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Announcement on Amendment to Articles of Incorporation

TOKYO — Toshiba Corporation (TOKYO: 6502) today announced that at a meeting of its Board of Directors held today, it was resolved that “Amendments to the Articles of Incorporation”, as set forth below, be proposed at the 170th Ordinary General Meeting of Shareholders scheduled to be held on June 24, 2009.

1. Reasons for Proposal

- (1) Upon the enactment of the Act Concerning Book-Entry Transfer of Corporate Bonds and Other Securities for the Purpose of Rationalization of the Settlement of Trades of Stocks and Other Securities (Act No. 88, 2004, the “Settlement Rationalization Act”) and the enforcement of the Paperless Share Transfer System on January 5, 2009, pursuant to the provisions of Article 6, Paragraph 1 of the Supplementary Provisions of the Settlement Rationalization Act, the provision of the Articles of Incorporation of Toshiba which stipulates the issuance of share certificates representing the shares of the Company are deemed to have been abolished. In order to clarify the foregoing in writing in the Articles of Incorporation, it is proposed that the provision that stipulates the issuance of share certificates representing the shares of the Company be deleted, and that the provision that stipulates the non-issuance of share certificates representing the shares constituting less than one (1) unit (Tangen-miman-kabushiki), which are no longer effective, be deleted from the Articles of Incorporation.
- (2) In accordance with the expiration of the provisions of the Act on Custody and Book-Entry Transfer of Share Certificates and Other Securities, it is also proposed that all provisions concerning beneficial shareholders and the register of beneficial shareholders, which are no longer legally effective, be deleted from the Articles of Incorporation.
- (3) Upon the enforcement of the Paperless Share Transfer System, new registrations of lost

share certificates will no longer be conducted. However, because the register of lost share certificates is required to be maintained until January 5, 2010, it is proposed that the provisions concerning the register of lost share certificates be established in the supplementary provisions of the Articles of Incorporation, effective until the end of January 5, 2010.

2. Substance of Proposal

The substance of the proposal is set forth below.

(Changes are indicated by underline.)

Current Articles of Incorporation	Proposed Amendments
<p>Article 6. (Omitted)</p> <p>(Number of Shares Constituting One Unit of Shares (Tangen-kabushiki), <u>Issuance of Share Certificates and Non-issuance of Share Certificates Representing Less than One Unit (Tangen-miman-kabushiki)</u>) Article 7.</p> <p>The number of shares constituting one (1) unit of shares (hereinafter called "Tangen-kabushiki") shall be one thousand (1,000).</p> <p><u>The Company shall issue share certificates representing the shares of the Company; provided, however, the Company shall not issue share certificates representing shares constituting less than one (1) unit (hereinafter called "Tangen-miman-kabushiki"), unless otherwise provided by the Regulations on Handling of Shares, Etc.</u></p>	<p>(No Change)</p> <p>(Number of Shares Constituting One Unit of Shares (Tangen-kabushiki)) Article 7.</p> <p>(No Change)</p> <p>(Deleted)</p>

Current Articles of Incorporation	Proposed Amendments
<p>(Rights in relation to Tangen-miman-kabushiki) Article 8.</p> <p>A shareholder <u>(including a beneficial shareholder, the same being applicable hereinafter)</u> may not, in relation to his/her Tangen-miman-kabushiki, exercise any right other than the rights stipulated in each of the following items:</p> <ol style="list-style-type: none"> 1. The rights provided in each item of Article 189, Paragraph 2 of the Companies Act; 2. The rights to receive allocation of offered shares and offered stock acquisition rights proportionately to the number of shares held by the shareholder; and 3. The right to make a request stipulated in the following Article. 	<p>(Rights in relation to Tangen-miman-kabushiki) Article 8.</p> <p>A shareholder may not, in relation to his/her Tangen-miman-kabushiki, exercise any right other than the rights stipulated in each of the following items:</p> <ol style="list-style-type: none"> 1. The rights provided in each item of Article 189, Paragraph 2 of the Companies Act; 2. The rights to receive allocation of offered shares and offered stock acquisition rights proportionately to the number of shares held by the shareholder; and 3. The right to make a request stipulated in the following Article.
<p>Article 9. (Omitted)</p>	<p>(No Change)</p>
<p>(Transfer Agent (Kabunushi Meibo Kanrinin)) Article 10.</p> <p>The Company shall appoint a transfer agent (hereinafter called "Kabunushi Meibo Kanrinin").</p> <p>The public notice shall be given with regard to the designation of Kabunushi Meibo Kanrinin and its handling office.</p>	<p>(Transfer Agent (Kabunushi Meibo Kanrinin)) Article 10.</p> <p>(No Change)</p> <p>(No Change)</p>
<p>Kabunushi Meibo Kanrinin is entrusted with the handling of the matters on the register of shareholders, etc., such as making and maintaining the register of shareholders <u>(including the register of beneficial</u></p>	<p>Kabunushi Meibo Kanrinin is entrusted with the handling of the matters on the register of shareholders, etc., such as making and maintaining the register of shareholders <u>and the register of stock acquisition rights. These</u></p>

Current Articles of Incorporation	Proposed Amendments
<p><u>shareholders, the same being applicable hereinafter), the register of stock acquisition rights and the register of lost share certificates.</u> These matters shall not be handled by the Company itself.</p>	<p>matters shall not be handled by the Company itself.</p>
<p>Article 11. (Omitted)</p>	<p>(No Change)</p>
<p>Article 35. (Omitted)</p>	<p>(No Change)</p>
<p>(Newly Established)</p>	<p><u>(Register of Lost Share Certificates)</u> <u>Article 36.</u></p> <p><u>Kabunushi Meibo Kanrinin is entrusted with the handling of matters relating to the register of lost share certificates, such as maintaining the register of lost share certificates. These matters shall not be handled by the Company itself.</u></p>
<p>(Newly Established)</p>	<p><u>(Effective Term)</u> <u>Article 37.</u></p> <p><u>The provisions of the preceding Article and this Article shall be effective until January 5, 2010 and shall be deleted as of January 6, 2010.</u></p>
<p>[End]</p>	<p>[End]</p>

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