

On Results of Voting Rights Exercised at the 97th Ordinary General Meeting of Shareholders

Announcement is made on the results of the voting rights exercised at the 97th Ordinary General Meeting of Shareholders of AGC Inc. (“Company”) held on March 30, 2022, as follows:

1. Contents of the Matters for Resolution

Proposal No.1: Appropriation of Retained Earnings

This Proposal was approved and adopted as proposed. As a result, it was decided that the year-end dividends for the 97th fiscal year will be 130 yen (ordinary dividend: 80 yen; special dividend: 50 yen) per share.

Proposal No. 2: Partial Amendment to the Articles of Incorporation

This Proposal was approved and adopted as proposed changing the description of the business purposes stipulated in Article 2 of the Articles of Incorporation in line with the current status of the Company’s businesses and changing Article 15 of the Articles of Incorporation with supplementary provisions in order to prepare for the introduction of a system to electronically provide materials for the General Meeting of Shareholders.

On the contents of the latest Articles of Incorporation, please visit the Company’s website (<https://www.agc.com/en/company/governance/index.html>).

Proposal No. 3: Election of Seven Directors

For this Proposal, seven Directors, Mr. Takuya Shimamura (re-elected), Dr. Yoshinori Hirai (re-elected), Mr. Shinji Miyaji (re-elected), Mr. Hideyuki Kurata (re-elected), Mr. Hiroyuki Yanagi (re-elected), Ms. Keiko Honda (re-elected) and Dr. Isao Teshirogi (newly elected), were elected and assumed office.

Proposal No. 4: Election of One Audit & Supervisory Board Member

For this Proposal, one Audit & Supervisory Board Member, Mr. Tatsuro Ishizuka (newly elected), was elected and assumed office.

Proposal No. 5: Revision of the Amount of Compensation, etc. for Monthly Compensation and Bonuses for Directors

This Proposal was approved and adopted as proposed revising the amount of compensation, etc. regarding the monthly compensation and bonuses, among the amount of compensation and other emoluments, for Directors of the Company to 750 million yen or less per year (including 67 million yen or less per year for Outside Directors).

Proposal No. 6: Revision of the Upper Limits on Contribution Amount and Number of Shares to be Delivered, etc. in the Stock Compensation Plan for Directors, etc.

This Proposal was approved and adopted as proposed revising, on the stock compensation plan under which the Company shall deliver and provide (“Deliver, etc.”) the shares of the Company and the amount of cash equivalent to the conversion value of the shares of the Company (“Shares, etc.”) to Directors and Executive Officers of the Company (excluding non-residents of Japan), the upper limit of money that will be contributed by the Company to 2 billion 250 million yen (including 25 million yen for Outside Directors) for three fiscal years each and the upper limit of the number of the Shares, etc. that will be Delivered, etc. to eligible persons to 495,000 shares (including 6,000 shares for Outside Directors) for three fiscal years each.

2. The Number of Voting Rights Regarding the Manifestation of Intention of For, Against and Abstain for the Matters for Resolution, Requirements to Adopt Such Matters for Resolution, and Results of Such Resolution

Matters for Resolution	For	Against	Abstain	Requirements to Adopt	Results of Resolution (Approval Ratio)
Proposal No. 1	1,717,127	828	153	(Note ¹)	Approved (99.76%)
Proposal No. 2	1,715,914	1,096	1,105	(Note ²)	Approved (99.69%)
Proposal No. 3				(Note ³)	
Takuya Shimamura	1,689,221	28,174	701		Approved (98.14%)
Yoshinori Hirai	1,676,801	40,593	701		Approved (97.41%)
Shinji Miyaji	1,700,386	17,012	701		Approved (98.78%)
Hideyuki Kurata	1,701,944	15,454	701		Approved (98.87%)
Hiroyuki Yanagi	1,706,170	11,229	701		Approved (99.12%)
Keiko Honda	1,706,196	11,204	701		Approved (99.12%)
Isao Teshirogi	1,710,285	7,117	701		Approved (99.36%)
Proposal No. 4				(Note ³)	
Tatsuro Ishizuka	1,709,244	8,136	701		Approved (99.30%)
Proposal No. 5	1,712,620	4,668	820	(Note ¹)	Approved (99.49%)
Proposal No. 6	1,433,637	283,767	701	(Note ¹)	Approved (83.29%)

- Notes: 1. By a majority approval of the voting rights of the attending shareholders who are entitled to exercise their voting rights.
2. By a two-thirds majority approval of the voting rights of the attending shareholders who have one-third or more of the voting rights of the shareholders entitled to exercise their voting rights.
3. By a majority approval of the voting rights of the attending shareholders who have one-third or more of the voting rights of the shareholders entitled to exercise their voting rights.

3. The Reason Why Part of the Numbers of the Voting Rights of Shareholders Who Attended the General Meeting of Shareholders were not Added to the Number of Voting Rights
By totaling the number of the voting rights exercised by the day before the date of this General Meeting of Shareholders and the number of the voting rights of which confirmation could be made on for, against, etc. of the shareholders attending on the date, each matter for resolution met the requirements to adopt and the resolutions were lawfully passed under the Companies Act. Therefore, on the voting rights other than the above, they are not added to the number of the voting rights regarding the manifestation of intention of for, against and abstain.