



July 31, 2026

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Notice Regarding Disposal of Treasury Stock as Performance Based Stock Compensation (PSU) and Stock Compensation (RSU)

HOYA Corporation ("the Company") hereby announces that the Board of Directors meeting held today has resolved the disposal of treasury stock (hereinafter referred to as the "Disposal of Treasury Stock") pursuant to the Performance Based Stock Compensation Plan (hereinafter referred to as "PSU") and Stock Compensation Plan (hereinafter referred to as "RSU") as follows.

1. Outline of the Disposal

(1) Disposal Date	August 25, 2026
(2) Class and number of shares to be disposed	8,700 shares of common stock of the Company
(3) Disposal Price	23,840 YEN per share
(4) Total value of shares to be disposed	207,408,000 YEN
(5) Scheduled Disposal Recipient	(i) For PSU granted in FY2023 ("PSU 2023"). Executive Officers: 3 recipients 7,200 shares (ii) For RSU granted in FY2023 ("RSU 2023"). Outside Directors: 5 recipients 1,500 shares
(6) Others	The Disposal of Treasury Shares is subject to the effectiveness of the Securities Registration Statement filed pursuant to the Financial Instruments and Exchange Act.

2. Purpose and Reason for Disposal

The Company has introduced PSU for Executive Officers and RSU for Outside Directors as the mid-to-long term incentive plan in place of stock option plan. The Company introduced and continued PSU for Executive Officers since 2019 to achieve the mid-to-long term business performance goals and enhance the corporate value of HOYA Group, and also to serve as mechanism for retention of highly talented human resource by setting a competitive compensation level. In 2022, the Company introduced RSU for Outside Directors to contribute to improve the mid-to-long term value of the Company, and to secure excellent human resources by making the compensation level and structure competitive with global companies.

The disposal of treasury stock will be made as stock-based compensation to the Executive Officers and Outside Directors to whom the shares will be disposed in accordance with the PSU and RSU Plan, as resolved by the Board of Directors meeting today.

Information such as overview of the PSU and RSU plans are as below. For details of PSU 2023, please refer to the "*Notification of Continuation of Performance Based Stock Compensation Plan ("Performance Share Unit")*" dated June 23, 2023, and for details of RSU 2023, please refer to the "*Notification of introduction of Stock Compensation Plan ("Restricted Stock Units")*" dated May 26, 2022.

【Overview of PSU】

(1) Recipients

Company's Executive Officers including those who concurrently serve as the Company's Directors.

(2) Overview

The Plan involves the granting of shares in accordance with the degree of achievement of performance conditions set in advance. Every year, for the target period of three years starting from that year, the Company will present the Recipients with a baseline number of shares in accordance with their respective positions and responsibilities, and also with the mid-to-long term performance targets for such target period. After the end of the three-year target period, the Company will determine, for each Recipient, the standard compensation amount equivalent to the market price of the number of the Company's shares (the "Company's Shares") calculated by multiplying the baseline number of shares by a coefficient according to the degree of achievement of the mid-to-long term performance targets.

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), ROE and ESG indicators given on the Consolidated Financial Statements and target and actual values for PSU 2023 is as bellow.

Indicators	Target (consolidated)	Actual (consolidated)	Reason for selection
Sales (Billions of yen)	800.0	858.8	Selected as an indicator for its measurement of the Group's degree of growth in domestic and overseas markets.
Basic earnings per share (Yen)	560	614	Selected as an indicator for its measurement of the Company's degree of growth from a shareholder's perspective.
ROE	20.0%	22.2%	Measures whether earnings have been efficiently obtained as compared with the amount of shareholder investment

ESG indicators	Evaluation by external organization and status of initiatives for the key ESG themes	Note	Selected as indicators to measure the initiatives relating to sustainability from an ESG standpoint
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(Note) As means to measure our sustainability initiatives, we have established the following as ESG indicators “Evaluations by external rating agencies” and “Status of initiatives for the key ESG themes.”

For evaluations by external rating agencies, we have selected assessments from the following three organizations as our benchmarks.

[Evaluation Scores (listed in order from highest to lowest rating within each agency)]

- Sustainalytics: Five rating levels (Negligible / Low / Medium / High / Severe)
- CDP (Climate Change Score): Eight rating levels (A, A-, B, B-, C, C-, D, D-)
- DJSI: Four rating levels (classified into four categories based on the Global ESG Score)

Based on our fiscal 2022 ratings —Sustainalytics: Low, CDP: C, and DJSI: 26 points — we set targets as Sustainalytics : Negligible, CDP: B, and DJSI: 73-79 points. In fiscal 2025, our results were Sustainalytics: Low, CDP: B, and DJSI: 42 points.

As part of our efforts to address key ESG themes, we have identified the “the ratio of female managers in Japan” and “the engagement score” as priority themes. Based on our fiscal 2022 performance, with a female manager ratio in Japan of 14.8%, and an engagement score of 72 points, we set targets of 18% for the female manager ratio in Japan and 77 points for the engagement score. In fiscal 2025, the female manager ratio in Japan was 17.4%, while the engagement score was 74 points (using the score from fiscal 2024, the latest survey results available).

The Company will grant the Recipients, monetary compensation receivables for 50 % of such standard compensation amount. The Recipients will execute a contribution in kind of such monetary compensation receivables and receive an allotment of shares equivalent to such monetary compensation receivables divided by the paid-in amount of the Company's Shares. Further, to ensure funds for tax payment of the Recipients, the monetary amount equivalent to the remaining standard compensation amount will be paid in money.

(3) Target Period of PSU 2023

From July 1, 2023 to June 30, 2026

(4) The Payment Amount

The amount to be paid-in per share to be allocated to the Recipients under the Plan will be the closing price of the Company's Shares at the Tokyo Stock Exchange, Inc., on the business day preceding the date of the resolution of the Board of Directors of the Company (at which the issuance of new shares or disposal of treasury shares concerning the allocation is resolved) held within two months from the closing of the ordinary general meeting of shareholders. (In the event where there is no closing price on such date, the closing price of the immediately preceding transaction day will apply.)

【Overview of RSU】

(1) Recipients

Outside Directors of the Company (including non-residents of Japan)

(2) Overview

RSU is a plan where prescribed number of shares are delivered in accordance with the length of service as Outside Director (“Recipients”) of the Company. Every year, for a period of three years starting from that year, the Company will present the Recipients with a baseline number of shares equivalent to the fixed remuneration. After the end of the three-year subject period, the Company will determine, for each recipient, the standard compensation equivalent to the market price of the baseline number of shares. The Company will grant the Recipients, monetary compensation receivables for 50 % of such standard compensation amount. The Recipients will execute a contribution in kind of such monetary compensation receivables and receive an allotment of shares equivalent to such monetary compensation receivables divided by the paid-in amount of the Company's Shares. Further, to ensure funds for tax payment of the Recipients, the monetary amount equivalent to the remaining standard compensation amount will be paid in money.

(3) Period of RSU 2023

From July 1, 2023 to June 30, 2026

(4) The Payment Amount

The amount to be paid-in per share to be allocated to the Recipients under the Plan will be the closing price of the Company's Shares at the Tokyo Stock Exchange, Inc., on the business day preceding the date of the resolution of the Board of Directors of the Company (at which the issuance of new shares or disposal of treasury shares concerning the allocation is resolved) held within two months from the closing of the ordinary general meeting of shareholders. (In the event where there is no closing price on such date, the closing price of the immediately preceding transaction day will apply.)

3. Basis of Calculation and Specific Details for the Payment Amount

This disposal of treasury stock is to be made with the monetary compensation claims paid under the above-mentioned plans as the invested assets. In order to eliminate arbitrariness, the disposal price has been set at 23,840 YEN, which is the closing price of the Company's common stock on the Tokyo Stock Exchange on July 30, 2026 (the business day immediately prior to the date of resolution by the Company's Board of Directors on this disposal of treasury stock). This is the market share price immediately prior to the date of resolution by our Board of Directors on this disposal of treasury stock, and believe that it is a reasonable price that appropriately reflects our corporate value and does not constitute a particularly favorable price to the recipients.

4. Other

The calculation method of the number of shares to be granted and the amount of cash payment to be made to the recipient of PSU and RSU, the delivery requirements, timing of payment, treatment in the event of reorganization and such during the applicable period, and other details of the plan are set forth in the agreements for PSU and RSU. Both PSU and RSU have clawback and malus clauses, which allow the Company to deny or demand the return of shares upon the occurrence of certain events. If the case falls under any of the following items, the Company shall reduce or not provide the unpaid portion of

compensation based on the PSU and RSU, and may demand to return of all or part of the portion that has already been paid.

(i) Case where the recipient voluntarily retired from office regardless of his or her reason, (ii) case where the recipient of PSU was dismissed as Executive Officer of the Company or the recipient of RSU was dismissed as Director of the Company, (iii) a subsequent correction to financial statements due to a material accounting error or fraud was resolved at the Board of Directors meeting, and (iv) the recipient's gross negligence of duty, or misconduct such as violation of law, violation of internal regulations or material breach of contracts during his or her service was revealed.

Because (1) the dilution ratio is less than 25% and (2) the disposal of treasury stock does not involve a change in controlling shareholder, it is not necessary to obtain an opinion from an independent third party or to confirm the intent of shareholders as stipulated in Rule 432 of the Tokyo Stock Exchange's Listing Rules.

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