

CODE OF CONDUCT



GLOBALLY COMMITTED
TO COMPLIANCE

Message from
AGC Group CEO & CCO

To All AGC Group Members



The AGC Group has set “Integrity” as one of its Shared Values, key standards that all members of the AGC Group must always keep in mind as the basis for every action we take. The AGC Group Code of Conduct sets forth what we should do in order to reflect “Integrity” in our daily business activities.

We have repeatedly emphasized that “compliance” is the fundamental premise underlying the Group’s business activities. The businesses of the AGC Group have been built upon trust from society. Such trust is obtained by following social rules earnestly and continuously, and we are proud of the long-established trust that we have built up over decades. However, a single compliance violation within the AGC Group could instantly ruin such trust. In this sense, “compliance” with laws and regulations is truly the fundamental premise underlying the Group’s business activities.

We request each member of the AGC Group to observe and follow the rules. Here, the rules are not limited to laws, but also include agreements with our customers and business ethics. In order to follow the rules, you are expected to read and understand the AGC Group Code of Conduct. Furthermore, we ask you to speak up and report if you find a violation of the rules or when you have a concern--even if you think it is a small thing.

We promise that we will respond to your voice sincerely and appropriately. In addition, we will establish a “bad-news-first” corporate culture within the AGC Group, in which all of us will recognize and appreciate prompt reports on bad news, such as accidents or wrongdoings.

Let’s work together to build the trust and pride in the AGC Group around the world.

AGC Group Chief Executive Officer

Takuya Shimamura

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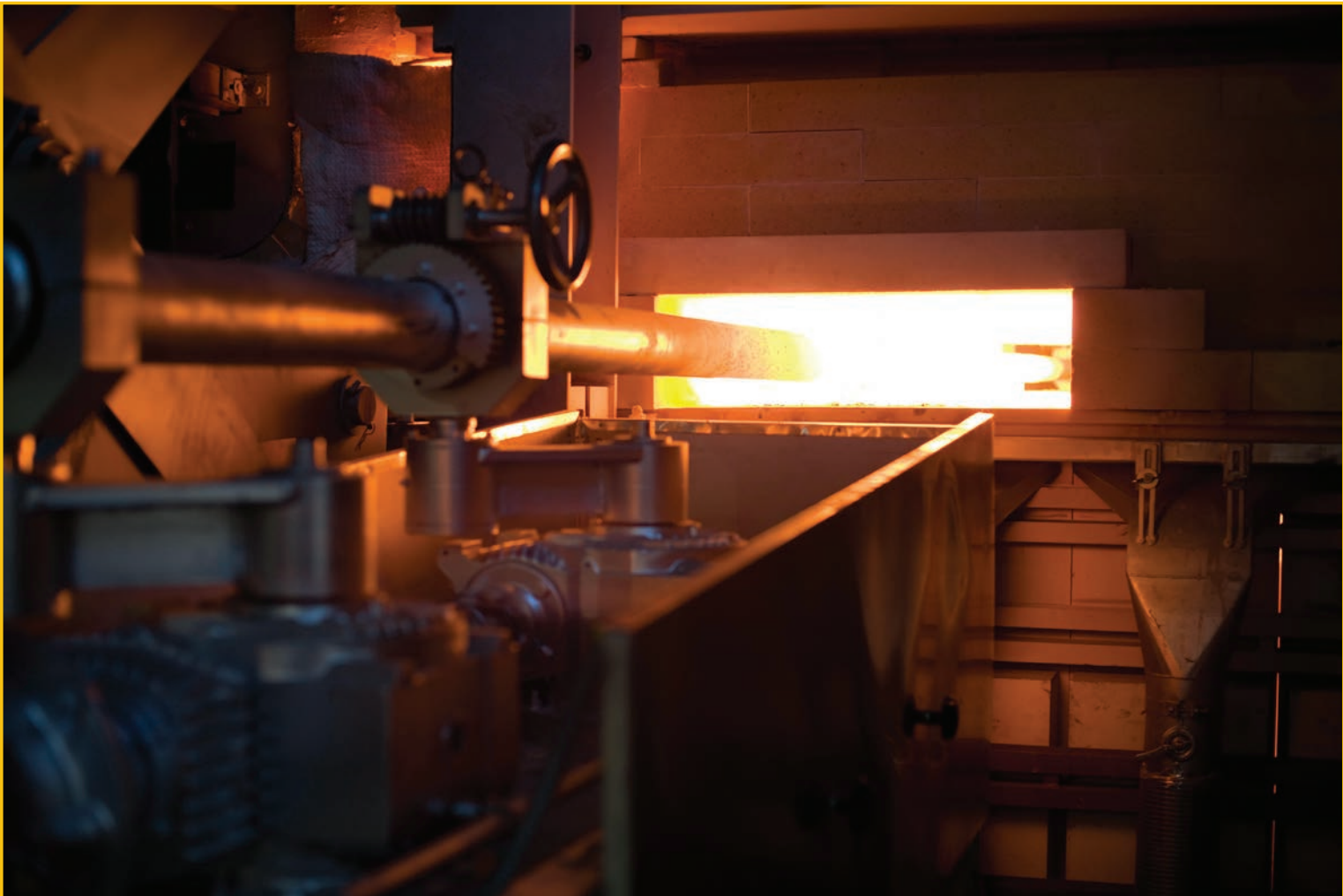
AGC Group Chief Compliance Officer

Shinji Miyaji

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INTRODUCTION



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WHAT IS OUR CODE OF CONDUCT?

The AGC Code of Conduct (“Code”) is the reflection of our Shared Value “INTEGRITY” in the AGC Group vision “*Look Beyond.*” It sets forth requirements for all AGC Group companies and their employees to assure that their business conduct is consistent with laws, company policies/rules and business ethics.

WHY DO WE HAVE A CODE OF CONDUCT?

The AGC Group has set “Integrity” as one of its Shared Values under the AGC Group Vision “*Look Beyond.*” All AGC Group companies must follow these Shared Values—key standards that all members of the AGC Group must share as the basis for every action taken.

To achieve sustainable growth as a global company, the AGC Group must respond effectively to the reasonable expectations of our employees and their families, our customers, suppliers and shareholders and the communities in which we operate (collectively “stakeholders”) and gain the trust of these stakeholders. To this end, we must steadfastly follow the Shared Value of Integrity.

To truly adhere to the value “Integrity”, it is necessary that we follow all laws, all company policies/rules and business ethics. This Code explains how we must do so—and thus how we act with Integrity.

Complying with the Code is essential to our success, to our pride in being a part of the AGC Group and to upholding the responsibilities that we have to our stakeholders.

AGC Group Vision “*Look Beyond*”



WHO MUST FOLLOW OUR CODE?

We have the same Code throughout the entire AGC Group worldwide—applicable to all of us in every workplace. Our Code applies to all AGC Group businesses and their employees, directors and officers. In addition, we seek to do business with persons and companies that respect similar principles.

WHAT IS EXPECTED OF YOU WHEN YOU RECEIVE THIS BOOKLET?

Please read this Code and periodically review it. Go to it for guidance if you see any compliance issues.

You should:

- Incorporate compliance with the Code into your day-to-day activities.
- Consult the Code whenever you are unsure about what to do and, if necessary, ask questions to your management or any of the Compliance Resources identified on page 8.
- Report concerns about actual or suspected illegal or unethical conduct promptly.

Throughout the Code, there are helpful guidelines and scenarios to aid you in making the right choices.

WHAT IS THE COMPLIANCE ORGANIZATION?

The AGC Group CEO is the Chief Compliance Officer for the entire AGC Group. He has appointed a Global Compliance Leader, who is responsible for planning, implementation and monitoring of Group compliance activities. Japan/Asia, Europe and North America Regional Compliance Committees have been established under the Global Compliance Leader to administer the Compliance Program throughout the world.



WHAT HAPPENS IF THERE IS A VIOLATION OF THE CODE?

Disciplinary action may be taken in accordance with the law and company policies/rules when an employee violates the Code. Appropriate action may be taken against directors and officers in case they violate the Code, also in accordance with applicable laws and company policies/rules.

HOW CAN YOU OBTAIN HELP OR MAKE REPORTS?

Should you have questions or concerns about compliance or wish to report a compliance issue, please contact your management or any of the following Compliance Resources, including the company Compliance Helplines:

- Your Compliance Officer or Director
- Your human resources representative—particularly in the case of employee- or employment-related matters
- Your company legal counsel—particularly in the case of legal matters
- Your telephone helpline—1-800-468-6905 from the U.S. and Canada and 01-800-681-6734 for Mexico
- Your email helpline—compliance@agcamerica.com

You are most welcome to provide your identity when you make a report or submit your report anonymously, as you choose.

HOW ARE REPORTS OF COMPLIANCE ISSUES INVESTIGATED?

The AGC Group will investigate all reports fairly and thoroughly and will take appropriate actions. If you identify yourself when making a report, you may ask that the company treat your identity as confidential. The company will make every reasonable effort to do so to the extent practicable in conducting its investigation and as appropriate under the law. The same applies if you ask the company to treat information that you provide as confidential—regardless of whether you have identified yourself or submitted your report anonymously.

We are each expected to cooperate fully in any internal investigation.

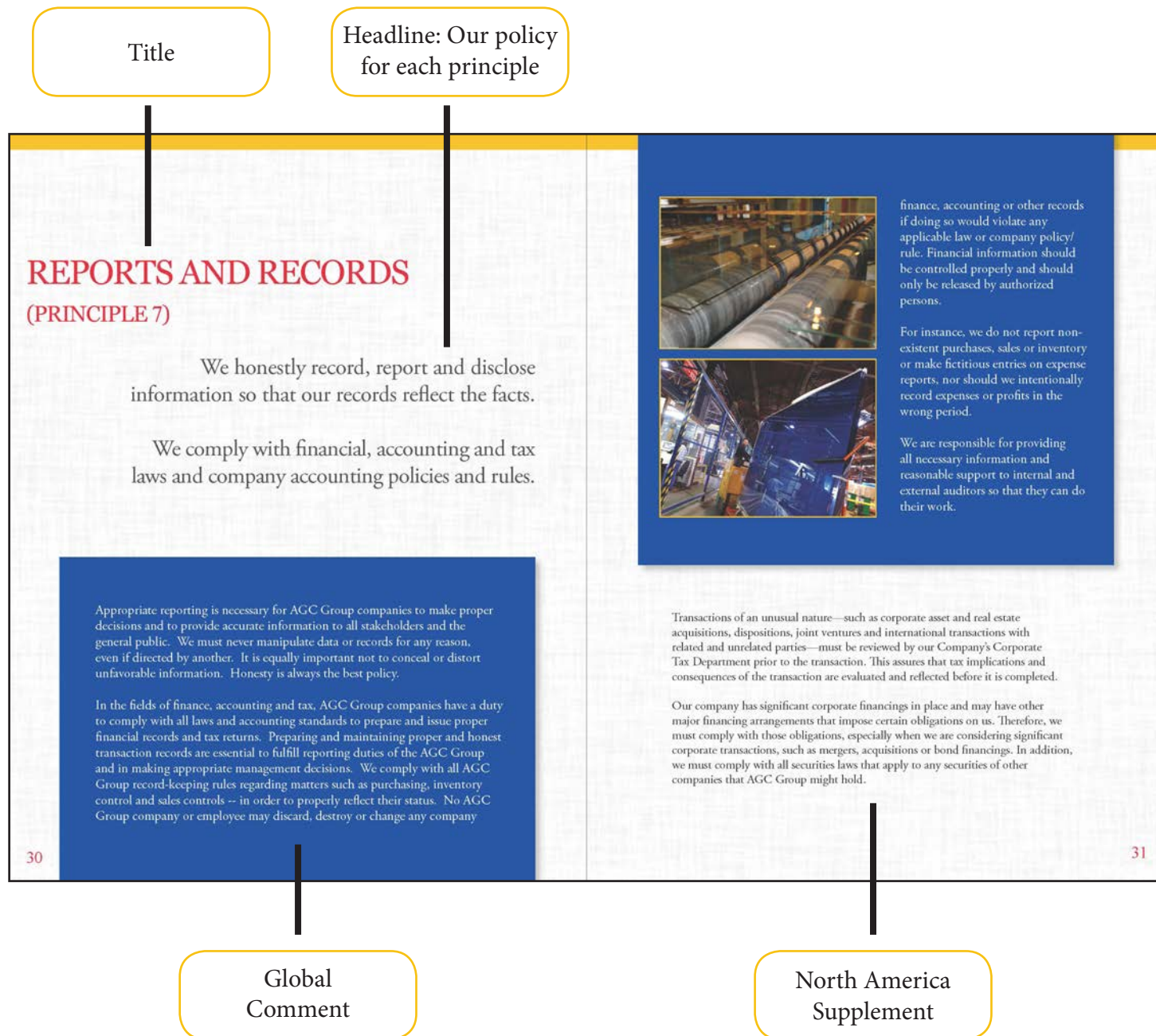
WHAT IS THE AGC GROUP'S POLICY AGAINST RETALIATION?

You may, in good faith, report any suspected violation of our Code without fear of retaliation. The AGC Group strictly prohibits acts of retaliation against any person for reporting a possible violation in good faith, or for participating in an investigation involving possible misconduct. Acting “in good faith” means that you come forward with a sincere report of information that you believe to be true. Appropriate disciplinary action will be taken against any employee engaging in a retaliatory act against a person because he or she made a good-faith report of a compliance issue.

Note, however, that making an intentionally false report is unacceptable and will result in disciplinary action.

ABOUT THIS BOOKLET

This booklet contains global requirements as well as explanations focused on North America. The global portion is written on blue background and the North America supplement is written on white background after the global portion.



OUR CODE OF CONDUCT

FOUNDATIONS FOR COMPLIANCE

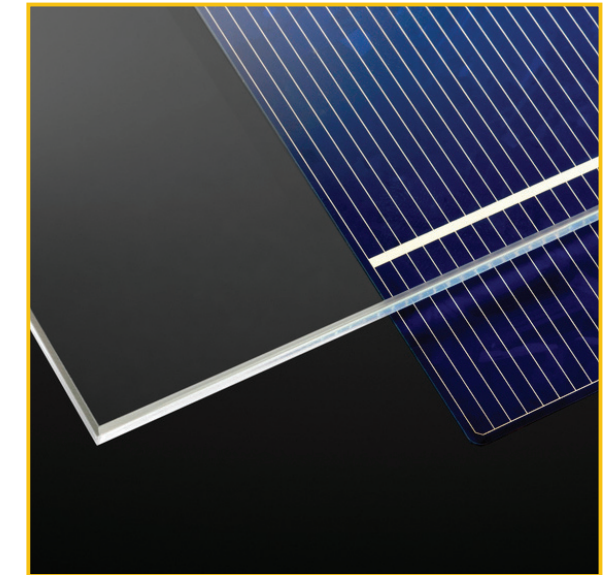
(PRINCIPLE 1)

We follow all applicable laws and company policies/rules and conduct business activities with integrity.

We are honest in all that we do.

This statement sets forth the overall scope of the Code. The rest of the Code explains and elaborates on its principal requirements.

If you have any concerns about complying with laws or Company policies and rules, please contact your management or any of the Compliance Resources identified on page 8 above.



FAIR COMPETITION AND ANTITRUST

(PRINCIPLE 2)

We comply with all applicable antitrust laws, as well as with the AGC Antitrust Guidelines – in order to ensure free and fair business activities and market competition.

In order for us to compete ethically and lawfully, we strictly comply with all applicable antitrust laws, sometimes called competition laws. In addition, we comply with the AGC Antitrust Guidelines everywhere in the world. They are set forth at page 16 below. If these laws and Guidelines apply to your job function, you have a responsibility to know and follow them at all times.

Antitrust law enforcement around the world and sanctions against cartel activity are becoming much stricter. Penalties may include high fines and even imprisonment of individuals. Private lawsuits can also be brought to recover substantial damages on account of antitrust violations.

Contacts with competitors present extremely serious antitrust risks for all AGC Group businesses.

Therefore:

- We must not have any planned contact with competitors except if it is for a legitimate purpose and approved in advance by management or the company's legal department.
- After any contact with a competitor, you must prepare and maintain a record of the contact.

These requirements are set forth in the AGC Antitrust Guidelines referred to above.

In these regards, it is forbidden to enter into formal or informal agreements with competitors that may restrain trade, such as:

- Price fixing
- Bid rigging
- Dividing or allocating markets, territories or customers

If a competitor attempts to discuss any of these topics with you, stop the conversation immediately. You must then report the incident to your supervisor or company legal counsel immediately.

Antitrust laws also generally prohibit improperly monopolizing any market and entering into formal or informal agreements or understandings with suppliers or customers that may restrict competition—such as improperly tying products, fixing resale prices or boycotting particular customers or suppliers.

Q&A

Q: I am an AGC sales person. I was invited for a business meal by an employee of a competitor who asked that we get together to discuss the possibility of his company's buying products from us. Since this is to talk about a buy/sell arrangement and not about competition between the companies, I am thinking about accepting his offer without informing anyone in my company. Is this OK?

A: No. Before having any planned contact with a competitor, you must get internal approval, and after any such contact, you must prepare a written record of the contact as required by the AGC Antitrust Guidelines. Remember that you should not have a contact with a competitor without a legitimate purpose.



As mentioned above, antitrust is a particularly serious subject, so please carefully consider the following additional information, and don't hesitate to consult with company legal counsel for guidance.

Dealings with Competitors

PRICE AGREEMENTS - **Any** agreement with a competitor concerning prices to others is always illegal. It does not matter that prices are decreased, increased, stabilized or reasonable— or even that an exact price is fixed. This includes how prices are determined and conditions of sale, such as discounts, freight charges and credit terms.

Discussions with competitors on pricing, pricing policy or matters affecting prices, such as production costs and market strategies, are strictly prohibited.

It is completely improper to provide to or accept from a competitor a price list or information from which prices can be computed. The only exception is price for a product or a service being sold to or purchased from a company that is also a competitor. The date and source of all information about competitors' pricing should be well documented—to show that it was obtained properly.

In addition to prohibiting competitors from allocating territories and customers, it is also always illegal for competitors to agree to:

- Limit or restrict production
- Boycott a supplier
- Refuse to deal with a customer

Other agreements between competitors may be illegal as well. Before entering into any agreement with a competitor, consult with company legal counsel.

Because trade associations provide a forum for competitors to meet, participation in trade association activities should be carefully controlled. Company legal counsel must be advised in advance of any proposed trade association memberships.

The AGC Group Antitrust Guidelines regarding contacts with competitors—referred to above—that all AGC employees must follow, are as follows:

1. Prior to having meetings with competing companies (including meetings with trade associations), take every possible step to confirm if the objective of such meetings is appropriate from the perspective of applicable laws. Limit the frequency of attending such meetings to the lowest possible. If keeping a relationship with any trade association becomes unnecessary, leave the association.
2. At any meetings with competing companies, tell them your intention to comply with the Antitrust Law and avoid initiating unnecessary contact with them.
3. If you intend to have a meeting with competing companies, inform your supervisor of the purpose of such meeting and obtain his or her permission in advance.
4. Always maintain a written record of the details of discussions with competing companies.
5. Refer the written record mentioned above to your Legal Department (or, when directed by your management, with a law firm) regularly for review.
6. If any competing company contacts you in a way that gives rise to suspicion of possible antitrust issues, notify your supervisor and Legal Department of the situation without fail and seek their advice.

7. If you have heard or seen any employees engaged in conduct that gives rise to suspicion of possible antitrust issues, report this to your supervisor or to the Legal Department and/or to those persons in your business in charge of Corporate Compliance.

Dealings with Customers and Suppliers

Agreements between suppliers and customers may also violate the antitrust laws. Consult with company legal counsel before discussing or agreeing to any of the following with any supplier or customer:

- The price at which a product will be resold
- Designating the territory within which, or customers to whom, products or services will be resold
- Requiring a customer to agree to purchase one product on the condition that it also purchases another product (sometimes called "tie-in sales")
- Selling to a customer on the condition that such customer does not also sell competitors' products (sometimes called "exclusive dealing arrangements")
- Selling to a customer on the condition that such customer must also sell its products to the seller, or vice versa (sometimes called "reciprocity")

Monopolization

"Monopoly" means having the power to control prices in the marketplace, to drive competitors out of business or to prevent competitors from entering the market. Monopolies can be lawful when obtained through fair competition,

but they can be illegal if they are obtained improperly. Consult with company legal counsel to review any situation where the company has a monopoly position or has a reasonable chance of obtaining such a position.

Discrimination in Prices or Terms of Sale

There are antitrust laws that prohibit a seller from selling the same product at different prices, or on different terms or conditions, to two customers if the price discrimination causes injury to competition. Consult with company legal counsel before charging different prices for the same products to different customers.

Penalties for Violating Antitrust Laws

Penalties for antitrust violations can be severe for both the company and the individual engaged in the activity. They may consist of the following:

- **CRIMINAL** - Individuals may be imprisoned for long periods of time. Companies may be fined very substantial amounts of money. Criminal antitrust violations are felonies.
- **CIVIL** – Courts impose treble damage awards against antitrust violators, as well as requiring that they pay all of the victims' legal fees. The U.S. Government can also issue orders requiring that illegal conduct be stopped immediately.

Government Investigations

Immediately inform company legal counsel if you are contacted by any official of a federal or state antitrust enforcement agency.

WORKPLACE HEALTH AND SAFETY

(PRINCIPLE 3)

We are committed to the safety of all employees, visitors to our facilities and our neighbors.

We comply with all laws and company policies/rules for occupational health and safety.

We strive for continuous improvement for safe and healthy environments at our workplaces.

One of our Shared Values—“ENVIRONMENT” in the AGC Group Vision “*Look Beyond*”—includes the continued improvement of safe and healthy working environments.

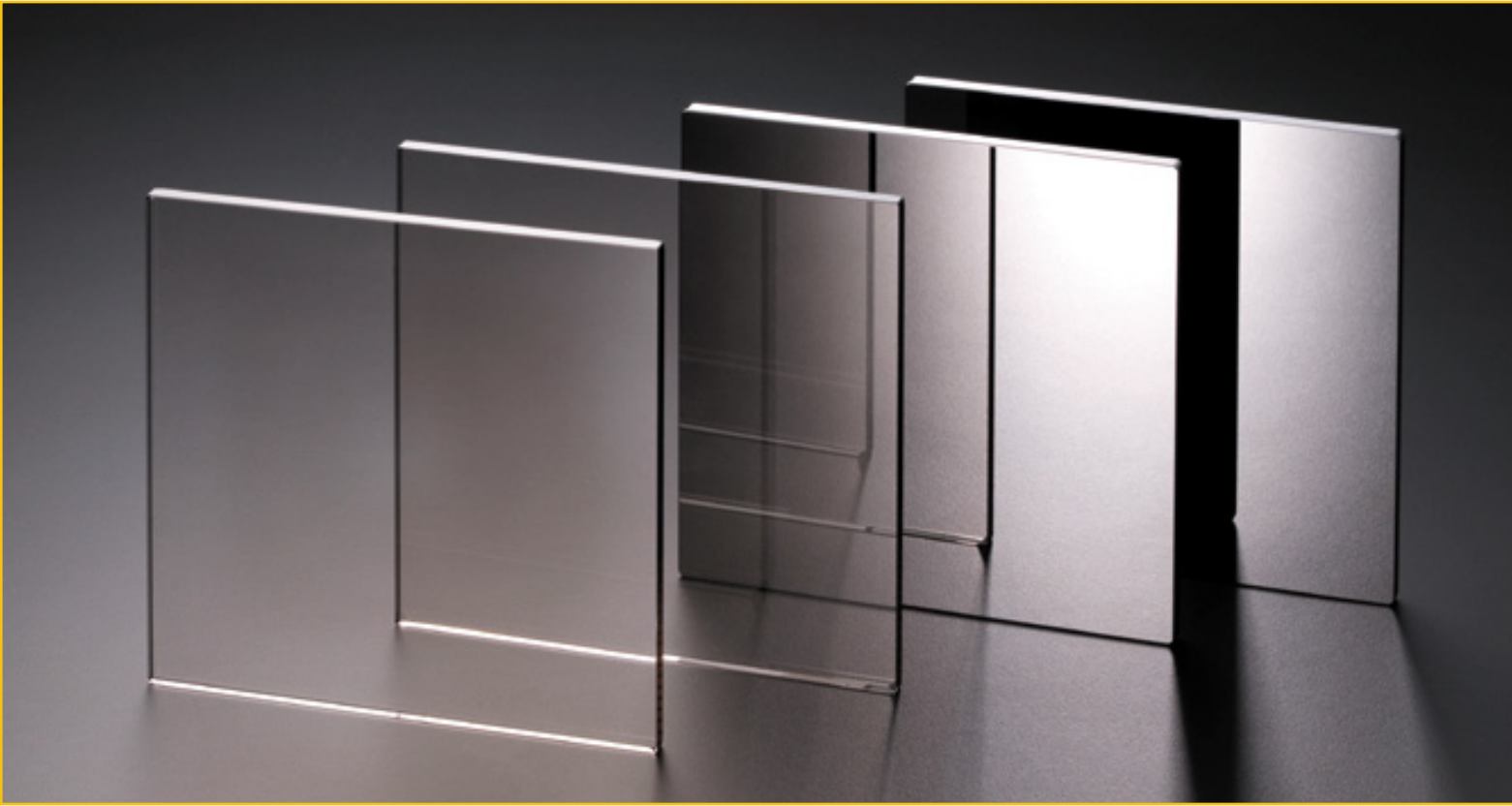
We are responsible for considering the safety of our employees and neighboring communities.

We should strive to maintain and improve working environments by the applicable AGC health and safety policies. For instance, the following are requirements:

- No production should be operated without assurance of safety. We perform our duties keeping this in mind at all times.
- We do not hesitate to stop operations to prevent injury.
- We observe process safety-related signs and use prescribed safety equipment.
- We are required to thoroughly manage hazardous materials such as chemicals.
- We require that our manufacturing facilities be free of alcohol and unauthorized drugs. The company may require laboratory testing for an illegal drug and/or alcohol to detect or confirm a suspected violation of the policy, where local law allows.
- We conduct inspections and maintenance in line with company policies and procedures, as well as applicable laws, in order to prevent accidents.

If an accident nevertheless occurs, we place the highest priority on protecting people and saving lives and take immediate action to prevent and limit injuries.





Q&A

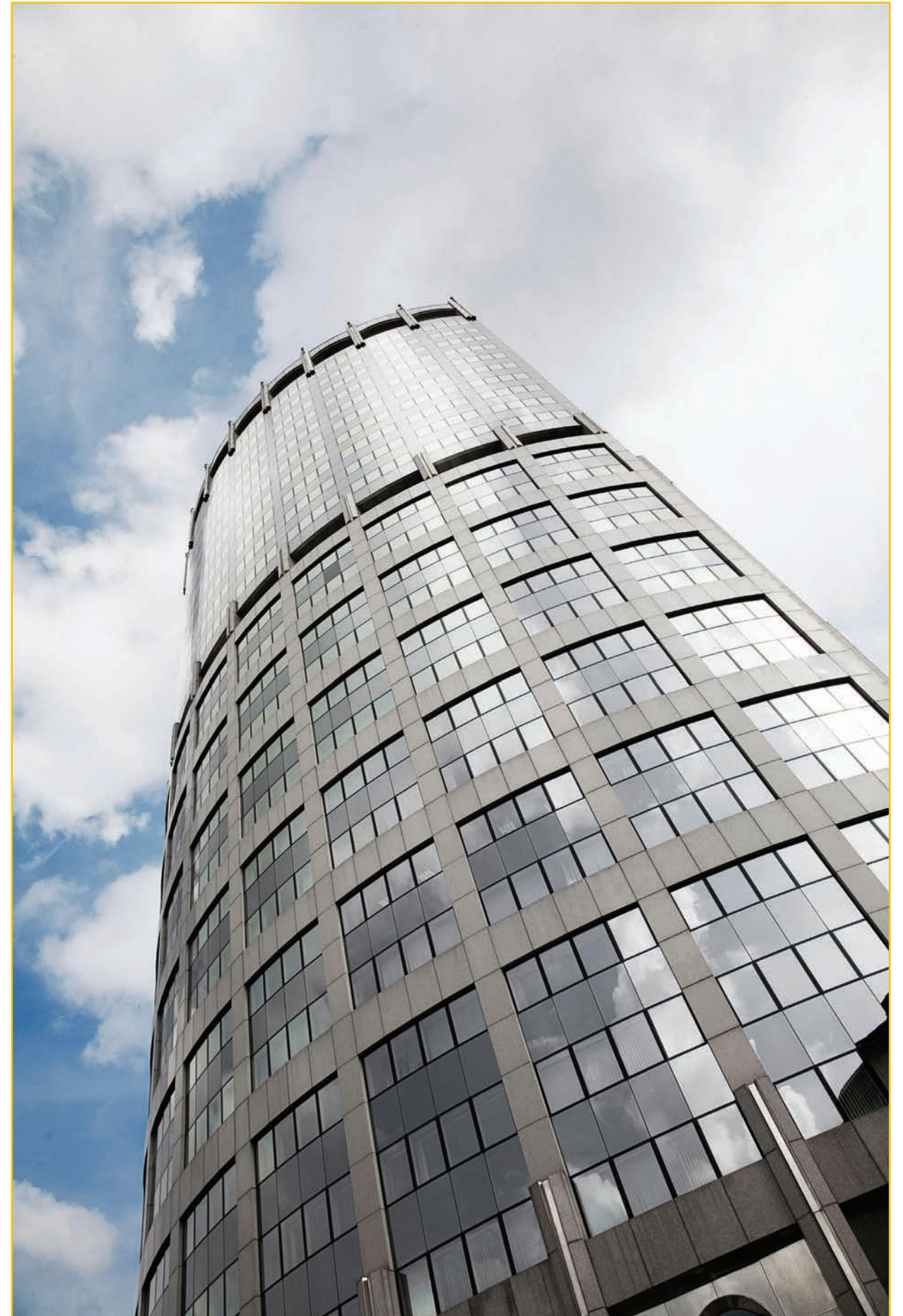
Q: While working in my AGC plant, I witnessed a fellow employee improperly repairing a piece of equipment without having disconnected power to the equipment. I am worried that, by not following the posted procedures for equipment repairs, my coworker is putting himself and other employees at risk of injury from a shock or even from a fire or explosion. What should I do?

A: You should warn the employee and tell your manager immediately, following up with other company resources as needed. Because safety is our top priority, it is critical that the situation is identified and corrective steps are taken immediately.

Various laws—such as the Occupational Safety and Health Act (“OSHA”) and comparable laws in Mexico and Canada—regulate conditions in the workplace that could be considered dangerous to us. They establish:

- Specific industrial hygiene procedures
- Standards for communication of precautions and hazards associated with substances that we use or produce
- Permissible exposure limits for certain substances
- Personal safety practices regulations that minimize risk of injury

We must always comply with these laws.



ENVIRONMENT

(PRINCIPLE 4)

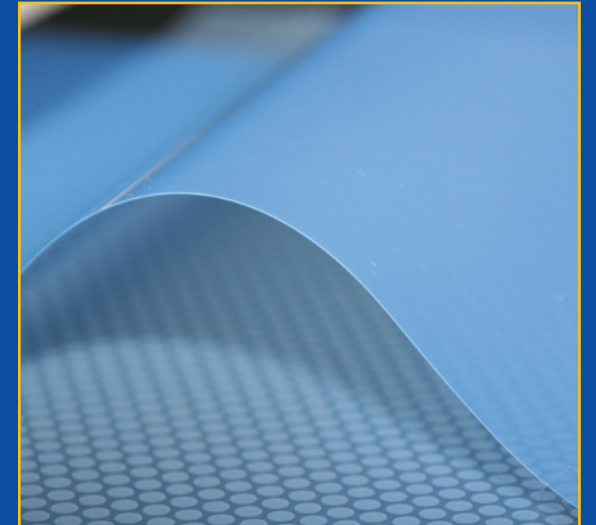
We are committed to compliance with all environment-related laws.

In all of the company's activities, including technological development, planning, design, production, sales and handling of products, we strive to conserve the environment.



As mentioned under Principle 3 above, “ENVIRONMENT” is one of AGC Group’s four Shared Values, defined in the AGC Group vision “*Look Beyond.*” We strive to conserve the environment and pursue environmentally sound business practices. The AGC Group understands that a healthy environment benefits our stakeholders and propels opportunities for us to conduct our business. To that end, we make every effort to be environmentally responsible at every stage of designing, manufacturing and distributing our products. We have a duty to continually assess and improve our processes—namely, by minimizing the creation of waste and potentially harmful effects of our operations. We encourage our business partners to do the same.

Moreover, we focus much of our efforts on developing products that benefit the environment.



RESPECT FOR PEOPLE

(PRINCIPLE 5)

We respect and value diversity of people.

We do not tolerate physical violence or harassment of any kind.

We do not engage in child or forced labor.

We protect the confidential personal information of all employees.

“DIVERSITY” is another of the AGC Group’s four Shared Values as defined in the AGC Group vision *“Look Beyond.”*

Every AGC Group company assures that each of us receives equal opportunities for success based on merit. We do not discriminate against anyone based on race, ethnicity, religion, nationality, gender, disability or any other legally protected group.

Physical violence or harassment of any other kind constitutes misconduct and is contrary to a respectful work environment. Harassment may be by supervisors or by other employees. It may be physical, oral or written. It may be sexual or not.

We do not use child labor or forced labor in any of our global operations or facilities. We fully respect all applicable laws which are related to the rights of workers. We expect that all companies with which we do business will conform to all applicable laws in these regards.

Each company recognizes that it receives from its employees information about themselves that they consider personal and highly confidential. This may include information about their identities and addresses, compensation, benefits, individual and family health matters and other personal circumstances. The company uses such information only for appropriate purposes associated with their employment.

If you have any concern about anything that you observe or experience regarding the above matters, do not hesitate to contact your management or any of the Compliance Resources that are listed on page 8 above.

Q&A

Q: Recently, one of my fellow employees has begun making comments about my appearance that make me feel uncomfortable. The remarks started off casually, and I assumed my coworker was just being polite, but lately, the statements are becoming more suggestive. I have taken to avoiding my colleague in the break room, and timing my arrival and departure from work to avoid seeing this person. Is this the best way to handle the situation?

A: No. Clearly, your coworker’s actions are making you uneasy, and your discomfort is causing you to change your routine to avoid an upsetting situation. If you feel comfortable letting your coworker know how you feel about the statements being made, do so — there may be a misunderstanding that could be cleared up with communication. If you do not feel comfortable dealing directly with your colleague, or if your colleague’s behavior continues or worsens, you should speak with your manager or a member of Human Resources to help you deal with the situation. The AGC Group will not tolerate retaliation against you for reporting your coworker’s behavior.

QUALITY AND SAFETY OF PRODUCTS AND SERVICES

(PRINCIPLE 6)

We give due consideration to both the quality and safety of our products and services.

We do not falsify, alter or distort results of product quality or analytical data.



Our customers trust us to provide high-quality products and services, and the AGC Group's success depends on our commitment to preserving that trust. For this reason, we must make sure that the products we sell and the services we provide are safe, comply with applicable laws and consistently meet or exceed the standards established by our company and specifications agreed to with customers. To do so, we must pay attention to safety and quality throughout every step in our products' life cycles. If you prepare product handling instructions or manuals, be careful to include appropriate safety warnings to prevent potential misuse and explain the safe and proper usage of the product.

If we discover that any AGC Group products or services may pose a risk to the physical well-being or property of our customers, we must immediately and responsibly address the matter and work to preserve/regain the trust of the customers affected. To prevent recurrence of any such problems, it is important that we also investigate root causes and take corrective action.

Q&A

Q: I recently started working for AGC. I have noticed that one of my coworkers is not following all of the established protocols that ensure that the products manufactured in our facility meet quality standards. I'm not sure if I, as a new employee, should say anything. I do not want to offend him. What should I do?

A: You should share your concerns with your manager right away. We place a high value on the quality of our products, in order to meet our customers' expectations and also to protect their safety. Because the quality and safety of our products are of utmost importance, your report will help our company maintain our value and reputation. Rest assured that you will not experience retaliation for making a good-faith report.



Q&A

Q: A shipping problem has led to an insufficient amount of materials to fulfill an order. When I asked my manager for assistance in resolving the situation, I was told to substitute the material specified in the contract with another product of about the same quality. My manager said that the difference was negligible and that it would be less damaging to our relationship with our customer to deviate from the contract than it would be to deliver our products late. Is this true?

A: No, not necessarily. It is important first and foremost to communicate the issue with our customer immediately and obtain its approval before making any substitutions or otherwise deviating from a contract with the customer. If our customer gives us permission to make the necessary substitution, then we can proceed with your manager's proposed course of action. However, we must never attempt to deceive our customers by not communicating changes to our agreements with them.

Some of our company's business and sales are covered by the provisions of the United States Food, Drug and Cosmetic Act. The food and drug laws are important regulations relating to the health and safety of the public. It is our policy to comply with those food and drug statutes and regulations and any similar laws in other countries that apply to our activities. Whenever any questions arise regarding such compliance, or the proper interpretation of the laws, they must be reviewed with company legal counsel.



REPORTS AND RECORDS

(PRINCIPLE 7)

We honestly record, report and disclose information so that our records reflect the facts.

We comply with financial, accounting and tax laws and company accounting policies and rules.

Appropriate reporting is necessary for AGC Group companies to make proper decisions and to provide accurate information to all stakeholders and the general public. We must never manipulate data or records for any reason, even if directed by another. It is equally important not to conceal or distort unfavorable information. Honesty is always the best policy.

In the fields of finance, accounting and tax, AGC Group companies have a duty to comply with all laws and accounting standards to prepare and issue proper financial records and tax returns. Preparing and maintaining proper and honest transaction records are essential to fulfill reporting duties of the AGC Group and in making appropriate management decisions. We comply with all AGC Group record-keeping rules regarding matters such as purchasing, inventory control and sales controls -- in order to properly reflect their status. No AGC Group company or employee may discard, destroy or change any company



finance, accounting or other records if doing so would violate any applicable law or company policy/rule. Financial information should be controlled properly and should only be released by authorized persons.

For instance, we do not report non-existent purchases, sales or inventory or make fictitious entries on expense reports, nor should we intentionally record expenses or profits in the wrong period.

We are responsible for providing all necessary information and reasonable support to internal and external auditors so that they can do their work.

Transactions of an unusual nature—such as corporate asset and real estate acquisitions, dispositions, joint ventures and international transactions with related and unrelated parties—must be reviewed by our Company's Corporate Tax Department prior to the transaction. This assures that tax implications and consequences of the transaction are evaluated and reflected before it is completed.

Our company has significant corporate financings in place and may have other major financing arrangements that impose certain obligations on us. Therefore, we must comply with those obligations, especially when we are considering significant corporate transactions, such as mergers, acquisitions or bond financings. In addition, we must comply with all securities laws that apply to any securities of other companies that AGC Group might hold.

INSIDER TRADING

(PRINCIPLE 8)

We do not trade in the securities of any AGC Group company or other companies if doing so would violate insider trading requirements.



Purchasing or selling publicly-traded shares based on important internal non-public information about AGC Group companies or other companies that may affect share prices, recommending such trades to others or informing others of such non-public information will nearly always be illegal insider trading.

Because Asahi Glass Co., Ltd. and other AGC Group companies' securities are traded publicly, you must properly manage any significant internal information that is not available to the public that you might become aware of in the course of your work activities. The same goes for external nonpublic information about other publicly-traded companies—such as customers and suppliers—that we may learn of while working on behalf of the AGC Group.

Some examples of internal information may include:

- Financial information
- R&D-related information pertaining to new products or technologies
- Information on mergers, acquisitions, divestitures or new business operations

Because violations of insider trading laws can result in criminal and civil penalties for individuals and companies, if you have any concern that a potential securities transaction may violate insider trading laws, you should contact the AGC Group Investor Relations Department or any of the Compliance Resources listed on page 8 above.

It is also illegal to disclose inside information about any company that may affect share prices to third parties who buy or sell such securities. This is called “tipping” and is illegal even if you do not trade in the securities yourself.

COMPANY AND THIRD-PARTY ASSETS AND CONFIDENTIAL INFORMATION

(PRINCIPLE 9)

We properly manage, use and protect company tangible and intangible assets.

Our confidential information and other intellectual property are valuable assets, and we safeguard those assets.

We respect the confidential information and intellectual property of third parties.

We have a responsibility to safeguard all company assets. This includes tangible property such as land, buildings, machinery, equipment, inventories, computers and money, as well as intangible assets like confidential information, patents, trademarks, copyrights and computer software. All such assets, tangible and intangible, must be properly managed, used and protected. In general, we must also limit our use of company property to work-related matters. Very limited exceptions will be made only when specifically authorized by company management. For example, limited personal use of company computers may be allowed.

The improper disclosure of confidential information could cause great harm to our company and, in some cases, to other companies with which and individuals with whom we do business. Therefore, each company has information security policies that must strictly be followed. Never disclose confidential information without a business need and prior authorization to do so—whether during or after your employment with the company. Take special care to safeguard this information by properly securing your computer, documents and other sensitive materials. In addition, avoid discussing such information in places where you can be overheard, including restaurants, restrooms, trains, airplanes or elevators. Similarly, be careful using social media, blogs, forums and so on. You should always remember that electronic messages are permanent, transferable records of our communications that can greatly affect the interests of the company and cause harm to others.

We must also be aware that our company is free to inspect, restrict the use of and monitor the usage of company property, always taking appropriate measures to follow legal requirements. You may be asked to assist in all reasonable respects to protect important company assets.

Q&A

Q: I received a call from someone who used to work for the AGC Group. She asked me to send her a copy of a particular proposal containing company-confidential information that she worked on before she left our company. She said that she just wanted to use it as a template for a proposal she's writing for her new company. Can I send it to her?

A: No. The proposal is AGC Group property, and you may not disclose Company-confidential information to anyone outside our company, even though she is a former employee and worked on the proposal.

We will not illegally acquire, disclose or use confidential information of other companies or individuals.

If you acquired confidential information belonging to others before joining the AGC Group, you are expected not to disclose such information to our company or to others while you are employed by the AGC Group.

AGC North America has an *Information Security Policy* that is designed to protect company information and data, protect the processes that regulate the treatment of information and ensure availability of information systems that support our operations and business processes. Every employee must be familiar with and follow this policy, which is available from your I/T support people and from company legal counsel.



CONFLICT OF INTEREST

(PRINCIPLE 10)

In dealing with current or potential customers, suppliers, public officials, contractors, competitors and other third parties, we as employees must act in the interest of the company and not in our personal interest or in the interest of our family or close friends.

Conflict of Interest means a situation in which our own personal interests (including the interests of family members or close friends) conflict or may conflict with our work duties. In such a situation, we have to give priority to our company's mission and interests and avoid exploiting our role or position in the company in order to pursue a personal interest or a financial gain for ourselves, our relatives or our close friends.

It is forbidden to hold a position as a board member of or advisor to, or to have any other influential position with, a competitor of, a supplier to or a customer of the AGC Group. Exceptions require prior company approval.

You must make prompt and full disclosure to your management or any of the Compliance Resources listed on page 8 of this Code where you consider that there is an actual or potential conflict of interest.

Examples of potential or actual conflicts of interest:

- Doing business or proposing to do business with a company or a person where you or any of your relatives or close friends has control or holds a managerial position.
- Utilizing information or a business opportunity acquired as a result of your function in the AGC Group for a personal interest or for any third party interest, including suppliers, competitors and others who are not supposed to receive such information or opportunity.
- Using your position or function in the AGC Group to yourself, or to influence another employee to, enter into a contract with a supplier, a partner or any other third party as a result of which you or, any of your relatives or close friends receives such a personal benefit.

If you have any doubt about whether you are facing a conflict of interest, report the situation for review and advice.

Our company respects our employees' personal choice to participate in activities outside of the workplace, so long as those activities do not conflict or interfere with normal work responsibilities. This means that our outside activities should not:

- Involve the use of any of our Company's property or resources—including computers, copiers, phones, mail, supplies, materials, products or equipment—without management approval.
- Be conducted during work hours or draw attention away from our work.
- Adversely affect the quality of our job performance.
- Compete with our company's interests.
- Adversely affect our company's reputation.

GIFTS AND ENTERTAINMENT

(PRINCIPLE 11)

We do not offer or provide inappropriate gifts or entertainment.

We do not accept cash or any other personal benefit that may affect our ability to work in the best interests of our company.

We respect the entertainment and gift policies of our customers and suppliers and of others with whom we do business and seek to do business.

The exchange of business gifts or entertainment requires our common sense and best judgment. Excessive gifts and entertainment distort normal business dealings and jeopardize the transparency of our transactions.

We must never accept a gift or entertainment which could influence our judgment. You should not accept any entertainment or gift (except of very limited value) from someone that you are doing business with without reporting it to your management. Allowing a supplier or customer to pick up

the check at a meal is permitted, so long as it is for a reasonable amount and there is no intent to influence decisions made on behalf of the AGC Group.

It is also our policy that common sense and moderation prevail in providing gifts and entertainment to any representatives of a company with which we do business. If we are aware that a supplier or customer has a policy regarding gifts or entertainment, we will always follow any such policy.

Also keep in mind that some countries have limitations on providing entertainment and gifts to private companies, as they may be viewed as illegal commercial bribery.

Gifts from a supplier or customer of a value of \$50 or more typically raise a question of propriety. Therefore, any such gift must be reviewed and approved by management and your Compliance Officer or Director. Supervisors are expected to specifically inform employees who report to them of this obligation. In such situations, the employee, the supervisor and the Compliance Officer or Director will determine how most appropriately to address the situation. Company legal counsel may also be of assistance.

Entertainment should never involve illegal, immoral or controversial activities – such as at a place where there is illegal gambling and/or sexually explicit conduct.

Q&A

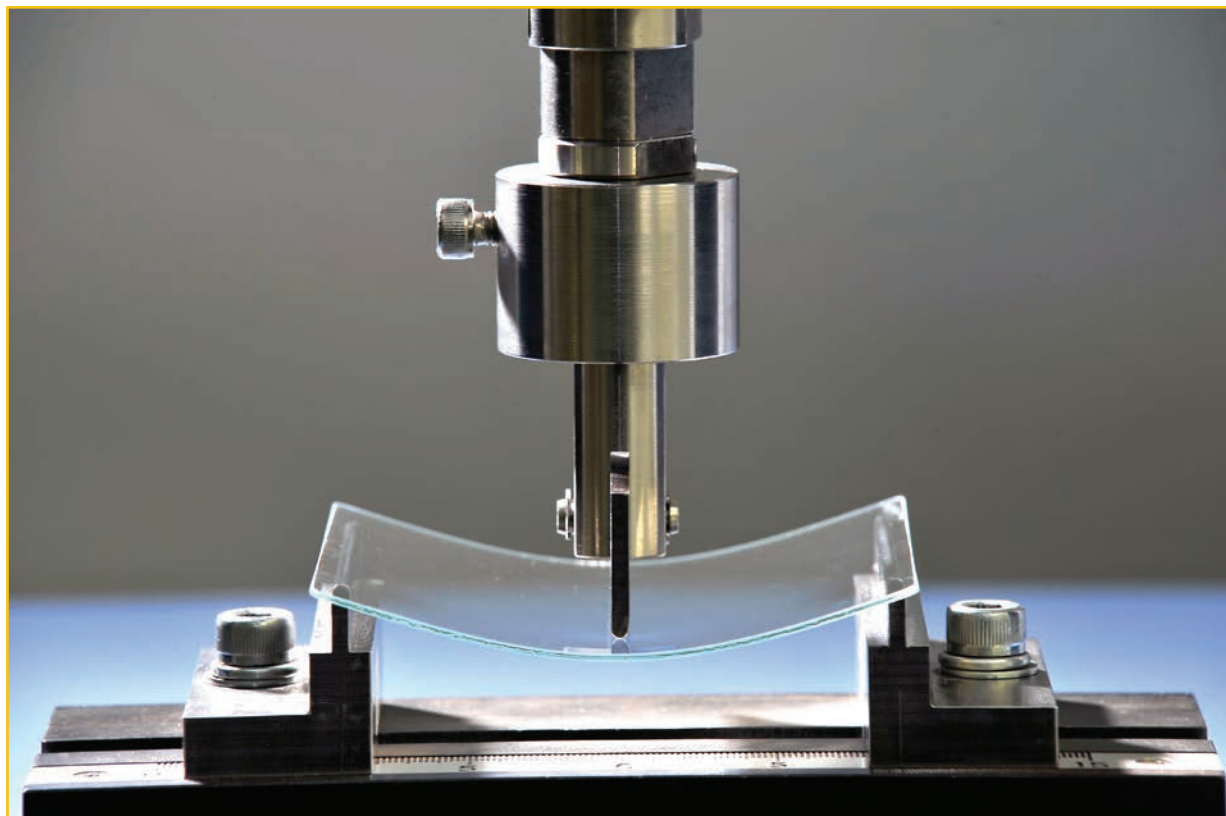
Q: A longtime supplier of the AGC Group has appointed a new contact with whom I now interact. In order to build a relationship with this new representative, I invited him out to a business dinner at a casual local restaurant. This meal helped us build a solid working relationship, and our communication with this particular supplier has been more efficient than ever. Lately however, my contact has begun setting up frequent dinners, as well as invitations to sporting events and other activities, and the focus tends to be less and less on business. I want to maintain a good relationship with this supplier, but I don't feel comfortable accepting so many invitations. What should I do?

A: You are right to feel uncomfortable about this behavior. While occasional meals with our current or prospective customers or suppliers are a normal, generally accepted business activity, they should not be so frequent that they affect or appear to affect our judgment. Report the situation to your supervisor, a compliance help-line, your Compliance Officer or Director or company legal counsel, so that the company can help you decide how to proceed. Together with management support, you can evaluate how best you can maintain good personal relations with your supplier but politely arrange that your interactions are less frequent and more business-focused.

RELATIONS WITH GOVERNMENT OFFICIALS AND POLITICIANS

(PRINCIPLE 12)

We do not inappropriately give money or anything else of value to politicians, political parties or public officials.

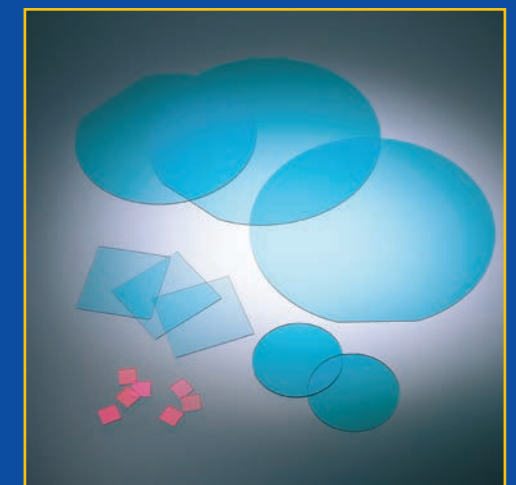
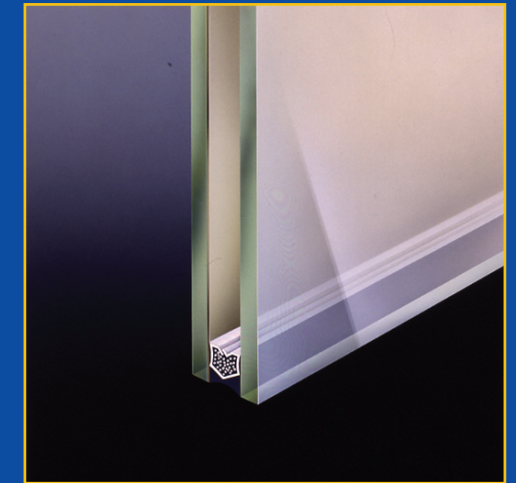


As part of our commitment to winning business the right way, the AGC Group does not tolerate bribery or corruption in any form.

Bribery and corruption mean directly or indirectly giving or offering an undue reward with the intention of influencing the behavior of politicians and public officials in order to obtain or retain a commercial advantage—tangible or intangible.

Bribery and corruption can take many forms, including cash or gifts to an individual or family members, inflated commissions, fake consultancy agreements, unauthorized rebates and political or charitable donations. A “kickback” is also a form of corruption that involves the return of a sum already paid or due to be paid as a reward for awarding or fostering business. In most cases, the mere offer of any of these kinds of bribery or corruption is unlawful. The same is applied to foreign public officers.

The consequences for violating any of the laws related to anti-corruption or political activities can be very severe. It is therefore especially important if you have any questions about these laws that you ask management or contact any of the Compliance Resources listed on page 8 above—especially before making any decisions to which any of these laws might apply.



Q&A

Q: I am currently conducting AGC Group business in a geographic area that is known to solicit bribes. Since this is part of a cultural norm in this location, may I make a personal payment to a local public official in order to ensure future business for AGC Group?

A: No, you may not. Even if you are representing AGC Group in a part of the world that commonly uses bribes when conducting business, you have a duty to uphold the Group's ethical reputation. We must conduct ourselves with the utmost integrity, even if doing so causes us to lose out on business. If you are asked to pay a bribe or make another improper payment, you must refuse, stating the Group's anti-corruption position, and you should then report the incident to your management or any of the Compliance Resources that are listed on page 8 above right away.



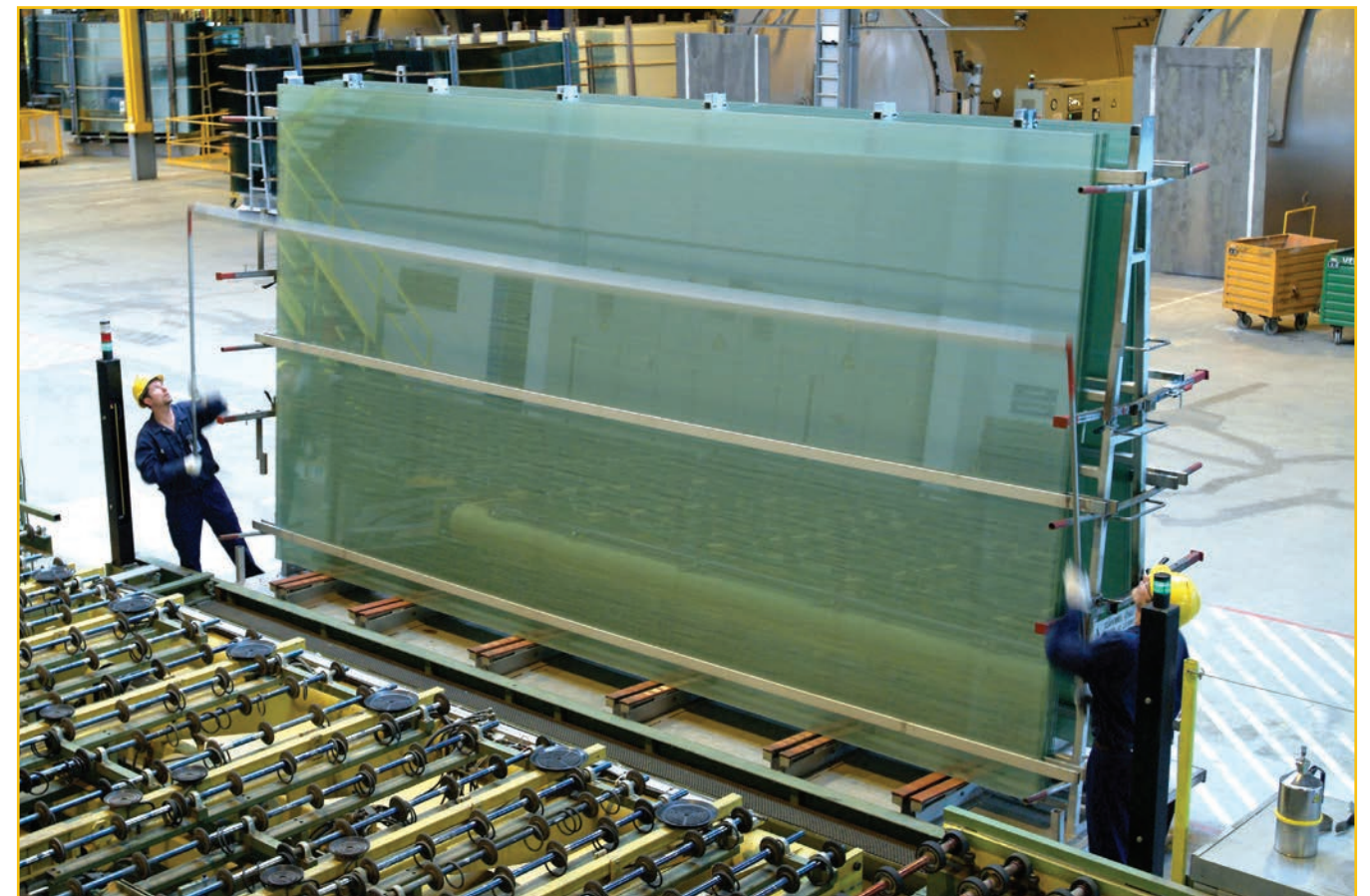
Where appropriate and lawful, our Company maintains U.S. federal and state political action committees (PACs). Participation in an employee PAC is completely voluntary. You will never be pressured in any way to contribute or participate in supporting any political party or candidate.

However, in the United States, foreign nationals may not participate in political activities at the federal or state level. They may not directly or indirectly contribute or promise to contribute to an election for public office.

Any political activity on behalf of the company must be reviewed in advance with company legal counsel.

Also related to political matters—the company may decide to make contributions to candidates for political office where applicable laws permit such contributions. Be aware, though, that such company contributions and company views expressed on political matters are in no way intended to have any impact on the free political thinking of AGC employees.

When doing business in foreign countries, the company must take care regarding dealings with foreign government officials. While the AGC Group discourages providing anything of value to such officials, if it is unavoidable under the circumstances, a nominal payment to facilitate an official's performance of his or her duties, sometimes called a "facilitating payment", may be allowed in very limited circumstances. To be clear, facilitating payments are small payments made to officials to expedite routine government actions, such as issuing permits. This would never include any decision by a government official to award new business or to continue business with the company. These types of payments require prior approval by management, which has to carefully check their necessity every time a request for approval is made. All payments should be properly accounted for and recorded by the company.



INTERNATIONAL TRADE CONTROLS

(PRINCIPLE 13)

We Respect International Trade-Related Laws.

As a global company, we deliver our products and services, and provide information about our technologies, to people and companies all over the world. We likewise acquire raw materials and business information from many places around the globe. It is therefore critical that we carefully comply with all country and local laws that regulate our international trading activity.

Export laws not only apply to the export of products, they also apply to export of technological information. These laws vary from country to country. For example, in some cases, it can even be a violation of a country's export laws for an AGC employee to disclose technological information that originated in that country to another person—even another AGC employee—who is not a citizen or resident of that country.

Import activity, or bringing the goods we purchase from a foreign or external source into another country, is also generally subject to various laws. Specifically, this activity may require the payment of duties and taxes, as well as certain filings with government offices.

Thus, all employees involved in any way with the processes of exporting or importing materials and technological information should understand and comply with all applicable above-mentioned laws and not hesitate to seek guidance from your management or any of the Compliance Resources that are listed on page 8 above if there is any uncertainty about the applicability of these laws.

Be particularly aware that in North America an export can occur when technical information or software is provided in any way (including verbally) to a person who comes from another country. This can be the case even if that person is an AGC employee—regardless of whether he or she is living in North America and even if he or she is physically present in North America when the transfer of the technical information or software occurs.

Before engaging in any export, the company must see to it that it obtains any required export licenses.

A boycott is the refusal of a person or group of people to do business with certain other people or countries. In the United States, anti-boycott laws generally prohibit U.S. companies and their subsidiaries from cooperating with international boycotts that the U.S. government does not sanction. U.S. companies and their worldwide subsidiaries also must report to the U.S. government any requests they receive to engage in boycotting activity.



NOTES
