

## Summary Translation

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Security Code (in Japan) 6588

June 4, 2021

**Hironobu NISHIKORI**  
Representative Director  
President and Chief Executive Officer  
TOSHIBA TEC CORPORATION  
1-11-1, Osaki, Shinagawa-ku,  
Tokyo, Japan

## Convocation Notice of the Ordinary General Meeting of Shareholders for the 96th Fiscal Year

**Dear Shareholders;**

Notice is hereby given that the Ordinary General Meeting of Shareholders of Toshiba Tec Corporation (the “Company”) for the 96th fiscal year will be held as described below.

If you exercise your voting rights before the meeting, after reviewing the Reference Material for the Ordinary General Meeting of Shareholders annexed hereto, please exercise your voting rights by sending back to us the attached voting right exercise form to the Company expressing your approval or disapproval of the proposals or filling in your votes for or against the proposals on the website (<https://www.web54.net>).

Your vote must reach the Company by 5:00 p.m., Friday, June 25, 2021 (Japan Standard Time).

### **1. Date and Time**

Monday, June 28, 2021, at 10:00 a.m. (Japan Standard Time)

### **2. Place**

The Company’s Osaki Office  
Oval Court Osaki Mark East, 2-17-2, Higashi Gotanda, Shinagawa-ku, Tokyo, Japan

### **3. Agenda for the Meeting**

#### **a) Subject for Report**

Business Report, Consolidated Financial Statements and Non-Consolidated Financial Statements for the 96th Fiscal Year (from April 1, 2020 to March 31, 2021), and Audit Report for the Consolidated Financial Statements of the Certified Public Accountant and the Audit & Supervisory Board.

## **b) Subject for Resolutions**

- First Proposal: Election of ten (10) Directors
- Second Proposal: Election of one (1) Auditor
- Third Proposal: Election of one (1) Substitute Outside Auditor

## **Note: Payment of Cash Dividends**

The Company decided to pay a cash dividend of ten (20) Japanese yen per one share with the approval of the Board of Directors convened on May 10, 2021.

The payment of cash dividends will begin on June 7, 2021.

## Reference Material for the Ordinary General Meeting of Shareholders

### First Proposal: Election of ten (10) Directors

#### 1. Reasons for Proposal

The term of office of the current eleven (11) Directors will expire at the conclusion of this Ordinary General Meeting of Shareholders, and the Company will decrease one (1) director in order to enhance the efficiency of the management structure.

Therefore, the Company proposes to elect the following ten (10) Directors.

#### < Candidates for Directors >

Hironobu NISHIKORI

Masami UCHIYAMA

Yukio INOUE

Hitoshi KANEDA

Junichi TAKEI

Michio KUWAHARA

Shin NAGASE

Hirotaka MORISHITA

Miho AOKI

Takamasa MIHARA \*

Notes

Underlined: Outside Director

\* Newly proposed Director

#### 2. Details for Proposal

Candidates for Directors are as follows.

(Continued on the following pages.)

	Name (Birthday)	Career Highlights, Positions, Significant Concurrent Positions	Years in office as Director	Attendance Record at Board of Directors Meetings	Number of Company's shares owned by the candidate
1	<b>Hironobu NISHIKORI</b>  (August 2, 1956)	<p>April 1980 Joined Fujitsu Limited</p> <p>December 2006 Corporate Vice President, President, Storage Products Business Unit of Fujitsu Limited</p> <p>October 2009 Joined Toshiba Corporation, Assistant to President and Chief Executive Officer, Digital Media Network Company (in-house company) of Toshiba Corporation</p> <p>April 2010 General Manager, HDD Business Division, Storage Products Company (in-house company) of Toshiba Corporation</p> <p>June 2010 Executive Officer, Corporate Vice President of Toshiba Corporation</p> <p>June 2012 Executive Officer, Corporate Senior Vice President of Toshiba Corporation</p> <p>October 2013 President and Chief Executive Officer, Cloud &amp; Solutions Company (in-house company) of Toshiba Corporation</p> <p>April 2015 President and Chief Executive Officer, Industrial ICT Solutions Company (in-house company) of Toshiba Corporation</p> <p>June 2017 Executive Officer, Corporate Executive Vice President of Toshiba Corporation</p> <p>July 2017 Responsible for Digital Solutions Business of Toshiba Corporation, Director and President and CEO of Toshiba Digital Solutions Corporation</p> <p>April 2020 Senior Executive Vice President, Assistant to the President of the Company (To date)</p> <p>June 2020 Representative Director, President and Chief Executive Officer, Chief Risk Compliance Management Officer (CRO), Member, Nomination &amp; Compensation Advisory Committee of the Company (To date)</p>	1 year	100% 14/14 meetings	2,302 shares

	Name (Birthday)	Career Highlights, Positions, Significant Concurrent Positions	Years in office as Director	Attendance Record at Board of Directors Meetings	Number of Company's shares owned by the candidate
2	<b>Masami UCHIYAMA</b>  (January 13, 1962)	<p>April 1984 Joined the Company</p> <p>January 2012 Technology Executive, System Solutions Business Group of the Company</p> <p>April 2014 General Manager, Chubu Main Branch of System Solutions Business Group of the Company</p> <p>July 2015 Vice President of the Company</p> <p>April 2017 Chief Marketing Executive, General Manager, Domestic Sales Promotion Management Division of Retail Solutions Business Group of the Company</p> <p>April 2018 Managing Director, Retail Solutions Business Group of the Company (To date)</p> <p>June 2018 Director, Senior Vice President of the Company</p> <p>April 2020 Director, Executive Vice President, Assistant to the President of the Company (To date)</p>	3 years	100% 17/17 meetings	3,668 shares
3	<b>Yukio INOUE</b>  (January 3, 1962)	<p>April 1985 Joined Toshiba Corporation</p> <p>May 2010 Group Manager, Finance Group of Corporate Finance &amp; Accounting Division of Toshiba Corporation</p> <p>May 2014 Chief Financial Officer of Toshiba of Europe Limited</p> <p>September 2015 Vice President of the Company</p> <p>September 2015 Chief Financial Officer, General Manager of Corporate Finance &amp; Accounting Division of the Company (To date)</p> <p>October 2015 Director of the Company (To date)</p> <p>June 2018 Senior Vice President of the Company (To date)</p> <p>June 2019 Responsible for Internal Control Promotion of the Company (To date)</p>	6 years	100% 17/17 meetings	1,847 shares

	Name (Birthday)	Career Highlights, Positions, Significant Concurrent Positions	Years in office as Director	Attendance Record at Board of Directors Meetings	Number of Company's shares owned by the candidate
4	<b>Hitoshi KANEDA</b>  (March 27, 1960)	<p>April 1982 Joined the Company</p> <p>July 2009 Deputy General Manager, Corporate Human Resources &amp; Administration Division of the Company</p> <p>June 2011 Representative Director, President and Chief Executive Officer of Toshiba Human Asset Services Corporation</p> <p>June 2014 General Manager, Corporate Human Resources &amp; Administration Division of the Company (To date)</p> <p>July 2016 Vice President of the Company</p> <p>June 2018 Director, Responsible for Legal Service of the Company (To date)</p> <p>June 2019 Senior Vice President, Member, Nomination &amp; Compensation Advisory Committee of the Company (To date)</p>	3 years	100% 17/17 meetings	4,847 shares
5	<b>Junichi TAKEI</b>  (September 30, 1962)	<p>April 1987 Joined the Company</p> <p>January 2012 Senior Manager, Strategic Planning Division of System Solutions Business Group of the Company</p> <p>April 2012 Senior Manager, Planning Division No.1 of Corporate Strategic Planning Group of the Company</p> <p>April 2016 Assistant General Manager, Overseas Retail Solutions Business Group of the Company</p> <p>June 2018 Vice President, Responsible for Corporate IT &amp; Information Systems, General Manager, Corporate Strategic Planning Group, Corporate Marketing Officer of the Company (To date)</p> <p>June 2019 Director of the Company (To date)</p>	2 years	100% 17/17 meetings	2,072 shares

	Name (Birthday)	Career Highlights, Positions, Significant Concurrent Positions	Years in office as Director	Attendance Record at Board of Directors Meetings	Number of Company's shares owned by the candidate
6	<b><u>Michio</u></b> <b><u>KUWAHARA</u></b>  (October 24, 1948)	<p>April 1972 Joined Marubeni Corporation</p> <p>April 2002 Corporate Vice President of Marubeni Corporation</p> <p>April 2004 Corporate Senior Vice President of Marubeni Corporation</p> <p>April 2006 Corporate Executive Vice President of Marubeni Corporation</p> <p>April 2008 Senior Executive Vice President of Marubeni Corporation</p> <p>June 2008 Representative Director, Senior Executive Vice President of Marubeni Corporation</p> <p>May 2010 Representative Director, President and Chief Executive Officer of The Daiei, Inc. (Until May 2013)</p> <p>April 2016 Auditor of Tokyo University of Foreign Studies (To date)</p> <p>July 2016 Outside Director of the Company (To date)</p> <p>February 2017 Chairperson, Nomination &amp; Compensation Advisory Committee of the Company (To date)</p> <p>March 2020 Outside Director of Katakura Industries Co., Ltd. (To date)</p>	5 years	100% 17/17 meetings	—

	Name (Birthday)	Career Highlights, Positions, Significant Concurrent Positions	Years in office as Director	Attendance Record at Board of Directors Meetings	Number of Company's shares owned by the candidate
7	<u><b>Shin</b></u> <u><b>NAGASE</b></u>  (March 13, 1950)	<p>April 1972 Joined ANA Holdings Inc.</p> <p>April 2001 Corporate Executive Officer of ANA Holdings Inc.</p> <p>April 2003 Corporate Executive Officer (<i>jomu shikkoyakuinn</i>) of ANA Holdings Inc.</p> <p>April 2004 Corporate Executive Officer (<i>joseki shikkoyakuinn</i>) of ANA Holdings Inc.</p> <p>June 2004 Member of the Board of Directors, Corporate Executive Officer of ANA Holdings Inc.</p> <p>April 2005 Executive Vice President (<i>jomu torishimariyaku</i>), Corporate Executive Officer of ANA Holdings Inc.</p> <p>April 2007 Executive Vice President (<i>senmu torishimariyaku</i>), Corporate Executive Officer of ANA Holdings Inc.</p> <p>April 2009 Senior Executive Vice President, Representative Director, Corporate Executive Officer of ANA Holdings Inc.</p> <p>April 2012 Representative Director, President and Chief Executive Officer of ANA Strategic Research Institute Co., Ltd. (Until March 2016)</p> <p>June 2016 Outside Director of Happinet Corporation (To date)</p> <p>June 2016 Outside Director of Mitsubishi Estate Co., Ltd. (To date)</p> <p>July 2016 Outside Director of the Company (To date)</p> <p>February 2017 Member, Nomination &amp; Compensation Advisory Committee of the Company (To date)</p>	5 years	100% 17/17 meetings	—



	Name (Birthday)	Career Highlights, Positions, Significant Concurrent Positions	Years in office as Director	Attendance Record at Board of Directors Meetings	Number of Company's shares owned by the candidate
8	<b><u>Hiroataka</u></b> <b><u>MORISHITA</u></b>  (October 7, 1950)	<p>April 1976 Joined Toyota Industries Corporation</p> <p>March 1999 General Manager, Production Engineering Division, Automobile Group of Toyota Industries Corporation</p> <p>June 2005 Director of Toyota Industries Corporation</p> <p>June 2006 Managing Director of Toyota Industries Corporation</p> <p>June 2006 President and Chief Executive Officer of Izumi Machine Mfg. Co., Ltd. (Until February 2008)</p> <p>June 2008 President and Chief Executive Officer of Toyota Motor Industries Poland Sp.z o.o (Until June 2011)</p> <p>June 2008 Senior Managing Officer of Toyota Industries Corporation</p> <p>June 2010 Director of Toyota Industries Corporation</p> <p>June 2011 Senior Managing Director of Toyota Industries Corporation</p> <p>June 2013 Representative Director, Executive Vice President of Toyota Industries Corporation (Until June 2016)</p> <p>July 2020 Outside Director of the Company (To date)</p>	1 year	100% 14/14 meetings	—

	Name (Birthday)	Career Highlights, Positions, Significant Concurrent Positions	Years in office as Director	Attendance Record at Board of Directors Meetings	Number of Company's shares owned by the candidate
9	<u><b>Miho</b></u> <u><b>AOKI</b></u>  (April 12, 1961)	<p>April 1983 Joined Boston Consulting Group (Until July 1985)</p> <p>June 1987 Completed Harvard University Graduate School of Business (MBA)</p> <p>August 1987 Associate of Salomon Brothers Inc.</p> <p>January 1990 Director of Pfizer Inc.</p> <p>September 1995 General Manager of Estee Lauder Group of Companies Japan</p> <p>June 2001 Vice President of Deloitte Thomatsu Consulting Co., Ltd.</p> <p>July 2005 Representative Director of Esquel Japan Limited</p> <p>March 2008 Executive Vice President of Amway Japan LLC. (Until July 2010)</p> <p>April 2017 Part-time Lecturer, Department of Food Safety and Management of Showa Women's University</p> <p>April 2019 Specially Appointed Associate Professor, Department of Food Safety and Management of Showa Women's University</p> <p>April 2020 Associate Professor, Department of Food Safety and Management of Showa Women's University (To date)</p> <p>July 2020 Outside Director of Hitachi Transport System, Ltd. (To date)</p> <p>July 2020 Outside Director of the Company (To date)</p>	1 year	100% 14/14 meetings	—

	Name (Birthday)	Career Highlights, Positions, Significant Concurrent Positions	Years in office as Director	Attendance Record at Board of Directors Meetings	Number of Company's shares owned by the candidate
10	<b>Takamasa MIHARA *</b> (August 14, 1967)	<p>April 1991 Joined Toshiba Corporation</p> <p>September 2007 Administrative Manager of Toshiba Asia Pacific Pte. Ltd. (Singapore)</p> <p>June 2010 Group Manager, Employee Relations &amp; Work Force Planning Group, Human Resources and Administration Division of Toshiba Corporation</p> <p>July 2016 Group Manager, Human Resources Management Group, Human Resources and Administration Division of Toshiba Corporation</p> <p>April 2020 General Manager, Human Resources Management Department 1, Human Resources and Administration Division of Toshiba Corporation</p> <p>August 2020 General Manager, Governance Organization Project Team, Human Resources and Administration Division of Toshiba Corporation</p> <p>April 2021 Executive Officer, Corporate Vice President, General Executive, Human Resources and Administration Division, Vice President, Human Resources and Administration Division of Toshiba Corporation (To date)</p>	—	—	—

Notes

Underlined: Outside Director

\* Newly proposed Director

## Second Proposal: Election of one (1) Auditor

### 1. Reasons for Proposal

The term of office of the current one (1) Auditor (Yoshinari SATO) will expire at the conclusion of this Ordinary General Meeting of Shareholders.

Therefore, the Company proposes to elect the following one (1) Auditor.

< Candidate for Auditor >

Naohiro YAMAGUCHI \*

**Notes**

\* Newly proposed Auditor

"Auditor" means the Audit & Supervisory Board Member.

### 2. Details for Proposal

Candidate for Auditor is as follows.

	Name (Birthday)	Career Highlights, Positions, Significant Concurrent Positions	Number of Company's shares owned by the candidate
1	<b>Naohiro YAMAGUCHI *</b>  (March 10, 1962)	April 1984 Joined the Company June 2011 Production Executive, Global Solutions Business Group, Assistant to General Manager, Production & Procurement Group of the Company July 2015 Vice President, Chief Production Executive of the Company (To date) July 2015 General Manager, Production, Procurement & SCM Center of the Company April 2017 Representative Director of Toshiba Tec Information Systems (Shenzhen) Co., Ltd. June 2017 Director of the Company (To date) April 2021 General Manager, Corporate Strategic Production & Procurement Group of the Company (To date)	4,027 shares

**Notes**

\* Newly proposed Auditor

## Third Proposal: Election of one (1) Substitute Outside Auditor

### 1. Reasons for Proposal

The effective term of the current Substitute Outside Auditor, Tsuyoshi SAGAYA will expire at the beginning of this Ordinary General Meeting of Shareholders.

Therefore, in order to fill in without delay any future vacancy in Outside Auditors, the Company proposes to elect the following one (1) Substitute Outside Auditor.

< Candidate for Substitute Outside Auditor >

Tsuyoshi SAGAYA

### 2. Details for Proposal

Candidate for Substitute Outside Auditor is as follows.

Name (Birthday)	Career Highlights, Positions, Significant Concurrent Positions	Number of Company's shares owned by the candidate
<b>Tsuyoshi SAGAYA</b>  (September 6, 1973)	October 2001 Registered as Attorney at Law (To date) October 2001 Joined Tokiwa Law Office January 2004 Joined Oh-Ebashi LPC & Partners October 2007 Joined Tokiwa-Law Office January 2010 Established Sagaya Law Office Managing Director of Sagaya Law Office (To date) June 2016 Substitute Outside Auditor of the Company (To date)	—

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