

Topcon Global Code of Conduct



TOPCON WAY

– Corporate Identity –

Topcon contributes to enrich human life by solving the societal challenges within healthcare, agriculture and infrastructure.

– Management Policy –

Topcon focuses on leading-edge technology to provide new value through innovation and manufacturing.

Topcon respects diversity and acts as a global company.

Topcon places the utmost priority on compliance and continues to be a trustworthy partner to all stakeholders.



Topcon for Human Life



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Chapter 1

About this Topcon Global Code of Conduct

1. What is the Topcon Global Code of Conduct?

This Topcon Global Code of Conduct (this “Code”) stipulates the standards of conduct of the Topcon Group regarding compliance with laws, regulations, internal rules and social ethics in carrying out Our business activities in accordance with “TOPCON WAY”. It is Our statement about how directors, officers and employees of the Topcon Group should behave, based on this spirit.

2. Who is this Code Applied to?

This Code applies to Topcon Corporation and its direct and indirect subsidiaries (collectively the “Topcon Group”, and independently a “Company”), and all directors, officers and employees of the Topcon Group (“Employee(s)”, “You” or “We”).

3. Local Code of Conduct

To address local laws, regulations, official notifications, and guidelines in each relevant country or region, each Company may adopt its own local code to supplement this Code. However, no provision in the local code shall conflict with or be less stringent than this Code.

4. We Require Understanding of this Code

Operating a business with ethics and integrity and being a good corporate citizen are critical to maintaining the Topcon Group’s competitive strength and the key to achieving the Topcon Group’s management vision.

Employees are required to read, understand and comply with this Code, which includes that You must comply not only with the letter of this Code but also with its spirit. Employees are also required to comply with all laws, regulations and/or internal rules that relate to Our business activities.

This Code cannot cover all situations, laws or regulations. We must use good judgment and common sense in conducting Ourselves in the workplace and on Our business and in making decisions in Our daily work.

If You are a manager, You must also:

- Take initiative in observing this Code
- Act as a role model for other Employees
- Make sure that Your subordinates receive training on this Code
- Have them understand this Code’s requirements



5. Contact Information

If You have any questions, You should contact the Legal Department of Topcon Corporation or that of Topcon America Corporation.

6. We Require Reporting of Suspected Violations

(1) We Require Reporting of Suspected Violations

Employees must immediately report any violation or suspected violation of this Code ("Violations").

Various reporting channels are available, including:

- Your direct supervisor
- Any supervisor in Your reporting chain
- Hotline (if available in Your location)

(2) We Promptly Investigate and Take Action on All Reports

Any Company which receives such report or information will promptly investigate all Violations, and will take action appropriate to address Violations and remediate any resulting adverse effects. Each Employee has a duty to cooperate with these investigations in good faith and not to do anything to interfere with them.

(3) We Prohibit Retaliation

The Topcon Group strictly prohibits retaliation (including but not limited to disciplinary action, disadvantageous evaluation or changing workplace, and restriction on promotion or increase in salary) against anyone who makes a good faith report of or provides information regarding any Violations by reason of making such report or provision of information.

(4) Employees must not make a report which includes false statements, or make a report for the purpose of slandering individuals.

7. Countermeasures against Violation of this Code

Any conduct in violation of this Code will be subject to disciplinary action, including termination of employment, depending on the circumstances.



Chapter 2

Business with Integrity and Fairness

1. Building Our products - We Design and Manufacture Safe, High Quality Products that Meet Customer Needs

(1) The Topcon Group is committed to “Customer Orientation” and “Quality First”, and to providing products to Our customers that are safe, of the highest quality, and that maximize customer satisfaction. The Topcon Group seeks leadership in all of the markets We serve. Leadership requires superior products, a constant focus on quality, and maintaining the highest reputation for competence, quality and integrity.

(2) All the processes of development, design, manufacture, procurement, sales and after-sales services are of great importance in providing safe and high-quality products. Each of us, regardless of the department to which We belong, must strive to upgrade the quality in Our products, and to establish, maintain and improve the quality management system.

(3) We will comply with all laws, regulations, official notifications, guidelines (collectively “Laws” in this section), standards of Our products, contracts and internal rules that relate to Our business. We will be knowledgeable about and comply with the medical device laws or related Laws in each country and/or region in connection with the manufacture and sale of medical devices.

(4) If We become aware of any incident related to the safety and quality of Our products and services, the Topcon Group will immediately investigate it, share information, and take appropriate action. In this case, the Topcon Group will also investigate the root cause and make efforts to prevent a recurrence.

2. Selling Our Products

2.1. We Respect Our Customers

The Topcon Group is committed to responding to various customer needs with products and services that maximize “Customer Satisfaction”.

Because of Our respect for Our customers, We will use customer feedback and improve product performance and services to maximize customer satisfaction.

2.2. We Act Fairly in Marketing and Sales

The Topcon Group will market and sell its products and services in a fair, truthful and ethical manner.

When engaging in sales and marketing activities, We:

- Will recognize that We are representing the Topcon Group to the customers, serve all customers fairly and equally, and make every transaction in fair and appropriate conditions with Our customers.
- Will not misrepresent Topcon's products or services.
- Will not slander Our competitors or their products.
- Will compete vigorously and fairly, observing all applicable laws relevant to free and fair competition, including the Japanese Anti-Monopoly Act and the antitrust and free trade laws of the U.S. and the E.U.
- Will observe all applicable laws, regulations and internal rules of each relevant country or region where the Topcon Group conducts its business.
- Will obtain, manage and use information on the market and customers in a proper way.



2.3. We Act with Integrity in Government Transactions

The Topcon Group will operate with the highest ethical standards in conducting business with various government entities (including local governments) (the “Government”), including complying with all applicable laws and regulations and with the terms of any Government contract.

When conducting business with the Government, You:

- Must not provide false information (including false estimates of contract prices).
- Must not charge incorrect or unauthorized costs or fees.
- Must not engage in improper agreements with competitors (such as those on bidding opportunities or bid price) that are prohibited under any competition laws or regulations.
- Must not make improper payments to any Government or its officials, such as improper rewards, entertainments, gifts, donations or gratuities.
- Must not disclose, leak or use confidential information received from the Government or its officials in such a manner as to breach any confidentiality obligation.
- Must not hire Government officials in a manner where the official has the ability to influence decision-making about Government contracts, in violation of applicable laws or Government regulations.

These are just examples. You are responsible for understanding the details of prohibited conducts under applicable laws and regulations in the country or region where You are involved in the business.

2.4. We Advertise Fairly and Accurately

The Topcon Group will advertise to raise public recognition of the brands of the Topcon Group and establish the image of the Topcon Group as a “Good Corporate Citizen” on a global basis.

In doing so, We will advertise in a positive manner and follow all applicable laws and regulations.

Especially, the Topcon Group:

- Will never advertise by slandering or libeling others or other’s products.
- Will not present false or misleading advertisements.
- Will not make references to politics or religion in its advertising. Also, will not make advertisements in a manner which are likely to lead to racial discrimination or impairment of the personal dignity of any group or individual.

3. Procurement

The Topcon Group values its suppliers, who make significant contributions to the success in Our business. The Topcon Group will deal with its suppliers with honesty and integrity, and procures the necessary materials (including services) at the appropriate quality, price and delivery period under fair trade relationships.

In procurement activities:

- We will observe all applicable laws, regulations, internal rules and sound customs of trade.
- We will promote “Green Procurement” for manufacturing of environment-friendly products. We put a priority on items which produce lower environmental impacts.
- We will provide suppliers with equal opportunities for competition and procure necessary materials and services based on a comprehensive and fair evaluation from the viewpoints of quality, price, delivery period, after-sales service, stable supply and consideration for the environment.



4. Engineering Ethics

Engineering has a vital impact on society and people.

Accordingly, engineers in the Topcon Group are expected to:

- Contribute to the health, welfare and safety of the public with their professional competence.
- Engage in their work based on scientific facts from an objective perspective with the highest standards of impartiality, integrity and honesty. Be sensitive to changes in the laws. Use common sense in carrying out business responsibilities.
- Train successors, and pass technology and know-how onto the next generation.

5. We Comply with Export Controls

(1) The Topcon Group is a global company. We sell and develop Our products throughout the world. All governments control and restrict international trade for certain goods, services and data. Many governments impose embargoes on other countries, and sometimes on certain people and organizations. The Topcon Group will not engage in any transaction that may undermine the maintenance and improvement of international peace and safety.

(2) For this purpose, Employees who are involved in relevant transactions must understand and follow all applicable export control laws and regulations in the countries where the Topcon Group conducts its business, including, but not limited to, those of Japan and the United States of America.

(3) The Topcon Group has extensive export control compliance programs to ensure compliance with the above export control laws and regulations. Employees must be familiar with and abide by these programs.

6. We Comply with Competition Laws

Competition laws are designed to promote free and fair business competition. We will comply with all applicable laws and regulations in each country and region designed to safeguard fair competition.

Agreements with Our competitors, whether written or spoken, on the following topics are prohibited:

- Prices
- Bidding opportunities or bid price
- Production or sales quantity or amount
- Share allocation
- Limiting or splitting customers or sales territories
- Limiting production capacity or technology

Never put Yourself into a situation where it appears that You are discussing these issues with a competitor.

Also, competition laws usually prohibit or restrict certain types of resale price maintenance. You must understand and follow these laws.



7. Anti-Corruption

7.1. We Prohibit Improper Payments

The Topcon Group will not offer or give bribes, or any other improper interests, in violation with laws, regulations, and/or sound customs of trade.

You must understand that bribes not only to government officials, but also to employees in private enterprises are prohibited in certain countries, and You must understand and comply with all applicable laws and regulations of the country or region in which You are involved in business.

What Is A Bribe?

In this Code, the term “Bribe” means anything of value offered or given for the purpose of gaining improper commercial interests, or in consideration of such improper interests and offered or given to the following persons:

- Government officials, foreign government officials (including employees of state-owned enterprises and international organizations, also including ex-officials);
- Politicians, candidates of politician, political parties and employees thereof;
- Customers (legal or natural persons).

A bribe does not have to be cash. It can include rewards, entertainment, gifts, donations, gratuities and any other type of benefits. Even items of minimal value may constitute a wrongful bribe.

When using an intermediary (such as agent) in Our business, We must ensure that they will not engage in the corrupt practices designated above, and also clearly agree in advance on scope of the services as well as on the amount of compensation, and ensure that these conditions are reasonable.

7.2. We Do Not Demand or Accept Gifts and Entertainment as Business Inducements

Employees must not demand or accept any personal benefits in connection with his/her job.

However, receiving gifts and entertainment from customers, suppliers or contractors is permissible only if it is inexpensive in value and customary in nature and is consistent with applicable laws, regulations and sound customs of trade and only if it would not affect a particular business decision of the Topcon Group.

Any gifts or entertainment which are excessive or seem unreasonable must be refused.

7.3. We Do Not Accept Money Laundering and Participate to the Financing of Terrorism

The Topcon Group is firmly committed to full compliance with applicable anti-money laundering and counter terrorism laws and regulations. We conduct business only with reputable third parties who engage in legitimate business activities. This applies as well to our relations with trading partners such as suppliers, vendors and others sub-contractors.

Employees must not participate in any activity aimed at laundering money or financing terrorism. In addition, You must not provide an assistance to any person or organization trying to benefit from the proceeds of a criminal act or illegal activity or controlling funds invested for the benefit of a terrorist organization.



Chapter 3

Protecting the Company's Assets and Information

1. We Protect Company Assets

We must protect the Topcon Group's assets (whether tangible or intangible) and use them solely for the purpose of carrying out Our duties at the Topcon Group. Using the Topcon Group's assets for personal benefit (for his/her own or for third party) is prohibited.

2. We Protect Confidential Information

Information is among the most valuable of the Topcon Group's assets, and must be protected from unauthorized disclosure and inappropriate use.

What is Confidential Information?

In this Code, the term "Confidential Information" includes any type of information, whether tangible or intangible, regardless of who creates or owns it, related to the Topcon Group, its business practices or customers, suppliers and other business partners, disclosure or leakage of which to a third party would cause disadvantage to the business activities or even to the reputations of the Topcon Group or those third parties.

Your Confidentiality Obligations

You must take great care to properly control Confidential Information, and You must:

- During and after employment, not disclose or leak Confidential Information You learn during employment.
- During and after employment, not use the Confidential Information for personal benefit, for a third party's benefit, or for any other unauthorized purpose or in any other improper way.
- Respect the valuable information of others. You must not obtain it improperly, or disclose or use it in an improper manner or for an improper purpose.
- Never use in Your job, bring to the Topcon Group, or disclose to other Employees in the Topcon Group, any Confidential Information that belongs to others which was obtained prior to employment with the Topcon Group.

3. We Protect Intellectual Property

Among the Topcon Group's most valuable assets is its Intellectual Property. Intellectual Property is essentially the work product created by Employees in the course of research, development and other business activities, which the laws and practices protect and give value to. The Topcon Group will maximize the value of its Intellectual Property through effectively using relevant laws and following good business practices.



What is Intellectual Property?

In this Code, the term “Intellectual Property” includes patents, model utilities, designs, trademarks, copyrights, layout designs of semiconductors, and trade secrets and other similar rights.

To the extent permitted by applicable laws and regulations, all inventions, creations, copyrightable works, designs, layout designs of semiconductors as well as rights related to them (including application rights) created by Employees belong to Company. Employees must understand and follow internal and Governmental rules to protect Intellectual Property rights of the Topcon Group.

Respecting the IP Of Others

The Topcon Group will respect Intellectual Property of others. You must not improperly use or infringe upon Intellectual Property of others.

4. We Protect Personal Information

The Topcon Group will properly protect Personal Information in business activities.

What is Personal Information?

In this Code, the term “Personal Information” means information in relation to customers, officers and employees of customers, suppliers and business partners, applicants, Employees and other individuals that are handled by Employees in business activities and that can be used to identify a specific individual.

We will collect, manage and use Personal Information in a proper and fair way, and in compliance with all applicable laws and regulations regarding protection of Personal Information in countries or regions where the Topcon Group does business.

5. Use of Social Media

Words and behavior on social media may affect the reputation and the brand awareness of the Topcon Group, and may be viewed by customers, suppliers, business partners, the counterparties of law suits, or persons concerned with such parties.

You must carefully review in advance what You will post on social media which may be related to the Topcon Group, and clarify that it is just a personal view.



Chapter 4

Relationship with Employees

1. We Respect Human Rights, Free from Unlawful Discrimination and Harassment

(1) The Topcon Group is a global company with a diverse workforce, comprised of people from a wide variety of backgrounds, origins, experiences and cultures. We will recognize diverse values, respect fundamental human rights, the personalities and characters of individuals in light of human dignity, and seek to maintain a workplace in which all individuals are respected.

(2) The Topcon Group is committed to providing equal opportunity in employment and in business generally. We will not tolerate unlawful discrimination in the workplace by or against any of Our Employees, contractors, or representatives.

All coworkers, job applicants, customers and suppliers are to be treated respectfully and on an equal basis without regard to race, color, religion, sex, national origin, age, veteran status, physical or mental disability, sexual orientation, gender identity or other status protected by applicable law.

As part of Our commitment to providing Topcon Employees with a safe, secure work environment, the Topcon Group will also prohibit unlawful harassment based on any of the above protected characteristics.

We will not allow:

- Conduct by Employees or others, including suppliers, salespeople, customers and visitors, directed at an individual due to such personal characteristics that is intimidating, insulting, abusive, offensive or hostile.
- Sexual harassment, which consists of unwelcome sexual comments, sexual advances, or requests for sexual favors.
- These types of prohibited conduct are damaging to the Topcon Group and Our Employees, disrupts Our workplace and interferes with work performance.

Our commitment to a safe and secure work environment means that We will not tolerate workplace violence or threats of violence. Prohibited conduct includes not only physically violent or abusive conduct, but also aggressive, intimidating or disorderly physical conduct and abusive or threatening language.

(3) The Topcon Group is committed to doing the right thing in the right way and aims to ensure that the highest standards of business ethics, conduct and integrity are maintained and We are fully committed to combatting slavery and human trafficking, including in our supply chain.

The Topcon Group takes a zero tolerance approach towards slavery, servitude and forced or compulsory labor, human trafficking; sexual exploitation; removal of organs outside of an authorized medical procedure taking place in a hospital; securing services or other type of benefits by force, threats or deception; or securing services or other type of benefits from children and vulnerable persons, even without the use of force, threats or deception.



2. Development of Topconian Culture

The Topcon Group will treat with respect and develop all those who are focused on the attainment of Our management vision;

especially those who:

- Seek to develop and maintain a high level of expertise, and who use the expertise to generate business success and profitability.
- Act with a sense of universal values, that include thinking beyond national borders and respecting cultural diversity.
- Demonstrate through actions that they place an importance on collaboration and teamwork.

3. We Maintain an Inclusive Workplace

The Topcon Group will endeavor to provide Employees with equal and fair opportunities to proactively study and grow, and implement and maintain an open, inclusive and orderly workplace where Employees can maximize their creativity and ability. Employees must perform their duties in their area of competence and within their authorities. Employees will seek professionalism through developing knowledge within and outside of their daily work.

4. We Maintain a Safe Workplace

(1) Ensuring a safe work environment is important for Employees so they can maximize their performance and to prevent workplace injuries. The Topcon Group will take all necessary measures to ensure and maintain healthy and safe work facilities. Also, the Topcon Group will establish working standards which take into account the safety and health of its Employees. We must put safety first, and comply with applicable health and safety laws, regulations and internal rules.

(2) The Topcon Group will establish an unexpected crisis management system to assure the safety of Employees and their families who are on domestic and overseas business trips or on overseas assignments (regardless of the countries or regions they stay in), and establish and strengthen safety measures mainly focusing on prevention of incidents and accidents.

5. We Avoid a Conflict of Interest; Private Activities

As a member of the Topcon Group, You have a duty to act to pursue the best interests of the Topcon Group.

To protect Topcon Group's assets and reputation, You must avoid any business, financial or other relationship or activity that might create or give the appearance of a conflict of interest, or otherwise impair Your ability of judgment in carrying out Your responsibilities for the Topcon Group.

You must immediately disclose to Your manager any circumstances that appear or are likely to appear to create a conflict of interest, and must obtain prior approval (if needed) before proceeding with the relevant transaction.

The Topcon Group will support the volunteer and other social activities of Employees.

Employees must conduct any political activities outside the office, outside working hours.



Chapter 5

Being a Good Corporate Citizen

1. We Act as a Responsible Member of Society

As a member of society, the Topcon Group will strive to contribute to the sustainable development of every society with which We have a relationship. The Topcon Group will proactively expand opportunities to communicate and connect with society, and promote activities which contribute to society.

2. Donations, Political Contributions

(1) As a member of society, the Topcon Group will make timely and proper donations as may be necessary in consideration of the social and public good and to contribute to development and progress of society.

(2) The Topcon Group will not make any political contributions to any politician, party or candidate, either directly or indirectly through a distributor or agent, except as permitted by laws, regulations and internal rules. Political contributions are not limited to cash but may also be in the form of loans, entertainment, gifts, commissions or consulting payments or other forms of payments. The Topcon Group will ensure that Our distributors and agents will not make prohibited political contributions on behalf of the Topcon Group.

3. We Care About the Environment

The Topcon Group is committed to promoting environmental conservation in accordance with the following policy.

The Topcon Group will:

- Comply with all relevant environmental laws and regulations as well as voluntary standards.
- Strive to develop and provide environmentally compatible technologies and products.
- Actively minimize the use of regulated chemical substances, reduce and recycle waste, and save energy.
- Provide training and promote communication so that We all think carefully about the environmental protection.
- Perform preliminary environmental assessment in each stage of establishing facilities or their restructuring, capital expenditure, planning, development, design, manufacture, delivery, and disposal of Our products.
- Periodically perform environmental measurement and inspection, and retain records of such measurement and allow for proper inspection. If nonconformity is found in such inspection, the Topcon Group will promptly take appropriate improvement actions.



Chapter 6

Company Records, Disclosures

1. We Present Financial Information Fairly and Accurately

To ensure compliance with applicable laws and regulations, the Topcon Group will properly and completely conduct its account management and financial reporting.

Employees must:

- Accurately and in a timely manner record all accounting information.
- Never falsely report transactions, or make any false or misleading entry in any book or record.
- Only make payments or transfer the Topcon Group funds or assets where the action has been properly authorized and clearly accounted for on the Topcon Group financial records.

The Topcon Group will strive to maintain and improve its accounting management system to ensure that all accounting information is reported accurately and in a timely manner.

2. Public Relations

(1) The Topcon Group is committed to making proper and timely disclosure of its corporate information to ensure that We win the understanding and trust of customers, shareholders, investors and other stakeholders and to protect the Topcon Group's name value and reputation.

For this purpose, the Topcon Group will:

- Disclose its corporate information in compliance with all applicable laws and regulations.
- Make efforts to disclose objective and fair information.

(2) The contact point regarding disclosure of corporate information will be the department in charge of Public Relations. For the avoidance of confusion, Employees must obtain the prior approval from the manager of the department in charge of Public Relations if they wish to contact and/or disclose corporate information to mass media, such as newspapers, magazines or TV stations.

3. We Prevent Insider Trading

In the course of Your work for the Topcon Group, You may learn of "Inside Information" about the Topcon Group or other companies before it is made public.

You must not:

- Buy or sell securities using Inside Information; or
- Disclose Inside Information to others, including colleagues, family members or friends without justifiable reason.

What is "Inside Information"?

"Inside Information" means any information that, if disclosed, would reasonably be expected to affect the decisions of investors in connection with a security investment.

Inside Information includes, for example, the following:

- Issuances of shares
- Changes in forecasts of financial results or dividends, or similar information
- Commercialization of new products or services
- Acquisition of another company, including through merger
- Business transfers (in whole or in part)



Topcon Global Code of Conduct

