

Corporate

Notice Regarding Partial Amendments to Articles of Incorporation

March 22, 2022

TDK Corporation (President and CEO: Shigenao Ishiguro) (the “Company”) hereby announces that the Company resolved at the meeting of its Board of Directors held on March 22, 2022 to propose an agenda “Partial Amendments to the Articles of Incorporation” at the 126th Ordinary General Meeting of Shareholders to be held on June 24, 2022 as follows.

1. Reasons for amendments

(1) Amendment to the description of Purpose of Business

Article 2 of the current Articles of Incorporation will be amended in order to organize the description of the Company’s business purposes and also to become able to respond to future business developments.

(2) Deletion of the provision regarding the place of shareholders meetings

Article 14, Paragraph 2 of the current Articles of Incorporation, which provides for the place where shareholders meetings are convened, will be deleted in order to broaden the Company’s options of the place of shareholders meetings.

(3) Amendments associated with the enforcement of the system for electronic provision of materials for shareholders meetings

The amended provisions stipulated in the proviso to Article 1 of the Supplementary Provisions of the “Act Partially Amending the Companies Act” (Act No.70 of 2019) will come into effect on September 1, 2022. In order to prepare for the introduction of the system for electronic provision of materials for shareholders meetings, the Company’s Articles of Incorporation will be amended as follows.

- 1) The proposed Article 16, Paragraph 1 provides that the Company will take measures for providing information contained in reference documents, etc. for shareholders meetings in electronic format.
- 2) The proposed Article 16, Paragraph 2 establishes a provision to limit the scope of matters to be described in paper-based documents to be delivered to shareholders who requested the delivery of such documents.
- 3) The provisions related to the disclosure via the Internet and deemed provision of reference documents, etc. for shareholders meetings (Article 16 of the current Articles of Incorporation) will become unnecessary and therefore will be deleted.
- 4) In line with the establishment and deletion of the provisions described above, supplementary provisions related to the effective date, etc. will be established.

2. Details of the amendments

Details of the amendments are as follows:

(Underlined texts are to be amended)

Current articles of incorporation	Proposed amendments
(Purpose of Business) Article 2. The purpose of the Company is to conduct the following businesses:	(Purpose of Business) Article 2. The purpose of the Company is to conduct the following businesses:

Current articles of incorporation	Proposed amendments
(1) <u>Manufacture and sale of electric machinery and appliances;</u>	(1) <u>Manufacture, sale and export and import of electronic parts, devices and electronic circuits;</u>
(2) <u>Manufacture and sale of magnetic materials such as ferrite and magnet;</u>	(2) <u>Manufacture, sale and export and import of electrical machinery and appliances, machinery and appliances for production, and business- oriented machinery and appliances such as machinery and appliances for medical use and medical supplies;</u>
(3) <u>Manufacture and sale of electronic machinery and appliances such as automatic inserting machine for electronic components, automatic mounter for electronic components, and electronic measuring equipment and of components thereof;</u>	(3) <u>Manufacture, sale and export and import of applied products of each of the foregoing items;</u>
(4) <u>Manufacture and sale of recording media such as magnetic tape, floppy disk and optical disk and of data writing, reading and storage equipment therefor;</u>	< Delete >
(5) <u>Manufacture and sale of ceramic materials such as electricity inductive ceramics, piezoelectric ceramics, semiconductor ceramics and electricity insulating ceramics;</u>	< Delete >
(6) <u>Manufacture and sale of circuit components such as coils and transformers;</u>	< Delete >
(7) <u>Manufacture and sale of semiconductors;</u>	< Delete >
(8) <u>Manufacture and sale of stabilizing power supplies (units to stabilize electric current or voltage);</u>	< Delete >
(9) <u>Manufacture and sale of machinery and appliances for medical use and medical instruments and of components thereof;</u>	< Delete >
(10) <u>Manufacture and sale of single crystal materials and each product applying the same;</u>	< Delete >
(11) <u>Manufacture and sale of precious metals, precious stones, artificial precious stones and each product applying or utilizing the same;</u>	< Delete >
(12) <u>Manufacture and sale of outer wall materials of buildings and structures;</u>	< Delete >
(13) <u>Designing and contracting of construction work;</u>	(4) <u>Designing and contracting of construction work, flooring and interior finish work and electric work;</u>
(14) <u>Development, production, sale and grant of license of software;</u>	< Delete >

Current articles of incorporation	Proposed amendments
<p>(15) <u>Manufacture, sale and contracting of applied product, machinery and tools and equipment of each of the foregoing; and</u></p> <p>(16) Any and all businesses incidental or relating to each of <u>the foregoing</u>.</p> <p>(Convocation of Shareholders Meeting) Article 14. <u>1. Ordinary general meetings of shareholders shall be convened within three (3) months from the day following the end of each business year. An extraordinary shareholders meeting may be held whenever necessary.</u> <u>2. Shareholders meetings may be convened at the Head Office or any adjacent place thereto or at Ichikawa-city, Chiba Prefecture.</u></p> <p>(Disclosure via the Internet and Deemed Provision of Reference Documents for Shareholders Meeting) Article 16. <u>When convening a shareholders meeting, it shall be deemed that the Company has provided shareholders with necessary information that should be described or presented in reference documents for the shareholders meeting, business reports, Financial Statements and Consolidated Financial Statements in the event that they are disclosed via the Internet in accordance with the Ministry of Justice Ordinance.</u></p> <p style="text-align: center;"><New></p>	<p>(5) <u>Manufacture, sale and export and import of raw materials of products or construction described in each of the foregoing items; and</u></p> <p>(6) Any and all businesses incidental or relating to each of <u>the foregoing items</u>.</p> <p>(Convocation of Shareholders Meeting) Article 14. Ordinary general meetings of shareholders shall be convened within three (3) months from the day following the end of each business year. An extraordinary shareholders meeting may be held whenever necessary. <div style="text-align: center;">< Delete ></div> <div style="text-align: center;">< Delete ></div> <p>(Measures for Providing Information in Electronic Format, Etc.) Article 16. <u>1. When convening a shareholders meeting, the Company shall take measures for providing information contained in reference documents, etc. for the shareholders meeting in electronic format.</u> <u>2. Among the matters for which the measures for providing information in electronic format will be taken, the Company may choose not to describe all or part</u></p> </p>

Current articles of incorporation	Proposed amendments
<p><New></p>	<p><u>of the matters designated by the Ordinance of the Ministry of Justice in the paper-based documents to be delivered to shareholders who requested the delivery of such documents by the record date for voting rights.</u></p> <p>(Supplementary Provisions)</p> <p>1. <u>The amendments to Article 16 of the Articles of Incorporation shall come into effect from the date of enforcement of the amended provision stipulated in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No.70 of 2019) (the “Enforcement Date”).</u></p> <p>2. <u>Notwithstanding the provision of the preceding paragraph, Article 16 of the current Articles of Incorporation (Disclosure via the Internet and Deemed Provision of Reference Documents for Shareholders Meeting) shall remain effective in connection with any shareholders meetings held on a date within six (6) months from the Enforcement Date.</u></p> <p>3. <u>These Supplementary Provisions shall be deleted on the date when six (6) months have elapsed from the Enforcement Date or three (3) months have elapsed from the date of the shareholders meeting described in the preceding paragraph, whichever is later.</u></p>

3. Schedule

- (1) Scheduled date of the General Meeting of Shareholders to amend the Articles of Incorporation: June 24, 2022
- (2) Effective date of the amendments to the Articles of Incorporation
 - 1) Amendment to the description of Purpose of Business and the deletion of the provision regarding the place of shareholders meetings: June 24, 2022
 - 2) Amendments associated with the enforcement of the system for electronic provision of materials for shareholders meetings: September 1, 2022

End

Contacts for media

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