

November 11, 2003

Name of company: Mitsubishi Gas Chemical Company, Inc.

Name of representative: Hideki Odaka, Director and President

(Code No. 4182, First Section of Tokyo, Osaka and Nagoya Stock Exchange)

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Announcement on a change in affiliated company

It is hereby announced that at its board of directors meeting held today, the Company decided to acquire the stocks of A.G. International Chemical Company, Inc. (hereinafter called "AGIC"), which is an affiliate of the Company to which equity-method of accounting is applied, from Amoco International Finance Corporation, which is the partner of the joint venture company, and by this acquisition AGIC becomes the subsidiary of the Company.

1. Outline of the affiliate undergoing the change

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|---|--|-----|
| (1) Corporate name | A.G. International Chemical Company, Inc. | |
| (2) Representative | Representative Director and President Yoshio Kawazoe | |
| (3) Location | 1-1-3, Nishi-Shimbashi, Minato-ku, Tokyo | |
| (4) Date of foundation | January 30, 1968 | |
| (5) Major lines of business | Production and sales of isophthalic acid | |
| (6) Settlement term | March 31 | |
| (7) Number of employees | 40 | |
| (8) Capital | ¥850 million | |
| (9) Number of shares outstanding | 850,000 shares | |
| (10) Major shareholders and ratio of shareholding | | |
| | Mitsubishi Gas Chemical Company, Inc. | 50% |
| | Amoco International Finance Corporation | 50% |
| (11) Relationship with the Company | Capital relationship: | |
| | The Company holds 50% of the outstanding shares of AGIC. | |

Human relationship:

One of the Company's corporate officers serves concurrently as an auditor at AGIC.

Trade relationship:

AGIC purchases from the Company the whole quantity of meta-xylene, which is a major raw material for isophthalic acid.

(12) Performance trend:

(In millions of yen)

	Term ending March 2002	Term ending March 2003
Sales	6,478	7,444
Operating income	1,039	1,027
Ordinary income	713	672
Net income for current term	415	384
Total assets	9,816	8,710

2. Company transferring shares

- (1) Corporate name Amoco International Finance Corporation
- (2) Representative President: K.E.Holmberg
- (3) Location 4101 Winfield Road, Warrenville, Illinois 60555, USA
- (4) Date of foundation May 29, 1967
- (5) Major lines of business A financial subsidiary of BP Amoco Chemical Company
- (6) Capital US\$2,500,000
- (7) Major shareholders and shareholding ratio PB Amoco Chemical Company 100%
- (8) Relationship with the Company There is no capital, human and trade relationship.

3. Number of shares to be acquired, acquisition price and the status of shareholding before and after the acquisition

- (1) Number of shares held prior to the acquisition 425,000 shares (equity ratio 50%)
- (2) Number of shares transferred 425,000 shares (Acquisition price ¥2,950 million)
- (3) Number of shares after the acquisition

850,000 shares (equity ratio 100%)

4. Reason for acquisition

AGIC is engaged in the production and sales of isophthalic acid, chemicals in wide use for products such as paints, fibers, unsaturated polyester and PET resin.

AGIC was established in 1968 as a joint venture with the BP Group, which is doing business of isophthalic acid in the European and American markets.

This time, the BP Group has made an offer to the Company to sell the AGIC shares held by the Group.

AGIC has been a large-lot user of the meta-xylene of the Company. The decision for the purchase of the AGIC shares owned by the BP Group was made in a bid to expand and strengthen the operations of meta-xylene, the core business of the Company.

While by this acquisition the Company's equity ratio becomes 100%, there will be no change in production and business structure.

5. Time schedule

November, 2003	Execution of Stock Transfer Agreement (scheduled)
December 15, 2003	Transfer of stocks to be completed by this date

6. Effect on business performance

The impact of the Company's acquisition of the AGIC shares held by the BP Group is considered to be slight on the business performance of the Company.