Press Information

Corporate

Notice Regarding Transition to a Company with Three Committees

October 30, 2026

TDK Corporation (TSE:6762; hereinafter “the Company”) hereby announces that the Company resolved at the Board of Directors meeting held on October 30, 2026 to transition from a Company with an Audit and Supervisory Board to a Company with Three Committees, subject to approval by shareholders at the 131st Annual General Meeting of Shareholders scheduled to be held in June 2027, as described below.

1. Purpose of the Transition

Under the Company’s corporate motto, "Contribute to culture and industry through creativity," and corporate principles, "Vision, Courage, Trust," the Company has formulated its long-term vision, "TDK Transformation," which sets out where it aspires to be ten years from now. Based on this long-term vision, the Company is implementing a three-year medium-term management plan beginning with the fiscal year ending March 2025, using a backcasting approach.

The Company has continuously worked to enhance its corporate governance to achieve sustainable growth and enhance corporate value over the medium- to long-term. To further accelerate growth, the Company has decided, as part of its transformation in corporate governance, to transition from its current status as a Company with an Audit and Supervisory Board to a Company with Three Committees.

In the rapidly changing global business environment, it is essential to further enhance the transparency and objectivity of management while enabling swift decision-making and business execution to meet the expectations of stakeholders. Accordingly, through this transition, the Company will clarify the separation between oversight and execution and seek to evolve the Board of Directors into "a more effective Monitoring Board" that serves as a forum for discussion of medium- and long-term management. The Company will proceed with this transition based on the following two concepts.

(1) Strengthening Corporate Governance - Evolving into a “More Effective Monitoring Board”

The Company has established voluntary advisory committees on the nomination and compensation of officers and has continuously worked to enhance the transparency and objectivity of management. Following the transition, the Company will strengthen its oversight function and further enhance the transparency and objectivity of management by ensuring that each of the three statutory committees, the Nominating Committee, the Audit Committee, and the Compensation Committee, fulfills its role. In addition, the Board of Directors will focus on overseeing business execution and discussing medium- and long-term management strategies, thereby enhancing its effectiveness as a Monitoring Board.

(2) Strengthening the Executive Management Structure - Building a Management Structure to Accelerate the Realization of the Long-Term Vision

Through this transition, the Company will establish a management structure in which the Executive Officers can make decisions autonomously and swiftly by substantially delegating authority from the Board of Directors to the Executive Officers. Under the new structure, a robust management team centered on the CEO, with the Executive Officers (CxOs) responsible for their respective areas, will enhance management agility and execution capability, thereby leading efforts to enhance corporate value.

2. Timing of the Transition

At the 131st Annual General Meeting of Shareholders scheduled to be held in June 2027, the Company plans to seek shareholders' approval of the necessary amendments to its Articles of Incorporation and, subject to such approval, transition to a Company with Three Committees. Details of the proposed amendments to its Articles of Incorporation and the Company's post-transition officer structure, among other matters, will be announced once finalized.

Contacts for regional media

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