



Securities Code: 1963

July 2, 2019

JGC CORPORATION

2-3-1, Minato Mirai, Nishi-ku,

Yokohama, 220-6001, Japan

Masayuki Sato

Representative Director, Chairman & CEO

To the Shareholders of JGC CORPORATION (the “Company”)

**NOTICE OF THE RESULTS OF THE EXERCISE OF VOTING RIGHTS
AT THE 123rd ORDINARY GENERAL SHAREHOLDERS’ MEETING**

Below are the results of the exercise of voting rights at the 123rd Ordinary General Shareholders’ Meeting held on June 27, 2019 .

1 Date on which the General Shareholder’s Meeting was held

June 27, 2019

2 Details of items for resolution

Item 1 Approval of Appropriation of Retained Earnings
Items relating to fiscal year-end dividends
Per share of common stock: ¥28.50

Item 2 Approval of Absorption-Type Company Split Agreement
In order to make the transition to a holding company structure, the Company concluded an absorption-type company split agreement on May 14, 2019 with its wholly-owned subsidiaries Nikki Global Kabushiki Kaisha (“Nikki Global”, its English company name to be registered as “JGC CORPORATION” on October 1, 2019) and JGC Plant Innovation Co., Ltd. (“JPI”, its English company name to be changed to “JGC JAPAN CORPORATION”) (hereinafter, collectively, the “succeeding companies”) to perform an absorption-type company split in which the succeeding companies succeed the Company’s “overseas EPC business” and “domestic EPC business” respectively with an effective date of October 1, 2019 (Scheduled).



Item 3

Partial Amendment to the Articles of Association

Content of the amendment is as follows:

- (1) With the transition to a holding company structure, the Company will amend Article 1 (Company Name) of the current Articles of Association, and also make amendments to make adjustments to the businesses services stated in Article 2 (Purposes) of the current Articles of Association and make amendments with a view to the businesses to be conducted by the Company and its subsidiaries after the transition to a holding company structure.
- (2) The current number of directors stipulated in Article 19 (Number of Directors) of the current Articles of Association will be changed from 15 or fewer to 10 or fewer to ensure enhanced and more vigorous discussion in the Board of Directors.
- (3) Part of Article 22 (Directors in Special Posts) of the current Articles of Association will be deleted according to the actual state of the system for the execution of business carried out by Executive Officers.
- (4) Article 24 (Counselors and Advisors) of the current Articles of Association will be deleted due to the category of counselors and advisors stipulated in the Articles of Association being abolished for the purpose of the further strengthening and enhancement of corporate governance.
- (5) The scope of directors and Audit & Supervisory Board Members with whom the Company may enter into agreements to limit liability was expanded with the enforcement of the Act Partially Amending the Companies Act (Act No. 90 of 2014). Due to this, Article 31 (Directors' Exemption from Liability) and Article 39 (Audit & Supervisory Board Members' Exemption from Liability) of the current Articles of Association will be amended to enable the ongoing promotion of talented personnel as directors and Audit & Supervisory Board Members and enable them to fully perform their expected roles in the execution of their duties.
- (6) With the deletions of provisions mentioned in (4) above, the numbering of Articles from Article 25 of the current Articles of Association will change with the numbering of each being moved up by one.
- (7) In addition, wording and formatting will be adjusted and amended.



(8) The amendments to the Articles of Association in this proposal shall take effect on October 1, 2019 on the condition of absorption-type company split based on the agenda item 2 Absorption-Type Company Split Agreement taking effect.

Item 4

Appointment of Nine (9) Directors

The following eight (8) directors have been reappointed and have assumed their offices: Masayuki Sato, Tadashi Ishizuka, Yutaka Yamazaki, Kiyotaka Terajima, Masanori Suzuki, Tetsuya Muramoto, Shigeru Endo and Masayuki Matsushima. The following one (1) director has been newly appointed and has assumed his office: Kazuo Ueda.

Item 5

Determination of Remuneration for Granting Restricted Shares to Directors (Excluding Outside Directors)

The amount of remuneration for Directors of the Company was approved to be no more than 690 million yen per year as decided at the Company's 113th Ordinary General Shareholders' Meeting held on June 26, 2009. Along with this resolution, the remuneration to be paid to Directors (excluding Outside Directors) of the company for the purpose of granting them restricted shares shall be monetary remuneration claims, and the total amount shall be no more than 25 million yen per year within the scope of the aforementioned remuneration for Directors. The major contents of the restricted shares system were also approved as proposed.



3 Number of exercised voting rights by affirmative vote, negative vote and abstention for each item of resolution; requirements for each item to be approved; and the results of the resolutions

Item for resolution	Number of affirmative votes	Number of negative votes	Number of abstentions	Result of resolution	
				Ratio of affirmative votes	Approved/ Disapproved
Item 1	1,949,679	128,442	83	93.07%	Approved
Item 2	2,076,541	1,580	83	99.12%	Approved
Item 3	2,074,062	4,050	92	99.00%	Approved
Item 4					
Masayuki Sato	1,922,628	155,423	143	91.78%	Approved
Tadashi Ishizuka	2,053,522	24,573	103	98.02%	Approved
Yutaka Yamazaki	1,966,378	111,718	103	93.86%	Approved
Kiyotaka Terajima	1,974,727	103,371	103	94.26%	Approved
Masanori Suzuki	1,975,820	102,278	103	94.31%	Approved
Tetsuya Muramoto	2,063,791	14,307	103	98.51%	Approved
Shigeru Endo	1,982,768	95,332	103	94.65%	Approved
Masayuki Matsushima	1,982,765	95,335	103	94.65%	Approved
Kazuo Ueda	2,070,544	7,556	103	98.84%	Approved
Item 5	2,026,971	47,834	3,396	96.76%	Approved

Note: The requirements for each item to be approved are as follows:

Item 1 and 5

A majority of the voting rights exercised by the shareholders who attended the General Shareholders' Meeting are affirmative.

Item 2 and 3

Both of the following: 1) the number of total voting rights owned by the shareholders who attended the General Shareholders' Meeting equals or exceeds one-third of the voting rights owned by shareholders eligible for exercising their voting rights, and 2) two-thirds or more of the voting rights exercised by the shareholders who attended the General Shareholders' Meeting are affirmative.

Item 4

Both of the following: 1) the number of total voting rights owned by the shareholders who attended the General Shareholders' Meeting equals or exceeds one-third of the voting rights owned by shareholders eligible for exercising their voting rights, and 2) a majority of voting rights exercised by the shareholders who attended the General Shareholders' Meeting are affirmative.



4 Reason why some of the voting rights exercised by the shareholders who attended the General Shareholders' Meeting were not added to the calculation

The resolutions were legally passed pursuant to the Company Law because the approval required for each item for resolution was satisfied when the voting results were confirmed affirmative, negative or abstentions by the Company, of those shareholders who exercised their voting rights prior to the day of the Meeting and of some shareholders who attended the Meeting. Therefore, the numbers of affirmative votes, negative votes and abstentions do not include the numbers of voting rights exercised by the shareholders who attended the Meeting which were not confirmed as any one of these three.