

SHARE HANDLING REGULATIONS
(Amended as of June 27, 2002)

TDK CORPORATION

(Translation)

CHAPTER I

GENERAL PROVISIONS

(Object)

Article 1. In accordance with Article 9 of the Articles of Incorporation, the denominations of the share certificates of the Company, handling procedures for shares and fees therefor shall be governed by these Regulations.
Provided, however, that handling procedures with respect to shares held by the beneficial shareholders shall be set forth in Chapter IX of these Regulations.

(Transfer agent)

Article 2. The Company's transfer agent, its place of business and forwarding offices are as follows:

Transfer agent:

The Chuo Mitsui Trust & Banking Co., Ltd.
33-1 Shiba, 3-chome
Minato-ku, Tokyo

Place of business:

The Chuo Mitsui Trust & Banking Co., Ltd.
33-1 Shiba 3-chome
Minato-ku, Tokyo (Head Office)

Forwarding offices:

All branch offices of The Chuo Mitsui Trust & Banking Co., Ltd. and all branches offices of Japan Securities Agents, Ltd. in Japan

(Denominations of share certificates)

Article 3. The share certificates to be issued by the Company shall be in denominations of 100 shares, 500 shares and 1,000 shares.
Provided, however, that share certificates representing any number of shares of less than 100 may be issued.

2. The shareholders shall not apply for the issuance of share certificates representing the number of shares constituting less than one unit as set forth in Section 2, Article 5 of the Articles of Incorporation (hereinafter referred to as the "Share(s) Constituting Less Than One Unit") out of the share certificates in the preceding paragraph, except as provided for in the Article 17 (Re-issuance of share certificates due to loss), Article 18 (Re-issuance of share certificates due to mutilation or defacement) and Article 19 (Re-issuance of share certificates due to a filled column) hereof.

(Method of application, notice and request)

Article 4. The procedures for applications, notices or requests with respect to business entrusted to the transfer agent by the Company shall be addressed to the transfer agent.

2. All applications, notices or requests to be made under these Regulations shall be in the form prescribed by the Company and shall be impressed with the seal filed with the Company in accordance with the provisions of Article 11 hereof.
3. With respect to any application, notice or request in the preceding paragraph, in the event that it is made or given by a proxy, a document evidencing his/her power shall be submitted to the Company. In the event that it requires the consent of his/her curator or assistant, a document evidencing the consent shall be submitted to the Company.

CHAPTER II

REGISTRATION OF TRANSFER OF SHARES

(Registration of transfer of shares)

Article 5. In case of an application for registration of a transfer of shares, a written application shall be submitted together with the share certificates.

2. In case of an application for registration of the transfer of shares for causes other than assignment, in addition to taking the procedures prescribed in the previous section, a document evidencing the acquisition thereof shall be submitted. Provided, however, that in case the share certificates concerned have not been issued, no submission thereof shall be required.

(Registration of transfer of shares when specific procedures therefor are provided for in laws and ordinances)

Article 6. In case a specific procedure is required by laws or ordinances with respect to the transfer of shares, a document evidencing the completion of such procedure must be attached.

CHAPTER III

REGISTRATION OF PLEDGE AND INDICATION OF TRUST PROPERTY

(Registration of pledge or cancellation thereof)

Article 7. In case of an application for registration of a pledge or cancellation thereof, a written application shall be submitted under joint signatures of the pledgor and pledgee together with the related share certificates.

(Indication of trust property or cancellation thereof)

Article 8. In case of an application for indication of trust property or cancellation thereof, a written application shall be submitted together with the related share certificates by a trustor or a trustee.

CHAPTER IV

NON-POSSESSION OF SHARE CERTIFICATES

(Notice of non-possession of share certificates)

Article 9. A shareholder who desires non-possession of his/her share certificates shall submit a written request together with the related share certificates. Provided, however, that it is not necessary to submit the share certificates if such share certificates have not been issued.

(Request for delivery of non-possessed share certificates)

Article 10. In case a shareholder who has requested non-possession of share certificates applies for the issuance or return of such share certificates, a written application to that effect shall be submitted.

Provided, however, that if such share certificates are treated as unissued, the shareholder is unable to apply for the issuance of share certificates representing the Shares Constituting Less Than One Unit.

CHAPTER V

VARIOUS NOTIFICATIONS

(Notification of address, name and seal impression)

Article 11. Shareholders, registered pledgees or their legal representatives shall notify the Company of their addresses, names and seal impressions.

Provided, however, that foreigners may substitute their specimen signatures for such seal impressions.

2. The same shall apply in case of any change in the matters notified pursuant to the preceding paragraph.

(Notification of place for receiving notices for shareholder residing abroad, etc.)

Article 12. Shareholders, registered pledgees or their legal representatives residing abroad shall, in addition to procedures stipulated in the preceding Article, appoint a standing proxy in Japan or designate an address in Japan to receive notices in advance and notify the Company thereof.

2. The provisions of the preceding Article shall apply mutatis mutandis to the standing proxy.

(Representative of corporation)

Article 13. If shares are owned by a corporation, such corporation shall appoint a representative and notify the Company thereof.

2. In case of any change in the above, a written notice shall be submitted together with a certified extract copy of the commercial register.

(Representative of co-shareholders)

Article 14. Shareholders who co-own shares shall appoint a representative and submit a prescribed notice from under their joint signatures together with the related share certificates.

2. The same shall apply to the change of the representative.

(Alteration of indications in the register of shareholders and the share certificates)

Article 15. In attempting to amend any indications in the register of shareholders and share certificates due to any of the following events, a written notice shall be submitted together with the share certificates and any documents evidencing the fact of the following events.

Provided, however, that in case the share certificates have not been issued, no submission thereof shall be required:

1. Alteration of a surname or a first name;
2. Establishment, alteration or discharge of legal representative such as a person in parental authority or a guardian, etc.;
3. Alteration of a trade name or corporate name; and
4. Alteration of an organization of a corporate entity.

CHAPTER VI

RE-ISSUANCE OF SHARE CERTIFICATES

(Re-issuance of share certificates due to sub-division or consolidation)

Article 16. In case of an application for issuance of new share certificates due to sub-division or consolidation of share certificates, a written application shall be submitted together with the related share certificate.

2. No application shall be made for the issuance of share certificates representing the Shares Constituting Less Than One Unit due to sub-division or consolidation of share certificates.

(Re-issuance of share certificates due to loss)

Article 17. In case of an written application for issuance of new share certificates due to loss of share certificates, a written application shall be submitted together with the original or a certified copy of the judgment of nullification for the lost share certificates.

(Re-issuance of share certificates due to mutilation or defacement)

Article 18. In case of an application for issuance of new share certificates due to defacement or mutilation of share certificates, a written application shall be submitted together with the related share certificates.

Provided, however, that if it is difficult to ascertain the genuineness of the share certificates, the procedure under the preceding Article shall apply.

(Issuance of share certificates due to a filled column)

Article 19. In case the column of the shareholders' names on a share certificate is filled out, the Company shall collect such share certificates and shall issue a new share certificate.

(Automatic consolidation of the Shares Constituting Less Than One Unit)

Article 20. In case share certificates representing the Shares Constituting Less Than One Unit are submitted for registration of the transfer of shares and any combination of such certificates could represent the number of shares constituting one unit, such certificates shall be combined into share certificates representing shares constituting one unit unless an applicant for such registration of the transfer of shares specifically expresses his/her intention otherwise.

CHAPTER VII

PURCHASE OF THE SHARES CONSTITUTING LESS THAN ONE UNIT

(Application for purchase)

Article 21. In case of an application for the purchase of the Shares Constituting Less Than One Unit, a written application shall be submitted together with the share certificates concerned to the place of business for handling shares or the forwarding offices provided for in Article 2.
Provided, however, that in case the share certificates have not been issued, no submission thereof shall be required.

(Purchase price)

Article 22. The purchase price per Share Constituting 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 the written application and the share certificates concerned for the purchase of the Shares Constituting Less Than One Unit as set forth in the preceding Article have arrived at the place of business or forwarding offices provided for 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 subsequent thereto.

(Payment of purchase price)

Article 23. The purchase price shall be paid to the applicant at the place where the application for purchase was made on the sixth business day immediately following the day on which the purchase price in the preceding Article is determined.
Provided, however, that when such purchase prices cum right for dividends, stock splits, warrants to subscribe for new shares or the like, the purchase price shall be paid on or prior to the record date or the day immediately preceding the day on which the register of shareholders is closed or the day set for allotment of such dividends, etc.

2. The applicant for purchase of shares by the Company may require that payment of the purchase price shall be made by remitting to the bank account or the post office account designated by such applicant.
3. At the time of remitting the purchase price, the handling fee provided for in Article 25, item (2) shall be deducted.

(Transfer of shares purchased)

Article 24. The Shares Constituting Less Than One Unit for which an application for purchase has been made shall be transferred to the Company on the day on which payment of the purchase price or procedures for payment is completed pursuant to the preceding Article.

CHAPTER VIII

HANDLING FEES

(Handling fees)

Article 25. Handling fees for handling of the shares of the Company shall be as follows:

- (1) In case of delivery of share certificates pursuant to Article 10 (Request for delivery of non-possessed share certificates), Article 17 (Re-issuance

of share certificates due to loss) or Article 18 (Re-issuance of share certificates due to mutilation or defacement):

¥250 per share certificate

2. Handling fee for the application for the purchase of the Shares Constituting Less Than One Unit pursuant to Article 21 (Application for purchase):

Amount equivalent to the brokerage fee for sale and purchase of shares, as determined separately.

CHAPTER IX

SPECIAL CASE CONCERNING BENEFICIAL SHAREHOLDERS

(Registration or recordation on register of beneficial shareholders)

Article 26. Registration or recordation on the register of beneficial shareholders shall be made in accordance with the notice from The Japan Securities Depository Center, Inc. (hereinafter referred to as the “Center”) concerning the beneficial shareholders and beneficial shareholders' form.

(Beneficial shareholders' form)

Article 27. Beneficial shareholders shall submit the beneficial shareholders' form through a participant in the central depository and book-entry delivery system of share certificates (hereinafter referred to as the “Participant”).

(Addition)

Article 28. In case a shareholder entered or recorded in the register of shareholders is identified with a beneficial shareholder entered or recorded in the register of beneficial shareholders according to the address and the name, the number of shares of each of such shareholders shall be added up with regard to the exercise of the right of shareholders.

(Various notifications by beneficial shareholders)

Article 29. The provisions of Chapter V shall apply mutatis mutandis to the beneficial shareholders. Provided, however, that no submission of share certificates is required in case of any change in indications in the register of beneficial shareholders.

2. Beneficial shareholders shall submit notifications provided for in the preceding paragraph through the Participant. Provided, however, that no beneficial shareholder is required to submit any notification through the Participant in case of a change only of his/her seal impression.

(Purchase of the shares constituting less than one unit of shares held by beneficial shareholders)

Article 30. The provisions of Chapter VII shall apply mutatis mutandis to the beneficial shareholders. Provided, however, that beneficial shareholders shall apply for purchase of the shares constituting less than one unit through the Participant and the Center.

(Others)

Article 31. The procedures for handling the beneficial shareholders shall be governed by the regulations of Center as well as in accordance with this Chapter.

Handling Fee for Application for Purchase of Shares Constituting Less Than One Unit

The fee to be charged pursuant to Item 2 of Article 25 of the Share Handling Regulations (handling fees for an application to purchase shares constituting less than one unit) shall be obtained by prorating the fee per one unit, calculated according to the following formula (the “unit fee”), to the shares constituting less than one unit purchased.

(Formula for the unit fee)

The unit fee shall be an amount equivalent to the percentage of the purchase price per unit obtained by multiplying the purchase price per share of the Company, as determined in accordance with Article 22, by the number of shares constituting one unit:

Purchase price per unit	Fee rate
Less than and including ¥1 million	1.150%
Over ¥1 million but less than and including ¥5 million	0.900%
Over ¥5 million but less than and including ¥10 million	0.700%
Over ¥10 million but less than and including ¥30 million	0.575%
Over ¥30 million but less than and including ¥50 million (Any amount less than ¥1 is to be disregarded.)	0.375%

Provided, however, that in the case that the fee per unit is less than ¥2,500, such fee shall be ¥2,500.