

Independent Officer Notification Form

1. Basic Information

Company Name	Renesas Electronics Corporation	Securities Code	6723
Submission Date	March 1, 2024	Planned Change Date	March 26, 2024
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	○														○		Yes
5	Tomoko Mizuno (Ms.)	Outside Director	○														○	New Appointment	Yes

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

#	Explanation of the applied attribute (※4)	選任の理由 (※5)
1	Not applicable	The Company selected Mr. Jiro Iwasaki as candidate for Outside Director with the expectation that the Board of Directors will be strengthened by him demonstrating capabilities of supervising and monitoring the overall management of the Company, based on his abundant knowledge, experience and deep insights cultivated through his experience 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.
2	Not applicable	The Company selected Ms. Selena Loh Lacroix as candidate for Outside Director with the expectation that the Board of Directors will be strengthened by her demonstrating capabilities of supervising and monitoring the overall management of the Company, based on her global insight in the field of corporate legal, corporate governance and human resources gained through extensive experience 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 Executive Officers, as the chairperson of that Committee, and served as a member of the Voluntary Nomination Committee.
3	Not applicable	The Company selected Mr. Noboru Yamamoto as candidate for Outside Director with the expectation that the Board of Directors will be strengthened by him demonstrating capabilities of supervising and monitoring the overall management of the Company, based on his abundant knowledge, experience and achievements cultivated through years of management experience in the global finance and securities industry and as 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 ESG Sponsor of the Board of Directors, and served as a member of the Voluntary Nomination Committee and the Voluntary Compensation Committee.
4	Not applicable	The Company selected Mr. Takuya Hirano as candidate for Outside Director with the expectation that the Board of Directors will be strengthened by him demonstrating capabilities of supervising and monitoring the overall management of the Company, in particular based on his abundant insights in the technology field, business transformation and cross-cultural leadership, cultivated through years of management experience comprised of multiple leadership positions in Japan and other regions at Microsoft Corporation, a global IT company which achieved successful business transformation from packaged software to cloud computing services. He has also actively shared his opinions as a member of the Voluntary Nomination Committee.
5	Not applicable	Ms. Tomoko Mizuno has abundant knowledge, experience and achievements in the fields of corporate planning, human resources, and others, cultivated through years of business management in a machinery and electronic component company and working in a global consulting firm and pharmaceutical companies. She has audited the overall management of the Company appropriately as Outside Corporate Auditor since March 2021. She has also actively shared her opinions as a member of the voluntary Compensation Committee. For the above reasons, the Company selected her for a candidate of Outside Director with the expectation that the Board of Directors will be strengthened by her demonstrating her capabilities of supervising and monitoring the overall management of the Company.

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 are sufficiently independent. The Company designates only individuals who fulfill all of independence standard of the Company, those stipulated by Japanese Companies Act and those 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>>

・ Ms. Tomoko Mizuno, a candidate of Outside Director, currently serves as an Independent Outside Corporate Auditor of the Company. In case the matter to be voted "Partial Amendment to the Articles of Incorporation (No.2, Transition to a Company with a Nominating Committee, etc.)" is passed at the general meeting of shareholders as proposed by the Company, the Company will change its governance structure from "a company with a board of corporate auditors" to "Company with a nomination committee, etc." and her term of office as a corporate officer will expire accordingly. Her new appointment as a Outside Director is caused by her position change from "Outside Corporate Auditor" to "Outside Director".

※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) (himself/herself only)
- k. Executive of a company, between which and the Company outside directors/kansayaku are mutually appointed (himself/herself only)
- l. Executive of a company or organization that receives a donation from the Company (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.