

TRANSLATION FOR REFERENCE PURPOSES ONLY

This is a translation of the Notice to Convene the 100th Ordinary General Meeting of Shareholders, dated March 5, 2025, 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
100th Ordinary General
Meeting of Shareholders**

Date and Time:

Friday, March 28, 2025

at 10:00 a.m. (Reception begins at 9:00 a.m.)

Place:

Rose, 3rd Floor, Tokyo Kaikan

3-2-1, Marunouchi, Chiyoda-ku, Tokyo

Resolution Matters:

Proposal No. 1: Appropriation of Surplus

Proposal No. 2: Election of Eight Directors

Proposal No. 3: Election of One Audit &
Supervisory Board Member

◆ Notice:

- The scene of the General Meeting of Shareholders may be viewed by relayed live Internet streaming.
- At this General Meeting of Shareholders, questions may be put forward in advance.

AGC Inc.

(Security Code: 5201)

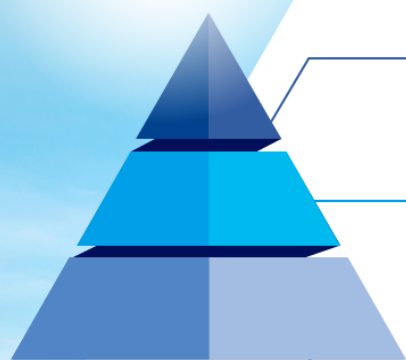
Your Dreams, Our Challenge

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AGC Group Philosophy

"Look Beyond"



Our Purpose

"AGC, an everyday essential part of our world"

We **"Look Beyond"** to make people's lives better around the world by delivering our unique materials and solutions.

Our Shared Values

- Innovation & Operational Excellence
- Sustainability for a Blue Planet
- One Team with Diversity
- Integrity & Trust

Our Spirit

"Never take the easy way out, but confront difficulties."

March 5, 2025

Yoshinori Hirai
Representative Director

AGC Inc.

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

Dear Shareholders:

Notice to Convene the 100th Ordinary General Meeting of Shareholders

Notice is served that the 100th 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. So please exercise your voting rights by no later than 5:00 p.m. on Thursday, March 27, 2025, (local time) after reviewing the attached Reference Documents for the General Meeting of Shareholders.

1. Date and Time: Friday, March 28, 2025, 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 100th Term (from January 1, 2024, to December 31, 2024)
- (2) Report of the Non-Consolidated Financial Statements for the 100th Term (from January 1, 2024, to December 31, 2024)

Resolution Matters:

Proposal No. 1: Appropriation of Surplus

Proposal No. 2: Election of Eight Directors

Proposal No. 3: Election of One Audit & Supervisory Board Member

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 100th Ordinary General Meeting of Shareholders" and "Materials for the 100th 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) "3. Matters Concerning Stock Acquisition Rights of the Company" and "6. Basic Policy Concerning Internal Control and Operational Status of Internal Control" of the Business Report
 - (b) "Consolidated Statements of Changes in Equity" and "Notes to the Consolidated Financial Statements" of the Consolidated Financial Statements
 - (c) "Statements of Changes in Net Assets" and "Notes to the Non-Consolidated Financial Statements" of the Non-Consolidated Financial Statements

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.

■ Information on How to Exercise Voting Rights



If exercised via the Internet

Deadline to exercise

Acceptable until 5:00 p.m. on Thursday, March 27, 2025 (local time)

Please access the voting website (<https://evote.tr.mufg.jp/>) and enter your approval or disapproval of each proposal by no later than the deadline.

For “Information on Exercising Voting Rights via the Internet,” please refer to page 5.



If exercised in writing (through postal mail)

Deadline to exercise

Voting forms must arrive by no later than 5:00 p.m. on Thursday, March 27, 2025 (local time)

Please indicate your approval or disapproval of each proposal on the enclosed voting form and return it through postal mail so that it is received by the deadline.



If attending the General Meeting of Shareholders in person

Open Date and Time

**Friday, March 28, 2025, at 10:00 a.m.
(Reception begins at 9:00 a.m.) (local time)**

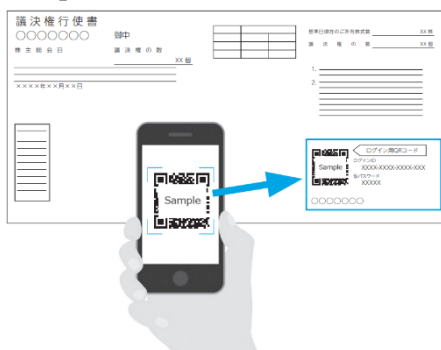
Please submit the enclosed voting form to the reception desk.

Information on Exercising Voting Rights via the Internet

By scanning the QR code*

The voting website can be logged in without entering the login ID and password.

1. Please scan the QR code provided at the lower right of the voting form with a smartphone or tablet.



* “QR Code” is the registered trademark of DENSO WAVE INCORPORATED.

2. Thereafter, please input for or against by following the instructions on the screen.

By entering the login ID and password

Voting website: <https://evote.tr.mufig.jp/>

1. Please access the above voting website from a computer or smartphone.

2. Please enter the login ID and temporary password stated on the voting form.

- (a) Enter your login ID and temporary password.
- (b) Click “Login.”

3. Thereafter, please input for or against by following the instructions on the screen.

Contact information concerning exercise of voting rights via the Internet:

Securities Agency Division (Help Desk)
Mitsubishi UFJ Trust and Banking Corporation
 Telephone: **0120-173-027** (toll free in Japan)
 Operating hours: 9:00 a.m. - 9:00 p.m. (local time)

Institutional investors may use the “Electronic Voting Platform for Foreign and Institutional Investors” operated by ICJ, Inc.

- * Treatment of exercising voting rights will be suspended from 2:30 a.m. to 4:30 a.m. daily (local time).
- * Please note that the shareholder needs to bear the Internet connection fees, communication fees, etc. incurred upon access to the voting website.

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 dividend on equity (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: 22,289,180,550 yen

- (2) Effective date of payment of dividends

March 31, 2025


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: Election of Eight Directors


As the tenures of all (seven) Directors will expire at the time of the conclusion of this General Meeting of Shareholders, the election of eight Directors is proposed, which will result in an addition of one Outside Director to the Board of Directors in order to further strengthen the Company's corporate governance.

The Director candidates are as follows:


Candidate No.	Name	Gender	Posts and Responsibilities at the Company	Attendance at Board of Directors Meetings
1	Takuya Shimamura Reappointment	Male	Director & Chairman	100% (14 out of 14 times)
2	Yoshinori Hirai Reappointment	Male	Representative Director President & CEO	100% (14 out of 14 times)
3	Shinji Miyaji Reappointment	Male	Representative Director Senior Executive Vice President CFO and CCO	100% (14 out of 14 times)
4	Hideyuki Kurata Reappointment	Male	Representative Director Executive Vice President CTO and GM of Technology General Division	100% (14 out of 14 times)
5	Hiroyuki Yanagi Reappointment Outside Independent	Male	Outside Director	100% (14 out of 14 times)
6	Keiko Honda Reappointment Outside Independent	Female	Outside Director	100% (14 out of 14 times)
7	Isao Teshirogi Reappointment Outside Independent	Male	Outside Director	100% (14 out of 14 times)
8	Koji Arima New Appointment Outside Independent	Male	—	—


No.	Name (Date of Birth)	Career Profile, Posts, Responsibilities and Important Concurrent Positions	Number of the Company's Shares Owned
1	 <p>Takuya Shimamura (Born on Dec. 25, 1956)</p> <p>Reappointment</p>	<p>Apr. 1980 Joined the Company</p> <p>Jan. 2009 Executive Officer and GM of Planning & Coordination Office, Chemicals Company</p> <p>Jan. 2010 Executive Officer and President of Chemicals Company</p> <p>Jan. 2013 Senior Executive Officer and President of Electronics Company</p> <p>Jan. 2015 President & CEO</p> <p>Mar. 2015 Representative Director and President & CEO</p> <p>Jan. 2021 Representative Director & Chairman</p> <p>Mar. 2021 Director & Chairman (incumbent)</p> <p>[Important concurrent positions] Outside Director, EBARA CORPORATION Outside Audit & Supervisory Board Member, JFE Holdings, Inc.</p>	54,200
<p>【Reasons for the nomination as Director candidate】</p> <ul style="list-style-type: none"> Mr. Takuya Shimamura was involved long in the sales at the Chemicals Division. After serving as, among others, the President of one of the Company's overseas subsidiaries, President of Chemicals Company, and President of Electronics Company, he served as the Representative Director and President & CEO from March 2015 following his appointment as the President & CEO in January 2015, and, since January 2021, has served as the Director & Chairman. 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 role through decision-making on key matters of the AGC Group and by overseeing its management execution. Accordingly, he is nominated as a Director candidate. <p>【Attendance at Board of Directors meetings (this term)】 14 out of 14 times</p>			


No.	Name (Date of Birth)	Career Profile, Posts, Responsibilities and Important Concurrent Positions	Number of the Company's Shares Owned
2	 <p>Yoshinori Hirai (Born on Aug. 19, 1959)</p> <p>Reappointment</p>	<p>Apr. 1987 Joined the Company</p> <p>Jan. 2012 Executive Officer and GM of Business Development Office</p> <p>Jan. 2014 Senior Executive Officer and GM of Technology General Division</p> <p>Mar. 2014 Director, Senior Executive Officer and GM of Technology General Division</p> <p>Jan. 2016 Director, Senior Executive Officer, CTO and GM of Technology General Division</p> <p>Jan. 2018 Representative Director, Executive Vice President, CTO and GM of Technology General Division</p> <p>Jan. 2019 Representative Director, Executive Vice President and CTO</p> <p>Jan. 2021 Representative Director and President & CEO (incumbent)</p>	46,900
<p>【Reasons for the nomination as Director candidate】</p> <ul style="list-style-type: none"> Dr. 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 overseeing its management execution. Accordingly, he is nominated as a Director candidate. <p>【Attendance at Board of Directors meetings (this term)】 14 out of 14 times</p>			


No.	Name (Date of Birth)	Career Profile, Posts, Responsibilities and Important Concurrent Positions	Number of the Company's Shares Owned
3	 <p>Shinji Miyaji (Born on Nov. 4, 1958)</p> <p>Reappointment</p>	<p>Aug. 1990 Joined the Company</p> <p>Jan. 2010 Executive Officer and Group Leader of Corporate Planning Group, Office of the President</p> <p>Nov. 2012 Executive Officer; Senior Vice President, AGC Flat Glass North America, Inc.</p> <p>Feb. 2013 Executive Officer and Regional President of North America, Glass Company</p> <p>Oct. 2013 Executive Officer and GM of Strategy Office, Glass Company</p> <p>Jan. 2014 Executive Officer and GM of Electronics General Division, Electronics Company</p> <p>Jan. 2015 Senior Executive Officer and GM of Office of the President</p> <p>Mar. 2015 Director, Senior Executive Officer and GM of Office of the President</p> <p>Jan. 2016 Director, Senior Executive Officer, CFO and GM of Corporate Planning Division</p> <p>Jan. 2018 Representative Director, Executive Vice President, CFO and CCO</p> <p>Oct. 2019 Representative Director, Executive Vice President, CFO, CCO and GM of Corporate Planning General Division</p> <p>Mar. 2020 Representative Director, Senior Executive Vice President, CFO, CCO and GM of Corporate Planning General Division</p> <p>Jan. 2023 Representative Director, Senior Executive Vice President, CFO and CCO (incumbent)</p>	23,500
<p>【Reasons for the nomination as Director candidate】</p> <ul style="list-style-type: none"> Mr. Shinji Miyaji, after serving, among others, in the Information Systems Division, one of the Company's subsidiaries as its president, the New Business Promotion Division, Corporate Planning Division, and both Divisions of Glass and Electronics as a General Manager, currently serves as the Representative Director, Senior Executive Vice President, CFO and CCO. 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 overseeing its management execution. Accordingly, he is nominated as a Director candidate. <p>【Attendance at Board of Directors meetings (this term)】 14 out of 14 times</p>			

No.	Name (Date of Birth)	Career Profile, Posts, Responsibilities and Important Concurrent Positions	Number of the Company's Shares Owned
4	 <p>Hideyuki Kurata (Born on Nov. 11, 1961)</p> <p>Reappointment</p>	<p>Apr. 1987 Joined the Company</p> <p>Jan. 2018 Executive Officer and GM of Life Science General Division, Chemicals Company</p> <p>Jan. 2019 Senior Executive Officer and GM of Technology General Division</p> <p>Jan. 2021 Senior Executive Officer, CTO and GM of Technology General Division</p> <p>Mar. 2021 Director, Senior Executive Officer, CTO and GM of Technology General Division</p> <p>Jan. 2022 Director, Executive Vice President, CTO and GM of Technology General Division</p> <p>Mar. 2022 Representative Director, Executive Vice President, CTO and GM of Technology General Division</p> <p>Apr. 2022 Representative Director, Executive Vice President, CTO, GM of Technology General Division and GM of Business Development Division</p> <p>Jan. 2023 Representative Director, Executive Vice President, CTO and GM of Technology General Division (incumbent)</p>	15,000
<p>【Reasons for the nomination as Director candidate】</p> <ul style="list-style-type: none"> 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 overseeing its management execution. Accordingly, he is nominated as a Director candidate. <p>【Attendance at Board of Directors meetings (this term)】 14 out of 14 times</p>			

No.	Name (Date of Birth)	Career Profile, Posts, Responsibilities and Important Concurrent Positions	Number of the Company's Shares Owned
5	 <p>Hiroyuki Yanagi (Born on Nov. 20, 1954)</p> <p>Reappointment Candidate for Outside Director Independent Officer</p>	<p>Apr. 1978 Joined Yamaha Motor Co., Ltd. Mar. 2007 Executive Officer, said company Mar. 2009 Senior Executive Officer, said company Mar. 2010 President, CEO and Representative Director, said company Jan. 2018 Chairman and Representative Director, said company Mar. 2019 Outside Director of the Company (incumbent) Mar. 2021 Chairman and Director, Yamaha Motor Co., Ltd. Jan. 2022 Director, said company Mar. 2022 Adviser, said company (incumbent)</p> <p>[Important concurrent positions] Adviser, Yamaha Motor Co., Ltd. Outside Director, Kirin Holdings Co., Ltd. Outside Director, Japan Airlines Co., Ltd. Outside Director, Mitsubishi Electric Corporation</p>	5,400
<p>【Reasons for the nomination as Outside Director candidate and expected roles, etc.】</p> <ul style="list-style-type: none"> Mr. Hiroyuki Yanagi has served as the President, CEO and Representative Director, and Chairman and Representative Director, of Yamaha Motor Co., Ltd. and has abundant experience in overall corporate management, including branding strategies and the use of digital technology, at the company which vigorously promotes global operations. Applying this experience, he is expected to enrich the corporate governance of the Company by overseeing and monitoring the management of the Company from an independent standpoint and by making proposals on the overall management of the Company, including the strengthening of the global development of its businesses. Accordingly, he is nominated as an Outside Director candidate. <p>【Matters concerning independency】</p> <ul style="list-style-type: none"> Mr. Hiroyuki Yanagi meets the Company's standards for independence of outside officers (page 19). The Company has reported him to Tokyo Stock Exchange, Inc. as an independent officer. If his election is approved and adopted in terms of this Proposal, he will remain appointed as an independent officer. <p>【Tenure of office of Outside Director from the time of assumption of office】</p> <ul style="list-style-type: none"> 6 years (at the time of the conclusion of this General Meeting of Shareholders) <p>【Attendance at Board of Directors meetings (this term)】 14 out of 14 times</p>			

No.	Name (Date of Birth)	Career Profile, Posts, Responsibilities and Important Concurrent Positions	Number of the Company's Shares Owned
	 <p>Keiko Honda (Born on Sep. 27, 1961)</p> <p>Reappointment Candidate for Outside Director Independent Officer</p>	<p>Apr. 1984 Joined Bain & Company Japan, Incorporated May 1986 Joined Shearson Lehman Brothers Securities Co., Ltd. Jul. 1989 Joined McKinsey & Company, Inc. Japan Jul. 1999 Partner of McKinsey & Company Jul. 2007 Director (Senior Partner) of McKinsey & Company Jul. 2013 Executive Vice President & CEO, Multilateral Investment Guarantee Agency (World Bank Group) Oct. 2019 Retired from said agency Mar. 2020 Outside Director of the Company (incumbent)</p> <p>[Important concurrent positions] Outside Director, Mitsubishi UFJ Financial Group, Inc. Outside Director, Recruit Holdings Co., Ltd.</p>	0
6	<p>【Reasons for the nomination as Outside Director candidate and expected roles, etc.】</p> <ul style="list-style-type: none"> Ms. Keiko Honda has been engaged in consulting services for many years and has experience in providing advice on management and financial strategies, M&A, alliances, etc. She has also served as the representative of a multinational organization; based on this experience, she has taught ESG investment at universities and has abundant knowledge concerning management and sustainability of enterprises and global organizations. Applying these experiences, she is expected to enrich the corporate governance of the Company by overseeing and monitoring the management of the Company from an independent standpoint and by making proposals on the overall management of the Company from her professional viewpoint. Accordingly, she is nominated as an Outside Director candidate. While she has not been directly involved in corporate management other than by being an outside officer in the past, by the above reasons, it is judged that she is capable of properly performing her duties as the Outside Director. <p>【Matters concerning independency】</p> <ul style="list-style-type: none"> Ms. Keiko Honda meets the Company's standards for independence of outside officers (page 19). The Company has reported her to Tokyo Stock Exchange, Inc. as an independent officer. If her election is approved and adopted in terms of this Proposal, she will remain appointed as an independent officer. <p>【Tenure of office of Outside Director from the time of assumption of office】</p> <ul style="list-style-type: none"> 5 years (at the time of the conclusion of this General Meeting of Shareholders) <p>【Attendance at Board of Directors meetings (this term)】 14 out of 14 times</p>		

No.	Name (Date of Birth)	Career Profile, Posts, Responsibilities and Important Concurrent Positions	Number of the Company's Shares Owned
	 <p>Isao Teshirogi (Born on Dec. 12, 1959)</p> <p>Reappointment</p> <p>Candidate for Outside Director</p> <p>Independent Officer</p>	<p>Apr. 1982 Joined Shionogi & Co., Ltd.</p> <p>Jun. 2002 Director, said company</p> <p>Apr. 2004 Director and Executive Officer, said company</p> <p>Apr. 2006 Director and Senior Executive Officer, said company</p> <p>Apr. 2008 Representative Director, President and CEO, said company</p> <p>Mar. 2022 Outside Director of the Company (incumbent)</p> <p>Jul. 2022 Chairman of the Board, Representative Director, President and CEO, Shionogi & Co., Ltd. (incumbent)</p> <p>[Important concurrent positions]</p> <p>Chairman of the Board, Representative Director, President and CEO, Shionogi & Co., Ltd.</p> <p>Outside Director, Sumitomo Mitsui Banking Corporation</p> <p>Outside Director, Japan Exchange Group, Inc.</p>	400
7	<p>【Reasons for the nomination as Outside Director candidate and expected roles, etc.】</p> <ul style="list-style-type: none"> • Dr. Isao Teshirogi serves as the Chairman of the Board, 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 overseeing and monitoring the management of the Company 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. <p>【Matters concerning independency】</p> <ul style="list-style-type: none"> • Dr. Isao Teshirogi meets the Company's standards for independence of outside officers (page 19). The Company has reported him to Tokyo Stock Exchange, Inc. as an independent officer. If his election is approved and adopted in terms of this Proposal, he will remain appointed as an independent officer. • The Company has a business relationship in connection with pharmaceutical active ingredients and intermediates with Shionogi & Co., Ltd., where Dr. Teshirogi serves as a business executing person; however, the transaction amount accounts for less than 0.1 percent of the Company's net sales. <p>【Tenure of office of Outside Director from the time of assumption of office】</p> <ul style="list-style-type: none"> • 3 years (at the time of the conclusion of this General Meeting of Shareholders) <p>【Attendance at Board of Directors meetings (this term)】 14 out of 14 times</p>		

No.	Name (Date of Birth)	Career Profile, Posts, Responsibilities and Important Concurrent Positions	Number of the Company's Shares Owned
8	 <p>Koji Arima (Born on Feb. 23, 1958)</p> <div> <div>New Appointment</div> <div>Candidate for Outside Director</div> <div>Independent Officer</div> </div>	<p>Apr. 1981 Joined NIPPONDENSO CO., LTD. (currently DENSO CORPORATION)</p> <p>Jun. 2008 Executive Director, said company</p> <p>Jun. 2014 Senior Executive Director, said company</p> <p>Jun. 2015 Representative Member of the Board, President, said company</p> <p>Jun. 2023 Representative Member of the Board, Chairman, said company (incumbent)</p> <p>[Important concurrent positions] Representative Member of the Board, Chairman, DENSO CORPORATION Outside Audit & Supervisory Board Member, KDDI CORPORATION</p>	0
<p>【Reasons for the nomination as Outside Director candidate and expected roles, etc.】</p> <ul style="list-style-type: none"> Mr. Koji Arima serves as the Representative 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 overseeing and monitoring the management of the Company from an independent standpoint and by making proposals on the overall management of the Company, including the strengthening of the global development of its businesses. Accordingly, he is nominated as an Outside Director candidate. <p>【Matters concerning independency】</p> <ul style="list-style-type: none"> Mr. Koji Arima meets the Company's standards for independence of outside officers (page 19). If his election is approved and adopted in terms of this Proposal, he will be appointed as an independent officer as prescribed by Tokyo Stock Exchange, Inc. The Company has a business relationship in connection with the sale of cover glass for car-mounted displays, etc. with DENSO CORPORATION, where Mr. Koji Arima serves as a business executing person; however, the transaction amount accounts for less than 0.1 percent of the Company's net sales. 			

Notes:

1. While Dr. Isao Teshirogi serves as the Chairman of the Board, Representative Director, President and CEO of Shionogi & Co., Ltd., and Mr. Koji Arima serves as the Representative Member of the Board, Chairman of DENSO CORPORATION, there are no special conflicts of interest between the Company and them that should be stated other than the matters stated in the matters concerning independency. There are no special conflicts of interest between the Company and other Director candidates.
2. While Mr. Hiroyuki Yanagi served as the Director of Yamaha Motor Co., Ltd. until March 2022, the company, in June 2024, was ordered to suspend shipment of a model of the company's vehicles and had on-site inspection, by the Ministry of Land, Infrastructure, Transport and Tourism (MLIT), regarding inappropriate handling related to testing and certification applications on some of the models of motorcycles sold by the company, during his tenure as the Director of the company.
3. Mr. Takuya Shimamura will retire from his position as Outside Audit & Supervisory Board Member of JFE Holdings, Inc. and assume the position of Outside Director of the company on the date of the company's ordinary general meeting of shareholders to be held in June, 2025.
4. Outline of the liability limitation contract

The Company has executed a contract with each of Mr. Hiroyuki Yanagi, Ms. Keiko Honda and Dr. Isao Teshirogi 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. Furthermore, if the election of Mr. Koji Arima is approved and adopted in terms of this Proposal, the Company will execute a similar contract as above.
5. Outline of the directors' and officers' liability insurance contracts


The Company has executed a 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 Directors, concerning the performance of their duties or from claims received regarding the pursuit of such liabilities. 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 2025 under the same terms.

Proposal No. 3: Election of One Audit & Supervisory Board Member

As the tenure of Mr. Tetsuo Tatsuno, Audit & Supervisory Board Member, will expire at the conclusion of this General Meeting of Shareholders, the election of one Audit & Supervisory Board Member is proposed.

The Audit & Supervisory Board has consented to this Proposal.

The Audit & Supervisory Board Member candidate is as follows:

Name (Date of Birth)	Career Profile, Posts, Responsibilities and Important Concurrent Positions	Number of the Company's Shares Owned
 Naoko Araki (Born on Mar. 13, 1964) New Appointment	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 (incumbent)	3,300
【Reasons for the nomination of the Corporate Auditor】 <ul style="list-style-type: none">Ms. Naoko Araki, after being involved in the Legal Division, General Affairs Division, etc. for many years, has, among others, served as the GM of Internal Audit Division, and has abundant experience in and knowledge about AGC Group's business, and Legal & Compliance, Corporate Governance, Internal Control and Internal Audit, etc. Applying this experience and knowledge, she is expected to fulfill the role of Audit & Supervisory Board Member for the Company. Accordingly, she is nominated as an Audit & Supervisory Board Member candidate.		

Notes:

- There are no special conflicts of interest between the Company and the Audit & Supervisory Board Member candidate.
- Ms. Naoko Araki will retire from her position as Executive Officer on March 28, 2025.
- Outline of the liability limitation contract
If this Proposal is approved and adopted as proposed, the Company will execute a contract with Ms. Naoko Araki to limit her 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.
- Outline of the directors' and officers' liability insurance contracts
The Company has executed a 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 are fully borne by the Company. If this Proposal is approved and adopted and the candidate Ms. Naoko Araki is elected as an Audit & Supervisory Board Member and assumes office, she will become an insured under such insurance policy. Furthermore, the policy is scheduled to be renewed in April 2025 under the same terms.

Reference: Composition of the Board of Directors and Audit & Supervisory Board
If Proposals No. 2 and No. 3 are approved and adopted as proposed, the composition of the Board of Directors and Audit & Supervisory Board will be as follows:

- Board of Directors

Name	Posts and Responsibilities at the Company	Representative Director	Outside Director	Independent Officer	Nominating Committee	Compensation Committee
Takuya Shimamura	Director & Chairman				✓	✓
Yoshinori Hirai	Representative Director and President & CEO	✓			✓	✓
Shinji Miyaji	Representative Director, Senior Executive Vice President, CFO and CCO	✓				
Hideyuki Kurata	Representative Director, Executive Vice President, CTO and GM of Technology General Division	✓				
Hiroyuki Yanagi	Outside Director		✓ (Chairperson of the Board of Directors)	✓	✓	✓
Keiko Honda	Outside Director		✓	✓	✓ (Chairperson)	✓
Isao Teshirogi	Outside Director		✓	✓	✓	✓ (Chairperson)
Koji Arima	Outside Director		✓	✓	✓	✓

Note: The Company, classified as a corporation with an audit & supervisory board, maintains a Nominating Committee and a Compensation Committee as voluntary advisory committees to the Board of Directors.

- Audit & Supervisory Board

Name	Posts at the Company	Full-time Audit & Supervisory Board Member	Outside Audit & Supervisory Board Member	Independent Officer
Isamu Kawashima	Outside Audit & Supervisory Board Member (Full-time)	✓	✓	✓
Naoko Araki	Audit & Supervisory Board Member (Full-time)	✓		
Tatsuro Ishizuka	Outside Audit & Supervisory Board Member		✓	✓
Haruka Matsuyama	Outside Audit & Supervisory Board Member		✓	✓

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 carrying out the approval of material matters of 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 in 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 the Audit & Supervisory Board Members, the Nominating Committee shall deliberate on 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 Board Members shall be individuals having sufficient track records, experience and knowledge, etc. for carrying out the audits of the Company. In addition, on the candidates for Outside Audit & Supervisory Board Members, the candidates shall be individuals who also satisfy the "Standards for independence of outside officers". One Audit & Supervisory Board 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.
* Concerning outside directors, directors' compensation; concerning outside Audit & Supervisory Board Members, Audit & Supervisory Board Members' compensation.
- (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 and Audit & Supervisory Board Members who hold skills in light of the "skill matrix" which clarifies the skills that the Board of Directors and Audit & Supervisory Board should prepare.

On the skills, they are identified from the viewpoint of the functions required in the Board of Directors and Audit & Supervisory Board, 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 and No. 3 are approved and adopted as proposed, the skills of each Director and each Audit & Supervisory Board Member will be as follows:

Name	Posts and Responsibilities at the Company	Global Business Management	Legal & Compliance	Finance & Accounting	Sales & Marketing	Manufacturing & R&D	Business Development	IT, DX	Sustainability
Takuya Shimamura	Director & Chairman	✓			✓				✓
Yoshinori Hirai	Representative Director and President & CEO	✓			✓	✓	✓	✓	✓
Shinji Miyaji	Representative Director, Senior Executive Vice President, CFO and CCO	✓	✓	✓			✓	✓	✓
Hideyuki Kurata	Representative Director, Executive Vice President, CTO and GM of Technology General Division	✓			✓	✓	✓	✓	✓
Hiroyuki Yanagi	Outside Director	✓			✓	✓		✓	✓
Keiko Honda	Outside Director	✓		✓					✓
Isao Teshirogi	Outside Director	✓			✓	✓	✓		✓
Koji Arima	Outside Director	✓			✓	✓		✓	✓
Isamu Kawashima	Outside Audit & Supervisory Board Member (Full-time)	✓	✓	✓					✓
Naoko Araki	Audit & Supervisory Board Member (Full-time)		✓						✓
Tatsuro Ishizuka	Outside Audit & Supervisory Board Member	✓				✓		✓	✓
Haruka Matsuyama	Outside Audit & Supervisory Board Member		✓						✓

END

Business Report (From January 1, 2024, to December 31, 2024)

1. Matters Concerning the Current Status of the AGC Group

(1) Process and Results of Business

In this consolidated fiscal year, the global economy surrounding the AGC Group (the Company and its subsidiaries) saw a pickup trend; however, the future remained uncertain due to factors including the stagnation of the Chinese economy, continued high interest rates in Europe and the U.S., the energy situation in Europe, the situation in the Middle East, and the outcome of presidential or general elections in major countries.

Under such a business environment, in strategic businesses of the AGC Group, as for electronics, shipments of photomask blanks for EUV lithography, etc. remained firm. In core businesses, as for displays, shipments of glass substrates for TFT-LCD increased and the sales price thereof increased. On the other hand, architectural glass decreased the sales price in Europe and in addition, had an effect of decrease in revenue due to the transfer of the Russian business. Automotive glass decreased AGC Group's shipments as automotive production declined mainly in Japan. Furthermore, essential chemicals decreased sales prices of caustic soda and polyvinyl chloride resin.

As a result of the above, also owing to a revenue increase effect by the foreign exchange rate, net sales for this consolidated fiscal year increased compared to the previous term by 48.3 billion yen (2.4%) to 2,067.6 billion yen. While the prices for raw materials, supplies and fuels decreased, operating profit decreased compared to the previous term by 2.9 billion yen (2.3%) to 125.8 billion yen owing to the deterioration in cost efficiency in automotive and life science, etc., in addition to the above factors for the revenue decrease. Profit before tax decreased compared to the previous term by 172.8 billion yen to a loss of 50.1 billion yen (profit before tax for the previous term was 122.8 billion yen) owing to the occurrence of other expenses including a loss on the sale of shares of subsidiaries and affiliates due to the transfer of the Russian business and impairment losses in Life Science (biopharmaceuticals CDMO); profit for the year attributable to owners of the parent decreased compared to the previous term by 159.8 billion yen to a loss of 94.0 billion yen (profit for the year attributable to owners of the parent for the previous term was 65.8 billion yen).

(Business results for this consolidated fiscal year)

Net sales:	2,067.6 billion yen	(2.4% increase from the previous term)
Operating profit:	125.8 billion yen	(2.3% decrease from the previous term)
Profit before tax:	(50.1 billion yen)	
Profit for the year attributable to owners of the parent:	(94.0 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

Revenue in Europe and the Americas decreased compared to the previous term owing to a revenue decrease effect due to the transfer of the Russian business, in addition to the decrease in sales prices in Europe, while there was a revenue increase effect by foreign exchange rates. Revenue in Asia remained at the same level as the previous term owing to a revenue increase effect by foreign exchange rates, while shipments decreased.

As a result of the above, net sales of architectural glass for this consolidated fiscal year decreased compared to the previous term by 38.3 billion yen (8.0%) to 438.0 billion yen. Operating profit decreased compared to the previous term by 16.4 billion yen (50.0%) to 16.4 billion yen owing to the above factors for the revenue decrease, while prices of raw materials, supplies and fuels decreased.

Automotive

Net sales of automotive glass remained at the same level as the previous term primarily owing to a revenue increase effect by foreign exchange rates while the AGC Group's shipments decreased as a result of decreases of automotive production mainly in Japan and Europe. As a result of the above, net sales of automotive, for this consolidated fiscal year decreased compared to the previous term by 0.9 billion yen (0.2%) to 498.8 billion yen. Operating profit decreased compared to the previous term by 7.9 billion yen (36.1%) to 13.9 billion yen primarily owing to a deterioration in manufacturing costs, mainly due to production and shipping issues in the U.S.

Electronics

Display increased revenues compared to the previous term primarily owing to the increase in shipments of glass substrates for TFT-LCD, and review of pricing policy. Electronic materials increased revenue compared to the previous term owing to an effect by foreign exchange rates, in addition to the increase in shipments of semiconductor-related materials such as photomask blanks for EUV lithography, and optoelectronic materials.

As a result of the above, net sales of electronics for this consolidated fiscal year increased compared to the previous term by 51.4 billion yen (16.4%) to 364.5 billion yen; operating profit increased compared to the previous term by 36.1 billion yen (196.8%) to 54.5 billion yen.

Chemicals

Net sales of essential chemicals remained at the same level as the previous term owing to a revenue increase effect by foreign exchange rates, while the sales prices of caustic soda and polyvinyl chloride resin decreased. Net sales of performance chemicals increased compared to the previous term owing to the increase in sales prices and the impact of foreign exchange rates. As a result of the above, net sales of chemicals for this consolidated fiscal year increased compared to the previous term by 19.5 billion yen (3.4%) to 593.6 billion yen. Operating profit decreased compared to the previous term by 8.0 billion yen (12.4%) to 56.8 billion yen primarily owing to the decrease in sales prices of essential chemicals and reduced operations due to production issues.

Life Science

Life science increased revenues compared to the previous term primarily owing to one-off revenues generated from the settlement of contracted projects, the increase in contracted projects in addition to a revenue increase effect by foreign exchange rates, while there was a revenue decrease effect due to the disappearance of special demand for COVID-19 related products. As a result of the above, net sales of life science for this consolidated fiscal year increased compared to the previous term by 14.4 billion yen (11.4%) to 141.2 billion yen. Operating profit decreased compared to the previous term by 8.8 billion yen to a loss of 21.2 billion yen primarily owing to the incurrence of upfront expenses associated with capacity expansion for the biopharmaceuticals CDMO.

Ceramics & Others

On ceramics & others, net sales for this consolidated fiscal year decreased compared to the previous term by 4.2 billion yen (5.1%) to 79.1 billion yen, and operating profit increased compared to the previous term by 1.8 billion yen (52.9%) to 5.1 billion yen.

(Net sales and operating profits by segment)

Segment	Net Sales	(Compared to the Previous Term)	Operating Profit	(Compared to the Previous Term)
Architectural Glass	438.0 billion yen	(8.0% decrease)	16.4 billion yen	(50.0% decrease)
Automotive	498.8 billion yen	(0.2% decrease)	13.9 billion yen	(36.1% decrease)
Electronics	364.5 billion yen	(16.4% increase)	54.5 billion yen	(196.8% increase)
Chemicals	593.6 billion yen	(3.4% increase)	56.8 billion yen	(12.4% decrease)
Life Science	141.2 billion yen	(11.4% increase)	(21.2 billion yen)	
Ceramics & Others	79.1 billion yen	(5.1% decrease)	5.1 billion yen	(52.9% increase)
(Adjustments)	(47.7 billion yen)		0.4 billion yen	
Total	2,067.6 billion yen	(2.4% increase)	125.8 billion yen	(2.3% decrease)

Note:

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

(2) Tasks to be Addressed

a. Progress of Medium-term Management Plan **AGC plus-2026**

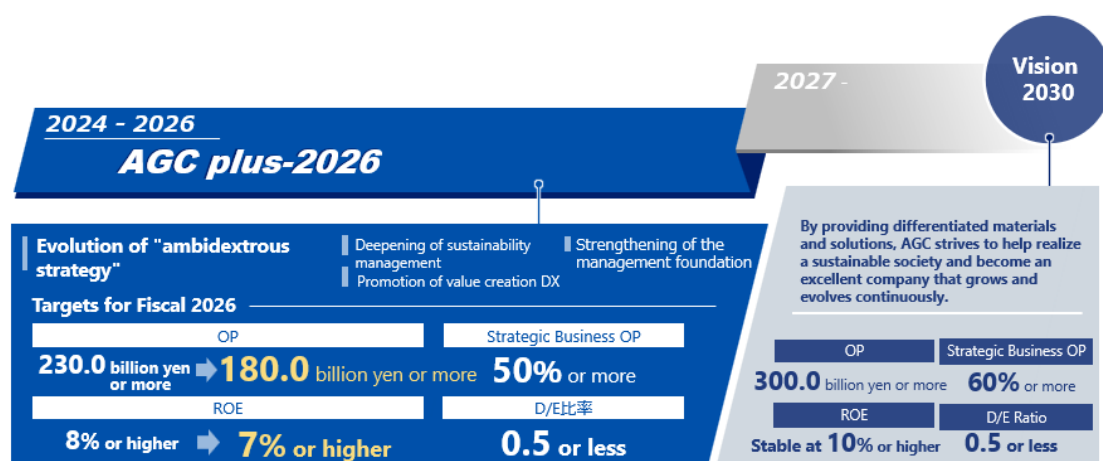
The AGC Group is working on the maximization of corporate value by accelerating corporate transformation towards the realization of the long-term management strategy “Vision 2030.” Placing the three years from 2024 as “Corporate Transformation Chapter 2: Phase 2,” in February 2024, the medium-term management plan **AGC plus-2026** was formulated with 2026 as the final year.

In **AGC plus-2026**, the financial KPIs for 2026 as the final year were initially set as follows. However, the overall economic environment surrounding the AGC Group is expected to remain severe due to factors such as the economic slowdown in Europe and China. In addition, Life Science business is forecast to experience a significant shortfall in its sales volume compared to the initial plan and accordingly, the financial KPIs for 2026 have been revised down as follows.

	Financial KPIs for 2026	
	Announced in February 2024	After the Revision in February 2025
Operating Profit	230.0 billion yen	180.0 billion yen
Strategic Business Operating Profit	130.0 billion yen	100.0 billion yen
EBITDA	440.0 billion yen	380.0 billion yen
ROE	8% or higher	7% or higher
D/E Ratio	0.5 or less	

b. Initiatives Towards Achievement of Profitability that Exceeds Cost of Equity

As mentioned above, the financial KPIs for 2026 have been revised down; however, the financial KPIs set out toward the long-term management strategy “Vision 2030,” i.e. operating profit: 300.0 billion yen or more, strategic business operating profit: 60% or more, ROE: stably 10% or higher, D/E ratio: 0.5 or less) will be firmly maintained. To achieve profitability that exceeds cost of equity, ROE of 8% or higher as early as possible in or after 2027 is aimed to achieve by steadily implementing initiatives based on the strategy of **AGC plus-2026**.



① Strategies of **AGC plus-2026** (announced in February 2024)

The basic strategies of **AGC plus-2026** are as follows.

By promoting “ambidextrous strategy,” a business portfolio that is resilient to market fluctuations and has high asset efficiency, growth potential and carbon efficiency, is aimed to establish.

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

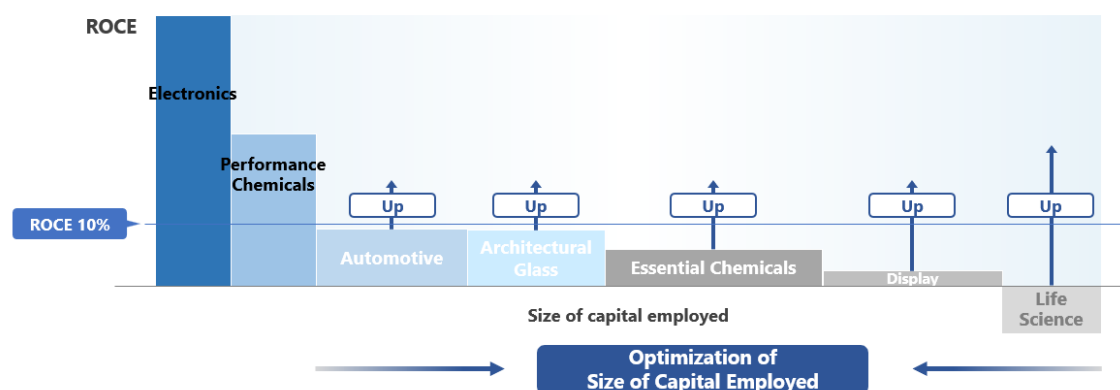
② Recognition of the Current Situation

In “Vision 2030,” core businesses aim to increase the competitiveness of each business and build a strong, long-term, stable earnings base, while strategic businesses aim to leverage own strengths to create and expand highly profitable businesses that will become the future pillars of the AGC Group. However, some of the businesses are facing issues that need improvements, resulting in the downward revision of the financial KPIs for 2026. Also, the impairment losses incurred in the display business, etc. in 2022 and the biopharmaceuticals CDMO in 2024, as well as the losses from the sale of shares associated with the transfer of the Russian business in 2024 have caused the low ROE and the below 1x PBR to continue.

	Core Business	Strategic Business
Vision	Strong, long-term, stable sources of earnings	Creation and expansion of highly profitable businesses
Recognition of the Current Situation	Display Profitability is improving smoothly through structural reforms	Life Science Profitability of Biopharmaceuticals CDMO is improving
	Essential Chemicals Continued effects of the sluggish market	Performance Chemicals Sales improvements by implementing growth measures
	Automotive Profitability is improving smoothly despite production issues in the US	Electronics Growing as planned due to growth in the semiconductor market
	Architectural Glass Withdrawal from the Russian business and continued effects of economic slowdown in Europe and Southeast Asia	Mobility Small business scale, but growing steadily
Issue	■ ROE remains low, and as a result, PBR is below 1	

The AGC Group manages its businesses using ROCE (Note) in order to improve ROE. The low profitability of businesses with large asset scales is lowering the ROCE of the entire AGC Group and we recognize that improving the profitability and asset efficiency of these businesses is an urgent issue.

Illustration of 2024 ROCE (before common expense allocation) and Size of Capital Employed by Business



Note:

ROCE (Return on Capital Employed) = (Operating Profit for the Current Fiscal Year) / (Operating Assets at the End of the Current Fiscal Year)

③ Initiatives for each Business

<Display Business>

Profitability improvement is in progress as planned toward achieving ROCE of 10% by 2026, by promoting structural reforms to set a focus on production of glass substrates for large-sized display panels, reviewing pricing policies, and enhancing competitiveness through technological innovation.

<Essential Chemicals Business>

Profitability improvement is aimed by capturing robust demand in Southeast Asia by increasing production capacity in Thailand and by implementing a supply chain strategy taking advantage of high market share.

<Life Science Business>

The situation is improving as a result of the implementation of profitability improvement measures at each base of biopharmaceuticals CDMO in the U.S. and Europe, and recovery of profitability is aimed to improve by ensuring that the increasing number of proposals to customers will lead to orders.

<Performance Chemicals Business>

Sales is aimed to expand by capacity expansion in response to increased demands for semiconductor-related products and transportation equipment, etc.

<Electronics Business>

The 2025 target of 40.0 billion yen in Net Sales for EUV exposure photomask blanks was achieved in 2024. As for semiconductor-related materials, market will continue to grow, being driven by increase in demand for cutting-edge semiconductors such as for AI, and expansion of product sales for the high-end market is aimed. The optoelectronics is expected to slow-down its growth due to the saturation of the smartphone market and will reach a plateau; however, growth over the medium term is expected to see by launching further high-functionality products.

④ Group-wide Initiatives

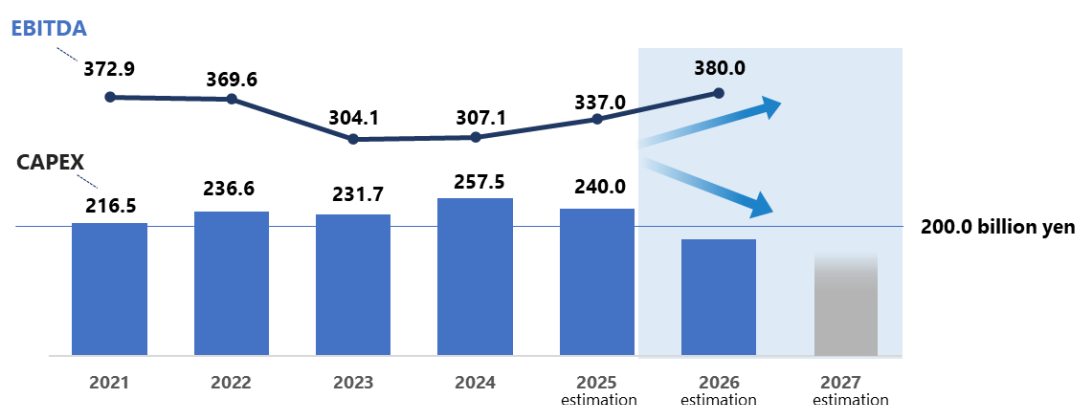
In addition to the above-mentioned initiatives for each business, as AGC Group-wide initiatives, improving our earnings structure is promoted by implementing pricing policies, cost reduction, and timely structural improvement measures. We aim to build a business portfolio that is resilient to market fluctuations and has high asset efficiency, growth potential, and carbon efficiency by promoting “ambidextrous strategy.”

Profit structure improvement	① Pricing Policy Implement Value-based Pricing Group-wide ② Cost Reduction Reduce cost by curbing investments and improving productivity Launch a Group-wide cost reduction project led by the CFO ③ Timely implementation of structural improvement measures
Portfolio Transformation	Continue to aim to build a business portfolio that is resilient to market fluctuations and has high asset efficiency, growth potential and carbon efficiency by promoting “ambidextrous strategy”

< CAPEX, etc.>

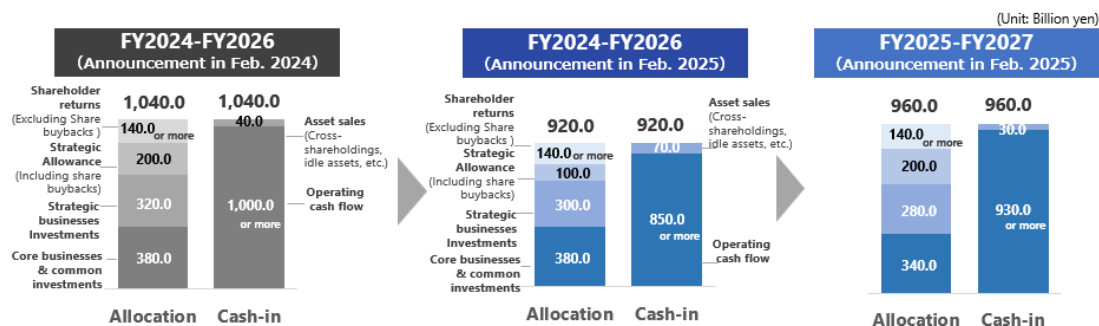
The large-scale investments to expand production capacity will be completed in 2025, and going forward, the effects of these investments will appear. In addition to this, from 2026 onward, we will prepare for the next growth, by generating cash through curbing investments.

Capex and EBITDA Outlook (billion yen)



< Capital Allocation Policy >

For 2024-2026, cash inflows are expected to decrease due to a worsening business environment, which will shrink strategic allowance budget to 100.0 billion yen; however, for 2025-2027, a strategic allowance budget of 200.0 billion yen will be secured through recovery in business performance and curbing investments. As for the strategic allowance budget, the optimal capital allocation will be comprehensively determined, including the acquisition of treasury stock, taking into account investment projects and cash position, etc.



The AGC Group will add various values to all stakeholders, such as the society, customers, business partners, employees, investors and future generations by steadily implementing the medium-term management plan **AGC plus-2026** through evolution of “ambidextrous strategy,” toward “Vision 2030.”

(3) Status of Capital Investment

In this consolidated fiscal year, capital investments totaling 257.5 billion yen were made, such as the expansion of manufacturing facilities of photomask blanks for EUV lithography 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), the expansion of facilities for CDMO services for small molecule pharmaceuticals and biopharmaceuticals in Europe, 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. 3 Unsecured Straight Bond	JPY 10.0 billion	September 5, 2024	September 5, 2029
No. 4 Unsecured Straight Bond	JPY 10.0 billion	September 5, 2024	September 5, 2034

(5) Status of Corporate Reorganizations, etc.

As of February 27, 2024, the AGC Group transferred to Mr. Igor Mikhailovich Leytis its shares in AGC Bor Glassworks JSC, which manufactures and sells architectural figured glass and automotive glass and in AGC Flat Glass Klin LLC, which manufactures and sells architectural figured glass, in Russia.

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

(Unit: billions of yen except per share amounts)

	IFRSs			
	97 th Term (January 2021 through December 2021)	98 th Term (January 2022 through December 2022)	99 th Term (January 2023 through December 2023)	100 th Term (January 2024 through December 2024)
Net Sales	1,697.4	2,035.9	2,019.3	2,067.6
Operating Profit	206.2	183.9	128.8	125.8
Profit Before Tax	210.0	58.5	122.8	(50.1)
Profit for the Year Attributable to Owners of the Parent	123.8	(3.2)	65.8	(94.0)
Basic Earnings Per Share (yen)	559.11	(14.22)	304.73	(443.71)
Equity Attributable to Owners of the Parent	1,314.2	1,390.3	1,447.1	1,435.8
Equity Attributable to Owners of the Parent per Share (yen)	5,930.27	6,271.35	6,831.89	6,773.86
Total Assets	2,666.0	2,814.0	2,933.0	2,889.7

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, 2024)

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, 2024)

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 Prefecture	Chiba Plant	Chiba Prefecture
Kansai Plant	Hyogo Prefecture	Aichi Plant	Aichi Prefecture
Amagasaki Factory	Hyogo Prefecture	Kashima Plant	Ibaraki Prefecture
Takasago Factory		Sagami Plant	Kanagawa Prefecture
AGC Yokohama Technical Center	Kanagawa Prefecture		

(9) Status of Important Subsidiaries (as of December 31, 2024)

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	53.4%	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, vinyl chloride monomer and polyvinyl chloride resin
AGC Vinythai Public Company Limited	Thailand	THB 9,435 million	65.0%	Manufacturing and sales of caustic soda, vinyl chloride monomer and polyvinyl chloride resin
Life Science				
AGC Biologics Inc.	U.S.A.	USD 250 million	(*) 100.0%	CDMO services for biopharmaceuticals
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.

(10) Status of Employees (as of December 31, 2024)

Segment	Number of Employees
Architectural Glass	13,190 persons
Automotive	16,191 persons
Electronics	10,854 persons
Chemicals	6,557 persons
Life Science	3,084 persons
Ceramics & Others	3,811 persons
Consolidated Total	53,687 persons

Note: The number of employees of the Company is 8,014 persons.

(11) Main Lenders (as of December 31, 2024)

Lenders	Outstanding Balance of Debt
MUFG Bank, Ltd.	JPY 90.7 billion
Mizuho Bank, Ltd.	JPY 74.3 billion
The Norinchukin Bank	JPY 53.0 billion

Note: The outstanding balance of debt includes the debt from overseas local entities, etc. of the lenders.

2. Matters Concerning the Company Shares (as of December 31, 2024)

(1) **Total Number of Authorized Shares:** 400,000,000 shares

(2) **Total Number of Issued Shares:** 217,434,681 shares (including 5,156,771 shares of treasury shares)

(3) **Total Number of Shareholders:** 139,714 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)	33,953,500 shares	15.99%
Custody Bank of Japan, Ltd. (Trust account)	17,320,660 shares	8.16%
Meiji Yasuda Life Insurance Company	7,692,600 shares	3.62%
The Asahi Glass Foundation	6,297,181 shares	2.97%
Asahi Glass Business Partner Shareholding Association	4,721,933 shares	2.22%
SMBC Nikko Securities Inc.	4,011,758 shares	1.89%
STATE STREET BANK WEST CLIENT – TREATY 505234	3,813,628 shares	1.80%
Nippon Life Insurance Company	3,662,941 shares	1.73%
Barclays Securities Japan Limited BNYM	3,000,000 shares	1.41%
AGC Employees Shareholding Association	2,992,510 shares	1.41%

Notes:

1. In addition to the above, there are 5,156,771 shares of treasury shares held by the Company.
2. 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

Category	Number of Shares	Number of Eligible Persons
Directors (excluding Outside Directors)	74,800 shares	4
Outside Directors	1,000 shares	2
Audit & Supervisory Board Members	—	—

Notes:

1. The above number of shares is the number of shares actually delivered to the Directors.
2. In addition to the above, the total of (a) the number of shares for which cash equivalent to the value of the shares was paid after they were converted in the trust and (b) the number of shares corresponding to the cash paid to the Outside Director who is a non-resident of Japan in lieu of delivery of the shares is 75,026 shares for four Directors (excluding Outside Directors) and 2,618 shares for three Outside Directors.
3. For the contents of the Company's Stock Compensation Plan, they are as stated in the "Policy for Determining Compensation, etc. for Officers" on page 41. Audit & Supervisory Board Members are not eligible for the Stock Compensation Plan.

3. Matters Concerning Stock Acquisition Rights of the Company

On matters concerning stock acquisition rights, they are not stated in this document because they are provided by electronic measures as stated on page 3.

4. Matters Concerning the Company Officers

(1) Status of Directors and Audit & Supervisory Board Members (as of December 31, 2024)

Posts	Name	Responsibilities and Important Concurrent Positions
Director & Chairman	Takuya Shimamura	Outside Director, EBARA CORPORATION Outside Audit & Supervisory Board Member, 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	Adviser, Yamaha Motor Co., Ltd. Outside Director, Kirin Holdings Co., Ltd. Outside Director, Japan Airlines Co., Ltd. Outside Director, Mitsubishi Electric Corporation
Outside Director	Keiko Honda	Adjunct Professor, Columbia University in the City of New York Outside Director, Mitsubishi UFJ Financial Group, Inc. Outside Director, Recruit Holdings Co., Ltd.
Outside Director	Isao Teshirogi	Chairman of the Board, Representative Director, President and CEO, Shionogi & Co., Ltd. Outside Director, Sumitomo Mitsui Banking Corporation Outside Director, Japan Exchange Group, Inc.
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)	Tetsuo Tatsuno	
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:

- Ms. Keiko Honda, Director retired from her position as Adjunct Professor Of Columbia University in the City of New York on December 31, 2024.
- 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.
- Mr. Tetsuo Tatsuno, Audit & Supervisory Board Member, has considerable knowledge of finance and accounting through his extensive experience in the accounting sector of the Company.
- The Company has reported Directors Mr. Hiroyuki Yanagi, Ms. Keiko Honda and Dr. Isao Teshirogi 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 19.

Reference: Status of Executive Officers (as of January 1, 2025)

Posts	Name	Responsibilities
* President	Yoshinori Hirai	CEO
* Senior Executive Vice President	Shinji Miyaji	CFO and CCO
* Executive Vice President	Hideyuki Kurata	CTO and GM of Technology General Division
Executive Vice President	Nobuyuki Suzuki	President of Electronics Company
Senior Executive Officer	Toshiro Kasuya	Assistant to CEO
Senior Executive Officer	Yoshio Takegawa	President of Automotive Company
Senior Executive Officer	Junichi Kobayashi	GM of Human Resources Division
Senior Executive Officer	Tadashi Murano	President of Life Science Company
Senior Executive Officer	Noriyuki Komuro	Assistant to CEO
Senior Executive Officer	Davide Cappellino	President of Architectural Glass Europe & Americas Company
Senior Executive Officer	Shinya Mine	GM of EHSQ General Division and GM of AGC Yokohama Technical Center
Senior Executive Officer	Tatsuo Momii	President of Chemicals Company
Senior Executive Officer	Hiroaki Sano	GM of Corporate Planning General Division
Executive Officer	Tatsuo Sugiyama	Assistant to President of Automotive Company
Executive Officer	Jean-Marc Meunier	Regional President for Europe, Automotive Company, and GM of Technology Office, Automotive Company
Executive Officer	Toshihiro Ueda	Assistant to CEO
Executive Officer	Atsushi Ichikawa	Senior Vice President of Architectural Glass Europe & Americas Company
Executive Officer	Satoshi Takada	Assistant to CEO
Executive Officer	Hiroki Kamiya	Assistant to CEO
Executive Officer	Naoko Araki	Assistant to CEO
Executive Officer	Masaru Ohta	President, AGC Ceramics Co., Ltd.
Executive Officer	Takashi Narushima	GM of Global OEM Management Office, Automotive Company
Executive Officer	Hiroyuki Ohtani	Regional President for Asia, Automotive Company
Executive Officer	Shigeki Yoshiba	President of Architectural Glass Asia Pacific Company
Executive Officer	Shunsuke Yokotsuka	GM of Materials Integration Laboratories, Technology General Division
Executive Officer	Seigo Iwakura	GM of Procurement & Logistics Division
Executive Officer	Yasuyuki Ueda	Assistant to President of Chemicals Company
Executive Officer	Yoshihisa Horibe	GM of Essential Chemicals General Division, Chemicals Company
Executive Officer	Mitsuru Furuta	GM of Display Glass General Division, Electronics Company
Executive Officer	Yuriko Kaida	GM of Innovative Technology Laboratories, Technology General Division
Executive Officer	Hiroshi Wakatsuki	GM of Business Development Division
Executive Officer	Jiro Nishino	GM of Performance Chemicals General Division, Chemicals Company
Executive Officer	Kazumi Tamaki	GM of Corporate Communications & Investor Relations
Executive Officer	Isao Naruge	GM of Production Technology Division, Technology General Division
Executive Officer	Eddy Sutanto	President Director of P.T. Asahimas Chemical
Executive Officer	Utsugi Yuyama	Chief Representative of AGC Group for China
Executive Officer	Takashi Kubo	GM of Electronic Materials General Division, Electronics Company
Executive Officer	Itsuo Mochizuki	GM of Strategy & Planning Division, Corporate Planning General Division
Executive Officer	Tomoyuki Shiokawa	GM of Finance & Control Division
Executive Officer	Yuki Ihara	GM of Sustainability Division, Corporate Planning General Division

Note: Executive Officers marked with an asterisk serve concurrently as Directors.

(2) Outline of Liability Limitation Contracts

The Company has executed a contract with each Outside Director and each Audit & Supervisory Board Member 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.

(3) Outline of Directors' and Officers' Liability Insurance Contracts

The Company has executed a 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 that covers liabilities borne by the insureds concerning the performance of their duties or from claims received regarding the pursuit of such liabilities. Insurance premiums are fully borne by the Company.

(4) Matters Concerning Outside Officers

a. Status of Important Concurrent Positions Held by Outside Officers in Other Companies and the Relationships Between these Companies and the Company (as of December 31, 2024)

Category	Name	Important Concurrent Positions
Outside Director	Hiroyuki Yanagi	Adviser, Yamaha Motor Co., Ltd. Outside Director, Kirin Holdings Co., Ltd. Outside Director, Japan Airlines Co., Ltd. Outside Director, Mitsubishi Electric Corporation
	Keiko Honda	Adjunct Professor, Columbia University in the City of New York Outside Director, Mitsubishi UFJ Financial Group, Inc. Outside Director, Recruit Holdings Co., Ltd.
	Isao Teshirogi	Chairman of the Board, Representative Director, President and CEO, Shionogi & Co., Ltd. Outside Director, Sumitomo Mitsui Banking Corporation Outside Director, Japan Exchange Group, Inc
Outside Audit & Supervisory Board Member	Isamu Kawashima	Outside Director, JAPAN PURE CHEMICAL CO.,LTD. Outside Director, Sansei Technologies, Inc.
	Tatsuro Ishizuka	Outside Director, K&O Energy Group Inc. Outside Director, Tadano Ltd.
	Haruka Matsuyama	Partner, Hibiya Park Law Offices Outside Director, Tokio Marine Holdings, Inc. Outside Director, Mitsubishi Electric Corporation

Notes:

1. Ms. Keiko Honda, Director retired from her position as Adjunct Professor of Columbia University in the City of New York on December 31, 2024.
2. Among the companies in which outside officers hold important concurrent positions, the Company has a business relationship in connection with pharmaceutical active ingredients and intermediates with Shionogi & Co., Ltd., where Dr. Isao Teshirogi serves as the Chairman of the Board, Representative Director, President and CEO; however, the transaction amount accounts for less than 0.1 percent of the Company's net sales.
3. Other than the entities described above in note 2, the Company has no special relationship with the entities in which outside officers hold concurrent positions.

b. Status of Main Activities in this Business Year

(a) Outside Directors

Name	Attendance at Board of Directors Meetings	Status of Comments at the Board of Directors Meetings Outline of Duties Performed Concerning the Roles Expected to be Fulfilled
Hiroyuki Yanagi	14 out of 14 times	By applying abundant experience concerning overall corporate management, starting with branding strategies and the use of digital technology, Mr. Yanagi raised questions precisely and provided recommendations from his professional viewpoint at the Board of Directors meetings. Thus, he duly fulfilled his management monitoring role. In addition, he served as the chairperson of the Board of Directors and contributed to enriching the Company's corporate governance by, among others, leading discussions at the Board of Directors meeting.
Keiko Honda	14 out of 14 times	By applying abundant experience concerning management and sustainability of enterprises and global organizations, Ms. Honda proactively raised questions and provided recommendations from her professional viewpoint at the Board of Directors meetings. Thus, she duly fulfilled her management monitoring role. In addition, she served as the chairperson of the Nominating Committee and contributed to enriching the Company's corporate governance by, among others, enhancing objectivity concerning the appointment of the Directors, Audit & Supervisory Board Members and Executive Officers.
Isao Teshirogi	14 out of 14 times	By applying abundant experience concerning overall corporate management as an incumbent Chairman of the Board, Representative Director, President and CEO of a drug discovery-oriented pharmaceutical company, Dr. Teshirogi proactively raised questions and provided recommendations from his professional viewpoint at the Board of Directors meetings. Thus, he duly fulfilled his management monitoring role. In addition, he served as the chairperson of the Compensation Committee and contributed to enriching the Company's corporate governance by, among others, enhancing objectivity concerning the compensation of the Directors and Executive Officers.

(b) Outside Audit & Supervisory Board Members

Name	Attendance at Board of Directors Meetings	Attendance at Audit & Supervisory Board Meetings	Status of Comments at the Board of Directors Meetings and Audit & Supervisory Board Meetings Outline of Duties Performed Concerning the Roles Expected to be Fulfilled
Isamu Kawashima	14 out of 14 times	14 out of 14 times	By applying extensive experience in accounting sector and abundant knowledge as an audit & supervisory board member at an IT enterprise providing social solutions globally, Mr. Kawashima made comments, as necessary, at the Board of Directors meetings and Audit & Supervisory Board meetings. He also conducted audits of the Company's divisions and places of business, as well as inspections of subsidiaries, according to the audit policy made by the Audit & Supervisory Board. As a full-time Audit & Supervisory Board Member, he duly performed his audit roles and contributed to enriching the Company's corporate governance.
Tatsuro Ishizuka	14 out of 14 times	14 out of 14 times	By applying abundant experience in corporate management at a global manufacturer that has been addressing the switch to sustainable business models early on, Mr. Ishizuka made comments, as necessary, at the Board of Directors meetings and Audit & Supervisory Board meetings. He also conducted audits of the Company's divisions according to the audit policy made by the Audit & Supervisory Board. Thus, he duly performed his audit roles and contributed to enriching the Company's corporate governance.
Haruka Matsuyama	14 out of 14 times	13 out of 14 times	By applying extensive experience in the legal community as well as specialized knowledge concerning laws and compliance, Ms. Matsuyama made comments, as necessary, at the Board of Directors meetings and Audit & Supervisory Board meetings. She also conducted audits of the Company's divisions according to the audit policy made by the Audit & Supervisory Board. Thus, she duly performed her audit roles and contributed to enriching the Company's corporate governance.

(5) 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

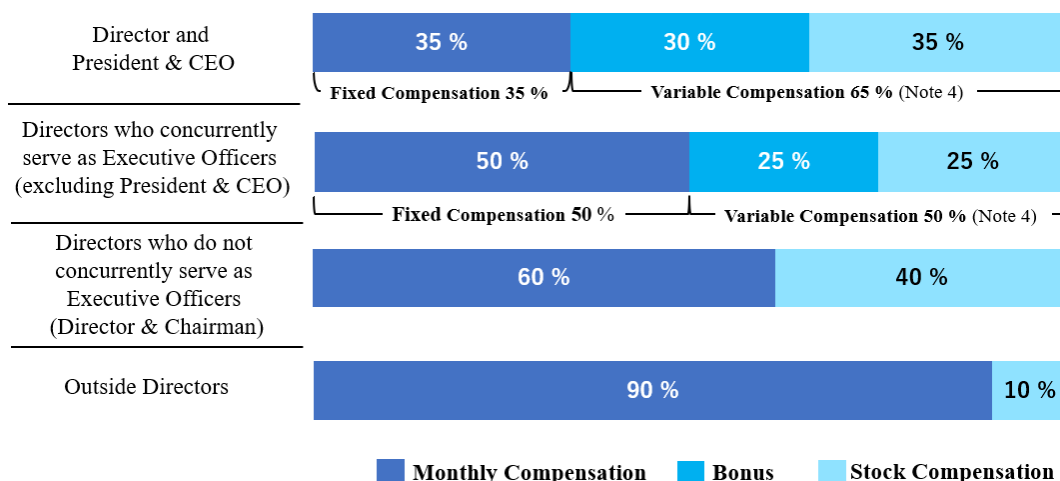
(i) It consists of “Monthly compensation” as fixed compensation and “Bonuses” and “Stock Compensation” (Note 1) as variable compensation that are applied depending on the position as follows.

Category	Fixed Compensation	Variable Compensation		
	Monthly Compensation	Bonus	Stock Compensation Performance-linked Component	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:

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

(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	7 persons	JPY 628 million	7 persons	JPY 368 million	3 persons	JPY 122 million	7 persons	JPY 137 million
Including Outside Directors	3 persons	JPY 57 million	3 persons	JPY 52 million	-	-	3 persons	JPY 5 million
Audit & Supervisory Board Members	4 persons	JPY 100 million	4 persons	JPY 100 million	-	-	-	-
Including Outside Audit & Supervisory Board Members	3 persons	JPY 64 million	3 persons	JPY 64 million	-	-	-	-

Notes:

- The contents of “Stock Compensation” are as stated in the “Policy for Determining Compensation, etc. for Officers” on page 41. Stock compensation (fixed component) to be delivered or provided to Outside Directors and the cash equivalent thereto (3 million yen for two persons and 1 million yen for one person, respectively) are 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.
- The amount of “Bonus” and “Stock Compensation (performance-linked component),” which are performance-linked compensation, etc. for three Directors, is 122 million yen. Outside Directors and Audit & Supervisory Board Members are not eligible for performance-linked compensation, etc.
- 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 41. 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: 5.3% (adjusted amount) Cash flow indicator increased compared to the previous year.
Stock Compensation (performance-linked component)	<ul style="list-style-type: none"> ROE: (6.5%) EBITDA: JPY 307.1 billion (calculated simply by adding operating profit and depreciation and amortization)

- The maximum amount and composition of compensation, etc. for the Directors and Audit & Supervisory Board Members are as follows:
 - 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).
 - 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 41, 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.

5. Matters Concerning Accounting Auditors

(1) Name

KPMG AZSA LLC

(2) Amount of Compensation, etc.

Amount of compensation, etc. as the Accounting Auditor regarding this business year	JPY 180 million
(including the amount of compensation, etc. for services that do not fall within Article 2, Paragraph 1, of the Certified Public Accountants Act)	(JPY 15 million)
Total amount of monetary or other economic benefit to be paid by the Company and its subsidiaries to the Accounting Auditor	JPY 269 million

Notes:

1. The Audit & Supervisory Board checks the contents of Accounting Auditor's audit plan, its performance of duties, the basis of calculating compensation estimates, etc. and as a result of comprehensive review gives consent to the Accounting Auditor's compensation, etc. in accordance with Article 399, Paragraph 1, of the Companies Act.
2. In the audit agreement between the Company and the Accounting Auditor, the amount for audit based on the Companies Act and audit based on the Financial Instruments and Exchange Act are not separated; thus, the above amount contains the compensation, etc. for audit based on the Financial Instruments and Exchange Act.
3. The Company pays compensation to the Accounting Auditor for Sustainability Disclosure Support Services, etc. as services other than those under Article 2, Paragraph 1, of the Certified Public Accountants Act (i.e., non-audit services).
4. Out of the important subsidiaries of the Company, AGC Glass Europe and 16 other companies undergo audits by auditing firms other than the Company's Accounting Auditor.

(3) Policy on Decisions to Dismiss or not Reappoint the Accounting Auditors

The Audit & Supervisory Board, by unanimous agreement, will dismiss the Accounting Auditor if it is affirmed that the Accounting Auditor falls under the grounds stipulated in Items of Article 340, Paragraph 1, of the Companies Act and merits dismissal.

In addition, when judged necessary after taking comprehensive account of the Accounting Auditor's independence, performance status of its duties, etc., the Audit & Supervisory Board will determine the contents of the proposal concerning the removal or non-reappointment of the Accounting Auditor to be submitted to a General Meeting of Shareholders.

6. Basic Policy Concerning Internal Control and Operational Status of Internal Control

On matters concerning basic policy concerning internal control and operational status of internal control, they are not stated in this document because they are provided by electronic measures as stated on page 3.

Consolidated Statements of Financial Position

(Unit: millions of yen)

	100th Fiscal Year (as of Dec. 31, 2024)	(Reference) 99th Fiscal Year (as of Dec. 31, 2023)
Assets	2,889,665	2,932,991
Current Assets	1,001,270	1,041,878
Cash and cash equivalents	107,988	146,061
Trade receivables	332,442	338,850
Inventories	454,143	454,056
Other receivables	58,221	60,530
Income tax receivables	16,556	18,098
Other current assets	25,103	24,280
(Subtotal)	994,455	1,041,878
Assets held for sale	6,815	-
Non-Current Assets	1,888,395	1,891,112
Property, plant and equipment	1,550,862	1,457,950
Goodwill	49,774	101,130
Intangible assets	52,291	72,093
Investments accounted for using equity method	30,521	27,633
Other financial assets	68,798	83,269
Deferred tax assets	39,019	39,677
Other non-current assets	97,127	109,357
Total Assets	2,889,665	2,932,991
Liabilities	1,217,967	1,278,652
Current Liabilities	708,771	717,298
Trade payables	201,803	206,566
Short-term interest-bearing debt	129,940	121,637
Long-term interest-bearing debt due within one year	109,921	127,810
Other payables	214,523	216,240
Income tax payables	21,376	14,051
Provisions	1,361	1,997
Other current liabilities	21,183	28,994
(Subtotal)	700,110	717,298
Liabilities associated with assets held for sale	8,661	-
Non-Current Liabilities	509,196	561,354
Long-term interest-bearing debt	409,876	445,561
Deferred tax liabilities	22,865	37,869
Post-employment benefit liabilities	51,370	50,026
Provisions	12,883	10,973
Other non-current liabilities	12,199	16,922
Total Liabilities	1,217,967	1,278,652
Equity	1,671,697	1,654,338
Total Equity Attributable to Owners of the Parent	1,435,787	1,447,080
Share capital	90,873	90,873
Capital surplus	95,781	97,056
Retained earnings	744,766	872,547
Treasury shares	(26,767)	(27,338)
Other components of equity	531,134	413,941
Non-Controlling Interests	235,909	207,258
Total Equity	1,671,697	1,654,338
Total Liabilities and Equity	2,889,665	2,932,991

Consolidated Statements of Profit or Loss

(Unit: millions of yen)

	100th Fiscal Year (from Jan. 1 to Dec. 31, 2024)	(Reference) 99th Fiscal Year (from Jan. 1 to Dec. 31, 2023)
Net Sales	2,067,603	2,019,254
Cost of sales	(1,568,552)	(1,537,897)
Gross Profit	499,050	481,356
Selling, general and administrative expenses	(375,676)	(354,559)
Share of profit (loss) of associates and joint ventures accounted for using equity method	2,461	1,981
Operating Profit	125,835	128,779
Other income	17,233	19,535
Other expenses	(187,747)	(20,036)
Business Profit (loss)	(44,678)	128,277
Finance income	11,986	13,735
Finance costs	(17,358)	(19,237)
Net finance income (costs)	(5,372)	(5,502)
Profit (loss) before Tax	(50,050)	122,775
Income tax expenses	(27,873)	(40,291)
Profit (loss) for the year	(77,924)	82,484
Attributable to:		
Owners of the parent	(94,042)	65,798
Non-controlling interests	16,118	16,685

Accounting Auditor's Audit Report Regarding Consolidated Financial Statements COPY

Independent Auditor's Report

February 5, 2025

To the Board of Directors of AGC Inc.:

KPMG AZSA LLC
Tokyo Office, Japan

Noriaki Habuto
Designated Limited Liability Partner
Engagement Partner
Certified Public Accountant

Tsutomu Ogawa
Designated Limited Liability Partner
Engagement Partner
Certified Public Accountant

Takahiro Kajiwara
Designated Limited Liability Partner
Engagement Partner
Certified Public Accountant

Opinion

We have audited the consolidated financial statements, which comprise the consolidated statement of financial position, the consolidated statement of profit or loss, the consolidated statement of changes in equity and the related notes of AGC Inc. ("the Company") and its consolidated subsidiaries (collectively referred to as "the Group"), as at December 31, 2024 and for the year from January 1, 2024 to December 31, 2024 in accordance with Article 444-4 of the Companies Act.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position and the results of operations of the Group for the period, for which the consolidated financial statements were prepared, in accordance with the latter part of Article 120-1 of the Ordinance of Company Accounting that prescribes some omissions of disclosure items required by International Financial Reporting Standards.

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Japan, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide

a basis for our opinion.

Other Information

The other information comprises the business report and its supplementary schedules. Management is responsible for the preparation and presentation of the other information. Audit & Supervisory Board and its Members are responsible for overseeing the directors' performance of their duties with regard to the design, implementation and maintenance of the reporting process for the other information.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Responsibilities of Management and Audit & Supervisory Board and its Members for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the latter part of Article 120-1 of the Ordinance of Company Accounting that prescribes some omissions of disclosure items required by International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern in accordance with the latter part of Article 120-1 of the Ordinance of Company Accounting that prescribes some omissions of disclosure items required by International Financial Reporting Standards.

Audit & Supervisory Board and its Members are responsible for overseeing the directors' performance of their duties with regard to the design, implementation and maintenance of the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with auditing standards generally accepted in Japan will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of our audit in accordance with auditing standards generally accepted in Japan, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may

involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, while the objective of the audit is not to express an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate whether the presentation and disclosures in the consolidated financial statements are in accordance with the latter part of Article 120-1 of the Ordinance of Company Accounting that prescribes some omissions of disclosure items required by International Financial Reporting Standards, the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group as a basis for forming an opinion on the group financial statements. We are responsible for the direction, supervision and review of the audit work performed for the purpose of the group audit. We remain solely responsible for our audit opinion.

We communicate with Audit & Supervisory Board and its Members regarding, among other matters, the planned scope and timing of the audit, significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide Audit & Supervisory Board and its Members with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

Interest required to be disclosed by the Certified Public Accountants Act of Japan

We do not have any interest in the Group which is required to be disclosed pursuant to the provisions of the Certified Public Accountants Act of Japan.

[Notes to the Reader of Independent Auditor's Report:

The Independent Auditor's Report herein is the English translation of the Independent Auditor's Report as required by the Companies Act for the conveniences of the reader.]

- (*) The contents of the Audit & Supervisory Board's audit report regarding the Consolidated Financial Statements are included in the Audit & Supervisory Board's Audit Report (page 59).

Balance Sheets

(Unit: millions of yen)

	100th Fiscal Year (as of Dec. 31, 2024)	(Reference) 99th Fiscal Year (as of Dec. 31, 2023)
Assets	1,328,766	1,386,107
Current Assets	369,567	392,603
Cash on hand and in banks	607	1,094
Trade notes receivable	6,426	6,870
Trade accounts receivable	143,001	144,805
Merchandise and finished goods	47,403	49,269
Work in process	54,048	55,913
Raw materials and supplies	41,647	40,003
Prepaid expenses	4,980	4,468
Short-term loans receivable	44,521	52,359
Other accounts receivable	23,878	32,774
Allowance for doubtful accounts	(8,939)	(5,896)
Other current assets	11,991	10,941
Non-current Assets	959,198	993,504
Tangible Fixed Assets	329,502	307,225
Buildings	80,435	81,251
Structures	21,767	19,477
Machinery and equipment	131,692	136,402
Vehicle and other transportation equipment	93	107
Tools, furniture and fixtures	8,863	8,689
Land	27,529	26,973
Leased assets	653	647
Construction in progress	58,467	33,675
Intangible Fixed Assets	7,667	8,515
Software	7,286	7,848
Other intangible fixed assets	380	666
Investments and Other Assets	622,028	677,764
Investments in securities	25,974	44,228
Investments in subsidiaries and affiliates (stock)	310,283	387,685
Investments in subsidiaries and affiliates (others)	156,698	156,706
Long-term loans receivable	83,291	58,235
Long-term receivables, overdue	94	95
Long-term prepaid expenses	2,887	2,631
Prepaid pension cost	18,726	13,593
Deferred tax assets	10,243	4,563
Others	13,896	10,320
Allowance for doubtful accounts	(68)	(295)
Total Assets	1,328,766	1,386,107

Balance Sheets

(Unit: millions of yen)

	100th Fiscal Year (as of Dec. 31, 2024)	(Reference) 99th Fiscal Year (as of Dec. 31, 2023)
Liabilities	648,003	632,314
Current Liabilities	407,067	367,430
Trade accounts payable	114,473	112,611
Short-term borrowings	132,655	134,551
Commercial papers	47,000	35,000
Current portion of bonds payable	20,000	-
Other accounts payable	35,730	39,507
Accrued expenses	5,659	5,456
Income taxes payable	7,679	-
Deposits received	28,932	26,067
Accrued bonuses to employees	5,596	5,304
Accrued bonuses to directors	122	121
Reserve for scheduled repairs	4,403	4,910
Reserve for restructuring programs	-	566
Other current liabilities	4,814	3,333
Non-current Liabilities	240,936	264,884
Bonds	70,000	70,000
Long-term borrowings	157,921	184,880
Accrued retirement benefits for employees	5,089	4,906
Reserve for loss on debt guarantees	34	31
Reserve for restructuring programs	96	-
Reserve for loss on litigation	3,955	-
Other non-current liabilities	3,840	5,065
Total Liabilities	648,003	632,314
Net Assets	680,762	753,793
Shareholders' Equity	666,648	731,691
Share capital	90,873	90,873
Capital surplus	91,164	91,164
Additional paid-in capital	91,164	91,164
Retained earnings	511,378	576,992
Legal reserve	22,618	22,618
Other retained earnings	488,760	554,374
Reserve for advanced depreciation of tangible fixed assets	13,202	14,338
General reserve	343,000	343,000
Retained earnings carried forward	132,558	197,035
Treasury shares, at cost	(26,767)	(27,338)
Valuation and Translation Adjustments	13,274	21,086
Unrealized gains and loss on securities, net of taxes	13,274	21,086
Share Subscription Rights	839	1,015
Total Net Assets	680,762	753,793
Total Liabilities and Net Assets	1,328,766	1,386,107

Statements of Operation

(Unit: millions of yen)

	100th Fiscal Year (from Jan. 1, to Dec. 31, 2024)	(Reference) 99th Fiscal Year (from Jan. 1, to Dec. 31, 2023)
Net Sales	653,726	667,000
Cost of sales	470,181	499,771
Gross Profit	183,545	167,229
Selling, general and administrative expenses	154,475	144,736
Operating Income	29,069	22,492
Non-operating Income	73,496	99,713
Interest income	5,881	3,999
Dividend income	61,193	92,351
Others	6,421	3,362
Non-operating Expenses	8,300	7,081
Interest expenses	7,300	6,118
Others	999	963
Ordinary Income	94,265	115,124
Extraordinary Gains	16,251	20,011
Gain on sale of properties	101	20
Gain on sale of investments in securities	16,101	16,508
Gain on sale of investments in subsidiaries and affiliates	-	3,092
Reversal of reserve for loss on debt guarantees	-	389
Reversal of reserve for restructuring programs	47	-
Extraordinary Loss	125,143	11,728
Loss on disposal of properties	4,192	2,750
Impairment losses	3,513	-
Loss on valuation of investments in securities	100	294
Loss on valuation of investments in subsidiaries and affiliates	109,733	62
Reserve for loss on debt guarantees	2	-
Provision for allowance for doubtful accounts	2,815	628
Expenses for restructuring programs	-	7,890
Expenses for special environmental protection measures	830	102
Reserve for loss on litigation	3,955	-
Income(Loss) before Income Taxes	(14,626)	123,407
Income taxes		
Current	8,462	7,699
Deferred	(2,263)	2,801
Net Income(Loss)	(20,825)	112,906

Accounting Auditor's Audit Report COPY

Independent Auditor's Report

February 5, 2025

To the Board of Directors of AGC Inc.:

KPMG AZSA LLC
Tokyo Office, Japan

Noriaki Habuto
Designated Limited Liability Partner
Engagement Partner
Certified Public Accountant

Tsutomu Ogawa
Designated Limited Liability Partner
Engagement Partner
Certified Public Accountant

Takahiro Kajiwara
Designated Limited Liability Partner
Engagement Partner
Certified Public Accountant

Opinion

We have audited the financial statements, which comprise the balance sheet, the statement of operation, the statement of changes in net assets and the related notes, and the accompanying supplementary schedules ("the financial statements and the accompanying supplementary schedules") of AGC Inc. ("the Company") as at December 31, 2024 and for the year from January 1, 2024 to December 31, 2024 in accordance with Article 436-2-1 of the Companies Act.

In our opinion, the financial statements and the accompanying supplementary schedules referred to above present fairly, in all material respects, the financial position and the results of operations of the Company for the period, for which the financial statements and the accompanying supplementary schedules were prepared, in accordance with accounting principles generally accepted in Japan.

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements and the Accompanying Supplementary Schedules* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Japan, and we have fulfilled our other ethical responsibilities in accordance with

these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

The other information comprises the business report and its supplementary schedules. Management is responsible for the preparation and presentation of the other information. Audit & Supervisory Board and its Members are responsible for overseeing the directors' performance of their duties with regard to the design, implementation and maintenance of the reporting process for the other information.

Our opinion on the financial statements and the accompanying supplementary schedules does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements and the accompanying supplementary schedules, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements and the accompanying supplementary schedules or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Responsibilities of Management and Audit & Supervisory Board and its Members for the Financial Statements and the Accompanying Supplementary Schedules

Management is responsible for the preparation and fair presentation of the financial statements and the accompanying supplementary schedules in accordance with accounting principles generally accepted in Japan, and for such internal control as management determines is necessary to enable the preparation of financial statements and the accompanying supplementary schedules that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements and the accompanying supplementary schedules, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern in accordance with accounting principles generally accepted in Japan.

Audit & Supervisory Board and its Members are responsible for overseeing the directors' performance of their duties with regard to the design, implementation and maintenance of the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements and the Accompanying Supplementary Schedules

Our objectives are to obtain reasonable assurance about whether the financial statements and the accompanying supplementary schedules as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with auditing standards generally accepted in Japan will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements and the

accompanying supplementary schedules.

As part of our audit in accordance with auditing standards generally accepted in Japan, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements and the accompanying supplementary schedules, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, while the objective of the audit is not to express an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements and the accompanying supplementary schedules or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate whether the presentation and disclosures in the financial statements and the accompanying supplementary schedules are in accordance with accounting standards generally accepted in Japan, the overall presentation, structure and content of the financial statements and the accompanying supplementary schedules, including the disclosures, and whether the financial statements and the accompanying supplementary schedules represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with Audit & Supervisory Board and its Members regarding, among other matters, the planned scope and timing of the audit, significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide Audit & Supervisory Board and its Members with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

Interest required to be disclosed by the Certified Public Accountants Act of Japan

We do not have any interest in the Company which is required to be disclosed pursuant to the provisions of the Certified Public Accountants Act of Japan.

[Notes to the Reader of Independent Auditor's Report:]

This is an English translation of the Independent Auditor's Report as required by the Companies Act of Japan for the conveniences of the reader.]

Audit & Supervisory Board's Audit Report COPY

Audit & Supervisory Board's Audit Report

Concerning the performance of the duties by the Directors for the 100th business year from January 1, 2024, to December 31, 2024, the Audit & Supervisory Board has prepared this audit report upon deliberations based on the audit reports prepared by each Audit & Supervisory Board Member and reports as follows.

1. Auditing methods and their details by the Audit & Supervisory Board Members and Audit & Supervisory Board

(1) The Audit & Supervisory Board formulated an audit policy, audit plan, etc., received reports from each Audit & Supervisory Board Member on the implementation status and results of audits, received reports from the Directors or others and the Accounting Auditor on the status of performance of their duties, and requested explanations from them as necessary.

(2) In accordance with the Standards for Auditing established by the Audit & Supervisory Board, audit policy, audit plan, etc., each Audit & Supervisory Board Member sought to communicate with the Directors, internal audit divisions and other personnel; endeavored to gather information and to prepare the audit environment; and conducted audit through the following methods.

(a) Attend the Board of Directors meetings and other important meetings; receive reports from the Directors and personnel on the status of performance of their duties; request explanations as necessary; review important approval documents, etc.; and inspect the status of operations and assets at the head office and other main places of business. In addition, on the subsidiaries, seek communication and information exchange with the directors, audit & supervisory board members or others of the subsidiaries, receive reports from the subsidiaries on their business as necessary, and conduct inspections at some subsidiaries.

(b) On the contents of the resolution of the Board of Directors and the system prepared based on such resolution concerning the preparation of the system for ensuring that the performance of the duties by the Directors complies with the laws and regulations and the Articles of Incorporation and other systems necessary to ensure the proper operation of the corporate group comprising the Company and its subsidiaries (Internal Control Systems), receive reports from the Directors and other personnel regularly and verify on the status of their establishment and operation. On internal control over financial reporting, we received reports from the Directors or others and KPMG AZSA LLC on the evaluation and audit status of such internal control and requested explanations as necessary.

(c) Monitor and verify whether the Accounting Auditor maintained an independent standpoint and conducted audits properly; receive reports from the Accounting Auditor on the performance status of its duties and request explanations as necessary. Also receive from the Accounting Auditor notice to the effect that it prepares the "systems for ensuring that the performance of the duties by the Accounting Auditor is being carried out properly" (Article 131 of the Regulations on Corporate Accounting) and request explanations as necessary.

Based on the above methods, we reviewed on the business report and the annexed detailed statements thereof, non-consolidated financial statements (the balance sheets, the statements of operation, the statements of changes in net assets and the notes to the

non-consolidated financial statements) and their supplementary schedules, and the consolidated financial statements (the consolidated statements of financial position, the consolidated statements of profit or loss, the consolidated statements of changes in equity and the notes to the consolidated financial statements which are, pursuant to the latter part of Article 120, Paragraph 1, of the Regulations on Corporate Accounting, prepared by omitting some disclosure items required by International Financial Reporting Standards) regarding this business year.

2. Result of the audit

(1) Audit result of the business report, etc.

- (a) We acknowledge that the business report and the annexed detailed statements thereof present the situation of the Company correctly in accordance with the laws and regulations and the Articles of Incorporation.
- (b) We acknowledge that there was no wrongful act or serious fact of violation of the laws and regulations or the Articles of Incorporation concerning the performance of the duties by the Directors.
- (c) We acknowledge that the contents of the resolution of the Board of Directors concerning the internal control system is appropriate. Furthermore, we also acknowledge that nothing needs to be pointed out on the contents stated in the business report concerning such internal control system and the performance of the duties by the Directors concerning such internal control system.
We received reports from the Directors or others and KPMG AZSA LLC stating that on the internal control over financial reporting, it is effective at the time of preparing this Audit & Supervisory Board's audit report.

(2) Audit result of the non-consolidated financial statements and their supplementary schedules

We acknowledge that the methods and results of the audit conducted by the Accounting Auditor, KPMG AZSA LLC, are appropriate.

(3) Audit result of the consolidated financial statements

We acknowledge that the methods and results of the audit conducted by the Accounting Auditor, KPMG AZSA LLC, are appropriate.

February 6, 2025

Audit & Supervisory Board

AGC Inc.

Isamu Kawashima, Full-time Audit &
Supervisory Board Member [Seal]

Tatsuro Ishizuka, Audit & Supervisory
Board Member [Seal]

Tetsuo Tatsuno, Full-time Audit &
Supervisory Board Member [Seal]

Haruka Matsuyama, Audit &
Supervisory Board Member [Seal]

Note: Audit & Supervisory Board Members, Isamu Kawashima, Tatsuro Ishizuka and Haruka Matsuyama, are outside Audit & Supervisory Board Members prescribed in Article 2, Item 16, and Article 335, Paragraph 3, of the Companies Act.

[As stated first above, please note that this part as well as other parts of the translated English text 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.]

END

Reference (Overview of Consolidated Statements of Cash Flows)

(Unit: millions of yen)

	100 th Term (From Jan. 1, 2024 To Dec. 31, 2024)	99 th Term (From Jan. 1, 2023 To Dec. 31, 2023)
Cash Flows from Operating Activities	284,815	212,546
Cash Flows from Investing Activities	(195,583)	(179,790)
Cash Flows from Financing Activities	(131,949)	(108,021)
Effect of Exchange Rate Changes on Cash and Cash Equivalents	5,350	11,610
Net changes in cash and cash equivalents resulting from transfer to assets held for sale	(707)	-
Net Increase (Decrease) in Cash and Cash Equivalents	(38,073)	(63,654)
Cash and Cash Equivalents at Beginning of Year	146,061	209,716
Cash and Cash Equivalents at End of Year	107,988	146,061