

FOR IMMEDIATE RELEASE

**Notice Concerning a Shareholder Demand to Call
an Extraordinary General Meeting of Shareholders**

TOKYO— Toshiba Corporation (“Toshiba”) today received a document with respect to a demand to call an extraordinary general meeting of shareholders from a shareholder, 3D INVESTMENT VALUE MASTER FUND, pursuant to Article 297I of the Companies Act of Japan (the “Demand,” and the document pertaining to the Demand, the “Written Demand”).

1. The shareholder making the demand (the “Demanding Shareholder”)
3D INVESTMENT VALUE MASTER FUND
The Demanding Shareholder has consecutively held not less than three hundredths (3/100) of the total voting rights of the shareholders for the preceding six months or more.
2. Date of the demand
January 6, 2022
3. Description of the demand
 - (1) Agendas for the shareholders meeting
 - i. Partial amendment of the Articles of Incorporation
 - ii. Re-examination of strategy adopted by the Strategic Committee and the Board of Directors
 - (2) Summary of Proposed Agendas and Reasons for Convocation
Please refer to Attachment for the full text of “Summary of Proposed Agendas” and “Reasons for Convocation” of the Written Demand.

(Note: Attachment attached to this release is extracted from an English translation of the Written Demand prepared by the Demanding Shareholder. Toshiba does not warrant the accuracy of the translation and assume no liability or responsibility in connection with the translation.)

4. Toshiba’s response to the demand
As announced on November 12, 2021, Toshiba plans to convene an extraordinary general meeting of shareholders (the “Shareholders’ Meeting”) in March 2022.
Since the Written Demand received from the Demanding Shareholder contains unusual content, making the Demand while expressing the intent to vote against the agenda “Partial amendment of the Articles of Incorporation,” which is one of the agendas proposed by itself as agendas for a general meeting of shareholders, Toshiba is carefully considering its response.

The date, time, venue, agendas, and other details of the Shareholders' Meeting will be disclosed once Toshiba makes its decisions with respect to the convocation of the Shareholders' Meeting.

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Attachment : Summary of Proposed Agendas and Reasons for Convocation

Proposal 1: Partial amendment of the Articles of Incorporation

(1) Summary of the agenda:

The following new chapter shall be added to the Articles of Incorporation of Toshiba.

Chapter 6:

Implementation of Board's Strategic Reorganization Plans

Article 32:

The Company shall implement any strategic reorganization plan developed by the Strategic Review Committee of the Board (which was formed on June 25, 2021) and approved by the Board, in a manner and timeframe to be determined by the Board and subject to approvals and other legal requirements of the Companies Act and other applicable laws; for the avoidance of doubt, the "Strategic Reorganization to Separate Into Three Standalone Companies" plan, which was announced by Toshiba on November 12, 2021, shall be considered a "strategic reorganization plan" for purposes of this Article 32.

(2) Reason for Convocation

On November 12, 2021, Toshiba announced the policy to implement a strategic reorganization (the "Reorganization") whereby two core businesses will be separated from the group of Toshiba as new publicly traded companies and split the group of Toshiba into three independent companies.

Whether or not to proceed the Reorganization is significant and important decision for Toshiba.

The Proposer proposes this partial amendment to the Articles so that Toshiba's policy regarding the implementation of the recommendation from the Strategic Review Committee ("SRC"), including its November 12 recommendation that was supported by the Board, is clear.

If the shareholders support this partial amendment to the Articles, Toshiba will have a clear mandate to implement the Reorganization and can proceed with the substantial work that needs to occur to separate Toshiba into three publicly traded companies.

If shareholders do not support this partial amendment to the Articles, Toshiba and its Board will know that shareholders are not supportive of the current conclusions of the SRC or the Reorganization at this time.

The Proposer does not intend to vote for this partial amendment to the Articles because it does not believe Toshiba should implement the Reorganization without first further exploring other alternatives thoroughly.

The Proposer dissents for the reasons:

On November 12, 2021, Toshiba announced the policy to implement a strategic reorganization whereby two core businesses will be separated from the group of Toshiba as new publicly traded companies and split the group of Toshiba into three independent companies.

This announcement was based on a recommendation from the Strategy Committee ("SRC"). However, we believe the process that the SRC followed to arrive at this recommendation was flawed and that the recommendation is therefore not reliable.

The SRC explained the process it used to arrive at its conclusion in a publicly released document entitled the "Update to shareholders on the process leading to the spin-off plan taken by the Strategic Committee of the Board of Directors (Japanese translation)" (the "SRC Report"). It is clear from the SRC Report that during its review of alternatives for enhancing corporate value, the SRC did not provide financial investors with formal due diligence opportunities and excluded strategic investors from the review entirely based on speculation that "strategic investors are unlikely to be interested in the acquisition of Toshiba as a whole." Furthermore, discussions with financial parties regarding potential large minority investments in Toshiba discontinued based on speculation that "it is difficult to gain the support of existing shareholders" and "it is not necessarily consistent with the interests of general shareholders." We believe these actions by the SRC make its evaluation of alternatives incomplete and its recommendation unreliable.

In addition, there are serious questions about the independence of SRC from executive officers.

According to the SRC Report, executive officers provided potential private equity investors with an extremely conservative business plan, which was later publicly released on November 12, 2021.

That plan did not show any substantial growth for Toshiba or opportunities for significant profit enhancement.

We believe the plan was too pessimistic and that private equity investors would not find the plan to be sufficiently ambitious to warrant their attention or capital.

Furthermore, the executive officers "expressed concern" to the SRC regarding the impact on Toshiba's business that could arise from changes in the group's ownership structure.

This too, we believe, was pessimistic and undoubtedly led to concerns among potential private equity investors.

Overall, we believe the SRC process was distorted by an overly conservative business plans and executives that over emphasized certain risks (regulation, employment, customer departure, etc.) associated with a change in ownership.

Importantly, there is no reason to believe the Reorganization will solve Toshiba's long-standing problems.

Instead, it will merely create three "small Toshibas" with similar problems.

Toshiba have not been able to create corporate value under the direction of the executive officers over the past 20 years.

There is a risk that this Reorganization will just create three companies that have the same bad corporate culture.

It is said that Toshiba plans to complete the reorganization in the second half of fiscal 2023. During the two years leading up to the Reorganization, there are concerns that Toshiba will be sluggish as a conglomerate without a strategy.

Furthermore, we expect to incur approximately ¥10 billion in costs associated with the Reorganization from fiscal 2021 onward.

Creating corporate value is achieved by selectively and intensively investing resources in core businesses and maximizing the value of non-core businesses.

If strategic and financial investors can create higher value from the whole company or non-core businesses, the SRC and Toshiba should have fully considered those opportunities.

The SRC and Board should seek the best forms of ownership and operation, so that Toshiba and its stakeholders can realize the potential value of each of its businesses.

We believe there was a "rush to judgment" and insufficient analysis of the opportunity an ownership change could present for Toshiba.

The Proposer is opposed to the implementation of the Reorganization and the recommendations of the SRC because it believes the SRC process was flawed.

The Proposer therefore intends to vote against this proposal.

Proposal 2: Re-examination of strategy adopted by the Strategic Committee and the Board of Directors

(1) Summary of the agenda

Shareholder resolution:

The shareholders hereby request the Strategic Review Committee and the Board of Directors to continue their strategic review to ensure all alternatives are fully considered and measured against the Reorganization Plan that has been previously recommended, including by (i) actively engaging in discussions regarding a going-private transaction or minority investment in the Company, and (ii) regularly reporting in detail to shareholders on all efforts, proposals received, and matters evaluated.

(2) Reason for Convocation

On November 12, 2021, Toshiba announced the policy to implement a strategic reorganization (the "Reorganization") whereby Toshiba will spin off two core businesses from the group of Toshiba as new publicly traded companies and split the group of Toshiba into three independent companies.

The Proposer opposes the Reorganization because the Proposer believes that the Strategic Review Committee ("SRC") did not conduct a thorough review of all strategic alternatives. This Proposal 2 provides direction to the SRC to continue its review of alternatives and, in particular, to engage actively with potential buyers and investors in Toshiba to full explore whether such a transaction or series of transactions is more attractive than the Reorganization.

The proposal asks the SRC to continue its process of evaluating how best to enhance corporate value and review a change in ownership structure (including complete take private transactions and minority investments from financial or strategic parties).

The proposal would also call upon the SRC to report on its activities in detail to the shareholders.

The Proposer believes that it is appropriate for the SRC to continue this work even if stockholders tentatively support the Reorganization because the SRC and the Board should always be evaluating a full range of opportunities to enhance corporate value.

Some shareholders, including the Proposer, will not support the Reorganization unless and until the SRC fully explores other alternatives.

Accordingly, the Proposer proposes this proposal to ensure that the SRC and the Board of Directors examine the corporate strategy by conducting an "objective and thorough review process" and, further, enables shareholders to verify the process.

The Proposer intends to support this Proposal 2 because the Proposer believes that Toshiba's SRC should conduct a more complete review of strategic alternatives.