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JGC HOLDINGS CORPORATION
2-3-1 Minato Mirai, Nishi-ku
Yokohama, Kanagawa
220-6001, Japan
Masayuki Sato
Representative Director, Chairman and
President

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

**NOTICE OF THE 130th ORDINARY
GENERAL SHAREHOLDERS’ MEETING**

We hereby notify you of the convocation of the 130th Ordinary General Shareholders’ Meeting with the following outline.

When convening this general meeting of shareholders, the Company has taken an electronic provision measure for information that constitutes the contents of reference documents, etc. for the general shareholders’ meeting (matters subject to the electronic provision measure). Said information is posted on the Company’s website under “The 130th Ordinary General Shareholders’ Meeting” on the Internet. Please confirm by accessing the Company’s website below.

Corporate website: <https://www.jgc.com/en/ir/stocks/shareholders-meeting.html>

In addition to the Company’s website, the matters subject to the electronic provision measure are posted on the website of the Tokyo Stock Exchange (TSE). Please access the TSE website (Listed Company Search) below, enter JGC HOLDINGS CORPORATION in the “Issue name (company name)” field or 1963 in the “Code” field, and click “Search.” Next, select “Basic information” and then “Documents for public inspection/PR information” to confirm the information.

TSE website (Listed Company Search): <https://www2.jpx.co.jp/tseHpFront/JJK020030Action.do>

In the event that you are unable to attend, you may exercise your voting rights via the Internet or in writing. In this case, please review the reference documents and exercise your voting rights by 6:00 p.m., Thursday, June 25, 2026.



Details

1. **Date and time:** Friday, June 26, 2026, at 10:00 a.m. (Opening time: 9:00 a.m.)
2. **Location:** Meeting Room of JGC HOLDINGS CORPORATION
Queen's Tower A, 6th floor 2-3-1, Minato Mirai, Nishi-ku
Yokohama, Kanagawa, Japan

3. **Agenda:**

Items to Report:

1. Business Report, Consolidated Financial Statements and the Independent Auditors' and the Audit & Supervisory Boards' Reports on Consolidated Financial Statements for the 130th fiscal period from April 1, 2025 to March 31, 2026.
2. Non-Consolidated Financial Statements for the 130th fiscal period from April 1, 2025 to March 31, 2026.

Items for Resolution:

1. Approval of Appropriation of Retained Earnings
2. Appointment of 9 Directors
3. Appointment of 1 Audit & Supervisory Board Member
4. Revision to maximum amount of remuneration for Audit & Supervisory Board Members

Decisions concerning convocation:

1. Among the matters subject to the electronic provision measure, the following matters are not included in the written documents to be delivered to shareholders who request the delivery of written documents in accordance with the laws and regulations and the provisions of Article 16 of the Company's Articles of Association. The Audit & Supervisory Board Members and the Independent Auditor have audited the documents subject to audit, including the following items.
 - (1) The following matters of the Business Report: "Systems and Policies of the Company"
 - (2) Following matters of the consolidated financial statements:
Consolidated Statement of Changes in Equity and Notes to Consolidated Financial Statements
 - (3) Following matters of the non-consolidated financial statements:
Non-consolidated Statement of Changes in Equity and Notes to Non-consolidated Financial Statements
2. If a shareholder exercised the voting rights in duplicate via the Internet and by submitting the Certificate for the Exercise of Voting Rights, the voting rights exercised via the Internet will be deemed valid. Furthermore, if a shareholder exercised the voting rights multiple times via the Internet, the last exercise of the voting rights will be deemed valid.
3. If neither approval nor disapproval of items for resolution is indicated in the returned Certificate for the Exercise of Voting Rights, it shall be deemed a vote for approval.

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- Attendees are kindly requested to submit their Certificate for the Exercise of Voting Rights to the reception desk staff on the day of the meeting.



- If any amendment is made to the matters subject to the electronic provision measure, the statement to that effect and the matters before and after the amendment will be posted on the Company's website and the TSE website above.

1. Approval of Appropriation of Retained Earnings

The Company has established the dividend policy by taking into consideration profit sharing with shareholders while comprehensively considering the maintenance of its capital base and the investment for growth, aiming for a dividend payout ratio of 30% of profit attributable to owners of parent, with an annual dividend of 40.00 yen per share as the minimum amount. Based on the abovementioned basic policy on the appropriation of profits, the Company proposes a year-end dividend for the current fiscal year as follows.

In addition, for the purpose of ensuring flexibility in capital policy, the Company proposes to appropriate a part of general reserve to the retained earnings brought forward as follows:

1. Items relating to fiscal year-end dividends

(1) Type of dividend

Cash

(2) Dividend amount to be allocated

Per share of common stock: ¥ 52.00

Total: ¥ 12,576,236,348

(3) Effective date of dividends from retained earnings

June 29, 2026

2. Other matters relating to the appropriation of surplus funds

(1) Item and amount of surplus to be reduced General reserve

¥ 15,000,000,000

(2) Item and amount of surplus to be increased Retained earnings carried forward

¥ 15,000,000,000

[Reference] Shareholder Return Policy under the Medium-Term Business Plan (BSP2030)

The shareholder return policy for the five-year medium-term management plan “BSP2030,” covering the period from fiscal 2026, is as follows.

- With respect to shareholder returns, we will transition to a dividend policy based on dividend on equity (DOE) to ensure stable dividends that continue to increase in line with business expansion and which are not influenced by short-term earnings volatility. Starting from a DOE of 3% in the fiscal year 2026, we will aim for a DOE of 4% by the fiscal year 2030, carrying out phased dividend increases over that period.
- Regarding the acquisition of treasury stock, we will assess such purchases on a case-by-case basis, giving due consideration to operating conditions and the progress of growth investments.

*DOE(Dividend on equity): The ratio of total dividends to consolidated shareholders' equity (excluding accumulated other comprehensive income and similar items).

2. Appointment of 9 Directors

At the conclusion of the 130th Ordinary General Shareholders' Meeting, the tenure of office of all 8 directors will expire. This proposal requests the appointment of 9 Directors

The candidates for appointment as director are as follows:

	Name(age), gender	Present position and responsibilities at the Company (Current principal position)	Attendance rate at board meetings	Term of office as Director
1	Masayuki Sato (71), male Reappointment	Representative Director, Chairman, President and Chief Executive Officer A member of nominating committee A member of compensation committee	100% (13/13)	16 years
2	Kiyotaka Terajima (67), male Reappointment	Representative Director, Senior Executive Vice President, and Chief Financial Officer A member of nominating committee A member of compensation committee (Representative Director, President, JGC Corporate Solutions Co., Ltd.)	100% (13/13)	10 years
3	Masaki Ishikawa (63), male Reappointment	Director and Senior Executive Officer	100% (13/13)	2 years
4	Shoji Yamada (66), male Reappointment	Director (Representative Director, President, JGC CORPORATION)	84.6% (11/13)	5 years
5	Masayuki Matsushima (81), male Reappointment Outside Independent	Outside Director Chairman of nominating committee A member of compensation committee (Senior Advisor, Integral Corporation)	92.3% (12/13)	10 years
6	Noriko Yao (58), female Reappointment Outside Independent	Outside Director A member of nominating committee A member of compensation committee (Partner, TMI Associates)	100% (13/13)	5 years

7	Shinjiro Mishima (76), male Reappointment Outside Independent	Outside Director A member of nominating committee Chairman of compensation committee	100% (13/13)	2 years
8	Miku Hirano (42), female Reappointment Outside Independent	Outside Director A member of nominating committee A member of compensation committee (Representative Director and CEO Cinnamon Co., Ltd.)	100% (13/13)	2 years
9	Toshihiro Sano (73), male New Appointment Outside Independent	—	—	—

Notes: 1. The age of each candidate is as of the day of this Annual General Meeting of Shareholders.

2. The term, (Current principal position) is used when a candidate occupies a primary position different from that described as (Present position and responsibilities at the Company).

3. The family register name of the candidate Noriko Yao is Noriko Seto.

	Name (Date of Birth)	Career Summary, Status, Responsibility or Significant Positions Concurrently Held	Company Shares Held
1	Masayuki Sato (May 18, 1955) <u>Reappointment</u> Term of office as a Director: 16 years (As of the conclusion of this Ordinary General Shareholders' Meeting) Attendance rate at board meetings 100% (13/13)	Apr. 1979 Joined the Company Jul. 2009 Executive Officer, General Manager, Finance & Accounting Division Jul. 2010 Director, Chief Financial Officer and Senior General Manager, Finance & Accounting Division Jul. 2011 Managing Director, Chief Financial Officer and Senior General Manager, Corporate Administrative & Financial Affairs Division Jun. 2012 Executive Vice President, Director, Chief Financial Officer and Senior General Manager, Corporate Administrative & Financial Affairs Division Apr. 2013 Executive Vice President, Director, Chief Financial Officer, Senior General Manager, Corporate Administrative & Financial Affairs Division and Senior General Manager, Security Management Office Jun. 2014 Representative Director and Chairman Jun. 2017 Representative Director and Chairman, Chief Executive Officer Apr. 2025 Representative Director, Chairman, and President Chief Executive Officer (current position)	59,568 Shares
[Reason for Nomination as Director] Mr. Masayuki Sato possesses abundant experience and knowledge built up through his service as the Company's Chief Financial Officer and as the Senior General Manager of the Corporate Affairs Division, as well as in other positions, and has served as Representative Director and Chairman since 2014 and as Representative Director, Chairman, and President since 2025, making positive contributions to the management of the Company and the JGC Group. Based on this record of service, it is judged that he has the capacity to use his accumulated experience and knowledge to perform the duties of director and exercise decisive leadership in successfully promoting the Company's business and is nominated for election as a director.			

	Name (Date of Birth)	Career Summary, Status, Responsibility or Significant Positions Concurrently Held	Company Shares Held
2	Kiyotaka Terajima (March 3, 1959) <u>Reappointment</u> Term of office as a Director: 10 years (As of the conclusion of this Ordinary General Shareholders' Meeting) Attendance rate at board meetings 100% (13/13)	Apr. 1981 Joined the Company Aug. 2007 General Manager, Compliance Administration Office, Legal & Compliance Office Jul. 2011 General Manager, Corporate Administration Department, Corporate Administrative & Financial Affairs Division Jul. 2014 Executive Officer, General Manager, Corporate Administrative & Financial Affairs Division Sep. 2016 Director, Executive Officer, Senior General Manager, Corporate Administrative & Financial Affairs Division Jun. 2017 Director, Senior Executive officer, Senior General Manager, Corporate Administrative & Financial Affairs Division Apr. 2018 Director, Executive Vice President, Chief Financial Officer, and Senior General Manager, Corporate Administrative & Financial Affairs Division Apr. 2019 Director, Executive Vice President, Chief Financial Officer, Senior General Manager, Corporate Administrative & Financial Affairs Division and Senior General Manager, Legal & Compliance Office Oct. 2019 Director, Executive Vice President, Chief Financial Officer and General Manager, Group Management Development Department Apr. 2020 Director, Senior Executive Vice President, and Chief Financial Officer Apr. 2023 Representative Director, President, JGC Corporate Solutions Co., Ltd. (current position) Apr. 2025 Representative Director, Senior Executive Vice President and Chief Financial Officer (current position) [Significant Positions Concurrently Held] Representative Director, President, JGC Corporate Solutions Co., Ltd.	38,456 Shares
[Reason for Nomination as Director] Mr. Kiyotaka Terajima possesses abundant experience and knowledge built up through his service as the Senior General Manager of the Corporate Affairs Division, as well as in other positions. In addition, he served as Chief Financial Officer since 2018 and as Representative Director, Senior Executive Vice President since 2025, further contributing to the progress of the Company and of the JGC Group. Based on this record of service, it is judged that he has the capacity to use his accumulated experience and knowledge to perform the duties of director and exercise decisive leadership in successfully promoting the Company's business and is nominated for election as a director.			

	Name (Date of Birth)	Career Summary, Status, Responsibility or Significant Positions Concurrently Held	Company Shares Held
3	Masaki Ishikawa (August 7, 1962) <u>Reappointment</u> Term of office as a Director: 2 years (As of the conclusion of this Ordinary General Shareholders' Meeting) Attendance rate at board meetings 100% (13/13)	Apr. 1985 Joined the Ministry of Trade and Industry (currently Ministry of Economy, Trade and Industry) Oct. 2012 Director-General, Trade Control Department, Trade and Economic Cooperation Bureau Jul. 2013 Deputy Director-General, Commerce and Information Policy Bureau Jul. 2015 Deputy Commissioner, Acquisition, Technology & Logistics Agency, Ministry of Defence Jul. 2017 Director-General, Trade and Economic Cooperation Bureau Nov. 2019 Advisor, Mitsui Sumitomo Insurance Co, Ltd Apr. 2021 Executive Officer Apr. 2022 Senior Executive Officer (current position) Jun. 2024 Director (current position)	10,085 Shares
	[Reason for Nomination as Director] Mr. Masaki Ishikawa has extensive experience and knowledge of industrial policy and economic security, having served as Director General of the Trade and Economic Cooperation Bureau in the Ministry of Economy, Trade and Industry and other important posts in Japanese Government. Since joining the Company, he has also carried out his duties with his broad perspective and viewpoint that captures domestic and international trends. Based on the above experience and knowledge, he has been nominated as a candidate for the position of director because he is deemed capable of appropriately performing his duties as a director who makes important decisions and supervises the execution of business operations.		
4	Shoji Yamada (January 23, 1960) <u>Reappointment</u> Term of office as a Director: 5 years (As of the conclusion of this Ordinary General Shareholders' Meeting) Attendance rate at board meetings 84.6% (11/13)	Apr. 1983 Joined the Company Apr. 2018 Executive Officer, Senior General Manager, JGC Japan Planning Office and General Manager, Domestic Infrastructure Project Division, Infrastructure Division Jul. 2018 Executive Officer, Senior General Manager, JGC Japan Planning Office and General Manager, Domestic Infrastructure Project Division, Infrastructure Division and General Manager, Sales Division. Apr. 2019 Executive Officer Senior General Manager, JGC Japan Planning Office and General Manager, Domestic Infrastructure Project Division. Oct. 2019 Representative Director, President, JGC JAPAN CORPORATION Jun. 2021 Director(current position) Jun. 2024 Representative Director, Senior Executive Vice President, JGC CORPORATION. Apr. 2025 Representative Director, President JGC CORPORATION. (current position)	33,956 Shares
	[Significant Positions Concurrently Held] Representative Director, President, JGC CORPORATION [Reason for Nomination as Director] Mr. Shoji Yamada, having served in the capacity of General Manager in Infrastructure Division and Sales Division, has abundant experience and knowledge in the fields of plant marketing. In addition, along with his position as Representative Director, President of JGC JAPAN CORPORATION from 2019, and Representative Director, President JGC CORPORATION from 2025, he further contributes to the progress of the Company and of the JGC Group. Based on this record of service, it is judged that he has the capacity to use his accumulated experience and knowledge to perform the duties of director and exercise decisive leadership in successfully promoting the Company's business and is nominated for election as a director.		

	Name (Date of Birth)	Career Summary, Status, Responsibility or Significant Positions Concurrently Held	Company Shares Held
5	Candidate for an Outside Director Masayuki Matsushima (June 15, 1945) Reappointment Outside Independent Term of office as a Director: 10 years (As of the conclusion of this Ordinary General Shareholders' Meeting) Attendance rate at board meetings 92.3% (12/13)	Apr. 1968 Joined Bank of Japan Jun. 1998 Executive Director, in charge of the Bank's International Affairs Jun. 2002 Senior Advisor, the Boston Consulting Group Feb. 2005 Senior Executive Advisor, Credit Suisse Securities (Japan) Limited Jun. 2008 Chairman, Credit Suisse Securities (Japan) Limited May 2011 Senior Advisor, the Boston Consulting Group Jun. 2011 Outside Director, Mitsui Fudosan Co., Ltd. Jun. 2011 Outside Director, Mitsui O.S.K. Lines, Ltd. Sep. 2014 Senior Advisor, Integral Corporation (current position) Jun. 2016 Outside Director, the Company (current position) Jul. 2017 External Councillor, Grant Thornton Taiyo LLC (current position) [Significant Positions Concurrently Held] Senior Advisor, Integral Corporation External Councillor, Grant Thornton Taiyo LLC	0 Share
[Reason for Nomination as Outside Director and Outline of Expected Role] Mr. Masayuki Matsushima has wide experience and knowledge in the fields of finance and corporate management, having served as Executive Director of Bank of Japan, and in other significant positions. He is nominated as an Outside Director because the Company believes that he will be able to appropriately perform his expected duties as an Outside Director and contribute to further increasing our corporate value, which includes providing accurate advice and opinions for the management and business of the Company and exerting a supervisory function from an independent standpoint, by making the most of the aforementioned experience and knowledge. He satisfies the requirements of an Independent Executive pursuant to the provision of the Tokyo Stock Exchange, the Company will continue to designate him as an Independent Executive and notify the said Stock Exchange to that effect.			

	Name (Date of Birth)	Career Summary, Status, Responsibility or Significant Positions Concurrently Held	Company Shares Held
6	Candidate for an Outside Director Noriko Yao (August 27, 1967) Reappointment Outside Independent Term of office as a Director: 5 years (As of the conclusion of this Ordinary General Shareholders' Meeting) Attendance rate at board meetings 100% (13/13)	Mar. 1995 Graduated from the Legal Training and Research Institute Apr. 1995 Registered as an attorney (Fukuoka Bar Association) Sep. 2001 Joined Paul, Hastings, Janofsky & Walker LLP Oct. 2002 Registered as an attorney (Daini Tokyo Bar Association) Oct. 2002 Admitted as an attorney (New York State Bar Association) Jul. 2007 Joined TMI Associates Jan. 2008 Partner, TMI Associates (current position) Oct. 2014 Outside Audit & Supervisory Board Member, Japan Overseas Infrastructure Investment Corporation for Transport & Urban Development Nov. 2015 Outside Director, MEIKO NETWORK JAPAN CO., LTD. Jun. 2016 Outside Audit & Supervisory Board Member, SATO HOLDINGS CORPORATION (currently SATO CORPORATION) (current position) Jun. 2019 Outside Director, Asahi Net, Inc. (current position) Jun. 2021 Outside Director, the Company (current position) Jun. 2023 Outside Director, ARATA CORPORATION (current position) [Significant Positions Concurrently Held] Partner, TMI Associates Outside Audit & Supervisory Board Member, SATO CORPORATION Outside Director, Asahi Net, Inc. Outside Director, ARATA CORPORATION	0 Share
[Reason for Nomination as Outside Director and Outline of Expected Role] Ms. Noriko Yao does not have direct experience in company management, but she possesses professional knowledge and deep insights as an attorney at law with extensive international experience. She is nominated as an Outside Director because the Company believes that she will be able to appropriately perform her expected duties as an Outside Director and contribute to further increasing our corporate value, which includes providing accurate advice and opinions for the management and business of the Company and exerting a supervisory function from an independent standpoint, by making the most of the aforementioned experience and knowledge. She satisfies the requirements of an Independent Executive pursuant to the provision of the Tokyo Stock Exchange, the Company will continue to designate her as an Independent Executive and notify the said Stock Exchange to that effect.			

	Name (Date of Birth)	Career Summary, Status, Responsibility or Significant Positions Concurrently Held	Company Shares Held
7	Candidate for an Outside Director Shinjiro Mishima (September 19, 1949) Reappointment Outside Independent Term of office as a Director: 2 years (As of the conclusion of this Ordinary General Shareholders' Meeting) Attendance rate at board meetings 100% (13/13)	Apr. 1973 Joined NKK Corporation (currently JFE Holdings, Inc.) Jul. 1996 General Manager, Shipbuilding Design Department, Tsu Shipyard & Machinery Works Oct. 2002 General Manager, Corporate Planning Department, Universal Shipbuilding Corporation Jul. 2006 Executive Officer and General Manager of Tsu Works, Universal Shipbuilding Corporation Jul. 2008 President and Representative Director, Universal Shipbuilding Corporation. Oct. 2013 President and Representative Director, Japan Marine United Corporation. Mar. 2018 Special Advisor, Japan Marine United Corporation. Jun. 2019 President, Japan Institute of Shipping and Oceanography Apr. 2022 Representative Director, Next Generation Environmental Ship Development Centre Jun. 2024 Outside Director, the Company (current position) May. 2026 Advisor, Next Generation Environmental Ship Development Centre (current position)	0 Share
[Reason for Nomination as Outside Director and Outline of Expected Role] Mr. Shinjiro Mishima has wide experience and knowledge in the fields of an order-based industry in a sector different from ours as a manager. He is nominated as an Outside Director because the Company believes that he will be able to appropriately perform his expected duties as an Outside Director and contribute to further increasing our corporate value, which includes providing accurate advice and opinions for the management and business of the Company and exerting a supervisory function from an independent standpoint, by making the most of the aforementioned experience and knowledge. He satisfies the requirements of an Independent Executive pursuant to the provision of the Tokyo Stock Exchange, the Company plans to designate him as an Independent Executive and notify the said Stock Exchange to that effect.			

	Name (Date of Birth)	Career Summary, Status, Responsibility or Significant Positions Concurrently Held	Company Shares Held
8	Candidate for an Outside Director Miku Hirano (January 23, 1984) Reappointment Outside Independent Term of office as a Director: 2 years (As of the conclusion of this Ordinary General Shareholders' Meeting) Attendance rate at board meetings 100% (13/13)	Oct. 2011 Director, MIXI, Inc. Oct. 2012 Spicy Cinnamon Pte. Ltd. CEO Oct. 2016 Representative Director and Co-CEO Cinnamon Co., Ltd. Jun. 2024 Outside Director, the Company (current position) Nov. 2024 Representative Director and CEO Cinnamon Co., Ltd.(current position) [Significant Positions Concurrently Held] Representative Director and CEO Cinnamon Co., Ltd.	0 Share
[Reason for Nomination as Outside Director and Outline of Expected Role] Ms. Miku Hirano has wide experience and knowledge in the fields of AI and DX, as an entrepreneur and manager, she has developed and provided solutions for artificial intelligence (AI) to support the growth strategies of companies, both domestically and internationally. She is nominated as an Outside Director because the Company believes that she will be able to appropriately perform her expected duties as an Outside Director and contribute to further increasing our corporate value, which includes providing accurate advice and opinions for the management and business of the Company and exerting a supervisory function from an independent standpoint, by making the most of the aforementioned experience and knowledge. She satisfies the requirements of an Independent Executive pursuant to the provision of the Tokyo Stock Exchange, the Company plans to designate her as an Independent Executive and notify the said Stock Exchange to that effect.			

	Name (Date of Birth)	Career Summary, Status, Responsibility or Significant Positions Concurrently Held	Company Shares Held
9	Candidate for an Outside Director Toshihiro Sano (September 10, 1952) New appointment Outside Independent	Apr. 1977 Joined Tokyo Electric Power Co, Inc. Jun. 2009 Executive Officer, Thermal Power Department, Tokyo Electric Power Co., Inc. Jun. 2011 Managing Executive Officer, General Manager, Engineering Research & Development Division, Tokyo Electric Power Co., Inc. Jun. 2012 Managing Executive Officer, Tokyo Electric Power Co., Inc. Apr. 2013 Managing Executive Officer, Tokyo Electric Power Co., Inc. President, Fuel & Power Inc. Jun. 2014 Director and Representative Executive Vice President Apr. 2015 Director(non-executive), JERA Co., Inc. Apr. 2016 Director, Tokyo Electric Power Company Holdings, Inc. Apr. 2016 President, TEPCO Fuel & Power, Inc. Jun. 2017 Chairman, TEPCO Fuel & Power, Inc. Apr. 2019 Chairman, JERA Co., Inc. Apr. 2023 Director (non-executive), JERA Co., Inc.	0 Share
[Reason for Nomination as Outside Director and Outline of Expected Role] Mr. Toshihiro Sano has wide experience and knowledge in the field of corporate management in the energy industry, having served as Representative Director and Chairman of TEPCO Fuel & Power, Inc. and JERA Co., Inc., and in other significant positions. He is nominated as an Outside Director because the Company believes that he will be able to appropriately perform his expected duties as an Outside Director and contribute to further increasing our corporate value, which includes providing accurate advice and opinions for the management and business of the Company and exerting a supervisory function from an independent standpoint, by making the most of the aforementioned experience and knowledge. He satisfies the requirements of an Independent Executive pursuant to the provision of the Tokyo Stock Exchange, the Company plans to designate him as an Independent Executive and notify the said Stock Exchange to that effect.			

- Notes: 1. There is no particular interest between any of the candidates and the Company. Ms. Miku Hirano concurrently serves as the President and CEO of Cinnamon Co.,Ltd. While there have been past transactions between our company and Cinnamon Co.,Ltd (the amount for which was negligible), since no transactions took place during the current fiscal year, the Company judges that this will not impact her independence. Mr. Toshihiro Sano retired as Representative Director and Chairman of JERA Co., Inc in March 2023 and retired as a Director of that company in June 2024. Although there are transactions between JERA Co., Inc. and its major shareholders, Tokyo Electric Power Company Holdings, Inc. and Chubu Electric Power Co., Inc. (including their respective group companies), and our group, the total transaction amount between these three groups and our group is less than 0.2% of each party's consolidated net sales; therefore, the Company judges that this will not impact his independence.
2. The Company entered into agreements with Mr. Masayuki Matsushima, Ms. Noriko Yao, Mr. Shinjiro Mishima and Ms. Miku Hirano to limit the liability for damages stipulated in Article 423, Paragraph 1 of the Companies Act pursuant to the Articles of Association of the Company so that the Outside Directors can perform their expected duties sufficiently. The maximum amount of liability for damages under the relevant agreement is the minimum amount of liability set forth in the laws and regulations. If the nominations of these candidates are approved, the Company will continue these agreements with them. Also, if the proposal is approved and the appointment of Mr. Toshihiro Sano is ratified, the Company intends to enter into liability limitation agreements with him.
3. Summary of the Contract Regarding Liability Insurance for Directors and Officers



The Company has concluded a Directors and Officers liability insurance agreement with an insurance company in accordance with Article 430-3, paragraph (1) of the Companies Act, and the agreement covers legally required compensation for damages and lawsuit costs borne by the insured person. The respective candidates are included as insured persons in the agreement as the Company's Directors, and if reappointed under this proposal, they will continue to be insured persons in the agreement. Also, if the proposal is approved and Mr. Toshihiro Sano is appointed as outside director, he will be included as the insured person under the said insurance contract.

The agreement is scheduled to be renewed with the same terms and conditions at the next renewal.

3. Appointment of 1 Audit & Supervisory Board Member

Mr. Kazuyoshi Muto, Audit & Supervisory Board Member, will resign from the office at the conclusion of 130th Ordinary General Shareholders' Meeting.

Accordingly, it is proposed that a replacement of Audit & supervisory Board Member be appointed.

In accordance with the Articles of Incorporation, the tenure of the nominee of the Audit & Supervisory Board Member will be until the tenure of the resigned Audit & Supervisory Board Member expires.

The Audit & Supervisory Board has agreed on this item.

	Name (Date of Birth)	Present position and responsibilities at the Company	Company Stock Held
1	Hiroyuki Miyoshi (March 21, 1959) <u>New appointment</u>	Apr. 1982 Joined the Company Jul. 2012 Executive Officer, General Manager, International Project Division Senior Manager, Project Department Jul. 2013 Director, Deputy General Manager, No.1 Project Division Jul. 2014 Director, Senior Executive Officer Senior General Manager, Global Marketing Division Sep. 2016 Director, Senior Executive Officer General Manager, Oil & Gas Division Apr. 2018 Advisor, Jul. 2019 Senior Fellow Oct. 2019 JGC ALGERIA S.p.A President, Director General Apr. 2021 Senior Fellow, JGC CORPORATION (current position)	7,100 Shares
[Reason for Nomination as Audit & Supervisory Board Member] Mr. Hiroyuki Miyoshi has held key positions such as in charge of project management divisions and general manager of sales divisions and has also been involved in the management of overseas subsidiary. In addition, he has served as an Executive Officer and Director of the Company, through which he has accumulated wide experience and knowledge of the functioning of the Company and of the JGC Group. Based on this experience and knowledge, he has been judged to be a recommendable candidate to serve as an Audit & Supervisory Board Member to supervise the management and functioning of the Company and is hereby nominated as a candidate for election as Audit & Supervisory Board Member.			

Notes: 1. There is no particular interest between any of the candidates and the Company.

2. Summary of the Contract Regarding Liability Insurance for Directors and Officers

The Company has concluded a Directors and Officers liability insurance agreement with an insurance company in accordance with Article 430-3, paragraph (1) of the Companies Act, and the agreement covers legally required compensation for damages and lawsuit costs borne by the insured person.

Also, if the proposal is approved and Mr. Hiroyuki Miyoshi is appointed as Audit & Supervisory Board Member, he will be included as the insurance policies.

The agreement is scheduled to be renewed with the same terms and conditions at the next renewal.

Skill Matrix of Directors and Audit & Supervisory Board Members (Scheduled) after the End of this Annual Shareholders' Meeting

If the candidates listed in this Notice of Convocation are elected as proposed, up to three items are marked with a circle as areas in which the Company expects each Director and each Audit & Supervisory Board Member to demonstrate particular expertise and experience.

The following list does not represent all the skills, expertise and experience possessed by each Director and each Auditor.

		Field					
		Corporate management	Industry knowledge	Digital / IT / DX	HR / Talent development / Organizational development	Finance / Accounting / Structured finance	Risk management
Directors	Masayuki Sato	●	●			●	
	Kiyotaka Terajima	●				●	●
	Masaki Ishikawa		●		●		●
	Shoji Yamada	●	●				●
	Masayuki Matsushima	●		●		●	
	Noriko Yao		●		●		●
	Shinjiro Mishima	●	●				●
	Miku Hirano	●	●	●			
	Toshihiro Sano	●	●				●
Audit & Supervisory Board Members	Akira Ninomiya	●	●			●	
	Hiroyuki Miyoshi	●	●		●		
	Norio Takamatsu	●		●		●	
	Kazuya Oki	●				●	●
	Norio Funayama		●			●	●

(Note) 1. ESG is positioned as expected roles of all Directors and Audit & Supervisory Board Members and is not included in the above list.

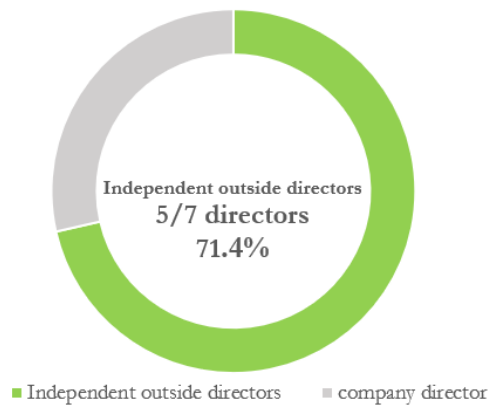
2. Industry knowledge is indicated as an area where we expect directors to leverage not only their specialized experience and expertise in EPC business, manufacturing, and new business ventures, but also their experience and expertise gained from a broad, cross-industry perspective.

Skill selection rationale

skills	rationales
Corporate management	To realize the medium-term business plan “BSP2030,” the Company requires directors with the capability to formulate and execute Company-wide strategies with managerial judgment, while advancing the three key strategies—namely, continuously enhancing the competitiveness of the Total Engineering Business, accelerating the growth of the Functional Materials Manufacturing Business, and expanding solution-based business—in an integrated manner.
Industry knowledge	Under “BSP2030,” which aims to address diverse customer issues through technology-driven, problem-solving proposals and business development across multiple domains, the Company requires directors with comprehensive industry knowledge and experience who can understand the overall engineering and manufacturing industries, including emerging business areas.
Digital / IT / DX	In addition to supporting the management foundation, this area is essential for advancing digital technologies that directly heighten competitiveness, improve operational efficiency, and enable the evolution of business models, including the enhancement of EPC execution and the development of new solution-based business. The Company therefore requires directors with expertise in digital technology.
HR / Talent development / Organizational development	These skills support the enhancement of human capital, a core management foundation, including the advancement of the circulation and utilization of knowledge and know-how, the development of multi-skilled human resources, organizational transformation, and diversity initiatives. The Company requires directors capable of overseeing these efforts, which underpin sustainable growth and business transformation.
Finance / Accounting / Structured finance	This is necessary for appropriately overseeing capital policies and maintaining a strong financial foundation to support the execution of growth strategies, including strategic investments (such as M&A) and business portfolio transformation, while achieving stable earnings and improved capital efficiency.
Risk management	As the Company promotes business transformation through initiatives such as new business development, M&A, and global expansion, it requires directors who can comprehensively

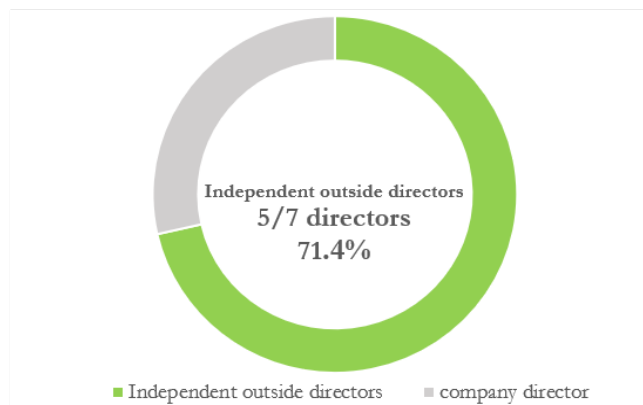
	identify, assess, and manage risks across legal, financial, business, and operational domains, thereby ensuring stable project execution and protecting corporate value.
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Ratio of Independent Outside Directors in the nominating committee after the conclusion of the Ordinary General Shareholders' Meeting (Scheduled)



Chairman: Masayuki Matsushima (Independent Outside Director)

Ratio of Independent Outside Directors in the compensation committee after the conclusion of the Ordinary General Shareholders' Meeting (Scheduled)



Chairman: Shinjiro Mishima (Independent Outside Director)

Independence Criteria for Outside Director and Outside Audit & Supervisory Board Member

The Company judges Outside Directors and Outside Audit & Supervisory Board Members to be independent by confirming that they do not fall under any of the following standards, based on the independence standards prescribed by Tokyo Stock Exchange, Inc and company law.

1. A person who works or worked at the Company
2. A major shareholder of the Company (i.e., a shareholder holding 10% or more of voting rights), or any executives (a person who executes operations) of such shareholder
3. A party whose major business partner is the Company or its consolidated subsidiary, or any executive (a person who executes operations) of such party (*1)

4. A major business partner of the Company or its consolidated subsidiary, or any executive (a person who executes operations) of such major business partner (*2)
5. A main lender/bank to the Company, a financial institution or any large creditor on which the Company is dependent to the extent that it is not substitutable, or any executive of said lender/bank, financial institution or large creditor
6. An attorney, certified public accountant, certified tax accountant, consultant or other professional who received money or other property from the Company for his/her services as an individual, in an amount exceeding ¥10 million annually on average over the past three fiscal years, other than remuneration of Directors or Audit & Supervisory Board (if such money or property was received by an organization, such as a corporation or partnership, this item refers to a person who belongs to the organization that received money or other property from the Company in an amount exceeding ¥10 million annually on average over the past three fiscal years or in an amount of 2% of the annual total revenue or consolidated net sales of the organization, whichever is the greater.)
7. A person who receives donations or grants from the Company or its consolidated subsidiary in an amount exceeding ¥10 million annually or 30% of said organization's average annual total expenses in the past three fiscal years (if such donations or grants are received by an organization, such as a corporation or partnership, this item refers to an executive (a person who executes operations) of the organization)
8. Any executive (a person who executes operations) of the lead underwriter(s) of the Company
9. A person who serves as the Company's Accounting Auditor or a person who is engaged in auditing the Company's activities as an employee of the Accounting Auditor
10. A spouse or relative within the second degree of kinship of a person falling under any of the above items 1. to 9. (limited to the person holding the position of officer or other important positions)
11. A spouse or relative within the second degree of kinship of any executive (a person who executes operations) of the Company or its consolidated subsidiary (limited to the person holding the position of officer or other important positions)
12. A person having special circumstances where there are concerns about his/her independence, such as having conflict of interest with the Company, in performing the duties of Outside Director or Outside Audit & Supervisory Board Member

(*1) An entity who has received contracts/orders from the Company or its consolidated subsidiary, and whose transaction amount with the Company or its consolidated subsidiary has exceeded 2% of such entity's annual consolidated net sales, in any of its fiscal year over the past five years.

(*2) An entity being a customer of the Company who pays the Company 2% or more of the Company's annual consolidated net sales, in any of its fiscal year over the past five years.

4. Revision to maximum amount of remuneration for Audit & Supervisory Board Members

Currently, the maximum annual remuneration for Audit & Supervisory Board Members of the Company is 88 million yen, as resolved at the 113th Ordinary General Meeting of Shareholders held on June 26, 2009. In addition to the fact that the remuneration has not been reviewed for many years, and in consideration of the expansion of the responsibilities and expected roles of Audit & Supervisory Board Members in line with efforts to further strengthen the corporate governance structure, as well as general increase in remuneration levels in society, it is proposed that the maximum annual remuneration for Audit & Supervisory Board Members be revised to within 144 million yen .

While there are currently five Audit & Supervisory Board Members, if Proposal No.3 is approved as proposed, there will be no change in the number of Audit & Supervisory Board Members.