

(This notice of shareholders voting results at the 177th Ordinary General Meeting of Shareholders is an English translation of original Japanese notice. This translation is for your convenience only and Toshiba does not guarantee accuracy of this translation)

June 24, 2016

Toshiba Corporation

Notice of shareholders voting results
at the 177th Ordinary General Meeting of Shareholders

Resolutions were made at the 177th Ordinary General Meeting of Shareholders (“the Meeting”) held on June 22, 2016. This is to give notice of shareholders voting results.

1. Subject for Resolution

First Proposal: Reduction in stated capital

Second Proposal: Amendments to the Articles of Incorporation

Third Proposal: Election of ten (10) Directors

The following ten (10) persons will be Director:

Satoshi TSUNAKAWA

Masayoshi HIRATA

Teruko NODA

Kouichi IKEDA

Yūki FURUTA

Yoshimitsu KOBAYASHI

Ryoji SATO

Shinzo MAEDA

Shigenori SHIGA

Yasuo NARUKE

Motion to Amend the Third Proposal:

A Motion to exclude Shigenori SHIGA from the Candidates for Directors has been submitted from the shareholder.

Fourth Proposal: Election of Accounting Auditor

PricewaterhouseCoopers Aarata will be Accounting Auditor.

2. Number of voting rights concerning the indication of “For”, “Against” or “Abstention” for each proposal; Requirements for approving the proposals; and Results of resolution

Proposal	For	Against	Abstention	*1	Approval requirements	Results of resolution	Ratio of “For”	Ratio of “Against”
First Proposal	2,568,039	20,402	5,204	15,517	*2	Approved	98.42%	0.78%
Second Proposal	2,572,467	15,974	5,204	15,517	*2	Approved	98.59%	0.61%
Third Proposal								
Satoshi TSUNAKAWA	2,271,555	316,807	5,204	15,517	*3	Approved	87.06%	12.14%
Masayoshi HIRATA	2,560,416	27,959	5,204	15,517	*3	Approved	98.13%	1.07%
Teruko NODA	2,546,184	42,189	5,204	15,517	*3	Approved	97.59%	1.62%
Kouichi IKEDA	2,545,026	43,347	5,204	15,517	*3	Approved	97.54%	1.66%
Yūki FURUTA	2,546,262	42,111	5,204	15,517	*3	Approved	97.59%	1.61%
Yoshimitsu KOBAYASHI	2,542,543	45,829	5,204	15,517	*3	Approved	97.45%	1.76%
Ryoji SATO	2,546,809	41,564	5,204	15,517	*3	Approved	97.61%	1.59%
Shinzo MAEDA	2,546,100	42,273	5,204	15,517	*3	Approved	97.59%	1.62%
Shigenori SHIGA	2,540,486	47,886	5,204	15,517	*3	Approved	97.37%	1.84%
Yasuo NARUKE	2,558,939	29,435	5,204	15,517	*3	Approved	98.08%	1.13%
Fourth Proposal	2,569,831	18,473	5,303	15,517	*4	Approved	98.49%	0.71%

*1: The number of voting rights of shareholders actually present at the Meeting whose indication for the relevant proposal could not be confirmed.

*2: The resolution for each proposal shall be adopted by a majority consisting of not less than two-thirds (2/3) of the voting rights held by the shareholders present and voting at the Meeting (including postal and electronic voting). Quorum of the resolution for these proposals is one-third (1/3) or more of the total number of voting rights.

*3: The resolution for each proposal shall be adopted by a simple majority of the voting rights held by the shareholders present and voting at the Meeting (including postal and electronic voting). Quorum of such resolution for each proposal is one-third (1/3) or more of the total number of voting rights.

- *4: The resolution for this proposal shall be adopted by a simple majority of the voting rights held by the shareholders present and voting at the Meeting (including postal and electronic voting).
- 5: Although the Motion to Amend the Third Proposal has been submitted, the number of the voting rights has not been counted in connection with the Motion because the Original form has been approved by resolution of this meeting which was made lawfully under Companies Act and therefore there is no room left for the motion to enact.
- 6: There are no boxes for “Abstain” on the voting right exercise form of the Company and the Company does not count “Abstain” voting at the Meeting. However, the Company counts “Abstain” voting only when certain shareholders, such as shareholders who diversely exercise voting rights, expressly indicate their intention to abstain.

3. Reason why a portion of the voting rights held by the shareholders present at the Meeting was not added to the number of voting rights

With the results of the exercise of voting rights through postal and electronic method prior to the date of the Meeting and a part of exercise of voting rights by proxy, it was evident that all Proposal was approved in accordance with Companies Act. Therefore, voting rights held by the shareholders actually present at the Meeting, except as otherwise shareholders submit their proxies to the Company, were not counted as voting rights of “For”, “Against” or “Abstention”.

However in the calculation of ratio of “For” / “Against”, the number of voting rights of shareholders actually present at the Meeting whose indication for the relevant proposal could not be confirmed is included in the denominator. The number of voting rights of shareholders actually present at the Meeting is calculated based on the number counted at the beginning of deliberation on proposals and the number of voting rights of shareholders who left the Meeting before then is not included.

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