## Notice of the 53rd Ordinary General Meeting of Shareholders

to be held in Kyoto, Japan on June 27, 2007

# **Kyocera Corporation**

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

Notice:

- 1. This is an English translation from Japanese language of the Notice of the 53rd Ordinary General Meeting of Shareholders distributed to shareholders in Japan. The translation is prepared solely for reference and convenience of foreign shareholders. In the case of any discrepancy between this translation and the Japanese original, the latter shall prevail.
- 2. The Notice of Resolution for the 53rd 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

To Our Shareholders:

### **Notice of the 53rd Ordinary General Meeting of Shareholders**

This is to inform you that Kyocera Corporation (the "Company") will hold its 53rd 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 through electronic methods, after examining the attached reference materials for general meeting of shareholders, no later than 5:30 p.m. Tuesday, June 26, 2007, Japan time.

1. Time and Date:	10:00 a.m. on Wednesday, June 27, 2007, 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, 2007; and
- 2. Reporting of the substance of the non-consolidated financial statements for the year ended March 31, 2007

### Matters to be resolved:

Agendum No. 1:	Disposition of Surplus
Agendum No. 2:	Election of twelve (12) Directors
Agendum No. 3:	Election of one (1) Corporate Auditor
Agendum No. 4:	Election of Accounting Auditor
Agendum No. 5:	Bonuses to Directors and Corporate Auditors
Agendum No. 6:	Payment of retirement allowance to a retiring Director

### 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 through electronic methods (the Internet, etc.), the exercise of voting rights through electronic methods shall supersede as the effective exercise of the voting rights.
- (2) In the event of multiple exercises of voting rights through electronic methods (the Internet, etc.) by any shareholder, the last exercise of voting rights through electronic methods shall supersede as the effective exercise of the voting rights.

Very truly yours,

### KYOCERA CORPORATION

Makoto Kawamura President and Representative Director

Notes:

<sup>1.</sup> If you attend the Meeting, please submit the enclosed form for exercising voting rights to the receptionist.

<sup>2.</sup> 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 and 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 Materials 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 respond to shareholders' expectations is to improve the consolidated performance, thus enhancing the corporate value, 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, 2007, the Company proposes a year-end dividend for the year ended March 31, 2007 of 60 yen per share, a 10 yen increase as compared with the year ended March 31, 2006. When aggregated with the interim dividend in the amount of 50 yen, the total annual dividend amount will be 110 yen per share.

The Company also proposes that other 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.

The aggregate amount thereof shall be 11,318,945,340 yen.

(3) Effective Date of Distribution of the Surplus: June 28, 2007

2. Matters relating to Other General Reserve

- (1) Category of surplus to increase and amount thereof: Other general reserve: 40,000,000,000 yen.
- (2) Category of surplus to decrease and amount thereof

Unappropriated retained earnings: 40,000,000,000 yen.

### Agendum No. 2: Election of twelve (12) Directors

The terms of office of all thirteen (13) Directors will expire at the close of this General Meeting of Shareholders. Accordingly, it is proposed that twelve (12) Directors be elected. The candidates for Director are as follows:

No	Name (date of birth)	Brief Rej	Shares of the Company Owned by Candidate	
1	Kensuke Itoh (Dec. 17, 1937)	Apr. 1959 May 1975 Aug. 1979 July 1981 June 1985 June 1989 June 1999 June 2005	Joined the Company Director of the Company Managing Director of the Company Senior Managing Director of the Company Executive Vice President and Representative Director of the Company President and Representative Director of the Company Chairman of the Board and Representative Director of the Company Advisor and Director of the Company [present]	shares 527,072
2	Noboru Nakamura (Oct. 6, 1944)	Mar. 1967 June 1991 June 1995 June 1997 June 1999 Aug. 2002 June 2003 June 2005 Sept. 2005 Apr. 2006	Joined the Company Director of the Company Managing Director of the Company Senior Managing Director and Representative Director of the Company Executive Vice President and Representative Director of the Company Executive Vice President and Representative Director of Kyocera Chemical Corporation Director of the Company President and Representative Director of Kyocera Chemical Corporation President and Representative Director of Japan Medical Materials Corporation Chairman of the Board and Representative Director of the Company [present]	4,100
3	Masahiro Umemura (Aug. 8, 1943)	Director of the Company [present]Mar. 1966Joined the CompanyJune 1991Director of the CompanyJune 1993Managing Director of the CompanyJune 1997Senior Managing Director and Representative Director of the CompanyJune 1999Executive Vice President and Representative Director of the CompanyJune 2003Representative Director and Executive Vice President (Executive Officer) of the CompanyJune 2005Vice Chairman of the Board and Representative Director and Chief Financial Officer of the CompanyApr. 2006Vice Chairman of the Board and Representative Director of the Company (In charge of Finance and Corporate Development) [present]		5,100

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No	Name (date of birth)	Briel Re	Shares of the Company Owned by Candidate	
4	Yuzo Yamamura (Dec. 4, 1941)	Mar. 1965 June 1987 Dec. 1992 June 1993 June 1995 June 2003 Apr. 2006 Aug. 2006	Joined the Company Director of the Company President and Representative Director of Kyocera ELCO Corporation [present] Retired from office as Director of the Company Senior Managing Director and Representative Director of the Company Retired from office as Director of the Company Director of the Company Vice Chairman of the Board and Representative Director of the Company [present] General Manager of Corporate Communication Equipment Group [present]	82,000
5	Naoyuki Morita (Apr. 8, 1942)	Mar. 1967 June 1987 June 1989 June 1995 Sept. 1995 June 1999 June 2003 Apr. 2006 June 2006	Joined the Company Director of the Company Managing Director of the Company Senior Managing Director and Representative Director of the Company President and Representative Director of Kyocera Communication Systems Co., Ltd. Retired from office as Director of the Company Director of the Company Vice Chairman of the Board and Representative Director of the Company [present] Chairman of the Board and President and Representative Director of Kyocera Communication Systems Co., Ltd. [present]	5,600
6	Makoto Kawamura (Aug. 13, 1949)	Mar. 1973 June 2001 Aug. 2002 June 2003 June 2005 Apr. 2006	Joined the Company Director of the Company General Manager of Corporate Cutting Tool Division of the Company Retired from office as Director of the Company Managing Executive Officer of the Company President and Representative Director and Chief Operating Officer of the Company President and Representative Director and President and Representative Director and President and Representative Director and President and Representative Director and President and Representative Director of the Company [present]	3,000

No	Name (date of birth)	Brief Re	Shares of the Company Owned by Candidate	
		May 1969 June 1989 Oct. 1998 June 1999 Jan. 2000	Joined Cybernet Electronics Corporation Director of the Company Trustee of Mita Industrial Co., Ltd. (Currently Kyocera Mita Corporation) Managing Director of the Company President and Representative Director of Kyocera Mita Corporation Retired from office as Director of the	
7	Koji Seki (Dec. 8, 1937)	June 2001 June 2003 June 2004 Apr. 2006	Company Director of the Company [present] Chairman of the Board and Representative Director of Kyocera Mita Corporation Chairman of the Board and President and	2,318
		Apr. 2007	Representative Director of Kyocera Mita Corporation Chairman of the Board and Representative Director of Kyocera Mita Corporation [present]	
8	Michihisa Yamamoto (Nov. 13, 1942)	Mar. 1970 June 1987 June 1989 June 1992 June 2003 Nov. 2004 June 2005 Aug. 2006	Joined the Company Director of the Company Managing Director of the Company Senior Managing Director and Representative Director of the Company Executive Vice President and Representative Director of the Company Representative Director and Executive Vice President (Executive Officer) of the Company President and Representative Director of Kyocera Optec Co., Ltd. Director of the Company [present] Deputy General Manager of Corporate Communication Equipment Group (In charge of Manufacturing) [present]	9,232
9	Isao Kishimoto (Nov. 30, 1943)	Mar. 1967 June 1993 June 1997 June 2001 June 2002 June 2003	Joined the Company Director of the Company Managing Director of the Company Senior Managing Director of the Company President and Representative Director of Kinseki, Limited (Currently Kyocera Kinseki Corporation) [present] Director of the Company [present]	4,100

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No	Name (date of birth)	Brief Re	Shares of the Company Owned by Candidate	
10	Hisao Hisaki (July 2, 1946)	Mar. 1969 June 1991 Apr. 2000 Aug. 2002 June 2003 July 2003 Apr. 2005 Mar. 2007	Joined the Company Director of the Company [present] General Manager of Communication Systems Group of the Company General Manager of Corporate Communication Systems Sales Division of the Company Managing Executive Officer of the Company Executive Vice President of Kyocera (Tianjin) Sales & Trading Corporation President of Kyocera (Tianjin) Sales & Trading Corporation Chairman of the Board and President of Kyocera (Tianjin) Sales & Trading Corporation [present]	3,171
11	Rodney N. Lanthorne (Feb. 5, 1945)	Sept. 1979 Joined Kyocera International, Inc. Jan. 1987 President and Director of the above company [present]		(3,562 ADR)
12	John S. Gilbertson (Dec. 4, 1943)	Jan. 1981 Joined AVX Corporation May 1994 Chief Operating Officer of the above company June 1995 Director of the Company June 1997 Director and President and Chief		(17,418 ADR)

Notes:

- 1. Mr. Kensuke Itoh is a Representative Director of Kyoto Purple Sanga Co., Ltd., with which the Company engages in transactions relating to advertisement.
- 2. Mr. Noboru Nakamura is a Representative Director of Japan Medical Material Corporation with which the Company engages in transactions relating to office rental and processing of bioceram parts.
- 3. Mr. Naoyuki Morita is a Representative Director of Kyocera Communication Systems Co., Ltd., with which the Company engages in transactions relating to equipment rental.
- 4. Mr. Makoto Kawamura is a Chairman of the Board of Dongguan Shilong Kyocera Optics Co., Ltd. with which the Company engages in transactions relating to sale and purchase of cutting tools and thin film devices.
- 5. Mr. Hisao Hisaki is a Chairman of the Board and President of Kyocera (Tianjin) Sales & Trading Corporation, with which the Company engages in transactions relating to sale of cutting tools and electronic devices.

- 6. Mr. John S. Gilbertson is a President and Director and Chief Executive Officer of AVX Corporation, with which the Company engages in transactions relating to sale and purchase of electronic devices.
- 7. There are no special interests between the candidates and the Company other than the aforementioned.
- 8. Candidates who beneficially own Ordinary Shares of the Company by way of American Depositary Shares (ADR) are as follows:

Mr. Rodney N. Lanthorne: 3,562 shares of Common Stock of the Company (3,562 ADR) Mr. John S. Gilbertson: 17,418 shares of Common Stock of the Company (17,418 ADR)

### Agendum No. 3: Election of one (1) Corporate Auditor

The term of office of a Corporate Auditor, Mr. Yasuo Akashi, will expire at the close of this General Meeting of Shareholders. Accordingly, it is proposed that one (1) Corporate Auditor be elected.

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

The candidate for Corporate Auditor is as follows:

Name	Br	Shares of the Company	
(date of birth)	and	l Representation of other Companies	Owned by Candidate
	Mar. 1967	Joined the Company	
	June 1991	Director of the Company	
Yasuo Akashi	June 1993	Managing Director of the Company	
(May 29, 1944)	June 1997	Senior Managing Director and	6,323 shares
		Representative Director of the Company	
	June 2003	Full-time Corporate Auditor of the	
		Company [present]	

Note: There are no special interests between the candidate and the Company.

### Agendum No. 4: Election of Accounting Auditor

The temporary Accounting Auditor of the Company, MISUZU Audit Corporation, will retire from the office of Accounting Auditor as the term of office will expire at the close of this General Meeting of Shareholders. Accordingly, it is proposed to elect Kyoto Audit Corporation as Accounting Auditor.

Kyoto Audit Corporation, the candidate to become the Accounting Auditor, was established in March 2007, as set forth below. It plans to retain accountants of the Kyoto Office of MISUZU Audit Corporation in July 2007, thereby becoming an audit corporation with the sufficient number of accountants to conduct the audit of the Company.

The Company believes that the Kyoto Audit Corporation, which will retain accountants of the Kyoto Office of MISUZU Audit Corporation, is the appropriate choice to become the accounting auditor of the Company for the following reasons:

- (1) Accountants of the Kyoto Office of MISUZU Audit Corporation have conducted the audit of the Company in an appropriate and stringent manner;
- (2) Accountants of the Kyoto Office of MISUZU Audit Corporation are very familiar with the business of the Company and its accounting policy; and
- (3) Continuity of the accounting audit can be secured because of the aforementioned reasons.

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

Name	Kyoto Audit Corporatior	1		
Office	8 Naginataboko-cho, Kyoto-City.	Shijo-dori	Karasuma-Higashi-iru,	Shimogyo-ku,
History	Established in March 2007			
Outline	Capital amount: 10 million yen.			
Outime	Number of employees:	5 certified public accountants		

The candidate for Accounting Auditor is as follows:

(As of March 31, 2007)

### **Agendum No. 5:** Bonuses to Directors and Corporate Auditors

The Company proposes to pay bonuses to the thirteen (13) Directors and five (5) Corporate Auditors in office as of March 31, 2007 in an aggregate amount of 136,000,000 yen, which includes 125,800,000 yen for Directors and 10,200,000 yen for Corporate Auditors, taking into consideration the performance of the Company during the year ended March 31, 2007.

### **Agendum No. 6: Payment of Retirement Allowance to a retiring Director**

Mr. Yasuo Nishiguchi will retire from the office of Director upon expiration of his term at the close of this General Meeting of Shareholders. The Company proposes to pay a retirement allowance to the Director for service rendered during his term in office, in an amount which is reasonable and in accordance with the standards prescribed by the Company.

It is also proposed that the particular amount, timing and method of payment of such allowance be determined through discussion at the meeting of the Board of Directors.

The brief personal history of the retiring Director is as follows:

Name	Brief Personal History		
	June 1987	Director of the Company	
	June 1989	Managing Director of the Company	
	June 1992	Senior Managing Director and Representative Director of the	
		Company	
Yasuo Nishiguchi	June 1997	Executive Vice President and Representative Director of the	
Tasuo INISIIigueili		Company	
	June 1999	President and Representative Director of the Company	
	June 2005	Chairman of the Board and Representative Director of the	
		Company	
	Apr. 2006	Advisor and Director of the Company [present]	