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In the event of any discrepancies between the Japanese and English versions, the former should prevail.

Security Code: 7741
May 30, 2008

Notice of the 70th Ordinary General Meeting of Shareholders

Dear Shareholders:

Notice is hereby given that the 70th Ordinary General Meeting of Shareholders of the Company will be held as set forth below and you are cordially invited to be present at such meeting.

Since voting rights can be exercised in writing even if you are not present at the meeting, please go over the information set forth in the accompanying reference materials for the general shareholders meeting and send us by return mail the enclosed voting form indicating your approval or disapproval of the propositions, no later than June 17 (Tuesday), 2008.

Yours very truly,

HOYA CORPORATION
2-7-5, Naka-Ochiai, Shinjuku-ku, Tokyo, Japan
Hiroshi Suzuki
President and Chief Executive Officer

Description

1. Date and time of meeting: June 18th (Wednesday), 2008, at 10:00 a.m.

2. Location: SUNPLAZA Hall
1-1, Nakano 4-chome, Nakano-ku, Tokyo, Japan
(Please note that the meeting venue has been changed from Chinzan-so, where it has been held in the past, to the location above. Please refer to the map at the end of this document for directions.)

3. Agenda:

Matters to be reported:

1. The business report and consolidated financial statements for the 70th fiscal year (from April 1, 2007 to March 31, 2008) and the audited 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 70th fiscal year (from April 1, 2007 to March 31, 2008).
(Please refer to the accompanying business report for the 70th fiscal year for details of the reports stated above.)

Matters for resolution:

- Proposition No. 1:** Partial amendment to the Articles of Incorporation
Proposition No. 2: Election of 9 Directors
Proposition No. 3: Issuance of stock acquisition rights as stock options
Proposition No. 4: Appointment of Independent Auditor

4. Matter decided before meeting

If you plan to exercise your voting rights in a non-uniform way, please inform the Company of this intention with the reason in writing at least three days prior to the date of the meeting.

– END –

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If attending the meeting, please present the enclosed voting form to the receptionist at the meeting. If attending the meeting by proxy, the proxy must present the enclosed voting form to the receptionist at the meeting, together with an instrument showing his/her authority to act as proxy. (The proxy must be another shareholder of the Company having voting rights as provided under the Articles of Incorporation of the Company.)

If any revision takes places in the accompanying reference materials for the general shareholders meeting, the business report, the financial statements or the consolidated financial statements, it will be published at the Company's website on the Internet (<http://www.hoya.co.jp/>).

## Information for the General Meeting of Shareholders

### Propositions and information

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

We request your approval of the partial amendment of the current Articles of Incorporation as shown in the following proposition.

1. Reasons for the amendment:

- (1) The description of Article 2 (Purpose) of the current Articles of Incorporation will be 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 will be changed to electronic notices via the Company's website on the Internet. In addition, other methods of giving public notices will be stipulated for cases when electronic notices cannot be given for unavoidable reasons.

2. Particulars of the amendment:

The particulars of the amendment proposition are as follows:

(The underlining indicates amended parts.)

| Existing Articles of Incorporation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | Proposed Amendment to the Articles of Incorporation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>Article 2. (Purpose)<br/>The purpose of the Company shall be to engage in the following businesses:</p> <p>(1) to (13) (Omitted)</p> <p>(14) <u>Provision of data communication services and database services</u></p> <p>(15) <u>Internet provider business and Internet advertising business</u></p> <p>(16) <u>Services for planning and preparation of corporate websites for the Internet</u></p> <p>(17) Export and import of the products set out in the preceding Items</p> <p>(18) All businesses incidental to the preceding Items</p> <p>Article 4. (Method for public notice)<br/>Public notices of the Company <u>shall be published in the Tokyo edition of the <i>Nihon Keizai Shimbun</i>.</u></p> | <p>Article 2. (Purpose)<br/>The purpose of the Company shall be to engage in the following businesses:</p> <p>(1) to (13) (Same as existing)</p> <p>(14) <u>Provision of data processing services, information provision services, and other information services</u><br/>(To be deleted)</p> <p>(To be deleted)</p> <p>(15) Export and import of the products set out in the preceding Items</p> <p>(16) All businesses incidental or <u>relating to</u> the preceding Items</p> <p>Article 4. (Method for public notice)<br/>Public notices of the Company <u>shall be published by electronic means. However, if the Company is unable to publish public notices by electronic means because of an accident or any other unavoidable event, public notices shall be published in the <i>Nihon Keizai Shimbun</i>.</u></p> |

**Proposition No. 2: Election of nine Directors**

The term of office of all of the eight Directors will expire at the close of this Ordinary General Meeting of Shareholders.

It is therefore proposed that, to further strengthen the management structure to accommodate the expansion of the business, nine Directors, an increase of one Director, be elected in accordance with the decision made by the Nomination Committee.

The Nomination Committee has reported that according to the "Basis for Election of Candidates for Directors" established by the committee, each candidate for Director does not fall under any reason for disqualification and all candidates for both inside Directors and outside Directors meet the requirements for such candidates.

The candidates for Directors are as follows:

|   | Name<br>(Date of birth)          | Brief history, positions and assignments at the Company, and representation at other corporations, etc.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | Number of shares of the Company held by Candidate |
|---|----------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------|
| 1 | Takeo Shiina<br>(May 11, 1929)   | Jun. 1953 Joined IBM Japan, Ltd.<br>May 1962 Director of IBM Japan, Ltd.<br>Feb. 1975 President and Representative Director of IBM Japan, Ltd.<br>Jan. 1993 Chairman of IBM Japan, Ltd.<br>Jun. 1995 Director of the Company (present post)<br>Dec. 1999 Senior Adviser to IBM Japan, Ltd.<br>May 2007 Adviser of IBM Japan, Ltd. (present post)                                                                                                                                                                                                                                                                                                                                 | 4,000 shares                                      |
| 2 | Yuzaburo Mogi<br>(Feb. 13, 1935) | Apr. 1958 Joined Noda Shoyu Co., Ltd. (present Kikkoman Corporation)<br>Mar. 1979 Director of Kikkoman Corporation<br>Mar. 1982 Managing Director of Kikkoman Corporation<br>Oct. 1985 Managing Director and Representative Director of Kikkoman Corporation<br>Mar. 1989 Executive Managing Director and Representative Director of Kikkoman Corporation<br>Mar. 1994 Executive Vice President and Representative Director of Kikkoman Corporation<br>Feb. 1995 President and Representative Director of Kikkoman Corporation<br>Jun. 2001 Director of the Company (present post)<br>Jun. 2004 Representative Director, Chairman and CEO of Kikkoman Corporation (present post) | 4,000 shares                                      |

|   | Name<br>(Date of birth)             | Brief history, positions and assignments at the Company, and representation at other corporations, etc.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | Number of shares of the Company held by Candidate |
|---|-------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------|
| 3 | Yoshikazu Hanawa<br>(Mar. 16, 1934) | <p>Apr. 1957 Joined Nissan Motor Co., Ltd.</p> <p>Jun. 1985 Director of Nissan Motor Co., Ltd.</p> <p>Jan. 1988 Managing Director of Nissan Motor Co., Ltd.</p> <p>Jun. 1990 Executive Managing Director of Nissan Motor Co., Ltd.</p> <p>Jun. 1991 Executive Vice President and Representative Director of Nissan Motor Co., Ltd.</p> <p>Jun. 1996 President and Representative Director of Nissan Motor Co., Ltd.</p> <p>Jun. 1999 Chairman, President, Representative Director and CEO of Nissan Motor Co., Ltd.</p> <p>Jun. 2000 Chairman, Representative Director and CEO of Nissan Motor Co., Ltd.</p> <p>Jun. 2001 Chairman and Representative Director of Nissan Motor Co., Ltd.</p> <p>Jun. 2003 Advisor and Honorary Chairman of Nissan Motor Co., Ltd.</p> <p>Jun. 2003 Director of the Company (present post)</p> <p>Jun. 2005 Honorary Chairman of Nissan Motor Co., Ltd. (present post)</p> | 21,600 shares                                     |
| 4 | Eiko Kono<br>(Jan. 1, 1946)         | <p>Dec. 1969 Joined RECRUIT Co., Ltd.</p> <p>Apr. 1984 Director of RECRUIT Co., Ltd.</p> <p>Aug. 1985 Managing Director of RECRUIT Co., Ltd.</p> <p>Nov. 1986 Senior Managing Director of RECRUIT Co., Ltd.</p> <p>Jul. 1994 Executive Vice President of RECRUIT Co., Ltd.</p> <p>Jun. 1997 President and Representative Director of RECRUIT Co., Ltd.</p> <p>Jun. 2003 Director of the Company (present post)</p> <p>Jun. 2003 Chairperson and CEO of RECRUIT Co., Ltd.</p> <p>Apr. 2004 Chairperson and Chairperson of the Board of Directors of RECRUIT Co., Ltd.</p> <p>Jun. 2005 Special Advisor of RECRUIT Co., Ltd. (present post)</p>                                                                                                                                                                                                                                                             | 1,000 shares                                      |
| 5 | Yukiharu Kodama<br>(May 9, 1934)    | <p>Apr. 1957 Joined the Ministry of International Trade and Industry (MITI) (now the Ministry of Economy, Trade and Industry (METI))</p> <p>Jun. 1985 Director General of the Minister's Secretariat MITI</p> <p>Jun. 1988 Director General of Industrial Policy Bureau MITI</p> <p>Jun. 1989 Administrative Vice-Minister of MITI.</p> <p>Jun. 1991 Retired from MITI</p> <p>Jun. 1991 Advisor to Japan Industrial Policy Research Institute (JIPRI)</p> <p>Feb. 1992 Advisor to the Industrial Bank of Japan (IBJ)</p> <p>Jun. 1993 President of The Shoko Chukin Bank</p> <p>Jun. 2001 Director of Mitsui OSK Lines (present post)</p> <p>Jul. 2001 Chairman of the Japan Information Processing Development Corporation (present post)</p> <p>Jun. 2005 Director of the Company (present post)</p> <p>Nov. 2007 Chairman of the Mechanical Social Systems Foundation (present post)</p>               | 1,000 shares                                      |

|   | Name<br>(Date of birth)           | Brief history, positions and assignments at the Company, and representation at other corporations, etc.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | Number of shares of the Company held by Candidate |
|---|-----------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------|
| 6 | Hiroshi Suzuki<br>(Aug. 31, 1958) | Apr. 1985 Joined the Company<br>Jun. 1993 Director of the Company<br>Jun. 1997 Managing Director of the Company<br>Apr. 1999 Managing Director of the Company, President, Electro Optics Company<br>Jun. 1999 Executive Managing Director of the Company<br>Jun. 2000 President and Representative Director of the Company<br>Jun. 2003 Director, President, Representative Executive Officer and CEO of the Company (present post)                                                                                                                                                                                     | 942,080 shares                                    |
| 7 | Hiroshi Hamada<br>(May 30, 1959)  | Apr. 1982 Joined Yamashita Shinnihon Steamship Co., Ltd. (present Mitsui O.S.K. Lines, Ltd.)<br>Mar. 1987 ALICO Japan<br>Nov. 1992 Clarke Consulting Group of the United States<br>Jan. 1995 Dell Computer Corporation (present Dell Inc.)<br>Aug. 2000 President and Representative Director of the above company, and Vice President of Dell Inc. of the United States<br>May 2006 Representative partner of Revamp Corporation<br>Apr. 2008 Executive Chief Operating Officer of the Company (present post)                                                                                                          | — shares                                          |
| 8 | Kenji Ema<br>(Nov. 8, 1947)       | Mar. 1970 Joined the Company<br>Jun. 1993 Director of the Company, in charge of Administration Planning, Accounting and Purchase<br>Jun. 1997 Managing Director of the Company, in charge of Strategy, Planning and Treasury<br>Jun. 2000 Executive Managing Director of the Company, in charge of Corporate Finance<br>Jun. 2001 Executive Managing Director and CFO of the Company<br>Jun. 2003 Director, Executive Officer and CFO of the Company (present post)<br>Jul. 2003 President of HOYA HOLDINGS N.V.<br>Jan. 2007 Executive Officer Chief Financial of HOYA CORPORATION, Netherlands Branch (present posts) | 44,800 shares                                     |

|   | Name<br>(Date of birth)          | Brief history, positions and assignments at the Company, and representation at other corporations, etc.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | Number of shares of the Company held by Candidate |
|---|----------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------|
| 9 | Hiroaki Tanji<br>(Jul. 31, 1952) | <p>Apr. 1992 Joined the Company</p> <p>Apr. 1997 General Manager, Institute of Advanced Technology, R&amp;D Center of the Company</p> <p>Jul. 1999 Senior Vice President of HOYA HOLDINGS, INC.</p> <p>Jun. 2000 Director of the Company</p> <p>Nov. 2001 Director and Head of Business Development Division of the Company</p> <p>Jun. 2003 Director, Executive Officer and Head of Business Development Division of the Company</p> <p>Jun. 2006 Director, Executive Officer, CTO and Head of Business Development Division of the Company</p> <p>Jul. 2006 Director Executive Officer and CTO of the Company (present posts)</p> | 8,000 shares                                      |

(Notes)

1. No candidate has any relationship of special interest with the Company.
2. Matters concerning the candidates for the posts of Outside Directors are as follows:
  - (1) Messrs. Takeo Shiina, Yuzaburo Mogi, Yoshikazu Hanawa, Yukiharu Kodama and Ms. Eiko Kono are candidates for the posts of Outside Directors.
  - (2) Background to the appointment of candidates to the posts of Outside Directors  
In 2003, the Company adopted a committee structure itself (as a “company with committees” following the enforcement of the Corporation Law). The Company set up three committees, namely the Nomination Committee, Remuneration Committee and Audit Committee, with the aim of securing management transparency and fairness and reinforcing supervisory functions. At the same time, the Company carried out a substantial transfer of authority from the Board of Directors to Executive Officers to put in place a system that enables speedy and efficient management by Executive Officers.  
Outside Directors must comprise a majority at the three committees. For this reason, the Company needs to appoint two or more Outside Directors. The Articles of Incorporation of the Company prescribe that half or more of its Directors must be Outside Directors, for the purpose of ensuring fairness. At present, five of the eight Directors of the Company are Outside Directors. They contribute to building a solid system of governance.  
With this background, the Company hereby requests appointment of the five candidates to the posts of Outside Directors.  
Four of the five candidates have engaged in corporate management for many years, with Mr. Takeo Shiina serving at IBM Japan, Ltd. in the information and telecommunications industry, Mr. Yuzaburo Mogi at Kikkoman Corporation in the food industry in the consumer goods field, Mr. Yoshikazu Hanawa at Nissan Motor Co., Ltd. in the automobile industry, and Ms. Eiko Kono at RECRUIT Co., Ltd. in the new personnel service industry. Meanwhile, Mr. Yukiharu Kodama has surveyed the business community from a fair and impartial viewpoint for many years, assisting ministers at the Ministry of International Trade and Industry (presently known as the Ministry of Economy, Trade and Industry), and has accumulated very substantial knowledge and experience at financial institutions.  
The Company nominated these candidates for the posts of Outside Directors in the hope that they would provide management supervision and advice to the Company from a broad perspective not constrained by the industry to which the Company belongs, based on their abundant knowledge and experience, and the wealth of information they have cultivated through their careers. Each of the candidates has a sufficient background to provide management supervision and advice to the Company. They also possess abundant international experience and extensive networks of contacts in their fields. These are people who, instead of providing names only, can actually attend meetings of the Board of Directors of the Company, take an active part in discussions at the meetings, and express opinions as persons who care about the Company.
  - (3) Violations of laws and ordinances or the Articles of Incorporation, or other inappropriate actions, and steps taken to prevent or respond to the above events initiated by the candidate Outside Directors over the past five years, to the extent that the candidates have served as Outside Directors of other companies  
At Mitsui Sumitomo Insurance Co., Ltd., where Ms. Eiko Kono concurrently serves as an outside director, facts emerged showing the improper non-payment of benefits for whole-life medical insurance and other third-category products and incomplete payment of extra expense claims and other incidental benefits. For this reason, the Financial Services Agency on June 21, 2006 issued to the company an order for operational improvement in accordance with Paragraph, 1, Article 132 of the Insurance Business Law, and an order for partial operational suspension in accordance with Article 133 of said law. Subsequently, partial calculation errors in fire and other insurance premiums came to light at the company.  
Ms. Eiko Kono has regularly spoken about the importance of legal compliance and customer protection at the meetings of the Board of Directors of the company, etc. Following the incidents, Ms. Kono discharged her responsibility by making proposals to prevent a recurrence of the errors as the company undertook a fundamental review of the administration of its operations.
  - (4) Years since appointment as Outside Director of the Company (up to the close of this General Meeting of Shareholders)

|                      |          |
|----------------------|----------|
| Mr. Takeo Shiina     | 13 years |
| Mr. Yuzaburo Mogi    | 7 years  |
| Mr. Yoshikazu Hanawa | 5 years  |
| Ms. Eiko Kono        | 5 years  |
| Mr. Yukiharu Kodama  | 3 years  |

(5) Liability limitation contract with candidates for the posts of Outside Directors

The Company and its Outside Directors have concluded an agreement that limits liabilities for damages prescribed in Paragraph 1, Article 423 of the Corporation Law to the higher of a prefixed amount exceeding 10 million yen or the amount set by law.

**Proposition No. 3:** Issuance of stock acquisition rights as stock options

It is hereby proposed that, pursuant to the provisions of Article 238 and Article 239 of the Company Law, the Company shall issue stock acquisition rights to its employees and the Directors and employees of its subsidiaries as stock options as outlined below, and that authority for decisions on the detailed terms and conditions for stock acquisition rights shall be delegated to the Board of Directors.

(Outline of the issuance of stock acquisition rights)

1. Reason for the issuance of stock acquisition rights to parties other than shareholders on specifically favorable conditions:

The Company intends to issue stock acquisition rights to its employees and to the directors and employees of its subsidiaries, as described in paragraph 3 below, to raise the morale of its employees and of directors and employees of its subsidiaries, to motivate them to improve results and to attract excellent human resources.

2. Qualified grantees of stock acquisition rights:  
Employees of the Company and the directors and employees of subsidiaries of the Company

3. Outline of the issuance of stock acquisition rights:

- (1) Class and number of shares to be issued upon exercise of stock acquisition rights:

Not exceeding 1,200,000 shares of common stock of the Company.

In the event that the Company divides or consolidates its shares, the said number of shares to be issued upon exercising the stock acquisition rights shall be adjusted in accordance with the following formula. Such an adjustment shall be made only to the number of shares for which the said stock acquisition rights have not been exercised, with any fraction of one share occurring upon such an adjustment being discarded.

Number of shares as adjusted = Number of shares before adjustment x Division/consolidation ratio

In addition, in cases specified by the Company by resolution of the Board of Directors, appropriate adjustment shall be made.

- (2) Total number of stock acquisition rights to be issued:

Not exceeding 3,000 rights.

(The number of shares to be issued for each stock acquisition right is 400 shares. However, in the event an adjustment is made to the number of shares as set forth in item (1) above, this number shall be adjusted accordingly.)

- (3) Issue price of a stock acquisition right:

Free of charge.

- (4) Method of calculating the amount to be paid in upon exercising a stock acquisition right:

A paid-in amount upon exercise of each stock acquisition right shall be an amount obtained by multiplying the number of shares to be issued for each stock acquisition right as set forth in item (2) above by a paid-in amount per share to be determined below:

The paid-in amount per share shall be the closing price (regular trading) of the Company's shares on the Tokyo Stock Exchange on the day immediately preceding the day on which a resolution for the issuance of the stock acquisition rights is adopted (or if transactions are not validly made on that day, the closing price on the nearest preceding day).

In the event that the Company divides or consolidates its shares, the said paid-in amount shall be adjusted in accordance with the following formula, with any fraction of one yen occurring upon such adjustment rounded upward to the nearest one yen:

$$\text{Paid-in amount as adjusted} = \text{Paid-in amount before adjustment} \times \frac{1}{\text{Division/consolidation ratio}}$$

The appropriate adjustments shall also be made in cases specified by the Company by resolution of the Board of Directors.

- (5) Period during which the stock acquisition rights can be exercised:

From October 1, 2009 to September 30, 2018. Provided, however, that the exercise of the stock acquisition rights during the said period may be restricted subject to the contract of granting stock acquisition rights to be entered into between individual grantees of the rights and the Company (a "Stock Acquisition Right Allocation Contract").

- (6) Terms and conditions of the exercise of stock acquisition rights:

- (i) Any grantee of stock acquisition rights shall remain in office as the Company's employee or director or employee of its subsidiaries when he/she exercises the rights, unless he/she leaves office upon expiration of the term of office or due to his/her mandatory retirement age or for any other legitimate reason.

- (ii) The exercise of stock acquisition rights by an heir(s) shall not be allowed.

- (iii) In a Stock Acquisition Right Allocation Contract, the Company shall have the right to fix the

maximum number of the stock acquisition rights exercisable, or the maximum aggregate issue price of shares to be issued upon exercise of the stock acquisition rights, in each year (from October 1 each year to September 30 of the following year) during the period the stock acquisition rights can be exercised.

- (iv) Any other terms or conditions shall be governed by a Stock Acquisition Right Allocation Contract to be entered into in accordance with the resolution of the Board of Directors for the issuance of the stock acquisition rights.

(7) Acquisition of stock acquisition rights:

In the event that a merger agreement under which the Company is not the surviving company, a division agreement or division plan under which the Company is divided, a stock-for-stock exchange agreement under which the Company becomes a wholly-owned subsidiary or a stock-transfer plan is approved at a General Meeting of Shareholders (a resolution of the Board of Directors or a decision of the Representative Executive Officers when the approval of a General Meeting of Shareholders is not required), the Company may acquire stock acquisition rights without consideration.

(8) Common stock and capital reserve to be increased

In the event of the issue of shares through the exercise of a stock acquisition right, the amount of increase in common stock per share shall be the amount obtained by multiplying the amount per share invested at the time of the exercise of the stock acquisition right (rounding up any fraction arising from the calculation) by 0.5. The amount of increase in capital reserve per share shall be the amount obtained by deducting the amount of capitalization into common stock from the amount per share invested at the time of the exercise of the stock acquisition right.

(9) Restrictions on assignment of stock acquisition rights:

Assignment of stock acquisition rights requires the approval of the Board of Directors.

(10) Delegation of authority for decisions on detailed terms and conditions for stock acquisition rights

The detailed terms and conditions concerning the stock acquisition rights shall be determined by resolution at a meeting of the Board of Directors.

**Proposition No. 4: Appointment of Independent Auditor**

It is hereby proposed that, as the appointment of KPMG AZSA & Co. as the Company's Independent Auditors will expire at the close of this General Meeting of Shareholders, Deloitte Touche Tohmatsu be newly elected as the Company's Independent Auditors in accordance with the decision made by the Audit Committee.

A profile of the candidate for new Independent Auditors is as follows.

|         |                                                                                   |                                                                                                                                                                                                  |
|---------|-----------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Name    | Deloitte Touche Tohmatsu                                                          |                                                                                                                                                                                                  |
| Offices | Main office                                                                       | MS Shibaura Building 13-23, Shibaura 4-chome, Minato-ku, Tokyo                                                                                                                                   |
|         | Other offices                                                                     | (Japan) Sapporo, Sendai, Yokohama, Nagoya, Osaka, Hiroshima, Fukuoka, and other cities<br>(Overseas) Approximately 40 cities to which representatives of Deloitte Touche Tohmatsu are dispatched |
| History | May 1968                                                                          | The company is established.                                                                                                                                                                      |
|         | February 1990                                                                     | The company's name changes to Deloitte Touche Tohmatsu, and it becomes a member of Deloitte Touche Tohmatsu, the international accounting organization, as the major office of the organization. |
| Profile | Capital: 2,076 million yen (as of September 30, 2007)                             |                                                                                                                                                                                                  |
|         | Employees:                                                                        |                                                                                                                                                                                                  |
|         | Employees (Certified public accountants)                                          | 516                                                                                                                                                                                              |
|         | Advisors                                                                          | 23                                                                                                                                                                                               |
|         | Staff (Certified public accountants)                                              | 1,500                                                                                                                                                                                            |
|         | (Assistant certified public accountants)                                          | 977                                                                                                                                                                                              |
|         | (Other professional staff)                                                        | 1,849                                                                                                                                                                                            |
|         | (Administrative staff)                                                            | 451                                                                                                                                                                                              |
|         | Total                                                                             | 5,316                                                                                                                                                                                            |
|         |                                                                                   | (As of December 31, 2007)                                                                                                                                                                        |
|         | Note: Including overseas representatives; excluding staff of affiliated companies |                                                                                                                                                                                                  |
|         | Client companies: 4,114 companies (as of September 30, 2007)                      |                                                                                                                                                                                                  |

## Guide to the Venue of the General Shareholders' Meeting

Venue: Sun Plaza Hall, 4-1-1 Nakano, Nakano-ku, Tokyo

Telephone number: 03-3388-1151 (switchboard)

Access: A one-minute walk from the North Exit of Nakano Station (on the JR Chuo, JR Sobu and subway Tozai lines)

\*Please avoid driving to the venue as there is no parking available.

