

To Our Shareholders

**Supplementary Material to Notice of
General Meeting of Shareholders
(Information we wish to convey to our
shareholders)**

Toshiba Machine Co., Ltd.

March 5, 2020

TOSHIBA MACHINE
Shibaura Machine

To Our Shareholders

- At this shareholders meeting, we will be asking our shareholders to choose whether to allow the inappropriate acquisition of the Company by Office Support (a company under the influence of Mr. Yoshiaki Murakami) or whether to trust our management policy.
- The Company is currently implementing the Management Reform Plan toward the new “Shibaura Machine.” We are promoting measures in line with our policies on growth investments and shareholder return, and the Board of Directors, the majority of whom are independent outside directors, is supervising the implementation of the Plan. On February 21, in response to recommendations from the Nomination Advisory Committee, we decided to replace our President and Chief Operating Officer from the perspective of ensuring the effectiveness of the Management Reform Plan and strengthening our M&A strategy.
- Prior to the announcement of the Management Reform Plan, and behind the backs of general shareholders (immediately prior to our reporting of earnings), Office Support persistently demanded consultations for the execution of a non-disclosure agreement and the conducting of a large-scale share buyback. When we turned down their demands and proposed to have dialogues after announcing the Plan, they suddenly forcefully commenced a TOB. Rather than revive takeover defense measures, we established “response policies for the shareholders to determine” whether to accept the purchase by Office Support for taking over the Company.
- From various media reports, it is clear that the bidders, including Office Support, are practically controlled by Mr. Yoshiaki Murakami. Yet surprisingly, they have denied this fact and each company insists that they operate their own business and are not a single entity. These companies are unlisted companies engaged in real estate purchase and sale brokerage services. They have not yet submitted an announcement of their financial results, and they also include companies whose liabilities exceed its assets. Moreover, they have strong suspicion of violating Foreign Exchange and Foreign Trade Control Act (FEFTA) (prior to revision) due to acting on behalf of Mr. Murakami, a foreign investor.
- On the other hand, despite that the maximum limit of the TOB (43.82%) is the level that practically signifies the acquisition of corporate management control, they have not indicated any form of management policy after the TOB. They are merely persistently requesting an instantaneous increase in ROE through excessive share buyback.
- For the Company, being forced into a large-scale share buyback, which will inhibit the Management Reform Plan, is nothing less than an “imminent threat.” We would like to ask our shareholders to properly determine whether to accept the coercive purchase by Office Support. In particular, we would like to ask institutional investors to make prudent judgments from the perspective of stewardship responsibility and long-term returns for pension funds, etc., which are the asset owners.

Outline of Office Support's Proposal

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Office Support

The Company

Forcefully commenced a TOB
(Coercive/maximum limit: 43.82%)

**Large-scale
purchase**

Make a proposal at the shareholders meeting for
implementing policies for responding to Office
Support and triggering countermeasures

No policy

**Management
policy**

Implement Management Reform Plan
(Sales of 135 billion yen, operating profit ratio of 8%, ROE of 8.5%,
payout ratio of 40%)

Shareholder return of 40-50 billion yen
(Persistently requested the execution of a non-disclosure agreement
in order to have such consultations.)

Use of funds

Growth investments of 30 billion yen and
dividends of 15 billion yen by FY2023

No policy

(Initially affirmed the management but then denied it, and repeated
backtracking.)

Governance

Majority of directors are independent outside
directors
(6 out of 11 directors are independent outside directors)

Despite its aim for becoming a controlling shareholder (up to
43%), denied that Mr. Yoshiaki Murakami is the substantive
controller and claimed that each company is "not a single
entity."

**Shareholder
composition**

Strengthened governance from the perspective of protection
of minority shareholders, following the sales of the Company
shares held by Toshiba, which was the controlling
shareholder.

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Extraordinary Shareholders Meeting Q&A

What is the purpose for holding a shareholders meeting?

At present, several business firms under the influence of Mr. Yoshiaki Murakami, including Office Support, own Company shares and are engaged in a TOB (takeover bid) on the Company shares. The Company is implementing the Management Reform Plan toward the new “Shibaura Machine,” and the TOB by Office Support is a significant factor of inhibiting the implementation of the Company’s Management Reform Plan. The extraordinary shareholders meeting **is held for the purpose of confirming our shareholders’ intention on whether to accept the large-scale purchase by Office Support.**

What kind of proposal will be resolved?

There are two proposals. In the first proposal, we would like to ask you to approve (the introduction of) the response policies that were resolved by the Board of Directors of the Company on January 17 following receipt of a TOB notice from Office Support. In the other proposal, we would like to ask for your judgment on the appropriateness of actually triggering countermeasures based on the response policies.

In other words, we would like you to consider them as “**proposals on whether you trust the Company’s Management Reform Plan.**”

What countermeasures are you referring to?

If our proposals are approved at the shareholders meeting, the Company will allot share acquisition rights without contribution to its shareholders. These share acquisition rights will be allotted to all shareholders holding the Company shares on the record date (expected to be April 24, 2020). Share acquisition rights will be allotted on the condition that the Company will acquire the share acquisition rights in exchange for common shares, and thus its shareholders will automatically receive common shares of the Company.

However, common shares will not be allotted to large-scale bidders and their associates (such as Office Support), and share options will be allotted subject to the condition that differs from that for other shareholders, which is “the exercise of the rights is only permitted within a scope in which the ownership ratio is less than 20% after canceling or withdrawing the large-scale purchase.” As a result, only the shareholdings of the large-scale bidders and their associates will be diluted to a certain extent.

Wouldn't discriminatory handling of specific shareholders be a problem?

To be clear, the Company has not been purposely driving out Office Support, and rather, has engaged in dialogue with Office Support for more than a year. Some of the points they have brought up are true, such as our failure to achieve our previous mid-term management plan and the recent decline in current share prices. These points they have brought up are important in the sense that feedback from shareholders encourages discipline amongst our management, and the Independent Committee of the Company also acknowledged this.

However, the situation changes if Office Support is aiming to be a controlling shareholder. They are only seeking short-term profit (cash gains) for themselves. **They are only interested in forcing us to buyback a large quantity of our shares and pay dividends, and they have no interest in our business strategy. On top of that, they have been going behind the backs of general shareholders when making their requests (while persistently requesting the execution of a non-disclosure agreement with the Company). Then, when they realized that their requests would not be accepted as they expected, they suddenly forcefully commenced a TOB.**

We believe that such large-scale purchase by Office Support could be a significant factor of inhibiting the implementation of the Company's Management Reform Plan and could damage our corporate value and the common interests of our shareholders. Furthermore, we believe that the final decision on whether to take countermeasures should be left to our shareholders, and this is why we have decided to hold a shareholders meeting.

Why do you oppose the TOB by Office Support?

Opposition Reason 1. Suspicion of Office Support's eligibility as a controlling shareholder:

Most of the business firms under the influence of Mr. Yoshiaki Murakami (known amongst the general public as the former Murakami Fund Group) are **unlisted companies that have not yet submitted an announcement of their financial results, and some of them are companies with liabilities exceeding assets**. While frequent stock assignments and transfers between shareholders in the past have been confirmed, the actual situation at the group is unclear.

When we asked for confirmation that these companies are “practically controlled by Mr. Yoshiaki Murakami,” they denied such fact, and actually insisted that, “**we operate our own businesses, and are not a single entity formally nor practically**.” Given that a number of media reports have indicated that Mr. Murakami is leading the TOB, we cannot help feeling surprised that their response to our question was so far from the actual situation. If they insist that they are really aiming to be a controlling shareholder while operating separately, we can never expect that such behavior will have a positive impact on the increase in our corporate value.

A more serious problem is **the strong suspicion of infraction of FEFTA**. Mr. Yoshiaki Murakami is a foreign investor living in Singapore. He has publically conducted himself as a TOB bidder in media such as Nikkei Business, and is promoting the TOB by using Japanese companies such as Office Support as an extension of himself (**during a meeting between the Company and Office Support on November 22, 2018, we were told that “Office Support is a company used for the management of Mr. Yoshiaki Murakami's assets,” and the Company keeps the audio recording data of this meeting**). These actions have strong suspicion of violating FEFTA. Since being held responsible for violating FEFTA in the so-called “COCOM violation incident” in 1987, we have paid utmost attention to complying with this Act. We are concerned that the large-scale purchase of the Company shares by a shareholder who has problems in following laws, such as Office Support, may lead to the risk of violating FEFTA and have a serious adverse effect on our business. If an order to sell shares were to be made by the authorities (the FEFTA stipulates that violators may be subject to orders to suspend the purchase or to sell shares), this could result in a sudden change of the controlling shareholder or a sharp drop in share prices.

Opposition Reason 2. Short-term and excessive shareholder return:

The Company is convinced that the implementation of the Management Reform Plan announced on February 4 will lead to the sustained increase in our corporate value. On the other hand, Office Support aims to acquire 43% of our shares through the TOB (substantially acquiring corporate management control), yet they **have no specific measures** regarding our management policy after consummation of the TOB, and **are merely obsessed with “short-term and excessive shareholder return.”** At first glance, their demands, such as ROE management, may sound agreeable, but it is clear that a large-scale share buyback will make our growth investments difficult and will damage the shareholder value over the mid- to long-term.

Opposition Reason 3. Ad-hoc and inconsistent claims:

At the commencement time of the TOB (Tender Offer Registration Statement), Office Support stated that it would like the current management to take charge of management and professed itself a business partner. However, after we announced our Management Reform Plan on February 4, Office Support began to question the management responsibility of the Company. As can be seen by this, **their behavior is ad-hoc and their claims are inconsistent by repeated backtracking.** Management stagnation and confusion will be unavoidable if such a shareholder becomes a controlling shareholder.

Opposition Reason 4. Coercive nature of the TOB:

Coercive nature means that, “if any of our shareholders are concerned that Office Support will become a controlling shareholder, **they will feel that it is risky for them to remain as a minority shareholder and will instead be motivated to tender their shares in the TOB.**” In TOBs, since it is not possible to know whether other shareholders will tender their shares in the TOB, there are some cases in which shareholders are unwillingly motivated to tender their shares in the TOB to avoid the risk of being left as a minority shareholder. This TOB is considered to be a typical example of a “TOB with coercive nature,” yet Office Support has absolutely no understanding of this issue.

Opposition Reason 5. Past examples of investments by the bidding group including Office

Support:

Looking at past examples of investments made by investment vehicles under the influence of Mr. Yoshiaki Murakami, **there are a number of cases in which priority was given to acquiring large amounts of cash** from investee companies **that did not lead to securing the common interests of shareholders or enhancing the corporate value over the mid- to long-term**. Such cases involved agreements being reached to sell the company just a few months after a large-scale share buyback (an act that makes the company buy its holdings at a high price) or appointing outside directors. Given that the request made by Office Support to the Company adheres to short-term and excessive shareholder return, we are concerned that our corporate value will be damaged in the same way as in their past investments.

Opposition Reason 6. Ignoring our response policies:

Our response policies for Office Support is characterized by a “shareholders’ determination scheme,” and is completely different from our traditional takeover defense measures under which triggering of measures was left to the decisions of the Board of Directors. The policies are aimed for the shareholders to determine whether to accept the inappropriate purchase in a specific and concrete way, and require the shareholders to gather adequate information from the large-scale bidders in advance so that they can make an appropriate decision. However, Mr. Yoshiaki Murakami and the other bidders impetuously accused our response policies of being “recovery of defense measures and self-protection” and commenced the TOB ignoring our response policies.

We subsequently accepted the request to hold a shareholders meeting to remedy thoughtless judgments. Even at this point, we witnessed behavior of the bidders at their own convenience, such as changing their attitude to demand us to quickly organize a shareholders meeting, despite forcefully commencing the TOB, and ignoring the opportunity to confirm shareholders’ intentions.

What do you think about the stagnant share prices?

Share prices reflect a company's performance and growth expectations, and the current share price levels are taken very seriously as a reflection of the careful assessment of the management of the Company.

On the other hand, our newly formulated Management Reform Plan **clearly states that the funds reserved so far shall be allocated to growth investments, M&A activities, and shareholder return (special dividends are also planned in the first half of the next fiscal year), and we now have a system in which the independent outside directors, which account for a majority of the Board of Directors, supervise the implementation of the Management Reform Plan. With these aspects, this plan is a departure from conventional med-term management plans.** By the time the Management Reform Plan is achieved, we are convinced that our share price will greatly exceed the TOB price offered by Office Support, and we have received similar comments from a number of institutional investors during IR meetings.

Takeover defense measures have been criticized by the capital market

It is our understanding that a system has been established overseas in which the Board of Directors (the majority of whom are independent outside directors) suspends the purchase and make the bidders sit at a negotiating table when faced with a takeover bid that could damage their corporate value.

We introduced the “shareholders' determination scheme” following a resolution of the Board of Directors, the majority of whom are independent outside directors, based on the recommendations of the Independent Committee made up solely of independent outside directors. This decision was made based on our awareness of the specific threat of a purchase by Office Support, and this does not mean that we are backtracking on our governance reforms in the light of global capital market practice. Rather, we believe that **this indicates that the role of independent outside directors in Japan is becoming more important.**

**Management Reform Plan
toward the new “Shibaura Machine”
(Summary)**

Note: Please refer to the Company’s website for details regarding the Management Reform Plan.

Framework of Management Reform Plan

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Quantitative target

Target value for FY2023
Consolidated basis

Sales
135 billion
yen

Operating profit
ratio
8.0%

Payout ratio
Prospect of 40%
(during the period of the
Management Reform Plan)

ROE
8.5%

Specific measures

【Management reform centered on reorganization】

- (i) Abolish the “**division system**” which produced specific optimization issues, and adopt a “**company system**”
- (ii) Establish an “**R&D Center**” and a “**Production Division**” which bear enhancement of production efficiency and QCD* as common functions.
- (iii) Conduct **personnel relocation** and **voluntary retirement** toward optimal resource allocation and reduction of fixed costs.

【Promotion of growth investments aimed for expansion of purposes to fields expected to grow in the future】

- (iv) Promotion of **growth investments** aimed for expansion of purposes to fields expected to grown in the future

*QCD : Quality · Cost · Delivery



Investment plan/ Financial strategies

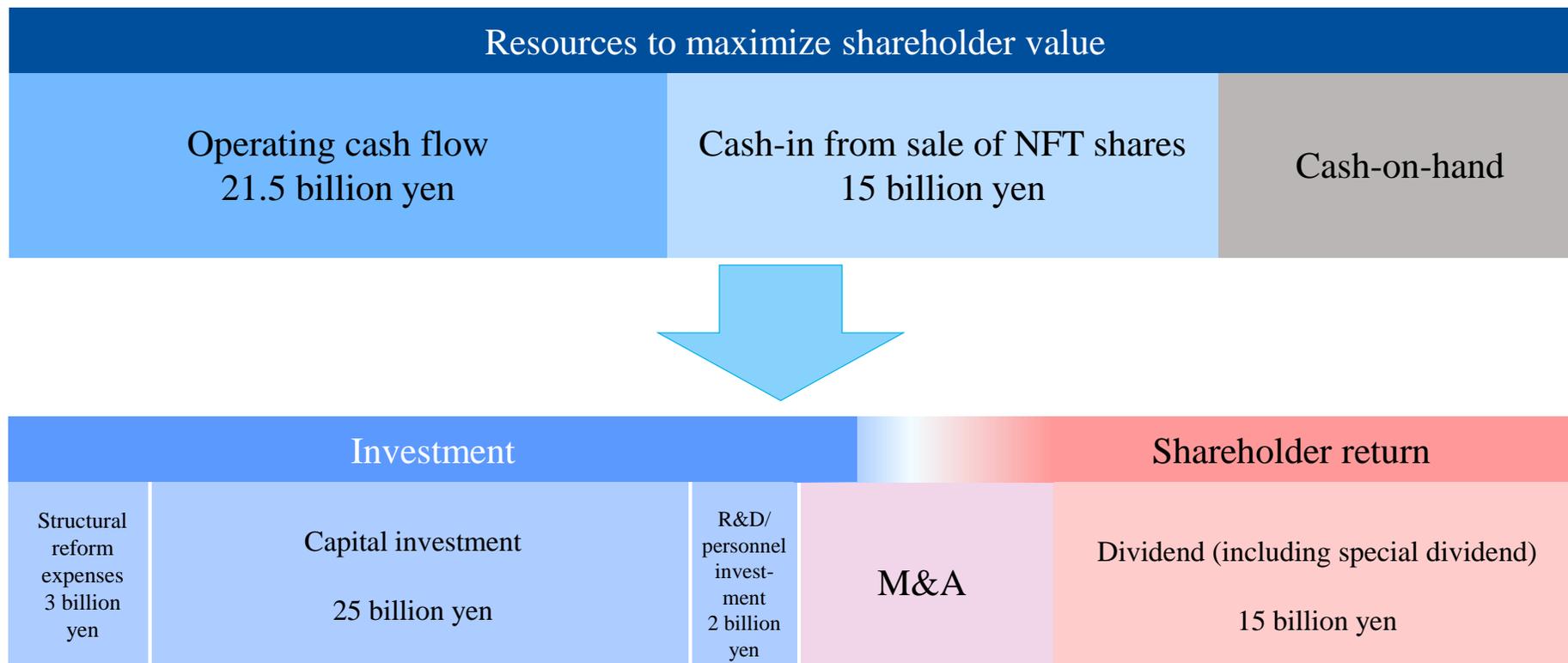
【Implementation of financial strategies aimed for enhancement of return on equity (ROE)】

- (v) Allot cash-on-hand to investments towards change into a profitable company, and **enhance profitability** and **capital efficiency**

Uses of Cash Flow Between FY2019 and FY2023

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A policy to **return a total of 15 billion yen to its shareholders** by making a total of 30 billion yen capital/personnel investment and implementing appropriate M&A, with an aim to achieve 135 billion yen sales/8.5% ROE in the fiscal year 2023.



In the next fiscal year, the Company plans to pay 3 billion yen of special dividends during a period up to the payment of interim dividends which eliminate the impact on the TOB, in addition to regular dividends at the same level as this fiscal year.

Promotion of Growth Investments

Set a portfolio with **energy related businesses** and **productivity enhancement** as an axis of growth in the future

Investment fields and keywords

Energy fields

Environment SDGs



CASE



Automation/labor-saving



Productivity enhancement fields

IoT · AI



Business opportunity

Molding Machine Company

- ✓ Films for renewable energy and **new material** to replace existing plastics
- ✓ Large thin parts necessary for making automobiles **into EVs/light-weight**
- ✓ Base film for aluminum and machinery base of base stations regarding **5G** diffusion

Machine Tools Company

- ✓ High precision molds responding to **intelligent and/sophisticated** automobiles
- ✓ Mold demands in connection with the update of electronic devices responding to **5G**

Control Machine Company

- ✓ Vertical multi-articulated robots and human-collaborative robots for the purpose of **productivity enhancement** and solving **personnel shortage**
- ✓ Control devices responding to **IoT/AI**

Establish an “R&D Center” for new businesses, and an “M&A Promotion Division” for M&A/alliances, to **promote investments to enhance the business value of each company.**

<p>Molding Machine Company</p>	<ul style="list-style-type: none"> • Injection molding machines • Die casting machines • Extrusion machines 	<ul style="list-style-type: none"> • Investment in/alliance with local companies in Europe and China to expand sales channels. • M&A/alliance with specialized manufacturers to promote in-house production of components for existing product lines such as extrusion machines, film manufacturing equipment, and coating machines. • Seeking of M&A/alliance in the areas of laminated film and vinyl chloride, into which the Company has not yet entered. • Alliance with materials/chemicals manufacturers to catch up with the leading-edge material technology and develop products.
<p>Machine Tools Company</p>	<ul style="list-style-type: none"> • General-purpose machine tools • High precision processing machines 	<ul style="list-style-type: none"> • Increase in production efficiency/promotion of transfer of businesses through integration with specialized manufacturers of general-purpose machines. • M&A in the precision processing machines area, to acquire precision drilling technology and horizontal MC technology. • Investment/alliance to acquire sales channels in European region.
<p>Control Machine Company</p>	<ul style="list-style-type: none"> • Control machines • Robots 	<ul style="list-style-type: none"> • Alliance with Siers/development companies of robots to acquire technologies required in the growing areas of robots, such as vertical multi-articulated robots and human-collaborative robots. • Creation/expansion of new businesses in the system engineering area, where the Company utilizes its comprehensive strengths.

Attached Materials:

- **Reasons for Opposing TOB**
- **The Company's Corporate Governance System**
- **Schedule**

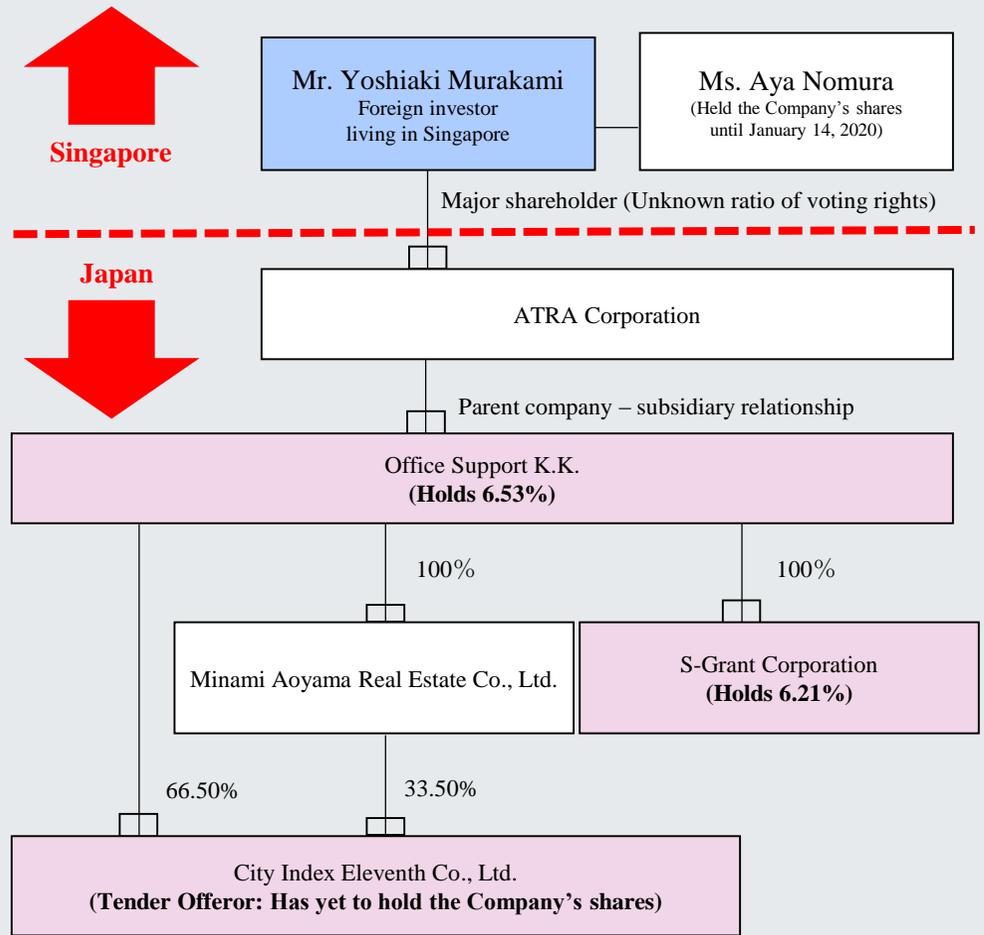
Note: Please refer to the Company's website for details regarding the opposition announcement against the TOB.

Reasons for Opposing TOB: There is suspicion of its eligibility as a controlling shareholder. (including infraction of FEFTA)

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Capital Structure of the Tender Offeror Group

(From disclosed materials such as Tender Offer Registration Statement)



Each company has not yet submitted announcements of their financial results

S-Grant Corporation's liabilities exceed its assets

Suspicion of infraction of Foreign Exchange and Foreign Trade Control Act (FEFTA).

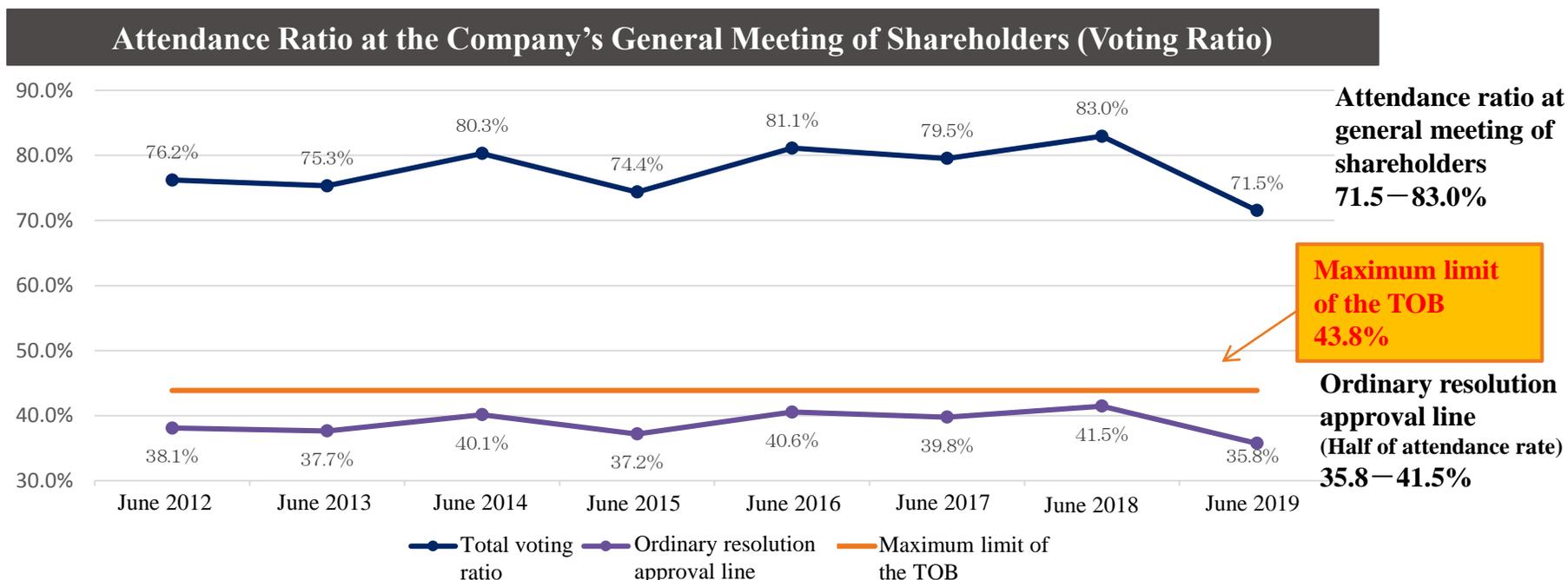
Mr. Murakami, a foreign investor, has publically conducted himself as a tender offeror in media such as Nikkei Business. **He is proactively promoting this TOB by using Office Support and S-Grant as an extension of himself.** (When Office Support visited us, we were told that "Office Support is a company used for the management of Mr. Yoshiaki Murakami's assets.") These actions have strong suspicion of violating FEFTA (Article 27, Item 13). There are concerns that the Company's corporate value and the common interests of shareholders will be damaged by having a tender offeror, who has doubts of following laws, become the controlling shareholder.

Denied substantial control by Mr. Yoshiaki Murakami

Since it seemed very clear that Mr. Murakami is the substantive controller of the TOB bidding group through media coverage, the Company asked for a confirmation, in which the TOB bidding group denied the fact, insisting that **each company operates its own business and that they are not a single entity.**

Reasons for Opposing TOB: Although the tender offeror is aiming for substantial control of the Company, no management policy is explained.

- Given on the past attendance ratio at the Company’s general meeting of shareholders, the maximum limit of the TOB (43.82%) is **the level that practically signifies the acquisition of corporate control**, and the tender offeror group has not indicated any form of management policy.
- Even if our shareholders may feel that the tender offeror group’s control would damage the Company’s corporate value and have complaints of the TOB conditions, it gives them more motivation to participate in the TOB rather than stay as minority shareholders. **This partial TOB is considered as a typical coercive method of purchasing.**



Reasons for Opposing TOB: Taking into account the tender offeror group's previous investment cases, there is a high possibility they will damage the Company's corporate value.

Investment Targets

Activities

Past cases of Office Support (Firm under the influence of Mr. Murakami)

Accordia Golf

Pressured through various activities such as demanding an extraordinary shareholders' meeting within approximately 22 months after the start of the share acquisition, and gained significant profit by selling their holdings at a high price through a **large-scale share buyback** that led to a **large-scale shareholder return**.

Kuroda Electric

Following various moves such as the acquisition of large quantities of shares on the market, demands for extraordinary shareholders meetings and intimidating the management, the company reached a sale agreement of all holding shares in approximately 4 months since sending in an outside director to the company. Moreover, **it actually sold all holdings within approximately 4 months since such acts, gaining significant profit through the process.**

Past case of Reno (Firm under the influence of Mr. Murakami)

Yorozu

The Yokohama District Court determined that **“Reno is scheming to abolish the anti-takeover measures that hinder its purpose which is to gain significant profit by purchasing significant amounts of shares and pressuring the company's management in various ways to sell the significant holdings in a short period of time to the company and those with any ties to the company at a high price.”**

Reference: The Company's Corporate Governance System

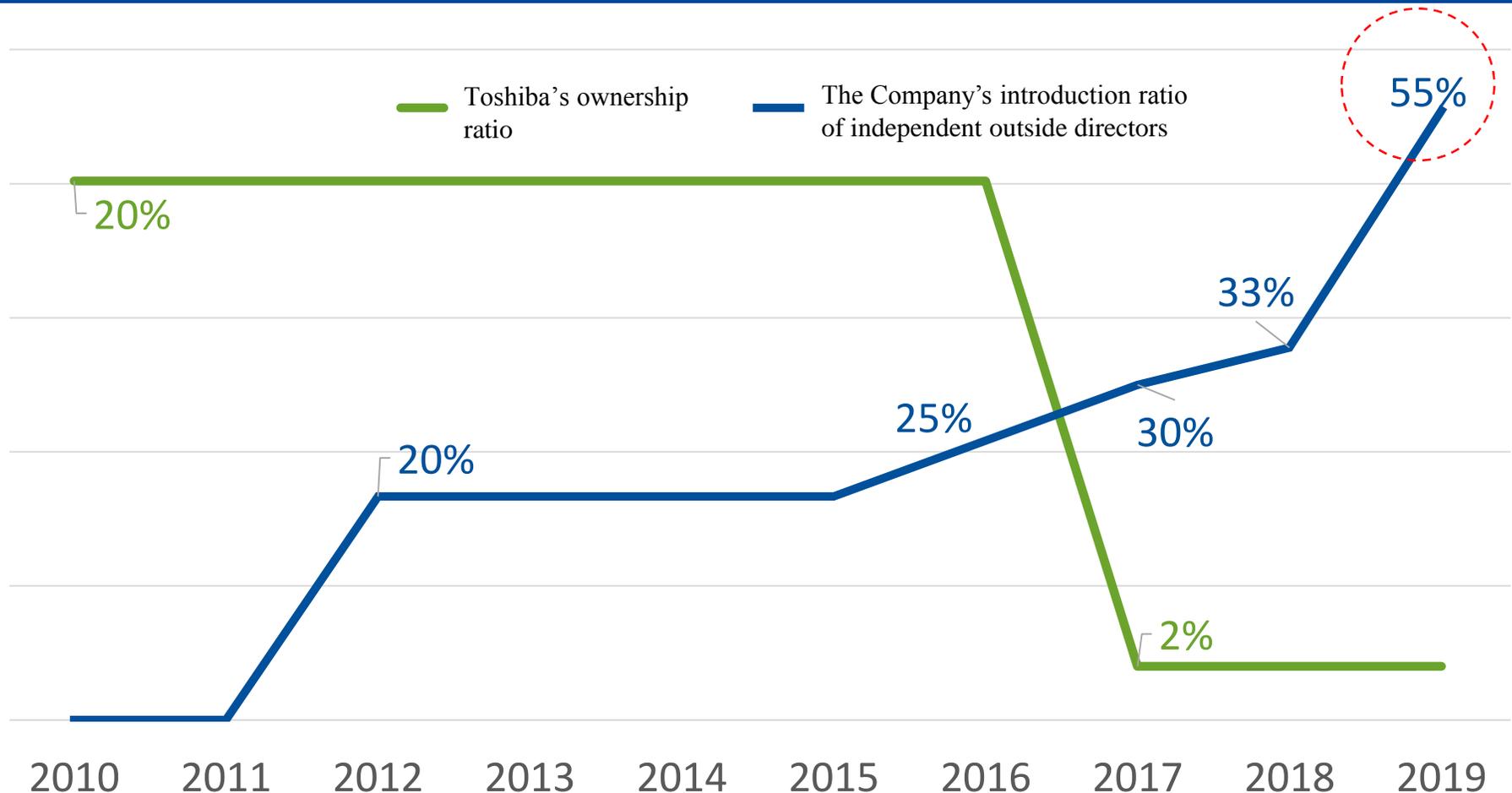
- ✓ Became a company with audit and supervisory committee by resolution at a shareholders meeting in June 2019. Ratio of independent outside directors exceeds a majority.
- ✓ **Ratio of independent outside directors on the Board of Directors: 6 out of 11 [54%]**
- ✓ **Ratio of independent outside directors on the Nomination Advisory Committee and Remuneration Advisory Committee: 4 out of 5 [80.0%] respectively**
- ✓ **Shigetomo Sakamoto was appointed President and Chief Operating Officer on February 21, 2020**
(to strengthen the Management Reform Plan promotion structure)

No.	Name	Title	Career	TSE independent officer	Nomination Advisory Committee (voluntary)	Remuneration Advisory Committee (voluntary)	Independent Committee (for Office Support)
1	Yukio Imura	Chairman and Chief Executive Officer			Chair	Chair	
2	Shigetomo Sakamoto	President and Chief Operating Officer					
3	Akiyoshi Kobayashi	Director and Senior Managing Executive Officer					
4	Takahiro Mikami	Director					
5	Kiyoshi Sato	Independent Outside Director	Management	TSE independent officer	Committee member	Committee member	Independent Committee member
6	Seigo Iwasaki	Independent Outside Director	Management	TSE independent officer	Committee member	Committee member	Chair of Independent Committee
7	Hiroshi Inoue	Independent Outside Director	Management	TSE independent officer	Committee member		
8	Kazumine Terawaki	Independent Outside Director	Attorney-at-law	TSE independent officer		Committee member	Independent Committee member
9	Hiroshi Takahashi	Director (Full-time Audit and Supervisory Committee Member)					
10	Yoshihiro Ogura	Independent Outside Director (Audit and Supervisory Committee Member)	Attorney-at-law	TSE independent officer	Committee member	Committee member	
11	Yutaka Usami	Independent Outside Director (Audit and Supervisory Committee Member)	Certified public accountant	TSE independent officer			

Reference: Ratio of the Company's Independent Outside Directors

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Following the sales of the Company shares by Toshiba, which was the controlling shareholder, we increased the **ratio of independent outside directors to a majority** to ensure **strengthened governance and protection of shareholders**.



Reference: Schedule (from February 2020)

- Wednesday, February 26: Disclose convocation notice on website
 - Thursday, March 5: Send out convocation notice
 - Friday, March 27: Extraordinary shareholders meeting / Board of Directors meeting to resolve the allotment of share acquisition rights without contribution (tentative)
 - Tuesday, March 31: Record date for voting rights at ordinary shareholders meeting
 - Thursday, April 16: End date for TOB by Office Support (subsidiary: City Index Eleventh)
(Tender offer period: 60 business days from Tuesday, January 21, 2020 to Thursday, April 16, 2020)
 - Friday, April 24: Record date for allotment of share acquisition rights
 - Monday, April 27: Effective date of allotment of share acquisition rights without contribution
 - Early May (tentative): Announce financial results (for the fiscal year ending March 2020)
 - Late June (tentative): Ordinary shareholders meeting
 - Tuesday, June 30: Record date for special dividends (special dividend totaling approximately 3 billion yen as set forth in the Management Reform Plan)
- In the next fiscal year, the Company plans to pay special dividends in addition to regular dividends at the same level as this fiscal year.
 - For the payment of special dividends, the record date has been set to June 30, 2020 so that Office Support (subsidiary: City Index Eleventh) does not affect the TOB.

The Company will implement the Management Reform Plan toward the new “Shibaura Machine,” and will push forward with unflinching determination and resolve to meet its long-term shareholders’ expectations in the shape of investment and shareholder returns.

Office Support becoming the controlling shareholder will clearly inhibit the promotion of this Reform Plan and damage the Company’s corporate value. We ask our shareholders for their understanding and support for triggering countermeasures against Office Support.

**Please support both Proposal 1
and Proposal 2.**

TOSHIBA MACHINE



"Shibaura" is where everything started.

Shibaura Machine

We support Japan and the world through our customers.
This spirit of manufacturing at Shibaura remains
unchanged today.

TOSHIBA MACHINE CO., LTD.

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