



June 21, 2010

Notice of the Results of the 72nd Ordinary General Meeting of Shareholders

Dear Shareholders:

The 72nd Ordinary General Meeting of Shareholders of the HOYA CORPORATION was held on Friday, June 18, 2010, at 10:00 a.m. at Chinzan-so, Tokyo, Japan and the following matters were reported and resolved. We really appreciate your cooperation for the proxy voting. From this time, we decided to disclose the results of exact number of the voting proxy in order to enhance the quality of the disclosure regarding the meeting.

Yours very truly,

HOYA CORPORATION

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

Tokyo, Japan

Hiroshi Suzuki

President and Chief Executive Officer

1. Matters reported:

1. The business report and consolidated financial statements for the 72nd fiscal year (from April 1, 2009 to March 31, 2010) 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 72nd fiscal year (from April 1, 2009 to March 31, 2010).
(Please refer to the accompanying business report for the 72nd fiscal year for details of the reports stated above.)

The above two matters were reported. The year-end dividend for the 72nd business year was yen 35 per share. Consequently, the dividend throughout the 72nd business year, including the interim dividend of yen 30 per share already paid, amounted to yen 65 per share. As the board of Directors of HOYA CORPORATION can decide the dividend, pursuant to the Company Law, without the resolution at the Ordinary General Meeting of Shareholders, and so pay the year-end dividend immediately after the Board of Directors' meeting in May. This year, we mailed relevant documents on June 1, and began to pay from June 2.

2. Matters resolved:

Matters proposed by the Company (Propositions No. 1 and No. 2)

Proposition No.1 : Election of 8 Directors.

The proposition was approved in its original form.

Messrs. Takeo Shiina, Yuzaburo Mogi, Eiko Kono, Yukiharu Kodama, Itaru Koeda, Hiroshi Suzuki, Hiroshi Hamada, and Kenji Ema were re-elected and they inaugurated as Directors.

Proposition No.2 : Issuance of stock acquisition rights as stock options

The proposition was approved in its original form.

It was approved that the Company issues stock acquisition rights, not exceeding 5,000 rights (equivalent to 2,000,000 shares to be issued upon exercise), to its employees of the Company and the Directors and employees of its subsidiaries as stock options, and that authority for decisions on the detailed terms and conditions for stock acquisition rights is delegated to the Board of Directors.

Matters proposed by a shareholder (Propositions No. 3 to No. 17)

Proposition No. 3: Election of 9 Directors

Among the nine directorial candidates included in its original form, six of them (Mr. Balamurali K. Ambati, Mr. Paul Ashton, Mr. Cardinal Warde, Mr. Akira Mizobuchi, Ms. Motoko Hirotsu and Mr. Yohei Suda) were rejected. Three of them (Mr. Hiroshi Hamada, Ms. Eiko Kono and Mr. Itaru Koeda) , who are also included in the Company's proposition No.1, were re-elected and they inaugurated as Directors.

Proposition No. 4: Partial amendment to the Articles of Incorporation

(Amendment to increase to 4,000 characters the amount of explanatory text permitted for shareholder propositions)

Proposition No. 5: Partial amendment to the Articles of Incorporation

(Secret ballot)

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

(Restriction on the number of corporate insiders' seats on the Board of Directors)

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

(Cumulative vote)

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

(Prohibition of interlocking directors)

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

(Restriction on the number of positions assumed by Outside Directors at other companies)

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

(Restriction to 10 of the number of times that an Outside Director may be reappointed)

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

(Disclosure of remuneration to directors who have resigned)

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

(Obligation to hold meetings not involving Executive Officers)

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

(Obligation to create guidelines defining Independent Directors)

Proposition No. 14: Partial amendment to the Articles of Incorporation

(Individual disclosure of remuneration)

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

(Disclosure of positions held at public-interest corporations)

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

(Prior notice and disclosure of sales of shares by directors and their families)

**Proposition No. 17: Partial amendment to the Articles of Incorporation
(Prohibition of hedging by stock option holders)**

Each of the above 14 propositions was rejected.

* Propositions No. 3 to No. 17 are proposals made by one of our shareholders (number of voting rights: 380).

3. Results of Voting:

Matters proposed by the Company (Propositions No. 1 and No. 2)

Proposition	FOR	AGAINST	ABSTAIN	Rate of APPROVAL (%)	RESULTS
Proposition No.1					
Takeo Shiina	3, 244, 610	70, 992	4, 636	95. 06%	Approved
Yuzaburo Mogi	3, 226, 468	89, 135	4, 636	94. 53%	Approved
Eiko Kono	3, 237, 465	78, 138	4, 636	94. 85%	Approved
Yukiharu Kodama	3, 299, 707	15, 896	4, 636	96. 68%	Approved
Itaru Koeda	3, 301, 689	13, 914	4, 636	96, 74%	Approved
Hiroshi Suzuki	3, 301, 302	10, 177	8, 760	96. 72%	Approved
Hiroshi Hamada	3, 301, 610	9, 869	8, 760	96. 73%	Approved
Kenji Ema	3, 301, 519	9, 960	8, 760	96. 73%	Approved
Proposition No.2	3, 339, 282	54, 841	1, 681	97. 84%	Approved

(Note) 1. Requirements for passage of the propositions are as follows:

- Proposition No.1: 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
 - Proposition No.2: 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.
2. The requirements for passage of the resolutions have been met 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 intention to approve or reject the propositions have been confirmed, and the resolutions were thereby enacted lawfully under the Companies Act. Therefore, the results of the exercise of voting rights by shareholders who attended the meeting but whose intention to approve or reject the proposition or to abstain from the votes cannot be confirmed are not included in the count.
 3. The number of voting rights of shareholders who attended the meeting of shareholders (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]) was 3,412,906, and the rate of approval is the ratio to the number of voting rights of shareholders who attended the meeting.

4. 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.

Matters proposed by a shareholder (Propositions No. 3 to No. 17)

Proposition	FOR	AGAINST	ABSTAIN	Rate of APPROVAL (%)	RESULTS
Proposition No. 3					
Balamurali K. Ambati	3,054	3,247,372	10,126	0.08%	Rejected
Paul Ashton	2,898	3,247,528	10,126	0.08%	Rejected
Cardinal Warde	3,773	3,246,653	10,126	0.11%	Rejected
Akira Mizobuchi	14,908	3,235,518	10,126	0.43%	Rejected
Motoko Hirotsu	16,799	3,233,627	10,126	0.49%	Rejected
Yohei Suda	15,603	3,234,823	10,126	0.45%	Rejected
Hiroshi Hamada	See the results of Proposition No.1				
Eiko Kono	Same as above				
Itaru Koeda	Same as above				
Proposition No. 4	1,473,913	1,650,580	271,170	43.18%	Rejected
Proposition No. 5	214,430	2,918,755	262,485	6.28%	Rejected
Proposition No. 6	95,178	3,038,006	262,485	2.78%	Rejected
Proposition No. 7	269,087	2,864,213	262,358	7.88%	Rejected
Proposition No. 8	133,477	2,999,698	262,485	3.91%	Rejected
Proposition No. 9	281,635	2,846,594	267,440	8.25%	Rejected
Proposition No. 10	276,346	2,852,572	266,753	8.09%	Rejected
Proposition No. 11	402,325	2,730,831	262,358	11.78%	Rejected
Proposition No. 12	1,157,971	1,960,431	277,251	33.92%	Rejected
Proposition No. 13	114,291	3,014,628	266,753	3.34%	Rejected
Proposition No. 14	1,548,542	1,584,773	262,358	45.37%	Rejected
Proposition No. 15	413,116	2,716,315	266,234	12.10%	Rejected
Proposition No. 16	869,680	2,254,128	271,857	25.48%	Rejected
Proposition No. 17	875,147	2,182,655	337,882	25.64%	Rejected

(Note) 1. Requirements for passage of the propositions are as follows:

- Proposition No.3: 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
 - Proposition No.4 to No.17: 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
2. The requirements for passage of the resolutions have been met 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 intention to approve or reject the propositions have been confirmed, and the resolutions were thereby enacted lawfully under the Companies Act. Therefore, the results of the exercise of voting rights by shareholders who attended the meeting but whose intention to approve or reject the proposition or to abstain from the votes cannot be confirmed are not included in the count.

3. The number of voting rights of shareholders who attended the meeting of shareholders (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]) was 3,412,906 and the rate of approval is the ratio to the number of voting rights of shareholders who attended the meeting.
4. 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.
5. Of the directorial candidates listed in Proposition No. 3 of the shareholder's proposals, Mr. Hiroshi Hamada, Ms. Eiko Kono, and Mr. Itaru Koeda are also included in Proposition No. 1 given by the Company. Therefore, to avoid double voting for the same candidates, approval or rejection of the election of the said three candidates was determined based on the total number of voting rights exercised for the Proposition No.1, and those exercised for No.3 were considered invalid.

The members of the new Board of Committee and Executive Officers (as of June 18, 2010):

Nomination Committee members:

Mr. Takeo Shiina (Chairman), Mr. Yuzaburo Mogi, Ms. Eiko Kono, Mr. Yukiharu Kodama, and Mr. Itaru Koeda

Audit Committee member:

Mr. Yukiharu Kodama (Chairman), Mr. Takeo Shiina, Mr. Yuzaburo Mogi, Ms. Eiko Kono, and Mr. Itaru Koeda

Remuneration Committee member:

Mr. Yuzaburo Mogi (Chairman), Mr. Takeo Shiina, Ms. Eiko Kono, Mr. Yukiharu Kodama, and Mr. Itaru Koeda

(Note) Messrs. Takeo Shiina, Yuzaburo Mogi, Eiko Kono, Yukiharu Kodama, and Itaru Koeda are outside directors as provided for in Article 2, Item 15 of the Company Law.

Executive Officers (* indicates Director)

President & CEO : Hiroshi Suzuki *

Executive Officer & Chief Operating Officer : Hiroshi Hamada *

Executive Officer & Chief Financial Officer : Kenji Ema *

Executive Officer, Technology : Taro Hagiwara