

[Translation]

Securities Code No. 6762

July 1, 2019

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

NOTICE OF VOTING RESULTS FOR  
THE 123RD ORDINARY GENERAL MEETING OF SHAREHOLDERS

Dear Sirs and Madams:

You are hereby notified of the voting results for the 123rd Ordinary General Meeting of Shareholders held on June 27, 2019 (the “Meeting”), as stated below.

Details

(1) Matters to be Resolved:

**First Item:           Appropriation of Retained Earnings**

Matters concerning year-end dividends:  
¥ 80 per share of common stock of the Company  
Total amount:   ¥ 10,103,105,440  
Date when the dividends of retained earnings take effect:   June 28, 2019

**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:         Election of Five (5) Audit & Supervisory Board Members**

The candidates up for election as Audit & Supervisory Board Members were as follows:  
Messrs. Satoru Sueki, Takakazu Momozuka, Jun Ishii and Douglas K. Freeman  
and Ms. Michiko Chiba.

- (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	1,015,893	15,851	36	98.33	Approved
Second Item					
Shigenao Ishiguro	1,021,258	10,155	378	98.85	Approved
Tetsuji Yamanishi	1,023,754	8,006	33	99.09	Approved
Makoto Sumita	1,004,755	27,002	33	97.25	Approved
Seiji Osaka	1,023,744	8,016	33	99.09	Approved
Kazumasa Yoshida	1,020,673	11,086	33	98.79	Approved
Kazuhiko Ishimura	1,026,315	5,445	33	99.33	Approved
Kazunori Yagi	1,026,539	5,222	33	99.36	Approved
Third Item					
Satoru Sueki	1,024,584	7,175	35	99.17	Approved
Takakazu Momozuka	1,024,594	7,166	34	99.17	Approved
Jun Ishii	1,028,920	2,840	34	99.59	Approved
Douglas K. Freeman	1,028,915	2,843	36	99.59	Approved
Michiko Chiba	1,028,894	2,864	36	99.58	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 and Third 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 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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