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Securities code: 6104

June 1, 2017

To our shareholders:

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

NOTICE OF THE 94TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 94th 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 22, 2017 (Japan Standard Time).

- 1. Date and Time:** Friday, June 23, 2017 at 10:00 a.m. (Japan Standard Time)
- 2. Venue:** SHANGRI-LA on the fourth floor of RIVER SIDE HOTEL
NUMAZU100-1 Agetsuchi-cho, Numazu City, Shizuoka

3. Purposes:

Items to be reported:

1. Business Report and Consolidated Financial Statements for the 94th Term (from April 1, 2016 to March 31, 2017), 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 94th Term (from April 1, 2016 to March 31, 2017)

Items to be resolved:

- Proposal 1:** Election of Ten (10) Directors
- Proposal 2:** Election of One (1) Substitute Audit and Supervisory Board Member

Reference Documents for the General Meeting of Shareholders

Proposal 1: Election of Ten (10) Directors

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

The candidates for Director are as follows: Please refer to pages 3 to 9 for career summaries, etc.

No.	Name	Current position and responsibilities in the Company	Notes
1	Yukio Iimura	Chairman and Chief Executive Officer	[Reelection]
2	Takahiro Mikami	President and Chief Operating Officer Tokyo Head Office General Manager and Sales Promotion Department Manager	[Reelection]
3	Shigetomo Sakamoto	Director and Senior Managing Executive Officer Machine Tools Business Unit General Manager, Compliance Division General Manager, Corporate Strategic Planning Division General Manager, Security and Regulation Control Division General Manager, and Gotemba Plant General Manager	[Reelection]
4	Masayuki Yagi	Director and Managing Executive Officer Advanced Machinery Business Unit General Manager, and Engineering and Quality Division General Manager	[Reelection]
5	Katsuo Ito	Director and Executive Officer Production Division General Manager, Numazu Plant General Manager, and Material & Machining Division General Manager	[Reelection]
6	Akiyoshi Kobayashi	Director and Executive Officer Molding Machinery Business Unit General Manager, Administration Division General Manager, Sagami Plant General Manager, and Control Systems Division General Manager	[Reelection]
7	Jun Koike	Executive Officer Injection Molding Machine Division General Manager	[New election]
8	Kan Akiyama	Outside Director	[Reelection] [Outside] [Independent]
9	Yoshihiro Ogura	Outside Director	[Reelection] [Outside] [Independent]
10	Kiyoshi Sato	—	[New election] [Outside] [Independent]

No.	Name (Date of birth)	Career summary, position and responsibilities (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	<p>Yukio Iimura (June 17, 1956)</p> <p>[Reelection]</p>	<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>	96,000
<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 is 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, 2016 to March 31, 2017)] Attended all of the 19 meetings</p>			
2	<p>Takahiro Mikami (October 13, 1959)</p> <p>[Reelection]</p>	<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 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 Tokyo Head Office General Manager, Sales Promotion Department Manager (present position), and Administration Division General Manager of the Company</p> <p>Apr. 2017 President and Chief Operating Officer of the Company (present position)</p>	26,000
<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 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, 2016 to March 31, 2017)] Attended all of the 19 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 Director and Senior Managing Executive Officer, Compliance Division General Manager, Corporate Strategic Planning Division General Manager, Security and Regulation Control Division General Manager (present position), 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>	22,000
<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. We believe that he will continue to be an appropriate appointment to 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, 2016 to March 31, 2017)]</p> <p>Attended all of the 19 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	<p style="text-align: center;">Masayuki Yagi (November 6, 1958)</p> <p style="text-align: center;">[Reelection]</p>	<p>Apr. 1983 Joined the Company</p> <p>June 2002 Extrusion Machine Engineering Department Senior Manager of the Company</p> <p>Oct. 2004 Extrusion Machine Sales Department Senior Manager of the Company</p> <p>June 2006 Extrusion Machine Division General Manager of the Company</p> <p>June 2009 Director of the Company</p> <p>Oct. 2010 Advanced Machinery Business Unit General Manager of the Company</p> <p>June 2013 Director and Executive Officer of the Company</p> <p>June 2014 Director and Managing Executive Officer, Engineering and Quality Division General Manager of the Company (present position),</p> <p>June 2015 Machine Tools Business Unit General Manager and Gotemba Plant General Manager of the Company</p> <p>Apr. 2017 Advanced Machinery Business Unit General Manager of the Company (present position)</p>	63,000
<p>[Reasons for nomination as candidate for Director] Since being appointed as Director, Masayuki Yagi has been involved with management mainly from the perspective of the Research and Development Division and the Advanced Machinery Business Unit, based on his extensive experience and achievements gained through execution of operation in the Extrusion Machine business in the past. We believe that he will continue to be an appropriate appointment to expand the Group's business, refine the Group's technology and raise quality, 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, 2016 to March 31, 2017)] Attended all of the 19 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
5	Katsuo Ito (November 12, 1958) [Reelection]	<p>Apr. 1981 Joined the Company</p> <p>Oct. 2004 Injection Molding Machine Engineering Department Senior Manager of the Company</p> <p>Oct. 2008 Injection Molding Machine Division General Manager of the Company</p> <p>Mar. 2010 Seconded to SANJO SEIKI CO., LTD.</p> <p>June 2010 Headquarters of Sales Division General Manager of the Company</p> <p>June 2011 Global Corporate Strategy Division Regional Operating Headquarter (the Americas) of the Company</p> <p>June 2013 Director and Executive Officer of the Company (present position)</p> <p>June 2014 Production Division General Manager of the Company (present position)</p> <p>June 2016 Numazu Plant General Manager (present position), Material & Machining Division General Manager of the Company</p> <p>Apr. 2017 Material & Machining Division General Manager of the Company (present position)</p>	12,000
<p>[Reasons for nomination as candidate for Director] Since being appointed as Director, Katsuo Ito has been involved with management from the perspective of the Production Oversight Division based on his extensive experience and achievements gained through execution of operation in the Injection Molding Machine business and overseas business in the past. We believe that he will continue to be an appropriate appointment to expand the Group's manufacturing activities, 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, 2016 to March 31, 2017)] Attended all of the 19 meetings</p>			
6	Akiyoshi Kobayashi (November 14, 1960) [Reelection]	<p>Apr. 1985 Joined the Company</p> <p>Oct. 2004 Extrusion Machine Engineering Department Senior Manager of the Company</p> <p>June 2013 Extrusion Machine Division General Manager of the Company</p> <p>June 2014 Executive Officer of the Company</p> <p>June 2015 Director and Executive Officer (present position), Advanced Machinery Business Unit General Manager of the Company</p> <p>June 2016 Control Systems Division General Manager of the Company (present position)</p> <p>Apr. 2017 Molding Machinery Business Unit General Manager, Administration Division General Manager, and Sagami Plant General Manager of the Company (present position)</p>	12,000
<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 Molding Machinery Business Unit 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 will continue to be an appropriate appointment to help 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, 2016 to March 31, 2017)] Attended all of the 19 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
7	<p>Jun Koike (June 19, 1962)</p> <p>[New election]</p>	<p>Apr. 1985 Joined the Company</p> <p>Oct. 2003 Injection Molding Machine Engineering Department, Development Design Group Manager of the Company</p> <p>Apr. 2009 Injection Molding Machine Engineering Department Senior Manager of the Company</p> <p>June 2014 Injection Molding Machine Division General Manager of the Company (present position)</p> <p>June 2016 Executive Officer of the Company (present position)</p>	4,000
		<p>[Reasons for nomination as candidate for Director]</p> <p>Since joining the Company, Jun Koike has gained extensive experience and achievements gained through operation in the Injection Molding Machine Division, and has an impressive character and knowledge. We believe that he will be an appropriate appointment to help expand the Group's business and also that he will be able to fulfill his responsibilities as Director, and have thus nominated him as a candidate for Director.</p>	
8	<p>Kan Akiyama (July 21, 1943)</p> <p>[Reelection]</p> <p>[Candidate for Outside Director]</p> <p>[Candidate for Independent Officer]</p>	<p>Apr. 1967 Joined Yuasa Battery Co., Ltd. (currently GS Yuasa Corporation)</p> <p>June 1999 Director of Yuasa Battery Co., Ltd.</p> <p>June 2001 Managing Director of Yuasa Battery Co., Ltd.</p> <p>June 2005 Senior Managing Director of Yuasa Battery Co., Ltd.</p> <p>Oct. 2005 President of GS Yuasa Manufacturing Ltd.</p> <p>June 2006 Chairman of GS Yuasa Corporation</p> <p>June 2009 Advisor of GS Yuasa Corporation</p> <p>June 2010 Member of Independent Committee of the Company (present position)</p> <p>June 2013 Outside Director of the Company (present position)</p>	2,000
		<p>[Reasons for nomination as candidate for Director]</p> <p>Kan Akiyama 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>[Attendance at the Board of Directors meetings (from April 1, 2016 to March 31, 2017)]</p> <p>Attended 17 of the 19 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
9	Yoshihiro Ogura (December 8, 1945) [Reelection] [Candidate for Outside Director] [Candidate for Independent Officer]	<p>Apr. 1973 Lawyer registration (DAINI TOKYO BAR ASSOCIATION); Joined Takeshi Niiya Law Office</p> <p>Apr. 1982 Established Ogura Tanaka Law Office (currently Hibiki Law Office) (present position)</p> <p>June 1994 Outside Audit and Supervisory Board Member of Tokyo Aircraft Instrument Co., Ltd.</p> <p>June 2009 Outside Audit and Supervisory Board Member of Nippon Steel Trading Co., Ltd. (currently NIPPON STEEL & SUMIKIN BUSSAN CORPORATION)</p> <p>June 2010 Member of Independent Committee of the Company (present position)</p> <p>June 2013 Outside Director of the Company (present position)</p> <p>June 2016 Outside Director, Member of the Board of NIPPON STEEL & SUMIKIN BUSSAN CORPORATION (present position)</p>	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. [Attendance at the Board of Directors meetings (from April 1, 2016 to March 31, 2017)] Attended all of the 19 meetings</p>			
10	Kiyoshi Sato (April 2, 1956) [New election] [Candidate for Outside Director] [Candidate for Independent Officer]	<p>Apr. 1979 Joined Tokyo Electron Limited</p> <p>Dec. 2001 General Manager of Clean Track Business Unit of 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 (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>			

- Notes:
1. There is no special interest between the above candidates for Director and the Company.
 2. Kan Akiyama, Yoshihiro Ogura, and Kiyoshi Sato are candidates for Outside Director.
 3. Both Kan Akiyama and Yoshihiro Ogura are currently Outside Directors of the Company, and at the conclusion of this General Meeting of Shareholders, they will have served as Outside Directors for four years 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 Kan Akiyama and Yoshihiro Ogura, 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 Kiyoshi Sato is approved, the Company plans to conclude the same limited liability agreement with him.
 5. The Company has designated both Kan Akiyama and Yoshihiro Ogura 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, Kiyoshi Sato meets the requirements for

Independent officers based on the regulations of the Tokyo Stock Exchange, and in the event that his appointment is approved, the Company plans to designate him Independent officer.

Proposal 2: Election of One (1) Substitute Audit and Supervisory Board Member

The appointment of substitute Audit and Supervisory Board Member Akifumi Imamura, approved at the 93rd Ordinary General Meeting of Shareholders held on June 24, 2016, will be expired at the start of this Ordinary General Meeting of Shareholders. Accordingly, as the number of Audit and Supervisory Board Members will no longer meet the number stipulated in laws and regulations, the Company proposes that one substitute Audit and Supervisory Board Member be elected.

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)	0
	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)		
<p>[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.</p>		

- Notes:
1. There is no special interest between the above candidate for substitute Outside Audit and Supervisory Board Member and the Company.
 2. Akifumi Imamura meets the requirements for the position of Outside Audit and Supervisory Board Member.
 3. In accordance with the Articles of Incorporation of the Company and Article 427, paragraph 1 of the Companies Act, if Akifumi Imamura is elected as an Audit and Supervisory Board Member, the Company plans to conclude limited liability agreement referred to in Article 423, paragraph 1 of the Companies Act with Akifumi Imamura, which prescribes that the maximum extent of the liability for damages shall be the amount set forth in laws and regulations. The maximum amount of liability for damages under this agreement is the minimum liability amount provided for under laws and regulations.