

TRANSLATION FOR REFERENCE PURPOSES ONLY

This is a translation of the Notice to Convene the 101st Ordinary General Meeting of Shareholders, dated March 4, 2026, which is prepared for reference purposes only. In the event of any discrepancy between the original Japanese text and this translated English text, the original Japanese text shall prevail.

Notice to Convene the 101st Ordinary General Meeting of Shareholders

AGC Inc.

(Security Code: 5201)

Table of Contents

Notice to Convene the 101st Ordinary General Meeting of Shareholders	2
Reference Documents for the General Meeting of Shareholders	
Proposal No. 1: Appropriation of Surplus.....	4
Proposal No. 2: Partial Amendment to the Articles of Incorporation	5
Proposal No. 3: Election of Six Directors (excluding Directors who are Audit & Supervisory Committee Members).....	13
Proposal No. 4: Election of Four Directors who are Audit & Supervisory Committee Members	19
Proposal No. 5: Determination of the Amount of Remuneration, etc. for Directors (excluding Directors who are Audit & Supervisory Committee Members).....	28
Proposal No. 6: Determination of the Amount of Remuneration, etc. for Directors who are Audit & Supervisory Committee Members	29
Proposal No. 7: Revision of the Stock Compensation Plan for Directors (excluding Directors who are Audit & Supervisory Committee Members), etc.	30
Business Report.....	34
Consolidated Financial Statements	52



March 4, 2026

Yoshinori Hirai
Representative Director

AGC Inc.

1-5-1, Marunouchi, Chiyoda-ku, Tokyo

Dear Shareholders:

Notice to Convene the 101st Ordinary General Meeting of Shareholders

Notice is served that the 101st Ordinary General Meeting of Shareholders of AGC Inc. (“Company”) is to be held as below. The scene on the day of the General Meeting of Shareholders may be viewed by relayed live Internet streaming as well. (For how to view, please see the enclosed appendix “Guide to the Live Relay of the General Meeting of Shareholders and Questions in Advance.”)

In case you do not attend in person on the day, you may exercise your voting rights via the Internet or in writing (through postal mail) in advance. Please exercise your voting rights by no later than 5:00 p.m. on Thursday, March 26, 2026, (local time) after reviewing the attached Reference Documents for the General Meeting of Shareholders.

1. Date and Time: Friday, March 27, 2026, at 10:00 a.m. (Reception begins at 9:00 a.m.)

2. Place: Rose, 3rd Floor, Tokyo Kaikan
3-2-1, Marunouchi, Chiyoda-ku, Tokyo

3. Meeting Agenda:

Report Matters:

- (1) Report of the Business Report, Consolidated Financial Statements, and Accounting Auditor’s and Audit & Supervisory Board’s Audit Reports of the Consolidated Financial Statements for the 101st Term (from January 1, 2025, to December 31, 2025)
- (2) Report of the Non-Consolidated Financial Statements for the 101st Term (from January 1, 2025, to December 31, 2025)

Resolution Matters:

Proposal No. 1: Appropriation of Surplus

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

Proposal No. 3: Election of Six Directors (excluding Directors who are Audit & Supervisory Committee Members)

Proposal No. 4: Election of Four Directors who are Audit & Supervisory Committee Members

Proposal No. 5: Determination of the Amount of Remuneration, etc. for Directors (excluding Directors who are Audit & Supervisory Committee Members)

Proposal No. 6: Determination of the Amount of Remuneration, etc. for Directors who are Audit & Supervisory Committee Members

Proposal No. 7: Revision of the Stock Compensation Plan for Directors (excluding Directors who are Audit & Supervisory Committee Members), etc.

4. Matters Concerning Exercise of Voting Rights

- (1) In case the voting rights are exercised both via the Internet and by sending the voting form through postal mail, the voting rights exercised via the Internet will be considered as valid.
- (2) In case the voting rights are exercised multiple times via the Internet, the last exercise of the voting rights will be considered as valid.
- (3) In case your approval or disapproval of each proposal is not indicated in the voting form returned, it will be treated as if your approval has been indicated.

5. Matters Provided by Electronic Measures

- (1) On the occasion of convening this General Meeting of Shareholders, measures for electronic provision are taken on information contained in the Reference Documents for the General Meeting of Shareholders, etc. (matters provided by electronic measures), which is posted on the Company's website on the Internet as the "Notice to Convene the 101st Ordinary General Meeting of Shareholders" and "Materials for the 101st Ordinary General Meeting of Shareholders (Matters omitted from paper-based documents delivered)," so please access and check the Company's website below.

Company's website: <https://www.agc.com/en/ir/stock/meeting/index.html>

Matters provided by electronic measures are posted not only on the website above but also on the Tokyo Stock Exchange (TSE) website, so please access the TSE website (TSE Listed Company Announcements Service) below, enter and search for the issue name (AGC Inc.) or code (5201), select "Basic information" and "Documents for public inspection/PR information," and then check them in "[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting]" column under "Filed information available for public inspection".

TSE website (TSE Listed Company Announcements Service):

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

- (2) Based on the laws and regulations and Article 15 of the Company's Articles of Incorporation, the following matters, among the matters provided by electronic measures, are not stated in the paper-based documents delivered to shareholders who have made a request for delivery of such documents. The Audit & Supervisory Board Members and the Accounting Auditor audited documents which are subject to their audit, including the following matters.
 - (a) Business Report: "Status of Employees," "Main Lenders," "Matters Concerning Stock Acquisition Rights of the Company," "Outline of Liability Limitation Contracts," "Outline of Directors' and Officers' Liability Insurance Contracts," "Matters Concerning Outside Officers," "Matters Concerning Accounting Auditors," and "Corporate Policy over Internal Control and the Operational Status of Internal Control"
 - (b) Consolidated Financial Statements: "Consolidated Statements of Changes in Equity" and "Notes to the Consolidated Financial Statements"
 - (c) Non-Consolidated Financial Statements: "Balance Sheets," "Statements of Operation," "Statements of Changes in Net Assets" and "Notes to the Non-Consolidated Financial Statements"
 - (d) Audit Reports: "Accounting Auditor's Audit Report Regarding Consolidated Financial Statements," "Accounting Auditor's Audit Report," and "Audit & Supervisory Board's Audit Report"

END

Note:

If any correction to the matters provided by electronic measures occurs, such occurrence, matters before the correction and matters after the correction will be posted on the above Company's website and TSE website on the Internet.

Reference Documents for the General Meeting of Shareholders

Proposals and Reference Matters

Proposal No. 1: Appropriation of Surplus

The AGC Group will, while maintaining financial soundness, prioritize the use of cash generated from business activities for capital investment in strategic businesses and other areas necessary for future growth, M&A, and R&D, etc.

On shareholder return, the Company will maintain stable dividends with a target ratio of dividends attributable to owners of parent company (DOE) of around 3% while comprehensively considering such factors as consolidated business performance in the fiscal year under review and future demand for funds. In addition, the Company will make comprehensive decisions concerning the acquisition of treasury shares, while taking into consideration comparisons with other investment projects, capital efficiency, and financial position.

On the appropriation of surplus for this term, the proposal is made under this policy as follows:

Matters concerning year-end dividends

Taking into account the business performance for this term, managerial environment, future business development, etc., the proposal is 105 yen per share.

- (1) Matters concerning the allocation of dividend property for shareholders and their total amount

105 yen per ordinary share of the Company

Total amount: 22,298,238,795 yen

- (2) Effective date of payment of dividends

March 30, 2026

If this proposal is approved and adopted as proposed, the annual dividends per share for this term, including the interim dividends, will be 210 yen per share, which is the same amount as the previous term.

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

1. Reasons for the Amendments

- (1) To realize value creation based on the AGC Group’s competitive advantages and further strengthen the supervisory function of the Board of Directors, the Company intends to transition to a “Company with an Audit & Supervisory Committee” and to establish a Board of Directors where Outside Directors constitute the majority. In this transition, we will redefine the roles of the Board as: “setting the overall direction of management from a long-term perspective,” “encouraging appropriate risk-taking by the management,” and “overseeing the realization of value creation and evaluating and appointing executive officers.” On such basis, we will build a structure that maximizes these roles and deepen discussions to accelerate the AGC Group’s value creation.
- (2) In conjunction with the transition to a Company with an Audit & Supervisory Committee, the Company will make necessary amendments such as newly establishing provisions concerning Audit & Supervisory Committee Members and the Audit & Supervisory Committee, deleting provisions concerning Audit & Supervisory Board Members and the Audit & Supervisory Board, and establishing provisions related to the delegation of decision on important business executions.
- (3) In line with the addition and deletion of articles, necessary amendments such as renumbering of articles and adding paragraph numbers will be made.

2. Details of the Amendments

The details of the amendments are as follows. The amendments to the Articles of Incorporation under this proposal shall take effect upon the conclusion of this General Meeting of Shareholders.

(Underlined portions indicate amendments)

Current Articles of Incorporation	Proposed Amendments
<p>CHAPTER I GENERAL PROVISIONS</p> <p>Article 1. (Trade Name) The name of the Company shall be AGC Kabushiki Kaisha, and in English, shall be AGC Inc.</p> <p>Article 2. (Purpose) The purpose of the Company shall be to engage in the following businesses: <u>1.</u> Manufacture, processing, sale and purchase of the following products and composite products: <u>(1)</u> Flat glass, fabricated glass, flat panel display glass and other glass products. <u>(2)</u> Refractories, refractory materials and other ceramic products. <u>(3)</u> Inorganic and organic industrial chemicals, synthetic resins, medical and</p>	<p>CHAPTER I GENERAL PROVISIONS</p> <p>Article 1. (Trade Name) The name of the Company shall be AGC Kabushiki Kaisha. <u>2.</u> In English, the name of the Company shall be AGC Inc.</p> <p>Article 2. (Purpose) The purpose of the Company shall be to engage in the following businesses: <u>(1)</u> Manufacture, processing, sale and purchase of the following products and composite products: <u>(i)</u> Flat glass, fabricated glass, flat panel display glass and other glass products. <u>(ii)</u> Refractories, refractory materials and other ceramic products. <u>(iii)</u> Inorganic and organic industrial chemicals, synthetic resins, medical and</p>

Current Articles of Incorporation	Proposed Amendments
<p>pharmaceutical products, regenerative medicine products, and other chemical and biotechnological products.</p> <p>(4) Medical treatment implements, physical and chemical appliances, other precision instruments, electric and electronic appliances, and parts and materials therefor.</p> <p>(5) Materials for civil engineering and architecture.</p> <p>(6) Anti-pollution equipment and facilities.</p> <p>2. Manufacture, sale and purchase of equipment and units relating to the products enumerated in the preceding subparagraph.</p> <p>3. Sale and purchase of technology and other information relating to any of the preceding subparagraphs.</p> <p>4. Design, supervision and execution of civil engineering and architectural works.</p> <p>5. Mining, processing, sale, and purchase of oil, combustible natural gas and other minerals.</p> <p>6. Sale, purchase, lease, brokering and maintenance of real estate.</p> <p>7. Loan, guarantee of debt and factoring.</p> <p>8. Sale, purchase, holding and investment in securities.</p> <p>9. Freightage by land, sea and air, and warehousing of such freight.</p> <p>10. Supply of electric power.</p> <p>11. Casualty insurance agency and life insurance solicitation-related activities.</p> <p>12. Other businesses relating to or incidental to any of the preceding subparagraphs.</p>	<p>pharmaceutical products, regenerative medicine products, and other chemical and biotechnological products.</p> <p>(iv) Medical treatment implements, physical and chemical appliances, other precision instruments, electric and electronic appliances, and parts and materials therefor.</p> <p>(v) Materials for civil engineering and architecture.</p> <p>(vi) Anti-pollution equipment and facilities.</p> <p>(2) Manufacture, sale and purchase of equipment and units relating to the products enumerated in the preceding subparagraph.</p> <p>(3) Sale and purchase of technology and other information relating to any of the preceding subparagraphs.</p> <p>(4) Design, supervision and execution of civil engineering and architectural works.</p> <p>(5) Mining, processing, sale, and purchase of oil, combustible natural gas and other minerals.</p> <p>(6) Sale, purchase, lease, brokering and maintenance of real estate.</p> <p>(7) Loan, guarantee of debt and factoring.</p> <p>(8) Sale, purchase, holding and investment in securities.</p> <p>(9) Freightage by land, sea and air, and warehousing of such freight.</p> <p>(10) Supply of electric power.</p> <p>(11) Casualty insurance agency and life insurance solicitation-related activities.</p> <p>(12) Other businesses relating to or incidental to any of the preceding subparagraphs.</p>
Articles 3 to 4 (Text omitted)	Articles 3 to 4 (No amendments)
CHAPTER II SHARES	CHAPTER II SHARES
Articles 5 to 8 (Text omitted)	Articles 5 to 8 (No amendments)
<p>Article 9. (Rights Concerning Shares Constituting Less than One Unit)</p> <p>Shareholders owning shares constituting less than one Unit shall not be entitled to exercise any rights except those stated below:</p> <p>1. Rights listed in each Item of Article 189, Paragraph 2 of the Companies Act (right to receive dividends of surplus; right to receive gratis distribution of shares; right to demand purchase of shares constituting less than one Unit; right to receive liquidating distribution; etc.).</p> <p>2. Right to demand purchase of stock with rights to demand purchase.</p> <p>3. Right to receive a pro rata allotment of offered shares and offered stock acquisition rights.</p> <p>4. Right to request for sale of shares constituting less than one Unit set forth in the preceding Article.</p>	<p>Article 9. (Rights Concerning Shares Constituting Less than One Unit)</p> <p>Shareholders owning shares constituting less than one Unit shall not be entitled to exercise any rights except those stated below:</p> <p>(1) Rights listed in each Item of Article 189, Paragraph 2 of the Companies Act (right to receive dividends of surplus; right to receive gratis distribution of shares; right to demand purchase of shares constituting less than one Unit; right to receive liquidating distribution; etc.).</p> <p>(2) Right to demand purchase of stock with rights to demand purchase.</p> <p>(3) Right to receive a pro rata allotment of offered shares and offered stock acquisition rights.</p> <p>(4) Right to request for sale of shares constituting less than one Unit set forth in the preceding Article.</p>

Current Articles of Incorporation	Proposed Amendments
<p>Article 10. (Share Handling Regulations) The handling of shares of the Company shall be governed by the Share Handling Regulations to be adopted by the Board of Directors as well as relevant laws and ordinances and these Articles of Incorporation.</p> <p>Article 11. (Shareholder Registrar) The Company shall appoint a Shareholder Registrar. The Shareholder Registrar and its business office shall be <u>selected by resolution of the Board of Directors</u>, and public notice thereof shall be given.</p> <p>Preparation and keeping of the register of shareholders of the Company and the register of stock acquisition rights and other affairs relating to the register of shareholders and the register of stock acquisition rights shall be handled by the Shareholder Registrar and not by the Company.</p> <p>Article 12. (Record Date) The final shareholders appearing on the register of shareholders as of December 31 of each year shall be the shareholders entitled to exercise shareholder rights at the Ordinary General Meeting of Shareholders concerning such fiscal year. In addition to the preceding paragraph and other provisions in these Articles of Incorporation, if necessary, the Company may, with advance public notice, determine the shareholders and registered stock pledgees who are entitled to exercise the rights of a shareholder or a registered stock pledgee, based on the final entry in the register of shareholders as of a certain designated date.</p>	<p>Article 10. (Share Handling Regulations) The handling of shares of the Company shall be governed by the Share Handling Regulations to be adopted by the Board of Directors <u>or a Director delegated by a resolution of the Board of Directors</u>, as well as relevant laws and ordinances and these Articles of Incorporation.</p> <p>Article 11. (Shareholder Registrar) The Company shall appoint a Shareholder Registrar. <u>2.</u> The Shareholder Registrar and its business office shall be <u>designated by the Board of Directors or a Director delegated by a resolution of the Board of Directors</u>, and public notice thereof shall be given. <u>3.</u> Preparation and keeping of the register of shareholders of the Company and the register of stock acquisition rights and other affairs relating to the register of shareholders and the register of stock acquisition rights shall be handled by the Shareholder Registrar and not by the Company.</p> <p>Article 12. (Record Date) The final shareholders appearing on the register of shareholders as of December 31 of each year shall be the shareholders entitled to exercise shareholder rights at the Ordinary General Meeting of Shareholders concerning such fiscal year. <u>2.</u> In addition to the preceding paragraph and other provisions in these Articles of Incorporation, if necessary, the Company may, with advance public notice, determine the shareholders and registered stock pledgees who are entitled to exercise the rights of a shareholder or a registered stock pledgee, based on the final entry in the register of shareholders as of a certain designated date.</p>
<p>CHAPTER III GENERAL MEETING OF SHAREHOLDERS</p>	<p>CHAPTER III GENERAL MEETING OF SHAREHOLDERS</p>
<p>Article 13. (Convocation of General Meeting of Shareholders) An Ordinary General Meeting of Shareholders shall be convened in March of every year, and an Extraordinary General Meeting of Shareholders shall be convened from time to time. A General Meeting of Shareholders shall be convened within the 23 wards of Tokyo or in Yokohama City.</p>	<p>Article 13. (Convocation of General Meeting of Shareholders) An Ordinary General Meeting of Shareholders shall be convened in March of every year, and an Extraordinary General Meeting of Shareholders shall be convened from time to time. <u>2.</u> A General Meeting of Shareholders shall be convened within the 23 wards of Tokyo or in Yokohama City.</p>
<p>Article 14. (Person to Convene a General Meeting of Shareholders and Chairperson thereof) A General Meeting of Shareholders shall be convened, with a resolution of the Board of Directors, by the Director so designated in advance by the Board of Directors, and such Director shall be the chairperson of such General Meeting of Shareholders. If such Director is prevented from so acting, another Director shall assume such role, according to the order of preference decided in advance by the Board of Directors.</p>	<p>Article 14. (Person to Convene a General Meeting of Shareholders and Chairperson thereof) A General Meeting of Shareholders shall be convened, with a resolution of the Board of Directors, by the Director so designated in advance by the Board of Directors, and such Director shall be the chairperson of such General Meeting of Shareholders. <u>2.</u> If such Director is prevented from so acting, another Director shall assume such role, according to the order of preference decided in advance by the Board of Directors.</p>

Current Articles of Incorporation	Proposed Amendments
<p>Article 15. (Provision of Documents for General Meeting of Shareholders in Electronic Format, etc.) On convening a General Meeting of Shareholders, the Company shall provide the contents of the reference documents, etc. for the General Meeting of Shareholders in <u>an</u> electronic format. Among the contents provided in an electronic format, the Company may exclude all or part of matters prescribed by the ministerial ordinances of the Ministry of Justice from documents that will be delivered to shareholders who requested the delivery of such documents by the record date for voting rights.</p> <p>Article 16. (Method of Resolutions) Resolutions of a General Meeting of Shareholders shall be adopted by a simple majority of the votes of the shareholders present thereat unless otherwise provided by laws or ordinances or these Articles of Incorporation, in which case such provisions shall govern. Resolutions described in Article 309, Paragraph 2 of the Companies Act shall be adopted at a meeting, when shareholders holding one-third (1/3) or more of the votes of all the shareholders of the Company who are entitled to exercise voting rights are present and when approved by two-thirds (2/3) or more of the votes of the shareholders present thereat.</p> <p>Article 17. (Voting by Proxy) A shareholder may exercise his voting rights by authorizing as proxy one other shareholder with a voting right of the Company. Such shareholder or proxy must submit to the Company a written document evidencing the power of representation at each General Meeting of Shareholders.</p>	<p>Article 15. (Provision of Documents for General Meeting of Shareholders in Electronic Format, etc.) On convening a General Meeting of Shareholders, the Company shall provide the contents of the reference documents, etc. for the General Meeting of Shareholders in electronic format. <u>2.</u> Among the contents provided in an electronic format, the Company may exclude all or part of matters prescribed by the ministerial ordinances of the Ministry of Justice from documents that will be delivered to shareholders who requested the delivery of such documents by the record date for voting rights.</p> <p>Article 16. (Method of Resolutions) Resolutions of a General Meeting of Shareholders shall be adopted by a simple majority of the votes of the shareholders present thereat unless otherwise provided by laws or ordinances or these Articles of Incorporation, in which case such provisions shall govern. <u>2.</u> Resolutions described in Article 309, Paragraph 2 of the Companies Act shall be adopted at a meeting, when shareholders holding one-third (1/3) or more of the votes of all the shareholders of the Company who are entitled to exercise voting rights are present and when approved by two-thirds (2/3) or more of the votes of the shareholders present thereat.</p> <p>Article 17. (Voting by Proxy) A shareholder may exercise his voting rights by authorizing as proxy one other shareholder with a voting right of the Company. <u>2.</u> Such shareholder or proxy must submit to the Company a written document evidencing the power of representation at each General Meeting of Shareholders.</p>
<p>CHAPTER IV DIRECTORS AND BOARD OF DIRECTORS</p>	<p>CHAPTER IV DIRECTORS AND BOARD OF DIRECTORS</p>
<p>Article 18. (Text omitted)</p>	<p>Article 18. (No amendments)</p>
<p>Article 19. (Number of Directors) The Company shall have fifteen (15) or fewer Directors. (New)</p>	<p>Article 19. (Number of Directors) The Company shall have fifteen (15) or fewer Directors. <u>2.</u> <u>Among the Directors of the Company, the Company shall have six (6) or fewer Directors who are Audit & Supervisory Committee Members.</u></p>
<p>Article 20. (Election of Directors) Directors shall be elected at a General Meeting of Shareholders. The election of Directors shall require the attendance of shareholders holding one-third (1/3) or more of the votes of all the shareholders of the Company who are entitled to exercise voting rights, and there shall be no cumulative voting. (New)</p>	<p>Article 20. (Election of Directors) Directors shall be elected at a General Meeting of Shareholders <u>by distinguishing between Directors who are Audit & Supervisory Committee Members and other Directors.</u> <u>2.</u> The election of Directors shall require the attendance of shareholders holding one-third (1/3) or more of the votes of all the shareholders of the Company who are entitled to exercise voting rights, and there shall be no cumulative voting. <u>3.</u> <u>A resolution for the election of a Director who is a substitute Audit & Supervisory Committee Member</u></p>

Current Articles of Incorporation	Proposed Amendments
<p>Article 21. (Term of Office of Directors) The term of office of Directors shall expire at the close of the Ordinary General Meeting of Shareholders held with respect to the last of the fiscal years that end within one (1) year after their election.</p> <p style="text-align: center;">(New)</p> <p>The term of office of any Director <u>elected to fill a vacancy</u> shall expire at the time when <u>predecessor's term of office was scheduled to expire.</u></p> <p>Article 22. (Representative Directors) The Board of Directors shall <u>elect Representative Directors by its resolution.</u></p> <p>Representative Directors shall each represent the Company and execute the business of the Company as determined by the Board of Directors.</p> <p>Article 23. (Board of Directors and Person to Convene a Meeting of the Board of Directors and Chairperson thereof) The Board of Directors shall decide on the execution of business of the Company. A meeting of the Board of Directors shall be convened by the Director designated in advance by the Board of Directors, and such Directors shall be the chairperson of such meeting of the Board of Directors. If such Director is prevented from so acting, another Director shall assume such roles, according to the order of preference decided in advance by the Board of Directors.</p> <p>Article 24. (Notice of Meeting of Board of Directors) Notice of a meeting of the Board of Directors shall be sent to each Director <u>and each Audit & Supervisory Board Member</u> three (3) days <u>prior to</u> the date of the meeting; provided, however, that such period of notice may be shortened in the event of an emergency.</p> <p>Article 25. (Omission of Resolutions at Board of Directors Meeting) If all members of the Board of Directors consent in writing or through electronic records to matters that</p>	<p><u>shall cease to be effective upon the commencement of the Ordinary General Meeting of Shareholders held with respect to the last of the fiscal years that end within two (2) years after such election.</u></p> <p>Article 21. (Term of Office of Directors) The term of office of Directors <u>(excluding Audit & Supervisory Committee Members)</u> shall expire at the close of the Ordinary General Meeting of Shareholders held with respect to the last of the fiscal years that end within one (1) year after their election.</p> <p><u>2. The term of office of Directors who are Audit & Supervisory Committee Members shall expire at the close of the Ordinary General Meeting of Shareholders held with respect to the last of the fiscal years that end within two (2) years after their election.</u></p> <p><u>3. The term of office of any Director who is an Audit & Supervisory Committee Member and has been elected as a substitute for a Director who is an Audit & Supervisory Committee Member and who has retired before the expiration of the term of office shall expire at the time when the term of office of the retired Director would have expired.</u></p> <p>Article 22. (Representative Directors) The Board of Directors shall, <u>by its resolution, elect Representative Directors from among Directors (excluding Audit & Supervisory Committee Members).</u></p> <p><u>2. Representative Directors shall each represent the Company and execute the business of the Company as determined by the Board of Directors.</u></p> <p>Article 23. (Board of Directors and Person to Convene a Meeting of the Board of Directors and Chairperson thereof) The Board of Directors shall decide on the execution of business of the Company.</p> <p><u>2. A meeting of the Board of Directors shall be convened by the Director designated in advance by the Board of Directors, and such Director shall be the chairperson of such meeting of the Board of Directors.</u></p> <p><u>3. If such Director is prevented from so acting, another Director shall assume such roles, according to the order of preference decided in advance by the Board of Directors.</u></p> <p>Article 24. (Notice of Meeting of Board of Directors) Notice of a meeting of the Board of Directors shall be sent to each Director <u>no later than three (3) days before</u> the date of the meeting; provided, however, that such period of notice may be shortened in the event of an emergency.</p> <p>Article 25. (Omission of Resolutions at Board of Directors Meeting) If all members of the Board of Directors <u>entitled to vote</u> consent in writing or through electronic</p>

Current Articles of Incorporation	Proposed Amendments
<p>require resolutions at a meeting of the Board of Directors, <u>unless Audit & Supervisory Board Members object</u>, the Company shall deem the resolutions on such matters passed at a meeting of the Board of Directors.</p> <p>(New)</p>	<p>records to matters that require resolutions at a meeting of the Board of Directors, the Company shall deem the resolutions on such matters passed at a meeting of the Board of Directors.</p> <p><u>Article 26. (Delegation of Decision-Making on Execution of Important Business Operations)</u> <u>The Company may, pursuant to the provisions of Article 399-13, Paragraph 6 of the Companies Act, delegate all or part of the decision-making on the execution of important business (excluding matters listed in each Item of Paragraph 5 of the same Article) to the Directors by a resolution of the Board of Directors.</u></p>
<p>Article <u>26</u>. (Limitation of Liability of Directors) The Company may, by a resolution of the Board of Directors, exempt Directors from their liabilities arising under Article 423, Paragraph 1 of the Companies Act, to the extent permissible by laws and ordinances. The Company may execute contracts with Directors who are not executive Directors which limit the maximum extent of such Directors' liabilities arising under Article 423, Paragraph 1 of the Companies Act, to the sum of the amounts prescribed in each Item of Article 425, Paragraph 1 of the Companies Act.</p>	<p>Article <u>27</u>. (Limitation of Liability of Directors) The Company may, by a resolution of the Board of Directors, exempt Directors from their liabilities arising under Article 423, Paragraph 1 of the Companies Act, to the extent permissible by laws and ordinances. <u>2</u>. The Company may execute contracts with Directors who are not executive Directors which limit the maximum extent of such Directors' liabilities arising under Article 423, Paragraph 1 of the Companies Act, to the sum of the amounts prescribed in each Item of Article 425, Paragraph 1 of the Companies Act.</p>
<p><u>CHAPTER V AUDIT & SUPERVISORY BOARD MEMBERS AND AUDIT & SUPERVISORY BOARD</u></p>	<p><u>CHAPTER V AUDIT & SUPERVISORY COMMITTEE</u></p>
<p>Article <u>27</u>. (Audit & Supervisory Board Members and Audit & Supervisory Board) The Company shall have <u>Audit & Supervisory Board Members and an Audit & Supervisory Board</u>.</p>	<p>Article <u>28</u>. (Audit & Supervisory Committee) The Company shall have <u>an Audit & Supervisory Committee</u>.</p>
<p><u>Article 28. (Number of Audit & Supervisory Board Members)</u> <u>The Company shall have five (5) or less Audit & Supervisory Board Members.</u></p>	<p>(Delete)</p>
<p>Article <u>29</u>. (Election of Audit & Supervisory Board Members) <u>Audit & Supervisory Board Members shall be elected at a General Meeting of Shareholders. The election of Audit & Supervisory Board Members shall require the attendance of shareholders holding one-third (1/3) or more of the votes of all the shareholders of the Company who are entitled to exercise voting rights.</u></p>	<p>(Delete)</p>
<p>Article <u>30</u>. (Term of Office of Audit & Supervisory Board Members) <u>The term of office of Audit & Supervisory Board Members shall expire at the close of the Ordinary General Meeting of Shareholders held with respect to the last of the fiscal years that end within four (4) years after they are elected.</u> <u>The term of office of any Audit & Supervisory</u></p>	<p>(Delete)</p>

Current Articles of Incorporation	Proposed Amendments
<p><u>Board Member elected to fill a vacancy shall expire at the time when the predecessor's term of office was scheduled to expire.</u></p> <p>Article <u>31</u>. (Full-time Audit & Supervisory Board Members) <u>The Audit & Supervisory Board shall elect full-time Audit & Supervisory Board Members by its resolution.</u></p> <p>Article <u>32</u>. (Audit & Supervisory Board) <u>The Audit & Supervisory Board shall decide on audit policies and other subjects regarding the execution of the duty of Audit & Supervisory Board Members and shall be entitled to exercise the authorities provided by laws or ordinances.</u></p> <p>Article <u>33</u>. (Notice of Meeting of Audit & Supervisory Board) <u>Notice of a meeting of the Audit & Supervisory Board shall be sent to each Audit & Supervisory Board Member three (3) days prior to the date of the meeting; provided, however, that such period of notice may be shortened in the event of an emergency.</u></p> <p>Article <u>34</u>. (Limitation of Liability of Audit & Supervisory Board Members) <u>The Company may, by a resolution of the Board of Directors, exempt Audit & Supervisory Board Members from their liabilities arising under Article 423, Paragraph 1 of the Companies Act, to the extent permissible by laws and ordinances.</u> <u>The Company may execute contracts with Audit & Supervisory Board Members which limit the maximum extent of such Audit & Supervisory Board Members' liabilities arising under Article 423, Paragraph 1 of the Companies Act, to the sum of the amounts prescribed in each Item of Article 425, Paragraph 1 of the Companies Act.</u></p>	<p>Article <u>29</u>. (Full-time Audit & Supervisory Committee Members) <u>The Audit & Supervisory Committee shall elect full-time Audit & Supervisory Committee Members by its resolution.</u></p> <p>(Delete)</p> <p>Article <u>30</u>. (Notice of Meeting of Audit & Supervisory Committee) <u>Notice of a meeting of the Audit & Supervisory Committee shall be sent to each Audit & Supervisory Committee Member no later than three (3) days before the date of the meeting; provided, however, that such period of notice may be shortened in the event of an emergency.</u></p> <p>(Delete)</p>
<p>CHAPTER VI ACCOUNTING AUDITORS</p>	<p>CHAPTER VI ACCOUNTING AUDITORS</p>
<p>Articles <u>35</u> to <u>36</u> (text omitted)</p>	<p>Articles <u>31</u> to <u>32</u> (no amendments)</p>
<p>Article <u>37</u>. (Term of Office of Accounting Auditors) The term of office of the Accounting Auditors shall expire at the close of the Ordinary General Meeting of Shareholders held with respect to the last of the fiscal years that end within one (1) year after they are elected. The Accounting Auditors shall be deemed reelected at the meeting, unless otherwise resolved at the Ordinary General Meeting of Shareholders described in the preceding paragraph.</p>	<p>Article <u>33</u>. (Term of Office of Accounting Auditors) The term of office of the Accounting Auditors shall expire at the close of the Ordinary General Meeting of Shareholders held with respect to the last of the fiscal years that end within one (1) year after they are elected. <u>2.</u> The Accounting Auditors shall be deemed reelected at the meeting, unless otherwise resolved at the Ordinary General Meeting of Shareholders described in the preceding paragraph.</p>
<p>CHAPTER VII ACCOUNTS</p>	<p>CHAPTER VII ACCOUNTS</p>
<p>Articles <u>38</u> to <u>41</u> (text omitted)</p>	<p>Articles <u>34</u> to <u>37</u> (no amendments)</p>

Current Articles of Incorporation	Proposed Amendments
(New)	<p data-bbox="943 295 1219 324"><u>Supplementary Provisions</u></p> <p data-bbox="852 349 1356 707"><u>With respect to the exemption by a resolution of the Board of Directors from, and the limitation by contract of, liability under Article 423, Paragraph 1 of the Companies Act regarding the acts of Audit & Supervisory Board Members (including former Audit & Supervisory Board Members) conducted prior to the close of the 101st Ordinary General Meeting of Shareholders to be held in March 2026, the provisions of Article 34 (Limitation of Liability of Audit & Supervisory Board Members) of the Articles of Incorporation prior to amendments by a resolution of such General Meeting of Shareholders shall remain in force.</u></p>

Proposal No. 3: Election of Six Directors (excluding Directors who are Audit & Supervisory Committee Members)

If Proposal No. 2 is approved and adopted as proposed, the Company will, at the time of the conclusion of this General Meeting of Shareholders, transition to a Company with an Audit & Supervisory Committee, and the terms of all Directors (eight in number) will expire at that time. Accordingly, the Company proposes the election of six Directors (excluding Directors who are Audit & Supervisory Committee Members).

The resolution on this Proposal shall become effective on the condition that the amendments to the Articles of Incorporation proposed in Proposal No. 2 becomes effective.

The candidates for Directors are as follows:

Candidate No.	Name	Gender	Posts and Responsibilities at the Company	Attendance at Board of Directors Meetings
1	Yoshinori Hirai Reappointment	Male	Representative Director President & CEO	14 out of 14 times
2	Hideyuki Kurata Reappointment	Male	Representative Director Executive Vice President CTO and GM of Technology General Division	14 out of 14 times
3	Yoshio Takegawa New Appointment	Male	Executive Vice President CFO	—
4	Isao Teshirogi Reappointment Outside Independent	Male	Outside Director	14 out of 14 times
5	Koji Arima Reappointment Outside Independent	Male	Outside Director	11 out of 11 times
6	Yuri Okina New Appointment Outside Independent	Female	—	—

Note: Mr. Koji Arima assumed office as a Director on March 28, 2025; therefore, the number of Board meetings he was eligible to attend differs from that of the other Directors.



1

Yoshinori Hirai (Born on Aug. 19, 1959)

Reappointment

[Career Profile, Posts and Responsibilities]

- Apr. 1987 Joined the Company
- Jan. 2012 Executive Officer and GM of Business Development Office
- Jan. 2014 Senior Executive Officer and GM of Technology General Division
- Mar. 2014 Director, Senior Executive Officer and GM of Technology General Division
- Jan. 2016 Director, Senior Executive Officer, CTO and GM of Technology General Division
- Jan. 2018 Representative Director, Executive Vice President, CTO and GM of Technology General Division
- Jan. 2019 Representative Director, Executive Vice President and CTO
- Jan. 2021 Representative Director and President & CEO (incumbent)

[Number of the Company's Shares Owned] 48,800

[Tenure of office as Director] 12 years (at the time of the conclusion of this General Meeting of Shareholders)

[Attendance at Board of Directors meetings (this term)] 14 out of 14 times

【Reasons for the nomination as Director candidate】

Mr. Yoshinori Hirai was involved long in the R&D Division in areas such as liquid crystal devices. After serving as, among others, the Senior Executive Vice President of one of the Company's subsidiaries, General Manager of the Business Planning Office of Electronics Company, General Manager of the Business Development Office, General Manager of Technology General Division, and Representative Director, Executive Vice President and CTO, he has served as the Representative Director and President & CEO since January 2021. Therefore, he has abundant experience with the AGC Group's businesses and corporate management. Applying this experience, he is expected to fully perform his directorship roles through decision-making on key matters of the AGC Group and by providing appropriate support for, and supervising, management execution. Accordingly, he is nominated as a Director candidate.



2

Hideyuki Kurata (Born on Nov. 11, 1961)

Reappointment

[Career Profile, Posts and Responsibilities]

- Apr. 1987 Joined the Company
- Jan. 2018 Executive Officer and GM of Life Science General Division, Chemicals Company
- Jan. 2019 Senior Executive Officer and GM of Technology General Division
- Jan. 2021 Senior Executive Officer, CTO and GM of Technology General Division
- Mar. 2021 Director, Senior Executive Officer, CTO and GM of Technology General Division
- Jan. 2022 Director, Executive Vice President, CTO and GM of Technology General Division
- Mar. 2022 Representative Director, Executive Vice President, CTO and GM of Technology General Division
- Apr. 2022 Representative Director, Executive Vice President, CTO, GM of Technology General Division and GM of Business Development Division
- Jan. 2023 Representative Director, Executive Vice President, CTO and GM of Technology General Division (incumbent)

[Number of the Company's Shares Owned] 15,700

[Tenure of office as Director] 5 years (at the time of the conclusion of this General Meeting of Shareholders)

[Attendance at Board of Directors meetings (this term)] 14 out of 14 times

【Reasons for the nomination as Director candidate】

Mr. Hideyuki Kurata was involved long in the areas of manufacturing and new business promotion at the Chemicals Division. After serving as, among others, the president of one of the Company's overseas subsidiaries, General Manager of Business Development Office, General Manager of Strategy Planning Office of the Chemicals Company, and General Manager of Life Science General Division of the Chemicals Company, he currently serves as the Representative Director, Executive Vice President, CTO and General Manager of Technology General Division. Therefore, he has abundant experience with the AGC Group's businesses and corporate management. Applying this experience, he is expected to fully perform his directorship roles through decision-making on key matters of the AGC Group and by providing appropriate support for, and supervising, management execution. Accordingly, he is nominated as a Director candidate.



3 Yoshio Takegawa (Born on Jul. 2, 1964)

New Appointment

[Number of the Company's Shares Owned] 11,000

[Career Profile, Posts and Responsibilities]

- Apr. 1988 Joined the Company
- Jan. 2019 Executive Officer, GM of Strategy & Planning Division, Corporate Planning General Division
- Jan. 2021 Executive Officer, GM of Mobility Business Development Office, GM of Mobility General Division, GM of Strategy & Planning Office, Automotive Company
- Jan. 2022 Senior Executive Officer, President of Automotive Company, GM of Mobility Business Development Office, Automotive Company
- Apr. 2022 Senior Executive Officer, President of Automotive Company
- Jan. 2026 Executive Vice President, CFO (incumbent)

[Reasons for the nomination as Director candidate]

Mr. Yoshio Takegawa was involved long in manufacturing and production management in the Automotive Division. After serving as the president of one of the Company's overseas subsidiaries, Regional President for Asia, Automotive Company, GM of Mobility Business Development Office, Automotive Company, and President of Automotive Company, he also served as GM of Strategy & Planning Division, Corporate Planning General Division, where he was responsible for formulating and promoting group strategy, and from January 2026 has served as Executive Vice President, CFO. Therefore, he has abundant experience with the AGC Group's business operations and corporate management. Applying this experience, he is expected to fully perform his directorship roles through decision-making on key matters of the AGC Group and by providing appropriate support for, and supervising, management execution. Accordingly, he is nominated as a Director candidate.



4 Isao Teshirogi (Born on Dec. 12, 1959)

Reappointment
Outside Director Candidate
Independent Officer

[Number of the Company's Shares Owned] 400

[Tenure of office as Director] 4 years (at the time of the conclusion of this General Meeting of Shareholders)

[Attendance at Board of Directors meetings (this term)] 14 out of 14 times

[Career Profile, Posts and Responsibilities]

- Apr. 1982 Joined Shionogi & Co., Ltd.
- Jun. 2002 Director, said company
- Apr. 2004 Director and Executive Officer, said company
- Apr. 2006 Director and Senior Executive Officer, said company
- Apr. 2008 Representative Director, President and CEO, said company
- Mar. 2022 Outside Director of the Company (incumbent)
- Jul. 2022 Representative Director, President and CEO, Shionogi & Co., Ltd. (incumbent)

[Important concurrent positions]

- Representative Director, President and CEO, Shionogi & Co., Ltd.
- Outside Director, Japan Exchange Group, Inc.
- Outside Director, Sumitomo Mitsui Financial Group, Inc.

[Reasons for the nomination as Outside Director candidate and expected roles]

Mr. Isao Teshirogi serves as the Representative Director, President and CEO of Shionogi & Co., Ltd. and has abundant experience in overall corporate management, including overseas business operations, at the company which is promoting high value-added business as a drug discovery-oriented pharmaceutical company. Applying this experience, he is expected to enrich the corporate governance of the Company by supporting and supervising the Company's management from an independent standpoint and by making proposals on the overall management of the Company, including the development of the Company's strategic businesses. Accordingly, he is nominated as an Outside Director candidate.



[Number of the Company's Shares Owned] 700

[Tenure of office as Director] 1 year (at the time of the conclusion of this General Meeting of Shareholders)

[Attendance at Board of Directors meetings (this term)] 11 out of 11 times (since assuming office on March 28, 2025)

5

Koji Arima (Born on Feb. 23, 1958)

Reappointment

Outside Director Candidate

Independent Officer

[Career Profile, Posts and Responsibilities]

Apr. 1981 Joined NIPPONDENSO CO., LTD. (currently DENSO CORPORATION)
 Jun. 2008 Executive Director, said company
 Jun. 2014 Senior Executive Director, said company
 Jun. 2015 Representative Member of the Board, President, said company
 Jun. 2023 Representative Member of the Board, Chairman, said company
 Mar. 2025 Outside Director of the Company (incumbent)
 Jun. 2025 Member of the Board, Chairman, DENSO CORPORATION (incumbent)

[Important concurrent positions]

Member of the Board, Chairman, DENSO CORPORATION
 Outside Audit & Supervisory Board Member, KDDI CORPORATION

【Reasons for the nomination as Outside Director candidate and expected roles】

Mr. Koji Arima serves as the Member of the Board, Chairman of DENSO CORPORATION and has abundant experience in overall corporate management, including production and quality, and technology development, at the company which is a global company providing advanced technologies, systems and products. Applying this experience, he is expected to enrich the corporate governance of the Company by supporting and supervising the Company's management from an independent standpoint and by making proposals on the overall management of the Company, including the strengthening of the Company's global business development. Accordingly, he is nominated as an Outside Director candidate



[Number of the Company's Shares Owned] 0

6

Yuri Okina (Born on Mar. 25, 1960)

New Appointment

Outside Director Candidate

Independent Officer

[Career Profile, Posts and Responsibilities]

Apr. 1984 Joined the Bank of Japan
 Apr. 1992 Joined The Japan Research Institute, Limited.
 Jun. 2006 Counselor, said company
 Jun. 2014 Vice Chairman, said company
 Apr. 2018 Chairperson, said company
 Jun. 2025 Retired from said company
 Dec. 2025 Specially Appointed Professor, Graduate School of Social Data Science, Hitotsubashi University (incumbent)

[Important concurrent positions]

Specially Appointed Professor, Graduate School of Social Data Science, Hitotsubashi University
 Outside Director, Marubeni Corporation

【Reasons for the nomination as Outside Director candidate and expected roles】

Ms. Yuri Okina, through her many years of research activities at The Japan Research Institute, Ltd., has acquired deep insights into economic, social and financial conditions. In addition to her experience as an outside officer at other companies, she has experience based on broad activities as a government committee member — including service as a member of the Financial System Council (Financial Services Agency) and as a member of the Regulatory Reform Council (Cabinet Office). From a multi-faceted and macro perspective, she is expected to support and supervise the Company's management from an independent standpoint and to enrich the Company's corporate governance. Accordingly, she is nominated as an Outside Director candidate.

Notes:

1. The Company has a business relationship with Shionogi & Co., Ltd., where Mr. Isao Teshirogi serves as a business executing person, in connection with intermediates and active ingredients for pharmaceuticals; however, the transaction amount accounts for less than 0.1 percent of the Company's net sales. In addition, the Company has a business relationship with Marubeni Corporation, where Ms. Yuri Okina serves as an Outside Director, in connection with chlor-alkali and urethane businesses; however, the transaction amount accounts for less than 0.1 percent of each of the Company's and Marubeni Corporation's net sales. There are no special conflicts of interest between the Company and the other Director candidates.
2. Independent officers
Mr. Isao Teshirogi and Mr. Koji Arima meet the Company's standards for independence of outside officers (page 26). The Company has reported both of them to Tokyo Stock Exchange, Inc. as independent officers. If their election is approved and adopted in terms of this Proposal, the Company intends to continue to designate them as independent officers. In addition, Ms. Yuri Okina also meets those standards, and if her election is approved and adopted in terms of this Proposal, the Company intends to designate her as an independent officer.
3. Outline of the liability limitation contracts
The Company has executed contracts with each of Mr. Isao Teshirogi and Mr. Koji Arima to limit their liability arising under Article 423, Paragraph 1, of the Companies Act to the sum of the amounts prescribed in each Item of Article 425, Paragraph 1, of the Companies Act. If their election is approved and adopted in terms of this Proposal, the Company will continue those contracts. In addition, if the election of Ms. Yuri Okina is approved and adopted in terms of this Proposal, the Company will execute a similar contract with her.
4. Outline of the directors' and officers' liability insurance contracts
The Company has entered into a directors' and officers' liability insurance contract (an insurance contract stipulated in Article 430-3, Paragraph 1, of the Companies Act) with an insurance company; naming the Company's Directors, Audit & Supervisory Board Members, and Executive Officers as insureds, which covers liabilities borne by the insureds concerning the performance of their duties or from claims received regarding the pursuit of such liabilities. The insurance premiums are fully borne by the Company. If this Proposal is approved and adopted and each candidate is elected as a Director and assumes office, each candidate will become an insured under such insurance policy. Furthermore, the policy is scheduled to be renewed in April 2026 under the same terms.

Proposal No. 4: Election of Four Directors who are Audit & Supervisory Committee Members

If Proposal No. 2 is approved and adopted as proposed, the Company will transition to a Company with an Audit & Supervisory Committee. Accordingly, the Company proposes the election of four Directors who are Audit & Supervisory Committee Members. This Proposal has obtained the consent of the Audit & Supervisory Board.

The resolution on this Proposal shall become effective on the condition that the amendments to the Articles of Incorporation proposed in Proposal No. 2 becomes effective.

The candidates for Directors who are Audit & Supervisory Committee Members are as follows:

Candidate No.	Name	Gender	Posts at the Company	Attendance at Board of Directors Meetings	Attendance at Audit & Supervisory Board Meetings
1	Isamu Kawashima New Appointment Outside Independent	Male	Outside Audit & Supervisory Board Member (Full-time)	14 out of 14 times	14 out of 14 times
2	Naoko Araki New Appointment	Female	Audit & Supervisory Board Member (Full-time)	11 out of 11 times	11 out of 11 times
3	Haruka Matsuyama New Appointment Outside Independent	Female	Outside Audit & Supervisory Board Member	14 out of 14 times	14 out of 14 times
4	Kumiko Baba New Appointment Outside Independent	Female	—	—	—

Note: Ms. Naoko Araki assumed office as an Audit & Supervisory Board Member on March 28, 2025; therefore, the number of Board of Directors meetings and Audit & Supervisory Board meetings she was eligible to attend differs from that of the other Audit & Supervisory Board Members.



1 Isamu Kawashima (Born on Feb. 20, 1959)

New Appointment
Outside Director Candidate
Independent Officer

[Career Profile, Posts and Responsibilities]

<p>Apr. 1981</p> <p>Jun. 2011</p> <p>Jul. 2011</p> <p>Apr. 2015</p> <p>Jun. 2018</p> <p>Jun. 2022</p> <p>Mar. 2023</p>	<p>Joined NEC Corporation</p> <p>General Manager, Corporate Controller Division, General Manager, Internal Control over Finance Reporting Division and Member of the Board, said company</p> <p>Senior Vice President, CFO and Member of the Board, said company</p> <p>Executive Vice President, CFO and Member of the Board, said company</p> <p>Audit & Supervisory Board Member, said company</p> <p>Retired from said company</p> <p>Outside Audit & Supervisory Board Member (Full-time) of the Company (incumbent)</p>
--	---

[Number of the Company's Shares Owned] 600

[Tenure of office as Audit & Supervisory Board Member] 3 years (at the time of the conclusion of this General Meeting of Shareholders)

[Attendance at Board of Directors meetings (this term)] 14 out of 14 times

[Important concurrent positions]

Outside Director, JAPAN PURE CHEMICAL CO., LTD.
 Outside Director, Sansei Technologies, Inc.

[Reasons for the nomination as an Outside Director candidate who will serve as a member of the Audit & Supervisory Committee and overview of expected roles]

Mr. Isamu Kawashima served as Director, Senior Executive Officer and CFO, and as an Audit & Supervisory Board Member at NEC Corporation, and possesses many years of experience in the accounting function and extensive knowledge as an Audit & Supervisory Board Member. In addition, since 2023 he has served as the Company's full-time Audit & Supervisory Board Member, through which he has developed a deep understanding of the Company's audit framework and governance. Applying these experiences and knowledge, he is expected, from an independent standpoint, to supervise business execution and to contribute to further strengthening the Company's audit function following the transition from a Company with an Audit & Supervisory Board to a Company with an Audit & Supervisory Committee; accordingly, he is nominated as a candidate for Outside Director who will serve as a member of the Audit & Supervisory Committee.



2

Naoko Araki (Born on Mar. 13, 1964)

New Appointment

[Career Profile, Posts and Responsibilities]

- Apr. 1987 Joined the Company
- Jan. 2020 Executive Officer and GM of General Affairs Division
- Apr. 2020 Executive Officer and GM of Internal Audit Division
- Jan. 2025 Executive Officer and Assistant to CEO
- Mar. 2025 Audit & Supervisory Board Member (Full-time) (incumbent)

[Number of the Company's Shares Owned] 3,700

[Tenure of office as Audit & Supervisory Board Member] 1 year (at the time of the conclusion of this General Meeting of Shareholders)

[Attendance at Board of Directors meetings (this term)] 11 out of 11 times (since assuming office on March 28, 2025)

【Reasons for the nomination as a Director candidate who will serve as a member of the Audit & Supervisory Committee and overview of expected roles】

Ms. Naoko Araki, after being involved in the Company's Legal Division, General Affairs Division and other departments, served, among others, as General Manager of the Internal Audit Division. She possesses extensive experience with and knowledge of the AGC Group's businesses and Legal & Compliance, Corporate Governance, Internal Control and Internal Audit. In addition, since March 2025 she has served as the Company's full-time Audit & Supervisory Board Member, through which she has developed a deep understanding of the Company's audit framework and governance. Applying these experiences and knowledge, she is expected to contribute to further strengthening the Company's audit function following the transition from a Company with an Audit & Supervisory Board to a Company with an Audit & Supervisory Committee; accordingly, she is nominated as a Director candidate who will serve as a member of the Audit & Supervisory Committee.



3 Haruka Matsuyama
 * Registered name is Haruka Kato (Born on Aug. 22, 1967)

New Appointment
Outside Director Candidate
Independent Officer

[Career Profile, Posts and Responsibilities]

- Apr. 1995 Appointed as Assistant Judge, Tokyo District Court
- Jul. 2000 Registered as Lawyer (Daini Tokyo Bar Association)
- Jul. 2000 Joined Hibiya Park Law Offices
- Jan. 2002 Partner, Hibiya Park Law Offices (incumbent)
- Mar. 2023 Audit & Supervisory Board Member (Outside) (incumbent)

[Number of the Company's Shares Owned] 300

[Tenure of office as Audit & Supervisory Board Member] 3 years (at the time of the conclusion of this General Meeting of Shareholders)

[Attendance at Board of Directors meetings (this term)] 14 out of 14 times

[Important concurrent positions]
 Partner, Hibiya Park Law Offices
 Outside Director, Tokio Marine Holdings, Inc.
 Outside Director, Mitsubishi Electric Corporation

[Reasons for the nomination as an Outside Director candidate who will serve as a member of the Audit & Supervisory Committee and overview of expected roles]

Ms. Haruka Matsuyama has many years of experience working as a lawyer and possesses specialized knowledge concerning laws and compliance. In addition, having served as an outside officer at other companies, she has a high level of insight into corporate management, and, since 2023, she has served as an Outside Audit & Supervisory Board Member of the Company, through which she has developed a deep understanding of the Company's audit framework and governance. Applying these experiences and knowledge, she is expected, from an independent standpoint, to supervise business execution and to contribute to further strengthening the Company's audit function following the transition from a Company with an Audit & Supervisory Board to a Company with an Audit & Supervisory Committee; accordingly, she is nominated as a candidate for Outside Director who will serve as a member of the Audit & Supervisory Committee.

While she has not been directly involved in corporate management other than by being an outside officer in the past, for the above reasons, it is judged that she is capable of properly performing her duties as the Outside Director.



[Number of the Company's Shares Owned] 0

4	Kumiko Baba (Born on Oct. 10, 1965)	New Appointment
		Outside Director Candidate
		Independent Officer

[Career Profile, Posts and Responsibilities]

- Apr. 1989 Joined Toshiba Corporation
- Apr. 2014 Joined JFE Engineering Corporation
- Apr. 2018 Managing Executive Officer, said company
- Apr. 2019 Full-time Advisor, JFE Holdings, Inc.; Part-time Audit & Supervisory Board Member, JFE Engineering Corporation; Part-time Audit & Supervisory Board Member, JFE Shoji Co., Ltd.
- Jun. 2019 Full-time Audit & Supervisory Board Member, JFE Holdings, Inc.
- Jun. 2022 Managing Executive Officer, JFE Engineering Corporation
- Apr. 2025 Advisor, said company (incumbent)

[Important concurrent positions]

- Advisor, JFE Engineering Corporation
- Outside Director (Audit and Supervisory Committee member), SWCC Corporation

【Reasons for the nomination as an Outside Director candidate who will serve as a member of the Audit & Supervisory Committee and overview of expected roles】

Ms. Kumiko Baba has, through her service at Toshiba Corporation and JFE Engineering Corporation, wide-ranging experience including oversight of business alliances, overseas operations, corporate planning, and accounting and finance. In addition, she has experience as an Audit & Supervisory Board Member of JFE Holdings, Inc. Applying her business experience from a global perspective and her specialized knowledge, including finance & accounting and auditing, she is expected, from an independent standpoint, to supervise business execution and to contribute to strengthening the Company's audit framework; accordingly, she is nominated as a candidate for Outside Director who will serve as a member of the Audit & Supervisory Committee.

Notes:

1. There are no special conflicts of interest between the Company and any of the candidates.
2. Independent officers
Mr. Isamu Kawashima and Ms. Haruka Matsuyama meet the Company's standards for independence of outside officers (page 26). The Company has reported both of them to Tokyo Stock Exchange, Inc. as independent officers. If their election is approved and adopted in terms of this Proposal, the Company intends to continue to designate them as independent officers. In addition, Ms. Kumiko Baba also meets those standards, and if her election is approved and adopted in terms of this Proposal, the Company intends to designate her as an independent officer.
3. While Ms. Haruka Matsuyama serves as an Outside Director of Tokio Marine Holdings, Inc., Tokio Marine & Nichido Fire Insurance Co., Ltd., a subsidiary of that company, received a business improvement order based on the Insurance Business Act from the Financial Services Agency in December 2023, and, in November 2024, received an order for corrective measures and an order to pay surcharges under the Act on Prohibition of Private Monopolization and Maintenance of Fair Trade from the Japan Fair Trade Commission with respect to improper conduct related to premium adjustment practices with other insurers. In addition, in March 2025, Tokio Marine Holdings, Inc. received a business improvement order under the Insurance Business Act from the Financial Services Agency concerning acts that could violate the Act on the Protection of Personal Information and acts judged inappropriate in light of that Act's purpose, acts that could violate the Unfair Competition Prevention Act and acts judged inappropriate in light of that Act's purpose, and related organizational shortcomings. Ms. Matsuyama had not been aware of these matters in advance, but she has regularly made proposals at the Board of Directors and other meetings from the standpoint of, among other ways, strengthening internal control and ensuring compliance with laws and regulations. After becoming aware of these matters, she has fulfilled her responsibilities, among other ways, by directing thorough investigations, ordering root-cause analyses and instructing the formulation of measures to prevent recurrence.
4. Outline of liability limitation contracts
The Company has executed contracts with Mr. Isamu Kawashima, Ms. Naoko Araki and Ms. Haruka Matsuyama to limit their liability arising under Article 423, Paragraph 1, of the Companies Act to the sum of the amounts prescribed in each Item of Article 425, Paragraph 1, of the Companies Act. If the election of each candidate is approved and adopted in terms of this Proposal, the Company intends to enter into similar contracts with the above three persons and with Ms. Kumiko Baba.
5. Outline of directors' and officers' liability insurance contracts
The Company has entered into a directors' and officers' liability insurance contract (an insurance contract stipulated in Article 430-3, Paragraph 1, of the Companies Act) with an insurance company naming the Company's Directors, Audit & Supervisory Board Members, and Executive Officers as insureds, which covers liabilities borne by the insureds, including the Company's Audit & Supervisory Board Members, concerning the execution of their duties or from claims received regarding the pursuit of such liabilities. Insurance premiums under that insurance contract are fully borne by the Company. If this Proposal is approved and adopted and each candidate is elected and assumes office as a director, each candidate will become an insured under that insurance contract. The Company plans to renew that insurance contract with the same terms in April 2026.

Reference: Composition of the Board of Directors and Audit & Supervisory Committee

If Proposals No. 2, No. 3 and No. 4 are approved and adopted as proposed, the composition of the Board of Directors and the Audit & Supervisory Committee is expected to be as follows.

Name	Posts and Responsibilities at the Company	Board of Directors	Nominating Committee	Compensation Committee	Audit & Supervisory Committee	Independent Officer
Yoshinori Hirai	Representative Director and President & CEO	✓	✓	✓		
Hideyuki Kurata	Representative Director, Executive Vice President, CTO and GM of Technology General Division	✓				
Yoshio Takegawa	Representative Director, Executive Vice President, CFO	✓				
Isao Teshirogi	Outside Director	✓	✓ (Chairperson)	✓		✓
Koji Arima	Outside Director	✓ (Chairperson of the Board of Directors)	✓	✓		✓
Yuri Okina	Outside Director	✓	✓	✓ (Chairperson)		✓
Isamu Kawashima	Outside Director, Audit & Supervisory Committee Member (Full-time)	✓			✓ (Chairperson)	✓
Naoko Araki	Director, Audit & Supervisory Committee Member (Full-time)	✓			✓	
Haruka Matsuyama	Outside Director, Audit & Supervisory Committee Member	✓			✓	✓
Kumiko Baba	Outside Director, Audit & Supervisory Committee Member	✓			✓	✓

Note: The Company will become a company with an Audit & Supervisory Committee, and maintains a Nominating Committee and a Compensation Committee as voluntary advisory committees to the Board of Directors.

Reference: Policy and Procedures for Deciding Candidates for Officers and Standards for Independence of Outside Officers

1. Policy and Procedures for Deciding Candidates for Officers

On the appointment of candidates for the Directors, the Nominating Committee shall deliberate on and nominate them, and the Board of Directors shall decide them.

The candidates for the Directors shall be individuals having sufficient track records, experience and knowledge, etc. for determining the Company's management policies, appropriately supporting the Company's management execution and monitoring the Company's management execution, and shall be deliberated on and decided by also taking into consideration balance and diversity of expertise on the Board of Directors. In addition, on the candidates for Outside Directors, they shall be individuals who also satisfy the "Standards for independence of outside officers."

On the appointment of candidates for Directors who are Audit & Supervisory Committee Members, the Nominating Committee shall deliberate and, with the consent of the Audit & Supervisory Board, nominate them, and the Board of Directors shall decide them.

The candidates for the Audit & Supervisory Committee Members shall be individuals having sufficient track records, experience and knowledge, etc. for carrying out the audits and supervision of the Company. In addition, on the candidates for Outside Audit & Supervisory Committee Members, the candidates shall be individuals who also satisfy the "Standards for independence of outside officers". One Audit & Supervisory Committee Member or more shall be individuals having a considerable degree of financial and accounting knowledge.

2. Standards for Independence of Outside Officers

The Company has set the following standards for ensuring the Independence of outside officers.

- (1) An outside officer shall not be a business executing person (referring to a director except an outside director, an executive officer or an employee; hereinafter the same) of any company of a group of consolidated companies (a "consolidated corporate group", which consists of a parent company and its subsidiaries, excluding the AGC Group) to which a company competing with the AGC Group in the AGC Group's key business areas belongs. In addition, an outside officer shall not hold 10% or more of the voting rights of a company belonging to such consolidated corporate group and shall not be a business executing person of a company which holds 10% or more of the voting rights of a company belonging to such consolidated corporate group.
- (2) In the past three years, an outside officer shall not have received 10.0 million yen or more per year, except for officers' compensation, from the AGC Group.
- (3) In the past three years, an outside officer shall not have been a business executing person of a company belonging to a consolidated corporate group which has the AGC Group as a main business counterparty. A consolidated corporate group which has the AGC Group as a main business counterparty means one with sales to the AGC Group exceeding 2% of consolidated net sales of the said consolidated corporate group for its most recent business year.
- (4) In the past three years, an outside officer shall not have been a business executing person of a company belonging to a consolidated corporate group which is a main business counterparty of the AGC Group. A consolidated corporate group which is a main business counterparty of the AGC Group means one with sales of the AGC Group to such consolidated corporate group exceeding 2% of the AGC Group's consolidated net sales for the most recent business year.
- (5) In the past three years, an outside officer shall not have been an employee of auditing firms that conduct audits of the AGC Group.
- (6) An outside officer shall not be a major shareholder of the Company (who owns 10% or more of the voting rights in the Company) nor a business executing person of any major shareholder.
- (7) Otherwise, absence of serious conflicts of interest or matters that may harm the independence.

Reference: Skill Matrix

On the AGC Group’s approach concerning the balance, diversity and size of the Board of Directors, as a whole, which are necessary for its sustained growth and enhancement of corporate value over the medium to long term, it is as stated in the “Policy and Procedures for Deciding Candidates for Officers” (previous page). Given this policy, the Company endeavors to ensure diversity and provide balance of the Directors who hold skills in light of the “skill matrix” which clarifies the skills that the Board of Directors should possess.

On the skills, they are identified from the viewpoint of the functions required in the Board of Directors, consistency with management strategies, and business characteristics, and the definition and guidance to assess the holding of each skill are set. Upon assessment of each skill, whether particularly high track record, abundant experience, high-level insight, etc. are held or not is the guidance.

If Proposals No. 2, No. 3 and No. 4 are approved and adopted as proposed, the skills of each Director will be as follows:

Name	Posts and Responsibilities at the Company	Global Business Management	Legal & Compliance	Finance & Accounting	Environment & Social	Sales & Marketing	Manufacturing & R&D	IT / DX
Yoshinori Hirai	Representative Director and President & CEO	✓			✓	✓	✓	✓
Hideyuki Kurata	Representative Director, Executive Vice President, CTO and GM of Technology General Division	✓			✓	✓	✓	✓
Yoshio Takegawa	Representative Director, Executive Vice President, CFO	✓		✓		✓	✓	
Isao Teshirogi	Outside Director	✓			✓	✓	✓	
Koji Arima	Outside Director	✓			✓	✓	✓	✓
Yuri Okina	Outside Director			✓	✓			
Isamu Kawashima	Outside Director, Audit & Supervisory Committee Member (Full-time)	✓	✓	✓				
Naoko Araki	Director, Audit & Supervisory Committee Member (Full-time)		✓		✓			
Haruka Matsuyama	Outside Director, Audit & Supervisory Committee Member		✓		✓			
Kumiko Baba	Outside Director, Audit & Supervisory Committee Member	✓	✓	✓				

Proposal No. 5: Determination of the Amount of Remuneration, etc. for Directors (excluding Directors who are Audit & Supervisory Committee Members)

At the 97th Ordinary General Meeting of Shareholders held on March 30, 2022, it was resolved to set the amount of compensation, etc. for the Directors regarding monthly compensation and bonus at 750 million yen or less per year (including 67 million yen or less per year for Outside Directors).

If Proposal No. 2 is approved and adopted as proposed, the Company will transition to a company with an Audit & Supervisory Committee. Accordingly, we propose to abolish the current provisions on Directors' compensation, and to set the amount of compensation relating to monthly compensation and bonus for Directors (excluding Directors who are Audit & Supervisory Committee Members) at 750 million yen or less per year, as with the current upper limit of the amount of compensation, etc. for the Directors, and taking into account the responsibilities of Outside Directors and recent economic conditions and other circumstances, set the portion for Outside Directors at 88 million yen or less per year.

If this proposal is approved and adopted as proposed, the Company's "Policy for Determining Compensation, etc. for Officers" (described in the matters provided by electronic measures under Business Report "3. Matters Concerning Company Officers (2) Directors and Audit & Supervisory Board Members") will, based on a resolution of the Board of Directors, be revised to reflect the transition to a company with an Audit & Supervisory Committee while remaining, in substance, the same in content.

This proposal is in line with the revised Policy for Determining Compensation, etc. for Officers, and the Board of Directors resolved to approve it after receiving a report to that effect from the Compensation Committee, the majority of the members of which are Outside Directors and which is chaired by an Outside Director; accordingly, we consider the proposal to be reasonable.

If Proposals No. 2 and No. 3 are approved and adopted as proposed, the Directors who will be subject to this proposal (excluding Directors who are Audit & Supervisory Committee Members) will be six in number (of whom three will be Outside Directors).

The effectiveness of the resolution on this Proposal shall be conditional upon the amendments to the Articles of Incorporation proposed in Proposal No. 2 becomes effective.

Proposal No. 6: Determination of the Amount of Remuneration, etc. for Directors who are Audit & Supervisory Committee Members

If Proposal No. 2 is approved and adopted as proposed, the Company will transition to a company with an Audit & Supervisory Committee. Accordingly, taking into account the responsibilities of Directors who will serve as Audit & Supervisory Committee Members and recent economic conditions and other circumstances, we propose to set the maximum amount of remuneration, etc. relating to the monthly remuneration for Directors who are Audit & Supervisory Committee Members at 150 million yen per year. For reference, the current maximum annual amount for monthly remuneration of Audit & Supervisory Board Members is 120 million yen.

In order to ensure the appropriateness of directors' remuneration and the transparency of the decision-making process, the Board of Directors resolved to approve it after receiving a report to that effect from the Compensation Committee, the majority of the members of which are Outside Directors and which is chaired by an Outside Director; accordingly, we consider the proposal to be reasonable.

If Proposals No. 2 and 4 are approved as proposed, the number of Directors who are Audit & Supervisory Committee Members subject to this proposal will be four.

The effectiveness of the resolution on this Proposal shall be conditional upon the amendments to the Articles of Incorporation proposed in Proposal No. 2 becomes effective.

Proposal No. 7: Revision of the Stock Compensation Plan for Directors (excluding Directors who are Audit & Supervisory Committee Members), etc.

1. Contents of the revision

At the 93rd Ordinary General Meeting of Shareholders held on March 29, 2018, the Company obtained approval to introduce a stock-based remuneration plan (the “Plan”) under which the Company would deliver and provide (“Deliver”) to its Directors and Executive Officers (excluding those who are non-residents of Japan) shares of the Company and cash equivalent to the proceeds of disposal of such shares (“Shares, etc.”). The Plan was thereafter partially amended at the 97th Ordinary General Meeting of Shareholders held on March 30, 2022 and at the 99th Ordinary General Meeting of Shareholders held on March 28, 2024, and remains in effect to date.

If Proposal No. 2 is approved and adopted as proposed, the Company will transition to a company with an Audit & Supervisory Committee. In that event, with the aim of further promoting the current objectives of the stock-based remuneration — namely, to provide incentives to the Company’s Directors (excluding Directors who are Audit & Supervisory Committee Members) and Executive Officers (excluding those who are non-residents of Japan) (hereinafter, “Directors, etc.”) to sustainably enhance the Company’s corporate value, and to further advance the efforts for medium- to long-term corporate value enhancement and to promote value sharing with shareholders — we propose to revise the eligible participants in the Plan as set forth below. (The contents of the Plan after this revision are described in the section <Reference> “Contents of the Stock-Based Remuneration Plan” below.) This proposal does not make any changes to the Plan other than the foregoing revision.

(Underline shows the revised parts.)

Before Revision	After Revision
• Directors and Executive Officers of the Company (excluding non-residents of Japan)	• Directors <u>(excluding Directors who are Audit & Supervisory Committee Members)</u> and Executive Officers (excluding non-residents of Japan)

If Proposals No. 2 and No. 3 are approved and adopted as proposed, the number of Directors subject to this Proposal (excluding Directors who are Audit & Supervisory Committee Members) will be six (of whom three are Outside Directors). In addition, this Proposal includes remuneration for Executive Officers, and the number of Executive Officers who do not concurrently serve as Directors and who will be subject to this Plan at the time of the conclusion of this General Meeting will be 26.

The effectiveness of the resolution on this Proposal shall be conditional upon the amendments to the Articles of Incorporation proposed in Proposal No. 2 becomes effective.

2. Reasons for the Appropriateness of the Revision

If this Proposal is approved and adopted as proposed, the Company’s “Policy for Determining Compensation, etc. for Officers” (described in the matters provided by electronic measures under Business Report “3. Matters Concerning Company Officers (2) Remuneration, etc. of Directors and Audit & Supervisory Board Members”) will, based on a resolution of the Board of Directors, be revised to reflect the transition to a company with an Audit & Supervisory Committee while remaining, in substance, the same in content.

This Proposal is in line with the revised Policy for Determining Compensation, etc. for Officers, and the Board of Directors resolved to approve it after receiving a report to that effect from the Compensation Committee, the majority of the members of which are Outside Directors and which is chaired by an Outside Director; accordingly, we consider this Proposal to be reasonable.

Reference: Contents of the Stock Compensation Plan

If this Proposal is approved and adopted as proposed, the contents of the Plan will be as described below.

Note: This Plan is separate from the amount of compensation, etc. for the Company's Directors (excluding Directors who are Audit & Supervisory Committee Members) set forth in Proposal No. 5 (annual amount: 750 million yen or less, of which 88 million yen or less is for Outside Directors), and Delivers Shares, etc. to Directors, etc. and other eligible persons.

(Underline shows the revised parts.)

Outline	<ul style="list-style-type: none"> This Plan is a stock compensation plan which acquires the Company's shares through a trust with the money contributed by the Company as the fund and Delivers Shares, etc. to the Directors, etc. through said trust, which consists of a "performance-linked component" that Delivers Shares, etc. according to the achievement level of performance targets, etc. depending on the position and "fixed component" that Delivers a certain number of Shares, etc. depending on the position with no link to performance. 									
Persons eligible for the Delivery of Shares, etc.	<table border="1" data-bbox="528 846 1343 1173"> <thead> <tr> <th data-bbox="528 846 911 913"></th> <th data-bbox="911 846 1129 913">Performance-linked Component</th> <th data-bbox="1129 846 1343 913">Fixed Component</th> </tr> </thead> <tbody> <tr> <td data-bbox="528 913 911 1014">Directors who serve concurrently as Executive Officers; and Executive Officers</td> <td data-bbox="911 913 1129 1014" style="text-align: center;">✓</td> <td data-bbox="1129 913 1343 1014" style="text-align: center;">✓</td> </tr> <tr> <td data-bbox="528 1014 911 1173">Directors who do not serve concurrently as Executive Officers (<u>including Outside Directors, but excluding Directors who are Audit & Supervisory Committee Members</u>)</td> <td data-bbox="911 1014 1129 1173"></td> <td data-bbox="1129 1014 1343 1173" style="text-align: center;">✓</td> </tr> </tbody> </table> <p data-bbox="528 1173 1343 1361">Note: The ratio of the performance-linked component and the fixed component of compensation for the Directors who serve concurrently as Executive Officers and for the Executive Officers are 50 percent each. The Directors who do not serve concurrently as Executive Officers are eligible to receive only the fixed component of compensation.</p>		Performance-linked Component	Fixed Component	Directors who serve concurrently as Executive Officers; and Executive Officers	✓	✓	Directors who do not serve concurrently as Executive Officers (<u>including Outside Directors, but excluding Directors who are Audit & Supervisory Committee Members</u>)		✓
	Performance-linked Component	Fixed Component								
Directors who serve concurrently as Executive Officers; and Executive Officers	✓	✓								
Directors who do not serve concurrently as Executive Officers (<u>including Outside Directors, but excluding Directors who are Audit & Supervisory Committee Members</u>)		✓								
Covered period	<ul style="list-style-type: none"> Three business years covered by the medium-term management plan set out by the Company. <p data-bbox="528 1451 1343 1541">Note: The covered period after the revision of this Plan is the three business years from the business year ending on December 31, 2024, to the business year ending on December 31, 2026.</p>									
Upper limit of money contributed by the Company	<ul style="list-style-type: none"> Total of 2 billion 250 million yen (including 25 million yen for Outside Directors) for each covered period <p data-bbox="528 1641 1343 1731">Note: The amount of trust money includes the funds for the Trust to acquire the Company's shares as well as trust fees and trust expenses during the trust period.</p>									
Upper limit of the Company's shares (including shares subject to conversion into cash) Delivered to the Directors, etc.	<ul style="list-style-type: none"> Total of 495,000 shares (including 6,000 shares for Outside Directors) for each covered period <p data-bbox="528 1832 1343 1986">Note: The average number for each single business year is 165,000 shares, which accounts for approximately 0.08% of the number of issued shares of the Company (as at December 31, 2025, after deducting treasury shares). There will be no dilution effect on the Company's shares as the Company's shares are planned to be acquired from the stock market.</p>									

<p>Calculation formula of Shares, etc. Delivered to the Directors, etc.</p>	<ul style="list-style-type: none"> • The number of the Company’s shares (including shares subject to conversion into cash) Delivered to the Directors, etc. is determined by the number of “share delivery points.” • Share delivery points are calculated based on the base points granted to the Directors, etc. depending on their positions in each business year during the covered period. The base points granted to the Directors who serve concurrently as Executive Officers and to the Executive Officers consist of a performance-linked component and a fixed component while the base points granted to the Directors who do not serve concurrently as Executive Officers consist solely of a fixed component. One share of the Company is delivered for one share delivery point, and fractions of less than one point are rounded down. However, if a share split or share consolidation, etc. are carried out on the Company’s shares during the trust period, the number of the share delivery points and the upper limit of the number of Shares, etc. Delivered will be adjusted according to the share split ratio or share consolidation ratio, etc. <p>(a) Performance-linked component</p> <p>Points with respect to the performance-linked component granted to the Directors who serve concurrently as Executive Officers and to Executive Officers are calculated by cumulating the points corresponding to 50% of the base points granted in each business year during the covered period and multiplying such cumulative total by the performance-linked coefficient, after the end of the covered period, as follows:</p> <table border="1" data-bbox="558 936 1348 1012"> <tr> <td style="padding: 5px;">Cumulative total of 50% of the base points granted in each business year</td> <td style="text-align: center; padding: 5px;">×</td> <td style="padding: 5px;">Performance-linked coefficient*</td> </tr> </table> <p>* Please refer to the “Details of performance achievement conditions regarding the performance-linked component” below.</p> <p>(b) Fixed component</p> <p>Points with respect to the fixed component granted to the Directors who serve concurrently as Executive Officers, to the Executive Officers and to the Directors who do not serve concurrently as Executive Officers, respectively, are calculated as follows:</p> <p>(Directors who serve concurrently as Executive Officers and Executive Officers)</p> <p style="padding-left: 40px;">Cumulative total of 50% of the base points granted in each business year</p> <p>(Directors who do not serve concurrently as Executive Officers)</p> <p style="padding-left: 40px;">Cumulative total of the base points granted in each business year</p> <p>(c) Share delivery points</p> <p>Based on (a) and (b) above, the share delivery points granted to the Directors who serve concurrently as Executive Officers, to the Executive Officers, and to the Directors who do not serve concurrently as Executive Officers, respectively, are calculated as follows:</p> <p>(Directors who serve concurrently as Executive Officers and Executive Officers)</p> <p style="padding-left: 40px;">Points of the performance-linked component set forth in (a) above + Points of the fixed component set forth in (b) above</p> <p>(Directors who do not serve concurrently as Executive Officers)</p> <p style="padding-left: 40px;">Points of the fixed component as set forth in (b) above</p>	Cumulative total of 50% of the base points granted in each business year	×	Performance-linked coefficient*
Cumulative total of 50% of the base points granted in each business year	×	Performance-linked coefficient*		

Details of performance achievement conditions regarding the performance-linked component	<ul style="list-style-type: none"> • Performance-linked coefficient varies in the range between 0% and 200% depending on the achievement level of performance targets in the medium-term management plan, etc. • The achievement level of performance targets and so forth are evaluated by the indicators, etc. as follows: <ul style="list-style-type: none"> (a) Financial Indicators: ROE and EBITDA (calculated simply by adding operating profit and depreciation and amortization) (b) Stock Price Indicator: Relative TSR (against TOPIX) (c) Non-financial Indicators: GHG Emission Intensity per Unit of Net Sales and Employee Engagement
Method and timing to Deliver Shares, etc. to the Directors, etc.	<ul style="list-style-type: none"> • The Directors, etc. who meet the beneficiary requirements will receive the delivery of the Company's shares in the number corresponding to 50% of the share delivery points (shares constituting less than one share unit will be rounded down) after the end of the covered period and receive cash payment equivalent to the Company's shares corresponding to the number of remaining share delivery points that are converted into cash in the trust. • The Directors, etc. will continue to hold the Company's shares acquired through this Plan until their retirement. • If a Director, etc. who meets the beneficiary requirements were to become deceased during the trust period, the Company's shares corresponding to the share delivery points at the time will be converted entirely into cash in the trust, and the heirs of said Director, etc. will receive a cash payment equivalent to such amount converted into cash.
Voting rights pertaining to the Company's shares in the Trust	Voting rights pertaining to the Company's shares under the trust will not be exercised during the trust period in order to ensure the neutrality of the Company's management.
Other details of this Plan	On other details of this Plan, the Board of Directors will determine each time a trust is established, the trust agreement is amended and additional contributions to the Trust are made.

The Trust may be continued by the modification of the trust agreement and additional trust at the time of the expiration of the trust period in lieu of creating a new trust. In such case, the trust period will be extended further for a period of three years, and the Company will make additional contributions of trust money within the limit of 2 billion 250 million yen in total and will continue to grant points and Deliver Shares, etc. to the Directors, etc. for the extended trust period; provided, however, that in cases where such additional contributions are to be made, where there are Company's shares (excluding the Company's shares equivalent to the points granted to the Directors, etc. that are yet to be Delivered) and cash remaining in the trust property ("Residual Shares, etc.") as of the last day of the trust period prior to the extension, the sum of the amount of the Residual Shares, etc. and additional trust money to be contributed will be within the upper limit of 2 billion 250 million yen.

END

Business Report (From January 1, 2025, to December 31, 2025)

1. Matters Concerning the Current Status of the AGC Group

(1) Process and Results of Business

In this consolidated fiscal year, although the global economy surrounding the AGC Group (the Company and its subsidiaries) saw a moderate recovery in investment and consumption activities in major countries, uncertainty remained due to factors including heightened geopolitical risks, trends in tariffs, and fluctuations in raw material and energy prices.

In the United States, while easing labor supply–demand conditions and firm capital investment supported the economy, high interest rates continued to affect corporate financing. In China, economic recovery remained limited due to sluggish recovery of domestic demand and ongoing adjustments in the real estate market. In Europe, economic stagnation persisted, and a delay in the recovery of the manufacturing sector was observed. In Japan, although personal consumption remained firm on the back of wage increases and other factors, the momentum of economic recovery was moderate.

Under such a business environment, regarding business results for this consolidated fiscal year, net sales amounted to 2,058.8 billion yen, down 8.8 billion yen, or a 0.4% decrease year on year, and operating profit increased by 1.6 billion yen, or 1.3% year on year, to 127.5 billion yen, as a result of decreased sales and profit in the Electronics, Chemicals, and Life Science segments, despite increased sales and profit in the Automotive and Architectural Glass segments. Factors affecting performance included the effects of improvements to the product mix and pricing policies in the Automotive segment, lower sales prices of PVC in Essential Chemicals, and a fall in shipments of photomask blanks for EUV lithography in Electronic Materials.

Profit before tax increased by 174.8 billion yen year on year to 124.8 billion yen (loss before tax for the previous fiscal year was 50.1 billion yen) due to the absence of losses on the sale of shares of subsidiaries and affiliates due to the transfer of the Russian business, and an impairment loss in the Life Science segment (biopharmaceutical CDMO business), which were incurred as other expenses in the previous fiscal year. Profit for the period attributable to owners of the parent increased by 163.2 billion yen year on year to 69.2 billion yen (loss attributable to owners of the parent for the previous fiscal year was 94.0 billion yen).

(Business results for this consolidated fiscal year)

Net sales:	2,058.8 billion yen	(0.4% decrease from the previous fiscal year)
Operating profit:	127.5 billion yen	(1.3% increase from the previous fiscal year)
Profit before tax:	124.8 billion yen	
Profit for the year attributable to owners of the parent:	69.2 billion yen	

Note:

In this Business Report, amounts less than 100 million yen are rounded to the nearest 100 million yen when they are indicated by the unit of a 100 million yen, and amounts less than 1 million yen are rounded down when they are indicated by the unit of a million yen.

Below is the report of the overview by segment for this consolidated fiscal year.

Architectural Glass

Net sales of the Architectural Glass segment were 441.1 billion yen, up 3.2 billion yen, or a 0.7% increase, from the previous fiscal year. Operating profit increased by 0.9 billion yen (5.5%) to 17.3 billion yen.

In Europe & Americas, net sales increased compared to the previous year due to a revenue increase effect resulting from the positive effect of pricing policies and yen depreciation, despite a decreased revenue effect due to lower shipments in Europe and the transfer of the Russian business in February 2024. In Asia, net sales decreased compared to the previous year due to lower shipments, as well as lower sales prices in Indonesia and other regions. Operating profit increased from the previous fiscal year due to the aforementioned revenue increase factors, despite the costs increase including higher labor costs.

Automotive

Net sales of the Automotive segment were 520.6 billion yen, up 21.8 billion yen, or a 4.4% increase, from the previous fiscal year. Operating profit increased by 15.3 billion yen (110.2%) to 29.3 billion yen.

With respect to net sales, although shipments decreased in Europe, net sales increased from the previous year due to an increase in shipments in Japan, and the increased revenue effect due to product mix improvements and the effects of pricing policies in all regions, as well as yen depreciation. Operating profit increased from the previous fiscal year due to the aforementioned revenue increase factors, despite the increase in costs, including higher raw materials, fuel and labor costs.

Electronics

Net sales of the Electronics segment were 355.1 billion yen, down 9.5 billion yen, or a 2.6% decrease, from the previous fiscal year. Operating profit decreased by 6.9 billion yen (12.7%) to 47.5 billion yen.

Display net sales exceeded the previous fiscal year due to an increase in shipments of LCD glass substrates. Meanwhile, Electronic Materials net sales fell below the previous year as optoelectronics was in a transitional phase toward further enhancement of functionality and shipments of photomask blanks for EUV lithography declined. Operating profit decreased from the previous fiscal year as a result of these revenue decrease factors, as well as the recording of expenses associated with the decision to withdraw from the business in specialty glass for chemical strengthening.

Chemicals

Net sales of the Chemicals segment were 584.2 billion yen, down 9.4 billion yen, or a 1.6% decrease, from the previous fiscal year. Operating profit decreased by 3.7 billion yen (6.6%) to 53.0 billion yen.

Essential Chemicals net sales decreased year on year due to the sales prices of PVC declined. Sales of Performance Chemicals increased year on year as a result of pricing policies effects, as well as a contribution from increased shipments of fluorine-related products for electronics, mobility, and other applications. Operating profit decreased year on year, mainly due to the impact of lower sales of Essential Chemicals and a deterioration in manufacturing costs associated with facility repairs.

Life Science

Net sales of the Life Science segment were 133.1 billion yen, down 8.1 billion yen, or a 5.8% decrease, from the previous fiscal year. Operating profit decreased by 1.1 billion yen to a loss of 22.3 billion yen.

Although performance was robust in the small molecule pharmaceuticals and agrochemicals CDMO business, net sales fell below the previous year due to the disappearance of one-off revenue associated with the settlement of contracted projects recorded in the previous fiscal year in the biopharmaceuticals CDMO business, as well as the closure of the Colorado sites in the United States and other factors. While fixed cost reduction measures, etc. at the U.S. sites in the biopharmaceuticals CDMO business produced positive effects, operating profit declined year on year mainly due to the aforementioned revenue decrease factors, as well as an increase in fixed costs associated with the expanded facilities that began operating in Europe in the previous fiscal year.

Ceramics & Others

Net sales of the Ceramics & Others were 59.9 billion yen, down 19.2 billion yen, or a 24.3% decrease, from the previous fiscal year. Operating profit decreased by 2.5 billion yen (49.4%) to 2.6 billion yen.

(Net sales and operating profits by segment)

Segment	Net Sales	(Compared to the Previous Fiscal Year)	Operating Profit	(Compared to the Previous Fiscal Year)
Architectural Glass	JPY 441.1 billion	(0.7% increase)	JPY 17.3 billion	(5.5% increase)
Automotive	JPY 520.6 billion	(4.4% increase)	JPY 29.3 billion	(110.2% increase)
Electronics	JPY 355.1 billion	(2.6% decrease)	JPY 47.5 billion	(12.7% decrease)
Chemicals	JPY 584.2 billion	(1.6% decrease)	JPY 53.0 billion	(6.6% decrease)
Life Science	JPY 133.1 billion	(5.8% decrease)	(JPY 22.3 billion)	
Ceramics & Others	JPY 59.9 billion	(24.3% decrease)	JPY 2.6 billion	(49.4% decrease)
(Adjustments)	(JPY 35.1 billion)		JPY 0.1 billion	
Total	JPY 2,058.8 billion	(0.4% decrease)	JPY 127.5 billion	(1.3% increase)

Note:

Adjustments include the eliminated amounts of net sales and operating profit regarding intersegment transactions, etc.

(2) Tasks to be Addressed

The AGC Group is implementing initiatives under the strategy of the mid-term management plan **AGC plus-2026** (hereinafter, the “current mid-term plan”), which was formulated in February 2024 to realize the long-term management vision “Vision 2030.”

We are pursuing transformation of the business structure through the pursuit of proprietary materials and solutions, with the aim of building a portfolio that is resilient to market fluctuations and has high asset efficiency, growth potential and carbon efficiency.

The basic strategies of the current mid-term plan are as follows.

Evolution of "ambidextrous strategy"	<ul style="list-style-type: none"> ■ Accelerate business portfolio transformation by pursuing differentiated materials and solutions ■ Continue to strengthen the earnings base and cash generation capabilities of core businesses ■ Revise the scope of strategic businesses, accelerate business growth, and explore next-generation area
Deepening of Sustainability Management	<ul style="list-style-type: none"> ■ Accelerate integrated management, including financial KPIs, by redefining the social value that we provide and setting sustainability KPIs
Promotion of value creation DX	<ul style="list-style-type: none"> ■ Strengthen competitiveness through digital × <i>monozukuri</i> capabilities ■ Streamline and strengthen the entire supply chain
Strengthening of the management foundation	<ul style="list-style-type: none"> ■ Strengthen group governance ■ Promote human capital management ■ Further strengthen the alignment between business strategy and technology platform

a. Financial KPIs for 2026

At the time the current mid-term plan was formulated, the financial KPIs for 2026 were set at operating profit of 230.0 billion yen and ROE of 8% or above. However, in view of the economic slowdown in China and Europe and a significant shortfall in sales volumes in the Life Science business, the targets were revised downward in February 2025. In addition, given the expected shortfall in sales targets in the Electronic Materials business (photomask blanks for EUV lithography, optoelectronics) and the Life Science business, and the anticipated depressed prices in the Essential Chemicals - SEA business, we have set the financial KPIs for 2026 as follows.

	Financial KPIs for 2026	
	Announced in February 2024	Announced in February 2026
Operating Profit	JPY 230.0 billion	JPY 150.0 billion
Strategic Business Operating Profit	JPY 130.0 billion	JPY 80.0 billion
EBITDA	JPY 440.0 billion	JPY 333.0 billion
ROE	8% or above	5% or above (forecast 5.2%)
D/E Ratio	0.5 or less	

Cost of equity capital ** approx. 7%

WACC ** approx. 5%

*EBITDA = operating profit + depreciation

** Average for 2023–2025. Calculated based on CAPM (Capital Asset Pricing Model)

We aim to achieve an ROE of at least 5% in fiscal 2026, the final year of the current mid-term plan, and, in early times from 2027 onward, to achieve an ROE above 8%, exceeding the Group’s cost of equity capital. To achieve this, we will implement the following measures.

b. Key Issues and Measures

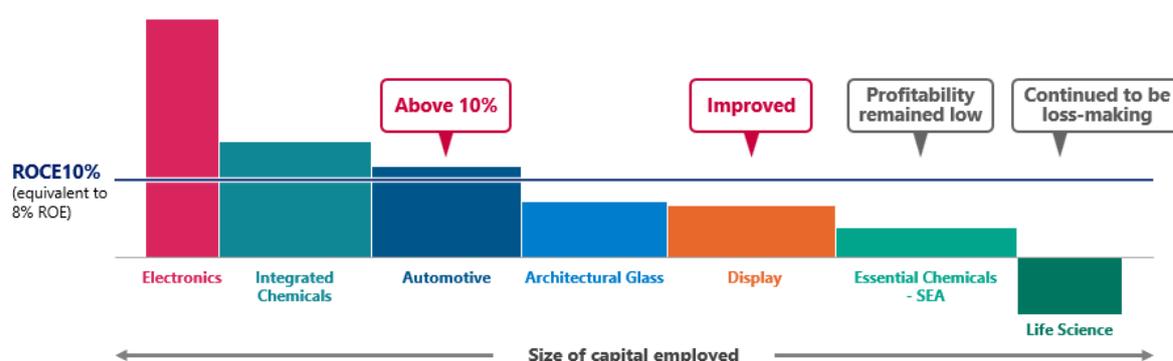
① Improvement of ROCE

To improve ROE, the AGC Group uses ROCE (note) as a business management indicator.

The Electronics business and the Integrated Chemicals business secure high profitability through product differentiation, and will continue to aim to maintain high levels of ROCE.

On the other hand, the low profitability of businesses with large asset bases has been pulling down the group-wide ROCE. We regard improving operating profit and optimizing capital employed in these businesses as an urgent issue and continue to take measures. As a result, the Automotive business achieved ROCE exceeding 10% in 2025, and improvements are progressing in the Display business. However, the Essential Chemicals business - SEA and the Life Science business remain in the process of improvement.

FY2025 ROCE and Size of Capital Employed by Business (before common expense allocation)



Note:

1. ROCE (Return on Capital Employed) = (Operating Profit for the Current Fiscal Year) / (Capital Employed at the End of the Current Fiscal Year)
2. The Display business does not include the specialty glass business for chemical strengthening.
3. Integrated Chemicals business: chlor-alkali and urethane-product businesses in Japan and performance chemicals businesses that are mainly developed and manufactured in Japan.
Essential Chemicals business in Southeast Asia: chlor-alkali businesses in the Southeast Asia region.

To improve operating profit and optimize capital employed in all business segments, we will implement the following measures, and thereby aim to achieve a group-wide ROCE of 10% (equivalent to an ROE of 8%) or above:

- Measures to improve operating profit: cost reduction (stable production and productivity improvement), pricing policy, high added value
- Optimization of capital employed: meticulous investment selection, inventory reduction, sale of or exit from business

② Status and initiatives for each Business

<Electronics Business>

While the semiconductor-related market is expanding, we secured high profitability through a highly differentiated product lineup with strong market shares; however, growth slowed in 2025. Optoelectronics is currently in the transitional period toward further advanced functionality, and we will aim for renewed growth by steady implementation of such transition. Semiconductor-related materials generally continued to grow; for photo mask blanks for EUV lithography, we will focus on R&D in advanced areas and on expanding sales to return to a growth trajectory.

<Integrated Chemicals Business>

Against the backdrop of expansion in electronics markets, mainly related to semiconductors, the diverse and differentiated product lineup has contributed to high profitability. Organizational restructuring has optimized the chemical chain in Japan and established a system that enhances agility of business operations and profitability. As for Performance Chemicals, we will focus on high profitable products in the three categories: electronics, energy and mobility and will further improve profitability.

<Automotive Business>

Due to profitability improving measures through pricing policy, structural reforms and higher functionality and high-added value, ROCE exceeded 10% in 2025. We will continue these initiatives and aim to achieve ROCE of 15% within several years.

<Architectural Glass Business>

Demand in Europe remains weak, but price level has been maintained appropriately due to supply-demand improvements. We will strengthen profitability by expanding sales of highly heat shielding/insulating products such as Low-E insulated glass unit and vacuum insulating glass and by continuously reducing costs. In Japan, renovation demand provides supports, and we aim to improve profitability through pursuing pricing policy and expanding sales of high value-added products by leveraging our strong customer base. In Southeast Asia, while demand is expected to rise moderately, competition is intensifying, and we will continue to strengthen sales and distribution channels and promote high value-added products as well as implement other measures. In South America, demand remains stable supported by economic growth, and we will further improve profitability by promoting high value-added products.

<Display Business>

Profitability has steadily improved by strengthening competitiveness through structural reforms, pricing policy and technological innovation. We will continue these measures and aim to achieve ROCE of 10%.

<Essential Chemicals - SEA Business>

Demand within Southeast Asia is expanding at an annual average rate of approximately 4%, particularly with caustic soda demand increasing for alumina and nickel refining within Indonesia. However, market prices for PVC and caustic soda remain subdued due to the slowdown in the Chinese economy and India's decision not to impose anti-dumping duties. In consideration of these supply-demand and price conditions, we will maximize the advantages of production within Southeast Asia and increase the share of intra-regional sales to reduce selling costs such as logistics and increase margins. At the same time, we will secure stable ethylene supply within the region to enhance raw-material competitiveness and work to improve profitability.

<Life Science Business>

The microbial, cell and gene therapy business of the Biopharmaceuticals CDMO businesses, as well as Small Molecule Pharmaceuticals and Agrochemicals CDMO businesses, maintain firm quality and performance. However, mammalian business of Biopharmaceuticals CDMO - which accounts for about half of the Life Science sales - faces challenges in contracts intake, and we are sequentially implementing improvement measures such as sales and marketing enhancement, leveraging the AGC Group's production technology, and cost reductions.

Overall performance of the Life Science business is expected to recover as cost structure improves due to the withdrawal from the U.S. Colorado sites and production stabilization is progressing; however, it will take time for the effect of increased orders in the mammalian field to materialize, and we expect the business to turn profitable in 2027.

③ Direction of R&D investment

To achieve sustainable growth and strengthen competitiveness, the AGC Group promotes R&D investment and, to improve investment efficiency, operates a framework that selects development areas on both market and technology axes. Based on these mechanisms, we have defined the direction of future development as follows, and will strengthen investment in cutting-edge and high value-added areas.

- i. Innovation in manufacturing and basic technologies (AI/MI technologies, utilization of quantum computing, GHG reduction, etc.)
- ii. Development of next generation and new products (IR cut filters, photomask blanks for EUV lithography, glass core substrates, car mounted display glass, etc.)
- iii. Development of new businesses (Semiconductor process materials, cell materials, DDS, etc.)

(Note) MI: Materials Informatics; DDS: drug delivery systems (technologies that deliver drugs to the required site in the body, in the required amount, and for the required duration)

<Expansion of semiconductor-related businesses>

Based on the above directions, we will further strengthen R&D investment in semiconductor-related areas and accelerate business deployment.

In the semiconductor front-end, we have supplied materials such as photomask blanks for EUV lithography and CMP slurries that meet the stringent requirements of semiconductor manufacturers. While continuing to strengthen value provision in the front-end, we will also focus on the back-end — which is expected to directly contribute to further semiconductor performance improvements — and introduce new technologies and products. A strength of the AGC Group is that we possess inorganic and organic material technologies, functional design and processing technologies in an integrated manner and can provide solutions that fuse these technologies. We will make the most of this strength and particularly promote expansion of semiconductor packaging-related technologies and solutions.

④ Capital expenditure

From 2018 through 2025, we carried out capital expenditures exceeding 200.0 billion yen per year. These investments were mainly to expand production capacity in the Chemicals and Life Science businesses, and the large-scale investments were substantially completed in 2025.

From 2026 onward, we will significantly restrain new investments, maximize utilization of existing equipment to improve ROCE, and focus on recovering the investments made to date.

⑤ Shareholder return

Our basic policy for shareholder return is to continue stable dividends with a target ratio of dividends attributable to owners of parent company (DOE) of approximately 3%, and the dividend per share for 2026 will be maintained at the 2025 level. The shareholder return policy for 2027 and thereafter will be reviewed as necessary based on the progress of business recovery.

The AGC Group will steadily implement these initiatives and, by realizing the “Vision 2030”, create various forms of added value for all stakeholders — such as society, customers and business partners, employees, shareholders and investors, and future generations.

(3) Status of Capital Investment

In this consolidated fiscal year, capital investments totaling 251.3 billion yen were made, such as the expansion of manufacturing facilities of Electronic Materials in Japan (Electronics), the expansion of manufacturing facilities of chlor-alkali products in Southeast Asia, the expansion of manufacturing facilities of fluorine related products in Japan (Chemicals), and the expansion of facilities for CDMO service of biopharmaceuticals in Japan (Life Science).

(4) Status of Funding

In this consolidated fiscal year, the AGC Group financed its necessary fund by using its own capital, through bank borrowings and by issuing commercial papers and bonds.

The bond issued by the Company in this consolidated fiscal year is as follows:

Name	Total Issued Amount	Issue Date	Maturity Date
No. 5 Unsecured Straight Bond	JPY 30.0 billion	March 5, 2025	March 5, 2035

(5) Status of Corporate Reorganizations, etc.

On July 11, 2025, the Company entered into an absorption-type merger agreement with AGC Logistics Co., Ltd., a wholly owned subsidiary of the Company, and, effective January 1, 2026, absorbed the said company.

(6) Trends in the Status of Property and Profits and Losses

(Unit: billions of yen except per share amounts)

	IFRSs			
	98 th Term (January 2022 through December 2022)	99 th Term (January 2023 through December 2023)	100 th Term (January 2024 through December 2024)	101 st Term (January 2025 through December 2025)
Net Sales	2,035.9	2,019.3	2,067.6	2,058.8
Operating Profit	183.9	128.8	125.8	127.5
Profit Before Tax	58.5	122.8	(50.1)	124.8
Profit for the Year Attributable to Owners of the Parent	(3.2)	65.8	(94.0)	69.2
Basic Earnings Per Share (yen)	(14.22)	304.73	(443.71)	326.20
Equity Attributable to Owners of the Parent	1,390.3	1,447.1	1,435.8	1,485.1
Equity Attributable to Owners of the Parent per Share (yen)	6,271.35	6,831.89	6,773.86	7,003.63
Total Assets	2,814.0	2,933.0	2,889.7	2,950.1

Note: Pursuant to the provisions of Article 120, Paragraph 1, of the Ordinance on Companies Accounting, the Consolidated Financial Statements are prepared based on the IFRSs.

(7) Main Businesses (as of December 31, 2025)

Segment	Main products and services
Architectural Glass	Architectural figured glass, Architectural processing glass (Insulating glass, Toughened glass, Laminated glass)
Automotive	Automotive glass, Cover glass for car-mounted displays
Electronics	Display Glass substrates for TFT-LCD/OLED, Specialty Glass for displays Electronic Materials Materials for semiconductor, Optical materials
Chemicals	Essential Chemicals Caustic soda, Polyvinyl chloride resin, Urethane Performance Chemicals Fluorinated related products (Resins, Gases, Solvents), Iodine-related products
Life Science	CDMO services for small molecule pharmaceuticals, agrochemicals, biopharmaceuticals Intermediates and Active Ingredients of synthetic pharmaceutical and agrochemical
Ceramics & Others	Ceramic products, etc.

(8) Main Places of Business (as of December 31, 2025)

The Company's main places of business are as follows. On the Company's subsidiaries, they are as stated in "(9) Status of Important Subsidiaries."

Name	Location	Name	Location
Head Office	Tokyo Metropolis	Chiba Plant	Chiba Prefecture
Kansai Plant	Amagasaki Factory	Aichi Plant	Aichi Prefecture
	Takasago Factory	Kashima Plant	Ibaraki Prefecture
AGC Yokohama Technical Center	Kanagawa Prefecture	Sagami Plant	Kanagawa Prefecture

(9) Status of Important Subsidiaries (as of December 31, 2025)

Subsidiary Name	Location	Capital	Voting Rights Held by the Company	Main Businesses
Architectural Glass				
AGC Glass Kenzai Co., Ltd.	Tokyo, Japan	JPY 470 million	100.0%	Manufacturing, construction and sales of architectural figured glass, architectural processing glass and building materials
AGC Glass Products Co., Ltd.	Tokyo, Japan	JPY 1,287 million	100.0%	Manufacturing and sales of architectural processing glass, and cutting and sales of architectural figured glass
PT Asahimas Flat Glass Tbk	Indonesia	IDR 217.0 billion	44.5%	Manufacturing and sales of architectural figured glass, automotive glass and fabricated glass for industrial use
AGC Glass Europe	Belgium	EUR 473 million	100.0%	Manufacturing and sales of architectural figured glass
AGC Flat Glass Czech a.s.	Czech Republic	CZK (*) 3,560 million	100.0%	Manufacturing and sales of architectural figured glass
Automotive				
AGC Automotive (Suzhou) Inc.	China	USD 236 million	100.0%	Manufacturing and sales of automotive glass
AGC Flat Glass North America, Inc.	U.S.A.	USD (*) 4 million	100.0%	Manufacturing and sales of automotive glass
AGC Automotive Europe	Belgium	EUR (*) 105 million	100.0%	Manufacturing and sales of automotive glass
AGC Automotive Czech a.s.	Czech Republic	CZK (*) 1,657 million	100.0%	Manufacturing and sales of automotive glass
Electronics				
AGC Electronics Co., Ltd.	Fukushima, Japan	JPY 300 million	100.0%	Manufacturing of materials for semiconductor, optical materials
AGC Techno Glass Co., Ltd.	Shizuoka, Japan	JPY 300 million	100.0%	Manufacturing of optical materials and manufacturing and sales of products for laboratory and medical use
AGC Display Glass Taiwan, Inc.	Taiwan	NTD (*) 3,120 million	100.0%	Manufacturing and sales of glass substrates for TFT-LCD/OLED
AGC Display Glass (Huizhou) Co., Ltd.	China	JPY 45,800 million	100.0%	Manufacturing and sales of glass substrates for TFT-LCD/OLED
AGC Advanced Electronics Display Glass (Shenzhen) Co., Ltd.	China	JPY 33,700 million	63.0%	Manufacturing and sales of glass substrates for TFT-LCD/OLED
AGC Fine Techno Korea Co., Ltd.	South Korea	KRW (*) 227,000 million	100.0%	Manufacturing and sales of glass substrates for TFT-LCD/OLED

Subsidiary Name	Location	Capital	Voting Rights Held by the Company	Main Businesses
Chemicals				
Ise Chemicals Corporation	Tokyo, Japan	JPY 3,599 million	53.5%	Manufacturing and sales of iodine products and metallic compounds and extraction and sales of natural gas
PT Asahimas Chemical	Indonesia	USD 84 million	52.5%	Manufacturing and sales of caustic soda and polyvinyl chloride resin
AGC Vinythai Public Company Limited	Thailand	THB 9,435 million	65.0%	Manufacturing and sales of caustic soda and polyvinyl chloride resin
Life Science				
AGC Biologics A/S	Denmark	DKK 42 million	100.0%	CDMO services for biopharmaceuticals
Ceramics & Others				
AGC Ceramics Co., Ltd.	Tokyo, Japan	JPY 3,500 million	100.0%	Manufacturing and sales of various ceramic products
AGC Singapore Services Pte. Ltd.	Singapore	USD 88 million	100.0%	Procurement of funds and provision of financing for affiliates in Asia and holding of shares in affiliates
AGC America, Inc.	U.S.A.	USD 0 million	100.0%	Holding of shares in affiliates in North America and information gathering
AGC Capital, Inc.	U.S.A.	USD 0 million	(*) 100.0%	Procurement of funds and provision of financing for affiliates in North America

Note: (*) indicates that the ratio includes investment through subsidiaries.

2. Matters Concerning the Company Shares (as of December 31, 2025)

- (1) **Total Number of Authorized Shares:** 400,000,000 shares
(2) **Total Number of Issued Shares:** 217,434,681 shares (including 5,070,502 shares of treasury shares)
(3) **Total Number of Shareholders:** 151,070 persons
(4) **Large Shareholders (Top 10)**

Shareholder Name	Number of Shares Held	Percentage of Shares Held
The Master Trust Bank of Japan, Ltd. (Trust account)	32,439,500 shares	15.28%
Custody Bank of Japan, Ltd. (Trust account)	14,881,700 shares	7.01%
Meiji Yasuda Life Insurance Company	7,692,600 shares	3.62%
The Asahi Glass Foundation	6,389,881 shares	3.01%
Asahi Glass Business Partner Shareholding Association	4,899,833 shares	2.31%
STATE STREET BANK AND TRUST COMPANY 505001	4,034,185 shares	1.90%
Nippon Life Insurance Company	3,662,941 shares	1.72%
AGC Employees Shareholding Association	3,153,510 shares	1.48%
Barclays Securities Japan Limited BNYM	3,000,000 shares	1.41%
JP MORGAN CHASE BANK 385781	2,856,576 shares	1.35%

Notes:

- In addition to the above, there are 5,070,502 shares of treasury shares held by the Company.
- Percentage of shares held is calculated by excluding treasury shares and rounding to the nearest two decimal places.

(5) Status of Shares Delivered to Company Officers During this Business Year as Compensation for the Performance of their Duties

Not applicable.

3. Matters Concerning the Company Officers

(1) Status of Directors and Audit & Supervisory Board Members (as of December 31, 2025)

Posts	Name	Responsibilities and Important Concurrent Positions
Director & Chairman	Takuya Shimamura	Outside Director, EBARA CORPORATION Outside Director, JFE Holdings, Inc.
Representative Director (President)	Yoshinori Hirai	CEO
Representative Director (Senior Executive Vice President)	Shinji Miyaji	CFO, CCO
Representative Director (Executive Vice President)	Hideyuki Kurata	CTO, GM of Technology General Division
Outside Director	Hiroyuki Yanagi	Outside Director, Kirin Holdings Co., Ltd. Outside Director, Japan Airlines Co., Ltd. Outside Director, Mitsubishi Electric Corporation
Outside Director	Keiko Honda	Professor, Graduate School of Commerce, Waseda University Outside Director, Mitsubishi UFJ Financial Group, Inc. Outside Director, Recruit Holdings Co., Ltd.
Outside Director	Isao Teshirogi	Representative Director, President and CEO, Shionogi & Co., Ltd. Outside Director, Japan Exchange Group, Inc. Outside Director, Sumitomo Mitsui Financial Group, Inc.
Outside Director	Koji Arima	Member of the Board, Chairman, DENSO CORPORATION Outside Audit & Supervisory Board Member, KDDI CORPORATION
Outside Audit & Supervisory Board Member (Full-time)	Isamu Kawashima	Outside Director, JAPAN PURE CHEMICAL CO., LTD. Outside Director, Sansei Technologies, Inc.
Audit & Supervisory Board Member (Full-time)	Naoko Araki	
Outside Audit & Supervisory Board Member	Tatsuro Ishizuka	Outside Director, K&O Energy Group Inc. Outside Director, Tadano Ltd.
Outside Audit & Supervisory Board Member	Haruka Matsuyama	Partner, Hibiya Park Law Offices Outside Director, Tokio Marine Holdings, Inc. Outside Director, Mitsubishi Electric Corporation

Notes:

- Mr. Koji Arima, Director, and Ms. Naoko Araki, Audit & Supervisory Board Member, were newly appointed on March 28, 2025.
- Mr. Isamu Kawashima, Audit & Supervisory Board Member, has considerable knowledge of finance and accounting through his extensive experience in the accounting sector of NEC Corporation and abundant knowledge as the audit & supervisory board member of said company.
- The Company has reported Directors Mr. Hiroyuki Yanagi, Ms. Keiko Honda, Mr. Isao Teshirogi and Mr. Koji Arima and Audit & Supervisory Board Members Mr. Isamu Kawashima, Mr. Tatsuro Ishizuka and Ms. Haruka Matsuyama to Tokyo Stock Exchange, Inc. as independent officers. All outside officers meet the Company's standards for independence of outside officers. On these standards, please refer to page 26.
- As of January 1, 2026, the following partial change in responsibilities was made:

Position	Name	Responsibilities
Representative Director (Senior Executive Vice President)	Shinji Miyaji	assigned as Assistant to CEO

(2) Compensation, etc. for the Directors and Audit & Supervisory Board Members

a. Policy for Determining Compensation, etc. for Officers

At the Board of Directors meeting, the Company established the policy concerning the determination of compensation, etc. for individual Directors and Audit & Supervisory Board Members as follows:

(a) Contents of the policy concerning compensation

i. Basic Approach to Compensation System

The Company has established, as its compensation principles, its basic approach to overall compensation for officers as follows.

- The compensation system shall be the one that enables the Company to attract, secure and reward diverse and talented human capital in order to establish and enhance competitive advantage.
- The compensation system shall be the one that promotes sustained enhancement of corporate value, in a way which allows the shareholders and management to share earnings.
- The compensation system shall be the one that motivates the achievement of performance targets of the management strategy aiming at the Company Group's sustained development.
- The process to establish the compensation system shall be objective and highly transparent.

ii. Composition of Compensation

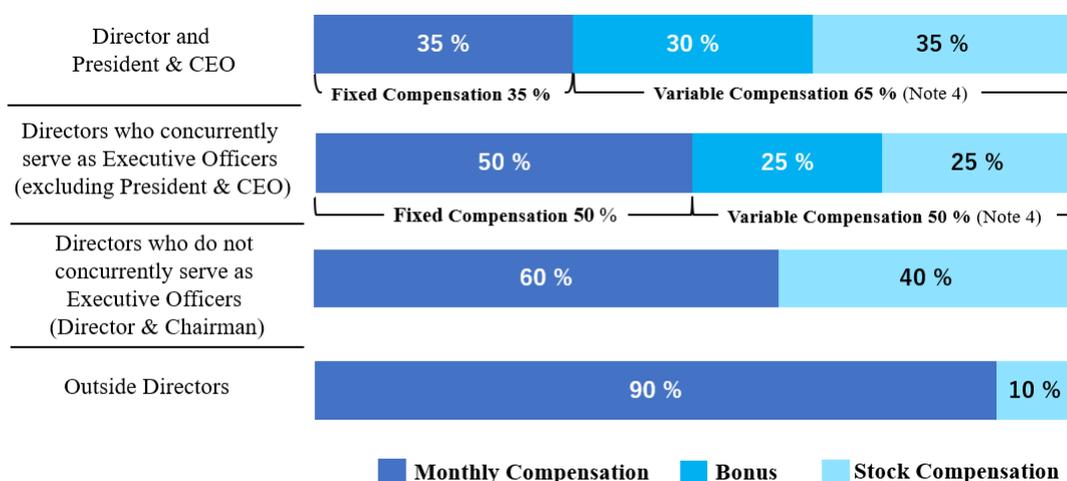
(i) It consists of "Monthly compensation" as fixed compensation and "Bonuses" and "Stock Compensation" (Note 1) as variable compensation that are applied depending on the position as follows.

Category	Fixed Compensation	Variable Compensation		
	Monthly Compensation	Bonus	Performance-linked Component	Stock Compensation Fixed Component (Note 2)
Directors who concurrently serve as Executive Officers and Executive Officers	✓	✓	✓	✓
Directors (including Outside Directors) who do not concurrently serve as Executive Officers	✓			✓
Audit & Supervisory Board Members	✓			

Notes:

- 1 If a person eligible for stock compensation is a non-resident of Japan, the Company may, instead of delivering shares, pay the equivalent amount in cash as a bonus.
- 2 The fixed component of stock compensation is not linked to the Company's business performance.

(ii) On the Directors, the proportion of each component in the total compensation based on the standard payment amount shall be roughly as shown in the figure below (Note 3), to which, among others, as for variable compensation, the details of “iii. Scheme of Variable Compensation” below will be reflected.



Notes:

- 3 If none of the above applies, it shall be deliberated by the Compensation Committee and resolved by the Board of Directors.
- 4 Variable compensation is the total of bonus and amount of stock compensation for a single business year.

iii. Scheme of Variable Compensation

In order to carry out the management with a balanced perspective of the short, medium and long terms, variable compensation takes into account a balance among each term so that sustained development and corporate value enhancement of the Company Group are achieved.

(i) Bonus

- An amount depending on each officer’s position, etc. is adjusted in accordance with the consolidated performance indicators for a single year with the aim to further heighten the motivation to achieve performance targets for a single year.
- On performance indicators, “Return (Operating Profit) on Capital Employed” (Note 5) and “Cash Flow” are adopted due to the importance of generating cash as well as improving business profitability and asset efficiency.
- The payment rate of bonus will vary depending on the level of achievement against the target for Return (Operating Profit) on Capital Employed and level of improvement of Cash Flow compared to the previous year. In addition, the payment rate of bonus will vary, in principle, in the range between 0% and 200% of the standard payment amount after taking account of the status of overall business results, strengthening of non-financial capital, development of portfolio shift, etc. as well as individual performance. The amount shall be determined by the resolution of the Board of Directors after deliberation by the Compensation Committee.
- Bonus covers the period from the first day of the business year to its final day, and bonuses corresponding to such period are paid after the end of the Ordinary General Meeting of Shareholders immediately after such period ends.

Note:

- 5 $\text{Return (Operating Profit) on Capital Employed} = \text{Operating Profit} \div \text{Operating Assets}$

(ii) Stock Compensation

- The aim is to heighten motivation to contribute to the corporate value enhancement over the medium to long term, to seek to share earnings with the shareholders and to heighten the motivation toward achieving performance targets in the medium-term management plan (the “mid-term plan”).
- This Plan consists of a “performance-linked component” that delivers Company’s shares, etc. varying depending on the position and level of achievement of the consolidated performance indicators, etc. in the mid-term plan and a “fixed component” that delivers a fixed number of the Company’s shares, etc. depending on the position.
- On the performance indicators, five indicators; ①ROE and ②EBITDA, which are Financial Indicators, ③Relative TSR (against TOPIX), which is a Stock Price Indicator, and ④GHG Emission intensity per unit of net sales and ⑤Employee Engagement, which are Non-Financial Indicators, are adopted.

Classification	Performance Indicators	Reason for Selection	Weighting
Financial Indicators	ROE	Key performance objective for long-term and medium-term plan periods	30 %
	EBITDA	Improve cash generation capacity and profitability	30 %
Stock Price Indicators	Relative TSR (against TOPIX)	Further sharing earnings with shareholders	20 %
Non-Financial Indicators	GHG Emission intensity per unit of net sales	Aiming to contribute to the realization of a sustainable global environment	10 %
	Employee Engagement	Aiming for the growth of the company through the growth of each employee and the demonstration of their abilities	10 %

- On the “performance-linked component,” it will, in principle, vary in the range between 0% and 200% of the standard payment amount in accordance with the achievement level against the targets for these indicators, and the amount shall be determined by the resolution of the Board of Directors after deliberation by the Compensation Committee. The achievement level against the targets is calculated as follows.

Financial Indicators: calculated as a weighted average with prescribed ratios (Note 6) of the achievement level against the targets for these indicators in each business year of the mid-term plan period

Stock Price Indicators and Non-Financial Indicators: calculated based on the achievement level against the targets for these indicators at the end of the mid-term plan period

- Officers will continue to hold the Company’s shares acquired through this Plan after the end of the mid-term plan period until their retirement.

Note:

6 25% for the first year, 25% for the next year and 50% for the final business year

iv. Compensation Level

On the compensation level, the Compensation Committee verifies it by analyzing and comparing compensation data of major manufacturing companies obtained from the data compiled by a third-party organization.

(b) Compensation Determination Method

The compensation system, compensation level, etc. of the Directors and Executive Officers are deliberated and proposed by the Compensation Committee, which is a voluntary advisory committee chaired by an Outside Director and has the majority of its members as Outside Directors, based on “i. Basic Approach to Compensation System,” and the Board of Directors resolves on the compensation for the Directors within the maximum amount of compensation (total amount) approved in advance at the General Meeting of Shareholders. The Compensation Committee also checks on the results of compensation payments. Likewise, on the compensation for the Audit & Supervisory Board Members, it is to be determined by discussions among the Audit & Supervisory Board Members within the maximum amount of compensation (total amount) approved in advance at the General Meeting of Shareholders. Through such procedures, the objectivity and the transparency concerning the determination process of compensation are heightened.

(c) The Policy Determination Method

This Policy is deliberated and proposed in the Compensation Committee and resolved by the Board of Directors.

b. Amount of Compensation, etc. for the Directors and Audit & Supervisory Board Members Regarding this Business Year

	Number of Eligible Persons and Total Amount of Compensation, etc.		Breakdown					
			Fixed Compensation		Variable Compensation			
			Monthly Compensation		Bonus		Stock Compensation (non-monetary compensation, etc.)	
	Number of Persons	Amount of Money	Number of Persons	Amount of Money	Number of Persons	Amount of Money	Number of Persons	Amount of Money
Directors	8 persons	JPY 690 million	8 Persons	JPY 381 million	3 persons	JPY 143 million	8 persons	JPY 165 million
Including Outside Directors	4 persons	JPY 73 million	4 persons	JPY 65 million	-	-	4 persons	JPY 7 million
Audit & Supervisory Board Members	5 persons	JPY 104 million	5 persons	JPY 104 million	-	-	-	-
Including Outside Audit & Supervisory Board Members	3 persons	JPY 68 million	3 persons	JPY 68 million	-	-	-	-

Notes:

1. The “Number of Eligible Persons and Total Amount of Compensation, etc.” and “Monthly Compensation” include remuneration for one Audit & Supervisory Board Member who retired on March 28, 2025.
2. The contents of “Stock Compensation” are as stated in the “Policy for Determining Compensation, etc. for Officers” on page 47. Stock compensation (fixed component) to be delivered or provided to Outside Directors (7 million yen for 4 persons) is not linked to the Company’s business performance. The amount of money of “Stock Compensation” is the amount of expenses recorded for this business year.

3. The amount of “Bonus” and “Stock Compensation (performance-linked component),” which are performance-linked compensation, etc. for three Directors, is 169 million yen. Outside Directors and Audit & Supervisory Board Members are not eligible for performance-linked compensation, etc.
4. The calculation method of “Bonus” and “Stock Compensation (performance-linked component),” which are performance-linked compensation, etc., as well as the performance indicators used as the basis for the calculation and the reasons for the selection of such performance indicators are as stated in the “Policy for Determining Compensation, etc. for Officers” on page 47. Furthermore, the results of each indicator which is applied for this business year are as follows:

Bonus	<ul style="list-style-type: none"> • Return (Operating Profit) on Capital Employed: 5.4 % (adjusted amount) • Cash flow indicator increased compared to the previous year.
Stock Compensation (performance-linked component)	<ul style="list-style-type: none"> • ROE: 4.7 % • EBITDA: JPY 307.3 billion (calculated simply by adding operating profit and depreciation and amortization)

5. The maximum amount and composition of compensation, etc. for the Directors and Audit & Supervisory Board Members are as follows:
 - (1) At the 97th Ordinary General Meeting of Shareholders held on March 30, 2022, it was resolved to set the amount of compensation, etc. for the Directors regarding monthly compensation and bonus at 750 million yen or less per year (including 67 million yen or less per year for Outside Directors). As of the conclusion of the 97th Ordinary General Meeting of Shareholders, the number of the Directors eligible for the monthly compensation and bonus were seven (including three Outside Directors).
 - (2) Stock compensation for the Directors and Executive Officers (excluding non-residents of Japan) was resolved at the 97th Ordinary General Meeting of Shareholders held on March 30, 2022, that, for every three business years, the Company will contribute money to a trust with the upper limit at 2.25 billion yen in total (including 25 million yen in total for Outside Directors) and the upper limit of the number of the Company’s shares (including the Company’s shares subject to conversion into cash) to be delivered or provided through such trust to be 495,000 shares (including 6,000 shares in total for Outside Directors). As of the conclusion of the 97th Ordinary General Meeting of Shareholders, the number of persons eligible for this Plan was 31, of which six were Directors (including two Outside Directors).
 - (3) The Audit & Supervisory Board Members are eligible only for monthly compensation, and it was resolved to set the amount of compensation, etc. for the Audit & Supervisory Board Members at 120 million yen or less per year at the 93rd Ordinary General Meeting of Shareholders held on March 29, 2018. As of the conclusion of the 93rd Ordinary General Meeting of Shareholders, the number of the Audit & Supervisory Board Members eligible for the monthly compensation was four (including three outside Audit & Supervisory Board Members).

c. Reasons to Determine that the Contents of the Compensation, etc. for each individual Director Regarding this Business Year are in Line with the Policies Resolved by the Board of Directors

Given the “Policy for Determining Compensation, etc. for Officers” on page 47, the voluntary Compensation Committee, of which the majority of the members are made up by Outside Directors and chaired by an Outside Director, has deliberated and proposed on the compensation, etc. for each individual Director and, following such report, the Board of Directors has made the resolution; thus, the contents are determined to be in line with this policy.

Consolidated Statements of Financial Position

(Unit: millions of yen)

	(Reference) 100th Fiscal Year (as of Dec. 31, 2024)	101st Fiscal Year (as of Dec. 31, 2025)
Assets	2,889,665	2,950,077
Current Assets	1,001,270	967,772
Cash and cash equivalents	107,988	94,671
Trade receivables	332,442	324,396
Inventories	454,143	465,415
Other receivables	58,221	55,879
Income tax receivables	16,556	7,019
Other current assets	25,103	20,390
(Subtotal)	994,455	967,772
Assets held for sale	6,815	-
Non-Current Assets	1,888,395	1,982,304
Property, plant and equipment	1,550,862	1,652,885
Goodwill	49,774	52,100
Intangible assets	52,291	55,430
Investments accounted for using equity method	30,521	37,308
Other financial assets	68,798	70,175
Deferred tax assets	39,019	42,971
Other non-current assets	97,127	71,433
Total Assets	2,889,665	2,950,077
Liabilities	1,217,967	1,218,355
Current Liabilities	708,771	696,203
Trade payables	201,803	210,036
Short-term interest-bearing debt	129,940	98,538
Long-term interest-bearing debt due within one year	109,921	118,411
Other payables	214,523	220,258
Income tax payables	21,376	19,125
Provisions	1,361	3,518
Other current liabilities	21,183	26,315
(Subtotal)	700,110	696,203
Liabilities associated with assets held for sale	8,661	-
Non-Current Liabilities	509,196	522,151
Long-term interest-bearing debt	409,876	429,514
Deferred tax liabilities	22,865	20,313
Post-employment benefit liabilities	51,370	50,147
Provisions	12,883	12,419
Other non-current liabilities	12,199	9,757
Total Liabilities	1,217,967	1,218,355
Equity	1,671,697	1,731,722
Total Equity Attributable to Owners of the Parent	1,435,787	1,485,126
Share capital	90,873	90,873
Capital surplus	95,781	95,864
Retained earnings	744,766	772,913
Treasury shares	(26,767)	(26,323)
Other components of equity	531,134	551,798
Non-Controlling Interests	235,909	246,595
Total Equity	1,671,697	1,731,722
Total Liabilities and Equity	2,889,665	2,950,077

Consolidated Statements of Profit or Loss

(Unit: millions of yen)

	(Reference) 100th Fiscal Year (from Jan. 1 to Dec. 31, 2024)	101st Fiscal Year (from Jan. 1 to Dec. 31, 2025)
Net Sales	2,067,603	2,058,832
Cost of sales	(1,568,552)	(1,558,385)
Gross Profit	499,050	500,447
Selling, general and administrative expenses	(375,676)	(374,979)
Share of profit (loss) of associates and joint ventures accounted for using equity method	2,461	1,997
Operating Profit	125,835	127,465
Other income	17,233	33,953
Other expenses	(187,747)	(30,741)
Business Profit (loss)	(44,678)	130,677
Finance income	11,986	9,409
Finance costs	(17,358)	(15,328)
Net finance income (costs)	(5,372)	(5,919)
Profit (loss) before Tax	(50,050)	124,758
Income tax expenses	(27,873)	(45,288)
Profit (loss) for the year	(77,924)	79,470
Attributable to:		
Owners of the parent	(94,042)	69,162
Non-controlling interests	16,118	10,308