

[Translation]



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To whom it may concern:

Company Name: Topcon Corporation

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(Securities Code: 7732, Prime Market of the Tokyo Stock Exchange)

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Notice Regarding Approval Resolution for Share Consolidation, Abolition of the Provision on Share Unit Numbers, and Partial Amendment to the Articles of Incorporation

As announced in Topcon Corporation's (the "**Company**") press release dated October 8, 2025, titled "Notice Concerning an Extraordinary Shareholders' Meeting on Share Consolidation, Abolition of the Provision on Share Unit Numbers, and Partial Amendment to the Articles of Incorporation" (the "**October 8, 2025 Company Press Release**"), the proposals concerning share consolidation, abolition of the provision regarding the number of shares constituting one unit (the "**Share Unit Numbers**"), and partial amendments to the Articles of Incorporation were submitted for approval at the Extraordinary General Shareholders' Meeting held today (the "**Extraordinary Shareholders' Meeting**"). All proposals were approved as originally proposed, as set forth below.

As a result, the Company's shares of common stock (the "**Company Shares**") will fall under to the delisting criteria set forth in the Securities Listing Regulations of Tokyo Stock Exchange, Inc. (the "**Tokyo Stock Exchange**"). Consequently, the Company Shares are expected to be designated as securities to be delisted (*seiri meigara*) for the period from today, through December 1, 2025, and will be delisted as of December 2, 2025. Please also note that, following the delisting, the Company Shares will no longer be tradable on the Tokyo Stock Exchange.

I Proposal No.1: Share Consolidation

The Company has obtained the approval of its shareholders at the Extraordinary Shareholders' Meeting for the share consolidation described below (the "**Share Consolidation**"). Details of the Share Consolidation are as set forth in the October 8, 2025 Company Press Release.

(i) Type of Shares to be Consolidated

Common shares

(ii) Consolidation Ratio

The Company Shares will be consolidated at a ratio of 21,087,000 shares to 1 share.

(iii) Total Number of Issued Shares to be Decreased

105,435,035 shares (Note 1)

(Note 1) At a board of directors' meeting held on October 8, 2025, the Company resolved to cancel 3,005,002 shares of treasury stock as of December 3, 2025, representing the total number of treasury stock held by the Company as of September 30, 2025 (2,971,480 shares) plus 33,522 shares of restricted stock scheduled to be acquired by the Company without consideration on December 3, 2025. Accordingly, the "Total Number of Issued Shares to be Decreased" is stated based on the total number of issued shares after such cancellation.

(iv) Total Number of Issued Shares Before the Effective Date

105,435,040 shares (Note 2)

(Note 2) At a board of directors' meeting held on October 8, 2025, the Company resolved to cancel 3,005,002 shares of treasury stock as of December 3, 2025, representing the total number of treasury stock held by the Company as of September 30, 2025 (2,971,480 shares) plus 33,522 shares of restricted stock scheduled to be acquired by the Company without consideration on December 3, 2025. Accordingly, the "Total Number of Issued Shares Before the Effective Date" is the total number of issued shares after such cancellation.

(v) Total Number of Issued Shares After Effective Date

5 Shares

(vi) Total Number of Authorized Shares as of the Effective Date

20 shares

(vii) Method for handling fractional shares less than one share, and the amount of money expected to be paid to shareholders as a result of such handling

(a) Whether the planned method of handling is that under Article 235, Paragraph 1 of the Companies Act or Article 234, Paragraph 2 of the same Act as applied *mutatis mutandis* under Paragraph 2 of the same Article, and the reason for that choice

As a result of the Share Consolidation, the number of shares of the Company held by shareholders other than TK Co., Ltd. (the “**Tender Offeror**”) is expected to become a fractional share of less than one share.

Regarding fractions of less than one share resulting from the Share Consolidation, the total number of such fractional shares (including any fractions less than one share resulting from the application of Article 235, Paragraph 1 of the Companies Act (Act No. 86 of 2005; including subsequent amendments; the same applies hereinafter; and if the total number of such fractions includes a fraction less than one share, such fraction shall be discarded.) shall be sold in accordance with the provisions of Article 235 of the Companies Act and other relevant laws and regulations, and the proceeds from such sale shall be distributed to the shareholders who incurred the fractions in proportion to their respective fractions. Regarding this sale, the Company notes that it is conducted as part of the Transaction aimed at taking the Company private through the Share Consolidation, and that the Company Shares are scheduled to be delisted on December 2, 2025. and that they will be shares lacking a market price, consequently making it unlikely that a buyer would emerge through an auction. Therefore, based on the provisions of Article 234, Paragraph 2 of the Companies Act as applied *mutatis mutandis* under Article 235, Paragraph 2 of the same Act, the Company plans to sell the shares to TK Holdings Co., Ltd., a corporation established on March 26, 2025, which owns all of the issued shares of the Tender Offeror (the “**Tender Offeror Parent Company**”) with court approval.

The sale price in this case is expected to be set at the amount equivalent to the sum of 3,300 yen (the Tender Offer Price) multiplied by the number of Company Shares held by the shareholders listed or recorded in the final shareholder register of the Company as of December 3, 2025, the day before the effective date of the Share Consolidation, provided that the necessary court approval is obtained as scheduled. This amount will be distributed to each shareholder. However, if court approval is not obtained or if fractional adjustments are necessary in the calculation, the actual amount paid may differ from the above amount.

(b) Name of the person expected to purchase the shares subject to sale

TK Holdings Co., Ltd. (Tender Offeror Parent Company)

(c) The method by which the person expected to become the purchaser of the shares subject to sale will secure funds for payment of the sale proceeds, and the reasonableness of this method

The Tender Offeror Parent Company intends to fund the acquisition of the Company Shares corresponding to the total number of fractional shares less than one share resulting from the Share Consolidation through cash on hand and capital contributions.

The Company has confirmed the methods for securing funds by the Tender Offeror Parent Company by reviewing the Tender Offer Registration Statement submitted by the Tender Offeror on July 29, 2025 (including any amendments made by subsequent amendments to the Tender Offer Registration Statement) and the certificate of contribution attached thereto. Furthermore, according to the Tender Offeror Parent Company, no events have occurred that would impede payment of the proceeds from the sale of the Company Shares, and it is unaware of any potential future events that could cause such an impediment.

Accordingly, the Company has determined that the method of securing funds for payment of the proceeds from the sale of the Company Shares corresponding to the total number of fractional shares less than one share resulting from the Share Consolidation by the Tender Offeror Parent Company is appropriate.

(d) Estimated timing of the sale and the distribution of proceeds to shareholders

Following the Share Consolidation taking effect, the Company plans to file an application with the court around mid-December 2025, seeking permission to sell the aggregate number of fractional shares less than one share resulting from the Share Consolidation to the Tender Offeror Parent Company. This application will be made pursuant to the provisions of Article 234, Paragraph 2 of the Companies Act, as applied *mutatis mutandis* under Article 235, Paragraph 2 of the same Act. The timing of obtaining such permission may vary depending on the circumstances, etc. of the court. However, upon obtaining court approval, the Company expects to sell the aforementioned shares to the Tender Offeror Parent Company around early January 2026. Subsequently, after completing the necessary preparations to distribute the proceeds from this sale to the shareholders, the Company anticipates distributing the proceeds to the shareholders around March 2026.

The Company has determined that, considering the period required for the series of procedures related to the sale from the effective date of the Share Consolidation, the sale of the Company Shares equivalent to the total number of fractions less than one share resulting from

the Share Consolidation and the distribution of the proceeds from such sale will each be conducted at the respective times as described above.

II. Proposal No.2: Partial amendment to the Articles of Incorporation

The Company has obtained the approval of its shareholders at the Extraordinary Shareholders' Meeting for partial amendments to the Company's Articles of Incorporation as outlined below. Details of the amendments are as set forth in the October 8, 2025 Company Press Release.

- (1) If the proposal concerning the Share Consolidation as originally proposed is approved and the Share Consolidation takes effect, the total number of shares authorized for issuance by the Company will be reduced to 20 shares in accordance with Article 182, Paragraph 2 of the Companies Act. To make this point clear, the amendment to Article 6 of the Articles of Incorporation is made conditional upon the Share Consolidation taking effect.
- (2) If the proposal concerning the Share Consolidation as originally proposed is approved and the Share Consolidation takes effect, the Tender Offeror is expected to become the sole holder of one or more shares of the Company. Furthermore, as the Company Shares will be delisted upon implementation of the Share Consolidation, the provisions regarding the acquisition of treasury shares by resolution of the Board of Directors under Article 165, Paragraph 2 of the Companies Act will no longer be necessary. Therefore, subject to the Share Consolidation taking effect, the entire text of Article 7 of the Articles of Incorporation will be deleted, and the article numbers will be renumbered accordingly.
- (3) If the proposal concerning the Share Consolidation as originally proposed is approved and the Share Consolidation takes effect, the total number of issued shares of the Company will become 5 shares, eliminating the need to define a unit number of shares. Therefore, conditional upon the Share Consolidation taking effect, to abolish the provision establishing the number of shares per unit for the Company Shares (currently 100 shares per unit), the entire text of Article 8 of the Articles of Incorporation will be deleted, and the article numbers will be renumbered accordingly.
- (4) If the proposal concerning the Share Consolidation as originally proposed is approved and the Share Consolidation takes effect, the shareholders of the Company are scheduled to consist solely of the Tender Offeror. Consequently, the provisions regarding the record date for shareholders' meetings will no longer be necessary. Therefore, subject to the Share Consolidation taking effect, the entire text of Article 12 of the Articles of Incorporation will be deleted, and the article numbers will be renumbered accordingly.

- (5) If the proposal concerning the Share Consolidation as originally proposed is approved and the Share Consolidation takes effect, the Tender Offeror is scheduled to become the sole holder of one or more shares of the Company. Furthermore, as the Company Shares will be delisted upon implementation of the Share Consolidation, the provisions concerning the electronic provision system for shareholder meeting materials will no longer be necessary. Therefore, subject to the Share Consolidation taking effect, the entire text of Article 17 of the Articles of Incorporation shall be deleted, and the article numbers shall be renumbered accordingly.

Please note that the amendments to the Articles of Incorporation pertaining to the Proposal, are to take effect on December 4, 2025, the date that the Share Consolidation is to take effect, provided that the proposal concerning the Share Consolidation is approved and passed as originally proposed at the Extraordinary General Meeting of Shareholders, thereby causing the Share Consolidation to take effect.

III. Schedule of Share Consolidation

Date of Extraordinary Shareholders' Meeting	Tuesday, November 11, 2025
Date of Designation as Securities to be Delisted	Tuesday, November 11, 2025
Final Trading Date of Company Shares	Monday, December 1, 2025 (scheduled)
Date of Delisting of Company Shares	Tuesday, December 2, 2025 (scheduled)
Effective Date of Share Consolidation	Thursday, December 4, 2025 (scheduled)

End