

August 17, 2009

Company Name: HOYA CORPORATION
Representative: Hiroshi Suzuki, President and CEO
(Code: 7741, the First Section of the Tokyo Stock Exchange)
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Announcement of Simple Merger of Consolidated Subsidiary

HOYA CORPORATION (“the Company”) announced today that, in accordance with a decision of the representative executive officer dated August 17, 2009, HOYA Healthcare Corporation (“HHC”), the Company's wholly-owned subsidiary, is to be merged with the Company. The details are as follows.

As the merger is the simple one of the Company's wholly-owned subsidiary, the Company omitted some details to disclose.

1. Purpose of merger

The Company focuses its efforts on growing businesses in eye care and medical fields. HHC is the Company's wholly-owned subsidiary managing the contact lenses business, which is one of the group's major businesses in eye care area. Considering the current contact lens business environment in Japan and overseas, the Company decided to merge the subsidiary in order to unify the operation. The Company aims to strengthen and accelerate the growth of the business through flexible and effective allocation of the management resources in connection with the expansion of the contact lens store chain, overseas business development, and so on.

2. Outline of merger

(1) Timetable of merger

Decision of the representative executive officer	August 17, 2009
Signing of the merger agreement	August 17, 2009
Date of merger	January 1, 2010 (scheduled)

(Note) Because this merger is based on the simple merger procedure defined by the Company Law Article 796 Clause 3 and the short form merger procedure defined by the Company Law Article 784 Clause 1, it will be conducted without any approval by the general shareholders' meetings at the Company and HHC.

(2) Form of merger

The merger will take place in the form of a takeover by the Company, while HHC will be dissolved.

(3) Merger ratio and merger consideration

The Company owns all shares issued by HHC. Accordingly, there will be no issue of new shares, capital increase, or distribution of merger consideration.

(4) Stock acquisition rights and convertible bonds of the expiring company

There are no stock acquisition rights or convertible bonds issued by HHC.

3. Company profiles of parties pertaining to the merger

(as of March 31, 2009)

(1) Corporate name	HOYA CORPORATION (Company taking over)	HOYA Healthcare Corporation (Company taken over)
(2) Principal business	Production and sales of optoelectronics products, vision care products, PENTAX products	Production and sales of contact lenses and accessories
(3) Date of incorporation	August 23, 1944	April 1, 1991
(4) Location of head office	2-7-5 Naka-Ochiai, Shinjuku-ku, Tokyo	1-29-9 Takadanobaba, Shinjuku-ku, Tokyo
(5) Title and Name of Representative	Hiroshi Suzuki President and CEO	Sotaro Amano President
(6) Capital	6,264 million yen	810 million yen
(7) Total Number of Outstanding Shares	435,017,020 shares	27,000株
(8) Net Assets	61, 228 million yen	9,883 million yen
(9) Total Assets	342, 438 million yen	18,607 million yen
(10) Account Settlement	March 31	March 31
(11) Major Shareholders and Shareholding Ratio	JP Morgan Chase Bank 380055 9.00% Japan Trustee Services Bank, Ltd. (Trust Account) 6.90% Japan Trustee Services Bank, Ltd. (Trust Account 4G) 5.40%	HOYA CORPORATION 100%

4. Situation after merger

(1) Surviving company after the merger

There will be no change of corporate name, principal business, location of head office, representative, capital, and account settlement.

(2) Future prospect

There will be no effect to the consolidated business performance because HCC is a wholly-owned subsidiary of the Company.