

# **Murata Manufacturing Co., Ltd.**

## **CONVOCATION NOTICE**

**FOR**

**THE 79th**

**ORDINARY GENERAL MEETING OF SHAREHOLDERS**

**TO BE HELD ON**

**JUNE 26, 2015**

### **NOTE**

1. THIS DOCUMENT IS A TRANSLATION OF THE OFFICIAL JAPANESE CONVOCATION NOTICE FOR THE 79TH 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.

(Securities Code: 6981)  
CONVOCATION NOTICE FOR  
THE 79th ORDINARY GENERAL MEETING OF SHAREHOLDERS

**June 2, 2015**

**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

Dear Shareholders:

Notice is hereby given that the 79th 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. 4-8), then exercise your voting rights by 5:00 p.m. on Thursday, June 25, 2015.**

1. Date and time: June 26, 2015 (Friday) 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 79th fiscal term (From April 1, 2014 to March 31, 2015), and 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 79th fiscal term (From April 1, 2014 to March 31, 2015)

Proposals

- No. 1 Dividends of Retained Earnings for the 79th Fiscal Term
- No. 2 Election of Seven (7) Members of the Board of Directors
- No. 3 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 General Meeting of Shareholders of the Company if the shareholders have applied in advance to use the electronic voting platform.

### **4. Treatment when voting rights are exercised more than once**

1) If you exercise your voting rights by both postal mail and via the Internet, the vote made via the Internet shall prevail.

2) If you exercise your voting rights via 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.com/ja-jp/about/ir/meetings>).

## Reference Materials for the General Meeting of Shareholders

### **Proposals and References**

#### **Proposal No. 1: Dividends of Retained Earnings for the 79th 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 on 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 100 yen per share. Combined with the interim dividend of 80 yen per share, this will bring the annual dividend to 180 yen per share, an increase of 50 yen per share compared with the previous fiscal year.

1. Type of dividend asset  
Cash
2. Allocation of dividend assets and total amount of allocation  
100 yen per common share  
Total amount of payout: 21,170,492,600 yen
3. Effective date of dividend payout  
June 29, 2015

## Proposal No. 2: Election of Seven (7) Members of the Board of Directors

Out of the current seven (7) Members of the Board of Directors, the term of office of five (5) Members of the Board, Tsuneo Murata, Koji Makino, Norio Nakajima, Yoshito Takemura 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 two (2) to further strengthen the management structure, and it is proposed that seven (7) 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) Statutory Representative Director, President of Fukui Murata Mfg. Co., Ltd. Chairman, the Murata Science Foundation</p>	1,539,000 shares
2	Toru Inoue (May 30, 1956) [New candidate]	<p>Apr 1980 Entered the Company</p> <p>Mar 2008 Assigned as General Manager of Corporate Planning Department of the Company</p> <p>Jul 2009 Assumed the position of Vice President of the Company Assigned as Director of Accounting &amp; Planning Group of the Company</p> <p>Jul 2013 Assumed the position of Executive Vice President of the Company (present) Assigned as Director of Components Business Unit of the Company (present)</p> <p>(Significant Concurrent Positions) Statutory Representative Director, President of Izumo Murata Manufacturing Co., Ltd.</p>	2,100 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</p> <p>Jun 2012 Assigned as Director of Communication Business Unit of the Company (present)</p> <p>Jun 2013 Assumed the position of Member of the Board of Directors of the Company (present) Assumed the position of Executive Vice President of the Company (present)</p> <p>(Significant Concurrent Positions) Statutory Representative Director, President of Komatsu Murata Manufacturing Co., Ltd. Statutory Representative Director, President of Kanazawa Murata Manufacturing Co., Ltd. Statutory Representative Director, President of Okayama Murata Manufacturing Co., Ltd.</p>	900 shares
4	Hiroshi Iwatsubo (August 11, 1962) [New candidate]	<p>Apr 1985 Entered the Company</p> <p>Feb 2005 Assigned as General Manager of Corporate Planning Department of the Company</p> <p>Mar 2008 Assigned as Director of Sensor Division, Device Business Unit of the Company</p> <p>Jul 2011 Assumed the position of Vice President of the Company</p> <p>Jun 2012 Assigned as Director of Sales &amp; Marketing Unit of the Company (present)</p> <p>Jul 2013 Assumed the position of Senior Vice President of the Company (present)</p> <p>Jan 2015 Assigned as General Manager of Tokyo Branch of the Company (present)</p>	2,000 shares
5	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) Assumed the position of General Manager of Administration Group of the Company</p> <p>Jun 2013 Assumed the position of Member of the Board of Directors of the Company (present) Responsible for Security Export Administration Office of the Company (present) Assumed the position of General Manager of Accounting, Finance &amp; Corporate Planning Group of the Company (present)</p> <p>May 2014 Assumed the position of Outside Director of TOKO INC. (present)</p> <p>(Significant Concurrent Positions) Outside Director of TOKO INC.</p>	400 shares

Candidate No.	Name of Candidate (Birthdate)	Brief Personal History, Positions, Responsibilities and Significant Concurrent Positions	Shares of the Company Owned
6	Satoshi Ishino (June 5, 1960) [New candidate]	<p>Apr 1983 Entered the Company</p> <p>Jul 2008 Assigned as General Manager of Business Planning Division, Technology &amp; Business Development Unit of the Company</p> <p>Mar 2012 Assigned as Director of New Business Promotion Division, Technology &amp; Business Development Unit of the Company</p> <p>Jul 2012 Assumed the position of Vice President of the Company (present)</p> <p>Oct 2013 Assigned as Director of New Products &amp; Business Division of the Company (present) Assigned as Director of Business Incubation Center of the Company (present)</p>	200 shares
7	Takashi Shigematsu (November 3, 1949) [New candidate]	<p>Apr 1975 Entered Toyota Motor Co., Ltd. (currently TOYOTA MOTOR CORPORATION)</p> <p>Jun 2004 Assumed the position of Managing Officer of TOYOTA MOTOR CORPORATION</p> <p>Jun 2005 Assumed the position of Outside Director of FUJITSU TEN LIMITED.</p> <p>Jun 2009 Assumed the position of Vice President &amp; Representative Director of FUJITSU TEN LIMITED.</p> <p>Jun 2010 Assumed the position of President &amp; Representative Director of FUJITSU TEN LIMITED.</p> <p>Jun 2014 Assumed the position of Chairman and Representative Director of FUJITSU TEN LIMITED. (present)</p> <p>(Significant Concurrent Positions) Chairman and Representative Director of FUJITSU TEN LIMITED.</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) Takashi Shigematsu is a candidate for Outside Director. FUJITSU TEN LIMITED., of which Takashi Shigematsu serves as Chairman and Representative Director, has business relations with the Company regarding sales of electronic devices, etc. However, sales involving the relations accounted for only less than 1% of the Company's consolidated sales in the 79th fiscal year, indicating that there is no conflict of interest that would affect his independence as Outside Director. Assuming that Takashi Shigematsu will be elected as Outside Director, the Company has designated him as an independent director as specified in the regulations of the Tokyo Stock Exchange, Inc. and reported the designation to the exchange.
    - (3) There are no special interests between the Company and any of the other candidates for Director.
  2. Special notes for Outside Director candidate are as follows:
    - (1) Reasons for nominating the candidate for Outside Director:  
Takashi Shigematsu 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 in the automotive industry for the management of the Company.
    - (2) Liability Limitation Agreement with Outside Directors:  
If Takashi Shigematsu is elected as Outside Director, the Company will enter into an agreement with him to the effect that the liability of Outside Director shall be restricted to the minimum liability amount stipulated in Article 425, Paragraph 1 of the Companies Act.
  3. If this proposal is approved as proposed, the number of Members of the Board of Directors will be nine (9), two (2) of whom will be independent Outside Directors.

**Proposal No. 3: Election of One (1) Statutory Auditor**

As the term of office of Yukio Yoshino 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 (Birthdate)	Brief Personal History, Positions and Significant Concurrent Positions	Shares of the Company Owned
Kiyoshi Iwai (December 4, 1957) [New candidate]	Apr 1980 Entered the Company Nov 2005 Assigned as General Manager of Ceramics Production Department II of the Company Jun 2011 Assigned as General Manager of Intellectual Property Department of the Company (present)	100 shares

- Notes:
1. There are no special interests between the Company and the candidate for Statutory Auditor.
  2. If this proposal is approved as proposed, the number of Statutory Auditors will be five (5), three (3) of whom will be independent Outside Statutory Auditors.