

this notice is the English translation of the official version of the 102 notice which is in Italian language

To:
CONSOB
Divisione Corporate Governance
Ufficio OPA e Assetti Proprietari
Via G.B. Martini, 3
00198 Rome
By certified email (posta certificata)

To:
Borsa Italiana S.p.A.
Piazza Affari, 6
20123 Milan
By certified email (posta certificata)

To:
MolMed S.p.A.
Via Olgettina, 58
20132 Milan
By certified email (posta certificata)
To the attention of the Managing Director

To:
ANSA
economia@ansa.it

Reuters
milan.newsroom@thomsonreuters.com

Radiocor
radiocordesck.mi@ilsole24ore.com

Tokyo, 17 March 2020

Notice pursuant to article 102, first paragraph, of Legislative Decree No. 58 of 24 February 1998, as further amended (the "CLFI"), and article 37 of the regulation adopted by CONSOB under its Resolution no. 11971 of 14 May 1999, as further amended (the "Issuers' Regulation"), regarding the voluntary public offer to purchase all ordinary shares of MolMed S.p.A. launched by AGC Inc.

Pursuant to and for the purposes of article 102, first paragraph, of the CLFI and article 37 of the Issuers' Regulations, AGC Inc., company incorporated under the laws of Japan, having its registered offices in 1-5-1, Marunouchi, Chiyoda-ku, Tokyo 100-8405 Japan ("AGC") communicates its decision to promote, either directly or through a fully owned subsidiary within the AGC group (the "**Subsidiary**") or a corporate vehicle to be incorporated under Italian law in the form of a joint stock company (*società per azioni*) which will be wholly owned by AGC (the "**NewCo**"), a voluntary public offer under articles 102 *et seq.* of the CLFI (the "**Offer**"), for the purchase of up to 463,450,672 ordinary shares (the "**Shares**") of MolMed S.p.A. ("**MolMed**" or the "**Issuer**"), company with shares traded on the Mercato Telematico Azionario (the "**MTA**"), the electronic stock market of the Italian Stock Exchange, organised and operated by Borsa Italiana S.p.A. ("**Borsa Italiana**"), representing all the shares of the Issuer in circulation as at the date of this notice (the "**Notice Date**"), including own shares which may be purchased, from time to time, by the Issuer.

The key terms of the Offer and its grounds are indicated herein below.

For any further information and a complete description and evaluation of the Offer, please refer to the offer document which will be prepared on the basis of model 2A of Annex 2 of the Issuers'

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Regulation, and which will be made available within the time, terms and conditions provided for by the applicable law (the "**Offer Document**").

1. PARTICIPANTS IN THE TRANSACTION

1.1 The Offeror and the persons by whom it is controlled

AGC aims at launching the Offer through NewCo, a fully owned corporate vehicle to be incorporated under Italian law prior to the publication of the Offer Document in the form of a joint stock company (*società per azioni*) exclusively to acquire the Shares tendered to the Offer. AGC will exercise control over NewCo pursuant to article 2359 of the Italian Civil Code and article 93 of CLFI.

However, due to the COVID-19 pandemic and the emergency situation currently ongoing in Italy, the incorporation process of NewCo might not be completed in due time prior to the publication of the Offer Document for unforeseeable reasons which are not under AGC control. Should NewCo not be set up, AGC will launch the Offer either directly or, alternatively, through the Subsidiary.

Therefore, for the purposes of this notice, "**Offeror**" shall mean either AGC or NewCo or the Subsidiary.

In any case, the Offeror will be the sole subject to make itself purchaser of the Shares, brought in acceptance of the Offer, and to assume the related obligations, rights and responsibilities.

As of the Notice Date, neither AGC nor any of the companies belonging to its group holds, directly or indirectly, any share in the share capital of the Issuer and/or other financial instruments issued by the Issuer, nor derivative financial instruments or having as underlying such instruments.

1.2 The persons acting in concert with the Offeror with regard to the Offer

In case either NewCo or the Subsidiary will be the Offeror, AGC, as sole shareholder of the Subsidiary and future sole shareholder exercising direct control over NewCo, shall be considered a person acting in concert with the Offeror pursuant to article 101-bis, paragraph 4-bis, letter b), of the CLFI.

1.3 The undertaking to adhere to the Offer by Fininvest S.p.A.

On 16 March 2020, AGC and Fininvest S.p.A., joint stock company (*società per azioni*) incorporated under the laws of the Italian Republic, with registered office at Largo del Nazareno 8, registered at the Companies' Register of Rome under registration number and fiscal code 03202170589, having a share capital equal to EUR 208,000,000 fully subscribed and paid-in ("**Fininvest**"), entered into a deed of undertaking to adhere to the Offer, relevant pursuant to article 122, fifth paragraph, letter d)-*bis*), of the CLFI, aimed at regulating, *inter alia*, the commitment of Fininvest to adhere to the Offer, tendering to the Offer no. 107,173,138 ordinary shares (the "**Fininvest Shares**"), constituting all the shares owned by Fininvest in the Issuer's share capital as at the Notice Date (the "**Deed of Undertaking**").

For further information on the Deed of Undertaking please refer to the relevant essential information, which will be published within the terms and conditions provided under article 122 of the CLFI and article 130 of the Issuers' Regulations.

1.4 The Issuer

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The Issuer is MolMed S.p.A., a joint-stock company (*società per azioni*) incorporated under the laws of the Italian Republic with registered office at Via Olgettina, 58, registered with the Companies' Register of Milan under registration number and fiscal code no. 11887610159. As at the Notice Date, the Issuer's share capital amounts to EUR 21,819,020.83, comprising no. 463,450,672 Shares.

The Shares are traded on the *Mercato Telematico Azionario* (MTA) organised and managed by Borsa Italiana.

Based on information made available by Fininvest, as of the Notice Date the latter holds no. 107,173,138 shares of the Issuer, representing a 23.125% stake in the Issuer.

2. GROUNDS UNDERLYING THE OFFER AND THE OFFEROR'S PLANS FOR THE FUTURE

The Offer represents the means by which the Offeror intends to implement its plan aiming at acquiring the entire Issuer's share capital and achieving the cancellation of the Shares' listing from the MTA (the "**Delisting**"). Provided the satisfaction of the conditions therefor, the Delisting will be achieved as a result of the fulfilment of the purchase obligations pursuant to article 108, first and second paragraphs, of the CLFI, and/or through the exercise of the purchase right pursuant to article 111, first paragraph, of the CLFI, both as detailed in sections 3.6 below.

In the event that the Delisting is not achieved as a result of the Offer (including any possible extension and/or the fulfilment of the purchase obligation pursuant to article 108, first paragraph, of the CLFI and the exercise of the purchase right pursuant to article 111 of the CLFI), the Offeror reserves the right to achieve the Delisting by other means, including, should NewCo act as Offeror, the merger by incorporation of the Issuer into NewCo, unlisted corporate vehicle.

The AGC group, to which AGC is the ultimate holding company, the Subsidiary is part and NewCo will be part once incorporated, intends to continue supporting the Issuer's growth.

The Offer aims at ensuring the stability of the shareholding necessary to allow the Issuer to benefit from future development and growth opportunities, as well as a strategic guidance aimed at the valorisation of the business in the medium-long term.

Furthermore, AGC considers that, over the long term, the above mentioned objective may be more easily and effectively pursued with narrower shareholder base, rather than with a broad stock ownership, in a situation where there are greater operational and organisational flexibility, as would be the case where the Issuer ceases to be a listed company on the MTA.

Moreover, by promoting the Offer, the Offeror will intend to provide the Issuer's shareholders with an opportunity to dispose of their shareholdings in the Issuer on terms that are more favourable than those resulting from the average trading performance of the Shares in recent months and years.

3. ESSENTIALS OF THE OFFER

3.1 Financial instruments included in the Offer

The Offer is made in respect of all the Shares of the Issuer, including the Fininvest Shares subject to the Deed of Undertaking and any own shares which may be purchased, from time to time, by the Issuer.

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Following the dissemination of this notice, as well as during the Tender Period (as defined below), as possibly extended, the Offeror reserves the right to purchase ordinary shares of the Issuer outside the Offer, to the extent permitted by applicable law. Any purchases made outside the Offer will be disclosed to the market pursuant to article 41, second paragraph, letter c), of the Issuers' Regulations.

The Shares tendered to the Offer must be freely transferable to the Offeror, as well as free from restrictions and encumbrances of any kind and nature, whether real, compulsory or personal.

3.2 Unit price and maximum consideration of the Offer

The Offeror will pay a consideration equal to EUR 0.518 (zero point five hundred and eighteen) per Share tendered to the Offer (the "**Price**").

The Price is intended net of stamp duties, if due, and of the fees, commissions and expenses, which shall be borne by the Offeror only. The withholding tax, if due, will be upon the persons accepting the Offer.

The Price incorporates a premium equal to 110.3% over the official unit price of the Shares on 16 March 2020 (the trading day prior to the announcement of the Offer to the market), which was equal to EUR 0.2463 (source: *Borsa Italiana*).

The following table outlines the data referring to the weighted arithmetic means of the prices of the Shares for volumes traded during the reference periods, starting on March 16, 2020.

Reference period	Weighted average price*	Implied premium of the Offer
VWAP 1 month	EUR 0.347	49.2%
VWAP 3 month	EUR 0.360	43.9%
VWAP 6 month	EUR 0.357	45.1%
VWAP 12 month	EUR 0.376	37.8%

(*) *Source*: Bloomberg

The Price has been determined following AGC due diligence on the Issuer and evaluation of the Issuer's financial condition and the expectations for potential growth in the medium to long term.

The maximum aggregate disbursement of the Offeror calculated based on the maximum number of Shares within the scope of the Offer, in the event that all those entitled tender the entirety of their Shares, shall be equal to EUR 240,067,448.10 (two hundred forty million sixty-seven thousand four hundred forty-eight point ten) (the "**Maximum Aggregate Disbursement**").

The Offeror intends to cover the Maximum Aggregate Disbursement (EUR 240,067,448.10) by making recourse to already available funds of the AGC group. More in particular, should the Offeror be NewCo or the Subsidiary, the resources necessary to cover the Maximum Aggregate Disbursement shall be funded by the Offeror through capital increases, capital contributions, shareholder's loan or any other means which AGC will make available to the Offeror.

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According to article 37-bis of the Issuers' Regulations, AGC declares to be in a position to fully meet its commitment, or allow NewCo or the Subsidiary to meet the commitment, to pay the Price.

3.3 The Tender Period

The tender period under the Offer (the "**Tender Period**") will be agreed upon with Borsa Italiana in compliance with the terms of article 40 of the Issuers' Regulations, and will have a duration comprised between a minimum of fifteen and a maximum of forty trading days.

The date of the Price's payment will be the fifth trading day following the end of the Tender Period (the "**Payment Date**").

Save in the case of competing offers (*offerte concorrenti*) pursuant to the relevant provisions of the CLFI and Issuers' Regulations, the Shares tendered to the Offer will remain bound to the Offer until the Payment Date and the accepting parties may exercise all the economical and voting rights provided under the Shares, but may not assign, in whole or in part, or in any case carry out acts of disposal (including pledges or other encumbrances or restrictions) relating to the Shares tendered to the Offer. During the same period, no interest on the Price will be due by the Offeror.

3.4 Conditions to the Offer

The Offer's effectiveness is subject to satisfaction of each of the following conditions precedent (the "**Offer Conditions**"):

- (a) the acceptances of the Offer – taking into account any purchases made on the market, directly or indirectly, by the Offeror in accordance with applicable law – must reach in aggregate a number of Shares that enables the Offeror to hold an aggregate shareholding at least equal to 66.667% (sixty six point six hundred sixty seven per cent) of the entire Issuer's paid and subscribed share capital as at Notice Date (corresponding to a number of Shares which should not be lower than 308,967,115), it being understood that in case of inconsistency with the Issuer's paid and subscribed share capital resulting at the date the Tender Period ends, the latter shall prevail (the "**Threshold Condition**"); and
- (b) failure to occur, within the day of the announcement of the definitive results of the Offer that will be published before the Payment Date pursuant to article 41, sixth paragraph, of the Issuers' Regulations, of (i) extraordinary events or situations involving serious changes in the political, financial, economic, currency or market situation, whether national or international, which have substantially prejudicial and adverse effects on the Offer and/or the Issuer, or (ii) events or situations concerning the Issuer which are not known to the Offeror and/or the market at the Notice Date and which involve, or could reasonably be expected to involve, substantially prejudicial changes in the assets, economic or financial position of the Issuer (the "**MAC Condition**") It remain understood that the MAC Condition shall comprise, among others, any of the events listed under (i) and (ii) above which will arise as a consequence of, or in connection with, the spread of the COVID-19 pandemic (which, although being a phenomenon of public domain as at the Notice Date, entails consequences which are not in any way foreseeable in any business areas), including, without limitation any crisis, temporary or definitive blockage or closure of the financial and productive markets and/or business-related markets of the Issuer involving substantially prejudicial effects on the Offer and/or changes in the assets, economic or financial position of the Issuer.

The Offeror has identified the Threshold Condition referred to in letter (a) above on the basis of its willingness to make a significant investment in the Shares and to reach the Delisting. In the event

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that the Threshold Condition is not fulfilled, the Offeror reserves the right, at its sole discretion, to waive the Threshold Condition and purchase a lower amount of Shares.

The Offeror may waive or amend, in whole or in part, the terms of each of the Offer Conditions at any time and at its sole discretion, in compliance with the provisions under article 43 of the Issuers' Regulations and giving notice in accordance with article 36 of the Issuers Regulation.

In accordance with article 36 of the Issuers' Regulations the Offeror will give notice of the satisfaction or otherwise of the Offer Conditions, and, in the event that those Offer Conditions have not been satisfied, of any waiver of any or all of those Offer Conditions, within the following terms:

- (a) as to the Threshold Condition, with the announcement of the provisional results of the Offer that will be published by the evening of the last day of the Tender Period and, in any case, by 7:59 a.m. of the first trading day following the end of the Tender Period;
- (b) as to the MAC Condition, with the announcement of the definitive results of the Offer that will be published before the Payment Date pursuant to article 41, sixth paragraph, of the Issuers' Regulations.

In the event that any of the Offer Conditions are not satisfied and the Offeror does not exercise its right to waive and, consequently, the Offer is ineffective, the Shares tendered to the Offer will be returned to their respective owners, without any charges or expenses being imposed upon those owners, by the end of the trading day following the first announcement declaring the Offer being ineffective.

3.5 Amendments to the Offer

In compliance with the limits provided under the applicable law (and, in particular, within the limits and according to the procedure under article 43 of the Issuers' Regulations), the Offeror reserves the right to make amendments to the Offer up to the date preceding the date set for the close of the Tender Period. Should the Offeror exercise its right to amend the Offer on the last day available according to applicable law (i.e., the date preceding the date set for the close of the Tender Period), the closing of the Tender Period may not take place in a term of less than three days from the date of publication of the amendment in compliance with article 43 of the Issuers' Regulation.

3.6 Delisting of the Shares

Obligation to purchase the Shares pursuant to article 108, second paragraph, of the CLFI

As mentioned above, the Offer is intended to achieve the acquisition of the entire Issuer's share capital and the Delisting.

In the case where, upon completion of the Offer (including any possible extension), by virtue of the acceptances to the Offer and of purchases possibly performed outside of the same in compliance with the applicable laws during the Tender Period (including any possible extension under applicable law), the Offeror holds an aggregate participation higher than 90% (ninety per cent) (corresponding to a number of Shares which should not be lower than 417,105,605), but lower than 95% (ninety five per cent) (corresponding to a number of Shares which should not be lower than 440,278,139) of the entire Issuer's paid and subscribed share capital as at Notice Date (it being understood that in case of inconsistency with the Issuer's paid and subscribed share capital resulting at the date the Tender Period ends, the latter shall prevail), the Offeror hereby declares its intention not to restore a free float sufficient to ensure the regular trading of the ordinary shares of the Issuer.

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In such circumstance, the obligation to purchase the remaining Shares from the shareholders of the Issuer so requesting, pursuant to article 108, second paragraph, of the CLFI (the “**Shares Sell-Out**”), imposed upon the Offeror, will be complied with by the Offeror. The consideration for the completion of the Shares Sell-Out pursuant to article 108, second paragraph, of the CLFI will be determined pursuant to article 108, third and fourth paragraphs, of the CLFI.

The Offeror will indicate in the notice relating to the final results of the Offer, which will be published by the Offeror, pursuant to article 41, sixth paragraph, of the Issuers' Regulations (the “**Notice on the Results of the Offer**”), whether the conditions for the Shares Sell-Out have been met. In such case, the Notice on the Results of the Offer will contain, *inter alia*, information regarding (i) the amount of remaining Shares (both in terms of number of Shares and in percentage value in relation to the entire share capital of the Issuer), and (ii) the modalities and terms by which the Offeror will fulfil the Shares Sell-Out and the timing of the Delisting, or, alternatively, the modalities in which such information can be found.

Please note that, further to the occurrence of the conditions for the Shares Sell-Out, under article 2.5.1 of the rules on the markets organized and managed by Borsa Italiana S.p.A. (the “**Stock Exchange Regulation**”), Borsa Italiana will delist the ordinary shares of the Issuer with effects from the trading day subsequent to the last day of payment of the consideration for the Shares Sell-Out. Therefore, further to the occurrence of the conditions for the Shares Sell-Out pursuant to article 108, second paragraph, of the CLFI, the holders of the Shares who have not accepted the Offer and did not exercise their right to request the Offeror to purchase their Shares in compliance with the Shares Sell-Out (without prejudice to the Shares Squeeze-Out detailed below) will hold financial instruments that are not traded on any regulated market, with resulting difficulty in liquidating their investment.

Purchase obligation pursuant to article 108, first paragraph, of the CLFI and exercise of right to purchase pursuant to article 111 of the CLFI

In the event that, at the end of the Offer (including any possible extension), as a result of the acceptances of the Offer and of any purchase made outside of the Offer itself pursuant to applicable law during the Tender Period (including any possible extension under applicable law) and/or in compliance with the Shares Sell-Out, the Offeror holds an aggregate shareholding greater than or equal 95% (ninety five per cent) (corresponding to a number of Shares which should not be lower than 440,278,139) of the entire Issuer's paid and subscribed share capital as at Notice Date (it being understood that in case of inconsistency with the Issuer's paid and subscribed share capital resulting at the date the Tender Period ends, the latter shall prevail), the Offeror hereby declares its intention to exercise its squeeze-out right on the outstanding Shares (i.e. the right to purchase each of the outstanding Share), pursuant to article 111 of the CLFI (the “**Shares Squeeze-Out**”).

The Offeror, if the conditions are met, by exercising the Shares Squeeze-Out, will simultaneously fulfill the obligation to acquire the outstanding Shares pursuant to article 108, first paragraph, of the CLFI with respect to the shareholders so requesting and in accordance with a procedure agreed with the *Commissione Nazionale per le Società e la Borsa* (“**Consob**”) and Borsa Italiana pursuant to the Issuers' Regulations. Consequently, the Offeror will carry out a single procedure in order to fulfil the obligation to acquire pursuant to article 108, first paragraph, of the CLFI and to exercise the Shares Squeeze-Out pursuant to article 111 of the CLFI (the “**Joint Procedure**”).

The Shares Squeeze-Out will be exercised according to terms and procedures to be agreed with Borsa Italiana and Consob as soon as possible and, in any case, no later than three months from the Payment Date, by depositing the total value of the purchase price for the remaining Shares. Such purchase price shall be determined in accordance with articles 108, third paragraph, of the CLFI and 111 of the CLFI.

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The Offeror will inform, in a specific section of the Notice on the Results of the Offer, whether the conditions for the exercise of the Shares Squeeze-Out have been met. In such case, the Notice on the Results of the Offer will contain, *inter alia*, information regarding: (i) the amount of remaining Shares (in terms of both the number of Shares and the percentage value in relation to the entire Issuer's share capital), and (ii) the modalities and terms by which the Offeror will exercise the Shares Squeeze-Out and fulfil, within the same procedure, the obligation to acquire the outstanding Shares pursuant to article 108, first paragraph, of the CLFI.

The transfer of the Shares which have been purchased by the Offeror pursuant to the above provisions will be effective from the time of notification to the Issuer of the deposit of the consideration to be paid for the exercise of the Shares Squeeze-Out on the bank that will be appointed for this purpose. The Issuer will make the consequent entries in its shareholders' register. Pursuant to article 2949 of the Italian Civil Code, once the five-year limitation period has elapsed from the date of deposit of the consideration for the exercise of the Shares Squeeze-Out, the Offeror will have the right to obtain the return of the amounts deposited as consideration for the Shares Squeeze-Out which have not been collected by the entitled parties.

Please note that, further to the occurrence of the conditions of the Shares Squeeze-Out and of the obligation to acquire the outstanding Shares pursuant to article 108, first paragraph, of the CLFI, in accordance with article 2.5.1 of the Stock Exchange Regulation, Borsa Italiana will order the suspension from listing and the delisting of the ordinary shares of the Issuer, taking into account the time required to exercise the Shares Squeeze-Out.

Potential shortage of the free float

Upon completion of the Offer (including any extension under applicable law), if the conditions for the Delisting are not met, it is not excluded that there will be a shortage of free float not ensuring the regular trading of the Shares. In such scenario, Borsa Italiana could order the suspension and/or withdrawal from listing of the Shares pursuant to article 2.5.1 of the Stock Exchange Regulation.

In this regard, please note that, even in the presence of a shortage of free float, the Offeror will not put in place any measure aimed at restoring the minimum free float conditions for a regular trading performance of the Shares.

In the event the Shares are delisted, it should be noted that the holders of the Shares who have not accepted the Offer will be holders of financial instruments not traded on any regulated market, with consequent difficulties in liquidating their investment in the future.

3.7 Market where the Offer is brought

The Offer will be brought solely in Italy, in relation to the Shares listed solely on the MTA. It is addressed, indiscriminately and upon equal terms, to all shareholders of the Issuer.

The Offer has not been made, and will not be made, or distributed into, the United States of America, Canada, Japan or Australia, or in any other country in which the Offer would not be permitted in the absence of authorization by the relevant authorities (the "**Other Countries**"), neither through national or international means or instruments of communication or trade within the United States of America, Canada, Japan, Australia or the Other Countries (including, by way of example, post, fax, telex, e-mail, telephone and internet), nor through any structure whatsoever of any financial intermediary of the United States of America, Canada, Japan, Australia or the Other Countries, nor in any other way.

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4. SHAREHOLDINGS HELD BY THE OFFEROR AND THE PERSONS ACTING IN CONCERT

As at the Notice Date, neither AGC nor the Subsidiary nor NewCo holds any share in the share capital of the Issuer and/or other financial instruments issued by the Issuer, nor derivative financial instruments or having as underlying such instruments.

5. NOTICES AND AUTHORISATIONS FOR THE CONDUCT OF THE OFFER

The Offer is not subject to authorisation by any regulatory authority.

6. PUBLICATION OF ANNOUNCEMENTS AND DOCUMENTS RELATED TO THE OFFER

The Offer Document, announcements and all documents related to the Offer will be available on AGC's website <https://www.agc.com/en/ir/stock/notice/index.html>.

7. ADVISORS ON THE TRANSACTION

The Offeror is advised in relation to the Offer by:

- Studio Legale Associato in associazione con Clifford Chance, which is acting as legal adviser;
- JPMorgan Securities Japan Co., Ltd., which is acting as sole financial adviser;
- Alira Health S.A.S., which is acting as strategic adviser; and
- PwC Advisory LLC and PwC Tax Japan with the involvement of PwC Advisory Spa and PwC TLS Avvocati e Commercialisti, acting as advisor in the accounting and tax due diligence.

AGC Inc.

Name:

Role: