

Securities Identification Code (1983)
June 1, 2016

Ryo MATSUKAWA
President and Chief Executive Officer

TOSHIBA PLANT SYSTEMS & SERVICES CORPORATION
36-5, Tsurumichuo 4-Chome, Tsurumi-ku, Yokohama, Japan

Notice of the 110th Annual General Meeting of Shareholders

Dear Shareholder;

You are cordially invited to attend the 110th Annual General Meeting of Shareholders, which will be held as described below.

If you cannot attend the meeting, you may exercise your voting rights by paper voting form or online voting. Please see the Reference Material accompanying this Notice, and vote by returning the enclosed "Voting Form" or visiting the website (<http://www.web54.net>), in accordance with the "Guide to Exercising Voting Rights" on pages 2 to 4. Your vote must reach us no later than 5:15 p.m., Wednesday, June 22, 2016.

Meeting Details

1. Date and Time

Thursday, June 23, 2016, at 10:00 a.m. JST, (The reception starts at 8:30a.m.)

2. Venue

The Company Meeting Room, Floor 1 of Tsurumi Toshiba Building
36-5, Tsurumichuo 4-Chome, Tsurumi-Ku Yokohama, Japan

3. Agenda

Matters to be reported:

1. Business report and financial statements for the year ended March 31, 2016.
2. Consolidated Annual Reports for the year ended March 31, 2016 (Consolidated Financial Statement and Audit Report on Consolidated Financial Statement by the Accounting Auditor and the Board of Corporate Auditors).

Matters to be resolved:

- Proposal No.1: Election of thirteen (13) Directors
- Proposal No.2: Election of one (1) Substitute Statutory Auditor
- Proposal No.3: Election of Accounting Auditor

Guide to Exercising Voting Rights

You may exercise your voting right by any of the following three methods.

You have the right to take part in important company decisions made at the General Meeting of Shareholders. Please refer to the “Reference Material” accompanying this Notice and exercise your voting rights.

Shareholders attending the Annual General Meeting of Shareholders



When attending on the day, please present the Voting Form enclosed, to the **reception desk**.

Date and
Time

Thursday, June 23, 2016, at 10:00 a.m. JST, (The reception starts at 8:30a.m.)

Venue

**The Company Meeting Room, Floor 1 of Tsurumi Toshiba Building
36-5, Tsurumichuo 4-Chome, Tsurumi-Ku, Yokohama, Japan**

Exercising Voting Rights by returning the enclosed “Voting Form”

*Applicable to shareholders provided with the Japanese version only.



Please indicate your approval or disapproval of each of the proposals on the Voting Form enclosed, and return the Form to the Company so that it reaches us by no later than the below-mentioned Voting Deadline.

Voting
Deadline

No later than 5:15 p.m. JST, Wednesday, June 22, 2016

Exercising Voting Rights via the Internet



Please access the Company’s designated “Website for Exercising Voting Rights” (below-mentioned URL/Japanese version only) and exercise your voting rights by entering your approval or disapproval of each of the proposals. Please see pages 3 to 4 for further information.

Website for Exercising
Voting Rights

<http://www.web54.net>

Voting
Deadline

No later than 5:15 p.m. JST, Wednesday, June 22, 2016

NOTICES

1. When you exercise your voting rights both by returning the enclosed “Voting Form” and via the Internet, only the vote received last shall be accepted as valid, however, when votes both by returning the enclosed “Voting Form” and via the Internet arrive on the same day, only the vote via the Internet shall be accepted as valid.
2. When you exercise your voting rights more than once via the Internet, only the most recent vote shall be accepted as valid.
3. When attending on the day, Shareholders do not need to exercise voting rights by returning the enclosed “Voting Form” nor via the Internet. Please present the Voting Form enclosed to the reception desk on the day.

*Applicable to shareholders provided with the Japanese version only.

Exercising Voting Rights via the Internet

1. Website for Exercising Voting Rights

Voting rights may only be exercised via the Internet using the “Website for Exercising Voting Rights” designated by the Company via PC or smartphone.

A site accessible via mobile phone is not available.

Website for Exercising Voting Rights

<http://www.web54.net>

Deadline for exercising voting rights via the Internet:

5:15 p.m., Wednesday, June 22, 2016

2. How to exercise voting rights

When exercising your voting rights via the Internet, please access the “Website for Exercising Voting Rights” using “Voting Code” and “Password” printed on the right of the Voting Form and enter your vote by following the instructions on the website.

3. Exercising voting rights via the Internet

1. The deadline for exercising voting rights via the Internet is 5:15 p.m., Wednesday, June 22, 2016, however, in consideration of the vote tallying process, we kindly ask that you exercise your voting rights as soon as possible.
2. Shareholders are responsible for paying any fees incurred by accessing the “Website for Exercising Voting Rights.”

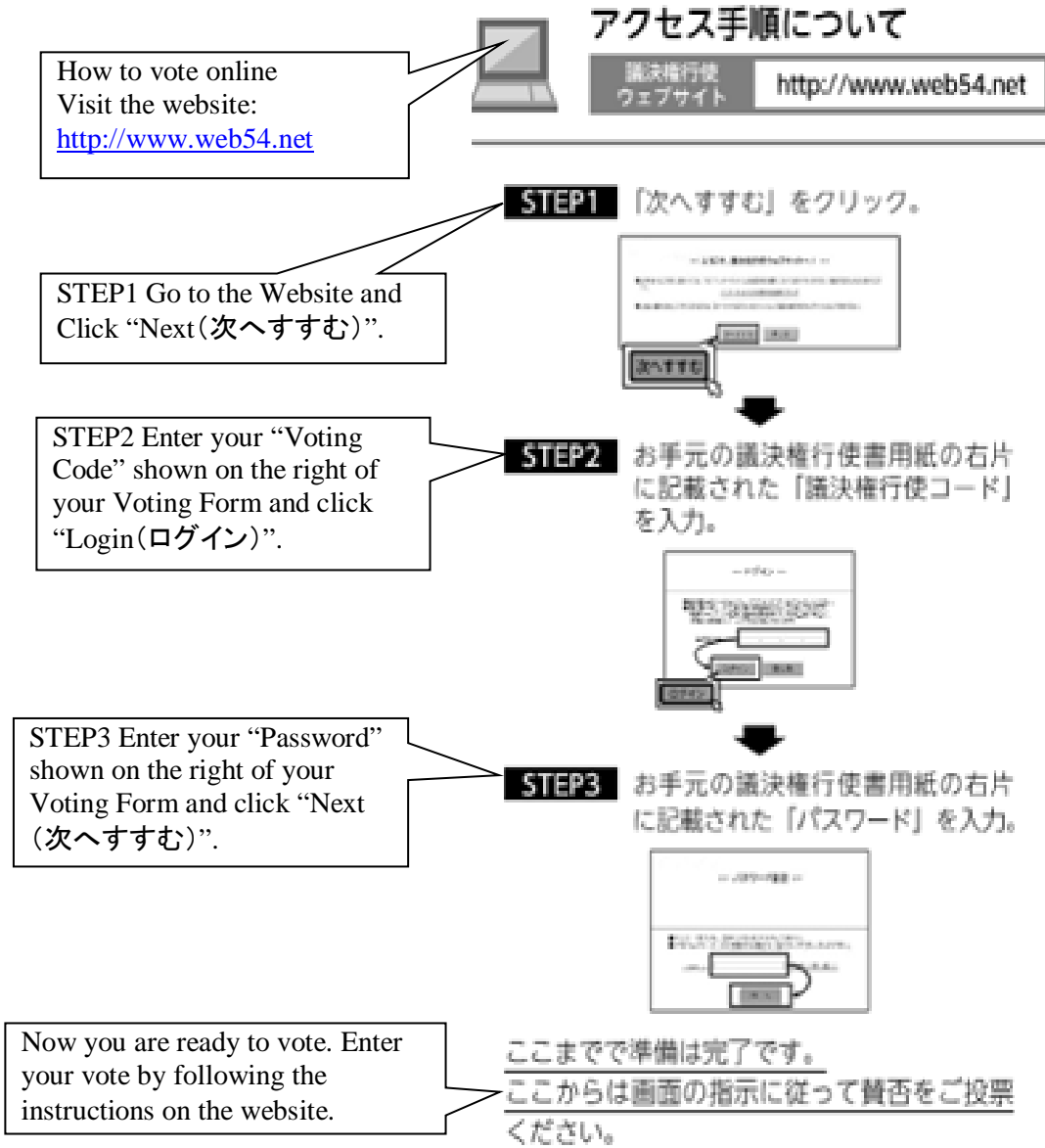
4. Handling of “Passwords” and “Voting Code”

1. The “Passwords” are important information to identify the individual casting a vote as the actual shareholder. Please keep your “Passwords” safe.
2. If the wrong “Passwords” are entered a certain number of times, the main screen will no longer be accessible. Shareholders who wish to have a “Passwords” reissued are advised to follow the instructions shown on the website.
3. “Voting Code” printed on the right of the “Voting Form” is only effective for the current Annual General Meeting of Shareholders.

***For Institutional Investors**

The Electronic Voting Platform to exercise the voting rights is available for institutional investors who made prior application to use the “Electronic Voting Platform” operated by ICJ Inc.

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All inquiries regarding Online Voting

- (1) If you have any inquiries about Online Voting, please contact the following:

Securities Transfer Agent Web-Support Dial
Sumitomo Mitsui Trust Bank, Limited:

TEL:0120-652-031 (toll free)
(Opening Hours: 9:00 a.m. to 9:00 p.m.)

- (2) Other Inquiries

- Shareholders who have accounts with brokers.
Please contact your broker.
- Shareholders who do not have accounts with brokers.
(special account holders)
Please contact the following:

Securities Transfer Agent
Sumitomo Mitsui Trust Bank, Limited:

TEL :0120-782-031 (toll free)
(Opening Hours: 9:00 a.m. to 5:00 p.m.
excluding Saturdays, Sundays and National Holidays)

Reference Material

Proposals and References

Proposal No.1: Election of thirteen (13) Directors

At the end of this Annual General Meeting of Shareholders, the term of office of all twelve (12) Directors will expire.

In order to further enhance and strengthen corporate governance, the Company wishes to increase the number of Outside Director by one (1) person. The Company therefore asks the shareholders to elect thirteen (13) Directors.

The director candidates are as follows:

Candidate Number	Name (Date of Birth)	Professional Profile	Number of Company's shares owned by the candidate
1	Ryo MATSUKAWA (February 23, 1955) <div style="border: 1px solid black; padding: 2px; display: inline-block;">For reelection</div>	<p>April 1979 Joined Tokyo Shibaura Electric Co.,Ltd</p> <p>January 2011 General Manager of Fuchu Complex, Transmission Distribution & Industrial Systems Company of Toshiba Corporation</p> <p>April 2011 General Manager of Fuchu Complex, Social Infrastructure Systems Company of Toshiba Corporation</p> <p>June 2013 Executive Quality Leader and General Manager of Management Innovation Planning Division of Power Systems Company of Toshiba Corporation</p> <p>June 2014 Joined the Company, Assistant to President</p> <p>June 2014 Representative Director, President and Chief Executive Officer, President(Present position)</p>	9,200 shares

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Candidate Number	Name (Date of Birth)	Professional Profile	Number of Company's shares owned by the candidate
2	Shunichi HAGA (January 18, 1955) <div>For reelection</div>	March 1978 Joined the Company October 2006 Deputy General Manager of Nuclear Engineering & Construction Division June 2008 Executive Officer, Deputy General Manager of Nuclear Engineering & Construction Division June 2009 Director, Vice President, General Manager of Innovation Planning Division June 2011 Director, Vice President, General Manager of Nuclear Engineering & Construction Division June 2012 Director, Senior Vice President, General Manager of Nuclear Engineering & Construction Division June 2013 Director, Executive Vice President, Assistant to President, General Manager of Nuclear Engineering & Construction Division, responsible for Industrial Safety & Environment Control Division (Present position)	12,400 shares
3	Yasuyuki SAITO (January 26, 1958) <div>For reelection</div>	April 1976 Joined the Company April 2010 Deputy General Manager of Industrial Systems Division June 2011 Executive Officer, Deputy General Manager of Industrial Systems Division June 2012 Director, Vice President, Deputy General Manager of Industrial Systems Division June 2013 Director, Senior Vice President, General Manager of Industrial Systems Division(Present position)	8,700 shares

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Candidate Number	Name (Date of Birth)	Professional Profile	Number of Company's shares owned by the candidate
4	Masaharu YOSHIDA (December 25, 1958) <div>For reelection</div>	April 1981 Joined the Company April 2009 Chief Specialist of Power Systems Planning Department, Power Systems Division January 2011 Chief Specialist of Power Plant Systems Planning Department, Power Plant Systems Division April 2011 Chief Specialist of Innovation Planning Division July 2011 Chief Fellow Specialist of Innovation Planning Division June 2012 Executive Officer, General Manager of Innovation Planning Division June 2013 Director, Vice President, General Manager of Innovation Planning Division August 2015 Director, Senior Vice President, General Manager of Innovation Planning Division (Present position)	7,444 shares
5	Yoshikatsu TANAKA (January 16, 1959) <div>For reelection</div>	April 1982 Joined Tokyo Shibaura Electric Co.,Ltd. May 2009 General Manager of Accounting Division, Personal Computer & Network Company of Toshiba Corporation April 2010 General Manager of Accounting Division, Digital Products & Network Company of Toshiba Corporation April 2011 General Manager of Accounting Division, Digital Products & Services Company of Toshiba Corporation June 2012 Joined the Company, Assistant to General Manager of Finance & Accounting Division June 2012 Director, Vice President, General Manager of Finance & Accounting Division, General Manager of IFRS & Internal Control Promotion Division (Present position)	7,500 shares

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Candidate Number	Name (Date of Birth)	Professional Profile	Number of Company's shares owned by the candidate
6	Kenji USUI (February 8, 1959) <div>For reelection</div>	April 1981 Joined Tokyo Shibaura Electric Co.,Ltd June 2008 General Manager of HR & Administration Division, Social Infrastructure Systems Company of Toshiba Corporation April 2011 General Manager of HR & Administration Division, Social Infrastructure Systems Company of Toshiba Corporation June 2013 Joined the Company, Assistant to General Manager of Administration & Human Resources Division June 2013 Director, Vice President, General Manager of Administration & Human Resources Division, General Manager of Export Control Division (Present position)	6,100 shares
7	Takeshi SUEMOTO (March 29, 1958) <div>For reelection</div>	April 1981 Joined Tokyo Shibaura Electric Co., Ltd. June 2011 General Manager of Business Strategy & Planning Division, Power Systems Company of Toshiba Corporation June 2013 Joined the Company, Assistant to General Manager of Corporate Planning Division June 2013 Executive Officer, General Manager of Corporate Planning Division June 2014 Director, Vice President, General Manager of Corporate Planning Division (Present position)	6,400 shares

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Candidate Number	Name (Date of Birth)	Professional Profile	Number of Company's shares owned by the candidate
8	Masataka HAYASHI (November 8, 1956) <div>New candidate</div>	April 1979 Joined Tokyo Shibaura Electric Co.,Ltd April 2009 Technology Executive of Thermal Power Plant Engineering, Power Systems Company of Toshiba Corporation October 2009 Technology Executive and General Manager of Thermal Power Plant Engineering, Power Systems Company of Toshiba Corporation April 2010 Technology Executive of Thermal Power Plant Engineering, Power Systems Company of Toshiba Corporation July 2013 Technology Executive of Thermal & Hydro Power Plant Engineering, Power Systems Company of Toshiba Corporation April 2016 Technology Executive of Thermal & Hydro Power Plant Engineering, Energy Systems & Solutions Company of Toshiba Corporation June 2016 Joined the Company, Assistant to General Manager of Innovation Planning Division(Present position)	- shares
9	Koichi KAMEI (May 20, 1959) <div>New candidate</div>	April 1982 Joined the Company April 2011 Assistant General Manager of Nuclear Engineering & Construction Division June 2011 Executive Officer, Deputy General Manager of Nuclear Engineering & Construction Division (Present position)	8,800 shares

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Candidate Number	Name (Date of Birth)	Professional Profile	Number of Company's shares owned by the candidate
10	Masayuki KITABAYASHI (August 6, 1959) <div>New candidate</div>	April 1982 Joined Tokyo Shibaura Electric Co.,Ltd April 2010 Technology Executive of Industrial Systems, Social Infrastructure Systems Company of Toshiba Corporation April 2011 Technology Executive of Industrial Systems, Social Infrastructure Systems Company of Toshiba Corporation July 2011 Technology Executive of Distribution Systems, Social Infrastructure Systems Company of Toshiba Corporation October 2013 Technology Executive of Distribution Systems, Community Solutions Company of Toshiba Corporation April 2016 Joined the Company, Chief Fellow Specialist of Infrastructure Systems Division (Present position)	- shares
11	Kazunori TSURUHARA (March 7, 1963) <div>New candidate</div>	April 1983 Joined the Company October 2007 Group Manager of Overseas Construction Management Group, Thermal Power Plant Department of Power Systems Division January 2011 Group Manager of Overseas Construction Management Group, Thermal Power Plant Department of Power Plant Systems Division April 2012 Senior Manager of Thermal Power Plant Department, Power Plant Systems Division July 2014 Senior Manager of Overseas Thermal Power Systems Project Department, Power Plant Systems Division August 2015 Executive Officer, Deputy General Manager of Power Plant Systems Division (Present position)	3,818 shares

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Candidate Number	Name (Date of Birth)	Professional Profile	Number of Company's shares owned by the candidate
12	Kishiko WADA (Registered Name: Kishiko INOUE) (June 20, 1971) <div style="border: 1px solid black; padding: 2px; display: inline-block;">For reelection</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">Outside Director</div>	April 1996 Registered as Attorney at Law (Present position) August 2015 (Outside) Director of the Company(Present position)	- shares
13	Yoshikazu YOKOYAMA (July 2, 1964) <div style="border: 1px solid black; padding: 2px; display: inline-block;">New candidate</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">Outside Director</div>	July 1993 Registered as Certified Public Accountant (Present position) September 1993 Registered as Certified Public Tax Accountant (Present position) June 2003 Auditor of YOROZU CORPORATION(until June 2015)	- shares

Notes:

1. Tokyo Shibaura Electric Co., Ltd. was renamed to be the current Toshiba Corporation.
2. There is no special interest between the above candidates and the Company.
3. “President”, “Executive Vice President”, “Senior Vice President” and “Vice President” are the titles for Executive Officers.
4. Both Kishiko WADA and Yoshikazu YOKOYAMA are the candidates for Outside Directors.
5. Special notes on the candidates for Outside Directors are as stated below:
 - (1) Reasons for the nomination of candidates for Outside Directors:
 - I. As Kishiko WADA has extensive knowledge and experience as an Attorney at Law for many years, with a high degree of independence, she has been contributing to enforcement of the Company’s corporate governance. Therefore, the Company asks shareholders to elect her continuously as the Company’s Outside Director.

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- II. As Yoshikazu YOKOYAMA has extensive knowledge and experience as a Certified Public Accountant and as a Certified Public Tax Accountant for many years, with a high degree of independence, the Company is convinced that he would contribute to enforcement of the Company's corporate governance. Therefore, the Company asks shareholders to elect him as the Company's Outside Director.
- (2) Reasons that the Company is convinced that the candidates are capable of properly performing their duties as the Company's Outside Directors:
- I. Although Kishiko WADA has not been directly involved in corporate management in the past, she does however have extensive experience and knowledge as an Attorney at Law, therefore she has been completely fulfilling the expected role through supervising decision making by the Board of Directors and the execution of duties by the directors, such as providing the Company with valuable comments based on her different perspective from our industry segments. Therefore, the Company is convinced that the candidate is capable of properly performing her duties as the Company's Outside Director.
- II. Although Yoshikazu YOKOYAMA has not been directly involved in corporate management in the past, he does however have extensive experience and knowledge as a Certified Public Accountant and Certified Public Tax Accountant, therefore he is expected to completely fulfill the expected role through supervising decision making by the Board of Directors and the execution of duties by the directors, such as providing the Company with valuable comments based on his different perspective from our industry segments. Therefore, the Company is convinced that the candidate is capable of properly performing his duties as the Company's Outside Director.
- (3) The term of office of the candidate for Outside Director who is currently an Outside Director of the Company:
Kishiko WADA is currently an Outside Director of the Company, and her term of office will be 10 months at the end of this Annual General Meeting of Shareholders.
- (4) Limitation of Liability Agreement
The Company and Kishiko WADA have entered into an agreement limiting liability set forth in Article 423, Paragraph 1 of the Companies Act pursuant to Article 427, Paragraph 1 of the Companies Act, and if her reelection is approved, the Company intends to continue the aforesaid agreement. Also, subject to approval of Yoshikazu YOKOYAMA's election on this meeting, the Company intends to enter into the same agreement with Yoshikazu YOKOYAMA. Under the terms of the agreement between the Company and the candidates, the candidates' liability will be limited to a maximum amount stipulated by applicable laws and regulations and the limitation of liability would be effective when the candidates are without knowledge and not grossly negligent in performing their duties as Outside Directors.
- (5) Independent Officer
The Company has registered Kishiko WADA as an Independent Officer under the regulations of financial instruments exchanges of Tokyo Stock Exchange, Inc., and if her reelection is approved, the Company intends to continuously register her as an Independent Officer. Also, if Yoshikazu YOKOYAMA's election is approved, the Company intends to register him as an Independent Officer under the regulations of financial instruments exchanges of Tokyo Stock Exchange, Inc. as well.
6. The "Number of Company's shares owned by the candidate" shows the number of shares held as of March 31, 2016.

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Proposal No.2: Election of one (1) Substitute Statutory Auditor

In order to be prepared in the event the number of Statutory Auditors falls below the number stipulated by laws and regulations, the Company asks shareholders to elect the following one (1) Substitute Statutory Auditor.

This Substitute Statutory Auditor shall be appointed only if the Company lacks the number of Statutory Auditors stipulated by law, and the term of office will be the remaining term of his predecessor.

The appointment of Fumihiro NAGAYA as Substitute Statutory Auditor under this Proposal may be cancelled, only before his assumption of office as the Statutory Auditor by a resolution of the Board of Directors after obtaining the consent of the Board of Statutory Auditors.

The Board of Statutory Auditors has consented to this Proposal.

The candidate is as follows:

Name (Date of Birth)	Professional Profile	Number of Company's shares owned by the candidate
Fumihiro NAGAYA (November 27, 1965) <div style="border: 1px solid black; padding: 2px; display: inline-block;">Outside Auditor</div>	April 1991 Assistant Judge April 2000 Public Prosecutor March 2003 Justice of Court April 2004 Researcher in the Supreme Court March 2009 Retired June 2009 Registered as Attorney at Law (Present position) June 2010 Statutory Auditor of the Company (until August 2015)	- shares

Note: 1. There is no special interest between the above candidate and the Company.

2. Fumihiro NAGAYA is a candidate for the Substitute Outside Auditor.

3. Special notes on the candidates for the Substitute Outside Auditor are as stated below:

(1) Reasons for the nomination of candidates for the Substitute Outside Auditor:

As Fumihiro NAGAYA has extensive knowledge and experience as Justice of Court and Attorney at Law for many years, the Company is convinced that he would be able to objectively fulfill a role of Outside Auditor from a fair, impartial, and independent standpoint. Therefore, the Company asks shareholders to elect him as the Company's Substitute Outside Auditor.

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- (2) Reasons that the Company is convinced that the candidate is capable of properly performing his duties as an Outside Auditor.
Although Fumihiro NAGAYA has not been directly involved in corporate management in the past, he does however have extensive experience and knowledge as a legal professional, therefore he is expected to fulfill the expected role of supervising the Company's management, such as providing the Company with valuable comments based on his different perspective from our industry segments. Therefore, the Company is convinced that he is capable of properly performing his duties as an Outside Auditor.
 - (3) Matters concerning the candidate for Substitute Outside Auditor having served as the Company's Statutory Auditor in the past:
Fumihiro NAGAYA resigned the Company's Statutory Auditor at the end of the adjourned meeting of the 109th Annual General Meeting of Shareholders held on August 7, 2015.
 - (4) Limitation of Liability Agreement
The Company intends to enter into an agreement with Fumihiro NAGAYA, limiting the liability set forth in Article 423, Paragraph 1 of the Companies Act pursuant to Article 427, Paragraph 1 of the Companies Act subject to approval of Fumihiro NAGAYA's election at this meeting, as he assumes the office of Outside Auditor. Under the terms of the agreement between the Company and Fumihiro NAGAYA, his liability will be limited to a maximum amount stipulated by applicable laws and regulations and the limitation of liability would be effective when Fumihiro NAGAYA is without knowledge and is not grossly negligent in performing his duties as an Outside Auditor.
 - (5) Independent Officer
If Fumihiro NAGAYA's election is approved and he assumes the office of Outside Auditor, the Company intends to register him as an Independent Officer under the regulations of financial instruments exchanges of Tokyo Stock Exchange, Inc.
4. The "Number of Company's shares owned by the candidate" shows the number of shares held as of March 31, 2016.

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Proposal No.3: Election of Accounting Auditor

The Accounting Auditor of the Company, Ernst & Young ShinNihon LLC, will leave office due to the expiration of the term of office at the end of this Annual General Meeting of Shareholders.

Accordingly, based on the resolution of the Board of Corporate Auditors, the Company asks for shareholders to newly elect PricewaterhouseCoopers Aarata as the Company's Accounting Auditor.

The reason for the Board of Corporate Auditors nominating PricewaterhouseCoopers Aarata as the Company's Accounting Auditor is that they are considered to have the required expertise, impartiality, efficiency and other attributes for the Company's Accounting Auditor and they have established a system to perform the Company's accounting audit appropriately and adequately.

Overview of the candidate for the Accounting Auditor is as follows:

Name	PricewaterhouseCoopers Aarata	
Office	Principal place of business:	Sumitomo Fudosan Shiodome Hamarikyu Building 8-21-1 Ginza, Chuo-ku, Tokyo, JAPAN
	Other offices:	Nagoya Office, Osaka Office and Fukuoka Liaison Office
History	June 2006	Established (as a subsidiary firm of PricewaterhouseCoopers (PwC) in Japan)
	July 2006	Started operations
	July 2015	Changed the corporate name to PricewaterhouseCoopers Aarata
Overview	Capital	1billion JPY (as of April 1, 2016)
	Staff	Senior Partners/Partners:121 Certified Public Accountants: 801 Passers in Certified Public Accountant Exam:434 Audit assistants: 700 Other administrative staff: 383 Total: 2,439 (as of March 31, 2016)
	Number of Auditee Companies	931 (as of June 30, 2015)

Note:

1. PricewaterhouseCoopers Aarata plans to convert to a Limited Liability Audit Corporation and change their corporate name to "PricewaterhouseCoopers Aarata LLC" on July 1, 2016 subject to the completion of the application process for registration with the Financial Services Agency and other processes.
2. The candidate has received compensation for the Financial Advisory Service from the Company's parent company and its subsidiary during the past two years, and the candidate plans to continuously receive such compensation from the parent company.