Notice of the 83rd Ordinary General Meeting of Shareholders

Information for the meeting

■ Date and time of meeting:
June 29 (Tuesday), 2021
Start accepting 9:00 a.m.
Opening of the meeting 10:00 a.m.

■ Location:
B1F Conference Hall, Nakano Central Park
4-10-2, Nakano, Nakano-ku, Tokyo, Japan

We request that shareholders carefully consider the latest situation of COVID-19 on the day of the General Meeting of Shareholders, and if the situation is not favorable, we ask that shareholders refrain from attending on the day of the General Meeting of Shareholders. Instead, we ask that you exercise your voting rights beforehand in writing, via the Internet or through other such means.
On the day of the General Meeting of Shareholders, the Company may, at its discretion, take necessary measures in the conference hall, such as the use of alcohol disinfectant, to ensure the safety of shareholders and prevent the spread of infections.
If any future changes in the circumstances leads to significant changes in the convening of the Meeting (Location or time of meeting, etc.), the Company will post details on its website (https://www.hoya.co.jp/english).

HOYA CORPORATION

Security Code: 7741

Message from CEO

I would like to express my thanks for your continued patronage.

To begin, I would like to express my condolences for all those who have lost their lives to the novel coronavirus disease (COVID-19), as well as to their families, friends, and colleagues, and I pray for the speedy recovery of those who are affected or facing hardships. I would also like to express my deepest respect and gratitude to all of the medical professionals who are working tirelessly day and night to provide treatment.

I am delighted to present this convocation notice of the 83rd Ordinary General Meeting of Shareholders of HOYA CORPORATION to be convened on Tuesday, June 29. However, given the continuing concerns about the spread of COVID-19, I ask that you consider exercising your voting rights beforehand and refrain from attending the General Meeting of Shareholders in person.

In the current fiscal year, although the performance of the Life Care business was recovering, sales declined due to the impact of temporary closures of our customers' eyeglass stores, restrictions on outings and other factors as the governments in various countries imposed restrictions on economic activities to control the spread of COVID-19. Regarding the performance of the Information Technology business, despite the impact of COVID-19, the business achieved an increase in sales due to strong sales of mask blanks for EUV (Extreme Ultraviolet) lithography, which is semiconductor miniaturization technology, glass disk substrates for data center HDDs and other products.

As for cash, allocation will prioritize growth investments such as M&A and capital expenditures, and there is no change in our basic policy of using excess cash for returns to shareholders through dividends and share repurchases with due consideration for our future performance, capital demands, and capital structure. In the current fiscal year, we made investments in the Information Technology business for the growth of semiconductor- and HDD-related products, which are continuing their high growth. For returns to shareholders, while maintaining a dividend of 90 yen per share, which is the same as in the preceding consolidated fiscal year, we purchased 80 billion yen of the Company's own shares. Going forward, we will pursue capital efficiency in our management by proactively making investments for growth and delivering returns to shareholders while considering the business environment.

Although vaccinations have started in various countries, COVID-19 continues even now to have an impact on economic activities around the world, including in Japan. The impact of COVID-19 has changed people's behavioral patterns, creating a world where the future cannot be predicted based on an extension of the past. Under these circumstances, we believe that ensuring the safety and health of our employees and responding quickly to customer requests will contribute to enhancing corporate value. We sincerely ask for your continued support.

Hiroshi Suzuki
Director, Representative Executive Officer
President & CEO

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."

INDEX

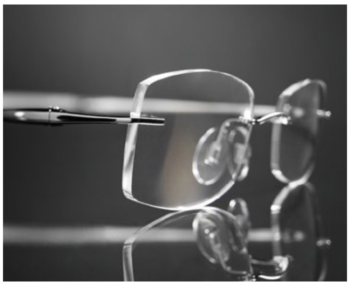
HOYA Group's Businesses

Based on the concept of "Business Portfolio Management" and "Big Fish in a Small Pond," HOYA has developed highly competitive businesses focused on two segments, Life Care and Information Technology.

The HOYA Group aims to improve QOL (quality of life) of people around the world with a focus on eye care.

Life Care 62%

Health Care



Eyeglass lenses

"Eyecity" store

Engages in manufacturing and sales of eyeglass lenses and operation of "Eyecity," contact lens specialty retail stores.

- Eyeglass lenses
- "Eyecity," contact lens specialty retail stores

Medical

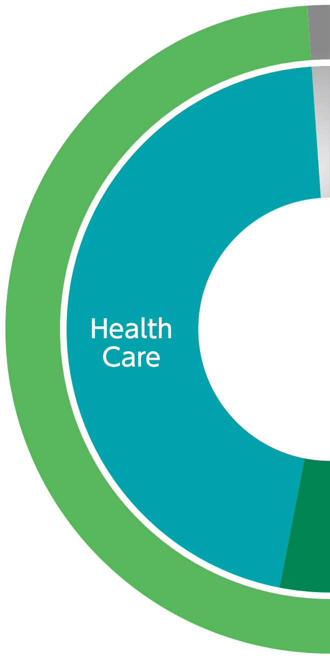
Medical endoscope

Intraocular lenses for cataracts

Main products are medical endoscopes, intraocular lenses for cataracts, apatite products that are prosthetic fillers for bone defects, etc.

- Medical endoscopes
- Intraocular lenses for cataracts
- Artificial bones/metallic orthopedic implants

Sales

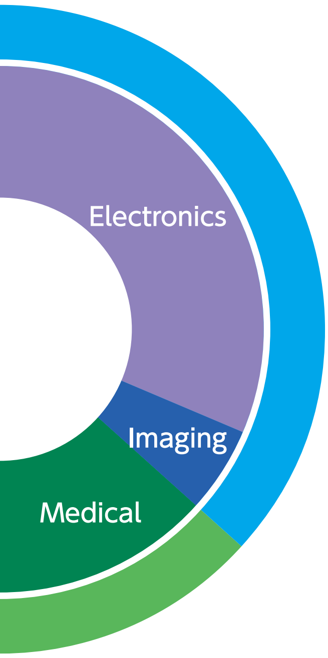


The HOYA Group will continue striving to maximize sustainable corporate growth and its corporate value by efficiently allocating management resources to growth areas such as the Life Care business, whose market is expected to expand on a long-term basis due to the aging of the world population and improvement in living standards in emerging markets, and semiconductors and HDD-related products in the Information Technology business, whose market is expected to grow on a medium-term basis due to the progress of an increasingly digital society.

The HOYA Group contributes to the realization of an affluent society with its overwhelming technological capabilities.

37% Information Technology

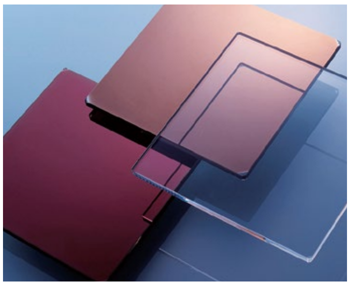
Composition



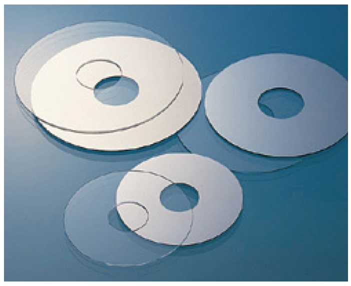
Electronics

Deals in glass-made components and materials essential for manufacturing semiconductors, LCD panels and HDDs.

- Mask blanks for semiconductors
- Photomasks for semiconductors
- Photomasks for FPD
- Glass disk substrates for HDDs



Mask blanks for semiconductor

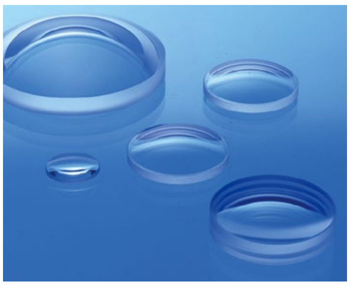


Glass disk substrates for HDDs

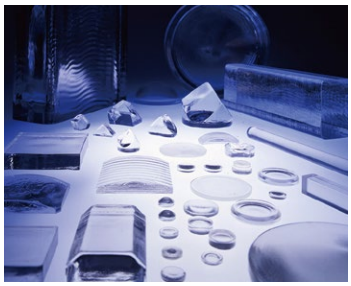
Imaging

Deals in optical lenses, optical glass material and lens modules for cameras, etc.

- Optical glass material
- Optical lenses
- Laser related equipment



Optical lenses



Optical glasses

Note: The term "HOYA" herein refers to "HOYA Group" in reference to its history, activities, operating results, etc. In particular, statements concerning HOYA on a nonconsolidated basis are written in the form of "HOYA Corporation."

Security Code: 7741
May 31, 2021

Notice of the 83rd Ordinary General Meeting of Shareholders

Dear Shareholders:

Notice is hereby given that the 83rd Ordinary General Meeting of Shareholders of HOYA CORPORATION ("the Company") will be held as set forth below.

Given that authorities are calling on the public to avoid going out, we accordingly request that our shareholders refrain from attending the General Meeting of Shareholders on the day of the meeting to the extent possible. Instead, we ask that you exercise your voting rights beforehand in writing, via the Internet or through other such means. For exercising the voting rights in writing or via the Internet, etc., please go over the information set forth in the accompanying Reference Material for the General Meeting of Shareholders and, following the "Information on exercising the voting rights" on pages 7–8, cast your vote no later than 5:45 p.m. on Monday, June 28, 2021 to exercise your voting rights.

Yours very truly,

HOYA CORPORATION
6-10-1 Nishi Shinjuku, Shinjuku-ku, Tokyo, Japan
Hiroshi Suzuki
Director, Representative Executive Officer
President & CEO

Description

1. Date and time of meeting: 10:00 a.m., Tuesday, June 29, 2021

2. Location: B1F hall, Nakano Central Park Conference
4-10-2, Nakano, Nakano-ku, Tokyo, Japan
*Please note that the venue is different from last year.

3. Agenda:

Matters to be reported:

1) Reports on the Business Report and the Consolidated Financial Statements for the 83rd fiscal year (from April 1, 2020 to March 31, 2021) and the Audit Reports of the Consolidated Financial Statements for the fiscal year by the Accounting Auditor and the Audit Committee

2) Reports on the Nonconsolidated Financial Statements for the 83rd fiscal year (from April 1, 2020 to March 31, 2021)

Matter to be resolved:

Proposal: Election of Six (6) Directors

[Notice Regarding Novel Coronavirus (COVID-19) Countermeasures]

Depending on the circumstances surrounding the novel coronavirus on the day of the Ordinary General Meeting of Shareholders, the Company may take measures in the venue, such as the use of alcohol disinfectant, to ensure the safety of shareholders and prevent the spread of infections.
If any future changes in the circumstances lead to significant changes in the convening of the Meeting (Location or time of meeting, etc.), the Company will post details on its website (https://www.hoya.co.jp/english/).

[Matters published on the Internet]

(1) Of the matters to be included in this notice pursuant to laws and regulations and provisions of Article 16 of the Articles of Incorporation of the Company, Notes to the Consolidated Financial Statements and Notes to the Nonconsolidated Financial Statements are disclosed on our website (https://www.hoya.co.jp/english/) instead of being included in this Notice. Therefore, the documents attached to this Notice constitute a part of the Consolidated Financial Statements and the Nonconsolidated Financial Statements audited by the accounting auditor in preparing its Audit Report.
(2) If any revision takes places in the accompanying Reference Material for the General Meeting of Shareholders, the Business Report, the Consolidated Financial Statements or the Nonconsolidated Financial Statements, it will be published at the Company's website on the Internet (https://www.hoya.co.jp/english/).

[Precautions for exercising the voting rights by proxy]

If attending the meeting by proxy, the proxy must present to the receptionist at the meeting an item showing authority to act as proxy, with a signature or name and seal of the shareholder who entrusted the service as proxy, together with the voting form of the said shareholder or a copy of a form of ID (seal registration certificate, driver's license, etc.). The proxy must be another shareholder of the Company having voting rights as provided under the Articles of Incorporation of the Company.

Information on exercising the voting rights

As the exercise of voting rights in the Ordinary General Meeting of Shareholders is the important right of all shareholders with votes, please go over the information set forth in the accompanying Reference Material for the General Meeting of Shareholders and exercise your voting rights.
The exercise of voting rights is subject to the following three ways:

* **We strongly recommend that you exercise your voting rights with respect to this General Meeting of Shareholders as described in 2 and 3 below.**

1. If you attend the meeting

If you are attending the meeting, please present the enclosed voting form to the receptionist at the meeting.

2. If you are exercising your voting rights in writing

If you are exercising your voting rights in writing, please indicate your approval or disapproval of the proposal on the enclosed voting form and send us by post so that the Company can receive your form **no later than 5:45 p.m. on Monday, June 28, 2021**. Please refer to **[Handling of voting rights]** when indicating your approval or disapproval of the Proposal on the voting form.

3. If you are exercising your voting rights via the Internet

If you are exercising your voting rights via the Internet, please confirm the following precautions before exercising the rights.

Exercising of the voting rights via the Internet is accepted **until 5:45 p.m. on Monday, June 28, 2021**, however, please exercise your rights at the earliest possible time, and if you have any questions concerning how to use the system please contact the Stock Transfer Agency Web Support Hotline below.

Contact information for inquiries about the operation of personal computers, etc.:
The Sumitomo Mitsui Trust Bank, Limited, Stock Transfer Agency Web Support Hotline
Tel: **0120-652-031** (toll free)
Office hours: (from 9:00 a.m. to 9:00 p.m.)

1) About the voting website

The voting rights can be exercised via the Internet using only the voting website designated by the Company below.

Voting website address: https://www.web54.net/

2) How to exercise the voting rights

(1) Voting by computer (PC)
Please access the voting website (https://www.web54.net/), enter the "voting rights exercise code" and "password" which are stated on your enclosed voting form, and follow instructions on screen to enter your approval or disapproval.

(2) Voting by smartphone
Please scan the voting website QR code on your enclosed voting form and enter your approval or disapproval on the voting-by-smartphone website, which does not require entering a "voting rights exercise code" or "password."
Note that changing your vote once you have executed your voting rights requires re-scanning the QR code and entering the "voting rights exercise code" and "password" stated on your voting form.

3) Costs incurred when accessing the voting website

All fees payable to Internet service providers and telecommunication carriers (such as connection fees) in accessing the voting website are to be borne by the shareholders.

[Handling of voting rights]

- **If you indicate neither your approval nor disapproval of a proposal on the voting form, your answer will be deemed to be approval.**
- **If you exercise your voting rights redundantly via the Internet and by mail, the voting rights exercised via the Internet shall be treated as valid.**
- **If you exercise your voting rights more than once via the Internet, the Company will regard the content of the last exercise as valid. Similarly, when you exercise your voting rights redundantly via a personal computer and a smartphone, the Company will regard the content of the last exercise as valid.**

- End -

Reference Material for the General Meeting of Shareholders

Proposal Election of Six (6) Directors

The term of office of all of the six Directors will expire at the close of this Ordinary General Meeting of Shareholders. As a result of deliberations on the number of members and composition of the Board of Directors in consideration of the diversity, management experience, and expertise prior to the selection of candidates by the Nomination Committee, it is being proposed that, continuing from last year, six Directors be elected - five Independent Directors and one Inside Director. The reason for the selection of each candidate is stated individually in the following pages.

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 Director and Independent Directors meet the requirements for such candidates.

All Independent Directors are to serve on the following three committees: the Nomination Committee, the Compensation Committee, and the Audit Committee.

The candidates for Directors are as follows:

No.	Name	Current positions and assignments at the Company	
1	Yukako Uchinaga	Director, Chairperson of the Audit Committee Member of the Nomination Committee Member of the Compensation Committee	Independent
2	Mitsudo Urano	Director, Chairperson of the Nomination Committee Member of the Compensation Committee Member of the Audit Committee	Independent
3	Shuzo Kaihori	Director, Member of the Nomination Committee Member of the Compensation Committee Member of the Audit Committee	Independent
4	Hiroaki Yoshihara	Director, Member of the Nomination Committee Member of the Compensation Committee Member of the Audit Committee	Independent
5	Yasuyuki Abe		Independent New
6	Hiroshi Suzuki	Director, Representative Executive Officer President & CEO	

(Note) Ms. Yukako Uchinaga, Mr. Mitsudo Urano, Mr. Shuzo Kaihori, Mr. Hiroaki Yoshihara and Mr. Yasuyuki Abe are candidates for the posts of Independent Directors. The Company has provided notice to the Tokyo Stock Exchange of Ms. Yukako Uchinaga, Mr. Mitsudo Urano, Mr. Shuzo Kaihori and Mr. Hiroaki Yoshihara as being Independent Directors appointed by the Company, in accordance with the Tokyo Stock Exchange's rules and regulations. As for Mr. Yasuyuki Abe, he also meets the requirements for an Independent Director in accordance with the Tokyo Stock Exchange's rules and regulations, and the Company plans to provide notice to the Tokyo Stock Exchange of him as being an Independent Director appointed by the Company.

No.	Name	Brief history, positions and assignments at the Company, and important positions of other companies concurrently held
1	 **Yukako Uchinaga** (Born on Jul. 5, 1946) Candidate for Independent Director [Number of years in office of the Director of the Company] 8 Years [Number of shares of the Company held] 1,000 Shares [Number of attendances to the board meetings] 9/9 times (100%)	Jul. 1971 Joined IBM Japan, Ltd. Apr. 1995 Director in charge of Asia Pacific Products of IBM Japan, Ltd. Apr. 2000 Managing Director and Head of Tokyo Software Development Laboratory of IBM Japan, Ltd. Apr. 2004 Director and Senior Executive Officer in charge of Development & Manufacturing of IBM Japan, Ltd. Apr. 2007 Technical Advisor of IBM Japan, Ltd. (retired in March 2008) Apr. 2007 Board Chair of Japan Women's Innovative Network (J-WIN), Non-profit Organization (present post) Jun. 2007 Director of Benesse Corporation Apr. 2008 Director and Vice Chairman of Benesse Corporation Apr. 2008 Representative Director, Chairman of the Board, President & CEO of Berlitz Corporation Oct. 2009 Director and Executive Vice President of Benesse Holdings, Inc. (retired in June 2013) Apr. 2013 Honorary Chairman of Berlitz Corporation (retired in June 2013) Jun. 2013 Director of the Company (present post) Sep. 2013 President & CEO of Globalization Research Institute Co., Ltd. (present post) Apr. 2014 Board Chair of Japan Diversity Network Association (retired in January 2019) **(Important positions of other companies concurrently held)** Board Chair of J-WIN, Non-profit Organization Outside Director of Teijin Limited Outside Director of SINTOKOGIO, LTD. (scheduled to assume the position on June 22, 2021)

Reason for the Selection of Candidate for Director and Overview of Expected Roles

The above candidate is a pioneer of female executive officer as she was promoted to the first female director of IBM Japan, Ltd. Then, as CEO of Berlitz Corporation under Benesse Holdings, Inc., she established a brand of a "global human resource development enterprise" and achieved superior results as the English language school at which Japanese management personnel are educated and trained so as to survive global economic competitions. In addition, for many years, she has devoted herself to activities for promoting the active participation of women by corporations and has also provided the Company with advice on promoting diversity. The Company's Nomination Committee believes she will even more greatly contribute to utilization of IT in management, the globalization of human resources and diversity management in the Company, so it has nominated her as a candidate for Director again this year. There were transactions in the fiscal year 2020 between the HOYA Group and Benesse Group, which the candidate comes from, but the amount involved in the transactions represents less than 0.1% of the consolidated net sales of each party. Payment of membership fees of 1,050,000 yen was made to J-WIN, Non-profit Organization, which the candidate concurrently serves as Board Chair. For all these transactions, nothing in connection with the candidate exists that violates the independence requirements for a Director candidate provided for in the "Basis for Election of Candidates for Directors" set forth by the Nomination Committee of the Company.

Message to Shareholders from Candidate

I believe that the Company's strength is, while timely restructuring its business amidst global expansion, to powerfully exercise its market leadership with its competitive edge. I intend to contribute to the Company in areas of strategies and swift actions to further promote innovation and utilization of global personnel in company operations. I would like to further contribute to the Company particularly in areas of strategic utilization of IT, which supports the basis of the global company, and promotion of diversity as a first step to utilize the talent of female employees in terms of human resources.

No.	Name	Brief history, positions and assignments at the Company, and important positions of other companies concurrently held
2	 **Mitsudo Urano** (Born on Mar. 20, 1948) Candidate for Independent Director [Number of years in office of the Director of the Company] 8 Years [Number of shares of the Company held] 5,000 Shares [Number of attendances to the board meetings] 9/9 times (100%)	Apr. 1971 Joined Nippon Reizo Kabushiki Kaisha (present Nichirei Corporation) Jun. 1999 Director and General Manager, Strategic Planning Division of Nichirei Corporation Jun. 2001 Representative Director and President of Nichirei Corporation Jan. 2005 Representative Director and President of Nichirei Corporation, and Representative Director and President of Nichirei Foods Inc. Apr. 2007 Representative Director and President of Nichirei Corporation, and Director and Chairman of Nichirei Foods Inc. Jun. 2007 Representative Director and Chairman of Nichirei Corporation, and Director and Chairman of Nichirei Foods Inc. Jun. 2013 Advisor of Nichirei Corporation (retired in March 2018) Jun. 2013 Director of the Company (present post) **(Important positions of other companies concurrently held)** Outside Director of Resona Holdings, Inc. (scheduled to retire the position on June 23, 2021) Outside Director of Hitachi Transport System, Ltd.

Reason for the Selection of Candidate for Director and Overview of Expected Roles

The above candidate focused on capital efficiency from the early stage in Nichirei Corporation, a leading Japanese frozen food manufacturer, and developed efficient management through company split-ups and informatization. He particularly has extensive experience and solid achievements on management informatization. The Company's Nomination Committee has nominated him as a candidate for Director again this year, since, in addition to the achievements in Nichirei Corporation, it believes that he will make a great contribution to enhancing management efficiency and transparency through giving advice and proposals on overall company management with his deep insight and extensive experience as management having served as an outside director and outside corporate auditor in other companies listed on the First Section of the Tokyo Stock Exchange. Moreover, there were no transactions in the fiscal year 2020 between the HOYA Group and Nichirei Group, which the candidate comes from, that violate the independence requirements for a Director candidate provided for in the "Basis for Election of Candidates for Directors" set forth by the Nomination Committee of the Company.

Message to Shareholders from Candidate

I am proud to be one of the members of the Board of Directors of the Company since, at the meetings of the Board of Directors, there are lively discussions in a positive mood, problems are pointed out and proposals are made from a variety of perspectives, and the PDCA cycle is extremely quick. HOYA's strength is that it can continually challenge itself to take reasonable risks even in drastically changing business environments. I believe that the role of an Independent Director is to provide general and objective support and supervision for corporate management by Executive Officers from the perspective of improving corporate value. I will strive to contribute to the management in a way that enhances the brand power of the Company.

No.	Name	Brief history, positions and assignments at the Company, and important positions of other companies concurrently held
3	 **Shuzo Kaihori** (Born on Jan. 31, 1948) Candidate for Independent Director [Number of years in office of the Director of the Company] 6 Years [Number of shares of the Company held] 1,000 Shares [Number of attendances to the board meetings] 9/9 times (100%)	Apr. 1973 Joined Yokogawa Electric Works Ltd. (present Yokogawa Electric Corporation) Apr. 2005 Vice President, Head of IA Business Headquarters of Yokogawa Electric Corporation Apr. 2006 Senior Vice President, Head of IA Business Headquarters of Yokogawa Electric Corporation Jun. 2006 Director and Senior Vice President, Head of IA Business Headquarters of Yokogawa Electric Corporation Apr. 2007 Representative Director, President and Chief Executive Officer of Yokogawa Electric Corporation Apr. 2013 Representative Director, Chairman and Chief Executive Officer of Yokogawa Electric Corporation Apr. 2015 Director, Chairman of Yokogawa Electric Corporation Jun. 2015 Director of the Company (present post) Jun. 2016 Director and Chairman of the Board of Yokogawa Electric Corporation (retired in June 2018) **(Important positions of other companies concurrently held)** Outside Director of Eisai Co., Ltd.

Reason for the Selection of Candidate for Director and Overview of Expected Roles

The above candidate assumed the presidency of Yokogawa Electric Corporation, which operates a test and measurement business and industrial automation and control business, in 2007 when the company faced difficult business conditions, then was committed to turning around the company and achieved a surplus by changing the business model from hardware to software and promoting the globalization. The Company's Nomination Committee has decided that he will contribute greatly to the Company's management from his performance that he boldly responded to changes in the business environment and achieved results and by giving advice on strengthening of software business, which is a challenge for the Life Care Segment, an area expected to grow, based on his extensive experience, so it has nominated him as a candidate for Director again this year. There were transactions in the fiscal year 2020 between the HOYA Group and Yokogawa Electric Group, which the candidate comes from, but the amount involved in the transactions represents less than 0.1% of the consolidated net sales of each party, and nothing in connection with the candidate exists that violates the independence requirements for a Director candidate provided for in the "Basis for Election of Candidates for Directors" set forth by the Nomination Committee of the Company.

Message to Shareholders from Candidate

Currently the world is experiencing great change, with security affecting economic activities, digital technology transforming businesses, the COVID-19 pandemic bringing about change in people's values, and the need to conserve the earth as an asset increasing. It is becoming even more important for HOYA to manage its business portfolio by incorporating such global change. I will strive to meet the expectations of stakeholders, I will strive to increase corporate value in the medium- to long-term by fully deliberating on business strategies, ensuring management transparency, further improving corporate governance, and fulfilling my responsibility for management oversight.

No.	Name	Brief history, positions and assignments at the Company, and important positions of other companies concurrently held
4	 **Hiroaki Yoshihara** (Born on Feb. 9, 1957) Candidate for Independent Director [Number of years in office of the Director of the Company] 3 Years [Number of shares of the Company held] 0 Shares [Number of attendances to the board meetings] 9/9 times (100%)	Nov. 1978 Joined Peat Marwick Mitchell & Co. Jul. 1996 National Managing Partner, the Pacific Rim Practice of KPMG LLP Oct. 1997 The Board Member of KPMG LLP Oct. 2003 Vice Chairman and Global Managing Partner of KPMG International (retired in April 2007) Jun. 2018 Director of the Company (present post) (Important positions of other companies concurrently held) Outside Director of Hitachi, Ltd.

Reason for the Selection of Candidate for Director and Overview of Expected Roles

The above candidate has long-term experience as an expert in finance and accounting as well as management experience gained as Global Managing Partner of an international accounting firm. He also has a track record of participating in the M&A of many companies from a professional standpoint. The Company's Nomination Committee has judged that he will contribute to the enhancing the supervisory function of the Board of Directors of the Company and at the same time provide plenty of advice in regard to M&A, an important measure in the Company's business strategy, so it has nominated him as a candidate for Director again this year. Nothing in connection with the candidate violates the independence requirements for a Director candidate provided for in the "Basis for Election of Candidates for Directors" set forth by the Nomination Committee of the Company.

Message to Shareholders from Candidate

Business styles and lifestyles are greatly changing due to impact from the COVID-19. Under this new business environment, it is important that as a company, HOYA reforms its business model by accelerating digital transformation, continuously reviews its business portfolio, and aims to further improve the efficiency of its business operations, while placing the safety and health of all HOYA Group members and business partners as its top priority. Meanwhile, for HOYA to continue evolve constantly, the continuous creation of highly profitable new business areas has become an extremely important management issue. As an Independent Director, I will sincerely strive to support and supervise the furthering of the execution of duties by the management team from an independent standpoint.

No.	Name	Brief history, positions and assignments at the Company, and important positions of other companies concurrently held
5	 **Yasuyuki Abe** (Born on Apr. 17, 1952) Candidate for Independent Director [Number of years in office of the Director of the Company] New [Number of shares of the Company held] 0 Shares New	Apr. 1977 Joined Sumitomo Corporation Jun. 2002 Representative Director and President of Sumisho Electronics Co., Ltd. (present SCSK Corporation) Apr. 2005 Representative Director and President of Sumisho Computer Systems Corporation (present SCSK Corporation) Jun. 2009 Representative Director, Managing Executive Officer, General Manager, Financial & Logistics Business Unit of Sumitomo Corporation Apr. 2010 Representative Director, Managing Executive Officer, General Manager, New Industry Development & Cross-function Business Unit of Sumitomo Corporation Apr. 2011 Representative Director, Senior Managing Executive Officer, General Manager, New Industry Development & Cross-function Business Unit, General Manager, Financial Service Division of Sumitomo Corporation Apr. 2013 Representative Director, Senior Managing Executive Officer, General Manager, Corporate Planning & Coordination Group of Sumitomo Corporation Jun. 2015 Advisor of Sumitomo Corporation (retired in June 2018) (Important positions of other companies concurrently held) External Director of the Board, Chairman of the Board of JVCKENWOOD Corporation (scheduled to retire the position on June 25, 2021) Advisor of ORANGE AND PARTNERS CO., LTD. Outside Director of SUBARU CORPORATION

Reason for the Selection of Candidate for Director and Overview of Expected Roles

The above candidate was primarily engaged in the electric power, machinery, and information fields at Sumitomo Corporation, a general trading company. After stationed twice in the United States, he served as representative director and president of the company's electronics and information related subsidiaries. Subsequently, as a representative director of Sumitomo Corporation, he was engaged in the company's financial, logistics and new business development. The Company's Nomination Committee has judged that he will contribute to the Board of Directors of the Company through his wide-ranging experience at the general trading company, his global mindset cultivated over the years of stay in the United States, his business experience nurtured as a representative director and president, and his experience as an independent director gained at other companies after leaving Sumitomo Corporation, so it has nominated him as a candidate for Independent Director. There were transactions in the fiscal year 2020 between the HOYA Group and Sumitomo Corporation, which the candidate comes from, but the amount involved in the transactions represents less than 0.1% of the consolidated net sales of each party, and nothing in connection with the candidate exists that violates the independence requirements for a Director candidate provided for in the "Basis for Election of Candidates for Directors" set forth by the Nomination Committee of the Company.

Message to Shareholders from Candidate

Recently, in times where the global situation is changing rapidly and thus is difficult to predict, management looking ahead from a medium- to long-term perspective is becoming necessary more than ever before. There may be many cases where the management direction itself will need to be boldly realigned in accordance with the world trend. As an Independent Director, I will, to the best of my ability, contribute to maximize the corporate value of the HOYA Group based on my years of worldwide corporate activities and experience in management at a trading company, along with my experience in management in the information and communications, electrical equipment, and automotive industries.

No.	Name	Brief history, positions and assignments at the Company, and important positions of other companies concurrently held
6	 **Hiroshi Suzuki** (Born on Aug. 31, 1958) [Number of years in office of the Director of the Company] 28 Years [Number of shares of the Company held] 84,980 Shares [Number of attendances to the board meetings] 9/9 times (100%)	Apr. 1985 Joined the Company Jun. 1993 Director of the Company Jun. 1997 Managing Director of the Company Apr. 1999 Managing Director of the Company, President of Electro Optics Company Jun. 1999 Executive Managing Director of the Company Jun. 2000 Representative Director, President & CEO of the Company Jun. 2003 Director, Representative Executive Officer President & CEO of the Company (present post) Dec. 2011 Chief Representative of Singapore Branch of the Company (present post) **(Important positions of other companies concurrently held)** Outside Director of KIOXIA Holdings Corporation (former Toshiba Memory Holdings Corporation)

Reason for the Selection of Candidate for Director

The above candidate serves as the driving force of the management of the HOYA Group as Director and Representative Executive Officer President & CEO, and gives appropriate explanations and reports on strategies based on portfolio management at the meetings of the Board of Directors. He also supervises the execution of operations by other Executive Officers and adequately fulfills his role as Executive Officer and Director. The Company's Nomination Committee has nominated him as a candidate for Director again this year, in consideration of his achievements as Director to date.

Message to Shareholders from Candidate

HOYA is pursuing portfolio management that develops a number of business lines in the two areas of Information Technology and Life Care. With the rapid change in the global situation and business environment, as well as the recent emergence of the COVID-19 pandemic, while degree of impact differs, an unprecedented response to the environment in both businesses is a serious management issue. In this environment, the executive team must clarify HOYA's strategic positioning in each field, verify the growth prospects, profitability, and competitive advantage of each business, and swiftly carry out the decision-making process. As CEO, I intend to firmly take the wheel, to boost corporate value by leveraging the abilities of not only the management ranks, but also each and every employee, and to respond to the expectations and trust of shareholders and all other stakeholders.

(Notes) 1. Special interests between the candidates and the Company
No candidate has any special interest in the Company.

2. Reasons for the selection of candidates for Independent Director
A company-with-nomination committee, etc. has been adopted as a structure for its Board of Directors. The Company set up three committees, namely the Nomination Committee, Compensation Committee and Audit Committee, with the aim of securing management transparency and fairness and reinforcing supervisory functions. At the same time, the Company established a system that enables speedy and efficient management by Executive Officers by a substantial transfer of authority from the Board of Directors to Executive Officers. Independent Directors must comprise a majority at each of the three committees. The Articles of Incorporation of the Company prescribe that half or more of its Directors must be Independent Directors, for the purpose of ensuring fairness. At present, five of the six Directors of the Company are Independent Directors. The reason for the selection of a candidate for Independent Director is described separately for each candidate.

3. Number of years in office of the Director of the Company for candidates
The number of years in office of Independent Director (up to the close of this General Meeting of Shareholders) is described separately for each candidate.

4. Conclusion of limited liability agreements
The Company and each of the four candidates for reappointment as Independent Director have concluded an agreement that limits liabilities for damages in Paragraph (1), Article 423 of the Companies Act to the higher of 10 million yen or the amount provided by Paragraph (1), Article 425 of the Companies Act.
When the election of the candidates for reappointment and Mr. Yasuyuki Abe, a new candidate for appointment, is approved and passed, the above liability limitation agreement will be continued or concluded, respectively.

5. Conclusion of a directors and officers liability insurance contract
The Company has concluded a directors and officers liability insurance contract between an insurance company, as stipulated in Paragraph (1), Article 430-3 of the Companies Act, and plans to renew the contract under the same terms in the fiscal year 2021. Under this contract, the insured persons are fully or partially compensated for damages (defense costs and compensation or settlement payments) incurred as a result of assuming liability of the duties executed or receiving claim for such damages held accountable. However, this does not cover certain events such as claims for damages for willful violation of laws and regulations. This contract mainly covers individuals executing important duties, including Directors and Executive Officers of the Company, and Directors, etc. of the Company's subsidiaries. When a person subject to this insurance, including a Director of the Company, is appointed as a Director or others, they will be an insured person under the insurance contract.

6. Independent Directors
The candidates for Independent Director not only meet the requirements for outside directors stipulated by the Companies Act but also meet the "Basis for Election of Candidates for Directors" that the Nomination Committee of the Company has set out as requirements to ensure the independence of candidates for Independent Director as described below. Therefore, the Nomination Committee has determined that the candidates sufficiently secure independence as Independent Directors.

7. Facts of violation of laws and regulations, articles of incorporation, or any other inappropriate business execution at other companies where candidates for Independent Director have served, if any, as a director, executive officer, or auditor within the past five years
At SUBARU CORPORATION, where Mr. Yasuyuki Abe serves as an Outside Director, an inappropriate case was revealed in respect to fuel economy and emissions sampling inspections, and other final vehicle inspections in October 2017 while in office as Outside Corporate Auditor. Although Mr. Abe had not been aware of the situation until all facts were revealed, as an Outside Corporate Auditor of the company, he had been offering suggestions from a legal compliance perspective on a daily basis and had been calling attention to the company's legal compliance. After the above situation came to light, Mr. Abe has appropriately fulfilled his duties and strove to recover the trust of the company through actions such as by requesting further enhancement and thoroughness of compliance as well implementation of appropriate measures to prevent any reoccurrences.

(Reference 1)
Outline of matters that violate requirements for independence of candidates for Independent Director

<Those who are related to the HOYA Group>
- Those who previously worked for the HOYA Group
- Those who have a family member (spouse, child or relatives by blood or by affinity within the second degree) who has held the position of Director, Executive Officer, Corporate Auditor or top management of the HOYA Group in the past five years

<Major shareholders>
- Those who are major shareholders (10% or more) of the HOYA Group, or those who are directors, executive officers, corporate auditors or employees of companies that are major shareholders of the HOYA Group or those who have a family member who is a top management of such companies
- Those who execute operations of a company of which a major shareholder is the HOYA Group

<Those who are related to big business partners>
- Those who are operating directors, executive officers or employees of any important business partner, either for the HOYA Group or the corporate groups which the candidates come from, the sales to which business partner comprises 2% or more of the consolidated net sales of the HOYA Group or the company groups for either of the past three years, or those who have a family member who is a top management of such business partner

<Those who provide professional services (lawyers, certified public accountants, certified tax accountants, patent attorneys, judicial scriveners, etc.)>
- Those who have received remuneration of 5 million yen or more per year or those who have a family member who has received remuneration of 5 million yen or more per year, from the HOYA Group in the past three years
- When the organization which the candidate belongs to, such as a company and association, has received cash, etc. from the HOYA Group, the amount of which exceeds 100 million yen per year or 2% of consolidated net sales of the said organization, whichever is higher

<Donation, etc.>
- When the association or organization which the candidate belongs to as director or operating officer has received donations or grants in the past three years, the amount of which exceeds 10 million yen per year or 30% of the said organization's average annual total costs, whichever is higher, or when the association or organization which the candidate's family member belongs to has received donations or grants equivalent to the aforementioned amount

<Others>
- When directors are exchanged
- When the candidate has any other important interest in the HOYA Group

(Reference 2)

As a company-with-nomination committee, etc., the Company's Board of Directors plays a role as a monitoring board to maximize the corporate value over the medium- to long-term. The Board of Directors supervises the management situation of executives and if necessary, need to decide on critical matters such as replacing the CEO. The Company considers that experience in top management is important for Outside Directors to fulfill their function as a monitoring board, and that diversity in gender and skill sets is necessary to supervise management from various viewpoints, as well as extensive insight and leadership to reflect such diverse viewpoints in management.

	Independent Directors' Backgrounds					
	Corporate Management	Global Business	Finance/ Accounting	IT/Technology	M&A	Human Resource Development/ Diversity
Mitsudo Urano	●	●				●
Yukako Uchinaga	●	●		●		●
Shuzo Kaihori	●	●		●		
Hiroaki Yoshihara	●	●	●	●	●	
Yasuyuki Abe	●	●		●	●	

Business Report An attachment to the Notice of the 83rd Ordinary General Meeting of Shareholders (From April 1, 2020 to March 31, 2021)

Matters Relating to the Present State of the HOYA Group

Business Development and Results

Progression and result of businesses

■ General Overview:

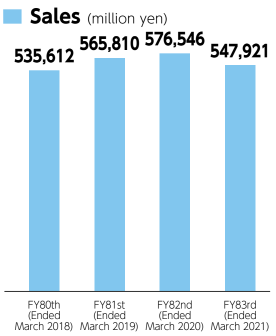
As of March 31, 2021, the HOYA Group consisted of the HOYA CORPORATION, 143 consolidated subsidiaries (7 of which are domestic and 136 overseas) and 18 affiliates (5 of which are domestic and the other 13 overseas).

The HOYA Group has adopted a business management structure where the Life Care and Information Technology business segments control subsidiaries around the world based on their respective responsibilities. Regional headquarters in the Americas, Europe and Asia support business operations by strengthening relationships with countries and areas in the respective regions, such as by providing legal support and conducting internal audits. The HOYA Group has its Financial Head Quarters (FHQ) at its Europe Regional Headquarters (Netherlands).

<Adoption of the International Financial Reporting Standards>

Beginning with the 73rd fiscal year, the HOYA Group prepares its consolidated financial statements and other documents in compliance with the International Financial Reporting Standards (IFRS) pursuant to the paragraph (1), Article 120 of the Ordinance on Company Accounting. With respect to reportable segments presented in the overview of operation by business category, the HOYA Group divides its business into three reportable segments, based on IFRS. These segments are Life Care, Information Technology, and Other Businesses.

The Life Care segment deals in health care related products such as eyeglass lenses and contact lenses, as well as medical related products such as intraocular lenses and medical endoscopes. The Information Technology segment handles electronics related products used for the production of semiconductors, flat-panel displays (FPDs) and hard disk drives (HDDs), and imaging related products such as digital camera lenses. The Other Businesses segment offers mainly speech synthesis software and information system services.

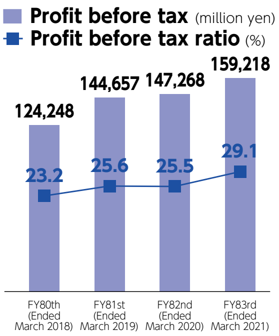


<Sales>

In the Life Care business of the HOYA Group, sales of eyeglass lenses and contact lenses in health care related products, and sales of medical endoscopes and intraocular lenses for cataracts in medical related products decreased. As a result, overall sales in the Life Care business decreased.

In the Information Technology business, sales in electronics related products of mask blanks for semiconductors increased substantially, while sales of photomasks for FPD decreased and those of glass substrates for hard disk drives decreased slightly. Meanwhile, sales of imaging related products decreased. As a result, overall sales in the Information Technology business increased.

As a result, sales for the consolidated fiscal year ended March 2021 amounted to 547,921 million yen, a 5.0% decrease year on year.

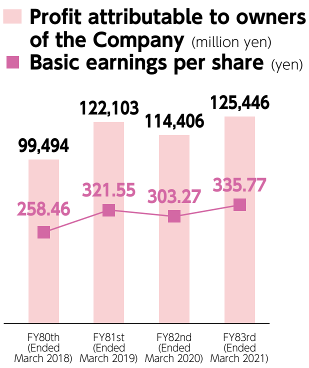


<Profit>

Profit before income tax increased compared to the preceding consolidated fiscal year by 8.1% to 159,218 million yen, and profit for the year increased by 9.3% to 125,221 million yen.

The profit before tax ratio was 29.1%, an increase of 3.6 percentage points from 25.5% in the preceding consolidated fiscal year.

There were no discontinued operations in the consolidated fiscal year ended March 2021 and the preceding consolidated fiscal year. Therefore, all numerical values and percentage changes herein are based on continuing operations.



<Financial Position>

Total assets at March 31, 2021 increased by 42,282 million yen from the end of the preceding consolidated fiscal year to 853,290 million yen.

Non-current assets increased by 8,869 million yen to 298,705 million yen. This is primarily due to increases of 12,655 million yen in property, plant and equipment-net, and 6,030 million yen in long-term financial assets despite decreases of 6,394 million yen in goodwill, and 2,686 million yen in intangible assets.

Current assets increased by 33,413 million yen to reach 554,584 million yen. This is primarily due to increases of 16,915 million yen in cash and cash equivalents, 13,911 million yen in trade and other receivables, and 2,593 million yen in other short-term financial assets.

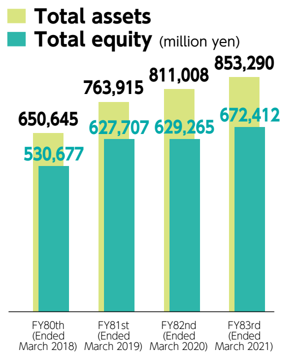
Total equity increased by 43,147 million yen to 672,412 million yen. This is primarily due to increases of 34,216 million yen in retained earnings, and 26,265 million yen in accumulated other comprehensive income despite an increase of 15,597 million yen in treasury shares.

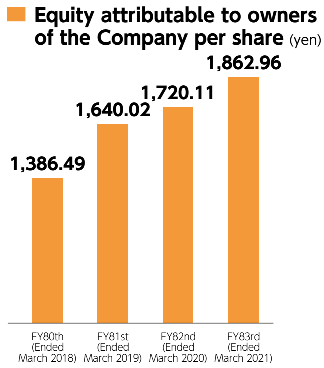
Equity attributable to owners of the Company increased by 42,959 million yen to 688,000 million yen.

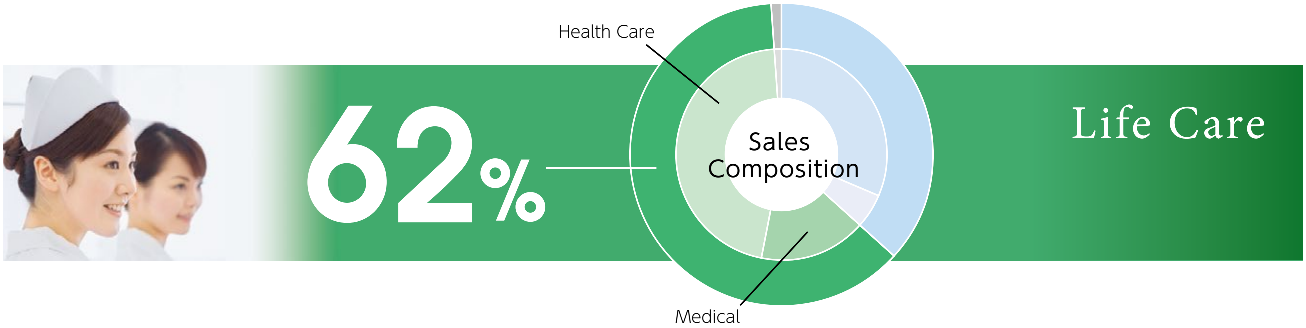
Liabilities decreased by 865 million yen to 180,878 million yen.

The ratio of equity attributable to owners of the Company to total assets at March 31, 2021 increased by 1.1 percentage points from the end of the preceding consolidated fiscal year and reached to 80.6%, which was 79.5% in the preceding consolidated fiscal year.

The breakdown of changes in retained earnings is as presented later in this report in the section for Consolidated Statement of Changes in Equity.





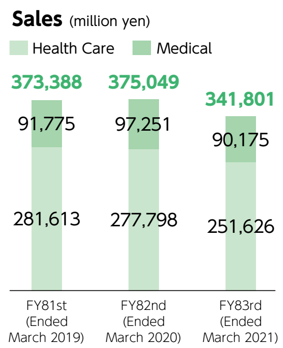


Outline of consolidated results by business segment

Health Care related products

Sales of eyeglass lenses are recovering, despite national and regional variation. However, sales decreased over the consolidated fiscal year due to the impact on the Company's sales caused by the restrictions on economic activity implemented in various countries with the aim of curbing infectious spread of COVID-19 during the first half of the fiscal year, such as temporary closures of eyeglass stores, which are our customers, and restrictions on going outside.

Sales of contact lenses are recovering, but sales decreased due to the temporary closures and reduced business hours implemented at our "Eyecity" retail stores due to the infectious spread of COVID-19.

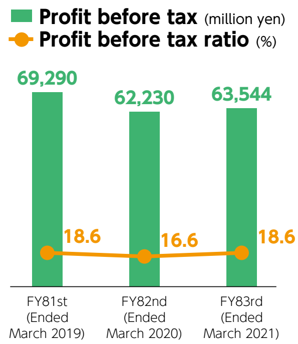


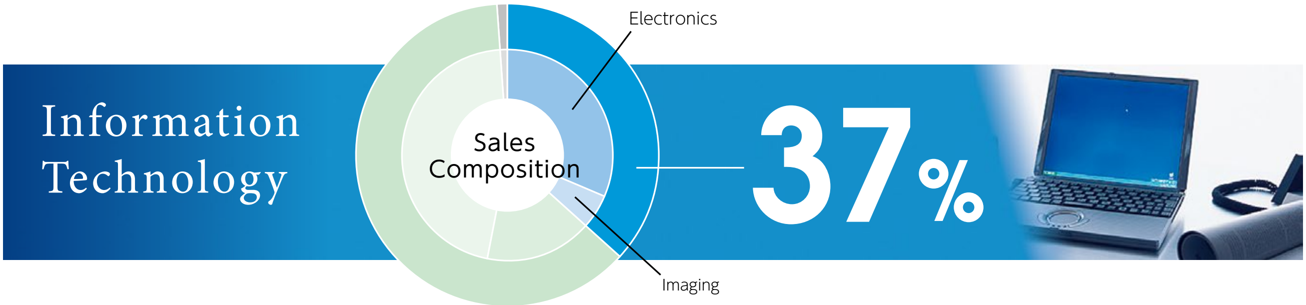
Medical related products

Sales of medical endoscopes are recovering overall, but sales decreased as a result of the infectious spread of COVID-19 in the domestic and overseas markets due to a significant impact on our sales activities, limited investment due to changes in the business environment of hospitals and other factors.

Sales of intraocular lenses for cataracts are recovering, particularly in the overseas market, but sales decreased over the consolidated fiscal year due to the impact of COVID-19 on the domestic and overseas markets during the first quarter of the fiscal year reducing the number of cataract surgeries being performed, which led to decreased sales for the Company.

As a result, sales in the Life Care segment decreased by 8.9% compared to the preceding consolidated fiscal year to 341,801 million yen. Segment profit increased by 2.1% to 63,544 million yen.





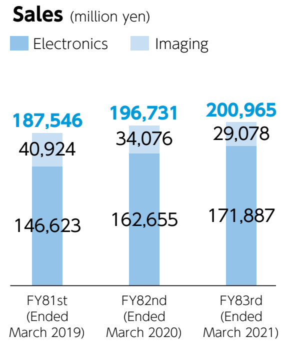
Outline of consolidated results by business segment

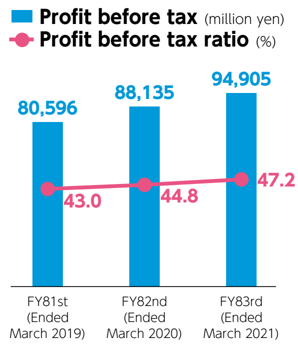
Electronics related products

Sales of mask blanks for semiconductors increased substantially compared to the preceding consolidated fiscal year as a result of our active R&D and our having captured demand for embarking on mass production of leading-edge products including mask blanks for EUV (Extreme Ultraviolet) lithography.

With regard to photomasks for FPD, rising prices in the TV panel market price caused by people staying home led to a trend in our customers prioritizing mass-production activities. As a result, photomask demand for research and development decreased, which caused lower sales.

Regarding glass substrates for hard disks, we achieved a large increase in sales of 3.5-inch substrates, which are poised for substantial growth going forward, due to continued demand for such substrates for use in nearline server applications at data center end users. Sales of 2.5-inch substrates decreased amid an accelerating shift to SSDs (solid state drives) from HDDs (hard disk drives) and lower sales caused by factors such as supply chain disruption caused by the infectious spread of COVID-19 in the first quarter of the fiscal year. As a result, overall sales in the business segment slightly decreased year-on-year





Imaging related products

With regard to lenses for cameras, smartphones continued to erode the compact digital camera and interchangeable lens markets. Although now recovering, sales of lenses for cameras decreased due to the infectious spread of COVID-19, because of reduced operation at customer production sites, temporary closures of retail stores, and lower demand for and sales of camera products caused by fewer opportunities to take photos due to restrictions on going outside.

As a result, sales in the Information Technology segment increased by 2.2% compared to the preceding consolidated fiscal year to 200,965 million yen, and segment profit increased by 7.7% to 94,905 million yen.

View of Capital Expenditures

The total capital expenditures of all operations of the HOYA Group amounted to 40,093 million yen during the consolidated fiscal year ended March 2021, a decrease of 14,055 million yen over the preceding consolidated fiscal year.

In the consolidated fiscal year ended March 2021, investment in the Life Care business amounted to 12,644 million yen and investment in the Information Technology business amounted to 27,053 million yen, which account for 31.5% and 67.5%, respectively, of the total capital expenditures by the Group.

The investment was covered by internally generated funds.

During the consolidated fiscal year ended March 2021, in the Life Care business, the HOYA Group mainly invested in increasing production of eyeglass lenses, etc.

In the Information Technology business, we made investments mainly in production facilities at our Singapore plant that manufactures mask blanks for semiconductors for EUV lithography and production facilities for the launch of our new Laos plant that manufactures glass substrates for hard disks used in data centers.

Category	81st Fiscal Year (Ended March 2019)	82nd Fiscal Year (Ended March 2020)	83rd Fiscal Year (Ended March 2021)
Capital expenditures (million yen)	29,204	54,148	40,093

Financing

There are no relevant items.

Important Corporate Reorganizations, etc.

There are no relevant items.

Management Issues Requiring Actions

The HOYA Group globally promotes the operation of a number of businesses in "Life Care" and "Information Technology" in order to achieve sustainable growth and maximize its corporate value. While operating diverse range of businesses, the HOYA Group maximizes its competitiveness by optimally allocating management resources and endeavors to improve results.

(1) Target management indicators

The HOYA Group believes that corporate value will increase and stakeholders will be satisfied when profit exceeds the cost of capital. In order to achieve this, we have introduced Shareholders Value Added (SVA) as a management indicator, and we strive for efficient management.

(2) Medium-to-long term corporate management strategy and issues requiring actions

(i) Speedy and flexible response to changes in the market and efficient utilization of management resources

In the manifold business areas of the HOYA Group, we will increase the speed of decision making by broadly delegating authority to business divisions, and devise strategies that are in line with customer needs ahead of the competition. We will allocate management resources of the Group appropriately and will make timely decisions regarding plant and equipment investment, business alliances, mergers and acquisitions, withdrawal from or reduction in business operations, etc.

(ii) Creation of new business and technologies

To secure corporate earnings and continue to grow, we realize that it is critical to develop our own technologies and create new businesses in growth areas different from the existing ones, in addition to expanding our existing businesses.

We will devote even greater resources to developing world-class technologies and products that have a significant competitive advantage; to exploring and creating new businesses; and to acquiring and training personnel able to support our next generation business. At the same time, we think it is also important to actively incorporate external resources, so we will pursue all possibilities including business partnerships and M&A.

(iii) Business expansion in growth markets

The population of those in need of eyesight correction continues to grow due to the aging of society globally and declining visual acuity in younger people due to the use of digital devices for long periods of time. Additionally, the reduction of fatigue and shortening of time for medical treatment are demands by both physicians and patients, and minimally invasive treatment has been spreading at an accelerated pace. In this context, the HOYA Group will position the Life Care business field as a medium- to long-term growth area. We will invest management resources aggressively into this area and work toward expanding our global business by increasing our share in developed countries and expanding into emerging countries.

In the Information Technology business, the semiconductor market is growing due to the progress of technological miniaturization and diversifying technology applications, while the storage market is expanding with the increase in global data volumes. The HOYA Group will invest in these growth areas as well.

(iv) Energy conservation measures, risk dispersion and emergency preparedness

In response to the heightening interest in environmental, social, and governance issues among stakeholders and for the purpose of continuously increasing its corporate value, the HOYA Group newly established an ESG Committee in August 2019 and is working to pursue ESG activities, such as identifying the material issues contributing to the Group's long-term growth and promoting disclosure of such issues.

In terms of environmental issues, we are proceeding to mitigate the burden on the environment and reduce CO_2, waste, and the like by improving productivity and adopting highly energy efficient equipment at our manufacturing bases.

In terms of social issues, we are aggressively hiring talented human capital regardless of race, gender, etc., while also striving to make it a high priority to promote diversity of values and human resources.

In terms of governance issues, we are carrying out highly objective and transparent management resting on a foundation in which independent directors account for a majority of directors and there is a system of committees.

Changes in the State of Assets, Profits and Losses

Overview of Assets, Profits and Losses of the HOYA Group

Classification		80th Fiscal Year (Ended March 2018) [IFRS]	81st Fiscal Year (Ended March 2019) [IFRS]	82nd Fiscal Year (Ended March 2020) [IFRS]	83rd Fiscal Year (Current fiscal year) (Ended March 2021) [IFRS]
Sales	**(million yen)**	535,612	565,810	576,546	547,921
Profit before tax	**(million yen)**	124,248	144,657	147,268	159,218
Profit for the year	**(million yen)**	99,222	122,072	114,587	125,221
Profit attributable to owners of the Company	**(million yen)**	99,494	122,103	114,406	125,446
Basic earnings per share	**(yen)**	258.46	321.55	303.27	335.77
Total assets	**(million yen)**	650,645	763,915	811,008	853,290
Total equity	**(million yen)**	530,677	627,707	629,265	672,412
Equity attributable to owners of the Company per share	**(yen)**	1,386.49	1,640.02	1,720.11	1,862.96

(Notes)
1. Starting with the 73rd fiscal year, the HOYA Group prepares its consolidated financial statements in accordance with the International Financial Reporting Standards pursuant to the paragraph (1), Article 120 of the Ordinance on Company Accounting.
2. The amounts of sales and profit before tax present only the amounts for continuing operations. The amount of profit for the year presents the amount of all operations including discontinued operations.
3. Basic earnings per share is computed, based on the average of the total number of the outstanding shares during the consolidated fiscal year. Equity attributable to owners of the Company per share is computed, based on the total number of shares outstanding as of the end of consolidated fiscal year. The figures for the total number of outstanding shares exclude treasury shares.
4. The overview of the 83rd fiscal year (consolidated fiscal year ended March 2021) is provided in the above section of this report titled "Business Development and Results."

Important Subsidiaries

Company name	Capital stock	Voting rights owned by the Company	Main business
HOYA HOLDINGS, INC. (USA)	16,204 thousands of U.S. dollar	100.0%	Regional headquarters in America
HOYA HOLDINGS N.V. (The Netherlands)	9,930 thousands of euro	100.0%	Holding company in Europe, controlling the distribution and sale of eyeglass lenses in Europe
HOYA HOLDINGS (ASIA) B.V. (The Netherlands)	19 thousands of euro	100.0%	Holding company for the region of Asia
HOYA HOLDINGS ASIA PACIFIC PTE LTD (Singapore)	54,326 thousands of U.S. dollar	100.0% (100.0%)	Regional headquarters in Asia and Oceania

(Note) The figure appearing in a bracket in the column entitled "Voting rights owned by the Company" represents indirect ownership.

Major Businesses (as of March 31, 2021)

The HOYA Group has established two business domains in its management principle. They are “Life and Culture” and “Information Technology.” In order to realize a continuous increase in the corporate value in each of the business domains, the Group makes decisions on management resource allocations and monitors their business performance. The major businesses of the HOYA Group can thus be broken down roughly to Life Care business and Information Technology business.

The Life Care segment manufactures and sells health care related products that are used routinely in medical treatment and health maintenance fields, and medical related products that include medical equipment and medical supplies used in medical treatment. Some unique features of this business segment are that approvals and permits are required from relevant authorities in each country and that advanced technological strength and reliable quality control systems are the key requirements.

The Information Technology segment manufactures and sells essential items for digital devices. Included are electronics related products that are indispensable for today’s digital information and communication technology, and imaging related products that use optics technology and are necessary to capture images as digital data.

The major products and services handled by each division are as follows:

Business segment	Business category	Major products and services
Life Care	Health care related products	Eyeglass lenses, Contact lenses
	Medical related products	Medical endoscopes, Medical accessories, Automated endoscope reprocessors (AERs), Intraocular lenses, Artificial bone, Metallic implant for orthopedics
Information Technology	Electronics related products	Photomasks and Mask blanks for semiconductors, Photomasks for FPD, Glass disk for hard disk drives (HDDs)
	Imaging related products	Optical lenses, Optical glass material, Laser equipment, Light source
Other		Speech synthesis software, Design of information systems

Head Office, Principal Places of Business and Plants (as of March 31, 2021)

(1) HOYA CORPORATION

Division	Name	Location
Corporate	Group Headquarters	Shinjuku-ku, Tokyo
	Netherlands Branch	The Netherlands
	Singapore Branch	Singapore
Life Care	Vision Care Company, Japan Headquarters	Nakano-ku, Tokyo
	Eye Care Company	Nakano-ku, Tokyo
	Medical Division, Japan Headquarters	Nakano-ku, Tokyo
	Showa-no-mori Office	Akishima-shi, Tokyo
Information Technology	LSI Division and other Divisions' Sales Departments	Shinjuku-ku, Tokyo
	Nagasaka Office	Hokuto-shi, Yamanashi
	Hachioji Factory	Hachioji-shi, Tokyo
	Akishima Factory	Akishima-shi, Tokyo

(2) Subsidiaries

Segment	Name	Location
Life Care	HOYA LENS DEUTSCHLAND GMBH	Germany
	HOYA OPTICAL LABS OF AMERICA, INC.	USA
	HOYA LENS THAILAND LTD.	Thailand
	HOYA MEDICAL SINGAPORE PTE. LTD.	Singapore
	PENTAX OF AMERICA, INC.	USA
	PENTAX EUROPE GMBH	Germany
Information Technology	HOYA CORPORATION USA	USA
	HOYA ELECTRONICS SINGAPORE PTE. LTD.	Singapore
	HOYA GLASS DISK VIETNAM LTD.	Vietnam
	HOYA OPTICAL TECHNOLOGY (WEIHAI) CO., LTD.	China
	HOYA OPTICS (THAILAND) LTD.	Thailand
Other	HOYA DIGITAL SOLUTIONS CORPORATION	Tokyo, Japan
Corporate	HOYA HOLDINGS, INC.	USA
	HOYA HOLDINGS N. V.	The Netherlands
	HOYA HOLDINGS (ASIA) B. V.	The Netherlands
	HOYA HOLDINGS ASIA PACIFIC PTE LTD	Singapore

Employees (as of March 31, 2021)

(1) By segment

Segment	Number of employees	Year-on-year comparison at year end
Life Care	**20,676**	**up 472**
Information Technology	**16,288**	**down 47**
Other	**167**	**up 30**
Corporate	**114**	**down 5**
Total	**37,245**	**up 450**

(2) Changes in the number of employees

Category	80th Fiscal Year (Ended March 2018)	81st Fiscal Year (Ended March 2019)	82nd Fiscal Year (Ended March 2020)	83rd Fiscal Year (Ended March 2021)
Overseas	**34,138**	**33,759**	**33,168**	**33,805**
Japan	**3,674**	**3,653**	**3,627**	**3,440**

(Notes)
1. The number of employees represents regular employees of all operations. Temporary and contract workers are excluded.
2. The Corporate figure represents the number of employees in the Group Headquarters and overseas regional headquarters and branches.
3. Employees at HOYA CORPORATION numbered 2,992 (down 28 YOY). Their ages and service periods averaged 46.3 and 19.4 years, respectively.

Major Lenders (as of March 31, 2021)

Lender	Loans payable
Seiko Holdings Corporation	**855 million yen**
GRAND QUANTUM INVESTMENT CORPORATION LIMITED	**759 million yen**

Other Important Matters concerning the HOYA Group

There are no relevant items.

Current State of the Company

State of Shares (as of March 31, 2021)

(1) Total number of shares the Company authorized: Common share 1,250,519,400 shares

(2) Total number of issued shares: Common share 372,833,220 shares

(Note) The total number of issued shares decreased by 5,518,000 shares compared to the end of the previous fiscal year due to the cancellation of treasury shares implemented on May 20, 2020 and February 10, 2021.

(3) Number of shareholders: 24,578 (Down 874 YOY)

(4) Number of shares constituting one unit: 100 shares

(5) Principal shareholders: (Top 10 shareholders)

Rank	Name	Number of shares	Percentage of investment
		(Hundred shares)	%
1	**The Master Trust Bank of Japan, Ltd. (Trust Account)**	**328,573**	**8.89**
2	**Custody Bank of Japan, Ltd. (Trust Account)**	**184,798**	**5.00**
3	**SSBTC Client Omnibus Account**	**113,914**	**3.08**
4	**JP Morgan Chase Bank 385632**	**92,946**	**2.51**
5	**State Street Bank West Client - Treaty 505234**	**62,076**	**1.68**
6	**Deutsche Bank Trust Company Americas**	**61,064**	**1.65**
7	**Custody Bank of Japan, Ltd. (Trust Account 5)**	**60,321**	**1.63**
8	**GOVERNMENT OF NORWAY**	**55,866**	**1.51**
9	**Custody Bank of Japan, Ltd. (Trust Account 6)**	**53,461**	**1.44**
10	**State Street Bank And Trust Company 505103**	**50,794**	**1.37**

(Notes)

1. In consideration of the number of voting rights, the numbers of shares are stated in units of one hundred shares and the shares that do not constitute one trading unit are rounded down.
2. The percentage of investment is calculated by excluding treasury shares (3,527,421 shares).

A resolution was made at the Board of Directors meeting held on April 30, 2021, to cancel the Company's own shares as follows.

Total number of shares to be cancelled: 3,131,200 shares
Scheduled date of cancellation: May 14, 2021
Total number of issued shares after cancellation: 369,702,020 shares

State of Stock Acquisition Rights, etc.

Stock acquisition rights owned by Directors and Executive Officers of the Company that have been issued as compensation for their execution of duties as of the end of the fiscal year

<table>
<tr><th colspan="2">Issue (Date of resolution)</th><th>14th issue of stock acquisition rights (December 19, 2013)</th><th>15th issue of stock acquisition rights (December 18, 2014)</th><th>16th issue of stock acquisition rights (December 17, 2015)</th><th>17th issue of stock acquisition rights (December 22, 2016)</th><th>18th issue of stock acquisition rights (January 30, 2018)</th><th>19th issue of stock acquisition rights (September 18, 2018)</th><th>20th issue of stock acquisition rights (July 30, 2019)</th><th>21st issue of stock acquisition rights (July 28, 2020)</th></tr>
<tr><td colspan="2">Number of stock acquisition rights</td><td>300</td><td>91</td><td>182</td><td>154</td><td>48</td><td>309</td><td>50</td><td>60</td></tr>
<tr><td colspan="2">Type and number of shares to be issued on exercise of stock acquisition rights</td><td>120,000 common share</td><td>36,400 common share</td><td>72,800 common share</td><td>61,600 common share</td><td>19,200 common share</td><td>123,600 common share</td><td>20,000 common share</td><td>24,000 common share</td></tr>
<tr><td colspan="2">Exercise price per share</td><td>2,846 yen</td><td>3,972.5 yen</td><td>4,928 yen</td><td>4,839 yen</td><td>5,765 yen</td><td>6,590 yen</td><td>8,542 yen</td><td>10,490 yen</td></tr>
<tr><td colspan="2">Contribution of stock acquisition right</td><td colspan="8">No contribution is required in exchange for a stock acquisition right.</td></tr>
<tr><td colspan="2">Exercise period</td><td>October 1, 2014 – September 30, 2023</td><td>October 1, 2015 – September 30, 2024</td><td>October 1, 2016 – September 30, 2025</td><td>October 1, 2017 – September 30, 2026</td><td>October 1, 2018 – September 30, 2027</td><td>October 1, 2019 – September 30, 2028</td><td>October 1, 2020 – September 30, 2029</td><td>October 1, 2021 – September 30, 2030</td></tr>
<tr><td colspan="2">Outline of terms and conditions for the exercise of stock acquisition rights</td><td colspan="8">-Exercise of stock acquisition rights is permitted under certain conditions even after retiring from the post due to the expiration of term of office or mandatory retirement age.
-Inheritance or transfer of the stock acquisition rights, creation of a pledge concerning the rights, etc. are not permitted.</td></tr>
<tr><td colspan="2"></td><td colspan="8">Number of owners/[Number of stock acquisition rights]</td></tr>
<tr><td rowspan="2">State of owner-ship</td><td>Directors (excluding In-dependent Directors) and Executive Officers</td><td>1
[110]</td><td>2
[58]</td><td>3
[74]</td><td>3
[94]</td><td>0
[0]</td><td>4
[209]</td><td>0
[0]</td><td>1
[10]</td></tr>
<tr><td>In-dependent Directors</td><td>0
[0]</td><td>0
[0]</td><td>0
[0]</td><td>1
[3]</td><td>4
[21]</td><td>5
[53]</td><td>5
[44]</td><td>5
[50]</td></tr>
</table>

Directors of the Company

(1) Directors and Executive Officers (as of March 31, 2021)

Name	Position and role at the Company	Important positions of other organization concurrently held
Yukako Uchinaga	Director Chairperson of the Audit Committee Member of the Nomination Committee Member of the Compensation Committee	Board Chair of J-WIN, Non-Profit organization Outside Director of Teijin Limited
Mitsudo Urano	Director Chairperson of the Nomination Committee Member of the Compensation Committee Member of the Audit Committee	Outside Director of Resona Holdings, Inc. Outside Director of Hitachi Transport System, Ltd.
Takeo Takasu	Director Chairperson of the Compensation Committee Member of the Nomination Committee Member of the Audit Committee	Outside Director of Bell-Park Co., Ltd. Outside Director of KADOKAWA CORPORATION
Shuzo Kaihori	Director Member of the Nomination Committee Member of the Compensation Committee Member of the Audit Committee	Outside Director of Eisai Co., Ltd.
Hiroaki Yoshihara	Director Member of the Nomination Committee Member of the Compensation Committee Member of the Audit Committee	Outside Director of Hitachi, Ltd.
Hiroshi Suzuki	Director, Representative Executive Officer President & CEO	Outside Director of KIOXIA Holdings Corporation
Ryo Hirooka	Representative Executive Officer & CFO	
Eiichiro Ikeda	Executive Officer Chief Technology Officer (CTO)	
Augustine Yee	Executive Officer, Chief Legal Officer (CLO) and Head of Corporate Development and Affairs	

(Notes)

1. Directors Ms. Yukako Uchinaga, Mr. Mitsudo Urano, Mr. Takeo Takasu, Mr. Shuzo Kaihori and Mr. Hiroaki Yoshihara are all outside directors as designated in item (15), Article 2 of the Companies Act.
2. Members of the Audit Committee have more than sufficient experience in either finance or accounting having served for several years as company leaders. In particular, Director Mr. Yoshihara has long-term experience as an expert in finance and accounting at an international accounting firm.
3. At the Company, the Audit Committee Office, which supports the Audit Committee, was established; under that the Internal Audit Department was established, and staff is assigned to both. Because the Company believes that the Audit Committee adequately fulfills its responsibilities by receiving regular reports from the Internal Audit Department, through the Audit Committee Office, putting effort into information gathering, and so forth, we do not have a full-time Audit Committee.

(2) Independent Directors as stipulated at Tokyo Stock Exchange

The Company provided notice on Ms. Yukako Uchinaga, Mr. Mitsudo Urano, Mr. Takeo Takasu, Mr. Shuzo Kaihori and Mr. Hiroaki Yoshihara to the Tokyo Stock Exchange as being independent directors appointed by the Company, in accordance with the Tokyo Stock Exchanges rules and regulations.

(3) Independent Directors

(i) Important positions and roles concurrently held by the Company's Independent Directors at other organization and their relationship with the Company is shown in "(1) Directors and Executive Officers" above. There is no important business transactions relationship between the Company and each of any other organization.

(ii) Attendance at Board of Directors Meetings and other Committee Meetings (Number of meetings attended/Number of meetings held)

Name	Board of Directors Meeting	Nomination Committee	Compensation Committee	Audit Committee
Yukako Uchinaga	9/9 (100%)	6/6 (100%)	5/5 (100%)	9/9 (100%)
Mitsudo Urano	9/9 (100%)	6/6 (100%)	5/5 (100%)	9/9 (100%)
Takeo Takasu	8/9 (88.9%)	5/6 (83.3%)	5/5 (100%)	8/9 (88.9%)
Shuzo Kaihori	9/9 (100%)	6/6 (100%)	5/5 (100%)	9/9 (100%)
Hiroaki Yoshihara	9/9 (100%)	6/6 (100%)	5/5 (100%)	9/9 (100%)

(iii) Major activities at the Board of Directors Meetings and other Committee Meetings during the Fiscal Year

Name	Overview of major activities and duties carried out by Independent Directors in relation to the role expected of them
Yukako Uchinaga	Ms. Uchinaga made useful contributions to the discussion of items on the agenda, based on her substantial management experience and expertise. As an Independent Director, she made remarks from an objective and impartial position as the occasion required, and fulfilled her role in terms of management supervision. In particular, she proactively provided advice on securing diversity in the Company and supported education on this for employees, and actively expressed her opinions concerning improvement of the Company's IT environment, including matters of work efficiency, based on her experience in the IT field. Furthermore, as the Chairperson of the Audit Committee, she led discussions of propositions to make decisions of the Committee concerning verification of financial statements, monitoring of internal control systems, and auditing of operations and assets.
Mitsudo Urano	Mr. Urano made useful contributions to the discussion of items on the agenda, based on his substantial management experience and expertise. As an Independent Director, he made remarks from an objective and impartial position as the occasion required, and fulfilled his role in terms of management supervision. In particular, he has provided advice in terms of corporate governance and proactively expressed opinions on new product development and business models of new businesses. As the Chairperson of the Nomination Committee, he led the discussion of propositions for decisions by the Committee concerning the appointment of Directors and Executive Officers. Furthermore, he led discussions as the Lead Independent Director at meetings attended only by Independent Outside Directors (executive sessions) and advised Representative Executive Officers based on the outcomes of those sessions. Additionally, as the Lead Independent Director, he handled meetings with institutional investors concerning governance.
Takeo Takasu	Mr. Takasu made useful contributions to the discussion of items on the agenda, based on his substantial management experience and expertise. As an Independent Director, he made remarks from an objective and impartial position as the occasion required, and fulfilled his role in terms of management supervision. In particular, he actively expressed his opinions about the roles of the Board of Directors and supervision of Executive Officers, while also bringing forward questions delving into the executive team's mid-term strategies. Furthermore, as the Chairperson of the Compensation Committee, he led discussions of propositions to make decisions of the Committee concerning the remuneration system for Directors, a remuneration system that raises Executive Officers' incentives and fair and appropriate performance evaluation.
Shuzo Kaihori	Mr. Kaihori made useful contributions to the discussion of items on the agenda, based on his substantial management experience and expertise. As an Independent Director, he made remarks from an objective and impartial position as the occasion required, and fulfilled his role in terms of management supervision. In particular, he actively asked questions from the standpoint of the positioning of the Company's businesses in their industries and provided copious advice on risk management, compliance, and ESG issues which should be addressed. Furthermore, he actively stated his opinions at the Nomination Committee, the Compensation Committee, and the Audit Committee, contributing to the lively deliberations at the committees.
Hiroaki Yoshihara	Mr. Yoshihara made useful contributions to the discussion of items on the agenda, based on his substantial knowledge and experience as a finance and accounting expert as well as management experience gained at an accounting firm. As an Independent Director, he made remarks from an objective and impartial position as the occasion required, and fulfilled his role in terms of management supervision. In particular, he provided considerable advice with regard to evaluating M&A targets and assessing market conditions from a global perspective, and proactively voiced his opinions concerning the Company's portfolio in the future. Furthermore, he actively stated his opinions at the Nomination Committee, the Compensation Committee, and the Audit Committee, contributing to the lively deliberations at the committees.

(iv) Overview of liability limitation contract

The Company and its Independent Directors have concluded an agreement that limits possible future liabilities of the latter prescribed in paragraph (1), Article 423 of the Companies Act to the higher of 10 million yen or the amount prescribed by the paragraph (1) of Article 425 of the Act.

(v) Overview of the directors and officers liability insurance contract

The Company has concluded a directors and officers liability insurance contract with an insurance company, as stipulated in paragraph (1), Article 430-3 of the Companies Act. Under this contract, the insured persons are fully or partially compensated for damages (defense costs and compensation or settlement payments) incurred while taking responsibility or being held accountable for the execution of their duties. However, it does not cover damages incurred for certain reasons, such as damage claims resulting from intentional violations of laws and regulations.

This contract mainly covers individuals executing important duties, including Directors and Executive Officers of the Company, and Directors, etc. of the Company's subsidiaries.

Remuneration, etc. for the Directors and Executive Officers of the Company

(1) Policy of the Compensation Committee for determining the amount of remuneration and other benefits received by Directors and Executive Officers and details of the policy

(i) Basic policy and determination method

The Company has established the Compensation Committee with the objective of "contributing to improvement of results of the Company by constructing a remuneration system that raises motivation among Directors and Executive Officers and by appraising their performance appropriately." The Compensation Committee is made up of all of 5 Independent Directors who are not Executive Officers of the Company. With due consideration of necessary information (including the levels set by other companies as determined by a survey conducted by an outside professional organization), the Compensation Committee discusses and finalizes policies for the remuneration of Directors and Executive Officers, and the particulars of remuneration received by Directors and Executive Officers. Retirement benefits for Directors were eliminated in 2003.

(ii) Policy concerning remuneration for Directors

The remuneration of Directors consists of a fixed salary and a medium- and long-term incentive (stock options). The fixed salaries consist of a basic compensation and compensation for being a member or a chairperson of the Nomination, Compensation or Audit Committee. The compensation levels are set appropriately by taking into consideration such factors as the Company's business environment, the levels set by other companies as determined by a survey conducted by an outside professional organization, and the office and responsibility of each Director.

The Compensation Committee reviewed the compensation levels and composition again this fiscal year based on the basic policy, the Company's business environment, and the levels set by other companies as determined by a survey conducted by an outside professional organization. Upon confirming that the composition aligns with the policies of the Company and that the levels are appropriate for each office and responsibility, the compensation of each Director was determined and the compensation for each individual this fiscal year has been deemed to align with the policies of the Company.

Furthermore, fixed numbers of stock options are granted to newly appointed and reappointed officers in order that they may hold a common viewpoint with shareholders regarding the share price and share interests with shareholders on a medium- to long-term basis. After a waiting period of approximately one year, the exercisable portion of the stock options in each of the years following thereafter will be 25% of the total number granted. The period during which the stock options may be exercised is 10 years.

[Composition ratio of remuneration]

Fixed salary: medium- and long-term incentive (stock options) = Approximately 1:0.3-0.6

(Note) The ratio of the above medium- and long-term incentive shall fluctuate with changes in the Company's share price and other factors.

(iii) Policy concerning remuneration for Executive Officers

The remuneration of Executive Officers consists of a fixed salary, an annual incentive (performance-based bonuses) and a medium- and long-term incentive (performance share unit). For fixed salaries, basic compensation according to the office and responsibility of each Executive Officer (Representative Executive Officer, CFO, etc.) and, in case of expatriates, benefit as expatriate (such as housing) are set appropriately by taking into consideration such factors as the offices and responsibilities, the Company's business environment, and the levels set by other companies as determined by a survey conducted by an outside professional organization.

The Compensation Committee reviewed the compensation levels and composition again this fiscal year based on the basic policy, the Company's business environment, and the levels set by other companies as determined by a survey conducted by an outside professional organization. Upon confirming that the composition aligns with the policies of the Company and that the levels are appropriate for each office and responsibility, the compensation of each Director was determined and the compensation for each individual this fiscal year has been deemed to align with the policies of the Company.

Performance-based bonuses shall be determined according to quantitative results and qualitative evaluations, and shall range roughly from 0 to 200%. As indicators of quantitative results, sales, profit attributable to owners of the Company, and basic earnings per share (EPS) given on the Consolidated Financial Statements are selected.
The performance share unit ("PSU"), which has been adopted in place of stock options from fiscal 2019, is a system for granting shares at a number that is in proportion to the level of achievement of the predetermined performance conditions. The payment ratio that corresponds to the level of achievement of the performance targets will range from 0 to 200%, based on the performance over three fiscal-year periods. The Company selected the indicators of sales over three fiscal-year periods, basic earnings per share (EPS) and ROE given on the Consolidated Financial Statements.
Details of performance-based remuneration for Executive Officers are given in "Outline of performance-based remuneration (performance-based bonuses and PSU) for Executive Officers" below.

[Composition ratio of remuneration]

CEO	Fixed salary: annual incentive: medium- and long-term incentive (PSU) = Approximately 1:1:1
Executive Officers excluding CEO	Fixed salary: annual incentive: medium- and long-term incentive (PSU) = Approximately 1:1:0.5

(Note) Subject to a 100% achievement rate for all targets and assuming a share price in three years roughly equivalent to the share price when the PSU was granted.

[Outline of performance-based remuneration (performance-based bonuses and PSU) for Executive Officers]

a. Performance-based bonuses

Performance-based bonuses shall be paid based on the following calculation.

Amount of performance-based bonus = base amount (according to the office of each officer) x performance-linked coefficient (linked to quantitative targets)* x 80% + base amount (according to the office of each officer) x performance-linked coefficient (linked to qualitative targets)* x 20%

* Performance-linked coefficient shall range from roughly 0 to 200%.

[Performance-linked coefficient (performance-based bonuses)]

Indicators	Target (consolidated)	Actual (consolidated)	Reason for selection
Sales (Billions of yen)	435.0	438.6	Selected as an indicator for its measurement of the Group's degree of growth in domestic and overseas markets.
Profit attributable to owners of the Company (Billions of yen)	84.0	99.6	Selected as an indicator for its measurement of whether the Group's growth is accompanied by solid profits.
Basic earnings per share (Yen)	220.00	266.71	Selected as an indicator for its measurement of the Company's degree of growth from a shareholder's perspective.

(Notes)

1. The qualitative assessment method relevant to performance-based bonuses involves assessments of items such as the degree of achievement of budget targets in the division under management, the results of which are deliberated on in the Compensation Committee before a decision is made.

2. For this fiscal year, performance was assessed for the second, third, and fourth quarters, with the first quarter excluded due to the impact that COVID-19 had on business operation. The target values in the table above are set taking into consideration such as the Company's business environment, and as such may differ from performance forecasts.
3. In consideration of the impact of COVID-19 on the Company's business operation for this fiscal year, the performance for the second through fourth quarters, excluding the first quarter, is included in the evaluation. Actual results in the above table differ from the figures related to sales described in other pages of this business report.

b. PSU

Every year, the Company announces basic deliverable numbers of shares according to the office and responsibility of each Executive Officer and medium- to long-term performance targets for a three-year period from that year. After the end of the period in question, the Company determines, for each Executive Officer, a basic compensation amount which is the market value of the Company's shares for the basic deliverable number of shares multiplied by a coefficient representing the degree of achievement of medium- to long-term performance targets. The Company shall pay the Executive Officer 50% of the basic compensation amount as claims for monetary remuneration. Executive Officers shall invest the monetary claims in kind and shall be granted a number of Company shares, which is equal to the amount of monetary claim in question divided by paid-in amount per Company share. From the viewpoint of ensuring payment of tax, the Company shall pay the remainder of the basic compensation amount in cash.

However, Executive Officers not residing within Japan and the heirs of Executive Officers who died during their tenure shall receive the entire basic compensation amount in cash.

Also, the Company plans to issue PSU for periods of three fiscal years starting from the following fiscal year, and continuing thereafter. Below is a table illustrating this system.

2019	2020	2021	2022	2023	2024
PSU (i)			Granting of shares, etc.		
	PSU (ii)			Granting of shares, etc.	
		PSU (iii)			Granting of shares, etc.

[Performance-linked coefficient (PSU)]

Fiscal 2019 allocation (target period: fiscal year ended March 2020 to fiscal year ended March 2022)

Indicators	Target (consolidated)	Actual (consolidated)	Reason for selection
Sales (Billions of yen)	630.0	-	Selected as an indicator for its measurement of the Group’s degree of growth in domestic and overseas markets.
Basic earnings per share (Yen)	390	-	Selected as an indicator for its measurement of the Company’s degree of growth from a shareholder’s perspective.
ROE	20.0%	-	Measures whether earnings have been efficiently obtained as compared with the amount of shareholder investment

Fiscal 2020 allocation (target period: fiscal year ended March 2021 to fiscal year ending March 2023)

Indicators	Target (consolidated)	Actual (consolidated)	Reason for selection
Sales (Billions of yen)	610.0	-	Selected as an indicator for its measurement of the Group’s degree of growth in domestic and overseas markets.
Basic earnings per share (Yen)	350	-	Selected as an indicator for its measurement of the Company’s degree of growth from a shareholder’s perspective.
ROE	18.0%	-	Measures whether earnings have been efficiently obtained as compared with the amount of shareholder investment

(2) Total amount of remuneration, etc. of Directors and Executive Officers for the fiscal year

Classification		**Number of payees**	**Total amount of remuneration, etc.**	**Total amount of remuneration by type**			
				Fixed salary	**Performance-based bonuses**	**Stock options**	**PSU**
Directors	**Independent**	5 persons	94 million yen	50 million yen	-	43 million yen	-
	Internal	1 person	11 million yen	8 million yen	-	3 million yen	-
	Total	6 persons	105 million yen	58 million yen	-	46 million yen	-
Executive Officers		4 persons	573 million yen	243 million yen	220 million yen	30 million yen	81 million yen
Total		10 persons	678 million yen	301 million yen	220 million yen	76 million yen	81 million yen

(Notes)
1. At the end of the fiscal year, there were six Directors and four Executive Officers. One of the four Executive Officers served concurrently as Internal Director.
2. Fixed salary for Executive Officers includes oversea Executive Officer’s benefit as expatriate of 72 million yen.
3. For the stock options, fair values of stock acquisition rights were calculated and the table above shows amounts to be recorded as expenses for the fiscal year. Note that although no stock options were newly granted to Executive Officers in the fiscal year on account of the adoption of PSU in place of stock options from fiscal 2019, a portion of stock options granted in previous years has been recorded as an expense in the fiscal year.
4. For PSU, the table above shows amounts to be recorded as expenses for the fiscal year, based on the share price when PSU was granted.

(3) Amount of consolidated remuneration for each Director and Executive Officer (CEO)

The remuneration of the Chief Executive Officer (CEO) for the 83rd fiscal year is as follows.

Name	Executive classification	Total amount	Fixed salary	Performance-based bonuses	Stock options	PSU
Hiroshi Suzuki, Representative Executive Officer President & CEO	Director	11 million yen	8 million yen	-	3 million yen	-
	Representative Executive Officer	217 million yen	85 million yen	76 million yen	12 million yen	44 million yen

Executive Officers other than the above whose consolidated remuneration totaled 100 million yen or more during the consolidated fiscal year are as follows.

Name	Executive classification	Total amount	Fixed salary	Performance-based remuneration	Stock options	PSU
Ryo Hirooka, Representative Executive Officer & CFO	Representative Executive Officer	127 million yen	55 million yen	54 million yen	5 million yen	13 million yen
Eiichiro Ikeda, Executive Officer Chief Technology Officer (CTO)	Executive Officer	112 million yen	50 million yen	44 million yen	6 million yen	12 million yen
Augustine Yee, Executive Officer Chief Legal Officer (CLO) and Head of Corporate Development and Affairs	Executive Officer	118 million yen	53 million yen	47 million yen	6 million yen	12 million yen

Accounting Auditors

(1) Name Deloitte Touche Tohmatsu LLC

(2) Amount of remuneration, etc.

Classification	Amount of payment
Amount of remuneration, etc. paid to accounting auditors regarding the fiscal year	137 million yen
Aggregate amount of monetary and other asset gains the Company and its subsidiaries owe to independent auditors	165 million yen

(Notes)

1. The audit agreement between the Company and its accounting auditors makes no clear distinction between the amount of audit fees based on the Companies Act and the audit fee based on the Financial Instruments and Exchange Act. For this reason, the total amount of remuneration, etc. paid to the accounting auditors is stated as the amount of remuneration, etc. for the fiscal year.
2. The member firms of Deloitte Touche Tohmatsu Limited provide audit services to the Company's major subsidiaries overseas.
3. The Audit Committee gave consent on the remuneration, etc. for Accounting Auditors as a result of confirmation and consideration of matters including the audit planning by the Accounting Auditors, status of implementation of the audit and calculation basis for the estimate of the remuneration, in light of the "Guidelines for Cooperation with Accounting Auditors" issued by Japan Audit & Supervisory Board Members Association.

(3) Details of non-audit services

The Company commissions and pays compensation for advice and guidance relating to improvement of the disclosure preparation process and support in formulating medium-term plans regarding information technology to Deloitte Touche Tohmatsu LLC.

(4) Policy on dismissal of accounting auditors or decision against reappointment

When a condition that corresponds to any of the reasons for dismissal prescribed in the items of paragraph (1), Article 340 of the Companies Act exists, and dismissal is deemed to be reasonable, the Audit Committee shall dismiss the accounting auditors with the agreement of all members of the Audit Committee. In this case, a member of the Audit Committee appointed by the Audit Committee shall report the dismissal of the accounting auditors and the reason for the dismissal at the first General Meeting of Shareholders following the dismissal.

The Audit Committee shall also examine the potential for reappointment by taking into consideration the term of office of accounting auditors, the status of prior audit execution, the presence or absence of any serious reason that causes accounting auditors to lose credibility, and other circumstances, and, when reappointment is not considered reasonable, shall place "no reappointment of accounting auditors" on the agenda for discussion at a General Meeting of Shareholders on the regulations of the Audit Committee.

[Notes]

1. Yen amounts shown were obtained by rounding fractions to the closest stated units. Percentage figures shown were also obtained by rounding fractions to the lowest place shown. Numbers of shares shown were obtained by rounding down fractions less than the stated units.
2. Sales and other figures do not include consumption tax or local consumption tax.

Frameworks and Policies of the Company

1. Frameworks and Policies Concerning Internal Control Systems

The HOYA Group shall operate businesses of different products and markets based on a business division system. Each division shall carry out business in Japan and overseas under the management of the person responsible for that business using an appropriately assigned group of human resources, and possess the responsibility for management and profitable operations of the business including the subsidiaries belonging to that division. Group Headquarters shall be structured to cooperate with the functional departments of each business, specifically with respect to the functions of strategy, legal affairs, finance, and human resources, and assist and promote the business execution at each business division based on the HOYA Group's management policies.

1) Matters Decided on Systems to Ensure Adequacy of Operations and Operation Status Thereof

Contents of the resolutions the Board of Directors of the Company made with regard to internal control systems set out in (b) and (e) of item (i), paragraph (1), Article 416 of the Companies Act and Article 112 of the Ordinance for Enforcement of the Companies Act and a summary of the operation status thereof are as follows:

(1) Important matters in the execution of duties by the Audit Committee

(i) Matters concerning Directors and employees assisting the Audit Committee in its duties
The Audit Committee Office shall be established to assist the Audit Committee in its duties.

(ii) Matters concerning independence from the Executive Officers of Directors and employees stated in the above item and matters on securing effectiveness of instructions to Directors, etc. stated in the above item
The Audit Committee has the power to appoint and dismiss staff members of the Audit Committee Office.
Executive Officers shall not give directions to staff members of the Audit Committee Office.

(iii) Systems required for reports to the Audit Committee by Executive Officers and employees of the Company, systems required for reports to the Audit Committee by Executive Officers and employees, etc. of subsidiaries, and systems required to ensure a person who reports to the Audit Committee does not receive unfair treatment
The Board of Directors Regulations was amended to require reporting of all important matters to the Board of Directors, where Independent Directors comprise the majority of Board members. As a result, reports to the Board of Directors began to cover all important matters. For this reason, no special stipulations are established regarding matters that need to be reported to the Audit Committee.
The person responsible for the management of each respective business division shall swiftly report information being stored or managed in each organization inside the HOYA Group including subsidiaries operating within the business division as requested by the Audit Committee or the Internal Audit Department.
A department for receiving internal reporting shall be established under the Audit Committee, and this department shall serve as a point to receive reporting of conduct, etc. that is in violation of laws and regulations, the Company's Articles of Incorporation, internal regulations or socially accepted conventions, or to provide advice thereof. Any unfair treatment of the person reporting or the person seeking advice (including any retaliatory measures such as dismissal, salary reduction, transfer, or harassment) is prohibited.

(iv) Matters regarding procedures for advanced payment or reimbursement of costs arising through execution of duties at Audit Committee, or other costs or obligations arising through execution of other duties for members of the Audit Committee
Concerning claims for costs arising through execution of duties at the Audit Committee for members of the Audit Committee, when there are claims from each member of the Audit Committee, appropriate processing of relevant costs or obligations will be performed expeditiously under deliberation by departments and divisions concerned, except in cases when the costs relating to the relevant claims were not necessary for the execution of the relevant duties.

(v) Other systems to ensure the effectiveness of audits by the Audit Committee
The Internal Audit Department shall conduct audits focusing on onsite audits of each place of business inside the HOYA Group, including subsidiaries, according to the audit policies and plans adopted by the Audit Committee and based on the cost budget to implement them, and shall report to the Audit Committee as the occasion demands.
The rules of the Audit Committee stipulate the details and ensure the effectiveness thereof.

[Operation Status]

The Audit Committee Office has been established to assist the Audit Committee in its duties.
The Internal Audit Department and department for receiving internal reporting have been established under the Audit Committee Office, and staff members have been assigned thereto. The Audit Committee Office, and Internal Audit Department and department for receiving internal reporting are organizations fully independent from executive departments.
The Internal Audit Department conducted audits of each business place of the HOYA Group, including overseas subsidiaries, according to the audit policies and plans adopted by the Audit Committee and based on the cost budget to implement them.
Moreover, persons in charge of internal audits are assigned to each division, separately from the Internal Audit Department, and carry out internal audits within each division. The Internal Audit Department provides the Audit Committee with reports on content of audits carried out by the persons in charge of internal audits assigned to each division.
The Internal Audit Department endeavors to expand areas subject to audit and increase the frequency of audits, in

cooperation with the persons in charge of internal audits assigned to each division.

The department for receiving internal reporting received reports and consultation requests from employees of the HOYA Group, and dealt with them and took corrective measures. In addition, the department for receiving internal reporting strictly observed the prohibition of unfair treatment to the person reporting or the person seeking advice as well as continued to communicate use rules of the internal reporting system, including the prohibition of unfair treatment to the person reporting or the person seeking advice, throughout the HOYA Group.

The Audit Committee periodically received reports on the statuses of implementation of internal audits and of response to internal reporting and consultation requests and provided advice when needed.

(2) Matters required for ensuring the adequacy of operations

(i) Systems concerning the storage and management of information about the execution of duties by Executive Officers

Efforts shall be made to adequately store and manage important matters, including documents, records and minutes relating to applications for approval within the HOYA Group, in accordance with laws, regulations and other standards.

(ii) Regulations and other systems concerning the management of the risk of loss of the HOYA Group

Each business division (including the subsidiaries operating inside the respective business division) and organization shall try to identify and manage risks, and shall aim for improvements as the occasion demands, taking into consideration the instructions, etc. of the Internal Audit Department.

If a serious crisis occurs, a crisis management headquarters shall be swiftly established under the direct management of the CEO, and efforts shall be focused on response, and settlement of the situation.

(iii) Systems for ensuring the efficiency of duty performance by Executive Officers of the Company and each business division

Each division shall carry out its operations according to the annual plan and the quarterly budget adopted at meetings of the Board of Directors. The HOYA Group shall ensure the efficiency of Group management by evaluating the levels of target achievement every quarter and working to make improvements as the occasion demands.

Executive Officers shall be timely and precise in performing their duties based on the decision-making system for their execution of duties, which covers their standards for approving important matters.

Efficient procurement of funds shall be conducted in accordance with a common cash management system shared by the HOYA Group.

Efficient accounting management shall be carried out in accordance with a common accounting management system shared by the HOYA Group.

(iv) Systems for ensuring compliance with laws, regulations and the Articles of Incorporation of the way duties are performed by Executive Officers of the Company, Directors etc. of subsidiaries, and employees of the HOYA Group

The HOYA Group shall observe across its organization the HOYA Business Conduct Guidelines established based on the Management Policy and Management Principles of the Group, and shall undertake educational activities as required. The HOYA Group will reinforce the effectiveness of such activities with the HOYA Help Line, an intra-Group system for reporting and counseling. The Group shall operate this system to ensure the soundness of Group activities.

(v) Systems for reporting matters concerning performance of duties of employees of the HOYA Group and Directors, etc. of the Company's subsidiaries

The performance of duties for each business division shall be reported at the regularly held Budgetary Meetings. The occurrence of important matters as provided for by the internal rules of the HOYA Group shall be reported by each business division (including the subsidiaries operating inside the respective business division) to the Group Headquarters and the Company's Executive Officers.

[Operation Status]

In the fiscal year, decisions were made on important matters in businesses and Group Headquarters in accordance with the Rule of HOYA Group headquarters approval process based on the above policies from perspectives of improving efficiency and value of the entire HOYA Group.

At the Budgetary Meetings held quarterly, risks and opportunities in each business environment were discussed, policies and measures were developed and results thereof were verified, and these were reported to the Board of Directors.

The HOYA Business Conduct Guidelines, which is a code of ethics based on HOYA's Management Policy and Principle, were distributed to all employees of the HOYA Group for them to understand the Group's mission and compliance policies and to act accordingly in everyday life. Employees annually reread the HOYA Business Conduct Guidelines at their respective workplaces to increase understanding thereof and to affirm their intention to act accordingly.

Executive Officers reported to the Chairperson of the Audit Committee, after confirming the Guidelines.

The HOYA Help Line, which receives reports and consultation requests from employees of the HOYA Group, has been established since 2003. If there is any act that violates laws and regulations or the HOYA Business Conduct Guidelines, the HOYA Help Line, while protecting the informer, deals with it quickly and appropriately, recognizing the problem early and making the relevant organization to exert a self-corrective function, and responds to it to ensure the soundness of the Group as a whole. Up to the end of the consolidated fiscal year ended March 2021, the system was introduced into Japan, North America (U.S. and Canada), Thailand, the European region, Philippines, Singapore, Australia, Malaysia, Korea, Vietnam, Brazil, Taiwan, South Africa and India and is operated in conformity with business customs and laws and regulations of the country or region.

(3) System for ensuring reliability of financial reporting

The HOYA Group shall establish and manage a system of internal controls for financial reporting and build a system for evaluating its financial reporting to ensure the reliability of its financial reporting and valid, appropriate submission of internal control reports as prescribed in the Financial Instruments and Exchange Act.

[Operation Status]

The department in charge of internal controls placed in the Group Headquarters conducted hearing of reports from each business division's manager responsible for supervising the establishment and operation of the respective division's internal control system. These were conducted on a regular basis on matters concerning confirmation of the PDCA cycle of the respective system, and on an as-needed basis on matters concerning any change in systems or environments, understanding of any problem or issue, or occurrence of any event that may cast doubt on effectiveness of any internal control system. The results of the aforementioned were reported to the CFO, who is responsible for supervising internal controls, and the CEO, who is ultimately responsible for the Audit Committee and internal controls.

2) Basic Policy for Eliminating Antisocial Forces

A meeting of the Board of Directors resolved to adopt the following basic policy for the elimination of antisocial forces. We shall have no association whatsoever with antisocial forces, and deal with undue claims made by such forces resolutely as an organization in cooperation with specialized external agencies.

[Operation Status]

Preventive measures, including a credit investigation at the time of conclusion of a transaction agreement and steps taken in the agreement, have been taken. The Company has assigned persons in charge to the Group Headquarters and made them known as the point of contact in case of any problem throughout the Company and established a system through which it can respond as an organization, strengthening linkage with the police and lawyers.

2. Basic Policy on Parties that Control Decisions Concerning Corporate Finance and Business Policies

The Company does not have a specific basic policy in this regard. However, the Company's basic view is as follows:

The Company takes the view that judgment should ultimately lie with shareholders when an acquisition proposal and the like is made with the transfer of management control as its objective. Currently no concrete threat regarding acquisition emerges. The Company has no intention to fix concrete arrangements (so-called "countermeasures against takeovers") before the emergence of any such proposal. The responsibility of management is not to take unnecessary actions to defend companies from takeovers. As an entity that operates for the benefit of its shareholders, the Company considers it crucial to increase the return of profit to shareholders and increase its corporate value by constantly monitoring transactions of its shares and changes to its shareholders, to improve its business performance and increase its financial strength with the greater objective of achieving further growth.

If an acquisition or similar proposal is made, the Company considers it important to provide the information shareholders require to make a judgment based on an examination of the proposal made by the proposer. If the Company believes that the proposal will not increase the corporate value of the Company and benefit the common interest of its shareholders, it will clearly explain to the shareholders the reasons that form the background to its position, and try to obtain the understanding of shareholders.

3. Policy Concerning Decisions on Appropriation of Retained Earnings, etc.

The Company aims to maximize the HOYA Group's corporate value by developing businesses globally and changing the business portfolio to conform to the changing times and environments.

With respect to capital policy, the Company's basic policy is to adopt decisions that strike the optimum balance between ensuring internal reserves for the future growth of the HOYA Group and returning profits to shareholders, while pursuing the optimum capital structure for the Company that includes financial soundness and capital efficiency.

In addition, by promoting management that gives priority to capital efficiency by realizing maximum profitability from the assets entrusted to the Company by the shareholders, and taking further steps toward management that gives priority to SVA (Shareholder Value Added), which is measured as the profit generated by the Company's operating activities minus the cost of capital, i.e. the profit expected by shareholders, the Company aim for "Maximization of Corporate Value."

With respect to internal reserves for future growth, resources will be preferentially appropriated to investment in the growing businesses for market share expansion, entry into untapped markets, and nurturing and obtaining new technologies. In addition to growth of existing businesses, the Company will also proactively pursue possibilities including mergers and acquisitions to further enrich our business portfolio. As for the Information Technology segment, which has been positioned as a steady earnings business, we will continue to make capital investment that further reinforces the technological abilities that become the source of competitiveness, and development investment that will contribute to developing next-generation technologies and new products.

With respect to returning profit to shareholders, the Company's policy is to proactively return profit to shareholders through using surplus funds for dividends and the share repurchases while giving comprehensive consideration to the operating performance of the current term, level of internal reserves, and the medium to long term capital demands and capital structure, among other factors.

Coupled with the interim dividend of 45 yen per share already paid, the annual dividend will be 90 yen per share. The consolidated dividend payout ratio was 26.8%.

By the above policy, the Company's total shareholder return (TSR) was 314. As a comparative indicator, the Tokyo Stock Price Index's TSR (including dividends) was 162.

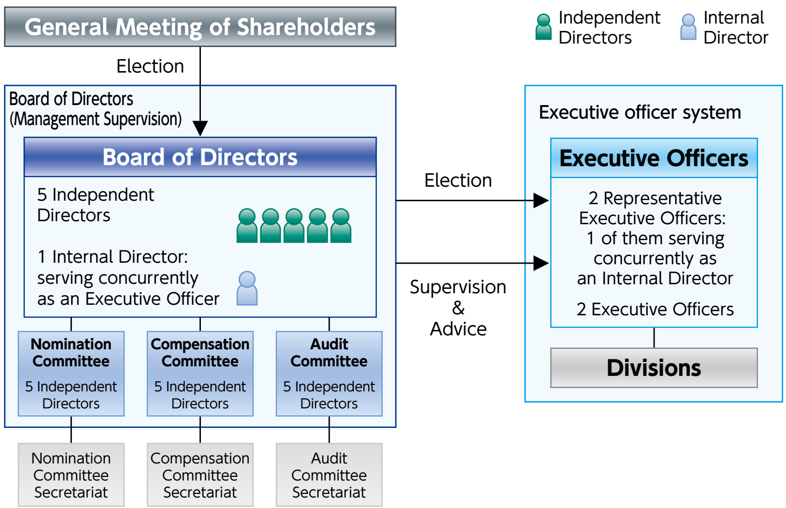
This indicates a principal amount invested on March 31, 2016, indexed at 100, with performance thereafter indicating share price changes plus dividends.

4. Policy Regarding Cross-shareholding

The HOYA Corporate Governance Guidelines stipulate that we will not practice cross-shareholding as a share stability measure. With regard to shares of other companies held for their usefulness from a business management standpoint, our policy is to appropriately sell off holdings that have become less meaningful. In fiscal 2020, the Company held shares of four public companies. The Company's Board of Directors decided to sell the shares of two of these because they judged it less significant to keep holding them.

Corporate Governance

Corporate Governance Structure (As of March 31, 2021)



The Company promotes management with the aim of maximizing its corporate value based on the recognition that corporate governance is a matter of utmost importance for management.

As the basis of taking a fair approach to stakeholders, we adopted a "company with Nomination Committees, etc." structure simultaneously with the revision of the Companies Act in 2003, which enables us to better distinguish the execution and supervision of management to prevent management from being conducted based solely on in-house logic. We have also set forth in the Articles of Incorporation that the majority of Directors consist of Independent Directors, who actively supervise management by Executive Officers and provide advice in order to improve corporate value from an objective and broad perspective. The Company also gives Executive Officers the authority and responsibility for the execution of operations, in order to accelerate decision making and improve management efficiency.

The Company established HOYA Corporate Governance Guidelines at the meeting of the Board of Directors, and intends to enhance corporate governance structure and to introduce better governance systems by revising the guidelines.

Please see the HOYA Corporate Governance Guidelines at
https://www.hoya.co.jp/english/csr/governance.html

Board of Directors

The Company's Board of Directors, in which Independent Directors comprise the majority of Board members, convene regular Board meetings 10 times a year as a general rule.

Each meeting of the Board of Directors involves lively discussions and deliberations in a solemn atmosphere, with globally-minded Independent Directors with a wealth of management experience supervising the execution of operations by Executive Officers and providing them with inquiries and advice from various angles. The Board of Directors also works to obtain information as necessary on trends in legal changes and corporate governance by holding lectures by outside experts and through other means. In fiscal 2020, the Board of Directors was comprised of 5 Independent Directors and 1 Internal Director, with one of the Independent Directors being a female. Board of Directors meetings were convened 9 times, with 88.9% attendance by 1 Director and 100% attendance by the other 5 Directors. Based on the Board of Director Regulations, the Board of Directors addresses statutory matters, approves quarterly budgets, approves quarterly earnings reports, deliberates on M&A, deliberates on the executive organization, and receives reports on the current status and medium- to long-term plans of each business division. The Board of Directors also conducts self-assessment where a survey of the management and effectiveness by the Board of Directors and three committees is conducted once annually. The results of the self-assessment in fiscal

2020 are as follows. "It can be said that problematic issues related to the effectiveness of the supervisory function of the Board of Directors were not observed based on such findings as (1) the Independent Directors question and state their opinions on executive proposals from a variety of angles; (2) deliberations at Board of Directors meetings are lively and conducted in an open manner; (3) evaluations of each of the Executive Officers are carried out objectively at the Nomination and Compensation Committee meetings; and (4) the Audit Committee monitored for appropriate execution of business and actively received reports from the accounting auditors by cooperating with corporate auditing departments, and the internal audit section of business divisions. Moreover, this year the Board of Directors discussed policies and initiatives to strengthen the compliance system, and the Nomination Committee launched an assessment by a third party organization in order to ascertain the current status of internal human resources with a view to considering more specific measures for the Succession Plan. As for future issues, it was confirmed that discussions on medium-to-long term management strategies and risk management should be further deepened, and that the Nomination Committee should hold sufficient discussions on the diversity of directors and continue to promote succession planning for the management team."

Executive Officers

Having the structure of a "company with Nomination Committees, etc.," the authority of the HOYA Board of Directors is entrusted to Executive Officers, enabling swift execution of business. As of March 31, 2021, four persons - namely, the Chief Executive Officer (CEO), Chief Financial Officer (CFO), Executive Officer in charge of Technology (CTO), and Chief Legal Officer (CLO) and Head of Corporate Development and Affairs were nominated by the Nomination Committee as candidates for Executive Officers and elected at the meeting of the Board of Directors (CEO concurrently serves as Internal Director). Each of them oversees the execution of operations in their respective jurisdictions determined by the Board of Directors, and carries out decision-making in a speedy fashion. The Executive Officers instruct the Group Headquarters and the person responsible for the business divisions to establish and carry out specific measures based on the management policy determined by the Board of Directors. Budgetary Business Division Meetings are held every quarter in each business division, with attendance by all Executive Officers. At these meetings, each division's progress is checked vis-a-vis the annual plan and deliberations are held on plans for the coming quarter. Business operations in each business division are largely delegated to the manager responsible for the business division, who carries out the action plan approved at the Budgetary Meeting. In addition to CEO who concurrently serves as Director, CFO, CTO and CLO also attend each meeting of the Board of Directors.

Committees

The Board of Directors has internal organizations, namely, "Nomination Committee," "Compensation Committee" and "Audit Committee," each of which consists solely of Independent Directors.

Nomination Committee

The Nomination Committee, on which all Independent Directors (5 Independent Directors in fiscal 2020) have a seat, fairly and rigorously selects candidates for Directors (ensuring said candidates possess knowledge, expertise, and capabilities suited to HOYA's business environment), based on the "Basis for Election of Candidates for Directors," and proposes the candidates to the General Meeting of Shareholders for voting. The Committee also fairly and rigorously selects candidates (with knowledge, expertise, and capabilities suited to HOYA's business environment) for Executive Officers and the Representative Executive Officer, based on the "Standard for Election of Candidates for Executive Officer," and proposes the candidates to the Board of Directors for voting. In cases that meet the criteria for dismissal, the Committee makes decisions to propose the dismissal of Directors to the General Meeting of Shareholders and the dismissal of Executive Officers to the Board of Directors for voting. The Committee sets out the criteria for independence of candidates for Directors, which is stricter than the rules by Tokyo

Stock Exchange so that a function of overseeing Executive Officers required to Independent Directors is secured. The requirements for the independence of candidates for Independent Directors are described on the page 16 of the Reference Material. Nomination Committee meetings were convened six times in the fiscal year ended March 31, 2021, with 83.3% attendance by 1 committee member and 100% attendance by the other committee members. The majority of deliberations during the fiscal year under review concerned the composition of the Board of Directors, the qualities, skills and diversity required of Independent Director candidates going forward, and the succession plans of Executive Officers.

Compensation Committee

The Compensation Committee, on which all Independent Directors (5 Independent Directors in fiscal 2020) hold a seat, builds a remuneration structure that gives more incentives to Directors and Executive Officers and assesses their work in an appropriate manner, with the aim to help improve the Company's business performance. The Compensation Committee determines the remuneration of Directors and Executive Officers on an individual basis. The policy of Compensation Committee is shown on the page 34. Compensation Committee meetings were convened five times in fiscal 2020, with 100% attendance by all committee members. Deliberations during the fiscal year under review paid particular attention to performance-based remuneration for Executive Officers.

Audit Committee

The Audit Committee, on which all Independent Directors (5 Independent Directors in fiscal 2020) hold a seat, formulates the audit policies and audit plans for each fiscal year, and verifies financial statements, etc. based on the quarterly reports and year-end reports received from the Accounting Auditor according to such policies and plans. It also interviews the Internal Audit Department to obtain the results of operational audits, and verifies the soundness, legality, efficiency, etc. of management. All important matters are reported to the Board of Directors, and countermeasures are taken as necessary. Audit Committee meetings were convened nine times in fiscal 2020, with 88.9% attendance by 1 committee member and 100% attendance by the other committee members. Deliberations during the fiscal year under review focused on reports from the Accounting Auditor and Internal Audit Department, while providing advice and suggestions to the executive team with regard to the issues that came to light.

Consolidated Statement of Financial Position (As of March 31, 2021)

(Millions of yen)

Item	Amount	Item	Amount
ASSETS		EQUITY AND LIABILITIES	
Non-current assets:	**298,705**	EQUITY	
Property, plant and equipment–net	164,957	**Equity attributable to owners of the Company:**	**688,000**
Goodwill	35,688	Share capital	6,264
Intangible assets	37,110	Capital reserves	15,899
Investments in associates	661	Treasury shares	(43,560)
Long-term financial assets	52,005	Other capital reserves	(10,354)
Other non-current assets	797	Retained earnings	710,274
Deferred tax assets	7,488	Accumulated other comprehensive income	9,477
		Non-controlling interests	**(15,589)**
Current assets:	**554,584**	**Total equity**	**672,412**
Inventories	77,367	LIABILITIES	
Trade and other receivables	117,251	**Non-current liabilities:**	**49,268**
Other short-term financial assets	3,897	Interest-bearing long-term debt	13,234
Income taxes receivable	1,218	Other long-term financial liabilities	21,874
Other current assets	19,956	Retirement benefit liabilities	3,248
Cash and cash equivalents	334,897	Provisions	2,587
		Other non-current liabilities	1,455
		Deferred tax liabilities	6,870
		Current liabilities:	**131,610**
		Interest-bearing short-term debt	7,515
		Trade and other payables	57,354
		Other short-term financial liabilities	2,598
		Income tax payables	17,041
		Provisions	1,161
		Other current liabilities	45,942
		Total liabilities	**180,878**
Total assets	**853,290**	**Total equity and liabilities**	**853,290**

Consolidated Statement of Comprehensive Income

(From April 1, 2020 to March 31, 2021)

(Millions of yen)

Item	Amount	
Continuing operations		
Revenue:		
Sales	547,921	
Finance income	2,204	
Other income	8,139	**558,264**
Expenses:		
Changes in inventories of goods, products and work in progress	3,898	
Raw materials and consumables used	79,390	
Employee benefits expense	120,004	
Depreciation and amortization	36,336	
Subcontracting cost	4,082	
Advertising and promotion expense	9,999	
Commissions expense	30,475	
Impairment losses	8,166	
Finance costs	2,010	
Share of loss of associates	369	
Foreign exchange (gain)/loss	(330)	
Other expenses	104,646	**399,046**
Profit before tax		**159,218**
Income tax expense		33,997
Profit for the year from continuing operations		**125,221**
Profit for the year		**125,221**
Other comprehensive income/(loss):		
Items that will not be reclassified subsequently to profit or loss:		
Financial assets measured at fair value through other comprehensive income	8,363	
Remeasurements of the net defined benefit liability (asset)	280	
Income tax relating to components of other comprehensive income	(2,562)	**6,081**
Items that may be reclassified subsequently to profit or loss:		
Exchange differences on translation of foreign operations	21,093	
Share of other comprehensive income of associates	(144)	
Income tax relating to components of other comprehensive income	(78)	**20,871**
Other comprehensive income/(loss)		**26,952**
Total comprehensive income for the year		**152,173**
Profit attributable to:		
Owners of the Company	125,446	
Non-controlling interests	(225)	**125,221**
Total comprehensive income attributable to:		
Owners of the Company	151,984	
Non-controlling interests	188	**152,173**

Consolidated Statement of Changes in Equity (From April 1, 2020 to March 31, 2021)

(Millions of yen)

	Share capital	Capital reserves	Treasury shares	Other capital reserves	Retained earnings
Balance at April 1, 2020	6,264	15,899	(27,963)	(8,428)	676,058
Comprehensive income/(loss) for the year					
Profit for the year					125,446
Other comprehensive income/(loss)					
Total comprehensive income/(loss) for the year					125,446
Transactions with owners					
Contributions by and distributions to owners					
Acquisition of treasury shares			(76,671)	(4)	
Disposal of treasury shares			3,312	(2,007)	
Cancellation of treasury shares			57,762		(57,762)
Dividends, 90 yen per share					(33,741)
Share-based payments				86	
Transfer to retained earnings					274
Total contributions by and distributions to owners	—	—	(15,597)	(1,926)	(91,230)
Total transactions with owners	—	—	(15,597)	(1,926)	(91,230)
Balance at March 31, 2021	6,264	15,899	(43,560)	(10,354)	710,274

	Financial assets measured at fair value through other comprehensive income	Exchange differences on translation of foreign operations	Remeasurements of the net defined benefit liability (asset)	Share of other comprehensive income of associates	Accumulated other comprehensive income/(loss)	Equity attributable to owners of the Company	Non-controlling interests	Total equity
Balance at April 1, 2020	1,724	(16,604)	—	(1,909)	(16,788)	645,042	(15,777)	629,265
Comprehensive income/(loss) for the year								
Profit for the year						125,446	(225)	125,221
Other comprehensive income/(loss)	5,813	20,606	264	(144)	26,539	26,539	413	26,952
Total comprehensive income/(loss) for the year	5,813	20,606	264	(144)	26,539	151,984	188	152,173
Transactions with owners								
Contributions by and distributions to owners								
Acquisition of treasury shares						(76,675)		(76,675)
Disposal of treasury shares						1,304		1,304
Cancellation of treasury shares						—		—
Dividends, 90 yen per share						(33,741)	—	(33,741)
Share-based payments						86		86
Transfer to retained earnings	(10)		(264)		(274)	—		—
Total contributions by and distributions to owners	(10)	—	(264)	—	(274)	(109,026)	—	(109,026)
Total transactions with owners	(10)	—	(264)	—	(274)	(109,026)	—	(109,026)
Balance at March 31, 2021	7,527	4,002	—	(2,053)	9,477	688,000	(15,589)	672,412

(TRANSLATION)

INDEPENDENT AUDITOR'S REPORT

May 17, 2021

To the Board of Directors of
HOYA CORPORATION:

Deloitte Touche Tohmatsu LLC
Tokyo office

Designated Unlimited Liability
Engagement Partner,
Certified Public Accountant:

Koichi Kuse

Designated Unlimited Liability
Engagement Partner,
Certified Public Accountant:

Koji Inoue

Designated Unlimited Liability
Engagement Partner,
Certified Public Accountant:

Takuya Sumita

Opinion

Pursuant to the fourth paragraph of Article 444 of the Companies Act, we have audited the consolidated financial statements of HOYA CORPORATION and its consolidated subsidiaries (the "Group"), namely, the consolidated statement of financial position as of March 31, 2021, and the consolidated statement of comprehensive income and consolidated statement of changes in equity for the fiscal year from April 1, 2020 to March 31, 2021, and the related notes.

In our opinion, the accompanying consolidated financial statements, prepared with the omission of a part of the disclosures required under International Financial Reporting Standards pursuant to the provisions of the second sentence of the first paragraph of Article 120 of the Ordinance on Company Accounting, present fairly, in all material respects, the consolidated financial position of the Group as of March 31, 2021, and its consolidated financial performance for the year then ended.

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the provisions of the Code of Professional Ethics in Japan, and we have fulfilled our other ethical responsibilities as auditors. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Responsibilities of Management and the Audit Committee for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements pursuant to the provisions of the second sentence of the first paragraph of Article 120 of the Ordinance on Company Accounting which allows companies to prepare consolidated financial statements with the omission of a part of the disclosures required under International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern pursuant to the provisions of the second sentence of the first paragraph of Article 120 of the Ordinance on Company Accounting which allows companies to prepare consolidated financial statements with the omission of a part of the disclosures required under International Financial Reporting Standards.

The Audit Committee is responsible for overseeing the Officers and Directors' execution of duties relating to the design and operating effectiveness of the controls over the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with auditing standards generally accepted in Japan, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks. The procedures selected depend on the auditor's judgement. In addition, we obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.

- Obtain, when performing risk assessment procedures, an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate whether the overall presentation and disclosures of the consolidated financial statements are pursuant to the provisions of the second sentence of the first paragraph of Article 120 of the Ordinance on Company Accounting which allows companies to prepare consolidated financial statements with the omission of a part of the disclosures required under International Financial Reporting Standards, as well as the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Audit Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with it all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Interest Required to Be Disclosed by the Certified Public Accountants Act of Japan

Our firm and its designated engagement partners do not have any interest in the Group which is required to be disclosed pursuant to the provisions of the Certified Public Accountants Act of Japan.

Notes to the Readers of Independent Auditor's Report

This is an English translation of the independent auditor's report as required by the Companies Act of Japan for the conveniences of the reader.

Nonconsolidated Balance Sheet

(As of March 31, 2021)

(Millions of yen)

Item	Amount	Item	Amount
ASSETS		LIABILITIES	
Current assets	**132,185**	**Current liabilities**	**127,172**
Cash and deposits	57,888	Notes payable − trade	187
Notes receivable − trade	1,931	Electronically recorded obligations − operating	4,615
Accounts receivable − trade	37,696	Accounts payable − trade	25,050
Merchandise and finished products	10,128	Short-term loans payable to subsidiaries and affiliates	63,386
Work in process	3,076	Accounts payable − other	7,320
Raw materials and supplies	3,163	Accrued expenses	4,046
Short-term loans receivable from subsidiaries and affiliates	1,144	Accrued income taxes	9,642
Current portion of long-term loans receivable from subsidiaries and affiliates	2,664	Advances received	441
Accounts receivable from subsidiaries and affiliates – other	10,445	Deposits received	5,259
Others	4,926	Accrued bonuses to employees	3,036
Allowance for doubtful accounts	(875)	Warranties provision	88
Non-current assets	**212,523**	Others	4,101
Property, plant and equipment-net	**20,625**	**Long-term liabilities**	**2,300**
Buildings	4,769	Asset retirement obligations	1,478
Structures	196	Reserve for periodic repairs	550
Melting furnaces	93	Others	273
Machinery and equipment	3,717	**Total liabilities**	**129,472**
Vehicles	6	NET ASSETS	
Tools, equipment and fixtures	7,465	**Shareholders' equity:**	**213,729**
Land	4,055	**Share capital**	**6,264**
Construction in progress	324	**Capital reserve**	**15,899**
Intangible assets	**2,238**	Additional paid-in capital	15,899
Patents	2	**Retained earnings**	**235,127**
Software	1,130	Legal reserve	1,566
Others	1,106	Other retained earnings	233,561
Investments and other assets	**189,661**	Reserve for advanced depreciation of fixed assets	103
Investment securities	29,222	Unappropriated retained earnings	233,458
Equity securities of subsidiaries and affiliates	139,882	**Treasury shares − at cost**	**(43,560)**
Investments in capital	2	**Valuation and translation adjustments**	**880**
Investments in subsidiaries and affiliates	6,730	Unrealized gain on available-for-sale securities	880
Long-term loans receivable from subsidiaries and affiliates	6,004	**Stock acquisition rights**	**627**
Long-term prepaid expenses	257		
Claims in bankruptcy	86		
Deferred tax assets	2,710		
Others	4,978		
Allowance for doubtful accounts	(211)	**Total net assets**	**215,237**
Total assets	**344,709**	**Total liabilities and net assets**	**344,709**

Nonconsolidated Statement of Income

(From April 1, 2020 to March 31, 2021)

(Millions of yen)

Item	Amount	
Net sales		**207,700**
Cost of sales		**106,536**
Gross profit		**101,164**
Selling, general and administrative expenses		**56,366**
Operating income		**44,798**
Non-operating income		
Interest income	478	
Dividend income	69,187	
Commissions received	8,502	
Foreign exchange gain	481	
Others	896	**79,543**
Non-operating expenses		
Interest expense	188	
Provision of allowance for doubtful accounts	544	
Others	37	**770**
Ordinary income		**123,572**
Extraordinary income		
Gain on sales of property, plant and equipment	3,217	
Gain on sales of investment securities	652	
Gain on extinguishment of tie-in shares	344	
Gain on reversal of stock acquisition rights	53	
Others	15	**4,280**
Extraordinary losses		
Loss on sales of fixed assets	156	
Loss on disposal of fixed assets	155	
Loss on valuation of shares of subsidiaries and affiliates	283	
Severance payments	2,086	
Impairment losses	166	
Others	20	**2,814**
Profit before income taxes		125,038
Income taxes – current	16,306	
Income taxes – deferred	1,503	**17,809**
Profit for the year		**107,229**

Nonconsolidated Statement of Changes in Net Assets

(From April 1, 2020 to March 31, 2021)

(Millions of yen)

	Shareholders' equity						
	Share capital	Capital reserve		Retained earnings			
					Other retained earnings		
		Additional paid-in capital	Total capital surplus	Legal reserve	Reserve for advanced depreciation of fixed assets	Unappropriated retained earnings	Total retained earnings
Balance at April 1, 2020	6,264	15,899	15,899	1,566	111	219,455	221,132
Changes during the current fiscal year							
Reversal of reserve for advanced depreciation of fixed assets					(8)	8	—
Dividends from retained earnings						(33,741)	(33,741)
Profit for the year						107,229	107,229
Acquisition of treasury shares							
Disposal of treasury shares						(1,731)	(1,731)
Cancellation of treasury shares						(57,762)	(57,762)
Changes in items other than shareholders' equity during the current fiscal year – net							
Total changes during the current fiscal year	—	—	—	—	(8)	14,003	13,994
Balance at March 31, 2021	6,264	15,899	15,899	1,566	103	233,458	235,127

	Shareholders' equity		Valuation and translation adjustments		Stock acquisition rights	Total net assets
	Treasury shares - at cost	Total shareholders' equity	Unrealized gain/(loss) on available-for-sale securities	Total valuation and translation adjustments		
Balance at April 1, 2020	(27,963)	215,332	255	255	870	216,457
Changes during the current fiscal year						
Reversal of reserve for advanced depreciation of fixed assets		—				—
Dividends from retained earnings		(33,741)				(33,741)
Profit for the year		107,229				107,229
Acquisition of treasury shares	(76,671)	(76,671)				(76,671)
Disposal of treasury shares	3,312	1,580				1,580
Cancellation of treasury shares	57,762	—				—
Changes in items other than shareholders' equity during the current fiscal year – net			625	625	(243)	382
Total changes during the current fiscal year	(15,597)	(1,603)	625	625	(243)	(1,220)
Balance at March 31, 2021	(43,560)	213,729	880	880	627	215,237

(TRANSLATION)

INDEPENDENT AUDITOR'S REPORT

May 17, 2021

To the Board of Directors of
HOYA CORPORATION:

Deloitte Touche Tohmatsu LLC
Tokyo office

Designated Unlimited Liability
Engagement Partner,
Certified Public Accountant:

Koichi Kuse

Designated Unlimited Liability
Engagement Partner,
Certified Public Accountant:

Koji Inoue

Designated Unlimited Liability
Engagement Partner,
Certified Public Accountant:

Takuya Sumita

Opinion

Pursuant to the first item, second paragraph of Article 436 of the Companies Act, we have audited the nonconsolidated financial statements of HOYA CORPORATION. (the "Company"), namely, the nonconsolidated balance sheet as of March 31, 2021, and the nonconsolidated statement of income and nonconsolidated statement of changes in equity for the 83rd fiscal year from April 1, 2020 to March 31, 2021, and the related notes and the accompanying supplementary schedules.

In our opinion, the accompanying nonconsolidated financial statements present fairly, in all material respects, the financial position of the Company as of March 31, 2021, and its financial performance for the year then ended in accordance with accounting principles generally accepted in Japan.

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Nonconsolidated Financial Statements section of our report. We are independent of the Company in accordance with the provisions of the Code of Professional Ethics in Japan, and we have fulfilled our other ethical responsibilities as auditors. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Responsibilities of Management and the Audit Committee for the Nonconsolidated Financial Statements

Management is responsible for the preparation and fair presentation of the nonconsolidated financial statements in accordance with accounting principles generally accepted in Japan, and for such internal control as management determines is necessary to enable the preparation of nonconsolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the nonconsolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern in accordance with accounting principles generally accepted in Japan.

The Audit Committee is responsible for overseeing the Officers and Directors' execution of duties relating to the design and operating effectiveness of the controls over the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Nonconsolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the nonconsolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these nonconsolidated financial statements.

As part of an audit in accordance with auditing standards generally accepted in Japan, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the nonconsolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks. The procedures selected depend on the auditor's judgement. In addition, we obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.

- Obtain, when performing risk assessment procedures, an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the nonconsolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate whether the overall presentation and disclosures of the nonconsolidated financial statements are in accordance with accounting principles generally accepted in Japan, as well as the overall presentation, structure and content of the nonconsolidated financial statements, including the disclosures, and whether the nonconsolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the Audit Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with it all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Interest Required to Be Disclosed by the Certified Public Accountants Act of Japan

Our firm and its designated engagement partners do not have any interest in the Company which is required to be disclosed pursuant to the provisions of the Certified Public Accountants Act of Japan.

Notes to the Readers of Independent Auditor's Report

This is an English translation of the independent auditor's report as required by the Companies Act of Japan for the conveniences of the reader. The accompanying supplemental schedules" referred to in this report are not included in the attached financial documents.

Audit Committee's Audit Report

AUDIT REPORT

The members of the Audit Committee of the Company audited the performance of the Directors and Executive Officers of their duties during the 83rd fiscal year from April 1, 2020 to March 31, 2021. We hereby report the method and results thereof:

1. AUDIT METHOD AND ITS CONTENTS

We received periodic reports from the Directors, Executive Officers and others concerning the state of construction and management of the system (internal control system) established in accordance with the resolutions of the Board of Directors concerning matters provided for in (b) and (e) of item (1), paragraph (1), Article 416 of the Companies Act, requested explanations and expressed its opinions as necessary. In addition, we attended important meetings, received reports from Directors, Executive Officers and others on matters concerning the performance of their duties, requested explanations whenever necessary, inspected documentation of important decisions, etc. and investigated the state of activities and assets at the head office and major business offices of the Company in accordance with the audit policy and the assignment of duties, etc. established by the Audit Committee and in collaboration with the audit department of the Company.

Regarding internal controls over financial reports, we received reports on the evaluation of the internal controls and the state of audits from Executive Officers and others, as well as Deloitte Touche Tohmatsu LLC, and requested explanations as necessary.

With respect to subsidiaries, we communicated and exchanged information with directors and auditors thereof, and received business reports from the subsidiaries whenever necessary.

We also monitored the Company's Independent Auditors to verify that they maintained a position of independence and conducted proper audits. We received reports from the Independent Auditors on the state of execution of their duties, and asked them for explanations whenever necessary. Additionally, we received from the Independent Auditors a letter that they were taking steps to build the System for Ensuring Adequate Execution of Duties (pursuant to the items of Article 131 of the Ordinance on Company Accounting) in accordance with the Standards for Quality Control of Audit (Business Accounting Council, October 28, 2005), and asked the Independent Auditors for explanations whenever necessary.

Based on the method described above, we examined the business report, financial statements (consisting of the non-consolidated balance sheet, non-consolidated statement of income, non-consolidated statement of changes in net assets, and notes to the non-consolidated financial statements), their supplementary schedules, and consolidated financial statements (consisting of the consolidated statement of financial position, consolidated statement of comprehensive income, consolidated statement of changes in equity, and notes to the consolidated financial statements, prepared by omitting certain items required to be disclosed by the International Financial Reporting Standards and pursuant to the provisions of the latter part of paragraph (1), Article 120 of the Ordinance on Company Accounting) for the current fiscal year.

2. AUDIT RESULTS

(1) Results of the audit of the business report, etc.

A. We are of the opinion that the business report and its supplementary schedules fairly present the state of the Company in accordance with laws, ordinances and the Articles of Incorporation.

B. We are of the opinion that, in connection with the performance by the Directors or Executive Officers of their duties, no dishonest act or material fact of violation of laws, ordinances or the Articles of Incorporation exists.

C. We are of the opinion that the resolution of the Board of Directors concerning the internal control system was reasonable. We are of the opinion that, in connection with the descriptions in the Business Report or the performance by the Directors or Executive Officers of their duties concerning said internal control system, no matter that needs to be pointed out exists.

(2) Results of the audit of the financial statements and their supplementary schedules

We are of the opinion that the method and results of the audit made by Deloitte Touche Tohmatsu LLC, the Company's Independent Auditors, are in order.

(3) Results of the audit of the consolidated financial statements

We are of the opinion that the method and results of the audit made by Deloitte Touche Tohmatsu LLC, the Company's Independent Auditors, are in order.

May 28, 2021

Audit Committee
HOYA CORPORATION

Yukako Uchinaga Member of the Audit Committee
Mitsudo Urano Member of the Audit Committee
Takeo Takasu Member of the Audit Committee
Shuzo Kaihori Member of the Audit Committee
Hiroaki Yoshihara Member of the Audit Committee

Note: The Members of the Audit Committee, Yukako Uchinaga, Mitsudo Urano, Takeo Takasu, Shuzo Kaihori and Hiroaki Yoshihara are outside directors as provided in the item (15), Article 2 and paragraph (3), Article 400 of the Companies Act.

Notice

Notice concerning online disclosure of HOYA Integrated Report

In order for shareholders to better understand business activities of the HOYA Group, HOYA CORPORATION discloses the HOYA Integrated Report online.
The HOYA Integrated Report (Business Review 2021) will be available at our website around September. We hope you will find the Report useful.

Notice concerning report of resolutions and results of exercise of voting rights at the Ordinary General Meeting of Shareholders

The Company will disclose the resolutions along with the results of exercise of voting rights on our website.
Our Website: https://www.hoya.co.jp/english/

Shareholders' Memo

Business year:	From April 1 every year to March 31 of the following year
Date to determine shareholders who are entitled to receive year-end dividend payments:	March 31
Date to determine shareholders who are entitled to receive interim dividend payments:	September 30
Ordinary General Meetings of Shareholders:	June every year
Transfer agent **Account management institution for the special accounts:**	Sumitomo Mitsui Trust Bank, Limited
Contact:	Stock Transfer Agency Business Planning Department Sumitomo Mitsui Trust Bank, Limited 2-8-4 Izumi, Suginami-ku, Tokyo 168-0063, Japan Toll free phone: 0120-782-031 Office hours: from 9:00 a.m. to 5:00 p.m., excluding Saturdays, Sundays and national holidays
Market:	The Tokyo Stock Exchange
Method for public notice:	Electronic Public Notice URL for the notice: https://www.hoya.co.jp/english/ (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 *Nihon Keizai Shimbun*.)

Internet Disclosure Accompanying the Notice of the 83rd Ordinary General Meeting of Shareholders

Consolidated Statement of Cash Flows (Reference Information, Unaudited)

Notes to the Consolidated Financial Statements

Notes to the Nonconsolidated Financial Statements

(From April 1, 2020 to March 31, 2021)

(Reference Information) **Consolidated Statement of Cash Flows (Unaudited)**

(From April 1, 2020 to March 31, 2021)

(Millions of yen)

	Amount
Cash flows from operating activities	
Profit before tax	159,218
Depreciation and amortization	36,336
Impairment losses	8,166
Finance income	(2,204)
Finance costs	2,010
Share of profit of associates	369
Gain on sales of property, plant and equipment	(1,266)
Loss on disposal of property, plant and equipment	147
Foreign exchange gain	(357)
Others	(4,957)
Cash generated from operations (before movements in working capital)	**197,463**
Movements in working capital	
Decrease in inventories	4,017
Increase in trade and other receivables	(9,788)
Decrease in trade and other payables	(6,352)
Decrease in retirement benefit liabilities and provisions	(69)
Subtotal	185,270
Interest received	1,286
Dividends received	8
Interest paid	(580)
Income taxes paid	(34,875)
Income taxes refunded	703
Net cash generated from operating activities	**151,812**
Cash flows from investing activities	
Withdrawals of time deposits	560
Payments for time deposits	(12)
Proceeds from sales of property, plant, and equipment	2,077
Payments for acquisition of property, plant, and equipment	(31,246)
Proceeds from sales of investments	665
Payments for acquisition of investments	(163)
Payments for acquisition of subsidiaries	(335)
Payments for business transfers	(800)
Other proceeds	2,300
Other payments	(2,837)
Net cash used in investing activities	**(29,790)**
Cash flows from financing activities	
Dividends paid to owners of the Company	(33,720)
Net decrease in short-term borrowings	(27)
Proceeds from long-term borrowings	738
Repayments of long-term borrowings	(20)
Repayments of lease liabilities	(7,273)
Payments for purchase of treasury shares	(76,675)
Proceeds from exercise of stock options	1,304
Net cash used in financing activities	**(115,673)**
Net increase in cash and cash equivalents	**6,349**
Cash and cash equivalents at the beginning of the year	**317,982**
Effects of exchange rate changes on the balance of cash and cash equivalents in foreign currencies	**10,566**
Cash and cash equivalents at the end of the year	**334,897**

(Notes)

1. Numbers in parentheses ( ) in the consolidated statement of cash flows are outflows of cash and cash equivalents.
2. Figures presented above are rounded to the nearest unit.

Notes to the Consolidated Financial Statements

Important items for the preparation of the consolidated financial statements

1. Preparation of consolidated financial statements

The consolidated financial statements are prepared in accordance with International Financial Reporting Standards with some omissions of a part of disclosures pursuant to the second sentence of the first paragraph of Article 120 of the Ordinance on Company Accounting.

2. Basis of consolidation

Number of consolidated subsidiaries	143 companies
Names of major consolidated subsidiaries	HOYA HOLDINGS, INC.
	HOYA HOLDINGS N.V.
	HOYA HOLDINGS (ASIA) B.V.
	HOYA HOLDINGS ASIA PACIFIC PTE LTD
	During the fiscal year, 2 companies were newly established while 2 companies were liquidated, and 2 companies were merged.
	Consequently, the number of consolidated subsidiaries decreased by 2 during the fiscal year.

3. Application of the equity method

Number of associates accounted for by the equity method	11 companies
Name of major associate	AvanStrate Inc.

The number of associates accounted for by the equity method increased by 1 while decreased by 2 during the fiscal year.

4. Items related to accounting policies

(1) Basis and method of evaluation of financial assets

Financial assets are classified as "financial assets measured at amortized cost," "financial assets measured at fair value through other comprehensive income" ("FVTOCI") or "financial assets measured at fair value through profit and loss" ("FVTPL").

1) Financial assets measured at amortized cost

Such financial assets are held within a business model whose objective is to hold financial assets to collect contractual cash flows, and the contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. It is measured at amortized cost by using the effective interest method.

2) FVTOCI

Such financial assets are measured at fair value through other comprehensive income if both of the following conditions are met:

(i) the financial assets are held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets

(ii) the contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. The change in fair value is recognized in other comprehensive income.

HOYA CORPORATION and its subsidiaries (the "Group") recognizes the changes in fair value in other comprehensive income for the equity instruments that the Group irrevocably elected to account for the subsequent changes in fair value within other comprehensive income.

3) FVTPL

Any other securities not included in the classifications above is classified into financial assets measured at fair value through profit and loss. The change in fair value is recognized in profit or loss.

4) Impairment of financial assets

The Group recognizes a loss allowance for expected credit losses on financial assets measured at amortized cost. The Group assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. If the credit risk on a financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month expected credit losses. If the credit risk on a financial instrument has increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to the lifetime expected credit losses. For trade receivables, the Group always measures allowance for doubtful accounts at an amount equal to the lifetime expected credit losses. The Group assesses the expected credit losses by using the change in the risk of a default or aging of trade receivables, or other factors. Expected credit losses are recognized in profit or loss.

(2) Basis and method of evaluation of inventories

Inventories are measured at the lower of cost and net realizable value. Net realizable value represents the estimated selling price for the inventories in the ordinary course of business, less all estimated costs of completion and costs necessary to make the sale. Costs, including purchase costs, process costs, storage costs, and all other costs incurred in bringing the inventories to present location and condition, are assigned to inventories mainly by the average method. The production costs include an appropriate portion of fixed and variable overhead expenses.

(3) Basis and method of evaluation, depreciation and amortization of property, plant, and equipment and intangible assets (other than goodwill)

1) Property, plant, and equipment

The Group applies the cost model for measuring property, plant, and equipment.

Property, plant, and equipment are stated at cost, net of accumulated depreciation and impairment losses. Properties under construction for production, supply, or administrative purposes, or for purposes not yet determined, are carried at cost, less any recognized impairment losses. Cost includes the expenses directly attributable to the assets, the initial estimated costs relating to scrap, removal and retirement, and, for qualifying assets, the borrowing cost for long-term projects. Depreciation of these assets commences when the assets are available for their intended use.

When significant components of property, plant, and equipment are required to be replaced periodically, the Group recognizes such parts as individual assets to be depreciated with specific useful lives. All other repair and maintenance costs are recognized in profit or loss as incurred.

Property, plant, and equipment, other than land and construction in progress, are depreciated mainly on a straight-line basis over the estimated useful lives listed below. The estimated useful lives, residual values, and depreciation method are reviewed at each year-end, with the effect of any changes in estimate being accounted for on a prospective basis.

Buildings and structures	3‐50 years
Machinery and carriers	3‐10 years
Tools, equipment and fixtures	2‐10 years

2) Intangible assets

The Group uses the cost model for measuring intangible assets. Intangible assets are carried at cost, less accumulated amortization and impairment losses.

A. Intangible assets acquired separately and/or acquired in a business combination

Intangible assets acquired separately are carried at cost at initial recognition. Intangible assets acquired in a business combination are recognized separately from goodwill at their fair value at the acquisition date when they satisfy the definition of intangible assets, are identifiable, and their fair value is reasonably measured.

B. Internally generated intangible assets − research and development expenses

Expenditures on research activities are recognized as expenses in the period in which they are incurred.

An internally generated intangible asset arising from development (or from the development phase of an internal project) is recognized if, and only if, all of the following have been demonstrated:

(a) the technical feasibility of completing the intangible asset so that it will be available for use or sale;
(b) the intention to complete the intangible asset and use or sell it;
(c) the ability to use or sell the intangible asset;
(d) how the intangible asset will generate probable future economic benefits;
(e) the availability of adequate technical, financial, and other resources to complete development and to use or sell the intangible asset; and
(f) the ability to measure reliably the expenditure attributable to the intangible asset during its development.

The amount initially recognized for internally generated intangible assets is the sum of the expenses incurred from the date when the intangible assets first meet all of the recognition criteria listed above. The assets are amortized over the estimated period in which the development costs are expected to be recovered. If no future economic benefit is expected before the end of the life of assets, the residual book value is expensed.

Subsequent to initial recognition, internally generated intangible assets are reported at cost less accumulated amortization and impairment losses.

Where no internally generated intangible asset can be recognized, development costs are recognized as an expense in the period in which they are incurred.

C. Amortization of intangible assets

Amortization is recognized on a straight-line basis over the estimated useful lives below. The Group does not have any intangible assets with indefinite useful lives.

Technology	5 - 20 years
Customer-related assets	5 - 16 years
Software	3 - 5 years

3) Impairment of property, plant and equipment and intangible assets other than goodwill

At the end of each reporting period, the Group reviews the carrying amounts of its property, plant and equipment and intangible assets to determine whether there are any indications that those assets have suffered impairment losses. If any indications exist, the recoverable amount of the cash-generating unit, to which the asset belongs, is estimated in order to determine the extent of the impairment losses (if any).

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount.

(4) Leases

As a lessee, the Group recognizes a right-of-use asset and a lease liability at the commencement date. The lease liability is measured at the present value of the lease payments that are not paid at the commencement date. The right-of-use asset is measured at cost comprised of the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, any initial direct costs incurred and an estimate of costs, such as the cost to dismantle and remove the underlying asset to the original condition required by the terms and conditions of lease contracts.

After the commencement date, the right-of-use asset is depreciated on a straight-line basis over the useful life or lease term, whichever is shorter.

The lease payments comprise of interest expense recognized as finance costs in the Consolidated Statement of Comprehensive Income and repayments of the lease liability that are calculated by the interest method. The Group does not recognize right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and for leases of low-value assets. The Group recognizes the lease payments associated with these leases as expense on straight-line basis over the lease term or other systematic basis.

As a lessor, the Group classifies each of its leases as either an operating lease or a finance lease. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to ownership of an underlying asset. A lease is classified as an operating lease if it does not transfer substantially all the risks and rewards incidental to ownership of an underlying asset.

At the commencement date, the asset held under a finance lease is recognized on the Consolidated Statement of Financial Position and presented as a receivable at an amount equal to the net investment in the lease.

The assets held under an operating lease are on the Consolidated Statement of Financial Position and the lease payments received are recognized as income on a straight-line basis over the lease term in the Consolidated Statements of Comprehensive Income.

(5) Goodwill

Goodwill arising from the acquisition of a business is recognized as an asset at the date that control is acquired (i.e., the acquisition date). Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the acquisition-date amounts of the net fair value of the identifiable assets acquired and liabilities assumed. Goodwill is not amortized but is reviewed for impairment at least annually. Goodwill is recorded at cost, less accumulated impairment losses in the consolidated statement of financial position.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination. Cash-generating units to which goodwill has been allocated are tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment losses are allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit. Impairment losses recognized for goodwill are not reversed in subsequent periods. Upon disposal of a cash-generating unit, the attributable amount of goodwill is included in the determination of profit or loss upon disposal.

(6) Method of accounting for significant provisions

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation by outflow of resources embodying economic benefits, and a reliable estimate can be made of the amount of the obligation. The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period (i.e., future cash outflow), taking into account the risks and uncertainties surrounding the obligation.

Where the time value of money is material, a provision is measured by its present value to which estimated future cash flows are discounted using a pre-tax discount rate that reflects the risks specific to the obligation. Interest cost associated with the passage of time is recognized as a finance cost.

The types of provisions are as follows:

1) Asset retirement obligation

The Group recognizes provisions for an asset retirement obligation reserve for estimated costs arising from a contractual obligation to a landlord to dismantle and remove leasehold improvements from a leased office at the end of the lease contract, and estimated costs to decontaminate certain fixed assets. An asset retirement obligation is provided based on past experience of actual cost and each asset is considered individually. The discount rate depends on the useful life of the corresponding assets and the country in which such assets are located. Future expected timing of outflow of economic benefits is mainly more than one year from each reporting period.

2) Warranties provision

Warranties provision is estimated and recognized based on past experience of the occurrence of defective goods and the expected after service costs in the warranty period. Expected outflow of economic benefits in the future is within one year from each reporting period.

3) Contingent liabilities assumed in a business combination

Contingent liabilities resulting from a business combination are initially measured at fair value on the date of acquisition. Subsequent to initial recognition, such contingent liabilities are remeasured considering expected future payments, possible occurrence, and timing of payments at each reporting period.

(7) Method of accounting for retirement benefits

For defined benefit plans, the cost of providing retirement benefits is determined using the projected unit credit method with actuarial valuations being carried out at the end of each reporting period.

Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable), and the return on plan assets (other than interest), is reflected immediately in the consolidated statement of financial position with a charge or credit recognized in other comprehensive income in the period in which it occurs. Remeasurement recognized in other comprehensive income is reflected immediately in retained earnings and will not be reclassified to profit or loss.

Past service cost is recognized in profit or loss in the period of a plan amendment.

Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset.

Defined benefit costs are categorized as follows:

Service cost, including current service cost, past service cost, as well as gains or losses on curtailments and settlements;

Net interest expense or income; and

Remeasurement.

The Group presents the first two components of defined benefit cost in profit or loss as “Employee benefits expense” or “Finance cost.”

The retirement benefit obligation recognized in the consolidated statement of financial position represents the actual deficit or surplus in the Group’s defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

Payments to defined contribution retirement benefit plans are recognized as an expense when employees have rendered service to the Group.

(8) Revenue recognition

The Group recognizes revenue based on the five-step approach below:

Step 1: Identify the contracts with customers

Step 2: Identify the performance obligations in the contract

Step 3: Determine the transaction price

Step 4: Allocate the transaction price to the performance obligations in the contract

Step 5: Recognize revenue when the entity satisfies a performance obligation

The Group sells health care related products, medical related products, electronics related products, and imaging related products, and other products .Revenue is recognized at the transaction price of the consideration received or receivable less discount, rebate, and consumption taxes on the shipping or delivery date, or upon the completion of inspection by customers when the control of products is transferred to the customer and the performance obligation is satisfied by the Group.

(9) Basis for translation of assets and liabilities denominated in foreign currencies

1) Foreign currency transactions

The individual financial statements of each group entity are presented in the currency of the primary economic environment in which the entity operates (i.e., its functional currency). For the purpose of the consolidated financial statements, the financial results, financial position, and cash flows of each group entity are presented in Japanese yen, which is the functional currency of the Group and the presentation currency for the consolidated financial statements. In preparing the financial statements of the individual entities, transactions in currencies other than the entity’s functional currency (foreign currencies) are translated at the rates of exchange prevailing at the dates of the transactions.

At the end of each reporting period, monetary items denominated in foreign currencies are translated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined. Exchange differences are recognized in profit or loss during the period.

2) Financial statements of foreign operations

The assets and liabilities of foreign operations are translated into Japanese yen at the foreign exchange rates prevailing at the end of the reporting period. The revenues and expenses of foreign operations are translated into Japanese yen at the average rates of exchange for the year. Where there are material fluctuations in exchange rates, the exchange rate at the transaction date is used. Foreign exchange differences arising from translation are initially recognized as exchange differences on translation of foreign operations in other comprehensive income and accumulated in “accumulated other comprehensive income,” which are reclassified from equity to profit or loss on disposal of the net investment and included in “other expenses” in the consolidated statement of comprehensive income.

(10) Method of accounting for national and local consumption tax

Tax-exclusion method is applied for national and local consumption taxes, and non-deductible taxes are recognized as an expense.

(11) Change in accounting policies

The Group adopted the following IFRS for the year ended March 31, 2021:

IFRS 16 Lease (Amendments)

The amendment that permits lessees, as a practical expedient, not to assess whether particular rent abatements and deferral of payments meeting certain criteria are lease modifications.

The impact of the amendment is immaterial to the consolidated financial statements.

5. Significant accounting estimates and judgments

In preparing the consolidated financial statements, management makes estimates and assumptions about the future. The estimates and assumptions are based on management's best estimates, which consider historical experience and factors believed to be reasonable as of the end of fiscal year, may differ from the actual results due to their nature. As the impact of the novel coronavirus on the consolidated fiscal year was limited, a reasonable estimate was made based on the assumption that the impact on the following consolidated fiscal year and beyond will also be limited.

The item for which management made estimates and judgments in the consolidated financial statements for the fiscal year that has a significant impact on the consolidated financial statements for the following fiscal year is as follows.

Recoverability of suspense payments of income taxes

Amounts recorded in the consolidated financial statements for the fiscal year — Other current assets ¥12,460 million

Other Matters

As described in “Note 3. Other Current Assets” to the Consolidated Statements of Financial Position, for each of the five fiscal years ended March 31, 2007 through 2011 and the three fiscal years ended March 31, 2012 through 2014, the Company received a reassessment notice from the Tokyo Regional Taxation Bureau (“TRTB”) for additional taxes on the transfer pricing taxation for transactions with overseas subsidiaries that develop and manufacture electronics-related products.

As a result of seeking withdrawal of the assessment in accordance with the relevant law, the Company received a written verdict from the National Tax Tribunal (the “Tribunal”), which partially canceled the reassessments. However, the Company disagrees with the remaining findings of the Tribunal’s verdict that maintains portions of the reassessment and expects to appeal the findings in court to seek cancellation of all the reassessments by the tax authorities. Consequently, the paid amounts of ¥7,916 million and ¥4,544 million for each period were capitalized as suspense payments of income tax.

Depending on the outcome of the lawsuit related to the cancellation of the reassessment, there may be a material impact on the consolidated financial statements for the following fiscal year.

Notes to the Consolidated Statement of Financial Position

1. Allowance for doubtful accounts directly deducted from assets

Trade and other receivables	¥2,797 million
Long-term financial assets	¥369 million

2. Accumulated depreciation of property, plant and equipment

Property, plant and equipment－net	¥400,848 million

Accumulated depreciation includes impairment losses of property, plant and equipment.

3. Other current assets

On June 26, 2013, the Company received a reassessment notice from the TRTB for additional taxes on the transfer pricing taxation for transactions with overseas subsidiaries that develop and manufacture electronics-related products for the five fiscal years ended March 31, 2007 to 2011. The Company has lodged an objection with the TRTB seeking withdrawal of the assessment in accordance with the relevant law.

On March 29, 2018, the Company received a written verdict from the Tribunal, which partially cancels the reassessments. The Company disagrees with the remaining findings of the Tribunal's verdict that maintains portions of the reassessment and the Company expects to appeal the findings in court to seek cancellation of all the reassessments by the tax authorities. Consequently, the paid amount of ¥7,916 million is included in "Other current assets" as a suspense payment.

On June 27, 2018, the Company received a reassessment notice from the TRTB for additional taxes on the transfer pricing taxation for transactions with overseas subsidiaries that develop and manufacture electronics-related products for the three fiscal years ended March 31, 2012 to 2014. The Company has lodged an objection with TRTB seeking withdrawal of the assessment in accordance with the relevant law.

On November 11, 2020, the Company received a written verdict from the Tribunal, which partially cancels the reassessments. The Company disagrees with the remaining findings of the Tribunal's verdict that maintains portions of the reassessment and the Company expects to appeal the findings in court to seek cancellation of all the reassessments by the tax authorities. Consequently, the paid amount of ¥4,544 million is included in "Other current assets" as a suspense payment.

Notes to the Consolidated Statement of Comprehensive Income

1. Other income

The difference by settlement of the contingent consideration arising from business combination is recorded at ¥3,442 million.

2. Impairment losses

The Group recognized impairment losses on the following groups of assets:

Use	Location	Item	Impairment losses
-	U.S.A	Goodwill	¥7,732 million
Idle assets and others	Vietnam, Indonesia and others	Machinery and others	¥434 million

The Group identifies each strategic business unit ("SBU") as a cash-generating unit for impairment testing purposes. Each business unit has been set based on the production and sales units by major products. For any asset expected to be sold or disposed of, or any idle asset, the asset is individually tested for impairment.

During the fiscal year, the Group recognized impairment losses on goodwill of two companies located in the United States in the Lifecare segment.

For one of these companies, the book value of the asset group was reduced to the recoverable amount and an impairment loss of ¥2,984 million was recognized due to expected delays in the timing of the introduction of new products to the market and the difficulty in achieving the plan at the time of acquisition because of the impact of the novel coronavirus and other factors.

The recoverable amount of the asset group is measured at the value in use, and cash flows projections are discounted to the present value using the pre-tax weighted-average cost of capital (WACC) of the SBU, 5.5%.

For another company, its profitability was originally high and sales and profits were extremely favorable at the time of acquisition. However, in the current situation, its performance is sluggish due to decrease in customer sales and inventory adjustments triggered by the impact of the novel coronavirus, etc. and there are many uncertainties during the slow recovery. As a result, the book value of this asset group was reduced to the recoverable amount and an impairment loss of ¥4,747 million was recognized.

The recoverable amount of the asset group is measured at the value in use, and cash flow projections are discounted to the present value using the pre-tax weighted-average cost of capital (WACC) of the SBU, 6.7%.

In addition, the book value of assets that are not expected to be used in the future due to business reorganization, etc. was reduced to the recoverable amount, and the amount of the reduction was recognized as impairment losses. The recoverable amount is measured at fair value less costs of disposition.

2. Reclassification adjustments and tax effects related to other comprehensive income/ (loss)

(1) Remeasurements of net defined benefit liability (asset)	
Gains/ (loss) arising during the year	¥280 million
Tax-effect adjustment	¥(17) million
Total	¥264 million
(2) Assets measured at fair value through other comprehensive income	
Gains/ (loss) arising during the year	¥8,363 million
Tax-effect adjustment	¥(2,546) million
Total	¥5,817 million
(3) Exchange differences on translation of foreign operations	
Gains/ (loss) arising during the year	¥20,761 million
Reclassification adjustments	¥332 million
Total amount before tax-effect adjustment	¥21,093 million
Tax-effect adjustment	¥(78) million
Total	¥21,016 million
(4) Share of other comprehensive income of associates	
Gains/ (loss) arising during the year	¥(147) million
Reclassification adjustments	¥3 million
Total	¥(144) million
Total other comprehensive income/ (loss)	¥26,952 million

Notes to the Consolidated Statement of Changes in Equity

1. Type and number of issued shares at March 31, 2021

Ordinary shares 372,833,220 shares

2. Dividend-related items

(1) Dividends paid

1) Dividends resolved by the Board of Directors on May 20, 2020

・Total dividends ¥16,875 million
・Dividends per share ¥45
・Record date March 31, 2020
・Effective date June 8, 2020

2) Dividends resolved by the Board of Directors on October 27, 2020

・Total dividends ¥16,866 million
・Dividends per share ¥45
・Record date September 30, 2020
・Effective date November 30, 2020

(2) Dividends whose record date falls within this fiscal year but the effective date falls within the next fiscal year

Dividends resolved by the Board of Directors on May 28, 2021

・Total dividends ¥16,619 million
・Source of payment Retained earnings
・Dividends per share ¥45
・Record date March 31, 2021
・Effective date June 1, 2021

3. Type and equivalent number of shares resulting from the potential exercise of stock acquisition rights outstanding at the end of the fiscal year (excluding the rights whose exercise period has not yet commenced)

Ordinary shares 587,700shares

Notes Concerning Financial Instruments

1. Items concerning financial instruments

(1) Market risks

1) Foreign currency risk

The Group intends to marry major currencies the Group uses (Euro, U.S. dollar, and Japanese yen) in settlements of receivables/payables resulting from operating activities. Specifically, the subsidiaries that continuously conduct import or export transactions retain foreign currencies obtained from exports of goods for payables on imported supplies. This enables the Group to mitigate foreign currency risk. Additionally, the Company, having multiple SBUs that conduct finance and dividend transactions, and holding companies that receive dividends from their subsidiaries and distribute them to the Company and/or other Group companies, sometimes falls into a disparity of foreign currency debt-credit balances in receivables, liabilities, and/or bank deposits. This might cause significant gains or losses on foreign exchange differences when the Japanese yen appreciates or depreciates against the U.S. dollar or the Euro, or when the Euro appreciates or depreciates against the U.S. dollar.

The Group's policy generally does not permit the use of derivative instruments such as forward foreign exchange contracts. However, in certain circumstances in which the use of such derivatives is determined to be beneficial, the Group may enter into contracts upon obtaining formal approval from the Chief Financial Officer ("CFO") of the Group in accordance with its Group headquarters approval process. For instance, in order to hedge foreign currency exposures on intercompany receivables, payables, and dividends, the Company occasionally enters into forward foreign exchange contracts.

2) Interest rate risk

The portion of the interest-bearing debt in financing is small. Therefore, the interest rate risk is insignificant.

3) Price risk in equity instruments

The Group is exposed to equity price risks arising from equity instruments (i.e., listed shares). These investments are held as part of business strategy, not for short-term trading purposes. The Group does not sell these investments frequently and periodically reviews the fair value of these instruments as well as the financial condition of investees.

(2) Credit and liquidity risks

The Group manages its credit risk by setting credit limits that are approved by the authorized personnel of each SBU.

Ultimate responsibility for liquidity risk management rests with the CFO of the Group, who is appointed by the Board of Directors. Based on the instructions from the CFO, the financial headquarters of the Group mainly manages the Group's liquidity risk by maintaining an appropriate level of retained earnings and credit facilities and monitors the actual cash flows and forecasted cash flows. The credit lines for commercial paper are secured for temporary cash shortages due to dividends or bonus payments.

2. Notes concerning the fair value of financial instruments

As of March 31, 2021 (the end of the fiscal year), the carrying amount of financial instruments in the consolidated statement of financial position, the fair values of those instruments, and the differences between them were as follows:

The carrying amount in the consolidated statement and the fair value are approximate.

(Millions of yen)

	Carrying amount in the consolidated statement of financial position*	Fair value*	Difference
(1) Financial assets measured at amortized cost			
Long-term financial assets	11,354	11,431	77
Total assets	11,354	11,431	77
(2) Financial liabilities measured at amortized cost			
Interest-bearing debt	(995)	(1,018)	(23)
Other financial liabilities	(21,778)	(21,540)	238
Total liabilities	(22,773)	(22,557)	215

* The balances of liabilities are presented as the numbers in parentheses.

(Note) Calculation methods for the fair value of financial instruments is as follows:

(1) Financial assets measured at amortized cost

The fair value of long -term financial assets was determined by discounting with risk free rate etc.

(2) Financial liabilities measured at amortized cost

The fair value of long-term loans is determined by discounting future cash flows using rates considering the estimated timing of payments and credit risk.

Notes to per Share Information

(1) Equity per share attributable to owners of the Company ¥1,862.96

(2) Basic earnings per share ¥335.77

Notes Concerning Significant Subsequent Events

The Board of Directors made a resolution to cancel certain shares held as the Company's treasury shares on April 30, 2021 pursuant to Article 178 of the Companies Act.

1. Reason for cancellation of treasury shares

The Company decided on the cancellation of treasury shares with the aim of increasing capital efficiency as well as enhancing shareholder benefit by decreasing the total number of outstanding shares. The Company cancelled the shares repurchased under its repurchase plan approved by resolution of the Board of Directors on January 28, 2021.

2. Outline of cancellation

(1) Class of shares: Common stock

(2) Number of shares to be cancelled: 3,131,200 shares

(0.85% of total shares outstanding, excluding treasury shares)

(3) Date of cancellation: May 14, 2021

(Reference)

Total number of issued and outstanding shares after the cancellation: 369,702,020 shares

(Note) Figures in the consolidated financial statements and related notes are rounded to the nearest unit.

Notes to the Nonconsolidated Financial Statements

Significant Accounting Policies

1. Basis and methods for evaluation of marketable and investment securities
   Investment securities in subsidiaries and affiliates: Cost determined by the moving-average method
   Available-for-sale securities:
   Marketable securities: Fair value, with unrealized gains and losses, net of applicable taxes, reported in a separate component of equity
   Non-marketable securities: Cost determined by the moving-average method

2. Basis and methods for evaluation of derivatives: Fair value

3. Basis and methods for evaluation of inventories: Primarily the lower of cost, determined by the average method, and net realizable value

4. Methods of depreciation of fixed assets:

Property, plant and equipment (excluding leased assets)	Depreciation is computed by the declining-balance method while the straight-line method is applied to buildings acquired on or after April 1, 1998 and building improvements and structures acquired on or after April 1, 2016. The range of useful lives is principally from 15 to 50 years for buildings, from 4 to 15 years for machinery and equipment, and from 2 to 18 years for tools, equipment and fixtures.
Intangible fixed assets (excluding leased assets)	The straight-line method is applied. The period of amortization is 8 years for patents and 5 years for software.
Leased assets	The straight-line method over the lease terms with no residual value is applied for leases that do not transfer ownership of the leased assets to the lessee.

5. Basis for the conversion of foreign currency assets and liabilities
   All short-term and long-term monetary receivables and payables denominated in foreign currencies are translated into Japanese yen at the exchange rate at the nonconsolidated balance sheet date. The foreign exchange gains and losses from translation are recognized in the nonconsolidated statement of income.

6. Allowance, reserves, and provisions

(i) Allowance for doubtful accounts	The allowance for doubtful accounts is provided based on the Company's past experience of credit loss and an evaluation of the financial position of borrowers.
(ii) Accrued bonuses to employees	Accrued bonuses are provided at the year-end to which such bonuses are attributable in the current year.
(iii) Warranty provisions	Accrued warranty cost is estimated and recognized based on past experience of the occurrence of defective goods and the expected after service costs in the warranty period.
(iv) Reserve for periodic repairs	Reserve for periodic repairs is provided based on the actual expenses for the latest repairs for melting furnaces.

7. Method of accounting for national and local consumption taxes
   Tax-exclusion method is applied for national and local consumption taxes, and non-deductible taxes are recognized as an expense.

Notes to Changes in presentation

The "Accounting Standard for the Disclosure of Accounting Estimates" (ASBJ Statement No. 31, March 31, 2020) was adopted to the financial statements as of the end of the fiscal year, and the note "Significant Accounting Estimates and Judgments" was added to the financial statements.

Notes to Significant accounting estimates and judgments

In preparing the financial statements, management makes estimates and assumptions about the future. The estimates and assumptions are based on management's best estimates, which consider historical experience and factors believed to be reasonable as of the end of fiscal year, and may differ from the actual results due to their nature. As the impact of novel coronavirus on the fiscal year was limited, a reasonable estimate was made based on the assumption that the impact on the following consolidated fiscal year and beyond will also be limited.
The item for which management made estimates and judgments in the financial statements for the fiscal year that has a significant impact on the financial statements for the following fiscal year is as follows.

Valuation of shares of subsidiaries and associates
Amounts recorded in the financial statements for the fiscal year — Equity securities of subsidiaries and affiliates ¥139,882 million
Other Matters
The Company assesses the impairment of equity securities of subsidiaries and affiliates without a market price by comparing the acquisition cost with the actual value. The Company's policy is to write down the book value to the actual value, when the actual value declines by 50% or more from the acquisition cost. The actual value is estimated based on the business plans of subsidiaries and affiliates and other factors. However, such estimates may affect the financial statements of the following fiscal year, if the business plans and other revisions are required to be modified due to change in uncertain economic conditions or other factors in the future.

Notes to Nonconsolidated Balance Sheet

1. Accumulated depreciation of property, plant and equipment	¥104,471 million
Accumulated depreciation includes accumulated impairment losses.	
2. Monetary receivables from and payables to subsidiaries and affiliates (excluding classified items in the nonconsolidated balance sheet)	
(1) Short-term receivables	¥14,232 million
(2) Short-term payables	¥20,611 million

3. Contingent liabilities
   The Company is currently subject to tax examination by the Tokyo Regional Taxation Bureau on the transfer pricing taxation for transactions with overseas subsidiaries that develop and manufacture electronics-related products for the three fiscal years ended March 31, 2015 through 2018. Depending on future examinations, there is a possibility that additional taxes will be incurred; however, it is not possible to make a reasonable estimate of this impact at present.

Notes to Nonconsolidated Statement of Income

1. Transactions with subsidiaries and affiliates

(1) Sales	¥38,861 million
(2) Purchases including commissions	¥52,350 million
(3) Non-operating transactions	¥78,698 million

Notes to Nonconsolidated Statement of Changes in Net Assets

Matters relating to the number of treasury shares

Share class	Balance at April 1, 2020	Increase	Decrease	Balance at March 31, 2021
Ordinary shares	3,351,436 shares	6,016,385 shares	5,840,400 shares	3,527,421 shares

(Note)
Details of the increase and decrease in the number of treasury shares are as follows:

Increase due to repurchase of shares:	6,015,800 shares
Increase due to repurchase of odd-lot shares:	585 shares
Decrease due to cancellation of shares:	5,518,000shares
Decrease on exercise of stock options:	322,400 shares

Notes Relating to Tax Effect Accounting

Breakdown of deferred tax assets and deferred tax liabilities that resulted in an accrual as of March 31, 2021

Deferred tax assets	
Valuation loss on shares of subsidiaries and affiliates	¥5,670 million
Accrued bonuses	926
Valuation loss on investment securities	814
Enterprise tax payable	619
Impairment losses	479
Asset retirement obligations	449
Valuation loss on inventories	436
Excess of allowance for doubtful accounts	338
Excess of depreciation	288
Stock options	200
Reserve for periodic repairs	168
Severance payments	23
Others	326
Deferred tax assets – subtotal	10,734
Valuation allowance	(7,496)
Net amount of deferred tax assets	¥3,239
Deferred tax liabilities	
Unrealized gain on available-for-sale securities	¥ (386) million
Expenses related to disposal of asset retirement obligations	(97)
Reserve for advanced depreciation of fixed assets	(45)
Total amount of deferred tax liabilities	(528)
Net amount of deferred tax assets	¥2,710

Notes Concerning Transactions with Related Parties

1. Subsidiaries and affiliates

Type	Name of related parties	Ratio of voting rights	Relationship with related parties	Transaction details (Note 7)	Transaction amount (Millions of yen) (Note 1)	Balance sheet item	Balances due to or from related parties (Millions of yen)
Subsidiary	HOYA ELECTRONICS SINGAPORE PTE. LTD.	Direct ownership of 100.00%	Supplier Concurrent post of directors (Note 2, 3)	Purchase of products	33,975	Accounts payable – trade	9,534
				Sales of products	10,993	Accounts receivable – trade	4,267
				Rendering of services	2,755	Accounts receivable – other from affiliates	2,468
Subsidiary	HOYA LENS THAILAND LTD.	Indirect ownership of 100.00%	Research and development Concurrent post of directors (Note 2)	Rendering of services	2,162	Accounts receivable – other from affiliates	6,101
Subsidiary	HOYA TECHNOSURGICAL CORPORATION	Direct ownership of 100.00%	Management of funds Concurrent post of directors (Notes 2,4)	Borrowings and loans of funds through cash pooling	1,643	Deposit	1,648
Subsidiary	HOYA FINANCE JPY B.V.	Indirect ownership of 100.00%	Borrowings of funds (Note 8) Concurrent post of directors (Note 2)	Borrowings of funds	38,977	Short-term loan from affiliates	63,386
				Repayment of loans	13,015	Accrued interest	40
				Payment of interest	161	–	–
Subsidiary	HOYA HOLDINGS, INC.	Direct ownership of 100.00%	Underwriting of capital increase Concurrent post of directors (Note 4, 5)	Underwriting of capital increase	8,448	–	–
Affiliate	AvanStrate Inc.	Direct ownership of 46.57%	Loans of funds (Note 9) Concurrent post of directors (Note 2, 6)	Incorporation of deferred interest receivable into principal	213	Long-term loans receivable from subsidiaries and affiliates	6,004
				–	–	Current portion of long-term loans receivable from subsidiaries and affiliates	2,664
				Interest received	53	Accrued revenue	211

(Note) Terms and conditions of transactions and the policies for determining them:

1. Transaction amounts above do not include consumption tax and other taxes.
2. Employees of the Company concurrently serve as directors of the subsidiaries and affiliate.
3. Employees of the Company concurrently serve as directors and executive officers of the subsidiaries.
4. Executive officers of the Company concurrently serve as directors of the subsidiaries.
5. Director and representative executive officer of the Company concurrently serve as representative director and executive officer of the subsidiaries.
6. Employees of the Company concurrently serve as corporate auditors of the affiliate.
7. Transaction price is determined by negotiation, considering market prices and other factors.
8. Borrowings of funds from HOYA Finance JPY B.V is denominated in Japanese yen.
   Interest rates on borrowings of funds are determined considering market rates.
9. Interest rates on loans are determined considering market rates.
   The deferred interest receivable, which is calculated on the unpaid principal based on deferred interest rates, is incorporated into principal.
   The due date of the AvanStrate loan is December 27, 2023. It will be repaid in six installments after a certain period of deferment, and deferred interests will be paid by batch payment on the due date.
   Platinum owned by a subsidiary of the affiliate is pledged as collateral.

2. Directors, officers, and major individual shareholders

Type	Name of related parties	Ratio of voting rights	Relationship with related parties	Transaction details (Note 1)	Transaction amount (Millions of yen) (Note 2)	Balance sheet item	Balances due to or from related parties (Millions of yen)
Directors and officers	Yukako Uchinaga	(Held) Direct ownership of 0.00%	Outside director of the Company	Exercises of stock options	55	–	–
Directors and officers	Mitsudo Urano	(Held) Direct ownership of 0.00%	Outside director of the Company	Exercises of stock options	25	–	–
Directors and officers	Shuzo Kaihori	(Held) Direct ownership of 0.00%	Outside director of the Company	Exercises of stock options	25	–	–
Directors and officers	Hiroaki Yoshihara	(Held) Direct ownership of 0.00%	Outside director of the Company	Exercises of stock options	41	–	–
Directors and officers	Ryo Hirooka	(Held) Direct ownership of 0.01%	Representative executive officer of the Company	Exercises of stock options	159	–	–
Directors and officers	Eiichiro Ikeda	(Held) Direct ownership of 0.01%	Executive officer of the Company	Exercises of stock options	131	–	–

(Note) Terms and conditions of transactions and the policies for determining them:
1. Stock options were exercised in accordance with the contracts at the date of options granted.
2. Transaction amounts listed above are amounts paid upon exercise of stock options in the current fiscal year.

Notes to per Share Information

(1) Net assets per share ¥581.12
(2) Basic earnings per share ¥287.01

Notes Concerning Significant Subsequent Events

The Board of Directors made a resolution to cancel certain shares held as the Company's treasury shares on April 30, 2021 pursuant to Article 178 of the Companies Act.

1. Reason for cancellation of treasury shares

The Company decided on the cancellation of treasury shares with the aim of increasing capital efficiency as well as enhancing shareholder benefit by decreasing the total number of outstanding shares. The Company cancelled the shares repurchased under its repurchase plan approved by resolution of the Board of Directors on January 28, 2021.

2. Outline of cancellation

(1) Class of shares: Common stock
(2) Number of shares to be cancelled: 3,131,200 shares
(0.85% of total shares outstanding, excluding treasury shares)
(3) Date of cancellation: May 14, 2021
(Reference)
Total number of issued and outstanding shares after the cancellation: 369,702,020 shares

(Note) Figures in the nonconsolidated financial statements and related notes are rounded to the nearest unit.