



Murata Manufacturing Co., Ltd.

CONVOCATION NOTICE

FOR

THE 73rd

ORDINARY GENERAL MEETING OF SHAREHOLDERS

TO BE HELD ON

JUNE 26, 2009

NOTE

1. THIS DOCUMENT IS A TRANSLATION OF THE OFFICIAL JAPANESE CONVOCATION NOTICE FOR THE 73RD 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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CONVOCAATION NOTICE FOR
THE 73rd ORDINARY GENERAL MEETING OF SHAREHOLDERS

May 29, 2009

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 73rd 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. 4–10), then exercise your voting rights by 5:00 p.m. on Thursday, June 25, 2009.

[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 26, 2009 (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:
 - 1 Reports 1 Report of the business report, the consolidated financial statement for the 73rd fiscal term (From April 1, 2008 to March 31, 2009), 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 73rd fiscal term (From April 1, 2008 to March 31, 2009)

Proposals

No. 1 Dividends of Retained Earnings for the 73rd Fiscal Term

No. 2 Partial Amendment to the Articles of Incorporation

No. 3 Election of Five (5) Members of the Board of Directors

No. 4 Election of One (1) Statutory Auditor

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- 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 73rd 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 of 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: 10,731,654,850 yen
3. Effective date of dividend payout
June 29, 2009

Proposal No. 2: Partial Amendment to the Articles of Incorporation

1. Reasons for the amendments

With the enforcement of the “Act for Partial Revision of the Act on Book-Entry Transfer of Company Bonds, etc. for Streamlining Settlement Concerning Share Trading, etc.” (Act No. 88 of 2004; hereinafter referred to as the “Act for Streamlining Settlement of Shares, etc.”) on January 5, 2009, all stocks of listed companies have become subject to Book-Entry Transfer System for Stocks, etc. (so-called electronic share certificates system).

Accordingly, the Company proposes to make necessary amendments including deletion of provisions with respect to share certificates, beneficial shareholders and the register of beneficial shareholders which became unnecessary for the Company’s Articles of Incorporation. However, since the register of lost share certificates shall be prepared and maintained until the day on which one year elapses from the day immediately following the day on which the Act for Streamlining Settlement of Shares, etc. was enforced, the Company proposes to establish necessary provisions as supplementary provisions. It is deemed that a resolution has been passed, abolishing the provision with respect to issuance of share certificates in Article 7 of the existing Articles of Incorporation, effective the date of enforcement of the Act for Streamlining Settlement of Shares, etc. (January 5, 2009) in accordance with Paragraph 1, Article 6 of supplementary provisions of the Act for Streamlining Settlement of Shares, etc.

2. Details of the amendments

The Company proposes the following amendments to the present Articles of Incorporation.

(Underlines show amended portions.)

Present Articles of Incorporation	Articles of Incorporation after Amendment
<p><u>Article 7 (Issuance of Share Certificates)</u> <u>The Company shall issue share certificates for its shares.</u></p>	<p><Deleted></p>
<p>Article 8 (Repurchase of Shares) <Text omitted></p>	<p>Article 7 (Repurchase of Shares) <Unchanged></p>
<p>Article 9 (Number of Shares Constituting One Voting Unit and Non-Issuance of Share Certificates Less than a Full Voting Unit) (1) The number of shares constituting one Voting Unit shall be one hundred (100). (2) <u>Notwithstanding Article 7 hereof, the Company shall not issue share certificates representing less than one Voting Unit of shares. However, this limitation shall not apply in setting Share Handling Regulations.</u></p>	<p>Article 8 (Number of Shares Constituting One Voting Unit) The number of shares constituting one Voting Unit shall be one hundred (100). <Deleted></p>
<p>Article 10 (Rights concerning Shares Less Than One Voting Unit) Shareholders of shares less than one Voting Unit of the Company (<u>including beneficial shareholders and hereinafter the same</u>) cannot exercise their rights other than those enumerated below: 1. rights provided for in each Item of Paragraph 2 of Article 189 of the Corporate Law; 2. rights to make claims as provided for in Paragraph 1 of Article 166 of the Corporate Law; and 3. rights of shareholders to subscribe for shares or share warrants allotted by the Company in accordance with the number of shares held by them.</p>	<p>Article 9 (Rights concerning Shares Less Than One Voting Unit) Shareholders of shares less than one Voting Unit of the Company cannot exercise their rights other than those enumerated below: 1. rights provided for in each Item of Paragraph 2 of Article 189 of the Corporate Law; 2. rights to make claims as provided for in Paragraph 1 of Article 166 of the Corporate Law; and 3. rights of shareholders to subscribe for shares or share warrants allotted by the Company in accordance with the number of shares held by them.</p>

Present Articles of Incorporation	Articles of Incorporation after Amendment
<p>Article <u>11</u> (<i>Administrator of Shareholders' Register</i>)</p> <p>(1) The Company shall appoint an administrator of shareholders' register.</p> <p>(2) The administrator of shareholders' register and its handling offices shall be designated by a resolution of the Board of Directors and public notice thereof shall be given.</p> <p>(3) The preparation and maintenance of the register of shareholders (<u>including the register of beneficial shareholders, ditto hereinafter</u>), ledger of stock warrants <u>and register of lost share certificates</u> of the Company or any other business related thereto shall be entrusted to the administrator of shareholders' register and shall not be handled by the Company.</p> <p>Article <u>12~41</u> <Text omitted> <Newly added></p>	<p>Article <u>10</u> (<i>Administrator of Shareholders' Register</i>)</p> <p>(1) The Company shall appoint an administrator of shareholders' register.</p> <p>(2) The administrator of shareholders' register and its handling offices shall be designated by a resolution of the Board of Directors and public notice thereof shall be given.</p> <p>(3) The preparation and maintenance of the register of shareholders <u>and</u> ledger of stock warrants of the Company or any other business related thereto shall be entrusted to the administrator of shareholders' register and shall not be handled by the Company.</p> <p>Article <u>11~40</u> <Unchanged></p> <p style="text-align: center;"><u>Supplementary Provisions</u></p> <p><u>Article 1</u> <u>The preparation and maintenance of the register of lost share certificates of the Company or any other business related thereto shall be entrusted to the administrator of shareholders' register and shall not be handled by the Company.</u></p> <p><u>Article 2</u> <u>The preceding article and this article shall be valid until January 5, 2010, and deleted on January 6, 2010.</u></p>

Proposal No. 3: Election of Five (5) Members of the Board of Directors

The term of office of seven (7) Members of the Board of Directors (Yasutaka Murata, Tsuneo Murata, Yukio Sakabe, Atsushi Inoue, Hideharu Ieki, Koji Makino and Yasuro Tanahashi) out of the current ten (10) Members of the Board of Directors expires as of the end of the 73rd Ordinary General Meeting of Shareholders.

Thereby, it is proposed that five (5) Members of the Board of Directors, of which one Member is Outside Director, be elected at this Ordinary General Meeting of Shareholders.

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

Candidate No.	Name of Candidate (Birthdate)	Brief Personal History, Positions, Responsibilities and Representative Positions in Other Companies	Shares of the Company Owned
1	Tsuneo Murata (August 13, 1951)	<p>Mar 1974 Entered the Company</p> <p>Jun 1989 Assumed the position of Member of the Board of Directors of the Company</p> <p>Jun 1991 Assumed the position of Senior Vice President of the Company</p> <p>Jun 1995 Assumed the position of Executive Vice President of the Company</p> <p>Jun 2003 Assumed the position of Executive Deputy President and Statutory Representative Director of the Company</p> <p>Jun 2007 Assumed the position of President and Member of the Board of Directors of the Company</p> <p>AT PRESENT: President, Statutory Representative Director of the Company (Representative Positions in Other Companies) President and Statutory Representative Director of Fukui Murata Mfg. Co., Ltd. Director of Murata Electronics Singapore (Pte.) Ltd. Chairman of the Murata Science Foundation</p>	1,905,000 shares
2	Atsushi Inoue (October 7, 1948)	<p>Apr 1973 Entered the Company</p> <p>Jul 2001 Assumed the position of Vice President of the Company</p> <p>Jun 2003 Assumed the position of Member of the Board of Directors of the Company</p> <p>Jun 2005 Assumed the position of Executive Vice President of the Company</p> <p>AT PRESET: Member of the Board of Directors Executive Vice President General Manager of Components Business Unit (Representative Positions in Other Companies) President and Statutory Representative Director of Izumo Murata Mfg. Co., Ltd. President and Statutory Representative Director of Toyama Murata Mfg. Co., Ltd.</p>	1,500 shares

Candidate No.	Name of Candidate (Birthdate)	Brief Personal History, Positions, Responsibilities and Representative Positions in Other Companies	Shares of the Company Owned
3	Hideharu Ieki (April 25, 1950)	<p>Jan 1974 Entered the Company</p> <p>Jul 2003 Assumed the position of Vice President of the Company</p> <p>Jul 2005 Assumed the position of Senior Vice President of the Company</p> <p>Jun 2007 Assumed the position of Member of the Board of Directors of the Company Assumed the position of Executive Vice President of the Company</p> <p>AT PRESENT: Member of the Board of Directors Executive Vice President General Manager of Technology and Business Development Unit</p>	700 shares
4	Koji Makino (May 13, 1952)	<p>Apr 1976 Entered Mitsui Engineering & Shipbuilding Co., Ltd.</p> <p>Jan 1986 Entered the Company</p> <p>Jun 2005 Assigned as General Manager of Planning & Administration Group of the Company</p> <p>Jul 2005 Assumed the position of Vice President of the Company</p> <p>Jun 2007 Assumed the position of Member of the Board of Directors of the Company</p> <p>AT PRESENT: Member of the Board of Directors Vice President of the Company General Manager of Corporate Administration Group</p>	500 shares
5	Yasuro Tanahashi (January 4, 1941)	<p>Apr 1963 Entered Fuji Iron & Steel Co., Ltd. (currently Nippon Steel Corporation)</p> <p>Jun 1993 Assigned as General Manager of Machinery & Materials Division of Nippon Steel Corporation</p> <p>Jun 1995 Assumed the position of Director of Nippon Steel Corporation</p> <p>Apr 1997 Assumed the position of Managing Director of Nippon Steel Corporation</p> <p>Apr 2000 Assumed the position of Representative Director and President of Nippon Steel Information and Communication Systems Inc., (currently NS Solutions Corporation)</p> <p>Apr 2003 Assumed the position of Representative Director and Chairman of NS Solutions Corporation</p> <p>Jun 2004 Assumed the position of Director of Internet Initiative Japan Inc.</p> <p>Jun 2005 Assumed the position of Member of the Board of Directors of the Company</p> <p>Jun 2007 Assumed the position of Senior Advisor of NS Solutions Corporation Outside Director of Yokogawa Electric Corporation</p> <p>AT PRESENT: Member of the Board of Directors Senior Advisor of NS Solutions Corporation Director of Internet Initiative Japan Inc. Outside Director of Yokogawa Electric Corporation</p>	0 share

- Notes:
1. Special interests with the Company that candidates have:
 - (1) The Company makes contributions to the Murata Science Foundation of which Tsuneo Murata assumed the position of Chairman as of April 1, 2009.
 - (2) Other candidates have no special interests with the Company.
 2. Yasuro Tanahashi is a candidate for an Outside Director.

3. Special notes for Outside Director candidate are as follows:

(1) Reasons for electing the candidate for Outside Director:

Yasuro Tanahashi is appointed as a candidate for Outside Director in the hope that he will be able to utilize his deep insight and abundant business experiences as management executive for the management of the Company.

(2) Number of years of service as Outside Director

At the conclusion of the 73rd Ordinary General Meeting of Shareholders, Yasuro Tanahashi, currently serving as Outside Director since June 2005, will have served as Outside Director for 4 years.

(3) Liability Limitation Agreement with Outside Directors

The Company has entered into an agreement with Yasuro Tanahashi to the effect that liability of Outside Directors shall be restricted to the minimum liability amount stipulated in Article 425, Paragraph 1 of the Corporate Law. Upon his reelection, the Company will continue the said agreement with him.

Proposal No. 4: Election of One (1) Statutory Auditor

As the term of office of Motohiko Nakayama, one (1) out of the current five (5) Statutory Auditors expires at the end of this Ordinary General Meeting of Shareholders, it is proposed that one (1) Statutory Auditor be elected at this general meeting.

The Board of Statutory Auditors consents to this proposal.

The candidate for Statutory Auditor is as follows:

Candidate No.	Name of Candidate (Birthdate)	Brief Personal History, Positions, Responsibilities and Representative Positions in Other Companies	Shares of the Company Owned
1	Motohiko Nakayama (December 13, 1950)	Apr 1974 Entered the Company Oct 1998 Assigned as General Manager of Accounting & Controller Department, Accounting & Finance Group of the Company Jun 2005 Assumed the position of Standing Statutory Auditor of the Company AT PRESENT: Standing Statutory Auditor of the Company	1,400 shares

Note: There are no special interests between the Company and the candidate for Statutory Auditor.