

[Translation]

## **ARTICLES OF INCORPORATION**

Amended as of November 26, 2018

**TDK Corporation**

## CHAPTER I GENERAL PROVISIONS

(Name)

Article 1. The Company shall be called TDK *Kabushiki Kaisha* and indicated as 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 coils and transformers;
- (7) Manufacture and sale of semiconductors;
- (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.

(Organization)

Article 4. The Company shall establish the following organs in addition to the shareholders meeting and the Directors.

- (1) Board of Directors
- (2) Audit & Supervisory Board Members
- (3) Audit & Supervisory Board
- (4) Accounting Auditors

(Method of Public Notice)

Article 5. Public notices of the Company shall be made electronically. Provided, however, that in the event that such public notice can not be made due to an accident or unavoidable reason, the public notice shall be made by publication in the *Nihon Keizai Shimbun*.

## **CHAPTER II SHARES**

(Aggregate Number of Issuable Shares)

Article 6. The total number of shares that the Company may issue shall be 480,000,000 shares.

(Acquisition of the Company's Own Shares)

Article 7. The Company may acquire its own shares by resolution of the Board of Directors through transactions in the market, etc. in accordance with the provisions of Article 165, paragraph 2 of the Companies Act of Japan.

(Number of Shares of One Unit)

Article 8. The number of shares of one unit of shares of the Company shall be one hundred (100) shares.

(Rights of Shareholder Holding Shares Less Than One Unit)

Article 9. Shareholders of the Company shall not be allowed to exercise any rights in respect of the shares less than one unit held by them, except for the following rights:

- (1) Rights provided for in each item of Article 189, paragraph 2 of the Companies Act of Japan;
- (2) Rights to make a request in accordance with Article 166, paragraph 1 of the Companies Act of Japan;
- (3) Rights to receive the allotment of offered shares and offered stock acquisition rights, in proportionate to the number of shares held by the shareholder;

- (4) Rights to make a request that is provided for in the immediately following Article.

(Additional Purchase of Shares Less Than One Unit for Shareholder)

- Article 10. 1. A shareholder who holds shares less than one unit of the Company may request the Company to sell the relevant number of shares which shall constitute one unit of shares if combined with the shares less than one unit already held by such shareholder, pursuant to the provisions of the Share Handling Regulations.
2. In the event a request stated in the immediately preceding paragraph is made, and the Company does not own the relevant number of shares to sell, the Company may not accept such request.

(Administrator of Shareholder Registry)

- Article 11. 1. The Company shall have an administrator of the shareholder registry.
2. The appointment of administrator of the shareholder registry and the office for handling the business of such administrator shall be determined by resolution of the Board of Directors, and the Company shall give public notice thereof.
  3. The preparation and retention of the shareholder registry and the registry of stock acquisition rights of the Company, and other matters relating to the shareholder registry and the registry of stock acquisition rights of the Company shall be entrusted to the administrator of the shareholder registry, and not handled by the Company.

(Share Handling Regulations)

- Article 12. Handling of shares of the Company and fees thereof shall be governed by laws and regulations, the Articles of Incorporation as well as the Share Handling Regulations established by the Board of Directors.

(Record Date)

- Article 13. 1. The Company shall deem those shareholders whose names have been entered or recorded in the last shareholder registry as at the end of each business year as the shareholders holding voting rights who may exercise their voting rights at the annual shareholders meeting held with respect to the business year concerned.
2. If it is necessary in addition to the preceding paragraph, the Company may, upon giving prior public notice, pursuant to the resolution of the Board of Directors, deem those shareholders and registered pledgees of shares whose names have been entered or recorded in the shareholder registry on a certain day as the shareholders and registered pledgees of shares who may exercise the rights thereof.

### **CHAPTER III SHAREHOLDERS MEETING**

(Convocation of Shareholders Meeting)

- Article 14. 1. Ordinary general meetings of shareholders shall be convened within three (3) months from the day following the end of each business year. An extraordinary shareholders meeting may be held whenever necessary.
2. Shareholders meetings may be convened at the Head Office or any adjacent place thereto or at Ichikawa-city, Chiba Prefecture.

(Convener and Chairperson)

- Article 15. 1. The Representative Director shall convene and preside over the shareholders meeting.
2. In case where there are two or more Representative Directors, one of the Representative Directors shall convene the meetings and act as the Chairperson in the order of preference previously fixed by the Board of Directors. In the event that the Representative Director is prevented from so acting, another Director shall act in his or her place in the order of preference previously fixed by the Board of Directors.

(Disclosure via the Internet and Deemed Provision of Reference Documents for Shareholders Meeting)

- Article 16. When convening a shareholders meeting, it shall be deemed that the Company has provided shareholders with necessary information that should be described or presented in reference documents for the shareholders meeting, business reports, Financial Statements and Consolidated Financial Statements in the event that they are disclosed via the Internet in accordance with the Ministry of Justice Ordinance.

(Method of Resolution)

- Article 17. 1. Resolutions of shareholders meetings shall be adopted by a majority of the voting rights of the shareholders entitled to exercise voting rights who are present at the shareholders meeting, except where otherwise provided for by laws and regulations or the Articles of Incorporation.
2. Resolutions of shareholders meetings provided in Article 309, paragraph 2 of the Companies Act of Japan shall be adopted by an affirmative vote of two-thirds (2/3) or more of the voting rights of shareholders present at the shareholders meeting, a quorum for which shall be the presence of shareholders with one-third (1/3) or more of the voting rights exercisable for such meeting.

(Proxy Voting)

- Article 18. 1. A shareholder may exercise his or her voting rights by proxy, who shall be another shareholder with voting rights of the Company.
2. The shareholder or proxy is required to submit to the Company a document evidencing his or her representation at every shareholders meeting.

(Minutes)

- Article 19. A summary of proceedings and results at a shareholders meeting, and other matters provided for by laws and regulations shall be stated or recorded in the minutes.

**CHAPTER IV  
DIRECTORS AND THE BOARD OF DIRECTORS**

(Number of Directors)

- Article 20. The number of Directors of the Company shall be ten (10) or less.

(Method of Election and Dismissal of Directors)

- Article 21. 1. Directors shall be elected or dismissed by resolution of a shareholders meeting.
2. Resolution for election or dismissal of Directors shall be adopted by an affirmative vote of the majority of voting rights of shareholders present at the shareholders meeting, a quorum for which shall be the presence of shareholders with one-third (1/3) or more of the voting rights exercisable for such meeting.
3. Resolution for election of Directors shall not be by cumulative voting.

(Term of Office of Directors)

- Article 22. 1. The term of office of Directors shall expire at the close of the ordinary general meeting of shareholders held with respect to the last business year that ends within one (1) year after his or her election.
2. The term of office of a Director elected to increase the number of Directors or fill a vacancy shall expire upon termination of the terms of office of the other Directors then in office.

(Representative Directors)

- Article 23. The Board of Directors shall appoint the Representative Directors by resolution.

(Convener and Chairperson of the Board of Directors Meeting)

- Article 24. 1. The Director designated in advance by the Board of Directors shall convene and preside over the meetings of the Board of Directors, except where otherwise provided for by laws and regulations.
2. In the event that the said Director is prevented from so acting, another Director shall act in his or her place in the order of preference previously fixed by the Board of Directors.

(Notice of Convocation of the Board of Directors Meeting)

- Article 25. 1. A notice of convocation of the meeting of the Board of Directors shall be sent to each Director and Audit & Supervisory Board Member no later than three (3) days prior to the date of such meeting. Provided, however, that in case of urgency, such period may be shortened.
2. When all Directors and Audit & Supervisory Board Members give unanimous consent, the meetings of the Board of Directors may be held without the formal convocation procedures.

(Resolution of Board of Directors Meeting)

- Article 26. 1. Resolutions of the meetings of the Board of Directors shall be adopted by an affirmative vote of the majority of Directors present at meetings, a quorum for which shall be a majority of Directors present.
2. In the event that the requirements under Article 370 of the Companies Act of Japan are fulfilled, the Company shall deem that a proposal on agenda at the meeting of the Board of Directors is adopted by resolution of the meeting of the Board of Directors.

(Minutes of Board of Directors Meeting)

- Article 27. A summary of proceedings and results at a meeting of the Board of Directors, and other matters provided for by laws and regulations shall be stated or recorded in the minutes. The Directors and Audit & Supervisory Board Members present shall affix signatures (including affixing their names and seals) or make electronic signatures thereto.

(Regulations of the Board of Directors)

- Article 28. Any matter relating to the Board of Directors shall be governed by laws and regulations, the Articles of Incorporation as well as the Regulations of the Board of Directors established by the Board of Directors.

(Remuneration, etc. for Directors)

- Article 29. The remuneration, bonuses and any other property benefit received from the Company in consideration of execution of the duties of the Directors

(hereinafter referred to as “Remuneration, etc.”) shall be determined by resolution of a shareholders meeting.

(Contracts for Limitation of Liability with Directors)

Article 30. Pursuant to Article 427, paragraph 1 of the Companies Act of Japan, the Company may enter into contracts with Directors (excluding executive Directors, etc.) to limit the liability of the Directors (excluding executive Directors, etc.) under Article 423, paragraph 1 of the Companies Act of Japan; provided, however, that the maximum amount of the liability pursuant to such contracts shall be limited to the amount set forth in each such contract, which amount shall be equal to or greater than the amount provided for in Article 425, paragraph 1 of the Companies Act of Japan.

## **CHAPTER V**

### **AUDIT & SUPERVISORY BOARD MEMBERS AND THE AUDIT & SUPERVISORY BOARD**

(Number of Audit & Supervisory Board Members)

Article 31. The number of Audit & Supervisory Board Members of the Company shall be five (5) or less.

(Method of Election of Audit & Supervisory Board Members)

Article 32. 1. Audit & Supervisory Board Members shall be elected at a shareholders meeting.

2. Resolution for election of Audit & Supervisory Board Members shall be adopted by an affirmative vote of the majority of voting rights of shareholders present at the shareholders meeting, a quorum for which shall be the presence of shareholders with one-third (1/3) or more of the voting rights exercisable for such meeting.

(Term of Office of Audit & Supervisory Board Members)

Article 33. 1. The term of office of Audit & Supervisory Board Members shall expire at the close of the ordinary general meeting of shareholders held with respect to the last business year that ends within four (4) years after his or her election.

2. The term of office of an Audit & Supervisory Board Member elected to fill a vacancy left by an Audit & Supervisory Board Member who has retired before the end of his or her term of office, shall expire upon the end of the original term of office of the Audit & Supervisory Board Member who has retired.

(Full-time Audit & Supervisory Board Members)

Article 34. The Audit & Supervisory Board shall appoint the Full-time Audit & Supervisory Board Members by resolution.



(Notice of Convocation of the Audit & Supervisory Board Meeting)

- Article 35. 1. A notice of convocation of the meeting of the Audit & Supervisory Board shall be sent to each Audit & Supervisory Board Member no later than three (3) days prior to the date of such meeting. Provided, however, that in case of urgency, such period may be shortened.
2. When all Audit & Supervisory Board Members give unanimous consent, the meetings of the Audit & Supervisory Board may be held without the formal convocation procedure.

(Resolution of Audit & Supervisory Board Meeting)

- Article 36. Unless otherwise provided by laws and ordinances, resolutions of the meetings of the Audit & Supervisory Board shall be adopted by a majority vote of Audit & Supervisory Board Members.

(Minutes of the Audit & Supervisory Board Meeting)

- Article 37. A summary of proceedings and results at a meeting of the Audit & Supervisory Board, and other matters provided by laws and regulations shall be recorded in the minutes. The Audit & Supervisory Board Members present shall affix signatures (including affixing their names and seals) or make electronic signatures thereto.

(Regulations of the Audit & Supervisory Board)

- Article 38. Any matter relating to the Audit & Supervisory Board shall be governed by laws and regulations, the Articles of Incorporation as well as the Regulations of the Audit & Supervisory Board established by the Audit & Supervisory Board.

(Remuneration, etc. for Audit & Supervisory Board Members)

- Article 39. The Remuneration, etc. of the Audit & Supervisory Board Members shall be determined by resolution of a shareholders meeting.

(Contracts for Limitation of Liability with Audit & Supervisory Board Members)

- Article 40. Pursuant to Article 427, paragraph 1 of the Companies Act of Japan, the Company may enter into contracts with Audit & Supervisory Board Members to limit the liability of the Audit & Supervisory Board Members under Article 423, paragraph 1 of the Companies Act of Japan; provided, however, that the maximum amount of the liability pursuant to such contracts shall be limited to the amount set forth in each such contract, which amount shall be equal to or greater than the amount provided for in Article 425, paragraph 1 of the Companies Act of Japan.

**CHAPTER VI**  
**ACCOUNTING AUDITORS**

(Method of Election of Accounting Auditors)

Article 41. Accounting Auditors shall be elected at a shareholders meeting.

(Term of Office of Accounting Auditors)

Article 42. 1. The term of office of Accounting Auditors shall expire at the close of the ordinary general meeting of shareholders held with respect to the last business year that ends within one (1) year after his or her election.

2. Except where otherwise resolved at the shareholders meeting referred to in the preceding paragraph, an Accounting Auditor shall be deemed to have been re-elected at such ordinary general meeting of shareholders.

**CHAPTER VII**  
**ACCOUNTS**

(Business Year)

Article 43. The business year of the Company shall be one (1) year commencing from April 1 of each year to March 31 of the following year.

(Record Date for on Retained Earnings)

Article 44. 1. The record date for the year-end dividends of the Company shall be March 31 of each year.

2. In addition to the preceding paragraph, the Company may from time to time fix a record date and pay dividends on retained earnings.

(Interim Dividends)

Article 45. By resolution of the Board of Directors, the Company may pay interim dividends on September 30 of each year as a record date.

(Period of Limitation of Dividends)

Article 46. 1. In case of cash dividends, where any dividend is not received after elapse of 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 cash dividends on retained earnings.



Prepared	November 2, 1935
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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
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Amended	June 29, 2004
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