

Note: This is a translation of the Japanese language original for convenience purposes only, and in the event of any discrepancy, the Japanese language original shall prevail.

## Corporate Governance Guidelines

### Chapter 1 General Rules (Preface)

#### Article 1 – Purpose

The purpose of this Corporate Governance Guidelines (the “Guidelines”) is to define the basic guidelines for the corporate governance of Renesas Electronics Corporation (the “Company”).

#### Article 2 – Revisions

Revisions to the Guidelines are made subject to a resolution of the Board of Directors.

#### Article 3 – Basic Concepts of Corporate Governance

Based on our “Purpose”: “To Make Our Lives Easier”, we are committed to develop a safer, healthier, greener, and smarter world by providing intelligence to our four focus growth segments: Automotive, Industrial, Infrastructure, and IoT. To achieve our Purpose, we aim to respond flexibly to change, 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 continue to enhance 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

【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 ourselves. 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 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 contribute to the realization of a richer 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.

【2-1、3-1(i)(ii)】

## Chapter 2 Relationships with Stakeholders

### Article 4 – Securing the Rights of Shareholders

The Company will take appropriate measures to ensure that shareholders' rights are secured to a substantial degree. In particular, the Company will work to ensure that the special rights that are recognized for minority shareholders with respect to companies or any officer are treated equally in terms of such rights in compliance with applicable laws and regulations.

【1、1-1、1-1③】

### Article 5 – General Meetings of Shareholders

The Company, recognizing that general meetings of shareholders are opportunities to have constructive dialogs with shareholders, will, from the shareholder's perspective, make appropriate improvements to the meeting environment for the exercise of shareholder rights, including those set forth below.

- (1) The Company will provide information that is expected to help shareholders make appropriate decisions, such as press releases and data on business performance (including materials for financial results briefings), in addition to information that it is legally obligated to share.
- (2) The Company will strive to send out convocation notices at least three weeks before each meeting is held.
- (3) The Company will announce the information to be included in the convocation notices electronically via its websites before sending out such convocation notices.
- (4) The Company will set appropriate schedules for the general meetings of shareholders, taking into consideration factors such as the realization of constructive dialogs with shareholders as well as the provision of the correct information for this objective.
- (5) The Company will participate in the Electronic Voting Platform, the platform for the electronic exercise of voting rights, and produce English versions of convocation notices to improve the environments where institutional and non-Japanese shareholders can exercise their voting rights without difficulty.
- (6) If a reasonable number of "against" votes are raised regarding the Company's proposed agenda at a general meeting of shareholders, the Company will take appropriate measures to analyze the reasons for those votes and/or the factors for the increase in the "against" votes.
- (7) In consideration of a situation where institutional investors, etc. that hold shares in street name express their desire, beforehand, to exercise their voting rights at a general meeting of shareholders, the Company will work on measures to address the situation through discussions with trust banks, etc.

【1-1①、 1-2、 1-2①、 1-2②、 1-2③、 1-2④、 1-2⑤】

#### Article 6 – Dialogues with Shareholders

As a basic stance, the Group will engage in constructive dialogues with shareholders to help realize its sustainable growth and the enhancement of corporate value on a mid- to long-term basis. To promote such objectives, the Group will formulate policies for organizational improvements and initiatives as set forth in the Attachment.

【5、 5-1、 5-1①、 5-1②、 5-2】

#### Article 7 – Capital Strategies

1. The Company will explain its basic policy for capital strategies in light of the material impacts that capital strategy trends have on shareholders' interests.
2. In conjunction with capital strategies that result in the change of control or large-scale dilutions, the Company will consider the need for and rationale of such strategies and ensure that appropriate steps are taken to keep existing shareholders from any unreasonable damage while providing them with information regarding the details of such actions in an appropriate manner.

【1-3、 1-6】

#### Article 8 – Transactions between Related Parties

1. The Board of Directors will monitor any transactions between the Company and other company in which Company's Directors, Corporate Auditors, Executive Officers (collectively "Officers") have concurrent positions or major shareholders subject any applicable laws, regulations, and the "Basic Rules of Ringi Approval" established by the Board of Directors (the mandatory approval rules and related procedures of the Company in order to make decisions for the business operation of the Company in an appropriate and efficient manner).
2. The Company will, once a year, evaluate whether the Officers assume concurrent positions outside of the Company that include rights to execute business in those other companies. The Board of Directors will monitor any transactions between the Company and those companies subject any applicable laws, regulations, and the "Basic Rules of Ringi Approval".
3. The Company will establish a profitability appraisal and approval system that evaluates profitability as well as terms and conditions for all businesses deals, including transactions set forth in Articles 8.1 and 8.2, and any changes approval

authority will be made in accordance with the materiality and existence of problems identified on a case-by-case basis. The conclusion of particularly important business deals will be subject to deliberations by the Board of Directors.

【1-7、 4-3】

#### Article 9 – Sustainability

1. Renesas aims to establish a sustainable future through technologies that make our lives easier. Sustainability is at the core of our product development, and we continue to develop sustainable, high quality and low-power consumption solutions. By providing our products and solutions to the growth segments of Automotive, Industrial, Infrastructure and IoT, the Company contributes to the development of a safer, healthier and smarter society.

2. We believe talent is the greatest asset. Therefore, we promote human resources development as well as the establishment of an inclusive work environment that is rich in diversity and is accepting of one another. In addition, we believe inclusion is the driving force of Renesas' sustainable growth. With our core technology as the cornerstone, we aim to respond to the needs of various markets through innovation. By continuing to invest in talent and technology and maintaining innovation, we will expand the profit of each of its businesses. We firmly believe these investments will create a base of long-term growth for the achievement of its mission, and will maintain transparency on its contributions to realizing a sustainable society that is harmonious with the environment.

【2-3、 2-3①】

#### Article 10 – Code of Conduct

Renesas' Board of Directors institute the “Renesas Electronics Group CSR Charter” pertaining to policies for corporate social responsibilities and the “Renesas Electronics Group Code of Conduct” (the “Code of Conduct”), which describe the specific matters that should be adhered to by all Directors, Corporate Auditors, Executive Officers, and employees of the Group in their ordinary operations to make good on such responsibilities. Furthermore, the Internal Control Promotion Committee, chaired by the CEO, will monitor how the Code of Conduct is observed, the result of which will be reported to the Board of Directors periodically for administrative and supervisory purposes. We will strive to create a corporate culture and climate that respects stakeholders' rights and positions, as well as ethics for sound business activities.

【2、 2-2、 2-2①、 3-1(i)】

## Article 11 – Diversity

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. 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 countries around the world. We believe our commitment to diversity and inclusion, 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, enhancing our development system so employees can thrive.

【2-4】

## Article 12 – Whistleblowing

The Company will take the following measures to ensure that employees of the Company Group, their suppliers and distributors can communicate information regarding illegal or improper acts, information disclosure, or any other well-intentioned suspicions, without concern regarding the risk of incurring disadvantages, and that such information and suspicions are objectively verified and used in an appropriate manner.

- (1) The Company will establish the Renesas Electronics Group Hotline (the “Hotline”) and receive whistleblowing reports via third-party organizations that a whistleblower may consult with or report to.
- (2) The Company will guarantee the anonymity of a consulter or whistleblower, if so desired, and set forth regulations to prohibit any disadvantageous treatment.
- (3) The Board of Directors will supervise the operating status of the Hotline based on reports that will be received from a department responsible for compliance matters.

【2-5、2-5①】

## **Chapter 3 Information Disclosure**

### Article 13 – Information Disclosure

The Company will disclose information in a timely and appropriate manner in compliance with relevant laws and regulations such as the Companies Act, the Financial Instruments and Exchange Act, and the Timely Disclosure Rules of the Tokyo Stock Exchange. The Company will also disclose important information

that is expected to affect shareholders or investors' investment decisions proactively, promptly and fairly. In addition, the Company will strive to disclose and provide information in English to the extent necessary to prevent inequality in terms of information attributable to language issues.

【3、3-1②】

## **Chapter 4 Corporate Governance System**

### **Article 14 – Roles, Responsibilities and Management of the Board of Directors**

1. The Board of Directors, given its fiduciary responsibility and accountability to shareholders, will undertake roles and responsibilities for the purpose of facilitating the Company's sustainable growth and enhancement of its corporate value on a mid- to long-term basis, as well as improving its profitability and capital efficiency, including those set forth below.

- (1) Flexible and prompt decision-making on important management issues, including decisions on the fundamental direction of the Company and corporate strategies.
- (2) Improvement of the environment to support appropriate risk-taking by management.
- (3) Highly effective supervision of Directors and management from an independent and objective standpoint.

2. In order to clarify business execution responsibilities and speed-up decision-making on the execution of operations, the Board of Directors will appoint Executive Officers, clearly define an area of responsibility for them, and provide them with appropriate authority in accordance with the "Basic Rules of Ringi Approval".

3. The Board of Directors will set forth a Basic Policy for the Improvement of the Internal Control System pursuant to the Companies Act, implement the policy, and monitor the effectiveness thereof.

4. Meetings of the Board of Directors will be conducted in the following manner to allow for active deliberations.

- (1) The documents for a meeting of the Board of Directors and the related information necessary for the Directors to make decisions will be distributed ahead of the meeting date.
- (2) An annual schedule of Board of Directors' meetings and the anticipated agenda will be determined and shared with the Directors and Corporate Auditors.
- (3) The number of items for deliberations will be properly set by periodically

reviewing the “Basic Rules of Ringi Approval.”

- (4) Regular meetings of the Board of Directors will be held once each 3-months, and, if necessary, resolutions can be made at extraordinary meetings of the Board of Directors or through approval in writing.
- (5) Sufficient time for deliberations will be provided to ensure that exhaustive discussions are held.

【4、4-1、4-1①、4-2、4-3、4-3②、4-12、4-12①】

#### Article 15 – Members of the Board of Directors

1. The Board of Directors will be comprised of a small number of members with diverse personal histories in terms of experience and knowledge. According to the policy of “designating Directors and Corporate Auditors who have global and diverse management insights, as well as experience and expert knowledge, for the sustainable development of businesses,” the Board of Directors will designate a person who meets such requirements as a candidate for a Director or Corporate Auditor. The Company will disclose the reason for the designation of each Director candidate and Corporate Auditor candidate.

2. A Director or Corporate Auditor may concurrently serve as director, corporate auditor, and/or manager at other listed companies to the extent that he/she can still fulfill the roles and responsibilities effectively as a Director or Corporate Auditor of the Company. The Company will disclose the status of his/her concurrent positions every year.

【3-1(iv)(v)、4-11、4-11①、4-11②】

#### Article 16 – Directors

1. The Directors, recognizing the duty of care of a prudent manager and the fiduciary duty of loyalty, will engage diligently in occupational duties to enhance the Company’s corporate value.

2. The Directors will strive to gather information proactively, receive reports from the internal audit department accordingly, and seek advice from outside experts as necessary so that they can fulfill their roles and responsibilities effectively.

3. Outside Directors will undertake monitoring as to whether other Directors fulfill their responsibilities properly, and participate in management decision-making from an external point of view by leveraging knowledge, experience, and insights developed through their respective careers.

【4-5、4-6、4-13、4-13①、4-13②、4-13③】



## Article 17 – Executive Officers

1. The Board of Directors, according to the policy of “selecting Executive Officers who have global leadership, as well as experience and expert knowledge, for the sustainable development of businesses,” will appoint a person who meets such requirements as an Executive Officer. The Company will disclose the reason for the appointment of each Executive Officer who serves as the Director concurrently.

2. The Executive Officers, according to an area of responsibility to be undertaken by such officers defined by the Board of Directors, the “Rules for Executive Officers,” and the “Basic Rules of Ringi Approval,” will, flexibly and effectively, fulfill their responsibilities, periodically review the management plans set forth by the Board of Directors, and provide an update regarding the progress made toward meeting budget targets.

3. Board of Directors may dismiss Executive Officer by its resolution, in case such Executive Officer is determined;

- (1) not to fulfill its duties appropriately;
- (2) to be lack of aptitudes required for Executive Officer (e.g. such Executive Officer violates laws and regulations of Japan or other jurisdictions which is applied to our businesses, or harms the Company’s honor or interest); or
- (3) such Executive Officer should not remain as Executive Officer for any reason determined by the Company.

【3-1(iv)(v)、4-1①】

## Article 18 – Executive Committee

The Company will organize the Executive Committee, as an advisory body to the Representative Director(s), to discuss important matters commissioned according to the “Basic Rules of Ringi Approval” and determine policies thereon, and conduct deliberations about important management issues from the agenda items proposed to the Board of Directors’ meeting.

【4-1①】

## Article 19 – Corporate Auditors/Board of Corporate Auditors

1. The Corporate Auditors and the Board of Corporate Auditors, as an independent body entrusted by the shareholders, will perform monitoring and verification in conjunction with (i) the appropriateness and properness of decision-making processes in management decisions made by the Directors, (ii) improperness in the execution of occupational duties and the possibility thereof,

and (iii) violations of applicable laws, regulations, and the Articles of Incorporation of the Company. Through such efforts, they will implement their standard supervisory activities while requesting that the Company enhance its social credibility as a listed company and achieve sound, sustainable development.

2. The Corporate Auditors will undertake their authority aggressively and actively at important internal meetings, including those of the Board of Directors, and express their views appropriately to the Directors or management.

3. The Corporate Auditors, to fulfill their roles and responsibilities effectively, will strive to gather information proactively by conducting hearings on business reports, the status of the execution of duties from the Company's Directors, internal control department and/or other internal sources, as well as by collaborating with the internal audit department and the Accounting Auditors. If necessary, the Corporate Auditors will seek advice from outside experts. The Board of Corporate Auditors will ensure that the provisioning of information is secure as requested by the respective Corporate Auditors.

4. The Corporate Auditors or the Board of Corporate Auditors will secure a collaboration with Outside Directors to ensure that Outside Directors can improve their ability to gather information with their independent position unaffected.

【4-4、4-4①、4-5、4-13、4-13①、4-13②、4-13③】

#### Article 20 – Accounting Auditors

1. The Company, recognizing that the external Accounting Auditors bear responsibilities for shareholders and investors, will take proper measures to secure appropriate audits.

2. The Board of Corporate Auditors will establish standards for appropriately selecting candidates for the Accounting Auditors, properly evaluating the Accounting Auditors, and confirming whether or not the Accounting Auditors will be able to remain independent and demonstrate their expertise as required of an accounting auditor.

3. The Board of Directors and the Board of Corporate Auditors will take the following measures to ensure that the Accounting Auditors can implement proper audits.

- (1) Secure sufficient auditing time to ensure that high-quality audits can be performed.
- (2) Secure access to the executive management team, including the CEO and CFO (face-to-face meetings, etc.) for the Accounting Auditors.
- (3) Secure sufficient collaboration, including attendance at meetings of the Board

of Corporate Auditors, amongst the Accounting Auditors, the Corporate Auditors, the internal audit department, and outside Directors.

- (4) Establish a system within the Company to address situations in which the Accounting Auditors request the appropriate corrective actions for any unfair practices, flaws, or problems they identify.

【3-2、 3-2①、 3-2②】

#### Article 21 – Support System for Directors and Corporate Auditors

1. The Company will place staff members appropriately to support the Directors and/or Corporate Auditors, who shall provide any necessary information accurately.

2. The Company will, at its expense, provide appropriate opportunities for training, including workshops on subjects such as management, accounting, laws, compliance, and industry trends, so that the Directors and Corporate Auditors will fulfill their roles and responsibilities as expected.

【4-13、 4-13③、 4-14、 4-14①、 4-14②】

#### Article 22 – Evaluation of the Board of Directors

The Company will analyze, evaluate, and disclose a summary of the results regarding the effectiveness of the Board of Directors as a whole, including whether sufficient information was provided to the Board of Directors on a timely basis, based on self-evaluations by the Directors and opinions by the Corporate Auditors.

【4-11、 4-11③、 4-13】

End

**Attachment: Policies for the Improvement of Systems and Initiatives to Facilitate Constructive Dialogs with Shareholders**

\* The numbers written at the end of the respective Articles of the Guidelines denote the corresponding Principles of the Corporate Governance Code set forth by the Tokyo Stock Exchange.

[Revision History]

Version No.	Date	Details
1	November 27, 2015	Establishment
2	March 30, 2017	Partial Revision
3	March 29, 2018	Partial Revision
4	March 28, 2019	Partial Revision
5	October 1, 2019	Partial Revision
6	January 30, 2020	Partial Revision
7	June 30, 2021	Partial Revision

## Attachment: Policies for the Improvement of Systems and Initiatives to Facilitate Constructive Dialogs with Shareholders

### (Internal Organization)

- ✓ The Company will establish a dedicated Investors Relationship (“IR”) department to promote reasonable dialogs with shareholders and implement flexible IR activities, which will be administered by an Executive Officer in charge of the department.
- ✓ The dedicated IR department will strive to maintain close collaboration with related departments (including accounting, finance, and management planning) through such efforts as quarterly meetings, and provide accurate and useful information to shareholders, investors, and securities analysts.

### (Method of Dialogs)

- ✓ The Company enhances two-way communications for shareholders, investors, and securities analysts by providing, in an easy-to-understand manner, business details, financial conditions, management strategies, and other important management information, including the following:
  - The Company will inform shareholders and investors of its most recent business results, business details, and management policies through IR page on the website in an easy-to-understand manner. The Company will also provide a communication environment in which dialogs can be held and collect information from shareholders and investors by posting a contact point on the IR page on the website and installing dedicated telephone lines.
  - The Company will conduct presentations of financial results on a quarterly basis as well as individual meetings for institutional investors and securities analysts. If necessary, the Company will simultaneously explain the management strategies and business policies in financial results briefings.
  - Dialogs with institutional investors and/or securities analysts will be held by staff members of the dedicated IR department, as well as members of the executive management team (CEO, CFO, etc.) if necessary.

### (Internal Feedback on Dialogs)

- ✓ Feedback on the details of dialogs with shareholders, investors, and/or securities analysts will be provided to the executive management team and related internal departments in a timely and appropriate manner through reports at meetings.

### (Insider Information and Quiet Period)

- ✓ In conjunction with the management and treatment of insider information, the Company will control and properly handle the important facts that have not been announced according to the “Basic Rules for Preventing Insider Transactions.” In addition, the Company will restrict dialogs related to the financial results during the quiet period, which starts from the fifth business day after the end of the accounting period as set forth in the “Disclosure Policy” of the Company.