Murata Manufacturing Co., Ltd.

CONVOCATION NOTICE

FOR

THE 76th

ORDINARY GENERAL MEETING OF SHAREHOLDERS

TO BE HELD ON

JUNE 28, 2012

NOTE

1. THIS DOCUMENT IS A TRANSLATION OF THE OFFICIAL JAPANESE CONVOCATION NOTICE FOR THE 76TH 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.

3. IN THE EVENT OF ANY DISCREPANCY BETWEEN THIS TRANSLATED DOCUMENT AND THE JAPANESE ORIGINAL, THE ORIGINAL SHALL PREVAIL.

CONVOCATION NOTICE FOR
THE 76th ORDINARY GENERAL MEETING OF SHAREHOLDERS

June 1, 2012

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 76th Ordinary General Meeting of Shareholders will be held as detailed below, 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.4–6), then exercise your voting rights by 5:00 p.m. on Wednesday, June 27, 2012.

1. Date and time: June 28, 2012 (Thursday) 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 76th fiscal term (From April 1, 2011 to March 31, 2012), 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 76th fiscal term (From April 1, 2011 to March 31, 2012)

   Proposals

   No. 1 Dividends of Retained Earnings for the 76th Fiscal Term

   No. 2 Election of Two (2) 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).

[Guide for Exercise of Voting Rights]

1. Method for 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.

2. Method for Exercise of Voting Rights via the Internet

1) Exercise of Voting Rights via the Internet

Please access the designated website for exercise of voting rights (http://www.it-soukai.com/) via personal computer or mobile phone, 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.

2) To institutional investors

Nominee shareholders such as managing trust banks and others (including standing proxies) will be able to use the electronic voting platform as a method to electronically exercise voting rights at the Annual General Meeting of Shareholders of the Company if the shareholders have applied in advance to use the electronic voting platform.

<u>**Reference Materials for the General Meeting of Shareholders**</u>

Proposals and References

Proposal No. 1: Dividends of Retained Earnings for the 76th 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, 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: 10,553,864,200 yen
3. Effective date of dividend payout
   June 29, 2012

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

Out of the current six (6) Members of the Board of Directors, the term of office of Yoshitaka Fujita and Hiroaki Yoshihara (Outside Director) will expire as of the end of this Ordinary General Meeting of Shareholders.
Thereby, it is proposed that two (2) Members of the Board of Directors be elected.

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 Significant Concurrent Positions	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 Jun 2008 Assumed the position of Executive Deputy President of the Company (present) Assumed the position of Statutory Representative Director of the Company (present) (Significant Concurrent Positions) Director of Murata Electronics Singapore (Pte.) Ltd. President of Murata (China) Investment Co., Ltd.	2,000 shares
2	Hiroaki Yoshihara (February 9, 1957)	Nov 1978 Entered Peat Marwick Mitchell & Co. (Currently KPMG AZSA LLC) 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 Apr 2008 Assumed the position of Associate Professor of Hitotsubashi University Graduate School of International Corporate Strategy Jun 2008 Assumed the position of Member of the Board of Directors of the Company (present)	0 shares

Notes:
1. There are no special interests between the Company and each of the candidates for Director.
2. Hiroaki Yoshihara is a candidate for an Outside Director and is registered as an independent director as specified in the regulations of Tokyo Stock Exchange, Inc. and Osaka Securities Exchange Co., Ltd.
3. Special notes for Outside Director candidate are as follows:
   (1) Reasons for nominating the candidate for Outside Director:
   Hiroaki Yoshihara is nominated as a candidate for Outside Director in the hope that he will be able to utilize abundant consulting experiences with global companies and his deep insight as an accounting professional for the management of the Company.
   (2) Number of years of service as Outside Director:
   At the end of the 76th Ordinary General Meeting of Shareholders, Hiroaki Yoshihara, who was appointed Outside Director in June 2008, will have served the position for four (4) years.
   (3) Liability Limitation Agreement with Outside Directors:
   The Company has entered into an agreement with Hiroaki Yoshihara to the effect that liability of Outside Directors shall be restricted to the minimum liability amount stipulated in Article 425, Paragraph 1 of the Corporation Law. Upon re-election, the Company will continue this agreement with him.

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

As the term of office of Tetsuya Hiraoka and Hideki Yamada, two (both Outside Statutory Auditors) 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.

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, Positions and Significant Concurrent Positions	Shares of the Company Owned
1	Shizuo Nakanishi (October 9, 1947)	Apr 1971 Entered Price Waterhouse & Co. May 1974 Registered as a certified public accountant Jul 1989 Partner of Aoyama Audit Corporation Apr 2000 Partner of Chuo Aoyama Audit Corporation Apr 2006 Assumed the position of Professor of Konan Graduate School of Accountancy (present) (Significant Concurrent Positions) Professor of Konan Graduate School of Accountancy	0 Shares
2	Kazuto Nishikawa (December 28, 1947)	Jul 1971 Entered the Ministry of Finance Main appointments include Assistant Regional Commissioner (Criminal Investigation) of Tokyo Regional Taxation Bureau, Assistant Regional Commissioner (Management and Co-ordination) of Osaka Regional Taxation Bureau, Deputy Commissioner (Large Enterprise Examination and Criminal Investigation) of National Tax Agency, Regional Commissioner of Tokyo Regional Taxation Bureau, Director-General of the Inspection Bureau of Financial Services Agency Jul 2001 Assumed the position of Managing Director of Teito Rapid Transit Authority Jun 2004 Assumed the position of Senior Managing Director of the National Association of Shinkin Banks (Incorporated Association) Apr 2012 Assumed the position of Senior Managing Director of the National Association of Shinkin Banks (General Incorporated Association) (present) (Significant Concurrent Positions) Senior Managing Director of the National Association of Shinkin Banks (General Incorporated Association)	0 shares

Notes:
1. Both candidates for Statutory Auditors are candidates for newly appointed Statutory Auditors. In addition, Kazuto Nishikawa will retire from the position of Senior Managing Director of the National Association of Shinkin Banks as of June 20, 2012.
2. There are no special interests between the Company and each of the candidates for Statutory Auditors.
3. Shizuo Nakanishi and Kazuto Nishikawa are both candidates for Outside Statutory Auditors. On the assumption that their election will be approved, they have been designated and registered as independent auditors as specified in the regulations of Tokyo Stock Exchange, Inc. and Osaka Securities Exchange Co., Ltd.
4. Special notes for Outside Statutory Auditor candidate are as follows:
   (1) Reasons for nominating the candidate for Outside Statutory Auditors:
   Shizuo Nakanishi is appointed as a candidate for Outside Statutory Auditor in the hope that he will be able to utilize his abundant experience in the field of accounting for the audit of the Company.
   Kazuto Nishikawa is appointed as a candidate for Outside Statutory Auditor in the hope that he will be able to utilize his abundant experience in the fields of tax practice and finance for the audit of the Company.
   (2) Liability Limitation Agreement with Outside Statutory Auditors
   When the election of Shizuo Nakanishi and Kazuto Nishikawa is approved, the Company plans to enter into agreements with them to the effect that liability of Outside Statutory Auditors shall be restricted to the minimum liability amount stipulated in Article 425, Paragraph 1 of the Corporation Law.