

[Translation]  
September 7, 2015

For Immediate Release

Company name: Toshiba Corporation  
1-1-1 Shibaura, Minato-ku, Tokyo,  
Japan  
Representative: Masashi Muromachi, President &  
CEO  
Securities code: 6502 (TSE and NSE)  
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### **Notice Regarding Holding of and Other Information on the Extraordinary General Meeting of Shareholders**

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

The Company expresses its sincerest apologies to its shareholders, investors and all other stakeholders for any concern or inconvenience caused by the accounting treatment issues.

#### **1. Holding of the Extraordinary General Meeting of Shareholders**

- (1) Date and Time: Wednesday, September 30, 2015, at 10:00 a.m.
- (2) Place: Makuhari Messe, International Exhibition Halls 7 and 8  
2-1, Nakase, Mihama-ku, Chiba-city, Chiba, Japan
- (3) Agenda for the Meeting

#### **Subject for Report**

- (i) Report relating to the inappropriate accounting issues at the Company and the correction of financial results for past fiscal years
- (ii) Details of business reports, consolidated financial statements and non-consolidated financial statements, and reports for the result of audit of the consolidated financial statements for the 176th fiscal year (from April 1, 2014 to March 31, 2015) and other matters

- (iii) Details of business reports, consolidated financial statements and non-consolidated financial statements, and reports for the result of audit of the consolidated financial statements for the 175th fiscal year (from April 1, 2013 to March 31, 2014) after the correction and other matters
- (iv) Details of business reports, consolidated financial statements and non-consolidated financial statements, and reports for the result of audit of the consolidated financial statements for the 174th fiscal year (from April 1, 2012 to March 31, 2013) after the correction and other matters
- (v) Details of business reports, consolidated financial statements and non-consolidated financial statements, and reports for the result of audit of the consolidated financial statements for the 173rd fiscal year (from April 1, 2011 to March 31, 2012) after the correction and other matters
- (vi) Details of business reports, consolidated financial statements and non-consolidated financial statements, and reports for the result of audit of the consolidated financial statements for the 172nd fiscal year (from April 1, 2010 to March 31, 2011) after the correction and other matters
- (vii) Details of business reports, consolidated financial statements and non-consolidated financial statements, and reports for the result of audit of the consolidated financial statements for the 171st fiscal year (from April 1, 2009 to March 31, 2010) after the correction and other matters

#### Subject for Resolution

##### Company Proposals

- 1st Proposal: Amendments to the Articles of Incorporation
- 2nd Proposal: Election of eleven (11) Directors

##### Shareholder Proposals

- 3rd Proposal: Amendments to the Articles of Incorporation regarding disclosure of information on inappropriate accounting(\*1)  
(\*1) Meaning the inappropriate accounting treatments that were discovered in Toshiba Corporation (“Toshiba”) in 2015.
- 4th Proposal: Amendments to the Articles of Incorporation regarding disclosure of information on investigation of inappropriate accounting(\*1)  
(\*1) Meaning the inappropriate accounting treatments that were discovered in Toshiba in 2015.
- 5th Proposal: Amendments to the Articles of Incorporation regarding disclosure of information on investigation of inappropriate accounting(\*1) by the Special Investigation Committee  
(\*1) Meaning the inappropriate accounting treatments that were discovered in Toshiba in 2015.
- 6th Proposal: Amendments to the Articles of Incorporation regarding disclosure of

results of investigation of inappropriate accounting(\*1)  
(\*1) Meaning the inappropriate accounting treatments that were discovered in Toshiba in 2015.

- 7th Proposal: Amendments to the Articles of Incorporation regarding disclosure of information on damage caused by the inappropriate accounting(\*1) issue  
(\*1) Meaning the inappropriate accounting treatments that were discovered in Toshiba in 2015.
- 8th Proposal: Amendments to the Articles of Incorporation regarding disclosure of information on directors and executive officers in relation to the inappropriate accounting(\*1) issue  
(\*1) Meaning the inappropriate accounting treatments that were discovered in Toshiba in 2015.
- 9th Proposal: Amendments to the Articles of Incorporation regarding disclosure of information on disciplinary actions against directors and executive officers in relation to the inappropriate accounting(\*1) issue  
(\*1) Meaning the inappropriate accounting treatments that were discovered in Toshiba in 2015.
- 10th Proposal: Amendments to the Articles of Incorporation regarding claim for compensation for damage caused by the inappropriate accounting(\*1) issue  
(\*1) Meaning the inappropriate accounting treatments that were discovered in Toshiba in 2015.
- 11th Proposal: Amendments to the Articles of Incorporation regarding investigation of the inappropriate accounting(\*1) issue  
(\*1) Meaning the inappropriate accounting treatments that were discovered in Toshiba in 2015.
- 12th Proposal: Amendments to the Articles of Incorporation regarding disclosure of minutes of meetings of the Board of Directors and the Audit Committee in relation to the inappropriate accounting(\*1) issue  
(\*1) Meaning the inappropriate accounting treatments that were discovered in Toshiba in 2015.
- 13th Proposal: Amendments to the Articles of Incorporation regarding disclosure of information on employees (excluding directors and executive officers) in relation to the inappropriate accounting(\*1) issue  
(\*1) Meaning the inappropriate accounting treatments that were discovered in Toshiba in 2015.
- 14th Proposal: Amendments to the Articles of Incorporation regarding compensation to shareholders and former shareholders who suffered damage due to the inappropriate accounting(\*1) issue  
(\*1) Meaning the inappropriate accounting treatments that were discovered in Toshiba in 2015.

15th Proposal: Amendments to the Articles of Incorporation regarding exercise of voting rights at general meetings of shareholders

16th Proposal: Election of Directors

(4) Record Date for Exercising Voting Rights at the Extraordinary General Meeting of Shareholders  
Tuesday, June 30, 2015

## **2. Amendments to the Articles of Incorporation**

The Company will amend Article 23 of the current Articles of Incorporation to enable the appointment of an Outside Director as Chairman of the Board. The Company will also amend Article 25 of the current Articles of Incorporation to enable the execution of contracts for limitation of liability with non-executive directors in order to facilitate the appointment of appropriate personnel and to enable such personnel to fulfill their roles as expected in a sufficient manner.

## **3. Election of eleven (11) Directors**

Taking into consideration the recommendations by the Management Revitalization Committee, the Nomination Committee decided that (i) although sixteen (16) Directors were elected at the 176th Ordinary General Meeting of Shareholders, the number of the Directors will be reduced to eleven (11), (ii) the ratio of the Outside Directors will be increased to a majority of the total number of Directors, and (iii) a composition of the Board of Directors will be secured in which the expertise of the Directors is taken into account. In particular, given the fact that with respect to the inappropriate accounting treatments this time, the internal control function did not work when the top management was involved in the inappropriate accounting treatments and that the accounting audits and compliance audits, which are the core functions of “monitoring and supervision of execution,” were inadequate, the Company seeks the election of Outside Directors who have knowledge as management executives, financial knowledge or legal knowledge, in order to diversify the members of the Board of Directors.

Candidates for Directors are as follows:

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|-----------------------------------|--|
| In-house Director                 | Masashi Muromachi (Chairman of the Board, President & CEO)                           |
| In-house Director                 | Fumiaki Ushio (Representative Executive Officer, Corporate Senior Vice President)    |
| In-house Director                 | Masayoshi Hirata (Representative Executive Officer, Corporate Senior Vice President) |
| In-house Director                 | Satoshi Tsunakawa (Executive Officer, Corporate Senior Vice President)               |
| Outside Director<br>Non-executive | Hiroyuki Itami (Outside Director)  |
| Director (Note)                   | Teruko Noda (Certified Public Accountant)  |

|                  |  |
|------------------|--|
| Outside Director | Koichi Ikeda (Advisor to the Board, Asahi Group Holdings, Ltd.)                                      |
| Outside Director | Yuki Furuta (Attorney-at-Law)  |
| Outside Director | Yoshimitsu Kobayashi (Chairperson, Member of the Board,<br>Mitsubishi Chemical Holdings Corporation) |
| Outside Director | Ryoji Sato (Certified Public Accountant)   |
| Outside Director | Shinzo Maeda (Senior Advisor, Shiseido Co., Ltd)   |

Note: Ms. Teruko Noda was an employee of the Company for the period from March 1961 to August 1963. Because over 50 years has passed since she ceased to be the Company's employee, and she met the requirements for outside directors prescribed in the Revised Companies Act that was enforced in May 1, 2015, the Company considers Ms. Noda to be a substantive Outside Director candidate. However, because due to the transitional measures under the Revised Companies Act, Ms. Noda is not an Outside Director under the Companies Act only for the period until the conclusion of the Ordinary General Meeting of Shareholders scheduled to be held in June next year, she is expected to assume the same responsibilities as those of the Outside Directors as non-executive Director during that period.

If the 1st and 2nd proposals are adopted, the Chairman of the Board and the composition of Committees will be as follows. In accordance with the amendments of the Articles of Incorporation set out in 2. above, Mr. Shinzo Maeda, an Outside Director, will be appointed as the Chairman of the Board, to activate discussions in the meetings of the Board of Directors. Furthermore, for the Audit Committee, in addition to Mr. Keizo Itami, a scholar and the current Chairman of the Audit Committee, Ms. Teruko Noda and Mr. Ryoji Sato, certified public accountants with knowledge of accounting and finance matters, and Mr. Yuki Furuta, an attorney-at-law, will be the members of the Audit Committee.

Please note that the Chairman of the Board and the composition of Committees will be officially finalized at the first meeting of the Board of Directors to be convened after the conclusion of the Extraordinary General Meeting of Shareholders.

Chairman of the Board: Shinzo Maeda

#### **Nomination Committee**

Chairman: Yoshimitsu Kobayashi  
Members: Hiroyuki Itami, Koichi Ikeda, Ryoji Sato, Shinzo Maeda

#### **Audit Committee**

Chairman: Ryoji Sato  
Members: Teruko Noda, Hiroyuki Itami, Yuki Furuta

## **Compensation Committee**

Chairman: Yuki Furuta

Members: Teruko Noda, Koichi Ikeda, Yoshimitsu Kobayashi,  
Shinzo Maeda

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