



May 15, 2023

Company Name	HOYA Corporation
Name of Representative	Eiichiro Ikeda, Representative Executive Officer and CEO (Ticker: 7741 TSE Prime Market)
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## **Notice of Company Split (Simplified Incorporation Split) and Transfer of Shares of the Newly Established Company**

Today, HOYA Corporation (HOYA) has decided to transfer its business of cloud attendance management service and cloud payroll statement viewing service to RAKUS HR Tech Co., Ltd.(Representative: Masashi Tanabe, RAKUS HRT), which is to be newly established through a company split (simple incorporation-type company split) (hereinafter referred to as the "Company Split"), and the shares of RAKUS HRT to RAKUS Co., Ltd. (Representative: Takanori Nakamura, Address: Kita-Ku, Osaka, RAKUS) (hereinafter referred to as the "Share Transfer" and collectively with the Company Split, the "Transaction"), as follows:

Since this is a simple incorporation-type company split solely conducted by HOYA, certain disclosure items and details have been omitted.

### Notes

#### 1. **Purpose of the Transaction**

Aiming to optimally allocate the Group's management resources, HOYA has decided that it would be optimal for this business to strengthen its competitiveness by operating the cloud attendance management and payroll statement viewing services business under RAKUS, which has extensive knowledge of IT services and customer channels. Accordingly, HOYA has reached an agreement with RAKUS to transfer the shares.

#### 2. **Summary of the Company Split**

##### (1) Schedule of the Company Split

Decision by the Representative Executive Officer      May 15,2023  
on the incorporation-type split plan

Effective date of the company split June 30, 2023(planned)

(The day of the establishment of RAKUS HRT)

NOTE: This company split falls under the simplified incorporation-type split stipulated in Article 805 of the Companies Act, and therefore it is scheduled to be implemented without a resolution of the general meeting of shareholders.

(2) Method of the Company Split

This is a simplified incorporation split with HOYA as the splitting company and RAKUS HRT as the successor company.

(3) Contents of Allotment Pertaining to the Company Split

RAKUS HRT will issue 1,000 shares of common stock and all of them will be allotted and delivered to HOYA upon this company split.

(4) Treatment of Stock Acquisition Rights and Bonds with Stock Acquisition Rights as a Result of the Company Split

There are no applicable items in this company split.

(5) Capital Increase or Decrease by this Company Split

As a result of this corporate split, there will be no increase or decrease in share capital.

(6) Rights and Obligations to be Succeeded by the Successor Company

RAKUS HRT will succeed to the Company's assets, liabilities, contractual status including employment contracts, and rights and obligations incidental thereto relating to the business subject to the Incorporation-type Company Split to the extent provided for in the Incorporation-type Company Split Plan. The succession of the obligation shall be made by the method of assumption of the indemnified obligation.

(7) Prospects of Paying Debt Obligations

In the company split, HOYA has determined that there are no problems with the prospects of execution the obligations to be borne by HOYA and RAKUS HRT.

(8) Outline of the Parties Involved in the Company Split

	Successor Company (To be established on June 30, 2023)	Splitting Company (As of March 31, 2023)
i. Name	RAKUS HR Tech Co., Ltd.	HOYA Corporation

ii. Location of the head office	TBD	6-10-1, Nishi-Shinjuku, Shinjuku-ku, Tokyo
iii. Position/Name of Representative	Masashi Tanabe, Representative Director	Eiichiro Ikeda, Representative Executive Officer and CEO
iv. Business Activities	Development and sales of cloud attendance management and payroll statement viewing services	Manufacturing and sales of health care/medical products, electronics products for semiconductor manufacturing components and others and imaging products
v. Common stock	50,000,000 yen	6,264,201,967 yen
vi. Date of Incorporation	June 30, 2023 (planned)	August 23, 1944
vii. Number of shares outstanding	1,000 shares	356,960,520 shares
viii. Fiscal year end	March	March
ix. Major shareholders and percentage of shares	HOYA Corporation 100%	The Master Trust Bank of Japan, Ltd. (Trust Account) 20.31% Custody Bank of JAPAN, Ltd. (Trust Account) 7.35% SSBTC Client Omnibus Account 3.10% State Street Bank West Client-Treaty 505234 1.87% Deutsche Bank Trust Company Americas 1.76%
x. Financial position and results of operations for the immediately preceding fiscal year (Fiscal Year ending March 2023)		
		Millions of yen
Splitting Company (Consolidated and IFRS)		
Total equity		814,604
Total assets		1,028,326
Equity attributable to owner of the company per share		2,311.72 yen
Revenue		723,582
Profit before tax		215,832
Profit attributable to owners of the company		168,638
Basic earnings per share		469.76 yen

As the successor company is scheduled to be established going forward, there is no financial position or operating results for the most recent fiscal year.

(9) Summary of Business Divisions to be Succeeded by the Company Split

i Description of the Business Division to be Split

Development and sales of cloud attendance management and payroll statement viewing services

ii Business Results of the split business division (Fiscal Year Ending March 2023)

Revenue 962 million yen

iii Items and amounts of assets and liabilities to be split (as of December 31, 2022)

Millions of yen

Assets		Liabilities	
Item	Amount	Item	Amount
Current assets	117	Current liabilities	237
Non-current assets	0	Non-current liabilities	-
Total assets	117	Total liabilities	237

Calculated based on the balance sheet as of December 31, 2022, and will change at the time of the company split.

(10) Status After the Company Split

After the company split, there is no change in the name of the company, the location of the head office, the position and name of the representative, the nature of the business, capital, or the fiscal year-end.

3. Summary of the Share Transfer

(1) Outline of the New Company to be Transferred

Please refer to 2. Summary of the Incorporation-type Company Split(8)(9) above.

(2) Schedule of the Share Transfer

Decision on Share Transfer Agreement	May 15, 2023
Conclusion of the Share Transfer Agreement	May 15, 2023
Effective Date of Share Transfer	July 1, 2023 (planned)

## (3) Summary of the Counterparty to the Share Transfer

i.	Name	RAKUS Co., Ltd.											
ii.	Location of the head office	1-9, Tsurunocho, Kita-Ku, Osaka											
iii.	Position/Name of Representative	President and Representative Director Takanori Nakamura											
iv.	Business Activities	Services related to information processing, information communication, and information provision, as well as software development, sales, maintenance, import/export, contracting, and leasing, etc.											
v.	Capital	378,378,000 yen											
vi.	Date of Incorporation	November 1, 2000											
vii.	Net assets for the previous fiscal year	9,548 million yen											
viii.	Total assets for the previous fiscal year	14,073 million yen											
ix.	Major shareholders and percentage of shares (As of September 30, 2022)	<table> <tr> <td>Takanori Nakamura</td> <td>34.35%</td> </tr> <tr> <td>The Master Trust Bank of Japan, Ltd. (Trust Account)</td> <td>6.90%</td> </tr> <tr> <td>Yoshifumi Matsushima</td> <td>5.15%</td> </tr> <tr> <td>Shinichiro Motomatsu</td> <td>4.86%</td> </tr> <tr> <td>Hideyuki Inoue</td> <td>4.41%</td> </tr> </table>		Takanori Nakamura	34.35%	The Master Trust Bank of Japan, Ltd. (Trust Account)	6.90%	Yoshifumi Matsushima	5.15%	Shinichiro Motomatsu	4.86%	Hideyuki Inoue	4.41%
Takanori Nakamura	34.35%												
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Yoshifumi Matsushima	5.15%												
Shinichiro Motomatsu	4.86%												
Hideyuki Inoue	4.41%												
x.	Relationship between the listed company and the relevant company	Capital relationship	None.										
		Personnel relationship	None.										
		Business relationship	HOYA receives cloud services from the relevant company.										
		Status of relationship with related parties	None.										

## (4) Number of Shares Transferred and Shareholding Before and After the Share Transfer

i.	Shares owned prior to the transaction	1,000 Shares (Percentage of voting rights held: 100%)
ii.	Number of the transferred shares	1,000 Shares (100%)
iii.	Transfer price	3,343 million yen  The price has been determined through negotiation after consultations, and we recognize it as a fair price.
iv.	Shares owned after the transaction	0 Shares (Percentage of voting rights held: 0 %)

4. Future Outlook

The impact of this transaction on our consolidated financial results is immaterial.

HOYA announces its consolidated earnings forecast for the first half of the fiscal year (April 1 through September 30) when it releases its financial results for the first quarter in late July or early August, and for the full fiscal year when it releases its financial results for the third quarter in late January or early February of the following year.

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