July 27, 2026

Company Name: Yokogawa Bridge Holdings Corp.
Representative: Yuzuru Nakamura,
President and Representative Director
(Security code:5911, TSE Prime)
Contact: Ken Namiki, General Manager of
General Affairs and Personnel Division
(E-mail: contact@ybhd.co.jp)

Notice Concerning Absorption-type Merger among Wholly Owned Subsidiaries and Change in Status of a Sub-subsidiary Due to an In-kind Dividend by a Subsidiary

Yokogawa Bridge Holdings Corp. (the "Company") hereby announces that, at a meeting of its Board of Directors held today, it resolved to carry out an absorption-type merger in which KYOKUTO KOWA CORPORATION ("KYOKUTO KOWA"), a sub-subsidiary of the Company, will be the surviving company and Br. Holdings Corporation ("Br. Holdings"), a subsidiary of the Company, and Kyokuto Takamiya Co., Ltd. ("Kyokuto Takamiya"), a sub-subsidiary of the Company, will be dissolved (the "Merger"). In addition, the Company resolved to acquire all shares of Higashi Nihon Concrete Co., Ltd. ("Higashi Nihon Concrete"), another sub-subsidiary of the Company, through an in-kind dividend to be distributed by KYOKUTO KOWA, thereby making Higashi Nihon Concrete a direct subsidiary of the Company (collectively with the Merger, the "Reorganization").
As the Merger is an absorption-type merger among wholly owned subsidiaries, certain disclosure items and details have been omitted.

1. Purpose of the Reorganization

The Reorganization is intended to streamline the capital structure of Br. Holdings, which became a subsidiary of the Company on March 30, 2026, and its sub-subsidiaries. Specifically, Br. Holdings, the intermediate holding company, will be dissolved, and KYOKUTO KOWA and Higashi Nihon Concrete will become direct subsidiaries of the Company, thereby enhancing the efficiency of group management and strengthening corporate governance.

2. Outline of the Merger

(1) Schedule of the Merger (for both companies involved in the Merger)

Date of Board Resolution for the Merger	July 27, 2026
Date of Execution of the Merger Agreement	July 27, 2026
Date of Approval of the Merger at a General Meeting of Shareholders	September 29, 2026 (scheduled)
Effective Date of the Merger	October 1, 2026 (scheduled)

(2) Method of the Merger

The Merger will be effected through an absorption-type merger in which KYOKUTO KOWA, a sub-subsidiary of the Company, will be the surviving company, and Br. Holdings, a subsidiary of the Company, and Kyokuto Takamiya, a sub-subsidiary of the Company, will be dissolved. As a result of the Merger, Br. Holdings and Kyokuto Takamiya will be dissolved.

(3) Merger Consideration

KYOKUTO KOWA will allot and deliver to the Company, the sole shareholder of Br. Holdings, all shares of KYOKUTO KOWA held by Br. Holdings.

As the merger between KYOKUTO KOWA and Kyokuto Takamiya is a merger between sub-subsidiaries of the Company, no shares, cash or any other consideration will be allotted or delivered in connection with the merger.

(4) Treatment of Share Acquisition Rights and Bonds with Share Acquisition Rights in Connection with the Merger

Not applicable.

(5) Overview of the Companies Involved in the Merger (As of March 31, 2026)

	Surviving Company	Dissolved Company	Dissolved Company
(1) Name	KYOKUTO KOWA CORPORATION	Br. Holdings Corporation	Kyokuto Takamiya Co.,Ltd.
(2) Head Office Location	2-6-31 Hikarimachi, Higashi-ku, Hiroshima-shi, Hiroshima	2-6-31 Hikarimachi, Higashi-ku, Hiroshima-shi, Hiroshima	2-6-31 Hikarimachi, Higashi-ku, Hiroshima-shi, Hiroshima
(3) Title and Name of Representative	Takashi Yamane, Representative Director and President	Takashi Yamane, Representative Director and President	Kenji Tanaka, Representative Director and President
(4) Business Description	Bridge construction using PC technology, repair and reinforcement of structures, and manufacture and sale of civil engineering and architectural products	Management and administration of subsidiaries	Manufacture of precast concrete products
(5) Capital	1,600,000,000 yen	4,813,000,000 yen	100,000,000 yen
(6) Date of Incorporation	March 12, 1948	September 27, 2002	March 1, 1996
(7) Number of Issued Shares	8,680,000 shares	45,795,000 shares	12,200 shares
(8) Fiscal Year-End	March 31	March 31	March 31
(9) Major Shareholders and Shareholding Percentages	Br. Holdings Corporation (100%)	Yokogawa Bridge Holdings Corp. (100%)	Br. Holdings Corporation (100%)
(10) Financial Position and Operating Results for the Most Recent Fiscal Year			
Fiscal Year-End	Fiscal Year Ended March 31, 2026	Fiscal Year Ended March 31, 2026	Fiscal Year Ended March 31, 2026
Net Assets	9,508,000,000 yen	10,552,000,000 yen	346,000,000 yen
Total Assets	25,711,000,000 yen	21,201,000,000 yen	2,021,000,000 yen
Net Sales	26,147,000,000 yen	1,522,000,000 yen	2,748,000,000 yen
Operating Profit	1,131,000,000 yen	867,000,000 yen	281,000,000 yen
Ordinary Profit	990,000,000 yen	896,000,000 yen	278,000,000 yen
Net Profit	542,000,000 yen	2,283,000,000 yen	199,000,000 yen

*Following the effectiveness of the share consolidation approved at Br. Holdings' extraordinary general meeting of shareholders held on May 15, 2026, the number of issued shares of Br. Holdings became two (2) as of June 3, 2026.

(6) Status after the Merger

There will be no changes to the trade name, location, title and name of the representative, business description, capital or fiscal year-end of KYOKUTO KOWA, the surviving company.

3. Treatment of Surplus of KYOKUTO KOWA

KYOKUTO KOWA will distribute surplus in the form of an in-kind dividend.

(1) Type of Dividend Property and Total Book Value

The dividend property to be distributed to the Company will consist of non-cash assets, namely the common shares described below.

Company Name	Number of Shares	Shareholding Percentage	Book Value
Higashi Nihon Concrete Co., Ltd.	200,000 shares	100%	426,000,000 yen

(2) Allotment of Dividend Property to the Company

As of the effective date of the in-kind dividend, all of the dividend property will be allotted to the Company, which holds all of the issued shares of KYOKUTO KOWA.

(3) Effective Date of Dividend of Surplus

October 1, 2026

(4) Overview of the Company Distributing the In-Kind Dividend (As of July 27, 2026)

Name	KYOKUTO KOWA CORPORATION
Location	2-6-31 Hikarimachi, Higashi-ku, Hiroshima-shi, Hiroshima
Title and Name of Representative	Takashi Yamane, Representative Director and President
Business Description	Bridge construction using PC technology, repair and reinforcement of structures, and manufacture and sale of civil engineering and architectural products
Capital	1,600,000,000 yen
Date of Incorporation	March 12, 1948
Net Assets	9,508,000,000 yen (Fiscal Year Ended March 31, 2026)
Total Assets	25,711,000,000 yen (Fiscal Year Ended March 31, 2026)
Major Shareholders and Shareholding Percentages	Br. Holdings Corporation (100%)

(5) Overview of the Sub-subsidiary Subject to the Change in Status (As of July 27, 2026)

Name	Higashi Nihon Concrete Co., Ltd.
Location	2-2-13 Ichibancho, Aoba-ku, Sendai-shi, Miyagi
Title and Name of Representative	Kenji Tanaka, Representative Director and President
Business Description	Bridge construction using PC technology, repair and reinforcement of structures, and manufacture and sale of civil engineering and architectural products
Capital	100,000,000 yen

Date of Incorporation	June 26, 1951
Net Assets	3,502,000,000 yen (Fiscal Year Ended March 31, 2026)
Total Assets	6,699,000,000 yen (Fiscal Year Ended March 31, 2026)
Major Shareholders and Shareholding Percentages	Br. Holdings Corporation (100%)

4. Future Outlook

As the Reorganization is an intra-group transaction, its impact on the consolidated financial results of the Company is expected to be minimal.