

[Translation]

Securities Code No. 6762

June 25, 2024

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

NOTICE OF VOTING RESULTS FOR
THE 128TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

Dear Sirs and Madams:

You are hereby notified of the voting results for the 128th Ordinary General Meeting of Shareholders held on June 21, 2024 (the “Meeting”), as stated below.

Details

(1) Matters to be Resolved:

First Item: Appropriation of Retained Earnings

Matters concerning year-end dividends:

¥ 58 per share of common stock of the Company

Total amount: ¥ 22,004,684,380

Date when the dividends of retained earnings take effect: June 24, 2024

Second Item: Election of Seven (7) Directors

The candidates up for election as Directors were as follows:

Messrs. Noboru Saito, Tetsuji Yamanishi and Shigeki Sato, Ms. Kozue Nakayama and Messrs. Mutsuo Iwai, Shoei Yamana and Toru Katsumoto.

Third Item: Partial Revision of Post-delivery Type Stock Remuneration Plan for Directors

The Company proposed to revise the upper limit of the total amount of monetary remuneration claims, etc. and the total number of shares under the Post-delivery Type Stock Remuneration Plan, to revise the evaluation indicators such as the degree of achievement of performance targets in the Performance Share Units, and to make necessary revisions in connection with the continuation of the said plan.

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

Matters to be Resolved	APPROVAL	DISAPPROVAL	ABSTENTION	APPROVAL RATE (%)	RESULTS
First Item	3,047,714	218,846	346	93.27	Approved
Second Item					
Noboru Saito	3,128,228	133,900	4,818	95.74	Approved
Tetsuji Yamanishi	3,220,616	46,154	183	98.56	Approved
Shigeki Sato	3,254,133	12,638	183	99.59	Approved
Kozue Nakayama	3,244,688	22,083	183	99.30	Approved
Mutsuo Iwai	3,236,387	30,382	183	99.05	Approved
Shoei Yamana	3,255,211	11,560	183	99.62	Approved
Toru Katsumoto	3,264,289	2,483	183	99.90	Approved
Third Item	3,224,627	35,311	7,020	98.69	Approved

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

- First Item and Third 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.

(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 approval based on the total number of voting rights of the shareholders that were confirmed as indicating approval, both from the votes cast by the day before the Meeting and from the 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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