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(Securities Code: 7732)
June 3, 2014

To Shareholders with Voting Rights:

Satoshi Hirano
President and CEO
75-1 Hasunuma-cho,
Itabashi-ku, Tokyo, Japan

NOTICE OF THE 121ST ORDINARY GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

You are cordially invited to attend the 121st Ordinary General Meeting of Shareholders of TOPCON CORPORATION (the "Company"). The meeting will be held for the purposes as described below.

If you are unable to attend the meeting, you can exercise your voting rights in writing by submitting the enclosed Voting Rights Exercise Form upon indicating your approval or disapproval of each proposal after reviewing the Reference Documents for the General Meeting of Shareholders (described hereinafter), and ensure it reaches us by 5:00 p.m. on Wednesday, June 25, 2014 Japan time.

- 1. Date and Time:** Thursday, June 26, 2014 at 10:00 a.m. Japan time
- 2. Place:** Head Office of the Company,
75-1 Hasunuma-cho, Itabashi-ku, Tokyo, Japan
- 3. Meeting Agenda:**
Matters to be reported: The Company's Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements for the 121st Fiscal Year (from April 1, 2013 to March 31, 2014) and results of audits by the Accounting Auditor and the Board of Corporate Auditors of the Consolidated Financial Statements

Proposals to be resolved:

- Proposal No. 1:** Election of Eight (8) Directors
- Proposal No. 2:** Election of One (1) Substitute Corporate Auditor

4. Internet Disclosure of Information to be Recorded or Disclosed in Consolidated Financial Statements or Non-consolidated Financial Statements:

Notes to Consolidated Financial Statements and Notes to Non-consolidated Financial Statements required to be attached to this Notice of the 121th Ordinary General Meeting of Shareholders can be found on the Company's website (<http://www.topcon.co.jp/>) pursuant to applicable laws and regulations and Article 17 of the Articles of Incorporation, and is therefore not included in the attached documents.

Furthermore, the Consolidated Financial Statements and Non-consolidated Financial Statements audit by the Accounting Auditor and Corporate Auditors in creating their respective audit reports include the aforementioned Notes to Consolidated Financial Statements and Notes to Non-consolidated

Financial Statements in addition to those stated within this Reference Documents for the General Meeting of Shareholders.

- For those attending, please submit the enclosed Voting Rights Exercise Form at the reception desk of the venue on the day of the meeting. Shareholders are kindly requested to bring this Notice with them to help preserve resources.
- Any corrections made to the Reference Documents for the General Meeting of Shareholders, the Business Report, the Consolidated Financial Statements, and the Non-consolidated Financial Statements shall be posted on the Company's website (<http://www.topcon.co.jp/>).
- Semiformal dress code (Cool Biz) will be implemented on the day of the meeting, and as such shareholders are asked to follow the same dress code when attending.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal No. 1: Election of Eight (8) Directors

The terms of office of all six (6) Directors will expire at the conclusion of this Ordinary General Meeting of Shareholders. Accordingly, the election of eight (8) Directors is proposed.

The candidates are as follows:

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
1	Satoshi Hirano (December 12, 1957)	April 1982 Joined the Company April 1996 Executive Vice President, Topcon Laser Systems, Inc. July 2001 Executive Vice President, Topcon Positioning Systems, Inc. June 2007 Executive Officer June 2010 Director, Executive Officer General Manager, Positioning Business Unit June 2012 Director, Managing Executive Officer June 2013 Representative Director, President & CEO (to present)	17,000
2	Takayuki Ogawa (July 17, 1953)	April 1978 Joined Tokyo Shibaura Electric Co., Ltd. (currently TOSHIBA CORPORATION) October 2001 General Manager, Finance & Accounting Division, Keihin Product Operations, TOSHIBA CORPORATION. April 2006 General Manager, Finance & Accounting Division, Power Systems Company and General Manager, Finance & Accounting Division, Fuchu Complex, TOSHIBA CORPORATION June 2008 Director, Executive Officer June 2010 Director, Managing Executive Officer June 2012 Director, Senior Managing Executive Officer (to present) April 2014 General Manager, General Accounting & Finance Div. (to present)	20,300
3	Shigeyuki Sawaguchi (April 14, 1955)	September 1980 Joined Sokkisha Co. Ltd. (currently Sokkia Topcon Co., Ltd.) August 2006 President, POINT, Inc. (US) April 2008 Executive Officer (in charge of development functions), Sokkia Co., Ltd. (currently Sokkia Topcon Co., Ltd.) June 2010 Joined the Company June 2011 Executive Officer June 2012 President, Smart Infrastructure Company June 2013 Director, Managing Executive Officer (to present) April 2014 General Manager, Smart Infrastructure Company (to present)	2,700
4	Shinji Iwasaki (December 20, 1954)	April 1977 Joined the Company April 1996 Managing Director, Topcon Europe B.V. July 2006 President, Topcon Medical Systems, Inc. June 2007 Executive Officer June 2011 Director, Executive Officer (to present) General Manager, Corporate Planning Div. and Senior Manager, Corporate Planning Dept. June 2012 General Manager, Corporate Global Management System (ERP) Div. (to present)	9,800

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
5	Yasufumi Fukuma (February 13, 1958)	<p>April 1981 April 2007</p> <p>Joined the Company General Manager, Topcon Advanced Biomedical Imaging Laboratory, Topcon Medical Systems, Inc. (US) Executive Officer</p> <p>June 2011 June 2013 April 2014</p> <p>Director, Executive Officer (to present) President, Eye Care Company General Manager, Eye Care Company (to present)</p>	8,800
6	Makoto Iwasaki (August 10, 1955)	<p>April 1979 June 2000</p> <p>Joined the Company General Manager, Parts Plant, Production & Environment Group</p> <p>June 2010 June 2011 April 2012 April 2014</p> <p>Executive Officer (to present) General Manager, Quality & Production Group General Manager, Production Group General Manager, General Administration & Legal Div. (to present)</p>	4,200
7	Kazuyuki Matsumoto (September 21, 1945)	<p>April 1970 June 2000 June 2001 September 2003 June 2004</p> <p>Joined Teijin Seiki Co., Ltd. (currently Nabtesco Corporation) Executive Officer, Teijin Seiki Co., Ltd. Director, Teijin Seiki Co., Ltd. Executive Officer, Nabtesco Corporation Director of the Board, Corporate Officer, Nabtesco Corporation</p> <p>June 2005 June 2011 June 2013</p> <p>Deputy General Manager, Technology and R&D Div. (in charge of technological development), Nabtesco Corporation Representative Director, President & CEO, Nabtesco Corporation Director & Chairman, Nabtesco Corporation Outside Director (to present)</p> <p>(Other significant posts) Outside Director, Kitz Corporation (to present) Adviser, Nabtesco Corporation (to present)</p>	-
8	Akira Sudo (September 11, 1951)	<p>April 1980 June 2007 June 2008 June 2010 June 2011 June 2013 June 2014</p> <p>Joined Tokyo Shibaura Electric Co., Ltd. (currently TOSHIBA CORPORATION) Chief Technology Executive, Power Systems Company, TOSHIBA CORPORATION Executive Officer, Corporate Vice President, TOSHIBA CORPORATION (Director, Corporate Research & Development Center) Executive Officer, Corporate Senior Vice President, TOSHIBA CORPORATION (Director, Corporate Research & Development Center) Executive Officer, Corporate Executive Vice President, TOSHIBA CORPORATION Director, Representative Executive Officer, Corporate Senior Executive Vice President, TOSHIBA CORPORATION (to present) Director, Representative Executive Officer, Corporate Senior Executive Vice President, TOSHIBA CORPORATION (retirement scheduled)</p>	-

(Notes)

1. No material conflict of interest exists between the Company and any of the candidates for Directors.
2. TOSHIBA CORPORATION is a major shareholder in the Company (shareholding ratio 30.2%); however, the total transaction value between TOSHIBA CORPORATION and the Company is very low (0.4% of net sales ratio) and there are no significant transactions.

3. Messrs. Kazuyuki Matsumoto and Akira Sudo are candidates for Outside Directors. Mr. Kazuyuki Matsumoto satisfies the requirements set forth by the Tokyo Stock Exchange for an Independent Director, and is registered as an Independent Director at the said Exchange.
4. The reasons for proposing the candidates for the position of Outside Directors are as follows:
Over his many years of service as a manager at Nabtesco Corporation, Mr. Kazuyuki Matsumoto has developed vast experience and considerable wisdom as a business administrator. He is therefore proposed as a candidate for Outside Director as he is considered to be an ideal candidate for an Outside Director.
Over his many years of service as a manager at TOSHIBA CORPORATION, Mr. Akira Sudo has developed vast experience and considerable wisdom as a business administrator. He is therefore proposed as a candidate for Outside Director as he is considered to be an ideal candidate to be an Outside Director.
5. The period of office for Mr. Kazuyuki Matsumoto as an Outside Director shall be one year after the conclusion of this Meeting.
6. Limited Liability Agreement with Outside Directors:
The Company has concluded a contract with Mr. Kazuyuki Matsumoto as set forth in Article 427, Paragraph 1 of the Companies Act (limited liability agreement). The limitation of liability for damages set out in the limited liability contract is the minimum limitation prescribed by laws and regulations, and if the re-appointment of Mr. Kazuyuki Matsumoto is approved at this Meeting, this contract is intended to remain effective. If Mr. Akira Sudo is appointed as an Outside Director, a similar contract will be concluded with him.
7. The number of shares held by each of the candidates to be Directors are as of March 31, 2014.

Proposal No. 2: Election of One (1) Substitute Corporate Auditor

To prepare for any situation in which the number of Corporate Auditors falls below the number prescribed by laws and regulations, the appointment of one (1) Substitute Corporate Auditor is proposed as the substitute for Outside Corporate Auditor.

The Board of Corporate Auditors has previously given its approval.

The candidate is as follows:

No.	Name (Date of birth)	Past experience and significant concurrent positions	Number of shares of the Company held
1	Takeshi Kadota (April 18, 1947)	July 1971 Joined Mitsubishi Corporation April 2003 General Manager, Finance & Business Development Div., Mitsubishi Corporation April 2007 Representative Director and President, Kadota & Co., Inc. (to present) June 2007 Corporate Auditor to The Hachijuni Bank, Ltd. (to present) September 2009 Representative Director, Institute of Corporate Governance, Japan (to present) December 2012 Independent Director, Financial Products Group CO., Ltd. (to present)	-

(Notes)

1. No material conflict of interest exists between the Company and the above candidate for Substitute Corporate Auditor.
2. The term of office for the candidate for Substitute Corporate Auditor, Mr. Takeshi Kadota, appointed at the previous Ordinary General Meeting of Shareholders, will expire at the time of commencement of this Ordinary General Meeting of Shareholders. As such, the approval of his appointment as a Substitute Corporate Auditor at this Meeting is requested.
3. Special notes regarding the candidate for Outside Corporate Auditor are as follows:
 - (1) Reasons for selection as a candidate for Outside Corporate Auditor:

Mr. Takeshi Kadota has developed vast experience and considerable wisdom in business administration. He is therefore proposed as a candidate for Substitute Corporate Auditor as he is considered to be an ideal candidate to be an Outside Substitute Corporate Auditor. In addition, Mr. Takeshi Kadota satisfies all the requirements to be an Independent Director as prescribed by the Tokyo Stock Exchange.
 - (2) Limited Liability Agreement with the Outside Corporate Auditor:

The Company intends to make a contract set forth in Article 427, Paragraph 1 of the Companies Act (limited liability contract) with Mr. Takeshi Kadota as prescribed by the provisions of the Articles of Incorporation, in the event that he is appointed as a Corporate Auditor. The limitation of liability set out in the said contracts will be the minimum limitation prescribed by laws and regulations.

End