

April 2, 2019

Corporate Name: AGC Inc.
President & CEO: Takuya Shimamura
(Code Number: 5201 TSE 1st section)
Contact: Kazumi Tamaki, General Manager
Corporate Communication & Investor Relations Dept.
Phone: +81-3-3218-5603

Notice regarding Secondary Offering of Shares

AGC Inc. (hereinafter, the “Company”) announces that it has resolved a secondary offering of shares of the common stock of the Company as set forth below by the resolution of the board of directors as of 2 April 2019.

1. Secondary Offering of Shares (Offering by way of Purchase and Subscription by the Underwriters)
 - (1) Class and Number of Shares to be Offered 5,700,000 shares of common stock of the Company
 - (2) Sellers and Number of Shares to be Offered

Mizuho Bank, Ltd.	1,731,400 shares
Mitsubishi UFJ Trust and Banking Corporation	1,700,000 shares
MUFG Bank, Ltd.	1,218,600 shares
The Nomura Trust and Banking Co., Ltd. (Retirement Benefit Trust Account at MUFG Bank, Ltd.)	1,050,000 shares
 - (3) Selling Price To be decided. (The selling price will be determined in accordance with the method stated in Article 25 of the Regulations concerning Underwriting of Securities, etc., of the Japan Securities Dealers Association, based, in consideration of market demand and other conditions, on the preliminary pricing terms calculated by multiplying by a factor between 0.90 and 1.00, the closing price of the shares of common stock of the Company in regular trading on the Tokyo Stock Exchange Inc. (and rounding down to the nearest one yen), on a certain date between Monday, 15 April 2019 and Wednesday, 17 April 2019 (hereinafter, the “Selling Price Determination Date”) (or by using the closing price on the business day immediately preceding such date, if no closing price was recorded on such date.)
 - (4) Method of Offering The offering shall be an offering by way of purchase and subscription by the underwriters. Considerations for the underwriters in connection with the offering shall be the amount calculated by subtracting the aggregate underwriting value, which is amount to be paid by the

Disclaimer: This Company Announcement has been prepared for the purpose of announcing an offering of shares, and not for the purpose of soliciting investment or engaging in any other similar activities within or outside Japan. This press release does not constitute or form a part of any offer to sell, offer to purchase, solicitation to sell or solicitation to purchase or subscribe for securities in any jurisdiction in which such offer or solicitation or sale would be unlawful. Securities may not be offered or sold within the United States or to U.S. persons absent registration or an exemption from registration under the U.S. Securities Act of 1933, as amended, and the rules and regulations thereunder. Any public offering of securities to be made in the United States will be made by means of a prospectus. Such prospectus will contain detailed information about the company making the offer and its management and financial statements. The Company does not intend to register any securities in the United States, and no public offering of securities will be made in the United States or in any other jurisdiction where such an offering is restricted or prohibited. There will be no public offering of the securities referred to above in the United States.

underwriters to the seller, from the aggregate selling price.

- (5) Delivery Date The delivery date of the shares shall be the 6th business day following the Selling Price Determination Date
- (6) Advance on Subscription The same amount as selling price per share
- (7) Share Unit for Subscription 100 shares
- (8) The Representative Director or its nominee will be authorized to approve the selling price and any other matters necessary for this offering.

2. Secondary Offering of Shares (Offering by way of Over-Allotment)

- (1) Class and Number of Shares to be Offered 850,000 shares of common stock of the Company
The above-mentioned number of shares to be offered represents the maximum number of shares to be offered, and the actual number of shares to be offered may decrease, or the offering by way of over-allotment may not be carried out at all, subject to market demand and other conditions. The number of shares to be offered will be determined on the Selling Price Determination Date, considering the market demand and other conditions for the offering.
- (2) Seller Underwriter
- (3) Selling Price To be decided. (The selling price is currently undecided, but will be determined on the Selling Price Determination Date. The selling price will be the same as the selling price in the offering by way of purchase and subscription by the underwriters.)
- (4) Method of offering Taking into account market demand and other conditions for the offering by way of purchase and subscription by the underwriters, a secondary offering will be made of the shares of common stock of the Company borrowed from a shareholder of the Company.
- (5) Delivery Date The delivery date shall be the same as the delivery date in the offering by way of purchase and subscription by the underwriters.
- (6) Advance on Subscription The same amount as the selling price per share in the offering by way of purchase and subscription by the underwriters.
- (7) Share Unit for Subscription 100 shares
- (8) The Representative Director or its nominee will be authorized to approve the selling price and any other matters necessary for this offering.

Disclaimer: This Company Announcement has been prepared for the purpose of announcing an offering of shares, and not for the purpose of soliciting investment or engaging in any other similar activities within or outside Japan. This press release does not constitute or form a part of any offer to sell, offer to purchase, solicitation to sell or solicitation to purchase or subscribe for securities in any jurisdiction in which such offer or solicitation or sale would be unlawful. Securities may not be offered or sold within the United States or to U.S. persons absent registration or an exemption from registration under the U.S. Securities Act of 1933, as amended, and the rules and regulations thereunder. Any public offering of securities to be made in the United States will be made by means of a prospectus. Such prospectus will contain detailed information about the company making the offer and its management and financial statements. The Company does not intend to register any securities in the United States, and no public offering of securities will be made in the United States or in any other jurisdiction where such an offering is restricted or prohibited. There will be no public offering of the securities referred to above in the United States.

Purpose of the Secondary Offering of Shares

The Company has adopted a policy aiming to expand its individual shareholder base and broaden the spectrum of its shareholders.

Disclaimer: This Company Announcement has been prepared for the purpose of announcing an offering of shares, and not for the purpose of soliciting investment or engaging in any other similar activities within or outside Japan. This press release does not constitute or form a part of any offer to sell, offer to purchase, solicitation to sell or solicitation to purchase or subscribe for securities in any jurisdiction in which such offer or solicitation or sale would be unlawful. Securities may not be offered or sold within the United States or to U.S. persons absent registration or an exemption from registration under the U.S. Securities Act of 1933, as amended, and the rules and regulations thereunder. Any public offering of securities to be made in the United States will be made by means of a prospectus. Such prospectus will contain detailed information about the company making the offer and its management and financial statements. The Company does not intend to register any securities in the United States, and no public offering of securities will be made in the United States or in any other jurisdiction where such an offering is restricted or prohibited. There will be no public offering of the securities referred to above in the United States.