

February 6, 2009

Company Name: Asahi Glass Co., Ltd.  
President & COO: Kazuhiko Ishimura  
(Code Number: 5201; TSE 1st section)  
Contact: Toshihiro Ueda, General Manager,  
Corporate Communications & Investor Relations  
(Tel: +81-3-3218-5408)

## **Partial Revisions to the Articles of Incorporation**

Asahi Glass Co., Ltd. (the “Company”) decided at its Board of Directors meeting held on February 6, 2009, to submit a proposal of “Partial Revisions to the Articles of Incorporation” to the 84th Ordinary General Meeting of Shareholders to be held on March 27, 2009.

### **1. Reasons for revisions**

(1) As the “Law for Partial Amendments to the Law Concerning Book-entry Transfer of Corporate Bonds and Other Securities for the Purpose of Rationalizing of the Settlement for Trades of Stocks and Other Securities” (Law No.88 of 2004) (hereinafter referred to as the “Settlement Rationalization Law”) took effect on January 5, 2009, a full transition was made to a book-entry transfer system concerning shares of publicly listed companies (the so-called conversion to Paperless Share System).

Therefore, we propose to delete and make necessary revisions to certain provisions of current Articles of Incorporation of the Company regarding share certificates, beneficiary shareholders, and the register of beneficiary shareholders (Article 6, 8, 9, and 12 of current Articles of Incorporation), and to establish a transition rule in the form of a supplement of the Article of Incorporation.

Under the Settlement Rationalization Law, Article 6 (Issuance of share certificates) of the current Articles of Incorporation is deemed to have been abolished on the day on which the said law took effect.

(2) The redemption of No. 5 Unsecured Convertible Bonds was completed on December 26, 2008, resulting in the redemption of all convertible bonds issued by the Company. Accordingly, we propose to delete Article 42 (Matters relating to convertible bonds) of the current Articles of Incorporation.

(3) Due to the above revisions, article numbers of the Articles of Incorporation will also be changed.

### **2. Text of the revisions to the Articles of Incorporation**

The text of the revisions is stated as per the appended sheets.

### **3. Time schedule**

Date for the general meeting of shareholders to revise the Articles of Incorporation:

March 27, 2009

Effective date of the revised Articles of Incorporation:

March 27, 2009

(The underlined parts show amendments.)

Current Articles of Incorporation	Proposed Revisions
<p><u>Article 6. (Issuance of share certificates)</u>  <u>The Company shall issue share certificates for shares.</u></p>	<p>(Deleted)</p>
<p>Article <u>7</u>. (Text omitted)</p>	<p>Article <u>6</u>. (Text unchanged)</p>
<p>Article <u>8</u>. (Number of shares constituting one Unit <u>and non-issuance of share certificates for shares constituting less than one Unit</u>)</p>	<p>Article <u>7</u>. (Number of shares constituting one Unit)</p>
<p>One thousand (1,000) shares of the Company shall constitute one Unit of shares.</p>	<p>One thousand (1,000) shares of the Company shall constitute one Unit of shares.</p>
<p><u>The Company will not issue share certificates for shares constituting less than one Unit, unless otherwise provided in the Share Handling Regulations.</u></p>	<p>(Deleted)</p>
<p>Article <u>9</u>. (Request for sale of shares constituting less than one Unit)</p>	<p>Article <u>8</u>. (Request for sale of shares constituting less than one Unit)</p>
<p>Any shareholder owning shares constituting less than one Unit <u>(which shall, herein and hereinafter, include beneficial shareholders)</u> may require the Company, as provided in the Share Handling Regulations, to sell an additional number of shares which constitutes one Unit together with such shares already owned by the shareholder.</p>	<p>Any shareholder owning shares constituting less than one Unit may require the Company, as provided in the Share Handling Regulations, to sell an additional number of shares which constitutes one Unit together with such shares already owned by the shareholder.</p>
<p>Article <u>10</u>. and Article <u>11</u>. (Text omitted)</p>	<p>Article <u>9</u>. and Article <u>10</u>. (Text unchanged)</p>
<p>Article <u>12</u>. (Shareholder Registrar)</p>	<p>Article <u>11</u>. (Shareholder Registrar)</p>
<p>The Company shall appoint a Shareholder Registrar.</p>	<p>The Company shall appoint a Shareholder Registrar.</p>
<p>The Shareholder Registrar and its business office shall be selected by resolution of the Board of Directors, and public notice thereof shall be given.</p>	<p>The Shareholder Registrar and its business office shall be selected by resolution of the Board of Directors, and public notice thereof shall be given.</p>
<p>Preparation and keeping of the register of</p>	<p>Preparation and keeping of the register of</p>

Current Articles of Incorporation	Proposed Revisions
<p>shareholders of the Company <u>(which shall, herein and hereinafter, include the register of beneficial shareholders), the register of lost share certificates of the Company,</u> and the register of stock acquisition rights and other affairs relating to the register of shareholders, <u>lost share certificates,</u> and stock acquisition rights shall be handled by the Shareholder Registrar and not by the Company.</p>	<p>shareholders of the Company and the register of stock acquisition rights and other affairs relating to the register of shareholders and stock acquisition rights shall be handled by the Shareholder Registrar and not by the Company.</p>
<p>Article <u>13.</u> through Article <u>41.</u> (Text omitted)</p>	<p>Article <u>12.</u> through Article <u>40.</u> (Text unchanged)</p>
<p><u>Article 42. (Matters relating to convertible bonds)</u>  <u>For the purpose of calculating the first annual dividend or the first interim dividend on shares issued upon conversion of convertible bonds, the conversion shall be deemed made on January 1 if the request for conversion is made during the period from January 1 through June 30, and July 1 if said request is made during the period from July 1 through December 31.</u></p>	<p>(Deleted)</p>
<p>Article <u>43.</u> (Text omitted)</p>	<p>Article <u>41.</u> (Text unchanged)</p>
<p>(New)</p>	<p><u>Supplementary Provision</u>  <u>Preparation and keeping of the register of lost share certificates of the Company and other affairs relating to the register of lost share certificates shall be handled by the Shareholder Registrar and not by the Company.</u>  <u>This Supplementary Provision shall be effective until January 5, 2010, and shall be deleted as of January 6, 2010.</u></p>