



FOR IMMEDIATE RELEASE

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Released on March 27, 2026 in Kyoto, Japan

Future Nomination of Director Candidates for New Nidec

Nidec Corporation (the “Company”), as part of its efforts to strengthen corporate governance based on the report of the Third-Party Committee published on March 3 as well as the Improvement Plan and the Status Report published by the Company on January 28, is revising the composition of its Board of Directors so that the Board can perform its functions effectively by including directors who possess diverse knowledge, experience, and expertise. In advance of the 53rd Annual General Meeting of Shareholders, the Company will, as set forth below, revise its policy for appointing directors and the criteria for their appointment and dismissal, and has reviewed the composition of the Nomination Committee as of March 26 to ensure that director candidates are nominated with a higher degree of fairness and objectivity.

1. Changes to the Composition of the Nomination Committee

(1) Effective Date: March 26, 2026

(2) Post-Change Structure

The composition of the Nomination Committee will be changed as shown in the table below.

With respect to Representative Director and Chief Executive Officer (CEO) Mr. Kishida, the Board of Directors has resolved, from the perspective of further enhancing the fairness and objectivity of the process for nominating director candidates, that he will be removed from the Nomination Committee.

Post-Change (53rd Fiscal Year)			Pre-Change (53rd Fiscal Year)		
Chair	Outside Member of the Board of Directors	Takako Sakai	Chair	Outside Member of the Board of Directors	Takako Sakai
Member	Outside Member of the Board of Directors	Hiroshi Yoshii	Member	Representative Director and President CEO	Mitsuya Kishida
Member	Outside Member of the Board of Directors	Yayoi Komatsu	Member	Outside Member of the Board of Directors	Hiroshi Yoshii
Member	Outside Member of the Board of Directors	Aya Yamada	Member	Outside Member of the Board of Directors	Yayoi Komatsu
			Member	Outside Member of the Board of Directors	Aya Yamada

2. Revision of the Policy for the Appointment of Directors and the Criteria for Their Appointment and Dismissal

(1) Effective Date: April 1, 2026

(2) Details of the Revision

As set forth in the attached document.

3. Nomination Process for Candidates for the Next Term of Directors

The Company will clarify requirements for the composition of the Board of Directors, including corporate management experience and accounting expertise, thereby ensuring transparency and consistency in the director appointment and dismissal process. At the same time, the Company will revise its criteria for the appointment and dismissal of directors to incorporate considerations such as ethical standards, compliance, sound management discipline, and medium- to long-term human resource development.

In addition, the Nomination Committee will, based on the revised appointment and dismissal criteria, identify candidates with the requisite qualities, expertise, and experience from a broad pool that includes external candidates. The Committee will carefully conduct interviews, evaluations, and deliberations with diverse candidates, including individuals with experience in managing listed companies and accounting professionals who can contribute to strengthening the Company's governance—and will select director candidates through a process that enhances independence from the current management and ensures a high degree of fairness and objectivity.

Going forward, the Nomination Committee will strive to build an optimal Board of Directors and management structure that maximizes the Company's corporate value and meets the expectations of shareholders and a wide range of other stakeholders.

End

(Attachment)

<Policy on the Appointment of Directors>

To enhance the global competitiveness of the Company's Group and ensure that the Board of Directors functions efficiently and effectively, appointments to the Board of Directors shall be made with due consideration to diversity of knowledge, experience, and expertise, as well as the overall composition of the Board. In addition, to increase sustainable corporate value through addressing social issues via its business activities, the Company shall appoint individuals who possess a strong sense of corporate ethics and compliance and who can contribute to improving the soundness and transparency of management, taking into account the selection criteria for the relevant position and other relevant factors.

<Criteria for Selection of Director Candidates>

Candidates for directors (including directors who are members of the Audit and Supervisory Committee) must satisfy all of the following:

- (1) Possess excellent character and judgment, respect market discipline, and maintain high ethical standards.
- (2) Be able to make fair judgments from a neutral and objective standpoint, effectively supervise execution, and determine the direction of management strategy.
- (3) Possess sufficient experience and expertise to meet the expectations of a broad range of stakeholders and to contribute to the sustainable growth of the Company's Group and the enhancement of corporate value over the medium- to long-term while leveraging the Company's strengths, and be able to actively provide input and recommendations at Board meetings.
- (4) Not fall under any of the disqualification grounds for directors set forth in Article 331, Paragraph 1 of the Companies Act.

Candidates for outside directors must, in addition to the above, satisfy the independence criteria set forth in the "Independence Criteria for Outside Directors" set forth below.

Candidates for internal directors must, in addition to the above criteria, possess the qualities necessary to balance the execution of management decisions and the supervision of business execution.

<Independence Criteria for Outside Directors>

A person shall be deemed to be independent if none of the following apply:

- (1) Affiliation with the Group: A person who is, or has been within the past ten (10) years, an executive (Note 1) of the Company or any of its consolidated subsidiaries (collectively, the "Group").
- (2) Major Shareholder: A shareholder who directly or indirectly holds 10% or more of the total voting rights of the Company, or an executive of such a shareholder.
- (3) Major Business Partner (to the Group): A person for whom the Group is a major business

(Attachment)

- partner (Note 2), or an executive of such a person.
- (4) Major Business Partner (of the Group): A major business partner of the Group (Note 3), or an executive thereof.
 - (5) High-Remuneration Specialist: A consultant, accounting professional, or legal professional who (i) has received from the Group monetary or other property benefits—other than compensation for directors—exceeding JPY 10 million per year within the past three fiscal years, or (ii) belongs to a corporation, partnership, or other organization that has received from the Company’s Group payments exceeding 2% of such organization’s total annual revenue within the past three fiscal years.
 - (6) Reciprocal Directorship: An executive of a company that accepts directors or corporate auditors (whether full-time or part-time) from the Group.
 - (7) Affiliated Audit Firm: A person affiliated with the accounting auditor of the Group.
 - (8) Recipient of Significant Donations: An executive of an organization that has received donations or grants from the Group, within the past three fiscal years, exceeding JPY 10 million per year or 2% of the total revenue of such organization.
 - (9) Close Relatives: A spouse or a relative within the second degree of kinship of any person falling under any of items (1) through (8) above (limited to material persons).
 - (10) Tenure: A person whose cumulative tenure as an outside director of the Company exceeds ten (10) years.
 - (11) Other: In addition to the foregoing items, any other person who is reasonably determined to have special circumstances that may give rise to a conflict of interest with general shareholders.

(Notes)

- 1. “Executive” means an executive director, executive officer, Vice President, or any other officer or employee who executes the business of a corporation or other entity.
- 2. A “person for whom the Group is a major business partner” means a person who, in any of the past three fiscal years, has received payments from the Group amounting to 2% or more of such person’s consolidated annual net sales.
- 3. A “major business partner of the Group” means a person who, in any of the past three fiscal years, has made payments to the Group amounting to 2% or more of the Company’s consolidated annual net sales.

<Criteria for Dismissal of Directors>

- (1) Where it becomes evident that a director clearly fails to satisfy the selection criteria.
- (2) Where there has been misconduct or a material violation of laws, regulations, the Articles of Incorporation, or other internal rules.

End