



January 28, 2026

To whom it may concern

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Announcement Regarding Transition to a Company with a Nominating Committee, etc. and Changes in Directors and Executive Officers after transition

EXEDY Corporation (the "Company") hereby announces that it has resolved, at a meeting of the Board of Directors held on January 28, 2026, transition to a Company with a Nominating Committee, etc., subject to approval at the ordinary General Meeting of Shareholders scheduled to be held in June 2026 (hereinafter referred to as the "Ordinary General Meeting of Shareholders").

The Company also announces that its Board of Directors has decided changes in Directors and Executive Officers after transition to a Company with a Nominating Committee, etc.

The changes in Directors and Executive Officers will be implemented upon resolution at this Ordinary General Meeting of Shareholders and at the meeting of the Board of Directors to be held at this Ordinary General Meeting of Shareholders.

1. Transition to a Company with a Nominating Committee, etc.

(1) Purpose of Transition

In order to achieve sustainable growth and increase corporate value over the medium- to long-term, The EXEDY Group has been working on corporate governance reforms, such as delegation of authority to executive officers, appointing independent outside directors to comprise the majority of the Board of Directors and establishing voluntary Nominating Committee and Compensation Committee, with the aim of realizing prompt and decisive decision making while ensuring management transparency.

As a result of further discussions at the Board of Directors regarding the management structure amidst the drastic changes in the business environment in recent years, The company have decided to transitioning from a company with a board of corporate auditors to a company with a nominating committee, etc.

By transitioning to a company with a nominating committee, etc. the Company will further clarify the roles of supervision and execution in management.

While the Company aim to speed up the decision-making process in business execution by substantial delegation of authority from the Board of Directors to Executive Officers, the Company will strengthen the supervisory function from the perspective of independence and objectivity and improve management transparency by establishing three statutory committees in which independent outside directors make up the majority.

(2) Timing of transition

At this Ordinary General Meeting of Shareholders, the Company plan to adopt the transition to a company with a nominating committee, etc., after obtaining approval for the amendments to the Articles of Incorporation necessary for the transition.

(3) Others

Details of the amendment to the Articles of Incorporation to be submitted to this Ordinary General Meeting of Shareholders will be announced as soon as they are determined.

Note: This document has been translated from the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

2. Changes in Directors and Executive Officers due to Transition to a Company with a Nominating Committee, etc.

(1) Candidates for Directors (To be proposed at this Ordinary General Meeting of Shareholders)

Name	Current Position
Tetsuya Yoshinaga	Representative Director, President (Chief Executive Officer)
Hiroshi Toyohara	Representative Director, Senior Executive Managing Officer, Executive General Manager of Corporate Strategy Promotion Headquarters
Yuzuru Hirose	Director, Executive Managing Officer Executive General Manager of Strategic Business Headquarters
Toshiki Takano	(Independent Outside Director)
Takashi Hayashi	(Independent Outside Director)
Fukuko Inoue	(Independent Outside Director)
Kimiko Ito	(Independent Outside Director)

*There are no new or retiring directors.

(2) Scheduled Structure of the Nominating, Compensation and Audit Committee (To be discussed at the Board of Directors meeting following this Ordinary General Meeting of Shareholders)

Name	Nominating Committee	Compensation Committee	Audit Committee
Tetsuya Yoshinaga	Member	Member	-
Toshiki Takano	Member	Member	Chairperson
Takashi Hayashi	Chairperson	Member	Member
Fukuko Inoue	Member	Chairperson	Member
Kimiko Ito	Member	Member	Member

(3) Retirement Corporate Auditor (To be retired at the end of this Ordinary General Meeting of Shareholders)

Name	Current Position
Ryu Suzuki	Standing Corporate Auditor
Tadashi Fukuda	Outside Corporate Auditor
Satoshi Tsubota	Outside Corporate Auditor

(4) Candidates for Executive Officers (to be proposed at the Board of Directors meeting following this Ordinary General Meeting of Shareholders)

Name	New Position	Current Position
Tetsuya Yoshinaga	Director, Representative Executive Officer, President (Chief Executive Officer)	Representative Director, President (Chief Executive Officer)
Hiroshi Toyohara (Promotion)	Director, Representative Executive Officer, Executive Vice President, Executive General Manager of Corporate Strategy Promotion Headquarters	Representative Director, Senior Executive Managing Officer, Executive General Manager of Corporate Strategy Promotion Headquarters

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Name	New Position	Current Position
Yuzuru Hirose (Promotion)	Director, Senior Executive Managing Officer Executive General Manager of Strategic Business Headquarters	Director, Executive Managing Officer Executive General Manager of Strategic Business Headquarters
Junji Yamakawa (Promotion)	Senior Executive Managing Officer, Executive General Manager of Purchasing Headquarters	Executive Managing Officer, Executive General Manager of Purchasing Headquarters
Hisashi Honjo	Executive Managing Officer, Executive General Manager of Development Headquarters	Executive Managing Officer, Executive General Manager of Development Headquarters
Yoshihiro Yamamura	Executive Officer, Deputy Executive General Manager of Corporate Strategy Promotion Headquarters	Senior Executive Officer Deputy Executive General Manager of Corporate Strategy Promotion Headquarters
Masaru Endo	Executive Officer, Officer stationed in Thailand	Senior Executive Officer, Officer stationed in Thailand
Tatsuyuki Aoki	Executive Officer, Leader of Project C	Executive Officer Leader of Project C
Yoichi Yoshida	Executive Officer, Executive General Manager of Core Business Headquarters Ueno Division General Manager	Executive Officer, Executive General Manager of Core Business Headquarters Ueno Division General Manager
Kozo Uno	Executive Officer, Officer stationed in China	Executive Officer, Officer stationed in China
Naohiro Terada	Executive Officer, Executive General Manager of Sales Headquarters	Executive Officer, Executive General Manager of Sales Headquarters
Kazunori Kusamizu	Executive Officer, Officer stationed in India	Executive Officer, Officer stationed in India

*The Current Executive Officer system will be abolished.