

[Translation]



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To whom it may concern:

Company Name: Topcon Corporation
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Notice Regarding the Record Date for Convening an Extraordinary General Shareholders Meeting

At the meeting of the Board of Directors held today, Topcon Corporation (the “**Company**”) resolved to set a record date in preparation for convening an Extraordinary General Shareholders Meeting (“**Extraordinary General Shareholders Meeting**”) scheduled to be held in early November 2025. The details are as follows.

Particulars

1. Record Date for the Extraordinary General Shareholders Meeting

In preparation for the potential convening of the Extraordinary General Shareholders Meeting, the Company set Tuesday, September 30, 2025 as the record date (“**Record Date**”) to determine the shareholders eligible to exercise their voting rights at the meeting. Shareholders whose names are written down or recorded in the final register of shareholders as of the Record Date shall be entitled to exercise their voting rights at the Extraordinary General Shareholders Meeting. A public notice regarding the Record Date will be made as outlined below.

- (1). Record Date: Tuesday, September 30, 2025
- (2). Date of Public Notice: Friday, September 12, 2025
- (3). Method of Public Notice: Electronic public notice (to be posted on the Company’s website)
<https://www.topcon.co.jp/>

2. Scheduled Date and Agenda Items for the Extraordinary General Shareholders Meeting

As announced in the “Notice Concerning the Supporting Opinion and Tender Recommendation Opinion for the Commencement of the Tender Offer for Company Share Certificates by TK Co., Ltd. as Part of the Implementation of MBO and Capital Participation by KKR Japan and JIC Capital, Ltd.” disclosed on July 28, 2025, TK Co., Ltd. (“**Tender Offeror**”) indicated that if the tender offer for the common shares of the Company (“**Company Shares**”), the Share Options (Note 1) and the ADRs (Note 2) (the “**Company Shares**”, the “**Share Options**” and the “**ADRs**” are collectively referred to as the “**Company Share Certificates**”) by the Tender Offeror (“**Tender Offer**”) is successfully completed but the Tender Offeror is unable to acquire all of the Company Share Certificates (this includes the Company Shares to be delivered upon the exercise of the Share Options but excludes the treasury shares held by the Company), the Tender Offeror intends, after the completion of the Tender Offer, to carry out a series of procedures to make the Tender Offeror the only shareholder of the Company by the following method.

Specifically, (i) upon the completion of the Tender Offer, the Tender Offeror holds 90% or more of the voting rights of all of the Company shareholders, and the Tender Offeror becomes a Special Controlling Shareholder as defined in Article 179, Paragraph 1 of the Companies Act, promptly after the completion of the settlement of the Tender Offer and pursuant to the provisions of Article 179, Paragraphs 1 and 2 of the Companies Act, the Tender Offeror plans to demand that all shareholders of the Company (excluding the Tender Offeror and the Company) sell all of their Company Shares (“**Share Cash-out Demand**”) and demand that all of the holders of the Share Options sell all of their Share Options (“**Share Option Cash-out Demand**” and together with the “**Share Cash-out Demand**”, the “**Securities Cash-out Demand**”).

On the other hand, (ii) after the completion of the Tender Offer, the Tender Offeror holds less than 90% of the voting rights of all of the Company shareholders or the Tender Offeror comes to hold 90% or more of the voting rights of all of the Company shareholders and does not conduct the Share Cash-out Demand, promptly after the completion of the settlement of the Tender Offer, the Tender Offeror plans to (a) request that the Company perform a share consolidation in respect of the Company Shares pursuant to Article 180 of the Companies Act (“**Share Consolidation**”) and (b) request that the Company hold the Extraordinary General Shareholders Meeting, which is to include a proposal about a partial amendment to the Articles of Incorporation whereby the provision concerning the number of shares that constitute one unit shall be abolished subject to the effectuation of the Share Consolidation. The Tender Offeror plans to vote in favor of each of the above proposals at the Extraordinary General Shareholders Meeting.

Therefore, the Company decided to set the Record Date in advance in preparation for the possible convening of the Extraordinary General Shareholders Meeting. Please note that the details regarding the date and time, location and agenda items of the Extraordinary General Shareholders Meeting (if it is to be held) will be announced separately as soon as they are determined.

On the other hand, if the Tender Offer is not successfully completed, or if the Tender Offer is successfully completed and the Tender Offeror holds 90% or more of the voting rights of all of the Company shareholders and decides to conduct the Securities Cash-out Demand, the Company does not plan to convene the Extraordinary General Shareholders Meeting or utilize the previously set record date.

(Note 1) “Share Options” refers to the Seventh Series Share Options issued based on a resolution of the Board of Directors meeting held on June 25, 2021 (exercise period from April 1, 2024 to March 31, 2029).

(Note 2) “ADRs” refers to the Company Shares related to the American Depositary Receipts issued in the United States by Citibank, N.A.

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