

July 2, 2018

Shigenao Ishiguro  
President & Representative Director  
TDK Corporation (the “Company”)  
9-1, Shibaura 3-chome,  
Minato-ku, Tokyo

NOTICE OF VOTING RESULTS FOR  
THE 122ND ORDINARY GENERAL MEETING OF SHAREHOLDERS

Dear Sirs and Madams:

You are hereby notified of the voting results for the 122nd Ordinary General Meeting of Shareholders held on June 28, 2018 (the “Meeting”), as stated below.

Details

(1) Matters to be Resolved:

**First Item: Appropriation of Retained Earnings**

Matters concerning year-end dividends:  
¥ 70 per share of common stock of the Company  
Total amount: ¥ 8,837,155,530  
Date when the dividends of retained earnings take effect: June 29, 2018

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

The candidates up for election as Directors were as follows:  
Messrs. Shigenao Ishiguro, Tetsuji Yamanishi, Makoto Sumita, Seiji Osaka,  
Kazumasa Yoshida, Kazuhiko Ishimura and Kazunori Yagi.

**Third Item: Partial Amendment of the Articles of Incorporation**

The Company will change the location of head office provided in Article 3 of the current Articles of Incorporation from Minato-ku, Tokyo to Chuo-ku, Tokyo as of the date of the relocation of head office decided at the Meeting of the Board of Directors to be held on or before December 31, 2018

- (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	1,014,408	23,877	86	97.47	Approved
Second Item					
Shigenao Ishiguro	981,215	57,066	86	94.29	Approved
Tetsuji Yamanishi	1,025,233	13,053	86	98.51	Approved
Makoto Sumita	1,024,987	13,300	86	98.49	Approved
Seiji Osaka	1,026,090	12,196	86	98.60	Approved
Kazumasa Yoshida	1,015,460	22,824	86	97.58	Approved
Kazuhiko Ishimura	1,027,549	10,736	86	98.74	Approved
Kazunori Yagi	1,028,098	10,187	86	98.79	Approved
Third Item	1,038,146	150	86	99.75	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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