

Notice of the Results of the 76th Ordinary General Meeting of Shareholders

Dear Shareholders:

The 76th Ordinary General Meeting of Shareholders of the HOYA CORPORATION was held on Wednesday, June 18, 2014, 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 76th fiscal year (from April 1, 2013 to March 31, 2014) 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 76th fiscal year (from April 1, 2013 to March 31, 2014).

The above two matters were reported.

2. Matters resolved:

Matter proposed by the Company (Proposition No. 1)

Proposition No.1 : Election of 7 Directors.

The proposition was approved in its original form.

Messrs. Yukiharu Kodama, Itaru Koeda, Yutaka Aso, Yukako Uchinaga, Mitsudo Urano and Hiroshi Suzuki were re-elected and Mr. Takeo Takasu were newly elected and they inaugurated as Directors.

Matters proposed by shareholders (Propositions No. 2 to No. 18)

Proposition No. 2: Election of Directors

Proposition No. 3 Partial amendment to the Articles of Incorporation
(Regulation on treatment of submitted voting form left blank)

Proposition No. 4: Partial amendment to the Articles of Incorporation
(Individual disclosure of remunerations)

Proposition No. 5: Partial amendment to the Articles of Incorporation
(Separation of roles of Chairman of the Board of Directors and CEO)

Proposition No. 6: Not to reappoint the accounting auditor

Proposition No. 7: Partial amendment to the Articles of Incorporation
(Disclosure of Director term limit)

Proposition No. 8: Partial amendment to the Articles of Incorporation
(Disclosure of Director age limit)

Proposition No. 9: Partial amendment to the Articles of Incorporation
(Disclosure of Director training)

Proposition No. 10: Partial amendment to the Articles of Incorporation
(Disclosure of hereditary succession of Representative Executive Officer and CEO)

Proposition No. 11: Partial amendment to the Articles of Incorporation
(Stipulation regarding opposing proposals and amendment proposals)

Proposition No. 12: Partial amendment to the Articles of Incorporation
(Stipulation regarding the length of time for explaining a shareholder proposal)

Proposition No. 13: Partial amendment to the Articles of Incorporation
(Stipulation regarding recommendatory proposals)

Proposition No. 14: Partial amendment to the Articles of Incorporation
(Establishment of a special committee regarding expansion into the ophthalmology-pharma business)

Proposition No. 15: Partial amendment to the Articles of Incorporation
(Establishment of a special committee regarding the loss in enterprise value accompanying the Pentax acquisition)

Proposition No. 16: Partial amendment to the Articles of Incorporation
(Establishment of Technology Management Committee)

Proposition No. 17: Partial amendment to the Articles of Incorporation
(Disclosure related to say-on-pay)

Proposition No. 18: Partial amendment to the Articles of Incorporation
(Prohibition of drafting false transcripts of proceedings of General

Meeting of Shareholders)

Each proposition of the above seventeen propositions was 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. Yukiharu Kodama	3,427,508	140,586	9,623	95.55%	Approved
Mr. Itaru Koeda	3,435,922	132,177	9,623	95.78%	Approved
Mr. Yutaka Aso	3,434,487	133,612	9,623	95.74%	Approved
Ms. Yukako Uchinaga	3,436,207	131,896	9,623	95.79%	Approved
Mr. Mitsudo Urano	3,437,979	130,126	9,623	95.84%	Approved
Mr. Takeo Takasu	3,439,180	128,929	9,623	95.87%	Approved
Mr. Hiroshi Suzuki	3,390,283	177,831	9,623	94.51%	Approved

Matters proposed by shareholders (Propositions No. 2 to No. 18)

Proposition	FOR	AGAINST	ABSTAIN	Rate of APPROVAL (%)	RESULTS
Proposition No.2					
Mr. Yu Kubozono	34,110	3,421,294	122,267	0.95%	Rejected
Mr. Mitsutaka Yamaguchi	34,018	3,421,383	122,267	0.95%	Rejected
Ms. Noriko Yamanaka	33,318	3,421,794	122,570	0.93%	Rejected
Ms. Yukako Uchinaga					
Mr. Mitsudo Urano					
Proposition No.3	273,259	3,295,716	9,633	7.62%	Rejected
Proposition No.4	1,599,476	1,969,535	9,633	44.59%	Rejected
Proposition No.5	1,462,287	2,106,664	9,700	40.76%	Rejected
Proposition No.6	50,196	3,405,457	123,002	1.40%	Rejected
Proposition No.7	66,165	3,392,565	119,928	1.84%	Rejected
Proposition No.8	54,848	3,404,146	119,625	1.53%	Rejected
Proposition No.9	53,860	3,405,156	119,625	1.50%	Rejected
Proposition No.10	191,412	3,377,591	9,633	5.34%	Rejected
Proposition No.11	84,102	3,369,993	124,540	2.34%	Rejected
Proposition No.12	79,770	3,377,442	121,466	2.22%	Rejected
Proposition No.13	152,580	3,304,655	121,466	4.25%	Rejected
Proposition No.14	71,360	3,382,801	124,540	1.99%	Rejected
Proposition No.15	181,471	3,382,683	14,548	5.06%	Rejected
Proposition No.16	71,920	3,382,245	124,540	2.00%	Rejected
Proposition No.17	203,035	3,078,852	296,753	5.66%	Rejected
Proposition No.18	91,133	3,363,228	124,237	2.54%	Rejected

(Notes)

1. Requirements for passage of the proposition are as follows:
 - Propositions No.1 and No.2: 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.3 to No.18 (excluding Proposition No.6): 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.6: Approval by the majority of the shareholders in attendance.
2. Ms. Yukako Uchinaga and Mr. Mitsudo Urano, 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 and Mr. Mitsudo Urano are counted as votes for Proposition No.1.
3. The results of the exercise of voting have come out as a result of aggregating the number of voting rights indicating approval or rejection exercised in advance on or before the day prior to the day of this general meeting of shareholders and the voting rights of certain shareholders who attended the meeting and whose intentions to approve or reject the propositions have been confirmed. Therefore, the results of the exercise of voting rights by shareholders who attended the meeting but whose intentions to approve or reject the proposition or to abstain from the votes 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 and indicating intentions that were deemed invalid is also included in the number of voting rights of attending shareholders.

The members of Committees and Executive Officers (as of June 18, 2014):

Nomination Committee members:

Mr. Itaru Koeda (Chairperson), Mr. Yukiharu Kodama, Mr. Yutaka Aso,
Ms. Yukako Uchinaga, Mr. Mitsudo Urano and Mr. Takeo Takasu

Remuneration Committee member:

Mr. Yutaka Aso (Chairperson), Mr. Yukiharu Kodama, Mr. Itaru Koeda,
Ms. Yukako Uchinaga, Mr. Mitsudo Urano and Mr. Takeo Takasu

Audit Committee member:

Mr. Yukiharu Kodama (Chairperson), Mr. Itaru Koeda, Mr. Yutaka Aso
Ms. Yukako Uchinaga, Mr. Mitsudo Urano and Mr. Takeo Takasu

(Note) Messrs. Yukiharu Kodama, Itaru Koeda, Yutaka Aso, Ms. Yukako Uchinaga and Mr. Mitsudo Urano and Mr. Takeo Takasu 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, Chief Financial Officer : Mr. Ryo Hirooka

Executive Officer, Chief Operating Officer (Information Technology) : Mr. Eiichiro Ikeda

Executive Officer, Chief Operating Officer (Life Care) : Mr. Girts Cimermans

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