

*Press release issued by MolMed S.p.A. upon request of AGC Inc.*

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## **PRESS RELEASE**

**Regulation of the joint procedure to exercise the right to acquire pursuant to Article 111 of the CLFI and fulfil the obligation to acquire pursuant to Article 108, first paragraph, of the CLFI in relation to the residual MolMed S.p.A. shares.**

### **Delisting of MolMed shares from the MTA**

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**Tokyo, 30 September 2020** – AGC Biologics Italy S.p.A. (the "**Offeror**"), a company wholly-owned by AGC Inc., announces that the regulation of the joint procedure for the exercise of the right to acquire pursuant to Article 111 of Legislative Decree no. 58 of 24 February 1998, as subsequently amended (the "**CLFI**") and for the fulfilment of the obligation to acquire pursuant to Article 108, first paragraph, of the CLFI (the "**Joint Procedure**"), in relation to 11,101,513 outstanding ordinary shares of MolMed S.p.A. (the "**Issuer**") not owned by the Offeror, representing 2.395% of the ordinary share capital of the Issuer (the "**Residual Shares**"), has been completed on the date hereof.

Capitalized terms used but not defined in this press release shall have the meaning attributed to them in the press release on the final results of the procedure for the fulfilment of the obligation to acquire pursuant to Article 108, second paragraph, of the CLFI and the procedures for the performance of the Joint Procedure issued by the Offeror on 21 September 2020 (the "**21 September Press Release**"), or in the offer document approved by Consob with resolution no. 21391 of 29 May 2020 and published on the same date (the "**Offer Document**").

With reference to the Joint Procedure, the Offeror announces that on the date hereof it has notified to the Issuer the deposit of a sum equal to the total value for the Residual Shares, equal to EUR 5,750,583.73, in the escrow account opened in the name of the Offeror at Intesa Sanpaolo S.p.A., linked to the payment of the consideration due to the shareholders holding the Residual Shares.

Consequently, on the date hereof, pursuant to Article 111, third paragraph, of the CLFI, the transfer of ownership of the Residual Shares in favour of the Offeror will also be effective, with consequent annotation in the shareholders' ledger by the Issuer.

The holders of Residual Shares may obtain payment of the consideration for the Joint Procedure – equal to the Consideration, *i.e.*, EUR 0.518 for each Residual Share – (the "**Joint Procedure Consideration**") from their respective Depository Intermediaries. The Offeror's obligation to pay the Joint Procedure Consideration shall be deemed to have been discharged when the relevant

amounts have been transferred to the Depository Intermediaries. The risk that the Depository Intermediaries do not transfer such amounts back to the entitled parties or delay the transfer remains solely with the shareholders.

Pursuant to Article 2949 of the Italian Civil Code, once the five-year statute of limitation period has elapsed from the date of deposit of the Joint Procedure Consideration, the Offeror will have the right to obtain the reimbursement of the sums deposited as consideration for the Right to Acquire pursuant to Article 111 of the CLFI and not collected by the entitled parties.

Lastly, please note that, by order no. 8696 dated 22 September 2020, Borsa Italiana has ordered the Delisting of the Issuer's Shares from the MTA, the Italian Stock Exchange organized and managed by Borsa Italiana, as from 30 September 2020, suspending MolMed Shares (ISIN IT0001080248) from trading for the sessions of 28 and 29 September 2020, pursuant to Article 2.5.1, sixth paragraph, of the Borsa Italiana Regulation.

For any further information please refer to the Offer Document available for consultation on the websites of AGC (<https://www.agc.com/en/ir/stock/notice/index.html>), global information agent Morrow Sodali S.p.A. (<https://morrow sodali-transactions.com/molmed-s-p-a/ita>) and MolMed S.p.A. (<https://www.molmed.com/>).

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**AGC Inc.**