



May 20, 2016

Company name: Murata Manufacturing Co., Ltd.  
Name of representative: Tsuneo Murata  
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Stock Exchange)  
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### **Notice regarding Partial Amendment to the Articles of Incorporation**

Murata Manufacturing Co., Ltd. (the “Company”) hereby announces that at a meeting of the Board of Directors held today, it was resolved to propose “Partial Amendment to the Articles of Incorporation” as an item of agenda for the 80th Ordinary General Meeting of Shareholders to be held on June 29, 2016, as shown below.

#### 1. Reason for the amendments

- (1) As disclosed in the “Announcement regarding the Transition to a Company with a Board with Audit Committee Structure” released February 29, 2016, the Company will transfer to a Company with a Board with Audit Committee Structure that subject to approval by the 80th Ordinary General Meeting of Shareholders to be held on June, 29. Accordingly, the Company proposes to make the following amendments:
  - i) Amendments to the provision concerning the Company’s governing bodies, amendments to the provision concerning Directors and the Board of Directors, establishment of a new provision concerning the Audit Committee, and deletion of the provision concerning Statutory Auditors and the Board of Statutory Auditors
  - ii) Establishment of a new provision to permit the delegation of all or part of a decision regarding execution of important duties to a Director by resolution of the Board of Directors.
- (2) The Company will make additions to the business purposes in response to diversification of its businesses.

(3) As the Revised Companies Act has amended the scope for entering into limited liability agreements with directors to include directors those who are not the executive officers, the Company proposes that the focus of limited liability agreements be altered so as not to restrict the scope to Outside Members of the Board of Directors, so that Directors who do not execute duties can fully perform the role expected of them. The Company has obtained the consent of the Statutory Auditors to this amendment to the provision.

2. Details of the amendments

The amendments are as attached.

3. Schedule

Date of the Ordinary General Meeting of Shareholders for amendment the Articles of Incorporation

(scheduled): June 29, 2016 (Wednesday)

Effective date of Amended Articles of Incorporation (scheduled): June 29, 2016 (Wednesday)

(Underlines show amended portions.)

| Present Articles of Incorporation   | Articles of Incorporation after Amendment  |
|---|--|
| <b>CHAPTER I<br/>GENERAL PROVISIONS</b>   |  |
| Article 1 (Text omitted)  | Article 1 (Unchanged)  |
| <p>Article 2 (<i>Purpose</i>)<br/>The purpose of the Company shall be to engage in the following business:</p> <ol style="list-style-type: none"><li>1. Manufacture, sale and purchase of ceramic and chemical products;</li><li>2. Manufacture, sale and purchase of electronic and electric products, parts and materials;<br/>(Newly added)</li><li><u>3. Manufacture, sale and purchase of other machines and parts and materials;</u></li><li><u>4. ~ 16.</u> (Text omitted)</li></ol> | <p>Article 2 (<i>Purpose</i>)<br/>The purpose of the Company shall be to engage in the following business:</p> <ol style="list-style-type: none"><li>1. Manufacture, sale and purchase of ceramic and chemical products;</li><li>2. Manufacture, sale and purchase of electronic and electric products, parts and materials;</li><li><u>3. Manufacture, sale and purchase of medical devices;</u></li><li><u>4. Manufacture, sale and purchase of other machines and parts and materials;</u></li><li><u>5. ~ 17.</u> (Unchanged; items renumbered downward)</li></ol> |
| Article 3 (Text omitted)  | Article 3 (Unchanged)  |
| <p>Article 4 (<i>Governing Bodies</i>)<br/>The Company shall have following governing bodies in addition to the general meeting of shareholders:</p> <ol style="list-style-type: none"><li>1. Board of Directors</li><li>2. <u>Statutory Auditors</u></li><li><u>3. Board of Statutory Auditors</u></li><li>4. Accounting Auditors</li></ol>  | <p>Article 4 (<i>Governing Bodies</i>)<br/>The Company shall have following governing bodies in addition to the general meeting of shareholders <u>and Directors:</u></p> <ol style="list-style-type: none"><li>1. Board of Directors</li><li>2. <u>Audit Committee</u><br/>(Deleted)</li><li><u>3. Accounting Auditors</u></li></ol>  |
| Article 5 ~ 18 (Text omitted)   | Article 5 ~ 18 (Unchanged)   |
| <b>CHAPTER IV<br/>DIRECTORS AND BOARD OF DIRECTORS</b>  |  |
| <p>Article 19 (<i>Number of Directors</i>)<br/>The Company shall have no more than fifteen (15) Directors.</p>  | <p>Article 19 (<i>Number of Directors</i>)<br/>The Company shall have not more than fifteen (15) directors <u>who are not Audit Committee Members. The number of directors appointed as Directors who are Audit Committee Members shall be not more than five (5).</u></p>   |
| <p>Article 20 (<i>Method of Election</i>)<br/>(1) Directors shall be elected at general meetings of shareholders.</p>   | <p>Article 20 (<i>Method of Election</i>)<br/>(1) Directors shall be elected at general meetings of shareholders; <u>while making a distinction between Directors who are not Audit Committee Members and Directors who are Audit Committee Members.</u></p>   |
| <p>(2) (Text omitted)<br/>(3) (Text omitted)</p>  | <p>(2) (Unchanged)<br/>(3) (Unchanged)</p>   |
| <p>Article 21 (<i>Term of Office</i>)<br/>The term of office of Directors shall expire at the conclusion of the ordinary general meeting of shareholders held with respect to the last year ending within <u>two (2) years</u> after their election.</p> <p style="text-align: center;">(Newly added)</p>   | <p>Article 21 (<i>Term of Office</i>)<br/><u>(1) The term of office of Directors who are not Audit Committee Members shall expire at the conclusion of the ordinary general meeting of shareholders held with respect to the last year ending within one (1) year after their election.</u></p> <p><u>(2) The term of office of Directors who are Audit Committee Members shall expire at the conclusion of the ordinary general meeting of shareholders held with respect to the last year ending within two (2) years after their election.</u></p>                  |

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| <p style="text-align: center;">(Newly added)</p> <p>Article 22 (<i>Directors with Special Titles</i>)<br/> The Company shall elect, by a resolution of the Board of Directors, one President from among its Directors. In addition, the Company may elect, if necessary, one Chairman, one or more Vice-Chairmen, Executive Deputy President, Corporate Senior Executive Director (senmu) and Executive Director (jomu), respectively, Members of the Board of Directors from among its Directors.</p> <p>Article 23 (<i>Statutory Representative Directors</i>)<br/> (1) The President, Member of the Board of Directors shall be a Statutory Representative Director.<br/> (2) In addition to the preceding paragraph, the Company may, by a resolution of the Board of Directors, elect not more than five (5) Statutory Representative Directors from among <u>its Directors</u> with special titles mentioned in the preceding Article.</p> <p>Article 24 (Text omitted)</p> <p>Article 25 (<i>Convocation Procedures</i>)<br/> (1) Notice of a meeting of the Board of Directors shall be given to each Director <u>and each Statutory Auditor</u> at least three (3) days prior to the date set for such meeting; provided, however, that in case of emergency, the above period may be shortened.<br/> (2) With the consent of all the Directors <u>and Statutory Auditors</u> a meeting of the Board of Directors may be held without complying with the convocation procedures.</p> <p>Article 26 (<i>Omission of Resolution by Board of Directors</i>) (Text omitted)<br/> <br/> (Newly added)</p> <p>Article 27 (<i>Regulations of the Board of Directors</i>) (Text omitted)</p> <p>Article 28 (<i>Remuneration, etc.</i>)<br/> (1) The remuneration for Directors, annual bonus and other proprietary benefits received from the Company as consideration for execution of their duties (hereinafter referred to as “Remuneration, etc.”) shall be determined by a resolution of a general meeting of shareholders.</p> | <p><u>(3) The term of office of a Director who is an Audit Committee Member elected to fill a vacancy of a Director who is an Audit Committee Member and who retired before the expiration of the term of office shall expire when such predecessor’s full term of office would have expired.</u></p> <p>Article 22 (<i>Directors with Special Titles</i>)<br/> The Company shall elect, by a resolution of the Board of Directors, one President from among its Directors, <u>who are not Audit Committee Members</u>. In addition, the Company may elect, if necessary, one Chairman, one or more Vice-Chairmen, Executive Deputy President, Corporate Senior Executive Director (senmu) and Executive Director (jomu), respectively, Members of the Board of Directors from among its Directors.</p> <p>Article 23 (<i>Statutory Representative Directors</i>)<br/> (1) The President, Member of the Board of Directors shall be a Statutory Representative Director.<br/> (2) In addition to the preceding paragraph, the Company may, by a resolution of the Board of Directors, elect not more than five (5) Statutory Representative Directors from among its Directors who <u>are not Audit Committee Member</u>.</p> <p>Article 24 (Unchanged)</p> <p>Article 25 (<i>Convocation Procedures</i>)<br/> (1) Notice of a meeting of the Board of Directors shall be given to each Director at least three (3) days prior to the date set for such meeting; provided, however, that in case of emergency, the above period may be shortened.<br/> (2) With the consent of all the Directors a meeting of the Board of Directors may be held without complying with the convocation procedures.</p> <p>Article 26 (<i>Omission of Resolution by Board of Directors</i>) (Unchanged)</p> <p>Article 27 (<i>Delegation to Directors</i>)<br/> <u>Pursuant to the provisions of Article 399-13, Paragraph 6 of the Companies Act, the Company may delegate all or part of a decision regarding execution of important duties (excluding matters set forth in items of Paragraph 5 of the same Article) to a Director by resolution of the Board of Directors.</u></p> <p>Article 28 (<i>Regulations of the Board of Directors</i>) (Unchanged)</p> <p>Article 29 (<i>Remuneration, etc.</i>)<br/> (1) The remuneration for Directors, annual bonus and other proprietary benefits received from the Company as consideration for execution of their duties (hereinafter referred to as “Remuneration, etc.”) shall be determined by a resolution of a general meeting of shareholders, <u>while making a distinction between Directors who are not Audit Committee Members and Directors who are Audit Committee Members.</u></p> |

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| <p>(2) (Text omitted)</p> <p><u>Article 29 (Limited Liability Agreement with <i>Outside Members of the Board of Directors</i>)</u><br/>           In accordance with the provisions of Paragraph 1 of Article 427 of the Corporate Law, the Company may enter into agreements with <u>Outside Members of the Board of Directors</u> under which their liabilities provided for in Paragraph 1 of Article 423 of the said Law shall be restricted to the minimum liability limit stipulated in laws and regulations.</p> <p style="text-align: center;"><b>CHAPTER V</b><br/> <b><u>STATUTORY AUDITORS AND BOARD OF STATUTORY AUDITORS</u></b></p> <p style="text-align: center;">(Newly added)</p> <p style="text-align: center;">(Newly added)</p> <p style="text-align: center;">(Newly added)</p> <p><u>Article 30 (Number of Statutory Auditors)</u><br/>           The Company shall have no more than five (5) Statutory Auditors.</p> <p><u>Article 31 (Method of Appointment)</u><br/>           (1) Statutory Auditors shall be elected at general meetings of shareholders.<br/>           (2) The resolution to elect Statutory Auditors shall be made by an affirmative vote of a majority of the voting rights held by shareholders present with exercisable voting rights representing one-third (1/3) or more of the voting rights of all shareholders with exercisable voting rights present.</p> <p><u>Article 32 (Term of Office)</u><br/>           (1) The term of office of Statutory Auditors shall expire at the conclusion of the ordinary general meeting of shareholders held with respect to the last business year endings within four (4) years after their election.<br/>           (2) The term of office of a Statutory Auditor elected to fill a vacancy of a retired Statutory Auditor before the expiration of the term of office shall expire when such predecessor's full term of office would have been expired.</p> | <p>(2) (Unchanged)</p> <p><u>Article 30 (Limited Liability Agreement with <i>Directors</i>)</u><br/>           In accordance with the provisions of Paragraph 1 of Article 427 of the Companies Act, the Company may enter into agreements with <u>directors excluding those who are not the executive officers</u> under which their liabilities provided for in Paragraph 1 of Article 423 of the said Law shall be restricted to the minimum liability limit stipulated in laws and regulations.</p> <p style="text-align: center;"><b>CHAPTER V</b><br/> <b><u>AUDIT COMMITTEE</u></b></p> <p><u>Article 31 (Full-time Audit Committee Members)</u><br/>           The Audit Committee may, by its resolution, elect full-time Audit Committee Members.</p> <p><u>Article 32 (Convocation Procedures)</u><br/>           (1) Notice of a meeting of the Audit Committee shall be given to each Audit Committee Member at least three (3) days prior to the date set for such meeting; provided, however, that in case of emergency, the above period may be shortened.<br/>           (2) With the consent of all the Audit Committee Members, a meeting of the Audit Committee may be held without complying with the convocation procedures.</p> <p><u>Article 33 (Regulations of the Audit Committee)</u><br/>           The Audit Committee shall be governed by the Regulations of the Audit Committee established by the Audit Committee, in addition to laws and regulations and these Articles of Incorporation.</p> <p style="text-align: center;">(Deleted)</p> <p style="text-align: center;">(Deleted)</p> <p style="text-align: center;">(Deleted)</p> |

| Present Articles of Incorporation  | Articles of Incorporation after Amendment   |
|--|---|
| <p><u>Article 33 (Full-time Statutory Auditor)</u><br/> <u>The Board of Statutory Auditors shall appoint full-time Statutory Auditor(s) from among Statutory Auditors.</u></p>   | (Deleted)   |
| <p><u>Article 34 (Convocation Procedures)</u><br/> <u>(1) Notice of a meeting of the Board of Statutory Auditors shall be given to each Statutory Auditor at least three (3) days prior to the date set for such meeting; provided, however, that in case of emergency, the above period may be shortened.</u><br/> <u>(2) With the consent of all the Statutory Auditors, a meeting of the Board of Statutory Auditors may be held without complying with the convocation procedures.</u></p> | (Deleted)   |
| <p><u>Article 35 (Regulations of the Board of Statutory Auditors)</u><br/> <u>The Board of Statutory Auditors shall be governed by the Regulations of the Board of Statutory Auditors established by the Board of Statutory Auditors, in addition to laws and regulations and these Articles of Incorporation.</u></p>   | (Deleted)   |
| <p><u>Article 36 (Remuneration, etc.)</u><br/> <u>The Remuneration, etc. for Statutory Auditors shall be determined by a resolution of a general meeting of shareholders.</u></p>  | (Deleted)   |
| <p><u>Article 37 (Limited Liability Agreement with Outside Statutory Auditors)</u><br/> <u>In accordance with the provisions of Paragraph 1 of Article 427 of the Corporate Law, the Company may enter into agreements with Outside Statutory Auditors under which their liabilities provided for in Paragraph 1 of Article 423 of the said Law shall be restricted to the minimum liability limit stipulated in laws and regulations.</u></p>   | (Deleted)   |
| <p style="text-align: center;">CHAPTER VI<br/>ACCOUNTS</p>   | <p style="text-align: center;">CHAPTER VI<br/>ACCOUNTS</p>  |
| <p>Article <u>38 ~ 41</u> (Text omitted)</p> <p>(Newly added)</p>  | <p>Article <u>34 ~ 37</u> (Unchanged)</p> <p style="text-align: center;"><u>Supplementary Provision</u></p>   |
|  | <p><u>(Transitional Measure Concerning Limited Liability Agreements with Outside Statutory Auditors)</u><br/> <u>Limited liability agreements pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act already entered into with Outside Statutory Auditors (including former Outside Statutory Auditors) regarding the liability for damages described in Article 423, Paragraph 1 of the Companies Act prior to the conclusion of the 80th ordinary general meeting of shareholders held in June 2016 shall be governed by Article 37 of the Articles of Incorporation prior to the amendment made by resolution of the said ordinary general meeting of shareholders.</u></p> |