

これはHOYA株の定款の英訳です。正式な定款は日本語のものになります。

This is an English translation from the Japanese language Articles of Incorporation of HOYA CORPORATION. The Japanese language version shall always be definitive.

English Translation

ARTICLES OF INCORPORATION

HOYA CORPORATION

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CHAPTER 1 GENERAL

Article 1 (Trade Name)

The name of the Company (in Roman letters) is HOYA KABUSHIKI KAISHA.

2. The name of the Company in English is HOYA CORPORATION.

Article 2 (Purposes)

The business purposes of the Company are as follows:

- (1) Manufacture and sale of various glass and ceramic products
- (2) Manufacture and sale of various chemicals and chemical products
- (3) Manufacture and sale of electronics related materials, components and equipment
- (4) Manufacture and sale of electro-optics related materials, components and equipment
- (5) Manufacture and sale of optical glass, optical equipment and related products
- (6) Manufacture and sale of measuring devices and their components
- (7) Manufacture and sale of eyeglass lenses, eyeglass frames, ophthalmic equipment and related medical instruments
- (8) Manufacture and sale of contact lenses and related medical instruments
- (9) Manufacture and wholesale and retail sale of intraocular lenses
- (10) Manufacture and sale of medical products, quasi-medical products, medical materials and equipment for medical use
- (11) Provision of various services relating to the medical field
- (12) Manufacture and sale of tableware, household articles and related products
- (13) Manufacture and sale of artistic and craft products and decorative products for interior decoration
- (14) Development and sale of software
- (15) Provision of information processing services, information provider services and other information services
- (16) Export and import of any of the foregoing products

Article 3 (Location of Principal Office)

The principal office of the Company shall be located in Shinjuku-ku, Tokyo.

Article 4 (Method of Public Notices)

The method of public notices of the Corporation shall be electronic public notices; provided, however, that if the Corporation is unable to give an electronic public notice because of an accident or any other unavoidable reason, public notices of the Corporation may be given in the Nihon Keizai Shimbun.

Article 5 (Corporate Structure of Corporation with Committees of the Board)

The Company is a company with Nomination Committees, etc and, in addition to convening General Meetings of Shareholders and electing Directors, shall establish or appoint a Board of Directors, a Nominating Committee, an Audit Committee, a Compensation Committee and an Auditor.

CHAPTER 2 SHARES

Article 6 (Total Number of Shares Authorized to be Issued)

The total number of shares authorized to be issued by the Company shall be one billion, two hundred fifty million, five hundred nineteen thousand and four hundred (1,250,519,400) shares.

Article 7 (Number of Shares comprising One Unit (Tangen))

One hundred shares shall constitute one Unit (*tangen*) of shares in the Company.

Article 8 (Rights of Shareholders holding Less than One Unit)

A shareholder holding less than one Unit shall not be entitled to exercise rights other than the following:

- (1) The rights provided in Article 189, Paragraph 2 of the Companies Code.
- (2) The right to be allotted newly offered shares or new share subscription rights on a pro rata basis according to the number of shares held by such shareholder.
- (3) The right to request the Company to sell to such shareholder such number of shares as, when aggregated with the shares already held by such shareholder, would comprise one Unit.

Article 9 (Share Register Administrator)

The Company shall appoint a Share Register Administrator for shares issued by the Company.

2. The Company shall select the Share Register Administrator and its business office and give public notice thereof.

3. The Register of Shareholders and the Register of New Share Subscription Rights and the Register of Lost Certificates shall be maintained at the business office of the Share Register Administrator, and any other procedures concerning the handling of shares shall be established by the Share Register Administrator and not the Company.

Article 10 (Share Handling Rules)

In addition to the rules established by applicable law, and these Articles of Incorporation, rules regarding Shares and New Share Subscription Rights shall be governed by the Share Handling Rules established by the Company.

CHAPTER 3 GENERAL MEETINGS OF SHAREHOLDERS

Article 11 (Convocation)

An Ordinary General Meeting of Shareholders of the Company shall be convened in June every year. An Extraordinary General Meeting of Shareholders may be convened whenever necessary.

Article 12 (Record Date)

The Record Date to exercise voting rights at an Ordinary General Meeting of Shareholders shall be March 31 of every year.

Article 13 (Convener and Chairperson)

The Director designated by the Board of Directors in advance shall convene a General Meeting of Shareholders pursuant to a resolution of the Board of Directors and shall act as chairperson unless otherwise provided by applicable law. In the event that such Director is unable to act, one of the other Directors shall act as convener and chairperson in accordance with the sequence previously determined by the Board of Directors.

2. The chairperson shall maintain discipline and keep the meeting in order.

Article 14 (Method of Resolution)

A Resolution of a General Meeting of Shareholders shall be adopted by a majority of the votes of the shareholders present and entitled to vote, unless otherwise provided by applicable law or by these Articles of Incorporation.

2. A Special Resolution (i.e., a resolution referred to in Article 309, Paragraph 2 of the Companies Code) of a General Meeting of Shareholders shall be adopted by at least two-thirds (2/3) of the

votes of the shareholders present at a meeting at which shareholders representing at least one-third (1/3) of the total voting rights of all shareholders who are entitled to vote are present.

Article 15 (Exercise of Votes by Proxies)

A shareholder may exercise voting rights by appointing as a proxy another shareholder having voting rights in the Company. In such case, a document substantiating the authority to act as a proxy must be submitted to the Company for each relevant General Meeting of Shareholders.

Article 16 (Disclosure through Website)

The Company may deem information relating to matters required to be included in annual reports, financial statements, consolidated financial statements or documentation provided in connection with any General Meeting of Shareholders to have been provided to shareholders if disclosed through the internet in accordance with applicable law.

Article 17 (Minutes)

Proceedings of General Meetings of Shareholders shall be recorded in the minutes in accordance with applicable law.

CHAPTER 4 DIRECTORS, THE BOARD OF DIRECTORS AND COMMITTEES

Article 18 (Number)

The Company shall have not more than ten (10) Directors.

2. At least half of the Directors shall be Outside Directors (Outside Directors shall mean those provided for in Article 2, Item 15, of the Companies Code).

Article 19 (Election and Removal)

Directors shall be elected and removed from office by a majority of the votes at a General Meeting of Shareholders at which shareholders representing at least one-third (1/3) of the total voting rights of shareholders entitled to vote are present.

2. Cumulative voting shall not be used in the election of Directors.

Article 20 (Term of Office)

The term of office of each Director shall expire at the close of the Ordinary General Meeting of Shareholders relating to the last fiscal year ending within one (1) year of his or her election to office.

Article 21 (Convener and Chairperson of Meetings of the Board of Directors)

Unless otherwise provided by applicable law, meetings of the Board of Directors shall be convened by a Director designated in advance by the Board of Directors, and that Director shall act as chairperson. In the event such Director is unable to act, one of the other Directors shall act as convener and chairperson in accordance with the sequence previously determined by the Board of Directors.

2. Notice of a Meeting of the Board of Directors shall be given to each Director three (3) days prior to the day of the meeting. However, in the event of an emergency, this period may be shortened.

Article 22 (Resolution of Board of Directors)

A resolution of the Board of Directors shall be adopted by a majority of the votes of the Directors present at a Meeting of the Board of Directors at which a majority of Directors who are eligible to vote on such resolution are present.

2. A resolution of the Board of Directors may be adopted without a meeting by the unanimous consent of all Directors eligible to vote on such resolution.

Article 23 (Minutes of Meetings of Board of Directors)

Proceedings of Meetings of the Board of Directors shall be recorded in the minutes and the chairperson and all the Directors present shall affix their names and seals thereto in accordance with applicable law.

Article 24 (Bylaws)

In addition to applicable law and these Articles of Incorporation, the Bylaws adopted by the Board of Directors shall apply to matters concerning the Board of Directors.

Article 25 (Compensation, etc.)

Compensation, bonuses, and other financial benefits received from the Company by Directors for the performance of their duties (hereinafter referred to as Compensation) shall be determined by resolution of the Compensation Committee.

Article 26 (Exemption from Liability)

The Company may, by resolution of the Board of Directors, exempt any Director (including any ex-Director) from liabilities provided for in Article 423, Paragraph 1 of the Companies Code.

Article 27 (Agreements with Directors to Limit Liability)

The Company may enter into agreements with Directors (excluding Directors with executive authority over operations, etc.) to limit liabilities provided for in Article 423, Paragraph 1 of the Companies Code which may be incurred by such Director in the future to an amount determined in advance which shall be not less than the greater of ten million yen (¥10,000,000) or the aggregate amount provided for by applicable law.

Article 28 (Composition of Each Committee)

Each committee shall consist of at least three (3) Directors.

2. Members of each committee shall be elected or removed by resolution of the Board of Directors.
3. A majority of members of the Nomination Committee and the Compensation Committee shall be Outside Directors of the Company.
4. A majority of members of the Audit Committee shall be Outside Directors and any member of the Audit Committee who is a Director other than such Outside Director, shall not be a person involved in carrying out the business of the Company or any subsidiary.

CHAPTER 5 EXECUTIVE OFFICERS

Article 29 (Number)

The Company shall have at least two (2) Executive Officers.

Article 30 (Election and Removal of Executive Officers and Representative Executive Officers etc.)

Executive Officers shall be elected and removed by resolution of the Board of Directors.

2. Representative Executive Officers shall be elected and removed by resolution of the Board of Directors.

Article 31 (Term of Office)

The term of office of each Executive Officer shall expire at the close of the first Meeting of the Board of Directors convened after the close of the Ordinary General Meeting of Shareholders relating to the last business year ending within one (1) year of his or her election to office.

Article 32 (Division of Duties and Chain of Command)

The Board of Directors shall, by resolution appoint one Chief Executive Officer from among the Representative Executive Officers and one Chief Financial Officer from among the Representative Executive Officers or Executive Officers.

2. The division of duties and the chain of command among Executive Officers shall be determined by resolution of the Board of Directors.

Article 33 (Compensation)

Compensation of Executive Officers shall be determined by resolution of the Compensation Committee.

Article 34 (Exemption from Liability)

The Company may, by resolution of the Board of Directors, exempt any Executive Officer (including any ex-Executive Officer) from liabilities provided for in Article 423, Paragraph 1 of the Companies Code.

CHAPTER 6 AUDITOR

Article 35 (Election)

The Auditor shall be elected by resolution of a General Meeting of Shareholders.

Article 36 (Term of Office)

The term of office of the Auditor shall expire at the close of the Ordinary General Meeting of Shareholders relating to the last business year ending within one (1) year of the Auditor's election to office. However, unless otherwise resolved at an Ordinary General Meeting of Shareholders, the Auditor shall be deemed to have been reelected by such Ordinary General Meeting of Shareholders.

Article 37 (Compensation)

Compensation of the Auditor shall be determined with the approval of the Audit Committee.

CHAPTER 7 ACCOUNTING

Article 38 (Business Year)

The business year of the Company shall commence on April 1 of every year and end on March 31 of the following year.

Article 39 (Declaration of Dividends)

The Company shall, by resolution of the Board of Directors, and not by resolution of a General Meeting of Shareholders, declare dividends, if any, and other matters provided for in each Item of Article 459, Paragraph 1 of the Companies Code.

Article 40 (Record Dates for the Dividends of Profit)

Record dates for dividends shall be March 31 and September 30 of every year.

2. The Company may set a record date for a dividend other than the record dates set out in the foregoing paragraph.

Article 41 (Lapse Period for Dividends)

The Company shall be relieved from liability to pay dividends which are not collected within three (3) years from the day on which such dividends first became due and payable.

Article 42

Any items not provided under these Articles of Incorporation shall be governed by the Companies Code and other applicable law.

Supplementary Provision

Pursuant to the provisions of Article 426, Paragraph 1 of the Companies Code, to the extent permitted by applicable law, the Company may by resolution of the Board of Directors exempt any Statutory Auditor from liabilities incurred before the adoption of the Corporate Structure of company with Nomination Committees, etc of the Board.

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