

May 31, 2017  
Toshiba Corporation

### **Notice on the Ordinary General Meeting of Shareholders**

TOKYO--Toshiba Corporation (Tokyo: 6502) hereby gives notice that the company's board of directors has resolved that it will hold the ordinary general meeting of shareholders for the 178<sup>th</sup> fiscal year. Details are as follow.

1. The ordinary general meeting of shareholders for the 178<sup>th</sup> fiscal year

1. Date and time: Wednesday, June 28, 2017, at 10:00 a.m.

2. Venue: International Exhibition Hall 9, Makuhari Messe

2-1, Nakase, Mihama-ku, Chiba-city, Japan

3. Agenda

Subjects for resolution

i) Election of nine (9) directors

ii) Approval of absorption-type company split agreement

Toshiba previously stated, in its May 15, 2017 announcement "Notice on Outlook for FY2016 Business Results," that it would promptly announce its full-year financial results for FY2016 once it sees prospects for closure of auditing of the group. The company is still cooperating with its independent auditor to close the group's financial results, including its former subsidiaries, Westinghouse Electric Company and its group of companies, which filed for Chapter 11 under the U.S. Bankruptcy Code. At this point, completion of the auditing is expected to take some more time.

Notwithstanding the foregoing, Toshiba's articles of incorporation require the company to hold its annual ordinary general meeting of shareholders by the end of June. As Japan's Companies Act further requires that the notice of the meeting must be dispatched no later than two weeks before it is held, and that documentation related to matters subject to discussion and decision by the meeting must be attached to that notice, Toshiba recognizes that it will not have the lead time required to prepare and provide the business report, consolidated and non-consolidated financial statements and audit report for its 178<sup>th</sup> fiscal year as attachments to the convocation notice, and therefore, it will not be able to report on these items to the ordinary general meeting of shareholders

for the 178<sup>th</sup> fiscal year. The company will report these items at an extraordinary general meeting of shareholders that it will schedule for a later date.

The company expresses its sincere apologies to its shareholders, investors and all other stakeholders for any concerns or inconvenience caused by this situation.

At the ordinary general meeting, the company will explain its outlook for full-year FY2016 business results, the status of the auditing process, the outlook for FY2017 and the newly rebuilt Toshiba, and the status of the process for securing third-party investment in the Memory business.

The company will continue to work with the independent auditor to submit the 178<sup>th</sup> Annual Securities Report by the legally specified deadline, June 30, 2017.

## 2. Candidates for Directors and Executive Officers

As the company is not able to provide the business report, consolidated and non-consolidated financial statements and audit report for its 178<sup>th</sup> fiscal year as attachments to the convocation notice, and as it intends to report these matters at an extraordinary general meeting of shareholders that it will schedule for a later date, the company believes it would be appropriate to seek shareholder approval of nominations of its directors and executive officers at the same extraordinary general meeting. At the ordinary general meeting of shareholders, the company will seek shareholder approval of re-appointment of incumbent directors, for the period until the extraordinary general meeting of shareholders.

Based on recommendations made by the Nomination Committee, the company herewith provides the names of candidates for appointment as directors that will be presented to the ordinary general meeting of shareholders. Please refer to the appendix for details of candidates.

Details of nominees for membership of committees and for appointment as executive officers are also detailed in the appendix. These appointments are subject to formal approval by the first meeting of the board of directors to be held after the closing of the ordinary general meeting of shareholders.

3. Approval of Absorption-type Company Split Agreement

Please refer to “Notice on Conclusion of Absorption-type Company Split Agreement in Respect of Energy Systems & Solutions Company and Nuclear Energy Systems & Solutions Division,” announced on May 31, 2017, for details of approval of absorption-type company split agreement.

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## Appendix

### **Candidates for Directors and Executive Officers**

Note: Underlining in the following indicates promotions or new nominees.

An underlined title in parentheses following the name of an underlined nominee indicates that nominee's title as of May 31, 2017.

#### **1. Nominees for Directors**

Directors	Satoshi Tsunakawa
	Yasuo Naruke
	Masayoshi Hirata
	Teruko Noda
	Kouichi Ikeda
	Yuki Furuta
	Yoshimitsu Kobayashi
	Ryoji Sato
	Shinzo Maeda

Note: Six people have been nominated as outside directors: Teruko Noda, Kouichi Ikeda, Yuki Furuta, Yoshimitsu Kobayashi, Ryoji Sato, Shinzo Maeda

#### **2. Nominees for Chairman of the Board of Directors**

Chairman of the Board of Directors	Shinzo Maeda
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#### **3. Nominees for Committees**

##### **Nomination Committee**

Chairman	Yoshimitsu Kobayashi
Members	Kouichi Ikeda
	Ryoji Sato
	Shinzo Maeda

##### **Audit Committee**

Chairman	Ryoji Sato
Members	Teruko Noda
	Yuki Furuta

## **Compensation Committee**

Chairman	Yuki Furuta
Members	Teruko Noda Kouichi Ikeda Yoshimitsu Kobayashi Shinzo Maeda

## **4. Nominees for Executive Officers**

Representative Executive Officer, President and Chief Executive Officer  
Satoshi Tsunakawa

Representative Executive Officer, Corporate Senior Executive Vice  
President

Yasuo Naruke  
Shinichiro Akiba

Representative Executive Officer, Corporate Executive Vice President

Fumiaki Ushio  
Masayoshi Hirata

Executive Officer, Corporate Executive Vice President

Naoto Nishida  
Osamu Maekawa  
Naoki Takenaka  
Hironobu Nishikori (Executive Officer, Corporate Senior  
Vice President)  
Yoshihiro Aburatani (Executive Officer, Corporate Senior  
Vice President)

Executive Officer, Corporate Senior Vice President

Masayasu Toyohara  
Takeshi Yokota  
Seiichi Mori  
Shiro Saito  
Fumio Otani  
Noriaki Hashimoto

Isahiro Hasegawa  
Naoya Sakurai  
Hiroshi Fukuchi (Vice President, Discrete Semiconductor  
Division, Storage & Electronic Devices  
Solutions Company)

Executive Officer, Corporate Vice President

Kiyoshi Okamura  
Shigeyoshi Shimotsuji  
Koichi Harazono  
Ichiro Hirata  
Hideki Yokomizo  
Hitoshi Otsuka  
Kazunori Matsubara  
Isao Aoki  
Mamoru Hatazawa  
Naoto Hasegawa

## **5. Retiring Directors and Executive Officers (scheduled)**

(1) As of June 28, 2017

Executive Officer, Corporate Senior Vice President  
Yukihiko Kazao

Executive Officer, Corporate Vice President

Takemi Adachi  
Hiroshi Kurihara  
Nobuo Hayasaka

Executive Officer

Shigenori Shiga

(2) As of June 30, 2017

Executive Officer, Corporate Senior Vice President

Seiichi Mori (to become a Director of Toshiba Electronic  
Devices & Storage Corporation as of  
July 1, 2017)

Executive Officer, Corporate Vice President

Shigeyoshi Shimotsuji (to become a Director of Toshiba  
Digital Solutions Corporation  
as of July 1, 2017)

Kazunori Matsubara (to become a Director of Toshiba  
Infrastructure Systems & Solutions  
Corporation as of July 1, 2017)

Isao Aoki (to become a Director of Toshiba Infrastructure  
Systems & Solutions Corporation as of July 1,  
2017)

## **Biography of Nominee as Executive Officer of the Company**

**Mr. Hiroshi Fukuchi** (Date of Birth: September 27, 1959)

March 1982	Graduated from Faculty of Law, Keio University
April 1982	Joined Toshiba Corporation
July 2011	General Manager, Business Strategy Division, General Manager, Business Planning Division, Semiconductor & Storage Products Company
June 2013	General Manager, Business Planning Division, Semiconductor & Storage Products Company
April 2016	General Manager, Business Planning Division, Storage & Electronic Devices Solutions Company
May 2016	Vice President, Discrete Semiconductor Division, Storage & Electronic Devices Solutions Company

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