

(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

June 7, 2016

Masashi Muromachi,  
Director  
Representative Executive Officer  
President and Chief Executive Officer  
TOSHIBA Corporation  
1-1, Shibaura 1-chome, Minato-ku, Tokyo

**CONVOCATION NOTICE OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS FOR THE 177TH FISCAL YEAR**

Dear Shareholders:

Notice is hereby given that the Ordinary General Meeting of Shareholders for the 177th 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 the company 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 5:15 p.m., Tuesday, June 21, 2016.**

Yours very truly,

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

1. Date and Time: Wednesday, June 22, 2016, at 10:00 a.m. (Doors open at 8:30 a.m.)
2. Place: Kokugikan  
3-28, Yokoami 1-chome, Sumida-ku, Tokyo, Japan  
The venue for the Ordinary General Meeting of Shareholders is different from the venue for the extraordinary general meeting of shareholders held in September 2015.
3. Agenda for the Meeting  
Subject for Report

Details of business reports, consolidated financial statements and non-consolidated financial statements, and reports for the result of audit of the consolidated financial statements for the 177th fiscal year (from April 1, 2015 to March 31, 2016) and other matters

Subject for Resolution

First Proposal:                      Reduction in stated capital

Second Proposal:                      Amendments to the Articles of Incorporation

Third Proposal:                      Election of ten (10) Directors

Fourth Proposal:                      Election of Accounting Auditor

Present

If you attend the meeting, please submit the enclosed Voting Rights Exercise Form to the reception desk.

Absent

By Mail                      : Please exercise your voting rights by sending back the attached Voting Right Exercise Form to the Company expressing your approval or disapproval of the proposals by 5:15 p.m., Tuesday, June 21, 2016.

Via the Internet: Please see the “Explanation about the Exercise of the Voting Rights through the Internet” and express your approval or disapproval of the proposals.

Precaution:

\* 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 twice or more through the Internet, the most recent exercise of the voting rights will be treated as effective.

\* Business reports, consolidated and non-consolidated financial statements and audit reports for the 177th 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 177th Fiscal Year annexed hereto. However, because the following matters are reported on the Company’s website below 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 177th Fiscal Year.

1. Consolidated notes of consolidated financial statements; and
2. Individual notes of non-consolidated financial statements.

The consolidated and non-consolidated financial statements audited by the accounting auditors are the consolidated notes and individual notes reported on the website below in addition to each document being included in the Reports for the 177th Fiscal Year.

The business report, consolidated and non-consolidated financial statements audited by the audit committee are the consolidated notes and individual notes reported on the website below in addition to each document being included in the Reports for the 177th Fiscal Year.

\* When you exercise the voting right 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.

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

\* This convocation notice is disclosed on the Company's website below.

\* The English translation of this convocation notice is available on the Company's English website below.

Company website: <http://www.toshiba.co.jp/about/ir/jp/stock/meeting.htm>

Company website (English): <http://www.toshiba.co.jp/about/ir/en/stock/meeting.htm>

**Note: Non-Payment of the Year-End Dividends for the 177th fiscal year**

As the Company detailed in the Notification for Shareholders delivered in March 2016, at the meeting of the Board of Directors, the Company regrettably decided not to pay year-end dividends for the 177th fiscal year. The Company again expresses its most sincere apologies to our shareholders.

REFERENCE MATERIAL FOR THE  
ORDINARY GENERAL MEETING OF SHAREHOLDERS

1. Total Number of Voting Rights Held by the Shareholders Who Can Exercise Voting Rights 4,217,218
2. Reference to Proposal

**First Proposal: Reduction in stated capital**

1. Reasons for Proposal

In order to fund the deficit in retained earnings brought forward in its non-consolidated balance sheet, aim to achieve a healthier financial platform, and realize flexible and agile capital policy, the Company plans to carry out reduction in stated capital under Article 447(1) of the Companies Act.

2. Details of Proposal

- (a) The amount by which stated capital will be reduced  
The Company will reduce the amount of stated capital (439,901,268,477 yen) by the amount of 239,901,268,477 yen and post the full amount by which stated capital is reduced to other capital surplus.
- (b) Effective Date of Reduction in Stated Capital  
July 31, 2016

However, the reduction in stated capital described above are subject to the reduction in the amount of retained earnings reserves by posting the full amount of retained earnings reserves of 13,974,891,009 yen to the retained earnings brought forward as decided by the resolution at the Board of Directors meeting held on May 23, 2016 becoming effective.

3. Remarks

By the resolution at the Board of Directors meeting held on May 23, 2016, the Company decided to post the full amount of retained earnings reserves of 13,974,891,009 yen to the retained earnings brought forward as of July 31, 2016 in accordance with the provisions of Article 459 of the Companies Act and Article 34 of the Articles of Incorporation, and fund the deficit in retained earnings brought forward in the Company's non-consolidated balance sheet by posting 462,049,077,773 yen of other capital surplus (including the increased amount after the reduction in stated capital) to the retained earnings brought forward on the condition that this Proposal is approved as proposed and becomes effective.

The reduction in stated capital and reduction of retained earnings reserves as described above will not result in any change in the number of issued shares, nor will they affect the number of shares held by each shareholder. The measures represent a reposting between accounts in the net assets section of the balance sheet, and will not cause any change in the amount of the Company's net assets or to the net asset value per share.

**Second Proposal: Amendments to the Articles of Incorporation**

1. Reasons for Proposal

The Company intends to delete Article 24 of the current Articles of Incorporation to abolish the Advisors to the Board system.

In deleting Article 24 of the current Articles of Incorporation, Article 25 and subsequent articles of the current Articles of Incorporation will be renumbered accordingly.

2. Details of Proposal

The details of the Proposal are as follows.

(Amendments are underlined)

Current Articles of Incorporation	Proposed Changes
<u>(Advisors to the Board)</u> <u>Article 24</u> <u>One (1) or more Advisors to the Board may be appointed by resolutions of the Board of Directors.</u>	(Deleted)
<u>Articles 25 through 35 (Omitted)</u>  <div style="text-align: right;">End.</div>	<u>Article 24 through 34 (Same as the current provisions)</u>  <div style="text-align: right;">End.</div>

**Third Proposal: Election of ten (10) Directors**

1. Reasons for Proposal

The term of office of the current eleven (11) Directors will expire at the conclusion of this Ordinary General Meeting of Shareholders. Therefore, it is proposed to elect the following ten (10) Directors based on a decision by the Nomination Committee.

In deciding the candidates for Directors, the Nomination Committee judged that the candidates conformed to the Director Nomination Criteria (including, in the case of outside directors, the Independence Criteria for Outside Directors) separately designated by the Nomination Committee and that the candidates have the appropriate qualifications for directors. The specific details of the Director Nomination Criteria and the Independence Criteria for Outside Directors are described in the following page.

In addition, in deciding the candidates for Directors, the Nomination Committee determined, in line with the Extraordinary General Meeting of Shareholders held in September 2015, that (i) the number of Directors would be appropriate enough to ensure substantive and productive deliberations at the Board of Directors meetings, (ii) the Outside Directors will constitute over half the members of the Board of Directors to secure an effective “monitor and supervise business execution” function, and (iii) the composition of a Board of Directors that takes the expertise of the directors into account is adopted by appointing Outside Directors who are management executives, and accounting and legal professionals.

## Reference

### Director Nomination Criteria

When determining the content of proposals regarding the election of directors, the Company will select candidates who fulfill the following criteria and who are able to appropriately fulfill the duties of monitoring and supervising business execution and determining the direction of management strategies:

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

### Independence Criteria for Outside Directors

In addition to the independence criteria established by the Tokyo Stock Exchange, Inc. and other financial instruments exchanges in Japan, the Nomination Committee will judge any outside director falling under any of the following items to lack independence:

- (1) The outside director currently belongs or at any point in the past three years has belonged as an executive director, executive officer, or employee to a company in which the Company currently holds 10% or more of the voting rights.
- (2) The outside director currently belongs or at any point in the past three years has belonged as an executive director, executive officer, or employee to a company that currently holds 10% or more of the voting rights of the Company.
- (3) The outside director currently belongs or at any point in the past three years has belonged as an executive director, executive officer, or employee to a company whose transactions with the Company in any of the past three fiscal years totaled a monetary amount exceeding 2% of the consolidated net sales of that company or the Company.
- (4) The outside director currently is or at any point in the past three years has been an executive director, executive officer, or employee of a financial institution from which the Company currently borrows funds equal to 2% or more of its total assets.
- (5) The outside director has in any of the past three fiscal years received compensation other than officer compensation exceeding ten million yen from the Company as a law, accounting, or tax expert or consultant; or an organization to which the outside director belongs has in any of the past three fiscal years received from the Company compensation as a law, accounting, or tax expert or consultant exceeding 2% of the annual revenue of that organization.
- (6) In any of the past three fiscal years, the Company has made contributions exceeding ten million yen to the outside director or to a corporation to which the outside director currently belongs or at any point in the past three years has belonged as an officer that executes business or as an employee.
- (7) The outside director currently belongs or at any point in the past three years has belonged as an executive director, executive officer, or employee to a company whose

outside officers currently include any officer with experience as an officer of the Company that executed business.

- (8) The outside director currently is or at any point in the past three years has been a representative officer, officer, or employee of the current independent auditor or an independent auditor in the past five fiscal years of the Company.

## 2. Details of Proposal

Candidates for Directors are as follows:

Candidate No.	Name	Current Positions in the Company	Attendance Record at Board of Directors Meetings	Attendance Record at Nomination Committee Meetings	Attendance Record at Audit Committee Meetings	Attendance Record at Compensation Committee Meetings	
1	Satoshi TSUNAKAWA Reelection	Representative Executive Officer; Corporate Senior Executive Vice President; Support of the President; General Executive, Life Science Division; General Executive, Strategic Planning Division; General Executive, Public Relations & Investor Relations Division	100% (10/10 meetings)	—	—	—	
2	Masayoshi HIRATA Reelection	Representative Executive Officer; Corporate Senior Vice President; General Executive, Finance & Cash Management Division and Accounting Division (CFO)	100% (10/10 meetings)	—	—	—	
3	Teruko NODA Reelection	Outside Director; Independent	Member, Audit Committee; Member, Compensation Committee	100% (10/10 meetings)	—	100% (20/20 meetings)	100% (6/6 meetings)
4	Kouichi IKEDA Reelection	Outside Director; Independent	Member, Nomination Committee; Member, Compensation Committee	100% (10/10 meetings)	100% (9/9 meetings)	—	83% (5/6 meetings)
5	Yūki FURUTA Reelection	Outside Director; Independent	Chairman, Compensation Committee; Member, Audit Committee	100% (10/10 meetings)	—	100% (20/20 meetings)	100% (6/6 meetings)
6	Yoshimitsu KOBAYASHI Reelection	Outside Director; Independent	Chairman, Nomination Committee; Member, Compensation Committee	90% (9/10 meetings)	100% (9/9 meetings)	—	83% (5/6 meetings)
7	Ryoji SATO Reelection	Outside Director; Independent	Chairman (full-time), Audit Committee; Member, Nomination Committee	100% (10/10 meetings)	100% (9/9 meetings)	100% (20/20 meetings)	—



Candidate No.	Name	Current Positions in the Company	Attendance Record at Board of Directors Meetings	Attendance Record at Nomination Committee Meetings	Attendance Record at Audit Committee Meetings	Attendance Record at Compensation Committee Meetings	
8	Shinzo MAEDA Reelection	Outside Director; Independent	Chairman of the Board of Director; Member, Nomination Committee; Member, Compensation Committee	100% (10/10 meetings)	100% (9/9 meetings)	—	100% (6/6 meetings)
9	Shigenori SHIGA New election	Representative Executive Officer; Corporate Senior Executive Vice President; Support of the President; General Executive, Energy Systems & Solutions Company; General Executive, Infrastructure Systems & Solutions Company; President, Energy Systems & Solutions Company	—	—	—	—	
10	Yasuo NARUKE New election	Representative Executive Officer; Corporate Senior Executive Vice President; Support of the President; General Executive, Storage & Electronic Devices Solutions Company; General Executive, Materials & Devices Division; General Executive, ODD Division; General Executive, Industrial ICT Solutions Company	—	—	—	—	

Note: The attendance Record of the candidates for Directors at the meetings of the Board of Directors and the Committees are shown with respect to the meetings of the Board of Directors and the Committees held during and after those candidates took office as Directors or Committee members.

Name and Date of Birth		Positions	Career highlights, significant concurrent positions	Number of Company's shares owned by the candidate (thousands)
1.	<p>Satoshi TSUNAKAWA</p> <p>September 21, 1955</p> <p>Reelection</p>	<p>Representative Executive Officer; Corporate Senior Executive Vice President; Support of the President; General Executive, Life Science Division; General Executive, Strategic Planning Division; General Executive, Public Relations &amp; Investor Relations Division</p>	<p>April 1979 Joined the Company</p> <p>June 2009 Corporate Senior Vice President, Toshiba Medical Systems Corporation</p> <p>June 2010 President &amp; Chief Executive Officer, Toshiba Medical Systems Corporation (until June 2014)</p> <p>October 2013 General Manager, Healthcare Business Development Division</p> <p>June 2014 Executive Officer Corporate Senior Vice President</p> <p>September 2015 - Present Director Representative Executive Officer Corporate Senior Executive Vice President</p> <p>[Reasons for being selected as a candidate for President and Chief Executive Officer and as a candidate for Director] In the Company, the Nomination Committee decides a proposal to select a candidate for President and Chief Executive Officer to be submitted to the Board of Directors. Since the current Nomination Committee is composed solely of five Independent Outside Directors on September 30, 2015, it conducted interviews with around ten candidates for President and Chief Executive Officer, and has held discussions numerous times about which candidate would satisfy the requirements and be suitable as President and Chief Executive Officer. As a result, on May 6, 2016, the Nomination Committee decided to select Mr. Satoshi TSUNAKAWA as a candidate for President and Chief Executive Officer because of his achievements in having grown the healthcare business into a model business, his ability to take action in having led business structural reforms, and his sense of speed and vision in having overseen the formation of a business plan for 2016</p>	24

	Name and Date of Birth	Positions	Career highlights, significant concurrent positions	Number of Company's shares owned by the candidate (thousands)
			<p>onward.</p> <p>Also, the Nomination Committee decided to select him as a candidate for Director because he can be expected to lead the management of the Company by participating in the Board of Directors as President and Chief Executive Officer.</p> <p>[The tenure as Director] 9 months in total at the conclusion of the Ordinary General Meeting of Shareholders</p>	
2.	<p>Masayoshi HIRATA</p> <p>September 17, 1958</p> <p>Reelection</p>	<p>Representative Executive Officer; Corporate Senior Vice President; General Executive, Finance &amp; Cash Management Division and Accounting Division (CFO)</p>	<p>April 1981 Joined the Company</p> <p>February 2010 Director and Senior Vice President, Westinghouse Electric Company LLC.</p> <p>June 2012 Director and Vice President, Toshiba TEC Corporation</p> <p>June 2013 Director and Senior Vice President, Toshiba TEC Corporation</p> <p>September 2015 - Present Director Representative Executive Officer Corporate Senior Vice President</p> <p>[Reasons for being selected as a candidate for CFO and as a candidate for Director] The Board of Directors decided, with the agreement of the Nomination Committee, to select Mr. Masayoshi HIRATA as a candidate for CFO for the Board of Directors meetings to be held after the conclusion of this Ordinary General Meeting of Shareholders because he has rich experience and insight in the fields of global finance and accounting. Also, the Nomination Committee decided to select him as a candidate for Director because he is leading the management of the Company by participating in the Board of Directors as CFO.</p> <p>[The tenure as Director] 9 months in total at the conclusion of the Ordinary General Meeting of Shareholders</p>	11

	Name and Date of Birth	Positions	Career highlights, significant concurrent positions	Number of Company's shares owned by the candidate (thousands)
3.	<p>Teruko NODA January 3, 1939</p> <p>Reelection; Outside Director; Independent</p>	<p>Member, Audit Committee; Member, Compensation Committee</p>	<p>March 1961 Joined the Company (until August 1963)</p> <p>July 1971 Joined Chuo Audit Corporation</p> <p>March 1975 Registered as Certified Public Accountant</p> <p>May 1985 Representative Partner, Chuo Audit Corporation</p> <p>August 1992 Vice Chairman, Accounting System Committee, The Japanese Institute of Certified Public Accountant</p> <p>November 1997 Examiner, Certified Public Accountant Examination (until October 2000)</p> <p>July 2001 Resigned Chuo Aoyama Audit Corporation, Commissioner of Securities and Exchange Surveillance Commission, Financial Services Agency (until July 2007)</p> <p>March 2009 Outside Company Auditor, Chuetsu Pulp &amp; Paper Co., Ltd. (until June 2015)</p> <p>May 2009 Outside Company Auditor, Renown Incorporated (until May 2013)</p> <p>September 2015 - Present Director</p> <p>[Reasons for being selected as a candidate for Outside Director] The Nomination Committee decided to select Ms. Teruko NODA as a candidate for Outside Director because she is appropriately supervising the management of the Company based on her rich experience and insight as a certified public accountant.</p> <p>[The tenure as Director] 9 months in total at the conclusion of the Ordinary General Meeting of Shareholders</p>	11

	Name and Date of Birth	Positions	Career highlights, significant concurrent positions	Number of Company's shares owned by the candidate (thousands)
4.	<p>Kouichi IKEDA</p> <p>April 21, 1940</p> <p>Reelection; Outside Director; Independent</p>	<p>Member, Nomination Committee;</p> <p>Member, Compensation Committee</p>	<p>April 1963 Joined Asahi Breweries, Ltd. (current Asahi Group Holdings, Ltd.)</p> <p>March 1996 Director, Asahi Breweries, Ltd.</p> <p>March 1997 Managing Director, Asahi Breweries, Ltd.</p> <p>March 1999 Senior Managing Director, Asahi Breweries, Ltd.</p> <p>March 2000 Senior Managing Corporate Officer, Asahi Breweries, Ltd.</p> <p>March 2001 Senior Managing Director, Asahi Breweries, Ltd.</p> <p>January 2002 President and Chief Operating Officer, Asahi Breweries, Ltd.</p> <p>March 2006 Chairman of the Board, Asahi Breweries, Ltd.</p> <p>March 2010 - Present Advisor to the Board, Asahi Breweries, Ltd</p> <p>September 2015 - Present Outside Director</p> <p>Significant concurrent positions: Advisor to the Board, Asahi Group Holdings, Ltd. Outside Director, Komatsu Ltd. Outside Director, Sumitomo Chemical Company, Ltd. Chairman, National Federation of Taxpayer's Association Chairman, Corporate Taxpayer's Association</p> <p>[Reasons for being selected as a candidate for Outside Director] The Nomination Committee decided to select Mr. Kouichi IKEDA as a candidate for Outside Director because he is appropriately supervising the management of the Company based on his rich experience and insight as a management</p>	0

	Name and Date of Birth	Positions	Career highlights, significant concurrent positions	Number of Company's shares owned by the candidate (thousands)
			<p>executive.</p> <p>[The tenure as Director] 9 months in total at the conclusion of the Ordinary General Meeting of Shareholders.</p>	
5.	<p>Yūki FURUTA</p> <p>April 8, 1942</p> <p>Reelection; Outside Director; Independent</p>	<p>Chairman, Compensation Committee; Member, Audit Committee</p>	<p>April 1969 Public Prosecutor</p> <p>April 1993 Assistant Vice-Minister of Justice</p> <p>July 1998 Chief Prosecutor, Utsunomiya District Public Prosecutors Office</p> <p>September 1999 Prosecutor, Supreme Public Prosecutors Office</p> <p>December 1999 Director-General of the Criminal Affairs Bureau, Ministry of Justice</p> <p>August 2002 Director of Criminal Division, Supreme Public Prosecutors Office</p> <p>September 2003 Deputy Prosecutor-General, Supreme Public Prosecutors Office (until December 2004)</p> <p>August 2005 Justice of Supreme Court (until April 2012)</p> <p>August 2012 - Present Registered as Attorney at Law</p> <p>September 2015 - Present Outside Director</p> <p>[Reasons for being selected as a candidate for Outside Director] The Nomination Committee decided to select Mr. Yūki FURUTA as a candidate for Outside Director because he is appropriately supervising the management of the Company based on his rich experience and insight as a legal professional.</p> <p>[The tenure as Director] 9 months in total at the conclusion of the</p>	0

	Name and Date of Birth	Positions	Career highlights, significant concurrent positions	Number of Company's shares owned by the candidate (thousands)
			Ordinary General Meeting of Shareholders	
6.	<p>Yoshimitsu KOBAYASHI</p> <p>November 18, 1946</p> <p>Reelection; Outside Director; Independent</p>	<p>Chairman, Nomination Committee;</p> <p>Member, Compensation Committee</p>	<p>December 1974 Joined Mitsubishi Chemical Industries Limited (current Mitsubishi Chemical Corporation)</p> <p>June 2003 Executive Officer, Mitsubishi Chemical Corporation</p> <p>April 2005 Managing Executive Officer, Mitsubishi Chemical Corporation</p> <p>June 2006 Director, Mitsubishi Chemical Holdings Corporation</p> <p>February 2007 Director, Mitsubishi Chemical Corporation</p> <p>April 2007 Director, President &amp; CEO, Mitsubishi Chemical Holdings Corporation Director, President &amp; CEO, Mitsubishi Chemical Corporation</p> <p>April 2012 - Present Director, Chairman, Mitsubishi Chemical Corporation</p> <p>April 2015 - Present Director, Chairman, Mitsubishi Chemical Holdings Corporation</p> <p>September 2015 - Present Outside Director</p> <p>Significant concurrent positions: Director, Chairman, Mitsubishi Chemical Holdings Corporation Director, Chairman, Mitsubishi Chemical Corporation Director, Chairman, The KAITEKI Institute, Inc. Chairman, Japan Association of Corporate Executives Chairman, Council on Competitiveness-Nippon Chairman, Japan Chemical Industry Association</p>	0

	Name and Date of Birth	Positions	Career highlights, significant concurrent positions	Number of Company's shares owned by the candidate (thousands)
			<p>[Reasons for being selected as a candidate for Outside Director]  The Nomination Committee decided to select Mr. Yoshimitsu KOBAYASHI as a candidate for Outside Director because he is appropriately supervising the management of the Company based on his rich experience as a management executive.</p> <p>[The tenure as Director]  9 months in total at the conclusion of the Ordinary General Meeting of Shareholders</p>	
7.	Ryoji Sato  December 7, 1946  Reelection; Outside Director; Independent	Chairman (full-time) , Audit Committee; Member, Nomination Committee	April 1969 Joined Nikko Securities Co., Ltd. (current SMBC Nikko Securities Inc.)  October 1971 Joined Tohmatsu Awoki & Co. (current Deloitte Touche Tohmatsu LLC)  February 1975 Registered as Certified Public Accountant  January 1978 New York Office, Touche Ross  September 1979 London Office, Touche Ross  May 1983 Partner, Tohmatsu Awoki & Co.  June 2001 Managing Partner, Tokyo Office, Deloitte Touche Tohmatsu LLC  June 2004 Representative Partner and Managing Partner, Tokyo Office, Deloitte Touche Tohmatsu LLC  June 2007 Chief Executive Officer, Deloitte Touche Tohmatsu LLC  November 2010 Senior Advisor, Deloitte Touche Tohmatsu LLC (until May 2011)  September 2015 - Present Outside Director	2



	Name and Date of Birth	Positions	Career highlights, significant concurrent positions	Number of Company's shares owned by the candidate (thousands)
			<p>[Reasons for being selected as a candidate for Outside Director]  The Nomination Committee decided to select Mr. Ryoji SATO as a candidate for Outside Director because he is appropriately supervising the management of the Company based on his rich experience and insight as a certified public accountant and CEO of an auditing firm.</p> <p>[The tenure as Director]  9 months in total at the conclusion of the Ordinary General Meeting of Shareholders</p>	
8.	Shinzo MAEDA  February 25, 1947  Reelection; Outside Director; Independent	Chairman of the Board of Director; Member, Nomination Committee; Member, Compensation Committee	April 1970 Joined SHISEIDO Co., Ltd.  June 2003 Director, Corporate Officer, SHISEIDO Co., Ltd.  June 2005 President & CEO and Representative Director, SHISEIDO Co., Ltd.  April 2011 Chairman, Representative Director, SHISEIDO Co., Ltd.  April 2013 Chairman, Representative Director, President & CEO, SHISEIDO Co., Ltd  April 2014 Director, Chairman, SHISEIDO Co., Ltd  June 2014 - Present Senior Advisor, SHISEIDO Co., Ltd  September 2015 - Present Outside Director  Significant concurrent positions: Senior Advisor, SHISEIDO Co., Ltd Outside Director, Yuasa Trading Co., Ltd Chairman of the Board of Directors, SHISEIDO BEAUTY ACAMEDY Chairman, Tokyo Convention & Visitor Bureau Vice Chairman, The Tokyo Chamber of Commerce and Industry	0

Name and Date of Birth		Positions	Career highlights, significant concurrent positions	Number of Company's shares owned by the candidate (thousands)
			<p>[Reasons for being selected as a candidate for Outside Director] The Nomination Committee decided to select Mr. Shinzo MAEDA as a candidate for Outside Director because he is appropriately supervising the management of the Company based on his rich experience and insight as a management executive.</p> <p>[The tenure as Director] 9 months in total at the conclusion of the Ordinary General Meeting of Shareholders</p>	
9.	<p>Shigenori SHIGA</p> <p>December 13, 1953</p> <p>New election</p>	<p>Representative Executive Officer; Corporate Senior Executive Vice President Support of the President; General Executive, Energy Systems &amp; Solutions Company; General Executive, Infrastructure Systems &amp; Solutions Company; President, Energy Systems &amp; Solutions Company</p>	<p>April 1979 Joined the Company</p> <p>April 2008 Vice President, Power Systems Company</p> <p>June 2011 Executive Officer Corporate Senior Vice President</p> <p>June 2014 Executive Officer Corporate Executive Vice President</p> <p>September 2015 - Present Representative Executive Officer Corporate Senior Executive Vice President</p> <p>[Reasons for being selected as a candidate for Chairman and as a candidate for Director] The Nomination Committee decided to select Mr. Shigenori SHIGA as a candidate for Chairman, who would be responsible for improving the corporate presence of the Company through external activities jointly with the President and Chief Executive Officer, because he has experience in having exercised leadership as a President and Chairman of Westinghouse Electric Company L.L.C. and possesses abundant specialized knowledge and contact networks mainly in the nuclear power systems business. Also, the Nomination Committee decided to select him as a candidate for Director because he can be expected to lead the management of the Company by participating in the Board of Directors as a Chairman.</p>	79
10.	Yasuo	Representative Executive	April 1984	45

Name and Date of Birth	Positions	Career highlights, significant concurrent positions	Number of Company's shares owned by the candidate (thousands)
<p>NARUKE</p> <p>April 12, 1955</p> <p>New election</p>	<p>Officer; Corporate Senior Executive Vice President; Support of the President; General Executive, Storage &amp; Electronic Devices Solutions Company; General Executive, Materials &amp; Devices Division; General Executive, ODD Division; General Executive, Industrial ICT Solutions Company</p>	<p>Joined the Company</p> <p>June 2010 Vice President, Memory Division, Semiconductor &amp; Storage Products Company</p> <p>June 2011 Executive Officer Corporate Vice President</p> <p>June 2013 Executive Officer Corporate Senior Vice President</p> <p>June 2014 Executive Officer Corporate Executive Vice President</p> <p>September 2015 - Present Representative Executive Officer Corporate Senior Executive Vice President</p> <p>[Reasons for being selected as a candidate for Director] The Nomination Committee decided to select Mr. Yasuo NARUKE as a candidate for Director because he has rich experience and insight mainly in the semiconductor business and is expected to lead the management of the Company by participating in the Board of Directors.</p>	

(Note)

1. Directors Masashi MUROMACHI, Fumiaki USHIO and Hiroyuki ITAMI will retire at the conclusion of this Ordinary General Meeting of Shareholders.
2. The Company has concluded limited liability contracts with Ms. Teruko NODA and Messrs. Kouichi IKEDA, Yūki FURUTA, Yoshimitsu KOBAYASHI, Ryoji SATO and Shinzo MAEDA to limit their liabilities as provided in Article 423, Paragraph 1 of the Companies Act to the amount designated in advance which is not less than 10 million yen or the minimum liability amount stated in Article 425, Paragraph 1 of the Companies Act, whichever is higher. The Company intends to continue the contracts with those six (6) Directors, if reelected.
3. Ms. Teruko NODA was an employee of the Company for the period from March 1961 to August 1963. Because over 50 years has passed since she ceased to be the Company's employee, and she met the requirements for outside directors, the Company considers Ms. Noda to be an Outside Director candidate.

#### Reference

1. Chairman of the Board of Directors

If the 3rd Proposal is approved, the Chairman of the Board of Directors is expected to be as follows:

Chairman of the Board of Directors: Shinzo MAEDA

## 2. Composition, Etc. of the Committees

If the 3rd Proposal is approved, the composition and chairmen of the Committees are expected to be as follows. In addition, the Nomination Committee has determined that each of the Committees be composed of independent outside directors, and that the members of the Audit Committee include persons with special knowledge of audit practices concerning finance and accounting and independent outside directors who possess a high level of expertise in the fields of accounting, law and management, and in selecting the members, the Nomination Committee took these matters into account.

Nomination Committee: Yoshimitsu KOBAYASHI (Chairman), Kouichi IKEDA, Ryoji SATO and Shinzo MAEDA

Audit Committee: Ryoji SATO (Chairman, full-time), Teruko NODA and Yūki FURUTA

Compensation Committee: Yūki FURUTA (Chairman), Teruko NODA, Kouichi IKEDA, Yoshimitsu KOBAYASHI and Shinzo MAEDA

## 3. Selection of President and Chief Executive Officer, Etc.

If the 3rd Proposal is approved, Mr. Satoshi TSUNAKAWA will be selected as the President and Chief Executive Officer, Mr. Shigenori SHIGA will be selected as the Chairman, and Mr. Masayoshi HIRATA will be selected as General Executive, the Finance & Cash Accounting Division and the Accounting Division (CFO). The reasons for their selection are indicated in the columns of each of the candidates described above.

## **Fourth Proposal: Election of Accounting Auditor**

### 1. Reasons for Proposal

Ernst & Young ShinNihon LLC, the Accounting Auditor, will retire at the conclusion of this Ordinary General Meeting of Shareholders pursuant to the expiration of its term of office. Therefore, the Company requests the shareholders to approve the election of PricewaterhouseCoopers Aarata as the Accounting Auditor based on the decision of the Audit Committee.

The reasons that the Audit Committee selected PricewaterhouseCoopers Aarata as the candidate for Accounting Auditor are as follows.

While the Company considered the selected candidates for the new Accounting Auditor, it received an indication from the current Accounting Auditor, Ernst & Young ShinNihon LLC, of its intention not to execute the audit agreement for the 2016 Fiscal Year on December 22, 2015. The Company selected a number of audit firms as candidates for Accounting Auditor in place of Ernst & Young ShinNihon LLC in January 2016, and proceeded to examine the candidates with a focus on the following perspectives by receiving proposals and presentations from those audit corporations and requesting them to provide information as necessary:

- track record of executing audit agreements with listed companies
- scale and staffing of the assigned audit team
- global support structures
- systems for providing guidance and advice on generally accepted accounting

- standards in the U.S., and review systems for expressing opinions
- basic audit policy and methodology of selecting priority issues by fully taking into account the risk of fraud
- policy on measures to be taken in critical auditing areas such as correction of financial results for past fiscal years due to inappropriate accounting and business processes improved for preventive measures
- policy and procedures for taking over audit services from the current Accounting Auditor
- status of establishment and execution of quality control structures (results of quality review by the Japanese Institute of Certified Public Accountants, results of audit by the Certified Public Accountants and Auditing Oversight Board, status of measures taken for matters of recommendation for improvement or matters of indication, if any, and availability of representations by the audit firm stating that quality controls are fully established and functioning)
- independence from the Company and its material domestic and foreign subsidiaries
- method and frequency of communication with the President and Chief Executive Officer, CFO, Audit Committee, Internal Audit Division and other organizations
- method of reporting in case any fraud or illegal activity is discovered
- estimated amount of audit fees, and the assumptions on which such estimate is based, categorized by audit item, such as the number of work hours and the breakdown by personnel classification and hourly rates thereof

As a result of comparing, examining and selecting a number of audit firms from the perspectives described above, as the Audit Committee determined that PricewaterhouseCoopers Aarata appropriately offered the substance of the perspectives described above, and among other things, showed globally satisfying audit structures and high-quality audit, appropriate quality control structures, and highest independence of the Toshiba Group, it judged that PricewaterhouseCoopers Aarata has systems in place for ensuring that it would appropriately and reasonably perform audits of the Company, and decided to select PricewaterhouseCoopers Aarata as the candidate for Accounting Auditor.

## 2. Candidate for Accounting Auditor

The candidate for Accounting Auditor is as follows:

Name of Accounting Auditor	PricewaterhouseCoopers Aarata	
Address of Principal Office	Sumitomo Fudosan Shiodome Hamarikyu Bldg. 8-21-1 Ginza, Chuo-ku, Tokyo	
Firm History	June 2006	PricewaterhouseCoopers Aarata established as a member firm in Japan of PricewaterhouseCoopers (PwC)
	July 2006	Commencement of operations
	July 2015	Changed its corporate name in Japanese from “Aarata Kansa-houjin” to “PwC Aarata Kansa-houjin”
Number of Client Companies	931 companies (as of June 30, 2015)	
Stated capital	1,000 million yen (as of April 1, 2016)	
Personnel	2,439 persons (as of March 31, 2016)	
	Representative partners and partners:	121 persons
	CPAs:	801 persons
	CPA holders, etc.:	434 persons
	Audit assistants:	700 persons
	Other administrative personnel:	383 persons

(Note)

1. PricewaterhouseCoopers Aarata will be converted to a limited liability audit corporation on July 1, 2016 subject to the completion of procedures such as its application for registration to the Financial Services Agency, and will change its corporate name from “PricewaterhouseCoopers Aarata” to “PricewaterhouseCoopers Aarata LLC.”
2. The candidate for Accounting Auditor received consideration for accounting advisory services from the Company and its subsidiaries during the past two years, and will continue to receive the same from the Company.

- End -

## Request upon the Exercise of Voting Rights through the Internet

Voting rights may only be exercised through the Internet using the website for the exercise of voting rights designated by the Company via a PC or mobile phone.

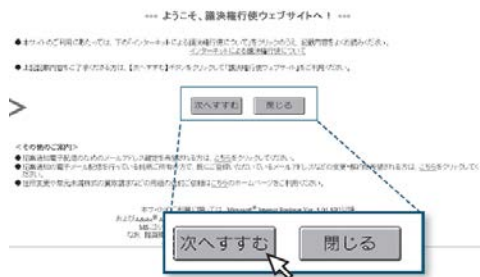
Deadline for the exercise of voting rights: 5:15 p.m., June 21, 2016 (Tuesday)

Website for the exercise of voting rights: <http://www.web54.net><sup>1</sup>

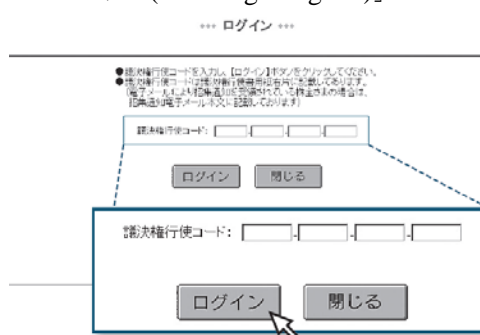
### How to Access

The following are screenshots of the website.

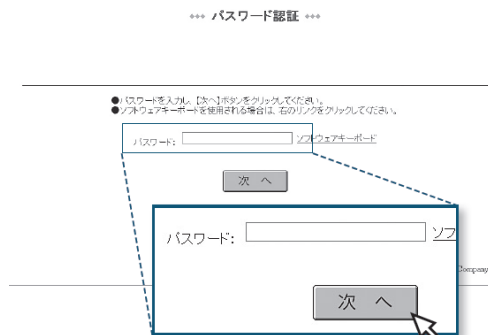
1. Access the website for the exercise of voting rights.  
Click 「次へすすむ」(Meaning “Next”).



2. Log into the website.  
Input the voting rights exercise code indicated on the Voting Rights Exercise Form, and click 「ログイン」(Meaning “Log in”).



3. Input a password.  
Input the password indicated on the Voting Rights Exercise Form, and click 「次へ」(Meaning “Next”).



<sup>1</sup> Note for English translation:  
This website is in Japanese only.

Then, please input approval or disapproval in accordance with the input guideline indicated on the screen.

#### Handling of passwords

1. The password that the Company issues this time is only effective for the current extraordinary general meeting of shareholders. A new password will be issued for the next 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.

#### Caution

- 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.
- 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.

#### System requirements

##### (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 Extraordinary General Meeting of Shareholders, etc.:  
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

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.

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

Direct line to Transfer Agent Web Support of Sumitomo Mitsui Trust Bank, Limited:  
Telephone: 0120-652-031<sup>2</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>3</sup>  
(9:00 a.m. to 5:00 p.m.; Excluding Saturday and Sunday)

- End -

---

<sup>2</sup> Note for English translation:  
Only for calls within Japan.

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