(This Convocation Notice is an English summary of the original Japanese notice. The Japanese original is official and this summary is for your convenience only. Toshiba does not guarantee the accuracy of this summary.)

Securities Code (in Japan): 6502

June 3, 2019

Nobuaki Kurumatani,
Director, Representative Executive Officer and
Chairman and Chief Executive Officer

Toshiba Corporation
1-1, Shibaura 1-chome, Minato-ku, Tokyo, Japan

# CONVOCATION NOTICE OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS FOR THE 180TH FISCAL YEAR

Dear Shareholders:

Notice is hereby given that the Ordinary General Meeting of Shareholders for the 180th fiscal year will be held as described below. Your attendance is cordially requested.

**If you are unable to attend the meeting, after reviewing the Reference Material for the Ordinary General Meeting of Shareholders annexed hereto, please exercise your voting rights by sending back the enclosed Voting Right Exercise Form expressing your approval or disapproval of the proposals such that it arrives at the Company by 5:15 p.m. on Tuesday, June 25, 2019 or by filling in your votes for or against the proposals on the website (https://www.web54.net).**

Yours sincerely,
Nobuaki Kurumatani,
Director, Representative Executive Officer and
Chairman and Chief Executive Officer

1. Date and Time: Wednesday, June 26, 2019 at 10:00 a.m. (Doors open at 8:30 a.m.)

2. Venue: **Belle Salle Takadanobaba**, 8-2, Okubo 3-chome, Shinjuku-ku, Tokyo, Japan

**Please note that the venue has changed since the Ordinary General Meeting of Shareholders held last June.**

3. Agenda for the Meeting

Matters for reporting:

Reports for business reports, consolidated financial statements and non-consolidated financial statements, and result of audit of the consolidated financial statements for the 180th fiscal year (from April 1, 2018 to March 31, 2019) and other matters

Matters for resolution:

Proposal No. 1: Amendment of the Articles of Incorporation

Proposal No. 2: Election of twelve (12) Directors

Present

If you attend the meeting, please submit the enclosed Voting Rights Exercise Form to the reception desk.

Absent

By Mail: Please exercise your voting rights by sending back the enclosed Voting Right Exercise Form to the Company expressing your approval or disapproval of the proposals such that it arrives at the Company by 5:15 p.m., Tuesday, June 25, 2019.

Via the Internet: Please see the "Request upon the Exercise of Voting Rights through the Internet" and express your approval or disapproval of the proposals.

To Institutional investors: You may vote through the electronic voting platform operated by ICJ, Inc. if you have applied in advance to do so.

Notes:

* If you exercise voting rights both by mail and through the Internet, the exercise of the voting rights that reaches the Company later will be treated as effective. If you exercise voting rights twice or more through the Internet (computer or smartphone), the most recent exercise of voting rights will be treated as effective.
* Business reports, consolidated financial statements and non-consolidated financial statements, and audit reports for the 180th fiscal year which are required to be attached to the convocation notice of ordinary general meeting of shareholders are as shown in the Reports for the 180th Fiscal Year annexed hereto. However, because the following matters are reported on the Company's website below in accordance with the provisions of laws and regulations and Article 14 of the Articles of Incorporation, they are not shown in the Reports for the 180th Fiscal Year.
  1. Explanatory notes on consolidated financial statements
  2. Explanatory notes on non-consolidated financial statements

  The consolidated financial statements and non-consolidated financial statements audited by the accounting auditors are the explanatory notes on consolidated financial statements and explanatory notes on non-consolidated financial statements reported on the website below in addition to each document being included in the Reports for the 180th Fiscal Year.

  The business report, consolidated financial statements and non-consolidated financial statements audited by the audit committee are the explanatory notes on consolidated financial statements and explanatory notes on non-consolidated financial statements reported on the website below in addition to each document being included in the Reports for the 180th Fiscal Year.
* When you exercise voting rights through a proxy, such proxy must be only one shareholder who is entitled to vote at the general meeting of shareholders. In this case, please submit a written power of attorney to the Company.
* When you exercise voting rights by mail and fail to indicate your approval or disapproval of the proposal, it will be deemed that you indicated your approval.
* Any changes in the Reference Material for the Ordinary General Meeting of Shareholders and the business reports, consolidated financial statements and non-consolidated financial statements will be reported on the website below.
* This convocation notice is disclosed on the Company's website below.
* The English translation of this convocation notice is available on the Company's English website below.

Company website: https://www.toshiba.co.jp/about/ir/jp/stock/meeting.htm
Company website (English): https://www.toshiba.co.jp/about/ir/en/stock/meeting.htm

**Payment of the Year-End Dividend for the 180th Fiscal Year**

At the Board of Directors meeting held on May 13, 2019, the Company resolved to pay a year-end dividend of 10 yen per share (tax included) with the payment commencement date being June 4, 2019. To claim your dividends, please take the enclosed year-end dividend receipt to your nearest head office, branch offices or district office of Japan Post Bank Co., Ltd. or post office during the payment period (June 4, 2019 through August 2, 2019).
If you have designated a method for transfer of your dividends, the payment procedures have separately been made.

# REFERENCE MATERIAL FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS

1. Total Number of Voting Rights Held by the Shareholders Who Can Exercise Voting Rights: 5,395,543

2. Agenda and Reference Information

**Proposal No. 1: Amendment to the Articles of Incorporation**

1. Reasons for Proposal

   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, to strive for the flexible operation of the Board of Directors.

2. Details of Proposal

   The details of the proposal are as follows.

(Amendments are underlined.)

| Current Articles of Incorporation | Proposed Amendment |
|---|---|
| (New) | (Omission of Resolution of the Board of Directors)<br>Article 23-2<br>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. |

**Proposal No. 2: Election of twelve (12) Directors**

1. Reasons for Proposal

The term of office of the current 12 Directors will expire at the conclusion of this Ordinary General Meeting of Shareholders. Therefore, it is proposed to elect the following 12 Directors based on a decision by the Nomination Committee.

The Company is in the process of executing the Toshiba Next Plan, a company-wide five-year road map for corporate transformation announced on November 8, 2018, in order to increase shareholder value by maximizing the Company's corporate value. As the Company enters a new growth phase to execute the Toshiba Next Plan, the Nomination Committee believes that it is essential for the Company's Directors to have various skill sets to address this new growth phase. Therefore, in connection with the determination of the candidates, the Nomination Committee has proactively considered the composition of the Board of Directors and the new candidates in order to bring the Board of Directors further diversity in terms of deep knowledge and experience in international business, business portfolio management, business transformation and M&A, and expertise in capital markets and capital allocation, as well as gender and international experience as required in the Corporate Governance Code. The Company has also continuously engaged in separate constructive dialogue with its shareholders, carefully considering various feedback from them. As a result, the Nomination Committee proposes that the Board of Directors be structured as follows, and is confident that the 12 candidates in this Proposal are the best suited for achieving sustainable growth and increased shareholder value over the mid- to long-term.

(1) The number of Directors will be 12, with only the Representative Executive Officer, Chairman and CEO and the Representative Executive Officer, President and COO being Directors concurrently serving as executive officers. The Company previously set the number of Directors around 11 in order to enable substantive and thorough discussions and maintained the number of Outside Directors at more than half of the Board members in order to ensure effectiveness of oversight and supervision of business execution. The Company's new Board composition further advances this idea by minimizing the number of Directors concurrently serving as executive officers, while maintaining the current number of Directors.

(2) The proposed Board of Directors is innovative in its composition – selecting five international candidates, including non-Japanese candidates, in order to bring further diversity to the Board of Directors and to reflect the composition of the Company's shareholders, and ensuring that candidates have experience in international business, expertise in business portfolio management, business transformation, M&A, capital markets and capital allocation, which are the skill sets essential to promoting the execution of the Toshiba Next Plan. In addition, of the 12 candidates, seven are newly nominated candidates.

In deciding the candidates for Director, the Nomination Committee judged that the candidates conformed to the Director Nomination Criteria separately designated by the Nomination Committee and that the candidates have the appropriate qualifications for Directors. The specific details of the Director Nomination Criteria and the Independence Criteria for Outside Directors are described as follows.

REFERENCE

Director Nomination Criteria

When determining the content of proposals regarding the election of directors, the Company will select candidates who fulfill the following criteria and who are able to appropriately fulfill the duties of monitoring and supervising business execution and determining the direction of management strategies:

(1) Being a respected, dignified, and highly ethical person;
(2) Being responsive to compliance with laws and regulations;
(3) Being in good health to conduct the required duties;
(4) Having the ability to make objective judgments on management issues as well as excellent foresight and vision;
(5) Having no interest in or transaction with the Company's main business fields that might affect management decisions; and
(6) For outside directors, having expertise, insight, and a good track record in a field such as law, accounting, or corporate management.

Independence Criteria for Outside Directors

In addition to the independence criteria established by Tokyo Stock Exchange, Inc. and other financial instruments exchanges in Japan, the Nomination Committee will judge any outside director falling under any of the following items to lack independence:

(1) The outside director currently belongs or at any point in the past three years has belonged as an executive director, executive officer, or employee to a company in which the Company currently holds 10% or more of the voting rights.
(2) The outside director currently belongs or at any point in the past three years has belonged as an executive director, executive officer, or employee to a company that currently holds 10% or more of the voting rights of the Company.
(3) The outside director currently belongs or at any point in the past three years has belonged as an executive director, executive officer, or employee to a company whose transactions with the Company in any of the past three fiscal years totaled a monetary amount exceeding 2% of the consolidated net sales of that company or the Company
(4) The outside director currently is or at any point in the past three years has been an executive director, executive officer, or employee of a financial institution from which the Company currently borrows funds equal to 2% or more of its total assets
(5) The outside director has in any of the past three fiscal years received compensation other than director compensation exceeding ten million yen from the Company as a law, accounting, or tax expert or consultant; or an organization to which the outside director belongs has in any of the past three fiscal years received from the Company compensation as a law, accounting, or tax expert or consultant exceeding 2% of the annual revenue of that organization.
(6) In any of the past three fiscal years, the Company has made contributions exceeding ten million yen to the outside director or to a corporation to which the outside director currently belongs or at any point in the past three years has belonged as an officer that executes business or as an employee. However, in case of contributions to a corporation, this applies when the outside director was directly involved in the research, education, or other activity concerning the contributions.
(7) The outside director currently belongs or at any point in the past three years has belonged as an executive director, executive officer, or employee to a company whose outside officers currently include any persons with experience as an officer of the Company that executed business.
(8) The outside director currently is or at any point in the past three years has been a representative officer, officer, or employee of the current accounting auditor (independent auditor) or an accounting auditor (independent auditor) in the past five fiscal years of the Company.

2. Details of Proposal

The candidates for Directors are as follows.

| Candidate No. | Name | | Current position(s) in the Company | Corporate management | Law | Accounting and auditing | Diversity* | M&A | Corporate restructuring | Capital markets | International business experience |
|---|---|---|---|---|---|---|---|---|---|---|---|
| 1 | Nobuaki KURUMATANI | Reelection | Representative Executive Officer; Chairman and CEO | ○ | | | | ○ | ○ | ○ | ○ |
| 2 | Satoshi TSUNAKAWA | Reelection | Representative Executive Officer; President and COO | ○ | | | | ○ | ○ | ○ | ○ |
| 3 | Yuki FURUTA | Reelection<br>Outside Director<br>Independent | Chairman, Compensation Committee; Member, Audit Committee | | ○ | ○ | | | | | |
| 4 | Yoshimitsu KOBAYASHI | Reelection<br>Outside Director<br>Independent | Chairman, Board of Directors; Member, Nomination Committee; Member, Compensation Committee | ○ | | | | ○ | ○ | ○ | ○ |
| 5 | Junji OTA | Reelection<br>Outside Director<br>Independent | Member, Nomination Committee; Member (full-time), Audit Committee | ○ | | ○ | | | | | ○ |
| 6 | Nobuyuki KOBAYASHI | New election<br>Outside Director<br>Independent | | | | ○ | | | | | |
| 7 | Takashi YAMAUCHI | New election<br>Outside Director<br>Independent | | ○ | | ○ | | | | | ○ |
| 8 | Yoshiaki FUJIMORI | New election<br>Outside Director<br>Independent | | ○ | | | | ○ | ○ | ○ | ○ |
| 9 | Paul J. BROUGH | New election<br>Outside Director<br>Independent | | ○ | | ○ | ○ | | ○ | | ○ |
| 10 | Ayako Hirota WEISSMAN | New election<br>Outside Director<br>Independent | | ○ | | | ○ | | | ○ | |
| 11 | Jerome Thomas BLACK | New election<br>Outside Director<br>Independent | | ○ | | ○ | ○ | | | | ○ |
| 12 | George Raymond ZAGE III | New election<br>Outside Director<br>Independent | | ○ | | | ○ | ○ | | ○ | ○ |

* Diversity indicates diversity of gender, ethnicity, nationality, and other identities.

| # | Name and date of birth | Position(s) | Career highlights and significant concurrent positions | Number of Company's shares owned by the candidate (hundred shares) |
|---|---|---|---|---|
| 1 | Nobuaki KURUMATANI<br>December 23, 1957<br>[Photo]<br><br>Reelection | Representative Executive Officer; Chairman and CEO | [Tenure as Director]:<br>One year at the conclusion of this Ordinary General Meeting of Shareholders<br><br>April 1980:<br>Joined Mitsui Bank (now Sumitomo Mitsui Banking Corporation)<br><br>April 2007:<br>Executive Officer, Sumitomo Mitsui Banking Corporation<br><br>January 2010:<br>Managing Executive Officer, Sumitomo Mitsui Banking Corporation<br><br>April 2012:<br>Managing Executive Officer, Sumitomo Mitsui Financial Group, Inc.<br><br>June 2012:<br>Director, Sumitomo Mitsui Financial Group, Inc.<br><br>April 2013:<br>Director and Senior Managing Executive Officer, Sumitomo Mitsui Banking Corporation<br><br>April 2015:<br>Director and Deputy President Executive Officer, Sumitomo Mitsui Banking Corporation<br>Deputy President Executive Officer, Sumitomo Mitsui Financial Group, Inc.<br><br>May 2017 - March 2018:<br>Chairman & Co-Representative, CVC Asia Pacific (Japan) Kabushiki Kaisha<br><br>April 2018:<br>Representative Executive Officer,<br>Chairman and CEO<br><br>June 2018 – present:<br>Director, Representative Executive Officer,<br>Chairman and CEO<br><br>[Significant concurrent positions]:<br>Outside Director, Money Forward, Inc.<br><br>[Reasons for candidacy as Representative Executive Officer, Chairman and CEO, and Director]:<br>Since taking office as Representative Executive Officer, Chairman and CEO in April 2018, Mr. Nobuaki KURUMATANI has led the development of the Toshiba | 43 |

| # | Name and date of birth | Position(s) | Career highlights and significant concurrent positions | Number of Company's shares owned by the candidate (hundred shares) |
|---|---|---|---|---|
| | | | Next Plan, a company-wide five-year transformation plan, and announced that on November 8, 2018. The Company is currently executing that plan in order to increase shareholder value by maximizing corporate value. The Company also has resolved and is in the process of buying back up to 700 billion yen of its own stock in order to increase Total Shareholder Returns (TSR) by reinforcing shareholder returns. The Nomination Committee considers that it is appropriate for him to continue to carry out the plan as Representative Executive Officer, Chairman and CEO. Furthermore, based on his wealth of experience and accomplishment at financial institutions and his experience as the Chairman & Co-Representative of an investment company, he has strong expertise in managing an operating company and has leveraged his strong networks to enhance the Company's presence at outward activities as the representative of the Company.<br>The Nomination Committee decided to select him as a candidate for Director because his participation in the Board of Directors as Representative Executive Officer, Chairman and CEO will help the Group to maximize corporate value, enhance governance, and reestablish trust with all of its stakeholders.<br><br>[Rate of attendance (FY 2018)]:<br>Board of Directors: 100% (15/15 meetings) | |
| 2 | Satoshi TSUNAKAWA<br>September 21, 1955<br>[Photo]<br><br>Reelection | Representative Executive Officer; President and COO | [Tenure as Director]:<br>Three years nine months at the conclusion of this Ordinary Meeting of Shareholders<br><br>April 1979:<br>Joined the Company<br><br>June 2010 – June 2014:<br>President & Representative Director, Toshiba Medical Systems Corporation (now Canon Medical Systems Corporation)<br><br>October 2013:<br>General Manager, Healthcare Business Development Division<br><br>June 2014:<br>Executive Officer<br>Corporate Senior Vice President<br><br>September 2015:<br>Director<br>Representative Executive Officer<br>Vice President<br><br>June 2016: | 145 |

| # | Name and date of birth | Position(s) | Career highlights and significant concurrent positions | Number of Company's shares owned by the candidate (hundred shares) |
|---|---|---|---|---|
| | | | Director<br>Representative Executive Officer<br>President<br><br>April 2018 – present:<br>Director<br>Representative Executive Officer<br>President and COO<br><br>[Reasons for candidacy as Representative Executive Officer, President and COO and Director]:<br>Since taking office as Representative Executive Officer and President in June 2016, Mr. Satoshi TSUNAKAWA has worked to rapidly restore and strengthen the Company's financial position and profitability, and has made efforts to enhance the Group's organizational management. He executed the sale of Toshiba Medical Systems Corporation (now Canon Medical Systems Corporation), of which he was former President and CEO, as well as the sale of shares of Toshiba Lifestyle Products & Services Corporation and Toshiba Visual Solutions Corporation. In the crisis of the Company including the negative equity that arose due to a large loss caused by Westinghouse Electric Company ("WEC"), the Company successfully recovered from such crisis with his initiative, by selling off its memory business, raising capital through a third-party allotment to foreign institutional investors, making full and early payment of the Company's parent company guarantee obligations with respect to WEC, selling off assets related to WEC.<br>Since April 2018, as Representative Executive Officer, President and COO, he has led the Company's execution of business in close collaboration with the Representative Executive Officer, Chairman and CEO. The Nomination Committee decided to select him as a candidate for Director because his participation in the Board of Directors will help the Group to maximize corporate value, enhance governance, and reestablish trust with all of its stakeholders, and also to continue to address the challenges it faces.<br><br>[Rate of attendance (FY 2018)]:<br>Board of Directors: 100% (21/21 meetings) | |
| 3 | Yuki FURUTA<br>April 8, 1942<br>[Photo]<br><br>Reelection;<br>Outside Director;<br>Independent | Chairman, Compensation Committee;<br>Member, Audit Committee | [Tenure as Director]:<br>Three years nine months at the conclusion of this Ordinary Meeting of Shareholders<br><br>April 1969:<br>Public Prosecutor<br><br>April 1993:<br>Assistant Vice-Minister of Justice | 3 |

| # | Name and date of birth | Position(s) | Career highlights and significant concurrent positions | Number of Company's shares owned by the candidate (hundred shares) |
|---|---|---|---|---|
| | | | July 1998:<br>Chief Prosecutor, Utsunomiya District Public Prosecutors Office<br><br>September 1999:<br>Prosecutor, Supreme Public Prosecutors Office<br><br>December 1999:<br>Director-General of the Criminal Affairs Bureau, Ministry of Justice<br><br>August 2002:<br>Director of Criminal Division, Supreme Public Prosecutors Office<br><br>September 2003 – December 2004:<br>Deputy Prosecutor-General, Supreme Public Prosecutors Office<br><br>August 2005 – April 2012:<br>Justice of Supreme Court<br><br>August 2012 – present:<br>Registered as Attorney at Law<br><br>September 2015 – present:<br>Outside Director<br><br>[Reasons for candidacy as an Outside Director]:<br>In his six and a half years as a Supreme Court justice, Mr. Yuki FURUTA handled many cases relating to Securities and Exchange Act (now the Financial Instruments and Exchange Act), the Companies Act, and Act on Prohibition of Private Monopolization and Maintenance of Fair Trade, and others making him an expert in not only corporate legal matters, but also related litigation proceedings.<br>He is a current Member of the Audit Committee. Based on his experience as a Supreme Court justice and prosecutor, he conducts compliance-related work, including investigations and fact finding, as one of the important duties as an Audit Committee member. He was deeply engaged in the Audit Committee's investigation regarding the timing of loss recognition related to the purchase of CB&I Stone & Webster Inc. by WEC, in combination with outside attorneys.<br>In addition, he has also been involved in day-to-day audit regarding compliance such as the operation of the whistleblowing system. He is well-versed in corporate law and litigation proceedings related to corporate affairs, and also has abundant international legal expertise based on his experience as the head of the International Section of the Criminal Affairs Bureau of the Ministry of Justice. | |

| # | Name and date of birth | Position(s) | Career highlights and significant concurrent positions | Number of Company's shares owned by the candidate (hundred shares) |
|---|---|---|---|---|
| | | | The Company has determined to have a legal professional on the Audit Committee for preventing a recurrence of inappropriate accounting, and election of a legal professional is also essential in light of the Audit Committee members' role in supervising the execution of duties. Although he has not been involved in business management except as an Outside Director, the Nomination Committee decided to select him as a candidate for Outside Director because he is currently making a beneficial contribution to the deliberation of the Company's fundamental strategies, including the promotion of the Toshiba Next Plan, and appropriately supervising the management of the Company.<br>While the Nomination Committee and the Board of Directors have not decided the Members of the Audit Committee at the moment of the preparation of this Convocation Notice, the Nomination Committee has decided to select him as a candidate for Outside Director assuming that he will be selected as a Member of the Audit Committee. He meets the Independence Criteria for Outside Directors.<br><br>[Rate of attendance (FY 2018)]:<br>Board of Directors: 100% (21/21 meetings)<br>Compensation Committee: 100% (6/6 meetings)<br>Audit Committee: 100% (15/15 meetings) | |
| 4 | Yoshimitsu KOBAYASHI<br>November 18, 1946<br>[Photo]<br><br>Reelection;<br>Outside Director;<br>Independent | Chairman, Board of Directors; Member, Nomination Committee; Member, Compensation Committee | [Tenure as Director]:<br>Three years nine months at the conclusion of this Ordinary Meeting of Shareholders<br><br>December 1974:<br>Joined Mitsubishi Chemical Industries Limited<br><br>June 2003:<br>Executive Officer, Mitsubishi Chemical Corporation<br><br>April 2005:<br>Managing Executive Officer, Mitsubishi Chemical Corporation<br><br>June 2006:<br>Director, Mitsubishi Chemical Holdings Corporation<br><br>February 2007:<br>Director, Mitsubishi Chemical Corporation<br><br>April 2007:<br>Director, President, Mitsubishi Chemical Holdings Corporation<br>Director, President, Mitsubishi Chemical Corporation<br><br>April 2012 – March 2017: | 0 |

| # | Name and date of birth | Position(s) | Career highlights and significant concurrent positions | Number of Company's shares owned by the candidate (hundred shares) |
|---|---|---|---|---|
| | | | Director, Chairman, Mitsubishi Chemical Corporation<br><br>April 2015 – present:<br>Director, Chairman, Mitsubishi Chemical Holdings Corporation<br><br>September 2015 – present:<br>Outside Director<br><br>[Significant concurrent positions]:<br>Director, Chairman, Mitsubishi Chemical Holdings Corporation<br>Director, Chairman, The KAITEKI Institute, Inc.<br><br>[Reasons for candidacy as an Outside Director]:<br>In addition to the restructuring of Mitsubishi Kagaku Media Co., Ltd. (now Mitsubishi Chemical Media Co., Ltd.) mainly of the optical disc business during his office as President, Mr. Yoshimitsu KOBAYASHI has been involved in several large restructuring efforts in the Mitsubishi Chemical Group as Director, President of Mitsubishi Chemical Holdings Corporation, including reorganization and restructuring of petrochemical business, business integration of Mitsubishi Rayon Co., Ltd., which operates material business (carbon fiber and water), and the acquisition making Taiyo Nippon Sanso Corporation a subsidiary through the tender offer. Also, he has worked to enter new business fields, such as by incorporating the KAITEKI Institute, Inc. Furthermore, he has proactively conducted return of value to shareholders at Mitsubishi Chemical Holdings Corporation through stock buybacks. As the former Chairman of the Japan Association of Corporate Executives, he has deep expertise regarding the practical realities and challenges faced by Japanese companies.<br>He is currently the Chariman of the Structual Improvement Thorough Pulsion Committee of the Council on Investments for the Future, a member of the Corporate Governance System Study Group of METI and other government study groups on capital markets and governance, giving him first-hand insight into capital markets and corporate governance.<br>As an Outside Director of the Company, he made an extremely advanced case for a Japanese company by having a direct dialogue with shareholders. Moreover, as the Chairman of the Board of Directors, he has worked to effectively manage the Board of Directors and promoted risk reduction measures and shareholder returns.<br>The Nomination Committee decided to select him as a candidate for Outside Director because, based on his experience as a top management of a large Japanese company, and in particular his experience in restructuring | |

| # | Name and date of birth | Position(s) | Career highlights and significant concurrent positions | Number of Company's shares owned by the candidate (hundred shares) |
|---|---|---|---|---|
| | | | and reorganization and his expertise in capital markets, he is currently making a contribution to the deliberation of the Company's fundamental strategies, including the promotion of the Toshiba Next Plan, that is effective and essential in order to conduct business with an awareness of TSR and other capital markets, and currently appropriately supervising the management of the Company.<br>He meets the Independence Criteria for Outside Directors. He is the Director and Chairman of Mitsubishi Chemical Holdings Corporation, but he is not an executive of that company and the volume of transactions between that company and the Company is less than 1% of each party's consolidated amount of sales.<br><br>[Rate of attendance (FY 2018)]:<br>Board of Directors: 100% (21/21 meetings)<br>Nomination Committee: 100% (11/11 meetings)<br>Compensation Committee: 100% (6/6 meetings) | |
| 5 | Junji OTA<br>February 21, 1948<br>[Photo]<br><br>Reelection; Outside Director; Independent | Member, Nomination Committee; Member (full-time), Audit Committee | [Tenure as Director]:<br>One year at the conclusion of this Ordinary General Meeting of Shareholders<br><br>April 1971:<br>Joined Nippon Steel Corporation<br><br>June 2001:<br>Director, Nippon Steel Corporation<br><br>April 2005:<br>Managing Director, Nippon Steel Corporation<br><br>June 2008:<br>Audit & Supervisory Board Member (full-time), Nippon Steel Corporation<br><br>June 2012 – June 2016:<br>Advisor (full-time), Nippon Steel Corporation<br>Audit & Supervisory Board Member, Nippon Steel Engineering Co., Ltd<br><br>June 2014 – June 2015:<br>Advisor, Nippon Steel & Sumitomo Metal Corporation (now Nippon Steel Corporation)<br><br>July 2014:<br>Vice Chair (Public Member), Self-regulation Board, Japan Securities Dealers Association<br><br>July 2016 – present:<br>Vice Chairman, Japan Securities Dealers Association<br>Chair (Public Governor), Self-Regulation Board | 0 |

| # | Name and date of birth | Position(s) | Career highlights and significant concurrent positions | Number of Company's shares owned by the candidate (hundred shares) |
|---|---|---|---|---|
| | | | June 2018 – present:<br>Outside Director<br>Outside Director, Heiwa Real Estate Co., Ltd.<br><br>[Significant concurrent positions]:<br>Outside Director, Heiwa Real Estate Co., Ltd.<br>Vice-Chairman, Japan Securities Dealers Association<br><br>[Reasons for candidacy as an Outside Director]:<br>Having served as Director, General Manager of Corporate Planning, and Managing Director of Nippon Steel Corporation, Mr. Junji OTA has expert knowledge of Japanese business practices. He is also at the forefront of auditing by Audit & Supervisory Board Members and Audit Committees in Japan, having later served as the full-time Audit & Supervisory Board Member of Nippon Steel Corporation and the Chairman of the Japan Audit & Supervisory Board Members Association.<br>Moreover, he has a deep knowledge of the Company after his one year of service as a full-time Audit Committee member. For the Company's corporate governance, it is highly important to ensure the function of audit by the Audit Committee, and in light of the wide range of the Company's business, the knowledge of the Company's operations that he has acquired over his year as full-time Audit Committee member is essential to ensure appropriate audit by the Audit Committee. Furthermore, he is currently a member of the Corporate System Study Group of METI, giving him first-hand insight into the realities and challenges of corporate governance in Japan.<br>The Nomination Committee decided to select him as a candidate for Outside Director because, based on his experience as an executive, including corporate planning at a large manufacturing company and his broad expertise as an officer of the Japan Audit & Supervisory Board Members Association, he is currently making a beneficial contribution to the deliberation of the Company's fundamental strategies, including the promotion of the Toshiba Next Plan, and appropriately supervising the management of the Company.<br>While the Nomination Committee and the Board of Directors have not decided the Members of the Audit Committee at the moment of the preparation of this Convocation Notice, the Nomination Committee has decided to select him as a candidate for Outside Director assuming that he will be selected as a Member of the Audit Committee.<br>He meets the Independence Criteria for Outside Directors. He served as an executive of Nippon Steel Corporation in the past, but this does not affect his independence as ten years have passed since his resignation as an executive. The volume of transactions between that company and the | |

| # | Name and date of birth | Position(s) | Career highlights and significant concurrent positions | Number of Company's shares owned by the candidate (hundred shares) |
|---|---|---|---|---|
| | | | Company is less than 1% of each party's consolidated amount of sales.<br><br>[Rate of attendance (FY 2018)]:<br>Board of Directors: 100% (15/15 meetings)<br>Nomination Committee: 100% (9/9meetings)<br>Audit Committee: 100% (10/10 meetings) | |
| 6 | Nobuyuki KOBAYASHI<br>March 22, 1950<br>[Photo]<br><br>New election; Outside Director; Independent | | May 1977:<br>Registered as a certified public accountant<br><br>January 1983:<br>Joined Chuo Audit Corporation<br><br>June 1988:<br>Representative Member, Chuo Audit Corporation<br><br>October 2000 – June 2006:<br>Manager, Investigation Department, Business Management Division, Chuo Audit Corporation<br><br>September 2006:<br>Joined Crowe Toyo & Co.<br><br>June 2007 – present:<br>Outside Audit and Supervisory Board Member, Striders Corporation<br><br>January 2008:<br>Representative Member, Crowe Toyo & Co.<br><br>August 2014:<br>President, Crowe Toyo & Co.<br><br>October 2017 – August 2018:<br>Advisor, Crowe Toyo & Co.<br><br>March 2018 - present:<br>Representative Director & President, Eishin Partners Co., Ltd.<br><br>[Significant concurrent positions]:<br>Outside Audit and Supervisory Board Member, Striders Corporation<br>Representative Director & President, Eishin Partners Co., Ltd.<br><br>[Reasons for candidacy as an Outside Director]:<br>As the Company's policy is to elect a professional accountant as an Outside Director, Mr. Nobuyuki KOBAYASHI has deep expertise in finance, accounting and auditing based on his experience in serving as the | 0 |

| # | Name and date of birth | Position(s) | Career highlights and significant concurrent positions | Number of Company's shares owned by the candidate (hundred shares) |
|---|---|---|---|---|
| | | | representative of a mid-to-large size accounting firm in Japan. Since the Company is a company with nomination committee, etc., members of the Audit Committee need to be a director, and it is essential to have a Japanese certified public accountant as a member of the Audit Committee in light of the roles of the Audit Committee in determining the content of proposals for the election and dismissal of accounting auditors and giving opinions on the methods and results of the accounting auditors' audit.<br>Moreover, because the Company has or has had some relationship with all of the major accounting firms in Japan, a person who has not worked at any of those major accounting firms is better as a candidate, if possible.<br>The Nomination Committee decided to select him as a candidate for Outside Director because, based on his broad experience and strong expertise as a certified public accountant, he is expected to be able to make a beneficial contribution to the deliberation of the Company's fundamental strategies, including the promotion of the Toshiba Next Plan, and appropriately supervise the management of the Company and its accounting auditors.<br>While the Nomination Committee and the Board of Directors have not decided the Members of the Audit Committee at the moment of the preparation of this Convocation Notice, the Nomination Committee has decided to select him as a candidate for Outside Director bearing in mind that he will be selected as a Member of the Audit Committee.<br>He meets the Independence Criteria for Outside Directors. | |
| 7 | Takashi YAMAUCHI<br>May 3, 1951<br>[Photo]<br><br>New election;<br>Outside Director;<br>Independent | | April 1976:<br>Joined Mitsui & Co., Ltd.<br><br>April 2008:<br>Managing Officer and Chief Operating Officer of Iron & Steel Products Business Unit, Mitsui & Co. Ltd<br><br>April 2010:<br>Executive Managing Officer and Chief Operating Officer of Transportation Logistics Business Unit, Mitsui & Co., Ltd.<br><br>April 2011:<br>Executive Managing Officer, Mitsui & Co., Ltd.<br>Chief Executive Officer, Mitsui & Co. (Asia Pacific) Pte. Ltd.<br><br>April 2013:<br>Senior Executive Managing Officer, Mitsui & Co., Ltd.<br>Chief Executive Officer, Mitsui & Co. (Asia Pacific) Pte. Ltd.<br><br>April 2014:<br>Executive Vice President and Managing Officer, Mitsui & | 0 |

| # | Name and date of birth | Position(s) | Career highlights and significant concurrent positions | Number of Company's shares owned by the candidate (hundred shares) |
|---|---|---|---|---|
| | | | Co., Ltd.<br>Chief Executive Officer, Mitsui & Co. (Asia Pacific) Pte. Ltd.<br><br>April 2015:<br>Executive Vice President and Managing Officer, Mitsui & Co., Ltd.<br><br>June 2015 – present:<br>Full-TimeAudit and Supervisory Board Member, Mitsui & Co., Ltd.<br><br>[Significant concurrent positions]:<br>Full-Time Audit and Supervisory Board Member, Mitsui & Co., Ltd. (to be retired in June 2019)<br><br>[Reasons for candidacy as an Outside Director]:<br>Mr. Takashi YAMAUCHI has strong expertise in the management practices of Japanese companies and deep international business experience from his time as the chief of the Asia Pacific business and Executive Vice President of Mitsui & Co., Ltd., a major Japanese general trading company. Furthermore, with four years as a Full-Time Audit and Supervisory Board Member at Mitsui & Co., he has expertise in the auditing of Japanese companies involved in a wide range of businesses, making him aptly suited to supervising the management of a company as diverse as the Company.<br>The Nomination Committee decided to select him as a candidate for Outside Director because, based on his experience in the management of a large company and broad experience and expertise of supervising a corporate group running a variety of business, he is expected to make a beneficial contribution to the deliberation of the Company's fundamental strategies, including the promotion of the Toshiba Next Plan, and appropriately supervise the management of the Company.<br>While the Nomination Committee and the Board of Directors have not decided the Members of the Audit Committee at the moment of the preparation of this Convocation Notice, the Nomination Committee has decided to select him as a candidate for Outside Director assuming that he will be selected as a Member of the Audit Committee.<br>He meets the Independence Criteria for Outside Directors. He served as an executive member of Mitsui & Co., Ltd., but this does not affect his independence as four years have passed since his retirement from such position. The volume of transactions between that company and the Company is less than 1% of each party's consolidated transaction volume. | |

| # | Name and date of birth | Position(s) | Career highlights and significant concurrent positions | Number of Company's shares owned by the candidate (hundred shares) |
|---|---|---|---|---|
| 8 | Yoshiaki FUJIMORI<br>July 3, 1951<br>[Photo]<br><br>New election;<br>Outside Director;<br>Independent | | April 1975:<br>Joined Nissho Iwai Corporation (now Sojitz Corporation)<br><br>October 1986:<br>Joined General Electric Japan Ltd.<br><br>September 1997:<br>Vice President, General Electric Company<br><br>May 2001 – August 2011:<br>Senior Vice President, General Electric Company<br><br>October 2008:<br>CEO, Representative Director, Chairman and President, GE Japan Ltd.<br><br>March 2011－June 2011:<br>Representative Director and Chairman, GE Japan Ltd.<br><br>June 2011:<br>Director, LIXIL Corporation<br>Director, JS Group Corp (now LIXIL Group Corporation)<br><br>August 2011:<br>Director, Representative Executive Officer, President and CEO, JS Group Corp (now LIXIL Group Corporation)<br>Representative Director, President and CEO, LIXIL Corporation<br><br>June 2012 – June 2017:<br>Outside Director, Tokyo Electric Power Company, Incorporated (now Tokyo Electric Power Company Holdings, Incorporated)<br><br>January 2016:<br>Representative Director, Chairman and CEO, LIXIL Corporation<br><br>June 2016 - present:<br>Senior Advisor, LIXIL Group Corporation<br>Outside Director, Takeda Pharmaceutical Company Limited<br><br>July 2016 – present:<br>Outside Director, Boston Scientific Corporation<br><br>February 2017 – present:<br>Senior Executive Advisor, CVC Asia Pacific (Japan) Kabushiki Kaisha<br><br>August 2018 – present:<br>Outside Director and Chairman, Oracle Corporation Japan | 0 |

| # | Name and date of birth | Position(s) | Career highlights and significant concurrent positions | Number of Company's shares owned by the candidate (hundred shares) |
|---|---|---|---|---|
| | | | [Significant concurrent positions]:<br>Senior Advisor, LIXIL Group Corporation<br>Outside Director, Takeda Pharmaceutical Company Limited<br>Outside Director, Boston Scientific Corporation<br>Senior Executive Advisor, CVC Asia Pacific (Japan) Kabushiki Kaisha<br>Outside Director and Chairman, Oracle Corporation Japan<br><br>[Reasons for candidacy as an Outside Director]:<br>Mr. Yoshiaki FUJIMORI has deep experience in international business regarding the electronics industry, which is the Company's main business area, through his time as Officer of General Electric Company and as a representative of the Japanese subsidiary of General Electric Company, a major global electronics manufacturer. In addition, he is an expert in the management of large Japanese companies through his experience as CEO and outside director of leading Japanese listed companies.<br>The Nomination Committee decided to select him as a candidate for Outside Director because, based on his experience in international business and his broad expertise as a top management of large companies, he is expected to make a beneficial contribution to the deliberation of the Company's fundamental strategies, including the promotion of the Toshiba Next Plan, and appropriately supervise the management of the Company.<br>He meets the Independence Criteria for Outside Directors. He served as an executive member of General Electric Company and its Japanese subsidiary, but this does not affect his independence as more than five years have passed since his retirement from such position in 2011. The volume of transactions between each of those companies and the Company is less than 1% of each party's consolidated transaction volume. While he is Advisor of LIXIL Group Corporation, he does not execute its business, and the volume of transactions between that company and the Company is also less than 1% of each party's consolidated transaction volume. | |
| 9 | Paul J. BROUGH<br>November 13, 1956<br>[Photo]<br><br>New election;<br>Outside Director;<br>Independent | | September 1983:<br>Joined KPMG Hong Kong<br><br>October 1991:<br>Partner, KPMG Hong Kong<br><br>July 1995:<br>Head of Consulting, KPMG Hong Kong<br><br>October 1997:<br>Head of Financial Advisory Services, KPMG Hong Kong | 0 |

| # | Name and date of birth | Position(s) | Career highlights and significant concurrent positions | Number of Company's shares owned by the candidate (hundred shares) |
|---|---|---|---|---|
| | | | October 1999:<br>Asia-Pacific head of Financial Advisory Services, KPMG Hong Kong and member of KPMG's global advisory steering group<br><br>September 2008:<br>Joint-Liquidator of various Lehman Brothers entities located in Asia.<br><br>April 2009－March 2012:<br>Regional Senior Partner, KPMG Hong Kong<br><br>September 2012－January 2013:<br>Chief Restructuring Officer, Sino-Forest International Corporation<br><br>September 2012－Present:<br>Independent Non-Executive Director, GL Limited<br><br>February 2013－April 2015:<br>Chairman and CEO, Emerald Plantation Holdings Ltd.<br><br>October 2013－May 2015:<br>Director (until May 2015) and Interim CEO (until April 2015), Greenheart Group Limited<br><br>October 2013－Present<br>Independent Non-Executive Director, Habib Bank Zurich (Hong Kong) Limited<br><br>May 2015－May 2017:<br>Independent Non-Executive Director, Noble Group Limited<br><br>January 2016－June 2016:<br>Executive Director and Chief Restructuring Officer, China Fishery Group Limited<br><br>September 2016－Present:<br>Independent Non-Executive Director, Vitasoy International Holdings Limited<br><br>May 2017－December 2018:<br>Executive Chairman, Noble Group Limited<br><br>May 2017－Present:<br>Independent Non-Executive Director, The Executive Center Limited<br><br>December 2018－Present:<br>Executive Chairman, Noble Group Holdings Limited | |

| # | Name and date of birth | Position(s) | Career highlights and significant concurrent positions | Number of Company's shares owned by the candidate (hundred shares) |
|---|---|---|---|---|
| | | | [Significant concurrent positions]:<br>Independent Non-Executive Director, GL Limited<br>Independent Non-Executive Director, Vitasoy International Holdings Limited<br>Executive Chairman, Noble Group Holdings Limited<br><br>[Reasons for candidacy as an Outside Director]:<br>Mr. Paul J. BROUGH is a Chartered Accountant in the United Kingdom. He has significant expertise in finance and accounting, and has many years' experience in M&A as a financial advisor. In addition to his involvement in the liquidation of assets of various Lehman Brothers entities located in Asia, he has significant experience in business restructuring, having served as Chief Restructuring Officer for a number of companies. Mr. Brough also has experience in international business, having served as an executive director and non-executive director for multinational companies. The Nomination Committee decided to nominate Mr. Brough as a candidate for Outside Director, based on his experience in international business , his experience in M&A and business restructuring, and his broad experience and expertise as a management executive. Mr. Brough is expected to make a beneficial contribution to the implementation of the Company's fundamental strategies, including the promotion of the Toshiba Next Plan, and to appropriately supervise the management of the Company. He meets the Independence Criteria for Outside Directors. | |
| 10 | Ayako Hirota WEISSMAN<br>May 9, 1957<br>[Photo]<br><br>New election;<br>Outside Director;<br>Independent | | January 1984:<br>Vice President, Equitable Capital Management<br><br>January 1987:<br>Managing Director, Smith Barney, Harris Upham & Co. Inc. (now Citigroup)<br><br>October 1999:<br>Partner, Feirstein Capital Management LLC<br><br>January 2002:<br>Portfolio Manager, Kingdon Capital Management LLC<br><br>June 2006:<br>Founder and Chief Executive Officer, AS Hirota Capital Management LLC<br><br>November 2010 – present:<br>Senior Vice President, Senior Portfolio Manager and Director in charge of Asia Strategy, Horizon Asset Management, Inc. (now Horizon Kinetics LLC)<br><br>June 2015 – present:<br>Outside Director, SBI Holdings, Inc. | 20 |

| # | Name and date of birth | Position(s) | Career highlights and significant concurrent positions | Number of Company's shares owned by the candidate (hundred shares) |
|---|---|---|---|---|
| | | | [Significant concurrent positions]:<br>Outside Director, SBI Holdings, Inc. (to be retired in June 2019.)<br><br>[Reasons for candidacy as an Outside Director]:<br>Ms. Ayako Hirota WEISSMAN has many years of experience in many aspects of the investment business, including her experience investing in both Japanese and foreign stocks, giving her particularly deep experience and expertise in the area of investment. In addition to her experience in international business, she is an expert in Japanese business through her experience as an outside director of a Japanese company. The Nomination Committee decided to select her as a candidate for Outside Director because, based on her experience in business and expertise, she is expected to make a beneficial contribution to the deliberation of the Company's fundamental strategies, including the promotion of the Toshiba Next Plan, and appropriately supervise the management of the Company.<br>She meets the Independence Criteria for Outside Directors. | |
| 11 | Jerome Thomas BLACK<br>May 29, 1959<br>[Photo]<br>New election;<br>Outside Director;<br>Independent | | July 1982:<br>Joined Arthur Andersen & Co.<br><br>October 1986:<br>Joined Ernst & Young LLP<br><br>January 1995:<br>Joined Kurt Salmon Associates, Inc.<br><br>March 2002:<br>Managing Director, Global Practice Director, Kurt Salmon Associates, Inc.<br><br>January 2005:<br>Managing Director, North America, Kurt Salmon Associates, Inc.<br><br>January 2006:<br>President, Consumer Products Division, Kurt Salmon Associates, Inc.<br><br>January 2008:<br>President, Chief Executive Officer, Kurt Salmon Associates, Inc.<br><br>March 2009:<br>Joined Aeon Co., Ltd., Advisor<br><br>May 2009:<br>Executive Officer, Chief Executive of Group Strategy & IT and Chief Executive Officer of Asian Operation, Aeon Co., | 0 |

| # | Name and date of birth | Position(s) | Career highlights and significant concurrent positions | Number of Company's shares owned by the candidate (hundred shares) |
|---|---|---|---|---|
| | | | Ltd.<br><br>March 2010:<br>Executive Officer, Chief Executive Officer of ASEAN Business and Chief Executive Officer of Group IT and Digital Business, Chief Group Strategy Officer, Aeon Co., Ltd.<br><br>March 2011:<br>Senior Managing Executive Officer, Chief Group Strategy Officer; Chief Executive Officer of Group IT and Digital Business , Aeon Co., Ltd.<br><br>March 2012:<br>Senior Managing Executive Officer, Advisor to Group CEO; Chief Group Strategy Digital and IT Officer, Aeon Co., Ltd.<br><br>March 2013:<br>Senior Managing Executive Officer, Advisor to Group CEO; Chief Strategy, Digital, IT and Marketing Officer, Aeon Co., Ltd.<br><br>March 2014:<br>Senior Managing Executive Officer, Merchandising Strategy and Digital Shift Promotion Officer, Aeon Co., Ltd.<br><br>February 2015 – May 2016:<br>Executive Officer, Digital Business, Aeon Co., Ltd.<br><br>March 2016 – February 2017:<br>Director, Executive Officer and Vice President of AEON RETAIL Co., Ltd.<br><br>April 2017 – present:<br>Advisor, Aeon Co., Ltd.<br><br>[Significant concurrent positions]:<br>Advisor, Aeon Co., Ltd.<br><br>[Reasons for candidacy as an Outside Director]:<br>Mr. Jerome Thomas BLACK has experience in an international consulting firm, and has worked for many years in the business execution of Japanese companies. The Nomination Committee decided to select him as a candidate for Outside Director because he has experience in business execution as a manager of group strategy and IT/digital business, strong expertise in the management of Japanese companies, and experience in international business, and he is expected to make a beneficial contribution to the deliberation of the Company's fundamental strategies, including the promotion of the Toshiba Next Plan, and | |

| # | Name and date of birth | Position(s) | Career highlights and significant concurrent positions | Number of Company's shares owned by the candidate (hundred shares) |
|---|---|---|---|---|
| | | | appropriately supervise the management of the Company.<br>He meets the Independence Criteria for Outside Directors. He was an executive member of Aeon Co., Ltd., but this does not affect his independence as the volume of transactions between that company and the Company is less than 1% of the Company's consolidated transaction volume. | |
| 12 | George Raymond ZAGE III<br>January 20, 1970<br>[Photo]<br><br>New election;<br>Outside Director;<br>Independent | | June 1991:<br>Joined PriceWaterhouse<br><br>August 1992 – February 2000:<br>Vice President of Investment Banking Division, Goldman Sachs & Co<br><br>March 2000:<br>Joined Farallon Capital Management L.L.C<br><br>September 2002:<br>Managing Director, Farallon Capital Asia Pte. Ltd<br><br>January 2008 – August 2018:<br>Managing Director and CEO, Farallon Capital Asia Pte. Ltd<br><br>August 2013 – present:<br>Independent Non-Executive Director, Whitehaven Coal Limited<br><br>August 2016 – present:<br>Commissioner(Non-Executive), PT Aplikasia Karya Anak Bangsa(Go-Jek)<br><br>August 2018 – present:<br>Founder and CEO, Tiga Investments Pte. Ltd.<br>Senior Advisor(Part time), Farallon Capital Management, L.L.C<br><br>April 2019 – present:<br>Commissioner(Non-Executive), PT Lippo Karawaci Tbk<br><br>[Significant concurrent positions]:<br>Independent Non-Executive Director of Whitehaven Coal Limited<br>Founder and CEO, Tiga Investments Pte. Ltd.<br>Commissioner(Non-Executive), PT Lippo Karawaci Tbk<br><br>[Reasons for candidacy as an Outside Director]:<br>Mr. George Raymond ZAGE III has been with the prominent investment fund group Farallon Capital Group for 18 years, and has been Farallon Capital Group's Asia head since 2008 as the CEO of Farallon Capital Asia Pte. Ltd. He has experience investing in a number of listed and unlisted companies, and also in startup investment and | 2,210 |

| # | Name and date of birth | Position(s) | Career highlights and significant concurrent positions | Number of Company's shares owned by the candidate (hundred shares) |
|---|---|---|---|---|
| | | | investment for corporate rehabilitation. With his experience in investment fund, he is expected to bring to the Board of Directors his expertise in business portfolios, business restructuring, M&A, capital markets, and capital allocation. Therefore, the Nomination Committee decided to select him as a candidate for Outside Director because he is expected to make a beneficial contribution to the deliberation of the Company's fundamental strategies, including the promotion of the Toshiba Next Plan, and appropriately supervise the management of the Company.<br>He meets the Independence Criteria for Outside Directors. He was the managing member of Farallon Capital Asia Pte. Ltd., part of the Company's major shareholder Farallon Capital Group, until August 2018. Because Farallon Capital Group holds less than 10% of the voting rights of the Company, this does not affect his independency. He has indicated his intention to perform his duties as a Director for the Company, and not any specific shareholder. | |

Note: The Company has concluded limited liability contracts with Messers. Yuki FURUTA, Yoshimitsu KOBAYASHI and Junji OTA to limit their liabilities as provided in Article 423, Paragraph 1 of the Companies Act to the amount designated in advance which is not less than 10 million yen or the minimum liability amount stated in Article 425, Paragraph 1 of the Companies Act, whichever is higher. The Company also intends to continue the contracts with those three (3) Directors if they are reelected. Also, the Company intends to conclude similar limited liability contracts with Messers. Nobuyuki KOBAYASHI, Takashi YAMAUCHI, Yoshiaki FUJIMORI, Paul J. BROUGH, Ms. Ayako Hirota WEISSMAN, Messers. Jerome Thomas BLACK, and George Raymond ZAGE III if they are elected.

Note: Each Director candidate's rate of attendance at Board of Directors meetings and committee meetings stated above is that of FY 2018; for Messers Nobuaki KURUMATANI and Junji OTA, their rates of attendance at Board of Directors meetings are counted from when they took office in June 2018.

Note: Mr.Yoshiaki FUJIMORI was Representative Executive Officer and President of LIXIL Group Corporation; Joyou AG, located in Germany and listed on the Frankfurt Stock Exchange which commenced bankruptcy proceedings in the Hamburg District Court on July 16, 2015, was found to have committed accounting misconduct. Joyou AG had been a consolidated subsidiary of LIXIL Group Corporation from April 1, 2015 to July 16, 2015.

Note: Noble Resources International Pte. Ltd., a wholly owned subsidiary of Noble Group Holdings Ltd. where Mr. Paul J. BROUGH is currently serving as Executive Chairman, is subject to an investigation by the Accounting and Corporate Regulatory Authority of Singapore relating to alleged non-compliance with accounting standards.

Reference

1. Chairman of the Board of Directors

   If Proposal No. 2 is approved, the Chairman of the Board of Directors is expected to be as follows:

   Chairman of the Board of Directors: Yoshimitsu KOBAYASHI

## Request upon the Exercise of Voting Rights through the Internet

Voting rights may be exercised through the Internet only using the website for the exercise of voting rights designated by the Company below.

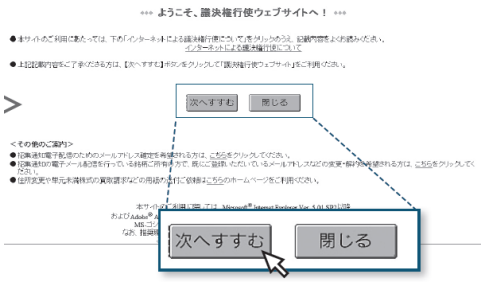
Deadline for the exercise of voting rights: 5:15 p.m., June 25, 2019 (Tuesday)

Website for the exercise of voting rights: https://www.web54.net[1]

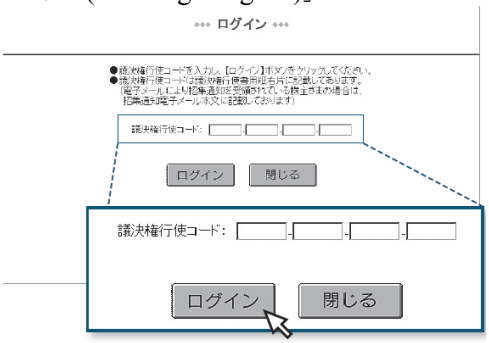
How to Access

The following are screenshots of the website.

1. Access the website for the exercise of voting rights.
   Click 「次へすすむ(Meaning "Next")」.

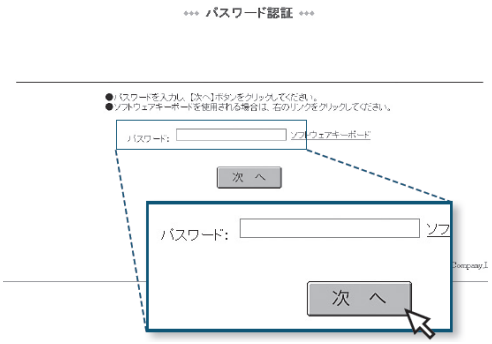



2. Log into the website.
   Input the voting rights exercise code indicated in the Voting Rights Exercise Form, and click 「ログイン(Meaning "Log in")」.




3. Input a password.
   Input the password indicated in the Voting Rights Exercise Form, and click 「次へ(Meaning "Next")」.

[1] Note for English translation:
This website is in Japanese only.




Then, please input approval or disapproval in accordance with the input guideline indicated on the screen.

**Password**

1. The password provided with this notice is valid only for this Ordinary General Meeting of Shareholders. A new password will be issued for the next Ordinary General Meeting of Shareholders. The Company will not provide your password by telephone or other such means.
2. Your password is used to confirm your identity, so please carefully manage the password.
3. Multiple failed attempts to enter the password will result in your access to the main page being blocked.
4. If you require a new password, please follow the on-screen instructions.

**Caution**

- Exercising voting rights through the Internet may incur a connection fee, service charge or other charges payable to your Internet provider or telecommunications company. Any such charges are payable by the shareholder.
- If connecting to the Internet from a company or other organization, access to the website may be limited by a firewall or other settings. In such case, please contact your system administrator.

Please contact the following office if you have any question in connection with exercising voting rights through the Internet:

Direct line to Transfer Agent Web Support of Sumitomo Mitsui Trust Bank, Limited:
Telephone: 0120-652-031[2]
(Operating hours: 9:00 a.m. to 9:00 p.m.)

Please contact the following office for other inquiries:

(1) Shareholders who have an account with a securities company or the like:
The security company or the like with which your account is held

(2) Shareholders who do not have an account with a securities company or the like (shareholders who have a special account):
Transfer Agent Department of Sumitomo Mitsui Trust Bank, Limited

[2] Note for English Translation:
Only for calls within Japan.

Telephone: 0120-78-6502[3] (Direct line – toll free)
(Operating hours: 9:00 a.m. to 5:00 p.m. weekdays)

[3] Note for English Translation:
Only for calls within Japan.