

The following statement is an English-language translation of the original Japanese-language document provided for your convenience. In the event there is any discrepancy between the Japanese and English versions, the Japanese version is presumed to be correct.

February 13, 2023

To whom it may concern:

Company name: JGC HOLDINGS CORPORATION
 Representative: Masayuki Sato
 Chairman and Chief Executive Officer (CEO)
 (Code number: 1963, Stock Exchange: Tokyo)
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 Group Strategic Planning & Management Development Department
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Notice on the Decision of Terms of the 1st Issuance of Stock Acquisition Rights via Third-Party Allotment for Acquisition of Own Shares via Fully Committed Share Repurchase (Japanese ASR)

JGC Holdings Corporation (the “Company”) hereby announces that as a result of the purchase of treasury shares through Tokyo Stock Exchange (“TSE”) off-auction own share repurchase trading (ToSTNeT-3), terms have been decided for the 1st issuance of stock acquisition rights via third-party allotment as resolved at the Board of Directors meeting convened on February 10, 2023. For details, please refer to the Company’s press release entitled “Notice Regarding Treasury Share Repurchase and the Purchase of Treasury Shares through the Off-Auction Share Repurchase Trading (ToSTNeT-3) System (Repurchase of Treasury Shares Based on the Stipulations of Article 165, Clause 2 of the Companies Act, and Repurchase of Treasury Shares through a Fully Committed Share Repurchase (Japanese ASR)” dated February 10, 2023 or the Company’s electronic announcements.

1. Overview of the terms

(1) Exercisable shares	<p>Exercisable shares: 12,070,000 shares (maximum) *</p> <p>*The maximum number of exercisable shares is based on the assumption that the average number of shares acquired in (2) below is zero.</p>
(2) Number of Exercisable shares	<p>Number of Exercisable shares = (i) Number of shares acquired – (ii) Average number of shares acquired</p> <p>(i) The Number of shares acquired is 12,070,000 shares</p> <p>(ii) The Average number of shares acquired is calculated as follows</p> $\text{Average number of shares acquired} = \frac{\text{① Repurchase amount}}{\text{② Average share price}}$ <p>① Repurchase amount is 19,999,990,000 yen</p> <p>② The average share price is calculated by multiplying the arithmetic mean of the volume weighted average price (VWAP) of ordinary trades of the Company’s common shares released by TSE on each trading day during the period for calculating the average share price</p>

Note: This press release does not constitute an offer of any securities for sale. This press release has been prepared for the purpose of publicly announcing the repurchase of our own stock and allotment of our stock acquisition rights to a specific third party and not for the purpose of soliciting investment or engaging in any other similar activities. This press release is not an offer of securities for sale in the United States. The securities referred herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States.

	by 100%. The period for calculating the average share price shall be the period from February 14, 2023 to the day before the date of exercising the stock acquisition rights.
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