

## Summary Translation

This is a summary translation of the original notice in Japanese. The Japanese original notice is official and this summary is for your reference and convenience only. Toshiba Tec does not guarantee the accuracy of this summary.

Security Code (in Japan) 6588

June 9, 2016

**Takayuki IKEDA**  
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 91st Fiscal Year

**Dear Shareholders;**

Notice is hereby given that the Ordinary General Meeting of Shareholders for the 91st 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 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 (<http://www.web54.net>).

Your vote must reach the Company by 5:15 p.m., Thursday, June 23, 2015 (Japan Standard Time).

### 1. Date and Time

Friday, June 24, 2016, 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 91st Fiscal Year (from April 1, 2015 to March 31, 2016) and Audit Report for the Consolidated Financial Statements of the Certified Public Accountant and the Board of Auditors.

Because we did not receive the Audit Report for the Consolidated Financial Statements from the Accounting Auditor (Ernst & Young ShinNihon LLC) and the Board of Auditors, we will report on this subject at the adjournment of this Ordinary General Meeting of Shareholders to be held later.

Notes

"Auditor(s)" means the Audit & Supervisory Board Member(s) in this document.

## **b) Subject for Resolutions**

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

The term of office of the current eight (8) Directors will expire at the conclusion of this Ordinary General Meeting of Shareholders, and the Company will newly appoint two (2) Outside Directors highly independent from the Company.

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

Please refer to the attachment for details on the candidates for Directors.

#### < Candidates for Directors >

Takayuki IKEDA  
Masato YAMAMOTO  
Hiroshi TANGOKU  
Toshifumi MATSUMOTO  
Masatsugu SAKABE  
Yukio INOUE  
Kazuo YAJIMA \*  
Shinichiro AKIBA \*  
Michio KUWAHARA \*  
Shin NAGASE \*

Notes

Underlined: Outside Director

\* Newly proposed Director

### Second Proposal : Election of three (3) Auditors

The term of office of the current three (3) Auditors (Hiroyuki IKEDA, Haruo KAWASUMI and Toshihiko MATSUMOTO) will expire at the conclusion of this Ordinary General Meeting of Shareholders.

Therefore, the Company proposes to elect the following three (3) Auditors.

Please refer to the attachment for details on the candidates for Auditors.

#### < Candidates for Auditors >

Haruo KAWASUMI  
Hidetaka NONAMI \*  
Hideo TABUCHI \*

Notes

Underlined: Outside Auditor

\* Newly proposed Auditor

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

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.

Please refer to the attachment for details on the candidate for Substitute Outside Auditor.

#### < Candidate for Substitute Outside Auditor >

Tsuyoshi SAGAYA

Fourth Proposal : Election of Accounting Auditor

Ernst & Young ShinNihon LLC, the Accounting Auditor, will retire at the conclusion of this Ordinary General Meeting of Shareholders pursuant to the expiration of its term of office. Therefore, the Company proposes to elect the following Accounting Auditor based on the decision of the Board of Auditors.

< Candidate for Accounting Auditor >

Name of Accounting Auditor	PricewaterhouseCoopers Aarata
Address of Principal Office	Sumitomo Fudosan Shiodome Hamarikyu Bldg. 8-21-1 Ginza, Chuo-ku, Tokyo
Firm History	<p>June 2006 PricewaterhouseCoopers Aarata established as a member firm in Japan of PricewaterhouseCoopers (PwC)</p> <p>July 2006 Commencement of operations</p> <p>July 2015 Changed its corporate name in Japanese from "Aarata Kansa-houjin" to "PwC Aarata Kansa-houjin"</p>
Stated capital (as of April 1, 2016)	1,000 million yen
Personnel (as of March 31, 2016)	<p>Representative partners and partners: 121 persons</p> <p>CPAs: 801 persons</p> <p>CPA holders, etc.: 434 persons</p> <p>Audit assistants: 700 persons</p> <p><u>Other administrative personnel: 383 persons</u></p> <p>Total: 2,439 persons</p>
Number of Client Companies (as of June 30, 2015)	931 companies

Fifth Proposal : Revision to the Amount of Remuneration for Directors and Auditors

Current amounts of remuneration for Directors and Auditors are as below Table No.1.  
The Company proposes to change the amounts of remuneration for Directors and Auditors from a monthly base to an annual base. In addition, the Company proposes to make clear that Directors, to whom new share acquisition rights in the form of stock option for a stock-linked compensation plan are to be issued, are not “Directors (excluding Outside Directors)” but “Executive Directors”.

Revised amounts of remuneration for Directors and Auditors are as below Table No.2.  
The revised amount of remuneration for Directors does not include salaries to be paid as the employee portion for Directors who also work as employees.

The number of current Directors is eight (8) (including one (1) Outside Director) and the number of current Auditors is four (4). If the First Proposal and the Second Proposal are approved as proposed, the number of Directors will be ten (10) (including two (2) Outside Directors) and the number of Auditors will be four (4).

**Notes** “Executive Director” means (i) a Representative Director, or (ii) a Director other than a Representative Director, who is appointed by resolution of the Board of Directors as the Director who is to execute the operations of the Company.

Table No.1 < Current amounts of remuneration for Directors and Auditors >

	Amount
Amount of remuneration for Directors	Not more than 22 million yen per month *1
Amount of remuneration for Auditors	Not more than 7 million yen per month *2
Amount of new share acquisition rights in the form of stock option for a stock-linked compensation plan for Directors (excluding Outside Directors)	Not more than 30 million yen per year *2

**Notes** \*1 Approved at the 60th Ordinary General Meeting of Shareholders held on June 28, 1985

\*2 Approved at the 83rd Ordinary General Meeting of Shareholders held on June 26, 2008

Table No.2 < Revised amounts of remuneration for Directors and Auditors >  
(Parts proposed to be revised are underlined)

	Amount
Amount of remuneration for Directors	Not more than <u>300 million yen per year</u> (Including not more than <u>42 million yen</u> <u>per year for Outside Directors</u> )
Amount of remuneration for Auditors	Not more than <u>110 million yen per year</u>
Amount of new share acquisition rights in the form of stock option for a stock-linked compensation plan for <u>Executive Directors</u>	Not more than 30 million yen per year

**Note : Non-payment of Dividend of Surplus**

The Company decided not to pay the annual dividend considering its business performance and financial situation.

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■ Candidates for Directors

	Name (Birthday)	Career Highlights, Positions, Significant Concurrent Positions	Number of Company's shares owned by the candidate
1	<b>Takayuki IKEDA</b>  (September 15, 1957)	<p>April 1981 Joined Toshiba Corporation</p> <p>April 2007 General Manager, Storage Device Business Division of Toshiba Corporation</p> <p>April 2010 General Manager, Corporate Innovation Division of Toshiba Corporation</p> <p>June 2011 Director, Senior Vice President of the Company</p> <p>June 2014 Representative Director, President and Chief Executive Officer, Chief Risk Compliance Management Officer (CRO) of the Company (To date)</p>	12,000 shares
2	<b>Masato YAMAMOTO</b>  (June 9, 1957)	<p>April 1980 Joined the Company</p> <p>April 2004 Director of Toshiba Tec Singapore Pte Ltd</p> <p>April 2008 General Manager, International Operations of Retail Solutions Business Group of the Company</p> <p>June 2008 Vice President of the Company</p> <p>June 2011 Director, Senior Vice President of the Company</p> <p>June 2014 Director, Executive Vice President, Assistant to President of the Company (To date)</p> <p>January 2016 Responsible for Production and Service Solutions Bussiness Development of the Company (To date)</p>	26,000 shares

	Name (Birthday)	Career Highlights, Positions, Significant Concurrent Positions	Number of Company's shares owned by the candidate
3	<b>Hiroshi TANGOKU</b>  (September 24, 1957)	<p>April 1981 Joined the Company</p> <p>April 2008 General Manager, Kansai Main Branch of Retail Solutions Business Group of the Company</p> <p>June 2008 Vice President of the Company</p> <p>June 2014 Director, Senior Vice President of the Company (To date)</p> <p>April 2015 Managing Director, Retail Solutions Business Group of the Company (To date)</p>	37,000 shares
4	<b>Toshifumi MATSUMOTO</b>  (July 21, 1957)	<p>April 1981 Joined Toshiba Corporation</p> <p>October 2007 Chief Marketing Executive, Document Processing &amp; Telecommunication Systems Company of the Company</p> <p>June 2008 Vice President of the Company</p> <p>July 2010 Director, Chairman of Toshiba Tec Germany Imaging Systems GmbH</p> <p>April 2013 Assistant Managing Director, Global Solutions Business Group of the Company</p> <p>June 2014 Senior Vice President of the Company</p> <p>April 2015 Managing Director, Printing Solutions Business Group of the Company (To date)</p> <p>July 2015 Director, Senior Vice President of the Company (To date)</p>	41,000 shares

	Name (Birthday)	Career Highlights, Positions, Significant Concurrent Positions	Number of Company's shares owned by the candidate
5	<b>Masatsugu SAKABE</b>  (May 11, 1957)	<p>April 1981 Joined the Company</p> <p>June 2008 General Manager, Corporate Finance &amp; Accounting Division of the Company</p> <p>April 2012 General Manager, Corporate Innovation Division of the Company (To date)</p> <p>June 2013 Vice President of the Company</p> <p>June 2013 Responsible for Human Resources &amp; Administration and Legal Service, Executive Quality Leader of the Company (To date)</p> <p>June 2014 Director, Vice President of the Company</p> <p>July 2015 Director, Senior Vice President of the Company (To date)</p>	7,000 shares
6	<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, Responsible for Risk Management, Chief Financial Officer, General Manager of Corporate Finance &amp; Accounting Division ,General Manager of Risk Management Division of the Company (To date)</p> <p>October 2015 Director of the Company (To date)</p>	3,000 shares

	Name (Birthday)	Career Highlights, Positions, Significant Concurrent Positions	Number of Company's shares owned by the candidate
7	<b>Kazuo YAJIMA *</b>  (April 8, 1957)	April 1982 Joined the Company January 2009 General Manager, Corporate Strategic Planning Division of the Company (To date) June 2013 Vice President of the Company June 2014 Responsible for IT & Information Systems, Chief Marketing Executive of the Company (To date) July 2015 Senior Vice President of the Company (To date)	2,000 shares
8	<b>Shinichiro AKIBA *</b>  (August 1, 1956)	April 1979 Joined Toshiba Corporation April 2011 Assistant to President and Chief Executive Officer, Social Infrastructure Systems Company (in-house company) of Toshiba Corporation June 2011 Representative Director, President and Chief Executive Officer of Toshiba Elevator and Building Systems Corporation (Until March 2014) October 2013 Executive Officer, Corporate Senior Vice President of Toshiba Corporation (To date) October 2013 President and Chief Executive Officer, Community Solutions Company (in-house company) of Toshiba Corporation April 2016 President and Chief Executive Officer, Infrastructure Systems & Solutions Company (in-house company) of Toshiba Corporation (To Date)	—

	Name (Birthday)	Career Highlights, Positions, Significant Concurrent Positions	Number of Company's shares owned by the candidate
9	<b><u>Michio 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>May 2014 Outside Director of S Foods Inc. (To date)</p> <p>July 2015 Adviser of Marubeni Corporation (To date)</p> <p>April 2016 Auditor of Tokyo University of Foreign Studies (To date)</p>	—

	Name (Birthday)	Career Highlights, Positions, Significant Concurrent Positions	Number of Company's shares owned by the candidate
10	<b><u>Shin NAGASE</u></b> *  (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.</p> <p>April 2016 Adviser of ANA Holdings Inc. (To date)</p>	—

Notes Underlined: Outside Director  
\* Newly proposed Director

■ Candidates for Auditors

Name (Birthday)	Career Highlights, Positions, Significant Concurrent Positions	Number of Company's shares owned by the candidate
<b>Haruo KAWASUMI</b>  (May 3, 1957)	<p>April 1981 Joined the Company</p> <p>April 2010 General Manager, Corporate Internal Control Promotion Division of the Company</p> <p>August 2010 Deputy General Manager, Corporate Global Standard Promotion Division of the Company</p> <p>April 2012 Deputy General Manager, Corporate Finance &amp; Accounting Division of the Company</p> <p>April 2013 General Manager, Corporate J-SOX Promotion Division of the Company</p> <p>April 2014 General Manager, Risk Management Division, Senior Manager, Corporate Audit Group of Risk Management Division of the Company</p> <p>July 2015 Auditor (full-time) of the Company (To date)</p>	10,000 shares

Name (Birthday)	Career Highlights, Positions, Significant Concurrent Positions	Number of Company's shares owned by the candidate
<b>Hidetaka NONAMI *</b>  (May 30, 1958)	<p>April 1983 Joined Toshiba Corporation</p> <p>April 2011 General Manager, Asia, Middle East &amp; Africa Operations of Global Solutions Business Group of the Company</p> <p>April 2012 General Manager, Products &amp; Marketing Division of Global Solutions Business Group of the Company</p> <p>June 2012 Chief Marketing Executive, Global Solutions Business Group of the Company</p> <p>June 2013 Vice President of the Company (To date)</p> <p>April 2015 Deputy Managing Director, Printing Solutions Business Group of the Company (To date)</p>	4,000 shares
<b><u>Hideo TABUCHI</u> *</b>  (April 16, 1950)	<p>April 1974 Joined Nippon Oil Corporation</p> <p>June 2004 Executive Officer of Nippon Oil Corporation</p> <p>June 2007 Director of Nippon Oil Corporation</p> <p>June 2008 Corporate Auditor of Nippon Oil Corporation</p> <p>April 2010 Corporate Auditor of JX Holdings, Inc. (Until June 2014)</p>	—

Notes \* Newly proposed Director

■ Candidate for Substitute Outside Auditor

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)	—

— End —