

February 13, 2014

Company name:	Murata Manufacturing Co., Ltd.
Name of representative:	Tsuneo Murata President & Representative Director (Code: 6981, First section of the Tokyo Stock Exchange)
Contact:	Yoshihiro Nomura Public Relations Manager (Phone: 075-955-6786)
Company name:	Toko, Inc.
Name of representative:	Shigeru Kawatsuhara President & Representative Director (Code: 6801, First Section of the Tokyo Stock Exchange)
Contact:	Yasunori Taguchi Operating Officer (Phone: 049-285-2511)

**Announcement of the Execution of Amendment Agreement regarding the Enhancement of
Capital and Business Alliance**

**(Announcement of the Partial Amendment of “Announcement of the Execution of
Agreement for Enhancement of Capital and Business Alliance” dated February 13, 2013)**

Murata Manufacturing Co., Ltd. (“Murata”) and Toko, Inc. (“Toko”) have executed an amendment agreement regarding the enhancement of capital and business alliance (the “Amendment Agreement”) based on the resolution of their respective board of directors meetings held on February 13, 2014 for a partial amendment of the agreement for enhancement of capital and business alliance that was executed on February 13, 2013 (the “Capital and Business Alliance Agreement”).

1. Reason for Amendment

As announced in the February 13, 2013 press release entitled “Announcement of the Execution of Agreement for Enhancement of Capital and Business Alliance between Murata Manufacturing Co., Ltd. and Toko, Inc.”, Murata and Toko had agreed in the Capital and Business Alliance Agreement that Toko would introduce a resolution to amend its articles of incorporation so that the term of office for board directors is changed to one (1) year (the “Resolution”) at Toko’s annual general shareholders meeting that will be held in March 2014. However, due to the fact that Murata’s acquisition of Toko’s shares through a tender offer (the “Tender Offer”) is not expected to be completed by early March 2014 (when the notice of annual general shareholders meeting is expected to be sent out), Murata and Toko have executed the Amendment Agreement and have decided to change the timing of the introduction of the Resolution at Toko’s general shareholders meeting to the first general shareholders meeting (including an extraordinary general shareholders meeting) that is held after the completion of the annual general shareholders meeting that will be held in March 2014.

2. Amendment

- (1) As a result of the execution of the Amendment Agreement, the content of 2.(2)(e)(ii) in the February 13, 2013 press release entitled “Announcement of the Execution of Agreement for Enhancement of Capital and Business Alliance between Murata Manufacturing Co., Ltd. and Toko, Inc.” (page 7) will be amended as follows:

[Before the amendment]

2. Description of the Capital and Business Alliance, Etc.

(2) Terms of the Capital and Business Alliance Agreement

(e) Management structure following the Tender Offer

- (ii) At the annual general shareholders meeting that will be held in March 2014, Toko shall introduce a resolution to amend its articles of incorporation so that the term of office for board directors is changed to one (1) year.

[After the amendment] (The underlined portions are amendments)

2. Description of the Capital and Business Alliance, Etc.

(2) Terms of the Capital and Business Alliance Agreement

(e) Management structure following the Tender Offer

- (ii) At the first general shareholders meeting (including an extraordinary general shareholders meeting) that is held after the completion of the annual general shareholders meeting that will be held in March 2014, Toko shall introduce a resolution to amend its articles of incorporation so that the term of office for board directors is changed to one (1) year.

3. Other issues

In the Capital and Business Alliance Agreement, Murata and Toko had agreed that the maximum number of shares that Murata will own after purchasing shares through the Tender Offer will be the number of shares that represent 66.60% of the voting rights (shares of less than one unit will not be considered when calculating such voting rights) attached to the number of shares calculated by subtracting the total number of issued shares after all of Toko’s convertible bonds owned by Murata have been converted (the “Conversion”) by the treasury shares owned by Toko, but Murata and Toko confirm in the Amendment Agreement that the specific method for calculating the maximum number of shares shall be as follows:

The calculation will be based on the total number of issued shares, treasury shares, and shares of less than one unit that are set forth in Toko’s most-recent shareholder register

that is available as of the launch date of the Tender Offer (the “Launch Date”) (if these figures have not been released by Toko by the Launch Date, at Murata’s request, Toko shall take the reasonable steps that are required for releasing these figures (including the release of these figures by Murata)), and the maximum number of shares will be the number of shares that represent 66.60% of the voting rights (refers to the whole number portion that is calculated by multiplying these voting rights by 66.60%) attached to the number of shares that is calculated by subtracting the total number of issued shares after the Conversion by the total of (i) the treasury shares owned by Toko and (ii) the number of shares of less than one unit excluding the number of treasury shares of less than one unit owned by Toko. The maximum number of shares that are expected to be purchased through the Tender Offer will be the number of shares calculated by subtracting the maximum number of shares above by the number of common shares owned by Murata as of the Launch Date and the number of dilutive shares from the convertible bonds, and rounding off any share of less than one unit from the number of shares calculated through this subtraction.