[Translation for Reference and Convenience Purpose Only]

Corporate Governance Report

CORPORATE GOVERNANCE Renesas Electronics Corporation

Last Update: October 21, 2024

Renesas Electronics Corporation
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The corporate governance of Renesas Electronics Corporation (hereinafter "Renesas" or the "Company") is described below.

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

1. Basic Views

Based on the following Corporate Governance Policy, the Renesas Group strives to be a company that is trusted by society by maintaining sound relationship with any and all stakeholders including local communities, customers and business partners in order to fulfill our social responsibility as a company.

【Corporate Governance Policy】

Based on our "Purpose", "To Make Our Lives Easier", we are committed to build a sustainable future where technology helps make our lives easier by developing a safer, healthier, greener, and smarter world to provide intelligence to our four focus growth segments: Automotive, Industrial, Infrastructure, and IoT. To achieve our Purpose, we aim to respond flexibly to changes, solve issues, and continue to create value in a sustainable way based on the "Renesas Culture", a guideline of conduct for all of our activities, behavior and decision-making, which consists of five elements. Based on Renesas Culture, we aim for continuous growth and enhancement of corporate value over the mid- to long-term. In addition, we aim to co-exist and co-prosper with every stakeholder in order to create long-term sustainable value as a responsible global company. In order to achieve this, we must thrive in the rapidly-changing, competitive global semiconductor marketplace, and continue to satisfy the expectations of all of our stakeholders and to grow with profit expansions. We will continue to solidify our business foundation as a global semiconductor company by honing technological advancement as well as supplying excellent semiconductor products and optimized solutions through elaborate marketing and sales activities. We recognize the importance to build a corporate governance structure and system that enables transparent, fair, quick and resolute decision-making. We will remain committed to enhance and strengthen our corporate governance structure and system through various measures such as communication and cooperation with our stakeholders including shareholders, appropriate information disclosure, ensuring appropriate delegation of authority and highly effective oversight functions.

【Our Purpose】

To Make Our Lives Easier

At Renesas we continuously strive to drive innovation with a comprehensive portfolio of microcontrollers, analog and power devices. Our mission is to develop a safer, healthier, greener, and smarter world by providing intelligence to our four focus growth segments: Automotive, Industrial, Infrastructure, and IoT that are all vital to our daily lives, meaning our products and solutions are embedded everywhere.

【Renesas Culture】

Transparent

The leadership team's strategy and policy, the company's current situation, as well as the issues and thoughts of each business organization should be well understood among employees. This is also tightly connected to the "Agile" and "Entrepreneurial" elements described below, and we believe it is fundamental for the success of every individual and organization.

Agile

In order to respond to changes in a timely manner, it is necessary to identify the likely outcomes and implications as quickly as possible, make decisions quickly, and rapidly take or correct actions. We must recognize situations, make decisions and act at a high velocity. When a follow-up regarding a task is made from inside and outside the company, employees should understand they are not being "Agile".

Global

Not only the markets that we operate in, but also our customers and our competitors are global, and in order to thrive in this global environment, it is essential for us to have a global perspective. It is true we need better language skills, but there are many other simple steps we can take to facilitate communication, such as organizing discussion agenda, issues, alternative solutions in advance. In particular, numbers are useful as words. Whenever possible, use numbers and data to communicate, and try to share information more smoothly.

Innovative

In order for Renesas to provide "Innovative" technologies and products and continue to create sustainable social value, it is essential to practice "Innovative" way of conducting business and of thinking. Each and every one of our employees should embody "Innovation" using their imagination and creativity to improve their work and contribute to the realization of a better society.

Entrepreneurial

Individual employees should act professionally, voluntarily, and independently as if they are "running their own business" and are responsible for the results they deliver. Based on our strategies and policies as a company, we aim to develop employees who can think freely and create new value, without being constrained by existing concepts.

【Reasons for Non-compliance with the Principles of the Corporate Governance Code】

The Company complies with all principles of the Corporate Governance Code.

【Disclosure Based on the Principles of the Corporate Governance Code】

【Principle 1.4: Cross-Shareholdings

<Policies for Cross-Shareholdings>

The Company classifies investment shares into 2 categories, i.e., investment shares which the Company owns for pure investment purpose with expectation to receive profits from stock price fluctuations or dividends, and investment shares which the Company owns for the purpose other than pure investment. The Company will own investment shares for the purpose other than pure investment, only if the Company determines that it will contribute to improve the corporate value in terms of business alliances such as joint development or maintenance and strengthening of business relationships.

The Board of Directors of the Company verifies the rationality of continued holding itself and the number of holding shares comprehensively considering matters such as the purpose of holding each investment share, the transaction status and the financial status of the investee, and the return (including benefits gained by related businesses) and risks associated with holding such investment shares.

As of December 31, 2023, the Company owns 12 investment shares for purposes other than pure investment. Please also refer to our annual securities report posted on our website for details:
<https://www.renesas.com/about/investor-relations/security>

As of the submission date of this report, the Company does not own other companies' share for the purpose of so-called cross-shareholding.

<Voting rights exercise standard of strategic investments>

The Company will exercise the voting rights for investment shares owned by the Company appropriately as a shareholder after verifying the investee companies' business policies and management strategies as well as their initiatives to improve mid to long term corporate value, from the perspective of sustainable growth of investee companies and improvement of the corporate values of both the Company and investee companies.

【Principle 1.7: Related party transactions】

For the overview of the procedures which secures the appropriateness of related party transactions, please refer to Article 8 of our Corporate Governance Guidelines:
<https://www.renesas.com/document/gde/corporate-governance-guidelines>

【Supplementary Principle 2.4.1: Policy to ensure diversity, policy for human resources development and internal environment development to secure diversity, voluntary and measurable goals regarding diversity and their status】

Please refer to "Employee Growth and Engagement" in our web site "Sustainability at Renesas"
<https://www.renesas.com/about/company/sustainability/engagement>

【Principle 2.6: Roles of Corporate Pension Funds as Asset Owners】

The Company has established the Renesas Corporate Pension Fund to operate the defined benefit plan, which manages the reserve fund by providing the investment trustee institution with the basic investment policy established by the Pension Fund.

Because the management of the Pension Fund may impact stable asset formation for employees and the financial standing of the Company, the Pension Fund strives for proper and efficient management and regular monitoring, utilizing the knowledge of the external experts and consultants including actuaries whom the Pension

Fund concludes advisory contracts.

For the proper management of the Pension Fund, the Company implements various measures from both human resources and operation perspectives such as: appointment of the appropriate person with experience and abilities from the Company as an executive officer of the Pension Fund who is in charge of the fund management; and the attendance of the executive of the Finance Division at the Asset Management Committee hosted by the Pension Fund.

In addition, to prevent possible conflicts of interest between the beneficiaries of the Pension Fund and the Company, the Pension Fund entrusts the investment trustees with the decision to select investees and exercise voting rights on investees.

【Principle 3.1 (i): Business principles, business strategies and business plans】

Please refer to Article 1.1. “Basic Views” of this report for our business principles.

【Principle 3.1 (ii): Basic views and guidelines on corporate governance based on each principles of the principles of the Code】

Please refer to Article 1.1. “Basic Views” of this report.

【Principle 3.1 (iii): Board policies and procedures in determining the compensation of the executive management and directors】

Please refer to “Compensation for Directors and Executive Officers” section” in “II.1. Organizational Composition and Operation” of this report for the compensation of directors.

【 Principle 3.1 (iv): Board policies and procedures in the appointment/dismissal of the senior management and the nomination of directors candidates】

Please refer to Articles 16, 18, 21 and 22 of our Corporate Governance Guidelines:
<https://www.renesas.com/document/gde/corporate-governance-guidelines>

【 Principle 3.1 (v): Explanations with respect to the individual appointments/dismissals and nominations】

For the reason for appointment of each director, please refer to Proposal No4. “Election of six directors” in the reference document of “Convocation Notice” for the 22nd Annual General Meeting of shareholders (English Translation) which is posted on our website:
<https://www.renesas.com//document/oth/notice-22nd-annual-general-meeting-shareholders?ir_ts=1710420169863&r=1320231>

The reason for selection as Executive Officer is as follows:

Hidetoshi Shibata

The Company selected Mr. Hidetoshi Shibata as an Executive Officer with the expectation that he would enhance corporate value by demonstrating leadership skills to expedite the Company’s decision-making process and strengthen the Company’s ability to propose semiconductor solutions, based on his abundant knowledge, experience and achievements cultivated through varied and global management experiences. He has led the overall management of the Company and achieved a sustained enhancement of the corporate value of the Company as the Representative Director, President and CEO.

【Supplementary principle 3.1.3: Disclosure of sustainability and TCFD initiatives】

Since the launch of our sustainability website in November 2020, Renesas has been providing all stakeholders with information on our commitments and initiatives on realizing a sustainable society, mainly regarding “Environmental Activities”, “Human Resources”, “Supply Chain”, “Innovation”, “Governance”, “Product Quality”, and “Social Contribution Initiatives”.

In terms of environmental activities, Renesas has signed up to support the Task Force on Climate-related Financial Disclosure (TCFD) and joined the Japan-based TCFD Consortium in April 2021. By supporting such initiatives, we will commit to transparent information disclosure that focuses on analyzing the risks and opportunities brought by climate change. In September 2022, following the proposal by TCFD, we analyzed and considered the impact on our business and our initiatives from the four perspectives of “Governance”, “Strategy”, “Risk Management” and “Indicators and Targets”, and disclosed the result on our website. Based on these results, we will establish a business strategy that further considers climate change and make business decisions that will reduce risks and maximizes opportunities brought by climate change. For more information on the Group’s environmental initiatives and other sustainability efforts, visit:

https://www.renesas.com/about/company/sustainability

【Supplementary principle 4.1.1: The scope and content of the matters delegated to the management】

The Company transitioned its governance structure from “a Company with a Board of Corporate Auditors” to “a Company with Nomination Committee, etc.” with a resolution of 22nd Annual General Meeting of Shareholders held on March 26, 2024. This transition is aiming for a monitoring model-type corporate governance system. Delegating substantial authority over business execution to Executive Officers (*shikko yaku*) under this system will enable acceleration and efficiency in management. Please also refer to Articles 14, 15, 21, 22 and 23 of our Corporate Governance Guidelines:

<https://www.renesas.com/document/gde/corporate-governance-guidelines>

Major items which require the resolution of Board of Directors other than those specified in our Articles of Incorporation and applicable laws and regulations are fundamental management policy (mid-term management plan, annual operating plan, basic policy on management of subsidiaries, etc.) and M&A matters.

【Principle 4.9: Independence Standards and Qualification for Independent Directors】

To ensure that the corporate governance of the “Company” is conducted with the appropriate level of objectivity and transparency, the Company has established a standard for determining whether Outside Directors are sufficiently independent, i.e., there is no possibility for a conflict of interest with the Company.

Therefore, only those individuals who meet the requirements of the Japanese Companies Act and the independence criteria set forth by the Tokyo Stock Exchange, and who do not fall within any of the categories and standard stipulated in the Standard for the Independence of Outside Directors are deemed to have sufficient independence to serve as the Outside Directors of the Company.

For the purpose of this standard, the term “Officer” means Director, Executive Officer (*shikko yaku*), Corporate Auditor or the equivalent in accordance with the laws and regulations of applicable jurisdictions, and the term “Employee” includes Executive Corporate Officers.

Please refer to our website for the Standard for the Independence of Outside Directors.

<https://www.renesas.com/document/gde/standard-independence-outside-officers>

【Supplementary Principle 4.11.1: View on a board structure】

Please refer to Article 16 of our Corporate Governance Guidelines.
<https://www.renesas.com/document/gde/corporate-governance-guidelines>

【Supplementary Principle 4.11.2: Concurrently position of directors】

Please refer to our "22nd Securities Report" posted on our website for the situation of concurrent position of Directors.
<https://www.renesas.com/about/investor-relations/security>

【Supplementary Principle 4.11.3: Summary of the evaluation of board effectiveness】

The Company evaluated the effectiveness of the Board of Directors ("the Board" in this item) for the fiscal year ending December 31, 2023, to further enhance the Board's effectiveness as follows:

<Evaluation Methods>

- The Company obtained advice and support from a third-party advisor to ensure transparency and objectivity of the evaluation and conducted evaluation in the following manner.
  (1) Conducted a questionnaire survey to all five directors and analyzed the responses.
    - The evaluation items and questions in the questionnaire were prepared based on the advice from the third-party advisor.
    - The responses to the questionnaire were collected and analyzed the third-party advisor. The third-party advisor also conducted, as necessary, interviews with directors on the responses and review of the past agendas, minutes and other materials of the Board and its advisory bodies (Nominating Committee and Compensation Committee).
  (2) Based on the results of the abovementioned survey and analysis, and based on the advice of the third-party advisor, the Board conducted a comprehensive self-evaluation through an exchange of opinions among all directors at a Board meeting.

<Key Evaluation Items>

The main items reviewed and evaluated in the process are as follows:

(1) Overall evaluation of the effectiveness of the Board as a whole
(2) Composition of the Board
(3) Preparation and support system for Board meetings
(4) Discussion and facilitation at Board meetings
(5) Contribution of each Board Director
(6) Activities of Nomination Committee and Compensation Committee
(7) Board's monitoring of the management team's activities
(8) Succession planning (CEO, management team and Board)
(9) Fulfilment of other Board's responsibilities
(10) Other related matters

<Results>

- It was confirmed by the Board that the Board has been effectively functioning.
- In particular, the following items were confirmed to have further improved from the FY2022 Board Effectiveness Evaluation, and reaffirmed as strengths of the Company's Board:
  (1) The agendas of Board meetings are well structured and address an appropriate and sufficient range of issues for consideration.
  (2) The volume, level, and type of information that the directors receive for Board meetings are appropriate,

timely, and sufficient for the effective operation of the Board.

(3) The Chairman of the Board facilitates the discussions in Board meetings appropriately.

<The status of the challenges identified in FY2022 Board Effectiveness Evaluation>

- It was confirmed by the FY2023 Board Effectiveness Evaluation that the following items which were identified as challenges in the FY2022 Board Effective Evaluation have been improved.
  (1) Improvement of the quality of discussions at the Board meetings and appropriate agenda setting.
  (2) Establishment of a framework for the succession planning for the CEO and management team.
- The following item which was identified as a challenge in the FY2022 Board Effective Evaluation was reconfirmed as the challenges need to be addressed.
  (3) Further effective composition of the Board

<Future Actions>

- Based on the results of the evaluation, the Board confirmed to address the following issues with emphasis in order to further improve the effectiveness of the Board.
  (1) Implementation of regular peer reviews and feedback among directors to further contribute to the Board's discussions and promote understanding of each director's roles.
  (2) Continued consideration of Board candidates to achieve an optimal composition of the Board.
- The Company will continue to work on strengthening the effectiveness of the Board and corporate governance based on the results of the FY2023 Board Effectiveness Evaluation in order to further enhance corporate value.

【Supplementary Principles 4.14.2: Training policy for Directors】

Please refer to Article 26-2 of our Corporate Governance Guidelines.
<https://www.renesas.com/document/gde/corporate-governance-guidelines>

【Principle 5.1: Policy for Constructive Dialogue with Shareholders】

Please refer to Article 6 of our Corporate Governance Guidelines and its Attachment.
<https://www.renesas.com/document/gde/corporate-governance-guidelines>

【Principle 5.2: Establishing and Disclosing Business Strategies and Business Plans】

In order to achieve sustainable growth and increase of corporate value, the Company is implementing various initiatives aiming for efficient use of capital. The Company uses WACC (Weighted Average Cost of Capital) as capital cost indicator and monitors WACC to ensure that ROIC (Return On Invested Capital) constantly exceeds the capital cost. In case where the Company make decisions on the execution of individual investment case, the Company manages its business with consciousness of capital efficiency such as by applying hurdle rates that exceed the capital cost.

【Supplementary principle 5.2.1: Basic policy on the business portfolio and reviewing status for the business portfolio】

Please refer to the "Analyst Day / Progress Update" and earnings documents available on our website.
<https://www.renesas.com/about/investor-relations>

(Implementation Status for other principles which are required to explain)

【Principle 1.3: Basic Strategy for Capital Policy】

The Company believes the improvement of profitability taking Gross Margin ratio and Operation Margin as KPI

(Key Performance Indicator) will lead improvement of our strong financials. We are aiming to maintain 50 to 55 % in Gross Margin ratio and 25 to 30% in Operating Margin ratio in mid to long term. In addition, from the revenue growth viewpoint. We are aiming to achieve the growth more than our Serviceable Available Market (SAM). Furthermore, on September 28, 2022, at the Progress Update (our Analyst Day), the company disclosed to aim to achieve revenue of above $20 billion, and 6 times our current market capitalization compared to January 2022 by 2030. We will review and revise this strategic mid to long range plan along with the expansion and enhancement of our business portfolio and continuous optimization of manufacturing structure as appropriately.

In addition, our basic policy on profit return to shareholders are to return a part of profit by appropriate and efficient manner while aiming to keep adequate internal reserve for the research and development activity for new product and capital investment from the viewpoint of maximization of company value and realize strong financial capability. We will decide the amount of dividend for each business period considering various factors into consideration such as consolidated and non-consolidated retained earnings, consolidated net income, forecast of net income and cash flow for the following business periods, etc.

2. Capital Structure

Foreign Shareholding Ratio	More than 30%

【Status of Major Shareholders】 Updated

Name / Company Name	Number of Shares held (shares)	Percentage of Shares held (%)
The Master Trust Bank of Japan, Ltd. (Trust Account)	251,641,900	14.02
Custody Bank of Japan, Ltd. (Trust Account)	104,538,900	5.82
STATE STREET BANK AND TRUST COMPANY 505001	79,643,113	4.43
TOYOTA MOTOR CORPORATION	75,015,900	4.18
DENSO CORPORATION	75,015,825	4.18
JP MOGRAN CHASE BANK 385632	50,508,303	2.81
GIC PRIVATE LIMITED - C	48,178,713	2.68
STATE STREET BANK WEST CLIENT -TREATY 505234	33,698,608	1.87
THE BANK OF NEW YORK MELLON 140040	32,439,672	1.80
STATE STREET BANK AND TRUST COMPANY 505103	27,226,318	1.51

Controlling Shareholder (except for Parent Company)	n/a
Parent Company	n/a

Supplementary Explanation Updated

(1) Status of major shareholders described above is based on shareholder registry as of September 30, 2024.

(2) In addition to the above table, the Company owns its 76,306,999 shares as treasury shares as of September 30, 2024. According to the resolution of the Company's Board of Directors dated February 8, 2024, the Company cancelled a part of treasury shares on February 29, 2024. As a result, treasury shares decreased by 87,839,138 (4.5% of the outstanding shares as of the previous day of the cancellation) and the outstanding shares of the Company decreased by the same number. In addition, through the exercises of stock acquisition rights and the vesting of Restricted Stock Unit (RSU) and Performance Share Unit (PSU) programs for the period from January 1, 2024 to September 30, 2024, the Company has disposed 17,223,789 treasury shares to respective holders.

(3) In calculating percentage, treasury shares (76,306,999 shares, 4.07% of outstanding shares) are excluded, and numbers are rounded off to two decimal places.

(4) BlackRock Japan Co., Ltd. submitted to Kanto Local Financial Bureau an amendment report No.3 to large shareholding report dated September 4, 2024 with BlackRock (Netherlands) BV, BlackRock Fund Managers Limited, BlackRock (Luxembourg) S.A., BlackRock Asset Management Ireland Limited, BlackRock Fund Advisors, BlackRock Institutional Trust Company, N.A. and BlackRock Investment Management (UK) Limited. as joint holder. According to the large shareholding report, they jointly hold

126,632,001 shares (6.77% of the Company's outstanding shares) as of August 30 (i.e. report due date). However, this has not been taken into account in the above "Status of Major Shareholders", because the number of shares substantially held by them as of September 30, 2024 has not been able to be confirmed by the Company.

The numbers of shares stated in the large shareholding report are as follows: (percentages of shares are calculated based on the outstanding shares excluding treasury shares as of September 30, 2024)

Personal name or Company name	Number of shares held	Shareholding percentage
BlackRock Japan Co., Ltd.	30,280,800 shares	1.68%
BlackRock (Netherlands) BV	3,594,675 shares	0.20%
BlackRock Fund Managers Limited	5,678,948 shares	0.31%
BlackRock (Luxembourg) S.A.	13,836,200 shares	0.77%
BlackRock Asset Management Ireland Limited	17,194,394 shares	0.95%
BlackRock Fund Advisors	32,225,600 shares	1.79%
BlackRock Institutional Trust Company, N.A.	21,395,920 shares	1.19%
BlackRock Investment Management (UK) Limited.	2,425,464 shares	0.13%

(5) FMR LLC submitted large shareholding report dated March 7, 2024 with National Financial Services LLC as joint holder. According to the large shareholding report, they jointly hold 98,394,012.09 shares (5.26% of the Company's outstanding shares) as of February 29, 2024 (i.e. report due date). However, this has not been taken into account in the above "Status of Major Shareholder", because the number of shares substantially held by them as of September 30, 2024 has not been able to be confirmed by the Company.

The numbers of shares stated in the large shareholding report are as follows: (percentages of shares are calculated based on the outstanding shares excluding treasury shares as of September 30, 2024)

Personal name or Company name	Number of shares held	Shareholding percentage
FMR LLC	98,355,101.82 shares	5.48%
National Financial Services LLC	38,910.27 shares	0.00%

3. Corporate Attributes

Listed Stock Market and Market Section	Tokyo Stock Exchange Prime Market
Fiscal Year-End	December
Type of Business	Electric Appliances
Number of Employees (consolidated) as of the End of the Previous Fiscal Year	More than 1,000
Sales (consolidated) as of the End of the Previous Fiscal Year	More than ¥1 trillion
Number of Consolidated Subsidiaries as of the End of the Previous Fiscal Year	From 100to less than 300

4. Policy on Measures to Protect Minority Shareholders in Conducting Transactions with Controlling Shareholder

The Company does not have a controlling shareholder.

5. Other Special Circumstances which may have Material Impact on Corporate Governance

The Company has no parent company or listed subsidiaries. Furthermore, there are no particular special circumstances hat have a material impact on corporate governance.

II. Business Management Organization and Other Corporate Governance Systems regarding Decision-making, Execution of Business, and Oversight in Management

1. Organizational Composition and Operation

Organization Form	Company with Three Committees (Nomination, Audit and Compensation)

【Directors】

Maximum Number of Directors Stipulated in Articles of Incorporation	15
Term of Office Stipulated in Articles of Incorporation	1 year
Chairperson of the Board	President
Number of Directors	6

【Outside Directors】

Number of Outside Directors	5
Number of Independent Directors	5

Outside Directors' Relationship with the Company (1)

Name	Attribute	Relationship with the Company*										
		a	b	c	d	e	f	g	h	i	j	k
Jiro Iwasaki	From another company											
Selena Loh Lacroix	From another company											
Noboru Yamamoto	From another company											
Takuya Hirano	From another company											
Tomoko Mizuno	From another company											

* Categories for "Relationship with the Company"

* "○" when the director presently falls or has recently fallen under the category;
"△" when the director fell under the category in the past

* "●" when a close relative of the director presently falls or has recently fallen under the category;
"▲" when a close relative of the director fell under the category in the past

a. Executive of the Company or its subsidiaries
b. Non-executive director or executive of a parent company of the Company
c. Executive of a fellow subsidiary company of the Company
d. A party whose major client or supplier is the Company or an executive thereof
e. Major client or supplier of the listed company or an executive thereof
f. Consultant, accountant or legal professional who receives a large amount of monetary consideration or other property from the Company besides compensation as a director/*kansayaku*
g. Major shareholder of the Company (or an executive of the said major shareholder if the shareholder is a legal entity)
h. Executive of a client or supplier company of the Company (which does not correspond to any of d, e, or f) (the director himself/herself only)
i. Executive of a company, between which and the Company outside directors/*kansayaku* are mutually appointed (the director himself/herself only)
j. Executive of a company or organization that receives a donation from the Company (the director himself/herself only)
k. Others

Outside Directors' Relationship with the Company (2)

NC: Nomination Committee, CC: Compensation Committee, AC: Audit Committee

Name	Membership of Committee			Designation as Independent Director	Supplementary Explanation of the Relationship	Reasons of Appointment
	NC	CC	AC			
Jiro Iwasaki (Mr.)	○		○	○	N/A	The Company selected Mr. Jiro Iwasaki as an Outside Director with the expectation that the Board of Directors will be strengthened by him demonstrating capabilities of supervising and monitoring the overall management of the Company, based on his abundant knowledge, experiences and deep insights cultivated through the experiences as a director at multiple companies in electrical and electronic component companies. He has led the activities of the voluntary Nomination Committee, including deliberation of selection of candidates of Directors, as the chair of that Committee. The Company has notified the Tokyo Stock Exchange of Mr. Jiro Iwasaki as an Independent Officer stipulated under the regulations of the Tokyo Stock Exchange because he is not subject to any items which may cause conflict with general shareholders as specified by the Tokyo Stock Exchange and he satisfies the independence standards for the Outside Directors of the Company.
Selena Loh Lacroix (Ms.)	○	○		○	N/A	The Company selected Ms. Selena Loh Lacroix as an Outside Director with the expectation that the Board of Directors will be strengthened by her demonstrating capabilities of supervising and monitoring the overall management of the Company, based on her global insight in the fields of corporate legal, corporate governance and human resources gained through extensive experiences in the semiconductor industry and several other industries, and from the perspective of promoting diversity. She has led the activities of the voluntary

Name	Membership of Committee			Designation as Independent Director	Supplementary Explanation of the Relationship	Reasons of Appointment
	NC	CC	AC			
						Compensation Committee, including deliberation of the compensation policy for Directors and Executive Corporate Officers (*shikko yakuin*), as the chairperson of that Committee. The Company has notified the Tokyo Stock Exchange of Ms. Selena Loh Lacroix as an Independent Officer stipulated under the regulations of the Tokyo Stock Exchange because she is not subject to any items which may cause conflict with general shareholders as specified by the Tokyo Stock Exchange and she satisfies the independence standards for the Outside Directors of the Company.
Noboru Yamamoto (Mr.)		○	○	○	N/A	The Company selected Mr. Noboru Yamamoto as an Outside Director with the expectation that the Board of Directors will be strengthened by him demonstrating capabilities of supervising and monitoring the overall management of the Company, based on the abundant knowledge, experiences and achievements cultivated through years of management experiences in the global finance and securities industries and as representative for M&A advisory companies. He has led the Board of Directors' supervisory and monitoring activities regarding the enhancement of the Company's ESG activities as the ESG Sponsor of the Board of Directors, and served as a member of the voluntary Nomination Committee and the voluntary Compensation Committee. The Company has notified the Tokyo Stock Exchange of Mr. Noboru Yamamoto as an Independent Officer stipulated under the regulations of the Tokyo Stock Exchange because he is not subject to any items which may cause conflict with general shareholders as specified by the Tokyo

Name	Membership of Committee			Designation as Independent Director	Supplementary Explanation of the Relationship	Reasons of Appointment
	NC	CC	AC			
						Stock Exchange and he satisfies the independence standards for the Outside Directors of the Company.
Takuya Hirano (Mr.)	○			○	N/A	The Company selected Mr. Takuya Hirano as an Outside Director with the expectation that the Board of Directors will be strengthened by him demonstrating capabilities of supervising and monitoring the overall management of the Company, in particular based on his abundant insights in the technology field, business transformation and cross-cultural leadership, cultivated through years of management experiences comprised of multiple leadership positions in Japan and other regions at Microsoft Corporation, a global IT company which achieved successful business transformation from packaged software to cloud computing services. He has also actively shared his opinions as a member of the voluntary Nomination Committee. The Company has notified the Tokyo Stock Exchange of Mr. Takuya Hirano as an Independent Officer stipulated under the regulations of the Tokyo Stock Exchange because he is not subject to any items which may cause conflict with general shareholders as specified by the Tokyo Stock Exchange and he satisfies the independence standards for the Outside Directors of the Company.
Tomoko Mizuno (Ms.)		○	○	○	N/A	The Company selected Ms. Tomoko Mizuno as an Outside Director with the expectation that the Board of Directors will be strengthened by her demonstrating capabilities of supervising and monitoring the overall management of the Company, in particular based on her abundant knowledge, experience and achievements in the fields of corporate planning, human resources, and others, cultivated through

Name	Membership of Committee			Designation as Independent Director	Supplementary Explanation of the Relationship	Reasons of Appointment
	NC	CC	AC			years of business management at a machinery and electronic component company and working in a global consulting firm and pharmaceutical companies. She has audited the overall management of the Company appropriately as an Outside Corporate Auditor since March 2021. She has also actively shared her opinions as a member of the voluntary Compensation Committee. The Company has notified the Tokyo Stock Exchange of Ms. Tomoko Mizuno as an Independent Officer stipulated under the regulations of the Tokyo Stock Exchange because she is not subject to any items which may cause conflict with general shareholders as specified by the Tokyo Stock Exchange and she satisfies the independence standards for the Outside Directors of the Company.

【Supervisory Committees】

	All Committee Members	Full-time Members	Inside Directors	Outside Directors	Committee Chair
Nomination Committee	3	0	0	3	Outside Director
Compensation Committee	4	1	1	3	Outside Director
Audit Committee	3	0	0	3	Outside Director

【Executive Officers】

Number of Executive Officers	1

Status of Concurrent Duties

Name	Representative Authority	Concurrent Duties as Director			Concurrent Duties as Employee
			Nomination Committee Member	Compensation Committee Member	
Hidetoshi Shibata	Yes	Yes	No	Yes	No

【Auditing Structure】

Appointment of Directors and/or staff to Support the Audit Committee	Appointed

Matters Related to the Independence of Said Directors and/or Staff from Executive Officers

The Executive Officers shall establish an Audit Committee Office composed of specialized or concurrent staff for the purpose of assisting the activities of the Audit Committee. Any evaluation, personnel transfer, reprimand and the like of such staff shall require prior consultation with the Audit Committee, and such staff shall not be directed or supervised by the Executive Officers for duties to assist the Audit Committee.

Cooperation among Audit Committee, Accounting Auditor and Internal Audit Department

The Audit Committee requests the Accounting Auditor to report the matters related to its audit as needed. In addition, the Audit Committee periodically convenes meetings with the Accounting Auditor to hear reports on the accounting audit plan, audit results, etc. and exchanges opinions about audit activities from time to time as needed. Through these activities, the Audit Committee and the Accounting Auditor make efforts to enhance their alignment.

The Audit Committee makes efforts to enhance alignment with the internal audit department through various measures such as periodic meetings with the head of the internal audit department to hear internal audit results and to exchange opinions and information about the matters to be improved.

【Matters Concerning Independent Directors】

Number of Independent Directors	5

Other Matters Concerning Independent Directors

The Company has notified the Tokyo Stock Exchange of all Outside Directors who meet the Company's criteria for independence and who do not fall under any grounds that may cause conflicts of interest with general shareholders as defined by the Tokyo Stock Exchange, as independent Outside Directors.
Please refer to “Principle 4-9: “Independence Standards and Qualification for Independent Directors” in Disclosure Based on the Principles of the Corporate Governance Code” section of “1.1. Basic Views” for our policy for independence standard for Independent Directors.

【Incentives】

Implementation Status of Measures related to Incentives Granted to Directors and/or Executive Officers	Introduction of Performance-linked Compensation scheme, Stock based compensation (the restricted stock units (the "RSU") and the performance share units (the "PSU"))

Supplementary Explanation for Applicable Items

Please refer to "Compensation for Directors and Executive Officers" section" in "II.1. Organizational Composition and Operation" of this report.

Persons Eligible for Stock Options	Inside Directors, Outside Directors, Executive Officers, Executive Corporate Officers, Employee, Subsidiaries' Directors, Subsidiaries' employees

Supplementary Explanation for Applicable Items

The Company introduced "stock compensation type stock options" for Directors (excluding Outside Directors), Executive Corporate Officers (*shikko yakuin*) who are not Directors from FY2016, and employees (excluding Executive Corporate Officers) of the Company and Directors (excluding Outside Directors), Executive Corporate Officers and employees its subsidiaries from FY2017 respectively in order to encourage the motivation for the contribution to increase the stock price and the corporate value. From FY2020, the Company introduced "stock compensation type stock options" for Outside Directors additionally in order to encourage the motivation for the contribution to increase the stock price and the corporate value. From FY2021, the Company introduced new stock based compensation plan (RSU/PSU) which is adopted globally and broadly, is to further enhance incentives for the increase in the share price and corporate values as well as to secure talented personnel with diversity in terms of nationality and experience.

【Compensation for Directors and Executive Officers】

Status of Disclosure of Individual Directors' Compensation	Disclosure for Selected Directors
Status of Disclosure of Individual Executive Officer' Compensation	Disclosure for All Executive Officers

Supplementary Explanation for Applicable Items

Securities report and business report which shows total amount of compensations for internal Directors and external Directors are disclosed and publicly available on our website. In Securities report, the Company disclosed the individual compensation amount for specific Directors in accordance with Japan's Cabinet Office Ordinance on Disclosure of Corporate Information, etc. In addition, we aim to be transparent in our disclosure regarding executive compensation of not only our Directors but also for our core members of the management team.

Therefore, the Company includes in our disclosure individual compensation for the Chief Executive Officer (CEO), Chief Financial Officer (CFO), other top three compensated Executive Corporate Officers (i.e., Chief Sales and Marketing Officer (CSMO), Executive Vice President, in charge of matters relating to Embedded Processing, Digital Power and Signal Chain Solutions Group and Senior Vice President, in charge of matters relating to High Performance Computing, Analog and Power Solution Group. (Co-Head)) respectively, as well as compensation for Directors with total compensation of at least 100 million yen that is required to be disclosed by law.

<https://www.renesas.com/about/investor-relations/security>

Policy on Determining Compensation Amounts and Calculation Methods	Established

Disclosure of Policy on Determining Compensation Amounts and Calculation Methods

<FY2024 Executive Compensation>

The Company transitioned from “a Company with a Board of Corporate Auditors” to “a Company with Nomination Committee, etc.” with the approval of the 22nd Annual General Meeting of Shareholders held on March 26, 2024. The basic policy for compensation of Directors, the Executive Officers (*shikko yaku*), and Executive Corporate Officers (*shikko yakuin*) after April 2024 is unchanged from the current the policy for FY2023. Outlines are as follows. Details of compensation will be determined by the Compensation Committee.

Compensation for Directors

・Highly transparent and objective;

・Improvement of corporate value and compensation must interlock to share awareness of profit with shareholders; and

・Contribute to ensuring and retaining global management team that satisfies accurate ability requirements to realize corporate vision

Compensation for the Executive Officers and the Executive Corporate Officers

・Highly linked to company performance, and highly transparent and objective.

・Improvement of corporate value and compensation must interlock to share awareness of profit with shareholders.

・Contribute to ensuring and retaining global management team that satisfies accurate ability requirements to realize corporate vision

The Company intends to continue to update our executive compensation program in a manner consistent with global company practices, and the Company will strive to have our management team and shareholders recognize that our compensation program is suited to the market and supports a positive impact on our business performance.

<FY2023 Executive Compensation>

<Compensation for Directors (who do not concurrently serve as Executive Corporate Officers)>

Our basic policy regarding compensation for Directors who do not concurrently serve as Executive Corporate Officers shall be as follows:

Compensation for Directors who concurrently serve as Executive Corporate Officers shall be described in “Compensation for Executive Corporate Officers” below.

・Highly transparent and objective;

・Improvement of corporate value and compensation must interlock to share awareness of profit with shareholders; and

・Contribute to ensuring and retaining global management team that satisfies accurate ability requirements to realize corporate vision

Based on these basic policies, the Company pays base salary as fixed compensation and, for some of such Directors, in order to secure diverse and excellent human resources and to raise awareness further of their roles, RSU as stock based compensation subjected to duration of service conditions, up to the compensation limit (JPY2,000million/year, of which compensation for Outside Directors is up to JPY400M within the limitation) resolved at the Annual General Meeting of Shareholders on March 29, 2018 taking into consideration the decision of voluntary compensation committee is delegated the authority by the Board of Directors.

<Compensation for Executive Corporate Officers>

Our basic philosophy regarding compensation for Executive Corporate Officers (including Directors who concurrently serve as Executive Corporate Officers) is as follows:

- Highly linked to company performance, and highly transparent and objective;
- Improvement of corporate value and compensation must interlock to share awareness of profit with shareholders; and
- Contribute to ensuring and retaining global management team that satisfies accurate ability requirements to realize corporate vision.

<Compensation mix for Executive Corporate Officers >

- Base salary as fixed compensation
- Performance-linked compensation focused on achievement of nearer-term financial and strategic objectives (Short-term incentives)
- Stock based compensation as stock price-linked compensation, where management is motivated to increase shareholder value (Long-term incentives)

Performance evaluation criteria is set taking the factors/indicators such as the Company's financial situation and company value into account. Regarding the proportion of the compensation, based on basic policy, we set the ratio of stock-based compensation stock options to total compensation, and it is more than half of total compensation amount.

(Base salary)

Base salary is the core compensation that reflects the market value for particular roles and responsibilities in the organization. It is a reward for actual responsibilities, competencies, and experience of each Executive Corporate Officer.

Base salary is paid as a fixed amount based on scope of responsibilities and the expected contribution to the company. This is the fundamental component of executive compensation, and is set at a level that invites and ensures retention of competent officers, and motivates them to drive global business expansion.

Base salary will be adjusted annually considering market salary increase rates, company/Business Unit performance and individual performance.

(Performance-linked compensation (Short-term incentive (STI)))

Short-term incentive (STI) is offered to the officers in order to motivate and reward them for overall company financial results, as well as an assessment of the individual performance of Executive Corporate Officers each fiscal year. STI is an essential element of the executive compensation program and is focused on motivating Executive Corporate Officers to contribution to the performance objectives

for the company.

The STI program is based on one-year company performance, composed of performance of the Automotive solution Business Unit and the IoT and Infrastructure Business Unit, and evaluation is conducted using certain measures including the following to evaluate business expansion and its profitability.

- Revenue (growth rate)
- Operating margin

Evaluation measures and goals are set annually after review by the Compensation Committee, as well as the amounts of payment in response to business performance.

(Stock price-linked compensation (Long-term incentive (LTI))

Long-term incentive (LTI) refers to variable pay based on measures that extend for a period of more than one year, and typically align payouts with value results experienced by shareholders. The role of long-term incentives is to link financial incentives to Executive Corporate Officers with organization's long-term performance, and shareholder's long-term focus.

Our current long-term incentive is provided by RSU/PSU, and the actual profits received by Executive Corporate Officers are determined based on stock price growth, and/or 3-year total shareholders return (TSR).

Specifically, our stock compensation consists of PSU, where vests the units in a number determined in accordance with the extension rate of TSR and RSU with duration of service conditions. Of these, PSU is designed with our TSR as the performance measures in order to connect further to strengthening awareness and activities aimed at maximizing corporate value over the medium-to-long term and contributing to stock prices. The number of stock compensation units to be granted is determined based on the average closing price of the Company's share on the Tokyo Stock Exchange over the period of the 3 calendar months immediately prior to the calendar month in which the stock compensation is awarded by the Board of Directors, on the basis of the grant target amount set for each person according to their roles and responsibilities. The composition ratio of grant target amount for PSU and RSU is 50%: 50%.

[PSU]

- Grantees will be granted the number of units calculated by the following formula:
  Number of Units = the PSU target grant value (prior to performance evaluation) / the average closing price of the Company's share on the Tokyo Stock Exchange over the period of the 3 calendar months immediately prior to the calendar month in which the stock compensation is awarded by the Board of Directors.
  (*) the number of Units shall be rounded to the nearest 100 Units

- The performance period of PSU will be the three-year period from April 1 of the year in which the PSUs are granted (the "Performance Period"). PSUs shall vest on the vesting date (JST) which is, in principle, the 3rd anniversary of the date of grant, (as determined by the Company) by multiplying the number of the units subject to the PSU by the calculation ratio. The Company will issue a share for every unit that vests (the "Number of Shares for PSU") to the recipient.:

  Performance Indicator:

  TSR : It is determined by comparison with the companies which constitute SOX (Philadelphia Semiconductor Index), TOPIX (Tokyo Stock Price Index) and the peer companies that the

Company selects based on industry segment, scale of company, business model and so on (the Renesas Peers)

Performance Evaluation Period:

The performance period of PSUs will be the three-year period from April 1 of the year in which the PSUs are granted.

Growth rate of our TSR:

$$\text{The growth rate of the TSR of the Company} = \frac{\text{(Average stock price during the three-month period that ends on the last day of the Performance Period (*1) } - \text{ Average stock price during the three-month period that ends on the day immediately preceding the first day of the Performance Period (*2)) } + \text{ Total amount of dividend per share in relation to the dividends of surplus of the Company for which the day during the Performance Period is set as the record date}}{\text{Average stock price during the three-month period that ends on the day immediately preceding the first day of the Performance Period (*2)}}$$

*1: Average stock price during the three-month period that ends on the last day of the Performance Period shall be the simple average price of the closing prices of the Shares on the Tokyo Stock Exchange during the last three-month period of the Performance Period.

*2: Average stock price during the three-month period that ends on the day immediately preceding the first day of the Performance Period shall be the simple average price of the closing prices of the Shares on the Tokyo Stock Exchange during the three-month period that ends on the day immediately preceding the first day of the Performance Period.

The way to determine the number of vesting of PSU:

The “Calculation Ratio” means the weighted average ratio obtained by weighting the SOX Calculation Ratio (as defined below) at 25/100, the TOPIX Calculation Ratio (as defined below) at 50/100 and the Renesas Peers Calculation Ratio (as defined below) at 25/100, provided that if the growth rate of the total shareholder return (the “TSR”) of the Company is 0% or less, the Calculation Ratio shall be 100% at maximum.

The “SOX Calculation Ratio” means the classified percentage as set out in (i) through (v) below in accordance with the range to which the growth rate of the TSR of the Company belongs if the growth rate of the TSR of the Company and the growth rate of the TSR of the companies constituting the Philadelphia Semiconductor Sector Index (the “SOX Constituent Companies”) are classified in ascending order from the lowest TSR.

The “TOPIX Calculation Ratio” means the classified percentage as set out in (i) through (v) below in accordance with the range to which the growth rate of the TSR of the Company belongs if the growth rate of the TSR of the Company and the growth rate of the TSR of the companies constituting the Tokyo Stock Price Index (the “TOPIX Constituent Companies”) are classified in ascending order from the lowest TSR.

The “Renesas Peers Calculation Ratio” means the classified percentage as set out in (i) through (v) below in accordance with the range to which the growth rate of the TSR of the Company belongs if

the growth rate of the TSR of the Company and the growth rate of the TSR of the peer companies that the Company selects based on industry segment, scale of company, business model and so on (the "Renesas Peers") are classified in ascending order from the lowest TSR provided, however, that if the Company selects more than one categories of Renesas Peers, the Renesas Peers Calculation Ratio shall be the weighted average ratio obtained by calculating the Renesas Peers Calculation Ratio for each category of Renesas Peers and weighting such Renesas Peers Calculation Ratios by the ratio determined by the Company.

(i)	If the growth rate of the TSR of the Company is less than 25%ile:	0
(ii)	If the growth rate of the TSR of the Company is 25%ile or more and less than 50%ile:	The rate (number) obtained as a result of calculating as increasing at the same ratio between 50% and 100%
(iii)	If the growth rate of the TSR of the Company is 50%ile or more and less than 75%ile:	The rate (number) obtained as a result of calculating as increasing at the same ratio between 100% and 150%
(iv)	If the growth rate of the TSR of the Company is 75%ile or more and less than 90%ile:	The rate (number) obtained as a result of calculating as increasing at the same ratio between 150% and 200%
(v)	If the growth rate of the TSR of the Company is 90%ile or more:	200%

The growth rate of the TSR of the Company shall be obtained using the following formula, and the growth rate of the TSR of the SOX Constituent Companies, the TOPIX Constituent Companies and the Renesas Peers shall be obtained by a method equivalent to the formula for the growth rate of the TSR of the Company

[RSU]

- Grantees will be granted the number of units calculated by the following formula:
  Number of Units = the RSU grant value for the three year period (one year period for outside directors of the Company)/ the average closing price of the Company's share on the Tokyo Stock Exchange over the period of the 3 calendar months immediately prior to the calendar month in which the stock compensation is awarded by the Board of Directors.
  (*) the number of units shall be rounded to the nearest 100 units
- One-third of the number of units shall become vested every year after the date of grant (provided, however, that for outside directors, all of the number of units shall become vested on the anniversary date of one year after the date of grant). The Company will issue Renesas common shares equal to the number of vested units.

＜Compensation mix for the Company's directors other than outside directors＞

Until FY2019, the Company has paid to outside directors only base compensation as fixed amount compensation. On the other hand, based on the resolution of annual general meeting of shareholders held on March 27, 2020, the Company grants outside director stock compensation type stock options (TSO) within the amount limitation resolved by annual general meeting of shareholders held on March 29, 2018. From FY2021, the Company grants outside director RSU.

【Supporting System for Outside Directors】

(1) Support structure

The Company does not have dedicated staff who supports Outside Directors, but staffs of the Legal Division (a secretarial office of the Board of Directors meeting) in cooperation with the department which is responsible for subject agenda are supporting Outside Directors as appropriately such as explanation of the discussion item of the Board of Directors meeting and the Executive Committee meeting in advance as needed.

The Company has the Audit Committee Office which is composed of specialized or concurrent staffs supporting Audit Committee's duties in cooperation with the Internal Audit Office, which is an internal audit department.

(2) Communication system

Depending on the importance of subject management information or business information, the Company's relevant department in charge provides information to Outside Directors as appropriately. In addition, the Company has established the system for Outside Directors to share information in a timely manner including the establishment of environment which enables Outside Directors to access the Company's internal website.

In case the Company hold the Board of Directors meeting or the Audit Committee meeting, the Legal Division staff issues the notice and provide materials and so on necessary for the deliberation at the Board of Directors meeting, and the Audit Committee staff issues the notice and provide materials and so on necessary for the deliberation of the Audit Committee meeting. Both staffs make effort to provide enough information in a timely manner as prior arrangement for each meeting (the Board of Directors meeting and the Audit Committee meeting). The Legal Division staff and the Audit Committee staff research and respond promptly to any inquiries or points raised by Outside Directors and Audit Committee members depending on the contents.

【Status of Persons who have Retired as Representative Directors and President, etc.)】

Information on Persons Holding Advisory Positions (Sodanyaku, Komon, etc.) after Retiring as Representative Director and President, etc.

Name	Title/Position	Responsibilities	Employment terms (Full/Part time, with/ without compensation, etc.	Retirement date from President etc.	Term
N/A	-	-	-	-	-

Number of Person Holding Advisory Positions (Sodanyaku, Komon, etc.) after Retiring as Representative Director and President, etc.	0

Other Related Matters

・The Company doesn't have advisory positions or systems so called "Sodanyaku" or "Komon".

2. Matters on Functions of Business Execution, Auditing, Oversight, Nomination and Compensation Decisions (Overview of Current Corporate Governance System)

(1) Overview of current system

The Company transitioned from “a Company with a Board of Corporate Auditors” to “a Company with Nomination Committee, etc.” as a part of measures to enhance its corporate governance. Under this corporate governance structure, the Board of Directors which specialize in supervising the execution of business by Executive Officers as well as deliberating and deciding on the Company’s basic management policies will supervise the Company’s business execution.

The Company elects outside officers who have various experiences and expertise aiming to proactively incorporate external viewpoint to deal with business challenges from various perspectives. Currently, the Company elects 5 Outside Directors out of 6 Directors. Further, aiming for obtaining appropriate and objective advice to improve the Company’s business performance and corporate governance, the Company elects 5 Outside Directors as independent officers (defined by the Tokyo Stock Exchange). All of these Outside Directors are the independent officers who don’t have any conflict in interest with the Company, Company’s major shareholders or their mother company.

(2) Business execution and Executive Officers

In order to clarify business execution responsibilities and speed-up decision-making on the execution of operations, the Board of Directors provides Executive Officers, who has statutory authority to execute business, with authority significantly to make business decisions. The Executive Officers are responsible for the management of the entire Group, with executing business by themselves and directing the Executive Corporate Officers to whom authority is appropriately delegated with respect to individually defined business responsibilities.

(3) Nomination function and Nomination Committee

In order to elect suitable persons as Executive Officers who execute business, the Board of Directors of the Company deliberates and decides the candidates for the Executive Officers. The Company is a Company with Nomination Committee, etc. and has a statutory nomination committee. The nomination committee is composed of 3 members, all of whom including the chairperson are independent Outside Directors to improve objectivity and transparency of decision of such candidates.

In the process of electing Executive Officers, the Nomination Committee deliberates the candidates of Executive Officers in consideration of their careers and experiences, etc. and propose their recommendations to the Board of Directors.

In addition, in the process of selecting the candidates of Directors who supervises the business execution, the Nomination Committee deliberates and decides the candidates for Directors to be submitted to the General Meeting of Shareholders in consideration of their careers and experiences, etc.

(4) Board of Directors

The Company’s Board of Directors has 6 Directors including 5 Outside Directors. The Board of Directors Meeting is held once every three months in principle and at other times as needed. The Board of Directors make decisions about important management matters which affects the fundamentals of the Group including the development of the basic policy for the Group management and election and dismissal of the Executive

Officers and supervise the execution of the duties of Directors and Executive Officers. At the Company, the Outside Directors are expected to participate in management decision-making and to oversee or check the execution of duties by other Directors and Executive Officers from various outside perspectives by drawing on their knowledge, experience, and insight gained from their own careers.

All proposals to be submitted for approval by the Board of Directors are, in principle, first submitted to the Executive Committee, which is composed of Executive Officers and Executive Corporate Officers for a preliminary deliberation except for matters which does not require preliminary discussion. These deliberations provide for more thorough discussions of the resolutions. In addition, the Company has an Internal Control Promotion Committee, which includes the President & CEO, the officer responsible for internal control, and the officer responsible for administrative divisions. The committee holds meetings once in every two months in principle to supervise the PDCA cycle related to internal control matters of the Group, and if a serious compliance violation does occur, they discuss and examine how it occurred and how it can be prevented in the future.

In addition, the Company uses the Executive Corporate Officer System. A suitable level of authority is delegated to each Executive Corporate Officer in accordance with the responsibilities assigned to each Executive Corporate Officer by the Board of Directors and the Group's own fundamental rules for decision-making and authorization procedure "Basic Rules of Ringi Approval".

(5) Audit Committee

The Audit Committee will be scheduled to be held once or more every three months. The Audit Committee will exchange information and deliberate on the status of audits and cooperate with the Accounting Auditor, the Internal Audit Office, which is an internal audit department, and other related departments. In addition, the Audit Committee will (i) audit the performance by Directors and Executive Officers of their respective responsibilities and duties, (ii) prepare audit reports, and (iii) determine the content of proposals to be submitted to the general meetings of shareholders relating to the election, dismissal and non-reelection of the Accounting Auditor, as well as conduct matters prescribed by applicable laws and regulations and the Articles of Incorporation.

(6) Internal Audit

Regarding internal audit, the Internal Audit Office which is consist of specialized or concurrent staffs serves as an autonomous third party for verifying and evaluating other parts of the management organization, including business execution divisions, corporate staff divisions, consolidated subsidiaries and other areas, in terms of compliance, risk management and internal control. The Internal Audit Office also proposes concrete measures for rectifying or improving any problems that arise. In addition, the Internal Audit Office regularly exchange information and share opinions with the Audit Committee and the Accounting Auditor.

(7) Accounting Audit

The Company elected PricewaterhouseCoopers Japan LLC (on December 1, 2023, PricewaterhouseCoopers Aarata LLC changed its name to this name) as Accounting Auditor for FY2023. Certified public accounts who conducted the Company's accounting audit for FY2023 (designated limited partner and executive employee) are Mr. Hiroyuki Sawayama, Mr. Hitoshi Kondo and Mr. Satoshi Shimbo. Assistants for auditing activities are certified public accountant, Certified public accountant passer, etc.
The total amount of cash and other property benefits to be paid by the Company and its consolidated

subsidiaries to PricewaterhouseCoopers Japan LLC for FY2023 is JPY 249 million. Remuneration and other amounts to be paid by the Company to the Accounting Auditor is JPY 234 million and included in above amount.

(8) Compensation decision function and Compensation Committee

The Compensation Committee will determine or deliberate on matters related to compensation such as (i) the Company's policy for determining compensation of individual Officers and (ii) contents of individual compensation based on such policy, as well as matters prescribed by applicable laws and regulations and the Articles of Incorporation.
The Compensation Committee is comprised of 4 members (including 3 independent Outside Directors and 1 Director) and the chairperson is an Outside Director.
Please refer to "Compensation for Directors and Executive Officers" section in "II.1. Organizational Composition and Operation" of this report for the function of compensation decision for Directors.

(9) Liability Limitation Agreement

The Company has entered into agreements with Outside Directors that limit their liability for damages as set forth in Paragraph 1 of Article 423 of the Companies Act. The maximum amount of liability for damages under such agreements is the minimum amount of liability as set forth in Paragraph 1 of Article 425 of the same Act pursuant to the Company's Articles of Incorporation.

(10) Outline of liability insurance contract for Directors, etc.

The Company has a Directors and Officers liability insurance policy (D&O) with an insurance company. This policy covers damages and costs incurred by Directors, Executive Officers, Corporate Auditors, Executive Corporate Officers and management and other employees of the Company and its subsidiaries from claims made in connection with the performance of their duties, and the insurance premiums are born by the Company. However, to ensure the insured can appropriately execute their duties, the Company has established certain exemptions, such as not compensating for damage incurred by those who are aware of violations of laws and/or regulations.

3. Reasons for Adoption of Current Corporate Governance System

Under the Company's purpose of "To Make Our Lives Easier," which expresses the Company's desire to build a sustainable future with technologies that make people's lives easier, the Company is developing its businesses on a global basis to achieve sustainable growth and enhance our corporate value over the medium to long term in the rapidly changing and highly competitive semiconductor industry.
Under these circumstances, the Company has been working on various measures to enhance and strengthen its corporate governance system with the aim of realizing a monitoring model-type corporate governance system, which has become mainstream overseas. These measures include accelerating management of the Company by considering the main responsibilities of the Board of Directors as the supervision of the Company management's business execution and delegating appropriate authority, and promoting transparency of management of the Company.
In order for the Company to further develop as a global company in the semiconductor industry, which is expected to undergo increasingly rapid change and competition in the future, as a further step of these initiatives, the Company transitioned its structure from "a Company with a Board of Corporate Auditors" to "a Company with Nomination Committee, etc." with a resolution of 22nd Annual General Meeting of Shareholders of the Company held on March 26, 2024.

This structure of a Company with Nomination Committee, etc., is designed as a monitoring model-type corporate governance system, which achieves both speedy and efficient management and also strengthens transparency and objectivity of management through clearly separating the Company's supervisory function from its executive function.
Specifically, the Board of Directors will specialize in supervising the execution of business by Executive Officers as well as deliberating and deciding on the Company's basic management policies, while promoting transparency and objectivity of management through the activities of three committees established under the umbrella of the Board of Directors (Nomination Committee, Compensation Committee and Audit Committee), the majority of whose members are Outside Directors. Delegating substantial authority over business execution to Executive Officers will enable acceleration and efficiency in management.
As described in "II-2. Matters on Functions of Business Execution, Auditing, Oversight, Nomination and Compensation Decisions (Overview of Current Corporate Governance System)", the Company believes this governance system is desirable for the Company, but we will continue to improve and enhance our corporate governance.

III. Implementation of Measures for Shareholders and Other Stakeholders

1. Measures to Vitalize the General Meeting of Shareholders and Facilitate Exercise of Voting Rights

	Supplementary Explanations
Early Posting of Notification of General Meeting of Shareholders	The Company aims to deliver the convocation notice 3 weeks before the date of General Meeting of Shareholders. The date and notification date for the meeting for the past 5 General Meetings of Shareholder are as follows: Meeting Date / Notification Date (Early Disclosure Date in electrical manner) March 27, 2020 / March 6, 2020 (February 26, 2020) March 31, 2021 / March 10, 2021 (February 27, 2021) March 30, 2022 / March 11, 2022 (March 1, 2022) March 30, 2023 / March 10, 2023 (March 3, 2023) March 26, 2024 / March 7, 2024 (March 1, 2024) We will try to secure enough consideration time for shareholders' by means including early disclosure of the notice.
Scheduling of the General Meeting of Shareholders on a Peak Day	The Company held the 22nd Annual General Meeting of Shareholders on March 26, 2024. We aim to hold the General Meeting of Shareholders on a date when many shareholders can attend easily and avoid dates where many other companies hold general meetings of shareholders.
Electronic Exercise of Voting Rights	The Company uses a voting site through which shareholders can exercise voting rights using their own PC or mobile phone. In addition, from the 18th Annual General Meeting of Shareholders held on March 27, 2020, we introduced a way to easily exercise voting rights, i.e., exercise without filling in the exercise code and

password by scanning QR code by smartphone.

In addition, the Company introduced a hybrid virtual shareholders meeting (attendance type) from the 19th Annual General Meeting of Shareholders held on March 31, 2021 and introduced a "General Meeting of Shareholders without designation of place", or "virtual-only shareholders meeting" from the 21st Annual General Meeting of Shareholders held on March 30, 2023 to promote electronic exercise of voting rights. The reasons why the Company adopted a virtual-only shareholders meeting are as follows:

(i) Providing participation opportunities: This method is expected to promote the exercise of shareholders' voting rights and dialogue with shareholders at the General Meeting by minimizing any impact of location and time constraints as far as possible and providing all shareholders with equal opportunities to participate in the General Meeting. Also, as oral questions were introduced at the 22nd Annual General Meeting, shareholders may ask their questions both orally and by text, whichever is convenient for them.

(ii) Avoiding physical constraints: This method can provide shareholders with opportunities to participate in the General Meeting without physical constraints, such as venue capacity, even under the Company's recent circumstances where the number of its shareholders exceeds 100,000.

(iii) Reducing the burden on shareholders: Attendance by shareholders with fewer physical or time constraints will contribute to revitalization, efficiency and facilitation of the General Meeting, and in turn, to the interests and convenience of our shareholders.

(iv) Equality among attendees: By selecting a Virtual-Only Shareholders' Meeting instead of a hybrid one, which tends to create a sense of inequality in terms of participation awareness between shareholders who attend the General Meeting in person and those who attend online, it is possible to operate the General Meeting in a more equal manner.

(v) Promoting dialogue with overseas officers: As the Company has many overseas Directors and Executive Corporate Officers (*shikko yakuin*), it is appropriate to have overseas Directors and Executive Corporate Officers participate in the General Meeting in the same manner as other Directors and officers, and provide answers to shareholders' questions, from the perspective of promoting dialogue with shareholders.

(vi) Shareholder endorsement: A proposal to amend the Articles of Incorporation which enables the holding of Virtual-Only Shareholders' Meetings was approved by approximately 87.7% of the votes case in favor at 20th Annual General Meeting held on March 30 20222, and many shareholders continued to give favorable opinions in the questionnaire for shareholders at 21st Annual General Meeting held on March 30, 2023.

(vii) Other circumstances: There are no special circumstances, such as shareholder proposals, that would render it more desirable to hold the General Meeting at a physical venue.

Participation in a Platform for the Electronic Exercise of Voting Rights and other Initiatives to Enhance Environment for Institutional Investors to Exercise Voting Rights	The Company participates the electronic voting platform operated by ICJ, Inc. In addition, mainly for overseas institutional shareholders, the Company is taking measures to utilize an English-language shareholders meeting system. Up to and including the 20th Annual General Meeting of Shareholders, the shareholders meeting system and presentation have only been available in Japanese, with simultaneous audio translation available in English. From the 21st Annual General Meeting of Shareholders, shareholders can use the shareholders meeting system displayed in English and see presentation materials written in English as well as listen to the English simultaneous translation.
Provision of Notice (or Summary of Notice) of the General Meeting of Shareholders in English	English translation of the Convocation Notice for the Annual General Meeting of shareholders (summary) and its appendices are available. Also, from the 21st Annual General Meeting of Shareholders, English presentation materials are available at the meeting. Shareholders can switch the language between Japanese and English.
Others	The Company posts the Convocation Notice for the Annual General Meeting of shareholders and its appendices (Japanese and English) on the Company's website, the Tokyo Stock Exchange and electronics voting platform operated by ICJ, Inc. from about 1 month before the General Meeting of Shareholders.

2. Status of IR-related Activities

	Supplementary Explanations	Explanation by a representative executive officer
Formulation and Publication of Disclosure Policies	For disclosures in accordance with timely disclosure rules of the Tokyo Stock Exchange and applicable laws such as the Companies Act and Financial Instruments and Exchange Act, the Group has prepared its disclosure policy which is available on its website (https://www.renesas.com/about/investor-relations/ir-disclosure)	
Regular Investor Briefings held for Individual Investors	N/A	No
Regular Investor Briefings held for Analysts and Institutional Investors	The Group holds briefing session for quarterly financial announcement (four times/year) for analysts and institutional investors. Several hundred people join these sessions.	Yes
Regular Investor Briefings held for Overseas Investors	The Group holds meetings directly with institutional investors in North America, Europe and Asia or meets them at conferences held by securities companies, and full-time director, executive vice president or other appropriate person gives explanations about management policies and business performance.	No

Online Disclosure of IR Information	Please visit the Group's website (https://www.renesas.com/about/investor-relations) for its earnings reports, annual securities reports, quarterly reports, timely disclosure materials, and materials related to the Company's general meeting of shareholders, etc. *Only Japanese version is available for some materials such as quarterly reports.	
Establishment of Department and/or Placement of a Manager in Charge of IR Updated	Department in Charge: Investor Relations Responsible Officer: Shuhei Shinkai, Senior Vice President & CFO Contact: Tomohiko Sato, VP, Head of Investor Relations	
Other	N/A	

3. Status of Measures to Ensure Due Respect for Stakeholders

	Supplementary Explanations
Establishment of Internal Rules Stipulating Respect for the Position of Stakeholders	With the aim to ensure business ethics and secure compliance, the Group established "Renesas Global Code of Conduct" and "Renesas Electronics Group CSR Charter". In addition, by creating social values through sustainability initiatives and achieving its targets, the Group aims to contribute to the development of a sustainable society as well as to increase its corporate value. The CEO is responsible for the Group's activities related to sustainability. The CEO, an Executive Corporate Officer appointed by the CEO or the Sustainability Promotion Office reports on its activities and challenges regarding sustainability to the Board of Directors. In order to promote sustainability activities throughout the Group, a dedicated organization directly under the CEO, the Sustainability Promotion Office, was established. In addition, compliance promotion items are deliberated by the Internal Control Promotion Committee who promotes the Group's compliance activities. For more information on the Group's sustainability efforts, visit: <https://www.renesas.com/about/company/sustainability>
Implementation of Environmental Preservation Activities, CSR Activities etc.	The Group has established "Sustainability Promotion Office", a department in charge of promoting environmental conservation activities and CSR activities, and the department plans initiatives as well as to communicate with stakeholders inside and outside of the company. We disclose our sustainability initiatives which includes the environmental conservation activities and CSR activities. To visit Renesas' Sustainability website, visit: <https://www.renesas.com/about/company/sustainability>
Formulation of Policies, etc. on Provision of Information to Stakeholders	Based on the "Renesas Electronics Group CSR Charter", the Group is committed to promoting and disclosing fair, equitable, faithful and transparent corporate activities. The Group discloses information in a timely and appropriate manner in accordance with the Companies Act, Financial Instruments and Exchange Act and other applicable laws and regulations as well as timely disclosure rules established by the Tokyo Stock Exchange. In addition, the Group proactively discloses material information which may influence

	investors' investment decisions in a quick and fair manner.
Other	<Policies on Diversity and Promoting Female Employee Participation> Renesas respects all types of diversity and values, and actively works to improve our work environment and foster a corporate culture that accepts and is inclusive of one another. We are also committed to fostering an environment where each person can stand on the same platform, is treated fairly (Equity), and can demonstrate their full potential. One of the strengths of Renesas as a global company is the active use of a workforce with diverse human resources and values, be it nationality, race, philosophy, culture, language, gender, and age, operating in over 20 countries around the world. We believe our commitment to Diversity, Equity & Inclusion (DE&I), and our initiatives are the source of innovative products and services that support our sustainable business growth. We will maximize individual abilities by creating an environment in which our diverse workforce with different personalities and values can fully demonstrate their strengths, fostering corporate culture, enhancing our development system so employees can thrive. As of December 31, 2023, women accounted for approximately 25% of our workforce, and 8.6% of our managerial positions. We conduct business globally, and the percentage of women in managerial positions overseas is higher than in Japan. There were 93 female managers in the Renesas Group in Japan (3,9% of all managers) as of December 31, 2023. We will continue to support the success of female leaders globally. Furthermore, the Company has strengthened initiatives related to LGBTQ+, etc. For example, the Company revied its HR rules in June 2021 so that the same-sex partner and their families of an employee are supported by the rules. Also, in November 2023, the Company was awarded the highest rating of "Gold" for the second consecutive year in the "PRIDE Index 2023", an evaluation index for initiatives in companies and organizations related to LGBTQ+ and other sexual minorities formulated by "work with Pride". In addition to the initiative led by the Company, the Group established the "Diversity Promotion Group" and "Women In Technology", employee-driven teams and employees by themselves take a lead and conduct various initiatives for promoting Renesas' company-wide DE&I and women's success together with the Human Resources Division of the Company. For more information on the Group's DE&I efforts, visit: <https://www.renesas.com/about/company/sustainability/diversity>

IV. Matters Concerning the Internal Control System

1. Basic Views on Internal Control System and Status of Development

The Board of Directors of the Company made the resolution with respect to the basic policies for the development of systems set forth in Item 6, Paragraph 4, Article 362 of the Companies Act and Paragraphs 1 and 3, Article 100 of the Ordinance for Enforcement of the Companies Act (the "Internal Control System") and established systems based on these policies. Please refer to the Company's webpage (https://www.renesas.com/about/company/sustainability/governance) for these policies.
Outline of the policies are as follows:

1. Systems Necessary to ensure that the execution of duties by Executive Officers (*shikko yaku*), Executive Corporate Officers (*shikko yakuin*) and employees complies with laws and regulations and the Company's Articles of Incorporation.

- The Executive Officers shall take the lead in complying with the "Renesas Electronics CSR Charter" and the "Renesas Global Code of Conduct" that have been adopted for the purpose of establishing corporate ethics and ensuring compliance with laws and regulations, the Articles of Incorporation and internal rules of the Company by Directors, Executive Officers, Executive Corporate Officers and employees ("Members"). The Executive Officers shall keep the Members of the Company and its subsidiaries (collectively, the "Group") informed of such rules, and shall have the Group comply with them.
- The Executive Officers shall stipulate basic matters such as implementation system and educational programs for compliance in "Global Rule for Compliance Management within the Renesas Group", shall oblige attendees to deliberate and resolve matters regarding compliance at "Internal Control Promotion Committee", and shall offer training programs and the like for the Group to be fully aware of compliance.
- The Executive Officers shall set up "Renesas Electronics Group Hot Line" as whistle blowing window/ internal contact points for all persons including the Group and its business partners, distributors, contractors and temporary employees and general public to report violations or possible violations of compliance. Furthermore, the Executive Officers shall ensure the Group and its business partners, etc. informed that they assure the anonymity of informants upon requests from informants and informants shall never be adversely affected.
- The Executive Officers shall have no relationship with antisocial forces, and shall take a resolute and systematic approach to such forces in cooperation with external specialist organizations.

2. Systems for properly preserving and managing information related to execution of duties by Directors and Executive Officers

- The Directors and Executive Officers shall properly prepare, preserve and manage minutes of the General Meetings of Shareholders, Meetings of Board of Directors and other documents in accordance with applicable laws and regulations. The Directors and Executive Officers shall also properly prepare, preserve and manage other documents, books and records pertaining to the duties of Members in accordance with "Basic Rule of Document Management and Retention".

3. Rules and other systems regarding risk management for loss

- The Executive Officers shall stipulate basic matters of risk management in the Company's "Global Rule for Risk and Crisis Management within the Renesas Group", and shall establish a risk management

framework in accordance with the rules

- The Executive Officers, Executive Corporate Officers and division managers responsible for classified risk shall strive to minimize loss by developing prevention measures against risk materialization and by developing countermeasures in case of risk materialization.
- In the event of a serious risk materializing, the Executive Officers and Executive Corporate Officers shall, depending on its level of importance, establish an appropriate taskforce chaired by themselves, and shall implement appropriate measures in accordance with the "Global Rule for Risk and Crisis Management within the Renesas Group".
- The Executive Officers shall evaluate, maintain and improve the internal control status related to financial report of the Group in accordance with applicable domestic and foreign laws and regulations such as Financial Instruments and Exchange Act.

4. Systems for ensuring efficient execution of duties by Directors and Executive Officers

- The Directors shall hold an ordinary Meeting of the Board of Directors once every 3 months and extraordinary meetings as needed for the sake of quick decision-making on basic management policies of the Group, matters stipulated by laws and regulations, and any other important management issues as well as overseeing the execution of duties by Executive Officers.
- The Executive Officers shall execute their duties in an agile and efficient manner by adopting an Executive Corporate Officer System and delegating authority appropriately. Important issues for the Company's management shall be discussed at the Executive Committee.
- The Executive Officers and Executive Corporate Officers shall make expedient decisions for business operation by delegating authority to the relevant general managers or other employees. The Executive Officers, Executive Corporate Officers, the relevant general managers and other employees shall execute their authority properly and efficiently in accordance with "Basic Rules of Ringi Approval".
- The Executive Officers and Executive Corporate Officers shall execute their duties promptly and efficiently in accordance with their office routine regulations, and shall periodically confirm the status of execution of management plans and the budget determined at a Board of Directors meeting.

5. Systems necessary to ensure appropriate operation of the Group

- The Executive Officers shall guide and support the Company's subsidiaries to establish the Group-wide compliance system in accordance with the "Renesas Electronics CSR Charter", "Renesas Global Code of Conduct" and "Global Rule for Compliance Management within the Renesas Group".
- The Executive Officers shall constantly oversee, guide and support the Company's subsidiaries through the divisions responsible for the business and ensure periodic reporting of matters relating to the execution of duties by subsidiary directors in accordance with "Basic Rule of Operation and Management of Affiliate Companies".
- The Executive Officers shall, through a division responsible for risk management, have the Company's subsidiaries establish rules for risk and crisis management, and, make contact lists and action plans to be used in an emergency.
- The Executive Officers shall, through the Internal Control Promotion Committee, etc., establish the Group-wide shared decision-making rules and policies on the Group governance.

・The Executive Officers shall have the Internal Audit Office audit the Group, and shall have principal subsidiaries allocate internal auditing staff or divisions and cooperate with the Internal Audit Office and the subsidiaries' own corporate auditors, etc. to ensure appropriate operations of the Group.

6. Matters relating to employees assigned to assist the Audit Committee, and independence of such employees from Executive Officers and ensuring effectiveness of instruction to such employees.

・The Executive Officers shall establish an Audit Committee Office composed of specialized or concurrent staff for the purpose of assisting the activities of the Audit Committee. Any evaluation, personnel transfer, reprimand and the like of such staff shall require prior consultation with the Audit Committee, and such staff shall not be directed or supervised by the Executive Officers for duties to assist the Audit Committee.

7. Systems for Members of the Group, corporate auditors, etc. of the Company's subsidiaries to report to the Audit Committee

・Members of the Group and corporate auditors, etc. of the Company's subsidiaries shall, upon requests from the Audit Committee, report to the Audit Committee on matters such as the execution of their duties.

・The Internal Audit Office shall submit and report the internal audit report for the Group to the Audit Committee.

・The Internal Control Promotion Committee shall periodically report to the Audit Committee the situation of the matters reported to "Renesas Electronics Group Hot Line".

・When Members of the Group and corporate auditors, etc. of the Company's subsidiaries have made a report to the Audit Committee or members thereof, the Company prohibits adverse treatment as a result of their having made a report. These rules shall be clearly stated in "Whistleblower Policy" and on the Company's intranet.

8. Procedures for the advance payment or compensation of the expenditure which occurs in connection with the execution of duties of members of the Audit Committee, and policies on the treatment of cost, expenditure and obligations which occurs in connection with the execution of the member's duties.

・Upon the request from members of the Audit Committee for the advance payment of the expenditures, etc., the Company shall bear the cost, expenditure and payables except for the case it is proved that such cost, expenditure and payables are not necessary to execute the duties of the member of the Audit Committee.

9. Other systems necessary to ensure effective auditing by the Audit Committee

・The members of the Audit Committee selected by the Audit Committee may attend important meetings of the Company as they deem necessary. Furthermore, the Executive Officers shall guarantee the right of the Audit Committee to access important corporate information.

・The members of the Audit Committee shall hold Audit Committee meetings in principle once or more every 3 months, and shall exchange information and deliberate on the status of audits and related matters. The Audit Committee shall also receive regular reports from the Accounting Auditors on their audit activities, and exchange opinions on them.

2. Basic Views on Measures for Eliminating Anti-Social Forces and Status of Development

Any and all officers and employees of Renesas Electronics Group companies will take resolute actions against the entity or organization which will threaten the order and safety of the society and will not have any relationships with such an entity or organization and will not have any actions which may encourage such an entity or organization.
The Company established and is maintaining internal rules and systems, and is implementing various measures such as promotion of anti-social forces clauses in business transaction contracts.

(1) Status for establishment of internal rules, etc.

The Company clarify above basic view in its “Renesas Global Code of Conduct” and declare them internally and publicly. In addition, the Company continuously offers training programs to officers and employees of Renesas Electronics Group so that they are aware of the Code of Conduct and raise compliance sense.

(2) Status for the establishment of internal systems

In case anti-social forces contact to the Company, the Legal Division and the Finance Division lead the response. In addition, the Company aligns with and exchanges information with external expert bodies such as the relevant police office.

V. Other

1. Adoption of Anti-Takeover Measures

Adoption of Anti-Takeover Measures	Not Adopted

Supplementary Explanation
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2. Other Matters Concerning to Corporate Governance System

The Group has established the “Corporate Communications Office” as a division, which is responsible for external information disclosure. Important internal information is managed centrally by this division, headed by a person responsible for information management. This division, in cooperation with the IR Office, centrally controls external disclosure. The Corporate Communications Office, the IR Office, the Legal Division and the Finance Division work together and check one another for the necessity of timely disclosure (required by the Tokyo Stock Exchange) and the Corporate Communications Office executes the procedures for timely disclosure. Detailed processes of the Group’s timely disclosure are as follows:

(1) In case the department head of each administration department and general managers of each unit/business unit recognize any “information subject to timely disclosure” related to their department or subsidiaries they control (all the consolidated subsidiaries), they will report such information to the head of the Corporate Communications Office.

(2) Regarding timely disclosure information, the Corporate Communications Office, the Legal Division and the Finance Division check and report with one another.

(3) “Timely disclosure information”, which is subject to the resolution of or reporting to the Board of Directors

in accordance with the Ringi Approval Criteria, is resolved by or reported to the Board of Directors through the Legal Division, a secretarial office of the Meeting of Board of Directors, and those subject to the resolution of or reporting to the Executive Committee meeting is resolved by or reported to the Executive Committees through an administration office of Meeting of Executive Committees.

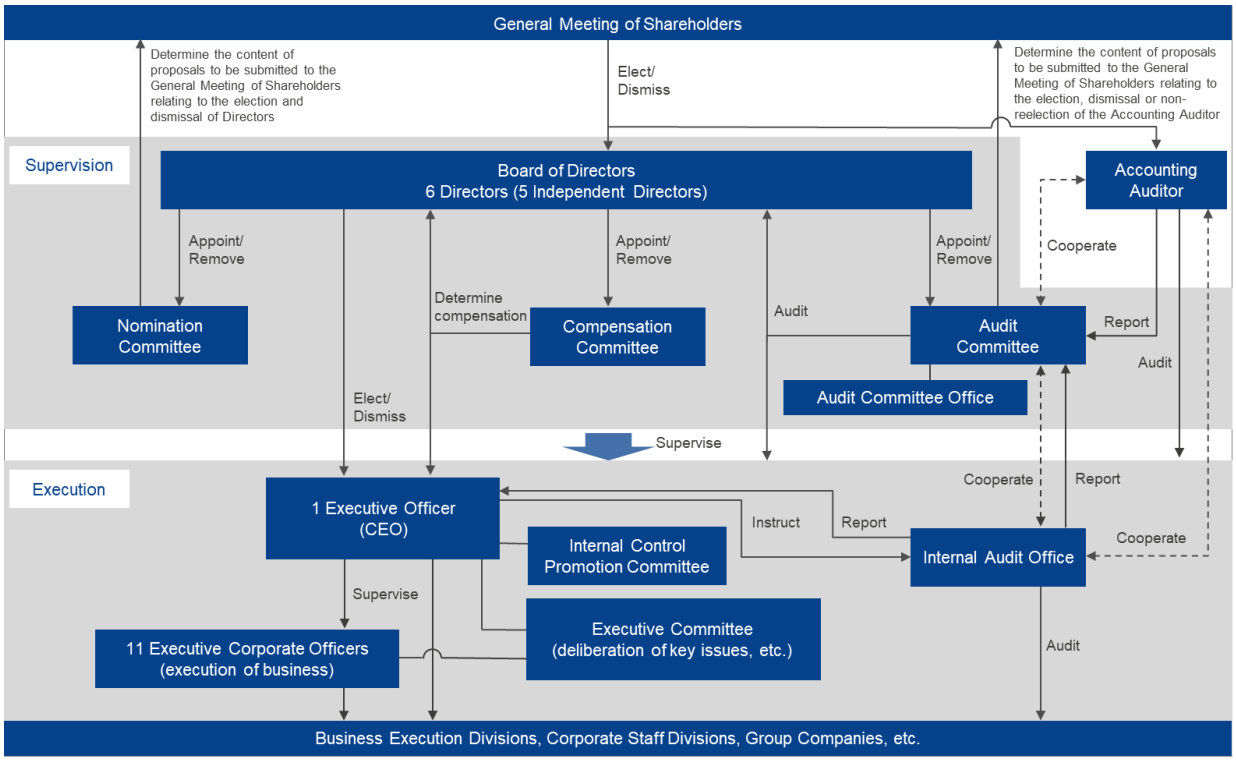
(4) The head of the Corporate Communications Office (for the matters subject to the resolution of the Board of Directors or requires the approval in accordance with the Ringi Approval Criteria, immediately after the completion of these procedures) executes timely disclosure to the Tokyo Stock Exchange.

[Translation for Reference and Convenience Purpose Only]

Corporate Governance Report

CORPORATE GOVERNANCE Renesas Electronics Corporation

【Corporate Governance System Chart (for reference)】 Updated



End of the report.