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Securities Code: 5911

June 7, 2019

To our shareholders:

Hisashi Fujii
President and Representative Director
Yokogawa Bridge Holdings Corp.
4-4-44, Shibaura, Minato-ku, Tokyo

Notice of the 155th Annual General Meeting of Shareholders

You are cordially invited to attend the 155th Annual General Meeting of Shareholders of Yokogawa Bridge Holdings Corp. (the “Company”), which will be held as indicated below.

If you are unable to attend the meeting in person, you may exercise your voting rights in writing. Please examine the attached Reference Documents for General Meeting of Shareholders, and indicate your approval or disapproval of the proposals in the enclosed voting form to exercise your voting rights by 5:30 p.m. on Tuesday, June 25, 2019 (JST).

1. **Date and Time:** Wednesday, June 26, 2019, at 10:00 a.m. (JST)
2. **Venue:** 7F Conference Room, Yokogawa Building
4-4-44, Shibaura, Minato-ku, Tokyo
(The venue of the meeting has been changed to the above due to the availability of a suitable room within the Company’s Head Office building.)

3. Purpose of the Meeting

Matters to be reported:

1. The Business Report and the Consolidated Financial Statements for the 155th fiscal year (from April 1, 2018 to March 31, 2019) and the results of audits of the Consolidated Financial Statements by the Financial Auditor and the Audit & Supervisory Board
2. The Non-consolidated Financial Statements for the 155th fiscal year (from April 1, 2018 to March 31, 2019)

Matters to be resolved:

- Proposal No. 1** Dividends of Surplus
Proposal No. 2 Election of Two Audit & Supervisory Board Members

- Please hand in the voting form at the reception when you attend the meeting in person.
- If any changes are made to this Notice and the attached Reference Documents for General Meeting of Shareholders, or the Business Report, Consolidated Financial Statements, and Non-consolidated Financial Statements, such changes will be posted on the Company’s website (<http://www.ybhd.co.jp/>) (in Japanese only).

Reference Documents for General Meeting of Shareholders

Proposal No. 1 Dividends of Surplus

The Company regards the distribution of profit to shareholders as one of top priorities, and it maintains a basic policy to pay stable dividends on a continual basis while giving a comprehensive consideration to such factors as operating results and capital requirements for future business development.

In line with this basic policy, the Company proposes to pay a year-end dividend of ¥17 per share. Including the interim dividend of ¥13 per share, the annual dividend will total ¥30 per share, which is ¥8 higher than for the previous fiscal year.

- (1) Type of dividend property
To be paid in cash.
- (2) Allotment of dividend property and their aggregate amount
The Company proposes to pay a dividend of ¥17 per common share of the Company.
In this event, the total dividends will be ¥704,758,222.
- (3) Effective date of dividends of surplus
June 27, 2019

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

The terms of office of Audit & Supervisory Board Members Ryogo Hirokawa and Kazunori Yagi will expire at the conclusion of this meeting. In that regard, the Company proposes the election of two Audit & Supervisory Board Members.

The candidates for Audit & Supervisory Board Member are as follows. In addition, the consent of the Audit & Supervisory Board has been obtained for the submission of this proposal.

Candidate No.	Name (Date of birth)	Career summary and position	Number of the Company's shares owned
1	Ryogo Hirokawa (January 9, 1959) Reelection	Apr. 1984 Joined the Company Oct. 2009 General Manager of Sales Division I, Bridge Sales Headquarters of Yokogawa Bridge Corp. Oct. 2010 Head (General Manager) of Quantity Survey Center, Bridge Sales Headquarters Oct. 2013 Administrative Officer and Head of Quantity Survey Center, Bridge Sales Headquarters Nov. 2014 Administrative Officer and Head of Steel Structures Maintenance Business Office Oct. 2015 Administrative Officer and General Manager of Sales Division, Maintenance Business Headquarters July 2016 Administrative Officer and General Manager of Tokyo Sales Division II, Bridge Sales Headquarters Apr. 2018 Administrative Officer, Tokyo Sales Division II, Sales Headquarters June 2018 Full-time Audit & Supervisory Board Member of the Company (to the present) [Significant concurrent positions outside the Company] None	7,700 shares
[Reasons for nomination as candidate for Audit & Supervisory Board Member] Ryogo Hirokawa has held important positions within the sales divisions in the Group, and following his appointment as Audit & Supervisory Board Member, has applied his knowledge and experience to appropriately perform audit of the Company as a full-time Audit & Supervisory Board Member. Therefore, the Company nominated him again as candidate for Audit & Supervisory Board Member.			

Candidate No.	Name (Date of birth)	Career summary and position	Number of the Company's shares owned
2	Kazunori Yagi (April 1, 1949) Reelection	<p>Apr. 1972 Joined the Yokogawa Electric Works Ltd. (currently Yokogawa Electric Corporation)</p> <p>Oct. 1999 Vice President (Officer) and General Manager of Finance & Business Planning, in charge of Corporate Marketing</p> <p>Apr. 2001 Senior Vice President and General Manager of Finance & Business Planning</p> <p>June 2001 Director, Senior Vice President and General Manager of Finance & Business Planning</p> <p>July 2002 Director, Executive Vice President and General Manager of Finance & Business Planning</p> <p>June 2005 Director, Executive Vice President and General Manager of Management Administration Headquarters</p> <p>June 2011 Resigned as Director Outside Audit & Supervisory Board Member (current position)</p> <p>June 2012 Outside Director of JSR Corporation</p> <p>June 2013 Outside Audit & Supervisory Board Member of TDK Corporation</p> <p>Mar. 2014 Outside Director of OYO Corporation</p> <p>June 2017 Outside Audit & Supervisory Board Member of Sojitz Corporation (current position)</p> <p>June 2018 Outside Director of TDK Corporation (current position) (to the present)</p> <p>[Significant concurrent positions outside the Company] Outside Audit & Supervisory Board Member of Sojitz Corporation Outside Director of TDK Corporation</p>	4,900 shares
<p>[Reasons for nomination as candidate for outside Audit & Supervisory Board Member] Kazunori Yagi has held important positions over the years including positions related to accounting and corporate planning in Yokogawa Electric Corporation, in addition to his service as outside officer of other companies, and possesses considerable degree of insight into finance and accounting, which can be utilized in strengthening the Company's auditing systems. Therefore, the Company nominated him again as candidate for outside Audit & Supervisory Board Member.</p>			

- Notes:
1. There is no special interest between any of the candidates and the Company.
 2. Pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, the Company has entered into agreements with Ryogo Hirokawa and Kazunori Yagi to limit their liability as provided for in Article 423, paragraph 1 of the same Act. The maximum amount of liability for damages under this agreement is that provided for under laws and regulations, and if they are reelected and assume office as Audit & Supervisory Board Member, the Company plans to renew the agreements with them.
 3. Kazunori Yagi is a candidate for outside Audit & Supervisory Board Member.
 4. In February 2018, while Kazunori Yagi was in office as an outside Audit & Supervisory Board Member at TDK Corporation, in a series of cease and desist orders and surcharge payment orders issued by the Japan Fair Trade Commission to manufacturers and distributors of suspension components used in hard disk drives, it was acknowledged that the said company and its subsidiaries have acted in violation of the Act on Prohibition of Private Monopolization and Maintenance of Fair Trade. However, due to reasons including a prior submission to, and approval by the Fair Trade Commission for application of the surcharge reduction and exemption system, the company and its subsidiaries were exempt from the cease and desist order and the surcharge payment order. Kazunori Yagi has regularly stated the importance of corporate governance and compliance with laws and regulations, as well as ensuring thorough implementation thereof, at meetings of the Board of Directors and other occasions. After this violation came through, Kazunori Yagi has continued to perform his duties by further actively offering opinions on building and enhancing the structure of corporate governance and compliance.
 5. Kazunori Yagi is currently an outside Audit & Supervisory Board Member of the Company, and at the conclusion of this meeting, his tenure will have been eight years.

6. The Company has submitted notification to the Tokyo Stock Exchange that Kazunori Yagi has been designated as an independent officer as provided for by the aforementioned exchange. If he is reelected as Audit & Supervisory Board Member, the Company plans to submit notification concerning continuation of his appointment as an independent officer. Until June 2011, Kazunori Yagi has served as a person executing business in Yokogawa Electric Corporation, which is a principal shareholder of the Company. However, taking into consideration the significant amount of time that has passed since then, and in view of the nature of the transactions maintained with the company, the Company deems him capable to performing the role of outside Audit & Supervisory Board Member from an independent standpoint.