

FOR IMMEDIATE RELEASE

**Notice Regarding Sale of Stock of a Company Accounted for Under the Equity Method**

TOKYO— Toshiba Corporation (“Toshiba”) today announced its participation as one of the sellers in the sale of common stock of KIOXIA Holdings Corporation (“KIOXIA”), a company accounted for under the equity method, and has stated that it will sell a part of the KIOXIA common stock that it owns. This decision follows KIOXIA’s announcement today that the Tokyo Stock Exchange has approved its listing on the main board (section undecided).

1. Outline of the sale of stock

(1) Type of stock to be offered for sale	KIOXIA common stock
(2) Number of stock to be offered for sale	30,117,200* <sup>1</sup>

(\*Note)

1. The total of domestic and overseas sales. The number of stock to be offered is subject to change. In addition, depending on demand and other factors, securities companies may sell up to a maximum of 7,886,900 shares of KIOXIA common stock borrowed from the Company, by over-allotment. In this connection, the Company plans to grant the securities companies the right to acquire additional shares of KIOXIA common stock owned by the Company, up to a maximum of 7,886,900 shares, with an exercise deadline of October 30, 2020 (green shoe option).

2. Status of number of the stock owned by the Company and the percentage of voting rights held before and after the sale of stock

(1) Number of the stock owned before the sale of stock	210,300,000 (Voting right ownership ratio : 40.6%) * <sup>2</sup>
(2) Number of the stock owned after the sale of stock (Planned)	172,295,900 (Voting right ownership ratio : 32.0%) * <sup>3</sup> * <sup>4</sup>

(\*Note)

2. Convertible preferred stock held by the Company has been converted into common stock. Before conversion, the balance of the investment book value at the end of March 2020 was 84.0 billion yen in the non-consolidated financial statements and 286.1 billion yen in the consolidated financial

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statements (Subsequent changes in the consolidated financial statements reflect facts ascertained after March 2020, including profit and loss accounted for under the equity method after April 2020).

3. Stock ownership after the sale of the stock and the voting right ownership ratio are based on the assumption that all rights for additional acquisition of KIOXIA stock owned by the Company (green shoe option) are exercised after the over-allotment described in “1. Outline of the sale of stock (Note 1)”.
4. The percentage of voting rights held after the sale of stock is calculated based on the total number of issued shares after the issuance of KIOXIA, which is 539,062,500 shares (planned).

### 3. Purpose of the sale of stock

As stated in the June 22, 2020 announcement, “Notice Regarding Shareholder Return Policy,” Toshiba has no strategic intention to remain in the Memory business. Therefore, Toshiba intends to realize the value of its investment in KIOXIA and has continued to evaluate various means of monetizing its stake. Since KIOXIA’s listing has now been approved, the Company intends to sell and monetize a part of the stock it holds and, in principle, return the majority portion of the net proceeds to its shareholders.

### 4. Future outlook

The impact of the sale of stock on the Company’s profit and loss is not yet clear, and Toshiba will make a further announcement as soon as matters to be disclosed are finalized. In addition, in accordance with general trading practices at the time of an initial listing, Toshiba undertakes not to sell the common stock of KIOXIA until 180 days after the listing date, unless certain conditions are met.

Instruction rights in respect of voting rights relating to a portion of the common stock of KIOXIA that Toshiba has granted to INCJ, Ltd., will terminate at the time of KIOXIA’s listing.

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(Reference)

Overview of the company accounted for under the equity method

(1) Name	KIOXIA Holdings Corporation
(2) Address	1-21 Shibaura 3-chome, Minato-ku, Tokyo
(3) Name and title of Representative	Nobuo Hayasaka, President and CEO
(4) Main businesses	KIOXIA Group strategy formulation and management oversight
(5) Capital	10 billion yen
(6) Date of establishment	March 1, 2019

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