

Date: February 9, 2015

Company name: Hamamatsu Photonics K.K.  
Stock code: 6965 Tokyo Stock Exchange, First Section  
Representative: Akira Hiruma,  
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**Notice on Stock Split and Partial Amendment of the Articles of Incorporation and  
Revision of Projected Dividend in Conjunction with the Stock Split**

We are announcing the following stock split, and partial amendment of our Articles of Incorporation and revision of our projected dividend in conjunction with the stock split, based on a resolution of the Board of Directors at its meeting held on February 9, 2015.

I. Stock split

1. Purpose of the stock split

Based on the recent price level of its stock, Hamamatsu Photonics intends to execute a stock split for the purpose of increasing the liquidity of the Company's shares, and further broadening the range of its investors by lowering the price of its stock investment unit.

2. Summary of the stock split

(1) Method of the stock split

The stock will be split at a ratio of two (2) shares for each share of common stock held by shareholders entered or recorded in the final register of shareholders on Tuesday, March 31, 2015.

(2) Increase in the number of shares as a result of the stock split

(1) Total number of shares outstanding prior to the stock split	83,764,984 shares
(2) Increase in the number of shares as a result of the stock split	83,764,984 shares
(3) Total number of shares outstanding after the stock split	167,529,968 shares
(4) Total number of authorized shares after the stock split	500,000,000 shares

(3) Schedule

(1) Public notice of record date	March 10, 2015
(2) Record date	March 31, 2015
(3) Effective date	April 1, 2015

(4) Other matters

The stock split will not result in an increase in the amount of capital. The standard for preferential treatment of shareholders also will not change. Because the effective date of the stock split will be Wednesday, April 1, 2015, the dividend for the interim period of the fiscal year ending September 30, 2015, for which the date of record is Tuesday,

March 31, 2015, will be paid on the shares prior to the stock split.

## II. Partial amendment of the Articles of Incorporation

### 1. Reason for the amendment

In conjunction with the stock split, Hamamatsu Photonics will revise the total number of shares authorized to be issued under Article 6 of its Articles of Incorporation effective as of Wednesday, April 1, 2015, based on the provision of Article 184 paragraph (2) of the Companies Act.

### 2. Details of the amendment to the Articles of Incorporation

(Amendments are underlined)

Current Articles of Incorporation	Proposed amendment
Article 6 Total Number of Shares Authorized to Be Issued The total number of shares authorized to be issued shall be <u>two hundred and fifty million (250,000,000)</u> .	Article 6 Total Number of Shares Authorized to Be Issued The total number of shares authorized to be issued shall be <u>five hundred million (500,000,000)</u> .

### 3. Schedule of amendment

Effective date: Wednesday, April 1, 2015

## III. Revision of projected dividend

### 1. Reason for the revision

As our dividend policy for shareholders, we have set to maintain our dividend payout ratio of around 30% of future consolidated net income. Additionally, in conjunction with the stock split of one share of common stock into two shares, we will revise our projected full-year dividend per share for the fiscal year ending September 30, 2015 announced on November 10, 2014 to 46 yen per share (interim dividend: 30 yen; year-end dividend: 16 yen). When translated into the full-year dividend per share prior to the stock split, this amounts to 62 yen, which we plan to pay as a substantive 5 yen dividend increase from our previously announced projection of 57 yen.

### 2. Details of the revision

	Dividends per share		
	End of Q2	Year End	Total
Previous forecast (November 10, 2014)	¥27.00	¥30.00	¥57.00
Revised forecast (Translation prior to the stock split)	¥30.00	¥16.00 (¥32.00)	¥46.00 (¥62.00)
Results for the year ended September 30, 2014	¥25.00	¥30.00	¥55.00