

(This notice of shareholders voting results at the Extraordinary General Meeting of Shareholders is an English translation of original Japanese notice. This translation is for your convenience only and Toshiba does not guarantee accuracy of this translation)

October 30, 2017

Toshiba Corporation

Notice of shareholders voting results  
at the Extraordinary General Meeting of Shareholders

Resolutions were made at the Extraordinary General Meeting of Shareholders (“the Meeting”) held on October 24, 2017. This is to give notice of shareholders voting results.

1. Subject for Resolution

First Proposal: Approval of non-consolidated financial statements for the 178th fiscal year (from April 1, 2016 to March 31, 2017)

Second Proposal: Election of ten (10) Directors

The following ten (10) persons will be Director:

Satoshi TSUNAKAWA

Masayoshi HIRATA

Teruko NODA

Kouichi IKEDA

Yūki FURUTA

Yoshimitsu KOBAYASHI

Ryoji SATO

Shinzo MAEDA

Shinichiro AKIBA

Naoya SAKURAI

Third Proposal: Approval of the Share Purchase Agreement for the Transfer of Subsidiary's Shares

Motion to Amend the Third Proposal:

A Motion to amend the scheme of the transfer of subsidiary's shares has been submitted from the shareholder.

2. Number of voting rights concerning the indication of “For”, “Against” or “Abstention” for each proposal; Requirements for approving the proposals; and Results of resolution

Proposal	For	Against	Abstention *1	*2	Approval requirements	Results of resolution	Ratio of “For”	Ratio of “Against”
<b>First Proposal</b>	2,577,122	333,933	10,576	7,767	*3	Approved	87.97%	11.40%
<b>Second Proposal</b>								
Satoshi TSUNAKAWA	2,526,914	371,174	23,596	7,767	*4	Approved	86.26%	12.67%
Masayoshi HIRATA	2,527,335	370,752	23,596	7,767	*4	Approved	86.27%	12.66%
Teruko NODA	2,549,848	348,241	23,596	7,767	*4	Approved	87.04%	11.89%
Kouichi IKEDA	2,738,586	159,501	23,596	7,767	*4	Approved	93.48%	5.44%
Yūki FURUTA	2,550,038	348,051	23,596	7,767	*4	Approved	87.05%	11.88%
Yoshimitsu KOBAYASHI	2,739,143	158,944	23,596	7,767	*4	Approved	93.50%	5.43%
Ryoji SATO	2,550,414	347,674	23,596	7,767	*4	Approved	87.06%	11.87%
Shinzo MAEDA	2,739,389	158,698	23,596	7,767	*4	Approved	93.51%	5.42%
Shinichiro AKIBA	2,769,337	83,754	23,596	7,767	*4	Approved	96.01%	2.90%
Naoya SAKURAI	2,822,900	75,187	23,596	7,767	*4	Approved	96.36%	2.57%
<b>Third Proposal</b>	2,896,930	14,324	10,402	7,767	*5	Approved	98.89%	0.49%

\*1: There are no boxes for “Abstain” on the voting right exercise form of the Company and the Company does not count “Abstain” voting at the Meeting. However, the Company counts “Abstain” voting only when certain shareholders, such as shareholders who diversely exercise voting rights, expressly indicate their intention to abstain.

\*2: The number of voting rights of shareholders actually present at the Meeting whose indication for the relevant proposal could not be confirmed.

\*3: The resolution for this proposal shall be adopted by a simple majority of the voting rights held by the shareholders present and voting at the Meeting (including postal and electronic voting).

\*4: The resolution for each proposal shall be adopted by a simple majority of the voting rights held by the shareholders present and voting at the Meeting (including postal and electronic voting). Quorum of such resolution for each proposal is one-third (1/3) or more of the total number of voting rights.

- 5: The resolution for each proposal shall be adopted by a majority consisting of not less than two-thirds (2/3) of the voting rights held by the shareholders present and voting at the Meeting (including postal and electronic voting). Quorum of the resolution for these proposals is one-third (1/3) or more of the total number of voting rights.
- 6: Although the Motion to Amend the Third Proposal has been submitted, the number of the voting rights has not been counted in connection with the Motion because the Original form has been approved by resolution of this meeting which was made lawfully under Companies Act and therefore there is no room left for the motion to enact.

3. Reason why a portion of the voting rights held by the shareholders present at the Meeting was not added to the number of voting rights

With the results of the exercise of voting rights through postal and electronic method prior to the date of the Meeting and a part of exercise of voting rights by proxy, it was evident that all Proposal was approved in accordance with Companies Act. Therefore, voting rights held by the shareholders actually present at the Meeting, except as otherwise shareholders submit their proxies to the Company, were not counted as voting rights of “For”, “Against” or “Abstention”.

However in the calculation of ratio of “For” / “Against”, the number of voting rights of shareholders actually present at the Meeting whose indication for the relevant proposal could not be confirmed is included in the denominator. The number of voting rights of shareholders actually present at the Meeting is calculated based on the number counted at the beginning of deliberation on proposals and the number of voting rights of shareholders who left the Meeting before then is not included.

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