

THE NEW VALUE FRONTIER



Notice of the 58th Ordinary General Meeting of Shareholders

to be held in Kyoto, Japan on June 27, 2012

KYOCERA Corporation

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

Please note that this is an English translation of the Japanese original of the Notice of the 58th 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.

June 8, 2012

To our shareholders

Notice of the 58th Ordinary General Meeting of Shareholders

This is to inform you that Kyocera Corporation (the “Company”) will hold its 58th 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 (voting card) or electronically (through the Internet, etc.), after examining the attached reference documents for the General Meeting of Shareholders, **no later than 5:30 p.m. Tuesday, June 26, 2012, Japan time.**

- 1. Time and Date** 10:00 a.m. on Wednesday, June 27, 2012, 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

- (1) Report 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, 2012; and
- (2) Report of the substance of the financial statements for the year ended March 31, 2012.

Matters to be resolved

- | | |
|---------------|---|
| Agendum No. 1 | Disposition of Surplus |
| Agendum No. 2 | Partial Amendments to the Articles of Incorporation |
| Agendum No. 3 | Election of two (2) Directors |
| Agendum No. 4 | Election of three (3) Corporate Auditors |

4. Matters relating to Exercise of Voting Rights

(1) Method of exercising voting rights in written form (voting card)

Please mark “for” or “against” as to the agenda on the voting card enclosed herewith and return it by the above deadline in order to exercise voting rights.

(2) Method of exercising voting rights electronically (through the Internet, etc.)

Please access the Internet website for exercise of voting rights (<http://www.evotep.jp/>) through a personal computer, smartphone or mobile phone. Using the code and password written on the voting card enclosed herewith and following the instructions set forth on the website, please mark “for” or “against” as to the agenda by the above deadline in order to exercise voting rights.

[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 (voting card) as well as electronically (through the Internet, etc.), the electronic exercise of voting rights shall supersede and be treated as the effective exercise of the voting rights.
- (2) In the event of multiple electronic exercises of voting rights (through the Internet, etc.) by a shareholder, the last electronic exercise of voting rights shall supersede and be treated as the effective exercise of the voting rights.

Very truly yours,

KYOCERA Corporation
Tetsuo Kuba
President and Representative Director

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 financial statements or the 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 believes that the best way to meet shareholders' expectations is to improve the consolidated performance of the Company on an ongoing basis.

The Company has adopted the principal guideline that dividend amounts should be within a range based on net income attributable to shareholders of the Company on a consolidated basis, and has set its consolidated dividend policy to maintain a consolidated dividend ratio at a level of approximately 20% to 25% of consolidated net income. In addition, the Company determines dividend amounts based on an overall assessment, taking into account 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 full year performance through the year ended March 31, 2012, the Company proposes a year-end dividend for the year ended March 31, 2012 in the amount of 60 yen per share, a 10 yen decrease as compared with the year ended March 31, 2011. When aggregated with the interim dividend in the amount of 60 yen per share, the total annual dividend will be 120 yen per share.

The Company also proposes that funds shall be set aside as general reserve, 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 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 relating to allocation to shareholders of assets distributed as dividend and aggregate amount thereof:

60 yen per share of Common Stock of the Company.

The aggregate amount thereof shall be 11,006,635,200 yen.

(3) Effective date of distribution of surplus as dividend:

June 28, 2012

2. Matters relating to general reserve

(1) Category of surplus to increase and amount thereof:

General reserve 28,000,000,000 yen

(2) Category of surplus to decrease and amount thereof:

Unappropriated retained earnings 28,000,000,000 yen

Agendum No. 2 Partial Amendments to the Articles of Incorporation

1. Reason for Proposal

- (i) It is proposed to add a corporate object, in order to prepare for expansion and diversification of business in the future (Item 13 of Article 2 of the Proposed Amendment). In addition, it is proposed to renumber Items 14 and following of Article 2 of the Proposed Amendment.
- (ii) It is proposed to amend the maximum number of Corporate Auditors, in order to enhance the audit system (Article 28 of the Proposed Amendment).

2. Substance of Amendments

The contemplated amendments are as follows:

(The underlined portion shows the proposed amendments.)

Present Article	Proposed Amendment
Article 2. Objects	Article 2. Objects
The objects of the Company shall be to engage in the following businesses:	The objects of the Company shall be to engage in the following businesses:
(1) Manufacture and sale of and research on fine ceramics and various kinds of products utilizing fine ceramics;	(1) _____
(2) Manufacture and sale of and research on single crystal materials and various kinds of products utilizing single crystal materials;	(2) _____
(3) Manufacture and sale of and research on composite materials;	(3) _____
(4) Manufacture and sale of and research on specialty plastics;	(4) _____
(5) Manufacture and sale of and research on measurement instruments for electronics;	(5) _____
(6) Manufacture and sale of and research on electronic and electric instruments and parts thereof;	(6) _____
(7) Manufacture and sale of and research on component parts of automobiles;	(7) _____
(8) Manufacture and sale of and research on precious metals, precious stones and semiprecious stones and various kinds of products utilizing precious metals, precious stones and semiprecious stones;	(8) _____
(9) Manufacture and sale of and research on accessories and interior and exterior decorations and ornaments;	(9) _____
(10) Wholesales and retail sale of health foods;	(10) _____
(11) Manufacture and sale of and research on material and equipment for medical use;	(11) _____
(12) Manufacture and sale of and research on equipment utilizing solar energy;	(12) _____
<Newly added>	(13) <u>Construction and sale of power plants, and power generation business and management and operation thereof;</u>

(Not amended)

Present Article	Proposed Amendment
<u>(13)</u> Manufacture and sale of and research on optical machinery and instruments and precision machinery and instruments and parts hereof;	<u>(14)</u>
<u>(14)</u> Manufacture and sale of and research on machinery and equipment for business use and machinery and equipment for industrial use and parts thereof;	<u>(15)</u>
<u>(15)</u> Manufacture and sale of and research on photosensitive materials for photographic use;	<u>(16)</u>
<u>(16)</u> Design, control and contract of construction relating to public works, building, electric equipment and piping construction;	<u>(17)</u>
<u>(17)</u> Sale, purchase, lease, maintenance and brokerage of real estate;	<u>(18)</u>
<u>(18)</u> Lease, maintenance and management of facilities relating to sports, recreation, medical care, hotels and restaurants, and the travel agency business;	<u>(19)</u>
<u>(19)</u> Road freight handling and warehousing;	<u>(20)</u>
<u>(20)</u> Business relating to non-life insurance agency and life insurance canvassing, and general leasing, factoring and finance business;	<u>(21)</u>
<u>(21)</u> Sale and purchase of various kinds of plants and technology related thereto;	<u>(22)</u>
<u>(22)</u> Design and sale of software relating to computers;	<u>(23)</u>
<u>(23)</u> Disposition through sale and the like and acquisition through purchase and the like of patents and other industrial property rights and know-how appertaining to the preceding items and acting as intermediary in such transactions;	<u>(24)</u>
<u>(24)</u> Businesses relating to import and export of any of the foregoing items; and	<u>(25)</u>
<u>(25)</u> All commercial activities relating or incidental to any of the foregoing.	<u>(26)</u>

(Not amended. Same as Present Articles (13) - (25))

Article 28. Number of Corporate Auditors

The Company shall have not more than five Corporate Auditors.

Article 28. Number of Corporate Auditors

The Company shall have not more than six Corporate Auditors.

Agendum No. 3 Election of two (2) Directors

Messrs. Hisao Hisaki and Rodney N. Lanthorne will resign from the office of Director at the close of this Meeting. Accordingly, the Company proposes that two (2) Directors be newly elected.

Pursuant to Paragraph 2 of Article 21 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, Other Significant Responsibilities	Number of the Company's shares held
1	Ken Ishii	Mar. 1977	Joined the Company	1,957
*	(Oct. 6, 1953)	Jun. 2005	Deputy General Manager of Corporate Cutting Tool Group of the Company	
		Apr. 2009	Executive Officer of the Company General Manager of Corporate Cutting Tool Group of the Company [Present]	
		Apr. 2011	Senior Executive Officer of the Company	
		Apr. 2012	Managing Executive Officer of the Company [Present]	
2	John S. Rigby	Aug. 1981	Joined Kyocera International, Inc.	(713 ADR)
*	(May 13, 1955)	Apr. 1990	Transferred to Kyocera Industrial Ceramics Corporation	
		Apr. 1997	Vice President of Kyocera Industrial Ceramics Corporation	
		Apr. 1999	Executive Vice President of Kyocera Industrial Ceramics Corporation (in charge of sales)	
		Apr. 2001	President and Director of Kyocera Industrial Ceramics Corporation	
		Apr. 2002	Director of Kyocera International, Inc.	
		Jun. 2005	Executive Officer of the Company [Present]	
		Apr. 2010	President and Director of Kyocera International, Inc. [Present]	

Notes:

1. Mr. Ken Ishii is a Representative Director of Kyocera Precision Tools Korea Co., Ltd., with which the Company engages in transactions relating to sale and purchase of cutting tools, etc. There are no special interests between the other candidate and the Company.
2. Mr. John S. Rigby beneficially owns 713 shares of Common Stock of the Company by way of American Depositary Receipts (ADRs).
3. Asterisks (*) above denote new candidates.

Agendum No. 4 Election of three (3) Corporate Auditors

The term of office of Corporate Auditors, Messrs. Osamu Nishieda and Kazuo Yoshida, will expire at the close of this Meeting. Accordingly, the Company proposes that three (3) Corporate Auditors be elected, increasing the number thereof by one (1) Corporate Auditor in order to further enhance the audit system of the Company.

Approval of Agendum No. 2 “Partial Amendments to the Articles of Incorporation” is required for three (3) Corporate Auditors to 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)		Brief Personal History, Title, Other Significant Responsibilities	Number of the Company's shares held
1	Osamu Nishieda (Jan. 10, 1943)	Apr. 1975	Admitted to the Bar, Registered in the Osaka Bar Association [Present]	306,146
		Feb. 1986	Legal counsel to the Company [Present]	
		Jun. 1993	Corporate Auditor of the Company [Present]	
2	Yoshinori Yasuda * (Nov. 24, 1946)	Apr. 1988	Assistant Professor, International Research Center for Japanese Studies	0
		Apr. 1994	Professor, International Research Center for Japanese Studies Professor, Graduate University for Advanced Studies	
		Apr. 1995	Visiting Professor, Reitaku University [Present]	
		Oct. 1996	Visiting Professor, Humboldt University of Berlin	
		Apr. 1997	Professor, Graduate School of Science, Kyoto University	
		Apr. 2004	Deputy-Director, International Research Center for Japanese Studies	
		Apr. 2006	Member of the Royal Swedish Academy of Sciences [Present]	
		Apr. 2007	Senior Fellow, The Tokyo Foundation [Present]	
		Mar. 2009	Member of the Board of Governance, Japan Broadcasting Corporation	
		Apr. 2012	Professor Emeritus, International Research Center for Japanese Studies [Present] Professor, Graduate School of Environmental Studies, Tohoku University [Present]	
3	Nichimu Inada * (Nov. 24, 1940)	Mar. 1962	Founded Inamasa Bannou Kougeisha (current Family Co., Ltd.)	525
		Aug. 1966	Established Chuou Bussan Co., Ltd. (current Family Co., Ltd.) President and Representative Director [Present]	
		Jun. 2007	Executive Director, The Japan Federation of Medical Devices Associations [Present]	
		Jul. 2007	Chairman, The Japan Home-Health Apparatus Industrial Association [Present]	

Notes:

1. The Company has a retainer agreement with the candidate Mr. Osamu Nishieda to retain him as the Company's legal counsel. There are no special interests between either of the other candidates and the Company.
2. The number of shares of the Company held by the candidates above includes his ownership in the Stock Purchase Plan for Kyocera Group Executives.
3. Asterisks (*) above denote new candidates.
4. The Company nominated Mr. Osamu Nishieda as a candidate for Corporate Auditor because the Company believes that he continues to be capable of conducting a general audit of corporate activities as a Corporate Auditor based on his familiarity with the Company's internal affairs and his abundant knowledge and experience as an attorney at law.
5. Matters with respect to outside Corporate Auditors are as follows:
 - (1) Messrs. Yoshinori Yasuda and Nichimu Inada are candidates for outside Corporate Auditor.
 - (2) Reason for nomination of Messrs. Yoshinori Yasuda and Nichimu Inada as candidates for outside Corporate Auditor:
 - (i) Mr. Yoshinori Yasuda has cultivated exceptional insight through his career as professor at International Research Center for Japanese Studies and other universities. He has also served as a member of the Board of Governance at Japan Broadcasting Corporation. The Company believes that he will be capable of conducting a general audit of corporate activities as an outside Corporate Auditor from the broad perspective derived from his experience.
 - (ii) The Company believes that Mr. Nichimu Inada will be capable of conducting a general audit of corporate activities as an outside Corporate Auditor based on his abundant management experience and exceptional insight as a corporate executive.
 - (3) The Company will enter into agreements with Messrs. Yoshinori Yasuda and Nichimu Inada upon their election as outside Corporate Auditors regarding limitation of their liability for damages due to negligence in the performance of their tasks, in accordance with Paragraph 1 of Article 427 of the Corporation Act and Article 35 of the Articles of Incorporation of the Company. The amounts of liability, as set under such agreements, shall be limited to the smallest amounts permitted under applicable laws and regulations.
 - (4) The Company will designate Messrs. Yoshinori Yasuda and Nichimu Inada as independent auditors as provided for in the rules of the Tokyo Stock Exchange and the Osaka Securities Exchange upon their election as outside Corporate Auditors.

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