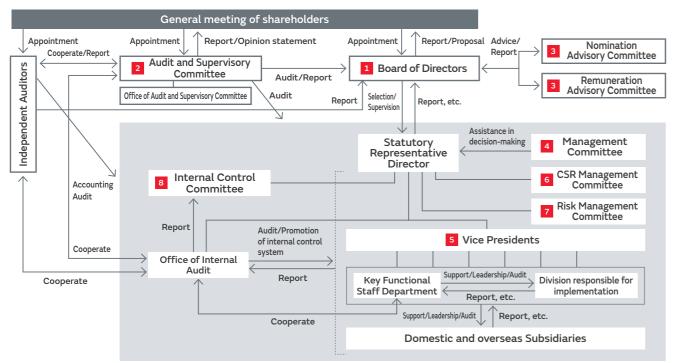
Corporate Governance

At Murata, we position corporate governance as one of our most important management focuses. Seeking to realize sound corporate growth and development while also considering all our stakeholders, we work constantly to establish and ensure the efficient functioning of optimal management systems.

Corporate governance system



1 Board of Directors*

The Board of Directors decides on our basic management direction and particularly important matters for execution, and supervises duties implemented by Members of the Board of Directors. The Company ensures that independent outside directors represent more than one-third of the Board of Directors.

2 Audit and Supervisory Committee*

The Audit and Supervisory Committee establishes auditing guidelines and plans, and based on these, in addition to attending important meetings, audits the legitimacy and appropriateness of duties implemented by the Members of the Board of Directors by conducting surveys of the status of operations and corporate finances with the cooperation of departments involved in the company's internal control system.

The Committee may state their opinions in relation to appointment and remuneration of the Members of the Board of Directors at General Meetings of Shareholders.

3 Nomination Advisory Committee* / **Remuneration Advisory Committee*** ▶P.97 ▶P.99

These Committees have been established as advisory bodies for the Board of Directors in order to enhance its independence, objectivity, and accountability in relation to the nomination and remuneration of executives.

4 Management Committee

The Management Committee has been established as a deliberative body to assist the Board of Directors and the Representative Director in making decisions. It is made up of Members of the Board of Directors excluding Audit and Supervisory Committee Members and Outside Directors creating a system for deliberation on management issues specified by the Company regulations.

5 Vice Presidents

In order to realize more rapid management judgments and more flexible execution in Board of Directors, a Vice President system has been introduced, and our Vice Presidents execute their duties with authority and responsibilities.

6 CSR Management Committee >P.29

The CSR Management Committee has been established to continuously and systematically promote CSR management, including initiatives related to sustainability, and further entrench CSR within the company and serves as a main office to handle issues outside the company. The CSR Management Committee regularly reports to the Board of Directors regarding the status of its activities.

7 Risk Management Committee >P.86

The Risk Management Committee discusses companywide risks that may affect Murata's business activities and corresponding countermeasures. The Risk Management Committee regularly reports to the Board of Directors and the Management Committee regarding the status of its activities.

8 Internal Control Committee

The Internal Control Committee is responsible for the maintenance and continual improvement of the system to secure the appropriateness of the company's operation (the internal control system) and evaluates and examines the status of the maintenance and operation of the system. The Internal Control Committee regularly reports to the Board of Directors regarding the status of its activities.

*For information on the number of meetings and attendance rates of the Board of Directors and each committee, please refer to P.116 ESG Data (Governance).

Recent initiatives

- We redefined the role and positioning of the Risk Management Committee within our governance structure to develop and enhance company-wide risk management.
- We established guidelines for the holding of shares for Executive Directors.
- We enhanced Cooperation between the Nomination Advisory Committee and the Remuneration Advisory Committee.

History of Initiatives to Strengthen Corporate Governance System

(Year)	2000 201	0 20	020
Execution and supervision separation - Supervisory function strengthening - Flexible execution	 2000 Established a Vice President system and the appointment of Outside Directors Established the Management Executive (currently Management Committee) 		o a Company with an Audit and Supervisory Committee
Board of Directors composition			rs shall represent more than one-third of the Directors. Auditors. (We have had full-time Outside auditors in the past). ncreased to two.
Development of structure and system	 Established the base Established t 	2015 • Established the Corporation trol Committee and the Audit Office (currently O sic policy on the internal control system he Corporate Social Responsibility (CSR) M hed the CSR Committee (currently the CSR N	positioning of the Risk Management Committee anagement Office
System development for nomination and remuneration of Board of Directors	2004 • Abolished the Directors' ret • Established the Remunerat	2	 2021 Reviewed compositions of Nomination Advisory Committee and Remuneration Advisory Committee * The majority of the members of each committee shall be Independent Outside Directors. 2022



The Board of Directors of Murata Manufacturing Co., Ltd. has defined a basic policy regarding the maintenance of a system to secure the appropriateness of company operations (internal control system). Based on this, the company works to maintain and operate the internal control system appropriately.

The Murata Group shares the Murata Philosophy, which acts as a fundamental management policy, and in order to embody it, we have defined a fundamental compliance policy and code of conduct, which have been distributed across the Group including domestic and overseas subsidiaries. The Group has also established common rules and procedures on decision making which are applicable across the Group. Business operation of subsidiaries is discussed based on these rules and procedures, and information on business operation of Murata

20	20		
2016 ● Transitioned to	a Company with an Audit and Supervisory Committee		
: * Outside Directo	rs shall represent more than one-third of the Directors.		

is shared. Matters that satisfy specified criteria are submitted to the Management Committee or the Board of Directors for deliberation and discussion.

Divisions that supervise the various business business functions (general administration, personnel, accounting, etc.) of Murata Group define frameworks, processing procedures, and judgment standards for duties to ensure that duties within the Murata Group are performed appropriately and efficiently, in addition to providing appropriate direction to subsidiaries as required. As an independent body, the Internal Audit Department (Office of Internal Audit) evaluates and monitors whether duties within Murata are conducted appropriately and efficiently, adhering to laws and regulations and the internal regulations, etc. of the company.

Nomination of candidates for Members of the Board of Directors

Nomination policies and procedures

In consideration of the business content, scale, and management environment, etc., of Murata, we nominate personnel with knowledge, experience, and qualities that can contribute to enabling the Board of Directors to function (determination of basic management principles and important business execution, as well as supervision of execution of duties of Members of the Board of Directors) as candidates for Members of the Board of Directors. In nominating the candidates, we take into account the balance and diversity in the expertise, experience, and capabilities of the Board of Directors as a whole.

In nominating candidates for Outside Directors, the company seeks personnel across a wide and diverse range and works to secure candidates who satisfy the independence standards of the Tokyo Stock Exchange and the company. Additionally, under the standards established by the company, we take into consideration the ability of the candidate to perform his/her duties as a director with the expectation that directors will attend at least 75% of Board of Directors meetings.

With regard to candidates for Members of the Board of Directors who will be Audit and Supervisory Committee Members, as noted above, the company nominates personnel with a wealth of

Nomination Advisory Committee

Composition and duties

The Nomination Advisory Committee deliberates on criteria for the selection of candidates for Members of the Board of Directors, independence standards for Independent Outside Directors, nomination of candidates for Members of the Board of Directors, nomination of candidates for Representative Directors and executive Members of the Board of Directors, and succession plans for the President and Representative Director, and reports its findings to the Board of Directors. The committee also considers the skill matrix of Members of the Board of Directors and other key issues from the perspective of human resources so that the Board of Directors can continue to perform its functions, and supervises the appointment of Vice Presidents.

knowledge and experience regarding management administration and business operations who have qualities that can contribute to improvement in the soundness and transparency of management and audit the business execution of Members of the Board of Directors from a fair and objective standpoint. At least half of the candidates for Members of the Board of Directors who are Audit and Supervisory Committee Members nominated by the company are Outside Directors

The Company regularly reviews the skill items that indicate the particular fields in which Members of the Board of Directors should demonstrate their roles, and the knowledge, experience and viewpoints that become preconditions for the above in light of the Company's strategy and situations. Convocation Notice for Annual General Meeting 2023 (murata.com).

The Board of Directors determines the nomination of candidates for Members of the Board of Directors based on the reported findings of the Nomination Advisory Committee. Nominations for candidates for Members of the Board of Directors who will be Audit and Supervisory Committee members are subject to approval by the Audit and Supervisory Committee.

The members of the committee are selected by the Board of Directors from among its Members, and Independent Outside Directors comprise the majority of the committee members in order to ensure the independence of the committees. At the Nomination Advisory Committee, the Chairman of the Board and Representative Director, who embodies Murata Philosophy and engages in management strategy and governance from an overall perspective that is independent from business execution, sets the discussion plans and agenda items in light of the Company's circumstances and situation of individuals, etc., and leads the meeting proceedings as the chairperson of the committee.

Activities

Activities of Nomination Advisory Committee for fiscal 2022 were as follows.

Main contents of discussion	Period
Revision of regulations related to the appointment of directors	September
Review skill matrix, define skills	December and January
Board succession, succession plans for the President and Representative Director	December, January and March
Consideration for collaboration with the Remuneration Advisory Committee	December, January and March
Report on the nomination of candidates for Members of the Board of Directors, Representative Directors and executive Members of the Board of Directors	January and March

In December, January and March, a joint meeting for the Nomination Advisory Committee and the Remuneration Advisory Committee was held in addition to the meeting of the Nomination Advisory Committee.

• In Consideration of coordination with the Remuneration Advisory Committee, the strengthening of coordination in evaluation on the President and Representative Director and the building of a mechanism for that were considered and implemented.

 The Nomination Advisory Committee's report on the nomination of candidates for Members of the Board of Directors, Representative Directors, and executive Members of the Board of Directors was based on the results of the aforementioned evaluation on the President and Representative Director.

Composition of the Board of Directors and Skill Matrix

			Skills that the Company as Listed Company Requires Members of the Board of Directors to Have Regardless of Management Environment			Skills Required in Light of Business Category, Management Environment, and Policy of Murata				
Positions in the Company Name	Nomination Advisory Committee	Remuneration Advisory Committee	Corporate and business management	Finance and accounting, and capital policy	HR, personnel affairs, and human resource development	Governance, risk management, and compliance	Insight into industry and market strategy	Technology and R&D	Internationality and global experience	Industrial and trade policy
Chairman of the Board and Representative Director Tsuneo Murata Chairman of the Board of Directors	Committee Chairperson	•	•			•	•	•	•	
President and Representative Director Norio Nakajima			•					•	•	
Member of the Board of Directors Senior Executive Vice President Hiroshi Iwatsubo			•				٠	•	•	
Member of the Board of Directors Executive Vice President Masanori Minamide	•	•	•	•		•	٠		•	•
Outside Director Yuko Yasuda Independent	•	Committee Chairperson	•		•	•			•	
Outside Director Takashi Nishijima Independent	•	•	•			•	Solution	•	•	
Member of the Board of Directors who is an Audit and Supervisory Committee Member (Full-time) Yoshiro Ozawa Charpeson of the Audt and Supervisory Committee				•	•	•	•		•	
Outside Director who is an Audit and Supervisory Committee Member Hyo Kambayashi Independent		•	•	•		•			•	
Outside Director who is an Audit and Supervisory Committee Membe Takatoshi Yamamoto Independent	•		•	•			٠		•	
Outside Director who is an Audit and Supervisory Committee Member Naoko Munakata Independent						•		•	•	•

* Not all skills, experience, knowledge are listed. The skill matrix is based on the members' past position experience, current positions, qualifications, etc. * Independent indicates an independent outside director.

Perspective on The Bord of Directors' Required Skills

Name of Skill	Reasons for Requirement
Corporate business management	To plan, build and oversee management strategy that enables Murata as a corporation to enhance its corporate value sustainably.
Finance and accounting, and capital policy	To plan, execute and oversee accounting, tax affairs, financial strategy, capital policy and IR activity in line with management strategy, taking into account requests from the capital market to Murata as a listed company.
HR, personnel affairs, and human resource development	To perform management of human capital that Murata positions as one of the key management capitals and realize and oversee Employee Satisfaction, which is one of the values that Murata cherishes.
Governance, risk management, and compliance	To plan, build, and oversee strategies regarding governance, risk control and compliance that will be the foundation for Murata to perform management that creates a continuous cycle of social value and economic value and realize sustainability.

*For the definition of each skill, please see here

Web https://corporate.murata.com/en-global/company/corporate_governance/organization

Name of Skill	Reasons for Requirement
Insight into industry and market strategy	Because these skills will become the preconditions for planning, executing and overseeing Murata's management strategy and market strategy from a bird's eye view.
Technology and R&D	To plan, execute and oversee strategies, whereby Murata enriches and utilizes intellectual and technological capital to ensure Murata keeps providing unique products into the future as Innovator in Electronics.
Internationality and global experience	To plan, execute and oversee strategies from a global perspective as Murata, whose overseas sales ratio exceeds 90% and whose subsidiaries and affiliates overseas outnumber its domestic ones, is aiming to be Global No. 1 component manufacturer.
Industrial and trade policy	To plan, execute and oversee strategies flexibly and effectively amid geopolitical risks mounting as Murata is pursuing the fields of communications, mobility, the environment and wellness as business opportunities and such fields involve large volumes of cross border transactions and strongly reflect each country's industry polices.



Remuneration for Members of the Board of Directors

Policies regarding remuneration and procedures for determining remuneration

With respect to remuneration for Members of the Board of Directors, the Company makes it a basic policy to provide a system and level of remuneration that is considered suitable for executive-level managers of a globally competitive electronic equipment and component manufacturer in order to ensure recruitment of human talent considered to be excellent based on a comparison with same-industry competitors, to raise the morale and motivation to improve financial results, and to contribute to the maximization of corporate value.

Remuneration for Members of the Board of Directors who are not Audit and Supervisory Committee Members is made up of (i) monthly remuneration, (ii) bonus with the aim of giving a short-term incentive, and (iii) share-based remuneration (nonmonetary remuneration) with the aim of making them further share values with our shareholders by giving a medium- to longterm incentive.

The remuneration paid to Outside Directors who are not Audit and Supervisory Committee Members or members of the Board of Directors who are Audit and Supervisory Committee Members is only monthly remuneration. Each standard and composition ratio of monthly remuneration, bonus, and share-based remuneration is based on the "Executive Compensation Database" operated by the external consultant Willis Towers Watson (WTW) and will be determined by performing benchmarks on corporations similar to the Company's type of industry and scale and verifying the validity.

Furthermore, the composition ratio of remuneration elements of remuneration of the President and Representative Director is largely as illustrated on the right. The composition of remuneration elements for other inside Members of the Board of Directors who are not Audit and Supervisory Committee Members is set so that the ratio of bonuses and share-based remuneration is higher for upper ranking positions according to the responsibilities, etc. of each position.

The Company aims to enhance objectivity and transparency regarding the amount of compensation, etc., of Directors of the Company and decision policy on individual compensation, etc., concerned with determination of calculation methods and the Board of Directors makes decisions based on reports from the Remuneration Advisory Committee, which was established to improve corporate governance.

Remuneration Advisory Committee

Composition and duties

The Remuneration Advisory Committee deliberates on the remuneration system and levels for Members of the Board of Directors and reports its findings to the Board of Directors, and is entrusted from the Board of Directors to decide on the amounts of individual remuneration. The members of the committee are selected by the Board of Directors from among its Members, and Independent Outside Directors comprise the majority of the committee members in order to ensure the independence of the committees. The chairperson is selected by resolution of the Board of Directors among members who are Independent Outside Directors.

Activities

Activities of Remuneration Advisory Committee for fiscal 2022 are as follows.

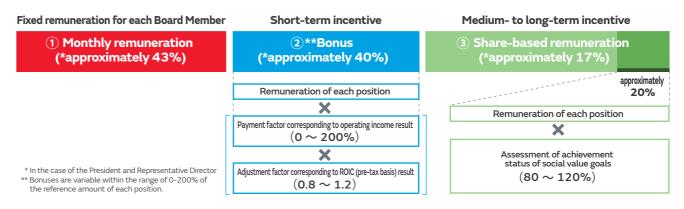
Main contents of discussion	Period
Consideration and reporting of the reference amount of Director remuneration for the 87th fiscal term	April
Reporting of decision policy of Director remuneration for the 87th fiscal term	May
Reporting of targets for bonus and share-based remuneration for the 87th fiscal term	May
Consideration and determination of the individual reference amount for Directors, etc. for the 87th fiscal year	June and July
Determination of activity plans for the Committee for the 87th fiscal year	July
Verification of the latest trends surrounding Director remuneration	October
Consideration for cooperation with the Nomination Advisory Committee	November, December, January, February and March
Consideration of reference amount of Director remuneration for the 88th fiscal year	February and March

The 87th term for Director remuneration refers to the period from June 30, 2022 to June 29, 2023 while the 88th term refers to the period from June 30, 2023 to June 27, 2024.

In December, January, and March, a joint meeting for the Nomination Advisory Committee and the Remuneration Advisory Committee was held in addition to the meeting of the Remuneration Advisory Committee.

In Consideration of coordination with the Nomination Advisory Committee, the strengthening of coordination in evaluation on the President and Representative Director and the building of a mechanism for that were considered and implemented.

Composition of who are not Audit and Supervisory Committee Members Remuneration for Members of the Board of Directors



1 Monthly remuneration

The monthly remuneration is a fixed remuneration of an amount individually decided for each Member of the Board of Directors based on a fixed amount for service as Member of the Board of Directors, and an amount that is decided based on consideration of the level of importance of each Member of the Board of Directors' business execution allocation and responsibility. Payment is made on a monthly basis.

(2) Bonus

The bonus is cash remuneration that is provided as an incentive to create economic value in each fiscal year and, in principle, is paid in June after the end of the fiscal year. The amount is calculated by multiplying a reference amount for each position by a factor (variable within a range of 0% to 200%) according to the level of achievement of the targets for the performance evaluation indicators. The performance evaluation indicators are consolidated operating income and ROIC (pre-tax basis), which are indicators related to the Group-wide management targets for economic value in the Medium-term Direction 2024. The Company selected these indicators in order to provide an incentive to increase net sales, which are associated with profit margins that the Company emphasizes, and efficiently generate profits from invested capital.

Guidelines for the holding of shares

From the perspective of strengthening value co-creation with shareholders, Murata has established guidelines for the holding of shares, which specifically set targets for holding its shares. In the guidelines, Murata has recommended shareholdings of its shares for Executive Directors (excluding Outside Directors and Members of the Board who are Audit and Supervisory Committee Members), as described at right.

Repayment of remuneration, etc. (malus and clawback provision)

In order to ensure soundness of the remuneration system for Members of the Board of Directors, the Company has established a provision (a so-called malus and clawback provision) whereby, based on the decision of the Board of Directors following deliberations by the Remuneration Advisory Committee, the right to receive a bonus before it is paid and share-based remuneration before the transfer restrictions are

(3) Share-based remuneration

The Company's share-based remuneration aims to motivate Members of the Board of Directors to share values with shareholders over a long term and to contribute to the continuous enhancement of corporate value. According to the reference amount set for each position of each Member of the Board of Directors, restricted shares will be allotted every July. Furthermore, because a portion of the share-based remuneration (approximately 20% of the total share-based remuneration) is based on an evaluation of initiatives related to the creation of medium- to long-term social value and ESG, every fiscal year the Remuneration Advisory Committee evaluates the progress of the initiatives for achieving the Group-wide management targets related to social value (Environment, Diversity, Employee Satisfaction) in the Medium-term Direction 2024 and adjusts the amount of such portion within a range of $\pm 20\%$ of the reference amount set for each position. In addition, restrictions of the allotted restricted shares will be lifted when Eligible Members of the Board of Directors' term of both positions as Member of the Board of Directors and Vice President expires, or retires due to the compulsory retirement age or resigns.

President and Representative Director:	His or her target shall be to hold shares equivalent to 2.0 times fixed remuneration, within five years of being appointed to the relevant position	
Other Executive Directors:	Their target shall be to hold shares equivalent to 1.5 times fixed remuneration, within five years of being appointed to the relevant position	
Note: Shares held by the President and Representative Director as of March 31		

Note: Shares held by the President and Representative Director as of March 31, 2023 are equivalent to 2.2 times his fixed remuneration

lifted are fully or partially forfeited under certain circumstances, such as misconduct or retrospective adjustments to financial statements due to fraudulent accounting. This provision applies to bonuses to be paid and share-based remuneration to be allotted after the 86th Ordinary General Meeting of Shareholders held in June 2022 and will remain in effect for all periods thereafter.

Analysis and evaluation of effectiveness of the Board of Directors

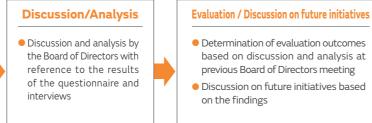
The company endeavors to improve the effectiveness of the Board of Directors by conducting an analysis and evaluation of the effectiveness of the Board of Directors as a whole once a year and discloses an overview of the procedure and results. Based on the following analysis and evaluation process, the Board of Directors of the Company has been assessed to be functioning with sufficient overall effectiveness in consideration of its duties and obligations. (Please refer to Analysis and evaluation of effectiveness of the Board of Directors for the fiscal 2022.) We will continue working to further improve the effectiveness of the Board of Directors in 2023 as well.

Process of the analysis and evaluation

Questionnaire + interviews

- A guestionnaire for all Members of the Board of Directors + interviews with Outside Directors
- Confirmation items Composition of the Board of Directors, agenda items submitted to meetings, status of deliberation, participation stance of Director, operation of each committee including voluntary advisory committee, and other matters regarding the operation of the Board of Directors

*Ouestionnaire and interviews were carried out by a third party.



Fiscal 2022

Through FY2021

Challenges and problems for fiscal 2021

- Measures to examine the desired direction of the Board of Directors and further enhance and energize discussions
- With the aim of allocating more time for strategic discussions and discussions from a wider perspective, revise the balance between decisionmaking functions, supervisory functions and advisory functions.
- Necessity to further enhance communications among Directors Aiming to eliminate the information gap between Inside Directors and Outside

Directors, and facilitate smooth communications among Directors, the Company is conducting various initiatives by providing meeting opportunities outside of the Board of Directors meetings, including providing explanations and company information to Outside Directors in advance, holding meetings between the Outside Directors and top management, and holding meetings for only the Outside Directors as meeting opportunities outside of the Board of Directors meetings. By arranging opportunities for such meetings, strive for more effective utilization of these initiatives.

Challenges and problems identified in the past, and initiatives taken to rectify them

- Improvement in the selection of agenda items and allocation of time \Rightarrow We revised agenda criteria to the Board of Directors and allocation of time for deliberation during the Board of Directors meetings, and added agenda items related to medium- to long-term strategies.
- Strengthening of risk management and elevation of discussions on risk approach
- \Rightarrow We separated reporting on risk management as one agenda item and made it a regular one.
- Improvement and enhancement of reporting on ESG initiatives
- ⇒We worked on enhancing and refining our fundamental sustainability policies, and expanded and strengthened reporting and discussions on disclosure.
- Improvement of the quality of discussions
- ⇒We provided advanced explanations of important proposals and related matters to the Outside Directors.
- Improvement of reporting and discussions on internal control systems, and expansion of discussion time

Initiatives in fiscal 2022

- Examination of schemes to strike balance between the decision making function, oversight function and advisory function and to improve the effectiveness of the respective functions
- Based on the above examination, organizing the roles expected of Outside Directors and the positioning of meetings outside the Board of Directors (pre-meeting explanations, provision of company information, Board of Outside Directors Meetings, etc.)
- Measures to conduct more strategic discussions and discussions from a wider perspective
- Improvement of operation of pre-meeting explanations
- Review of agenda items and agenda criteria for Board of Directors meetings
- Strengthening the PDCA cycle to improve the operations of the Board of Directors
- Setting a time for Directors to review Board of Directors meetings immediately after the meetings
- Strengthening cooperation between the Chairperson and other inside directors and the Secretariat of the Board of Directors

Fiscal 2023 and beyond

Initiatives in fiscal 2023

- Execution of discussions among directors regarding the ideal form of the Board of Directors
- Further maturing the management of pre-meeting explanations, including the realization of the identification of issues to be discussed at the Board of Directors meetings
- by Outside Directors
- the Board of Directors
- Strengthening cooperation between organizations in charge of agenda items and the Secretariat of the Board of Directors, particularly with regard to themes requiring enhanced discussions

Analysis and evaluation results of the Board of Directors' effectiveness for fiscal 2022

The Board of Directors of the Company has been assessed to be functioning with sufficient overall effectiveness in consideration of its duties and obligations.

- The number of Directors and their diversity, etc., composition of Board of Directors, as well as the selection of agenda items are generally appropriate.
- Under the appropriate leadership of the Chairperson, each member demonstrates his or her skills, experience, and knowledge, and an atmosphere that enables Directors to speak out freely and openly is being cultivated and broadminded and constructive discussions and exchanges of opinion are taking place.
- Outside Directors actively provide advice from their expert perspectives and ask effective questions. In addition, there is adequate communication with Inside Directors.
- With the support of the Secretariat of the Board of Directors, appropriate agenda items have been set, plans for deliberations have been formulated, and the information necessary for deliberations has been provided, leading to enhanced discussions.
- The Nomination Advisory Committee and Remuneration Advisory Committee are functioning effectively, and collaboration between committees and with the Board of Directors has been steadily strengthened.
- Substantial improvements have been made in points identified as challenges in the previous evaluation of effectiveness, with sufficient discussion on how to address them and monitoring of improvements.

- Deepening Outside Directors' knowledge and understanding of the Company
- and promoting group-wide risk management - Enhancing discussions on the executive side (Management Committee, etc.)
- Ensuring diversity of core human resources - Operational condition of the internal control system

- - Improving monitoring functions
 - Enhancing discussions from a risk perspective

 - Enhancing discussions on individual themes

- Creating an environment for the timely and appropriate acquisition of company information
- •Further enhancing the Management Committee, etc. and strengthening cooperation with

Recognition of challenges for FY2022

- Concretizing and clarifying a common understanding among the directors regarding the vision of the Company's Board of Directors (balancing execution and oversight, etc.)
- Further development of discussions from a wider perspective and strategic discussions
- Maturing the content of reports