

ARTICLES OF INCORPORATION
(Amended as of June 27, 2002)

TDK CORPORATION

(Translation)

CHAPTER I

GENERAL PROVISIONS

(Name)

Article 1. The Company shall be called TDK Kabushiki Kaisha and indicated as TDK Kabushiki Kaisha in the commercial register.

2. It shall be called TDK Corporation in English.

(Purpose of Business)

Article 2. The purpose of the Company is to conduct the following businesses:

- (1) Manufacture and sale of electric machinery and appliances;
- (2) Manufacture and sale of magnetic materials such as ferrite and magnet;
- (3) Manufacture and sale of electronic machinery and appliances such as automatic inserting machine for electronic components, automatic mouter for electronic components, and electronic measuring equipment and of components thereof;
- (4) Manufacture and sale of recording media such as magnetic tape, floppy disk and optical disk and of data writing, reading and storage equipment therefor;
- (5) Manufacture and sale of ceramic materials such as electricity inductive ceramics, piezoelectric ceramics, semiconductor ceramics and electricity insulating ceramics;
- (6) Manufacture and sale of circuit components such as coil and transformers;
- (7) Manufacture and sale of semiconductor;
- (8) Manufacture and sale of stabilizing power supplies (units to stabilize electric current or voltage);
- (9) Manufacture and sale of machinery and appliances for medical use and medical instruments and of components thereof;
- (10) Manufacture and sale of single crystal materials and each product applying the same;
- (11) Manufacture and sale of precious metals, precious stones, artificial precious stones and each product applying or utilizing the same;
- (12) Manufacture and sale of outer wall materials of buildings and structures;
- (13) Designing and contracting of construction work;
- (14) Development, production, sale and grant of license of software;
- (15) Manufacture, sale and contracting of applied product, machinery and tools and equipment of each of the foregoing; and
- (16) Any and all businesses incidental or relating to each of the foregoing.

(Location of Head Office)

Article 3. The Company shall have its head office in Chuo-ku, Tokyo.

(Method of Public Notice)

Article 4. The public notices of the Company shall be given by publication in the *Nihon Keizai Shimbun* published in Tokyo.

CHAPTER II

SHARES

(Number of Shares Authorized to be Issued, Number of Shares of One Unit and Non-Issuance of Share Certificates for Shares Constituting Less Than One Unit)

Article 5. The total number of shares authorized to be issued by the Company shall be 480,000,000 shares. Provided, however, that in the event that any of shares is canceled, the number of shares authorized to be issued shall be reduced accordingly.

2. The number of shares of one unit of shares of the Company shall be one hundred (100) shares.

2-2. The Company shall not issue share certificates for shares constituting less than one unit of shares (hereinafter referred to as the “shares constituting less than one unit”).

3. (Deletion)

Article 5-2. (Deletion)

Article 6. (Deletion)

Article 7. (Deletion)

(Transfer Agent)

Article 8. The Company shall have a transfer agent with respect to its shares. The transfer agent and its place of business shall be chosen by resolution of the Board of Directors, and public notice thereof shall be made.

2. The shareholders' register (including the beneficial shareholders' register; the same shall be applied hereinafter) of the Company shall be kept at the place of business of the transfer agent, and the registration of transfer of shares, registration of pledge and indication of trust assets or cancellation thereof, registration or recordation in the beneficial shareholders' register, purchase of shares representing less than a unit, delivery of share certificates, non-possession of share certificates, acceptance of notices and other notice and other matters relating to shares shall be handled by the transfer agent, not by the Company.

(Share Handling Regulations)

Article 9. Denominations of share certificates and registration of transfer of shares of the Company, registration in the beneficial shareholders' register, purchase of shares representing less than a unit and other matters concerning the handling of shares and handling fees shall be governed by the Share Handling Regulations established by the Board of Directors.

(Record Date)

Article 10. The Company shall deem those shareholders whose names have been entered or recorded in the shareholders' register as of the date of each closing of accounts as the shareholders who may exercise shareholders' rights at the ordinary general meeting of shareholders held with respect to the business period concerned.

2. If it is necessary in addition to the foregoing paragraph, the Company may, upon giving prior notice, pursuant to the resolution of the Board of Directors, deem those shareholders and registered pledgees whose names have been entered or recorded in the shareholders' register on a certain day as the shareholders and pledgees who may exercise the rights thereof.

CHAPTER III

GENERAL MEETING OF SHAREHOLDERS

(General Meetings of Shareholders)

- Article 11. Ordinary general meetings of shareholders shall be convened within 3 months from the day following each closing of accounts. Extraordinary general meeting of shareholders may be held from time to time when necessary.
2. General meetings of shareholders may be convened at the Head Office and any adjacent place thereto or at Ichikawa-city, Chiba Prefecture.
 3. The Chairman of the Board of Directors shall act as the chairman of general meetings of shareholders. If the Chairman of the Board of Directors is prevented from so acting or if the office thereof is vacant, another Director shall act in his/her place in the order previously fixed by the Board of Directors.
 4. A shareholder may exercise his/her voting rights by proxy by authorizing another shareholder who holds voting rights of the Company as his/her proxy.
 5. Resolutions of general meetings of shareholders shall be adopted by a majority of the voting rights of the shareholders present, except where otherwise provided for by laws and ordinances or the Articles of Incorporation.
 6. A summary of proceedings and the resultant actions taken at a general meeting of shareholders shall be recorded in the minutes. The chairman and the Directors present shall affix their names and seals thereto. The minutes shall be kept at the Head Office of the Company for ten years and copies thereof shall be kept at branches for five years.

CHAPTER IV

DIRECTORS AND THE BOARD OF DIRECTORS

(Number of Directors)

- Article 12. The number of Directors of the Company shall be 10 or less.
2. Directors shall be selected at a general meeting of shareholders.
 3. Elections of Directors shall require the presence of shareholders who hold one third or more of the voting rights owned by all shareholders.
 4. The resolution on the election of Directors shall not be by cumulative voting.

(Term of Office of Directors)

- Article 13. The term of office of Directors shall expire at the close of the ordinary general meeting of shareholders held with respect to the last closing of accounts within two years after their assumption of office.

2. The term of office of a Director elected pursuant to an increase in the number of Directors shall be coterminous with the remainder of the terms of office of the other Directors then in office.
3. The term of office of Directors elected to fill a vacancy shall be coterminous with the remainder of the term of office of the predecessor who has resigned.

(Directors with Executive Power and Representative Directors)

Article 14. By resolution of the Board of Directors, a Chairman of the Board of Directors and a President and Director may be chosen.

2. By resolution of the Board of Directors, several Representative Directors shall be chosen from among the Directors of the preceding paragraph.
3. The Chairman of the Board of Directors shall superintend the general rules of business operation. The President and Director shall execute the resolutions of the Board of Directors and control the overall business operation of the Company.
4. Directors shall by assisting the President and Director take partial charge of business operations and if the President and Director is prevented from carrying out his/her duties, act in the order previously fixed by the Board of Directors, shall act in his/her place, in the order previously determined by the Board of Directors.

(The Board of Directors)

Article 15. In addition to the matters provided for by the laws and ordinances or the Articles of Incorporation, the Board of Directors shall make decisions on the execution of important business of the Company.

2. The Chairman of the Board of Directors shall convene meetings of the Board of Directors, and notice of convocation shall be sent to each Director and Corporate Auditor at least 3 days prior to the date of each meeting; provided, however, that in case of urgency, such period may be shortened. If the Chairman of the Board of Directors is prevented from so acting or if the office thereof is vacant, another Director shall act in his/her place in the order previously fixed by the Board of Directors.
3. The Chairman of the Board of Directors shall act as chairman at the meetings of the Board of Directors, and a majority in the number of Directors shall constitute a quorum of the meetings of the Board of Directors, and resolutions of the meetings of the Board of Directors shall be adopted by a majority vote of the Directors present thereat; provided, however, that if the Chairman of the Board of Directors is prevented from so acting or is vacant, another Director shall act in his/her place in the order previously fixed by the Board of Directors.
4. A summary of proceedings and the resultant actions taken at a meeting of the Board of Directors shall be recorded in the minutes. The Directors and Corporate Auditors present shall affix their names and seals thereto, and the minutes shall be kept at the Head Office of the Company for ten years.

(Remuneration and Retirement Awards for Directors)

Article 16. The remuneration and retirement awards for Directors shall be determined at a general meeting of shareholders.

(Consultants and Advisors)

Article 17. Consultants and advisors may be commissioned by resolution of the Board of Directors when necessary.

CHAPTER V

CORPORATE AUDITORS AND THE BOARD OF CORPORATE AUDITORS

(Number of Corporate Auditors)

Article 18. The number of Corporate Auditors of the Company shall be five or less.

2. Corporate Auditors shall be selected at a general meeting of shareholders.
3. Elections of Corporate Auditors shall require the presence of shareholders who hold one third or more of voting rights owned by all shareholders.

(Term of Office of Corporate Auditors)

Article 19. The term of office of Corporate Auditors shall expire at the close of the ordinary general meeting of shareholders held with respect to the last closing of accounts within four years after their assumption of office.

2. The term of office of Corporate Auditors elected to fill a vacancy shall be coterminous with the remainder of the term of office of the predecessor who has resigned.

(Full-time Corporate Auditors)

Article 20. Full-time Corporate Auditors shall be chosen from among the Corporate Auditors.

(The Board of Corporate Auditors)

Article 21. In addition to the matters provided for by laws and ordinances or the Articles of Incorporation, the Board of Corporate Auditors shall make decisions on the execution of Corporate Auditors' duties in the Company by its resolution. Provided, however, that it may not prevent Corporate Auditors from executing their authority.

2. A notice of convocation of the meeting of the Board of Corporate Auditors shall be sent to each Corporate Auditor three days prior to the date of such meeting. Provided, however, that in case of urgency, such period may be shortened.
3. Unless otherwise provided by laws and ordinances, resolutions of the meetings of the Board of Corporate Auditors shall be adopted by a majority vote of Corporate Auditors.
4. A summary of proceedings and the resultant actions taken at a meeting of the Board of Corporate Auditors shall be recorded in the minutes. The Corporate Auditors present shall affix their names and seals thereto, and the minutes shall be kept at the Head Office of the Company for ten years.

(Remuneration and Retirement Awards for Corporate Auditors)

Article 22. The remuneration and retirement awards for Corporate Auditors shall be determined at a general meeting of shareholders.

CHAPTER VI

ACCOUNTS

(Business Term)

Article 23. The business term of the Company shall be from April 1 of each year to March 31 of the following year.

2. The Company shall close its accounts at the end of each business term.

(Dividends)

Article 24. Dividends, when declared, shall be paid to the shareholders or registered pledgees whose names have been entered or recorded in the shareholders' register as of the date of each closing of accounts.

(Interim Dividends)

Article 25. By resolution of the Board of Directors, the Company may make a cash distribution (interim dividends) in accordance with the provisions of Article 293-5 of the Commercial Code to the shareholders or registered pledgees whose names have been entered or recorded in the last shareholders' register as of September 30 of each year.

Article 26. (Deletion)

(Period of Limitation of Dividends, etc.)

Article 27. In the event that payment of the dividends and interim dividends declared is not received by a shareholder within three (3) full years from the date of offer of payment, the Company shall be discharged from liability for payment of such dividends and interim dividends.

2. No interest shall accrue on unpaid dividends and interim dividends.

Supplement

Notwithstanding the provisions of Article 19 (Term of Office of Corporate Auditors), the term of office of Corporate Auditors who are in office before the close of the ordinary general meeting of shareholders held with respect to the first accounting period after May 1, 2002 shall remain the same as three years.

Prepared	November 2, 1935
Approved	December 7, 1935
Amended	January 1, 1940
Amended	May 17, 1940
Amended	July 1, 1943
Amended	August 18, 1943
Amended	July 31, 1948
Amended	October 26, 1948
Amended	July 18, 1951
Amended	July 22, 1952
Amended	July 19, 1953
Amended	August 4, 1955
Amended	July 30, 1957
Amended	January 31, 1960
Amended	July 30, 1962
Amended	January 30, 1965
Amended	January 30, 1967
Amended	July 29, 1967
Amended	January 30, 1969
Amended	July 30, 1969
Amended	January 30, 1973
Amended	January 30, 1974
Amended	January 30, 1975
Amended	February 27, 1976
Amended	February 27, 1978
Amended	February 27, 1979
Amended	February 27, 1982
Amended	February 25, 1983
Amended	February 27, 1989
Amended	June 27, 1991
Amended	June 29, 1994
Amended	June 26, 1998
Amended	June 29, 2000
Amended	June 27, 2002