Securities Code: 1963
June 5, 2019

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 123rd ORDINARY GENERAL SHAREHOLDERS' MEETING

Your attendance is respectfully requested at the 123rd 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 26, 2019.

- 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 24 and exercise your voting rights by the above deadline.

Details

1. Date and time: Thursday, June 27, 2019, 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 123rd fiscal period from April 1, 2018 to March 31, 2019.
2. Non-Consolidated Financial Statements for the 123rd fiscal period from April 1, 2018 to March 31, 2019.

Items for Resolution:

1. Approval of Appropriation of Retained Earnings
2. Approval of Absorption-Type Company Split Agreement
3. Partial Amendment to the Articles of Association

4. Appointment of 9 Directors
5. Determination of Remuneration for Granting Restricted Shares to Directors (Excluding Outside Directors)

(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 (https://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.

In accordance with this dividend policy, the Company proposes to appropriate retained earnings in the following way:

(1) Type of dividend
Cash

(2) Dividend amount to be allocated
Per share of common stock: ¥28.50
Total: ¥7,190,745,168

(3) Effective date of dividends from retained earnings
June 28, 2019

[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.

Reference Information Pertaining to Agenda Item 2 "Approval of Absorption-Type Company Split Agreement"

[Reference] Background and Purpose of Transition to Holding Company Structure

The JGC Group decided on a policy to make the transition to a holding company structure for the purpose of sustainably enhancing corporate value through initiatives such as further reinforcement of competitiveness and business execution capability in and expansion of areas of the EPC (Engineering, Procurement and Construction) business as well as strengthening of manufacturing.

The "Approval of Absorption-Type Company Split Agreement" shown in agenda item 2 on pages 7 and 8 of this notice requests that the domestic and overseas EPC business of the Company be split from the Company and succeeded by its operating companies for the transition to a holding company structure, and the background and purpose thereof are as described below.

Background and Purpose of the Transition

In its medium-term business plan "Beyond the Horizon" (fiscal 2016 to fiscal 2020), the JGC Group aims to broaden to the area of infrastructure while still centering on oil & gas in the EPC business, and also aims for further growth and expansion by strengthening the manufacturing business in non-EPC business.

Recently, the JGC Group decided to make the transition to a holding company structure as its new group management structure to reliably and quickly achieve the goals of realizing the corporate group vision it aspires to as mentioned above and sustainably enhancing corporate value.

The JGC Group will grant independence to the operating companies that will be the pillars of the JGC Group in the future, enable more autonomous and dynamic business operations, and achieve total optimization of resource allocation and appropriate governance of group management.

(1) Strengthening of group management capability and governance

By separating "management" and "execution," the holding company will handle the formulation of management policies and the oversight and administration of operating companies based on a medium- to long-term perspective of the JGC Group with the aim of maximization of corporate value and allocation of management resources from a Group perspective. Another aim is to improve the transparency of corporate management and strengthen governance of the Group as a whole by clarifying the division of roles and responsibilities between the holding company and operating companies and by strengthening group oversight functions.

(2) Creation of an EPC execution system according to market characteristics

The JGC Group aims to promote more autonomous and dynamic business activities in overseas markets and the domestic market of the EPC business by creating business execution systems according to the characteristics of each market (separating the domestic EPC business and the overseas EPC business, and operating them as separate operating companies as well as adopting, as for the overseas EPC business, an internal company system for operating the company's oil & gas business and infrastructure business).

(i) Overseas oil & gas

The JGC Group will endeavor to further expand the overseas oil & gas area which is characterized by high market volatility as its core business by swiftly responding to larger

and more complex projects, making use of accumulated technologies and demonstrating its management ability.

(ii) Overseas infrastructure

In order to "broaden to infrastructure" as mentioned in the Medium-Term Business Plan, management resources will be appropriately allocated through the execution system using independent business units within the overseas EPC operating company, and the Company will endeavor to further develop new pillars in the EPC business.

(iii) Domestic EPC business

In the domestic market, which has a comparatively stable business environment in comparison with overseas markets, the Company will improve efficiency and increase competitiveness by consolidating management resources of the Company's domestic businesses and its wholly-owned subsidiary JGC Plant Innovation Co., Ltd, with the aim of expanding business areas and expanding market share in the fields of both oil & gas and infrastructure.

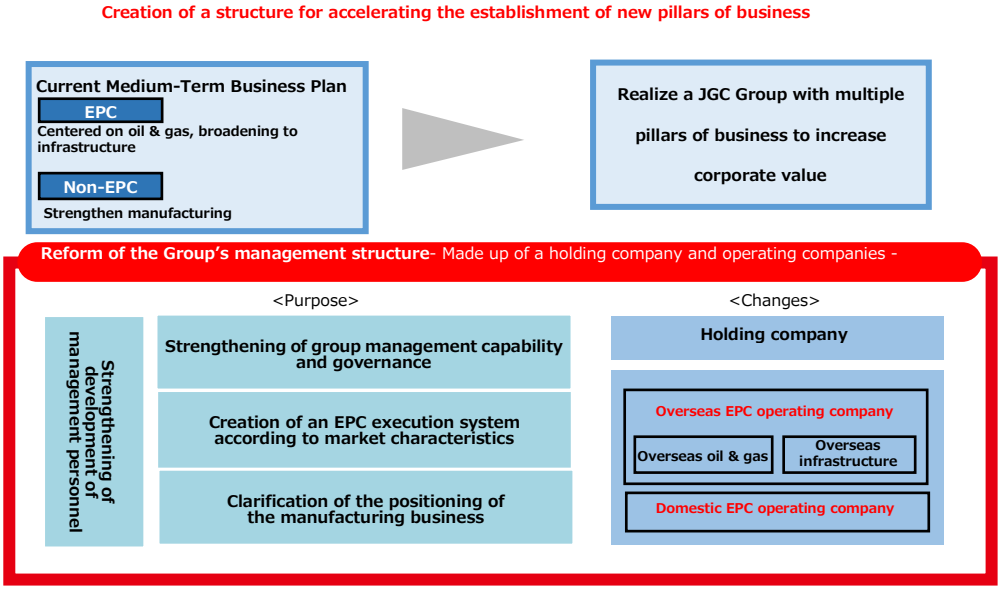
(3) Clarification of the positioning of the manufacturing business

The JGC Group will clearly position the manufacturing business as one of its core businesses and perform optimal allocation of management resources while promoting the development of technology able to contribute to the next generation of society and industry, and further promoting the provision of highly functional materials.

(4) Strengthening of development of management personnel

By delegating authority from the Company to operating companies, the JGC Group aims to expand the roles and responsibilities of management personnel of each operating company, and thus building the foundation for developing management personnel to drive each business.

Background and Purpose of Transition to Holding Company Structure



2. Approval of Absorption-Type Company Split Agreement

1. Reason for Performing the Absorption-Type Company Split

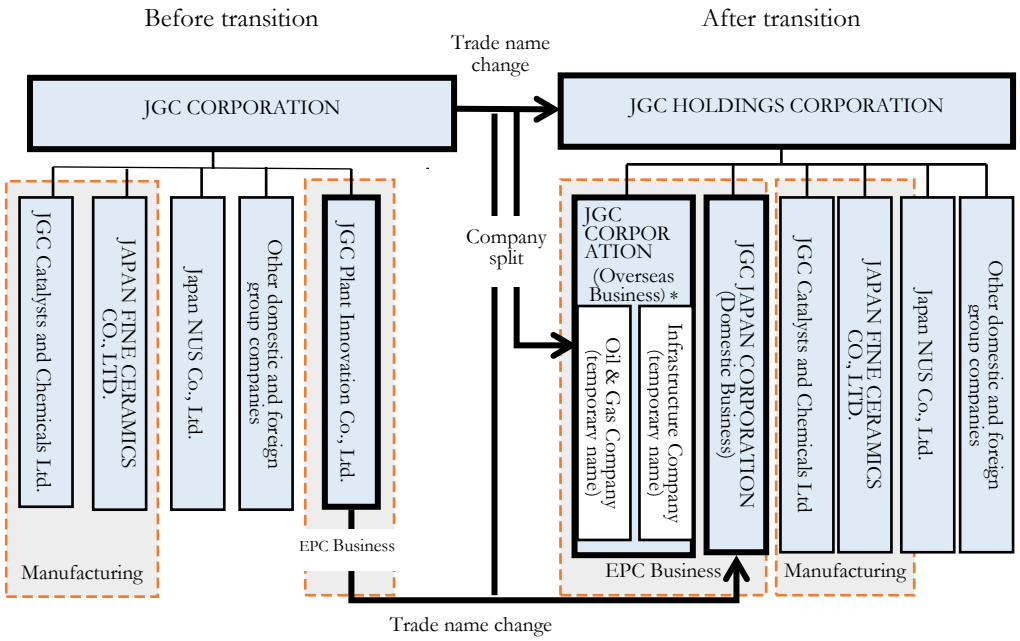
The JGC Group decided on a policy to make the transition to a holding company structure as stated on pages 5 and 6 of this notice.

In order to realize this transition, on May 14, 2019, the Company concluded an absorption-type company split agreement with its wholly-owned subsidiaries Nikki Global Kabushiki Kaisha ("Nikki Global", its English company name to be registered as "JGC CORPORATION" on October 1, 2019) and JGC Plant Innovation Co., Ltd. ("JPI", its English company name to be changed to "JGC JAPAN CORPORATION") (hereinafter, collectively, the "succeeding companies") to perform an absorption-type company split in which the succeeding companies succeed the Company's "overseas EPC business" and "domestic EPC business" respectively with an effective date of October 1, 2019 (scheduled).

Therefore, the Company requests the approval of the provisions of the above absorption-type company split agreement.

Furthermore, on the effective date, the trade name of the Company will be changed to JGC HOLDINGS CORPORATION, and the trade name of JPI will be changed to JGC JAPAN CORPORATION.

Group Management Structure Before and After the Transition to a Holding Company Structure (Organization chart after the transition is as planned at present)



* After the transition to a holding company structure, Nikki Global, an overseas EPC business company, plans to adopt an in-house company system for oil & gas business and infrastructure business.

2. Provisions of the Absorption-Type Company Split Agreement

The provisions of the absorption-type company split agreement concluded with the succeeding companies are as shown in the supplementary volume (Absorption-Type Company Split Agreement, etc. Pertaining to 2. "Approval of Absorption-Type Company Split Agreement").

(1) Absorption-Type Company Split Agreement (Copy) (Nikki Global Kabushiki Kaisha)

See pages 1 to 4 of the supplementary volume for the provisions.

(2) Absorption-Type Company Split Agreement (Copy) (JGC Plant Innovation Co., Ltd.)

See pages 4 to 8 of the supplementary volume for the provisions.

3. Overview of Matters Stipulated in items of Article 183 of the Regulation for Enforcement of the Companies Act.

See pages 8 to 24 of the supplementary volume (Absorption-Type Company Split Agreement, etc. Pertaining to 2. "Approval of Absorption-Type Company Split Agreement") for details.

3. Partial Amendment to the Articles of Association

1. Reason for the Amendment

(1) The Company plans to make the transition to a holding company structure as stated in 2. Approval of Absorption-Type Company Split Agreement. With this transition, the Company will amend Article 1 (Company Name) of the current Articles of Association, and also make amendments to make adjustments to the businesses services stated in Article 2 (Purposes) of the current Articles of Association and make amendments with a view to the businesses to be conducted by the Company and its subsidiaries after the transition to a holding company structure.

(2) The current number of directors stipulated in Article 19 (Number of Directors) of the current Articles of Association will be changed from 15 or fewer to 10 or fewer to ensure enhanced and more vigorous discussion in the Board of Directors.

(3) Part of Article 22 (Directors in Special Posts) of the current Articles of Association will be deleted according to the actual state of the system for the execution of business carried out by Executive Officers.

(4) Article 24 (Counselors and Advisors) of the current Articles of Association will be deleted due to the counselors and advisors stipulated in the Articles of Association being abolished for the purpose of further strengthening and enhancement of corporate governance.

(5) The scope of directors and Audit & Supervisory Board Members with whom the Company may enter into agreements to limit liability was expanded with the enforcement of the Act Partially Amending the Companies Act (Act No. 90 of 2014). Due to this, Article 31 (Directors' Exemption from Liability) and Article 39 (Audit & Supervisory Board Members' Exemption from Liability) of the current Articles of Association will be amended to enable the ongoing promotion of talented personnel as directors and Audit & Supervisory Board Members and enable them to fully perform their expected roles in the execution of their duties. In addition, prior consent of each of the Audit & Supervisory Board Members has been obtained for the amendment to Article 31 of the current Articles of Association.

(6) With the deletions of provisions mentioned in (4) above, the numbering of Articles from Article 25 of the current Articles of Association with each be moved up by one article.

(7) In addition, wording and formatting will be adjusted and amended.

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

2. Details of the Amendment

The details of the amendment are as follows:

(Underlined sections indicate amendments)

Current Articles of Association	Proposed Amendments
(Company Name) ARTICLE 1. The name of the Company shall be Nikki Kabushiki Kaisha and shall be indicated in English as JGC CORPORATION. (Purposes) ARTICLE 2.	(Company Name) ARTICLE 1. The name of the Company shall be Nikki Holdings Kabushiki Kaisha and shall be indicated in English as JGC HOLDINGS CORPORATION. (Purposes) ARTICLE 2.

The purpose of the Company shall be to carry on the following business services:	The purpose of the Company shall be to control and manage the business activities of companies and foreign companies that carry on the following business services by holding shares or interests therein:
1. The design, procurement, construction, operation and maintenance activities related to plants, facilities and systems in such areas of business as petroleum, petroleum refining, petrochemicals, gas, chemicals in general, electric power, steel manufacturing, nuclear power, coal production, water production, agricultural production, feed production, biochemical processes, foods, pharmaceuticals, medical goods and equipment, information, telecommunications, transportation, distribution, stockpiling, urban development, water supply and sewerage systems, industrial pollution control, disaster prevention, environmental conservation, and space development.	(1) The design, procurement, construction, operation and maintenance activities related to plants, facilities and systems in such areas of business as petroleum, petroleum refining, petrochemicals, gas, chemicals in general, electric power, steel manufacturing, non-ferrous metals, metal refining, nuclear power, coal production, water production, agricultural production, feed production, biochemical processes, foods, pharmaceuticals, medical goods and equipment, information, telecommunications, transportation, distribution, stockpiling, urban development, water supply and sewerage systems, industrial pollution control, disaster prevention, environmental conservation, space development, paper/pulp, ceramics/cement, building materials, and renewable energy.
2. The design, procurement, construction, operation and maintenance of plants, facilities and systems in such areas of business as paper, pulp, ceramics, cement, metal smelting and construction materials.	(Deleted)
3. The carrying out of construction work of steel structures.	(Deleted)
4. The lease and installment sale of the plants, facilities and systems regarding each and all of the above clauses.	(2) The lease and installment sale of the plants, facilities and systems regarding the above clause.
5. Consultation for the planning of the plants, facilities and systems mentioned in the above clauses.	(3) Consultation for the plants, facilities and systems mentioned in clause 1.
6. The development of technologies regarding the activities identified in the above clauses.	(4) The research and development of technologies regarding the activities identified in clause 1.
7. The manufacture and sale of the plants, machinery, tools and measurement equipment associated with the activities identified in the above clauses.	(5) The manufacture and sale of the plants, machinery, tools and measurement equipment associated with the activities identified in clause 1.
8. - 10. (Omitted)	(6) - (8) (Unchanged)
11. The production and sale of catalysts and other chemical products.	(9) The production and sale of catalysts, chemicals and other chemical products.
12. Research and development, and providing research and development services, associated with the production and sale of pharmaceuticals, chemicals for medical diagnosis, and other substances which are produced through the application of biotechnology.	(Deleted)
13. - 20. (Omitted)	(10) - (17) (Unchanged)
21. The sale, purchase, lease, brokerage and management of real estate, and the design, construction and supervision of civil engineering and building works.	(18) The sale, purchase, lease, brokerage and management of real estate.
22. (Omitted)	(19) (Unchanged)
(New)	(20) The sale of business equipment and facility equipment.
23. (Omitted)	(21) (Unchanged)

24. The operating of a travel agency business, in accordance with the provisions of the "Travel Agency Law."	(Deleted)
25. The operating of a security guard business based on the provisions of the "Private Security Business Law."	(Deleted)
26. Operating an advertising agency.	(Deleted)
27. (Omitted)	(22) (Unchanged)
28. Investigation, investment and loan, and guarantee of the business services regarding each of the above clauses.	(23) Investigation, investment and loan, and guarantee of all of the business services incidental to or regarding each of the above clauses.
29. Services incidental to each of the above clauses.	(24) All services incidental to or regarding each of the above clauses.
(New)	2. The Company may carry on each of the above clauses and all business services incidental to or regarding these.
ARTICLE 3. (Omitted)	ARTICLE 3. (Unchanged)
(Organization)	(Organization)
ARTICLE 4.	ARTICLE 4.
The Company established the following organizations, as well as the General Meeting of Shareholders and Directors.	The Company established the following organizations, as well as the General Meeting of Shareholders and Directors.
1. (Omitted)	(1) (Unchanged)
2. (Omitted)	(2) (Unchanged)
3. (Omitted)	(3) (Unchanged)
4. (Omitted)	(4) (Unchanged)
ARTICLE 5 - ARTICLE 8. (Omitted)	ARTICLE 5 - ARTICLE 8. (Unchanged)
(Rights for Holders of Fractional Unit Shares)	(Rights for Holders of Fractional Unit Shares)
ARTICLE 9.	ARTICLE 9.
Holders of less than one unit of shares in the Company shall only be allowed to execute the following rights.	Holders of less than one unit of shares in the Company shall only be allowed to execute the following rights.
1. (Omitted)	(1) (Unchanged)
2. (Omitted)	(2) (Unchanged)
3. (Omitted)	(3) (Unchanged)
4. (Omitted)	(4) (Unchanged)
ARTICLE 10. (Omitted)	ARTICLE 10. (Unchanged)
(Administrator of the Shareholders' Register)	(Administrator of the Shareholders' Register)
ARTICLE 11.	ARTICLE 11.
The Company shall appoint an administrator of the shareholders' register.	The Company shall appoint an administrator of the shareholders' register.
The administrator and its place of office shall be determined by resolution of the Board of Directors and shall be notified publicly.	2. The administrator and its place of office shall be determined by resolution of the Board of Directors and shall be notified publicly.
Making and keeping the Company's shareholders' register and register of stock acquisition rights and all related administrative matters shall be dealt with by the administrator, not by the Company.	3. Making and keeping the Company's shareholders' register and register of stock acquisition rights and all related administrative matters shall be dealt with by the administrator, not by the Company.
ARTICLE 12 - ARTICLE 14. (Omitted)	ARTICLE 12 - ARTICLE 14. (Unchanged)
(Persons having the Calling Rights and Chairman)	(Persons having the Calling Rights and Chairman)
ARTICLE 15.	ARTICLE 15.

A general shareholders' meeting shall be called by the Chairman of the Board, and he shall act as chairman of a general shareholders' meeting. Should the Chairman of the Board be unable to so act or where he has vacated his post, any one of the other directors determined in accordance with the order provided for in advance at a meeting of the Board of Directors shall so act.	A general shareholders' meeting shall be called by the Chairman of the Board, and he shall act as chairman of a general shareholders' meeting. 2. Should the Chairman of the Board be unable to so act or where he has vacated his post, any one of the other directors determined in accordance with the order provided for in advance at a meeting of the Board of Directors shall call the general shareholders' meeting and act as chairman.
ARTICLE 16. (Omitted)	ARTICLE 16. (Unchanged)
(Procedure for Resolutions)	(Procedure for Resolutions)
ARTICLE 17. Except as otherwise provided for by law or herein, resolutions at a general shareholders' meeting may be made by the majority of voting rights of the shareholders with such rights. Pursuant to the regulations set forth in Article 309, Paragraph 2 of the Corporation Law, resolutions shall be made by voting rights equivalent to the two-thirds or more of the voting rights of the shareholders with such rights and the number of shares with voting rights held or represented by those at the meeting of such shareholders shall be one-third or more with such rights present thereat.	ARTICLE 17. Except as otherwise provided for by law or herein, resolutions at a general shareholders' meeting may be made by the majority of voting rights of the shareholders with such rights. 2. Pursuant to the regulations set forth in Article 309, Paragraph 2 of the Corporation Law, resolutions shall be made by voting rights equivalent to the two-thirds or more of the voting rights of the shareholders with such rights and the number of shares with voting rights held or represented by those at the meeting of such shareholders shall be one-third or more with such rights present thereat.
(Use of Voting Rights though a Proxy)	(Use of Voting Rights though a Proxy)
ARTICLE 18. A shareholder may exercise his/her voting rights through a proxy, who shall be another shareholder in the Company. Such shareholder or proxy shall submit to the Company a written proxy notice at the time of each general shareholders' meeting.	ARTICLE 18. A shareholder may exercise his/her voting rights through a proxy, who shall be another shareholder in the Company. 2. Such shareholder or proxy shall submit to the Company a written proxy notice at the time of each general shareholders' meeting.
(Number of Directors)	(Number of Directors)
ARTICLE 19. The Company shall have 15 or fewer directors.	ARTICLE 19. The Company shall have 10 or fewer directors.
(Procedure of Selection)	(Procedure of Selection)
ARTICLE 20. Directors shall be elected at the resolution of a general shareholders' meeting. The election of a Director shall be conducted by shareholders present thereat who can exercise voting rights equivalent to one-third or more of the voting rights of all the shareholders and by the majority of the voting rights represented at the meeting. No cumulative voting shall be conducted for the election of directors.	ARTICLE 20. Directors shall be elected at the resolution of a general shareholders' meeting. 2. The election of a Director shall be conducted by shareholders present thereat who can exercise voting rights equivalent to one-third or more of the voting rights of all the shareholders and by the majority of the voting rights represented at the meeting. 3. No cumulative voting shall be conducted for the election of directors.
ARTICLE 21. (Omitted)	ARTICLE 21. (Unchanged)
(Directors in Special Posts)	(Directors in Special Posts)
ARTICLE 22.	ARTICLE 22.

The Board of Directors may appoint by resolution one Chairman of the Board, one Vice Chairman of the Board, one President, and one or more Executive Vice Presidents, Senior Managing Directors and Managing Directors.	The Board of Directors may appoint by resolution one Chairman of the Board, one Vice Chairman of the Board and one President.
ARTICLE 23. (Omitted)	ARTICLE 23. (Unchanged)
(Counselors and Advisors)	(Deleted)
ARTICLE 24.	
The Board of Directors may appoint by resolution one or more Chairman Emeritus and Advisors.	
ARTICLE 25, ARTICLE 26. (Omitted)	ARTICLE 24, ARTICLE 25. (Unchanged)
(Persons having the Calling Rights and Chairman)	(Persons having the Calling Rights and Chairman)
ARTICLE 27.	ARTICLE 26.
Except as otherwise provided for by law, meetings of the Board of Directors shall be called by the Chairman of the Board and he shall act as chairman of meetings of the Board of Directors.	Except as otherwise provided for by law, meetings of the Board of Directors shall be called by the Chairman of the Board and he shall act as chairman of meetings of the Board of Directors.
Should the Chairman of the Board be unable to so act or where he has vacated his post, any one of the other directors determined in accordance with the order provided at meetings of the Board of Directors shall so act.	2. Should the Chairman of the Board be unable to so act or where he has vacated his post, any one of the other directors determined in accordance with the order provided at meetings of the Board of Directors shall call the meeting of the Board of Directors and act as chairman.
ARTICLE 28 - ARTICLE 30. (Omitted)	ARTICLE 27 - ARTICLE 29. (Unchanged)
(Directors' Exemption from Liability)	(Directors' Exemption from Liability)
ARTICLE 31.	ARTICLE 30.
The Company may, by resolution of the Board of Directors, exempt any directors (including former directors) from liabilities as provided in Article 423, Paragraph 1 of the Company Law to the extent as provided in laws or regulations. However, such directors' liability exemption shall exclude their minimum liability amount stipulated by law.	The Company may, by resolution of the Board of Directors, exempt any directors (including former directors) from liabilities as provided in Article 423, Paragraph 1 of the Company Law to the extent as provided in laws or regulations. However, such directors' liability exemption shall exclude their minimum liability amount stipulated by law.
In accordance with Article 423, Paragraph 1 of the Company Law, the Company may enter into agreements with outside directors to limit their liability for their duties. However, the limit of the liabilities for their duties based on the agreement shall be the minimum liability amount stipulated by law.	2. In accordance with Article 423, Paragraph 1 of the Company Law, the Company may enter into agreements with directors (excluding executive directors, etc.) to limit their liability for their duties. However, the limit of the liabilities for their duties based on the agreement shall be the minimum liability amount stipulated by law.
ARTICLE 32. (Omitted)	ARTICLE 31. (Unchanged)
(Procedure of Selection)	(Procedure of Selection)
ARTICLE 33.	ARTICLE 32.
Audit & Supervisory Board Members shall be elected by resolutions at a general shareholders' meeting.	Audit & Supervisory Board Members shall be elected by resolutions at a general shareholders' meeting.
The resolutions of the election of Audit & Supervisory Board Member shall be conducted in the presence of shareholders who can exercise voting rights equivalent to one-third or more of all the shareholders and by the majority of their voting rights.	2. The resolutions of the election of Audit & Supervisory Board Member shall be conducted in the presence of shareholders who can exercise voting rights equivalent to one-third or more of all the shareholders and by the majority of their voting rights.

(Tenure of Office) ARTICLE 34. The tenure of office of Audit & Supervisory Board Members shall expire at the conclusion of the ordinary general shareholders' meeting concerning the last business year within four years following their assumption of office. The tenure of an Audit & Supervisory Board Member who shall be appointed as an alternate of a resigning Audit & Supervisory Board Member candidate shall be the same as the remaining term of the office of the resigning Audit & Supervisory Board Member. ARTICLE 35 - ARTICLE 38. (Omitted) (Audit & Supervisory Board Members' Exemption from Liability) ARTICLE 39. The Company may, by resolution of the Board of Directors, exempt any Audit & Supervisory Board Members (including former Audit & Supervisory Board Members) from liabilities as provided in Article 423, Paragraph 1 of the Company Law to the extent as provided in laws or regulations. However, such Audit & Supervisory Board Members' liability exemption shall exclude their minimum liability amount stipulated by law. In accordance with Article 423, Paragraph 1 of the Company Law, the Company may enter into agreements with outside Audit & Supervisory Board Members to limit their liability for their duties. However, the limit of the liabilities for their duties based on the agreement shall be the minimum liability amount stipulated by law. ARTICLE 40. (Omitted) (Tenure of Office) ARTICLE 41. The term of office for the Accounting Auditor shall expire at the conclusion of the ordinary general shareholders' meeting concerning the last business year within one year following their assumption of office. However, the Accounting Auditor is deemed to be reappointed at the above ordinary general shareholders' meeting provided that there is no resolution to the contrary. ARTICLE 42 - ARTICLE 44. (Omitted)	(Tenure of Office) ARTICLE 33. The tenure of office of Audit & Supervisory Board Members shall expire at the conclusion of the ordinary general shareholders' meeting concerning the last business year within four years following their assumption of office. 2. The tenure of an Audit & Supervisory Board Member who shall be appointed as an alternate of a resigning Audit & Supervisory Board Member candidate shall be the same as the remaining term of the office of the resigning Audit & Supervisory Board Member. ARTICLE 34 - ARTICLE 37. (Unchanged) (Audit & Supervisory Board Members' Exemption from Liability) ARTICLE 38. The Company may, by resolution of the Board of Directors, exempt any Audit & Supervisory Board Members (including former Audit & Supervisory Board Members) from liabilities as provided in Article 423, Paragraph 1 of the Company Law to the extent as provided in laws or regulations. However, such Audit & Supervisory Board Members' liability exemption shall exclude their minimum liability amount stipulated by law. 2. In accordance with Article 423, Paragraph 1 of the Company Law, the Company may enter into agreements with Audit & Supervisory Board Members to limit their liability for their duties. However, the limit of the liabilities for their duties based on the agreement shall be the minimum liability amount stipulated by law. ARTICLE 39. (Unchanged) (Tenure of Office) ARTICLE 40. The term of office for the Accounting Auditor shall expire at the conclusion of the ordinary general shareholders' meeting concerning the last business year within one year following their assumption of office. 2. However, the Accounting Auditor is deemed to be reappointed at the above ordinary general shareholders' meeting provided that there is no resolution to the contrary. ARTICLE 41 - ARTICLE 43. (Unchanged)

4. Appointment of 9 Directors

At the conclusion of the 123rd Ordinary General Shareholders' Meeting, the tenure of office of all 11 directors will expire.

Further, subject to the passage of Resolution 2 "Approval of Absorption-Type Company Split Agreement", the company will change its status to a holding company. Following the change to a holding company, the Board of Directors of the company will vigorously enhance its role of considering the medium to long-term policies and activities of the group while also strengthening its role of supervising the business execution of the member companies of the group.

Further to this, it is proposed that the number of internal directors be reduced by 3 and the number of outside directors increased by 1, making a total of 9 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	9 years
2	Tadashi Ishizuka	Representative Director and President Chief Operating Officer	Reappointment	2 years
3	Yutaka Yamazaki	Representative Director, Senior Executive Vice President, Chief Project Officer and Senior General Manager, Global Strategy Office	Reappointment	14 years
4	Kiyotaka Terajima	Director, Executive Vice President, Chief Financial Officer and Senior General Manager Corporate Administrative & Financial Affairs Division and Senior General Manager, Legal & Compliance Office	Reappointment	3 years
5	Masanori Suzuki	Director, Senior Executive Officer, General Manager, Global Strategy Office	Reappointment	5 years
6	Tetsuya Muramoto	Director, Senior Executive Officer, Senior General Manager, Oil & Gas Division	Reappointment	1 year
7	Shigeru Endo	Outside Director	Reappointment Outside Independent	6 years
8	Masayuki Matsushima	Outside Director	Reappointment Outside Independent	3 years
9	Kazuo Ueda	—	New Appointment Outside Independent	—

Note: The percentages of attendance at Board of Directors' Meetings by Outside Directors Shigeru Endo and Masayuki Matsushima during the 123rd fiscal period were 100% (15/15 times) and 93.3% (14/15 times) respectively.

	Name (Date of Birth)	Career Summary, Status, Responsibility or Significant Positions Concurrently Held	Company Shares Held
1	Masayuki Sato (May 18, 1955) Reappointment Term of office as a Director: 9 years (As of the conclusion of this Ordinary General Shareholders' Meeting)	Apr. 1979 Joined JGC CORPORATION 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 (current post)	20,600 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 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.		
2	Tadashi Ishizuka (October 3, 1951) Reappointment Term of office as a Director: 2 year (As of the conclusion of this Ordinary General Shareholders' Meeting)	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)	24,200 Shares
	[Reason for Nomination as Director] 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.		

	Name (Date of Birth)	Career Summary, Status, Responsibility or Significant Positions Concurrently Held	Company Shares Held
3	Yutaka Yamazaki (February 22, 1953) Reappointment Term of office as a Director: 14 years (As of the conclusion of this Ordinary General Shareholders' Meeting)	Apr. 1978 Joined JGC CORPORATION Jul. 2005 Director, Senior General Manager, Engineering Division Jun. 2006 Managing Director, Senior General Manager, Engineering Division Aug. 2007 Managing Director, Chief Information Officer and Senior General Manager, Technology & Engineering Division Jul. 2009 Managing Director, Senior General Manager, International Project Division Jun. 2011 Senior Managing Director, Senior General Manager, International Project Division Jul. 2013 Executive Vice President, Director Jun. 2014 Director, Senior Executive Vice President Sep. 2016 Director, Senior Executive Vice President, Senior General Manager, Global Strategy Office Jun. 2017 Representative Director, Senior Executive Vice President, Chief Project Officer and Senior General Manager, Global Strategy Office (current post)	38,570 shares
	[Reason for Nomination as Director] 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.		
4	Kiyotaka Terajima (March 3, 1959) Reappointment Term of office as a Director: 3 years (As of the conclusion of this Ordinary General Shareholders' Meeting)	Apr. 1981 Joined JGC CORPORATION 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 and Senior General Manager, Corporate Administrative &Financial Affairs Division and Senior General Manager, Legal &Compliance Office (current post)	7,800 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. 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	Masanori Suzuki (October 9, 1954) Reappointment Term of office as a Director: 5 years (As of the conclusion of this Ordinary General Shareholders' Meeting)	Apr. 1978 Joined the Ministry of International Trade and Industry, or MITI (currently the Ministry of Economy, Trade and Industry, or METI) Jun. 2004 Director-General, Business Environment Department, Small and Medium Enterprise Agency 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 Jul. 2007 Vice Director-General for Nuclear and Industrial Safety Agency Jul. 2008 Director-General, Industrial Science and Technology Policy and Environment Bureau Jul. 2010 Director-General, Manufacturing Industries Bureau Aug. 2011 Commissioner, Small and Medium Enterprise Agency Oct. 2013 Advisor, JGC CORPORATION Jun. 2014 Outside Director, NAGANO KEIKI CO., LTD. Jul. 2014 Director, Executive Officer, General Manager, Global Marketing Division Sep. 2016 Director, Senior Executive Officer, General Manager, Global Strategy Office (current post) Jun. 2018 Outside Director, NAGANO KEIKI CO., LTD. (current post)	8,500 shares
	[Reason for Nomination as Director] 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.		
6	Tetsuya Muramoto (April 7, 1963) Reappointment Term of office as a Director: 1 year (As of the conclusion of this Ordinary General Shareholders' Meeting)	Apr. 1988 Joined JGC CORPORATION Apr. 2011 Senior General Manager, Overseas Affiliate Strategy Office Jun. 2016 Executive Officer, Project Director, LNG Project Department, No. 1 Project Division Sep. 2016 Executive Officer, Senior General Manager, Americas Business Division, Oil & Gas Division Apr. 2018 Senior Executive Officer, Senior General Manager, Oil & Gas Division Jun. 2018 Director, Senior Executive Officer, Senior General Manager, Oil & Gas Division (current post)	6,269 shares
	[Reason for Nomination as Director] 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.		

	Name (Date of Birth)	Career Summary, Status, Responsibility or Significant Positions Concurrently Held	Company Shares Held
7	Candidate for an Outside Director Shigeru Endo (October 16, 1948) Reappointment Outside Independent Term of office as a Director: 6 years (As of the conclusion of this Ordinary General Shareholders' Meeting) Percentage of attendance at Board of Directors' Meetings during the 123rd fiscal period: 100% (15/15 times)	Apr. 1974 Joined the Ministry of Foreign Affairs Apr. 2001 Director-General, Middle Eastern and African Affairs Bureau Feb. 2002 Director-General, Consular and Migration Affairs Department 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 Mar. 2007 Ambassador extraordinary and plenipotentiary to the Republic of Tunisia Jul. 2009 Ambassador extraordinary and plenipotentiary to Saudi Arabia Oct. 2012 Retired from the Ministry of Foreign Affairs Jun. 2013 Outside Director, JGC CORPORATION (current post) Jun. 2013 Outside Director, IINO KAIUN KAISHA, LTD. (current post) Apr. 2014 Special Assistant to the Minister for Foreign Affairs (current post) Jun. 2018 Outside Director, ADEKA Corporation (current post) **[Significant Positions Concurrently Held]** Outside Director, IINO KAIUN KAISHA, LTD. Special Assistant to the Minister for Foreign Affairs Outside Director, ADEKA Corporation	0 share
	[Reason for Nomination as Outside Director] 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.		
8	Candidate for an Outside Director Masayuki Matsushima (June 15, 1945) Reappointment Outside Independent Term of office as a Director: 3 years (As of the conclusion of this Ordinary General Shareholders' Meeting) Percentage of attendance at Board of Directors' Meetings during the 123rd fiscal period: 93.3% (14/15times)	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. (current post) Sep. 2014 Senior Advisor, Integral Corporation (current post) Jun. 2016 Outside Director, JGC CORPORATION (current post) Jul. 2017 External Councillor, Grant Thornton Taiyo LLC (current post) **[Significant Positions Concurrently Held]** Senior Advisor, Integral Corporation External Councillor, Grant Thornton Taiyo LLC	0 share
	[Reason for Nomination as Outside Director] 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.		

	Name (Date of Birth)	Career Summary, Status, Responsibility or Significant Positions Concurrently Held	Company Shares Held
9	Candidate for an Outside Director Kazuo Ueda (September 20, 1951) New Appointment Outside Independent	Apr. 1989 Assistant Professor, Faculty of Economics, The University of Tokyo Mar. 1993 Professor, Faculty of Economics, The University of Tokyo Apr. 1998 Member of the Policy Board, Bank of Japan Apr. 2005 Professor, Graduate School of Economics, The University of Tokyo Oct. 2005 Dean, Graduate School of Economics, The University of Tokyo Oct. 2005 Dean, Faculty of Economics, The University of Tokyo Oct. 2008 Outside Director, Development Bank of Japan Inc. (current post) Apr. 2017 Director, Center for Advanced Research in Finance, The University of Tokyo (current post) Apr. 2017 Professor, Faculty of International Studies, Kyoritsu Women's University (current post) Jun. 2017 Professor Emeritus, The University of Tokyo (current post) Jun. 2017 Outside Audit & Supervisory Board Member, MELCO HOLDINGS INC. (current post) **[Significant Positions Concurrently Held]** Outside Director, Development Bank of Japan Inc. Director, Center for Advanced Research in Finance, The University of Tokyo Professor, Faculty of International Studies, Kyoritsu Women's University Outside Audit & Supervisory Board Member, MELCO HOLDINGS INC.	0 share
	[Reason for Nomination as Outside Director] Mr. Kazuo Ueda does not have direct experience in company management, but he has abundant academic experience as an expert on macroeconomics. 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, and the Company will 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.

2. The term of office for Tadashi Ishizuka shows 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 entered into agreements 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 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. If the election of Mr. Kazuo Ueda is approved, the Company plans to enter into a similar agreement limiting liability for damages with him.

5. Masayuki Matsushima is scheduled to step down from his position as Outside Director of Mitsui O.S.K. Lines, Ltd. on June 25, 2019.

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

The amount of remuneration for Directors of the Company was approved to be no more than 690 million yen per year at the Company's 113th Ordinary General Shareholders' Meeting held on June 26, 2009.

The Company hereby proposes to grant restricted shares to Directors (excluding Outside Directors) of the Company ("Eligible Directors") within the scope of the aforementioned remuneration for Directors in order to enable them to share the benefits and risks of share price fluctuations with shareholders, and provide them a greater incentive to increase the share price and further increase the JGC Group's corporate value over the medium to long term, as part of the revision to its remuneration package for officers.

The Company, therefore, proposes that the remuneration to be paid to Eligible Directors for the purpose of granting them restricted shares shall be monetary remuneration claims, and the total amount shall be no more than 25 million yen per year, the level of amount deemed to be reasonable based on the above objective.

The number of Eligible Directors is currently nine, but the number of Eligible Directors will be six if agenda item 4 "Appointment of 9 Directors" is approved and adopted as originally proposed. The specific timing of payment and amount to be paid to each Eligible Director shall be deliberated by the Remuneration Committee, and the Board of Directors shall make the final decision.

An overview of the restricted shares, the flow of granting, the amount to be paid in, the total number and the details of the allotment agreement are as follows:

1. Overview of restricted shares

The restricted shares granted to Eligible Directors under this proposal are common shares of the Company with a restriction not to dispose of them in any way for a fixed period such as assignment to a third party or creation of a security interest.

2. Flow of granting restricted shares

(1) The Company shall pay the Eligible Directors monetary remuneration claims within the above annual limit as remuneration related to restricted shares in accordance with the resolution of the Board of Directors of the Company.

(2) Each Eligible Director shall contribute all monetary remuneration claims in kind to the Company.

(3) The Company shall allot restricted shares to each of the Eligible Directors for the contribution in kind through issuance or disposal of common shares of the Company.

* The Company shall provide the above monetary remuneration claims on the condition that the Eligible Directors have agreed to the above contribution in kind and entered into a restricted share allotment agreement that includes the provisions stipulated in 5. below.

3. Amount to be paid in for restricted shares

The amount to be paid in for restricted shares shall be determined by the Company's Board of Directors to be within the extent that the amount will not be particularly advantageous to Directors who subscribe to the Company's restricted shares based on the closing price of the Company's common shares on the Tokyo Stock Exchange on the business day immediately before each date of resolution by the Board of Directors regarding the issuance or disposal of shares (if there is no closing price on such date, the closing price on the closest preceding trading day).

4. Total number of restricted shares

The total number of restricted shares allotted to Eligible Directors shall be no more than 19,800 shares per year.

However, if, on or after the day on which this proposal is resolved, the Company performs an act that affects the value per share, such as a share split or a reverse share split of its common shares, the total number of restricted shares shall be reasonably adjusted.

5. Provisions of the restricted share allotment agreement

The Company shall enter into a restricted share allotment agreement with each Eligible Director that includes the following provisions when allotting restricted shares.

(1) Details of transfer restrictions

A Director who receives allotment of restricted shares may not dispose of the restricted shares allotted ("Allotted Shares") in any way such as assignment to a third party or creation of a security interest for a period between three years and 30 years determined by the Board of Directors of the Company (the "Restriction Period"). Such restrictions are collectively referred to as "transfer restrictions."

(2) Lifting of transfer restrictions

The Company shall lift the transfer restrictions of all of the Allotted Shares upon expiration of the Restriction Period, on the condition that the Director who received allotment of restricted shares has remained in the position of Director, Executive Officer or employee of the Company or the Company's subsidiaries from the commencement date of the Restriction Period until the date of the first Ordinary General Shareholders' Meeting of the Company.

However, if the Director retires from the position of Director, Executive Officer or employee of the Company or the Company's subsidiaries before the expiration of the Restriction Period due to a reason the Board of Directors of the Company deems justifiable, the Company shall rationally adjust the number of the Allotted Shares on which the transfer restrictions are to be lifted, and the timing of lifting as needed.

(3) Treatment of reorganization, etc.

If, during the Restriction Period, matters relating to a merger agreement in which the Company is the disappearing company, a share exchange agreement or share transfer plan in which the Company becomes a wholly-owned subsidiary, or other reorganization, etc. are approved at the Company's General Shareholders' Meeting (or at a meeting of its Board of Directors in cases where approval at the Company's General Shareholders' Meeting is not required in relation to the reorganization, etc.), the Company shall lift the transfer restrictions on the Allotted Shares with the number of shares that is reasonably determined considering the period from the start date of the Restriction Period to the date of approval of the reorganization, etc., prior to the date on which the reorganization, etc. becomes effective, by resolution of the Board of Directors of the Company.

(4) Acquisition of restricted shares without contribution

If a Director who received allotment of restricted shares retires from the position of Director, Executive Officer or employee of the Company or the Company's subsidiaries by the day immediately preceding the date of the first Ordinary General Shareholders' Meeting after the commencement of the Restriction Period, the Company shall automatically acquire all of such Allotted Shares without contribution, unless for a reason the Company's Board of Directors deems justifiable.

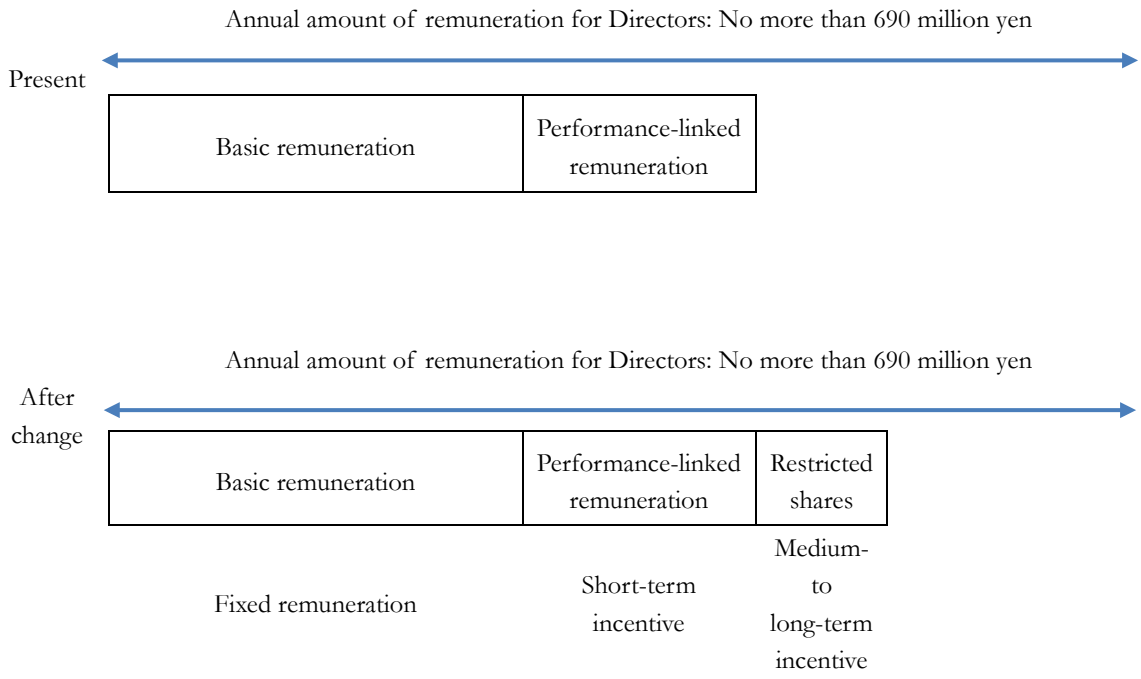
The Company shall automatically acquire without contribution the Allotted Shares on which the transfer restrictions have not been lifted if they exist pursuant to provisions of (2) above at

the point in time when the Restriction Period pursuant to provisions of (1) above expires, or they exist immediately after the transfer restrictions were lifted pursuant to provisions of (3) above.

(Reference Information)

The change to the Director's remuneration system is envisaged to be as follows if this proposal is approved and adopted as originally proposed.

<Image of Change to Directors' Remuneration System>



* Remuneration for Outside Directors is only basic remuneration at present and after the change.

END

[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.