

## **Notice of the Results of the 81th Ordinary General Meeting of Shareholders**

Dear Shareholders:

The 81th Ordinary General Meeting of Shareholders of the HOYA CORPORATION was held on Wednesday, June 26, 2019, at the Bellesalle Shinjuku Grand (5F Conference Center) Tokyo, Japan and the following matters were reported and resolved. We highly appreciate your cooperation for the voting.

Yours very truly,

**HOYA CORPORATION**

6-10-1, Nishi-shinjuku,  
Shinjuku-ku, Tokyo, Japan  
Hiroshi Suzuki  
President and CEO

### **1. Matters reported:**

1. The business report and consolidated financial statements for the 81th fiscal year (from April 1, 2018 to March 31, 2019) and the audit reports of the consolidated financial statements for the fiscal year by the Independent Auditor and the Audit Committee.
2. Reports on financial statements for the 81th fiscal year (from April 1, 2018 to March 31, 2019).

The above two matters were reported.

### **2. Matters resolved:**

**Proposition :** Election of Seven (6) Directors.

This proposition was approved in its original form.

Yukako Uchinaga, Mitsudo Urano, Takeo Takasu, Shuzo Kaihori, Hiroaki Yoshihara and Hiroshi Suzuki were re-elected and inaugurated as Directors.

### 3. Results of Voting:

Proposition	FOR	AGAINST	ABSTAIN	Rate of APPROVAL (%)	RESULTS
<b>Proposition</b>					
Yukako Uchinaga	3,204,664	33,265	781	98.87%	Approved
Mitsudo Urano	3,212,043	25,885	781	99.10%	Approved
Takeo Takasu	3,211,993	25,935	781	99.09%	Approved
Shuzo Kaihori	3,212,141	25,787	781	99.10%	Approved
Hiroaki Yoshihara	3,212,078	25,850	781	99.10%	Approved
Hiroshi Suzuki	3,171,121	66,808	781	97.83%	Approved

(Notes)

- Requirements for passage of the proposition are as follows:
  - Attendance of shareholders who hold at least one-third of voting rights of shareholders eligible to exercise voting rights, and approval by the majority of the shareholders in attendance,
- The voting results have come out as a result of aggregating (i) the number of votes indicating approval or rejection exercised in advance on or before the day prior to the day of this general meeting of shareholders, and (ii) the number of votes of some shareholders who attended the meeting and whose intention to either approve or reject the propositions have been confirmed. Therefore, the results of voting by shareholders who attended the meeting, but for whom an intention to approve or reject propositions, or to abstain from voting, cannot be confirmed, are not included in the count.
- The process for calculating the rate of approval will include the number of voting rights of shareholders who attended the meeting including voting rights exercised in advance and voting rights of those who attended the meeting (including the voting rights of shareholders who left the meeting before it ended).

#### The members of Committees and Executive Officers (as of June 26, 2019):

Nomination Committee members:

Mitsudo Urano (Chairperson),  
Yukako Uchinaga, Takeo Takasu, Shuzo Kaihori and Hiroaki Yoshihara

Remuneration Committee members:

Takeo Takasu (Chairperson),  
Yukako Uchinaga, Mitsudo Urano, Shuzo Kaihori and Hiroaki Yoshihara

Audit Committee members:

Yukako Uchinaga(Chairperson),  
Mitsudo Urano, Takeo Takasu, Shuzo Kaihori and Hiroaki Yoshihara

(Note) Yukako Uchinaga, Mitsudo Urano, Takeo Takasu, Shuzo Kaihori, and Hiroaki Yoshihara are outside directors as provided for in Article 2, Item 15 of the Company Law.

Executive Officers (\* indicates Executive Officer concurrently appointed as Internal Director)

Representative Executive Officer, President & CEO : Hiroshi Suzuki \*

Representative Executive Officer, CFO: Ryo Hirooka

Executive Officer, COO (Information Technology) and CTO : Eiichiro Ikeda

Executive Officer, CLO and Head of Corporate Development and Affairs: Augustine Yee