

June 28, 2022

Noboru Saito  
President & Representative Director  
TDK Corporation (the “Company”)  
2-5-1, Nihonbashi, Chuo-ku, Tokyo

NOTICE OF VOTING RESULTS FOR  
THE 126TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

Dear Sirs and Madams:

You are hereby notified of the voting results for the 126th Ordinary General Meeting of Shareholders held on June 24, 2022 (the “Meeting”), as stated below.

Details

(1) Matters to be Resolved:

**First Item: Appropriation of Retained Earnings**

Matters concerning year-end dividends:  
¥ 45 per share of common stock of the Company  
Total amount: ¥ 17,056,121,805  
Date when the dividends of retained earnings take effect: June 27, 2022

**Second Item: Election of Seven (7) Directors**

The candidates up for election as Directors were as follows:  
Messrs. Noboru Saito, Tetsuji Yamanishi, Shigenao Ishiguro and Shigeki Sato,  
Ms. Kozue Nakayama and Messrs. Mutsuo Iwai and Shoei Yamana.

**Third Item: Partial Amendments to Articles of Incorporation**

- 1) The Company proposed to amend Article 2 of the Articles of Incorporation in order to organize the description of the Company’s business purposes and also to become able to respond to future business developments.
- 2) The Company proposed to delete Article 14, Paragraph 2 of the Articles of Incorporation, which provided for the place where shareholders meetings were convened, in order to broaden the Company’s options of the place of shareholders meetings.
- 3) The amended provisions stipulated in the proviso to Article 1 of the Supplementary Provisions of the “Act Partially Amending the Companies Act” (Act No.70 of 2019) will come into effect on September 1, 2022. In order to prepare for the introduction of the system for electronic provision of materials

for shareholders meetings, the Company proposed to make the necessary amendments to Article 16 of the Articles of Incorporation, and also to establish supplementary provisions related to the effective date, etc.

- (2) The number of votes of approval, disapproval or abstention, the requirements for passage of items, and the results of the voting

Matters to be Resolved	APPROVAL	DISAPPROVAL	ABSTENTION	APPROVAL RATE (%)	RESULTS
First Item	3,188,405	53,692	51	98.32	Approved
Second Item					
Noboru Saito	3,136,360	105,724	80	96.72	Approved
Tetsuji Yamanishi	3,211,849	19,601	10,719	99.05	Approved
Shigenao Ishiguro	3,152,551	88,502	1,111	97.22	Approved
Shigeki Sato	3,216,386	15,063	10,719	99.19	Approved
Kozue Nakayama	3,226,396	10,108	5,666	99.49	Approved
Mutsuo Iwai	3,226,984	15,102	84	99.51	Approved
Shoei Yamana	3,239,408	2,681	83	99.90	Approved
Third Item	3,241,015	871	44	99.95	Approved

(Note) The requirements for the passage of each item are as follows:

- First Item: Approval by a majority of the voting rights of the shareholders entitled to exercise voting rights who are present at a shareholders meeting.
- Second Item: Approval by a majority of the voting rights of the shareholders present at a shareholders meeting in which shareholders holding one-third (1/3) or more of the voting rights of the shareholders entitled to exercise voting rights at such shareholders meeting are present.
- Third Item: Approval by a majority of two-thirds (2/3) or more of the voting rights of the shareholders present at a shareholders meeting in which shareholders holding one-third (1/3) or more of the voting rights of the shareholders entitled to exercise voting rights at such shareholders meeting are present.

- (3) The reason why a portion of the number of voting rights of shareholders attending the Meeting was not included in the number of voting rights

All items satisfied the requirements for the passage based on the total number of voting rights of the shareholders that were confirmed as indicating approval, both from votes cast by the day before the Meeting and from votes cast by part of shareholders attending the Meeting. Therefore, the items were legally approved in accordance with the Companies Act of Japan and, consequently, the number of voting rights of some of the shareholders attending the Meeting, with respect to whom it was not possible to confirm whether their votes were cast for “approval”, “disapproval” or “abstention”, were not included.

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