



Securities Code: 1963

June 6, 2018

JGC CORPORATION

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

Yokohama, Kanagawa

220-6001, Japan

Masayuki Sato

Representative Director and Chairman

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

### **NOTICE OF THE 122nd ORDINARY GENERAL SHAREHOLDERS’ MEETING**

Your attendance is respectfully requested at the 122nd Ordinary General Shareholders’ Meeting to be held as stated below.

In the event that you are unable to attend, you may exercise your voting rights in either of the following methods. In this case, please review the attached reference documents and exercise your voting rights by 6:00 p.m., Wednesday, June 27, 2018.

- In writing:

Please indicate your approval or disapproval on the enclosed Certificate for the Exercise of Voting Rights and return it to the Company so that it can reach the Company by the above deadline.

- Via the Internet:

Please read “Exercise of Voting Rights via Electronic Voting Platform” on page 13 and exercise your voting rights by the above deadline.

#### **Details**

1. Date and time: Thursday, June 28, 2018, at 10:00 a.m. (Opening time: 9:00 a.m.)

2. Location: Meeting Room of JGC 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 122nd fiscal period from April 1, 2017 to March 31, 2018.
2. Non-Consolidated Financial Statements for the 122nd fiscal period from April 1, 2017 to March 31, 2018.

Items for Resolution:

1. Approval of Appropriation of Retained Earnings
2. Appointment of 11 Directors
3. Appointment of 1 Audit & Supervisory Board Member



(Notification)

- 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 Reference Documents for the General Shareholders' Meeting, the Business Report, the Consolidated and/or the Non-Consolidated Financial Statements, the amended information will be disclosed on the Company's Web site ([http://www.jgc.com /](http://www.jgc.com/)).



## Items for Resolution and Reference Material

### 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.

Profit attributable to owners of parent for the current fiscal year turned lower than the forecast announced in May 2017, the beginning of the preceding fiscal year. However, as a result of comprehensive consideration of the Company's current financial condition and other factors, the Company proposes to maintain the annual dividend (25.00 yen per share) announced at the beginning of the preceding fiscal year.

To pay dividends to shareholders, the Company proposes to appropriate a part of general reserve to 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: ¥25.00

Total: ¥6,307,686,600

##### (3) Effective date of dividends from retained earnings

June 29, 2018

#### 2. Items relating to the appropriation of retained earnings

##### (1) Item and amount of decrease in retained earnings

General reserve: ¥6,307,686,600

##### (2) Item and amount of increase in retained earnings

Retained earnings brought forward: ¥6,307,686,600

### [Reference] Basic policy on the appropriation of profits

#### 1. Dividend policy

The Company is committed to enhancing corporate value by developing its global businesses, while placing management priority on sharing profits with shareholders.

With regard to a specific dividend policy, the Company has a policy of appropriating profits by setting a target dividend payout ratio, comprehensively considering the maintenance of its capital base and the investment for growth to ensure the appropriate returns are paid to shareholders.

In the medium-term management plan "Beyond the Horizon" for the period of five years from fiscal 2016, the Company is committed to enhancing returns to shareholders while actively making investments for growth while paying due attention to capital efficiency. Accordingly, the dividend payout ratio is aimed for 30% of profit attributable to owners of parent.



## 2. Basic principles for equity ratio and return on equity (ROE)

With regard to EPC businesses in the oil and gas field, the core businesses of the JGC Group, it is critical for the Company to sustain a solid financial base so that it is not affected by changes in the financial markets, in order to maintain the trust of customers and to operate large-scale projects smoothly. In light of this, and in order to ensure sufficient funding capacity to flexibly make large-scale investments, the Company aims to maintain a stable equity capital ratio of 50% or higher.

The return on equity (ROE) of 10% or higher is targeted, recognizing capital efficiency as a priority for the sustainable enhancement of corporate value of the Company.

## 2. Appointment of 11 Directors

At the conclusion of the 122nd Ordinary General Shareholders' Meeting, the tenure of office of all 11 directors will expire. Accordingly, it is proposed that the following 11 nominees be appointed as directors.

The candidates for appointment as director are as follows:

	Name	Present position and responsibilities at the Company		Term of office as a Director (As of the conclusion of this Ordinary General Shareholders' Meeting)
1	Masayuki Sato	Representative Director and Chairman Chief Executive Officer	Reappointment	8 years
2	Tadashi Ishizuka	Representative Director and President Chief Operating Officer	Reappointment	1 year
3	Yutaka Yamazaki	Representative Director, Senior Executive Vice President, Chief Project Officer, Senior General Manager, Global Strategy Office	Reappointment	13 years
4	Tsutomu Akabane	Director, Senior Executive Vice President	Reappointment	9 years
5	Satoshi Sato	Director, Executive Vice President, Senior General Manager, Design Engineering Division	Reappointment	7 years
6	Eiki Furuta	Director, Executive Vice President, Senior General Manager, Global Marketing Division	Reappointment	1 year
7	Kiyotaka Terajima	Director, Executive Vice President, Chief Financial Officer, Senior General Manager, Corporate Administrative & Financial Affairs Division	Reappointment	2 years
8	Masanori Suzuki	Director, Senior Executive Officer, General Manager, Global Strategy Office	Reappointment	4 years
9	Tetsuya Muramoto	Senior Executive Officer, Senior General Manager, Oil & Gas Division	New Appointment	—
10	Shigeru Endo	Outside Director	Reappointment	5 years
			Outside	
			Independent	
11	Masayuki Matsushima	Outside Director	Reappointment	2 years
			Outside	
			Independent	

Note: The percentages of attendance at Board of Directors' Meetings by Outside Directors Shigeru Endo and Masayuki Matsushima during the 122nd fiscal period were 100% (15/15 times) and 86.6% (13/15 times) respectively.

	Name (Date of Birth)	Career Summary, Status, Responsibility or Significant Positions Concurrently Held	Company Shares Held
1	<p>Masayuki Sato (May 18, 1955) <b>Reappointment</b></p> <p>Term of office as a Director: 8 years (As of the conclusion of this Ordinary General Shareholders' Meeting)</p>	<p>Apr. 1979 Joined JGC CORPORATION Jul. 2009 Executive Officer, General Manager, Finance &amp; Accounting Division Jul. 2010 Director, Chief Financial Officer and Senior General Manager, Finance &amp; Accounting Division Jul. 2011 Managing Director, Chief Financial Officer and Senior General Manager, Corporate Administrative &amp; Financial Affairs Division Jun. 2012 Executive Vice President, Director, Chief Financial Officer and Senior General Manager, Corporate Administrative &amp; Financial Affairs Division Apr. 2013 Executive Vice President, Director, Chief Financial Officer, Senior General Manager, Corporate Administrative &amp; 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 (current post)</p>	17,800 Shares
<p><b>[Reason for Nomination as Director]</b> 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 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.</p>			
2	<p>Tadashi Ishizuka (October 3, 1951) <b>Reappointment</b></p> <p>Term of office as a Director: 1 year (As of the conclusion of this Ordinary General Shareholders' Meeting)</p>	<p>Apr. 1972 Joined JGC CORPORATION Jul. 2004 Executive Officer, General Manager, Energy Project Division Jun. 2005 Senior Executive Officer, General Manager, Energy Project Division Aug. 2007 Senior Executive Officer, Senior General Manager, Project Operation Services Division Jun. 2008 Managing Director, Senior General Manager, Project Operation Services Division Jun. 2010 Senior Managing Director Jun. 2011 Executive Vice President, Director Jul. 2014 Director, Senior Executive Vice President, Senior General Manager, Security Management Office Jun. 2015 Retired from Director Feb. 2017 Senior Executive Vice President, Chief Project Officer Jun. 2017 Representative Director and President, Chief Operating Officer (current post)</p>	21,400 Shares
<p><b>[Reason for Nomination as Director]</b> Mr. Tadashi Ishizuka has served as the person in charge of large-scale overseas projects and as the Senior General Manager of the Project Operation Services Division where he gained abundant experience and knowledge in the area of project management. In addition, he served as Representative Director and President from 2017, 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.</p>			

	Name (Date of Birth)	Career Summary, Status, Responsibility or Significant Positions Concurrently Held	Company Shares Held
3	<p>Yutaka Yamazaki (February 22, 1953) <u>Reappointment</u></p> <p>Term of office as a Director: 13 years (As of the conclusion of this Ordinary General Shareholders' Meeting)</p>	<p>Apr. 1978 Joined JGC CORPORATION</p> <p>Jul. 2005 Director, Senior General Manager, Engineering Division</p> <p>Jun. 2006 Managing Director, Senior General Manager, Engineering Division</p> <p>Aug. 2007 Managing Director, Chief Information Officer and Senior General Manager, Technology &amp; Engineering Division</p> <p>Jul. 2009 Managing Director, Senior General Manager, International Project Division</p> <p>Jun. 2011 Senior Managing Director, Senior General Manager, International Project Division</p> <p>Jul. 2013 Executive Vice President, Director</p> <p>Jun. 2014 Director, Senior Executive Vice President</p> <p>Sep. 2016 Director, Senior Executive Vice President, Senior General Manager, Global Strategy Office</p> <p>Jun. 2017 Representative Director, Senior Executive Vice President, Chief Project Officer, Senior General Manager, Global Strategy Office (current post)</p>	36,270 shares
<p><b>[Reason for Nomination as Director]</b></p> <p>Mr. Yutaka Yamazaki, having served as Senior General Manager of the Engineering Division and International Project Division where he gained abundant experience and knowledge in the area of plant engineering and project management. In addition he has served as Representative Director, Senior Executive Vice President since 2017, 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.</p>			
4	<p>Tsutomu Akabane (March 10, 1955) <u>Reappointment</u></p> <p>Term of office as a Director: 9 years (As of the conclusion of this Ordinary General Shareholders' Meeting)</p>	<p>Apr. 1977 Joined JGC CORPORATION</p> <p>Aug. 2007 Executive Officer, General Manager, No. 1 Project Division</p> <p>Jul. 2009 Director, Deputy General Manager, International Project Division</p> <p>Jul. 2010 Managing Director, General Manager, International Project Division</p> <p>Jul. 2012 Senior Managing Director, General Manager, International Project Division</p> <p>Jul. 2013 Senior Managing Director, Senior General Manager, No.2 Project Division</p> <p>Jul. 2014 Director, Executive Vice President, Senior General Manager, No.2 Business Division</p> <p>Jul. 2015 Director, Senior Executive Vice President (current post)</p>	28,400 shares
<p><b>[Reason for Nomination as Director]</b></p> <p>Mr. Tsutomu Akabane has served as the person in charge of large-scale overseas projects and as the Senior General Manager of the International Project Division where he gained abundant experience and knowledge in the area of project management. In addition, he has served as Director, Senior Executive Vice President since 2015, 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.</p>			

	Name (Date of Birth)	Career Summary, Status, Responsibility or Significant Positions Concurrently Held	Company Shares Held
5	<p>Satoshi Sato (August 19, 1957) <b>Reappointment</b></p> <p>Term of office as a Director: 7 years (As of the conclusion of this Ordinary General Shareholders' Meeting)</p>	<p>Apr. 1980 Joined JGC CORPORATION</p> <p>Jul. 2010 Executive Officer, General Manager, International Project Division</p> <p>Jun. 2011 Director, General Manager, International Project Division</p> <p>Jul. 2012 Managing Director, General Manager, International Project Division</p> <p>Jul. 2013 Managing Director, Senior General Manager, No.1 Project Division</p> <p>Jul. 2014 Director, Senior Executive Officer</p> <p>Sep. 2016 Director, Executive Vice President, Senior General Manager, Oil &amp; Gas Division</p> <p>Apr. 2018 Director, Executive Vice President, Senior General Manager, Design Engineering Division (current post)</p>	10,600 shares
<p><b>[Reason for Nomination as Director]</b> Mr. Satoshi Sato has served as the person in charge of large-scale overseas projects and as the Senior General Manager of the International Project Division where he gained abundant experience and knowledge in the area of project management. 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.</p>			
6	<p>Eiki Furuta (January 9, 1950) <b>Reappointment</b></p> <p>Term of office as a Director: 1 year (As of the conclusion of this Ordinary General Shareholders' Meeting)</p>	<p>Apr. 1973 Joined JGC CORPORATION</p> <p>Jun. 2005 Executive Officer, General Manager, Plant Project Sales Division, Global Marketing Division</p> <p>Aug. 2007 Executive Officer, Senior General Manager, Project Sales Division, Global Marketing Division</p> <p>Jun. 2008 Director, Senior General Manager, Project Sales Division, Global Marketing Division</p> <p>Jul. 2009 Managing Director, General Manager, Global Marketing Division</p> <p>Jul. 2010 Managing Director, Senior General Manager, Global Marketing Division</p> <p>Jun. 2011 Senior Managing Director, Senior General Manager, Global Marketing Division</p> <p>Jun. 2013 Advisor</p> <p>Aug. 2013 President and Director, JGC America, Inc.</p> <p>Jul. 2017 Director, Executive Vice President, Senior General Manager, Global Marketing Division (current post)</p>	13,100 shares
<p><b>[Reason for Nomination as Director]</b> Mr. Eiki Furuta, having served in the capacity of General Manager in Overseas Offices, as the Senior General Manager of the Global Marketing Division and as the President and Director of JGC America, Inc., has abundant experience and knowledge in the fields of plant marketing. 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.</p>			



	Name (Date of Birth)	Career Summary, Status, Responsibility or Significant Positions Concurrently Held	Company Shares Held
7	<p>Kiyotaka Terajima (March 3, 1959) <u>Reappointment</u></p> <p>Term of office as a Director: 2 years (As of the conclusion of this Ordinary General Shareholders' Meeting)</p>	<p>Apr. 1981 Joined JGC CORPORATION</p> <p>Aug. 2007 General Manager, Compliance Administration Office, Legal &amp; Compliance Office</p> <p>Jul. 2011 General Manager, Corporate Administration Department, Corporate Administrative &amp; Financial Affairs Division</p> <p>Jul. 2014 Executive Officer, General Manager, Corporate Administrative &amp; Financial Affairs Division</p> <p>Sep. 2016 Director, Executive Officer, Senior General Manager, Corporate Administrative &amp; Financial Affairs Division</p> <p>Jun. 2017 Director, Senior Executive officer, Senior General Manager, Corporate Administrative &amp; Financial Affairs Division</p> <p>Apr. 2018 Director, Executive Vice President, Chief Financial Officer, Senior General Manager, Corporate Administrative &amp; Financial Affairs Division (current post)</p>	5,800 shares
<p><b>[Reason for Nomination as Director]</b> 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. 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.</p>			
8	<p>Masanori Suzuki (October 9, 1954) <u>Reappointment</u></p> <p>Term of office as a Director: 4 years (As of the conclusion of this Ordinary General Shareholders' Meeting)</p>	<p>Apr. 1978 Joined the Ministry of International Trade and Industry, or MITI (currently the Ministry of Economy, Trade and Industry, or METI)</p> <p>Jun. 2004 Director-General, Business Environment Department, Small and Medium Enterprise Agency</p> <p>Dec. 2005 Deputy Secretary General, Office of Promotion of Reform of Special Corporations, etc., Secretariat of the Headquarters for the Promotion of Administrative Reform, Cabinet Secretariat</p> <p>Jul. 2007 Vice Director-General for Nuclear and Industrial Safety Agency</p> <p>Jul. 2008 Director-General, Industrial Science and Technology Policy and Environment Bureau</p> <p>Jul. 2010 Director-General, Manufacturing Industries Bureau</p> <p>Aug. 2011 Commissioner, Small and Medium Enterprise Agency</p> <p>Oct. 2013 Advisor, JGC CORPORATION</p> <p>Jun. 2014 Outside Director, NAGANO KEIKI CO., LTD.</p> <p>Jul. 2014 Director, Executive Officer, General Manager, Global Marketing Division</p> <p>Sep. 2016 Director, Senior Executive Officer, General Manager, Global Strategy Office (current post)</p>	6,500 shares
<p><b>[Reason for Nomination as Director]</b> Mr. Masanori Suzuki has served as the chief of the Industrial Science and Technology Policy and Environment Bureau and the Manufacturing Industries Bureau of the Ministry of Economy, Trade and Industry and in other positions and has abundant experience and knowledge of the framing of policies affecting these areas. 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.</p>			

	Name (Date of Birth)	Career Summary, Status, Responsibility or Significant Positions Concurrently Held	Company Shares Held
9	Tetsuya Muramoto (April 7, 1963) <u>New Appointment</u>	<p>Apr. 1988 Joined JGC CORPORATION</p> <p>Apr. 2011 Senior General Manager, Overseas Affiliate Strategy Office</p> <p>Jun. 2016 Executive Officer, Project Director, LNG Project Department, No. 1 Project Division</p> <p>Sep. 2016 Executive Officer, Senior General Manager, Americas Business Division, Oil &amp; Gas Division</p> <p>Apr. 2018 Senior Executive Officer, Senior General Manager, Oil &amp; Gas Division (current post)</p>	4,769 shares
<p><b>[Reason for Nomination as Director]</b></p> <p>Mr. Tetsuya Muramoto has served as the Senior General Manager of the Overseas Affiliate Strategy Office, as the person in charge of large-scale overseas projects and as the Senior General Manager of the International Project Division where he gained abundant experience and knowledge in the area of business and project management. 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.</p>			
10	<p>Candidate for an Outside Director</p> <p>Shigeru Endo (October 16, 1948) <u>Reappointment</u> <u>Outside</u> <u>Independent</u></p> <p>Term of office as a Director: 5 years (As of the conclusion of this Ordinary General Shareholders' Meeting)</p> <p>Percentage of attendance at Board of Directors' Meetings during the 122nd fiscal period: 100% (15/15 times)</p>	<p>Apr. 1974 Joined the Ministry of Foreign Affairs</p> <p>Apr. 2001 Director-General, Middle Eastern and African Affairs Bureau</p> <p>Feb. 2002 Director-General, Consular and Migration Affairs Department</p> <p>Aug. 2003 Ambassador to The Permanent Mission of Japan to the United Nations and Other International Organizations in Geneva and Consul General, Consulate General of Japan in Geneva</p> <p>Mar. 2007 Ambassador extraordinary and plenipotentiary to the Republic of Tunisia</p> <p>Jul. 2009 Ambassador extraordinary and plenipotentiary to Saudi Arabia</p> <p>Oct. 2012 Retired from the Ministry of Foreign Affairs</p> <p>Jun. 2013 Outside Director, JGC CORPORATION (current post)</p> <p>Jun. 2013 Outside Director, IINO KAIUN KAISHA, LTD. (current post)</p> <p>Apr. 2014 Special Assistant to the Minister for Foreign Affairs (current post)</p> <p><b>[Significant Positions Concurrently Held]</b> Outside Director, IINO KAIUN KAISHA, LTD. Special Assistant to the Minister for Foreign Affairs</p>	0 share
<p><b>[Reason for Nomination as Outside Director]</b></p> <p>Mr. Shigeru Endo does not have direct experience in company management, but he has served as the Ambassador Extraordinary and Plenipotentiary to Saudi Arabia and Tunisia and possesses unique experience and knowledge of the Company's principal business market. 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, 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.</p>			

	Name (Date of Birth)	Career Summary, Status, Responsibility or Significant Positions Concurrently Held	Company Shares Held
11	<p>Candidate for an Outside Director</p> <p>Masayuki Matsushima (June 15, 1945)</p> <p><b>Reappointment</b> <b>Outside</b> <b>Independent</b></p> <p>Term of office as a Director: 2 years (As of the conclusion of this Ordinary General Shareholders' Meeting)</p> <p>Percentage of attendance at Board of Directors' Meetings during the 122nd fiscal period: 86.6% (13/15times)</p>	<p>Apr. 1968 Joined Bank of Japan</p> <p>Jun. 1998 Executive Director, in charge of the Bank's International Affairs</p> <p>Jun. 2002 Senior Advisor, the Boston Consulting Group</p> <p>Feb. 2005 Senior Executive Advisor, Credit Suisse Securities (Japan) Limited</p> <p>Jun. 2008 Chairman, Credit Suisse Securities (Japan) Limited</p> <p>May 2011 Senior Advisor, the Boston Consulting Group</p> <p>Jun. 2011 Outside Director, Mitsui Fudosan Co., Ltd.</p> <p>Jun. 2011 Outside Director, Mitsui O.S.K. Lines, Ltd. (current post)</p> <p>Sep. 2014 Senior Advisor, Integral Corporation (current post)</p> <p>Jun. 2016 Outside Director, JGC CORPORATION (current post)</p> <p>Jul. 2017 External Councillor, Grant Thornton Taiyo LLC (current post)</p> <p><b>[Significant Positions Concurrently Held]</b> Outside Director, Mitsui O.S.K. Lines, Ltd. Senior Advisor, Integral Corporation External Councillor, Grant Thornton Taiyo LLC</p>	0 share
<p><b>[Reason for Nomination as Outside Director]</b></p> <p>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, 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.</p>			

- Notes: 1. There is no particular interest between any of the candidates and the Company.
2. The term of office for Tadashi Ishizuka and Eiki Furuta show the most recent consecutive time period served as Director.
3. Mitsui O.S.K. Lines, Ltd., where Masayuki Matsushima serves as an Outside Director, was found in 2014 by the Japan Fair Trade Commission (“JFTC”) to have violated the Antimonopoly Act in respect of certain car carrier shipping trades. The said company was fined by the China’s National Development and Reform Commission (“NDRC”) in the similar regard in 2015. He had previously been unaware of the conduct that was found by JFTC to be a violation and the conduct subject to disciplinary action by NDRC; however, he always expressed opinions on legal compliance. Since he recognized such conducts, he has been providing advice and directions on the eradication of illegal acts and development of the internal control system in an appropriate and timely manner and making suggestions for preventive measures.
4. The Company signed contracts with Shigeru Endo and Masayuki Matsushima 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 contract 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 this contract with them.



### 3. Appointment of 1 Audit & Supervisory Board Member

Toyohiko Shimada, Audit & Supervisory Board Member will resign from the office at the conclusion of the 122nd 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.

The candidate for appointment as an Audit & Supervisory Board Member is as follows:

Name (Date of Birth)	Career Summary, Status or Significant Positions Concurrently Held	Company Shares Held
Yasumasa Isetani (Jul 18, 1950) <u>New Appointment</u>	Apr. 1976 Joined JGC CORPORATION Jun. 2005 Executive Officer, Senior General Manager, Life Science & Chemical Project Division, Industrial Project Division Jul. 2006 Executive Officer, General Manager, Industrial Project Division Aug. 2007 Executive Officer, General Manager, No. 2 Project Division Jul. 2009 Executive Officer, Senior General Manager, Industrial & Domestic Energy Project Division Jul. 2010 Director, Senior General Manager, Business Promotion & Execution Division Jul. 2014 Senior Advisor (current post)	12,000 shares
<b>[Reason for Nomination as Audit &amp; Supervisory Board Member]</b> Mr. Yasumasa Isetani has served in the Project Divisions and through this work and his activities as an executive officer and director 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 auditor to supervise the management and functioning of the Company and is hereby nominated as a candidate for election as an Audit & Supervisory Board Member.		

Note: There is no particular interest between Yasumasa Isetani and the Company.



**[Exercise of Voting Rights via Electronic Voting Platform]**

Institutional investors may use “Electronic Voting Platform” operated by Investor Communication Japan, Inc. (ICJ, Inc.) as a means of exercising voting rights via the Internet.