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May 31, 2007

CONVOCAATION NOTICE OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS FOR THE 168TH FISCAL PERIOD

Dear Shareholder:

Notice is hereby given that the Ordinary General Meeting of Shareholders for the 168th fiscal period will be held as described below. Your attendance is cordially requested.

If you are unable to attend the meeting, after reviewing the Reference Material for Exercising Voting Rights annexed hereto, please express your approval or disapproval of the proposals.

Your vote must reach the Company by 5:00 p.m., Sunday, June 24, 2007.

Yours very truly,

Atsutoshi Nishida
Director
Representative Executive Officer
President and Chief Executive Officer
Toshiba Corporation
1-1, Shibaura 1-chome,
Minato-ku, Tokyo, Japan

1. Date and Time: Monday, June 25, 2007, at 10:00 a.m.
2. Place: Tokyo International Exhibition Center (Tokyo Big Sight)
21-1, Ariake 3-chome, Koto-ku, Tokyo, Japan
West Exhibition Hall, West Hall 3
3. Agenda for the Meeting

Subject for Report

Business report, consolidated financial statements and financial statements

(non-consolidated) for the 168th fiscal period (from April 1, 2006 to March 31, 2007) and audit report for the consolidated financial statements.

Proposal: Election of fourteen (14) directors

- * If you exercise the voting rights more than once, the exercise of the voting rights that reaches the Company later will be treated as effective.
- * Business report, consolidated financial statements and financial statements (non-consolidated) for the 168th fiscal period (from April 1, 2006 to March 31, 2007) and copies of audit reports are as shown in the Reports for the 168th Fiscal Period annexed hereto.
- * Any changes in the Reports for the 168th Fiscal Period or the Reference Material for the Ordinary General Meeting of Shareholders will be reported on the Company's website (<http://www.toshiba.co.jp/about/ir/>).

Note: Payment of the Dividends

The Company decided to pay dividends by the approval of the board of directors convened on April 26, 2007.

Thus, we start payment of the dividends (6.5 yen per one share) from June 1, 2007.

REFERENCE MATERIAL FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS

1. Total Number of Voting Rights 3,189,799
2. Reference to Proposal

Election of Fourteen (14) Directors

The term of office of the current 14 Directors will expire at the conclusion of this Ordinary General Meeting of Shareholders. Therefore, it is proposed to elect the following fourteen (14) Directors based on the decision of the Nomination Committee.

The Nomination Committee decided the candidates for Directors on the following criteria and judged that the candidates conformed to these criteria and that the candidates have the appropriate endowments for the directors.

1. Being respected, dignified, and highly ethical person
2. Being responsive to compliance with laws and regulations
3. Being in good health to conduct the required duties
4. Having objective judgments on management issues as well as excellent foresight and vision
5. Having no interest in or transaction with the Company's main business fields that might affect management decisions
6. For the outside directors, having a good performance and insight in their field

Messrs. Atsushi Shimizu, Kiichiro Furusawa, Hiroshi Hirabayashi and Takeshi Sasaki are the candidates for Outside Directors. The reasons that we selected them as candidates for Outside Directors and that we considered they could perform their duties as Outside Directors are as follows:

Mr. Atsushi Shimizu:

Mr. Shimizu currently properly supervises the Company's management based on his rich experience and knowledge as a specialist in law.

Mr. Kiichiro Furusawa:

Mr. Furusawa currently properly supervises the Company's management based on his rich experience and knowledge as a specialist in finance and management.

Mr. Hiroshi Hirabayashi:

Mr. Hirabayashi can properly supervise the Company's management based on his rich experience and knowledge as a diplomat, including the inspection-related tasks of the diplomatic establishments abroad.

Mr. Takeshi Sasaki:

Mr. Sasaki can properly supervise the Company's management based on his rich experience and knowledge as a political scientist and a manager of a university.

Tenure of Messrs. Atsushi Shimizu and Kiichiro Furusawa will be three years and one year, respectively, at the conclusion of this General Meeting of Shareholders.

The Company has concluded a limited liability contract with Messrs. Atsushi Shimizu and Kiichiro Furusawa, to limit their liabilities as provided in Article 423, Paragraph 1 of the Corporate Law to 24 million yen or the minimum liability amount stated in Article 425, Paragraph 1 of the Company Law, whichever is larger. If Messrs. Hiroshi Hirabayashi and Takeshi Sasaki are elected Directors, the Company will sign a similar limited liability contract with them, too.

Candidates for Directors are as follows:

	Name and Date of Birth	Positions	Career highlights, Representation of other entities, etc	The number of the Company's shares held by the candidate
1.	Tadashi Okamura July 26, 1938	Chairman of the Board, Member of the Nomination Committee, Member of the Compensation Committee	<p>April 1962 Joined the Company</p> <p>June 1994 Vice President and Director</p> <p>June 1996 Senior Vice President and Director</p> <p>June 1998 Director Corporate Senior Vice President</p> <p>June 2000 President and Chief Executive Officer and Director</p> <p>June 2003 Director Representative Executive Officer President and Chief Executive Officer</p> <p>June 2005 – Present Director Chairman of the Board</p>	139,000

	Name and Date of Birth	Positions	Career highlights, Representation of other entities, etc	The number of the Company's shares held by the candidate
2.	Atsutoshi Nishida December 29, 1943	Representative Executive Officer, President and Chief Executive Officer, Member of the Compensation Committee	<p>May 1975 Joined the Company</p> <p>June 1997 Vice President and Director</p> <p>June 1998 Corporate Vice President Deputy Group Executive of Information Equipment Group</p> <p>April 1999 Corporate Vice President Executive Vice President of Digital Media Equipment & Services Company of Toshiba Corporation</p> <p>March 2000 Corporate Vice President Responsible for Corporate Strategic Planning Division</p> <p>June 2000 Corporate Senior Vice President Responsible for Corporate Strategic Planning Division</p> <p>April 2001 Corporate Senior Vice President President and Chief Executive Officer of Digital Media Network Company of Toshiba Corporation</p>	80,000

	Name and Date of Birth	Positions	Career highlights, Representation of other entities, etc	The number of the Company's shares held by the candidate
			<p>April 2003 Corporate Senior Vice President Responsible for Digital Products Group and Information Systems Center</p> <p>June 2003 Director Executive Officer Corporate Executive Vice President</p> <p>June 2005 – Present Director Representative Executive Officer President and Chief Executive Officer</p>	
3.	Shigeo Koguchi August 13, 1945	Representative Executive Officer Corporate Senior Executive Vice President Support of the President Responsible for the Electronic Devices & Components Group General Executive of Innovation Division	<p>July 1976 Joined the Company</p> <p>June 2001 Corporate Vice President Executive Vice President of Semiconductor Company of Toshiba Corporation</p> <p>April 2003 Corporate Vice President President and Chief Executive Officer of Semiconductor Company of Toshiba Corporation</p>	30,000

	Name and Date of Birth	Positions	Career highlights, Representation of other entities, etc	The number of the Company's shares held by the candidate
			<p>June 2003 Executive Officer Corporate Senior Vice President</p> <p>June 2004 Executive Officer Corporate Executive Vice President</p> <p>June 2005– Present Director Representative Executive Officer Corporate Senior Executive Vice President</p>	
4.	<p>Yoshiaki Sato</p> <p>March 18, 1946</p>	<p>Representative Executive Officer Corporate Senior Executive Vice President Support of the President Responsible for Consumer Electronics Group General Executive of Export Control Group General Executive of Marketing & Regional Strategy Group</p>	<p>April 1968 Joined the Company</p> <p>June 2001 Corporate Vice President General Manager of Corporate Strategic Planning Division</p> <p>April 2003 Corporate Vice President Assistant to Managing Director of Consumer Electronics Marketing Control Center</p> <p>June 2003 Executive Officer</p>	31,000

	Name and Date of Birth	Positions	Career highlights, Representation of other entities, etc	The number of the Company's shares held by the candidate
			<p>Corporate Senior Vice President</p> <p>October 2003 – June 2006 President and Chief Executive Officer of Toshiba Consumer Marketing Corporation</p> <p>June 2004 Executive Officer Corporate Executive Vice President</p> <p>June 2005– Present Director Representative Executive Officer Corporate Senior Executive Vice President</p>	
5.	<p>Masao Niwano</p> <p>October 4, 1944</p>	<p>Representative Executive Officer</p> <p>Corporate Senior Executive Vice President</p> <p>Support of the President</p>	<p>April, 1970 Joined the Company</p> <p>June, 2000 Corporate Vice President Executive Vice President of Power Systems Company of Toshiba Corporation</p> <p>April, 2003 Corporate Vice President President and Chief Executive Officer of Industrial and Power Systems & Services Company of Toshiba Corporation</p>	31,000

	Name and Date of Birth	Positions	Career highlights, Representation of other entities, etc	The number of the Company's shares held by the candidate
			<p>June, 2003 Executive Officer Corporate Senior Vice President</p> <p>June, 2005 Executive Officer Corporate Executive Vice President</p> <p>June 2006 – Present Director Representative Executive Officer Corporate Senior Executive Vice President</p> <p>Representation of other entities Chairman, Toshiba Nuclear Energy Holdings (US) Inc. President, Toshiba Nuclear Energy Holdings (UK) Limited President, TSB Nuclear Energy Investment US Inc. President, TSB Nuclear Energy Investment UK Limited</p>	
6.	Toshio Yonezawa June 5, 1944	<p>Representative Executive Officer Corporate Senior Executive Vice President</p> <p>Support of the President Responsible for the Digital Products Group, General Executive of Productivity Procurement & Environment Group</p>	<p>April, 1968 Joined the Company</p> <p>June, 2000 Corporate Vice President Executive Vice President of Semiconductor Company of Toshiba Corporation</p>	25,000

	Name and Date of Birth	Positions	Career highlights, Representation of other entities, etc	The number of the Company's shares held by the candidate
			<p>April, 2001 Corporate Vice President Deputy Group Executive of Management Innovation Division</p> <p>October, 2001 Corporate Vice President Group Executive of Management Innovation Division</p> <p>March, 2003 President and Chief Executive Officer of Toshiba Matsushita Display Technology Company, Limited</p> <p>June 2005 Executive Officer Corporate Executive Vice President</p> <p>June 2006 – Present Director Representative Executive Officer Corporate Senior Executive Vice President</p> <p>Representation of other entities Chairman, Toshiba Hangzhou Co., Ltd. Chairman, Toshiba Dalian Co.,Ltd.</p>	

	Name and Date of Birth	Positions	Career highlights, Representation of other entities, etc	The number of the Company's shares held by the candidate
7.	Fumio Muraoka July 10, 1948	Representative Executive Officer Corporate Executive Vice President General Executive of Information & Security Group General Executive of Finance & Accounting Group	April, 1971 Joined the Company June, 2001 Deputy Manager of Finance & Accounting Division June, 2003 Executive Officer Corporate Vice President June, 2006 – Present Director Representative Executive Officer Corporate Executive Vice President	27,000
8.	Sadazumi Ryu September 4, 1943	Chairman of the Audit Committee	April 1967 Joined the Company June 2000 Corporate Vice President General Manager of Finance & Accounting Division June 2003 Director Executive Officer Corporate Senior Vice President	36,000

	Name and Date of Birth	Positions	Career highlights, Representation of other entities, etc	The number of the Company's shares held by the candidate
			<p>June 2004 Director Representative Executive Officer Corporate Executive Vice President</p> <p>June 2005 Director Representative Executive Officer Corporate Senior Executive Vice President</p> <p>June 2006 - Present Director</p>	
9.	<p>Atsushi Shimizu</p> <p>September 24, 1934</p>	Member of the Audit Committee	<p>April 1960 Assistant Judge of Tokyo Family Court and Tokyo District Court</p> <p>March 1990 Director - General of the Civil Affairs Bureau of the Ministry of Justice of Japan</p> <p>July 1993 Presiding Judge of Tokyo High Court</p> <p>March 1996 Chief Judge of Chiba District Court</p> <p>October 1997</p>	12,000

	Name and Date of Birth	Positions	Career highlights, Representation of other entities, etc	The number of the Company's shares held by the candidate
			<p>Chief Judge of Hiroshima High Court</p> <p>December 1998 Commissioner of the Financial Reconstruction Commission of Japan (Deputy Minister)</p> <p>January 2001 – March 2002 Advisor of Financial Services Agency of Japan</p> <p>April 2001 Chairman of the Information Disclosure Review Board, the Cabinet Office of Japan</p> <p>April 2004 – Present Professor of Law School, Toin University of Yokohama</p> <p>January 2005 – Present Registered as Private Practicing Attorney</p> <p>June 2004 – Present Outside Director of the Company</p>	
10.	<p>Kiichiro Furusawa</p> <p>March 12, 1939</p>	<p>Member of the Audit Committee</p> <p>Member of the Compensation Committee</p>	<p>April 1962 Joined Mitsui Trust and Banking Company, Limited</p> <p>April 1999 President, Mitsui Trust and Banking Company, Limited</p>	10,000

	Name and Date of Birth	Positions	Career highlights, Representation of other entities, etc	The number of the Company's shares held by the candidate
			<p>April 2000 - June 2003 President of Chuo Mitsui Trust and Banking Company, Limited</p> <p>February 2002 President of Mitsui Trust Holdings, Incorporated</p> <p>June 2003 – June 2006 Chairman and President of Mitsui Trust Holdings, Incorporated</p> <p>June 2006 – Present Chairman of Mitsui Trust Holdings, Incorporated</p> <p>June 2006 – Present Outside Director of the Company</p> <p>Representation of other entities: Chairman of Mitsui Trust Holdings, Incorporated</p>	
11.	Hiroshi Hirabayashi May 5, 1940		<p>April 1963 Joined the Ministry of Foreign Affairs of Japan</p> <p>January 1988 Director, Management and Coordination Division, Minister's Secretariat, Ministry of Foreign Affairs of Japan</p> <p>January 1990 Minister, Embassy of Japan in the United States of America</p>	10,000

	Name and Date of Birth	Positions	Career highlights, Representation of other entities, etc	The number of the Company's shares held by the candidate
			<p>August 1993 Director-General, Economic Cooperation Bureau, Ministry of Foreign Affairs of Japan</p> <p>August 1995 Cabinet Secretariat, Chief Cabinet Councilors' Office on External Affairs,</p> <p>January 1998 Ambassador Extraordinary and Plenipotentiary to India</p> <p>February 1998 Ambassador Extraordinary and Plenipotentiary to India and Bhutan</p> <p>September 2002 Ambassador Extraordinary and Plenipotentiary to France and Andorra</p> <p>January 2003 Ambassador Extraordinary and Plenipotentiary to France, Andorra and Djibouti</p> <p>June 2006 Ambassador in charge of Inspection, Ministry of Foreign Affairs of Japan (until April, 2007)</p>	
12.	Takeshi		April 1965	10,000

	Name and Date of Birth	Positions	Career highlights, Representation of other entities, etc	The number of the Company's shares held by the candidate
	Sasaki July 15, 1942		<p>Graduate Assistant in the Faculty of Law, The University of Tokyo</p> <p>April 1968 Associate Professor in the Faculty of Law, The University of Tokyo</p> <p>November 1978 Professor in the Faculty of Law, The University of Tokyo</p> <p>April 1991 Professor in the Schools for Law and Politics, The University of Tokyo</p> <p>April 1998 Dean of the School for Law and Politics and Faculty of Law, The University of Tokyo</p> <p>April 2001 President, The University of Tokyo</p> <p>April 2005 Professor in the Department of Political Studies in the Faculty of Law, Gakushuin University</p> <p>Representation of other entities: President, The Association For Promoting Fair Elections President, National Land Afforestation Promotion Organization</p>	

	Name and Date of Birth	Positions	Career highlights, Representation of other entities, etc	The number of the Company's shares held by the candidate
			Chairman, Labo International Exchange Foundation	
13.	Toshiharu Kobayashi June 17, 1947	Executive Officer Corporate Vice President General Manager of Legal Affairs Division	April 1970 Joined the Company July 1997 General Manager of Legal Affairs Division June 2004 – Present Executive Officer Corporate Vice President	20,000
14.	Kazuo Tanigawa September 8, 1949	Executive Officer Corporate Vice President General Executive of Human Resources Group	April 1972 Joined the Company April 2002 Senior Manager of Human Resources Dept., Human Resources and Administration Div. October 2002 General Manager of Group Relations Division June 2004 – Present Executive Officer Corporate Vice President Representation of other entities: President of Toshiba Human Resources Development Corporation	23,000

Note:

Directors, Messrs. Tsuyoshi Kimura, Masaki Matsubishi, Sakutaro Tanino and Yasuhiko Torii will leave their offices at the conclusion of this General Meeting of Shareholders and will not be reelected.