(This Convocation Notice is an English summary of the original Japanese notice. The Japanese original is official and this summary is for your convenience only. Toshiba does not guarantee the accuracy of this summary.)

Security Code (in Japan) 6502

May 31, 2013

Norio Sasaki, President and CEO TOSHIBA Corporation 1-1, Shibaura 1-chome, Minato-ku, Tokyo

# CONVOCATION NOTICE OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS FOR THE 174TH FISCAL YEAR

Dear Shareholders:

Notice is hereby given that the Ordinary General Meeting of Shareholders for the 174th fiscal year will be held as described below. Your attendance is cordially requested.

If you are unable to attend the meeting, after reviewing the Reference Material for the Ordinary General Meeting of Shareholders annexed hereto, please exercise your voting rights by sending back the attached voting right exercise form to us expressing your approval or disapproval of the proposals or by filling in your votes for or against the proposals on the website (http://www.web54.net).

Your vote must reach the Company by 5:00 p.m., Monday, June 24, 2013.

Yours very truly,

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

- 1. Date and Time: Tuesday, June 25, 2013, at 10:00 a.m.
- 2. Place: Kokugikan

3-28, Yokoami 1-chome, Sumida-ku, Tokyo, Japan

3. Agenda for the Meeting

Subject for Report

Business report, consolidated financial statements and financial statements (non-consolidated) for the 174th fiscal year (starting from April 1, 2012 and ending on March 31, 2013) and audit report for the consolidated financial statements.

# Subject for Resolution

Company's Proposal (First Proposal)

First Proposal: Election of sixteen (16) Directors

Shareholder's Proposal (Second Proposal)

Second Proposal: Amendments to the Articles of Incorporation regarding exercise of voting rights at general meetings of shareholders

The details of each proposal above are described in the Reference Material for the Ordinary General Meeting of Shareholders annexed hereto.

- \* If you attend the meeting, please submit the attached Voting Rights Exercise Form at the reception desk.
- \* If you exercise your voting rights through the Internet, please see the "Explanation about the Exercise of the Voting Rights through the Internet".
- \* If you exercise the voting rights both through the written form and the Internet, the exercise of the voting rights that reaches the Company later will be treated as effective. If you exercise the voting rights through the Internet, the most recent exercise of the voting rights will be treated as effective.
- \* When you exercise the voting rights through a proxy, such proxy must be only 1 (one) shareholder who is entitled to attend the general meeting of shareholders. In this case, please submit a written power of attorney to the Company.
- \* When you exercise the voting right through the written form and fail to indicate your approval or disapproval of the proposal, it will be deemed that you indicated your approval of the Company's proposal and disapproval of the shareholder's proposal.
- \* Business reports, consolidated and non-consolidated financial statements and audit reports for the 174th fiscal year which are required to be attached to the convocation notice of ordinary general meeting of shareholders are as shown in the Reports for the 174th Fiscal Year annexed hereto. However, because the following matters are reported on the Company's website (http://www.toshiba.co.jp/about/ir/)¹ in accordance with the provisions of laws and regulations and Article 14 of the Articles of Incorporation, they are not shown in the Reports for the 174th Fiscal Year:
  - 1. "12. System for Ensuring the Proper Business of the Company (Internal Control System), Etc." and "13. Basic Policy concerning the Control of the Company and Takeover Defense Measures" of the business report;
  - 2. Consolidated notes of consolidated financial statements; and
  - 3. Individual notes of non-consolidated financial statements.

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<sup>&</sup>lt;sup>1</sup> Note for English translation:

English translation is available on http://www.toshiba.co.jp/about/ir/index.htm

The consolidated and non-consolidated financial statements audited by the corporate auditors (independent auditors) are also shown in the consolidated notes and individual notes reported on the above website in addition to each document being included in the Reports for the 174th Fiscal Year.

The business report, consolidated and non-consolidated financial statements audited by the audit committee are also shown in part of the business report, the consolidated notes and individual notes reported on the above website in addition to each document being included in the Reports for the 174th Fiscal Year.

\* Any changes in the Reference Material for the Ordinary General Meeting of Shareholders or the business report, consolidated and non-consolidated financial statements will be reported on the above website.

# **Note: Payment of the Year-End Dividends**

The Company decided to pay year-end dividends by the resolution at the Board of Directors meeting held on May 8, 2013.

Therefore, the Company will pay dividends in the amount of 4 yen (including tax) per share on June 3, 2013 which is the first day of such payment. Please be advised that you receive dividends by using the enclosed receipt of year-end dividends at the nearest head office, branch offices and district offices of Japan Post Bank Co., Ltd. and post offices during the payment period (starting from June 3, 2013 and ending on July 31, 2013).

We have separately made funds transfer procedures for the shareholders who designated that method of dividend payments.

# **Note: Preliminary Questions**

The Company will answer shareholder's questions at the Ordinary General Meeting of Shareholders. However, the Company plans to collectively answer any questions that you send to the Company in advance that are deemed to be of great interest to the shareholders before the Q&A session to be held at the Ordinary General Meeting of Shareholders. Please be advised that questions should be sent to the Company by 5 p.m. on Tuesday, June 18, 2013 by the following means so that the Company is able to make preparations. Please also note that the Company does not promise to answer all the questions received from shareholders.

Address to which questions can be sent in writing:
Toshiba Corporation
Legal Affairs Division

1-1-1, Shibaura, Minato-ku, Tokyo, 105-8001

Address to which questions can be sent via e-mail: soukai@toshiba.co.jp

# REFERENCE MATERIAL FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS

1. Total Number of Voting Rights

4,216,187

2. Reference to Proposal

# **Company's Proposal (First Proposal)**

The First Proposal is proposed by the Company.

# First Proposal: Election of sixteen (16) Directors

1. Reasons for Proposal

The term of office of the current 14 Directors will expire at the conclusion of this Ordinary General Meeting of Shareholders. Therefore, in order to take measures for further expansion of operations of global business, it is proposed to elect the following sixteen (16) Directors based on a decision by the Nomination Committee.

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

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

Messrs. Takeo KOSUGI, Hiroyuki ITAMI, and Ken SHIMANOUCHI, and Ms. Kiyomi SAITO are the candidates for Outside Directors. The reasons that we selected them as candidates for Outside Directors and that we considered they could perform their duties as Outside Directors are as follows:

Notices have been filed regarding Messrs. Takeo KOSUGI, Hiroyuki ITAMI, and Ken SHIMANOUCHI, and Ms. Kiyomi SAITO as being independent directors stipulated in Rule 436-2 of the Securities Listing Regulations of the Tokyo Stock Exchange, etc.

## Mr. Takeo KOSUGI:

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

# Mr. Hiroyuki ITAMI:

Mr. Itami currently properly supervises the Company's management based on his rich experience and knowledge as a specialist in business administration and as a manager of a university.

### Mr. Ken SHIMANOUCHI

Mr. Shimanouchi currently properly supervises the Company's management based on his rich experience and knowledge as a diplomat.

# Ms. Kiyomi SAITO

Ms. Saito holds a Master of Business Administration (MBA) from graduate school at Harvard University and currently properly supervises the Company's management based on her rich experience and knowledge as a top executive

The tenure of Messrs. Takeo KOSUGI, Hiroyuki ITAMI, and Ken SHIMANOUCHI, and Ms. Kiyomi SAITO as Outside Directors will be four years, one year, one year and one year, respectively, at the conclusion of this General Meeting of Shareholders.

The Company has concluded a limited liability contract with Messrs. Takeo KOSUGI, Hiroyuki ITAMI, and Ken SHIMANOUCHI, and Ms. Kiyomi SAITO, to limit their liabilities as provided in Article 423, Paragraph 1 of the Companies Act to 31.2 million yen or the minimum liability amount stated in Article 425, Paragraph 1 of the Companies Act, whichever is larger. The Company intends to continue the contracts with Messrs. Takeo KOSUGI, Hiroyuki ITAMI, and Ken SHIMANOUCHI, and Ms. Kiyomi SAITO, if reelected. 2. Details of Proposal

# Candidates for Directors are as follows:

	Name and Date of Birth	Positions	Career highlights, significant concurrent positions	Number of Company's shares owned by the candidate (thousands)
1.	Atsutoshi	Chairman of the Board;	May 1975	247
	NISHIDA	Member, the Nomination Committee	Joined the Company	
	December 29,	Member, the	June 1997	
	1943	Compensation Committee	Director	
			June 1998	
			Corporate Vice President	
			June 2000	
			Corporate Senior Vice President	
			June 2003	
			Director	
			Executive Officer	
			Corporate Executive Vice President	
			June 2005	
			Director	
			Representative Executive Officer	
			President and Chief Executive Officer	
			June 2009 - Present	
			Director, Chairman of the Board	

			Significant concurrent positions: Chairman, Japan Travel and Tourism Association Chairman, Japan Tax Association Chairman, Japan Institute of Logistics Systems Chairman, Optoelectronics Industry and Technology Development Association	
2.	Norio SASAKI June 1, 1949	Representative Executive Officer President and Chief Executive Officer; Member, the Compensation Committee	April 1972 Joined the Company  June 2005 Executive Officer Corporate Vice President  June 2007 Executive Officer Corporate Executive Vice President  June 2008 Director Representative Executive Officer Corporate Senior Executive Vice President  June 2009 - Present Director Representative Executive Officer President and Chief Executive Officer  Significant concurrent positions: Member, Council on Economic and Fiscal Policy	154
3.	Hidejiro SHIMOMITSU September 21, 1952	Representative Executive Officer; Corporate Senior Executive Vice President; Support of the President Responsible for the Digital Products Group General Executive, Corporate Social Responsibility Div.	April 1976 Joined the Company  June 2006 Executive Officer Corporate Vice President  June 2007 Executive Officer Corporate Senior Vice President  June 2009 Executive Officer Corporate Executive Vice President  June 2011 - Present Director Representative Executive Officer Corporate Senior Executive Vice President  Significant concurrent positions: Outside Director, Toshiba TEC Corporation	84

4.	Hisao TANAKA December 20, 1950	Representative Executive Officer; Corporate Senior Executive Vice President; Support of the President General Executive, Strategic Planning & Communications Group Project Manager, Global Shared Service Promotion Project Team General Executive, Procurement & Logistics Group General Executive, Productivity & Environment Group	April 1973 Joined the Company  June 2006 Executive Officer Corporate Vice President  June 2008 Executive Officer Corporate Senior Vice President  June 2009 Executive Officer Corporate Executive Vice President  June 2011 - Present Director Representative Executive Officer Corporate Senior Executive Vice President  Significant concurrent positions: Chairman, Taiwan Toshiba International Procurement Corporation Chairman, Toshiba Hangzhou Co., Ltd.	85
5.	Hideo KITAMURA April 19, 1952	Representative Executive Officer; Corporate Senior Executive Vice President; Support of the President Responsible for the Social Infrastructure Group Project Manager, the Workplace Innovation Project Team General Executive, Legal Affairs Group General Executive, the Export Control Group	April 1975 Joined the Company  June 2007 Executive Officer Corporate Vice President  June 2008 Executive Officer Corporate Senior Vice President  June 2009 Executive Officer Corporate Executive Vice President  June 2011 - Present Director Representative Executive Officer Corporate Senior Executive Vice President	77
6.	Makoto KUBO January 31, 1952	Representative Executive Officer; Corporate Executive Vice President; General Executive, Finance & Accounting Group	April 1975 Joined the Company  May 2005 General Manager, Finance & Accounting Division	48

			June 2008 Executive Officer Corporate Vice President  June 2010 President, Toshiba Mobile Display Co., Ltd.  June 2011 - Present Director Representative Executive Officer Corporate Executive Vice President	
7.	Fumio MURAOKA July 10, 1948	Chairman, the Audit Committee	April 1971 Joined the Company  June 2003 Executive Officer Corporate Vice President  June 2006 Director Representative Executive Officer Corporate Executive Vice President  June 2009 Director Representative Executive Officer Corporate Senior Executive Vice President  June 2011 - Present Director	116
8.	Takeo KOSUGI March 23, 1942	Chairman, the Nomination Committee; Member, the Audit Committee	April 1968 Osaka District Court, Associate Judge  September 1972 Kushiro District & Family Court, Associate Judge  May 1974 Registered as Private Practicing Attorney  June 2009 - Present Outside Director of the Company  Significant concurrent positions: Partner, Law Office of Matsuo & Kosugi Outside Corporate Auditor, Nihon Servier Co Ltd.; Outside Corporate Auditor, FUJIFILM Holdings Corp; Supervisory Director, Mori Hills REIT Investment Corp.	30

9.	Hiroyuki ITAMI March 16, 1945	Member, the Nomination Committee; Member, the Compensation Committee	April 1973 Full-time instructor, Faculty of Commerce and Management, Hitotsubashi University  March 1975 Visiting Assistant Professor, Graduate School of Business, Stanford University  April 1977 Assistant Professor, Faculty of Commerce and Management, Hitotsubashi University  March 1982 Visiting Associate Professor, Graduate School of Business, Stanford University  April 1985 Professor, Faculty of Commerce and Management, Hitotsubashi University (until March 2008)  August 1994 Dean, Faculty of Commerce and Management, Hitotsubashi University (until July 1996)  April 2008 Professor, Graduate School of Management of Science and Technology (renamed Graduate School of Innovation Studies in April 2011), Tokyo University of Science  October 2008 Dean, Graduate School of Management of Science and Technology (renamed Graduate School of Innovation Studies in April 2011) Tokyo University of Science	
10.	Ken SHIMANOUC HI September 17, 1946	Chairman,the Compensation Committee; Member, the Audit Committee	School of Innovation Studies in April 2011)	2

I2. Ma	April 10,		June 2004	
(Na Fai Kiy De	Masashi MUROMACHI	Senior Adviser	April 1975 Joined the Company	83
	Giyomi SAITO Name on the Pamily Register: Giyomi TAKEI) December 1, 950	Member, the Audit Committee; Member the Compensation Committee	January 2002 Director-General, Latin American and Caribbean Affairs Bureau, Ministry of Foreign Affairs of Japan  April 2004 Ambassador Extraordinary and Plenipotentiary to Spain  August 2006 Ambassador Extraordinary and Plenipotentiary to Brazil  November 2010 Counselor, Mitsui & Co., Ltd. (until October 2012)  June 2012 - Present Outside Director of the Company  April 1973 Joined Nikkei Inc.  September 1975 Joined Sony Corporation (until June 1979)  August 1984 Joined Morgan Stanley (until February 1992)  April 2000 President, JBond Co., Ltd. (renamed JBond Totan Securities Co., Ltd. in April 2008)  April 2011 President, the Totan Information Technology Co., Ltd.  June 2012 - Present Outside Director of the Company  Significant concurrent positions: President, JBond Totan Securities Co., Ltd.; President, the Totan Information Technology Co., Ltd.; Outside Auditor, Showa Denko K.K.	5
			August 1998 Consul-General of Japan in Miami March 2000 Minister, Embassy of Japan in the UK	

	1950		Executive Officer	
	1930			
			Corporate Vice President	
			June 2005	
			Executive Officer	
			Corporate Senior Vice President	
			June 2006	
			Executive Officer	
			Corporate Executive Vice President	
			June 2008	
			Director	
			Representative Executive Officer	
			Corporate Senior Executive Vice President	
			June 2012 - Present	
			Senior Adviser	
			Selliof Adviser	
			Significant concurrent positions:	
			Outside Corporate Auditor, H <sub>2</sub> O	
			RETAILING CORPORATION	
			RETAILING CORPORATION	
13	Alara SUDO*	Executive Officer:	April 1980	61
13.	Akira SUDO*	Executive Officer; Corporate Executive Vice	April 1980 Loined the Company	61
13.		Corporate Executive Vice	April 1980 Joined the Company	61
13.	September 11,	Corporate Executive Vice President;	Joined the Company	61
13.		Corporate Executive Vice President; General Executive, Cloud	Joined the Company  April 2008	61
13.	September 11,	Corporate Executive Vice President; General Executive, Cloud & Solutions Business	Joined the Company  April 2008 General Manager, Power and Industrial	61
13.	September 11,	Corporate Executive Vice President; General Executive, Cloud & Solutions Business Group Executive,	Joined the Company  April 2008 General Manager, Power and Industrial Systems Research and Development Center,	61
13.	September 11,	Corporate Executive Vice President; General Executive, Cloud & Solutions Business Group Executive, Innovation Promotion	Joined the Company  April 2008 General Manager, Power and Industrial	61
13.	September 11,	Corporate Executive Vice President; General Executive, Cloud & Solutions Business Group Executive, Innovation Promotion Div.	Joined the Company  April 2008 General Manager, Power and Industrial Systems Research and Development Center, Power Systems Company	61
13.	September 11,	Corporate Executive Vice President; General Executive, Cloud & Solutions Business Group Executive, Innovation Promotion Div. General Executive,	Joined the Company  April 2008 General Manager, Power and Industrial Systems Research and Development Center, Power Systems Company  June 2008	61
13.	September 11,	Corporate Executive Vice President; General Executive, Cloud & Solutions Business Group Executive, Innovation Promotion Div. General Executive, Information & Security	Joined the Company  April 2008 General Manager, Power and Industrial Systems Research and Development Center, Power Systems Company  June 2008 Executive Officer	61
13.	September 11,	Corporate Executive Vice President; General Executive, Cloud & Solutions Business Group Executive, Innovation Promotion Div. General Executive, Information & Security Group	Joined the Company  April 2008 General Manager, Power and Industrial Systems Research and Development Center, Power Systems Company  June 2008	61
13.	September 11,	Corporate Executive Vice President; General Executive, Cloud & Solutions Business Group Executive, Innovation Promotion Div. General Executive, Information & Security Group General Executive,	Joined the Company  April 2008 General Manager, Power and Industrial Systems Research and Development Center, Power Systems Company  June 2008 Executive Officer Corporate Vice President	61
13.	September 11,	Corporate Executive Vice President; General Executive, Cloud & Solutions Business Group Executive, Innovation Promotion Div. General Executive, Information & Security Group General Executive, Technology & Intellectual	Joined the Company  April 2008 General Manager, Power and Industrial Systems Research and Development Center, Power Systems Company  June 2008 Executive Officer Corporate Vice President  June 2010	61
13.	September 11,	Corporate Executive Vice President; General Executive, Cloud & Solutions Business Group Executive, Innovation Promotion Div. General Executive, Information & Security Group General Executive,	Joined the Company  April 2008 General Manager, Power and Industrial Systems Research and Development Center, Power Systems Company  June 2008 Executive Officer Corporate Vice President  June 2010 Executive Officer	61
13.	September 11,	Corporate Executive Vice President; General Executive, Cloud & Solutions Business Group Executive, Innovation Promotion Div. General Executive, Information & Security Group General Executive, Technology & Intellectual	Joined the Company  April 2008 General Manager, Power and Industrial Systems Research and Development Center, Power Systems Company  June 2008 Executive Officer Corporate Vice President  June 2010	61
13.	September 11,	Corporate Executive Vice President; General Executive, Cloud & Solutions Business Group Executive, Innovation Promotion Div. General Executive, Information & Security Group General Executive, Technology & Intellectual	Joined the Company  April 2008 General Manager, Power and Industrial Systems Research and Development Center, Power Systems Company  June 2008 Executive Officer Corporate Vice President  June 2010 Executive Officer Corporate Senior Vice President	61
13.	September 11,	Corporate Executive Vice President; General Executive, Cloud & Solutions Business Group Executive, Innovation Promotion Div. General Executive, Information & Security Group General Executive, Technology & Intellectual	Joined the Company  April 2008 General Manager, Power and Industrial Systems Research and Development Center, Power Systems Company  June 2008 Executive Officer Corporate Vice President  June 2010 Executive Officer Corporate Senior Vice President  June 2011 - Present	61
13.	September 11,	Corporate Executive Vice President; General Executive, Cloud & Solutions Business Group Executive, Innovation Promotion Div. General Executive, Information & Security Group General Executive, Technology & Intellectual	Joined the Company  April 2008 General Manager, Power and Industrial Systems Research and Development Center, Power Systems Company  June 2008 Executive Officer Corporate Vice President  June 2010 Executive Officer Corporate Senior Vice President  June 2011 - Present Executive Officer	61
13.	September 11,	Corporate Executive Vice President; General Executive, Cloud & Solutions Business Group Executive, Innovation Promotion Div. General Executive, Information & Security Group General Executive, Technology & Intellectual	Joined the Company  April 2008 General Manager, Power and Industrial Systems Research and Development Center, Power Systems Company  June 2008 Executive Officer Corporate Vice President  June 2010 Executive Officer Corporate Senior Vice President  June 2011 - Present	61
13.	September 11,	Corporate Executive Vice President; General Executive, Cloud & Solutions Business Group Executive, Innovation Promotion Div. General Executive, Information & Security Group General Executive, Technology & Intellectual	Joined the Company  April 2008 General Manager, Power and Industrial Systems Research and Development Center, Power Systems Company  June 2008 Executive Officer Corporate Vice President  June 2010 Executive Officer Corporate Senior Vice President  June 2011 - Present Executive Officer Corporate Executive Vice President	61
13.	September 11,	Corporate Executive Vice President; General Executive, Cloud & Solutions Business Group Executive, Innovation Promotion Div. General Executive, Information & Security Group General Executive, Technology & Intellectual	Joined the Company  April 2008 General Manager, Power and Industrial Systems Research and Development Center, Power Systems Company  June 2008 Executive Officer Corporate Vice President  June 2010 Executive Officer Corporate Senior Vice President  June 2011 - Present Executive Officer Corporate Executive Vice President  Significant concurrent positions:	61
13.	September 11,	Corporate Executive Vice President; General Executive, Cloud & Solutions Business Group Executive, Innovation Promotion Div. General Executive, Information & Security Group General Executive, Technology & Intellectual	Joined the Company  April 2008 General Manager, Power and Industrial Systems Research and Development Center, Power Systems Company  June 2008 Executive Officer Corporate Vice President  June 2010 Executive Officer Corporate Senior Vice President  June 2011 - Present Executive Officer Corporate Executive Vice President  Significant concurrent positions: Chairman, Low Power Electronics	61
13.	September 11,	Corporate Executive Vice President; General Executive, Cloud & Solutions Business Group Executive, Innovation Promotion Div. General Executive, Information & Security Group General Executive, Technology & Intellectual	Joined the Company  April 2008 General Manager, Power and Industrial Systems Research and Development Center, Power Systems Company  June 2008 Executive Officer Corporate Vice President  June 2010 Executive Officer Corporate Senior Vice President  June 2011 - Present Executive Officer Corporate Executive Vice President  Significant concurrent positions:	61

14.	Masahiko	Executive Officer;	April 1977	50
	FUKAKUSHI*	Corporate Executive Vice	Joined the Company	
		President;		
	Febrary 19,	President, Digital	April 2006	
	1954	Products & Services	President, Toshiba America Information	
		Company	Systems, Inc.	
			June 2008	
			Executive Officer	
			Corporate Vice President	
			June 2009	
			Executive Officer	
			Corporate Senior Vice President	
			Corporate Sellior vice Fresident	
			June 2011	
			President, Toshiba Mobile Display Co., Ltd.	
			2 - 2	
			April 2012	
			Executive Officer	
			Corporate Senior Vice President	
			L 2012 B	
			June 2012 - Present	
			Executive Officer Corporate Executive Vice President	
			Corporate Executive vice Fresident	
15.	Kiyoshi	Executive Officer;	May 1980	59
	KOBAYASHI*	Corporate Executive Vice	Joined the Company	
	110211110111	President;		
	March 29,	President, Semiconductor	June 2007	
	1955	& Storage Products	Vice President, Memory Div.,	
		Company	Semiconductor & Storage Products Company	
			June 2008	
			Executive Officer	
			Corporate Vice President	
			June 2010	
			Executive Officer	
			Corporate Senior Vice President	
			1	
			June 2012 - Present	
			Executive Officer	
			Corporate Executive Vice President	

16.	Fumiaki	Executive Officer	April 1982	25	9
	USHIO*	Corporate Vice President;	Joined the Company		
		General Executive,			
	March 29,	Human Resources Group	April 2008		
	1958		Director, Toshiba Consumer Electronics		
			Holdings Corporation		
			June 2009		
			General Manager, Human Resources And		
			Administration Div.		
			T - 2011 T		
			June 2011 - Present		
			Executive Officer		
			Corporate Vice President		

Notes: 1. The Company operated on an executive system until June 2003, whereby Corporate Senior Vice President and Corporate Vice President were the positions for executive officers

- 2. Directors Shozo SAITO, Toshiharu WATANABE, and Hiroshi HORIOKA will retire at the conclusion of this Ordinary General Meeting of Shareholders.
- 3. Persons marked with \* are candidates to be newly elected as Directors.

#### Reference

1. Information on independent officers

Candidates for Outside Directors Messrs. Takeo KOSUGI, Hiroyuki ITAMI, and Ken SHIMANOUCHI, and Ms. Kiyomi SAITO meet the independence requirements set out by the Tokyo Securities Exchange, etc.

There is no business relationship between Law Office of Matsuo & Kosugi, for which Mr. Takeo KOSUGI is a partner attorney, and the Company. There is no business relationship between Tokyo University of Science for which Mr. Hiroyuki ITAMI is the Dean of Department of Innovation Studies, and the Company. There is no business relationship between JBond Totan Securities Co., Ltd. and The Totan Information Technology Co., Ltd. for which Ms. Kiyomi SAITO is a president and representative director, and the Company. Holdings of other material concurrent positions by the Candidates for Outside Directors are not of any significance that might affect their independence as an outside director, because they are outside corporate auditors and the like, and do not execute business of the institutions at which they hold concurrent positions.

2. If the First Proposal is approved, the members and chairs of the Committees will be as follows:

Nomination Committee: Takeo KOSUGI (chairman), Atsutoshi NISHIDA and

Hiroyuki ITAMI

Audit Committee: Fumio MURAOKA (chairman), Masashi MUROMACHI,

Takeo KOSUGI, Ken SHIMANOUCHI and Kiyomi

**SAITO** 

Compensation Committee: Ken SHIMANOUCHI (chairman), Atsutoshi NISHIDA,

Hisao TANAKA, Hiroyuki ITAMI and Kiyomi SAITO

## **Shareholder's Proposal (Second Proposal)**

The Second Proposal was proposed by one individual shareholder who has raised the shareholder proposal in question as one of a number of proposals that the shareholder in question has continuously raised in connection with individual events that occurred 18 or more years ago and have already been resolved. The shareholder in question has raised 60 shareholder proposals in total for this Ordinary General Meeting of Shareholders. As in the past years, the Board of Directors of the Company has no choice but to consider the shareholder proposals as being inappropriate to be submitted to the General Meeting of Shareholders, and believes that the current exercise of the shareholder's right to propose can be considered to be an abuse of the shareholder's right.

However, the Board of Directors of the Company determined that because the shareholder proposal in question is identical to a proposal which gained a certain number of affirmative votes at previous general meetings of shareholders, it alone is to be presented for the record and put to a vote at the Ordinary General Meeting of Shareholders.

The details of and reasons for the shareholder's proposal are presented just as they were submitted by the proposing shareholder.

# **Shareholder's Proposal:**

Second Proposal: Amendments to the Articles of Incorporation regarding exercise of voting rights at general meetings of shareholders

Establish the following provision in the Articles of Incorporation:

"With respect to exercise of voting rights at general meetings of shareholders, in cases where a shareholder does not vote for or against a proposal when exercising his/her voting rights in the Voting Rights Exercise Form, the shareholder will be deemed to have invalidated any Company proposal or any shareholder proposal presented. In addition, exercise of voting rights through the Internet shall be treated as the same as that through the Voting Rights Exercise Form."

# Reasons for Proposal

With regard to exercise of voting rights through the Voting Rights Exercise Form at a general meeting of shareholders, if a shareholder does not vote for or against a proposal using the said form, it is currently treated as support for proposals made by the Company, but an objection to (vote against) proposals made by shareholders. This is unfair, discriminatory treatment against shareholder proposals. This can also be considered as an act disrespecting shareholders' rights. If a shareholder does not vote for or against company's proposals or shareholder proposals, exercise of voting rights must be treated as being invalidated for both proposals.

• Dissenting opinion of Board of Directors on the Shareholder's Proposal The Board disagrees with the shareholder's proposal in the Second Proposal.

With the content of the proposal in question, the Company determines in advance under laws and ordinances the treatment of the votes exercised through either the Voting Rights Exercise Form or the Internet in a case where a shareholder does not vote for or against a proposal, and clearly indicates such treatment in the Voting Rights Exercise Form, etc. The current treatment by the Company is lawful as well as the most common practice by listed companies. Returning the Voting Rights Exercise Form to the Company without indicating his/her approval or disapproval is generally considered not to be an objection to or waiver of proposals made by the Company, but to be a vote of confidence in the Company. The Company considers that if the Company treats the Voting Rights Exercise Form returned by a shareholder as being invalidated, it is against the intention of many shareholders. Consequently, the Board of Directors believes there is no need to establish such a provision proposed by the shareholder's proposal in question in the Articles of Incorporation and disagrees with the shareholder's proposal.

# **Explanation about the Exercise of Voting Rights through the Internet**

- When exercising voting rights through the Internet, please be aware of the following matters before casting your vote.
- 1. Voting rights may only be exercised through the Internet using the following website for the exercise of voting rights designated by the Company.

Website for the exercise of voting rights: http://www.web54.net<sup>2</sup>

- 2. When exercising voting rights, please access the website for the exercise of voting rights and input the voting rights exercise code indicated on the right hand corner of the Voting Rights Exercise Form in accordance with the instructions shown on the screen. Shareholders may cast a vote by inputting a new password set up by the shareholder using the password indicated on the right hand corner of the Voting Rights Exercise Form.
- 3. Shareholders are responsible for paying any fees such as connection fees payable to internet providers and communication fees payable to telecommunications providers in order to use the website for the exercise of the voting rights.
- 4. When connecting to the Internet from a company or other organization terminal, the Internet may be limited due to firewalls or other measures installed. Please confirm with your system administrator.
- O Handling of passwords
- 1. The password that the Company issues this time is only effective for the current ordinary general meeting of shareholders. A new password will be issued for the next ordinary general meeting of shareholders. The Company will not respond to any inquiry about the password by telephone or other such means.
- 2. Please keep your password safe as it is the means by which the identity of the shareholder casting the vote is verified.
- 3. If the wrong password is inputted a certain number of times, the main screen will no longer be able to be accessed.
- 4. Shareholders who wish to have a password reissued are advised to follow the instructions shown on the screen.
- The following system requirements must be in place to use the website to exercise voting rights.
- 1. Personal computers:

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<sup>&</sup>lt;sup>2</sup> Note for English translation:

Only Japanese is available on this website.

# (1) Hardware

- (i) Internet access
- (ii) Monitor resolution of 800 x 600 pixels (SVGA)

# (2) Software

- (i) Microsoft Internet Explorer Ver. 5.01 Service Pack 2 or later versions of Microsoft® Internet Explorer
- (ii) When accessing the Convocation Notice of the Ordinary General Meeting of Shareholders, the Reference Material for the Ordinary General Meeting of Shareholders or the Reports for the 174th Fiscal Year:

Ver. 4.0 or later versions of Adobe® Acrobat® Reader, or Ver. 6.0 or later versions of Adobe® Reader®

- \* Microsoft® and Internet Explorer are registered trademarks, trademarks and product names of Microsoft Corporation in the United States and other countries. Adobe® Acrobat® Reader and Adobe® Reader® are registered trademarks, trademarks and product names of Adobe Systems Incorporated in the United States or other countries.
- (3) A pop-up function is used on the website for exercising voting rights. If a function that automatically blocks the pop-up function such as a pop-up blocker is used, please use the website after allowing or temporarily allowing pop-ups.

# 2. Mobile phones:

Mobile phones that can access the following services and are models that allow encrypted SSL communication. The website is not registered in the menu list for the following services. Please access the website by directly inputting the URL (http://www.web54.net) or using the QR code on the Voting Rights Exercise Form.

- (1) i-mode
- (2) EZweb
- (3) Yahoo! Mobile
- \* i-mode is a registered trademark, trademark or service name of NTT DOCOMO, Inc., EZweb is that of KDDI Corporation, Yahoo! is that of Yahoo! Inc., Yahoo! Mobile is that of SOFTBANK MOBILE Corp., and QR code is that of Denso Wave Incorporated.

# O Inquiries about the method of operation and other matters

Please contact the following office if you are unfamiliar with the method of operation or supported models of personal computers, mobile phones or other items in connection with exercising voting rights through the Internet:

Direct line to Transfer Agent Web Support of Sumitomo Mitsui Trust Bank, Limited:

Telephone: 0120-65-2031<sup>3</sup> (toll free) (9:00 a.m. to 9:00 p.m.)

Please contact the following office for other inquiries:

(1) Shareholders who have an account with a securities company or the like:

The securities company or the like with which your account is held

(2) Shareholders who do not have an account with a securities company or the like (shareholders who have a special account):

Transfer Agent Department of Sumitomo Mitsui Trust Bank, Limited Telephone: 0120-78-6502<sup>4</sup> (direct toll free number to the Company) (9:00 a.m. to 5:00 p.m.; Monday to Friday)

- End -

<sup>&</sup>lt;sup>3</sup> Note for English translation: Only for calls within Japan.

<sup>&</sup>lt;sup>4</sup> Note for English translation: Only for calls within Japan.