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

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

**NOTICE OF THE 129th ORDINARY
GENERAL SHAREHOLDERS’ MEETING**

We hereby notify you of the convocation of the 129th 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 129th 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 26, 2025



Details

1. **Date and time:** Friday, June 27, 2025, 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 129th fiscal period from April 1, 2024 to March 31, 2025.
 2. Non-Consolidated Financial Statements for the 129th fiscal period from April 1, 2024 to March 31, 2025.

Items for Resolution:

1. Approval of Appropriation of Retained Earnings
2. Reduction of Capital Reserve
3. Appointment of 8 Directors

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) Following matters of the consolidated financial statements
Consolidated Statement of Changes in Equity and Notes to Consolidated Financial Statements
 - (2) 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 of company proposals and deemed a vote for disapproval of shareholder proposals.

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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.

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, with an annual dividend of 40.00 yen per share as the minimum amount. Although Profit attributable to owners of parent for the current fiscal year turned to loss, after comprehensively taking into account the current financial situation of the Company, including the liquidity situation on hand and the outlook for the next fiscal year and beyond, the Company proposes a year-end dividend of 40.00 yen per share, as per the forecast announced in May 2024.

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: ¥ 40.00

Total: ¥ 9,667,123,040

(3) Effective date of dividends from retained earnings

June 30, 2025

2 . Other matters relating to the appropriation of surplus funds

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

¥ 10,000,000,000

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

¥ 10,000,000,000



2. Reduction of Capital Reserve

To ensure the agility and flexibility of future capital policies, the Company proposes to reduce the amount of capital reserve and transfer it to other capital surplus in accordance with Article 448, Paragraph 1 of the Companies Act.

Details of Capital Reserve Reduction

(1) Purpose of the reduction in the amount of the capital reserve

The capital reserve of 25,952,788,440 yen will be deducted, and the same amount will be transferred to other capital surplus.

(2) Date on which the reduction in the amount of legal capital surplus becomes effective August 31, 2025

3. Appointment of 8 Directors

At the conclusion of the 129th Ordinary General Shareholders' Meeting, the tenure of office of all 9 directors will expire. This proposal requests the appointment of 8 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 (70), male Reappointment	Representative Director , Chairman, President and Chief Executive Officer A member of nominating committee A member of compensation committee	100% (17/17)	15 years
2	Kiyotaka Terajima (66), 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% (17/17)	9 years
3	Masaki Ishikawa (62), male Reappointment	Director and Senior Executive Officer	100% (12/12)	1 year
4	Shoji Yamada (65), male Reappointment	Director (Representative Director, President, JGC CORPORATION)	94.1% (16/17)	4 years
5	Masayuki Matsushima (80), male Reappointment Outside Independent	Outside Director A member of nominating committee Chairman of compensation committee (Senior Advisor, Integral Corporation)	100% (17/17)	9 years
6	Noriko Yao (57), female Reappointment Outside Independent	Outside Director A member of nominating committee A member of compensation committee (Partner, TMI Associates)	100% (17/17)	4 years

7	<p>Shinjiro Mishima (75), male</p> <p>Reappointment</p> <p>Outside</p> <p>Independent</p>	<p>Outside Director</p> <p>A member of nominating committee</p> <p>A member of compensation committee (Representative Director, Next Generation Environmental Ship Development Centre)</p>	100% (12/12)	1 year
8	<p>Miku Hirano (41), female</p> <p>Reappointment</p> <p>Outside</p> <p>Independent</p>	<p>Outside Director</p> <p>A member of nominating committee</p> <p>A member of compensation committee (Representative Director and CEO Cinnamon Co., Ltd.)</p>	100% (12/12)	1 year

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.

4. As Mr. Masaki Ishikawa, Mr. Shinjiro Mishima and Ms. Miku Hirano were newly elected as Directors at the 128th Ordinary General Meeting of Shareholders held on June 27, 2024, and assumed office thereafter, their attendance at the Board of Directors meetings indicates the Board of Directors meetings held on and after June 27, 2024.

	Name (Date of Birth)	Career Summary, Status, Responsibility or Significant Positions Concurrently Held	Company Shares Held
1	<p>Masayuki Sato (May 18, 1955) Reappointment</p> <p>Term of office as a Director: 15years (As of the conclusion of this Ordinary General Shareholders' Meeting)</p> <p>Attendance rate at board meetings 100% (17/17)</p>	<p>Apr. 1979 Joined the Company</p> <p>Jul. 2009 Executive Officer, General Manager, Finance & Accounting Division</p> <p>Jul. 2010 Director, Chief Financial Officer and Senior General Manager, Finance & Accounting Division</p> <p>Jul. 2011 Managing Director, Chief Financial Officer and Senior General Manager, Corporate Administrative & Financial Affairs Division</p> <p>Jun. 2012 Executive Vice President, Director, Chief Financial Officer and Senior General Manager, Corporate Administrative & Financial Affairs Division</p> <p>Apr. 2013 Executive Vice President, Director, Chief Financial Officer, Senior General Manager, Corporate Administrative & Financial Affairs Division and Senior General Manager, Security Management Office</p> <p>Jun. 2014 Representative Director and Chairman</p> <p>Jun. 2017 Representative Director and Chairman, Chief Executive Officer</p> <p>Apr. 2025 Representative Director, Chairman, and President Chief Executive Officer (current position)</p>	54,760 Shares
<p>[Reason for Nomination as Director]</p> <p>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 April 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.</p>			

	Name (Date of Birth)	Career Summary, Status, Responsibility or Significant Positions Concurrently Held	Company Shares Held
2	<p>Kiyotaka Terajima (March 3, 1959) <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>Attendance rate at board meetings 100% (17/17)</p>	<p>Apr. 1981 Joined the Company</p> <p>Aug. 2007 General Manager, Compliance Administration Office, Legal & Compliance Office</p> <p>Jul. 2011 General Manager, Corporate Administration Department, Corporate Administrative & Financial Affairs Division</p> <p>Jul. 2014 Executive Officer, General Manager, Corporate Administrative & Financial Affairs Division</p> <p>Sep. 2016 Director, Executive Officer, Senior General Manager, Corporate Administrative & Financial Affairs Division</p> <p>Jun. 2017 Director, Senior Executive officer, Senior General Manager, Corporate Administrative & Financial Affairs Division</p> <p>Apr. 2018 Director, Executive Vice President, Chief Financial Officer, and Senior General Manager, Corporate Administrative & Financial Affairs Division</p> <p>Apr. 2019 Director, Executive Vice President, Chief Financial Officer, Senior General Manager, Corporate Administrative & Financial Affairs Division and Senior General Manager, Legal & Compliance Office</p> <p>Oct. 2019 Director, Executive Vice President, Chief Financial Officer and General Manager, Group Management Development Department</p> <p>Apr. 2020 Director, Senior Executive Vice President, and Chief Financial Officer</p> <p>Apr. 2023 Representative Director, President, JGC Corporate Solutions Co., Ltd. (current position)</p> <p>Apr. 2025 Representative Director, Senior Executive Vice President and Chief Financial Officer (current position)</p> <p>[Significant Positions Concurrently Held] Representative Director, President, JGC Corporate Solutions Co., Ltd.</p>	34,754 Shares
<p>[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 April 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.</p>			

	Name (Date of Birth)	Career Summary, Status, Responsibility or Significant Positions Concurrently Held	Company Shares Held
3	<p>Masaki Ishikawa (August 7, 1962) <u>Reappointment</u></p> <p>Term of office as a Director: 1 year (As of the conclusion of this Ordinary General Shareholders' Meeting)</p> <p>Attendance rate at board meetings 100% (12/12)</p>	<p>Apr. 1985 Joined the Ministry of Trade and Industry (currently Ministry of Economy, Trade and Industry)</p> <p>Oct. 2012 Director-General, Trade Control Department, Trade and Economic Cooperation Bureau</p> <p>Jul. 2013 Deputy Director-General, Commerce and Information Policy Bureau</p> <p>Jul. 2015 Deputy Commissioner, Acquisition, Technology & Logistics Agency, Ministry of Defence</p> <p>Jul. 2017 Director-General, Trade and Economic Cooperation Bureau</p> <p>Nov. 2019 Advisor, Mitsui Sumitomo Insurance Co, Ltd</p> <p>Apr. 2021 Executive Officer</p> <p>Apr. 2022 Senior Executive Officer (current position)</p> <p>Jun. 2024 Director (current position)</p>	7,633 Shares
	<p>[Reason for Nomination as Director]</p> <p>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.</p>		
4	<p>Shoji Yamada (January 23, 1960) <u>Reappointment</u></p> <p>Term of office as a Director: 4 year (As of the conclusion of this Ordinary General Shareholders' Meeting)</p> <p>Attendance rate at board meetings 94.1% (16/17)</p>	<p>Apr. 1983 Joined the Company</p> <p>Apr. 2018 Executive Officer, Senior General Manager, JGC Japan Planning Office and General Manager, Domestic Infrastructure Project Division, Infrastructure Division</p> <p>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.</p> <p>Apr. 2019 Executive Officer Senior General Manager, JGC Japan Planning Office and General Manager, Domestic Infrastructure Project Division.</p> <p>Oct. 2019 Representative Director, President, JGC JAPAN CORPORATION</p> <p>Jun. 2021 Director(current position)</p> <p>Jun. 2024 Representative Director, Senior Executive Vice President, JGC CORPORATION.</p> <p>Apr. 2025 Representative Director, President JGC CORPORATION. (current position)</p>	30,734 Shares
	<p>[Significant Positions Concurrently Held] Representative Director, President, JGC CORPORATION</p> <p>[Reason for Nomination as Director]</p> <p>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 October 2019, and Representative Director, President JGC CORPORATION from April 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.</p>		

	Name (Date of Birth)	Career Summary, Status, Responsibility or Significant Positions Concurrently Held	Company Shares Held
5	<p>Candidate for an Outside Director</p> <p>Masayuki Matsushima (June 15, 1945)</p> <p>Reappointment Outside Independent</p> <p>Term of office as a Director: 9 years (As of the conclusion of this Ordinary General Shareholders' Meeting)</p> <p>Attendance rate at board meetings 100% (17/17)</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.</p> <p>Sep. 2014 Senior Advisor, Integral Corporation (current position)</p> <p>Jun. 2016 Outside Director, the Company (current position)</p> <p>Jul. 2017 External Councillor, Grant Thornton Taiyo LLC (current position)</p> <p>[Significant Positions Concurrently Held] Senior Advisor, Integral Corporation External Councillor, Grant Thornton Taiyo LLC</p>	0 Share
<p>[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.</p>			

	Name (Date of Birth)	Career Summary, Status, Responsibility or Significant Positions Concurrently Held	Company Shares Held
6	<p>Candidate for an Outside Director</p> <p>Noriko Yao (August 27, 1967) Reappointment Outside Independent</p> <p>Term of office as a Director: 4years (As of the conclusion of this Ordinary General Shareholders' Meeting)</p> <p>Attendance rate at board meetings 100% (17/17)</p>	<p>Mar. 1995 Graduated from the Legal Training and Research Institute</p> <p>Apr. 1995 Registered as an attorney (Fukuoka Bar Association)</p> <p>Sep. 2001 Joined Paul, Hastings, Janofsky & Walker LLP</p> <p>Oct. 2002 Registered as an attorney (Daini Tokyo Bar Association)</p> <p>Oct. 2002 Admitted as an attorney (New York State Bar Association)</p> <p>Jul. 2007 Joined TMI Associates</p> <p>Jan. 2008 Partner, TMI Associates (current position)</p> <p>Oct. 2014 Outside Audit & Supervisory Board Member, Japan Overseas Infrastructure Investment Corporation for Transport & Urban Development</p> <p>Nov. 2015 Outside Director, MEIKO NETWORK JAPAN CO., LTD.</p> <p>Jun. 2016 Outside Audit & Supervisory Board Member, SATO HOLDINGS CORPORATION(currently SATO CORPORATION) (current position)</p> <p>Jun. 2019 Outside Director, Asahi Net, Inc. (current position)</p> <p>Jun. 2021 Outside Director, the Company (current position)</p> <p>Jun. 2023 Outside Director, ARATA CORPORATION (current position)</p> <p>[Significant Positions Concurrently Held] Partner, TMI Associates Outside Audit & Supervisory Board Member, SATO CORPORATION Outside Director, Asahi Net, Inc. Outside Director, ARATA CORPORATION</p>	0 Share
<p>[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.</p>			

	Name (Date of Birth)	Career Summary, Status, Responsibility or Significant Positions Concurrently Held	Company Shares Held
7	<p>Candidate for an Outside Director</p> <p>Shinjiro Mishima (September 19, 1949)</p> <p>Reappointment Outside Independent</p> <p>Term of office as a Director: 1 year (As of the conclusion of this Ordinary General Shareholders' Meeting)</p> <p>Attendance rate at board meetings 100% (12/12)</p>	<p>Apr. 1973 Joined NKK Corporation (currently JFE Holdings, Inc.)</p> <p>Jul. 1996 General Manager, Shipbuilding Design Department, Tsu Shipyard & Machinery Works</p> <p>Oct. 2002 General Manager, Corporate Planning Department, Universal Shipbuilding Corporation</p> <p>Jul. 2006 Executive Officer and General Manager of Tsu Works, Universal Shipbuilding Corporation</p> <p>Jul. 2008 President and Representative Director, Universal Shipbuilding Corporation.</p> <p>Oct. 2013 President and Representative Director, Japan Marine United Corporation.</p> <p>Mar. 2018 Special Advisor, Japan Marine United Corporation.</p> <p>Jun. 2019 President, Japan Institute of Shipping and Oceanography</p> <p>Apr. 2022 Representative Director, Next Generation Environmental Ship Development Centre (current position)</p> <p>Jun. 2024 Outside Director, the Company (current position)</p> <p>[Significant Positions Concurrently Held] Representative Director, Next Generation Environmental Ship Development Centre</p>	0 Share
<p>[Reason for Nomination as Outside Director and Outline of Expected Role] Mr. Shinjiro Mishima has wide experience and knowledge in the fields of an ordered 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.</p>			

	Name (Date of Birth)	Career Summary, Status, Responsibility or Significant Positions Concurrently Held	Company Shares Held
8	<p>Candidate for an Outside Director</p> <p>Miku Hirano (January 23, 1984) Reappointment Outside Independent Term of office as a Director: 1 year (As of the conclusion of this Ordinary General Shareholders' Meeting)</p> <p>Attendance rate at board meetings 100% (12/12)</p>	<p>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)</p> <p>[Significant Positions Concurrently Held] Representative Director and CEO Cinnamon Co., Ltd.</p>	0 Share
<p>[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.</p>			

- 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 there are commissioned transactions between our company and Cinnamon Co.,Ltd. for services provided by the latter. However, the Company judges that this will not impact her independence as the amount for outsourcing services is negligible.
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.
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. The agreement is scheduled to be renewed with the same terms and conditions at the next renewal.

Skill Matrix of Directors and Auditors (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.

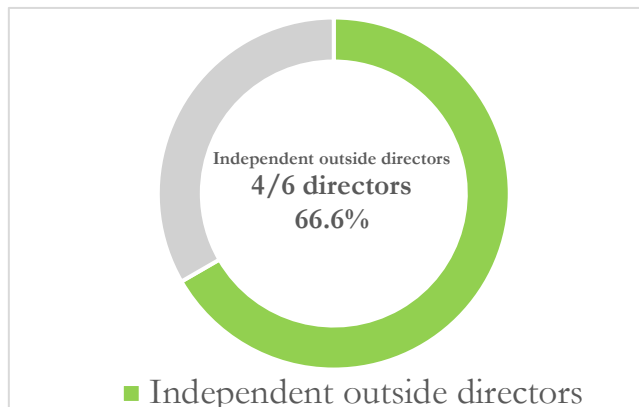
		Field					
		Corporate management	Technology / Project management/ IT	Global	HR / Talent development / Employee relations	Finance / Accounting/ Structured finance	Legal / Risk management
Directors	Masayuki Sato	●		●		●	
	Kiyotaka Terajima	●				●	●
	Masaki Ishikawa	●		●			●
	Shoji Yamada	●	●	●			
	Masayuki Matsushima	●		●		●	
	Noriko Yao			●	●		●
	Shinjiro Mishima	●	●	●			
	Miku Hirano	●	●	●			
	Kazuyoshi Muto		●	●		●	
Audit & Supervisory Board Members	Akira Ninomiya	●		●		●	
	Norio Takamatsu	●	●			●	
	Kazuya Oki			●		●	●
	Norio Funayama	●		●		●	

(Note) ESG is positioned as expected roles of all Directors and Auditors and is not included in the above list.

Skill selection rationale

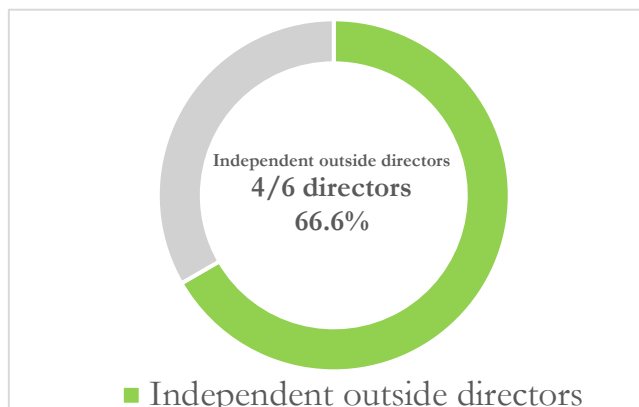
skills	rationales
Corporate management	To achieve goals of the medium-term business plan (BSP 2025) and 2040 Vision in line with the Group purpose of "Enhancing planetary health," the Group requires directors experienced in establishing clear strategies for sustained growth and higher corporate value even in a turbulent business environment.
Technology / Project management / IT	The Group requires directors with a high level of knowledge and expertise in our main businesses in order to pursue, manage, and oversee growth strategies for sustained growth and greater corporate value. Directors must also be highly knowledgeable and experienced in the five business areas of energy transition, high-performance functional materials, circular economy, healthcare and life science and industrial and urban infrastructure that will be essential in social issues we must begin to address to fulfill our purpose of "Enhancing planetary health."
Global	Implementing growth strategies and managing and supervising progress toward sustainable Group growth and higher corporate value calls for directors with experience in overseas business management and extensive knowledge of and familiarity with everyday life, culture, business environments, and so on outside of Japan.
HR / Talent development / Employee relations	JGC Group employees are required to possess advanced technical capabilities and expertise, an appreciation of different cultures and diversity in order to work with others of many nationalities, and a mental attitude that helps us make the most of our organizational strengths. To this end, personnel management must be established that ensures peak employee performance, and the Group requires directors with solid expertise and experience in human resources management or development, including promotion of diversity.
Finance / Accounting/ Structured finance	Beyond ensuring accurate financial reporting, the directors required by the Group must have reliable expertise and experience in finance, accounting and structured finance, as needed to build a strong financial foundation and to formulate financial strategies both for growth investments (including M&As) aimed at sustainable gains in corporate value and for higher shareholder return.
Legal / Risk management	A suitable governance system is fundamental to sustainable growth in corporate value. Moreover, to continue enhancing Board oversight effectiveness, the Group requires directors with solid expertise and experience in corporate governance, risk management, and compliance.

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 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 pay the Company 2% or more of the Company's annual consolidated net sales, in any of its fiscal year over the past five years.