

Murata Manufacturing Co., Ltd.

CONVOCAATION NOTICE

FOR

THE 80th

ORDINARY GENERAL MEETING OF SHAREHOLDERS

TO BE HELD ON

JUNE 29, 2016

NOTE

1. THIS DOCUMENT IS A TRANSLATION OF THE OFFICIAL JAPANESE CONVOCAATION NOTICE FOR THE 80TH 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 80th ORDINARY GENERAL MEETING OF SHAREHOLDERS

May 31, 2016

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 80th 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. 4-21), then exercise your voting rights by 5:00 p.m. on Tuesday, June 28, 2016.

1. Date and time: June 29, 2016 (Wednesday) 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 80th fiscal term (From April 1, 2015 to March 31, 2016), 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 80th fiscal term (From April 1, 2015 to March 31, 2016)

Proposals

- No. 1 Dividends of Retained Earnings for the 80th Fiscal Term
- No. 2 Partial Amendment to the Articles of Incorporation
- No. 3 Election of Eight (8) Directors who are not Audit and Supervisory Committee Members
- No. 4 Election of Four (4) Directors who are Audit and Supervisory Committee Members
- No. 5 Determination of Amount of Remuneration for Directors who are not Audit and Supervisory Committee Members
- No.6 Determination of Amount of Remuneration for Directors who are Audit and Supervisory Committee Members

[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, mobile phone or other device, 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 80th Fiscal Term

The Company operates in the electronic devices sector, which is subject to extreme changes in the demand environment and in which the pace of technological innovation is fast. To facilitate a prompt response to environmental changes and achieve sustained growth in profits, as well as maintaining stable management in an increasingly harsh business environment, the Company will strive to strengthen its capital base.

The Company's policy on the return of profits to its shareholders puts priority on distribution of results in the form of a dividend. The Company has adopted a basic policy under which it intends to realize a steady increase of dividend by increasing profit per share, while enhancing the value of the Company and improving its financial strength at the same time, aiming to achieve a payout ratio of approximately 30% in the medium term.

Based on this policy, after examining the Company's consolidated performance and determining the amount of unappropriated retained earnings, the Company proposes a year-end dividend of 110 yen per share. Combined with the interim dividend of 100 yen per share, this will bring the annual dividend to 210 yen per share, an increase of 30 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
110 yen per common share
Total amount of payout: 23,287,294,800 yen
3. Effective date of dividend payout
June 30, 2016

Proposal No. 2 Partial Amendment to the Articles of Incorporation

1. Reasons for the amendments

The Company proposes to make partial amendments to the Articles of Incorporation for the reasons described below.

The resolution of this proposal shall take effect at the end of this general meeting of shareholders.

(1) The Company will make additions to the business purposes in response to diversification of its businesses.

(2) The Act for Partial Revision of the Companies Act (Act No. 90 of 2014) (hereinafter the “Revised Companies Act”), which was entered into force on May 1, 2015, has newly instituted a Company with Audit and Supervisory Committee.

Historically, the Company has strengthened supervisory functions and business execution functions as well as improving management transparency, etc., in an effort to enhance corporate governance. In order to further promote corporate governance and improve corporate value by realizing a more swift decision-making structure and an additional layer of strength in the supervisory functions of the Board of Directors through having Directors who are Audit and Supervisory Committee Members possess voting rights in the Board of Directors, the Company has decided to transition to a Company with Audit and Supervisory Committee.

Accordingly, the Company proposes to make the following amendments:

- i) Amendments to the provision concerning the Company’s governing bodies, amendments to the provision concerning Directors and the Board of Directors, establishment of a new provision concerning the Audit and Supervisory Committee, and deletion of the provision concerning Statutory Auditors and the Board of Statutory Auditors
- ii) Establishment of a new provision to permit the delegation of all or part of a decision regarding execution of important duties to a Director by resolution of the Board of Directors.

(3) As the Revised Companies Act has amended the scope for entering into limited liability agreements with directors to include directors those who are not the executive officers, the Company proposes that the focus of limited liability agreements be altered so as not to restrict the scope to Outside Members of the Board of Directors, so that Directors who do not execute duties can fully perform the role expected of them. The Company has obtained the consent of the Statutory Auditors to this amendment to the provision.

2. Details of the amendments

The proposed amendments are as follows:

(Underlines show amended portions.)

Present Articles of Incorporation	Articles of Incorporation after Amendment
<p style="text-align: center;">CHAPTER I GENERAL PROVISIONS</p> <p>Article 1 (Text omitted)</p> <p>Article 2 (<i>Purpose</i>) The purpose of the Company shall be to engage in the following business:</p> <ol style="list-style-type: none"> 1. Manufacture, sale and purchase of ceramic and chemical products; 2. Manufacture, sale and purchase of electronic and electric products, parts and materials; (Newly added) <u>3.</u> Manufacture, sale and purchase of other machines and parts and materials; <u>4.</u> ~ <u>16.</u> (Text omitted) <p>Article 3 (<i>Text omitted</i>)</p> <p>Article 4 (<i>Governing Bodies</i>) The Company shall have following governing bodies in addition to the general meeting of shareholders:</p> <ol style="list-style-type: none"> 1. Board of Directors 2. <u>Statutory Auditors</u> <u>3. Board of Statutory Auditors</u> 4. Accounting Auditors <p>Article 5 ~ 18 (Text omitted)</p>	<p style="text-align: center;">CHAPTER I GENERAL PROVISIONS</p> <p>Article 1 (Unchanged)</p> <p>Article 2 (<i>Purpose</i>) The purpose of the Company shall be to engage in the following business:</p> <ol style="list-style-type: none"> 1. Manufacture, sale and purchase of ceramic and chemical products; 2. Manufacture, sale and purchase of electronic and electric products, parts and materials; <u>3. Manufacture, sale and purchase of medical devices;</u> <u>4.</u> Manufacture, sale and purchase of other machines and parts and materials; <u>5.</u> ~ <u>17.</u> (Unchanged; items renumbered downward) <p>Article 3 (<i>Unchanged</i>)</p> <p>Article 4 (<i>Governing Bodies</i>) The Company shall have following governing bodies in addition to the general meeting of shareholders <u>and Directors:</u></p> <ol style="list-style-type: none"> 1. Board of Directors 2. <u>Audit and Supervisory Committee</u> (Deleted) <u>3.</u> Accounting Auditors <p>Article 5 ~ 18 (Unchanged)</p>
<p style="text-align: center;">CHAPTER IV DIRECTORS AND BOARD OF DIRECTORS</p> <p>Article 19 (<i>Number of Directors</i>) The Company shall have no more than fifteen (15) Directors.</p> <p>Article 20 (<i>Method of Election</i>) (1) Directors shall be elected at general meetings of shareholders.</p> <p>(2) (Text omitted)</p> <p>(3) (Text omitted)</p> <p>Article 21 (<i>Term of Office</i>) The term of office of Directors shall expire at the conclusion of the ordinary general meeting of shareholders held with respect to the last year ending within <u>two (2) years</u> after their election.</p>	<p style="text-align: center;">CHAPTER IV DIRECTORS AND BOARD OF DIRECTORS</p> <p>Article 19 (<i>Number of Directors</i>) The Company shall have not more than fifteen (15) directors <u>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).</u></p> <p>Article 20 (<i>Method of Election</i>) (1) Directors shall be elected at general meetings of shareholders; <u>while making a distinction between Directors who are not Audit and Supervisory Committee Members and Directors who are Audit and Supervisory Committee Members.</u></p> <p>(2) (Unchanged)</p> <p>(3) (Unchanged)</p> <p>Article 21 (<i>Term of Office</i>) <u>(1)</u> The term of office of Directors <u>who are not Audit and Supervisory Committee Members</u> shall expire at the conclusion of the ordinary general meeting of shareholders held with respect to the last year ending within <u>one (1) year</u> after their election.</p>

Present Articles of Incorporation	Articles of Incorporation after Amendment
<p>(Newly added)</p>	<p><u>(2) The term of office of Directors who are Audit and Supervisory Committee Members shall expire at the conclusion of the ordinary general meeting of shareholders held with respect to the last year ending within two (2) years after their election.</u></p>
<p>(Newly added)</p>	<p><u>(3) The term of office of a Director who is an Audit and Supervisory Committee Member elected to fill a vacancy of a Director who is an Audit and Supervisory Committee Member and who retired before the expiration of the term of office shall expire when such predecessor's full term of office would have expired.</u></p>
<p>Article 22 (<i>Directors with Special Titles</i>) The Company shall elect, by a resolution of the Board of Directors, one President from among its Directors. In addition, the Company may elect, if necessary, one Chairman, one or more Vice-Chairmen, Executive Deputy President, Corporate Senior Executive Director (senmu) and Executive Director (jomu), respectively, Members of the Board of Directors from among its Directors.</p>	<p>Article 22 (<i>Directors with Special Titles</i>) The Company shall elect, by a resolution of the Board of Directors, one President from among its Directors, <u>who are not Audit and Supervisory Committee Members.</u> In addition, the Company may elect, if necessary, one Chairman, one or more Vice-Chairmen, Executive Deputy President, Corporate Senior Executive Director (senmu) and Executive Director (jomu), respectively, Members of the Board of Directors from among its Directors.</p>
<p>Article 23 (<i>Statutory Representative Directors</i>) (1) The President, Member of the Board of Directors shall be a Statutory Representative Director. (2) In addition to the preceding paragraph, the Company may, by a resolution of the Board of Directors, elect not more than five (5) Statutory Representative Directors from among <u>its Directors</u> with special titles mentioned in the preceding Article.</p>	<p>Article 23 (<i>Statutory Representative Directors</i>) (1) The President, Member of the Board of Directors shall be a Statutory Representative Director. (2) In addition to the preceding paragraph, the Company may, by a resolution of the Board of Directors, elect not more than five (5) Statutory Representative Directors from among its Directors who <u>are not Audit and Supervisory Committee Member.</u></p>
<p>Article 24 (Text omitted)</p>	<p>Article 24 (Unchanged)</p>
<p>Article 25 (<i>Convocation Procedures</i>) (1) Notice of a meeting of the Board of Directors shall be given to each Director <u>and each Statutory Auditor</u> at least three (3) days prior to the date set for such meeting; provided, however, that in case of emergency, the above period may be shortened. (2) With the consent of <u>all</u> the Directors <u>and Statutory Auditors</u> a meeting of the Board of Directors may be held without complying with the convocation procedures.</p>	<p>Article 25 (<i>Convocation Procedures</i>) (1) Notice of a meeting of the Board of Directors shall be given to each Director at least three (3) days prior to the date set for such meeting; provided, however, that in case of emergency, the above period may be shortened. (2) With the consent of all the Directors a meeting of the Board of Directors may be held without complying with the convocation procedures.</p>
<p>Article 26 (<i>Omission of Resolution by Board of Directors</i>) (Text omitted)</p>	<p>Article 26 (<i>Omission of Resolution by Board of Directors</i>) (Unchanged)</p>
<p>(Newly added)</p>	<p>Article 27 (<i>Delegation to Directors</i>) <u>Pursuant to the provisions of Article 399-13, Paragraph 6 of the Companies Act, the Company may delegate all or part of a decision regarding execution of important duties (excluding matters set forth in items of Paragraph 5 of the same Article) to a Director by resolution of the Board of Directors.</u></p>

Present Articles of Incorporation	Articles of Incorporation after Amendment
<p>Article <u>27</u> (<i>Regulations of the Board of Directors</i>) (Text omitted)</p>	<p>Article <u>28</u> (<i>Regulations of the Board of Directors</i>) (Unchanged)</p>
<p>Article <u>28</u> (<i>Remuneration, etc.</i>) (1) The remuneration for Directors, annual bonus and other proprietary benefits received from the Company as consideration for execution of their duties (hereinafter referred to as “Remuneration, etc.”) shall be determined by a resolution of a general meeting of shareholders.</p> <p>(2) (Text omitted)</p>	<p>Article <u>29</u> (<i>Remuneration, etc.</i>) (1) The remuneration for Directors, annual bonus and other proprietary benefits received from the Company as consideration for execution of their duties (hereinafter referred to as “Remuneration, etc.”) shall be determined by a resolution of a general meeting of shareholders, <u>while making a distinction between Directors who are not Audit and Supervisory Committee Members and Directors who are Audit and Supervisory Committee Members.</u></p> <p>(2) (Unchanged)</p>
<p>Article <u>29</u> (<i>Limited Liability Agreement with <u>Outside Members of the Board of Directors</u></i>) In accordance with the provisions of Paragraph 1 of Article 427 of the Corporate Law, the Company may enter into agreements with <u>Outside Members of the Board of Directors</u> under which their liabilities provided for in Paragraph 1 of Article 423 of the said Law shall be restricted to the minimum liability limit stipulated in laws and regulations.</p>	<p>Article <u>30</u> (<i>Limited Liability Agreement with <u>Directors</u></i>) In accordance with the provisions of Paragraph 1 of Article 427 of the Companies Act, the Company may enter into agreements with <u>directors excluding those who are not the executive officers</u> under which their liabilities provided for in Paragraph 1 of Article 423 of the said Law shall be restricted to the minimum liability limit stipulated in laws and regulations.</p>
<p style="text-align: center;">CHAPTER V <u>STATUTORY AUDITORS AND BOARD OF STATUTORY AUDITORS</u></p>	<p style="text-align: center;">CHAPTER V <u>THE AUDIT AND SUPERVISORY COMMITTEE</u></p>
<p style="text-align: center;">(Newly added)</p>	<p>Article <u>31</u> (<i>Full-time Audit and Supervisory Committee Members</i>) <u>The Audit and Supervisory Committee may, by its resolution, elect full-time Audit and Supervisory Committee Members.</u></p>
<p style="text-align: center;">(Newly added)</p>	<p>Article <u>32</u> (<i>Convocation Procedures</i>) (1) <u>Notice of a meeting of the Audit and Supervisory Committee shall be given to each Audit and Supervisory Committee Member at least three (3) days prior to the date set for such meeting; provided, however, that in case of emergency, the above period may be shortened.</u> (2) <u>With the consent of all the Audit and Supervisory Committee Members, a meeting of the Audit and Supervisory Committee may be held without complying with the convocation procedures.</u></p>
<p style="text-align: center;">(Newly added)</p>	<p>Article <u>33</u> (<i>Regulations of the Audit and Supervisory Committee</i>) <u>The Audit and Supervisory Committee shall be governed by the Regulations of the Audit and Supervisory Committee established by the Audit and Supervisory Committee, in addition to laws and regulations and these Articles of Incorporation.</u></p>
<p>Article <u>30</u> (<i>Number of Statutory Auditors</i>) <u>The Company shall have no more than five (5) Statutory Auditors.</u></p>	<p style="text-align: center;">(Deleted)</p>

Present Articles of Incorporation	Articles of Incorporation after Amendment
<p><u>Article 31 (Method of Appointment)</u> <u>(1) Statutory Auditors shall be elected at general meetings of shareholders.</u> <u>(2) The resolution to elect Statutory Auditors shall be made by an affirmative vote of a majority of the voting rights held by shareholders present with exercisable voting rights representing one-third (1/3) or more of the voting rights of all shareholders with exercisable voting rights present.</u></p>	(Deleted)
<p><u>Article 32 (Term of Office)</u> <u>(1) The term of office of Statutory Auditors shall expire at the conclusion of the ordinary general meeting of shareholders held with respect to the last business year endings within four (4) years after their election.</u> <u>(2) The term of office of a Statutory Auditor elected to fill a vacancy of a retired Statutory Auditor before the expiration of the term of office shall expire when such predecessor's full term of office would have been expired.</u></p>	(Deleted)
<p><u>Article 33 (Full-time Statutory Auditor)</u> <u>The Board of Statutory Auditors shall appoint full-time Statutory Auditor(s) from among Statutory Auditors.</u></p>	(Deleted)
<p><u>Article 34 (Convocation Procedures)</u> <u>(1) Notice of a meeting of the Board of Statutory Auditors shall be given to each Statutory Auditor at least three (3) days prior to the date set for such meeting; provided, however, that in case of emergency, the above period may be shortened.</u> <u>(2) With the consent of all the Statutory Auditors, a meeting of the Broad of Statutory Auditors may be held without complying with the convocation procedures.</u></p>	(Deleted)
<p><u>Article 35 (Regulations of the Board of Statutory Auditors)</u> <u>The Board of Statutory Auditors shall be governed by the Regulations of the Board of Statutory Auditors established by the Board of Statutory Auditors, in addition to laws and regulations and these Articles of Incorporation.</u></p>	(Deleted)
<p><u>Article 36 (Remuneration, etc.)</u> <u>The Remuneration, etc. for Statutory Auditors shall be determined by a resolution of a general meeting of shareholders.</u></p>	(Deleted)
<p><u>Article 37 (Limited Liability Agreement with Outside Statutory Auditors)</u> <u>In accordance with the provisions of Paragraph 1 of Article 427 of the Corporate Law, the Company may enter into agreements with Outside Statutory Auditors under which their liabilities provided for in Paragraph 1 of Article 423 of the said Law shall be restricted to the minimum liability limit stipulated in laws and regulations.</u></p>	(Deleted)

Present Articles of Incorporation	Articles of Incorporation after Amendment
<p style="text-align: center;">CHAPTER VI ACCOUNTS</p> <p>Article <u>38</u> ~ <u>41</u> (Text omitted)</p> <p style="text-align: center;">(Newly added)</p>	<p style="text-align: center;">CHAPTER VI ACCOUNTS</p> <p>Article <u>34</u> ~ <u>37</u> (Unchanged)</p> <p style="text-align: center;"><u>Supplementary Provision</u></p> <p><u>(Transitional Measure Concerning Limited Liability Agreements with Outside Statutory Auditors)</u> <u>Limited liability agreements pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act already entered into with Outside Statutory Auditors (including former Outside Statutory Auditors) regarding the liability for damages described in Article 423, Paragraph 1 of the Companies Act prior to the conclusion of the 80th ordinary general meeting of shareholders held in June 2016 shall be governed by Article 37 of the Articles of Incorporation prior to the amendment made by resolution of the said ordinary general meeting of shareholders.</u></p>

Proposal No. 3: Election of Eight (8) Directors who are not Audit and Supervisory Committee Members

If Proposal No. 2 “Partial Amendment to the Articles of Incorporation” is approved, the Company will make a transition to a Company with Audit and Supervisory Committee. The terms of office of all nine (9) current Directors will expire at the time when the amendments become effective. Accordingly, it is proposed that eight (8) Members of the Board of Directors who are not Audit and Supervisory Committee Members be elected.

The resolution of this proposal shall only take effect on the condition that the amendments to the Articles of Incorporation in Proposal No. 2 become effective.

The candidates for Members of the Board of Directors who are not Audit and Supervisory Committee Members 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
<p>Reason for nomination as candidate</p> <p>Tsuneo Murata has been involved in the running and management of domestic and overseas business and sales divisions at the Company and its group companies for many years, accumulating a wealth of experience and a solid record of achievement. He has been responsible for the Company’s management as President of the Company since 2007 and has been nominated as a candidate for Director because the Company expects that he will continue to demonstrate his managerial ability and strengthen the decision-making functions of the Board of Directors.</p>			

Candidate No.	Name of Candidate (Birthdate)	Brief Personal History, Positions, Responsibilities and Significant Concurrent Positions	Shares of the Company Owned
2	Yoshitaka Fujita (January 27, 1952)	Apr 1975 Entered the Company	2,000 shares
		Jun 1998 Assumed the position of Member of the Board of Directors of the Company	
Jun 2000 Assumed the position of Vice President of the Company			
Jun 2003 Assumed the position of Senior Executive Vice President of the Company			
Jun 2005 Assumed the position of Corporate Senior Executive Vice President of the Company			
Jun 2008 Assumed the position of Executive Deputy President of the Company (present) Assumed the position of Statutory Representative Director of the Company (present)			
(Significant Concurrent Positions) President of Murata (China) Investment Co., Ltd.			
Reason for nomination as candidate Yoshitaka Fujita has been involved in accounting and financial duties and management at the Company and its group companies for many years, accumulating a wealth of experience and a solid record of achievement. He has been responsible for the Company's management as Executive Deputy President of the Company since 2008 and has been nominated as a candidate for Director because the Company expects that he will continue to demonstrate his managerial ability and strengthen the decision-making functions of the Board of Directors.			
3	Toru Inoue (May 30, 1956)	Apr 1980 Entered the Company	2,100 shares
		Mar 2008 Assigned as General Manager of Corporate Planning Department of the Company	
Jul 2009 Assumed the position of Vice President of the Company Assigned as Director of Accounting & Planning Group of the Company			
Jul 2013 Assumed the position of Executive Vice President of the Company (present) Assigned as Director of Components Business Unit of the Company (present)			
Jun 2015 Assumed the position of Member of the Board of Directors of the Company (present)			
(Significant Concurrent Positions) Statutory Representative Director, President of Izumo Murata Manufacturing Co., Ltd. Statutory Representative Director, President of Toyama Murata Manufacturing Co., Ltd.			
Reason for nomination as candidate Toru Inoue has been involved in business management, planning, and accounting at the Company and its group companies for many years, accumulating a wealth of experience and a solid record of achievement. He has been nominated as a candidate for Director because the Company expects that he will continue to strengthen the decision-making and supervisory functions of the Board of Directors.			

Candidate No.	Name of Candidate (Birthdate)	Brief Personal History, Positions, Responsibilities and Significant Concurrent Positions	Shares of the Company Owned
4	Norio Nakajima (September 21, 1961)	Apr 1985 Entered the Company	900 shares
		Jul 2006 Assigned as Director of Communication Module Division, Module Business Unit of the Company	
		Jul 2010 Assumed the position of Vice President of the Company	
		Jun 2012 Assigned as Director of Module Business Unit of the Company	
		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)	
		Jul 2015 Assigned as Director of Communication and Sensor Business Unit of the Company (present) Assigned as Director of Energy Business Division of the Company (present)	
		(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.	
Reason for nomination as candidate Norio Nakajima has been involved in technology development and business management at the Company and its group companies for many years, accumulating a wealth of experience and a solid record of achievement. He has been nominated as a candidate for Director because the Company expects that he will continue to strengthen the decision-making and supervisory functions of the Board of Directors.			
5	Hiroshi Iwatsubo (August 11, 1962)	Apr 1985 Entered the Company	2,000 shares
		Feb 2005 Assigned as General Manager of Corporate Planning Department of the Company	
		Mar 2008 Assigned as Director of Sensor Division, Device Business Unit of the Company	
		Jul 2011 Assumed the position of Vice President of the Company	
		Jun 2012 Assigned as Director of Sales & Marketing Unit of the Company	
		Jul 2013 Assumed the position of Senior Vice President of the Company	
		Jun 2015 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)	
		Jul 2015 Assigned as Director of Corporate Technology & Business Development Unit of the Company (present)	
Reason for nomination as candidate Hiroshi Iwatsubo has been involved in technology development and business management, planning, and sales at the Company and its group companies for many years, accumulating a wealth of experience and a solid record of achievement. He has been nominated as a candidate for Director because the Company expects that he will continue to strengthen the decision-making and supervisory functions of the Board of Directors.			

Candidate No.	Name of Candidate (Birthdate)	Brief Personal History, Positions, Responsibilities and Significant Concurrent Positions	Shares of the Company Owned
6	Yoshito Takemura (January 23, 1957)	Apr 1981 Entered the Company	400 shares
		Jun 2003 Assigned as General Manager of Finance Department of the Company	
Jul 2009 Assumed the position of President of Murata (China) Investment Co., Ltd.			
Jul 2012 Assumed the position of Vice President of the Company			
Jun 2013 Assumed the position of Member of the Board of Directors of the Company (present) Assumed the position of General Manager of Accounting, Finance & Corporate Planning Group of the Company (present)			
Jun 2015 Assumed the position of Senior Vice President of the Company (present)			
Reason for nomination as candidate Yoshito Takemura has been involved in accounting and financial duties, planning, and business management in the USA and Greater China at the Company and its group companies for many years, accumulating a wealth of experience and a solid record of achievement. He has been nominated as a candidate for Director because the Company expects that he will continue to strengthen the decision-making and supervisory functions of the Board of Directors.			
7	Satoshi Ishino (June 5, 1960)	Apr 1983 Entered the Company	200 shares
		Jul 2008 Assigned as General Manager of Business Planning Division, Technology & Business Development Unit of the Company	
Mar 2012 Assigned as Director of New Business Promotion Division, Technology & Business Development Unit of the Company			
Jul 2012 Assumed the position of Vice President of the Company			
Oct 2013 Assigned as Director of New Products & Business Division of the Company (present) Assigned as Director of Business Incubation Center of the Company (present)			
Jun 2015 Assumed the position of Member of the Board of Directors of the Company (present) Assumed the position of Senior Vice President of the Company (present)			
Jul 2015 Assigned as Director of Healthcare Business Division of the Company (present)			
Reason for nomination as candidate Satoshi Ishino has been involved in the module business and new business promotion at the Company and its group companies for many years, accumulating a wealth of experience and a solid record of achievement. He has been nominated as a candidate for Director because the Company expects that he will continue to strengthen the decision-making and supervisory functions of the Board of Directors.			

Candidate No.	Name of Candidate (Birthdate)	Brief Personal History, Positions, Responsibilities and Significant Concurrent Positions	Shares of the Company Owned
8	Takashi Shigematsu (November 3, 1949)	<p>Apr 1975 Entered Toyota Motor Co., Ltd. (currently TOYOTA MOTOR CORPORATION)</p> <p>Jun 2004 Assumed the position of Managing Officer of the company</p> <p>Jun 2005 Assumed the position of Outside Director of FUJITSU TEN LIMITED.</p> <p>Jun 2009 Assumed the position of Vice President & Representative Director of the company</p> <p>Jun 2010 Assumed the position of President & Representative Director of the company</p> <p>Jun 2014 Assumed the position of Chairman and Representative Director of the company (present)</p> <p>Jun 2015 Assumed the position of Member of the Board of Directors (Outside Director) of the Company (present) Assumed the position of Outside Director of Bando Chemical Industries, Ltd. (present)</p> <p>(Significant Concurrent Positions) Chairman and Representative Director of FUJITSU TEN LIMITED. Outside Director of Bando Chemical Industries, Ltd.</p>	—
<p>Reason for nomination as candidate Takashi Shigematsu has been nominated as a candidate for Outside Director because the Company expects that he will continue to utilize his deep insight and abundant business experience in the automotive industry to strengthen the decision-making and supervisory functions of the Board of Directors from an independent perspective.</p>			

- Notes:
1. Special interests between any of the candidates for Directors who are not Audit and Supervisory Committee Members and the Company are as follows.
 - (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) There are no special interests between the Company and any of the other candidates.
 2. Takashi Shigematsu is a candidate for Outside Director and meets the criteria for independence prescribed by the Company. See page 22 for the criteria for independence.
 - (1) FUJITSU TEN LIMITED., of which Takashi Shigematsu serves as Chairman and Representative Director, has business relations with the Company Group regarding sales and purchases of products. However, sales involving the relations accounted for only less than 1% of the Company's consolidated sales in the 80th fiscal year, indicating that there is no materiality that would affect his independence as Outside Director.
 - (2) The Company has designated Takashi Shigematsu as an independent director as specified in the regulations of the Tokyo Stock Exchange, Inc. and reported the designation to the exchange. If Takashi Shigematsu is re-elected, the Company intends that he should continue to be an independent director.
 - (3) Takashi Shigematsu is currently Outside Director of the Company. At the end of this ordinary general meeting of shareholders, he will have served in the position for one (1) year.
 3. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has entered into an agreement with Takashi Shigematsu limiting his liability for damages under Article 423, Paragraph 1 of the Companies Act. The liability for damages under the agreement is restricted to the minimum liability amount stipulated in Article 425, Paragraph 1 of the Companies Act. If Proposal No. 2 "Partial Amendment to the Articles of Incorporation" is approved and the re-election of Takashi Shigematsu is approved, the Company will enter into the same agreement to limit liability as a Director those who is not an executive officer, etc.

<For Reference>

If Proposal No. 3 and Proposal No. 4 are approved as originally proposed, the number of Members of the Board of Directors will be twelve (12), four (4) of whom will be independent Outside Directors.

Proposal No. 4: Election of Four (4) Directors who are Audit and Supervisory Committee Members

If Proposal No. 2 “Partial Amendment to the Articles of Incorporation” is approved as originally proposed, the Company will make a transition to a Company with Audit and Supervisory Committee. Accordingly, it is proposed that four (4) Directors who are Audit and Supervisory Committee Members be elected.

The resolution of this proposal shall only take effect on the condition that the amendments to the Articles of Incorporation in Proposal No. 2 become effective.

The Company has obtained the consent of the Board of Statutory Auditors for this proposal.

The candidates for Directors who are Audit and Supervisory Committee Members are as follows:

Candidate No.	Name of Candidate (Birthdate)	Brief Personal History, Positions, Responsibilities and Significant Concurrent Positions	Shares of the Company Owned
1	Junichi Tanaka (January 2, 1957) [New candidate]	Apr 1979 Entered Fukui Murata Mfg. Co., Ltd.	2,400 shares
		Aug 1998 Assumed the position of General Manager of Murata Electronics Singapore (Pte.) Ltd.	
Feb 2008 Assigned as General Manager of Finance Department of the Company			
Jun 2013 Assumed the position of Standing Statutory Auditor of the Company (present)			
Reason for nomination as candidate Junichi Tanaka has been involved in accounting and financial duties both in Japan and overseas at the Company and its group companies for many years, accumulating a wealth of experience and a solid record of achievement. In addition, he has gained wide-ranging and in-depth knowledge of and insight into group business through his auditing experience as Standing Statutory Auditor at the Company, so the Company expects that he will strengthen decision-making functions and audit and supervisory functions of the Board of Directors, and has therefore nominated him as a candidate for Director who is an Audit and Supervisory Committee Member.			
2	Hiroaki Yoshihara (February 9, 1957) [New candidate]	Nov 1978 Entered Peat Marwick Mitchell & Co.	-
		Jul 1996 Assumed the position of National Managing Partner, the Pacific Rim Practice of KPMG LLP	
Oct 1997 Assumed the position of the Board Member of KPMG LLP			
Oct 2003 Assumed the position of Vice Chairman and Global Managing Partner of KPMG International			
Jun 2008 Assumed the position of Member of the Board of Directors (Outside Director) of the Company (present)			
Jun 2014 Assumed the position of Outside Director Hitachi, Ltd. (present)			
(Significant Concurrent Positions) Outside Director Hitachi, Ltd.			
Reason for nomination as candidate Hiroaki Yoshihara has been nominated as a candidate for Outside Director who is an Audit and Supervisory Committee Member because the Company expects that he will be able to utilize his abundant consulting experience with global companies and his knowledge as an accounting professional in the management of the Company to strengthen decision-making functions and audit and supervisory functions of the Board of Directors from an independent perspective. In addition, though never having previously engaged in company management in any way other than serving as Outside Director, Hiroaki Yoshihara has already contributed useful views and frank comments regarding the management of the Company from his professional viewpoint as Outside Director of the Company. Accordingly, the Company has determined that Hiroaki Yoshihara would appropriately carry out his duties as an Outside Director who is an Audit and Supervisory Committee Member.			

Candi- date No.	Name of Candidate (Birthdate)	Brief Personal History, Positions, Responsibilities and Significant Concurrent Positions	Shares of the Company Owned
3	Masakazu Toyoda (June 28, 1949) [New candidate]	<p>Apr 1973 Entered the Ministry of International Trade and Industry</p> <p>Aug 1999 Assumed the position of Director-General, International Economic Affairs Department, International Trade Policy Bureau, MITI</p> <p>Aug 2003 Assumed the position of Director-General, Commerce and Information Policy Bureau, METI</p> <p>Jul 2006 Assumed the position of Director-General, Trade Policy Bureau, METI</p> <p>Jul 2007 Assumed the position of Vice-Minister for International Affairs, METI</p> <p>Aug 2008 Assumed the position of the Secretary General of the Cabinet Secretariat's Strategic Headquarters for Space Policy Assumed the position of Private Secretary, METI</p> <p>Nov 2008 Assumed the position of the Special Advisor to the Cabinet on Energy and Climate Change</p> <p>Jun 2010 Assumed the position of Statutory Auditor (Outside Statutory Auditor) of the Company (present)</p> <p>Jul 2010 Assumed the position of Chairman & CEO of The Institute of Energy Economics, Japan (present)</p> <p>Jun 2011 Assumed the position of Outside Statutory Auditor of Nitto Denko Corporation (present)</p> <p>Mar 2015 Assumed the position of Outside Director of CANON ELECTRONICS INC. (present)</p> <p>(Significant Concurrent Positions) Chairman & CEO of The Institute of Energy Economics, Japan Outside Statutory Auditor of Nitto Denko Corporation Outside Director of CANON ELECTRONICS INC.</p>	—
<p>Reason for nomination as candidate</p> <p>Masakazu Toyoda has been nominated as a candidate for Outside Director who is an Audit and Supervisory Committee Member because the Company expects that he will be able to utilize his abundant experience and insight in government administration of such fields as the economy, international trade, and energy in the management of the Company to strengthen decision-making functions and audit and supervisory functions of the Board of Directors from an independent perspective.</p> <p>For this reason, though never having previously engaged in company management in any way other than serving as Outside Officer, Masakazu Toyoda has auditing experience as Outside Statutory Auditor of the Company and has already contributed useful views and frank comments regarding the management of the Company from his professional viewpoint. Accordingly, the Company has determined that Masakazu Toyoda would appropriately carry out his duties as an Outside Director who is an Audit and Supervisory Committee Member.</p>			

Candi- date No.	Name of Candidate (Birthdate)	Brief Personal History, Positions, Responsibilities and Significant Concurrent Positions	Shares of the Company Owned
4	Hiroshi Ueno (November 13, 1951) [New candidate]	<p>Apr 1974 Entered the Ministry of Finance</p> <p>Jul 1979 Assumed the position of District Director of Yamanashi Tax Office</p> <p>May 1991 Assumed the position of Counselor, Embassy of Japan in the UK</p> <p>Aug 1994 Assumed the position of Executive Director for Special Mission of Office of Policy Planning, Tokyo Metropolitan Gov.</p> <p>Jul 1997 Assumed the position of Councillor, Cabinet Secretariat (Cabinet Councilors' Office on Internal Affairs)</p> <p>Jun 2000 Assumed the position of Regional Commissioner of Fukuoka Regional Taxation Bureau, National Tax Agency</p> <p>Jul 2001 Assumed the position of Deputy Secretary General, for International Affairs, General Secretariat of Japan Fair Trade Commission</p> <p>Jul 2003 Assumed the position of Regional Commissioner of Osaka Regional Taxation Bureau, National Tax Agency</p> <p>Jul 2004 Assumed the position of Director-General for Policy Planning of Ministry of Land, Infrastructure and Transport</p> <p>Oct 2005 Assumed the position of Executive Director of Japan Expressway Holding and Debt Repayment Agency</p> <p>Jul 2008 Assumed the position of Senior Managing Director of Trust Companies Association of Japan</p> <p>Jul 2014 Assumed the position of Advisor of Mitsui Sumitomo Insurance Company, Limited (present)</p> <p>(Significant Concurrent Positions) Advisor of Mitsui Sumitomo Insurance Company, Limited</p>	-
<p>Reason for nomination as candidate</p> <p>Hiroshi Ueno has been nominated as a candidate for Outside Director who is an Audit and Supervisory Committee Member because the Company expects that he will be able to utilize his abundant experience and insight in government administration of such fields as tax and finance, as well as operation of Antimonopoly Act, in the management of the Company to strengthen decision-making functions and audit and supervisory functions of the Board of Directors from an independent perspective.</p> <p>For this reason, though Hiroshi Ueno has never previously engaged in company management, the Company has determined that he would appropriately carry out his duties as an Outside Director who is an Audit and Supervisory Committee Member.</p>			

Notes:

1. There are no special interests between the Company and the candidates for Directors who are Audit and Supervisory Committee Members
2. Hiroaki Yoshihara, Masakazu Toyoda, and Hiroshi Ueno are candidates for Outside Directors and meet the criteria for independence prescribed by the Company. See page 22 for the criteria for independence.
 - (1) The Company has designated Hiroaki Yoshihara and Masakazu Toyoda as independent directors as specified in the regulations of the Tokyo Stock Exchange, Inc. and reported the designation to the exchange; if both are elected, the Company intends that they should both continue to be independent directors. Hiroshi Ueno meets the requirements for independent directors as specified in the regulations of the Tokyo Stock Exchange, Inc. and, assuming that his election is approved, the Company has designated him as an independent director and reported the designation to the exchange.
 - (2) Hiroaki Yoshihara is currently Outside Director of the Company. At the end of this ordinary general meeting of shareholders, he will have served in the position for eight (8) years. Masakazu Toyoda is currently Outside Statutory Auditor of the Company. At the end of this ordinary general meeting of shareholders, he will have served in the position for six (6) years.
3. Limited liability agreements with candidates for Directors who are Audit and Supervisory Committee Members are as follows:
 - (1) Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has entered into agreements with Hiroaki Yoshihara and Masakazu Toyoda limiting their liabilities for damages under Article 423, Paragraph 1 of the Companies Act. The liability for damages under the agreement is restricted to the minimum liability amount stipulated in Article 425, Paragraph 1 of the Companies Act. If Proposal No. 2 "Partial Amendment to the Articles of Incorporation" is approved and the election of Hiroaki Yoshihara and Masakazu Toyoda is approved, the Company will enter into the same agreements to limit liability as

- Directors excluding those who are not the executive officers, etc.
- (2) If Proposal No. 2 “Partial Amendment to the Articles of Incorporation” is approved as originally proposed and the election of Junichi Tanaka and Hiroshi Ueno is approved, the Company will enter into the same agreements to limit liability as Directors excluding those who are not the executive officers, etc.

<For Reference>

If Proposal No. 3 and Proposal No. 4 are approved as originally proposed, the number of Members of the Board of Directors will be twelve (12), four (4) of whom will be independent Outside Directors.

Proposal No. 5: Determination of Amount of Remuneration for Directors who are not Audit and Supervisory Committee Members

The amount of remuneration for Directors of the Company has been no more than ¥600 million annually since a resolution was taken to set it at this level at the 71st ordinary general meeting of shareholders held on June 28, 2007.

On the condition that Proposal No. 2 “Partial Amendment to the Articles of Incorporation” is approved as originally proposed, the Company will transit to a Company with Audit and Supervisory Committee. In accordance with the provisions of Article 361, Paragraphs 1 and 2 of the Companies Act, the Company proposes that, in place of the current amount of remuneration for Directors, the amount of remuneration for Directors who are not Audit and Supervisory Committee Members be set at no more than ¥700 million annually, in view of such factors as the economic climate. The Company proposes that the amount of remuneration for Directors who are not Audit and Supervisory Committee Members should exclude the employee salaries of Directors who serve concurrently as employees, as is the case at present.

See page 22 for Policy on Director Remuneration for Directors who are not Audit and Supervisory Committee Members.

There are currently nine (9) Directors (of whom two (2) are Outside Directors), but if Proposal No. 2 and Proposal No. 3 are approved as originally proposed, there will be eight (8) Directors who are not Audit and Supervisory Committee Members (of whom one (1) will be an Outside Director).

The resolution of this proposal shall only take effect on the condition that the amendments to the Articles of Incorporation in Proposal No. 2 become effective.

Proposal No. 6: Determination of Amount of Remuneration for Directors who are Audit and Supervisory Committee Member

On the condition that Proposal No. 2 “Partial Amendment to the Articles of Incorporation” is approved as originally proposed, the Company will transit to a Company with Audit and Supervisory Committee. In accordance with the provisions of Article 361, Paragraphs 1 and 2 of the Companies Act, the Company proposes that the amount of remuneration for Directors who are Audit and Supervisory Committee Members be set at no more than ¥100 million annually, in view of such factors as the economic climate.

See page 22 for Policy on Director Remuneration for Directors who are Audit and Supervisory Committee Members.

If Proposal No. 2 and Proposal No. 4 are approved as originally proposed, there will be four (4) Directors who are Audit and Supervisory Committee Members (of whom three (3) will be Outside Directors). The resolution of this proposal shall only take effect on the condition that the amendments to the Articles of Incorporation in Proposal No. 2 become effective.

<For Reference>

Criteria for Independence of Outside Directors

The following provides a summary of the Company's criteria for independence of outside Directors.

1. The person is not an executive of the Company or its current subsidiary or a company that was a subsidiary within the past three years.
2. The person is not currently a major shareholder or an executive of a major shareholder.
3. The person is not an executive of a company, etc., that is currently a significant client or supplier or was a significant client or supplier within the past three years with the Company or its current subsidiary.
4. The person is not an executive of an organization that has received within the past three years a donation or grant of over 10.00 million yen per annum from the Company or its current subsidiary.
5. The person is not an executive of a company or a subsidiary of that company, or a company or a subsidiary of that company that within the past three years has employed a Member of the Board of Directors, Statutory Auditor, or Vice President of the Company or its current subsidiary.
6. The person does not have any significant transaction relationship with the Company, such as a consulting or advisory agreement, and has not had a transaction relationship in the past.
7. The person is not an executive of the Independent Auditor of the Company.
8. The person is not a relative within the third degree of kinship, etc., of a Member of the Board of Directors, Statutory Auditor, or Vice President of the Company or its current subsidiary.
9. The person does not carry the risk of creating a constant substantial conflict of interest between the Company's general shareholders as a whole for reasons other than those considered in (1) through (8) above.

Policy on Director Remuneration

With respect to remuneration for 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.

To improve corporate governance for the decision making process for matters related to the remuneration of Members of the Board of Directors, etc. by improving objectivity and transparency, the Company has established a Remuneration Advisory Committee, consisting of four (4) Members of the Board of Directors of which two (2) are Outside Directors, and after passing through deliberation at that committee, the decision is made at the Board of Directors meeting.

Remuneration for Directors who are not Audit and Supervisory Committee Members is made up of a monthly remuneration and a performance-linked remuneration (Board Member bonus). The monthly remuneration is a fixed remuneration of an amount individually decided for each Director based on a fixed amount for service as Director, and an amount that is decided based on consideration of the level of importance of each Director's business execution allocation and responsibility and the previous fiscal year's financial performance. The total amount of the performance-linked remuneration (Board Member bonus) is decided according to the Company's financial performance and the amount allocated to each Director is decided by giving consideration to the level of contribution to financial performance of the respective Director. Remuneration to Outside Directors who are Audit and Supervisory Committee Members will only be a monthly remuneration.

The remuneration paid to Directors who are Audit and Supervisory Committee Members is only monthly remuneration, and the amount paid to each individual is decided through discussion by the Directors who are Audit and Supervisory Committee Members.