

Note: This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

Securities Code: 1726

May 31, 2024

To Our Shareholders:

Kimiyasu Fujita, President

Br. Holdings Corporation

6-31, Hikari-machi 2-chome, Higashi-ku, Hiroshima-Shi

Notice of Convocation of the 22nd Annual General Meeting of Shareholders

This is to inform you that we will be holding the 22nd Annual General Meeting of Shareholders of Br. Holdings Corporation (the “Company”). Please see below for details.

When convening this Annual General Meeting of Shareholders, the Company takes measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. (matters for which measures for providing information in electronic format are to be taken) in electronic format, and posts this information as “Notice of Convocation of the 22nd Annual General Meeting of Shareholders” on each of the following websites. Please access any of the websites via the internet address shown below to review the information.

[The Company’s website]

<https://www.brhd.co.jp/ja/ir/stock/meeting.html> (in Japanese)

[Website for posted informational materials for the general meeting of shareholders]

<https://d.sokai.jp/1726/teiji/> (in Japanese)

[TSE website (Listed Company Search)]

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show> (in Japanese)

(Access the TSE website by using the internet address shown above, enter “Br.Holdings” in “Issue name (company name)” or the Company’s securities code “1726” in “Code,” and click “Search.” Then, click “Basic information” and select “Documents for public inspection/PR information.” Under “Filed information available for public inspection,” click “Click here for access” under “[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting].”)

Note that in place of attending on the day of the meeting, you may exercise your voting rights using one of the following methods. Please exercise your voting rights after reviewing the Reference Documents for the General Meeting of Shareholders at your convenience.

[When exercising your voting rights through Internet, etc.]

After reading the “Information on Exercising Voting Rights over the Internet, Etc.,” please exercise your voting rights no later than 5:30 PM on Monday, June 17, 2024.

[When exercising your voting rights through regular mail (Voting Form)]

Please indicate whether you are for or against the proposals on the Voting Form and send it back so that it arrives no later than 5:30 PM on Monday, June 17, 2024.

- 1. Date and Time** Tuesday, June 18, 2024, 10:00 AM
2. Location Hiroshima Convention Hall, 2nd Floor, Main Hall 2A
Hirotele Building, 5-4, Futabanosato 3-chome, Higashi-ku, Hiroshima-shi

3. Purpose of the Meeting

Matters to be reported

1. Business report, consolidated financial statements and results of audits of consolidated financial statements by financial auditor and the Audit and Supervisory Committee for 22nd Term (April 1, 2023 to March 31, 2024)
2. Non-consolidated financial statements for 22nd Term (April 1, 2023 to March 31, 2024)

Matters to be resolved

- Proposal No. 1** Appropriation of Surplus
Proposal No. 2 Election of Five Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)
Proposal No. 3 Election of One Director Who Is an Audit and Supervisory Committee Member

4. Matters to be determined at the convocation (Information regarding exercising voting rights)

- (1) Voting rights exercised via regular mail (Voting Form) whereby your approval or disapproval of the proposals are not indicated on the Voting Form will be deemed as an indication of your approval.
- (2) Voting rights exercised via both the Internet, etc. and by regular mail (Voting Form), the vote exercised via the Internet, etc. will be deemed as the valid indication of your vote.
- (3) If voting rights are exercised multiple times via the Internet, etc., the last exercise of your voting rights will be deemed as the valid indication of your vote.
Further, if your voting rights are exercised multiple times via PC or smartphone, the last exercise of your voting rights will be deemed as the valid indication of your vote.

Upon attending on the day of the meeting, please submit the enclosed Voting Form at the venue reception.

Paper-based documents stating Electronic Provision Measures Matters are sent to shareholders who have requested the delivery of paper-based documents, however those documents do not include the following matters in accordance with the provisions of laws and regulations and Article 16, paragraph (2) of the Company's Articles of Incorporation.

- (1) Notes to consolidated financial statements
- (2) Notes to non-consolidated financial statements

Accordingly, the consolidated financial statements and non-consolidated financial statements included in those documents are a part of the documents that were audited by the financial auditor in preparing the financial audit report, and the Audit and Supervisory Committee in preparing the audit report.

If revisions to the matters subject to measures for electronic provision arise, a notice of the revisions and the details of the matters before and after the revisions will be posted on each of the websites shown on page 1.

Reference Documents for the General Meeting of Shareholders

Proposal No. 1 Appropriation of Surplus

The Company proposes the appropriation of surplus as follows:

Year-end dividends

Based on the continuous and stable implementation of dividends corresponding to business results, the Company has set a target of a consolidated dividend payout ratio of 30% as an indicator of shareholder returns. However, regarding the future financial and capital strategy once again at this time, as a result of comprehensively considering business performance, capital demand, capital efficiency, and capital cost, etc., we have decided that it is desirable to implement shareholder returns with capital efficiency in mind in order to maintain the ROE target (10% or more). We have therefore raised the shareholder return target to a consolidated dividend payout ratio of 40% and adopted a DOE (dividend on equity) of 4%.

With regard to the year-end dividend for the current fiscal year, we have decided to increase it by ¥1 per share to ¥7, and with the abolition of the shareholder privilege system, we implemented a special dividend of ¥1 per share for all shareholders listed in the Company's shareholder registry on the record date of March 31, 2024.

As a result, the Company has already paid an interim dividend of ¥6 per share, so the annual dividend for the current term will be ¥14 per share.

1. Type of dividend property
To be paid in cash.
2. Allotment of dividend property and their aggregate amount
¥8 per share of common stock (¥7 common dividend + ¥1 special dividend)
The total dividend amount is ¥357,522,824.
3. Effective date of dividends of surplus
The effective date of dividends will be June 19, 2024.

Proposal No. 2 Election of Five Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The terms of office of all five Directors (excluding Directors who are Audit and Supervisory Committee Members; same applies hereinafter) will expire at the conclusion of this Annual General Meeting of Shareholders. Therefore, the Company proposes the election of five Directors.

Note that no opinions were issued by the Audit and Supervisory Committee following their examination of this Proposal.

The candidates for Director are as follows:

Candidate No.	Name (Date of Birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	Kimiyasu Fujita (September 9, 1950) [Reelection]	Aug. 1976 Joined Otsuka Pharmaceutical Co., Ltd. Sept. 1981 Joined KYOKUTO KOGYO Co., Ltd. (currently KYOKUTO KOWA CORPORATION), Director and General Manager of Office of the President Sept. 1983 Managing Director and Senior General Manager of Administration Division Sept. 1985 Representative Director and President Sept. 1993 Representative Director and Chairman Sept. 2002 Director of the Company June 2005 Representative Director and President of the Company (current position) June 2015 Representative Director and President of KYOKUTO KOWA CORPORATION June 2022 Director and Advisor (current position) (Significant concurrent positions outside the Company) Director and Advisor of KYOKUTO KOWA CORPORATION	1,791,800
Reason for election Kimiyasu Fujita has been in charge of the management of the Group as a member of its management, and possesses a long record of driving the overall Group with his strong leadership and a wealth of experience and wide range of knowledge in overall management. For that reason, the Company has judged that he is a necessary human resource in order to realize the sustained growth of the Group and the improvement of its medium- to long-term corporate value, and once again nominates him as a candidate for Director.			

Candidate No.	Name (Date of Birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
2	<p style="text-align: center;">Kazuo Ishii (September 27, 1959)</p> <p style="text-align: center;">[Reelection]</p>	<p>Apr. 1983 Joined Ministry of Construction (currently Ministry of Land, Infrastructure, Transport and Tourism)</p> <p>Jan. 2001 Director General of Matsue National Highway Office, Chugoku Regional Development Bureau, Ministry of Land, Infrastructure, Transport and Tourism</p> <p>July 2003 General Manager of Planning and Research Department of Hiroshima Expressway Public Corporation</p> <p>Nov. 2005 Director of Policy Planning, International Construction Technology, Policy Bureau, Ministry of Land, Infrastructure, Transport and Tourism</p> <p>Apr. 2008 General Manager of Civil Engineering Department under Kochi Prefectural Government</p> <p>Sept. 2012 General Manager of Planning Department, Shikoku Regional Development Bureau, Ministry of Land, Infrastructure, Transport and Tourism</p> <p>Oct. 2015 Joined the Company</p> <p>June 2016 Director and Senior General Manager of Technology Division of the Company</p> <p>Oct. 2017 Director and Senior General Manager of Construction Division of KYOKUTO KOWA CORPORATION</p> <p>June 2018 Director of Higashi Nihon Concrete Co., Ltd. (current position)</p> <p>June 2020 Managing Director and Senior General Manager of Technology Division of the Company</p> <p>June 2020 Managing Director and Senior General Manager of Construction Division of KYOKUTO KOWA CORPORATION</p> <p>Apr. 2022 Representative Director and Chairman (current position)</p> <p>June 2022 Director and Senior General Manager of Technology Division of the Company (current position)</p> <p>(Significant concurrent positions outside the Company) Representative Director and Chairman of KYOKUTO KOWA CORPORATION Director of Higashi Nihon Concrete Co., Ltd</p>	148,600
<p>Reason for election</p> <p>Kazuo Ishii possesses a wealth of experience and wide range of knowledge from serving in important positions in the Ministry of Land, Infrastructure, Transport and Tourism and from his achievements while working abroad. While using such experience to contribute to the expansion of the construction business of the Group, he has been leading the management of KYOKUTO KOWA CORPORATION, one of the core companies of the Group, as its Representative Director and Chairman. For that reason, the Company has judged that he is a necessary human resource in order to realize the sustained growth of the Group and the improvement of its medium- to long-term corporate value, and once again nominates him as a candidate for Director.</p>			

Candidate No.	Name (Date of Birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
3	Takashi Yamane (May 31, 1959) [Reelection]	Apr. 1980 Joined KYOKUTO KOGYO Co., Ltd. (currently KYOKUTO KOWA CORPORATION) June 2014 Director and Deputy General Manager of Sales Division June 2015 Director and Senior General Manager of Sales Division June 2015 Director and Senior General Manager of Sales Division of the Company June 2015 Director of Higashi Nihon Concrete Co., Ltd (current position) June 2018 Representative Director and President of KYOKUTO TAKAMIYA Co., Ltd. (current position) June 2020 Managing Director and Senior General Manager of Sales Division of the Company June 2020 Managing Director and Senior General Manager of Sales Division of KYOKUTO KOWA CORPORATION Apr. 2022 Representative Director and President (current position) June 2022 Director and Senior General Manager of Sales Division of the Company (current position) (Significant concurrent positions outside the Company) Representative Director and President of KYOKUTO KOWA CORPORATION Director of Higashi Nihon Concrete Co., Ltd Representative Director and President of KYOKUTO TAKAMIYA Co., Ltd.	172,200
Reason for election Takashi Yamane possesses a wealth of experience mainly in sales and technological development departments. Currently, in his role as the Senior General Manager of the Sales Division of the Company, he demonstrates leadership in sales strategies, research and development, and overseas businesses for the Group as a whole, while in his role as Representative Director and President of KYOKUTO KOWA CORPORATION, one of the core companies of the Group, he directs management. For that reason, the Company has judged that he is a necessary human resource in order to realize the sustained growth of the Group and the improvement of its medium- to long-term corporate value, and once again nominates him as a candidate for Director.			

Proposal No. 3 Election of One Director Who Is an Audit and Supervisory Committee Member

The term of office of Director Fusanori Miura, who is an Audit and Supervisory Committee Member, will expire at the conclusion of this Annual General Meeting of Shareholders. As such, in order to continue to improve and strengthen the functioning of the internal control system and the functioning of audits of the performance of duties of the Directors, the Company proposes that one (1) Director who is an Audit and Supervisory Committee Member be elected.

The prior consent of the Audit and Supervisory Committee with respect to this proposal has been obtained.

The candidate for Director who is an Audit and Supervisory Committee Member is as follows:

Name (Date of Birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
<p>Fusanori Miura (April 19, 1950)</p> <p>[Reelection] [Independent] [Outside]</p>	<p>June 1992 Professor of Faculty of Engineering, Yamaguchi University Apr. 2006 Dean of Engineering, Graduate School of Science and Engineering, Yamaguchi University May 2010 Guest Professor of Udayana University, National University of Indonesia (current position) Apr. 2014 Vice President of Yamaguchi University, in charge of International and Regional Cooperation May 2015 Representative Director of Yamaguchi GIS Hiroba (currently Yamaguchi GIS Hiroba General Incorporated Association) (current position) Feb. 2017 Director of Center for Research and Application of Satellite Remote Sensing, Yamaguchi University Oct. 2017 Member of General R&D, Space Technology Directorate I, Japan Aerospace Exploration Agency (JAXA) June 2018 Representative Director of Yamaguchi Technology Licensing Organization, Ltd. (current position) Aug. 2019 Project Director of Space Data Application and Promotion Center, Yamaguchi Prefectural Industrial Technology Institute (current position) Apr. 2020 Special Professor (research) of Organization for Research Initiatives, Yamaguchi University (current position) June 2020 Representative of DMA (current position) June 2022 Outside Director (Audit and Supervisory Committee Member) of the Company (current position)</p> <p>(Significant concurrent positions outside the Company) Professor Emeritus of Faculty of Engineering, Yamaguchi University Special Professor (research) of Organization for Research Initiatives, Yamaguchi University Representative Director of Yamaguchi GIS Hiroba General Incorporated Association Representative Director of Yamaguchi Technology Licensing Organization, Ltd. Project Director of Space Data Application and Promotion Center, Yamaguchi Prefectural Industrial Technology Institute Representative of DMA Guest Professor of Udayana University, National University of Indonesia</p>	<p>—</p>
<p>Reason for election and overview of expected roles Fusanori Miura holds broad-ranging knowledge and experience in seismic engineering and disaster prevention engineering as a Doctor of Engineering, and the Company expects him to use his insight, particularly in research and development and in areas related to the environment to provide supervision and monitoring of the Group from an independent standpoint. Moreover, the Company plans for him to be involved from an objective and neutral standpoint in the selection of officer candidates and the determination of officer remuneration, etc. as a member of the Nomination and Remuneration Committee.</p>		

- (Notes)
1. There is no special interest between Fusanori Miura and the Company.
 2. Fusanori Miura is a candidate for Outside Director.
 3. Fusanori Miura is currently an Outside Director of the Company who is an Audit and Supervisory Committee Member, and will have been in office as an Outside Director of the Company for two years at the conclusion of this Annual General Meeting of Shareholders.
 4. Limited Liability Contracts with Outside Directors who are Audit and Supervisory Committee Members
The Company has entered into a contract with Fusanori Miura to limit his liability for damages resulting from negligence of his duties so that he can fully fulfill his expected role as an Outside Director who is an Audit and Supervisory Committee Member.
If he is reelected as an Outside Director who is an Audit and Supervisory Committee Member, he will continue to hold such contract.
An overview summary of the details of the agreement is as follows.
 - i) If an Outside Director is liable for damages to the Company due to negligence of their duties, they shall be liable up to the minimum liability amount stipulated in Article 425, paragraph (1) of the Companies Act.
 - ii) The above liability amount shall be recognized only when the Outside Director has performed their duties in good faith and without gross negligence and the liability was incurred in the course of the performance of their duties.
 5. The Company has entered into an insurance policy with an insurance company with Directors of the Company (Directors who are Audit and Supervisory Committee Members included) as the insured. The purpose of this policy is to indemnify the insured from the compensation of damages under the law or damages resulting from legal dispute costs incurred by the insured due to being issued claims for the compensation of damages.
In case where Fusanori Miura is reelected as a Director, the Company plans to renew said policy with him.
 6. Fusanori Miura satisfies the requirements for Independent Director as stipulated by the Tokyo Stock Exchange, and if his reelection is approved, the Company will continue to appoint him as an Independent Director.

<Standards for the Independence of Outside Officers>

The Company has established its own “Standards for the Independence of Outside Officers,” in addition to the independence criteria stipulated by the Companies Act and the Tokyo Stock Exchange, and nominates candidates for outside officer if none of the following is found to apply.

- i) A party whose major business partner is the Company (a party who has received payments equivalent to 2% or more of its annual consolidated net sales in the most recent fiscal year from the Company or its subsidiaries) or a business executive for that party
- ii) A major business partner of the Company (a party who has made payments to the Company equivalent to 2% or more of the Company’s annual consolidated net sales in the most recent fiscal year) or a business executive for that party
- iii) A major lender of the Group (a party who has lent an amount to the Company equivalent to 2% or more of the consolidated total assets of the Company in the most recent fiscal year) or a business executive for that party
- iv) A major shareholder of the Company (a party who holds 10% or more of the total number of voting rights directly or indirectly) or a business executive for that party
- v) A consultant, certified public accountant, attorney at law or other professional who has received an annual average amount of ¥10 million or more in money and other economic benefits over the past three years from the Company or its subsidiaries, excluding officer remuneration received from the Company or its subsidiaries
- vi) A party to which any of the above items i) to v) applies over the past five years
- vii) A party who is the spouse or relative within the second degree of kinship of a person to which any of the above items i) to vi) applies

<Reference> Management Structure if Proposal No. 2 and Proposal No. 3 Are Approved (Planned)

If Proposal No. 2 and Proposal No. 3 are approved and adopted in their original form, the composition of the Board of Directors and the Audit and Supervisory Committee will be determined to be as follows by the Board of Directors Meeting to be held after the conclusion of this Annual General Meeting of Shareholders.

Among the nine Directors, there will be three independent outside Directors (33% of the total number), and among the four Nomination and Remuneration Committee Members, there will be three independent outside Directors (75% of the total number).

Name	Position and responsibility in the Company	Corporate management	Finance Accounting	Legal affairs/Risk management	Personnel and labor/Human resources development	Sustainability/Environment and DX	Technical Research & Development	Safety Quality	Nomination and Remuneration Committee
Kimiyasu Fujita	Representative Director and President	○	○	○		○			○
Kazuo Ishii	Director and Senior General Manager of Technology Division	○				○	○	○	
Takashi Yamane	Director and Senior General Manager of Sales Division	○			○	○	○		
Takeshi Amatsu	Director and Senior General Manager of Administration Division	○	○	○	○				
Kazuharu Suetake	Director	○		○				○	
Osamu Yamagata	Director (Audit and Supervisory Committee Member)	○		○				○	
Kiyokazu Oda	Director (Audit and Supervisory Committee Member) [Independent / Outside]			○					○
Yoshiharu Sagami	Director (Audit and Supervisory Committee Member) [Independent / Outside]		○						○
Fusanori Miura	Director (Audit and Supervisory Committee Member) [Independent / Outside]				○	○	○		○

(Note) The above table does not represent all of the knowledge, experience and capabilities of each Director.