Note: This English translation of Reports for the 170th Fiscal Period (Business Report, Consolidated Financial Statements, Financial Statements and Audit Reports) is for English readers' convenience only. If there are any differences between this translation and the Japanese original, the Japanese original supersedes this translation. This English translation has not been audited by the accounting auditor or the audit committee.

Reports for the 170th Fiscal Period

Toshiba Corporation

Business Report

April 1, 2008
through
March 31, 2009

1. Business Environment and Results of the Group

(1) Operation and Results of the Group

During the fiscal year ended March 31, 2009, the global economy worsened rapidly as the subprime loan crisis in the United States became a full-blown global financial crisis that started to impact significantly on the real economy from the third quarter. Europe, which had been relatively healthy, joined the United States by falling into recession, and the economies of China and other parts of Asia, which had enjoyed continuing expansion, also slowed dramatically. As a result, the global economy is caught in an extensive recession.

The Japanese economy also went into recession, and is in an extremely severe condition characterized by substantial declines in exports and capital spending, a sharp downturn in corporate profits, rapidly worsening employment and shrunken consumer spending.

In these circumstances, Toshiba Group addressed the need to secure profit on a company-wide basis. However, consolidated sales in FY2008 were 6,654.5 billion yen (US$67,903.2 million), a decrease of 1,010.8 billion yen. This result was strongly influenced by the shrinkage of the overall market caused by the fast-spreading global recession, steeper than expected declines in semiconductor prices, and by yen's sharp appreciation.

Consolidated operating income (loss) worsened by 496.6 billion yen to -250.2 billion yen (-US$2,552.9 million). Electronic Devices, particularly in the Semiconductor business, Digital Products, Home Appliances and Others, all saw significant income deterioration, although Social Infrastructure maintained a high level of profit. Income (loss) from continuing operations, before income taxes and minority interest worsened by 544.3 billion yen to -279.3 billion yen (-US$2,849.5 million). This difference resulted mainly from a decrease in non-operating profit plus a loss from a write-down of securities. Net income (loss) worsened by 471.0 billion yen to -343.6 billion yen (-US$3,505.7 million), which reflected such factors as a drawdown in deferred tax assets (see Notes).
Consolidated overseas sales decreased by 539.2 billion yen to 3423.7 billion yen,

resulting in overseas sales ratio of 51%, down 1 percentage point from the prior year.

In view of these severe business conditions, we have decided to forego the payment of year-end dividend.

We deeply regret and sincerely apologize to our shareholders for reporting such final results.

Taking these situations into consideration, we have decided to increase our capital through public offering and issue unsecured subordinate bonds in May 2009 in order to raise funds for future capital expenditures and strengthen our financial position.

(Notes)

1. The Company states the matters concerning the business results of the Group based on the consolidated financial statements in accordance with the provisions of Article 120, Paragraph 2 of the Company Law Enforcement Regulations.
2. Toshiba's Consolidated Financial Statements are based on U.S. generally accepted accounting principles ("GAAP") pursuant to Article 120, Paragraph 1 of the Regulation for Corporate Accounting. The consolidated segment information is presented based on Article 15-2 of the Regulations for Consolidated Financial Statements of Japan instead of Statement of Financial Accounting Standards ("SFAS") No. 131 of the U.S. Financial Accounting Standards Board. Operating income (loss) is, in accordance with accounting practices in Japan, derived from a value that deducts the cost of sales and selling, general and administrative expense from net sales, allowing comparison with other companies in Japan. Some items that are classified as operating income (loss) under U.S. GAAP, such as restructuring charges covering reorganization costs and gains (losses) on the sale or disposal of fixed assets, may be presented as non-operating income (loss).
3. The Mobile Broadcasting business ceased operation at the end of FY2008, and its results are not incorporated into net sales, operating income (loss), or income (loss) from continuing operations, before income taxes and minority interest in the FY2008 consolidated results. The business is classified as discontinued in the consolidated accounts, in accordance with SFAS No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets". However, consolidated net income (loss) includes the operating results of the Mobile Broadcasting business. Data for prior periods has been reclassified to reflect the discontinuation of the Mobile Broadcasting business and to conform with the current classification.

Performance by Segment **(billions of yen)**

Segment	Consolidated Net Sales	Change	Consolidated Operating Income	Change
Digital Products	2,467.5	(-483.7)	(-14.2)	(-29.2)
Electronic Devices	1,324.9	(-413.6)	(-323.2)	(-397.3)
Social Infrastructure	2,396.2	(-22.8)	113.2	(-18.1)
Home Appliances	674.3	(-100.0)	(-27.1)	(-31.0)
Others	334.3	(-47.6)	0.5	(-22.5)
Eliminations	(-542.7)	+56.9	0.6	+1.5
Total	**6,654.5**	**(-1,010.8)**	**(-250.2)**	**(-496.6)**

Digital Products

Main Businesses As of March 31, 2009
Mobile phones, Hard disk drives, Optical disk drives, Televisions, Projectors, Camera systems, DVD players, DVD recorders, Personal computers, PC servers, Business telephones, POS systems, Multi-function peripherals and others

Digital Products saw overall sales decrease by 209.1 billion yen to 513.5 billion yen. The Digital Media business, mainly in HDDs and TVs, the PC business and the Retail Information Systems and Office Equipment business, saw significant sales declines as a result of the rapid decline into global recession.

Segment operating income (loss) worsened by 24.0 billion yen to -15.6 billion yen. While HDDs saw lower profit, the Digital Media business saw an improvement in TVs and a reduced loss that was also influenced by the withdrawal from the HD DVD business. The PC business and the Retail Information Systems and Office Equipment business saw notable decreases in profit on lower sales.

Concerning the takeover of Fujitsu's hard disk drive business

Toshiba reached an agreement with Fujitsu Limited ("Fujitsu") in April 2009 to take over Fujitsu's hard disk drive business. This allows Toshiba to solidify its leading position in the small hard disk drive (2.5-inch or smaller) market where the Company already has a high percentage of the share, and further expand its market share by leveraging Fujitsu's superior technology for business products. The Group will merge the technology contained in such HDD business with its NAND flash memory technology to develop SSDs (memory storage devices using NAND flash memories) for server, which are particularly promising.

Electronic Devices

Main businesses	As of March 31, 2009
General-purpose logic ICs, small-signal devices, Optoelectronic devices, Power devices, Image information system LSIs, Communication & network system LSIs, CMOS image sensors, Microcomputers, LCD drivers, Bipolar ICs, NAND flash memories, Multi chip packages, Liquid crystal displays, X-ray tubes, and others	

Electronic Devices saw sales decline by 413.6 billion yen to 1,324.9 billion yen. The Semiconductor business, primarily in memories and system LSIs, experienced a substantial sales slump, the result of steeper than expected price declines in NAND flash memory, yen appreciation, and weakened demand triggered by the rapid decline into global recession. The LCD business and the Materials & Components business also saw lower sales.

Segment operating income (loss) deteriorated by 397.3 billion yen to -323.2 billion yen, as the Semiconductor business fell substantially into the red on lower sales, and the LCD business also saw notably worsening profit from the third quarter on lower sales.

Toshiba acquired some needed production equipment from our NAND flash memory joint venture with a US company, SanDisk Corporation ("SanDisk")for a total sum of about 160 billion yen (net increase in Toshiba's contribution: 80 billion yen). Toshiba Group also acquired all of Panasonic's shares in Toshiba Matsushita Display Technology Co., Ltd., a joint venture between the two companies in April 2009, with an aim of promptly carrying out a drastic business restructuring.

Reinforcement of Memory business

Toshiba is promoting strategic investments concentrated on the memory business, which is one of our growing businesses. In particular, Toshiba will focus on the business expansion of promising SSDs (Solid State Drive) by starting production in April 2009 of the models with 43nm NAND flash memory devices and plan to start shipment of 32nm NAND flash memories in the first half of FY 2009. Toshiba will continue to reinforce its strength in the technical capabilities such as those concerning finer lithography and further strengthen its market competitiveness.

Social Infrastructure

Main businesses	As of March 31, 2009
Nuclear power generators, Thermal power generators, Hydro-power generators, Electric distribution systems, Instruments control systems, Transportation equipments, Electrical machineries, Gauges, Automatic railroad station equipments,	

Water supply and sewerage systems, Road equipment systems, Government systems, Broadcasting systems, Transmission network systems, Radar systems, Environmental systems, Elevators, Escalators, IT solutions, X-ray systems, CT systems, MRI systems, Diagnostic ultrasound systems, Clinical analysis systems and others

Social Infrastructure saw sales fall by 12.3 billion yen to 808.9 billion yen. While the Power Systems & Industrial Systems business increased sales mainly in nuclear energy systems in overseas markets, the Medical Systems business, the IT Solution business and the Social Infrastructure Systems business saw sales declines.

Segment operating income declined by 18.9 billion yen to 77.9 billion yen. The Power Systems & Industrial Systems business and the Medical Systems business maintained high profitability but profit did decrease. The IT Solutions business recorded substantially lower profit due to lower sales in a rapidly deteriorating market environment.

In anticipation of future demand growth for lithium-ion batteries for industrial and automotive applications, Toshiba plans to establish second production facility for SCiB™, which is one of the group-wide strong and promising new businesses. In addition, the Company signed in February 2009 a letter of intent with Volkswagen AG, a German company, on cooperation in the development of battery systems and certain other technologies for electric vehicles, including SCiB™.

Reinforcement of nuclear power business

The Group seeks expansion of the nuclear power business and reinforcement of vigorous nuclear business structure to handle expanded scale, by accepting more orders, creating alliances with other companies, promoting fuel business etc.

Toshiba received combined orders for two Advanced Boiling Water Reactor (ABWR) nuclear power plants in Texas, the United States. Westinghouse Electric Company, a consolidated subsidiary of the Group, also received orders from a US electric power company for nuclear power plants with six pressurized water reactors, and started construction of four reactors in China according to the orders already received.

In March 2008, the Company signed a general framework agreement with Atomenergoprom, the Russia's state-owned nuclear energy company, to explore collaboration for establishment of a strategic partnership. In June 2008, the Company signed a memorandum of understanding on advancing mutual cooperation in the nuclear industry with Kazatomprom, a state-owned corporation of the Republic of Kazakhstan. The Company also acquired equity interests in an ABWR business development company of the United States, and signed an agreement in February 2009 to subscribe for the shares of Uranium One Inc., a Canadian company conducting development of uranium mines, production and sale of uranium, together with the Tokyo Electric Power

Company, Incorporated (TEPCO) and the Japan Bank for International Cooperation (JBIC).

In April 2009, Westinghouse Electric UK Limited agreed to subscribe for the shares Nuclear Fuel Industries, Ltd.

The Group will continue to aggressively operate its business as a nuclear leading company in the global market by exerting its strength of having both boiling water reactors (BWR) and pressurized water reactors (PWR).

Home Appliances

Main businesses	As of March 31, 2009
Refrigerators, Washing drying machines, Washing machines, Kitchen appliances, Vacuum cleaners, Light bulbs, Fluorescent lamps, Light fixtures, Industrial light parts, Air-conditioners, Compressors, Batteries and others	

Home Appliances saw sales decrease by 100.0 billion yen to 674.3 billion yen. The White Goods business, the Lighting business and the Air-conditioning business saw significantly lower sales, influenced by the rapid decline into global recession.

Segment operating income (loss) saw sales deteriorate by 31.0 billion yen to -27.1 billion yen. The White Goods business, the Lighting business and the Air-conditioning business all saw significantly lower profit on lower sales.

In relation to the business structure, the Company decided to discontinue the production of general electric bulbs in 2010. Instead, the Company will expand the lineups of compact fluorescent lamps and LED lights, which are environmental products, to promote more widespread use of these new types of products.

Others

Main businesses	As of March 31, 2009
Logistics Service and others	

Others saw sales fall by 47.6 billion yen to 334.3 billion yen and operating income fell by 22.5 billion yen to 0.5 billion yen.

In light of selection and concentration of the businesses, the Company sold 65% of its shares in Toshiba Building Co. Ltd., a wholly-owned subsidiary, to Nomura Real Estate Holdings, Inc.

Compliance Issues

In connection with the bidding for electric equipment construction work related to sewage disposal facilities ordered by the City of Sapporo up until 2005, nine heavy electric machinery companies, including Toshiba, was confirmed that they had involved in bid rigging. Eight companies other than Toshiba were ordered to suspend bidding respectively. In April 2009, Toshiba received notice that it had been served with an order in accordance with the Construction Industry Law, a part of business obliging it to suspend business. Taking this case very seriously, the Company will make every effort to ensure compliance with laws and regulations, eradicate illegal bidding activities, and restore the public confidence.

(2) Fund-raising of the Group

Capital expenditures were primarily financed by internal funds and borrowings.
The Company raised 200 billion yen through a syndicated loans in December 2008.

(3) Capital expenditure of the Group

Segment	Capital Expenditures (Commitment Basis)
	(Billions of yen)
Digital Products	39.7
Electronic Devices	248.5
Social Infrastructure	90.4
Home Appliances	21.4
Others	25.2
Total	425.2

	Segment	Outline of Facilities
Major facilities acquired during the term	Electronic Devices	• System LSI manufacturing facilities (acquired from Sony Corporation, etc.) • NAND flash memory manufacturing facilities (acquired from Flash Alliance Ltd. and Flash Partners Ltd.)
Major facilities completed during the term	Digital Products	• HDD manufacturing facilities (in Ome Complex and others)
	Electronic Devices	• Manufacturing building equipment and power equipment for NAND flash memory (Yokkaichi Operations)
	Social Infrastructure	• New-type rechargeable battery manufacturing facilities (Saku Sub-Operations in Fuchu Complex)
Major facilities ordered during the term	Electronic Devices	• Liquid crystal display manufacturing facilities (Toshiba Matsushita Display Technology Co, Ltd.)
	Social Infrastructure	• Manufacturing enhancement structure for nuclear power generators (Keihin Complex) • Manufacturing building, building equipment and power equipment for thermal power generators (India) • Manufacturing building, building equipment and power equipment for industrial motors (Vietnam)

The Company has reduced its capital expenditure by 230.8 billion yen to 425.2 billion against initially budgeted 656.0 billion yen on an ordering amount basis. The Electronic Devices segment has cut expenditures by 164.5 billion yen by reviewing a part of its investment schemes, such as the reinforcement of NAND flash memory manufacturing facilities, construction of a new building, and acquisition of LCD manufacturing facilities.

The above capital expenditure amount includes 26.7 billion yen, representing the Group's portion in the investments made by Flash Alliance, Ltd. etc., which are companies accounted for by the equity method.

(4) Research and development of the Group

The following are the principle achievements of research and development activities conducted during the period under review.

World's lightest notebook PC with the latest CPU commercialized (Digital Products segment)

A notebook PC which offers robustness and scalability and runs on batteries for an extended period of time was commercialized. The new PC adopts the latest CPU and uses Toshiba's proprietary solid-state drive (SSD), which enables fast data processing and enhances durability while reducing power consumption.

World's smallest single-chip LSI for one-segment broadcasting reception (Electronic Devices segment)

With an increasing number of mobile devices embedding one-segment broadcasting reception function as a standard in the market, smaller-sized electronic components with lower power consumption and enhanced reception sensitivity are being required more than ever before. In response to this demand, the Company developed the world's smallest LSI designed for one-segment broadcasting mobile receivers, including mobile phones, which provides enhanced reception sensitivity by using Toshiba's proprietary jamming detection functionality while reducing power consumption by up to 48% (compared to its previous models).

Industry's highest level of CO_2 separation and capture technology developed (Social Infrastructure segment)

Based on the fundamental researches and various experiments by using small-scale testing devices, the Company successfully developed and established the highest level CCS (Carbon dioxide Capture and Storage) technology (a technology for separating and capturing CO_2 emitted from thermal power plants, etc. and storing it under the ground) in the industry, which enables CO_2 to be separated and captured with minimum energy consumption, providing excellent economic efficiency. The Company started constructing a pilot plant in Fukuoka in March 2009 to run validation testing and accelerate practical applications of the CCS technology.

Mercury-free ceramic metal halide lamp developed (Home Appliances segment)

The Company developed a ceramic metal halide lamp that produces near-natural light and maintains high luminous efficiency, without the use of mercury, by adopting a mercury alternative and enhancing both the electric discharge tube and the electrode structure. The Company will continue developing this technology toward commercialization as part of its environmental conservation efforts.

(5) Issues to be addressed

In FY 2008, as the world economy has plunged into a recession, the business environment around the Group rapidly and significantly deteriorated and the future business environment remains unclear.

In such economic situation, the Group will steadily implement in FY 2009 the "Action Programs to Improve Profitability," which was publicly announced in January 2009, as follows for the purpose of implementing set of strategic policies aimed at generating profit even without growth of sales and building a strong business foundation that can quickly seize business opportunities when the market recovers.

A. Accelerating Strategic Allocation of Resources to Growing Businesses

1) Strategic Investment in Memory Business

With respect to NAND flash memory, the Company will focus on the business expansion of promising SSDs (Solid State Drive), by entering the server market in anticipation of future market recovery, and enhance productivity through the continuous investment for achieving ever finer lithography.

2) Strengthening the Social Infrastructure segment

In the Nuclear Power business, the Company the Group seeks expansion of the nuclear power business and reinforcement of nuclear business structure to handle expanded scale as a global leader in the nuclear power market, by accepting more orders, creating alliances with other companies, promoting mergers and acquisitions.

Also in the Power Systems and Industrial Systems business, the Social Infrastructure business, the Elevator and Escalator business and the Medical Systems business, the Group will investigate business expansion through alliances with other companies and mergers and acquisitions, and promote globalization.

3) Driving New Business Development

The Company will expand the scale of the new businesses such as SCiB™, fuel cells, solar photovoltaic systems, new lighting systems such as LED lights. The Group will also strive for early commercialization of the CCS business.

B. Reforming the Structures of Businesses Most Affected by the Downturn

1) Discrete and System LSI

the Group will reduce fixed costs, reorganize production facilities, and implement fundamental reform of business structure.

2) LCD business

The Group will focus managerial resources on low-temperature polysilicon products, stop or reduce operations of unprofitable lines, as well as implementing personnel measures including personnel reassignment.

3) Other businesses

In mobile phone business, the Group will launch smartphones and promote restructuring. Also in the Home Appliances business, the Group will also promote structural reform of the business in the Home Appliances business, and make the utmost effort to strengthen profitability.

C. Executing Group-wide Actions to Strengthen Business Structure

1) All-out reduction of fixed costs

The Group will curb research and development expenditures, curtain capital expenditures and adjust personnel system, aiming to reduce its total fixed costs by ¥300 billion compared with FY 2008.

2) Strengthening Measures to Generate Profit

The Group will reduce procurement costs, and strengthen development and manufacturing capabilities. By these measures the Group aims to enhance productivity compared with FY 2008.

The Group will further promote global business development in the Social Infrastructure businesses.

In addition, after executing the “Action Programs to Improve Profitability,” the Group will promote four basic business policies: (i) realization of sustainable profitable growth, (ii) production of multiplier effect of innovation, (iii) implementation of CSR management and (iv) cultivation of global human resources. The Group will further accelerate strategic allocation of managerial resources to growing businesses and group-wide strong and promising businesses.

The Group will improve the balance of working capital by restraining expenditures through rigorous fund management by measures including careful election and rationalization of investment, as well as by shortening the cash recovery cycle, which is the number of days from the purchase to the cash recovery by sale. By implementing these measures, the Group aims to reduce outstanding borrowings and establish financial strength.

In this extremely severe business environment, the Toshiba Group will make an all-out effort to improve profits and get back to a profitable, sustainable growth path. For this, we look forward to the continuing support of our shareholders.

2. Group Business Results and Asset Conditions for the Four-Year Period

(1) The Group (Consolidated)

Item	167th Period	168th Period	169th Period	170th Period (current period)
	FY2005	FY2006	FY2007	FY2008
Net Sales (Billions of yen)	6,343.5	7,116.4	7,665.3	6,654.5
Net income (loss) (Billions of yen)	78.2	137.4	127.4	(343.6)
Net income (loss) per share (Yen)	24.32	42.76	39.46	(106. 18)
Total Assets (Billions of yen)	4,727.1	5,932.0	5,935.6	5,453.2

(2) The Company (Non-consolidated)

Item	167th Period	168th Period	169th Period	170th Period (current period)
	FY2005	FY2006	FY2007	FY2008
Sales (Billions of yen)	3,257.5	3,544.9	3,685.6	3,213.8
Net income (loss) (Billions of yen)	22.7	72.4	69.2	(123.2)
Net income (loss) per share (Yen)	7.06	22.52	21.43	(38.07)
Total Assets (Billions of Yen)	2,742.2	3,373.5	3,587.6	3,546.0

3. The Company’s Policy on Decisions of Dividends, etc.

While giving full consideration to such factors as the strategic investments necessary to secure medium- to long-term growth, the Company seeks to achieve continuous increases in its actual dividend payments, in line with a payout ratio in the region of 30 percent, on a consolidated basis.

The Company previously paid ¥5.00 per share as interim dividend. However, in light of the current business environment, the Company will forgo payment of a year-end dividend..

4. Outline of Main Group Companies

As of March 31, 2009

Segment	Name of Company	Paid in Capital	Voting Rights Ratio (Percentage)	Main Business	Location
Digital Products	Toshiba TEC Corporation	39,971 (Millions of yen)	52.9	Development, design, manufacture, sales, and maintenance of retail information systems and office equipment	Shinagawa-ku, Tokyo
	Toshiba America Business Solutions, Inc.	307,673 (Thousands of U.S. dollars)	100.0	Manufacture and sales of office equipment in the U.S.	U.S.
Electronic Devices	Toshiba Matsushita Display Technology Co., Ltd.	10,000 (Millions of yen)	60.0	Development, design, manufacture and sales of LCDs	Minato-ku, Tokyo
	AFPD Pte., Ltd.	472,584 (Thousands of Singapore dollars)	100.0	Manufacture of LCDs	Singapore
Social Infrastructure	Toshiba Plant Systems & Services Corporation	11,876 (Millions of yen)	61.6	Engineering, construction, trial operation, alignment, maintenance and service of power systems, nuclear systems, and social infrastructure & industrial systems.	Ota-ku, Tokyo
	Toshiba Elevator and Building Systems Corporation	21,408 (Millions of yen)	80.0	Development, design, manufacture, sales, installation, maintenance, repair and renewal of elevators and escalators, and total management of building-related facilities.	Shinagawa-ku, Tokyo
	Toshiba Solutions Corporation	23,500 (Millions of yen)	100.0	Consultation, building, development, design, sales, maintenance, operation and management of IT solutions. Provision of related engineering work and outsourcing services.	Minato-ku, Tokyo
	Toshiba Medical Systems Corporation	20,700 (Millions of yen)	100.0	Development, design, manufacture, sales and maintenance of medical equipment/information systems.	Otawara
	Toshiba Nuclear Energy Holdings (US) Inc.	4,000,000 (Thousands of U.S. dollars)	67.0	Holding company of nuclear power business	U.S.
	Toshiba Nuclear Energy Holdings (UK) Ltd.	1,400,000 (Thousands of U.S. dollars)	67.0	Holding company of nuclear power business	U.K.
	Toshiba America Medical Systems, Inc.	352,250 (Thousands of U.S. dollars)	100.0	Sales and maintenance of medical equipment/information systems in the U.S.	U.S.
Home Appliances	Toshiba Consumer Electronics Holdings Corporation	14,500 (Millions of yen)	100.0	Holding company which controls, manages and supports Group companies belonging to the Home Appliances segment	Chiyoda-ku, Tokyo
Others	Toshiba America, Inc.	840,050 (Thousands of U.S. dollars)	100.0	Holding company of operating companies in the U.S.	U.S.
	Toshiba International Finance (UK) Plc.	5,000 (Thousands of pounds Sterling)	100.0	Loans and other financial support activities for subsidiaries in Europe.	U.K.

Segment	Name of Company	Paid in Capital	Voting Rights Ratio (Percentage)	Main Business	Location
	Toshiba Capital (Asia) Ltd.	4,000 (Thousands of Singapore dollars)	100.0	Loans and other financial support activities for subsidiaries in Asia and Oceania.	Singapore
	Taiwan Toshiba International Procurement Corporation	26,000 (Thousands of Taiwan dollars)	100.0	Procurement and export of personal computers and their parts	Taiwan

(Notes) 1. The Company has 537 consolidated subsidiaries (including the 16 companies above) in accordance with Generally Accepted Accounting Standards in the U.S., and 199 affiliated companies accounted for by the equity method. The main affiliated companies accounted for by the equity method are Ikegami Tsushinki Co., Ltd., Shibaura Mechatronics Corporation, Toshiba Machine Co., Ltd., and Topcon Corporation.

2. Effective on April 28, 2009, Toshiba acquired all of Panasonic's shares in Toshiba Matsushita Display Technology Co., Ltd. and its trade name was changed to Toshiba Mobile Display Co., Ltd.

3. Toshiba Nuclear Energy Holdings (US) Inc. substantially owns all of the equity of Westinghouse Electric Company.L.L.C.

5. Shares and Stock Acquisition Rights of the Company

As of March 31, 2009

(1) Total Number of Authorized Shares: 10,000,000,000

(2) Total Number of Issued Shares: 3,237,602,026

(3) Total Number of Shareholders: 462,649

(4) Principal Shareholders

Name of Shareholder	Number of shares (in thousands)	Investment Ratio (Percentage)
Japan Trustee Service Bank, Ltd. (Trust accounts No. 4G)	178,380	5.5
The Master Trust Bank of Japan, Ltd. (trust accounts)	177,005	5.5
The Dai-ichi Mutual Life Insurance Company	115,159	3.6
Nippon Life Insurance Company	110,352	3.4
Japan Trustee Service Bank, Ltd. (Trust accounts)	98,581	3.1
Toshiba Employees Shareholding Association	56,112	1.7
NIPPONKOA Insurance Company, Ltd.	51,308	1.6
Japan Trustee Services Bank, Ltd. (trust accounts No. 4)	51,212	1.6
Sumitomo Mitsui Banking Corporation	51,003	1.6
Mizuho Corporate Bank, Ltd.	50,900	1.6

(Note) No shareholder of the Company owns 10% or more of the issued shares.

(5) Voting Rights Held by the Following Category of Shareholders:

Category	Government and local public entities	Financial institutions	Securities companies	Other entities	Overseas entities and others		Individuals and others
					Other than individuals	Individuals	
Percentage	% 0.0	39.6	1.2	4.9	14.9	0.0	39.4

(6) Stock Acquisition Rights:

Name of Stock Acquisition Rights	Number of Stock Acquisition Rights	Class and number of shares to be issued upon exercise of Stock Acquisition Rights	Issue price of stock acquisition rights
Stock Acquisition Rights Attached to Zero Coupon Euro-yen Convertible Bonds Due 2009 (Issued July 21, 2004)	4,142	70,562,180 shares of common stock	Free of charge
Stock Acquisition Rights Attached to Zero Coupon Euro-yen Convertible Bonds Due 2011 (Issued July 21, 2004)	9,501	175,295,202 shares of common stock	Free of charge

6. Main Lenders of the Group

As of March 31, 2009

Lender	Loans Outstanding (Billions of yen)
Sumitomo Mitsui Banking Corporation	255.9
Mizuho Corporate Bank, Limited	241.6
The Bank of Tokyo-Mitsubishi UFJ, Limited	181.9

7. Names, Responsibilities, etc. of the Company's Directors / Officers

As of March 31, 2009

(1) Directors

		Responsibility	Representation or position held at other entities, etc.
Chairman of the Board and Director	Tadashi Okamura	Member of the Nomination Committee, Member of the Compensation Committee	Chairman of the Japan Chamber of Commerce and Industry, and Chairman of the Tokyo Chamber of Commerce and Industry
Director	Atsutoshi Nishida	Member of the Compensation Committee	
Director	Masashi Muromachi		

		Responsibility	Representation or position held at other entities, etc.
Director	Hisatsugu Nonaka		
Director	Norio Sasaki		
Director	Fumio Muraoka		
Director	Masao Namiki		
Director	Kazuo Tanigawa		
Director	Shigeo Koguchi	Chairman of the Audit Committee	
Director	Toshiharu Kobayashi	Member of the Audit Committee	
Outside Director	Atsushi Shimizu	Chairman of the Nomination Committee, Member of the Audit Committee	Governor, Tokyo Stock Exchange Regulation, Attorney-at-law
Outside Director	Kiichiro Furusawa	Chairman of the Compensation Committee, Member of the Audit Committee	Chairman of the Board of Chuo Mitsui Trust Holdings, Inc.
Outside Director	Hiroshi Hirabayashi	Member of the Audit Committee, Member of the Compensation Committee	President, Japan-India Association Visiting Professor, Graduate School of Asia-Pacific Studies, Waseda University
Outside Director	Takeshi Sasaki	Member of the Nomination Committee, Member of the Compensation Committee	Professor, the Department of Political Studies, the Faculty of Law, Gakushuin University President of the Association For Promoting Fair Elections President of National Land Afforestation Promotion Organization Chairman of Labo International Exchange Foundation

(Notes) 1. Four (4) Directors, Yoshiaki Sato, Masao Niwano, Toshio Yonezawa, and Sadazumi Ryu left their office due to expiration of their respective terms at the close of the Ordinary General Meeting of Shareholders for the 169th fiscal period held on June 25, 2008.

2. Four (4) directors, Masashi Muromachi, Hisatsugu Nonaka, Norio Sasaki, and Masao Namiki were newly elected and assumed office at the Ordinary General Meeting of Shareholders for the 169th fiscal period.

3. Member of the Audit Committee, Mr. Kiichiro Furusawa, has long taken charge of finance work and has considerable knowledge about financial affairs and accounting.

(2) Outside Directors

1) Positions Concurrently Held at Other Companies as Representative or Outside Director/Auditor

Name	Name of Company	Positions
Atsushi Shimizu	East Nippon Expressway Company Limited.	Outside Auditor
	The Bank of Yokohama, Ltd.	Outside Auditor
Kiichiro Furusawa	Chuo Mitsui Trust Holdings, Inc.	Representative Director and Chairman of the Board
	Asagami Corporation	Outside Director
	Fujifilm Holdings Corporation	Outside Auditor
Hiroshi Hirabayashi	NHK Promotions Co., Ltd.	Outside Director
	Mitsui & Co., Ltd.	Outside Director
Takeshi Sasaki	ORIX Corporation	Outside Director
	East Japan Railway Company	Outside Director

(Note) The Company has an ongoing business relationship with the Chuo Mitsui Trust Group composed of Chuo Mitsui Trust Holdings, Inc. and its subsidiaries. The Chuo Mitsui Trust Financial Group also owns a portion of the Company's shares.

2) Main Activities

In the year under review, the Board of Directors met 15 times, and the Audit Committee 12 times, where the Outside Directors commented as necessary. The Outside Directors received explanations about the matters to be resolved at the board meetings from the staff in charge, etc. in advance. They also attended the monthly liaison conferences of Executive Officers in an effort to communicate and share information with the Executive Officers.

The Outside Directors who were members of the Audit Committee were supported by the full-time staff of the Audit Committee Office. The Outside Directors who were members of the Nomination Committee or the Compensation Committee were supported by the staff in charge, etc.

Name	Activities
Atsushi Shimizu	Attended the meeting of the Board of Directors 15 times and that of the Audit Committee 11 times. Commented as necessary based on his wealth of experience and knowledge as a specialist in law.
Kiichiro Furusawa	Attended the meeting of the Board of Directors 12 times and that of the Audit Committee 11 times. Commented as necessary based on his wealth of experience and knowledge as a specialist in finance and management.
Hiroshi Hirabayashi	Attended the meeting of the Board of Directors 14 times and that of the Audit Committee 11 times. Commented as necessary based on his wealth of experience and knowledge as an ex-diplomat including audits ambassador of diplomatic offices overseas.
Takeshi Sasaki	Attended the meeting of the Board of Directors 15 times. Commented as necessary based on his wealth of experience and knowledge as a specialist of political science and an administrator of a university.

3) Limited Liability Contracts

The Company has signed a limited liability contract with each of the four Outside Directors, Messrs. Atsushi Shimizu, Kiichiro Furusawa, Hiroshi Hirabayashi, and Takeshi Sasaki, to limit their liabilities as provided in Article 423, Paragraph 1 of the Company Law to 31.2 million yen or the minimum liability amount stated in Article 425, Paragraph 1 of the Company Law, whichever is larger.

(3) Executive Officers

		Responsibility	Representation or position held at other entities, etc.
Representative Executive Officer President and Chief Executive Officer (*)	Atsutoshi Nishida		
Representative Executive Officer Corporate Senior Executive Vice President (*)	Masashi Muromachi	Support of the President Responsible for the Electronic Devices & Components Group Managing Director, New Lighting Systems Managing Director, New Visual Device General Executive of the Quality Division General Executive of the Productivity Procurement & Environment Group	Chairman of Toshiba Hangzhou Co., Ltd. Chairman of Toshiba Dalian Co., Ltd.
Representative Executive Officer Corporate Senior Executive Vice President (*)	Hisatsugu Nonaka	Support of the President Responsible for the Digital Products Group Managing Director, New DVD General Executive of the CSR Division	
Representative Executive Officer Corporate Senior Executive Vice President (*)	Norio Sasaki	Support of the President Responsible for the Social Infrastructure Group General Executive of the Innovation Division General Executive of the Export Control Group	President of TSB Nuclear Energy Investment US Inc.
Representative Executive Officer Corporate Executive Vice President (*)	Fumio Muraoka	General Executive of the Finance & Accounting Group	
Executive Officer Corporate Executive Vice President (*)	Masao Namiki	General Executive of the Strategic Planning & Communications Group General Executive of the Information and Security Group	
Executive Officer Corporate Executive	Chikahiro Yokota	Responsible for the Consumer Electronics Group	President of Toshiba Consumer Electronics

		Responsibility	Representation or position held at other entities, etc.
Vice President			Holdings Corporation
Executive Officer Corporate Executive Vice President	Ichiro Tai	General Executive of the Technology & Intellectual Property Group	
Executive Officer Corporate Executive Vice President (*)	Kazuo Tanigawa	Managing Director, the Network Services & Content Project Manager, Risk Management Project Team General Executive of the Legal Affairs Group General Executive of the Human Resources Group	
Executive Officer Corporate Executive Vice President	Yoshihiro Maeda	General Executive of the Marketing Group	
Executive Officer Corporate Senior Vice President	Yoshihide Fujii	President and CEO of Digital Media Network Company of Toshiba	
Executive Officer Corporate Senior Vice President	Toshinori Moriyasu	Managing Director, Automotive Systems	
Executive Officer Corporate Senior Vice President	Shozo Saito	President and CEO of Semiconductor Company of Toshiba	Chairman of the Board Semiconductor Leading Edge Technologies, Inc.
Executive Officer Corporate Senior Vice President	Hidejiro Shimomitsu	President and CEO of Personal Computer & Network Company of Toshiba	
Executive Officer Corporate Senior Vice President	Hisao Tanaka	Responsible for the Procurement Group	Chairman of Taiwan Toshiba International Procurement Corporation
Executive Officer Corporate Senior Vice President	Toshiharu Watanabe	President and CEO of Social Infrastructure Systems Company of Toshiba	
Executive Officer Corporate Senior Vice President	Hideo Kitamura	President and CEO of Transmission Distribution & Industrial Systems Company of Toshiba	
Executive Officer Corporate Vice President	Nobuhiro Yoshida	General Manager of Technology Planning Division	
Executive Officer Corporate Vice President	Michiharu Watanabe	General Manager of Corporate Sales and Marketing Division	
Executive Officer Corporate Vice President	Koji Iwama	Executive Vice President of Semiconductor Company of Toshiba	
Executive Officer Corporate Vice President	Satoshi Niikura	Corporate Representative-Europe	President & CEO of Toshiba Europe LTD.

		Responsibility	Representation or position held at other entities, etc.
Executive Officer Corporate Vice President	Keizo Tani	Executive Vice President of Semiconductor Company of Toshiba	
Executive Officer Corporate Vice President	Hidemi Miura	Management Director, Display Devices and Components Control Center	
Executive Officer Corporate Vice President	Shoji Yoshioka	Executive Vice President of Digital Media Network Company of Toshiba	
Executive Officer Corporate Vice President	Kosei Okamoto	President and CEO of Mobile Communications Company of Toshiba	
Executive Officer Corporate Vice President	Kazuyoshi Yamamori	Executive Vice President of Digital Media Network Company of Toshiba	
Executive Officer Corporate Vice President	Shiro Kawashita	General Manager of Kansai Branch Office	Director and Corporate Senior Executive Vice President of Denshi Kaikan Corporation
Executive Officer Corporate Vice President	Ryuichi Nakata	Executive Vice President of Transmission Distribution & Industrial Systems Company of Toshiba	
Executive Officer Corporate Vice President	Tsutomu Sanada	Executive Vice President of Personal Computer & Network Company of Toshiba	
Executive Officer Corporate Vice President	Akira Sudo	Director of Corporate Research & Development Center	Chairman of Toshiba Research Europe Ltd.
Executive Officer Corporate Vice President	Makoto Kubo	General Manager of Corporate Audit Division	
Executive Officer Corporate Vice President	Yasuharu Igarashi	President and CEO of Power Systems Company of Toshiba	
Executive Officer Corporate Vice President	Hiroshi Saito	General Manager of Export Control Division	
Executive Officer Corporate Vice President	Atsuhiko Izumi	Executive Vice President of Power Systems Company of Toshiba	
Executive Officer Corporate Vice President	Masahiko Fukakushi	Corporate Representative-Americas	Chairman and CEO of Toshiba America, Inc. President of Toshiba Nuclear Energy Holdings (UK) Limited President of Toshiba Nuclear Energy Holdings (US) Inc.
Executive Officer Corporate Vice President	Kiyoshi Kobayashi	General Manager of Memory Division, Semiconductor Company of Toshiba	
Executive Officer Corporate Vice President	Masakazu Kakumu	General Manager of System LSI Division, Semiconductor Company of Toshiba	

(Notes) 1. (*) indicates that the Executive Officer concurrently serves as a Director.

2. Executive Officer, Corporate Vice President, Mr. Shunichi Kimura resigned as of April 30, 2008.

3. Following eight (8) Executive Officers were retired from their respective offices due to expiry of the term of office at the close of the first meeting of the Board of Directors held after the Ordinary General

Meeting of Shareholders for the 169th fiscal period held on June 25, 2008: Representative Executive Officer, Corporate Senior Executive Vice President, Messrs. Shigeo Koguchi, Yoshiaki Sato, Masao Niwano, Toshio Yonezawa and Executive Officer, Corporate Executive Vice president, Mr. Makoto Azuma, and Executive Officer, Corporate Vice President, Messrs. Shunsuke Kobayashi, Toru Uchiike, and Mutsuhiro Arinobu.

4. Following twelve (12) Executive Officers were newly elected and assumed office at the first meeting of the Board of Directors held after the Ordinary General Meeting of Shareholders for the 169th fiscal period: Executive Officer, Corporate Executive Vice President, Mr. Yoshihiro Maeda, and Executive Officers, Corporate Vice Presidents, Messrs. Shiro Kawashita, Ryuichi Nakata, Tsutomu Sanada, Akira Sudo, Makoto Kubo, Yasuharu Igarashi, Hiroshi Saito, Atsuhiko Izumi, Masahiko Fukakushi, Kiyoshi Kobayashi, and Masakazu Kakumu.

5. The following changes were made effective as of April 2009.

		Responsibilities	Representation or position held at other entities, etc.
Representative Executive Officer Corporate Senior Executive Vice President	Hisatsugu Nonaka	Support of the President Responsible for the Digital Products Group General Executive of the CSR Division Project Manager, Spend Management Promotion Project Team	
Executive Officer Corporate Senior Vice President	Hisao Tanaka	Sub-Project Manager, Spend Management Promotion Project Team Responsible for the Procurement Group	Chairman of Taiwan Toshiba International Procurement Corporation

6. The following changes were made effective as of May 2009.

		Responsibilities	Representation or position held at other entities, etc.
Executive Officer Corporate Executive Vice President	Chikahiro Yokota	Assistant to the President	
Executive Officer Corporate Executive Vice President	Yoshihiro Maeda	Responsible for the Consumer Electronics Group General Executive of Marketing Group	

8. Compensation Policy and the Amount of Compensation

(1) Compensation Policy

The Compensation Committee establishes compensation policy regarding compensation of each Director and/or Executive Officer as follows;

Since the main responsibility of Directors is to supervise the execution of the overall Group's business, compensation for Directors is determined at an adequate level to secure highly competent personnel and ensure effective work of the supervisory function.

Since the responsibility of Executive Officers is to increase corporate value in their capacity as executives responsible for companies or divisions within the Group, compensation for Executive Officers is divided into the fixed compensation and the performance-based compensation, and determined at an adequate level to secure highly competent personnel and ensure effective function of their compensation package as an incentive to improve business performance.

i. Director's Compensation

The fixed compensation is paid to Directors who do not concurrently hold office as an Executive Officer based on his/her status as a full-time or part-time Director and his/her duties.

The fixed compensation is paid to Directors who concurrently hold office as an Executive Officer in addition to the Executive Officer's compensation specified in (ii).

ii. Executive Officer's Compensation

Executive Officer's compensation is comprised of the basic compensation based on the Executive Officer's rank (eg. Representative Executive Officer, President and Chief Executive Officer, Representative Executive Officer, Corporate Senior Executive Vice President) and the service compensation calculated according to his/her duties as an Executive Officer.

40-45% of the service compensation will fluctuate from zero (no compensation) to 2 times according to the year-end performance of the Company or of the division for which the Executive Officer is responsible.

iii. Compensation Standards

Compensation standards are determined at suitable levels as a global company, with the aim of securing highly competent management personnel. The compensation standards of other listed companies and payroll and benefits of employees are considered when determining the Company's compensation standards of management.

(2) Amount of Compensation Paid

Item	Number of Directors/Executive Officers	Amount
	Persons	Millions of yen
Directors	18	292
(Outside Directors)	(4)	(61)
Executive Officers	46	1,197

(Note) The amount of the compensation paid to the Executive Officers includes part of the performance-based compensation paid to the Executive Officers who retired in the previous fiscal year after their retirement.

9. The Company's accounting auditor

(1) Name of the Company's accounting auditor

Ernst & Young ShinNihon LLC

(Note) 1. Of the main Group companies, following companies were audited by accounting auditors other than Ernst & Young ShinNihon LLC: Toshiba America Business Solutions, Inc., AFPD Pte., Ltd., Toshiba Nuclear Energy Holdings (US), Inc., Toshiba Nuclear Energy Holdings (UK), Limited, Toshiba America Medical Systems, Inc., Toshiba America, Inc., Toshiba International Finance (UK) Plc., Toshiba Capital (Asia) Ltd., and Taiwan Toshiba International Procurement Corporation.

2. Ernst & Young ShinNihon changed the corporate name to Ernst & Young ShinNihon LLC following its shift to a limited liability auditing firm as of July 2008.

(2) Amount of economic benefits paid by the Group to accounting auditors

Category	Fees paid for audit & assurance services (million yen)	Fees paid for non-audit services (million yen)	Total (million yen)
Toshiba	912	22	934
Consolidated subsidiaries	544	49	593
Total	1,456	71	1,527

(Note) The audit engagement between the Company and its accounting auditors does not distinguish the fees for auditing required under the Company Law from the fees for auditing required under the Financial Instruments and Exchange Law. Because of this, the amount shown as "fees paid for audit & assurance services" is the total amount of these two types of fees.

(3) Non-audit services

The Company receives advice from Ernst & Young ShinNihon LLC about, among others, the assessment of internal controls over the financial reporting under the Financial Instruments and Exchange Law.

(4) Policy of the dismissal or non-reappointment of accounting auditors

i. The Audit Committee will, if it considers that any accounting auditor comes under any of the items of Article 340, Paragraph 1 of the Company Law, dismiss such accounting auditor by the agreement of all of its members.

ii. The Audit Committee will, if it considers that any accounting auditor comes under any of the following items, decide to propose the appointment of a new accounting auditor and the dismissal and non-reappointment of such accounting auditor at the General Meeting of Shareholders:

a. If the accounting auditor received an administrative punishment for violation of any law or regulation;

b. If the accounting auditor was punished, etc. in accordance with the regulations of the Japanese Institute of Certified Public Accountants;

c. If the Company receives from the accounting auditor a notice to the effect that the auditor does not continue the audit engagement with the Company; or

d. If the Company intends to make the audit service more proper or more efficient.

10. System for Ensuring the Appropriate Performance of the Company's Business (Internal Control System), etc.

(1) Systems to Ensure the Appropriateness of Business Operations

The Board of Directors resolved systems to ensure the appropriateness of business operations as follows:

i. System to ensure that Executive Officers' compliance with laws and regulations and the Articles of Incorporation.

a. Executive Officers periodically report to the Board of Directors on their execution of their duties and are required to report on necessary items to the Board of Directors, as necessary.

b. The General Manager of the Corporate Audit Division periodically reports to the Board of Directors on management audit results.

c. The Audit Committee periodically interviews Executive Officers and the General Manager of the Corporate Audit Division reports to the Audit Committee on management audit results.

d. Executive Officers report to the Audit Committee on any material violation of laws and regulations without delay in accordance with the Rules concerning Reporting to the Audit Committee.

ii. System for retention and management of information concerning Executive Officers' execution of their duties.

a. In accordance with the Rules concerning the Document Retention Period, Executive Officers appropriately retain and manage material documentation, such as information materials for the Management Meetings and decision-making documents, and other documents such as account books and records.

b. Executive Officers run a system that allows Directors to access important information, such as information materials for the Management Meetings, decision-making documents, financial statements and records and business reports.

iii. Rules and other systems concerning risk of loss management

a. In accordance with the Basic Rules concerning Risk-Compliance Management, the Chief Risk-Compliance Management Officer (hereinafter referred to as the "CRO") formulates and promotes measures concerning crisis and risk management in his/her capacity as the chairman of the Risk-Compliance Committee.

b. Executive Officers formulate and promote measures necessary for continuously clarifying business risk factors and minimizing loss in the event that risk is realized in accordance with Basic Rules of Business Risk Management.

iv. System to ensure that Executive Officers efficiently execute their duties

a. The Board of Directors determines the basic management policy and approves the mid-term business plan and annual budgets prepared by the Executive Officers.

b. The Board of Directors delegates authority and responsibilities to each Executive Officer in an appropriate manner and Executive Officers clarify the authority and responsibilities of the Executive Officers and employees in accordance with the Rules concerning Responsibilities of Division and the Rules concerning Managerial Duties.

c. Executive Officers set concrete targets and roles of organizations and employees.

d. Executive Officers make decisions on business operations based on appropriate procedures in accordance with the Board of Directors Rules, the Corporate Decision Making Rule, the In-house Company Decision Making Rule and other rules.

e. Executive Officers follow up annual budget implementation and appropriately evaluate performance evaluation by means of monthly meetings and the Performance Evaluation Committee.

f. Executive Officers promote strengthening of information security systems and operate the accounting system, the authorization system and other information processing systems in an appropriate manner.

v. System to ensure that employees' performance of their duties conforms to laws and regulations and the Articles of Incorporation

a. The Representative Executive Officer, President & CEO ensures, through continuous execution of employee education, etc., that employees comply with the Toshiba Group Standards of Conduct clarifying values and codes of conduct to be shared by all officers and employees.

b. The CRO formulates and promotes measures concerning compliance with laws and regulations in his/her capacity as the chairman of the Risk-Compliance Committee in accordance with the Basic Rules concerning Risk-Compliance Management.

c. The Executive Officer in charge endeavors to detect problems early and deal with them in an appropriate manner by making use of the whistle-blower system.

vi. System to ensure the appropriateness of business operations of Toshiba Group

a. Toshiba Corp. requests its subsidiaries to adopt and implement the Toshiba Group Standards of Conduct.

b. Toshiba Corp. requests its subsidiaries to report to Toshiba Corp. in accordance with the Operational Communication Arrangement in the event that material issues arise in their business operations.

c. Toshiba Corp. formulates appropriate measures for internal control, including that of its subsidiaries, and requests its subsidiaries to promote the measures according to their situations.

d. Toshiba Corp. requests its subsidiaries to establish audit systems in accordance with the Toshiba Group Auditors' Audit Policy.

e. Toshiba Corp. executes management audits of its subsidiaries, as necessary.

(2) Items Necessary for the Audit Committee's Performance of its Duties

The Board of Directors resolved items necessary for the Audit Committee’s performance of its duties as follows;

i. Employees assigned to assist the Audit Committee in the performance of its duties

a. In order to assist the Audit Committee in the performance of its duties, the Audit Committee Office consisting of around five staff is established. No director is assigned to assist the Audit Committee in the performance of its duties.

ii. Independence of employees mentioned in the preceding paragraph from Executive Officers

a. Personnel transfer of employees of the Audit Committee Office is discussed with the Audit Committee in advance.

iii. System for reporting by Executive Officers and employees to the Audit Committee and other systems concerning reporting to the Audit Committee

a. Executive Officers and employees report to the Audit Committee in accordance with the Rules concerning Reporting to the Audit Committee in the event that any material issue arises that may affect operation and financial performance.

b. The Representative Executive Officer, President & CEO provides members of the Audit Committee designated by the Audit Committee with opportunities to attend important meetings, including the Management Committee meetings.

iv. Other system to ensure that audits by the Audit Committee are conducted effectively

a. The Representative Executive Officer, President & CEO periodically dialog with the Audit Committee.

b. Executive Officers and employees report the execution of their duties to the Audit Committee by means of the periodical interviews conducted by the Audit Committee and circuit interviews.

c. The General Manager of the Corporate Audit Division discusses the policy and the plan for management audits at the beginning of each fiscal year with the Audit Committee in advance and timely reports the management audit results to the Audit Committee.

d. The Audit Committee has accounting auditors provide explanations and reports concerning the accounting audit plan at the beginning of each fiscal year, the situation of accounting audits during each term and the results of the accounting audits at the end of each fiscal year.

e. The Executive Officer in charge provides explanations to the Audit Committee concerning the interim settlement of accounts and settlement of accounts at the end of fiscal year as well as quarterly settlement of accounts prior to the approval by the Board of Directors.

f. The Representative Executive Officer, President & CEO informs the Audit Committee in advance and provides explanations concerning the assignment of the General Manager of the Corporate Audit Division, taking into consideration the independence of the General Manager of the

Corporate Audit Division from other Executive Officers and organizations.

11. Basic Policy on the Control of the Company and Takeover Defense Measure

(1) Basic Policy

In order for the Toshiba Group (the "Group") to earn appropriate profit for return to our shareholders, and to achieve sustainable, continuous growth in the corporate value and common interests of shareholders, we believe it is essential to maintain and develop a proper and good relationship with our shareholders and with other stakeholders, such as customers, business partners, vendors, employees and regional communities, and to adequately consider the interests of these stakeholders.

Also, when we receive a proposal for acquisition for the Company’s shares, in order to make a suitable determination regarding the effect that such acquisition would have on the value of the Company and the common interests of our shareholders, we believe it is necessary to gain an adequate understanding of the synergies that could potentially be achieved through a combination of business fields, the current business condition of the Group, and other factors that contribute to the corporate value of the Company.

In light of the required considerations described above, the Company’s Board of Directors believes that any party acquiring a large amount of the Company’s shares, or making a proposal to do so, that does not contribute to protecting and enhancing the corporate value of the Company and the common interests of shareholders, is an inappropriate party to be in control of decisions about the financial and business policy of the Company.

(2) Undertakings to Contribute to Achieving the Company’s Basic Policies

The Group will achieve sustainable growth through proactive management, and continue the structural reforms it has been promoting to date. In order to survive in the face of intense competition, the Group will further increase the speed of management decision-making and seek market leadership. Toward those ends, the Group will consistently create differentiated products and implement measures to strengthen Group businesses and generate profit.

In order to continue the sustained development of the Group, it is essential that we increase our social trust by positively contributing to the communities of the countries and regions around the world, and by discharging our corporate social responsibilities. The Group will promote activities for continuous compliance with laws and regulations, respect for human rights, protection of the environment, and contributions to society.

(3) Measures to Prevent Persons Considered Inappropriate, in Light of the Company’s Basic Policies (Takeover Defense Measure)

The Company introduced a plan for countermeasures to any large-scale acquisitions of the Company's shares (the "Plan"), based on the shareholders' approval for the basic concept of the Plan at the Ordinary General Shareholders Meeting held in June 2006, for the purpose of protection and enhancement of the corporate value of the Company and the common interests of shareholders.

The Plan was introduced for the purpose of protecting and enhancing the corporate value of the Company and the common interests of its shareholders by explicitly setting forth the procedures to be followed when a large-scale acquisition of the Company's shares is made, ensuring that shareholders are provided with necessary and adequate information and sufficient time to make appropriate decisions, and securing the opportunity for the Company to negotiate with the acquirer.

Specifically, if an acquirer starts or plans to start an acquisition or a takeover bid that would result in the acquirer holding 20% or more of the Company's total outstanding shares, the Company will require the acquirer to provide the necessary information in advance to its Board of Directors. The Board of Directors will then establish a Special Committee solely comprised of three or more independent outside directors. The Special Committee will, at its discretion, obtain advice from outside experts, evaluate and consider the details of the acquisition, disclose to the Company's shareholders the necessary information regarding the acquisition, as well as the alternative proposal prepared by the Company's Representative Executive Officer, and then negotiate with the acquirer. If the acquirer does not comply with the procedures under the Plan, or the Special Committee decides that the acquisition would damage the corporate value of the Company or the common interests of its shareholders, the Special Committee will recommend to the Board of Directors that the Company implement countermeasures (a gratis allotment of stock acquisition rights (*shinkabu yoyakuken no mushou wariate*), a condition of which will be that they cannot be exercised by acquirers or the like) and protect the corporate value of the Company and the common interests of shareholders.

(4) Reasonableness of the Plan

For the reasons set out below, the Company's Board of Directors believes that the Plan is based on the Company's basic policies and does not prejudice the corporate value or the common interests of shareholders of the Company, and it also believes that the introduction of the Plan is not for the purpose of maintaining the status held by the management of the Company.

a. Reflection of the intent of shareholders

The Plan was introduced upon the shareholders' approval for the basic concept of the Plan at the Ordinary General Shareholders Meeting held in June 2006.

b. Disclosure of information and decision making based on the decisions of independent outside parties

Through establishing the Special Committee solely comprised of three or more independent outside directors who are in a position to monitor the Executive Officers of the Company, the Company may exclude arbitrary decisions by the management of the Company and thereby ensure the objectivity and reasonableness of the Special Committee's judgments. At the same time, the Company believes that the Special Committee, through its understanding of the current status of the Company and the essentials that comprise the Company's corporate value, will be able to appropriately judge the effect that an acquisition may have on the Company's corporate value and the common interests of its shareholders.

Furthermore, for the purpose of increasing transparency in judgments made by the Special Committee, the Company will promptly disclose outlines of the Acquisition Statement provided by the acquirer, the opinion of the Company's Representative Executive Officer on the details of an acquisition made by the acquirer, outline of an alternative proposal, and any other matters that the Special Committee deems appropriate to disclose to its shareholders.

c. Establishment of reasonably objective requirements for triggering the Plan

The Plan is so constituted that it will not be triggered unless previously determined reasonable and objective requirements have been satisfied. Consequently, the Plan eliminates arbitrary triggering by the Company's management.

(Note) 1. The above is just the summary of our Takeover Defense Measure. For details, please refer to the Company's web site: (http://www.toshiba.co.jp/about/press/2006_04/pr_j2802.htm).

2. The plan will lose its validity at the close of the Ordinary General Meeting of Shareholders for the 170th fiscal period held on June 24, 2009, we will propose the renewal of the plan at the meeting.

12. The Group's Employees As of March 31, 2009

Segment	Number of Employees
	Persons
Digital Products	47,757
Electronic Devices	35,178
Social Infrastructure	74,172
Home Appliances	26,959
Others	11,967
Group-wide (shared)	3,423
Total	199,456

(Note) The Company has 33,520 employees.

13. Main Places of Business and Facilities of the Group

As of March 31, 2009

(1) The Company

Segment	Major Distribution	
Company-wide	Offices	Principal Office (Minato-ku, Tokyo), Hokkaido Branch Office (Sapporo), Tohoku Branch Office (Sendai), Shutoken Branch Office (Saitama), South-Shutoken Branch Office (Yokohama), Hokuriku Branch Office (Toyama), Chubu Branch Office (Nagoya), Kansai Branch Office (Osaka), Chugoku Branch Office (Hiroshima), Shikoku Branch Office (Takamatsu), Kyushu Branch Office (Fukuoka)
	Laboratories	Corporate Research & Development Center (Kawasaki), Software Engineering Center (Kawasaki), Corporate Manufacturing Engineering Center (Yokohama), Yokohama Complex (Yokohama), Himeji Operations (Himeji)
Digital Products	Laboratories	Core Technology Center (Ome), PC Development Center (Ome)
	Production Facilities	Fukaya Operations (Fukaya), Ome Complex (Ome), Hino Operations (Hino)
Electronic Devices	Laboratories	Center For Semiconductor Research & Development (Kawasaki), Process & Manufacturing Engineering Center (Yokohama)
	Production Facilities	Microelectronics Center (Kawasaki), Yokkaichi Operations (Yokkaichi), Kitakyushu Operations (Kitakyushu), Oita Operations (Oita)
Social Infrastructure	Laboratories	Power and Social Systems Research and Development Center (Yokohama), Isogo Nuclear Engineering Center (Yokohama)
	Production Facilities	Fuchu Complex (Fuchu, Tokyo), Komukai Operations (Kawasaki), Hamakawasaki Operations (Kawasaki), Keihin Product Operations (Yokohama), Mie Operations (Asahi Cho, Mie)

(2) The Group Companies

The names and locations of the main companies in the Group are noted in 4. Outline of Main Group Companies.

Consolidated Balance Sheet

Consolidated Statement of Income

Consolidated Statement of Shareholders' Equity

Notes to Consolidated Financial Statements

For the year ended March 31, 2009

The 170th term

Toshiba Corporation

Consolidated Balance Sheet

As of March 31, 2009

Assets	(Millions of yen)
Current assets	2,720,631
Cash and cash equivalents	343,793
Notes and accounts receivable, trade	1,083,386
Notes	64,260
Accounts	1,038,396
Allowance for doubtful notes and accounts	(19,270)
Inventories	758,305
Deferred tax assets	141,008
Prepaid expenses and other current assets	394,139
Long-term receivables and investments	534,853
Long-term receivables	3,987
Investments in and advances to affiliates	340,756
Marketable securities and other investments	190,110
Property, plant and equipment	1,089,579
Land	98,116
Buildings	996,709
Machinery and equipment	2,698,626
Construction in progress	114,617
Less - Accumulated depreciation	(2,818,489)
Other assets	1,108,162
Deferred tax assets	352,948
Others	755,214
Total assets	5,453,225

Consolidated Balance Sheet (Continued)

As of March 31, 2009

Liabilities	(Millions of yen)
Current liabilities	3,067,773
Short-term borrowings	747,971
Current portion of long-term debts	285,913
Notes payable, trade	40,291
Accounts payable, trade	963,573
Accounts payable, other and accrued expenses	366,219
Accrued income and other taxes	38,418
Advance payments received	268,083
Other current liabilities	357,305
Long-term liabilities	1,626,171
Long-term debt	776,768
Accrued pension and severance costs	719,396
Other liabilities	130,007
Total liabilities	4,693,944
Minority interest in consolidated subsidiaries	311,935
Shareholders' equity	
Common stock	280,281
Authorized: 10,000,000,000 shares	
Issued: 3,237,602,026 shares	
Additional paid-in capital	291,137
Retained earnings	395,134
Accumulated other comprehensive loss	(517,996)
Treasury stock, at cost	(1,210)
1,910,852 shares	
Total shareholders' equity	447,346
Commitments and contingent liabilities	
Total liabilities, minority interest and shareholders' equity	5,453,225

Consolidated Statement of Income

For the year ended March 31, 2009

	(Millions of yen)
Sales and other income	6,830,469
Net sales	6,654,518
Interest and dividends	19,432
Equity in earnings of affiliates	9,596
Other income	146,923
Costs and expenses	7,109,721
Cost of sales	5,366,087
Selling, general and administrative	1,538,617
Interest	33,693
Other expense	171,324
Loss from continuing operations, before income taxes and minority interest	(279,252)
Income taxes:	54,323
Current	52,308
Deferred	2,015
Loss from continuing operations, before minority interest	(333,575)
Minority interests in income of consolidated subsidiaries	(3,795)
Loss from continuing operations	(329,780)
Loss from discontinued operations, net of tax	(13,779)
Net loss	(343,559)

<u>Consolidated Statement of Shareholders' Equity</u>

For the year ended March 31, 2009

(Millions of yen)

	Common stock	Additional paid-in capital	Retained earnings	Accumulated other comprehensi-ve loss	Treasury stock	Total
Balance at March 31, 2008	280,126	290,936	774,461	(322,214)	(1,044)	1,022,265
Comprehensive income (loss)						
Net loss			(343,559)			(343,559)
Other comprehensive income (loss), net of tax:						
Net unrealized gains and losses on securities				(31,822)		(31,822)
Foreign currency translation adjustments				(105,221)		(105,221)
Pension liability adjustment				(57,739)		(57,739)
Net unrealized gains and losses on derivative instruments				(1,000)		(1,000)
Comprehensive loss						(539,341)
Dividends			(35,592)			(35,592)
Conversion of convertible bonds and others	155	201				356
Purchase of treasury stock, net, at cost			(176)		(166)	(342)
Balance at March 31, 2009	280,281	291,137	395,134	(517,996)	(1,210)	447,346

Notes to Consolidated Financial Statements

1. Notes to Significant Matters Supporting the Basis of Preparation of Consolidated Financial Statements

(Significant Accounting Policies)

1) Standard of preparation of the consolidated balance sheet and the consolidated statement of income

The Group prepares the consolidated balance sheet and the consolidated statement of income based on the language, form and preparation method in accordance with accounting principles generally accepted in the U.S. in light of Article 120, Paragraph 1 of the Regulations for Corporate Accounting. However, according to this paragraph, the Company omits a part of presentation and notes required by accounting principles generally accepted in the U.S.

2) Inventories

Raw materials and finished products and work in process held for sale are stated at the lower of cost or market, cost being determined principally by the average method. Finished products and work in process for contract items are stated at the lower of cost or estimated realizable value, cost being determined by accumulated production costs.

3) Marketable Securities and Other Investments

In accordance with Statement of Financial Accounting Standards (“SFAS”) No. 115 (Accounting for Certain Investments in Debt and Equity Securities), the Company classifies all of its marketable securities as available-for-sale which are reported at fair value, with unrealized gains and losses included in accumulated other comprehensive income (loss), net of taxes. Other investments without quoted market prices are stated at cost. Realized gains or losses on the sale of securities are based on the average cost of a particular security held at the time of sale.

4) Method of depreciation for property, plant and equipment

Depreciation for property, plant and equipment associated with domestic operations is computed generally by the 250% declining-balance method with estimated residual value reduced to a nominal value. Depreciation for property, plant and equipment for foreign subsidiaries is generally computed using the straight-line method.

Effective April 1, 2008, the Company has revised the useful lives of certain manufacturing equipment of the Company and its domestic subsidiaries and shortened them from the year under review. The Company recognized that the economic lives of manufacturing equipment are becoming substantially shorter due to increased global competition faced by the Company's products. As a result, loss from the continuing operations before income taxes and minority interest as well as loss from the continuing operations deteriorated by 6,024 million yen and 3,953 million yen, respectively, compared to the figures calculated using the former method.

5) Impairment of Long-Lived Assets

Long-lived assets, other than goodwill and indefinite-lived intangible assets, are evaluated for impairment using an estimate of undiscounted cash flows whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. If the estimate of undiscounted cash flow is less than the carrying amount of the asset, an impairment loss is recorded based on the fair value of the asset. Fair value is determined primarily by using the anticipated cash flows discounted at a rate commensurate with the risk involved. For assets held for sale, an impairment loss is further increased by costs to sell. Long-lived assets to be disposed of other than by sale are consolidated as held and used until disposed of.

6) Goodwill and Other Intangible Assets

In accordance with “SFAS” No. 142 (Goodwill and Other Intangible Assets), goodwill and recognized intangible assets determined to have an indefinite useful life are no longer amortized, but instead are tested for impairment at least annually. Intangible assets with finite lives are amortized over their respective estimated useful lives.

7) Allowance for Doubtful Accounts

An allowance for uncollectible trade receivables is recorded based on a combination of the write-off history, aging analysis, and an evaluation of any specific known troubled accounts. When all collection options are exhausted including legal recourse, the accounts or portions thereof are deemed to be uncollectible and charged against the allowance.

8) Accrued Pension and Severance Costs

The Company sponsors various retirement benefit and pension plans covering substantially all employees. Current service costs of the plans are accrued in the period. Prior service costs resulting from amendments to the plans are amortized over the average remaining service period of employees expected to receive benefits. Unrecognized actuarial losses that exceed 10 percent of the greater of the projected benefit obligation or the fair value of plan assets are also amortized over the average remaining service period of employees expected to receive benefits.

9) Net Loss Per Share

Basic net loss per share (EPS) is computed based on the weighted-average number of shares of common stock outstanding during each period. Diluted EPS assumes the dilution that could occur if stock acquisition rights were exercised to issue common stock, unless their inclusion would have an antidilutive effect.

10) New Accounting Standard

The Company has adopted SFAS No. 157 (Fair Value Measurements) for the consolidated fiscal year beginning April 1, 2008, and beyond. SFAS No. 157 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. The adoption of SFAS No. 157 has no material impact on the Company's consolidated financial statements.

2. Notes to Consolidated Balance Sheet

1) Collateral assets and liabilities secured by collaterals

Collateral assets	Long-term receivables and investments	45	million yen
	Tangible fixed assets	290	million yen
	Total	335	million yen
Liabilities secured by collaterals	Short-term borrowing	283	million yen
	Total	283	million yen

2) Liabilities on guarantee and their kinds — 142,751 million yen

3) Accumulated other comprehensive loss includes Net unrealized gains and losses on securities, Foreign currency translation adjustments, Pension liability adjustment and Net unrealized gains and losses on derivative instruments.

4) Important disputes

In January 2007, the European Commission adopted a decision that imposed fines on 19 companies, including the Company, for infringing EU Competition Law in the gas insulated switchgear market. The decision imposed a fine of €86.25 million on the Company, plus a fine of €4.65 million jointly and severally with Mitsubishi Electric Corporation. Following its own investigation, the Company contends that it has not found any infringement of EU Competition Law, and it has brought an action to the European Court of First Instance seeking annulment of the European Commission’s decision.

3. Withdrawal from Mobile Broadcasting business

Since its establishment, Mobile Broadcasting Corporation (MBCO), a consolidated subsidiary of the Company, has strived to gain and serve an increasing number of customers in an effort to expand its broadcasting business for mobile devices. However, the number of subscribers has not reached a sufficient level to sustain operation and, following a thorough review of operation, the Company has decided to cease broadcasting. MBCO ended all its broadcasting services by the end of March 2009. After completing the various procedures, it will wind up its operation.

Operating results or the MBCO are accounted for in accordance with SFAS No. 144 (Accounting for the Impairment or Disposal of Long-Lived Assets) where the business is reclassified as discontinued operation in the consolidated financial statements. However, the amount of the assets and liabilities of MBCO are included in the consolidated financial statements together with those from continuing operations, as the amount does not have a material impact on consolidated financial statements of the Company.

Sales and other income	1,390	million yen
Costs and expenses	25,024	million yen
Loss from discontinued operation before income taxes and minority interest	(23,634)	million yen
Income taxes	9,855	million yen
Loss from discontinued operation, net of tax	(13,779)	million yen

Cash and cash equivalents	143	million yen
Other receivables	470	million yen
Other	289	million yen
Total	902	million yen

Other payables	10,631	million yen
Other	91	million yen
Total	10,722	million yen

4. Notes to net loss per share

Net loss per share from continuing operations		
Basic net loss per share	(101.92)	yen
Diluted net loss per share	(101.92)	yen
Net loss per share from discontinued operations		
Basic net loss per share	(4.26)	yen
Diluted net loss per share	(4.26)	yen
Net loss per share		
Basic net loss per share	(106.18)	yen
Diluted net loss per share	(106.18)	yen

5. Financial Covenants

While loan agreements entered into between the Company and financial institutions provide for financial covenants, and there was a concern that the consolidated financial position for FY2008 would constitute a breach of such financial covenants, the Company and the relevant financial institutions have, upon agreement, amended such financial covenants prior to the finalization of such results, and any possible breach of financial covenants was avoided.

(For reference) Consolidated Statement of Cash Flow

(From April 1, 2008 to March 31, 2009)

	(Millions of yen)
Cash flow from operating activities	(16,011)
Cash flow from investing activities	(335,308)
(Free cash flow)	(351,319)
Cash flow from financing activities	478,452
Effect of exchange rate changes on cash and cash equivalents	(31,989)
Net increase in cash and cash equivalents	95,144
Cash and cash equivalents at beginning of the period	248,649
Cash and cash equivalents at end of the period	343,793

Non-Consolidated Balance Sheet

Non-Consolidated Statement of Income

Non-Consolidated Statement of Changes in Net Assets

Notes to Non-Consolidated Financial Statements

For the year ended March 31, 2009

The 170th term

Toshiba Corporation

Statement of Changes in Net Assets
For the year ended March 31, 2009

	(Millions of yen)
Shareholders' equity	
Common stock	
Balance at end of the previous term	280,126
Changes in the term	
Issuance of new shares (exercise of stock acquisition rights)	155
Total changes in the term	155
Balance at end of the term	280,281
Capital surplus	
Additional paid-in capital	
Balance at end of the previous term	267,850
Changes in the term	
Issuance of new shares (exercise of stock acquisition rights)	155
Total changes in the term	155
Balance at end of the term	268,005
Retained earnings	
Other retained earnings	
Reserves for deferral of gains on sales of property	
Balance at end of the previous term	15,637
Changes in the term	
Reversal of reserves for deferral of gains on sales of property	(381)
Total changes in the term	(381)
Balance at end of the term	15,255
Reserves for special depreciation	
Balance at end of the previous term	6,422
Changes in the term	
Reversal of reserves for special depreciation	(3,261)
Total changes in the term	(3,261)
Balance at end of the term	3,161
Reserves for program and others	
Balance at end of the previous term	6
Changes in the term	
Reversal of reserves for program and others	(4)
Total changes in the term	(4)
Balance at end of the term	1

Statement of Changes in Net Assets (Continued)
For the year ended March 31, 2009

	(Millions of yen)
Retained earnings brought forward	
Balance at end of the previous term	220,917
Changes in the term	
Reversal of reserves for deferral of gains on sales of property	381
Reversal of reserves for special depreciation	3,261
Reversal of reserves for program and others	4
Dividends from surplus	(35,592)
Net loss	123,186
Disposal of treasury stock	(177)
Total changes in the term	(155,308)
Balance at end of the term	65,608
Treasury stock	
Balance at end of the previous term	(1,044)
Changes in the term	
Purchase of treasury stock	(609)
Disposal of treasury stock	443
Total changes in the term	(166)
Balance at end of the term	(1,210)
Total shareholders' equity	
Balance at end of the previous term	789,915
Changes in the term	
Issuance of new shares (exercise of stock acquisition rights)	310
Dividends from surplus	(35,592)
Net loss	123,186
Purchase of treasury stock	(609)
Disposal of treasury stock	265
Total changes in the term	(158,812)
Balance at end of the term	631,103

Statement of Changes in Net Assets (Continued)
For the year ended March 31, 2009

	(Millions of yen)
Difference of appreciation and conversion	
Net unrealized gains (losses) on investment securities	
Balance at end of the previous term	20,505
Changes in the term	
Change of items other than shareholders' equity (net)	(14,405)
Total changes in the term	(14,405)
Balance at end of the term	6,100
Deferred profit (loss) on hedges	
Balance at end of the previous term	3
Changes in the term	
Change of items other than shareholders' equity (net)	(250)
Total changes in the term	(250)
Balance at end of the term	(246)
Total net assets	
Balance at end of the previous term	810,424
Changes in the term	
Issuance of new shares (exercise of stock acquisition rights)	310
Dividends from surplus	(35,592)
Net loss	123,186
Purchase of treasury stock	(609)
Disposal of treasury stock	265
Change of items other than shareholders' equity (net)	(14,655)
Total changes in the term	(173,467)
Balance at end of the term	636,956

Balance Sheet
As of March 31, 2009

Assets	(Millions of yen)
Current assets	1,491,349
Cash and cash equivalents	73,568
Notes receivables	5,460
Accounts receivables	579,024
Finished products	152,219
Raw materials	31,159
Work in process	129,307
Advance payments	17,505
Prepaid expenses	13,549
Deferred tax assets	46,862
Other current assets	514,873
Allowance for doubtful accounts	(72,182)
Fixed assets	2,054,685
Tangible fixed assets	573,267
Buildings	190,361
Structures	16,986
Machinery and equipment	196,888
Delivery equipment	322
Tools, fixtures and furniture	53,239
Land	48,750
Lease assets	8,345
Construction in progress	58,373
Intangible fixed assets	47,834
Software	37,898
Lease assets	2
Other intangible fixed assets	9,934
Investments and others	1,433,583
Investment securities	124,124
Security investments in affiliates	875,700
Other investments	4,280
Other investments in affiliates	111,152
Long-term loans	115,799
Long-term prepaid expenses	3,328
Deferred tax assets	139,379
Other assets	60,548
Allowance for doubtful accounts	(732)
Total assets	3,546,035

Balance Sheet (Continued)
As of March 31, 2009

Liabilities	(Millions of yen)
Current liabilities	1,997,163
Notes payable	3,847
Accounts payable	599,600
Short-term loans	701,931
Commercial paper	259,000
Current portion of debentures	71,420
Lease obligations	2,077
Accrued liabilities	52,725
Accrued expenses	157,478
Corporate and other taxes payable	483
Advance payments received	91,747
Deposits received	2,754
Allowance for warranty and others	4,319
Allowance for losses on construction contracts	3,685
Allowance for losses on business of affiliates	39,857
Other current liabilities	6,236
Long-term liabilities	911,914
Debentures	195,010
Long-term loans	518,600
Lease obligations	6,319
Allowance for retirement benefits	183,613
Allowance for recycle of personal computers	4,041
Other long-term liabilities	4,330
Total liabilities	2,909,078
Net Assets	
Shareholders' equity	631,103
Common stock	280,281
Capital surplus	268,005
Additional paid-in capital	268,005
Retained earnings	84,026
Other retained earnings	84,026
Reserves for deferral of gains on sales of property	15,255
Reserves for special depreciation	3,161
Reserves for programs and others	1
Retained earnings brought forward	65,608
Treasury stock	(1,210)
Difference of appreciation and conversion	5,853
Net unrealized gains (losses) on investment securities	6,100
Deferred profit (loss) on hedges	(246)
Total net assets	636,956
Total liabilities and net assets	3,546,035

Statement of Income
For the year ended March 31, 2009

	(Millions of yen)
Net sales	3,213,768
Cost of sales	3,015,122
Gross margin	198,646
Selling, general and administrative expenses	526,335
Net operating loss	327,689
Non-operating income	366,341
Interest income	2,672
Dividend income	338,218
Miscellaneous income	25,451
Non-operating expenses	98,590
Interest expenses	17,276
Miscellaneous expenses	81,314
Recurring loss	59,938
Extraordinary gains	96,539
Gains from sales of investment securities	68,208
Gains from sales of fixed assets	28,331
Extraordinary losses	161,773
Losses from impairment of investment securities	107,690
Provision of allowance for losses on business of affiliates	29,861
Restructuring charges	24,222
Net loss before taxes	125,171
Corporate tax, inhabitant tax and business tax	(3,005)
Taxes deferred	1,020
Net loss	123,186

Notes to Non-Consolidated Financial Statements (1)

1. Notes to significant accounting policies

(1) Method of valuation of securities

Investment securities in affiliates	valued at acquisition cost based on the moving average method
Other securities	
Marketable securities	valued at market value at the end of fiscal year (The difference are recorded directly in net assets and acquisition costs are calculated by the moving average method)
Non-marketable securities	valued at acquisition cost based on the moving average method

(2) Method of valuation of derivative and others

Derivatives	valued at market value

(3) Method of valuation of inventories

Finished products	valued at acquisition cost either based on the specific identification method or on the moving average method
Work-in-process	valued at acquisition cost either based on the specific identification method or on the weighted average method
Raw materials	valued at acquisition cost based on the moving average method

Amounts carried on the balance sheet are stated after their devaluation based on the lowered profitability.

(Change of accounting treatment)

The Company has adopted ASBJ Statement No. 9 “Accounting Standard for Measurement of Inventories” (issued on July 5, 2006) beginning the year under review beyond. This standard allows the Company to devaluate the amount carried for maintenance and service parts and others over a reasonable period (e.g. maintenance period) on a regular basis so as to expense them more appropriately against the income. As a result, net operating loss, recurring loss, and net loss before taxes have increased by 5,256 million yen, respectively, from figures calculated using the former accounting treatment.

(4) Depreciation methods for fixed assets

Tangible fixed assets (excluding leased assets)	The declining balance method. However, for buildings acquired on or after April 1, 1998 (excluding appurtenant equipment), the straight-line method is applied. Service life of buildings and structures is from 3 years to 50 years. Service life of Machinery and equipment is from 3 years to 18 years. (Additional information) Following a change in statutory useful lives in line with the revision of Corporate Tax Law, the Company has revised the useful lives of part of the manufacturing equipment it owns and shortened them from the year under review. As a result, net operating loss, recurring loss, and net loss before taxes increased by 5,233 million yen, respectively, than figures calculated using the former accounting treatment.
Intangible fixed assets (excluding leased assets)	The straight-line method. However, for software for sales, the straight-line method based on estimated sales volume or remaining effective life (up to 3 years). For software for internal use, the straight line method based on service life (5 years).

Notes to Non-Consolidated Financial Statements (2)

Lease Assets

Lease assets under non-ownership transfer finance lease transactions

For accounting for such lease assets, the Company applies a straight-line method with the lease period as useful life and the residual value as 0.

(Change of Accounting Treatment)

The Company has adopted the ASBJ Statement No. 13 “Accounting Standard for Lease Transactions” (issued on June 17, 1993 and revised on March 30, 2007) and Guidance No.16 “Guidance on Accounting Standard for Lease Transactions” (issued on January 18, 1994 and revised on March 30, 2007). The change has no material impacts on the Company’s profits and loss.

(5) Recognition of allowance

Allowance for doubtful accounts	To prepare the bad debt expense, allowance for doubtful accounts are recorded. Allowance is recorded based on the write-off history in general and recorded for any specific known troubled accounts based on the evaluation of possibility of collection of specific accounts.
Allowance for warranty and others	To cover costs of after-sale service of products, estimated service cost during guarantee period is recognized based on historical record.
Allowance for losses on construction contracts	To cover the estimated loss of uncompleted engineering works as of the end of the fiscal year, the estimated loss is recognized.
Allowance for losses on business of subsidiaries and affiliates	To prepare for possible losses associated with business of subsidiaries and affiliates, the expected amount of loss to be incurred by the Company beyond the amount normally estimated based on its investment in such affiliates is recorded.
Allowance for retirement benefits	To cover retirement benefit, it is recorded based on estimated accrued pension and severance costs at the end of fiscal year. Prior service cost is amortized by straight line method over 10 years. Actuarial differences are amortized on a straight-line basis over 10 years from the fiscal year following the fiscal year in which they arise.
Allowance for recycle of personal computers	To cover costs of recycle of personal computers, the estimated recycle costs are recognized based on sales performance. (Additional information) The Company revised the estimated amount for the allowance during the year under review, as the Company is now capable of reasonably computing the estimated recycle costs based on the number of shipments and the collection ratio, 5 years from when the recycling system of home-use personal computers was introduced in Japan. Modification of 2,119 million yen for previous years is included in non-operating income.

Notes to Non-Consolidated Financial Statements (3)

(6) Revenue recognition

The percentage-of-completion method is applied for construction contracts with a high level of certainty of expected cash flow for the part completed by the end of the period (cost comparison method is used for estimating the progress rate of construction work).

(Change of Accounting Treatment)

Traditionally, the percentage-of-completion method has been suitable for long-term and large-scale construction work of 2 years or longer and 1 billion yen or more. As ASBJ Statement No.15 “Accounting Standard for Construction Contracts” (December 27, 2007), and ASBJ Guidance No. 18 “Guidance on Accounting Standard for Construction Contracts” (December 27, 2007) have been released and early adoption is allowed for the fiscal period beginning before April 1, 2009, the Company decided to introduce these standards early. As a result, the net sales increased by 39,425 million yen and net operating loss, recurring loss and net loss before taxes decreased by 7,755 million yen, respectively, over figures calculated using the former accounting treatment. The Company has also applied the standards to the progress of constructions in prior years, so there is no significant impact on the construction income and construction costs.

(7) Hedge accounting

Method

In principal, the Company applies the deferral hedge accounting method. In addition, when the forward exchange contracts meet the conditions for hedged items, the Company does not account for gains and losses on those forward exchange contracts on a fair value basis, but converts hedged items using the rates of those forward exchange contracts at the closing day.

Moreover, when interest swap agreements meet the conditions for hedged items, the Company does not account for gains and losses on those interest swap agreements on a fair value basis, but recognizes swap interest on an accrual basis.

Measures and objects

Measures	Forward exchange contracts, currency swap agreements, currency options and interest rate swap agreements, etc.
Objects	Monetary assets and liabilities denominated in foreign currency, commitments on future transactions denominated in foreign currency and borrowings, etc.

Policy

To reduce foreign currency risk and interest risk and to improve net interest expense, the Company employs derivative instruments within actual demand of the Company.

Evaluation of effectiveness

The Company compares the total amount of market change or change of cash flow of objects and the total amount of market change or change of cash flow of measures. Effectiveness of hedge is evaluated based on change of both. However, when interest rate swap agreements are recognized by the exceptional method described above, evaluation of effectiveness is skipped.

(8) Accounting of consumption tax

It is recorded without tax.

(9) Consolidated taxation system

The Company adopted the consolidated taxation system.

Non-Consolidated Financial Statements (4)

(10) Presentation of amount

Amounts under million are rounded down.

2. Notes to Balance Sheet

(1) Collateral assets and liabilities secured by collaterals:

Collateral assets:

Long-term loans	27 million yen
Security investments in affiliates	18 million yen

The above assets are collaterals pledged on loans of 180 million yen for affiliates.

(2) Accumulated depreciation for tangible fixed assets: 1,603,768 million yen

(3) Liabilities on guarantees and their kinds

The Company guarantees bonds and borrowings from financial institution, etc. as follows:

(Millions of yen)

Warrantee	Balance of liabilities on guarantees and their kinds
Westinghouse Electric Company, LLC	418,278
Flash Partners, Ltd.	60,381
Flash Alliance Ltd.	57,885
Toshiba Capital Corporation	55,758
Others	82,206
Total	674,509

(4) Important disputes

In January 2007, the European Commission adopted a decision that imposed fines on 19 companies, including the Company, for infringing EU Competition Law in the gas insulated switchgear market. The decision imposed a fine of €86.25 million on the Company, plus a fine of €4.65 million jointly and severally with Mitsubishi Electric Corporation. Following its own investigation, the Company contends that it has not found any infringement of EU Competition Law, and it has brought an action to the European Court of First Instance seeking annulment of the European Commission's decision.

Non-Consolidated Financial Statements (5)

(5) Monetary receivable and liabilities to subsidiaries and affiliates

Current monetary receivables	(Millions of yen)	696,630
Non-current monetary receivables	(Millions of yen)	123,659
Current monetary liabilities	(Millions of yen)	589,360

3. Notes to statement of income

Sales to subsidiaries and affiliates	(Millions of yen)	2,121,981
Purchases from subsidiaries and affiliates	(Millions of yen)	1,992,796
Non-operating transactions amounts with subsidiaries and affiliates	(Millions of yen)	483,647

4. Notes to statement of changes in net assets

(1) The class and number of issued shares as of the end of March 31, 2009

Common stock 3,237,602,026 shares

(2) The class and number of treasury stock as of the end of March31, 2009

Common stock 1,910,852 shares

(3) Resolution of dividend

Resolution	Total amount of dividend	Dividend per share	Record date	Effective Date
Board of Directors Meeting held on April 25, 2008	19,413 million yen	6.00 yen	March 31, 2008	June 2, 2008
Board of Directors Meeting held on October 29, 2008	16,178 million yen	5.00 yen	September 30, 2008	December 1, 2008
Board of Directors Meeting held on May 8, 2009 (Scheduled)	0 million yen	0.00 yen	March 31, 2009	–

(4) The class and number of the shares subject to the stock acquisition rights (excluding those of which the first day of the right exercise period has not been reached) as of the end of March 31, 2009

Common stock 245,857,398 shares

5. Notes to deferred income tax accounting

The main cause of accrual of the deferred tax assets is non-recognition of the allowance for retirement benefits, net loss carried forward, etc. while main cause of deferred tax liabilities is reserves pursuant to the Special Taxation Measures Law and other comprehensive income on securities, etc.

Non-Consolidated Financial Statements (6)

6. Notes to transaction with related parties

Subsidiaries and affiliated companies

(Millions of yen)

Type	Company	Holding ratio of voting rights*1	Relationship	Transaction	Amount	Accounts	Ending Balance
Subsidiary	Toshiba Capital (Asia) Ltd.	100%	Sales of products	Sales of products*3	373,455	Accounts receivables	22,572
Subsidiary	Toshiba International Finance (UK) Plc.	100%	Sales of products	Sales of products*3	379,925	Accounts receivables	12,398
				Borrowing of cash*4	–	Short-term loans	18,000
				Payment of interests*4	193	Accrued expense	0
Subsidiary	Toshiba America Information Systems, Inc.	100%	Sales of products	Sales of products*3	237,306	Accounts receivables	37,961
Subsidiary	Toshiba Capital Corporation	100%	Lending of cash	Lending of cash*4	–	Other current assets	119,000
						Long-term loans	10,000
				Receipt of interests*4	601	Other current assets	19
				Guarantees	55,758	–	–
Subsidiary	Mobile Broadcasting Corporation	90.0%	Lending of cash	Lending of cash*4	–	Other current assets	51,450
				Receipt of interests*4	413	Other current assets	0
Subsidiary	Taiwan Toshiba International Procurement Corporation	100%	Procurement	Procurement*5	898,016	Accounts payable	156,041
Subsidiary	Toshiba Plant Systems & Services Corporation	61.6%	Procurement	Procurement*5	80,703	Accounts payable	48,818
Subsidiary	Toshiba America Capital Corporation	100%	Borrowing of cash	Borrowing of cash*4	–	Short-term loans	75,885
				Payment of interests*4	580	Accrued expense	0
Subsidiary	Westinghouse Electric Company LLC	100%*2	Guarantees	Guarantees	418,278	–	–
Affiliate	Flash Partners Ltd.	50.1%	Lending of cash	Lending of cash*4	–	Long-term loans	62,050
				Receipt of interests*4	905	Other current assets	0
				Guarantees	60,381	–	–
Affiliate	Flash Alliance Ltd.	50.1%	Lending of cash	Lending of cash*4	–	Long-term loans	43,100
				Receipt of interests*4	194	Other current assets	0
				Guarantees	57,885	–	–
Affiliate	Toshiba Finance Corporation	35.0%	Paying agent of debt	Paying agent of debt	322,866	Accounts payable	76,498

*1. Voting rights includes voting rights held through subsidiaries of the Company.
*2.Toshiba Nuclear Energy Holdings (US) Inc., 67% of whose voting rights held by subsidiaries of the Company, holds all of the voting rights of Westinghouse Electric Company LLC.
*3. Conditions of sales of products are determined considering market price and same condition of arms-length transaction.
*4. Conditions of lending and/or borrowing of cash are determined considering market interest rate and same condition of arms-length transaction.
*5. Conditions of procurement are determined considering market price and same condition of arms-length transaction.

7. Notes to information per share

(1) Net assets per share 196.85 yen

(2) Net loss per share 38.07 yen

8. Financial Covenants

While loan agreements entered into between the Company and financial institutions provide for financial covenants, and there was a concern that the consolidated financial position for FY2008 would constitute a breach of such financial covenants, the Company and the relevant financial institutions have, upon agreement, amended such financial covenants prior to the finalization of such results, and any possible breach of financial covenants was avoided.

Copy

Report of Independent Auditors (Consolidated Financial Statements)

To: Mr. Atsutoshi Nishida
Representative Executive Officer
President and Chief Executive Officer
Toshiba Corporation

March 1, 2009

Ernst & Young ShinNihon LLC

Michio Ishizuka
Certified Public Accountant
Designated and Engagement Partner

Hiroshi Hamao
Certified Public Accountant
Designated and Engagement Partner

Jun Uemura
Certified Public Accountant
Designated and Engagement Partner

Hitoshi Uehara
Certified Public Accountant
Designated and Engagement Partner

Pursuant to Article 444, Paragraph 4 of the Companies Act, we have audited the consolidated balance sheet, the consolidated statement of income, the consolidated statement of shareholders' equity, and the notes to the Consolidated Financial Statements of Toshiba Corporation (the “Company”) applicable to the fiscal year from April 1, 2008 through March 31, 2009. These consolidated financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in Japan. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position and results of operations of the Toshiba Group, which consisted of the Company and consolidated subsidiaries, applicable to the fiscal year ended March 31, 2008 in conformity with U.S. generally accepted accounting principles (Please refer to Note 1. 1)) pursuant to Article 120, Paragraph 1 of the Regulations for Corporate Accounting.

We have no interest in the Company which should be disclosed in compliance with the Certified Public Accountants Law.

Copy

AUDIT REPORT (Consolidated Financial Statements)

We, the audit committee of the Company, have audited the consolidated financial statements (the consolidated balance sheet, the consolidated statement of income, the consolidated statement of shareholders' equity and the notes) during the 170th fiscal period, from April 1, 2008 to March 31, 2009.
We report the method and the results as follows:

1. Method and contents of audit

Pursuant to the audit policy, assigned duties and other rules that the audit committee decided, we have received reports on consolidated financial statements from executive officers and other personnel and requested them explanation. In addition, we have overseen and inspected whether the accounting auditor keeps their independency and conducts appropriate audit. We have received reports on execution of its duties from the accounting auditor and requested it explanation. Also, we have received notice from the accounting auditor that it maintains systems to ensure appropriateness of execution of duties (items described in each item of Article 131 of the Regulations for Corporate Accounting) in accordance with "Quality Control Standards for Audits"(October 28, 2005, Business Accounting Council), and requested it explanation.

Based on the method above, we have examined consolidated financial statements for the 170th fiscal period.

2. Results of audit

The method and results of the audit by Ernst & Young ShinNihon LLC, audit firm, the accounting auditor, are appropriate.

March 7, 2009

Audit Committee
Toshiba Corporation

Shigeo Koguchi
(full time)

Toshiharu Kobayashi
(full time)

Atsushi Shimizu

Kiichiro Furusawa

Hiroshi Hirabayashi

Note: Messrs. Atsushi Shimizu, Kiichiro Furusawa and Hiroshi Hirabayashi are outside directors prescribed by Article 2, Item 15 and Article 400, Paragraph 3 of Companies Act.

Copy

Report of Independent Auditors

To: Mr. Atsutoshi Nishida
Representative Executive Officer
President and Chief Executive Officer
Toshiba Corporation

March 1, 2009

Ernst & Young ShinNihon LLC

Michio Ishizuka
Certified Public Accountant
Designated and Engagement Partner

Hiroshi Hamao
Certified Public Accountant
Designated and Engagement Partner

Jun Kamimura
Certified Public Accountant
Designated and Engagement Partner

Hitoshi Uehara
Certified Public Accountant
Designated and Engagement Partner

Pursuant to Article 436, Paragraph 2, Item 1 of the Companies Act, we have audited the balance sheet, the statement of income, the statement of changes in net assets, the notes to the financial statements and the related supplementary schedules of Toshiba Corporation (the "Company") applicable to the 170th fiscal year from April 1, 2008 through March 31, 2009. These financial statements and the related supplementary schedules are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and the related supplementary schedules based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in Japan. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements and the related supplementary schedules are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements and the related supplementary schedules. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements and the related supplementary schedules. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements and the related supplementary schedules referred to above present fairly, in all material respects, the financial position and results of operations of Toshiba Corporation applicable to the 170th fiscal year ended March 31, 2008 in conformity with accounting principles generally accepted in Japan.

As discussed in Note 1.4) to the financial statements, with the revision of the Corporate Tax Law, beginning with the period under review, tangible fixed assets acquired on or after April 1, 2007 are depreciated in accordance with the depreciation method under the revised Corporate Tax Lax.

We have no interest in the Company which should be disclosed in compliance with the Certified Public Accountants Law.

Copy

AUDIT REPORT

We, the audit committee of Toshiba Corporation, have audited directors' and executive officers' execution of their duties during the 170th fiscal period, from April 1, 2008, to March 31, 2009. We report the method and the results as follows:

1. Method and contents of audit

We, the Audit Committee, have overseen and inspected current status of internal control system (Board resolution with respect to items prescribed in Article 416 Paragraph 1 item 1 b) and e) of Companies Act). Also, Pursuant to the audit policy, assigned duties and other rules that the audit committee decided, and in cooperation with the internal audit division and other divisions responsible for internal control, we have attended the important meetings; received reports on execution of duties of directors, executive officers and others from them and inquired about them, inspected important documents of management's decision making and others; and investigated the status of the business operations and assets at the head office and other main places of business.

We have received reports on "Internal control over financial reporting", such as current status of consulting and evaluation about internal control, from Corporate Executive and Ernst & Young ShinNihon LLC, and requested it explanation.

Also, We have examined "Basic Policy in Control of the Company and Takeover Defense Measure" described in Business Report (basic policy prescribed in Article 127 Item 1 of the Companies Act Enforcement Regulations and undertakings prescribed in Article 127 Item 2 of the Companies Act Enforcement Regulations) based on discussion in the Board and other meetings. We tried to enhance close communication with directors, auditors and other personnel of subsidiaries, and received reports of business from subsidiaries.

In addition, we have received notice from the accounting auditor that it maintains systems to ensure appropriateness of execution of duties (items described in each item of Article 131 of the Regulations for Corporate Accounting) in accordance with "Quality Control Standards for Audits"(October 28, 2005, Business Accounting Council), and requested it explanation.

Based on the method above, we have examined Business Report, Financial Statements (the balance sheet, the statement of income, statement of changes in net assets and notes) the related supplementary schedules for the 170th fiscal period.

2. Results of audit

(1) Audit results of Business Report and others

a. The Business Report presents fairly the status of the Company in accordance with the related regulations and the Articles of Incorporation.

b. With respect to the directors' and executive officers' execution of their duties, we are not aware of any unfair conduct or any material breach of the related regulations or the Articles of Incorporation.

c. The contents of the resolution of the board of directors with respect to internal control system, including internal control over financial reporting, are appropriate. We are not aware of any issues to be pointed out with respect to the directors' and executive officers' execution of their duties regarding this internal control system.

d. The contents of basic policy described in "Basic Policy in Control of the Company and Takeover Defense Measure" in Business Report are appropriate. "Undertakings to Contribute to Achieving the Company's Basic Policies" and "Measures to Prevent Persons Considered Inappropriate, in Light of the Company's Basic Policies, from Controlling the Company's Decisions on Financial and Business Policies (Takeover Defense Measure)"(undertakings prescribed in Article 127 item 2 of the Companies Act Enforcement Regulations) described in Business Report are based on the Company's basic policies and does not prejudice the corporate value or the common interests of shareholders of the Company, and it also believes that the introduction of the Plan is not for the purpose of maintaining the status held by the management of the Company.

(2) Audit results of financial statements and the related supplementary schedules

The method and results of the audit by Ernst & Young ShinNihon, the audit firm, the accounting auditor, are appropriate.

March 7, 2009

Audit Committee
Toshiba Corporation

Shigeo Koguchi

(full time)

Toshiharu Kobayashi
(full time)

Atsushi Shimizu

Kiichiro Furusawa

Hiroshi Hirabayashi

Note: Messrs. Atsushi Shimizu, Kiichiro Furusawa and Hiroshi Hirabayashi are outside directors prescribed by Article 2, Item 15 and Article 400, Paragraph 3 of Companies Act.