



May 24, 2022

Company name:	Murata Manufacturing Co., Ltd.
Name of	Norio Nakajima
representative:	President and Representative Director (Code: 6981, Tokyo Stock Exchange Prime market)
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Notice regarding partial amendments to Articles of Incorporation

Murata Manufacturing Co., Ltd.(hereinafter “the Company”) has resolved at the Meeting of the Board of Directors held on May 24, 2022 to propose the partial amendments to its Articles of Incorporation at the 86th Ordinary General Meeting of Shareholders to be held on June 29, 2022.

1. Reasons for the Amendments

- (1) As the revised provisions set forth in the proviso of Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) will come into effect on September 1, 2022, in order to prepare for the introduction of the electronic provision system of materials for general meetings of shareholders, the Articles of Incorporation of the Company shall be amended as follows.
 - 1) Article 16, Paragraph (1) of the proposed amendment newly stipulates that electronic provision measures will be used for the information contained in the Reference Materials for the General Meeting of Shareholders.
 - 2) Article 16, Paragraph (2) of the proposed amendment newly establishes a provision to limit the scope of matters to be included in the documents to be delivered to shareholders who requested them specified by the Ordinance of the Ministry of Justice.
 - 3) The provisions in the Article 16 of the current Articles of Incorporation (Internet Disclosure of Reference Documents, etc. and Deemed Provision) will be no longer necessary after the introduction of the electronic provision system of materials for general meetings of shareholders and will be deleted.
 - 4) As a result of the above-mentioned new establishment and deletion, supplementary provisions regarding the effective date, etc., will be established.
- (2) Starting with the transition to a company with an Audit and Supervisory Committee in 2016, the Company has worked on reforming the corporate governance system. To revise the number of persons of the Board of Directors to a reasonable level, aiming to invigorate discussion and expedite decision-making, the number of Members of the Board of Directors who are not Audit and Supervisory Committee Members shall be reduced from fifteen (15) or less to ten (10) or less prescribed in Article 19 of the current Articles of Incorporation (Number of Directors).

2. Details of amendments

Details of the amendments are described in the Attachment.

3. Schedule

The date of the Ordinary General Meeting of Shareholders for the amendments: June 29, 2022

The date that amended Articles of Incorporation will be effective: June 29, 2022

< Attachment >

Proposed Amendments to the Company's Articles of Incorporation

(Underlines show amended portions.)

Present Articles of Incorporation	Articles of Incorporation after Amendment
Article 1 ~ 15 (Text omitted)	Article 1 ~ 15 (Text omitted)
<p><u>Article 16 (Internet Disclosure of Reference Documents, etc. and Deemed Provision)</u></p> <p><u>In convening a general meeting of shareholders, the Company may, pursuant to the relevant regulation issued by the Ministry of Justice, deem that it has duly provided its shareholders with the information which must be mentioned or displayed in the reference document of a general meeting of shareholders, business report, financial statements and consolidated financial statements by disclosing such information using the Internet.</u></p> <p>(Newly added)</p>	<p>(Deleted)</p> <p><u>Article 16 (Electronic Provision Measures)</u></p> <p><u>(1) In convening a general meeting of shareholders, the Company shall take electronic provision measures regarding the information contained in the Reference Materials for the General Meeting of Shareholders, etc.</u></p> <p><u>(2) The Company shall not be required to describe all or part of the matters for electronic provision measures specified by the Ordinance of the Ministry of Justice in the documents to be delivered to shareholders who requested them by the record date for the voting rights.</u></p>
Article 17 ~ 18 (Text omitted)	Article 17 ~ 18 (Unchanged)
<p>Article 19 (Number of Directors)</p> <p>The Company shall have not more than <u>fifteen (15)</u> directors who are not Audit and Supervisory Committee Members. The number of directors appointed as Directors who are Audit and Supervisory</p>	<p>Article 19 (Number of Directors)</p> <p>The Company shall have not more than <u>ten (10)</u> directors who are not Audit and Supervisory Committee Members. The number of directors appointed as Directors who are Audit and Supervisory Committee Members shall be not more than five (5).</p>

Present Articles of Incorporation	Articles of Incorporation after Amendment
Committee Members shall be not more than five (5).	
<p>Article 20 ~ 37 (Text omitted)</p> <p>Supplementary Provision <i>(Transitional Measure Concerning Limited Liability Agreements with Outside Statutory Auditors)</i> (Text omitted) (Newly added)</p>	<p>Article 20 ~ 37 (Unchanged)</p> <p>Supplementary Provision <i>(Transitional Measure Concerning Limited Liability Agreements with Outside Statutory Auditors)</i> (Unchanged)</p> <p><u><i>(Transitional Measure Concerning Electronic Provision of Materials for General Meetings of Shareholders)</i></u> <u>(1) The amendment to Article 16 of the Articles of Incorporation shall take effect from September 1, 2022, the effective date of the amended provisions stipulated in the proviso of Article 1 of the supplementary provisions of the “Act Partially Amending the Companies Act” (Act No. 70 of 2019).</u> <u>(2) Notwithstanding the provisions of the previous paragraph, Article 16 of the Articles of Incorporation before amendment (Internet Disclosure of Reference Documents, etc. and Deemed Provision) shall remain valid for general meetings of shareholders held by February 28, 2023.</u> <u>(3) The supplementary provision of Transitional Measure Concerning Electronic Provision of Materials for General Meetings of Shareholders shall be deleted after February 28, 2023 or after three months has passed since the date of the General Meeting of Shareholders set forth in the preceding paragraph, whichever is later.</u></p>