[Translation for Reference and Convenience Purpose Only]

Corporate Governance Report

CORPORATE GOVERNANCE — Renesas Electronics Corporation

Last Update: July 27, 2026

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】

Updated

This report is prepared based on the Corporate Governance Code issued in June 2021.
The Company complies with all principles of the Corporate Governance Code.

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

This report is prepared based on the Corporate Governance Code issued in June 2021.

【Principle 1.4: Cross-Shareholdings】

<Policies for Cross-Shareholdings>

The Company classifies investment shares into 2 categories, i.e., (1) investment shares which the Company owns for pure investment purpose with expectation to receive profits from stock price fluctuations or dividends, and (2) 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, 2025, the Company owns 9 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' shares 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 on not only stable asset formation for employees but

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 including actuaries whom the Pension Fund concludes advisory contracts and consultants.

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 a director of the Pension Fund who is in charge of the fund management; and the attendance of a manager of the Finance Division at the Asset Management Committee hosted by the Pension Fund.

In addition, to prevent 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 and Executive Officers.

【 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 the appointment of each Director, please refer to Proposal No.1 "Election of Seven (7) Directors" in the reference document of "Convocation Notice" for the 24th Annual General Meeting of shareholders (English Translation) which is posted on our website:
<https://www.renesas.com/en/document/oth/notice-24th-annual-general-meeting-shareholders>

The reason for selection as Executive Officer is as follows:

Hidetoshi Shibata

Mr. Hidetoshi Shibata has rich experience, insights and achievements cultivated through global and various corporate management experiences. He has been engaged in the management of the Company since October 2013. In particular, he has led the overall management of the Company and achieved a sustained growth of the Company as the Representative Director, President and CEO since July 2019, and afterward, as the Representative Executive Officer, President and CEO since March 2024. The Company selected him as an Executive Officer with the expectation that he will achieve further enhancement of the corporate value of the Company by continuing to demonstrate his leadership based on his experiences, insights and achievements.

【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. More information on the Group’s environmental initiatives and other sustainability efforts is available on our website. We issued the integrated report (Business & Sustainability Report) which contains both of financial information and non-financial information such as sustainability information.

- Our website; https://www.renesas.com/about/company/sustainability
- Business & Sustainability Report: https://www.renesas.com/en/about/sustainability/report2025

【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 "24th 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, 2025, 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 six 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 by the third-party advisor. The third-party advisor also conducted, interviews with directors on the responses as necessary, and review of the materials of the Board and each 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.

< Evaluation Items>

In this process, the Company formulated the evaluation items from the following perspectives:

(1) Overall evaluation of the effectiveness of the Board as a whole
(2) Composition of the Board
(3) Skills matrix of the Board
(4) Preparation and support system for Board meetings
(5) Discussion and facilitation at Board meetings
(6) Board's monitoring of the management team's activities
(7) Succession planning (CEO, management team and Board)
(8) Fulfilment of other Board's responsibilities
(9) The abovementioned items on each Committee
(10) Effects of the measures based on the results of the FY2024 Board Effectiveness Evaluation
(11) Other related matters

<Results>

- It was confirmed by the FY2025 Board Effectiveness Evaluation that the Board has been effectively functioning.

- In particular, continued from the FY2024 Board Effectiveness Evaluation, the following evaluation items were confirmed as strengths of the Company's Board:
  (1) An appropriate environment is ensured that each director can freely ask questions and make statements, and constructive discussions can take place among directors.
  (2) The agendas of Board meetings are well structured and address an appropriate and sufficient range of issues for consideration.
  (3) The frequency and the time for discussions of Board meetings are set appropriately to fulfill the roles and responsibilities of the Board.
- In addition, further substantial improvements were confirmed from the FY2024 Board Effectiveness Evaluation in the following evaluation items:
  (1) Appropriate information, in terms of both content and volume, is shared with the Board in a timely manner.
  (2) At Board meetings, key points of each agenda item are clearly and appropriately presented, triggering effective discussions.
  (3) At Board meetings, active discussions take place through necessary questions and clarifications.
- Furthermore, the Company confirmed to take the following actions for further improvement:
  (1) Enhancing regular reports to the Board on the activities of each Committee, in particular on the audit status by the Audit & Sustainability Committee.
  (2) Setting opportunities for flexible discussions by outside directors' initiative on important matters outside the formal Board meetings' agenda.
  (3) Further promoting active questions and responses by outside directors regarding regular reporting items to the Board
- The Company will continue to work on improving the effectiveness of the Board and corporate governance based on the results of the FY2025 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】

Please refer to "Action to Implement Management That Is Conscious of Cost of Capital and Stock Price", the next item of this report.

【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. On June 26, 2025, at the Capital Market Day (our Analyst Day), we updated our financial model and target. We are aiming to maintain 55 % in Gross Margin ratio and 25 - 30% in Operating Margin ratio in the mid-term. In addition, from the revenue growth viewpoint, we are aiming to achieve the growth more than our Serviceable Available Market (SAM). Furthermore, as the long term Aspiration, we are aiming to achieve revenue of above $20 billion, and 6 times our current market capitalization compared to January 2022 by 2035. 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.

【Action to Implement Management That Is Conscious of Cost of Capital and Stock Price】

Content of Disclosure	Disclosure of Initiatives (Update)
Availability of English Disclosure	Available
Date of Disclosure Update	July 22, 2025

Explanation of Actions

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.

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)	286,175,700	15.65
Custody Bank of Japan, Ltd. (Trust Account)	111,527,015	6.10
TOYOTA MOTOR CORPORATION	75,015,900	4.10
STATE STREET BANK AND TRUST COMPANY 505001	62,212,533	3.40
GOLDMAN, SACHS & CO. REG	37,433,060	2.04
MSCO CUSTOMER SECURITIES	34,594,274	1.89
THE BANK OF NEW YORK MELLON 140040	32,089,261	1.75
GOVERNMENT OF NORWAY	28,930,399	1.58
JP MORGAN CHASE BANK 385864	27,878,900	1.52
THE CHASE MANHATTAN BANK N.A. LONDON SECS LENDING OMNIBUS ACCOUNT	27,831,045	1.52

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 June 30, 2026.

(2) In addition to the above table, the Company owns its 43,125,646 shares as treasury shares as of June 30, 2026. Through the exercises of stock acquisition rights and the vesting of Restricted Stock Unit (RSU) and Performance Share Unit (RSU) programs for the period from January 1, 2026 to June 30, 2026, the Company has disposed 12,711,687 treasury shares to respective holders.

(3) In calculating percentage, treasury shares (43,125,646 shares, 2.30% 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.4 to large shareholding report dated June 5, 2026 with Aperio Group, LLC, BlackRock Advisers, LLC, BlackRock (Netherlands) BV, BlackRock Fund Managers Limited, BlackRock Asset Management Ireland Limited, 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 146,488,894 shares (7.83% of the Company's outstanding shares) as of May 29, 2026 (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 June 30, 2026 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 June 30, 2026)

Personal name or Company name	Number of shares held	Shareholding percentage
BlackRock Japan Co., Ltd.	34,833,900 shares	1.90%
Aperio Group, LLC	2,498,485 shares	0.13%
BlackRock Advisers, LLC	1,873,208 shares	0.10%
BlackRock (Netherlands) BV	5,194,898 shares	0.28%
BlackRock Fund Managers Limited	4,721,948 shares	0.25%
BlackRock Asset Management Canada Limited	2,750,555 shares	0.15%
BlackRock Asset Management Ireland Limited	19,023,094 shares	1.04%
BlackRock Fund Advisors	42,528,952 shares	2.32%
BlackRock Institutional Trust Company, N.A.	24,936,820 shares	1.36%
BlackRock Investment Management (UK) Limited.	8,127,034 shares	0.44%

(5) FMR LLC submitted a large shareholding report dated February 20, 2026 corrected by a correction report dated June 9, 2026 with National Financial Services LLC as joint holder. According to the large shareholding report, they jointly hold 101,483,370.16 shares (5.43% of the Company's outstanding shares) as of February 13, 2026 (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 June 30, 2026 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 June 30, 2026)

Personal name or Company name	Number of shares held	Shareholding percentage
FMR LLC	101,283.564.9 shares	5.54%
National Financial Services LLC	199,805.26 shares	0.01%

(6) Nomura Securities Co., Ltd. submitted a large shareholding report dated August 6, 2025 with Nomura Asset Management Co., Ltd. as joint holder. According to the large shareholding report, they jointly hold 99,035,298 shares (5.29% of the Company's outstanding shares) as of July 31, 2025 (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 December 31, 2025 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 December 31, 2025)

Personal name or Company name	Number of shares held	Shareholding percentage
Nomura Securities Co., Ltd.	4,859,398 shares	0.26%
Nomura Asset Management Co., Ltd.	94,175,900 shares	5.03%

(7) Sumitomo Mitsui Trust Asset Management Co., Ltd. submitted a large shareholding report dated October 6, 2025 with Amova Asset Management Co., Ltd. as joint holder. According to the large

shareholding report, they jointly hold 95,208,700 shares (5.09% of the Company's outstanding shares) as of September 30, 2025 (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 December 31, 2025 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 December 31, 2025)

Personal name or Company name	Number of shares held	Shareholding percentage
Sumitomo Mitsui Trust Asset Management Co., Ltd.	58,860,100 shares	3.15%
Amova Asset Management Co., Ltd.	36,348,600 shares	1.94%

(8) T. Rowe Price Associates, Inc. submitted an amendment report No.1 to a large shareholding report dated May 12, 2026 with T. Rowe Price International Ltd. as joint holder. According to the large shareholding report, they jointly hold 68,413,200 shares (3.66% of the Company's outstanding shares) as of April 30, 2026 (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 June 30, 2026 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 June 30, 2026)

Personal name or Company name	Number of shares held	Shareholding percentage
T. Rowe Price Associates, Inc.	8,243,900 shares	0.45%
T. Rowe Price International Ltd.	60,169,300 shares	3.29%

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 100 to 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	7

【Outside Directors】

Number of Outside Directors	6
Number of Independent Directors	6

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											
Kimbery Mathisen	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 (Audit and Sustainability 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	Mr. Jiro Iwasaki has years of experience as an executive director at multiple companies in the electrical and electronic component industry, and also has rich experience as an outside officer at listed companies. By utilizing his rich experience and deep insight gained through it, he has been appropriately overseeing the Company's overall management as an Outside Director of the Company since June 2016 and is currently serving as the Lead Independent Outside Director. He is also leading the Nomination Committee as the chair, as well as contributing to strengthening the function of the Audit and Sustainability Committee as a committee member. The Company selected him as an Outside Director with the expectation that he will continue to contribute to strengthening the function of the Board of Directors by demonstrating his capabilities of supervising and monitoring the overall management of the Company. 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	Ms. Selena Loh Lacroix has rich global experience and deep insights in the fields of corporate legal, corporate governance, and

Name	Membership of Committee			Designation as Independent Director	Supplementary Explanation of the Relationship	Reasons of Appointment
	NC	CC	AC			
						human resources gained through years of experiences including those in the semiconductor and executive talent consulting industries. She has been appropriately overseeing the Company's overall management as an Outside Director of the Company since March 2020. Also, she is currently leading the Compensation Committee as the chair, as well as contributing to strengthening the function of the Nomination Committee as a committee member. The Company selected her as an Outside Director with the expectation that she will continue to contribute to strengthening the function of the Board of Directors by demonstrating her capabilities of supervising and monitoring the overall management of the Company. 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	Mr. Noboru Yamamoto has rich experience and deep insights in the fields of corporate management and finance gained through his abundant experiences. He worked at multiple global finance and security firms, and currently he is serving as the representative of an M&A advisory company. He has also served as an outside director at multiple listed companies. He has been appropriately overseeing the Company's overall management as an Outside Director of the Company since March 2021, after serving as an Outside Corporate Auditor. Also, he is currently

Name	Membership of Committee			Designation as Independent Director	Supplementary Explanation of the Relationship	Reasons of Appointment
	NC	CC	AC			
						contributing to strengthening the function of the Compensation Committee and the Audit and Sustainability Committee as a committee member, while also serving as an ESG Sponsor of the Board of Directors. The Company selected him as an Outside Director with the expectation that he will continue to contribute to strengthening the function of the Board of Directors by demonstrating his capabilities of supervising and monitoring the overall management of the Company. 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 Stock Exchange and he satisfies the independence standards for the Outside Directors of the Company.
Takuya Hirano (Mr.)	○			○	N/A	Mr. Takuya Hirano held multiple senior leadership positions in Japan and other regions at Microsoft Corporation and has rich experience and deep insights in the software and technology sector, business transformation and cross-cultural leadership. He has also served as an outside director at multiple listed companies. He has been appropriately overseeing the Company's overall management as an Outside Director of the Company since March 2023. Also, he is contributing to strengthening the function of the Nomination Committee as a committee member. The Company selected him as an Outside Director with the expectation that he will continue to contribute to strengthening the function of the Board of Directors by demonstrating his capabilities of supervising and monitoring the overall management of

Name	Membership of Committee			Designation as Independent Director	Supplementary Explanation of the Relationship	Reasons of Appointment
	NC	CC	AC			
						the Company. 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	Ms. Tomoko Mizuno has rich experience and deep insights in the fields of corporate planning, human resources and other areas, gained through years of experience in business management at a machinery and electronic component company as well as working at a global consulting firm and pharmaceutical companies. She has been appropriately overseeing the Company's overall management as an Outside Director of the Company since March 2024, after serving as an Outside Corporate Auditor. Also, she is currently leading the Audit and Sustainability Committee as the chair, as well as contributing to strengthening the function of the Compensation Committee as a committee member. The Company selected her as an Outside Director with the expectation that she will continue to contribute to strengthening the function of the Board of Directors by demonstrating her capabilities of supervising and monitoring the overall management of the Company. 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

Name	Membership of Committee			Designation as Independent Director	Supplementary Explanation of the Relationship	Reasons of Appointment
	NC	CC	AC			
						Stock Exchange and she satisfies the independence standards for the Outside Directors of the Company.
Kimbery Mathisen	○			○	N/A	Ms. Kimbery Mathisen has held multiple senior leadership positions at global software and pharmaceutical companies in the United States, Germany, and Norway. She brings extensive experience and deep industry insight in the software and technology sector, together with a proven track record of multicultural leadership across global enterprises. In addition, she currently serves as Chief Executive Officer of a non-profit organization focused on ocean data and has served as an outside director at several listed companies in Europe. The Company selected her as an Outside Director with the expectation that she will contribute to strengthening the function of the Board of Directors by demonstrating her capabilities of supervising and monitoring the overall management of the Company. The Company has notified the Tokyo Stock Exchange of Ms. Kimbery Mathisen 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	4	0	0	4	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, staffed with dedicated or concurrent personnel to support of the assisting the activities of the Audit Committee (from a sustainability perspective, Audit Committee has been granted responsibility and authority to oversee our sustainability-related activities led by the Sustainability Department, as part of our efforts to integrate sustainability-related initiatives into corporate governance. In line with this, the company refers to the statutory committee of “Audit Committee” as “Audit and Sustainability Committee”). Any evaluation, personnel transfer, reprimand or similar action of such staff shall require prior consultation with the Audit and Sustainability Committee, and such staff shall not be subject to direction or supervision by the Executive Officers for duties to assist the Audit and Sustainability Committee.

Cooperation among Audit Committee, Accounting Auditor and Internal Audit Department

The Audit and Sustainability Committee requests the Accounting Auditor to report on audit related matters as needed. In addition, the Audit and Sustainability Committee periodically convenes meetings with the Accounting Auditor to hear reports on the accounting audit plan, audit results, etc. and exchange opinions on audit activities. Through these activities, the Audit and Sustainability Committee and the Accounting Auditor make efforts to strengthen their mutual alignment.

The Audit and Sustainability Committee makes efforts to enhance alignment with the internal audit department through measures such as periodic meetings with the head of the internal audit department to hear internal audit results and to exchange opinions and information on matters requiring improvement.

【Matters Concerning Independent Directors】

Number of Independent Directors	6

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 CEO, CFO, other top three compensated executive corporate officers (i.e, Senior Vice President in charge of matters relating to Software & Digitalization Group, Senior Vice President in charge of matters relating to High Performance Computing Product Group, and Senior Vice President, in charge of matters relating to Embedded Processing Product Group and Analog & Connectivity Product Group) respectively, as well as compensation for Directors/ Executive Officers 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

1. Compensation for Directors

< Directors who concurrently serve as Executive Officers>

Compensation for Directors who serve concurrently as Executive Officers is described in "2. Compensation for Executive Officers/Executive Corporate Officers" below.

< Directors who do not concurrently serve as Executive Officers>

For Directors who do not concurrently serve as Executive Officers, in accordance with the basic policy set forth below, the Company pays base salary as fixed compensation and grants stock-based compensation (stock-based compensation where shares are delivered after a certain period of continuous service) (Restricted Stock Units (RSUs)) from the perspective of aligning with long-term interests of shareholders. The details of such stock-based compensation are described in "2. Compensation for Executive Officers/Executive Corporate Officers, (b) Composition of Compensation, (ii) Stock-based Compensation" below.

- Contribute to recruiting and retaining global talent for Director positions that meet the capability requirements necessary for the appropriate oversight of the Company's management.
- Ensure a high level of transparency and objectivity.
- Ensure that compensation is linked to the enhancement of corporate value and aligned with shareholders' interests.

The compensation amount and composition for each Director who does not concurrently serve as an Executive Officer are determined by the Compensation Committee based on the above basic policy. In

making these determinations, the Compensation Committee refers to market data from Japan and the United States (In Japan, the levels and trends of the top 100 companies by market capitalization, as well as companies within the top 100 that have a mix of Directors who are residents and non-residents of Japan. In the United States, this includes the levels and trends of S&P 500 companies, as well as those within the S&P 500 that belong to the IT sector.).

2. Compensation for Directors who serve concurrently as Executive Officer

This section describes the compensation program for our Executive Officers and Executive Corporate Officers. An Executive Officer who also serves as a Director is compensated in their capacity as an Executive Officer.

Executive Officers and Executive Corporate Officers of the Company have broad responsibilities for the overall operation of the organization and our businesses in accordance with their respective roles, and each is accountable for our business performance and long term growth.
Accordingly, the Company aims to ensure transparency in its disclosures regarding executive compensation not only for the Executive Officer who concurrently serves as CEO, but also for the core members of the management team. Therefore, the Company discloses the individual compensation of CFO and the next three highest compensated Executive Corporate Officers (i.e., Senior Vice President responsible for Software & Digitalization Group, Senior Vice President responsible for High Performance Computing Product Group, and Senior Vice President responsible for the Analog & Connectivity Product Group and Embedded Processing Product Group), without limiting to the compensation of Directors and Executive Officers whose total compensation meets or exceeds 100 million yen, as required by law.

(a) Basic Policy

The Company views compensation as one of the key management tools for succeeding in intensely competitive and rapidly evolving global markets and for accelerating long term business growth, and therefore continuously updates its compensation program for Executive Officers and Executive Corporate Officers.

In determining the compensation of Executive Officers and Executive Corporate Officers, the Company takes into account, as fundamental considerations, the significance and complexity of the roles and responsibilities expected of each such officer in relation to the Company's long-term business growth, as well as each individual's demonstrated track record evidencing the anticipated level of contribution and capability.

Consistent with the principle of "Pay for Performance" and from the standpoint of ensuring that Executive Officers and Executive Corporate Officers are held accountable for enhancing the Company's performance and corporate value, a substantial portion of each officer's annual compensation is delivered as performance linked compensation in the form of Short Term Incentives (STIs) and as stock compensation in the form of Long Term Incentives (LTIs). STIs are designed to reflect the Company's short term performance, while LTIs are intended to align compensation with the Company's long term corporate value creation, as reflected in its stock price. LTIs consist of Performance Share Units (PSUs), the vesting amount of which varies based on the Company's total shareholder return (TSR), and Restricted Stock Units (RSUs), which are subject to continued service conditions. The Company has been progressively increasing the proportion of PSUs within the LTI mix.

Furthermore, in light of the requirement that the Company's management team possess the capabilities

necessary to compete successfully on a global stage, and recognizing the need to attract and retain highly talented individuals through a competitive compensation program, the Company references the compensation programs, market levels, and prevailing trends of companies in the United States and Japan that exhibit a high degree of relevance to the Company when designing its compensation program and determining appropriate compensation levels. The composition of such reference companies is regularly reviewed and assessed by the Compensation Committee, taking into account the Company's business strategy and the specific circumstances of each peer company.

In addition, as the Company's organizational structure, including the composition of its executive leadership, continues to become increasingly global, and given that it would be undesirable to maintain materially different compensation levels across regions for management talent who lead such an integrated organization, the Company has adopted a policy of narrowing regional executive compensation disparities to a reasonable range and is currently progressing through the transition phase of its implementation.

(b) Composition of Compensation

The Company's current compensation program consists of the following elements, which are based on the foregoing basic policy. The specific details of each element are set out in the subsections that follow.

- Base salary as fixed compensation (cash compensation)
- Performance-linked compensation, in the form of Short-Term Incentives (STIs), focused on achieving short-term performance objectives (cash compensation)
- Stock compensation, in the form of Long-Term Incentives (LTIs), tied to long-term corporate value creation (post-delivery stock-based compensation)

(i) Cash Compensation

(Base salary)

Base salary constitutes the core element of compensation, reflecting the assessed roles and responsibilities of each position within the organization. It is paid as a fixed amount and is determined based on fundamental considerations, including the roles and responsibilities, capabilities, and experience of each Executive Officer and Executive Corporate Officer.

This component serves as a foundational element of the Company's executive compensation program and is set at an appropriate level to attract and retain highly qualified Executive Officers and Executive Corporate Officers, as well as to incentivize them to drive the Company's growth in the global market.

(Performance-linked compensation (Short-Term Incentive (STI)))

Short-Term Incentives (STIs) are paid to Executive Officers and Executive Corporate Officers as a means to incentivise and reward both the Company's overall financial performance and the individual performance of each officer during the relevant fiscal year. This component is a critical element of the Company's executive compensation program and is designed to incentivise Executive Officers and Executive Corporate Officers to contribute to the achievement of performance objectives by linking payout amounts to Company-wide results as well as individual performance.

To appropriately reflect business growth and its profitability, STI payout amounts are evaluated using certain non-GAAP performance indicators, including the following:

- Revenue
- Operating margin

Evaluation indicators and targets are established annually. The payout amounts based on business performance are approved by the Compensation Committee, taking into account factors such as the degree of achievement against the targets for each evaluation indicator and the individual performance of each Executive Officer and Executive Corporate Officer for the relevant fiscal year.

This compensation scheme is aligned with that applicable to employees and is designed to ensure that the incentives of Executive Officers and Executive Corporate Officers are consistent with those of employees.

(ii) Stock-based Compensation

(Stock Compensation (Long-Term Incentive (LTI))

Long-Term Incentives (LTIs) constitute variable compensation with an evaluation period of one year or longer and are generally granted in a manner that corresponds to the value created for shareholders. The purpose of LTIs is to align the economic interests of Executive Officers and Executive Corporate Officers with the Company's long-term performance and the long-term interests of its shareholders.

Since 2021, LTIs have been granted through stock-based compensation under which shares are delivered following vesting, and the actual value realized by Executive Officers and Executive Corporate Officers is determined based on stock price growth and/or total shareholder return (TSR) over a three-year period.

LTIs consist of Performance Share Units (PSUs), under which the number of units delivered varies based on the Company's TSR performance, and Restricted Stock Units (RSUs), which are subject to continued service requirements. PSUs incorporate the Company's TSR as the performance metric in order to strengthen incentives and reinforce accountability for maximizing long-term corporate value and contributing to stock price performance.

The number of units to be granted is determined based on the base compensation amount set for each Executive Officer and Executive Corporate Officer, using the simple average of the closing price of the Company's shares on the Tokyo Stock Exchange during the three-month period specified at the time the grant decision is made. The proportion of the base compensation amounts for PSUs and RSUs is 70%:30% for the CEO (Executive Officer), and 50%:50% for Executive Corporate Officers.

If a grantee becomes subject to any of the circumstances stipulated by the Company, such as certain forms of misconduct, some or all of the unvested units shall be forfeited. In addition, if, after vesting, it is determined that such circumstances or the underlying conduct occurred prior to vesting and the Company deems it necessary, the grantee shall be required to return, without compensation, all or part of the shares delivered in respect of such units, or an equivalent monetary amount

[PSU]

- The number of units to be granted to the grantees shall be calculated based on the following formula:

  Number of PSUs = PSU base compensation amount (before performance evaluation) which the Company has determined to grant to each grantee / simple average of the closing price of our shares on the Tokyo Stock Exchange for the 3-month period specified at the time of grant decision.

- Following the date determined by the Company (in principle, the third anniversary of the grant date),

the Company will issue a number of shares equivalent to the vested units, as determined in accordance with the performance requirements for the applicable period.

Performance Indicator:

TSR： Determined by comparing the Company's total shareholder return against the companies that constitute SOX (Philadelphia Semiconductor Index) and TOPIX (Tokyo Stock Price Index), as well as a group of companies selected by the Company (referred to as the "Renesas Peers") selected based on factors such as industry, company size, and business model.

Performance Evaluation Period:

3 years from April 1 of the year in which PSUs were granted.

TSR Growth Rate of the Company:

$$\text{TSR Growth Rate of the Company} = \frac{\begin{array}{c}\text{(Average stock price for the 3 months prior to the end of the performance evaluation period (*1)} \\ \text{- Average stock price for the 3 months prior to the commencement date of the performance evaluation period (*2)} \\ \text{+ Total dividends per share for dividends from retained earnings with a record date during the performance evaluation period)}\end{array}}{\text{Average stock price for the 3 months prior to the commencement date of the performance evaluation period (*2)}}$$

*1: This refers to the simple average of the closing price of our shares on the Tokyo Stock Exchange during the last 3 months of the performance evaluation period.

*2: This refers to the simple average of the closing price of our shares on the Tokyo Stock Exchange for the 3 months prior to the commencement date of the performance evaluation period.

Method of Determining Issued Shares

- When our TSR growth rate and the TSR growth rate of SOX-constituent companies are classified in ascending order, the percentage (SOX calculation rate) is calculated according to which of the following 1) to 5) is the classification of our TSR growth rate.
- When our TSR growth rate and the TSR growth rate of TOPIX-constituent companies are classified in ascending order, the percentage (TOPIX calculation rate) is calculated according to which of the following 1) to 5) is the classification of our TSR growth rate.
- When our TSR growth rate and the TSR growth rate of Renesas Peers are classified in ascending order, the percentage (Renesas Peers calculation rate) is calculated according to which of the following 1) to 5) is the classification of our TSR growth rate
- The number obtained by multiplying the number of granted PSUs by the weighted average of the SOX calculation rate of 25 in 100, the TOPIX calculation rate of 50 in 100, and the Renesas Peers calculation rate of 25 in 100 (hereinafter referred to as the "Base Calculation Rate") (rounded up to the nearest 100 units) will be vested as the number of vested PSUs on the date specified by us (Japan time) (as a general rule, the 3-year anniversary date from the grant date of the PSUs). The

number of shares equal to the number of vested PSUs will be issued to the grantee. However, if our TSR growth rate is 0% or less, the Base Calculation Rate is limited to 100%. Our TSR growth rate shall be determined by the above formula, and the growth rate of TSR of SOX-constituent companies, TOPIX-constituent companies and Renesas Peers shall be determined by a method similar to our TSR growth rate.

(i)	Below the 25th percentile:	0
(ii)	At or above the 25th percentile and below the 50th percentile:	Rate obtained by assuming the same percentage increase between 50% and 100%
(iii)	At or above the 50th percentile and below the 75th percentile:	Rate obtained by assuming the same percentage increase between 100% and 150%
(iv)	At or above the 75th percentile and below the 90th percentile:	Rate obtained by assuming the same percentage increase between 150% and 200%
(v)	At or above 90th percentile:	200%

[RSU]

- The number of units to be granted to each grantee shall be calculated in accordance with the following formula:

  Number of RSUs = RSU base compensation amount for the 3 years (however, for Outside Directors, 1 year) that the Company decided to grant to each grantee / the simple average of the closing price of our shares on the Tokyo Stock Exchange during the 3-month period specified at the time of grant decision.

- As a general rule, one third of the units vest each year following the grant date (provided, however, that for Outside Directors, all units vest one year after the grant date). The Company will issue a number of shares equal to the number of vested units.

(c) Reference Company Groups (for FY2025 Compensation Decisions)

- Based on the basic policy described above, the Compensation Committee referred to the following groups of companies when determining compensation for Executive Officers and Executive Corporate Officers for FY2025.

  For the reference companies in the United States, the Compensation Committee selected 16 companies in the semiconductor and IT sectors with a high degree of correlation with the Company as the primary reference group. In addition, software companies were selected as a secondary reference group to reflect the acquisition of Altium and the advancement of the Company's digitalization strategy.

  For the reference companies in Japan, the Compensation Committee selected 42 companies as the primary reference group from among the top 100 companies by market capitalization, excluding those in sectors with low correlation to the Company or those with low overseas sales ratios. A secondary reference group was also selected, consisting of companies considered to have a high degree of similarity to the Company's business strategy.

- In referencing these company groups, the Company supplemented the individual compensation data disclosed by the reference companies with external market compensation survey data provided by

WTW (Towers Watson), Mercer LLC, and Aon.

3. Content of compensation for Directors, Executive Officers, and Executive Corporate Officers for the current fiscal year, and the reasons why the Compensation Committee has determined that such compensation is consistent with the policy for determining the compensation of each Director, Executive Officer, and Executive Corporate Officer

(a) R eview by the Compensation Committee

- In making the final determination of such compensation, the Compensation Committee reviewed whether the overall compensation package, as well as each component thereof, was appropriate and aligned with the basic policies described above. The specific items reviewed included the total compensation amount (base salary, STI, and stock-based compensation), the cash compensation amounts (base salary and STI), the stock-based compensation amounts (PSUs and RSUs), the proportion of each compensation element (particularly the ratio of base salary to STI and stock-based compensation, and the ratio of PSUs to RSUs), and the design of incentive structures (including STI evaluation indicators and targets, and the overall effectiveness of the compensation framework).

- Based on these comprehensive reviews, the Compensation Committee concluded that the levels and composition of compensation for the current fiscal year were consistent with the basic policies and were appropriate.

(b) Compensation for the Current Fiscal Year

- Please refer to the Annual Securities Report for the details and calculation basis of the compensation for Directors, Executive Officers and Executive Corporate Officers for the current fiscal year.
  <https://www.renesas.com/ja/about/investor-relations/security>

【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 and Sustainability 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 and Sustainability 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 Office staff issues the notice and provide materials and

so on necessary for the deliberation of the Audit and Sustainability 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 and Sustainability Committee meeting). The Legal Division staff and the Audit Committee Office staff research and respond promptly to any inquiries or points raised by Outside Directors and Audit and Sustainability 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." in March 2024 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 6 Outside Directors out of 7 Directors. Further, aiming for obtaining appropriate and objective advice to improve the Company's business performance and corporate governance, the Company elects 6 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 4 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 supervise 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 7 Directors including 6 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 affect 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 don't 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 twice a year 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 and Sustainability Committee

The Audit and Sustainability Committee will be scheduled to be held once or more every three months. The Audit and Sustainability 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 and Sustainability Committee will (i) audit the performance by Directors and Executive Officers of their respective responsibilities and duties, (ii) prepare audit reports, (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, and (iv) oversee our Group's initiatives on sustainability-related matters including sustainability-related policies, risk management, and compliance, as well as conduct matters prescribed by applicable laws and regulations and the Articles of Incorporation.

The Audit and Sustainability Committee is comprised of 3 members and chaired by an Independent Outside Director.

(6) Internal Audit

Regarding internal audit, the Internal Audit Office, an organization directly reporting to President & CEO, which consists of specialized or concurrent staff 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 reports the audit plan and results to Representative Executive Office, the Board of Directors and Audit and Sustainability Committee periodically (semiannually to the Board of Directors, and quarterly to the Audit and Sustainability Committee). 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 and Sustainability Committee and the Accounting Auditor.

(7) Accounting Audit

The Company elected PricewaterhouseCoopers Japan LLC as Accounting Auditor for FY2025. Certified public accounts who conducted the Company's accounting audit for FY2025 (designated limited partner and executive employee) are Mr. Masahide Kato, 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 FY2024 is JPY 202 million. Remuneration and other amounts to be paid by the Company to the Accounting Auditor is JPY 187 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 and Sustainability 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 the 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 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) March 26, 2025 / March 6, 2025 (February 28, 2025) March 25, 2026 / March 5, 2026 (February 27, 2026) 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 24th Annual General Meeting of Shareholders on March 25, 2026. 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:** Although the Company currently has about 100,000 shareholders, this approach removes limitations related to venue size and ensures that shareholders have equal opportunity to join the General Meeting, reducing the impact of geographical or timing barriers as much as possible. 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) Revitalization of the General Meeting: Reducing the physical and time burdens required for shareholders to attend a general meeting of shareholders will lead to a more active, efficient, and smooth general meeting of shareholders, and in turn, contribute to the interests and convenience of our shareholders. In fact, the average number of attendees at the Company's Virtual-Only Shareholders' Meeting has increased several times compared with attendance at the Company's former hybrid (virtual and in-person) general meetings of shareholders. **(iii) 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. **(iv) Promoting dialogue with overseas officers:** As the Company has many overseas Directors and officers, it is appropriate to have overseas Directors and officers participate in the General Meeting in the same manner as other domestic Directors and officers, and provide answers to shareholders' questions, from the perspective of promoting dialogue with shareholders. **(v) Shareholder endorsement:** Since introducing Virtual-Only Shareholders' Meetings, the Company has conducted shareholder surveys every year at the Company's annual general meetings of shareholders, and many shareholders continued to express favorable views of the Virtual-Only Shareholder's Meeting in the latest survey as well. **(vi) 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	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 Sustainability Guiding Principles". 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 Department 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 Department, 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 the "Sustainability Department" in charge of promoting environmental conservation activities and CSR activities, and the Sustainability Department plans initiatives as well as to communicate with stakeholders inside and outside of the company. We disclose our sustainability initiatives which include 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 Sustainability Guiding Principles", 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 Updated	<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.

	Please refer to Annual Securities Report and Integrated Report (Business & Sustainability Report) for the data related to gender diversity such as proportion of women in our workforce, and in our managerial positions. We conduct business globally, and the percentage of women in managerial positions overseas is higher than in Japan. 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, the Company was awarded the highest rating of “Gold” for the third consecutive year in the “PRIDE Index 2024”, 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 our website: ・ Website: https://www.renesas.com/about/company/sustainability/diversity ・ Business & Sustainability Report: https://www.renesas.com/en/about/sustainability/report2025 ・ Annual Securities Report: https://www.renesas.com/about/investor-relations/security

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 (b) and (e) in Item 1, Paragraph 1, Article 416of the Companies Act and Article 112 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 comply with laws and regulations and the Company's Articles of Incorporation.

- The Executive Officers shall take the lead in complying with the "Renesas Electronics Group Sustainability Guiding Principles" 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 Group Sustainability Guiding Principles", "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 and Sustainability 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 and Sustainability Committee. Any evaluation, personnel transfer, reprimand and the like of such staff shall require prior consultation with the Audit and Sustainability Committee, and such staff shall not be directed or supervised by the Executive Officers for duties to assist the Audit and Sustainability Committee.

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

・Members of the Group and corporate auditors, etc. of the Company's subsidiaries shall, upon requests from the Audit and Sustainability Committee, report to the Audit and Sustainability 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 and Sustainability Committee.

・The Internal Control Promotion Committee shall periodically report to the Audit and Sustainability 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 and Sustainability 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 and Sustainability 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 and Sustainability 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 and Sustainability Committee.

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

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

corporate information.

・The members of the Audit and Sustainability Committee shall hold Audit and Sustainability 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 and Sustainability 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

Updated

The Group has established the “Office of the CEO” 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 Investor Relations, centrally controls external disclosure. The Office of the CEO, the Investor Relations, 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 Office of the CEO 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 Office of the CEO.

(2) Regarding timely disclosure information, the Office of the CEO, 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.

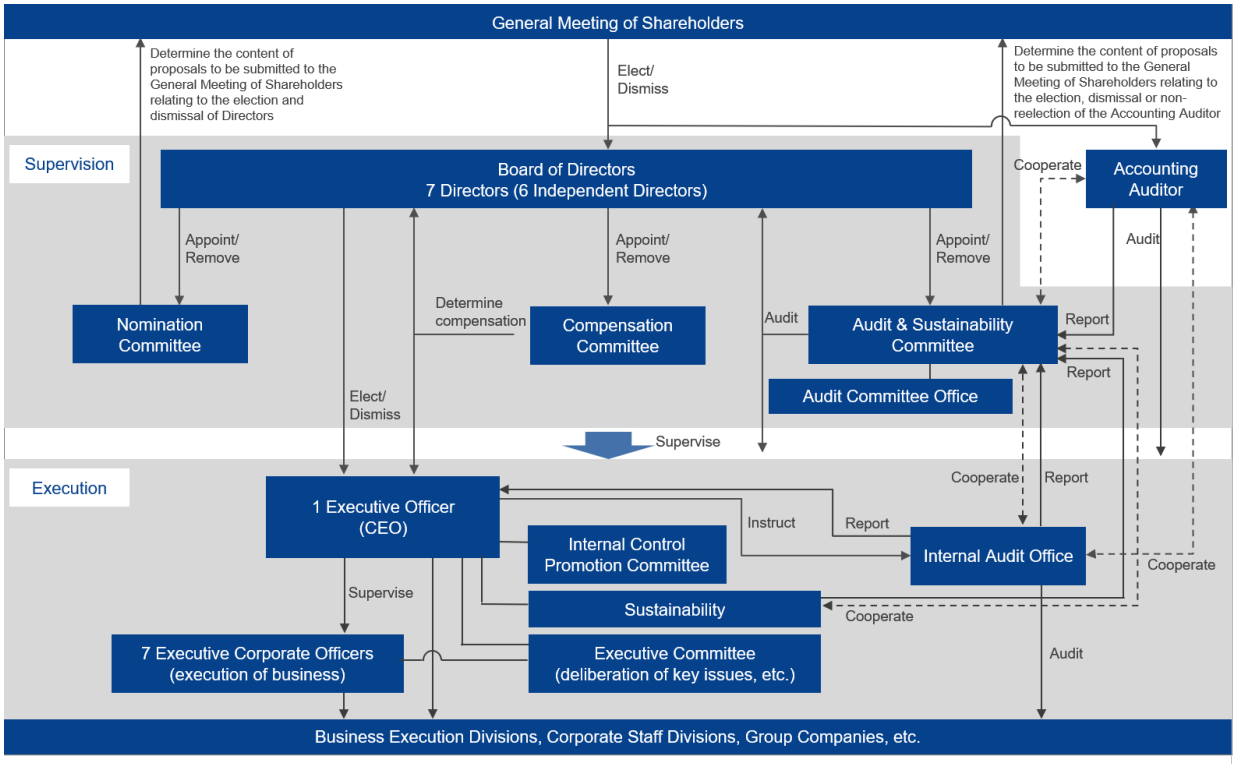
(4) The head of the Office of the CEO (for the matters subject to the resolution of the Board of Directors or requires the approval in accordance with the Ringi Approval Criteria, immediately after the completion of these procedures) executes timely disclosure to the Tokyo Stock Exchange.

[Translation for Reference and Convenience Purpose Only]

Corporate Governance Report

CORPORATE GOVERNANCE Renesas Electronics Corporation

【Corporate Governance System Chart (for reference)】 Updated



Note: From the sustainability perspective, we have given the Audit Committee responsibility and authority to oversee our sustainability-related activities led by Sustainability Department and are making efforts to integrate sustainability-related initiatives into our corporate governance.
In line with this, our company will refer to the statutory committee of “Audit Committee” as “Audit and Sustainability Committee”

End of the report.