muRata **Murata Manufacturing Co., Ltd.**

CONVOCATION NOTICE

FOR

THE 72nd

ORDINARY GENERAL MEETING OF SHAREHOLDERS

TO BE HELD ON

JUNE 27, 2008

NOTE

1. THIS DOCUMENT IS A TRANSLATION OF THE OFFICIAL JAPANESE CONVOCATION NOTICE FOR THE 72ND ORDINARY GENERAL MEETING OF REGISTERED SHAREHOLDERS.
2. THIS TRANSLATION IS PROVIDED ONLY AS A REFERENCE TO ASSIST SHAREHOLDERS IN THEIR VOTING AND DOES NOT CONSTITUTE AN OFFICIAL DOCUMENT.
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CONVOCATION NOTICE FOR
THE 72nd ORDINARY GENERAL MEETING OF SHAREHOLDERS

May 30, 2008

Tsuneo Murata
President
Statutory Representative Director
Member of the Board of Directors

Murata Manufacturing Co., Ltd.
10-1, Higashikotari 1-chome,
Nagaokakyo-shi, Kyoto, Japan
(Securities Identification code: 6981)

Dear Shareholders:

Notice is hereby given that the 72nd Ordinary General Meeting of Shareholders will be held as detailed hereinafter, and your attendance is cordially requested.

In the event that you are unable to attend the meeting, you may exercise your voting rights using one of the methods below. To do so, we kindly ask that you first examine the reference materials for the general meeting of shareholders later in this translation (p. 4–8), then exercise your voting rights by 5:00 p.m. on Thursday, June 26, 2008.

[Exercise of Voting Rights by Postal Mail]

Please indicate on the Voting Rights Exercise Form enclosed herewith your approval or disapproval on the proposals and return the form by the said deadline.

[Exercise of Voting Rights via the Internet]

Please access the designated website for exercise of voting rights (http://www.it-soukai.com/), use the "Voting Rights Exercise Code" and the "Password" shown on the enclosed Voting Rights Exercise Form, and indicate your approval or disapproval of the proposals, following the on-screen instructions by the said deadline.

You are cordially requested to refer to the enclosed "Instructions for Internet Voting" upon the exercise of voting rights via the Internet.

In the event that you exercise your voting right on the same proposal both by postal mail and via the Internet, and in the event that the details of your votes are different, the vote made over the Internet shall prevail. In the event that you exercise your voting right on the same proposal over the Internet more than once, the vote made last shall prevail.

1. Date and time: June 27, 2008 (Friday) 10:00 a.m.
2. Location: 10-1, Higashikotari 1-chome, Nagaokakyo-shi, Kyoto, Japan
   The Hall on the second floor of the Head Office
3. Agenda

Reports
1. Report of the business report, the consolidated financial statement for the 72nd fiscal term (From April 1, 2007 to March 31, 2008), and along with audit reports prepared by the Independent Auditor and the Board of Statutory Auditors on the consolidated financial statement
2. Report of the financial statement for the 72nd fiscal term (From April 1, 2007 to March 31, 2008)

Proposals

No. 1 Dividends of Retained Earnings for the 72nd Fiscal Term

No. 2 Election of Three (3) Members of the Board of Directors

No. 3 Election of Two (2) Statutory Auditors

- Attendees are kindly requested to submit the enclosed Voting Rights Exercise Form, completed, at the reception desk at the entrance to the meeting hall.
- In the event of any changes being made to the reference materials for the General Meeting of Shareholders, or to the business report and consolidated/non-consolidated financial statements, they will be notified on the Company's website (http://www.murata.co.jp).

Reference Materials for the General Meeting of Shareholders

Proposals and References

Proposal No. 1: Dividends of Retained Earnings for the 72nd Fiscal Term

The Company has adopted a basic policy for return of profits to its shareholders under which the Company intends to realize a steady increase of dividend by increasing profit per share, putting priority on distribution of results in the form on dividend, and enhancing the value of the Company and improving the financial strength at the same time.

Based on this policy, after examining the Company's consolidated performance and payout ratio, and determining the amount of unappropriated retained earnings needed for reinvestment in future development, the Company proposes a year-end dividend of 50 yen per share. Combined with the interim dividend, this will bring the annual dividend to 100 yen per share.

1. Type of dividend asset
   Cash
2. Allocation of dividend assets and total amount of allocation
   50 yen per common share
   Total amount of payout: 10,971,031,150 yen
3. Effective date of dividend payout
   June 30, 2008

Proposal No. 2: Election of Three (3) Members of the Board of Directors

The term of office of three (3) Members of the Board of Directors (Yoshitaka Fujita, Seiichi Arai, Koji Tajika) out of the current ten (10) Members of the Board of Directors expires as of the end of the 72nd Ordinary General Meeting of Shareholders.
Thereby, it is proposed that three (3) Members of the Board of Directors be elected at this Ordinary General Meeting of Shareholders.

The candidates for Members of the Board of Directors are as follows:

Candi-date No.	Name of Candidate (Birthdate)	Brief Personal History, Positions, Responsibilities and Representative Positions in Other Companies	Shares of the Company Owned
1	Yoshitaka Fujita (January 27, 1952)	Apr 1975 Entered the Company Jun 1998 Assumed the position of Member of the Board of Directors of the Company Jun 2000 Assumed the position of Vice President of the Company Jun 2003 Assumed the position of Senior Executive Vice President of the Company Jun 2005 Assumed the position of Corporate Senior Executive Vice President of the Company AT PRESENT: Member of the Board of Directors Corporate Senior Executive Vice President Responsible for Corporate Administration Group, Corporate Planning Department, Accounting & Controller Department, Finance Department, Business Engineering & Information Systems Group and Production Engineering Unit of the Company (Representative Positions in Other Companies) President and Statutory Representative Director of Kanazawa Murata Mfg. Co., Ltd. President and Statutory Representative Director of Murata Land & Building Co., Ltd. Director of Murata Electronics Singapore (Pte.) Ltd.	2,000 shares
2	Seiichi Arai (March 4, 1948)	Apr 1973 Entered the Company Jun 1998 Assumed the position of Member of the Board of Directors of the Company Jun 2000 Assumed the position of Vice President of the Company Jun 2003 Assumed the position of Executive Vice President of the Company Jun 2005 Assumed the position of Senior Executive Vice President of the Company AT PRESENT: Member of the Board of Directors Senior Executive Vice President Responsible for Technology Management Department, Intellectual Property Department, Quality Assurance Department, Failure Analysis Center, Chemicals Management Office, Security Export Administration Office General Manager of Yasu Plant	2,300 shares

Candi-date No.	Name of Candidate (Birthdate)	Brief Personal History, Positions, Responsibilities and Representative Positions in Other Companies	Shares of the Company Owned
3	Hiroaki Yoshihara (February 9, 1957)	Nov 1978 Entered Peat Marwick Mitchell & Co. (Currently KPMG AZSA & Co.) Jul 1996 Assumed the position of National Managing Partner, the Pacific Rim Practice of KPMG LLP Oct 1997 Assumed the position of the Board Member of KPMG LLP Oct 2003 Appointed Vice Chairman and Global Managing Partner of KPMG International Sep 2007 Assumed the position of Distinguished Visiting Practitioner, Stanford University Apr 2008 Assumed the position of Professor, Hitotsubashi University Graduate School of International Corporate Strategy AT PRESENT: Distinguished Visiting Practitioner, Stanford University Professor, Hitotsubashi University Graduate School of International Corporate Strategy Senior Advisor, KPMG AZSA & Co.	0 shares

Notes:

1. There are no special interests between the Company and each of the candidates for Members of the Board of Directors.
2. Hiroaki Yoshihara is a candidate for Outside Director.
3. Special notes for the Outside Director candidate are as follows:

(1) Reasons for appointment of the candidate for Outside Director:
Hiroaki Yoshitaka is appointed as a candidate for Outside Director in the hope that he will be able to utilize his abundant consulting experiences with global companies and his deep insight as an accounting professional for the management of the Company.

(2) Liability Limitation Agreement with Outside Directors
The Company will enter into an agreement with Hiroaki Yoshihara, upon election, to the effect that liability of Outside Directors shall be restricted to the minimum liability limit stipulated in Article 425, Paragraph 1 of the Corporation Law.

Proposal No. 3: Election of Two (2) Statutory Auditors

As the term of office of Keiichi Yokobori and Tetsuya Hiraoka, two (2) out of the current five (5) Statutory Auditors expires at the end of this Ordinary General Meeting of Shareholders, it is proposed that two (2) Statutory Auditors be elected at this general meeting.

The Board of Statutory Auditors consents to this proposal.

The candidates for Statutory Auditors are as follows:

Candi-date No.	Name of Candidate (Birthdate)	Brief Personal History and Representative Positions in Other Companies	Shares of the Company Owned
1	Tetsuya Hiraoka (January 21, 1943)	Apr 1965 Entered the Ministry of Finance Main appointments include Assistant Regional Commissioner of Indirect Taxation, Examination, and Management and Co-ordination of The Osaka Regional Taxation Bureau, Assistant Regional Commissioner of the First Examination Department of Tokyo Regional Taxation Bureau, Director General of Nagoya Customs Jul 1990 Assumed the position of Assistant Director General for the Fourth Bureau of the Board of Audit of Japan Jun 1996 Assumed the position of Deputy Secretary General of the Board of Audit of Japan Jul 1997 Assumed the position of Executive Director of Housing and Urban Development Corporation Oct 1999 Assumed the position of Executive Director of Urban Development Corporation Jun 2000 Assumed the position of Executive Vice President and Statutory Representative Director of Japan Securities Finance Co., Ltd. Jun 2004 Assumed the position of Statutory Auditor of the Company AT PRESENT: Statutory Auditor of the Company	0 shares

Candi-date No.	Name of Candidate (Birthdate)	Brief Personal History and Representative Positions in Other Companies	Shares of the Company Owned
2	Hideki Yamada (October 5, 1942)	Apr 1966 Entered the Bank of Japan Sep 1989 Assumed the position of Bank Supervisor, Bank Supervision Department of the Bank of Japan May 1991 Assumed the position of General Manager of Okayama Branch of the Bank of Japan Jun 1993 Assumed the position of Bank Supervisor, Bank Supervision Department of the Bank of Japan May 1994 Assumed the position of Managing Director of the Okazaki Shinkin Bank Jun 2004 Assumed the position of Senior Managing Director of the Okazaki Shinkin Bank Jun 2006 Assumed the position of Deputy President of the Okazaki Shinkin Bank AT PRESENT: Deputy President of the Okazaki Shinkin Bank	0 shares

Notes:

1. There are no special interests between the Company and each of the candidates for Statutory Auditors.
2. Tetsuya Hiraoka and Hideki Yamada are both candidates for Outside Statutory Auditors.
3. Special notes for the Outside Auditor candidate are as follows:

(1) Reason for appointment of the candidates for Statutory Auditors:

Tetsuya Hiraoka is appointed as a candidate for Outside Auditor in the hope that he will be able to utilize his abundant experiences in the field of tax practice and accounting and also in top managerial positions for the audit of the Company.

Hideki Yamada is appointed as a candidate for Outside Auditor in the hope that he will be able to utilize his abundant experiences in the fields of finance and financial management and also in top managerial positions for the audit of the Company.

(2) At the end of the 72nd Ordinary General Meeting of Shareholders, Tetsuya Hiraoka, who was appointed Statutory Auditor in June 2004, will have served the position for four (4) years.

(3) Liability Limitation Agreement with Statutory Auditors

The Company has an agreement with Tetsuya Hiraoka to the effect that liability of Statutory Auditors shall be restricted to the minimum liability limit stipulated in Article 425, Paragraph 1 of the Corporation Law. Upon his reelection, the Company will continue the said agreement with him. The Company will also enter into the same agreement with Hideki Yamada upon his election.

4. Hideki Yamada will retire from the position of Deputy President of the Okazaki Shinkin Bank as of June 23, 2008.

END