

April 20, 2005

To whom it may concern

Hiroshi Suzuki, President & CEO
HOYA CORPORATION
Stock Code : 7741
(Tokyo Stock Exchange 1st Section)

Notification of Issuing New Share Subscription Rights as Stock Options

In a meeting of the Board of Directors on April 20, 2005, HOYA CORPORATION "the Company" resolved to submit a proposal to grant subscription rights to the Directors, Executive Officers and employees of the Company and its subsidiaries as stock options in accordance with Article 280-20 and Article 280-21 of the Commercial Code at the 67th annual shareholders' meeting scheduled to be held on June 17, 2005.

1. Reason for the issuance of new share subscription rights to parties other than shareholders on specifically favorable conditions:
To raise the morale of and afford incentives to the Directors, Executive Officers and employees of the Company and its subsidiaries to contribute to achieving much improved results and secure good human resources, the Company intends to issue new share subscription rights to the Directors, Executive Officers and employees of the Company and its subsidiaries, as described in paragraph 3 below.
2. Qualified grantees of new share subscription rights:
Directors, Executive Officers and employees of the Company and its subsidiaries.
3. Outline of the issuance of new share subscription rights:
 - (i) Class and number of shares to be issued upon exercise of new share subscription rights:
Not exceeding 300,000 shares of common stock of the Company.
Provided, however, that in the event that the Company divides or consolidates its shares, the said number of shares to be issued upon exercise of the new share subscription rights shall be adjusted in accordance with the following formula. Such adjustment shall be made only to the number of shares in respect of which the said new share subscription rights have not been exercised then, with any

fraction of one share occurring upon such adjustment discarded.

$$\text{Number of shares as adjusted} = \frac{\text{Number of shares before adjustment}}{\text{Division/consolidation ratio}}$$

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

(ii) Total number of new share subscription rights to be issued:

Not exceeding 3,000 rights.

(Number of shares to be issued for each new share subscription right: 100 shares; provided, however, that in case of an adjustment to the number of shares as set forth in item (i) above, the adjustment shall be made similarly.)

(iii) Issue price of a new share subscription right:

Free of charge.

(iv) Amount to be paid in upon exercise of a new share subscription right:

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

The paid-in amount per share shall be the closing price (regular transaction) 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 new share subscription rights is adopted (or if transactions are not validly made on that day, the closing price on the immediately 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:

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

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

(v) New share subscription right exercise period:

From October 1, 2006 to September 30, 2015. Provided, however, that subject to a contract of granting new share subscription rights to be entered into individually between a relevant grantee of the rights and the Company (a "Contract"), the exercise of the new share subscription rights during the said period may be restricted.

(vi) Terms and conditions of the exercise of new share subscription rights:

- (1) Any grantee of new share subscription rights shall remain in office as Director, Executive Officer or employee of the Company or 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 good reason.
- (2) No new share subscription right so granted can be inherited.
- (3) No new share subscription right so granted can be assigned, given in pledge or otherwise disposed of.
- (4) In a Contract, the Company shall have the right to fix the maximum number of the new share subscription rights exercisable, or the maximum aggregate issue prices of shares to be issued upon exercise of the new share subscription rights, in each year (from January 1 to December 31) during the new share subscription right exercise period.
- (5) Any other term and condition shall be governed by a Contract to be entered into in accordance with the resolution of the Board of Directors for the issuance of the new share subscription rights.

(vii) Cancellation of new share subscription rights:

- (1) In the event that a merger agreement under which the Company shall be merged is approved or a proposition for the approval of a share exchange agreement or a proposition on a share transfer under which the Company shall become a wholly-owned subsidiary is adopted at a General Meeting of Shareholders, the Company may cancel the new share subscription rights

without consideration.

(2) In the event that any grantee of new share subscription rights ceases to meet the conditions to exercise his/her new share subscription rights or waives all or part of his/her new share subscription rights, the Company may cancel the relevant new share subscription rights without consideration.

(viii) Detailed terms and conditions:

The detailed terms and conditions concerning the new share subscription rights shall be determined by resolution at a meeting of the Board of Directors to be held after this Ordinary General Meeting of Shareholders.

Note: The above items are contingent upon the approval of the proposal to grant subscription rights as stock options at the 67th annual shareholders' meeting scheduled to be held on June 17, 2005.