

ARTICLES OF INCORPORATION
OF
Murata Manufacturing Co., Ltd.
(Kabushiki Kaisha Murata Seisakusho)

CHAPTER I
GENERAL PROVISIONS

Article 1 (*Trade Name*)

The name of the Company shall be “Kabushiki Kaisha Murata Seisakusho” and shall be called “Murata Manufacturing Co., Ltd.” in English.

Article 2 (*Purpose*)

The purpose of the Company shall be to engage in the following business:

1. Manufacture, sale and purchase of ceramic and chemical products;
2. Manufacture, sale and purchase of electronic and electric products, parts and materials;
3. Manufacture, sale and purchase of other machines and parts and materials;
4. Rendering services related to information, software and telecommunications;
5. Rendering services related to various types of instrumentation and analysis;
6. Business with regard to environmental quality control, such as facility maintenance, landscape architecture, clean-up, waste disposal, etc.;
7. Licensing and guidance of technology and know-how with regard to each article as mentioned above;
8. Various sorts of printing and book publication, and sales thereof;
9. Business concerning travel services, indemnity insurance agency, life insurance brokerage, warehousing, and cargo / freight transportation;
10. Business concerning worker dispatch, fee-charging employment agency, and skill development/education and training services;

11. Sales, purchase, dealing in lease or rent of and custody of work of art, craft object and real estate;
12. Marketing and sales of fuel, food, alcoholic beverages, sundries and educational aids;
13. Running restaurants, coffee shops, etc.;
14. Holding and investment in regard to securities;
15. All business which are incidental to or related to those mentioned in the preceding items.

Article 3 (*Location of the Head Office*)

The head office of the Company shall be located at Nagaokakyo-shi, Kyoto, Japan.

Article 4 (*Governing Bodies*)

The Company shall have following governing bodies in addition to the general meeting of shareholders:

1. Board of Directors
2. Statutory Auditors
3. Board of Statutory Auditors
4. Accounting Auditors

Article 5 (*Method of Public Notice*)

The method of public notices of the Company shall be given electronically. This is provided that, when electronic public notices cannot be used due to an accident or other unavoidable reason, public notices shall be given in the Nihon Keizai Shinbun.

CHAPTER II **SHARES**

Article 6 (*Total Number of Shares Authorized to be Issued*)

The total number of shares authorized to be issued by the Company shall be 581,000,000 shares.

Article 7 (*Issuance of Share Certificates*)

The Company shall issue share certificates for its shares.

Article 8 *(Repurchase of Shares)*

In accordance with the provisions of Paragraph 2 of Article 165 of the Corporate Law, the Company may repurchase its own shares through market transactions or other methods pursuant to Paragraph 1 of the said Article by a resolution of the Board of Directors.

Article 9 *(Number of Shares Constituting One Voting Unit and Non-Issuance of Share Certificates Less than a Full Voting Unit)*

- (1) The number of shares constituting one Voting Unit shall be one hundred (100).
- (2) Notwithstanding Article 7 hereof, the Company shall not issue share certificates representing less than one Voting Unit of shares. However, this limitation shall not apply to the cases as provided for in Share Handling Regulations.

Article 10 *(Rights concerning Shares Less Than One Voting Unit)*

Shareholders of shares less than one Voting Unit of the Company (including beneficial shareholders and hereinafter the same) cannot exercise their rights other than those enumerated below:

1. rights provided for in each Item of Paragraph 2 of Article 189 of the Corporate Law;
2. rights to make claims as provided for in Paragraph 1 of Article 166 of the Corporate Law; and
3. rights of shareholders to subscribe for shares or share warrants allotted by the Company in accordance with the number of shares held by them.

Article 11 *(Administrator of Shareholders' Register)*

- (1) The Company shall appoint an administrator of shareholders' register.
- (2) The administrator of shareholders' register and its handling offices shall be designated by a resolution of the Board of Directors and public notice thereof shall be given.
- (3) The preparation and maintenance of the register of shareholders (including the register of beneficial shareholders, ditto hereinafter), ledger of stock warrants and register of lost share certificates of the Company or any other business related thereto shall be entrusted to the administrator of shareholders' register and shall not be handled by the Company.

Article 12 *(Share Handling Regulations)*

The handling business relating to shares of the Company and charges thereof shall be governed by the Share Handling Regulations established by the Board of Directors, in addition to laws and regulations and these Articles of Incorporation.

CHAPTER III
SHAREHOLDERS' MEETING

Article 13 *(Convocation)*

An ordinary general meeting of shareholders of the Company shall be held within three months after the end of each business year, and extraordinary general meetings of shareholders shall be held from time to time whenever necessary.

Article 14 *(Record Date for Ordinary General Meeting of Shareholders)*

The shareholders with voting rights whose names appear or are recorded on the last record of the register of shareholders as of March 31 of each year shall be entitled to exercise their rights at an ordinary general meeting of shareholders for relevant business year.

Article 15 *(Person to Convene Meeting and Chairman)*

- (1) The President, Member of the Board of Directors shall convene a general meeting of shareholders and serve as the chairman thereof.
- (2) When the President, Member of the Board of Directors is unable to act, another Director, who shall be decided in accordance with an order determined by a resolution of the Board of Directors, shall take his/her place.

Article 16 *(Internet Disclosure of Reference Documents, etc. and Deemed Provision)*

In convening a general meeting of shareholders, the Company may, pursuant to the relevant regulation issued by the Ministry of Justice, deem that it has duly provided its shareholders with the information which must be mentioned or displayed in the reference document of a general meeting of shareholders, business report, financial statements and consolidated financial statements by disclosing such information using the Internet.

Article 17 *(Method of Adopting Resolutions)*

- (1) Unless otherwise provided by laws and regulations or these Articles of Incorporation, resolutions of a general meeting of shareholders shall be adopted by a majority of voting rights held by the attending shareholders who are entitled to exercise their voting rights thereat.
- (2) Resolutions stipulated in Paragraph 2 of Article 309 of the Corporate Law shall be adopted by at least two-thirds of the votes of shareholders present at the meeting, where those shareholders have at least one-third of the voting rights of the shareholders who are entitled to exercise their voting rights thereat.

Article 18 *(Voting by Proxy)*

- (1) A shareholder or his legal representative may exercise his vote through one proxy who has voting rights at the shareholders' meeting.
- (2) The shareholder or proxy must file with the Company a document evidencing authority of representation at each general meeting of shareholders.

CHAPTER IV
DIRECTORS AND BOARD OF DIRECTORS

Article 19 *(Number of Directors)*

The Company shall have no more than fifteen (15) Directors.

Article 20 *(Method of Election)*

- (1) Directors shall be elected at general meetings of shareholders.
- (2) The resolution to elect Directors 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.
- (3) No cumulative voting shall be used for the election of Directors.

Article 21 *(Term of Office)*

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 two (2) years after their election.

Article 22 *(Directors with Special Titles)*

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, Corporate Executive Vice President, Executive Vice President (senmu) and Senior Vice President (jomu), respectively, Members of the Board of Directors from among its Directors.

Article 23 *(Statutory Representative Directors)*

- (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 with special titles mentioned in the preceding Article.

Article 24 *(Person to Convene Meetings of the Board of Directors and Chairman)*

- (1) Unless otherwise provided by laws and regulations, the President, Member of the Board of Directors shall convene a meeting of a Board of Directors and shall act as the chairman thereof.
- (2) When the President, Member of the Board of Directors is unable to act, another Director, who shall be decided in accordance with the order of priority previously determined by a resolution of the Board of Directors, shall act as the person to convene the meeting and the chairman.

Article 25 *(Convocation Procedures)*

- (1) Notice of a meeting of the Board of Directors shall be given to each Director and 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.
- (2) With the consent of all the Directors and Statutory Auditors a meeting of the Board of Directors may be held without complying with the convocation procedures.

Article 26 *(Omission of Resolution by Board of Directors)*

In case where requirements as provided for in Article 370 of the Corporate Law are satisfied, the Company deems that relevant resolutions of the Board of Directors shall have been duly made.

Article 27 *(Regulations of the Board of Directors)*

The Board of Directors shall be governed by the Regulations of the Board of Directors established by the Board of Directors, in addition to laws and regulations and these Articles of Incorporation.

Article 28 *(Remuneration, etc.)*

- (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.
- (2) The Remuneration, etc. referred to in the preceding paragraph shall not include salaries which Directors may receive in their capacity as employees of the Company.

Article 29 *(Limited Liability Agreement with Outside Members of the Board of Directors)*

In accordance with the provisions of Paragraph 1 of Article 427 of the Corporate Law, the Company may enter into agreements with Outside Members of the Board of Directors 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.

CHAPTER V
STATUTORY AUDITORS AND BOARD OF STATUTORY AUDITORS

Article 30 *(Number of Statutory Auditors)*

The Company shall have no more than five (5) Statutory Auditors.

Article 31 *(Method of Appointment)*

- (1) Statutory Auditors shall be elected at general meetings of shareholders.
- (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.

Article 32 *(Term of Office)*

- (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.
- (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.

Article 33 *(Full-time Statutory Auditor)*

The Board of Statutory Auditors shall appoint full-time Statutory Auditor(s) from among Statutory Auditors.

Article 34 *(Convocation Procedures)*

- (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.
- (2) With the consent of all the Statutory Auditors, a meeting of the Board of Statutory Auditors may be held without complying with the convocation procedures.

Article 35 *(Regulations of the Board of Statutory Auditors)*

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.

Article 36 *(Remuneration, etc.)*

The Remuneration, etc. for Statutory Auditors shall be determined by a resolution of a general meeting of shareholders.

Article 37 (*Limited Liability Agreement with Outside Statutory Auditors*)

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.

CHAPTER VI
ACCOUNTS

Article 38 (*Business Year*)

The business year of the Company shall be a one-year period commencing on the 1st day of April each year and ending on the 31st day of March of the following year.

Article 39 (*Surplus Dividends*)

Surplus dividends shall be paid to the shareholders or registered share pledgees whose names appear or are recorded as such on the register of shareholders as of March 31st each year.

Article 40 (*Interim Dividends*)

The Company may, by a resolution of the Board of Directors, pay interim dividends to the shareholders or registered share pledgees whose names appear or are recorded as such on the register of shareholders as at the closing thereof on the 30th day of September each year.

Article 41 (*Prescription Period of Dividends, etc.*)

- (1) In case of cash dividends, the Company shall be exempted from the obligation of paying them if they remain unreceived for three (3) years after the date of the commencement of payment thereof.
- (2) Cash as referred to in the preceding Paragraph shall bear no interest.

(Amended: June 29, 2006)