

May 13, 2019

Toshiba Corporation

FOR IMMEDIATE RELEASE

Notice Regarding Amendment to the Articles of Incorporation

TOKYO—Toshiba Corporation (TOKYO: 6502) (hereinafter “Company”), hereby announces that it was resolved at the Board of Directors meeting held today to submit a proposal concerning the amendment to the Articles of Incorporation to the Company’s Ordinary General Meeting of Shareholders for the 180th Fiscal Year (hereinafter “Ordinary General Meeting of Shareholders”) scheduled to be held on June 26, 2019.

1. Purpose of Amendment to the Articles of Incorporation

The purpose of the amendment is to newly establish a provision to make it possible to deem that a resolution of the Board of Directors has been made without holding a meeting of the Board of Directors, limited to cases where all Directors consent, to strive for the flexible operation of the Board of Directors.

As detailed in the “Notice Regarding Nomination of Candidates for Directors and Executive Officers” announced today, following the plan for Directors with foreign citizenship who do not live in Japan to assume the position of Director in order to further improve the diversity of the Board of Directors, there may be physical limitations regarding the holding of extraordinary meetings of the Board of Directors, in addition to the approximately 10 ordinary meetings of the Board of Directors each year as previously planned, even though simultaneous translation and a video conferencing system will be provided. Therefore, the Company is making efforts to ensure the flexible operation of the Board of Directors.

2. Details of Amendment to the Articles of Incorporation

The details of the amendment are as follows.

(Underlined provisions are subject to amendment.)

Current Articles of Incorporation	Proposed Amendment
(Newly established)	<u>(Omission of Resolution of the Board of Directors)</u> <u>Article 23-2</u> <u>In cases where Directors submit a proposal with respect to a matter that is the purpose of the resolution of the Board of Directors meeting, if all Directors (limited to Directors who are entitled to participate in the vote regarding such proposal) express their intention, in writing or by means of electromagnetic records, to consent to such proposal, the Company shall deem that a resolution to approve such proposal at a Board of Directors meeting has been made.</u>

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