



May 12, 2015

Company Name: HOYA CORPORATION
Representative: Hiroshi Suzuki, President and CEO
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Notice Regarding Partial Revision of the Articles of Incorporation

HOYA CORPORATION (“The Company”) resolved at a meeting of its Board of Directors held today to submit a proposal for a partial revision of the articles of incorporation to the Company’s 77th general shareholders meeting to be held on May 19, 2015, as described below.

1. Purpose of revision of the articles of incorporation.

(1) To prepare for future business development and diversification, the Company intends to make amendments to the provisions of Article 2 (Purposes) of the Articles of Incorporation.

(2) The “Act for Partial Revision of the Companies Act” (Act No. 90 of 2014) came into force on May 1, 2015, and the scope of executives with whom agreements can be entered into to limit their liabilities has been changed. Accordingly, to ensure that Directors who do not execute operations can adequately fulfil the role expected of them, the Company plans to make partial amendments to the provisions of Article 27 (Agreements with Independent Directors to Limit Liability) of the Articles of Incorporation. Please note that the Company has received approval from each member of the Audit Committee for the amendment to Article 27 of the Articles of Incorporation.

2. Details of revision of the articles of incorporation

Details of the current Articles of Incorporation and the proposed amendments are as follows:

(Underlined portions indicate the proposed amendments.)

Current Articles of Incorporation	Proposed amendments
<i>Article 2 (Purposes)</i> The business purposes of the Company are as follows: (1) to (10) (Omitted) (Newly established) <u>(11) to (16)</u> (Omitted) (Newly established)	<i>Article 2 (Purposes)</i> The business purposes of the Company are as follows: (1) to (10) (Same as the present) <u>(11) Provision of various services relating to the medical field</u> (12) to (17) (Same as the present) <u>(18) Any other legitimate business</u>
<i>Article 27 (Agreements with <u>Independent</u> Directors to Limit Liability)</i>	<i>Article 27 (Agreements with Directors to Limit Liability)</i>

<p>The Company may enter into agreements with <u>Independent</u> Directors to limit liabilities provided for in Article 423, Paragraph 1 of the Companies Code which may be incurred by such Director in the future to an amount determined in advance which shall be not less than the greater of ten million yen (¥10,000,000) or the aggregate amount provided for by applicable law.</p>	<p>The Company may enter into agreements with Directors (<u>excluding Directors with executive authority over operations, etc.</u>) to limit liabilities provided for in Article 423, Paragraph 1 of the Companies Act which may be incurred by such Director in the future to an amount determined in advance which shall be not less than the greater of ten million yen (¥10,000,000) or the aggregate amount provided for by applicable law.</p>
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3. Schedule

Shareholders meeting for revision of the articles of incorporation (plan) May 19, 2015

Effective date of revision of the articles of incorporation (plan) May 19, 2015

END