



Company name: Ube Industries, Ltd.
 Representative: Hiroaki Tamura,
 President and Representative Director
 Security code: 4208 (shares listed on First Section of Tokyo
 Stock Exchange and Fukuoka Stock Exchange)
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Ube Industries to Propose Partial Amendment to Articles of Incorporation

TOKYO, May 11, 2009 — Ube Industries, Ltd. announced today that it will propose partial amendment to its Articles of Incorporation, based on a resolution of a meeting of the Board of Directors held earlier today. The amendment will be considered at the 103rd Ordinary General Meeting of Shareholders to be held on June 26, 2009. The details of the resolution are described below.

1. Reasons for the Amendments

(1) Since the Law Partially Revising Law on Transfer of Bonds, etc. for the Rational Settlement of Stock Transactions, etc (Act No.88, 2004) is enacted on January 5, 2009, and the stocks of all listed companies are dematerialized, the provisions premised on share certificate shall be deleted and related provisions shall be amended.

(2) In order to improve the transparency and soundness of the management by recruiting efficient personnel on selection of Outside Auditors, a new provision concerning the contract on limitation of liability of Outside Auditors shall be established.

2. Contents of the Amendments

Contents of the amendment are as follows.

*Amendment is underlined.

Current Articles of Incorporation	Proposed Amendment
Chapter II: Share	Chapter II: Share
Article 7. (Issuance of Share Certificates) <u>This Company shall issue share certificates.</u>	(deleted)
Article 8. (Acquisition by this Company of Its Own Shares) (omitted)	Article 7. (Acquisition by this Company of Its Own Shares) (no amendment)
Article 9. (Number of Shares as One Unit and Non-issuance of Share Certificates Less Than One Unit) The number of shares to be counted as one unit in this Company shall be one thousand (1,000) shares. <u>Notwithstanding the provision of Article 7, this Company shall not issue share certificates less than one unit; provided, however, that the matters provided for in the Rules relating to Handling of Shares shall be governed by the provision of such Rules relating to Handling of Shares.</u>	Article 8. (Number of Shares as One Unit) The number of shares to be counted as one unit in this Company shall be one thousand (1,000) shares. (deleted)

<p>Article 10. (Rights Concerning Less Than One Unit) The shareholders of this Company (<u>hereinafter including Beneficial Shareholders</u>) can not exercise rights other than set forth below concerning any of shares less than one unit owned by such shareholders. (omitted)</p> <p>Article 11. (Additional Purchase of Shares Less Than One Unit) (omitted)</p> <p>Article 12. (Custodian of Shareholders' Register) This Company shall have a Custodian of Shareholders' Register. The Custodian of Shareholders' Register and place of its service shall be determined by the Board of Directors and shall be publicly notified. Preparation and keeping of the Register of Shareholders (<u>hereinafter including the Register of Beneficial Shareholders</u>), the Register of share acquisition rights <u>and the Register of Loss of Share Certificates of this Company</u> and other administrative services concerning the Register of Shareholders, <u>the Register of share acquisition rights and the Register of Loss of Share Certificates of this Company</u> shall be delegated to the Custodian of Shareholders' Register and such services shall not be handled by this Company.</p> <p>Article 13. (Rules relating to Handling of Shares) (omitted)</p>	<p>Article 9. (Rights Concerning Less Than One Unit) The shareholders of this Company can not exercise rights other than set forth below concerning any of shares less than one unit owned by such shareholders. (no amendment)</p> <p>Article 10. (Additional Purchase of Shares Less Than One Unit) (no amendment)</p> <p>Article 11. (Custodian of Shareholders' Register) This Company shall have a Custodian of Shareholders' Register. The Custodian of Shareholders' Register and place of its service shall be determined by the Board of Directors and shall be publicly notified. Preparation and keeping of the Register of Shareholders and the Register of share acquisition rights and other administrative services concerning the Register of Shareholders <u>and the Register of share acquisition rights</u> shall be delegated to the Custodian of Shareholders' Register and such services shall not be handled by this Company.</p> <p>Article 12. (Rules relating to Handling of Shares) (no amendment)</p>
<p>Chapter IV: Directors and Board of Directors</p>	<p>Chapter IV: Directors and Board of Directors</p>
<p>Article 32. (Auditors' Remuneration, etc.) (omitted) (new provision)</p>	<p>Article 31. (Auditors' Remuneration, etc.) (no amendment)</p> <p><u>Article 32. (Contract on Limitation of Liability of Outside Auditors)</u> <u>Based on Section 1 of Article 427 of Companies Act, this Company may execute a contract limiting the liability of compensation under Section 1 of Article 423 of the Act with an Outside Auditor. Provided however, the limitation of the liability of compensation under the contract shall be the minimum liability limitation under the law.</u></p>

3. Schedule

Ordinary general meeting of shareholders: Friday, June 26, 2009

Effective date of resolution: Friday, June 26, 2009