

**TRANSLATION FOR REFERENCE PURPOSES ONLY**

*This is an English translation of the original Japanese text of the Articles of Incorporation effective as of March 27, 2009, and is prepared for reference purposes only. The Japanese original is the governing document of the Company and this English translation shall have no legal force.*

**ARTICLES OF INCORPORATION  
ASAHI GLASS COMPANY, LIMITED**

**CHAPTER I GENERAL PROVISIONS**

Article 1. (Trade Name)

The name of the Company shall be Asahi Garasu Kabushiki Kaisha, and, in English, shall be Asahi Glass Company, Limited.

Article 2. (Purpose)

The purpose of the Company shall be to engage in the following businesses:

1. Manufacture, processing, sale, and purchase of the following products and composite products:
  - (1) Flat glass, fabricated glass, flat panel display glass and other glass products.
  - (2) Refractories, refractory materials and other ceramic products.
  - (3) Inorganic and organic industrial chemicals, synthetic resins, medical and pharmaceutical products and other chemical products.
  - (4) Medical treatment implements, physical and chemical appliances, other precision instruments, electric and electronic appliances, and parts and materials therefor.
  - (5) Materials for civil engineering and architecture.
  - (6) Anti-pollution equipment and facilities.
2. Manufacture, sale, and purchase of equipment and units relating to the products enumerated in the preceding subparagraph.

3. Sale and purchase of technology and other information relating to any of the preceding subparagraphs.
4. Design, supervision and execution of civil engineering and architectural works.
5. Mining, processing, sale, and purchase of oil, combustible natural gas and other minerals.
6. Sale, purchase, lease, brokering and maintenance of real estate.
7. Loan, guarantee of debt and factoring.
8. Sale, purchase, holding and investment in securities.
9. Freightage by land, sea and air, and warehouse of such freight.
10. Supply of electric power.
11. Casualty insurance agency and life insurance solicitation-related activities.
12. Other businesses relating to any of the preceding subparagraphs.

Article 3. (Location of Head Office)

The head office of the Company shall be located in Chiyoda-ku, Tokyo.

Article 4. (Method of Announcing Public Notices)

Public notices of the Company shall take the form of electronic announcements; provided, however, that in the event that electronic announcements cannot be made due to accidents or other unavoidable circumstances, public notices shall be given in the Nihon Keizai Shimbun circulated in Tokyo.

## **CHAPTER II SHARES**

Article 5. (Total Number of Authorized Shares)

The total number of authorized shares of the Company shall be two billion (2,000,000,000) shares.

Article 6. (Acquisition of the Company's Own Shares)

The Company may purchase its own shares by resolution of the Board of Directors, pursuant to the provisions of Article 165, Paragraph 2 of the Corporation Law.

Article 7. (Number of Shares Constituting One Unit)

One thousand (1,000) shares of the Company shall constitute one Unit.

Article 8. (Request for Sale of Shares Constituting Less than One Unit)

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.

Article 9. (Rights Concerning Shares Constituting Less than One Unit)

Shareholders owning shares constituting less than one Unit shall not be entitled to exercise any rights except those stated below:

1. Rights listed in each Item of Article 189, Paragraph 2 of the Corporation Law (right to receive dividends of surplus; right to receive gratis distribution of shares; right to demand purchase of shares constituting less than one Unit; right to receive liquidating distributions; etc.).
2. Right to demand purchase of stock with rights to demand purchase.
3. Right to receive a pro rata allotment of offered shares and offered stock acquisition rights.
4. Right to request for sale of shares constituting less than one Unit set forth in the preceding Article.

Article 10. (Share Handling Regulations)

The handling of shares of the Company shall be governed by the Share Handling Regulations to be adopted by the Board of Directors as well as relevant laws and ordinances and these Articles of Incorporation.

Article 11. (Shareholder Registrar)

The Company shall appoint a Shareholder Registrar.

The Shareholder Registrar and its business office shall be selected by resolution of the Board of Directors, and public notice thereof shall be given.

Preparation and keeping of the register of shareholders of the Company and the register of stock acquisition rights and other affairs relating to the register of shareholders and the register of stock acquisition rights shall be handled by the Shareholder Registrar and not by the Company.

Article 12. (Record Date)

The final shareholders appearing on the register of shareholders as of December 31 of each year shall be the shareholders entitled to exercise shareholder rights at the Ordinary General Meeting of Shareholders concerning such fiscal year .

In addition to the preceding paragraph and other provisions in these Articles of Incorporation, if necessary, the Company may, with advance public notice, determine the shareholders and registered stock pledgees who are entitled to exercise the rights of a shareholder or a registered stock pledgee, based on the final entry in the register of shareholders as of a certain designated date.

### **CHAPTER III GENERAL MEETING OF SHAREHOLDERS**

Article 13. (Convocation of General Meeting of Shareholders)

An Ordinary General Meeting of Shareholders shall be convened in March of each year, and an Extraordinary General Meeting of Shareholders shall be convened from time to time.

A General Meeting of Shareholders shall be convened within the 23 wards of Tokyo or in Yokohama City.

Article 14. (Person to Convene a General Meeting of Shareholders and Chairman thereof)

A General Meeting of Shareholders shall be convened, with a resolution of the Board of Directors, by the Director so designated in advance by the Board of Directors, and such Director shall be the chairman of such General Meeting of Shareholders.

If such Director is prevented from so acting, another Director shall assume such roles, according to the order of preference decided in advance by the Board of Directors.

Article 15. (Internet Disclosure of Reference Documents, Etc. for General Meeting of Shareholders)

In convening a General Meeting of Shareholders, the Company shall be deemed to have provided to shareholders information concerning matters required to be described or presented in General Meeting of Shareholders reference documents, business reports, financial statements and consolidated financial statements, by disclosing such information over the Internet in a manner set forth in the ministerial ordinances of the Ministry of Justice.

Article 16. (Method of Resolutions)

Resolutions of a General Meeting of Shareholders shall be adopted by a simple majority of the votes of the shareholders present thereat unless otherwise provided by laws or ordinances or these Articles of Incorporation, in which case such provisions shall govern.

Resolutions described in Article 309, Paragraph 2 of the Corporation Law shall be adopted at a meeting, when shareholders holding one-third (1/3) or more of the votes of all the shareholders of the Company who are entitled to exercise voting rights are present and when approved by two thirds (2/3) or more of the votes of the shareholders present thereat.

Article 17. (Voting by Proxy)

A shareholder may exercise voting rights by authorizing as proxy one other shareholder with a voting right of the Company.

Such shareholder or proxy must submit to the Company a written document evidencing the power of representation at each General Meeting of Shareholders.

#### **CHAPTER IV DIRECTORS AND BOARD OF DIRECTORS**

Article 18. (Board of Directors)

The Company shall have a Board of Directors.

Article 19. (Number of Directors)

The Company shall have fifteen (15) or less Directors.

Article 20. (Election of Directors)

Directors shall be elected at a General Meeting of Shareholders.

The election of Directors shall require the attendance of shareholders holding one-third (1/3) or more of the votes of all the shareholders of the Company who are entitled to exercise voting rights, and there shall be no cumulative voting.

Article 21. (Term of Office of Directors)

The term of office of Directors shall expire at the close of the Ordinary General Meeting of Shareholders held with respect to the last of the fiscal years that end within one (1) year after they are elected.

The term of office of any Director elected to fill a vacancy shall expire at the time when the predecessor's term of office was scheduled to expire.

Article 22. (Representative Directors)

The Board of Directors shall elect Representative Directors by its resolution.

Representative Directors shall each represent the Company and execute the business of the Company as determined by the Board of Directors.

Article 23. (Board of Directors and Person to Convene a Meeting of the Board of Directors and Chairman thereof)

The Board of Directors shall decide on the execution of business of the Company.

A meeting of the Board of Directors shall be convened by the Director designated in advance by the Board of Directors, and such Director shall be the chairman of such meeting of the Board of Directors.

If such Director is prevented from so acting, another Director shall assume such roles, according to the order of preference decided in advance by the Board of Directors.

Article 24. (Notice of Meeting of Board of Directors)

Notice of a meeting of the Board of Directors shall be sent to each Director and each Corporate Auditor three (3) days prior to the date of the meeting; provided, however, that such period of notice may be shortened in the event of an emergency.

Article 25. (Omission of Resolutions at Board of Directors Meeting)

If all members of the Board of Directors consent in writing or through electronic records to matters that require resolutions at a meeting of the Board of Directors, unless Corporate Auditors object, the Company shall deem that resolutions on such matters passed at a meeting of the Board of Directors.

Article 26. (Limitation of Liability of Directors)

The Company may, by a resolution of the Board of Directors, exempt Directors from their liabilities arising under Article 423, Paragraph 1 of the Corporation Law, to the extent permissible by laws and ordinances.

The Company may execute contracts with outside Directors which limit the maximum extent of such Directors' liabilities arising under Article 423, Paragraph 1 of the Corporation Law, to the sum of the amounts prescribed in each Item of Article 425, Paragraph 1 of the Corporation Law.

**CHAPTER V CORPORATE AUDITORS AND BOARD OF CORPORATE AUDITORS**

Article 27. (Corporate Auditors and Board of Corporate Auditors)

The Company shall have Corporate Auditors and a Board of Corporate Auditors.

Article 28. (Number of Corporate Auditors)

The Company shall have five (5) or less Corporate Auditors.

Article 29. (Election of Corporate Auditors)

Corporate Auditors shall be elected at a General Meeting of

Shareholders.

The election of Corporate Auditors shall require the attendance of shareholders holding one-third (1/3) or more of the votes of all the shareholders of the Company who are entitled to exercise voting rights.

Article 30. (Term of Office of Corporate Auditors)

The term of office of Corporate Auditors shall expire at the close of the Ordinary General Meeting of Shareholders held with respect to the last of the fiscal years that end within four (4) years after they are elected.

The term of office of any Corporate Auditor elected to fill a vacancy shall expire at the time when the predecessor's term of office was scheduled to expire.

Article 31. (Full-time Corporate Auditors)

The Board of Corporate Auditors shall elect full-time Corporate Auditors by its resolution.

Article 32. (Board of Corporate Auditors)

The Board of Corporate Auditors shall decide on audit policies and other subjects regarding the execution of the duty of Corporate Auditors and shall be entitled to exercise the authorities provided by laws or ordinances.

Article 33. (Notice of Meeting of Board of Corporate Auditors)

Notice of a meeting of the Board of Corporate Auditors shall be sent to each Corporate Auditor three (3) days prior to the date of the meeting; provided, however, that such period of notice may be shortened in the event of an emergency.

Article 34. (Limitation of Liability of Corporate Auditors)

The Company may, by a resolution of the Board of Directors, exempt Corporate Auditors from their liabilities arising under Article 423, Paragraph 1 of the Corporation Law, to the extent permissible by laws and ordinances.

The Company may execute contracts with outside Corporate Auditors which limit the maximum extent of such Corporate Auditors' liabilities

arising under Article 423, Paragraph 1 of the Corporation Law, to the sum of the amounts prescribed in each Item of Article 425, Paragraph 1 of the Corporation Law.

## **CHAPTER VI INDEPENDENT ACCOUNTING AUDITORS**

Article 35. (Independent Accounting Auditors)

The Company shall have Independent Accounting Auditors.

Article 36. (Election of Independent Accounting Auditors)

The Independent Accounting Auditor shall be elected at a General Meeting of Shareholders.

Article 37. (Term of Office of Independent Accounting Auditors)

The term of office of the Independent Accounting Auditors shall expire at the close of the Ordinary General Meeting of Shareholders held with respect to the last of the fiscal years that end within one (1) year after they are elected.

The Independent Accounting Auditors shall be deemed reelected at the meeting, unless otherwise resolved at the Ordinary General Meeting of Shareholders described in the preceding paragraph.

## **CHAPTER VII ACCOUNTS**

Article 38. (Fiscal Year)

The fiscal year of the Company shall commence on January 1 and end on December 31 of each year.

Article 39. (Year-End Cash Dividends)

Dividends shall be paid out of retained earnings to the final shareholders or registered stock pledgees on the register of shareholders as of December 31 of each year (hereinafter, "Year-End Cash Dividends").

Article 40. (Interim Cash Dividends)

The Company may, by resolution of the Board of Directors, pay dividends out of retained earnings to the final shareholders or registered stock pledgees on the register of shareholders as of June 30 of each year (hereinafter, "Interim Cash Dividends"), pursuant to Article 454, Paragraph 5 of the Corporation Law.

Article 41. (Statute of Limitations for Year-End Cash Dividends, Etc.)

The Company shall be relieved of its obligation to pay any Year-End Cash Dividends or Interim Cash Dividends after five (5) years from the date on which such dividends become due and payable.