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Notice of the 53rd Ordinary General Meeting of Shareholders

We would like to take this opportunity to express our gratitude to you for your continued support of our operations and business. We would like to inform you that the 53rd Ordinary General Meeting of Shareholders (the “meeting”) of Besterra Co., Ltd (the “Company”) will be held as described below.

For the convening of this General Meeting of Shareholders, we will be using electronic provision, and matters concerning the measures for the electronic provision are posted on the following website on the Internet as the Notice of the Convocation of the 53rd Ordinary General Meeting of Shareholders.

The Company’s website (<https://www.besterra.co.jp/ir/>)

In addition to the above, the information is also posted on the following website on the Internet.

Tokyo Stock Exchange Listed Company Information Service

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

(Please enter the name of the stock (company name) or securities code, search, and select “Basic Information” or “Public Documents/PR Information” to examine the information.)

In lieu of attending the meeting in person, you may exercise your voting rights in writing (by postal mail) or via the Internet. For the procedures, please refer to “Information on exercising voting rights” on Page 2 and 3 and exercise your voting rights by 6:00 p.m. on Wednesday, April 22, 2026 (Japan time).

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|--------------------------|--|
| 1 Date and Time: | Thursday, April 23, 2026 at 10:00 a.m. (Japan Standard Time) (Reception will open at 9:30 a.m.) |
| 2 Place: | Camellia Hall, Kameido Culture Center, 2-19-1 Kameido, Koto-ku, Tokyo, 136-0071, Japan (Please refer to the “Location Map” at the end of this Notice.) |
| 3 Meeting Agenda: | Matters to be reported <ol style="list-style-type: none">1. Business Report and Consolidated Financial Statements for the 53rd Term (from February 1, 2025 to January 31, 2026), as well as the results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Committee2. The Non-consolidated Financial Statements for the 53rd Term (from February 1, 2025 to January 31, 2026) Proposals <p>Proposal 1: Reduction in the Amount of Capital Reserve</p> <p>Proposal 2: Election of Three Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)</p> |

- If there are any changes to the matters concerning the measures for the electronic provision, we will post the corrections on each website.

Proposal 1: Reduction in the Amount of Capital Reserve

1. Reason for Reduction in the Amount of Capital Reserve

Based on the provision of Article 448, Paragraph 1 of the Companies Act, the Company intends to reduce the amount of capital reserve and transfer the same amount to other capital surplus with the aim of ensuring flexibility and agility in future capital policy.

2. Details of the Reduction in the Amount of Capital Reserve

(1) Amount of capital reserve to be reduced

The Company proposes to reduce its capital reserve of 2,350,366,893 yen by 1,282,769,000 yen and to transfer the same amount to other capital surplus.

(2) Effective date of the reduction in the amount of capital reserve

May 15, 2026

Proposal 2: Election of Three Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)

The Company proposes the election of three Directors as the terms of office of all the Directors (three Directors) (excluding Directors who are Audit & Supervisory Committee Members) will expire at the conclusion of this General Meeting of Shareholders.

The candidate Directors are as follows:

| Candidate No. | Name | Candidate attribute | Present positions and responsibilities in the Company | Number of years in office (at the close of this General Meeting of Shareholders) | Attendance at the Board of Directors meetings |
|---------------|-------------------|--|---|--|---|
| 1 | Yutaka Honda | Reappointment | President and Representative Director | 11 years and 9 months | 17/17 (100%) |
| 2 | Yasuharu Cho | Reappointment | Senior Managing Director | 3 years | 17/17 (100%) |
| 3 | Toshiki Wakamatsu | Reappointment Outside Independent Director | Outside Director | 5 years | 17/17 (100%) |

| | | | | | |
|---------------|----------|--|---|--|--|
| Candidate No. | 1 | Yutaka Honda (Born: May 9, 1972) | Years as a Director (at the close of this General Meeting of Shareholders) 11 years and 9 months | Attendance at the Board of Directors meetings (FY2026/1) 17/17 (100%) | Number of the Company's shares owned 32,592 shares |
|---------------|----------|--|---|--|--|



Reappointment

<Career Summary, Position and Responsibilities in the Company, and Significant Concurrent Positions>

| | |
|----------------|---|
| April 1996 | Joined Tokyu Corporation |
| November 2007 | Joined Biznet Corporation Planning Department - Assistant Group Leader |
| December 2008 | Joined en Japan Inc. Administrative Division - Accounting Group Manager |
| September 2009 | Joined the Company |
| April 2014 | General Manager of the Planning Department, the Company |
| July 2014 | Director, General Manager of the Planning Department, the Company |
| February 2023 | President and Representative Director, the Company (to present) |

<Reasons for nomination as candidate for Director>

Mr. Yutaka Honda served as Director and General Manager of the Planning Department after serving as General Manager of the department. He has extensive experience and insights in business operations of the Company in business management and finance divisions. In addition, he has served as the Representative Director since February 2023. Therefore, we nominate him as a candidate for reappointment as a Director.

| | | | | | |
|---------------|----------|--|---|--|---|
| Candidate No. | 2 | Yasuharu Cho (Born: December 21, 1977) | Years as a Director (at the close of this General Meeting of Shareholders) 3 years | Attendance at the Board of Directors meetings (FY2026/1) 17/17 (100%) | Number of the Company's shares owned 169,451 shares |
|---------------|----------|--|---|--|---|



Reappointment

<Career Summary, Position and Responsibilities in the Company, and Significant Concurrent Positions>

| | |
|---------------|---|
| December 1997 | Joined the Company |
| May 2008 | Section Chief of the Technical Sales Department, the Business Headquarters and General Manager of West Japan Office, the Company |
| October 2014 | Deputy General Manager of the Technical Sales Department, the Business Headquarters, the Company |
| October 2016 | General Manager of the Construction Department, the Business Headquarters, the Company |
| April 2019 | Director, General Manager of the Construction Department, the Business Headquarters, the Company |
| May 2020 | Director, General Manager of the Business Headquarters, the Company |
| May 2022 | Executive Officer, General Manager of the Business Headquarters, the Company |
| February 2023 | Senior Managing Executive Officer, General Manager of the Business Headquarters and General Manager of the Decarbonization Business Promotion Department, the Company |
| April 2023 | Senior Managing Director, General Manager of the Business Headquarters and General Manager of the Decarbonization Business Promotion Department, the Company |
| November 2024 | Senior Managing Director, and General Manager of the Decarbonization Business Promotion Department, the Company |
| January 2026 | Senior Managing Director, the Company (to present) |

<Reasons for nomination as candidate for Director>

Mr. Yasuharu Cho serves as the General Manager of the Business Headquarters after serving as the General Manager of the Construction Department, the Business Headquarters. He has extensive experience and insights in the Company's business activities in the Construction Department and technologies in the Company's business fields and has been serving as a Senior Managing Director since April 2023. Therefore, we nominate him as a candidate for reappointment as a Director.

| | | | | | |
|---------------|----------|--|---|--|--|
| Candidate No. | 3 | Toshiki Wakamatsu (Born: September 19, 1977) | Years as a Director (at the close of this General Meeting of Shareholders) 5 years | Attendance at the Board of Directors meetings (FY2026/1) 17/17 (100%) | Number of the Company's shares owned — |
|---------------|----------|--|---|--|--|



Reappointment

Outside

Independent Director

<Career Summary, Position and Responsibilities in the Company, and Significant Concurrent Positions>

| | |
|--------------|--|
| October 2005 | Registered with Daini Tokyo Bar Association |
| October 2005 | Joined Sato Sogo Law Office |
| June 2011 | Audit & Supervisory Board Member, Iwaki Co., Ltd. |
| June 2016 | Outside Director, Orchestra Holdings Inc. (to present) |
| March 2019 | Outside Audit & Supervisory Board Member, Neural Pocket Inc. (now Neural Group Inc.) |
| October 2019 | Founded Saltus Law Office (to present) |
| April 2021 | Outside Director, the Company (to present) |
| March 2024 | Outside Director (Audit & Supervisory Board Member), Neural Group Inc. (to present) |

<Reasons for nomination as a candidate for Outside Director and expected roles>

Mr. Toshiki Wakamatsu satisfies the requirements for independent officers as specified by the Tokyo Stock Exchange, Inc. While he has not been involved in corporate management other than as an Outside Director and Audit & Supervisory Board Member, he has a high level of expertise as a lawyer and has experience of serving as an Outside Director and Audit & Supervisory Board Member at other business companies. The Company has high regard for his experience and ability and expects that he will provide objective supervision and advice from a legal perspective in his role as an Outside Director.

- (Notes)
1. There are no special interests between any candidate for director and the Company.
 2. Mr. Toshiki Wakamatsu is a candidate for Outside Director.
 3. The Company has executed a contract with Mr. Toshiki Wakamatsu on the limitation of liability for damages as provided for under the provisions of Paragraph 1, Article 423 of the Companies Act according to the provisions of Paragraph 1, Article 427 thereof. The maximum amount of liability for damages shall be the minimum amount provided for in Paragraph 1, Article 425 of the Companies Act when an Outside Director performs his duties in good faith and without gross negligence. The Company will continue the contract when Mr. Toshiki Wakamatsu is reappointed.
 4. The Company has concluded a Directors and Officers insurance (hereinafter, D&O insurance) contract with an insurance company as stipulated in Paragraph 1, Article 430-3 of the Companies Act. Accordingly, we will compensate for damages in the event that candidates for directors are elected and are liable for damages due to their work (excluding those that fall under the reasons for exemption stipulated in the insurance contract). The Company shall bear all premiums for the D&O insurance.
 5. If Mr. Toshiki Wakamatsu is elected as Director, the Company intends to continue to appoint him as independent officer.
 6. The number of shares of the Company held by each Director candidate was current as of January 31, 2026.

For Reference: Skills of Directors and Audit & Supervisory Committee Members
(provisional) after this Ordinary General Meeting of Shareholders.

● Responsibilities/Attributes ⊙ Primary skill ○ Secondary skill

| Title | Name | Business execution | Supervision | Attribute | Corporate management Business strategy | Business promotion Sales and construction | Technology development IT/DX | Organization and human resources | Finance and accounting Tax affairs | Legal affairs and risk Governance | SDGs / ESG |
|---|-------------------|--------------------|-------------|-------------|--|---|------------------------------|----------------------------------|------------------------------------|-----------------------------------|------------|
| President and Representative Director | Yutaka Honda | ● | | | ⊙ | | | ⊙ | ○ | ○ | |
| Senior Managing Director | Yasuharu Cho | ● | | | ○ | ⊙ | ⊙ | | | | ○ |
| Outside Director | Toshiki Wakamatsu | | ● | Independent | | | | | | ⊙ | ○ |
| Outside Director Full-time Audit & Supervisory Committee Member | Masahiro Komiyama | | ● | Independent | ⊙ | | | ⊙ | ○ | ○ | |
| Outside Director Audit & Supervisory Committee Member | Takao Muramatsu | | ● | Independent | | | | | ⊙ | ○ | ○ |
| Outside Director Audit & Supervisory Committee Member | Kana Hikawa | | ● | Independent | | | | ○ | ⊙ | | ○ |

Reasons for selection of skill items

| Skill items | Reason for selection |
|--|--|
| Business execution | Directors who are responsible for executing operations to fulfill the Company's vision and achieve its targets must have the ability to clarify targets and develop and execute plans and strategies. They also need leadership to improve the organization's performance by sharing a vision and goals with each employee and increasing employees' motivation through effective communication. |
| Supervision | Directors are responsible for supervising the Company's operations to ensure that the operations comply with the law. Therefore, Directors must have the ability to manage legal and compliance risks, assess the Company's reputation and credibility, and prevent legal issues. |
| Corporate management Business strategy | Directors must have the ability to develop appropriate business strategies to promote the Company's growth and maintain and increase its competitiveness. They also must be able to manage risk. Additionally, they must have the ability to optimally use limited resources to manage the Company and the ability to manage the Company's relationships with its stakeholders. |
| Business promotion Sales and construction | Directors must possess the ability to enhance the Company's sales capabilities and gain new customers while reinforcing relationships with the existing customers. They also need to be capable of planning construction work that meets the customers' needs, execute the construction work efficiently, ensure quality control and contribute to improving customer satisfaction. |
| Technology development IT/DX | In the current business environment, where digital technologies must be utilized, Directors must develop digital strategies. They are also required to possess the ability to promote digital transformation and formulate, implement and manage digital strategies. These strategies may lead to the creation of new business models. |
| Organization and human resources | Directors must have the ability to develop and assess human resources, the most critical resources of the Company, and help develop their careers appropriately. They are also required to possess the ability to enhance each individual's capabilities, thereby contributing to the development of the organization. Additionally, they need to have the ability to foster a good corporate culture to enhance employee performance and create an employee-friendly environment. |
| Finance and accounting Tax affairs | Directors must possess the ability to ensure accurate financial reporting, a basis for management decisions, and manage tax compliance risks. They need to ensure accurate financial reporting and transparent accounting, thereby contributing to earning stakeholders' trust. |
| Legal affairs and risk Governance | Directors must have the ability to monitor legal restrictions and legal compliance, assess legal risk, and formulate measures to solve legal problems, thereby minimizing the legal risks the Company is exposed to. They also need to have the ability to work to maintain the transparency and soundness of the Company while contributing to the improvement of corporate governance. |
| SDGs / ESG | It is crucial that companies take actions related to the SDGs, ESG practices, and the environment to fulfill their social responsibilities. Management must have the ability to develop strategies and policies that consider these issues. Implementing these actions may lead to the creation of new business models, products, or services, so management must be able to increase the Company's competitiveness in the market by acting in line with the needs and trends of the market. |