



October 29, 2019

Company Name: HOYA CORPORATION
Representative: Hiroshi Suzuki, President and CEO
(Code: 7741, the First Section of the Tokyo Stock Exchange)
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Notice of Absorption Merger (Simplified Merger) with Wholly-Owned Subsidiary Company

HOYA CORPORATION (“HOYA”) will absorb and merge of one of its wholly-owned subsidiary companies, HOYA CANDEO OPTRONICS CORPORATION (“CANDEO”) on and after January 1, 2020 as further detailed below (the “Absorption Merger”).

Please note that some details have been omitted from this Notice because the Absorption Merger involves a wholly-owned subsidiary company of HOYA.

1. Purpose of the Absorption Merger

While our Optics Division’s business expands into new business field symbolized by surveillance cameras and in-vehicle cameras, we will strengthen and enhance development of new product and new market in optical industry using synergy between optical glass and lens technology and knowhow of Optics Division and various applications and customer network in optical and photonics field of CANDEO.

2. Outline of the Absorption Merger

(1) Schedule

The representative executive officer’s decision of the Absorption Merger	October 29, 2019
Conclusion of the absorption merger agreement	October 29, 2019
Effective date of the Absorption Merger	January 1, 2020 (planned)

(Note) The Absorption Merger will not require a shareholders' meeting resolution of either Company because the Absorption Merger falls under a simplified merger for HOYA as stipulated in Article 796 (2) of the Companies Act, and encompasses a short-form merger for CANDEO as stipulated in Article 784 (1) of the Companies Act.

(2) Method of the Absorption Merger

The Absorption Merger will be an absorption merger type where CANDEO will be the expired company and HOYA is the surviving company.

(3) Allotment that results from the Absorption Merger

There will be no consideration and/or compensation to be paid as a result of the Absorption Merger because HOYA holds all the issued shares of CANDEO.

(4) Handling of share options and bonds with share options

This item is not applicable.

3. Outline of the Parties Involved in the Absorption Merger (as of March 31, 2019)

	Surviving company	Expired company
(1) Company Name	HOYA CORPORATION	HOYA CANDEO OPTRONICS CORPORATION
(2) Location of Headquarters	6-10-1, Nishi-Shinjuku, Shinjuku-ku, Tokyo	3-5-24, Hikawa-cho, Toda-shi, Saitama
(3) Name/Position of Representative	Hiroshi Suzuki, President and CEO	Hisao Shirasugi, President
(4) Business	Manufacturing, sales and associated services in the fields of Electronics, Imaging, Health Care and Medical	Manufacturing and sales of light source, laser oscillator systems / equipment and Electro-optical glass
(5) Capital	6,264,201,967 yen	100,050,000 yen
(6) Date of Incorporation	August 23, 1944	October 1, 1988
(7) Number of Issued Shares	381,436,420 shares	27,114 shares
(8) Account Settlement	March 31	March 31
(9) Major Shareholders and their respective Shareholding Ratio	The Master Trust Bank of Japan (Trustee): 6.09% Japan Trustee Services Bank, Ltd (Trustee): 5.23% JP Morgan Chase Bank 380055: 4.56% SSBTC Client Omnibus Account: 3.94% The Master Trust Bank of Japan (Trustee 5) : 2.08%	HOYA CORPORATION 100%

(10) Financial Results for the year ended March, 2019 (Japanese yen)		
	Consolidated basis • IFRS	Japanese GAAP
Total Equity	627,707 million	2,944 million
Total Assets	763,915 million	5,134 million
Equity attributable to owners of the Company per Share	1,640.02	108,561.97
Revenue	565,810 million	7,314 million
Profit attributable to owners of the Company	122,103 million	862 million
Basic Earnings per Share	321.55	31,788.89

4. Status after the Absorption Merger

There will be no change to trading names, main office, representative, business lines, paid-in capital or end of fiscal year as a result of the Absorption Merger.

5. Outlook

There will be no impact to HOYA's financial performance since the Absorption Merger is between HOYA and a wholly-owned subsidiary of HOYA.

End