# Press Release



May 13, 2009

To Whom It May Concern:

Funai Electric Co., Ltd. President and CEO: Tomonori Hayashi (Code No.: 6839 First Section of TSE/OSE)

# **Notice of Changes to Articles of Incorporation**

Funai Electric Co., Ltd. (hereinafter "the Company") hereby announces that a decision to discuss the following changes to the Articles of Incorporation at the 57<sup>th</sup> annual General Shareholders Meeting scheduled for June 19, 2009 was made at today's Board of Directors Meeting.

#### 1. Reasoning for the Changes

The "Law to Partially Revise the Laws Concerning the Conversion of Corporate Bonds, etc., in Order to Streamline Settlements Related to Company Shares, etc." (2004 laws, No. 88) became effective on January 5, 2009 and the shares of all listed companies were converted to transferable shares (the "digitization of share certificates").

In accordance with these changes, provisions that presume the existence of share certificates will be deleted or changed as necessary, and supplementary provisions will be created defining provisional measures relating to these changes.

#### 2. Details of Changes

The changes are detailed in the separate attachment.

#### 3. Schedule

General Shareholders Meeting to change Articles of Incorporation

June 19, 2009

Effective date of changes to Articles of Incorporation

June 19, 2009

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## **Separate Attachment**

(Portions of text to be changed are underlined)

Current Articles of Incorporation

Article 1

(Abbreviated)

Article 6

(Issuance of share certificates)

Article 7 The Company will issue security certificates representing Company shares. (Unit shares and non-issuance of fractional unit shares)

Article  $\underline{8}$  The Company's unit share shall consist of 100 shares.

2 The Company will not issue security certificates for fractional unit shares, regardless of the previous Article. However, exceptions to this rule may exist where defined in the Company's share handling regulations.

(Fractional unit share rights)

Article <u>9</u> Company shareholders (<u>now and</u> <u>hereinafter to include real shareholders</u>) may not exercise any rights based upon a fractional unit share except the following:

- 1. (Abbreviated)
- 2. (Abbreviated)
- 3. (Abbreviated)

(Shareholder registry manager)

Article 10 (Abbreviated)

- 2 (Abbreviated)
- 3 The creation and maintenance of the Company's shareholder registry (now and hereinafter to include the real shareholder registry), share subscription right registry and lost share certificate registry, in addition to other work related to the shareholder registry, share subscription right registry and lost share certificate registry, is entrusted to the shareholder registry manager and is not handled by the Company.

Proposed Changes
Article 1

(Remains unchanged)

Article 6 (Deleted)

(Unit shares)

Article <u>7</u> The Company's unit share shall consist of 100 shares.

(Deleted)

(Fractional unit share rights)

Article <u>8</u> Company shareholders may not exercise any rights based upon a fractional unit share except the following:

- 1. (Remains unchanged)
- 2. (Remains unchanged)
- 3. (Remains unchanged)

(Shareholder registry manager) Article 9 (Remains unchanged)

- 2 (Remains unchanged)
- 3 The creation and maintenance of the Company's shareholder registry <u>and</u> share subscription right registry, in addition to other work related to the shareholder registry and share subscription right registry, is entrusted to the shareholder registry manager and is not handled by the Company.

### Current Articles of Incorporation

(Share handling regulations)

Article 11 The handling <u>and fees</u> related to the Company's shares are determined by law and these Articles of Incorporation, in addition to the share handling regulations defined by the Board of Directors or executive officers appointed by the Board of Directors.

Article 12

(Abbreviated)

Article 13

(Convening Authority and Chairperson)

Article 14 (Abbreviated)

2 If the President, a Director, is unable to attend or is involved in an accident, another Director will be chosen to fill his or her role <u>by</u> a method predetermined by the Board of Directors.

Article 15

(Abbreviated)

Article 37

(Newly established) (Newly established)

(Newly established)

**Proposed Changes** 

(Share handling regulations)

Article 10 The <u>procedures for the execution of Company shareholder rights</u> and the handling of other share-related business are determined by law and these Articles of Incorporation, in addition to the share handling regulations defined by the Board of Directors or executive officers appointed by the Board of Directors.

Article 11

(Remains unchanged)

Article 12

(Convening Authority and Chairperson)

Article 13 (Remains unchanged)

2 If the President, a Director, is unable to attend or is involved in an accident, another Director will be chosen to fill his or her role in accordance with a method predetermined by the Board of Directors.

Article 14

(Remains unchanged)

Article 36

**Supplementary Provisions** 

Article 1 The creation and maintenance of the Company's lost share certificate registry, in addition to other work related to the lost share certificate registry, is entrusted to the shareholder registry manager and is not handled by the Company.

Article 2 This Article and the previous Article shall be effective until January 5, 2010. This Article and the previous Article shall be deleted as of January 6, 2010.