

Company name: Murata Manufacturing Co., Ltd.
Name of representative: Tsuneo Murata
Chairman of the Board, President and
Representative Director
(Code: 6981, First section of the Tokyo Stock
Exchange)
Contact: Junichi Yamamoto
General Manager of General Administration
Department
(Phone: 075-955-6502)

The Company's supplement to
Proposal No.3 of the 84th Ordinary General Meeting of Shareholders

Murata Manufacturing Co., Ltd.(the "Company") has submitted a proposal(the proposal No.3) to elect four(4) members of the Board of Directors who are Audit and Supervisory Committee Members at the 84th Ordinary General Meeting of Shareholders of the Company (the "General Meeting") scheduled to be held on June 26, 2020. With regard to Takatoshi Yamamoto, who is a candidate for a member of the Board of Directors who are Audit and Supervisory Committee Members, the Company has confirmed that the Institutional Shareholder Services, Inc.("ISS") has issued a report that recommends voting against the Company's proposal.

The reason for nomination as a candidate for a member of the Board of Directors who are Audit and Supervisory Committee Members and the matters concerning independence are as described in page 19 of the convocation notice for the General Meeting. In order for the shareholders to make a sound decision, the Company will supplement it as follows upon the ISS Report, so we ask for your understanding.

1 . ISS's Recommendation to vote against

ISS has recommended voting against the proposal for the nomination of Takatoshi Yamamoto as a candidate for a member of the Board of Directors who are Audit and Supervisory Committee Members for the following reasons:

Takatoshi Yamamoto does not meet the ISS's independence criteria because he just has experience of work in the past at CASIO COMPUTER CO., LTD. (hereinafter "CASIO") whose stocks the Company holds for the purpose of strategic shareholdings.

2 . The Company's View

The Company's View is as follows;

(1) Takatoshi Yamamoto has extensive experience of corporate analysis as a securities analyst and has specialized insight in finance and accounting, in addition to a wealth of experience related to global corporate management (Brief Personal History and Reason for nomination to be described hereinafter). Within his personal history, Takatoshi Yamamoto used to work for CASIO only for three (3) years, from June 2009 to June 2012, and almost eight (8) years has already past after his resignation. After retirement, he has never been involved with the business and operation of CASIO after retirement. Furthermore, he has never been involved with the Company during his tenure in CASIO. We believe that there is no doubt about his independence.

(2) The number of CASIO's share which the Company holds is 68,000 (as of March 31, 2019), only 0.02% of the total number of shares authorized to be issued by CASIO; therefore the Company's authority on CASIO's management is very limited.

(3) The Company has designated Takatoshi Yamamoto as an independent director as specified in the regulations of the Tokyo Stock Exchange and reported the designation to the exchange. In addition, he meets Criteria for Independence of Outside Directors prescribed by the Company (please refer to page 22 of the convocation notice for the General Meeting).

◆ Brief Personal History, Positions, Responsibilities and Significant Concurrent Positions of Takatoshi Yamamoto

Apr 1975	Entered Nomura Research Institute, Ltd.
Apr 1989	Entered Morgan Stanley Japan Limited
Dec 1995	Assumed the position of Managing Director of Morgan Stanley Japan Limited
Jun 1999	Assumed the position of Managing Director of Tokyo Office and Deputy Chairman of Morgan Stanley Japan Limited
Jul 2005	Assumed the position of Managing Director and Deputy Chairman of UBS Securities Japan Co., Ltd.
Jun 2009	Assumed the position of Executive Managing Director of CASIO COMPUTER CO., LTD.
Jun 2011	Assumed the position of Advisor of CASIO COMPUTER CO., LTD. (Retired in June 2012)
Jun 2012	Assumed the position of Outside Corporate Auditor of Fuji Heavy Industries Ltd.
Jun 2013	Assumed the position of Outside Audit & Supervisory Board Member of Tokyo Electron Ltd. (present)
Jun 2016	Assumed the position of Outside Director of Hitachi, Ltd. (present)
Jun 2019	Assumed the position of Outside Director of the Company (present)

◆ Reason for nomination as candidate

Takatoshi Yamamoto has extensive experience of corporate analysis of companies in Japan and overseas as a securities analyst, particularly in regard to the electronics industry, and has specialized insight in finance and accounting, in addition to a wealth of experience related to global corporate management. Leveraging his experience and insight in managing the affairs of the Company as an Outside Director since 2019, he has contributed to strengthening the functions of the Board of Directors from an independent perspective. Takatoshi Yamamoto has been nominated as a candidate for Outside Director who is an Audit and Supervisory Committee Member because the Company expects that he will strengthen the decision-making functions and audit and supervisory functions of the Board of Directors.