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Securities code: 6104

June 1, 2018

To our shareholders:

Takahiro Mikami,
President
TOSHIBA MACHINE CO., LTD.
2-2 Uchisaiwaicho 2-Chome, Chiyoda-ku, Tokyo

NOTICE OF THE 95TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 95th Ordinary General Meeting of Shareholders of TOSHIBA MACHINE CO., LTD. (the “Company”), which will be held as described below.

If you are unable to attend the meeting in person, you may exercise your voting rights by postal mail or via the Internet. Please exercise your voting rights after reviewing the attached Reference Documents for the General Meeting of Shareholders no later than 5:30 p.m., Thursday, June 21, 2018 (Japan Standard Time).

- 1. Date and Time:** Friday, June 22, 2018 at 10:00 a.m. (Japan Standard Time)
- 2. Venue:** SHANGRI-LA on the fourth floor of RIVER SIDE HOTEL NUMAZU
100-1 Agetsuchi-cho, Numazu City, Shizuoka

3. Purposes:

Items to be reported:

1. Business Report and Consolidated Financial Statements for the 95th Term (from April 1, 2017 to March 31, 2018), as well as the results of audit of the Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Board.
2. Non-Consolidated Financial Statements for the 95th Term (from April 1, 2017 to March 31, 2018)

Items to be resolved:

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| Proposal 1: | Consolidation of Shares |
| Proposal 2: | Election of Nine (9) Directors |
| Proposal 3: | Election of One (1) Audit and Supervisory Board Member |
| Proposal 4: | Election of One (1) Substitute Audit and Supervisory Board Member |

Reference Documents for the General Meeting of Shareholders

Proposal 1: Consolidation of Shares

1. Reasons for the consolidation of shares

Japanese stock exchanges have announced the Action Plan for Consolidating Trading Units, aiming to consolidate one hundred (100) shares of common stock of all listed domestic companies into one (1) trading unit by October 1, 2018.

The Company, based on this purport as a company listed on the Tokyo Stock Exchange, at the meeting of the Board of Directors held on May 16, 2018, and on the condition that this proposal is approved as originally proposed, passed a resolution to change the current trading unit of the Company's shares from 1,000 shares to 100 shares.

In conjunction with this, in regard to the Company's shares, in addition to setting the investment unit at the level requested by the stock exchange (equal to or greater than ¥50,000 and less than ¥500,000), and in consideration of the stable holding of the Company's shares by all shareholders and the medium-and long-term changes in share prices, etc., a share consolidation (five shares to be consolidated into one share) shall be conducted.

2. Consolidation ratio

The Company proposes to perform a consolidation of the Company's common shares in which five shares will become one share.

Furthermore, the total number of issued shares after the share consolidation shall be 29,977,106.

In addition, if fractional shares of less than one share arise as a result of the consolidation of shares, the Company shall dispose of all such shares in accordance with the provisions of the Companies Act, and shall distribute the disposal proceeds to the affected shareholders, in accordance with the fractional ratio.

3. Effective date of the consolidation of shares

October 1, 2018

4. Total number of authorized shares as of the effective date

72,000,000

[Reference]

If this proposal is passed as originally proposed, pursuant to the provisions of Article 182, paragraph 2 and Article 195, paragraph 1 of the Companies Act, the following partial amendment shall be made to the Company's Articles of Incorporation on October 1, 2018, without a resolution of an ordinary general meeting of shareholders for the partial amendment of the Articles of Incorporation.

(The amended parts are indicated by underlined text.)

Current Articles of Incorporation	Proposed amendment
(Total Number of Shares Authorized to Be Issued) Article 6. The total number of shares authorized to be issued by the Company shall be <u>360,000,000</u> . (Number of Shares per Share Unit) Article 7. The number of shares per share unit of the Company shall be <u>1,000</u> .	(Total Number of Shares Authorized to Be Issued) Article 6. The total number of shares authorized to be issued by the Company shall be <u>72,000,000</u> . (Number of Shares per Share Unit) Article 7. The number of shares per share unit of the Company shall be <u>100</u> .

Proposal 2: Election of Nine (9) Directors

The term will expire for all nine Directors at the conclusion of this meeting. Thus, the Company proposes that nine Directors be elected.

The candidates for Director are as follows: Please refer to pages 4 to 9 for career summaries, etc.

No.	Name	Current position and responsibilities in the Company	Notes	Attendance at the Board of Directors meetings
1	Yukio Iimura	Chairman and Chief Executive Officer	[Reelection]	18 of 18 (100%)
2	Takahiro Mikami	President and Chief Operating Officer	[Reelection]	18 of 18 (100%)
3	Shigetomo Sakamoto	Representative Director and Senior Managing Executive Officer Machine Tools Business Unit General Manager, Compliance Division General Manager, Security and Regulation Control Division General Manager, Gotemba Plant General Manager, in charge of Corporate Strategic Planning Division, and in charge of TQM Promotion Division	[Reelection]	18 of 18 (100%)
4	Akiyoshi Kobayashi	Director and Executive Officer Administration Division General Manager, Sagami Plant General Manager, and in charge of Control Systems Division	[Reelection]	18 of 18 (100%)
5	Jun Koike	Director and Executive Officer Molding Machinery Business Unit General Manager, Tokyo Head Office General Manager, and in charge of Sales Promotion Department	[Reelection]	13 of 14 (93%)
6	Eiichi Goto	Executive Officer Production Division Deputy General Manager	[New election]	—
7	Yoshihiro Ogura	Outside Director	[Reelection] [Outside] [Independent]	18 of 18 (100%)
8	Kiyoshi Sato	Outside Director	[Reelection] [Outside] [Independent]	14 of 14 (100%)
9	Seigo Iwasaki	—	[New election] [Outside] [Independent]	—

Note: For Jun Koike and Kiyoshi Sato, the attendance status at meetings of Board of Directors only incorporates the meetings of the Board of Directors that have been held since their appointment on June 23, 2017.

No.	Name (Date of birth)	Career summary, position and responsibilities (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	Yukio Iimura (June 17, 1956) [Reelection]	<p>Apr. 1980 Joined the Company</p> <p>Oct. 2000 Injection Molding Machine Engineering Department Senior Manager of the Company</p> <p>Oct. 2004 Micro-Pattern Imprinting Device Division General Manager of the Company</p> <p>June 2006 Director of the Company</p> <p>June 2008 Headquarters of Engineering Division General Manager of the Company</p> <p>June 2009 President of the Company</p> <p>June 2013 President and Chief Executive Officer of the Company</p> <p>Apr. 2017 Chairman and Chief Executive Officer of the Company (present position)</p> <p>May 2017 Chairman of Japan Machine Tool Builders' Association (present position)</p>	105,000
<p>[Reasons for nomination as candidate for Director] Since being appointed President of the Company in 2009, Yukio Iimura has used his strong leadership skills to guide the whole Group. Since April 2017, he has served as Chairman and Chief Executive Officer of the Company, and has been involved in management of the Group with the aim of continuing to further enhance corporate value. We expect him to strengthen corporate governance and the management structure still further, and have thus nominated him as a candidate for Director.</p> <p>[Attendance at the Board of Directors meetings (from April 1, 2017 to March 31, 2018)] Attended all of the 18 meetings</p>			
2	Takahiro Mikami (October 13, 1959) [Reelection]	<p>Apr. 1982 Joined the Company</p> <p>Oct. 2007 Die Casting Machine Sales Department Senior Manager of the Company</p> <p>June 2011 Die Casting Machine Division General Manager of the Company</p> <p>June 2013 Executive Officer, Molding Machinery Business Unit Deputy General Manager of the Company</p> <p>June 2014 Director and Executive Officer, Molding Machinery Business Unit General Manager, and Sagami Plant General Manager of the Company</p> <p>June 2015 Director and Managing Executive Officer of the Company</p> <p>June 2016 Administration Division General Manager, Tokyo Head Office General Manager, and in charge of Sales Promotion Department of the Company</p> <p>Apr. 2017 President and Chief Operating Officer of the Company (present position)</p>	32,000
<p>[Reasons for nomination as candidate for Director] Takahiro Mikami was appointed President and Chief Operating Officer of the Company in April 2017, becoming responsible for management of the Group, based on his extensive experience and achievements gained through execution of operation both in operating divisions and administrative divisions. We expect him to promote the Group operations and strengthen the management structure still further, and have thus nominated him as a candidate for Director.</p> <p>[Attendance at the Board of Directors meetings (from April 1, 2017 to March 31, 2018)] Attended all of the 18 meetings</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities (Significant concurrent positions outside the Company)	Number of the Company's shares owned
3	<p style="text-align: center;">Shigetomo Sakamoto (May 22, 1958)</p> <p style="text-align: center;">[Reelection]</p>	<p>Apr. 1983 Joined the Company</p> <p>June 2006 Corporate Planning Division General Manager of the Company</p> <p>June 2009 Director of the Company</p> <p>June 2010 Tokyo Head Office General Manager of the Company</p> <p>Oct. 2010 Global Corporate Strategy Division General Manager of the Company</p> <p>June 2013 Director and Managing Executive Officer, Component Business Unit General Manager, and Corporate Planning Division General Manager of the Company</p> <p>June 2016 Representative Director and Senior Managing Executive Officer, Compliance Division General Manager, Security and Regulation Control Division General Manager (present position), Corporate Strategic Planning Division General Manager, and Sagami Plant General Manager of the Company</p> <p>Apr. 2017 Machine Tools Business Unit General Manager and Gotemba Plant General Manager of the Company (present position)</p> <p>June 2017 In charge of Corporate Strategic Planning Division and in charge of TQM Promotion Division (present position)</p>	24,000
<p>[Reasons for nomination as candidate for Director]</p> <p>Since being appointed as Director, Shigetomo Sakamoto has played a central role in the Group management, including overseas business based on his extensive experience and achievements, particularly in the Corporate Strategic Planning Division in the past. We believe that he is qualified to further strengthen the Group management and global expansion, and have high expectations for his management decision-making and oversight. Accordingly, we have nominated him as a candidate for Director.</p> <p>[Attendance at the Board of Directors meetings (from April 1, 2017 to March 31, 2018)]</p> <p>Attended all of the 18 meetings</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities (Significant concurrent positions outside the Company)	Number of the Company's shares owned	
4	Akiyoshi Kobayashi (November 14, 1960) [Reelection]	Apr. 1985	Joined the Company	14,000
		Oct. 2004	Extrusion Machine Engineering Department Senior Manager of the Company	
June 2013	Extrusion Machine Division General Manager of the Company			
June 2014	Executive Officer, Advanced Machinery Business Unit Deputy General Manager of the Company			
June 2015	Director and Executive Officer (present position), Advanced Machinery Business Unit General Manager of the Company			
June 2016	In charge of Control Systems Division of the Company (present position)			
Apr. 2017	Administration Division General Manager, Sagami Plant General Manager (present position), and Molding Machinery Business Unit General Manager of the Company			
<p>[Reasons for nomination as candidate for Director] Since being appointed as Director, Akiyoshi Kobayashi has been involved with management from the perspective of the Control Systems business and administrative divisions, based on his extensive experience and achievements gained through execution of operation in the Extrusion Machine business in the past. We believe that he is qualified to further expand the Group's business and strengthen the administrative divisions, and have high expectations for his management decision-making and oversight. Accordingly, we have nominated him as a candidate for Director. [Attendance at the Board of Directors meetings (from April 1, 2017 to March 31, 2018)] Attended all of the 18 meetings</p>				
5	Jun Koike (June 19, 1962) [Reelection]	Apr. 1985	Joined the Company	5,000
		Oct. 2003	Injection Molding Machine Engineering Department, Development Design Group Manager of the Company	
Apr. 2009	Injection Molding Machine Engineering Department Senior Manager of the Company			
June 2014	Injection Molding Machine Division General Manager of the Company			
June 2016	Executive Officer of the Company			
June 2017	Director and Executive Officer, Molding Machinery Business Unit General Manager, Tokyo Head Office General Manager, and in charge of Sales Promotion Department of the Company (present position)			
<p>[Reasons for nomination as candidate for Director] Since being appointed as Director, Jun Koike has been involved with management from the perspective of the Molding Machinery Business Unit, based on his extensive experience and achievements gained through execution of operation in the Injection Molding Machine business in the past. We believe that he is qualified to further expand the Group's business, and have high expectations for his management decision-making and oversight. Accordingly, we have nominated him as a candidate for Director. [Attendance at the Board of Directors meetings (from April 1, 2017 to March 31, 2018)] Of 18 meetings, attended 13 of the 14 meetings held after his appointment</p>				

No.	Name (Date of birth)	Career summary, position and responsibilities (Significant concurrent positions outside the Company)	Number of the Company's shares owned	
6	Eiichi Goto (May 17, 1961) [New election]	Apr. 1984 Oct. 2003 Oct. 2008 June 2013 June 2017	Joined the Company Injection Molding Machine Manufacturing Department, Production Control Group Manager of the Company Seconded to TOSHIBA MACHINE (SHANGHAI) CO., LTD. Director and General Manager of TOSHIBA MACHINE (SHANGHAI) CO., LTD. (present position) Executive Officer, Production Division Deputy General Manager of the Company (present position)	4,000
		<p>[Reasons for nomination as candidate for Director] Since joining the Company, Eiichi Goto has gained extensive experience and achievements gained through the execution of business in the Injection Molding Machine business and the overseas business, and has an impressive character and knowledge. We believe that he is qualified to further expand the Group's business and will also be able to fulfill his responsibilities as Director, and have thus nominated him as a candidate for Director.</p>		
7	Yoshihiro Ogura (December 8, 1945) [Reelection] [Candidate for Outside Director] [Candidate for Independent Officer]	Apr. 1973 Apr. 1982 June 1994 June 2009 June 2010 June 2013 June 2016	Lawyer registration (DAINI TOKYO BAR ASSOCIATION); Joined Takeshi Niiya Law Office Established Ogura Tanaka Law Office (currently Hibiki Law Office) (present position) Outside Audit and Supervisory Board Member of Tokyo Aircraft Instrument Co., Ltd. Outside Audit and Supervisory Board Member of Nippon Steel Trading Co., Ltd. (currently NIPPON STEEL & SUMIKIN BUSSAN CORPORATION) Member of Independent Committee of the Company (present position) Outside Director of the Company (present position) Outside Director, Member of the Board of NIPPON STEEL & SUMIKIN BUSSAN CORPORATION (present position)	1,000
		<p>[Reasons for nomination as candidate for Outside Director] Yoshihiro Ogura possesses an impressive character and knowledge, and we believe that he will be able to fulfill his responsibilities as Outside Director by utilizing his extensive experience and knowledge gained as a lawyer and as an outside officer for other companies. Accordingly, we have nominated him as a candidate for Outside Director.</p> <p>[Regarding Independence] There is no special interest between Yoshihiro Ogura and the Company. There is no special interest between NIPPON STEEL & SUMIKIN BUSSAN CORPORATION, at which he is engaged in his main concurrent post, and the Company.</p> <p>[Attendance at the Board of Directors meetings (from April 1, 2017 to March 31, 2018)] Attended all of the 18 meetings</p>		

No.	Name (Date of birth)	Career summary, position and responsibilities (Significant concurrent positions outside the Company)	Number of the Company's shares owned
8	Kiyoshi Sato (April 2, 1956) [Reelection] [Candidate for Outside Director] [Candidate for Independent Officer]	<p>Apr. 1979 Joined Tokyo Electron Limited</p> <p>Apr. 2003 Senior Executive, president's office of Tokyo Electron Limited</p> <p>June 2003 President and CEO of Tokyo Electron Limited</p> <p>Apr. 2009 Vice Chairman of the Board of Tokyo Electron Limited</p> <p>June 2011 Director of Tokyo Electron Limited Chairman of Tokyo Electron America, Inc. Chairman of Tokyo Electron Europe, Ltd.</p> <p>Nov. 2013 Director of Tokyo Electron Limited, President of TEL Solar AG</p> <p>June 2016 Audit and Supervisory Board Member of Tokyo Electron Yamanashi Limited</p> <p>June 2017 Outside Director of the Company (present position)</p> <p>July 2017 Member of Independent Committee of the Company (present position)</p>	0
<p>[Reasons for nomination as candidate for Outside Director] Kiyoshi Sato possesses an impressive character and knowledge, and we believe that he will be able to fulfill his responsibilities as Outside Director by utilizing his extensive experience and knowledge gained by the business overseas, and as an officer for other companies. Accordingly, we have nominated him as a candidate for Outside Director.</p> <p>[Regarding Independence] There is no special interest between Kiyoshi Sato and the Company.</p> <p>[Attendance at the Board of Directors meetings (from April 1, 2017 to March 31, 2018)] Of 18 meetings, attended all 14 meetings held after his appointment</p>			
9	Seigo Iwasaki (October 8, 1946) [New election] [Candidate for Outside Director] [Candidate for Independent Officer]	<p>Mar. 1969 Joined SHIZUOKA GAS Co., Ltd.</p> <p>July 1988 General Planning Group Leader of SHIZUOKA GAS Co., Ltd.</p> <p>Mar. 1996 Director of SHIZUOKA GAS Co., Ltd.</p> <p>Mar. 2000 Managing Director of SHIZUOKA GAS Co., Ltd.</p> <p>Mar. 2001 Senior Managing Director of SHIZUOKA GAS Co., Ltd.</p> <p>Mar. 2006 Representative Director and President of SHIZUOKA GAS Co., Ltd.</p> <p>Jan. 2011 Representative Director and Chairman of SHIZUOKA GAS Co., Ltd.</p> <p>May 2014 Outside Director of STAR MICRONICS CO., LTD. (present position)</p> <p>June 2015 Outside Director of Murakami Corporation (present position)</p> <p>Jan. 2018 Director and Special Adviser of SHIZUOKA GAS Co., Ltd. (present position)</p>	0
<p>[Reasons for nomination as candidate for Outside Director] Seigo Iwasaki possesses an impressive character and knowledge, and we believe that he will be able to fulfill his responsibilities as Outside Director by utilizing his extensive experience and knowledge gained as an officer for other companies. Accordingly, we have nominated him as a candidate for Outside Director.</p> <p>[Regarding Independence] There is no special interest between Seigo Iwasaki and the Company. There is no special interest between SHIZUOKA GAS Co., Ltd., STAR MICRONICS CO., LTD., and Murakami Corporation at which he is engaged in his main concurrent post, and the Company.</p>			

- Notes: 1. There is no special interest between the above candidates for Director and the Company.
2. Yoshihiro Ogura, Kiyoshi Sato, and Seigo Iwasaki are candidates for Outside Director.

3. Both Yoshihiro Ogura and Kiyoshi Sato are currently Outside Directors of the Company, and at the conclusion of this General Meeting of Shareholders, Yoshihiro Ogura and Kiyoshi Sato will have served as Outside Directors for five years and one year respectively.
4. In accordance with the Articles of Incorporation of the Company and Article 427, paragraph 1 of the Companies Act, the Company has concluded limited liability agreements referred to in Article 423, paragraph 1 of the Companies Act with Yoshihiro Ogura and Kiyoshi Sato, which prescribe that the maximum extent of the liability for damages shall be the amount set forth in laws and regulations. If their reelections are approved, the Company plans to continue these limited liability agreements. If the election of Seigo Iwasaki is approved, the Company plans to conclude the same limited liability agreement with him.
5. The Company has designated both Yoshihiro Ogura and Kiyoshi Sato as Independent officers based on the stipulation by the Tokyo Stock Exchange and registered them to the said exchange. If their reelections are approved, the Company plans to continue their registration as the Independent officers. In addition, Seigo Iwasaki meets the requirements for Independent officers based on the regulations of the Tokyo Stock Exchange, and in the event that his election is approved, the Company plans to designate him as Independent officer.

Proposal 3: Election of One (1) Audit and Supervisory Board Member

Audit and Supervisory Board Member Makoto Tsuji will resign at the conclusion of this Ordinary General Meeting of Shareholders. Therefore, the Company proposes that one Audit and Supervisory Board Member be elected.

The candidate for Audit and Supervisory Board Member is as follows:

As Hiroshi Takahashi is a substitute for Makoto Tsuji, his tenure, pursuant to the Company's Articles of Incorporation, shall be the remaining tenure of up until the conclusion of the Ordinary General Meeting of Shareholders for the final fiscal year within two years after appointment.

The Audit and Supervisory Board has given its consent to this proposal.

Name (Date of birth)	Career summary and position (Significant concurrent positions outside the Company)	Number of the Company's shares owned
Hiroshi Takahashi (January 12, 1963) [New election]	Apr. 1985 Joined the Company June 2010 Finance Division General Manager of the Company June 2013 Executive Officer (present position) and Planning Division Deputy General Manager of the Company June 2016 Corporate Strategic Planning Division Deputy General Manager and Corporate Planning Department Senior Manager of the Company June 2017 Corporate Strategic Planning Division General Manager of the Company (present position)	6,000
[Reasons for nomination as candidate for Audit and Supervisory Board Member] Since joining the Company, Hiroshi Takahashi has gained extensive experience and achievements through his career mainly in the accounting division while working overseas, and has an impressive character and knowledge. We believe that he will be able to carry out audits from a professional and objective perspective and contribute to the soundness of the Company's management. Accordingly, we have nominated him as a candidate for Audit and Supervisory Board Member.		

Note: There is no special interest between the above candidate for Audit and Supervisory Board Member and the Company.

Proposal 4: Election of One (1) Substitute Audit and Supervisory Board Member

The validity of the election of substitute Audit and Supervisory Board Member Akifumi Imamura, approved at the 94th Ordinary General Meeting of Shareholders held on June 23, 2017, will be expired at the start of this Ordinary General Meeting of Shareholders. Accordingly, the Company requests approval for the election of one substitute Audit & Supervisory Board Member to be ready to fill a vacant position should the number of Audit & Supervisory Board Members fall below the number required by laws and regulations.

The Audit and Supervisory Board has given its consent to this proposal.

The candidate for substitute Audit and Supervisory Board Member is as follows:

Name (Date of birth)	Career summary (Significant concurrent positions outside the Company)	Number of the Company's shares owned
Akifumi Imamura (April 18, 1953)	Apr. 1982 Lawyer registration (DAIICHI TOKYO BAR ASSOCIATION) Apr. 1989 Partner Lawyer of Atago Law Office May 2003 Partner Lawyer of Greenhill Law and Patent Office (present position) Apr. 2005 Vice-president of DAIICHI TOKYO BAR ASSOCIATION June 2005 Outside Audit and Supervisory Board Member of JBCC Holdings Inc. June 2011 Outside Audit and Supervisory Board Member of Itoham Foods Inc. Apr. 2016 Outside Audit and Supervisory Board Member of ITOHAM YONEKYU HOLDINGS INC. (present position) June 2016 Audit and Supervisory Committee Member/Outside Director of JBCC Holdings Inc. (present position)	0

[Reasons for nomination as candidate for substitute Audit and Supervisory Board Member]
 Akifumi Imamura has an impressive character and knowledge, and we believe that he will be able to reflect his extensive experience and knowledge gained as a lawyer and an outside officer for other companies. Accordingly, we have nominated him as a candidate for substitute Audit and Supervisory Board Member.

[Regarding Independence]
 There is no special interest between Akifumi Imamura and the Company. There is no special interest between ITOHAM YONEKYU HOLDINGS INC. and JBCC Holdings Inc., at which he is engaged in his main concurrent post, and the Company. Mr. Imamura satisfies the requirements for an independent officer as provided for by Tokyo Stock Exchange, Inc.

- Notes:
1. Akifumi Imamura meets the requirements for the position of Outside Audit and Supervisory Board Member.
 2. In accordance with the Articles of Incorporation of the Company and Article 427, paragraph 1 of the Companies Act, if Akifumi Imamura is appointed as an Audit and Supervisory Board Member, the Company plans to conclude a limited liability agreement referred to in Article 423, paragraph 1 of the Companies Act with him, which prescribes that the maximum extent of the liability for damages shall be the amount set forth in laws and regulations.