

## 【Cover Sheet】

【Title】	Extraordinary Report
【Submit to】	Head of Kanto Local Finance Bureau
【Submission Date】	April 8, 2021
【Company Name (in Japanese)】	ルネサスエレクトロニクス株式会社
【Company Name in English】	Renesas Electronics Corporation
【Title and Name of Representative】	Hidetoshi Shibata, Representative Director, President and CEO
【Registered Address】	2-24, Toyosu 3-chome, Koto-ku, Tokyo, Japan
【Telephone number】	+81 3 6773 3000 (Main)
【Contact】	Yukitake Hashiguchi, Director, Corporate Governance, Compliance and M&A Department
【Nearest Contact Place】	2-24, Toyosu 3-chome, Koto-ku, Tokyo, Japan
【Telephone Number】	+81 3 6773 3000 (Main)
【Contact】	Yukitake Hashiguchi, Director, Corporate Governance, Compliance and M&A Department
【Place for Public Inspection】	Tokyo Stock Exchange, Inc. 2-1, Nihombashi Kabutocho, Chuo-ku, Tokyo
【Place for public inspection】	N/A

## 1 【Submission Reason】

The Company has resolved the matters to be resolved at the Annual General Meeting of Shareholders held on March 31, 2021. Thus, the Company submits this report in accordance with Article 24-5-4 of Japan's Financial Instrument and Exchange Act and Article 19-2-2 of Cabinet Office Ordinance on Disclosure of Corporate Affairs, etc.

## 2 【Reporting Item】

### (1) Date of General Meeting of Shareholders

March 31, 2021

### (2) Contents of resolution matters.

#### Proposal No.1: Election of Six (6) Directors

This is a proposal to appoint Mr. Hidetoshi Shibata, Mr. Tetsuro Toyoda, Mr. Jiro Iwasaki, Ms. Selena Loh Lacroix, Mr. Arunjai Mittal and Mr. Noboru Yamamoto as Directors.

#### Proposal No.2: Election of Two (2) Corporate Auditors

This is a proposal to appoint Mr. Takeshi Sekine and Ms. Tomoko Mizuno as Corporate Auditors.

#### Proposal No.3: Revision of Compensation for directors of the Company due to the introduction of the stock compensation plan

This is a proposal to change Directors' compensation system from existing "stock compensation type stock options" to a "stock compensation plan where shares are delivered after vesting" under which the total number of shares to be delivered to the eligible directors shall be w2.7 million shares per annum (including within 0.2 million shares for outside directors), provided that an annual amount shall not exceed the current maximum amount for Directors' compensation, namely 2 billion yen (of which the amount paid to outside directors shall not exceed 400 million yen, but not including the amount paid as salary for employees to those directors who are also employees of the Company).

### (3) The number of "For", "Against" and "Abstention" for each resolution item, requirements to resolve each resolution item and the result of each resolution items.

Resolution Items	Number of "For"	Number of "Against"	Number of "Abstention"	Requirement	Result and Agree Ratio (%)
Proposal No.1: Election of 6 Directors					
Hidetoshi Shibata	15,386,930	98,307	17,011	(*)1	Passed 99.13% 88.57% 99.50% 99.50% 99.51% 99.53%
Tetsuro Toyoda	13,747,255	1,737,981	17,011		
Jiro Iwasaki	15,443,405	41,833	17,011		
Selena Loh Lacroix	15,444,086	41,152	17,011		
Arunjai Mittal	15,445,037	40,201	17,011		
Noboru Yamamoto	15,448,030	37,208	17,011		
Proposal No.2 Election of 2 Corporate Auditors					
Takeshi Sekine	11,408,358	4,076,728	17,171	(*)1	Passed 73.50% 99.40%
Tomoko Mizuno	15,428,913	56,177	17,171		
Proposal No.3 Revision of Compensation for directors of the Company due to the introduction of the stock compensation plan	12,007,408	3,477,696	17,171	(*)2	Passed 77.36%

(Remark)

\*1: The majority of the voting rights of the shareholders attending the meeting with attendance of shareholders who hold at least one-third of the voting rights of shareholders who can exercise their voting rights.

\*2: The majority of the voting rights of the shareholders attending the meeting.

### (4) The reason not to include a part of the number of voting rights of shareholders who joined the General Meeting of Shareholders

The Company does not include the number of voting rights of shareholders who joined the general meeting of shareholders but whose exercise of voting right, namely "for", "against" or "Abstention" is not confirmed by the Company, since the results (passed or rejected) was revealed by calculating the advance exercise of voting rights by the previous day of the General Meeting of Shareholders and the exercise of voting rights by certain shareholders who joined the General Meeting of Shareholders on the day and whose voting results are confirmed by the Company.