



June 18, 2008

## **Notice of the Results of the 70th Ordinary General Meeting of Shareholders**

Dear Shareholders:

The 70th Ordinary General Meeting of Shareholders of the HOYA CORPORATION was held on today, June 18 (Wednesday), 2008, at 10:00 a.m. at the SUNPLAZA Hall, Tokyo, Japan and the following matters were reported and resolved.

We really appreciate your cooperation for the proxy voting.

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, consolidated financial statements for the 70th fiscal year (from April 1, 2007 to March 31, 2008) and the audit reports of the consolidated financial statements for the fiscal year by the Independent Auditors and the Audit Committee.
2. Non-consolidated financial statements for the 70th fiscal year (from April 1, 2007 to March 31, 2008).

The above two matters were reported. The year-end dividend for the 70th business year was yen 35 per share. Consequently, the dividend throughout the 70th 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, we can pay the year-end dividend as soon as possible after the Board of Directors in May. This year, we mailed relevant documents on May 30, and began to pay from June 2.

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

Proposition No.1 : Partial amendment to the Articles of Incorporation.

The proposition was approved in its original form.

- (1) The description of Article 2 (Purpose) of the current Articles of Incorporation was changed to modify the purpose of the Company's business following the absorption of Pentax Corporation.
- (2) To facilitate convenience and the awareness of public notices and their access, methods of giving public notices of the Company as stipulated in Article 4 of the Articles of

Incorporation were changed to electronic notices via the Company's website on the Internet. In addition, other methods of giving public notices, Nihon Keizai Shimbun, were stipulated for cases when electronic notices cannot be given for unavoidable reasons.

Proposition No.2 : Election of 9 Directors.

The proposition was approved in its original form.

Messrs. Takeo Shiina, Yuzaburo Mogi, Yoshikazu Hanawa, Eiko Kono, Yukiharu Kodama, Hiroshi Suzuki, Hiroshi Hamada, Kenji Ema and Hiroaki Tanji were elected and inaugurated as Directors.

Proposition No.3 : 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 3,000 rights (number of shares to be issued upon exercise of them was 1,200,000 shares), to its employees 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.

Proposition No.4 : Appointment of Independent Auditor

The proposition was approved in its original form.

Deloitte Touche Tohmatsu was elected and inaugurated as Independent Auditors.

**The members of the new Board of Directors and Executive Officers (as of June 18, 2008):**

Name	Position and role at the Company	Representation at other corporations, etc.
Takeo Shiina	Director Chairman, Nomination Committee Audit Committee member Remuneration Committee member	Advisor of IBM Japan, Ltd.
Yuzaburo Mogi	Director Chairman, Remuneration Committee Nomination Committee member Audit Committee member	Representative Director, Chairman and CEO of Kikkoman Corporation
Yoshikazu Hanawa	Director Nomination Committee member Audit Committee member Remuneration Committee member	Honorary Chairman of Nissan Motor Co., Ltd.
Eiko Kono	Director Nomination Committee member Audit Committee member Remuneration Committee member	Special Advisor, RECRUIT Co., Ltd.
Yukiharu Kodama	Director Chairman, Audit Committee Nomination Committee member Remuneration Committee member	Chairman of the Mechanical Social Systems Foundation
Hiroshi Suzuki	Director President & CEO	
Hiroshi Hamada	Director Executive Officer Chief Operating Officer	(newly appointed)
Kenji Ema	Director Executive Officer Chief Financial Officer	
Hiroaki Tanji	Director Executive Officer Chief Technology Officer	

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