

Basic Views on Corporate Governance

This is an English translation of Basic Views on Corporate Governance including Disclosure Based on the Principles of the Corporate Governance Code (Excerpt from the Corporate Governance Report filed with the Tokyo Stock Exchange on June 30, 2026).

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The status of the corporate governance of TDK Corporation (“TDK”) is as mentioned below.

I Basic Views on Corporate Governance, Capital Structure, Corporate Profile and Other Basic Information

1. Basic Views

The basic views to achieve sustainable corporate growth and increase of corporate value over medium- to long-term of the corporate group of TDK (the “TDK Group”) are as follows:

- (1) Based on the founding spirit “Contribute to culture and industry through creativity” as the Corporate Motto of TDK which was established in 1935 as an entrepreneurial venture to industrialize a magnetic material called ferrite invented at Tokyo Institute of Technology (currently Institute of Science Tokyo), TDK continuously pursues originality and supplies of new value (products and services) created through the promotion of innovation.
- (2) TDK strives to build satisfaction, trust, and support among all stakeholders, including shareholders and investors, customers, suppliers, employees and communities, among others, contributes to the development of a more sustainable society by working towards resolving societal issues through our business activities.
- (3) All Directors, Audit & Supervisory Board Members, Corporate Officers and employees constituting the TDK Group shall respect and comply with the “TDK Group Code of Conduct” in all activities.
- (4) TDK strives to foster a corporate culture and environment that complies with applicable laws and regulations and respects social norms, culture, and customs. , always aware of its place as a member of society.
- (5) TDK will be accountable to stakeholders through proactive, comprehensive, accurate, timely, impartial, and consistent disclosure of information.
- (6) Board members consisting of Directors and Audit & Supervisory Board Members and the executive side such as Corporate Officers, based on their respective responsibilities, endeavor toward the common purpose of achieving sustainable corporate growth and increasing the medium- to long-term corporate value of the TDK Group. The philosophy and culture shared by the Board of Directors to achieve this purpose are as follows.

“TDK’s Board Culture”

- ① Board members and the executive side build and maintain a relationship of deep mutual trust and a sound tension.
- ② Board members and the executive side achieve both the delegation of authority to encourage prompt and autonomous decision-making and the transparency in business execution (Empowerment & Transparency).
- ③ Based on the premise that discussions at the Board of Directors meetings should be essential discussions that contribute to corporate value, Board members actively and diversely make remarks and engage in discussions from each member’s standpoint and from a broad point of view, regardless of whether they are inside or outside members or whether they are Directors or Audit & Supervisory Board Members.
- ④ The executive side takes the opinions of the Board of Directors sincerely as an opportunity to improve management and implements necessary measures. Directors and Audit & Supervisory Board Members supervise and audit from an objective standpoint. Through these efforts, they aim to further improve the TDK Group’s corporate value.

TDK has established “TDK Basic Policy on Corporate Governance” as its basic views and policy regarding corporate governance of TDK, which is posted on the website of TDK.

■ TDK Basic Policy on Corporate Governance

<https://www.tdk.com/en/ir/governance/index.html>

[Reasons for Non-compliance with the Principles of the Corporate Governance Code]

TDK implements all principles in accordance with those established in the Corporate Governance Code.

[Disclosure Based on the Principles of the Corporate Governance Code] [Update]

[Principle 1-4 Cross-Shareholdings]

TDK's basic policy regarding cross-shareholdings is to consistently enhance corporate value of the TDK Group through such shareholdings and TDK holds shares of other companies for the purpose of either (1) strategic shareholding for the development of its business or (2) maintenance and improvement of business relationships.

As to cross-shareholdings, TDK verifies the rationality of continuous holding of such shares and the number of such shares, etc. stock by stock every year at the Board of Directors meetings, etc. based on the purpose of such shareholding, situation of transactions, profitability relative to the cost of capital, financial condition, etc., and if the necessity to hold shares of a particular stock has decreased, TDK discusses and negotiates with the issuing company of the stock and promotes the reduction through sale, etc. of such shares.

In exercising voting rights as to its cross-shareholdings, TDK determines to approve or disapprove with full respect for the issuing company's management policies, etc. and considering whether the proposal is appropriate in light of the purpose of strategic shareholding for the development of TDK's business or maintenance and improvement of business relationships, whether the proposal can continuously increase the corporate value of TDK, the issuing company's social responsibilities, whether there is any act which may harm the trust of shareholders, etc. Also, TDK conducts a dialogue with the issuing company regarding the content of the proposal, etc. as appropriate.

[Principle 1-7 Related Party Transactions]

The TDK Group stipulates in the "TDK Code of Conduct" that directors, officers and employees of the TDK Group should avoid any situations that may involve or even appear to involve conflicts between their personal interests and the interests of the TDK Group, and in case that any such situation may arise, each of them must provide prompt and full disclosure to his or her supervisor or manager. At the same time, Directors are prohibited from conducting any transactions for the benefit of him/herself or any third parties without an approval from TDK under the Regulations of the Directors' Business.

Directors and Corporate Officers are required to give prior notice to the Board of Directors regarding their conflicts of interest transactions. Also, the Board of Directors reinforces monitoring by inspecting transactions between TDK and Director, Audit & Supervisory Board Member or any of his/her relative within the second degree through "Confirmation on Disclosure Information of Directors and Audit & Supervisory Board Members" once a year and attempting to assess actual conditions of other companies at which Director or Audit & Supervisory Board Member holds any concurrent position.

Further, the Audit & Supervisory Board regularly confirms conflicts of interest issues with Directors and Corporate Officers.

The TDK Group has no shareholders which fall under major shareholders, etc.

[Supplementary Principle 2-4-1 Setting and Disclosure of Policies and Goals for Ensuring Diversity]

The TDK Group comprises numerous affiliated companies with business operations around the globe. TDK believes that diversity among our employees is the driving force towards success, and that creating an environment where they can showcase their abilities is crucial for innovative creativity and corporate growth. With this in mind, TDK has established the "TDK Diversity, Equity & Inclusion Policy" and is promoting the securing and utilization of diverse human resources.

Currently, the ratio of foreign employees in the TDK Group as a whole is approximately 90%. Approximately half of TDK's Corporate Officers are foreign nationals, and TDK will continue this policy in the future.

TDK has opened its doors to a wide range of mid-career hires, with approximately 30% of all employees being mid-career hires, and in recent years, mid-career hires have accounted for approximately 43% of new hires.

The percentage of mid-career hires in management positions is approximately 32%.

On the other hand, the ratio of female managers at TDK is low, which TDK recognizes as one of the major issues. In order to improve this situation, TDK has established a dedicated department with the mission of promoting the advancement of women in 2020, and has set a target of 15% for the ratio of women in management positions in FY2035, and has begun specific, long-term initiatives. In addition, on a global basis, we have set a target for the ratio of female managers to be 25% by FY2030, which we announced in FY2024.

< The ratio of female managers at TDK >

FY2022	3.7%
FY2023	4.3%

FY2024	4.8%
FY2025	5.3%
FY2035 Target	15%

< The ratio of female managers in the TDK Group >

FY2024	22%
FY2025	23%
FY2030	25%

These policies and initiatives are posted on TDK's website.

■ TDK Sustainability Website "Diversity, Equity & Inclusion"

<https://www.tdk.com/en/sustainability/social/diversity-inclusion/policy>

[Principle 2-6 Roles of Corporate Pension Funds as Asset Owners]

TDK manages corporate pension funds through TDK Pension Fund (the "Fund").

TDK selects and allocates to the Fund human resources who have appropriate credentials for managing corporate pension funds and contributes to a proper management system. Also, TDK has established a structure in which the Fund and labor union, etc. collaboratively control and supervise the management of corporate pension funds in order to manage conflicts of interest which may arise between corporate pension beneficiaries and TDK appropriately.

The Fund establishes a policy asset mix and manages corporate pension funds from a medium- to long-term perspective applying advice from management consultants, in order to secure earnings over the long term for ensuring that pension benefits are paid to the beneficiaries into the future.

The Fund conducts comprehensive evaluations of the asset managers, including not only quantitative evaluation of their performance, etc. but also qualitative evaluation of their investment policy, operational process, compliance, etc., through quarterly regular management reporting meetings.

[Principle 3-1 Full Disclosure]

(1) Company objectives (e.g., business principles), business strategies and business plans

TDK was established in 1935 as an entrepreneurial venture to industrialize a magnetic material called ferrite invented at Tokyo Institute of Technology currently known as the Institute of Science Tokyo. Based on TDK's founding spirit "Contribute to culture and industry through creativity" as its Corporate Motto, TDK continuously pursues originality and increases corporate value through supplies of new value (products and services) created through the promotion of innovation.

TDK strives to build satisfaction, trust, and support among all stakeholders, including shareholders and investors, customers, suppliers, employees and communities, among others, contributes to the development of a more sustainable society by working towards resolving societal issues through our business activities.

TDK has formulated its medium- and long-term management strategy and a three-year, medium-term management plan based on the above-mentioned management policy.

The details are posted on the website of TDK.

■ TDK's Corporate Motto

https://www.tdk.com/en/about_tdk/corporate_motto/index.html

■ TDK's Management Policy (Including Medium- and Long-Term Management Strategy and Three-Year, Medium-Term Management Plan)

https://www.tdk.com/en/ir/tdk_management_policy/index.html

(2) Basic views and guidelines on corporate governance based on each of the principles of the Code

TDK has established "TDK Basic Policy on Corporate Governance" as its basic views and policy regarding corporate governance of TDK, which is posted on the website of TDK.

■ TDK Basic Policy on Corporate Governance

<https://www.tdk.com/en/ir/governance/index.html>

(3) Board policies and procedures in determining the remuneration of the senior management and directors

"Policies in determining the remuneration of Directors and Corporate Officers"

TDK designed its remuneration system for the purpose of promoting as much as possible behavior on the part of Directors and Corporate Officers geared towards enhancing corporate results and stock value and constantly increasing the corporate value of the overall TDK Group by constantly pursuing the formulation of a competitive remuneration system to secure diverse and excellent human resources that focuses on linkage with short-term as well as medium- to

long-term results.

The remuneration of Directors and Corporate Officers is comprised of (i) basic remuneration, (ii) results-linked bonus as a short-term performance linkage system and (iii) stock-linked compensation (RSU and PSU) as a medium- to long-term performance linkage system.

Results-linked bonus is designed to fluctuate in accordance with the consolidated operating results in a single year and the degree of attainment against target values in the business of which each Director or Corporate Officer is in charge. As to a part of stock-linked compensation (PSU), TDK uses some consolidated performance indicators from the Medium-Term Plan, and adopts a system where the allocation ratio to be delivered fluctuates based on the degree of achievement of the targets, for the purpose of further increasing the linkage between remuneration for Directors and Corporate Officers and TDK's medium- to long-term performance and corporate value.

The guideline for the ratio of remuneration by type is as provided below.

Basic Remuneration: Results-Linked Bonus: Stock-Linked Compensation

1: approximately 0.6-1.0: approximately 0.8-1.6 (assuming 100% achievement of performance targets etc.)

“Procedures in determining the remuneration of Directors and Corporate Officers”

TDK has in place a Compensation Advisory Committee acting as an advisory body to the Board of Directors, which is chaired by an Independent Outside Director and of which a majority of the members are composed of Independent Outside Directors. The Committee examines the remuneration system and the level of remuneration pertaining to Directors and Corporate Officers of TDK, submits a report to the Board of Directors, and thereby contributes to the securing of transparency of the remuneration decision-making process and appropriateness of individual remunerations in light of corporate business performance, individual performance and general industry standards, among other factors.

The remuneration of Directors and Corporate Officers of TDK is discussed by the Compensation Advisory Committee and then resolved by the Board of Directors.

The details are posted on the website of TDK.

■Policies and Procedures in Determining the Remuneration of Directors and Corporate Officers of TDK

<https://www.tdk.com/en/ir/governance/remuneration/index.html>

(4) Board policies and procedures in the appointment/dismissal of the senior management and the nomination of director and audit & supervisory board member candidates

TDK has in place a Nomination Advisory Committee as an advisory body to the Board of Directors which is chaired by an Independent Outside Director and of which a majority of the members are composed of Independent Outside Directors.

This Nomination Advisory Committee discusses the conditions expected with regard to nominations for the posts of Director, Audit & Supervisory Board Member and Corporate Officer and makes nominations. In this way, it helps ensure the appropriateness of the elections of Directors, Audit & Supervisory Board Members and Corporate Officers, and the transparency of the decision-making process.

The independence of Outside Directors and Outside Audit & Supervisory Board Members is determined in accordance with the “Items to be verified regarding independence” established by TDK.

The Nomination Advisory Committee deliberates on the appropriateness of the policy, etc. for nomination of Directors and Corporate Officers on an annual basis and determines on the eligibility of Directors and Corporate Officers when they are newly appointed or reappointed. Also, the standards and procedures for dismissal of Directors and Corporate Officers during their term of office are provided in the Regulations of the Directors' Business and the Regulations of the Corporate Officers' Business.

(5) Explanations with respect to the individual appointments/dismissals of the senior management and the nominations of director and audit & supervisory board member candidates based on (4)

As to the explanations with respect to the individual appointments of Directors and Audit & Supervisory Board Members, please see the Notice of Convocation of Shareholders Meeting posted on the website of TDK.

■Notice of Convocation of the 130th Ordinary General Meeting of Shareholders

https://www.tdk.com/en/ir/ir_events/general/index.html

[Supplementary Principle 3-1-3 Disclosure of Initiatives on Sustainability]

(1) Initiatives on sustainability

TDK's sustainability initiatives are comprehensively disclosed on its website.

■TDK Sustainability Website

<https://www.tdk.com/en/sustainability/index.html>

We also prepare and disclose sustainability reports, primarily to investors, our customers, and other stakeholders who

require more detailed information.

https://www.tdk.com/en/sustainability/report/index_.html

(2) Investment in human capital and intellectual property

In its Integrated Report, TDK discloses comprehensive information on its management strategies and issues based on the corporate value creation cycle, and explains its investments, etc. in human capital and intellectual property.

■TDK Integrated Report

https://www.tdk.com/en/ir/ir_library/annual/index.html

TDK disclose our intellectual property strategy and others on our company website.

■TDK Intellectual Property

https://www.tdk.com/en/about_tdk/intellectual_property/index.html

(3) Initiatives on climate change

TDK discloses the status of its climate change initiatives on its website in accordance with the framework of the Task Force on Climate-related Financial Disclosures (TCFD) recommendations.

■Initiatives on climate change

https://www.tdk.com/en/sustainability/environmental_responsibility/tcf_d_tnfd[Supplementary Principle 4-1-1 Roles and Responsibilities of the Board (1) (Scope and Content of the Matters Delegated to the Management)]

TDK stipulates matters to be resolved or reported at the Meeting of the Board of Directors in its Regulations of the Board of Directors. Such matters include management policies, business plans, and important corporate acquisitions. Particular delegations of business execution authorities are stipulated in the Job Authority Regulations and the scope of the matters delegated is clarified thereby.

While matters required to be resolved at the Meeting of the Board of Directors under applicable laws and regulations or the Articles of Incorporation and decisions on important business execution shall be resolved at the Meeting of the Board of Directors, certain matters are delegated to the management (Corporate Officers) under the Job Authority Regulations to accelerate decision-making according to changes in the business environment.

[Principle 4-8 Effective Use of Independent Outside Directors]

TDK's basic policy is to elect Independent Outside Directors which account for the majority of the Directors, and at present, four out of seven Directors are Independent Outside Directors.

Independent Outside Directors advise on TDK's business in general from an independent standpoint based on their abundance of experience and broad perspective, and play a role to enhance the function of management decision-making and supervision.

Also, an Independent Outside Director serves as chair of the Board of Directors as part of TDK's efforts to enhance corporate governance.

Further, TDK has in place the Nomination Advisory Committee, the Compensation Advisory Committee and the Corporate governance committee, as advisory bodies to the Board of Directors to enhance independence, objectivity and accountability of the function of the Board of Directors regarding nomination and compensation of Directors and Corporate Officers. In addition, it is TDK's policy that each Committee is chaired by an Independent Outside Director and that more than half of the members of each Committee are composed of Independent Outside Directors. The Corporate Governance Committee consists of 4 independent outside directors and 3 internal directors, along with 1 corporate officers.

[Principle 4-9 Independence Standards and Qualification for Independent Outside Directors]

In order to secure the independence of Outside Directors and Outside Audit & Supervisory Board Members TDK invites, TDK has established the "Items to be verified regarding independence" of TDK with reference to such criteria as Rule 436-2 of the Securities Listing Regulation regarding securing Independent Directors/Audit & Supervisory Board Members and Rule III. 5. (3)-2 of the Guidelines Concerning Listed Company Compliance, both of which are stipulated by Tokyo Stock Exchange, Inc. The outline of these items is as follows.

■Items to be verified regarding independence

(1) In cases where the relevant Outside Director/Audit & Supervisory Board Member is a person concerned with the TDK Group

An Outside Director/Audit & Supervisory Board Member shall be judged not to be independent if either of the following cases applies to them at present or has applied to them during the past ten years.

(i) A Director of TDK or a subsidiary of TDK (except Outside Directors)

(ii) An Audit & Supervisory Board Member of TDK or a subsidiary of TDK (except Outside Audit & Supervisory Board Members)

(iii) A Corporate Officer of TDK or a subsidiary of TDK

(iv) An employee of TDK or a subsidiary of TDK

(2) In cases where the relevant Outside Director/Audit & Supervisory Board Member has a business relationship with TDK

An Outside Director/Audit & Supervisory Board Member shall be judged not to be independent if they are at present, or have been during the past three years, a party with a business relationship with TDK as described in (i) below, or a person who executes business for such a party, or if (ii) below applies to them at present or has applied to them during the past three years.

(i) Where it is recognized, objectively and reasonably, that such business relationship is necessary for, or has a substantial influence on, the continued operation of the TDK Group or the other party to such business relationship (where there is a high degree of dependence in the relationship, where the relationship is the source of 2% or more of consolidated net sales, or where the other party to the relationship receives money or other assets from the TDK Group other than remuneration for Director/Audit & Supervisory Board Member)

(ii) Where it is recognized within the TDK Group that the relevant Outside Director/Audit & Supervisory Board Member is involved in a business relationship with the other party to such business relationship

(3) In cases where the relevant Outside Director/Audit & Supervisory Board Member is a consultant, an accounting professional or a law professional

An Outside Director/Audit & Supervisory Board Member shall be judged not to be independent if any of the following cases applies to such person at present or has applied to such person during the past three years.

(i) Where it is recognized, objectively and reasonably, that the relevant Outside Director/Audit & Supervisory Board Member (including candidates for such position; the same shall apply hereinafter) cannot perform duties as an Independent Director/Audit & Supervisory Board Member because they receive money or other assets from the TDK Group other than remuneration for Director/Audit & Supervisory Board Member (where there is a high degree of dependence)

(ii) Where it is recognized, objectively and reasonably, that the relevant Outside Director/Audit & Supervisory Board Member cannot perform duties as an Independent Director/Audit & Supervisory Board Member because an organization to which such person belongs (hereinafter the "Relevant Organization") receives money or other assets from the TDK Group other than remuneration for Director/Audit & Supervisory Board Member (where this income is equivalent to 2% or more of total consolidated net sales)

(iii) Where the TDK Group has a high degree of dependence on a professional or a Relevant Organization, such as a case where services, etc., rendered by such parties are essential to the corporate management of the TDK Group or it would be difficult to find an alternative provider of the same services, etc.

(iv) Where it is recognized within the TDK Group that the relevant Outside Director/Audit & Supervisory Board Member is involved in the services, etc., provided by the Relevant Organization

(4) In the case of a close relative of the relevant Outside Director/Audit & Supervisory Board Member

An Outside Director/Audit & Supervisory Board Member shall be judged not to be independent if either of the following cases applies to their close relative (meaning a relative within the second degree of kinship (as defined under Japanese law)) at present or has applied to them during the past three years.

(i) A person to whom (2) or (3) above applies (except persons without material significance)

(ii) A person who executes business for TDK or a subsidiary of TDK (except persons without material significance)

As to qualification of Outside Director/Audit & Supervisory Board Member, reasons for nomination as a candidate for Outside Director/Audit & Supervisory Board Member are stipulated in the proposal regarding the election of Directors/Audit & Supervisory Board Members in the Notice of Convocation of Ordinary General Meeting of Shareholders.

[Supplementary Principle 4-10-1 Nomination and Compensation Advisory Committees]

TDK has in place a Nomination Advisory Committee and a Compensation Advisory Committee acting as advisory bodies to the Board of Directors, which are chaired by an Independent Outside Director and of which a majority of the members are composed of Independent Outside Directors. Each committee considers gender and other aspects of diversity and skills in its deliberations. In addition, the Nomination Advisory Committee deliberates on succession planning and considers candidates, and the status of such deliberations is shared with the Board of Directors.

TDK discloses its policies on the independence of the composition of committees, their authorities, roles, activities, etc. in its Basic Policy on Corporate Governance, Annual Securities Report (Status of Corporate Governance, etc.) and Integrated Report.

■ TDK Basic Policy on Corporate Governance

https://www.tdk.com/en/ir/tdk_management_policy/governance/index.html

■ Securities Report

https://www.tdk.com/en/ir/ir_library/report/index.html

■TDK Integrated Report

https://www.tdk.com/en/ir/ir_library/annual/index.html

[Supplementary Principle 4-11-1 Preconditions for Board of Directors and Audit & Supervisory Board Effectiveness (View on Balance, Diversity and Appropriate Board Size)]

TDK's basic policy is to have a small number of Directors to expedite the management decision-making, TDK established "TDK Basic Policy on Corporate Governance". The policy request to elect Independent Outside Directors which account for the majority of the Directors. The number of Directors shall be an appropriate number no more than ten in accordance with the Articles of Incorporation and currently seven Directors are in office.

The number of Audit & Supervisory Board Members shall be no more than five in accordance with the Articles of Incorporation and currently five Audit & Supervisory Board Members are in office.

As to the current Board composition, the total number of the Directors and Audit & Supervisory Board Members is twelve, out of which seven are Outside Directors or Outside Audit & Supervisory Board Members.

Directors are examined and nominated by the Nomination Advisory Committee based on the balance among knowledge, experience, skills, etc. as well as the diversity so that they can fulfill their roles and responsibilities effectively.

Thus far, Outside Directors have been elected among human resources who have diverse experience and expertise such as corporate managers, lawyers, etc. and Outside Audit & Supervisory Board Members have been elected among human resources who have diverse experience and expertise such as corporate managers, lawyers, accountants, etc.

TDK stipulates in the "TDK Basic Policy on Corporate Governance" that, The Board of Directors shall be composed in a manner that provides a well-balanced mix of knowledge, experience, and skills as a whole to effectively fulfill its roles and responsibilities, achieving both diversity—including gender, internationality, work experience, and age—and an appropriate size of the Board.

The skill matrix is disclosed in the Notice of Convocation of Shareholders Meeting.

■Notice of Convocation of the 130th Ordinary General Meeting of Shareholders

https://www.tdk.com/en/ir/ir_events/general/index.html

[Supplementary Principle 4-11-2 Preconditions for Board of Directors and Audit & Supervisory Board Effectiveness (Disclosure regarding Concurrent Duties of Directors and Audit & Supervisory Board Members)]

TDK stipulates in the "TDK Basic Policy on Corporate Governance" that each Director and Audit & Supervisory Board Member should limit the number of important concurrent positions of other companies to no more than three companies, excluding TDK.

TDK confirms positions of directors, audit & supervisory board members or the management held at other companies by Directors and Audit & Supervisory Board Members and approves them by resolution at the Meeting of the Board of Directors every term.

Further, positions held at other companies by Outside Directors and Outside Audit & Supervisory Board Members are also confirmed by the Nomination Advisory Committee every term.

Important concurrent positions held at other companies by Directors and Audit & Supervisory Board Members are disclosed in the Notice of Convocation of Shareholders Meeting and Annual Securities Report.

■Notice of Convocation of the 129th Ordinary General Meeting of Shareholders

https://www.tdk.com/en/ir/ir_events/general/index.html

■Securities Reports

https://www.tdk.com/en/ir/ir_library/report/index.html

[Supplementary Principle 4-11-3 Preconditions for Board of Directors and Audit & Supervisory Board Effectiveness (Analysis and Evaluation of Effectiveness and Disclosure of a Summary of their Results)]

TDK conducts an annual evaluation of the effectiveness of the Board of Directors in order to verify whether the functions expected of the Board of Directors are being appropriately performed and to improve them. In addition, in order to neutrally and objectively verify the effectiveness of these products, we request a third-party evaluation agency to evaluate them every certain period of time (aiming to be done once every three years). Since the evaluation was conducted by a third-party evaluation agency in the previous fiscal year (fiscal year ending March 2025), the Corporate Governance Committee (consisting of six directors, including four outside directors, and one corporate officer (General Manager of the Corporate Strategy HQ)), which is an advisory body to the Board of Directors, conducted the primary evaluation of the Board of Directors for the fiscal year ending March 2026. After discussions by the Board of Directors, the final evaluation was made.

■ Evaluation Process

(1)	<p>The Corporate Governance Committee reviewed and deliberated on the method and schedule for the effectiveness evaluation for the fiscal year ending March 2026 (September 2025). The details were also shared with the Board of Directors (October 2025 Board of Directors).</p>		
(2)	<p>The Corporate Governance Committee conducted an effectiveness evaluation questionnaire (anonymous) for all Directors (7 members) and all Audit & Supervisory Board Members (5 members) (December 2025).</p> <p>[Questionnaire Items (Major Items)]</p> <table border="0" style="width: 100%;"> <tr> <td style="width: 50%; vertical-align: top;"> <p>① Long-term management strategy and management issues and risks (questions and free answers)</p> <p>② Role and function of the Board of Directors (questions and free answers)</p> <p>③ Size and composition of the Board of Directors (questions and free answers)</p> <p>④ Operation of the Board of Directors (questions and free answers)</p> <p>⑤ Discussions at the Board of Directors meetings (questions and free answers)</p> <p>⑥ Composition and role of the Nomination Advisory Committee (questions and free answers)</p> <p>⑦ Operation of the Nomination Advisory Committee (questions and free answers)</p> <p>⑧ Composition and role of the Compensation Advisory Committee (questions and free answers)</p> </td> <td style="width: 50%; vertical-align: top;"> <p>⑨ Operation of the Compensation Advisory Committee (questions and free answers)</p> <p>⑩ Composition and role of the Corporate Governance Committee (questions and free answers)</p> <p>⑪ Operation of the Corporate Governance Committee (questions and free answers)</p> <p>⑫ Support system for Outside Directors (questions and free answers)</p> <p>⑬ Role of the Audit & Supervisory Board Members and expectations of the Audit & Supervisory Board Members (questions and free answers)</p> <p>⑭ Relationship with investors and shareholders (questions and free answers)</p> <p>⑮ Governance structure of TDK and effectiveness of the Board of Directors in general (free answers)</p> <p>⑯ Self-evaluation by Directors and Audit & Supervisory Board Members (free answers)</p> </td> </tr> </table> <p>*We conducted a multifaceted survey with detailed sub-items under the above major items.</p> <p>In the effectiveness evaluation questionnaire, some questions are fixed to allow for continuous comparison over time, while the content of the questions is reviewed annually to improve the quality of the evaluation. In addition, by providing many free-form fields, we actively incorporate diverse opinions and constructive suggestions that cannot be grasped by predetermined questions alone.</p>	<p>① Long-term management strategy and management issues and risks (questions and free answers)</p> <p>② Role and function of the Board of Directors (questions and free answers)</p> <p>③ Size and composition of the Board of Directors (questions and free answers)</p> <p>④ Operation of the Board of Directors (questions and free answers)</p> <p>⑤ Discussions at the Board of Directors meetings (questions and free answers)</p> <p>⑥ Composition and role of the Nomination Advisory Committee (questions and free answers)</p> <p>⑦ Operation of the Nomination Advisory Committee (questions and free answers)</p> <p>⑧ Composition and role of the Compensation Advisory Committee (questions and free answers)</p>	<p>⑨ Operation of the Compensation Advisory Committee (questions and free answers)</p> <p>⑩ Composition and role of the Corporate Governance Committee (questions and free answers)</p> <p>⑪ Operation of the Corporate Governance Committee (questions and free answers)</p> <p>⑫ Support system for Outside Directors (questions and free answers)</p> <p>⑬ Role of the Audit & Supervisory Board Members and expectations of the Audit & Supervisory Board Members (questions and free answers)</p> <p>⑭ Relationship with investors and shareholders (questions and free answers)</p> <p>⑮ Governance structure of TDK and effectiveness of the Board of Directors in general (free answers)</p> <p>⑯ Self-evaluation by Directors and Audit & Supervisory Board Members (free answers)</p>
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(3)	<p>The Corporate Governance Committee compiled the results of the above questionnaire and extracted common issues and issues. The details of the report were interimly reported by the Corporate Governance Committee to the Board of Directors and deliberated by the Board of Directors (December 2025 Board of Directors Meeting).</p>		
(4)	<p>The Chair of the Corporate Governance Committee (Representative Director, Vice President, Corporate Officer, and CFO) conducted individual interviews with each Director (excluding the Representative Director, President, Corporate Officer, and CEO) and each Audit & Supervisory Board Member, focusing on the important issues extracted through the above questionnaire. Interviews with the President, CEO, and Chair of the Corporate Governance Committee were conducted by the Chair of the Board of Directors, who is an independent outside director from the perspective of neutrality (December 2025 ~ February 2026).</p>		
(5)	<p>The Corporate Governance Committee compiled opinions collected through questionnaires and interviews in an anonymous format, and compiled them into the primary evaluation after deliberation and deliberation based on them. (March 2026). In addition, the results of this primary evaluation were reported to the Board of Directors, and the Board of Directors took into account the contents and deliberated multiple times to finalize the final evaluation (Board of Directors meetings in March and April 2026).</p>		

■ Primary Evaluation by the Corporate Governance Committee

The results of the primary evaluation by the Corporate Governance Committee are as follows.

(1) Summary of evaluation results

i) High effectiveness and continuous evolution

- The board culture is well established, and substantive and fulfilling deliberations are being conducted.
- The delegation of authority to the enforcement side and the ensurance of transparency are progressing, and further evolution in effectiveness is being observed.
- Engagement with employees has been improved through "open board" activities.
- Many honest opinions are given by board members to aim for even greater heights.
- There is a spiral up in governance due to PDCA.

ii) Effective engine design

- The current institutional design (company with a board of supervisors) is functioning effectively.
- Each organization (Board of Directors, Audit&Supervisory Board, and Advisory Committee) is functioning effectively.
- The size, composition, and membership qualifications of each institution are highly balanced and appropriate.
- The chairman, who is an independent outside director, contributes to the effectiveness of the board of directors.

iii) Active and substantive discussions

- Based on the annual policy of the Board of Directors, efficient and effective management is carried out.
- Active participation in discussions is carried out without distinction between internal and external directors and auditors.
- Substantive discussions are being held that will contribute to sustainable growth and the improvement of corporate value over the medium to long term.
- The discussions of the board of directors are reflected in business plans and measures, leading to the final improvement of management quality.

(2) Progress of efforts to address issues identified in the effectiveness evaluation of the previous fiscal year
The following issues reported in the previous fiscal year were listed as response items in the Board of Directors' management policy and annual plan, and efforts to improve them were recognized.

Challenge	Status of Initiatives
<p>(1) Continued discussions on medium- to long-term strategies at the Board of Directors meeting</p> <p>It is necessary for the Board of Directors to continue discussions to materialize a long-term growth strategy that looks beyond the medium-term management plan. Specifically, we will delve into discussions on the following topics. In addition, we will pay attention to clarifying the points to be discussed at the Board of Directors meeting and clarifying the content of the report.</p> <ul style="list-style-type: none"> • Business Portfolio Strategy • Strengthening corporate functions • Company-wide risk management • Group Governance • Including management development and diversity promotion <p>Particularly important pre-financial capital themes</p>	<p>At the Board of Directors, the management policy of the 130th Board of Directors and the annual agenda schedule of the Board of Directors (including off-site meetings) were formulated and implemented, incorporating the priority themes listed on the left.</p> <ul style="list-style-type: none"> • The Board of Directors actively discussed the progress of the medium-term management plan, company-wide issues (business portfolio management), group governance and risk management, and succession plans. • At the off-site meeting, effective discussions were held from a broad perspective on the themes of geopolitics and SX management, as well as business portfolio growth strategies. <p>In addition, the officer in charge of the HQ function report was to bundle the relevant functions and report and discuss from a corporate perspective, and the following was implemented.</p> <ul style="list-style-type: none"> • Report on pre-financial capital strategy and sustainability committee activities by the General Manager of the Corporate Strategy HQ • Technology development strategy report by CTO • Human capital strategy report by CHRO
<p>(2) Pursuit of an optimal governance system, including further strengthening of the audit system</p> <p>In order to further improve the governance function, we will continue to pursue the most suitable governance system and the composition of the Board of Directors for the Company. In order to respond to the expansion of global business scale and changes in social conditions, we will further strengthen the organizational audit system based on strengthening the internal audit department structure and strengthening cooperation with the Audit & Supervisory Board.</p>	<p>The Corporate Governance Committee and the Board of Directors discussed the optimal governance system on several occasions.</p> <p>In addition, with the aim of building an effective audit system at the global level, the Internal Audit Department took the lead in strengthening the "three-line model" to promote governance and risk management, and the establishment of an organizational audit system using regional headquarters (RHQ) was considered, and highly effective discussions were held at the Board of Directors.</p>

■ Final Evaluation by the Board of Directors

(1) Results of the Effectiveness Evaluation (Conclusion)

In this evaluation, the effectiveness of the Board of Directors is defined as "the Board of Directors appropriately fulfilling its expected roles and functions (management supervision, decision-making of important matters, etc.) in order to achieve sustainable growth of the Group and increase corporate value over the medium to long term." In addition to the status of the system in place to ensure these conditions, the evaluation was conducted from the perspective of whether appropriate deliberations and active and substantive discussions were being conducted, and whether the results led to an improvement in the quality of management.

Based on the primary evaluation by the Corporate Governance Committee, the Board of Directors of the Company confirmed that the effectiveness of the Board of Directors and its advisory committees (Nomination Advisory Committee, Remuneration Advisory Committee, and Corporate Governance Committee) is sufficiently ensured in terms of their size and composition, agenda and content of deliberations, status of discussions, and reflection in management.

Furthermore, we confirmed that we are continuously improving the effectiveness of the Board of Directors by making improvements based on the results of the evaluation by the Board of Directors in the previous fiscal year.

(2) Future issues

As a result of this evaluation of the Board of Directors, we have identified the following two main issues that need to be addressed in the future to further improve the effectiveness of the Board of Directors.

- i) Deepening the grand design and strategy for value creation for sustainable growth
 - Improving the resolution of long-term growth strategies to realize the long-term vision
 - Advancement of sustainability management through growth strategies sourced from pre-financial capital such as human capital and technology capital
- ii) Accelerating the enhancement of execution functions and the materialization of an optimal governance system through strengthening the monitoring function of the Board of Directors
 - Deepening strategic discussions at the Board of Directors from a medium- to long-term perspective and strengthening monitoring functions related to management strategies and risks and opportunities
 - Optimization of the global management system and improvement of the efficiency and function of corporate functions

Going forward, TDK will continue to improve the effectiveness of the Board of Directors in order to achieve its sustained growth and enhance its corporate value.

[Supplementary Principle 4-14-2 Training for Directors and Audit & Supervisory Board Members]

TDK properly provides Directors and Audit & Supervisory Board Members (including Outside Directors and Outside Audit & Supervisory Board Members) with opportunities for training (acquisition of necessary knowledge, appropriate updates, etc.) in order to ensure that they can appropriately fulfill their expected roles and responsibilities. The contents of the training are as follows.

(1) TDK properly provides Directors and Audit & Supervisory Board Members with opportunities to gain knowledge about TDK through visits to bases, factory tours, explanations about business conditions, etc. Also, TDK arranges external training services and request to participate internal study sessions, etc. to provide Directors and Audit & Supervisory Board Members with basic knowledge of laws and regulations, etc. related to their duties.

(2) TDK conducts a session to brief newly appointed Outside Directors and newly appointed Outside Audit & Supervisory Board Members on TDK's business, organization, governance, finances and the content of its Medium-Term Plan upon their assuming office.

[Principle 5-1 Policy for Constructive Dialogue with Shareholders]

TDK's policy is to make efforts to gain understanding regarding the financial conditions and management strategy, etc. of the TDK Group through constructive dialogue with shareholders and to take the following measures to achieve sustained growth and improve medium- to long-term corporate value of the TDK Group by reflecting valuable input from shareholders to the management.

(1) Appointing a member of the management or a Director regarding dialogue with shareholders
Representative Director, President & CEO, CFO and other senior management members have constant dialogues with investors, including, among others, domestic and overseas shareholders, and explain to them about management strategy of the TDK Group in principle, and other Directors (including Outside Directors) and Audit & Supervisory Board Members also respond to such dialogues to a reasonable extent.

(2) Measures to ensure positive coordination between internal departments

The department in charge of IR plays a central role in regularly exchanging information and cooperating among Corporate Officers in charge and other related persons of relevant departments.

(3) Measures to promote general investor meetings and other IR activities

In addition to regular quarterly financial results briefings, TDK holds medium- to long-term business

strategy meetings when the Medium-Term Plan is updated and promotes understanding of investors. TDK promotes disclosure of information as well by publishing a part of the materials on the website of TDK.

(4) Measures to relay to the senior management and the Board of Directors

Situations of dialogues with shareholders and investors are relayed to the Board of Directors at each quarterly financial closing, and feedback is provided to the management.

(5) Measures to control insider information when conducting such dialogue

TDK has established the Detailed Rules for Insider Trading Prevention as its internal rule and manage insider information properly by fully enforcing the said Rules and conducting educational activities.

[Status of Dialogue with Shareholders, etc.]

(1) Main Respondents to Dialogue with Shareholders]

President & CEO, CFO, and senior management engage in ongoing dialogue with shareholders and other investors in Japan and overseas, and other Directors (including Outside Directors) and Audit & Supervisory Board Members also respond to such engagements to a reasonable extent. In addition, the IR/SR Group, a department dedicated to investor and shareholder relations, takes the lead in conducting dialogues with numerous investors and shareholders.

(2) Overview of shareholders with whom dialogue has been held

With regard to the overview of shareholders, TDK conducts dialogues with shareholders and investors of various investment styles, such as growth and value, mainly institutional investors with active management in Japan and overseas. In addition, TDK conducts dialogues with a wide range of personnel, including fund managers, portfolio managers, sell-side and buy-side analysts, ESG managers, and those in charge of exercising voting rights.

(3) Main themes of dialogue and shareholder interests

The main themes of dialogue and issues of interest to shareholders include management policy, recognition of issues, financial strategies, progress in individual business strategies, progress in pre-financial initiatives including ESG, and responses to geopolitical risks. TDK is engaged in a constructive and active dialogue about these issues.

(4) Status of feedback of shareholder opinions and concerns to the management and the Board of Directors

The IR/SR group organizes the numerous opinions obtained and issues identified in dialogue with shareholders and investors, and reports quarterly to the Board of Directors, thereby strengthening feedback to the company.

(5) Details of matters incorporated based on feedback, if any

TDK is enhancing disclosure of information to meet the disclosure needs of shareholders and investors.

Specifically, TDK is promoting the enhancement of information management of pre-financial capital so that TDK can appropriately communicate how the activities about pre-financial capital contribute to the increase of corporate value. At the 128th Ordinary General Meeting of Shareholders held on June 21, 2024, a partial amendment proposal regarding the introduction of a retrospective stock-based compensation system was approved. This revised system includes a comprehensive evaluation mechanism that incorporates indicators related to the environment, society, and stock price. The purpose of this amendment is to share the benefits and risks of stock price fluctuations with shareholders, as well as to enhance the motivation to contribute to medium-term performance improvement and increase corporate value.

Details on the status of dialogue with shareholders is published in the Integrated Report.

■TDK Integrated Report

https://www.tdk.com/ja/ir/ir_library/annual/index.html

[Implementation of Management Conscious of Cost of Capital and Stock Price]

The medium-term management plan, which begins in the fiscal year ending March 31, 2025, was formulated as a three-year action plan to realize the long-term vision, backcasting from the long-term vision. In order to realize this long-term vision, we have positioned the current medium-term management plan period as a period for strengthening our business foundation. We believe that the tasks to be accomplished during this period are to strengthen the profitability of our core businesses and to deal with problem businesses. We believe that maximizing free cash flow (FCF) generation, reducing the cost of capital, and increasing the expected growth rate are important to enhance corporate value.

Based on this thinking, our new medium-term management plan, a period for strengthening our business foundation, has three pillars:

- ① Strengthen cash flow management
- ② Strengthen business portfolio management (strengthen ROIC management)
- ③ Evolution of the ferrite tree (strengthen pre-financial capital)

In the medium-term management plan, TDK have set Return on Invested Capital (ROIC) as one of the overall management objectives. We aim to achieve results that surpass the plan through the reliable execution of growth strategies in key businesses, portfolio strategies including addressing challenges in certain businesses, and strengthening pre-financial capital.

FY 2024, the target ROIC is 5.3% (with a Weighted Average Cost of Capital, WACC, of 7%).

FY2027, the target ROIC is 8% or higher.

Long-term vision, the target ROIC is 12% or higher.

In business portfolio management, TDK have set a minimum hurdle rate of 10% for return on invested capital. TDK will concentrate management resources on businesses that exceed this rate or are expected to have future growth. For "priority monitoring businesses" that fall below the hurdle rate and have concerns about future growth, TDK will conduct appropriate monitoring and implement prompt measures for turnaround. Additionally, from the perspective of being the best owner, TDK will consider the competitiveness and sustainability of businesses, even if they are profitable in terms of operating profit margin, and strengthen proactive portfolio management.

Through these initiatives, TDK aim to improve the return on invested capital for the entire company, secure a constant investment capacity for allocating resources to growth areas, and enhance the balance of the business portfolio by improving opportunities for optimal investment in growth businesses.

The above information is disclosed in the Integrated Report.

■TDK Integrated Report

https://www.tdk.com/ja/ir/ir_library/annual/index.html