

THE NEW VALUE FRONTIER



**Notice of the 54th Ordinary General Meeting of Shareholders  
to be held in Kyoto, Japan on June 26, 2008**

**Kyocera Corporation**

6 Takeda Tobadono-cho, Fushimi-ku, Kyoto, Japan

Notice:

1. This is an English translation from Japanese of the Notice of the 54th Ordinary General Meeting of Shareholders distributed to shareholders in Japan. The translation is prepared solely for the reference and convenience of foreign shareholders. In the event of any discrepancy between this translation and the Japanese original, the latter shall prevail.
2. The Notice of Resolution for the 54th Ordinary General Meeting of Shareholders will be available at the following website of Kyocera Corporation within 5 days after the Meeting.

[http://global.kyocera.com/ir/s\\_info.html](http://global.kyocera.com/ir/s_info.html)

June 6, 2008

To Our Shareholders:

## **Notice of the 54th Ordinary General Meeting of Shareholders**

This is to inform you that Kyocera Corporation (the “Company”) will hold its 54th Ordinary General Meeting of Shareholders, as described below, which you are cordially invited to attend.

If you are unable to attend the Meeting, please exercise your voting rights in written form or electronically, after examining the attached reference documents for the General Meeting of Shareholders, no later than 5:30 p.m. Wednesday, June 25, 2008, Japan time.

- 1. Time and Date:** 10:00 a.m. on Thursday, June 26, 2008, Japan time  
**2. Place:** 20th Floor Event Hall at the head office of the Company,  
6 Takeda Tobadono-cho, Fushimi-ku, Kyoto, Japan

### **3. Purpose of the Meeting:**

#### **Matters to be reported upon:**

- (1) Reporting of the substance of the business report, the consolidated financial statements and the result of audit of consolidated financial statements by the Accounting Auditor and the Board of Corporate Auditors for the year ended March 31, 2008; and
- (2) Reporting of the substance of the non-consolidated financial statements for the year ended March 31, 2008

#### **Matters to be resolved:**

- Agendum No. 1: Disposition of Surplus  
Agendum No. 2: Election of Two Directors  
Agendum No. 3: Election of Three Corporate Auditors  
Agendum No. 4: Bonuses to Directors and Corporate Auditors  
Agendum No. 5: Payment of Retirement Allowance to Retired Director and Retiring Director and Corporate Auditor

### **4. Matters relating to the Convocation:**

[Treatment in case of multiple exercises of voting rights by a shareholder]

- (1) In the event that any shareholder exercises voting rights in written form as well as electronically (through the Internet, etc.), the electronic exercise of voting rights shall supersede as the effective exercise of the voting rights.
- (2) In the event of multiple electronic exercises of voting rights (through the Internet,

etc.) by any shareholder, the last electronic exercise of voting rights shall supersede as the effective exercise of the voting rights.

Very truly yours,

KYOCERA CORPORATION  
Makoto Kawamura  
President and Representative Director

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Notes:

1. If you attend the Meeting, please submit the enclosed form for exercising voting rights to the receptionist.
2. In the event that any change is necessary in the reference documents for the General Meeting of Shareholders, the business report, the consolidated financial statements or the non-consolidated financial statements, the Company shall give notice thereof to shareholders by posting it on the Company's website (<http://global.kyocera.com/ir/index.html>), which can be accessed through the Internet.

## **Reference Documents for General Meeting of Shareholders**

**Agenda and References are as follows:**

### **Agendum No. 1: Disposition of Surplus**

The Company considers that the best way to increase its corporate value and to respond to shareholders' expectations is to improve the consolidated performance of the Company into the future.

The Company takes strongly into consideration the linkage between dividend amounts and the consolidated performance of the Company and has implemented a dividend policy aiming for a consolidated dividend ratio of approximately 20% to 25%. In addition, the Company determines dividend amounts based on an overall assessment, taking into consideration various factors including the amount of capital expenditures necessary for the medium to long-term growth of the Company.

Pursuant to this policy and based on performance through the year ended March 31, 2008, the Company proposes a year-end dividend for the year ended March 31, 2008 of 60 yen per share, the same amount as in the year ended March 31, 2007. When aggregated with the interim dividend in the amount of 60 yen, the total annual dividend amount will be 120 yen per share.

It is also proposed that general reserve shall be set aside, in order to take into account the necessary reserve amounts for creation of new businesses, development of new markets and new technologies and acquisition of outside management resources needed to achieve stable and sustainable corporate growth of the Company.

The proposed disposition of surplus is as follows:

1. Matters relating to Year-end Dividend
  - (1) Type of assets distributed as dividend: Cash
  - (2) Matters with respect to allocation to shareholders of assets distributed as dividend and aggregate amount thereof: 60 yen per share of Common Stock of the Company.  
Aggregate amount thereof: 11,367,250,260 yen.
  - (3) Effective Date of Distribution of Surplus: June 27, 2008
  
2. Matters relating to general reserve
  - (1) Category of surplus to increase and amount thereof:  
General reserve: 45,000,000,000 yen.
  - (2) Category of surplus to decrease and amount thereof  
Unappropriated retained earnings: 45,000,000,000 yen.

**Agendum No. 2: Election of Two Directors**

The Company proposes that two Directors be elected in order to further reinforce the management structure of the Company. Pursuant to Paragraph 2 of Article 22 of the Articles of Incorporation of the Company, the term of the office of the Directors to be elected at this Meeting will expire when the term of the other Directors currently in office expires.

The candidates for Director are as follows:

No.	Name (Date of birth)	Brief Personal History, Title, Status and Representation of other Companies	Shares of the Company Owned by Candidate
1	Tetsuo Kuba (Feb. 2, 1954)	Jun. 1982 Joined the Company Jul. 2000 General Manager of Automotive Components Division of Corporate Fine Ceramics Group of the Company Aug. 2002 General Manager of Corporate Fine Ceramics Division of the Company Jun. 2003 Executive Officer of the Company Jun. 2005 Managing Executive Officer of the Company General Manager of Corporate Fine Ceramics Group and Corporate Semiconductor Components Group of the Company [Present] Apr. 2007 Senior Managing Executive Officer of the Company [Present]	2,000
2	Tatsumi Maeda (Jan. 1, 1953)	Mar. 1975 Joined the Company Apr. 2001 General Manager of Corporate R&D Group for Components and Devices of the Company Jun. 2001 Director of the Company Aug. 2002 Deputy General Manager of Corporate Business Strategy Division of the Company Jun. 2003 Retired from the office of Director of the Company Managing Executive Officer of the Company General Manager of Corporate Business Strategy Division of the Company Jun. 2005 Deputy General Manager of Corporate Solar Energy Group of the Company Apr. 2007 Senior Managing Executive Officer of the Company [Present] General Manager of Corporate Solar Energy Group of the Company [Present]	1,100

Note: There is no special interest between the candidates and the Company.

### Agendum No. 3: Election of Three Corporate Auditors

The term of office of two Corporate Auditors, Messrs. Osamu Nishieda and Shinji Kurihara will expire and Mr. Yasuo Akashi will resign from the office of Corporate Auditor at the close of this Meeting. Accordingly, the Company proposes that three Corporate Auditors be elected.

With respect to this Agendum, consent from the Board of Corporate Auditors has been obtained.

The candidates for Corporate Auditor are as follows:

No.	Name (Date of birth)	Duties, Principal Occupation and Representation of other Companies	Shares of the Company Owned by Candidate
1	Osamu Nishieda (Jan. 10, 1943)	Apr. 1975 Admitted to the Bar, Registered in the Osaka Bar Association [Present] Feb. 1986 Legal counsel to the Company [Present] Jun. 1993 Corporate Auditor of the Company [Present]	776,037
2	Kokichi Ishibitsu (Dec. 25, 1943)	May 1975 Joined the Company Jun. 1991 Director of the Company Feb. 1997 General Manager of Corporate R&D Group for Components and Devices Jun. 2000 Retired from the office of Director of the Company Director of Kinseki, Limited (Currently Kyocera Kinseki Corporation) Jun. 2001 Managing Director of Kinseki, Limited (Currently Kyocera Kinseki Corporation) Jun. 2006 Retired from the office of Managing Director of Kyocera Kinseki Corporation	1,800
3	Kazuo Yoshida (Jan. 10, 1948)	Apr. 1971 Joined the Ministry of Finance Jun. 1983 Assistant Budget Examiner at Budget Bureau of the Ministry of Finance Jul. 1985 Associate Professor, Faculty of Economics at Osaka University Apr. 1987 Associate Professor, Faculty of Economics at Kyoto University Aug. 1988 Professor, Faculty of Economics at Kyoto University Apr. 1997 Professor, Graduate School of Economics at Kyoto University Apr. 2006 Dean, Graduate School of Management at Kyoto University Apr. 2008 Professor, Graduate School of Management at Kyoto University [Present]	0

Notes:

1. The Company has a retainer agreement with the candidate Mr. Osamu Nishieda to retain him as the Company's legal counsel. There is no extraordinary relationship between either of the other

candidates and the Company.

2. Matters with respect to Outside Corporate Auditors are as follows:

- (1) Messrs. Osamu Nishieda and Kazuo Yoshida are candidates for Outside Corporate Auditor.
- (2) Reason for nomination of Messrs. Osamu Nishieda and Kazuo Yoshida as candidates for Outside Corporate Auditor and for judgment that they are capable of undertaking their duties as Outside Corporate Auditors:
  - (i) The Company nominated Mr. Osamu Nishieda as a candidate for Corporate Auditor because the Company believes that he is capable of conducting a general audit of corporate activities as an Outside Corporate Auditor, based on his abundant knowledge and experience as an attorney at law despite his lack of experience in corporate management.
  - (ii) The Company nominated Mr. Kazuo Yoshida as a candidate for Corporate Auditor because the Company believes that he is capable of conducting a general audit of corporate activities as an Outside Corporate Auditor based on his abundant experience at the Ministry of Finance and knowledge with respect to management derived from his study of economics despite his lack of experience in corporate management.
- (3) Mr. Kazuo Yoshida currently holds the office of outside corporate auditor of West Japan Railway Company. During his term in office at West Japan Railway Company, in 2005, there was a serious accident. Based on his abundant knowledge of management, he has carried out his duties as an Outside Corporate Auditor of West Japan Railway Company by expressing proper opinions in a timely manner and confirming prevention measures.
- (4) Mr. Osamu Nishieda has received a retainer fee based on a retainer agreement as the Company's legal counsel and cash dividends on his shares of stock of the Company.
- (5) The time in office of Mr. Osamu Nishieda as a Corporate Auditor of the Company will be 15 years at the close of this Meeting.
- (6) The Company has entered into an agreement with Mr. Nishieda regarding limitation of his liability for damages due to negligence in the performance of his duties, in accordance with paragraph 1 of Article 427 of the Corporation Act and Article 36 of the Articles of Incorporation of the Company. The maximum amount of damages to be pursued against him, as set under such agreement, is limited to the smallest amount permissible under applicable laws and regulations. In the event that this agenda is approved and Mr. Osamu Nishieda is re-elected, this agreement will continue. In the event that Mr. Kazuo Yoshida is elected, the Company will newly enter into a similar agreement with him.

**Agendum No. 4: Bonuses to Directors and Corporate Auditors**

The Company proposes to pay bonuses to the 11 Directors and the 5 Corporate Auditors in office as of March 31, 2008 in an aggregate amount of 133,000,000 yen, which includes 120,900,000 yen for Directors and 12,100,000 yen for Corporate Auditors, taking into consideration the performance of the Company during the year ended March 31, 2008.

**Agendum No. 5: Payment of Retirement Allowance to Retired Director and Retiring Director and Corporate Auditor**

The Company proposes to pay retirement allowances to the late Mr. Masahiro Umemura, who retired from the office of Director due to his decease on December 25, 2007, and Messrs. Koji Seki and Yasuo Akashi, who will resign from the office of Director and Corporate Auditor, respectively, at the close of this Meeting, for services rendered during their terms in office, in amounts which are reasonable and in accordance with the standards prescribed by the Company.

It is also proposed that the particular amounts, timing and method of payment of such allowances to the retired and retiring Directors be determined at a meeting of the Board of Directors and to the retiring Corporate Auditor through discussion among the Corporate Auditors.

Brief personal histories of the retired Director and retiring Director and Corporate Auditor are as follows:

Name	Brief Personal History	
Masahiro Umemura	Jun. 1991	Director of the Company
	Jun. 1993	Managing Director of the Company
	Jun. 1997	Senior Managing Director and Representative Director of the Company
	Jun. 1999	Vice President and Representative Director of the Company
	Jun. 2003	Representative Director and Executive Vice President of the Company
	Jun. 2005	Vice Chairman of the Board and Representative Director and Chief Financial Officer of the Company
	Apr. 2006	Vice Chairman of the Board and Representative Director of the Company (In charge of Finance and Corporate Development)
Dec. 2007	Deceased	
Koji Seki	Jun. 2003	Director of the Company [Present]
Yasuo Akashi	Jun. 2003	Full-time Corporate Auditor of the Company [Present]