

THE NEW VALUE FRONTIER

Securities Code 6971



Notice of the 59th Ordinary General Meeting of Shareholders

June 26, 2013

Kyoto, Japan

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 59th Ordinary General Meeting of Shareholders of Kyocera Corporation 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 6, 2013

To our shareholders

Notice of the 59th Ordinary General Meeting of Shareholders

This is to inform you that Kyocera Corporation (the “Company”) will hold its 59th 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 25, 2013, Japan time.**

- 1. Date and Time** 10:00 a.m. on Wednesday, June 26, 2013, Japan time
- 2. Venue** 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) Reports on the contents of the business report, the consolidated financial statements and the audit results of consolidated financial statements by the Accounting Auditor and the Audit & Supervisory Board for the 59th business year (April 1, 2012 to March 31, 2013)
- (2) Reports on the contents of the non-consolidated financial statements for the 59th business year (April 1, 2012 to March 31, 2013)

Matters to Be Resolved

- | | |
|------------|---|
| Proposal 1 | Appropriation of Surplus |
| Proposal 2 | Partial Amendments to the Articles of Incorporation |
| Proposal 3 | Election of Thirteen (13) Directors |
| Proposal 4 | Election of Two (2) Audit & Supervisory Board Members |

4. Matters Relating to Exercise of Voting Rights

(1) Method of Exercising Voting Rights in Written Form (Voting Card)

Please indicate your vote “for” or “against” the proposals on the voting card enclosed herewith and return it to reach us no later than the deadline mentioned above.

(2) Method of Exercising Voting Rights Electronically (through the Internet, etc.)

Please access the website (<http://www.evotep.jp/>) for the exercise of voting rights 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 enter “for” or “against” the proposals no later than the deadline mentioned above.

[Handling in Cases of Multiple Exercises of Voting Rights]

- (1) In the event that any shareholder exercises voting rights in written form (voting card) and electronically (through the Internet, etc.), the electronic exercise of voting rights shall prevail.
- (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 prevail.

Very truly yours,

KYOCERA Corporation
Goro Yamaguchi
President and Representative Director

Notes:

1. If you attend the Meeting, please hand in the enclosed voting card to the receptionist.
2. The accompanying documents for the Notice of the 59th Ordinary General Meeting of Shareholders are included in the attached “Report for the Year Ended March 31, 2013”, however, the “Notes to Consolidated Financial Statements” and the “Notes to Financial Statements” are available to shareholders on the Company’s website (http://global.kyocera.com/ir/s_info.html), pursuant to the provisions of laws and regulations as well as the Articles of Incorporation of the Company. The “Notes to Consolidated Financial Statements” and the “Notes to Financial Statements” are parts of the Consolidated Financial Statements and the Financial Statements that were audited by Audit & Supervisory Board Members and the Accounting Auditor in preparing the Audit Reports.
3. In the event of any change to 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/s_info.html), which can be accessed through the Internet.

Reference Documents for the General Meeting of Shareholders

Proposals and References are as Follows:

Proposal 1 Appropriation of Surplus

The Company believes that the best way to meet shareholders' expectations is to enhance its corporate value by improving the consolidated performance of the Company on an ongoing basis.

The Company has adopted the principal guidelines that the dividend amount 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 the dividend amount 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, 2013, the Company proposes a year-end dividend for the year ended March 31, 2013 in the amount of 60 yen per share, the same amount as the year-end dividend for the year ended March 31, 2012. 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 same amount as the year ended March 31, 2012.

The Company also proposes that funds shall be set aside as General Reserve taking into account the necessary reserve amounts for creation of new businesses, exploitation of new markets, development of new technologies and acquisition of outside management resources that enable us to achieve stable and sustainable growth of the Company.

The proposed appropriation of surplus is as follows:

1. Matters Relating to Year-end Dividend

(1) Type of Assets Distributed as Dividend:

Cash

(2) Matters Relating to the Appropriation to Shareholders of Assets Distributed as Dividend and the Aggregate Amount thereof:

60 yen per share of common stock of the Company

The aggregate amount thereof shall be 11,006,389,200 yen.

(3) Effective Date of the Distribution of Surplus as Dividend:

June 27, 2013

2. Matters Relating to Appropriation of General Reserve

(1) Category of Surplus to Increase and the Amount Thereof:

General Reserve 27,000,000,000 yen

(2) Category of Surplus to Decrease and the Amount Thereof:

Unappropriated Retained Earnings 27,000,000,000 yen

Proposal 2 Partial Amendments to the Articles of Incorporation

1. Reason for the Proposal

It is proposed to newly establish Article 28 (Exemption from Liability of Outside Directors) as set forth in the Proposed Amendments below so as for the Company to enter into agreements limiting the liability of Outside Directors and thereby enable the Company to obtain the services of superior candidates as Outside Directors of the Company in accordance with the provisions of the Companies Act.

In addition, it is proposed to renumber Article 28 and following Articles of the current Articles of Incorporation.

All Audit & Supervisory Board Members have consented to the proposal.

2. The Proposed Amendments

The proposed amendments are as follows:

(The underlined indicates the proposed amendments.)

Current	Proposed
<p><Newly established></p>	<p><u>Article 28. Exemption from Liability of Outside Directors</u></p> <p><u>The Company may, under the provisions of Article 427, Paragraph 1 of the Companies Act, enter into a contract with any Outside Director, to limit the liability for damages caused by his/her dereliction of duty, provided that the maximum amount of liability pursuant to such contract shall not exceed the minimum amount of liability provided for in Article 425, Paragraph 1 of the Companies Act.</u></p>
<p>Article <u>28</u>.</p> <p style="text-align: right;"> } (Text of the provisions omitted)</p>	<p>Article <u>29</u>.</p> <p style="text-align: right;"> } (Same as present Articles)</p>
<p>Article <u>39</u>.</p>	<p>Article <u>40</u>.</p>

Proposal 3 Election of Thirteen (13) Directors

The terms of office of all of twelve (12) Directors will expire at the conclusion of the Meeting. Accordingly, the Company proposes that thirteen (13) Directors be elected, adding one (1) Outside Director in order to enhance the management structure of the Company.

The candidates for the Directors are as follows:

No.	Name (Date of Birth)		Career Summary, Position and Area of Responsibility, and Important Concurrent Post	Number of the Company's Shares Held
1	Tetsuo Kuba (Feb. 2, 1954)	Jun. 1982	Joined the Company	8,096
		Jun. 2003	Executive Officer of the Company	
		Jun. 2005	Managing Executive Officer of the Company	
		Apr. 2007	Senior Managing Executive Officer of the Company	
		Jun. 2008	Director and Senior Managing Executive Officer of the Company	
		Apr. 2009	President and Representative Director, President and Executive Officer of the Company	
		Apr. 2013	Chairman of the Board and Representative Director of the Company [Present] (Important Concurrent Post outside the Company) Director of AVX Corporation	
2	Tatsumi Maeda (Jan. 1, 1953)	Mar. 1975	Joined the Company	
		Jun. 2001	Director of the Company	
		Jun. 2003	Retired from the office of Director of the Company Managing Executive Officer of the Company	
		Apr. 2007	Senior Managing Executive Officer of the Company	
		Jun. 2008	Director and Senior Managing Executive Officer of the Company	
		Apr. 2009	Vice President and Representative Director, Vice President and Executive Officer of the Company	
		Apr. 2013	Vice Chairman of the Board and Representative Director of the Company (In charge of Engineering and Technology) [Present] (Important Concurrent Post outside the Company) Director of AVX Corporation	
3	Goro Yamaguchi (Jan. 21, 1956)	Mar. 1978	Joined the Company	8,158
		Jun. 2003	Executive Officer of the Company	
		Jun. 2005	Senior Executive Officer of the Company	
		Apr. 2009	Managing Executive Officer of the Company General Manager of Corporate Semiconductor Components Group of the Company	
		Jun. 2009	Director and Managing Executive Officer of the Company	
		Apr. 2013	President and Representative Director, President and Executive Officer of the Company [Present]	

No.	Name (Date of Birth)		Career Summary, Position and Area of Responsibility, and Important Concurrent Post	Number of the Company's Shares Held
4	Katsumi Komaguchi (Mar. 5, 1951)	Mar. 1986 Apr. 2007 Apr. 2008 Apr. 2009 Jun. 2009 Apr. 2013	Joined the Company President and Representative Director, President and Executive Officer of Kyocera Mita Corporation (currently Kyocera Document Solutions Inc.) [Present] Executive Officer of the Company Managing Executive Officer of the Company Director and Managing Executive Officer of the Company Senior Managing Director and Senior Managing Executive Officer of the Company [Present]	4,244
5	Yasuyuki Yamamoto (Apr. 2, 1951)	May 1976 Jun. 2003 Apr. 2008 Apr. 2009 Jun. 2009 Sep. 2009 Apr. 2013	Joined the Company Executive Officer of the Company Senior Executive Officer of the Company Deputy General Manager of Corporate Communication Equipment Group of the Company Managing Executive Officer of the Company Director and Managing Executive Officer of the Company General Manager of Corporate Communication Equipment Group of the Company [Present] Senior Managing Director and Senior Managing Executive Officer of the Company [Present]	4,411
6	Ken Ishii (Oct. 6, 1953)	Mar. 1977 Jun. 2005 Apr. 2009 Apr. 2011 Apr. 2012 Jun. 2012	Joined the Company Deputy General Manager of Corporate Cutting Tool Group of the Company Executive Officer of the Company General Manager of Corporate Cutting Tool Group of the Company [Present] Senior Executive Officer of the Company Managing Executive Officer of the Company [Present] Director of the Company [Present]	2,136
7	Yoshihito Ohta (Jun. 26, 1954)	Mar. 1978 Apr. 1997 Jun. 2003 Apr. 2007 Apr. 2010 Jun. 2010 Apr. 2013	Joined the Company General Manager of Corporate Office of the Chief Executives [Present] Executive Officer of the Company Senior Executive Officer of the Company Managing Executive Officer of the Company [Present] Director of the Company [Present] General Manager of Corporate General Affairs Group of the Company [Present]	3,928

No.	Name (Date of Birth)		Career Summary, Position and Area of Responsibility, and Important Concurrent Post	Number of the Company's Shares Held
8	Shoichi Aoki (Sep. 19, 1959)	Mar. 1983 Jun. 2005 May 2008 Apr. 2009 Jun. 2009 Oct. 2010 Apr. 2013	Joined the Company Executive Officer of the Company General Manager of Corporate Financial and Accounting Group of the Company Managing Executive Officer of the Company [Present] Director of the Company [Present] General Manager of Corporate Financial and Business Systems Administration Group of the Company General Manager of Corporate Financial and Accounting Group of the Company [Present] (Important Concurrent Post outside the Company) Director of AVX Corporation	2,548
9	John S. Gilbertson (Dec. 4, 1943)	Jan. 1981 May 1994 Jun. 1995 Jun. 1997 Jun. 1999 Jul. 2001 Jun. 2003 Apr. 2013	Joined AVX Corporation Chief Operating Officer of AVX Corporation Director of the Company President and Director and Chief Operating Officer of AVX Corporation Managing Director of the Company President and Director and Chief Executive Officer of AVX Corporation Director of the Company [Present] Chairman of the Board and Chief Executive Officer of AVX Corporation [Present]	(13,436 ADR)
10	John S. Rigby (May 13, 1955)	Aug. 1981 Apr. 1990 Apr. 2001 Apr. 2002 Jun. 2005 Apr. 2010 Jun. 2012	Joined Kyocera International, Inc. Transferred to Kyocera Industrial Ceramics Corporation President and Director of Kyocera Industrial Ceramics Corporation Director of Kyocera International, Inc. Executive Officer of the Company President and Director of Kyocera International, Inc. [Present] Director of the Company [Present]	(725 ADR)
11 *	Hiroshi Fure (Feb. 24, 1960)	Mar. 1984 Jul. 2008 Apr. 2009 Apr. 2011 Apr. 2013	Joined the Company General Manager of Automotive Components Heater Division of Corporate Automotive Components Group of the Company General Manager of Corporate Automotive Components Group of the Company [Present] Executive Officer of the Company Managing Executive Officer of the Company [Present]	624

No.	Name (Date of Birth)		Career Summary, Position and Area of Responsibility, and Important Concurrent Post	Number of the Company's Shares Held
12 *	Yoji Date (Sep. 20, 1956)	Mar. 1979	Joined the Company	2,669
		Oct. 2008	Transferred to Kyocera ELCO Corporation (currently Kyocera Connector Products Corporation) Managing Director of the above company	
		Apr. 2009	President and Representative Director of Kyocera ELCO Corporation (currently Kyocera Connector Products Corporation) [Present]	
		Apr. 2012	Executive Officer of the Company	
		Apr. 2013	Managing Executive Officer of the Company [Present]	
13 *	Tadashi Onodera (Feb. 3, 1948)	Jun. 1989	Director of DDI Corporation (currently KDDI Corporation)	0
		Jun. 1995	Managing Director of DDI Corporation (currently KDDI Corporation)	
		Jun. 1997	Vice President and Representative Director of DDI Corporation (currently KDDI Corporation)	
		Jun. 2001	President and Representative Director of KDDI Corporation	
		Jun. 2005	President and Representative Director and Chairman of the Board of KDDI Corporation	
		Dec. 2010	Chairman of the Board and Representative Director of KDDI Corporation [Present] (Important Concurrent Post outside the Company) Director of Okinawa Cellular Telephone Company	

Notes:

1. Asterisks (*) above denote new candidates.
2. Mr. Tetsuo Kuba is a Representative Director of Kyoto Purple Sanga Co., Ltd., with which the Company engages in transactions relating to advertising, etc. Also, he is the Chairman of the Board of Dongguan Shilong Kyocera Co., Ltd., with which the Company engages in transactions relating to supply and purchase of electronic devices and cutting tools, etc.
3. Mr. Goro Yamaguchi is the Chairman of the Board of Kyocera (China) Sales & Trading Corporation, with which the Company engages in transactions relating to sale of electronic devices and cutting tools, etc.
4. 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.
5. Mr. John S. Gilbertson is the Chairman of the Board of Directors and Chief Executive Officer of AVX Corporation, with which the Company engages in transactions relating to sale and purchase of electronic devices, etc.
6. Mr. Tadashi Onodera is the Chairman of the Board and Representative Director of KDDI Corporation, with which the Company engages in transactions relating to sale of mobile phones, etc.
7. There is no special interest between the other candidates and the Company.
8. The number of Company shares owned by the Director candidates above is as of March 31, 2013. It should be noted that the number of shares includes shares held in the Stock Purchase Plan for Kyocera Group executives.

9. Candidates who substantively own common stock of the Company by way of American Depositary Receipts (ADRs) are as follows:

Mr. John S. Gilbertson 13,436 shares of common stock of the Company (13,436 ADRs)

Mr. John S. Rigby 725 shares of common stock of the Company (725 ADRs)

10. Matters with respect to the Outside Director candidate are as follows:

(1) Mr. Tadashi Onodera is a candidate for an Outside Director.

(2) Reason for the nomination of Mr. Tadashi Onodera as a candidate for an Outside Director

The Company believes that Mr. Tadashi Onodera will be capable of providing advice on and undertaking supervision of general corporate activities as an Outside Director of the Company based on his abundant management experience and exceptional insight as a corporate executive as well as his profound understanding in the management rationale of the Company.

(3) The Company will enter into an agreement with Mr. Tadashi Onodera, upon his election as an Outside Director, regarding the limitation of his liability for damages due to negligence in the performance of his duties, in accordance with the provisions of the Companies Act and the Articles of Incorporation of the Company. The amount of his liability, as set under such agreement, shall be limited to the smallest amount specified in the applicable laws and regulations.

Proposal 4 Election of Two (2) Audit & Supervisory Board Members

The terms of office of Audit & Supervisory Board Members Messrs. Yoshihiko Nishikawa and Yoshinari Hara will expire at the conclusion of the Meeting. Accordingly, the Company proposes that two (2) Audit & Supervisory Board Members be elected.

The Audit & Supervisory Board has consented to the proposal.

The candidates for the Audit & Supervisory Board Members are as follows:

No.	Name (Date of Birth)		Career Summary, Position and Area of Responsibility, and Important Concurrent Post	Number of the Company's Shares Held
1	Kouji Mae	Dec. 1972	Joined the Company	5,200
*	(Jan. 19, 1949)	Jun. 2001	Director of the Company	
		Jun. 2003	Retired from the office of Director of the Company Senior Executive Officer of the Company	
		Aug. 2003	President and Representative Director of Kyocera SLC Technologies Corporation	
		Jun. 2004	Retired from the office of Senior Executive Officer of the Company	
		Apr. 2009	Executive Officer of the Company	
		Apr. 2012	Vice Chairman of the Board and Representative Director of Kyocera Display Corporation	
		Apr. 2013	Advisor of the Company [Present]	
2	Yasunari Koyano	Apr. 1971	Admitted to the Bar, Registered in the Kyoto Bar Association [Present]	0
*	(Dec. 6, 1942)		Kyoto Joint Law Office	
		May 1975	Co-Representative Lawyer of Karasuma Law Office	
		Apr. 2007	Representative Lawyer of Koyano & Aoki Law Office	
		Jul. 2009	Representative Lawyer of Koyano LPC [Present]	

Notes:

1. Asterisks (*) above denote a new candidate.
2. There is no special interest between the candidates and the Company.
3. The number of Company shares owned by the Audit & Supervisory Board Member candidates above is as of March 31, 2013.
4. Matters with respect to the Outside Audit & Supervisory Board Member candidate are as follows:
 - (1) Mr. Yasunari Koyano is a candidate for an Outside Audit & Supervisory Board Member.
 - (2) Reason for the nomination of Mr. Yasunari Koyano as a candidate for an Outside Audit & Supervisory Board Member:

The Company believes that Mr. Yasunari Koyano will be capable of conducting a general audit of corporate activities as an Outside Audit & Supervisory Board Member of the Company based on his abundant management experience and exceptional insight, which are derived from his engagement in reconstruction of corporations as a trustee, etc., as an attorney-at-law and a corporate executive.

- (3) The Company will enter into an agreement with Mr. Yasunari Koyano, upon his election as an Outside Audit & Supervisory Board Member, regarding the limitation of his liability for damages due to negligence in the performance of his duties, in accordance with the provisions of the Companies Act and the Articles of Incorporation of the Company. The amount of his liability, as set under such agreement, shall be limited to the smallest amount specified in the applicable laws and regulations.
- (4) The Company will designate Mr. Yasunari Koyano as an independent Audit & Supervisory Board Member as provided for in the rules of the Tokyo Stock Exchange and the Osaka Securities Exchange upon his election as an Outside Audit & Supervisory Board Member.

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