

## **Toshiba to Reinforce Organizational Management**

TOKYO– Toshiba Corporation (TOKYO: 6502) (“the Company”) today announced that it has decided to split off its four in-house companies into wholly-owned subsidiaries. After the company splits, Toshiba Group (“the Group”) will further enhance collaboration between the split-off companies (“New Company”), and, at the same time, aim to maximize the value of each business. In addition, it will establish an optimized structure for ensuring business continuity in respect of maintaining special construction business licenses required to do business in Japan.

After executing the splits, Toshiba Corporate will further concentrate on maximizing the Group’s value and strengthening its governance system.

### 1. About the business entities

The company splits will allow the New Companies, as independent business entities, to clarify their responsibilities to the market and customers, which will ultimately support maximization of their business value. Additionally, the New Companies will aim to refine governance and risk management structures so as to match their diverse business environments, and will directly secure the services of external auditors.

The company splits will be effected as follows, on July 1<sup>st</sup> and after.

#### (1) As of July 1, 2017

##### A) Infrastructure System & Solutions Company

The Company will split off its in-house company, Infrastructure System & Solutions Company, and merge it into Toshiba Electric Service Corporation, which is responsible for part of the installation work, electrical construction, maintenance and inspection services in the social infrastructure business and holds special construction business licenses. As the succeeding company holds special construction business licenses, this will realize a continuous and smooth business transaction. The New Company also aims to realize continuous growth for the social infrastructure business by positioning it to continue to promote a spiral lifecycle business offering products, systems and services that improve customer value, which will ultimately lead to maximization of its business value.

##### B) Storage & Electronic Devices Solutions Company

The Company will split off its in-house Company, Storage & Electronic Devices Solutions Company and transfer it to a newly established company. The Company established Toshiba Memory Corporation on April 1 for the memory business. With this company split, the Company aims to realize continuous growth and maximization of its other electronic devices business, including discrete semiconductors, system LSIs, HDDs and related products, by providing products and services that maximize customer value.

### C) Industrial ICT Solutions Company

The Company will split off its in-house company, Industrial ICT Solutions Company, and merge it into Toshiba Solutions Corporation, which is responsible for construction work related to the ICT solutions business and holds special construction business licenses. This will allow continuity of business operations that require such licenses. As the succeeding company holds special construction business licenses, this will maintain continuity in business areas that requires such licenses. The merger will also allow establishment of a business structure that unifies development, manufacturing and sales of ICT solutions that utilize IoT and AI, increase the scale of solutions businesses for manufacturing, industry, social infrastructure, distribution and finance, government and municipalities, and support further business growth. The New Company will also realize timely responses to digital transformation, aim to expand its business through its “SPINEX” IoT architecture, as an innovator that creates and provides valuable services, and contribute to maximizing the corporate value of the Group.

(2) As of October 1, 2017

### D) Energy Systems & Solutions Company

The Company will split off its in-house company, Energy Systems & Solutions Company, and the Nuclear Energy Systems & Solutions Division, and transfer them to a newly established company. The New Company will obtain special construction business licenses, in order to maintain business continuity in respect of its ability to engage in businesses that requires such licenses. By this, it will realize a continuous and smooth business transaction. The New Company also aims to realize further growth for the energy business by offering products, systems and services that improve customer value in next generation energy sources.

## 2. About the corporate function

The Company will continue to strengthen the Group’s internal controls, as announced in the March 14<sup>th</sup> announcement, “Measures to Rebuild Toshiba,” by further promoting collaboration between Toshiba Corporate, which will dedicate itself to enhancing corporate functions, and the Group’s affiliated business entities. While details are still to be determined, Toshiba Corporate will focus on maximizing corporate value and strengthening governance of the Group as a whole, and advance the Group’s business strategic planning, including flexible reorganization on the business portfolio, resource allocation and enhanced risk management.

Today’s decision follows the “Strengthening Toshiba Group’s Organizational Management,” as disclosed in “Measures to Rebuild Toshiba,” announced on March 14<sup>th</sup>, 2017. On the same date, the Company also announced its intentions in respect of “Eliminating Risk Related to the Overseas Power Business,” which has been realized by the commencement of Chapter 11 proceedings that eliminate Westinghouse from FY2016 consolidated earnings results, as was announced on March 29<sup>th</sup>.

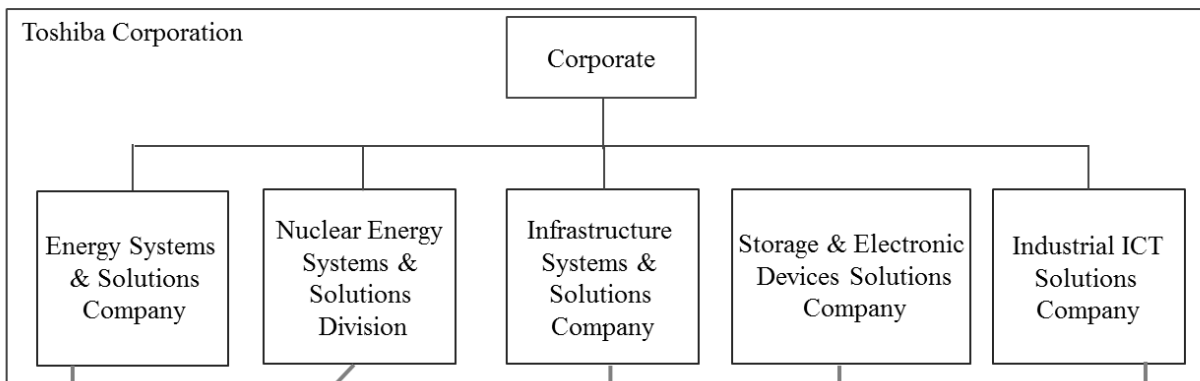
Toward “Swiftly Recovering and Strengthening the Financial Base,” the Company established Toshiba Memory Corporation on April 1<sup>st</sup>, to secure management resources

for the continued growth of Memory business, and to further enhance the Group's financial bases by considering transfers of shares in the new company to a third-party, up to majority.

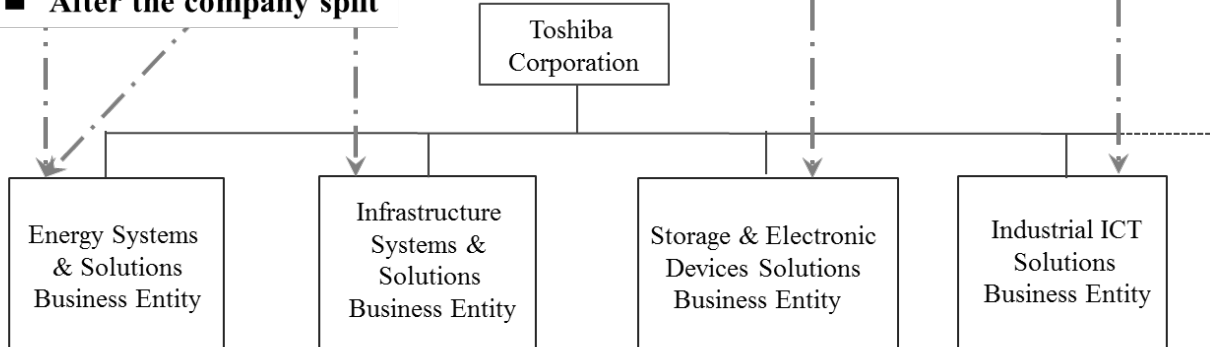
Toshiba Group will further continue utmost effort to recover the trust of shareholders and investors and all other stakeholders.

Reference: The structure of Toshiba Group before and after the Company Splits

■ **Current organization**



■ **After the company split**



For further details on each company, please see the supplementary materials appended to this release.

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## Supplementary materials

### I. Infrastructure Systems & Solutions Company (“ISS”)

#### 1. Purpose of the company split of ISS

The Company positions the social infrastructure business as a focus business domain. By splitting and transferring ISS to Toshiba Electric Service Corporation (“TDS”) by means of a company split (“Company Split #1”), it aims to allow the business to establish a management structure capable of optimal and rapid decision-making in a changing business environment, and to deploy an enhanced governance structure. The Company also aims to realize continuous growth for the social infrastructure business by positioning it to continue to promote a spiral lifecycle business offering products, systems and services that improve customer value, which will ultimately lead to maximization of the corporate value of the Group.

In addition, TDS, the succeeding company, holds special construction business licenses, essential for the social infrastructure business, which will realize a continuous and smooth business transition.

#### 2. Overview of Company Split #1

##### (1) Schedule

Date of decision on details of Company Split #1	Late May 2017(planned)
Effective date of Company Split #1	July 1, 2017 (planned)

Notes: Company Split #1 falls into the category of a simplified absorption-type company split defined in Paragraph 2 of Article 784 of the Companies Act. Therefore, the Company will not hold a general meeting of shareholders for the approval related to the contract for the absorption-type company split.

##### (2) Method of Company Split #1

The absorption-type company split method will be used, in which the Company is the splitting company and TDS is the succeeding company.

##### (3) Allotment related to Company Split #1

It is not decided at this point.

##### (4) Treatment of share options and bonds with share options associated with Company Split #1

The Company has not issued any share options or bonds with share options.

##### (5) Change in the stated capital associated with Company Split #1

Company Split #1 will neither increase nor decrease the amount of the stated capital of the Company.

##### (6) Rights and obligations to be transferred to the succeeding company

TDS will succeed to the assets, rights, obligations, and contractual status, etc., that belong to

the “Transferred Business,” in principle. The term “Transferred Business” is defined in 4(1) of this notice.

(7) Outlook of performance of obligations

It is understood that TDS will be able to fulfill all obligations that have a maturity date on or after the effective date of Company Split #1.

3. Overview of companies associated with Company Split #1

	Splitting company	Succeeding company
(1) Name	Toshiba Corporation	Toshiba Electric Service Corporation
(2) Address	1-1 Shibaura 1-chome, Minato-ku, Tokyo	24-1 Nishi-Shinjuku 6-chome, Shinjuku-ku, Tokyo
(3) Name and Title of Representatives	Satoshi Tsunakawa, Representative Executive Officer, President & CEO	Keiichi Yamato, President & CEO
(4) Business Outline	Energy Systems & Solutions, Infrastructure Systems & Solutions, Storage & Electronic Devices Solutions and Industrial ICT Solutions	Maintenance, inspection and repair of electrical equipment, information / communications equipment, machinery equipment and related systems Test run adjustment Construction work, operation and maintenance management
(5) Capital Stock	200,000 million yen	100 million yen
(6) Establishment	June 25, 1904	May 11, 1987
(7) No. of Outstanding Shares	4,237,602,026 shares	1,600 shares
(8) Fiscal Term	March 31	March 31
(9) No. of Employees	166,892 (consolidated) (as of December 31, 2016)	1,234
(10) Main Financing Bank	Sumitomo Mitsui Banking Corporation Mizuho Bank, Ltd. Sumitomo Mitsui Trust Bank, Limited The Bank of Tokyo-Mitsubishi UFJ, Ltd.	Sumitomo Mitsui Banking Corporation The Bank of Tokyo-Mitsubishi UFJ, Ltd.
(11) Major Shareholders and Shareholding	JP Morgan Chase Bank 380055 (standing proxy:	Toshiba Corporation 100%

Ratio	Mizuho Bank, Ltd.) 4.14% The Master Trust Bank of Japan, Ltd. (trust account) 3.76% Japan Trustee Services Bank, Ltd. (trust account) 2.90% Toshiba Employees Shareholding Association 2.88% The Dai-ichi Life Insurance Company, Limited 2.72%	
(12) Financial Condition and Operating Performance in Preceding Fiscal Year (Fiscal year ended March 31, 2016)		
Net Assets (Equity)	672,258 million yen (consolidated)	3,599 million yen
Total Assets	5,433,341 million yen (consolidated)	17,986 million yen
Shareholder's Equity per Share	77.67 yen (consolidated)	2,249,732.02 yen
Net Sales	5,668,688 million yen (consolidated)	38,436 million yen
Operating Income	-708,738 million yen (consolidated)	4,672 million yen
Recurring Profit	---	4,670 million yen
Net Income (Loss)	-460,013 million yen (consolidated)	3,332 million yen
Net Income (Loss) per Share	-108.64 yen (consolidated)	2,082,854.62 yen

Notes:

1. Number of Major Shareholders and Shareholding Ratios are as of September 30, 2016.

2. Financial Conditions and business results (excluding operating income) of the splitting company are based on US GAAP.

#### 4. Overview of the in-house company to be split

##### (1) Business of the in-house company to be split

Development, manufacture and sales social infrastructure business products, systems and services. ("Transferred Business")

##### (2) Business performance of the in-house company to be split

①Fiscal Year 2015

Consolidated sales: 1,354.6 billion yen  
Consolidated operating income: -7.4 billion yen

②Fiscal Year 2016 Third Quarter (first nine months cumulative)

Consolidated sales: 838.5 billion yen  
Consolidated operating income: 21.5 billion yen

(3) Items and amount of assets and liabilities to be split

It is not decided at this point, as the assets and liabilities are under review.

5. Overview of splitting company after Company Split #1

There will be no change in the splitting company's name, address, name and title of the representative, principal business, stated capital, or fiscal term.

6. Overview of the succeeding company after Company Split #1

Name	Not yet decided
Address	Not yet decided
Name and Title of Representative	Not yet decided
Business Outline	Development, manufacture and sales social infrastructure business products, systems and services. (planned)
Capital Stock	Not yet decided
Fiscal Term	Not yet decided

7. Future Outlook

As TDS is a wholly-owned subsidiary of the Company, Company Split #1 will have no impact on the Company's consolidated financial results. The Company will announce items that are undecided at this point as they are clarified.

## II. Storage & Electronic Devices Solutions Company (“SDS”)

### 1. Purpose of the company split of SDS

The Company positions the electronic devices business as a focus business domain. By splitting SDS (“Company Split #2”), it aims to allow the business to establish a management structure capable of flexible and rapid decision-making, and to deploy an enhanced governance structure. The Company also aims to realize continuous growth for the electronic devices business by positioning it to offer products that improve customer value, which will ultimately maximize the corporate value of the Group.

Company Split #2 will be implemented by an absorption-type company split in which the Company will become the splitting company and a newly established wholly owned subsidiary will become the succeeding company (“New Company”).

### 2. Overview of Company Split #2

#### (1) Schedule

Date of decision on details of Company Split #2	Late May 2017 (planned)
Effective date of Company Split #2	July 1, 2017 (planned)

Notes: Company Split #2 falls into the category of a simplified absorption-type company split defined in Paragraph 2 of Article 784 of the Companies Act. Therefore, the Company will not hold a general meeting of shareholders for the approval related to the contract for the absorption-type company split.

#### (2) Method of Company Split #2

The absorption-type company split method will be used, in which the Company is the splitting company and the New Company is the succeeding company.

#### (3) Allotment related to Company Split #2

It is not decided at this point.

#### (4) Treatment of share options and bonds with share options associated with Company Split #2

The Company has not issued any share options or bonds with share options.

#### (5) Change in the stated capital associated with Company Split #2

Company Split #2 will neither increase nor decrease the amount of capital stock of the Company.

#### (6) Rights and obligations to be transferred to the New Company

The New Company will succeed to the assets, rights, obligations, and contractual status, etc., that belong to the “Transferred Business,” in principle. The term “Transferred Business” is defined in 4(1) of this notice.

#### (7) Outlook of performance of obligations



It is understood that the New Company will be able to fulfill all obligations that have a maturity date on or after the effective date of Company Split #2.

3. Overview of companies associated with Company Split #2

	Splitting company	New Company
(1) Name	Toshiba Corporation	Undecided
(2) Address	1-1 Shibaura 1-chome, Minato-ku, Tokyo	Undecided
(3) Name and Title of Representatives	Satoshi Tsunakawa, Representative Executive Officer, President & CEO	Undecided
(4) Business Outline	Energy Systems & Solutions, Infrastructure Systems & Solutions, Storage & Electronic Devices Solutions and Industrial ICT Solutions	Development, manufacture and sales of discrete semiconductors, system LSIs and HDDs and related products Business related to the above (planned)
(5) Capital Stock	200,000 million yen	Undecided
(6) Establishment	June 25, 1904	Undecided
(7) No. of Outstanding Shares	4,237,602,026 shares	Undecided
(8) Fiscal Term	March 31	Undecided
(9) No. of Employees	166,892 (consolidated) (as of December 31, 2016)	Undecided
(10) Main Financing Bank	Sumitomo Mitsui Banking Corporation Mizuho Bank, Ltd. Sumitomo Mitsui Trust Bank, Limited The Bank of Tokyo-Mitsubishi UFJ, Ltd.	Undecided
(11) Major Shareholders and Shareholding Ratio	JP Morgan Chase Bank 380055 (standing proxy: Mizuho Bank, Ltd.) 4.14% The Master Trust Bank of Japan, Ltd. (trust account) 3.76% Japan Trustee Services Bank, Ltd. (trust account) 2.90%	Toshiba Corporation 100%

	Toshiba Employees Shareholding Association 2.88%	
	The Dai-ichi Life Insurance Company, Limited 2.72%	
(12) Financial Condition and Operating Performance in Preceding Fiscal Year (Fiscal year ended March 31, 2016)		
Net Assets (Equity)	672,258 million yen (consolidated)	---
Total Assets	5,433,341 million yen (consolidated)	---
Shareholder's Equity per Share	77.67 yen (consolidated)	---
Net Sales	5,668,688 million yen (consolidated)	---
Operating Income	-708,738 million yen (consolidated)	---
Recurring Profit	---	---
Net Income (Loss)	-460,013 million yen (consolidated)	---
Net Income (Loss) per Share	-108.64 yen (consolidated)	---

Notes:

1. Number of Major Shareholders and Shareholding Ratios are as of September 30, 2016.
2. Financial Conditions and business results (excluding operating income) of the splitting company are based on US GAAP.

#### 4. Overview of the in-house company to be split

##### (1) Business of the in-house company to be split

Development, manufacture and sales of discrete semiconductors, system LSIs and HDDs and related products.

Business related to the above

("Transferred Business")

##### (2) Business performance of the in-house company to be split

###### ① Fiscal Year 2015

Consolidated sales: 1,575.9 billion yen

Consolidated operating income: -100.0 billion yen

###### ② Fiscal Year 2016 Third Quarter (first nine months cumulative)

Consolidated sales: 1,242.3 billion yen

Consolidated operating income: 154.6 billion yen

Note: Figures above include the performance of the memory business (currently Toshiba Memory Corporation).  
However, the Company will not succeed the shares in Toshiba Memory Corporation.

(3) Items and amount of assets and liabilities to be split

It is not decided at this point, as the assets and liabilities are under review

5. Overview of splitting company after Company Split #2

There will be no change in the splitting company's name, address, name and title of the representative, principal business, stated capital, or fiscal term.

6. Overview of the New Company after Company Split #2

Name	Not yet decided
Address	Not yet decided
Name and Title of Representative	Not yet decided
Business Outline	Development, manufacture and sales of discrete semiconductors, system LSIs and HDDs and related products. Business related to the above (planned)
Capital Stock	Not yet decided
Fiscal Term	Not yet decided

7. Future Outlook

As the New Company will be a wholly-owned subsidiary of the Company, Company Split #2 will have no impact on the Company's consolidated financial results. The Company will announce items that are undecided at this point as they are clarified.

### III. Industrial ICT Solutions Company (“INS”)

#### 1. Purpose of the company split of INS

The Company positions the ICT solutions business as a focus business domain. By splitting and transferring INS to Toshiba Solutions Corporation (“TSOL”) by means of a company split (“Company Split #3”), it aims to allow the business to establish a management structure capable of flexible and rapid decision-making in a fast changing ICT market, and to deploy an enhanced governance structure. The Company also aims to realize further growth for the business and an improved industry presence in order to become an innovator that responds to the market’s digital transformation in a timely manner, and that creates and provides valuable services. Furthermore, it will contribute to maximization of the corporate value of the Group by utilizing the ICT technology.

In addition, TSOL, the succeeding company, holds a special construction business licenses, essential for the ICT solutions business, which will realize a continuous and smooth business transition.

#### 2. Overview of Company Split #3

##### (1) Schedule

Date of decision on details of Company Split #3	Late May 2017 (planned)
Effective date of Company Split #3	July 1, 2017 (planned)

Notes: Company Split #3 falls into the category of a simplified absorption-type company split defined in Paragraph 2 of Article 784 of the Companies Act. Therefore, the Company will not hold a general meeting of shareholders for the approval related to the contract for the absorption-type company split.

##### (2) Method of Company Split #3

The absorption-type company split method will be used, in which the Company is the splitting company and TSOL is the succeeding company.

##### (3) Allotment related to Company Split #3

It is not decided at this point.

##### (4) Treatment of share options and bonds with share options associated with Company Split #3

The Company has not issued any share options or bonds with share options.

##### (5) Change in the stated capital associated with Company Split #3

Company Split #3 will neither increase nor decrease the amount of the stated capital of the Company.

##### (6) Rights and obligations to be transferred to the succeeding company

TSOL will succeed to the assets, rights, obligations, and contractual status, etc., that belong to the “Transferred Business,” in principle. The term “Transferred Business” is defined in 4(1) of this notice.

(7) Outlook of performance of obligations

It is understood that TSOL will be able to fulfill all obligations that have a maturity date on or after the effective date of Company Split #3.

3. Overview of companies associated with Company Split #3

	Splitting company	Succeeding company
(1) Name	Toshiba Corporation	Toshiba Solutions Corporation
(2) Address	1-1 Shibaura 1-chome, Minato-ku, Tokyo	72-34, Horikawa-cho, Saiwai-ku, Kawasaki-shi, Kanagawa
(3) Name and Title of Representatives	Satoshi Tsunakawa, Representative Executive Officer, President & CEO	Hironobu Nishikori, President & CEO
(4) Business Outline	Energy Systems & Solutions, Infrastructure Systems & Solutions, Storage & Electronic Devices Solutions and Industrial ICT Solutions	System Integration, Development, manufacture and sales of ICT solutions that utilize IoT and AI
(5) Capital Stock	200,000 million yen	23,500 million yen
(6) Establishment	June 25, 1904	October 1, 2003
(7) No. of Outstanding Shares	4,237,602,026 shares	203,570 shares
(8) Fiscal Term	March 31	March 31
(9) No. of Employees	166,892 (consolidated) (as of December 31, 2016)	3,172
(10) Main Financing Bank	Sumitomo Mitsui Banking Corporation Mizuho Bank, Ltd. Sumitomo Mitsui Trust Bank, Limited The Bank of Tokyo-Mitsubishi UFJ, Ltd.	Sumitomo Mitsui Banking Corporation The Bank of Tokyo-Mitsubishi UFJ, Ltd.
(11) Major Shareholders and Shareholding Ratio	JP Morgan Chase Bank 380055 (standing proxy: Mizuho Bank, Ltd.) 4.14% The Master Trust Bank of Japan, Ltd. (trust account) 3.76% Japan Trustee Services Bank, Ltd. (trust account) 2.90%	Toshiba Corporation 100%

	Toshiba Employees Shareholding Association 2.88%	
	The Dai-ichi Life Insurance Company, Limited 2.72%	
(12) Financial Condition and Operating Performance in Preceding Fiscal Year (Fiscal year ended March 31, 2016)		
Net Assets (Equity)	672,258 million yen (consolidated)	38,231 million yen
Total Assets	5,433,341 million yen (consolidated)	103,244 million yen
Shareholder's Equity per Share	77.67 yen (consolidated)	172,099 yen
Net Sales	5,668,688 million yen (consolidated)	118,745 million yen
Operating Income	-708,738 million yen (consolidated)	6,910 million yen
Recurring Profit	---	8,993 million yen
Net Income (Loss)	-460,013 million yen (consolidated)	-1,713 million yen
Net Income (Loss) per Share	-108.64 yen (consolidated)	-8,416 yen

Notes:

1. Number of Major Shareholders and Shareholding Ratios are as of September 30, 2016.
2. Financial Conditions and business results (excluding operating income) of the splitting company are based on US GAAP.

#### 4. Overview of the in-house company to be split

##### (1) Business of the in-house company to be split

Development, manufacture and sales of ICT solutions business products, systems and services. ("Transferred Business")

##### (2) Business performance of the in-house company to be split

###### ① Fiscal Year 2015

Consolidated sales: 256.8 billion yen

Consolidated operating income: 8.7 billion yen

###### ② Fiscal Year 2016 Third Quarter (first nine months cumulative)

Consolidated sales: 161.8 billion yen

Consolidated operating income: 8.0 billion yen

Note: Figures above include the performance of INS's Information Systems Division and the R&D group reporting to corporate in the Software & AI Technology Center.

(3) Items and amount of assets and liabilities to be split

It is not decided at this point, as the assets and liabilities are under review

5. Overview of splitting company after Company Split #3

There will be no change in the splitting company's name, address, name and title of the representative, principal business, stated capital, or fiscal term.

6. Overview of the succeeding company after Company Split #3

Name	Not yet decided
Address	72-34, Horikawa-cho, Saiwai-ku, Kawasaki-shi, Kanagawa
Name and Title of Representative	Not yet decided
Business Outline	Development, manufacture and sales of ICT solutions business products, systems and services. (planned)
Capital Stock	Not yet decided
Fiscal Term	March 31

7. Future Outlook

As TSOL is a wholly-owned subsidiary of the Company, Company Split #3 will have no impact on the Company's consolidated financial results. The Company will announce items that are undecided at this point as they are clarified.

#### **IV. Energy Systems & Solutions Company and Nuclear Energy Systems & Solutions Division (collectively “ESS”)**

##### **1. Purpose of the company split of ESS**

The Company positions the energy business as a focus business domain. By splitting ESS (“Company Split #4”), it aims to allow the business to establish a management structure capable of flexible and rapid decision-making in a changing business environment, and to deploy an enhanced governance structure. The Company also aims to realize further growth for the energy business by positioning it to offer products, systems and services that improve customer value in next generation energy sources, which will ultimately maximize the corporate value of the Group.

Company Split #4 will be implemented by an absorption-type company split in which the Company will become the splitting company and a newly established wholly owned subsidiary will become the succeeding company (“New Company”). The New Company will obtain a special construction business licenses, essential for the energy business, which will realize a continuous and smooth business transition.

##### **2. Overview of Company Split #4**

###### **(1) Schedule**

Date of decision on details of Company Split #4	Late May 2017 (planned)
General meeting of shareholders for approval of Company Split #4	Late June 2017 (planned)
Effective date of Company Split #4	October 1, 2017 (planned)

###### **(2) Method of Company Split #4**

The absorption-type company split method will be used, in which the Company is the splitting company and the New Company is the succeeding company.

###### **(3) Allotment related to Company Split #4**

It is not decided at this point.

###### **(4) Treatment of share options and bonds with share options associated with Company Split #4**

The Company has not issued any share options or bonds with share options.

###### **(5) Change in the stated capital associated with Company Split #4**

Company Split #4 will neither increase nor decrease the amount of the stated capital of the Company.

###### **(6) Rights and obligations to be transferred to the New Company**

The New Company will succeed to the assets, rights, obligations, and contractual status, etc., that belong to the “Transferred Business,” in principle. The term “Transferred Business” is defined in 4(1) of this notice.



(7) Outlook of performance of obligations

It is understood that the New Company will be able to fulfill all obligations that have a maturity date on or after the effective date of Company Split #4.

3. Overview of companies associated with Company Split #4

	Splitting company	New Company
(1) Name	Toshiba Corporation	Undecided
(2) Address	1-1 Shibaura 1-chome, Minato-ku, Tokyo	Undecided
(3) Name and Title of Representatives	Satoshi Tsunakawa, Representative Executive Officer, President & CEO	Undecided
(4) Business Outline	Energy Systems & Solutions, Infrastructure Systems & Solutions, Storage & Electronic Devices Solutions and Industrial ICT Solutions	Development, manufacture and sales of energy business products, systems and services (planned)
(5) Capital Stock	200,000 million yen	Undecided
(6) Establishment	June 25, 1904	Undecided
(7) No. of Outstanding Shares	4,237,602,026 shares	Undecided
(8) Fiscal Term	March 31	Undecided
(9) No. of Employees	166,892 (consolidated) (as of December 31, 2016)	Undecided
(10) Main Financing Bank	Sumitomo Mitsui Banking Corporation Mizuho Bank, Ltd. Sumitomo Mitsui Trust Bank, Limited The Bank of Tokyo-Mitsubishi UFJ, Ltd.	Undecided
(11) Major Shareholders and Shareholding Ratio	JP Morgan Chase Bank 380055 (standing proxy: Mizuho Bank, Ltd.) 4.14% The Master Trust Bank of Japan, Ltd. (trust account) 3.76% Japan Trustee Services Bank, Ltd. (trust account) 2.90% Toshiba Employees	Toshiba Corporation 100%

	Shareholding Association 2.88%	
	The Dai-ichi Life Insurance Company, Limited 2.72%	
(12) Financial Condition and Operating Performance in Preceding Fiscal Year (Fiscal year ended March 31, 2016)		
Net Assets (Equity)	672,258 million yen (consolidated)	---
Total Assets	5,433,341 million yen (consolidated)	---
Shareholder's Equity per Share	77.67 yen (consolidated)	---
Net Sales	5,668,688 million yen (consolidated)	---
Operating Income	-708,738 million yen (consolidated)	---
Recurring Profit	---	---
Net Income (Loss)	-460,013 million yen (consolidated)	---
Net Income (Loss) per Share	-108.64 yen (consolidated)	---

Notes:

1. Number of Major Shareholders and Shareholding Ratios are as of September 30, 2016.
2. Financial Conditions and business results (excluding operating income) of the splitting company are based on US GAAP.

#### 4. Overview of the in-house company to be split

##### (1) Business of the in-house company to be split

Development, manufacture and sales of energy business products, systems and services.  
("Transferred Business")

##### (2) Business performance of the in-house company to be split

###### ① Fiscal Year 2015

Consolidated sales: 1,584.2 billion yen  
Consolidated operating income: -346.3 billion yen

###### ② Fiscal Year 2016 Third Quarter (first nine months cumulative)

Consolidated sales: 1,085.7 billion yen  
Consolidated operating income: -759.8 billion yen

Notes:

1. Figures above include the performance of the Power and Industrial Systems Research and Development Center, Landis+Gyr AG and Westinghouse Electric Company. However, the New Company will not succeed the shares in Landis+Gyr AG and Westinghouse Electric Company.
2. Consolidated sales were 1,085.7 billion yen due to inclusion of WECTEC in the consolidation and a substantial loss of -716.6 billion yen was recorded in consolidated operating loss due to a loss on impairment of goodwill in Nuclear Power Systems.

(3) Items and amount of assets and liabilities to be split

It is not decided at this point, as the assets and liabilities are under review

5. Overview of splitting company after Company Split #4

There will be no change in the splitting company's name, address, name and title of the representative, principal business, stated capital, or fiscal term.

6. Overview of the New Company after Company Split #4

Name	Not yet decided
Address	Not yet decided
Name and Title of Representative	Not yet decided
Business Outline	Development, manufacture and sales of energy business products, systems and services (planned)
Capital Stock	Not yet decided
Fiscal Term	Not yet decided

7. Future Outlook

As the New Company will be a wholly-owned subsidiary of the Company, Company Split #4 will have no impact on the Company's consolidated financial results. The Company will announce items that are undecided at this point as they are clarified.

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