

Securities Identification Code (1983)
June 1, 2017

Ryo MATSUKAWA
President and Chief Executive Officer

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

Notice of the 111th Annual General Meeting of Shareholders

Dear Shareholder;

You are cordially invited to attend the 111th 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 21, 2017.

Meeting Details

1. Date and Time

Thursday, June 22, 2017, 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, 2017.
2. Consolidated Annual Reports for the year ended March 31, 2017 (Consolidated Financial Statement and Audit Report on Consolidated Financial Statement by the Accounting Auditor and the Board of Statutory Auditors).

Matters to be resolved:

- Proposal No.1: Election of ten (10) Directors
Proposal No.2: Election of one (1) Substitute Statutory 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 22, 2017, 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 21, 2017

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 21, 2017

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 21, 2017

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 21, 2017, 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.”

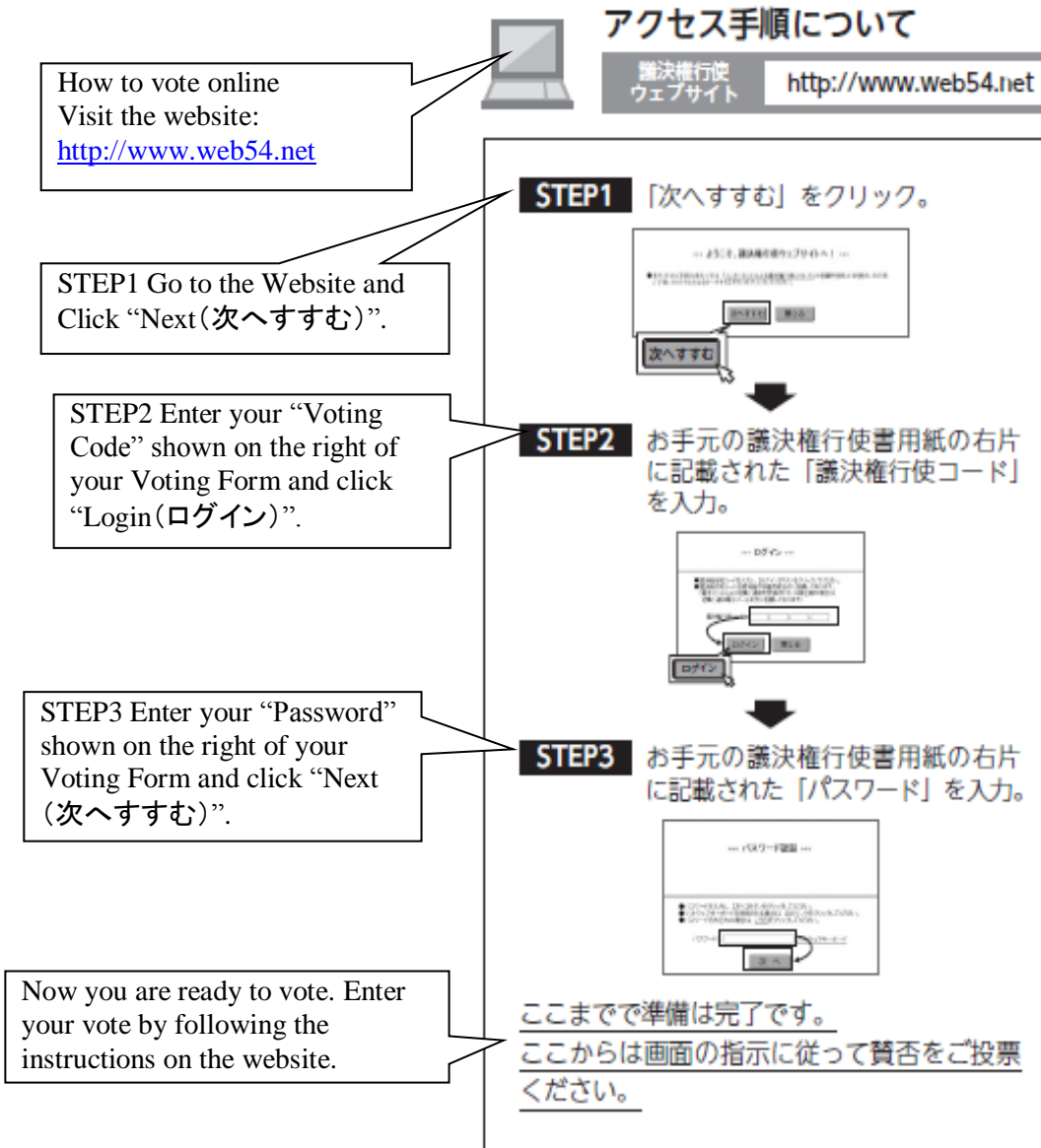
4. Handling of “Voting Code” and “Passwords”

1. “Voting Code” printed on the right of the “Voting Form” is only effective for the current Annual General Meeting of Shareholders.
2. The “Passwords” are important information to identify the individual casting a vote as the actual shareholder. Please keep your “Passwords” safe.
3. 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.

***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)

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Reference Material

Proposals and References

Proposal No.1: Election of ten (10) Directors

At the end of this Annual General Meeting of Shareholders, the term of office of all thirteen (13) Directors will expire. The Company therefore asks the shareholders to elect ten (10) 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	Masaharu YOSHIDA (December 25, 1958) <div>For reelection</div>	April 1981 Joined the Company 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 June 2016 Director, Executive Vice President, Assistant to President, General Manager of Power Plant Systems Division (Present position)	7,944 shares

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Candidate Number	Name (Date of Birth)	Professional Profile	Number of Company's shares owned by the candidate
2	Masataka HAYASHI (November 8, 1956) <div style="border: 1px solid black; padding: 2px; display: inline-block;">For reelection</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 June 2016 Director, Executive Vice President, Assistant to President, General Manager of Innovation Planning Division (Present position)	5,300 shares

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Candidate Number	Name (Date of Birth)	Professional Profile	Number of Company's shares owned by the candidate
3	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 June 2016 Director, Senior Vice President, General Manager of Finance & Accounting Division, General Manager of IFRS & Internal Control Promotion Division (Present position)	7,900 shares
4	Koichi KAMEI (May 20, 1959) <div>For reelection</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 June 2016 Director, Senior Vice President, General Manager of Nuclear Engineering & Construction Division (Present position)	9,100 shares

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Candidate Number	Name (Date of Birth)	Professional Profile	Number of Company's shares owned by the candidate
5	Kenji USUI (February 8, 1959) <div>For reelection</div>	<p>April 1981 Joined Tokyo Shibaura Electric Co.,Ltd</p> <p>June 2008 General Manager of HR & Administration Division, Social Infrastructure Systems Company of Toshiba Corporation</p> <p>April 2011 General Manager of HR & Administration Division, Social Infrastructure Systems Company of Toshiba Corporation</p> <p>June 2013 Joined the Company, Assistant to General Manager of Administration & Human Resources Division</p> <p>June 2013 Director, Vice President, General Manager of Administration & Human Resources Division, General Manager of Export Control Division (Present position)</p>	6,300 shares
6	Masayuki KITABAYASHI (August 6, 1959) <div>For reelection</div>	<p>April 1982 Joined Tokyo Shibaura Electric Co.,Ltd</p> <p>July 2011 Technology Executive of Distribution Systems, Social Infrastructure Systems Company of Toshiba Corporation</p> <p>October 2013 Technology Executive of Distribution Systems, Community Solutions Company of Toshiba Corporation</p> <p>April 2016 Joined the Company, Chief Fellow Specialist of Infrastructure Systems Division</p> <p>June 2016 Director, Vice President, General Manager of Infrastructure Systems Division (Present position)</p>	5,100 shares

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Candidate Number	Name (Date of Birth)	Professional Profile	Number of Company's shares owned by the candidate
7	Kazunori TSURUHARA (March 7, 1963) For reelection	<p>April 1983 Joined the Company</p> <p>April 2012 Senior Manager of Thermal Power Plant Department, Power Plant Systems Division</p> <p>July 2014 Senior Manager of Overseas Thermal Power Systems Project Department, Power Plant Systems Division</p> <p>August 2015 Executive Officer, Deputy General Manager of Power Plant Systems Division</p> <p>June 2016 Director, Vice President, Deputy General Manager of Power Plant Systems Division (Present position)</p>	5,218 shares
8	Yasuo YAMAZAKI (August 29, 1959) New candidate	<p>April 1982 Joined the Company</p> <p>April 2012 Assistant General Manager of Industrial Systems Division</p> <p>June 2013 Executive Officer, Deputy General Manager of Industrial Systems Division (Present position)</p>	6,200 shares

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Candidate Number	Name (Date of Birth)	Professional Profile	Number of Company's shares owned by the candidate
9	Kishiko WADA (Registered Name: Kishiko INOUE) (June 20, 1971) <div>For reelection</div> <div>Outside Director</div>	April 1996 Registered as Attorney at Law (Present position) August 2015 (Outside) Director of the Company (Present position)	- shares
10	Yoshikazu YOKOYAMA (July 2, 1964) <div>For reelection</div> <div>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) June 2016 (Outside) Director of the Company (Present position)	- shares

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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.
 - 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, he has been contributing to enforcement of the Company’s corporate governance. Therefore, the Company asks shareholders to elect him continuously 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 as a Certified Public Tax Accountant, therefore he 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 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 candidates for Outside Directors who are currently Outside Directors of the Company:
 - I. Kishiko WADA is currently an Outside Director of the Company, and her term of office will be 1 year and 10 months at the end of this Annual General Meeting of Shareholders.
 - II. Yoshikazu YOKOYAMA is currently an Outside Director of the Company, and his term of office will be 1 year at the end of this Annual General Meeting of Shareholders.
 - (4) Limitation of Liability Agreement

The Company has entered into an agreement with Kishiko WADA and Yoshikazu YOKOYAMA respectively 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 their reelection is approved, the Company intends to continue the aforesaid agreement. Under the terms of the agreement between the Company and the candidates, their 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 Officers

The Company has registered Kishiko WADA and Yoshikazu YOKOYAMA as Independent Officers under the regulations of financial instruments exchanges of Tokyo Stock Exchange, Inc., and if their reelection is approved, the Company intends to continuously register them as Independent Officers.
6. The “Number of Company’s shares owned by the candidate” shows the number of shares held as of March 31, 2017.

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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) Outside Auditor	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 candidate for the Substitute Outside Auditor are as stated below:

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

As Fumihiro NAGAYA has extensive knowledge and experience as a Justice of Court and as an 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 the Company's 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 the Company's 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 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, 2017.

-End-