

[Translation]
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For Immediate Release

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Notice on Holding the Ordinary General Meeting of Shareholders

Toshiba Corporation (the “Company”) hereby gives notice that the holding of the General Meeting of Shareholders, as set out in 1. below, was resolved at the meeting of the Board of Directors held today.

The Company has decided that it should speak directly to the shareholders on the status of the current investigation and report as much as it can at this point, and seek the shareholders’ judgment on the management structure until the completion of the investigation by the Independent Investigation Committee.

The Company expresses its sincere apologies to its shareholders, investors and all other stakeholders for any concerns or inconvenience caused by the current investigation into accounting.

1. Holding the Annual General Meeting of Shareholders for the 176 th Fiscal Year

- (1) Date and Time: Thursday, June 25, 2015, at 10:00 a.m.
- (2) Place: Kokugikan
3-28, Yokoami 1-chome, Sumida-ku, Tokyo, Japan
- (3) Agenda for the Meeting
 - i) Subjects for Report
Regarding the investigation on appropriateness of accounting
 - ii) Subjects for Resolution
Company Proposals (First Proposal)

First Proposal:	Election of sixteen (16) Directors
Shareholder Proposals (Second through Eighth Proposal)	
Second Proposal:	Amendments to the Articles of Incorporation regarding exercise of voting rights at general meetings of shareholders
Third Proposal:	Amendments to the Articles of Incorporation regarding effective use of assets
Fourth Proposal:	Amendments to the Articles of Incorporation regarding purchase of own shares
Fifth Proposal:	Amendments to the Articles of Incorporation regarding individual disclosures of information on directors and executive officers
Sixth Proposal:	Amendments to the Articles of Incorporation regarding review of the nuclear power business
Seventh Proposal:	Amendments to the Articles of Incorporation regarding disclosure of information on persons who joined the Company from public institutions such as governmental agencies
Eighth Proposal:	Amendments to the Articles of Incorporation regarding conditions of employment of non-regular employees

2. Subject of Reporting

On April 3, 2015, the Company established a Special Investigation Committee whose members include outside experts, and conducted an investigation into the percentage-of-completion method of accounting used in certain infrastructure projects undertaken by the Company. As a result, the Company identified projects in which the percentage-of-completion method of accounting was used, wherein the total amount of contract cost was underestimated and contract losses (including provisions for contract loss) were not recorded in a timely manner in its in-house companies, the Power Systems Company, the Social Infrastructure Systems Company, and the Community Solutions Company. The Company has found that further investigation was necessary for projects other than those in which the percentage-of-completion method of accounting was used, including matters such as the appropriateness of the timing and amount of provisions for loss that have been recorded, the appropriateness of the timing of the recording of operating expenses, and the appropriateness of valuations of inventory.

In light of this situation, and in order to further enhance the confidence of stakeholders in the results of the investigation, the Company decided on May 8, 2015, to change the framework of the investigation to one to be conducted by an Independent Investigation Committee that conforms to the guideline prescribed by the Japan Federation of Bar Associations by being composed solely of fair and impartial outside experts

The scope of the investigation by the Independent Investigation Committee covers:

- 1) Accounting in relation to the percentage-of-completion method;
- 2) Accounting in relation to recording of operating expenses in the Visual Products Business;
- 3) Accounting in relation to valuation of inventory in the Semiconductor Business, mainly

discrete and system LSIs; and

4) Accounting in relation to component transactions in the PC Business.

The Company and each subsidiary constituting the Toshiba Group have been fully cooperating with the investigation by the Independent Investigation Committee, and will thoroughly heed its results and recommendations, and reflect them in the Company's management.

As the Company needs to compile business reports for 176th Fiscal Year and consolidated financial statements and financial statements (non-consolidated) and documents based on the results of the investigation by Independent Investigation Committee, and as the Company cannot finalize the figures until the completion of the investigation, it will not be able to report its financial results at the Ordinary General Meeting of Shareholders for the 176th Fiscal Year (the "Ordinary General Meeting of Shareholders") to be held on June 25, 2015. Instead, the business report, consolidated financial statements and financial statements (non-consolidated) and the audit report will be reported at an extraordinary general meeting of shareholders to be held after the Independent Investigation Committee completes its investigation (the "Extraordinary General Meeting of Shareholders").

At the Ordinary General Meeting of Shareholders, the Company will provide explanations on the matters such as the course of events leading to the situation described above.

3. Candidates for Directors and Executive Officers

The Company plans to review the composition of its management team based on the results of the investigation by the Independent Investigation Committee once such investigation has been completed, and propose candidates for Directors and Executive Officers for approval by the shareholders at the Extraordinary General Meeting of Shareholders to be held at a later date. The selection of these candidates will reflect the results of the investigation and recommendations by the Nomination Committee, a majority of the members of which are outside directors. In order for the Company to fully cooperate with the investigation by the Independent Investigation Committee, and to promptly and accurately determine the causes of these issues, the Company proposes the short-term reelection of the current Directors until the Extraordinary General Meeting of Shareholders is held.

Accordingly, the Company hereby provides notice of the Director candidates determined by the Nomination Committee, as attached, to be presented at the Ordinary General Meeting of Shareholders, and also the nominees for membership of committees and for appointment as Executive Officers, which are subject to formal appointment at the first meeting of the Board of Directors to be held after the closing of the Ordinary General Meeting of Shareholders.

4. Reduction of compensation of Directors and Executive Officers

Recognizing the seriousness of the fact that the Company is not yet able to close its books and report its financial results for FY2014, which has required the revision of the full term forecast to "Undetermined" and the declaration of a zero dividend, the Company has implemented a reduction in the compensation of Directors and Executive Officers effective from May this year. This will continue until payment of a dividend is once again declared. The Company will also take such further actions that it determines to be necessary in respect of the findings of the Independent Investigation Committee.

President & Chief Executive Officer:	50% reduction in basic monthly compensation
Corporate Senior Executive Vice Presidents	30% reduction in basic monthly compensation
Other Executive Officers	20% reduction in basic monthly compensation
Director, Chairman of the Board	20% reduction in basic monthly compensation
Director, Vice Chairman of the Board	20% reduction in basic monthly compensation
In-house Directors (non-executive officers)	10% reduction in basic monthly compensation

5. Non-renewal (abolition) of Countermeasures to Large-Scale Acquisition of Company Shares (Takeover Defense Measures)

The Company hereby announces that it will not renew its current Countermeasures to Large-Scale Acquisition of Company Shares, which will automatically end with the closing of the Ordinary General Meeting of Shareholders, following careful consideration of changes in the business environment, widely applied improvements to the Financial Instruments and Exchange Act, and opinions from shareholders.

However, if any large-scale acquisition should occur after this abolition, the Company will demand that any parties attempting such large-scale acquisition should provide sufficient information in order for the shareholders to determine the appropriateness of such large-scale acquisition. The Company will also release opinions by Directors of the Company, will attempt to secure time and information for the shareholders to make decisions, and take every measure available to it under the Financial Instruments and Exchange Act, Companies Act and other applicable laws and regulations. The Company will continue to seek to raise the value of its corporate reputation and to secure benefits to the shareholders.

6. Date of Record for Extraordinary General Meeting of Shareholders

In order to determine the shareholders who are entitled to exercise voting rights at the Extraordinary General Meeting of Shareholders at which the Company will report its financial results and elect the Directors of Company, the Company will publicly announce Thursday June 30, 2015 as the date of record.

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Candidates for Directors and Executive Officers

1. Nominees for Directors

Chairman of the Board	Masashi Muromachi (Director)
Vice Chairman of the Board	Norio Sasaki
Directors	Hisao Tanaka
	Hidejiro Shimomitsu
	Masahiko Fukakushi
	Kiyoshi Kobayashi
	Toshio Masaki
	Naoto Nishida
	Keizo Maeda
	Fumiaki Ushio
	Makoto Kubo
	Seiya Shimaoka
	Hiroyuki Itami
	Ken Shimanouchi
	Kiyomi Saito
	Sakutaro Tanino

Note: Four candidates have been nominated as outside directors: Hiroyuki Itami, Ken Shimanouchi, Kiyomi Saito and Sakutaro Tanino

2. Nominees for Members of Committees

Nomination Committee

Chairman	Sakutaro Tanino
Members	Masashi Muromachi
	Hiroyuki Itami

Audit Committee

Chairman	Makoto Kubo
Members	Seiya Shimaoka
	Ken Shimanouchi
	Kiyomi Saito
	Sakutaro Tanino

Compensation Committee

Chairman	Ken Shimanouchi
Members	Masashi Muromachi
	Hisao Tanaka
	Hiroyuki Itami
	Kiyomi Saito

3. Nominees for Executive Officers

Representative Executive Officer, President and Chief Executive Officer
Hisao Tanaka

Representative Executive Officer, Corporate Senior Executive Vice President
Hidejiro Shimomitsu
Masahiko Fukakushi
Kiyoshi Kobayashi
Toshio Masaki

Representative Executive Officer, Corporate Executive Vice President
Keizo Maeda

Executive Officer, Corporate Executive Vice President
Hiroshi Saito
Shigenori Shiga
Yasuo Naruke
Naoto Nishida

Executive Officer, Corporate Senior Vice President
Masaaki Oosumi
Masayasu Toyohara
Hironobu Nishikori
Osamu Maekawa
Shigenori Tokumitsu
Naoki Takenaka
Fumiaki Ushio
Shinichiro Akiba
Takeshi Yokota
Yoshihiro Aburatani
Satoshi Tsunakawa

Executive Officer, Corporate Vice President

Masakazu Kakumu

Hiroshi Igashira

Kiyoshi Okamura

Takemi Adachi

Shigeyoshi Shimotsuji

Shigeru Tasaki

Yukihiko Kazao

Hiroshi Kurihara

Seiichi Mori

Noriaki Hashimoto

Hidehito Murato

Nobuo Hayasaka

Shiro Saito

Fumio Otani

Koichi Harazono

Isahiro Hasegawa