



20 May 2016

Company	Nippon Sheet Glass Co., Ltd.
Code	5202
Address of Headquarters	5-27, Mita 3-Chome, Minato-Ku, Tokyo, Japan
Representative Executive Officer	Shigeki Mori
For inquiries	Kazumitsu Fujii Head of Corporate Communications
Telephone	+81-3-5443-9477

Notice of Change of the Number of Shares in a Unit of Shares, Share Consolidation, and Partial Amendment of Articles of Incorporation in Conjunction Therewith

Nippon Sheet Glass Co., Ltd. ("The Company") hereby announces that the Company resolved, at the meeting of the board of directors held today, pursuant to the Companies Act, Article 195, Paragraph 1, to make a partial amendment of the Articles of Incorporation to change the number of shares in a unit of shares, and to submit the matter of the share consolidation to the 150th ordinary general meeting of shareholders scheduled to be convened on 29 June, 2016 (the "Ordinary General Meeting of Shareholders").

Both the partial amendment of the Articles of Incorporation and the share consolidation are to take effect on October 1, 2016, subject to the approval of the proposal regarding the share consolidation at the Ordinary General Meeting of Shareholders.

1. Change of the number of shares in a unit of shares

(1) Reasons for change

For the greater convenience of investors and other market participants, all Japanese securities exchanges are promoting an "Action Plan for Consolidating Trading Units", under which trading units of common shares (number of shares in a unit of shares) for domestically listed companies are uniformly set at 100 shares. In light of the intent of this action plan, the Company decided to change the number of shares in a unit of shares from 1,000 shares to 100 shares as of 1 October, 2016.

(2) Particulars of change

The number of shares in a unit of shares will be changed from 1,000 shares to 100 shares.

(3) Conditions to change

Partial amendment of the Articles of Incorporation for this matter has been made by the resolution of the meeting of the board of directors in accordance with the provisions of the Companies Act. Such partial amendment of the Articles of Incorporation however is to take effect on 1 October, 2016, subject to the approval at the Ordinary General Meeting of Shareholders of the proposal regarding the share consolidation set forth in 2. below.

2. Share consolidation

(1) Objectives of consolidation

As discussed in 1. above, in changing the number of shares in a unit of shares from 1,000 shares to 100 shares, in order to maintain price level of a trading unit and the number of voting rights of shareholders following the change of unit of shares, the Company decided to carry out a share consolidation of the Company shares under which every 10 shares will be consolidated into 1 share

(the "Share Consolidation").

The Company decided to reduce its total number of authorized shares from 1,775.0 million shares to 177.5 million shares according to the ratio of the Share Consolidation.

(2) Particulars of consolidation

- (i) Class of shares to be consolidated Common shares
- (ii) Consolidation ratio On 1 October, 2016, shares held by shareholders recorded in the latest register of shareholders as of 30 September, 2016 will be consolidated at the ratio of 10 shares to 1 share.
- (iii) Total number of authorized shares after consolidation 177,500,000 shares (1,775,000,000 shares before consolidation)
Pursuant to Article 182, Paragraph 2 of the Companies Act, on the effective date of the Share Consolidation (1 October, 2016), it will be deemed that the Articles of Incorporation is amended as above with respect to the change of total number of authorized shares.

(iv) Number of shares reduced through consolidation

Outstanding shares before consolidation (as of March 31, 2015)	903,550,999 shares
Number of shares reduced through consolidation	813,195,900 shares
Outstanding shares after consolidation	90,355,099 shares

(Note) "Number of shares reduced through consolidation" and "Outstanding shares after consolidation" are theoretical values calculated based on the outstanding shares before consolidation, and on the share consolidation ratio.

(v) Number of shareholders reduced through consolidation

The shareholder composition based on the register of shareholders as of 31 March, 2016 is as follows:

Number of holding shares	Number of shareholders (percentage of total)	Total number of shares (percentage of total)
Fewer than 10 shares	578 (0.78%)	1,837 shares (0.00%)
10 or more shares	73,511 (99.22%)	903,549,162 shares (100.00%)
Total	74,089 (100.00%)	903,550,999 shares (100.00%)

If the Share Consolidation is carried out, 578 shareholders who hold shares fewer than 10 shares each (the total number of shares held by those shareholders is 1,837 shares as of 31 March, 2016), will lose status as shareholders. Please note that in accordance with Article 194, Paragraph 1 of the Companies Act and the stipulations of the Company's Articles of Incorporation, shareholders who own less than one share unit may request the Company to sell to them the number of shares needed to make up one share unit. Additionally, in accordance with Article 192, Paragraph 1 of the same Act, shareholders may request that the Company purchase from them their shares that are less than one share unit. Please ask your securities dealer for either sale or purchase of shares constituting less than one unit of shares. For shareholders without an account with a securities dealer, please inquire with the Company's transfer agent.

(vi) Treatment of fractional shares

If any fractional shares arise as a result of the Share Consolidation, pursuant to the provisions of Article 235 of the Companies Act, the Company will sell all such fractional shares and distribute the

proceeds to shareholders having fractional shares in proportion to their respective fractions.

(3) Conditions to consolidation

Subject to the approval of the proposal regarding the Share Consolidation at the Ordinary General Meeting of Shareholders, the Share Consolidation will take effect on 1 October, 2016.

3. Partial amendment of Articles of Incorporation

The Company’s Articles of Incorporation will be amended as follows on 1 October, 2016 subject to the approval of the proposal regarding the Share Consolidation described in 2. above at the Ordinary General Meeting of Shareholders.

(Underlines reflect the amendments)

Current Articles of Incorporation	Proposal of amendment of Articles of Incorporation
Article 6. The total number of shares which the Company has authority to issue shall be <u>1,775,000,000</u> .	Article 6: The total number of shares which the Company has authority to issue shall be <u>177,500,000,000</u> .
Article 7. <u>One thousand (1,000)</u> shares of the Company shall constitute one (1) unit. A holder of one unit of shares shall have one vote at a general meeting of shareholders.	Article 7. <u>One hundred (100)</u> shares of the Company shall constitute one (1) unit. A holder of one unit of shares shall have one vote at a general meeting of shareholders.

4. Summary schedule

20 May 2016	Meeting of the Board of Directors (resolution to change the number of shares of a unit of shares and to convene 150 th Ordinary Meeting of Shareholders)
29 June, 2016 (scheduled)	150th Ordinary General Meeting of Shareholders
1 October, 2016 (scheduled)	Effective date of change of the number of shares in a unit of shares, share consolidation, and partial amendment of the Articles of Incorporations

(Note) As set forth above, the effective date of the change of the number of shares in a unit of shares and share consolidation is scheduled to be 1 October, 2016, but in relation to book-entry procedures, trades of the Company shares by shareholders on each securities exchange, on and after 28 September, 2016, will be done in a trading unit (100 shares after the consolidation) based on the assumption of the changes as above being effective.

End

Attached materials

(Reference) Q&A regarding Change of the Number of Shares in a Unit of Shares and Share Consolidation

(Reference)

Q&A regarding Change of the Number of Shares in a Unit of Shares and Share Consolidation

Q1. What is the purpose of the change of the number of shares in a unit of shares and share consolidation?

A1. For the greater convenience of investors and other market participants, all Japanese securities exchanges are promoting an "Action Plan for Consolidating Trading Units", under which trading units (the number of shares in a unit of shares) of common shares of domestically listed companies are uniformly set at 100 shares. In light of the intent of this action plan, Nippon Sheet Glass Co., Ltd. ("the Company") decided to change the number of shares in a unit of shares from 1,000 shares to 100 shares as of 1 October, 2016.

However, in changing the number of shares in a unit of shares from 1,000 shares to 100 shares, in order to maintain price level per a trading unit and the number of voting rights of shareholders following the change of the number of shares in a unit of shares, the Company decided to carry out a share consolidation of the Company shares under which every 10 shares will be consolidated into 1 share.

Q2. What is the specific schedule going forward?

A2. The summary (planned) schedule for the change of the number of shares in a unit of shares and share consolidation is as follows:

20 May, 2016	Meeting of the Board of Directors (resolution to change the number of shares of a unit of shares and to convene 150 th Ordinary General Meeting of Shareholders)
29 June, 2016	150 th Ordinary General Meeting of Shareholders
28 September, 2016*	Change of the trading unit of the Company shares to 100 shares
1 October, 2016*	Effective date of the change of the number of shares in a unit of shares and share consolidation
Early November, 2016*	Share consolidation allotment notices sent to shareholders
Early December, 2016*	Beginning of payment of proceeds from sale of fractional shares

*It is assumed that the proposal for the share consolidation will be approved in 150th Ordinary General Meeting of Shareholders scheduled to be convened on 29 June, 2016.

Q3. Will the share consolidation have any impact on asset value?

A3. Because the Company's assets and stated capital will remain unchanged after the share consolidation, aside from share market trends and other factors, in theory, there will be no change to the asset value of shareholders' shares. This is because, after the share consolidation, there will be a tenfold increase in the amount of net assets per share, although the number of shares held by a shareholder will be one-tenth of the original number.

<Example of number of shares/asset value before and after the share consolidation (aside from share market trends and other factors)>

Before share consolidation			⇒	After share consolidation		
Number of shares	Net assets per share	Asset value		Number of shares	Net assets per share	Asset value
1,000 shares	200 yen	200,000 yen		100 shares	2,000 yen	200,000 yen

Q4. How will the number of shares and voting rights be affected?

A4.

<Number of shares>

The number of shares held by each shareholder after the share consolidation will be the number of shares obtained by multiplying the number of shares recorded in the latest register of shareholders as of 30 September, 2016 by one-tenth (rounded down to the nearest whole share).

The number of the Company shares recorded in accounts opened by shareholders with securities companies and other financial institutions will be changed to the corresponding post-share consolidation number of shares on 1 October, 2016.

If any fractions of shares arise as a result of the share consolidation, the Company will sell them, and pay the proceeds to shareholders whose shares become fractions of shares in proportion to their respective fractions (the specific schedule is as set forth in Question 2).

<Number of voting rights>

Through the share consolidation, the number of shares held by each shareholder will be reduced to one-tenth of the original number, but because the number of shares in a unit of shares will also be changed (from 1,000 shares to 100 shares), there will be no change to the number of shareholders' voting rights.

Specifically, the number of shares held and number of voting rights before and after the share consolidation and change of the number of shares in a unit of shares are as follows:

	Before share consolidation		⇒	After share consolidation		
	Number of shares held	Number of voting rights		Number of shares held	Number of voting rights	Resulting fractional shares
Example 1	2,000 shares	2 votes		200 shares	2 votes	None
Example 2	1,200 shares	1 vote		120 shares	1 vote	None
Example 3	555 shares	none		55 shares	None 0.5	share
Example 4	7 shares	none		None	None	0.7 share

• In Example 2 and Example 3, the shareholder holds shares constituting less than one unit of shares(after the changes come into effect, 20 shares in Example 2 and 55 shares in Example 3), and may, at its request use the system for selling or purchasing fractional shares in the same way as before.

• In Example 3 and Example 4, the Company will sell fractional shares that arise (0.5 share i

n Example 3 and 0.7 share in Example 4), and pay the proceeds to shareholders whose shares become fractions of shares in proportion to their respective fractions.

- In Example 4, the shareholder ceases to hold shares after the share consolidation, and therefore loses its status as a shareholder.

In the case where a shareholder has accounts open with multiple securities companies, in principle, the share consolidation procedures will be carried out with respect to the balance of the Company shares registered in the transfer account book of each securities company. Please inquire with your securities company for details.

Q5. Are there any procedures that shareholders must take?

A5. No special procedures are necessary.

Q6. Is there any way to ensure there are no fractional shares?

A6. By requesting sale or purchase of shares constituting less than one unit of shares prior to the share consolidation coming into effect, it is possible to avoid having fractional shares.

Your securities dealer will take requests for sale or purchase of shares constituting less than one unit of shares. For shareholders without an account with a securities company, please inquire with the transfer agent with respect to the shares set forth in at the end of this document.

[Inquiries]

If you have any questions regarding the change of the number of shares in a unit of shares or share consolidation as well as requests for sale or purchase of shares constituting less than one unit of shares, please inquire with your securities company or the following transfer agent with respect to the shares.

Sumitomo Mitsui Trust Bank, Limited, Stock Transfer Agency Business Planning Department

1-4-1 Marunouchi, Chiyoda-ku, Tokyo

Telephone number: 0120-782-031 (Toll-free for domestic phone calls only)

+81-3-3323-7111 (Phone calls from outside Japan)

Reception hours: 9:00 a.m. to 5:00 p.m. (Excluding weekends and holidays) (Tokyo time)

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