



**Murata Manufacturing Co., Ltd.**

**CONVOCATION NOTICE**

**FOR**

**THE 77th**

**ORDINARY GENERAL MEETING OF SHAREHOLDERS**

**TO BE HELD ON**

**JUNE 27, 2013**

**NOTE**

1. THIS DOCUMENT IS A TRANSLATION OF THE OFFICIAL JAPANESE CONVOCATION NOTICE FOR THE 77TH 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 77th ORDINARY GENERAL MEETING OF SHAREHOLDERS

**June 3, 2013**

**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 77th 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 either by Voting Rights Exercise Form or via the Internet, etc. To do so, we kindly ask that you first examine the Reference Materials for the General Meeting of Shareholders later in this translation (p.4–9), then exercise your voting rights by 5:00 p.m. on Wednesday, June 26, 2013.**

1. Date and time: June 27, 2013 (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 77th fiscal term (From April 1, 2012 to March 31, 2013), 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 77th fiscal term (From April 1, 2012 to March 31, 2013)

Proposals

- No. 1 Dividends of Retained Earnings for the 77th 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

## **[Guide for Exercise of Voting Rights]**

### **1. Exercise of Voting Rights by Attending the Meeting**

Please bring the Voting Rights Exercise Form enclosed herewith with you to the meeting and submit the form, completed, at the reception desk at the entrance to the meeting hall.

### **2. Exercise of Voting Rights by Postal Mail (Voting Rights Exercise Form)**

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.

### **3. 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, smartphone 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.

#### **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.

- 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.
- 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 77th 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, 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: 10,553,753,150 yen
3. Effective date of dividend payout  
June 28, 2013

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

### 1. Reasons for the amendments

- (1) In preparation for future business deployment, the Company proposes to add a business purpose with respect to the purpose in Article 2 of the present Articles of Incorporation. In accordance with this, the item number will be moved down.
- (2) From the perspective of expansion of the services for the shareholders, the Company proposes to establish Article 10 regarding demand for the sale of shares constituting less than one voting unit, and make necessary amendments corresponding to this, so that the Company may introduce a system for the sale of shares constituting less than one voting unit as provided for in Article 194 of the Companies Act. In accordance with this, the numbers of Article 10 and subsequent Articles of the present Articles of Incorporation will each be moved down one position.

### 2. Details of the amendments

The proposed amendments are as follows:

(Underlines show amended portions.)

| Present Articles of Incorporation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | Articles of Incorporation after Amendment                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>Article 2 <i>(Purpose)</i><br/> The purpose of the Company shall be to engage in the following businesses:<br/> 1.~14. (Text omitted)<br/> (Newly added)<br/> <u>15.</u> All businesses which are incidental to or related to those mentioned in the preceding items.</p> <p>Article 9 <i>(Rights concerning Shares Constituting Less Than One Voting Unit)</i><br/> Shareholders of shares constituting less than one Voting Unit of the Company cannot exercise their rights other than those enumerated below:<br/> 1. rights provided for in each Item of Paragraph 2 of Article 189 of the Companies Act;<br/> 2. rights to make claims as provided for in Paragraph 1 of Article 166 of the Companies Act; and<br/> 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.<br/> (Newly added)<br/> <br/> (Newly added)</p> <p>Article <u>10~40</u> (Text omitted)</p> | <p>Article 2 <i>(Purpose)</i><br/> The purpose of the Company shall be to engage in the following businesses:<br/> 1.~14. (Unchanged)<br/> <u>15. Generation and supply of electricity</u><br/> <u>16.</u> All businesses which are incidental to or related to those mentioned in the preceding items.</p> <p>Article 9 <i>(Rights concerning Shares Constituting Less Than One Voting Unit)</i><br/> Shareholders of shares constituting less than one Voting Unit of the Company cannot exercise their rights other than those enumerated below:<br/> 1. (Unchanged)<br/> 2. (Unchanged)<br/> 3. (Unchanged)<br/> 4. <u>Right to make a demand as provided for in the subsequent Article</u></p> <p><u>Article 10 (Demand for the Sale of Shares Constituting Less Than One Voting Unit)</u><br/> Shareholders of shares constituting less than one Voting Unit of the Company may demand that the Company sell such number of shares which, together with the number of shares constituting less than one Voting Unit held by such shareholders, will constitute one Voting Unit, in accordance with the provisions of Share Handling Regulations.</p> <p>Article <u>11~41</u> (Unchanged)</p> |

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

Out of the current six (6) Members of the Board of Directors, the term of office of Tsuneo Murata, Hideharu Ieki, Koji Makino and Yasuro Tanahashi (Outside Director) will expire at the end of this Ordinary General Meeting of Shareholders.

It has been decided to increase the number of directors by one to further strengthen the management structure, and it is proposed that five (5) Members of the Board of Directors be elected.

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

| Candidate No. | Name of Candidate (Birthdate)   | Brief Personal History, Positions, Responsibilities and Significant Concurrent Positions                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | 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 Senior Executive Vice President of the Company</p> <p>Jun 2003 Assumed the position of Executive Deputy President and Statutory Representative Director of the Company (present)</p> <p>Jun 2007 Assumed the position of President of the Company (present)</p> <p>(Significant Concurrent Positions)<br/>Statutory Representative Director, President of Fukui Murata Mfg. Co., Ltd.<br/>Director, Murata Electronics Singapore (Pte.) Ltd.<br/>Chairman, the Murata Science Foundation</p>                                                                                                                                                                                                                             | 1,539,000 shares            |
| 2             | Koji Makino (May 13, 1952)      | <p>Apr 1976 Entered Mitsui Engineering and Shipbuilding Co., Ltd.</p> <p>Jan 1986 Entered the Company</p> <p>Jun 2005 Assumed the position of General Manager of Planning &amp; 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 (present)</p> <p>Jun 2009 Assumed the position of Executive Vice President of the Company (present)</p> <p>Jul 2009 Assumed the position of Director of Production Engineering Unit of the Company (present)</p> <p>Oct 2009 Responsible for Corporate Communication Department, General Administration Department, Legal Affairs Department, Personnel &amp; Industrial Relations Department, Health &amp; Safety Promotion Office, Environmental Management Department of the Company</p> <p>Jun 2012 Responsible for Power Device Products Division of the Company (present)</p> | 800 shares                  |

| Candidate No. | Name of Candidate (Birthdate)       | Brief Personal History, Positions, Responsibilities and Significant Concurrent Positions                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | Shares of the Company Owned |
|---------------|-------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------|
| 3             | Norio Nakajima (September 21, 1961) | <p>Apr 1985 Entered the Company</p> <p>Jul 2004 Assigned as General Manager of Multi Layer Module Products Department, Components Division III of the Company</p> <p>Jul 2006 Assigned as Director of Communication Module Division (currently Communication Business Unit), Module Business Unit of the Company</p> <p>Jul 2010 Assumed the position of Vice President of the Company (present)</p> <p>Jun 2012 Assumed the position of Director of Communication Module Division (currently Communication Business Unit), of the Company (present)</p> <p>(Significant Concurrent Positions)<br/> Statutory Representative Director, President of Kanazawa Murata Manufacturing Co., Ltd.<br/> Statutory Representative Director, President of Komatsu Murata Manufacturing Co., Ltd.<br/> Statutory Representative Director, President of Okayama Murata Manufacturing Co., Ltd.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | 900 shares                  |
| 4             | Yoshito Takemura (January 23, 1957) | <p>Apr 1981 Entered the Company</p> <p>Jun 2003 Assigned as General Manager of Finance Department of the Company</p> <p>Jul 2009 Assumed the position of President of Murata (China) Investment Co., Ltd.</p> <p>Jul 2012 Assumed the position of Vice President of the Company (present)</p> <p>Assumed the position of General Manager of Administration Group of the Company (present)</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | 400 shares                  |
| 5             | Yasuro Tanahashi (January 4, 1941)  | <p>Apr 1963 Entered Fuji Iron &amp; Steel Co., Ltd. (currently NIPPON STEEL &amp; SUMITOMO METAL CORPORATION)</p> <p>Jun 1993 Assumed the position of General Manager of Machinery &amp; Materials Division of Nippon Steel Corporation (currently NIPPON STEEL &amp; SUMITOMO METAL CORPORATION)</p> <p>Jun 1995 Assumed the position of Member of the Board of Directors 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 Outside Director of Internet Initiative Japan Inc. (present)</p> <p>Jun 2005 Assumed the position of Member of the Board of Directors of the Company (present)</p> <p>Jun 2007 Assumed the position of Advisor of NS Solutions Corporation</p> <p>Assumed the position of Outside Director of Yokogawa Electric Corporation (present)</p> <p>Jun 2010 Assumed the position of Outside Director of San Holdings, Inc. (present)</p> <p>(Significant Concurrent Positions)<br/> Outside Director of Internet Initiative Japan Inc.<br/> Outside Director of Yokogawa Electric Corporation<br/> Outside Director of San Holdings, Inc.</p> | 0 shares                    |

Notes: 1. Special interests in the Company that candidates for Director have:  
(1) The Company makes contributions to the Murata Science Foundation, of which Tsuneo Murata assumed

the position of Chairman as of December 1, 2010.

- (2) There are no special interests between the Company and any of the other candidates for Director.
- 2. Yasuro Tanahashi 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:  
Yasuro Tanahashi is nominated as a candidate for Outside Director in the hope that he will be able to utilize his deep insight and abundant business experience for the management of the Company.
  - (2) Number of years of service as Outside Director:  
At the end of the 77th Ordinary General Meeting of Shareholders, Yasuro Tanahashi, who was appointed Outside Director in June 2005, will have served the position for eight (8) 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 Companies Act. Upon re-election, the Company will continue this agreement with him.



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

As the term of office of Motohiko Nakayama 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.

The Board of Statutory Auditors consents to this proposal.

The candidate for Statutory Auditor is as follows:

| Name of Candidate<br>(Birthdate)    | Brief Personal History, Positions and Significant Concurrent Positions |                                                                                     | Shares of<br>the Company<br>Owned |
|-------------------------------------|------------------------------------------------------------------------|-------------------------------------------------------------------------------------|-----------------------------------|
| Junichi Tanaka<br>(January 2, 1957) | Apr 1979                                                               | Entered Fukui Murata Manufacturing Co., Ltd.                                        | 2,400 shares                      |
|                                     | Aug 1998                                                               | Assumed the position of General Manager of Murata Electronics Singapore (Pte.) Ltd. |                                   |
|                                     | Feb 2008                                                               | Assigned as General Manager of Finance Department of the Company (present)          |                                   |

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