



February 5, 2007

Company Name: Asahi Glass Co., Ltd.
President & CEO: Masahiro Kadomatsu
(Code NO. 5201; TSE 1st section)
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Partial Revisions to the Articles of Incorporation

Asahi Glass Co., Ltd. decided at its Board of Directors meeting held on February 5, 2007, to submit a proposal of “Partial Revisions to the Articles of Incorporation” to the 82nd Ordinary General Meeting of Shareholders to be held on March 29, 2007.

1. Purpose of revisions to the Articles of Incorporation

(1) With the enforcement from May 1, 2006 of the Corporation Law (Law No. 86 of 2005) and Enforcement Regulations of the Corporation Law (Ordinance of the Ministry of Justice No. 12 of 2006), etc., the Company proposes the following revisions:

- Rights concerning shares less than one share unit (Article 10 of the Proposed Revisions)
- Venue for a general meeting of shareholders (Article 14 of the Proposed Revisions)
- Disclosure over the Internet of general meeting of shareholders reference documents, etc. (Article 16 of the Proposed Revisions)
- Voting by proxy at the general meeting of shareholders (Article 18 of the Proposed Revisions)
- Omission of resolutions at Board of Directors meetings (Article 26 of the Proposed Revisions)
- Execution of liability limitation agreements with independent auditors (Article 35 of the Proposed Revisions)

(2) The Company proposes to change the method of announcing public notices to electronic announcements in order to improve dissemination as well as to streamline related procedures.

(3) The Company proposes to also change Article numbering.

2. Details of the revisions to the Articles of Incorporation

The details of the revisions are stated as per the appended sheets.

3. Time schedule

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

March 29, 2007

Effective date of the revised Articles of Incorporation:

March 29, 2007

(The underlined parts show amendments.)

Existing Articles of Incorporation	Proposed Revisions
<p>Article 4. (Method of announcing public notices) Public notices of the Company shall be announced by <u>posting them in the Nihon Keizai Shimbun published in Tokyo.</u></p> <p>(Newly established)</p> <p>Articles <u>10</u> through Article <u>12</u> (Omitted)</p> <p>Article <u>13</u> (Convocation of general meeting of shareholders) An ordinary general meeting of shareholders shall be convened in March of every year and an extraordinary general meeting of shareholders shall be convened from time to time as the necessity arises. A general meeting of shareholders shall be <u>able to be convened at the seat of the head office, some place adjacent thereto and, in addition, in Urayasu-City, Chiba Prefecture.</u></p> <p>Article <u>14</u> (Omitted)</p> <p>(Newly established)</p>	<p>Article 4 (Method of announcing public notices) Public notices of the Company shall be announced by <u>means of electronic announcements. Provided that in cases where electronic announcements cannot be made due to accidents/incidents or other inevitable reasons, public notices shall be announced by posting them in the Nihon Keizai Shimbun newspaper published in Tokyo.</u></p> <p><u>Article 10 (Rights concerning shares less than one share unit)</u> <u>Shareholders who hold less than one share unit of the Company's shares shall not be entitled to exercise any other rights than those stated below:</u></p> <ol style="list-style-type: none"> <u>1. Rights listed in Article 189 Paragraph 2 of the Corporation Law (right to receive dividends of surplus; right to receive bonus issues; right to demand purchase of shares of less than one share unit; right to receive distribution of surplus assets; etc.)</u> <u>2. Right to demand the purchase of stock acquisition rights.</u> <u>3. Right to receive allocation of offered shares according to the number of shares held by shareholders or allotment of offered stock acquisition rights.</u> <u>4. Right to demand sale of the shares of less than one share unit set forth in the preceding Article.</u> <p>Articles <u>11</u> through Article <u>13</u> (Unchanged)</p> <p>Article <u>14</u> (Convocation of general meeting of shareholders) An ordinary general meeting of shareholders shall be convened in March of every year and an extraordinary general meeting of shareholders shall be convened from time to time as the necessity arises. A general meeting of shareholders shall be <u>convened within the 23 wards of Tokyo or in Yokohama City.</u></p> <p>Article <u>15</u> (Unchanged)</p> <p><u>Article 16 (Disclosure over the Internet of general meeting of shareholders reference documents.</u></p>

<p>Article <u>15</u> (Omitted)</p> <p>Article <u>16</u> (Voting by proxy) A shareholder may exercise his voting rights by authorizing as proxy <u>another</u> shareholder who <u>shall be present at the general meeting of shareholders and who shall be entitled to vote thereat.</u> (Newly established)</p> <p>Article <u>17</u> through Article <u>23</u> (Omitted) (Newly established)</p> <p>Article <u>24</u> through Article <u>31</u> (Omitted)</p> <p>Article <u>32</u> (Limitation of Liability of Corporate Auditors) The Company may, by a resolution of the Board of Directors, exempt Corporate Auditors from their liabilities provided for in Article 423 Paragraph 1 of the Corporation Law, to the extent permissible by laws and regulations. (Newly established)</p>	<p><u>etc.)</u> <u>In convening a general meeting of shareholders, the Company is deemed to have provided to shareholders, information concerning matters which are required to be described or indicated in reference documents for the general meeting of shareholders, business reports, financial reports and consolidated financial reports, by disclosing them over the Internet in such a manner as set forth in the ordinances of the Ministry of Justice.</u></p> <p>Article <u>17</u> (Unchanged)</p> <p>Article <u>18</u> (Voting by proxy) A shareholder may exercise his voting rights by authorizing as proxy <u>one other</u> shareholder who <u>has voting right(s) of the Company.</u></p> <p><u>In the case referred to in the preceding paragraph, a shareholder or proxy must submit to the Company a written document certifying his/her power of representation at each general meeting of shareholders.</u></p> <p>Articles <u>19</u> through Article <u>25</u> (Unchanged)</p> <p><u>Article 26 (Omission of resolutions at Board of Directors meeting)</u> <u>In cases in which all Board of Directors members unanimously consent to matters that require resolutions at the Board of Directors meeting in writing or through electronic records, the Company shall deem that resolution on such matters as passed at the Board of Directors meeting, provided, however, that auditors do not express any objection thereto.</u></p> <p>Articles <u>27</u> through Article <u>34</u> (Unchanged)</p> <p>Article <u>35</u> (Limitation of Liability of Corporate Auditors) The Company may, by a resolution of the Board of Directors, exempt Corporate Auditors from their liabilities provided for in Article 423 Paragraph 1 of the Corporation Law, to the extent permissible by laws and regulations. <u>The Company may enter into agreements with independent Corporate Auditors which limit the maximum extent of Corporate Auditor's liabilities provided for in Article 423 Paragraph 1 of the</u></p>
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Article <u>33</u> through Article <u>40</u> (Omitted)	<u>Corporation Law to the aggregate amount prescribed in each item of Article 425 Paragraph 1 of the Corporation Law.</u> Articles <u>36</u> through Article <u>43</u> (Unchanged)
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