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(Securities Code: 7732)
June 28, 2022

To Shareholders:

Satoshi Hirano
Representative Director,
President & CEO
TOPCON CORPORATION
75-1 Hasunuma-cho,
Itabashi-ku, Tokyo, Japan

Notice of Resolutions of the Ordinary General Meeting of Shareholders for the 129th Fiscal Year

Dear Shareholders:

It is our pleasure to inform you of the following report and resolutions made at the 129th Ordinary General Meeting of Shareholders of TOPCON CORPORATION (the “Company”) held today.

Matters reported: The Company’s Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements for the 129th Fiscal Year (from April 1, 2021 to March 31, 2022) and results of audits by the Accounting Auditor and the Board of Corporate Auditors of the Consolidated Financial Statements

The contents of the above documents and the results of audits were reported.

Proposals resolved:

Proposal No. 1: Partial Amendment to the Articles of Incorporation

The proposal was approved and adopted as originally proposed. The Company’s Articles of Incorporation were amended in preparation for the implementation of the system for electronic provision of materials for General Meetings of Shareholders in accordance with the revised stipulations stipulated in the proviso of Article 1 of the supplementary provisions of the “Act Partially Amending the Companies Act” (Act No. 70 of 2019) to be enforced on September 1, 2022.

Proposal No. 2: Election of Ten (10) Directors

The proposal was approved and adopted as originally proposed. Mr. Satoshi Hirano, Mr. Takashi Eto, Mr. Haruhiko Akiyama, Mr. Takayuki Yamazaki, Mr. Kaoru Kumagai, Mr. Kazuyuki Matsumoto, Mr. Akira Sudo, Ms. Naoko Yamazaki, Mr. Yoshiharu Inaba and Mr. Naoki Hidaka were elected as Directors, and assumed their respective offices. Mr. Kazuyuki Matsumoto, Mr. Akira Sudo, Ms. Naoko Yamazaki, Mr. Yoshiharu Inaba and Mr. Naoki Hidaka are Outside Directors.

Proposal No. 3: Election of One (1) Substitute Corporate Auditor

The proposal was approved and adopted as originally proposed. Mr. Tsuyoshi Inoue was elected as a Substitute Corporate Auditor.

Proposal No. 4: Revision of Amount of Compensation for Directors and Determination of Compensation for Granting Restricted Stocks to Directors (Excluding Outside Directors)

The proposal was approved and adopted as originally proposed. The total amount of compensation for Directors was revised to be set at ¥1,100 million per year or less (fixed portion is ¥500 million per year or less, performance-linked portion calculated on the basis of certain indicators for each fiscal year is ¥600 million per year or less), and of which the total amount for Outside Directors to be set at ¥100 million per year or less (fixed portion only).

In addition, a restricted stock compensation plan was introduced to Directors (excluding Outside Directors) in place of the current stock compensation-type stock options plan in order to pay new compensation, which shall be monetary claims and its total amount shall be ¥200 million per year or less, for granting restricted stocks to the Eligible Directors separately from the amount of compensation stated above. As in the past, the total amount of compensation for Directors does not include employee salaries of Directors who concurrently serve as employees. The number of the Eligible Directors is ten (10) (including five (5) Outside Directors).

The Representative Directors and the President & CEO were elected at the Board of Directors' meeting held after this Ordinary General Meeting of Shareholders as follows, and assumed their respective offices.

Representative Director, President & CEO	Satoshi Hirano
Representative Director, Executive Vice President	Takashi Eto

The Corporate Auditors (full time) were elected at the Board of Corporate Auditors' meeting held after this Ordinary General Meeting of Shareholders as follows, and assumed their respective offices.

Corporate Auditor (full time)	Shokyu Nakamura
Corporate Auditor (full time)	Nobuyuki Ryu