

[Translation]

## **SHARE HANDLING REGULATIONS**

Amended as of April 1, 2012

**TDK Corporation**

## **CHAPTER I GENERAL PROVISIONS**

(Object)

Article 1. In accordance with Article 12 of the Articles of Incorporation, the procedures for handling shares of the Company including the procedures for exercising shareholder's right and fees therefor shall be governed by these Regulations as well as the provisions of the Japan Securities Depository Center, Inc. (hereinafter referred to as the "Center") and those of account management facilities such as securities companies at which shareholders of the Company have their transfer accounts (hereinafter referred to as the "Securities Companies").

(Administrator of Shareholder Registry)

Article 2. The administrator of shareholder registry of the Company and its office for handling the business are as follows:

Administrator of shareholder registry:

Sumitomo Mitsui Trust Bank, Limited  
4-1, Marunouchi 1-chome,  
Chiyoda-ku, Tokyo

Office for handling the business:

Sumitomo Mitsui Trust Bank, Limited  
4-1, Marunouchi 1-chome,  
Chiyoda-ku, Tokyo (Stock Transfer Agency Department)

## **CHAPTER II RECORD IN THE SHAREHOLDER REGISTRY ETC.**

(Record in the Shareholder Registry)

Article 3. 1. Change of the matters to be stated in the shareholder registry of the Company shall be made upon notification from the Center such as "notification of all shareholders" (*Sokabunushi-tsuchi*) (excluding notification provided in Article 154 Paragraph 3 of the Act on Transfer of Bonds and Shares Etc. (the "Act on Transfer") (hereinafter referred to as the "Notification of Individual Shareholder"))).

2. Notwithstanding the provisions of the preceding paragraph, records of or changes to the matters to be stated in the shareholder registry shall be made without notification from the Center in cases specified in laws or ordinances including cases where the Company issues new shares.
3. The shareholder registry shall be booked in the characters and symbols designated by the Center.

(Notices Related to Matters to be Stated in the Shareholder Registry)

Article 4. Shareholders shall notify the Company of their names and addresses through the Securities Companies and the Center as required by the Center. The same shall apply to the changes thereof.

(Representative of Legal Entity)

Article 5. In the event that a legal entity is a shareholder, such legal entity shall notify the Company of one (1) representative through the Securities Companies and the Center as required by the Center. The same shall apply to the changes thereof.

(Representative of Co-shareholders)

Article 6. Shareholders who co-own shares shall notify the Company of one (1) representative through the Securities Companies and the Center as required by the Center. The same shall apply to the changes thereof.

(Statutory Agent)

Article 7. Statutory agents of shareholders such as persons who have parental authority or guardians shall notify the Company of their names and addresses through the Securities Companies and the Center as required by the Center. The same shall apply to the changes or the rescissions thereof.

(Place of Notice for Shareholder Residing Abroad, Etc.)

Article 8. 1. Shareholders or their statutory agents residing abroad shall appoint a standing proxy in Japan or designate a mailing address in Japan to receive notices.  
2. The names and addresses of a standing proxy appointed or the mailing address designated pursuant to the preceding paragraph shall be notified to the Company through the Securities Companies and the Center as required by the Center. The same shall apply to the changes or the rescissions thereof.

(Verification Method through the Center)

Article 9. In the event that notification from shareholders to the Company is made through the Securities Companies and the Center, such notification shall be deemed to be made from the shareholders themselves.

(Registered Pledgees of Shares)

Article 10. The provisions in this chapter shall apply to registered pledgees of shares of the Company.

**CHAPTER III  
VERIFICATION OF SHAREHOLDERS**

(Shareholder Verification)

- Article 11. 1. In the event that a shareholder (including a shareholder who has made a Notification of Individual Shareholder) makes a request or exercises any other shareholder's right (hereinafter referred to as the "Request"), such shareholder shall attach or submit proof that such Request was made by such shareholder (hereinafter referred to as the "Proof"). Provided, however, that in the event the Company is capable of verifying that such Request was made by such shareholder, no attachment or submission thereof shall be required.
2. In the event that the Request from a shareholder to the Company was made through the Securities Companies and the Center, such Request shall be deemed to be made by the shareholder making the Request. In such case, no Proof shall be required.
  3. In the event that the Request is made by a proxy for a shareholder, a power of attorney to which such shareholder signs or affixes his/her name and seal shall be attached in addition to following certain procedures provided in the preceding two (2) paragraphs. The power of attorney shall include the proxy's name and address.
  4. The provisions in the paragraphs 1 and 2 above shall apply to a proxy of a shareholder.

**CHAPTER IV  
PROCEDURES FOR EXERCISING  
MINORITY SHAREHOLDER'S RIGHT ETC.**

(Procedures for Exercising Minority Shareholder's Right Etc.)

- Article 12. In the event that a shareholder exercises the Minority Shareholder's Right Etc., as defined in Article 147 Paragraph 4 of the Act on Transfer directly to the Company, a document to which such shareholder signs or affixes his/her name and seal shall be submitted with a reception sheet of the Notice of Individual Shareholder.

**CHAPTER V**  
**PURCHASE OF SHARES LESS THAN ONE UNIT**  
**BY THE COMPANY**

(Application Method for Request of Purchase of Shares Less Than One Unit)

Article 13. In the event that a shareholder who holds shares less than one unit requests the Company to purchase such shares, such request shall be made through the Securities Companies and the Center as required by the Center.

(Determination of Purchase Price)

Article 14. 1. The purchase price per share less than one unit shall be the last sale price of the shares of the Company reported by the Tokyo Stock Exchange on the day on which application for request of the purchase have been received at the office for handling the business as specified in Article 2. Provided, however, that in case no trading is effected on that day or such day falls on a holiday of such stock exchange, the purchase price shall be the price at which the shares of the Company are first traded on such stock exchange immediately following such day.

2. The total purchase price shall be the amount equal to the purchase price per share less than one unit stated in the preceding paragraph multiplied by the number of shares less than one unit for which the application for request of the purchase was made.

(Payment of Purchase Price)

Article 15. 1. Unless otherwise determined by the Company, the Company shall pay the purchase price calculated pursuant to the preceding Article to the applicant on the fourth (4th) business day immediately following the day on which the purchase price is determined as required by the Center. Provided, however, that when such purchase prices include rights for dividends on retained earnings or share splits and the like, the purchase price shall be paid on or prior to the record date.

2. The applicant for purchase of shares by the Company may require that payment of the purchase price shall be made by remittance to the bank account designated by such applicant or by cash disbursements at the Japan Post Bank.

(Transfer of Shares Purchased)

Article 16. The shares less than one unit for which an application for purchase by the Company has been made shall be transferred to the transfer account of the Company on a day on which payment of the purchase price or procedures for payment is completed pursuant to the preceding Article.

**CHAPTER VI**  
**ADDITIONAL PURCHASE OF SHARES LESS THAN ONE UNIT**  
**BY SHAREHOLDER**

(Application Method for Additional Purchase of Shares Less Than One Unit)

Article 17. In the event that a shareholder who holds shares less than one unit makes an application to the Company to sell such number of shares less than one unit which, if combined with the shares less than one unit already held by such shareholder (hereinafter referred to as the “Application for the Additional Purchase”), shall constitute one unit of shares, such Application for the Additional Purchase shall be made through the Securities Companies and the Center as required by the Center.

(Application for Additional Purchase Exceeding Number of Treasury Shares)

Article 18. In the event that the total of several Applications for Additional Purchase on the same day exceeds the number of treasury shares of the Company to be transferred (excluding treasury shares held for a specified purpose), all Applications for the Additional Purchase made on that day shall become null and void.

(Effective Date of the Application for the Additional Purchase)

Article 19. The Application for the Additional Purchase shall take effect when the application reaches the office for handling the business as specified in Article 2.

(Determination of Additional Purchase Price)

Article 20. 1. The additional purchase price per share less than one unit shall be the last sale price of the shares of the Company reported by the Tokyo Stock Exchange on the effective date of the Application for the Additional Purchase. Provided, however, that in case no trading is effected on that day or such day falls on a holiday of such stock exchange, the additional purchase price shall be the price at which the shares of the Company are first traded on such stock exchange immediately following such date.

2. The total additional purchase price shall be the amount equal to the additional purchase price per share less than one unit stated in the preceding paragraph multiplied by the number of shares less than one unit for which the Application for the Additional Purchase was made.

(Transfer of Shares Less Than One Unit  
for which Application for the Additional Purchase was Made)

Article 21. Transfer of treasury shares equivalent to the number of the shares less than one unit for which an Application for the Additional Purchase has been made to the transfer account of the shareholder who made such Application for the Additional Purchase shall be applied for on the day when the payment by the shareholder of the additional purchase price calculated pursuant to the preceding Article to the bank account designated by the Company as requested by the Center has been confirmed.

(Suspended Period for Acceptance of Application for Additional Purchase)

Article 22. 1. The Company shall suspend acceptance of any Application for the Additional Purchase for the period between the date that is ten (10) business days prior to each of the following dates of each year to each of the following dates:

- (1) March 31;
- (2) September 30; and
- (3) Other dates such as “shareholders fix dates” (*Kabunushi-kakutei-bi*) as designated by the Center.

2. Notwithstanding the preceding paragraph, in addition to the above-mentioned period, the Company may fix any period to suspend acceptance of any Application for the Additional Purchase when it deems necessary.

## **CHAPTER VII EXCEPTION FOR SPECIAL ACCOUNT**

(Exception for Special Account)

Article 23. Handling of special accounts such as identity verification of shareholders who have special accounts shall be governed by the provisions of the account management facilities at which such shareholders have such special account as well as those of the Center.

## **CHAPTER VIII HANDLING FEES**

(Handling Fees)

Article 24. No handling fees for the application for request of purchase of shares less than one unit pursuant to Article 13 and the Application for the Additional Purchase of shares less than one unit pursuant to Article 17 shall be charged.