	Vice President and Representative Director General Manager of Civil Engineering Business Division, Officer in charge of Railway Technology Training Center, and Chair of Central Safety & Health Committee	17 years	100% (12/12)
Re-election 3	Takashi Yamashita	Vice President and Representative Director General Manager of Corporate Division	13 years	100% (12/12)
Re-election 4	Osamu Goto	Director and Senior Managing Executive Officer General Manager of Sales Management Division and Officer in charge of Cross-Regional Corporate Sales Department	5 years	100% (12/12)
Re-election 5	Kenji Shimizu	Director and Senior Managing Executive Officer General Manager of Architectural Business Division, General Manager of Construction Division, and General Manager of Engineering Center	1 year	100% (10/10)
Re-election 6	Hiroki Takasaki	Director	1 year	100% (10/10)
Re-election 7	Shinji Ishihara	Outside Independent officer Outside Director	11 years	100% (12/12)
Re-election 8	Yuka Nakagawa	Outside Independent officer Outside Director	3 years	100% (12/12)
Re-election 9	Hideomi Ban	Outside Independent officer Outside Director	2 years	83% (10/12)

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
1	Mitsuhiro Takayanagi (February 19, 1962) Re-election	Apr. 1984 Joined the Company June 2006 Executive Officer and General Manager of Sales Control 2 of the Company June 2008 Executive Officer and General Manager of Sales Control 2, Sales Management Division of the Company Feb. 2009 Executive Officer and General Manager of Sales Control 2, Central Japan Company of the Company Apr. 2009 Executive Officer, Deputy General Manager of Management Division, and General Manager of General Administration Department of the Company Oct. 2010 Executive Officer, Deputy General Manager of Management Division, General Manager of General Administration Department, and General Manager of Human Resources Department of the Company June 2011 Director and Managing Executive Officer of the Company Apr. 2012 Director and Senior Managing Executive Officer of the Company June 2015 President and Representative Director of the Company (incumbent) (Responsibilities) Officer in charge of Architectural Business Division	42,200
[Reasons for nomination as candidate for Director] Since joining the Company, Mr. Mitsuhiro Takayanagi has been engaged in the operations of the Civil Engineering Division and the Corporate Planning Division and has abundant experience in these areas. After assuming the position of Director, he continued to manage the Human Resources Division and the Sales Division. Since 2015, he has been engaged in management as President and Representative Director (incumbent). Given his abundant experience in the Company's business and overall management along with his extensive insights, the Company nominates him as a candidate for Director again.			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
2	Shuji Nawa (November 4, 1958) Re-election	Apr. 1984 Joined the Company June 2005 Executive Officer, Deputy General Manager of Sales Control 1, and General Manager of Sales Department 1 of the Company Feb. 2007 Managing Executive Officer, General Manager of Osaka Branch, and Officer in charge of Western Japan of the Company June 2007 Director and Managing Executive Officer of the Company June 2016 Director and Senior Managing Executive Officer of the Company June 2021 Vice President and Representative Director of the Company (incumbent) (Responsibilities) General Manager of Civil Engineering Business Division, Officer in charge of Railway Technology Training Center, and Chair of Central Safety & Health Committee	37,300
		[Reasons for nomination as candidate for Director] Since joining the Company, Mr. Shuji Nawa has been engaged in the construction and sales operations of the Civil Engineering Division and has abundant experience in this field. After assuming the position of Director, he served as President and Representative Director of YAHAGI GREEN Co., Ltd., the Company's subsidiary, and currently leads business execution in the civil engineering and railroad businesses as General Manager of the Civil Engineering Business Division. Given his abundant experience in the Company's business and overall management along with his extensive insights, the Company nominates him as a candidate for Director again.	
3	Takashi Yamashita (April 17, 1961) Re-election	Apr. 1984 Joined the Company June 2006 Executive Officer, Deputy General Manager of Management Division, and General Manager of Accounting Department of the Company June 2009 Executive Officer, Deputy Company Manager of Eastern Japan Company, Deputy General Manager of Tokyo Branch, and General Manager of Management Department of the Company June 2011 Director and Managing Executive Officer of the Company June 2016 Director and Senior Managing Executive Officer of the Company June 2022 Representative Director and Senior Managing Executive Officer of the Company June 2023 Vice President and Representative Director of the Company (incumbent) (Responsibilities) General Manager of Corporate Division	38,300
		[Reasons for nomination as candidate for Director] Since joining the Company, Mr. Takashi Yamashita has been engaged in the operations of the Accounting Division, Corporate Planning Division, Human Resources Division and Sales Division, and has abundant experience in these areas. After assuming the position of Director, he served as General Manager of the East Japan Regional Office, leading business execution of the Sales and Construction Divisions, and after serving as the Officer in charge of the Human Resources Department and Accounting Department, he currently serves as General Manager of the Corporate Division. Given his abundant experience in the Company's business and overall management along with his extensive insights, the Company nominates him as a candidate for Director again.	

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
4	Osamu Goto (August 12, 1962) Re-election	Nov. 2017 Joined the Company Senior General Manager (treated as corporate officer) and Assistant Manager of the Construction Business Apr. 2018 Managing Executive Officer, General Manager of East Japan Regional Office, and General Manager of Tokyo Branch of the Company June 2019 Director and Managing Executive Officer of the Company June 2021 Director and Senior Managing Executive Officer of the Company (incumbent) (Responsibilities) General Manager of Sales Management Division and Officer in charge of Cross-Regional Corporate Sales Department	15,000
		[Reasons for nomination as candidate for Director] Since joining the Company, Mr. Osamu Goto has been engaged in operating the overall construction business as Assistant Manager of the Construction Business. After assuming the position of Managing Executive Officer, he has executed business of the Sales Division and the Construction Division of the region as General Manager of the East Japan Regional Office. He is currently undertaking management of the Sales Division of the Company as Director and Senior Managing Executive Officer. Given his abundant experience in the Company's business and overall management along with his extensive insights, the Company nominates him as a candidate for Director again.	

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
5	Kenji Shimizu (August 10, 1963) Re-election	Apr. 1986 Joined the Company June 2012 General Manager of Construction Department, Architectural Construction Division, Construction Company of the Company June 2013 General Manager of Construction Department, Construction Division, Architectural Business Company, General Manager of Quality Assurance Department, and General Manager of Facility Department of the Company June 2016 Executive Officer, General Manager of Construction Division, Architectural Business Division, and Deputy General Manager of Railway Technology Training Center of the Company June 2019 Managing Executive Officer, General Manager of Construction Division, Architectural Business Division, and Deputy General Manager of Railway Technology Training Center of the Company June 2023 Director and Senior Managing Executive Officer of the Company (incumbent) (Responsibilities) General Manager of Architectural Business Division, General Manager of Construction Division, and General Manager of Engineering Center	15,100
[Reasons for nomination as candidate for Director] Since joining the Company, Mr. Kenji Shimizu has been involved in architectural operations, and he has a wealth of experience that makes him familiar with the construction site. After assuming the position of Director, he has been leading business execution of the construction business as General Manager of the Architectural Business Division and also serves as the General Manager of the Engineering Center. Given his abundant experience in the Company's business and overall management along with his extensive insights, the Company nominates him as a candidate for Director again.			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
6	Hiroki Takasaki (July 17, 1960) Re-election	Apr. 1983 Joined Nagoya Railroad Co., Ltd. June 2012 Director of Nagoya Railroad Co., Ltd. June 2015 Managing Director of Nagoya Railroad Co., Ltd. June 2018 Senior Managing Director of Nagoya Railroad Co., Ltd. June 2020 Executive Vice-President, Representative Director of Nagoya Railroad Co., Ltd. June 2021 President, Representative Director, Chief Executive Officer of Nagoya Railroad Co., Ltd. (incumbent) June 2021 Outside Audit & Supervisory Board Member of the Company June 2023 Director of the Company (incumbent) [Significant concurrent positions outside the Company] President, Representative Director, Chief Executive Officer of Nagoya Railroad Co., Ltd.	0
		[Reasons for nomination as candidate for Director] Mr. Hiroki Takasaki has abundant experience and extensive insights concerning corporate management, including serving as Executive Vice-President, Representative Director of Nagoya Railroad Co., Ltd. and currently President, Representative Director, Chief Executive Officer of the said company. With a view to receiving his precise guidance and advice, the Company nominates him as a candidate for Director again.	
7	Shinji Ishihara (November 3, 1954) Re-election Outside Independent officer	Apr. 1985 Registered as an attorney at law Apr. 1985 Joined Ishihara Law Office Aug. 2011 Head of Ishihara Law Office (incumbent) June 2013 Outside Director of the Company (incumbent) [Significant concurrent positions outside the Company] Attorney at law, Head of Ishihara Law Office Outside Director (Member of the Audit & Supervisory Committee) of Otake Corporation Outside Director (Member of the Audit & Supervisory Committee) of Juroku Financial Group, Inc.	6,715
		[Reasons for nomination as candidate for Outside Director and summary of anticipated roles] Mr. Shinji Ishihara has professional knowledge and experience nurtured as an attorney-at-law. With a view to receiving his precise guidance and advice from an objective viewpoint based on his knowledge and experience and reflecting such guidance and advice in appropriate and speedy decision-making, the Company nominates him as a candidate for Outside Director again. Mr. Shinji Ishihara has never in the past been involved in the management of a company except as an outside officer. However, the Company judges he will appropriately fulfill his duties as an Outside Director based on the above reasons.	

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
8	Yuka Nakagawa (December 8, 1972) Re-election Outside Independent officer	Apr. 1999 Prosecutor Apr. 2014 Professor of The Graduate School of Law at Chukyo University Mar. 2015 Registered as an attorney at law Mar. 2015 Joined Chukyo Citizens Law Office Apr. 2017 Attorney at law of Nakagawa Law & Consulting Firm (incumbent) Apr. 2019 Professor of School of Law at Chukyo University (incumbent) June 2021 Outside Director of the Company (incumbent) [Significant concurrent positions outside the Company] Professor of School of Law at Chukyo University Attorney at law of Nakagawa Law & Consulting Firm Outside Audit & supervisory Board Member of Okaya & Co., Ltd.	0
		[Reasons for nomination as candidate for Outside Director and summary of anticipated roles] Ms. Yuka Nakagawa has professional knowledge and experience related to the field of law. With a view to receiving her precise guidance and advice from an objective viewpoint based on her knowledge and experience and reflecting such guidance and advice in appropriate and speedy decision-making, the Company nominates her as a candidate for Outside Director again. Ms. Yuka Nakagawa has never in the past been involved in the management of a company except as an outside officer. However, the Company judges she will appropriately fulfill her duties as an Outside Director based on the above reasons.	
9	Hideomi Ban (May 28, 1961) Re-election Outside Independent officer	Apr. 1986 Joined Bankaku Co., Ltd. Mar. 1993 Director of Bankaku Co., Ltd. Mar. 2006 President and Representative Director of Bankaku Co., Ltd. Mar. 2014 Chairman and Representative Director of Bankaku Co., Ltd. (incumbent) June 2022 Outside Director of the Company (incumbent) [Significant concurrent positions outside the Company] Chairman and Representative Director of Bankaku Co., Ltd.	0
		[Reasons for nomination as candidate for Outside Director and summary of anticipated roles] Mr. Hideomi Ban has abundant experience and extensive insights concerning corporate management, including serving as President and Representative Director of Bankaku Co., Ltd. and currently Chairman and Representative Director of the said company. With a view to receiving his precise guidance and advice from an objective viewpoint as a manager and to reflecting such guidance and advice in appropriate and speedy decision-making, the Company nominates him as a candidate for Outside Director again.	

- Notes:
- Special interests between any of the candidates and the Company are as follows.
 - Candidate Mr. Hiroki Takasaki concurrently serves as Representative Director of Nagoya Railroad Co., Ltd., and the Company and the said company have a contractual relationship on construction work.
 - The Company and the other attorneys at Ishihara Law Office, where candidate Mr. Shinji Ishihara serves as Head of the Office, have concluded an advisory contract on legal affairs.
 - There is no special interest between any other candidate and the Company.
 - Mr. Shinji Ishihara, Ms. Yuka Nakagawa and Mr. Hideomi Ban are candidates for Outside Director.
 - Mr. Shinji Ishihara, Ms. Yuka Nakagawa and Mr. Hideomi Ban are currently Outside Directors of the Company, and at the conclusion of this meeting, the tenure of Mr. Shinji Ishihara, Ms. Yuka Nakagawa and Mr. Hideomi Ban will have been eleven (11) years, three (3) years and two (2) years, respectively.
 - The Company and Mr. Shinji Ishihara, Ms. Yuka Nakagawa and Mr. Hideomi Ban have entered into an agreement to limit the liability for damages under Article 423, paragraph (1) of the Companies Act. The maximum amount of liability for damages under this agreement is the amount provided for under Article 425, paragraph (1) of the Companies Act. If

the re-election of Mr. Shinji Ishihara, Ms. Yuka Nakagawa and Mr. Hideomi Ban is approved, the Company plans to renew the aforementioned agreement with them.

5. The Company will enter into a directors and officers liability insurance contract provided for under Article 430-3, paragraph (1) of the Companies Act with an insurance company to cover damages to be borne by the insured, including Directors of the Company, in compensation for damages caused by business execution by a corporate officer. If each candidate for Director is elected and assumes office, they will be the insured under the said insurance contract. Furthermore, the Company plans to renew the aforementioned contract with the same contents also at the time of next renewal.
6. The Company has submitted notification to the Tokyo Stock Exchange and the Nagoya Stock Exchange that Mr. Shinji Ishihara, Ms. Yuka Nakagawa and Mr. Hideomi Ban have been designated as independent officers, as provided for by the aforementioned exchanges. If the re-election of Mr. Shinji Ishihara, Ms. Yuka Nakagawa and Mr. Hideomi Ban is approved, the Company will continue to designate them as independent officers.

Proposal No. 2 Election of Two (2) Audit & Supervisory Board Members

Audit & Supervisory Board Member Junichi Kurimoto will resign from office at the conclusion of this meeting. Therefore, in order to strengthen the audit system, the Company proposes to increase the number of Corporate Auditors by one (1), and requests the election of two (2) Corporate Auditors.

The consent of the Audit & Supervisory Board has been obtained with respect to this proposal.

The candidates for Audit & Supervisory Board Member are as follows:

Candidate No.	Name	Current position in the Company	Tenure	Attendance
New election 1	Taido Funahashi	—	—	—
New election 2	Kanako Ito	Outside Independent officer	—	—

Candidate No.	Name (Date of birth)	Career summary, position in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
1	Taido Funahashi (September 24, 1962) <u>New election</u>	Apr. 1988 Joined the Company Feb. 2006 General Manager of Human Resources Department of the Company June 2007 Senior General Manager and General Manager of Human Resources Department of the Company June 2009 Senior General Manager and General Manager of Accounting Department, Management Division of the Company Apr. 2011 Senior General Manager and General Manager of Corporate Planning Department, Management Division of the Company Apr. 2012 Senior General Manager, Deputy General Manager of Tokyo Branch, Eastern Japan Company, and General Manager of Sales Department of the Company Apr. 2015 Senior Managing Director of YAHAGI GREEN Co., Ltd. June 2016 President and Representative Director of YAHAGI GREEN Co., Ltd. (incumbent) [Reasons for nomination as candidate for Audit & Supervisory Board Member] Since joining the Company, Mr. Taido Funahashi has been involved in the operations of the Civil Engineering Division, Human Resources Division, Accounting Division and Corporate Planning Division. As President and Representative Director of YAHAGI GREEN Co., Ltd., the Company's subsidiary, he is currently in charge of corporate management. Given his abundant experience in corporate operations and company management along with his extensive insights, the Company newly nominates him as a candidate for Audit & Supervisory Board Member.	21,000

Candidate No.	Name (Date of birth)	Career summary, position in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
2	Kanako Ito (February 10, 1983) New election Outside Independent officer	Oct. 2006 Registered as an attorney at law Oct. 2006 Joined Ishihara Law Office Dec. 2016 Outside Audit & Supervisory Board Member of Kobayashi Create Co., Ltd. (incumbent) July 2021 Partner Attorney at MUSUBI LAW OFFICE (incumbent) [Significant concurrent positions outside the Company] Partner Attorney at MUSUBI LAW OFFICE Outside Audit & Supervisory Board Member of Kobayashi Create Co., Ltd. [Reasons for nomination as candidate for Outside Audit & Supervisory Board Member] Ms. Kanako Ito has professional knowledge and experience as an attorney. The Company expects that she will supervise the Company's management from an objective viewpoint based on her knowledge and newly nominates her as a candidate for Outside Audit & Supervisory Board Member. She has never in the past been involved in the management of a company except as an outside officer. However, the Company judges she will appropriately fulfill her duties as an Outside Audit & Supervisory Board Member based on the above reasons.	0

- Notes:
1. There is no special interest between any of the candidates and the Company.
 2. Ms. Kanako Ito is a candidate for Outside Audit & Supervisory Board Member.
 3. If the election of Ms. Kanako Ito is approved, the Company plans to enter into a limited liability agreement provided for under Article 423, paragraph (1) of the Companies Act with her. The maximum amount of liability for damages under this agreement is the amount provided for under Article 425, paragraph (1) of the Companies Act.
 4. The Company will enter into a directors and officers liability insurance contract provided for under Article 430-3, paragraph (1) of the Companies Act with an insurance company to cover damages to be borne by the insured, including Audit & Supervisory Board Members of the Company, in compensation for damages caused by business execution by a corporate officer. If each candidate for Audit & Supervisory Board Member is elected and assumes office, they will be the insured under the said insurance contract. Furthermore, the Company plans to renew the aforementioned contract with the same contents also at the time of next renewal.
 5. If the election of Ms. Kanako Ito is approved, the Company plans to submit notification to the Tokyo Stock Exchange and the Nagoya Stock Exchange that she has been designated as an independent officer as provided for by the aforementioned exchanges.
 6. Ms. Kanako Ito's name on her family register is Kanako Hayashi.

(Reference) If Proposal Nos. 1 and 2 are approved and adopted, the composition of the Board of Directors and Audit & Supervisory Board will be as follows:

Name	Position in the Company	Anticipated roles and expertise for Director and Audit & Supervisory Board Member					
		Corporate management	Sales and real estate development	Technology and IT	Personnel and labor relations	Compliance and risk management	Finance and accounting
Mitsuhiro Takayanagi	President and Representative Director	✓	✓	✓		✓	
Shuji Nawa	Vice President and Representative Director	✓	✓	✓	✓		
Takashi Yamashita	Vice President and Representative Director	✓			✓	✓	✓
Osamu Goto	Director and Senior Managing Executive Officer		✓		✓	✓	✓
Kenji Shimizu	Director and Senior Managing Executive Officer		✓	✓	✓	✓	
Hiroki Takasaki	Director	✓	✓			✓	
Shinji Ishihara	Outside Independent officer Outside Director				✓	✓	✓
Yuka Nakagawa	Outside Independent officer Outside Director				✓	✓	✓
Hideomi Ban	Outside Independent officer Outside Director	✓	✓		✓	✓	
Masafumi Igaki	Full-Time Audit & Supervisory Board Member				✓	✓	✓
Taido Funahashi	Full-Time Audit & Supervisory Board Member	✓			✓	✓	✓
Yoshitaka Aichi	Outside Independent officer Outside Audit & Supervisory Board Member	✓				✓	✓
Yuzo Okamoto	Outside Independent officer Outside Audit & Supervisory Board Member	✓				✓	✓
Kanako Ito	Outside Independent officer Outside Audit & Supervisory Board Member				✓	✓	✓

Up to four (4) major skills, etc. possessed by each person are marked with a check mark “✓.”