

15 April 2019

Corporate Name: AGC Inc.  
President & CEO: Takuya Shimamura  
(Code Number: 5201 TSE 1st section)  
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## Notice regarding the Pricing for the Secondary Offering of the Shares

AGC Inc. (hereinafter, the “Company”) announces that it has determined the selling price and other matters in relation to the secondary offering of shares of the common stock of the Company, which the board of directors resolved on 2 April 2019, as set forth below.

### 1. Secondary Offering of Shares (Offering by way of Purchase and Subscription by the Underwriters)

- |                                  |                        |
|----------------------------------|------------------------|
| (1) Selling price per Share      | JPY 3,816 per share    |
| (2) Aggregate Selling Price      | JPY 21,751,200,000     |
| (3) Underwriting Price per Share | JPY 3,658.60 per share |
| (4) Aggregate Underwriting Price | JPY 20,854,020,000     |
| (5) Delivery Date                | 23 April 2019          |

Note: The underwriters will underwrite the shares at the underwriting price and reoffer at the selling price.

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

- |                                    |                     |
|------------------------------------|---------------------|
| (1) Number of Shares to be Offered | 850,000 shares      |
| (2) Selling price per Share        | JPY 3,816 per share |
| (3) Aggregate Selling Price        | JPY 3,243,600,000   |
| (4) Delivery Date                  | 23 April 2019       |

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 Company Announcement 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.

<Reference>

1. Method of determining the Selling Price

(1) Determination date and price	15 April 2019	JPY 3,935
(2) Discount ratio		3.02%

2. Exercise Period of the Green Shoe Option

23 April 2019 – 17 May 2019

3. Syndicate Covering Transaction Period

18 April 2019 – 17 May 2019

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 Company Announcement 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.