

(Translation)

July 16, 2015

Dear Sirs,

Name of listed company: Mitsumi Electric Co., Ltd.
Representative: Shigeru Moribe
President and Representative
Director
Code No.: 6767, 1st section of the Tokyo Stock Exchange
Person to contact: Kunihiro Noguchi
General Manager of General
Affairs Dept.

**Notice of Determination of the Terms of Issuance, Etc. of Euro Yen
Convertible-Bonds-Type Bonds with Stock Acquisition Rights due 2022**

With regard to the issuance of the Euro Yen Convertible-Bonds-Type Bonds with Stock Acquisition Rights due 2022 (*tenkanshasaigata shinkabu yoyakukent-suki shasai*; the "Bonds with Stock Acquisition Rights", among which the bonds only shall be referred to as the "Bonds" and the stock acquisition rights only shall be referred to as the "Stock Acquisition Rights" hereinafter) resolved at the meeting of the Board of Directors of Mitsumi Electric Co., Ltd. (the "Company") held on July 16, 2015, the Company has determined the terms of the issuance thereof and other relevant items. Hence, notice is hereby given thereof, together with the previously determined items, as described below:

Description

Matters concerning Stock Acquisition Rights:

1. Amount of asset to be contributed to capital
upon exercise of a Stock Acquisition Right: Equal to the principal amount of the Bond
2. Conversion Price: ¥1,220

(For reference)

Share price, etc. on the date of the determination of the terms of the issuance of the Bonds with Stock Acquisition Rights (July 16, 2015):

- (a) Share price on the market of Tokyo
Stock Exchange, Inc. (closing price): ¥813

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(b) Percentage of rise ($\{ \text{Conversion Price} / \text{share price (closing price)} - 1 \} \times 100$): 50.06%

(For reference)

Summary of the Euro Yen Convertible-Bonds-Type Bonds with Stock Acquisition Rights due 2022:

1. Aggregate principal amount of the Bonds: ¥20,000,000,000, plus the aggregate principal amount of the Bonds related to the replacement Bonds with Stock Acquisition Rights
2. Date of resolution for the issue: July 16, 2015
3. Date of allocation of Stock Acquisition Rights and Closing Date (Issue Date) for the Bonds: August 3, 2015 (London time; the same applies hereinafter unless otherwise specified)
4. Exercise period of Stock Acquisition Rights: Each Stock Acquisition Right may be exercised at any time during the period from, and including, August 17, 2015 to, and including, July 20, 2022 (at the place where the Stock Acquisition Right is to be exercised); however, (i) if the relevant Bond shall have been called for premature redemption by the Company, then up to the third Tokyo Business Day (at the place as aforesaid) prior to the date fixed for redemption thereof (unless, in the case of such Bond being called for premature redemption, the relevant holder of the Bonds has elected that such Bonds shall not be redeemed), (ii) if the relevant Bonds have been elected for premature redemption by the relevant holder of the Bonds with Stock Acquisition Rights, up to the time when the Bondholders' Optional Redemption Notice is deposited with the Paying and Stock Acquisition Rights Exercise Agent, (iii) if the relevant Bond shall have been purchased for cancellation, then up to the time when such Bond is so cancelled, or (iv) if the relevant Bond shall become due and repayable, then up to the time when such Bond becomes so due and repayable; provided, however, that in no event, shall the Stock Acquisition Rights be exercised after July 20, 2022 (at the place where the Stock Acquisition Right is to be exercised).

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However, the Stock Acquisition Rights may not be exercised for such period as may be designated by the Company, which period may not exceed 30 days, and which period shall end on a date not later than 14 days after the Corporate Event Effective Date if the Company reasonably determines that such suspension is necessary in order to consummate the relevant Corporate Event by the Company.

Despite the above, any Stock Acquisition Right shall not be exercised if a calendar day in Japan on which the exercise of Stock Acquisition Rights becomes effective (or if the calendar day is not a Tokyo Business Day, the next following Tokyo Business Day) falls during the period from, and including, two Tokyo Business Days prior to each Record Date specified by the Company or any other day specified for determining the shareholders (together with the Record Date specified by the Company, collectively, any "Shareholder Determination Date") in relation to Article 151, paragraph 1 of the Act on Book-Entry Transfer of Company Bonds, Shares, Etc. of Japan (Act No. 75 of 2001; the "Book-Entry Act") (if the relevant Shareholder Determination Date is not a Tokyo Business Day, three Tokyo Business Days prior to the Shareholder Determination Date) to, and including, such Shareholder Determination Date (if the relevant Shareholder Determination Date is not a Tokyo Business Day, the Tokyo Business Days next following the Shareholder Determination Date); provided that if there is a change to the mandatory provisions of Japanese law and regulation or practice relating to the grant of shares upon exercise of stock acquisition rights through the book-entry transfer system established pursuant to the Book-Entry Act, then the Company may amend the limitation on the exercise period of the Stock Acquisition Rights in this paragraph to reflect such change in law, regulation or practice. If, as a Shareholder Determination Date, the Company fixes a day other than as fixed as such in its Articles of Incorporation, the Company shall give notice in writing of the period during which the Stock Acquisition Rights shall not be exercised to the Trustee and the Bondholders no later than three Tokyo Business Days prior to such Shareholder Determination Date.

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5. Maturity Date: August 3, 2022
6. Information on dilution by dilutive shares: By conducting this financing, the ratio of dilutive shares to the total number of issued shares (excluding shares of treasury stock; the same applies hereinafter) as of July 16, 2015 will be 18.75%.
(Note) The ratio of dilutive shares is obtained by dividing by the total number of issued shares as of July 16, 2015 the number of shares to be newly issued if all the Stock Acquisition Rights attaching to the Bonds with Stock Acquisition Rights to be issued as publicized herein are exercised at the initial Conversion Price.

For detailed information, please refer to the press release of the Company dated July 16, 2015 "Notice of Issuance of Euro Yen Convertible-Bonds-Type Bonds with Stock Acquisition Rights Due 2022".

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