

Sustainability Management

Toshiba Group Sustainability Policy

Toshiba Group has long positioned “Committed to People, Committed to the Future.” as the main text of our Basic Commitment, the expression of our unwavering determination to contribute to society’s development through our business activities. Grounded in this commitment, as a member of a society that faces issues that include energy shortages, resource depletion, and climate change, we have taken initiatives to help solve issues by considering the impact of our corporate activities on society over the long-term, rather than simply pursuing short-term profits. To further advance the initiatives and strengthen our activities to contribute to social sustainability, we have established Toshiba Group Sustainability Policy, for promoting sustainability management and enhancing our corporate value. Toshiba Group Sustainability Policy was resolved by the Board of Directors.

Toshiba Group Sustainability Policy

The Basic Commitment of Toshiba Group is “Committed to People, Committed to the Future.” This commitment is the foundation of Our Purpose: an unwavering drive to make and do things that lead to a better world. Toshiba Group aims to solve issues facing our society and to contribute to its development through our business.

Toshiba Group considers the long-term impact of its corporate activities on society and takes action to address the material issues we identify. In accordance with the Standards of Conduct for Toshiba Group, we place the highest priority on life, safety, and compliance (observance of laws, regulations, social norms, and ethics), and drive sustainability management in cooperation with our stakeholders in order to enhance our corporate value. We comply with international standards and seek opinions from the experts thus enabling us to make responsible decisions regarding our commitment to society.

1. Toshiba Group contributes to the sustainable development of society by developing and producing products and services which enrich lives. It does so by bringing together its history of creativity, technological strength and advanced quality that it has long cultivated.
2. Toshiba Group proactively works to reduce environmental impacts throughout its entire value chain with the goal of positively addressing various global environmental issues.
3. Toshiba Group supports internationally recognized principles on human rights, and respects the human rights of every stakeholder who contributes to its activities, including customers, shareholders and employees.
4. Toshiba Group works with suppliers to promote sustainable procurement activities which take into account such matters as human rights and the environment.
5. Toshiba Group’s sustainability management approach incorporates a long-term perspective to protect and maintain its sustainable growth.
6. Toshiba Group reports on its sustainability objectives, activities and results to promote a constructive dialogue and trusted relationships with stakeholders.

October 21, 2021

Committed to People, Committed to the Future.

In order to develop sustainably as a company, Toshiba Group strives to strengthen E (environment), S (social), and G (governance) and implement sustainability management as steps to build ethical and transparent management foundations. At the same time, we will make efforts to create and provide rich value in collaboration with our various stakeholders, such as our customers, shareholders and investors, suppliers, employees, and local communities. We conduct all corporate activities fairly and honestly, guided by [the Standards of Conduct for Toshiba Group](#).

Sustainability Management Structure

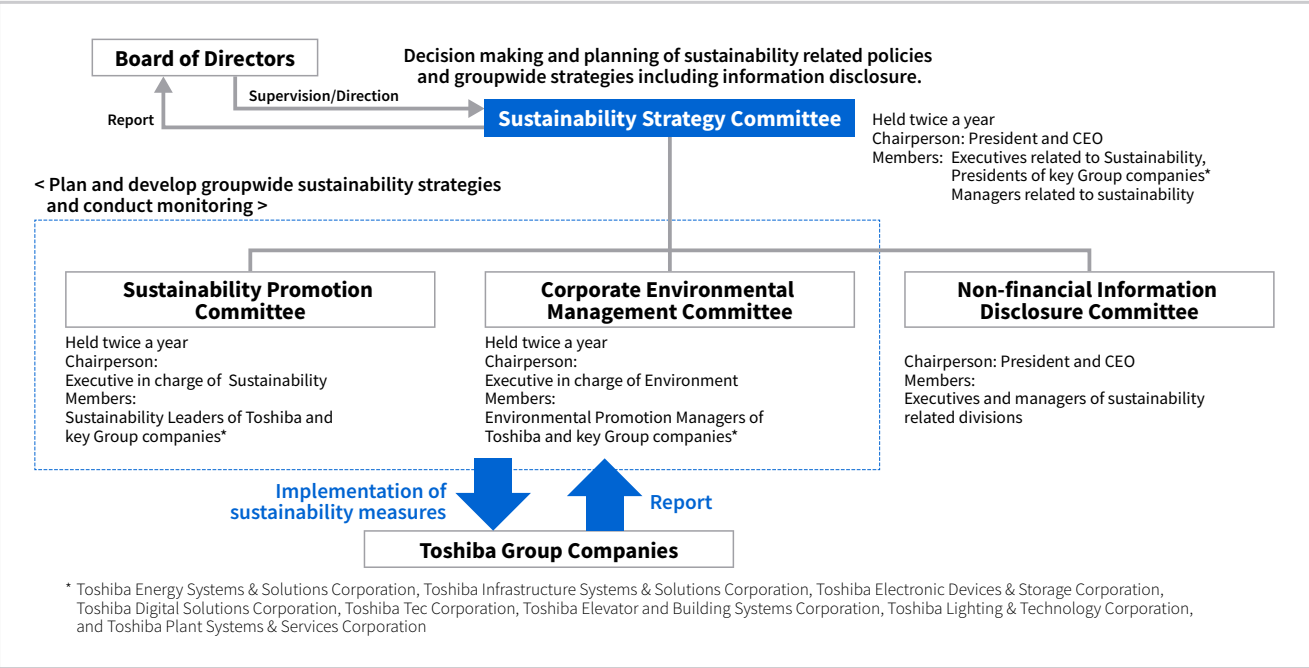
In 2003 Toshiba established an in-house organization to promote CSR, and has put in place a promotion system that covers the Group. As companies are urged to make more effort to help solve global issues represented in the Sustainable Development Goals (SDGs) and help create a sustainable society, we established the Sustainability Management Division in April 2021. Incorporating a sustainability perspective into management, we promote ESG and SDGs activities through all of our corporate activities. We reviewed our sustainability management structure and newly established the Sustainability Strategy Committee chaired by the President and CEO with members comprising executives related to sustainability, presidents of key Group companies*, and managers related to sustainability. Starting from FY2021, the committee meeting is held twice a year as a general rule. The Sustainability Strategy Committee decides on strategies and measures to promote sustainability in Toshiba Group.

Under the Sustainability Strategy Committee, we set up three committees, namely the Sustainability Promotion Committee that considers specific measures based on decisions made by the Sustainability Strategy Committee, develops an action plan, and monitors progress; the Corporate Environmental Management Committee that has functioned since 1991; and the Non-financial Information Disclosure Committee that approves the disclosure of ESG information to be included in our Integrated Report and Sustainability Report. The Sustainability Promotion Committee is chaired by the executive in charge of sustainability. The Corporate Environmental Management Committee is chaired by the executive in charge of environment. As a general rule, each of the committees holds a meeting twice a year to discuss and examine various measures that Toshiba Group is promoting.

The executive in charge of sustainability and environment regularly report the status of measures being taken and receive supervision and advice at the Board of Directors meetings.

* Toshiba Energy Systems & Solutions Corporation, Toshiba Infrastructure Systems & Solutions Corporation, Toshiba Electronic Devices & Storage Corporation, Toshiba Digital Solutions Corporation, Toshiba Tec Corporation, Toshiba Elevator and Building Systems Corporation, Toshiba Lighting & Technology Corporation, and Toshiba Plant Systems & Services Corporation.

Sustainability Management Structure



The main details of the initiatives undertaken at each committee meeting in FY2022 are as follows:

Sustainability Strategy Committee

Formulation of AI Governance Statement, report on human rights impact assessments, report on climate change initiatives, introduction of technological trends related to sustainability

Sustainability Promotion Committee

FY2021 summary, FY2022 plan, confirmation of KPIs linked to material issues, report by the Sustainability Strategy Committee

Corporate Environmental Management Committee

FY2021 summary, FY2022 plan, confirmation of progress of KPIs and Environmental Action Plan (EAP) linked to material issues, reports related to environmental risk compliance, etc.

Non-financial Information Disclosure Committee

Confirmation and approval of information presented in the sustainability website and Integrated Report

Details of the Sustainability Strategy Committee meetings are reported to the Board of Directors to receive supervision and advice.

Monitoring

The Sustainability Promotion Committee monitors the progress of sustainability-related measures such as KPIs based on material issues. See below for material issues and KPIs.

►Material Issues and KPIs

From FY2023 onward, the Sustainability Promotion Committee will monitor the status of sustainability-related measures, such as the achievement of KPIs, and work to further strengthen initiatives.

Increasing Employee Awareness of Sustainability

In order to raise sustainability awareness of employees in Toshiba Group, the President and CEO reaffirms the philosophy of Basic Commitment of the Toshiba Group at every opportunity, such as the start of each half-year term, at company ceremonies, and at start-of-year addresses. The importance of implementing sustainability management is also communicated. We also conduct sustainability management-related training for newly hired employees and newly appointed managers as needed as well as annual e-learning for all employees in line with the Standards of Conduct for Toshiba Group in areas such as the environment, information security, respect for human rights, engineering ethics, compliance with antitrust laws and prohibition of bribery.

Toshiba Group’s Sustainability Month

Since FY2006, Toshiba Group has designated December as Sustainability Month (renamed from CSR Month in FY2020). During this month, we hold seminars on topics such as human rights, and concentrate on social contribution activities at each of the Group companies and business sites.

In FY2022, the President and CEO explained important sustainability-related issues that we should focus on, including climate change and human rights issues, and the implementation of measures to achieve our goals. He pointed out that in order to contribute to the realization of a sustainable society, Toshiba Group itself needs to be a sustainable company, and in order to realize sustainability, it is essential for each and every one of us to have a strong awareness and accrue behavioral change.

During the month, Mr. Hidemitsu Sasaya, a Professor at Chiba University of Commerce and ESG/SDGs consultant, gave an online seminar on the background to expansion of ESG investment and the realization of ESG management.

We also utilized our internal website to distribute the content aimed at deepening knowledge of ESG and the Toshiba Group’s sustainability management as well as seminars on human rights, and also to share examples of social contribution activities and health and safety activities that were commended for their excellence.

Additionally, in FY2022, an annually-held Toshiba Group Volunteer Days event took place at the beginning of December, which is around the International Volunteer Day on December 5, to provide volunteering opportunities for all Toshiba Group employees.

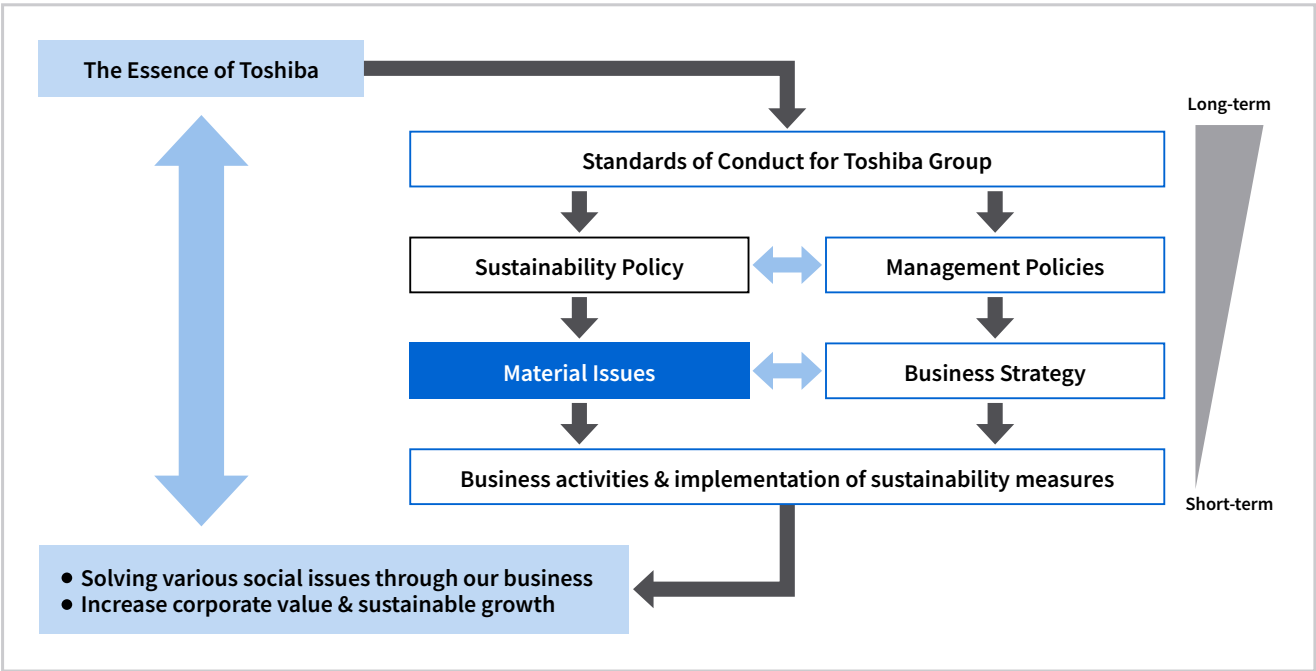
Moving forward, we will continue to work to raise each employee’s awareness of sustainability.

Material Issues and KPIs

Guided by the Essence of Toshiba, Toshiba Group works on material issues that could impact business activities from a medium and long-term perspective in accordance with the Sustainability Policy and promotes sustainability management that contributes to the development of society.

We have tackled the material issues identified in 2013 by regularly confirming their status. However, response to climate change is now required on a global scale, and social issues are changing according to various perspectives as seen in the SDGs adopted by the United Nations. Toshiba Group also reviewed its businesses. Accordingly, we re-identified new material issues in FY2021.

We position the material issues under the Essence of Toshiba and the Sustainability Policy, and will work on initiatives Group-wide.



Toshiba Group's Material Issues

We believe that in order for people and businesses to survive, it is vital that the earth, in which we live, is safe, stable, and a place that humans can thrive. Guided by the Essence of Toshiba, our business activities contribute to finding solutions to a range of social issues and supporting the sustainable growth of society, in consideration of not only the present global environment but also the planet in the future. We recognize the importance of maintaining a management foundations with integrity and transparency to support our business activities, and, to that end, have set out the following as material issues to be addressed by Toshiba Group so as to increase our corporate value.

	Vision for 2030	Material Issues
For the irreplaceable global environment in which we live	Promote corporate activities with full consideration for the global environment throughout our value chain, from design, procurement, manufacturing, logistics and sales, through to disposal.	<ul style="list-style-type: none"> Respond to climate change Respond to the circular economy Consider ecosystems
For respect of human rights, to nurture people and technology, and to give back to society	Encourage every Group employee to feel pride and fulfillment in their work, and to harness creativity and technology in collaborating with business partners to realize rich value.	<ul style="list-style-type: none"> Secure, retain and train human resources Ensure employee health and safety Promote respect for human rights Promote sustainable procurement Strengthen R&D to stimulate innovation
For further strengthening thorough governance	Practice transparent corporate governance and optimal internal controls; and execute management with integrity, trusted by stakeholders.	<ul style="list-style-type: none"> Strengthen governance Strengthen cyber resilience

In order to ensure a bright future for people and the planet, Toshiba Group is aiming to realize carbon neutrality and a circular economy.

Specifically, we will make maximum use of the power of data to build infrastructure that everyone can enjoy in the safe and secure life and a connected data society that will ensure social and environmental stability. We recognize that the “strengthen cyber resilience,” which is indispensable to promoting data-based business, the “strengthen R&D to stimulate innovation,” which forms the foundation of our business, and the “secure, retain and train human resources” are material issues especially tied to our business deeply., Toshiba Group address all our material issues including these with integrity.

Process of Material Issues Identification

Before re-identifying material issues, Toshiba Group extracted and organized issues with reference to the SDGs, which are universal social issues, the Global Risks Report published by the World Economic Forum (WEF), and guidelines including the SASB Standards. We narrowed them down to those of priority, evaluating them by their closeness to the businesses specified in the Mid-term Business Plan that starts from FY2022 and their importance in terms of strengthening the foundations to drive businesses. External experts then reviewed the draft of the selected issues. In August 2021, the Sustainability Strategy Committee chaired by the President and CEO confirmed the selection. The re-identified material issues were also reported to the Executive session of the Board in September 2021. The Executive Session of the Board was established to revitalize the exchange of information among outside directors and to further improve their understanding of the Company's business, etc., and is comprised solely of outside directors. In principle, meetings are regularly convened once a quarter, and held on an extraordinary basis if requested by an outside director.



KPIs

The Sustainability Strategy Committee decides on KPIs in line with material issues and we work on them.

The Sustainability Promotion Committee monitors efforts related to these items to strengthen future initiatives.

For the irreplaceable global environment in which we live

Respond to Climate Change



KPIs	FY2022 Targets	FY2022 Achievements	FY2023 Targets
Total GHG generated from business activities	1.02 million t-CO ₂	0.77 million t-CO ₂	0.98 million t-CO ₂
Reduction rate of GHG emissions from products and services associated with power supply (compared to FY2019)	11.4% reduction	70.4% reduction	13.6% reduction
Reductions in GHG emissions contributed by products and services associated with renewable energy supply (cumulative total from FY2021)	28 million t-CO ₂	50 million t-CO ₂	43 million t-CO ₂
Reductions in GHG emissions contributed by products and services associated with energy consumption (cumulative total from FY2021)	41 million t-CO ₂	38 million t-CO ₂	57 million t-CO ₂

See below for details of achievements and initiatives.

► [Response to Climate Change](#)

Respond to the Circular Economy



KPIs	FY2022 Targets	FY2022 Achievements	FY2023 Targets
Waste volume in business activities	25,000 t	30,000 t	25,000 t
Amount of plastic resources recycled in products and services (cumulative total from FY2021)	1,200 t	1,552 t	1,800 t
Amount of resources saved in products and services (cumulative total from FY2021)	270,000 t	200,000 t	400,000 t

See below for details of achievements and initiatives.

► [Response to the Circular Economy](#)

Consider Ecosystems



KPIs	FY2022 Targets	FY2022 Achievements	FY2023 Targets
Amount of chemicals discharged per unit from business activities	99% compared to FY2021	91% compared to FY2021	99% compared to FY2022
Amount of water received per unit from business activities	99% compared to FY2021	104% compared to FY2021	99% compared to FY2022

See below for details of achievements and initiatives.

► [Consideration of Ecosystems](#)

Environmental Future Vision 2050

In recent years, climate change, the depletion of energy and resources, and various other environmental issues have intensified, to the point where they threaten the safe, secure lives of future generations. With regard to climate change in particular, given the impacts of floods, droughts, and enormous typhoons in many parts of the world, the 2015 adoption of the Paris Agreement*¹ has accelerated the movement toward carbon neutrality in each country. In the face of these circumstances, companies must recognize the importance of climate change from a long-term perspective and proactively respond in order to achieve carbon neutrality.

In addition, over the last several years, countries worldwide have been trying to address issues such as the transition to a circular economy, marine plastics, water resources, and biodiversity conservation; and society's interest in such issues are on the rise. Meanwhile, the dissemination of the SDGs, the expansion of ESG investment, and other movements involving corporate management aimed at sustainability overall are gaining momentum.

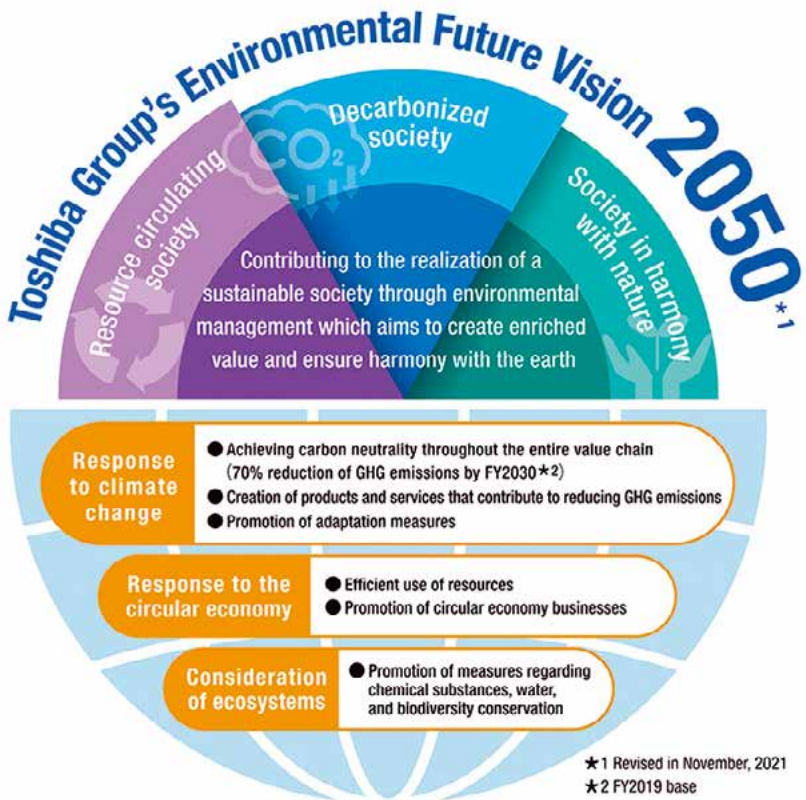
Amid these changing circumstances, we consider it important to continue providing enriched value to customers while responding to global trends from a long-term perspective in order to contribute to the realization of a sustainable society and to aim to grow sustainably as a company. As such, Toshiba Group formulated the Environmental Future Vision 2050 as a new long-term vision in November 2020 to address carbon neutrality, the circular economy, and other issues from a global perspective. With the goal of “contributing to the realization of a sustainable society through environmental management which aims to create enriched value and to ensure harmony with the earth,” the Environmental Future Vision 2050 aims to realize a sustainable society—in other words, a decarbonized society, a resource circulating society, and a society in harmony with nature. Under the same concept of backcasting,*² which has been incorporated at the formulation of the previous Vision from 2007, we will promote the implementation of initiatives in three areas: “response to climate change,” “response to the circular economy” and “consideration of ecosystems” so as to realize the ideal situation in 2050. In November 2021, we revised the vision “response to climate change” to further accelerate initiatives toward achieving carbon neutrality throughout the entire value chain*³.

*¹ The Paris Agreement is an international framework adopted at the 21st session of the Conference of the Parties (COP21) that seeks to reduce the volume of greenhouse gas (GHG) emissions. It aims to restrain the increase in the global average temperatures to less than 2°C from the pre-industrial level and to pursue efforts to limit the temperature increase even further to 1.5°C. To this end, the Agreement's target is to lower the volume of GHG emissions to substantially zero by the latter half of this century.

*² Backcasting is a method that defines a desired goal and works back through the series of actions necessary for its achievement.

*³ Vision “Response to climate change” formulated in November 2020: “Contribution through the entire value chain to achieve net zero GHG emissions in society (50% reduction across the Group's value chain by FY2030)”

Vision “Response to climate change” revised in November 2021: “Achievement of carbon neutrality throughout the entire value chain (70% reduction of GHG emissions by FY2030)”



For respect of human rights, to nurture people and technology, and to give back to society

Secure, Retain and Train Human Resources



KPIs	FY2022 Targets	FY2022 Achievements	FY2023 Targets
Percentage of female employees in executive and in managerial positions (Percentage of female exempt employees)* ¹	6.0%	5.8%	6.5%
	Set a target of 8% for FY2025		
Engagement score in the employee engagement survey* ¹	63%* ¹ (55 points* ²)	55 points* ¹	57 points* ³
	Set a target of 59 points or above for FY2025* ³		
Number of AI experts* ⁴	2,000	2,100	2,200

*¹ At Toshiba, Toshiba Energy Systems & Solutions Corporation, Toshiba Infrastructure Systems & Solutions Corporation, Toshiba Electronic Devices & Storage Corporation, and Toshiba Digital Solutions Corporation

*² The engagement measurement method has been changed from FY2022. 63% of the conventional method is equivalent to 55 points in the new method.

*³ All companies participating in the TEAM survey (Reference: in FY2022, 87 Toshiba Group companies in Japan and overseas, or 64% of all employees, participated.)

*⁴ At Toshiba, Toshiba Energy Systems & Solutions Corporation, Toshiba Infrastructure Systems & Solutions Corporation, Toshiba Electronic Devices & Storage Corporation, Toshiba Digital Solutions Corporation, Toshiba Tec Corporation, Toshiba Elevator and Building Systems Corporation, and Toshiba Lighting & Technology Corporation

See below for details of achievements and initiatives.

► [Fair Evaluation and Talent Development](#)

► [Promotion of Diversity and Inclusion](#)

Ensure Employee Health and Safety



KPIs	FY2022 Targets	FY2022 Achievements	FY2023 Targets
Fatality due to work-related accidents	Zero (no accidents)	1	Zero (no accidents)
Severity rate of work-related accidents* ¹	0.01* ² or less	0.005	0.01* ² or less
Ratio of employees with metabolic syndrome* ¹	Same as the previous fiscal year or less	34.6%	Same as the previous fiscal year or less
	28.6% or less* ³ by the end of FY2025; The targets for each year up to FY2025 should be at the same value as the previous fiscal year or less.		

*¹ At Toshiba and Toshiba Group in Japan

*² The target value is the average value (value published by Ministry of Health, Labour and Welfare) for the electrical appliance industry (companies of 1,000 employees or more) for 2020

*³ The 2019 national average (value published by Ministry of Health, Labour and Welfare) was decided as the target value at the OHS Management Conference held in the first half of FY2020

See below for details of achievements and initiatives.

► [Ensure Employee Health and Safety](#)

Respect for Human Rights



KPIs	FY2022 Targets	FY2022 Achievements	FY2023 Targets
Rate of human rights-related seminars and workshops for sustainability leaders held	100%* ¹	100%* ¹	100%* ²
Participation rate in human rights education programs (e-learning) under the Standards of Conduct for Toshiba Group	100%	99%	100%
Human rights due diligence initiatives (a) Implementation rate of human rights impact assessments in our own company's businesses	100%* ¹	100%* ¹	—
Human rights due diligence initiatives (b) Implementation rate of the survey on the actual conditions and the measures for correction, prevention, and mitigation	—	—	100%* ¹

*¹ At Toshiba, key Group companies, Toshiba Elevator and Building Systems Corporation, Toshiba Lighting & Technology Corporation, and Toshiba Plant Systems & Services Corporation

*² Implement at expanded targets

See below for details of achievements and initiatives.

► [Respect for Human Rights](#)

Promote Sustainable Procurement



KPIs	FY2022 Targets	FY2022 Achievements	FY2023 Targets
Obtaining consent for the Toshiba Group Procurement Policy from new suppliers	100%	100%	100%
Number of companies where we conducted our Sustainable Procurement Survey* ¹	11,400	12,622	13,000
Implementation rate of sustainable procurement training on Group procurement employees* ²	38%	41%	100%

*¹ The number of companies is a cumulative total. Implementation rate at key business partners is 100%.

*² Excluding Toshiba Tec Corporation.

See below for details of achievements and initiatives.

► [Promote Sustainable Procurement](#)

► [Fair Trading \(Risk Management and Compliance\)](#)

► [Procurement](#)

Strengthen R&D to Stimulate Innovation



KPIs	FY2022 Target	FY2022 Achievements	FY2023 Target
Ratio of R&D expenses to sales	5.0% or higher	4.7%	5.0% or higher

See below for details of achievements and initiatives.

► [Strengthen R&D to Stimulate Innovation](#)

► [Technologies](#)

For further strengthening thorough governance

Strengthen Governance



KPIs	FY2022 Target	FY2022 Achievements	FY2023 Target
Percentage of outside directors on Toshiba's Nomination Committee, Audit Committee, and Compensation Committee*	100%	100%	100%

* Toshiba

Strengthen Cyber Resilience



KPIs	FY2022 Target	FY2022 Achievements	FY2023 Target
Maturity self-assessment regarding cyber security management*	Higher than previous fiscal year	3.4	Higher than previous fiscal year (upon reaching 4, remain at 4 or higher)

* At key Group companies, Toshiba Elevator and Building Systems Corporation, Toshiba Lighting & Technology Corporation, Toshiba Plant Systems & Services Corporation, and Toshiba Development & Engineering Corporation

See below for details of achievements and initiatives.

► [Cyber Security Report](#)

► [Cyber Security](#)

Information Disclosure Based on the TCFD Recommendations

The Task Force on Climate-related Financial Disclosures (TCFD), which was established by the Financial Stability Board, published its final report in 2017 that urged companies to disclose information on their climate-related risks and opportunities. We have endorsed the TCFD recommendations and are a member of the TCFD Consortium, which aims to promote actions by organizations in Japan in support of the TCFD recommendations. Based on the TCFD recommendations, we will proactively disclose information on risks and opportunities for our business brought about by climate change and promote initiatives to reduce such risks and maximize opportunities.

Governance

We have a system in place that has the Board of Directors appropriately supervise our efforts to address climate change and other important sustainability-related issues. Important policies, strategies, and measures concerning sustainability are discussed at the Sustainability Strategy Committee meeting held twice a year before they are reported to the Board of Directors. Executives related to sustainability, presidents of key Group companies, and managers related to sustainability participate in the meetings of the Sustainability Strategy Committee chaired by the President and CEO. Of the items discussed at this meeting, the Executive in charge of Sustainability and the Executive in charge of Environment report on important issues related to management at the Board of Directors meetings to be reflected in the Group's business strategy. Specifically, the status of initiatives related to climate change is reported to the Board of Directors four times a year.

The main resolutions and cases regarding climate change reported at recent Board of Directors meetings are as follows:

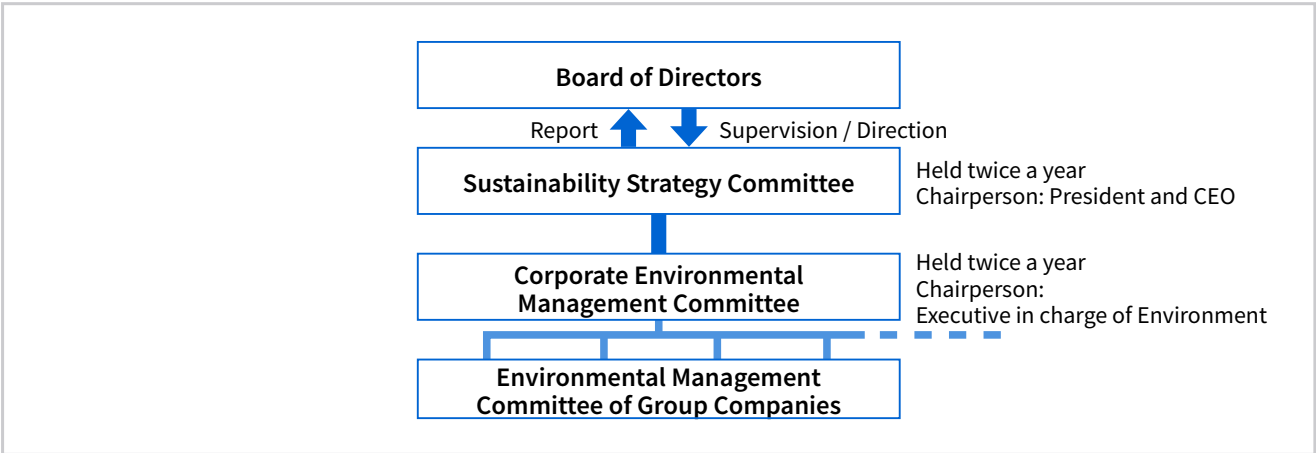
- FY2021: Toshiba Group Sustainability Policy, which is a new policy on sustainability management that includes the company's response to climate change, was resolved.
- FY2022: Toshiba Group's carbon neutral promotion scheme and the setting of renewed SBT (Science Based Targets) as well as the setting of non-financial KPIs associated with Toshiba Group's material issues, including response to climate change, were reported.

More detailed measures and policies related to the environment are discussed at the meetings of the Corporate Environmental Management Committee set up under the Sustainability Strategy Committee. The Corporate Environmental Management Committee meeting, chaired by the Executive in charge of Environment, is held twice a year and is attended by environmental promotion managers of key Group companies and corporate staff division managers. What is discussed here is then spread within each Group company in the Environmental Management Committee of Group Companies meetings to be held at key Group companies.

Toshiba Group has introduced evaluation of non-financial aspects to its executive compensation system. In the individual evaluation for performance-linked compensation of Toshiba Corporation's Executive Officers and Corporate Officers as well as some senior directors at Group companies, special contributions for environmental management, including response to climate change, are taken into account. The evaluation items include the status of progress toward GHG reduction targets and initiatives for achieving carbon neutrality.

Using the same evaluation items as for officers, we also conduct environmental management evaluation of our key group companies. The results of environmental management evaluations are reflected in each company's performance evaluation as well as each company's employee bonuses.

▶Toshiba Group Environmental Audits and Performance Evaluation System



- ▶Environmental Management Structure
- ▶Sustainability Management

Strategy

Under Environmental Future Vision 2050, Toshiba Group is undertaking initiatives on climate change with the aim of achieving carbon neutrality throughout our entire value chain. In addition to reducing GHG emissions within the Group, measures are actively being implemented in each stage of the value chain, including increasing the creation of products and services that contribute to reducing GHG emissions in society and cooperating with suppliers to reduce upstream emissions.

Toshiba Group material issues also include "response to climate change" as a key item, and achieving carbon neutrality is an important policy shared by the entire Toshiba Group.

- ▶Environmental Future Vision 2050
- ▶Material Issues and KPIs

To realize highly resilient corporate management as society changes in various ways due to the impact of climate change, it is important to respond appropriately by grasping the risks and opportunities from climate change facing our company. Under the Sustainability Strategy Committee chaired by the President and CEO, Toshiba Group conducts scenario analysis for each business domain to grasp and consider countermeasures for climate change-related risks and opportunities.

Setting scenarios

In scenario analysis, we set up the following two scenarios:

- **1.5°C scenario:**
For mainly transition risks and opportunities, we use the Net Zero Emissions by 2050 (NZE) scenario created by the International Energy Agency (IEA), assuming a world where the temperature increases by 1.5°C compared to the level before the industrial revolution. This scenario predicts increase in costs due to carbon tax, energy saving related regulations, the introduction of renewable energy, etc., as well as increase in business opportunities due to growing demand for energy technologies to realize decarbonization and energy-saving products and services.
- **4°C scenario:**
For mainly physical risks and opportunities, we use the RCP 8.5 scenario described in the Fifth Assessment Report of the Intergovernmental Panel on Climate Change (IPCC), assuming a world where the temperature increases by more than 4°C compared to the level before the industrial revolution. Although this scenario does not predict an impact due to regulations and technology as the 1.5°C scenario does, the impact of physical damage such as greater risk of natural disasters like typhoons and floods caused by unusual weather may increase.

Analysis method

- **Scope:**
To confirm the wider impact on all our main businesses, we expanded the targets of scenario analysis to the following seven business domains in FY2023. Since each domain has various businesses and the content and degree of impact of risks and opportunities vary according to the business, we conduct a detailed analysis for each business division to identify risks and opportunities that are specific to each business. Not stopping at the initiatives of our own company, the analysis covers the entire value chain including the upstream (suppliers) and downstream (customers, users).
 - Energy Systems & Solutions Business
 - Infrastructure Systems & Solutions Business
 - Building Solutions Business
 - Retail & Printing Solutions Business
 - Electronic Devices & Storage Solutions Business
 - Digital Solutions Business
 - Other (Battery Business)
- **Time frames:**
Three time frames are set (short-, mid-, and long-terms). We assumed the present to 3 years as the short-term in light of the period of the mid-term business plan, up to FY2030 as the mid-term in light of the setting periods of Toshiba Group's management policy and our GHG emissions reduction targets (mid-term), and up to FY2050 as the long-term in light of Toshiba Group's Environmental Future Vision 2050 and our GHG emissions reduction targets (long-term).

● Analysis Steps:

We conduct scenario analysis in line with the steps, “Risk importance assessment,” “Definition of scenario groups,” “Business impact assessment,” and “Definition of countermeasures” based on the TCFD recommendations.

In the most recent scenario analysis, we used a common format in the business domains listed in the scope on the previous page. First, each business division identifies transition and physical risks and opportunities that climate change would pose to their respective business in line with the two scenarios, “1.5°C” and “4°C,” based on the risk and opportunity categories presented in the TCFD recommendations, in light of the relevant business circumstances. Then, each business division assesses the importance of each risk and opportunity in accordance with the company-wide assessment standards. We set (1) three levels of impact (assessed by impact on sales or expense amounts) and (2) three levels of likelihood (assessed by probability and frequency) as the assessment standards. By multiplying the two assessment results, we categorize the final importance into one of three levels: low, medium, and high. Note that in this report we have mainly disclosed risks and opportunities with medium and high importance based on the assessment results.

In addition, these analysis results were reviewed by related corporate staff divisions (Strategic Planning Division, IR Division, Sustainability Division, Environment Division) to reflect the viewpoint of each area of expertise. Moreover, of the risks and opportunities that have been identified and assessed, those with particularly high importance or those that are unique to each business are calculated for the amount of financial impact and countermeasure costs by setting parameters, and we will give priority to formulating countermeasures for such items.

Analysis results

The main results of the latest scenario analysis conducted in FY2023 are as follows.

Risks and Opportunities Common to Toshiba Group

Category		Main Risks	Importance	Main Countermeasures
Transition Risks	Policy and Legal	<ul style="list-style-type: none">•Increase in response costs due to the wider introduction of carbon taxes and the emissions trading systems and to the rise in the certificate price, price passed through to raw materials•Increase in requests for the introduction of renewable energy due to GHG emissions reduction targets and policies of countries•Increase in response costs due to stricter energy saving related laws and regulations and information disclosure related laws and regulations	Meidum	<ul style="list-style-type: none">▶ Introduction of the internal carbon pricing system for suppressing increase in future energy costs and certificate and credit related costs▶ Expanding the introduction of renewable energy▶ Promotion of the development of environmentally conscious products with high energy saving performance
	Technology	<ul style="list-style-type: none">•Missing out on sales opportunities due to delayed development in response to growing demand for products and services that contribute to carbon neutrality	Meidum	<ul style="list-style-type: none">▶ Investment in the research and development of renewable energy related technologies and products and services with high energy saving performance
	Market	<ul style="list-style-type: none">•Missing out on sales opportunities due to delayed response to changes in the preference of the market and customers, such as growing demand to respond to climate change•Increase in prices of procured items due to accelerated decarbonization initiatives at suppliers	Meidum	<ul style="list-style-type: none">▶ Appropriate and quick response to requests from markets and customers▶ Formulation of a procurement plan for business continuity including securing multiple suppliers
	Reputation	<ul style="list-style-type: none">•Increase in business continuity risk as a result of lost trust from stakeholders due to delayed response to climate change•Missing out on opportunities to receive ESG investment due to declined evaluation regarding climate change response	Small	<ul style="list-style-type: none">▶ Promotion of initiatives and strengthening of information disclosure in light of requirements from outside the company- Response to Climate Change- Evaluations
Physical Risks		<ul style="list-style-type: none">•Suspended operations and increased response costs due to the impacts of natural disasters such as typhoons and floods (listed below)- Damage to production equipment- Impact on component procurement due to damage to suppliers- Impact on logistics and sales capabilities- Impact on employees	Meidum	<ul style="list-style-type: none">▶ Strengthening of business continuity plan (BCP)▶ Securing multiple suppliers- Risk Management Using the Business Continuity Plan (BCP)

Category	Main Opportunities	Importance	Main Countermeasures
Opportunities	<ul style="list-style-type: none">•Increase in demand for technologies, products, and services that contribute to carbon neutrality	Large	<ul style="list-style-type: none">▶ Provision of products and services that contribute to carbon neutrality- Provision of green transformation (GX) consulting service (Japanese only)- Development and provision of renewable energy related technologies, VPP, hydrogen solutions, CO₂ separation and capture technology

* “Transition Risks” and “Opportunities” in common risks/opportunities are mainly identified assuming the 1.5°C scenario. “Physical Risks” are identified assuming the 4°C scenario.
* “Importance” of common risks/opportunities is based on the assessment of “impact” and “likelihood” as described in the “Analysis steps” above, and is determined comprehensively considering other factors such as the status of our response to the risks/opportunities.

Toshiba Group’s Risks and Opportunities by Business

With respect to risks by business, mainly transition risks under the 1.5°C scenario are described. For physical risks under the 4°C scenario, please refer to Risks and Opportunities Common to Toshiba Group.

Opportunities are also described mainly under the 1.5°C scenario. However, these also include some opportunities under the 4°C scenario (increase in demand for disaster management solutions, disaster-resistant elevators, and emergency storage battery systems).

	Main Risks	Main Opportunities	Related products, services, and initiatives
Energy Systems & Solutions Business	<ul style="list-style-type: none">•Increase in response costs and missing out on sales opportunities due to regulations on the sale of equipment that uses sulfur hexafluoride (SF₆) such as gas insulated switchgears, for which regulations are increasingly restrictive•Missing out on sales opportunities for products due to delayed development of new technologies related to renewable energy•Missing out on sales opportunities due to the shortage or difficulty in procuring renewable energy-related components•Increase in product development and production costs due to changes of the materials of energy related products for low carbonization or decarbonization•Costs for design changes to wind power generation facilities in the case of winds exceeding expectations due to extreme weather	<ul style="list-style-type: none">•Increase in demand for renewable energy-related technologies•Increase in demand for virtual power plants (VPP)•Increase in demand for hydrogen solutions•Increase in demand for SF₆ gas-free equipment•Spread and expansion of CCUS (Carbon dioxide Capture, Utilization and Storage)•Spread and expansion of Direct Current Power Transmission grids	<ul style="list-style-type: none">▶ Renewable Energy & VPP▶ Hydrogen Energy▶ Toshiba and Meidensha to develop GIS jointly using natural origin gases▶ Efforts for CO₂ emission reduction-CO₂ capture technology▶ Development Project of Integrated Demonstration Facility and Supply Chain for Sustainable CCUS Adopted by Ministry of the Environment▶ The Renaissance of Direct Current Power Transmission: Why Now and What Makes It Special?
Infrastructure Systems & Solutions Business	<ul style="list-style-type: none">•Increase in development costs as a result of introducing low carbon technologies or next-generation technologies to social infrastructure products, industrial equipment, etc.•Increase in response costs and missing out on sales opportunities due to regulations on the sale of equipment that uses sulfur hexafluoride (SF₆) such as cubicle gas insulated switchgears (C-GIS) for which regulations are increasingly restrictive•Increase in procurement costs due to price hikes in steel, copper, aluminum, magnets, etc.•Increase in product development and production costs as a result of changing the materials for low carbonization and decarbonization in social infrastructure facilities, etc.	<ul style="list-style-type: none">•Increase in demand for railway systems using batteries that contribute to reducing environmental impacts•Increase in demand for automotive products (motors, etc.) due to increased sales of electric vehicles•Increase in demand for products with low CO₂ emissions and systems linked to such products•Increase in demand for disaster management solutions	<ul style="list-style-type: none">▶ Railway Systems▶ Automotive Motors▶ Automotive Motors (U.S. manufacturing site)▶ Disaster Management Solutions▶ Stormwater Drainage Solutions▶ Renewable Energy Power Generation Systems (Japanese only)▶ Phased Array Weather Radar▶ Robotics, Logistics System Solutions
Building Solutions Business	<ul style="list-style-type: none">[Lighting Business]•Missing out on sales opportunities for next-generation solutions to achieve carbon neutrality due to delayed development•Increase in procurement costs due to price hikes in main materials, including steel sheets, aluminum, copper, glass, resin, etc.[Elevator & Escalator Business]•Missing out on sales opportunities due to delayed development of energy-saving technologies for elevators and escalators•Increase in product costs due to increased procurement costs as a result of improved energy-saving functions of elevators and escalators	<ul style="list-style-type: none">[Lighting Business]•Increase in demand for high efficiency LED lighting due to increased upgrading to equipment with high energy-saving performance•Increase in demand for automotive high efficiency LED products due to a greater number of vehicles with high environmental performance (hybrid vehicles, electric vehicles, etc.)[Elevator & Escalator Business]•Increase in demand for elevators and escalators with high energy-saving performance•Increase in demand for renewal to the latest control systems due to the acceleration of energy-saving initiatives for existing buildings•Increase in demand for disaster-resistant elevators, such as those that resist flood damage	<ul style="list-style-type: none">[Lighting Business]▶ General Lighting LED lighting with camera ViewLED (Japanese only)▶ Industrial Lighting An eco-friendly light source▶ Environmental Initiatives (Environmentally Conscious Products (ECPs)) (Japanese only)[Elevator & Escalator Business]▶ Toshiba Machine-Room-Less Elevators SPACEL Energy-saving Type▶ Toshiba Machine-Room-Less Elevators SPACEL SDGs Initiatives▶ Toshiba Escalators Standard/Space-saving Type TG Series (Japanese only)▶ Toshiba Escalators Standard/Space-saving Type TG Series SDGs Initiatives (Japanese only)
Retail & Printing Solutions Business	<ul style="list-style-type: none">•Missing out on sales opportunities for retail & printing related products* and solutions due to failing to meet the standards required by the market and customers•Missing out on sales opportunities for retail & printing related products and solutions due to delayed development of energy-saving technologies•Missing out on sales opportunities due to a lack of emphasis on energy-saving and renewable energy effects of solutions to customers•Increase in costs due to price pass-through to procured items and distribution costs as a result of accelerated response to climate change by suppliers and distribution partners <p>* POS products, Auto ID products, MFP products, and inkjet head products</p>	<ul style="list-style-type: none">•Increase in demand for POS products with high energy-saving performance, auto ID products, MFP products, Loops (paper reuse system), linerless label printers, MPS/MDS (optimization of customer printing costs) solutions, etc.•Increase in demand for data services, including retail media (advertisement distribution service) due to the spread of smart receipts and also data sales due to increased collection of ID-POS data•Increase in demand for products and services that contribute to limiting food disposal loss and the resulting reduction in energy consumption•Increase in demand for inkjet head products and inkjet head solution services that contribute to low power consumption and reduced environmental impacts	<p>The following links are all in Japanese.</p> <ul style="list-style-type: none">▶ Data Use Services▶ Distribution Headquarters/Store System▶ POS Registers/Store Equipment▶ Label Printers/Automatic Recognition System▶ MFPs/Office Equipment▶ Inkjet Heads

	Main Risks	Main Opportunities	Related products, services, and initiatives
Electronic Devices & Storage Solutions Business	<ul style="list-style-type: none">•Increase in costs as a result of installing detoxifying equipment or changing to alternative gases due to tightened regulations on wafer-etching process gas•Increase in amount of capital investment for reducing greenhouse gas emissions•Increase in response costs due to an expanded information disclosure obligation regarding climate change response•Missing out on sales opportunities due to being unable to develop products that contribute to carbon neutrality including power semiconductors at an appropriate time•Increase in raw material costs due to increased demand for products and technologies that contribute to carbon neutrality (electric vehicles, etc.)	<ul style="list-style-type: none">•Increase in demand for energy efficiency products, including power semiconductors and high-efficiency semiconductors•Increase in demand for semiconductor products that are adapted to demand for energy-saving products•Increase in demand for products related to electric vehicles due to the expansion of their market•Increased in demand for low power-consumption helium-filled HDDs	<ul style="list-style-type: none">▶ Power Semiconductors▶ Toshiba to Expand Power Semiconductor Production Capacity with 300-millimeter Wafer Fabrication Facility▶ Automotive Devices▶ Storage Products▶ Epitaxial Reactors with High Growth Rate▶ Parts Materials (Silicon nitride bearing ball, Silicon nitride ceramic substrate)
Digital Solutions Business	<ul style="list-style-type: none">•Missing out on sales opportunities due to delayed development of innovative digital technologies and ICT solutions that contribute to carbon neutrality•Missing out on sales opportunities due to a lack of human resources who support the advancement of digital technologies that contribute to the achievement of carbon neutrality; increase in costs for securing and developing human resources	<ul style="list-style-type: none">•Increase in demand for ICT solutions (manufacturing IoT solution “Meister Factory series,” manufacturing IoT cloud service “Meister ManufactX™,” etc.) that contribute to reducing greenhouse gas through improved productivity and streamlining of operations•Increase in demand for co-creation and collaboration with partners who are developing decarbonization businesses (strategic procurement solution “Meister SRM™,” etc.)•Increase in demand for maintenance, operation, and recurring businesses for reducing environmental impacts•Increase in demand for co-creation and data utilization businesses (human resource management solution “Generalist®,” etc.) that involve customers and the industry	<ul style="list-style-type: none">▶ Factory IoT Platform▶ Manufacturing IoT Cloud Service▶ Strategic Procurement Solution "Meister SRM"™ (Japanese only)▶ Toshiba Succeeds in CO₂ Data Calculation and Data Linkage in Demonstration Test Phase 2 of "CO₂ Data Linkage on the Virtual Supply Chain" Hosted by "Green x Digital Consortium (Secretariat: JEITA)" —Demonstrating Data Linkage/Exchange Using Meister SRM Portal and Asset Administration Shell Technology— (Japanese only)▶ Human Resource Management Solution "Generalist®" (Japanese only)
Other (Battery Business)	<ul style="list-style-type: none">•Increase in costs for automotive batteries due to tightening of automobile fuel consumption regulations•Price hikes in raw materials due to export controls in rare metal-producing countries•Increase in costs and price pass-through to procured products due to compliance with EU battery regulations•Increase in R&D expenses for the development of materials and establishment of manufacturing technologies with less greenhouse gas emissions to reduce carbon footprint•Increase in procurement costs that are associated with changes in materials due to advanced energy-saving technologies for batteries•Missing out on overseas sales opportunities due to delayed investment decisions in response to increasing demand for automotive batteries, etc.	<ul style="list-style-type: none">•Increase in demand for automotive batteries as a result of the shift to hybrid and electric vehicles•Increase in demand for stationary and industrial batteries with high energy-saving performance for railways, vessels, industrial equipment, etc.•Increase in demand for storage battery systems due to accelerated introduction of renewable energy•Increase in demand for products that meet adaptation needs, such as emergency storage battery systems	<ul style="list-style-type: none">▶ SCiB™▶ Toshiba's SCiB™ rechargeable battery used in various fields▶ SCiB™ Topics▶ Sustainability of SCiB™▶ Expansion of the Facilities of Yokohama Battery Operations for Increasing Production of Lithium-ion Batteries

For the details of the scenario analysis results for the Retail & Printing Solutions business, please refer to “[Toshiba Tec Group Integrated Report 2023](#).”

As a result of the scenario analysis for each business assuming the 1.5°C and the 4°C scenario, we identified different risk factors depending on the characteristics of each business. For example, technology and market risks of renewable energy-related products in the Energy Systems & Solutions business, policy and legal risks concerning GHG emissions in manufacturing processes in the Electronic Devices & Storage Solutions business, and risks related to human resources in the Digital Solutions business. As for opportunities, we also identified various business opportunities for each business, including renewable energy-related technologies, railway systems, disaster management solutions, high efficiency LED lighting, elevators with high energy-saving performance, POS systems and multifunction peripherals (MFPs), power semiconductors, ICT solutions that contribute to reducing GHG emissions, and automotive batteries.

Countermeasures

Some of the countermeasures for risks and opportunities that were identified and assessed in the scenario analysis are incorporated into the mid-term business plan of each business domain, and measures are promoted. Risks and opportunities of high importance will continue to be reflected in mid-term business plans, and their progress will be managed regularly.

Toshiba Group’s management policy announced in June FY2022 declares that we regard the social trend toward carbon neutrality as an opportunity and will contribute to achieving carbon neutrality by building infrastructure that everyone can enjoy and a connected data society in our business activities. To increase this policy’s effectiveness, we first launched a Toshiba Group company-wide project in FY2022 to formulate a GHG reduction roadmap that incorporates specific measures toward carbon neutrality at our own business and production sites, and then promote these activities. In addition, toward contributing to carbon neutrality of the entire society, we have established a structure to promote our business quickly and effectively by making a organizational change to strengthen our energy aggregation business in FY2022, and launching a Negative Emission Project Team in FY2023.

Going forward, we will continue to link scenario analysis results to Toshiba Group’s business strategy and engage in resilient business management while appropriately responding to risks and opportunities.

- ▶ [Our strategy](#)
- ▶ [Response to Climate Change in Business Activities](#)
- ▶ [Products and Services Associated with Power Supply](#)
- ▶ [Products and Services Associated with Power Consumption](#)
- ▶ [Contribution to GHG reduction through digital technology](#)
- ▶ [Adaptation Measures to Avoid the Effect of Climate Change](#)
- ▶ [Initiatives for Carbon Neutral \(Toshiba Energy Systems & Solutions Corporation\)](#)

Risk Management

Toshiba Group’s risk management concerning climate change is incorporated into the company-wide risk management process. For business risks that have significant impact on management including climate-related risks, we clarify management decision criteria, permissible risk limits, and corporate policy on business withdrawal in making management decisions to achieve Toshiba Group’s sustainable growth and increase corporate value. In addition, for each risk case, the Business Risk Review Committee conducts risk assessment, identifies the maximum risk, and establishes items for monitoring. Matters of particular importance are discussed at the Management Meeting. The Business Risk Review Committee meeting is held several times monthly as matters arise. We have added climate-related risks (policy and legal risks, technology risks, market risks, reputation risks, and physical risks) based on the TCFD recommendations to the business risk criteria and will work to strengthen the assessment processes concerning climate change going forward.

With regard to risk management specialized for climate change, we identify risks and assess their importance as part of the scenario analysis for the main business domains, which are conducted under the Sustainability Strategy Committee, and share the results with the Committee. For the risks identified and assessed here, the Executive in charge of Sustainability and the Executive in charge of Environment bring them up to the Board of Directors meetings to be reflected in the Group’s management strategy.

- ▶ [Structure of Risk Management and Compliance](#)

Metrics and Targets

Under Environmental Future Vision 2050, we aim to achieve carbon neutrality throughout Toshiba Group’s entire value chain by FY2050. As a milestone, we aim to reduce GHG emissions by 70% by FY2030 compared to the FY2019 level.

We set out the following breakdown of GHG reduction targets for FY2030 and are promoting related initiatives.

1. Reduce the total of Scope 1*¹ and Scope 2*² (GHG emissions generated from Toshiba Group's own business activities) by 100%*³ by FY2030. (from the FY2019 level)

2. Reduce the total of Scope 3*⁴ by 70%*⁵ by FY2030. (from the FY2019 level)

*1 Volume of direct emissions through fuel use at Toshiba Group

*2 Volume of indirect emissions through use of electricity and heat purchased by Toshiba Group

*3 Purchasing of carbon credits to offset GHG emissions of process gases etc., which are difficult to reduce, is incorporated into the carbon neutrality process. The target is set by 70% reduction if purchasing of carbon credits is excluded.

*4 Volume of indirect emissions generated by Toshiba's value chain (raw materials procurement, distribution, sales, disposal, etc.) outside Scope 1 and 2

*5 We promote GHG reduction measures especially for Category 11 (emissions caused by the use of sold products and services) and Category1 (emissions from purchased goods and services), where emissions are particularly high.

As of FY2022, reduction is progressing smoothly in all of Scope 1, 2, and 3 toward achievement of the targets. We will continue to promote GHG reduction measures at each stage of the value chain.

For the results of Scope 1, 2, and Scope 3 Category 11 (emissions caused by the use of sold products and services), we undergo a third-party verification to ensure data reliability.

- ▶Environmental Future Vision 2050

▶The Seventh Environmental Action Plan

▶Response to Climate Change

▶Greenhouse Gas Emissions Across the Value Chain

▶Third-party Verification

Consideration of Ecosystems

Toshiba Group will assess its dependencies and impacts on nature due to its corporate activities as well as identify risks and opportunities related to nature, followed by consideration of countermeasures. We aim to develop effective activities that contribute to ‘nature-positive’ world from the viewpoint of both “avoiding and reducing impacts on nature” as well as “restoring and regenerating nature.”

Response to “water risks” is an important issue in our environmental management. Toshiba Group, encompassing many businesses, has businesses with large impacts on water resources and other natural capital*, and has sites in various regions around the world. Therefore, we assess and analyze “water risks” that affect corporate activities and are working to strengthen water risk management.

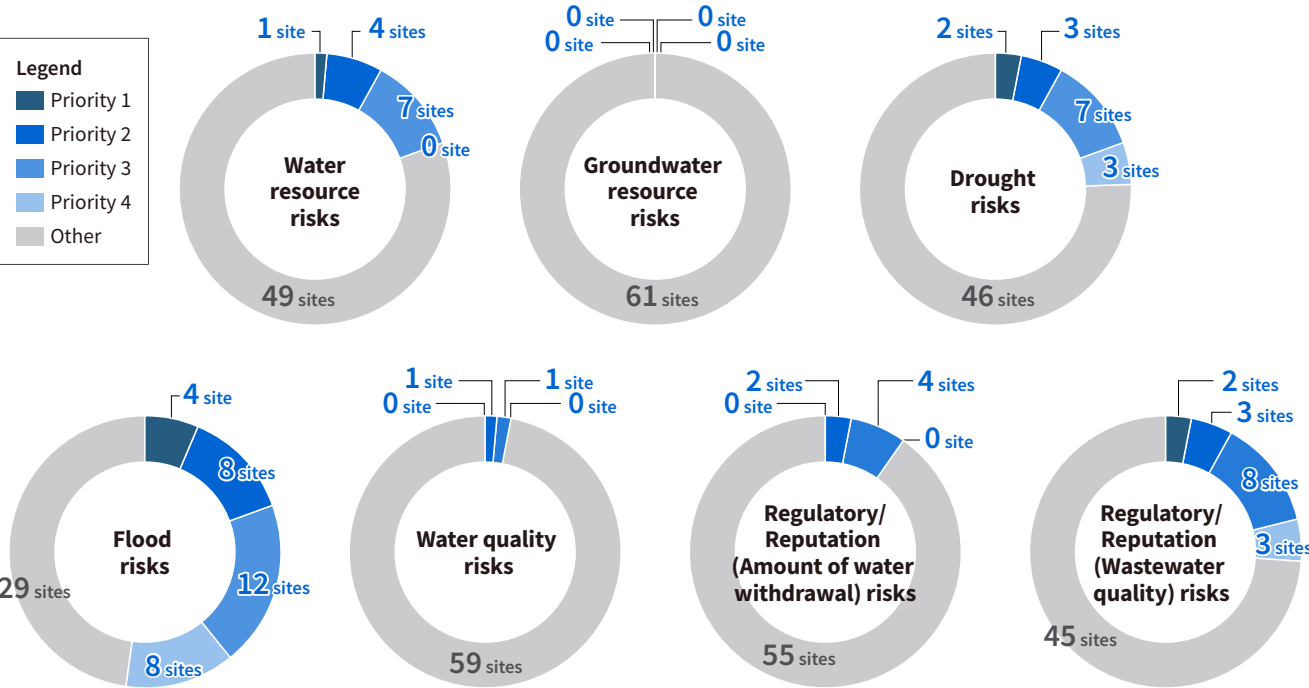
* The impacts of each business on natural capital (especially water resources) are assessed using the MST tool, which is a tool for conducting materiality analysis of 12 impact categories within 5 issue areas, including changes in the use of ecosystems; exploitation of resource such as water; climate change; pollution; and invasive species, per sector.

Water Risk Assessment

Regarding all Toshiba Group production sites in Japan and abroad (approximately 60 sites), we assess water risks by categorizing them into “water quantity (water resource, groundwater resource, and drought) risks,” “water quality risks,” “flood risks,” and “regulatory and reputational risks.”

In this assessment, we first conducted the primary assessment using “Aqueduct,” a water risk assessment tool run by the World Resources Institute (WRI), along with implementation of a questionnaire survey of the target sites and analysis of hazard maps to supplement the assessment results, in order to obtain and develop data for each site. Through this process, we assessed the water risks of river basins (external factor assessment) on a five-point scale (very High/High/Medium/Low/very Low).

Next, from the sites with a high risk level identified as “very High” or “High” in the external factor assessment results, we chose high priority sites (Priority 1 to 4) taking into consideration the business impact level (Category 1 to 5) based on major indicators, including the amount of water withdrawal, amount of water discharged, and output, then finally extracted sites with high water risks.

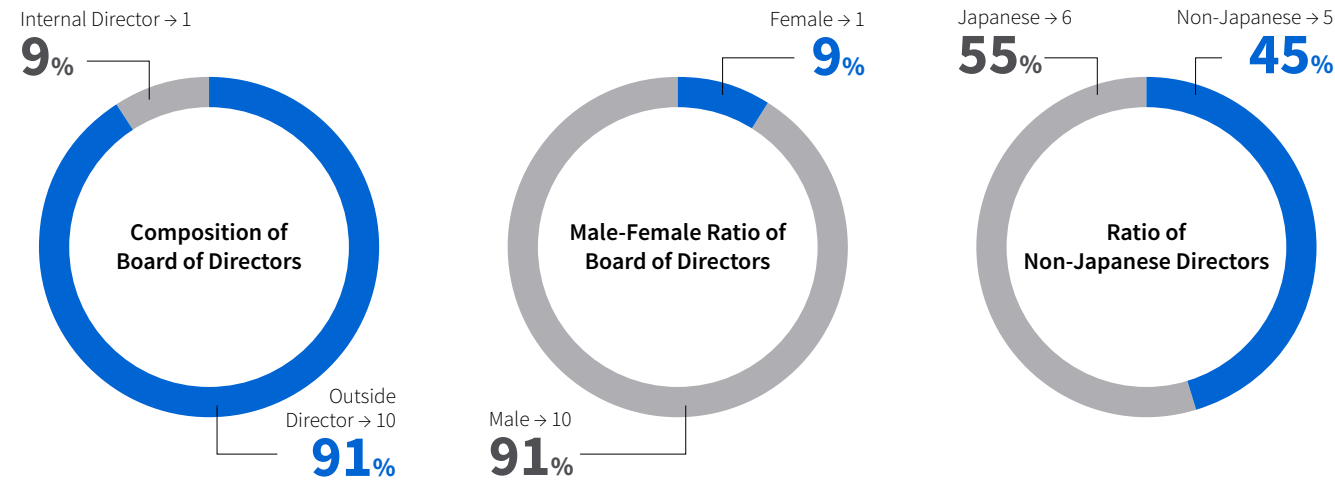


By minimizing water risks mainly at high-risk sites extracted in the assessment, Toshiba Group will contribute to resolving water issues in various areas through the provision of products and services that contribute to reducing water risks.

- ▶Consideration of Ecosystems

▶Response to Water Risk

Highlights of Corporate Governance



Point 1 Committees composed exclusively of Outside Directors

The Nomination Committee, Audit Committee, Compensation Committee and Special Committee, composed exclusively of Outside Directors, determine the content of proposals for the election and dismissal of Directors to be submitted at shareholder meetings, supervise the execution of duties by Executive Officers, and determine the content of individual compensation for Executive Officers, among other matters. The Nomination Committee, Audit Committee, Compensation Committee and Special Committee are chaired by an Outside Director.

Point 2 Directors with a wide range of skills and backgrounds

While having Directors recommended by our major shareholders as shareholder representatives, the Board of Directors is equipped with skill sets required for promoting business transformation for the Company and handling high-risk matters, comprising members who have experience in international business, expertise in business portfolio management, business restructuring, M&A, and capital markets and capital allocation, and expert knowledge of law and compliance, including five foreign-national Directors.

Point 3 Review of strategic alternatives

In April 2022, the Company established a Special Committee, composed of Outside Directors, to engage with potential investors and sponsors and review strategic alternatives that include privatization, and solicited proposals from potential investors and sponsors as potential partners regarding strategic alternatives to enhance the Company's corporate value.

The management team led the engagement with potential investors and sponsors and review of strategic alternatives that include privatization. The Special Committee was substantially involved in the engagement and review by confirming the status of them in a timely manner, confirming the approach of the management team in advance, and expressing its opinions on important aspects.

The Company's Board of Directors carefully considered a tender offer by TBJH Inc. for shares in the Company while respecting the content of a report submitted by the Special Committee to the fullest extent possible, and resolved to support the tender offer and recommend that shareholders tender their shares in the tender offer.

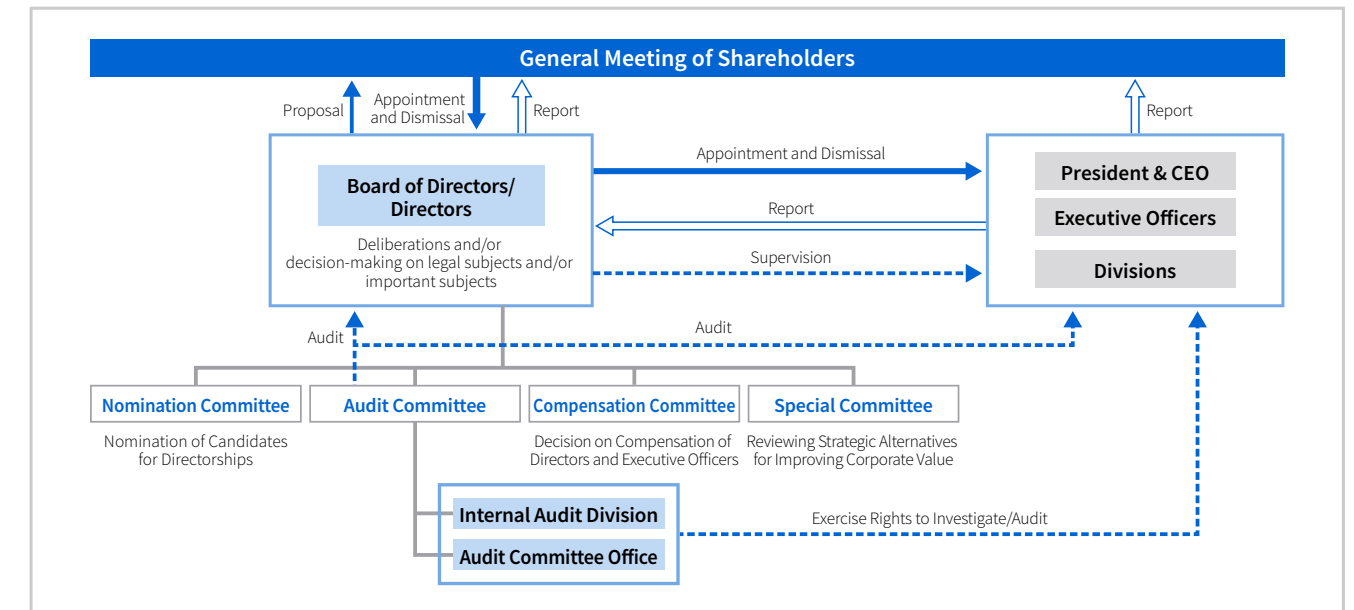
Corporate Governance

Basic Views of Corporate Governance

The basic policy and objectives of Company's corporate governance are to realize sustainable growth and raise the enterprise value of the Group over the medium- to long-term, and to contribute to the interests of all stakeholders, including shareholders, investors, employees, customers, business partners, creditors, and local communities. Under this policy, as the Company puts importance on the Board of Directors' function to supervise business execution, the Company adopts a company with Nomination committee, etc., as its form of organization, that delegates business execution decisions to Executive Officers, allowing the Board of Directors to concentrate on monitoring and supervising execution and determining basic strategy.

The Company has also established "Corporate Governance Guidelines" as of December 21, 2015, that form the framework of governance of the Company.

Corporate Governance Structure



State of Activities of the Board of Directors and Committees

During the FY2022, the Board of Directors met 20 times, the Nomination Committee 10 times, the Audit Committee 15 times, the Compensation Committee 13 times, and the Special Committee 41 times. The following outlines the Board of Directors' and committees' principal activities.

State of activities of the Board of Directors

- In April 2022, a Special Committee ("SC") was formed to engage with potential investors and sponsors and explore strategic alternatives.
- In March 2023, the Board of Directors resolved to consult with SC (i) whether the certain series of transactions, including a tender offer for the common shares of the Company, conducted by TBJH Inc. for the purpose to make TBJH become the sole shareholder of the Company and have the Company privatized (the "Transaction"), would contribute to the enhancement of the Company's corporate value, (ii) whether the procedures for consideration, discussion and negotiation of the Transaction were fair, (iii) whether the methods and terms of the Transaction are fair and appropriate, (iv) whether the Transaction is not disadvantageous for general shareholders of the Company in light of (i) through (iii), and (v) whether or not the Board of Directors should support the tender offer and recommend that share-

- holders tender their shares in the tender offer in light of (i) through (iv).
- In March 2023, with respect to the tender offer by TBJH Inc. for the Company's common shares, with the utmost respect for the contents of the report submitted by the SC in response to the aforementioned consultation, the Company resolved to express its opinion supporting the tender offer, if commenced, as of March 2023.
- The Board of Directors was provided with reports on business plans, budget, risk control information and the state of duty execution by Directors and Executive Officers pursuant to applicable laws and regulations, the Articles of Incorporation, the Board of Directors Regulations, etc.

State of activities by committees

a. Nomination Committee

- The Nomination Committee deliberated candidates for succes-

sors to Executive Officer, President and CEO.

- The Nomination Committee deliberated on the composition of the Board of Directors.
- The Nomination Committee deliberated on the election of Chairperson of the Board of Directors to be submitted to the Board of Directors.

b. Audit Committee

- The Audit Committee audited the state of the execution of duties by executives, by attending the Board of Directors and other key meetings and by making inquiries to Executive Officers and other personnel, with a focus on the state of observance of corporate ethics and laws and regulations and preventing the recurrence of inappropriate accounting conduct. In addition, the Audit Committee received reports regularly from the Internal Audit Division on their audit results, and from the Legal & Compliance Division and the Project Audit Division on their state of activities, thereby verifying the state of implementation of internal control system. All of the full-time and part-time Audit Committee members attended all hearings and reporting sessions, checked materials and minutes, and participated actively in audit activities.
- Audit Committee members, led by Chairperson of the Audit Committee, collected information actively, which involves attending important meetings (such as corporate management meetings, Risk-Compliance Committee meetings, and Annual Securities Report Disclosure Committee meetings). In addition, Mr. Hashimoto worked to enhance communication with each department through meetings with executives in each department. The information collected was shared with the Audit Committee members in a timely manner.
- The member of Audit Committee attended the Special Committee as an observer to oversee engagement with potential investors and sponsors and the fairness of consideration of strategic alternatives.
- Regarding events that have a major impact on business performance during the period, particularly the appropriateness of reserves for estimated losses was directly checked by the relevant departments and explained by the Accounting Department and the accounting auditor.
- Based on the results of audits by group companies from the Internal Audit Department, it was pointed out that organizational initiatives for governance, risk management, and internal control at domestic and overseas Group companies should be considered on the executive side.
- With regard to the inappropriate accounting conduct, the Company continued the claim for damages filed in the Tokyo District Court in November 2015 against five former executives, including those with experience as President. The first trial judgment was handed down in March 2023, and as a result from measures to be taken the Audit Committee decided to be appeal in April 2023.
- Through the whistleblowing system operated by the Audit Committee, the committee received 32 whistleblowing reports and responded. The Audit Committee was briefed on details and status of responses of all 198 reports to the whistleblowing contact point on the Company's executive side. The committee has prioritized the reports related to accounting and compliance to verify their investigation results and status of improvements. In addition, the Audit Committee received a number of reports

concerning the past use of entertainment expenses spend by Executive Officer, investigated them.

- Through liaison meeting with Group company auditors, as well as through education and the like, the Audit Committee worked to improve audit quality of the Company and Group companies by bolstering coordination with Group company's auditors.
- Regarding the evaluation of the effectiveness of the Board of Directors, which is one of the measures to prevent recurrence based on the recommendations of the investigation report of the Governance Enhancement Committee received in November 2021, the Audit Committee took the initiative to draft a basic policy for such evaluation and selected a third-party evaluator.

c. Compensation Committee

- The Compensation Committee deliberated on the provision of the performance-linked compensation for Executive Officers, etc. according to their performance evaluation for FY2021.
- The Compensation Committee deliberated on revisions to the Compensation Policy and the Officer Compensation Rules.
- The Compensation Committee deliberated on the details of the individual compensation to be paid to Directors and Executive Officers from July 2022.
- The Compensation Committee deliberated on the extraordinary compensation for Directors.
- The Compensation Committee deliberated on the compensation plan for Directors and Officers.

d. Special Committee

- On April 7, the Company established a Special Committee, in order to engage with potential investors and sponsors and review strategic alternatives, and on April 21, a resolution was made to solicit proposals on strategic alternatives to enhance the Company's corporate value from potential investors and sponsors who may become potential partners.
- Solicitation for proposals was conducted in two phases, with the initial phase providing limited disclosure information and soliciting a broad range of non-legally binding proposals, and initial proposals were received from ten potential partners, including Japan Industrial Partners, Inc. (JIP).
- After selecting and narrowing down several potential partners, including JIP in the second phase, and after conducting several months of management interviews and due diligence, a legally binding proposal was received from JIP on September 30, 2022.
- Subsequently, as a result of discussions on the tender offer price and confirmation of the funding support, discussions with JIP were finalized in mid-March 2023, and the Special Committee submitted its report of findings to the Board of Directors on March 23, 2023, based on a request from the Board of Directors.

■ Evaluation on effectiveness of the Board of Directors

The FY2022 evaluation on effectiveness of the Board of Directors (hereinafter referred to as the "FY2022 Review") was implemented by Board Advisors Japan, Inc. (hereinafter referred to as "Board Advisors"), as a third-party evaluator, from November 2022 to March 2023.

In the FY2022 Review, the evaluation methods, including the advance questionnaire to all Directors, the individual interviews of approximately two hours of all Directors, the individual interviews of approximately one hour of the four Executive Officers and the interview of the Board of Directors secretariat, have been taken. The advance questionnaire consists of 14 areas, namely,

Board overall review, Board structure, advance preparation, management, discussion, Nomination Committee, Compensation Committee, Audit Committee, monitoring of management, risks, tone at the top, self-evaluation, miscellaneous and degree of significance of agenda items and volume of discussion. The individual interviews were conducted based on the answers thereto of the respective Directors.

Board Advisors provided the summery of the FY2022 Review as follows:

- ▶ The Company's Board of Directors is tackling the "Review of Strategic Alternatives," which the shareholders expected the Board to deal with as the top priority challenge after the ordinary shareholders meeting.
 - ▶ It was confirmed as a result of the FY2022 Review that the effectiveness of the Company's Board and three statutory committees is generally ensured.
- Board Advisors reported that it was confirmed that the Company's Board and three statutory committees have the following characteristics.
- (i) Sharing of the Board's objectives: All Directors correctly understand that the "Review of Strategic Alternatives" is the most significant responsibility of the Company's Board at the moment.
 - (ii) Appropriate Board structure: The Board structure is in line with the expectation of the shareholders for the current Board.
 - (iii) Enhancement of the discussion on the "Review of Strategic Alternatives": Detailed discussion on "Review of Strategic Alternatives" is being conducted with utilization of outside advisors and much time of the Board is spent on such review.
 - (iv) Smooth conduct of meetings by the Chairperson: The evaluation of the conduct by the Chairperson of Board is mostly high. He spends a significant amount of time to listen to all Directors and conducts meetings while generating the sense of acceptance.

Compensation Policy

The Compensation Committee establishes compensation policy regarding compensation of each Director and/or Executive Officer. With respect to matters such as compensation for Company Directors and Executive Officers for the current fiscal year, the Compensation Committee has determined that the Company's method for determining compensation and the amount of compensation already determined are aligned with this policy.

<Compensation for Directors>

Compensation for Directors = Base salary + Committee allowance + Attendance allowance for travel to non-resident countries

Since the main responsibility of Directors is to supervise the execution of the overall Group's business, and increase the corporate value, the basic policy is to determine compensation for Directors by chiefly focusing on securing highly competent personnel, ensuring effective functioning of the supervisory function, and improving corporate value from a medium- to long-term perspective.

- Directors are paid the Base salary (fixed amount) and the Committee Allowance (fixed amount) in accordance with the scope

- (v) Audit Committee with a high level of commitment: The evaluation of the activities of the Audit Committee is mostly high. Under the Chairperson's leadership, the committee energetically responds to various incidents while maintaining close communication with the members with high levels of expertise and management experiences.

Board Advisors reported that the Board is expected to examine the following challenges for further improvement of its effectiveness and proposed the following possible directions for action. In response, the Company will consider measures to further improve the effectiveness of the Board of Directors, while also considering the progress of the "Review of Strategic Alternatives."

- (i) Strengthening of the relationship of trust between the monitoring and the management: Hold off-site meetings to deepen mutual understanding between the monitoring and the management. / Clarify the information on the management to be reported to the Board of Directors.

- (ii) Enhancement of discussion on the mid- to long-term management strategy: Thoroughly manage the progress of the mid- to long-term management plan. / Hold a board meeting at least once every quarter with sufficient time secured for a face-to-face meeting.

- (iii) Promotion of board diversity: Explore the possibility of inviting those having managed manufacturers and succeeded in overall corporate reform and female Independent Outside Directors.

- (iv) Strengthened management of the three statutory committees:
 - ▶ Nomination Committee: Enhance the discussion on the challenge to promote board diversity.
 - ▶ Compensation Committee: Conduct deeper discussion on the level of compensation for the Directors.
 - ▶ Audit Committee: Facilitate the strengthening of the internal control system for the management. / Enhance the committee's monitoring of the management.

of their responsibilities. If multiple committees concurrently serve, the applicable Committee Allowances will be added up and paid. Directors who concurrently hold offices as an Executive Officer are paid only the compensation for Executive Officers and not paid compensation for Directors.

- The Base Salary and the Committee Allowance are paid by cash and shares of the Company at a prescribed rate.
- When traveling to attend a Meeting of the Board of Directors, Executive Session of the Board, or a Committee held in a non-resident country, the Attendance Allowance is paid according to the actual travel record.
- With regard to compensation paid by stock that is paid in the form of the Company's stock, mechanisms such as restricted stocks with transfer restrictions until retirement will be used.

<Compensation for Executive Officers>

Compensation for Executive Officers = Base salary + Performance-linked compensation (shares and cash)

Since the main responsibility of Executive Officers is to increase corporate value in their capacity as executives responsible for companies or divisions within the Group, the Company has a ba-

sic policy to determine compensation for Executive Officers at an adequate level to secure highly competent personnel and ensure the effectiveness of their compensation package as an incentive to improve business performance, based on a balance between fixed compensation and performance-linked compensation.

- Compensation for Executive Officers consists of Base Salary (fixed amount), determined according to rank, and performance-linked compensation.
- Performance-linked compensation is determined in accordance with the performance and medium- to long-term management indicators of the Company overall and the divisions under the charge of the Executive Officers during the fiscal year, with cash and stock of the Company paid at a rate set according to rank.
- The Base Salary and the Performance-linked compensation are

paid by cash and shares of the Company at a prescribed rate.

- With regard to compensation paid by stock that is paid in the form of the Company's stock, mechanisms such as restricted stocks with transfer restrictions until retirement will be used to secure effectiveness as an incentive for medium- to long-term improvement of business performance.

<Compensation standards>

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

Policy on Risk Management and Compliance

Toshiba Group has set up three lines of internal control system, with the relevant business divisions as the front line, the administrative divisions as the second, and the audit divisions as the third. The system is designed to effectively manage risks by assigning to each line a clearly defined role and set of duties, which it carries out appropriately, at the same time exercising a checks-and-balances function. In order to respond to changes in the business environment and to the diverse and ever-changing risks that arise when conducting business activities, we will ensure effective risk management.

Toshiba's shares were designated as securities on alert on September 15, 2015 due to inappropriate accounting. After that, Toshiba improved its internal control system and the designation was lifted on October 12, 2017. As reported in the Report on Improvements of Internal Management System and Progress Report on Improvements of Internal Management System released on October 20, 2017 and July 25, 2018 respectively, Toshiba has continued its efforts to strengthen the internal control system and worked to regain the trust of shareholders, investors, and all other stakeholders. On August 1, 2017, Toshiba's shares were reassigned to the Second Section of Tokyo Stock Exchange and Nagoya Stock Exchange. As a result of aforementioned efforts, our shares were designated as first section securities of both of the exchanges again on January 29, 2021. Toshiba will continue to work to enhance its internal control system.

At Toshiba Group, top management regularly issues messages on compliance so as to clarify its own stance and to foster a culture in which compliance is prioritized across the whole Group.

At Toshiba Group, we formulated and are striving to entrench the Standards of Conduct for Toshiba Group (SOC) as a specific action guideline since we are a company that contributes to the realization of a sustainable society while conducting fair, sincere and highly transparent business activities. We are also working toward making the SOC an integral part of the entire Toshiba Group. The SOC is one of the Toshiba Group's important basic guidelines, and therefore, its revision requires approval by the Board of Directors.

Response to fraud

Toshiba Group maintains a policy of zero tolerance against fraud.

As a preventative activity, every year we systematically organize fraud risk scenarios in specific fields, conduct inspections to understand the actual situation at each Group company, and strengthen guidance for improvement. In FY2022, we conducted inspections on fraud risk related to production management and inventories.

In the event of a case of fraud, we conduct an investigation of all facts to identify the cause of any such occurrences, treat the facts seriously, make every effort to prevent recurrence, and disclose information in a proper and timely manner as necessary. Any employees involved with cases of fraud are handled rigorously, including through the implementation of disciplinary action.

Structure of Risk Management and Compliance

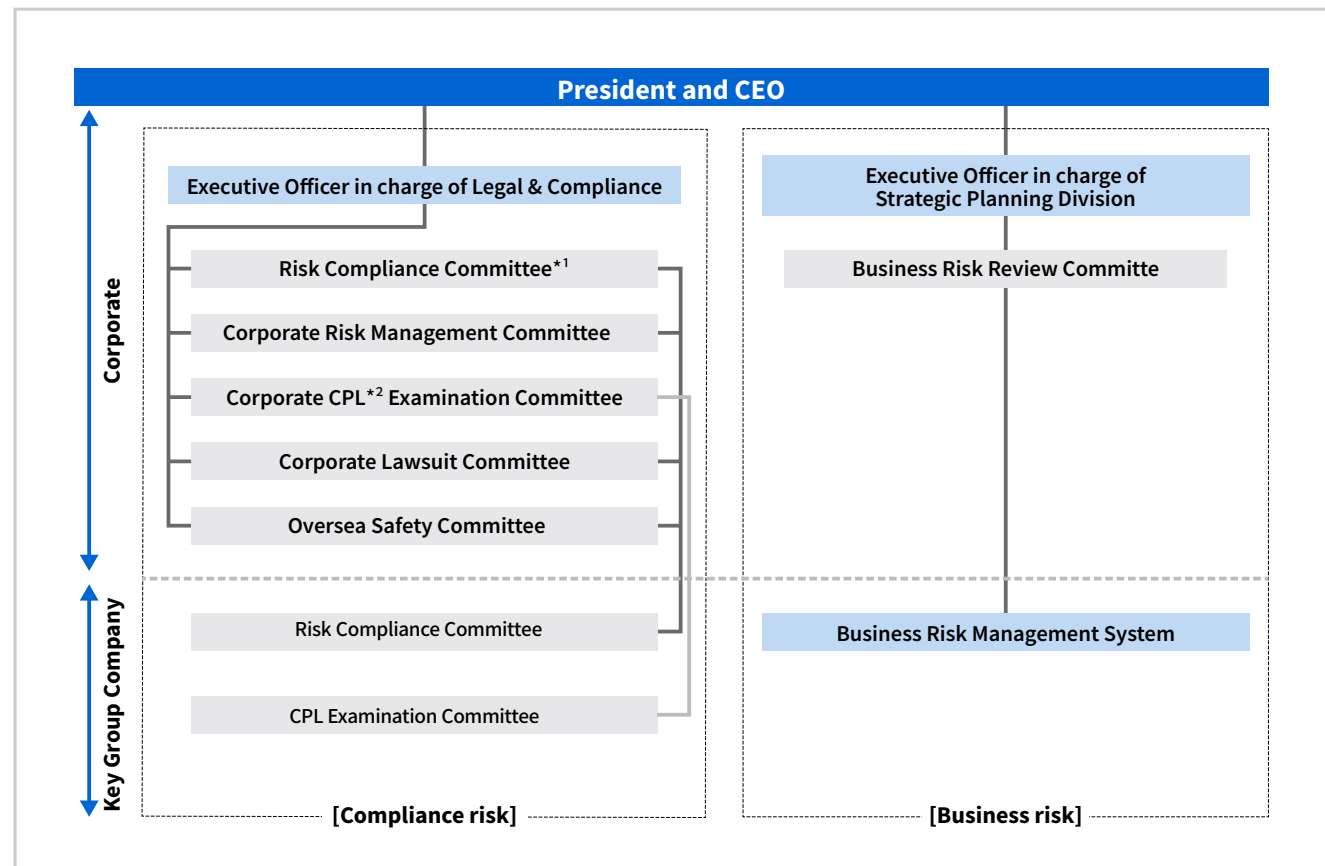
Toshiba has separate management systems for compliance and other risks and business risks. Business risks refer to uncertain factors that may prevent the achievement of business and project objectives on strategic decision-making and execution of business activities.

To address compliance and other risks, we appoint a Chief Risk Compliance Management Officer (CRO) to oversee risk management and compliance for the whole Group. In addition, under the CRO, the Legal & Compliance Division responds to whistleblower reports, attempts to achieve global compliance, aims to strengthen the whistleblower system, and is advancing effective risk management and compliance activities.

The CRO chairs the Risk Compliance Committee, which is attended by relevant Executive Officers, including the President and CEO. The committee analyzes whistleblower reports and cases both inside and outside the Company and evaluates the impacts of risks and the status of risk control in accordance with the risk table that covers compliance risks based on the Standards of Conduct for Toshiba Group. It then determines priority measures of the immediate fiscal year. The Risk Compliance Committee is attended and monitored by members of the Audit Committee who also serve as Outside Directors. The agenda deliberated at the committee is reported to the Board of Directors. In FY2022, the Risk Compliance Committee met five times.

In response to the inappropriate accounting treatment in 2015, Toshiba has worked to strengthen accounting compliance

Risk Management and Compliance Committee



*1: The Risk Compliance Committee manages matters related to the Standards of Conduct for Toshiba Group and matters related to risk management and compliance.

*2: CPL is an abbreviation combining CL (contractual liability) and PL (product liability).

by establishing a special accounting compliance system. In order to further strengthen the overall compliance system, from FY2021, we evolved the system into one that encompasses accounting compliance and other types of compliance, and began promoting centralized management.

Toshiba operates a risk management system (RMS) incorporating a PDCA cycle* led by administrative divisions at the second line of internal control system. The aim is to identify the status at each Toshiba Group company of initiatives on compliance risk and to promote improvement in an integrated manner. With the RMS, we implement the Risk Assessment Program (RAP) to assess risks of Toshiba Group companies. The administrative divisions provide guidance to improve the compliance risks identified. At the same time, the relevant business divisions at the front line of internal control system themselves work to identify and mitigate the risks autonomously.

Furthermore, since FY2020, we have systematically organized fraud risk scenarios related to financial reporting and accounting, and conducted inspections on Group companies to understand the status of their fraud risk, while strengthening guidance to improve such status.

In the event of a serious compliance-related incident, there is a system in place by which such incident is reported immediately to the President and CEO, CRO, and members of the Audit Committee, among others, through the reporting system. Under these systems, the relevant in-house committees, etc. promptly evaluate and implement countermeasures.

Meanwhile, Toshiba deals with business risks by clarifying management decision criteria, permissible risk limits and corporate policy on business withdrawal in making management decisions for business execution to achieve Toshiba Group's sustainable growth and increase corporate value. In addition, for each risk case, the Business Risk Review Committee conducts risk assessment, identifies the maximum risk, and establishes items for monitoring.

* Plan: Identification and assessment of risks; Do: creation and operation of rules; Check: review and fact-finding surveys; Action: formulation and implementation of improvement plans

Whistleblower System

In order to create an open work environment, Toshiba is enhancing its whistleblower system, on top of preventing risks by stimulating day-to-day communication in each workplace.

In January 2000, Toshiba established a whistleblower system Toshiba Hotline to collect internal information on SOC violations, particularly those concerning laws and regulations, and to deal with wrongdoing through a self-rectification system. Under this system, an employee can report an incident and seek advice via e-mail or phone. In April 2019, we transferred the function of receiving whistleblower reports to an external organization to further ensure anonymity, lower the hurdle of reporting to the hotline, and build a stronger sense of safety. E-mail support is available 24/7. In June 2022, we began accepting reports in English, targeting those employees at Toshiba Group companies in Japan who find it difficult to make the reports in the Japanese

language. Also, a reception hotline was set up at an external attorney's office in January 2005, primarily to receive information about potential legal violations.

Furthermore, in October 2015, the new Audit Committee Hotline was set up, which allows people to report directly to the Audit Committee, which is composed of Outside Directors. With this new system, even matters in which the involvement of top management is suspected can be safely reported.

The Audit Committee also has access rights to the Toshiba Hotline, and provides appropriate guidance and supervision.

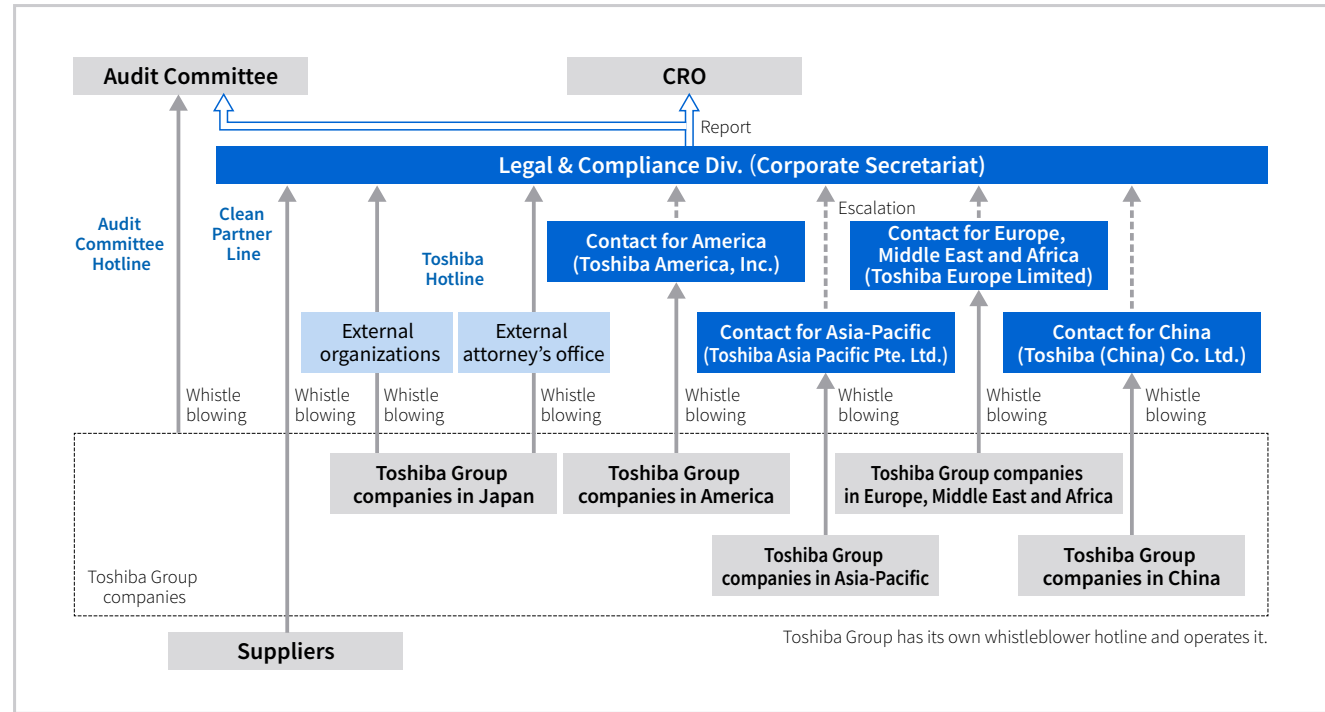
In April 2006, Toshiba set up a supplier whistleblower system Clean Partner Line to receive reports from suppliers and business partners to prevent SOC violations by employees in charge of procurement and order placements for construction and other works.

Each Toshiba Group company has its own whistleblower system. In addition, employees of the Toshiba Group in Japan can use the aforementioned Toshiba Hotline. Besides the whistleblower system at each company, in FY2021, we introduced the

Toshiba Group Overseas Hotline for Toshiba Group companies overseas, by designating each Regional Representative Subsidiary as the secretariat for the corresponding region so as to cover laws and regulations and languages for different countries and regions.

At Toshiba Group, in accordance with laws, regulations, and internal regulations, officers and employees who make whistleblower reports with honest and legitimate intent do not receive unfavorable treatment such as dismissal and demotion as a result of having made the reports. Toshiba Group strives to ensure that the officers and employees can use the whistleblower system at ease. Specifically, each Group company has stipulated in its regulations a confidentiality obligation that allows limited persons in charge to access to what is reported by whistleblowers and a prohibition of unfavorable treatment of whistleblowers, as well as prepared manuals for persons in charge of whistleblowing. Toshiba Group in Japan maintains and operates a response system that complies with the amended Whistleblower Protection Act.

Toshiba's Whistleblower System



Directors

The Company is promoting various initiatives with the aim of expanding its Total Shareholder Return (TSR) through maximizing its corporate value.

Currently, of the eleven (11) Directors, ten (10) are Outside Directors and one (1) is Director who also serves as Executive Officer. Outside Directors are the majority of the Board of Directors, in order to enhance the governance. In addition, including five (5) non-Japanese Outside Directors, the Board of Directors is composed of Directors with experience in international business, expertise in business portfolio management, business restructuring, M&A, capital markets and capital allocation, and deep knowledge in law and compliance, and the composition of directors could also reflect in management sufficient diversity viewpoints in terms of gender and international experience.

In deciding the candidates for Director, the Nomination Committee judged that the candidates conformed to the Director Nomination Criteria separately designated by the Nomination Committee and that the candidates had the appropriate qualifications for Director.

Name		Current position(s) in the Company	Corporate management	Law and compliance	Accounting and auditing	Diversity*	M&A	Corporate restructuring	Capital markets	International business experience
Taro SHIMADA		Representative Executive Officer President and Chief Executive Officer	○					○		○
Akihiro WATANABE	Outside Director Independent	Chairperson of the Board of Directors Vice Chairperson, Nomination Committee Vice Chairperson, Special Committee	○		○		○		○	○
Paul J. BROUGH	Outside Director Independent	Vice Chairperson, Special Committee Member, Nomination Committee	○	○	○	○		○		○
Ayako Hirota WEISSMAN	Outside Director Independent	Chairperson, Compensation Committee Member, Special Committee	○			○			○	○
Jerome Thomas BLACK	Outside Director Independent	Chairperson, Special Committee Member, Nomination Committee	○		○	○	○	○		○
George Raymond ZAGE III	Outside Director Independent	Chairperson, Nomination Committee Member, Special Committee	○		○	○	○	○	○	○
Katsunori HASHIMOTO	Outside Director Independent	Chairperson, Audit Committee Member, Nomination Committee	○	○	○		○			○
Mikio MOCHIZUKI	Outside Director Independent	Member, Audit Committee Member, Compensation Committee	○	○	○		○			○
Ayumi UZAWA	Outside Director Independent	Member, Audit Committee Member, Compensation Committee		○	○					
Eijiro IMAI	Outside Director Independent	Member, Compensation Committee Member, Special Committee		○			○	○	○	
Nabeel BHANJI	Outside Director Independent	Member, Special Committee				○	○	○	○	○

*Diversity indicates diversity of gender, ethnicity, nationality, and other identities.

Director



Taro SHIMADA
Director
October 22, 1966

Career highlights and significant concurrent positions

April 1990: Joined ShinMaywa Industries, Ltd.
September 1999: Joined Structural Dynamics Research Corporation
February 2010: Representative Director and President, Japanese Corporation and Executive Vice President, U.S. Headquarters, Siemens PLM Software
September 2015: Senior Executive Officer, General Manager of Digital Factory Business Headquarters, and General Manager of Process and Drive Business Headquarters, Siemens K.K.
October 2018 – March 2019: Joined the Company as Corporate Digital Business Officer
April 2019 – April 2020: Executive Officer and Corporate Vice President of the Company

October 2019 – April 2020: Director and Corporate Vice President, Toshiba Digital Solutions Corporation
April 2020 – March 2022: Executive Officer and Corporate Senior Vice President of the Company
Director and President, Toshiba Digital Solutions Corporation
December 2020 – May 2022: Outside Director, WingArc1st Inc.
March 2022 – Present: Representative Executive Officer, President and CEO of the Company
May 2022 – Present: Chair of the Quantum Strategic Industry Alliance for Revolution
June 2022 – Present: Director of the Company

Outside Directors



Akihiro WATANABE
Outside Director
February 18, 1959

Career highlights and significant concurrent positions

October 1980: Joined Heiwa Audit Corporation
May 1982: Joined New York office of Peat Marwick Mitchell & Co. (currently KPMG LLP)
July 1990: Audit Department Partner, New York office of KPMG LLP
July 1994 - March 2002: Representative Director, KPMG Corporate Finance K.K.
April 2002 – Present: Representative, Akihiro Watanabe CPA Office
October 2002 – March 2019: Visiting Professor, Kobe University Graduate School of Business Administration
April 2004 – March 2022: Founder, Representative Director and Partner, GCA Corporation
August 2004 – April 2011: Outside Director, Chair of Audit Committee, Acologix, Inc.

April 2005 – March 2011: Lecturer, Hitotsubashi University Graduate School of Law (Law School)
April 2008 – March 2013: Visiting Professor, Chuo Graduate School of Strategic Management (Business School)
November 2008 – April 2015: Outside Director, Chair of Audit Committee, Ranbaxy Laboratories, Inc.
November 2011 – October 2014: Board of Trustee, International Valuation Standards Council
December 2015 – Present: Outside Director, Maruho Co., Ltd.
September 2016 – May 2018: Outside Director, FamilyMart UNY Holdings Co., Ltd. (currently FamilyMart Co., Ltd.)
February 2021 – August 2022: Chairman, Managing Director, Chairman of Asia Corporate Finance, Houlihan Lokey K.K.
June 2022 – Present: Outside Director of the Company



Paul J. BROUGH
Outside Director
November 13, 1956

Career highlights and significant concurrent positions

September 1983: Joined KPMG Hong Kong
October 1991: Partner, KPMG Hong Kong
July 1995: Head of Consulting, KPMG Hong Kong
October 1997: Head of Financial Advisory Services, KPMG Hong Kong
October 1999: Asia-Pacific head of Financial Advisory Services, KPMG Hong Kong and member of KPMG's global advisory steering group
September 2008: Joint-Liquidator of various Lehman Brothers entities located in Asia.
April 2009 – March 2012: Regional Senior Partner, KPMG Hong Kong
March 2012 – Present: Chief Executive, Blue Willow Limited
September 2012 – January 2013: Chief Restructuring Officer, Sino-Forest International Corporation
September 2012 – April 2021: Independent Non-Executive Director, GL Limited
February 2013 – April 2015: Chairman and CEO, Emerald Plantation Holdings Limited Group

October 2013 – May 2015: Director (until May 2015) and Interim CEO (until April 2015), Greenheart Group Limited
October 2013 – February 2023: Independent Non-Executive Director, Habib Bank Zurich (Hong Kong) Limited
May 2015 – May 2017: Independent Non-Executive Director, Noble Group Limited
January 2016 – June 2016: Executive Director and Chief Restructuring Officer, China Fishery Group Limited
September 2016 – Present: Independent Non-Executive Director, Vitasoy International Holdings Limited
May 2017 – December 2018: Executive Chairman, Noble Group Limited
May 2017 – Present: Independent Non-Executive Director, The Executive Center Limited
December 2018 – October 2019: Executive Chairman, Noble Group Holdings Limited
June 2019 – Present: Outside Director of the Company
November 2021 – Present: Independent Non-Executive Director, Guoco Group Limited

Outside Directors



Ayako Hirota WEISSMAN
Outside Director
May 9, 1957

Career highlights and significant concurrent positions

January 1984: Vice President, Equitable Capital Management
January 1987: Managing Director, Smith Barney, Harris Upham & Co. Inc. (now Citigroup)
October 1999: Partner, Feirstein Capital Management LLC
January 2002: Portfolio Manager, Kingdon Capital Management LLC
June 2006: Founder and Chief Executive Officer, AS Hirota Capital Management LLC

November 2010 – Present: Senior Vice President, Senior Portfolio Manager and Director in charge of Asia Strategy, Horizon Asset Management, Inc. (now Horizon Kinetics LLC)
June 2015 – June 2019: Outside Director, SBI Holdings, Inc.
June 2019 – Present: Outside Director of the Company
February 2020 – Present: Non-Executive Director, Nippon Active Value Fund plc



Jerome Thomas BLACK
Outside Director
May 29, 1959

Career highlights and significant concurrent positions

July 1982: Joined Arthur Andersen & Co.
October 1986: Joined Ernst & Young LLP
January 1995: Joined Kurt Salmon Associates, Inc.
March 2002: Global Practice Development Managing Director, Kurt Salmon Associates, Inc.
January 2005: Managing Director, North America, Kurt Salmon Associates, Inc.
January 2006: President, Consumer Products Division, Kurt Salmon Associates, Inc.
January 2008: Chief Executive Officer, Kurt Salmon Associates, Inc.
March 2009: Joined Aeon Co., Ltd., Advisor
May 2009: Executive Officer, Chief Executive of Group Strategy & IT and Chief Executive Officer of ASEAN Operation, Aeon Co., Ltd.
March 2010: Executive Officer, Chief Executive Officer of ASEAN Business and Chief Executive Officer of Group IT and Digital Business, Chief Group Strategy Officer, Aeon Co., Ltd.

March 2011: Senior Managing Executive Officer, Chief Group Strategy Officer; Chief Executive Officer of Group IT and Digital Business, Aeon Co., Ltd.
March 2012: Senior Managing Executive Officer, Advisor to Group CEO; Chief Group Strategy Digital and IT Officer, Aeon Co., Ltd.
March 2013: Senior Managing Executive Officer, Advisor to Group CEO; Chief Strategy, Digital, IT and Marketing Officer, Aeon Co., Ltd.
March 2014: Senior Managing Executive Officer, Merchandising Strategy and Digital Shift Promotion Officer, Aeon Co., Ltd.
February 2015 – May 2016: Executive Officer, Digital Business, Aeon Co., Ltd.
March 2016 – February 2017: Director, Executive Officer and Vice President of AEON RETAIL Co., Ltd.
April 2017 – Present: Advisor, Aeon Co., Ltd.
June 2019 – Present: Outside Director of the Company
May 2021 – December 2022: Senior Advisor, Japan Computer Vision Corporation



George Raymond ZAGE III
Outside Director
January 20, 1970

Career highlights and significant concurrent positions

June 1991: Joined PriceWaterhouse
August 1992 – February 2000: Vice President of Investment Banking Division, Goldman Sachs & Co
March 2000: Joined Farallon Capital Management L.L.C
September 2002: Managing Director, Farallon Capital Asia Pte. Ltd.
January 2008 – August 2018: Managing Director and CEO, Farallon Capital Asia Pte. Ltd.
August 2013 – Present: Independent Non-Executive Director, Whitehaven Coal Limited
August 2016 – June 2021: Commissioner (Non-Executive), PT Aplikasi Karya Anak Bangsa(Go-Jek)

August 2018 – Present: Founder and CEO, Tiga Investments Pte. Ltd. Senior Advisor (Part time), Farallon Capital Management, L.L.C
April 2019 – Present: Commissioner (Non-Executive), PT Lippo Karawaci Tbk
June 2019 – Present: Outside Director of the Company
June 2020 – November 2022: Chairman and CEO, Tiga Acquisition Corp
May 2021 – Present: Director, EDBI Pte. Ltd.
September 2021 – Present: Independent Non-Executive Director, The Executive Center Limited
November 2022 – Present: Director, Grindr Inc.

Outside Directors



Katsunori HASHIMOTO
Outside Director
September 16, 1955

Career highlights and significant concurrent positions

April 1978: Joined YKK Corporation

October 1986: Chief Financial Officer, U.K. subsidiary of YKK Corporation

April 1990: Corporate Accounting, Finance, Department, DuPont K.K.

August 1996: Senior Financial Analyst, Automotive, DuPont de Nemours, Inc.

January 1998: Global Business Reporting Project Leader, Finance, DuPont de Nemours, Inc.

October 1998 – April 1999: Audit Manager, Finance, DuPont de Nemours, Inc.

May 1999: Treasurer, Tokyo Treasury Center, DuPont K.K.

August 2001: General Manager of Finance, DuPont K.K.

January 2002: Director of Finance, DuPont K.K. (Board of Directors)

November 2009: Director and Managing Executive Officer – Finance and Affiliated, DuPont K.K.

January 2013: Director and Senior Managing Executive Officer, DuPont K.K.

June 2014 – July 2018: President and Representative Director, Danisco Japan Ltd.

September 2014 – September 2020: Director and Executive Vice President, DuPont K.K.

October 2020 – Present: Chairperson, DSS Sustainable Solutions Japan, LLC

October 2020 – Present: Professor, Graduate School of Business Administration, Tokyo Metropolitan University

June 2021 – Present: Outside Director of the Company



Mikio MOCHIZUKI
Outside Director
July 8, 1954

Career highlights and significant concurrent positions

April 1978: Joined Ishikawajima-Harima Heavy Industries Co., Ltd. (currently IHI Corporation)

April 2011: Executive Officer, IHI Corporation and President and CEO, IHI Inc. (Regional Headquarter for the Americas)

April 2014: Managing Executive Officer and General Manager of Finance & Accounting Division, IHI Corporation

June 2016: Director, Managing Executive Officer and General Manager of Finance & Accounting Division, IHI Corporation

April 2017: Director, Managing Executive Officer, President of Industrial Systems & General Purpose Machinery Business Area, IHI Corporation

April 2018: Director, IHI Corporation

June 2018 – June 2021: Advisor, IHI Corporation

June 2021 – Present: Outside Director, Aida Engineering, Ltd.

June 2022 – Present: Outside Director of the Company



Ayumi UZAWA
Outside Director
June 21, 1967

Career highlights and significant concurrent positions

October 1990 – March 1993: Joined Asahi Shinwa Accounting Corporation (currently KPMG AZSA LLC), Osaka Office

August 1994: Registered as Certified Public Accountant

August 1995 – March 1999: Joined Deloitte Touche Tohmatsu (currently Deloitte Touche Tohmatsu LLC), Tokyo Office

April 1999 – October 2004: 2nd Investigation Division, Criminal Affairs Bureau, the Metropolitan Police Department (Financial Investigator and Inspector)

November 2004 – February 2011: Special Investigation Division, Secretariat, Securities and Exchange Surveillance Commission

March 2011 – Present: Representative, Uzawa CPA Office

July 2011: Registered as Certified Fraud Examiner

July 2011 – Present: Advisor, Financial and Securities Expert Committee, Supreme Public Prosecutors' Office

June 2012 – June 2018: Director, Japan Association of Certified Fraud Examiners (ACFE Japan)

June 2013 – November 2014: Outside Director, Meiji Machine Co., Ltd.

December 2014 – November 2016: Outside Director, Japan Best Rescue System Co., Ltd.

September 2016 – Present: Auditor (part-time), Aurora Debt Collection Co., Ltd.

April 2020 – March 2021: Contract Staff (Advisor), New Energy and Industrial Technology Development Organization

June 2022 – Present: Outside Director of the Company.



Eijiro IMAI
Outside Director
July 2, 1980

Career highlights and significant concurrent positions

October 2004 – April 2007: Joined Nishimura & Tokiwa (currently Nishimura & Asahi)

May 2007: Joined Bain Capital Asia LLC

October 2013: Joined Farallon Capital Japan LLC

January 2019 – Present: Managing Director, Farallon Capital Japan LLC

March 2022 – Present: Outside Director, BroadBand Tower, Inc.

June 2022 – Present: Outside Director of the Company.

Outside Director



Nabeel BHANJI
Outside Director
December 19, 1985

Career highlights and significant concurrent positions

July 2007 – September 2008: Investment Banker, Goldman Sachs & Co

September 2008 – May 2010: Investment Professional, Apax Partners

July 2012 – Present: Senior Portfolio Manager, Elliott Investment Management

April 2021 – Present: President, Elliott Opportunity II Corporation

June 2022 – Present: Outside Director of the Company.

Executive Officers

Representative Executive Officer President and CEO	Taro SHIMADA	
Representative Executive Officers Corporate Executive Vice Presidents	Takayuki KONNO	General Executive, Marketing Div., Battery Div. and Branch Offices, Responsible for Infrastructure Systems business (Representative Director, President and CEO, Toshiba Infrastructure Systems & Solutions Corporation), Responsible for Building Solutions business, Assistant to Corporate Senior Vice President; YOTSUYANAGI (Toshiba Plant Systems & Services Corporation)
	Hiroyuki SATO	General Executive, Group Management Div., Responsible for Electronic Devices & Storage business (Representative Director, President and CEO, Toshiba Electronic Devices & Storage Corporation)
Executive Officers Corporate Senior Vice Presidents	Keiichi YUMITA	General Executive, Information Systems Div. and Business Process Re-engineering Div.
	Tsutomu KAMIJO	General Executive, Procurement Div. and Corporate Production Planning Div., Assistant to Corporate Senior Vice President; SATA (Corporate Manufacturing Engineering Center)
	Shunsuke OKADA	General Executive, Cyber-Physical Systems x Design Div. and Digital Innovation Technology Center, Assistant to Corporate Senior Vice President; HARUYAMA (Next Business Development Div.), Vice President, Cyber-Physical Systems x Design Div., Responsible for Digital Solutions business (Director, President and CEO, Toshiba Digital Solutions Corporation)
	Takamasa MIHARA	General Executive, Human Resources and Administration Div. and Corporate Communications Div.
	Tadasu YOTSUYANAGI	General Executive, Negative Emission Project Team, Sustainability Management Div. and WEC Div., Responsible for Energy System business (Representative Director, President and CEO, Toshiba Energy Systems & Solutions Corporation / Toshiba Plant Systems & Services Corporation)
	Yutaka SATA	General Executive, Corporate Technology Planning Div., Research & Development Center, and Corporate Manufacturing Engineering Center, Assistant to Corporate Senior Vice President; HARUYAMA (Next Business Development Div.) and Assistant to Corporate Senior Vice President; OKADA (Digital Innovation Technology Center)
Executive Officer Corporate Vice President and CFO	Masaki HARUYAMA	General Executive, Strategic Planning Div. and Next Business Development Div., Assistant to Corporate Executive Vice President; SATO (Group Management Div.)
	Yasuhiro MATSUNAGA	General Executive, Finance & Cash Management Div. and Accounting Div. Vice President, Finance & Cash Management Div.
Executive Officers Corporate Vice Presidents	Ayumi WADA	General Executive, Legal & Compliance Div.
	Yuko HIRAI	General Executive, Internal Audit Div. Vice President, Audit Committee Office
	Toru MASUYAMA	General Executive, Project Monitoring & Oversight Div. and Quality Promotion Div. Vice President, Project Monitoring & Oversight Div.
	Tomoaki KUMAGAI	General Executive, Global Strategy & Business Development and Global Strategy & Business Development Div. Vice President, Global Strategy & Business Development Div.

As of October 1, 2023