

July 12, 2021

To whom it may concern:

Company name: JGC HOLDINGS CORPORATION
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Notice on Issuance of New Shares as Restricted Stock Compensation

JGC HOLDINGS CORPORATION announces that at the Board of Directors meeting held on July 12, 2021 it was resolved to issue new shares as restricted stock compensation (hereafter, the “issuance of new shares”) as follows:

1. Overview of the issue

(1) Payment date	August 6, 2021
(2) Type and number of shares from issue	121,855 common shares of JGC HOLDINGS
(3) Issue price	1,002 yen per share
(4) Issue amount	122,098,710 yen
(5) Scheduled recipients	- JGC HOLDINGS’ directors (*): 13,713 shares for 3 directors *Excluding outside directors - JGC HOLDINGS’ executive officers: 21,561 shares for 9 executive officers - Directors of JGC HOLDINGS’ subsidiary: 37,102 shares for 20 directors - Executive officers of JGC HOLDINGS’ subsidiary: 48,628 shares for 23 executive officers - Associate executive officer of JGC HOLDINGS’ subsidiary: 851 shares for 1 associate executive officer
(6) Other matters	A written Securities Registration Statement based on the Financial Instruments and Exchange Act has been submitted for the issuance of new shares.

2. Purpose and reasons for issuance

JGC HOLDINGS resolved at its Board of Directors meeting held on May 14, 2019 to introduce a restricted stock compensation system (hereafter, the system) for the purpose of enabling JGC HOLDINGS’ directors (excluding outside directors, hereafter “applicable directors”) to share the benefits and risks of stock price fluctuations with shareholders and even further expanding incentives toward an increase in the stock price and medium to long-term improvements in corporate value of the JGC Group. In addition, at JGC HOLDINGS’ 123rd general shareholders meeting held on June 27, 2019, approval was given to setting the total amount of monetary compensation claims paid as compensation, etc. related to restricted stock to the

applicable directors under the system at up to 25 million yen per year, setting 19,800 shares as the limit for the total number of restricted stock allocated to applicable directors in each fiscal year, and setting the restricted period for restricted stock as a period of time prescribed by JGC HOLDINGS' Board of Directors from 3 years to 30 years, etc.

In addition, following the resolution of JGC HOLDINGS' 123rd general shareholders meeting to approve the restricted stock compensation on transfer to the subject directors, the Board of Directors meeting of JGC HOLDINGS decided to introduce the same restricted stock compensation system on transfer to the executive officers of JGC HOLDINGS, the directors of the JGC HOLDINGS' major subsidiaries (hereafter, "JGC HOLDINGS' subsidiaries") (*1) at each general shareholders meeting, and the executive officers and associate executive officer of JGC HOLDINGS' subsidiaries at each Board of Directors meeting of JGC HOLDINGS' subsidiaries.

It was resolved at the meeting of JGC HOLDINGS' Board of Directors held on July 12, 2021 that as restricted stock compensation for the period from JGC HOLDINGS' 125th general meeting of shareholders held on June 29, 2021 to JGC HOLDINGS' 126th general meeting of shareholders scheduled to be held in June 2022 for applicable directors, as restricted stock compensation for fiscal year 2021 (April 1, 2021 to March 31, 2022) for JGC HOLDINGS' executive officers, as restricted compensation for the period from JGC HOLDINGS' subsidiaries' each general meeting of shareholders held in June 2021 to JGC HOLDINGS' subsidiaries' each general meeting of shareholders scheduled to be held in June 2022 for applicable directors, as restricted stock compensation for fiscal year 2021 (April 1, 2021 to March 31, 2022) for JGC HOLDINGS' subsidiaries' each executive officers(*2) or associate executive officer, 121,855 common shares of JGC HOLDINGS would be allocated as special restricted stock to the scheduled recipients consisting of 3 applicable directors, 9 of JGC HOLDINGS' executive officers, 20 directors, 23 executive officers and 1 associate executive officer of each of JGC HOLDINGS' subsidiaries, (hereafter, "applicable recipients") in response to the applicable recipients' investment in kind to JGC HOLDINGS of a total of 122,098,710 yen as all of the monetary compensation claims provided by JGC HOLDINGS. The amount of monetary compensation claims for the applicable recipients shall be determined after taking into comprehensive consideration the degree of contribution by each applicable recipient at the JGC Group. Note that the monetary compensation claims will be provided under the condition that the applicable recipient signs a restricted stock allocation agreement (hereafter, "allocation agreement") with JGC HOLDINGS that generally includes the contents prescribed below.

In addition, the restricted period shall be 30 years so that the purpose of the introduction of the system of enabling applicable recipients to share the benefits and risks of stock price fluctuations with shareholders and even further expanding incentives toward an increase in the stock price and medium to long-term improvements in corporate value of the JGC Group can be achieved for as long as possible.

(*1) JGC CORPORATION, JGC JAPAN CORPORATION, JGC Catalysts and Chemicals Ltd., JAPAN FINE CERAMICS CO., LTD., JAPAN NUS Co., Ltd.

(*2) JGC HOLDINGS will allocate shares of its common stock to one executive officer of JGC JAPAN CORPORATION as restricted stock compensation for two fiscal years (April 1, 2020 to March 31, 2022).

3. Overview of the allocation agreement

(1) Restricted period: August 6, 2021 to August 5, 2051

During the restricted period prescribed above (hereafter, the “restricted period”), an applicable recipient cannot transfer to a third party, establish the right of pledge on, assign as mortgage, provide as an inter vivos gift, bequeath, or conduct any other disposition with the restricted stock allocated to that applicable recipient (hereafter, “allocated stock”).

(2) Gratuitous acquisition of restricted stock

Should an applicable recipient resign or retire from the position of director, executive officer or associate executive officer of JGC HOLDINGS or a subsidiary of JGC HOLDINGS from the start date of the restricted period until the day prior to the date of the first general shareholders meeting of JGC HOLDINGS held after that (if the applicable recipient is an executive officer of JGC HOLDINGS, until the day prior to the end of JGC HOLDINGS’ first fiscal year after that; if the applicable recipient is a director of JGC HOLDINGS’ subsidiary, until the day prior to the date of the first general shareholders meeting of JGC HOLDINGS’ subsidiary held after that; if the applicable recipient is an executive officer or associate executive officer of JGC HOLDINGS’ subsidiary, until the day prior to the end of JGC HOLDINGS’ subsidiary’s first fiscal year after that), JGC HOLDINGS shall gratuitously acquire all allocated stock as a matter of course as of the date of resignation or retirement, excluding cases in which JGC HOLDINGS’ Board of Directors deems there to be a legitimate reason.

In addition, if there is allocated stock for which restrictions have not been removed based on reasons for removal of restrictions stipulated in (3) below as of the completion of the restricted period (hereafter, “completion of the restricted period”), JGC HOLDINGS shall gratuitously acquire this stock as a matter of course immediately following the completion of the restricted period.

(3) Removal of restrictions

JGC HOLDINGS shall remove any restrictions on all allocated stock held by the applicable recipient at that time as of the completion of the restricted period, under the condition that the applicable recipient occupies the position of director, executive officer, associate executive officer or employee of JGC HOLDINGS or a subsidiary thereof from the start date of the restricted period continuously until the date of the first general shareholders meeting of JGC HOLDINGS held after that (if the applicable recipient is an executive officer of JGC HOLDINGS, until the end of JGC HOLDINGS’ first fiscal year after that; if the applicable recipient is a director of JGC HOLDINGS’ subsidiary, until the date of the first general shareholders meeting of JGC HOLDINGS’ subsidiary held after that; and if the applicable recipient is an executive officer or associate executive officer of JGC HOLDINGS’ subsidiary, until the end of JGC HOLDINGS’ subsidiary’s first fiscal year after that). However, should the applicable recipient resign or retire from the position of director, executive officer, associate executive officer or employee of JGC HOLDINGS or a subsidiary thereof before the completion of the restricted period for a reason deemed legitimate by JGC HOLDINGS’ Board of Directors, restrictions shall be released immediately following resignation or retirement for the amount of allocated stock calculated by dividing the number of months from

July 2021 (from April 2021 if the applicable recipient is an executive officer of JGC HOLDINGS; from July 2021 if the applicable recipient is a director of JGC HOLDINGS' subsidiary and from April 2021 if the applicable recipient is an executive officer or associate executive officer of JGC HOLDINGS' subsidiary) to the month including the day the applicable recipient resigned or retired from the position of director, executive officer, associate executive officer or employee of JGC HOLDINGS or a subsidiary thereof by 12 (if, however, the result of calculation is greater than 1, 1 shall be used), and multiplying that figure by the number of allocated shares held by the applicable recipient at that time (fractions of less than one share that arise as a result of this calculation are to be rounded down to the nearest share).

(4) Stipulations on the management of shares

An applicable recipient shall open an account stating or registering the allocated shares through a method designated by JGC HOLDINGS at SMBC Nikko Securities Inc., and the allocated shares shall be stored and retained in that account until the restrictions are released.

(5) Handling of organizational restructuring, etc.

If a proposal regarding a merger agreement in which JGC HOLDINGS is the non-surviving entity, a stock exchange agreement or stock transfer plan in which JGC HOLDINGS becomes a wholly owned subsidiary, or other organizational restructuring, etc. is approved by the general shareholders meeting of JGC HOLDINGS (of JGC HOLDINGS' Board of Directors if the approval of the general shareholders meeting of JGC HOLDINGS is not required for the organizational restructuring, etc.) during the restricted period, the restrictions shall be removed immediately before the business day prior to the effective date of the organizational restructuring, etc. based on a resolution by JGC HOLDINGS' Board of Directors for the amount of allocated stock calculated by dividing the number of months from July 2021 (from April 2021 if the applicable recipient is an executive officer of JGC HOLDINGS; from July 2021 if the applicable recipient is a director of JGC HOLDINGS' subsidiary and from April 2021 if the applicable recipient is an executive officer or associate executive officer of JGC HOLDINGS' subsidiary) to the month including the approval date by 12 (if, however, the result of calculation is greater than 1, 1 shall be used) and multiplying that figure by the number of allocated shares held by the applicable recipient at that time (fractions of less than one share that arise as a result of this calculation are to be rounded down to the nearest share).

In that case, JGC HOLDINGS shall gratuitously acquire as a matter of course all of the allocated stock on which the transfer restrictions have not been released as of the business day prior to the date on which the reorganization, etc. becomes effective based on the provisions above.

4. Basis for calculation of payment amount and the specific details

The issue price for the issuance of new shares shall be the closing price of 1,002 yen of the common shares of JGC HOLDINGS at the Tokyo Stock Exchange as of the business day immediately prior to the date of the resolution by JGC HOLDINGS' Board of Directors (July 9, 2021) for a price that eliminates arbitrariness. As this is the market stock price immediately

prior to the date of the resolution by JGC HOLDINGS' Board of Directors, it is believed to be reasonable and to not constitute a particularly favorable price.