

Present Article	Proposed Amendment
<p>(Trade Name) Article 1. This Company shall be called Kabushiki Kaisha Toshiba and expressed in the English language as TOSHIBA CORPORATION.</p> <p>(Company with Committees) Article 2. The Company shall be subject to the exceptions applicable to Companies with Committees as provided in Chapter 2 Section 4 of the Law for Special Exceptions to the Commercial Code Concerning Audit, etc. of Kabushiki-Kaisha (hereinafter referred to as “Shouhou-Tokurei-Hou”).</p> <p>(Purpose) Article 3. The business purposes of the Company are as follows: <ol style="list-style-type: none"> 1. Manufacture of electric machines and apparatus; 2. Manufacture of measuring instruments, medical machines and apparatus, and other machines and apparatus; 3. Software business, telecommunication business, broadcasting enterprise, information processing service and information providing service; 4. Chemical, metal and construction industries, real estate business, ceramic, mining and earth and stone extraction industries, electrical power supply enterprise and finance business; 5. Enterprises incidental or relating to any of the preceding items; and 6. Investments in enterprises carrying on business mentioned in any of the preceding items. </p> <p>(Head Office) Article 4. The head office shall be located in Minato-ku, Tokyo.</p> <p>(Public Notice) Article 5. Public notice shall be conveyed through electronic means, provided, however, if the electronic means is not available because of accidents or any other causes, notice shall be given in The Nihon Keizai Shimbun.</p>	<p>(Trade Name) Article 1. This Company shall be called Kabushiki Kaisha Toshiba and expressed in the English language as TOSHIBA CORPORATION.</p> <p>(Company with Committees) Article 2. The Company shall, as a company with committees, have the Board of Directors, Committees and Accounting Auditors in addition to the General Meeting of Shareholders and Directors.</p> <p>(Purpose) Article 3. The business purposes of the Company are as follows: <ol style="list-style-type: none"> 1. Manufacture of electric machines and apparatus; 2. Manufacture of measuring instruments, medical machines and apparatus, and other machines and apparatus; 3. Software business, telecommunication business, broadcasting enterprise, information processing service and information providing service; 4. Chemical, metal and construction industries, real estate business, ceramic, mining and earth and stone extraction industries, electrical power supply enterprise and finance business; 5. Enterprises incidental or relating to any of the preceding items; and 6. Investments in enterprises carrying on business mentioned in any of the preceding items. </p> <p>(Head Office) Article 4. The head office shall be located in Minato-ku, Tokyo.</p> <p>(Methods of Public Notice) Article 5. Public notice shall be conveyed through electronic means, provided, however, if notice cannot be conveyed through electronic means due to accidents or any other causes, notice shall be given in the Nihon Keizai Shimbun.</p>

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<p>(Total Number of Shares Authorized to be Issued) Article 6. The total number of shares authorized to be issued is ten billion (10,000,000,000).</p> <p>(Purchase of Own Shares) Article 7. The Company may purchase its own shares by resolution of the board of directors as provided in Article 211-3 Paragraph 1 Item 2 of the Commercial Code.</p> <p>(Number of Shares Constituting One Unit (Tangen) of Shares and Non-issuance of Share Certificates Representing Less than One Unit) Article 8. The number of shares constituting one (1) unit (Tangen) of shares shall be one thousand (1,000). The Company shall not issue share certificates representing shares constituting less than one unit (hereinafter called "Tangen-miman-kabushiki") unless otherwise provided by the Share Handling Regulations.</p> <p>(Estabalish)</p>	<p>(Total Number of Shares Authorized to be Issued) Article 6. The total number of shares authorized to be issued is ten billion (10,000,000,000).</p> <p>(Delete)</p> <p>(Number of Shares Constituting One Unit of Shares (Tangen-kabushiki), Issuance of Share Certificates and Non-issuance of Share Certificates Representing Less than One Unit (Tangen-miman-kabushiki)) Article 7. The number of shares constituting one (1) unit of shares (hereinafter called "Tangen-kabushiki") shall be one thousand (1,000). The Company shall issue share certificates representing the shares of the Company, provided, however, the Company shall not issue share certificates representing shares constituting less than one unit (hereinafter called "Tangen-miman-kabushiki"), unless otherwise provided by the Regulations on handling share, etc..</p> <p>(Rights in relation to Tangen-miman-kabushiki) Article 8. A shareholder (including a beneficial shareholder, the same being applicable hereinafter) may not, in relation to his/herTangen-miman-kabushiki, exercise any right other than the rights stipulated in each of the following items: 1. The rights stipulated in each item of Article 189, Paragraph 2 of the Corporate Law; 2. The rights to have share and Share Purchase Warrant allotted by the Company proportionately to the number of shares held by the shareholder; 3. The right to make a request stipulated in the following article.</p>

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<p>(Additional Share Purchase System for Shareholders of Tangen-miman-kabushiki) Article 9. Pursuant to the provisions of Share Handling Regulations, a shareholder (including a beneficial shareholder, the same being applicable hereinafter) of Tangen-miman-kabushiki may request the Company to sell shares additionally, in order to make his/her Tangen-miman-kabushiki into one unit (Tangen) of shares.</p>	<p>(Additional Share Purchase System for Shareholders of Tangen-miman-kabushiki) Article 9. Pursuant to the provisions of Regulations on Handling of shares, etc., a shareholder may request the Company to sell shares additionally, in order to make his/her Tangen-miman-kabushiki into Tangen-kabushiki .</p>
<p>(Record Date) Article 10. The Company shall recognize those shareholders appearing or recorded on the register of shareholders (including register of beneficial shareholders, the same being applicable hereinafter) at the close of each accounting period as the shareholders entitled to exercise their rights at the Ordinary General Meeting of Shareholders for such accounting period. In addition to the preceding paragraph and except as otherwise provided in these Articles of Incorporation, the Company may, whenever necessary, upon giving prior public notice, recognize those shareholders or pledgees appearing or recorded on the register of shareholders at a certain date and time as the shareholders or pledgees entitled to exercise their rights.</p>	<p>(Delete)</p>
<p>(Transfer Agent) Article 11. The Company shall appoint a transfer agent or agents with respect to its shares. The public notice shall be given with regard to the designation of a transfer agent and its handling office. The register of shareholders and the register of lost share certificates of the Company shall be kept at the handling office of the transfer agent. The transfer agent shall handle business regarding shares, such as registration of transfers of shares, repurchase of Tangen-miman-kabushiki by the Company and additional share purchase by shareholders of Tangen-miman- kabushiki, and these matters shall not be handled by the Company itself.</p>	<p>(Shareholder Register Agent (Kabunushi Meibo Kanrinin)) Article 10. The Company shall appoint a shareholder register agent (hereinafter called "Kabunushi Meibo Kanrinin"). The public notice shall be given with regard to the designation of Kabunushi Meibo Kanrinin and its handling office. Kabunushi Meibo Kanrinin shall handle the matters on the register of shareholders, etc., such as making, revising and maintaining the register of shareholders (including the register of beneficial shareholders, the same being applicable hereinafter), the register of Share Purchase Warrant and the register of lost share certificates. These matters shall not be handled by the Company itself.</p>

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<p>(Share Handling Regulations) Article 12. Unless otherwise provided by law or in these Articles of Incorporation, denominations of share certificates, registration of transfers of shares, registration of pledges, indication of trust assets, non-possession of share certificates, acceptance of reports on shareholders, etc., re-issue of share certificates, repurchase of Tangen-miman-kabushiki by the Company, and additional share purchase by shareholders of Tangen-miman-kabushiki, handling fees, and other matters of handling of shares shall be governed by the Share Handling Regulations.</p>	<p>(Regulations on Handling of Shares, etc.) Article 11. Unless otherwise provided by laws and ordinances or in these Articles of Incorporation, share handling matters and procedures and fees relating to the shareholders' exercise of their rights shall be governed by the Regulations on Handling of shares, etc..</p>
<p>(Ordinary General Meeting of Shareholders) Article 13. An Ordinary General Meeting of Shareholders shall be held in June of each year.</p>	<p>(Ordinary General Meeting of Shareholders) Article 12. An Ordinary General Meeting of Shareholders shall be held in June of each year.</p>
<p>(Estabalish)</p>	<p>(Record Date for Ordinary General Meeting of Shareholders) Article 13. The record date for the determination of the right to vote at the Ordinary General Meeting of Shareholders shall be March 31st of each year.</p>
<p>(Estabalish)</p>	<p>(Disclosure via Internet and Deemed Presentation of Reference Materials, etc. for General Meeting of Shareholders) Article 14. In convening a General Meeting of Shareholders, information relating to the matters to be stated or indicated in reference materials for the General Meeting of Shareholders, business reports, financial statements and consolidated financial statements may be deemed to have been presented to the shareholders if such information is disclosed through a method that uses the Internet pursuant to laws and ordinances.</p>

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<p>(Method of Resolution) Article 14. Unless otherwise provided by law or in these Articles of Incorporation, resolutions of General Meetings of Shareholders shall be adopted by a majority of the votes of shareholders present.</p> <p>The special resolution of General Meetings of Shareholders provided in Article 343 of the Commercial Code shall be adopted by two-thirds (2/3) or more of the shareholders at which shareholders holding one-third (1/3) or more of the total number of voting rights of all shareholders are present.</p> <p>(Chairmanship) Article 15. The chairman of a General Meeting of Shareholders shall be the President and Chief Executive Officer.</p> <p>In cases where the office of the President and Chief Executive Officer is vacant or he/she is unable to act, person selected in accordance with the order of priority previously determined by a resolution of the Board of Directors shall act in his/her place.</p> <p>(Exercise of Votes by Proxies) Article 16. In cases where a shareholder desires to exercise his/her vote by a proxy, such proxy shall also be a shareholder of the Company who is entitled to exercise voting rights</p> <p>In the case of the preceding paragraph, the shareholder or the proxy must file with the Company a document establishing his/her authority as a proxy.</p> <p>Article 17. The number of Directors shall not exceed twenty (20).</p>	<p>(Method of Resolution) Article 15. Unless otherwise provided by law or in these Articles of Incorporation, resolutions of General Meetings of Shareholders shall be adopted by a majority of the votes of shareholders present who are entitled to exercise their voting rights at such meetings.</p> <p>The resolution provided in Article 309, Paragraph 2 of the Corporate Law shall be adopted by two-thirds (2/3) or more of the votes of shareholders present at a General Meetings of Shareholder at which shareholders holding one-third (1/3) or more of the total number of voting rights of all shareholders who are entitled to exercise their voting rights at such meetings are present.</p> <p>(Chairmanship) Article 16. The chairman of a General Meeting of Shareholders shall be the President and Chief Executive Officer.</p> <p>In cases where the office of the President and Chief Executive Officer is vacant or he/she is unable to act, person designated in accordance with the order of priority previously determined by a resolution of the Board of Directors shall act in his/her place.</p> <p>(Exercise of Votes by Proxies) Article 17. In cases where a shareholder desires to exercise his/her vote by a proxy, such proxy shall also be a shareholder of the Company who is entitled to exercising his/her voting right at the General Meeting of Shareholders of the Company.</p> <p>In the case of the preceding paragraph, the shareholder or the proxy must file with the Company a document establishing his/her authority as a proxy.</p> <p>.</p> <p>Article 18. The number of Directors shall not exceed twenty (20).</p>

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<p>(Method of Election) Article 18. Directors shall be elected by resolutions of General Meetings of Shareholders at which shareholders holding one-third (1/3) or more of the total number of voting rights of all shareholders are present.</p> <p>No cumulative voting shall be used for the election of Directors.</p>	<p>(Method of Election) Article 19. A resolution for the election of Directors shall be adopted by a majority of the votes at a General Meeting of Shareholders at which shareholders holding one-third (1/3) or more of the total number of voting rights of all shareholders who are entitled to exercise their voting rights at such meetings are present.</p> <p>No cumulative voting shall be used for the election of Directors.</p>
<p>(Term of Office) Article 19. The terms of office of Directors shall expire at the conclusion of the Ordinary General Meeting of Shareholders held with respect to the last closing of accounts within one (1) year after their assumption of office.</p> <p>The term of office of a Director, newly elected during the term of office of other existing Directors, shall expire at the time when the full terms of office of the other existing Directors shall expire.</p>	<p>(Term of Office) Article 20. The terms of office of Directors shall expire at the conclusion of the Ordinary General Meeting of Shareholders held with respect to the last fiscal year ending within one (1) year after their election.</p> <p>The term of office of a Director, newly elected during the term of office of other existing Directors, shall expire at the time when the terms of office of the other existing Directors shall expire.</p>
<p>(Chairman of the Board and Director) Article 20. One (1) Chairman of the Board and Director may be elected by a resolution of the Board of Directors.</p>	<p>(Chairman of the Board) Article 21. One (1) Chairman of the Board may be designated by a resolution of the Board of Directors.</p>
<p>(Notice of Convening Meetings of Board of Directors) Article 21. In convening a meeting of the Board of Directors, notice thereof shall be dispatched to each Director four (4) days before the date set for the meeting; provided, however, that in case of emergency, this period may be shortened to two (2) days.</p>	<p>(Notice of Convening Meetings of Board of Directors) Article 22. In convening a meeting of the Board of Directors, notice thereof shall be dispatched to each Director at least four (4) days prior to the date set for the meeting, provided, however, that in case of emergency, this period may be shortened to two (2) days.</p>
<p>(Persons to Convene and Preside Over Meetings of the Board of Directors) Article 22. The Chairman of the Board and Director shall convene meetings of the Board of Directors and act as chairman thereof. In cases where the office of Chairman of the Board and Director is vacant or he/she is unable to act, person selected in accordance with the order of priority previously</p>	<p>(Persons to Convene and Preside Over Meetings of the Board of Directors) Article 23. The Chairman of the Board shall convene meetings of the Board of Directors and act as chairman thereof. In cases where the office of Chairman of the Board is vacant or he/she is unable to act, person designated in accordance with the order of priority previously determined by a</p>

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<p>determined by a resolution of the Board of Directors shall act in his/her place.</p> <p>(Advisors to the Board) Article 23. One (1) or more Advisors to the Board may be appointed by resolutions of the Board of Directors.</p> <p>(Exemption of Liabilities) Article 24. Within the limits provided by law, the Company may, by a resolution of the Board of Directors, exempt Directors from their liabilities as provided in Article 21-17 Paragraph 1 of the Shouhou-Tokurei-Hou.</p> <p>The Company may conclude contracts, with Outside Directors, to limit their liabilities as provided in Article 21-17 Paragraph 1 of the Shouhou-Tokurei-Hou to the prescribed amount which is ¥10 million or more or aggregate sum of the amount stipulated in each item of Article 266 Paragraph 19 of the Commercial Code that shall be applicable mutatis mutandis by Article 21-17 Paragraph 5 of the Shouhou-Tokurei-Hou, whichever is higher.</p> <p>(Committees) Article 25. The Company shall constitute the Nominating Committee, the Auditing Committee and the Compensation Committee. Directors who act as the member of these Committees shall be determined by resolutions of the Board of Directors.</p> <p>(Number) Article 26. The number of Executive Officers shall not exceed forty (40).</p> <p>(Method of Election) Article 27. Executive Officers shall be elected by resolutions of the Board of Directors.</p>	<p>resolution of the Board of Directors shall act in his/her place.</p> <p>(Advisors to the Board) Article 24. One (1) or more Advisors to the Board may be appointed by resolutions of the Board of Directors.</p> <p>(Exemption of Liabilities) Article 25. Within the limits provided by laws and ordinances, the Company may, by a resolution of the Board of Directors, exempt Directors from their liabilities as provided in Article 423, Paragraph 1 of the Corporate Law.</p> <p>The Company may conclude contracts, with Outside Directors, to limit their liabilities as provided in Article 423, Paragraph 1 of the Corporate Law to the amount prescribed in advance which shall be ¥10 million or more or the minimum liability amount under the laws and ordinances, whichever is higher.</p> <p>(Members of Committees) Article 26. Directors who act as the members of the Nominating Committee, the Auditing Committee and the Compensation Committee shall be designated by resolutions of the Board of Directors.</p> <p>(Number) Article 27. The number of Executive Officers shall not exceed forty (40).</p> <p>(Method of Election) Article 28. Executive Officers shall be elected by resolutions of the Board of Directors.</p>

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<p>(Term of Office) Article 28. The terms of office of Executive Officers shall expire at the conclusion of the Board of Directors first held after the Ordinary General Meeting of Shareholders held with respect to the last closing of accounts within one (1) year after their assumption of office. The term of office of an Executive Officer, newly elected during the term of office of other existing Executive Officers, shall expire at the time when the full terms of office of the other existing Executive Officers shall expire.</p> <p>(Representative Executive Officers) Article 29. One (1) or more representative Executive Officers shall be designated by resolutions of the Board of Directors.</p> <p>(Executive Officers with Specific Responsibilities) Article 30. President and Chief Executive Officer, Corporate Senior Executive Vice President, Corporate Executive Vice President, Corporate Senior Vice President, and Corporate Vice President may be elected by resolutions of the Board of Directors.</p> <p>(Exemption of Liabilities) Article 31. Within the limits provided by law, the Company may, by a resolution of the Board of Directors, exempt Executive Officers from their liabilities as provided in Article 21-17 Paragraph 1 of the Shouhou-Tokurei-Hou.</p> <p>(Term for Closing Accounts) Article 32. The accounts shall be closed on 31st March of each year.</p>	<p>(Term of Office) Article 29. The terms of office of Executive Officers shall expire at the conclusion of the Board of Directors first convened after the Ordinary General Meeting of Shareholders held with respect to the last business year ending within one (1) year after their election. The term of office of an Executive Officer, newly elected during the term of office of other existing Executive Officers, shall expire at the time when the terms of office of the other existing Executive Officers shall expire.</p> <p>(Representative Executive Officers) Article 30. One (1) or more representative Executive Officers shall be designated by resolutions of the Board of Directors.</p> <p>(Executive Officers with Specific Responsibilities) Article 31. President and Chief Executive Officer, Corporate Senior Executive Vice President, Corporate Executive Vice President, Corporate Senior Vice President, and Corporate Vice President may be designated by resolutions of the Board of Directors.</p> <p>(Exemption of Liabilities) <u>Article 32</u> Within the limits provided by laws and ordinances, the Company may, by a resolution of the Board of Directors, exempt Executive Officers from their liabilities as provided in Article 423, Paragraph 1 of the Corporate Law.</p> <p>(Business Year) Article 33. The business year of the Company shall commence on April 1st of each year and end on March 31st of the following year.</p>

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<p>(Dividends) Article 33. Dividends shall be paid to the shareholders or pledgees appearing or recorded on the register of shareholders at the close of each accounting period.</p> <p>(Establish)</p> <p>(Establish)</p> <p>(Interim Dividends) Article 34. The Company may, by a resolution of the Board of Directors, pay a cash distribution as provided in Article 293-5 of the Commercial Code (hereinafter called "interim dividends") to shareholders or pledgees appearing or recorded on the register of shareholders at the end of 30th September of each year.</p> <p>(Time Limitation of Payment of Dividends, etc.) Article 35. In cases where dividends or interim dividends are not received during three (3) years after the date on which they first become payable, the Company shall be relieved of the obligation to pay such dividends.</p> <p>(Transfer Agent with Respect to U.S. Dollar Debentures) Article 36. The Company shall appoint a transfer agent or agents in the United States of America with respect to any U.S. Dollar registered debentures.</p>	<p>(Dividends of Surplus, etc.) Article 34. Unless otherwise provided by law, matters stipulated in each item of Article 459, Paragraph 1 of the Corporate Law including matters relating to the dividends of surplus shall be determined by resolutions of the Board of the Directors, not by resolutions of General Meetings of Shareholders.</p> <p>The record date for the dividends of surplus shall be 31st March or 30th September of each year.</p> <p>The Company shall be exempted from the obligation to pay any dividend of surplus, if the same is not received by the recipient within three (3) years from the initiation of distribution thereof.</p> <p>(Delete)</p> <p>(Delete)</p> <p>(Delete)</p>

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<p data-bbox="225 264 778 327">(The Interim Measures with Respect to the Exemption of Liabilities)</p> <p data-bbox="225 327 347 356">Article 37.</p> <p data-bbox="252 356 778 546">Within the limits provided by law, the Company may, by a resolution of the Board of Directors, exempt Directors from their liabilities concerning their conduct provided in Article 266 Paragraph 1 Item 5 of the Commercial Code.</p> <p data-bbox="252 546 778 678">The Company may, by a resolution of the Board of Directors, exempt Statutory Auditors from their liabilities within the limits provided by law.</p>	<p data-bbox="804 264 1334 327">(The Interim Measures with Respect to the Exemption of Liabilities)</p> <p data-bbox="804 327 927 356">Article 35.</p> <p data-bbox="831 356 1334 741">Within the limits provided by laws and ordinances, the Company may, by a resolution of the Board of Directors, exempt Directors from their liabilities concerning their conduct provided in Article 266 Paragraph 1 Item 5 of the Commercial Code prior to its amendment by the Law Concerning Adjustment and Coordination of Relevant Laws In Association With the Enforcement of Corporate Law (Law No.87 of 2005, hereinafter (hereinafter called ""Adjustment Law")).</p> <p data-bbox="831 741 1334 871">The Company may, by a resolution of the Board of Directors, exempt Statutory Auditors from their liabilities within the limits provided by laws and ordinances.</p> <p data-bbox="831 871 1334 1160">Within the limits provided by law, the Company may, by a resolution of the Board of Directors, exempt Directors and Executive Officers from their liabilities as provided in Article 21-17 Paragraph 1 of the Law for Special Exceptions to the Commercial Code Concerning Audit, etc. of Kabushiki-Kaisha prior to its abolishment by the Adjustment Law.</p>