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(Securities Code: 1870)

June 7, 2023

To Our Shareholders:

Mitsuhiro Takayanagi, President and Director **YAHAGI CONSTRUCTION CO., LTD.** 3-19-7, Aoi, Higashi-ku, Nagoya-shi

Notice of the 82nd Annual General Meeting of Shareholders

We would like to inform you that the 82nd 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 82nd 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/ir/general meeting/ (in Japanese)

Select "IR," and then "General Meeting of Shareholders."

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 28, 2023 (JST).

1. Date and Time: Thursday, June 29, 2023 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 82nd Fiscal Year (from April 1, 2022 to March 31, 2023)
- 2. Report on the Non-consolidated Financial Statements for the 82nd Fiscal Year (from April 1, 2022 to March 31, 2023)

Matters to be resolved:

Proposal No. 1 Election of Nine (9) Directors

Proposal No. 2 Election of One (1) Audit & Supervisory Board Member

- 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	12 years	92% (11/12)
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, Chairman of Central Safety & Health Committee, and Officer in charge of Safety and Environment Control Department	16 years	100% (12/12)
Re-election 3	Takashi Yamashita		Representative Director and Senior Managing Executive Officer General Manager of Corporate Division	12 years	100% (12/12)
Re-election 4	Osamu Goto		Director and Senior Managing Executive Officer Manager of Sales, and General Manager of Head Office	4 years	100% (12/12)
New election 5	I K enii Shimizii		Managing Executive Officer General Manager of Construction Division, Architectural Business Division, and Deputy General Manager of Railway Technology Training Center	_	-
New election 6	n Hiroki Takasaki		Outside Audit & Supervisory Board Member	-	100%* (12/12)
Re-election 7	Shinji Ishihara	Outside Independent officer	Outside Director	10 years	100% (12/12)
Re-election 8	Yuka Nakagawa	Outside Independent officer	Outside Director	2 years	100% (12/12)
Re-election 9	Re-election Hideomi Ban Independent		Outside Director	1 year	100% (10/10)

^{*} Attendance rate of Board of Directors' meetings as an Audit & Supervisory Board Member is listed.

Candidate No.	Name (Date of birth)		mary, position and responsibility in the Company, ficant concurrent positions outside the Company	Number of the Company's shares owned
1	Mitsuhiro Takayanagi (February 19, 1962) Re-election	Apr. 1984 June 2006 June 2008 Feb. 2009 Apr. 2009 Oct. 2010 June 2011 Apr. 2012 June 2015	Joined the Company Executive Officer and General Manager of Sales Control 2 of the Company Executive Officer and General Manager of Sales Control 2, Sales Management Division of the Company Executive Officer and General Manager of Sales Control 2, Central Japan Company of the Company Executive Officer, Deputy General Manager of Management Division, and General Manager of General Administration Department of the Company Executive Officer, Deputy General Manager of Management Division, General Manager of Management Division, General Manager of General Administration Department, and General Manager of Human Resources Department of the Company Director and Managing Executive Officer of the Company Director and Senior Managing Executive Officer of the Company President and Representative Director of the	41,200
		Since joining operations of and has abun he continued 2015, he has (incumbent). management	Company (incumbent) nomination as candidate for Director] the Company, Mr. Mitsuhiro Takayanagi has been e the Civil Engineering Division and the Corporate Pl dant experience in these areas. After assuming the po to manage the Human Resources Division and the S been engaged in management as President and Repre Given his abundant experience in the Company's bu along with his extensive insights, the Company nom Director again.	anning Division sition of Director, ales Division. Since esentative Director siness and overall

Candidate No.	Name (Date of birth)		mary, position and responsibility in the Company, ficant concurrent positions outside the Company	Number of the Company's shares owned		
		Apr. 1984 June 2005 Feb. 2007	Joined the Company Executive Officer, Deputy General Manager of Sales Control 1, and General Manager of Sales Department 1 of the Company Managing Executive Officer, General Manager of Osaka Branch, and Officer in charge of			
		June 2007 June 2016	Western Japan of the Company Director and Managing Executive Officer of the Company Director and Senior Managing Executive	36,300		
	Shuji Nawa (November 4, 1958)	June 2021	Officer of the Company Vice President and Representative Director of the Company (incumbent)			
2	Re-election	Business Div Training Cen	ties) General Manager of Civil Engineering ision, Officer in charge of Railway Technology ter, Chairman of Central Safety & Health			
		Control Depa	nd Officer in charge of Safety and Environment rtment 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 exp	erience in the Company's business and overall mana	gement along with		
		Apr. 1984	insights, the Company nominates him as a candidate Joined the Company	for Director again.		
		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	37,300		
		June 2011	Director and Managing Executive Officer of the Company			
	Takashi Yamashita (April 17, 1961)	June 2016	Director and Senior Managing Executive Officer of the Company			
3	Re-election	June 2022	Representative Director and Senior Managing Executive Officer of the Company (incumbent)			
			ties) General Manager of Corporate Division			
		I =	nomination as candidate for Director]			
			the Company, Mr. Takashi Yamashita has been enga the Accounting Division, Corporate Planning Divisi	-		
		_	vision and Sales Division, and has abundant experien			
			ng the position of Director, he served as General Mar			
			al Office, leading business execution of the Sales an	-		
			d after serving as the Officer in charge of the Human			
		_	nd Accounting Department, he currently serves as G	_		
		_	Division. Given his abundant experience in the Con			
			nanagement along with his extensive insights, the Co	mpany nominates		
		him as a candidate for Director again.				

Candidate No.	Name (Date of birth)		mary, position and responsibility in the Company, ficant concurrent positions outside the Company	Number of the Company's shares owned			
		Nov. 2017	Joined the Company Senior General Manager (treated as corporate officer) and Assistant Manager of the Construction Business	3 11163			
		Apr. 2018	Managing Executive Officer, General Manager of East Japan Regional Office, and General Manager of Tokyo Branch of the Company	14,000			
		June 2019	Director and Managing Executive Officer of the Company				
	Osamu Goto	June 2021	Director and Senior Managing Executive				
4	(August 12, 1962) Re-election	(Responsibili Head Office	Officer of the Company (incumbent) ties) Manager of Sales, and General Manager of				
		-	nomination as candidate for Director]				
			the Company, Mr. Osamu Goto has been engaged in				
			ruction business as Assistant Manager of the Constru				
			ng the position of Managing Executive Officer, he has Division and the Construction Division of the region				
			pan Regional Office. He is currently undertaking ma				
			Sales Division of the Company as Director and Senior Managing Executive Officer.				
			andant experience in the Company's business and ov				
			along with his extensive insights, the Company nominates him as a candidate for				
		Director again					
		Apr. 1986 June 2012	Joined the Company General Manager of Construction Department,				
		Julie 2012	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				
		June 2016	of Facility Department of the Company				
		June 2016	Executive Officer, General Manager of Construction Division, Architectural Business				
			Division, and Deputy General Manager of	14,100			
			Railway Technology Training Center of the				
	Kenji Shimizu		Company				
5	(August 10, 1963)	June 2019	Managing Executive Officer, General Manager				
	New election		of Construction Division, Architectural Business Division, and Deputy General				
	r to w election		Manager of Railway Technology Training				
			Center of the Company (incumbent)				
		(Responsibili	ties) General Manager of Construction Division,				
			Business Division, and Deputy General Manager				
			echnology Training Center				
		_	nomination as candidate for Director] the Company, Mr. Kenji Shimizu has been engaged	in the oversight			
			uction operations, and is fully knowledgeable about				
			erience and achievement. Currently, he manages and				
		_	projects including large-scale ones as General Manaş				
			Division, Architectural Business Division. Given his				
		_	experience in the Company's business and overall management along with his				
		extensive insi	extensive insights, the Company newly nominates him as a candidate for Director.				

Candidate No.	Name (Date of birth)		ary, position and responsibility in the Company, ant concurrent positions outside the Company	Number of the Company's shares owned
6	Hiroki Takasaki (July 17, 1960) New election	President, Repr Nagoya Railroa [Reasons for no Mr. Hiroki Taka corporate mana Representative Representative	Joined Nagoya Railroad Co., Ltd. Director of Nagoya Railroad Co., Ltd. Managing Director of Nagoya Railroad Co., Ltd. Senior Managing Director of Nagoya Railroad Co., Ltd. Executive Vice-President, Representative Director of Nagoya Railroad Co., Ltd. President, Representative Director, Chief Executive Officer of Nagoya Railroad Co., Ltd. (incumbent) Outside Audit & Supervisory Board Member of the Company (incumbent) neurrent positions outside the Company] esentative Director, Chief Executive Officer of ad Co., Ltd. Director of Nagoya Railroad Co., Ltd. emination as candidate for Director] asaki has abundant experience and extensive insigh gement, including serving as Executive Vice-Presi Director of Nagoya Railroad Co., Ltd. and current Director, Chief Executive Officer of the said comp	onts concerning dent, ly President, ly Presi
7	Shinji Ishihara (November 3, 1954) Re-election Outside Independent officer	Attorney at law Outside Directo Committee) of Outside Directo Committee) of [Reasons for no anticipated role Mr. Shinji Ishih attorney-at-law objective viewp guidance and ad nominates him Mr. Shinji Ishih company excep	Registered as an attorney at law Joined Ishihara Law Office Head of Ishihara Law Office (incumbent) Outside Director of the Company (incumbent) neurrent positions outside the Company] Head of Ishihara Law Office or (Member of the Audit & Supervisory Otake Corporation or (Member of the Audit & Supervisory Juroku Financial Group, Inc. omination as candidate for Outside Director and sur	artured as an I advice from an eflecting such the Company agement of a ges he will

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
	independent officer	[Reasons for nomination as candidate for Outside Director and suranticipated roles] Ms. Yuka Nakagawa has professional knowledge and experience to flaw. With a view to receiving her precise guidance and advice for viewpoint based on her knowledge and experience and reflecting advice in appropriate and speedy decision-making, the Company candidate for Outside Director again. Ms. Yuka Nakagawa has never in the past been involved in the macompany except as an outside officer. However, the Company jud appropriately fulfill her duties as an Outside Director based on the	related to the field from an objective such guidance and nominates her as a magement of a ges she will
9	Hideomi Ban (May 28, 1961) Re-election Outside	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. [Reasons for nomination as candidate for Outside Director and su	0 mmary of
	Independent officer	anticipated roles] Mr. Hideomi Ban has abundant experience and extensive insights corporate management, including serving as President and Repres Bankaku Co., Ltd. and currently Chairman and Representative Dicompany. With a view to receiving his precise guidance and advic viewpoint as a manager and to reflecting such guidance and advic speedy decision-making, the Company nominates him as a candid Director again.	entative Director of rector of the said e from an objective e in appropriate and

Notes:

- 1. Special interests between the candidates and the Company are as follows.
 - (i) 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.
 - (ii) Candidate Mr. Shinji Ishihara concurrently serves as the Head of Ishihara Law Office, and the Company and the said law office have concluded an advisory contract on legal affairs.
 - (iii) There is no special interest between any other candidate and the Company.
- 2. Mr. Shinji Ishihara, Ms. Yuka Nakagawa and Mr. Hideomi Ban are candidates for Outside Director.
- 3. 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 ten (10) years, two (2) years and one (1) year, respectively.
- 4. Mr. Hiroki Takasaki is currently an Outside Audit & Supervisory Board Member of the Company, and at the conclusion of this meeting, his tenure will have been two (2) years. Mr. Takasaki will retire from office of Audit & Supervisory Board Member at the conclusion of this meeting due to his resignation.

- 5. 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.
- 6. 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.
- 7. 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 One (1) Audit & Supervisory Board Member

The term of office of Audit & Supervisory Board Member, Yoshitaka Aichi will expire at the conclusion of this meeting. In addition, Audit & Supervisory Board Member, Hiroki Takasaki will resign from office at the conclusion of this meeting. Therefore, the Company proposes the election of one (1) Audit & Supervisory Board Member. The consent of the Audit & Supervisory Board has been obtained with respect to this proposal.

The candidate for Audit & Supervisory Board Member is as follows:

	N	lame	Current position in the Company	Tenure	Attendance
Re- election	Yoshitaka Aichi	Outside Independent officer	Outside Audit & Supervisory Board Member	8 years	Board of Directors' meetings 100% (12/12) Audit & Supervisory Board's meetings 100% (8/8)

Name (Date of birth)	Career sur	Number of the Company's shares owned	
Yoshitaka Aichi (March 20, 1962) Re-election Outside Independent officer	1 - 0	Joined Certified Public Accountant Tomio Imai Office (currently, Attax Tax Accountant Office) Registered as a tax accountant Established Tax Accountant Yoshitaka Aichi Office Director of Attax consulting Group. (incumbent) Representative partner and COO of Attax Tax Accountant Office (incumbent) Outside Audit & Supervisory Board Member of the Company (incumbent) oncurrent positions outside the Company] nt, Representative partner and COO of Attax Tax Accountant whent)	0
	Mr. Yoshitaka accounting as viewpoint as a	nomination as candidate for Outside Audit & Supervisory Board a Aichi has professional knowledge and abundant experience con a tax accountant. With a view to receiving his strict audits from an expert, the Company nominates him as a candidate for Outsid Board Member again.	cerning finance and an objective

Notes:

- 1. There is no special interest between the candidate and the Company.
- 2. Mr. Yoshitaka Aichi is a candidate for Outside Audit & Supervisory Board Members.
- 3. Mr. Yoshitaka Aichi is currently an Outside Audit & Supervisory Board Member of the Company, and at the conclusion of this meeting, his tenure will have been eight (8) years.
- 4. The Company and Mr. Yoshitaka Aichi 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. Yoshitaka Aichi is approved, the Company plans to renew the aforementioned agreement with him.
- 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 Audit & Supervisory Board Members of the Company, in compensation for damages caused by business execution by a corporate officer. If the candidate for Audit & Supervisory Board Member is elected and assumes office, he will be the insured in 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. Yoshitaka Aichi has been designated as an independent officer as provided for by the aforementioned exchanges. If the re-election of Mr. Yoshitaka Aichi is approved, the Company will continue to designate him as an independent officer.

(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:

			Anticipated roles and expertise for Director and Audit & Supervisory Board Member						
Name		Position in the Company	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	√			✓	1	✓	
Osamu Goto		Director and Senior Managing Executive Officer		✓		✓	1	✓	
Kenji Shimizu		Director and Senior Managing Executive Officer		1	1	1	1		
Hiroki Takasaki		Director	1	1			1		
Shinji Ishihara	Outside Independent officer	Outside Director				1	1	1	
Yuka Nakagawa	Outside Independent officer	Outside Director				1	1	1	
Hideomi Ban	Outside Independent officer	Outside Director	1	1		1	1		
Junichi Kurimoto		Full-Time Audit & Supervisory Board Member				1	1	1	
Masafumi Igaki		Full-Time Audit & Supervisory Board Member				1	1	1	
Yoshitaka Aichi	Outside Independent officer	Outside Audit & Supervisory Board Member	1				1	1	
Yuzo Okamoto	Outside Independent officer	Outside Audit & Supervisory Board Member	1				1	1	

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