



Murata Manufacturing Co., Ltd.

CONVOCATION NOTICE

FOR

THE 75th

ORDINARY GENERAL MEETING OF SHAREHOLDERS

TO BE HELD ON

JUNE 29, 2011

NOTE

1. THIS DOCUMENT IS A TRANSLATION OF THE OFFICIAL JAPANESE CONVOCATION NOTICE FOR THE 75TH 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.

CONVOCAATION NOTICE FOR
THE 75th ORDINARY GENERAL MEETING OF SHAREHOLDERS

June 2, 2011

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
(Securities Identification code: 6981)

Dear Shareholders:

Murata Manufacturing Co., Ltd. extends its heartfelt sympathy and deepest condolences to those affected by the Great East Japan Earthquake.

Notice is hereby given that the 75th 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 using one of the methods below. 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 Tuesday, June 28, 2011.

1. Date and time: June 29, 2011 (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 75th fiscal term (From April 1, 2010 to March 31, 2011), and along with 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 75th fiscal term (From April 1, 2010 to March 31, 2011)

Proposals

- No. 1 Dividends of Retained Earnings for the 75th Fiscal Term
- No. 2 Election of Four (4) Members of the Board of Directors
- No. 3 Election of One (1) Statutory Auditor

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- Attendees are kindly requested to submit the enclosed Voting Rights Exercise Form, completed, at the reception desk at the entrance to the meeting hall.
 - 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.co.jp>).

[Exercise of Voting Rights by Postal Mail]

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.

[Exercise of Voting Rights via the Internet]

Please access the designated website for exercise of voting rights (<http://www.it-soukai.com/>), 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.

You are cordially requested to refer to the enclosed “Instructions for Internet Voting” upon the exercise of voting rights via the Internet.

In the event that you exercise your voting right on the same proposal both by postal mail and via the Internet, and in the event that the details of your votes are different, the vote made over the Internet shall prevail. In the event that you exercise your voting right on the same proposal over the Internet more than once, the vote made last shall prevail.

[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 Annual General Meeting of Shareholders of the Company if the shareholders have applied in advance to use the electronic voting platform.

Reference Materials for the General Meeting of Shareholders

Proposals and References

Proposal No. 1: Dividends of Retained Earnings for the 75th 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 of 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 50 yen per share. Combined with the interim dividend, this will bring the annual dividend to 100 yen per share.

1. Type of dividend asset
Cash
2. Allocation of dividend assets and total amount of allocation
50 yen per common share
Total amount of payout: 10,731,677,550 yen
3. Effective date of dividend payout
June 30, 2011

Proposal No. 2: Election of Four (4) Members of the Board of Directors

Out of the current seven (7) Members of the Board of Directors, the term of office of Tsuneo Murata, Atsushi Inoue, Hideharu Ieki, Koji Makino and Yasuro Tanahashi (Outside Director) will expire as of the end of this Ordinary General Meeting of Shareholders.

Thereby, it is proposed that four (4) Members of the Board of Directors including one (1) Outside Director 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. Director, Murata Electronics Singapore (Pte.) Ltd. Chairman, the Murata Science Foundation</p>	1,905,000 shares
2	Hideharu Ieki (April 25, 1950)	<p>Jan 1974 Entered the Company</p> <p>Jul 2003 Assumed the position of Vice President of the Company</p> <p>Jul 2005 Assumed the position of Senior Vice President of the Company</p> <p>Jun 2007 Assumed the position of Member of the Board of Directors (present) and Executive Vice President of the Company (present)</p> <p>Jul 2008 Assumed the position of Director of Technology & Business Development Unit of the Company (present)</p> <p>Jul 2009 Assumed the position of Director of Research Centre for Next Generation Technology of the Company (present)</p> <p>Jul 2010 Responsible for Quality Assurance Group of the Company (present)</p>	700 shares

Candidate No.	Name of Candidate (Birthdate)	Brief Personal History, Positions, Responsibilities and Significant Concurrent Positions	Shares of the Company Owned
3	Koji Makino (May 13, 1952)	<p>Apr 1976 Entered Mitsui Engineering and Shipbuilding Co., Ltd.</p> <p>Jan 1986 Entered the Company</p> <p>Jun 2005 Assumed the position of General Manager of Planning & Administration Group of the Company</p> <p>Jul 2005 Assumed the position of Vice President of the Company</p> <p>Jun 2007 Assumed the position of Member of the Board of Directors of the Company (present)</p> <p>Jun 2009 Assumed the position of Executive Vice President of the Company (present)</p> <p>Jul 2009 Assumed the position of Director of Production Engineering Unit of the Company (present)</p> <p>Oct 2009 Responsible for Corporate Communication Department, General Administration Department, Legal Affairs Department, Personnel & Industrial Relations Department, Health & Safety Promotion Office, Environmental Management Department of the Company (present)</p>	800 shares
4	Yasuro Tanahashi (January 4, 1941)	<p>Apr 1963 Entered Fuji Iron & Steel Co., Ltd. (currently Nippon Steel Corporation)</p> <p>Jun 1993 Assumed the position of General Manager of Machinery & Materials Division of Nippon Steel Corporation</p> <p>Jun 1995 Assumed the position of Member of the Board of Directors of Nippon Steel Corporation</p> <p>Apr 1997 Assumed the position of Managing Director of Nippon Steel Corporation</p> <p>Apr 2000 Assumed the position of Representative Director and President of Nippon Steel Information and Communication Systems Inc. (currently NS Solutions Corporation)</p> <p>Apr 2003 Assumed the position of Representative Director and Chairman of NS Solutions Corporation</p> <p>Jun 2004 Assumed the position of Outside Director of Internet Initiative Japan Inc. (present)</p> <p>Jun 2005 Assumed the position of Member of the Board of Directors of the Company (present)</p> <p>Jun 2007 Assumed the position of Advisor of NS Solutions Corporation Assumed the position of Outside Director of Yokogawa Electric Corporation (present)</p> <p>Jun 2010 Assumed the position of Outside Director of San Holdings, Inc. (present)</p> <p>(Significant Concurrent Positions) Outside Director of Internet Initiative Japan Inc. Outside Director of Yokogawa Electric Corporation Outside Director of San Holdings, Inc.</p>	0 shares

- Notes:
1. Special interests in the Company that candidates 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) Other candidates have no special interests in the Company.
 2. Yasuro Tanahashi is a candidate for an Outside Director and is registered as an independent director as specified in the regulations of Tokyo Stock Exchange, Inc. and Osaka Securities Exchange Co., Ltd.
 3. Special notes for Outside Director candidate are as follows:
 - (1) Reasons for nominating the candidate for Outside Director:
Yasuro Tanahashi is appointed as a candidate for Outside Director in the hope that he will be able to utilize his deep insight and abundant business experience for the management of the Company.
 - (2) Number of years of service as Outside Director:
At the end of the 75th Ordinary General Meeting of Shareholders, Yasuro Tanahashi, who was appointed Outside Director in June 2005, will have served the position for six (6) years.
 - (3) Liability Limitation Agreement with Outside Directors:
The Company has entered into an agreement with Yasuro Tanahashi to the effect that liability of Outside Directors shall be restricted to the minimum liability amount stipulated in Article 425, Paragraph 1 of the Corporation Law. Upon re-election, the Company will continue this agreement with him.

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

As the term of office of Kunisaburo Tomono 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
Yukio Yoshino (April 23, 1953)	Apr 1978	Entered the Company	300 shares
	Jun 2003	Assumed the position of General Manager of Thin Film Processing Technology Development Department 1, Research and Development Division of the Company	
	Jun 2007	Assumed the position of General Manager of Intellectual Property Department of the Company (present)	

Note: There are no special interests between the Company and the candidate for Statutory Auditor.