

Notice of the Results of the 77th Ordinary General Meeting of Shareholders

Dear Shareholders:

The 77th Ordinary General Meeting of Shareholders of the HOYA CORPORATION was held on Friday, June 19, 2015, at the Bellesalle Shinjuku Grand (Event Hall) Tokyo, Japan and the following matters were reported and resolved. We really appreciate your cooperation for the voting.

Yours very truly,

HOYA CORPORATION

2-7-5, Naka-Ochiai, Shinjuku-ku,

Tokyo, Japan

Hiroshi Suzuki

President and CEO

1. Matters reported:

1. The business report and consolidated financial statements for the 77th fiscal year (from April 1, 2014 to March 31, 2015) 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 77th fiscal year (from April 1, 2014 to March 31, 2015).

The above two matters were reported.

2. Matters resolved:

Matters proposed by the Company (Propositions No. 1 to No. 3)

Proposition No. 1 : Election of Six (6) Directors.

This proposition was approved in its original form.

Messrs. Itaru Koeda, Yukako Uchinaga, Mitsudo Urano, Takeo Takasu and Hiroshi Suzuki were re-elected and Mr. Shuzo Kaihori were newly elected and inaugurated as Directors.

Proposition No. 2: Partial Amendment to the Articles of Incorporation (1)

Proposition No. 3: Partial Amendment to the Articles of Incorporation (2)

Matters proposed by shareholders (Propositions No. 4 to No. 21)

Proposition No. 4: Dismissal of Six (6) Directors

Proposition No. 5: Election of Directors

Proposition No. 6: Partial Amendment to the Articles of Incorporation

(Individual disclosure of executive compensation)

Proposition No. 7: Partial Amendment to the Articles of Incorporation

(Separation of roles of Chairperson of the Board of Directors and President & CEO)

Proposition No. 8: Partial Amendment to the Articles of Incorporation

(Disclosure of information regarding the decision-making policy on compensation for Directors and Executive Officers)

Proposition No. 9: Partial Amendment to the Articles of Incorporation

(Directors' Mandatory Retirement at 70 Years of Age)

Proposition No. 10: Partial Amendment to the Articles of Incorporation

(Appointment of Directors aged 40 or younger)

Proposition No. 11: Partial Amendment to the Articles of Incorporation

(Provision relating to the structure allowing shareholders to recommend candidates for positions as Directors to the Nomination Committee and equal treatment)

Proposition No. 12: Partial Amendment to the Articles of Incorporation

(Provision relating to communication between shareholders and Directors and relevant handling)

Proposition No. 13: Partial Amendment to the Articles of Incorporation

(Disclosure of relationship with the Employee Stock Ownership Association of HOYA CORPORATION)

Proposition No. 14: Not to Reappoint the Accounting Auditor

Proposition No. 15: Partial Amendment to the Articles of Incorporation

(Establishment of a special committee relating to handling of shareholder proposal rights)

Proposition No. 16: Partial Amendment to the Articles of Incorporation

(Establishment of a special committee relating to the relationship between the Company and Mr. Katsutoshi Kaneda)

Proposition No. 17: Partial Amendment to the Articles of Incorporation

(Establishment of a special committee relating to requests to Tape Rewrite Co., Ltd.)

Proposition No. 18: Partial Amendment to the Articles of Incorporation

(Establishment of a special committee relating to discontinuation of inorganic EL research)

Proposition No. 19: Partial Amendment to the Articles of Incorporation

(Establishment of a special committee relating to the suspension of rational creation of new businesses over the past 25 years)

Proposition No. 20: Partial Amendment to the Articles of Incorporation

(Establishment of a special committee relating to the business relationship with Kenko Tokina Co., Ltd.)

Proposition No. 21: Partial Amendment to the Articles of Incorporation

(Establishment of a special committee relating to appropriateness of hereditary succession to the position of corporate manager and the effect on shareholder value)

All of the above listed eighteen propositions were rejected.

3. Results of Voting:

Matter proposed by the Company (Proposition No. 1)

Proposition	FOR	AGAINST	ABSTAIN	Rate of APPROVAL (%)	RESULTS
Proposition No. 1					
Mr. Itaru Koeda	3,422,525	47,450	9,370	97.87%	Approved
Ms. Yukako Uchinaga	3,447,495	22,480	9,370	98.59%	Approved
Mr. Mitsudo Urano	3,447,488	22,488	9,370	98.59%	Approved
Mr. Takeo Takasu	3,416,320	53,656	9,370	97.70%	Approved
Mr. Shuzo Kaihori	3,448,947	21,029	9,370	98.63%	Approved
Mr. Hiroshi Suzuki	3,432,895	37,082	9,370	98.17%	Approved
Proposition No. 2	3,469,977	982	9,370	99.18%	Approved
Proposition No. 3	3,462,951	8,032	9,370	98.98%	Approved

Matters proposed by shareholders (Propositions No. 4 to No. 21)

Proposition	FOR	AGAINST	ABSTAIN	Rate of APPROVAL (%)	RESULTS
Proposition No. 4					
Mr. Hiroshi Suzuki	21,773	3,444,416	13,427	0.64%	Rejected
Mr. Yukiharu Kodama	21,707	3,444,482	13,427	0.64%	Rejected
Mr. Itaru Koeda	21,798	3,444,391	13,427	0.64%	Rejected
Mr. Yutaka Aso	21,759	3,444,430	13,427	0.64%	Rejected
Mr. Mitsudo Urano	21,269	3,444,920	13,427	0.63%	Rejected
Ms. Yukako Uchinaga	21,308	3,444,881	13,427	0.63%	Rejected
Proposition No. 5					
Mr. Taizo Takayama	24,690	3,446,042	9,373	0.73%	Rejected
Ms. Yukako Uchinaga					
Mr. Mitsudo Urano					

Mr. Takeo Takasu					
Proposition No. 6	1,352,638	2,119,818	9,373	38.67%	Rejected
Proposition No. 7	1,226,848	2,222,568	32,413	35.07%	Rejected
Proposition No. 8	73,223	3,399,220	9,393	2.11%	Rejected
Proposition No. 9	60,009	3,410,675	11,142	1.73%	Rejected
Proposition No. 10	26,279	3,445,954	9,393	0.77%	Rejected
Proposition No. 11	30,332	3,442,128	9,393	0.89%	Rejected
Proposition No. 12	34,009	3,435,680	12,163	0.99%	Rejected
Proposition No. 13	30,853	3,371,687	79,318	0.90%	Rejected
Proposition No. 14	24,936	3,442,283	14,635	0.73%	Rejected
Proposition No. 15	26,638	3,379,478	75,785	0.78%	Rejected
Proposition No. 16	26,807	3,380,840	74,247	0.79%	Rejected
Proposition No. 17	26,564	3,381,085	74,247	0.78%	Rejected
Proposition No. 18	26,672	3,380,970	74,247	0.78%	Rejected
Proposition No. 19	26,732	3,380,921	74,247	0.78%	Rejected
Proposition No. 20	26,845	3,380,882	74,247	0.79%	Rejected
Proposition No. 21	26,651	3,379,257	75,785	0.78%	Rejected

(Notes)

1. Requirements for passage of the proposition are as follows:
 - Propositions No.1, No.4 and No.5: 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,
 - Propositions No.2 to No.21 (excluding Propositions No.4, No.5 and No.14): Attendance of shareholders who hold at least one-third of voting rights of shareholders eligible to exercise voting rights, and approval by at least two-thirds of the shareholders in attendance,
 - Proposition No. 14: Approval by the majority of the shareholders in attendance.
2. Ms. Yukako Uchinaga, Mr. Mitsudo Urano and Mr. Takeo Takasu, who are candidates as directors proposed by shareholders, are also candidates as directors proposed by the Company. In order not to count one vote twice, the votes for Ms. Yukako Uchinaga, Mr. Mitsudo Urano and Mr. Takeo Takasu are counted as votes for Proposition No. 1.
3. The voting results have come out as a result of aggregating 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 the votes of some shareholders who attended the meeting and indicated an 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.
4. 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]).
5. In calculating the rate of approval, the number of voting rights exercised in advance which indicated intentions that were deemed invalid are also included in the number of voting rights of attending shareholders.

The members of Committees and Executive Officers (as of June 19, 2015):

Nomination Committee members:

Mr. Itaru Koeda (Chairperson),
Ms. Yukako Uchinaga, Mr. Mitsudo Urano, Mr. Takeo Takasu and
Mr. Shuzo Kaihori

Remuneration Committee members:

Mr. Mitsudo Urano (Chairperson), Mr. Itaru Koeda,
Ms. Yukako Uchinaga, Mr. Takeo Takasu and Mr. Shuzo Kaihori

Audit Committee members:

Ms. Yukako Uchinaga (Chairperson), Mr. Itaru Koeda,
Mr. Mitsudo Urano, Mr. Takeo Takasu and Mr. Shuzo Kaihori

(Note) Mr. Itaru Koeda, Ms. Yukako Uchinaga, Mr. Mitsudo Urano, Mr. Takeo Takasu and Mr. Shuzo Kaihori 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 : Mr. Hiroshi Suzuki *

Representative Executive Officer, CFO: Mr. Ryo Hirooka

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

Executive Officer, Visioncare Company President: Mr. Girts Cimermans

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