

Independent Officer Notification Form

1. Basic Information

Company Name	Renesas Electronics Corporation	Securities Code	6723
Submission Date	March 3, 2023	Planned Change Date	March 30, 2023
The reason for the submission of this notification form	Election of outside directors is proposed as a matter to be resolved at the annual general meeting of shareholders		
<input checked="" type="checkbox"/> Company appoints all eligible officers as independent officer (※1)			

2. Matters related to independence of independent officer and outside officer

#	Name	Outside Director/ Outside Corporate Auditor	Independent Officer	Attribute (※2・3)													Reason	Consent of subject individual	
				a	b	c	d	e	f	g	h	i	j	k	l	None			
1	Jiro Iwasaki (Mr.)	Outside Director	○														○		Yes
2	Selena Loh Lacroix (Ms.)	Outside Director	○														○		Yes
3	Noboru Yamamoto (Mr.)	Outside Director	○														○		Yes
4	Takuya Hirano (Mr.)	Outside Director	○														○	New Appointment	Yes
5	Kazuyoshi Yamazaki (Mr.)	Outside Corporate Auditor	○														○		Yes
6	Tomoko Mizuno (Ms.)	Outside Corporate Auditor	○														○		Yes
7	Miya Miyama (Ms.)	Outside Corporate Auditor	○														○		Yes

3. Explanation of attributes of independent officers and reason for selection as outside officers

#	Explanation of the applied attribute (※4)	Reason for selection as outside officer (※5)
1	Not applicable	<p>The Company selected Mr. Jiro Iwasaki for an Outside Director with the expectation that the Board of Directors will be strengthened by him demonstrating supervising and monitoring capabilities on the overall management of the Company, based on his abundant knowledge, experiences and deep insights cultivated through the experiences as a director at multiple companies in electrical and electronic component companies. He has led the activities of the Voluntary Nomination Committee, including deliberation of selection of candidates of Directors, as the chairperson of that Committee. He has served as Outside Director for 6 years and 9 months at the closure of this General Meeting.</p> <p>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 fulfills the requirement for independent officer specified by the Tokyo Stock Exchange and the Company's unique "Standard for the Independence of Outside Officers".</p>
2	Not applicable	<p>The Company selected Ms. Selena Loh Lacroix for an Outside Director with the expectation that the Board of Directors will be strengthened by her demonstrating supervising and monitoring capabilities on the overall management of the Company, based on her global insight in the field of corporate legal, corporate governance and human resources gained through extensive experiences in the semiconductor industry and several other industries, and from the perspective of promoting diversity. She has led the activities of the Voluntary Compensation Committee, including deliberation of the compensation policy for Directors and Corporate Officers, as the chairperson of that Committee. She has served as Outside Director for 3 years at the closure of this General Meeting.</p> <p>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 fulfills the requirement for independent officer specified by the Tokyo Stock Exchange and the Company's unique "Standard for the Independence of Outside Officers".</p>
3	Not applicable	<p>The Company selected Mr. Noboru Yamamoto for an Outside Director with the expectation that the Board of Directors will be strengthened by him demonstrating supervising and monitoring capabilities on the overall management of the Company, based on his abundant knowledge, experiences and achievements cultivated through years of management experiences in the global finance and security industry and representative for M&A advisory companies. He has led the supervising and monitoring activities by the Board of Directors regarding the enhancement of the Company's ESG activities as the ESG Sponsor of the Board of Directors. He has served as Outside Director for 2 years at the closure of this General Meeting.</p> <p>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 fulfills the requirement for independent officer specified by the Tokyo Stock Exchange and the Company's unique "Standard for the Independence of Outside Officers".</p>

4	Not applicable	<p>The Company selected Mr. Takuya Hirano for an Outside Director with the expectation that the Board of Directors will be strengthened by him demonstrating supervising and monitoring capabilities on the overall management of the Company, in particular based on his abundant insights in the technology field, business transformation and cross-cultural leadership, cultivated through years of management experiences of multiple leadership positions in Japan and other regions at Microsoft Corporation, a global IT company which achieved successful business transformation from packaged software to cloud computing services.</p> <p>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 fulfills the requirement for independent officer specified by the Tokyo Stock Exchange and the Company's unique "Standard for the Independence of Outside Officers".</p>
5	Not applicable	<p>The Company selected Mr. Kazuyoshi Yamazaki as an Outside Corporate Auditor. Because he has been a lawyer for many years and has expertise, extensive experience and high insight in the field of legal affairs, the Company expects him to utilize these capabilities to perform auditing functions for the overall management of the Company. In the past, he has not been involved in corporate management in a position other than outside corporate officer, but the Company has concluded that he will be able to perform his duties properly as an Outside Corporate Auditor based on the reasons noted above.</p> <p>The Company has notified the Tokyo Stock Exchange of Mr. Kazuyoshi Yamazaki as an Independent Officer stipulated under the regulations of the Tokyo Stock Exchange because he fulfills the requirement for independent officer specified by the Tokyo Stock Exchange and the Company's unique "Standard for the Independence of Outside Officers".</p>
6	Not applicable	<p>The company selected Ms. Tomoko Mizuno as an Outside Corporate Auditor with the expectation that she will leverage her skillset and expertise to audit the Company's overall management because she has abundant knowledge, experiences and deep insights of corporate planning and human resource management from her business management experiences as a director of a machinery manufacturing company and experiences at a global consulting company and pharmaceutical companies.</p> <p>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 fulfills the requirement for independent officer specified by the Tokyo Stock Exchange and the Company's unique "Standard for the Independence of Outside Officers".</p>
7	Not applicable	<p>The Company selected Ms. Miya Miyama as Outside Corporate Auditor with the expectation that she will leverage her skillset and expertise to audit the Company's overall management. In the past, she has not been involved in corporate management in a position other than outside corporate officer of companies, but the Company has concluded that she will be able to perform her duties properly as an Outside Corporate Auditor based on the reasons noted above.</p> <p>The Company has notified the Tokyo Stock Exchange of Ms. Miya Miyama as an Independent Officer stipulated under the regulations of the Tokyo Stock Exchange because she fulfills the requirement for independent officer specified by the Tokyo Stock Exchange and the Company's unique "Standard for the Independence of Outside Officers".</p>

4. Supplementary Explanation

In order 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 Officers (i.e. Outside Directors and Outside Corporate Auditors) are sufficiently independent. The Company designates only individuals who fulfill all of the Company's independence standard and the independence standard established by the Tokyo Stock Exchange as independent officers. Please visit our website for the details of the Company's unique standard.
<https://www.renesas.com/us/en/document/gde/standard-independence-outside-officers?r=1400571>

※ 1 Please check the box if the Company has notified (Tokyo Stock Exchange of) all the outside officers who satisfies the eligibility criteria for independent officers .

※ 2 Check item for attributes of officers

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

Please note that the expressions in items a. to l. above are abbreviations of the terms defined in the rules of the exchange market.

※ 3 Please express "○" if the outside officer presently falls or has recently fallen under the category, and please express "△" if the outside officer fell under the category in the past. Please express "●" if a close relative of the independent officer presently falls or has recently fallen under the category, and please express "▲" if a close relative of the director fell under the category in the past.

※ 4 If the outside officer is subject to any of items a. to l., please specify so and provide outline of the attribute.

※ 5 Please fill in the reason why the Company selected the independent officer.