

【Cover sheet】

【Title】	Extraordinary Report
【Submit to】	Head of Kanto Local Finance Bureau
【Submission date】	April 3, 2024
【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 Executive Officer, 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 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 Department
【Place for Public Inspection】	Tokyo Stock Exchange, Inc. (2-1, Nihombashi Kabutocho, Chuo-ku, Tokyo)

1 【Submission Reason】

The Company has resolved the matters to be resolved at the 22nd Annual General Meeting of Shareholders held on March 26, 2024. Thus, the Company submits this report in accordance with Article 24-5-4 of Japan's Financial Instrument and Exchange Act and Article 19-2-9-2 of Cabinet Office Ordinance on Disclosure of Corporate Affairs, etc.

2 【Reporting contents】

(1) Date of General Meeting of Shareholders

March 26, 2024

(2) Contents of resolution matters

Proposal No.1: Distribution of Dividends from Surplus

This is a proposal to pay a year-end dividend as follows:

28 Japanese yen per share of common stock and 49,758,355,948 Japanese yen in total.

The effective date (payment start date) of the dividend is March 29, 2024.

Proposal No.2: Partial Amendments to the Articles of Incorporation (No.1: Related to Distribution of Dividends from Surplus, etc.)

This is a proposal to make necessary revisions to the Company's Articles of Incorporations to change the record date for the distribution of surplus funds four times a year (March 31, June 30, September 30, and December 31 of each year) and to allow the Board of Directors to make such decisions in addition to the existing resolution of the general meeting of shareholders.

Proposal No.3: Partial Amendments to the Articles of Incorporation (No.2: Transition to a Company with Nomination Committee, etc.)

This is a proposal to make necessary revisions to the Company's Articles of Incorporations including the establishment of new provisions concerning the Nomination Committee, Compensation Committee, Audit Committee and Executive Officers, and the deletion of existing provisions concerning Corporate Auditors and the Board of Corporate Auditors in connection with the transition to a Company with Nomination Committee, etc. to achieve speedy and efficient management and also strengthens transparency and objectivity of management through clearly separating the Company's supervisory functions from its executive function to strengthen the Company's corporate governance.,

Proposal No.4: Election of Six (6) Directors

This is a proposal to elect Mr. Hidetoshi Shibata, Mr. Jiro Iwasaki, Ms. Selena Loh Lacroix, Mr. Noboru Yamamoto, Mr. Takuya Hirano and Ms. Tomoko Mizuno as Directors.

(3) The number of “For”, “Against” and “Abstention” for each resolution item, requirements to resolve each resolution item and the result of each resolution item

Resolution Items	Number of “For”	Number of “Against”	Number of “Abstention”	Requirement	Result and Agree Ratio (%)
Proposal No.1 Distribution of Dividends from Surplus	14,745,880	142,621	2,158	(*)1	Passed 99.02%
Proposal No.2 Partial Amendments to the Articles of Incorporation (No.1: Related to Distribution of Dividends from Surplus, etc.)	13,631,715	1,256,791	2,158	(*)2	Passed 91.54%
Proposal No.3 Partial Amendments to the Articles of Incorporation (No.2: Transition to a Company with Nomination Committee, etc.)	14,880,724	7,751	2,193	(*)2	Passed 99.93%
Proposal No.4 Election of Six (6) Directors					
Hidetoshi Shibata	14,396,263	492,239	2,158		96.67%
Jiro Iwasaki	14,761,440	127,067	2,158		99.13%
Selena Loh Lacroix	14,785,108	102,412	3,145	(*)3	99.29%
Noboru Yamamoto	14,803,682	84,638	2,345		99.41%
Takuya Hirano	14,777,776	110,731	2,158		99.24%
Tomoko Mizuno	14,810,291	78,216	2,158		99.46%

(Remark)

*1: The majority of the voting rights of the shareholders attending the meeting with attendance of shareholders.

*2: Two-third or more 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.

*3 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.