



Code of Conduct

The Right Thing, The Right Way



CEO's Message



Dear HOYA Group family,

Throughout our long history, HOYA Group has always maintained an unwavering commitment to our mission of creating products and services through innovation and creative technology. That focus enables us to make a fair profit as a company and improve people's lives. But the way we achieve these results is even more important. It is our responsibility to conduct our business with an absolute commitment to legal compliance and ethical practices and to contribute positively to society. In addition,

we must always act in a way that demonstrates respect and care for all members of the HOYA family.

No matter how times change or where we do business, there is one goal we must focus on together – maintaining trust in the HOYA Group. Each of you has a critical role in ensuring the company's success. Your conduct has a great impact on how the company grows and how we are viewed by our stakeholders. Making sales and profits based on illegal or unethical acts is not acceptable. In order for a company to be recognized and highly valued by society, each of you need to make good choices each day at work – doing the right thing, the right way.

With employees in more than 35 countries and commercial reach into many more, it is now more important than ever to operate under one set of global standards. Therefore, we have developed this Global Code of Conduct to guide all employees of HOYA Group in maintaining the trust of our employees, customers, and shareholders. Although no Code can cover all situations you might encounter in the workplace, it can provide a solid foundation on which you can make good choices. If after consulting the Code you still have questions or concerns, you should discuss them with your supervisor or manager, the legal or compliance departments, or contact the HOYA HelpLine.

Remember, you are a valued member of the HOYA Group, and the choices you make lay the foundation for trust in our company. I expect you to tackle problems with integrity and work together each day to do what is right. Together we will build and maintain a Group that is truly respected and deserving of trust.

Thank you once again for your continuous dedication and support of the HOYA mission. HOYA will continue to focus as we always have on the safety and well-being of our colleagues and providing outstanding products and service to our customers around the world. Let us stay united and help one another to accomplish the common goals of HOYA Group through a constant focus on doing the right thing the right way.

池田 英一郎

Eiichiro Ikeda

Chief Executive Officer, HOYA Group

Corporate Mission

Dedicated to innovation in information technology, lifestyles, and culture, HOYA envisions a world where all can enjoy the good life, living in harmony with nature.

Commitment to shareholders

HOYA strives to increase corporate value by improving business results and maintaining growth. Our goal is to pay fair dividends and give shareholders a return on investment that meets their expectations. We willingly and impartially disclose corporate information.

Commitment to customers

HOYA's goal is to provide safe, high-quality products and services that offer true value. We make every effort to increase customer satisfaction by continuously improving the quality of our operations.

Commitment to employees

HOYA respects the personality and individuality of each employee. We offer employees opportunities to maximize their initiative and creativity in a safe and fulfilling work environment. We do our best to ensure a good living for our employees.

Commitment to society

HOYA always strives to be a responsible corporate citizen. We work hard to ensure that our corporate activities are carried out with respect for the environment. We are absolutely committed to legal compliance and ethical practices.

Dedication to innovative management

HOYA constantly strives to create new value through innovation and creative technology. We make the most of the advances of the information age with our worldwide management network. We take a global perspective while respecting local culture and customs.



Table of Contents

Introduction	5
We Honor Our Code of Conduct	6
We Understand Our Responsibilities	8
We Share Our Concerns	10

We Respect Others	12
Human Rights	13
A Positive, Productive Workplace	14
Health and Safety	15
Data Privacy	16
Protecting the Business Information of Others	18

We Conduct Business Lawfully	19
Quality and Safety of Our Products and Services	20
Fair Competition	22
Anti-bribery and Anti-corruption	24
International Trade	26

We Are Responsible Business Partners	28
Healthcare Industry Obligations	29
Supplier Relationships	31
Conflicts of Interest	32
Gifts and Entertainment	34
The Environment	35

We Safeguard the Group	36
Accurate Recordkeeping	37
HOYA Group Information	39
HOYA Group Assets	41
Insider Trading	43
Responsible Communications	45

Appendix	
HOYA Group Code of Conduct Affirmation Form (For Employees)	46
Helpful Resources	47



Introduction

Our Code is an important resource for helping us achieve our mission. It also helps us, in every action we take, to do the right thing, the right way.



We Honor Our Code of Conduct	6
We Understand Our Responsibilities	8
We Share Our Concerns	10



We Honor Our Code of Conduct

In accordance with the HOYA Group's fundamental policy and values (as stated in its Corporate Mission and Management Principles), the HOYA Code of Conduct ("Code") sets out the basic guidelines that we all work toward and are to abide by in the performance of our duties at the HOYA Group.



Our Code applies to:

- Every employee, at every level of the Group. Each is responsible for reading, understanding, and respecting the HOYA Code of Conduct.
- Temporary staff and onsite contract workers, who work for the HOYA Group, while not directly employed by the Group.

Valued partners of the HOYA Group, temporary, and contract workers are also asked to conduct themselves in accordance with the HOYA Code of Conduct.

At HOYA, we:

- Never violate the Code of Conduct, even if asked to do so by a supervisor or manager.
- Sacrifice profit if it means violating our Code of Conduct.
- Don't allow the practices of other companies to influence our commitment to our Code of Conduct.



What happens if someone violates our Code?

Any employee who violates the Code or encourages others to do so, or who turns a blind eye to a violation, may be subject to disciplinary action according to the nature and severity of the infraction. For officers or directors, penalties may be more severe.

If questions about the HOYA Code of Conduct arise in the course of your work, or if you see or suspect a violation of the

Code, you should immediately consult your supervisor, manager, or a specialist in charge of the area involved (for example, finance, human resources, the legal or compliance departments, environment, export control, pharmaceutical matters, etc.) to determine the appropriate course of action.

If you feel that you cannot resolve the issue within your workplace, contact the [HOYA HelpLine](#) or other locally available reporting channel for advice rather than letting the matter pass. Reports to such channels may also be made anonymously, where permitted by law. As a Group, HOYA strictly prohibits retaliation against anyone who comes forward to report a concern in good faith.

WHAT WOULD YOU DO?

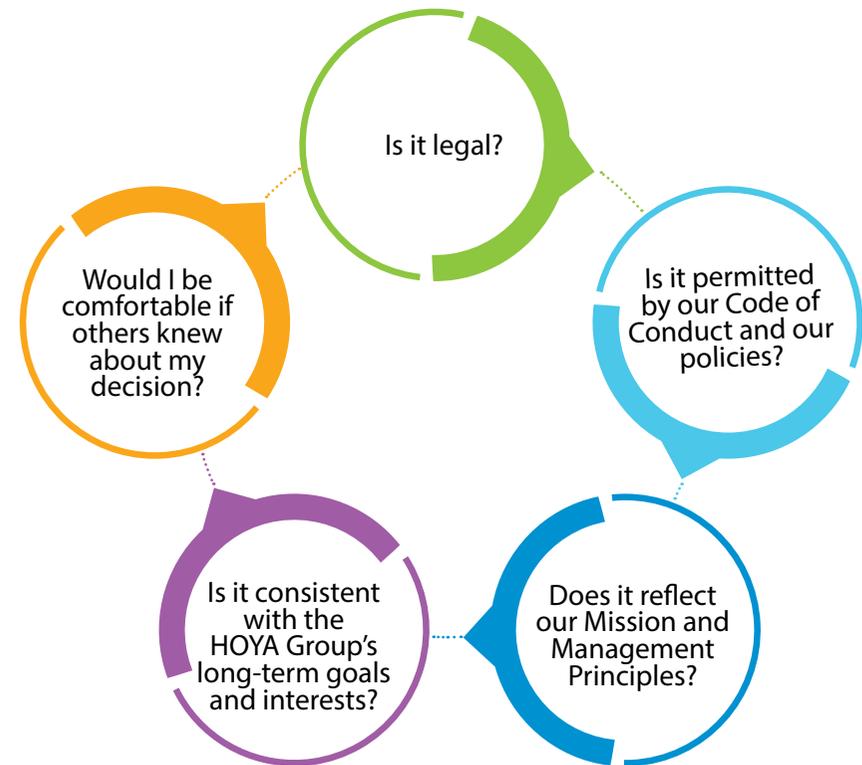
What if there is a conflict between what's in our Code and the laws in the country where you work, and you're not sure what to do?

You must follow the stricter requirement. If it's not clear which requirement is stricter, you should seek guidance from the legal or compliance departments.

We Understand Our Responsibilities

Every member of the HOYA Group has a responsibility to maintain our reputation for operating lawfully and ethically. To meet this responsibility:

- Each of us must demonstrate workplace behavior that reflects our values and complies with all applicable laws, statutes, and HOYA Group regulations and policies (including industry-specific regulations related to some of our business operations). We must also conduct ourselves in accordance with HOYA Group regulations and policies and avoid even the appearance of impropriety.
- We understand that these guidelines do not address every situation we might face in the workplace. In situations where the right path is not clear, we ask ourselves:



If you can answer **“yes”** to all five questions, it’s probably acceptable to move forward. But a **“no”** or **“I’m not sure”** to any question means you must stop, reconsider, or seek guidance from your supervisor, manager, department head, human resources, or the legal or compliance departments before moving forward. Remember that it is always appropriate, under any set of circumstances, to ask for help.

- We do not respond to any demands from organized criminal organizations.
- Business decisions we make, regardless of our job position, should be made in the best interest of the HOYA Group. As employees, we must ensure that:
 - We operate free from any conflicts of interest.
 - We do not misappropriate any HOYA Group property.
 - We follow proper HOYA Group procedures.
 - We are authorized and fully accountable for the decisions we make.

Leaders have additional responsibilities.

If you are a supervisor or manager, you set the tone for an ethical workplace. HOYA expects leaders to:

- Set a good example, reflect the Group's values, and demonstrate a commitment to this Code through their words and actions.
- Create an atmosphere that helps promote lawful and ethical behavior that allows employees to ask questions and raise concerns.
- Foster the completion of required compliance training and look for additional ways to communicate on a regular basis the importance of complying with this Code and other HOYA policies or the policies of their HOYA division.

- Promptly report to the legal department any violations of law or other misconduct that is significant in nature or scope.
- Ensure that employees (reporting directly or indirectly) know there will be no retaliation for reporting violations in good faith.

We attest annually to our Code.

Reading, reviewing, and relying on our Code is one way that each of us can promote an ethical workplace. To confirm everyone's understanding of the Code, HOYA conducts an Annual Review and Affirmation in a way that is applicable in each country. Employees will also be given additional resources to enhance their understanding of the Code, such as in-person and computer-based training.

Implementation of the above procedures will be confirmed through an internal audit.

HOYA HelpLine Group (HHL Group) at HOYA Corporation headquarters oversees and administers the HOYA Code of Conduct. The Code cannot be modified without HHL Group permission.

We Share Our Concerns

We work together to promote an ethical workplace. Reporting violations of our Code of Conduct is everyone's responsibility. If you have questions about the Code, or suspect a violation of our Code, you have several resources available to help you.

Start with your supervisor or manager. He or she is in the best position to understand your concern and take the appropriate action.

If you feel uncomfortable speaking with your supervisor or manager, you may contact:

- Another member of management
- A member of the human resources, legal, or compliance departments
- The HOYA HelpLine

What is the HOYA HelpLine?

The HOYA HelpLine is an independent channel of communication for employees of the HOYA Group in certain locations to report potential violations of law or the HOYA Code of Conduct. Where available, the HOYA HelpLine serves as a resource in addition to the regular reporting lines available within each company of the HOYA Group.

If the HOYA HelpLine is available in your location, you may access it to ask a question or share a concern. When you contact the HOYA HelpLine:

- You may speak in your own language using the telephone channel available in your location or provide a report through an online intake form or by email.
- Your concern will be documented in detail and reported to HOYA's internal HelpLine team for investigation.
- You may check back to find out the status of the investigation or to report any additional information you may have.
- You have the assurance of knowing that your concern will be handled promptly and discreetly.



Come forward without fear.

You may report concerns anonymously, unless restricted by local laws. If you do provide your name, every effort will be made to protect your identity if requested. In some cases, however, it may not be possible to keep your identity confidential because of the nature of the investigation, the demands of conducting a thorough investigation, or certain legal requirements.

If you are involved in a compliance investigation in any way (even as a witness), you may not discuss the investigation with anyone other than those conducting the investigation, unless specifically permitted by the investigator. You must also cooperate in good faith with any investigation and provide truthful answers to any questions asked by the investigation team.

HOYA Group prohibits retaliation.

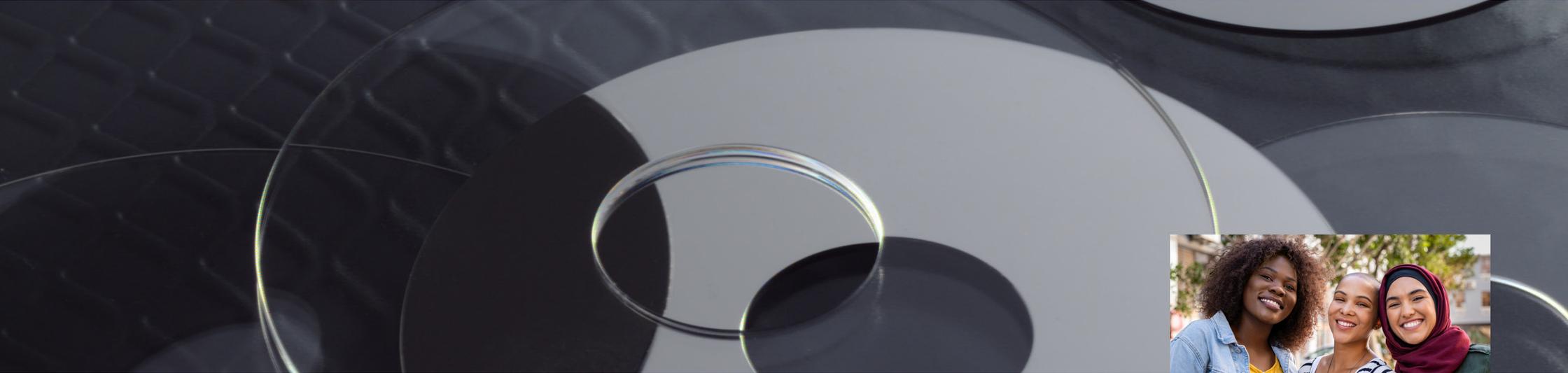
HOYA does not allow retaliation against anyone who, in good faith, raises a compliance concern or integrity issue. Anyone engaging in retaliation will be subject to disciplinary action, which may include termination of employment. If you believe that you, or another employee, has been retaliated against for raising a good faith concern or a violation of law, regulation, policy, or this Code, immediately contact the compliance department or the HOYA HelpLine where it is available and permitted by law.

We take violations seriously.

Disciplinary action, including termination of employment, may be taken against any HOYA employee who violates the law, regulations, this Code, or our policies, or procedures. This applies to supervisors or managers who ignore violations or willfully fail to detect or correct them. HOYA management and human resources are responsible for overseeing the disciplinary standards to ensure that any related disciplinary actions are consistently applied, as allowed by local labor laws.

What is a “good faith” concern?

It means that you’re coming forward with a sincere desire to provide honest and accurate information, even if you are later proven to be mistaken.



We Respect Others

We are a team of dedicated employees operating in countries around the globe thinking creatively, driving innovation, and making a difference in the lives of people everywhere.

- Human Rights 13
- A Positive, Productive Workplace 14
- Health and Safety 15
- Data Privacy 16
- Protecting the Business Information of Others 18

Human Rights

We respect one another and recognize the dignity and worth of each individual.

We are committed to:

- Providing a working environment where employees can do their best work. We do not discriminate against or harass others on the basis of race, nationality, sex, religion, creed, birth, age, physical or mental disability, sexual orientation, or any other legal requirements.
- Promoting a workplace free of harassment (including sexual harassment), intimidation, violence, and bullying.
- Protecting basic human rights. We prohibit child labor, forced labor, and human trafficking within our own operations and throughout our supply chain.
- Respect for the family rights of our employees. We will not harass, dismiss, demote, reduce the salary of, or transfer an individual due to pregnancy, childbirth, childcare leave, or nursing care leave.
- Sharing our concerns if we experience or witness discrimination, harassment, or a violation of human rights.



WHAT WOULD YOU DO?

One of your coworkers sends emails containing jokes about certain nationalities. They make you uncomfortable, and you usually delete them. Should you take any further action?

Yes. You should ask your coworker to stop sending the emails, and if the activity continues, notify your supervisor or manager. This kind of behavior is disrespectful and can harm morale and the team environment that we have all worked to create.

When visiting a new supplier, you notice employees working there who seem underage. When you ask the supplier about it, you don't get a clear answer. What are your next steps?

You did the right thing first, to be on the lookout for human rights abuses, and second, to raise your concerns with the supplier. The next step would be to report the incident to the legal department. We are committed to human rights and to the elimination of human rights abuses including child labor.

A Positive, Productive Workplace

We promote an open, positive work environment and foster good human relations to create a friendly, collaborative atmosphere.

We are committed to:

- Helping each other achieve and succeed. That means:
 - We do not perform our duties under the influence of alcohol, or possess, use, or distribute illegal drugs or controlled substances on HOYA Group premises.
 - We do not bring firearms, knives, or other dangerous items onto HOYA Group premises.
 - We do not gamble, lend money, or solicit our coworkers or business partners during work hours for contributions of their time, resources, or funds.
 - We do not use recording or video surveillance equipment in the workplace unless there is a legitimate business reason, it complies with local laws, and company authorization has been obtained.
- Honoring the contribution of every individual, by listening, engaging in free, open discussion, and working to collaborate with one another.



WHAT WOULD YOU DO?

During a job interview, a candidate mentions that she has two young children. You know that the position will require overtime so you ask about her childcare arrangements. Is that permitted?

No. Factors such as marital status, parental status, and pregnancy cannot be considered when making a hiring decision. However, it is permissible to tell the candidate that the ability to work overtime is an expectation of the position and ask whether that will be an issue for her.

You were recently diagnosed with a medical condition that makes it difficult to perform one of your regular job duties. What should you do?

HOYA is committed to providing reasonable accommodations to all qualified individuals with disabilities. You should notify your manager or human resources of your situation so that they can discuss possible accommodations with you.

Health and Safety

We value the efforts of every individual and work to ensure workplace safety, eliminate workplace accidents and disasters, and prevent injury.

We are committed to:

- Doing our part to keep everyone at HOYA injury- and illness-free by:
 - Following the policies of the facilities where we work, keeping the workplace clean and hygienic, and observing good safety practices at all times.
 - Participating in training and drills. We take care to never operate machinery or equipment for which we are not authorized or have not been trained.
 - Following occupational safety and health rules. We wear protective gear when required, keep out of danger zones, and check safety devices.
 - Preventing overwork, which can put individuals' safety at risk.
 - Taking measures to protect employees by preventing sick people from entering the workplace.
- Honoring each other's rights with respect to labor legislation (e.g., childcare leave, family care leave, paid vacation).

- Accurately recording our hours of work. We do not work unpaid overtime nor allow others to do so.
- Never taking hazardous or dangerous substances or other chemicals out of permitted areas unless there is a legitimate reason for doing so and, in those cases, we follow the HOYA Group's prescribed procedures.



WHAT WOULD YOU DO?

One of your coworkers suggests modifying a step in the manufacturing line to speed up the process, but you're concerned that this could be unsafe. What should you do?

Never compromise when it comes to safety. While HOYA values and encourages continuous improvement, any changes to our procedures must be reviewed and approved to ensure there is no adverse impact on our employees or our products. You should contact your supervisor or manager to discuss your coworker's suggestion; in the meantime, don't implement any changes to the process.

Data Privacy

We value an individual's right to privacy and make sure that any data is collected with due care and for legitimate business reasons.



We are committed to:

- Understanding the kinds of information considered to be “personal data.”
- Respecting the privacy of our coworkers, our customers, and our business partners, and maintaining their trust by handling their personal information with care. Even more care should be taken with respect to “sensitive personal information” such as bank account numbers or medical information.
- Using personal data only in the way it has been authorized by the individual to be used and never sharing it with others (either inside or outside of HOYA) unless they are authorized and have a legitimate purpose to see it.
- Collecting, storing, using, sharing, transferring, and disposing of personal data in accordance with global data privacy laws and a manner that keeps that information safe.
- Being alert to improper handling or data breach and contacting the legal or compliance departments immediately if data is compromised. We recognize that disclosure of personal data – even if accidental – can not only inconvenience individuals and lead to legal liability, but also undermine trust in the HOYA Group.



WHAT IS “PERSONAL DATA”?

Any information that could be used to identify someone, either directly or indirectly, such as:

- A name
- An employee identification number
- An email address
- A phone number

If you are not sure if information is considered “personal data,” check with the relevant department before sharing it.



WHAT WOULD YOU DO?

You receive a call from an outside lawyer who asks for information about one of the employees in your department. How should you respond?

You should never give employee data to anyone without checking whether disclosure is allowed. You should ask your supervisor, manager, or the legal department before providing the data.

Your laptop is stolen from your car when you stop at a store on your way home. Does this present any data privacy issues?

If your laptop contained personal data, it may be considered a data security breach and require disclosure notifications and even remediation action. Even if you did not actually store the information on your laptop, information may have been attached to emails that reside on your laptop. You should contact the legal and IT departments immediately to determine appropriate next steps.



Protecting the Business Information of Others

We respect and protect the confidential business information of others, treating it as though it was our own.

We are committed to:

- Following all copyright and related laws. We do not, without permission:
 - Copy or use software or other product designs developed by other companies or individuals.
 - Copy or use images or text data from media sources, such as the internet.
- Keeping the confidential business information of others secure, using it only in accordance with the terms of applicable agreements.
- Using care when obtaining confidential business information, making sure we have the right to use it and never using information of questionable origin.
- Never pressuring others, including new employees, to disclose confidential business information from previous employers.



WHAT WOULD YOU DO?

A new employee just joined your team from one of our competitors. It would be valuable for her to share some information about the quality procedures that she developed while working for that competitor. Would it be acceptable for her to do that?

No. That would breach our policies, her obligations to her previous employer, and possibly the law. You should not ask for or pressure her to divulge this information. She can use the general knowledge and skills she learned in her previous job, but none of us can bring to HOYA any confidential or protected materials produced while we worked elsewhere. She is obliged to protect her past employer's confidential information just as HOYA employees are obliged to protect ours.





We Conduct Business Lawfully

As we push technological boundaries to provide a better tomorrow, we always respect and honor the laws and regulations of our industry as well as those of the countries in which we operate.

Quality and Safety of Our Products and Services	20
Fair Competition	22
Anti-bribery and Anti-corruption	24
International Trade	26

Quality and Safety of Our Products and Services

We maintain the trust of our customers by making sure our products and services meet or exceed our own internal standards, as well as the standards set by our industry.

We are committed to:

- Meeting high quality and safety standards at every stage of the process, by:
 - Modifying or eliminating any features during the product planning and design stages that may result in accidents.
 - Raising to the appropriate party concerns about any products that do not meet our specifications or standards during the manufacture and inspection stages and preventing such products from being released.
 - Including appropriate alerts or warnings in users' manuals to ensure products are being used and maintained safely.
 - Storing products properly, in accordance with our policies and procedures.
 - Obtaining all regulatory approvals prior to and satisfying all ongoing regulatory obligations associated with marketing or selling our products.

- Promptly reporting product complaints in accordance with defined procedures.
- Being truthful and transparent in what we tell customers about our products and services – we understand that exaggerated claims or groundless guarantees may create legal liability and put customer safety at risk.



WHAT WOULD YOU DO?

One of our contracts requires a test that is repeated during a later stage of the process. The earlier test seems like a waste of time and money and slows down delivery. Can the extra test be skipped?

No. Since the contract requires that both tests be performed, no change in testing or quality controls can be made without first informing and obtaining the approval of the appropriate level of management, as well as the approval of our customer. To knowingly deliver a product that fails to meet the contract specifications or testing requirements without the approval of our customer could be considered fraud and a violation of the law.

Our Obligations as a Medical Device Manufacturer

As a medical device manufacturer, we are obligated to report complaints about medical devices we sell in accordance with the regulations and standards of each country.

Therefore, **all employees of the HOYA group, including those not involved in handling medical devices, must contact the Quality Assurance department of the business division that handles the relevant device if they receive any “complaints” or “information that may constitute a complaint” regarding our medical devices.**

The quality assurance department of each business division will make a decision based on the received information and will report it to the relevant authority if necessary.



WHAT IS A “MEDICAL DEVICE COMPLAINT”?

Information on alleged medical device deficiencies related to the identity, quality, durability, reliability, usability, safety, or performance and effectiveness received from customers, etc. after release.

Information may be obtained through various means, such as telephone, fax, email, websites, and verbal communication.



WHAT WOULD YOU DO?

While talking with a friend, you heard that, “When I opened the HOYA medical device, it was broken and unusable.” If your job is not related to the manufacturer or sale of medical devices, is this a case where you don’t need to do anything?

No. If you receive a “complaint,” or “information that may constitute a complaint,” regarding HOYA medical devices sold, you must contact the Quality Assurance department of the division that handles the relevant product, regardless of your job responsibilities.

Examples of HOYA’s medical devices and departments handling them (including group companies)

Details: [Life Care - HOYA Corporation](#)

Eyeglass Lenses
(Vision Care)



Contact Lenses
(Contact Lens)



Intraocular Lenses
(Surgical Optics)



Medical Endoscopes
(PENTAX Medical)



Metallic Implants and Prosthetic
Ceramic Fillers
(HOYA Technosurgical)



Laparoscopic Surgical
Instruments
(Microline Surgical)



Automatic endoscope
cleaning equipment
(Wassenburg Medical)



Fair Competition

We compete vigorously, but fairly, and let our high-quality products (never unethical or illegal practices) drive our success.



We are committed to:

- Promoting free, fair, and open competition by following competition, antitrust, and antimonopoly laws wherever we do business.
- Dealing in good faith and delivering on our promises to customers:
 - We do not obtain sales through unfair marketing practices.
 - We make sure that advertisements and promotional materials are factual and complete.
 - We never make false or misleading claims about our products.
 - We do not force a particular resale price or resale price spread on customers.
- Outperforming our competitors fairly and lawfully:
 - We do not engage in conversations with competitors about competitively sensitive topics (such as prices, costs, production volumes, or terms of sale).
 - We do not enter into any agreements or understandings – formally or informally – that would limit (or even appear to limit) competition.
 - We do not damage a competitor’s good name and reputation by slandering or maligning it or its products and services.

- Gathering market or competitive intelligence the right way, through public sources (such as news stories, trade journals, and customer feedback). We are careful never to abuse confidential information or misrepresent who we are or who we work for. (For more information, see [Protecting the Business Information of Others](#) section of the Code.)



WHAT WOULD YOU DO?

During a trade association meeting, two of our competitors begin discussing their low profit margins and complaining about deep discounts. You don't say anything at the time, but a few weeks later both companies raise their prices. You wonder if you should have taken some specific action at the meeting when the discussion took place.

Yes, you should have. An authority might conclude that everyone at the meeting – whether they took part in the conversation or not – agreed to price-fixing, even though there was never a formal agreement. The proper course of action in this kind of situation would have been to say that the conversation is inappropriate and then to have left the meeting and reported the matter to the legal department immediately.



Anti-bribery and Anti-corruption

We work honestly and with integrity. We never offer or accept bribes or allow others to offer or accept bribes on our behalf.

We are committed to:

- Winning business on the merits of our products and services.
- Maintaining a zero-tolerance policy when it comes to bribery or kickbacks.
- Avoiding even the appearance of an improper payment, regardless of local practice or the practice of other companies.
- Keeping accurate books and records so that the nature of anything given or received is clear and permitted by our policies.
- Performing due diligence in selecting HOYA's business partners, monitoring their performance and speaking up about any questionable business practices.
- Never paying facilitation payments. If a facilitation payment is requested, report the request to the legal or compliance department.



WHAT IS A "BRIBE"?

Anything of value that is given to someone in either the government or the private sector in order to obtain (or maintain) a business, financial, or commercial advantage. A bribe can be cash, but it can take other forms, too. A gift, a favor, a personal rebate, even an offer of a loan or a job, could be considered a bribe if it is offered in return for special treatment or to influence a decision.



WHAT IS A “FACILITATION PAYMENT”?

A small payment (sometimes called a “kickback” or “grease payment”) made to a low-level government official to encourage the official to perform or expedite a routine action (such as processing paperwork or obtaining phone service or power supply). HOYA prohibits facilitating payments.



WHAT WOULD YOU DO?

I’ve noticed that gift-giving is sometimes expected as a common “customary courtesy” in one country but may be viewed as an improper payment or even a bribe in another. When I travel and meet with customers, what does that mean for me?

You must not provide any payment or benefit of any kind to gain an improper business advantage. Even the exchange of gifts that are a “customary courtesy” in your home country could be considered a bribe in another country if the value of the gift is more than a nominal amount. You must always comply with HOYA’s policies and applicable local laws. If you are unsure whether a gift is appropriate, you should consult with the legal or compliance departments.



International Trade

We are committed to responsible business practices in conducting business across borders and work to prevent the funding of terrorism and any threats to international peace and security.



We are committed to:

- Knowing and following the import, export, and trade requirements – as well as our policies and procedures – as they apply to the countries in which we do business.
- Maintaining required import, export, and customs records at each HOYA business location.
- Conducting due diligence to ensure that we know the end user and the intended end use of our products.
- Refusing to do business with countries appearing on national and global restricted lists due to security concerns, unless we have received the appropriate licenses to sell to such countries.
- Helping to prevent and detect money laundering and terrorist financing by watching for any suspicious payments, which may include:
 - Cash payments.
 - Payments made from personal accounts instead of business accounts.
 - Transactions with financial institutions or third parties without a logical relationship to the customer or business partner.



WHAT WOULD YOU DO?

A supplier asks that we send payments to a new address. You're suspicious that there might be something illegal or inappropriate going on. Should you share your concerns?

Yes. You are right to be suspicious. This may be an effort to launder money or to otherwise avoid legal requirements. You should contact the finance department without delay and, in the meantime, do not change the address until you have been told to do so. If possible, do not have any further discussions with the supplier about the request until notified by the finance department to do so.

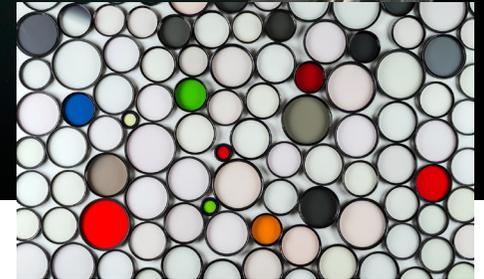
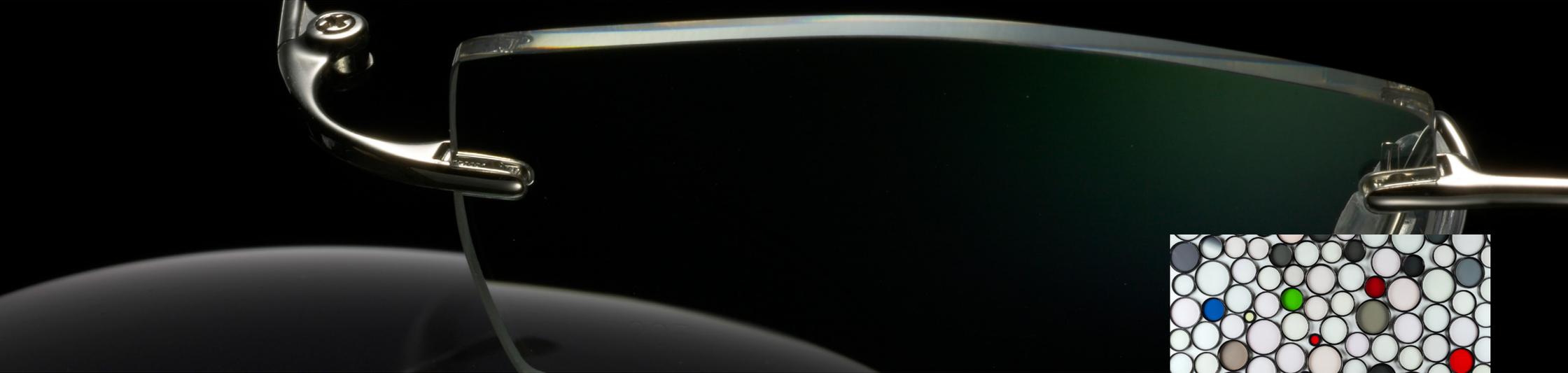
I bought a counterfeit product on a business trip to bring back as a souvenir. Since I bought it overseas, is it OK to bring it back to my own country?

No. You must be aware that in some countries it is forbidden to bring counterfeit products into the country, and not only the individuals but also the company that the individuals belong to may be punished by relevant laws.

You receive a large order from a company you have never heard of or done business with before. They do not seem to have experience in our industry and their billing address appears to be a residential property. Should you inquire further before fulfilling the order?

Yes. You have a responsibility to know the ultimate end destination of all products in order to comply with export control laws and safeguard national security concerns. You should inquire further about their line of business, the ultimate end user, and end use of the products. If you still feel uncomfortable, contact the legal or compliance departments.





We Are Responsible Business Partners

We establish and maintain good, mutually advantageous relations with our customers and business partners.

Healthcare Industry Obligations.....	29
Supplier Relationships	31
Conflicts of Interest	32
Gifts and Entertainment.....	34
The Environment	35

Healthcare Industry Obligations

We understand that some of our businesses operate in the highly regulated healthcare industry and have a heightened obligation to meet strict product quality and safety requirements.



We are committed to:

- Understanding all of our regulatory obligations and complying with all applicable rules and regulations.
- Interacting with healthcare professionals (“HCP”), which include physicians, nurses, nurse practitioners, physician assistants, health plan administrators, optometrists, and medical institutions, in compliance with applicable laws, regulations, industry standards, and association codes.
- Avoiding influencing HCPs in their professional medical decisions regarding the use of HOYA products based on improper communications, unapproved marketing materials, or inappropriate financial incentives.
- Accurately disclosing payments or other transfers of value to physicians, teaching hospitals, and other individuals or entities to the extent required by applicable laws.
- Providing research and educational grants, and fair market value compensation to HCPs only in compliance with applicable laws and regulations, and HOYA policies and procedures.
- Asking for help when we have a question.



DID YOU KNOW?

HOYA honors a variety of healthcare legal and regulatory requirements in the countries where we operate. These include rules about:

- Clinical research
- Product development
- Manufacturing
- Product promotion
- Data protection
- Customer interactions
- Billing for our products and related services

We are strictly prohibited from providing or promising any improper benefit to any healthcare professional for the purpose of influencing the use, purchase, or recommendation of our products.



WHAT WOULD YOU DO?

A physician would like HOYA to pay for her travel to Japan to visit HOYA sites. While in Japan, she would also like to take the opportunity to spend a few days sightseeing at HOYA's expense. Is this permissible?

No. While HOYA may pay for an HCP's modest and reasonable travel and lodging costs to attend a company-conducted program or meeting concerning medical technologies under certain circumstances, subject to prior approval by the company, the sightseeing portion of the trip could be perceived to be an improper attempt to influence the physician's independent decision-making and is therefore not permitted. Consult the legal or compliance departments for more advice in this situation.

Supplier Relationships

We choose suppliers based on objective and measurable criteria and then work together to make sure they are meeting their obligations to support HOYA Group's business and mission.

We are committed to:

- Working with business partners who share our commitment to conducting business with integrity, understanding their corporate social responsibility, and protecting basic human and worker rights.
- Making good choices, evaluating criteria such as quality, experience, delivery record, and price to determine the right business partners for the Group.
- Treating our business partners fairly and never taking advantage of them through manipulation, concealment, misuse of our position, coercion, misrepresentation of facts, or any other unfair dealing or practice.
- Monitoring our suppliers' performance to ensure honest accounting of time and materials and deliverables that meet our standards and the HOYA Supplier Code.
- Doing our part to ensure that our entire supply chain, including subcontractors, is operating with high ethical standards.



WANT TO KNOW MORE?

[HOYA Supplier Code](#)



WHAT WOULD YOU DO?

A consultant working for HOYA has submitted an invoice that lists some very vague payments in cash and is seeking reimbursement for these payments. Should you question this invoice?

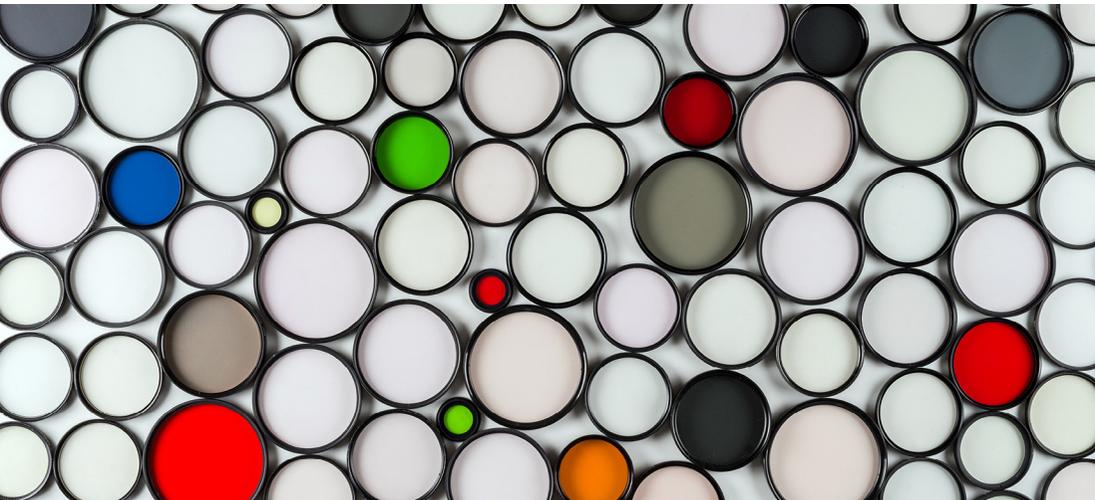
Yes. When reviewing cash payments or any items on an invoice, you should always ask for supporting details and receipts. We expect our consultants, distributors, and other third parties to be transparent and honest in their recordkeeping, so ask for more details, and if you're concerned about something improper or illegal, share your concerns immediately.

Conflicts of Interest

We avoid situations where our personal interests or activities may conflict with our ability to make objective decisions on behalf of HOYA.

We are committed to:

- Being proactive – knowing and avoiding the kinds of situations that can present a conflict.
- Disclosing any potential conflicts of interest to our supervisor or manager (depending on the circumstances, most conflicts may be resolved if they are proactively disclosed and properly managed).



DID YOU KNOW?

It's not possible to identify every kind of situation where a conflict of interest may arise, but there are certain situations that can lead to one. If you have any questions, please consult with your supervisor or manager.

- **A second job.** Accepting part-time employment, entering into a contract for services, or engaging in a business transaction with a HOYA competitor, supplier, service provider, or customer.
- **A financial interest.** Having an ownership interest in a HOYA competitor, supplier, service provider, or customer.
- **A personal interest.** Having decision-making authority in a HOYA business transaction or business decision when you or a family member may have a personal or financial interest.
- **A personal relationship.** Having a family member who is employed by HOYA or a HOYA competitor, supplier, service provider, or customer.
- **Gifts, entertainment, and business courtesies.** Giving or accepting a gift or offer that is outside the bounds of our policies.
- **An outside opportunity.** Selling goods or services that compete with the HOYA Group's goods and services.
- **Communications.** Giving a speech or writing an article about a subject that relates to the HOYA Group or your work at HOYA, without getting approval in advance.

Not sure if a situation presents a conflict? Ask before proceeding.



WHAT WOULD YOU DO?

You would like to accept a part-time job on the weekends. It has nothing to do with your work at HOYA, and it would only be for a few months. Is that a conflict?

It depends on factors like the type of job you are considering and the hours you'll be required to work. But you'll need to talk to your supervisor or manager before accepting to make sure there is no conflict.

You are part of the decision-making team for a new supplier, and your brother-in-law works for one of the companies HOYA is considering. His company has an impressive record in terms of on-time delivery and the best rates by far. Is it OK for you to recommend his company since it would be in the best interest of HOYA?

Yes, but you would need to be transparent about your relationship. And although you may feel like you've weighed all options and can make an objective decision, it would be best for you to mitigate the conflict of interest by removing yourself from the decision-making team so as not to suggest the appearance of something unfair or improper.

A colleague's son has just joined your team. Is this allowed?

Relatives can work in the same company. The only limitation is that no relative must ever be in a position to hire, supervise, affect the terms and conditions of employment, salary or promotion opportunities, or influence the management of another relative.



Gifts and Entertainment

We only exchange modestly valued gifts and entertainment that are a reasonable complement to business relationships and are not intended to improperly influence others.

We are committed to:

- Never giving or accepting gifts or entertainment if the intent is to influence a decision or is in return for business, services, or confidential information.
- Never soliciting gifts or entertainment.
- Only giving or accepting gifts and entertainment that are:
 - Reasonable in cost.
 - Do not appear excessive or extravagant.
 - Consistent with the policies of the giver's and receiver's organizations, as well as all applicable laws and regulations.
 - Approved by a supervisor or manager.
- Following all applicable policies when paying honorariums to public officials – this includes HOYA's policies and the policies of the public official's organization.
- Accurately recording any expenses for gifts and entertainment.



DID YOU KNOW?

Extra care needs to be taken when dealing with government officials (including quasi-public officials, such as employees at national or other publicly run hospitals and universities). What may be permitted for commercial customers could be illegal when dealing with government officials.

Do not give to – or accept from – a government official, anything of value unless you have obtained approval in advance from the legal and compliance departments.



WHAT WOULD YOU DO?

What if you receive a gift that you know is inappropriate – what should you do?

Return it to the donor with a polite explanation that policy prohibits you from keeping it. In some circumstances, if returning the gift would be inappropriate or is not possible, other alternatives may be considered, such as displaying the gift in a public area or donating it to a charitable organization. In this type of situation, talk to your supervisor, manager, or the legal or compliance departments about the proper course of action.

The Environment

We are committed to preserving the environment, promoting sustainability, conserving resources, and observing environmentally sound practices in our operations.

We are committed to:

- Following all laws, statutes, and regulations pertaining to the environment, and promptly reporting any suspected violations to our supervisor or manager.
- Properly disposing of waste. We will not dump waste illegally.
- Striving for environmental sustainability in all our operations through:
 - Continuous improvement in environmental performance, waste minimization, and prevention of pollution.
 - Integration of sound environmental practices into our business practices, including procurement and product design, testing, manufacturing, and support.
 - Consideration of environmental impact in the course of developing new products or processes and in selecting production materials.



WHAT WOULD YOU DO?

You have some ideas for how to use less paper in your facility. Who should you talk to?

HOYA welcomes any ideas for lessening our environmental impact. Explore your ideas with your supervisor or manager to see if they can be implemented at your location.

We Safeguard the Group

We protect our assets, our information, and our reputation – they drive the work we do and the people we serve, every day.

Accurate Recordkeeping	37
HOYA Group Information	39
HOYA Group Assets	41
Insider Trading	43
Responsible Communications	45



Accurate Recordkeeping

We preserve the trust of all HOYA Group stakeholders (including regulators, investors, and customers) by maintaining books and records that accurately reflect the Group's financial standing.

We are committed to:

- Knowing and following our internal processes, controls, and accounting policies.
- Ensuring that the information we record is honest, complete, and timely.
- Managing, storing, and disposing of information as described in our policies.
- Never misreporting or misrepresenting information.
- Never rewriting, erasing, or destroying HOYA Group information (including digital information) that might be needed for an investigation, audit, or legal proceeding.
- Checking with a supervisor or manager before releasing undisclosed information in response to an inquiry from the media or source outside of HOYA.

- Staying alert for irregularities or inaccuracies and reporting any acts of fraud or financial misconduct.
- Promptly reporting to the legal or compliance departments, the HOYA HelpLine, or any other reporting channel, any pressure from management to inappropriately report financial results.



DID YOU KNOW?

Each of us, no matter what job we do at HOYA, has a responsibility for maintaining accurate records. A "record" could be:

- An expense report
- A timesheet
- A production report
- A purchase order
- An invoice
- A regulatory or government report



WHAT WOULD YOU DO?

Sometimes you take work home and work on your personal home computer. Is it OK to keep some records and documents on your personal home computer as a backup?

No. It is prohibited to store any HOYA records or documents on your home computer, even as a backup. If you happen to download any HOYA documents on your home computer, be sure to delete them, even if they are only drafts or documents in progress.

HOYA Group Information

We safeguard HOYA Group information, including business and financial records and technical information, and protect it from loss, misuse, or inappropriate access or disclosure.

We are committed to:

- Maintaining the confidentiality of all proprietary HOYA Group information, such as technical information, new product information, unpublished financial data, and business and marketing plans, forecasts, strategies, and policies.
- Only sharing confidential HOYA Group information with those who are authorized and who have a legitimate business need-to-know.
- Restricting responses to external marketing surveys unless we have appropriate approval.
- Making sure we have the necessary approvals before releasing any confidential information to anyone outside of HOYA.
- Practicing good cybersecurity – we:
 - Follow the IT department's rules, policies, and procedures to prevent unauthorized access to our data.
 - Use only HOYA-approved hardware, software, applications, and storage devices.
 - Stay alert for phishing, malware, ransomware, and other forms of attack that could put our systems at risk.
- Being careful when using social media – we:
 - Make it clear that any views we post as employees do not represent the views of HOYA.
 - Never disclose confidential information about the Group, our customers, our coworkers, or our business partners.
 - Never post anything that would constitute discrimination, harassment, or bullying.
- Avoiding discussion of confidential information with family or friends and in places where unauthorized persons might be able to overhear what is being said (e.g., on elevators, in restaurants, or on public transportation).
- Immediately reporting any theft, loss, or unauthorized disclosure of confidential information.
- Returning all documentation and media containing Group information when we leave the Group.



WHAT IS “TECHNICAL INFORMATION”?

Information and know-how that is proprietary to HOYA and not yet protected by a patent. It includes:

- R&D inventions
- Manufacturing techniques
- Improvements of technologies

We do not make this information public (for example, at academic conferences or in technical papers) unless there is a legitimate reason to do so and we have a supervisor’s or manager’s approval in advance.



WHAT WOULD YOU DO?

A friend is starting a new business and has asked you for a list of HOYA customers who might be interested in her services. Is it OK to provide this information to your friend?

No. Our customer lists are confidential and should never be shared with anyone (inside or outside of HOYA) who is not conducting HOYA business.



HOYA Group Assets

We understand that HOYA Group assets are intended for Group-related business, and it is our responsibility to ensure that we protect them from loss, damage, theft, and improper use.

We are committed to:

- Ensuring that all Group assets are used only for Group-related business and that any other use is approved by a supervisor or manager.
- Never misusing Group funds.
- Keeping and maintaining accurate records related to equipment and inventory.
- Never removing raw materials, inventory, sales promotion tools, or supplies, or disposing of them without authorization.
- Reporting any equipment that is damaged, unsafe, or in need of repair.
- Returning all Group property that has been provided to us when we leave the Group.





WHAT IS A “HOYA ASSET”?

It can be:

- Physical, such as: facilities, vehicles, furniture, manufacturing equipment, and supplies.
- Financial, such as: Group funds including checks, credit cards, invoices, and other records that serve a monetary value.
- Electronic, such as: computers, communication devices, telephones, information systems, internet/intranet access, personal digital assistants, and other similar devices, systems, and technology.

Information is a valuable Group asset, too. See the [HOYA Group Information](#) section for more details.



WHAT WOULD YOU DO?

You have just received a new computer as part of the company’s technology refresh process. Can you give your old computer to your daughter?

No. Even though the old computer is no longer being used, it should be returned to the company for appropriate disposition.

Insider Trading

We respect insider trading laws everywhere we do business.

We are committed to:

- Recognizing the kinds of information considered “inside information” and never using that information as the basis for making decisions about buying or selling stocks, bonds, options, or other securities of the HOYA Group or any other public company unless and until the information is released to the public.
- Never passing on “inside information” to others, such as friends and family, so that they can take advantage of the information.
- After leaving HOYA, refraining from trading based on nonpublic inside information until the information has become public.





WHAT IS “INSIDE INFORMATION”?

Information that a reasonable investor would find useful in determining whether to trade in the Group’s stock or other securities. Examples include:

- Group financial results
- Projections of future financial results
- News of a pending or proposed alliance, merger, or asset purchase
- A major new contract or contract cancellation
- Information regarding litigation involving the Group
- A change in dividend policy
- A change in senior management



WHAT WOULD YOU DO?

A supplier told me about a new product in confidence. We cannot use the product, but I think it has real potential and that shares in the supplier’s company will go up fast. Can I buy stock in the company?

No. You cannot buy the supplier’s stock until the information you have is publicly available. This information is “inside information,” which was given to you in confidence. Trading based on it (or tipping others so they may trade on it) would violate our policies and the law.

Responsible Communications

We designate a central point of contact who can speak with one clear and consistent voice when providing information to the public and the media.

We are committed to:

- Never giving the impression that we, as individual employees, are speaking on behalf of HOYA in any communication that may become public, unless we have been designated by the HOYA Group to do so.
- Referring all contacts or outside inquiries to the appropriate resource within HOYA.
 - If we are contacted by the press or financial analysts, immediately notify your supervisor, manager, or IR Group.
 - If we are contacted by a law enforcement or regulatory official or receive any type of legal enforcement notification, we immediately inform the legal or compliance departments.
- Obtaining approval from a supervisor or manager before accepting an invitation to give a talk or write an article on a subject relating to the company or our work at the HOYA Group.



WHAT WOULD YOU DO?

You receive an email asking you to participate in a market research survey and answer some basic questions about the Group. They even offer to pay you for your time or to donate to a charity of your choice. Can you participate in the survey without checking with your supervisor or manager?

No. It's important to confirm the credibility of these kinds of informal email requests (or telephone calls) seeking information about HOYA or HOYA companies because they can be improper attempts to gain competitive or market intelligence. We must also take care to ensure that such email requests are not "phishing" incidents or malicious attempts to introduce harmful viruses into our computer networks. You should check with your supervisor or manager and also the IT department before opening any email links or responding to these kinds of requests for information.



Appendix

HOYA Group Code of Conduct Affirmation Form (For Employees)

1. I have received a copy of the HOYA Group Code of Conduct (or have access to a copy on the HOYA Group intranet or my HOYA division's intranet).
2. I have read and understand the HOYA Group Code of Conduct.
3. I will abide by and respect the HOYA Group Code of Conduct, comply with the law, and all Group policies.

Employee Signature

Date

Employee Number

HOYA Organization and Location

Helpful Resources

HOYA HelpLine	https://www.hoyahelpline.com
HOYA Code of Conduct	https://www.hoya.com/en/company/guidelines/
HOYA Compliance	https://www.hoya.com/en/sustainability/governance/compliance/
HOYA ESG	https://www.hoya.com/en/sustainability