[Translation]

June 25, 2020

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

NOTICE OF VOTING RESULTS FOR
THE 124TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

Dear Sirs and Madams:

You are hereby notified of the voting results for the 124th Ordinary General Meeting of Shareholders held on June 23, 2020 (the "Meeting"), as stated below.

Details

(1)   Matters to be Resolved:

First Item: **Appropriation of Retained Earnings**

Matters concerning year-end dividends:
¥ 90 per share of common stock of the Company
Total amount: ¥ 11,368,721,970
Date when the dividends of retained earnings take effect: June 24, 2020

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, Kazuhiko Ishimura and Kazunori Yagi and Ms. Kozue Nakayama.

Third Item: **Revision of Remuneration in accordance with the Introduction of Post-delivery Type Stock Remuneration Plan for Directors**

The Company proposed to introduce the post-delivery type stock remuneration plan for Directors of the Company (excluding Outside Directors, "Eligible Directors") and revise the previous stock-linked compensation stock options with no performance achievement condition attached to restricted stock units and those with the performance achievement condition attached to them to performance share units, respectively. Also, the Company proposed that the upper limit of the amount of remuneration (*i.e.*, the total amount of monetary remuneration claims) be 457 million yen per year and the upper limit of the total number of common shares of the Company to be issued or disposed of otherwise to Eligible Directors be 39,000 shares per year.

Fourth Item: **Revision of the Amount of Remuneration for Audit & Supervisory Board Members**

The Company proposed to revise the upper limit of the amount of remuneration for the Company's Audit & Supervisory Board Members to 120 million yen per year.

(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	1,053,953	377	4	99.94	Approved
Second Item					
Shigenao Ishiguro	1,048,585	5,217	525	99.43	Approved
Tetsuji Yamanishi	1,048,568	5,233	526	99.43	Approved
Makoto Sumita	1,048,510	5,292	525	99.42	Approved
Seiji Osaka	1,048,529	5,273	525	99.42	Approved
Kazuhiko Ishimura	1,048,985	5,337	3	99.47	Approved
Kazunori Yagi	1,053,754	569	4	99.92	Approved
Kozue Nakayama	1,053,892	431	4	99.93	Approved
Third Item	1,047,913	6,423	2	99.37	Approved
Fourth Item	1,053,428	839	71	99.89	Approved

(Note)　The requirements for the passage of each item are as follows:
・　First Item, Third Item and Fourth 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 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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